



Solargiga Energy Holdings Limited
陽光能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock Code 股份編號 : 757

Annual Report 2016 年報

To Create
BRIGHT FUTURE
共創未來



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CORPORATE INFORMATION

公司資料

Board of Directors

Executive Directors

Mr. TAN Wenhua (Chairman)
Mr. TAN Xin
Mr. WANG Chunwei

Non-executive Director

Mr. HSU You Yuan

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert
Ms. FU Shuangye
Mr. ZHANG Chun

Company Secretary

Mr. Yuen Kin Shan

Audit Committee

Dr. Wong Wing Kuen, Albert (Chairman)
Ms. Fu Shuangye
Mr. Zhang Chun

Remuneration Committee

Ms. Fu Shuangye (Chairman)
Dr. Wong Wing Kuen, Albert
Mr. Zhang Chun
Mr. Tan Wenhua

Nomination Committee

Mr. Zhang Chun (Chairman)
Dr. Wong Wing Kuen, Albert
Ms. Fu Shuangye
Mr. Hsu You Yuan

Auditor

Ernst & Young

董事會

執行董事

譚文華先生(主席)
譚鑫先生
王君偉先生

非執行董事

許祐淵先生

獨立非執行董事

王永權博士
符霜葉女士
張椿先生

公司秘書

袁建山先生

審核委員會

王永權博士(主席)
符霜葉女士
張椿先生

薪酬委員會

符霜葉女士(主席)
王永權博士
張椿先生
譚文華先生

提名委員會

張椿先生(主席)
王永權博士
符霜葉女士
許祐淵先生

核數師

安永會計師事務所

Principal Bankers

Jinzhou Rural Commercial Bank
Bank of Jinzhou
Bank SinoPac
China Development Bank
Entie Commercial Bank
Taiwan Cooperative Bank
China Merchants Bank

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Room 1402, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Principal Share Registrar

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Hong Kong Share Registrar

Computershare Hong Kong Investor Services Limited
Rooms 1712–16, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Authorised Representatives

Mr. Wang Chunwei
Mr. Yuen Kin Shan

Corporate Website

www.solargiga.com

主要往來銀行

錦州農村商業銀行股份有限公司
錦州銀行
永豐銀行
國家開發銀行
安泰商業銀行
合作金庫銀行
招商銀行

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港總辦事處暨主要營業地址

香港
灣仔
港灣道25號
海港中心1402室

股份過戶登記總處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記處

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

法定代表

王君偉先生
袁建山先生

企業網站

www.solargiga.com

COMPANY PROFILE

公司簡介

Solargiga Energy Holdings Limited (the “Company”, together with its subsidiaries, the “Group”, Hong Kong stock code: 757, Taiwan stock code: 9157.TT) is a leading supplier of upstream and downstream vertically integrated solar energy services. Its products are not only sold to customers in the upstream and mid-stream industries, but also directly to end users.

During the year, the Group was mainly engaged in four main businesses:

- (a) the manufacturing of, trading of and provision of processing services for monocrystalline silicon solar ingots/wafers;
- (b) the manufacturing and trading of monocrystalline silicon solar cells;
- (c) the manufacturing and trading of photovoltaic modules; and
- (d) the construction and operating of photovoltaic power plants.

Currently, our integrated business model includes monocrystalline silicon solar ingot production with annual capacity of approximately 1.2GW, solar wafer production with annual capacity of approximately 900MW, as well as photovoltaic cells production and modules production with annual capacity of approximately 350MW and 1.2GW, respectively.

Through vertical integration and strategic partnerships, the Group actively expanded the business of end-user market apart from its efforts in stabilizing its upstream and midstream business development, direct contact with end-users, thereby driving demand for products from downstream to upstream, covering the entire industry chain of the photovoltaic sector.

陽光能源控股有限公司(「本公司」，連同其附屬公司統稱「本集團」，香港股份代號：757，台灣股份代號：9157.TT)為上下游垂直整合太陽能服務的領先供應商。其產品不僅向上游及中游工業客戶出售，而且直接向終端客戶出售。

年內，本集團主要從事的四項主要業務分別為：

- (a) 太陽能單晶硅棒／硅片的製造、買賣及提供太陽能單晶硅棒／硅片加工服務；
- (b) 製造及買賣太陽能單晶硅電池；
- (c) 製造及買賣光伏組件；及
- (d) 興建及經營光伏電站。

目前，本集團的整合業務模式包括年產能約1.2吉瓦的太陽能單晶硅棒生產業務、年產能約900兆瓦的太陽能硅片生產業務以及年產能分別約350兆瓦及1.2吉瓦的光伏電池及組件生產業務。

通過垂直整合及戰略夥伴關係的優勢，在穩固上中游業務發展的同時，本集團積極開拓終端業務，直接接觸終端客戶，由下而上拉動產品需求，從而覆蓋整個光伏產業鏈。

FINANCIAL HIGHLIGHTS

財務摘要

Five-Year Financial Summary

五年財務概要

RMB'000	人民幣千元	2012 二零一二年	2013 二零一三年	2014 二零一四年	2015 二零一五年	2016 二零一六年
Revenue	收入	996,836	2,150,328	2,864,699	2,899,550	3,020,976
Gross profit/(loss)	毛利/(毛損)	(291,384)	149,993	363,917	242,538	329,077
Profit/(loss) from operations	經營利潤/(虧損)	(503,720)	(39,704)	171,085	152,548	(74,289)
Profit/(loss) attributable to equity shareholders	權益股東應佔利潤/(虧損)	(1,276,554)	(135,504)	(63,846)	15,653	(239,149)
Basic earnings/(loss) per share (RMB cents)	每股基本盈利/(虧損) (人民幣分)	(55.99)	(4.57)	(1.99)	0.49	(7.45)
Non-current assets	非流動資產	2,464,627	2,636,556	2,482,521	2,158,228	1,990,045
Current assets	流動資產	1,480,031	1,603,618	1,798,519	2,554,539	2,284,503
Current liabilities	流動負債	1,865,083	2,176,101	2,477,881	2,949,853	2,937,233
Non-current liabilities	非流動負債	1,028,345	825,277	627,141	600,051	458,627
Net assets	資產淨值	1,051,230	1,238,796	1,176,018	1,162,863	878,688



Sustainable Development
GROW TO ACHIEVE SUCCESS
持續發展 創建成就

CHAIRMAN'S STATEMENT

主席報告書

Dear honourable shareholders,

On behalf of the board of directors (the "Board") of Solargiga Energy Holdings Limited ("Solargiga" or the "Company", together with its subsidiaries referred to as the "Group"), I hereby present the annual report of the Company for the year ended 31 December 2016.

各位尊敬的股東：

本人謹代表陽光能源控股有限公司(「陽光能源」或「公司」，連同其附屬公司「本集團」)董事會同仁，向各位股東提呈本公司截至二零一六年十二月三十一日止年度之業績報告。

TAN Wenhua,
Executive Director and Chairman
譚文華，執行董事兼主席



Asia is still the main source of demand in the photovoltaic industry, in which the PRC and Japan are the major demand sources. In the future, the Group will not only continue to focus on the PRC and Japan markets but also expand domestic and other overseas markets. We are pleased that the Group has successfully improved its proportion of local to overseas sales from a 31:69 ratio in 2015 to a 48:52 ratio in 2016, and expects to maintain at a sustainable ratio of 50:50.

In 2016, despite the drop in average selling price ("ASP") of photovoltaic products, growth in the Group's external shipment remained strong and more than offset the drop in ASP. The increase in external shipment was mainly made possible with the progressive commissioning of the additional module manufacturing capacity during the year in order to satisfy more of the orders. Looking forward, as the production capacity commissions progressively, the Group expects the advantage of economy of scale to be demonstrated progressively in 2017 onwards. Photovoltaic module capacity becomes compatible with that of upstream capacity. This will strengthen the upstream and downstream supply and demand stability. Further, with the continuing realisation of advantages in better potential improvement in conversion efficiency, stabler decay rate in its photovoltaic systems, continued reduction in unit costs, etc, it is expected that the market share of monocrystalline silicon products will increase significantly in the next couple of years.

亞洲地區續為光伏行業的主要需求來源，其中以中國及日本市場為主導。未來，集團不但會繼續專注於中國及日本市場，而且更會擴展本地及其他海外市場。集團樂見成功將國內國外銷售比例從二零一五年的31：69比例發展至二零一六年的48：52比例，並期望可保持於此可持續發展的50：50比例。

二零一六年，縱使光伏產品銷售單價下跌，集團對外付運量保持強勁，優於銷售單價下跌的幅度，令毛利率有所上升。對外付運量之上升主要通過年內新增組件產能陸續投產後令本集團有能力應付更多的訂單。展望未來，集團預計2017年，隨產能進一步開出後，將進一步顯示經濟規模優勢，組件產能與上游產能達成一致，亦將有利強化上下游的供需穩定。而且，隨著轉換效率的改善潛力較大、光伏系統衰減率較穩定、單位成本持續下降等優勢陸續浮現，單晶產品的市場份額將會顯著增加。

Chairman's Statement 主席報告書

However, during the year, upgrade and transformation work was performed on upstream ingot and wafer manufacturing capacities; this not only led to increase in research and development expenses, the Group, hence, was also not able to enjoy the full benefit of economy of scale. The Group recorded an operating loss of RMB74.289 million as a result. The Group is positive that these upgrade work and research and development will bring long-term positive effect to the Group's future performances.

Under its vertically-integrated strategy, management has put in place measures to exploit the comparative strengths of the Group to further develop the downstream solar market through direct contacts with grid companies, electricity consumers or solar plant installation contractors. Management is of the view that the Group is well-positioned to capture the growth in the market and enhance the Group's downstream businesses and raise its overall profitability. On the other hand, the Group will focus on the development of monocrystalline products. It will make good use of its vertically-integrated capacity with both upstream and downstream portions to raise the gross profit of the Group's module products and drive profit growth of the Group.

The Group will, as always, provide the best product application development and one-stop services to the customers along its fully integrated photovoltaic industry chain, and aim at becoming a global leading supplier of one-stop services in solar power generation.

可是，年內上游晶棒及晶片產能因技術改造，除令研發費用支出金額較大之外，集團亦未能全面開滿產能以享受經濟規模優勢。因此，集團錄得經營虧損人民幣74.289百萬元。集團深信技術改造及研發將為集團未來的長期表現帶來正面影響。

在垂直一體化策略下，管理層實施措施發掘本集團的相對優勢，以透過直接與電網公司、用電戶或太陽能電廠裝機承建商聯絡進一步發展下游太陽能市場，而管理層認為本集團已準備就緒，抓緊市場增長，運營及維護業務於新興市場從而增強集團下游業務，提升集團整體盈利能力。另外，專注單晶產品的開發，利用單晶上下游垂直整合產能，提高集團組件產品的毛利，推動集團盈利增長。

本集團將一如既往為全光伏產業鏈客戶提供最優質的產品應用開發及一站式服務，致力成為全球領先之太陽能發電一站式服務供應商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Market Overview

In 2016, the newly-added global installed photovoltaic capacity was 73GW, with China continuing to take the lead in the global solar market. The global photovoltaic industry has been flourishing with a steady growth in scale, an effective rise in capacity utilization and a significant increase in profitability.

According to the latest photovoltaic power generation statistics published by the National Energy Bureau, the annual newly-added installed photovoltaic capacity was 34.54GW in 2016 (2015: 15.13GW) in China and its cumulative installed capacity reached 77.42GW, both of which ranked first worldwide. In particular, the cumulative installed capacity of photovoltaic power plants and distributed power plants amounted to 67.10GW and 10.32GW, respectively. Distributed power plants developed rapidly in terms of installed capacity, with a newly-added installed photovoltaic capacity of 4.24GW in 2016, representing a growth of 200% as compared with 2015.

Due to technical improvement in the production process and enhancement of production efficiency, the average selling price of photovoltaic products declined gradually during the past years while the gross profit margin of the industry remained stable. The China market is expected to maintain a sound development trend in 2017. According to the China Photovoltaic Industry Association, the global photovoltaic market is expected to maintain its growth momentum. The Guiding Opinions on Energy-related Work for 2017 (《二零一七年能源工作指導意見》) issued by the National Energy Bureau urged to stress on the development of solar energy while continuing to implement the Photovoltaic Power Generation Top Runner Program (領跑者計劃) in order to drive down the costs of photovoltaic power generation.

Since introduction of the “Top Runner Program” (the “Program”), it has been able to promote healthy competition through high standards of technical certification and efficiency requirements. However, due to the Program, more weight is being placed on the feed-in-tariff. As such, auctions intensified and the tender offer of photovoltaic power plants are getting lower and lower, resulting in closure of manufacturers who find it difficult to effectively control the cost to be eliminated in the tendering process. In view of this, the National Energy Bureau launched an upgraded version of the national “Top Runner Program”, also known as the “Super Runner Program”, focusing on large-scale and advanced technology companies. “Super Runner Program” sees efficient product development as its main focus, the main products include double-sided photovoltaic modules, black silicon battery components, intelligent components. The Group’s high-end product, N-type double-sided photovoltaic modules, are expected to gain attention from the market.

市場概覽

二零一六年，全球光伏新增裝機73吉瓦，中國繼續領前主導，引領全球太陽能市場。全球光伏產業蓬勃發展，產業規模穩步增長，企業產能利用率得到有效提高，盈利能力顯著提升。

據國家能源局最新發佈的光伏發電統計資料顯示，二零一六年全年中國光伏發電新增裝機容量34.54吉瓦(二零一五年：15.13吉瓦)，累計裝機容量77.42吉瓦，光伏新增裝機及累計光伏裝機容量均為全球第一。其中，光伏電站累計裝機容量67.10吉瓦，分布式累計裝機容量10.32吉瓦。分布式光伏發電裝機容量發展提速，二零一六年新增光伏裝機容量4.24吉瓦，比二零一五年新增裝機容量增長200%。

隨著生產流程技術改進，生產效率有所提升，光伏產品平均售價在過去數年徐步下降，行業毛利率仍得保持穩定，預計中國市場於二零一七年將保持較好的發展趨勢。根據中國光伏行業協會的預測，全球光伏市場仍將保持增長勢頭。國家能源局發佈《二零一七年能源工作指導意見》，要求大力發展太陽能，繼續實施光伏發電領跑者計劃，推動光伏發電成本下降。

「領跑者」計劃自推出以來，透過高標準的技術認證和效率要求，促進企業良性競爭。但由於「領跑者」對設置電價的權重較高，競價之風愈演愈烈，光伏電站招標的報價亦愈來愈低，導致難以有效控制成本之企業均在競標的過程中被淘汰。有見及此，國家能源局推出升級版「領跑者」計劃，又稱「超級領跑者」，對具規模化且先進技術之企業作為國家政策的重點扶持對象。「超級領跑者」視高效產品研發為重點，主要產品包括有雙玻組件、黑硅電池組件、智能組件等。而本集團的高端產品N型雙玻組件預期將得到市場高度重視。

Market Overview (continued)

Regarding the Japan market, the Governmental program Zero Energy Homes (“ZEH”) is expected to continue being a major catalyst for solar installation growth in the residential market. The ZEH program was launched in the beginning of 2016, in order to minimize energy consumption and improve the energy efficiency of residential homes with a target of 50% of all new homes to be ZEH by 2020.

In respect of USA market, according to GTM research and the preliminary study carried out by the Solar Energy Industries Association (“SEIA”) of USA, the cumulative installed solar photovoltaic capacity has now topped 40GW in USA, up from 25GW in 2015. The photovoltaic installations reached a historic high of 14.6GW, up 95% from 7.5GW in 2015. For the first time, solar energy has also become the top source of new electricity-generating capacity, accounting for 39% of all new power. According to GTM Research and SEIA, the cumulative solar market in USA is estimated to nearly triple in size over the next five years.

For emerging markets, India became the fourth largest solar market in 2016, with an annual installed photovoltaic capacity of 5.8GW. Based on the statistics published by the Ministry of New and Renewable Energy of India (“MNRE”), the cumulative installed solar photovoltaic capacity in India surpassed 9GW by the end of 2016. IHS predicts that the annual installed photovoltaic capacity of India may reach 10GW. India’s goal is to increase its solar capacity to 100GW by 2022. On the other hand, according to the report of GTM Research, the cumulative installations in Mexico, Brazil and Chile are expected to reach 26GW by 2021. The Middle East and Turkey will add 19GW from Algeria, Turkey, Jordan, Egypt and the U.A.E, while Thailand, The Philippines, South Korea, Taiwan and Indonesia will add 23GW in total.

市場概覽(續)

日本市場方面，政府的零耗能住宅計劃(「ZEH」)預期將繼續成為住宅太陽能安裝市場增長的主要催化劑。ZEH計劃於二零一六年初推出，藉以降低住宅的能耗並提升其能源效益，目標是到二零二零年將有50%的新建住宅成為零耗能住宅。

美國市場方面，根據GTM Research及美國太陽能產業協會(「SEIA」)的初步研究顯示，美國累計太陽能光伏裝機現已由二零一五年的25吉瓦增加至超過40吉瓦。光伏裝機量達14.6吉瓦，飆上歷史新高，較在二零一五年的安裝量7.5吉瓦進一步躍升95%，而太陽能也首度成為比例最高的新增發電源，佔39%。GTM Research及SEIA估計，在未來五年內累計美國太陽能市場的規模將增加接近三倍。

新興市場方面，印度於二零一六年為第四大太陽能市場，全年光伏裝機量達5.8吉瓦。印度再生能源署(「MNRE」)公佈的統計結果顯示，印度累計太陽能光伏裝機在二零一六年底時已突破9吉瓦。IHS預計，印度全年光伏裝機量可達10吉瓦。印度目標於二零二二年裝機增加至100吉瓦。另外，GTM Research報告預計，二零二一年，墨西哥、巴西和智利將累計安裝26吉瓦。中東和土耳其將從阿爾及利亞、土耳其、約旦、埃及和阿聯酋增加19吉瓦，泰國、菲律賓、南韓、台灣和印尼合共增加23吉瓦。

Operations Review

The Group is a leading supplier of upstream and downstream vertically integrated solar energy services in the PRC. We sell our photovoltaic products to upstream, midstream and end-user customers in photovoltaic industry. We focus on the vertical integration for monocrystalline products, providing one-stop solutions for the solar energy industry ranging from the manufacturing and sales of silicon ingots and wafers, photovoltaic cells and photovoltaic modules, the installation of photovoltaic system and the development, design, construction, operation and maintenance of photovoltaic generation plants. The scope of its business covers the whole industry chain of photovoltaic industry.

Under the vertical integration strategy, the Group's current production chain includes 1.2GW monocrystalline ingot, 900MW monocrystalline wafer, 350MW cell and 1.2GW module production capacities, and the installation of photovoltaic system and the development, design, construction, operation and maintenance of photovoltaic generation plants. During the year, upgrade and transformation work was performed on upstream ingot and wafer manufacturing capacities; this not only led to increase in research and development expenses, the Group, hence, was also not able to enjoy the full benefit of economy of scale. The Group maintained its well-established relationships with its long-term customers throughout the supply chain, stabilised its comparative advantage in the upstream and midstream business development, at the same time actively expanded its downstream businesses and thoroughly adhered to the strategy of vertical integration of the Group.

營運回顧

本集團是中國領先的上下游垂直一體化整合之太陽能服務供應商，向光伏產業上游、中游及終端客戶銷售公司的各項光伏產品。本集團專注於單晶產品垂直一體化整合，提供從硅棒、硅片、光伏電池、光伏組件之製造及銷售、光伏系統安裝及光伏電站之開發、設計、建設、運營及維護的一站式太陽能行業解決方案，其業務範圍覆蓋光伏產業全產業鏈。

在垂直一體化策略下，本集團現有產業鏈包括年產能1.2吉瓦的太陽能單晶硅棒生產業務、年產能900兆瓦的太陽能單晶硅片生產業務、年產能350兆瓦的光伏電池生產業務、年產能1.2吉瓦的組件生產業務、以及光伏系統安裝及光伏電站之開發、設計、建設與運營維護業務。年內，上游硅棒及硅片產能因技術改造，除令研發費用支出金額較大之外，本集團亦未能全面享受經濟規模優勢。本集團保持與全光伏產業鏈長期客戶良好的合作關係，穩固自身上中游業務的領先優勢，同時積極拓展下游業務，加強下游業務發展，以貫徹集團垂直一體化戰略。



Operations Review (continued)

While maintaining its own leading technological advantage in monocrystalline products, and adhering to the vertical integration strategy, through establishing strategic partnerships, the Group and its partners will be able to leverage on their respective strengths and experiences in laying a solid foundation for broader co-operation in the future. One of the most significant was the establishment of a company with Motech Solar Group, a specialist solar cell manufacturer in the end of 2015. The company mainly engages in the manufacturing of photovoltaic modules. With the progressive commissioning of production capacity in 2016, the advantages of economy of scale will be demonstrated progressively from 2017 onwards. After the transformation of monocrystalline wafer production technology and capacity, the production capacity of monocrystalline wafer will be close to that of monocrystalline ingots in 2017. As such, the increase in photovoltaic module capacity becomes compatible with that of upstream capacity. This will strengthen the upstream and downstream supply and demand stability. And through strategic alliances, such as Motech which is a large solar cell-focused manufacturer, demand for the Group's middle segment of the production chain in which the Group is relatively weaker, solar cell, will be met by more stable supply. Based on the above, coupled with the gradual expansion of monocrystalline product market share, the advantages of vertical integration will be fully reflected. The Group's total annual production volume of photovoltaic modules then reached 1.2GW (31 December 2015: 600MW). Through the domestic and foreign companies engaged in the photovoltaic system business, to capture the overseas market business opportunities, and also through the domestic appetite to the distributed power plants, it will lead to strong demand for the Group's upstream monocrystalline product production and sales.

During the year, certain segment of machinery and equipment was under upgrade and transformation and hence production capacity was less than expected and the benefit of vertical integration was not reflected. As a result, the Group was not able to capitalise on the advantages of economies of scale. Further, to complement the upgrade and transformation, the Group has incurred an increased amount of research and development expenses for the continuous enhancement of manufacturing process and existing and new products. This led to an increase in administrative expenses. As such, an operating loss of RMB74.289 million was recorded, compared to an operating profit of RMB152.548 million in 2015.

Under its vertically-integrated strategy, management has put in place measures to exploit comparative strengths of the Group to further develop the downstream monocrystalline solar market through direct contacts with grid companies, electricity users or solar plant installation contractors and the management is of the view that the Group is well-positioned to capture the growth in the market.

營運回顧(續)

在繼續保持自身在單晶產品中的領先技術優勢及深入貫徹集團垂直一體化戰略的同時，本集團亦透過建立戰略夥伴關係，利用各自的長處及經驗為未來更廣泛的合作奠定穩固基礎。其中一項最重要的舉措包括於二零一五年底與專門太陽能電池製造商茂迪太陽能集團成立公司。該公司主要從事製造光伏組件，於二零一六年內陸續開出產能，二零一七年起將可進一步展現經濟規模優勢，單晶硅片產能及技術改造後，二零一七年的硅片產能將可與硅棒產能相接近。因此，透過組件產能的增加與上游產能達成一致之後，將有利強化上下游的供需穩定。而透過戰略聯盟，如茂迪為首而專注於生產太陽能電池片單一產品的大廠，將本集團生產流程中較為缺乏的電池片產能需求可以得到更穩定供貨保障。基於上述，加上單晶市場份額逐漸擴大，垂直整合的優勢將可充分體現出來。至此，本集團光伏組件年產量合計達1.2吉瓦(二零一五年十二月三十一日：600兆瓦)。本集團通過國內外從事光伏系統業務之公司，捕捉海外市場商機，亦透過國內對分布式電站的重視，帶動集團上游單晶產品的生產及銷售。

年內，本集團對若干機器設備作技術提升之改造，故此產能未達預期，以致無法發揮垂直整合優勢，經濟規模優勢也無法體現。此外，本集團為響應相關機器產能作技術提升，亦投放了較多有關於持續改善生產流程及現有和新產品的研發費用，造成行政開支的費用增加。故此，比較二零一五年度的經營利潤人民幣152.548百萬元，年內錄得經營虧損人民幣74.289百萬元。

在垂直一體化策略下，管理層實施措施發掘本集團的相對優勢，以透過直接與併網公司、用電戶或太陽能電廠裝機承建商聯絡進一步發展下游單晶光伏市場，而管理層認為本集團已準備就緒，抓緊市場增長。

Operations Review (continued)

Silicon Ingot and Wafer Business

The Group's all-rounded photovoltaic industry chain with its vertically integrated business model covering both upstream and downstream businesses allows external sales, which mainly included sales to huge state-owned enterprises in China, such as State Power Investment Corporation (中國國家電力投資集團公司) ("SPIC"), CGN New Energy Holdings Co., Ltd. (中國廣核新能源控股有限公司) ("CGN"), China Huadian Corporation (中國華電集團公司) ("Huadian"), Beijing Enterprises Holdings Limited (北京控股有限公司) ("BEH"), of its upstream products such as silicon ingots, wafers and cells which are produced and processed in-house, apart from being used in its downstream business. To address the demand of customers and its downstream businesses, the Group maintained stable capacity for silicon ingots production during the year.

During the year, demand for monocrystalline N-type products has increased which led to growing market share of monocrystalline N-type products. This was mainly driven by the higher conversion efficiency, thereby leading to the sales growth of monocrystalline N-type products. With the continued realisation of advantages in better improvement in conversion efficiency, stabler decay rate in its photovoltaic systems, continued reduction in unit costs, etc of monocrystalline products, it is expected that the advantage of monocrystalline products will become more obvious in the field of photovoltaic power generation, and the market share of monocrystalline silicon products will increase significantly. Further, as mentioned above, through long term strategic partnerships, especially Motech being a well-known solar cell-focused manufacturer. This allows the Group to enjoy priority distribution channels for the sales of its monocrystalline wafers, and ensure long-term stable utilisation of the Group's capacity and shipment volume.

The Group have secured a leading position in the monocrystalline silicon solar ingot manufacture industry in terms of technology, product quality and quantity. Major products are silicon ingots of 8 inches to 8.7 inches in diameter. The photovoltaic conversion efficiency of its monocrystalline silicon products are amongst industry leading ratios. Apart from the traditional P-type high-end products, the Group also provides N-type high performance products with a photovoltaic conversion efficiency of 22%-23% for the Japanese market where the requirements on quality standard is stringent. During the year, the external shipment volume of silicon ingots was 234.8MW, representing an increase of 309% compared to 57.4MW in 2015. The increase mainly due to the increase in the volume of subcontracting of ingots.

During the year, certain segment of machinery and equipment was under upgrade and transformation and hence production capacity was less than expected. As a result, the Group was not able to capitalise on the advantages of economies of scale. Further, to complement the upgrade and transformation, the Group has incurred an increased amount of research and development expenses for the continuous enhancement of manufacturing process and existing and new products. Although the production capacity was affected and was not fully utilised as mentioned above, the Group expects the production capacities and production volume to resume normal in 2017.

營運回顧(續)

硅棒及硅片業務

本集團業務貫徹全光伏產業鏈，為上下游垂直一體化業務模式，故本集團自產及加工的硅棒、硅片及電池等上游產品除供集團下游業務自用外，亦有對外銷售，對外銷售的主要客戶為國內大型央企，如中國國家電力投資集團公司(「中電投」)、中國廣核新能源控股有限公司(「中廣核」)、中國華電集團公司(「華電」)、北京控股有限公司(「北控」)等。為滿足客戶及本集團下游業務的需求，本集團於年內維持穩定的硅棒產能。

年內，單晶N型產品需求量增加，令其市場份額亦成長，主要因為單晶N型產品擁有較高轉換效率，帶動單晶N型產品銷售上升。隨著單晶產品轉換效率的改善較大、光伏系統衰減率較穩定、單位成本持續下降等優勢持續浮現，預期單晶產品將比多晶於未來光伏發電的應用上更見優勢，單晶硅產品的市場份額將會顯著增加。另外，正如上述，集團透過長期戰略聯盟，例如茂迪為首而專注於生產太陽能電池片單一產品的生產大廠，集團的單晶硅片亦得到優先的出貨口，以利長期穩定的產能利用及出貨量。

本集團擁有行業領先的太陽能單晶硅棒製造技術，其產品品質優良、產量穩定，主導產品為直徑8英寸至8.7英寸硅棒。本集團生產的單晶硅產品光電轉換率位於同業領先位置，除傳統的P型高端產品外，本集團還供應光電轉換效率高達22%-23%的N型高性能產品，供應對產品品質要求嚴格的日本市場。年內，硅棒對外付運量為234.8兆瓦，較二零一五年的57.4兆瓦增加309%，主要原因是硅棒的代工量增加所致。

年內，本集團對相關機器產能作技術提升之改造，集團產能未達預期，造成產量規模受到影響而無法達成經濟規模優勢。此外，集團為響應相關機器產能作技術提升，亦投放了較多有關持續改善生產流程及現有和新產品的研發費用。雖然正如上述年內的改造工程造成產量規模無法充分利用而受到影響，但集團預計二零一七年產能以及產量將會恢復正常水平。

Operations Review (continued)

Cell Business

The Group's production lines of solar cells are located at the manufacturing base of the Group in Jinzhou, Liaoning. During the year, the annual production capacity of solar cells was 350MW. Such solar cells are on the one hand sold internally to provide high-quality raw materials supply for the downstream module business of the Group, and also sold to the customers in China and Japan. The Group's solar cell manufacturing capacity is highly flexible, products range was hence extensive, which include monocrystalline, multicrystalline, P-type high end, N-type double sided solar cells, etc. Focusing on the implementation of the vertical integration strategy, most of the solar cells have been reserved for internal utilisation.

Module Business

In 2016, the demand for solar modules has grown rapidly and it led to an increase in solar module sales. With the continued recovery in the global solar market, expected market demand will continue to rally, the Group expects that earnings will remain stable. During the year, external shipment of the Group reached 769MW, compared to 616MW for the year ended 31 December 2015, representing an increase of 25%. The increase in external shipment was mainly made possible with the progressive commissioning of the additional module manufacturing capacity during the year in order to satisfy more of the orders. As mentioned above, as the production capacity commissions progressively, the Group expects the advantage of economy of scale to be demonstrated progressively in 2017 onwards. Photovoltaic module capacity becomes compatible with that of upstream capacity. This will strengthen the upstream and downstream supply and demand stability.

Further, apart from continuing strong co-operations with its key customers, including Chinese state-owned enterprise and Japanese conglomerate, the Group has developed new customer relationships during the year. As mentioned above, through the expansion of module production capacity in 2016, it not only enabled the Group to cope with more orders from the Chinese state-owned enterprises, hence improving the geographical shipment proportion. The proportion has improved from 69% overseas versus 31% local sales in 2015 to 52% overseas versus 48% local sales. Through continued business development with various huge state-owned enterprises in China, such as SPIC, CGN, Huadian and BEH, the clientele has been widened ensuring stable flow of revenue, and also mitigated the risk of concentrated external shipment to one major customer. This is approaching a more sustainable balance set out by the management.

營運回顧(續)

電池業務

本集團的太陽能電池生產線設於遼寧錦州生產基地，年內，太陽能電池的年產能為350兆瓦，除對內銷售為本集團下游的組件業務提供最優質的原料外，也銷售給中國及日本的客戶。本集團太陽能電池片產能具備高度彈性，產品種類多元化，包括單晶、多晶、P型高端、N型雙面電池等，而本集團專注實踐垂直一體化戰略，其中大部分太陽能電池均留為內部使用。

組件業務

二零一六年，光伏組件需求大幅成長，光伏組件銷售上升。隨著全球太陽能市場持續復甦，預料市場需求將會持續升勢，本集團預期收益將會維持穩定。年內，本集團對外付運量為769兆瓦，而截至二零一五年十二月三十一日止年度則為616兆瓦，升幅為25%。對外付運量之上升主要通過年內新增組件產能陸續投產後令本集團有能力應付更多的訂單。而如上所述，集團預計二零一七年起，隨產能進一步開出後，將進一步展現經濟規模優勢，組件產能與上游產能達成一致，亦將有利強化上下游的供需穩定。

此外，年內，除繼續與中國國企和日本複合型企業等主要客戶緊密合作外，本集團亦發展了新的客戶關係。正如上述所言，通過二零一六年新增組件產能投產，令本集團有能力應付更多的中國國企客戶的訂單，令地區性出貨量比重改善，比重由二零一五年的69%國外對31%國內銷售改善至二零一六年的52%國外對48%國內銷售。藉由國內多家大型央企客戶如國電投、中廣核、華電、北控等的持續開發，令客戶群分散，營收更加穩定，也降低了單一主要客戶出貨較多的風險。這正朝著管理層所定的可持續發展的平衡邁進。

Operations Review (continued)

Construction and Operating of Photovoltaic Systems Business

To consolidate its advantages of the business model of vertical integration, the Group actively expanded the business of end-user market apart from its efforts in stabilizing its upstream and midstream business development, thereby driving demand for products from downstream to upstream. Various projects of different sizes located in PRC are under development.

Financial Review

Revenue

2016 marked another record-breaking year with external shipment of 1,543.4MW and revenue of RMB3,020.976 million, represented an increase of 392.3MW and RMB121.426 million respectively compared with the year ended 31 December 2015. The increase represents 34.1% and 4.2% respectively. As the average selling price of photovoltaic products has been declining gradually, the increasing percentage in revenue could not reach the increasing percentage of the external shipment volume. The Group expected demand for its products to remain strong as the global and especially the Chinese solar energy market continue to flourish.

Cost of sales

For the year ended 31 December 2016, cost of sales increased by 1.3% to RMB2,691.899 million from RMB2,657.012 million for the year ended 31 December 2015. Cost of sales represented 89.1% of total revenue. The increase in cost of sales mainly due to the increase in the external sales volume.

Gross profit and gross profit margin

For the year ended 31 December 2016, the Group recorded a gross profit of RMB329.077 million and a gross profit margin of 10.9%, as compared to a gross profit of RMB242.538 million and a gross profit margin 8.4% for the year ended 31 December 2015.

Since the second half of 2015, driven by the construction of power plants in the PRC market and abroad, demand for photovoltaic modules continues to shoot up. Through continuous technological innovation in the production process and improvement of the cost of production, gross profit margin still managed to grow steadily in spite of the continuous drop in unit selling price. However, the technical upgrading work performed on certain machinery and equipment affected part of the production capacity. As a result, the benefits of economy of scale and the advantages of vertical integration of the upstream and downstream industry chains were not reflected. Therefore, a lower-than-expected gross profit margin and thus losses were recorded.

營運回顧(續)

興建及經營光伏系統業務

為強化垂直一體化業務模式的優勢，在穩固上中游業務發展的同時，本集團積極開拓終端業務，由下而上拉動產品需求。多個位於中國的不同大小項目正在發展。

財務回顧

收益

二零一六年標記另一個破紀錄的一年，外部付運量達到1,543.4兆瓦，收益達人民幣3,020.976百萬元，與截至二零一五年十二月三十一日止年度比較，外部付運量及收益分別增加392.3兆瓦及人民幣121.426百萬元，升幅分別為34.1%及4.2%。由於光伏產品的整體平均市場售價徐步下降，故增加之收益未能達外部付運量之幅度。本集團預期全球太陽能市場，特別是中國，繼續蓬勃發展，需求將保持強勢。

銷售成本

截至二零一六年十二月三十一日止年度，銷售成本由截至二零一五年十二月三十一日止年度的人民幣2,657.012百萬元增加至人民幣2,691.899百萬元，升幅為1.3%。銷售成本佔總營業額的89.1%。銷售成本增加主要是由於對外銷售量上升所致。

毛利及毛利率

截至二零一六年十二月三十一日止年度，本集團錄得人民幣329.077百萬元的毛利，毛利率為10.9%，對比截至二零一五年十二月三十一日止年度的毛利為人民幣242.538百萬元，毛利率為8.4%。

二零一五年下半年以來，由於中國市場和國外電廠建設的帶動，光伏組件的需求繼續爆發。通過生產技術的持續創新與生產成本的不斷精進，即使面對產品銷售單價持續下滑，毛利率仍可穩健成長。然而，因部份機器設備投入技術改造，不僅造成產能無法全部開出而無法達到經濟規模效益，且上下游產業鏈垂直整合的效果亦未能體現故毛利率的升幅未達預期而造成虧損。

Financial Review (continued)

Selling and distribution expenses

Selling and distribution expenses mainly comprised freight charges and marketing and promotional expenses. Selling and distribution expenses increased by approximately 7.1% to RMB30.471 million for the year ended 31 December 2016 from RMB28.450 million for the year ended 31 December 2015, representing 1% of the total turnover of the Group (2015: 1%). The increase in selling and distribution expenses was mainly due to the increase in the sales volume.

Administrative expenses

Administrative expenses mainly comprised staff costs and research and development expenses. The administrative expenses for the year of 2016 amounted to RMB326.304 million, increasing by 60.9% as compared to RMB202.781 million in 2015. The increase in administrative expenses was mainly due to the increase in research and development expenses for the continuous enhancement of manufacturing process and existing and new products.

Finance costs

Finance costs represented mainly bank loans interests. The finance costs of the Group decreased from RMB119.984 million for the year ended 31 December 2015 to RMB117.102 million for the year ended 31 December 2016. The decrease in finance cost was mainly due to better financial control on the use of funds and the repayment of certain loans during the year. Since the Group has been increasing the number of its financing banks, it will have better bargaining power for financing and hence, it is expected from 2017 onwards, the finance costs would be reduced as a result.

Income tax

Income tax expense was RMB17.442 million for the year ended 31 December 2016, while an income tax expense amounted to RMB3.03 million was recorded for the year ended 31 December 2015. Income tax expense recorded for 2016 was attributable to the taxable profits generated by the solar cell and photovoltaic module businesses in China.

(Loss)/profit attributable to the equity shareholders

For the year ended 31 December 2016, the Group recorded a loss attributable to the equity shareholders of RMB239.149 million as compared to the profit attributable to the equity shareholders of RMB15.653 million for the year ended 31 December 2015.

財務回顧(續)

銷售及分銷開支

銷售及分銷開支主要包括包裝運費及市場推廣及促銷開支。銷售及分銷開支由截至二零一五年十二月三十一日止年度的人民幣28.450百萬元，增加至截至二零一六年十二月三十一日止年度的人民幣30.471百萬元，增加約7.1%，佔本集團總營業額的1%（二零一五年：1%）。銷售及分銷開支增加主要由於銷售量有所增加。

行政開支

行政開支主要包括員工成本及研發開支。二零一六年的行政開支為人民幣326.304百萬元，較二零一五年人民幣202.781百萬元上升60.9%。行政開支上升主要是由於持續改進製造程序及現有和新產品，導致研發開支增加。

融資成本

融資成本主要為銀行貸款的利息。本集團的融資成本由截至二零一五年十二月三十一日止年度的人民幣119.984百萬元減少至截至二零一六年十二月三十一日止年度的人民幣117.102百萬元。融資成本減少主要由於年內對資金用途有較佳財務控制以及償還部份貸款所致。由於目前融資銀行數目已在持續增加，致融資議價能力方面有所提高，預期二零一七年起融資成本將進一步下降。

所得稅

截至二零一六年十二月三十一日止年度的所得稅開支為人民幣17.442百萬元，而截至二零一五年十二月三十一日止年度所得稅開支為人民幣3.03百萬元。二零一六年錄得的所得稅開支乃歸因於中國太陽能電池及光伏組件業務所產生的應納稅所得。

權益股東應佔(虧損)/利潤

截至二零一六年十二月三十一日止年度本集團錄得權益股東應佔虧損人民幣239.149百萬元，截至二零一五年十二月三十一日止年度則錄得權益股東應佔利潤人民幣15.653百萬元。

Financial Review (continued)**Inventory turnover days**

The inventories of the Group comprised mainly raw materials, namely polysilicon and other auxiliary raw materials, and finished goods. During the year ended 31 December 2016, the inventory turnover days of the Group were 86 days (2015: 89 days). The Group is putting in enormous effort toward maintaining a level of lower inventory turnover days. During the year, a long-term purchase contract with a polysilicon supplier has expired. Not only will the pressure to purchase from this supplier be lowered dramatically, the purchase bargaining power with suppliers will also improve. And so, polysilicon inventory would decrease, inventory turnover days will come down and working capital will increase.

Trade receivable turnover days

For the year ended 31 December 2016, the trade receivable turnover days of the Group was 63 days (2015: 53 days). Generally, the Group allows a longer credit period for photovoltaic module sales than other products. The increase in trade receivable turnover days was due to an increase in proportion of photovoltaic module sales in the turnover and the higher sales amount of photovoltaic modules near the end of the year.

Trade payable turnover days

As a result of stable business development in an upward market, the property of module to overall sales has increased, which led to an increase in solar cell purchases. The solar cell purchases usually has a shorter payment terms. Accordingly, trade payable turnover days during the year decreased to 102 days (2015: 108 days).

