香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Neo-Neon Holdings Limited
同方友友控股有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：1868)

海外監管公告

本公告是由同方友友控股有限公司(「本公司」)依據香港聯合交易所有限公司證券上市規則第13.10B條作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一六年四月十二日在臺灣證券交易所股份有限公司公開資訊觀測站(MOPS網站)刊發的公告。

承董事會命
同方友友控股有限公司
主席
范新

香港，二零一六年四月十二日

於本公告日期，本公司執行董事為范新先生(主席)、王良海先生、謝漢良先生及潘晉先生，非執行董事為劉衛東先生，獨立非執行董事為范仁達先生、劉天民先生及李明綺女士。

同方友友控股有限公司及子公司
(原名：真明麗控股有限公司及子公司)

民國一〇四年度合併財務報表

暨會計師複核報告

(上市台灣存託憑證用外國公司財務報告)

同方友友控股有限公司及子公司
（原名：真明麗控股有限公司及子公司）
民國一〇四年度合併財務報表
暨會計師複核報告
(上市台灣存託憑證用外國公司財務報告)

目　　錄

內　　容	附件編號
目　　錄	
本國會計師複核報告	一
按新台幣換算之主要財務報表	二
一、綜合財務狀況表	
二、綜合全面收益表	
三、綜合權益變動表	
四、綜合現金流量表	
依中華民國一般公認會計原則重編後之主要財務報表	三
一、重編後合併資產負債表	
二、重編後合併綜合損益表	
三、重編後合併現金流量表	
四、合併資產負債表、合併綜合損益表及合併現金流量表重編說明(含合併財務報表重編原則、金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告與香港一般公認會計原則之差異彙總說明)	
外國會計師查核報告(中譯本及原文)	四
財務報表及其相關附註或附表(中譯本及原文)	四

附　件　一

會計師複核報告

同方友友控股有限公司(原名：真明麗控股有限公司)　公鑒：

同方友友控股有限公司及其子公司民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日之合併財務報表，業經香港畢馬威會計師事務所查核完竣，並於民國一〇五年四月七日出具無保留意見之查核報告（詳附件四）。隨附同方友友控股有限公司及其子公司民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日依新台幣換算之綜合財務狀況表、綜合全面收益表、綜合權益變動表及綜合現金流量表暨其相關資訊(附件二)，業經本會計師依照「第二上市（櫃）公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照一般公認審計準則查核，故無法對上開財務報告之整體是否允當表達表示意見。

依本會計師之複核結果，第一段所述同方友友控股有限公司及其子公司民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日之綜合財務狀況表、綜合全面收益表、綜合權益變動表及綜合現金流量表暨其相關資訊，並未發現有違反「第二上市（櫃）公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

同方友友控股有限公司及其子公司會計年度結算日原為三月三十一日，於民國一〇三年十一月十九日經董事會決議變更年度結算日為十二月三十一日，另同方友友控股有限公司及其子公司之合併財務報表原係以港幣為表達貨幣，亦經該次董事會決議於民國一〇三年十二月三十一日起將表達貨幣改以人民幣列報。

如附件三所示，同方友友控股有限公司及其子公司之主要合併財務報表格式係依香港一般公認會計原則及相關法令規定編製，以致與中華民國部分規定不同，是以，同方友友控股有限公司及其子公司業已依中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告及相關法令予以重編其民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日之合併資產負債表、合併綜合損益表及合併現金流量表。

安侯建業聯合會計師事務所

曾　國　禓

會　計　師：

張　淑　瑩

證券主管機關：金管證六字第0940129108號

核准簽證文號：金管證六字第0940100754號

民國一〇五年三月二十二日

附　件　二

本公司及子公司原以人民幣編製之合併財務報表，謹依規定匯率編製按新台幣換算之主要報表：

一、綜合財務狀況表

二、綜合全面收益表

三、綜合權益變動表

四、綜合現金流量表

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日比較報表之所有科目金額，係分別以民國一〇四年十二月三十一日之人民幣對新台幣匯率(RMB$1：NTD$4.995)及民國一〇三年十二月三十一日之人民幣對新台幣匯率(RMB$1：NTD$5.092)換算。

最近三年度人民幣對新台幣最高、最低及平均匯率如下：

	最高	最低	平均
104.1.1~104.12.31	RMB $1：NTD$5.184	RMB $1：NTD$4.890	RMB $1：NTD$5.033
103.4.1~103.12.31	RMB $1：NTD$5.109	RMB $1：NTD$4.797	RMB $1：NTD$4.902
102.4.1~103.3.31	RMB $1：NTD$5.030	RMB $1：NTD$4.784	RMB $1：NTD$4.891

同方友友控股有限公司及子公司
（原名：真明麗控股有限公司及子公司）
綜合財務狀況表
民國一〇四年及一〇三年十二月三十一日

單位：千元

	104.12.31		103.12.31	
	人民幣	新台幣	人民幣	新台幣
非流動資產：				
投資物業	$ 14,700	73,427	15,300	77,908
物業、廠房及設備	231,803	1,157,856	244,143	1,243,176
預付租約付款	38,097	190,295	58,049	295,585
商譽	8,109	40,504	7,661	39,010
無形資產	23,853	119,146	16,292	82,959
聯營公司權益	1,345	6,718	1,444	7,353
可供出售投資	2,308	11,528	3,126	15,917
按公允價計入損益的金融資產	105,380	526,373	105,500	537,206
收購物業、廠房及設備之按金	1,341	6,698	4,380	22,303
非流動資產合計	426,936	2,132,545	455,895	2,321,417
流動資產：				
存貨	189,174	944,924	170,024	865,762
應收貿易及其他款項	210,922	1,053,556	218,500	1,112,602
可收回稅項	11,943	59,655	4,159	21,178
已抵押銀行按金	20,353	101,663	1,167	5,942
現金及現金等值物	615,663	3,075,237	674,806	3,436,112
流動資產合計	1,048,055	5,235,035	1,068,656	5,441,596
流動負債：				
應付貿易及其他款項	194,373	970,893	250,179	1,273,911
應付稅項	4,094	20,450	4,827	24,579
須於一年內償還之銀行借貸	95,129	475,169	112,783	574,291
流動負債合計	293,596	1,466,512	367,789	1,872,781
流動資產淨值	754,459	3,768,523	700,867	3,568,815
總資產值減流動負債	1,181,395	5,901,068	1,156,762	5,890,232
非流動負債：				
政府補貼	13,914	69,499	15,811	80,509
遞延稅項	3,997	19,965	4,194	21,356
非流動負債合計	17,911	89,464	20,005	101,865
資產淨值	**1,163,484**	**5,811,604**	**1,136,757**	**5,788,367**
資本與儲備：				
股本	171,897	858,626	171,897	875,300
儲備	990,713	4,948,611	962,021	4,898,610
本公司股本持有人應佔權益	1,162,610	5,807,237	1,133,918	5,773,910
非控股權益	874	4,367	2,839	14,457
權益總額	$ **1,163,484**	**5,811,604**	**1,136,757**	**5,788,367**

註一：民國一〇四年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT4.995換算。

民國一〇三年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長：　　經理人：　　會計主管：

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

綜合全面收益表

民國一〇四年一月一日至十二月三十一日
及民國一〇三年四月一日至十二月三十一日

單位:千元

	104年度		103.4.1～103.12.31	
	人民幣	新台幣	人民幣	新台幣
營業額	$ 602,438	3,009,178	558,173	2,842,217
已售貨物的成本	435,150	2,173,574	509,765	2,595,723
毛利	167,288	835,604	48,408	246,494
其他收入	10,262	51,259	7,457	37,971
其他收益及虧損	63,603	317,697	3,444	17,537
其他支出	(4,751)	(23,731)	(18,511)	(94,258)
確認減值虧損				
-物業、廠房及設備	-	-	(32,737)	(166,697)
分銷及銷售開支	(88,527)	(442,192)	(68,554)	(349,077)
行政開支	(135,607)	(677,357)	(124,864)	(635,808)
財務成本	(2,693)	(13,452)	(4,174)	(21,254)
分佔聯營公司及一間共同控制實體虧損	(99)	(495)	(6,409)	(32,635)
除稅前溢利(虧損)	9,476	47,333	(195,940)	(997,727)
稅項支出	(4,991)	(24,930)	(4,186)	(21,315)
年內溢利(虧損)	**4,485**	**22,403**	**(200,126)**	**(1,019,042)**
年內其他全面收益：				
其後可能被重新分類至損益的項目				
-折算海外附屬公司財務報表產生之匯兌差額，經扣除零稅項	19,373	96,768	(5,406)	(27,527)
年內其他全面收益	19,373	96,768	(5,406)	(27,527)
年內全面收益總額	**$ 23,858**	**119,171**	**(205,532)**	**(1,046,569)**
本年度以下人士應佔溢利(虧損)：				
本公司股本持有人	$ 5,817	29,056	(196,048)	(998,277)
非控股權益	(1,332)	(6,653)	(4,078)	(20,765)
	$ 4,485	**22,403**	**(200,126)**	**(1,019,042)**
應佔本年度全面收益總額：				
本公司股本持有人	$ 25,021	124,980	(201,826)	(1,027,698)
非控股權益	(1,163)	(5,809)	(3,706)	(18,871)
	$ 23,858	**119,171**	**(205,532)**	**(1,046,569)**
	人民幣	**新台幣**	**人民幣**	**新台幣**
每股盈利(虧損)				
－基本(人民幣分/新台幣元)	**$ 0.30**	**0.01**	**(13.11)**	**(0.67)**
－攤薄(人民幣分/新台幣元)	**$ 0.30**	**0.01**	**(13.11)**	**(0.67)**

註一：民國一〇四年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT4.995換算。

民國一〇三年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長：　　經理人：　　會計主管：

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

綜合權益變動表

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位:人民幣千元

	本公司股本持有人應佔											
	股　本	股份溢價	資　本贖回儲備	特別儲備	其他儲備	股　份補償儲備	購股權儲　備	匯兌儲備	累計虧損	總　計	非控股權益	權益總計
於民國一〇三年四月一日	$ 92,317	1,628,288	255	55,238	(7,699)	50,024	67,793	(272,192)	(995,088)	618,936	6,234	625,170
期間變動：												
本年度虧損	-	-	-	-	-	-	-	-	(196,048)	(196,048)	(4,078)	(200,126)
其他全面收益	-	-	-	-	-	-	-	(5,778)	-	(5,778)	372	(5,406)
年內全部收益總額	-	-	-	-	-	-	-	(5,778)	(196,048)	(201,826)	(3,706)	(205,532)
發行新股	79,580	636,640	-	-	-	-	-	-	-	716,220	-	716,220
收購附屬公司的非控制權益	-	-	-	-	(521)	-	-	19	-	(502)	311	(191)
確認基於股份以權益結算之付款	-	-	-	-	-	-	1,090	-	-	1,090	-	1,090
購股權失效	-	-	-	-	-	-	(68,883)	-	68,883	-	-	-
於民國一〇三年十二月三十一日	**$ 171,897**	**2,264,928**	**255**	**55,238**	**(8,220)**	**50,024**	**-**	**(277,951)**	**(1,122,253)**	**1,133,918**	**2,839**	**1,136,757**
於民國一〇四年一月一日	$ 171,897	2,264,928	255	55,238	(8,220)	50,024	-	(277,951)	(1,122,253)	1,133,918	2,839	1,136,757
期間變動：												
本年度溢利	-	-	-	-	-	-	-	-	5,817	5,817	(1,332)	4,485
其他全面收益	-	-	-	-	-	-	-	19,204	-	19,204	169	19,373
年內全部收益總額	-	-	-	-	-	-	-	19,204	5,817	25,021	(1,163)	23,858
出售一間附屬公司	-	-	-	-	-	-	-	-	-	-	(802)	(802)
確認基於股份以權益結算之付款	-	-	-	-	-	-	3,671	-	-	3,671	-	3,671
於民國一〇四年十二月三十一日	**$ 171,897**	**2,264,928**	**255**	**55,238**	**(8,220)**	**50,024**	**3,671**	**(258,747)**	**(1,116,436)**	**1,162,610**	**874**	**1,163,484**

董事長：　　**經理人：**　　**會計主管：**

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

綜合權益變動表

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位:新台幣千元

	本公司股本持有應佔											
	股　本	股份溢價	資　本贖回儲備	特別儲備	其他儲備	股　份補償儲備	購股權儲　備	匯兌儲備	累計虧損	總　計	非控制權益	權益總計
於民國一〇三年四月一日	$ 470,078	8,291,242	1,298	281,272	(39,203)	254,722	345,202	(1,386,002)	(5,066,988)	3,151,621	31,744	3,183,365
期間變動：												
本年度虧損	-	-	-	-	-	-	-	-	(998,277)	(998,277)	(20,765)	(1,019,042)
其他全面收益	-	-	-	-	-	-	-	(29,421)	-	(29,421)	1,894	(27,527)
年度全部收益總額	-	-	-	-	-	-	-	(29,421)	(998,277)	(1,027,698)	(18,871)	(1,046,569)
發行股權	405,222	3,241,771	-	-	-	-	-	-	-	3,646,993	-	3,646,993
收購附屬公司的非控制權益	-	-	-	-	(2,653)	-	-	97	-	(2,556)	1,584	(972)
確認基於股份以權益結算之付款	-	-	-	-	-	-	5,550	-	-	5,550	-	5,550
購股權失效	-	-	-	-	-	-	(350,752)	-	350,752	-	-	-
於民國一〇三年十二月三十一日	**$ 875,300**	**11,533,013**	**1,298**	**281,272**	**(41,856)**	**254,722**	**-**	**(1,415,326)**	**(5,714,513)**	**5,773,910**	**14,457**	**5,788,367**
於民國一〇四年一月一日	$ 858,626	11,313,315	1,274	275,914	(41,059)	249,870	-	(1,388,365)	(5,605,654)	5,663,921	14,181	5,678,102
期間變動：												
本年度溢利	-	-	-	-	-	-	-	-	29,056	29,056	(6,653)	22,403
其他全面收益	-	-	-	-	-	-	-	95,924	-	95,924	844	96,768
年度全面收益總額	-	-	-	-	-	-	-	95,924	29,056	124,980	(5,809)	119,171
出售一間附屬公司	-	-	-	-	-	-	-	-	-	-	(4,005)	(4,005)
確認基於股份以權益結算之付款	-	-	-	-	-	-	18,336	-	-	18,336	-	18,336
於民國一〇四年十二月三十一日	**$ 858,626**	**11,313,315**	**1,274**	**275,914**	**(41,059)**	**249,870**	**18,336**	**(1,292,441)**	**(5,576,598)**	**5,807,237**	**4,367**	**5,811,604**

註：民國一〇四年一月一日至十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT$4.995換算。

民國一〇三年四月一日至十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

民國一〇四年一月一日之股東權益科目金額，係以民國104年12月31日之匯率RMB$1=NT$4.995換算。

董事長：　　**經理人：**　　**會計主管：**

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

綜合現金流量表

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位：千元

	104年度		103.4.1~103.12.31	
	人民幣	新台幣	人民幣	新台幣
經營活動之現金流量：				
除稅前溢利(虧損)	$ 9,476	47,333	(195,940)	(997,727)
就以下項目作出調整：				
利息收入	(3,434)	(17,153)	(2,019)	(10,281)
財務成本	2,693	13,452	4,174	21,254
分佔聯營公司虧損	99	495	-	-
分佔一間共同控制實體虧損	-	-	6,409	32,635
出售一間附屬公司之收益	(1,797)	(8,976)	-	-
出售可供出售投資之收益	(182)	(909)	-	-
折舊及攤銷	34,229	170,974	29,366	149,532
投資物業公允值變動	1,795	8,966	(253)	(1,288)
按公允值計入損益的金融資產公允值變動	120	599	-	-
出售物業、廠房及設備及預付租約付款之收益	(27,436)	(137,043)	(52,751)	(268,608)
長期資產的減值虧損	-	-	32,737	166,697
攤銷政府補助金	(4,147)	(20,714)	(58)	(295)
存貨撥備淨額	3,705	18,506	37,945	193,216
呆壞帳(撥備撥回)撥備淨額	(13,934)	(69,600)	47,513	241,936
基於股份以權益結算之付款	3,671	18,337	1,090	5,550
匯兌收益淨額	(22,771)	(113,741)	(1,519)	(7,735)
營運資金變動前的經營現金流量	(17,913)	(89,474)	(93,306)	(475,114)
存貨(增加)減少	(22,855)	(114,161)	76,696	390,536
可收回稅項增加	(7,784)	(38,881)	(13)	(66)
應收貿易及其他款項減少(增加)	17,116	85,495	(39,744)	(202,377)
應付貿易及其他款項(減少)增加	(9,577)	(47,837)	910	4,634
收取現金政府補貼	2,250	11,239	-	-
經營業務所用現金	(38,763)	(193,619)	(55,457)	(282,387)
已付所得稅項	(5,921)	(29,575)	(601)	(3,060)
經營業務所用現金淨額	(44,684)	(223,194)	(56,058)	(285,447)
投資活動之現金流量：				
已收利息	3,434	17,153	2,019	10,281
存放已抵押銀行存款	(20,353)	(101,663)	(977)	(4,975)
解除已抵押銀行存款	1,167	5,829	34,841	177,410
購買物業、廠房及設備	(19,477)	(97,288)	(12,318)	(62,723)
出售物業、廠房及設備及預付租約付款的所得款項	18,935	94,580	61,024	310,734
添置無形資產	(9,029)	(45,100)	-	-
收購附屬公司，扣除所獲現金及現金等價物	-	-	(16,349)	(83,249)
從應收貸款所收回的現金	-	-	34,901	177,716
就按公允值計入損益的金融資產付款	-	-	(105,500)	(537,206)
出售一間附屬公司	(119)	(594)	-	-
投資活動所用現金淨額	(25,442)	(127,083)	(2,359)	(12,012)

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

綜合現金流量表(續)

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位：千元

	104年度		103.4.1~103.12.31	
	人民幣	新台幣	人民幣	新台幣
融資活動之現金流量：				
新造銀行貸款所得款項	27,193	135,829	72,486	369,099
償還銀行貸款	(49,382)	(246,663)	(137,775)	(701,550)
已付利息	(2,693)	(13,452)	(4,174)	(21,254)
收購附屬公司之非控股權益	-	-	(210)	(1,070)
發行股份所得款項	-	-	716,220	3,646,992
融資活動(所用)所得現金淨額	(24,882)	(124,286)	646,547	3,292,217
現金及現金等值物(減少)增加淨額	(95,008)	(474,563)	588,130	2,994,758
於年初的現金及現金等值物	674,806	3,370,656	89,434	455,398
外幣匯率變動的影響	35,865	179,144	(2,758)	(14,044)
於年末的現金及現金等值物	**$ 615,663**	**3,075,237**	**674,806**	**3,436,112**

註：民國一〇四年一月一日至十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT$4.995換算。

民國一〇三年四月一日至十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長：　　經理人：　　會計主管：

附　件　三

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

合併資產負債表

依中華民國金融監督管理委員會認可之國際財務報導準則重編

民國一〇四年及一〇三年十二月三十一日

單位:新台幣千元

		104.12.31					103.12.31				
		依香港財務報導準則編製金額	%	調　節金　額增(減)	依中華民國國際財務報導準則編製之金額	%	依香港財務報導準則編製金額	%	調　節金　額增(減)	依中華民國國際財務報導準則編製之金額	%
	資　　產										
	流動資產：										
1100	現金及約當現金	$ 3,075,237	42	-	3,075,237	42	3,436,112	44	-	3,436,112	44
1110	透過損益按公允價值衡量之金融資產－流動	-	-	-	-	-	-	-	-	-	-
1130	存　　貨	944,924	13	-	944,924	13	865,762	11	-	865,762	11
1170	應收帳款淨額	483,486	7	-	483,486	7	447,745	6	-	447,745	6
1200	其他應收款	629,725	8	-	629,725	8	686,035	9	-	686,035	9
1476	其他金融資產－流動	101,663	1	-	101,663	1	5,942	-	-	5,942	-
	流動資產合計	5,235,035	71	-	5,235,035	71	5,441,596	70	-	5,441,596	70
	非流動資產：										
1510	透過損益按公允價值衡量之金融資產－非流動	526,373	7	-	526,373	7	537,206	7	-	537,206	7
1524	備供出售金融資產－非流動	11,528	-	(11,528)	-	-	15,917	-	(15,917)	-	-
1543	以成本衡量之金融資產－非流動	-	-	11,528	11,528	-	-	-	15,917	15,917	-
1550	採用權益法之投資	6,718	-	-	6,718	-	7,353	-	-	7,353	-
1600	不動產、廠房及設備	1,164,554	16	(6,698)	1,157,856	16	1,265,479	16	(22,303)	1,243,176	16
1760	投資性不動產淨額	73,427	1	(27,031)	46,396	1	77,908	1	(38,207)	39,701	1
1780	無形資產	119,146	2	-	119,146	2	82,959	1	-	82,959	1
1805	商譽	40,504	1	-	40,504	1	39,010	1	-	39,010	1
1915	預付設備款	-	-	6,698	6,698	-	-	-	22,303	22,303	-
1960	預付投資款	-	-	-	-	-	-	-	-	-	-
1985	長期預付租金	190,295	2	-	190,295	2	295,585	4	-	295,585	4
	非流動資產合計	2,132,545	29	(27,031)	2,105,514	29	2,321,417	30	(38,207)	2,283,210	30
	資產總計	**$ 7,367,580**	**100**	**(27,031)**	**7,340,549**	**100**	**7,763,013**	**100**	**(38,207)**	**7,724,806**	**100**

董事長：　　經理人：　　會計主管：

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

合併資產負債表(續)

依中華民國金融監督管理委員會認可之國際財務報導準則重編

民國一〇四年及一〇三年十二月三十一日

單位:新台幣千元

		104.12.31					103.12.31				
		依香港財務報導準則編製金額	%	調節金額增(減)	依中華民國國際財務報導準則編製之金額	%	依香港財務報導準則編製金額	%	調節金額增(減)	依中華民國國際財務報導準則編製之金額	%
	負債及股東權益										
	流動負債：										
2170	應付帳款	$ 530,184	7	-	530,184	7	509,205	7	-	509,205	7
2180	應付關係人款	-	-	-	-	-	-	-	-	-	-
2209	其他應付費用	74,061	1	-	74,061	1	158,733	2	-	158,733	2
2219	其他應付款－其他	366,648	5	-	366,648	5	605,973	8	-	605,973	8
2220	其他應付款－關係人	-	-	-	-	-	-	-	-	-	-
2230	當期所得稅負債	20,450	-	-	20,450	-	24,579	-	-	24,579	-
2322	一年或一營業週期內到期長期借款	475,169	7	-	475,169	7	574,291	8	-	574,291	8
	流動負債合計	1,466,512	20	-	1,466,512	20	1,872,781	25	-	1,872,781	25
	非流動負債										
2540	長期借款	-	-	-	-	-	-	-	-	-	-
2570	遞延所得稅負債	19,965	-	-	19,965	-	21,356	-	-	21,356	-
2630	長期遞延收入	69,499	1	-	69,499	1	80,509	1	-	80,509	1
	長期負債合計	89,464	1	-	89,464	1	101,865	1	-	101,865	1
	負債合計	1,555,976	21	-	1,555,976	21	1,974,646	26	-	1,974,646	26
	股東權益										
3110	普通股股本	858,626	12	-	858,626	12	875,300	11	-	875,300	11
3200	資本公積	-	-	12,213,771	12,213,771	167	-	-	12,432,090	12,432,090	161
	儲備	4,948,611	67	(4,948,611)	-	-	4,898,610	63	(4,898,610)	-	-
3351	累積盈虧	-	-	(5,999,750)	(5,999,750)	(82)	-	-	(6,156,361)	(6,156,361)	(80)
3410	國外營運機構財務報表之兌換差額	-	-	(1,292,441)	(1,292,441)	(18)	-	-	(1,415,326)	(1,415,326)	(18)
	母公司股東權益合計	5,807,237	79	(27,031)	5,780,206	79	5,773,910	74	(38,207)	5,735,703	74
3600	非控制權益	4,367	-	-	4,367	-	14,457	-	-	14,457	-
	股東權益合計	5,811,604	79	(27,031)	5,784,573	79	5,788,367	74	(38,207)	5,750,160	74
	負債及股東權益總計	**$ 7,367,580**	**100**	**(27,031)**	**7,340,549**	**100**	**7,763,013**	**100**	**(38,207)**	**7,724,806**	**100**

註一：民國一〇四年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT4.995換算。

民國一〇三年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長：　　經理人：　　會計主管：

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

合併綜合損益表

（依中華民國金融監督管理委員會認可之國際財務報導準則重編）

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位:新台幣千元

		104年度					103.4.1~103.12.31				
	項目	依香港財務報導準則編製金額	%	調節金額增(減)	依中華民國國際財務報導準則編製之金額	%	依香港財務報導準則編製金額	%	調節金額增(減)	依中華民國國際財務報導準則編製之金額	%
4000	營業收入	$ 3,009,178	100	-	3,009,178	100	2,842,217	100	-	2,842,217	100
5000	營業成本	2,173,574	72	-	2,173,574	72	2,595,723	91	-	2,595,723	91
	營業毛利	835,604	28	-	835,604	28	246,494	9	-	246,494	9
6000	營業費用	(1,119,549)	(37)	52,038	(1,067,511)	(35)	(984,885)	(35)	(289,816)	(1,274,701)	(45)
	營業損失	(283,945)	(9)	52,038	(231,907)	(7)	(738,391)	(26)	(289,816)	(1,028,207)	(36)
	營業外收入及支出										
7010	其他收入	103,406	3	-	103,406	3	37,971	1	-	37,971	1
7020	其他利益及損失	113,742	4	-	113,742	4	7,735	-	-	7,735	-
7050	財務成本	(13,452)	(1)	-	(13,452)	(1)	(21,254)	(1)	-	(21,254)	(1)
7060	採用權益法認列之關聯企業及合資損益份額	(495)	-	-	(495)	-	(32,635)	(1)	-	(32,635)	(1)
7210	處分不動產、廠房及設備利益	137,043	5	-	137,043	5	268,608	10	-	268,608	10
7596	什項支出	-	-	(53,170)	(53,170)	(2)	(354,352)	(12)	289,111	(65,241)	(2)
7670	減損損失	-	-	-	-	-	(166,697)	(6)	-	(166,697)	(6)
7655	公允價值調整損失-投資性不動產	(8,966)	-	8,966	-	-	1,288	-	(1,288)	-	-
	營業外收入及支出合計	331,278	11	(44,204)	287,074	9	(259,336)	(9)	287,823	28,487	1
	繼續營業單位稅前淨損	47,333	2	7,834	55,167	2	(997,727)	(35)	(1,993)	(999,720)	(35)
	減：所得稅費用(利益)	24,930	(1)	-	24,930	(1)	21,315	(1)	-	21,315	(1)
	本期淨損	**$ 22,403**	**1**	**7,834**	**30,237**	**1**	**(1,019,042)**	**(36)**	**(1,993)**	**(1,021,035)**	**(36)**
	其他綜合損益										
	國外營運機構財務報表換算之兌換差額	96,768	3	-	96,768	3	(27,527)	(1)	-	(27,527)	(1)
	其他綜合損益(稅後淨額)	96,768	3	-	96,768	3	(27,527)	(1)	-	(27,527)	**(1)**
	其他綜合損益總額	**$ 119,171**	**4**	**7,834**	**127,005**	**4**	**(1,046,569)**	**(37)**	**(1,993)**	**(1,048,562)**	**(37)**
	本期淨損歸屬於：										
	母公司業主	29,056		7,834	36,890		(998,277)		(1,993)	(1,000,270)	
	非控制權益	(6,653)		-	(6,653)		(20,765)		-	(20,765)	
		$ 22,403		**7,834**	**30,237**		**(1,019,042)**		**(1,993)**	**(1,021,035)**	
	綜合損益總額屬於：										
	母公司業主	124,980		7,834	132,814		(1,027,698)		(1,993)	(1,029,691)	
	非控制權益	(5,809)		-	(5,809)		(18,871)		-	(18,871)	
		$ 119,171		**7,834**	**127,005**		**(1,046,569)**		**(1,993)**	**(1,048,562)**	
	每股盈餘(虧損)(新台幣元)										
	基本稅後	**$ 0.01**		**-**	**0.01**		**(0.67)**		**-**	**(0.67)**	
	稀釋稅後	**$ 0.01**		**-**	**0.01**		**(0.67)**		**-**	**(0.67)**	

註：民國一〇四年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT$4.995換算。

民國一〇三年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長：　　經理人：　　會計主管：

同方友友控股有限公司及子公司

（原名：真明麗控股有限公司及子公司）

合併現金流量表

（依中華民國金融監督管理委員會認可之國際財務報導準則重編）

民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日

單位:新台幣千元

	104年度			103年度		
	依香港財務報導準則編製金額	調節金額 增(減)	依中華民國國際財務報導準則編製金額	依香港財務報導準則編製金額	調節金額 增(減)	依中華民國國際財務報導準則編製金額
營業活動之現金流量：						
繼續營業單位稅前淨利(損)	$ 47,333	7,834	55,167	(997,727)	(1,993)	(999,720)
調整項目：						
不影響現金流量之收益費損項目						
折舊費用	152,862	1,132	153,994	129,892	705	130,597
攤銷費用	18,112	-	18,112	19,640	-	19,640
攤銷遞延政府補助收入	(20,714)	-	(20,714)	(295)	-	(295)
呆帳費用(迴轉)提列數	(69,600)	-	(69,600)	241,936	-	241,936
透過損益按公允價值衡量金融資產及負債之淨收益	599	-	599	-	-	-
利息費用	13,452	-	13,452	21,254	-	21,254
利息收入	(17,153)	-	(17,153)	(10,281)	-	(10,281)
投資性不動產按公允價值衡量之(利益)	8,966	(8,966)	-	(1,288)	1,288	-
股份基礎給付酬勞成本	18,336	-	18,336	5,550	-	5,550
未實現外幣兌換利益	(113,741)	-	(113,741)	(7,735)	-	(7,735)
採用權益法認列之關聯企業及合資損失之份額	495	-	495	32,635	-	32,635
處分不動產、廠房、設備及土地使用權利益	(137,043)	-	(137,043)	(268,608)	-	(268,608)
處分投資利益	(909)	-	(909)	-	-	-
處分投資關聯企業利益	(8,976)	-	(8,976)	-	-	-
資產減損損失	-	-	-	166,697	-	166,697
存貨跌價損失	18,506	-	18,506	193,216	-	193,216
不影響現金流量之收益費損項目合計	(89,475)	-	(89,475)	(475,114)	-	(475,114)
與營業活動相關之資產／負債變動數：						
存貨(增加)減少	(114,161)	-	(114,161)	390,536	-	390,536
應收帳款減少(增加)	85,494	-	85,494	(202,377)	-	(202,377)
應付帳款(減少)增加	(47,837)	-	(47,837)	4,634	-	4,634
其他流動負債減少	(38,881)	-	(38,881)	(66)	-	(66)
遞延補助款收入增加	11,239	-	11,239	-	-	-
與營業活動相關之資產及負債之淨變動合計	(104,146)	-	(104,146)	192,727	-	192,727
營運產生之現金流出	(193,621)	-	(193,621)	(282,387)	-	(282,387)
支付之所得稅	(29,575)	-	(29,575)	(3,060)	-	(3,060)
營業活動之淨現金流出	(223,196)	-	(223,196)	(285,447)	-	(285,447)
投資活動現金流量：						
取得以公允價值衡量金融資產	-	-	-	(537,206)	-	(537,206)
取得採用權益法之投資	-	-	-	(83,249)	-	(83,249)
處分子公司	(594)	-	(594)	-	-	-
取得不動產、廠房及設備	(97,288)	-	(97,288)	(62,723)	-	(62,723)
處分不動產、廠房及設備	94,580	-	94,580	310,734	-	310,734
其他應收款增加	-	-	-	177,716	-	177,716
取得無形資產	(45,100)	-	(45,100)	-	-	-
其他金融資產(增加)減少	(95,834)	-	(95,834)	172,435	-	172,435
收取之利息	17,153	-	17,153	10,281	-	10,281
投資活動之淨現金流出	(127,083)	-	(127,083)	(12,012)	-	(12,012)
融資活動現金流量：						
短期借款增加	135,829	-	135,829	369,099	-	369,099
短期借款減少	(246,663)	-	(246,663)	(701,550)	-	(701,550)
發行新股	-	-	-	3,646,992	-	3,646,992
非控制權益變動	-	-	-	(1,070)	-	(1,070)
支付之利息	(13,452)	-	(13,452)	(21,254)	-	(21,254)
融資活動之淨現金流(出)入	(124,286)	-	(124,286)	3,292,217	-	3,292,217
匯率變動對現金及約當現金之影響	179,146	-	179,146	(14,044)	-	(14,044)
本期現金及約當現金(減少)增加數	(295,419)	-	(295,419)	2,980,714	-	2,980,714
期初現金及約當現金餘額	3,370,656	-	3,370,656	455,398	-	455,398
期末現金及約當現金餘額	**$ 3,075,237**	**-**	**3,075,237**	**3,436,112**	**-**	**3,436,112**

註：民國一〇四年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB$1=NT$4.995換算。

民國一〇三年十二月三十一日財務報表之所有資產、負債、股東權益及損益科目金額，係以民國103年12月31日之匯率RMB$1=NT$5.092換算。

董事長： **經理人：** **會計主管：**

同方友友控股有限公司及子公司
(原名：真明麗控股有限公司及子公司)
合併財務報表重編說明
民國一〇四年一月一日至十二月三十一日
及民國一〇三年四月一日至十二月三十一日

一、合併財務報表重編原則

同方友友控股有限公司及子公司（以下簡稱合併公司）如附件四所列之民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日之財務報告，係包括同方友友控股有限公司（以下簡稱本公司）及子公司之合併財務資訊。合併公司依香港法令及香港財務報導準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表、合併綜合損益表及合併現金流量表，因適用之會計原則不同，與中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告(以下簡稱中華民國經金管認可之國際財務報導準則)及相關法令規定部分不符，爰依中華民國財政部證券暨期貨管理委員會民國一〇一年十二月二十三日金管證審字第1010056540號函「第二上市(櫃)公司財務報告複核要點」規定，就上述合併資產負債表、合併綜合損益表及合併綜合現金流量表依中華民國經金管會認可之國際財務報導準則予以重編(以下簡稱重編合併財務報表)。

因適用之會計原則不同，致其對合併公司民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日損益影響金額重大者，上述重編合併財務報表已依中華民國經金管會認可之國際財務報導準則規定之格式與分類予以重分類，並執行相關損益調整。

二、合併公司所適用之中華民國經金管會認可之國際財務報導準則與香港一般公認會計原則之特定重大差異彙總說明

現行已發布生效之中華民國經金管會認可之國際財務報導準則與香港一般公認會計原則在特定方面可能有重大差異，其中影響合併公司民國一〇四年一月一日至十二月三十一日及民國一〇三年四月一日至十二月三十一日之合併資產負債表、合併綜合損益表及合併現金流量表，進而影響重編合併財務報表之主要差異，彙總說明如下：

	中華民國經金管會認可之國際財務報導準則	香港一般公認會計原則	對重編合併財務報表之影響
(一)合併資產負債表	一般之分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排列，近者在先，遠者在後。股東權益按永久性大小排列，永久性大者在先，小者在後。	一般之分類方式，資產係以非流動性資產在前，流動資產在後。負債及權益，係以負債在前，股本及各項準備在後，負債以流動負債在前，非流動負債在後。	已依中華民國財務報表規定予表達揭露。
1.可供出售股本證券	因公平價值無法可靠衡量而採成本評價之股權投資，應分類為以成本衡量之金融資產－非流動。	因合理公平價值估計範圍重大及各種估計法之機率無法合理評估，企業可以成本衡量該金融資產，並分類為備供出售金融資產。	已予將備供出售金融資產重分類至以成本衡量之金融資產－非流動項下。 104年12月31日：11,528千元 103年12月31日：15,917千元
2.預付設備款	依據中華民國證券發行人財務報告編製準則規定，預付設備款依其性質重分類於預付款項下。	預付設備款係帳列於不動產、廠房及設備項下。	已予將不動產、廠房及設備重分類至預付設備款項下。 104年12月31日：6,698千元 103年12月31日：22,303千元
3.儲備	應依各交易產生之性質區分為資本公積、累積盈虧及其他權益-國外營運機構財務報表之兌換差額。	皆列入儲備項下表達。	已予將儲備重分類至資本公積、累積盈虧及其他權益－國外營運機構財務報告換算之兌換差額。 104年12月31日：4,948,611千元 103年12月31日：4,898,610千元

	中華民國經金管會認可之國際財務報導準則	香港一般公認會計原則	對重編合併財務報表之影響
(二)投資性不動產之會計處理	投資性不動產原始認列時以成本衡量，後續衡量選擇按成本模式處理，並計提折舊費用。	1.投資性不動產係指，為賺取租金或為資本增值，或兩者兼有，而持有（由所有人持有或在融資租賃下持有）之土地或建築物。 2.企業可以選擇採公允價值模式或成本模式認列投資性不動產： －公允價值模式：投資性不動產以公允價值衡量，公允價值之變動於綜合損益表中認列。 －成本模式：投資性不動產以折舊後成本減累計減損損失衡量。但應揭露投資性不動產之公允價值。 3.企業對其所有之投資性不動產都應採用一致之衡量模式。	已予以調整 損益影響數 104年度：7,834千元 103.4.1~103.12.31：(1,993)千元 保留盈餘影響數 104年12月31日：(34,865)千元 103年12月31日：(36,214)千元 資產影響數 104年12月31日：(27,031)千元 103年12月31日：(38,207)千元
(三)未按持股比例認購或取得採權益法之被投資公司增發之股份	未依持股比例參與關聯企業增資而產生之股權比例異動，應計算所享有關聯企業可辨認資產及負債之淨公允價值與投資成本之差額，並調整「資本公積」及「採用權益法之投資」。另帳上因採用權益法之投資所產生之資本公積餘額不足時，其差額應借記「保留盈餘」。	投資公司非依原持股比例取得被投資公司增發股份致其持股比例減少或稀釋之推定處分，所產生之相關股權淨值增減者，可認列於當年度損益下。	已予以調整 損益影響數 104年度：無影響 103.4.1~103.12.31：無影響 保留盈餘影響數 104年12月31日：(53,324)千元 103年12月31日：(54,187)千元 資本公積影響數 104年12月31日：53,324千元 103年12月31日：54,187千元

	中華民國經金管會認可之國際財務報導準則	香港一般公認會計原則	對重編合併財務報表之影響
(四)員工認股權失效	尚未行使之員工認股權到期失效，原「資本公積-員工認股權」轉列「資本公積-已失效認股權」。	倘購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，則先前於購股權儲備確認之金額將被轉撥至累計虧損	保留盈餘影響數 104年12月31日：(344,071)千元 103年12月31日：(350,752)千元 資本公積影響數 104年12月31日：344,071千元 103年12月31日：350,752千元
(五)普通股買回及註銷	合併公司本身權益工具之購買、出售發行或註銷，均不得於損益表中認列利益或損失。惟所支付或收取對價應直接認列於權益。依中華民國經金管會認可之國際財務報導準則規定，合併公司註銷庫藏股票時，依股權比例調整資本公積－股票發行溢價。庫藏股票之帳面價值如低於面值與股票發行溢價之合計數時，其差額應調整同種類庫藏股票交易所產生之資本公積。	普通股買賣及註銷，係屬投入資本之變動，交易價差應直接反應於股東權益項下，不得認列於損益表中。	已予以調整 損益影響數 104年度：無影響 103.4.1~103.12.31：無影響 保留盈餘影響數 104年12月31日：1,274千元 103年12月31日：1,298千元 資本公積影響數 104年12月31日：(1,274)千元 103年12月31日：(1,298)千元
(六)合併綜合損益表	應區分營業收入、營業成本、營業費用、營業外收入、營業外費用、非常損益及所得稅費用，分別予以列示，但營業成本及營業費用不能分別列示者，得合併之。	應區分營業收入、投資關聯企業損益、投資聯合控制個體利益、財務成本、所得稅費用、本年度淨利。並列明歸屬予本公司權益持有人及非控制權益之本年度淨利。 於綜合損益表中，應分別表達可重分類至損益及不可重分類至損益之其他綜合損益項目。	已依中華民國財務報表規定予表達揭露。 營業費用依其性質予以重分類。 104年度：(52,038)千元 103.4.1~103.12.31：289,816千元

附　件　四

Neo-Neon®

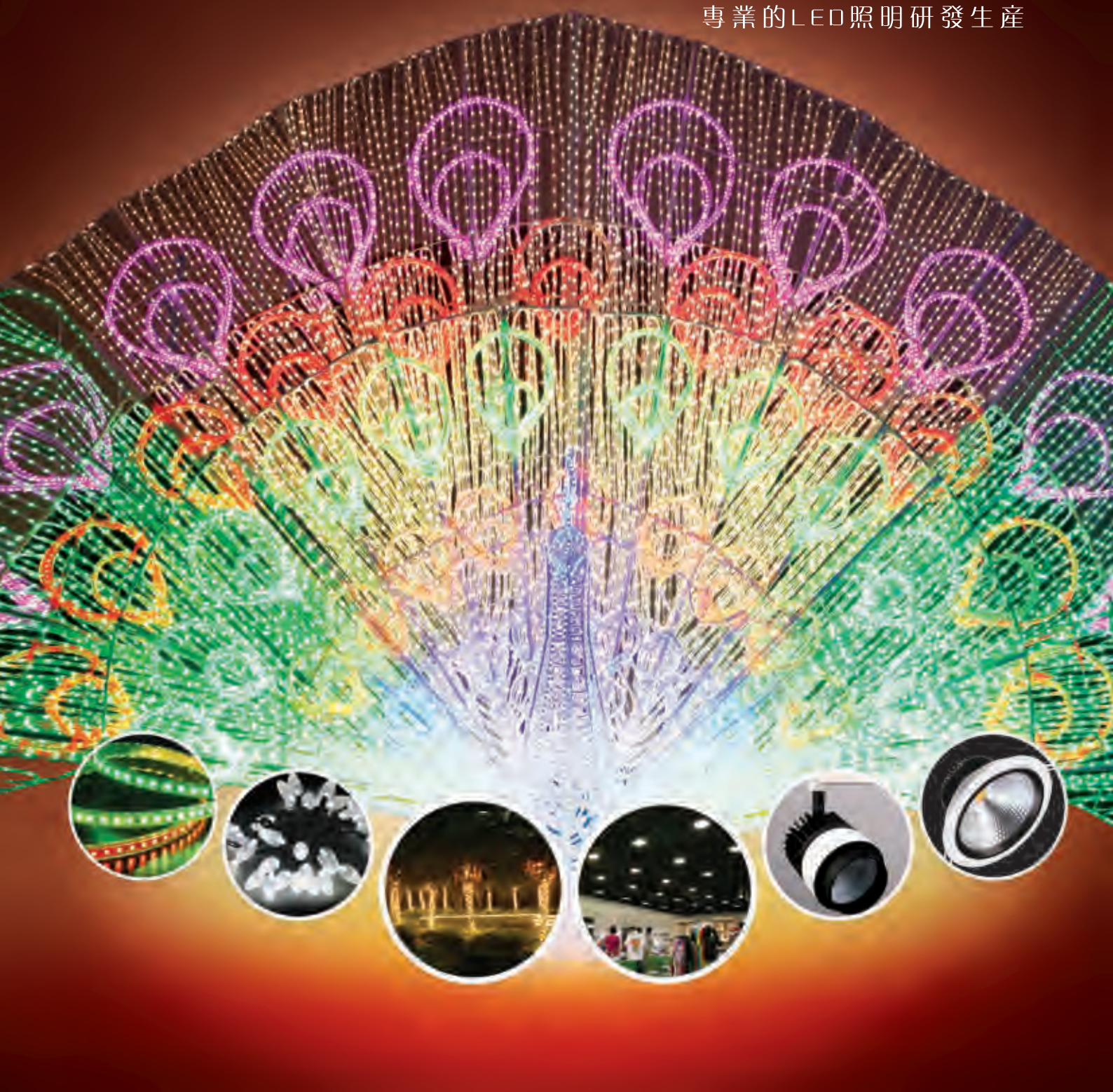
清华同方
TSINGHUA TONGFANG

同方友友控股有限公司

(於開曼群島註冊成立之有限公司)
股份代號：1868.HK; 911868.TDR

2015 年度報告

專業的LED照明研發生產



目 錄

公司資料	2
主席報告書	4
財務摘要	5
董事及高級管理層履歷	6
管理層討論及分析	10
董事會報告書	15
企業管治報告	31
獨立核數師報告	42
綜合全面收益表	44
綜合財務狀況表	45
綜合權益變動表	47
綜合現金流量表	48
財務報表附註	50
釋義	121

公司資料

董事會

執行董事

范新先生*(主席)*
(於二零一五年十月九日獲委任)
陸致成先生*(於二零一五年十月九日辭任)*
王良海先生
謝漢良先生
潘晉先生
樊邦弘先生
(於二零一六年一月二十日辭任)

非執行董事

劉衛東先生

獨立非執行董事

范仁達先生
劉天民先生
李明綺女士

審核委員會

李明綺女士*(主席)*
范仁達先生
劉天民先生

薪酬委員會

劉天民先生*(主席)*
范新先生*(於二零一五年十月九日獲委任)*
范仁達先生
李明綺女士
陸致成先生*(於二零一五年十月九日辭任)*

提名委員會

范新先生*(主席)*
(於二零一五年十月九日獲委任)
陸致成先生*(於二零一五年十月九日辭任)*
范仁達先生
劉天民先生
李明綺女士

風險管理及合規委員會(前稱「監控及合規委員會」)

