中国安芯控股有限公司
Anxin-China Holdings Limited

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司
Stock Code 股份代號: 1149



2013 年度報告 Annual Report

中國安芯 安心中國
Anxin-China, your safety is our business

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公司資料
Corporate Information

董事會
執行董事
劉中奎先生(*主席兼行政總裁*)
王　波先生(*副主席*)
林蘇鵬先生
楊　馬先生

非執行董事
Adiv Baruch先生
王志浩先生

獨立非執行董事
謝柏堂先生
張　全先生
李安國教授

董事會
審核委員會
張　全先生(*主席*)
謝柏堂先生
李安國教授

薪酬委員會
謝柏堂先生(*主席*)
張　全先生
李安國教授

提名委員會
劉中奎先生(*主席*)
謝柏堂先生
李安國教授
張　全先生

企業管治委員會
劉中奎先生(*主席*)
謝柏堂先生
李安國教授
張　全先生

授權代表
劉中奎先生
梁珮琪女士

公司秘書
梁珮琪女士 ACS, ACIS

主要往來銀行
香港上海滙豐銀行有限公司
中國民生銀行股份有限公司
中國農業銀行
國家開發銀行
包商銀行

BOARD OF DIRECTORS
Executive Directors
Mr. Liu Zhongkui *(Chairman and Chief Executive Officer)*
Mr. Wang Bo *(Vice-Chairman)*
Mr. Lin Supeng
Mr. Yang Ma

Non-Executive Directors
Mr. Adiv Baruch
Mr. Wang, John Peter Ben

Independent Non-Executive Directors
Mr. Xie Baitang
Mr. Cheung Chuen
Professor Li On-kwok, Victor

BOARD COMMITTEES
Audit Committee
Mr. Cheung Chuen *(Chairman)*
Mr. Xie Baitang
Professor Li On-kwok, Victor

Remuneration Committee
Mr. Xie Baitang *(Chairman)*
Mr. Cheung Chuen
Professor Li On-kwok, Victor

Nomination Committee
Mr. Liu Zhongkui *(Chairman)*
Mr. Xie Baitang
Professor Li On-kwok, Victor
Mr. Cheung Chuen

Corporate Governance Committee
Mr. Liu Zhongkui *(Chairman)*
Mr. Xie Baitang
Professor Li On-kwok, Victor
Mr. Cheung Chuen

AUTHORIZED REPRESENTATIVES
Mr. Liu Zhongkui
Ms. Leung Pui Ki

COMPANY SECRETARY
Ms. Leung Pui Ki ACS, ACIS

PRINCIPAL BANKERS
The Hongkong and Shanghai Banking Corporation Limited
China Minsheng Banking Corp. Ltd.
Agricultural Bank of China
China Development Bank
Baoshang Bank

公司資料
Corporate Information

核數師
香港立信德豪會計師事務所有限公司
執業會計師

AUDITOR
BDO Limited
Certified Public Accountants

法律顧問
崔曾律師事務所

LEGAL ADVISOR
TC & Co., Solicitors

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

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

股份過戶登記處香港分處
卓佳標準有限公司
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Tricor Standard Limited
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Cayman Islands

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Hong Kong

中國主要營業地點
中國
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香年廣場A座9樓

PRINCIPAL PLACE OF BUSINESS IN CHINA
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公司網址
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COMPANY'S WEBSITE
www.anxin-china.com.hk

股票代碼
1149

STOCK CODE
1149

主席報告書
Chairman's Statement

本人謹代表中國安芯控股有限公司(「本公司」或「中國安芯」)及其附屬公司(「本集團」)董事會,向各位股東呈報集團於截至二零一三年十二月三十一日之經審核年度業績。

On behalf of the Board of Directors of Anxin-China Holdings Limited (the "Company" or "Anxin-China") and its subsidiaries (the "Group"), I hereby present the Group's audited financial results for the year ended 31 December 2013 to our shareholders.

由於部分政府項目延期,截止二零一三年十二月三十一日,集團綜合營業額同比下滑21%至港幣6.7億元。受此影響,加之集團子公司錄得公允價值損失及商譽減值虧損,本集團股東應佔之年度利潤約為港幣3.7億元,較去年下降約33%。

In 2013, the Group's consolidated turnover edged down 21% year-on-year to HK$671.7 million due to delays in government-related projects. Coupled with a lower top line and fair value changes as well as impairment losses on good will for subsidiaries, profit for the year attributable to owners of the Company amounted to HK$369.5 million, representing a year-on-year decline of approximately 33%.

雖然集團的盈利出現暫時性下滑,但鑒於集團對安全監控領域深具信心,且集團財務狀況穩健,我們將於已派發中期股息每股港幣1.4仙的基礎上,建議派發截至二零一三年十二月三十一日止年度末期股息每股港幣1.0仙。

Despite facing a temporary setback in profitability, the Group remains sanguine on the safety surveillance market. Based on the Group's healthy financial position, the Board of Directors has recommended the payment of a final dividend of HK1.0 cents per share for the year ended 31 December 2013, in addition to the interim dividend of HK1.4 cents per share.

回顧二零一三年,中國安芯既面臨運營環境變化所帶來的挑戰,也因市場覆蓋及客戶基礎的開拓而被賦予全新機遇。我們始終保持謹慎樂觀的態度,保持對運營環境變化的敏銳洞察力,因時制宜調整業務戰略,緊貼市場脈搏制定三項方針,推動集團持續健康發展。

Looking back on 2013, Anxin-China was confronted with challenges arising from the ever-changing operating environment. On the other hand, the Group was afforded new opportunities associated with the expansion of both its operating markets and customer base. Therefore, we remain cautiously optimistic on the Group's prospects. In order to provide sustainable momentum for the Group's healthy development, we continue to stay abreast of market dynamics and have implemented three strategies to stay attuned to market updates.

主席報告書
Chairman's Statement

第一：積極維護原有ISD客戶關係

安全生產與人民群眾的生命財產安全息息相關。為維護經濟發展和社會穩定大局，國家將安全生產切實納入經濟社會發展的總體戰略，明確指出將於「十二五」期間投資近人民幣6250億元，推進企業安全生產標準化達標等九大工程。集團作為中國最大的ISD系統方案提供商及運營服務商，勢必受惠於國家對工業生產安全前所未有的重視與投入。截至回顧年年底，集團累計所建監控中心達四十五個，監控點累計達29,909個，分佈於十一個省份，四十個市縣。

其中，集團於二零一三年上半年實施優先擴張政策，著力開發全新區域市場。成功開拓五個新市場，並且新增5,864個監測點。其中監測點軟硬件一次性銷售收入佔ISD系統分部總收入的83%，這說明中國安芯的ISD系統業務在未來仍然具有強勁的增長動力。

然而，隨著各地政府部門逐步加大改革力度，增強自身透明度，提高工作執行力，中國安芯與各類以政府部門為主要客戶的企業一樣，難免受到國內形勢變化的一定影響。集團於各地蓬勃開展的ISD項目建設勢頭稍挫，進度受到不同程度的阻滯。在這樣的情勢之下，我們更加積極地與原有客戶保持緊密聯繫，盡力維護良好的客戶關係，以期能夠在第一時間瞭解市場動向，為未來再次快速推進ISD業務做好充分的準備。

KEEN TO MAINTAIN SOLID TIES WITH EXISTING ISD CUSTOMERS

Workplace safety, the safety of the general public and property protection are intertwined in many aspects. The government has highlighted work safety as a critical component of the blueprint for economic and social development. A total amount of RMB625 million will be invested into nine key projects which include promoting the standardization of work safety management. As the largest integrated solutions provider and services operator of ISD systems in China, the Group will certainly benefit from the unprecedented attention and investment now targeted at industrial work safety. As of the end-2013, the Group had set up 45 monitoring centers and 29,909 surveillance points across 11 provinces and 40 cities/counties.

In the first half of 2013, the Group considered business expansion a top priority and therefore strived to exploit new operating markets with great vigor. We succeeded in including five more markets and 5,864 new monitoring centers in our portfolio. The fact that 83% of the segment's revenue was derived from one-off sales of surveillance points indicates that our ISD business is poised for sustainable growth.

However, Anxin-China – together with other enterprises which target government agencies as major customers – inevitably felt the chill in the wavering domestic market, given that local governments are intensifying their efforts to improve work transparency and efficiency. As a result, the construction process of the Group's ISD projects experienced postponements. Given the delays, we strived to maintain closer connections with our existing customers with a view to maintaining high sensitivity towards market updates. We are extending every effort to gear up our ISD business for rapid growth.

第二：加快融合先進技術與產品，積極參與ISS「平安城市」建設

隨著社會的進步與發展，公共領域的安全保障日益引起人民群眾的普遍關注。中國各地正如火如荼進行的「平安城市」、「智慧城市」建設正是旨在為交通、消防、商業、金融等眾多相關領域建立完善的智能安防佈局。

ENHANCE INTEGRATION OF ADVANCED TECHNOLOGIES AND PRODUCTS; PLAY ACTIVE ROLE IN CONSTRUCTION OF ISS "SAFE CITIES"

Public safety issues usually top people's concerns along with social progress. The construction of "Safe Cities" and "Smart Cities" is in full swing across China which will effectuate the wide application of intelligent surveillance in various sectors such as transportation, firefighting, commerce and finance, etc.

主席報告書
Chairman's Statement

集團於上一財年通過收購安芯美特控股有限公司，引進以色列先進的智能視頻分析技術，且同年完成對深圳豪威未來科技有限公司的收購，增強在閉路電視產品等安防硬件方面的研發實力。集團於二零一三年內將收購的戰略意義轉化為具體的協同效益。我們自主研發生產的多款高清網絡攝像機獲得國家質檢認證，充分體現了我們強大的消化吸收再創新的能力。

The Group attained Israeli high-tech intelligent video analysis technologies through the acquisition of Anxin Mate Holdings Ltd in the previous financial year. In the same year, the Group completed the acquisition of Shenzhen Hawell Advanced Technology Co Ltd which helped strengthen our R&D capabilities to develop surveillance hardware such as Closed Circuit Television ("CCTV"). The year 2013 saw the Group's continuous efforts to materialize various strategic moves and generate synergetic effects out of them. A series of HD network cameras, which were independently developed and manufactured by the Group, were qualified by national assessment agencies, strongly suggesting our capabilities to digest, absorb, and reinvent advanced surveillance technologies.

在競爭激烈的安防產業中，我們深信先進的科研水平是品牌的靈魂。懷抱「中國安芯，安心中國」的願景，我們不斷更新旗下ISS產品的可靠性與智能性，為進軍公共安全領域提供良好的技術保障。

Given the fierce competition in the safety industry, we are convinced that an excellent R&D capability constitutes the core value of our brand. With the vision of "Anxin-China, your safety is our business," we will hasten efforts to improve the reliability and intelligence-gathering performance of our ISS products and hence provide solid technological support for us to penetrate the public safety market.

回顧年內，中國安芯根據試點城市的具體情況提供成效顯著的ISS系統解決方案，配合穩定靈活的運營方式，成功獲得當地政府的信賴與認可，與其建立切實的合作關係。截止二零一三年十二月三十日，中國安芯已與五個市／縣分別簽訂「平安城市」項目建設合同或獲得「平安城市」項目建設中標通知書，涉及湖北、貴州、江蘇及吉林等省。我們相信，通過實際運營過程中技術的不斷磨合和商業模式的不斷改善，中國安芯ISS業務將會在二零一四年取得更大的規模效應。未來ISS業務對集團發展起到的支柱性作用將更為突出。

During the year under review, Anxin-China provided tailor-made ISS systems solutions that cater to various demands of pilot cities. Our quality services and flexible operations have earned us trust and confidence from local governments and therefore we were able to build solid partnerships with them. As of 31 December 2013, Anxin-China has proceeded to the stage of contract signings or has been notified of the success of its bids with respect to the construction of "Safe City Projects" in five cities/counties in China, covering Hubei Province, Guizhou Province, Jiangsu Province and Jilin Province, etc. We believe that our ISS business will achieve greater economies of scale in 2014 with solid progress in technological applications as well as business model success. In the future, the ISS business will play a bigger role in propelling the development of the Group.

主席報告書
Chairman's Statement

第三：主動進入電梯安全監控領域，實現收入來源多樣化

面對前進過程中的曲折，我們更積極尋求新的業務突破口。截至二零一二年底，據中國國家質檢總局數據，中國電梯數量已經達到245萬台，電梯萬台事故率為0.15，萬台死亡人數為0.11人。據此，我們積極探索電梯安全監控領域，嘗試以先進物聯網監管技術提高電梯監管效率，並且革命性地提出以廣告平台租售的創新業務模式來減低電梯監管項目的資金壓力，從而更好地幫助政府提高監管水平，確保廣大人民群眾在公共場所的人身安全。同時，集團也希望借助此廣告平台租售之模式，令集團整體業務的運作更適應市場化要求，豐富集團的客戶基礎，實現收入來源的多樣化，有效規避客戶結構單一所蘊含的風險，為集團長遠發展鋪排更為廣闊的道路。

TAP INTO ELEVATOR SECURITY SURVEILLANCE BUSINESS, DIVERSIFY GROUP'S REVENUE STREAMS

Facing ups and downs along the road ahead, we are taking the initiative to seek breakthroughs for our business. According to the General Administration of Quality Supervision, Inspection and Quarantine ("AQSIQ"), the number of registered elevators in the PRC has reached 2.45 million by the end of 2012. The rate of accidents was 0.15 per 10,000 machines, with a mortality rate of 0.11 per 10,000 machines. Eyeing the great market potential, we are eager to explore the elevator intelligent surveillance sector. We were devoted to enhance the efficiency of elevator safety monitoring by utilizing advanced Internet-of-Things surveillance technologies. Furthermore, we proposed a groundbreaking business model of providing advertisement distribution channels in elevators to ease capital pressure for elevator monitoring projects and vitalize the smooth flow of the governments' work to ensure public safety. Meanwhile, the Group is of the view that the "Elevator Safety Monitoring-Advertising Channels" business mode, as a more market-driven one, will help diversify the Group's customer base as well as its revenue streams to avoid risks associated with potential overreliance on a single customer structure, and thus pave the way for the Group's long-term growth.

二零一三年，新的一屆國家領導班子向我們展示了非凡的改革決心，力圖通過管控黨內工作，轉變經濟增長方式等有效手段釋放新的發展動力，實現人民的安居樂業。受此指示，各政府部門及企業機構皆一洗以往盲目追求眼前效益而忽視質量安全的污濁之氣，加大力度推動工業生產安全的建設。我們有信心，經過各級政府部門工作的有效整頓，很快便會恢復穩定局面，集團的各類項目將得以有序推進，為下一財年的收入帶來可觀增長。同時，物聯網及新一代資訊技術的深入應用勢必在二零一四年為整個安防產業帶來全新面貌。我們在公共安全領域穩紮穩打，擴大業務覆蓋網絡，滲透進入更加廣闊的市場，將ISS業務及電梯安全監控業務推向更為成熟的發展階段。

In 2013, China's new leadership has showed us their extraordinary determination to launch wide-ranging reforms. They are doing their utmost to strengthen internal management and upgrade the mode of economic growth so as to bring China's economic development as well as people's living standards to the next level. Under these circumstances, government agencies as well as enterprises are placing more emphasis on industrial safety issues, instead of merely focusing on short-term interests. We are confident that the Group's various projects will proceed as planned, as long as the government's restructuring efforts to boost work efficiency enter a stable phase. Our ongoing ISD projects are expected to make considerable contributions to revenue growth next year. Meanwhile, the safety industry will enjoy enormous development opportunities in 2014 along with the wide utilization of Internet-of-Things and other top-notch information technologies. We are taking prudent steps along the way to march into the public safety sector, and we aim to propel our elevator security surveillance business into a more mature stage with stronger networks in expanded operational markets.

主席報告書
Chairman's Statement

二零一四年年初，中國安芯首次榮登福布斯排行榜之《2014年度中國上市潛力企業100強》前五名，充分體現了中國安芯作為技術導向型企業所具備的強大品牌價值和投資潛力。我們一定不辜負各方期望，不斷提高自身技術實力，完善服務範疇，增強市場競爭力，在追求高利潤率的同時保持平穩的派息政策，爭取各股東利益最大化。

In early 2014, Anxin-China for the very first time made it onto the top five for Forbes' List of "Top 100 Listed Companies with Most Potential in China 2014," fully indicating Anxin-China's strong brand value and investment potential as a technical-oriented enterprise. To live up to expectations placed upon us, we are committed to improving our technological strength, optimizing service solutions as well as enhancing our market competitiveness. In an effort to maximize our shareholders' benefits, we strive to pursue high profit margins while maintaining a stable dividend policy.

最後，本人謹代表董事會對管理層及各位員工的辛勤工作表示衷心感謝，你們的無私付出是中國安芯成功的基石。同時，我也想向各位股東及業務夥伴表示誠摯謝意，是你們的支持及信任如雨露澆灌中國安芯的成長。我們期待為各方帶來更豐厚的回報。

Last but not least, on behalf of the Board, I would like to extend my heartfelt gratitude to our management and staff whose hard work and dedication lay a solid foundation for the Group's success. Meanwhile, I would also like to deliver my sincere thanks to our stakeholders and business partners for their support and trust that help achieve one milestone after another on the Group's pathway ahead. We hope to generate more returns for all parties in the coming future.

劉中奎
主席兼行政總裁

香港，二零一四年三月二十五日

Liu Zhongkui
Chairman and Chief Executive Officer

HongKong, 25 March 2014

管理層討論及分析
Management Discussion and Analysis

業務簡介

中國安芯為工業生產安全領域及城市公共安全領域提供專業的智能安防系統，是智能安防領域ISD系統（「Intelligent Surveillance, Disaster Alert and Rescue Coordination System」的簡稱，即「智能監測預警及應急救援指揮調度系統」）及ISS系統（「Intelligent Safety System」的簡稱，即「智能安全系統」）之整體方案提供商、運營服務商及設備製造商。

ISD系統業務

在工業領域，集團以安全生產監控為立足點，主要從事用於提高安全生產監控效率及效果的ISD系統之銷售。通過設計、開發、生產及分銷ISD系統之軟件及硬件，為各級政府之安全生產監督管理部門提供系統解決方案。中國安芯為ISD系統先行者之一，早年曾參與中國煤礦ISD系統標準制定。近年來政府部門將安全生產監管範圍由煤礦產業擴展到所有高危生產行業，中國安芯審時度勢，早在2008年就將原先專門用於煤礦的ISD系統成功升級成為適用於多種工業的「多工業ISD系統」，從而得以牢牢把握住市場的命脈。目前中國安芯乃是中國最大的ISD系統方案提供商及運營服務商。

BUSINESS OVERVIEW

Anxin-China's product portfolio is comprised of specialized intelligent monitoring systems which play a major role in industrial and public safety surveillance. Anxin-China is an integrated solutions provider, services operator and equipment manufacturer of ISD systems ("Intelligent Surveillance, Disaster Alert and Rescue Coordination Systems") and ISS systems ("Intelligent Safety Systems").

ISD Systems

The Group, with roots continually expanding in the area of industrial safety monitoring, is mainly engaged in the sale of ISD systems for improving efficiency and effectiveness of monitoring the entirety of work safety. With the capabilities of designing, developing, manufacturing and distributing ISD systems software and hardware, the Group provides integrated solutions for government agencies which are the chief navigators of work safety issues. Anxin-China is one of the pioneers and prime movers of ISD systems, and participated in the formulation of PRC coal mining ISD system standards in the early stages of development. In recent years, safety monitoring gradually expanded from coal mining industry to all industries considered high-risk sectors. To exert its hold on market trends, Anxin-China has invested substantially since 2008 to upgrade its systems so that various sensors from multiple industries could attain inter-connectivity. Currently, Anxin-China is the largest integrated solutions provider and services operator of ISD systems in the PRC.

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ISS系統業務

中國安芯之ISS系統業務主要應用於公共安全領域。中國安芯牢牢把握於「平安城市」、「智慧城市」建設熱潮中所湧現的無限商機，通過戰略性收購獲得以色列高新智能視頻分析技術及國內一流的安防硬件設備，發展可服務於公安、交通、消防、城建、商業等眾多領域的新一代智能安全ISS系統，深化在公共安全領域的業務佈局。中國安芯ISS系統產品線豐富多樣，擁有了大批具備完全自主知識產權的核心智能產品，包括圖像信息處理卡、類比高清攝像機、數位網路高清攝像機、網路數位硬碟錄影機、資料記憶體，以及傳輸設備等產品，且擁有包括有關索引及搜索視像之圖像文本方法在內的多項專利。

ISS Systems

Targeting the public safety sector as a major market impetus, Anxin-China is well positioned to capitalize on opportunities arising from the construction boom of "Safe Cities" and "Smart Cities". Thanks to a well-planned M&A campaign, Anxin-China has been able to leverage on the Israeli high-tech intelligent video analysis technologies and advanced surveillance hardware attained to develop a new generation of ISS systems catering to sectors such as public security, transportation, firefighting, urban construction and commerce, etc. The Group is thereby poised to build a clearer business blueprint in the public safety sector. Anxin-China's ISS system has set up a wide variety of production lines, with a large number of self-owned intellectual property rights boasting core intelligence technology including video capture cards, high–definition analog cameras, digital network high definition cameras, digital network video recorders, data storage and video transmission products. In addition, Anxin-China owns a variety of patents such as "Methods for generating indices of video imaging sequencing", etc.

業務回顧

ISD業務分部

二零一三年上半年，在國家大力支持安全生產行業的樂觀市場環境下，本集團通過實施優先擴張策略取得斐然成績，以高歌猛進的姿態拓展業務網絡，進入未曾進入的省市和地區。據此，ISD營業部分收入於二零一三年上半年同比增長35%至港幣513,741,000元，佔全年ISD營業分部總收入的79%。

進入二零一三年下半年，為使各地政府部門更加適應市場化需求，打造一個更有效率更加透明的政府，新一屆國家領導人積極整頓各級地方政府，對地方政府的各項工作進行嚴格管控，並進行大規模的人事整改。因此，下半年國內市場形勢發生重大轉變，各類以政府部門為主要客戶的企業均受到不同程度之影響，本集團年內於各地開展之ISD項目亦受到不同程度的延期。然而，中國安芯緊跟市場變化，積極調整自身市場策略，放緩開拓新

BUSINESS REVIEW

ISD Business

The first half of 2013 ("1H2013") saw favorable market conditions fueled by tremendous government support. The Group achieved remarkable results by shifting its market focus to explore new provinces/cities so as to expand its business network. Accordingly, the segment revenue rose 35% year-on-year to HK$513.7 million in 1H2013, constituting 79% of the full-year 2013 results contributed by the ISD segment.

In the second half of 2013 ("2H2013"), the PRC government took the initiative to strengthen internal management and undertake personnel adjustments in an effort to improve work efficiency and transparency. Along with transitional growing pains, operational conditions in the PRC market remained uncertain and ambiguous. Enterprises whose revenues are substantially derived from government-related projects were inevitably facing downside risks. As a result, some ongoing ISD projects were postponed in 2H2013. Nevertheless, being attuned to the market trend, Anxin-China continued to refine its market strategies in order to diversify revenue streams and enhance anti-risk

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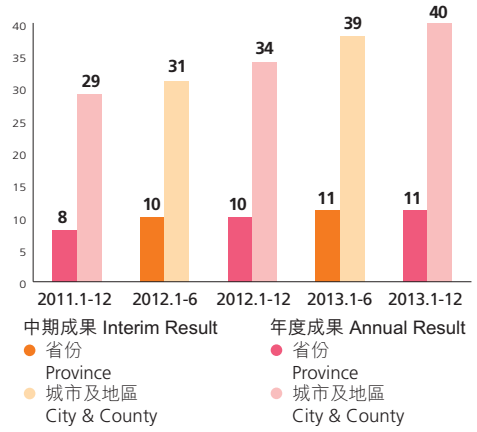
市場的步伐，在鞏固與政府機構合作關係的同時，將更多資源投入安全監管新領域的拓展，以期增強收入來源的多樣化，從而加強集團未來的抗風險能力。本集團相信靈活有序、穩中求進的業務方針能為集團帶來持續的發展動力。

capabilities. During the year under review, the Group slowed down the pace of geographical market expansion, and instead devoted more efforts to strengthening ties with government authorities and developing into new safety sectors. These flexible and progressive business strategies are expected to provide sustainable momentum to propel the Group's healthy development.

回顧年內，本集團於湖南省、吉林省、江蘇省及重慶市新增九個監控中心，並於現有及新增市場共新增6,521個監控點。截止二零一三年十二月三十一日，中國安芯累計所建監控中心達四十五個，監測點29,909個，成功將ISD業務拓展至十一個省份，四十個市縣。

During the year under review, the Group added 9 new monitoring centers in 4 provinces including Hunan, Jilin, Jiangsu and Chongqing. In addition, there was an increase of 6,521 surveillance points in existing and newly tapped provinces/cities. As of 31 December 2013, Anxin-China had established 45 monitoring centers and 29,909 surveillance points in total, and successfully expanded its ISD business across 11 provinces and 40 cities/counties.

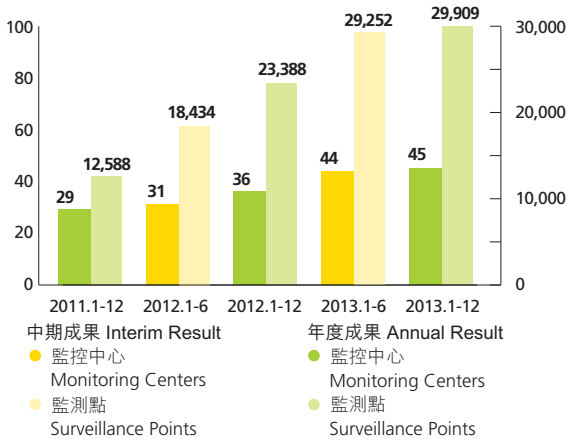
地理覆蓋
Geographical Reach



註： 城市及地區統計僅包括地級市和縣級市／縣，市轄區不在統計範圍之內

Note: City & County does not include districts governed by cities.

監控中心及監測點
Monitoring Centers and Points



註： 監控中心統計包括設立在省、市、縣及市轄區的各類中心

Note: Monitoring Centers included all kinds of centers established in Province/City/County

管理層討論及分析
Management Discussion and Analysis

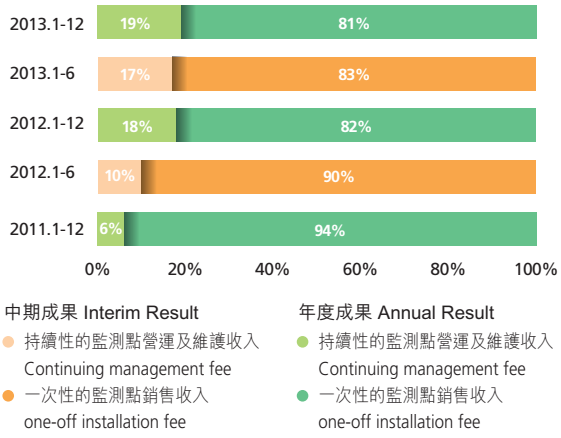
回顧年內，中國安芯的ISD系統分佈營業收入依然來源於系統建設中的：(1)一次性的監測點銷售收入；及(2)持續性的監測點營運及維護收入。中國安芯於年內所獲得的ISD系統分部營業收入中有港幣525,845,000元，即81%來自監測點硬件一次性收入；港幣125,916,000元，即19%來自持續性的監測點營運及維護收入。

During the year of 2013, the Group' s revenue contribution from the ISD system business segment was primarily derived from (1) one-off installation fees for sales of surveillance points and (2) continuing management fees for ongoing systems operations and maintenance. 81% of the segment's revenue, amounting to HK$525,845,000, was generated from one-off sales of surveillance points, while HK$125,916,000 (19% of the segment's revenue) was generated from systems operations and maintenance.

新增監測點分佈
New surveillance points



ISD分部營業收入分佈
Breakdown of ISD Revenue



集團保持一貫的科研專注力，對ISD系統主要功能模塊進行重新定義設計，為客戶提供更方便及更友善的交互界面，並通過改進底層數據庫操作部分之模塊，使系統可以自如應對多種不同數據庫接口，更易滿足不同客戶之需求。除此之外，本集團開始著手新一代ISD系統的研發與設計工作，更新ISD系統的傳輸網路及交互界面，目標於要在未來幾年內實現系統融合性更好，數據處理能力更強，運營效率更高，二次開發難度更低，用戶體驗更完善的新一代得以全面消除信息孤島的先進ISD系統。

R&D strength has always been a high priority for the Group. During the year under review, via redefining and redesigning operational schemes of main function modules, the Group completed various modifications for ISD systems in an effort to provide our clients with more convenient and user-friendly interfaces. Meanwhile, so as to better cater to the myriad needs of clients, the Group redesigned the operational module of database interfaces, enabling the system to access different databases. In addition, the Group launched an R&D and design project for the next generation of ISD systems. Technical upgrades have been undertaken targeting the framework of the transmission network and the possibility of touch interfaces has been pursued for the new-generation ISD systems, with a view to creating more efficient ISD systems capable of eliminating non-vital information and de-connectivity issues. They also feature better modularity and greater integration of various subsystems, which eases the difficulties associated with subsequent redevelopment and attaining closer user interaction.

管理層討論及分析
Management Discussion and Analysis

ISS業務分部

集團一向對公共安全領域的智能安防，尤其是其產業鏈中核心一環視頻監測行業的發展前景深具信心。因此，集團於回顧年內積極消化吸收上一財政年度的收購成果，著力發展支柱業務之一的ISS系統分部：一方面，集團將收購安芯美特控股有限公司後獲得的智能視頻分析算法與其原有的系統平台有機結合，使其智能場景分析等頂尖技術得到更為廣泛靈活的應用。另一方面，中國安芯自二零一二年年完成對煜宏投資有限公司及其全資子公司深圳豪威未來科技有限公司的收購後，投入更多科研資源支持閉路電視等安防產品的自主研發。二零一三年八月集團自主研發、生產的高清網絡槍式攝像機（型號：HW-Q2010HPCDW、HW-Q1307HPCDW）和高清網絡球型攝像機（型號：HW-C1307HIDD18、HW-S2010HSDD20）均通過公安部第一研究所的檢驗，順利取得國家安全防範報警系統產品質量監督檢驗中心（北京）和公安部安全與警用電子產品質量檢測中心聯合頒發的型式檢驗報告和28181平台檢測報告。通過國家檢測認證充分證明了中國安芯ISS系統具有行業領先的技術實力，強化了中國安芯專業的品牌價值。

此外，通過將先進的智能視頻分析技術與優質的安防硬件產品結合，本集團得以有效提高產品的分辨率、編解碼能力及可靠性，更新現有的視頻監控產品鏈，為進軍公共安全領域打下堅實基礎。

ISS Business Segment

The Group is always optimistic about the prospect of intelligent surveillance in the public safety sector, in particular – video monitoring – which plays a key role in the industrial chain. During the year under review, the Group worked hard to materialize the synergistic benefits of the acquisitions completed in the previous financial year and strived to further develop one of its business pillars – the ISS segment. On the one hand, the Group successfully embedded the intelligent video analysis algorithms acquired from the acquisition of Anxin Mate Holdings Ltd into existing systems. The integration helped broaden application coverage for the Group's cutting edge technologies including scenario analysis. On the other hand, since the Group completed the acquisition of Yu Hong Investments Ltd and its wholly-owned subsidiary Shenzhen Hawell Advanced Technology Co Ltd in 2012, Anxin-China has sped up efforts on independent R&D activities for safety surveillance products like Closed Circuit Television. In August 2013, HD gun-type network cameras (Series: HW-Q2010HPCDW and HW-Q1307HPCDW) and HD ball-type network cameras (Series: HW-C1307HIDD18, HW-S2010HSDD20), which were independently developed and manufactured by the Group, were qualified by the 1st Institution of the Ministry of Public Security, and conferred statuses of Model Identification Report and 28181 Evaluation Report jointly by the National Testing Center For Quality of Security & Safety Alarm System Products (Beijing) and the Testing Center for Quality of Security & Police Electronic Products under the Ministry of Public Security. The qualifications were proof positive of the industry-leading technologies that Anxin-China possesses for ISS systems and at the same time served as a way of promoting the brand value of Anxin-China.

In addition, the integration of advanced intelligent video analysis technologies with high-quality surveillance hardware allowed the Group to efficiently improve its products' resolution ratios, coding and decoding capacities and overall reliability, and to update existing video surveillance product offerings. Hence, the Group has established a solid foundation to penetrate the public safety market.

管理層討論及分析
Management Discussion and Analysis

回顧年內，中國安芯在中國「平安城市」的項目建設中成績顯著。通過與市級政府接洽及適用工作，截止二零一三年十二月三十日，中國安芯已與湖北省大悟縣、湖北省洪湖市、貴州省福泉市、江蘇省睢寧縣及吉林省敦化市等五個市／縣分別簽訂「平安城市」項目建設合同或獲得「平安城市」項目建設中標通知書，中國安芯將會為該市／縣提供ISS系統之整體解決方案。通過實際經驗的積累，中國安芯不斷完善ISS系統於城市安防領域的運營表現，將其商業模式帶入更為成熟的階段，以實際成效吸引潛在市場的目光。ISS系統業務在二零一三年內取得超預計發展，惟其具體收益將在二零一四年得到體現，因此本集團相信ISS業務在未來幾年將得到長遠發展。

During the year under review, the Group made impressive progress in the construction of "Safe City Projects" in China. Upon successful test trials with city-level governments, Anxin-China has proceeded to the stage of contract signings or has been notified of the acceptances of its bids with respect to the construction of "Safe City Projects" in five cities/counties in China, including Dawu County, Honghu City in Hubei Province, Fuquan City in Guizhou Province, Suining County in Jiangsu Province and Dunhua City in Jilin Province. The Group will provide integrated ISS systems solutions for these cities/counties. With experiences gained, Anxin-China will hasten efforts to improve the operational performance of ISS systems and bring its business model to a more mature phase. The outcomes are expected to help attract the attention of the potential market. Even though the ISS segment will not be materialized until 2014, it managed to deliver a performance that was above expectations during the year. The Group believes that the ISS business enjoys long-term development potential.

行業回顧
工業生產安全領域

近年來國家大力推動工業生產安全工作的落實，計劃投資人民幣6,250億元推進企業安全生產建設。二零一二年國家安全生產監督管理總局（「安監總局」）與中華人民共和國工業和信息化部聯合發佈《關於促進安全產業發展的指導意見》，積極引導社會和企業開展安全科技攻關，培育和發展安全產業。安監總局緊接於二零一二年九月發佈《關於進一步加強安全生產應急平台體系建設的意見》（安監總應急〔2012〕114號），目標於二零一五年底實現企業與安全監管監察機構應急平台實現互聯互通。二零一三年年初，安監總局發佈《關於全面推進全國工貿行業企業安全生產標準化建設的意見》（安監總管四〔2013〕8號），加強企業安全生產規範化管理，建立健全事故隱患排查治理制度。另外，國務院辦公

INDUSTRY REVIEW
Industrial Safety

In recent years, the government has actively promoted the implementation of industrial work safety tasks and estimates total investment into the work safety industry will reach RMB625 billion. In 2012, the State Administration of Work Safety ("SAWS") and the Ministry of Industry and Information Technology of the PRC jointly issued "Opinions on Promoting the Development of the Security Industry," according to which enterprises are encouraged to develop technologies for improving workplace safety with the entire safety industry being greatly promoted. SAWS issued "Opinions on Further Strengthening the Construction of the Work Safety Emergency Platform" (SAWS Document No. 114, 2012) in September 2012, expecting a well-established network of platforms for emergency management of enterprises and safety monitoring institutions to be operational by end-2015. In early 2013, SAWS issued "Opinions on Promoting the Construction of Work Safety Standardization in National Industrial and Trading Enterprises" (SAWS Fourth Document No. 8, 2013) to reinforce the standardized management of workplace safety and spur a troubleshooting system. In addition, the State Council issued "Opinions on Further Strengthening Work

管理層討論及分析
Management Discussion and Analysis

廳於二零一三年十月頒布《關於進一步加強煤礦安全生產工作的意見》(國辦發〔2013〕99號),大力推進煤礦安全質量信息化建設,深化物聯網技術應用,建設完善安全生產綜合調度信息平台,做到視頻監視、實時監測、遠程控制。

受惠於各項安全指導意見的積極引導與嚴格督促,二零一三年重點行業安全生產形勢基本穩定。據國家統計局發佈的《2013年國民經濟和社會發展統計公報》數據顯示,2013全年各類生產安全事故共死亡69,434人,較去年呈明顯下降趨勢。

城市公共安全領域

國家「十二五」發展規劃中明確指出要「加強公共安全體系建設」,並強調打造「適應公共安全形勢變化的新特點,推動建立主動防控與應急處置相結合、傳統方法與現代手段相結合的公共安全體系」。由此可見,國家將公共安全視為「十二五」工作的重中之重。同時,隨著智能安防在金融、交通、政府等傳統應用領域的不斷深入,教育、衛生、體育、能源、通訊等新生應用領域的需求也得以升溫,且由政府層面滲透至社區安防等民用層面。此外,建設「智慧城市」將以前所未有的程度激發公共安全領域安防產業的市場潛能。統計數據顯示,二零一三年全國超過180個城市開始建設智慧城市,帶動國內安防監控市場規模達700億。根據IDC數據統計,國內視頻監控市場規模於二零一三、一四的同比增長率將達26.05%和19.69%。而國信證券預計未來幾年整個安防視頻市場將保持在20%以上的增速。

Safety in Coal Mines" (State Council document No. 99, 2013), with an aim to promoting construction of coal mining security quality informatization, advancing the application of Internet-of-Things technologies and building a sound information coordinating platform which manages video monitoring, real-time monitoring and remote control functionality.

China witnessed improved workplace safety in 2013, benefiting from strong guidance and strict supervision. According to the "Statistical Communique on 2013 National Economic and Social Development Performance" released by the National Bureau of Statistics, fatalities related to safety issues recorded a significant decline to 69,434 in 2013.

Public Safety

The 12th Five-Year Plan clearly indicated the importance of setting up a well-developed public safety scheme, and emphasized that the scheme, armed with both alert systems and emergency plans, should be able to cater to demands from ever-changing conditions in the public safety sector. It strongly suggests that the national government attaches high importance to public security. Meanwhile, there is a more extensive presence of intelligent safety surveillance systems in both traditional sectors such as finance, transportation, public services, and in emerging sectors such as education, sanitation, sports, energy and communications. The increasing demand has been seen in non-government markets as well. In addition, the construction of "Smart Cities" stimulated demand for surveillance products applicable in the public safety sector in an unprecedented way. Statistics show that over 180 cities began building themselves into smart cities in 2013, helping the domestic security surveillance market scale reach RMB70 billion. According to IDC statistics, the year-on-year growth rate of the domestic video surveillance market will reach 26.05% and 19.69% in 2013 and 2014, respectively. Guoxin Securities also predicts the entire video security market will maintain a growth rate of over 20% in the next few years.

管理層討論及分析
Management Discussion and Analysis

前景展望

中國經濟目前正處於轉型發展的關鍵時期，增長模式向著更均衡、更高質和更持久的趨勢發展。因此，人民群眾對工業生產以及公共生活領域的安全保障能力都有著更高的期待和要求。順應時代發展，國家將建設「智慧城市」提升到戰略地位。結合物聯網及新一代資訊技術的應用，安防產業將擁抱跨時代的發展契機。《中國安防行業「十二五」發展規劃》預測，到二零一五年，我國的安防產業規模將翻番，年增長率達到20%左右，總產值將達到5,000億元，實現增加值1,600億元。更值得一提的是，隨著高端安防技術的沉澱，安防行業的增長天平會逐漸向二三線城市傾斜。以往以政府部門為主導的客戶基礎也會經歷安防產品民用化的轉型，涵蓋領域也將從工業生產、城市交通、物流管理等向商廈住宅、倉庫貨存等民用市場擴展。

有鑒於此，中國安芯於二零一四年二月以總代價港幣1,300,000,000元收購溢域有限公司旗下兆誼科技之全部股權。此項收購獲得賣方溢利保證，確保兆誼科技二零一四年及二零一五年年度稅後溢利合共不少於港幣1.2億元。兆誼科技主要從事開發、生產及分銷樓宇內升降機之安全監控及保安系統，並透過安裝於升降機內部之廣播屏幕向廣告公司提供廣告分發之渠道。這一收購將有助於集團獲取專利技術以提升研發實力、完善解決方案服務，全面打開民用監控市場。且電梯監控－廣告渠道的創新業務模式也豐富了中國安芯的客戶基礎，為其收入來源帶來新的突破，有效規避了客戶結構單一所蘊含的風險。由於近年來中國經濟的飛速發展，全國電梯數量於2012年底已經超過240萬台，2013年底有

PROSPECTS

China is currently undergoing a critical economic transformation. The growth trajectory is evolving towards a more balanced, high-quality and sustainable model. Therefore, there are higher expectations and requirements for safety issues in both industrial production and public sectors. The government considers the construction of "Smart Cities" a strategic move highly conducive to social progress. Riding these industry waves, Anxin-China sees unprecedented opportunities given the wide utilization of Internet-of-Things and other advanced information technologies. "The China Public Safety 12-5 Development Plan" predicts that in 2015, China's security industry will double in size, with an annual growth rate of around 20%. The total output value of the safety industry is expected to reach RMB500 billion in 2015, an increase of RMB160 billion as compared to the current value. Worthy of note is that the growth driver of the industry will shift to second or third-tier cities along with the further development of high-end security technologies. The customer base will be generalized from the domination of government agencies to commercial premises. Commercial buildings, warehouses, etc. are playing an increasing role other than industrial production, urban transportation and logistics.

Anxin-China therefore entered into an acquisition agreement in February 2014 with Bloom Zone Limited for the entire issued share capital of its subsidiary Altus Technologies, for an aggregate consideration of HK$1,300,000,000. Anxin-China is guaranteed at least HK$120 million in profit after tax from Altus Technologies for the years 2014 and 2015. Altus Technologies is mainly engaged in the development, production and distribution of safety monitoring and security systems for elevators. It will also generate income by installing screens in elevators as distribution channels for advertising companies. The acquisition has allowed the Group to tap into the new elevator safety monitoring market sector with improved research capacities and solution services. The proposed business model of providing advertising distribution channels in elevators diversifies the Group's customer base as well as its revenue streams to avoid risks associated with potential overreliance on a single customer structure. Due to the rapid development of China's economy in recent years, the number of registered elevators reached 2.40 million in China by the end of 2012 and is expected to exceed three million by the end

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望突破300萬台，並且依據國家統計數字，全國電梯數量還將以20%左右速度持續高速增長。面對如此廣闊而強勁的市場，中國安芯將在二零一四年努力探索相關業務模式，以期收穫更為活躍的市場表現。

of 2013. Moreover, official statistics show China's total number of elevators is expected to grow at a remarkable rate of approximately 20%. Foreseeing the market with great potential, Anxin-China will make persistent efforts to optimize its business model to achieve a more vigorous performance in 2014.