Liquidity and financial resources

The principal sources of working capital of the Group during the year were cash flows from bank borrowings. As at 31 December 2016, the current ratio (current assets divided by current liabilities) of the Group was 0.78 (31 December 2015: 0.87). The Group had net borrowings of RMB1,538.358 million as at 31 December 2016 (31 December 2015: RMB1,626.869 million), including cash at banks and on hand of RMB293.628 million (31 December 2015: RMB193.953 million), pledged bank deposits of RMB384.661 million (31 December 2015: RMB459.171 million), bank loans due within one year of RMB2,036.867 million (31 December 2015: RMB1,931.849 million) and non-current bank and other loans of RMB179.780 million (31 December 2015: RMB348.144 million). After the balance sheet date, the Group agreed to dispose of a wholly-owned subsidiary, Golmud Solargiga Energy Electric Power Co., Ltd. (subject to shareholders' approval). It would improve the Group's financial structure and the related debt ratios. Meanwhile, the Group has been increasing the number of its financing banks and the banking facilities. It is expected that in 2017, the finance costs would be reduced as a result.

財務回顧(續)**存貨周轉日**

本集團的存貨主要包括原材料(即多晶硅及其他輔料)及製成品。於截至二零一六年十二月三十一日止年度,本集團存貨周轉日為86日(二零一五年:89日)。本集團致力維持低水平的存貨周轉日。年內,一家多晶硅原材料供應商的長期採購合同期滿,除了自該供應商購貨的壓力會大幅降低之外,採購議價能力亦繼而提高。故此,多晶硅庫存可望減少,並降低存貨周轉日數,以充實營運資金。

應收貿易賬款周轉日

於截至二零一六年十二月三十一日止年度,本集團應收貿易賬款周轉日為63日(二零一五年:53日)。本集團授予光伏組件銷售的信貸期一般較其他產品為長,故隨著組件出貨佔營業額比重增加及接近年末時,光伏組件銷售金額較大,造成應收貿易賬款周轉日增加。

應付貿易賬款周轉日

由於市場好轉,業務發展穩定,組件銷售佔整體銷售比重上升,令電池採購量上升,而電池採購賬期通常較短,因此年內的應付貿易賬款周轉日減少至102日(二零一五年:108日)。

流動資金及財務資源

本集團於年內主要營運資金來源為銀行借貸所得現金流量。於二零一六年十二月三十一日,本集團的流動比率(流動資產除流動負債)為0.78(二零一五年十二月三十一日:0.87)。本集團於二零一六年十二月三十一日有借貸淨額人民幣1,538.358百萬元(二零一五年十二月三十一日:人民幣1,626.869百萬元),其中包括銀行及手頭現金人民幣293.628百萬元(二零一五年十二月三十一日:人民幣193.953百萬元)、已抵押銀行存款人民幣384.661百萬元(二零一五年十二月三十一日:人民幣459.171百萬元)、一年內到期銀行貸款人民幣2,036.867百萬元(二零一五年十二月三十一日:人民幣1,931.849百萬元)及非流動銀行及其他貸款人民幣179.780百萬元(二零一五年十二月三十一日:人民幣348.144百萬元)。本集團於期後同意處分其全資附屬公司格爾木陽光能源電力有限公司(需待股東通過),預期將能改善財務結構及有關之借貸比率。另外,由於目前已在持續增加融資銀行數目及額度,預期二零一七年融資成本將進一步下降。

Financial Review (continued)

Contingent liabilities

Financial guarantees issued

At 31 December 2016, the Group has undertaken to guarantee a bank loan to an associate, Jinzhou Aoke New Energy Co., Ltd.* (錦州奧克陽光新能源有限公司) (“Jinzhou Aoke”), to the extent of RMB31,450,000 (31 December 2015: RMB37,000,000). As most of the loan balances are secured by the fixed assets of the associate, the directors consider fair value of the above financial guarantee is insignificant.

The directors do not consider it probable that a claim will be made against the Group under the above guarantee. The maximum liability of the Group at the end of the reporting period under the above guarantee issued is the outstanding amount of the loan advanced by the bank to the associate of RMB31.450 million.

The Group agreed to acquire the 63% equity interest in Jinzhou Aoke after the year end date and Jinzhou Aoke which would become a wholly-owned subsidiary of the Company upon completion. It would in turn to create effective conditions for future improved profitability. Thus, the contingent liabilities of the above guarantee issue would not exist.

Foreign currency risk

The Group is exposed to foreign currency risk primarily through sales and purchases and cash, bank deposits and bank loans that are denominated in a currency other than the functional currency, Renminbi, of the operations to which they relate. The currencies giving rise to this risk are primarily the US Dollar, Euro, Hong Kong Dollar and Japanese yen. The Directors do not expect any significant impact from the change in exchange rates since the Group uses foreign currencies received from customers to settle the amounts due to suppliers which naturally mitigates the exchange rate risk. In addition, the Group will consider the difference in interest rates and fluctuations in the exchange rates of foreign currency-denominated and local currency-denominated loan balance, and the need to mitigate the risk through low-risk forward contracts, in order to strike a balance between the exposure to the variations in interest costs and fluctuations in foreign exchange rates.

Human resources

As at 31 December 2016, the Group had 3,664 (31 December 2015: 3,748) employees.

* For identification only

財務回顧(續)

或然負債

已發出財務擔保

於二零一六年十二月三十一日，本集團已承擔一項授予一家聯營公司錦州奧克陽光新能源有限公司(「錦州奧克」)之銀行貸款之擔保，以人民幣31,450,000元為限(二零一五年十二月三十一日：人民幣37,000,000元為限)。由於大部分貸款餘額由聯營公司固定資產作為抵押，董事認為上述財務擔保的公允價值是不重大的。

董事認為根據上述擔保，本集團不大可被索賠。本集團於報告期間結算日就已發出擔保之負債最多為銀行墊付予聯營公司貸款之未償還金額人民幣31.450百萬元。

本集團於期後同意收購錦州奧克的63%股權，並將成為本公司的全資附屬公司，藉以創造未來獲利的有效條件。故該上述擔保之或然負債將不再存在。

外幣風險

本集團所承受的外匯風險主要來自以相關業務的功能貨幣人民幣以外貨幣進行的買賣交易以及現金、銀行存款及銀行貸款，當中主要來自美元、歐元、港元及日圓。由於本集團以從客戶收取的外幣清償應付予供應商款額形成匯率自然避險，故董事預期匯率變動不會構成任何重大影響。此外，本集團會考慮外幣與本幣借款利息成本差異性及匯率變化，並進一步考量搭配風險較低的遠期合約交易來避險，藉以於利息成本高低和外幣匯率變化風險中取得平衡。

人力資源

於二零一六年十二月三十一日，本集團的僱員數目為3,664名(二零一五年十二月三十一日：3,748名)。

Future Prospects and Strategies

Focusing on the development of monocrystalline products, the Group commands industry-leading technology for the production of monocrystalline products. It also runs on a unique business model covering the whole industry chain of the photovoltaic industry, fully leveraging the synergy among business segments of the Group and providing the Group with obvious competitive advantage on the market.

2016 is the first year of the Thirteenth Five-Year Plan of China. After the successful implementation of the Twelfth Five-Year Plan of China and the "Notice relating to the Issuance of the Implementation Plan of Photovoltaic Power Generation Infrastructure in 2015" (《關於下達2015年光伏發電建設實施方案的通知》) published by the National Energy Administration in March 2015, which stated that the installed solar capacity is targeted to reach over 110GW by the end of 2020 including an installed photovoltaic capacity of over 105GW, market confidence was greatly boosted, creating favorable conditions for photovoltaic growth and development in China.

In March 2016, the National Development and Reform Commission ("國家發展和改革委員會") issued "Opinions on the Implementation of Poverty Alleviation through Photovoltaic Power Generation" (《關於實施光伏發電扶貧工作的意見》) with the aim to alleviate poverty through photovoltaic power generation. It is expected that two million poor households from 35,000 poor villages in 471 counties from 16 provinces will be earmarked to develop village-wide installation of photovoltaic power and enhance agricultural productivity to ensure an increment in annual household income by RMB3,000 before year 2020. On the other hand, the combination of agriculture and photovoltaic power generation ("農光互補") utilises the character of zero pollution during power generation combining with the available space on top of the planting greenhouses and breeding shelters to install photovoltaic power generation systems, creating favourable growing and breeding environment for agriculture and livestock breeding, as long as generating electricity to power the operations of the farms. This in turn creates better economic and social benefits.

Under the improving environment in the global photovoltaic industry and the frequent launches of favourable policies and plans by the PRC government, it has highlighted the advantage of high conversion ratios, stable decay rate in its photovoltaic systems, continued reduction in unit cost, etc of monocrystalline products. In addition, with the increased attention by national policy on distributed solar power plants, market of monocrystalline products are expected to grow continually. Hence, monocrystalline products are becoming the popular choice in solar projects and the market share of monocrystalline products is improving. The proportion of solar plants installing monocrystalline PV systems and the monocrystalline products used by distributed power plants have increased as a result.

未來展望及策略

本集團專注單晶產品開發，擁有行業領先的單晶產品生產技術，同時業務模式獨特，覆蓋全光伏產業鏈，可以充分發揮本集團業務間之協同效應，具備明顯的市場競爭優勢。

二零一六年為十三五規劃的第一年，繼二零一五年十二五規劃成功推行及國家能源局於二零一五年三月發佈《關於下達2015年光伏發電建設實施方案的通知》，到二零二零年底，太陽能發電裝機達到110吉瓦以上，其中，光伏發電裝機達到105吉瓦以上，大大增強光伏產業信心，為中國光伏增長及發展創造良好條件。

二零一六年三月國家發展和改革委員會發佈《關於實施光伏發電扶貧工作的意見》，目的是光伏扶貧，並在二零二零年之前在16個省的471個縣的約3.5萬個建檔立卡貧困村，以整村推進的方式，保障200萬建檔立卡無勞動能力貧困戶每年每戶增加收入人民幣3,000元以上。另外，農光互補亦利用光伏發電無污染的特點，與農業種植大棚和養殖大棚結合，在大棚上鋪設光伏發電裝置，既具有發電能力，又能夠為農作物及畜牧養殖提供適宜的生長環境，以此創造更好的經濟效益和社會效益。

受惠於全球光伏產業環境趨好及中國利好政策及計劃頻出，以及單晶其高轉換率光伏系統衰減率較穩定、單位成本持續下降等優點備受關注，加上國家重視分布式電站發展等政策，單晶產品市場將持續向上發展。因此，單晶產品正在成為太陽能項目的熱門選擇，單晶產品的市場佔有率則正在改善持續增加。安裝單晶光伏系統的太陽能發電站及分布式電站的市場採用單晶產品的比例亦因此而增加。

Future Prospects and Strategies (continued)

During 2016, the Group performed upgrades and transformation work on certain segment of machinery and equipment, including ingots, wafers, cells and modules segments, with special focus on the manufacturing capacity of ingots and wafers, and engaged in continuous enhancement of manufacturing process and existing and new products. Although the production capacity was affected and the Group was not able to capitalise on the advantages of economies of scale, the Group expects the production capacities and production volume to resume normal in 2017. Further, during the year, the Group has also expanded its photovoltaic module manufacturing capacity to 1.2GW. This matches our upstream ingot manufacturing capacity and will allow the Group to capitalise its advantage in vertical integration.

On the other hand, the Group agreed to dispose of a wholly-owned subsidiary, Golmud Solargiga Energy Electric Power Co., Ltd. after the year end date (subject to shareholders' approval), which engaged in the operation and maintenance of a photovoltaic solar plant located in Qinghai Province, China. After the disposal, the Group's financial structure will be improved as a result of the offsetting of respective fixed assets and bank loans. The Group will look for investment opportunities with higher IRRs than this project under Golmud Solargiga to improve investment returns. Through building these new projects, it will create huge demands for our photovoltaic modules, and in time expand the distribution channels for the Group's downstream photovoltaic modules.

In order to enhance economies of scale and operational efficiency while minimising the overall operational and management costs, the Company has implemented an integration and centralisation strategy to consolidate various production bases across Jinzhou, Liaoning. The Group has fully grasped the market trend. While maintaining its own leading technological advantage in monocrystalline products, and adhering to the vertical integration strategy, through strengthened long-term strategic partnerships especially Motech being a well-known solar cell-focused manufacturer, the Group and its partners will be able to leverage on their respective strengths and experiences in laying a solid foundation for broader cooperation in the future. Through this kind of strategic alliances with the large solar cell-focused manufacturer, this will on one hand allow the Group to enjoy huge growth in its monocrystalline wafer sales, and on the other hand secure the sales channel of wafers and hence ensure stable supply of solar cells for our production of photovoltaic modules.

未來展望及策略(續)

於二零一六年內，本集團對相關機器產能進行技術提升之改造，包括硅棒、硅片、電池及組件之機器產能，尤其著重於硅棒及硅片產能方面，並且持續改善現有生產流程及對現有和新產品之研發。雖然年內的改造工程造成產量規模受到影響而無法達成經濟規模優勢，但集團預計二零一七年產能以及產量將會恢復正常水平。另外，本集團於年內擴充光伏組件產能至1.2吉瓦，達成與上游晶棒產能匹配，加強發揮垂直整合優勢。

另一方面，本集團於期後同意處分了其全資附屬公司格爾木陽光能源電力有限公司(需待股東通過)，其主要業務為營運及維護一位於中國青海省的太陽能光伏電站。處分後除可將長期持有之該公司固定資產及其對應之銀行貸款一併消除，以改善集團財務結構之外，本集團將尋求其他新建電站之投資機會，除可較原來投資格爾木陽光獲取更高的投資回報率之外，亦可藉由滿足該新投資電站建設所需的組件採購需求，以增加本集團下游組件產品之出口。

為降低整體營運成本及管理成本的同時提高規模經濟及營運效率，本公司已實施一體化及集中化策略，將遼寧省錦州的多個生產基地整合起來。本集團把握行業發展趨勢。在繼續保持自身在單晶產品中的領先技術優勢及深入貫徹集團垂直一體化戰略的同時，本集團亦透過強化長期戰略夥伴關係，如茂迪為首而專注於生產太陽能電池片單一產品大廠，利用各自的長處及經驗為未來更廣泛的合作奠定穩固基礎，透過此種與專業太陽能電池片大廠的策略聯盟，將為集團在上述產能成功改造後帶來巨大單晶硅片出貨量成長，確保了硅片銷售渠道亦可使得集團下游組件所需的電池供給無虞。

Future Prospects and Strategies (continued)

In addition to the existing long-term local key customers State Power Investment Corporation (中國國家電力投資集團公司) (“SPIC”), through rigorous efforts in developing new customers in the PRC, the Group has strengthened its ties with large-scale state-owned enterprises, others of the big-five major power companies and other large listed companies. These include CGN New Energy Holdings Co., Ltd. (中國廣核新能源控股有限公司) and China Huadian Corporation (中國華電集團公司), etc. Without compromising its overseas shipment volume and sales, the Group has successfully improved its proportion of local to overseas sales from a 31:69 ratio in 2015 to a 48:52 ratio in 2016, and expects to maintain at a sustainable ratio of 50:50.

In future, the Group will adhere to its development strategy of vertical integration. By fully leveraging its technological advantage in monocrystalline products and focusing on the development of monocrystalline products, it will make good use of its vertically-integrated capacity with both upstream and downstream portions to raise the gross profit of the Group’s module products and drive profit growth of the Group. While maintaining its leading position in upstream and downstream businesses and creating more demands for our photovoltaic modules, the Group will actively expand its downstream business of constructing, operating and maintaining photovoltaic power plants, and foster market development in overseas markets on the basis of its existing market share, with a view to enhancing the Group’s downstream businesses and raising its overall profitability.

By continually uplifting product quality and refining the structure of its full-industry chain businesses, the Group will, as always, provide the best product application development and one-stop services to the customers along its fully integrated photovoltaic industry chain, and aim at becoming a globally leading supplier of one-stop services in solar power generation.

Post Balance Sheet Events

On 31 March 2017, Jinzhou Yangguang Energy Co., Ltd. (“Jinzhou Yangguang”), a wholly-owned subsidiary of the Company, and Liaoning Oxiranchem, Inc. (“Liaoning Oxiranchem”), collectively known as the “Parties”, entered into an agreement (the “Agreement”), pursuant to which Liaoning Oxiranchem has conditionally agreed to sell and Jinzhou Yangguang has conditionally agreed to purchase 63% equity interest in Jinzhou Aoke New Energy Co., Ltd. (“Jinzhou Aoke”) for a consideration of RMB53,000,000. Based on the valuation prepared by an independent valuer appointed by the Parties, the appraised value as at 31 December 2016 of Jinzhou Aoke is approximately RMB104,696,000. Upon Completion, Jinzhou Yangguang will own 100% interest in Jinzhou Aoke which will become a wholly-owned subsidiary of the Company.

未來展望及策略(續)

另外，本集團積極招攬新國內客戶，除了過往合作關係緊密的中國國家電力投資集團公司(「國電投」)外，亦成功開拓與大型央企、其他五大電力公司與其他大型上市公司等的合作關係，其中包括中國廣核新能源控股有限公司及中國華電集團公司等。在不影響國外付運及銷售的大前提下，成功將國內國外銷售比例從二零一五年的31：69比例發展至二零一六年的48：52比例，並期望可保持於此可持續發展的50：50比例。

未來，本集團將堅持垂直一體化發展戰略，充分發揮自身在單晶產品上的技術優勢，專注單晶產品的開發，利用單晶上下游垂直整合產能，提高本集團終端組件產品的毛利，推動本集團盈利增長。在保持上中游業務領先優勢的同時，亦為組件提供更多的出海口，本集團將積極拓展下游光伏電站建設、運營及維護業務，在維持已有市場份額上，推進國外市場的開發，提升本集團整體盈利能力。

通過不斷優化產品質量，及完善全產業鏈業務結構，本集團將一如既往為全光伏產業鏈客戶提供最優質的產品應用開發及一站式服務，致力成為全球領先之太陽能發電一站式服務供應商。

結算日後事項

於二零一七年三月三十一日，錦州陽光能源有限公司(「錦州陽光」)，為本公司之全資附屬公司，與遼寧奧克化學股份有限公司(「遼寧奧克」)，合稱「雙方」，訂立協議(「該協議」)，遼寧奧克有條件同意出售及錦州陽光有條件同意收購錦州奧克陽光新能源有限公司(「錦州奧克」)63%的股權，代價為人民幣53,000,000元。經雙方委聘的獨立評估師以二零一六年十二月三十一日為評估基準日對錦州奧克進行資產評估，錦州奧克整體資產評估價值約為人民幣104,696,000元。完成後，錦州陽光將擁有錦州奧克100%權益而錦州奧克將成為本公司的全資附屬公司。

Management Discussion and Analysis 管理層討論及分析

Post Balance Sheet Events (continued)

Further, pursuant to the Agreement, Jinzhou Yangguang has conditionally agreed to sell and Liaoning Oxiranchem has conditionally agreed to purchase 100% equity interest in Golmud Solargiga Energy Electric Power Co., Ltd. (“Golmud Solargiga”) for a consideration of RMB155,400,000. Based on the valuation prepared by an independent valuer appointed by the Parties, the appraised value as at 31 December 2016 of Golmud Solargiga is approximately RMB155,973,000.

On 31 March 2017, to facilitate completion of the Agreement, Jinzhou Yangguang and Liaoning Oxiranchem entered into a debt settlement agreement for purpose of settlement of certain indebtedness and other liabilities in relation to Jinzhou Aoke and Golmud Solargiga.

Audit Committee

The Company’s Audit Committee has reviewed the accounting principles and practices adopted by the Group and the Group’s annual results for the year ended 31 December 2016, and has discussed and reviewed the risk management, internal control and reporting matters.

Dividend

No final dividend was paid in 2016 (2015: Nil). The Directors do not recommend the payment of a final dividend for 2016 (2015: Nil).

Closure of Register of Members

The register of members of the Company will be closed from 23 June 2017 to 28 June 2017, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 22 June 2017.

結算日後事項(續)

另外，根據協議，錦州陽光有條件同意出售及遼寧奧克有條件同意收購格爾木陽光能源電力有限公司(「格爾木陽光」)100%的股權，代價為人民幣155,400,000元。經雙方委聘的獨立評估師以二零一六年十二月三十一日為評估基準日對格爾木陽光進行資產評估，格爾木陽光整體資產評估價值約為人民幣155,973,000元。

於二零一七年三月三十一日，為方便完成該協議，錦州陽光和遼寧奧克訂立債務重組協議，以解決與錦州奧克和格爾木陽光有關的若干債務和其他負債。

審核委員會

本公司審核委員會已審閱本集團採納的會計原則及常規以及本集團截至二零一六年十二月三十一日止年度的全年業績，及就風險管理、內部監控及匯報事宜進行討論及審閱。

股息

二零一六年內並無派付末期股息(二零一五年：零元)。董事不建議就二零一六年派發末期股息(二零一五年：零元)。

暫停辦理股份過戶登記

本公司將由二零一七年六月二十三日至二零一七年六月二十八日(首尾兩天包括在內)暫停辦理股份過戶登記手續，期間不會登記股份過戶。如欲符合資格出席本公司應屆股東週年大會並於會上表決，所有股份過戶文件連同有關股票必須於二零一七年六月二十二日下午四時三十分前，交回本公司之股份過戶登記處香港分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-16室)。

CORPORATE GOVERNANCE REPORT

企業管治報告

Overview

The Board strived to uphold good corporate governance and adopted sound corporate governance practices. This report outlines the principles and the code provisions set out in the Corporate Governance Code (the “Code”), as contained in Appendix 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) which have been adopted by the Group.

The Company has established the audit committee (the “Audit Committee”) in compliance with the Code to oversee the financial reporting procedures and internal controls of the Group so as to ensure compliance with the Listing Rules. The Company has also established a nomination committee (the “Nomination Committee”) and a remuneration committee (the “Remuneration Committee”) (collectively, the “Board Committees”) with defined terms of reference. The terms of reference of the Board Committees have been posted on the websites of Stock Exchange and the Company.

The Group has implemented a compliance manual which covers areas such as ongoing compliance obligations of the Company and the Directors, business operations of the Group, financial management systems, human resources management systems, internal control systems, quality assurance and property management systems. In the opinion of the Board, all the code provisions set out in the Code were met by the Company throughout the financial year ended 31 December 2016.

Compliance with the Model Code for Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as the standard for securities transactions entered into by Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards as set out in the Model Code and its code of conduct regarding Directors’ securities transactions throughout the financial year ended 31 December 2016.

概覽

董事會致力維持良好的企業管治，採納理想的企業管治常規。本報告簡述已獲本集團採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四載列之企業管治守則（「守則」）所載之原則及守則條文。

本公司已根據守則的規定成立審核委員會（「審核委員會」）監督本集團財務報告程序及內部監控，確保遵守上市規則。本公司亦已成立提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）（統稱「董事委員會」），均具有界定的職權範圍。董事委員會的職權範圍已刊登於聯交所及本公司網站。

本集團亦制定遵例手冊，範圍涵蓋本公司及董事的持續遵例責任、本集團的業務營運、財務管理制度、人力資源管理制度、內部監控制度、質量保證及物業管理制度等方面。董事會認為，本公司於截至二零一六年十二月三十一日止財政年度內一直遵守守則載列的全部守則條文。

遵守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載列的上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的準則。本公司已特別向全體董事查詢，全體董事確認，於截至二零一六年十二月三十一日止財政年度內，彼等均已符合標準守則及其有關董事進行證券交易操守守則規定的準則。

The Board of Directors

The Board takes the responsibility to oversee all major matters of the Company, including the formulation and approval of overall business strategies, internal control and risk management systems, and monitoring the performance of the senior management. The Directors have the responsibility to act objectively in the interests of the Company. The Directors also assume the following responsibilities for corporate governance as set out in code provision D3.1 of the Code:

- (a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report.

As at 31 December 2016, the Board comprises seven Directors, including three executive Directors: Mr. TAN Wenhua (Chairman), Mr. TAN Xin (Chief Executive Officer) and Mr. WANG Chunwei (Chief Financial Officer), one non-executive Director: Mr. HSU You Yuan, and three independent non-executive Directors: Dr. WONG Wing Kuen, Albert, Ms. FU Shuangye and Mr. ZHANG Chun. The names and biographical details of the Directors are set out on pages 34 to 37 of the annual report. The Board has a strong independent element in its composition with over half of the board members being non-executive Directors to ensure that all decisions of the Board are made in the best interest of the Group's long-term development.

The Board has delegated various responsibilities to the Board Committees. Further details of these committees are set out below on pages 28 to 30.

董事會

董事會負責監督本公司所有重要事宜，包括制定及批准整體業務策略、內部監控及風險管理制度、監察高級管理層的表现。董事有責任以本公司利益按客觀標準行事。董事亦承擔載於守則之守則條文第D3.1條有關企業管治之以下責任：

- (a) 發展及檢討有關企業管治之發行人政策及常規並向董事會提供意見；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察有關遵守法律及法規規定之發行人政策及常規；
- (d) 發展、檢討及監察適用於僱員及董事之操守及遵守手冊之守則(如有)；及
- (e) 檢討發行人是否遵守企業管治報告之守則及披露。

於二零一六年十二月三十一日，董事會現時由七名董事組成，包括三名執行董事(即譚文華先生(主席)、譚鑫先生(首席執行官)及王君偉先生(首席財務官))、一名非執行董事許祐淵先生及三名獨立非執行董事(即王永權博士、符霜葉女士及張椿先生)。本年報內第34頁至第37頁載有董事的姓名及履歷詳情。董事會的組成具高度獨立成份，過半數董事會成員為非執行董事，確保董事會以本集團長遠發展的最佳利益，作出所有決策。

董事會已委派董事委員會履行各種職責。有關該等委員會的進一步詳情，載於下文第28頁至第30頁。

Board Meetings

The Company holds Board meetings regularly, at least four times a year at approximately quarterly intervals. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of Board meeting will be sent to all Directors at least 14 days prior to a regular Board meeting. Reasonable notices will be given to the Directors for ad-hoc Board meetings. Directors may participate either in person or through electronic means of communications. The Company will provide relevant materials to all the Directors relating to the matters brought before the meetings. All the Directors will be provided with sufficient resources to discharge their duties, and, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expenses. All Directors will have the opportunity to include matters in the agenda for Board meetings.

During the year ended 31 December 2016, 8 Board meetings and 1 Shareholders meeting were held and the attendance of individual Directors at these meetings is set out below:

Name of Directors	Attendance/Number of Meetings		董事姓名	出席率／會議次數	
	Board meetings	Shareholders meetings		董事會會議	股東大會
Executive Directors			執行董事		
Mr. TAN Wenhua (<i>Chairman</i>)	7/8	0/1	譚文華先生(主席)	7/8	0/1
Mr. TAN Xin	7/8	1/1	譚鑫先生	7/8	1/1
Mr. WANG Chunwei	8/8	1/1	王君偉先生	8/8	1/1
Non-executive Director			非執行董事		
Mr. HSU You Yuan	8/8	0/1	許祐淵先生	8/8	0/1
Independent non-executive Directors			獨立非執行董事		
Dr. WONG Wing Kuen, Albert	8/8	0/1	王永權博士	8/8	0/1
Ms. FU Shuangye	8/8	0/1	符霜葉女士	8/8	0/1
Mr. ZHANG Chun	8/8	0/1	張椿先生	8/8	0/1

董事會會議

本公司的董事會會議每年定期最少舉行四次，大約每季舉行一次，在有需要時亦會召開臨時會議，商討整體策略以及本集團的營運及財務表現。全體董事將於舉行定期董事會會議前最少14天獲發董事會會議通告，而臨時董事會會議通告亦會於事前合理時間內送交予董事。董事可選擇親身或以電子通訊方式出席會議。本公司將於會議前向所有董事提供有關會議上討論事項的資料。所有董事將獲得充份資源以履行其職責，並可提出合理要求，按合適情況徵求獨立專業意見，費用由本公司承擔。所有董事均可將其關注的事宜加入董事會會議議程。

截至二零一六年十二月三十一日止年度內，董事會曾舉行8次董事會會議及1次股東大會，而個別董事出席有關會議的情況載列如下：

Independent non-executive Directors

All independent non-executive Directors possess a wealth of professional and industry expertise and management experience and have provided their professional advices to the Board. They have played a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. In particular, they bring impartial views to the Board on issues of the Company's strategy, performance and control. The Board also considers that independent non-executive Directors provide independent advice on the Company's business strategy, results and management so that all interests of shareholders are taken into consideration, and the interests of the Company and its shareholders are taken into account in all business decisions. The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent in accordance with the Listing Rules.

Appointments, Re-election and Removal of Directors

Each of Mr. TAN Wenhua and Mr. TAN Xin has been appointed as an executive Director for a specific term of three years commencing from 27 June 2014, and Mr. WANG Chunwei has been appointed as an executive Director for a specific term of three years commencing from 29 June 2016. Such terms are subject to re-appointment by the Company at an annual general meeting upon retirement.

Mr. HSU You Yuan has been appointed as non-executive Director for a specific term of three years commencing from 29 June 2016. Such terms are subject to re-appointment by the Company at an annual general meeting upon retirements.

Mr. ZHANG Chun has been appointed as an independent non-executive Director for a specific term of three years commencing from 29 June 2016, and each of Dr. WONG Wing Kuen, Albert and Ms. FU Shuangye has been appointed as an independent non-executive Director for a specific term of three years commencing from 29 June 2015. Such terms are subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

In accordance with the provisions of the Company's articles of association, Mr. TAN Wenhua, Mr. TAN Xin and Dr. WONG Wing Kuen, Albert will retire by rotation at the forthcoming annual general meeting and being eligible, and will offer themselves for re-election at the annual general meeting.

獨立非執行董事

所有獨立非執行董事均具備豐富的業界專業知識及管理經驗，能為董事會提供專業意見。彼等能提供獨立判斷，董事會作出決定時多會考慮彼等的意見，故在董事會中擔當重要的角色。尤其在本公司策略、業績及監控方面，他們可向董事會提出無偏私的觀點。董事會亦認為，獨立非執行董事能就本公司的業務策略、業績及管理提供獨立意見，因此，股東的所有利益已獲考慮，而所有商業決定亦已顧及本公司及其股東的利益。本公司已自各獨立非執行董事收獲彼根據上市規則第3.13條作出之年度獨立性之確認。本公司認為，所有獨立非執行董事根據上市規則均為獨立人士。

委任、重選及罷免董事

譚文華先生及譚鑫先生各自獲委任為執行董事，自二零一四年六月二十七日起，特定年期為三年，而王君偉先生獲委任為執行董事，自二零一六年六月二十九日起，特定年期為三年。董事須於股東週年大會上退任後由本公司再度委任。

許祐淵先生獲委任為非執行董事，自二零一六年六月二十九日起，特定年期為三年。董事須於股東週年大會上退任後由本公司再度委任。

張椿先生獲委任為獨立非執行董事，自二零一六年六月二十九日起，特定年期為三年，而王永權博士及符霜葉女士各自獲委任為獨立非執行董事，自二零一五年六月二十九日起，特定年期為三年。有關任期須根據本公司的組織章程細則輪值告退並接受重選。

根據本公司組織章程細則的條文，譚文華先生、譚鑫先生及王永權先生將於應屆股東週年大會輪值退任，且均合資格並將於股東週年大會重選連任。

Board Diversity

The Board has a board diversity policy which is available on the Company's website. In order to achieve a diversity of perspectives among members of the Board, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. Such factors include gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders. The Board considered the Company has achieved the objective of board diversity during the year.

Training and Professional Development

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

All Directors had provided a record of training they received during the year to the Company. According to the training records provided by the Directors, the trainings attended by them during the reporting period is summarised as follows:

Directors	Trainings on corporate governance and regulatory development	董事	企業管治及監管發展之培訓
Executive Directors			
Mr. TAN Wenhua (<i>Chairman</i>)	✓	執行董事 譚文華先生(主席)	✓
Mr. TAN Xin	✓	譚鑫先生	✓
Mr. WANG Chunwei	✓	王君偉先生	✓
Non-executive Director			
Mr. HSU You Yuan	✓	非執行董事 許祐淵先生	✓
Independent Non-executive Directors			
Dr. WONG Wing Kuen, Albert	✓	獨立非執行董事 王永權博士	✓
Ms. FU Shuangye	✓	符霜葉女士	✓
Mr. ZHANG Chun	✓	張椿先生	✓

董事會成員多元化

董事會訂有董事會成員多元化政策，並已登載於本公司網站。為達致董事會成員範疇多元化，本公司奉行的政策是在決定委任及續聘董事會成員前，會考慮多項因素。該等因素包括性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務任期以及本公司主要股東的合法權益。董事認為年內本公司已達到董事會成員多元化的目標。

培訓及專業發展

所有董事均需參與持續專業發展，以發展及更新彼等之知識及技能。董事已獲發有關指引資料，確保彼等知悉與本公司業務相關之最新商業、法律和監管要求變動，並增進彼等對上市公司董事之職位、職能和職責之知識和技能。

全體董事已向本公司提供年內彼等已接受之培訓記錄。根據董事提供之培訓記錄，彼等於報告期間參加之培訓概述如下：

Chairman and Chief Executive Officer

Under code provision A.2.1 of the Code, the roles of the Chairman and the Chief Executive Officer (“CEO”) should be separated and should not be performed by the same individual.

Mr. TAN Wenhua since 1 October 2015 served as both the Chairman and the CEO, such practice deviates from code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “Code”), following Mr. Hsu You Yuan’s stepping down from the position of CEO, so as to maintain the continuity of the policies and the stability of the operations of the Company. In order to alleviate the workload from the dual roles of Chairman of the Board and CEO and better comply with the principles and the code provisions set out in the Corporate Governance Code in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Mr. TAN Wenhua, has stepped down from the position of CEO of the Company and Mr. TAN Xin has been appointed as the CEO of the Company with effect from 6 October 2016.

The overall management of the Company was performed by the CEO, executive Directors and senior management of the Company. The executive Directors (Mr. TAN Wenhua, Mr. TAN Xin and Mr. WANG Chunwei) who have extensive experience in the solar energy industry and their respective areas of profession, spearhead the Group’s overall development and business strategies.

Board Committees

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with Rules 3.21 to 3.23 of and Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include overseeing the financial reporting processes and internal control procedures of the Group, reviewing the financial information of the Group and considering issues relating to the external auditor. Currently, the Audit Committee consists of three independent non-executive Directors, namely, Dr. WONG Wing Kuen, Albert (Chairman), Ms. FU Shuangye and Mr. ZHANG Chun.

In 2016, the Audit Committee met 2 times and the attendance of individual Directors at these meetings is set out below:

Name of Directors	Attendance/ Number of meetings	董事姓名	出席率/ 會議次數
Independent non-executive Directors			
Dr. WONG Wing Kuen, Albert (Chairman)	2/2	王永權博士(主席)	2/2
Ms. FU Shuangye	2/2	符霜葉女士	2/2
Mr. ZHANG Chun	2/2	張椿先生	2/2

主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁(「行政總裁」)的角色應分立，不應由同一人擔任。

在許祐淵先生辭任首席執行官後，自二零一五年十月一日起，譚文華先生兼任主席及首席執行官，有關做法偏離上市規則附錄十四所載企業管治守則(「守則」)第A.2.1條守則條文。由譚先生兼任兩職乃屬合適並且符合本公司最佳利益，可藉以維持政策的連續性以及本公司運作的穩定性。然而為了減輕兼任董事會主席及本公司的首席執行官(「首席執行官」)的工作量，以及更完善地遵從《香港聯合交易所有限公司證券上市規則》附錄十四的《企業管治守則》之原則及守則條文，譚文華先生辭任本公司的首席執行官之職位，而譚鑫先生獲委任為首席執行官，自二零一六年十月六日起生效。

行政總裁、本公司執行董事及高級管理層管理本公司整體運作。執行董事譚文華先生、譚鑫先生及王君偉先生，於太陽能產業及各自專業領域中擁有豐富的經驗，為本集團整體發展及業務策略擔當領導角色。

董事委員會

審核委員會

本公司已遵照上市規則第3.21至3.23條及附錄十四的規定成立審核委員會，並以書面訂明其職權範圍。審核委員會的主要職責包括監督本集團的財務報告程序及內部監控程序、審閱本集團財務資料，以及考慮有關外聘核數師的事宜。審核委員會現時由三名獨立非執行董事組成，即王永權博士(主席)、符霜葉女士及張椿先生。

於二零一六年，審核委員會曾舉行2次會議，而個別董事出席有關會議的情況載列如下：

Board Committees (continued)

The Audit Committee has reviewed the Group's interim financial report for the six months ended 30 June 2016 and annual consolidated financial statements for the year ended 31 December 2016, including the accounting principles and practices adopted by the Group, and has also discussed auditing, internal control and financial reporting matters with the management. The Audit Committee also monitored the Company's progress in implementing the Code as required under the Listing Rules.

Remuneration Committee

The Company established the Remuneration Committee pursuant to a resolution of the Directors passed on 27 February 2008 pursuant to Rules 3.25 to 3.27 of and Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's structure for remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. Currently, the Remuneration Committee consists of four members; three of whom are independent non-executive Directors, namely, Ms. FU Shuangye (Chairman), Dr. WONG Wing Kuen, Albert and Mr. ZHANG Chun, and one is an executive Director, namely, Mr. TAN Wenhua.

In 2016, the Remuneration Committee met once and the attendance of individual Directors at the meeting is set out below:

Name of Directors	Attendance/ Number of meetings	董事姓名	出席率/ 會議次數
Independent non-executive Directors			
Ms. FU Shuangye (Chairman)	1/1	符霜葉女士(主席)	1/1
Dr. WONG Wing Kuen, Albert	1/1	王永權博士	1/1
Mr. ZHANG Chun	1/1	張椿先生	1/1
Executive Director			
Mr. TAN Wenhua	1/1	譚文華先生	1/1

The Remuneration Committee has made recommendations to the Board regarding the remuneration policy of the Company. In addition, it has also reviewed and approved management's remuneration proposal by reference to corporate goals and objectives resolved by the Board, and ensured that no Director or any of his/her associates is involved in deciding his/her own remuneration.

董事委員會(續)

審核委員會已審閱本集團截至二零一六年六月三十日止六個月之中期財務報告及截至二零一六年十二月三十一日止年度之年度綜合財務報表，包括本集團採納的會計準則及慣例，亦已與管理層商討核數、內部監控及財務申報事宜。審核委員會亦監控本公司根據上市規則要求執行守則之進程。

薪酬委員會

根據上市規則第3.25至3.27條及附錄十四的規定，本公司已根據董事於二零零八年二月二十七日通過的決議案成立薪酬委員會。薪酬委員會的主要職責包括就本公司董事及高級管理人員的薪酬結構以及就制訂該等薪酬政策設立正式及具透明度的程序，向董事會作出推薦意見。目前，薪酬委員會由四名成員組成，當中三名為獨立非執行董事，即符霜葉女士(主席)、王永權博士及張椿先生以及一名執行董事譚文華先生。

於二零一六年，薪酬委員會曾舉行1次會議，而個別董事出席有關會議的情況載列如下：

薪酬委員會已就本公司薪酬政策向董事會提供建議。此外，該委員會亦已參考董事會決定之公司目標及宗旨，檢討及批准管理層薪酬建議，並確保概無董事或其任何聯繫人士參與決定其本身薪酬。

Board Committees (continued)

Nomination Committee

The Company established a Nomination Committee pursuant to a resolution of the Directors passed on 27 February 2008 pursuant to Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee include making recommendations to the Board on the Company's policy and structure for recruiting Directors and senior management and on the establishment of formal and transparent procedures for nomination procedures and process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship and senior management. Currently, the Nomination Committee consists of four members; three of whom are independent non-executive Directors, namely, Mr. ZHANG Chun (Chairman), Dr. WONG Wing Kuen, Albert and Ms. FU Shuangye, and one is a non-executive Director, namely, Mr. HSU You Yuan.

In 2016, the Nomination Committee met once and the attendance of individual Directors at the meeting is set out below:

Name of Directors	Attendance
Independent non-executive Directors	
Mr. ZHANG Chun (Chairman)	1/1
Dr. WONG Wing Kuen, Albert	1/1
Ms. FU Shuangye	1/1
Non-executive Director	
Mr. HSU You Yuan	1/1

The Nomination Committee has discussed matters relating to the appointment of senior management members during the year. The Nomination Committee also considered and resolved that all the existing Directors shall be recommended to be retained by the Company.

Financial Reporting and Internal Control

Financial Reporting

The Board, supported by the Chief Financial Officer and the Finance Department of the Company, is responsible for the preparation of the financial statements of the Company and the Group. In the preparation of financial statements, Hong Kong Financial Reporting Standards have been adopted and the appropriate accounting policies have been consistently used and applied. The Board aims to present a clear and balanced assessment of the Group's performance in the annual and interim reports to the shareholders, and make appropriate disclosure and announcements in a timely manner.