范仁達先生*(主席)*
范新先生*(於二零一六年三月二十九日獲委任)*
王良海先生*(於二零一六年三月二十九日獲委任)*
謝漢良先生*(於二零一六年三月二十九日獲委任)*
潘晉先生
劉衛東先生*(於二零一六年三月二十九日獲委任)*
劉天民先生
李明綺女士

法定代表

謝漢良先生
梁樂偉先生*(於二零一六年三月二日獲委任)*
陳璋先生*(於二零一六年三月二日辭任)*

公司秘書

梁樂偉先生*(於二零一六年三月二日獲委任)*
陳璋先生*(於二零一六年三月二日辭任)*

香港股份過戶登記處分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

核數師

畢馬威會計師事務所
香港中環遮打道10號
太子大廈8樓

公司資料

律師（香港法律）

奧睿律師事務所
香港
皇后大道中15號
置地廣場
告羅士打大廈43樓

主要往來銀行

中國建設銀行股份有限公司鶴山支行
台新國際商業銀行香港分行
中國光大銀行股份有限公司江門分行

註冊辦事處

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

香港主要營業地點

香港中環
夏慤道12號
美國銀行中心
806-810室

主要股份過戶登記處

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

公司網址

www.neo-neon.com

股份代號

1868

主席報告書

各位尊敬的股東：

本人很榮幸的代表董事會及管理層，向各位股東提呈同方友友控股有限公司(「本公司」或「同方友友」)及其附屬公司(本集團)截至二零一五年十二月三十一日止的年度發展狀況及運營業績報告。

當前，LED照明產業格局正處於調整期。一方面，LED行業的技術已成熟並普及，產品性價比已達到傳統照明產品，LED產品已走入千家萬戶，LED產品銷量繼續大幅增長；另一方面，國際大型照明企業因不再具有十分明顯的競爭優勢，正逐步淡出。

二零一五年，本集團在保持銷售適度增長的同時，減少低端照明產品訂單，加強美洲市場渠道建設和專業照明產品銷售；加強品牌管理，轉變產品生產方式，增加OEM產品比重，降低營運資金佔用，以促進集團良性發展。二零一五年，在同方友友全體員工的辛勤勞動下，集團產品毛利率達到27.8%，較上年的8.7%增加了19.1%；加大費用控制，加強資產管控，存貨庫存保持在合理水平；自二零一一年來首次實現扭虧為盈。

近年來，隨着互聯網、雲計算等新技術出現，人們已經不滿足於LED照明高亮度、低能耗、壽命長、功率小等基本功能和所帶來的經濟效益，而是更希望LED解決方案與先進的物聯網和雲計算技術相結合，從人體心理學、生理學和社會學出發，兼顧個體舒適度、光生物安全、環境保護等多重考量。未來LED照明產業需與信息技術深度融合，在物聯網、移動互聯、大數據、雲計算等領域實現跨界融合。

在新形勢下，集團進一步調整自身發展方向，提高運行效率和能力；重塑產業發展價值鏈，完善產業發展創新鏈。二零一五年第四季度，集團進行體制改革，根據產品、市場等特徵，實行事業部制；構建了一條穩健、可持續發展的經營之路。二零一六年，集團將加強職能體系建設，積極推動和深化「制度化、數字化、信息化」工作；加強科技創新，加快產品朝智能化、信息化、品質化、標準化方向發展；加大非經營資產管理。目前集團庫存現金約6億人民幣，資產負債比率(指銀行貸款與權益總額的比率)僅8.2%；集團計劃通過收購推進LED照明業務快速增長。

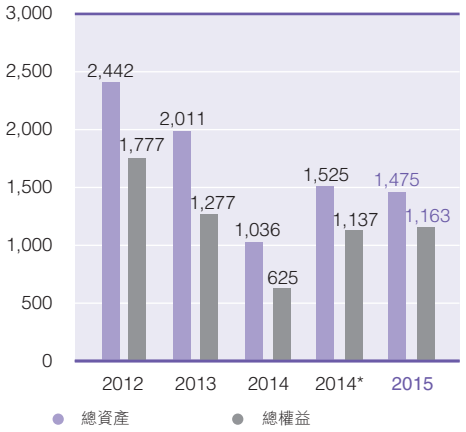
最後，本人代表同方友友董事會，衷心感謝集團全體員工的辛勤貢獻，廣大客戶及業務伙伴的大力支持，以及所有股東的信任。我們一直為人們提供舒適、安全、節能的光環境而奮鬥！我們對集團的未來發展充滿信心！

主席
范新
二零一六年三月二十二日

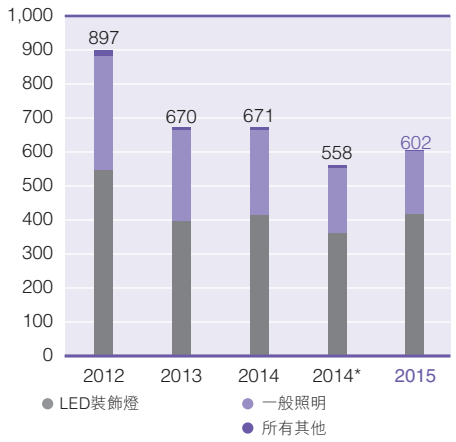
財務摘要

以百萬人民幣呈列	截至三月三十一日止年度 二零一二年	二零一三年	二零一四年	截至十二月三十一日止年度 二零一四年*	二零一五年
營業額	897	670	671	558	**602**
毛利(虧)額	(484)	80	(195)	48	**167**
本公司股本持人應佔溢利(虧損)	(1,184)	(500)	(659)	(196)	**6**
扣除利息、税項、折舊及攤銷前之盈利(虧損)	(1,018)	(349)	(581)	(162)	**46**
總資產	2,442	2,011	1,036	1,525	**1,475**
總權益	1,777	1,277	625	1,137	**1,163**
毛利(虧)率	(53.9%)	11.9%	(29.0%)	8.7%	**27.8%**
純利(虧)率	(132.0%)	(74.6%)	(98.2%)	(35.1%)	**1.0%**
每股盈利(虧損)— 基本(人民幣分)	(125.6)	(53.2)	(70.2)	(13.1)	**0.3**

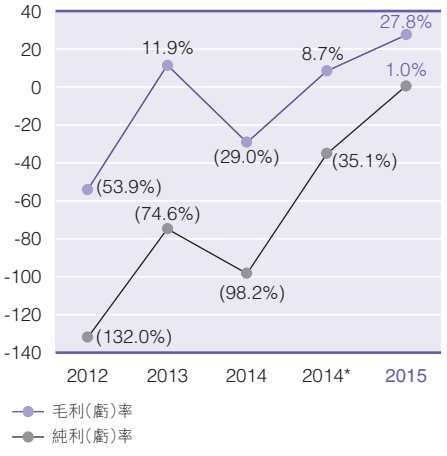
總資產／總權益
百萬人民幣



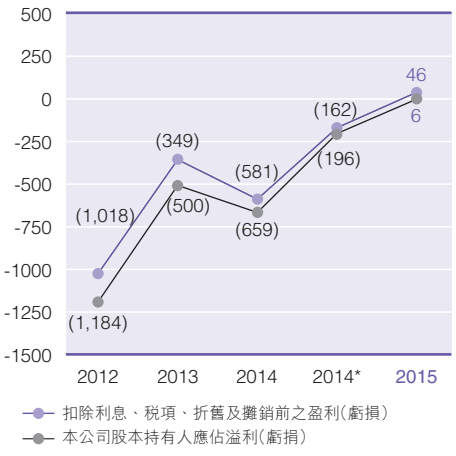
營業額
百萬人民幣



毛利(虧)率及純利(虧)率
%



扣除利息、税項、折舊及攤銷前之盈利(虧損)及本公司股本持有人應佔溢利(虧損)
百萬人民幣



* *由二零一四年四月一日至二零一四年十二月三十一日止九個月期間*

董事及高級管理層履歷

執行董事

范新先生

范新先生，55歲，於二零一五年十月九日獲委任為執行董事兼董事會主席。范先生於一九八八年畢業自清華大學，獲頒熱能工程碩士學位。范先生現時為同方股份（股份代碼：600100，一家於上海證券交易所上市的公司）的總裁。范先生於一九九三年加入北京清華人工環境工程公司，曾任高級工程師及分公司經理。於一九九七年，該公司與若干由清華大學持有的其他公司重組組成同方股份，同方股份於一九九七年六月二十七日在上海證券交易所上市。於二零零零年至二零一二年期間，范先生曾任同方股份旗下的同方人工環境有限公司總經理。彼於二零一二年出任同方股份副總裁，並於二零一三年晉升為總裁。范先生自二零一三年五月起，擔任同方股份的董事，並且從二零一二年九月起擔任本公司控股股東同方節能控股的董事。范先生亦自二零一四年三月起出任同方泰德國際科技有限公司（股份代號：1206，一家於聯交所上市的公司）的非執行董事。

王良海先生

王良海先生，51歲，於二零一四年八月二十五日獲委任為執行董事。王先生為工學碩士，畢業於清華大學。自二零一零年五月起擔任同方股份的副總裁兼多媒體產業本部總經理及半導體與照明產業本部總經理。王先生自二零零七年起曾擔任同方股份總裁助理兼數字電視系統本部副總經理、消費電子事業部總經理。

謝漢良先生

謝漢良先生，53歲，於二零一四年八月二十五日獲委任為執行董事及於二零一四年八月二十六日獲委任為本公司總裁兼首席執行官，彼主要負責本公司的日常運營及國際業務。彼亦任本公司全資附屬公司同方照明產業集團有限公司總裁。謝先生亦為同方泰德國際科技有限公司（「同方泰德」）創辦人、執行董事兼營運總監，負責同方泰德及其附屬公司的日常營運及一般管理。彼於二零零五年五月二十五日獲委任為同方泰德董事，並於二零一一年四月十二日調任為同方泰德執行董事。同方泰德為於聯交所主板上市的公司（股份代號：1206）。謝先生於二零零三年獲得法國INSEAD Fontainebleau的INSEAD-T.A.C.管理發展課程證書，並於一九八四年獲得新加坡理工學院(Singapore Polytechnic)電子及通訊工程系技術員文憑。於創立同方泰德之前，謝先生於一九九零年加入Honeywell Southeast Asia，擔任其於不同國家的多個銷售管理職位。於一九九四年，謝先生調任Honeywell China Inc.，離職前的職位為該公司大中華市場的銷售經理。謝先生亦於一九九八年至二零零五年擔任TAC Controls Asia Pte Ltd的董事總經理。謝先生為TAC Controls Asia Pte Ltd.亞太區管理團隊的主管人員。謝先生獲得Honeywell Asia Pacific Inc.授予的Winners Club Award及Honeywell Inc.授予的President's Club Award等多個獎項。於二零一二年四月十八日，謝先生獲新加坡董事協會認可為普通會員。

潘晉先生

潘晉先生，54歲，於二零一四年八月二十五日獲委任為執行董事及於二零一四年八月二十六日獲委任為副總裁，彼主要負責公司投資、資產管理與科技園建設業務。彼亦任本公司全資附屬公司同方照明產業集團有限公司副總裁。潘先生為工學博士，畢業於清華大學。自二零零三年至今，潘先生歷任同方股份投資發展部副總經理及總經理，同方股份總裁助理兼投資發展部總經理。潘先生同時為同方國芯電子股份有限公司（股份代號：002049，於中國深圳交易所上市）的董事。潘先生於二零一零年十月二十二日至二零一五年十月二十八日擔任泰盛國際（控股）有限公司（股份代號：8103，於聯交所創業版上市）的非執行董事。

非執行董事

劉衛東先生

劉衛東先生，53歲，於二零一四年八月二十五日獲委任為非執行董事。劉先生為會計師、工商管理碩士，畢業於清華大學經濟管理學院，至今擁有超過二十年財務、審計專業管理經驗。自二零零四年至今，劉先生曾任同方股份審計部副總經理、副總會計師、總會計師，現任同方股份副總裁兼財務總監及財務負責人。

獨立非執行董事

范仁達先生

范仁達先生，56歲，於二零一四年八月二十五日獲委任為獨立非執行董事。范先生一九八六年於美國達拉斯大學取得工商管理碩士學位。范先生現為統一企業中國控股有限公司（股份代號：220）、中信資源控股有限公司（股份代號：1205）、上海實業城市開發集團有限公司（股份代號：563）、人和商業控股有限公司（股份代號：1387）、同方泰德國際科技有限公司（股份代號：1206）、國電科技環保集團股份有限公司（股份代號：1296）、天福（開曼）控股有限公司（股份代號：6868）、國開國際投資有限公司（股份代號：1062）、香港資源控股有限公司（股份代號：2882）、中國廣核新能源控股有限公司（股份代號：1811）、勒泰控股有限公司（股份代號：112）及利民實業有限公司（股份代號：229）的獨立非執行董事，所有公司均於香港聯交所主板上市。范先生亦為香港獨立非執行董事協會會長。

劉天民先生

劉天民先生，54歲，於二零一四年八月二十五日獲委任為獨立非執行董事。彼亦為軟銀中國創業投資有限公司主管合夥人、同方泰德國際科技有限公司（股份代號：1206）的非執行董事及臺灣蠟品股份有限公司（股份代號：1742）的獨立董事。劉先生於二零零三年至二零零九年間擔任同方股份副總裁兼數字電視系統本部總經理。同方泰德國際科技有限公司於聯交所主板上市，而臺灣蠟品股份有限公司於臺灣證交所上市。

李明綺女士

李明綺女士，48歲，於二零一四年八月二十五日獲委任為獨立非執行董事。李女士畢業於上海復旦大學獲經濟學學士，並獲頒南衛理公會大學經濟學碩士學位及德克薩斯大學達拉斯分校管理和行政科學理碩士學位，於二零一一年三月至二零一四年十一月曾任中燃偉業國際控股有限公司（於美國OTCBB上市，股份代號：SGAS）的獨立董事。李女士曾任JP Morgan Chase的高級分析員、BHF Capital的分析員／投資組合經理、Transamerica Business Capital的副總裁／投資組合經理、Morgan Stanley的副總裁／高級關係經理，以及水星資本管理的對沖基金主管。

高級管理層

謝漢良先生履歷見本節「執行董事」一段。

潘晉先生履歷見本節「執行董事」一段。

付凱先生

付凱先生，41歲，於二零一五年十月九日獲委任為本公司首席財務官。付先生亦為註冊税務師及會計師，畢業於湖北大學經濟學院會計系。本公司總會計師，主要負責本公司會計核算與財務管理。彼亦為本公司全資附屬公司同方照明產業集團有限公司總會計師兼財務中心總經理。自二零零四年起，歷任同方吉兆科技有限公司財務部成本經理、財務經理；同方股份有限公司數字電視產業本部財務部財務經理；同方股份有限公司財務部總經理助理、副總經理。

樊邦揚先生

樊邦揚先生，60歲，本公司總裁助理，現任廣東省江門市政協委員、江門市台商協會名譽會長。樊先生於一九九零年開始投身LED燈飾照明行業，致力於LED半導體照明的研究開發及產業化推廣工作。彼曾於二零零六年十月至二零一四年九月任公司執行董事。

張震寰先生

張震寰先生，62歲，管理學博士，畢業於美國德州理工大學。本公司總裁助理，主要負責本公司美國業務，現任全資子公司American Lighting首席執行官(CEO)、Tivoli代理首席執行官。一九九九年至二零零四年負責擴大本公司在美國業務，二零零四年至二零零六年任Tivoli首席執行官，二零零六年至二零零九年曾任本公司市場行銷總監、執行董事兼首席執行官。

許東先生

許東先生，49歲，會計師，畢業於北京航空航天大學。本公司總裁助理，主要負責本公司運營管理、包括信息、倉儲、物流、經營等工作。彼亦為本公司全資附屬公司同方照明產業集團有限公司副總裁兼運營中心總經理。自一九九七年至今，歷任同方股份有限公司計算機公司財務經理、計算機系統本部財務總監、半導體與照明產業本部財務總監、運營總監。

劉彤先生

劉彤先生，47歲，工學碩士，畢業於清華大學。本公司總裁助理，主要負責本公司的中國照明業務。彼亦為本公司全資附屬公司同方照明產業集團有限公司副總裁兼中國照明事業部總經理。自一九九七年至今，歷任清華同方人工環境工程公司副總經理、同方股份有限公司基地建設部副總經理、同方股份有限公司照明事業部總經理、北京同方照明科技有限公司總經理。

徐惠來先生

徐惠來先生，44歲，法學學士，畢業於中國青年政治學院。本公司總裁助理，主要負責本公司的人力資源和行政管理工作。彼亦為本公司全資附屬公司同方照明產業集團有限公司副總裁兼人資行政中心總經理。自二零零零年起，歷任同方威視技術股份有限公司人力資源部副部長、同方股份有限公司人力資源部總經理助理、同方光電科技有限公司人力資源總監、同方股份有限公司半導體與照明產業本部人力資源總監。

周福民先生

周福民先生，44歲，法學碩士，畢業於清華大學。本公司總裁助理，主要負責本公司法務工作。自一九九八年至今，歷任湧金實業（集團）有限公司首席法律顧問、法務部總經理，雲南國際信託有限公司信託部總經理、法務部總經理、副總裁，同方股份有限公司總裁助理。

管理層討論及分析

財務回顧

收入

截至二零一五年十二月三十一日止年度的收入約為人民幣602.4百萬元，與截至二零一四年十二月三十一日止九個月約人民幣558.2百萬元相比，收入保持穩定，主要由於(1)選擇性接受訂單（本集團於年內採取審慎的訂單處理方法，選擇毛利率相對較高的訂單），及(2)部份歐洲國家的經濟相對地放緩。

已售貨物的成本

截至二零一五年十二月三十一日止年度，已售貨物的成本約為人民幣435.2百萬元，較截至二零一四年十二月三十一日止九個月約人民幣509.8百萬元減少約人民幣74.6百萬元。

毛利及毛利率

截至二零一五年十二月三十一日止年度，本集團錄得毛利約人民幣167.3百萬元，較截至二零一四年十二月三十一日止九個月的毛利約人民幣48.4百萬元大幅改善。

截至二零一五年十二月三十一日止年度，本集團錄得毛利率約27.8%，較截至二零一四年十二月三十一日止九個月的毛利率約8.7%增加19.1%，主要由於(1)存貨減值撥備約為人民幣3.7百萬元（截至二零一四年十二月三十一日止九個月：人民幣37.9百萬元），(2)選擇性接受訂單（本集團於年內採取審慎的銷售方法，選擇毛利率相對較高的訂單），及(3)製造費用（主要包括僱員薪金、折舊費用及公用設施開支）減少約人民幣17.8百萬元。

其他收益、虧損及支出

截至二零一五年十二月三十一日止年度，本集團錄得其他收益約人民幣58.9百萬元，較截至二零一四年十二月三十一日止九個月的其他虧損人民幣15.1百萬元增加約人民幣74.0百萬元，原因在於(1)因出售本公司的附屬公司廣東銀雨芯片半導體有限公司（「銀雨半導體」）的廠房及土地使用權而獲得淨收益約人民幣27.4百萬元，而截至二零一四年十二月三十一日止九個月因出售本公司的附屬公司鶴山同方照明科技有限公司（「鶴山同方」）的廠房及土地而獲得淨收益約人民幣52.8百萬元，(2)由於收回應收款項有所進展，回顧年內的壞賬撥備撥回為人民幣13.9百萬元，而截至二零一四年十二月三十一日止九個月的壞賬撥備為人民幣47.5百萬元，及(3)匯率變動導致截至二零一五年十二月三十一日止年度錄得匯兑收益人民幣22.8百萬元，而截至二零一四年十二月三十一日止九個月的匯兑收益為人民幣1.5百萬元。

物業、廠房及設備減值虧損

於二零一五年十二月三十一日，就物業、廠房及設備確認的減值虧損金額為零（二零一四年十二月三十一日：人民幣32.7百萬元）。

經營開支

分銷及銷售開支主要包括員工成本、宣傳及廣告、運輸及交通、代理及海關費用以及租金及差餉。截至二零一五年十二月三十一日止年度，本集團的分銷及銷售開支約為人民幣88.5百萬元，較截至二零一四年十二月三十一日止九個月約人民幣68.6百萬元增加約人民幣19.9百萬元或29.0%，主要原因是(1)人民幣88.5百萬元涵蓋十二個月，而人民幣68.6百萬元則涵蓋九個月，及(2)員工成本增加約人民幣10.8百萬元。

行政開支主要包括員工薪金、董事酬金、折舊開支、專業及法律費用以及股票期權相關費用。截至二零一五年十二月三十一日止年度的行政開支約為人民幣135.6百萬元，較截至二零一四年十二月三十一日止九個月約人民幣124.9百萬元增加約人民幣10.7百萬元或8.6%，主要由於閒置固定資產折舊導致固定資產折舊增加約人民幣9.2百萬元。

財務成本

截至二零一五年十二月三十一日止年度的財務成本約為人民幣2.7百萬元，較截至二零一四年十二月三十一日止九個月人民幣4.2百萬元有所減少，主要原因是於二零一五年十二月三十一日的銀行貸款為人民幣95.1百萬元，較於二零一四年十二月三十一日的銀行貸款人民幣112.8百萬元減少人民幣17.7百萬元。

税項

截至二零一五年十二月三十一日止年度，本集團的税項支出為人民幣5.0百萬元（二零一四年十二月三十一日：人民幣4.2百萬元），主要包括海外司法權區徵收的税項約人民幣5.5百萬元及遞延税項約人民幣0.5百萬元。

本公司股本持有人應佔溢利

截至二零一五年十二月三十一日止年度，本集團錄得本公司股本持有人應佔溢利人民幣5.8百萬元，較本集團於截至二零一四年十二月三十一日止九個月錄得本公司股本持有人應佔虧損人民幣196.0百萬元有所改善。有所改善的原因是(i)由於選擇性接受毛利率相對較高的訂單，截至二零一五年十二月三十一日止年度，毛利約為人民幣167.3百萬元，較二零一四年十二月三十一日止九個月人民幣48.4百萬元，增加約人民幣118.9百萬元，(2)截至二零一五年十二月三十一日止年度出售物業、廠房及設備及預付租約付款之收益淨額約人民幣27.4百萬元，較截至二零一四年十二月三十一日止九個月的人民幣52.7百萬元減少人民幣25.3百萬元，(3)截至二零一五年十二月三十一日止年度物業、廠房及設備確認之減值虧損為零，而截至二零一四年十二月三十一日止九個月之減值虧損約為人民幣32.7百萬元，(4)呆壞賬撥備撥回淨額約人民幣13.9百萬元，與截至二零一四年十二月三十一日止九個月的人民幣47.5百萬元比較，應收款項撥備減少人民幣61.4百萬元，及(5)截至二零一五年十二月三十一日止年度匯兑收益約人民幣22.8百萬元，較截至二零一四年十二月三十一日止九個月的人民幣1.5百萬元增加人民幣21.3百萬元。

財務資源及流動資金及資產負債比率

本集團的財政狀況保持穩定。於二零一五年十二月三十一日，本集團擁有銀行結餘人民幣615.7百萬元及短期銀行貸款人民幣95.1百萬元。資產負債比率指本集團短期銀行貸款與權益總額的比率，於二零一五年十二月三十一日，資產負債比率為8.2%（二零一四年十二月三十一日：9.9%）。比率下跌主要由於回顧年度內銀行貸款較二零一四年減少人民幣17.7百萬元。

現金流量

本集團的財務資源主要包括投資活動及融資活動所得現金流。

本集團錄得(1)截至二零一五年十二月三十一日止年度的經營活動現金流出約人民幣44.7百萬元（截至二零一四年十二月三十一日止九個月：人民幣56.1百萬元）；(2)截至二零一五年十二月三十一日止年度的投資活動的現金流出約人民幣25.4百萬元（截至二零一四年十二月三十一日止九個月：約人民幣2.4百萬元）；及(3)截至二零一五年十二月三十一日止年度的融資活動的現金流出約人民幣24.9百萬元（截至二零一四年十二月三十一日止九個月：現金流入約人民幣646.5百萬元）。

上述經營活動現金流出減少，主要由於應收貿易及其他應收款項增加約人民幣17.1百萬元。

上述投資活動現金流出增加，主要由於存放已抵押銀行存款約人民幣20.4百萬元。

上述融資活動現金流出增加，主要由於截至二零一五年十二月三十一日止年度內償還銀行貸款約人民幣49.4百萬元。

資產及負債

於二零一五年十二月三十一日，本集團錄得總資產約人民幣1,475.0百萬元（二零一四年十二月三十一日：人民幣1,524.6百萬元）及總負債約人民幣311.5百萬元（二零一四年十二月三十一日：人民幣387.8百萬元）。

於二零一五年十二月三十一日，本集團之流動資產及非流動資產分別約為人民幣1,048.1百萬元（二零一四年十二月三十一日：人民幣1,068.7百萬元）及約人民幣426.9百萬元（二零一四年十二月三十一日：人民幣455.9百萬元）。資產減少主要是由於出售銀雨半導體的廠房及土地使用權。

於二零一五年十二月三十一日，本集團之流動負債及長期負債分別約為人民幣293.6百萬元（二零一四年十二月三十一日：人民幣367.8百萬元）及約人民幣17.9百萬元（二零一四年十二月三十一日：人民幣20.0百萬元））。流動負債減少主要是由於(1)於二零一五年十二月三十一日的銀行貸款為人民幣95.1百萬元，較二零一四年十二月三十一日的人民幣112.8百萬元減少人民幣17.7百萬元，及(2)由於本集團在其中一個經濟開發區的投資計劃變動，退回政府補貼人民幣37.2百萬元。

外匯風險

本公司多間附屬公司之銷售及採購是以相關實體功能貨幣以外的貨幣定值，因此本集團面對外幣風險。

本集團目前並無外幣對沖政策以消除幣值風險。然而，管理層會密切監察相關外幣風險，並將會在有需要時，考慮對沖重大的外幣風險。

資產抵押

於二零一五年十二月三十一日，本集團已抵押若干土地及樓宇之賬面總值為人民幣20.1百萬元（二零一四年十二月三十一日：人民幣10.7百萬元），若干應收貿易款項及存貨之賬面總值為人民幣51.4百萬元（二零一四年十二月三十一日：人民幣27.0百萬元）及銀行存款之賬面總值為人民幣20.4百萬元（二零一四年十二月三十一日：人民幣1.2百萬元），作為授予本集團的銀行信貸之擔保。

資本承擔

於二零一五年十二月三十一日，本集團之已訂約但未於財務報表撥備的資本開支有關收購物業、廠房及設備之人民幣4.6百萬元（二零一四年十二月三十一日：人民幣13.0百萬元）。

或然負債

於截至二零一五年十二月三十一日止年度，若干附屬公司在其日常業務過程中捲入各種法律索償事件。董事認為，該等索償的最終判決並無對本集團的業績及財務狀況構成重大影響。

資本架構

於二零一五年十二月三十一日，本公司已發行股本為人民幣171,896,724元（相等於193,931,969港元）（二零一四年十二月三十一日：人民幣171,896,724元（相等於193,931,969港元）），分為1,939,319,694股每股0.10港元的普通股。

重大收購、出售及重大投資

於本年度內並無持有重大投資，亦無進行有關附屬公司、聯營公司及合營企業的重大收購或出售，而截至本公告日期董事會並無授權任何計劃以進行其他重大投資或增加資本資產。

末期股息

董事會議決不就截至二零一五年十二月三十一日止年度派付任何股息（截至二零一四年十二月三十一日止九個月：無）。

業務回顧

概覽

於本年度，本集團緊抓機會不懈地開拓海外市場，大力拓展中國內地市場銷售渠道，提高產品毛利率，改善管理水平，盤活閒置資產，使經營業績獲得改善。

於本年度，本公司以美國丹佛為基地的間接全資附屬公司American Lighting Inc.的銷售收入勝於預期。業務的主要動力來自有機會帶動全國大型零售商的強勁收入增長、開拓電子商貿取得進展，以及American Lighting Inc.在新開發產品方面開始取得成果。管理層相信，在可預見將來該增長勢頭仍會持續。

本集團於年內專注提供更佳的售後服務和改善客戶滿意度。此外，為了防止爭端及訴訟，本集團加強了生產的質量控制，並提升管理層的效率。

銷售及分銷

於本年度，本集團努力進行分銷及市場推廣，提升及擴張LED一般照明產品的銷售渠道。本集團積極部署在全球增長最快的市場上建立品牌及銷售渠道，並在節能技術及解決方案方面向客戶提供更佳銷售服務。

研究與開發（「研發」）

本集團的研發工作重點為產品設計、新產品開發及提升生產效益，以減低整體生產成本。

僱員及薪酬政策

於二零一五年十二月三十一日，本集團的僱員總數約為2,800名（二零一四年十二月三十一日：3,300名）。僱員的基本薪酬乃根據行業薪酬慣例、僱員的經驗及其表現而釐定。僱員的薪酬現約持在一個具競爭力的水準，並參考相關人力市場及經濟情況，按年進行檢討。董事的酬金乃根據一系列包括市場狀況及每位董事的職責的因素而釐定。除法例規定的基本薪酬及法定福利外，本集團根據本集團的業績及僱員的個人表現提供酌情花紅。

前景

公司積極致力於社會低碳經濟的可持續發展，以在LED照明行業三十餘年的專業技術和經驗，為人類提供舒適、安全、節能的光環境。

董事會報告書

董事會欣然提呈截至二零一五年十二月三十一日止年度的年報及經審核財務報表。

主要業務

本公司為一家投資控股公司。本公司主要附屬公司的主要業務載於綜合財務報表附註36。

業務回顧

本集團截至二零一五年十二月三十一日止年度的業務回顧載於本年報「管理層討論及分析」一節。

未來發展

有關本集團業務的未來發展載於本年報「管理層討論及分析」及「主席報告」兩節。

附屬公司

有關本集團於二零一五年十二月三十一日的主要附屬公司詳情，載於綜合財務報表附註36。

業績及股息

本集團截至二零一五年十二月三十一日止年度的業績載於第44頁的「綜合全面收益表」。董事會議決不就截至二零一五年十二月三十一日止年度派付任何股息（二零一四年十二月三十一日：無）。

股東週年大會

本公司將於二零一六年五月十三日舉行股東週年大會。股東週年大會通告將於適當時間刊發並寄發予本公司股東。

暫停辦理股份過戶登記手續

為確定出席於二零一六年五月十三日（星期五）舉行的股東週年大會會上投票資格權利，本公司將於二零一六年五月十一日（星期三）至二零一六年五月十三日（星期五）（包括首尾兩日）期間暫停辦理股份過戶登記手續。為符合資格出席股東週年大會及於會上投票，股東須於二零一六年五月十日（星期二）下午四時三十分前將所有股份過戶文件，連同相關股票及轉讓表格送達本公司之香港股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。出席股東週年大會資格的記錄日期為二零一六年五月十三日（星期五）。

物業、廠房及設備

有關本集團本年度物業、廠房及設備的變動詳情，載於財務報表附註15。年內，本集團投資物業的變動載於綜合財務報表附註14。

股本

有關本公司本年度股本的變動詳情載於綜合財務報表附註29。

儲備

本集團儲備的變動載於財務報表中的綜合權益變動表。於二零一五年十二月三十一日，可供分派予本公司權益股東之儲備總額為人民幣679,559,000元。

優先購股權

本公司的組織章程細則或開曼群島法律均無有關優先購股權的條文，規定本公司須按比例向現有股東發售新股。

董事

直至本報告日期，本公司在任董事如下：

執行董事

范新先生*（主席）*[1]
王良海先生
謝漢良先生
潘晉先生
樊邦弘先生[2]*（於二零一六年一月二十日辭任）*

非執行董事

劉衛東先生

獨立非執行董事

范仁達先生
劉天民先生
李明綺女士

附註：

(1) 陸致成先生於二零一五年十月九日辭任執行董事及董事會主席，而范新先生於同日獲委任為執行董事及董事會主席。

(2) 樊邦弘先生於二零一六年一月二十日辭任執行董事。

董事及高級管理層履歷

董事的最新資料載列於本報告第6至第9頁。

董事的合約利益

本公司董事概無對本集團業務而言於本公司或任何附屬公司或同系附屬公司訂立重大合約，並在期末及回顧年內任何時間，直接或間接擁有重大權益。

董事購買股份的權利

於回顧年內，本公司或其任何附屬公司概無訂立任何旨在使本公司董事可以通過收購於本公司或任何其他實體公司的股份或債券的安排，惟根據下文披露的二零零六年購股權計劃者除外。

董事於競爭業務中的權益

截至二零一五年十二月三十一日止年度內任何時間及直至本年報日期，概無董事於本集團業務以外以前或現在直接或間接與本集團業務構成競爭或可能構成競爭的任何業務中擁有權益。

董事及主要行政人員所擁有股份、相關股份及債券之權益及淡倉

於二零一五年十二月三十一日，董事及主要行政人員於本公司或本公司相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文其被當作或被視作擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述的登記冊，或根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉如下：

於本公司股份及相關股份的好倉：

姓名	身份	於二零一五年十二月三十一日的普通股數目	佔於二零一五年十二月三十一日已發行股本總數的百分比
王良海先生(1)	實益擁有人	1,500,000	0.08%
謝漢良先生(2)	實益擁有人	1,500,000	0.08%
潘晉先生(3)	實益擁有人	1,500,000	0.08%
樊邦弘先生(4)	實益擁有人、配偶權益及受控制法團權益	364,866,000	18.81%
劉衛東先生(5)	實益擁有人	1,000,000	0.05%
范仁達先生(6)	實益擁有人	600,000	0.03%
劉天民先生(7)	實益擁有人	600,000	0.03%
李明綺女士(8)	實益擁有人	600,000	0.03%

附註：

(1) 王良海先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的1,500,000股股份的權益。

(2) 謝漢良先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的1,500,000股股份的權益。

(3) 潘晉先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的1,500,000股股份的權益。

(4) 樊邦弘先生實益擁有600,000股份及彼持有Rightmass Agents Limited(「Rightmass」)全部已發行股本,因此被視為擁有Rightmass所擁有共336,400,000股股份的權益。由於翁翠端女士直接持有10,668,000股股份及持有Charm Light International Limited 35%權益(該公司擁有15,698,000股本公司股份),而樊邦弘先生為翁翠端女士的丈夫,故樊邦弘先生被視為擁有翁翠端女士因此所擁有共26,366,000股股份的權益。樊邦弘先生亦被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的1,500,000股股份的權益。

樊邦弘先生於二零一六年一月二十日不再為執行董事。樊先生已通知董事會,由於已出售本公司股份,故辭任本公司執行董事,而彼在董事會層面的決策過程中不再涉及利益。

(5) 劉衛東先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的1,000,000股股份的權益。

(6) 范仁達先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的600,000股股份的權益。

(7) 劉天民先生被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的600,000股股份的權益。

(8) 李明綺女士被視為擁有於二零一五年五月十五日授予彼的購股權獲行使時可向彼發行的600,000股股份的權益。

於相聯法團股份及相關股份的好倉:

American Lighting

姓名	身份	於二零一五年十二月三十一日的普通股數目	佔於二零一五年十二月三十一日American Lighting已發行股本總數的百分比
謝漢良先生(1)	實益擁有人	363	0.99%
潘晉先生(2)	實益擁有人	363	0.99%

附註:

(1) 謝漢良先生被視為擁有於二零一五年六月三十日根據附屬公司股份獎勵計劃授予彼的購股權獲行使時可向彼發行的363股普通股的權益。

(2) 潘晉先生被視為擁有於二零一五年六月三十日根據附屬公司股份獎勵計劃授予彼的購股權獲行使時可向彼發行的363股普通股的權益。

除上述者外,於二零一五年十二月三十一日,概無董事及主要行政人員於本公司或相聯法團的股份、相關股份及債券中,擁有根據證券及期貨條例第352條須記入該條所述登記冊的權益及淡倉,或根據標準守則須知會本公司及聯交所的權益及淡倉。

本公司、其控股公司或其任何附屬公司於任何時間概無訂立任何安排，致使本公司董事及主要行政人員（包括彼等的配偶及18歲以下的子女）持有本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券的任何權益或淡倉。

主要股東於股份及相關股份的權益及好倉

於二零一五年十二月三十一日，就董事所知，下列人士（董事及行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉，或直接或間接擁有附有權利可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值10%或以上的權益。

名稱／姓名	身份	於二零一五年十二月三十一日的普通股數目	佔於二零一五年十二月三十一日已發行股本總數的百分比
同方節能控股(1)	實益擁有人	1,000,692,690	51.60%
Resuccess(1)(2)	受控制法團權益、實益擁有人	1,003,630,690	51.75%
同方股份(1)(2)	受控制法團權益	1,003,630,690	51.75%
Rightmass	實益擁有人	336,400,000	17.35%
翁翠端女士(3)	實益擁有人、配偶權益及受控制法團權益	364,866,000	18.81%

附註：

(1) Resuccess持有同方節能控股全部已發行股本及同方股份持有Resuccess全部已發行股本，因此，Resucess及同方股份各自被視為於同方節能控股所持有全部1,000,692,690股股份中擁有權益。

(2) Resuccess直接持有本公司股份2,938,000股。同方股份持有Resuccess全部已發行股本，因此，同方股份被視為擁有Resuccess所持有的所有本公司股份權益。

(3) 翁翠端女士為樊邦弘先生的配偶，彼因此而被視為於樊邦弘先生所持有全部股份中擁有權益。翁翠端女士直接持有10,668,000股股份及持有Charm Light International Limited已發行股本35%，彼因此而被視為於Charm Light所持有全部15,698,000股股份中擁有權益。

除上文所述者外，於二零一五年十二月三十一日，本公司未獲知會於本公司的股份及相關股份中有任何權益及淡倉已被記錄於根據證券及期貨條例第336條須存置的登記冊內。

關聯方交易

截至二零一五年十二月三十一日止年度，有關本集團關聯方交易的詳情，載於財務報表附註34。

關連交易

關連交易

股權轉讓協議

於二零一五年九月二日，本公司全資擁有的鶴山同方照明與同方創新訂立股權轉讓協議（「**股權轉讓協議**」），以收購深圳同方以衡全部股權。

股權轉讓協議的代價為人民幣10,036,500元，乃依據深圳同方以衡於二零一五年六月三十日的資產淨值釐定。

於二零一五年十二月三十一日，同方股份透過間接持有同方節能控股的100%權益並直接持有Resuccess的100%權益，因而持有本公司全部已發行股本51.75%的權益，為本公司的控股股東。因此，同方股份為本公司關連人士，而其全資附屬公司同方創新亦為本公司關連人士。因此，股權轉讓協議項下交易構成關連交易。

由於根據上市規則第14章計算的有關股權轉讓協議的各適用百分比率（盈利比率除外）少於5%，而股權轉讓協議項下代價大於三百萬港元，故股權轉讓協議項下擬進行之交易須遵守上市規則第14A章的申報及公告規定，但可獲豁免遵守股東批准之規定。

董事認為，於完成股權轉讓後，深圳同方以衡將作為本公司的投資平台。本集團將透過該平台進行併購。因此，董事（包括獨立非執行董事）認為股權轉讓協議乃按一般商業條款訂立，其條款公平合理，符合本公司及股東的整體利益。

持續關連交易

總銷售協議

於二零一五年二月十三日，本公司與同方股份簽訂總銷售協議（「總銷售協議」），據此，本公司或其附屬公司同意向同方股份或其附屬公司銷售若干產品，期限自二零一五年二月十三日開始至二零一七年十二月三十一日結束。

根據總銷售協議，本公司同意向同方股份集團供應並促使其附屬公司向同方股份集團供應外延片、LED裝飾燈、LED一般照明產品、LED專業照明產品和照明工程。

本公司向同方股份銷售產品的價格大致上將參考(1)於相關交易前十二個月期間在性質及規模方面可資比較並且為一名獨立第三方所接納的產品的平均售價；(2)倘無可供參考的平均售價，則為本集團出售在性質及規模方面可資比較並且為一名獨立第三方所接納的產品的任何最近可得售價及最近可得的市場數據；及(3)銷售在性質及規模方面可資比較的產品的現行市價，按公平原則磋商釐定，本集團可得的價格將無論如何不遜於獨立第三方可得的價格。

具體而言，總銷售協議項下每種產品的價格載列如下：

產品種類	價格
外延片	考慮到外延片為半製成品，未必有夠售價可供參考，本集團將一般參考本集團出售在性質及規模方面可資比較並且為一名獨立第三方所接納的產品的任何最近可得售價及最近可得的市場數據
製成品，包括LED裝飾燈、LED一般照明產品、LED專業照明產品和照明工程	於相關交易前十二個月期間在性質及規模方面可資比較並且為一名獨立第三方所接納的產品的平均售價

截至二零一七年十二月三十一日止三個財政年度，建議總銷售協議項下的年度上限分別為人民幣148,467,500元、人民幣185,403,000元及人民幣220,421,000元。

截至二零一五年十二月三十一日止年度，本集團向同方股份銷售的總交易額約為人民幣27,411,000元，處於總銷售協議項下的約人民幣148,467,500元上限內。

於二零一五年十二月三十一日，同方股份透過間接持有同方節能控股的100%權益並直接持有Resuccess的100%權益，因而持有本公司全部已發行股本51.75%的權益，為本公司的控股股東。因此，同方股份為本公司關連人士，故總銷售協議項下交易構成持續關連交易。

由於根據上市規則第14章按年計算的有關總銷售協議的建議上限金額的各適用百分比率（盈利比率除外）高於5%，且截至二零一七年十二月三十一日止三個年度各年的年度上限超過一千萬港元，故總銷售協議項下擬進行之交易須遵守上市規則第14A章的申報及公告規定以及獨立股東批准的規定。

董事認為，同方股份為中國半導體與照明市場內領先的企業，其股份於上海證券交易所上市。向同方股份集團銷售貨品，預期將對本集團的經營收入帶來正面貢獻。因此，董事（包括獨立非執行董事，其意見將載於向股東寄發的通函內）認為總銷售協議乃於日常及一般業務過程中按一般商業條款訂立，其條款公平合理，符合本公司及股東的整體利益。

有關總銷售協議的進一步詳情，載於本公司日期為二零一五年三月四日的通函內。

獨立非執行董事已審閱上述持續關連交易並確認該等交易乃：

(i) 屬於本公司的日常業務；

(ii) 按(a)正常商業條款；或(b)倘並無可供比較條款，按不遜於向或自獨立第三方條款提供予本公司；及

(iii) 根據有關交易的協議條款進行，而交易條款公平合理，並符合本公司股東的整體利益。

根據上市規則第14A.56條，董事會已委聘本公司核數師根據香港會計師公會頒佈的香港審驗應聘服務準則3000「歷史財務資料審計或審閱以外的審驗應聘」及參考實務説明第740號「關於香港上市規則所述持續關連交易的核數師函件」就前述持續關連交易作出匯報，畢馬威會計師事務所已發出載有本集團於上文披露的持續關連交易審驗結果的無保留意見函件。

本公司核數師已向董事匯報，於年內：

(i) 上述持續關連交易已經董事會批准；

(ii) 上述持續關連交易符合本公司的定價政策；

(iii) 上述持續關連交易已根據規管該等交易的協議之條款訂立；及

(iv) 上述有關協議各自的上限並未超越。

除上文披露者外，於截至二零一五年十二月三十一日止年度並無存在或由本集團訂立任何非豁免關連交易或持續關連交易。

購股權計劃

本公司根據於二零零六年十一月二十日通過的董事會決議案採納二零零六年購股權計劃，主要目的乃給予董事及合資格僱員鼓勵。二零零六年購股權計劃於二零零六年十二月十五日生效，根據二零零六年購股權計劃授出的購股權將於授出日期起計不超過十年後屆滿。根據二零零六年購股權計劃，董事會可授出購股權予本公司或其任何附屬公司的任何僱員以認購本公司股份。

任何授予本公司之董事、高級行政人員或主要股東的購股權，均須經本公司獨立非執行董事（不包括身為購股權建議承授人的任何獨立非執行董事）批准。

根據二零零六年購股權計劃授出之所有購股權獲行使時可予發行最大數量的股份，在二零一二年八月十日舉行的股東週年大會上已經更新。隨後，根據經更新計劃授權限額，可供日後授予的購股權數目為94,244,069股股份，佔本公司已發行股本的10%，亦佔本公司於本年報日期的已發行股本約4.86%。

於本年報日期，當根據二零零六年購股權計劃可授出的所有購股權獲行使時可予發行合共50,371,069股股份（相等於本公司於本年報日期的已發行股本2.6%），而當根據二零零六年購股權計已授出而尚未行使的所有購股權獲行使時可予發行合共33,000,000股股份（相等於本公司於本年報日期的已發行股本1.7%）。

未經本公司股東事先批准，於任何一年內，因行使已授予或可授予任何人士的購股權而已發行及可予發行之股份數目，不得超過於授出當時本公司已發行股份數目的1%。

接納購股權時的應付款項為1.00港元。就任何根據該計劃授出的購股權而言，行使價由本公司董事釐定，不得低於下列三者中之最高者：(i)授出當日本公司股份的收市價；(ii)於緊接授出日期前五個營業日股份的平均收市價；及(iii)本公司股份的面值。

截至二零一五年十二月三十一日止年度，二零零六年購股權計劃下的購股權詳情載於下表：

參與者類別	授出日期	每股行使價（港元）	於二零一五年一月一日尚未行使	年內授出[1]	年內行使	年內沒收／失效	於二零一五年十二月三十一日尚未行使
董事							
王良海先生	二零一五年五月十五日	1.31	–	1,500,000	–	–	1,500,000
謝漢良先生	二零一五年五月十五日	1.31	–	1,500,000	–	–	1,500,000
潘晉先生	二零一五年五月十五日	1.31	–	1,500,000	–	–	1,500,000
陸致成先生[2]	二零一五年五月十五日	1.31	–	3,000,000	–	–	3,000,000
樊邦弘先生[3]	二零一五年五月十五日	1.31	–	1,500,000	–	–	1,500,000
劉衛東先生	二零一五年五月十五日	1.31	–	1,000,000	–	–	1,000,000
范仁達先生	二零一五年五月十五日	1.31	–	600,000	–	–	600,000
劉天民先生	二零一五年五月十五日	1.31	–	600,000	–	–	600,000
李明綺女士	二零一五年五月十五日	1.31	–	600,000	–	–	600,000
僱員	二零一五年五月十五日	1.31	–	21,200,000	–	–	21,200,000