中國安芯一向致力與學術界建立緊密合作關係以為集團發展提供強有力的後盾支持。二零一三年年初，中國安芯附屬公司之一，深圳市安芯數字發展有限公司成功掛牌「廣東省院士專家企業工作站」，為集團提供良好平台，學習吸收院士專家的科研經驗，從而轉化為自身技術實力。二零一四年初，安芯數字通過能力CMMI ML3（成熟度模型集成3級）複審評估，標誌著安芯數字的軟件產品質量管理及質量標準達到了國際資質標準。

Anxin-China has been committed to establishing solid bonds with academia so as to provide strong backup for the Group's sustainable growth. In early 2013, Shenzhen Anxin Digital Development Co Ltd (Shenzhen Anxin), one of Anxin-China's subsidiaries, was designated as a Guangdong Academician & Expert Enterprise Workstation. The Group, is therefore provided with a sound platform to convert the experts' scientific experiences into its own technological strengths. In early 2014, Anxin Digital passed a review assessment for CMMI ML3 Capability ("Capability Maturity Model Integration Maturity Level 3"), demonstrating that the Group's software products have reached international standards in terms of quality management.

二零一四年年初，中國安芯首次榮登福布斯排行榜之《2014年度中國上市潛力企業100強》前五名。中國安芯在極具競爭性的甄選中脫穎而出，與中國安芯致力以強大的技術附加值帶動集團整體實力的騰飛這一發展戰略密不可分，體現了權威機構對中國安芯卓越表現的充分肯定，必將為集團贏得更多關注與信心。

In early 2014, for the very first time, Anxin-China made it onto the top five for Forbes' List of "Top 100 Strongest Potential Listed Companies in China 2014." Anxin-China outperformed its peers in the competitive selection, owing to its devotion to enhance the overall strength of the Group with value-added R&D capabilities. The ranking shows the Group's efforts have been fully recognized by influential institutions and is surely to bring the Group more positive attention and further boost confidence within Anxin-China.

本集團將繼續以創意爭先的精神，升級完善ISD系統及ISS系統的整體解決方案，以高質高端的產品及服務在安防行業樹立鮮明的領軍旗幟。

The Group, well positioned for an upward campaign, will continuously upgrade its integrated solutions for ISD and ISS systems and strive to maintain a leading position in the safety industry with high-caliber products and services.

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財務回顧及分析

綜合營業額及毛利

截至二零一三年十二月三十一日止年度，本集團之綜合營業額約為港幣671,702,000元（二零一二年：港幣849,730,000元），下降約21%。年內的毛利約為港幣527,488,000元（二零一二年：港幣716,955,000元），下降約26%。進入二零一三年下半年，為使各地政府部門更加適應市場化需求，打造一個更有效率更加透明的政府，新一屆國家領導人積極整頓各級地方政府，對地方政府的各項工作進行嚴格管控，並進行大規模的人事整改。因此，下半年國內市場形勢發生重大轉變，各類以政府部門為主要客戶的企業大多受到影響，本集團年內於各地開展之ISD項目亦受到不同程度的延期。因此，綜合營業額及毛利均有所下降。

分部資料

分部資料之全部詳情載於財務報表附註6。

其他收入

其他收入由二零一二年之港幣97,278,000元上升至二零一三年之港幣149,454,000元，上升約54%。該項目主要指增值稅退稅、財務補貼收入、銀行存款之利息收入及租金收入等。其中，於回顧期間，增值稅退稅金額為約港幣95,557,000元（二零一二年：港幣84,876,000元），財務補貼收入為約港幣41,195,000元（二零一二年：港幣3,975,000元）。

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Consolidated turnover and Gross Profit

For the year ended 31 December 2013, the Group's consolidated turnover was approximately HK$671,702,000 (2012: HK$849,730,000), a decrease of approximately 21%. The gross profit within the year was HK$527,488,000. (2012: HK$716,955,000), a decrease of approximately 26%. In the second half of 2013 ("2H2013"), the PRC government took the initiative to strengthen internal management and undertake personnel adjustments in an effort to improve work efficiency and transparency. Along with transitional growing pains, operational conditions in the PRC market remained uncertain and ambiguous. Enterprises whose revenues are substantially derived from government-related projects were inevitably facing downside risks. As a result, some ongoing ISD projects were postponed in 2H2013. Therefore, the Group's consolidated turnover and gross profit decreased.

Segment Information

Details on Segment Information are set out in note 6 to the financial statements.

Other Incomes

Other Revenue increased from HK$97,278,000 for the year ended 31 December 2012 to HK$149,454,000 for the year ended 31 December 2013, an increase of 54%. This referred mainly to refund of value-added tax, subsidy income, interest income from bank deposit and rental income etc. During the year, the value of the refund of value-added tax was approximately HK$95,557,000 (2012: HK$84,876,000), and subsidy income was approximately HK$41,195,000 (2012: HK$3,975,000).

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其他收益及虧損

其他收益及虧損主要指收購煜宏集團之商譽減值、未支付股票代價的公允價值變動損失額、存貨減值準備等。於回顧期間，其他收益及虧損為約虧損港幣123,423,000元（二零一二年：收益港幣46,049,000元）。該變化乃主要因於回顧之期間，作出約港幣58,307,000元之收購煜宏集團之商譽減值撥備（二零一二年：港幣7,663,000元），以及錄得未支付股票代價的公允價值變動損失額約為港幣61,137,000元（二零一二年：港幣33,209,000元）。

Other Gains and Losses

Other gains and losses refer to the goodwill impairment loss arising from acquisition of Yu Hong Group, fair value changes on contingent consideration shares, inventory impairment etc. During the year, the other gains and losses amounted to a loss of HK$123,423,000 (2012: Gain of HK$46,049,000). The change during the year was mainly due to the goodwill impairment loss arising from the acquisition of Yu Hong Group amounted to HK$58,307,000 (2012: HK$7,663,000), and loss of fair value changes on contingent consideration shares amounted to HK$61,137,000 (2012: HK$33,209,000).

銷售及市場推廣開支

銷售及市場推廣開支由二零一二年之港幣116,814,00元下降至二零一三年之港幣33,469,000元。該下降乃主要由於因授予本集團市場推廣合夥人之購股權產生之購股權開支下降所致。於二零一三年購股權開支涉及之金額為港幣935,000元，而於二零一二年為港幣61,112,000元。

Selling and Distribution Costs

Selling and Distribution Costs decreased from HK$116,814,000 for the year ended 31 December 2012 to HK$33,469,000 for the year ended 31 December 2013, which was primarily due to decrease of the Group's distribution partners share options being expensed over the vesting period. The expenses relating to the share options in 2013 amounted to HK$935,000, compared to HK$61,112,000 in 2012.

一般及行政開支

截至二零一三年十二月三十一日止年度，本集團的一般及行政開支約為港幣49,851,000元（二零一二年：港幣45,041,000元）。該項目主要指本集團僱員之購股權產生之購股權開支、員工薪金、辦公室租金等。其中，二零一三年所產生之購股權開支總金額約為港幣7,789,000元（二零一二年：港幣9,280,000元）。

General and Administrative Expenses

For the year ended 31 December 2013, the Group's general and administrative expenses were approximately HK$49,851,000 (2012: HK$45,041,000). This mainly referred to the share option expenses arising from the staff share-based remuneration, staff salaries, office rental etc. The share option expenses in 2013 amounted to approximately HK$7,789,000 (2012: HK$9,280,000).

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研發費用

截至二零一三年十二月三十一日止年度，本集團投入更多的科研資源用於ISD系統的完善及安防產品的自主研發，並取得豐富的研發成果。本集團的研發費用約為港幣95,064,000元（二零一二年：港幣77,394,000元），上升23%。研發投入佔年度營業收入比例為14%（二零一二年：9%)。該項目主要指本集團研發技術僱員之員工薪金、研發測試設備材料支出、第三方合作研發支出、辦公室租金等。

Research and development expenses

For the year ended 31 December 2013, the Group put more efforts on the improvement of ISD system and the independent R&D activities for safety surveillance products, and made impressive achievements. The Group's research and development expenses were approximately HK$95,064,000 (2012: HK$77,394,000), an increase of 23%. The ratio of research and development expenses to turnover was 14% (2012: 9%). Research and development expenses referred mainly to the staff salaries, equipment and materials for research and testing, cooperative R&D activity expenses with third parties, office rental, etc.

所得稅開支

2013年度所得稅開支下降主要由於若干於中國成立及經營的附屬公司實際所得稅率較上年度下降所致。

Income Tax Expense

Decrease on the income tax expense for the year ended 31 December 2013 was mainly due to the decrease on the effective income tax rate of some PRC subsidiaries as compared with prior year.

歸屬於本公司股東的綜合收益總額

年內歸屬於本公司股東的綜合收益總額約為港幣482,227,000元（二零一二年：港幣585,228,000元）。收益總額下降的原因主要來自營業收入的下降及其他虧損的增加。

Total comprehensive income attributable to owners of the Company

Total comprehensive income attributable to owners of the Company for the current financial year was approximately HK$482,227,000 (2012: HK$585,228,000). The decrease in comprehensive income was the combined effect of decrease in revenue and the increase in other loss.

每股收益

年內之每股基本及攤薄收益分別為港幣12.68仙（二零一二年：港幣20.00仙）及港幣12.27仙（二零一二年：港幣19.89仙）。

Earnings Per Share

The basic and diluted earnings per share for the year was HK12.68 cents (2012: HK20.00 cents) and HK12.27 cents (2012: HK19.89 cents) respectively.

資本性支出

截至二零一三年十二月三十一日止年度，本集團之資本性支出約為港幣55,013,000元（二零一二年：港幣42,690,000元）。資本性支出主要指購買物業、廠房、設備及軟件之支出。

Capital Expenditure

For the year ended 31 December 2013, capital expenditure of the Group amounted to approximately HK$55,013,000 (2012: HK$42,690,000). Capital expenditure represented the purchases of property, plant, equipment and software.

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資金流動性及資金資源

本集團主要營運資金來自經營活動的現金流量及現金。於二零一三年十二月三十一日，本集團存款及現金及現金等值項目達港幣2,250,123,000元（二零一二年：港幣1,599,197,000元），上升41%。

截至二零一三年十二月三十一日，本集團並沒有與銀行借款（二零一二年：無）。截至二零一三年十二月三十一日，本集團的杠杆比率（負債總額／權益總額）為9.7%。（二零一二年：19.7%)。

截至二零一三年十二月三十一日止年度，來自經營活動的現金流入淨額約為港幣663,183,000元（二零一二年：港幣618,399,000元）。

於二零一三年十二月三十一日，本集團的流動比率（流動資產／流動負債）為8（二零一二年：4）。流動比率的上升主要是由於流動資產中銀行存款的增加及流動負債中金融負債的下降所致。本集團維持現金淨額狀況，反映其財政狀況穩健，足以應付未來發展。

外匯風險

本集團主要在中國經營業務，而大部份交易均以人民幣結算。本集團的資產及負債以及經營中產生的交易主要以人民幣計值。因此相信本集團並無重大影響本集團業務的匯率風險。本集團並無使用任何遠期合約或貨幣借款對沖其外匯風險。然而，管理層將繼續監察外匯風險，並採取適當及審慎的措施。

重大投資及收購

於回顧年內，本集團沒有重大投資或收購項目。

Liquidity and Financial Resources

The Group working capital requirement was funded primarily by cash flow and cash from operating activities. As at 31 December 2013, the Group had deposits, cash and cash equivalents amounting to approximately HK$2,250,123,000 (2012: HK$1,599,197,000), an increase of 41%.

As at 31 December 2013, the Group does not have any bank borrowing (2012: Nil). As at 31 December 2013, the Group gearing ratio (total liabilities/total equity) is 9.7% (2012: 19.7%).

For the year ended 31 December 2013, the net cash inflow from operating activities amounted to approximately HK$663,183,000 (2012: HK$618,399,000).

As at 31 December 2013, the Group's current ratio (current assets/current liabilities) stands at 8x (2012: 4x). The increase in current ratio was due to the increase in cash and bank under the current assets and decrease in financial liabilities under the current liabilities. The Group maintains a net cash position, which reflects its stable financial position to cater to its future expansion.

Foreign exchange risk

The Group carried out its activities in China and majority of its transactions were settled in RMB. The Group's assets and liabilities as well as its transactions from operating activities are denominated in RMB. As a result, the Group believes it does not have foreign exchange risk which will materially affect its business. The Group does not use any long term contract or currency swap to hedge the foreign exchange risk. However, the management will continue to monitor the foreign currency risk and take appropriate and cautious measures.

Significant Investments and Acquisitions

For the year under review, the Group did not have any significant investment or acquisition.

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僱員資料

於二零一三年十二月三十一日，本集團僱用合共354名僱員（二零一二年：516名）。本集團會定期根據有關市場慣例及個別僱員的表現檢討僱員薪酬及福利。除支付基本薪金外，僱員亦享有其他福利，包括員工公積金計劃及酌情花紅計劃。

董事酬金乃由本公司的薪酬委員會基於本公司的經營業績、市場競爭力、個人表現及成就而釐定。年內，僱員成本（包括董事酬金）約為港幣47,657,000元（二零一二年：港幣33,489,000元）。

購股權計劃

本公司已採納一項購股權計劃作為對經選定參與人員的鼓勵。於回顧年內，概無授出購股權，94,846,0000份購股權已獲行使，無購股權註銷及33,250,000份購股權失效。根據購股權計劃有30,724,000份購股權未行使。

集團資產抵押

於二零一三年十二月三十一日，本集團概無抵押其任何資產。

預期資金來源

鑑於市場形勢，管理層可能會考慮為未來新投資進行集資，並同時預留內部財務資源支持其核心業務發展。

資本承擔

於二零一三年十二月三十一日，本集團概無已訂約的資本承擔。

或然負債

於二零一三年十二月三十一日，本集團概無任何重大或然負債。

Employee Information

As at 31 December 2013, the Group employed a total of 354 employees (2012: 516). The Group regularly reviews the remuneration and benefits of employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including the staff provident fund scheme and the discretionary bonus scheme.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement. During the year, the employment cost (including Directors' emoluments) amounted to approximately HK$47,657,000 (2012: HK$33,489,000).

Share Option Scheme

The Company adopted a share option scheme as an incentive to selected participants. During the year under review, no share option has been granted, 94,846,000 options have been exercised, no option has been cancelled and 33,250,000 options have lapsed. There are 30,724,000 options outstanding under the share option scheme.

Charge on Group Assets

As at 31 December 2013, the Group did not have any charges on its assets.

Expected Sources of Funding

In view of the market situation, the management may consider raising capital for funding new investments while reserving internal financial resources to support its core business.

Capital Commitments

The Group did not have any capital commitments that were contracted for as at 31 December 2013.

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 December 2013.

董事、高級管理層及員工
Directors, Senior Management and Staff

董事

執行董事

劉中奎先生，32歲，本集團主席兼行政總裁。彼亦為本集團若干附屬公司的董事。彼於二零零五年畢業於南京工業大學。劉先生於二零零四年加入本集團，自二零零四年至二零零七年於研發部，從事實時系統數據採集程序及安全監控系統中心程序的開發工作。二零零七年至二零零九年於市場工程部，從事工程項目實施，並曾多次帶領團隊實現數個工程項目的建設工作。二零零九年至今，劉先生曾先後擔任深圳市安芯數字發展有限公司及江蘇省洪芯智能技術有限公司的研發部經理及首席營運官，並於二零一一年六月成為本集團董事。

王波先生，42歲，為本集團副主席兼執行董事。王先生於二零一一年畢業於清華大學之EMBA課程。於二零一二年七月，王先生完成了清華大學深圳研究生院金融投資高級研修班的修讀課程。自一九九三年至二零零三年，王先生於多間著名公司出任由技術員至經理等多個不同高級職位，為彼於安防產品之設計、開發、生產及分銷方面帶來豐富經驗。自二零零三年起，王先生現為深圳市豪威未來科技有限公司之總經理。王先生於二零零八年獲委任為深圳市安全防範行業協會副會長並於二零一一年榮獲安防市場報評為十大企業文化建設傑出人物。彼於二零一二年六月成為本集團董事。

DIRECTORS

Executive Directors

Mr. Liu Zhongkui（劉中奎）, aged 32, is the Chairman and Chief Executive Officer of the Group. He is also a director of several subsidiaries of the Group. He graduated from Nanjing University of Technology（南京工業大學）in 2005. Mr. Liu joined the Group in 2004. From 2004 to 2007, he worked in the research and development department and was responsible for the research and development of real-time system data collection program and security surveillance system center program. From 2007 to 2009, he worked in the market engineering department and was responsible for the implementation of engineering projects and led the team towards the successfully completion of various projects. Since 2009, Mr. Liu assumed the offices as the manager of the research and development department and chief operating officer of Shenzhen Anxin Digital Development Co., Ltd. and Jiangsu Hongxin Intelligence Technology Co., Ltd. successively. He became the Director of the Group in June 2011.

Mr. Wang Bo（王波）, aged 42, is the vice-chairman and an Executive Director of the Group. Mr. Wang graduated from Tsinghua University（清華大學）with EMBA in 2011. In July 2012, Mr. Wang finished his studying in Advanced Seminar in Financial Investment of the Graduate School at Shenzhen, Tsinghua University（清華大學深圳研究生院金融投資高級研修班）. From 1993 to 2003, Mr. Wang held several senior positions from Technician to Manager in several well known companies, which brought him rich experience in the design, development, production and distribution of security and protection products. Mr. Wang is currently a general manager of Shenzhen Hawell Advanced Technology Co., Ltd（深圳市豪威未來科技有限公司）since 2003. Mr. Wang was appointed as Vice President of Shenzhen Safety & Defence Industry Association（深圳市安全防範行業協會副會長）in 2008, and awarded as the Top Ten Elite of Corporate Culture Building（十大企業文化建設傑出人物）by the Security and Protection Market Journal（安防市場報）in 2011. He became the Director of the Group in June 2012.

董事、高級管理層及員工
Directors, Senior Management and Staff

楊馬先生，36歲，本集團執行董事。楊先生現任本集團市場工程部副總裁，負責已開發市場維護及工程管理。楊先生於二零零零年畢業於淮安工學院。楊先生曾任職於江蘇省洪澤縣水泥廠，有相當豐富的工程開展以及市場維護經驗。彼於二零零三年加入本集團，並於二零一零年六月成為本集團董事。

Mr. Yang Ma（楊馬）, aged 36, is an Executive Director of the Group. Mr. Yang is currently the vice president of the market engineering department of the Group and is responsible for the maintenance of the developed markets and project management. Mr. Yang graduated from Huaian Institute of Technology（淮安工學院）in 2000. Mr. Yang once worked in a cement plant in Hongze Preferecture of Jiangsu Province（江蘇省洪澤縣水泥廠）and had very extensive experience in project development and market maintenance. He joined the Group in 2003 and became the Director of the Group in June 2010.

林蘇鵬先生，32歲，本集團執行董事。林先生現任本集團戰略規劃部副總裁，負責公司技術發展以及相關工作的戰略規劃，為集團長期發展獻策獻計。彼持有深圳大學數學與應用數學（信息與計算科學）理學學士學位及澳洲昆士蘭大學資訊科技碩士學位。林先生曾於本集團研發部工作，在軟件開發項目管理方面有豐富經驗。彼在這種經驗的指導下，可以清晰定位集團的戰略發展。彼於二零零九年五月加入本集團，並於二零一零年二月成為本集團董事。

Mr. Lin Supeng（林蘇鵬）, aged 32, is an Executive Director of the Group. Mr. Lin is currently the vice president of the strategy planning department of the Group and is responsible for the technical development and strategy planning of relevant works to provide suggestions for the long-term development of the Group. He holds a Bachelor Degree of Science in Mathematics and Applied Mathematics (Information and Computational Science)（數學與應用數學（信息與計算科學））from Shenzhen University（深圳大學）and a Master Degree of Information Technology from The University of Queensland, Australia. Mr. Lin had once worked in the research and development department of the Group and has extensive experience in project management on software development. He could clearly position the strategic development of the Group with the direction of this kind of experience. He joined the Group in May 2009 and became the Director of the Group in February 2010.

董事、高級管理層及員工
Directors, Senior Management and Staff

非執行董事

Adiv Baruch先生，52歲，持有Technion – Israel Institute of Technology之資訊系統及工業工程理學士學位。Baruch先生自SBA capital創立以來一直擔任其管理合夥人。Baruch先生擔任數間公眾及私人公司（包括Bank of Jerusalem及Tapuz（以色列一間網上社區及移動入門網站））之董事，所有上述公司均為於特拉維夫證券交易所上市之公眾上市公司；及擔任Win Global Markets（於美國場外交易市場公開買賣）之主席。彼亦為數家資訊科技公司及互聯網創業公司之創辦人及行政人員或董事。Baruch先生亦已擔任Maayan Ventures（一間領先技術培育平台）之董事。自二零零七年起至二零一一年十一月止，憑藉擔任Infinity I-China equity investment company之投資合夥人，彼已積累於中國工作之廣泛經驗及知識。彼為電訊及高科技行業之專才。憑藉彼之策略能力及市場眼光，彼於以色列高科技市場及國際市場備受尊重。Baruch先生擔任Israel Export and International Cooperation Institute（「IEICI」）高科技及電訊分部主席，積極參與其事務，且彼為IEICI之董事會成員及審核委員會成員。Baruch先生已於技術相關領域向眾多公司引導環球策略並已進行多項成功併購。Baruch先生於二零一二年九月獲委任為非執行董事。

Non-executive Directors

Mr. Adiv Baruch, aged 52, has a B.Sc. in Information Systems and Industrial Engineering from the Technion – Israel Institute of Technology. Mr. Baruch is acting as the managing partner of SBA capital since inception. Mr. Baruch serves as a director in several public and private companies, including Bank of Jerusalem and Tapuz, an Israeli online community and mobile portal, all of which are public traded companies listed on the Tel Aviv Stock Exchange, and the Chairman of Win Global Markets, publicly traded in the US (OTC). He has also served as founder and executive or director for several information technology companies and Internet start-ups. Mr. Baruch has also served as a director of Maayan ventures, a leading Technology Incubation platform. Since 2007 until November 2011, he has acted as a venture partner with Infinity I-China equity investment company that has contributing him an extensive experience and knowledge working in China. He is expertise in the Telecom and High-tech industry. He is well respected in the Israeli High-tech market as well as the international markets with his strategic capabilities and marketing vision. Mr. Baruch is actively involved as the Chairman of the Hi-Tech and Telecom Division at the Israel Export and International Cooperation Institute ("IEICI"), and he is a board member and an audit committee member of the IEICI. Mr. Baruch has lead global strategies to many companies in the technology related sector and has executed many successful mergers and acquisitions. Mr. Baruch was appointed as non-executive Director in September 2012.

董事、高級管理層及員工
Directors, Senior Management and Staff

王志浩先生，54歲，現時為凱升控股有限公司之副主席兼執行董事及出任新濠博亞娛樂有限公司之非執行董事職務，該兩間公司均為於聯交所主板上市之公司。直至二零一二年十二月三十一日及二零一二年三月一日，彼分別出任中國貴金屬資源控股有限公司及嘉年華國際控股有限公司（前稱為東方銀座控股有限公司）之非執行董事職務，該兩間公司均為於聯交所主板上市之公司。直至二零一三年十二月二日，王先生亦出任新濠環彩有限公司之非執行董事職務，該公司於聯交所創業板上市之公司。王先生擁有逾20年金融及投資銀行業之經驗，曾先後任職於德意志銀行（香港）、里昂證券（香港）、貝爾斯登亞洲有限公司（香港）、Barclays（新加坡）、S.G. Warburgs & Co.（倫敦）、Salomon Brothers（倫敦）、倫敦證券交易所及Deloitte Haskins & Sells（倫敦）。王先生於一九八五年取得英格蘭及威爾斯特許會計師公會之特許會計師資格。王先生於二零一二年九月獲委任為非執行董事。

Mr. Wang, John Peter Ben（**王志浩**）, aged 54, is currently Deputy Chairman and Executive Director of Summit Ascent Holdings Limited and holds non-executive directorships in Melco Crown Entertainment Limited, both of which are companies listed on the Main Board of the Stock Exchange. He previously held non-executive directorships in China Precious Metal Resources Holdings Co Ltd and Carnival Group International Holdings Limited (formerly known as Oriental Ginza Holdings Limited), both of which are companies listed on the Main Board of the Stock Exchange, until 31 December 2012 and 1 March 2012 respectively. Ms. Wang was also held non-executive directorship in MelcoLot Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, until 2 December 2013. Mr. Wang has over 20 years of experience in the financial and investment banking industry and had previously worked for Deutsche Bank (HK), CLSA (HK), Bear Stearns Asia Limited (HK), Barclays (Singapore), S.G. Warburgs & Co. (London), Salomon Brothers (London), the London Stock Exchange, and Deloitte Haskins & Sells (London). Mr. Wang qualified as a chartered accountant with the Institute of Chartered Accountants of England and Wales in 1985. Mr. Wang was appointed as non-executive Director in September 2012.

獨立非執行董事

張全先生，40歲，一九九九年於香港樹仁學院（現稱為香港樹仁大學）會計系畢業，張先生亦於二零零四年取得香港理工大學之專業會計碩士學位，張先生現為美國註冊會計師協會會員及香港會計師公會會員，張先生於會計及審計方面有超過十年之經驗。張先生現時為美國及香港之執業會計師。彼現時亦為香港上市公司京維集團有限公司（股份代號：1195）之獨立非執行董事及香港上市公司中國高精密自動化集團有限公司（股份代號：591）之執行董事。張先生於二零零四年九月獲委任為獨立非執行董事。

Independent Non-executive Directors

Mr. Cheung Chuen（**張全**）, aged 40, graduated from the accounting department of Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1999 and obtained a Master degree in accounting from Hong Kong Polytechnic University in 2004. Mr. Cheung is currently a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He has more than 10 years' experience in accounting and auditing and is currently qualified to practise as a certified public accountant in the US and Hong Kong. He is an independent non-executive director of Kingwell Group Limited (stock code: 1195), a listed company in Hong Kong and an executive director of China High Precision Automation Group Limited (stock code: 591), a listed company in Hong Kong. Mr. Cheung was appointed as independent non-executive Director in September 2004.

董事、高級管理層及員工
Directors, Senior Management and Staff

謝柏堂先生，62歲，於一九七五年畢業於中華人民共和國南京航空學院（現稱南京航空航天大學）自動控制專業及為一名研究員級高級經濟師。彼於一九七五年開展其於航空航天業之職業生涯並擔任多項職務，包括中國航天科工集團公司資產運營部部長、監事會副主任兼秘書長。自二零零一年十二月以來，謝先生擔任貴州航天電器股份有限公司（一間於深圳證券交易所上市之公司）董事，及自二零零一年十二月至二零零四年四月亦曾為貴州航天電器股份有限公司之董事長。自二零零六年十二月以來，彼擔任航天通信控股集團股份有限公司（一間於上海證券交易所上市之公司）之董事。謝先生於二零一一年六月獲委任為獨立非執行董事。

Mr. Xie Baitang（謝柏堂）, aged 62, completed his study of 自動控制專業 (Specialty in Automatic Control) in Nanjing Aeronautical Institute 中華人民共和國南京航空學院 (currently known as Nanjing University of Aeronautics and Astronautics 南京航空航天大學), the People's Republic of China, in 1975 and is a senior economist (research fellow level). He started his career in the aeronautics and astronautics industry in 1975 and served various positions, including Head of Asset Operations, Deputy Head and Secretary General of Supervisory Committee of China Aerospace Science and Industry Corporation（中國航天科工集團公司）. Since December 2001, Mr. Xie has been serving as a director of Guizhou Space Appliance Company Limited（貴州航天電器股份有限公司）, a company listed on the Shenzhen Stock Exchange, and was also the chairman of Guizhou Space Appliance Company Limited from December 2001 to April 2004. Since December 2006, he has been serving as a director of Aerospace Communications Holdings Company Limited（航天通信控股集團股份有限公司）, a company listed on the Shanghai Stock Exchange. Mr. Xie was appointed as independent non-executive Director in June 2011.

李安國教授，59歲，現為香港大學電機電子工程學系主任及訊息工程講座教授。李教授於加入香港大學之前曾出任美國洛杉磯南加州大學電機工程教授及美國洛杉磯南加州大學通訊科學研究所所長。李教授亦曾為多個專業組織委員會的主席，如美國電機及電子工程師學會（「IEEE」）電腦通訊技術委員會。李教授為香港大學之全資附屬公司Versitech Limited之董事，而Versitech Limited是一家為香港大學推行技術轉移及商業活動之機構。李教授更先後於一九七七年、一九七九年、一九八零年及一九八一年獲美國麻省理工學院頒發電機工程及電腦科學學士、碩士、工程師及博士學位。於二零零二年，彼獲香港特別行政區政府頒授銅紫荊星章。李教授現為新意網集團有限公司之獨立非執行董事，該公司在聯交所創業板上市。彼由二零零八年八月至二零一二年七月及自二零一二年九月起至二零一三年五月曾出任中華網科技公司（現稱為中國華泰瑞銀控股有限公司）的獨立非執行董事，該公司在聯交所創業板上市。李教授於二零一三年六月獲委任為獨立非執行董事。

Professor Li On-kwok, Victor（李安國）, aged 59, is the Chair Professor of Information Engineering and Head of the Department of Electrical and Electronic Engineering at The University of Hong Kong ("HKU"). Prior to joining HKU, Professor Li was Professor of Electrical Engineering at the University of Southern California ("USC") and Director of the USC Communication Sciences Institute. Professor Li has chaired various committees of international professional organizations such as the Technical Committee on Computer Communications of the Institute of Electrical and Electronic Engineers ("IEEE"). Professor Li is a director of Versitech Limited, a wholly-owned subsidiary of HKU. Versitech Limited is the technology transfer and commercial arm of HKU. Professor Li received his bachelor's, master's, engineer's and doctoral degrees in Electrical Engineering and Computer Science from Massachusetts Institute of Technology in 1977, 1979, 1980 and 1981, respectively. He was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2002. Professor Li is currently an independent non-executive director of SUNeVision Holdings Ltd., a company listed on the Growth Enterprise Market of the Stock Exchange. He was an independent non-executive director of China.com Inc. (currently known as Sino Splendid Holdings Limited), a company listed on the Growth Enterprise Market of the Stock Exchange, from August 2008 to July 2012, and from September 2012 to May 2013. Professor Li was appointed as independent non-executive Director in June 2013.

董事、高級管理層及員工
Directors, Senior Management and Staff

高級管理層

李赫先生，32歲，現任本集團高級副總裁兼高級工程師。李先生畢業於美國洛杉磯南加州大學，並持有電子工程專業理學碩士學位。彼亦於中國杭州之浙江大學獲得電子儀器及信息技術專業工學學士學位。李先生擁有近十年工程及管理經驗。彼一直任職於加州Ktech Telecommunication Co., Ltd，從事專業片上處理器設計及信號處理定制電路設計工作；彼於二零一零年至二零一二年於中興通訊股份有限公司工作，任中興通訊股份有限公司微電子研究院產品經理。於中興通訊股份有限公司時，李先生全面負責視頻監控微電子研究院之相關產品硬件／軟件的研發及市場工作。李先生於二零一二年加入本集團，全面負責集團研發中心的管理事務，同時亦負責向投資者介紹集團情況，維護及推進投資者關係。

戴兆明先生，37歲，現任本集團項目經理及高級工程師。彼於二零零二年畢業於河海大學計算機科學與技術專業，現攻讀東南大學碩士學位，專業方向為軟件工程。戴先生長期從事無線傳感器網絡(WSN)的研究與應用開發、地理信息系統(GIS)、雲計算平台的研究。彼曾參與或獨立完成GPS車輛跟蹤調度系統項目GIS子系統、煤礦數字化瓦斯遠程監控系統、煤礦GIS地圖編輯軟件、煤礦GIS監控中心軟件、嵌入式無線智能視頻監控系統、汽車身份證系統、車聯網雲計算服務平台的設計和開發。彼曾參加集團多項專利、產品、軟件著作權的研發工作，現負責新項目的研發和技術管理。

SENIOR MANAGEMENT

Mr. Li He（**李赫**）, aged 32, is currently the Senior Vice President and Senior Engineer of the Group. Mr. Li graduated from University of Southern California in United States and holds a Master of Science degree in Electrical Engineering. He also holds a Bachelor of Engineering degree in Electronic Device & Information Technology from Zhejiang University in Hangzhou, China. Mr. Li is an engineer and management with nearly a decade's experience. He has been working with Ktech Telecommunication Co., Ltd in California, responsible for SoC design and FPGA design for digital signal processing. He worked for ZTE from 2010 to 2012 as Product Manager of ZTE Micro-Electronics Institution. During his time in ZTE, Mr. Li was responsible for both hardware/software R&D and marketing strategy development for Micro-Electronics Institution's video surveillance products. Joined the Group in 2012, he is now head of R&D center of the Group. Mr. Li is also responsible for introducing the Group to investors, maintaining and promoting investor relations.

Mr. Dai Zhaoming（**戴兆明**）, aged 37, is currently Project Manager and senior engineer of the Group. He graduated from Hohai University in 2002 specialized in Computer Science and Technology and is now pursuing a Master Degree in Southeast University majoring in software engineering. Mr. Dai conducted the research and application development of wireless sensor networks (WSN) and the research of geographic information systems (GIS) and cloud computing platform for a long period of time. He once participated in or independently completed the design and development of GIS sub-system of GPS vehicle tracking and dispatching system project, coal mine gas digitalization remote monitoring system, coal mine GIS map editing software, coal mine GIS surveillance center software, embedded wireless intelligent video surveillance system, automobile identity card system, cloud computing service platform of Internet-of-Autos. He participated in the research and development of a number of patents, products and software copyright of the Group and is now responsible for the research and development of new projects and technology management.

董事、高級管理層及員工
Directors, Senior Management and Staff

李戰斌先生，32歲，現任本集團項目經理兼高級工程師。彼於二零零六年獲得西安工業大學測控技術與儀器專業學士學位，並於二零零九年獲得西安工業大學光學工程碩士學位。李先生曾先後在中航計算所和上海微電子裝備等研發單位學習與工作，具有豐富的智能儀器裝備和軟件產品設計經驗，彼曾參與設計基於視頻處理技術的智能交通電子警察系統、高端投影物鏡掃瞄光刻機照明曝光系統測校軟件、投影物鏡掃瞄光刻機波像差檢測與校準系統等系統，並主持室外場景智能識別系統、校車智能預警監控系統等系統研發。彼近年一直負責新產品軟硬件系統設計與項目管理，尤其在系統成像與算法設計方面做了大量工作，彼成功開發的嵌入式室外智能監控與識別系統的識別精度和速度均達到國際先進水平。

Mr. Li Zhanbin（李戰斌）, aged 32, is currently Project Manager and senior engineer of the Group. He obtained a Bachelor Degree in measuring and control technology and instruments from Xi'an Technological University（西安工業大學）in 2006 and a Master Degree in optical engineering from Xi'an Technological University in 2009. Mr. Li had studied and worked in the research and development institutes such as China Aviation Numeration Research Institute（中航計算所）and Shanghai Micro Electronics Equipment（上海微電子裝備）successively, and has extensive experience in the design of intelligent instrument and equipment and software products. He once participated in the system research and development works like the design of intelligent traffic electronic police system based on video processing technology, testing and tuning software for high-end object projection lens scanning lithography machine lighting and exposure system, object projection lens scanning lithography machine wave aberration detecting and rectifying system, and was in charge of the research and development of outdoor scene intelligent recognition system, school bus intelligent warning monitoring system and so on. In recent years, he had all along been responsible for the software and hardware system design and project management of new products, especially carrying out abundant of works in terms of imaging system and algorithm design. He successfully developed an embedded outdoor intelligent monitoring and recognition system with recognition accuracy and speed reaching international advanced level.

董事、高級管理層及員工
Directors, Senior Management and Staff

姚學升先生，40歲，現任本集團項目經理兼高級工程師。彼於一九九六年獲得河南科技大學機械製造專業學士學位，並於二零零一年獲得南京航空航天大學機械電子工程碩士學位，研究方向為並聯機器人運動學的研究和應用。彼於一九九六年於洛陽哈斯曼製冷有限公司工作，從事數控編程、工裝模具設計等工作。彼於二零零一年於華為技術有限公司工作，接受過專業的CMMI培訓和軟件開發全過程培訓，先後從事光傳輸網管、智能網等項目的軟件測試和市場維護等工作。彼曾任綜合網管測試主管，負責整個項目的系統測工作，並將自動化測試在測試組進行推廣應用。二零一零年加入本集團進行相關項目的開發與推廣，現負責人防和應急救援項目的市場推廣和項目管理工作。

Mr. Yao Xuesheng（姚學升）, aged 40, is currently Project Manager and senior engineer of the Group. He obtained a Bachelor Degree in Mechanical Production from Henan University of Science and Technology（河南科技大學）in 1996 and a Master Degree in mechatronic engineering majoring in the research and application of parallel robot kinematics from Nanjing University of Aeronautics and Astronautics（南京航空航天大學）in 2001. In 1996, he worked in Luoyang Hussmann Refrigeration Company Limited（洛陽哈斯曼製冷有限公司）and was engaged in numerical control programming, tooling mold design and so on. In 2001, he worked in Huawei Technologies Company Limited（華為技術有限公司）, and received professional CMMI training and software development training of the entire process, engaged in the software testing and market maintenance of optical transmission network management and intelligent network projects and so on successively. He once worked as a testing officer of comprehensive network management and was responsible for the system testing of the whole project. He promoted the application of automation testing in the testing team. He joined the Group in 2010, responsible for the development and promotion of relevant projects and is now responsible for the marketing and project management of human protection and emergency rescue projects.

楊淑顏女士，34歲，中國註冊會計師，現任本集團財務總監。楊女士畢業於華南理工大學，持有電子商務和科技英語雙學士學位。彼曾任職於一間國際知名會計師事務所，於審計及財務方面有逾八年的工作經驗。楊女士於二零一一年加入本集團。

Ms. Yang Shuyan（楊淑顏）, aged 34, a certified public accountant in the PRC, is currently the Financial Controller of the Group. Ms. Yang graduated from the South China University of Technology with a dual bachelor's degree in E-commerce and Technical English. She had worked in an internationally renowned accounting firm and has over eight years of experience in auditing and finance. Ms. Yang joined the Group in 2011.

梁珮琪女士，自二零一一年七月十三日起成為本集團之公司秘書兼授權代表。梁女士畢業於英國University of Hertfordshire，持有工商管理學士學位。彼為英國特許秘書及行政人員公會及香港特許秘書公會之會員。梁女士於公司秘書行業擁有逾十五年經驗。彼曾任慧聰網有限公司（一間於聯交所創業板上市之公司）及中國七星購物有限公司（一間於聯交所主板上市之公司）之公司秘書。

Ms. Leung Pui Ki（梁珮琪）is the company secretary and authorised representative of the Group from 13 July 2011. Miss Leung graduated from the University of Hertfordshire in the United Kingdom with a Bachelor degree in Business Administration. She is an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom and the Hong Kong Institute of Chartered Secretaries (HKICS). Miss Leung has over 15 years experience in the Company Secretarial field. She was a company secretary of HC International, Inc., a company listed on the Growth Enterprise Market of the Stock Exchange and China Seven Star Shopping Limited, a company listed on main board of the Stock Exchange.

董事會報告
Directors' Report

本公司董事會(「董事會」)謹此呈報本公司年報及截至二零一三年十二月三十一日止年度之經審核綜合財務報表。

The directors of the Company (the "Directors") present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

主要業務

中國安芯為工業生產安全領域及城市公共安全領域提供專業的智能安防系統,是智能安防領域ISD系統(「Intelligent Surveillance, Disaster Alert and Rescue Coordination System」的簡稱,即「智能監測預警及應急救援指揮調度系統」)及ISS系統(「Intelligent Safety System」的簡稱,即「智能安全系統」)之整體方案提供商、運營服務商及設備製造商。

PRINCIPAL ACTIVITIES

Anxin-China's product portfolio is comprised of specialized intelligent monitoring systems which play a major role in industrial and public safety surveillance. Anxin-China is an integrated solutions provider, services operator and equipment manufacturer of ISD systems ("Intelligent Surveillance, Disaster Alert and Rescue Coordination Systems") and ISS systems ("Intelligent Safety Systems").

分部資料

本集團截至二零一三年十二月三十一日止年度之分部資料詳情載於財務報表附註6。

SEGMENT INFORMATION

Details of the segment information of the Group for the year ended 31 December 2013 are set out in note 6 to the financial statements.

業績

本集團截至二零一三年十二月三十一日止年度之業績載於本年報第68頁之綜合損益及其他全面收益表。

RESULTS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 68 of this annual report.

股息

董事建議向於二零一四年六月十七日(星期二)名列股東名冊之股東支付本年度之末期股息每股普通股港幣1.0仙,合共約港幣30,102,000元。截至二零一三年十二月三十一日止年度之建議末期股息約30,102,000元乃根據於本報告日期已發行之3,010,208,413股普通股之基準計算。經與二零一三年中期股息港幣1.4仙核算,二零一三年股息合共應為港幣2.4仙(二零一二年:港幣3.6仙)。建議股息已於二零一四年三月二十五日之本公司董事會會議上獲得批准,惟須待股東於即將舉行之股東週年大會上批准,方可作實。此建議已載入財務報表列作財務狀況表內股權部份之股份溢價分配。

DIVIDENDS

The directors recommended the payment of a final dividend of HK1.0 cents per ordinary share, totaling approximately HK$30,102,000 in respect of the year to shareholders on the register of members on Tuesday, 17 June 2014. The proposed final dividend of approximately HK$30,102,000 for the year ended 31 December 2013 is calculated on the basis of 3,010,208,413 ordinary shares in issue at the date of this report. Accounting with the 2013 interim dividend of HK1.4 cents, the total 2013 dividends should be HK2.4 cents (2012: HK3.6 cents). The proposed dividend has been approved at the Company's board meeting on 25 March 2014, but is subject to the approval of the shareholders at the forthcoming annual general meeting. This recommendation has been incorporated in the financial statements as an allocation of share premium within the equity section of the statement of financial position.