董事委員會(續)

提名委員會

根據上市規則附錄十四的規定，本公司已根據董事於二零零八年二月二十七日通過的決議案成立提名委員會。提名委員會的主要職責包括就本公司董事及高級管理人員的聘用政策及架構以及就提名委員會就甄選推薦董事及高級管理人員候選人採納的提名程序及條件設立正式及具透明度的程序，向董事會作出推薦意見。現時，提名委員會由四名成員組成，當中三名為獨立非執行董事，即張椿先生(主席)、王永權博士及符霜葉女士及一名非執行董事許祐淵先生。

於二零一六年，提名委員會曾舉行1次會議，而個別董事出席有關會議的情況載列如下：

董事姓名	出席率
獨立非執行董事	
張椿先生(主席)	1/1
王永權博士	1/1
符霜葉女士	1/1
非執行董事	
許祐淵先生	1/1

提名委員會年內已討論有關委任高級管理層成員的事宜。提名委員會亦已考慮及決議所有現任董事須由本公司推薦留任。

財務報告及內部監控

財務報告

董事會在本公司首席財務官及財務部門的支援下，負責編製本公司及本集團的財務報表。本公司在編製財務報表時，已採納香港財務報告準則，並貫徹使用及應用適當的會計政策。董事會旨在於致股東年報及中期報告中，對本集團業績作出清晰平衡的評估，並適時作出適當的披露及公佈。

Financial Reporting and Internal Control (continued)**Auditors' Remuneration**

The performance and remuneration of the external auditors of the Company, Ernst & Young, have been reviewed by the Audit Committee. For the year ended 31 December 2016, the fees paid and payable to Ernst & Young and other external auditors in respect of audit services amounted to approximately RMB2,790,000 (2015: RMB2,110,000). In addition, approximately RMB275,000 (2015: RMB167,000) was charged for other non-audit services.

Risk management and internal control

The Board is responsible for the risk management and the internal control of the Group and for reviewing its effectiveness. The Company conducted regular review to monitor the Company's internal management and operation during the year. Procedures have been designed to review the risk management functions and to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, ensure compliance of applicable laws, rules and regulations.

In order to fulfil their fiduciary duties and duties of skill, care and diligence, the Directors will constantly seek advice and assistance from the Company's internal legal team and if necessary, seek advice from external legal advisors in Hong Kong and the PRC. The Company also adopted internal control procedures relating to, among others, signing authority and procedures since February 2007. The Company has an Audit and Legal Department consisting 3 members with extensive experience in the legal field. The main duties of the Audit and Legal department include:

- providing legal advice on major business decisions
- reviewing and drafting legal documents
- handling legal disputes
- advising on legal issues related to daily operations
- conducting internal training for compliance matters

For the year ended 31 December 2016, the Board considered that the Group's risk management and internal control systems are adequate and effective and the Company has complied with the Corporate Governance Code.

Directors' responsibility on the financial statements

The Directors acknowledged their responsibility for preparing the financial statements for the year ended 31 December 2016, which were prepared in accordance with applicable accounting standards.

The reporting responsibility of the external auditor of the Company, Ernst & Young, on the consolidated financial statements of the Group are set out in the independent auditor's report on pages 56 to 62.

財務報告及內部監控(續)**核數師酬金**

本公司的外聘核數師安永會計師事務所(「安永」)之表現及酬金已由審核委員會審閱。截至二零一六年十二月三十一日止年度，就審核服務已付及應付安永及其他外聘核數師費用約人民幣2,790,000元(二零一五年：人民幣2,110,000元)。此外，約人民幣275,000元(二零一五年：人民幣167,000元)已計入其他非核數服務。

風險管理及內部監控

董事會負責本集團的風險管理及內部監控，並檢討監控的成效。本年度內，本公司對其內部管理及營運，進行定期檢討及監察。本公司已設計程序，審視風險管理職能及確保保存適當的會計記錄，以便提供可靠的財務資料，以供內部使用或刊印發行，亦確保符合相關法律、規則及規例。

為履行其誠信責任及應有技能、謹慎和勤勉行事的責任，董事將不斷向本公司內部法律團隊徵求意見及協助，倘若有需要，則向香港及中國的外聘法律顧問徵求意見。本公司亦自二零零七年二月起採納有關(其中包括)簽署授權及程序的內部監控程序。本公司設有審核及法律部門，由三名成員組成，彼等在法律領域具備豐富經驗。審核及法律部門的主要職務包括：

- 就重大業務決策提供法律意見
- 審閱及草擬法律文件
- 處理法律爭議
- 就與日常營運有關的法律問題提供意見
- 就合規事宜提供內部培訓

截至二零一六年十二月三十一日止年度，董事會認為本集團的風險管理及內部監控系統為適當及有效，且本公司已遵守企業管治守則。

董事對財務報表的責任

董事知悉，彼等須按照適用的會計準則，編製截至二零一六年十二月三十一日止年度的財務報表。

本公司外聘核數師安永會計師事務所對本集團綜合財務報表的報告責任，載於第56頁至第62頁的獨立核數師報告。

Financial Reporting and Internal Control (continued)

Going concern

Other than the events stated in note 2.1 to the Financial Statements on pages 77 to 79, there are no material uncertainties relating to events or conditions that cast significant doubt upon the Group's ability to continue as a going concern.

Investors Relations

The Company places strong emphasis on its communications with investors, and considers that maintaining on-going and open communications with investors can promote investors' understanding of and confidence in the Company. The Company disclosed all necessary information to the Shareholders in compliance with the Listing Rules and met with media, securities analysts, fund managers and investors on a regular basis to respond to their enquiries so as to provide them with a clearer picture of the Company's achievements in business management and other aspects.

The general meeting of the Company is also an effective communication channel between the Board and Shareholders. The Company will meet with the Shareholders and respond to their enquiries in the general meetings. The executive Directors attended the annual general meeting of the Company held on 29 June 2016.

Shareholders' Rights

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

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

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

財務報告及內部監控(續)

持續經營能力

除第77至79頁財務報表附註2.1載列之事項外，概無任何有關可對本集團持續經營能力構成重大疑慮的事件或情況的重大不明朗因素。

投資者關係

本公司十分重視與投資者之溝通，並認為與投資者維持持續和開放之溝通可有助投資者了解本公司及加強其對本公司之信心。本公司遵照上市規則之規定向股東披露所有必需資料，並與傳媒、證券分析員、基金經理及投資者定期會面回答其查詢，藉以向彼等提供有關本公司於業務、管理及其他方面成就之更清晰資料。

本公司之股東大會亦為董事會與股東之間有效之溝通渠道。於股東大會上，本公司將與股東會面並回應其提出之查詢。執行董事曾出席二零一六年六月二十九日舉行之股東週年大會。

股東權利

召開本公司股東特別大會(「股東特別大會」)

根據本公司組織章程細則第58條，任何於遞交請求日期持有不少於本公司實繳股本(附有於本公司股東大會表決權利)十分之一之股東，於任何時候有權透過董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中訂明之任何事項；且該大會應於遞交該要求後兩個月內舉行。

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

Shareholders' Rights (continued)

Enquiries from Shareholders

Shareholders may send written enquiries, either by post or by facsimile, together with his/her contact details, such as postal address, email or fax, addressing to the head office of the Company at the following address or facsimile number:

Solargiga Energy Holdings Limited
Room 1402, Harbour Centre
25 Harbour Road
Wanchai
Hong Kong
Attention to: Company Secretary

Fax: 852 3416 2111

Changes to Constitutional Documents

During the year ended 31 December 2016, there was no significant change in the Company's constitutional documents, and these documents are published on the websites of the Company and the Stock Exchange.

股東權利(續)

股東查詢

股東可將書面查詢(不論郵寄或傳真)連同其詳細聯絡資料(如郵寄地址、傳真或電郵)按以下地址或傳真號碼送交本公司總辦事處：

陽光能源控股有限公司
香港
灣仔
港灣道25號
海港中心1402室
經辦人：公司秘書

傳真號碼：852 3416 2111

憲章文件變動

於截至二零一六年十二月三十一日止年度內，本公司之憲章文件並無任何變動。該等憲章文件刊載於本公司及聯交所網站。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事和高級管理人員簡歷

Directors

Executive Directors

Mr. TAN Wenhua (譚文華), aged 60, an executive Director and the Chairman of the Board. He was one of the founders of the Jinzhou Plants. He was conferred various honours including the Model for the Labour of the Building Materials Systems of the Nation, the medal of "May 1st" Labour of Liaoning Province, the Builders Merit award of Liaoning Province, the Outstanding Member of the China Communist Party, the Outstanding Entrepreneur of the Building Materials Industry of the Nation, the Venture Entrepreneur of the Liaoning Province and First Prize Entrepreneur of Jinzhou. He is also a guest professor of Liaoning University of Technology and Vice President of Bohai University. Prior to the founding of Jinzhou Plants, he was the Chairman of 錦州新華石英玻璃(集團)有限責任公司 (Jinzhou Xinhua Quartz Glass (Group) Co., Ltd.) and the Director of 錦州一五五廠 (Jinzhou 155 Factory), a state-owned factory engaging in quartz crucibles manufacturing. He has been granted a special subsidy by the State Council in 2004 for his contribution in engineering technology. He is the father of Mr. Tan Xin, the executive Director of the Company and Chief Executive Officer of the Company.

Mr. TAN Xin (譚鑫), aged 33, is an executive Director and the Chief Executive Officer of the Company. He joined the Group in July 2005. He holds a bachelor's degree of Marketing from the Macau University of Science and Technology, and a master's degree of Business Administration from University of East Anglia, the U.K. Mr. Tan is also a Standing Committee member of the Liaoning Province Youth Federation (遼寧省青年聯合會常務委員會成員), Member of the 12th and 13th Jongzhou Municipal Committee of the Chinese People's Political Consultative Conference (錦州市第十二、第十三屆政協委員) and Vice President of the 15th Jinzhou Association of Industry and Commerce (錦州市第十五屆工商聯副主席). Mr. Tan was awarded Year 2011 Meritorious Entrepreneur (2011年度功勳企業家) by Jinzhou Municipal Government. Before taking the role of the Chief Executive Officer, Mr. Tan also worked in other subsidiaries within the Group and accumulated plenty of experiences from his prior positions. He is the son of Mr. TAN Wenhua who is an executive Director and the Chairman of the Company.

董事

執行董事

譚文華先生，60歲，執行董事兼董事會主席。彼為錦州廠創辦人之一。彼曾獲全國建材系統勞動模範，遼寧省「五一」勞動獎章、遼寧省建設者獎章、優秀共產黨員、全國建材行業優秀企業家、遼寧省創業企業家及錦州市一等功企業家等多項殊榮。彼亦為遼寧工業大學客席教授及渤海大學副董事長。創辦錦州廠前，彼出任錦州新華石英玻璃(集團)有限責任公司董事長及國有石英坩堝製造廠錦州一五五廠董事長。國務院於二零零四年就譚先生對工程技術作出的貢獻，授予其為可享受國務院特殊津貼的專家。彼為譚鑫先生(為本公司執行董事及首席執行官)的父親。

譚鑫先生，33歲，執行董事兼本公司首席執行官。彼於二零零五年七月加盟本集團。彼持有澳門科技大學市場學學士學位，以及英國東英吉利亞大學(University of East Anglia)工商管理碩士學位。譚先生亦為遼寧省青年聯合會常務委員會成員、錦州市第十二屆及第十三屆政協委員及錦州市第十五屆工商聯副主席。譚先生被錦州市政府評為2011年度功勳企業家。於出任首席執行官前，譚先生曾於本集團旗下其他附屬公司工作，於過往職位中積累豐富經驗。彼為本公司執行董事兼主席譚文華先生的兒子。

Directors and Senior Management Profile 董事和高級管理人員簡歷

Directors (continued)

Executive Directors (continued)

Mr. WANG Chunwei (王君偉), aged 45, is an executive Director and the Chief Financial Officer of the Company. He joined the Company on 1 January 2007 and was the Company's deputy general manager of China region, who was responsible for the accounting and finance matter of the Group. He obtained a Master of Business Administration from the State University of New Jersey (Rutgers). He is a certified public accountant in Maryland, the United States. Prior to joining the Group, he was a Special Assistant to President & Deputy Spokesman of The Office of General Manager of WWX, the Spokesman and Chief Financial Officer of Panram International Corp., a company listed on the Gre Tai Securities Market in Taiwan.

Non-executive Director

Mr. HSU You Yuan (許祐淵先生), aged 62, a non-executive Director of the Company. He joined the Group on 6 February 2007 and was appointed an executive Director on the same date. He graduated with a master degree in Business Administration from the Chinese Culture University in 1980. Prior to joining the Group, Mr. HSU was the Managing Director of Wafer Works Corp. ("WWX") from February 1998 to June 2003 and later became the Vice-Chairman of the board of WWX in June 2003. WWX is a manufacturer of silicon wafer for the semiconductor industry and is listed on the Gre Tai Securities Market in Taiwan since May 2002. He was the managing director of Silicon Technology Investment (Cayman) Corp. and was appointed the Chief Executive Officer of Solar Technology Investment (Cayman) Corp., responsible for overseeing, amongst others, WWX's investment in the solar energy industry. In March 2006, he was appointed a director and he was subsequently appointed as the Chairman of the board of Jinzhou Youhua in September 2006. Mr. HSU's previous work credentials also include acting as Deputy General Manager of Mosel Vitelic Inc., a company listed on the Taiwan Stock Exchange and as a member of the board of directors and Executive Vice-President of Mosel Vitelic (Hong Kong) Limited, a subsidiary of Mosel Vitelic Inc. Mr. HSU had also made contributions to non-commercial sectors in the past. He served as a researcher, a deputy director, and the director of Business Department of the Executive Yuan Development Fund of Taiwan (Note: Executive Yuan Development Fund is now known as National Development Fund, Executive Yuan). He was also a lecturer of Statistics and Managerial Mathematics for the Business Administration department at the Chinese Culture University.

董事(續)

執行董事(續)

王君偉先生，45歲，執行董事兼本公司首席財務官。彼於二零零七年一月一日加盟本公司，任職本公司中國區副總經理，負責本集團的會計及財務。彼獲新澤西州(Rutgers)州立大學頒授工商管理碩士學位。彼為美國馬里蘭州執業會計師。加盟本集團前，彼出任合晶科技總經理辦公室總裁特別助理兼副發言人以及台灣證券櫃檯買賣中心上市公司品安科技股份有限公司發言人兼首席財務官。

非執行董事

許祐淵先生，62歲，本公司非執行董事。彼於二零零七年二月六日加盟本集團並於同日獲委任為執行董事。彼於一九八零年畢業於中國文化大學，獲頒企業管理碩士學位。加盟本集團前，許先生自一九九八年二月至二零零三年六月出任合晶科技股份有限公司(「合晶科技」)董事總經理，其後於二零零三年六月轉任合晶科技董事會副主席。合晶科技乃半導體硅片製造商，該公司自二零零二年五月起於台灣證券櫃檯買賣中心上市。彼歷任 Silicon Technology Investment (Cayman) Corp. 董事總經理，並曾獲委任為 Solar Technology Investment (Cayman) Corp. 首席執行官，專責監督(其中包括)合晶科技於太陽能產業的投資。於二零零六年三月，彼獲委任為錦州佑華董事，並隨後於二零零六年九月獲委任為該公司董事會主席。許先生曾出任臺灣證交所上市公司台灣茂矽電子股份有限公司副總經理及台灣茂矽電子股份有限公司附屬公司香港華智公司董事會成員兼執行副總裁。許先生過往亦對非商業領域作出貢獻。彼曾先後出任台灣的行政院開發基金管理委員會業務組研究員、副組長及組長(註：行政院開發基金管理委員會現已改名為行政院國家發展基金管理會)。彼亦曾任中國文化大學企管系講師，講授統計學及管理數學。

Directors (continued)

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert (王永權), aged 65, was appointed an Independent non-executive Director on 12 January 2008. Dr. Wong is a fellow member of The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries, The Taxation Institute of Hong Kong, Chartered Institute for Securities and Investments, UK, Association of International Accountants, Society of Registered Financial Planners, Hong Kong, The Institute of Certified Public Accountants in Ireland, UK, as well as a member of Hong Kong Securities Institute, The Chartered Institute of Arbitrators, Macau Society of Certified Practising Accountants and an associate member of The Chartered Institute of Bankers in Scotland, UK. Dr. WONG had been a director and Chief Executive Officer of Minghua Group International Holdings Limited, a listed public company in the United States, until 30th September 2004. Dr. WONG had also been an independent non-executive director of Rare Earths Global Limited, a company listed on the London Stock Exchange – AIM Market, since March 2012, and retired as an independent non-executive director on 2 May 2014 because of the cancellation of admission on AIM of the Ordinary Shares of Rare Earths Global Limited. According to the filings made available to public through the EDGAR database in U.S., for the quarterly period ended 30 September 2005, Minghua Group International Holdings Limited was “a small business issuer” and “a development stage company”. Dr. WONG has been the Chief Consultant of KND & Co. CPA Limited, an independent non-executive director of APAC Resources Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, since July 2004; an independent non-executive director of China Merchants Land Limited, a company listed on the main board of the Hong Kong Stock Exchange, June 2012; and an independent non-executive director of China VAST Industrial Urban Development Company Limited, a company listed on the main board of the Hong Kong Stock Exchange in August 2014.

Ms. FU Shuangye (符霜葉), aged 48, was appointed an independent non-executive Director on 12 January 2008. Ms. FU graduated from Wuhan University with a bachelor degree in English Literature in 1990 and obtained her further legal studies certificate in the Law School of China Politics and Law University in 1997. She was qualified as a PRC lawyer in 1998. She was a partner of Zhong Lun W&D Law Firm in Beijing. Ms. FU is now the Managing Director Partner of Zhong Hao Attorneys-at-Law.

董事(續)

獨立非執行董事

王永權博士，65歲，二零零八年一月十二日獲委任為獨立非執行董事。王博士為英國特許秘書及行政人員公會、香港特許秘書公會、香港稅務學會、英國特許證券及投資學會、英國國際會計師公會、香港註冊財務策劃師協會及英國愛爾蘭公認會計師公會資深會員以及香港證券專業學會、英國特許仲裁師學會、澳門會計師公會及英國蘇格蘭特許銀行家學會會員。王博士曾在美國一間上市公司明華集團國際有限公司出任董事兼首席執行官，直至二零零四年九月三十日止。王博士自二零一二年三月起亦曾擔任英國倫敦交易所AIM市場上市公司Rare Earths Global Limited的獨立非執行董事，並已於二零一四年五月二日辭任獨立非執行董事，原因是AIM已取消接納Rare Earths Global Limited的普通股。根據截至二零零五年九月三十日止季度期間通過EDGAR在美國向公眾人士發佈的存檔資料，明華集團國際有限公司屬「小型企業發行商」及「處於發展階段的公司」。王博士現任職於冠達會計師事務所有限公司為首席顧問，並自二零零四年七月起為在香港聯交所主板上市的亞太資源有限公司獨立非執行董事；於二零一二年六月為香港聯交所主板上市的招商局置地有限公司獨立非執行董事及於二零一四年八月為香港聯交所主板上市的中國宏泰產業市鎮發展有限公司之獨立非執行董事。

符霜葉女士，48歲，於二零零八年一月十二日獲委任為獨立非執行董事。符女士於一九九零年畢業於武漢大學，獲頒英國文學學士學位；於一九九七年獲頒中國政法大學法律系法律研究證書；及於一九九八年獲得中國律師資格。符女士曾任北京中倫文德律師事務所合夥人律師，目前出任北京市中瀨律師事務所主任合夥人律師。

Directors (continued)

Independent Non-executive Directors (continued)

Mr. ZHANG Chun (張椿), aged 84, an independent non-executive Director, joined the Group on 12 January 2008. Mr. ZHANG graduated from Tianjin University in 1955 and conducted research on semiconductor silicon material in 北京有色金屬研究總院 (Beijing Non-Ferrous Metal Research Institution) in the same year. During 1965 to 1979, he was involved in the establishment of the semi-conductor materials factory in Emei and the monocrystalline silicon factory in Luoyang and their production and technological management. During 1979 to 1998, he was the supervisor of a semi-conductor material research unit of Beijing Non-Ferrous Metal Research Institution, the supervisor of the 國家半導體材料工程研究中心 (State Semi-conductor Material Engineering Research Centre) and he also acted as the general manager of 金鑫半導體材料有限公司 (Jinxin Semi-conductor Material Company Limited). The (a) project on 3 to 4 inches monocrystalline silicon for the use in integrated circuit and (b) the research project on the manufacture of 125mm monocrystalline silicon wafer for the use in 2 to 3µm integrated circuit organized and led by Mr. ZHANG received 科學技術進步一等獎 (the Science and Technology Progress First Prize) by the China National Non-Ferrous Metals Industry Corp. Mr. ZHANG was granted a special subsidy of government from the State Council since 1992, was awarded the title of Supreme Model for the Labour of the Non-ferrous Metals Industry of the Nation in 1993 and was awarded as a 全國先進工作者 (National Pioneer) by the State Council in 1995.

The Directors' interest or short positions in the shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") are set out in the section headed "Interest and Short Positions of the Directors and the Chief Executives of the Company in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" in this annual report. Each Director has been appointed for a term of three years. The Directors' emoluments, the basis of determining the same (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the Director has or does not have a service contract) and the Directors' fees are set out in note 9 to the Financial Statements and the section headed and "Report of the Directors – Emolument Policy" of this annual report. Save as disclosed above, each Director confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

董事(續)

獨立非執行董事(續)

張椿先生，84歲，獨立非執行董事，於二零零八年一月十二日加盟本集團。張先生於一九五五年於天津大學畢業，同年在北京有色金屬研究總院從事半導體硅材料的研究工作。一九六五年至一九七九年，彼在峨眉半導體材料廠和洛陽單晶硅廠參與建廠和生產及技術管理工作。一九七九年至一九九八年，彼任北京有色金屬研究總院半導體材料研究室主任、國家半導體材料工程研究中心主任及金鑫半導體材料有限公司總經理。張先生組織領導(a) 3至4吋用於集成電路的單晶硅片項目和(b)製造用於2至3微米集成電路的125毫米單晶硅片的研究項目，兩者均獲中國有色金屬工業總公司科學技術進步一等獎。張先生於一九九二年起獲國務院頒授政府特殊津貼，一九九三年榮獲全國有色金屬工業特等勞動模範光榮稱號，一九九五年獲國務院頒發全國先進工作者稱號。

董事於本公司股份或相關股份中擁有根據證券及期貨條例(「證券及期貨條例」)第XV部所界定之權益或淡倉，載於本年報「董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉」一節。各董事之任期為期三年。董事薪酬、釐定薪酬之基準(包括無論屬固定或酌情且不論董事有否服務合約之任何花紅款項)以及董事袍金載於本年報財務報表附註9及本年報「董事會報告書—薪酬政策」一節。除上文披露者外，各董事確認，概無其他事宜須提呈本公司股東注意，亦無其他資料須根據上市規則第13.51(2)條予以披露。

Directors and Senior Management Profile 董事和高級管理人員簡歷

Senior Management

Mr. YUEN Kin Shan (袁建山), aged 35, is the Financial Controller, Company Secretary and Investor Relations Director of the Company. He holds a Bachelor of Commerce in Finance and Accounting from the University of New South Wales in Australia and he is member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He joined the Company in September 2014 and has over 10 years of experience in auditing, accounting, financial management and corporate finance.

Dr. CHEN Wei (陳蔚), aged 45, Special Assistant to the Chairman and Overseas Sales Representative. She joined the Group in July 2006. She obtained her Doctor of Philosophy in Management at Wuhan University of Technology (武漢理工大學) in 2005. Prior to joining the Group, she was appointed Vice-President of Xi'an International Trade Promotion Co. Ltd. (西安市外經貿商務展覽公司) and the Vice-President of International Transport Division of Shaanxi Machinery & Equipment Import & Export Corp. (陝西機械設備進出口公司國際貨運分公司).

Mr. LI Hongbang (李鴻邦), aged 44, the general manager of Ingot Pulling and Wafer Slicing Business Department of the Group. He joined the Group in 2003. He graduated from Zhejiang University in 2010 with a bachelor's degree in marketing. From 2005, Mr. LI served as the office supervisor. Mr. LI was the head of Sales Department since 2007 and the supervisor of Shanghai Marketing Center and the head of Sales Department since 2009. Later, he became the director of Group Production Planning Department in 2013. He has served as the general manager of Ingot Pulling Business Department since May 2014, and also served as the general manager of Wafer Slicing Business Department since October 2015.

高級管理人員

袁建山先生，35歲，為本公司財務總監、公司秘書及投資者關係總監。彼持有澳洲新南威爾斯大學頒授的商業學士學位(金融及會計)，亦為香港會計師公會及澳洲會計師公會會員。彼於二零一四年九月起加入本公司，具備逾十年審計、會計、財務管理及企業融資經驗。

陳蔚博士，45歲，主席特別助理及海外銷售代表。彼於二零零六年七月加盟本集團。彼於二零零五年獲武漢理工大學頒授管理學博士學位。加盟本集團前，彼曾任西安市外經貿商務展覽公司副總裁及陝西機械設備進出口公司國際貨運分公司副總裁。

李鴻邦先生，44歲，本集團拉晶及切片事業部總經理。彼於二零零三年加盟本集團。彼於二零一零年畢業於浙江大學，獲得市場營銷學士學位。李先生自二零零五年出任辦公室副主任。自二零零七年任銷售部長，自二零零九年任上海營銷中心主任兼銷售部部長，其後於二零一三年任集團生產計劃總監，自二零一四年五月任拉晶事業部總經理一職，並於二零一五年十月兼任切片事業部總經理。

Senior Management (continued)

Mr. WANG Lixin (王立新), aged 49, the general manager of Cell Business Department of the Group. He graduated from the Party School of Liaoning Province in 2000. Prior to joining the Group, Mr. WANG was the Chief Engineer of Jinzhou Thermal Power Corporation (錦州熱電總公司) from April 1990 to May 2008. He joined the Group as the head of Cell Business Department and Equipment Department in 2008 and later became the plant head of Cell Business Department since 2012 and the general manager of Cell Business Department since 2014.

Mr. ZHANG Hai (張海), aged 34, the general manager of Module Business Department of the Group. He joined the Group in May 2009. He graduated from Northeastern University in 2006 with a bachelor's degree in information technology and business management and is an electrical engineer. In 2010, Mr. ZHANG was employed by Huachang Photovoltaic Technology Co., Ltd (華昌光伏科技有限公司) as the head of Quality Assurance Department. He served as the head of Group Quality Control Department in 2012 and the director of Group Quality Management Department in February 2014. In August 2014, he became the general manager of Module Business Department.

Mr. ZHANG Yuewen (張躍文), aged 52, the general manager of System Integration Business Department of the Group. He joined the Group in 2003 and was appointed as the head of Production Operation Department on the same date. Mr. ZHANG served as the head of Production Operation Department since 2003 and then became the Marketing Director of Solargiga in 2005. At the end of 2009, he acted as the general manager of Shanghai Jingji Electronic Materials Co., Ltd.. In February 2014, he was appointed as the general manager of System Integration Business Department and general manager of Shanghai Jingji Company (上海晶技公司).

高級管理人員(續)

王立新先生，49歲，本集團電池片事業部總經理。彼於二零零零年畢業於遼寧省黨校。加盟本集團前，王先生自一九九零年四月至二零零八年五月出任錦州熱電總公司專責工程師。自二零零八年加盟本集團，任電池片事業部生產部部長兼設備部部長，其後於二零一二年任電池片事業部廠長，二零一四年起任電池片事業部總經理一職。

張海先生，34歲，本集團組件事業部總經理。彼於二零零九年五月加盟本集團。彼於二零零六年畢業於東北大學，獲得信息技術與商務管理學士學位，為電氣工程師。張先生二零一零年獲聘任為華昌光伏科技有限公司品保部部長，二零一二年任集團質檢部部長，二零一四年二月任集團質量管理部總監，二零一四年八月任組件事業部總經理一職。

張躍文先生，52歲，本集團系統集成事業部總經理。彼於二零零三年加盟本集團並於同日委任生產經營部部長。張先生自二零零三年出任生產經營部部長，其後於二零零五年轉任陽光能源營銷總監，二零零九年底任上海晶技電子材料有限公司總經理，並於二零一四年二月聘任為系統集成事業部總經理兼任上海晶技公司總經理職位。

REPORT OF THE DIRECTORS

董事會報告書

The Directors present the annual report together with the audited consolidated financial statements for the year ended 31 December 2016.

Principal Activities

The Company acts as an investment holding company of the Group. The principal activities of the Group are the trading of, manufacturing of and provision of processing services for polysilicon and monocrystalline silicon solar ingots/wafers, and the producing of and trading of photovoltaic cells and modules, the installation of photovoltaic systems and the operating of photovoltaic power plants. The analysis of the principal activities and geographical locations of the operations of the subsidiaries during the financial year are set out in note 1 to the financial statements. Further discussion and analysis of these activities, including a description of an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 9 to 22 of this annual report. This discussion forms part of this directors' report.

Major Customers and Suppliers

The Group's top five customers are mainly silicon solar wafer, cell or modules manufacturers or traders. In aggregate, the largest and five largest customers did not exceed 40% (2015: 36%) and 73% (2015: 79%) of the Group's total sales in 2016 respectively.

The Group currently procures raw materials from about 95 major suppliers (2015: 111). In aggregate, purchases from its largest and five largest suppliers did not exceed 27% (2015: 23%) and 49% (2015: 65%) of the Group's total purchases in 2016 respectively. Save for WWX, at no time during the year have the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major suppliers and/or customers.

董事提呈本年報連同截至二零一六年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司為本集團投資控股公司。本集團主要業務為買賣及製造太陽能多晶及單晶硅棒／硅片，以及提供太陽能多晶及單晶硅棒／硅片的加工服務，並生產及買賣光伏電池及組件、安裝光伏系統以及經營光伏電站。本財政年度內附屬公司之主要業務及按地區分部劃分之業務分析載於財務報表附註1。有關該等活動的進一步討論及分析(包括本集團業務中可能進行的未來發展的跡象的描述)載於本年報第9至22頁管理層討論及分析。此討論構成董事會報告書的一部分。

主要客戶及供應商

本集團五大客戶主要為太陽能硅片、電池或組件製造商或貿易商。最大及五大客戶於二零一六年的銷售總額分別不超過本集團銷售總額的40%(二零一五年：36%)及73%(二零一五年：79%)。

本集團現時從約95家(二零一五年：111家)主要供應商採購原材料。最大及五大供應商於二零一六年的採購總額分別不超過本集團採購總額的27%(二零一五年：23%)及49%(二零一五年：65%)。除合晶科技外，董事、彼等的緊密聯繫人士或就董事所知擁有本公司股本5%以上之任何本公司股東，概無於本年度內任何時間，在該等主要供應商及／或客戶中擁有任何權益。

Financial Statements and Dividends

The profit of the Group for the year ended 31 December 2016 and the Group's financial position as at that date are set out in the financial statements on pages 63 to 168. The Directors do not recommend the payment of a final dividend for the years ended 31 December 2016 and 2015.

Transfer to Reserves

Loss attributable to shareholders of the Company for the year ended 31 December 2016 was RMB239,149,000 (2015: profit of RMB15,653,000) had been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity on page 67.

As at 31 December 2016, distributable reserves of the Company amounted to approximately RMB1,139,160,000 (2015: RMB1,141,354,000).

Charitable Donations

Charitable donations made by the Group during the year amounted to RMB222,000 (2015: RMB165,000).

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2016 are set out in note 27 to the financial statements.

Property, Plant and Equipment

Details of acquisitions and other movements in property, plant and equipment are set out in note 14 to the financial statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 35 to the financial statements.

Five-year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 5 of the annual report.

財務報表及股息

本集團截至二零一六年十二月三十一日止年度的利潤，以及本集團於同日的財務狀況，載於第63至168頁的財務報表。董事不建議就截至二零一六年及二零一五年十二月三十一日止年度派付末期股息。

轉撥至儲備

截至二零一六年十二月三十一日止年度本公司股東應佔虧損為人民幣239,149,000元(二零一五年：利潤人民幣15,653,000元)已轉撥入儲備。儲備的其他變動載於第67頁綜合權益變動表內。

於二零一六年十二月三十一日，本公司可分派儲備約為人民幣1,139,160,000元(二零一五年：人民幣1,141,354,000元)。

慈善捐款

本年度內本集團所作慈善捐款為人民幣222,000元(二零一五年：人民幣165,000元)。

銀行貸款及其他借貸

本集團於二零一六年十二月三十一日的銀行貸款及其他借貸詳情，載於財務報表附註27。

物業、廠房及設備

收購物業、廠房及設備以及其他變動的詳情，載於財務報表附註14。

股本

本年度內本公司股本變動的詳情，載於財務報表附註35。

五年財務摘要

本集團過去五個財政年度的業績以及資產與負債的概要，載於本年報第5頁。

Report of the Directors 董事會報告書

Directors

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

Executive Directors

Mr. TAN Wenhua, *Chairman*
Mr. TAN Xin
Mr. WANG Chunwei

Non-executive Director

Mr. HSU You Yuan

Independent Non-executive Directors

Dr. WONG Wing Kuen, Albert
Ms. FU Shuangye
Mr. ZHANG Chun

In accordance with the provisions of the Company's articles of association, Mr. TAN Wenhua, Mr. TAN Xin and Dr. WONG Wing Kuen, Albert, will retire by rotation at the forthcoming annual general meeting. Mr. TAN Wenhua, Mr. TAN Xin and Dr. WONG Wing Kuen, Albert, being eligible, and will offer themselves for re-election at the annual general meeting.

Directors' Service Contracts

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Related Party Transactions

During the year ended 31 December 2016, transactions with the following parties are considered to be related party transactions:

Name of party 各方名稱	Relationship 關係
Jinzhou Changhua Carbon Products Company Limited 錦州昌華碳素製品有限公司	Controlled by Tan Wenhua, Chairman of the Company 受本公司主席譚文華控制
Jinzhou Huarong Property Management Company Limited 錦州華榮物業管理有限公司	Controlled by Tan Wenhua, Chairman of the Company 受本公司主席譚文華控制
Jinzhou Youlin Semi-Conductor Material Co., Ltd. 錦州佑林半導體材料有限公司	Controlled by spouse of Tanxin, an executive director of the Company 受本公司執行董事譚鑫的配偶控制
Jinzhou Aoke Yangguang New Energy Company Limited 錦州奧克陽光新能源有限公司	Associate of the Group 本集團的聯營公司

Details of the related party transactions are disclosed in note 41 to the financial statements.

董事

本財政年度內及直至本報告日期止的在任董事為：

執行董事

譚文華先生，主席
譚鑫先生
王君偉先生

非執行董事

許祐淵先生

獨立非執行董事

王永權博士
符霜葉女士
張椿先生

根據本公司組織章程細則的條文，譚文華先生、譚鑫先生及王永權博士將於應屆股東週年大會輪值退任。譚文華先生、譚鑫先生及王永權博士均合資格並將於股東週年大會重選連任。

董事服務合約

概無擬於應屆股東週年大會重選連任的董事與本公司訂立任何不可於一年內免付賠償(法定賠償除外)予以終止的服務協議。

關聯方交易

截至二零一六年十二月三十一日止年度，與下列人士的交易被視為關聯方交易：

有關關聯方交易的詳情於財務報表附註41披露。

Continuing Connected Transactions

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the Company's continuing connected transactions.

Connected Transaction

On 6 May 2016, Jinzhou Jinmao Photovoltaic Technology Co., Ltd.* (錦州錦懋光伏科技有限公司) ("Jinzhou Jinmao"), an indirectly-owned subsidiary of the Company, entered into an agreement, pursuant to which the Vendor has agreed to dispose of, and Jinzhou Jinmao has agreed to acquire, the state-owned land use rights in respect of the Land together with the factory buildings and premises erected thereon at a cash consideration of RMB8,000,000.

As the Vendor is owned as to 35% by Jinzhou Yuexin Silicon Materials Co., Ltd.* (錦州悅鑫硅材料有限公司) ("Jinzhou Yuexin"), a company established in the PRC with limited liability and wholly owned by Mr. Tan Xin, an executive Director, the Vendor was a close associate of Mr. Tan Xin and thus a connected person of the Company. Consequently, the Acquisition constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) other than the profits ratio are less than 5%, the Acquisition is a de minimis transaction under Rule 14A.76(2)(a) of the Listing Rules and is exempt from the circular (including independent financial advice) and Shareholders' approval requirements.

Having taken into account the market value of the Land and the consideration for the Acquisition, the Directors consider that the Acquisition presents an excellent investment opportunity for the Group and to provide further working space to cope with the expected expansion in the Group's sales of photovoltaic modules. In light of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Acquisition and the consideration for the Acquisition are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

持續關連交易

本公司確認，其已根據上市規則第14A章就本公司持續關連交易遵守有關披露規定。

關連交易

於二零一六年五月六日，錦州錦懋光伏科技有限公司 (Jinzhou Jinmao Photovoltaic Technology Co., Ltd.)* (「錦州錦懋」) 與賣方訂立該協議，據此，賣方同意出售而錦州錦懋同意收購該土地的國有土地使用權連同其上建設的工廠大樓及處所，現金代價為人民幣8,000,000元。

錦州悅鑫硅材料有限公司 (「錦州悅鑫」) 是在中國成立的有限責任公司，由執行董事譚鑫先生全資擁有，由於錦州悅鑫擁有賣方的35%股權，因此賣方為譚鑫先生的緊密聯繫人，故為本公司關連人士。因此，根據上市規則第14A章，收購事項構成本公司的關連交易。

由於盈利比率以外的適用百分比率 (定義見上市規則) 低於5%，因此根據上市規則第14A.76(2)(a)條，收購事項為符合最低豁免水平的交易，獲豁免遵守通函 (包括獨立財務意見) 及股東批准的規定。

經計及該土地的市值及收購事項的代價後，董事認為收購事項是本集團絕佳的投資機會，可提供更多工作空間，配合本集團光伏組件銷售的預期拓展。有鑑於此，董事 (包括獨立非執行董事) 認為，收購事項的條款及收購事項的代價乃按正常商業條款訂立，屬公平合理，並符合本公司及股東的整體利益。

Connected Transaction (continued)

Reference is made to the announcement of Solargiga Energy Holdings Limited (the “Company”) dated 6 May 2016 (the “Announcement”), in relation to the land use rights acquisition agreement dated 6 May 2016 between the Vendor and Jinzhou Jinmao Photovoltaic Technology Co., Ltd. in relation to the Acquisition (the “Acquisition Agreement”).

On 30 June 2016, a Supplemental Acquisition Agreement between the Vendor, Jinzhou Jinmao Photovoltaic Technology Co., Ltd. (as the initial purchaser under the Acquisition Agreement) and Jinzhou Yangguang Energy Co., Ltd. was duly executed for purpose of amending and restating the Acquisition Agreement as follows:

1. Jinzhou Jinmao Photovoltaic Technology Co., Ltd. shall be substituted by Jinzhou Yangguang Energy Co., Ltd. as the new purchaser to acquire the Land and the factory premises and ancillary structures established thereon and assume all purchaser’s rights and obligations under the Acquisition Agreement.
2. Save as disclosed in paragraph 1 above, all the terms and conditions of the Supplemental Acquisition Agreement (including without limitation, the consideration, payment terms and completion date) remain the same as those of the Acquisition Agreement and all the terms of the Acquisition remain unchanged.

Jinzhou Jinmao Photovoltaic Technology Co., Ltd. and Jinzhou Yangguang Energy Co., Ltd. are both subsidiaries of the Company. The amendments are to improve the Group’s allocation of resources to complement the ongoing consolidation and concentration of the Group’s production bases, and enhance economies of scale and operational efficiency. The Directors consider that this allocation of resources will not affect the existing production capacity and expected outlook of our all business segments. On the basis of the above, the Directors (including the independent non-executive Directors) consider that the terms of the Supplemental Acquisition Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

關連交易 (續)

茲提述陽光能源控股有限公司(「本公司」)日期為二零一六年五月六日的公告(「該公告」)，內容有關賣方與錦州錦懋光伏科技有限公司於二零一六年五月六日就收購事項訂立的收購協議(「收購協議」)。

於二零一六年六月三十日，賣方、錦州錦懋光伏科技有限公司(作為收購協議項下的初始買方)及錦州陽光能源有限公司正式簽立補充收購協議，藉以修訂及重訂收購協議如下：

1. 錦州陽光能源有限公司取代錦州錦懋光伏科技有限公司作為新買方，以購買該土地以及其上建設的工廠處所及附設構築物，並承擔收購協議項下的所有買方權利及責任。
2. 除上文第1段披露者外，補充收購協議的所有條款及條件(包括但不限於代價、付款條款及完成日期)將與收購協議所載者相同，而收購事項的所有條款將維持不變。

錦州錦懋光伏科技有限公司及錦州陽光能源有限公司均為本公司子公司。上述修訂乃為加強集團資源調配，以配合持續整合與集中本集團生產基地，強化規模經濟的生產效益。董事認為此調配不會影響本集團現存的生產產能及各業務的預期拓展。有鑑於此，董事(包括獨立非執行董事)認為，補充收購協議的條款乃按正常商業條款訂立，屬公平合理，並符合本公司及股東的整體利益。

Connected Transaction (continued)

For the year ended 31 December 2016, the related party transactions disclosed in note 41 to the financial statements include transactions that did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules, and transactions that constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules as disclosed above.