附註：

(1) 於二零一五年五月十五日根據二零零六年購股權計劃授出的購股權按以下時間表歸屬予有關承授人，可於5年行使期內行使。於二零一五年五月十四日（即緊接授出日期前的營業日）每股股份收市價為1.33港元。

歸屬日期	歸屬的購股權百分比	歸屬條件
二零一六年七月一日	授出購股權總數的50%	購股權的歸屬須待本公司達到其二零一五年度表現目標方可作實
二零一七年七月一日	授出購股權總數的50%	購股權的歸屬須待本公司達到其二零一六年度表現目標方可作實

(2) 陸致成先生於二零一五年十月九日辭任執行董事。

(3) 樊邦弘先生於二零一六年一月二十日辭任執行董事。

除上文所披露外，截至二零一五年十二月三十一日止年度，概無購股權獲授出、行使、失效或註銷。

有關二零零六年購股權計劃的進一步詳情，截於財務報表附註30。

由於二零零六年購股權計劃將於二零一六年十一月二十日屆滿，而董事會有意讓本公司購股權計劃得以延續，以激勵本集團僱員及管理層，因此於二零一六年三月二十二日，本公司董事會一致議決根據上市規則第17章採納二零一六年購股權計劃，惟須待（其中包括）本公司股東批准後方可作實。當二零一六年購股權計劃成為無條件及生效後，二零零六年購股權計劃將隨即終止。

載有二零一六年購股權計劃詳情連同股東大會通告之通函將於適當時候寄發予股東。

附屬公司股份獎勵計劃

於二零一五年四月二日，本公司經股東批准後採納附屬公司股份獎勵計劃，旨在透過為對於American Lighting作出（或預期作出）重大貢獻的人士提供擁有股權的機會，從而讓該等人士與本公司股東擁有相同利益，以提升American Lighting吸引、挽留及激勵該等人士的能力，以促進American Lighting現有及未來股東的利益。附屬公司股份獎勵計劃自採納起計有效期為十年。合資格人士包括American Lighting或其任何母公司或附屬公司的僱員、顧問及董事。

根據附屬公司股份獎勵計劃可作出的獎勵涉及最多3,632股普通股股份（全部均可但無需作為獎勵購股權授出，惟須受《一九八六年國內收入法》下任何限制所限），相等於附屬公司股份獎勵計劃獲股東採納及批准當日及於本年報日期的已發行及發行在外普通股股份的10%，並可根據該計劃條款予以調整。倘任何獎勵到期或失效，或並未全面行使而已終止、交回或註銷，或已遭全部或部份沒收（包括因本公司以原發行價或較低價格購回有關獎勵涉及的普通股股份），則在任何情況下以任何方式導致有關獎勵涉及的任何普通股股份未有發行或由本公司以上述方式購回，則有關獎勵涉及的未使用普通股將重新用作授出附屬公司股份獎勵計劃項下的獎勵。

於直至授出日期（包括該日）連續十二(12)個月期間，因行使各服務提供者（定義見附屬公司股份獎勵計劃）獲授或將獲授的購股權（包括已行使及尚未行使購股權）而發行及將予發行的普通股股份總數，不得超過授出日期當日已發行普通股股份的1%。本公司可增授購股權至超出所列上限，惟須根據上市規則於股東大會上獲股東批准，屆時有關服務提供者及其密切聯繫人（或倘服務提供者為關連人士，服務提供者的聯繫人）須放棄投票。

管理人（定義見附屬公司股份獎勵計劃）須確定每份購股權的行使價及列明適用獎勵協議下的行使價。行使價不得低於購股權行使價的100%，即表示截至任何日期行使購股權時應付的普通股每股價格，乃按以下方式確定：(i)倘普通股於任何認可證券交易所上市（包括但不限於全國證券交易所，定義見證券交易法），則購股權行使價為(A)授出購股權當日該普通股於該交易所所報的收市賣價，或（倘於該日並無成交）緊接該日前錄得成交的首個市場交易日；及(B)授出購股權日期前五個營業日該普通股於該交易所所報平均收市賣價，或（倘於該日並無成交）緊接該日前錄得成交的首個市場交易日（《華爾街日報》或American Lighting董事會認為可靠的其他消息來源所報告按照前文(A)及(B)項確定的價格）兩者的較高者；(ii)倘普通股並非於交易所上市，而是於全國市場系統或其他報價系統報價，則購股權行使價為授出購股權日期該普通股的最後賣價，或（倘該日並無成交）緊接該日前報告賣價日期的最後賣價（《華爾街日報》或American Lighting董事會認為可靠的其他消息來源所報告者）；或(iii)倘並無普通股的認可市場，則購股權行使價將由American Lighting董事會全權酌情決定。

不論前述任何相反規定，倘授出購股權為：(a)於American Lighting議決尋求上市當日或之後作出；或(b)於緊接American Lighting提交上市申請當日前六個月期間作出，而American Lighting於發售及出售普通股之時上市，則購股權行使價須為(a)因上市而將予發行的普通股股份發售價；及(b)適用獎勵協議的行使價的較高者。

於本期間根據附屬公司股份獎勵計劃授出的購股權詳情如下：

參與者類別	授出日期	每股行使價（美元）	於二零一五年一月一日尚未行使	年內授出	年內行使	年內沒收／失效	於二零一五年十二月三十一日尚未行使
董事							
謝漢良先生	二零一五年六月三十日	330	–	363	–	–	**363**
潘晉先生	二零一五年六月三十日	330	–	363	–	–	**363**
僱員	二零一五年六月三十日	330	–	2,143	–	–	**2,143**

附註：

(1) 所授出的購股權行使期為10年，並按以下方式歸屬：(i)所涉及股份總數百分之三十(30%)的購股權將於二零一五年六月三十日（「歸屬開始日期」）起計滿一周年歸屬及可行使；(ii)所涉及股份總數額外百分之三十(30%)的購股權將於歸屬開始日期起計滿兩周年歸屬及可行使；及(iii)所涉及股份總數的餘下百分之四十(40%)的購股權將於歸屬開始日期起計滿三周年歸屬及可行使，惟在各情況下的前提是，承授人於上述各歸屬日期仍繼續向本公司、American Lighting或Tivoli, LLC（「Tivoli」）（視情況而定）提供服務，並由American Lighting董事會全權酌情地確定已滿足由董事會所指定並由承授人同意的表現指標（如有）。

除上文所披露外，於本年度概無附屬公司股份獎勵計劃項下的購股權獲授出、行使、失效或註銷。

有關附屬公司股份獎勵計劃的進一步詳情，截於財務報表附註30。

買賣或贖回本公司之上市證券

截至二零一五年十二月三十一日止年度，本公司或其任何附屬公司並無購買、贖回或出售任何本公司之上市證券。

管理合約

於本年度，概無訂立或存在任何與本公司整體或重大部份業務有關的管理及行政工作合約。

與控股股東的合約

截至二零一五年十二月三十一日止年度，本公司或其任何附屬公司並無與控股股東訂立任何重大合約。

董事於重大交易、安排或合約的權益

於回顧的財政年度完結時或於財政年度內任何時間，除下文「關連交易」分節及財務報表附註34「關聯方交易」所披露者外，概無存在本公司或其任何附屬公司為其中訂約方而本公司董事或與董事有關連的實體直接或間接擁有重大權益的關於本集團業務的重大交易、安排或合約。

所得款項用途

本公司於緊接本報告日期前的過往十二個月內概無進行任何股本基金籌集。

主要供貨商及客戶

於截至二零一五年十二月三十一日止年度，本集團最大供貨商佔本集團採購額5.0%，而首五大供貨商佔本集團總採購額17.9%。本集團最大客戶及首五大客戶分別佔本集團總收入3.8%及12.8%。

任何本公司各董事、聯繫人士或據董事所知擁有本公司股本5%以上權益之任何股東概無實益擁有任何本集團首五大供貨商及客戶之權益。

企業管治

有關企業管治的詳情，載於本年報第31至第41頁「企業管治報告」一節。

薪酬政策

每位員工的薪酬待遇按個別情況釐定，以吸引及挽留最具才能的員工。薪酬待遇可由以下四大項目中一部份或全部組成，亦可能有所增減：

I. 基本薪金

基本薪金及工資是按個別職位的職能及責任而釐定。而擔任該職務的人士實際可得的基本薪金及工資，則按個別受聘人士的經驗及能力而定。

基本薪金及工資會定期參考通行市場及有關行業的競爭機構中同類職位的薪酬水平作出檢討。僱員的實際基本薪金及工資則每年檢討，並可按生活指數及公司的財務表現不時調整。

基本薪金及工資屬基本薪酬，並非按個別僱員或公司表現而作出的獎賞。薪酬計劃中另有其他獎勵項目。

II. 獎勵性花紅

獎勵性花紅與個別僱員及公司表現掛鈎。每年公司會訂出利潤及其他公司表現方面的目標，在達標的年度方會支付獎勵性花紅。

每名僱員所得的獎勵性花紅會按其職位及年度內表現而定。

III. 二零零六年購股權計劃及附屬公司股份獎勵計劃

本公司分別於二零零六年十一月二十日及二零一六年四月二日採納二零零六年購股權計劃及附屬公司股份獎勵計劃。有關詳情，請參閱本節「購股權計劃」及「附屬公司股份獎勵計劃」各段。

IV. 其他福利

除上述三大項目外，本集團亦會參考有關司法權區的行業慣例向僱員提供慣常及／或強制性福利，例如退休金計劃、醫療福利、保險及有薪假期。

核數師

畢馬威會計師事務所將退任，惟符合資格續聘。於本公司應屆股東週年大會上將提呈一項決議案，以續聘其為本公司的核數師。

足夠公眾持股量

根據本公司取得之公開信息及就董事於本年度報告日期所知，本公司於截至二零一五年十二月三十一日止年度一直維持上市規則所規定不少於本公司已發行股份25%的指定公眾持股量。

銀行貸款

有關本公司及本集團於二零一五年十二月三十一日的銀行貸款詳情，載於財務報表附註26。

主要風險及不明朗因素

多項因素可能影響本集團業績及業務營運，其中某些因素在LED照明行業中屬固有因素，而另外一些則屬外來因素。有關詳情，請參閱「管理層討論及分析」一節。

與僱員，供貨商及客戶的關係

有關與僱員、客戶及供貨商的關係詳情，請參閱本節「薪酬政策」及「主要供貨商及客戶」各段。

環保政策

本集團專門提供節能及環保產品。本集團努力在符合相關環境規例及規則下營運。於截至二零一五年十二月三十一日止年度及截至本報告日期，本集團並無違反任何相關環境規例及規則而導致本集團的發展、表現及業務受到重大影響。

遵守法律法規

本集團業務主要透過本公司在中國內地的附屬公司進行，而本公司本身在聯交所上市。本集團的成立及相關營運須遵守中國內地的相關法律法規（包括環保法、標準化法、產品質量法、產品安全法及強制產品認證的行政法規）及香港法律。於截至二零一五年十二月三十一日止年度及截至本報告日期，本集團已在各重大方面遵守中國內地及香港的所有相關法律法規。

此外，本集團委聘外部法律顧問，並於出現任何問題時向彼等尋求法律意見。

允許彌償保證條文

本公司組織章程細則第167(1)條列明，本公司當時的董事、秘書及其他主管人員及每名核數師以及當時就本公司任何事務行事的清盤人或受託人（如有）以及每名該等人士及每名其繼承人、遺囑執行人及遺產管理人均可從本公司的資產及利潤獲得彌償，該等人士或任何該等人士、該等人士的任何繼承人、遺囑執行人或遺產管理人就各自的職務或信託執行其職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害。任何該等人士均無須就其他人士的行為、收入、疏忽或過失而負責，亦無須為符合規定以致參與任何收入或為本公司向其寄存或存入任何款項或財產作保管用途的任何銀行或其他人士或為本公司賴以投放或投資任何款項的抵押不充份或不足或為該等人士執行各自的職務或信託時發生的任何其他損失、不幸事故或損害而負責，惟本彌償保證不延伸至任何與任何上述人士之欺詐或不誠實有關的事宜。

報告期後重大事項

於二零一六年一月二十日，本公司獲主要股東同方節能控股（由同方股份全資擁有）通知，指同方節能控股於二零一六年一月二十日按每股1.18港元收購合共347,668,000股本公司股份（「**股權增加**」）。於股權增加後，同方股份透過間接持有同方節能控股的100%權益並直接持有Resuccess的100%權益，於本公司的股權由約51.75%增加至約69.68%。

代表董事會

范新
主席
二零一六年三月二十二日

企業管治報告

企業管治守則

董事會承諾建立良好的企業管治常規及程序，冀能成為透明開放及對股東負責的企業。

於截至二零一五年十二月三十一日止年度，本公司一直遵守上市規則附錄十四企業管治守則的所有守則條文，並（如適用）採用其中所載的建議最佳常規。

董事會

董事會被授予本公司營運的整體管理。

董事會全面負責管理本集團所有重要事項，包括制定及批准所有政策、本集團的整體策略發展、監管及控制本集團的營運及財務表現、內部監控及風險管理制度以及監管高級管理層表現。董事須就本公司的利益作出客觀決定。

董事會行使的職權包括：

- 制定本集團長遠策略；
- 批准主要收購、出售及資本投資；
- 檢討經營及財務表現；
- 批准財務業績及公佈；
- 檢討內部監控成效；
- 審批重大借貸；
- 決定股息政策；
- 根據一般授權發行或購回本公司證券；
- 批准委任董事會及高級管理層；
- 決定本集團的薪酬政策；

為協助達成其職務及責任，董事會已成立四個屬下委員會，即審核委員會、薪酬委員會、提名委員會及風險管理及合規委員會（前稱「監控及合規委員會」）。

本公司日常管理、行政及運作授權本公司首席執行官及高級管理層負責。所授權的職能及工作任務會定期進行檢討。

董事會組成

董事會現由八位董事組成，包括四位執行董事：范新先生（董事會主席）、王良海先生、謝漢良先生及潘晉先生，一位非執行董事：劉衛東先生，及三位獨立非執行董事：范仁達先生、劉天民先生及李明綺女士。全體董事已就本集團事務付出充足時間及心力。各執行董事均符合資格勝任其職位，並有足夠經驗擔任其職務，有效履行職責。有關董事的履歷詳情載於本年報「董事及高級管理層」一節。

據本公司深知，董事會成員之間概無任何其他財務、業務或親屬關係。

本公司已遵守上市規則第3.10(1)條，委任至少三位獨立非執行董事。本公司已委任三位獨立非執行董事，佔董事會人數超過三分之一，符合上市規則第3.10A條之規定。

獨立非執行董事

獨立非執行董事於董事會內擔當重要角色，於董事會會議上提供獨立判斷並詳查本集團的表現，其意見對董事會決定舉足輕重。尤其是，彼等就本集團的策略、表現及控制等問題提供公正意見。全體獨立非執行董事擁有廣泛的學術、專業及行業專長以及管理經驗，並向董事會提供專業意見。獨立非執行董事會就本集團的業務策略、業績及管理提供獨立意見，致使股東的全部利益可獲考慮，並保障本公司及其股東的利益。

董事會有三名獨立非執行董事，其中一名董事李明綺女士（其中一名獨立非執行董事）擁有適合專業會計資格及財務管理專業知識，符合上市規則第3.10(2)條所載規定。

本公司已接獲現任各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書。根據該等確認書的內容，本公司認為，全體獨立非執行董事均為獨立人士，且彼等符合上市規則第3.13條所載有關獨立性的特定指引。

董事會多元化政策

根據企業管治守則有關董事會多元化政策且於二零一三年九月一日起生效的守則條文，董事會於二零一三年四月一日通過新的董事會多元化政策（「董事會多元化政策」）。本公司確認及受惠於董事會成員多元化帶來的裨益。儘管董事會的所有委任將繼續根據功績基準作出，本公司將確保董事會在技能及經驗方面維持均衡及具備多種對本公司業務需要而言屬恰當的見解。本公司將按多項準則遴選候選人，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能以及知識。

標準守則

本公司亦已採納上市規則附錄十所載的標準守則為董事進行證券交易的操守指引。本公司已向全體董事作出特別查詢後確認，彼等截至二零一五年十二月三十一日止年度已遵守有關董事進行證券交易的標準守則所載規定標準。

董事培訓及支持

全體董事須不時了解其共同職責。新委任董事將收到關於本集團經營、業務、管治政策及身為上市公司董事的法定監管義務與職責的完整資料。

董事已獲告知企業管治守則守則條文第A.6.5條有關持續專業發展的規定。根據本公司保存的紀錄，為符合企業管治守則有關持續專業發展的規定，於截至二零一五年十二月三十一日止年度，現任董事所接受以其身為上市公司董事的角色、職能及職責為重點內容的培訓如下：

	企業管治／法律、規則及法規的更新		會計／財務／管理或其他專業技能	
董事姓名	**閱讀資料**	**出席研討會／簡介會**	**閱讀資料**	**出席研討會／簡介會**
執行董事				
范新先生	✓	✓	✓	✓
王良海先生	✓	✓	✓	✓
謝漢良先生	✓	✓	✓	✓
潘晉先生	✓	✓	✓	✓
陸致成先生（於二零一五年十月九日辭任）	✓	✓	✓	✓
樊邦弘先生（於二零一六年一月二十日辭任）	✓	✓	✓	✓
非執行董事				
劉衛東先生	✓	✓	✓	✓
獨立非執行董事				
范仁達先生	✓	✓	✓	✓
劉天民先生	✓	✓	✓	✓
李明綺女士	✓	✓	✓	✓

董事及高級職員的保險

本公司已就可能對其董事及高級職員的潛在法律訴訟安排相關保險。

會議

全體董事均定期獲得有關管治及監管事宜的更新信息。董事可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司支付。

董事會於截至二零一五年十二月三十一止年度定期開會，檢討整體策略及監察本集團的營運與及財務表現。主席主要負責本集團之策略，並負責有效領導及管理董事會，確保董事會及時顧及所有重點議題。就董事會所有定期會議，全體董事均獲發最少十四天通知，如彼等認為合適或有需要，董事可將討論事項納入有關議程。董事會定期會議的議程及附連之董事會文件在開會前一段合理時間內派發予所有董事。董事須披露彼等於董事會會議上供董事會考慮之任何建議書或交易中所享有之直接或間接權益（如有）。所有董事會會議記錄草稿會在合理時間內交董事傳閱，讓董事在確定會議記錄前提出意見。董事會及董事委員會的會議記錄由公司秘書保存。全體董事均有權查閱董事會的文件及有關資料，並會及時獲提供充份資料，使董事會可就提呈會議的事項作出知情決定。

截至二零一五年十二月三十一日止年度，各董事於董事會會議及股東大會的個人出席記錄載列如下：

董事姓名	出席／董事會會議次數	出席／股東大會次數
執行董事		
范新先生*（主席）*[1]	4/8	0/3
王良海先生	8/8	2/3
謝漢良先生	8/8	3/3
潘晉先生	8/8	3/3
陸致成先生[1]	4/8	1/3
樊邦弘先生[2]	4/8	1/3
非執行董事		
劉衛東先生	8/8	0/3
獨立非執行董事		
范仁達先生	8/8	2/3
劉天民先生	8/8	1/3
李明綺女士	8/8	3/3

附註：

(1) 陸致成先生於二零一五年十月九日辭任執行董事及董事會主席，而范新先生於同日獲委任為執行董事及董事會主席。

(2) 樊邦弘先生於二零一六年一月二十日辭任執行董事。

委任、重選及罷免董事

各執行董事均與本公司訂立服務合約，其指定任期由二零一四年八月二十五日起計為期三年（除范新先生於二零一五年十月九日與本公司訂立服務合約之外），之後將自動續期，直至其中一方向另一方發出不少於三個月的書面通知終止為止，而通知於固定任期屆滿前不會失效。

非執行董事與本公司訂立服務合約，指定任期由二零一四年八月二十五日起計為期三年，之後將自動續期，直至其中一方向另一方發出不少於兩個月的書面通知終止為止，而通知於固定任期屆滿前不會失效。

各獨立非執行董事均與本公司訂立服務合約，指定任期由二零一四年八月二十五日起計為期三年，直至其中一方向另一方發出不少於兩個月的書面通知終止為止，而通知於固定任期屆滿前不會失效。

於截至二零一五年十二月三十一日止年度，概無董事放棄彼等的服務酬金。

根據組織章程細則，上述服務合約受限於至少每三年一次的董事輪值告退及於股東週年大會上重選。

組織章程細則規定，任何獲董事會委任以填補董事會臨時空缺的董事將任職至其獲委任後的首屆本公司股東大會為止，並在大會上接受重選，而任何由董事會委任以增加現有董事會人數的董事僅可任職至本公司下一屆股東週年大會為止，屆時將合資格膺選連任。

根據組織章程細則第87(1)條，董事會當中三分之一成員須於本公司每屆股東週年大會上輪席告退。根據組織章程細則第87(2)條，退任董事合乎資格膺選連任。

此外，根據組織章程細則第86(3)條，由董事會委任以填補董事會之臨時空缺或增加現時董事會人數之任何董事，其任命到本公司下一屆股東週年大會時屆滿，且可於該大會上膺選連任。

根據章程細則第87(1)條，謝漢良先生、潘晉先生及劉天民先生須於股東週年大會上輪席告退，由於符合資格，彼願意膺選連任。

根據章程細則第86(3)條，范新先生須於股東週年大會上告退，由於符合資格，彼願意膺選連任。

董事委員會

董事會已設立(i)審核委員會；(ii)薪酬委員會；(iii)提名委員會；及(iv)風險管理及合規委員會（前稱「監控及合規委員會」），並已界定職權範圍。解釋其相關角色及獲董事會授權的董事委員會職權範圍載於本公司網站http://www.neo-neon.com及聯交所網站www.hkexnews.hk。董事委員會可於作出合理要求時獲提供足夠資源履行其職責，及可在適當情況下尋求獨立專業意見及其他援助，費用概由本公司支付。

審核委員會

本公司已成立審核委員會，並以書面訂明其職權範圍。審核委員會目前由三名成員組成（即全體獨立非執行董事范仁達先生、劉天民先生及李明綺女士）。李明綺女士為審核委員會主席。審核委員會的主要職責為就外部核數師的委任及罷免向董事會提供推薦建議、審閱財務報表及就財務申報提供重要意見，以及監督本公司的內部監控及風險管理系統。審核委員會的組成及書面職權範圍符合企業管治守則。

本集團截至二零一五年六月三十日止六個月的未經審核中期業績及截至二零一五年十二月三十一日止年度的經審核年度業績已分別由審核委員會審閱，審核委員會認為相關財務報表已遵照適用會計準則及規定編製及已作出充分披露。審核委員會亦已審閱本集團採納的會計原則及常規，以及外部核數師的挑選及委任。另外，審核委員會已審閱本集團截至二零一五年十二月三十一日止年度的內部監控系統。

於二零一五年十二月四日，董事會採納經更新的審核委員會職權範圍，據此審核委員會自二零一六年一月一日起亦須監察本集團的風險管理系統。

截至二零一五年十二月三十一日止年度，審核委員會已舉行兩次會議。各審核委員會成員於審核委員會會議的個別出席記錄載列如下：

董事姓名	出席次數／委員會會議數目
李明綺女士	2/2
范仁達先生	2/2
劉天民先生	2/2

薪酬委員會

本公司已成立薪酬委員會，並以書面訂明其職權範圍。薪酬委員會目前由四名成員組成（即執行董事范新先生，三位獨立非執行董事范仁達先生、劉天民先生及李明綺女士）。劉天民先生為薪酬委員會主席。薪酬委員會的主要職責為就本集團董事及高級管理層的整體薪酬政策及結構向董事會提供意見，並確保並無董事或其任何聯繫人士參與釐訂其薪酬。薪酬委員會的組成及書面職權範圍符合企業管治守則。

截至二零一五年十二月三十一日止年度，薪酬委員會已審閱董事及高級管理層的薪酬。

截至二零一五年十二月三十一日止年度，薪酬委員會已舉行四次會議。各薪酬委員會成員於薪酬委員會會議的個別出席記錄載列如下：

董事姓名	出席次數／委員會會議數目
劉天民先生	4/4
范新先生(1)	2/4
范仁達先生	4/4
李明綺女士	4/4
陸致成先生(1)	2/4

附註：

(1) 陸致成先生於二零一五年十月九日辭任薪酬委員會成員，而范新先生於同日獲委任為薪酬委員會成員。

提名委員會

本公司已成立提名委員會，並以書面訂明其職權範圍。提名委員會目前由四名成員組成（即執行董事范新先生，三位獨立非執行董事范仁達先生、劉天民先生及李明綺女士）。范新先生為提名委員會主席。提名委員會的主要職責為定期檢討董事會的架構、人數及成員組合，並在考慮提名人的獨立性及資格後向董事會推薦合適的董事候選人，以確保所有提名公平透明。物色合適董事人選及向董事會作出有關推薦建議時，提名委員會亦須考慮候選人各方面的條件，包括但不限於其教育背景、專業經驗、相關行業經驗及過往董事職務。提名委員會的組成及書面職權範圍符合企業管治守則。

截至二零一五年十二月三十一日止年度，提名委員會已檢討董事會的架構、人數及成員組合。

截至二零一五年十二月三十一日止年度，提名委員會已舉行兩次會議。各提名委員會成員於提名委員會會議的個別出席記錄載列如下：

董事姓名	出席次數／委員會會議數目
范新先生(1)	1/2
范仁達先生	2/2
劉天民先生	2/2
李明綺女士	2/2
陸致成先生(1)	1/2

附註：

(1) 陸致成先生於二零一五年十月九日辭任提名委員會成員兼主席，而范新先生於同日獲委任為提名委員會成員兼主席。

風險管理及合規委員會

本公司已成立風險管理及合規委員會（前稱「監控及合規委員會」），並以書面訂明其職權範圍。監控及合規委員會目前由八名成員組成（即本公司所有董事）。范仁達先生為風險管理及合規委員會主席。風險管理及合規委員會的主要職責為監察本公司的風險管理系統及本公司現在或未來業務的合規性，就遵守適用的法律和法規，包括上市規則的事宜進行審查並提出建議。監控及合規委員會的組成及書面職權範圍符合企業管治守則。

截至二零一五年十二月三十一日止年度，風險管理及合規委員會就任何涉嫌欺詐及違規行為、內部管控失責或涉嫌違反法律、法規和規章定期向董事會報告。風險管理及合規委員會獲董事會授權向公司管理層尋求相關資訊以實現其工作目標、職責和責任，而所有的員工都要配合其要求。

截至二零一五年十二月三十一日止年度，風險管理及合規委員會並無舉行會議。

企業管治職能

本公司的企業管治職能由董事會執行。企業管治委員會的職責包括：(a)制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；(b)檢討及監察本集團董事及高級管理人員的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事的操守準則及合規手冊（如有）；及(e)檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

截至二零一五年十二月三十一日止年度，董事會已檢討對守則條文及企業管治守則下的建議最佳常規的遵守情況，並就任何偏離情況作出深思熟慮的解釋。

公司秘書

本公司秘書為梁樂偉先生，於二零一六年三月二日獲委任。梁先生知悉上市規則第3.29條的規定。梁先生已向本公司告悉彼已就企業管治及會計事項等方面接受超過15小時培訓。本公司認為公司秘書的培訓符合上市規則第3.29條的規定。

財務申報

董事會在首席財務官及財務部的支援下，負責編製本公司及本集團各財政年度的財務報表，以真實公平反映本公司及其附屬公司於該年度的財務狀況、業績及現金流。董事知悉其負責編製本公司賬目的責任。董事會並不知悉有任何有關事項或狀況的重大不明朗因素可能使本集團持續經營的能力受到重大質疑。

本公司的香港外聘核數師畢馬威會計師事務所有關財務報表的責任載於本年度報告「獨立核數師報告書」一節。

核數師酬金

董事會審核委員會負責就委聘、續聘及罷免法定外部核數師、批准外部核數師的薪酬及任期以及有關外部核數師辭職或遭開除的任何問題向董事會作出推薦建議。本公司委聘畢馬威會計師事務所為外部核數師。截至二零一五年十二月三十一日止年度，已付／應付予畢馬威會計師事務所的費用詳情如下。

	人民幣千元
審核服務	2,362
非審核服務	176
	2,538

附註：非審核服務主要包括審閱服務。

內部監控及風險管理

董事會對本公司內部監控系統及對檢討其效率承擔整體責任。董事會致力落實有效及良好的內部監控系統，保障股東利益及本集團資產。

本集團的內部監控系統在制定時已考慮到其業務性質及組織架構。系統的目的在於管理而非排除營運系統之失誤風險，以及合理而非絕對地保證不會出現重大虛假陳述或損失。此外，該系統的另一個目的則在於保障本集團之資產，保存適當的會計紀錄及財務報表，維持有效的營運及確保遵守適用的法例及規例。

根據企業管治守則之C.2.1董事會及管理層持有其半年度及年度審閱內部監控。審核委員會議為審核委員會成員及本公司的管理及內部審計經理直接溝通的機會。本公司以年度審核委員會，作為其主席和審核委員會所有成員將盡力參加的一個重要事件。外聘核數師亦獲邀出席本公司的審核委員會會議，並也可向外聘核數師查詢並協助董事處理有關審核行為和核數師報告的編製與內容。

董事已檢討內部核數的需要，彼等認為現時聘用外間專業人士為本集團進行內部核數工作，更具成本效益。現時本集團已設立內部核數部門，並且每年檢討內部監控系統。

於二零一五年十二月四日，董事會採納經更新的審核委員會職權範圍，據此審核委員會自二零一六年一月一日起亦須監察本集團的風險管理系統。

與投資者及股東的關係

本公司在與股東及投資界溝通時，一直盡量保持高透明度。本公司定期為機構投資者及分析家舉行簡報會及會議。本公司致力按照有關監管規定，維持公開及有效的投資者溝通政策，並及時向投資者提供最新的業務資料。

為確保與投資者及分析家保持有效、清晰及準確之溝通，所有企業通訊均由本公司財務總監按照本公司既定之常規及程序安排及處理。

本公司財務數據及所有與股東的公司通訊已載於本公司網站http://www.neo-neon.com，並會適時定期更新。

董事會及管理層須確保股東權利，且全體股東均獲公平公正對待。

本公司已適時宣佈其中期及年度業績，並向股東寄發有關賬目，宣佈及寄發時間均早於上市規則規定的時間。於股東大會，將就每個重大個別事項提呈個別決議案，包括重選個別董事。

股東週年大會將為董事會與本公司之股東提供直接溝通機會。本公司視股東週年大會為重要事項，主席及全體董事均盡可能出席。外聘核數師亦獲邀請出席本公司的股東週年大會，並可協助董事應付股東就核數行為及核數師報告的編製及內容所提出的查詢。所有股東收取附有詳細議程的通知和及時之通知函。根據上市規則，董事會將於應屆股東週年大會主持投票表決。本公司的業績將於會上宣佈，並適時於聯交所網站及本公司網站作出公佈。

股東權利

股東召開股東特別大會及於股東大會提出提案的過程

股東於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求（「要求」）中指明的事項；要求須遞呈於香港主要營業地點（香港中環夏慤道12號美國銀行中心806-810室），且有關大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內，董事會未有進行召開股東特別大會，則遞呈要求人可自發以同樣方式作出此舉，而遞呈要求人因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求人作出償付。

向董事會提出查詢的程序

股東可透過梁樂偉先生或謝漢良先生向董事會作出查詢，從而會轉交有關查詢予董事會處理。聯絡詳情如下：

地址： 香港中環夏慤道12號美國銀行中心806-810室
電郵地址： investors@neo-neon.com
電話： (852) 3565 5980
傳真號碼： (852) 2786 2479

親屬及密切個人關係

董事會認為任用行政人員及員工，必須以其才能、有關經驗及技能為首要條件。本集團的策略是根據人選的資歷、經驗、技能及往績，透過內部提升或在公開市場招聘，選出最適當的合資格人選擔任個別職位。並無任何僱員是因為與任何董事有親屬或密切個人關係而受聘。

憲章文件

於截至二零一五年十二月三十一日止年度，本公司的憲章文件並無任何重大變動。

獨立核數師報告

致同方友友控股有限公司股東
之獨立核數師報告
(於開曼群島註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核刊於第44至第120頁同方友友控股有限公司(「貴公司」)和各附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一五年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、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附註解釋。

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》的披露規定編製真實而公允的綜合財務報表,並負責董事認為編製綜合財務報表所必需的有關內部監控,以確保有關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。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見。我們僅向整體股東報告。除此以外,我們的報告書不可用作其他用途。我們概不就本報告書的內容,對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的《香港核數準則》進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。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有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真實而公允的綜合財務報表相關的內部控制,以設計適當的審核程序,但並非為對公司的內部控制的有效性發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性,以及評價綜合財務報表的整體列報方式。

我們相信,我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

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》真實而公允地反映　貴集團於二零一五年十二月三十一日的財務狀況及　貴集團截至該日止年度的財務表現和現金流量，並已按照香港《公司條例》的披露規定妥為編製。

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

二零一六年三月二十二日

綜合全面收益表

截至二零一五年十二月三十一日止年度
（以人民幣（「人民幣」）列示）

	附註	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
收入	6	**602,438**	558,173
已售貨物的成本		**(435,150)**	(509,765)
毛利		**167,288**	48,408
其他收入		**10,262**	7,457
其他收益及虧損	7(a)	**63,603**	3,444
其他支出	7(b)	**(4,751)**	(18,511)
確認減值虧損物業、廠房及設備	8	**–**	(32,737)
分銷及銷售開支		**(88,527)**	(68,554)
行政開支		**(135,607)**	(124,864)
財務成本	9	**(2,693)**	(4,174)
分佔聯營公司及一間共同控制實體之虧損		**(99)**	(6,409)
除税前溢利／(虧損)	10	**9,476**	(195,940)
税項支出	12	**(4,991)**	(4,186)
年內溢利／(虧損)		**4,485**	(200,126)
年內其他全面收益			
其後可能被重新分類至損益的項目：			
— 折算海外附屬公司財務報表產生之匯兑差額，經扣除零税項		**19,373**	(5,406)
年內全面收益總額		**23,858**	(205,532)
本年度以下人士應佔溢利／(虧損)：			
— 本公司股本持有人		**5,817**	(196,048)
— 非控股權益		**(1,332)**	(4,078)
		4,485	(200,126)
應佔本年度全面收益總額：			
— 本公司股本持有人		**25,021**	(201,826)
— 非控股權益		**(1,163)**	(3,706)
		23,858	(205,532)
		人民幣分	人民幣分
每股盈利／(虧損)	13		
— 基本及攤薄		**0.30**	(13.11)

隨附附註第50頁至第120頁為此等財務報表一部份。

綜合財務狀況表

於二零一五年十二月三十一日
(以人民幣列示)

	附註	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
非流動資產			
投資物業	14	**14,700**	15,300
物業、廠房及設備	15	**231,803**	244,143
預付租約付款	16	**38,097**	58,049
商譽	17	**8,109**	7,661
無形資產	18	**23,853**	16,292
聯營公司權益	19	**1,345**	1,444
可供出售投資	20	**2,308**	3,126
按公允值計入損益的金融資產	21	**105,380**	105,500
收購物業、廠房及設備之按金		**1,341**	4,380
		426,936	455,895
流動資產			
存貨	22	**189,174**	170,024
應收貿易及其他款項	23	**210,922**	218,500
可收回稅項	12	**11,943**	4,159
已抵押銀行按金	24	**20,353**	1,167
現金及現金等值物	24	**615,663**	674,806
		1,048,055	1,068,656
流動負債			
應付貿易及其他款項	25	**194,373**	250,179
應付稅項		**4,094**	4,827
須於一年內償還之銀行借貸	26	**95,129**	112,783
		293,596	367,789
流動資產淨值		**754,459**	700,867
資產總值減流動負債		**1,181,395**	1,156,762

隨附附註第50頁至第120頁為此等財務報表一部份。

綜合財務狀況表
於二零一五年十二月三十一日
（以人民幣列示）

	附註	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
非流動負債			
政府補貼	27	**13,914**	15,811
遞延税項	28	**3,997**	4,194
		17,911	20,005
資產淨值		**1,163,484**	1,136,757
資本及儲備			
股本	29	**171,897**	171,897
儲備		**990,713**	962,021
本公司股本持有人應佔權益		**1,162,610**	1,133,918
非控股權益		**874**	2,839
權益總額		**1,163,484**	1,136,757

獲董事會於二零一六年三月二十二日批准及授權刊發。

范新
董事

謝漢良
董事

隨附附註第50頁至第120頁為此等財務報表一部份。

綜合權益變動表

截至二零一五年十二月三十一日止年度
（以人民幣列示）

	本公司股本持有人應佔											
	股本	股份溢價	資本贖回儲備（附註(i)）	特別儲備（附註(ii)）	股份補償儲備（附註(iii)）	購股權儲備	匯兑儲備	其他儲備（附註(iv)）	累計虧損	總計	非控股權益	權益總計
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
於二零一四年四月一日	92,317	1,628,288	255	55,238	50,024	67,793	(272,192)	(7,699)	(995,088)	618,936	6,234	625,170
截至二零一四年十二月三十一日止九個月虧損	–	–	–	–	–	–	–	–	(196,048)	(196,048)	(4,078)	(200,126)
其他全面收益	–	–	–	–	–	–	(5,778)	–	–	(5,778)	372	(5,406)
全面收益總額	–	–	–	–	–	–	(5,778)	–	(196,048)	(201,826)	(3,706)	(205,532)
發行新股（附註29）	79,580	636,640	–	–	–	–	–	–	–	716,220	–	716,220
收購附屬公司的非控股權益	–	–	–	–	–	–	19	(521)	–	(502)	311	(191)
確認基於股份以權益結算之付款	–	–	–	–	–	1,090	–	–	–	1,090	–	1,090
購股權失效（附註30）	–	–	–	–	–	(68,883)	–	–	68,883	–	–	–
	79,580	636,640	–	–	–	(67,793)	19	(521)	68,883	716,808	311	717,119
於二零一四年十二月三十一日	171,897	2,264,928	255	55,238	50,024	–	(277,951)	(8,220)	(1,122,253)	1,133,918	2,839	1,136,757
於二零一五年一月一日	171,897	2,264,928	255	55,238	50,024	–	(277,951)	(8,220)	(1,122,253)	1,133,918	2,839	1,136,757
年內溢利	–	–	–	–	–	–	–	–	5,817	5,817	(1,332)	4,485
其他全面收益	–	–	–	–	–	–	19,204	–	–	19,204	169	19,373
全面收益總額	–	–	–	–	–	–	19,204	–	5,817	25,021	(1,163)	23,858
出售一間附屬公司	–	–	–	–	–	–	–	–	–	–	(802)	(802)
確認基於股份以權益結算之付款	–	–	–	–	–	3,671	–	–	–	3,671	–	3,671
	–	–	–	–	–	3,671	–	–	–	3,671	(802)	2,869
於二零一五年十二月三十一日	171,897	2,264,928	255	55,238	50,024	3,671	(258,747)	(8,220)	(1,116,436)	1,162,610	874	1,163,484

附註：

(i) 股份贖回儲備指通過回購股份減少相當於本公司已發行股本金額。

(ii) 特別儲備指本公司及本集團的前控股公司同方照明產業集團有限公司（「同方照明集團」）發行的股份的面值，與根據一九九六年進行的集團重組及就本公司股份於二零零六年上市之準備工作而進行之集團重組所收購的附屬公司的股本及股份溢價總值，兩者之間的差額。

(iii) 股份補償儲備相等於本公司股東轉讓予本集團若干高級管理層的同方照明集團股份（「股份」）的公允值與高級管理層就於二零零四年獲取股份所支付的代價的差額。

(iv) 其他儲備指支付購買本公司附屬公司的額外權益的代價，與所收購權益的金額之間的差異。

隨附附註第50頁至第120頁為此等財務報表一部份。

綜合現金流量表

截至二零一五年十二月三十一日止年度
（以人民幣列示）

	附註	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
經營活動			
除税前溢利／（虧損）		**9,476**	(195,940)
就以下項目作出調整：			
利息收入	10	**(3,434)**	(2,019)
財務成本	9	**2,693**	4,174
分佔聯營公司虧損		**99**	–
分佔一間共同控制實體虧損		**–**	6,409
出售一間附屬公司之收益		**(1,797)**	–
出售可供出售投資之收益		**(182)**	–
折舊及攤銷		**34,229**	29,366
投資物業公允值變動	14	**1,795**	(253)
按公允值計入損益的金融資產公允值變動	21	**120**	–
出售物業、廠房及設備及預付租約付款之收益	7(a)	**(27,436)**	(52,751)
長期資產的減值虧損	8	**–**	32,737
攤銷政府補助金	27	**(4,147)**	(58)
存貨撥備淨額	22	**3,705**	37,945
呆壞賬（撥備撥回）／撥備淨額	23	**(13,934)**	47,513
基於股份以權益結算之付款		**3,671**	1,090
匯兑收益淨額	7(a)	**(22,771)**	(1,519)
營運資金變動前的經營現金流量		**(17,913)**	(93,306)
存貨（增加）／減少		**(22,855)**	76,696
可收回税項增加		**(7,784)**	(13)
應收貿易及其他款項減少／（增加）		**17,116**	(39,744)
應付貿易及其他款項（減少）／增加	25	**(9,577)**	910
收取現金政府補貼	27	**2,250**	–
經營業務所用現金		**(38,763)**	(55,457)
已付所得税項		**(5,921)**	(601)
經營業務所用現金淨額		**(44,684)**	(56,058)

隨附附註第50頁至第120頁為此等財務報表一部份。

綜合現金流量表

截至二零一五年十二月三十一日止年度
(以人民幣列示)

	附註	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
投資活動			
已收利息	10	**3,434**	2,019
存放已抵押銀行存款		**(20,353)**	(977)
解除已抵押銀行存款		**1,167**	34,841
購買物業、廠房及設備		**(19,477)**	(12,318)
出售物業、廠房及設備及預付租約付款的所得款項	25	**18,935**	61,024
添置無形資產		**(9,029)**	–
收購附屬公司，扣除所獲現金及現金等值物		**–**	(16,349)
從應收貸款收回的現金		**–**	34,901
就按公允值計入損益的金融資產付款		**–**	(105,500)
出售一間附屬公司		**(119)**	–
投資活動所用現金淨額		**(25,442)**	(2,359)
融資活動			
新造銀行貸款所得款項		**27,193**	72,486
償還銀行貸款		**(49,382)**	(137,775)
已付利息	9	**(2,693)**	(4,174)
收購附屬公司之非控股權益		**–**	(210)
發行股份所得款項		**–**	716,220
融資活動(所用)／所得現金淨額		**(24,882)**	646,547
現金及現金等值物(減少)／增加淨額		**(95,008)**	588,130
於年初的現金及現金等值物		**674,806**	89,434
外幣匯率變動的影響		**35,865**	(2,758)
於年末的現金及現金等值物		**615,663**	674,806

隨附附註第50頁至第120頁為此等財務報表一部份。

財務報表附註

（除另有列明外，以人民幣列示）

1 一般資料

同方友友控股有限公司（「本公司」）乃一間根據開曼群島公司法註冊成立之獲豁免投資控股有限公司。其主要附屬公司的主要業務載於附註36。本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市，且部份股份作為存託憑證在台灣證交所上市。

本公司的註冊辦事處及主要營業地點載於年報「公司資料」一節。

於二零一四年三月十九日，由本公司與同方股份有限公司（「同方股份」）之間接全資附屬公司清華同方節能控股有限公司（「同方節能控股」）訂立之認購協議，內容有關同方節能控股以每股0.90港元（「港元」）的認購價認購（「認購」）1,000,000,000股股份（佔本公司當時已發行股本約106.46%）之事項。根據認購協議，認購已於二零一四年八月一日完成，認購之代價金額900,000,000港元已由同方節能控股於二零一四年八月一日悉數支付予本公司。認購完成時，同方節能控股持股佔本公司已發行股本約51.56%。

根據於二零一五年一月五日舉行的股東特別大會上通過的特別決議案，本公司的中文名稱由「真明麗控股有限公司」更改為「同方友友控股有限公司」。英文名稱「Neo-Neon Holdings Limited」維持不變。更改公司名稱將不會影響股東之任何權利。

2 主要會計政策

(a) 合規聲明

本財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）（亦包括所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例的披露規定編製。本財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。本公司及其附屬公司（統稱為「本集團」）所採納的主要會計政策的概要載列於下文。

香港會計師公會已頒佈若干項新訂及經修訂之香港財務報告準則，並於本集團及本公司之本會計年度首次生效或可供提前採納。於本會計期間及過往會計期間，有關因首次應用上述與本集團有關之準則而導致會計政策變動之資料已反映於本綜合財務報表中，並載於附註2(d)。

2 主要會計政策（續）

(b) 編製財務報表的基準

截至二零一五年十二月三十一日止年度的財務報表包括本公司及其附屬公司（統稱為「本集團」）及本集團於其聯營公司及一間合資公司的權益。

用以編製財務報表的計量基準為歷史成本法，惟以下資產及負債按其公允值列賬除外，有關詳情按下文所載的會計政策闡釋：

- 投資物業（見附註2(k)）；及

- 歸類為可供出售或按公允價值計入損益的金融資產的金融工具（見附註2(s)）。

按照香港財務報告準則編製的財務報表須要管理層作出判斷、估計及假設。該等判斷、估計及假設會影響政策應用及所呈報的資產及負債、收入及支出金額。該等估計及相關假設以過往經驗及在具體情況下相信為合理的各項其他因素為基礎，而所得結果乃用作判斷目前顯然無法直接通過其他來源獲得的資產及負債賬面值的依據。實際結果或會有別於該等估計。