董事會報告
Directors' Report

財務概要

摘錄自綜合財務報表之本集團過往五個財政年度已刊發之業績、資產及負債概要載於本年報第179頁。此概要並不構成經審核財務報表之部份。

FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the consolidated financial statements, is set forth on page 179 of this annual report. This summary does not form part of the audited financial statements.

物業、廠房及設備

本集團於本年度內有關物業、廠房及設備變動之詳情載於財務報表附註18。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 18 to the financial statements.

股本

本公司於本年度內有關股本變動之詳情載於財務報表附註29。年內於收購附屬公司與行使購股權時發行股份。

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 29 to the financial statements. Share were issued during the year for acquisition of subsidiaries together with exercise of share options.

儲備及可供分派儲備

本公司及本集團於年內的儲備變動載於本年報財務報表附註30及第73頁之綜合權益變動表。

RESERVES AND DISTRIBUTABLE RESERVES

Movements in the reserves of the Company and of the Group during the year are set out in note 30 to the financial statements and on page 73 of this annual report to the consolidated statement of changes in equity.

於二零一三年十二月三十一日，本公司之可供分派儲備以適用規例計算約為港幣1,995,480,000元（二零一二年：港幣1,755,673,000元）。

Distributable reserves of the Company as at 31 December 2013 calculated under applicable regulations amounted to approximately HK$1,995,480,000 (2012: HK$1,755,673,000).

優先購買權

本公司之組織章程細則或開曼群島法律並無涉及優先購買權之條文，以規定本公司須向現有股東按比例提呈發售新股。

PRE-EMPTIVE RIGHTS

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

董事會報告
Directors' Report

董事

於年內及截至本年報日期止，本公司之董事如下：

執行董事

劉中奎先生，*主席兼行政總裁*
王　波先生，*副主席*
林蘇鵬先生
楊　馬先生

非執行董事

Adiv Baruch先生
王志浩先生

獨立非執行董事

謝柏堂先生
張　全先生
李安國教授*（於二零一三年六月五日獲委任）*
陳　楓先生*（於二零一三年六月五日辭任）*

根據本公司之組織章程細則，劉中奎先生、林蘇鵬先生及張全先生將於即將舉行之本公司股東週年大會上輪值退任董事職務以及李安國教授將於即將舉行之股東週年大會上退任董事職務。劉中奎先生、林蘇鵬先生、張全先生及李安國教授均符合資格並願意膺選連任。

董事及高級管理層之履歷

董事及本集團之高級管理層之履歷詳情載於本年報第23頁至第30頁。

DIRECTORS

The directors of the Company during the year and up to the date of this annual report were:

Executive Directors

Mr. Liu Zhongkui, *Chairman and Chief Executive Officer*
Mr. Wang Bo, *Vice-Chairman*
Mr. Lin Supeng
Mr. Yang Ma

Non-executive Directors

Mr. Adiv Baruch
Mr. Wang, John Peter Ben

Independent non-executive Directors

Mr. Xie Baitang
Mr. Cheung Chuen
Professor Li On-kwok, Victor *(appointed on 5 June 2013)*
Mr. Chen Feng *(resigned on 5 June 2013)*

Pursuant to the Company's articles of association, Mr. Liu Zhongkui, Mr. Lin Supeng and Mr. Cheung Chuen will retire from office as Directors by rotation at the forthcoming annual general meeting of the Company and Professor Li On-kwok, Victor will retire from office as Director at the forthcoming annual general meeting. All of Mr. Liu Zhongkui, Mr. Lin Supeng, Mr. Cheung Chuen and Professor Li On-kwok, Victor being eligible, will offer themselves for re-election.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 23 to 30 of this annual report.

董事會報告
Directors' Report

董事之服務合約

全體執行董事已與本公司訂立書面服務合約，並獲委任兩年之任期（王波先生獲委任一年之任期除外），且全體執行董事須根據本公司之組織章程細則輪值告退。

全體非執行董事並無與本公司訂立任何書面服務合約，惟指定任期為一年且須根據本公司之組織章程細則輪值告退。

全體獨立非執行董事並無與本公司訂立任何書面服務合約，但獲委任兩年之任期（張全先生並無指定任期除外），且全體獨立非執行董事均須根據本公司之組織章程細則於本公司之股東週年大會上輪值告退，並膺選連任。

建議於本公司應屆股東週年大會上膺選連任之董事概無與本公司訂有本公司不支付補償（法定賠償除外）則不可在一年內終止之服務合約。

DIRECTORS' SERVICE CONTRACTS

All executive Directors have entered into a written service contract with the Company and were appointed for a term of two years (except for Mr. Wang Bo who was appointed for a term of one year) and all executive Directors are subject to retirement by rotation in accordance with the articles of association of the Company.

All the non-executive Directors have not entered into any written service contract with the Company but have been appointed for a term of one year and is also subject to the retirement by rotation in accordance with the articles of association of the Company.

All the independent non-executive Directors have not entered into any written service contract with the Company but were appointed for a term of two years (except for Mr. Cheung Chuen who was not appointed for a specific term), and all are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

No Director proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

董事會報告
Directors' Report

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一三年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須載入本公司根據證券及期貨條例第352條規定存置之登記冊或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須以其他方式知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2013, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

		持股數目 Number of Shares held		所持購股權數目 Number of options held		佔全部已發行普通股之概約百分比 Approximate percentage of total issued ordinary Shares
董事姓名	Name of Director	個人權益 Personal Interest	公司權益 Corporate Interest	個人權益 Personal Interest	總計 Total	
劉中奎先生	Mr. Liu Zhongkui	9,160,000	–	1,040,000	10,200,000	0.34
林蘇鵬先生	Mr. Lin Supeng	1,560,000	–	1,040,000	2,600,000	0.09
楊馬先生	Mr. Yang Ma	1,560,000	–	1,040,000	2,600,000	0.09

附註： 百分比已按本公司於二零一三年十二月三十一日已發行普通股總數3,010,208,413股計算得出。

Note: The percentage has been calculated based on the total number of 3,010,208,413 ordinary shares of the Company in issue as at 31 December 2013.

除上文所披露者外，於二零一三年十二月三十一日，董事並不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司之股份、相關股份或股本衍生工具中擁有根據證券及期貨條例第XV部須向本公司披露之權益或淡倉。

Saved as disclosed above, as at 31 December 2013, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who have the interest or short positions in the shares, underlying shares or the equity derivatives of the Company which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

董事會報告
Directors' Report

董事及五名最高薪酬人士之酬金

本公司董事及本集團之五名最高薪酬人士之酬金詳情載於財務報表附註13及14。

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors of the Company and the five highest paid individuals of the Group are set out in notes 13 and 14 to the financial statements.

高級管理層成員之酬金

EMOLUMENTS OF MEMBERS OF SENIOR MANAGEMENT

		人數 Number of individuals	
		二零一三年 2013	二零一二年 2012
酬金範圍	**Emolument band**		
零至港幣1,000,000元	Nil to HK$1,000,000	**5**	5
港幣1,000,001元－港幣2,000,000元	HK$1,000,001 – HK$2,000,000	**0**	0

董事於競爭業務之權益

於本年度內或於二零一三年十二月三十一日，本公司董事概無於與本集團業務構成或可能構成直接或間接競爭之本集團業務以外之任何業務中擁有權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the directors of the Company is interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the year or at 31 December 2013.

購股權計劃

於二零零三年十一月三日，本公司股東批准採納購股權計劃（「購股權計劃」）作為對經選定參與者之激勵。購股權計劃已於二零一三年十一月二日屆滿。於回顧年度內，94,846,000份購股權已獲行使，而購股權費用約港幣8,724,000元（二零一二年：約港幣70,392,000元）已計入收益表。於回顧年度內，概無購股權已註銷及33,250,000份購股權已失效。於二零一三年十二月三十一日，30,724,000份購股權乃尚未行使。

SHARE OPTION SCHEME

On 3 November 2003, the shareholders of the Company approved the adoption of a share option scheme (the "Share Option Scheme") as an incentive to selected participants. The Share Option Scheme has expired on 2 November 2013. 94,846,000 share options were exercised during the year under review and the share option cost that was charged to the income statement was approximately HK$8,724,000 (2012: approximately HK$70,392,000). No options has been cancelled and 33,250,000 options have lapsed during the year under review. There are 30,724,000 share options outstanding as at 31 December 2013.

董事會報告
Directors' Report

根據購股權計劃於回顧年度內授出、行使及失效之購股權變動情況乃列示如下：

Movements of the options, which were granted, exercised and lapsed under the Share Option Scheme, during the year under review were listed below:

類別 Category	授出日期 Date of grant	於二零一三年一月一日持有之購股權數目 Number of share option held as at 01/01/2013	年內授出之購股權數目 Number of share option granted during the year	年內行使之購股權數目 Number of share option exercised during the year	年內失效之購股權數目 Number of share option lapsed during the year	於二零一三年十二月三十一日持有之購股權數目 Number of share option held as at 31/12/2013	行使價 港幣 Exercise price HK$	行使期 Exercise period
董事： Directors:								
劉中奎先生 Mr. Liu Zhongkui	二零一二年四月十六日 16 April 2012	2,600,000 *(附註)* *(Note)*	–	(1,560,000)	–	1,040,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
林蘇鵬先生 Mr. Lin Supeng	二零一二年四月十六日 16 April 2012	2,600,000 *(附註)* *(Note)*	–	(1,560,000)	–	1,040,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
楊馬先生 Mr. Yang Ma	二零一二年四月十六日 16 April 2012	2,600,000 *(附註)* *(Note)*	–	(1,560,000)	–	1,040,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
其他合資格參與者： Other eligible participants:								
顧問 Consultants	二零一一年四月一日 1 April 2011	37,000,000	–	(3,750,000)	(33,250,000)	–	2.25	二零一一年四月一日至二零一三年十一月二日 01/04/2011 – 02/11/2013
顧問 Consultants	二零一二年四月十六日 16 April 2012	77,800,000 *(附註)* *(Note)*	–	(73,120,000)	–	4,680,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
僱員 Employee	二零一二年四月十六日 16 April 2012	33,620,000 *(附註)* *(Note)*	–	(13,296,000)	–	20,324,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
主要股東 Substantial shareholder	二零一二年四月十六日 16 April 2012	2,600,000 *(附註)* *(Note)*	–	–	–	2,600,000	1.5	二零一二年四月十六日至二零一五年四月十五日 *(附註)* 16/04/2012 – 15/04/2015 *(Note)*
		158,820,000	–	(94,846,000)	(33,250,000)	30,724,000		

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附註：

該等購股權可於上述行使期內按下列方式行使：

1. 110,500,000份購股權 110,500,000 share options：於行使期（即二零一二年四月十六日至二零一五年四月十五日）內之任何時間 any time within the exercise period, i.e. 16 April 2012 to 15 April 2015

2. 1,500,000份購股權 1,500,000 share options：
   (i) 自授出日期（即二零一二年四月十六日）起最多可行使承授人之配額之三分之一；
   up to one-third of the grantee's entitlement from the date of grant, i.e. 16 April 2012;
   (ii) 自授出日期起計12個月屆滿後當日（即二零一三年四月十六日）起最多可行使承授人之配額之三分之二；及
   up to two-thirds of the grantee's entitlement from the date after the expiry of 12 months from the date of grant, i.e. 16 April 2013; and
   (iii) 自授出日期起計24個月屆滿後當日（即二零一四年四月十六日）起最多可行使承授人之全部配額。
   up to the grantee's full entitlement from the date after the expiry of 24 months from the date of grant, i.e. 16 April 2014.

3. 46,820,000份購股權（包括董事及本公司主要股東（定義見上市規則）之10,400,000份購股權）46,820,000 share options (including 10,400,000 share options to Directors and substantial shareholder (as defined in the Listing Rules) of the Company)：
   (i) 自授出日期（即二零一二年四月十六日）起最多可行使承授人之配額之30%；
   up to 30% of the grantee's entitlement from the date of grant, i.e. 16 April 2012;
   (ii) 自授出日期起計12個月屆滿後當日（即二零一三年四月十六日）起最多可行使承授人之配額之60%；及
   up to 60% of the grantee's entitlement from the date after the expiry of 12 months from the date of grant, i.e. 16 April 2013; and
   (iii) 自授出日期起計24個月屆滿後當日（即二零一四年四月十六日）起最多可行使承授人之全部配額。
   up to the grantee's full entitlement from the date after the expiry of 24 months from the date of grant, i.e. 16 April 2014.

Note:

These share options are exercisable within the said exercise period in the following manner:

購股權之進一步詳情載於財務報表附註34(a)。

Further details of share options were set out in note 34(a) to the financial statements.

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董事認購股份或債券之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露之詳情外，於年內任何時間，概無向任何董事或彼等各自之配偶或未滿18歲之子女授出權利，可藉購買本公司股份或債券而獲利，彼等亦無行使任何該等權利；或本公司或其任何附屬公司亦概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲子女於任何其他法人團體中取得該等權利。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the details as disclosed under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

董事於重大合約之權益

除本年報第42頁「關連人士交易」一節所披露者外，於年末或年內任何期間，概不存在本公司、其控股公司、同系附屬公司或附屬公司身為訂約方且本公司董事於其中擁有重大權益（不論直接或間接）之任何重大合約。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed under the section headed "Related Party Transactions" on page 42 of this annual report, no contract of significance to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

管理合約

於截至二零一三年十二月三十一日止年度，本公司概無就其整體或任何主要業務部份簽訂或存在任何有關管理及行政之合約。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or is existing during the year ended 31 December 2013.

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主要股東

於二零一三年十二月三十一日，下列人士或公司（董事及最高行政人員除外）於股份或相關股份中擁有須載入本公司根據證券及期貨條例第336條規定存置之登記冊之權益或淡倉，或於附帶權利可於任何情況下於本集團任何其他成員公司之股東大會上投票之任何股本類別面值中直接或間接擁有5%或以上權益如下：

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2013, the following persons or companies (other than the Directors and chief executives) had interests or short positions in the shares or underlying shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO and were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other members of the Group were as follow:

主要股東名稱 Name of substantial shareholder	所持股份之身份 Capacity in which shares were held	股份數目 Number of shares	相關股份數目 Number of underlying shares	總計 Total	股權之概約百分比 Approximate percentage of shareholding
陳洪 Chen Hong	受控制法團之權益*（附註3）* Interest of controlled corporation *(Note 3)*	602,148,000	2,600,000	604,748,000	20.09%
金勇投資有限公司 Jin Yong Investments Limited	實益擁有人*（附註3）* Beneficial owner *(Note 3)*	231,916,000	0	231,916,000	7.70%
卓達有限公司 Elite Achieve Limited	實益擁有人*（附註3）* Beneficial owner *(Note 3)*	233,184,000	0	233,184,000	7.75%
Munsun Assets Management Ltd.	投資經理*（附註4）* Investment Manager *(Note 4)*	180,876,000	0	180,876,000	6.01%

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附註：

1. 上述均為本公司普通股之好倉。

2. 百分比已按本公司於二零一三年十二月三十一日之已發行普通股總數3,010,208,413股計算得出。

3. 137,048,000股股份乃由陳洪先生個人擁有。231,916,000股股份及233,184,000股股份分別由金勇投資有限公司及卓達有限公司擁有。金勇投資有限公司及卓達有限公司均由陳洪先生全資擁有。因此，根據證券及期貨條例，陳洪先生被視為於金勇投資有限公司及卓達有限公司持有之股份中擁有權益。

4. Munsun Assets Management Ltd.實益擁有180,876,000股股份，其中6,488,000股股份乃由Munsun China Opportunity Investment Fund持有，68,098,000股股份乃由Munsun Umbrella Trust-Munsun New Technology Fund持有及106,290,000股股份乃由Munsun Umbrella Trust-Munsun Stable Growth Fund持有。所有Munsun China Opportunity Investment Fund、Munsun Umbrella Trust-Munsun New Technology Fund及Munsun Umbrella Trust-Munsun Stable Growth Fund乃由Munsun Assets Management Ltd.全資擁有。因此，根據證券及期貨條例，Munsun Assets Management Ltd.被視為於合共180,876,000股股份中擁有權益。

除上文披露者外，於二零一三年十二月三十一日，董事並不知悉任何其他人士（董事除外，彼等之權益載於「董事及最高行政人員於股份及相關股份之權益及淡倉」一段）於本公司之股份或相關股份中擁有權益或淡倉，而須載入本公司根據證券及期貨條例第336條第XV部規定存置之登記冊內。

Notes:

1. The above are all long positions in the ordinary shares of the Company.

2. The percentage has been calculated based on the total number of 3,010,208,413 ordinary shares of the Company in issue as at 31 December 2013.

3. The 137,048,000 shares are owned by Mr. Chen Hong in person. The 231,916,000 shares and 233,184,000 shares are owned by Jin Yong Investments Limited and Elite Achieve Limited respectively. Both Jin Yong Investments Limited and Elite Achieve Limited are wholly owned by Mr. Chen Hong. Therefore, Mr. Chen Hong is deemed to be interested in the shares held by Jin Yong Investments Limited and Elite Achieve Limited under the SFO.

4. Munsun Assets Management Ltd. beneficially owned 180,876,000 shares within which 6,488,000 shares are held by Munsun China Opportunity Investment Fund, 68,098,000 shares are held by Munsun Umbrella Trust-Munsun New Technology Fund and 106,290,000 shares are held by Munsun Umbrella Trust-Munsun Stable Growth Fund. All of Munsun China Opportunity Investment Fund, Munsun Umbrella Trust-Munsun New Technology Fund and Munsun Umbrella Trust-Munsun Stable Growth Fund are wholly owned by Munsun Assets Management Ltd.. Therefore, Munsun Assets Management Ltd. is deemed to be interested in total of 180,876,000 shares under the SFO.

Save as disclosed above, as at 31 December 2013, the Directors are not aware of any other person (other than the Directors, whose interests are set out in the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares"), had an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register kept by the Company under Part XV of section 336 of the SFO.

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薪酬政策

本集團會定期根據有關市場慣例及僱員之個人表現檢討僱員之薪酬及福利。除支付基本薪金外，僱員亦享有其他福利，包括員工公積金計劃及酌情獎勵花紅計劃。

董事之薪酬由本公司薪酬委員會參考本公司之經營業績、市場競爭力、個人表現及成就釐定。

本公司採納購股權計劃及股份獎勵計劃作為董事及合資格僱員之獎勵，購股權計劃及股份獎勵計劃之詳情分別載於財務報表附註34及33。

EMOLUMENT POLICY

The Group regularly reviews the remuneration and benefits of employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including the staff provident fund scheme and the discretionary bonus scheme.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement.

The Company adopted a share option scheme and a share award scheme as an incentive to Directors and eligible employees, details of the share option schemes and the share award scheme are set out in notes 34 and 33 to the financial statements respectively.

獨立確認書

董事會認為，全體獨立非執行董事在行為與判斷力上均屬獨立。概無獨立非執行董事擁有對彼等專業判斷可能產生不利影響之關係或出現有關情況，而各獨立非執行董事已根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條向本集團提供獨立身份之確認書。

獨立非執行董事簡介詳見本年報第23頁至30頁之「董事、高級管理層及員工」一節。

INDEPENDENCE CONFIRMATION

The Board considered that all independent non-executive Directors to be independent in character and judgment. None of the independent non-executive Directors have relationships or circumstances that are likely to adversely affect their professional judgment and each of the independent non-executive Director has provided confirmation of his independence to the Group pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

Particulars of the independent non-executive Directors are set out in the section headed "Directors, Senior Management and Staff" on pages 23 to 30 of this annual report.

關連人士交易

於截至二零一三年十二月三十一日止年度，除於財務報表附註36所披露者外，本集團並無與任何相關或關連人士進行交易。

RELATED PARTY TRANSACTIONS

During the year ended 31 December 2013, apart from those disclosed in note 36 to the financial statements, the Group had no transactions with any of the related or connected parties.

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退休計劃

本集團為其僱員提供退休福利。本集團支付的退休供款，乃遵照中國有關法規，按所有合資格僱員薪金相關部份的若干百分比計算。退休供款於產生時在收益表中支銷。截至二零一三年十二月三十一日止年度已支付供款約為港幣2,385,000元（二零一二年：港幣1,381,000元）。本集團已就福利計劃於財務報表作出充足撥備，本集團亦另向其員工提供房屋津貼及膳食津貼。

本集團於香港已根據香港法例第485章強制性公積金計劃條例所規定的強制性公積金規定設立一項退休計劃。所有香港僱員及本集團須就各名僱員月薪的5%每月向公積金作出供款（僱員及本集團各自的供款上限為港幣1,250元）。

RETIREMENT SCHEME

The Group provides retirement benefits to its staff. The retirement contributions paid by the Group are based on certain percentage of the relevant portion of the payroll of all eligible employees in accordance with the relevant regulations in the PRC and are charged to the income statement as incurred. The contribution paid for the year ended 31 December 2013 was approximately HK$2,385,000 (2012: HK$1,381,000). The Group has made adequate provision in the financial statements in respect of the benefit schemes. In addition, the Group also provides housing and food allowance to its staff.

In Hong Kong, the Group has set up a retirement scheme in accordance with the mandatory provident fund requirements prescribed by the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the Laws of Hong Kong. All Hong Kong based employees and the Group are required to contribute 5% of their respective monthly wages (up to a maximum contribution of HK$1,250 by each of the employee and the Group) on a monthly basis to the fund.

企業管治

本公司之企業管治常規詳情載於本年報第47頁至65頁之「企業管治報告」一節。

CORPORATE GOVERNANCE

The details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" on pages 47 to 65 of this annual report.

審核委員會

本集團截至二零一三年十二月三十一日止年度之年報已由審核委員會審閱。有關審核委員會組成之詳情載於本年報第55頁至56頁之「企業管治報告」一節。

AUDIT COMMITTEE

The annual report of the Group for the year ended 31 December 2013 has been reviewed by the Audit Committee. Details on the composition of the Audit Committee are set out in the section headed "Corporate Governance Report" on pages 55 to 56 of this annual report.

足夠公眾持股量

根據本公司可獲得的公開資料，以及據董事所知，本公司於年內一直維持上市規則所規定的公眾持股量。

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained during the year the amount of public float as required under the Listing Rules.

報告日期後事項

於二零一四年四月四日，總計50,778,606股股份（即收購達嘉集團之第五批代價股份）獲發行。

EVENTS AFTER THE REPORTING DATE

On 4 April 2014, a total of 50,778,606 shares being 5th tranche of consideration shares for the acquisition of Tech Praise Group were issued.

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主要客戶及供應商

主要供應商及客戶應佔本集團於本年度採購及營業額之百分比如下：

MAJOR CUSTOMERS AND SUPPLIERS

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

		二零一三年 **2013** **%**	二零一二年 2012 %
採購百分比：	Percentage of purchases:		
來自最大供應商	From the largest supplier	**9**	25
來自五大供應商	From the five largest suppliers	**27**	36
營業額百分比：	Percentage of turnover:		
來自最大客戶	From the largest customer	**25**	11
來自五大客戶	From the five largest customers	**62**	42

買賣或贖回本公司上市股份

於年內，本公司透過於聯交所進行購買以總代價港幣3,575,000元收購合共2,200,000股其本身股份，旨在提高本公司之資產淨值及每股收益令股東整體受益。購回之詳情載列如下：

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the year, the Company acquired an aggregate of 2,200,000 of its own shares through purchases on the Stock Exchange at an aggregate consideration of HK$3,575,000 with a view to benefit its shareholders as a whole in enhancing the net assets and earnings per share of the Company. Details of the repurchase are as follows:

購回月份	**Month of repurchase**	**已購回股份數目 Number of shares repurchased**	**每股購買價 Purchase price per share** **最高 Highest** （港幣元） (HK$)	**最低 Lowest** （港幣元） (HK$)	**總代價 Aggregate consideration** （港幣元） (HK$)
二零一三年四月	April 2013	2,200,000	1.64	1.61	3,575,000
購回股份之總開支	Total expenses on shares repurchased				9,000
					3,584,000

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2,200,000股購回股份於年內交回股票時已全部被註銷。本公司之已發行股本相應減少所註銷之購回股份之面值。

All the 2,200,000 shares repurchased were cancelled on delivery of the share certificates during the year. The issued share capital of the Company was accordingly reduced by the par value of the repurchased shares so cancelled.

於年內，本公司指示信託人透過於聯交所進行購買以總代價港幣19,815,000元根據於二零一三年四月八日採納之股份獎勵計劃之規則及信託契據之條款收購合共12,076,000股其本身股份。收購詳情如下：

During the year, the Company instructed the trustee to purchase an aggregate of 12,076,000 of its own shares through purchases on the Stock Exchange at an aggregate consideration of HK$19,815,000 pursuant to the terms of the rules and trust deed of the share award scheme adopted on 8 April 2013. Details of the purchases are as follows:

收購月份	Month of purchase	已收購股份數目 Number of shares purchased	每股購買價 Purchase price per share 最高 Highest (港幣元) (HK$)	最低 Lowest (港幣元) (HK$)	總代價 Aggregate consideration (港幣元) (HK$)
二零一三年四月	April 2013	12,076,000	1.70	1.60	19,815,000
收購股份之總開支	Total expenses on shares purchased				63,000
					19,878,000

已收購之全部12,076,000股股份乃由信託人持作獎勵股份以供日後歸屬於合資格僱員，並未獲註銷。

All the 12,076,000 shares purchased were held by the trustee as award shares for vesting to eligible employees in future and were not cancelled.

除上文披露者外，本公司及其任何附屬公司於年內概無買賣或贖回本公司之任何上市股份。

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares during the year.

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Directors' Report

核數師

德勤為本公司截至二零一零年十二月三十一日止年度之核數師並於二零一一年十二月五日辭任本公司之核數師。香港立信德豪會計師事務所有限公司(「立信德豪」)於二零一一年十二月八日獲委任為本公司之核數師,且截至二零一一年十二月三十一日、二零一二年十二月三十一日及二零一三年十二月三十一日止年度之綜合財務報表均已由立信德豪審核。於本公司應屆股東週年大會上將提呈一項決議案以續聘立信德豪為本公司核數師。

AUDITOR

Deloitte was auditor of the Company for the year ended 31 December 2010 and resigned as auditor of the Company on 5 December 2011. BDO Limited ("BDO") was appointed as auditor of the Company on 8 December 2011 and the consolidated financial statements for the year ended 31 December 2011, 31 December 2012 and 31 December 2013 were audited by BDO. A resolution for the re-appointment of BDO as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

代表董事會

劉中奎
主席兼行政總裁

香港,二零一四年三月二十五日

On behalf of the Board

Liu Zhongkui
Chairman and Chief Executive Officer

Hong Kong, 25 March 2014

企業管治報告
Corporate Governance Report

董事會欣然提呈載於本集團截至二零一三年十二月三十一日止年度之年報之企業管治報告。

The Board is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 December 2013.

企業管治常規

本集團恪守奉行優質企業管治標準，以保障全體股東之利益，並提高企業價值及問責性。

本公司之企業管治常規乃根據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14所載之企業管治守則(「企業管治守則」)所載原則及守則條文(「守則條文」)為基準。

於回顧年度內，本公司已遵守企業管治守則之大部分守則條文，惟守則條文第A.2.1、A.4.1及A.6.7條之偏離者除外，偏離原因於下文作出詮釋。

本公司將繼續提升適合其業務開展及增長之企業管治常規，並不時檢討其企業管治常規，以確保其遵守法規及企業管治守則並符合最新進展。

CORPORATE GOVERNANCE PRACTICES

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

The Company's corporate governance practices are based on the principles and code provisions ("Code Provisions") set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange").

Throughout the year under review, the Company has complied with most of the Code Provisions of the CG Code, save for the deviations from Code Provisions A.2.1, A.4.1 and A.6.7 which are explained below.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory and the CG Code and align with the latest developments.

企業管治報告
Corporate Governance Report

董事會

董事會組成

於二零一三年十二月三十一日及於本報告日期，董事會由九名成員組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事。

執行董事

劉中奎先生，*主席兼行政總裁*
王　波先生，*副主席*
林蘇鵬先生
楊　馬先生

非執行董事

Adiv Baruch先生
王志浩先生

獨立非執行董事

謝柏堂先生
張　全先生
陳　楓先生*（於二零一三年六月五日辭任）*
李安國教授*（於二零一三年六月五日獲委任）*

董事會結構平衡，每名董事均具備與本集團業務有關之豐富知識、經驗及／或專業知識。各董事之相關履歷詳情載於本年報「董事、高級管理層及員工」一節。董事深知彼等共同及個別對股東所負之責任，並勤勉盡職竭誠，為本集團於回顧年度之理想業績作出貢獻。此外，就本公司所深知，董事之間並無財務、業務、親屬或其他重大／相關關係，而各董事與本集團亦無任何直接或間接重大關係。

BOARD OF DIRECTORS

The Composition of the Board of Directors

As at 31 December 2013 and as at the date of the report, there were nine Board members consisting of four executive Directors, two non-executive Directors and three independent non-executive Directors.

Executive Directors

Mr. Liu Zhongkui, *Chairman and Chief Executive Officer*
Mr. Wang Bo, *Vice-Chairman*
Mr. Lin Supeng
Mr. Yang Ma

Non-executive Directors

Mr. Adiv Baruch
Mr. Wang, John Peter Ben

Independent non-executive Directors

Mr. Xie Baitang
Mr. Cheung Chuen
Mr. Chen Feng *(resigned on 5 June 2013)*
Professor Li On-kwok, Victor *(appointed on 5 June 2013)*

The composition of the Board of Directors is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business of the Group. Each of the Directors' respective biographical details is set out in the section headed "Directors, Senior Management and Staff" of this annual report. The Directors are aware of their collective and individual responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, contributing to the successful performance of the Group for the year under review. Besides, to the best knowledge of the Company, there is no financial, business, family or other material/relevant relationship between the Directors and each of the Directors also does not have any direct or indirect material relationship with the Group.

企業管治報告
Corporate Governance Report

角色及職能

董事會負責本公司之業務整體管理，肩負領導及監控本公司之責任，並透過領導及監督本集團之事務，共同負責引領本公司邁向成功。

董事會授權

董事會亦保留就本公司所有重要事項作出決策之權力，包括批准及監控重大政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（特別是有可能涉及利益衝突者）、財務資料、委任董事及其他重大財務與營運事宜。

本公司之日常管理、行政及營運授權予執行董事及高級管理層負責。獲授權之職能及工作會不時檢討。

董事會會議

董事一般會預先獲發股東週年會議時間表及每次會議議程的草擬本。全體董事均已於所有常規董事會會議不少於十四日前接獲通知，而各董事可將討論事宜納入議程（如必要）。完整之常規董事會會議議程及相關董事會文件均於會議前之合理時間內送交全體董事，而所有董事會會議之會議記錄草擬本，在最終確認前之合理時間內，均會先供各董事傳閱。

董事會會議及董事會委員會會議之會議記錄，均會由有關會議正式委任之秘書加以存管，而全體董事均可取閱董事會文件及相關材料，並獲提供適時充足資料，以確保董事會可就向其提呈之事宜作出知情決定。

Role and Function

The Board is responsible for overall management of the Company's business, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs.

Delegation by the Board

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

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and senior management. The delegated functions and work tasks are reviewed from time to time.

Board Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. Notice of at least 14 days have been given to all Directors for all regular Board meetings and the Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying Board papers in respect of regular Board meetings are sent out in full to all Directors within reasonable time before the meeting. Draft minutes of all Board meetings are circulated to Directors for comment within a reasonable time prior to confirmation.

Minutes of Board meetings and meetings of Board committees are kept by duly appointed secretaries of the respective meetings and all Directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

企業管治報告
Corporate Governance Report

董事會會議次數與出席率

截至二零一三年十二月三十一日止年度，本公司舉行21次董事會會議，而董事之出席率載於下文。

Number of Board Meetings and Attendance Records

During the year ended 31 December 2013, the Company held 21 Board meetings, and the Directors' attendance records for the meetings held are set out below.

		出席會議次數／Number of meetings attended/	
		董事會會議舉行次數 Number of Board meetings held	於二零一三年五月三十一日舉行之股東週年大會 AGM held on 31 May 2013
執行董事	**Executive Directors**		
劉中奎先生（*主席兼行政總裁*）	Mr. Liu Zhongkui *(Chairman and Chief Executive Officer)*	21/21	1/1
王　波先生（*副主席*）	Mr. Wang Bo *(vice-chairman)*	21/21	1/1
林蘇鵬先生	Mr. Lin Supeng	21/21	1/1
楊　馬先生	Mr. Yang Ma	21/21	1/1
非執行董事	**Non-Executive Directors**		
Adiv Baruch先生	Mr. Adiv Baruch	21/21	0/1
王志浩先生	Mr. Wang, John Peter Ben	21/21	1/1
獨立非執行董事	**Independent non-Executive Directors**		
張　全先生	Mr. Cheung Chuen	21/21	1/1
謝柏堂先生	Mr. Xie Baitang	21/21	1/1
陳　楓先生*（附註1）*	Mr. Chen Feng *(Note 1)*	13/13	0/1
李安國教授*（附註2）*	Professor Li On-kwok, Victor *(Note 2)*	8/8	不適用 N/A

企業管治報告
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附註1： 陳楓先生於二零一三年六月五日辭任獨立非執行董事。於彼辭任前，合共舉行13次董事會會議。

Note 1: Mr. Chen Feng was resigned as an independent non-executive Director on 5 June 2013. Before his resignation, there were a total of 13 Board Meetings.

附註2： 李安國教授於二零一三年六月五日獲委任為獨立非執行董事。在二零一三年彼之任期內，合共舉行8次董事會會議。

Note 2: Professor Li On-kwok, Victor was appointed as an independent non-executive Director on 5 June 2013, During his appointment period in 2013, there were a total of 8 Board Meetings.

為遵守上市規則第3.10(1)條，董事會共有三名獨立非執行董事，佔董事會逾三分之一的人數，當中，張全先生現時為美國註冊會計師協會及香港會計師公會會員，具有超過10年會計及審計經驗，亦擁有根據上市規則第3.10(2)條所規定之相關專業資格。

In compliance of Rule 3.10(1) of the Listing Rules, there are three independent non-executive Directors representing over one-third of the Board of Directors. Amongst them, Mr. Cheung Chuen, who is currently a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants and has more than 10 years' experience in accounting and auditing, has the appropriate professional qualifications required under Rule 3.10(2) of the Listing Rules.

董事之入職及持續專業發展

所有董事（包括非執行董事及獨立非執行董事）均須及時了解彼等作為董事之集體職責及本集團之業務及動向。每位新獲委任之董事均會收到一份全面入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，以確保董事足夠了解其於上市規則及其他相關監管規定下之責任。本集團亦提供簡報會及其他培訓以增進及更新各董事的知識與技能，並向全體董事提供有關上市規則及其他適用監管規定之最新訊息，確保董事遵守及提升對良好企業管治常規之認識。

Directors' Induction and Continuous Professional Development

All Directors, including Non-executive Director and Independent non-Executive Directors, should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Each newly appointed Director would receive a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and update all Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and to enhance their awareness of good corporate governance practices.

企業管治報告
Corporate Governance Report

於截至二零一三年十二月三十一日止年度內，本集團已為董事安排一個有關董事之普通法及誠信責任及相關上市規則之內部簡報會。相關資料亦已發送予未能出席簡報會之董事以供彼等參考。董事亦參與有關監管事宜之最新訊息、董事之職務與職責及本集團業務之持續專業發展活動，詳情如下：

During the year ended 31 December 2013, one in-house briefing sessions for directors' common law and fiduciary duties and associated Listing Rules were organized for the Directors. The relevant materials were also sent to the Directors who were not available to attend the briefing session for their information. The Directors participated in the continuous professional developments in relation to regulatory update, the duties and responsibility of the Directors and the business of the Group in the following manner:

董事	Directors	閱讀材料 Read Materials	出席講座／簡報會 Attended Seminars/ Briefings
執行董事	*Executive Directors*		
劉中奎先生	Mr. Liu Zhongkui	✓	✓
王　波先生	Mr. Wang Bo	✓	✓
林蘇鵬先生	Mr. Lin Supeng	✓	✓
楊　馬先生	Mr. Yang Ma	✓	✓
非執行董事	*Non-executive Directors*		
Adiv Baruch先生	Mr. Adiv Baruch	✓	
王志浩先生	Mr. Wang, John Peter Ben	✓	✓
獨立非執行董事	*Independent non-executive Directors*		
謝柏堂先生	Mr. Xie Baitang	✓	✓
張　全先生	Mr. Cheung Chuen	✓	✓
陳　楓先生 *（於二零一三年六月五日辭任）*	Mr. Chen Feng *(resigned on 5 June 2013)*	–	–
李安國教授 *（於二零一三年六月五日獲委任）*	Professor Li On-kwok, Victor *(appointed on 5 June 2013)*	✓	✓

企業管治報告
Corporate Governance Report

董事會成員多元化政策

回顧年內，為提高董事會之效能，本公司已採納董事會成員多元化政策（「該政策」）所載方法以達致及維持董事會成員之多元化。

根據該政策，本公司透過考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，務求達致董事會成員多元化。

所有董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將考慮候選人之客觀條件。

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將按人選的長處及其可為董事會提供的貢獻而作決定。

提名委員會將會不時審閱該政策以保證其持久效能。

Board Diversity Policy

During the year under review, the Company has adopted a board diversity policy (the "Policy") setting out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the Policy from time to time to ensure its continued effectiveness.

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁（「行政總裁」）之職位須由不同人士擔任。然而，劉中奎先生目前擔任本公司主席兼行政總裁職位。董事會相信，賦予同一人士擔任主席兼行政總裁職位，可為本公司帶來強勢而貫徹之領導，並可有效及迅速規劃及實行業務決策及策略。

CHAIRMAN AND CEO

According to the Code Provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer ("CEO") should be segregated. However, Mr. Liu Zhongkui currently holds the offices of Chairman and CEO of the Company. The Board believes that vesting the roles of both Chairman and CEO in the same person provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

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非執行董事

根據企業管治守則之守則條文第A.4.1條，獨立非執行董事須有指定任期。非執行董事獲委任為期一年，亦須根據本公司組織章程細則於本公司之股東週年大會上最少每三年輪值告退一次，並膺選連任。所有獨立非執行董事（除張全先生並無按指定任期獲委任外）獲委任兩年任期，惟須根據本公司組織章程細則於本公司股東週年大會上最少每三年輪值告退一次，並膺選連任，此舉已達至不遜於企業管治守則之守則條文第A4.1條所規定之相同目的。

本公司已根據上市規則之規定取得每位獨立非執行董事就其獨立性之年度確認書。根據上市規則所載有關獨立性之指引，本公司認為全部獨立非執行董事均屬獨立人士。

董事進行之證券交易

董事會採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事進行證券交易之守則。於回顧年度內，本公司一直遵守標準守則。經向各董事查詢後，本公司確認董事已遵守標準守則之條文。

NON-EXECUTIVE DIRECTORS

According to the Code Provision A.4.1 of the CG Code, independent non-executive directors should be appointed for a specific term of service. The non-executive Directors were appointed for a term of one year and is also subject to the retirement by rotation and re-election at the annual general meeting of the Company at least once for every three years in accordance with the articles of association of the Company. All the independent non-executive Directors were appointed for a term of two years (except for Mr. Cheung Chuen who was not appointed for a specific term), but all are subject to retirement by rotation and re-election at the annual general meeting of the Company at least once for every three years in accordance with the articles of association of the Company. Such practice meets the same objective and is no less exacting than those prescribed under the Code Provision A4.1 of the CG Code.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as the code for securities transactions by Directors. During the year under review, the Company had complied with the Model Code. After making inquiry of the Directors, the Company confirmed that the Directors had complied with the provisions of the Model Code.

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董事委員會

審核委員會

本公司於二零零三年十一月三日成立審核委員會，並根據企業管治守則制訂書面職權範圍。審核委員會由三名成員組成，包括本公司三名獨立非執行董事謝柏堂先生、張全先生及李安國教授。張全先生擔任委員會主席。審核委員會之主要職責為審閱本公司之年報及賬目、中期報告及就此向董事會提供意見及評論。此外，審核委員會將考慮在該等報告及賬目中反映或可能需要反映之任何重大及不尋常項目，並必須慎重考慮由本公司負責會計及財務申報職能之員工、監察主任及核數師提出之任何事宜。審核委員會亦負責審閱及監督財務申報程序及本集團之內部監控系統，包括資源、負責本集團會計及財務申報職能之員工資歷及經驗以及給予彼等之培訓計劃及預算是否充足。此外，審核委員會將向董事會作出有關委任外聘核數師及核數費用等事宜之推薦建議。載有其權力、職務及責任之審核委員會職權範圍均可於本公司網站及聯交所網站查閱。本集團之外聘核數師如認為必要時可要求召開審核委員會會議。於本財政年度，審核委員會舉行2次審核委員會會議。審核委員會會議之個別委員會成員出席記錄如下：

BOARD COMMITTEES

Audit Committee

The Company established an audit committee on 3 November 2003 with written terms of reference in compliance with the CG Code. The audit committee has three members, including the Company's three independent non-executive Directors, namely Mr. Xie Baitang, Mr. Cheung Chuen and Professor Li On-kwok, Victor. Mr. Cheung Chuen is the chairman of the committee. The primary duties of the audit committee are to review the Company's annual report and accounts, interim reports and to provide advice and comments thereon to the Board. In addition, the audit committee will consider any significant and unusual items that are, or may need to be reflected in such reports and accounts and must give due consideration to any matter that has been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer and auditors. The audit committee is also responsible for reviewing and supervising the financial reporting process and the internal control system of the Group including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget. Besides, the audit committee will make recommendations to the Board on matters regarding the appointment of external auditors and auditing fee etc. The terms of reference setting out the audit committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange. The external auditors of the Group may request a meeting of the Audit Committee to be convened if they consider that it is necessary. 2 meetings of audit committee were held during the current financial year. The attendance records of individual committee members of the audit committee meetings are set out below:

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審核委員會成員	Members of the audit committee	出席審核委員會會議次數／審核委員會會議舉行次數 Number of audit committee meeting attended/ Number of audit committee meeting held
張　全先生（*主席*）	Mr. Cheung Chuen *(Chairman)*	2/2
陳　楓先生（*於二零一三年六月五日辭任審核委員會成員）（附註1）*	Mr. Chen Feng *(resigned as Audit Committee member on 5 June 2013) (Note 1)*	1/1
李安國教授（*於二零一三年六月五日獲委任為審核委員會成員）（附註2）*	Professor Li On-kwok, Victor *(appointed as Audit Committee member on 5 June 2013) (Note 2)*	1/1
謝柏堂先生	Mr. Xie Baitang	2/2

附註1： 陳楓先生於二零一三年六月五日不再為審核委員會成員。於彼停任前，合共舉行1次審核委員會會議。

Note 1: Mr. Chen Feng was ceased to be a member of Audit Committee on 5 June 2013. Before his cessation, there were a total of 1 Audit Committee meeting.