Share Option Scheme

The Company has conditionally approved and adopted the share option scheme on 27 February 2008 ("Share Option Scheme") in which certain participants may be granted options to subscribe for the ordinary shares in the share capital of the Company with a nominal value of HK\$0.10 each ("Shares"). The Directors believe that the Share Option Scheme is important for the recruitment and retention of quality executives and employees.

The subscription price for the Shares to be granted under the Share Option Scheme will be determined by the Board and will be the highest of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

關連交易(續)

截至二零一六年十二月三十一日止年度，財務報表附註41所披露的關聯方交易包括並不構成上市規則第14A章項下的關連交易或持續關連交易的交易，以及上文所披露根據上市規則第14A章構成關連交易或持續關連交易的交易。

購股權計劃

本公司已於二零零八年二月二十七日有條件批准及採納購股權計劃(「購股權計劃」)，若干參與者可獲授購股權認購本公司股本中每股面值0.10港元之普通股(「股份」)。董事相信購股權計劃對聘用及留聘高質素的行政人員及僱員至為重要。

根據購股權計劃授出股份的認購價將由董事會釐定，並將以下列最高者為準：

- (i) 股份於授出日期(須為聯交所開門進行證券交易業務的日子)於聯交所每日報價表所報的正式收市價；
- (ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報正式收市價平均數；及
- (iii) 股份面值。

Share Option Scheme (continued)

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the listing of the Company's shares on the Stock Exchange ("the Listing") (but taking no account of any Shares which may be sold pursuant to the exercise of the over-allotment option in connection with the Listing) and capitalisation issue, being 169,076,650 Shares which represents 5.26% of the existing issued share capital of the Company.

The total number of securities available for issue under the Share Option Scheme as at 31 December 2016 was 158,186,650 Shares which represents 4.93% of the existing issued share capital of the Company (after deducting the grant of options to subscribe for 42,269,163 Shares on 29 December 2008 and adding back the number of options to subscribe for 10,285,000 Shares and 21,094,163 Shares lapsed on 30 April 2009 and 31 December 2010, respectively).

No option may be granted to any person such that the total number of Shares issued and to be issued upon exercise of all options granted and to be granted to each participant in any 12-month period up to the date of the latest grant under the Share Option Scheme exceeds 1% of the number of Shares in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board, which must not be more than 10 years from the date of the grant.

No share option was granted under the Share Option Scheme during the year.

Save as otherwise disclosed, at no time during the year was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate.

Purchase, Sale Or Redemption of the Company's Listed Securities

There was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities during the year ended 31 December 2016.

購股權計劃(續)

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權涉及的股份數目上限，合共不得超過緊隨本公司股份於聯交所上市(「上市」)(但並不計及根據有關上市之超額配股權獲行使而可能出售的任何股份)及資本化發行完成後已發行股份總數的10%，即169,076,650股股份，相當於本公司現有已發行股本5.26%。

截至二零一六年十二月三十一日，於購股權計劃項下可發行證券總數為158,186,650股股份，相當於本公司現有已發行股本4.93%(扣除於二零零八年十二月二十九日授出可認購42,269,163股股份的購股權，並加回分別可認購10,285,000股股份及21,094,163股股份並於二零零九年四月三十日及二零一零年十二月三十一日失效的購股權後)。

本公司不得向任何人士授出購股權，致使該名人士在根據購股權計劃截至最後授出日期止任何12個月期間內已獲授或將獲授之所有購股權於行使時所發行及可予發行之本公司股份總數，超過已發行股份數目之1%。

購股權可根據購股權計劃條款於董事會釐定的期間內隨時行使，而有關期間自授出日期起計不得超過10年。

本年度內概無根據購股權計劃授出購股權。

除另有披露者外，本公司、其任何控股公司、附屬公司或同系附屬公司於年內任何時間概無參與任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債券而獲益。

購買、出售或贖回本公司上市證券

於截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

Interest and Short Positions of the Directors and the Chief Executives of the Company in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As at 31 December 2016, so far as the Directors are aware, the Directors and the chief executives of the Company and their associates had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉

於二零一六年十二月三十一日，據董事所悉，董事及本公司最高行政人員及彼等之聯繫人士於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有已記錄於根據證券及期貨條例第352條規定存置的登記冊或根據標準守則須另行知會本公司及聯交所的權益如下：

Name of Director 董事姓名	Nature interest 權益性質	Number of ordinary shares held (Note 1) 所持普通股數目 (附註1)	Approximate percentage of shareholding (%) 概約持股百分比 (%)
Mr. TAN Wenhua 譚文華先生	Beneficial interest (Note 2) 實益權益(附註2)	556,924,443 (L)	17.34%
	Interest of a controlled corporation (Note 2) 受控法團權益(附註2)	155,320,308 (L)	4.84%
Mr. WANG Chunwei 王君偉先生	Beneficial interest (Note 4) 實益權益(附註4)	100,500 (L)	0.01%
	Family interest (Note 4) 家族權益(附註4)	262 (L)	0.01%
Mr. HSU You Yuan 許祐淵先生	Beneficial interest 實益權益	13,861,346 (L)	0.43%
	Interest in options (Note 3) 於購股權的權益(附註3)	239,835 (L)	0.01%
	Security interest (Note 3) 抵押權益(附註3)	239,835 (L)	0.01%
	Trustee's interest 受託人權益	7,252,085 (L)	0.23%

Interest and Short Positions of the Directors and the Chief Executives of the Company in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

(continued)

Notes:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) As at 31 December 2016, Mr. Tan Wenhua is interested in an aggregate of 712,244,751 Shares, of which (i) 556,924,443 Shares are directly held by Mr. Tan Wenhua; and (ii) 155,320,308 Shares are held by You Hua Investment Corporation, which is wholly-owned by Mr. Tan Wenhua.
- (3) As at 31 December 2016, Mr. Hsu You Yuan had security interest in these Shares pursuant to a share charge granted by the relevant employees and consultants to secure their obligations to pay for the purchase price of the Shares and their obligations to comply with the relevant regulatory requirements to which they are subject to (if any).
- (4) As at 31 December 2016, Mr. Wang is interested in an aggregate of 100,762 Shares, of which 100,500 Shares are directly held by Mr. Wang and 262 Shares are held by Mr. Wang's spouse.

Substantial Shareholders' and Other Persons Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2016, so far as the Directors are aware, save as disclosed above, the persons or corporations (not being a Director or chief executive of the Company) who have interest or short positions in the shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company were as follows:

董事及本公司最高行政人員於本公司及其相聯法團的股份、相關股份及債券的權益及淡倉(續)

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 於二零一六年十二月三十一日，譚文華先生合共於712,244,751股股份中擁有權益，當中(i) 556,924,443股股份由譚文華先生直接持有，及(ii) 155,320,308股股份由譚文華先生全資擁有之佑華投資有限公司持有。
- (3) 於二零一六年十二月三十一日，許祐淵先生根據相關僱員及顧問授出的股份抵押亦擁有該等股份的擔保權益，以確保彼等履行支付股份收購價以及遵從彼等受其限制的相關規管規定(如有)的責任。
- (4) 於二零一六年十二月三十一日，王先生合共於100,762股股份中擁有權益，當中100,500股股份由王先生直接持有及262股股份由王先生配偶持有。

主要股東及其他人士於股份及相關股份中的權益及淡倉

截至二零一六年十二月三十一日，據董事所悉，除上文披露者外，以下人士或法團(並非董事或本公司最高行政人員)於本公司股份及相關股份中，擁有已記錄於根據證券及期貨條例第336條規定存置的登記冊或已另行知會本公司的權益或淡倉：

Name 名稱/姓名	Capacity 身分	Number of ordinary shares held (Note 1) 所持普通股數目 (附註1)	Approximate percentage of shareholding (%) 概約持股百分比 (%)
Hiramatsu International Corp.	Beneficial owner 實益擁有人	354,261,692 (L)	11.03%
Hiramatsu Hiroharu (Note 2) (附註2)	Interest of a controlled corporation 受控法團權益	354,261,692 (L)	11.03%
Wafer Works Investment Corp. ("WWIC")	Beneficial owner 實益擁有人	248,759,822 (L)	7.75%
Wafer Works Corp. ("WWX") (Note 3) 合晶科技股份有限公司 (「合晶科技」)(附註3)	Interest of a controlled corporation 受控法團權益	248,759,822 (L)	7.75%

Substantial Shareholders' and Other Persons Interests and Short Positions in Shares and Underlying Shares (continued)

Notes:

1. The letter "L" denotes the person's long position in such securities.
2. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Hiramatsu International Corp. is wholly-owned by Hiramatsu Hiroharu as at the date of this report. By virtue of the SFO, Hiramatsu Hiroharu is deemed to be interested in the Shares held by Hiramatsu International Corp.
3. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, WWIC is wholly-owned by WWX as at the date of this report. By virtue of the SFO, WWX is deemed to be interested in the Shares held by WWIC.

Save as disclosed above, as at 31 December 2016, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

Directors' Interest in Potentially Competing Businesses

Mr. TAN Wenhua, being the executive Director, is interested in other related businesses, particulars of which are set out below:

For the year ended 31 December 2016, Mr. Tan held approximately 40% interest in Jinzhou Changhua. Jinzhou Changhua is engaged in the manufacturing of graphite and graphite related products. The business of Jinzhou Changhua does not compete with that of the Group. Jinzhou Changhua, as a company which manufactures graphite and graphite related products, is not a competitor of the Group because (a) the Group is not engaged in the manufacturing of graphite or any graphite related products; and (b) graphite is not a substitute for polysilicon in the manufacturing of solar products currently produced by the Group.

主要股東及其他人士於股份及相關股份中的權益及淡倉(續)

附註：

1. 字母[L]指該人士於該等證券的好倉。
2. 據董事於作出一切合理查詢後所深知、全悉及確信，於本報告日期，Hiramatsu Hiroharu全資擁有Hiramatsu International Corp.。根據證券及期貨條例，Hiramatsu Hiroharu被視為於Hiramatsu International Corp.持有的股份中擁有權益。
3. 據董事於作出一切合理查詢後所深知、全悉及確信，於本報告日期，合晶科技全資擁有WWIC。根據證券及期貨條例，合晶科技被視為於WWIC持有的股份中擁有權益。

除上文所披露者外，截至二零一六年十二月三十一日，董事並不知悉有任何其他人士或法團於本公司的股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文披露的權益或淡倉。

董事於潛在競爭業務的權益

執行董事譚文華先生於其他相關業務擁有權益，其中詳情載列如下：

於截至二零一六年十二月三十一日止年度，譚先生於錦州昌華持有約40%的權益。錦州昌華從事製造石墨及石墨相關產品。錦州昌華的業務與本集團的業務並不存在任何競爭。作為一家製造石墨及石墨相關產品的公司，錦州昌華並非本集團的競爭對手，原因為(a)本集團並無從事石墨或任何石墨相關產品的製造業務；及(b)石墨不能替代多晶硅作為製造本集團目前生產的太陽能產品的原材料。

Non-competition Undertaking

The Directors confirm that they have no interest in any business (apart from the Group's business) which competes or is likely to compete, either directly or indirectly, with the Group's business. The Directors have also signed a non-competition undertaking with the Company.

Disclosure on how the non-competition undertaking has been complied with and enforced would be consistent with the principles of making voluntary disclosures under the Listing Rules.

Pursuant to the non-competition undertaking dated 27 February 2008, Mr. TAN Wenhua shall continue to be bound by the terms of the non-competition undertaking in the event that he ceases to be a Director but remains a substantial shareholder of the Company.

The interested Director shall abstain from the meeting where there is actual or potential conflict in interest.

Directors' Interests in Contracts

No contract of significance to which the Company or any of its subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Emolument Policy

The emolument policy of the employees of the Group is set out by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

Retirement Benefit Schemes

Particulars of the retirement benefit schemes of the Group are set out in note 34 to the financial statements.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association, or the law of Cayman Islands, being the jurisdiction in which the Company is incorporated under which would oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

不競爭承諾

董事確認，除本集團業務外，彼等概無於與本集團業務直接或間接存有競爭或極可能存有競爭的任何業務擁有權益。董事亦已與本公司訂立不競爭承諾。

本公司有關披露遵守及強制執行不競爭承諾情況的方式將與上市規則所載自願作出披露的原則相符。

根據二零零八年二月二十七日作出的不競爭承諾，倘若譚文華先生終止擔任董事職務但繼續為本公司主要股東，彼亦須受不競爭承諾的條款約束。

倘會議上討論的事宜與董事實際或可能存在利益衝突，該涉及利益董事須放棄出席有關會議。

董事之合約權益

本公司或其任何附屬公司或同系附屬公司概無參與訂立任何於年終或年內任何時間仍然有效，且董事於當中直接或間接擁有重大權益之重大合約。

薪酬政策

薪酬委員會按照僱員表現、資歷及能力，制定本集團僱員之薪酬政策。

薪酬委員會參照本公司的營運業績、董事個別表現及可比較市場統計數據，決定董事的薪酬。

退休福利計劃

本集團福利計劃詳情，載於財務報表附註34。

優先購股權

本公司之組織章程細則或開曼群島(即本公司註冊成立的司法權區)法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東提呈新股。

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Special enquiries have been made by the Company to confirm that all Directors have been complied with the Model Code for the year ended 31 December 2016.

Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the corporate governance report on pages 23 to 33.

Audit Committee

The Company established an Audit Committee with written terms of references adopted in compliance with the Code set out in Appendix 14 of the Listing Rules. The members of the Audit Committee are the three independent non-executive Directors, and Mr. Wong Wing Kuen Albert, an independent non-executive Director, is the Chairman of the Audit Committee.

The Audit Committee is to serve as a focal point for communication between other Directors, the external auditor and the internal auditor (where an internal audit function exists) of the Company as regards their duties relating to financial and other reporting, internal controls, external and internal audits and such other financial and accounting matters as the Board determines from time to time.

The Audit Committee is to assist the Board in providing an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time and the Company considers these systems effective and adequate. The audit committee has reviewed the Group's interim and annual consolidated financial statements for the year 2016, including the accounting principles and practices adopted by the Group.

Sufficiency of Public Float

As at the date of this annual report, the Company has maintained the prescribed public float of not less than 25% of the issued share capital of the Company pursuant to the Listing Rules and as agreed with the Stock Exchange, based on the information that is publicly available to the Company and within the knowledge of the Directors.

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標準守則作為董事進行證券交易的操守守則。本公司作出特定查詢後確認，全體董事於截至二零一六年十二月三十一日止年度已遵守標準守則。

企業管治

本公司採納的主要企業管治常規，載於第23至33頁的企業管治報告。

審核委員會

本公司已成立審核委員會，並採納按照上市規則附錄十四所載守則制定的書面職權範圍。審核委員會成員由三名獨立非執行董事組成，而獨立非執行董事王永權先生為審核委員會主席。

審核委員會乃作為其他董事、本公司外聘核數師與內部核數師(倘存在內部審核職能)之間的溝通橋樑，關乎彼等職責中相關的財務及其他報告、內部監控、外部及內部審核以及董事會不時決定的其他財務及會計事宜。

審核委員會負責協助董事會獨立檢討本集團的財務報告過程、內部監控及風險管理制度的成效、監管審核過程及履行董事會不時指派的其他職責及責任及本公司認為這些制度為適當及有效。審核委員會已審閱本集團的二零一六年度中期及年度綜合財務報表，包括本集團採納的會計原則及常規。

足夠公眾持股量

根據本公司透過公開途徑獲得的資料及據董事所知悉，於本年報日期，本公司一直維持上市規則所訂明並經與聯交所協定本公司已發行股本不少於25%的公眾持股量。

Confirmation of Independence

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

Auditors

Ernst & Young was appointed by the Directors to conduct audit on the financial statements of the Company for the year ended 31 December 2016. A resolution will be proposed at the forthcoming annual general meeting to reappoint Ernst & Young as the auditors of the Company.

By Order of the Board

TAN Wenhua

Chairman

Hong Kong, 31 March 2017

獨立身分的確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立身分確認書，並認為全體獨立非執行董事均為獨立人士。

核數師

安永會計師事務所獲董事委任審核本公司截至二零一六年十二月三十一日止年度之財務報表。於應屆股東週年大會上將提呈一項決議案以續聘安永會計師事務所為本公司核數師。

承董事會命

主席

譚文華

香港，二零一七年三月三十一日

ABOUT ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

關於環境、社會及管治報告

This report is the first Environmental, Social and Governance (the “ESG”) Report published by the Group in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) issued by the Stock Exchange. This ESG Report mainly covers the policies, initiatives and performance of the Group’s business for the year ended 31 December 2016.

Environmental Emission

As for environmental protection, the Group continues to invest in energy-saving equipment. The Group attaches great importance to green production, and continuously advances its technology in energy saving, emissions reduction and clean production. It also controls stringently the emission of wastes. According to the Group’s waste management policy, waste have to be minimized, reused and recycled before final necessary disposal.

The Group regularly keeps track of the latest national and regional environmental laws and regulations, complies with relevant laws and rules such as the Environmental Protection Law of the People’s Republic of China (中華人民共和國環境保護法), the Environmental Impact Assessment Law of the People’s Republic of China (中華人民共和國環境影響評價法) and the Prevention and Control of Environmental Noise Pollution of the People’s Republic of China (中華人民共和國環境雜訊污染防治法), and takes various measures to achieve better performance in environmental protection that covers daily offices activities and specific businesses. During the year, the Company has not been subject to any fines or related litigation in relation to environmental pollution.

Use of Resources

The Group strictly executes the policies, regulations and standards on energy conservation provided by national, local and industrial authorities, such as the Law of the People’s Republic of China on Energy Conservation (中華人民共和國節約能源法). In order to have better efficiency of resources, the Group emphasizes on saving energy, water, materials and land, comprehensive use of resources, and development of circular economy. The Group also facilitates its sustainable development with better management measures, an enhanced awareness of saving resources, and efficient and cyclic use of resources. It strictly manages its use of resources, to ensure reasonable use of resources in the course of operation and avoid waste. Upon assessment by our Environmental and Safety Department, the Group has no significant impact of environmental and natural resource use. The Group is active in practicing the concept of green development and promoting the green development of the production chain.

本報告為本集團根據聯交所頒佈之《環境、社會及管治報告指引》刊發的首份環境、社會及管治報告。本環境、社會及管治報告主要涵蓋本集團截至二零一六年十二月三十一日止年度的業務政策、措施及表現。

環境

排放物

環保方面，本集團繼續投資於節能設備。本集團相當重視綠色生產，並不斷精進其於節能、減排和清潔生產方面的科技。本集團亦嚴格控制廢料排放。根據本集團之廢料管理政策，須先盡量減少、重用及循環再造廢料，最後才能進行必要的棄置。

本集團定期留意最新的國家及地區環保法律法規，遵守《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》及《中華人民共和國環境雜訊污染防治法》等相關法律及規則，並採取多項措施，務求在日常辦公活動及具體業務中取得更佳的環保成效。年內，本公司並無就環境污染而面臨任何罰款或相關訴訟。

資源使用

本集團嚴格執行國家、地方及行業機關規定的節能政策、法規及準則，例如《中華人民共和國節約能源法》。為達致更高的資源效益，本集團著眼於節約能源、用水、材料和土地、資源全面利用以及循環經濟發展。本集團亦通過改進管理措施、提高節約資源意識、資源的高效及循環利用，以促進其可持續發展。本集團嚴格管理資源運用，確保在營運過程中合理使用資源，避免產生廢料。經我們的環保及安全部門評估後，本集團的環境及天然資源運用並無重大影響。本集團積極落實綠色發展概念，推動生產鏈的綠色發展。

Environmental (continued)

The Environment and Natural Resources

For minimizing the impact on the environment from our business operations, the Group implements measures for environmental protection, including using energy efficient equipment to achieve additional energy savings and reduce waste. To save the coal usage, no coal boiler was used and circulating water was used to provide heating function for winter seasons. Further, sewage treatment stations, acid mist treatment towers, purification towers had developed to achieve the environmental sustainability.

Social

Employment

Employees are the important value of our Group. In 2016, the Group has complied with all relevant labour laws and regulations in respective countries. The Group offers competitive remuneration, promotional opportunity, compensation and benefit packages to attract and retains talents. Salaries are reviewed regularly in reference to performance appraisals and the market trend.

All employment are based on personal capabilities and qualifications regardless of race, religion, sex, age, national origin, citizenship or any other form of discrimination. The Group strictly prohibits discrimination among the employees in all business operations and also provides equal opportunity to all employees. Stringent and cautious measures such as training have been implemented by our human resources department in order to prevent cases of discrimination.

Health and Safety

The Group has complied with all relevant laws and regulations in respective countries, especially to its production processes. A series of health and safety policies is in place to ensure the overall safety of our working environment. All employees are strictly to comply all the health and safety codes and manuals of their production processes and departments. During the year, the Group did not have any non-compliance with laws and regulations in respect of employees' health and safety.

Development and Training

Training and development always is the key factor for business success. The Group provided various training programs which covering corporate culture, occupational safety, laws and regulations, professional skills and other aspects for employees from different departments tailored to their business needs. The training programs are evaluated regularly to review the effectiveness and compared to the business needs. The Group also updates the latest information of the industry and laws and regulations which is essential to the Group's operations and their job responsibilities from time to time.

環境(續)

環境及天然資源

為降低業務營運對環境造成的影響，本集團實行環保措施，包括使用高能源效益設備，進一步節電減廢。為節省煤炭使用，本集團於冬季期間並無使用燃煤鍋爐供暖，而是使用循環水。另外，我們已發展污水處理站、酸霧處理塔和淨化塔，以達致環境的可持續發展。

社會

僱傭

僱員為本集團的重要價值所在。二零一六年，本集團已遵守有關國家所有相關的勞動法律及法規。本集團提供具競爭力的薪酬、晉升機會、薪金及福利方案，藉以吸引和挽留人才。我們定期參照績效評核和市場趨勢檢討薪金。

所有僱員都是因應個人才能和資歷聘請，並不存在任何種族、宗教、性別、年齡、國籍、公民身分或任何其他形式的歧視。本集團嚴禁所有業務營運的僱員之間有任何歧視，全體僱員均享有平等的機會。我們的人力資源部分已實行嚴謹措施(例如培訓)，以免出現歧視。

健康與安全

本集團已遵守有關國家所有相關的法律及法規，特別是在生產流程方面。本集團訂有一系列健康與安全政策，確保工作環境的整體安全。我們嚴格要求全體僱員遵守其生產流程及部門的所有健康與安全守則及手冊。年內，本集團並無違反任何有關僱員健康與安全的法律及法規。

發展及培訓

培訓及發展一直為業務成功的關鍵因素。本集團為不同部門僱員度身設計不同的培訓計劃，涵蓋企業文化、職業安全、法律法規、專業技能及其他方面，以應付其業務需要。我們定期評估培訓計劃的成效，並與業務需要互相對比。本集團亦不時向僱員提供對本集團營運及其職責至為重要的最新行業及法律法規信息。

Social (continued)

Labour Standards

The Group has complied with all the relevant local labour laws and regulations in respective countries. In PRC, The Group keeps track of and updates the laws and regulations regularly such as the “Labor Law of the People’s Republic of China” (中華人民共和國勞動法) and the “Labor Contract Law of the People’s Republic of China” (中華人民共和國勞動合同法). The Group strictly prohibits the use of child or forced labour in our business operations.

Supply Chain Management

The Group has devised a comprehensive and systematic mechanism in supplier selection process. The comprehensive assessment is based on investigation of suppliers’ reputation, capabilities, credit and previous track record.

Most of the key suppliers have a close and long term relationship with the Group. During the year, the Group considered the relationship with its suppliers was well and stable.

Product Responsibility

The quality of products is the important key to customers’ loyalty. The Group performs the high quality controls in every production operations. Procedures and policies are established to govern the claims and complaints. If the Group receives any claims or complaints of the products and services, it will conduct investigation in order to provide immediate and appropriate responses to our customers. This strengthens product quality, and consequently enables us to stay competitive in the market.

Anti-Corruption

The Group is committed to achieving the highest possible standards of openness and integrity. Hence, it strictly implements various operating procedures and codes of conduct to regulate the work ethic of the Group’s senior management and general staff. Employees are required to declare potential conflict of interest. Further, a whistle blowing policy is also in place to minimise the risk of fraudulent acts or criminal offences occurring in the workplace.

Community Investment

Over the years, the Group has focused on community activities and strongly emphasis on physical and mental health of employees. The Group continuously organises activities such as badminton, billiards, basketball and table tennis, with an expectation of enriching employees’ healthy cultural life and corporate culture construction.

社會 (續)

勞工準則

本集團已遵守有關國家所有相關的地方勞動法律及法規。在中國，本集團定期留意最新的法律法規信息，例如《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。本集團嚴禁在業務營運中使用童工或強制勞工。

供應鏈管理

本集團已設計全面且系統化的供應商甄選程序機制，根據對供應商聲譽、能力、信用及往績紀錄方面的調查結果，進行全面評核。

大部分主要供應商均與本集團維持緊密的長期合作關係。年內，本集團認為其與供應商保持良好且穩定的關係。

產品責任

產品質量是客戶忠誠度的關鍵所在。本集團對每一生產環節實行優質監控，並設有程序及政策規管各項申索和投訴。若本集團接獲任何有關產品及服務的申索或投訴，本集團將會進行調查，向客戶提供即時、適當的回應，此舉措可加強產品質量，從而保持我們在市場上的競爭力。

反貪污

本集團致力達致最高的開放及誠信水平。因此，本集團嚴格執行各項作業程序及操守守則，以規範本集團高級管理層和一般員工的職業道德。僱員均須申報潛在的利益衝突。另亦設有告密政策，以盡量減少工作場所發生的詐騙行為或刑事罪行。

社區投資

本集團多年來一直專注於社區活動，重視僱員的身心健康。本集團持續舉辦羽毛球、撞球、籃球和乒乓球等活動，以期豐富僱員的健康及文化生活，建構企業文化。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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To the shareholders of Solargiga Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Solargiga Energy Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 63 to 168, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirement of the Hong Kong Companies Ordinance.

致陽光能源控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第63至168頁陽光能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括於二零一六年十二月三十一日的綜合財務狀況表，截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表和綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布的《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》披露規定妥為擬備。

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的，我們不會對這些事項提供單獨的意見。就下列各事項而言，我們是在該背景下提供我們在審計中處理該事項的方式。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」部分所述的責任，包括與該等事項有關的責任。因此，我們的審計包括執行程序，以應對我們對綜合財務報表中的重大錯誤陳述風險的評估。我們的審計程序(包括為處理下列事項而採取的程序)結果，為我們對隨附綜合財務報表所發表的審計意見提供了基礎。

Key audit matters (continued)

Key Audit Matter

關鍵審計事項

Impairment of prepayment to supplier and provision for onerous contract
預付予供應商的款項減值及有償合約撥備

A subsidiary of the Group entered into a long-term supply contract (the "Supply Contract") with one of its suppliers in 2010. According to the current terms of the Supply Contract, the subsidiary shall need to pay a total of non-refundable advance payment of US\$34,500,000 and to purchase the agreed quantities of polysilicon for the period from 2012 to 2020 with a total amount of US\$348,000,000. As at 31 December 2016, the non-refundable prepayment amounted to US\$11,500,000. The Group has not purchased the agreed quantities from the supplier since 2012. Consequently, the subsidiary recognised a provision for impairment of RMB79,776,000 for the non-refundable prepayment and a provision of RMB49,408,000 for the onerous contract. The provision balances were material to the consolidated financial statements and the recognition and measurement involved significant management judgements and estimates.

The accounting policies and disclosures of the impairment and provision are included in notes 2.4, 3, 18 and 32 to the consolidated financial statements.

貴集團一間附屬公司與其供應商之一於二零一零年訂立長期供應合約(「供應合約」)。根據供應合約的現有條款，該附屬公司須於二零一二年至二零二零年期間支付不可退回的預付款項合共34,500,000美元，並購買指定數量的多晶硅，總額為348,000,000美元。於二零一六年十二月三十一日，不可退回的預付款項為數11,500,000美元。貴集團自二零一二年起並未向該供應商購買指定的數量。因此，該附屬公司已就不可退回的預付款項確認減值撥備人民幣79,776,000元，並確認有償合約撥備人民幣49,408,000元。撥備結餘對綜合財務報表而言屬重大，確認及計量均涉及重大的管理層判斷及估計。

有關該減值與撥備的會計政策及披露載於綜合財務報表附註2.4、3、18及32。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We obtained and reviewed the relevant documents involved in management's analysis and judgement, including the Supply Contract and its supplementary agreements, and the memorandum signed by the subsidiary and its supplier. We also reviewed management's analysis on the cost of fulfilling the onerous contract and any compensation or penalties arising from failure to fulfil it, and communicated the related legal issues with the Company's lawyers, and at the same time obtained formal confirmation from them. Based on the documents reviewed, the analysis made on management's judgement, together with the confirmation from the lawyers, we assessed whether the impairment and provision is made appropriately and at the same time whether the matter is properly disclosed in the notes to the consolidated financial statements.

我們已取得並審閱涉及管理層分析及判斷的相關文件，包括供應合約及其補充協議，以及附屬公司及其供應商所簽署的備忘錄。我們亦已審閱管理層就履行有償合約成本及未能履行所產生的任何賠償或罰金所作出的分析，並與貴公司律師溝通相關法律問題，同時亦已向他們取得正式確認。根據已審閱的資料，對管理層判斷所作出的分析以及向律師取得的確認，我們已就有關減值與撥備是否適當及有關事宜是否於綜合財務報表附註中妥為披露作出評估。

Key audit matters (continued)

關鍵審計事項(續)

Key Audit Matter

How our audit addressed the Key Audit Matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

Impairment of property, plant and equipment

物業、廠房及設備減值

The property, plant and equipment accounted for a significant portion of the Group's assets as at 31 December 2016. The Group suffered continuous losses in year 2014. Although the Group achieved certain profit in year 2015, the Group was still in losses and there was an indication of impairment of property, plant and equipment of subsidiaries in 2016.

Management performed impairment test accordingly by comparing the net present value of the forecasted future cash flows with the carrying amount of identified cash-generating units as at 31 December 2016. Estimating the recoverable amount requires critical management judgement including estimates of future sales, gross margins, operating costs, terminal value, growth rates and the discount rate.

The accounting policies and disclosures of the provision are included in notes 2.4, 3 and 14 to the consolidated financial statements.

於二零一六年十二月三十一日，物業、廠房及設備佔貴集團資產的重大部分。貴集團於二零一四年接連招致虧損。儘管貴集團於二零一五年錄得若干利潤，但貴集團仍然處於虧損狀態，二零一六年附屬公司的物業、廠房及設備呈現減值跡象。

因此，管理層通過比較預測現金流量的淨現值與已識別現金產生單位於二零一六年十二月三十一日的賬面值，進行了減值測試。估計可收回金額時，管理層需要作出關鍵判斷，包括估計未來銷售額、毛利率、經營成本、終值、增長率及折現率。

有關該撥備的會計政策及披露載於綜合財務報表附註2.4、3及14。

We evaluated management's assessment on the impairment indicators for property, plant and equipment and management's identification of cash-generating units.

We reviewed management's valuation model and assessed the key assumptions used, such as estimates of future sales, gross margins, operating costs, terminal value, growth rates and the discount rate by comparing them to the historical performance, the entities' financial budget, the analysis on industry and market trend and the entities' development plans. We also involved our valuation specialists to assist us with these procedures.

我們已就管理層對物業、廠房及設備減值跡象的評估及管理層對現金產生單位的識別作出評估。

我們已審閱管理層的估值模式，並通過對比過往表現、實體財務預算、行業與市場趨勢分析及實體發展計劃，評估所採用的關鍵假設，例如未來銷售額、毛利率、經營成本、終值、增長率及折現率。我們亦曾徵詢我們的估值專家，以協助我們進行該等程序。

Independent Auditor's Report 獨立核數師報告

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Group's Audit Committee.

Responsibilities of the directors for the consolidated financial statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

年報所載的其他資訊

貴公司董事須對其他信息負責。其他信息包括年報內的信息，但不包括綜合財務報表及我們的核數師報告。我們預期於本核數師報告日期後取得年報。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是在獲得以上指明的其他信息時閱讀有關信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

當我們閱讀年報時，如果我們認為當中存在重大錯誤陳述，我們須向貴集團的審核委員會溝通有關事宜。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港《公司條例》的披露規定擬備真實而公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價所採用會計政策的恰當性及董事作出的會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report 獨立核數師報告

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Tong Ka Yan, Augustine.

Ernst & Young

Certified Public Accountants

Hong Kong

31 March 2017

核數師就審計綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是唐嘉欣。

安永會計師事務所

執業會計師

香港

二零一七年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Revenue	收益	5	3,020,976	2,899,550
Cost of sales	銷售成本		(2,691,899)	(2,657,012)
Gross profit	毛利		329,077	242,538
Other income and gains, net	其他收入及收益淨額	6	(46,591)	141,241
Selling and distribution expenses	銷售及分銷開支		(30,471)	(28,450)
Administrative expenses	行政開支		(326,304)	(202,781)
(Loss)/profit from operations	經營(虧損)/利潤		(74,289)	152,548
Share of profits less losses of associates	應佔聯營公司利潤減虧損		(18,573)	(13,093)
Finance costs	融資成本	8	(117,102)	(119,984)
(Loss)/profit before tax	除稅前(虧損)/利潤	7	(209,964)	19,471
Income tax expense	所得稅開支	11	(17,442)	(3,030)
(Loss)/profit for the year	年度(虧損)/利潤		(227,406)	16,441
Attributable to:	以下人士應佔：			
Equity holders of the Company	本公司權益持有人		(239,149)	15,653
Non-controlling interests	非控制性權益		11,743	788
(Loss)/profit for the year	年度(虧損)/利潤		(227,406)	16,441
Basic and diluted (loss)/earnings per share attributable to ordinary equity holders of the Company (RMB cents)	本公司普通股權益持有人應佔 每股基本及攤薄(虧損)/盈利 (人民幣分)	13	(7.45)	0.49

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/profit for the year	年度(虧損)/利潤	(227,406)	16,441
Other comprehensive loss for the year (after tax and reclassification adjustments):	年度其他全面虧損 (經稅項及重新分類調整後):		
Items that may be reclassified subsequently to profit or loss:	可於期後被重新分類至損益的項目:		
– Changes in fair value of available-for-sale investments	– 可供出售投資公平值變動	(4,443)	4,443
– Currency translation differences	– 貨幣換算差額	(21,576)	(45,439)
Total comprehensive loss for the year, after tax	年度全面虧損總額(扣除稅項後)	(253,425)	(24,555)
Attributable to:	以下人士應佔:		
Equity holders of the Company	本公司權益持有人	(265,168)	(25,343)
Non-controlling interests	非控制性權益	11,743	788
Total comprehensive loss for the year	年度全面虧損總額	(253,425)	(24,555)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi) (以人民幣列值)

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	1,696,321	1,796,131
Prepayments for acquisitions of property, plant and equipment	購置物業、廠房及設備的預付款項		25,143	46,767
Land lease prepayments	土地租賃預付款項	17	120,050	120,200
Prepayments for raw materials	原材料的預付款項	18	66,223	83,184
Investments in associates	於聯營公司的投資	19	41,148	59,721
Deferred tax assets	遞延稅項資產	30	19,516	23,515
Other non-current assets	其他非流動資產	20	21,644	28,710
Total non-current assets	非流動資產總額		1,990,045	2,158,228
Current assets	流動資產			
Inventories	存貨	21	670,749	613,170
Trade and bills receivables	應收貿易賬款及票據	22	485,910	578,936
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	436,296	584,134
Current tax recoverable	即期可收回稅項		13,259	1,233
Available-for-sale investments	可供出售投資	24	–	123,942
Pledged deposits	已抵押存款	25	384,661	459,171
Cash and cash equivalents	現金及現金等價物	26	293,628	193,953
Total current assets	流動資產總額		2,284,503	2,554,539
Current liabilities	流動負債			
Interest-bearing borrowings	計息借貸	27	2,036,867	1,931,849
Trade and bills payables	應付貿易賬款及票據	28	728,247	799,248
Other payables and accruals	其他應付款項及應計開支	29	115,673	166,346
Current tax payable	即期應付稅項		2,038	6,160
Provision for inventory purchase commitments	存貨購買承擔撥備	32	49,408	46,250
Finance lease payables	融資租賃應付款項	33	5,000	–
Total current liabilities	流動負債總額		2,937,233	2,949,853
Net current liabilities	流動負債淨額		(652,730)	(395,314)
Total assets less current liabilities	資產總值減流動負債		1,337,315	1,762,914

Consolidated Statement of Financial Position 綜合財務狀況表

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi) (以人民幣列值)

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Interest-bearing borrowings	計息借貸	27	179,780	348,144
Deferred tax liabilities	遞延稅項負債	30	2,851	2,855
Deferred income	遞延收入	31	180,963	187,165
Finance lease payables	融資租賃應付款項	33	10,840	–
Other non-current liabilities	其他非流動負債	32	84,193	61,887
Total non-current liabilities	非流動負債總額		458,627	600,051
Net assets	資產淨值		878,688	1,162,863
Equity	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	35	276,727	276,727
Reserves	儲備	36	533,769	794,013
Non-controlling interests	非控制性權益		810,496	1,070,740
			68,192	92,123
Total equity	權益總額		878,688	1,162,863

TAN Wenhua
譚文華
Director
董事

WANG Chunwei
王君偉
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

		Attributable to equity shareholders of the Company									
		本公司權益股東應佔權益							Non-controlling interests		Total equity
		Share capital	Share premium	General reserve fund	Capital reserve	Exchange reserve	Other reserve	Accumulated losses	Total	非控制性權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2015	於二零一五年一月一日	276,727	1,731,645	199,709	42,768	(2,075)	(71,432)	(1,081,259)	1,096,083	79,935	1,176,018
Profit for the year	年度利潤	-	-	-	-	-	-	15,653	15,653	788	16,441
Other comprehensive income/(loss) for the year:	年度其他全面收入/(虧損):										
Changes in fair value of available-for-sale investments, net of tax (Note 24)	可供出售投資公平值變動(扣除稅項後)(附註24)	-	-	-	-	-	4,443	-	4,443	-	4,443
Exchange differences related to foreign operations	有關外國業務的外匯差額	-	-	-	-	(45,439)	-	-	(45,439)	-	(45,439)
Total comprehensive income/(loss)	全面收入/(虧損)總額	-	-	-	-	(45,439)	4,443	15,653	(25,343)	788	(24,555)
Capital contribution from non-controlling interests	非控制性權益出資	-	-	-	-	-	-	-	-	11,400	11,400
Appropriation to reserves	分配至儲備	-	-	9,026	-	-	-	(9,026)	-	-	-
As at 31 December 2015	於二零一五年十二月三十一日	276,727	1,731,645	208,735	42,768	(47,514)	(66,989)	(1,074,632)	1,070,740	92,123	1,162,863
As at 1 January 2016	於二零一六年一月一日	276,727	1,731,645	208,735	42,768	(47,514)	(66,989)	(1,074,632)	1,070,740	92,123	1,162,863
Loss for the year	年度虧損	-	-	-	-	-	-	(239,149)	(239,149)	11,743	(227,406)
Other comprehensive loss for the year:	年度其他全面虧損:										
Changes in fair value of available-for-sale investments, net of tax (Note 24)	可供出售投資公平值變動(扣除稅項後)(附註24)	-	-	-	-	-	(4,443)	-	(4,443)	-	(4,443)
Exchange differences related to foreign operations	有關外國業務的外匯差額	-	-	-	-	(21,576)	-	-	(21,576)	-	(21,576)
Total comprehensive loss	全面虧損總額	-	-	-	-	(21,576)	(4,443)	(239,149)	(265,168)	11,743	(253,425)
Acquisition of non-controlling interests	收購非控制性權益	-	-	-	-	-	4,924	-	4,924	(35,674)	(30,750)
Appropriation to reserves	分配至儲備	-	-	8,089	-	-	-	(8,089)	-	-	-
As at 31 December 2016	於二零一六年十二月三十一日	276,727	1,731,645	216,824	42,768	(69,090)	(66,508)	(1,321,870)	810,496	68,192	878,688

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

	Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動現金流量		
(Loss)/profit before tax	除稅前(虧損)/利潤	(209,964)	19,471
Adjustments for:	調整：		
Depreciation and amortisation	折舊及攤銷	7(c) 223,775	205,351
Loss/(gain) on disposals of property, plant and equipment, and land lease prepayments	出售物業、廠房及設備以及土地租賃預付款項的虧損/(收益)	7(c) 27,219	(100,242)
Gain on disposal of a subsidiary	出售附屬公司收益	6 (220)	-
Share of profits less losses of associates	應佔聯營公司利潤減虧損	18,573	13,093
Write-down of inventories	存貨撇減	21(b) 825	9,711
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值損失的計提	22, 23 36,617	-
Finance costs	融資成本	8 117,102	119,984
Provision for warranties	保用撥備	32 22,306	20,321
Interest income from bank deposits	自銀行存款的利息收入	6 (5,826)	(22,734)
Investment income from available-for-sale investments	可供出售投資的投資收入	6 (6,205)	-
Net foreign exchange gain	匯兌收益淨額	(709)	(146)
Changes in working capital:	營運資金變動：		
(Increase)/decrease in inventories	存貨(增加)/減少	(58,404)	71,652
Decrease/(increase) in trade receivables, prepayment, deposits and other receivables	應收貿易賬款、預付款項、按金及其他應收款項減少/(增加)	187,667	(535,075)
Decrease in prepayments for raw materials	原材料的預付款項減少	16,961	148,094
Decrease in trade and other payables	應付貿易賬款及其他應付款項減少	(96,884)	(40,080)
Decrease in deferred income	遞延收入減少	(6,202)	(9,610)
Cash generated from/(used in) operations	經營活動所得/(所用)現金	266,631	(100,210)
The PRC income tax paid	已付中國所得稅	(29,595)	(10,826)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	237,036	(111,036)

Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

	Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from investing activities			
		投資活動現金流量	
Payments for the purchase of property, plant and equipment		(141,407)	(120,819)
Net cash outflow from acquisition of a subsidiary		-	(10,500)
Proceeds from disposals of land lease prepayments, property, plant and equipment		4,044	160,151
Proceeds from disposals of available-for-sale investments		125,705	-
Disposal of a subsidiary	37	(112)	-
Interest received		5,826	22,734
Net cash (used in)/generated from investing activities		(5,944)	51,566
		融資活動現金流量	
Placement of pledged bank deposits		(891,720)	(795,697)
Release of pledged bank deposits		966,230	482,236
Proceeds from bank loans and other loans		3,098,193	3,082,033
Repayment of bank loans and other loans		(3,161,539)	(2,608,100)
Repayment of finance lease payables		(1,000)	-
Acquisition of non-controlling interests		(30,750)	-
Capital contribution from non-controlling interests		-	11,400
Interest paid		(117,102)	(119,984)
Net cash (used in)/generated from financing activities		(137,688)	51,888

Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列值)

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物 增加/(減少)淨額		93,404	(7,582)
Cash and cash equivalents at the beginning of the year	年初現金及 現金等價物		193,953	195,257
Effect of foreign exchange rate changes, net	匯率變動的 影響淨額		6,271	6,278
Cash and cash equivalents at the end of the year	年終現金及 現金等價物	26	293,628	193,953
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	26	293,628	193,953

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information

Solargiga Energy Holdings Limited (the “Company”, together with its subsidiaries, the “Group”, Hong Kong stock code: 757, Taiwan stock code: 9157.TT) is a leading supplier of upstream and downstream vertically integrated solar energy services. During the year, the Group was mainly engaged in the following four main businesses:

- the manufacturing of, trading of and provision of processing services for monocrystalline silicon solar ingots/wafers;
- the manufacturing and trading of monocrystalline silicon solar cells;
- the manufacturing and trading of photovoltaic modules; and
- the construction and operating of photovoltaic power plants.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司及集團資料

陽光能源控股有限公司(「本公司」，連同其附屬公司統稱「本集團」，香港股份代號：757，台灣股份代號：9157.TT)為上下游垂直整合太陽能服務的領先供應商。年內，本集團主要從事以下四項主要業務：

- 太陽能單晶硅棒／硅片製造、買賣及提供太陽能單晶硅棒／硅片加工服務；
- 製造及買賣太陽能單晶硅電池；
- 製造及買賣光伏組件；及
- 興建及經營光伏電站。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

Name of company	Place and date of incorporation/ establishment and place of operation	Authorised/ registered/ paid-in/ issued capital	Proportion of ownership interest			Principal activities	Legal form
			Group's effective interest	Held by the Company	Held by a subsidiary		
公司名稱	註冊成立／成立地點及日期及經營地點	法定／註冊／實繳／已發行資本	本集團的實際權益%	由本公司持有%	由一間附屬公司持有%	主要業務	法定形式
Jinzhou Rixin Silicon Materials Co., Ltd. (“Rixin”) 錦州日鑫硅材料有限公司(「日鑫」)	The PRC 9 May 2007, Mainland China 中國 二零零七年五月九日 中國大陸	Registered and paid-in capital of RMB190,000,000 註冊及實繳資本 人民幣190,000,000元	100	-	100	Manufacturing and trading of monocrystalline ingots/wafers 製造及買賣單晶硅棒／硅片	Limited liability company 有限責任公司
Jinzhou Yangguang Energy Co., Ltd. (“Yangguang”) 錦州陽光能源有限公司(「陽光」)	The PRC 15 December 2004, Mainland China 中國 二零零四年十二月十五日 中國大陸	Registered and paid-in capital of RMB1,151,565,479 註冊及實繳資本 人民幣1,151,565,479元	100	-	100	Manufacturing and trading of monocrystalline and multicrystalline ingots/wafers 製造及買賣單晶及多晶硅棒／硅片	Limited liability company 有限責任公司

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Name of company 公司名稱	Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點	Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務	Legal form 法定形式
			Group's effective interest 本集團的 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %		
Jinzhou Youhua Silicon Materials Co., Ltd. ("Youhua Silicon") 錦州佑華硅材料有限公司 (「佑華硅」)	The PRC 12 September 2008, Mainland China 中國 二零零八年九月十二日 中國大陸	Registered and paid-in capital of RMB320,000,000 註冊及實繳資本 人民幣320,000,000元	100	–	100	Manufacturing and trading of monocrystalline ingots/wafers 製造及買賣單晶 硅棒/硅片	Limited liability company 有限責任公司
Shanghai Jingji Electronic Materials Co., Ltd. ("Jingji") 上海晶技電子材料有限公司 (「晶技」)	The PRC 16 March 1998, Mainland China 中國 一九九八年三月十六日 中國大陸	Registered and paid-in capital of US\$6,950,000 註冊及實繳資本 6,950,000美元	100	–	100	Manufacturing and trading of polysilicon and monocrystalline ingots/wafers 製造及買賣多晶硅及 單晶硅棒/硅片	Limited liability company 有限責任公司
Solar Technology Investment (Cayman) Corp ("STIC")	Cayman Islands 15 December 2006 開曼群島 二零零六年十二月十五日	Authorised capital of HK\$400,000,000 of HK\$0.10 each and issued share capital of HK\$167,895,494 法定資本400,000,000港元， 每股面值0.10港元及已發行 股本167,895,494港元	100	100	–	Investment holding 投資控股	Limited liability company 有限責任公司
Wealthy Rise International Limited 矩升國際有限公司	Hong Kong 21 June 2007 香港 二零零七年六月二十一日	HK\$1 1港元	100	–	100	Trading of polysilicon and monocrystalline ingots/wafers/ photovoltaic modules 買賣多晶硅及單晶硅棒/ 硅片/光伏組件	Limited liability company 有限責任公司

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Name of company 公司名稱	Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點	Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務	Legal form 法定形式
			Group's effective interest 本集團的 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %		
Jinzhou Jinmao Photovoltaic Technology Co., Ltd. ("Jinzhou Jinmao") 錦州錦懋光伏科技有限公司 (「錦州錦懋」)	The PRC 17 July 2009, Mainland China 中國 二零零九年七月十七日 中國大陸	Registered and paid-in capital of RMB140,000,000 註冊及實繳資本 人民幣140,000,000元	96	–	96	Manufacturing of photovoltaic modules 製造光伏組件	Limited liability company 有限責任公司
Solargiga Energy (Hong Kong) Company Limited 陽光能源(香港)有限 公司	Hong Kong 13 June 2008 香港 二零零八年六月十三日	HK\$1 1港元	100	100	–	Trading of ingots/ wafers/polysilicon and monocrystalline photovoltaic modules 買賣硅棒/硅片/ 多晶硅及單晶硅光伏組件	Limited liability company 有限責任公司
Silicon Solar Materials Company Limited 太陽能硅材料有限公司	Hong Kong 26 November 2008 香港 二零零八年 十一月二十六日	HK\$1 1港元	100	–	100	Investment holding 投資控股	Limited liability company 有限責任公司
Solargiga Energy (Qinghai) Co., Ltd. ("Qinghai") 陽光能源(青海)有限公司 (「青海」)	The PRC 31 December 2008, Mainland China 中國 二零零八年 十二月三十一日 中國大陸	Registered and paid-in capital of RMB90,000,000 註冊及實繳資本 人民幣90,000,000元	51	–	51	Manufacturing and trading of monocrystalline ingots 製造及買賣單晶硅棒	Limited liability company 有限責任公司

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Name of company 公司名稱	Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點	Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務	Legal form 法定形式
			Group's effective interest 本集團的 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %		
Sino Light Investments Limited	British Virgin Islands 2 December 2009 英屬處女群島 二零零九年 十二月二日	Authorized capital of US\$500,000 of US\$0.001 each and issued share capital of US\$53,920 法定資本500,000美元， 每股面值0.001美元及 已發行股本53,920美元	100	100	-	Investment holding 投資控股	Limited liability company 有限責任公司
You Xin Investments Limited 佑鑫投資有限公司	Hong Kong 29 July 2009 香港 二零零九年七月二十九日	HK\$100,000 100,000港元	100	-	100	Investment holding 投資控股	Limited liability company 有限責任公司
Jinzhou Huachang Photovoltaic Technology Company Limited 錦州華昌光伏科技 有限公司	The PRC 23 October 2006, Mainland China 中國 二零零六年十月二十三日 中國大陸	Registered and paid-in capital of RMB130,000,000 註冊及實繳資本 人民幣130,000,000元	100	-	100	Manufacturing and trading of solar cells 製造及買賣太陽能 電池	Limited liability company 有限責任公司
Jinzhou Solar Technology Company Limited 錦州陽光太陽能科技 有限公司	The PRC 18 August 2011, Mainland China 中國 二零一一年八月十八日 中國大陸	Registered and paid-in capital of RMB51,000,000 註冊及實繳資本 人民幣51,000,000元	100	-	100	Manufacturing of solar modules and import of related equipments 製造太陽能組件及 進口相關設備	Limited liability company 有限責任公司

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Name of company 公司名稱	Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點	Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務	Legal form 法定形式
			Group's effective interest 本集團的 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %		
Golmud Solargiga Energy Electric Power Company Limited ("Golmud") 格爾木陽光能源電力 有限公司(「格爾木」)	The PRC 21 September 2011, Mainland China 中國 二零一一年九月二十一日 中國大陸	Registered and paid-in capital of RMB100,000,000 註冊及實繳資本 人民幣100,000,000元	100	-	100	Operating of photovoltaic power plants 營運光伏電站	Limited liability company 有限責任公司
Jinzhou Xinyanguang Photovoltaic Application Co., Ltd. ("Xinyanguang") 錦州新陽光光伏應用有限公司* (「新陽光」)	The PRC 24 September 2007, Mainland China 中國 二零零七年九月二十四日 中國大陸	Registered and paid-in capital of RMB30,000,000 註冊及實繳資本 人民幣30,000,000元	100	-	100	Construction of photovoltaic power plant 建設光伏電站	Limited liability company 有限責任公司
Jinzhou Xinlin Solargiga Industrial and Trading Co., Ltd. ("Jinzhou Xinlin") 錦州鑫林陽光工貿有限公司 (「錦州鑫林」)	The PRC 26 June 2014, Mainland China 中國 二零一四年六月二十六日 中國大陸	Registered and paid-in capital of RMB100,000 註冊及實繳資本 人民幣100,000元	100	-	100	Trading of solar cells and solar modules 買賣太陽能電池及 太陽能組件	Limited liability company 有限責任公司
Jinzhou Jiuxin Solargiga Technology and Trading Co., Ltd. ("Jinzhou Jiuxin") 錦州玖鑫陽光科貿有限公司 (「錦州玖鑫」)	The PRC 26 June 2014, Mainland China 中國 二零一四年六月二十六日 中國大陸	Registered and paid-in capital of RMB100,000 註冊及實繳資本 人民幣100,000元	100	-	100	Trading of solar cells and solar modules 買賣太陽能電池及 太陽能組件	Limited liability company 有限責任公司

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

1. Corporate and group information (continued)

Information about subsidiaries (continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

Name of company 公司名稱	Place and date of incorporation/ establishment and place of operation 註冊成立/ 成立地點及日期 及經營地點	Authorised/ registered/ paid-in/ issued capital 法定/註冊/ 實繳/已發行資本	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務	Legal form 法定形式
			Group's effective interest 本集團的 實際權益 %	Held by the Company 由本公司 持有 %	Held by a subsidiary 由一間附屬 公司持有 %		
Jinzhou Yangguang Motech Renewable Energy Co., Ltd ("Motech") 錦州陽光茂迪新能源有限公司 (「茂迪」)	The PRC 26 October 2015, Mainland China 中國 二零一五年十月二十六日 中國大陸	Registered and paid-in capital of RMB60,000,000 註冊及實繳資本 人民幣60,000,000元	81	-	81	Manufacturing of photovoltaic modules 製造光伏組件	Limited liability company 有限責任公司

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

上表為據董事認為主要影響年內業績或構成本集團大部分淨資產的本公司附屬公司。董事認為，如要詳列其他附屬公司的資料，會導致篇幅過份冗長。

Notes to Consolidated Financial Statements 財務報表附註

31 December 2016 於二零一六年十二月三十一日
(Expressed in Renminbi unless otherwise indicated) (除另有註明者外，以人民幣列值)

2.1 Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for available-for-sale investments which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

As at 31 December 2016, the Group’s current liabilities exceeded its current assets by RMB652,730,000. As at 31 December 2016, the Group had cash and cash equivalents of RMB293,628,000 and short-term bank loans, including current portion of long-term bank loans of RMB2,036,867,000. The liquidity of the Group is primarily depending on its ability to maintain adequate cash flows from operations, to renew its short-term bank loans and to obtain adequate external financing to support its working capital and meet its obligations and commitments when they become due.

The Group has carried out a review of its cash flow forecast for the twelve months ending 31 December 2017. Based on such forecast, the directors believe that adequate sources of liquidity exist to fund the Group’s working capital and capital expenditure requirements, and to meet its short term debt obligations and other liabilities and commitments as they become due in the twelve months ending 31 December 2017. In preparing the cash flow forecast, management has considered historical cash requirements of the Group, as well as other key factors, including anticipated sales in the twelve months ending 31 December 2017, unutilised banking facilities as at 31 December 2016 from the Group’s major banks with an amount of RMB527,955,000 which will be expired on 31 December 2017 and an amount of RMB387,000,000 which will be expired on 31 December 2019.

Based on the above factors, the directors are confident that the Group will have sufficient funding to enable the Group to operate as a going concern and meet its financial obligations as and when they fall due for at least 12 months from the reporting date. Accordingly, the financial statements have been prepared on a going concern basis.

2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例披露要求予以編製。彼等乃根據歷史成本慣例編製，惟可供出售投資則按公平值計算。該等財務報表以人民幣(「人民幣」)列賬，除另有指明外，所有數值已調整至最接近千份位。

於二零一六年十二月三十一日，本集團的流動負債超逾其流動資產人民幣652,730,000元。於二零一六年十二月三十一日，本集團的現金及現金等價物為人民幣293,628,000元，短期銀行貸款(包括長期銀行貸款的即期部分)為人民幣2,036,867,000元。本集團流動資金主要依靠其於經營中維持足夠營運現金流量、重續其短期銀行貸款及取得適合外部融資以支持其營運資金及於到期時履行其責任及承擔的能力。

本集團已對其截至二零一七年十二月三十一日止十二個月的現金流量預測進行審閱。按照該預測，董事認為有足夠流動資金資源可撥付本集團的營運資金及資本開支需求及於截至二零一七年十二月三十一日止十二個月到期時履行其短期債務責任及其他負債與承擔。就編製現金流量預測而言，管理層已考慮本集團過往現金需求及其他主要因素，包括截至二零一七年十二月三十一日止十二個月的預計銷售、於二零一六年十二月三十一日從本集團主要銀行獲得的未動用銀行融資人民幣527,955,000元(將於二零一七年十二月三十一日到期)及人民幣387,000,000元(將於二零一九年十二月三十一日到期)。

基於上文因素，董事有信心，本集團將擁有充裕資金，以讓其能持續經營，並滿足本集團於報告日期起最少十二個月的財務責任。因此，財務報表乃按持續經營基準編製。

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2.1 Basis of preparation (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.1 編製基準(續)

綜合賬目之基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(如本集團獲賦予現有能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象的其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表使用與本公司一致之會計政策按同一報告期間編製。附屬公司之業績由本集團取得控制權當日起計入綜合賬目，並持續計入綜合賬目至該控制權終止當日為止。

損益及其他全面收入之各個組成部份歸屬於本集團母公司之擁有人及非控股權益，即使此舉會導致非控股權益有虧絀結餘。所有有關本集團各成員公司間之交易及集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合計算時全數抵銷。

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2.1 Basis of preparation (continued)

Basis of consolidation (continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

2.2 Changes in accounting policies and disclosures

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
Annual Improvements 2012-2014 Cycle	Amendments to a number of HKFRSs

2.1 編製基準(續)

綜合賬目之基準(續)

倘事實及情況顯示下文附屬公司會計政策所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制被投資方。並無失去控制權之附屬公司擁有權權益變動以權益交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收取代價之公平值；(ii)任何保留投資之公平值；及(iii)所產生並於損益確認之任何盈餘或虧絀。先前已於其他全面收入確認之本集團應佔組成部份乃重新分類至損益或保留利潤(如適用)。基準與本集團直接出售相關資產或負債所需使用之基準相同。

2.2 會計政策變動及披露

本集團已於本年度的財務報表內首次採用下列新訂及經修訂香港財務報告準則。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)修訂本	投資實體：實行綜合入賬之例外規定
香港財務報告準則第11號修訂本	收購共同經營權益的入賬
香港財務報告準則第14號	監管遞延賬目
香港會計準則第1號修訂本	披露計劃
香港會計準則第16號及香港會計準則第38號修訂本	澄清折舊及攤銷的可接受之方法
香港會計準則第16號及香港會計準則第41號修訂本	農業：結果植物
香港會計準則第27號(二零一一年)修訂本	獨立財務報表內之權益法
二零一二年至二零一四年週期之年度改進	若干香港財務報告準則之修訂

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2.2 Changes in accounting policies and disclosures (continued)

Other than as explained below regarding the impact of Amendments to HKAS 1, Amendments to HKAS 16 and HKAS 38 and Amendments to HKFRS 5 included in the *Annual Improvements 2012-2014 Cycle*, the adoption of the above new and revised standards has had no significant financial impact on these financial statements.

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
 - (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

2.2 會計政策變動及披露(續)

除下文所闡釋有關香港會計準則第1號修訂本、香港會計準則第16號及香港會計準則第38號修訂本及二零一二年至二零一四年週期之年度改進所載的香港財務報告準則第5號修訂本的影響外，採納上述新訂及經修訂準則並無對本財務報表造成任何重大財務影響。

- (a) 香港會計準則第1號修訂本載有對財務報表的呈報及披露範疇內具針對性的改善。該等修訂本釐清：
 - (i) 香港會計準則第1號內的重大的性規定；
 - (ii) 損益表及財務狀況表內之特定項目可予細分；
 - (iii) 實體在呈列財務報表附註的順序方面享有靈活性；及
 - (iv) 使用權益法入賬的分佔聯營公司及合營公司的其他全面收入必須作為單獨項目匯總呈列，並在其後將會或不會重新分類至損益的該等項目之間進行歸類。

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2.2 Changes in accounting policies and disclosures (continued)

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

- (b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.
- (c) *Annual Improvements to HKFRSs 2012-2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

2.2 會計政策變動及披露(續)

此外，該等修訂本釐清於財務狀況表及損益表內呈列額外小計時適用的規定。該等修訂本並無對本集團的財務報表產生任何重大影響。

- (b) 香港會計準則第16號及香港會計準則第38號修訂本釐清香港會計準則第16號及香港會計準則第38號的原則，即收益反映由經營業務（該資產為其中一部分）產生經濟利益而非通過使用資產消耗經濟利益的模式。因此，收益法不得用於折舊物業、廠房及設備，並僅可在非常有限的情況下用以攤銷無形資產。該等修訂本按未來基準應用。該等修訂本並無對本集團的財務狀況或表現產生任何影響，原因是本集團並未使用收益法計算其非流動資產折舊。
- (c) 二零一四年十月頒佈的香港財務報告準則二零一二年至二零一四年週期之年度改進載有若干香港財務報告準則的修訂。該等修訂詳列如下：

- 香港財務報告準則第5號持作銷售之非流動資產及已終止經營業務：釐清變更出售計劃或向擁有人分派之計劃不應視作新的處置計劃，而是原計劃的延續。因此，香港財務報告準則第5號的應用規定並無變動。該等修訂亦釐清，變更處置方式並不會改變非流動資產或持作銷售之處置組合的分類日期。該等修訂按未來基準應用。該等修訂對本集團並無產生任何影響，原因是本集團年內在持作銷售之處置組合的出售或處置方式計劃方面並無任何改動。

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2.3 Issued but not yet effective Hong Kong financial reporting standards

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ²
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ²
HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ²
HKFRS 16	<i>Leases</i> ³
Amendments to HKAS 7	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹

- ¹ Effective for annual periods beginning on or after 1 January 2017
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2019
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第2號 修訂本	以股份為基礎之付款交易 之分類及計量 ²
香港財務報告準則第4號 修訂本	一併應用香港財務報告準則 第9號金融工具與香港財務 報告準則第4號保險合同 ²
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號 及香港會計準則第28號 (二零一一年)修訂本	投資者與其聯營及 合營公司之間 資產出售或注資 ⁴
香港財務報告準則第15號	來自客戶合同之收入 ²
香港財務報告準則第15號 修訂本	澄清香港財務報告準則第15號 來自客戶合同之收入 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號修訂本	披露計劃 ¹
香港會計準則第12號修訂本	確認未變現虧損之遞延稅項資產 ¹

- ¹ 於二零一七年一月一日或之後開始之年度期間生效
- ² 於二零一八年一月一日或之後開始之年度期間生效
- ³ 於二零一九年一月一日或之後開始之年度期間生效
- ⁴ 尚未釐定強制生效日期惟可予以採納

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

有關預期適用於本集團之該等香港財務報告準則之進一步資料如下：

香港會計師公會於二零一六年八月頒佈之香港財務報告準則第2號修訂本闡述三大範疇：歸屬條件對計量以現金結算以股份為基礎之付款交易之影響；為履行與以股份為基礎付款相關之僱員稅務責任而預扣若干金額以股份為基礎之付款交易(附有淨額結算特質)之分類；以及修改以股份為基礎之付款交易之條款及條件令其分類由現金結算改為權益結算時之會計處理方法。該等修訂本釐清計量以權益結算以股份為基礎付款時歸屬條件之入賬方法亦適用於以現金結算以股份為基礎付款。該等修訂本引入一個例外情況，致使當符合若干條件時，為僱員履行稅務責任而預扣若干金額以股份為基礎之付款交易(附有淨額結算特質)，將整項分類為以權益結算以股份為基礎之付款交易。再者，該等修訂本釐清，倘以現金結算以股份為基礎之付款交易之條款及條件有所修改，令其成為以權益結算以股份為基礎之付款交易，則該交易自修改日期起作為以權益結算之交易入賬。本集團預期自二零一八年一月一日起採納該等修訂本。該等修訂本預期不會對本集團之財務報表造成任何重大影響。

二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，將金融工具項目之所有階段集於一起以代替香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。本集團現正評估該準則之影響。

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1 January 2018. The Group expects to adopt HKFRS 15 on 1 January 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營或合營公司之間之資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營或合營公司之權益為限。該等修訂將按預期基準應用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本先前之強制生效日期，新強制生效日期將於完成對聯營及合營公司之會計處理作更廣泛檢討後釐定。然而，該等修訂現時可供應用。

香港財務報告準則第15號新設一套五步模式，以應用於自客戶合同產生之收益。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收益提供更多結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收益總額，關於履行責任、不同期間之間合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現時收益確認之規定。於二零一五年九月，香港會計師公會頒佈對香港財務報告準則第15號之修訂，內容關於將香港財務報告準則第15號之強制生效日期延遲一年期至二零一八年一月一日。本集團預期於二零一八年一月一日採納香港財務報告準則第15號，現正評估於採納香港財務報告準則第15號時的影響。

2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 January 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(國際財務報告詮釋委員會)–詮釋第15號經營租賃–優惠及香港(國際財務報告詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期內支付租賃款項之負債(即租賃負債)及代表相關資產使用權之資產(即使用權資產)。除非使用權資產符合香港會計準則第40號內投資物業的定義，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因支付租賃款項而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定未來租賃款項之一項指數或比率變更而引致該等付款變更。承租人普遍將重新計量租賃負債之金額確認為對使用權資產之調整。香港財務報告準則第16號下之出租人會計法與香港會計準則第17號下之會計處理相比並無重大變動。出租人將繼續利用香港會計準則第17號內之同一分類原則將所有租賃分類，並會區分經營租賃及融資租賃。本集團預期於二零一九年一月一日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號之影響。

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2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

2.4 Summary of significant accounting policies

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第7號修訂本規定實體作出披露，使財務報表使用者可評估融資活動所產生之負債變動，包括現金流量及非現金變動產生的變動。該等修訂將導致須於財務報表作出額外披露。本集團預期自二零一七年一月一日起採納該等修訂。

香港會計準則第12號修訂本旨在解決以公平值計量的債務工具相關的未變現虧損確認遞延稅項資產的問題，儘管它們也廣泛應用於其他情況。修訂本釐清實體於評估是否有應課稅利潤可用於抵扣可扣減暫時差額時，需要考慮稅務法例會否限制可扣減暫時差額轉回時可用於抵扣之應課稅利潤之來源。再者，該等修訂就實體應如何釐定未來應課稅利潤提供指引，並解釋應課稅利潤可包括收回超過賬面值的部分資產的情況。本集團預期於二零一七年一月一日採納該修訂本。

2.4 主要會計政策概要

於聯營公司之投資

聯營公司是本集團擁有一般不少於20%股份投票權的長期權益，並可對其發揮重大影響力的實體。重大影響力指參與投資對象財務及營運決策之權力，但對政策並無控制權或共同控制權。

本集團於聯營公司之投資乃根據權益會計法計算本集團所佔資產淨值減去任何減值虧損後在綜合財務狀況表上列賬。會計政策如有任何相異之處，會作出調整以使兩者一致。

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2.4 Summary of significant accounting policies

(continued)

Investments in associates (continued)

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要(續)

於聯營公司之投資(續)

本集團所佔聯營公司的收購後業績及其他全面收入，分別計入綜合損益及綜合其他全面收入表內。此外，倘聯營公司權益項內直接確認一項變動，本集團於綜合權益變動表內確認任何有關變動的所佔部分(如適用)。本集團與聯營公司進行交易所產生的未變現盈虧乃按其於本集團於聯營公司投資之相關部份作抵消，惟未變現虧損證明已轉讓資產出現減值情況則除外。因收購聯營公司產生之商譽計入本集團於聯營公司之投資。

倘若於聯營公司之投資變成於合營公司之投資(反之亦然)，則保留權益不予以重新計量。相反，該投資繼續按權益法計算入賬。在其他所有情況下，於失去對聯營公司的重大影響力或對合營公司的共同控制的情況下，本集團按其公平值計量及確認其任何剩餘投資。聯營公司的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益賬內確認。

倘於聯營公司之投資分類為持有作銷售，則其根據香港財務報告準則第5號*持有作銷售之非流動資產及已終止經營業務*入賬。

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2.4 Summary of significant accounting policies (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併乃採用收購法入賬。所轉讓代價乃按收購日期公平值計量，收購日期公平值為本集團所轉讓資產之收購日期公平值、本集團為被收購方前擁有人所承擔之負債及本集團於交換被收購方之控制權而發行之股本權益之總和。就各業務併購而言，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。非控股權益的所有其他組成部分乃按公平值計量。收購相關成本於產生時支銷。

本集團收購業務時根據按合同條款、收購日期的經濟狀況及相關條件所作適當分類及指定用途評估所接收財務資產及負債，其中包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，則先前所持股本權益按收購日期公平值重新計量，而就此所產生的任何收益或虧損於損益確認。

收購方將轉讓的任何或然代價按收購日期之公平值確認。歸類為資產或負債的或然代價按公平值計量，公平值的變動於損益確認。歸類為權益之或然代價毋須重新計量，而其後結算在權益中入賬。

商譽初始按成本計量，即所轉讓代價、已確認非控股權益數額以及本集團先前所持被收購方權益的任何公平值超出所收購可識別資產淨值及所承擔負債之差額。倘該代價及其他項目總和低於所收購資產淨值的公平值，則差額經重新評估後於損益確認為議價購買收益。

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2.4 Summary of significant accounting policies

(continued)

Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

於初始確認後，商譽乃按成本減任何累計減值虧損計量。每年對商譽進行減值測試，倘出現任何事件或情況轉變而顯示賬面值可能減值，則會更頻繁地測試。本集團於每年十二月三十一日對商譽進行減值測試。就減值測試而言，業務合併所得的商譽自收購當日起分配至本集團的各個現金產生單位或各組現金產生單位(預期會產生合併協同效益)，而不論本集團其他資產或負債有否指定撥往該等單位或單位組別。

減值數額通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組別)，且該單位內部分業務被出售，則於釐定出售的盈虧時，有關所出售業務的商譽計入業務的賬面值。在此情況下出售的商譽根據所出售業務的相關價值及所保留的現金產生單位部分而計算。

公平值計量

本集團於各報告期間結算日按公平值計量其權益投資。公平值乃在市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

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2.4 Summary of significant accounting policies (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | – | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要(續)

公平值計量(續)

非財務資產的公平值計量考慮到市場參與者能否利用資產來產生最大的經濟利益及善用資產或能否將之出售予將利用資產來產生最大的經濟利益及善用資產的另一市場參與者的能力。

本集團使用適用於不同情況的估值方法，而其有足夠資料計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

公平值於財務報表計量或披露的所有資產及負債基於對公平值計量整體屬重要的最低輸入數據水平按如下所述在公平值層級中分類：

- | | | |
|-----|---|---------------------------------------|
| 第一級 | – | 根據已識別資產或負債於活躍市場中所報未調整價格 |
| 第二級 | – | 根據對所記錄公平值計量有重大影響之最低輸入數據可直接或間接被觀察之估值方法 |
| 第三級 | – | 根據對不可觀察之公平值計量有重大影響之最低輸入數據之估值方法 |

對於在本財務報告以持續方式確認之資產及負債，本集團於各報告期間結算日根據對於公平值計量整體有重大影響之最低輸入數據通過重估分類以確定各層級之間是否出現轉移。

2.4 Summary of significant accounting policies

(continued)

Impairment of non-financial assets

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

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

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

2.4 主要會計政策概要(續)

非財務資產減值

倘出現減值跡象，或需要對資產進行年度減值測試（存貨及財務資產除外），則估計資產的可收回數額。資產之可收回數額乃資產或現金產生單位之使用價值與其公平值扣除銷售成本兩者中之較高者，並就個別資產釐定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流量，在此情況下，則就資產所屬之現金產生單位釐定可收回數額。

減值虧損僅於資產賬面值超過其可收回數額時確認。在評估使用價值時，估計日後現金流量乃按除稅前折現率計算其現值，該折現率反映目前市場對貨幣時間值之評估及該資產的特定風險。減值虧損乃在其產生期間自損益表中在與減值資產之功能一致的開支類別扣除。

於各報告期間結算日會評估有否任何跡象顯示資產出現任何減值，或有否跡象顯示過往確認之減值虧損已不再存在或有所減少。倘出現任何該等跡象，則會估計資產之可收回數額。當用以釐定資產可收回數額之估計有變時，方會撥回該資產先前確認之減值虧損（不包括商譽），惟撥回之該等數額不可超過過往年度倘並無就該項資產確認減值虧損而應有之賬面值（扣除任何折舊／攤銷）。撥回之減值虧損乃於產生期間計入損益表。

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2.4 Summary of significant accounting policies

(continued)

Related parties

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

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

or

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

2.4 主要會計政策概要(續)

關聯方

任何人士倘符合以下情況即屬本集團之關聯方：

- (a) 有關人士為下述人士或身為下述人士之直系親屬：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 有關人士為適用下列任何條件之實體：
 - (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 該實體為另一間實體(或另一間實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；
 - (iii) 該實體及本集團為同一第三方的合營公司；
 - (iv) 該實體為第三方的合營公司，而另一實體為該名第三方的聯營公司；
 - (v) 該實體為申報本集團或本集團關聯實體的員工福利之退休福利計劃中的一方；
 - (vi) 該實體受(a)段所述人士的控制或共同控制；
 - (vii) (a)(i)段所述之人士對該實體擁有重大影響力或為該實體(或該實體母公司)的主要管理人員；及
 - (viii) 該實體、或一間集團的任何成員公司(為集團之一部份)向本集團或本集團母公司提供主要管理人員服務。

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2.4 Summary of significant accounting policies

(continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 10 to 25 years
- Other fixed assets 3 to 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. The useful life of an asset, its residual value and the depreciation method are reviewed annually.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本值減累計折舊及任何減值虧損列賬。當一項物業、廠房及設備重新分類為持作出售或當其為組成分類為持作出售的處置組合的一部分時，其毋須折舊並根據香港財務報告準則第5號入賬。物業、廠房及設備項目成本值包括其購買價及將資產達至營運狀況及地點以作擬定用途之任何直接應佔成本。

物業、廠房及設備項目開始運作後產生之支出，如維修及保養費用等，一般於產生期間在損益表中扣除。倘符合確認標準，主要檢查之開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備之重要部份須不時更換，則本集團將該等部份確認為具有特定使用年期及折舊之個別資產。

折舊是根據各項物業、廠房及設備項目的估計可使用年期，以直線法減去其估計剩餘價值(如有)計算，以撇銷其成本值，詳情如下：

- 位於租賃土地的樓宇是按租賃未屆滿年期及其估計可使用年期的較短期間折舊，即竣工日期起計不多於50年。
- 廠房及機器 10至25年
- 其他固定資產 3至5年

若物業、廠房及設備項目部分的可使用年期不同，該項目的成本或估值則按合理基準在多個部分之間分配，而各部分會個別計提折舊。資產的可使用年期、其剩餘價值及折舊方法均會每年審閱。

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2.4 Summary of significant accounting policies (continued)

Property, plant and equipment and depreciation (continued)

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

Construction in progress

Construction in progress is stated at cost less impairment losses.

Cost comprises the direct costs of construction as well as interest expenses capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all the activities necessary to prepare the asset for its intended use are completed. No depreciation is provided in respect of construction in progress until it is substantially ready for its intended use.

Intangible assets (other than goodwill)

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

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

物業、廠房及設備項目(包括獲初步確認之任何重大部份)於出售時或當預期其使用或出售不再產生日後經濟利益時撤銷確認。於資產獲撤銷確認之年度在損益表中確認之出售或報廢之任何收益或虧損為出售所得款項淨額與有關資產賬面值間的差額。

在建工程

在建工程按成本減減值虧損列賬。

成本包括建設及安裝期間的直接建設成本及資本化利息。當該資產投入擬定用途所需的準備工作大致完成時，此等成本終止資本化，而該在建工程則轉入物業、廠房及設備。在建工程不計提折舊，直至在建工程大部分已就緒作擬定用途。

無形資產(商譽除外)

單獨取得的無形資產於初始確認時按成本計量。通過業務合併取得的無形資產的成本為收購日期的公平值。無形資產的可使用年期分為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期的無形資產的攤銷期及攤銷方法至少於每個財政年度末檢討一次。

無限可使用年期的無形資產每年按個別或現金產生單位水平進行減值測試。該等無形資產不予攤銷。無限期無形資產的可使用年期會每年檢討，以確定無限可使用年期評估是否仍可證實。如無法證實，由無限期改變為有限期的可使用年期評估則按預期基準入賬。

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2.4 Summary of significant accounting policies

(continued)

Intangible assets (other than goodwill) (continued)

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives as follows:

- Patents	9 years
- Customer relationship	10 years
- Customer contracts	1 year

Leases

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

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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

2.4 主要會計政策概要(續)

無形資產(商譽除外)(續)

無形資產(具有有限可使用年期者)的攤銷按下列資產估計可使用年期以直線法計入損益：

- 專利	9年
- 客戶關係	10年
- 客戶合約	1年

租約

凡資產擁有權(法定業權除外)的絕大部份回報及風險轉移至本集團的租約均以融資租賃入賬。於訂立融資租賃時，租賃資產的成本會按最低租金現值撥充資本，並連同有關承擔(不包括利息部份)列賬，以反映購買及融資情況。根據資本化融資租賃持有的資產(包括融資租賃項下的預付土地租賃款項)均列入物業、廠房及設備，按資產的租期與估計可使用年期兩者之較短者折舊。該等租約的融資費用自損益表扣除，以在租期內定期按一致比率扣除。

透過具融資性質的租購合約收購的資產乃列作融資租賃，惟有關資產乃按估計可使用年期折舊。

凡資產所有權的絕大部分回報及風險仍歸出租人所有的租約，均當作經營租賃入賬。倘本集團為出租人，由本集團以經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金按租約年期以直線法計入損益表。倘本集團為承租人，則根據經營租賃應付的租金於扣除自出租人收取的任何優惠後，於租賃期內以直線法自損益表扣除。

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2.4 Summary of significant accounting policies (continued)

Leases (continued)

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

When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

Subsequent measurement

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

Loans and receivables

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

2.4 主要會計政策概要(續)

租約(續)

經營租賃項下之預付土地租賃費初步乃按成本值列賬，其後則以直線法按租約年期攤銷。

倘租賃支出未能於土地及樓宇部分間可靠分配，全部租賃支出則於物業、廠房及設備內作為融資租賃悉數計入土地及樓宇成本。

投資及其他財務資產

初步確認及計量

財務資產於初步確認時分類為按公平值列賬並在損益賬處理之財務資產、貸款及應收款項以及可供出售金融投資。財務資產於初步確認時以公平值計算加收購財務資產應佔之交易成本計算，惟按公平值列賬並在損益賬處理之財務資產除外。

所有一般買賣之財務資產概於交易日，即本集團承諾購買或出售該資產之日期，予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之財務資產買賣。

後續計量

財務資產的後續計量根據其分類進行，該等財務資產分類如下：

貸款及應收款項

貸款及應收款項為非衍生財務資產，擁有固定或可釐定付款，且並無於活躍市場報價。於初步計量後，該等資產其後按以實際利率法計算的攤銷成本(扣除任何減值撥備)入賬。攤銷成本乃於計及收購的任何折讓或溢價而計算，並包括構成實際利率不可或缺部分的費用或成本。實際利率攤銷包括於損益表內。減值產生的虧損於損益表內確認。

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2.4 Summary of significant accounting policies

(continued)

Investments and other financial assets (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in other reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from other reserve to the statement of profit or loss. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

可供出售金融投資

可供出售金融投資為非上市股本投資及債務證券中的非衍生財務資產。分類為可供出售的股本投資為既未分類為持作交易亦未分類為指定以公平值計入損益的股本投資。

於首次確認後，可供出售金融投資後續以公平值計量，而未變現收益或虧損則於其他儲備確認為其他全面收入，直至取消確認投資為止，於該情況下，累計收益或虧損於損益表確認，或直至投資被評定為已減值為止，於該情況下，累計收益或虧損則從其他儲備重新分類至損益表。根據下文「收入確認」所載之政策，持有可供出售金融投資所賺取之利息及股息分別作為利息收入及股息收入入賬，並於損益表內確認。

倘(a)由於合理估計的公平值波幅對該項投資而言屬重大或(b)在波幅範圍內不同估計不能得以合理地評估或使用作估計公平值，而使非上市股本投資的公平值無法可靠計量，則該等投資以成本扣除任何減值虧損列賬。

本集團評估於短期內出售其可供出售財務資產之能力及意向是否仍然適合。倘在罕有情況下，因交投不活躍的市場而致使本集團無法買賣該等財務資產時，倘管理層有能力並有意向於可見未來持有資產或持至其到期日，則本集團可能選擇重新分類該等財務資產。

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2.4 Summary of significant accounting policies (continued)

Investments and other financial assets (continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

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

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

2.4 主要會計政策概要(續)

投資及其他財務資產(續)

就自可供出售類別重新分類之財務資產而言，於重新分類日期公平值賬面值為新攤銷成本及已於權益確認的該資產的任何上述收益或虧損於投資的剩餘年期以實際利率於損益攤銷。新攤銷成本與到期金額的任何差額亦於資產的剩餘年期以實際利率攤銷。倘資產隨後被釐定為減值，則於權益內記錄之金額重新分類至損益表。

解除確認財務資產

財務資產(或(如適用)財務資產的一部分或同類財務資產組別的一部分)主要在以下情況會解除確認(即自本集團綜合財務狀況報表中移除)：

- 自資產收取現金流量的權利已屆滿；或
- 本集團已轉讓其自資產收取現金流量的權利，或已承諾將根據「交付」安排在無重大延誤情況下向第三方全數悉償已收現金流量；及(a)本集團將資產的絕大部分風險及回報轉讓；或(b)本集團並無將資產的絕大部分風險或回報轉讓或保留，惟已轉讓資產的控制權。

當本集團已轉讓其自資產收取現金流量的權利或已訂立交付安排時，本集團評估其是否已保留該資產所有權的風險及回報以及相關程度。當其並無轉讓或保留該資產的絕大部份風險及回報，亦無轉讓該資產的控制權時，本集團繼續確認已轉讓資產，惟以本集團持續參與為限。於該情況下，本集團亦確認一項關聯負債。已轉讓資產及該關聯負債根據反映本集團已保留的權利及義務的基準計量。

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2.4 Summary of significant accounting policies

(continued)

Derecognition of financial assets (continued)

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

Impairment of financial assets

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

Financial assets carried at amortised cost

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

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

2.4 主要會計政策概要(續)

解除確認財務資產(續)

以所轉讓資產作擔保的形式存在的持續參與按該資產的初始賬面值與本集團可能須償還的最高代價兩者間的較低者計量。

財務資產減值

本集團於各個報告期間結算日評估有否客觀證據顯示個別或財務資產組別出現減值。倘於首次確認資產後發生一項或多項事件及該虧損事件對該項或該組財務資產的估計未來現金流量所造成的影響能夠可靠地估計時，則存在減值。減值跡象可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

以攤銷成本計值的財務資產

就以攤銷成本計值的財務資產而言，本集團首先會就個別屬重大的財務資產或按組合基準就個別不屬重大的財務資產的客觀證據，個別評估是否分別存在減值。倘本集團認定按個別基準經評估的財務資產(無論重大與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的財務資產內，並共同評估該組財務資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

已出現減值虧損數額乃根據資產賬面值與估計未來現金流量所得現值(不包括尚未產生的未來信貸虧損)的差額計算。估計未來現金流量之現值以財務資產原來實際利率(即首次確認時計算的實際利率)貼現估算。

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2.4 Summary of significant accounting policies (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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

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

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

財務資產減值(續)

以攤銷成本計值的財務資產(續)

資產賬面值透過使用撥備賬下調，而虧損於損益表確認入賬。利息收入於減少後賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。貸款及應收款項連同相關之撥備當日後不可收回時作出撇銷，而所有抵押品已變現或已轉撥至本集團。

倘於其後期間，經估計減值虧損數額由於確認減值後的事件增加或減少，之前確認的減值虧損則可透過調整撥備賬增加或下調。倘於其後收回撇銷，該項收回將計入損益表。

以成本計值的資產

因公平值不能可靠計量而非按公平值計值的非上市股本工具，或與該股本工具掛鉤並須通過交付該非上市股本工具結算的衍生資產，如有客觀證據證明發生減值虧損，虧損金額則按資產賬面值與按照類似財務資產當時市場回報率對估計未來現金流量折現確定的現值之間的差額計量。該等資產的減值虧損不予撥回。

可供出售金融投資

就可供出售金融投資而言，本集團於各個報告期間結算日評估有否客觀證據顯示個別或投資組別出現減值。

倘可供出售財務資產出現減值，包括成本(扣除任何本金付款及攤銷)與其現時公平值的差額將於扣除之前已於損益表確認的減值虧損後從其他全面收入移除並於損益表確認。

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2.4 Summary of significant accounting policies

(continued)

Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is “significant” or “prolonged” requires judgement. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is “significant” or “prolonged” requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings. The Group determines the classification of its financial liabilities at initial recognition.