該等估計及相關假設會持續予以審閱。如會計估計的修訂僅對作出修訂的期間產生影響則有關修訂只會在該期間內確認；如會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

管理層已在附註3論述在應用對財務報表有重大影響的香港財務報告準則時作的判斷及估計不確定性的重大來源。

(c) 更改財政年度結算日

根據日期為二零一四年十一月十九日之公告，本公司將其財政年度結算日由三月三十一日更改為十二月三十一日。本公司更改財政年度結算日乃為調整本公司之財政年度結算日與本公司的最終控股公司同方股份（其於中華人民共和國（「中國」）成立）之年度結算日一致。因此，於綜合全面收益表、綜合權益變動表、綜合現金流量表及相關附註之比較數字（其涵蓋二零一四年四月一日至二零一四年十二月三十一日止九個月期間）並非全部可與截至二零一五年十二月三十一日止年度之數字作比較。

2 主要會計政策（續）

(d) 會計政策變動

香港會計師公會已頒佈以下於本集團的本會計期間首次生效對香港財務報告準則的修訂：

- 香港財務報告準則第19號修訂本，*僱員福利：界定福利計劃：僱員供款*
- *香港財務報告準則二零一零年至二零一二年周期的年度改進*
- *香港財務報告準則二零一一年至二零一三年周期的年度改進*

本集團並無應用任何於本會計期間尚未生效之任何新訂準則或詮釋。採納經修訂香港財務報告準則之影響論述如下：

香港財務報告準則第19號修訂本，僱員福利：界定福利計劃：僱員供款

該等修訂引入一項豁免，旨在簡化對僱員或第三方按界定福利計劃繳納的若干供款之會計處理。當供款符合該等修訂所設定的標準時，公司可以將供款確認為在相關服務提供期間對服務成本的扣減，而不將其包含於界定福利責任的計算之內。由於本集團並無界定福利計劃，故該等修訂對本財務報表並無影響。

香港財務報告準則二零一零年至二零一二年周期及二零一一年至二零一三年周期的年度改進

該兩項周期年度改進包括對九項準則之修訂，並帶有對其他準則之後續修訂。當中，香港會計準則第24號「關聯方披露」將「關聯方」定義擴大至包括向報告實體提供主要管理人員服務之管理公司，並須披露取得管理公司提供主要管理人員服務所產生的開支款項。因本集團並未取得管理公司所提供之主要管理人員服務，故該等修訂對本集團的關聯方披露並無影響。

(e) 本集團於現有附屬公司之擁有權權益變動

本集團於現有附屬公司之所有者權益變動若無導致本集團喪失該附屬公司之控制權，則按權益交易入賬。本集團之權益及非控股權益之賬面金額均需予以調整，以反映彼等於附屬公司之相關權益之變動。非控股權益所調整之款額（即按比例分佔附屬公司賬面淨值之變動）與所付或所收代價之公允值兩者之間之差額，均直接於權益確認並歸屬於本公司股本持有人。

2 主要會計政策（續）

(e) 本集團於現有附屬公司之擁有權權益變動（續）

當本集團失去對附屬公司的控制權：(i)在失去控制權當日終止確認附屬公司的資產（包括商譽）及負債的賬面值，(ii)失去控制權當日終止確認於前附屬公司的任何非控股權益的賬面值（包括彼等應佔其他全面收益的任何部份），及(iii)確認已收代價的公允值及任何保留權益的公允值總額，而所產生之任何差額則確認為本集團應佔損益內的收益或虧損。當附屬公司的資產按重估價值或公允值計值，且相關的累計收益或虧損已在其他全面收益中確認並於權益累計金額，則會按猶如本集團已直接出售相關資產（即按適用香港財務報告準則所指明重新分類至損益或直接轉撥至保留盈利），將過往在其他全面收益中確認並於權益累計的金額入賬。在失去控制權當日於前附屬公司保留的任何投資的公允值將被視為根據香港會計準則第39號「金融工具：確認和計量」於其後入賬時被列作初步確認之公允值，或（如適用）初步確認投資於聯營公司或共同控制實體之成本。

(f) 業務合併

業務收購採用收購法入賬。於業務合併轉撥之代價按公允值計量，而計算方式為本集團轉撥之資產、本集團對被收購方之前擁有人產生之負債及本集團為換取被收購方之控制權所發行之股權於收購日之公允值總和。與收購事項有關之成本一般於產生時在損益中確認。

於收購日，已收購的可識別資產及所承擔的負債乃按其公允值予以確認，惟以下各項除外：

- 遞延稅項資產或負債及有關僱員福利安排的負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」予以確認及計量；

- 與被收購方以股份為基礎的付款安排或本集團為替換被收購方以股份為基礎的付款安排而訂立的以股份為基礎的付款安排有關的負債或股權工具，乃於收購日按香港財務報告準則第2號「以股份為基礎的付款」予以計量（見下文會計政策）；及

- 劃歸為持作出售之資產（或出售組別）乃按香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」予以計量。

2 主要會計政策（續）

(f) 業務合併（續）

商譽按所轉撥之代價、任何非控股權益佔被收購方之金額及收購方先前所持被收購方股權（如有）之公允值總和超出所收購之可識別資產及所承擔之負債於收購日期淨額之差額計量。如果在重新評估後，所收購之可識別資產及所承擔之負債於收購日期淨額公允值超過了所轉撥之代價、任何非控股權益佔被收購方之金額及收購方先前所持被收購方股權（如有）之公允值總和，超出的差額立即作為議價購入收益於損益確認。

屬現時所有者權益且於清盤時賦予其持有人按比例分佔實體資產淨值之非控股權益可初步按公允值或非控股權益按比例分佔被收購方可識別資產淨值之已確認金額計量。計量基準視乎個別交易作出選擇。其他類別之非控股權益按其公允值或（若適用）其他準則訂明之其他基準計量。

(g) 商譽

收購業務所產生之商譽按成本減累計減值虧損（如有）入賬，並於綜合財務狀況表獨立呈列。

就減值測試而言，商譽分配至預期會受惠於合併的協同效應的每一現金產生單位，或現金產生單位組別。

獲分配商譽的現金產生單位須每年，或在該單位出現可能減值的跡象時更頻繁地進行減值測試。就於報告期間的收購所產生的商譽而言，已獲分配商譽的現金產生單位於該報告期末前進行減值測試。倘現金產生單位的可收回金額少於該單位的賬面值，則會先分配減值虧損，以減少該單位獲分配的任何商譽的賬面值，其後以該單位內各資產的賬面值為基準，按比例分配至該單位的其他資產。商譽的任何減值虧損直接於綜合全面收益表的損益確認。就商譽確認的減值虧損於其後期間不予撥回。

於出售相關現金產生單位時，其所屬商譽金額會計入出售之損益金額內。

2 主要會計政策（續）

(h) 於聯營公司之投資

聯營公司乃指投資方對其有重大影響力之實體，且並非附屬公司或於共同控制實體之權益。重大影響力是一種參與決定被投資方的財務及營運政策，但並不是控制或共同控制該等政策的權力。

聯營公司之業績、資產及負債乃以權益會計法計入此等綜合財務報表。就權益會計法所使用的聯營公司之財務報表，倘交易相似及在同類情況下，則該等報表乃按照與本集團所採納者相同的會計政策編製。根據權益法，於聯營公司之投資乃初步按成本於綜合財務狀況表中確認，並於其後調整，以確認本集團應佔聯營公司之損益及其他全面收益。當本集團應佔某聯營公司之虧損相等於或超出其於該聯營公司之權益（包括實質上構成本集團於該聯營公司部份投資淨額之任何長期權益），則本集團不再繼續確認其應佔之進一步虧損。當本集團已產生法定或推定責任或代表該聯營公司作出付款時，才會確認額外虧損。

收購成本超出本集團於收購當日已確認的分佔聯營公司可識別資產、負債及或有負債公允淨值的任何差額，乃確認為商譽並計入該投資的賬面值。.

本集團應佔可識別資產、負債及或有負債的公允淨值超出收購成本的任何差額，於重新評估後即時於損益確認。

香港會計準則第39號的規定被應用以釐定是否需要就本集團於聯營公司的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公允值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值的一部份，有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

倘出售聯營公司會導致本集團失去對該聯營公司的重大影響力，則任何保留投資會按當日之公允值計量，並以其根據香港會計準則第39號首次確認為金融資產之公允值作其公允值。先前已保留權益應佔聯營公司賬面值與其公允值之間的差額，乃計入出售該聯營公司之損益。此外，本集團將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與該聯營公司直接出售相關資產或負債的基準相同。因此，倘該聯營公司先前已確認為其他全面收益之溢利或虧損會在出售相關資產或負債時重新分類為損益，則本集團會在其失去對該聯營公司之重大影響力時，將溢利或虧損由權益重新分類至損益（作為重新分類調整）。

當某集團實體與其聯營公司進行交易，與聯營公司交易所產生的溢利及虧損於本集團的綜合財務報表確認，惟以與本集團無關的於聯營公司之權益為限。

2 主要會計政策（續）

(i) 合營企業

共同控制實體

合營企業安排涉及成立獨立實體，而當中各經營方對該實體的經濟活動擁有共同控制權者，乃列作共同控制實體。

共同控制實體之業績和資產及負債乃以權益會計法計入綜合財務報表。根據權益法，於共同控制實體之投資乃初步按成本於綜合財務狀況表中確認，並於其後作出調整，以確認本集團應佔共同控制實體之損益及其他全面收益。當本集團應佔某共同控制實體之虧損相等於或超出其於該共同控制實體之權益（包括實質上構成本集團於該共同控制實體部份投資淨額之任何長期權益），則本集團不再繼續確認其應佔之進一步虧損。當本集團已產生法定或推定責任或代表該共同控制實體作出付款時，才會確認額外虧損。

就權益會計法所使用的共同控制實體之財務報表，倘交易相似及在同類情況下，則該等報表乃按照與本集團所採納者相同的會計政策編製。

收購成本超出本集團於收購當日已確認的分佔共同控制實體可識別資產、負債及或有負債公允淨值的任何差額，乃確認為商譽並計入該投資的賬面值。

本集團應佔可識別資產、負債及或有負債的公允淨值超出收購成本的任何差額，於重新評估後即時於損益確認。

香港會計準則第39號的規定被應用以釐定是否需要就本集團於共同控制實體的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公允值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值的一部份，有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

當某集團實體與其共同控制實體進行交易，與共同控制實體交易所產生的溢利及虧損於本集團的綜合財務報表確認，惟以與本集團無關的於共同控制實體之權益為限。

2 主要會計政策（續）

(j) 收益確認

收益乃按已收及應收代價的公允值計算，指於日常業務中就售出貨品的應收款項扣除折扣及銷售相關稅項。

當符合下述條件時，本銷售貨品的收益乃被確認：

- 本集團已將貨品所有權的重大風險和報酬轉移給買方；
- 本集團不再對已售貨品保留一般與擁有權相關的程度的持續管理參與權，亦無實際控制權；
- 有關收益可以可靠地計量；
- 與交易相關之經濟利益可能流入本集團；及
- 就交易產生或將予產生之成本能可靠計量。

銷售貨品於交付貨品時及移交所有權後確認。

自金融資產產生之利息收入乃於經濟利益可能流向本集團及收入金額能可靠計量時確認。利息收入乃參考尚未償還之本金按適用實際利率基於時間基準計提，實際利率乃指將估計未來收取之現金按金融資產預計可用年期貼現至該資產於初步確認時之賬面淨值之利率。

倘本集團收取付款的權利已確立，則確認來自投資的股息收入。

根據經營租賃出租投資物業之租金收入於有關租期內以直線法確認。

2 主要會計政策（續）

(k) 投資物業

投資物業為持作賺取租金及或資本增值之物業。

投資物業初步按成本計量，並計入任何直接應佔開支。首次確認後，投資物業以公允值模式按公允值計量。投資物業公允值變動產生之盈利或虧損於其產生期間列入損益。

當投資物業出售或永久停止使用或預計不會從該物業出售中獲得未來經濟利益時，即解除確認該項投資物業。解除確認資產所產生的任何盈利或虧損按出售所得款項淨額與該資產賬面值之差額釐定，並於解除確認該項目的期間計入損益。

(l) 物業、廠房及設備

物業、廠房及設備包括持有用於生產或供應貨物或作行政用途的租賃土地及樓宇，但不包括在建工程，乃按成本減其後累計折舊及任何已識別減值虧損於綜合財務狀況表列賬。

物業、廠房及設備項目將於出售後或預期持續使用該資產將不會產生未來經濟利益時終止確認。在出售或報廢物業、廠房及設備時產生的任何收益或虧損釐定為出售所得款項與資產賬面值之間的差額，並確認為損益。

在建工程包括施工過程中用於生產或供自用之物業、廠房及設備，乃按成本減任何已確認減值虧損列賬，成本包括全部發展開支及來自該等項目的其他直接成本。

在建工程乃於工程竣工及資產可供使用時方會計提折舊。已竣工建築工程的成本會轉移至適當類別的物業、廠房及設備。

樓宇乃以直線基準按估計可使用年期或有關租賃土地的租期（以較短者為準）折舊。

就香港租賃土地及樓宇而言，租賃土地及樓宇的成本乃按五十年的估計可使用年期折舊。中國的樓宇成本乃於二十年內折舊。

其他物業、廠房及設備乃按其估計可使用年期，以直線法確認折舊以撇銷其成本。

2 主要會計政策（續）

(m) 租賃土地及樓宇

倘一項租賃包括土地及樓宇部份，本集團根據屬於每一部份業權之絕大部份風險及回報是否已轉讓予本集團而獨立地評估每部份分類為融資租賃或經營租賃，除非已經明確地顯示兩部份為經營租賃，在此情況下，全部租賃分類為經營租賃。特別是在土地及樓宇部份之間所分配之最低租賃費用（包括任何一次性預付款），乃按於租賃最初時，租賃之土地部份及樓宇部份之有關租賃權益之相對公允值比例而分配。

倘租賃付款之分配能可靠地計算，入賬為經營租賃的租賃土地權益於財務狀況表以「預付租約付款」呈報，並以直線基準按租賃年期攤銷，惟以公允值模式入賬之投資物業則除外。

(n) 借貸成本

因收購、興建或生產合資格資產（即需相當長時間方可作擬定用途或出售的資產）而直接產生的借貸成本歸入該等資產的成本，直至當資產基本上可作擬定用途或出售為止。於特定借貸在用作合資格資產前所作臨時投資賺取的投資收入，從合資格作資本化的借貸成本中扣除。

所有其他借貸成本均於產生期間於損益中確認。

(o) 無形資產

獨立收購的無形資產

擁有固定可使用年期及獨立收購的無形資產乃以成本減累計攤銷及任何累計減值虧損列賬。擁有固定可使用年期的無形資產攤銷乃按直線基準於估計可使用年期撥備。估計可使用年期及攤銷方法會在各報告期末進行檢討，而任何估計變動之影響則按預期基準入賬。

無形資產於出售或當預期日後不會從使用或出售產生經濟利益時終止確認。取消確認無形資產所產生的損益乃按出售所得款項淨額及該資產的賬面值差額計算，並於該資產取消確認時的期間於損益中確認。

2 主要會計政策（續）

(o) 無形資產（續）

於業務合併中購入之無形資產

於業務合併中購入之無形資產與商譽分開確認，初始按其於收購日期之公允值（視為其成本）確認。

初始確認後，具有固定可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損入賬。具有固定可使用年期之無形資產之攤銷乃以直線基準於其估計可使用年期內作出撥備。反之，具有無固定可使用年期之無形資產則按成本減任何其後累計減值虧損入賬。

內部產生之無形資產的研發開支

研究活動開支於產生期內確認為開支。

當且僅當出現所有下列情況時，開發（或內部項目的開發期）所產生的內部產生之無形資產始予以確認：

- 完成無形資產以使該無形資產可供使用或出售的技術可行性；
- 完成無形資產及使用或出售該無形資產的意向；
- 使用或出售無形資產的能力；
- 無形資產如何產生可能的未來經濟利益；
- 有足夠的技術、財務及其他資源可用於完成開發及使用或出售無形資產；及
- 可靠計量無形資產於開發期間應佔開支的能力。

就內部產生之無形資產所初步確認之金額為該無形資產自首度符合上述確認標準之日起已產生之開支總額。倘無內部產生之無形資產可予確認，則開發開支於其產生期間在損益扣除。於首次確認後，內部產生之無形資產按成本減累計攤銷及累計減值虧損（如有）計算，與單獨收購的無形資產的列賬基準相同。

2 主要會計政策（續）

(p) 存貨

存貨按成本及可變現淨值兩者中之較低者列賬。成本按加權平均法計算。可變現淨值指存貨估計售價減所有估計完成成本和銷貨成本。

(q) 現金及現金等值物

現金及現金等值物為銀行存款及手頭現金、存放於銀行及其他財務機構的活期存款，以及於購入後三個月內到期的可隨時變現為已知現金數額及無重大價值變動風險的高流動性短期投資。按要求償還並構成　貴集團現金管理整體的一部份的銀行透支會作為現金及現金等值物的一部份計入綜合現金流量表。

(r) 虧損性合約

虧損性合約是指為履行合約中之義務而產生之不可避免之成本超出此合約預期能產生之經濟收益之合約。合約中不可避免之成本反映退出合約之最小淨成本，即為履行該合約之成本與違約產生之任何賠償或罰款中之較低者。當本集團簽有虧損性合約時，合約之不可避免之成本會確認並計量為撥備。

(s) 金融工具

金融資產及金融負債於本集團成為該工具合約條文的訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步以公允值計量。因收購或發行金融資產及金融負債（按公允值計入損益之金融資產及金融負債除外）而直接應佔之交易成本於初步確認時，按適用情況加入或扣自該項金融資產或金融負債之公允值。因收購按公允值計入損益之金融資產或金融負債而直接應佔之交易成本，實時於損益確認。

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入（包括構成實際利率不可或缺的一部份之所有已付或已收費用、交易成本及其他溢價或折扣）按金融資產之預期使用年期或較短期間（倘合適）準確折算至初步確認時的賬面淨值之利率。

就債務工具而言，利息收入按實際利率基準確認。

2 主要會計政策（續）

(s) 金融工具（續）

應收款項

應收款項為款項固定或可釐定之非衍生工具金融資產，且並無在活躍市場上報價。應收款項（包括應收貿易及其他款項、已抵押銀行存款及現金及現金等值物）於初步確認時按公允值計量，其後採用實際利率法按攤銷成本減任何已識別減值虧損計量（見下文所載有關金融資產減值虧損之會計政策）。

按公允值計入損益之金融資產

按公允值計入損益之金融資產（「按公允值計入損益之金融資產」）指持作買賣之金融資產。倘發生下列情況，金融資產乃被歸類為持作買賣：

- 所收購之金融資產主要用於在不久將來作銷售；或
- 屬於本集團整體管理之可識別財務工具組合之一部份，且近期事實上有出售以賺取利潤的模式；或
- 屬於衍生工具（除指定及具有有效對沖作用之工具之外）。

持作買賣投資於按公允值計算，而因重新計量而產生的公允值變動公允值則於產生期間直接在損益確認。於損益確認之盈利或虧損淨額不包括就金融資產所賺取之任何股息或利息。

可供出售金融資產

可供出售金融資為被指定或不列為按公允值計入損益之金融資產、貸款及應收款項或持有至到期之投資的非衍生工具。

可供出售股權工具的股息於本集團有權收取股息時在損益中確認。

並無活躍市場報價且公允值無法可靠計量的可供出售股權投資和與該非上市股權投資有關且須透過交付有關投資結算的衍生工具，於各報告期間結束時按成本減任何已識別減值虧損計量（見下文有關金融資產減值虧損的會計政策）。

金融資產之減值

金融資產（持作買賣投資除外）會於報告期末評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之預期未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時作出減值。

2 主要會計政策（續）

(s) 金融工具（續）

金融資產之減值（續）

就可供出售股權投資而言，倘有關投資之公允值大幅或持續下降至低於其成本，則該下降視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對約方出現重大財政困難；或
- 違約，例如不履行或拖欠利息或本金付款；或
- 借款人有可能面臨破產或財務重組。

就若干類別之金融資產（例如應收貿易款項）而言，不會單獨作出減值之資產會於其後匯集一併評估減值。應收款項減值的客觀證據包括本集團於過往的收款記錄、組合內逾期超過60日至90日的平均賒賬期限的付款數目增加以及國家或地區經濟狀況出現與應收款項未能償還有關連的明顯變動。

就按攤銷成本列帳之金融資產而言，確認之減值虧損金額為資產賬面值與按金融資產原實際利率折現之估計日後現金流量現值之差額。

就按成本列賬的可供出售投資而言，減值虧損金額按資產賬面值與按類似金融資產的現行市場回報率折現的估計未來現金流量現值之差額計算。有關減值虧損不會於其後期間撥回。

就按攤銷成本計量之金融資產而言，如在隨後期間，減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之攤銷成本。

貸款及應收之賬面值會直接扣除減值虧損，惟應收貿易賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當應收貿易賬款被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷的款項如其後收回，將撥入損益內。

金融負債及股權工具

集團實體發行的債務及股權工具乃根據已訂立的合約安排內容以及金融負債及股權工具的定義分類為金融負債或股權工具。

2 主要會計政策（續）

(s) 金融工具（續）

股權工具

股權工具乃證明本集團資產內經扣除所有負債後的剩餘權益的任何合約。公司發行之股權工具按已收所得款項扣除直接發行成本入賬。

購回本公司自身股權工具乃於權益中確認及直接扣除。概無於損益確認購買、出售、發行或註銷本公司自身股權工具的收益或虧損。

實際利率法

實際利率法乃計算金融負債之攤銷成本及於有關期間攤分利息開支之方法。實際利率為將估計日後現金付款（包括構成實際利率不可或缺的一部份之所有已付或已收費用及利率差價、交易成本及其他溢價或折扣）於金融負債之預期使用年期或較短期間（倘合適）準確折現至初步確認時之賬面淨值之利率。

利息支出按實際利率基準確認。

金融負債

金融負債包括應付貿易及其他款項以及銀行貸款，初步按公允值計量，並於其後採用實際利率法按攤銷成本計量。

解除確認

本集團僅於自資產獲取現金流之合約權利到期時解除確認金融資產。

於解除確認金融資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認及於權益累計的累計收益或虧損之總和之間的差額，會於損益中確認。

本集團只有在其責任獲免除、取消或終止時，方會解除確認金融負債。解除確認之金融負債之賬面值與已付或應付代價之間之差額，乃於損益確認。

2 主要會計政策(續)

(t) 有形及無形資產減值(商譽除外，請參閱上述有關商譽之會計政策)

本集團於報告期末審閱其具有限可使用年期的有形及無形資產的賬面值，衡量是否有跡象顯示該等資產已出現減值虧損。倘出現任何該等跡象，將估計該等資產的可收回金額，以釐定減值虧損(如有)。倘不能估計個別資產之可收回金額時，本集團則估計該資產所屬之現金產生單位之可收回金額。倘有合理及一致的分配基準，公司資產亦會分配至個別現金產生單位，否則會被分配至有合理及一致的分配基準之最小現金產生單位組合。

具無限可使用年期的無形資產及尚未可供使用的無形資產須至少每年進行一次減值測試，並於有跡象顯示其可能出現減值時進行減值測試。

可收回金額為公允值減銷售成本及使用價值之較高者。評估使用價值時，乃採用税前貼現率將估計未來現金流量貼現至其現值，而該税前貼現率反映現行市場對金錢時間值及資產(其未來現金流量估計未經調整)特定風險之評估。

倘一項資產(或現金產生單位)之估計可收回金額低於其賬面值，則該資產(或現金產生單位)之賬面值將調低至其可收回金額。減值虧損隨即於損益賬確認。減值虧損須予以分配，以按現金產生單位內各資產的賬面值為基準，按比例減少包括現金產生單位之資產的賬面值，首先減少分配至現金產生單位的任何商譽的賬面值，然後減少分配至現金產生單位內其他資產的賬面值。當分配現金產生單位內個別資產減值虧損，對單項資產的賬面值不應被減至低於其公允值減去處置費用後(如可測量的)，其使用價值(如可確定的)和零之最高者。倘此舉導致分配到資產的金額低於其按比例應佔之減值虧損金額，則多出款額會按比例分配至現金產生單位內的剩餘資產。

倘減值虧損於其後撥回，該項資產(或現金產生單位)之賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過倘若該資產(或現金產生單位)於過往期間並無確認減值虧損所釐定之賬面值。減值虧損撥回隨即確認為收入。

(u) 税項

所得税開支指當期應付税項與遞延税項的總和。

當期應付税項乃根據期內應課税溢利而計算。由於應課税溢利不包括於其他期內課税或可減税額的收入或開支項目，亦不包括毋須課税或可減税額的項目，故應課税溢利與綜合全面收益表內呈報的「除税前虧損」不同。本集團的即期税項負債乃以報告期末已生效或實際上已生效的税率計算。

2 主要會計政策（續）

(u) 税項（續）

遞延税項按財務報表中資產及負債賬面值與計算應課税虧損所採用相應税基之暫時差額確認。遞延税項負債一般就所有應課税暫時差額確認入賬。遞延税項資產一般僅於可能有應課税溢利用於對銷可扣税暫時差額時就所有可扣税暫時差額確認入賬。若於一項交易中，因商譽或初次確認其他資產及負債（業務合併除外）而引致之暫時差額既不影響應課税溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延税項負債乃就於附屬公司和聯營公司之投資及於合營企業之權益所產生應課税暫時差額進行確認，惟倘本集團能控制暫時差額之撥回，且暫時差額不可能於可見將來撥回之情況則除外。因有關該等投資及權益的可扣減暫時差額而產生的遞延税項資產僅在可能產生足夠應課税溢利以使用暫時差額利益並預期能夠在可見將來撥回時確認。

遞延税項資產的賬面值於報告期末均會予以審查，並削減至不可能再有足夠應課税溢利以收回全部或部份資產為止。

遞延税項資產及負債按償還負債或變現資產的期間內預期適用之税率，根據報告期末已頒佈或實際已頒佈的税率（及税法）計算。

遞延税項負債及資產之計量反映按照本集團所預期方式於報告期末收回或結算其資產及負債賬面值將出現之税務後果。

就計量採用公允值模式計量的投資物業的遞延税項而言，除非推定被駁回，否則該等物業的賬面值假定可透過出售全數收回。倘投資物業可予折舊且在目的是體現在投資物業隨著時間的推移而大幅消耗其經濟效益的業務模式內持有，該假設會被推翻。如果該假設被推翻，有關投資物業的遞延税項會按照載於香港會計準則第12號的上述一般原則計量（即基於預期將收回物業的方式）。

即期及遞延税項在損益中確認。惟當其與在其他綜合收益或直接在權益中確認的項目有關時，則即期及遞延税項也分別在其他綜合收益或直接在權益確認。倘即期税項或遞延税項因就業務合併進行初步會計處理而產生，則税務影響會計入業務合併之會計處理。

2 主要會計政策（續）

(v) 政府補助

於可合理保證本集團將會遵守附帶的條件及收獲撥款前，均不會確認政府補貼。

政府補貼按有系統基準於本集團確認與政府補貼擬補償的成本有關的開支之期間在損益內確認。具體而言，以要求本集團購買、建造或以其他方式收購非流動資產為主要條件的政府補貼乃於綜合財務狀況報表確認為有關資產賬面值扣除，並按有系統及合理基準於相關資產的可使用年期轉撥至損益。

作為已產生開支或損失的補償或為給予本集團即時財務支援且無日後相關成本的應收政府補貼，乃於其應收期間在損益確認。

(w) 以股份為基礎付款的交易

授予僱員、董事及非執行董事的購股權

所取得服務的公允值乃參考所授出購股權於授出日期的公允值釐定，其以直線法在歸屬期間支銷，並在股權內作相應增加（購股權儲備）。

於報告期期末，本集團就預期最終歸屬的購股權估計數目進行修訂。歸屬期內，修訂估計的影響（如有）乃於損益中確認，並在購股權儲備中作相應調整。

在購股權獲行使時，先前於購股權儲備確認的金額將會轉撥至股份溢價中。倘購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，則先前於購股權儲備確認之金額將被轉撥至累計虧損。

(x) 外幣

各集團實體的個別財務報表均以該實體營運所在主要經濟環境的貨幣（其功能貨幣）呈列。就綜合財務報表而言，各實體的業績及財務狀況均以人民幣列值，人民幣為綜合財務報表的呈報貨幣。本公司的功能貨幣為港元。

2 主要會計政策（續）

(x) 外幣（續）

為編製各個別集團實體的財務報表，以實體的功能貨幣以外的貨幣（外幣）進行的交易以交易日期的適用匯率入賬。於報告期期末，以外幣計值的貨幣項目均按當日的適用匯率重新換算。根據歷史成本計算得出並以外幣計值的非貨幣項目則毋須重新換算。

因結算貨幣項目及重新換算貨幣項目而產生的匯兑差額均計入產生期間的損益內。

就呈列綜合財務報表而言，本集團的業務之資產及負債按於報告期末的適用匯率以人民幣列示。

收入及開支項目按期內的平均匯率換算，除非期內匯率出現大幅波動，在此情況下，則使用交易當日的匯率換算。所產生的匯兑差異（如有）將於其他全面收入中確認及於權益之換算儲備（倘適用，則歸屬於非控股權益）項下累計。

(y) 租約

當租約條款將擁有權的絕大部份風險及回報轉讓予承租人時，該租約分類為融資租約。所有其他租約均分類為經營租約。

本集團作為出租人

根據融資租賃應收承租人款項在本集團租賃投資淨額中確認為應收款項。融資租賃收入分配至各會計期間，以反映對本集團的淨租賃投資餘額的固定定期回報率。

經營租賃的租金收入於相關租賃期內按直線法於損益中確認。

本集團作為承租人

經營租約付款以直線法於有關租期內確認為開支。作為訂立經營租約獎勵的已收及應收利益乃按直線法於租期內確認為租金開支減少。

(z) 退休福利成本

界定供款的退休福利計劃付款於僱員提供服務而有權獲得供款時確認為開支。

2 主要會計政策（續）

(aa) 關聯方

(a) 倘屬以下人士，則該人士或人士之近親與本集團有關連：

(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) 為本集團或本集團母公司的主要管理層成員之一。

(b) 符合任何以下條件的實體會被視為與本集團有關連：

(i) 該實體與本集團屬同一集團成員（即母公司、附屬公司及同系附屬公司各自互有關連）。

(ii) 一實體為另一實體的聯營公司或合營公司（或一集團成員之聯營公司或合營公司而另一實體為成員之一）。

(iii) 兩實體皆為同一第三方的合營公司。

(iv) 一實體為第三方的合營公司，而另一實體為該第三方的聯營公司。

(v) 該實體為本集團或與本公司有關連的實體就僱員利益設立之離職後福利計劃。

(vi) 該實體受(a)識別之人士的控制或共同控制。

(vii) 在(a)(i)內所確定的人士對該實體有重大影響力或該人士為該實體（或該實體的母公司）的主要管理層成員之一。

(viii) 實體或集團屬下任何成員公司向集團或集團的母公司提供主要管理人員服務。

另一方人士的直系親屬成員是指有關人士在與實體交易時，預期可影響或受該人士影響的親屬成員。

(bb) 分部報告

營運分部及於財務報表所呈報的各分部項目之金額乃於財務資料中確認，並定期提供予本集團最高管理層，以分配資源及評估本集團各業務類別及地域位置之表現。

個別重大營運分部不會因財務報告而進行綜合，惟各分部具有類似的經濟性質，以及產品與服務的性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以及監管環境的性質相似的情況除外。個別不屬重大的營運分部倘於該等大部份標準上屬類似，則可能進行綜合。

3 關鍵會計判斷及估計不確定性之主要來源

在應用附註2所述之本集團會計政策時，本公司董事須就未有明確來源之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及其他視認為相關的因素作出。實際結果可能有別於此等估計。

本公司會持續檢討估計及相關假設。會計估計之修訂於修訂估計之期間確認（如修訂只影響該期間）或於修訂期間及往後期間確認（如修訂影響本期間及往後期間）。

估計不確定性之主要來源

以下為有關未來之主要假設，以及於報告期末之其他估計不確定性之主要來源，該等假設及估計存在可能導致有關資產及負債之賬面值於下一財政年度出現重大調整之重大風險：

物業、廠房及設備減值估計

當有跡象顯示物業、廠房及設備可能出現減值時，本集團會估計相關資產或資產所屬的現金產生單位（「現金產生單位」）的可收回金額。減值虧損金額乃按資產賬面金額與其可收回金額的差額計量。倘未能估計個別資產之可收回金額，則本集團會估計相關物業、廠房及設備所屬現金產生單位之可回收金額。可收回金額為使用價值與公允值減銷售成本二者中之較高者。使用價值（「使用價值」）為以適當貼現率將估計未來現金流量貼現至現值之數額，該貼現率反映現行市場對金錢時間值及現金產生單位特定風險之評估。倘事實及情況出現致令須修訂用於釐定使用價值之估計未來現金流量的變動，則可能會產生進一步減值虧損或撥回減值虧損。於二零一五年十二月三十一日，物業、廠房及設備之賬面值為人民幣231,803,000元，扣除累計折舊及減值人民幣1,756,562,000元（二零一四年：賬面值為人民幣244,143,000元，扣除累計折舊及減值人民幣1,750,678,000元）。

無形資產減值估計

釐定無形資產有否減值須估計獲分配無形資產之有關現金產生單位之可收回金額。可收回金額為使用價值與公允值減銷售成本二者中之較高者。在計算使用價值時，本集團須估計該現金產生單位預期將產生之未來現金流量，並以適當貼現率計算其現值。倘事實及情況出現致令須修訂用於釐定使用價值之估計未來現金流量的不利變動，則可能會產生進一步減值虧損。對於無形資產而言，倘使用價值出現有利變動，則可能會撥回減值虧損。於二零一五年十二月三十一日，無形資產之賬面值為人民幣23,853,000元，扣除累計攤銷人民幣111,240,000元（二零一四年：賬面值為人民幣16,292,000元，扣除累計攤銷人民幣102,796,000元）。

3 關鍵會計判斷及估計不確定性之主要來源（續）

估計不確定性之主要來源（續）

呆壞賬撥備

本集團之呆賬撥備政策乃基於對可收回程度之評估以及根據管理層之判斷對各客戶個別作出之賬齡分析而制定。截至二零一五年十二月三十一日止年度，於損益中確認呆壞賬撥備撥回淨額人民幣13,934,000元（二零一四年：呆壞賬撥備人民幣47,513,000元）。在評估該等應收賬款最終可否變現時須作出大量判斷，包括各客戶當時之信譽及過往收款紀錄。倘本集團客戶之財務狀況轉差，以致彼等作出付款之能力被削弱，則可能需要作出額外撥備。倘本集團客戶之財務狀況好轉並有能力償還應收賬款，則可能需要撥回撥備。於二零一五年十二月三十一日，本集團經扣除呆壞賬撥備人民幣61,924,000元後之應收貿易款項之賬面值為人民幣96,794,000元（二零一四年：扣除呆壞賬撥備人民幣87,588,000元後為人民幣87,931,000元）。

存貨撥備

本集團管理層於各報告期末會檢討存貨賬齡分析及市場需求，並對確定為陳舊及滯銷之項目作出陳舊存貨撥備，及對經考慮到市場需求及估計售價後其可變現淨值低於賬面值之存貨作出撥備。於二零一五年十二月三十一日，存貨撥備為人民幣303,493,000元（二零一四年：人民幣397,439,000元）。管理層主要根據最新售價及當時市況估計貨品之可變現淨值。於二零一五年十二月三十一日，本集團的存貨賬面值為人民幣189,174,000元（二零一四年：人民幣170,024,000元）。

税項

如附註12所詳述，若干集團實體就香港税務事宜面臨税務審計案件，直至該等財務報表刊發當日，仍未能確定最終所定税項。此類案件的最終税務結果是從最初估計不同，這種差異將產生重大影響，在作出有關決定時年內的當期所得税。

在本年度並無確認税務撥備（二零一四年：無），因本公司董事認為税務審核工作仍處於最初階段而除了一間附屬公司的香港業務結轉累計税務虧損101,008,000港元（相當於約人民幣82,271,000元，有關附屬公司沒有在香港經營任何業務，也沒有獲得任何利潤，故本集團毋須支付利得税。因此毋須就税務審計計提額外香港利得税撥備。

4 資本風險管理

本集團的資本管理旨在確保本集團內的實體可持續經營，同時為股東謀求最大回報。本集團之整體策略與上年度維持不變。

於年末，本集團的資本架構包括債務、淨現金及現金等值物以及本公司股本持有人應佔權益（含股本及儲備）。

本集團管理層定期審閱資本架構。本集團考慮到資本成本及各類資本相關之風險，並透過支付股息、發行新股份及舉債平衡其整體資本結構。

5 金融工具

財務風險管理目標及政策

本集團的主要金融工具包括應收貿易及其他款項、可供出售投資、按公允值計入損益之金融資產、已抵押銀行存款、現金及現金等值物、應付貿易及其他款項及銀行貸款。金融工具的詳情於各附註內披露。此等金融工具有關的風險包括市場風險（貨幣風險及利率風險）、流動資金風險及信貸風險。下文載列如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時有效地採取適當之措施。

市場風險

(i) 貨幣風險

於本報告日期令本集團面對外幣風險的本集團以外幣計值的貨幣性資產與貨幣性負債以及公司間結存的賬面值如下：

	資產		負債	
	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
港元	**1,891,073**	1,799,711	**2,906,750**	2,744,682
人民幣	**275,030**	260,295	**691,863**	596,418
美元	**1,318,920**	1,081,654	**1,512,618**	1,287,724
新台幣	**29,491**	27,953	**11,635**	11,942
英鎊	**8,107**	6,421	**7,789**	7,789
日元	**4,607**	2,879	**4,439**	3,632

本集團現在並無訂立外幣對沖政策以規避貨幣風險。然而，管理層會密切監察有關外幣風險並將於需要時考慮對沖重大外幣風險

5 金融工具（續）

財務風險管理目標及政策（續）

市場風險（續）

(i) 貨幣風險（續）

敏感度分析

本集團主要涉及港元、人民幣及美元的貨幣風險。

下表詳列本集團對港元、人民幣或美元兌集團實體的相關功能貨幣升值及貶值5%的敏感度。敏感度分析僅包括尚未結算的外幣計值貨幣項目，並於年末就外匯匯率5%的變動調整換算。敏感度分析包括以相關集團實體之功能貨幣以外之貨幣計值的應收款項、應付款項、公司間結存及外部貸款。以下負數顯示，倘港元、人民幣及美元兌有關集團實體的功能貨幣升值5%，則截至二零一五年十二月三十一日止年度之除税前溢利減少的數額以及截至二零一四年十二月三十一日止九個月之除税前虧損增加的數額。倘港元、人民幣及美元兌有關集團實體的功能貨幣貶值5%，則將會出現等額的相反影響。

港元影響		人民幣影響		美元影響	
截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月	截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月	截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
(50,784)	(47,249)	**(20,842)**	(16,806)	**(9,685)**	(10,304)

管理層認為，由於年末之風險並無反映年度風險，故敏感度分析並不代表固有外匯風險。由於英鎊、日元及新台幣匯兑差異的財務影響並不重大，故並無編製敏感度分析。

5 金融工具（續）

財務風險管理目標及政策（續）

市場風險（續）

(ii) 利率風險

於本年度，本集團因按浮動利率計息的銀行貸款的利率變動影響而蒙受現金流量利率風險。

本集團現金流量利率風險主要集中於本集團以美元計值借款產生的香港銀行同業拆借利率波動。

由於現金及現金等值物的現行市場利率的波動，本集團之現金及現金等值物承受現金流量利率風險。董事認為，由於該等工具於短期內到期，本集團所面臨的短期銀行存款利率風險並不顯著。

本集團承受與固定利率銀行借款（該等借款的詳細資料，請參閱附註26）有關的公允值利率風險。管理層監控利率風險，並於預計出現重大利率風險時，考慮償還固定利率銀行借款。

敏感度分析

以下敏感度分析的決定基礎是浮動利率銀行貸款所涉及的利率風險，此分析假設年末的浮動利率未償還銀行貸款於整個期間均未償還而編製。

如果利率上升30個基點（二零一四年：30個基點）且所有其他變量維持不變，則對截至二零一五年十二月三十一日止年度之除税前溢利及截至二零一四年十二月三十一日止九個月之除税前虧損的潛在影響如下：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
溢利減少／虧損增加	223	288

管理層認為，敏感度分析不能代表固有利率風險，是由於年末風險並不反映年內風險。

5 金融工具 *(續)*

財務風險管理目標及政策 *(續)*

流動資金風險管理

為管理本集團的短期、中期及長期資金及符合流動性管理的要求，本公司董事已建立一套流動性風險管理制度。本集團透過維持管理層認為足以為本集團的營運提供資金及緩和現金流量波動影響的現金及現金等值物水平，藉以管理流動資金風險。管理層監測銀行借款的運用並且保證遵照貸款契約。

下表詳述本集團餘下金融負債的合約到期情況。根據本集團須付金融負債最早之日的非折現現金流量以制定表格。其他金融負債按經協定之還款日期釐定到期日。表格包括利息及本金現金流量。

倘利息流為浮息，非折現金額按報告年內結束當日之利率曲線釐定。

	加權實際利率 %	即期部份 人民幣千元	少於一年 人民幣千元	未貼現現金流量總額 人民幣千元	賬面值 人民幣千元
於二零一五年十二月三十一日					
非衍生金融負債		44,529	128,873	173,402	173,402
銀行貸款	2.25	–	97,269	97,269	95,129
		44,529	226,142	270,671	268,531
於二零一四年十二月三十一日					
非衍生金融負債		16,769	202,362	219,131	219,131
銀行貸款	2.15	–	115,208	115,208	112,783
		16,769	317,570	334,339	331,914

5 金融工具（續）

財務風險管理目標及政策（續）

信貸風險

本集團的主要金融資產為應收貿易及其他款項、已抵押銀行存款及現金及現金等值物，代表本集團就金融資產所面對的最大信貸風險。

本集團的信貸風險主要來自其應收貿易款項。財務狀況表呈列的數額為扣除應收呆賬撥備（如有），由本集團的管理層根據以往經驗及彼等對現時燈具行業的經營環境的評估而作出估計。

為儘量降低應收貿易款項的信貸風險，本集團管理層於報告期期末審閱各個別貿易債務之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅降低。

流動資金的信貸風險實屬有限，因為主要交易對方均為國際信貸評級機構給予高信貸評級的銀行及信譽良好的中國國有銀行。

本集團於應收貿易款項的信貸風險集中情況為5.7%（二零一四年：14.3%）及17.3%（二零一四年：47.8%）之應收貿易款項總額乃分別應收本集團最大客戶及五大客戶款項。

公允值

本集團經常性地於報告期末計量投資物業及按公允值計入損益的金融資產之公允值。香港財務報告準則第13號公允值計量、投資物業及按公允值計入損益的金融資產之披露，分別在附註14及附註21呈列。

於二零一五年及二零一四年十二月三十一日，本集團的金融資產及負債之賬面值與其公允值並無重大差別。

6 收入及分部資料

向本公司董事會（即主要營運決策人士）報告以作資源分配及評估分部表現之資料，是以所交付貨品或所提供服務種類為重點。具體來說，根據香港財務報告準則第8號，本集團須呈報分部如下：

LED裝飾燈	–	製造及分銷LED裝飾燈產品及白熾裝飾燈產品
一般照明	–	製造及分銷LED一般照明燈具產品及舞台燈產品
所有其他	–	燈具產品配件分銷

截至二零一五年十二月三十一日止年度，本集團的主要營運決策人士更改了彼等在向分部作資源分配及評估分部表現時定期審閱的內部報告之架構。白熾裝飾燈分部併入LED裝飾燈分部，而LED一般照明燈具分部則與舞台燈分部合併組成一般照明分部。向主要營運決策人士提供的內部報告基準變動，是將具類似經濟特性的分部合併，使資源分配及表現評估更為有效。由於以上變動，截至二零一四年十二月三十一日止九個月之分部報告相應數字經已重列，以反映上述分部合併。

收入指已收賬款的公允值和於年內向外界客戶出售本集團貨物的應收賬款。

6 收入及分部資料（續）

分部收入及業績

下表是本集團之須報告及經營分部之收入及業績分析：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
分部收入		
LED裝飾燈	**415,681**	361,075
一般照明	**183,845**	190,105
所有其他	**2,912**	6,993
	602,438	558,173
分部業績		
LED裝飾燈	**76,121**	(43,235)
一般照明	**25,203**	(102,885)
所有其他	**716**	(1,467)
	102,040	(147,587)
未分配支出	**(32,104)**	(30,160)
未分配其他收益、虧損及支出	**(55,873)**	(7,863)
財務成本	**(2,693)**	(4,174)
投資物業公允值變動	**(1,795)**	253
分佔聯營公司及一間共同控制實體之虧損	**(99)**	(6,409)
税前溢利／（虧損）	**9,476**	(195,940)

經營分部的會計政策與本集團載列於附註2的會計政策相同。分部溢利／虧損指各分部產生之溢利／虧損，不包括未分配支出、若干其他收益或虧損及支出、財務成本、投資物業公允值變動、分佔聯營公司之虧損及分佔一間共同控制實體虧損。此乃就分配資源及表現評估向本公司董事會報告之計量。

6 收入及分部資料(續)