附註2： 李安國教授於二零一三年六月五日獲委任為審核委員會成員。於二零一三年彼之任期內，合共舉行1次審核委員會會議。

Note 2: Professor Li On-kwok, Victor was appointed as a member of Audit Committee on 5 June 2013. During his appointment period in 2013, there were a total of 1 Audit Committee meeting.

於回顧年度內，審核委員會已審閱本集團截至二零一二年十二月三十一日止年度之年度業績及年度報告以及截至二零一三年六月三十日止六個月之中期業績及中期報告、財務報告及遵例程序、有關本公司內部監控及程序之報告以及續聘外聘核數師。審核委員會亦已審閱本集團截至二零一三年十二月三十一日止年度之全年業績及年報。

During the year under review, the Audit Committee has reviewed the Group's annual results and annual report for the year ended 31 December 2012 and interim results and interim report for the six months ended 30 June 2013, the financial reporting and compliance procedures, the report on the Company's internal control and processes and the re-appointment of the external auditor. The Audit Committee has also reviewed the Group's annual results and annual report for the year ended 31 December 2013.

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提名委員會

本公司已於二零一二年三月二十八日成立提名委員會並具有與企業管治守則一致之界定職權範圍。提名委員會之主要職責包括檢討董事會架構、規模及組成，物色合適人士出任董事會成員及評估獨立非執行董事之獨立性。提名委員會由執行董事、主席兼行政總裁劉中奎先生領導。提名委員會其他成員包括獨立非執行董事謝柏堂先生、張全先生及李安國教授。於二零一三年十二月三十日，董事會採納一系列經修訂之提名委員會職權範圍以配合有關自二零一三年九月一日起生效之董事會成員多元化之新訂上市規則之規定。載有其權力、職務及責任之提名委員會職權範圍均可於本公司網站及聯交所網站查閱。

倘董事會出現空缺，提名委員會將參照建議候選人之技能、經驗、專業知識、個人操守及時間投入、（倘為獨立非執行董事，則包括獨立狀況）、本公司之需要及其他相關法定規定及法規執行篩選程式。

於回顧年度內，本公司舉行2次提名委員會會議，其中包括於股東週年大會為考慮委任李安國教授為獨立非執行董事及考慮退任及重選董事而舉行者。上述新獲委任董事乃透過上文所述篩選程式獲委任。

Nomination Committee

The nomination committee has been established with a defined terms of reference in consistent with the CG Code on 28 March 2012. The primary duties of the nomination committee include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Board members and assessing the independence of independent non-executive Directors. The nomination committee is led by Mr. Liu Zhongkui, the executive Director, the chairman and the CEO. Members of the nomination committee include Mr. Xie Baitang, Mr. Cheung Chuen and Professor Li On-kwok, Victor, all are independent non-executive Directors. On 30 December 2013, the Board adopted a set of the revised terms of reference of the nomination committee in line with the newly Listing Rules requirement in relation to board diversity effective from 1 September 2013. The revised terms of reference setting out the nomination committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange.

Where vacancies on the Board exist, the nomination committee will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, including the independence status in the case of an independent non-executive Director, the Company's needs and other relevant statutory requirements and regulations.

During the year under review, 2 meetings of nomination committee were held, inter alia, for considering the appointment of Professor Li On-kwok, Victor as independent non-executive Director and considering the retirement and re-election of the Directors at the annual general meeting. The aforesaid newly appointed Director was appointed by going through the selection process stated as above.

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提名委員會會議之個別委員會成員出席記錄載列如下：

The attendance records of individual committee members of the nomination committee meetings are set out below:

提名委員會成員	Members of the nomination committee	出席提名委員會會議次數／提名委員會會議舉行次數 Number of nomination committee attended/ Number of nomination committee meeting held
劉中奎先生*（主席）*	Mr. Liu Zhongkui *(Chairman)*	2/2
謝柏堂先生	Mr. Xie Baitang	2/2
張　全先生	Mr. Cheung Chuen	2/2
陳　楓先生*（於二零一三年六月五日辭任）（附註1）*	Mr. Chen Feng *(resigned on 5 June 2013) (Note 1)*	1/1
李安國教授*（於二零一三年六月五日獲委任）（附註2）*	Professor Li On-kwok, Victor *(appointed on 5 June 2013) (Note 2)*	1/1

附註1： 陳楓先生於二零一三年六月五日不再為提名委員會成員。於彼停任之前，合共舉行1次提名委員會會議。

Note 1: Mr. Chen Feng was ceased to be a member of nomination committee on 5 June 2013. Before his cessation, there was a total of 1 nomination committee meeting.

附註2： 李安國教授於二零一三年六月五日獲委任為提名委員會成員。在二零一三年彼之任期內，合共舉行1次提名委員會會議。

Note 2: Professor Li On-kwok, Victor was appointed to be a member of nomination committee on 5 June 2013. During his appointment period in 2013, there was a total of 1 nomination committee meeting.

薪酬委員會

本公司已於二零零五年八月五日成立薪酬委員會並具有與企業管治守則一致之界定職權範圍。薪酬委員會之主要職責包括就執行董事之薪酬作出推薦建議以供董事會審批，檢討及建議薪金、花紅、獎賞計劃、獎賞與嘉許策略（包括董事獎勵撥備），以及管理本公司購股權計劃並作出有關決策。

Remuneration Committee

The remuneration committee is established on 5 August 2005 with a defined terms of reference in consistent with the CG Code. The primary duties of the remuneration committee include making recommendations with respect to the remuneration of the executive Directors for approval by the Board, reviewing and recommending salaries, bonuses, merit plans, reward and recognition strategies, including the appropriation of funds for incentive awards for Directors, and administering and making determinations with regard to the Company's share option scheme.

薪酬委員會由獨立非執行董事謝柏堂先生領導。薪酬委員會成員包括獨立非執行董事李安國教授及張全先生。載有其權力、職務及責任之薪酬委員會職權範圍均可於本公司網站及聯交所網站查閱。

The remuneration committee is led by Mr. Xie Baitang, an independent non-executive Director. Members of the remuneration committee include Professor Li On-kwok, Victor and Mr. Cheung Chuen, both are independent non-executive Directors. The terms of reference setting out the remuneration committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange.

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薪酬委員會之職責包括就執行董事之薪酬提出推薦建議以供董事會審批，檢討及建議薪金、花紅、獎勵計劃、獎勵與嘉許策略（包括董事獎勵撥備），以及管理本公司購股權計劃並作出有關決策。該委員會已採納作為董事會顧問角色之運作模式，而董事會保留最終權力批准個別執行董事及高級管理層之薪酬待遇。

The duties of the remuneration committee includes making recommendations with respect to the remuneration of the executive Directors for approval by the Board, reviewing and recommending salaries, bonuses, merit plans, reward and recognition strategies, including the appropriation of funds for incentive awards for Directors, and administering and making determinations with regard to the Company's share option scheme. The Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual Executive Directors and senior management.

於截至二零一三年十二月三十一日止年度，薪酬委員會舉行2次會議，以審閱薪酬政策及架構，及釐定董事及高級管理層之薪酬待遇，以及釐定於年內新委任之董事李安國教授之年度薪酬。於釐定應付予董事之酬金時，薪酬委員會會考慮可資比較公司所支付之薪金、董事之時間投入及責任以及基於績效薪酬之願望等因素。

The Remuneration Committee held 2 meetings during the year ended 31 December 2013 including to review the remuneration policy and structure and determine the annual remuneration packages of the Directors and the senior management and determine the annual remuneration of Professor Li On-kwok, Victor, the newly appointed Director during the year. In determining the emolument payable to Directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the desirability of performance based remuneration.

薪酬委員會會議之個別委員會成員出席記錄如下：

The attendance records of individual committee members of remuneration committee meetings are set out below:

薪酬委員會成員	Members of the remuneration committee	出席薪酬委員會會議次數／薪酬委員會會議舉行次數 Number of remuneration committee meeting attended/ Number of remuneration committee meeting held
謝柏堂先生*（主席）*	Mr. Xie Baitang *(Chairman)*	2/2
張　全先生	Mr. Cheung Chuen	2/2
陳　楓先生*（於二零一三年六月五日辭任）（附註1）*	Mr. Chen Feng *(resigned on 5 June 2013) (Note 1)*	2/2
李安國教授*（於二零一三年六月五日獲委任）（附註2）*	Professor Li On-kwok, Victor *(appointed on 5 June 2013) (Note 2)*	0/0

附註1： 陳楓先生於二零一三年六月五日不再為薪酬委員會之成員。於彼停任前，合共舉行2次薪酬委員會會議。

Note 1: Mr. Chen Feng was ceased to be a member of remuneration committee on 5 June 2013. Before his cessation, there were a total of 2 Remuneration Committee meetings.

附註2： 李安國教授於二零一三年六月五日獲委任為薪酬委員會成員。於二零一三年彼之任期內，概無舉行薪酬委員會會議。

Note 2: Professor Li On-kwok, Victor was appointed as a member of remuneration committee on 5 June 2013. During his appointment period in 2013, there was no Remuneration Committee meeting.

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薪酬政策

本集團會定期根據有關市場慣例及個別僱員之表現檢討僱員薪酬及福利。除支付基本薪金外，僱員亦享有其他福利，包括員工公積金計劃及酌情獎勵花紅計劃。

董事酬金乃由本公司之薪酬委員會基於本公司之經營業績、市場競爭力、個人表現及成就而釐定。

本公司已採納購股權計劃及股份獎勵計劃作為對董事及合資格僱員之鼓勵，購股權計劃及股份獎勵計劃詳情分別載於財務報表附註34及33。

企業管治委員會

企業管治委員會已根據與企業管治守則一致之界定職權範圍於二零一二年三月二十八日成立。企業管治委員會之主要職責包括每年制定及檢討本公司之企業管治政策及常規並向董事會提出建議、檢討及監察董事及高級管理層之培訓及持續專業發展、檢討及監察本公司在遵守法律及監管規定方面之政策及常規以及檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。企業管治委員會由執行董事、主席兼行政總裁劉中奎先生領導。企業管治委員會成員包括全體獨立非執行董事謝柏堂先生、張全先生及李安國教授。載有其權力、職務及責任之企業管治委員會職權範圍均可於本公司網站查閱或可要求公司秘書提供。

於回顧年度內，企業管治委員會舉行2次會議，以討論及審閱企業管治事宜及截至二零一二年十二月三十一日止年度之企業管治報告。

Emolument Policy

The Group regularly reviews the remuneration and benefits of employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including the staff provident fund scheme and the discretionary bonus scheme.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement.

The Company adopted a share option scheme and a share award scheme as an incentive to Directors and eligible employees, details of the share option scheme and the share award scheme are set out in notes 34 and 33 to the financial statements respectively.

Corporate Governance Committee

The corporate governance committee has been established with a defined terms of reference in consistent with the CG Code on 28 March 2012. The primary duties of the corporate governance committee include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report annually. The corporate governance committee is led by Mr. Liu Zhongkui, the executive Director, the chairman and the CEO. Members of the corporate governance committee include Mr. Xie Baitang, Mr. Cheung Chuen and Professor Li On-kwok, Victor, all are independent non-executive Directors. The terms of reference setting out the corporate governance committee's authority, duties and responsibilities are available on the website of the Company or on request to the Company Secretary.

During the year under review, 2 meetings of the corporate governance committee were held to discuss and review the corporate governance matters and the corporate governance report for the year ended 31 December 2012.

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企業管治委員會會議之個別委員會成員出席記錄載列如下：

The attendance records of individual committee members of the corporate governance committee meetings are set out below:

企業管治委員會成員	Members of the corporate governance committee	出席企業管治委員會會議次數／企業管治委員會會議舉行次數 Number of corporate governance committee attended/ Number of corporate governance committee meeting held
劉中奎先生（*主席*）	Mr. Liu Zhongkui *(Chairman)*	2/2
謝柏堂先生	Mr. Xie Baitang	2/2
張　全先生	Mr. Cheung Chuen	2/2
陳　楓先生（*於二零一三年六月五日辭任）（附註1）*	Mr. Chen Feng *(resigned on 5 June 2013) (Note 1)*	1/1
李安國教授（*於二零一三年六月五日獲委任）（附註2）*	Professor Li On-kwok, Victor *(appointed on 5 June 2013) (Note 2)*	1/1

附註1： 陳楓先生於二零一三年六月五日不再為企業管治委員會成員。於彼停任之前，合共舉行1次企業管治委員會會議。

Note 1: Mr. Chen Feng was ceased to be a member of corporate governance committee on 5 June 2013. Before his cessation, there was a total of 1 corporate governance committee meeting.

附註2： 李安國教授於二零一三年六月五日獲委任為企業管治委員會成員。在二零一三年彼之任期內，合共舉行 1 次企業管治委員會會議。

Note 2: Professor Li On-kwok, Victor was appointed to be a member of corporate governance committee on 5 June 2013. During his appointment period in 2013, there was a total of 1 corporate governance committee meeting.

問責及核數

董事之財務申報

董事會負責編製財務報表。在編製財務報表時，董事會採納香港公認會計準則，貫徹使用適當之會計政策，並已作出合理審慎之判斷及估計。

ACCOUNTABILITY AND AUDIT

Directors' Financial Reporting

The Board is responsible for the preparation of the financial statements. In preparing the financial statements, the generally accepted accounting standards in Hong Kong have been adopted, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made.

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經作出適當諮詢後，就董事會所知，並無任何有關事件或情況的重大不明朗因素而導致對本集團持續經營之能力有重大疑慮。因此，董事會在編製財務報表時繼續採用持續經營基準。

Having made appropriate enquiries, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

本公司之外聘核數師香港立信德豪會計師事務所有限公司就本集團財務報表進行報告之責任聲明載於獨立核數師報告內。

The statement of external auditor of the Company, BDO Limited, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report.

內部監控

董事會透過審核委員會負責保持本集團適當之內部監控。

Internal controls

The Board through the audit committee is responsible for maintaining proper internal controls within the Group.

內部監控制度旨在為本公司資產提供合理保障，確保交易已獲管理層授權，防止資產遭挪用或處置，亦可確保編製業務上使用或向外公佈財務資料之會計記錄均屬可靠。本公司已就財務、經營及合規監控與風險管理採納妥善之授權程序，確保本公司資產及資源受到保障。

The internal control systems are designed to provide reasonable assurance of the Company's assets, safeguarding them against unauthorised use or disposition by making sure transactions are executed in accordance with management's authorization and that the accounting records are reliable for the preparation of financial information used for the business and publication. The Company has adopted proper procedures with duly assigned levels of authority in areas of financial, operational and compliance controls and risk management to ensure the Company's assets and resources are safeguarded.

本年度，董事會委聘國富浩華（香港）企業顧問有限公司進行內部監控審查，並協助董事會檢討本集團內部監控制度之有效性。董事會及審核委員會信納，基於所獲提供之資料及本身之觀察，本集團現時之內部監控符合要求，並會作進一步改善。

During the year, the Board has engaged Crowe Horwath (HK) Corporate Consultancy Limited to perform internal control review to assist the Board in reviewing the effectiveness of the internal control system of the Group. The Board and the audit committee are satisfied that, based on information furnished to it and on its own observations, the present internal controls of the Group are satisfactory and will make further improvements.

企業管治報告
Corporate Governance Report

核數師薪酬

截至二零一三年十二月三十一日止年度，就本公司核數師香港立信德豪會計師事務所有限公司向本集團提供之核數及相關服務而已付／應付予香港立信德豪會計師事務所有限公司之費用如下：

Auditor's Remuneration

During the year ended 31 December 2013, the fees paid/payable to BDO Limited, the auditor of the Company, in respect of audit and related services provided by BDO Limited to the Group were as follows:

		二零一三年 2013 港幣元 HK$
核數及相關服務	Audit and related services	**2,525,000**

與投資者關係及與股東溝通

董事會深明與本公司股東及投資者保持明確、及時和有效溝通十分重要。於二零一二年三月二十八日，董事會採納一項股東溝通政策，旨在令股東及潛在投資者可隨時及及時地獲得本公司公正及易於理解之資料。為加強與投資者關係及溝通，本公司會經常與基金經理及潛在主要投資者會晤。本公司認為，股東週年大會（「股東週年大會」）乃為與本公司股東直接溝通之重要渠道。會上，本集團董事及主要行政人員會向股東回答及解釋有關本集團業務策略及財務業績之事宜。

INVESTOR RELATIONSHIP AND COMMUNICATION WITH SHAREHOLDERS

The Board of Directors recognizes the importance of maintaining clear, timely and effective communication with shareholders of the Company and investors. A Shareholder's Communication Policy was adopted by the Board on 28 March 2012 aiming at providing the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. To promote investor relations and communications, meeting with fund managers and potential substantial investors are held frequently. The Company acknowledges that its annual general meeting ("AGMs") is an important channel for having direct communication with shareholders of the Company. At the meeting, the Directors and key executives of the Group will answer and explain to Shareholders issues relating to the Group's business strategies and financial results.

於二零一三年五月三十一日舉行之二零一三年股東週年大會上，董事會主席及審核委員會、薪酬委員會、提名委員會及企業管治委員會主席出席二零一三年股東週年大會以回答股東提問。根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並對股東之意見有公正了解。由於專注於其他事務，一名非執行董事及一名獨立非執行董事未能出席二零一三年股東週年大會。然而，於二零一三年股東週年大會上，執行董事及若干獨立非執行董事之出席能夠令董事會對股東之意見有公正了解。

The 2013 AGM held on 31 May 2013, the Chairman of the Board and the Chairmen of the audit committee, remuneration committee, nomination committee and corporate governance committee have attended the 2013 AGM to answer questions of the Shareholders. Under the Code Provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Due to other business engagement, one non-executive Director and one independent non-executive Director could not attend the 2013 AGM. However, at the 2013 AGM, there were executive Directors and some independent non-executive Directors present to enable the Board to develop a balanced understanding of the views of the Shareholders.

企業管治報告
Corporate Governance Report

本公司致力適時披露全面資料以提高透明度。本公司已建立以下若干渠道以維持與其股東進行持續溝通：

(i) 以印刷本形式刊發並可於聯交所網站www.hkex.com.hk及本公司網站www.anxin-china.com.hk查閱之公司通訊，如年報、中期報告及通函；

(ii) 定期透過聯交所作出公佈，並將公佈分別刊載於聯交所及本公司之網站；

(iii) 可於本公司網站瀏覽本公司之公司資料以及組織章程大綱及細則；

(iv) 股東週年大會及股東特別大會（「股東特別大會」）向股東提供發表意見以及與董事及高級管理層交流意見之平台；及

(v) 本公司之股份過戶登記處向股東提供股份登記、股息派付、更改股東資料及相關事宜之服務。

The Company is dedicated to providing quality and timely disclosure of information to enhance transparency. The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.anxin-china.com.hk;

(ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;

(iii) corporate information and the Memorandum and Articles of Association of the Company are made available on the Company's website;

(iv) AGMs and extraordinary general meetings ("EGMs") provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and

(v) the Company's share registrars' serves the Shareholders in respect of share registration, dividend payment, change of Shareholders' particulars and related matters.

股東權利

其中一項保障股東利益及權利之措施，乃於股東大會上就各項重大議題（包括推選個別董事）提呈獨立決議案以供股東考慮及表決。根據上市規則，於股東大會上提呈之所有決議案將以按股數投票方式進行表決，而投票表決結果將於相關股東大會結束後刊載於聯交所網站及本公司網站。

SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholder's interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for Shareholders' consideration and voting. All resolutions put forward at Shareholders' meeting will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the Stock Exchange's website and the Company's website after the relevant Shareholders' meeting.

企業管治報告
Corporate Governance Report

股東特別大會可由董事會按持有不少於本公司實繳股本十分之一之股東，或根據組織章程細則第68條提出呈請之股東（「呈請人」）（視情況而定）之呈請予以召開。有關呈請須列明大會上將處理之事務，由呈請人簽署，並交回本公司於香港之總辦事處。股東須遵照有關章程細則所載召開股東特別大會之規定及程序。股東可於本公司股東大會上提呈動議，有關動議須送交本公司於香港之總辦事處。

EGMs may be convened by the Board on requisition of Shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "Requisitionists") (as the case may be) pursuant to article 68 of the articles of association. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the Company's head office in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司於香港之總辦事處。

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's head office in Hong Kong.

公司秘書

本公司委聘外部服務供應商提供秘書服務，並已委任梁珮琪女士擔任公司秘書。梁女士已確認彼於回顧年度參與不少於15小時之相關專業培訓。梁女士之履歷載於本年報「董事、高級管理層及員工」一節。梁女士並非本集團僱員，而本公司之監察主任周志華先生是梁女士可根據企業管治守則條文第F.1.1條聯絡之人士。

COMPANY SECRETARY

The Company engages an external service provider to provide secretarial service and has appointed Ms. Leung Pui Ki as its Company Secretary. Ms. Leung has confirmed that for the year under review, she has taken no less than 15 hours of relevant professional training. The biography of Ms. Leung is set out on the section "Directors, Senior Management and Staff" of this annual report. Ms. Leung is not an employee of our Group and Mr. Chow Chi Wa, our Compliance Officer, is the person whom Ms. Leung can contact for the purpose of Code Provision F.1.1 of the CG Code.

組織章程文件

於二零一三年五月三十一日舉行之二零一三年股東週年大會上，股東批准修訂本公司之組織章程大綱及章程細則，其條文主要反映上市規則及企業管治守則之變動。於同日採納載有有關修訂之一套新組織章程大綱及章程細則。該套本公司之新組織章程大綱及章程細則刊載於本公司及聯交所網站。

CONSTITUTIONAL DOCUMENTS

At the 2013 AGM held on 31 May 2013, the Shareholders approved the amendments to the memorandum of association and articles of association of the Company, the provisions of which principally reflected the changes to the Listing Rules and the CG Code. A new set of memorandum of association and articles of association consolidating such amendments was adopted on the same date. The new set of memorandum of association and articles of association of the Company is available on both the websites of the Company and the Stock Exchange.

獨立核數師報告書
Independent Auditor's Report

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獨立核數師報告書
致中國安芯控股有限公司各股東
(於開曼群島註冊成立之有限公司)

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
ANXIN-CHINA HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

本核數師(以下簡稱「我們」)已審計列載於第68至178頁中國安芯控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一三年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他解釋資料。

We have audited the consolidated financial statements of Anxin-China Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68 to 178, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of 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.

核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,並按照我們的委聘條款,僅向整體股東報告,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上或承擔任何責任。

AUDITOR'S RESPONSIBILITY

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

獨立核數師報告書
Independent Auditor's Report

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

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

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括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。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

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

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映　貴公司及　貴集團於二零一三年十二月三十一日的事務狀況及　貴集團截至該日止年度的利潤及現金流量，並已按照香港公司條例的披露規定妥為編製。

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of Hong Kong Companies Ordinance.

香港立信德豪會計師事務所有限公司
執業會計師
林碧華
執業證書編號P05325

BDO Limited
Certified Public Accountants
Lam Pik Wah
Practising Certificate Number P05325

香港，二零一四年三月二十五日

Hong Kong, 25 March 2014

綜合損益及其他全面收益表
Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一三年十二月三十一日止年度 For the year ended 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
營業收入	Turnover	7	**671,702**	849,730
營業成本	Cost of sales		**(144,214)**	(132,775)
毛利	Gross profit		**527,488**	716,955
其他收入	Other revenue	8	**149,454**	97,278
其他收益及(虧損)	Other gains and (losses)	9	**(123,423)**	46,049
銷售及市場推廣開支	Selling and distribution costs		**(33,469)**	(116,814)
管理費用	Administrative expenses		**(49,851)**	(45,041)
研發費用	Research and development expenses		**(95,064)**	(77,394)
財務費用	Finance costs	10	**(8,852)**	(6,326)
除所得稅費用前利潤	Profit before income tax expense	11	**366,283**	614,707
所得稅抵免(費用)	Income tax credit/(expense)	15	**1,566**	(66,882)
年度利潤	**Profit for the year**		**367,849**	547,825
以下應佔年度利潤	**Profit for the year attributable to**			
本公司股東	Owners of the Company	16	**369,514**	547,872
非控股權益	Non-controlling interests		**(1,665)**	(47)
			367,849	547,825
其他綜合收入包括	**Other comprehensive income includes**			
可能其後重新分類至損益之項目	Items that may be reclassified subsequently to profit or loss			
換算海外業務產生之匯兑差額	Exchange differences on translation of foreign operations		**112,733**	37,354
年度其他綜合收入	Other comprehensive income for the year		**112,733**	37,354
年度綜合收入總額	**Total comprehensive income for the year**		**480,582**	585,179
以下應佔年度綜合收入總額	**Total comprehensive income for the year attributable to**			
本公司股東	Owners of the Company		**482,227**	585,228
非控股權益	Non-controlling interests		**(1,645)**	(49)
			480,582	585,179
每股盈利(港仙)	Earnings per share (HK cents)	17		
一基本	– Basic		**12.68**	20.00
一攤薄	– Diluted		**12.27**	19.89

綜合財務狀況表
Consolidated Statement of Financial Position

於二零一三年十二月三十一日 As at 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
非流動資產	**Non-current assets**			
物業、廠房及設備	Property, plant and equipment	18	**127,826**	135,051
商譽	Goodwill	19	**1,277,018**	1,296,803
其他無形資產	Other intangible assets	20	**606,358**	651,770
遞延稅項資產	Deferred tax assets	28	**4,122**	1,659
非流動資產總額	Total non-current assets		**2,015,324**	2,085,283
流動資產	**Current assets**			
存貨	Inventories	21	**24,228**	19,353
應收賬款及其他應收款項	Trade and other receivables	22	**213,745**	378,256
受限制銀行存款	Restricted bank deposits	24	**1,085**	18,500
現金及現金等值	Cash and cash equivalents	24	**2,249,038**	1,580,697
流動資產總額	Total current assets		**2,488,096**	1,996,806
資產總值	**Total assets**		**4,503,420**	4,082,089
流動負債	**Current liabilities**			
應付賬款及其他應付款項	Trade and other payables	25	**89,498**	163,796
或然代價股份	Contingent consideration shares	26	**124,915**	270,142
承兑票據	Promissory note	27	**87,510**	–
流動稅項負債	Current tax liabilities		**8,543**	59,061
流動負債總額	Total current liabilities		**310,466**	492,999
流動資產淨值	**Net current assets**		**2,177,630**	1,503,807
資產總值減流動負債	**Total assets less current liabilities**		**4,192,954**	3,589,090

綜合財務狀況表
Consolidated Statement of Financial Position

於二零一三年十二月三十一日 As at 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
非流動負債	**Non-current liabilities**			
承兑票據	Promissory note	27	**–**	78,658
遞延税項負債	Deferred tax liabilities	28	**87,885**	100,570
非流動負債總額	Total non-current liabilities		**87,885**	179,228
負債總額	**Total liabilities**		**398,351**	672,227
資產淨值	**NET ASSETS**		**4,105,069**	3,409,862
歸屬於本公司擁有人的資本及儲備	**Capital and reserves attributable to owners of the Company**			
股本	Share capital	29	**301,021**	282,616
儲備	Reserves	30	**3,801,256**	3,127,246
歸屬於本公司擁有人的權益	Equity attributable to owners of the Company		**4,102,277**	3,409,862
非控股權益	Non-controlling interests		**2,792**	–
權益總額	**TOTAL EQUITY**		**4,105,069**	3,409,862

代表董事會
On behalf of the Board

劉中奎
Liu Zhongkui
董事
Director

林蘇鵬
Lin Supeng
董事
Director

財務狀況表
Statement of Financial Position

於二零一三年十二月三十一日 As at 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
非流動資產	**Non-current assets**			
物業、廠房及設備	Property, plant and equipment	18	**812**	1,161
於附屬公司之投資	Investment in subsidiaries	35	**638,309**	694,256
非流動資產總額	Total non-current assets		**639,121**	695,417
流動資產	**Current assets**			
其他應收款項	Other receivables	22	**1,439,097**	1,593,868
受限制銀行存款	Restricted bank deposits	24	**1,085**	1,708
現金及現金等值	Cash and cash equivalents	24	**97,900**	32,947
流動資產總額	Total current assets		**1,538,082**	1,628,523
資產總值	**Total assets**		**2,177,203**	2,323,940
流動負債	**Current liabilities**			
其他應付款項	Other payables	25	**45,362**	99,672
或然代價股份	Contingent consideration shares	26	**124,915**	270,142
承兑票據	Promissory note	27	**87,510**	–
流動負債總額	Total current liabilities		**257,787**	369,814
流動資產淨值	**Net current assets**		**1,280,295**	1,258,709
資產總值減流動負債	**Total assets less current liabilities**		**1,919,416**	1,954,126

財務狀況表
Statement of Financial Position

於二零一三年十二月三十一日 As at 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
非流動負債	**Non-current liabilities**			
承兑票據	Promissory note	27	**–**	78,658
非流動負債總額	Total non-current liabilities		**–**	78,658
負債總額	**Total liabilities**		**257,787**	448,472
資產淨值	**NET ASSETS**		**1,919,416**	1,875,468
歸屬於本公司擁有人的資本及儲備	**Capital and reserves attributable to owners of the Company**			
股本	Share capital	29	**301,021**	282,616
儲備	Reserves	30	**1,618,395**	1,592,852
權益總額	**TOTAL EQUITY**		**1,919,416**	1,875,468

代表董事會
On behalf of the Board

劉中奎
Liu Zhongkui
董事
Director

林蘇鵬
Lin Supeng
董事
Director

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

截至二零一三年十二月三十一日止年度 For the year ended 31 December 2013

		股本	股份溢價	認股權證儲備	股本儲備	法定儲備	以股份形式付款儲備	特別儲備	購股權儲備	換算儲備	保留溢利	擬派末期股息	本公司擁有人應佔權益	非控股權益	合計
		Share Capital 港幣千元 HK$'000	Share premium 港幣千元 HK$'000	Warrant reserve 港幣千元 HK$'000	Capital reserve 港幣千元 HK$'000	Statutory reserve 港幣千元 HK$'000	Share-based payment reserve 港幣千元 HK$'000	Special reserve 港幣千元 HK$'000	Share option reserve 港幣千元 HK$'000	Foreign exchange reserve 港幣千元 HK$'000	Retained profits 港幣千元 HK$'000	Proposed final dividend 港幣千元 HK$'000	Equity attributable to owners of the Company 港幣千元 HK$'000	Non-controlling interests 港幣千元 HK$'000	Total 港幣千元 HK$'000
於二零一二年一月一日之結餘	Balance at 1 January 2012	268,087	1,516,523	131	14,911	13,255	–	19,608	25,289	138,825	496,098	80,426	2,573,153	2,443	2,575,596
年度溢利	Profit for the year	–	–	–	–	–	–	–	–	–	547,872	–	547,872	(47)	547,825
其他全面收益	Other comprehensive income	–	–	–	–	–	–	–	–	37,356	–	–	37,356	(2)	37,354
全面收益總額	Total comprehensive income	–	–	–	–	–	–	–	–	37,356	547,872	–	585,228	(49)	585,179
於行使認股權證時發行股份	Issue of shares upon exercise of warrants	1,500	16,931	(131)	–	–	–	–	–	–	–	–	18,300	–	18,300
發行新股份	Issue of new shares	9,329	150,561	–	–	–	–	–	–	–	–	–	159,890	–	159,890
以股份形式付款開支	Share-based payment expenses	–	–	–	–	–	–	–	70,392	–	–	–	70,392	–	70,392
於行使購股權時發行股份	Issue of shares upon exercise of share options	3,700	72,628	–	–	–	–	–	(20,828)	–	–	–	55,500	–	55,500
取消註冊非全資附屬公司	Deregistration of non-wholly-owned subsidiary	–	–	–	–	–	–	–	–	–	–	–	–	(2,394)	(2,394)
法定儲備撥備	Provision for statutory reserves	–	–	–	–	11,218	–	–	–	–	(11,218)	–	–	–	–
權益結算以股份形式付款開支	Equity-settled share-based payment expenses	–	–	–	–	–	28,795	–	–	–	–	–	28,795	–	28,795
分派二零一一年末期股息	Distribution of 2011 final dividends	–	(970)	–	–	–	–	–	–	–	–	(80,426)	(81,396)	–	(81,396)
擬派末期股息	Proposed final dividend	–	(101,827)	–	–	–	–	–	–	–	–	101,827	–	–	–
於二零一二年十二月三十一日之結餘	Balance at 31 December 2012	282,616	1,653,846	–	14,911	24,473	28,795	19,608	74,853	176,181	1,032,752	101,827	3,409,862	–	3,409,862

		股本	股份溢價	股份獎勵計劃所持股份	股本儲備	法定儲備	以股份形式付款儲備	特別儲備	購股權儲備	換算儲備	保留溢利	擬派末期股息	本公司擁有人應佔權益	非控股權益	合計
		Share Capital 港幣千元 HK$'000	**Share premium 港幣千元 HK$'000**	**Shares held for share award scheme 港幣千元 HK$'000**	**Capital reserve 港幣千元 HK$'000**	**Statutory reserve 港幣千元 HK$'000**	**Share-based payment reserve 港幣千元 HK$'000**	**Special reserve 港幣千元 HK$'000**	**Share option reserve 港幣千元 HK$'000**	**Foreign exchange reserve 港幣千元 HK$'000**	**Retained profits 港幣千元 HK$'000**	**Proposed final dividend 港幣千元 HK$'000**	**Equity attributable to owners of the Company 港幣千元 HK$'000**	**Non-controlling interests 港幣千元 HK$'000**	**Total 港幣千元 HK$'000**
於二零一三年一月一日之結餘	Balance at 1 January 2013	**282,616**	**1,653,846**	**–**	**14,911**	**24,473**	**28,795**	**19,608**	**74,853**	**176,181**	**1,032,752**	**101,827**	**3,409,862**	**–**	**3,409,862**
年度溢利	Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**369,514**	**–**	**369,514**	**(1,665)**	**367,849**
其他全面收益	Other comprehensive income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**112,713**	**–**	**–**	**112,713**	**20**	**112,733**
全面收益總額	Total comprehensive income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**112,713**	**369,514**	**–**	**482,227**	**(1,645)**	**480,582**
已歸屬之購股權失效 *(附註34(a))*	Vested share options lapsed *(note 34(a))*	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(22,726)**	**–**	**22,726**	**–**	**–**	**–**	**–**
發行新股份	Issue of new shares	**9,140**	**197,224**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**206,364**	**–**	**206,364**
以股份形式付款開支 *(附註34(a))*	Share-based payment expenses *(note 34(a))*	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**8,724**	**–**	**–**	**–**	**8,724**	**–**	**8,724**
於行使購股權時發行股份	Issue of shares upon exercise of share options	**9,485**	**189,807**	**–**	**–**	**–**	**–**	**–**	**(54,210)**	**–**	**–**	**–**	**145,082**	**–**	**145,082**
來自非控股權益之注資	Capital injection from non-controlling interest	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**4,437**	**4,437**
為股份獎勵計劃購入的股份	Shares purchased for share award scheme	**–**	**–**	**(19,815)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(19,815)**	**–**	**(19,815)**
因註銷購買本身股份	Purchase of own shares for cancellation	**(220)**	**(3,355)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(3,575)**	**–**	**(3,575)**
法定儲備撥備	Provision for statutory reserves	**–**	**–**	**–**	**–**	**6,624**	**–**	**–**	**–**	**–**	**(6,624)**	**–**	**–**	**–**	**–**
權益結算以股份形式付款開支 *(附註34(b))*	Equity-settled share-based payment expenses *(note 34(b))*	**–**	**–**	**–**	**–**	**–**	**17,277**	**–**	**–**	**–**	**–**	**–**	**17,277**	**–**	**17,277**
分派二零一二年末期股息	Distribution of 2012 final dividends	**–**	**(1,455)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(101,827)**	**(103,282)**	**–**	**(103,282)**
分派二零一三年中期股息	Distribution of 2013 Interim dividend	**–**	**(41,191)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(41,191)**	**–**	**(41,191)**
擬派末期股息	Proposed final dividend	**–**	**(30,102)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**30,102**	**–**	**–**	**–**
為股份獎勵計劃購入的股份的二零一二年末期股息	2012 Final dividend for shares purchase for share award scheme	**–**	**435**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**435**	**–**	**435**
為股份獎勵計劃購入的股份的二零一三年中期股息	2013 Interim dividend for shares purchase for share award scheme	**–**	**169**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**169**	**–**	**169**
於二零一三年十二月三十一日之結餘	**Balance at 31 December 2013**	**301,021**	**1,965,378**	**(19,815)**	**14,911**	**31,097**	**46,072**	**19,608**	**6,641**	**288,894**	**1,418,368**	**30,102**	**4,102,277**	**2,792**	**4,105,069**

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零一三年十二月三十一日止年度 For the year ended 31 December 2013

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
經營業務所得現金流	**Cash flows from operating activities**		
除所得稅費用前利潤	Profit before income tax expense	**366,283**	614,707
調整：	Adjustments for:		
利息收入	Interest income	**(7,951)**	(5,669)
商譽減值虧損撥備	Provision for impairment loss on goodwill	**58,307**	7,663
財務費用	Finance costs	**8,852**	6,326
或然代價股份之公平值變動	Fair value changes on contingent consideration shares	**61,137**	33,209
匯兑收益，淨額	Exchange gains, net	**(1,829)**	(681)
折舊及攤銷	Depreciation and amortisation	**121,071**	73,819
權益結算股份支付開支	Equity-settled share-based payment expenses	**17,277**	28,795
以股份形式付款開支	Shares-based payment expenses	**8,724**	70,392
出售廠房及設備之虧損／（收益）	Loss/(gain) on disposal of plant and equipment	**851**	(38)
應收賬款之減值虧損撥回	Reversal of impairment loss on trade receivables	**–**	(23,493)
存貨之減值虧損撥備	Provision for impairment loss on inventories	**4,359**	–
收購煜宏集團之補償收益	Compensation gain arising from acquisition of Yu Hong Group	**–**	(61,490)
營運資金變動前之經營溢利	**Operating profit before working capital changes**	**637,081**	743,540
存貨（增加）／減少	(Increase)/decrease in inventories	**(8,597)**	14,798
應收賬款及其他應收款項減少／（增加）	Decrease/(increase) in trade and other receivables	**129,432**	(78,922)
應付賬款及其他應付款項減少	Decrease in trade and other payables	**(27,148)**	(28,046)
經營所得現金	**Cash generated from operations**	**730,768**	651,370
已付所得稅	Income tax paid	**(67,585)**	(32,971)
經營業務所得現金淨額	**Net cash from operating activities**	**663,183**	618,399

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零一三年十二月三十一日止年度 For the year ended 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
投資活動所得現金流	**Cash flows from investing activities**			
購買物業、廠房及設備	Purchases of property, plant and equipment		**(6,488)**	(19,464)
購買無形資產	Purchases of intangible assets		**(48,525)**	(23,226)
出售廠房及設備之所得款項	Proceeds from disposal of plant and equipment		**3,697**	60
出售附屬公司所得款項	Proceeds from disposal of subsidiaries	37	**1,354**	–
收購附屬公司，扣除所收購之現金	Acquisition of subsidiaries, net of cash acquired		**–**	(69,037)
受限制銀行存款減少／（增加）	Decrease/(increase) in restricted bank deposits		**17,659**	(18,312)
關連人士之（付款）／還款	(Payment to)/repayment from related parties		**(5,575)**	1,197
已收利息	Interest received		**7,951**	5,669
投資活動所用現金淨額	**Net cash used in investing activities**		**(29,927)**	(123,113)
融資活動所得現金流	**Cash flows from financing activities**			
於行使認股權證時發行股份之所得款項	Proceeds from issue of shares upon exercise of warrants		**–**	18,300
行使購股權時發行股份之所得款項	Proceeds from issue of shares upon exercise of share options		**145,082**	55,500
支付予本公司擁有人股息	Dividends paid to the owners of the Company		**(144,700)**	(79,688)
取消註冊附屬公司之付款	Payment for deregistration of subsidiary		**–**	(2,394)
股份獎勵計劃之付款	Payment for share award scheme		**(19,815)**	–
購回股份	Repurchase of shares		**(3,575)**	–
來自非控股股東之注資	Capital injection from non-controlling shareholders		**4,437**	–
融資活動所用現金淨額	**Net cash used in financing activities**		**(18,571)**	(8,282)

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零一三年十二月三十一日止年度 For the year ended 31 December 2013

		附註 Note	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
現金及現金等值增加淨額	**Net increase in cash and cash equivalents**		**614,685**	487,004
於年初之現金及現金等值	**Cash and cash equivalents at beginning of year**		**1,580,697**	1,077,795
現金及現金等值之匯率變動之影響	**Effect of exchange rate changes on cash and cash equivalents**		**53,656**	15,898
於年終之現金及現金等值	**Cash and cash equivalents at end of year**	24	**2,249,038**	1,580,697
現金及現金等值之結餘分析	**Analysis of the balances of cash and cash equivalents**			
現金及銀行結餘	cash and bank balances		**2,249,038**	1,580,697

財務報表附註
Notes to the Financial Statements

二零一三年十二月三十一日 31 December 2013

1. 一般資料

中國安芯控股有限公司(「本公司」)為在開曼群島註冊成立之有限公司,其股份在香港聯合交易所有限公司上市。本公司之註冊辦事處之地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點為香港灣仔港灣道25號海港中心20樓01-05室。

本公司為一間投資控股公司。其附屬公司主要從事銷售以安裝智能監測預警應急救援指揮調度(「ISD」)系統及智能安全系統(「ISS」)之系統硬件及應用軟件、提供系統解決方案服務及安防產品、監視器及閉路電視(「閉路電視」)產品之設計、開發、生產及分銷業務。

1. GENERAL

Anxin-China Holdings Limited ("the Company") is a limited liability company incorporated in Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Its principal place of business is located at Unit 01-05, 20F, Harbour Centre, No.25 Harbour Road, Wanchai, Hong Kong.