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

The Group’s financial liabilities include trade and bills payables, other payables and accruals, interest-bearing bank and other borrowings and other liabilities.

2.4 主要會計政策概要(續)

可供出售金融投資(續)

就分類為可供出售的股本投資而言，客觀證據應包括投資之公平值大幅或持續下降至低於其成本。釐定何屬「大幅」或「持續」須作出判斷。「大幅」乃與該項投資之原成本比較後評估，而「持續」則按公平值低於其原成本之時而評估。倘有減值跡象，按收購成本與現時公平值的差額計量的累計虧損(減往期就該項投資於損益表確認之減值虧損)於其他全面收入中移除，並於損益表確認。分類為可供出售股本工具的減值虧損不會透過損益表撥回。減值後公平值之增幅乃直接於其他全面收入中確認。

釐定「大幅」或「持續」的定義須作出判斷。在作出判斷時，本集團所衡量之因素包括投資之公平值跌至低於其成本所涉及之時間或程度。

財務負債

首次確認及計量

財務負債於首次確認時分類為貸款及借貸。本集團於首次確認時釐定其財務負債的分類。

所有財務負債首先按公平值確認及倘為貸款及借貸，則須扣除直接應佔交易成本。

本集團的財務負債包括應付貿易賬款及票據、其他應付款項及應計開支、計息銀行及其他借貸以及其他負債。

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2.4 Summary of significant accounting policies (continued)

Financial liabilities (continued)

Subsequent measurement

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

Loans and borrowings

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

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

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

2.4 主要會計政策概要(續)

財務負債(續)

後續計量

財務負債的後續計量根據其分類進行，詳情如下：

貸款及借貸

於首次確認後，計息貸款及借貸隨後以實際利率法以攤銷成本計量，除非貼現影響微不足道，在該情況下以按成本列賬。當負債終止確認及按實際利率進行攤銷程序時，其收益及虧損於損益表內確認。

攤銷成本於計算時已考慮收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的融資成本內。

財務擔保合約

本集團作出之財務擔保合約即要求作出付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初始按其公平值確認為負債(就發出擔保直接應佔之交易成本進行調整)。初始確認後，本集團按以下兩者中之較高者計量財務擔保合約：(i)於報告期間結算日須償付現有債務所需動用開支之最佳估計金額；及(ii)初始確認之金額減累計攤銷額後之餘額(若適用)。

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2.4 Summary of significant accounting policies

(continued)

Derecognition of financial liabilities

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

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要(續)

撤銷確認財務負債

當負債的義務已被履行或取消或屆滿，本集團即撤銷確認財務負債。

倘同一貸款人以較重大不同條款之財務負債取代現有財務負債或現有負債條款經重大修訂，則有關轉換或修訂會被視為撤銷確認原有負債，並確認新負債，各賬面值之差額乃於損益表確認。

存貨

存貨以成本及可變現淨值兩者中的較低者列賬。成本以加權平均成本法計算，就在製品及製成品而言，包括直接材料、直接勞工及適當比例的間接費用。可變現淨值按估計售價減任何估計完成及出售所需成本而計算。

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2.4 Summary of significant accounting policies

(continued)

Provisions

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

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Cash and cash equivalents

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

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

2.4 主要會計政策概要(續)

撥備

倘若因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。

倘若貼現的影響重大，則確認的撥備金額為預期需用作償還債務的未來支出於報告期間結算日的現值。隨時間過去而增加的貼現現值增加額計入損益表內「融資成本」。

就本集團授予若干產品的產品保修作出之撥備乃根據銷量及過往修理及退回經驗確認，並貼現至其現值(如適用)。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指手頭現金及活期存款，以及於購入後一般三個月內到期、可隨時轉換為已知金額現金之短期變現能力高但價值變動風險不大之投資扣除須按要償還之銀行透支，並為本集團現金管理之重要部份。

就綜合財務狀況表而言，現金及現金等價物乃指並無限制用途之手頭及銀行現金，包括定期存款以及性質與現金相似之資產。

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2.4 Summary of significant accounting policies

(continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Employee benefits

(i) Short term employee benefits

Salaries, annual bonuses and staff welfare costs are accrued in the period in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Contributions to defined contribution retirement plans

Contributions to local retirement schemes pursuant to the relevant labour rules and regulations in the PRC, Taiwan and Hong Kong are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

2.4 主要會計政策概要 (續)

政府補貼

政府補貼收入乃於合理確定有關補貼將獲收取，且所有附帶條件均獲符合時按公平值確認。如補貼涉及開支項目，則會於擬用作補償的成本支銷的期間有系統地確認為收入。

如補貼涉及一項資產，則公平值會計入遞延收入賬，並就有關資產之預期使用年期每年按等額轉撥至損益表，或從該資產之賬面值中扣減並透過扣減折舊開支轉撥至損益表。

僱員福利

(i) 短期僱員福利

薪金、全年花紅及僱員福利成本於本集團僱員提供相關服務期間累計。倘遞延處理有關付款或結算造成重大影響，則該等款項將按現值列賬。

(ii) 定額供款退休計劃的供款

根據中國、台灣及香港相關勞工規則及規例，就當地退休計劃作出的供款，除非包括於尚未確認為開支的存貨成本，否則，供款於產生時於損益確認為開支。

(iii) 合約終止補償

合約終止補償在下列兩者孰早日確定：本集團不可再撤回提供此等福利時；及其確認涉及支付合約終止補償的重組成本時。

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2.4 Summary of significant accounting policies

(continued)

Income tax

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅

所得稅包括當期及遞延稅項。與於損益外確認之項目有關之所得稅，於其他全面收入或直接於權益內確認。

當期稅項資產及負債根據於報告期間結算日前已頒佈或實質上已頒佈之稅率(及稅法)，計及本集團營運所在國家之現行詮釋及慣例，預期將從稅局收回或將支付予稅局的金額計量。

在報告期間結算日資產及負債之稅基與其在財務報告之賬面值之間的所有暫時性差異，須按負債法計提遞延稅項撥備。

所有應課稅暫時性差異均會確認為遞延稅項負債，惟應注意下列各點：

- 倘若遞延稅項負債之起因，是由於商譽，或在一宗非屬業務合併之交易中初步確認之資產或負債，且在交易時，對會計利潤或應課稅利潤或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司之投資之應課稅暫時性差異而言，倘若撥回暫時性差異之時間可以控制，以及暫時性差異不甚可能在可見將來撥回，則屬例外。

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2.4 Summary of significant accounting policies

(continued)

Income tax (continued)

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

對於所有可扣減之暫時性差異、結轉未用稅項資產及未用稅項虧損，若日後有可能出現應課稅利潤，可用以抵扣該等可扣減暫時性差異、結轉未用稅項資產及未用稅項虧損，則遞延稅項資產一律確認入賬，惟應注意下列各點：

- 倘若有關可扣減暫時性差異之遞延稅項資產之起因，是由於在一宗非屬業務合併之交易中初步確認資產或負債，而且在交易時，對會計利潤或應課稅利潤或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司之投資的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產之賬面值，會在各報告期間結算日予以審閱。若不再可能有足夠應課稅利潤用以抵扣全部或部分相關遞延稅項資產，則扣減遞延稅項資產賬面值。未確認之遞延稅項資產乃於各報告期間結算日重新評估，並於可能獲得足夠應課稅利潤以收回全部或部分遞延稅項資產時予以確認。

變現資產或清償負債之期間預期適用之稅率，會用作衡量遞延稅項資產及負債，並以報告期間結算日前已經生效或大致上已經生效之稅率(及稅法)為基準。

倘存在法律上可強制執行的權利，可將有關同一課稅實體及同一稅局的流動稅項資產及流動稅項負債抵銷，則可抵銷遞延稅項資產與遞延稅項負債。

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2.4 Summary of significant accounting policies

(continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Construction contracts

Revenue from construction contracts is recognised on the percentage of completion basis, as further explained in the accounting policy for “Construction contracts” below.

(iii) Services rendered

Revenue from services rendered is recognised on the percentage of completion basis, as further explained in the accounting policy for “Contracts for services” below.

(iv) Interest income

Interest income is recognised in profit or loss as it accrues using the effective interest method.

(v) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

2.4 主要會計政策概要(續)

收入確認

收入乃於本集團可能獲得經濟利益而當收入可以可靠方法計算時，按下列基準確認入賬：

(i) 銷售貨品

銷售貨品所獲收入，在貨品的所有權的重大風險及回報轉移予買方時確認，惟本集團並無參與通常涉及擁有權之管理，而對所售貨物亦無有效之控制權。收入不包括增值稅或其他銷售稅，並已扣除任何營業折扣。

(ii) 建設合約

建設合約所獲收入按竣工百分比基準確認，於下文「建設合約」的會計政策中進一步詳述。

(iii) 提供服務

提供服務所獲收入按完成百分比基準計算，於下文「服務合約」的會計政策中進一步詳述。

(iv) 利息收入

利息收入於產生時以實際利息法於損益內確認。

(v) 經營租賃的租金收入

經營租賃的應收租金收入在租賃期所涵蓋的期間內，以等額分期在損益確認，除非有其他基準能更清楚反映使用租賃資產產生的收益模式。所授出的租賃獎勵於損益確認為應收租賃款項淨值總額的組成部分。或然租金會在所賺取的會計期間確認為收入。

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2.4 Summary of significant accounting policies

(continued)

Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised using the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Contracts for services

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction. Where the outcome of a contract cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

2.4 主要會計政策概要(續)

建設合約

合約收益包括協定合約款項及訂單變更、申索及獎勵的適當付款。合約成本包括直接材料、分包成本、直接勞工及適當比例的可變及固定建設開支。

固定價格建設合約收益按完工百分比確認，參照迄今產生的成本所佔相關合約估計總成本比例計量。

管理層一旦預計有可預見的虧損，即計提撥備。倘迄今產生的合約成本加已確認利潤減已確認虧損超出進度付款，差額視作應收合約客戶款項。倘進度付款超出迄今產生的合約成本加已確認利潤減已確認虧損，差額視作應付合約客戶款項。

服務合約

提供服務之合約收益包括協定合同金額。提供服務之成本包括直接參與提供服務之勞工及其他人員之成本，以及應佔開支。

提供服務之收益按交易的完成百分比確認，前提是能夠可靠計量收益、所產生之成本及估計完成成本。完成百分比乃參照迄今產生的成本對比該交易將產生之總成本而釐定。倘無法可靠計量合約結果，則僅在所產生之開支符合收回資格之情況下才會確認收益。

管理層一旦預計有可預見的虧損，即計提撥備。倘迄今產生的合約成本加已確認利潤減已確認虧損超出進度付款，差額視作應收合約客戶款項。倘進度付款超出迄今產生的合約成本加已確認利潤減已確認虧損，差額視作應付合約客戶款項。

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2.4 Summary of significant accounting policies

(continued)

Borrowing costs

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

Research and development expenses

Expenditure on research and development is charged to profit or loss as an expense when incurred.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

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

Foreign currencies

The Company's functional currency is Hong Kong dollars. However, the consolidated financial statements of the Group are presented in RMB, as the directors of the Company consider that the major subsidiaries of the Company are all presented in RMB and meanwhile this presentation is more useful for its current and potential investors. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

借貸成本

與收購、建造或生產合資格資產(即需要長時間才可投入擬定用途或銷售的資產)直接相關的借貸成本獲撥充資本作為該等資產的部分成本。在資產大致可投入擬定用途或銷售時，該等借貸成本便會停止資本化。特定借貸在撥作合資格資產的支出前用作短暫投資所賺取的投資收入，會從資本化借貸成本中扣除。所有其他借貸成本於產生期間列作開支。借貸成本包括利息以及實體在借取資金時產生的其他成本。

研發開支

研發開支於產生時計入損益作為開支。

股息

末期股息乃於股東於股東大會上批准時確認為一項負債。

由於本公司之組織章程大綱及細則授予董事會宣派中期股息之權力，故中期股息乃同時建議及宣派。因此，中期股息於建議及宣派時即時確認為一項負債。

外幣

本公司的功能貨幣為港元。然而，本集團綜合財務報表以人民幣呈報，乃由於本公司董事認為本公司主要附屬公司均以人民幣呈報，而同時此呈報對現時及潛在投資者更為有用。本集團內的實體各自決定其功能貨幣為何，各實體的財務報告項目均以所定功能貨幣計量。外幣交易初步按交易日的有關功能貨幣的匯率換算入賬。以外幣為計價單位的貨幣資產及負債，按有關功能貨幣於報告期間結算日的通行匯率再換算。貨幣項目結算或匯兌差額於損益表中確認。

2.4 Summary of significant accounting policies

(continued)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of comprehensive income are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

3. Significant accounting judgments and estimates

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

2.4 主要會計政策概要(續)

外幣(續)

按歷史成本列賬、以外幣計量的非貨幣項目，採用初步交易日期的匯率換算。按公平值列賬、以外幣計量的非貨幣項目，則採用釐定公平值日期的匯率換算。因換算以公平值計量的非貨幣項目而產生之損益，其處理方式與確認該項目公平值變動損益之方式一致(即公平值損益於其他全面收入內確認之項目之換算差額或損益亦分別於其他全面收入或損益內確認)。

若干海外附屬公司之功能貨幣為非人民幣貨幣。於報告期間結算日，該等實體的資產與負債，按報告期間結算日的通行匯率換算為人民幣，其全面收入表則按本年度的加權平均匯率換算為人民幣。因此而產生的匯兌差額乃計入其他全面收入表，並於外匯儲備中累計。出售海外業務時，與該項特定海外業務有關之其他全面收入成份會在損益表中確認。

因收購海外業務而產生之任何商譽及對因收購產生之資產及負債賬面值的任何公平值調整，均被列為海外機構的資產及負債，並以結算匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期之匯率換算為人民幣。海外附屬公司於整個年度內經常產生之現金流量乃按本年度之加權平均匯率換算為人民幣。

3. 重大會計估計及判斷

編製本集團之財務報表要求管理層作出反映收入、費用、資產及負債之已報告數額及相關披露以及或然負債之披露之判斷、估計及假設。有關該等假設及估計之不明朗因素可能引致須於日後對受影響之資產或負債之賬面值作出重大調整。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty

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

(a) Useful lives of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful life of each asset, after taking into account the estimated residual value. Management reviews annually the useful life of an asset and its residual value, if any. Both the period and methods of depreciation are reviewed annually. The depreciation expenses for future periods are adjusted if there are significant changes from previous estimates.

(b) Impairments of assets

Management reviews the carrying amounts of assets at the end of each reporting period to determine whether there is any objective evidence of impairment. When an indication of impairment is identified, the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, management prepares discounted future cash flows to assess the differences between the carrying amount and value in use and provides for impairment losses. Any change in the assumptions adopted in the cash flow forecasts would increase or decrease the provision for impairment losses and affect the Group's profit or loss and net assets value.

Goodwill is tested for impairment at least annually even if there has no indication of impairment.

Impairment losses for bad and doubtful receivables are assessed and provided based on the management's regular review of ageing analysis and evaluation of collectability. A considerable level of judgement is exercised by management when assessing the credit worthiness and past collection history of each individual customer. An increase or decrease in the above impairment losses would affect the Group's profit or loss and net assets value.

3. 重大會計估計及判斷(續)

不明朗因素估計

於報告期間結算日有重大可能使下個財政年度資產及負債賬面值須作重大調整而與未來有關的主要假設及不明朗因素估計的其他主要來源概述如下。

(a) 物業、廠房及設備的可使用年期

物業、廠房及設備在計及其估計剩餘價值後，以直線法按各資產的估計可使用年期計提折舊。管理層每年審閱資產的可使用年期及其剩餘價值(如有)，並每年審閱計提折舊的期間及方法。如果先前估計發生重大變動，則會對未來期間的折舊開支作出調整。

(b) 資產減值

管理層於各報告期間結算日審閱資產的賬面值，以釐定是否有任何客觀減值證據。當確認出現減值跡象時，將估計資產的可收回金額。資產的可收回金額是淨售價與使用價值兩者中的較高者。評估其使用價值時，管理層編製貼現未來現金流量以評估賬面值與使用價值間的差額，並作減值虧損撥備。現金流量預測採納的假設有任何變動，將令減值虧損撥備增加或減少，並影響本集團的損益及資產淨值。

商譽即使於無減值跡象情況下亦至少每年進行一次減值測試。

呆壞賬減值虧損是根據管理層定期審閱賬齡分析及評估可收回程度評估來作出評估及計提撥備。管理層在評估各個別客戶的信譽及過往收賬經驗時，作出相當程度的判斷。上述減值虧損的任何增減，會影響本集團的損益及資產淨值。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

- (c) Impairment of prepayments to suppliers and provision for onerous contracts

The Group makes non-cancellable advance payments to raw material suppliers under purchase agreements which are to be offset against future purchases. In the event when the economic benefits expected to be received under these purchase agreements are less than the unavoidable costs of meeting the contractual obligations; or the financial conditions of suppliers deteriorate, management will consider whether such advance payments to suppliers are impaired and make necessary provision for the present obligations under the agreements. The Group does not require collateral or other security against its prepayments to suppliers. Management performs ongoing evaluations of impairment of prepayments to suppliers and provisions for commitments that may become onerous due to a change of market conditions and the financial conditions of its suppliers. The evaluations take into account the projected revenue, related expenses and other costs. When the prepayments are not likely to be settled as expected, the Group will make necessary provisions for the present obligations under the agreements. Meanwhile, provision for onerous contract will also be made when the unavoidable costs of meeting the obligations under the purchase agreements exceed the economic benefits expected to be received under it. An increase or decrease in the above provisions would affect the Group's profit or loss and net assets value. Further details of the provision for impairment of prepayments to suppliers and the provision for inventory purchase commitment are given in note 18 and note 32 to the financial statements respectively.

- (d) Write-down of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs to completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in technique and competitors' actions in response to adverse industry cycles. Management reassesses these estimates at the end of each reporting period. As at 31 December 2016, the Group provided for write-down of inventories amounting to RMB19,484,000 (2015: RMB18,659,000).

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

- (c) 預付予供應商的款項減值及有償合約撥備

本集團根據購買協議向原材料供應商作出不可撤銷預付款項，有關款項將於未來購貨時作出抵銷。倘根據該等購買協議預期可收取的經濟利益低於履行合約責任不可避免的成本，或該等供應商財務狀況轉壞，管理層將考慮預付予該等供應商的款項是否經已減值，並就該等協議項下的現有責任作出必要撥備。本集團並無就預付予供應商的款項要求抵押品或其他抵押。管理層持續評估預付予供應商的款項的減值，及就可能由於市況及供應商財務狀況變動而變為有償的承擔撥備。該評估需要考慮預計收益、有關開支及其他成本。若可能無法如預期結算預付款項時，本集團將就該等協議項下的現有責任作出必要撥備。同時，當符合購買協議項下的責任的不可避免成本超出其項下預期所得的經濟裨益時，亦將計提有償合約撥備。上述撥備的增加或減少將影響本集團的損益及資產淨值。預付予供應商的款項減值撥備及存貨購買承擔撥備的進一步詳情分別載於財務報表附註18及附註32。

- (d) 存貨撇減

存貨的可變現淨值乃其於日常業務過程中的估計售價，扣除估計完成所需成本及銷售開支。該等估計乃基於目前市況以及製造及銷售同類產品的過往經驗，可能會因為技術改變及競爭對手為針對嚴峻行業週期而採取的行動而出現重大改變。管理層會於各報告期間結算日重新評估該等估計。於二零一六年十二月三十一日，本集團已就存貨撇減計提撥備人民幣19,484,000元(二零一五年：人民幣18,659,000元)。

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3. Significant accounting judgments and estimates (continued)

Estimation uncertainty (continued)

(e) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are transactions during the ordinary course of business, for which calculation of the ultimate tax determination is uncertain. Where the final tax outcome is different from the amounts that were initially recorded, such differences would affect profit or loss in future years.

Recognition of deferred tax assets, which related to tax losses and deductible temporary differences, depends on management's expectation of future taxable profits that will be available against which the tax losses or the asset can be utilised. The outcome of their actual utilisation may be different.

The carrying value of deferred tax assets relating to recognised tax losses and deductible temporary differences at 31 December 2016 was RMB19,516,000 (2015: RMB23,515,000). Further details are disclosed in note 30 to the financial statements.

(f) Provision for warranties

The Group provides warranties for its photovoltaic modules for up to 25 years after sales have taken place. Due to limited warranty claims history, management estimates warranty based on the Group's historical cost data, industry data and an assessment of the Group's competitors' history of warranty claims. The warranty obligation of the Group will be affected not only by the product failure rates, but also by costs incurred to repair or replace failed products. If the actual product failure rates and the costs of replacement or repairing of failed products differ from the estimates, the Group will need to prospectively revise the provision for warranties which would affect profit or loss in future years. Further details of the Group's provision for warranties are given in note 32 to the financial statements.

3. 重大會計估計及判斷(續)

不明朗因素估計(續)

(e) 所得稅

本集團須繳付多個司法權區的所得稅。釐定所得稅撥備需作出重大判斷。於日常業務過程中，有交易的最終稅項未能確定。倘最終稅項結果與初步記錄的金額不同，有關差額將影響未來年度的損益。

確認有關稅項虧損及可扣稅暫時差額的遞延稅項資產視乎管理層預期日後可能有應課稅利潤可動用稅項虧損或資產。其實際動用結果可能有所不同。

於二零一六年十二月三十一日有關已確認稅項虧損及可扣稅暫時差額的遞延稅項資產的賬面值為人民幣19,516,000元(二零一五年：人民幣23,515,000元)。進一步詳情於財務報表附註30披露。

(f) 保用撥備

本集團就其光伏組件提供長達25年的售後保用。由於過往甚少出現保用索償，因此管理層根據歷史成本數據、業內數據及對本集團競爭對手的過往保用索償評估估計保用成本。本集團的保用責任不但會受產品故障比率影響，同時會受維修或置換出現故障產品所涉成本影響。倘實際產品故障比率及置換或維修出現故障產品的成本與估計有差異，本集團將須按未來基準修訂將影響未來年度損益的保用撥備。本集團保用撥備的進一步詳情載於財務報表附註32。

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4. Operating segment information

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has identified four reportable segments: (i) the manufacturing of, trading of, and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers ("Segment A"); (ii) the manufacturing and trading of photovoltaic modules ("Segment B"); (iii) the manufacturing and trading of monocrystalline silicon solar cells ("Segment C"); and (iv) the construction and operating of photovoltaic power plants ("Segment D"). No operating segments have been aggregated to form these reportable segments. Comparative figures have been provided on a basis consistent with the current year's segment analysis. Revenue, costs and expenses are allocated to those reportable segments with reference to sales generated by those segments and the costs and expenses incurred by those segments.

(a) Segment results, assets and liabilities

For the purpose of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the basis as they are presented in the Group's financial statements.

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.

4. 經營分部資料

就資源分配及表現評估而言，本集團按照與本集團最高級行政管理人員內部呈報資料一致的方式，確認四個可報告分部：(i)多晶硅以及太陽能單晶及多晶硅棒／硅片的製造、買賣及提供多晶硅以及太陽能單晶及多晶硅棒／硅片加工服務(「分部A」)；(ii)製造及買賣光伏組件(「分部B」)；(iii)製造及買賣太陽能單晶硅電池(「分部C」)；及(iv)興建及經營光伏电站(「分部D」)。並無合併經營分部以組成此等可報告分部。比較數字按與本年度分部分析一致之基準提供。分配予該等可報告分部的收益、成本及開支乃參考該等分部產生的銷售及該等分部產生的成本及開支計算。

(a) 分部業績、資產及負債

為評估分部表現及於分部間分配資源，本集團最高級行政管理人員會監察各可報告分部應佔之業績、資產及負債(按照本集團財務報表呈列的基準)。

分部間的銷售及轉讓乃參考向第三方銷售所用的售價按當時現行市價進行交易。

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4. Operating segment information (continued)

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the years ended 31 December 2016 and 2015 is set out below:

		Segment A		Segment B		Segment C		Segment D		Total	
		分部A		分部B		分部C		分部D		總計	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue from external customers	來自外界客戶的收益	652,487	514,706	2,230,621	2,029,513	71,424	231,039	66,444	124,292	3,020,976	2,899,550
Intersegment revenue	分部間收益	351,377	489,985	323,749	151,603	886,545	803,928	1,310	4,194	1,562,981	1,449,710
Reportable segment revenue	可報告分部收益	1,003,864	1,004,691	2,554,370	2,181,116	957,969	1,034,967	67,754	128,486	4,583,957	4,349,260
Reportable segment (loss)/profit	可報告分部(虧損)/利潤	(236,863)	(54,806)	14,652	56,995	8,049	24,438	(13,244)	(10,186)	(227,406)	16,441
Reportable segment assets	可報告分部資產	2,250,710	2,765,716	832,396	875,852	790,248	651,655	401,194	419,544	4,274,548	4,712,767
Reportable segment liabilities	可報告分部負債	1,770,469	1,927,495	951,218	997,789	415,056	340,066	259,117	284,554	3,395,860	3,549,904
Other segment information:	其他分部報告：										
Interest income from bank deposits	自銀行存款的利息收入	740	1,513	4,425	11,180	646	10,033	15	8	5,826	22,734
Finance costs	融資成本	(51,615)	(54,781)	(35,860)	(34,295)	(15,960)	(15,893)	(13,667)	(15,015)	(117,102)	(119,984)
Depreciation and amortisation	折舊及攤銷	(157,920)	(147,975)	(19,668)	(11,567)	(35,069)	(34,848)	(11,118)	(10,961)	(223,775)	(205,351)
Share of profits less losses of associates	應佔聯營公司利潤減虧損	(18,573)	(13,093)	-	-	-	-	-	-	(18,573)	(13,093)
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值損失的計提	(35,273)	-	(994)	-	(350)	-	-	-	(36,617)	-
Write-down of inventories	存貨撇減	(825)	(9,711)	-	-	-	-	-	-	(825)	(9,711)
Capital expenditure*	資本開支*	42,790	59,890	79,081	11,924	11,537	22,747	21,672	1,990	155,080	96,551
Investments in associates	聯營公司的投資	41,148	59,721	-	-	-	-	-	-	41,148	59,721

* Capital expenditure consists of additions to property, plant and equipment and intangible assets.

4. 經營分部資料(續)

(a) 分部業績、資產及負債(續)

截至二零一六年及二零一五年十二月三十一日止年度向本集團最高級行政管理人員提供的有關本集團可報告分部的資料載列如下：

* 資本開支包括添置物業、廠房及設備以及無形資產。

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4. Operating segment information (continued)

(b) Geographic information

Substantially all of the Group's property, plant and equipment, lease prepayments, goodwill, intangible assets and interests in associates are located or operated in the PRC. The following table sets out information about the Group's revenue from external customers and the Group's non-current prepayments by geographical location. The geographical location of a customer is based on the location to which the goods were delivered or the services were provided.

(i) Revenue from external customers

4. 經營分部資料(續)

(b) 地區資料

本集團物業、廠房及設備、租賃預付款項、商譽、無形資產及於聯營公司的權益位於中國或於中國經營。下表按所在地列出本集團來自外界客戶的收益及非流動預付款項的資料。客戶所在地以交付貨品或提供服務的地點為依據。

(i) 來自外界客戶的收益

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Mainland China	中國大陸	1,451,226	912,646
Export sales	出口銷售		
– Japan	– 日本	1,386,488	1,775,295
– Taiwan	– 台灣	95,316	73,803
– Other Asian Regions	– 其他亞洲地區	80,826	124,063
– Europe	– 歐洲	6,151	–
– America	– 美國	969	13,743
Sub-total	小計	1,569,750	1,986,904
Total	總計	3,020,976	2,899,550

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4. Operating segment information (continued)

(b) Geographic information (continued)

(ii) Non-current prepayments

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Mainland China	中國大陸	33,626	54,784
Overseas – Taiwan	海外 – 台灣	57,740	75,167
Sub-total	小計	57,740	75,167
Total	總計	91,366	129,951

(c) Information about major customers

For the year ended 31 December 2016, revenue from major customers, each of whom amounted to 10% or more of the Group's total revenue, is set out below:

4. 經營分部資料(續)

(b) 地區資料(續)

(ii) 非流動預付款項

(c) 主要客戶的資料

截至二零一六年十二月三十一日止年度，來自主要客戶的收益，各佔本集團總收益10%或以上者載列如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Customer A	客戶A		
– From Segment A	– 來自分部A	15,179	–
– From Segment B	– 來自分部B	1,207,645	632,769
– From Segment C	– 來自分部C	14	15
Customer B	客戶B		
– From Segment B	– 來自分部B	–	35,615
– From Segment C	– 來自分部C	392,062	300,366
Customer C	客戶C		
– From Segment A	– 來自分部A	99,510	*
– From Segment B	– 來自分部B	237,524	*

* The revenue from this customer was less than 10% of the total revenue.

* 來自此客戶的收益少於總收益的10%。

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5. Revenue

The principal activities of the Group are the manufacturing, trading and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers, the manufacturing and trading of monocrystalline silicon solar cells, the manufacturing and trading of photovoltaic modules, the construction and operating of photovoltaic power plants.

Revenue represents the sales value of goods and electricity supplied to customers less value added tax or other sales taxes and trade discounts and income from the provision of processing services. The amount of each significant category of revenue recognised during the year is as follows:

5. 收益

本集團主要業務為多晶硅以及太陽能單晶及多晶硅棒／硅片的製造、買賣及提供多晶硅以及太陽能單晶及多晶硅棒／硅片加工服務，製造及買賣太陽能單晶硅電池及光伏組件與興建及經營光伏電站。

收益指供應予客戶貨物及電力的銷售值(減增值稅或其他銷售稅及貿易折扣)以及提供加工服務所得收入。年內確認的各項重大收入類別的金額如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Sales of polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers	銷售多晶硅及太陽能單晶及多晶硅棒／硅片	450,113	401,264
Sales of monocrystalline silicon solar cells	銷售太陽能單晶硅電池	71,424	214,230
Sales of photovoltaic modules	銷售光伏組件	1,993,097	1,951,908
Construction and operating of photovoltaic power plants	興建及經營光伏電站	66,444	124,292
Rendering of services	提供服務	439,898	207,856
		3,020,976	2,899,550

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6. Other income and gains, net

6. 其他收入及收益，淨額

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other income	其他收入		
Government grants (note 31)	政府補貼(附註31)	20,913	22,530
Interest income from bank deposits	銀行存款的利息收入	5,826	22,734
Investment income from available-for-sale investment	可供出售投資的投資收入	6,205	-
Gain on disposal of a subsidiary (note 37)	出售一間附屬公司的收益(附註37)	220	-
		33,164	45,264
Other (losses)/gains, net	其他(虧損)/收益，淨額		
Net foreign exchange (loss)/gain	外匯(虧損)/收益淨額	(9,823)	2,725
Net (loss)/gain on disposal of property, plant and equipment and land lease prepayments (note)	出售物業、廠房及設備以及土地租賃預付款項的(虧損)/收益淨額(附註)	(27,219)	100,242
Losses from sales of other materials	銷售其他材料虧損	(40,925)	(10,595)
Others	其他	(1,788)	3,605
		(79,755)	95,977

Note:

During the year ended 31 December 2015, the Group disposed of the land use right at Jinzhou City together with the factory premise and ancillary structures established thereon (the "Land") with net carrying value of RMB43,783,000 to Jinzhou Land Reserve Center (the "Buyer") at a cash consideration of RMB182,620,000. The Group incurred a relocation cost of RMB33,594,000 and passed the vacant possession of the Land to the Buyer during the year ended 31 December 2015. This disposal resulted in a gain on disposal of property, plant and equipment and land lease prepayments of RMB105,243,000 recognised during the year ended 31 December 2015. During the year ended 31 December 2016, no such significant disposal was incurred.

附註：

截至二零一五年十二月三十一日止年度，本集團向錦州市土地儲備中心(「買方」)出售賬面淨值為人民幣43,783,000元的錦州市土地使用權連同建於其上的工廠物業及附屬構築物(「該土地」)，現金代價為人民幣182,620,000元。本集團於截至二零一五年十二月三十一日止年度期間產生重置成本人民幣33,594,000元，並向買方轉交土地的空置管有權。此項出售產生出售物業、廠房及設備以及土地租賃預付款項收益人民幣105,243,000元，並於截至二零一五年十二月三十一日止年度內確認。截至二零一六年十二月三十一日止年度，並無發生該等重大出售。

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7. (Loss)/profit before tax

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

7. 除稅前(虧損)/利潤

本集團除稅前(虧損)/利潤已扣除/(計入)：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(a) Staff costs# (including directors' and chief executive's remuneration (note 9))			
(a) 員工成本#(包括董事及主要行政人員薪酬(附註9))			
Salaries, wages and other benefits	薪金、工資及其他福利	169,263	154,848
Contributions to retirement schemes	退休計劃供款	25,640	26,275
		194,903	181,123
(b) Auditor's remuneration			
(b) 核數師酬金			
Audit services	核數服務	2,790	2,110
Tax services	稅務服務	50	67
Other services	其他服務	225	100
		3,065	2,277

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7. (Loss)/profit before tax (continued)

7. 除稅前(虧損)/利潤(續)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(c) Other items			
(c) 其他項目			
Amortisation of lease prepayments (note 17)	租賃預付款項攤銷(附註17)	4,409	4,038
Depreciation# (note 14)	折舊#(附註14)	219,366	201,313
Provision for warranties# (note 32)	保用撥備#(附註32)	22,306	20,321
Operating lease charges – properties	經營租賃支出 – 物業	1,290	1,240
Research and development costs	研究及開發成本	143,823	68,510
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值損失的計提	36,617	–
Net loss/(gain) on disposal of property, plant and equipment and land lease prepayments	出售物業、廠房及設備以及土地租賃預付款項的虧損/(收益)淨額	27,219	(100,242)
Cost of inventories sold# (note 21(b))	已售存貨成本#(附註21(b))	2,360,477	2,403,240
Cost of service rendered#	已提供服務成本#	331,422	253,772

Cost of inventories sold and cost of services rendered include, in aggregate, RMB376,519,000 (2015: RMB343,053,000) for the year ended 31 December 2016, relating to staff costs, depreciation and provision for warranties which amounts are also included in the respective total amounts disclosed separately above or in note 7(a) for each of these types of expenses.

截至二零一六年十二月三十一日止年度的已售存貨成本及已提供服務成本包括有關員工成本、折舊及保用撥備合共人民幣376,519,000元(二零一五年：人民幣343,053,000元)，該款項亦計入就該等各類費用而於上文或於附註7(a)分開披露的各個款項總額。

8. Finance costs

8. 融資成本

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interests on bank and other loans wholly repayable within five years	須於五年內全數償清的銀行及其他貸款利息	116,532	124,561
Interests on finance leases	融資租賃利息	570	–
Total interest expenses on financial liabilities not at fair value through profit or loss	非按公平值於損益賬列賬財務負債的利息開支總額	117,102	124,561
Less: interest expenses capitalised into construction in progress*	減：在建工程資本化利息開支*	–	4,577
		117,102	119,984

* There was no interest expense capitalised for the year ended 31 December 2016. The borrowing costs were capitalised at rates of 6.81% to 7.49% for the year ended 31 December 2015.

* 截至二零一六年十二月三十一日止年度並無資本化的利息開支。截至二零一五年十二月三十一日止年度，借貸成本已按年利率6.81%至7.49%予以資本化。

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9. Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事及最高行政人員酬金

根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部須予披露的年內董事及最高行政人員的酬金如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Fees	袍金	2,950	336
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	449	3,345
Retirement scheme contributions	退休計劃供款	68	91
		517	3,436
		3,467	3,772

		2016 二零一六年 Basic salaries, allowances and benefits in kind			Retirement scheme contributions	Total
		Fees	Basic salaries, allowances and benefits in kind	Retirement scheme contributions	Total	
		袍金 RMB'000 人民幣千元	基本薪金、 津貼及 實物利益 RMB'000 人民幣千元	退休計劃 供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	
Executive directors	執行董事					
Tan Wenhua (i)	譚文華(i)	1,014	115	14	1,143	
Tan Xin (chief executive) (ii)	譚鑫(行政總裁)(ii)	513	105	28	646	
Wang Chunwei	王君偉	497	229	22	748	
Non-executive directors	非執行董事					
Hsu You Yuan (iii)	許祐淵(iii)	617	-	4	621	
Independent non-executive directors	獨立非執行董事					
Wong Wing Kuen, Albert	王永權	103	-	-	103	
Fu Shuangye	符霜葉	103	-	-	103	
Zhang Chun	張椿	103	-	-	103	
Total	總計	2,950	449	68	3,467	

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9. Directors' and chief executive's remuneration (continued)

9. 董事及最高行政人員酬金 (續)

		2015 二零一五年			
		Basic salaries, allowances and benefits in kind	Retirement scheme contributions		Total
		Fees			
		袍金	基本薪金、津貼及實物利益	退休計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事				
Tan Wenhua (Chief Executive Officer)	譚文華(行政總裁)	–	1,183	18	1,201
Hsu You Yuan	許祐淵	–	1,105	14	1,119
Tan Xin	譚鑫	–	450	32	482
Wang Chunwei	王君偉	–	607	27	634
Independent non-executive directors	獨立非執行董事				
Wong Wing Kuen, Albert	王永權	96	–	–	96
Fu Shuangye	符霜葉	96	–	–	96
Lin Wen (iv)	林文(iv)	48	–	–	48
Zhang Chun	張椿	96	–	–	96
Total	總計	336	3,345	91	3,772

Notes:

- (i) Mr. Tan Wenhua resigned as chief executive of the Company with effect from 6 October 2016.
- (ii) Mr. Tan Xin was appointed as chief executive of the Company with effect from 6 October 2016.
- (iii) Mr. Hsu You Yuan resigned as executive director and was appointed as non-executive director of the Company with effect from 29 June 2016.
- (iv) Mr. Lin Wen retired as independent non-executive director with effect from 29 June 2015.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

附註：

- (i) 譚文華先生辭任本公司行政總裁，自二零一六年十月六日起生效。
- (ii) 譚鑫先生獲委任為本公司行政總裁，自二零一六年十月六日起生效。
- (iii) 許祐淵先生辭任本公司執行董事並獲委任為非執行董事，自二零一六年六月二十九日起生效。
- (iv) 林文先生退任獨立非執行董事，自二零一五年六月二十九日起生效。

於年內，並無董事或最高行政人員訂立任何安排放棄或同意放棄任何酬金。

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10. Five highest paid employees

The five highest paid employees during the year included four (2015: three) directors including the chief executive whose remuneration are disclosed in note 9. The aggregate of the remuneration in respect of the remaining one (2015: two) highest paid employee who is neither a director nor chief executive of the Company is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	615	1,079
Retirement scheme contributions	退休計劃供款	15	29
		630	1,108

The remuneration of the remaining one (2015: two) highest paid employee is within the following band:

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	2

10. 五名最高薪酬僱員

年內五名最高薪酬僱員包括四名(二零一五年：三名)董事(包括最高行政人員)，彼等的薪酬於附註9披露。餘下一名(二零一五年：兩名)並非本公司董事或最高行政人員的最高薪酬僱員的薪酬總額如下：

餘下一名(二零一五年：兩名)最高薪酬僱員的薪酬屬以下組別：

11. Income tax

(a) Income tax in the consolidated statement of profit or loss represents:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current tax – the PRC	即期稅項 – 中國		
Provision for the year	年度撥備	13,442	9,508
Under-provision in respect of prior years	過往年度撥備不足	5	386
		13,447	9,894
Deferred tax (note 30)	遞延稅項(附註30)	3,995	(6,864)
Income tax expense for the year	年度所得稅開支	17,442	3,030

11. 所得稅

(a) 綜合損益表內所得稅代表：

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11. Income tax (continued)

- (b) A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(Loss)/profit before taxation	除稅前(虧損)/利潤	(209,964)	19,471
Tax at the statutory tax rate	按法定稅率計算的稅項	(52,491)	4,868
Tax effect of non-deductible expenses	不可扣稅支出的稅務影響	3,601	3,100
Effect of tax rates differential (note(i))	不同稅率的影響(附註(i))	1,015	(2,174)
Effect of tax concessions obtained (note(ii))	所獲稅務優惠的影響(附註(ii))	10,463	10,578
Tax effect of unused tax losses and temporary differences not recognised	尚未確認的未動用稅項虧損及暫時差額的稅務影響	58,674	26,710
Utilisation of unused tax loss and temporary differences not recognised in previous years	動用過往年度尚未確認的未動用稅項虧損及暫時差額	(3,825)	(40,438)
Under-provision in respect of prior years	過往年度撥備不足	5	386
Tax charge at the Group effective rate	按本集團實際稅率計算的稅項開支	17,442	3,030

Notes:

- (i) Hong Kong profits tax is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits of the Company's subsidiaries incorporated in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the subsidiaries incorporated in Hong Kong either did not have any assessable profits subject to Hong Kong profits tax or had accumulated tax losses brought forward from previous years to offset the assessable profits for the year.