分部資產及負債

下表提供本集團之須報告及經營分部之資產及負債分析：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
分部資產		
LED裝飾燈	**627,675**	535,268
一般照明	**316,324**	290,476
所有其他	**6,092**	7,418
資產分部總計	**950,091**	833,162
未分配資產	**524,900**	691,389
資產總額	**1,474,991**	1,524,551
分部負債		
LED裝飾燈	**134,793**	164,853
一般照明	**59,304**	86,954
所有其他	**4,370**	3,199
負債分部總計	**198,467**	255,006
未分配負債	**113,040**	132,788
負債總額	**311,507**	387,794

對分部績效監測與分部資源調配的目的：

- 除投資物業、聯營公司權益、共同控制實體權益、按公允值計入損益的金融資產及可供出售投資外，所有資產被分配在各須報告及經營分部內。須報告及經營分部聯合使用資產以各須報告及經營分部所賺取的收入比例為分配基礎；及

- 除銀行借貸、政府補貼及遞延稅項外，所有負債被分配在各須報告及經營分部內。經營分部負債的連帶責任以該須報告及經營分部收入的比例分配。

6 收入及分部資料（續）

地區資料

下表載列有關(i)本集團來自外間客戶之收益及(ii)本集團的投資物業、物業、廠房及設備、預付租賃款項、無形資產、商譽、於聯營公司之權益及就收購物業、廠房及設備支付的按金（「特定非流動資產」）所在地域位置的資料。客戶的地域位置乃根據所提供服務或所交付貨品之地點而定。特定非流動資產之地域位置乃根據資產的實際地點而定。

	來自外間客戶之收益		特定非流動資產	
	截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月	二零一五年十二月三十一日	二零一四年十二月三十一日
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
美利堅合眾國（「美國」）	**310,899**	182,346	**42,944**	38,501
中國	**84,398**	61,418	**199,029**	237,333
其他國家*	**207,141**	314,409	**77,275**	71,435
	602,438	558,173	**319,248**	347,269

* 截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，在此類別中所包含的國家中，來自個別外界客戶的收益及特定非流動資產的結餘，均分別低於本集團總銷售額及非流動資產的10%。

有關主要客戶之資料

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，並無個別客戶貢獻超過本集團總銷售額的10%。

6 收入及分部資料（續）

其他分部資料

	LED裝飾燈 人民幣千元	一般照明 人民幣千元	所有其他 人民幣千元	分部小計 人民幣千元	分配金額 人民幣千元	合計 人民幣千元
截至二零一五年十二月三十一日止年度						
添置非流動分部資產	21,431	8,771	134	30,336	–	30,336
折舊及攤銷	22,915	10,094	166	33,175	1,054	34,229
呆壞賬撥備撥回淨額	9,614	4,252	68	13,934	–	13,934
出售物業、廠房及設備及預付租約付款之收益	18,931	8,373	132	27,436	–	27,436
截至二零一四年十二月三十一日止九個月						
添置非流動分部資產	38,092	23,824	823	62,739	–	62,739
折舊及攤銷	17,603	10,582	391	28,576	790	29,366
呆壞賬撥備淨額	29,267	17,596	650	47,513	–	47,513
出售物業、廠房及設備及預付租約付款之收益	32,494	19,535	722	52,751	–	52,751
就物業、廠房及設備確認之減值虧損	10,968	21,769	–	32,737	–	32,737
收到物業、廠房及設備後轉撥虧損性合約之減值	1,077	1,077	–	2,154	–	2,154

7(a) 其他收益及虧損

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
出售物業、廠房及設備以及預付租約付款收益	**27,436**	52,751
呆壞賬撥備撥回淨額／（撥備）	**13,934**	(47,513)
匯兑收益	**22,771**	1,519
其他	**(538)**	(3,313)
	63,603	3,444

7(b) 其他支出

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
研發成本淨額	**3,516**	9,403
與訴訟有關之賠償	**1,235**	9,108
	4,751	18,511

8 就物業、廠房及設備確認的減值虧損

按現金產生單位計算的減值虧損如下：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
現金產生單位1（附註1）	–	10,968
現金產生單位2（附註2）	–	21,769
合計	–	32,737

附註1：現金產生單位1指自製造及分銷LED裝飾燈產品（業務位於中國及越南）產生現金流入的資產組別。

附註2：現金產生單位2指自製造及分銷一般照明產品（業務位於中國）產生現金流入的資產組別。

現金產生單位1

截至二零一五年十二月三十一日止年度，並無就物業、廠房及設備確認減值虧損。

截至二零一四年十二月三十一日止九個月，董事預期於現金產生單位1經營的市場尚未有復蘇表現，本公司董事認為此乃減值跡象。本公司董事首先考慮現金產生單位1個別資產的可收回金額，除非該資產的使用價值估計不接近其公允值減去出售成本，或很大程度上其他資產或資產群組不會獨立產生現金流入。如果在此情況下，可收回金額確定於該資產所屬的現金產生單位。本公司董事就現金產生單位1進行減值評估。截至二零一四年十二月三十一日止九個月，現金產生單位1分配相關的物業、廠房及設備減值虧損為人民幣10,968,000元。由於基於使用價值的可收回金額低於賬面值，因此就現金產生單位1確認減值虧損。管理層基於其最佳估量之近期財務預算，計算使用價值所用現金流量預測。現金產生單位1的減值虧損主要原因是由於產品市場需求減少，從而本公司董事修改未來銷售預測。

8 就物業、廠房及設備確認的減值虧損（續）

現金產生單位1（續）

於二零一五年十二月三十一日，現金產生單位1的預測期間為五年（二零一四年：六年），此乃現金產生單位1中物業、廠房及設備的平均剩餘使用年期，而涵蓋預測的所有預算已獲管理層批准。對截至二零一六年十二月三十一日止年度的預測所使用的增長率為0%，而截至二零一七年十二月三十一日止年度至二零二零年十二月三十一日的預測所使用的增長率為3%。本公司董事認為對現金產生單位1經營的中國及海外市場而言，預測所用增長率實屬合理。現金流量預測乃按13.53%（二零一四年：15.28%）折現計算，其反映資產回報及現金產生單位1的特定風險。計算使用價值所採用的若干主要假設與對預算銷售額及毛利率的估計有關，該估計乃按基於管理層估計對市場發展預期而作出。

現金產生單位2

截至二零一五年十二月三十一日止年度，並無就物業、廠房及設備確認減值虧損。

截至二零一四年十二月三十一日止九個月，董事預期於現金產生單位2經營的市場尚未有復蘇表現，本公司董事認為此乃減值跡象。本公司董事首先考慮現金產生單位2個別資產的可收回金額，除非該資產的使用價值估計不接近其公允值減去出售成本，或很大程度上其他資產或資產群組不會獨立產生現金流入。如果在此情況下，可收回金額確定於該資產所屬的現金產生單位。本公司董事就現金產生單位2進行減值評估。截至二零一四年十二月三十一日止九個月，現金產生單位2分配相關的物業、廠房及設備減值虧損為人民幣21,769,000元。由於基於使用價值的可收回金額低於賬面值，因此就現金產生單位2確認減值虧損。管理層基以其最佳估量之近期財務預算，計算使用價值所用現金流量預測。現金產生單位2的減值虧損主要原因是由於產品市場供應過剩，導致市場上的售價下跌。

於二零一五年十二月三十一日，現金產生單位2的預測期間為五年（二零一四年：六年），此乃現金產生單位2中物業、廠房及設備的平均剩餘使用年期，而涵蓋預測的所有預算已獲管理層批准。截至二零一六年十二月三十一日止年度預測所使用的增長率為6%，而截至二零一七年十二月三十一日止年度至二零二零年十二月三十一日預測所使用的增長率為3%。本公司董事認為對現金產生單位2經營的中國及海外市場而言，預測所用增長率實屬合理。現金流量預測乃按13.53%（二零一四年：15.28%）折現計算，其反映資產回報及現金產生單位2的特定風險。計算使用價值所採用的若干主要假設與對預算銷售額及毛利率的估計有關，該估計乃按基於管理層估計作出的市場發展預期而作出。

9 財務成本

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
銀行借款利息	**2,693**	4,174

10 除税前溢利／（虧損）

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
除税前溢利／（虧損）已扣除／（計入）以下項目：		
董事酬金		
－ 本年度	**4,410**	3,503
－ 年內放棄	**–**	(1,768)
對界定供款退休計劃的供款	**103**	131
以股權結算之股份付款開支	**2,291**	934
薪金、工資及其他福利	**152,040**	179,759
	158,844	182,559
折舊（附註15）	**30,603**	25,509
攤銷		
－ 預付租約付款（附註16）	**1,196**	1,303
－ 無形資產（附註18）	**2,430**	2,554

10 除税前溢利／(虧損)(續)

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
核數師酬金		
－ 審核服務	**2,362**	2,297
－ 非審核服務	**176**	1,575
	2,538	3,872
存貨成本（附註22）	**435,167**	512,435
就以下項目之經營租約租金		
－ 租賃物業	**6,782**	3,506
及計入以下項目：		
銀行存款之利息收入	**(3,434)**	(2,019)
扣除非重大支銷前之物業租金收入	**(1,099)**	(2,184)

11 董事及僱員酬金

	截至二零一五年十二月三十一日止年度					截至二零一四年十二月三十一日止九個月					
	袍金 人民幣千元	薪金及其他福利 人民幣千元	退休福利計劃供款 人民幣千元	基於股份以權益結算之付款 人民幣千元	總計 人民幣千元	袍金 人民幣千元	薪金及其他福利 人民幣千元	退休福利計劃供款 人民幣千元	基於股份以權益結算之付款 人民幣千元	年內放棄 人民幣千元	總計 人民幣千元
執行董事											
－范新先生（於二零一五年十月九日獲委任）	-	56	-	-	56	-	-	-	-	-	-
－樊邦弘先生（於二零一六年一月二十日辭任）	-	244	-	152	396	-	1,443	-	-	(1,359)	84
－王良海先生（於二零一四年八月二十五日獲委任）	-	163	-	152	315	-	56	-	-	-	56
－謝漢良先生（於二零一四年八月二十五日獲委任）	-	1,017	-	194	1,211	-	351	-	-	-	351
－潘晉先生（於二零一四年八月二十五日獲委任）	-	611	-	194	805	-	208	-	-	-	208
－陸致成先生（於二零一五年十月九日辭任）	-	189	-	304	493	-	84	-	-	-	84
－翁翠端女士（於二零一四年九月二十二日辭任）	-	-	-	-	-	--	454	2	-	(409)	47
－樊邦揚先生（於二零一四年九月二十二日辭任）	-	-	-	101	101	-	273	-	61	-	334
獨立非執行董事											
－范仁達先生（於二零一四年八月二十五日獲委任）	-	195	-	61	256	-	67	-	-	-	67
－劉天民先生（於二零一四年八月二十五日獲委任）	-	195	-	61	256	-	67	-	-	-	67
－李明綺女士（於二零一四年八月二十五日獲委任）	-	195	-	61	256	-	67	-	-	-	67
－王幹文先生（於二零一四年九月二十二日辭任）	-	-	-	-	-	-	55	-	26	-	81
－孫文德先生（於二零一四年九月二十二日辭任）	-	-	-	-	-	-	55	-	-	-	55
－翁世元先生（於二零一四年九月二十二日辭任）	-	-	-	-	-	-	55	-	42	-	97
－劉升平女士（於二零一四年九月二十二日辭任）	-	-	-	-	-	-	55	-	26	-	81
非執行董事											
－劉衛東先生（於二零一四年八月二十五日獲委任）	-	165	-	100	265	-	56	-	-	-	56
	-	3,030	-	1,380	4,410	-	3,346	2	155	(1,768)	1,735

11 董事及僱員酬金（續）

五名最高薪人士當中有兩名（二零一四年：一名）為董事，其酬金載列於上文。有關其餘三名（二零一四年：四名）個別人士的酬金總額如下：

	截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月
	人民幣千元	人民幣千元
僱員		
－基本薪金及津貼	**1,861**	1,710

三名（二零一四年：四名）最高薪個別人士之薪金介乎以下範圍之內：

	截至二零一五年十二月三十一日止年度	截至二零一四年十二月三十一日止九個月
1,000,000港元或以下	**3**	4

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本集團並無支付酬金予董事及最高薪人士（包括董事及僱員），作為吸引彼等加盟本集團的獎勵或作為離職的賠償。

12 稅項

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
於綜合全面收益表內的稅項代表：		
本年度稅項撥備	5,483	3,041
過往年度的稅項撥備不足	–	1,997
	5,483	5,038
遞延稅項（附註28）	(492)	(852)
	4,991	4,186

根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納任何開曼群島及英屬處女群島所得稅。

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本公司在中國成立的附屬公司須按25%稅率繳納中國企業所得稅率，惟一間實體獲官方認可為高新技術企業除外，因此該實體享有15%的優惠稅率，直至二零一七年十月九日為止。

根據美國的相關法律及法規，截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本公司在美國註冊成立的附屬公司須按最多35%的稅率繳納美國漸進企業所得稅。

根據越南有關法律及法規，截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本公司在越南註冊成立的附屬公司須按20%的稅率繳納越南企業所得稅。

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本公司在香港註冊成立的附屬公司須按16.5%的稅率繳納香港利得稅。

向台灣附屬公司非居民股東派付股息一般須繳納20%的預扣稅。

12 稅項（續）

香港稅務局（「稅務局」）進行的稅務評核

稅務局對本集團自二零零五至二零零六評估年度進行稅務評核。

於二零一二年三月二十六日，稅務局公佈本公司若干附屬公司於二零零五至二零零六評估年度（即截至二零零五年十二月三十一日止財政年度）之保障性利得稅評稅總額為5,250,000港元（約相當於人民幣4,398,000元）。本集團就稅務局的該保障性評稅額提呈反對。

於二零一三年三月八日，稅務局另行公佈本公司若干附屬公司於二零零六至二零零七評估年度（即截至二零零六年十二月三十一日止財政年度）之保障性利得稅評稅總額為5,425,000港元（約相當於人民幣4,545,000元）。本集團就稅務局的該保障性評稅額提呈反對。

於二零一四年三月十四日，稅務局另行公佈本公司若干附屬公司於二零零七至二零零八評估年度（即截至二零零七年十二月三十一日止財政年度）之估計利得稅評稅總額為28,425,000港元（約相當於人民幣23,814,000元）。本集團就稅務局的該估計評稅額提呈反對。

於二零一五年一月九日及二零一五年三月二十七日，稅務局另行公佈本公司若干附屬公司於二零零八至二零零九評估年度（即截至二零零八年十二月三十一日止財政年度）之保障性利得稅評稅總額為35,838,000港元（約相當於人民幣30,024,000元）。本集團就稅務局的該保障性評稅額提呈反對。

於二零一五年十二月三十一日，稅務局另行公佈本公司若干附屬公司於二零零九至二零一零評估年度（即截至二零零九年十二月三十一日止財政年度）之保障性利得稅評稅總額為24,288,000港元（約相當於人民幣20,348,000元）。本集團就稅務局的該保障性評稅額提呈反對。

於二零一五年十二月三十一日，稅務局同意緩繳就二零零五／零六至二零零九／一零年度所徵收之稅款，條件是須購買儲稅券（「儲稅券」）合共14,250,000港元（約相當於人民幣11,943,000元），而該等儲稅券已錄為可收回稅項。於二零一六年三月二十四日，本集團購買儲稅券合共11,200,000港元（約相當於人民幣9,383,000元）。

本公司董事認為，本集團毋須支付任何利得稅，原因在於相關附屬公司並未在香港開展業務及產生任何利潤。因此，毋須就稅務評核作出額外香港利得稅撥備。

12 稅項（續）

稅項支出與會計溢利／虧損按適用稅率之對賬如下：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
除稅前溢利／（虧損）	**9,476**	(195,940)
按中國企業所得稅率25%（二零一四年：25%）計算的除稅前溢利／（虧損）名義稅項	**2,369**	(48,985)
就稅項而言不可扣除的開支的稅務影響	**133**	4,158
就稅項而言不應課稅項的收入的稅務影響	**(10,498)**	(3,114)
未確認稅務虧損之稅務影響	**7,110**	7,821
未確認稅務暫時差額之稅務影響	**1,273**	33,196
於其他司法權區經營的附屬公司不同稅率的影響	**4,604**	9,113
往年撥備不足	**–**	1,997
實際稅務支出	**4,991**	4,186

13 每股盈利／（虧損）

本公司股本持有人應佔每股基本及攤薄盈利／（虧損）乃根據以下數據計算：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
本公司股本持有人應佔年度溢利／（虧損）	**5,817**	(196,048)

13 每股盈利／(虧損)(續)

	股份數目	
	截至二零一五年十二月三十一日止年度 千股	截至二零一四年十二月三十一日止九個月 千股
於年初的已發行普通股	1,939,319	939,320
於認購後發行股份的影響	–	555,555
用以計算每股基本及攤薄盈利／(虧損)之普通股加權平均數	1,939,319	1,494,875

計算每股攤薄盈利時並無計入以股份結算的購股權，此乃由於該等購股權於截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月具反攤薄作用。

14 投資物業

	人民幣千元
於二零一四年三月三十一日	15,000
損益表內確認之公允值增加	253
貨幣調整	47
於二零一四年十二月三十一日	15,300
損益表內確認之公允值減少	(1,795)
貨幣調整	1,195
於二零一五年十二月三十一日	14,700

14 投資物業(續)

本集團的投資物業按經常基準於報告期末計量公允值，並按香港財務報告準則第13號*公允值計量*的定義分類為三級的公允值層級。公允值計量乃根據估值技巧所使用的輸入數據的客觀性及重要性而釐定所分類的以下層級：

- 第一級估值：只使用第一級輸入數據(即於計量日期在活躍市場內就相同資產或負債所獲取的未經調整報價)來計量公允值
- 第二級估值：使用第二級輸入數據(即未達第一級要求的可觀察輸入數據)來計量公允值，而不會使用重大不可觀察輸入數據。不可觀察輸入數據乃不可獲取市場數字的輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量公允值

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
經常性公允值計量：		
於中國按中期租約持有的物業	**14,700**	15,300

於二零一五年及二零一四年十二月三十一日，本集團的投資物業歸類為第二級，乃由董事根據持有獲認可及相關專業資格並對所估值投資物業所在地及類別有近期經驗的獨立估值師於該日作出的估值得出。所作估值乃假設賣方在市場出售物業權益時，並無受惠於遞延條款合約、售後租回、合資經營、管理協議或任何類似安排，從而影響該等物業權益的價值。估值乃參考類似地段及條件的同類物業的現行市價按直接比較法釐定。

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，第一級與第二級之間並無轉撥，亦無向第三級轉入或轉出。本集團政策是於出現轉撥的報告期期末確認公允值層級之間的轉撥。

15 物業、廠房及設備

	土地及樓宇	傢俱、裝置及設備	租賃裝修	汽車	模具	廠房及機器	在建工程	總計
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
成本								
於二零一四年三月三十一日	557,164	65,559	330,907	16,357	109,745	889,321	45,048	2,014,101
貨幣調整	(1,736)	158	(282)	(43)	54	(1,239)	(49)	(3,137)
添置	1,108	2,719	330	109	2,691	52,050	1,434	60,441
收購一間附屬公司	168	177	237	–	1,071	104	–	1,757
出售	(40,644)	(3,143)	(27,906)	(2,583)	(447)	(3,618)	–	(78,341)
於二零一四年十二月三十一日	516,060	65,470	303,286	13,840	113,114	936,618	46,433	1,994,821
貨幣調整	3,182	1,704	354	362	1,331	220	–	7,153
添置	432	1,733	4,661	3,144	1,603	2,911	6,823	21,307
轉撥	45,803	698	–	–	–	–	(46,501)	–
出售	(25,956)	(4,587)	–	(3,579)	–	(62)	(732)	(34,916)
於二零一五年十二月三十一日	539,521	65,018	308,301	13,767	116,048	939,687	6,023	1,988,365
折舊及減值								
於二零一四年三月三十一日	393,941	62,818	317,411	15,994	109,206	811,105	39,930	1,750,405
貨幣調整	(898)	143	(272)	(40)	51	(1,008)	(115)	(2,139)
期內開支	5,889	1,138	3,020	171	488	14,803	–	25,509
損益表內確認之減值虧損	–	–	–	–	–	32,737	–	32,737
就虧損性合約項下責任確認之減值虧損	–	–	–	–	–	–	2,154	2,154
出售時對銷	(22,616)	(3,069)	(26,278)	(2,583)	(447)	(2,995)	–	(57,988)
於二零一四年十二月三十一日	376,316	61,030	293,881	13,542	109,298	854,642	41,969	1,750,678
貨幣調整	684	1,455	291	391	1,341	226	–	4,388
年內開支	8,001	1,486	3,679	224	748	16,465	–	30,603
轉撥	41,969	–	–	–	–	–	(41,969)	–
出售時對銷	(20,995)	(4,487)	–	(3,569)	–	(56)	–	(29,107)
於二零一五年十二月三十一日	405,975	59,484	297,851	10,588	111,387	871,277	–	1,756,562
賬面值								
於二零一四年十二月三十一日	139,744	4,440	9,405	298	3,816	81,976	4,464	244,143
於二零一五年十二月三十一日	133,546	5,534	10,450	3,179	4,661	68,410	6,023	231,803

15 物業、廠房及設備（續）

除在建工程外，上述物業、廠房及設備的折舊以直線法每年按下列比例計提：

就香港租賃土地及樓宇而言，租賃土地及樓宇的成本乃按估計可使用50年年期折舊。中國內地（中國）的樓宇成本於20年內折舊。

傢俱、裝置及設備	15%-20%
租賃裝修	20%
汽車	20%
模具	20%
廠房及機器	10%

按租約持有的物業權益的賬面值包括：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
位於中國的樓宇	**79,475**	87,876
位於越南的樓宇	**8,232**	7,931
位於迪拜的土地及樓宇	**36,570**	34,985
位於英國的土地及樓宇	**9,269**	8,952
	133,546	139,744

於報告期末，本集團已抵押賬面值合共為人民幣20,091,000元（二零一四年十二月三十一日：人民幣10,748,000元）之若干樓宇，作為授予本集團的信貸融資之擔保。

於二零一五年十二月三十一日，本集團尚未為賬面淨值總額為人民幣18,181,000元的物業取得房產證（二零一四年：人民幣21,144,000元）。

16 預付租約付款

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
賬面值		
於年初	**58,049**	60,055
貨幣調整	**54**	(81)
添置	**–**	2,298
出售	**(18,810)**	(2,920)
年內攤銷	**(1,196)**	(1,303)
於年末	**38,097**	58,049
位於以下地區的預付租約付款的賬面值		
– 中國	**29,263**	49,027
– 越南	**8,834**	9,022
	38,097	58,049

17 商譽

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
於年初的結餘	**7,661**	600
貨幣調整	**448**	(44)
添置	**–**	7,705
累計減值虧損	**–**	(600)
於年末	**8,109**	7,661

於二零一四年五月八日，本集團訂立收購協議收購Tivoli, LLC.的50%已發行股本，代價為3,000,000美元（相等於約人民幣18,509,000元）（「收購事項」）。收購事項於二零一四年五月十五日完成。於收購事項完成前，Tivoli乃本集團的共同控制實體，於收購事項完成後，Tivoli成為本公司的全資附屬公司。

從收購事項產生的人民幣7,705,000元的商譽乃由於盈利能力及預期收購業務帶來的協同效應而產生。

從收購日至二零一四年十二月三十一日內，上述收購業務為本公司股本持有人帶來人民幣46,114,000元收入及人民幣10,663,000元淨利潤。倘若收購發生於二零一四年四月一日，所收購業務將為本公司股東分別帶來截至二零一四年十二月三十一日止年度人民幣60,087,000元的收入及人民幣2,155,000元的虧損。

商譽分配至本集團業務位於美國的LED裝飾燈的現金產生單位。現金產生單位的可收回金額乃根據使用價值計算而釐定。該等計算乃使用按管理層所批准的涵蓋五年期間的財務預算得出的現金流量預測。超出五年期間的現金流量使用估計加權平均增長率5%（二零一四年：5%）推算，而這與行業報告內所載的預測一致。所使用的增長率不超過該現金產生單位營運所在行業的長期平均增長率。現金流量乃使用折現率13.53%（二零一四年：15.28%）折現計算。所使用的折現率屬稅前折現率，反映有關分部特定的風險。

18 無形資產

	客戶關係 人民幣千元	許可、專利、商標、軟件及技術知識 人民幣千元	總值 人民幣千元
成本			
於二零一四年三月三十一日	17,787	89,708	107,495
收購一間附屬公司（附註17）	–	11,334	11,334
貨幣調整	57	202	259
於二零一四年十二月三十一日	17,844	101,244	119,088
透過內部發展添置	–	9,029	9,029
貨幣調整	1,045	4,886	5,931
於二零一五年十二月三十一日	18,889	115,159	134,048
累計攤銷及減值			
於二零一四年三月三十一日	(17,176)	(82,772)	(99,948)
攤銷	(430)	(2,124)	(2,554)
貨幣調整	(51)	(243)	(294)
於二零一四年十二月三十一日	(17,657)	(85,139)	(102,796)
攤銷	(187)	(2,243)	(2,430)
貨幣調整	(1,045)	(3,924)	(4,969)
於二零一五年十二月三十一日	(18,889)	(91,306)	(110,195)
賬面值			
於二零一五年十二月三十一日	–	23,853	23,853
於二零一四年十二月三十一日	187	16,105	16,292

18 無形資產(續)

上述無形資產於下列期間按直線法攤銷：

客戶關係	5-8年
許可、專利、商標、軟件及技術知識	3-8年

年內攤薄支出計入綜合全面收益表內的「行政開支」。

19 聯營公司權益

本集團所有聯營公司均在綜合財務報表內使用權益法入賬。

聯營公司權益的賬面值不論個別或合計均對本集團的財務狀況或經營業績影響不大。截至二零一五年十二月三十一日止年度，本集團分佔聯營公司虧損及全面收益總額的合計金額為人民幣99,000元(截至二零一四年十二月三十一日止九個月：無)。

20 可供出售投資

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
非上市權益投資，按成本	3,000	4,000
累計已確認減值虧損	(692)	(874)
	2,308	3,126

由於合理公允值估計的範圍過大，本公司董事認為其公允值無法可靠計算，且該等投資對本集團財務業績及財務狀況並無重大影響，因此非上市權益投資的公允值按成本減去報告期末的累計減值計量。

21 按公允值計入損益之金融資產

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
經常性公允值計量：		
非上市基金	**105,380**	105,500

於二零一四年十月二十九日，本公司全資附屬公司鶴山同方照明科技有限公司（「同方照明」）作為委託人與華夏基金管理有限公司（「華夏基金」）（作為資產管理人）及中國建設銀行股份有限公司（「建設銀行」）（作為資產託管人）訂立合同（「合同」），據此，同方照明已同意參與華夏基金運營的海外資產管理計劃（「該基金」），將人民幣105,500,000元的投資額（「投資額」）存入建設銀行指定賬戶。根據該基金，投資額擬主要投資於中國石化銷售有限公司的股權及股權相關的結構性產品及適用證券法律及中國證券監督管理委員會規定許可的債券（包括可轉換債券）、基金、貨幣市場工具、衍生商品及其他金融工具。

本集團的按公允值計入損益之金融資產按經常基準於報告期末計量公允值，並按香港財務報告準則第13號*公允值計量*的定義分類為三級的公允值層級。公允值計量乃根據估值技巧所使用的輸入數據的客觀性及重要性而釐定所分類的以下層級：

- 第一級估值：只使用第一級輸入數據（即於計量日期在活躍市場內就相同資產或負債所獲取的未經調整報價）來計量公允值
- 第二級估值：使用第二級輸入數據（即未達第一級要求的可觀察輸入數據）來計量公允值，而不會使用重大不可觀察輸入數據。不可觀察輸入數據乃不可獲取市場數字的輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量公允值

於二零一五年及二零一四年十二月三十一日，本集團的按公允值計入損益之金融資產的公允值歸類為第二級，乃由董事根據該基金近期交易的市價而釐定。該基金不在任何證券交易所上市，但可在市場上轉讓。因此，公允值乃根據該基金的近期成交價釐定，而此乃屬於市場上可觀察輸入數據。

截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，第一級與第二級之間並無轉撥，亦無向第三級轉入或轉出。本集團政策是於出現轉撥的報告期期末確認公允值層級之間的轉撥。

22 存貨

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
原材料	**32,116**	27,980
在製品	**45,531**	63,239
製成品	**111,527**	78,805
	189,174	170,024

於二零一五年十二月三十一日，已抵押賬面價值約人民幣24,128,000元（二零一四年十二月三十一日：人民幣15,641,000元）的若干製成品予若干銀行，以確保本集團獲授信貸融資。

已確認為一項費用及包含於損益表中的存貨金額分析如下：

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
已售存貨賬面金額	**431,462**	474,490
存貨撇除	**3,705**	37,945
	435,167	512,435

23 應收貿易及其他款項

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
應收貿易款項	**151,777**	155,005
應收票據	**6,941**	20,514
減：呆壞賬撥備	**(61,924)**	(87,588)
	96,794	87,931
支付予供貨商的按金	**23,702**	14,957
增值税回撥	**4,221**	3,526
對外貿易增值税退回	**72,470**	90,401
其他應收款項	**13,735**	21,685
	210,922	218,500

客戶付款方式主要是信貸加訂金。發票通常在發出後60至90天內到期付款，惟若干信譽良好的客戶則除外，其付款期會延長至180日。以下為應收貿易款項及應收票據依據發票日期（或較早的確認收益日期）的賬齡分析，已扣除呆賬撥備：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
0至60日	**38,384**	41,523
61至90日	**8,602**	10,447
91至180日	**7,717**	19,941
180日以上	**42,091**	16,020
	96,794	87,931

23 應收貿易及其他款項（續）

並無個別或整體地被認為出現減值的應收貿易款項及應收票據的賬齡分析如下：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
未逾期亦無減值	**54,703**	71,911
逾期少於六個月	**16,858**	16,020
	71,561	87,931

未逾期亦無減值的應收款項是與近期並無拖欠紀錄的廣泛客戶有關。

已逾期但無減值的應收款項是與有良好還款紀錄的多名獨立客戶有關。根據以往經驗，由於信貸質素並無重大變化，加上有關結餘仍被認為可全數收回，故管理層相信毋須就該等結餘作減值撥備。

呆壞賬撥備之變動如下：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
於年初餘額	**87,588**	71,419
（撥回）／已確認減值虧損淨額	**(13,934)**	47,513
撇銷之不可收回金額	**(11,730)**	(31,344)
於年末餘額	**61,924**	87,588

有關應收貿易款項及應收票據的減值虧損乃使用撥備賬記錄，除非本集團認為該金額收回的可能性極低，在此情況下，減值虧損直接從應收貿易款項及應收票據中撇銷。

於二零一五年十二月三十一日，本集團人民幣72,696,000元（二零一四年：人民幣27,311,000元）的應收貿易款項及應收票據已按其個別情況釐定為出現減值。個別減值的應收款項與面臨財務困境的客戶有關，而管理層估計只有一部份應收款項可被收回。因此，已就金額為人民幣60,523,000元（二零一四年：人民幣7,833,000元）的呆賬確認特定撥備。

於二零一五年十二月三十一日，向某些銀行抵押若干賬面值約人民幣27,296,000元（二零一四年：人民幣11,339,000元）的應收貿易款項，以確保本集團獲授信貸融資。

24 已抵押銀行存款及現金及現金等值物

已抵押銀行存款指已抵押予銀行，作為獲授予本集團的信貸融資的擔保。

現金及現金等值物包括現金及為期三個月或以內到期之銀行存款。

25 應付貿易及其他款項

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
應付貿易款項	**72,822**	96,745
應付票據	**33,321**	3,256
應付工資及福利	**7,681**	15,736
其他應付款項	**59,578**	103,394
按攤銷成本計量之金融負債	**173,402**	219,131
客戶按金	**13,825**	15,611
其他應付税項	**7,146**	15,437
	194,373	250,179

附註： 截至二零一四年十二月三十一日止九個月，因業務計劃的改變，本公司董事決定中止在位於江門的經濟開發區的投資。因此，本集團不再滿足相關政府補助所附帶的條件，而需要退還已收取的相關政府補助人民幣37,200,000元，該金額已於二零一四年十二月三十一日記錄在其他應付款項中。上述金額為人民幣37,200,000元的政府補助已於至二零一五年十二月三十一日止年度內透過抵銷出售物業、廠房及設備及預付租約付款所得款項之方式退還。由於上述抵銷交易屬非現金交易，因此排除在綜合現金流量表之外。

25 應付貿易及其他款項（續）

以下為於年末應付貿易款項及應付票據依據發票日期的賬齡分析：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
0至30日	**49,861**	25,319
31至60日	**551**	6,774
61至90日	**10,517**	5,155
91至180日	**8,238**	24,473
181至360日	**14,697**	16,932
360日以上	**22,279**	21,348
	106,143	100,001

購貨的平均信貸期為30日至90日。本集團已制定財務風險管理政策，以確保於有關信貸期內支付所有應付賬款。對於那些超過信貸期的應付款，本集團已與各債權人協商延長信貸期。

26 銀行貸款

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
於一年內償還的銀行貸款		
－已抵押	**20,780**	46,052
－無抵押	**74,349**	66,731
	95,129	112,783

於二零一五年十二月三十一日，上述銀行貸款包括須於一年內償還的固定利率銀行貸款人民幣20,780,000元（二零一四年：人民幣16,732,000元）。所有銀行貸款均以攤銷成本列賬。

26 銀行貸款（續）

對本集團的銀行貸款的合約利率的範圍如下：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
合約利率（每年）		
固定利率貸款	1.92% ~ 4.54%	2.58% ~ 4.50%
浮動利率貸款	2.76% ~ 4.50%	1.75% ~ 4.55%

銀行貸款包括下列有關本集團實體的功能貨幣以外的貨幣計值的金額：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
美元	95,129	111,499

27 政府補貼

截至二零一五年十二月三十一日止年度，本集團就LED芯片技術發展從中國政府當局收到政府補貼人民幣2,250,000元（二零一四年：無）。由於本集團未有滿足該等政府補貼所附條件，因此該等政府補貼於截至二零一五年十二月三十一日止年度內被推遲支付。

截至二零一五年十二月三十一日止年度，人民幣4,147,000元（二零一四年：人民幣58,000元）的政府補貼已被撥備至損益，以抵銷研究和開發費用。其餘政府補助結餘由於本集團未有滿足該補貼所附條件而被推遲支付。

28 遞延税項

以下為本集團於年內確認的遞延税項負債及有關變動：

	台灣未分配盈利之預扣税 人民幣千元	無形資產之公允值調整 人民幣千元	其他 人民幣千元	總值 人民幣千元
於二零一四年四月一日	2,601	2,537	(117)	5,021
計入損益表	–	(662)	(190)	(852)
貨幣調整	9	16	–	25
於二零一四年十二月三十一日	2,610	1,891	(307)	4,194
（計入）／扣除自損益表	–	(798)	306	(492)
貨幣調整	153	150	(8)	295
於二零一五年十二月三十一日	2,763	1,243	(9)	3,997

(a) 未確認之遞延税項資產

於二零一五年十二月三十一日，根據附註2(u)所載的會計政策，由於在有關之税務司法權區及就有關公司而言，不大可能有未來應課税溢利以抵銷可供動用之税項虧損，故本集團並無就累計税項虧損人民幣490,678,000元（二零一四年：人民幣466,132,000元）確認遞延税項資產。除金額人民幣230,712,000元根據有關税法將不會屆滿外，結轉的其餘未動用税項虧損人民幣36,980,000元、人民幣10,255,000元、人民幣19,538,000元、人民幣151,909,000元及人民幣41,284,000元將分別於二零一七年、二零一八年、二零一九年、二零二零年及二零二一年到期（如未動用）。

(b) 未確認之遞延税項負債

於二零一五年十二月三十一日，有關未分配附屬公司溢利之暫時差額為人民幣20,358,000元（二零一四年：人民幣15,511,000元）。由於本公司控制該等附屬公司的派息政策，且已斷定該等溢利有可能於可見將來不會派付，因此並無就該等保留溢利的分派應付之税項確認遞延税項負債。

29 股本、儲備及股息

(a) 權益成份的變動

本集團綜合權益各成份的年初及年終結餘之對賬載於綜合權益變動表內。本公司個別權益成份於年初與年終之間的變動詳情載列如下：

	股本 人民幣千元	股份溢價 人民幣千元	資本贖回儲備 人民幣千元	特別儲備 人民幣千元	股份補償儲備 人民幣千元	購股權儲備 人民幣千元	匯兑儲備 人民幣千元	其他儲備 人民幣千元	累計虧損 人民幣千元	總計 人民幣千元
於二零一四年四月一日	92,317	1,628,288	255	55,238	50,024	67,793	(389,404)	(7,699)	(874,919)	621,893
二零一四年的權益變動：										
期內虧損	–	–	–	–	–	–	–	–	(10,759)	(10,759)
其他全面收益	–	–	–	–	–	–	(199,370)	–	–	(199,370)
全面收益總額	–	–	–	–	–	–	(199,370)	–	(10,759)	(210,129)
發行新股	79,580	636,640	–	–	–	–	–	–	–	716,220
收購附屬公司的非控股權益	–	–	–	–	–	–	–	(521)	–	(521)
確認基於股份以權益結算之付款	–	–	–	–	–	1,090	–	–	–	1,090
購股權失效	–	–	–	–	–	(68,883)	–	–	68,883	–
	79,580	636,640	–	–	–	(67,793)	–	(521)	68,883	716,789
於二零一四年十二月三十一日	171,897	2,264,928	255	55,238	50,024	–	(588,774)	(8,220)	(816,795)	1,128,553
於二零一五年一月一日	171,897	2,264,928	255	55,238	50,024	–	(588,774)	(8,220)	(816,795)	1,128,553
二零一五年的權益變動：										
年內虧損	–	–	–	–	–	–	–	–	(7,580)	(7,580)
其他全面收益	–	–	–	–	–	–	33,442	–	–	33,442
全面收益總額	–	–	–	–	–	–	33,442	–	(7,580)	25,862
確認基於股份以權益結算之付款	–	–	–	–	–	3,342	–	–	–	3,342
	–	–	–	–	–	3,342	–	–	–	3,342
於二零一五年十二月三十一日	171,897	2,264,928	255	55,238	50,024	3,342	(555,332)	(8,220)	(824,375)	1,157,757

29 股本、儲備及股息（續）

(b) 股本

	法定		已發行及繳足	
	股份數目	金額 人民幣千元	股份數目	金額 人民幣千元
每股面值0.10港元的普通股				
– 於二零一四年四月一日	5,000,000,000	520,000	939,319,694	92,317
發行新股份	–	–	1,000,000,000	79,580
– 於二零一四年及二零一五年十二月三十一日	5,000,000,000	520,000	1,939,319,694	171,897

截至二零一四年十二月三十一日止九個月，同方節能控股於二零一四年八月一日以每股0.90港元的認購價認購合共1,000,000,000股股份。

普通股股份持有人有權收取不時宣派之股息，並有權在本公司之股東大會上按每股一票進行投票。所有普通股股份在分攤本公司之剩餘資產時均享有同等權益。

(c) 股息

於截至二零一五年十二月三十一日止年度及截至二零一四年十二月三十一日止九個月，本公司並無派發任何股息。

(d) 可分派儲備

於二零一五年十二月三十一日，可供分派予本公司權益股東之儲備總額為人民幣679,559,000元（二零一四年：人民幣575,852,000元）。

30 基於股份以權益結算交易

本公司的購股權計劃（「該計劃」）乃根據於二零零六年十一月二十日通過的股東書面決議案獲得採納，主要目的在獎勵及嘉許董事及合資格僱員的寶貴貢獻。該計劃於二零零六年十二月十五日開始生效，而根據該計劃發出的購股權將於授出購股權之日起不遲於十年內屆滿。根據該計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司的董事）授出購股權，供彼等認購本公司股份。此外，本公司可不時向外來第三方授出購股權，借著向彼等提供擁有本集團權益的機會，以結清給予本公司的貨物或服務，以及酬謝對本集團長遠成功的貢獻。

未經本公司股東事先批准，根據該計劃可授出的購股權有關股份總數，不得超過有關授出時間已發行股份的10%。因此行使該計劃及本公司任何其他購股權計劃項下全部已授出未行使並尚待行使的購股權而可予發行的股份數目上限，不得合共超過不時已發行股份的20%。倘超過該上限，則不得根據該計劃及本公司任何其他購股權計劃授出購股權。未經本公司董事事先批准，於任何一年內，因行使已授予或可授予任何人士的購股權而已發行及可予發行之股份總數，不得超過於授出當時本公司已發行股份數目的1%。授予主要股東或獨立非執行董事而超過本公司已發行股份0.1%或總值超過5,000,000港元的購股權，須先得到本公司股東批准方可作實。

購股權可根據計劃規定之條款行使。行使價由本公司董事釐定，不得低於下列三者中之最高者：(i)授出當日本公司股份的收市價；(ii)於緊接授出日期前五個營業日股份的平均收市價；及(iii)本公司股份的面值。

在認購後（附註1），本公司向所有尚未行使購股權的持有人按每份於二零一四年八月二十五日尚未行使的購股權以現金0.0001港元作出強制要約。購股權的持有人有權在在強制要約作出後21天內（即二零一四年九月二十二日）行使或出售其全部或部份購股權。否則，行使購股權的權利將被立即終止，而該購股權將相應失效。於到期日（即二零一四年九月二十二日）後，概無購股權的持有人行使或出售其購股權，因此，所有尚未行使的購股權已終止和失效。

30 基於股份以權益結算交易（續）

(a) 授出之條款及條件如下：

	購股權數目	歸屬條件	購股權合約年期
授予董事之購股權：			
－於二零一零年一月二十二日	192,000	於授出時	8年
－於二零一零年一月二十二日	192,000	自授出日期起計一年	7年
－於二零一零年一月二十二日	192,000	自授出日期起計兩年	6年
－於二零一零年一月二十二日	192,000	自授出日期起計三年	5年
－於二零一零年一月二十二日	192,000	自授出日期起計四年	4年
－於二零一二年十二月十四日	100,000	於授出時	4年
－於二零一二年十二月十四日	100,000	自授出日期起計一年	3年
－於二零一二年十二月十四日	100,000	自授出日期起計兩年	2年
－於二零一五年五月十五日	5,900,000	自授出日期起計一年及達到二零一五年表現目標	4年
－於二零一五年五月十五日	5,900,000	自授出日期起計兩年及達到二零一六年表現目標	3年
授予僱員之購股權：			
－於二零零七年二月十五日	949,200	於授出時	8年
－於二零零七年二月十五日	1,590,200	自授出日期起計一年	7年
－於二零零七年二月十五日	1,143,533	自授出日期起計兩年	6年
－於二零零七年二月十五日	1,143,533	自授出日期起計三年	5年
－於二零零七年二月十五日	1,143,534	自授出日期起計四年	4年
－於二零零八年二月一日	575,800	於授出時	8年
－於二零零八年二月一日	236,425	自授出日期起計一年	7年
－於二零零八年二月一日	236,425	自授出日期起計兩年	6年
－於二零零八年二月一日	236,425	自授出日期起計三年	5年
－於二零零八年二月一日	236,425	自授出日期起計四年	4年
－於二零零八年二月二十九日	288,500	於授出時	8年
－於二零零八年二月二十九日	282,250	自授出日期起計一年	7年
－於二零零八年二月二十九日	282,250	自授出日期起計兩年	6年
－於二零零八年二月二十九日	282,250	自授出日期起計三年	5年
－於二零零八年二月二十九日	282,250	自授出日期起計四年	4年
－於二零零九年七月十三日	1,582,000	於授出時	8年

30 基於股份以權益結算交易（續）

(a) 授出之條款及條件如下：（續）

	購股權數目	歸屬條件	購股權合約年期
授予僱員之購股權：（續）			
－於二零零九年七月十三日	1,582,000	自授出日期起計一年	7年
－於二零零九年七月十三日	1,582,000	自授出日期起計兩年	6年
－於二零零九年七月十三日	1,582,000	自授出日期起計三年	5年
－於二零零九年七月十三日	1,582,000	自授出日期起計四年	4年
－於二零一零年一月二十二日	1,429,000	於授出時	8年
－於二零一零年一月二十二日	1,429,000	自授出日期起計一年	7年
－於二零一零年一月二十二日	1,429,000	自授出日期起計兩年	6年
－於二零一零年一月二十二日	1,429,000	自授出日期起計三年	5年
－於二零一零年一月二十二日	1,429,000	自授出日期起計四年	4年
－於二零一零年七月二十三日	210,000	於授出時	8年
－於二零一零年七月二十三日	210,000	自授出日期起計一年	7年
－於二零一零年七月二十三日	210,000	自授出日期起計兩年	6年
－於二零一零年七月二十三日	210,000	自授出日期起計三年	5年
－於二零一零年七月二十三日	210,000	自授出日期起計四年	4年
－於二零一一年八月十九日	3,563,334	於授出時	4年
－於二零一一年八月十九日	3,563,334	自授出日期起計一年	3年
－於二零一一年八月十九日	3,563,332	自授出日期起計兩年	2年
－於二零一二年十二月十四日	3,491,000	於授出時	4年
－於二零一二年十二月十四日	3,491,000	自授出日期起計一年	3年
－於二零一二年十二月十四日	3,491,000	自授出日期起計兩年	2年
－於二零一五年五月十五日	10,600,000	自授出日期起計一年及達到二零一五年表現目標	4年
－於二零一五年五月十五日	10,600,000	自授出日期起計兩年及達到二零一六年表現目標	3年
授出之購股權總數	80,437,000		

30 基於股份以權益結算交易（續）

(b) 購股權之數目及加權平均行使價如下：

	二零一五年十二月三十一日		二零一四年十二月三十一日	
	加權平均行使價	購股權數目	加權平均行使價	購股權數目
於期初尚未行使	–	–	3.94港元	47,437,000
期內沒收／失效	–	–	3.94港元	(47,437,000)
於期內授出	1.31港元	33,000,000	–	–
於期末尚未行使	1.31港元	33,000,000	–	–
於期末可予行使	–	–	–	–