The Company is an investment holding company. Its subsidiaries are principally engaged in the sale of system hardware and application software for installation of Intelligent Surveillance Disaster Alert & Rescue Coordination ("ISD") Systems and Intelligent Safety Systems("ISS"), provision of system solutions services and the design, development, production and distribution of security and protection products, surveillance cameras and Closed Circuit Television ("CCTV") products.

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納香港財務報告準則之修訂 – 二零一三年一月一日起首次生效

香港財務報告準則(修訂本)	二零零九年至二零一一年週期之年度改進
香港財務報告準則(修訂本)	二零一零年至二零一二年週期之年度改進
香港財務報告準則(修訂本)	二零一一年至二零一三年週期之年度改進
香港會計準則第1號之修訂(經修訂)	呈列其他全面收入項目
香港財務報告準則第7號之修訂	抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第12號	於其他實體權益之披露
香港財務報告準則第13號	公允價值計量
香港會計準則第19號(二零一一年)	僱員福利

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013

HKFRSs (Amendments)	Annual Improvements 2009-2011 Cycle
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 19 (2011)	Employee Benefits

財務報表附註
Notes to the Financial Statements

二零一三年十二月三十一日 31 December 2013

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

除下文所述外,採納此等與本集團有關之新訂及經修訂準則及詮釋對本集團之財務報表並無重大影響。

香港財務報告準則(修訂本)－二零零九年至二零一一年週期之年度改進

香港財務報告準則第1號已經作出修訂,以釐清僅當追溯應用一項會計政策、作出追溯重列或重新分類對年初數構成重大影響時,方需呈列年初財務狀況表。再者,無須為該年初財務狀況表在相關附註中隨附比較資料。此等修訂與本集團之現有會計政策一致。

香港財務報告準則(修訂本)－二零一零年至二零一二年週期之年度改進

香港財務報告準則第13號公允價值計量之結論基準已經作出修訂,以釐清倘折算後的影響並不重大,沒有指定利率之短期應收款項及應付款項可按其未折算之發票金額計量。此等修訂與本集團之現有會計政策一致。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

Other than explained below, the adoption of these new and revised standards and interpretations that are relevant to the Group has no significant impact on the Group's financial statements.

HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle

HKAS 1 has been amended to clarify that an opening statement of financial position is required only when a retrospective application of an accounting policy, a retrospective restatement or reclassification has a material effect on the information presented in the opening position. Further, this opening statement of financial position does not have to be accompanied by comparative information in the related notes. This is consistent with the Group's existing accounting policy.

HKFRSs (Amendments) – Annual Improvements 2010-2012 Cycle

The Basis of Conclusions for HKFRS 13 Fair Value Measurement was amended to clarify that short-term receivables and payables with no stated interest rate can be measured at their invoice amounts without discounting, if the effect of discounting is immaterial. This is consistent with the Group's existing accounting policy.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

香港財務報告準則(修訂本)－二零一一年至二零一三年週期之年度改進

香港財務報告準則第1號首次採用香港財務報告準則之結論基準已經作出修訂,以釐清倘非強制性之新香港財務報表準則准許提早應用且香港財務報告準則於所有呈列期內應用(除非香港財務報告準則第1號提供豁免或例外)之情況下,首次採納者獲准(但非規定)應用該新香港財務報告準則。由於本集團並非首次採納香港財務報告準則,故採納該等修訂對該等財務報表並無影響。

香港會計準則第1號之修訂(經修訂)－呈列其他全面收入項目

香港會計準則第1號之修訂(經修訂)規定本集團將呈列於其他全面收益之項目分為該等可能於日後重新分類至損益之項目及該等未必會重新分類至損益之項目。就其他全面收益項目繳納的稅項會按相同基準進行分配及披露。本集團於綜合財務報表之其他全面收益之呈列已作出相應修改。

香港財務報告準則第7號之修訂－抵銷金融資產及金融負債

香港財務報告準則第7號已經作出修訂,對根據香港會計準則第32號抵銷之所有已確認金融工具以及受限於可執行之總淨額結算協議或類似安排者(而不論是否根據香港會計準則第32號抵銷)引入披露規定。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

HKFRSs Amendment – Annual Improvements 2011-2013 Cycle

The Basis of Conclusions to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards was amended to clarify that a first-time adopter is allowed, but not required, to apply a new HKFRS that is not mandatory if that HKFRS permits early application and provided that HKFRS is applied in all periods presented unless HKFRS 1 provides an exemption or exception. The adoption of the amendments has no impact on these financial statements as the Group is not a first-time adopter of HKFRS.

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future and those that may not. Tax on items of other comprehensive income is allocated and disclosed on the same basis. The Group's presentation of other comprehensive income in the consolidated financial statements has been modified accordingly.

Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

財務報表附註
Notes to the Financial Statements

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

香港財務報告準則第7號之修訂－抵銷金融資產及金融負債(續)

由於本集團並無抵銷金融工具，亦無訂立總淨額結算協議或類似安排，採納此修訂對該等財務報表並無產生影響。

香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控制權模式。倘投資者有權控制被投資方(不論實際上有否行使該權力)、就來自被投資方之浮動回報承擔風險或享有權利，以及能運用對被投資方之權力以影響該等回報時，則投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。

例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足以佔優，使其獲得對被投資方之權力，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在(即持有人有實際能力可行使該等表決權)時，在分析控制權時考慮。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities *(continued)*

The adoption of the amendments has no impact on these financial statements as the Group has no offset financial instruments, nor has it entered into a master netting agreement or a similar arrangement.

HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control.

For example, the standard introduces the concept of "de facto" control where an investor can control an investee while holding less than 50% of the investee's voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

香港財務報告準則第10號－綜合財務報表(續)

該準則明確要求評估具有決策權之投資者是否以委託人或代理人身份行事,以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事,故在其行使其決策權限時並不控制被投資方。香港會計準則第27號(二零零八年)有關其他綜合計算相關事項之會計規定貫徹不變。本集團已更改其釐定是否控制被投資方之會計政策,因此須將有關權益綜合入賬(見附註4(b))。採納該準則不會改變本集團就於二零一三年一月一日參與其他實體業務所達致之任何有關控制權之結論。

香港財務報告準則第12號－披露於其他實體之權益

香港財務報告準則第12號整合有關於附屬公司、聯營公司及合營安排之權益之披露規定,並使有關規定貫徹一致。該準則亦引入新披露規定,包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險及該等權益對呈報實體之財務報表之影響。

香港財務報告準則第12號披露於附註35提供。由於該新準則僅影響披露,因此對本集團之財務狀況及表現並無影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

HKFRS 10 – Consolidated Financial Statements *(continued)*

The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The accounting requirements in HKAS 27 (2008) on other consolidation related matters are carried forward unchanged. The Group has changed its accounting policy in determining whether it has control of an investee and therefore is required to consolidate that interest (see note 4(b)). The adoption does not change any of the control conclusion reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12 – Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosure requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

HKFRS 12 disclosures are provided in note 35. As the new standard affects only disclosure, there is no effect on the Group's financial position and performance.

財務報表附註
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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

香港財務報告準則第13號－公允價值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公允價值之單一指引來源。該準則適用於按公允價值計量之金融項目及非金融項目，並引入公允價值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公允價值界定為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讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之金融資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公允價值之價格。該準則亦載有詳細之披露規定，讓財務報表使用者可評估計量公允價值所採用之方法及輸入數據以及公允價值計量對財務報表之影響。香港財務報告準則第13號現按未來適用基準應用。

香港財務報告準則第13號對本集團資產及負債之任何公允價值計量並無重大影響，因此對本集團之財務狀況及表現並無影響。該準則規定就公允價值計量作出額外披露及該等披露載於附註40。比較披露並無根據該準則之過渡條文呈列。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

HKFRS 13 – Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 "Financial Instruments: Disclosures". HKFRS 13 defines fair value as 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 (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 is applied prospectively.

HKFRS 13 did not materially affect any fair value measurements of the Group's assets and liabilities and therefore has no effect on the Group's financial position and performance. The standard requires additional disclosures about fair value measurements and these are included in note 40. Comparative disclosures have not been presented in accordance with the transitional provisions of the standard.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(a) 採納香港財務報告準則之修訂－二零一三年一月一日起首次生效(續)

香港會計準則第19號(二零一一年)－僱員福利

經修訂準則基於預計結算日期將短期及長期僱員福利區分。過往準則使用「應結算」一詞。香港會計準則第19號(二零一一年)就界定終止福利提供額外指引。須視乎日後所提供服務而提供之福利(包括就提供額外服務而增加之福利)並非終止福利。經修訂準則規定終止福利之負債於實體不能取消提供該等福利時及實體確認任何相關重組成本當日(以較早者為準)確認。

本集團已修訂其有關短期僱員福利及終止福利之會計政策,然而,採納經修訂準則對本集團之財務狀況或表現並無影響。

(b) 已頒佈並已提早採納之新訂／經修訂香港財務報告準則

香港會計準則第36號之修訂－可收回金額披露

該等修訂對有關按已確認或撥回減值虧損之期間披露一項資產或現金產生單位(現金產生單位)之可收回金額之規定加以限制,而倘已減值資產或現金產生單位之可收回金額乃根據公允價值減出售成本釐定,則會擴大披露。該等修訂對於二零一四年一月一日或之後開始之年度期間生效。本集團已於本期間提早採納香港會計準則第36號之修訂。附註19所載有關商譽減值之披露已相應作出修訂。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(a) Adoption of amendments to HKFRSs – first effective 1 January 2013 *(continued)*

HKAS 19 (2011) – Employee Benefits

The revised standard distinguishes between short-term and long-term employee benefits based on the expected date of settlement. The previous standard used the term "due to be settled". HKAS 19 (2011) provides additional guidance on the definition of termination benefits. Benefits that are conditional on future service being provided including those that increase if additional service is provided are not termination benefits. The revised standard requires that a liability for termination benefits is recognised on the earlier of the date when the entity can no longer withdraw the offer of those benefits and the date the entity recognises any related restructuring costs.

The Group has amended its accounting policies for short-term employee benefits and termination benefits, however the adoption of the revised standard has no effect on the Group's financial position or performance.

(b) New/revised HKFRSs that have been issued and have been early adopted

Amendments to HKAS 36 – Recoverable Amount Disclosures

The amendments limit the requirements to disclose the recoverable amount of an asset or cash generating unit (CGU) to those periods in which an impairment loss has been recognised or reversed, and expand the disclosures where the recoverable amount of impaired assets or CGUs has been determined based on fair value less costs of disposal. The amendments are effective for annual periods commencing on or after 1 January 2014. The Group has early adopted the amendments to HKAS 36 in the current period. The disclosures about the impairment of goodwill in note 19 have been modified accordingly.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(c) 已頒佈惟尚未生效之新訂／經修訂香港財務報告準則

下列可能與本集團之財務報表相關之新訂／經修訂香港財務報告準則已經頒佈惟並無生效及尚未由本集團提早採納。

香港會計準則第32號之修訂	抵銷金融資產及金融負債[1]
香港財務報告準則第9號	金融工具－金融資產及金融負債之分類
香港(國際財務報告詮釋委員會)第21號	徵費[1]
香港財務報告準則(修訂本)	二零一零年至二零一二年週期之年度改進[3]
香港財務報告準則(修訂本)	二零一一年至二零一三年週期之年度改進[2]

1 *於二零一四年一月一日或之後開始之年度期間生效*
2 *於二零一四年七月一日或之後開始之年度期間生效*
3 *於二零一四年七月一日或之後開始之年度期間或對於該日或之後發生之交易生效*

香港會計準則第32號之修訂－抵銷金融資產及金融負債

該等修訂透過對香港會計準則第32號加入應用指引而澄清抵銷規定，並澄清實體何時「現時擁有法律上可強制執行權利以抵銷」以及何時總額結算機制而被認為等同於淨額結算。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(continued)

(c) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[1]
HKFRS 9	Financial Instruments – classification of financial assets and financial liabilities
HK (IFRIC) 21	Levies[1]
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle[3]
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle[2]

1 *Effective for annual periods beginning on or after 1 January 2014*
2 *Effective for annual periods beginning on or after 1 July 2014*
3 *Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014*

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(c) 已頒佈惟尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第9號－金融工具

根據香港財務報告準則第9號，金融資產分類為按公允價值或按攤銷成本計量之金融資產，取決於實體管理金融資產之業務模式及金融資產之合約現金流量特徵。公允價值損益將於損益確認，惟對於該等非貿易股本投資，實體可選擇於其他全面收入確認損益。香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認、分類及計量規定，惟指定為按公允價值計入損益之金融負債除外(該負債信貸風險變動應佔之公允價值變動數額於其他全面收入確認)，除非在其他全面收入呈列該負債之信貸風險變動會導致或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。

香港(國際財務報告詮釋委員會)第21號－徵費

香港(國際財務報告詮釋委員會)第21號釐清根據相關法例所識別，實體於引發付款之活動發生時確認支付政府施加之徵費責任。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(c) New/revised HKFRSs that have been issued but are not yet effective *(continued)*

HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HK (IFRIC) 21 – Levies

HK (IFRIC) 21 clarifies that an entity recognises a liability to pay a levy imposed by government when the activity that triggers payment, as identified by the relevant legislation, occurs.

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2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(c) 已頒佈惟尚未生效之新訂／經修訂香港財務報告準則(續)

二零一零年至二零一二年週期及二零一一年至二零一三年週期之年度改進

根據年度改進程序頒佈之該等修訂對多項目前尚不清晰之準則作出小幅、非緊急變動。其中，香港會計準則第16號物業、廠房及設備已作出修訂，以釐清實體運用重估模式時總賬面值及累計折舊之處理方式。資產賬面值乃按重估金額予以重列。累計折舊可抵銷資產總賬面值。或者，總賬面值可按與重估資產賬面值一致之方式進行調整，而累計折舊則調整至相等於總賬面值與計及累計減值虧損後賬面值之間之差額。

本集團正在評估該等宣佈之潛在影響。董事迄今為止推斷應用該等新宣佈將不會對本集團之財務報表造成重大影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(continued)*

(c) New/revised HKFRSs that have been issued but are not yet effective *(continued)*

Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. Among them HKAS 16 Property, Plant and Equipment has been amended to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The Group is in the process of making an assessment of the potential impact of these pronouncements. The directors so far concluded that the application of these new pronouncements will have no material impact on the Group's financial statements.

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3. 編製基準

(a) 合規聲明

財務報表已根據所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱為「香港財務報告準則」)以及香港公司條例之披露規定編製。此外,財務報表載有香港聯合交易所有限公司證券上市規則規定之適用披露資料。

(b) 計量基準

財務報表乃按歷史成本基準編製,惟若干金融工具之估值乃按公允價值(倘適用)計量則除外。

(c) 功能及呈列貨幣

財務報表以本公司功能貨幣港幣(「港幣」)呈列。除另有所述者外,此等綜合財務報表乃以港幣千元(港幣千元)為單位呈列。

3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for the valuation of certain financial instruments, which are measured at fair value, as appropriate.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company. These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK$'000), unless otherwise stated.

財務報表附註
Notes to the Financial Statements

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4. 主要會計政策

(a) 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司(「本集團」)之財務報表。集團內公司間之交易及結餘連同未變現溢利均於編製綜合財務報表時全數對銷。除非有關交易提供所轉讓資產減值之證據,否則未變現虧損亦予以對銷,在此情況下,虧損於損益中確認。

於財政年度收購或出售之附屬公司之業績,自收購生效日起或直至出售生效日止(倘適用)計入綜合損益及其他全面收益表內。當有需要時,本集團可對附屬公司的財務報表作出調整,令其會計政策符合本集團其他成員公司所用的會計政策。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公允價值總額計量。所收購之可識別資產及所承擔負債則主要按收購當日之公允價值計量。本集團先前所持被收購方之股權以收購當日公允價值重新計量,而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇按公允價值或按應佔被收購方可識別資產淨值之比例計量相當於在附屬公司之現有所有權權益之非控股權益。所有其他非控股權益按公允價值計量,除非香港財務報告準則規定使用另一種計量基準。所產生之收購相關成本列作開支,除非彼等於發行股權工具時產生,在此情況下,該等成本乃於權益中扣除。

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries ("the Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during a financial year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

財務報表附註
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4. 主要會計政策 *(續)*

(a) 業務合併及綜合賬目基準 *(續)*

由收購方將予轉讓之任何或然代價按收購日期之公允價值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起12個月)內所取得有關於收購日期之公允價值之新資料時方與商譽確認。分類為資產或負債之或然代價之所有其他其後調整均於損益中確認。

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日)前之業務合併所產生之或然代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂作為對該等業務合併成本之調整處理,並被確認為商譽之一部份。

本集團於附屬公司權益之變動如不失去控制權,便入賬列為權益交易。本集團權益及非控股權益之賬面值均予以調整,以反映其各自於附屬公司之權益變動。經調整後非控股權益金額與所付或收取收代價公允價值之任何差額,直接於權益中確認,並歸屬於本公司擁有人。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(a) Business combination and basis of consolidation *(continued)*

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

財務報表附註
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4. 主要會計政策（續）

(a) 業務合併及綜合賬目基準（續）

當本集團失去附屬公司控制權時，出售所產生損益為以下兩者之差額：(i)已收代價之公允價值與任何保留權益之公允價值之總額及(ii)該附屬公司之資產（包括商譽）及負債與任何非控股權益之過往賬面值。以往於其他全面收入確認與附屬公司有關之金額，入賬方式相同，猶如相關資產或負債已經出售。

收購後，現時於附屬公司之擁有權權益之非控股權益之賬面值為該等權益於初步確認時之款額加上非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀結餘，全面收入總額仍歸屬於非控股權益。

(b) 附屬公司

附屬公司為本公司可行使控制權的被投資方。以下三個因素全部滿足時，本公司控制一名被投資方：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

在本公司之財務狀況表中，於附屬公司之投資按成本扣除減值虧損（如有）列賬。附屬公司之業績由本公司按已收及應收股息基準列賬。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(a) Business combination and basis of consolidation *(continued)*

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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4. 主要會計政策 *(續)*

(c) 商譽

商譽初步以成本確認，指所轉讓之代價及確認為非控股權益之金額之總額超出所收購可識別資產、負債及或然負債公允價值之差額。

倘可識別資產、負債及或然負債公允價值超出已付代價之公允價值，則有關差額於重估後於收購日期於損益中確認。

商譽以成本扣除減值虧損計量。就減值測試而言，收購產生之商譽會分配至預期受惠於收購所帶來協同效益之相關各現金產生單位。獲分配商譽之現金產生單位每年進行減值測試，及當有跡象顯示單位可能出現減值時，進行減值測試。

就於財政年度收購產生之商譽而言，獲分配商譽之現金產生單位於該財政年度結束之前進行減值測試。當現金產生單位之可收回金額少於其賬面值，則減值虧損首先分配以減少分配至單位之任何商譽賬面值，然後再根據有關單位各項資產之賬面值按比例分配至單位之其他資產。商譽之任何減值虧損於損益確認且不會於其後期間撥回。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

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4. 主要會計政策（續）

(d) 物業、廠房及設備

物業、廠房及設備乃按成本扣除累計折舊及累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價及收購項目直接應佔成本。

其後成本僅於與該項目有關之未來經濟利益可能流入本集團，而該項目之成本能可靠計量時，方列入資產之賬面值或確認為獨立資產（如適用）。重置部份之賬面值取消確認。所有其他維修及保養在其產生之財務期間於損益中確認為開支。

物業、廠房及設備於估計可使用年期以直線法折舊以撇銷其成本或估值（扣除預期殘值）。可使用年期、殘值及折舊方法均會於各報告期末進行評估，並在適當時作出調整。物業、廠房及設備乃按以下年率以直線法折舊：

租賃土地及樓宇	按租期或20年（以較短者為準）
租賃物業裝修	20%
廠房及機器	10%
辦公室及其他設備	20%
汽車	10%

4. SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. Property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	over the shorter of the term of the lease or 20 years
Leasehold improvements	20%
Plant and machinery	10%
Office and other equipment	20%
Motor vehicles	10%

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4. 主要會計政策 *(續)*

(d) 物業、廠房及設備 *(續)*

倘資產賬面值高於其估計可收回金額，則即時撇減至可收回金額。

出售物業、廠房及設備項目所產生損益，乃出售所得款項淨額及其賬面值之差額，並於出售時於損益確認。

(e) 租賃

凡租賃條款將擁有權之絕大部分風險及回報轉讓予承租人之租賃均列為融資租賃。所有其他租賃均列為經營租賃。

本集團作為出租人

經營租賃之租金收入於有關租賃期限內按直線法於損益確認。磋商及安排經營租賃所發生之初步直接成本加入租賃資產之賬面值並於租賃期內按直線法確認為開支。

本集團作為承租人

根據經營租賃應付之租金總額於租期內以直線法於損益內確認。所收取之租賃優惠按租期確認為總租金開支之不可分割之一部份。

物業租賃之土地及樓宇部份乃就租賃分類目的作出獨立考慮。當租賃款項無法在土地部份與樓宇部份間可靠分配時，全部租賃款項會作為物業、廠房及設備之融資租賃計入土地及樓宇之成本。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Property, plant and equipment *(continued)*

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(e) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of land and buildings as a finance lease of property, plant and equipment.

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4. 主要會計政策 *(續)*

(f) 無形資產

(i) 購入之無形資產

分開購入之無形資產初步按成本確認。於業務合併中購入之無形資產之成本，為收購日期之公允價值。隨後，有限使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷乃就其以下可使用年期以直線法撥備。擁有無限使用年期之無形資產按成本減任何累計減值虧損列賬。攤銷開支在損益內確認並計入銷售成本內。

專利權及商標	5-10年
技術	5-10年
服務合約	9年
客戶基礎及未完成合約	2-5年

年內，本集團已檢討及調整閉路電視產品專利權之可使用年期為九年到六年以更佳反映專利之可使用年期。於本年度會計估計之變動之影響為攤銷開支增加約港幣8,417,000元。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in cost of sales.

Patents and trademark	5-10 years
Technology	5-10 years
Service contracts	9 years
Customer base and unfinished contracts	2-5 years

During the year, the Group has reviewed and adjusted the useful lives of the patent for CCTV products from nine years to six years to better reflect the useful life of the patents. The effect of the change in accounting estimate in the current year was an increase in amortisation charge of approximately HK$8,417,000.

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4. 主要會計政策 *(續)*

(f) 無形資產 *(續)*

(ii) 內部產生之無形資產(研發成本)

內部開發產品之開支於可證明下列情況下予以資本化:

- 技術上開發該產品以供出售乃屬可行;
- 擁有可供完成開發之充足資源;
- 有完成及銷售該產品之意向;
- 本集團有能力銷售該產品;
- 銷售該產品將產生未來經濟利益;及該項目開支能可靠計量。

資本化之開發成本乃於本集團預期將從銷售已開發產品之獲利期間攤銷。攤銷費用在損益內確認並計入銷售成本內。

不符合上述標準之開發開支及內部項目在研究階段之開支乃於產生時在損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Intangible assets *(continued)*

(ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

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4. 主要會計政策（續）

(f) 無形資產（續）

(iii) 減值

無限可使用年期之無形資產及尚未可使用之無形資產透過比較其賬面值與可收回金額每年進行減值測試，而不論是否有證據顯示其可能已有減值。倘資產之可收回金額估計為低於其賬面值，則資產之賬面值撇減至其可收回金額。

減值虧損即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將提高至其修訂後之估計可收回金額，惟經提高之賬面值不得超過往年該項資產在未確認減值虧損之情況下原應釐定之賬面值。

有限年期之無形資產在有證據顯示資產可能出現減值時進行減值測試（見下文有關有形及無形資產減值虧損之會計政策）。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(f) Intangible assets *(continued)*

(iii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses for tangible and intangible assets below).

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4. 主要會計政策 *(續)*

(g) 金融工具

(i) 金融資產

本集團視乎收購資產的目的於初步確認時將金融資產分類。按公平值計入損益之金融資產初步按公平值計量，所有其他金融資產初步按公平值加收購金融資產直接應佔之交易成本計量。一般途徑購買或出售之金融資產按交易日基準確認及終止確認。一般途徑購買或出售之金融資產乃按合約購買或出售，其條款規定須於一般按照市場規例或慣例訂立之時限內交付資產。

貸款及應收款項

貸款及應收款項乃並無於活躍市場報價之固定或可釐定付款之非衍生金融資產。該等資產主要於向客戶（應收賬款）提供貨物及服務過程中產生，但同時亦包括其他類別之合約貨幣資產。於初次確認後，該等資產以實際利息法按攤銷成本減去任何已識別減值虧損入賬。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Financial Instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

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Notes to the Financial Statements

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4. 主要會計政策（續）

(g) 金融工具（續）

(ii) 金融資產之減值虧損

本集團於各報告期末評估是否有任何跡象表明金融資產已減值。倘有客觀證據證明金融資產初始確認後實際發生之一項或多項事件令該金融資產之預計未來現金流量受到影響，且企業能夠對該影響進行可靠估計，則金融資產屬已減值。減值證據包括：

- 債務人出現重大財政困難；
- 違約，如欠付或拖欠利息或本金；
- 因債務人之財政困難向債務人授出寬免；
- 債務人可能面臨破產或其他財務重組。

倘有客觀證據顯示金融資產出現減值，則於損益確認減值虧損。減值虧損乃按資產之賬面金額與按原有實際利率貼現之估計未來現金流量之現值之間的差額計量。金融資產之賬面值會透過使用備抵賬扣減。倘金融資產之任何部分被釐定為不可收回，則於相關金融資產之備抵賬進行撇銷。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Financial Instruments *(continued)*

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of the debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

An impairment loss is recognised in profit and loss when there is objective evidence that a financial asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of the financial asset is reduced through the use of an allowance account. When any part of a financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

財務報表附註
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4. 主要會計政策 *(續)*

(g) 金融工具 *(續)*

(iii) 金融負債

本集團視乎產生金融負債之原因而將有關金融負債分類。按公平值計入損益之金融負債初步按公平值計量，而按攤銷成本列賬之金融負債則初步按公平值減所產生之直接應佔成本計量。

按公平值計入損益之金融負債

按公平值計入損益之金融負債包括持作買賣之金融負債，以及在初步確認時指定為按公平值計入損益之金融負債。

倘金融負債乃收購作短期出售用途，則被分類為持作買賣。包括獨立嵌入式衍生工具在內的衍生工具亦歸類為持作買賣，惟指定為有效對沖工具的衍生工具則除外。持作買賣之負債之收益或虧損於損益賬中確認。

如合約包含一項或多項嵌入式衍生工具，則整份混合合約可能被視作按公平值計入損益之金融負債，除非該嵌入式衍生工具不會大幅改變現金流量，或明確禁止分拆嵌入式衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Financial Instruments *(continued)*

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

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4. 主要會計政策(續)

(g) 金融工具(續)

(iii) *金融負債(續)*

符合以下準則之金融負債可於初步確認時按公平值計入損益:(i)此分類將抵銷或大幅減少由不同基準產生之負債計量或損益確認所導致之不一致處理;(ii)有關負債為一系列被管理而其表現乃根據明文風險管理策略按公平值基準接受評估之金融負債之一部分;或(iii)金融負債包含須個別入賬之嵌入式衍生工具。

初步確認後,按公平值計入損益之金融負債按公平值計量,而公平值變動則於變動出現期間於損益賬確認。

按攤銷成本計量之金融負債

按攤銷成本計量之金融負債包括應付賬款及其他應付款項及本集團發行之承兑票據,乃隨後採用實際利率法按已攤銷成本計量。相關利息開支於損益內確認。

當負債解除確認及貫穿於整個攤銷過程,則於損益內確認收益或虧損。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) **Financial Instruments** *(continued)*

(iii) ***Financial liabilities*** *(continued)*

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables and promissory note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

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4. 主要會計政策 *(續)*

(g) 金融工具 *(續)*

(iv) 實際利率法

實際利率法是計算金融資產或金融負債及按有關期間分配利息收支的攤銷成本的計算方法。實際利率是透過金融資產或負債的預期壽命或(如適用)較短期間準確貼現估計未來現金付款的利率。

(v) 權益工具

本公司發行之權益工具按所收取之所得款項列賬,並扣除直接發行成本。

(vi) 財務擔保合約

財務擔保合約指因指定債務人未能按債務工具原有或經修訂條款如期付款時,發行人須向持有人支付指定金額以補償其所遭受虧損的合約。本集團所發行並非指定為按公平值計入損益的財務擔保合約初步以公平值減發行財務擔保合約的直接應佔交易成本確認。於初步確認後,本集團以(i)按照香港會計準則第37號「撥備、或然負債及或然資產」釐定的金額;及(ii)初步確認的金額減按照香港會計準則第18號「收入」確認的累計攤銷(如適用)兩者中的較高者計量財務擔保合約。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Financial Instruments *(continued)*

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contact at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

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4. 主要會計政策(續)

(g) 金融工具(續)

(vii) 認股權證

本公司發行之以交換固定數目之本公司本身股本工具之方式結算之認股權證乃分類為權益工具。於行使認股權證時,認股權證儲備將轉撥至股份溢價。倘認股權證於屆滿日期仍未行使,則早前在認股權證儲備確認之金額將轉撥至保留溢利。

(viii) 終止確認

於與金融資產有關之未來現金流量之合約權利屆滿或倘金融資產已經轉讓,且有關轉讓符合根據香港會計準則第39號終止確認之標準,則本集團可終止確認該項金融資產。

金融負債於有關合約內指定之責任獲履行、註銷或屆滿時解除確認。

倘由於重新磋商金融負債之條款,本集團向債權人發行其自身權益工具以支付全部或部份之金融負債,則已發行之權益工具為已付代價並於抵銷全部或部份金融負債日期按彼等之公平值初步確認及計量。倘已發行權益工具之公平值不能可靠計量,則權益工具將計量以反映所抵銷金融負債之公平值。所抵銷金融負債或其部份之賬面值與已付代價之差額於本年度損益賬中確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Financial Instruments *(continued)*

(vii) Warrants

Warrants issued by the Company that will be settled by the exchange of a fixed number of the Company's own equity instruments are classified as an equity instrument. The warrant reserve will be transferred to share premium upon exercise of the warrants. Where the warrants remain unexercised at the expiry date, the amount previously recognised in warrants reserve will be transferred to retained profits.

(viii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

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4. 主要會計政策 *(續)*

(h) 存貨

存貨初步按成本確認，其後按成本或可變現淨值兩者中之較低值確認。成本包括一切採購成本、轉換成本及將存貨送至現有地點及達致現有狀況所需之其他成本。成本按加權平均法計算。可變現淨值指日常業務過程中之估計售價減完成之估計成本以及進行銷售必要之估計成本。

(i) 收入確認

來自系統硬件及應用軟件之銷售收入於達成以下所有條件時確認：

- 本集團已將貨品擁有權的重大風險及回報轉讓至買方；
- 本集團並無保留一般與擁有權有關的已售貨品持續管理權或實際控制權；
- 收入金額能夠可靠地計量；
- 與交易有關之經濟利益將可能流入至本集團；及
- 就交易產生或將產生之費用能夠可靠計量。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(h) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(i) Revenue recognition

Revenue from sales of system hardware and application software is recognised when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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4. 主要會計政策 *(續)*

(i) 收入確認 *(續)*

系統解決方案服務收入於提供服務會計期間，參考實際已提供服務佔將予提供總服務之比例基準而評估某一特定交易之完成程度確認。當須在一段指明期間內進行行動數目不確定之服務，則按直線法在指明期間內確認為收入，除非存在證據表明有其他方法更能代表完成階段，則作別論。當其中一項特定行動比任何其他行動更為重要，則收入會延遲至該項重要行動執行時確認。

來自銷售貨品之收入於風險及擁有權回報轉移時予以確認，即貨品交付予客戶及所有權已移交之時間。

補貼收入於確立及批准收取收入之權利時確認。

利息收入乃使用實際利率法按時間基準確認。

經營租賃項下之租金收入以直線法按相關租賃年期確認。

專利權收入根據實質有關協議按應計基準確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(i) Revenue recognition *(continued)*

System solution services income is recognised in the accounting period in which the services are rendered, by reference to completion of the specific transaction assesses on the basis of the actual service provided as a proportion of the total services to be provided. When the services are performed by an indeterminate number of acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period unless there is evidence that some other method better represents the stage of completion. When a specific act is much more significant than any other acts, the recognition of revenue is postponed until the significant act is executed.

Revenue from sales of goods is recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customer.

Subsidy income is recognised when the rights to receive the income is established and approved.

Interest income is recognised on a time-proportion basis using the effective interest method.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Royalty income is recognised on an accruals basis in accordance with the substance of the relevant agreements.

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4. 主要會計政策 *(續)*

(j) 所得稅

年內之所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之損益，就所得稅而言毋須課稅或不可扣減之項目作出調整，並按於報告期末已制定或大致上已制定之稅率計算。

遞延稅項乃就用於財務報告目的之資產及負債的賬面值與用於稅務目的之相應金額之間的暫時差額確認。除商譽以及不影響會計或應課稅溢利的已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可抵扣暫時差額的情況確認。遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於報告期末已頒佈或實質上已頒佈的稅率計量。

遞延稅項負債就於附屬公司、聯營公司及共同控制實體之投資產生之應課稅暫時差異予以確認，惟本集團能夠控制暫時差異之撥回及暫時差異大有可能不會於可見將來撥回則除外。

所得稅於損益賬內確認，惟倘所得稅與於其他全面收益內確認之項目相關則除外，在此情況下，稅項亦在其他全面收益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

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4. 主要會計政策 *(續)*

(k) 外幣

集團實體以其經營所在之主要經濟環境之貨幣以外之貨幣(「功能貨幣」)訂立之交易,乃按在交易產生時按現行匯率記賬。外幣貨幣資產及負債於報告期末之現行匯率換算。按公允價值以外幣計值之非貨幣項目則按釐定公允價值當日之現行匯率換算。按歷史成本以外幣計值之非貨幣項目不作換算。

於結算及換算貨幣項目時所產生之匯兑差額,於其產生期間在損益內確認。重新換算以公允價值入賬之非貨幣項目所產生之匯兑差額計入期間損益,惟重新換算收益及虧損於其他全面收益確認之非貨幣項目所產生之差額除外,在有關情況下,匯兑差額亦於其他全面收益確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

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4. 主要會計政策 *(續)*

(k) 外幣 *(續)*

綜合賬目時，海外業務之收支項目以年內平均匯率換算為本集團之呈列貨幣（即港幣），除非期內匯率大幅波動，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期間結束時之適用匯率換算。所產生之匯兑差額（如有）於其他全面收益確認，並於權益內累計入賬為外匯儲備（非控股權益應佔外匯儲備（如適用））。於換算構成本集團於所涉海外業務之部份投資淨額之長期貨幣項目時，在集團實體獨立財務報表之損益內確認之匯兑差額則重新分類至其他全面收益，並於權益內累計入賬為外匯儲備。

出售海外業務時，歸屬於本公司擁有人之匯兑儲備內確認該業務截至出售日期止之累計匯兑差額將重新分類至損益，作為出售損益之一部份。

於二零零五年一月一日或以後因收購海外業務所產生之被收購可識別資產之商譽及公允價值調整乃視作該海外業務之資產及負債，並按報告期末之現行匯率換算。所產生之匯兑差額於匯兑儲備確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(k) Foreign currency *(continued)*

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal and are attributable to the owners of the Company are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

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4. 主要會計政策 *(續)*

(l) 僱員福利

向定額供款退休計劃之供款，於僱員提供服務時在損益內確認為開支。

(m) 以股份形式付款

當僱員及提供類似服務之其他人士獲頒授購股權時，於授出日期購股權的公允價值乃於歸屬期於損益內確認，並於權益內相應增加僱員購股權儲備。非市場歸屬條件乃透過調整預期將於各報告期末歸屬之股本工具之數目予以考慮，以便最終於歸屬期確認的累計金額乃以最終歸屬的購股權數量計算。市場歸屬條件乃將授出購股權的公允價值作為因素計入。所有其他歸屬條件得以達成時，不論市場歸屬條件能否達成，均會收取費用。累計開支不會因未能達成市場歸屬條件而作出調整。

倘購股權的條款及條件於歸屬前修訂，購股權的公允價值增加（緊隨修訂前後計量）亦會按餘下歸屬期在損益中確認。

倘股本工具授予僱員及提供類似服務之其他人士以外人士，則在損益中確認已收貨品或服務之公允價值，惟該貨品或服務合資格確認為資產除外。將於權益中確認相應之增加。對於以現金結算的以股份形式付款，負債以已收貨品或服務的公允價值確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Employee benefits

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(m) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the employee share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

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4. 主要會計政策 *(續)*

(n) 就股份獎勵計劃持有之股份

倘按股份獎勵計劃購入的本公司的股份，已支付之代價（包括任何直接有關的增量成本）作為「就股份獎勵計劃持有之股份」呈列並從權益總值中扣除。

當獎授股份於歸屬時轉至獲獎授人時，有關已歸屬獎授股份的加權平均成本計入「就股份獎勵計劃持有之股份」的貸方，有關的員工成本計入以股份支付之股份付款儲備借方。有關加權平均成本與有關獎授股份的員工成本之差額轉入保留溢利。

當撤回為股份獎勵計劃而持有之股份時，被撤回之股份將被出售，有關出售被撤回股份之損益轉入保留溢利而不於損益內確認任何損益。當宣派為股份獎勵計劃而持有之股份的現金股息或非現金股息，有關現金股息或非現金股息之公允價值轉入權益內，損益不確認任何損益。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(n) Shares held for share award scheme

Where the shares of the Company are acquired under the Share Award Scheme, the consideration paid, including any directly attributable incremental costs, is presented as "shares held for Share Award Scheme" and deducted from total equity.

When the awarded shares are transferred to the awardees upon vesting, the related weighted average cost of the awarded shares vested are credited to "shares held for Share Award Scheme" and the related employment costs of the awarded shares vested are debited to the share-based payment reserve. The difference between the related weighted average cost and the related employment costs of the awarded shares is transferred to retained profits.

Where the shares held for Share Award Scheme are revoked and the revoked shares are disposed of, the related gain or loss from disposal of revoked shares is transferred to retained profits and not recognised in profit or loss. Where cash or non-cash dividend distribution is declared in respect of the shares held for Share Award Scheme, such cash dividend or fair value of the non-cash dividend is transferred to within equity with no gain or loss recognised in profit or loss.

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4. 主要會計政策 *(續)*

(o) 其他資產減值

於各報告期末，本集團審閱下列資產之賬面值以確定有否跡象顯示該等資產出現減值虧損或先前已確認之減值虧損已不存在或可能已減少。

- 物業、廠房及設備；
- 具有限可使用年期之無形資產；及
- 於附屬公司之投資。

倘資產之可收回數額（即公允價值減出售成本及使用價值之較高者）估計低於其賬面值，則該資產之賬面值將減至其可收回數額。減值虧損即時確認為開支。

倘若減值虧損於日後撥回，則有關資產之賬面值須增加至其經重新估計之可收回數額，惟增加之賬面值不得超出倘有關資產並無於以往年度確認任何減值虧損所應釐定之賬面值。減值虧損之撥回即時確認為收入。

(p) 借貸成本資本化

因收購、建造或生產合資格資產（需於一段長時間方能達到其原定的用途或作出售用途的資產）而直接產生的借貸成本會被資本化為該等資產的部分成本。指定借貸用於支付該等資產的支出之前之短暫投資所賺得任何收入，將從資本化的借貸成本中扣除。所有其他借貸成本於產生之期間內於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(o) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

- property, plant and equipment;
- intangible assets with finite lives; and
- investments in subsidiaries.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

(p) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

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4. 主要會計政策 *(續)*

(q) 撥備及或然負債

倘本集團因過去的事件須承擔法定或推定責任，而履行有關責任很可能引致可合理估計經濟效益的流出，則會就未確定時間或金額的負債確認撥備。

當可能不需要產生經濟效益流出時，或金額無法可靠估計時，該債務則須披露為或然負債，除非產生經濟效益流出的可能性極低，則當別論。純粹憑一宗或多宗未來事件是否發生而確定存在的潛在債務，除非產生經濟效益流出的可能性極低，否則亦同時披露為或然負債。

(r) 關連人士

(a) 倘該名人士或該名人士的近親家屬成員為如下者則會被視為與本集團有關聯：

(i) 對本集團有控制權或共同控制權；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本公司母公司主要管理人員。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(r) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the Company's parent.

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4. 主要會計政策 *(續)*

(r) 關連人士 *(續)*

(b) 倘適用下列情況，該實體便被視為與本集團有關聯：

(i) 該實體及本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司互相關聯）。

(ii) 一個實體為另一實體的聯營公司或合營企業（或為某一集團的成員公司的聯營公司或合營企業，而該另一實體為此集團的成員公司）。

(iii) 兩個實體皆為相同第三方的合營企業。

(iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯營公司。

(v) 該實體為本集團或與本集團有關聯的實體的僱員福利而設的離職後福利計劃。

(vi) 該實體受(a)部所識別的人士控制或共同控制。

(vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體（或實體的母公司）高級管理人員。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(r) Related parties *(continued)*

(b) An entity is related to the Group if any of the following conditions apply:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities 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 the employees of 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 key management personnel of the entity (or of a parent of the entity).

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4. 主要會計政策 *(續)*

(r) 關連人士 *(續)*

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員並包括：

(i) 該名人士的子女及配偶或家庭夥伴；

(ii) 該名人士的配偶或家庭夥伴的子女；及

(iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

(s) 政府補助

在合理地確保本集團會遵守政府補助的附帶條件以及將會得到補助後，政府補助方會予以確認。

政府補助（其首要條件是本集團應購買、建造或在其他方面獲得非流動資產）於財務狀況表確認為遞延收入，並根據系統性及合理基準於相關資產使用期內轉至損益。

其他政府補助乃在與擬進行抵銷之成本配對之所需期間按系統性基準確認為收入。政府補助是指在抵銷產生的開支或虧損，或給予本集團的即時財務支援（而無未來有關成本），於有關補助成為應收款項的期間在損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(r) Related parties *(continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

(s) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching with them and that the grants will be received.

Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

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5. 關鍵會計判斷及主要估計不確定性來源

於採用本集團之會計政策時，董事須就尚無法從其他來源得知之資產及負債之賬面值作出判斷、估計及假設。該等估計與相關假設乃基於過往經驗和其他被認為相關之各種因素作出。實際結果或與該等估計不盡相同。

估計及相關假設按持續基準進行審核。會計估計之修訂乃於修訂估計期間內確認（倘修訂僅影響該期間），或於修訂期間及日後期間確認（倘修訂影響現時及日後期間）。

(a) 於應用會計政策之關鍵判斷

– ***投資物業***

由於本集團無意長期持有此項物業作資本增值或賺取租金收入，雖然本集團暫時分租此項空置物業，但議決不會將此項物業作為投資物業處理。因此，此項物業會繼續作為其他物業、廠房及設備入賬。

– ***釐定功能貨幣***

董事認為，本公司為一間於香港經濟環境下進行其投資決定及融資活動之投資控股公司，故本公司之功能貨幣一直為港幣。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical judgments in applying accounting policies

– ***Investment property***

The Group has temporarily sub-let a vacant property but has decided not to treat this property as an investment property because it is not the Group's intention to hold this property in the long-term for capital appreciation or rental income. Accordingly, this property is continuously accounted for as property, plant and equipment.

– ***Determination of functional currency***

The directors consider that the functional currency of the Company is and has always been Hong Kong dollars as the Company is an investment holding company in Hong Kong with its investing decisions and financing activities carried out under the economic environment in Hong Kong.

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5. 關鍵會計判斷及主要估計不確定性來源 *(續)*

(a) 於應用會計政策之關鍵判斷 *(續)*

– ***稅項***

釐定所得及其他稅項撥備涉及就若干交易之未來稅務處理作出判斷。本集團會仔細評估有關交易之稅務影響並相應作出稅項撥備。本集團會定期重新考慮有關交易之稅務處理，以計及稅務法規之所有變動。倘該等交易之最終稅務結果有別於初步入賬之金額，有關差額將影響作出有關釐定年度之所得及其他稅項以及遞延稅項撥備。

(b) 主要估計不確定性來源

除於該等財務報表其他地方所披露之資料外，主要估計不確定性來源之其他主要來源當中涉及重大風險以致資產及負債賬面值於下一個財政年度出現重大調整如下：

– ***評估物業、廠房及設備之可使用年期***

管理層負責釐定物業、廠房及設備之估計可使用年期以及相關折舊開支。該估計乃根據性質及功能相近之物業、廠房及設備實際使用年期之過往經驗而作出，並會因技術發展及競爭對手因應激烈之行業週期所作行動而有重大變化。倘可使用年期較之前之估計為短，則管理層會提高折舊開支，或將已過時或出售之技術過時或非策略資產撇銷或撇減。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(a) Critical judgments in applying accounting policies *(continued)*

– ***Taxation***

Determining income and other tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such difference will impact the income and other tax and deferred tax provisions in the year in which such determination is made.

(b) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

– ***Assessment of useful lives of property, plant and equipment***

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

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5. 關鍵會計判斷及主要估計不確定性來源 *(續)*

(b) 主要估計不確定性來源 *(續)*

– ***無形資產減值***

本集團無形資產之減值政策乃根據可收回金額之估值，並根據管理層估計之預期未來現金流量作出。於估計本集團系統硬件及應用軟件及所提供之系統解決方案服務產生之預期未來現金流量時須要作出相當判斷。倘無形資產之可收回金額少於賬面值，即可能須要作出減值。

– ***應收款項之減值***

本集團按照應收賬款及其他應收款項之可收回程度就呆壞賬作出撥備。一旦事件發生或情況改變顯示該餘額有可能不可收回時，則會就應收賬款及其他應收款項作出撥備。識別呆壞賬須要根據客戶之信貸紀錄及當前市況作出判斷和估計。倘預期之金額與原先估計有差異時，則該差異將會於估計改變之期間內，分別影響應收款項之賬面值以及呆壞賬支出。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(b) Key sources of estimation uncertainty *(continued)*

– ***Impairment of intangible assets***

The policy for impairment of intangible assets of the Group is based on an evaluation of their recoverable amount with reference to expected future cash flows based on management's estimation. A considerable amount of judgement is required in estimating the expected future cash flows from the Group's system hardware and application software acquired and system solution services provided. If the recoverable amounts are less than the carrying amounts of the intangible assets, impairment may be required.

– ***Impairment of receivables***

The Group makes provision for doubtful debts based on an assessment of the recoverability of trade receivables and other receivables. Provisions are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates based on the credit history of the customers and the current market conditions. Where the expectation is different from the original estimate, such difference will impact carrying amount of receivables and doubtful debt expenses in the period in which such estimate has been changed.

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5. 關鍵會計判斷及主要估計不確定性來源（續）

(b) 主要估計不確定性來源（續）

– ***商譽減值***

釐定商譽有否減值須估計獲分配商譽之現金產生單位之使用值，在計算使用價值時，管理層須估計該現金產生單位預期產生之未來現金流量，並以適當之折現率計算其現值。倘實際未來現金流低於預期值，則可能產生重大減值虧損。

– ***以股份形式付款之估值***

董事運用其判斷選擇於以股份形式付款之估值內使用之合適估值技術。市場執業者一般使用之估值技術已獲採用。計算購股權之公允價值使用之變數及假設乃以董事之最佳估計或可觀察之市場價格或利率（如可以）為基礎。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(continued)*

(b) Key sources of estimation uncertainty *(continued)*

– ***Impairment of goodwill***

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

– ***Valuation of share-based payment***

The directors use their judgement in selecting an appropriate valuation technique used in the valuation of share-based payment. Valuation techniques commonly used by market practitioners are applied. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate, where possible, by observable market prices or rates.

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6. 分部報告

本集團按主要營運決策者(即董事會)所審閱以評估分部表現及分配資源之報告釐定其經營分部。

本集團有兩個呈報分部,而由於各業務要求不同的業務策略,各分部單獨管理。下表概述本集團各呈報分部之運營:

(i) ISD系統分部 – ISD為英文「Intelligent Surveillance, Disaster Alert and Rescue Co-ordination」的簡稱。該系統是一個利用物聯網技術所建立的專用通訊平台,通過該通訊平台將工業安全指標(例如煤礦中的含量、油庫中的油壓等),由工業企業傳送至當地政府的監控中心。本集團來自該分部之收益主要源自於當地政府機構或當地政府機構的分包商以及就運行中之系統維護服務收取之服務費用。

(ii) 智能安全系統(ISS)分部 – 智能安全系統(ISS)為英文「Intelligent Safety Systems」的簡稱。本集團來自該分部之收益主要源自向企業/政府出售為保障工業/公眾安全之軟件、硬件及設備、主要硬件及設備,例如監視器、閉路電視產品及傳感器。

6. SEGMENT REPORTING

The Group determines its operating segment based on the reports reviewed by the chief operating decision-maker (i.e. the board of directors) for the purposes of assessing segment performance and allocating resources.

The Group has two reportable segments and is managed separately as each business requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

(i) ISD system segment – ISD is an acronym standing for "Intelligent Surveillance, Disaster Alert and Rescue Co-ordination". It involves the setting up of a dedicated communications platform using Internet-of-things technologies, through which industrial safety parameters, such as content in a coal mine, oil pressure in an oil depot, etc, are transmitted from industrial enterprises to the Local Government Monitoring Center. The Group's revenue from this segment is primarily derived from local government authorities or sub-contractors of local government authorities as well as service charges received for ongoing systems maintenance services.

(ii) ISS segment – ISS is an acronym standing for "Intelligent Safety Systems". The Group's revenue from this segment is primarily derived from the sales of software, hardware and equipment, primary hardware and equipment, such as surveillance cameras, CCTV products and sensors, to enterprises/governments for the purpose of ensuring industrial/public safety.

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6. 分部報告 *(續)*

分部之間交易經參考就類似訂單向外部客戶收取之價格定價。由於在計量主要經營決策者用以評估分部表現之分部溢利時，中央開支不予計入，故並無分配至經營分部。

6. SEGMENT REPORTING *(continued)*

Inter-segment transactions are priced with reference to prices charged to external parties for similar orders. Central expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision-maker for assessment of segment performance.

(a) 業務分部 (a) Business segment

		ISD系統分部 ISD system segment		智能安全系統分部 ISS segment		合計 Total	
		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000	**二零一三年 2013 港幣千元 HK$'000**	二零一二年 2012 港幣千元 HK$'000	**二零一三年 2013 港幣千元 HK$'000**	二零一二年 2012 港幣千元 HK$'000
來自外部客戶之收益	Revenue from external customers	**651,761**	742,823	**19,941**	106,907	**671,702**	849,730
分部間銷售	Inter-segment sales	**–**	3,364	**–**	1,021	**–**	4,385
合計	Total	**651,761**	746,187	**19,941**	107,928	**671,702**	854,115
分部溢利／(虧損)	Segment profit/(loss)	**564,461**	580,577	**(114,696)**	26,742	**449,765**	607,319
利息收入	Interest income	**7,541**	5,105	**50**	10	**7,591**	5,115
所得稅費用／(抵免)	Income tax expense/(credit)	**10,056**	71,240	**(11,622)**	(4,358)	**(1,566)**	66,882
添置非流動資產	Additions to non-current assets	**53,778**	427,764	**1,231**	218,618	**55,009**	646,382
商譽減值	Impairment of goodwill	**–**	–	**58,307**	7,663	**58,307**	7,663
折舊及攤銷	Depreciation and amortisation	**85,603**	54,454	**34,803**	18,700	**120,406**	73,154
呈報分部之資產	Reportable segment assets	**4,151,225**	3,513,906	**256,482**	376,053	**4,407,707**	3,889,959
呈報分部之負債	Reportable segment liabilities	**139,656**	154,600	**14,830**	73,596	**154,486**	228,196

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6. 分部報告(續)
(b) 呈報分部之收益、溢利或虧損、資產及負債之對賬

6. SEGMENT REPORTING *(continued)*
(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

收益	Revenue	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
呈報分部之收益	Reportable segment revenue	**671,702**	854,115
扣除分部間之收益	Elimination of inter-segment revenue	**–**	(4,385)
綜合收益	Consolidated revenue	**671,702**	849,730

除所得稅費用前之溢利	Profit before income tax expense	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
呈報分部之溢利	Reportable segment profit	**449,765**	607,319
其他收入	Other revenue	**836**	778
其他收益及(虧損)	Other gains and (losses)	**(61,035)**	28,281
匯兑收益淨額	Exchange gains, net	**2,245**	656
財務費用	Finance costs	**(8,852)**	(6,326)
未分配企業開支	Unallocated corporate expenses	**(16,676)**	(16,001)
除所得稅費用前綜合利潤	Consolidated profit before income tax expense	**366,283**	614,707

資產	Assets	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
呈報分部之資產	Reportable segment assets	**4,407,707**	3,889,959
扣除分部間之應收款項	Elimination of inter-segment receivables	**(13,972)**	(4,491)
現金及現金等值	Cash and cash equivalents	**101,761**	188,223
未分配企業資產	Unallocated corporate assets	**7,924**	8,398
綜合資產總額	Consolidated total assets	**4,503,420**	4,082,089

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6. 分部報告 *(續)*

(b) 呈報分部之收益、溢利或虧損、資產及負債之對賬 *(續)*

6. SEGMENT REPORTING *(continued)*

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities *(continued)*

負債	Liabilities	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
呈報分部之負債	Reportable segment liabilities	**154,486**	228,196
扣除分部間負債	Elimination of inter-segment liabilities	**(13,972)**	(4,491)
其他應付款項	Other payables	**45,412**	99,672
承兑票據	Promissory note	**87,510**	78,658
或然代價股份	Contingent consideration shares	**124,915**	270,142
未分配企業負債	Unallocated corporate liabilities	**–**	50
綜合負債總額	Consolidated total liabilities	**398,351**	672,227

(c) 地區資料

本公司董事認為本集團之綜合收益及其大部份綜合業績均來自中國市場，且本集團之綜合非流動資產主要位於中國境內，因此並無呈報地區資料。

(c) Geographical Information

The directors of the Company consider that the Group's consolidated revenue and substantially all of its consolidated results are attributable to the market in the PRC and the Group's consolidated non-current assets are substantially located in the PRC. Accordingly, no geographical information is presented.

(d) 有關主要客戶之資料

截至二零一三年十二月三十一日止年度，二名ISD系統分部客戶的銷售額分別約為港幣167,145,000元及港幣87,496,000元，各自佔本集團收益之10%以上。

截至二零一二年十二月三十一日止年度，一名ISD系統分部客戶的銷售額約為港幣90,314,000元，佔本集團收益之10%以上。

(d) Information about major customers

For the year ended 31 December 2013, two customers of the ISD system segment had sales of approximately HK$167,145,000 and HK$87,496,000 respectively each of which contributed to more than 10% of the Group's revenue.

For the year ended 31 December 2012, one customer of the ISD system segment had sales of approximately HK$90,314,000 which contributed to more than 10% of the Group's revenue.

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7. 營業收入

營業收入指本集團就應用軟件及系統硬件銷售、安防產品及製造及銷售監視器及閉路電視產品以及系統解決方案服務收入所賺取之發票價值(扣除折扣及退款後)。年內於營業收入中確認之各重大分類收益之金額如下:

7. TURNOVER

Turnover represents the invoiced value of sale of application software and system hardware, security and protection products and manufacturing and sales of surveillance cameras and CCTV products, and system solution service income, after discounts and rebates, earned by the Group. The amounts of each significant category of revenue recognised in turnover during the year are as follows:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
應用軟件及系統硬件銷售	Sales of application software and system hardware	**525,845**	639,491
銷售監視器及閉路電視產品	Sales of surveillance cameras and CCTV products	**19,941**	74,295
系統解決方案服務收入	System solution service income	**125,916**	135,944
		671,702	849,730

8. 其他收入

8. OTHER REVENUE

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
增值税退税*(附註a)*	Refund of value-added tax *(note a)*	**95,557**	84,876
利息收入	Interest income	**7,951**	5,669
補貼收入*(附註b)*	Subsidy income *(note b)*	**41,195**	3,975
其他	Others	**4,751**	2,758
		149,454	97,278

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8. 其他收入（續）

附註：

(a) 增值稅（「增值稅」）退稅指根據國家稅務總局及財政部頒佈的「關於軟件產品增值稅政策的通知」（財稅[2011]（100號）於銷售自行開發軟件自客戶收取的增值稅退稅優惠（最終由本集團留用）。

(b) 本集團就推出有關研發活動的項目自當地中國政府獲得補助。概無有關該等補助的未達成條件。

8. OTHER REVENUE *(continued)*

Note:

(a) The refund of value-added tax ("VAT") represents the benefits from VAT collected from customers on the sale of self-developed software which are eventually retained by the Group according to the "Circular on VAT policy on software products " (No. 100 [2011] Cai-Shui), issued by the State Administration of Taxation and the Ministry of Finance.

(b) The Group received subsidies from local PRC government for launching projects relating to research and development activities. There are no unfulfilled conditions relating to these grants.

9. 其他收益及（虧損）

9. OTHER GAINS AND (LOSSES)

		二零一三年 **2013** 港幣千元 **HK$'000**	二零一二年 2012 港幣千元 HK$'000
或然代價股份之公允價值變動（*附註26*）	Fair value changes on contingent consideration shares *(note 26)*	**(61,137)**	(33,209)
收購煜宏集團之補償收益	Compensation gain arising from acquisition of Yu Hong Group	**–**	61,490
匯兑收益淨額	Exchange gains, net	**1,829**	681
應收賬款減值虧損撥回	Reversal of impairment loss on trade receivables	**–**	23,493
存貨減值虧損撥備	Provision for impairment loss on inventories	**(4,359)**	–
商譽減值虧損撥備	Provision for impairment loss on goodwill	**(58,307)**	(7,663)
其他	Others	**(1,449)**	1,257
		(123,423)	46,049

10. 財務費用

10. FINANCE COSTS

		二零一三年 **2013** 港幣千元 **HK$'000**	二零一二年 2012 港幣千元 HK$'000
承兑票據之實際利息開支（*附註27*）	Effective interest expense on promissory note *(note 27)*	**8,852**	6,326

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11. 所得稅費用前利潤

除所得稅費用前利潤為扣除／(計入)以下各項後達致：

11. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging/(crediting) the following items:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
確認為開支的存貨成本	Cost of inventories recognised as an expense	**20,746**	63,693
物業、廠房及設備折舊	Depreciation of property, plant and equipment	**12,912**	8,536
其他無形資產攤銷	Amortisation on other intangible assets	**108,159**	65,283
核數師酬金	Auditor's remuneration	**2,525**	2,612
利息收入	Interest income	**(7,951)**	(5,669)
存貨減值虧損撥備	Provision for impairment loss on inventories	**4,359**	–

12. 員工成本

12. STAFF COSTS

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
員工(包括董事)成本包括：	Staff costs (including directors) comprise:		
定額供款退休計劃供款	Contributions to defined contribution retirement plans	**2,385**	1,381
薪酬、津貼及其他利益	Salaries, allowance and other benefits	**38,419**	23,706
以股份形式付款開支	Share-based payment expenses	**6,853**	8,402
		47,657	33,489

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13. 董事酬金

截至二零一三年十二月三十一日止年度，董事之酬金載列如下：

13. DIRECTORS' EMOLUMENTS

The remuneration of directors for the year ended 31 December 2013 is set out below:

		袍金 Fees 港幣千元 HK$'000	薪酬、津貼及實物福益 Salaries, allowances and benefits in kind 港幣千元 HK$'000	酌情花紅 Discretionary bonuses 港幣千元 HK$'000	僱主之退休金供款 Employer's contribution to pension 港幣千元 HK$'000	以股份形式付款開支 *(附註a)* Share-based payment expenses *(note a)* 港幣千元 HK$'000	合計 Total 港幣千元 HK$'000
執行董事	**Executive directors**						
王波	Wang Bo	**226**	**91**	**5**	**13**	**–**	**335**
林蘇鵬	Lin Supeng	**30**	**241**	**60**	**22**	**468**	**821**
楊馬	Yang Ma	**30**	**178**	**44**	**19**	**468**	**739**
劉中奎	Liu Zhongkui	**30**	**304**	**76**	**25**	**468**	**903**
非執行董事	**Non-executive directors**						
王志浩	Wang John Peter Ben	**30**	**–**	**–**	**–**	**–**	**30**
Adiv Baruch	Adiv Baruch	**30**	**–**	**–**	**–**	**–**	**30**
獨立非執行董事	**Independent non-executive directors**						
張全	Cheung Chuen	**180**	**–**	**–**	**–**	**–**	**180**
謝柏堂	Xie Baitang	**286**	**–**	**–**	**–**	**–**	**286**
李安國[1]	Li On Kwok, Victor[1]	**103**	**–**	**–**	**–**	**–**	**103**
陳楓[2]	Chen Feng[2]	**13**	**–**	**–**	**–**	**–**	**13**
		958	**814**	**185**	**79**	**1,404**	**3,440**

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13. 董事酬金 *(續)*

截至二零一二年十二月三十一日止年度，董事之酬金載列如下：

13. DIRECTORS' EMOLUMENTS *(continued)*

The remuneration of directors for the year ended 31 December 2012 is set out below:

		袍金 Fees 港幣千元 HK$'000	薪酬、津貼及實物福益 Salaries, allowances and benefits in kind 港幣千元 HK$'000	酌情花紅 Discretionary bonuses 港幣千元 HK$'000	僱主之退休金供款 Employer's contribution to pension 港幣千元 HK$'000	以股份形式付款開支 *(附註a)* Share-based payment expenses *(note a)* 港幣千元 HK$'000	合計 Total 港幣千元 HK$'000
執行董事	**Executive directors**						
王波	Wang Bo	15	129	–	8	–	152
林蘇鵬	Lin Supeng	30	181	47	15	448	721
楊馬	Yang Ma	30	177	44	15	448	714
劉中奎	Liu Zhongkui	30	302	76	23	448	879
非執行董事	**Non-executive directors**						
王志浩	Wang John Peter Ben	8	–	–	–	–	8
Adiv Baruch	Adiv Baruch	8	–	–	–	–	8
獨立非執行董事	**Independent non-executive directors**						
張全	Cheung Chuen	169	–	–	–	–	169
謝柏堂	Xie Baitang	248	–	–	–	–	248
裴仁九	Pei Renjiu	8	–	–	–	–	8
陳楓	Chen Feng	30	–	–	–	–	30
		576	789	167	61	1,344	2,937

1 李安國於二零一三年六月五日獲委任。
2 陳楓於二零一三年六月五日辭任。

1 Li On Kwok, Victor was appointed at 5 June 2013.
2 Chen Feng resigned on 5 June 2013.

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13. 董事酬金 *(續)*

附註：

(a) 此乃根據本公司之購股權計劃授予董事之購股權之估計價值。該等購股權之價值根據誠如附註4(m)所載本集團有關以股份形式付款交易之會計政策計量。該等實物福利之詳情（包括所授出購股權之主要條款及數目）於附註34(a)披露。

(b) 於截至二零一三年及二零一二年十二月三十一日止年度，本集團概無向任何董事支付任何酬金作為加入本集團或於加入本集團時之獎金，或作為離職補償。

13. DIRECTORS' EMOLUMENTS *(continued)*

Note:

(a) These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for the share-based payment transactions as set out in note 4(m). The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 34(a).

(b) No emolument was paid by the Group to any of the directors as an inducement to join the Group or upon joining the Group or as compensation for loss of office for the years ended 31 December 2013 and 2012.

14. 五名最高薪酬人士

在本集團五名最高薪酬人士中，其中三名（二零一二年：三名）為本公司董事，其酬金已載入上文附註13之披露中。餘下兩名（二零一二年：兩名）人士之酬金如下：

14. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, three (2012: three) were directors of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the remaining two (2012: two) individuals were as follows:

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
薪酬、津貼及其他利益	Salaries, allowances and other benefits	**1,170**	1,260
定額供款退休計劃供款	Contributions to defined contribution retirement plans	**32**	43
		1,202	1,303

彼等之酬金在下列之範圍內：

Their emoluments were within the following bands:

		人數 Number of individuals	
		二零一三年 2013	二零一二年 2012
酬金範圍	**Emolument band**		
零至港幣1,000,000元	Nil to HK$1,000,000	**2**	2

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15. 所得稅抵免／(開支)

(a) 於綜合損益及其他全面收益表之稅項金額指：

15. INCOME TAX CREDIT/(EXPENSE)

(a) The amount of taxation in the consolidated statement of profit or loss and other comprehensive income represents:

		二零一三年 **2013** 港幣千元 **HK$'000**	二零一二年 2012 港幣千元 HK$'000
即期稅項 －中國企業所得稅 （「企業所得稅」）	Current tax – PRC Enterprise Income Tax ("EIT")		
－本年度稅項	– tax for the year	**(11,920)**	(82,577)
－上年度撥備（不足）／超額撥備	– (under)/over provision in respect of prior year	**(4,164)**	5,880
		(16,084)	(76,697)
遞延稅項*（附註28）* －本年度	Deferred tax *(note 28)* – current year	**17,650**	9,815
所得稅抵免／(費用)	Income tax credit/(expense)	**1,566**	(66,882)

由於本年度及過往年度集團公司並無在開曼群島或英屬處女群島產生須繳納利得稅的應課稅收入，故並無就在該等司法權區的該等集團公司的利得稅作出撥備。

No provision for profits tax for group entities in the Cayman Islands or the British Virgin Islands has been made as these entities had no income assessable for profits tax in these jurisdictions for current and prior years.

香港利得稅按於香港註冊成立之附屬公司之估計應課稅溢利之16.5%（二零一二年：16.5%）計算。由於本集團於本年度概無應課稅溢利（二零一二年：無），故並無作出香港利得稅撥備。

Hong Kong profits tax is calculated at 16.5% (2012: 16.5%) of the estimated assessable profits for subsidiaries incorporated in Hong Kong. No provision for Hong Kong profits tax has been made as the Group had no assessable profits for the year (2012: Nil).

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15. 所得稅抵免／(開支)(續)

(a) (續)

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，中國實體的稅率為25%。

根據廣東省深圳市稅務局發出之批文，本公司之附屬公司深圳市安芯數字發展有限公司(「深圳安芯」)及深圳市豪威未來科技有限公司(「深圳豪威」)符合高新技術企業資格，有權從二零一一年至二零一三年三個年度及從二零一二年至二零一四年三個年度分別享有企業所得稅率15%的優惠。

根據廣東省深圳市稅務局發出之批文，本公司之附屬公司深圳市芯業智能技術有限公司(「深圳芯業」)符合軟件生產企業資格，有權於二零一三年及二零一四年度享有企業所得稅免徵，以及從二零一五年至二零一七年度享有企業所得稅減免50%的優惠。

根據江蘇省洪澤稅務局發出之批文，本公司之附屬公司江蘇省洪芯智能技術有限公司(「江蘇洪芯」)符合軟件生產企業資格，有權於二零一零年及二零一一年度享有企業所得稅免徵，以及從二零一二年至二零一四年度享有企業所得稅減免50%的優惠。

根據吉林省延吉市稅務局發出之批文，本公司之附屬公司吉林省贏科信息技術有限公司(「吉林贏科」)符合軟件生產企業資格，有權於二零一一年及二零一二年度享有企業所得稅免徵，以及從二零一三年至二零一五年度享有企業所得稅減免50%的優惠。

15. INCOME TAX CREDIT/(EXPENSE) *(continued)*

(a) *(continued)*

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC entities is 25% from 1 January 2008 onwards.

Pursuant to an approval document issued by the Tax Bureau of Shenzhen, Guangdong Province, the Company's subsidiaries, Shenzhen Anxin Digital Development Co., Limited ("Shenzhen Anxin") and Shenzhen Hawell Advanced Technology Co., Ltd. ("Shenzhen Hawell") qualify as high-tech enterprise and are entitled to a preferential enterprise income tax rate of 15% for the three years from 2011 to 2013 and from 2012 to 2014, respectively.

Pursuant to an approval document issued by the Tax Bureau of Shenzhen, Guangdong Province, the Company's subsidiary, Shenzhen Xinye Intelligence Technology Co., Ltd. ("Shenzhen Xinye") qualifies as a software-producing enterprise and is entitled to EIT exemption for the years 2013 and 2014 and a 50% reduction in EIT for the years from 2015 to 2017.

Pursuant to an approval document issued by the Tax Bureau of Hongze, Jiangsu Province, the Company's subsidiary, Jiangsu Hongxin Intelligence Technology Co., Limited ("Jiangsu Hongxin") qualifies as a software-producing enterprise and is entitled to EIT exemption for the years 2010 and 2011 and a 50% reduction in EIT for the years from 2012 to 2014.

Pursuant to an approval document issued by the Tax Bureau of Yanji, Jilin Province, the Company's subsidiary, Jilin Province Yingke Information Technology Co., Ltd. ("Jilin Yingke") qualifies as a software-producing enterprise and is entitled to EIT exemption for the years 2011 and 2012 and a 50% reduction in EIT for the years from 2013 to 2015.

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15. 所得稅抵免／(開支)(續)

(a) (續)

根據吉林省延吉市稅務局發出之批文，本公司之附屬公司吉林省安興信息技術有限公司(「吉林安興」)符合軟件生產企業資格，有權於二零一三年及二零一四年度享有企業所得稅免徵，以及從二零一五年至二零一七年度享有企業所得稅減免50%的優惠。

本集團所享有的軟件生產企業及高新技術企業的資格須經相關政府機關複審，有關複審將於報告日期後完成。本公司董事已作出評估，並認為於截至二零一三年十二月三十一日止年度各相關附屬公司之相關複審標準均已獲完全符合。

於中國成立及經營的其他附屬公司須按標準稅率25%(二零一二年：25%)繳納企業所得稅。

15. INCOME TAX CREDIT/(EXPENSE) *(continued)*

(a) *(continued)*

Pursuant to an approval document issued by the Tax Bureau of Yanji, Jilin Province, the Company's subsidiary, Jilin Anxing information Technology Co., Ltd. ("Jilin Anxing") qualifies as a software-producing enterprise and is entitled to EIT exemption for the years 2013 and 2014 and a 50% reduction in EIT for the years from 2015 to 2017.

The qualification of software-producing enterprise and high-tech enterprise enjoyed by the Group is subject to review by relevant government bureau to be completed after the reporting date. The directors of the Company assessed and are of the opinion that the relevant review criteria for respective subsidiaries for year ended 31 December 2013 have been properly met.

Other subsidiaries, which were established and operate in the PRC, are subject to EIT at a standard rate of 25% (2012: 25%).

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15. 所得稅抵免／（開支）*（續）*

(b) 年度所得稅費用可與綜合全面收益表所列之除所得稅費用前利潤對賬如下：

15. INCOME TAX CREDIT/(EXPENSE) *(continued)*

(b) The income tax expense for the year can be reconciled to the profit before income tax expense per consolidated statement of profit or loss and other comprehensive income as follows:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
稅前利潤	Profit before income tax expense	**366,283**	614,707
按中國企業所得稅稅率25%（二零一二年：25%）	Tax calculated at PRC EIT rate of 25% (2012: 25%)	**91,571**	153,677
稅務減免之影響	Effect of tax exemption	**(125,002)**	(97,758)
附屬公司之有效稅率差異之影響	Effect of different tax rates of subsidiaries	**10,090**	24,878
不可抵扣開支之稅務影響	Tax effect of expenses not deductible for tax purpose	**21,458**	7,363
毋須課稅收入之稅務影響	Tax effect of revenue not taxable	**(13,057)**	(15,398)
過往年度撥備不足／（超額撥備）	Under/(over) provision in respect of prior year	**4,164**	(5,880)
未確認稅項虧損之稅務影響	Tax effect of tax losses not recognised	**9,210**	–
所得稅（抵免）／費用	Income tax (credit)/expense	**(1,566)**	66,882

(c) 於二零一三年十二月三十一日，本集團擁有未動用稅務虧損港幣55,433,000元（二零一二年：港幣0元）可沖銷日後溢利。由於該等個別附屬公司之日後溢利源流不明朗，故並無遞延稅項資產已就未動用稅務虧損予以確認。未動用稅務虧損可結轉5年。

(c) At 31 December 2013, the Group had unused tax losses of HK$55,433,000 (2012: HK$ Nil) available for offset against future profits. No deferred tax asset in respect of unused tax loss has been recognised due to the unpredictability of future profit streams for those individual subsidiaries. The unused tax losses may be carried forward for 5 years.

16. 本公司擁有人應佔年內溢利

本公司擁有人應佔年內溢利包括港幣166,240,000元（二零一二年：港幣93,342,000元）之虧損，其已於本公司之財務報表中處理。

16. PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit for the year attributable to owners of the Company includes a loss of HK$166,240,000 (2012: HK$93,342,000) which has been dealt with in the financial statements of the Company.

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17. 每股收益

母公司普通權益持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

17. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the parent entity is based on the following data:

		二零一三年 **2013** **港幣千元** **HK$000**	二零一二年 2012 港幣千元 HK$000
母公司權益持有人應佔年度溢利	Profit for the year attributable to equity holders of the parent	**369,514**	547,872
因下列各項而產生之潛在攤薄普通股影響： 或然代價股份公允價值變動	Effect of dilutive potential ordinary shares: Fair value change on contingent consideration shares	**(8,937)**	(914)
用以計算每股攤薄盈利之盈利	Earnings for the purposes of diluted earnings per share	**360,577**	546,958
股份數目	**Number of shares**	**2013**	2012
用以計算每股基本盈利之普通股加權平均數（減就股份獎勵計劃持有之股份）（以千計）	Weighted average number of ordinary shares (less shares held for share award scheme for the purpose of basic earnings per share) (thousands)	**2,914,163**	2,739,248
因下列各項而產生之潛在攤薄普通股影響（以千計）：	Effect of dilutive potential ordinary shares (thousands):		
－認股權證	– warrants	**–**	2,065
－購股權	– options	**23,959**	4,756
－或然代價股份	– contingent consideration shares	**–**	3,663
用以計算每股攤薄盈利之普通股加權平均數（以千計）	Weighted average number of ordinary shares for the purposes of diluted earnings per share (thousands)	**2,938,122**	2,749,732

附註：

由於尚未行使之第五批或然代價股份50,778,606股之行使將導致經營業務之每股溢利增加，故計算每股攤薄盈利並無假設發行該批或然代價股份（或然代價股份之詳情請參閱附註26）。

由於於報告期末有關條件未獲達成，故計算每股攤薄盈利並無假設預期發行權益結算股份支付（詳情請參閱附註34(b)）。

Note:

The computation of diluted earnings per share does not assume the issuance of outstanding 5th tranche of contingent consideration shares of 50,778,606 shares since their exercise would result in an increase in earnings per share (details on contingent consideration shares, please refer to note 26).

The computation of diluted earnings per share does not assume the expected issuance of equity settled share-based payment (details please refer to note 34(b)) as conditions have not been satisfied at the end of the reporting period.

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18. 物業、廠房及設備 18. PROPERTY, PLANT AND EQUIPMENT

本集團 Group		租賃土地及樓宇 Leasehold land and buildings 港幣千元 HK$'000	租賃物業裝修 Leasehold improvements 港幣千元 HK$'000	廠房及機器 Plant and machinery 港幣千元 HK$'000	辦公室及其他設備 Office and other equipment 港幣千元 HK$'000	汽車 Motor vehicles 港幣千元 HK$'000	合計 Total 港幣千元 HK$'000
成本	**Cost**						
於二零一二年一月一日	At 1 January 2012	102,948	5,357	–	15,607	3,967	127,879
透過業務合併收購	Acquired through business combinations	1,511	–	385	10,316	3,749	15,961
增加	Additions	6,273	84	527	4,329	8,251	19,464
處置	Disposals	–	–	–	(26)	(160)	(186)
匯兌調整	Currency realignment	1,105	40	9	404	168	1,726
於二零一二年十二月三十一日	At 31 December 2012	111,837	5,481	921	30,630	15,975	164,844
增加	Additions	–	–	93	4,776	1,619	6,488
處置	Disposals	(3,786)	–	(131)	(17,019)	–	(20,936)
匯兌調整	Currency realignment	3,299	122	27	828	411	4,687
於二零一三年十二月三十一日	At 31 December 2013	111,350	5,603	910	19,215	18,005	155,083
累計折舊及減值	**Accumulated depreciation and impairment**						
於二零一二年一月一日	At 1 January 2012	4,523	1,779	–	13,043	815	20,160
透過業務合併收購	Acquired through business combinations	105	–	109	469	239	922
年內折舊開支	Depreciation charge for the year	4,777	1,072	68	1,286	1,333	8,536
於處置時撥回	Written back on disposals	–	–	–	(25)	(139)	(164)
匯兌調整	Currency realignment	109	25	2	181	22	339
於二零一二年十二月三十一日	At 31 December 2012	9,514	2,876	179	14,954	2,270	29,793
年內折舊開支	Depreciation charge for the year	5,231	1,119	287	3,772	2,503	12,912
於處置時撥回	Written back on disposals	(167)	–	(53)	(16,168)	–	(16,388)
匯兌調整	Currency realignment	671	85	9	87	88	940
於二零一三年十二月三十一日	At 31 December 2013	15,249	4,080	422	2,645	4,861	27,257
賬面淨值	**Net book value**						
於二零一三年十二月三十一日	At 31 December 2013	96,101	1,523	488	16,570	13,144	127,826
於二零一二年十二月三十一日	At 31 December 2012	102,323	2,605	742	15,676	13,705	135,051

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18. 物業、廠房及設備(續)

18. PROPERTY, PLANT AND EQUIPMENT *(continued)*

本公司	Company	租賃物業裝修 Leasehold improvements 港幣千元 HK$'000	辦公室及其他設備 Office and other equipment 港幣千元 HK$'000	合計 Total 港幣千元 HK$'000
成本	**Cost**			
於二零一二年一月一日	At 1 January 2012	1,359	385	1,744
增加	Additions	–	5	5
於二零一二年十二月三十一日	At 31 December 2012	1,359	390	1,749
增加	Additions	–	–	–
於二零一三年十二月三十一日	At 31 December 2013	1,359	390	1,749
折舊及減值	**Depreciation and impairment**			
於二零一二年一月一日	At 1 January 2012	180	59	239
年內折舊開支	Depreciation charge for the year	272	77	349
於二零一二年十二月三十一日	At 31 December 2012	452	136	588
年內折舊開支	Depreciation charge for the year	272	77	349
於二零一三年十二月三十一日	At 31 December 2013	724	213	937
賬面淨值	**Net book value**			
於二零一三年十二月三十一日	At 31 December 2013	635	177	812
於二零一二年十二月三十一日	At 31 December 2012	907	254	1,161

上述租賃土地付款的賬面值包括於二零一三年及二零一二年十二月三十一日在香港以外的地區根據中期租約持有的土地。

The carrying values of the leasehold land payments above comprise land outside Hong Kong held under medium term leases as at 31 December 2013 and 2012.

本公司的一間附屬公司正就賬面值港幣2,641,000元(二零一二年:港幣6,433,000元)的香港以外的租賃土地及樓宇申領房地產所有權證。

A subsidiary of the Company is in the process of applying for the property ownership certificate of leasehold land and buildings located outside Hong Kong with carrying value of HK$2,641,000 (2012: HK$6,433,000).

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19. 商譽 19. GOODWILL

本集團	Group	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
成本	**Cost**		
於一月一日	At 1 January	**1,304,466**	1,129,430
收購附屬公司	Acquisition of subsidiaries	**–**	201,640
計量期調整	Measurement period adjustment	**–**	(40,000)
匯兑調整	Exchange adjustment	**38,750**	13,396
於十二月三十一日	At 31 December	**1,343,216**	1,304,466
累計減值虧損	**Accumulated impairment losses**		
於一月一日	At 1 January	**(7,663)**	–
年內確認之減值虧損	Impairment losses recognised in the year	**(58,307)**	(7,663)
匯兑調整	Exchange adjustment	**(228)**	–
於十二月三十一日	At 31 December	**(66,198)**	(7,663)
於十二月三十一日	At 31 December	**1,277,018**	1,296,803

就可進行減值測試而言，商譽乃分配至識別如下之現金產生單位（「現金產生單位」）：

For the purpose of impairment testing, goodwill is allocated to the cash generating units ("CGU") identified as follows:

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
ISD系統分部－祥鷹集團及江蘇洪芯（*附註a*）	ISD system segment – Eagle Mascot Group and Jiangsu Hongxin *(note a)*	**1,174,244**	1,140,368
ISD系統分部－達嘉集團（*附註b*）	ISD system segment – Tech Praise Group *(note b)*	**86,013**	83,532
ISS分部－煜宏集團（*附註c*）	ISS segment – Yu Hong Group *(note c)*	**16,761**	72,903
於十二月三十一日	At 31 December	**1,277,018**	1,296,803

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19. 商譽 *(續)* 19. GOODWILL *(continued)*

附註： *Note:*

(a) 祥鷹集團及江蘇洪芯

該款項指收購於祥鷹集團及江蘇省洪芯智能技術有限公司之權益所產生之商譽，有關收購已於二零零九年十月完成。

可收回金額按使用價值計算，並經參考獨立專業估值師，資產評值顧問有限公司（「資產評值」），所作出之評估而釐定。使用價值乃根據管理層批准有關五年期間之財政預算作出之現金流量預測計算。五年期間以上的現金流量則採用3%（二零一二年：3%）之穩定增長率進行推測，該增長率並無超過ISD系統行業之平均增長率。預算毛利率乃依據有關單位過去表現及管理層對市場發展之預測作出。

(a) Eagle Mascot Group and Jiangsu Hongxin

The amount represents goodwill arising on the acquisition of interest in Eagle Mascot Group and Jiangsu Hongxin Intelligence Co., Ltd., which was completed in October 2009.

The recoverable amount has been determined based on a value in use calculation with reference to assessment made by independent professional valuer, Assets Appraisal Limited (the "Assets Appraisal"). The value in use calculation used cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows beyond the five-year period are extrapolated using the steady growth rate of 3% (2012: 3%), which does not exceed the average growth rate of the ISD system industry. Budgeted gross margin is determined based on the unit's past performance and management's expectations for the market development.

		二零一三年 2013	二零一二年 2012
預算毛利率	Budgeted gross margin	**83%**	92%
貼現率（除税前）	Discount rate (pre-tax)	**19%**	17%
五年期間平均收益增長率	Average revenue growth rate within the five-year period	**0%**	7%

所採納之貼現率乃根據經與現金產生單位有關之特定風險調整之無風險利率釐定。

The discount rate used is determined based on the risk free interest rate adjusted by the specific risk associated with the CGU.

根據管理層的評估結果，於二零一三年十二月三十一日概無出現商譽減值，管理層相信，使用價值計算中所作任何該等假設之任何合理可能變動將不會導致賬面總值超過其可收回總金額。

Based on management's assessment results, there was no impairment of goodwill as at 31 December 2013 and management believes that any reasonably possible change in any of the assumptions in the value in use calculation would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

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19. 商譽 *(續)*
附註：(續)

(b) 達嘉集團

該金額指收購於達嘉有限公司及其附屬公司(統稱為「達嘉集團」)之全部股權所產生之商譽，有關收購已於二零一二年八月十七日完成。可收回金額按使用價值計算，並經參考資產評值所作出之評估而釐定。使用價值乃根據管理層批准有關五年期間之財政預算作出之現金流量預測計算。五年期間以上的現金流量則採用3%(二零一二年：3%)之穩定增長率進行推測，該增長率並無超過ISD系統行業之平均增長率。預算毛利率乃依據有關單位過去表現及管理層對市場發展之預測作出。

19. GOODWILL *(continued)*
Note: (continued)

(b) Tech Praise Group

The amount represents goodwill arising on the acquisition of entire equity interest of Tech Praise Limited and its subsidiaries (collectively referred to as "Tech Praise Group"), which was completed on 17 August 2012. The recoverable amount has been determined based on a value in use calculation with reference to assessment made by Assets Appraisal. The value in use calculation used cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows beyond the five-year period are extrapolated using the steady growth rate of 3% (2012: 3%), which does not exceed the average growth rate of the ISD system industry. Budgeted gross margin is determined based on the unit's past performance and management's expectations for the market development.

		二零一三年 2013	二零一二年 2012
預算毛利率	Budgeted gross margin	**64%**	81%
貼現率(除税前)	Discount rate (pre-tax)	**23%**	24%
五年期間平均收益增長率	Average revenue growth rate within the five-year period	**18%**	19%

所採納之貼現率為根據經與現金產生單位有關之特定風險調整之無風險利率釐定。

The discount rate used is determined based on the risk free interest rate adjusted by the specific risk associated with the CGU.