The Company and its subsidiaries incorporated in the Cayman Islands and the British Virgin Islands are not subject to any income tax pursuant to the local rules and regulations of their respective countries of incorporation.

The statutory tax rate applicable to the Company's subsidiary incorporated in Germany is 15% for the year ended 31 December 2016 (2015: 15%). No provision for the German income tax has been made as the subsidiary incorporated in Germany did not have any taxable profits for the year ended 31 December 2016 (2015: Nil).

11. 所得稅(續)

- (b) 採用本公司與其大部分附屬公司註冊國家(或司法權區)法定稅率所計算的除稅前(虧損)/利潤的稅項開支，與根據實際稅率計算的稅項開支對賬如下：

附註：

- (i) 年內香港利得稅按本公司於香港註冊成立的附屬公司的估計應課稅利潤的16.5%(二零一五年：16.5%)計算。由於香港註冊成立的附屬公司並無任何應繳納香港利得稅的應課稅利潤或過往年度承前累計稅項虧損可抵銷年內應課稅利潤，故並無作出香港利得稅撥備。

本公司及其於開曼群島及英屬處女群島註冊成立的附屬公司根據其各自註冊成立國家的當地規則及規例毋須繳納任何所得稅。

截至二零一六年十二月三十一日止年度，本公司於德國註冊成立的附屬公司適用的法定稅率為15%(二零一五年：15%)。由於該間在德國註冊成立的附屬公司於截至二零一六年十二月三十一日止年度並無任何應課稅利潤，故並無作出德國所得稅撥備(二零一五年：無)。

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11. Income tax (continued)

(b) (continued)

Notes: (continued)

The statutory tax rate applicable to the Company's subsidiary incorporated in Ghana is 35% for the year ended 31 December 2016 (2015: 35%). No provision for the Ghana income tax has been made as the subsidiary incorporated in Ghana did not have any taxable profits for the year ended 31 December 2016 (2015: Nil).

(ii) The income tax rate of the Company's PRC subsidiaries is 25% except for the subsidiaries mentioned below:

Jinzhou Yangguang Energy Co., Ltd. ("Yangguang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2012 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Yangguang has renewed the "High and New Technology" certificate in 2015 effective for the three years from 2015 to 2017. Accordingly, Yangguang was entitled the 15% income tax rate for 2016 and 2015.

Jinzhou Huachang Photovoltaic Technology Ltd ("Jinzhou Huachang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2014 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Accordingly, Jinzhou Huachang was entitled the 15% income tax rate for 2016 and 2015.

Golmud Solargiga Energy Electric Power Co., Ltd. ("Golmud") was entitled to a tax holiday of a 3-year full exemption followed by a 3-year 50% reduction income tax rate commencing from 1 January 2011. Accordingly, Golmud was entitled the 7.5% income tax rate for 2016 and 2015.

Solargiga Energy (Qinghai) Co., Ltd. ("Qinghai") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2016 for a term of three years, and has been registered with the local tax authority to be eligible for a reduced income tax rate of 15%. Accordingly, Qinghai was entitled the 15% income tax rate for 2016.

Jinzhou Jinmao Photovoltaic Technology Co., Ltd. ("Jinzhou Jinmao") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2016 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Accordingly, Jinzhou Jinmao was entitled the 15% income tax rate for 2016.

12. Dividends

The board does not recommend to declare a final dividend for the year ended 31 December 2016 (2015: Nil).

11. 所得稅(續)

(b) (續)

附註：(續)

截至二零一六年十二月三十一日止年度，本公司於加納註冊成立的附屬公司適用的法定稅率為35%（二零一五年：35%）。由於該間在加納註冊成立的附屬公司於截至二零一六年十二月三十一日止年度並無任何應課稅利潤，故並無作出加納所得稅撥備（二零一五年：無）。

(ii) 本公司的中國附屬公司的所得稅稅率為25%，惟下述附屬公司除外：

錦州陽光能源有限公司（「陽光」）於二零一二年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。二零一五年，陽光更新「高新科技」證書，有效期為三年，自二零一五年起至二零一七年止。因此，錦州陽光於二零一六年及二零一五年可按15%所得稅率繳稅。

錦州華昌光伏科技有限公司（「錦州華昌」）於二零一四年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，錦州華昌於二零一六年及二零一五年可按15%所得稅率繳稅。

格爾木陽光能源電力有限公司（「格爾木」）自二零一一年一月一日開始三年內獲全數豁免繳納所得稅，其後三年獲減免一半所得稅稅率。因此，格爾木於二零一六年及二零一五年可按7.5%所得稅率繳稅。

陽光能源（青海）有限公司（「陽光青海」）於二零一六年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，陽光青海於二零一六年可按15%所得稅率繳稅。

錦州錦懋光伏科技有限公司（「錦州錦懋」）於二零一四年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，錦州錦懋於二零一六年可按15%所得稅率繳稅。

12. 股息

董事會不建議就截至二零一六年十二月三十一日止年度宣派末期股息（二零一五年：無）。

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13 (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to the ordinary equity holders of the Company of RMB239,149,000 (2015: profit of RMB15,653,000) and the weighted average of 3,211,780,566 (2015: 3,211,780,566) ordinary shares of the Company in issue during the year.

(b) Diluted (loss)/earnings per share

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the years ended 31 December 2016 and 2015 in respect of a dilution as the Group had no dilutive potential ordinary shares in issue during the years ended 31 December 2016 and 2015.

14. Property, plant and equipment

		Construction in progress	Buildings	Plant, machinery and equipment	Motor vehicles	Furniture and fittings	Total
		在建工程 RMB'000 人民幣千元	樓宇 RMB'000 人民幣千元	廠房、機器 及設備 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	家具及 固定裝置 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Cost:	成本：						
At 1 January 2016	於二零一六年一月一日	43,829	458,184	2,143,429	24,050	23,796	2,693,288
Exchange adjustments	匯兌調整	-	-	-	-	17	17
Additions	添置	117,804	8,255	20,569	2,270	1,923	150,821
Disposals	出售	(413)	-	(65,763)	-	(2,799)	(68,975)
Disposal of a subsidiary	出售一間附屬公司	(2,791)	-	-	-	-	(2,791)
Transfer	轉撥	59,476	298	(60,220)	215	231	-
At 31 December 2016	於二零一六年十二月三十一日	217,905	466,737	2,038,015	26,535	23,168	2,772,360
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：						
At 1 January 2016	於二零一六年一月一日	-	(73,169)	(783,102)	(20,080)	(20,806)	(897,157)
Exchange adjustments	匯兌調整	-	-	-	-	(19)	(19)
Depreciation for the year	年度折舊	-	(12,891)	(203,697)	(793)	(1,985)	(219,366)
Written back on disposals	出售時撥回	-	-	37,786	-	2,717	40,503
Transfer	轉撥	(70,370)	-	70,370	-	-	-
At 31 December 2016	於二零一六年十二月三十一日	(70,370)	(86,060)	(878,643)	(20,873)	(20,093)	(1,076,039)
Net book value:	賬面淨值：						
At 31 December 2016	於二零一六年十二月三十一日	147,535	380,677	1,159,372	5,662	3,075	1,696,321

13. 本公司權益持有人應佔每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據本公司普通股權益持有人應佔虧損人民幣239,149,000元(二零一五年：利潤人民幣15,653,000元)以及年內本公司已發行普通股加權平均股數3,211,780,566股(二零一五年：3,211,780,566股)計算。

(b) 每股攤薄(虧損)/盈利

於截至二零一六年及二零一五年十二月三十一日止年度，本集團並無潛在攤薄的已發行普通股，因此並無對截至二零一六年及二零一五年十二月三十一日止年度呈列的每股基本(虧損)/盈利款額作出攤薄調整。

14. 物業、廠房及設備

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14. Property, plant and equipment (continued)

14. 物業、廠房及設備(續)

		Construction in progress	Buildings	Plant, machinery and equipment	Motor vehicles	Furniture and fittings	Total
		在建工程	樓宇	廠房、機器 及設備	汽車	家具及 固定裝置	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：						
At 1 January 2015	於二零一五年一月一日	258,179	404,356	2,203,264	23,831	22,857	2,912,487
Exchange adjustments	匯兌調整	-	-	-	-	162	162
Additions	添置	69,263	16,269	9,234	968	817	96,551
Disposals	出售	(67,181)	(52,224)	(195,718)	(749)	(40)	(315,912)
Transfer	轉撥	(216,432)	89,783	126,649	-	-	-
At 31 December 2015	於二零一五年十二月三十一日	43,829	458,184	2,143,429	24,050	23,796	2,693,288
Accumulated depreciation and impairment losses:	累計折舊及減值虧損：						
At 1 January 2015	於二零一五年一月一日	(67,181)	(60,833)	(777,750)	(18,919)	(19,028)	(943,711)
Exchange adjustments	匯兌調整	-	-	-	-	123	123
Depreciation for the year	年度折舊	-	(16,482)	(181,637)	(1,263)	(1,931)	(201,313)
Written back on disposals	出售時撥回	67,181	4,146	176,285	102	30	247,744
At 31 December 2015	於二零一五年十二月三十一日	-	(73,169)	(783,102)	(20,080)	(20,806)	(897,157)
Net book value:	賬面淨值：						
At 31 December 2015	於二零一五年十二月三十一日	43,829	385,015	1,360,327	3,970	2,990	1,796,131

The net carrying amounts of the Group's fixed assets held under finance leases included in the total amounts of property, plant and equipment (note 33) at 31 December 2016 were RMB14,896,000 (2015: Nil).

As at 31 December 2016, certain of the Group's interest-bearing bank borrowings were secured by certain of the Group's property, plant and equipment (note 27), which had an aggregate net book value of RMB596,885,000 (31 December 2015: RMB593,254,000).

於二零一六年十二月三十一日，計入物業、廠房及設備總額的本集團根據融資租賃持有的固定資產之賬面淨值為人民幣14,896,000元(二零一五年：無)(附註33)。

於二零一六年十二月三十一日，本集團若干計息銀行借貸乃以本集團賬面淨值總額人民幣596,885,000元(二零一五年十二月三十一日：人民幣593,254,000元)的若干物業、廠房及設備作抵押(附註27)。

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14. Property, plant and equipment (continued)

Substantially all of the Group's property, plant and equipment is located in Mainland China.

The Group has yet to obtain property ownership certificates for certain buildings included in property, plant and equipment with an aggregate net book value of RMB283,321,000 as at 31 December 2016 (31 December 2015: RMB285,045,000). Notwithstanding this, the directors are of the opinion that the Group owned the beneficial title to these buildings as at 31 December 2016.

Property, plant and equipment leased out under operating leases

The Group leases out a limited portion of land and buildings under operating leases. The leases typically run for a period of five years, with an option to renew the leases upon expiry at which time all terms are renegotiated. None of the leases includes contingent rentals.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

14. 物業、廠房及設備(續)

本集團絕大部分物業、廠房及設備均位於中國大陸。

本集團尚未獲得若干計入物業、廠房及設備的樓宇的房屋所有權證。於二零一六年十二月三十一日，該等樓宇的賬面淨值總額為人民幣283,321,000元(二零一五年十二月三十一日：人民幣285,045,000元)。然而，董事認為，本集團於二零一六年十二月三十一日擁有該等樓宇的實益業權。

根據經營租賃出租的物業、廠房及設備

本集團根據經營租賃出租極小部分土地及樓宇。該等租賃一般為期五年，可於屆滿時選擇重續租賃，所有條款將於重續時重新磋商。該等租賃並不包括或然租金。

本集團根據不可撤銷經營租賃應收的未來最低租賃款總額如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 1 year	一年內	117	117
After 1 year but within 5 years	一年後但於五年內	68	185
		185	302

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15. Intangible assets

15. 無形資產

		Customer relationships 客戶關係 RMB'000 人民幣千元	Customer contracts 客戶合約 RMB'000 人民幣千元	Patents 專利 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Cost:	成本：				
At 1 January and 31 December 2016	於二零一六年一月一日及十二月三十一日	185,230	2,411	67,228	254,869
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：				
At 1 January and 31 December 2016	於二零一六年一月一日及十二月三十一日	(185,230)	(2,411)	(67,228)	(254,869)
Net book value:	賬面淨值：				
At 31 December 2016	於二零一六年十二月三十一日	-	-	-	-

		Customer relationships 客戶關係 RMB'000 人民幣千元	Customer contracts 客戶合約 RMB'000 人民幣千元	Patents 專利 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Cost:	成本：				
At 1 January and 31 December 2015	於二零一五年一月一日及十二月三十一日	185,230	2,411	67,228	254,869
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：				
At 1 January and 31 December 2015	於二零一五年一月一日及十二月三十一日	(185,230)	(2,411)	(67,228)	(254,869)
Net book value:	賬面淨值：				
At 31 December 2015	於二零一五年十二月三十一日	-	-	-	-

The intangible assets were fully impaired during the year ended 31 December 2012.

無形資產已於截至二零一二年十二月三十一日止年度悉數減值。

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16. Goodwill

16. 商譽

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January and 31 December	於一月一日及十二月三十一日	208,237	208,237
Accumulated impairment losses:	累計減值虧損：		
At 1 January and 31 December	於一月一日及十二月三十一日	(208,237)	(208,237)
Carrying amount:	賬面值：		
At 31 December	於十二月三十一日	-	-

The goodwill was fully impaired during the year ended 31 December 2012.

商譽已於截至二零一二年十二月三十一日止年度悉數減值。

17. Land lease prepayments

17. 土地租賃預付款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	137,194	153,894
Additions	添置	4,259	-
Disposals	出售	-	(16,700)
At 31 December	於十二月三十一日	141,453	137,194
Accumulated amortisation:	累計攤銷：		
At 1 January	於一月一日	(16,994)	(15,293)
Amortisation for the year	年內攤銷	(4,409)	(4,038)
Written back on disposals	出售時撥回	-	2,337
At 31 December	於十二月三十一日	(21,403)	(16,994)
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	120,050	120,200

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17. Land lease prepayments (continued)

Lease prepayments represent the payments made on the acquisitions of the lands held under operating leases mainly for production plants. All the lands are located in Mainland China with a lease period of 50 years.

As at 31 December 2016, certain of the Group's interest-bearing bank borrowings were secured by certain of the Group's lease prepayments (note 27), which had an aggregate net book value of RMB50,108,000 (31 December 2015: RMB20,107,000).

18. Prepayments for raw materials

In order to secure a stable supply of polysilicon materials, the Group entered into short-term and long-term contracts with certain raw material suppliers and made advance payments to these suppliers which are to be offset against future purchases. Prepayments for raw materials where the Group expects to receive the raw materials more than twelve months after the end of the reporting period are classified as non-current assets and to receive within one year are classified as current assets. There is no prepayment for raw materials made to a related party as at 31 December 2016 (31 December 2015: Nil).

As at 31 December 2014, management reassessed the prepayments for potential impairment and identified one of the suppliers, from which the Group failed to purchase the agreed quantities of polysilicon under the long-term supply contract, and therefore provided a provision of RMB70,369,000.

Based on the updated assessment by management for the year ended 31 December 2016, no further impairment or reversal of impairment was made during the year ended 31 December 2016. The movement in the impairment provision during the year merely represented exchange adjustments.

19. Investments in associates

17. 土地租賃預付款項(續)

租賃預付款項指就收購於經營租賃項下持有主要作生產廠房用途的土地所作出的付款。所有土地均位於中國大陸，租賃期為50年。

於二零一六年十二月三十一日，本集團若干計息銀行借貸乃以本集團賬面淨值總額人民幣50,108,000元(二零一五年十二月三十一日：人民幣20,107,000元)的租賃預付款項作抵押(附註27)。

18. 原材料預付款項

為確保有穩定多晶硅原材料供應，本集團與若干原材料供應商訂立短期及長期合約並向該等供應商支付預付款項，該等款項將於日後購買中抵銷。本集團預期於報告期間結算日後十二個月以上方取得原材料的原材料預付款項分類為非流動資產，並將一年內取得原材料的原材料預付款項分類為流動資產。於二零一六年十二月三十一日，概無支付予關聯方的原材料預付款項(二零一五年十二月三十一日：無)。

於二零一四年十二月三十一日，管理層已對預付款項的潛在減值重新作出評估，並已確認其中一名供應商，本集團未有根據長期供應合約向其購買指定數量的多晶硅，並因此作出人民幣70,369,000元的撥備。

根據管理層於截至二零一六年十二月三十一日止年度更新的評估，於截至二零一六年十二月三十一日止年度概無就減值進一步計提撥備或撥回減值。年內減值撥備變動僅為匯兌調整。

19. 於聯營公司的投資

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	41,148	59,721

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19. Investments in associates (continued)

The following list contains the particular of the associates, which are unlisted corporate entities:

19. 於聯營公司的投資(續)

下表載列聯營公司的詳情，其為非上市公司實體：

Name of associate	Form of business structure	Place of establishment and business	Registered and paid-in capital	Percentage of ownership interest attributable to the Group	Principal activities
聯營公司名稱	業務架構形式	註冊成立及業務地點	註冊及實繳資本 %	本集團應佔擁有權百分比 %	主要業務
Jinzhou Aoke New Energy Co., Ltd. ("Aoke") 錦州奧克陽光新能源有限公司(「奧克」)	Incorporated 註冊成立	The PRC/ Mainland China 中國／中國大陸	RMB200,000,000 人民幣200,000,000元	37	Manufacturing and processing of multicrystalline ingots/wafers 製造及加工多晶硅棒／硅片
Jinzhou Chengguang New Energy Technology Co., Ltd. ("Chengguang") 錦州城光新能源科技有限公司(「城光」)	Incorporated 註冊成立	The PRC/ Mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	49	Construction of photovoltaic power plants 建造光伏電站

All of the above associates are accounted for using the equity method in the consolidated financial statements.

上述全部聯營公司均使用權益法於綜合財務報表內入賬。

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19. Investments in associates (continued)

Summarised financial information of the material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

19. 於聯營公司的投資(續)

主要聯營公司的財務資料概要經任何會計政策差異調整及與綜合財務報表內賬面值對賬後披露如下：

		Aoke 奧克		Chengguang 城光	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Gross amounts of the associates	聯營公司總金額				
Non-current assets	非流動資產	261,107	319,578	42,047	40,948
Current assets	流動資產	39,913	55,567	11	1,112
Current liabilities	流動負債	(141,915)	(177,857)	(32,087)	(32,087)
Non-current liabilities	非流動負債	(58,993)	(46,983)	-	-
Net assets	資產淨值	100,112	150,305	9,971	9,973
Revenue	收益	41,720	40,817	-	-
Loss for the year	年度虧損	(50,193)	(35,374)	(2)	(10)
Total comprehensive income	全面收入總額	(50,193)	(35,374)	(2)	(10)
Reconciled to the Group's interests in the associates	與本集團於聯營公司權益對賬				
Gross amounts of net assets of the associates	聯營公司資產淨值總額	100,112	150,305	9,971	9,973
The Group's effective interests	本集團實際權益	37%	37%	49%	49%
The Group's shares of net assets of the associates	本集團應佔聯營公司資產淨值	37,041	55,613	4,886	4,887
Unrealised profits on downstream transactions	下游交易的未變現利潤	-	-	(779)	(779)
Carrying amounts in the consolidated financial statements	綜合財務報表所載賬面值	37,041	55,613	4,107	4,108

20. Other non-current assets

Other non-current assets represent the deductible input value-added taxes ("VAT") that are not expected to be utilised within one year. These deductible input VATs are arisen from the purchases of the property, plant and equipment for a photovoltaic power plant, which are eligible for deduction within the whole life of the power plant in Mainland China.

20. 其他非流動資產

其他非流動資產為預計不會在一年內利用的可抵扣進項增值稅(「增值稅」)。此可抵扣進項增值稅是由於購買一個光伏電站的物業、廠房及設備所產生，並可在中國大陸電站存續期間抵扣。

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21. Inventories

(a) Inventories in the consolidated statement of financial position comprise:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Materials and supplies	材料及供應品	319,706	363,766
Finished goods	製成品	370,527	268,063
Less: Write-down of inventories to net realisable value	減：存貨撇減至可變現淨值	(19,484)	(18,659)
		670,749	613,170

(b) The analysis of the amount of inventories sold is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Carrying amount of inventories sold	已售存貨的賬面值	2,359,652	2,393,529
Write-down of inventories	存貨撇減	825	9,711
		2,360,477	2,403,240

21. 存貨

(a) 綜合財務狀況表所載存貨包括：

(b) 已售的存貨金額分析如下：

22. Trade and bills receivables

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	526,041	566,277
Bills receivables	應收票據	17,117	38,472
Less: impairment	減：減值	(57,248)	(25,813)
		485,910	578,936

22. 應收貿易賬款及票據

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22. Trade and bills receivables (continued)

The ageing analysis of trade and bills receivables (net of allowance for doubtful debts) at the end of reporting period based on invoice date is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 1 month	一個月內	266,672	244,847
1 to 3 months	一至三個月	40,796	209,479
4 to 6 months	四至六個月	22,913	51,004
7 to 12 months	七至十二個月	125,723	15,387
Over 1 year	超過一年	29,806	58,219
		485,910	578,936

The Group normally allows a credit period of 30-90 days to its customers.

本集團一般給予客戶30至90日的信貸期。

The movements in the allowance for doubtful debts during the year are as follows:

年內呆賬撥備變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	25,813	24,445
Exchange adjustments	匯兌調整	1,618	1,368
Impairment losses recognised (note 7)	已確認減值損失(附註7)	29,817	—
At 31 December	於十二月三十一日	57,248	25,813

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB57,248,000 (2015: RMB25,813,000) with a carrying amount before provision of RMB57,248,000 (2015: RMB25,813,000).

上述應收貿易賬款減值撥備包括個別減值的應收貿易賬款的撥備人民幣57,248,000元(二零一五年：人民幣25,813,000元)，其撥備前賬面值為人民幣57,248,000元(二零一五年：人民幣25,813,000元)。

The individually impaired trade receivables relate to customers that were in financial difficulties or were in default in principal payments and none of the receivables is expected to be recovered.

個別減值的應收貿易賬款與面臨經濟困難或未能償還本金的客戶有關，預期該等應收款項將無法收回。

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22. Trade and bills receivables (continued)

The ageing analysis of trade and bills receivables that are neither individually collectively considered to be impaired is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Not past due	並無逾期	272,491	445,250
Less than 1 month past due	逾期少於一個月	8,677	37,749
1 to 3 months past due	逾期一至三個月	30,997	18,807
4 to 6 months past due	逾期四至六個月	88,632	23,869
7 to 12 months past due	逾期七至十二個月	55,620	12,271
Over 1 year past due	逾期一年以上	29,493	40,990
		485,910	578,936

As at 31 December 2016, bills receivables had been pledged as security to a bank for obtaining loans amounting to RMB4,000,000 (31 December 2015: for issuing bills payable to suppliers amounting to RMB24,500,000).

Receivables that were past due but not impaired relate to a number of customers that have a good track record with the Group. Based on past experience, management believes that no 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. The Group does not hold any collateral over these balances.

22. 應收貿易賬款及票據(續)

並無個別或共同被視為減值的應收貿易賬款及票據的賬齡分析如下：

於二零一六年十二月三十一日，已向銀行抵押應收票據人民幣4,000,000元作為取得貸款的抵押品(二零一五年十二月三十一日：人民幣24,500,000元作為發行償付供應商的票據的抵押品)。

逾期但並無減值的應收款項與本集團多名擁有良好往績記錄的客戶有關。根據以往經驗，由於信貸質素並無重大改變，且認為該等結餘仍可全數收回，管理層相信毋需就該等結餘計提減值。本集團並無就該等結餘持有任何抵押品。

23. Prepayments, deposits and other receivables 23. 預付款項、按金及其他應收款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Prepayments for raw materials	原材料的預付款項	160,384	272,616
Deductible value-added tax	可扣減增值稅	229,614	259,985
Other receivables	其他應收款項	53,098	51,533
Less: Impairment	減：減值	(6,800)	-
		436,296	584,134

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23. Prepayments, deposits and other receivables (continued)

The movements in the allowance for other receivables during the year are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	-	-
Impairment losses recognised (note 7)	已確認減值損失(附註7)	6,800	-
At 31 December	於十二月三十一日	6,800	-

Included in the above provision for impairment of other receivables is a provision for individually impaired other receivables of RMB6,800,000 (2015: Nil) with a carrying amount before provision of RMB6,800,000 (2015: Nil).

Except for those other receivables already impaired, the financial assets included in the above balances related to receivables for which there were no recent history of default and no fixed term of repayment.

24. Available-for-sale investments

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Unlisted equity investments, at fair value:	非上市股本投資，按公平值：		
In Mainland China	中國大陸	-	123,942
		-	123,942

Available-for-sale investments was financial products purchased from bank with principal guaranteed and floating interests. As at 31 December 2016, the Group sold the available-for-sale investment. As such, the Group recognised an investment income on disposal of an available-for-sale investment of RMB6,205,000 in its financial statements.

23. 預付款項、按金及其他應收款項(續)

年內其他應收款項的撥備變動如下：

上述其他應收款項減值撥備包括個別減值的其他應收款項的撥備人民幣6,800,000元(二零一五年：無)，其撥備前賬面值為人民幣6,800,000元(二零一五年：無)。

除其他已減值的應收款項外，以上金額內有關應收款項餘額的財務資產近期並無拖欠記錄，亦無固定還款期。

24. 可供出售投資

可供出售投資為向銀行購買的保本金融產品，提供浮動利息。於二零一六年十二月三十一日，本集團已出售可供出售投資。因此，本集團在其財務報表中確認出售可供出售投資的投資收入人民幣6,205,000元。

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25. Pledged deposits

Certain of the Group's bank deposits were pledged to secure bank loans and other banking facilities granted to the Group as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Pledged as security for bank loans	抵押作為銀行貸款的抵押品	321,064	439,171
Others	其他	63,597	2,000
		384,661	459,171

The effective annual interest rate for pledged deposits with banks was 1.49% for the year ended 31 December 2016 (2015: 2.39%).

25. 已抵押存款

本集團若干銀行存款已就本集團獲授的銀行貸款及其他銀行融資作出抵押，載列如下：

截至二零一六年十二月三十一日止年度，已抵押予銀行的存款的實際年利率為1.49厘(二零一五年：2.39厘)。

26. Cash and cash equivalents

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	293,628	193,953

Cash and bank balances totalling RMB197,454,000 (31 December 2015: RMB77,943,000) as at 31 December 2016 are denominated in RMB. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

26. 現金及現金等價物

於二零一六年十二月三十一日的現金及銀行結餘合共人民幣197,454,000元(二零一五年十二月三十一日：人民幣77,943,000元)以人民幣列值。人民幣不可自由兌換為其他貨幣。然而，根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團獲批准透過授權銀行將人民幣兌換作外幣以進行外匯業務。

銀行現金根據日常銀行存款利率按浮動利率賺取利息。短期定期存款期限為一天至三個月，視乎本集團的即時現金需求而定，並以相應的短期定期存款利率賺取利息。銀行結餘及已抵押存款已存入近期並無欠款記錄且信用良好的銀行。

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27. Interest-bearing borrowings

27. 計息借貸

		2016 二零一六年			2015 二零一五年		
	Notes 附註	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元
Current:	流動：						
Bank loans – secured	銀行貸款－有抵押 (a)	4–7.8	2017	1,105,045	1.31–5.6	2016	764,376
Bank loans – guaranteed	銀行貸款－已擔保 (b)	1.3734–8	2017	763,458	2.276–9	2016	1,110,109
Current portion of long-term borrowings	長期借貸的流動部分						
Bank loans – secured	銀行貸款－有抵押 (a)	5.39	2017	15,000	6.15	2016	12,000
Bank loans – guaranteed	銀行貸款－已擔保 (b)	5.225	2017	33,000	5.5–6.05	2016	45,000
Third parties – guaranteed	第三方－已擔保 (b)	3.3–6.15	2017	120,364	3.3	2016	364
Total	合計			2,036,867			1,931,849
Non-current:	非流動：						
Bank loans – secured	銀行貸款－有抵押 (a)	5.39	2018–2027	179,000	6.15	2017–2027	194,000
Bank loans – guaranteed	銀行貸款－已擔保 (b)	–	–	–	5.5–7.748	2017	33,000
Third parties – guaranteed	第三方－已擔保 (b)	3.3	2018–2020	780	3.3–6.15	2017–2020	121,144
Total	合計			179,780			348,144

(a) The bank borrowings are secured, among which RMB1,299,045,000 (2015: RMB848,946,000) was secured by certain of the Group's bills receivables, property, plant and equipment and land lease prepayments with the net book value of RMB650,993,000 (2015: RMB613,361,000) and none of them (2015: RMB121,430,000) was secured by other assets (2015: available-for-sale investments of RMB123,942,000).

(b) Certain subsidiaries' borrowings are guaranteed by other subsidiaries of the Group.

(a) 銀行借貸為有抵押，其中人民幣1,299,045,000元（二零一五年：人民幣848,946,000元）以本集團賬面淨值為人民幣650,993,000元（二零一五年：人民幣613,361,000元）的若干應收票據、物業、廠房及設備以及土地租賃預付款項作抵押，概無借貸（二零一五年：人民幣121,430,000元）以其他資產（二零一五年：可供出售投資人民幣123,942,000元）作抵押。

(b) 若干附屬公司的借貸乃由本集團其他附屬公司提供擔保。

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27. Interest-bearing borrowings (continued)

27. 計息借貸(續)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Analysed into:	分析為：		
Bank loans repayable:	須予償還的銀行貸款：		
Within one year or on demand	一年內或按需求	1,916,503	1,931,485
In the second year	第二年	16,000	48,000
In the third to fifth years, inclusive	第三至五年，包括首尾兩年	55,000	64,000
Beyond five years	超過五年	108,000	115,000
		2,095,503	2,158,485
Other borrowings repayable:	須予償還的其他借貸：		
Within one year	一年內	120,364	364
In the second year	第二年	364	120,364
In the third to fifth years, inclusive	第三至五年，包括首尾兩年	416	780
		121,144	121,508
		2,216,647	2,279,993

28. Trade and bills payables

28. 應付貿易賬款及票據

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	546,813	558,200
Bills payables	應付票據	181,434	241,048
		728,247	799,248

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28. Trade and bills payables (continued)

- (a) The ageing analysis of trade and bills payables at the end of the reporting period based on invoice date is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 1 month	一個月內	311,257	404,101
1 to 3 months	一至三個月	119,240	40,532
4 to 6 months	四至六個月	218,125	274,617
7 to 12 months	七至十二個月	61,451	27,626
Over 1 year	超過一年	18,174	52,372
		728,247	799,248

- (b) As at 31 December 2016, the Group's bills payables were not secured by Group's bills receivables. As at 31 December 2015, the Group's bills payables of RMB24,500,000 were secured by Group's bills receivables of RMB24,500,000 (note 22).

28. 應付貿易賬款及票據(續)

- (a) 於報告期間結算日，應付貿易賬款及票據的賬齡按發票日期分析如下：

- (b) 於二零一六年十二月三十一日，本集團並無應付票據以本集團的應收票據作抵押。於二零一五年十二月三十一日，本集團人民幣24,500,000元的應付票據以本集團人民幣24,500,000元的應收票據作抵押(附註22)。

29. Other payables and accruals

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other payables and accrued expenses	其他應付款項及應計開支	78,831	141,722
Other tax payables	其他應付稅項	13,103	10,176
Receipts in advance	預收款項	23,588	14,306
Dividends payable	應付股息	151	142
		115,673	166,346

29. 其他應付款項及應計開支

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30. Deferred tax

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

30. 遞延稅項

於綜合財務狀況表確認的遞延稅項資產/(負債)的項目及年內變動如下：

		Fair value adjustment on business combination	Allowance for doubtful debt	Depreciation allowance in excess of related depreciation	Provision for warranties	Unpaid social securities	Losses available for offsetting against future taxable profits	Others	Total	
		業務合併的 遞延收入	呆賬撥備	折舊撥備 超過相關折舊	保用撥備	未支付 社會保障	可供日後 應納稅利潤 抵銷的虧損	其他	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2015	於二零一五年一月一日	2,730	(2,928)	527	-	7,839	5,229	-	399	13,796
(Charged)/credited to profit or loss (note 11)	於損益(扣除)/計入 (附註11)	(409)	73	-	-	3,772	(33)	3,550	(89)	6,864
At 31 December 2015	於二零一五年十二月三十一日	2,321	(2,855)	527	-	11,611	5,196	3,550	310	20,660
At 1 January 2016	於二零一六年一月一日	2,321	(2,855)	527	-	11,611	5,196	3,550	310	20,660
(Charged)/credited to profit or loss (note 11)	於損益(扣除)/計入 (附註11)	(409)	73	336	(69)	4,501	(5,196)	(3,550)	319	(3,995)
At 31 December 2016	於二零一六年十二月三十一日	1,912	(2,782)	863	(69)	16,112	-	-	629	16,665

Deferred tax assets not recognised

At 31 December 2016, the Group has not recognised deferred tax assets in respect of unused tax losses of RMB684,912,000 (31 December 2015: RMB629,097,000) and RMB145,964,000 (31 December 2015: RMB131,442,000) attributable to its subsidiaries in Mainland China and Hong Kong, respectively, and certain deductible temporary differences of RMB300,719,000 (31 December 2015: RMB299,456,000), as it is not probable that future taxable profits against which the losses or deductible temporary differences can be utilised will be available in the relevant tax jurisdictions and entities.

尚未確認遞延稅項資產

於二零一六年十二月三十一日，本集團並無就分別於中國大陸及香港的附屬公司人民幣684,912,000元(二零一五年十二月三十一日：人民幣629,097,000元)及人民幣145,964,000元(二零一五年十二月三十一日：人民幣131,442,000元)的應佔未動用稅項虧損及若干可扣減暫時差額人民幣300,719,000元(二零一五年十二月三十一日：人民幣299,456,000元)確認遞延稅項資產，原因為相關稅務司法權區及實體不大可能會有未來應課稅利潤以供動用虧損或可扣減暫時差額。

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30. Deferred tax (continued)

Deferred tax assets not recognised (continued)

Included in the unrecognised tax losses, RMB145,964,000 (31 December 2015: RMB131,442,000) may be carried forward indefinitely and the remaining balance will expire at various dates up to 2021.

Deferred tax liabilities not recognised

At 31 December 2016, taxable temporary differences relating to the undistributed profits of certain subsidiaries of the Group established in the PRC amounted to RMB11,735,000 (2015: RMB9,570,000). No deferred tax liabilities have been recognised in respect of the withholding tax that would be payable on distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits from these subsidiaries will not be distributed in the foreseeable future.

31. Deferred income

Various government grants have been received by the Group for generating export sales, participating in high-tech industry and constructing various manufacturing and photovoltaic power plants in Jinzhou, Liaoning Province, and Xining, Qinghai Province, the PRC.

Those government grants related to assets are recognised in the consolidated statement of financial position initially as deferred income and are amortised to profit or loss as other income over the useful lives of the assets.

30. 遞延稅項(續)

尚未確認遞延稅項資產(續)

未確認稅項虧損中的人民幣145,964,000元(二零一五年十二月三十一日：人民幣131,442,000元)可無限期結轉，餘額將於截至二零二一年的不同日期屆滿。

未確認遞延稅項負債

於二零一六年十二月三十一日，與本集團於中國成立的若干附屬公司未分派利潤有關的應課稅暫時差額為人民幣11,735,000元(二零一五年：人民幣9,570,000元)。概無就分派該等保留利潤應付的預扣稅項確認任何遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而其已決定該等附屬公司於可見未來分派利潤的機會不大。

31. 遞延收入

本集團因產生出口銷售、從事高科技行業及在中國遼寧省錦州和青海省西寧興建多個製造廠房及光伏電站而獲得不同的政府補貼。

該等與資產有關的政府補貼最初於綜合財務狀況表中確認為遞延收入，並按資產可使用年期於損益內攤銷為其他收入。

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32. Provisions

		Provision for warranties 保用撥備 RMB'000 人民幣千元	Provision for inventory purchase commitments 存貨購買承擔撥備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	41,566	43,582	85,148
Provisions made	所作撥備	20,321	-	20,321
Exchange adjustments	匯兌調整	-	2,668	2,668
At 31 December 2015	於二零一五年十二月三十一日	61,887	46,250	108,137
At 1 January 2016	於二零一六年一月一日	61,887	46,250	108,137
Provisions made	所作撥備	22,306	-	22,306
Exchange adjustments	匯兌調整	-	3,158	3,158
At 31 December 2016	於二零一六年十二月三十一日	84,193	49,408	133,601

The Group's photovoltaic modules were typically sold with a 2 or 5-year warranty for defects in materials and workmanship and a 10-year and 25-year minimum power output warranty, against declines of more than 10% and 20%, respectively, of initial power generation capacity from the date of delivery. The Group has the obligation to repair or replace solar modules, under the terms of the warranty policy. The Group maintains warranty reserves to cover potential liabilities that could arise under these warranties.

A subsidiary of the Group entered into a long-term supply contract ("the Supply Contract") with one of its suppliers in 2010. According to the current terms of the Supply Contract, the subsidiary shall need to pay a total of non-refundable advance payments of US\$34,500,000 and to purchase the agreed quantities of polysilicon for the period from 2012 to 2020 with a total amount of US\$348,000,000.

As at 31 December 2016, the subsidiary has made a non-refundable prepayment of US\$11,500,000 to the supplier, but it did not purchase the agreed quantities from the supplier for 2012, 2013, 2014, 2015 and 2016 with amounts of US\$18,375,250, US\$13,200,000, US\$25,800,000, US\$42,000,000 and US\$41,000,000 respectively as stipulated in the Supply Contract. As of the date of this report, the supplier has issued invoices to the subsidiary for the above purchase commitments for the years ended 31 December 2012, 2013, 2014, 2015 and 2016.