於二零一五年十二月三十一日尚未行使購股權之行使價為1.31港元（二零一四年：無），而加權平均餘下合約年期為4.88年（二零一四年：無）。

(c) 購股權之公允值及假設

以授出購股權作為酬謝所收取服務之公允值，乃根據所授出購股權的公允值而計量。所授出購股權的公允值是根據布萊克－斯科爾斯期權定價模式作估計。購股權的合約年期乃用作本模式的輸入數據。對提早行使的預期納入布萊克－斯科爾斯期權定價模式之內。

購股權之公允值及假設	於二零一五年五月授出
於計量日期的公允值	
－就1年服務期授出的購股權	0.27港元
－就2年服務期授出的購股權	0.33港元
股份價格	1.31港元
行使價	1.31港元
預期波幅	40.66%
購股權年期	1.1-2.1年
預期股息率	0%
無風險利率	0.54%

30 基於股份以權益結算交易（續）

(c) 購股權之公允值及假設（續）

預期波幅乃根據本公司股份價格的歷史波幅計算。預期股息率乃根據過往股息計算。主觀的輸入假設變動或會對公允值估計產生重大影響。

購股權乃根據服務及非市場表現條件授出。此項條件在計量所接受服務於授出日期的公允值時並無考慮在內。購股權的授出並無相關市場條件。

(d) 截至二零一五年十二月三十一日止年度，American Lighting, Inc.（「ALI」，本公司之間接全資附屬公司）為ALI、本公司及ALI的全資附屬公司Tivoli, LLC（「Tivoli」）的合資格僱員採納購股權計劃。於二零一五年六月三十日，ALI向本公司、ALI及Tivoli之若干僱員及董事授出2,869份購股權。於緊接授出購股權日期前的收市價為每股330美元。根據ALI的計劃，本公司董事會可向合資格僱員（包括本公司及其附屬公司的董事）授出購股權，以認購本公司股份。

購股權可根據ALI的計劃列明的條款行使。行使價由本公司董事釐定，且將不會低於下列各項之較高者：(i)本公司股份於授出日期之收市價；(ii)緊接授出日期前五個營業日之股份平均收市價；及(iii)本公司股份之面值。

購股權之詳情如下：

	購股權數目	歸屬條件	購股權合約年期
授予董事之購股權：			
－於二零一五年六月三十日	217	自授出日期起計一年	9年
－於二零一五年六月三十日	217	自授出日期起計兩年	8年
－於二零一五年六月三十日	292	自授出日期起計三年	7年
授予僱員之購股權：			
－於二零一五年六月三十日	642	自授出日期起計一年	9年
－於二零一五年六月三十日	642	自授出日期起計兩年	8年
－於二零一五年六月三十日	859	自授出日期起計三年	7年
授出之購股權總數	2,869		

30 基於股份以權益結算交易（續）

購股權之公允值及假設：

以授出購股權作為酬謝所收取服務之公允值，乃根據所授出購股權的公允值而計量。所授出購股權的公允值是根據布萊克－斯科爾斯期權定價模式作估計。購股權的合約年期用作該模式的輸入數據。對提早行使的預期納入布萊克－斯科爾斯期權定價模式之內。

於計量日期的公允值	121.08美元
股份價格	330美元
行使價	330美元
預期波幅	23.31%
購股權年期	10年
預期股息率	0%
無風險利率	2.15%

預期波幅乃根據對十年的行業股份價格指數作分析而計算。預期股息率乃據過往股息計算。主觀的輸入假設變動或會對公允值估計產生重大影響。

購股權乃根據服務及非市場表現條件授出。此項條件在計量所接受服務於授出日期的公允值時並無考慮在內。購股權的授出並無相關市場條件。

31 經營租賃安排

本集團作為承租人

於年內，本集團根據不可撤銷經營租賃承諾就租賃物業作出之未來最低租約付款於下列期間到期：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
一年內	**3,656**	2,160
第二至五年（首尾兩年包括在內）	**13,196**	5,151
超過五年	**–**	3,583
	16,852	10,894

租約按介乎一至十年之年期協定，而全部租金均為固定。

31 經營租賃安排（續）

本集團作為出租人

於年末，本集團與租戶就以下未來最低租約付款之投資物業訂約：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
一年內	**1,054**	1,259
第二至五年（首尾兩年包括在內）	**1,635**	2,122
超過五年	**200**	264
	2,889	3,645

32 資本承擔

已訂約但未於綜合財務報表撥備的資本開支：

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
一 收購物業、廠房及設備	**4,556**	13,022

33 退休福利計劃

中國附屬公司的僱員均為中國政府設立並由國家管理的界定供款退休福利計劃的成員。中國附屬公司須按僱員工資的若干百分比向退休福利計劃供款，以應付該項福利所需。本集團就該退休福利計劃的唯一責任是根據該計劃作出所需供款。對該計劃作出的供款即時歸屬。

本集團亦根據香港強制性公積金計劃條例，為在香港僱傭條款管轄下受聘而之前不受界定福利退休計劃保障的僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃是由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及僱員均須按僱員有關入息的5%作出供款，每月須予供款的相關入息上限為30,000港元（二零一四年六月前為25,000港元）。對該計劃作出的供款即時歸屬。

34 重大關聯方交易

(a) 與控股股東及其附屬公司進行的交易

	截至二零一五年十二月三十一日止年度 人民幣千元	截至二零一四年十二月三十一日止九個月 人民幣千元
銷售產品	**27,411**	4,960

(b) 主要管理人員薪酬

本公司董事為本集團的主要管理人員，彼等於截至二零一五年十二月三十一日止年度的酬金載於附註11。

(c) 與其他中國國家控制實體之交易

本公司的控股股東，同方股份是由中國政府控制的國家控制企業。除了上文附註34(a)所披露與同方股份及其附屬公司的交易，本集團還與其他國家控制企業交易，包括但不限於：

- 銷售產品和提供服務；
- 購買材料；及
- 銀行存款和貸款。

(d) 上市規則就關於關連交易之適用性

有關上述附註34(a)產品銷售之關聯方交易構成上市規則第14A章所界定之關連交易或持續關連交易。上市規則第14A章規定之披露載列於董事會報告。

35 公司層面財務狀況表

	於二零一五年十二月三十一日 人民幣千元	於二零一四年十二月三十一日 人民幣千元
資產及負債		
附屬公司權益	**656,416**	569,524
現金及現金等值物	**506,547**	566,019
其他流動負債	**(5,206)**	(6,990)
資產淨值	**1,157,757**	1,128,553
資本及儲備		
股本	**171,897**	171,897
儲備	**985,860**	956,656
權益總額	**1,157,757**	1,128,553

36 主要附屬公司

下表僅載列主要影響本集團業績、資產及負債之附屬公司詳情。除另有列明外，所持有的股份類別為普通股。

附屬公司名稱	業務結構形式	註冊成立／成立地點	已發行及繳足股本／註冊資本情況	擁有權權益比例 本集團實際權益	由本公司持有	由附屬公司持有	主要業務
同方照明產業集團有限公司	註冊公司	英屬處女群島	1,000,000美元	100%	100%	–	投資控股公司
Neo-Neon Enterprises Limited	註冊公司	香港	10,000股	100%	–	100%	燈具產品貿易
Mentle International Limited	註冊公司	香港	2股	100%	–	100%	燈具產品貿易
Melrose Holdings Limited	註冊公司	香港	10,000股	100%	–	100%	投資控股公司
Billion Choice Trading Ltd.	註冊公司	英屬處女群島	1美元	100%	–	100%	投資控股公司
鶴山同方照明科技有限公司	外商獨資企業	中國	300,000,000美元	100%	–	100%	燈具產品生產及銷售
Neo-Neon LED Lighting International Limited	註冊公司	薩摩亞	10,000美元	100%	–	100%	燈具產品貿易
鶴山市銀雨照明有限公司	內資有限責任公司	中國	人民幣50,000,000元	100%	–	100%	燈具產品生產及銷售
Neo-Neon (Vietnam) Development Company Limited	註冊公司	越南	28,000,000美元	100%	–	100%	燈具產品生產及銷售
揚州同方半導體有限公司	外商獨資企業	中國	50,000,000美元	100%	–	100%	燈具產品生產及銷售
American Lighting, Inc.	註冊公司	美國	7,944,505美元	100%	–	100%	燈具產品貿易
Tivoli, LLC.	合夥	美國	4,500,000美元	100%	–	100%	燈具產品貿易

37 直接及最終控制方

於二零一五年十二月三十一日，董事認為本集團的直接母公司及最終控制方為清華同方節能控股有限公司及同方股份有限公司，該兩間公司分別於開曼群島及中國註冊成立。清華同方節能控股有限公司並無編製財務報表可供作公眾使用。同方股份有限公司在上海證券交易所上市，根據《企業會計準則》編製財務報表，可供公眾使用。

38 已頒佈但尚未於截至二零一五年十二月三十一日止年度生效之修訂、新準則及詮釋之可能影響

截至此等財務報表刊發日期，香港會計師公會已頒佈數項於截至二零一五年十二月三十一日止年度尚未生效而於此等財務報表內未有採納之修訂本及新準則。其中包括以下與本集團最相關之修訂本及新準則。

	於以下日期或之後開始的會計期間生效
香港財務報告準則二零一二年至二零一四年周期的年度改進	二零一六年一月一日
香港財務報告準則第10號及香港會計準則第28號修訂本，投資者與其聯營公司或合營企業之間的銷售或資產注資	二零一六年一月一日
香港財務報告準則第11修訂本，有關收購共同業務權益之會計處理	二零一六年一月一日
香港會計準則第1號修訂本，披露措施	二零一六年一月一日
香港會計準則第16號及香港會計準則第38號，釐清折舊及攤薄之可接受方法	二零一六年一月一日
香港財務報告準則第15號，來自客戶合約之收入	二零一七年一月一日
香港財務報告準則第9號，金融工具	二零一八年一月一日

本集團正在評估該等修訂本預計於初次應用期間的影響。至今認為，採納該等修訂本不大可能會對綜合財務報表產生重大影響。

釋義

於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

「二零零六年購股權計劃」	指	本公司於二零零六年十一月二十日透過股東決議案採納的購股權計劃
「二零一六年購股權計劃」	指	建議於股東大會上由股東採納的購股權計劃
「股東週年大會」	指	本公司將予召開及謹訂於二零一六年五月十三日上午十時正假座香港中環夏慤道12號美國銀行中心806-810室舉行的股東週年大會，或（如文義許可）其任何續會
「組織章程細則」或「細則」	指	本公司於二零零六年十一月二十日經股東書面決議案採納並經不時修訂、補充及以其他方式修改的組織章程細則
「American Lighting」	指	American Lighting, Inc.，一間達拉華州企業，為本公司的間接全資附屬公司
「聯繫人」	指	具上市規則賦予該詞的涵義
「董事會」	指	本公司董事會
「營業日」	指	香港及開曼群島銀行一般向公眾開放營業的日子（星期六、星期日或香港或開曼群島公眾假期除外）
「英屬處女群島」	指	英屬處女群島
「中國」	指	中華人民共和國，就本報告而言，不包括香港、澳門及台灣
「公司條例」	指	香港法例第622章公司條例（經不時修訂、補充或以其他方式修改）
「本公司」	指	同方友友控股有限公司（股份代號：1868），一間於開曼群島註冊成立的有限責任公司，其股份於聯交所主板上市，且部份股份作為存託憑證在台灣證交所上市
「關連人士」	指	具上市規則所賦予的涵義
「控股股東」	指	具上市規則所賦予的涵義
「企業管治守則」	指	上市規則附錄十四所載的企業管治常規守則
「董事」	指	本公司董事
「本集團」	指	本公司及其附屬公司
「上市規則」	指	聯交所主板證券上市規則

「港元」及「港仙」	指	香港法定貨幣港元及港仙
「香港」	指	中國香港特別行政區
「獨立第三方」	指	與本公司及本公司任何董事、最高行政人員或主要股東、其附屬公司或彼等各自的任何聯繫人概無任何關連（定義見上市規則）的獨立人士或公司
「標準守則」	指	上市規則附錄十所載的上市公司董事進行證券交易標準守則
「Resuccess」	指	Resuccess Investments Limited，於英屬處女群島註冊成立的公司，持有同方節能控股的全部股本
「人民幣」	指	中國法定貨幣人民幣
「證券及期貨條例」	指	香港法例第571章證券及期貨條例（經不時修訂及補充）
「股份」	指	本公司股本中每股面值0.1港元的股份
「股東」	指	本公司股東
「深圳同方以衡」	指	深圳同方以衡基金管理有限公司，於二零一三年七月二十五日在中國成立的有限責任公司
「附屬公司股份獎勵計劃」	指	由股東於二零一五年四月二日採納的American Lighting股份獎勵計劃
「聯交所」	指	香港聯合交易所有限公司
「附屬公司」	指	具上市規則所賦予的涵義
「主要股東」	指	具上市規則所賦予的涵義
「同方節能控股」	指	清華同方節能控股有限公司，本公司的主要股東
「同方創新」	指	北京同方創新投資有限公司，於一九九九年五月七日在中國成立的有限責任公司
「同方股份」	指	同方股份有限公司，於中國註冊成立的股份有限公司，其股份在上海證券交易所上市及買賣（證券代碼：600100）
「同方股份集團」	指	同方股份及其附屬公司（就本報告而言，不包括本集團）
「%」	指	百分比

清华同方
TSINGHUA TONGFANG

Neo-NeoN®

NEO-NEON HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
Stock Code: 1868.HK; 911868.TDR

2015 ANNUAL REPORT

Professional LED product research, development and production.









CONTENTS

Corporate Information	2
Chairman's Statement	4
Financial Highlights	5
Directors, and Senior Management Profiles	6
Management Discussion and Analysis	10
Directors' Report	15
Corporate Governance Report	31
Independent Auditor's Report	42
Consolidated Statement of Comprehensive Income	44
Consolidated Statement of Financial Position	45
Consolidated Statement of Changes in Equity	47
Consolidated Cash Flow Statement	48
Notes to the Financial Statements	50
Definitions	121

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Fan Xin *(Chairman) (appointed on 9 October 2015)*
Mr. Lu Zhi Cheng *(resigned on 9 October 2015)*
Mr. Wang Liang Hai
Mr. Seah Han Leong
Mr. Pan Jin
Mr. Ben Fan *(resigned on 20 January 2016)*

Non-executive Director

Mr. Liu Wei Dong

Independent non-executive Directors

Mr. Fan Ren Da Anthony
Mr. Liu Tian Min
Ms. Li Ming Qi

AUDIT COMMITTEE

Ms. Li Ming Qi *(Chairman)*
Mr. Fan Ren Da Anthony
Mr. Liu Tian Min

REMUNERATION COMMITTEE

Mr. Liu Tian Min *(Chairman)*
Mr. Fan Xin *(appointed on 9 October 2015)*
Mr. Fan Ren Da Anthony
Ms. Li Ming Qi
Mr. Lu Zhi Cheng *(resigned on 9 October 2015)*

NOMINATION COMMITTEE

Mr. Fan Xin *(Chairman) (appointed on 9 October 2015)*
Mr. Lu Zhi Cheng *(resigned on 9 October 2015)*
Mr. Fan Ren Da Anthony
Mr. Liu Tian Min
Ms. Li Ming Qi

RISK MANAGEMENT AND REGULATORY COMPLIANCE COMMITTEE (previously known as "Regulatory Compliance Committee")

Mr. Fan, Ren Da Anthony *(Chairman)*
Mr. Fan Xin *(appointed on 29 March 2016)*
Mr. Wang Liang Hai *(appointed on 29 March 2016)*
Mr. Seah Han Leong *(appointed on 29 March 2016)*
Mr. Pan Jin
Mr. Liu Wei Dong *(appointed on 29 March 2016)*
Mr. Liu Tian Min
Ms. Li Ming Qi

AUTHORIZED REPRESENTATIVES

Mr. Seah Han Leong
Mr. Leung Lok Wai *(appointed on 2 March 2016)*
Mr. Chan Cheung *(resigned on 2 March 2016)*

COMPANY SECRETARY

Mr. Leung Lok Wai *(appointed on 2 March 2016)*
Mr. Chan Cheung *(resigned on 2 March 2016)*

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR

KPMG
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

CORPORATE INFORMATION

LAWYER AS TO HONG KONG LAWS

Orrick, Herrington & Sutcliffe
43rd Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

PRINCIPAL BANKS

China Construction Bank Limited, HeShan Branch
Taishin International Bank, Hong Kong Branch
China Everbright Bank Company Limited,
Jiangmen Branch

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 806-810
Bank of America Tower
12 Harcourt Road
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

COMPANY WEBSITE ADDRESS

www.neo-neon.com

STOCK CODE

1868

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors and the management, I am pleased to present the report on the development status and operating results of Neo-Neon Holdings Limited (the "Company" or "Neo-Neon") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2015.

Currently, the LED lighting industry is in a period of adjustment. On one hand, LED products have reached similar level of price-performance ratio compared with traditional lighting products in light of the maturity and popularity of technologies in the LED industry and accordingly, LED products have entered millions of households and sales of LED products have been growing significantly. On the other hand, large international lighting enterprises are gradually fading out as they lack a prominent competitive advantage.

In 2015, while maintaining an appropriate growth in sales, the Group reduced the number of orders for low-end lighting products and strengthened the channels and the distribution of specialized lighting products in the American market. We also reinforced brand management, changed production methods, increased the proportion of OEM products and improved our working capital position to promote the positive development of the Group. In 2015, through the efforts of all our employees, product gross margin of the Group reached approximately 27.8%, representing an increase of approximately 19.1% over approximately 8.7% in last year. We intensified the control of expenses and stepped up efforts on asset management and control, hence maintaining inventories at a reasonable level. A surplus was recorded for the first time since 2011.

In recent years, with the emergence of the Internet, cloud computing and other new technologies, people are no longer satisfied with the basic functions of LED lighting, such as high brightness, low power consumption, long life span and small-scale power needs, as well as the economic benefits resulted. Instead, they are more longing for LED solutions and the advanced combination of internet related things and cloud computing technology, starting from the perspective of human psychology, biology and sociology while taking multiple aspects into consideration, including the comfort of individuals, the safety of phototrophic organisms and the protection of the environment. Going forward, a profound integration of the LED lighting industry and information technology will be required to achieve cross-over integration in areas including internet related things, mobile internet, big data and cloud computing.

Under such new circumstances, the Group made further adjustments to its own development directions to improve operational efficiency and capacity, reshaped the value chain for industrial development to perfect the industry's chain of development and innovation. In the last quarter of 2015, the Group implemented structural reforms and practiced the system of business units by product, market and other features, building a road to sound and sustainable development. In 2016, the Group will strengthen the construction of a function system to actively promote and deepen "institutionalization, digitalization and informatization", reinforced scientific and technological innovation to accelerate the development of products in the direction toward intelligentization, informatization, quality and standardization, and increased efforts on the management of non-operating assets. Currently, the Group has cash of approximately RMB600 million in stock and a gearing ratio (the ratio of bank loans to total equity) of merely 8.2%. The Group intends to boost the LED lighting business to grow rapidly through acquisition.

Finally, on behalf of the Board of Directors of Neo-Neon, I would like to express my heartfelt gratitude to all our employees for their efforts and contributions, to our customers and business partners for their strong support as well as to our shareholders for their trust. We have strived all along to provide people with a comfortable, safe and energy-conserving lighting environment! We have great confidence in the future development of the Group!

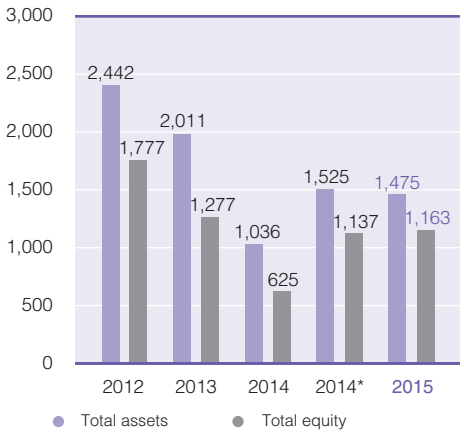
Fan Xin
Chairman
22 March 2016

FINANCIAL HIGHLIGHTS

Expressed in RMB million	Year ended 31 March 2012	2013	2014	Year ended 31 December 2014*	2015
Turnover	897	670	671	558	**602**
Gross profit (loss)	(484)	80	(195)	48	**167**
Profit (loss) attributable to owners of the Company	(1,184)	(500)	(659)	(196)	**6**
EBITA	(1,018)	(349)	(581)	(162)	**46**
Total assets	2,442	2,011	1,036	1,525	**1,475**
Total equity	1,777	1,277	625	1,137	**1,163**
Gross profit (loss) margin	(53.9%)	11.9%	(29.0%)	8.7%	**27.8%**
Net profit (loss) margin	(132.0%)	(74.6%)	(98.2%)	(35.1%)	**1.0%**
EPS (Loss)-basic (RMB cents)	(125.6)	(53.2)	(70.2)	(13.1)	**0.3**

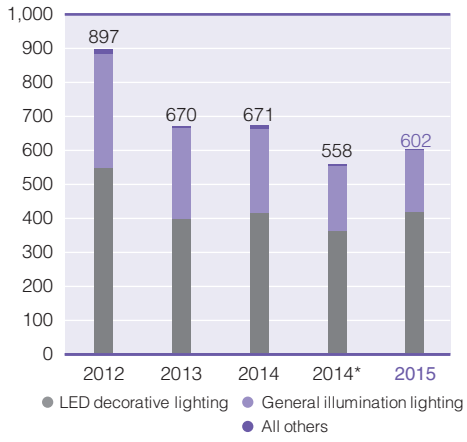
Total assets/Total equity

RMB M



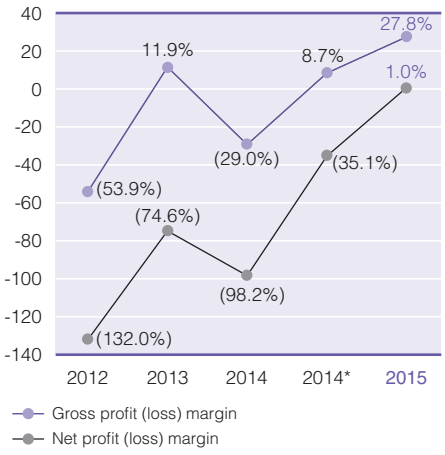
Turnover

RMB M



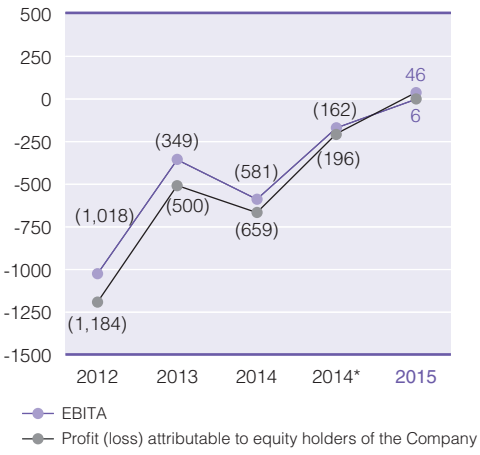
Gross and net profit (loss) margin

%



EBITA and (loss) profit attributable to equity holders of the Company

RMB M



* For the period of nine months from 1 April 2014 to 31 December 2014.

DIRECTORS, AND SENIOR MANAGEMENT PROFILES

EXECUTIVE DIRECTORS

Mr. Fan Xin (范新)

Mr. Fan Xin (范新), aged 55, was appointed as an executive Director and the chairman of the Board on 9 October 2015. He graduated with a master's degree in thermal engineering (熱能工程) from Tsinghua University in 1988. Mr. Fan is currently the president of Tsinghua Tongfang (stock code: 600100), a company listed on Shanghai Stock Exchange. Mr. Fan joined the Beijing Tsinghua Artificial Environmental Engineering Co. (北京清華人工環境工程公司) in 1993 and served as a senior engineer and the manager of a branch company. In 1997, this company was restructured with some other companies held by Tsinghua University and formed Tsinghua Tongfang. Tsinghua Tongfang has been listed on the Shanghai Stock Exchange since 27 June 1997. Mr. Fan served as the general manager of Tongfang Artificial Environment Co., Ltd. (同方人工環境有限公司), which is under Tsinghua Tongfang, during the period from 2000 to 2012. He became the vice president of Tsinghua Tongfang in 2012 and was promoted as the president of Tsinghua Tongfang in 2013. Since May 2013, Mr. Fan acted as a director of Tsinghua Tongfang and since September 2012, he acted as a director of THTF ES, the controlling shareholder of the Company. Mr. Fan has been a non-executive director of Technovator International Limited (stock code: 1206), a company listed on the Stock Exchange since March 2014.

Mr. Wang Liang Hai (王良海)

Mr. Wang Liang Hai (王良海), aged 51, was appointed as an executive Director on 25 August 2014. He was awarded a master degree in Engineering from Tsinghua University. He was appointed as the vice president, general manager of multi-media industrial group and general manager of semiconductor and lighting industrial group of Tsinghua Tongfang since May 2010. Mr. Wang has served as deputy general manager of the digital TV system group and general manager of consumer electronics division, assistant president of Tsinghua Tongfang since 2007.

Mr. Seah Han Leong (謝漢良)

Mr. Seah Han Leong (謝漢良), aged 53, was appointed as an executive Director on 25 August 2014, the president and the chief executive officer of the Company on 26 August 2014, and he is responsible for the day-to-day operations and international business of the Company. He is also the president of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. He is also a founder, an executive director and chief operating officer of Technovator International Limited ("Technovator"), is responsible for the day-to-day operations and general management of Technovator and its subsidiaries. He was appointed as a director of Technovator on 25 May 2005 and was re-designated as an executive director of Technovator on 12 April 2011. Technovator is a company listed on the Main Board of the Stock Exchange (stock code: 1206). Mr. Seah received a certificate for attending the INSEAD-T.A.C. Management Development Programme from INSEAD Fontainebleau, France in 2003 and Technician Diploma in Electronics and Communication Engineering from Singapore Polytechnic in 1984. Prior to founding Technovator, Mr. Seah joined Honeywell Southeast Asia in 1990 and worked in various sales management positions covering different countries. In 1994, he was transferred to Honeywell China Inc. and his last position with Honeywell was the sales manager covering the Greater China market. He was also the managing director of TAC Controls Asia Pte Ltd from 1998 to 2005. Mr. Seah was recognized as the key personnel of the Asia Pacific management team of TAC Controls Asia Pte Ltd. He received various awards including Winners Club Award by Honeywell Asia Pacific Inc. and President's Club Award by Honeywell Inc. Mr. Seah was admitted as ordinary member of the Singapore Institute of Directors on 18 April 2012.

Mr. Pan Jin (潘晉)

Mr. Pan Jin (潘晉), aged 54, was appointed as an executive Director on 25 August 2014 and the vice president of the Company on 26 August 2014, and he is responsible for the investment, property management and the science park development business of the Company. He is also the vice president of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. He was awarded a PhD of Engineering from Tsinghua University. Since 2003, Mr. Pan has served as deputy general manager and general manager of the Investment Development Department of Tsinghua Tongfang, and the assistant president of Tsinghua Tongfang and the general manager of the Investment Development Department. Mr. Pan is also a director of Tongfang Guoxin Electronics Co., Ltd. (stock code: 002049), which is listed on Shenzhen Stock Exchange in China. Mr. Pan acted as non-executive director of Tai Shing International (Holdings) Limited (stock code: 8103) which is listed on the GEM of the Stock Exchange from 22 October 2010 to 28 October 2015.

NON-EXECUTIVE DIRECTOR

Mr. Liu Wei Dong (劉衛東)

Mr. Liu Wei Dong (劉衛東), aged 53, was appointed as a non-executive Director on 25 August 2014. He is an accountant and holds an MBA. He graduated from School of Economics and Management of Tsinghua University, has more than 20 years of management experience in finance and auditing. Since 2004, Mr. Liu has served as deputy general manager of the audit department, vice general accountant and general accountant of Tsinghua Tongfang. He is currently the vice president, chief financial officer and finance director of Tsinghua Tongfang.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fan, Ren Da Anthony (范仁達)

Mr. Fan, Ren Da Anthony (范仁達), aged 56, was appointed as an independent non-executive Director on 25 August 2014. In 1986, Mr. Fan received his Master of Business Administration from the University of Dallas of the United States. Mr. Fan is an independent non-executive director of Uni-President China Holdings Ltd. (stock code: 220), Citic Resources Holdings Limited (stock code: 1205), Shanghai Industrial Urban Development Group Limited (stock code: 563), Renhe Commercial Holdings Company Limited (stock code: 1387), Technovator International Limited (stock code: 1206), Guodian Technology & Environment Group Corporation Limited (stock code: 1296), Tenfu (Cayman) Holdings Company Limited (stock code: 6868), China Development Bank International Investment Limited (stock code: 1062), Hong Kong Resources Holdings Company Limited (stock code: 2882), CGN New Energy Holdings Co., Ltd. (stock code: 1811), LT Holdings Limited (stock code: 112) and Raymond Industrial Limited (stock code: 229), all of which are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Fan is also the President of the Hong Kong Independent Non-Executive Director Association.

Mr. Liu Tian Min (劉天民)

Mr. Liu Tian Min (劉天民), aged 54, was appointed as an independent non-executive Director on 25 August 2014. He is the managing partner of SB China Venture Capital Limited, non-executive director of Technovator International Limited (stock code: 1206) and the independent director of Taiwan Wax Company, Ltd. (stock code: 1742). Mr. Liu served as vice president of Tsinghua Tongfang and the general manager of digital TV system group from 2003 to 2009. Technovator International Limited is listed on the Main Board of Stock Exchange, and Taiwan Wax Company, Ltd. is listed on Taiwan Stock Exchange.

Ms. Li Ming Qi (李明綺)

Ms. Li Ming Qi (李明綺), aged 48, was appointed as an independent non-executive Director on 25 August 2014. She was graduated from Fudan University in Shanghai. She received a Bachelor of Economics and has also obtained a Master of Economics from the Southern Methodist University and a Master of Science in Management and Administrative Sciences from the University of Texas in Dallas. She served independent director of Sino Gas International Holdings, Inc., which is listed on the Over-The-Counter Bulletin Board in the US (stock code: SGAS) from March 2011 to November 2014. Ms. Li served as senior associate of JP Morgan Chase, associate/portfolio manager of BHF Capital, vice president/portfolio manager of Transamerica Business Capital, vice president/senior relationship manager of Morgan Stanley and hedge fund controller of Mercury Capital Management.

SENIOR MANAGEMENT

Mr. Seah Han Leong (謝漢良). Please refer to the details set out above under the paragraph headed "Executive Directors" in this section.

Mr. Pan Jin (潘晉). Please refer to the details set out above under the paragraph headed "Executive Directors" in this section.

Mr. Fu Kai (付凱)

Mr. Fu Kai (付凱), aged 41, was appointed as the chief financial officer of the Company on 9 October 2015. He is also a Certified Tax Agent and an accountant. He graduated from Department of Accounting of College of Economics of Hubei University. Mr. Fu is currently the chief accountant of the Company, mainly responsible for accounting and financial management of the Company. He is also the chief accountant and the general manager of the financial centre of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. He has served as the cost manager and financial manager of the financial department of Tongfang Gigamega Tech Co., Ltd (同方吉兆科技有限公司), the financial manager of financial department of digital TV system group of Tsinghua Tongfang, as well as the assistant general manager and deputy general manager of the financial department of Tsinghua Tongfang since 2004.

Mr. Fan Pong Yang (樊邦揚)

Mr. Fan Pong Yang (樊邦揚), aged 60, is the assistant president of the Company. He is currently a Jiangmen Municipal Committee member of the Political Consultative Conference of Guangdong Province (廣東省江門市政協委員) and the Honorary President of Jiangmen Association of Taiwan Businesses (江門市台商協會). Mr. Fan has worked in the LED lighting industry since 1990, focusing on the research and development as well as the promotion of LED semiconductor lighting industry. From October 2006 to September 2014, he served as the executive Director of the Company.

Mr. Jang Jann Huan (張震寰)

Mr. Jang Jann Huan (張震寰), aged 62, graduated from the Texas Tech University, where he obtained a Doctor of Philosophy degree in Business Administration. He is the assistant president of the Company, mainly responsible for the Company's business in the US. He is also currently the chief executive officer (CEO) and the acting CEO of American Lighting and Tivoli, both of which are the wholly-owned subsidiary of the Company, respectively. From 1999 to 2004, Mr. Jang was responsible for expanding our business in the US. From 2004 to 2006, he was the CEO of Tivoli. From 2006 to 2009, he served as the director of the marketing department, the executive Director and the CEO of the Company.

Mr. Xu Dong (許東)

Mr. Xu Dong (許東), aged 49, graduated from Beijing University of Aeronautics and Astronautics and is currently an accountant. He is the assistant president of the Company, mainly responsible for the operation management, including information system, storage, logistics and operations. He is also the vice president and the general manager of operation centre of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. Since 1997, he has served as the financial manager of the computer company, the chief financial officer of the computer systems group, the chief financial officer as well as the chief operation officer of the semiconductor lighting group, of Tsinghua Tongfang.

Mr. Liu Tong (劉彤)

Mr. Liu Tong (劉彤), aged 47, was awarded a master degree in Engineering from Tsinghua University (清華大學). He is the assistant president of the Company, mainly responsible for the Company's lighting business in the PRC. He is also the vice president and general manager of China Lighting Business Unit of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. Since 1997, he has served as the deputy general manager of Tsinghua Tongfang Artificial Environment Co., Ltd, the deputy general manager of production base construction department of Tsinghua Tongfang, the general manager of lighting business division of Tsinghua Tongfang, as well as the general manager of Beijing Tongfang Lighting Technology Co., Ltd.

Mr. Xu Hui Lai (徐惠來)

Mr. Xu Hui Lai (徐惠來), aged 44, was awarded a bachelor degree in Laws from the China Youth University for Political Sciences (中國青年政治學院). He is the assistant president of the Company, mainly responsible for human resources and administration of the Company. He is also the vice president and general manager of human resources and administrative centre of THTF Lighting Group Limited (同方照明產業集團有限公司), a wholly-owned subsidiary of the Company. Since 2000, he has served as the deputy head of human resources department of Nuctech Company Limited, the assistant general manager of human resources department of Tsinghua Tongfang, the director of human resources department of 同方光電科技有限公司 and the director of human resource of semiconductor lighting group of Tsinghua Tongfang.

Mr. Zhou Fu Min (周福民)

Mr. Zhou Fu Min (周福民), aged 44, was awarded a master degree in Laws from Tsinghua University (清華大學). He is the assistant president of the Company, mainly responsible for the legal affairs of the Company. Since 1998, he has served as the chief counsel and the general manager of the legal department of Yongjin Industry (Group) Co., Ltd., the general manager of the trust department, the general manager of legal department and the vice president of Yunnan International Trust Co., Ltd. (雲南國際信託有限公司), and the assistant president of Tsinghua Tongfang.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The revenue for the year ended 31 December 2015 was approximately RMB602.4 million, as compared to approximately RMB558.2 million for the nine months ended 31 December 2014, which remained stable, mainly attributable to (1) the selective acceptance of orders (during the year, the Group took a prudent approaching in dealing with orders by selecting the orders with relatively higher profit margin), and (2) the relatively slow-down in economy in some European countries.

Cost of goods sold

For the year ended 31 December 2015, the cost of goods sold was approximately RMB435.2 million, representing a decrease of approximately RMB74.6 million over approximately RMB509.8 million for the nine months ended 31 December 2014.

Gross profit and gross profit margin

For the year ended 31 December 2015, the Group recorded a gross profit of approximately RMB167.3 million, representing a significant improvement as compared with the gross profit of approximately RMB48.4 million for the nine months ended 31 December 2014.

The Group recorded a gross profit margin of approximately 27.8% for the year ended 31 December 2015, representing an increase of 19.1% over a gross profit margin of approximately 8.7% for the nine months ended 31 December 2014, primarily due to (1) the improvement on impairment provision for inventory of approximately RMB3.7 million (the nine months ended 31 December 2014: RMB37.9 million), (2) the selective acceptance of orders (during the year, the Group took a prudent approaching to sales by selecting the orders with relatively higher profit margin), and (3) a decrease in manufacturing expenses by approximately RMB17.8 million, mainly comprised of staff salaries, depreciation costs and utility charges.

Other gains, losses and expenses

For the year ended 31 December 2015, the Group recorded other gains of approximately RMB58.9 million, representing an increase of approximately RMB74.0 million over other losses of RMB15.1 million for the nine months ended 31 December 2014, due to (1) the net gains of approximately RMB27.4 million resulting from sales of workshops and land use right of Yinyu Semiconductor Photovoltaic (Guangdong) Limited (廣東銀雨芯片半導體有限公司) ("Yinyu Semiconductor"), a subsidiary of the Company, as compared to RMB52.8 million from disposal of plant and land of Heshan Tongfang Lighting Technology Co., Ltd. (鶴山同方照明科技有限公司) ("Heshan Tongfang"), a subsidiary of the Company, for the nine months ended 31 December 2014, (2) the reversal of allowance for bad debt amounting to RMB13.9 million for the year under review due to the improvement on receivables recovery, as compared to allowance for bad debt amounting to RMB47.5 million for the nine months ended 31 December 2014, and (3) the changes in exchange rates, resulting in material increase in foreign exchange gains of RMB22.8 million for the year ended 31 December 2015 as compared to RMB1.5 million for the nine months ended 31 December 2014.

Impairment loss of property, plant and equipment

As at 31 December 2015, the amount of impairment losses recognised in respect of property, plant and equipment was nil (31 December 2014: RMB32.7 million).

Operating expenses

The distribution and selling expenses were mainly comprised of staff costs, promotion and advertising, freight and transportation, agency and custom costs and rent and rates. For the year ended 31 December 2015, the distribution and selling expenses of the Group were approximately RMB88.5 million, representing an increase of approximately RMB19.9 million or 29.0% over approximately RMB68.6 million for the nine months ended 31 December 2014, mainly due to (1) that RMB88.5 million covered twelve months while RMB68.6 million covered nine months, (2) the increase in staff costs for approximately RMB10.8 million.

The administrative expenses were mainly comprised of staff salaries, directors remuneration, depreciation charge, professional and legal fee and share option related expenses. The administrative expenses for the year ended 31 December 2015 were approximately RMB135.6 million, representing an increase of approximately RMB10.7 million or 8.6% over approximately RMB124.9 million for the nine months ended 31 December 2014, mainly due to depreciation of idle fixed, resulting in the increase in depreciation on fixed assets for approximately RMB9.2 million.

Finance costs

The finance costs for the year ended 31 December 2015 were approximately RMB2.7 million, representing a decrease over RMB4.2 million for the nine months ended 31 December 2014, mainly due to the bank loan of RMB95.1 million as at 31 December 2015, representing a decrease of RMB17.7 million as compared to the bank loan of RMB112.8 million as at 31 December 2014.

Taxation

For the year ended 31 December 2015, the Group's tax charge of RMB5.0 million (31 December 2014: RMB4.2 million) mainly included taxation imposed in overseas jurisdictions of approximately RMB5.5 million, and deferred taxation of approximately RMB0.5 million.

Profit attributable to owners of the Company

For year ended 31 December 2015, the Group recorded a profit attributable to owners of the Company of RMB5.8 million, as compared to a loss attributable to owners of the Company of RMB196.0 million for the nine months ended 31 December 2014. Such improvement was mainly attributable to (1) an increase in gross profit margin of 118.9 million due to selective acceptance of orders with relatively high gross profit margins, which resulted in the gross profit for approximately RMB167.3 million for the year ended 31 December 2015 as compared to RMB48.4 million for the nine months ended 31 December 2014, (2) the net gains on disposal of property, plant and equipment and prepaid lease agreements of RMB27.4 million for the year ended 31 December 2015, representing a decrease by RMB25.3 million against RMB52.7 million for the nine months ended 31 December 2014, (3) the impairment losses recognised in respect of property, plant and equipment for the year ended 31 December 2015 being nil, as compared to RMB32.7 million for the nine months ended 31 December 2014, (4) the net reversal of allowance for bad and doubtful debts of approximately RMB13.9 million, representing a decrease in provision on receivables of RMB61.4 million over RMB47.5 million for the nine months ended 31 December 2014, and (5) the foreign exchange gain of RMB22.8 million for the year ended 31 December 2015, representing an increase of RMB21.3 million over RMB1.5 million for the nine months ended 31 December 2014.

Financial Resources and Liquidity and Gearing Ratio

The Group maintained a stable financial position. As at 31 December 2015, the Group had bank balances of RMB615.7 million and short-term bank loans of RMB95.1 million. The gearing ratio representing the ratio of short-term bank loans to total equity of the Group was 8.2% as at 31 December 2015 (31 December 2014: 9.9%). Such decrease was mainly caused by decrease in bank loan of RMB17.7 million for the year under review against the year of 2014.

Cash flows

The Group's financial resources mainly consist of cash flow from investing activities and financing activities.

The Group recorded (1) cash outflow from operating activities of approximately RMB44.7 million (the nine months ended 31 December 2014: RMB56.1 million) for the year ended 31 December 2015, (2) cash outflow from investing activities of approximately RMB25.4 million (the nine months ended 31 December 2014: RMB2.4 million) for the year ended 31 December 2015, and (3) cash outflow from financing activities of approximately RMB24.9 million (the nine months ended 31 December 2014: cash inflow of approximately RMB646.5 million) for year ended 31 December 2015.

The above decrease in cash outflow from operating activities was mainly attributable to the increase in trade and other receivables of approximately RMB17.1 million.

The above increase in cash outflow from investing activities was mainly attributable to placement of pledged bank deposits of approximately RMB20.4 million.

The above increase in cash outflow from financing activities was mainly attributable to repayment of bank loan of approximately RMB49.4 million, during the year ended 31 December 2015.

Assets and liabilities

As at 31 December 2015, the Group recorded the total assets of approximately RMB1,475.0 million (31 December 2014: RMB1,524.6 million) and total liabilities of approximately RMB311.5 million (31 December 2014: RMB387.8 million).

As at 31 December 2015 the Group's current assets and non-current assets were approximately RMB1,048.1 million (31 December 2014: RMB1,068.7 million) and approximately RMB426.9 million (31 December 2014: RMB455.9 million) respectively. The decrease in assets was mainly attributable to the sales of workshops and land use right of Yinyu Semiconductor.

As at 31 December 2015, the Group's current liabilities and long-term liabilities were approximately RMB293.6 million (31 December 2014: RMB367.8 million) and approximately RMB17.9 million (31 December 2014: RMB20.0 million), respectively. The decrease in current liabilities was mainly attributable to (1) the bank loan of RMB95.1 million as at 31 December 2015, representing a decrease of RMB17.7 million as compared to RMB112.8 million as at 31 December 2014, and (2) the refunding of the government grants amounting to RMB37.2 million due to change of the Group's investment plan in one of the economic development zones.

Foreign Exchange Risk

Several subsidiaries of the Company have sales and purchases denominated in currencies other than the functional currency of respective entity, which expose the Group to foreign currency risk.

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

Charge on Assets

As at 31 December 2015, the Group had pledged certain of its land and buildings with an aggregate carrying value of RMB20.1 million (31 December 2014: RMB10.7 million), certain of its trade receivables and inventories with an aggregate carrying value of RMB51.4 million (31 December 2014: RMB27.0 million), and also bank deposits of aggregate carrying value of RMB20.4 million (31 December 2014: RMB1.2 million) to secure bank credit facilities granted to the Group.

Capital Commitments

As at 31 December 2015, the Group had capital expenditure contracted for but not provided in the financial statements in respect of the acquisition of property, plant and equipment of RMB4.6 million (31 December 2014: RMB13.0 million).

Contingent Liabilities

During the year ended 31 December 2015, certain subsidiaries are parties to various legal claims in their ordinary course of business. In the opinion of the Directors, these claims would not have a significant impact on the Group's results and financial position.

Capital Structure

As at 31 December 2015, the issued share capital of the Company was RMB171,896,724 (equivalent to HK$193,931,969) (31 December 2014: RMB171,896,724 (equivalent to HK$193,931,969)), divided into 1,939,319,694 ordinary shares of HK$0.10 each.

MATERIAL ACQUISITION, DISPOSAL AND SIGNIFICANT INVESTMENT

There were no significant investments held, no material acquisitions or disposals of subsidiaries, associates and joint ventures during the year, nor was there any plan authorized by the Board for other material investments or additions of capital assets at the date of this announcement.

Final Dividend

The Board resolved not to declare any dividend for the year ended 31 December 2015 (nine months ended 31 December 2014: nil).

BUSINESS REVIEW

Overview

During the year, the Group seized the opportunity to explore the overseas market without slack, vigorously developed sales channels in the PRC market, increased the gross margins, improved the management level, and revitalized idle assets, which lead to the improvement in operating performance.

During the year, the sales revenue of American Lighting Inc., an indirect wholly owned subsidiary of the Company, based in Denver, USA has outperformed the expectation. The primary fuels are its opportunity to drive strong revenue growth in large national retailers, its step-up presence in e-commerce, and that American Lighting Inc. has started harvesting success in newly developed products. Management believes the momentum will continue in the foreseeable future.

During the year, the Group focused on better after-sales services and improving customer satisfaction. In addition, to prevent controversial disputes and litigation, the Group strengthened its quality control over production and enhanced the effectiveness in management.

Sales and Distribution

During the year, the Group took efforts in distribution and marketing, improving and expanding the sales channel of general LED lighting products. The Group proactively made deployment in branding establishment and sales channel in the world's fastest growing markets and brought to its customers better sales services in energy-saving technologies and solutions.

Research and Development ("R&D")

The Group's R&D efforts were driven towards product design, new product development and production efficiency improvement in order to reduce the overall production cost.