根據管理層的評估結果，於二零一三年十二月三十一日概無出現商譽減值，管理層相信，使用價值計算中所作任何該等假設之任何合理可能變動將不會導致賬面總值超過其可收回總金額。

Based on management's assessment results, there was no impairment of goodwill as at 31 December 2013 and management believes that any reasonably possible change in any of the assumptions in the value in use calculation would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

(c) 煜宏集團

該金額指收購Yu Hong Limited及其附屬公司(統稱「煜宏集團」)之全部股本權益所產生之商譽，有關收購已於二零一二年四月一日完成。可收回金額按使用價值計算，並經參考資產評值所作出之評估而釐定。使用價值計算乃根據管理層批准有關五年期間之財政預算作出之現金流量預測作出。五年期間以上的現金流量則採用3%(二零一二年：2%)之穩定增長率進行推測，該增長率並無超過ISS行業之平均增長率。預算毛利率乃依據有關單位過去表現及管理層對市場發展之預測作出。

(c) Yu Hong Group

The amount represents goodwill arising on the acquisition of entire equity interest of Yu Hong Limited and its subsidiaries (collectively referred to as "Yu Hong Group"), which was completed on 1 April 2012. The recoverable amount has been determined based on a value in use calculation with reference to assessment made by Assets Appraisal. The value in use calculation used cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows beyond the five-year period are extrapolated using the steady growth rate of 3% (2012: 2%), which does not exceed the average growth rate of the ISS industry. Budgeted gross margin is determined based on the unit's past performance and management's expectations for the market development.

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19. 商譽（續）
附註：（續）

(c) 煜宏集團（續）

19. GOODWILL *(continued)*
Note: (continued)

(c) Yu Hong Group *(continued)*

		二零一三年 **2013**	二零一二年 2012
預算毛利率	Budgeted gross margin	**43%**	41%
貼現率（除税前）	Discount rate (pre-tax)	**27%**	24%
五年期間平均收入增長率	Average revenue growth rate within the five-year period	**214%**	30%

所採納之貼現率為根據經與現金產生單位有關之特定風險調整之無風險利率釐定。

The discount rate used is determined based on the risk free interest rate adjusted by the specific risk associated with the CGU.

根據管理層之評估，於二零一三年十二月三十一日之估計使用價值金額較於二零一三年十二月三十一日之現金產生單位之賬面金額少約港幣58,307,000元（二零一二年：港幣7,663,000元）。由於現金產生單位之賬面金額已削減至其可收回金額，因此用於計算可收回金額之主要假設之任何不利變動均將引致進一步的減值虧損。因此，於截至二零一三年十二月三十一日止年度確認商譽減值虧損撥備約港幣58,307,000元（二零一二年：港幣7,663,000元）。

According to the management's assessment, the estimated value in use amount as at 31 December 2013 was less than the carrying amount of CGU by approximately HK$58,307,000 (2012: HK$7,663,000) as at 31 December 2013. As the carrying amount of the CGU has been reduced to its recoverable amount any adverse change in the key assumptions used to calculate the recoverable amount would result in further impairment losses. Accordingly, a provision for impairment loss on goodwill of approximately HK$58,307,000 (2012: HK$7,663,000) is recognised for the year ended 31 December 2013.

確認減值虧損乃因二零一三年苛刻的業務環境及所實施之現金產生單位策略改變所致。二零一三年來自閉路電視產品之收入較二零一二年下跌約80%，乃由於市場競爭高度激烈及管理層因而決定投入更多資源於ISS項目所致。ISS項目乃主要出售予中國政府，且ISS項目業務於二零一三年尚處於開始發展階段。本集團預期該等ISS項目將成為現金產生單位的主要重點，而於預算期間來自閉路電視產品之收入預期亦將部份自其二零一三年的低位恢復。

The recognition of an impairment loss resulted from a demanding business environment and a change in the CGU's strategy implemented during 2013. Revenue from CCTV products dropped by approximately 80% in 2013 as compared to 2012 due to the highly competitive market and consequently management decided to devote more of its resources to ISS projects. The ISS projects are mainly sold to the PRC government and the ISS project business was at the start up stage in 2013. The Group expects that these ISS projects to become the main focus for the CGU and revenues from CCTV products are also expected to partially recover from their 2013 low within the budgeted period.

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20. 其他無形資產 20. OTHER INTANGIBLE ASSETS

本集團 Group		專利權及商標 Patents and trademark 港幣千元 HK$'000	技術 Technology 港幣千元 HK$'000	服務合約 Service Contracts 港幣千元 HK$'000	客戶基礎 Customer base 港幣千元 HK$'000	未完成合約 Unfinished contracts 港幣千元 HK$'000	總計 Total 港幣千元 HK$'000
成本或估值	**Cost or valuation**						
於二零一二年一月一日	At 1 January 2012	–	123,189	–	21,613	13,203	158,005
透過業務合併收購	Acquired through business combinations	215,933	–	270,959	–	–	486,892
增加	Addition	117,937	21,997	–	–	–	139,934
匯兑調整	Currency realignment	1,846	310	4,734	–	–	6,890
於二零一二年十二月三十一日	At 31 December 2012	335,716	145,496	275,693	21,613	13,203	791,721
增加	Addition	–	48,525	–	–	–	48,525
沖銷	Write-off	–	–	–	–	(13,203)	(13,203)
匯兑調整	Currency realignment	6,535	1,575	8,190	–	–	16,300
於二零一三年十二月三十一日	At 31 December 2013	342,251	195,596	283,883	21,613	–	843,343
攤銷	**Amortisation**						
於二零一二年一月一日	At 1 January 2012	–	51,971	–	9,109	13,203	74,283
本年度攤銷開支	Amortisation charge for the year	26,364	23,998	10,765	4,156	–	65,283
匯兑調整	Currency realignment	211	52	122	–	–	385
於二零一二年十二月三十一日	At 31 December 2012	26,575	76,021	10,887	13,265	13,203	139,951
本年度攤銷開支	Amortisation charge for the year	45,570	28,582	29,851	4,156	–	108,159
沖銷時撇銷	Eliminated on write-off	–	–	–	–	(13,203)	(13,203)
匯兑調整	Currency realignment	1,069	239	770	–	–	2,078
於二零一三年十二月三十一日	At 31 December 2013	73,214	104,842	41,508	17,421	–	236,985
賬面淨值	**Net book value**						
於二零一三年十二月三十一日	At 31 December 2013	269,037	90,754	242,375	4,192	–	606,358
於二零一二年十二月三十一日	At 31 December 2012	309,141	69,475	264,806	8,348	–	651,770

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21. 存貨 21. INVENTORIES

本集團	Group	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
原材料	Raw materials	**8,001**	9,469
在製品	Work in progress	**5,569**	554
製成品	Finished goods	**10,658**	9,330
		24,228	19,353

22. 應收賬款及其他應收款項 22. TRADE AND OTHER RECEIVABLES

		二零一三年 2013 港幣千元 HK$'000 本集團 Group	二零一三年 2013 港幣千元 HK$'000 本公司 Company	二零一二年 2012 港幣千元 HK$'000 本集團 Group	二零一二年 2012 港幣千元 HK$'000 本公司 Company
應收賬款	Trade receivables	**178,902**	**–**	363,161	–
其他應收款項	Other receivables	**8,330**	**1,201**	2,454	7
應收關連人士款項	Amounts due from related parties	**2,289**	**–**	599	–
應收董事款項*(附註23)*	Amounts due from directors *(note 23)*	**61**	**–**	620	–
應收附屬公司款項	Amounts due from subsidiaries	**–**	**1,434,585**	–	1,591,256
租金及公共設施按金	Rental and utility deposits	**8,866**	**–**	3,147	2,605
預付供應商款項	Advance to suppliers	**15,297**	**3,311**	8,275	–
		213,745	**1,439,097**	378,256	1,593,868

應收關連人士、董事及附屬公司之款項乃無抵押、免息及須按要求償還。

The amounts due from related parties, directors and subsidiaries are unsecured, interest free and repayable on demand.

其他應收款項乃根據於各報告日期之個別減值評估，及於截至二零一三年及二零一二年十二月三十一日止年度內概無確認減值虧損。本集團並無就該等結餘持有任何抵押品。其他應收款項、按金及預付款項為免息。

Other receivables are assessed for impairment individually at each reporting date and no impairment losses was recognised during the years ended 31 December 2013 and 2012. The Group does not hold any collateral over these balances. Other receivables, deposits and prepayments are interest free.

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22. 應收賬款及其他應收款項（續）

一般來說，本集團所授出之信貸期介乎90日至180日，而有關銷售應用軟件持有之保證金額將於安裝軟件後12個月後收取。於報告期末，按發票日期呈列之應收賬款餘額（扣除減值虧損撥備）之賬齡分析如下。

22. TRADE AND OTHER RECEIVABLES *(continued)*

In general, the credit terms granted by the Group ranged from 90 to 180 days, while the retention monies held in relation to the sales of application software are receivable 12 months after installation of software. The following is an aged analysis of trade receivables balance net of allowance for impairment losses presented based on the invoice date at the end of reporting period.

本集團	Group	二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
賬齡：	Aged:		
30日以內	Within 30 days	**62,590**	137,144
31至60日	31 – 60 days	**275**	141,549
61至90日	61 – 90 days	**64**	6,388
91至180日	91 – 180 days	**7,920**	4,587
181至365日	181 – 365 days	**85,059**	73,476
365日以上	More than 365 days	**22,994**	17
		178,902	363,161

於本年度末之應收賬款結餘中，其中港幣43,568,000元（二零一二年：港幣94,178,000元）為應收本集團之最大客戶款項。另外七位客戶（二零一二年：八位客戶）佔應收賬款結餘總額逾5%。該等客戶並無任何過往拖欠記錄。

Of the trade receivables balance at the end of the year, HK$43,568,000 (2012: HK$94,178,000) is due from the Group's largest customer. There are another seven customers (2012: eight customers) who represent more than 5% of the total balance of trade receivables. These customers are with no history of default in the past.

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22. 應收賬款及其他應收款項（續）

下表乃年內應收賬款減值虧損之對賬：

22. TRADE AND OTHER RECEIVABLES *(continued)*

The below table reconciled the impairment loss of trade receivables for the year:

本集團	Group	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
於一月一日	At 1 January	–	23,493
已確認減值虧損之撥回	Recovery of impairment loss recognised	–	(23,493)
於十二月三十一日	At 31 December	–	–

應收賬款結餘（扣除減值虧損）於報告期末根據發票到期日之賬齡分析如下：

The following is the aging analysis of trade receivables balance (net of impairment loss) based on the invoices' due date as of the end of the reporting period:

本集團	Group	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
即期（*附註a*）	Current *(note a)*	**117,224**	247,933
逾期少於30日	Less than 30 days past due	**17,623**	72,075
逾期31至90日	31 – 90 days past due	**7,574**	16,916
逾期91至120日	91 – 120 days past due	**19,540**	26,237
逾期121至365日	121 – 365 days past due	**15,951**	–
逾期365日以上	More than 365 days past due	**990**	–
於報告期末已逾期但並未減值之款項（*附註b*）	Amount past due but not impaired at the end of reporting period *(note b)*	**61,678**	115,228
		178,902	363,161

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22. 應收賬款及其他應收款項（續）

附註：

(a) 既未逾期亦未減值之應收賬款客戶近期並沒有拖欠記錄。

(b) 於各報告日期，本集團之應收賬款已就減值而言作出個別及共同釐定。個別減值之應收賬款已根據客戶之信貸記錄、財務困難跡象、拖欠付款及當前市況予以確認。本集團並無就該等結餘持有任何抵押品或其他信貸加強項目，亦無以本集團應付對約方之任何款項作對銷的法定權利。

已逾期但未減值之結餘約港幣61,678,000元（二零一二年：港幣115,228,000元）乃有關信貸質素並無重大變動之結餘，故該等款項仍被認為可予收回。

22. TRADE AND OTHER RECEIVABLES *(continued)*

Note:

(a) The balances that were neither past due nor impaired relate to customers for whom there was no recent history of default.

(b) At each reporting date, the Group's trade receivables were individually and collectively determined for impairment purposes. The individually impaired receivables are recognised based on the credit history of the customers, indication of financial difficulties, default in payments and current market conditions. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

The balances of approximately HK$61,678,000 (2012: HK$115,228,000) which were past due but not impaired related to balances where there has not been a significant change in credit quality and the amounts are still considered recoverable.

23. 給予高級職員之墊款

給予本集團之高級職員之墊款詳情根據公司條例第161B條披露如下：

給予本集團之高級職員之墊款

借款人姓名		楊馬先生 董事	劉中奎先生 董事	王波先生 董事	李赫 高級副總裁	總計
Name of borrower		Mr. Yang Ma, director	Mr. Liu Zhongkui, director	Mr. Wang Bo, director	Mr. Li He, senior vice president	Total
有關墊款之餘額						
		港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000
於二零一三年十二月三十一日	At 31 December 2013	57	4	–	260	321
於二零一三年一月一日	At 1 January 2013	–	17	603	–	620
年內未償還之最大餘額	Maximum balance outstanding during the year	57	17	603	260	937

上述墊款乃無抵押、免息並須按要求償還。

23. ADVANCES TO OFFICERS

Details of advances to officers of the Group disclosed pursuant to Section 161B of the Companies Ordinance are as follows:

Advances to officers by the Group

Balance of the relevant advances

The above advances are unsecured, interest free and repayable on demand.

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24. 現金及現金等值

(a) 以人民幣計值分別為港幣2,174,013,000元及港幣25,658,000元(二零一二年:港幣1,574,735,000元及港幣31,257,000元)之銀行結餘計入本集團及本公司之銀行及現金結餘。人民幣並非可自由兑換之貨幣。根據中國大陸之外匯管理條例及結匯、售匯及付匯管理規定,本集團及本公司可透過獲授權進行外匯業務之銀行將人民幣兑換為外幣。

存放於銀行之現金按以每日銀行存款利率為基準之浮動利率賺取利息。

(b) 受限制銀行存款

計入本集團之於二零一三年十二月三十一日之餘額包括分別指定及僅可用以於中國成立新附屬公司及股息付款之餘額約港幣零元(二零一二年:港幣16,792,000元)及港幣1,085,000元(二零一二年:港幣1,708,000元)。

計入本公司之於二零一三年十二月三十一日之餘額港幣1,085,000元(二零一二年:港幣1,708,000元)僅可用於股息付款。

24. CASH AND CASH EQUIVALENTS

(a) Included in bank and cash balances of the Group and the Company are HK$2,174,013,000 and HK$25,658,000 (2012: HK$1,574,735,000 and HK$31,257,000), respectively, of bank balances denominated in RMB. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group and the Company are permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates.

(b) Restricted bank deposits

The balances as at 31 December 2013 recorded in the Group comprised balance of approximately HK$ Nil (2012: HK$16,792,000) and HK$1,085,000 (2012: HK$1,708,000) which were designated and could only be applied in the establishment of new subsidiary in the PRC and dividend payment respectively.

The balance of HK$1,085,000 (2012: HK$1,708,000) as at 31 December 2013 recorded in the Company could only be applied in dividend payment.

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24. 現金及現金等值 *(續)*
(c) 主要非現金交易

24. CASH AND CASH EQUIVALENTS *(continued)*
(c) Major non-cash transactions

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
投資活動	**Investing activities**		
收購資產之股權代價	Equity consideration for acquisition of assets	–	59,653
業務合併之股權代價	Equity consideration for business combination	–	337,170
		–	396,823

25. 應付賬款及其他應付款項
25. TRADE AND OTHER PAYABLES

		二零一三年 2013 港幣千元 HK$'000 本集團 Group	 港幣千元 HK$'000 本公司 Company	二零一二年 2012 港幣千元 HK$'000 本集團 Group	 港幣千元 HK$'000 本公司 Company
應付賬款	Trade payables	**16,129**	**–**	22,900	–
現金代價*(附註a)*	Cash consideration *(note a)*	**41,296**	**41,296**	96,700	96,700
其他應付款項及應計費用	Other payables and accruals	**14,950**	**4,066**	19,666	2,972
其他應付稅項	Other tax payables	**16,503**	**–**	13,568	–
應付關連人士款項*(附註b)*	Amounts due to related parties *(note b)*	**–**	**–**	3,870	–
預收客戶款項	Advance from customers	**620**	**–**	7,092	–
		89,498	**45,362**	163,796	99,672

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25. 應付賬款及其他應付款項（續）

附註：

(a) 現金代價用於收購煜宏集團。於截至二零一三年十二月三十一日止年度，本公司已支付予賣方港幣55,404,000元及餘款將於二零一四年一月支付。

(b) 應付關連人士款項為無抵押、免息及須按要求償還。

一般來說，供應商所授出之信貸期介乎90日至180日。按發票日期編製之應付賬款之賬齡分析如下：

25. TRADE AND OTHER PAYABLES *(continued)*

Note:

(a) The cash consideration is for the acquisition of Yu Hong Group. During the year ended 31 December 2013, the Company paid HK$55,404,000 to the vendor and the remaining balance is to be paid in January 2014.

(b) The amounts due to related parties are unsecured, interest free and repayable on demand.

In general, the credit terms granted by suppliers ranged from 90 to 180 days. The aging analysis of trade payables prepared based on invoice date is as follows:

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
賬齡：	Aged:		
30日以內	Within 30 days	**5,142**	8,308
31至60日	31 – 60 days	**344**	2,150
61至90日	61 – 90 days	**147**	1,904
91至180日	91 – 180 days	**367**	937
181至365日	181 – 365 days	**453**	1,087
365日以上	More than 365 days	**9,676**	8,514
		16,129	22,900

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26. 或然代價股份

26. CONTINGENT CONSIDERATION SHARES

本集團及本公司	The Group and the Company	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
收購附屬公司之或然代價股份之公允價值	Fair value of contingent consideration shares for the acquisition of subsidiaries	**124,915**	270,142

本集團於截至二零一二年十二月三十一日止年度收購達嘉集團之全部股權。作為收購達嘉集團之代價，本集團須以下列方式分五批發行203,114,421股代價股份：

(i) 首批30,467,163股股份（初步為於完成日期發行之港幣45,000,000元之代價股份），須受吉林贏科之資產淨值金額為不少於港幣45,000,000元所規限；

(ii) 第二批30,467,163股股份（初步為港幣90,000,000元之代價股份減首批之結果）。此外，其亦須受達嘉集團截至二零一二年九月三十日止九個月之盈利保證港幣36,000,000元所規限；

(iii) 第三批40,622,884股股份（初步為港幣60,000,000元之代價股份），其須受達嘉集團截至二零一二年十二月三十一日止年度之盈利保證港幣60,000,000元所規限；

(iv) 第四批50,778,605股股份（初步為港幣75,000,000元之代價股份），其須受達嘉集團截至二零一三年六月三十日止六個月之盈利保證港幣39,000,000元所規限；及

(v) 第五批50,778,606股股份（初步為港幣75,000,000元之代價股份），其須受達嘉集團截至二零一三年十二月三十一日止年度之盈利保證港幣78,000,000元所規限。

The Group acquired the entire equity interest of Tech Praise Group during the year ended 31 December 2012. As consideration for the acquisition of Tech Praise Group, the Group was required to issue 203,114,421 Consideration Shares based on five tranches in the following manner:–

(i) The 1st tranche of 30,467,163 shares, initially being HK$45,000,000 of Consideration Shares issued on the Completion Date, which is subject to the amount of net assets of Jilin Yingke being no less than HK$45,000,000;

(ii) The 2nd tranche of 30,467,163 shares, initially being the result of subtracting the 1st tranche from HK$90,000,000 of Consideration Shares. Further, it is also subject to the profit guarantee of HK$36,000,000 of Tech Praise Group for the nine months ended 30 September 2012;

(iii) The 3rd tranche of 40,622,884 shares, initially being HK$60,000,000 of Consideration Shares, which is subject to the profit guarantee of HK$60,000,000 of Tech Praise Group for the year ended 31 December 2012;

(iv) The 4th tranche of 50,778,605 shares, initially being HK$75,000,000 of Consideration Shares, which is subject to the profit guarantee of HK$39,000,000 of Tech Praise for the six months ending 30 June 2013; and

(v) The 5th tranche of 50,778,606 shares, initially being HK$75,000,000 of Consideration Shares, which is subject to the profit guarantee of HK$78,000,000 of Tech Praise Group for the year ending 31 December 2013.

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27. 承兑票據 27. PROMISSORY NOTE

本集團及本公司	The Group and the Company	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
於年初	At the beginning of year	**78,658**	–
於發行日期之公允價值（*附註a*）	Fair value at date of issue *(note a)*	**–**	173,822
盈利保證產生之補償收益（*附註b*）	Compensation gain arising from profit guarantee *(note b)*	**–**	(101,490)
於年內確認之推算利息	Imputed interest recognised during the year	**8,852**	6,326
於年終	At the end of year	**87,510**	78,658

附註：

(a) 於截至二零一二年十二月三十一日止年度，本公司發行本金額為港幣189,000,000元之零息承兑票據（「承兑票據」）作為收購煜宏集團之全部股權之部份代價。承兑票據有兩年之到期期限及將於二零一四年一月十日到期。

根據資產評值進行之獨立估值，承兑票據於收購日期之公允價值被釐定為約港幣173,822,000元。承兑票據之實際利率釐定為每年4.77%。

(b) 根據業務合併之完成，承兑票據須受煜宏集團截至二零一二年十二月三十一日止年度之港幣90,000,000元盈利保證（「二零一二年盈利保證」）所規限，因此分類為或然代價。

二零一二年盈利保證並未達成，補償金額乃根據溢利不足及市盈率3.5釐定。補償金額乃透過抵銷承兑票據的本金額而結算。相應收益港幣101,490,000元於綜合財務報表中其他收益及虧損內確認。於釐定二零一二年盈利保證後，承兑票據不再分類為或然代價而分類為按攤銷成本列賬的金融負債。

Note:

(a) The Company issued a zero-coupon promissory note in the principal amount of HK$189,000,000 (the "Promissory Note") as part of the consideration for the acquisition of the entire equity of Yu Hong Group during the year ended 31 December 2012. The Promissory Note has a two-year term and will be matured on 10 January 2014.

The fair value of the Promissory Note was determined at approximately HK$173,822,000 at the acquisition date, based on an independent valuation carried out by Asset Appraisal. The effective interest rate of the Promissory Note was determined to be 4.77% per annum.

(b) Pursuant to the completion of the business combination, the Promissory Note was subject to a profit guarantee of Yu Hong Group for the year ended 31 December 2012 of HK$90,000,000 (the "2012 Profit Guarantee") and therefore classified as contingent consideration.

The 2012 Profit Guarantee was not met and the compensation amount was determined based on the profit shortfall and a price earnings multiple of 3.5. The compensation amount was settled by offsetting against the principle amount of the Promissory Note. The corresponding gain of HK$101,490,000 was recognised in other gains and losses in the consolidated financial statements. After the determination of the 2012 Profit Guarantee the Promissory Note is no longer classified as contingent consideration but as a financial liability carried at amortised cost.

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28. 遞延稅項

於本年度及過往年度已確認之遞延稅項資產及負債及變動之詳情：

28. DEFERRED TAX

Details of the deferred tax assets and liabilities recognised and movements during the current and prior years:

本集團	Group	無形資產 Intangible assets	物業、廠房及設備之減值虧損撥備 Provision of impairment loss on property, plant and equipment	應收賬款之減值虧損撥備 Provision of impairment loss on trade receivables	存貨之減值虧損撥備 Provision of impairment loss on inventories	稅項虧損 Tax losses	合計 Total
		港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000
於二零一二年一月一日	At 1 January 2012	(11,929)	2,335	3,003	–	–	(6,591)
年內計入損益／從損益（扣除）	Credit/(charge) to profit or loss for the year	13,502	(690)	(2,997)	–	–	9,815
於年內收購附屬公司	Acquisitions of subsidiaries during the year	(100,974)	–	–	–	–	(100,974)
匯兑差額	Exchange differences	(1,169)	14	(6)	–	–	(1,161)
於二零一二年十二月三十一日及二零一三年一月一日	At 31 December 2012 and 1 January 2013	(100,570)	1,659	–	–	–	(98,911)
年內計入損益／從損益（扣除）	Credit/(charge) to profit or loss for the year	15,273	(1,684)	–	654	3,407	17,650
匯兑差額	Exchange differences	(2,588)	25	–	10	51	(2,502)
於二零一三年十二月三十一日	At 31 December 2013	(87,885)	–	–	664	3,458	(83,763)

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司按所賺取之收益而宣派之股息均須代扣代繳所得稅。由於本集團能夠控制暫時性差額回撥之時間且此等暫時性差額可能不會於可見將來被回撥，故此，並無於綜合財務報表內就中國附屬公司之累計收益而產生之暫時性差額港幣2,128,342,000元（二零一二年：港幣1,446,552,000元）作出遞延稅項撥備。

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK$2,128,342,000 (2012: HK$1,446,552,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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二零一三年十二月三十一日 31 December 2013

29. 股本
法定、已發行及繳足

29. SHARE CAPITAL
Authorised, issued and fully paid

		二零一三年 2013 數目 千股 Number '000	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 數目 千股 Number '000	二零一二年 2012 港幣千元 HK$'000
法定	Authorised				
每股面值港幣0.1元之普通股*(附註a)*	Ordinary shares of HK$0.1 each *(note a)*	**8,000,000**	**800,000**	4,000,000	400,000
已發行及繳足	Issued and fully paid				
每股面值港幣0.1元之普通股	Ordinary shares of HK$0.1 each				
年初	At beginning of year	**2,826,161**	**282,616**	2,680,873	268,087
行使認股權證時所發行之股份*(附註b)*	Issue of shares on exercise of warrants *(note b)*	**–**	**–**	15,000	1,500
行使購股權時所發行之股份*(附註c)*	Issue of shares on exercise of share options *(note c)*	**94,846**	**9,485**	37,000	3,700
購買本身股份以註銷*(附註d)*	Purchase of own shares for cancellation *(note d)*	**(2,200)**	**(220)**	–	–
發行新股份*(附註e)*	Issue of new shares *(note e)*	**91,401**	**9,140**	93,288	9,329
年終	At end of the year	**3,010,208**	**301,021**	2,826,161	282,616

附註：

(a) 根據於二零一三年五月三十一日通過之普通決議案，本公司通過增設4,000,000,000股每股面值港幣0.1元之額外普通股之方式，將其法定股本由港幣400,000,000元（分為4,000,000,000股每股面值港幣0.1元之普通股）增至港幣800,000,000元。所有新股份於所有方面均與本公司當時之現有股份享有同等地位。

Note:

(a) By an ordinary resolution passed on 31 May 2013, the authorised share capital of the Company was increased from HK$400,000,000 divided into 4,000,000,000 ordinary shares of HK$0.1 each to HK$800,000,000 by the creation of a further 4,000,000,000 ordinary shares of HK$0.1 each. All new shares rank pari passu in all respects with the then existing shares of the Company.

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29. 股本（續）

法定、已發行及繳足（續）

附註：（續）

(b) 於二零一零年十月二十八日，本公司與獨立配售代理（「配售代理」）訂立認股權證配售協議，據此，本公司已委任配售代理為唯一及獨家配售代理以按盡力基準促使不少於六名承配人按認股權證發行價每份認股權證港幣0.01元認購最多達100,000,000份非上市認股權證（「認股權證」）。發行認股權證之所得款項淨額為港幣872,000元。

認股權證賦予承配人權利於自認股權證發行日期（包括該日）起24個月期間內按初步認購價每股新股份港幣1.22元（可予調整）認購最多達100,000,000股新股份。每份認股權證初步附帶可認購一股新股份之權利。

截至二零一二年十二月三十一日止年度，15,000,000份認股權證已按認購價每股港幣1.22元獲行使，導致發行15,000,000股每股面值港幣0.1元之普通股。所有認股權證已於截至二零一二年十二月三十一日止年度獲行使。

(c) 於二零一一年四月一日及二零一二年四月十六日，根據本公司於二零零三年十一月三日採納之購股權計劃，總計37,000,000份及158,820,000份可認購本公司每股面值港幣0.10元之普通股之購股權獲授予承授人（「承授人」），惟須待承授人接納後，方可作實。

截至二零一二年及二零一三年十二月三十一日止年度，合共37,000,000份及91,096,000份購股權按認購價每股港幣1.5元獲行使，分別導致發行37,000,000股及91,096,000股每股面值港幣0.1元之普通股。

截至二零一三年十二月三十一日止年度，合共3,750,000份購股權按認購價每股港幣2.25元獲行使，導致發行3,750,000股每股面值港幣0.1元之普通股。

29. SHARE CAPITAL *(continued)*

Authorised, issued and fully paid *(continued)*

Note: (continued)

(b) On 28 October 2010, the Company entered into the warrant placing agreement with an independent placing agent (the "Placing Agent"), whereby the Company appointed the Placing Agent as the sole and exclusive placing agent to procure not less than six placees to subscribe for up to 100,000,000 unlisted warrants (the "Warrants"), on the best effort basis, at the warrant issue price of HK$0.01 per Warrant. The net proceed from issue of warrants amounted to HK$872,000.

The Warrants entitle the placees to subscribe for a maximum of 100,000,000 new shares at an initial subscription price of HK$1.22 per new share (subject to adjustment) for a period of 24 months commencing from (and inclusive of) the date of issue of the Warrants. Each Warrant initially carries the right to subscribe for one new share.

During the year ended 31 December 2012, 15,000,000 warrants were exercised at a subscription price of HK$1.22 per share, resulting in the issue of 15,000,000 ordinary shares of HK$0.1 each. All the warrants were exercised during the year ended 31 December 2012.

(c) On 1 April 2011 and 16 April 2012, a total of 37,000,000 and 158,820,000 share options to subscribe for ordinary shares of HK$0.10 each of the Company were granted to the grantees (the "Grantees"), subject to acceptance by the Grantees, under the share option scheme adopted by the Company on 3 November 2003.

During the years ended 31 December 2012 and 2013, a total of 37,000,000 and 91,096,000 share options were exercised at a subscription price of HK$1.5 per share, resulting in the issue of 37,000,000 and 91,096,000 ordinary shares of HK$0.1 each, respectively.

During the year ended 31 December 2013, a total of 3,750,000 share options were exercised at a subscription price of HK$2.25 per share, resulting in the issue of 3,750,000 ordinary shares of HK$0.1 each.

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29. 股本 *(續)*

法定、已發行及繳足 *(續)*

附註：(續)

(d) 根據於二零一一年六月三日舉行之本公司之股東週年大會上授予董事之購回授權(「購回授權」)，董事獲准回購不超過本公司已發行股本10%之本公司股份。截至二零一三年十二月三十一日，本公司已購回合共2,200,000股其本身股份。

(e) 於二零一二年五月四日，本公司就收購安芯美特控股有限公司發行合共32,353,756股股份。

截至二零一二年及二零一三年十二月三十一日止年度，本公司就收購達嘉集團發行合共60,934,326股及91,401,489股股份。

資本管理政策

本集團管理資本之目標為保障集團實體持續經營之能力，從而使其可通過對產品及服務制定相當於風險水平之價格及按合理成本獲得融資持續為股東提供回報及為其他權益持有人提供利益。

本集團設立與風險對應之資本金額。本集團管理資本架構並就經濟狀況變動及相關資產之風險特性對其作出調整。為了維持或調整資本架構，本集團可調整向股東支付之股息金額、向股東退還資本、發行新股份或出售資產以減少債務。年內概無對該等目標或政策作出改變。

29. SHARE CAPITAL *(continued)*

Authorised, issued and fully paid *(continued)*

Note: (continued)

(d) Pursuant to the repurchase mandate granted to the directors at the annual general meeting of the Company held on 3 June 2011 (the "Repurchase Mandate"), the directors are allowed to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company. Up to 31 December 2013, the Company has repurchased a total of 2,200,000 of its own shares.

(e) On 4 May 2012, a total of 32,353,756 shares were issued for the acquisition of Anxin Mate Holdings Limited.

During the years ended 31 December 2012 and 2013, a total of 60,934,326 and 91,401,489 shares were issued for the acquisition of Tech Praise Group.

Capital management policy

The Group's objectives when managing capital are to safeguard the group entities' 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.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts. No changes were made to the objectives or policies during the year.

財務報表附註
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29. 股本 *(續)*

資本管理政策 *(續)*

本集團之資本架構僅包括歸屬於本公司擁有人應佔的權益(包括股本及儲備)。

本集團參考其資產狀況監察資本。本集團之策略為維繫堅實之基礎以支持其業務之長期營運及發展。於二零一三年十二月三十一日,本集團之權益股東應佔權益與其總資產之比率為91.1%(二零一二年:83.5%)。

本公司或任何其附屬公司毋須面對任何外部施加之資本要求。

29. SHARE CAPITAL *(continued)*

Capital management policy *(continued)*

The capital structure of the Group consists of equity attributable to owners of the Company only, comprising share capital and reserves.

The Group monitors capital with reference to its assets position. The Group's strategy is to maintain a solid base to support the operations and development of its business in the long term. The Group's equity attributable to equity shareholders over its total assets, as at 31 December 2013 was 91.1% (2012: 83.5%).

Neither the Company nor any of its subsidiaries are subject to any externally imposed capital requirement.

30. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備金額及其變動情況乃於財務報表之綜合權益變動表內呈列。股份溢價、認股權證儲備、股份獎勵計劃持有之股份、股本儲備、以股份形式付款儲備、購股權儲備、建議末期股息及累計虧損之性質及目的乃於下文附註(b)闡釋。

30. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements. Nature and purpose of the share premium, warrant reserve, shares held for share award scheme, capital reserve, share-based payment reserve, share option reserve, proposed final dividend and accumulated losses are explained in note (b) below.

財務報表附註
Notes to the Financial Statements

二零一三年十二月三十一日 31 December 2013

30. 儲備 *(續)*
(b) 本公司

30. RESERVES *(continued)*
(b) Company

		股份溢價	認股權證儲備	股份獎勵計劃持有之股份	股本儲備	以股份形式付款儲備	購股權儲備	擬派末期股息	累計虧損	合計
		Share premium *(附註i) (note i)*	Warrant reserve *(附註ii) (note ii)*	Shares held for share award scheme *(附註iii) (note iii)*	Capital reserve *(附註iv) (note iv)*	Share-based payment reserve *(附註v) (note v)*	Share option reserve *(附註vi) (note vi)*	Proposed final dividend *(附註vii) (note vii)*	Accumulated losses *(附註viii) (note viii)*	Total
		港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000
於二零一二年一月一日	At 1 January 2012	1,516,523	131	–	14,911	–	25,289	80,426	(188,038)	1,449,242
於行使認股權證時發行股份	Issue of shares upon exercise of warrants	16,931	(131)	–	–	–	–	–	–	16,800
於行使購股權時發行股份	Issue of shares upon exercise of share options	72,628	–	–	–	–	(20,828)	–	–	51,800
發行新股份	Issue of new shares	150,561	–	–	–	–	–	–	–	150,561
以股份形式付款開支	Share-based payment expenses	–	–	–	–	–	70,392	–	–	70,392
權益結算股份付款開支	Equity-settled share-based payment expenses	–	–	–	–	28,795	–	–	–	28,795
分派二零一一年末期股息	Distribution of 2011 final dividend	(970)	–	–	–	–	–	(80,426)	–	(81,396)
擬派末期股息	Proposed final dividend	(101,827)	–	–	–	–	–	101,827	–	–
年度虧損	Loss for the year	–	–	–	–	–	–	–	(93,342)	(93,342)
於二零一二年十二月三十一日	At 31 December 2012	1,653,846	–	–	14,911	28,795	74,853	101,827	(281,380)	1,592,852
於二零一三年一月一日	At 1 January 2013	1,653,846	–	–	14,911	28,795	74,853	101,827	(281,380)	1,592,852
於行使購股權時發行股份	Issue of shares upon exercise of share options	189,807	–	–	–	–	(54,210)	–	–	135,597
已歸屬之購股權失效*(附註34)*	Vested share options lapsed *(note 34)*	–	–	–	–	–	(22,726)	–	22,726	–
發行新股份	Issue of new shares	197,224	–	–	–	–	–	–	–	197,224
就股份獎勵計劃購買之股份	Shares purchased for share award scheme	–	–	(19,815)	–	–	–	–	–	(19,815)
以股份形式付款開支	Share-based payment expenses	–	–	–	–	–	8,724	–	–	8,724
因註銷購買本身股份	Purchase of own shares for cancellation	(3,355)	–	–	–	–	–	–	–	(3,355)
權益結算股份付款開支	Equity-settled share-based payment expenses	–	–	–	–	17,277	–	–	–	17,277
分派二零一二年末期股息	Distribution of 2012 final dividend	(1,455)	–	–	–	–	–	(101,827)	–	(103,282)
分派二零一三年中期股息	Distribution of 2013 Interim dividend	(41,191)	–	–	–	–	–	–	–	(41,191)
擬派末期股息	Proposed final dividend	(30,102)	–	–	–	–	–	30,102	–	–
年度虧損	Loss for the year	–	–	–	–	–	–	–	(166,240)	(166,240)
就股份獎勵計劃購買之股份之二零一二年末期股息	2012 final dividend for shares purchased for share award scheme	435	–	–	–	–	–	–	–	435
就股份獎勵計劃購買之股份之二零一三年中期股息	2013 interim dividend for shares purchased for share award scheme	169	–	–	–	–	–	–	–	169
於二零一三年十二月三十一日	At 31 December 2013	1,965,378	–	(19,815)	14,911	46,072	6,641	30,102	(424,894)	1,618,395

附註：

(i) 股份溢價

股份溢價乃本公司股份以溢價發行時所得資金，撇除發行股份費用後，與股份面值之差異。根據開曼群島公司法，股份溢價賬可分派予本公司股東，惟緊隨建議分派股息日期後，本公司可清償其一般業務過程中之到期債務。

Note:

(i) Share Premium

Share premium is the excess of the proceeds received over the nominal value of the shares of the Company issued at a premium, less the amount of expenses incurred in connection with the issue of the shares. Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

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二零一三年十二月三十一日 31 December 2013

30. 儲備（續）

(b) 本公司（續）

附註：（續）

(ii) 認股權證儲備

認股權證儲備為不可分派儲備，及將於認股權證獲行使時轉撥至股份溢價賬。於認股權證行使期間屆滿時，未行使認股權證涉及之認股權證儲備結餘將轉撥至保留溢利。

(iii) 股份獎勵計劃持有之股份

股份獎勵計劃持有之股份包括根據載於附註33所述之股份獎勵計劃將獎勵予經甄選董事及僱員之所購買及持有之股份。

(iv) 股本儲備

股本儲備指豁免應付本公司一名股東之款項。

(v) 以股份形式付款儲備

誠如附註34所述，以股份形式付款儲備乃用於記錄就將於未來三年提供之服務而將支付予賣方之股權福利之價值。

(vi) 購股權儲備

誠如附註34所述，購股權儲備乃用於將提供予僱員及顧問之股權福利價值作為其酬金之一部份。

(vii) 擬派末期股息

誠如附註31所述，該儲備指董事擬派之末期股息。

(viii) 累計虧損

累計虧損指於損益確認之累計收益及虧損淨額。

30. RESERVES (continued)

(b) Company (continued)

Note: (continued)

(ii) Warrant reserve

Warrant reserve is non-distributable and will be transferred to share premium account upon the exercise of warrants. Balance of warrant reserve in relation to the unexercised warrants at the expiry of the exercise period of the warrants will be transferred to retained profits.

(iii) Shares held for share award scheme

Shares held for share award scheme comprised shares purchased and held which will be awarded to selected directors and employees in accordance with share award scheme as described in note 33.

(iv) Capital reserve

Capital reserve represents the waiver of an amount due to a shareholder of the Company.

(v) Share-based payment reserve

Share-based payment reserve is used to record the value of equity benefits to be paid to vendor for the services rendered in next three years as described in note 34.

(vi) Share option reserve

Share option reserve is used to record the value of equity benefits provided to employees and consultants as part of their remuneration as described in note 34.

(vii) Proposed final dividend

The reserve represents a final dividend proposed by the directors as described in note 31.

(viii) Accumulated losses

Accumulated losses represent cumulative net gains and losses recognised in profit or loss.

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二零一三年十二月三十一日 31 December 2013

30. 儲備 *(續)* 30. RESERVES *(continued)*

(c) 其他綜合收益 (c) Other comprehensive income

		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
其他綜合收益包括：	Other comprehensive income includes:		
換算海外業務產生之匯兑差額	Exchange differences arising on translating foreign operations	**112,733**	37,354
其他綜合收益	Other comprehensive income	**112,733**	37,354

31. 股息 31. DIVIDENDS

		Company 本公司	
		二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
已付中期股息－每股港幣1.4仙（二零一二年：港幣零仙）	Interim, paid – HK1.4 cents (2012: HK Nil cents) per share	**41,191**	–
建議末期股息－每股港幣1.0仙（二零一二年：港幣3.6仙）	Final, proposed – HK1.0 cents (2012: HK3.6 cents) per share	**30,102**	103,282
		71,293	103,282

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31. 股息 *(續)*

於二零一四年三月二十五日舉行之本公司董事會會議上，董事建議派發末期股息每股普通股港幣1.0仙（二零一二年：港幣3.6仙）。擬派股息總額合計為港幣30,102,000元（其包括股份獎勵計劃（誠如附註33所載）持有之股份有關之股息約港幣121,000元（二零一二年：港幣零元）），是基於本報告日期已發行股份3,010,208,413股所計算。擬派股息須待股東於應屆股東週年大會上批准後方可作實，且並無於該等財務報表反映作應付股息。擬派股息將會反映作截至二零一三年十二月三十一日止年度之股份溢價之撥款。

31. DIVIDENDS *(continued)*

At the Company's board meeting held on 25 March 2014, the directors recommended a final dividend of HK1.0 cents (2012: HK3.6 cents) per ordinary share. The proposed dividend of HK$30,102,000, which includes dividends of approximately HK$121,000 (2012: HK$ Nil) relating to shares held for share award scheme as set out in note 33, is calculated on the basis of 3,010,208,413 shares in issue at the date of this report. The proposed dividend is subject to the approval of the shareholders at the forthcoming annual general meeting and not reflected as a dividend payable in these financial statements. It will be reflected as an appropriation of share premium for the year ended 31 December 2013.