32. 撥備

本集團的光伏組件出售時一般附帶自交付日期起2年或5年物料損壞及人工保用，以及10年及25年最低電力輸出保證，分別保證電力輸出下降幅度不會多於初步發電產能10%及20%。根據保用政策條款，本集團有責任對太陽能組件進行維修或置換。本集團設有保用儲備以覆蓋該等保用項下的潛在負債。

本集團一間附屬公司與其供應商之一於二零一零年訂立長期供應合約(「供應合約」)。根據供應合約的現有條款，該附屬公司須於二零一二年至二零二零年期間支付不可退回的預付款項合共34,500,000美元，並購買指定數量的多晶硅，總額為348,000,000美元。

於二零一六年十二月三十一日，該附屬公司向供應商支付不可退回的預付款項11,500,000美元，但並無按照供應合約訂定於二零一二年、二零一三年、二零一四年、二零一五年及二零一六年向該供應商購買指定的數量分別為數18,375,250美元、13,200,000美元、25,800,000美元、42,000,000美元及41,000,000美元。於本報告日期，該供應商已就上述購買承擔向該附屬公司發出截至二零一二年、二零一三年、二零一四年、二零一五年及二零一六年十二月三十一日止年度的發票。

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32. Provisions (continued)

As of 31 December 2016, the subsidiary recognised a provision for impairment of RMB79,776,000 (31 December 2015: RMB74,676,000) (note 18) for the non-refundable prepayment and a provision of RMB49,408,000 (31 December 2015: RMB46,250,000) for the onerous contract. Currently, the subsidiary's management is in good faith negotiations with the supplier regarding potential modifications of and/or revisions to the terms of the long-term supply agreement. After taking into consideration all the relevant factors, the directors of the Company determined that it is not necessary to make any further provision for the contingent losses from the Supply Contract during the year ended 31 December 2016.

33. Finance Lease Payables

The Group leases certain of its plant and machinery for Segment A. These leases are classified as finance leases and have remaining lease terms ranging from one to three years.

As at 31 December 2016, the total future minimum lease payments under finance leases and their present values were as follows:

32. 撥備(續)

於二零一六年十二月三十一日，該附屬公司已就不可退回的預付款項確認減值撥備人民幣79,776,000元(二零一五年十二月三十一日：人民幣74,676,000元)(附註18)，並就有償合約確認撥備人民幣49,408,000元(二零一五年十二月三十一日：人民幣46,250,000元)。該附屬公司的管理層目前正與供應商就可能更改及／或修訂長期供應協議的條款進行真誠磋商。經考慮所有相關因素後，本公司董事確定截至二零一六年十二月三十一日止年度毋需就供應合約的或然虧損計提任何其他撥備。

33. 融資租賃應付款項

本集團就分部A租賃若干廠房及機器。該等租賃歸類為融資租賃，剩餘租期介乎一至三年不等。

於二零一六年十二月三十一日，根據融資租賃日後的最低租賃付款總額及其現值如下：

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Amounts payable:	應付金額：				
Within one year	一年內	6,071	—	5,812	—
In the second year	第二年	8,519	—	7,599	—
In the third year, inclusive	第三年(包括第三年)	2,864	—	2,429	—
Total minimum finance lease payments	融資租賃最低付款總額	17,454	—	15,840	—
Future finance charges	未來融資費用	(1,614)	—		
Total net finance lease payables	融資租賃應付款項總淨額	15,840	—		
Portion classified as current liabilities	歸類為流動負債的部分	(5,000)	—		
Non-current portion	非流動部分	10,840	—		

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34. Retirement benefit schemes

Employees of the Group's PRC subsidiaries are required to participate in a defined contribution retirement benefit scheme administered and operated by the local municipal government. The Group's PRC subsidiaries were required to make contributions to the scheme at 20% of the employees' salaries per annum to fund the retirement benefits of the employees.

The Group is required to participate in defined contribution retirement schemes administered and operated by Bureau of Labour Insurance of Taiwan for employees employed in Taiwan. Under the schemes, the employer is required to make contributions to the schemes at 6% of the employees' relevant income per annum. Contributions to the schemes vest immediately.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF scheme vest immediately.

The Group has no other material obligation for the payment of retirement benefits associated with the schemes beyond the contributions described above.

35. Share capital

Authorised and issued share capital

		2016 二零一六年		2015 二零一五年	
		No. of shares 股份數目	'000 千元	No. of shares 股份數目	'000 千元
Authorised:	法定：				
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	5,000,000,000	HK\$500,000 港元500,000	5,000,000,000	HK\$500,000 港元500,000
Equivalent to	相當於		RMB450,000 人民幣450,000		RMB450,000 人民幣450,000
Ordinary shares, issued and fully paid:	已發行及繳足普通股：				
At 1 January and 31 December	於一月一日及十二月三十一日	3,211,780,566	RMB276,727 人民幣276,727	3,211,780,566	RMB276,727 人民幣276,727

34. 退休福利計劃

本集團中國附屬公司僱員須參與由地方市政府管理及營辦的定額供款退休福利計劃。本集團中國附屬公司須按僱員年薪的20%向計劃作出供款，為僱員退休福利提供資金。

本集團須為受聘於台灣的僱員參加由台灣勞工保險局管理及營辦的定額供款退休計劃。根據該等計劃，僱主須按僱員相關年度收入的6%向計劃作出供款。向計劃作出的供款即時歸屬。

本集團亦已根據香港強制性公積金計劃條例，為其受香港僱傭條例所管轄的僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃為定額供款退休計劃，由獨立受託人管理。強積金計劃規定僱主及其僱員各自按僱員相關收入的5%向計劃作出供款，以每月相關收入30,000港元為上限。向強積金計劃作出的供款即時歸屬。

除上述供款外，本集團毋須就支付該等計劃有關的退休福利承擔其他重大責任。

35. 股本

法定及已發行股本

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36. Reserves

(1) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. The share premium is distributable.

(2) General reserve fund

Pursuant to the relevant PRC laws and the articles of association of the Company's subsidiaries incorporated in the PRC, these PRC subsidiaries are required to transfer a minimum of 10% of their distributable profits after taxation based on their PRC statutory financial statements to the general reserve fund until the balance of the fund is at least half of the paid-in capital of the relevant subsidiaries. The amounts allocated to this reserve are determined by the respective boards of directors with reference to the minimum requirement.

For the entities concerned, the general reserve fund can be converted into capital in proportion to the equity holders' existing equity holdings, provided that the balance after such conversion is not less than 25% of the registered capital.

(3) Capital reserve

The capital reserve comprises the fair value of shares allotted and issued over the subscription costs and share options granted to employees of the Group.

(4) Exchange reserve

The exchange reserve comprises all exchange differences arising from the translation of the financial statements of Group companies to presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 2.4.

(5) Other reserve

The other reserve mainly represents the differences between considerations of acquisitions of equity interests from non-controlling equity owners and carrying amount of proportionate net assets.

36. 儲備

(1) 股份溢價

股份溢價賬的應用受開曼群島公司法規管。股份溢價可予分派。

(2) 一般儲備金

根據有關中國法律及本公司於中國註冊成立的附屬公司的組織章程細則，此等中國附屬公司須將其中國法定財務報表所示的除稅後可分派利潤最少10%轉撥至一般儲備金，直至該儲備金結餘至少達相關附屬公司實繳股本一半為止。各自董事會經參照最低要求後，釐定分配至該儲備的金額。

就有關實體而言，一般儲備金可按權益持有人現時的持股比例兌換為資本，惟兌換後結餘不得少於註冊資本的25%。

(3) 資本儲備

資本儲備為配發及發行予本集團僱員的股份超逾認購成本的部分以及授予彼等的購股權的公平值。

(4) 匯兌儲備

匯兌儲備包括所有因換算本集團財務報表至呈列貨幣而產生的匯兌差額。本儲備按附註2.4所載會計政策處理。

(5) 其他儲備

其他儲備主要指向非控制性權益擁有人收購股權的代價與按比例所佔資產淨值的賬面值之間的差額。

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37. Disposal of a Subsidiary

On 30 November 2016, Solargiga Energy (Qinghai) Co., Ltd., an indirect partially-owned subsidiary of the Company, entered into a sales and purchase agreement with Suzhou Xie Xin New Energy Investment Limited, to sell all the equity interests of Delingha Solargiga Energy Electric Power Company Limited ("Delingha") with a selling price of RMB100,000.

The following table summarises the carrying value of net liability of Delingha as at the date of disposal:

37. 出售一間附屬公司

於二零一六年十一月三十日，本公司擁有部分權益的間接附屬公司陽光能源(青海)有限公司與蘇州協鑫新能源投資有限公司訂立買賣協議，以出售德令哈陽光能源電力有限公司(「德令哈」)的所有股權，售價為人民幣100,000元。

下表概述德令哈於出售日期的淨負債賬面值：

		2016 二零一六年 RMB'000 人民幣千元
Net liability disposed of:	已出售淨負債：	
Property, plant and equipment	物業、廠房及設備	2,791
Cash and bank balances	現金及銀行結餘	212
Prepayments and other receivables	預付款項及其他應收款項	19,438
Trade payables	應付貿易賬款	(528)
Accruals and other payables	應計開支及其他應付款項	(22,033)
		(120)
Gain on disposal of a subsidiary (note 6)	出售一間附屬公司收益(附註6)	220
At 31 December	於十二月三十一日	100

		2016 二零一六年 RMB'000 人民幣千元
Satisfied by:	以下列方式收入：	
Cash	現金	100

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

與出售一間附屬公司有關的現金及現金等價物淨流出分析如下：

		2016 二零一六年 RMB'000 人民幣千元
Cash consideration	現金代價	100
Cash and bank balances disposed of	已出售現金及銀行結餘	(212)
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	與出售一間附屬公司有關的現金及現金等價物淨流出	(112)

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38. Capital commitments

Capital commitments that relate to purchase of property, plant and equipment outstanding at 31 December 2016 and 2015 not provided for in the financial statements are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Contracted but not provided for	已訂約但未計提撥備	3,279	17,754

39. Operating lease commitments

At 31 December 2016 and 2015, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 1 year	一年內	910	372
After 1 year but within 5 years	一年後但五年內	372	368
After 5 years	五年後	1,214	1,333
		2,496	2,073

The Group is the lessee in respect to a number of properties held under operating leases. The leases typically run for an initial period of two to twenty years, with an option to renew each lease upon expiry when all terms are renegotiated. None of the leases include contingent rentals.

40. Contingent liabilities

At 31 December 2016, the Group has undertaken to guarantee a bank loan to an associate to the extent of RMB31,450,000 (31 December 2015: RMB37,000,000). As most of the loan balances are secured by the fixed assets of the associate, the directors consider fair value of the above financial guarantee is insignificant.

The directors do not consider it probable that a claim will be made against the Group under the above guarantee. The maximum liability of the Group at the end of the reporting period under the above guarantee issued is the outstanding amount of the loan advanced by the bank to the associate of RMB31,450,000 (31 December 2015: RMB37,000,000).

38. 資本承擔

有關購置物業、廠房及設備於二零一六年及二零一五年十二月三十一日尚未償還且並未在財務報表內撥備的資本承擔如下：

39. 經營租賃承擔

於二零一六年及二零一五年十二月三十一日，根據不可撤銷經營租賃，日後本集團應付的最低租賃付款總額如下：

40. 或然負債

於二零一六年十二月三十一日，本集團已承擔一項授予一間聯營公司的銀行貸款的擔保，以人民幣31,450,000元為限(二零一五年十二月三十一日：人民幣37,000,000元)。由於大部分貸款結餘均由該聯營公司的固定資產作抵押，因此董事認為上述財務擔保的公平值並不重大。

董事認為根據上述擔保，本集團不大可能作出索賠。本集團於報告期間結算日就上述已發出擔保的負債最多為銀行墊付予聯營公司貸款的未償還金額人民幣31,450,000元(二零一五年十二月三十一日：人民幣37,000,000元)。

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41. Related party transactions

In addition to the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material related party transactions:

(a) Key management personnel remuneration

Key management personnel receive compensation in the form of salaries, housing and other allowances, benefits in kind, discretionary bonuses and retirement scheme contributions. Details of key management personnel remuneration are disclosed in note 9. Total remuneration is included in "staff costs" as disclosed in note 7(a).

(b) Transactions with associates and entities controlled by directors of the Company

41. 關聯方交易

除財務報表其他部分所披露的交易及結餘外，本集團有如下重大關聯方交易：

(a) 主要管理人員薪酬

主要管理人員以薪金、住房及其他津貼、實物利益、酌情花紅及退休計劃供款的方式收取酬金。主要管理人員薪酬詳情於附註9披露。薪酬總額撥入「員工成本」，詳情於附註7(a)披露。

(b) 與聯營公司及本公司董事所控制的實體之間的交易

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Sales of goods to: the associates of the Group the entities controlled by the directors of the Company or close members of director's family	銷售貨品予： 本集團聯營公司 本公司董事或董事的近親 所控制的實體	7,147	11,214
		283	325
		7,430	11,539
Purchases of goods and services from: the associates of the Group the entities controlled by the directors of the Company or close members of director's family	向下列各方購買貨品及服務： 本集團聯營公司 本公司董事或董事的近親 所控制的實體	30	13,934
		2,507	9,915
		2,537	23,849

Note:

In the opinion of the directors, the transactions between the Group and the related parties were conducted in the ordinary and usual course of business and on normal commercial terms, the pricing terms were at the prevailing market prices.

附註：

董事認為，本集團與關聯方之間的交易是在一般及日常業務過程中按正常商業條款進行，定價條款乃按照當前的市場慣例。

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41. Related party transactions (continued)

(c) Outstanding balances with related parties

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade and bills receivables: the associates of the Group the entities controlled by the directors of the Company or close members of directors' family	應收貿易賬款及票據： 本集團聯營公司 本公司董事或董事的近親 所控制的實體	19,894	27,715
		7	-
		19,901	27,715
Prepayment and other receivables: the entities controlled by the directors of the Company or close members of directors' family	預付款項及其他應收款項： 本公司董事或董事的近親 所控制的實體	2,707	3,045
		2,707	3,045
Trade payables: the associates of the Group the entities controlled by the directors of the Company or close members of directors' family	應付貿易賬款： 本集團聯營公司 本公司董事或董事的近親 所控制的實體	-	296
		22,010	39,820
		22,010	40,116

Note:

The above balances are unsecured, non-interest-bearing and repayable on demand. Trade receivables from and trade payables to related parties were repayable or to be settled on the respective credit terms.

(d) Guarantees given to banks for loans of the Group's associates

As at 31 December 2016 and 31 December 2015, guarantees of RMB31,450,000 and RMB37,000,000 were given to banks for loans of the Group's associates, respectively.

The related party transactions in respect of item(b) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

附註：

上述結餘為無抵押、免息及須按要求償還。應收及應付關聯方的貿易賬款均按各自的信貸條款償還或清償。

(d) 就本集團聯營公司的貸款向銀行發出擔保

於二零一六年十二月三十一日及二零一五年十二月三十一日，就本集團聯營公司的貸款向銀行發出的擔保分別為人民幣31,450,000元及人民幣37,000,000元。

上文(b)項的關聯方交易亦構成上市規則第14A章所界定之關連交易或持續關連交易。

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42. Financial instruments by category

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

2016

Financial assets

42. 按類型劃分的財務工具

於報告期間結算日，各類財務工具的賬面值如下：

二零一六年

財務資產

		Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade and bills receivables	應收貿易賬款及票據	485,910	485,910
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財務資產	46,298	46,298
Pledged deposits	已抵押存款	384,661	384,661
Cash and cash equivalents	現金及現金等價物	293,628	293,628
		1,210,497	1,210,497

Financial liabilities

財務負債

		Financial liabilities at amortised cost 以攤銷成本列賬的財務負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade and bills payables	應付貿易賬款及票據	728,247	728,247
Financial liabilities included in other payables and accruals (note 29)	計入其他應付款項及應計開支的財務負債(附註29)	62,482	62,482
Interest-bearing bank and other borrowings	計息銀行及其他借貸	2,216,647	2,216,647
Finance lease payables	融資租賃應付款項	15,840	15,840
		3,023,216	3,023,216

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42. Financial instruments by category (continued)

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

2015

Financial assets

		Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Available-for- sale financial assets 可供出售財務資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Available-for-sale investments	可供出售投資	–	123,942	123,942
Trade and bills receivables	應收貿易賬款及票據	578,936	–	578,936
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他 應收款項的財務資產	51,533	–	51,533
Pledged deposits	已抵押存款	459,171	–	459,171
Cash and cash equivalents	現金及現金等價物	193,953	–	193,953
		1,283,593	123,942	1,407,535

Financial liabilities

財務負債

		Financial liabilities at amortised cost 以攤銷成本 列賬的財務負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade and bills payables	應付貿易賬款及票據	799,248	799,248
Financial liabilities included in other payables and accruals (note 29)	計入其他應付款項及應計開支的 財務負債(附註29)	82,489	82,489
Interest-bearing bank and other borrowings	計息銀行及其他借貸	2,279,993	2,279,993
		3,161,730	3,161,730

42. 按類型劃分的財務工具(續)

於報告期間結算日，各類財務工具的賬面值如下：
(續)

二零一五年

財務資產

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43. Fair value and fair value hierarchy of financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of cash and short-term deposits, restricted cash, financial assets included in prepayments, deposits and other receivables, trade and bills receivables, trade and bills payables, financial liabilities included in other payables and accruals, 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 values of finance lease payables, and the non-current portion of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments on with similar terms, credit risk and remaining maturities. The carrying amount of the non-current portion of interest-bearing bank borrowings is reasonably approximate to fair values.

The fair values of bank financial products are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The fair values of the investment in bank financial products have been calculated based on the principal and the yield rates quoted from investment bank managers in accordance with discounted cash flow analysis as at the reporting date.

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- Level 1: Fair value measured based on quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Fair value measured based on valuation techniques for which all inputs which have a significant effect on the fair value are observable, either directly or indirectly.
- Level 3: Fair value measured based on valuation techniques for which any inputs which have a significant effect on the fair value are unobservable.

43. 財務工具的公平值及公平值層級

財務資產及負債的公平值乃按有關工具在自願雙方進行的當前交易(強迫或清算銷售除外)中可交換的金額入賬。用以估計公平值的方法及假設如下：

現金及短期存款、受限制現金、計入預付款項、按金及其他應收款項的財務資產、應收貿易賬款及票據、應付貿易賬款及票據、計入其他應付款項及應計開支的財務負債以及計息銀行借貸的流動部分的公平值與其賬面值相若，主要因為該等工具均於短期內到期。

融資租賃應付款項及計息銀行借貸的非流動部分的公平值乃採用條款、信貸風險及餘下到期日類似的工具現時可獲得的利率貼現預期未來現金流量的方式計算。計息銀行借貸非流動部分的賬面值與公平值合理相約。

銀行金融產品的公平值乃源自資產或負債可直接或間接觀察所得的輸入數據(第一級內包括的報價除外)。投資銀行金融產品的公平值乃按照本金及投資銀行經理所報的收益率，根據於報告日期的貼現現金流量分析計算。

本集團使用以下層級釐定及披露財務工具的公平值：

- 第一級：公平值乃根據相同資產或負債於活躍市場的報價(未經調整)計量。
- 第二級：公平值乃根據估值技術計量，且所有對公平值有重大影響的輸入數據均可直接或間接觀察得到。
- 第三級：公平值乃根據估值技術計量，且任何對公平值有重大影響的輸入數據均不可觀察。

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43. Fair value and fair value hierarchy of financial instruments (continued)

The following table illustrates how the fair values of the Group's financial products are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

	Fair value hierarchy	Valuation technique	Significant unobservable inputs	Range
	公平值層級	估值技術	重大的不可觀察輸入數據	範圍
Available-for-sale investments 可供出售投資	Level 3 第三級	Discount cash flow method 貼現現金流量法	Expected rate of return 預期回報率	4.9%-5.5%
			Discount rate 貼現率	4.9%-5.5%

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

43. 財務工具的公平值及公平值層級(續)

下表闡述如何釐定本集團金融產品的公平值(尤其是所用的估值技術及輸入數據)，以及如何按照公平值計量的輸入數據可觀察程度劃分公平值計量的公平值層級(第一至三級)。

下表闡述本集團的財務工具的公平值計量層級：

		Fair value measurement using 使用以下各項的公平值計量			
		Quoted price in active markets (Level 1) 活躍市場報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大的可觀察輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大的不可觀察輸入數據 (第三級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Assets measured at fair value: At 31 December 2016	按公平值計量的資產： 於二零一六年 十二月三十一日				
Financial products	金融產品	-	-	-	-
At 31 December 2015	於二零一五年 十二月三十一日				
Financial products	金融產品	-	-	123,942	123,942

During the year ended 31 December 2016, there were no transfers of fair value measurements among Level 1, Level 2 and Level 3 for financial assets (2015: Nil).

截至二零一六年十二月三十一日止年度，財務資產的第一級、第二級及第三級公平值計量之間並無任何轉移(二零一五年：無)。

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44. Financial risk management objectives and policies

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

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's businesses. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to cash at banks and trade and bills and other receivables. Cash at banks are placed with financial institutions that have sound credit ratings and the Group considers the credit risk to be insignificant.

In respect of trade and bills receivables, individual credit evaluations are performed on all debtors on a case-by-case basis. These evaluations focus on the debtors' past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. Trade receivables are normally due within 30 to 90 days from the date of billing. Normally, the Group does not obtain collateral from debtors.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor. The default risk of the industry and country in which debtor operates also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group has a certain concentration of credit risk as 24% (2015: 14%) of the total trade receivables were due from the Group's largest customer, and 61% (2015: 57%) were due from the five largest customers of the Group.

44. 財務風險管理目的及政策

本集團管理資金的首要目的為根據風險水平釐定產品及服務價格以及按合理成本取得融資，藉此保障本集團能持續營運，繼續為股東提供回報與其他權益持有人帶來利益。

本集團所承擔的信貸、流動資金、利率及外匯風險來自本集團的日常業務。本集團承擔的有關風險以及本集團就管理該等風險所採用的財務風險管理政策及慣例載列如下。

(a) 信貸風險

本集團的信貸風險主要來自銀行現金以及應收貿易賬款及票據以及其他應收款項。銀行現金存放於本集團認為無甚大信貸風險且有良好信貸評級的金融機構。

就應收貿易賬款及票據，本集團會按個別情況個別評估所有債務人的信貸狀況。該等評估集中於債務人過往的到期付款記錄及現時付款能力，並會考慮債務人特有的資料及債務人經營地的有關經濟環境。應收貿易賬款一般於賬單日期起30至90日內到期。一般而言，本集團不會自債務人收取抵押品。

本集團的信貸風險主要受各債務人的個別特質影響。債務人經營的行業及所處國家的欠款風險亦對信貸風險有一定影響，但程度較輕。於報告期間結算日，本集團有若干信貸集中的風險，因為應收貿易賬款總額中有24%（二零一五年：14%）來自本集團最大客戶的欠款，另61%（二零一五年：57%）則來自本集團五大客戶的欠款。

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44. Financial risk management objectives and policies (continued)

(a) Credit risk (continued)

Except for the financial guarantees given by the Group as set out in note 40, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 40.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and bills receivables are set out in note 22.

(b) Liquidity risk

As detailed in note 2.1, the Group's current liabilities exceeded its current assets by RMB652,730,000 as at 31 December 2016. The liquidity of the Group is primarily depending on its ability to maintain adequate cash flows from operations, to renew its short-term bank loans and to obtain adequate external financing to support its working capital and meet its obligations and commitments when they become due. Management is taking certain actions to address these conditions in accordance with the Group's policy of regularly monitoring its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. These actions include negotiating with banks to renew the short term loans and to explore the availability of alternative sources of financing. Further details of these actions and bank loans concerned are set out in note 2.1.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

44. 財務風險管理目的及政策(續)

(a) 信貸風險(續)

除附註40所載由本集團發出的財務擔保外，本集團並無提供任何其他將導致本集團須承擔信貸風險的擔保。於報告期間結算日就該等財務擔保承擔的最高信貸風險於附註40披露。

有關本集團產生自應收貿易賬款及票據而需承擔的信貸風險的進一步數量披露載於附註22。

(b) 流動資金風險

據附註2.1所詳述，本集團於二零一六年十二月三十一日的流動負債超逾其流動資產人民幣652,730,000元。本集團流動資金主要依靠其於經營中維持足夠營運現金流量、重續其短期銀行貸款及取得適合外部融資以支持其營運資金及於到期時履行其責任及承擔的能力。根據本集團定期監察其當期和預期流動資金的需求的政策，管理層已就該等情況採取若干行動，以確保其維持充裕現金儲備及向各大金融機構取得充足承諾信貸額度，以應付長短期的流動資金需求。該等行動包括與銀行進行磋商以更新短期貸款及開拓其他融資渠道。該等行動及銀行貸款的進一步詳情載於附註2.1。

下表載列本集團財務負債於報告期間結算日的餘下合約年限，有關財務負債乃以未折現合約現金流量(包括根據合約利率或(如為浮息)根據報告期間結算日當前利率計算的利息付款)以及本集團須還款的最早日期作為基礎。

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44. Financial risk management objectives and policies (continued)

(b) Liquidity risk (continued)

44. 財務風險管理目的及政策(續)

(b) 流動資金風險(續)

		2016 二零一六年 Contractual undiscounted cash outflow 未折現合約現金流出				
Carrying amount at 31 December 於十二月三十一日的賬面值 RMB'000 人民幣千元		Total 總額 RMB'000 人民幣千元	Within 1 year or on demand 一年內或接獲通知時 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年但少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年但少於五年 RMB'000 人民幣千元	More than 5 years 超過五年 RMB'000 人民幣千元
Short-term bank loans	短期銀行貸款	2,036,867	(2,083,374)	(2,083,374)	-	-
Long-term bank and other loans	長期銀行及其他貸款	179,780	(285,385)	(57,701)	(25,712)	(124,108)
Trade and other payables	應付貿易賬款及其他應付款項	790,729	(790,729)	(790,729)	-	-
Financial guarantee to an associate	授予聯營公司的財務擔保	-	(31,450)	(31,450)	-	-
Finance lease payables	融資租賃應付款項	15,840	(17,454)	(6,071)	(8,519)	(2,864)
		3,023,216	(3,208,392)	(2,969,325)	(34,231)	(80,728)
					(124,108)	

		2015 二零一五年 Contractual undiscounted cash outflow 未折現合約現金流出				
Carrying amount at 31 December 於十二月三十一日的賬面值 RMB'000 人民幣千元		Total 總額 RMB'000 人民幣千元	Within 1 year or on demand 一年內或接獲通知時 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年但少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年但少於五年 RMB'000 人民幣千元	More than 5 years 超過五年 RMB'000 人民幣千元
Short-term bank and other loans	短期銀行及其他貸款	1,931,849	(1,996,236)	(1,996,236)	-	-
Long-term bank and other loans	長期銀行及其他貸款	348,144	(463,265)	(14,107)	(214,700)	(152,765)
Trade and other payables	應付貿易賬款及其他應付款項	881,737	(881,737)	(881,737)	-	-
Financial guarantee to associate	授予聯營公司的財務擔保	-	(37,000)	(37,000)	-	-
		3,161,730	(3,378,238)	(2,929,080)	(214,700)	(81,693)
					(152,765)	

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44. Financial risk management objectives and policies (continued)

(c) Interest rate risk

Except for bank deposits and RMB wealth management products with stable interest rates, the Group has no other significant interest-bearing assets. Accordingly, the Group's income and operating cash flows are substantially independent of changes in market interest rates. Details of the effective interest rates for bank deposits and RMB wealth management products are disclosed in notes 25 and 24. The Group's interest rate risk arises mainly from borrowings. Borrowings obtained at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk, respectively. The Group does not use derivative financial instruments to hedge its interest rate risk.

(i) Interest rate profile

The following table details the interest rate profile of the Group's net borrowings at the end of the reporting period.

44. 財務風險管理目的及政策(續)

(c) 利率風險

除穩定利率的銀行存款及人民幣理財產品外，本集團並無其他重大計息資產。因此，本集團的收入及經營現金流量大致上不受市場利率變動影響。有關銀行存款及人民幣理財產品實際利率的詳情於附註25及24中披露。本集團的利率風險主要來自借貸。浮息及定息借貸使本集團分別承擔現金流利率風險及公平值利率風險。本集團並無使用衍生財務工具對沖其利率風險。

(i) 利率概況

下表詳列本集團於報告期間結算日借貸淨額的利率概況。

	2016 二零一六年		2015 二零一五年	
	Effective interest rate 實際利率 %	RMB'000 人民幣千元	Effective interest rate 實際利率 %	RMB'000 人民幣千元
Variable rate borrowings 浮息借貸				
Short-term bank loans 短期銀行貸款	3.09	621,458	2.47	521,398
Long-term bank and other loans 長期銀行及其他貸款	5.36	179,000	6.79	347,000
		800,458		868,398
Fixed rate borrowings 定息借貸				
Short-term bank loans 短期銀行貸款	6.30	1,415,409	7.01	1,410,451
Long-term bank and other loans 長期銀行及其他貸款	3.30	780	3.30	1,144
		1,416,189		1,411,595
Total borrowings 借貸總額		2,216,647		2,279,993
Fixed rate borrowings as a percentage of total borrowings 定息借貸佔借貸總額的百分比		63.9%		61.9%

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44. Financial risk management objectives and policies (continued)

- (c) Interest rate risk (continued)
(ii) Sensitivity analysis

44. 財務風險管理目的及政策(續)

- (c) 利率風險(續)
(ii) 敏感度分析

The Group 本集團						
2016 二零一六年			2015 二零一五年			
Increase/ (decrease) in interest rate 利率上升/ (下跌) %	Effect on (loss)/profit for the year 對年度(虧損)/ 利潤的影響 RMB'000 人民幣千元	Effect on equity 對權益的 影響 RMB'000 人民幣千元	Increase/ (decrease) in interest rate 利率上升/ (下跌) %	Effect on (loss)/profit for the year 對年度(虧損)/ 利潤的影響 RMB'000 人民幣千元	Effect on equity 對權益的 影響 RMB'000 人民幣千元	
1	(7,810)	(7,810)	1	(8,169)	(8,169)	
(1)	7,810	7,810	(1)	8,169	8,169	

The sensitivity analysis above indicates the instantaneous change in the Group's (loss)/profit for the year and equity that would have arisen assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for the financial instruments in existence at that date. The analysis has been performed on the same basis as 2015.

以上敏感度分析顯示，假設利率變動於報告期間結算日發生，並將利率變動應用於當天存在的財務工具所承擔的利率風險時，本集團年度(虧損)/利潤及權益的即時變動。二零一五年的分析是以相同的基準進行。

- (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases, bank loans and cash and bank deposits that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily the United States Dollar, Euros, the Hong Kong Dollar, the Japanese Yen and the Chinese Yuan. Management does not expect any significant impact from movements in exchange rates since the Group uses the foreign currencies collected from customers to settle the amounts due to suppliers.

- (d) 外匯風險

本集團承受的外匯風險，主要來自以外幣(即與交易相關的業務功能貨幣以外的貨幣)計值的銷售及採購、銀行貸款以及現金及銀行存款。產生該風險的貨幣主要為美元、歐元、港元、日圓及中國元。管理層並不預期匯率變動會造成任何重大影響，原因為本集團使用自客戶收取的外幣清償應付供應商款項。

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44. Financial risk management objectives and policies (continued)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities in the consolidated statement of financial position (after elimination of intercompany receivables and payables) denominated in a currency other than the functional currency of the entity to which they relate.

44. 財務風險管理目的及政策(續)

(d) 外匯風險(續)

(i) 外匯風險

下表詳列本集團於報告期間結算日承擔的外匯風險，外匯風險因以相關實體功能貨幣以外貨幣計值的已於綜合財務狀況表(抵銷公司間應收款項及應付款項後)確認的資產或負債而產生。

Exposure to foreign currencies (expressed in Renminbi)

外匯風險(以人民幣列值)

		2016 二零一六年					2015 二零一五年				
		United State Dollars 美元 RMB'000 人民幣千元	Euros 歐元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元	Japanese Yens 日圓 RMB'000 人民幣千元	Chinese Yuans 中國元 RMB'000 人民幣千元	United States Dollars 美元 RMB'000 人民幣千元	Euros 歐元 RMB'000 人民幣千元	Hong Kong Dollars 港元 RMB'000 人民幣千元	Japanese Yens 日圓 RMB'000 人民幣千元	Chinese Yuans 中國元 RMB'000 人民幣千元
Trade and other receivables	應收貿易賬款及 其他應收款項	3,554	726	-	-	-	2,654	5,080	-	-	-
Cash at bank and in hand	銀行及手頭現金	19,611	350	879	-	2,346	2,644	280	180	-	359
Bank and other loans	銀行及其他貸款	(289,045)	(60,426)	-	-	(120,000)	(578,087)	-	-	-	(120,000)
Trade and other payables	應付貿易賬款及 其他應付款項	(945)	(44)	(1,941)	(996)	-	(32)	(290)	(392)	(1,337)	-
		(266,825)	(59,394)	(1,062)	(996)	(117,654)	(572,821)	5,070	(212)	(1,337)	(119,641)

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44. Financial risk management objectives and policies (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's (loss)/profit for the year and accumulated losses in equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

		2016 二零一六年			2015 二零一五年		
		Increase/ (decrease) in foreign exchange rates	Effect on (loss)/ profit for the year 對年度 對權益的 影響	Effect on equity 對權益的 影響	Increase/ (decrease) in foreign exchange rates	Effect on (loss)/profit for the year 對年度 對權益的 影響	Effect on equity 對權益的 影響
		%	RMB'000 人民幣千元	RMB'000 人民幣千元	%	RMB'000 人民幣千元	RMB'000 人民幣千元
United States Dollars	美元	10	(26,805)	(26,805)	10	(45,442)	(45,442)
		(10)	26,805	26,805	(10)	45,442	45,442
Euros	歐元	10	(5,944)	(5,944)	10	510	510
		(10)	5,944	5,944	(10)	(510)	(510)
Hong Kong Dollars	港元	10	(106)	(106)	10	(21)	(21)
		(10)	106	106	(10)	21	21
Japanese Yens	日圓	10	(100)	(100)	10	(134)	(134)
		(10)	100	100	(10)	134	134
Chinese Yuans	中國元	10	(11,765)	(11,765)	10	(11,964)	(11,964)
		(10)	11,765	11,765	(10)	11,964	11,964

44. 財務風險管理目的及政策(續)

(d) 外匯風險(續)

(ii) 敏感度分析

下表顯示本集團因於報告期間結算日承擔重大風險的匯率可能出現合理變動，而致本集團年度(虧損)/利潤及權益累積虧損出現的即時變動。

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44. Financial risk management objectives and policies (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments (excluding intercompany receivables and payables which are eliminated in the consolidated financial statements) held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of Group companies into the presentation currency. The analysis has been performed on the same basis as 2015.

(e) Capital management

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

The Group monitors its capital structure on the basis of a gearing ratio. For this purpose, the Group defines gearing ratio as total borrowings to total share capital and reserves.

44. 財務風險管理目的及政策(續)

(d) 外匯風險(續)

(ii) 敏感度分析(續)

敏感度分析乃假設已採用有關匯率變動重新計量本集團所持有令其於報告期間結算日承擔外匯風險的該等財務工具(不包括綜合財務報表中抵銷的公司間應收款項及應付款項)。分析不包括將本集團財務報表換算為呈報貨幣所產生的差額。二零一五年的分析是以相同的基準進行。

(e) 資金管理

本集團積極定期檢討和管理其資本結構，在高借貸水平所可能帶來更高股東回報，以及穩健資本狀況所提供的優勢和保障兩者中間取得平衡，並因應經濟情況轉變而調整資本結構。

本集團以資產負債比率監察其資本結構。就此而言，本集團將資產負債比率定義為借貸總額相對總股本及儲備的比率。

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44. Financial risk management objectives and policies (continued)

(e) Capital management (continued)

The gearing ratios at 31 December 2016 and 2015 were as follows:

		note 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current liabilities:	流動負債：			
Bank loans	銀行貸款	27	2,036,867	1,931,849
			2,036,867	1,931,849
Non-current liabilities:	非流動負債：			
Bank and other loans	銀行及其他貸款	27	179,780	348,144
			179,780	348,144
Total borrowings	借貸總額		2,216,647	2,279,993
Share capital	股本		276,727	276,727
Reserves	儲備		533,769	794,013
			810,496	1,070,740
Gearing ratio	資產負債比率		273.5%	212.9%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司均毋須遵守外界施加的資本規定。

45. Post balance sheet events

On 31 March 2017, Jinzhou Yangguang Energy Co., Ltd. ("Jinzhou Yangguang"), a wholly-owned subsidiary of the Company, and Liaoning Oxiranchem, Inc. ("Liaoning Oxiranchem"), collectively known as the "Parties", entered into an agreement (the "Agreement"), pursuant to which Liaoning Oxiranchem has conditionally agreed to sell and Jinzhou Yangguang has conditionally agreed to purchase 63% equity interest in Jinzhou Aoke New Energy Co., Ltd. ("Jinzhou Aoke") for a consideration of RMB53,000,000. Based on the valuation prepared by an independent valuer appointed by the Parties, the appraised value as at 31 December 2016 of Jinzhou Aoke is approximately RMB104,696,000. Upon Completion, Jinzhou Yangguang will own 100% interest in Jinzhou Aoke which will become a wholly-owned subsidiary of the Company.

44. 財務風險管理目的及政策(續)

(e) 資金管理(續)

於二零一六年及二零一五年十二月三十一日的資產負債比率如下：

45. 結算日後事項

於二零一七年三月三十一日，錦州陽光能源有限公司(「錦州陽光」)，為本公司之全資附屬公司，與遼寧奧克化學股份有限公司(「遼寧奧克」)，合稱「雙方」，訂立協議(「該協議」)，遼寧奧克有條件同意出售及錦州陽光有條件同意收購錦州奧克陽光新能源有限公司(「錦州奧克」)63%的股權，代價為人民幣53,000,000元。經雙方委聘的獨立評估師以二零一六年十二月三十一日為評估基準日對錦州奧克進行資產評估，錦州奧克整體資產評估價值約為人民幣104,696,000元。完成後，錦州陽光將擁有錦州奧克100%權益而錦州奧克將成為本公司的全資附屬公司。

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45. Post balance sheet events (continued)

Further, pursuant to the Agreement, Jinzhou Yangguang has conditionally agreed to sell and Liaoning Oxiranchem has conditionally agreed to purchase 100% equity interest in Golmud Solargiga Energy Electric Power Co., Ltd. ("Golmud Solargiga") for a consideration of RMB155,400,000. Based on the valuation prepared by an independent valuer appointed by the Parties, the appraised value as at 31 December 2016 of Golmud Solargiga is approximately RMB155,973,000.

On 31 March 2017, to facilitate completion of the Agreement, Jinzhou Yangguang and Liaoning Oxiranchem entered into a debt settlement agreement for purpose of settlement of certain indebtedness and other liabilities in relation to Jinzhou Aoke and Golmud Solargiga.

46. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

45. 結算日後事項(續)

另外，根據協議，錦州陽光有條件同意出售及遼寧奧克有條件同意收購格爾木陽光能源電力有限公司(「格爾木陽光」)100%的股權，代價為人民幣155,400,000元。經雙方委聘的獨立評估師以二零一六年十二月三十一日為評估基準日對格爾木陽光進行資產評估，格爾木陽光整體資產評估價值約為人民幣155,973,000元。

於二零一七年三月三十一日，為方便完成該協議，錦州陽光和遼寧奧克訂立債務重組協議，以解決與錦州奧克和格爾木陽光有關的若干債務和其他負債。

46. 本公司財務狀況表

於報告期間結算日本公司財務狀況表的資料如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	1,478,500	1,357,852
Current assets	流動資產		
Cash at banks and in hand	銀行及手頭現金	529	515
		529	515
Current liabilities	流動負債		
Other payables	其他應付款項	3,759	1,281
		3,759	1,281
Net current liabilities	流動負債淨額	(3,230)	(766)
Total assets less current liabilities	資產總值減流動負債	1,475,270	1,357,086
Net assets	資產淨值	1,475,270	1,357,086
Capital and reserves	資本及儲備		
Share capital	股本	276,727	276,727
Reserves (note)	儲備(附註)	1,198,543	1,080,359
Total equity	權益總額	1,475,270	1,357,086

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46. Statement of financial position of the Company (continued)

Note:

46. 本公司財務狀況表(續)

附註：

		Share premium 股份溢價 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
Balance at 1 January 2015	於二零一五年一月一日的結餘	1,731,645	(165,004)	(589,424)	977,217
Changes in equity for 2015:	二零一五年的權益變動：				
Loss for the year	年度虧損	-	-	(867)	(867)
Other comprehensive income	其他全面收入	-	104,009	-	104,009
Total comprehensive income	全面收入總額	-	104,009	(867)	103,142
Balance at 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日的結餘	1,731,645	(60,995)	(590,291)	1,080,359
Changes in equity for 2016:	二零一六年的權益變動：				
Loss for the year	年度虧損	-	-	(2,194)	(2,194)
Other comprehensive income	其他全面收入	-	120,378	-	120,378
Total comprehensive income	全面收入總額	-	120,378	(2,194)	118,184
Balance at 31 December 2016	於二零一六年十二月三十一日 的結餘	1,731,645	59,383	(592,485)	1,198,543

47. Approval of the financial statements

The financial statements were approved and authorised for issue by the board of directors on 31 March 2017.

47. 批准財務報表

董事會已於二零一七年三月三十一日核准並許可發出財務報表。



Solargiga Energy



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