Employees and Remuneration Policy

As at 31 December 2015, the Group's total number of employees was approximately 2,800 (31 December 2014: 3,300). The basic remunerations of the employees are determined with reference to the industry remuneration benchmark, the employees' experience and their performance. Salaries of employees are maintained at a competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. Directors' remuneration is determined based on a variety of factors such as market conditions and responsibilities assumed by each Director. Apart from the basic remuneration and statutory benefits required by laws, the Group provides discretionary bonus based upon the Group's results and the individual performance of the staff.

Prospects

The Company is committed to a sustainable social development of low-carbon economy, and providing the human comfort, safety, energy-saving light environment with more than 30 years of LED lighting industry expertise and experience.

DIRECTORS' REPORT

The Directors are pleased to present their annual report and the audited financial statements for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company's principal subsidiaries are set out in note 36 to the consolidated financial statements.

BUSINESS REVIEW

A business review of the Group for the year ended 31 December 2015 has been set out in the section headed "Management Discussion and Analysis" of this annual report.

FUTURE DEVELOPMENT

An indication of the future development in the Group's business is shown on has been set out in the sections headed "Management Discussion and Analysis" and "Chairman's Statement" of this annual report.

SUBSIDIARIES

Details of the principal subsidiaries of the Group as of 31 December 2015 as set out in note 36 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2015 are set out in the "Consolidated Statement of Comprehensive Income" on page 44. The Board resolved not to declare any dividend for the year ended 31 December 2015 (31 December 2014: nil).

ANNUAL GENERAL MEETING

The AGM of the Company will be held in Hong Kong on 13 May 2016. Notice of the annual general meeting will be issued and disseminated to shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting of the Company to be held on Friday, 13 May 2016, the register of members of the Company will be closed from Wednesday, 11 May 2016 to Friday, 13 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrars in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 10 May 2016. The record date for the entitlement to attend the annual general meeting will be on Friday, 13 May 2016.

PROPERTY, PLANT AND EQUIPMENT

Movements during the year in the Group's property, plant and equipment are set out in note 15 to the consolidated financial statements. Movements during the year in the Group's investment properties are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

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

RESERVES

Details of movements in reserves of the Group are set out in consolidated statement of changes in equity of the financial statement. At 31 December 2015, the aggregate amount of reserves available for distribution to equity shareholders of the company was RMB679,559,000.

PRE-EMPTIVE RIGHTS

There are no 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 existing Shareholders.

DIRECTORS

The Directors of the Company up to the date of this report are:

Executive Directors

Mr. Fan Xin *(Chairman)*[1]
Mr. Wang Liang Hai
Mr. Seah Han Leong
Mr. Pan Jin
Mr. Ben Fan[2] *(resigned on 20 January 2016)*

Non-executive Director

Mr. Liu Wei Dong

Independent non-executive Directors

Mr. Fan Ren Da, Anthony
Mr. Liu Tian Min
Ms. Li Ming Qi

Notes:

(1) Each of Mr. Lu Zhi Cheng resigned as an executive Director and chairman of the Board on 9 October 2015 and Mr. Fan Xin was appointed as an executive Director and chairman of the Board on the same date.

(2) Mr. Ben Fan resigned as an executive Director on 20 January 2016.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

The Directors' updated information is set out on page 6 to page 9 of this report.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance in relation to the Group's business to which the Company or any of subsidiaries and fellow 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 period or at any time during the year ended review.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the year ended review was the Company or any of its subsidiaries a party to any arrangement whose objectives are to enable a Director of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than under the 2006 Share Option Scheme, as disclosed below.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business, apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time for the year ended 31 December 2015 and up to the date hereof.

DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the interests or short positions of the Directors and the chief executives in the Shares, underlying Shares and debentures of the Company and its associated corporations of the Company, within the meaning of Part XV of the SFO which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

Long positions in the Shares and underlying Shares of the Company:

Name	Capacity	Number of Ordinary Shares as at 31 December 2015	Percentage of total issued share capital as at 31 December 2015
Mr. Wang Liang Hai[1]	Beneficial owner	1,500,000	0.08%
Mr. Seah Han Leong[2]	Beneficial owner	1,500,000	0.08%
Mr. Pan Jin[3]	Beneficial owner	1,500,000	0.08%
Mr. Ben Fan[4]	Beneficial owner, spouse interest and interest of controlled corporation	364,866,000	18.81%
Mr. Liu Wei Dong[5]	Beneficial owner	1,000,000	0.05%
Mr. Fan, Ren Da Anthony[6]	Beneficial owner	600,000	0.03%
Mr. Liu Tian Min[7]	Beneficial owner	600,000	0.03%
Ms. Li Ming Qi[8]	Beneficial owner	600,000	0.03%

Notes:

(1) Mr. Wang Liang Hai is deemed to be interested in 1,500,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

(2) Mr. Seah Han Leong is deemed to be interested in 1,500,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

(3) Mr. Pan Jin is deemed to be interested in 1,500,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

(4) Mr. Ben beneficially holds 600,000 Shares and holds the entire issued share capital of Rightmass Agents Limited ("Rightmass") and is therefore deemed to be interested in all 336,400,000 Shares held by Rightmass. Mr. Ben Fan is the spouse of Ms. Michelle Wong and he is therefore deemed to be interested in all 26,366,000 Shares in which Ms. Michelle Wong is interested in by reason that she directly holds 10,668,000 Shares and holds 35% interest in Charm Light International Limited, which in turn holds 15,698,000 Shares of the Company. Mr. Ben is also deemed to be interested in 1,500,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

Mr. Ben Fan ceased to be an executive Director on 20 January 2016. Mr. Fan notified the Board that he resigned as an executive Director of the Company due to the disposal of his shares in the Company and he is therefore no longer interested in the decision-making process at the Board level.

(5) Mr. Liu Wei Dong is deemed to be interested in 1,000,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

(6) Mr. Fan, Ren Da Anthony is deemed to be interested in 600,000 Shares which may be issued to him upon the exercise of the share options granted to him on 15 May 2015.

(7) Mr. Liu Tian Min is deemed to be interested in 600,000 Shares which may be issued to her upon the exercise of the share options granted to him on 15 May 2015.

(8) Ms. Li Ming Qi is deemed to be interested in 600,000 Shares which may be issued to her upon the exercise of the share options granted to her on 15 May 2015.

Long Positions in the Shares and underlying Shares of the associated corporation:

American Lighting

Name	Capacity	Number of Ordinary Shares as at 31 December 2015	Percentage of total issued share capital of American Lighting as at 31 December 2015
Mr. Seah Han Leong[1]	Beneficial owner	363	0.99%
Mr. Pan Jin[2]	Beneficial owner	363	0.99%

Notes:

(1) Mr. Seah Han Leong is deemed to be interested in 363 common stocks which may be issued to him upon the exercise of the share options granted to him under the Subsidiary Share Incentive Plan on 30 June 2015.

(2) Mr. Pan Jin is deemed to be interested in 363 common stocks which may be issued to him upon the exercise of the share options granted to him under the Subsidiary Share Incentive Plan on 30 June 2015.

Save as mentioned above, as at 31 December 2015, none of the Directors and the chief executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations which had been entered in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time was the Company, its holding company, or any of its subsidiaries a party to any arrangements to enable the Directors and the chief executive of the Company (including their spouse and children under 18 years of age) to hold any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, so far as the Directors are aware, the following persons (other than the Directors and the executive officers) have interests or short positions in the Shares or underlying Shares which are required to be disclosed to the provisions of Divisions 2 and 3 of Part XV of the SFO or, are directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Name	Capacity	Number of Ordinary Shares as at 31 December 2015	Percentage of total issued share capital as at 31 December 2015
THTF ES[1]	Beneficial owner	1,000,692,690	51.60%
Resuccess[1][2]	Interest of controlled corporation, beneficial owner	1,003,630,690	51.75%
Tsinghua Tongfang[1][2]	Interest of controlled corporation	1,003,630,690	51.75%
Rightmass	Beneficial owner	336,400,000	17.35%
Ms. Michelle Wong[3]	Beneficial owner, Interest of spouse, and Interest of controlled corporation	364,866,000	18.81%

Notes:

(1) Resuccess holds the entire issued share capital of THTF ES and Tsinghua Tongfang holds the entire issued share capital of Resuccess, therefore, each of Resuccess and Tsinghua Tongfang is deemed to be interested in all 1,000,692,690 Shares held by THTF ES.

(2) Resuccess directly holds 2,938,000 Shares in the Company. Tsinghua Tongfang holds the entire issued share capital of Resuccess, therefore, Tsinghua Tongfang is deemed to be interested in all Shares held by Resuccess.

(3) Ms. Michelle Wong is the spouse of Mr. Ben Fan and she is therefore deemed to be interested in all Shares held by him. Ms. Michelle Wong directly holds 10,668,000 Shares and holds 35% issued share capital of Charm Light International Limited and she therefore deemed to be interested in all 15,698,000 Shares held by Charm Light.

Save as mentioned above, as at 31 December 2015, the Company had not been notified of any interests and short positions in the Shares and underlying Shares of the Company which had been entered in the register required to be kept under Section 336 of the SFO.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group for the year ended 31 December 2015 are set out in note 34 to the financial statements.

CONNECTED TRANSACTIONS

Connected Transaction

Equity Transfer Agreement

On 2 September 2015, Heshan Tongfang Lighting, which is wholly owned by the Company, entered into an equity transfer agreement (the "**Equity Transfer Agreement**") with Tongfang Innovative to acquire all equity interest in Shenzhen Tongfang Bigdipper.

The consideration of the Equity Transfer Agreement is RMB10,036,500, with reference to the net assets of Shenzhen Tongfang Bigdipper as of 30 June 2015.

As at 31 December 2015, Tsinghua Tongfang is a controlling shareholder of the Company by virtue of its indirect 100% interest in THTF ES and its direct 100% interest in Resuccess, which in turn hold 51.75% of the total issued share capital of the Company. Therefore, Tsinghua Tongfang is a connected person of the Company and its wholly owned subsidiary, Tongfang Innovative is also a connected person of the Company. Accordingly, the transaction under the Equity Transfer Agreement constitutes a connected transaction.

As each of the applicable percentage ratios (other than the profits ratio) as calculated in accordance with Chapter 14 of the Listing Rules in respect of the Equity Transfer Agreement, is less than 5% and the consideration under the Equity Transfer Agreement is more than HK$3 million, therefore, the transaction contemplated under the Equity Transfer Agreement is subject to the reporting, announcement requirements but exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors consider that upon the completion of the equity transfer, Shenzhen Tongfang Bigdipper will act as an investment platform of the Company. The Group will implement its mergers and acquisitions through such platform. Therefore, the Directors (including the independent non-executive Directors) are of the view that the Equity Transfer Agreement has been entered into on normal commercial terms and the terms thereof are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Continuing Connected Transactions

Master Sales Agreement

On 13 February 2015, the Company entered into the master sales agreement (the "Master Sales Agreement") with Tsinghua Tongfang, pursuant to which the Company or its subsidiaries agreed to sell certain products to Tsinghua Tongfang, or its subsidiaries for a period commencing from 13 February 2015 to 31 December 2017.

Pursuant to the Master Sales Agreement, the Company agreed to supply and procure its subsidiaries to supply to the Tsinghua Tongfang Group epitaxial wafers, LED decorative lights, LED general lighting products, professional LED lighting products and lighting projects.

The price of the sales of products by the Company to Tsinghua Tongfang shall be generally determined based on arm's length negotiation, with reference to (1) the average selling price of the products of comparable nature and scale and accepted by an Independent Third Party in the twelve-month period prior to the relevant transaction, (2) where there is no such average selling price available, any most recent available sale price of products of comparable nature and scale offered by the Group and accepted by an Independent Third Party, the latest available market data, and (3) the prevailing market price for the sale of products of comparable nature and scale, which should be in any event no less favorable to the Group than is available to Independent Third Parties.

In particular, the prices of each type of the products under the Master Sales Agreement are set forth as below:

Type of Products	Price
Epitaxial wafers	Considering that epitaxial wafers are semi-finished products and there might not be sufficient selling prices available for reference, the Group will usually refer to any most recent available sale price of products of comparable nature and scale offered by the Group and accepted by an Independent Third Party and the latest available market data
Finished products including LED decorative lights, LED general lighting products, professional LED lighting products, lighting projects	The average selling price of the products of comparable nature and scale and accepted by an Independent Third Party in the twelve-month period prior to the relevant transaction

It was proposed that the annual caps under the Master Sales Agreement for each of the three financial years ending 31 December 2017 would be RMB148,467,500, RMB185,403,000, and RMB220,421,000.

For the year ended 31 December 2015, the aggregate transactions under the sales by the Group to Tsinghua Tongfang was approximately RMB27,411,000 million, which was within the cap of approximately RMB148,467,500 under the Master Sales Agreement.

As at 31 December 2015, Tsinghua Tongfang is a controlling shareholder of the Company by virtue of its indirect 100% interest in THTF ES and its direct 100% interest in Resuccess, which in turn hold 51.75% of the total issued share capital of the Company. Therefore, Tsinghua Tongfang is a connected person of the Company and the transactions under the Master Sales Agreement constitute continuing connected transactions.

As each of the applicable percentage ratios (other than the profits ratio) as calculated in accordance with Chapter 14 of the Listing Rules for the proposed cap amount in respect of the Master Sales Agreement, on an annual basis, exceeds 5%, and the annual cap for each of the three years ending 31 December 2017 is more than HK$10 million, therefore, the transactions contemplated under the Master Sales Agreement are subject to the reporting, announcement requirements and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Directors consider that Tsinghua Tongfang is a leader in the semiconductor and lighting markets in the PRC, with its shares listed on Shanghai Stock Exchange. The sales to Tsinghua Tongfang Group is expected to make positive contribution to the Group's operating revenue. Therefore, the Directors (including the independent non-executive Directors whose views will be set out in the circular to be sent to the Shareholders) are of the view that the Master Sales Agreement has been entered into in ordinary and usual course of business on normal commercial terms and the terms thereof are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Further details of the Master Sales Agreement are set out in the circular of the Company dated 4 March 2015.

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

(i) in the ordinary and usual course of the business of the Company;

(ii) either (a) on normal commercial terms or; (b) where there is no available comparable terms, on terms no less favorable to the Company than terms available to or from Independent Third Parties; and

(iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Board has engaged the auditors of the Company to report on the aforesaid continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. KPMG have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group.

The auditors of the Company have reported to the Directors that during the year:

(i) the above continuing connected transactions have been approved by the board of Directors;

(ii) the above continuing connected transactions are in accordance with the pricing policies of the Company;

(iii) the above continuing connected transactions have been entered into in accordance with the terms of the agreements governing such transactions; and

(iv) the respective cap amounts set out in the relevant agreements referred to above have not been exceeded.

Save as disclosed above, no non-exempt connected transactions or continuing connected transactions subsisted or have been entered into by the Group for the year ended 31 December 2015.

SHARE OPTION SCHEME

The 2006 Share Option Scheme was adopted by the Company pursuant to the Shareholders' resolutions passed on 20 November 2006 for the primary purpose of providing incentives to Directors and eligible employees. The 2006 Share Option Scheme became effective on 15 December 2006 and the options issued pursuant to the 2006 Share Option Scheme will expire no later than 10 years from the date of grant of the option. Under the 2006 Share Option Scheme, the Board may grant options to any employees of the Company or any of its subsidiaries to subscribe shares of the Company.

For any options granted to Directors, chief executives or substantial shareholders of the Company, options to be granted shall be approved by the independent non-executive Directors of the Company (excluding any independent non-executive Director who is the proposed grantee of options).

The maximum number of shares which may be issued upon the exercise of all the options to be granted under the 2006 Share Option Scheme was refreshed at the annual general meeting of the Company held on 10 August 2012. Subsequently, the number of options available for future grants is 94,244,069 shares, representing 10% of the issued share capital of the Company under the refreshed scheme mandate limit and representing 4.86% of the issued share capital of the Company as at the date of this annual report.

As at the date of this annual report, a total of 50,371,069 Shares (representing 2.6% of the issued share capital of the Company as at the date of this annual report) may be issued upon exercise of all options which may be granted under the 2006 Share Option Scheme and a total of 33,000,000 Shares (representing 1.7% of the issued share capital of the Company as at the date of this annual report) may be issued upon exercise of all options which had been granted and yet to be exercised under the 2006 Share Option Scheme.

The number of shares issued and to be issued in respect of options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the total shares of the Company in issue at any point in time, without prior approval from the Company's Shareholders.

The amount payable on acceptance of an option is HK$1.00. In relation to any options granted under the Scheme, 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.

Details of the share options under the 2006 Share Option Scheme during the year ended 31 December 2015 are set forth as below.

Category of participants	Date of grant	Exercise price per share (HK$)	Outstanding at 1 January 2015	Granted during the year[1]	Exercise during the year	Forfeited/ Lapsed during the year	Outstanding at 31 December 2015
Directors							
Mr. Wang Liang Hai	15 May 2015	1.31	–	1,500,000	–	–	1,500,000
Mr. Seah Han Leong	15 May 2015	1.31	–	1,500,000	–	–	1,500,000
Mr. Pan Jin	15 May 2015	1.31	–	1,500,000	–	–	1,500,000
Mr. Lu Zhi Cheng[2]	15 May 2015	1.31	–	3,000,000	–	–	3,000,000
Mr. Ben Fan[3]	15 May 2015	1.31	–	1,500,000	–	–	1,500,000
Mr. Liu Wei Dong	15 May 2015	1.31	–	1,000,000	–	–	1,000,000
Mr. Fan, Ren Da Anthony	15 May 2015	1.31	–	600,000	–	–	600,000
Mr. Liu Tian Min	15 May 2015	1.31	–	600,000	–	–	600,000
Ms. Li Ming Qi	15 May 2015	1.31	–	600,000	–	–	600,000
Employees	15 May 2015	1.31	–	21,200,000	–	–	21,200,000

Notes:

(1) Share options granted under the 2006 Share Option Scheme on 15 May 2015 vest in the relevant grantee in accordance with the timetable below with a 5-year exercise period. The closing price per Share on 14 May 2015 was HK$1.33, being the business day immediately prior to the date of grant.

Vesting date	Percentage of options to vest	Vesting condition
1 July 2016	50% of the total number of share options granted	The vesting of the share options shall be conditional upon the Company meeting its performance targets for the year of 2015
1 July 2017	50% of the total number of share options granted	The vesting of the share options shall be conditional upon the Company meeting its performance targets for the year of 2016

(2) Mr. Lu Zhi Cheng resigned as an executive Director on 9 October 2015.

(3) Mr. Ben Fan resigned as an executive Director on 20 January 2016.

Save as disclosed above, no share option was granted, exercised, lapsed, or cancelled during the year ended 31 December 2015.

Further details of the 2006 Share Option Scheme are set out in note 30 to the financial statements.

On 22 March 2016, the Board of the Company unanimously resolved to adopt the 2016 Share Option Scheme under Chapter 17 of the Listing Rules, subject to, amongst others, approvals by the Shareholders of the Company because the 2006 Share Option Scheme will expire on 20 November 2016 and the Board would like to enable the continuity of share option scheme of the Company to motivate the employees and the management of the Group. Upon the 2016 Share Option Scheme being unconditional and effective, the 2006 Share Option Scheme will be terminated.

A circular containing further details of the 2016 Share Option Scheme together with a notice of the general meeting will be dispatched to the Shareholders in due course.

Subsidiary Share Incentive Plan

On 2 April 2015, the Company adopted the Subsidiary Share Incentive Plan by Shareholders' approval in order to advance the interests of current and future stockholders of American Lighting, by enhancing American Lighting's ability to attract, retain and motivate persons who make (or are expected to make) important contributions to American Lighting by providing such persons with equity ownership opportunities and thereby better aligning the interests of such persons with those of the Company's stockholders. The Subsidiary Share Incentive Plan is valid for ten years after its adoption. The eligible persons include the employees, consultants, and directors of American Lighting or any parent or subsidiary of American Lighting.

Subject to adjustment under the Subsidiary Share Incentive Plan, awards may be made under the Subsidiary Share Incentive Plan covering up to 3,632 shares of common stock (all of which may, but need not, be granted as incentive stock options, subject to any limitations under the Internal Revenue Code of 1986), which is equal to 10% of the issued and outstanding shares of Common Stock on the date when the Subsidiary Share Incentive Plan is adopted and approved by the Shareholders and as at the date of this annual report. If any award expires or lapses or is terminated, surrendered or cancelled without having been fully exercised or is forfeited in whole or in part (including as the result of shares of common stock subject to such award being repurchased by the Company at or below the original issuance price), in any case in a manner that results in any shares of common stock covered by such award not being issued or being so reacquired by the Company, the unused Common Stock covered by such award shall again be available for the grant of awards under the Subsidiary Share Incentive Plan.

The total number of shares of common stock issued and to be issued upon the exercise of options granted and to be granted to each Service Provider (as defined in the Subsidiary Share Incentive Plan) (including both exercised and outstanding options) in any period of twelve (12) consecutive months up to and including the date of grant shall not exceed 1% of shares of common stock in issue as at the date of grant. The Company may grant further options in excess of such limit set out in subject to approval by the Shareholders in general meeting in accordance with the Listing Rules, at which the Service Provider involved and its close associates (or the Service Provider's associates if the Service Provider is a connected person) shall be required to abstain from voting.

The Administrator (as defined in the Subsidiary Share Incentive Plan) shall establish the exercise price of each Option and specify the exercise price in the applicable award agreement. The exercise price shall be not less than 100% of the Option Exercise Price, which means, as of any date, the price per share of common stock payable on the exercise of the option and determined as follows: (i) if the common stock is listed on any established stock exchange (including but not limited to) a National Securities Exchange (within the meaning of the Exchange Act); the Option Exercise Price shall be the greater of (A) the closing sales price for such common stock as quoted on such exchange on the date of grant of the option, or if no sale occurred on such date, the first market trading day immediately prior to such date during which a sale occurred; and (B) the average closing sales price for such common stock as quoted on such exchange for the five business days preceding the date of grant of option, or if no sale occurred on such date, the first market trading day immediately prior to such date during which a sale occurred, as the prices contemplated by the preceding clauses (A) and (B) are reported in The Wall Street Journal or such other source as the board of American Lighting deems reliable; (ii) if the common stock is not listed on a stock exchange but is quoted on a national market system or other quotation system, the Option Exercise Price shall be the last sales price for such common stock on the date of grant of the option, or if no sales occurred on such date, then on the date immediately prior to such date on which sales prices are reported, as reported in The Wall Street Journal or such other source as the board of American Lighting deems reliable; or (iii) in the absence of an established market for the common stock, the Option Exercise Price shall be determined by the board of American Lighting in its sole discretion.

Notwithstanding anything to the contrary herein, in the event that an award of options is made (a) on or after the date that American Lighting has resolved to seek the listing, or (b) during the six month period immediately preceding the date on which American Lighting files an application for Listing, and the Listing occurs concurrent with the offer and sale of the common stock, then the Option Exercise Price shall be the higher of (a) the offering price for the shares of common stock to be issued in connection with the listing, and (b) the exercise price in the applicable award agreement.

Details of the share options under the Subsidiary Share Incentive Plan during the Period are set forth as below:

Category of participants	Date of grant	Exercise price per share (US$)	Outstanding at 1 January 2015	Granted during the year	Exercise during the year	Forfeited/ Lapsed during the year	Outstanding at 31 December 2015
Directors							
Mr. Seah Han Leong	30 June 2015	330	–	363	–	–	363
Mr. Pan Jin	30 June 2015	330	–	363	–	–	363
Employees	30 June 2015	330	–	2,143	–	–	2,143

Note:

(1) The Stock Options granted have an exercisable term of 10 years and vest as follows: (i) thirty percent (30%) of the total number of shares subject to the Stock Options vest and become exercisable on the first (1st) anniversary of 30 June 2015 (the "Vesting Commencement Date"); (ii) an additional thirty percent (30%) of the total number of shares subject to the Stock Options vest and become exercisable on the second (2nd) anniversary of the Vesting Commencement Date; and (iii) the remaining unvested forty percent (40%) of the total number of shares subject to the Stock Options vest (and, as a result, the Stock Options become fully vested) on the third (3rd) anniversary of the Vesting Commencement Date; provided in each case that the Grantee continues to provide services to the Company, American Lighting or Tivoli, LLC ("Tivoli"), as the case may be, as of each such vesting date and that the board of directors of American Lighting has determined in its sole discretion that performance criteria, if any, that has been specified by the board of directors and agreed to by the Grantee, has been satisfied.

Save as disclosed above, no share option under the Subsidiary Share Incentive Plan was granted, exercised, lapsed, or cancelled during the year.

Further details of the Subsidiary Share Incentive Plan are set out in note 30 to the financial statements.

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

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities for the year ended 31 December 2015.

MANAGEMENT CONTRACTS

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

CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholders during the year ended 31 December 2015.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party, and in which a Director of the Company or an entity connected with a Director had a material interest in, whether directly or indirectly, subsisted at the end of the financial year under review or at any time during the financial year save as disclosed under the sub-section headed "Connected Transaction" below and "Related Party Transactions" in note 34 to the financial statements.

USE OF PROCEEDS

The Company did not undertake any equity fund raising in the past 12 months immediately prior to the date of this report.

MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31 December 2015, the largest supplier accounted for 5.0% of the Group's purchases and the five largest suppliers accounted for 17.9% of the Group's total purchases. The largest customer accounted for 3.8% of the Group's total revenue and the five largest customers accounted for 12.8% of the Group's total revenue.

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has an interest in the Group's five largest suppliers and customers.

CORPORATE GOVERNANCE

Details of corporate governance are set out in the section headed "Corporate Governance Report" on pages 31 to 41 of the annual report.

COMPENSATION POLICY

The compensation package for each employee is structured in a way to attract and retain the best talents available, and will contain a combination or modification of some or all of the following four main components:

I. Basic salary

Basic salary and wage rate ranges are established for each position by evaluating the responsibilities and the duties required to be performed. The actual salary or wage rate for the person filling the position is determined based on the experience and ability of the individual selected for the position.

The basic salary and wage rate ranges are reviewed periodically with reference to the prevailing market level and similar positions of competitors in the relevant industry. The actual salaries and wage rates of employees are reviewed annually and may be adjusted from time to time based on the cost of living and financial performance of the Company.

Salaries and wages are basic compensation and not intended to reward performance, either individually or corporately. Performance is rewarded through the other components of the compensation plan.

II. Incentive bonus

Incentive bonus is linked to individual and corporate performance. Every year, profitability and other corporate performance targets are set and incentive bonuses will only be paid for that year if the targets are achieved.

The incentive bonus for each employee is determined with reference to his/her position and his/her individual performance during the year.

III. 2006 Share Option Scheme and Subsidiary Share Incentive Plan

The Company adopted the 2006 Share Option Scheme and the Subsidiary Share Incentive Plan on 20 November 2006 and 2 April 2016, respectively. For further details, please refer to the paragraphs headed "Share Option Scheme" and "Subsidiary Share Incentive Plan" hereof.

IV. Other benefits

In addition to the above three main components, the Group offers other customary and/or mandatory benefits to employees, such as retirement fund scheme, medical benefits, insurance and paid holiday, with reference to prevailing industry practices in the relevant jurisdictions.

AUDITORS

KPMG will retire and, being eligible, offer themselves for reappointment. A resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float of not less than 25% of the Company's issued Shares as required under the Listing Rules for the year ended 31 December 2015.

BANK LOANS

Details of bank loans of the Company and the Group as at 31 December 2015 are set out in note 26 to the financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, some of which are inherent to LED lighting industry and some are from external sources. For further details, please refer to the section headed "Management, Discussion and Analysis".

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

For details of relationship with the employees, customers and suppliers, please refer to the paragraphs headed "compensation policy" and "major suppliers and customers" in this section.

ENVIRONMENTAL POLICIES

The Group is specialized in providing energy saving and environmentally-friendly products. The Group strives to operate in compliance with the relevant environmental regulations and rules. During the year ended 31 December 2015 and up to the date of this report, the Group does not have any violation of relevant environmental regulations and rules which gives rise of significant impact to the Group's development, performance and businesses.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the mainland China, while the Company itself is listed on the Stock Exchange. The Group's establishment and operations accordingly shall comply with relevant laws and regulations in the mainland China, including environment protection laws, standardization laws, product quality laws, product safety laws, regulations on administration of compulsive product certification and the laws in Hong Kong. During the year ended 31 December 2015 and up to the date of this report, the Group has complied with all the relevant laws and regulations in the mainland China and Hong Kong in all material aspects.

In addition, the Group retains outside counsels and would seek legal advice from them in case of any issues.

PERMITTED INDEMNITY PROVISION

Article 167(1) of the Company's articles of association provides that the directors, secretary and other officers and every Auditor for the time being of the Company and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and everyone of them, and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

IMPORTANT EVENT AFTER THE PERIOD

On 20 January 2016, the Company was notified by THTF ES, a controlling shareholder and which is wholly owned by Tsinghua Tongfang that THTF ES has acquired an aggregate of 347,668,000 Shares of the Company at HK$1.18 per Share on 20 January 2016 ("**Increase in Shareholding**"). Immediately after the Increase in Shareholding, the shareholding of Tsinghua Tongfang in the Company, by virtue of its indirect 100% interest in THTF ES and its direct 100% interest in Resuccess, increased from approximately 51.75% to approximately 69.68%.

On behalf of the Board

Fan Xin
Chairman
22 March 2016

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE CODE

The Company is committed to the establishment of good corporate governance practices and procedures with a view to being a transparent and responsible organization which is open and accountable to the Shareholders.

Throughout the year ended 31 December 2015, the Company complied with the code provisions and, where appropriate, adopted the recommended best practices as set out in the Corporate Governance Code in Appendix 14 to the Listing Rules.

BOARD OF DIRECTORS

The overall management of the Company's operation is vested in the Board.

The Board takes overall responsibility to oversee all major matters of the Group, including the formulation and approval of all policy matters, overall strategic development of the Group, monitoring and controlling the Group's operation and financial performance, internal control and risk management systems, and monitoring of the performance of the senior management. The Directors have to make decisions objectively in the interests of the Company.

The Board exercises a number of authorities which include:

– Formulating the Group's long-term strategy;

– Approving major acquisitions, disposals and capital investment;

– Reviewing operational and financial performance;

– Approving financial results and public announcements;

– Reviewing the effectiveness of internal control;

– Authorizing material borrowings;

– Deciding dividend policy;

– Any issue or repurchase of the Company's securities under general mandate;

– Approving appointment to the Board and senior management;

– Deciding the Group's remuneration policy;

To assist in fulfilling its duties and responsibilities, the Board established four committees, namely the audit committee, the remuneration committee, the nomination committee and risk management and regulatory compliance committee (previously known as "regulatory compliance committee").

The day-to-day management, administration and operation of the Company are delegated to the chief executive officer and the senior management of the Company. The delegated functions and work tasks are periodically reviewed.

Board Composition

The Board currently comprises eight Directors, consisting of four executive Directors, Mr. Fan Xin (the chairman of the Board), Mr. Wang Liang Hai, Mr. Seah Han Leong and Mr. Pan Jin, one non-executive Director, Mr. Liu Wei Dong and three independent non-executive Directors, Mr. Fan Ren Da Anthony, Mr. Liu Tian Min and Ms. Li Ming Qi. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director is suitably qualified for his position, and has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. Biographical information of the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

To the best knowledge of the Company, there is no other financial, business or family relationship among the members of the Board.

The Company has complied with Rule 3.10(1) of the Listing Rules to appoint at least three independent non-executive Directors. The Company has appointed three independent non-executive Directors representing more than one-third of the Board and is in compliance with Rule 3.10A of the Listing Rules.

Independent Non-Executive Directors

Independent non-executive Directors have played a significant role in the Board by bringing their independent judgment at the Board meeting and scrutinizing the Group's performance. Their views carry significant weight in the Board's decision, in particular, they bring an impartial view to bear on issues of the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advices to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management so that all interests of Shareholders can be taken into account, and the interests of the Company and its Shareholders can be protected.

The Board has three independent non-executive Directors with one of them, Ms. Li Ming Qi, one of the independent non-executive Directors, possesses appropriate professional accounting qualifications or financial management expertise in accordance with Rule 3.10(2) of the Listing Rules.

The Company has received annual confirmations of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all the independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

Board Diversity Policy

Pursuant to the code provisions of the Corporate Governance Code relating to board diversity which has come into effect since 1 September 2013, the Board approved a new board diversity policy (the "Board Diversity Policy") on 1 April 2013. The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

Model Code

The Company has also adopted the Model Code set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. Having made specific enquiry with all Directors of the Company, all Directors confirmed that they have complied with the required standard set out in the Model Code regarding directors' securities transactions for the year ended 31 December 2015.

Training and Support for Directors

All Directors must keep abreast of their collective responsibilities. Any newly appointed Director would receive an induction package covering the Group's operations, businesses, governance policies and the statutory regulatory obligations and responsibilities of a director of a listed company.

The Directors have been informed of the requirement under code provision A.6.5 of the Corporate Governance Code regarding continuous professional development. According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the new requirement of the Corporate Governance Code on continuous professional development for the year ended 31 December 2015:

	Corporate Governance/Updates on Laws, Rules and Regulations		Accounting/Financial/Management or Other Professional Skills	
Name of Director	Read materials	Attend Seminars/ Briefings	Read materials	Attend Seminars/ Briefings
Executive Directors				
Mr. Fan Xin	✓	✓	✓	✓
Mr. Wang Liang Hai	✓	✓	✓	✓
Mr. Seah Han Leong	✓	✓	✓	✓
Mr. Pan Jin	✓	✓	✓	✓
Mr. Lu Zhi Cheng (resigned on 9 October 2015)	✓	✓	✓	✓
Mr. Ben Fan (resigned on 20 January 2016)	✓	✓	✓	✓
Non-executive Director				
Mr. Liu Wei Dong	✓	✓	✓	✓
Independent non-executive Directors				
Mr. Fan Ren Da Anthony	✓	✓	✓	✓
Mr. Liu Tian Min	✓	✓	✓	✓
Ms. Li Ming Qi	✓	✓	✓	✓

Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

Meetings

All Directors are regularly updated on governance and regulatory matters. There is an established procedure for Directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties.

The Board meets regularly throughout the year ended 31 December 2015 to review the overall strategy and to monitor the operation as well as the financial performance of the Group. The Chairman focuses on Group strategy and is responsible for chairing and managing the efficient operation of the Board and ensuring that all key issues are considered by the Board in a timely manner. Notice of at least 14 days has been given to all Directors for all regular Board meetings and the Directors can include matters for discussion in the agenda whenever they consider appropriate and necessary. Agenda and accompanying Board papers in respect of regular Board meetings are dispatched in full to all Directors within a reasonable time before the meeting. Directors have to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at board meetings and abstain from voting as appropriate. 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 the company secretary. All Directors have free access to board papers and related materials, and are provided with adequate information in a timely manner, enabling the Board to make informed decision on matters placed before it.

The individual attendance record of each Director at the meetings of the Board and the general meetings during the year ended 31 December 2015 is set out below:

Name of Director	Attendance/Number of Board Meeting(s)	Attendance/Number of General Meeting(s)
Executive Directors		
Mr. Fan Xin *(chairman)*[1]	4/8	0/3
Mr. Wang Liang Hai	8/8	2/3
Mr. Seah Han Leong	8/8	3/3
Mr. Pan Jin	8/8	3/3
Mr. Lu Zhi Cheng[1]	4/8	1/3
Mr. Ben Fan[2]	4/8	1/3
Non-executive Director		
Mr. Liu Wei Dong	8/8	0/3
Independent non-executive Directors		
Mr. Fan Ren Da Anthony	8/8	2/3
Mr. Liu Tian Min	8/8	1/3
Ms. Li Ming Qi	8/8	3/3

Notes:

(1) Mr. Lu Zhi Cheng resigned as an executive Director and chairman of the Board on 9 October 2015 and Mr. Fan Xin was appointed as an executive Director and chairman of the Board on the same date.

(2) Mr. Ben Fan resigned as an executive Director on 20 January 2016.

Appointments, Re-election and Removal of Directors

Each of the executive Directors of the Company has entered into a service contract with the Company for a specific term of three years commencing from 25 August 2014 (except that Mr. Fan Xin has entered into a service contract with the Company on 9 October 2015) and will automatically continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

The non-executive Director of the Company has entered into a service contract with the Company for a specific term of three years commencing from 25 August 2014 and will continue thereafter until terminated by not less than two months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

Each of the independent non-executive Directors of the Company has entered into a service contract with the Company for a specific term of three years commencing from 25 August 2014 and will thereafter until terminated by not less than two months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

During the year ended 31 December 2015, none of the Directors have waived their emoluments in relation to their services respectively.

The above service contracts are subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the articles of association of the Company.

The articles of association of the Company provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for reelection.

According to Article 87(1) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company. According to Article 87(2), the retiring Director shall be eligible for re-election.

In addition, according to Article 86(3), any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Article 87(1) of the Articles of Association, Mr. Seah Han Leong, Mr. Pan Jin, Mr. Liu Tian Min shall retire by rotation at the AGM and, being eligible, will offer himself for re-election at the AGM.

In accordance with Article 86(3), Mr. Fan Xin will retire at the AGM and, being eligible, will offer himself for re-elections at the AGM.

Board Committees

The Board has established (i) audit committee; (ii) remuneration committee; (iii) nomination committee and (iv) risk management and regulatory compliance committee (previously known as "regulatory compliance committee"), with defined terms of reference. The terms of reference of the board committees which explain their respective role and the authority delegated to them by the Board are available on the website of the Company at http://www.neo-neon.com and the website of the Stock Exchange at www.hkexnews.hk. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance in appropriate circumstances, at the Company's expenses.

Audit Committee

The Company established an audit committee with written terms of reference. The audit committee currently comprises of three members, being all independent non-executive Directors, Mr. Fan Ren Da Anthony, Mr. Liu Tian Min and Ms. Li Ming Qi. Ms. Li Ming Qi is the chairman of the audit committee. The primary duties of the audit committee are to make recommendation to the Board on the appointment and removal of external auditors, review the financial statements and material advice in respect of financial reporting, and oversee the internal control and risk management systems of the Company. Their composition and written terms of reference are in line with the Corporate Governance Code.

The Group's unaudited interim results for the six months ended 30 June 2015 and the audited annual results for the year ended 31 December 2015, respectively have been reviewed by the audit committee, which was of the opinion that the preparation of the relevant financial statements complied with the applicable accounting standards and requirements and that adequate disclosure has been made. The audit committee has also reviewed the accounting principles and practices adopted by the Group, and selection and appointment of the external auditors. In addition, the audit committee reviewed the internal control systems of the Group during the year ended 31 December 2015.

On 4 December 2015, the Board adopted the updated terms of reference of the audit committee so that the audit committee shall also oversee the risk management system of the Group starting from 1 January 2016.

During the year ended 31 December 2015, two meetings were held by the audit committee. The individual record of each member of the audit committee at the meetings of the audit committee is set out below:

Name of Director	Attendance/Number of Committee Meeting(s)
Ms. Li Ming Qi	2/2
Mr. Fan Ren Da Anthony	2/2
Mr. Liu Tian Min	2/2

Remuneration Committee

The Company established a remuneration committee on with written terms of reference. The remuneration committee comprises of four members, namely, Mr. Fan Xin, an executive Director, and three independent non-executive Directors, Mr. Fan Ren Da Anthony, Mr. Liu Tian Min and Ms. Li Ming Qi. Mr. Liu Tian Min is the chairman of the remuneration committee. The primary duties of the remuneration committee are to advise the Board on the Group's overall policy and structure for the remuneration of Directors and senior management, and ensures that no Director or any of his associate is involved in deciding his/her own remuneration. Their composition and written terms of reference are in line with the Corporate Governance Code.

During the year ended 31 December 2015, the remuneration committee reviewed the remuneration packages of the Directors and the senior management.

During the year ended 31 December 2015, four meetings were held by the remuneration committee. The individual record of each member of the remuneration committee at the meeting of the remuneration committee is set out below:

Name of Director	Attendance/Number of Committee Meeting(s)
Mr. Liu Tian Min	4/4
Mr. Fan Xin[(1)]	2/4
Mr. Fan Ren Da Anthony	4/4
Ms. Li Ming Qi	4/4
Mr. Lu Zhi Cheng[(1)]	2/4

Note:

(1) Mr. Lu Zhi Cheng resigned as a member of the remuneration committee on 9 October 2015 and Mr. Fan Xin was appointed as a member of the remuneration committee on the same date.

Nomination Committee

The Company established a nomination committee on with written terms of reference. The nomination committee currently comprises of four members, namely, Mr. Fan Xin, an executive Director and three independent non-executive Directors, Mr. Fan Ren Da Anthony, Mr. Liu Tian Min and Ms. Li Ming Qi. Mr. Fan Xin is the chairman of the nomination committee. The primary duties of the nomination committee are to review the structure, size and composition of the Board on a regular basis and to recommend to the Board the suitable candidates for directors after consideration of the nominees' independence and quality in order to ensure the fairness and transparency of all nominations. In identifying suitable director candidates and making such recommendations to the Board, the nomination committee would also take into account various aspects of a candidate, including but not limited to his/her education background, professional experience, experience with the relevant industry and past directorships. Their composition and written terms of reference are in line with the Corporate Governance Code.

The nomination committee reviewed the structure, size and composition of the Board, during the year ended 31 December 2015.

During the year ended 31 December 2015, two meetings were held by the nomination committee. The individual record of each member of the nomination committee at the meeting of the nomination committee is set out below:

Name of Director	Attendance/Number of Committee Meeting(s)
Mr. Fan Xin[1]	1/2
Mr. Fan Ren Da Anthony	2/2
Mr. Liu Tian Min	2/2
Ms. Li Ming Qi	2/2
Mr. Lu Zhi Cheng[1]	1/2

Note:

(1) Mr. Lu Zhi Cheng resigned as a member and the chairman of the nomination committee on 9 October 2015 and Mr. Fan Xin was appointed as a member and the chairman of the nomination committee on the same date.

Risk Management and Regulatory Compliance Committee

The Company established a risk management and regulatory compliance committee (previously known as "regulatory compliance committee") on with written terms of reference. The regulatory compliance committee currently comprises of eight members, being all Directors of the Company with Mr. Fan Ren Da Anthony acting as the chairman of the risk management and regulatory compliance committee. The primary duties of the risk management and regulatory compliance committee are to monitor the risk management system of the Company and compliance of the Company's existing or future business, and review and make recommendations on the compliance of applicable laws and regulations, including matters relating to the Listing Rules.

During the year ended 31 December 2015, the risk management and regulatory compliance committee regularly reported to the Board on any alleged frauds and non-compliances, internal control deficiencies or alleged violation of laws, regulations and rules. The risk management and regulatory compliance committee is authorised by the Board to seek relevant information from the management of the Company to achieve its objectives, duties and responsibilities, and all employees must cooperate to meet its needs.

During the year ended 31 December 2015, no meeting was held by the risk management and regulatory compliance committee.

Corporate Governance function

The Company's corporate governance function is carried out by the Board. The duties of the corporate governance committee include: (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report.

During the year ended 31 December 2015, the Board reviewed the compliance with the code provisions and the recommended best practices under the Corporate Governance Code and give considered reasons for any deviation.

Company Secretary

The secretary of the Company is Mr. Leung Lok Wai, who was appointed on 2 March 2016. Mr. Leung has been informed of the requirement of the Rule 3.29 of the Listing Rules. Mr. Leung has informed the Company that he took more than 15 hours of training covering corporate governance and accounting matters. The Company considers that the training of the company secretary is in compliance with the requirements under Rule 3.29 of the Listing Rules.

FINANCIAL REPORTING

The Board, supported by the chief financial officer and the finance department, is responsible for the preparation of the financial statements of the Company and the Group for each financial year which shall give a true and fair view of the financial position, performance and cash flow of the Company and its subsidiaries for that year. The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of KPMG, the Company's external auditors, on the financial statements are set out in the section headed "Independent Auditors' Report" in this annual report.

Auditor's Remuneration

The audit committee of the Board is responsible for making recommendation to the Board on the appointment, re-appointment and removal of the authorized external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of the external auditors. The Company engages KPMG as its external auditors. Details of the fees paid/payable to KPMG for the year ended 31 December 2015 are as follows.

	RMB'000
Audit services	2,362
Non-audit services	176
	2,538

Note: The non-audit services mainly covered review service.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for maintaining an adequate system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal control system to safeguard the interest of Shareholders and the Company's assets.

The Group's internal control system is designed in consideration of the nature of business as well as the organization structure. The system is designed to manage rather than eliminate the risk of failure in operational systems and to provide reasonable, but not absolute, assurance against material misstatement or loss. The system is designed further to safeguard the Group's assets, maintain appropriate accounting records and financial reporting, maintain efficiency of operations and ensure compliance with applicable laws and regulations.

The Board and management held its half-year and annual review of internal controls as required under C.2.1 of the Corporate Governance Code. The audit committee meetings provided an opportunity for direct communication between audit committee members and the Company's management and internal audit manager. The Company regarded the annual audit committee meeting as an important event in which the Chairman and all members of audit committee would make an effort to attend. External auditors were also invited to attend the Company's audit committee meetings and were also available to assist the Directors in addressing queries from external auditors relating to the conduct of the audit and the preparation and content of their auditor report.

The Directors have reviewed the need for an internal audit function and are of the view that it would be more cost effective to recruit professionals to perform internal audit functions for the Group. Currently an in-house internal audit function was set up within the Group to review its system of internal controls annually.

On 4 December 2015, the Board adopted the updated terms of reference of the audit committee so that the audit committee shall also oversee the risk management systems of the Group starting from 1 January 2016.

INVESTOR AND SHAREHOLDER RELATIONS

The Company endeavors to continue maintaining a high level of transparency in communicating with Shareholders and the investment community at large. Briefings and meetings with institutional investors and analysts are conducted regularly. The Company is committed to maintain an open and effective investor communication policy and to update investors on relevant information on its business on a timely manner, subject to relevant regulatory requirements.