32. 租賃

經營租賃（作為承租人）

本集團租賃其大部份辦公物業。物業租賃條款須每1至2年檢討租金，且大部份均設有解約條款。

確認為開支之租賃款項如下：

32. LEASES

Operating leases as lessee

The Group leases the majority of its office properties. The terms of property leases are subject to rental reviews every 1 to 2 years and many have break clauses.

The lease payments recognised as an expense are as follows:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
最低租賃款項	Minimum leases payments	**8,193**	9,325

未來最低租賃款項總額到期年限如下：

The total future minimum lease payments are due as follows:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
不超過一年	Not later than one year	**7,945**	2,322
超過一年但不超過五年	Later than one year and not later than five years	**1,874**	13
		9,819	2,335

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32. 租賃 *(續)*

經營租賃(作為出租人)

不可撤銷經營租賃項下之最低應收租金如下:

32. LEASES *(continued)*

Operating leases as lessor

The minimum rental receivables under non-cancellable operating leases are as follows:

		二零一三年 **2013** **港幣千元** **HK$'000**	二零一二年 2012 港幣千元 HK$'000
不超過一年	Not later than one year	**395**	1,461

33. 股份獎勵計劃持有之股份

根據日期為二零一三年四月九日之公佈,本公司已採納一份股份獎勵計劃(「該計劃」),據此,本公司股份可根據其條款向合資格僱員作出獎勵。該計劃之營運自二零一三年四月八日起計為期十年。

已委任一名信託人及本公司可不時向信託人提供供款金額以就該計劃購買、管理及持有本公司股份。本公司不應作出任何進一步股份獎勵,而導致本公司根據該計劃作出之股份獎勵面值總額超過本公司於作出有關獎勵時之已發行股本之10%。於獎勵股份歸屬於合資格僱員前,就信託人所持有之獎勵股份之應收股息乃被視為信託基金之收入。本公司於截至二零一三年十二月三十一日止年度概無向僱員授出任何獎勵股份。

33. SHARES HELD FOR SHARE AWARD SCHEME

Pursuant to an announcement dated 9 April 2013, the Company adopted a share award scheme (the "Scheme") under which shares of the Company may be awarded to eligible employees in accordance with its provisions. The Scheme operates for 10 years from 8 April 2013.

A trustee has been appointed and the Company may provide contributed amount to the trustee from time to time for the purpose of purchasing, administrating and holding the Company's shares for the Scheme. The Company shall not make any further award of shares which result in the aggregate nominal value of the shares awarded by the Company under the Scheme exceeding 10% of the issued share capital of the Company shares at the time of such award. Dividend receivable relating to award shares held by the trustee before the award shares are vested with eligible employees is treated as income of the trust fund. No award shares were granted by the Company to employees during the year ended 31 December 2013.

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33. 股份獎勵計劃持有之股份 *(續)*

該計劃所持有之股份數目變動如下：

33. SHARES HELD FOR SHARE AWARD SCHEME *(continued)*

Movement in the number of shares held under the Scheme is as follows:

		所持股份數目 Number of shares held 千股 '000	金額 Amounts 港幣千元 HK$'000
於年初	As beginning of year	–	–
年內已購買	Purchased during the year	12,076	19,815
年內已歸屬	Vested during the year	–	–
於二零一三年十二月三十一日	As at 31 December 2013	12,076	19,815

34. 以股份形式付款交易

(a) 購股權

本公司根據二零零三年十一月三日通過之決議案經營以股權結算以股份形式付款之薪酬計劃，旨在向經甄選之參與者提供獎勵，而酬金計劃已於二零一三年十一月二日屆滿。根據購股權計劃，本公司董事會可向下列合資格參與者授出購股權：

(i) 本公司、其任何附屬公司及本集團任何成員公司持有任何股權之任何實體（「所投資實體」）之任何僱員（不論全職或兼職，包括任何執行董事，但不包括任何非執行董事）；

(ii) 本公司、其任何附屬公司及任何所投資實體之任何非執行董事（包括獨立非執行董事）；

34. SHARE-BASED PAYMENT TRANSACTIONS

(a) Share options

The Company operates an equity-settled share based remuneration scheme pursuant to a resolution passed on 3 November 2003 for the primary purpose of providing incentives to selected participants, and expired on 2 November 2013. Under the Share Option Scheme, the Board of Directors of the Company may grant options to the following eligible participants:

(i) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries and any entity ("Invested Entity") in which any member of the Group holds any equity interest;

(ii) any non-executive director (including independent non-executive director) of the Company, any of its subsidiaries and any Invested Entity;

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34. 以股份形式付款交易（續）

(a) 購股權（續）

(iii) 向本集團任何成員公司或任何所投資實體提供貨品或服務之任何供應商；

(iv) 本集團任何成員公司或任何所投資實體之任何客戶；

(v) 向本集團或任何所投資實體提供研究、開發或其他技術支援服務之任何人士或實體；

(vi) 本集團任何成員公司或所投資實體之任何股東，或本集團任何成員公司或任何所投資實體發行或建議發行之任何證券之任何持有人；及

(vii) 本集團任何成員公司或任何所投資實體之任何業務範疇或業務發展之任何顧問（專業或其他）或諮詢人。

在未經本公司股東事先批准情況下，根據購股權計劃可予授出之購股權所涉及之股份總數於任何時間不得超過本公司已發行股份之30%。在未經本公司股東事先批准情況下，於任何一年內已授予及可授予任何個別人士之購股權所涉及將予發行之股份數目不得超過於授出日期前十二個月期間內本公司已發行股份之1%。

行使價乃由本公司董事釐定，並將不低於以下較高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

34. SHARE-BASED PAYMENT TRANSACTIONS *(continued)*

(a) Share options *(continued)*

(iii) any supplier of goods or services to any member of the Group or any Invested Entity;

(iv) any customer of any member of the Group or any Invested Entity;

(v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity;

(vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; and

(vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 30% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue during the twelve-month period before the date of grant, without prior approval from the Company's shareholders.

The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

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34. 以股份形式付款交易（續）

(a) 購股權（續）

有關購股權之詳情及變動情況如下：

34. SHARE-BASED PAYMENT TRANSACTIONS (continued)

(a) Share options (continued)

Details and movements of share options are as follows:

		加權平均行使價 Weighted average exercise price	數目 Number 千份 '000
於二零一二年一月一日	At 1 January 2012	港幣HK$2.25元	37,000
於年內授出	Granted during the year	港幣HK$1.50元	158,820
於年內行使	Exercised during the year	港幣HK$1.50元	(37,000)
於二零一二年十二月三十一日	At 31 December 2012	港幣HK$1.67元	158,820
於年內行使	Exercised during the year	港幣HK$1.53元	(94,846)
於年內失效	Lapsed during the year	港幣HK$2.25元	(33,250)
於二零一三年十二月三十一日	At 31 December 2013	港幣HK$1.50元	30,724
於年終可行使	Exercisable at the end of the year	港幣HK$1.50元	11,496

年內，33,250,000份已歸屬購股權已失效。就已歸屬購股權之失效而言，港幣22,726,000元之相應金額已由購股權儲備轉撥至保留溢利。

During the year, 33,250,000 vested share options were lapsed. For the lapse of the vested share options, the corresponding amount of HK$22,726,000 was transferred from share option reserve to retained profits.

於年終尚未行使購股權之加權平均行使價為港幣1.50元（二零一二年：港幣1.67元）及加權平均剩餘合約年期為1.29年（二零一二年：1.94年）。本公司於本年度內授出之購股權之有效期自二零一二年四月十六日起至二零一五年四月十五日（二零一二年：自二零一二年四月十六日至二零一五年四月十五日）。

The weighted average exercise price of options outstanding at the end of the year is HK$1.50 (2012: HK$1.67) and their weighted average remaining contractual life was 1.29 years (2012: 1.94 years). The validity period of the share options of the Company granted during the year is from 16 April 2012 to 15 April 2015 (2012: 16 April 2012 to 15 April 2015).

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34. 以股份形式付款交易（續）

(a) 購股權（續）

年內於行使購股權之行使日期之加權平均股價為港幣2.47元。

於二零一二年授出之每份購股權於授出日期之加權平均公允價值港幣0.57元乃經參考資產評值之評估使用二項式期權定價模式釐定。

以下資料乃關於釐定本年度內根據本集團實施之以股權結算以股份形式付款之薪酬計劃授出之購股權之公允價值。

所用期權定價模式	二項式期權定價模式
於授出日期之加權平均股價	港幣1.49元
授出日期	二零一二年四月十六日
行使價	港幣1.5元
加權平均合約年期	2.79年
預期波幅	71.89%
預期股息收益率	2.01%
無風險利率	0.33%

按預計股價回報之標準偏差計量之波幅假設乃根據過去156週之每週股價之統計數據分析計算得出。

預期股息收益率乃根據本公司之過往股息派付記錄計算得出。

34. SHARE-BASED PAYMENT TRANSACTIONS *(continued)*

(a) Share options *(continued)*

The weighted average share price at the date of exercise of options exercised during the year was HK$2.47.

The weighted average fair value of each option granted during 2012 amounted to HK$0.57 determined at the date of grant using the Binomial option pricing model was with reference to assessment by Assets Appraisal.

The following information is relevant in the determination of the fair value of options granted during the year under the equity-settled share based remuneration schemes operated by the Group.

Option pricing model used	Binomial option pricing model
Weighted average share price at grant date	HK$1.49
Grant date	16 April 2012
Exercise price	HK$1.5
Weighted average contractual life	2.79 years
Expected volatility	71.89%
Expected dividend yield	2.01%
Risk free interest rate	0.33%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of weekly share prices over the last 156 weeks.

The expected dividend yield is calculated based on the historical dividend payout records of the Company.

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34. 以股份形式付款交易（續）

(a) 購股權（續）

二項式模式已用於估計購股權之公允價值。用於計算購股權之公允價值之變量及假設乃基於董事之最佳估計。變量及假設之變動可導致購股權之公允價值發生變動。

根據香港財務報告準則第2號，於授出日期釐定之已授出購股權之公允價值已於歸屬期內支銷，並相應調整購股權儲備。金額約港幣8,724,000元（二零一二年：港幣70,392,000元）於截至二零一三年十二月三十一日止年度之損益內確認。

(b) 以股權結算以股份形式付款

於二零一二年三月十七日，本集團與顧問公司訂立服務協議，據此，顧問公司同意於三年內就協助本集團於中國三個城市拓展及發展ISD平台市場向本集團提供該等服務，而各有關城市須安裝最少1,000個監測點（「該等服務」）。該等服務之代價15,000,000美元（相等於港幣116,435,000元）須由本公司配發及發行三批代價股份（每批21,569,171股）方式支付。

根據香港財務報告準則第2號，該等服務之公允價值乃參考於授出日期之股價計量，金額約為港幣115,179,000元將於整個服務歸屬期內於損益確認。金額約港幣17,277,000元（二零一二年：港幣28,795,000元）已於截至二零一三年十二月三十一日止年度之損益內確認。

34. SHARE-BASED PAYMENT TRANSACTIONS *(continued)*

(a) Share options *(continued)*

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

In accordance with HKFRS 2, the fair value of share options granted determined at the date of grant is expensed over the vesting period, with a corresponding adjustment to the share option reserve. An amount approximately HK$8,724,000 (2012: HK$70,392,000) was recognised in profit or loss for the year ended 31 December 2013.

(b) Equity settled share-based payment

On 17 March 2012, the Group entered into a Services Agreement with a consulting company whereby the consulting company agreed to provide services to the Group within three years for the purpose of assisting the Group in expanding and developing markets for ISD platforms in three cities in the PRC, and each of such cities shall install at least 1,000 surveillance points ("the Services"). The consideration for the Services, being US$15,000,000 (equivalent to HK$116,435,000), shall be satisfied by the Company's allotment and issuance of three tranches of Consideration Shares of 21,569,171 shares each.

Pursuant to HKFRS 2, the fair value of the services measured with reference to the share price at date of grant amounted to approximately HK$115,179,000 will be recognised in profit and loss throughout the service vesting period. An amount of approximately HK$17,277,000 (2012: HK$28,795,000) was recognised in profit or loss for the year ended 31 December 2013.

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35. 於附屬公司之投資 35. INVESTMENTS IN SUBSIDIARIES

本公司	Company	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
非上市股份，按成本	Unlisted shares, at cost	**694,256**	694,256
減：減值虧損	Less: Impairment loss	**(55,947)**	–
		638,309	694,256

於二零一三年十二月三十一日，附屬公司詳情如下：

Details of the subsidiaries as at 31 December 2013 are as follows:

附屬公司名稱 Name of subsidiary	業務結構模式 Form of business structure	註冊成立／註冊及經營地點 Place of incorporation/ registration and operation	已發行及繳足股份／註冊資本 Issued and paid up shares/ registered capital	本公司應佔所有權權益百分比 Percentage of ownership interest attributable to the Company 直接 Directly	間接 Indirectly	主要業務 Principal activities
翔興有限公司	法團	英屬處女群島（「英屬處女群島」）	50,000美元	100%	–	投資控股
Hover Rise Limited	Corporation	The British Virgin Islands ("BVI")	US$50,000	100%	–	Investment holding
祥鷹有限公司	法團	英屬處女群島	50,000美元	–	100%	投資控股
Eagle Mascot Limited	Corporation	BVI	US$50,000	–	100%	Investment holding
毅弘控股有限公司	法團	香港	港幣10,000元	–	100%	投資控股
Eagle Champion Holdings Limited	Corporation	Hong Kong	HK$10,000	–	100%	Investment holding
安芯美特控股有限公司	法團	英屬處女群島	50,000美元	100%	–	出租軟件系統
Anxin Mate Holdings Limited	Corporation	BVI	US$50,000	100%	–	Leasing of software systems
煜宏投資有限公司	法團	英屬處女群島	150美元	100%	–	投資控股
Yu Hong Investments Limited	Corporation	BVI	US$150	100%	–	Investment holding
矩鑫投資有限公司	法團	香港	港幣1,000元	–	100%	投資控股
Island Wide Investments Limited	Corporation	Hong Kong	HK$1,000	–	100%	Investment holding
達嘉有限公司	法團	英屬處女群島	1美元	100%	–	投資控股
Tech Praise Limited	Corporation	BVI	US$1	100%	–	Investment holding

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35. 於附屬公司之投資 *(續)* 35. INVESTMENTS IN SUBSIDIARIES *(continued)*

附屬公司名稱 Name of subsidiary	業務結構模式 Form of business structure	註冊成立／註冊及經營地點 Place of incorporation/ registration and operation	已發行及繳足股份／註冊資本 Issued and paid up shares/ registered capital	本公司應佔所有權權益百分比 Percentage of ownership interest attributable to the Company 直接 Directly	 間接 Indirectly	主要業務 Principal activities
贏科投資有限公司 Win Technology Investment Co., Limited	法團 Corporation	香港 Hong Kong	港幣1元 HK$1	– –	100% 100%	投資控股 Investment holding
天帆國際企業有限公司 Skysail International Enterprises Limited	法團 Corporation	英屬處女群島 BVI	1美元 US$1	100% 100%	– –	投資控股 Investment holding
凱陽有限公司 Triumph Light Limited	法團 Corporation	香港 Hong Kong	港幣1元 HK$1	– –	100% 100%	投資控股 Investment holding
深圳市安芯數字發展有限公司 Shenzhen Anxin Digital Development Co., Ltd.	法團 Corporation	中國 The PRC	人民幣175,000,000元 RMB175,000,000	– –	100% 100%	生產系統硬件及應用軟件及按客戶需求提供系統解決方案以及提供系統解決方案之長期代理營運及維修服務 Production of system hardware and application software, and provision of system solutions according to client's need and provision of long term agency operation and maintenance services on system solutions
江蘇省洪芯智能技術有限公司 Jiangsu Hongxin Intelligence Technology Co., Ltd.	法團 Corporation	中國 The PRC	人民幣15,000,000元 RMB15,000,000	– –	100% 100%	生產智能產品及就智能系統提供諮詢服務 Production of intelligent product and provision of consultancy services on intelligent system
深圳市安科安全生產信息服務有限公司 Shenzhen Anke Safety Production Information Services Co., Ltd.	法團 Corporation	中國 The PRC	人民幣5,000,000元 RMB5,000,000	– –	100% 100%	發展企業安全技術及就企業安全技術提供顧問服務 Development on enterprise safety technology and provision of consultancy service for enterprises safety technology

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35. 於附屬公司之投資(續) 35. INVESTMENTS IN SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	業務結構模式 Form of business structure	註冊成立／註冊及經營地點 Place of incorporation/registration and operation	已發行及繳足股份／註冊資本 Issued and paid up shares/registered capital	本公司應佔所有權權益百分比 Percentage of ownership interest attributable to the Company 直接 Directly	間接 Indirectly	主要業務 Principal activities
深圳市豪威未來科技有限公司	法團	中國	人民幣10,000,000元	–	100%	安防產品及閉路電視產品(包括用於CCTV系統之DVR卡、DVR、CCD攝像機及相關配件)之設計、開發、生產及分銷
Shenzhen Hawell Advanced Technology Co., Ltd.	Corporation	The PRC	RMB10,000,000	–	100%	Design, development, production and distribution of security and protection products and CCTV products including DVR cards, DVR, CCD camera and relevant accessories for CCTV system
吉林省贏科信息技術有限公司	法團	中國	820,000美元	–	100%	銷售以安裝ISD系統之系統硬件及應用軟件及提供系統解決方案服務
Jilin Province Yingke Information Technology Co., Ltd.	Corporation	The PRC	US$820,000	–	100%	Sale of system hardware and application software for installation of ISD Systems and provision of system solutions services
深圳市芯業智能技術有限公司(「深圳芯業」)	法團	中國	人民幣10,000,000元	–	100%	生產系統硬件及應用軟件及按客戶需求提供系統解決方案以及提供系統解決方案之長期代理營運及維修服務
Shenzhen Xinye Intelligence Technology Co., Ltd. ("Shenzhen Xinye")	Corporation	The PRC	RMB10,000,000	–	100%	Production of system hardware and application software, and provision of system solutions according to client's need and provision of long term agency operation and maintenance services on system solutions

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35. 於附屬公司之投資 *(續)* 35. INVESTMENTS IN SUBSIDIARIES *(continued)*

附屬公司名稱 Name of subsidiary	業務結構模式 Form of business structure	註冊成立／註冊及經營地點 Place of incorporation/ registration and operation	已發行及繳足股份／註冊資本 Issued and paid up shares/ registered capital	本公司應佔所有權權益百分比 Percentage of ownership interest attributable to the Company 直接 Directly	 間接 Indirectly	主要業務 Principal activities
吉林省安興信息技術有限公司（「吉林安興」）	法團	中國	人民幣500,000元	–	100%	開發以安裝ISD系統之軟件系統及應用軟件及提供系統解決方案服務以及銷售系統硬件
Jilin Anxing information Technology Co., Ltd. ("Jilin Anxing")	Corporation	The PRC	RMB500,000	–	100%	Development of software system and application software for installation of ISD Systems and provision of system solutions services and sale of system hardware
湖南省芯業智能技術有限公司	法團	中國	人民幣2,000,000元	–	100%	開發智能技術、安裝安全設備、提供維修服務及銷售系統硬件及應用軟件
Hunan Xinye Intelligence Technology Co., Ltd.	Corporation	The PRC	RMB2,000,000	–	100%	Development on intelligent technology, installment of safety equipments, provision of maintenance services and sale of system hardware and application software
重慶安晟科技有限公司	法團	中國	人民幣10,000,000元	–	65%	生產系統硬件及應用軟件，及根據客戶需求提供系統解決方案以及提供系統解決方案之長期代理營運及維修服務
Chongqing Ansheng Science and Technology Co., Ltd.	Corporation	The PRC	RMB10,000,000	–	65%	Production of system hardware and application software, and provision of system solutions according to client's need and provision of long term agency operation and maintenance services on system solutions

該等附屬公司於年末或本年度任何時間內概無任何債務證券。

None of the subsidiaries had any debt securities subsisting at the end of year or at any time during the year.

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36. 關連人士交易

主要管理層為本公司董事而董事之酬金詳情載於財務報表附註13。年內其他重大關連人士交易如下：

36. RELATED PARTY TRANSACTIONS

Key management is the directors of the Company and details of directors' remuneration are given in note 13 to the financial statements. Other significant related party transactions during the year are as follows:

關連人士關係 Related party relationship	交易類別 Types of transaction	交易金額 Transaction amount 二零一三年 2013 港幣千元 HK$'000	 二零一二年 2012 港幣千元 HK$'000
關連人士*(附註(a))* Related parties *(note (a))*	租金收入 Rental income	**1,617**	591
	租金開支 Rental expenses	**1,514**	1,476
	諮詢開支*(附註(b))* Consulting expenses *(note (b))*	**468**	448

(a) 關連人士指陳洪（彼為本公司之其中一名主要股東）及其所控制之公司。

(a) Related parties represent Chen Hong, who is one of the major shareholders of the Company and the companies controlled by him.

(b) 上述開支已根據附註34(a)所載之以股權結算以股份形式付款之薪酬計劃獲補償。

(b) The above expense was compensated based on equity-settled share based remuneration scheme as set out in note 34(a).

(c) 本公司尚未對關連人士之呆壞賬作出任何撥備，亦無於二零一三年及二零一二年作出或接獲有關關連人士交易之任何承擔或擔保。

(c) The Company has not made any provision for bad or doubtful debts in respect of related parties nor has any commitment or guarantee been given or received during 2013 and 2012 regarding related party transactions.

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37. 出售附屬公司

於二零一三年七月二十五日，本集團出售其附屬公司和安控股有限公司，其持有和安（香港）控股有限公司及江蘇省和安智能技術有限公司之全部股權。

37. DISPOSAL OF SUBSIDIARIES

On 25 July 2013, the Group disposed of its subsidiary, Ease Sum Holdings Limited, which holds 100% of equity interest of Ease Sum (HK) Holdings Limited and Jiangsu Hean Intelligence Technology Co., Ltd.

失去控制權之資產及負債分析

Analysis of assets and liabilities over which control was lost

		於出售日期 二零一三年 七月二十五日 **On the date of disposal** **25/07/2013** 港幣千元 HK$'000
已收代價	**Consideration received**	1,695
流動資產	**Current assets**	
現金及現金等值	Cash and cash equivalents	341
應收賬款	Trade receivables	1,911
其他應收款項	Other receivables	43,416
		45,668
流動負債	**Current liabilities**	
其他應付款項	Other payables	(43,973)
資產淨值	**Net assets**	1,695
出售附屬公司收益	**Gain on disposal of subsidiaries**	
已收代價	Consideration received	1,695
出售之資產淨值	Net assets disposed of	(1,695)
出售收益	Gain on disposal	–
出售附屬公司產生之現金流入淨額	**Net cash inflow arising on disposal of subsidiaries**	
已收現金代價	Cash consideration received	1,695
減：出售之現金及現金等值結餘	Less: cash and cash equivalent balances disposed of	(341)
		1,354

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38. 金融工具－風險管理

本集團透過其經營業務因使用金融工具而面對以下風險：

- 市場風險（利率風險及外匯風險）
- 流動資金風險
- 信貸風險
- 股價風險

管理該等風險之政策由董事會制定並由管理層統一執行。上述各風險之政策之進一步詳情載於下文。

(a) 市場風險

(i) 利率風險

本集團的利率風險主要與以人民幣列值的銀行存款利率波動有關。本集團的政策是按浮動利率存放其銀行存款以盡量減低公允價值利率風險。董事認為，銀行結餘均於短期內到期，故利率波動之影響並不重大。

(ii) 外匯風險

外匯風險來自於集團實體訂立以其功能貨幣以外的貨幣列值的交易。管理層不時監控外匯風險，並在需要時將考慮對沖重大外幣風險。

於其報告期末，以外幣（即人民幣）列值的重大金融資產之賬面值為港幣25,905,000元（二零一二年：港幣185,362,000元）。

38. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

The Group is exposed through its operations to the following risks from its use of financial instruments:

- Market risks (Interest rate risk and foreign exchange risk)
- Liquidity risk
- Credit risk
- Equity price risk

Policies for managing these risks are set by the Board of Directors and implemented centrally by the management. The policy for each of the above risks is described in more detail below.

(a) Market risks

(i) Interest rate risk

The interest rate risk of the Group is mainly related to the fluctuation of RMB bank deposit rates. The Group policy is to keep its bank deposits at floating rate of interests so as to minimise the fair value interest rate risk. The directors consider the bank balances are within short maturity period and the effect of fluctuation in interest rates is insignificant.

(ii) Foreign exchange risk

Foreign exchange risk arises when group entities enter into transactions denominated in a currency other than their functional currencies. The management from time to time monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

The carrying amounts of the significant financial assets denominated in foreign currency (i.e. RMB) at the end of its reporting period are HK$25,905,000 (2012: HK$185,362,000).

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38. 金融工具－風險管理 *(續)*

(a) 市場風險 *(續)*

(ii)* *外匯風險 (續)

敏感度分析

外匯風險的敏感度分析包括以外幣計值的金融資產，即以功能貨幣以外的貨幣計量者。下表顯示本集團於報告期末擁有重大風險的匯率合理可能變動對下一會計期間除所得稅費用後利潤的概約影響。

38. FINANCIAL INSTRUMENTS – RISK MANAGEMENT *(continued)*

(a) Market risks *(continued)*

(ii)* *Foreign exchange risk* *(continued)

Sensitivity analysis

The sensitivity analysis on foreign exchange risk includes financial assets that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. The following table indicates the approximate effect on the profit after income tax expense in the next accounting period in response to reasonably possible changes in an exchange rate to which the Group has significant exposure at the end of reporting period.

		二零一三年 對除所得稅 費用後利潤 之影響 2013 Effect on profit after income tax expense 港幣千元 HK$'000	二零一二年 對除所得稅 費用後利潤 之影響 2012 Effect on profit after income tax expense 港幣千元 HK$'000
人民幣對港幣：	RMB to HKD:		
－升值3%（二零一二年：4%）	– appreciates by 3% (2012: 4%)	**777**	5,561
－貶值3%（二零一二年：4%）	– depreciates by 3% (2012: 4%)	**(777)**	(5,561)

(b) 流動資金風險

在管理流動資金風險方面，本集團監控並維持管理層認為足夠的現金及現金等值水平，以為本集團營運提供資金並減輕現金流量短期波動的影響。本集團管理層透過使用借款，在資金的持續性與靈活性之間取得平衡，以滿足本集團流動資金需求。

(b) Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of short-term fluctuation in cash flows. The management of the Group is responsible for maintaining a balance between continuity and flexibility of funding through the use of borrowings in order to meet the Group's liquidity requirements.

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38. 金融工具－風險管理 *(續)*

(b) 流動資金風險 *(續)*

合約到期的金融負債列示如下：

38. FINANCIAL INSTRUMENTS – RISK MANAGEMENT *(continued)*

(b) Liquidity risk *(continued)*

The contractual maturities of financial liabilities are shown as below:

本集團 Group		賬面值 Carrying amount	合約未貼現現金流總額 Total contractual undiscounted cash flow	一年內或按要求 Within 1 year or on demand	一年以上惟於二年內 More than 1 year but less than 2 years
		港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000	港幣千元 HK$'000
二零一三年	**2013**				
非衍生金融負債	**Non-derivative financial liabilities**				
應付賬款及其他應付款項	Trade and other payables	**89,498**	**89,498**	**89,498**	**–**
承兑票據	Promissory note	**87,510**	**87,510**	**87,510**	**–**
		177,008	**177,008**	**177,008**	**–**
二零一二年	2012				
非衍生金融負債	**Non-derivative financial liabilities**				
應付賬款及其他應付款項	Trade and other payables	163,796	163,796	163,796	–
承兑票據	Promissory note	78,658	87,510	–	87,510
		242,454	251,306	163,796	87,510

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38. 金融工具－風險管理 *(續)*

(b) 流動資金風險 *(續)*

38. FINANCIAL INSTRUMENTS – RISK MANAGEMENT *(continued)*

(b) Liquidity risk *(continued)*

本公司	Company	賬面值 Carrying amount 港幣千元 HK$'000	合約未貼現現金流總額 Total contractual undiscounted cash flow 港幣千元 HK$'000	一年內或按要求 Within 1 year or on demand 港幣千元 HK$'000	一年以上惟於二年內 More than 1 year but less than 2 years 港幣千元 HK$'000
二零一三年	**2013**				
非衍生金融負債	**Non-derivative financial liabilities**				
其他應付款項	Other payables	**45,362**	**45,362**	**45,362**	**–**
承兑票據	Promissory note	**87,510**	**87,510**	**87,510**	**–**
		132,872	**132,872**	**132,872**	**–**
二零一二年	2012				
非衍生金融負債	**Non-derivative financial liabilities**				
其他應付款項	Other payables	99,672	99,672	99,672	–
承兑票據	Promissory note	78,658	87,510	–	87,510
		178,330	187,182	99,672	87,510

(c) 信貸風險

信貸風險指交易對手無法履行合約責任導致本集團有財務虧損之風險。本集團須承受貸款及應收款項的信貸風險。本集團採用信貸政策監控及減輕應收賬款產生的信貸風險。信貸上限由董事會定期檢討及批准。本集團根據客戶的過往信貸記錄、交易歷史、財務狀況或信貸評級評估信貸風險。年內，本集團五大客戶佔本集團總營業收入約62%（二零一二年：42%）。本集團致力多元化其業務基礎，以確保控制集中信貸風險。

(c) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from loans and receivables. The Group has adopted a credit policy to monitor and mitigate credit risk arising from trade receivables. Credit limit is regularly reviewed and approved by the Board. The Group assesses credit risk based on customer's past due record, trading history, financial condition or credit rating. During the year, the top five customers of the Group accounted for approximately 62% (2012: 42%) of the total turnover of the Group. The Group strives to diversify its business base to ensure that there are controls on the concentrations of credit risk.

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38. 金融工具－風險管理*(續)*

(d) 股價風險

本集團須面對本公司本身股價變動所導致之股價風險，程度為本公司之本身股份低於本集團之金融負債之公允價值。於報告期末，本集團因誠如附註26所披露之收購達嘉集團所產生之或然代價股份而承受此風險。

敏感度分析

股價風險之敏感度分析包括公允價值將因本公司本身之股價變動而波動之本集團金融工具。倘股價上升／下跌2%（二零一二年：2%），則年內溢利將減少／增加港幣2,498,000元（二零一二年：港幣5,403,000元）。

38. FINANCIAL INSTRUMENTS – RISK MANAGEMENT *(continued)*

(d) Equity price risk

The Group is exposed to equity price risk arising from changes in the Company's own share price to the extent that the Company's own shares underlie the fair value of financial liabilities of the Group. At the end of the reporting period, the Group is exposed to this risk through the contingent consideration shares arising from the acquisition of Tech Praise Group as disclosed in note 26.

Sensitivity analysis

The sensitivity analysis on equity price risk includes the Group's financial instruments, the fair value of which will fluctuate because of changes in the Company's own share price. If the share price had been 2% (2012: 2%) higher/lower, profit for the year would decrease/increase by HK$2,498,000 (2012: HK$5,403,000).

39. 金融工具－賬面值及公允價值

董事認為所有金融及負債之賬面值與其公允價值相若。

39. FINANCIAL INSTRUMENTS – CARRYING AMOUNT AND FAIR VALUE

The directors considered that the carrying amounts of all financial assets and liabilities approximate their fair value.

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40. 按類別劃分的金融資產及金融負債概況

下表列示金融資產及負債的賬面值及公允價值(定義見附註4(g)):

40. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities as defined in note 4(g):

本集團	Group	二零一三年 2013 賬面值 Carrying amount 港幣千元 HK$'000	二零一三年 2013 公允價值 Fair value 港幣千元 HK$'000	二零一二年 2012 賬面值 Carrying amount 港幣千元 HK$'000	二零一二年 2012 公允價值 Fair value 港幣千元 HK$'000
金融資產	**Financial assets**				
貸款及應收款項	Loans and receivables	**198,448**	**198,448**	369,981	369,981
受限制銀行存款	Restricted bank deposits	**1,085**	**1,085**	18,500	18,500
現金及現金等值	Cash and cash equivalents	**2,249,038**	**2,249,038**	1,580,697	1,580,697
金融負債	**Financial liabilities**				
承兌票據(i)	Promissory note (i)	**87,510**	**87,510**	78,658	78,658
以攤銷成本計量的金融負債	Financial liabilities measured at amortised cost	**89,498**	**89,498**	163,796	163,796
以公允價值計量的金融負債	Financial liabilities measured at fair value				
–或然代價股份	– Contingent consideration shares	**124,915**	**124,915**	270,142	270,142

本公司	Company	二零一三年 2013 賬面值 Carrying amount 港幣千元 HK$'000	二零一三年 2013 公允價值 Fair value 港幣千元 HK$'000	二零一二年 2012 賬面值 Carrying amount 港幣千元 HK$'000	二零一二年 2012 公允價值 Fair value 港幣千元 HK$'000
金融資產	**Financial assets**				
貸款及應收款項	Loans and receivables	**1,439,097**	**1,439,097**	1,593,868	1,593,868
受限制銀行存款	Restricted bank deposits	**1,085**	**1,085**	1,708	1,708
現金及現金等值	Cash and cash equivalents	**97,900**	**97,900**	32,947	32,947
金融負債	**Financial liabilities**				
承兌票據(i)	Promissory note (i)	**87,510**	**87,510**	78,658	78,658
以攤銷成本計量的金融負債	Financial liabilities measured at amortised cost	**45,362**	**45,362**	99,672	99,672
以公允價值計量的金融負債	Financial liabilities measured at fair value				
–或然代價股份	– Contingent consideration shares	**124,915**	**124,915**	270,142	270,142

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40. 按類別劃分的金融資產及金融負債概況（續）

(i) 承兑票據須受*附註27*所述二零一二年盈利保證所規限，因此分類為或然代價。二零一二年盈利保證並未達成，補償金額港幣101,490,000元乃透過抵銷承兑票據的本金額而結算，相應收益於綜合財務報表中其他收益及虧損內確認。於釐定二零一二年盈利保證後，承兑票據不再分類為或然代價而分類為按攤銷成本列賬的金融負債。

下表提供按公允價值等級水平劃分的按公允價值列賬的金融工具分析：

第一級： 相同資產或負債於活躍市場之報價（未經調整）；

第二級： 除第一級所包括的報價外，資產或負債的可直接（即價格）或間接（即從價格得出）觀察所得輸入值；及

第三級： 並非根據可觀察市場數據釐定的資產或負債輸入值（即不可觀察輸入值）。

40. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(continued)

(i) The promissory note was subject to the 2012 Profit Guarantee as described in note 27 and therefore classified as contingent consideration. The 2012 Profit Guarantee was not met and the compensation amount of HK$101,490,000 was settled by offsetting against the principle amount of the Promissory Note with corresponding gain recognised in Other gains and losses in the consolidated financial statements. After the determination of the 2012 Profit Guarantee the Promissory Note is no longer classified as contingent consideration but as a financial liability carried at amortised cost.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

本集團及本公司	Group and Company	二零一三年 2013 第一級 Level 1 港幣千元 HK$'000	第二級 Level 2 港幣千元 HK$'000	第三級 Level 3 港幣千元 HK$'000	總計 Total 港幣千元 HK$'000
金融負債 以公允價值計量的金融負債	**Financial liabilities** Financial liabilities measured at fair value				
－或然代價股份	– Contingent consideration shares	**–**	**–**	**124,915**	**124,915**

本集團及本公司	Group and Company	二零一二年 2012 第一級 Level 1 港幣千元 HK$'000	第二級 Level 2 港幣千元 HK$'000	第三級 Level 3 港幣千元 HK$'000	總計 Total 港幣千元 HK$'000
金融負債 以公允價值計量的金融負債	**Financial liabilities** Financial liabilities measured at fair value				
－或然代價股份	– Contingent consideration shares	–	–	270,142	270,142

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40. 按類別劃分的金融資產及金融負債概況（續）

40. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY *(continued)*

下表顯示或然代價股份之第三級公允價值計量之對賬：

The following table shows the reconciliation of Level 3 fair value measurements of contingent consideration shares:

本集團及本公司	Group and Company	二零一三年 2013 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000
於一月一日	At 1 January	**270,142**	–
自收購附屬公司增加	Additions from acquisition of subsidiaries	**–**	337,170
發行代價股份	Issue of consideration shares	**(206,364)**	(100,237)
或然代價股份之公允價值變動	Fair value changes on contingent consideration shares	**61,137**	33,209
於十二月三十一日	At 31 December	**124,915**	270,142

計入損益之年內或然代價股份公允價值變動中，港幣28,436,000元乃有關於報告期末所持有之或然代價股份（二零一二年：港幣34,123,000元）。或然代價股份公允價值變動計入「其他收益及虧損」。

Of the fair value changes on contingent consideration shares for the year included in profit or loss, HK$28,436,000 relates to contingent consideration shares held at the end of the reporting period (2012: HK$34,123,000). Fair value changes on contingent consideration shares are included in 'Other gains and losses'.

或然代價股份乃根據本公司股價按公允價值計量，並經計及盈利保證（詳情請參閱附註26）是否可達成。盈利減少至低於盈利保證金額將引致或然代價股份負債之公允價值下跌。本集團管理層使用本公司之股價及內部預算及預測，當中包括有關使用重大不可觀察輸入值之公允價值計量（第三級）之資料。

The consideration shares are measured at fair value based on the share price of the Company after taking into consideration the likelihood that the profit guarantee will be met (for details refer to note 26). A decrease in profit beneath the profit guarantee amount would lead to a decrease in the fair value of the contingent consideration shares liability. The management of the Group used share price of the Company and internal budgets and forecasts which included information about the fair value measurement using significant unobservable inputs (level 3).

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41. 報告日期後事項

根據日期為二零一四年二月四日之公告，本集團訂立一份協議，據此，本公司已有條件同意收購榮軒發展有限公司及其附屬公司（統稱「榮軒集團」）之全部股權（「收購事項」）。榮軒集團從事開發、生產及分銷安全監察及保安系統，尤其是用於中國樓宇內之升降機而收購事項乃以於中國擴展本集團之業務為目標而作出。收購事項之詳情載於本公司日期為二零一四年二月四日之公告。於本報告日期，由於並非所有先決條件已獲達成，因此收購事項尚未完成。

41. EVENTS AFTER THE REPORTING DATE

Pursuant to announcement on 4 February 2014, the Group entered into an agreement to which the Company has conditionally agreed to acquire 100% equity interest of Glory Pavilion Developments Limited and its subsidiaries (collectively refer to the "Glory Group") (the "Acquisition"). The Glory Group is engaged in development, production and distribution of safety monitoring and security systems, in particulars for elevators inside buildings in the PRC and was acquired with the objective to expand the Group's business in the PRC. Details of the Acquisition are set out in the Company's announcement on 4 February 2014. The process of the Acquisition has not been completed at the date of this report as not all the conditions precedent has been fulfilled.

42. 財務報表之批准

財務報表已於二零一四年三月二十五日由董事會批准及授權刊發。

42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 25 March 2014.

財務概要
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截至十二月三十一日止年度 For the year ended 31 December

		截至十二月三十一日止年度 For the year ended 31 December				
		二零零九年 2009 港幣千元 HK$'000 (重列) (Restated)	二零一零年 2010 港幣千元 HK$'000	二零一一年 2011 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000	**二零一三年 2013 港幣千元 HK$'000**
業績	**RESULTS**					
營業收入	Turnover	126,923	336,807	598,172	849,730	**671,702**
營業成本	Cost of sales	(72,194)	(74,569)	(61,689)	(132,775)	**(144,214)**
毛利	Gross profit	54,729	262,238	536,483	716,955	**527,488**
其他收入	Other revenue	3,875	38,934	48,368	97,278	**149,454**
其他收益及(虧損)	Other gains and (losses)	(504,351)	82,740	(22,315)	46,049	**(123,423)**
銷售及市場推廣開支	Selling and distribution costs	(26,371)	(21,367)	(65,452)	(116,814)	**(33,469)**
管理費用	Administrative expenses	(74,934)	(40,593)	(31,028)	(45,041)	**(49,851)**
研發費用	Research and development expenses	(1,280)	(13,934)	(51,462)	(77,394)	**(95,064)**
財務費用	Finance costs	(17,882)	(50,651)	(12,346)	(6,326)	**(8,852)**
除所得稅費用前利潤(虧損)	Profit (loss) before income tax expense	(566,214)	257,367	402,248	614,707	**366,283**
所得稅(費用)/抵免	Income tax (expense)/credit	(3,931)	(12,458)	1,972	(66,882)	**1,566**
年度利潤(虧損)	Profit (loss) for the year	(570,145)	244,909	404,220	547,825	**367,849**
以下應佔年度利潤(虧損)	Profit (loss) for the year attributable to					
本公司擁有人	Owners of the Company	(570,145)	244,909	404,220	547,872	**369,514**
非控股權益	Non-controlling interests	–	–	–	(47)	**(1,665)**
		(570,145)	244,909	404,220	547,825	**367,849**
每股收益(虧損)	Earnings (losses) per share					
基本(港仙)	Basic (HK cents)	(107.44)	16.44	16.37	20.00	**12.68**
攤薄(港仙)	Diluted (HK cents)	(107.44)	11.66	15.35	19.89	**12.27**

附註： 上述收益表指來自持續經營業務及終止經營業務之財務業績。

Note: The above income statements represent financial results from both continuing and discontinued operations.

財務概要
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截至十二月三十一日止年度 For the year ended 31 December

		截至十二月三十一日止年度 For the year ended 31 December				
		二零零九年 2009 港幣千元 HK$'000 （重列） (Restated)	二零一零年 2010 港幣千元 HK$'000	二零一一年 2011 港幣千元 HK$'000	二零一二年 2012 港幣千元 HK$'000	**二零一三年 2013 港幣千元 HK$'000**
資產及負債	**ASSETS AND LIABILITIES**					
資產總額	Total assets	1,630,573	1,762,553	2,650,270	4,082,089	**4,503,420**
負債總額	Total liabilities	(788,022)	(257,057)	(74,674)	(672,227)	**398,351**
		842,551	1,505,496	2,575,596	3,409,862	**4,105,069**
本公司擁有人應佔權益	Equity attributable to owners of the Company	842,551	1,505,496	2,573,153	3,409,862	**4,102,277**
非控股權益	Non-controlling interests	–	–	2,443	–	**2,792**
		842,551	1,505,496	2,575,596	3,409,862	**4,105,069**