In order to ensure effective, clear and accurate communications with the investors and analysts, all corporate communications are arranged and handled by the chief financial officer of the Company.

Financial information and all shareholder corporate communications of the Company are made available on the Company's website at http://www.neo-neon.com and updated regularly on a timely basis.

The Board and management shall ensure Shareholders' right and all Shareholders are treated equitably and fairly.

The Company has announced its half-year and annual results in a timely manner, which is well before the time limits set out in the Listing Rules. Separate resolutions will be proposed at the general meetings on each substantially separate issue, including the re-election of individual Directors.

The annual general meeting will provide an opportunity for direct communication between the Board and the Company's Shareholders. The Company regards the annual general meeting as an important event in which the chairman and all Directors will make an effort to attend. External auditors shall also be invited to attend the Company's annual general meeting and are also available to assist the Directors in addressing queries from Shareholders relating to the conduct of the audit and the preparation and content of their auditor report. All Shareholders are given prior notice on timely basis together with a detailed agenda. The Board, according to the Listing Rules, will conduct voting at the forthcoming AGM by poll. The results of the Company will be declared at the meeting, and announced timely on the Stock Exchange's website and the Company's website.

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene an extraordinary general meeting and putting forward proposals at shareholders' meeting

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition (the "Requisition") to the Board or the company secretary to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in the Requisition. The Requisition shall be deposited at the principal place of business in Hong Kong (Unit 806-810, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong). The extraordinary general meeting shall be held within two (2) months after the deposit of the Requisition. If within twenty-one (21) days of deposit of the Requisition, the Board fails to proceed to convene the extraordinary general meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures by which enquiries may be put to the Board

Shareholders may put forward enquiries to the Board through Mr. Leung Lok Wai or Mr. Seah Han Leong who will direct the enquiries to the Board for handling. The contact details are as follows:

Address: Unit 806-810, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong
Email: investors@neo-neon.com
Tel No.: (852) 3565 5980
Fax No.: (852) 2786 2479

FAMILY MEMBERS AND CLOSE PERSONAL RELATIONSHIPS

The Board recognises that talents, relevant experience and skills are the most important considerations in executive officers and staff selection. It is the Group's policy that job positions are filled by suitably qualified candidates selected through internal promotions or from the open market on the merits of qualification, experience, skills and achievements. No employee is hired on account of family or close personal connection to any Board member.

CONSTITUTIONAL DOCUMENTS

There has been no significant change in the Company's constitutional documents during the year ended 31 December 2015.

INDEPENDENT AUDITOR'S REPORT



INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF NEO-NEON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Neo-Neon Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 44 to 120, which comprise the consolidated statement of financial position as at 31 December 2015, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the 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.

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2015 and of the Group's financial performance 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 the Hong Kong Companies Ordinance.

KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

22 March 2016

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2015
(Expressed in Renminbi ("RMB"))

	Note	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Revenue	6	**602,438**	558,173
Cost of goods sold		**(435,150)**	(509,765)
Gross profit		**167,288**	48,408
Other income		**10,262**	7,457
Other gains and losses	7(a)	**63,603**	3,444
Other expenses	7(b)	**(4,751)**	(18,511)
Impairment losses recognised in respect of property, plant and equipment	8	**–**	(32,737)
Distribution and selling expenses		**(88,527)**	(68,554)
Administrative expenses		**(135,607)**	(124,864)
Finance costs	9	**(2,693)**	(4,174)
Share of losses of associates and a jointly controlled entity		**(99)**	(6,409)
Profit/(loss) before taxation	10	**9,476**	(195,940)
Income tax	12	**(4,991)**	(4,186)
Profit/(loss) for the year		**4,485**	(200,126)
Other comprehensive income for the year			
Items that may be reclassified subsequently to profit or loss:			
– exchange differences arising on translation of financial statements of overseas subsidiaries, net of nil tax		**19,373**	(5,406)
Total comprehensive income for the year		**23,858**	(205,532)
Profit/(loss) for the year attributable to			
– owners of the Company		**5,817**	(196,048)
– non-controlling interests		**(1,332)**	(4,078)
		4,485	(200,126)
Total comprehensive income for the year attributable to			
– owners of the Company		**25,021**	(201,826)
– non-controlling interests		**(1,163)**	(3,706)
		23,858	(205,532)
		RMB cents	RMB cents
Earnings/(loss) per share	13		
– Basic and diluted		**0.30**	(13.11)

The notes on pages 50 to 120 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015
(Expressed in RMB)

	Note	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Non-current assets			
Investment properties	14	**14,700**	15,300
Property, plant and equipment	15	**231,803**	244,143
Prepaid lease payments	16	**38,097**	58,049
Goodwill	17	**8,109**	7,661
Intangible assets	18	**23,853**	16,292
Interests in associates	19	**1,345**	1,444
Available-for-sale investments	20	**2,308**	3,126
Financial asset at fair value through profit or loss	21	**105,380**	105,500
Deposits made on acquisition of property, plant and equipment		**1,341**	4,380
		426,936	455,895
Current assets			
Inventories	22	**189,174**	170,024
Trade and other receivables	23	**210,922**	218,500
Tax recoverable	12	**11,943**	4,159
Pledged bank deposits	24	**20,353**	1,167
Cash and cash equivalents	24	**615,663**	674,806
		1,048,055	1,068,656
Current liabilities			
Trade and other payables	25	**194,373**	250,179
Taxation payable		**4,094**	4,827
Bank borrowings repayable within one year	26	**95,129**	112,783
		293,596	367,789
Net current assets		**754,459**	700,867
Total assets less current liabilities		**1,181,395**	1,156,762

The notes on pages 50 to 120 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015
(Expressed in RMB)

	Note	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Non-current liabilities			
Government grants	27	**13,914**	15,811
Deferred taxation	28	**3,997**	4,194
		17,911	20,005
Net assets		**1,163,484**	1,136,757
Capital and reserves			
Share capital	29	**171,897**	171,897
Reserves		**990,713**	962,021
Equity attributable to owners of the Company		**1,162,610**	1,133,918
Non-controlling interests		**874**	2,839
Total equity		**1,163,484**	1,136,757

Approved and authorised for issue by the board of directors on 22 March 2016.

Fan Xin
Director

Seah Han Leong
Director

The notes on pages 50 to 120 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015
(Expressed in RMB)

	Attributable to owners of the Company											
	Share capital	Share premium	Capital redemption reserve (Note (i))	Special reserve (Note (ii))	Share compensation reserve (Note (iii))	Share options reserve	Translation reserve	Other reserve (Note (iv))	Accumulated losses	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 April 2014	92,317	1,628,288	255	55,238	50,024	67,793	(272,192)	(7,699)	(995,088)	618,936	6,234	625,170
Loss for the nine months ended 31 December 2014	–	–	–	–	–	–	–	–	(196,048)	(196,048)	(4,078)	(200,126)
Other comprehensive income	–	–	–	–	–	–	(5,778)	–	–	(5,778)	372	(5,406)
Total comprehensive income	–	–	–	–	–	–	(5,778)	–	(196,048)	(201,826)	(3,706)	(205,532)
Issuance of new shares (note 29)	79,580	636,640	–	–	–	–	–	–	–	716,220	–	716,220
Acquisition of non-controlling interest in a subsidiary	–	–	–	–	–	–	19	(521)	–	(502)	311	(191)
Recognition of equity-settled share based payments	–	–	–	–	–	1,090	–	–	–	1,090	–	1,090
Share option lapsed (note 30)	–	–	–	–	–	(68,883)	–	–	68,883	–	–	–
	79,580	636,640	–	–	–	(67,793)	19	(521)	68,883	716,808	311	717,119
At 31 December 2014	171,897	2,264,928	255	55,238	50,024	–	(277,951)	(8,220)	(1,122,253)	1,133,918	2,839	1,136,757
At 1 January 2015	171,897	2,264,928	255	55,238	50,024	–	(277,951)	(8,220)	(1,122,253)	1,133,918	2,839	1,136,757
Profit for the year	–	–	–	–	–	–	–	–	5,817	5,817	(1,332)	4,485
Other comprehensive income	–	–	–	–	–	–	19,204	–	–	19,204	169	19,373
Total comprehensive income	–	–	–	–	–	–	19,204	–	5,817	25,021	(1,163)	23,858
Disposal of a subsidiary	–	–	–	–	–	–	–	–	–	–	(802)	(802)
Recognition of equity-settled share based payments	–	–	–	–	–	3,671	–	–	–	3,671	–	3,671
	–	–	–	–	–	3,671	–	–	–	3,671	(802)	2,869
At 31 December 2015	171,897	2,264,928	255	55,238	50,024	3,671	(258,747)	(8,220)	(1,116,436)	1,162,610	874	1,163,484

Notes:

(i) Capital redemption reserve represents the amount by which the issued share capital of the Company is diminished through the repurchase of shares.

(ii) The special reserve represents the differences between the nominal amount of the shares issued by the Company and the Group's former holding company, THTF Lighting Group Limited ("THTF Lighting"), and the aggregate amount of share capital and share premium of the subsidiaries acquired pursuant to a corporate reorganisation in 1996 and a group reorganisation in preparation for the listing of the Company's shares in 2006.

(iii) Share compensation reserve represents the difference of fair value of certain THTF Lighting's shares (the "Shares") transferred to the Group's certain senior management by the Company's shareholders and the consideration paid by the senior management in obtaining the Shares in 2004.

(iv) Other reserve represents the difference between the consideration paid for acquiring additional interests in subsidiaries of the Company and the amount of interests acquired.

The notes on pages 50 to 120 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2015
(Expressed in RMB)

	Note	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Operating activities			
Profit/(loss) before taxation		**9,476**	(195,940)
Adjustments for:			
Interest income	10	**(3,434)**	(2,019)
Finance costs	9	**2,693**	4,174
Share of losses of associates		**99**	–
Share of loss of a jointly controlled entity		**–**	6,409
Gain on disposal of a subsidiary		**(1,797)**	–
Gain on disposal of available-for-sale investments		**(182)**	–
Depreciation and amortisation		**34,229**	29,366
Change in fair value of investment properties	14	**1,795**	(253)
Change in fair value of financial asset at fair value through profit or loss	21	**120**	–
Gain on disposal of property, plant and equipment and prepaid lease payments	7(a)	**(27,436)**	(52,751)
Impairment losses in respect of long-lived assets	8	**–**	32,737
Amortisation of government grants	27	**(4,147)**	(58)
Net allowance for inventories	22	**3,705**	37,945
Net (reversal of allowance for)/allowance for bad and doubtful debts	23	**(13,934)**	47,513
Equity-settled share based payments		**3,671**	1,090
Net exchange gain	7(a)	**(22,771)**	(1,519)
Operating cash flows before movements in working capital		**(17,913)**	(93,306)
(Increase)/decrease in inventories		**(22,855)**	76,696
Increase in tax recoverable		**(7,784)**	(13)
Decrease/(increase) in trade and other receivables		**17,116**	(39,744)
(Decrease)/increase in trade and other payables	25	**(9,577)**	910
Cash receipt of government grants	27	**2,250**	–
Cash used in operations		**(38,763)**	(55,457)
Income tax paid		**(5,921)**	(601)
Net cash used in operating activities		**(44,684)**	(56,058)

The notes on pages 50 to 120 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2015
(Expressed in RMB)

	Note	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Investing activities			
Interest received	10	**3,434**	2,019
Placement of pledged bank deposits		**(20,353)**	(977)
Release of pledged bank deposits		**1,167**	34,841
Purchase of property, plant and equipment		**(19,477)**	(12,318)
Proceeds from disposal of property, plant and equipment and prepaid lease payments	25	**18,935**	61,024
Additions of intangible assets		**(9,029)**	–
Acquisition of a subsidiary, net of cash and cash equivalents acquired		**–**	(16,349)
Cash received from loan receivable		**–**	34,901
Payment for financial asset at fair value through profit or loss		**–**	(105,500)
Disposal of a subsidiary		**(119)**	–
Net cash used in investing activities		**(25,442)**	(2,359)
Financing activities			
Proceeds from new bank loans		**27,193**	72,486
Repayment of bank loans		**(49,382)**	(137,775)
Interest paid	9	**(2,693)**	(4,174)
Acquisition of non-controlling interests of a subsidiary		**–**	(210)
Proceeds from issuance of shares		**–**	716,220
Net cash (used in)/generated from financing activities		**(24,882)**	646,547
Net (decrease)/increase in cash and cash equivalents		**(95,008)**	588,130
Cash and cash equivalents at the beginning of the year		**674,806**	89,434
Effect of foreign exchange rate changes		**35,865**	(2,758)
Cash and cash equivalents at the end of the year		**615,663**	674,806

The notes on pages 50 to 120 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

(Expressed in RMB unless otherwise indicated)

1 GENERAL

Neo-Neon Holdings Limited (the "Company") was incorporated and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands and acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 36. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and certain of its shares are listed as Depositary Receipts in Taiwan Stock Exchange.

The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

On 19 March 2014, a subscription agreement was entered into between the Company and Tsinghua Tongfang Co., Ltd. ("Tsinghua Tongfang") via THTF Energy-Saving Holdings Limited ("THTF ES") (an indirectly wholly-owned subsidiary of Tsinghua Tongfang), in relation to the subscription (the "Subscription") of 1,000,000,000 shares (representing approximately 106.46% of the then issued share capital of the Company) at the subscription price of Hong Kong Dollar ("HK$") 0.90 per share by THTF ES. The completion of the Subscription pursuant to the subscription agreement took place on 1 August 2014 and the consideration for the Subscription in the sum of HK$900,000,000 has been fully paid by THTF ES to the Company on 1 August 2014. Upon completion, THTF ES has subscribed for an aggregate of approximately 51.56% of the issued share capital of the Company.

By a special resolution passed at the Extraordinary General Meeting held on 5 January 2015, the Chinese name of the Company is changed from "真明麗控股有限公司" to "同方友友控股有限公司". The English name "Neo-Neon Holdings Limited" remains unchanged. The change of company name will not affect any of the right of the shareholders.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Company and its subsidiaries (collectively the "Group") is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(d) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Basis of preparation of the financial statements

The financial statements for the year ended 31 December 2015 comprise the Company and its subsidiaries (together referred to as the "Group") and Group's interest in associates and a joint venture.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

– investment property (see note 2(k)); and

– financial instruments classified as available-for-sale or as financial asset at fair value through profit or loss (see note 2(s)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

(c) Change in financial year end date

Pursuant to the announcement dated 19 November 2014, the Company changed its financial year end date from 31 March to 31 December. The change of the Company's financial year end date is to unify the financial year end date of the Company and its ultimate holding company, Tsinghua Tongfang, which is established in the People's Republic of China ("PRC"). Accordingly, the comparative figures (which cover a period of nine months from 1 April 2014 to 31 December 2014) for the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated cash flow statement and related notes are therefore not entirely comparable with those of the year ended 31 December 2015.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(d) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

– Amendments to HKAS 19, ***Employee benefits: Defined benefit plans: Employee contributions***

– ***Annual Improvements to HKFRSs 2010-2012 Cycle***

– ***Annual Improvements to HKFRSs 2011-2013 Cycle***

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

Amendments to HKAS 19, Employee benefits: Defined benefit plans: Employee contributions

The amendments introduce a relief to reduce the complexity of accounting for certain contributions from employees or third parties under defined benefit plans. When the contributions are eligible for the practical expedient provided by the amendments, a company is allowed to recognise the contributions as a reduction of the service cost in the period in which the related service is rendered, instead of including them in calculating the defined benefit obligation. The amendments do not have an impact on these financial statements as the Group does not operate defined benefit plans.

Annual Improvements to HKFRSs 2010-2012 Cycle and 2011-2013 Cycle

These two cycles of annual improvements contain amendments to nine standards with consequential amendments to other standards. Among them, HKAS 24, Related party disclosures has been amended to expand the definition of a "related party" to include a management entity that provides key management personnel services to the reporting entity, and to require the disclosure of the amounts incurred for obtaining the key management personnel services provided by the management entity. These amendments do not have an impact on the Group's related party disclosures as the Group does not obtain key management personnel services from management entities.

(e) Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted, being the change in proportionate share of the net book value of subsidiaries and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Changes in the Group's ownership interests in existing subsidiaries *(Continued)*

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

(f) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

– deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income taxes" and HKAS 19 "Employee benefits" respectively;

– liabilities or equity instruments related to share-based payment arrangements of the acquiree or share based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 "Share-based payment" at the acquisition date (see the accounting policy below); and

– assets (or disposal groups) that are classified as held for sale are measured in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations".

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(f) Business combinations *(Continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another standard.

(g) Goodwill

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a jointly controlled entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Joint ventures

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

The financial statements of jointly controlled entities used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of a jointly controlled entity recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a jointly controlled entity. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its jointly controlled entity, profits and losses resulting from the transactions with the jointly controlled entity are recognised in the Group's consolidated financial statements only to the extent of interests in the jointly controlled entity that are not related to the Group.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(j) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods 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.

Sales of goods are recognised when goods are delivered and title has passed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

Rental income from investment properties let under operating leases is recognised on a straight line basis over the period of the respective leases.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Investment properties

Investment properties are properties held to earn rentals and for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

(l) Property, plant and equipment

Property, plant and equipment including leasehold land and buildings held for use in the production or supply of goods, or for administrative purposes, other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and any identified impairment losses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is stated at cost which includes all development expenditure and other direct costs, attributable to such projects, less any recognised impairment loss.

They are not depreciated until completion of construction and the asset is ready for intended use. Cost of completed construction works is transferred to the appropriate category of property, plant and equipment.

Buildings are depreciated over their estimated useful lives or lease terms of the relevant leasehold land on a straight line basis, whichever is shorter.

For the leasehold land and buildings in Hong Kong, the cost of leasehold land and buildings is depreciated over their estimated useful lives of 50 years. The cost of buildings in the PRC is depreciated over 20 years.

Depreciation is recognised so as to write off the cost of other property, plant and equipment over their estimated useful lives, using the straight line method.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(m) Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the statement of financial position and is amortised over the lease term on a straight line basis except for investment properties under the fair value model.

(n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(o) Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(o) Intangible assets *(Continued)*

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(p) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

(r) Onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. When the Group has a contract that is onerous, the unavoidable costs under the contract is recognised and measured as a provision.

(s) Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when the Group has become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Financial instruments *(Continued)*

Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade and other receivable, pledged bank deposits and cash and cash equivalents) are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss ("FVTPL") represent financial assets held-for-trading. A financial asset is classified as held-for-trading if:

– it has been acquired principally for the purpose of selling in the near future; or

– it is part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

– it is a derivative that is not designated and effective as a hedging instrument.

Investments held-for-trading are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

Impairment of financial assets

Financial assets, other than investments held-for-trading, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Financial instruments *(Continued)*

Impairment of financial assets *(Continued)*

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

– significant financial difficulty of the issuer or counterparty; or

– breach of contract, such as default or delinquency in interest or principal payments; or

– it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For available-for-sale financial asset carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

The carrying amount of the loans and receivables is reduced by the impairment loss directly with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Financial instruments *(Continued)*

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities, including trade and other payables, and bank loans, are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(t) Impairment of tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. The impairment loss shall be allocated to reduce carrying amount of the assets comprising the CGU firstly to reduce the carrying amount of any goodwill allocated to the CGU, and then to the other assets within the CGU pro rata on the basis of the carrying amount of each asset in the CGU. When allocating an impairment loss to individual assets within a cash-generating unit, the carrying amount of an individual asset should not be reduced below the highest of its fair value less cost of disposal (if measureable), its value in use (if determinable), and zero. If this results in an amount being allocated to an asset which is less than its pro rata share of the impairment loss, the excess is allocated to the remaining assets within the cash-generating unit on a pro rata basis.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) 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 (or a cash-generating unit) in prior periods. A reversal of an impairment loss is recognised as income immediately.

(u) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from “loss before taxation” as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(u) Taxation *(Continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable loss. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. If the presumption is rebutted, deferred tax for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(v) Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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.

(w) Share-based payment transactions

Share options granted to employees, directors and non-executive directors

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

When the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to the accumulated losses.

(x) Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in RMB, which is the presentation currency for the consolidated financial statements. The functional currency of the Company is HK$.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(x) Foreign currencies *(Continued)*

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currency) are recorded at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are included in profit or loss for the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's operations are expressed in RMB using exchange rates prevailing at the end of the reporting period.

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

(y) Leasing

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

The Group as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight line basis.

(z) Retirement benefits costs

Payments to defined contribution retirement benefits plan are recognised as an expense when employees have rendered services entitling them to the contributions.

2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(aa) 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 the key management personnel of the Group or the Group's parent.

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

(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 employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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.

(bb) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the directors of the Company 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 may 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.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

Estimated impairment of property, plant and equipment

When there is indication that property, plant and equipment may be impaired, the Group estimates the recoverable amount of the relevant asset or the cash-generating unit ("CGU") to which the asset belongs. The amount of the impairment loss is measured as the difference between the asset's carrying amount and its recoverable amount. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU in which the relevant property, plant and equipment are attached to. The recoverable amount is higher of value in use and fair value less costs to sell. Value in use ("VIU") is the estimated future cash flows discounted to their present value using an appropriate discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU. Where there are changes in facts and circumstances which result in revisions of the estimated future cash flows for the purpose of determining the VIU, further impairment loss or reversal of impairment loss may arise. As at 31 December 2015, the carrying amount of property, plant and equipment is RMB231,803,000 net of accumulated depreciation and impairment of RMB1,756,562,000 (2014: RMB244,143,000 net of accumulated depreciation and impairment of RMB1,750,678,000).

Estimated impairment of intangible assets

Determining whether intangible assets are impaired requires an estimation of the recoverable amount of the relevant CGU to which intangible assets have been allocated. The recoverable amount is higher of value in use and fair value less costs to sell. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where there are unfavourable changes in facts and circumstances which result in revisions of the estimated future cash flows for the purpose of determining the value in use, further impairment loss may arise. For intangible assets, where there are favourable changes in value in use, reversal of impairment loss may arise. As at 31 December 2015, the carrying amount of intangible assets is RMB23,853,000 net of accumulated amortization of RMB111,240,000 (2014: RMB16,292,000 net of accumulated amortisation of RMB102,796,000).

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Allowance for bad and doubtful debts

The policy for allowance for doubtful debts of the Group is based on the evaluation of recoverability and aging analysis of each customer individually based on management's judgement. A net reversal of allowance for bad and doubtful debts amounted to RMB13,934,000 (2014: allowance for bad and doubtful debts amounted to RMB47,513,000) for the year ended 31 December 2015 was recognised in the profit or loss. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. If the financial condition of customers of the Group were improved and is able to repay the receivable, reversal of allowance may be required. The carrying amount of the Group's trade receivables as at 31 December 2015 is RMB96,794,000 net of allowance for bad and doubtful debts of RMB61,924,000 (2014: RMB87,931,000 net of allowance for bad and doubtful debts of RMB87,588,000).

Allowance for inventories

The management of the Group reviews an aging analysis and market demands of inventories at the end of each reporting period, and makes allowance for inventory obsolescence for items that are identified as obsolete, slow-moving and for inventories with net realisable values lower than their carrying amounts taking into account of market demands and the estimated selling prices. The allowance for inventories as at 31 December 2015 amounted to RMB303,493,000 (2014: RMB397,439,000). The management estimates the net realisable value for goods based primarily on the latest selling prices and current market conditions. The carrying amount of the inventories of the Group as at 31 December 2015 is RMB189,174,000 (2014: RMB170,024,000).

Taxation

As detailed in note 12, there are tax audit cases initiated on the Hong Kong tax affairs of certain group entities for which the ultimate tax determination is uncertain up to the issue of these financial statements. Where the final tax outcome of such cases is different from initial estimate, such differences will have material impact on the current income tax in the year when such a determination is made.

No tax provision is recognised in current year (2014: nil) as the directors of the Company are of the opinion that the tax audit exercise is still at a preliminary stage and that no profits tax is payable by the Group as the subsidiaries in question did not carry out any business, nor derive any profits, in Hong Kong except for one subsidiary which has Hong Kong operation with accumulated tax losses carried forward amounted to HK$101,008,000 (equivalent to approximately RMB82,271,000). Accordingly, no additional provision for Hong Kong Profits Tax is considered necessary in respect of the tax audit.

4 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders. The Group's overall strategy remains unchanged from prior year.

At the end of the year, the capital structure of the Group consisted of debts, net cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, issue of new shares and the raising of loans.

5 FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, available-for-sale investment, financial asset of fair value through profit or loss, pledged bank deposits, cash and cash equivalents, trade and other payables and bank loans. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), liquidity risk and credit risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities and inter-company balances, which expose the Group to foreign currency risk at the reporting date are as follows:

	Assets		Liabilities	
	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000	**At 31 December 2015 RMB'000**	At 31 December 2014 RMB'000
HK$	**1,891,073**	1,799,711	**2,906,750**	2,744,682
Renminbi ("RMB")	**275,030**	260,295	**691,863**	596,418
United States dollar ("US$")	**1,318,920**	1,081,654	**1,512,618**	1,287,724
New Taiwan dollar ("NT$")	**29,491**	27,953	**11,635**	11,942
Great British Pound ("GBP")	**8,107**	6,421	**7,789**	7,789
Japanese Yen ("JPY")	**4,607**	2,879	**4,439**	3,632

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise.

5 FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to currency of HK$, RMB and US$.

The following table details the Group's sensitivity to a 5% increase and decrease in HK$, RMB and US$ against the relevant functional currencies of the Group entities. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% change in foreign currency rates. The sensitivity analysis includes receivables, payables, inter-company balances and external loans where the denomination is in a currency other than the functional currency of the relevant Group entity. A negative number below indicates a decrease in profit before taxation for the year ended 31 December 2015 and an increase in loss before taxation for the nine months ended 31 December 2014 where HK$, RMB and US$ strengthen 5% against the functional currency of the respective Group entities. For a 5% weakening of HK$, RMB and US$ against the functional currency of the respective Group entities, there would be an equal and opposite impact.

HK$ impact		RMB impact		US$ impact	
Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000	**Year ended 31 December 2015 RMB'000**	Nine months ended 31 December 2014 RMB'000	**Year ended 31 December 2015 RMB'000**	Nine months ended 31 December 2014 RMB'000
(50,784)	(47,249)	**(20,842)**	(16,806)	**(9,685)**	(10,304)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year. The financial impact on exchange difference from GBP, JPY and NT$ is immaterial and therefore no sensitivity analysis has been prepared.

5 FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(ii) Interest rate risk

During the year, the Group was exposed to cash flows interest rate risk through the impact of the rate changes on floating interest rate bank loans.

The Group's cash flow interest rate risk was mainly concentrated on the fluctuation of Hong Kong Inter-Bank Offered Rate arising from the Group's US$ denominated borrowings.

The Group's cash and cash equivalents have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on cash and cash equivalents. The directors consider the Group's exposure of the short-term bank deposits to interest rate risk is not significant as they are within short maturity period.

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank borrowings (see note 26 for details of these borrowings). The management monitors interest rate exposure and will consider to repay the fixed-rate bank borrowings when significant interest rate exposure is anticipated.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank loans. The analysis is prepared assuming the amount of variable-rate bank loans outstanding at the end of the year was outstanding for the whole period.

If interest rates had been 30 basis points (2014: 30 basis points) higher and all other variables were held constant, the potential effects on profit before taxation for the year ended 31 December 2015 and loss before taxation for the nine months ended 31 December 2014 are as follows:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Decrease in profit/increase in loss	**223**	288

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

5 FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Liquidity risk management

The directors of the Company have built a liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting year.

	Weighted effective interest rate %	On demand RMB'000	Less than 1 year RMB'000	Total undiscounted cash flows RMB'000	Carrying Amount RMB'000
At 31 December 2015					
Non-derivative financial liabilities		44,529	128,873	173,402	173,402
Bank loans	2.25	–	97,269	97,269	95,129
		44,529	226,142	270,671	268,531
At 31 December 2014					
Non-derivative financial liabilities		16,769	202,362	219,131	219,131
Bank loans	2.15	–	115,208	115,208	112,783
		16,769	317,570	334,339	331,914

5 FINANCIAL INSTRUMENTS *(Continued)*

Financial risk management objectives and policies *(Continued)*

Credit risk

The Group's principal financial assets are trade and other receivables, pledged bank deposits and cash and cash equivalents, which represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are net of allowances for doubtful receivables, if any, estimated by the Group's management based on prior experience and their assessment of the current lighting industry environment.

In order to minimise the credit risk in relation to trade receivables, the management of the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because majority of the counterparties are mainly banks with high credit-ratings assigned by international credit-rating agencies and PRC state-owned banks with good reputation.

The Group has concentration of credit risk in trade receivables as 5.7% (2014: 14.3%) and 17.3% (2014: 47.8%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively.

Fair value

The Group measures the fair value of investment properties and financial asset at fair value through profit or loss at the end of the reporting period on a recurring basis. The HKFRS 13, Fair value measurement, disclosures of its investment properties and financial asset at fair value through profit or loss are presented in note 14 and note 21, respectively.

The carrying amounts of the Group's financial assets and liabilities carried at cost or amortised cost are not materially different from their fair value as at 31 December 2015 and 2014.

6 REVENUE AND SEGMENT INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services rendered. Specifically, the Group's reportable segments under HKFRS 8 are as follows:

LED decorative lighting	–	manufacture and distribution of LED decorative lighting products and incandescent decorative lighting products
General illumination lighting	–	manufacture and distribution of LED general illumination lighting products and entertainment lighting products
All others	–	distribution of lighting product accessories

During the year ended 31 December 2015, the chief operating decision maker of the Group changed the structure of internal reports they review regularly in allocating resources to segments and in assessing their performance. The incandescent decorative lighting segment is combined into the LED decorative lighting segment, while the LED general illumination lighting segment and the entertainment lighting segment are combined to form the general illumination lighting segment. The change in the basis of internal reports to the chief operating decision maker is to combine segments with similar economic characteristics for the purpose of a more efficient resources allocation and performance assessment. As a result of the above change, the corresponding figures of segment reporting for the nine months ended 31 December 2014 were restated to reflect the combination of segments.

Revenue represents the fair value of the consideration received and receivable for goods sold by the Group to external customers during the year.

6 REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Segment revenue		
LED decorative lighting	**415,681**	361,075
General illumination lighting	**183,845**	190,105
All others	**2,912**	6,993
	602,438	558,173
Segment results		
LED decorative lighting	**76,121**	(43,235)
General illumination lighting	**25,203**	(102,885)
All others	**716**	(1,467)
	102,040	(147,587)
Unallocated expenses	**(32,104)**	(30,160)
Unallocated other gains, losses and expenses	**(55,873)**	(7,863)
Finance costs	**(2,693)**	(4,174)
Change in fair value of investment properties	**(1,795)**	253
Share of losses of associates and a jointly controlled entity	**(99)**	(6,409)
Profit/(loss) before taxation	**9,476**	(195,940)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2. Segment profit/loss represents the profit/loss incurred by each segment without allocation of unallocated expenses, certain other gains or losses and expenses, finance costs, change in fair value of investment properties, share of losses of associates and share of loss of a jointly controlled entity. This is the measure reported to the board of directors of the Company for the purposes of resource allocation and performance assessment.

6 REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Segment assets		
LED decorative lighting	**627,675**	535,268
General illumination lighting	**316,324**	290,476
All others	**6,092**	7,418
Total segment assets	**950,091**	833,162
Unallocated assets	**524,900**	691,389
Consolidated total assets	**1,474,991**	1,524,551
Segment liabilities		
LED decorative lighting	**134,793**	164,853
General illumination lighting	**59,304**	86,954
All others	**4,370**	3,199
Total segment liabilities	**198,467**	255,006
Unallocated liabilities	**113,040**	132,788
Consolidated total liabilities	**311,507**	387,794

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable and operating segments other than investment properties, interest in associates, interest in a jointly controlled entity, financial asset at fair value through profit or loss and available-for-sale investments. Assets used jointly by reportable and operating segments are allocated on the basis of the revenues earned by individual reportable and operating segments; and

- all liabilities are allocated to reportable and operating segments other than bank borrowings, government grants and deferred taxation. Liabilities for which operating segments are jointly liable are allocated in proportion to the revenues earned by individual reportable and operating segments.

6 REVENUE AND SEGMENT INFORMATION *(Continued)*

Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment properties, property, plant and equipment, prepaid lease payments, intangible assets, goodwill, interests in associates and deposits made on acquisition of property, plant and equipment ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset.

	Revenues from external customers		Specified non-current assets	
	Year ended 31 December 2015	Nine months ended 31 December 2014	**31 December 2015**	31 December 2014
	RMB'000	RMB'000	**RMB'000**	RMB'000
United States of America ("USA")	**310,899**	182,346	**42,944**	38,501
PRC	**84,398**	61,418	**199,029**	237,333
Other countries*	**207,141**	314,409	**77,275**	71,435
	602,438	558,173	**319,248**	347,269

* Countries included in this category representing their revenues from external customers and balances of specified non-current assets are individually less than 10% of the total sales and non-current assets of the Group for the year ended 31 December 2015 and for the nine months ended 31 December 2014, respectively.

Information about major customers

There were no customers who individually contribute over 10% of the total sales of the Group for the year ended 31 December 2015 and for the nine months ended 31 December 2014.

6 REVENUE AND SEGMENT REPORTING *(Continued)*

Other segment information

	LED decorative lighting RMB'000	General illumination lighting RMB'000	All others RMB'000	Segment-total RMB'000	Unallocated amount RMB'000	Consolidated RMB'000
Year ended 31 December 2015						
Additions to non-current segment assets	21,431	8,771	134	30,336	–	30,336
Depreciation and amortisation	22,915	10,094	166	33,175	1,054	34,229
Net reversal of allowance for bad and doubtful debts	9,614	4,252	68	13,934	–	13,934
Gain on disposal of property, plant and equipment and prepaid lease payments	18,931	8,373	132	27,436	–	27,436
Nine months ended 31 December 2014						
Additions to non-current segment assets	38,092	23,824	823	62,739	–	62,739
Depreciation and amortisation	17,603	10,582	391	28,576	790	29,366
Net allowance for bad and doubtful debts	29,267	17,596	650	47,513	–	47,513
Gain on disposal of property, plant and equipment and prepaid lease payments	32,494	19,535	722	52,751	–	52,751
Impairment loss recognised in respect of property, plant and equipment	10,968	21,769	–	32,737	–	32,737
Transfer of impairment of onerous contracts upon receipt of property, plant and equipment	1,077	1,077	–	2,154	–	2,154

7(a) OTHER GAINS AND LOSSES

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Gain on disposal of property, plant and equipment and prepaid lease payments	**27,436**	52,751
Net reversal of allowance for/(allowance for) bad and doubtful debts	**13,934**	(47,513)
Net exchange gain	**22,771**	1,519
Others	**(538)**	(3,313)
	63,603	3,444

7(b) OTHER EXPENSES

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Research and development costs, net	**3,516**	9,403
Compensation relating to litigation	**1,235**	9,108
	4,751	18,511

8 IMPAIRMENT LOSSES RECOGNISED IN RESPECT OF PROPERTY, PLANT AND EQUIPMENT

The impairment losses by CGUs are as follows:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
CGU1 (note 1)	–	10,968
CGU2 (note 2)	–	21,769
Total	–	32,737

Note 1: CGU1 represents the group of assets that generate cash inflow from manufacturing and distribution of LED decorative lighting products with operations located in PRC and Vietnam.

Note 2: CGU2 represents the group of assets that generate cash inflow from manufacturing and distribution of general illumination lighting products with operations located in PRC.

CGU1

No impairment losses were recognised in respect of property, plant and equipment for the year ended 31 December 2015.

For the nine months ended 31 December 2014, as the market in which CGU1 was engaged has not performed in accordance with what the directors expected, the directors of the Company considered this was an impairment indicator. The directors of the Company have first considered the recoverable amounts of individual assets in CGU1 unless the asset's VIU cannot be estimated to be close to its fair value less costs to sell or the assets do not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the assets belong. An impairment assessment was conducted by the directors of the Company on CGU1. There were impairment losses of RMB10,968,000 for the nine months ended 31 December 2014 for CGU1 which has been allocated to property, plant and equipment. The impairment loss was recognised for CGU1 for which the recoverable amount, which was based on value in use, was less than the carrying amount. The value in use calculation used cash flow forecast derived from the most recent financial budget approved by management based on their best estimates. The reason for the impairment loss was mainly due to the decrease in market demand on the products of CGU1 and the directors of the Company revised the estimated future sales accordingly.

8 IMPAIRMENT LOSSES RECOGNISED IN RESPECT OF PROPERTY, PLANT AND EQUIPMENT *(Continued)*

CGU1 *(Continued)*

At 31 December 2015, the projected period was 5 years (2014: 6 years) for CGU1, which represents the average remaining useful lives of the property, plant and equipment in CGU1 and all the budget covering the projection have been approved by the management. The growth rate used in the forecast was 0% for year ending 31 December 2016, and 3% for year ending 31 December 2017 to 31 December 2020. The directors of the Company believe that the growth rates used in the forecast are justifiable to the PRC and overseas markets CGU1 engaged into. The cash flow forecast was discounted at 13.53% (2014: 15.28%) which reflected the return on assets and the risks specific to CGU1. Some of the key assumptions of the value in use calculations related to the estimation of budgeted sales and gross margin, such estimation was based on the expectation for the market development based on the management's estimate.

CGU2

No impairment losses were recognised in respect of property, plant and equipment for the year ended 31 December 2015.

For the nine months ended 31 December 2014, as the market in which CGU2 was engaged has not performed in accordance with what the directors expected, the directors of the Company considered this was an impairment indicator. The directors of the Company have first considered the recoverable amounts of individual assets in CGU2 unless the asset's VIU cannot be estimated to be close to its fair value less costs to sell or the assets do not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for CGU2 to which the assets belong. An impairment assessment was conducted by the directors of the Company on CGU2. There were impairment losses of RMB21,769,000 for the nine months ended 31 December 2014 for CGU2 which has been allocated to property, plant and equipment. The impairment loss was recognised for CGU2 for which the recoverable amount, which was based on value in use, was less than the carrying amount. The value in use calculation used cash flow forecast derived from the most recent financial budget approved by management based on their best estimates. The reason for the impairment loss was mainly due to the significant over-supply of the products in the market that CGU2 was engaged which lead to the decrease in selling price in the market.

At 31 December 2015, the projected period was 5 years (2014: 6 years) for CGU2, which represents the average remaining useful lives of the property, plant and equipment in CGU2 and all the budget covering the projection have been approved by the management. The growth rate used in the forecast was 6% for year ending 31 December 2016, and 3% for year ending 31 December 2017 to 31 December 2020. The directors of the Company believe that the growth rates used in the forecast are justifiable to the PRC and overseas markets CGU2 engaged into. The cash flow forecast was discounted at 13.53% (2014: 15.28%) which reflected the return on assets and the risks specific to CGU2. Some of the key assumptions of the value in use calculations related to the estimation of budgeted sales and gross margin, such estimation was based on the expectation for the market development based on the management's estimate.

9 FINANCE COSTS

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Interest on bank borrowings	**2,693**	4,174

10 PROFIT/(LOSS) BEFORE TAXATION

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Profit/(loss) before taxation has been arrived at after charging/(crediting):		
Directors' remuneration		
– current year	**4,410**	3,503
– waived during the year	**–**	(1,768)
Contributions to defined contribution retirement plan	**103**	131
Equity-settled share based payment expenses	**2,291**	934
Salaries, wages and other benefits	**152,040**	179,759
	158,844	182,559
Depreciation (note 15)	**30,603**	25,509
Amortisation		
– prepaid lease payment (note 16)	**1,196**	1,303
– intangible assets (note 18)	**2,430**	2,554

10 PROFIT/(LOSS) BEFORE TAXATION *(Continued)*

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Auditor's remuneration		
– audit service	**2,362**	2,297
– non-audit services	**176**	1,575
	2,538	3,872
Cost of inventories (note 22)	**435,167**	512,435
Operating lease rentals in respect of		
– rented premises	**6,782**	3,506
and after crediting:		
Interest income from bank deposits	**(3,434)**	(2,019)
Property rental income before deduction of negligible outgoings	**(1,099)**	(2,184)

11 DIRECTORS' AND EMPLOYEES' EMOLUMENTS

	Year ended 31 December 2015					Nine months ended 31 December 2014					
	Fees RMB'000	Salaries and other benefits RMB'000	Retirement benefits scheme contributions RMB'000	Equity-settled share based payments RMB'000	Total RMB'000	Fees RMB' 000	Salaries and other benefits RMB'000	Retirement benefits scheme contributions RMB'000	Equity-settled share based payments RMB'000	Waived during the year RMB'000	Total RMB'000
Executive directors											
– Mr Fan Xin											
(appointed on 9 October 2015)	–	56	–	–	56	–	–	–	–	–	–
– Mr. Ben Fan											
(resigned on 20 January 2016)	–	244	–	152	396	–	1,443	–	–	(1,359)	84
– Mr. Wang Liang Hai											
(appointed on 25 August 2014)	–	163	–	152	315	–	56	–	–	–	56
– Mr. Seah Han Leong											
(appointed on 25 August 2014)	–	1,017	–	194	1,211	–	351	–	–	–	351
– Mr. Pan Jin											
(appointed on 25 August 2014)	–	611	–	194	805	–	208	–	–	–	208
– Mr. Lu Zhi Cheng											
(resigned on 9 October 2015)	–	189	–	304	493	–	84	–	–	–	84
– Ms. Michelle Wong											
(resigned on 22 September 2014)	–	–	–	–	–	--	454	2	–	(409)	47
– Mr. Fan Pong Yang											
(resigned on 22 September 2014)	–	–	–	101	101	–	273	–	61	–	334
Independent non-executive directors											
– Mr. Fan Ren Da, Anthony											
(appointed on 25 August 2014)	–	195	–	61	256	–	67	–	–	–	67
– Mr. Liu Tian Min											
(appointed on 25 August 2014)	–	195	–	61	256	–	67	–	–	–	67
– Ms. Li Ming Qi											
(appointed on 25 August 2014)	–	195	–	61	256	–	67	–	–	–	67
– Mr. Wong Kon Man, Jason											
(resigned on 22 September 2014)	–	–	–	–	–	–	55	–	26	–	81
– Mr. Suen Man Tak, Stephen											
(resigned on 22 September 2014)	–	–	–	–	–	–	55	–	–	–	55
– Mr. Weng Shih Yuan											
(resigned on 22 September 2014)	–	–	–	–	–	–	55	–	42	–	97
– Ms. Liu Sheng Ping											
(resigned on 22 September 2014)	–	–	–	–	–	–	55	–	26	–	81
Non-executive director											
– Mr. Liu Wei Dong											
(appointed on 25 August 2014)	–	165	–	100	265	–	56	–	–	–	56
	–	3,030	–	1,380	4,410	–	3,346	2	155	(1,768)	1,735

11 DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

Of the five individuals with the highest emoluments, two (2014: one) are directors whose emoluments are listed above. The aggregate of the emoluments in respect of the other three (2014: four) individuals are as follows:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Employees		
– Basic salaries and allowances	**1,861**	1,710

The emoluments of the three (2014: four) individuals with the highest emoluments are within the following bands:

	Year ended 31 December 2015	Nine months ended 31 December 2014
Up to HK$1,000,000	**3**	4

During the year ended 31 December 2015 and nine months ended 31 December 2014, no emoluments were paid by the Group to directors and the highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

12 TAXATION

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Taxation in the consolidated statement of comprehensive income represents:		
Provision for the year	5,483	3,041
Under-provision in respect of prior years	–	1,997
	5,483	5,038
Deferred taxation (Note 28)	(492)	(852)
	4,991	4,186

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

The subsidiaries of the Company established in the PRC are subject to PRC Enterprise Income Tax at 25% for the year ended 31 December 2015 and nine months ended 31 December 2014, except that one entity is entitled to preferential tax rate of 15% as it is officially endorsed as High-New Technology Enterprise till 9 October 2017.

Pursuant to the relevant laws and regulations in the USA, the Company's subsidiaries incorporated in the USA are subject to the gradual USA corporate income tax rate up to 35% for the year ended 31 December 2015 and the nine months ended 31 December 2014.

Pursuant to the relevant laws and regulations in Vietnam, the Company's subsidiary incorporated in Vietnam is subject to Vietnam corporate income tax at 20% for the year ended 31 December 2015 and nine months ended 31 December 2014.

The subsidiaries of the Company incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% for the year ended 31 December 2015 and the nine months ended 31 December 2014.

Dividends paid to the non-resident shareholder of a Taiwan subsidiary are generally subject to withholding tax of 20%.

12 TAXATION *(Continued)*

Tax audit conducted by the Inland Revenue Department ("IRD") in Hong Kong

IRD is conducting a tax audit to the Group for the year of assessment back from 2005/06.

On 26 March 2012, the IRD issued protective profits tax assessments in aggregate of HK$5,250,000 (approximately equivalent to RMB4,398,000) relating to the year of assessment 2005/06, that is, for the financial year ended 31 December 2005, against certain subsidiaries of the Company. The Group lodged objections to the IRD against these protective assessments.

On 8 March 2013, the IRD additionally issued protective profits tax assessments in aggregate of HK$5,425,000 (approximately equivalent to RMB4,545,000) relating to the year of assessment 2006/07, that is, for the financial year ended 31 December 2006, against certain subsidiaries of the Company. The Group lodged objections to the IRD against these protective assessments.

On 14 March 2014, the IRD additionally issued estimated profits tax assessments in aggregate of HK$28,425,000 (approximately equivalent to RMB23,814,000) relating to the year of assessment 2007/08, that is, for the financial year ended 31 December 2007, against certain subsidiaries of the Company. The Group lodged objections to the IRD against these estimated assessments.

On 9 January 2015 and 27 March 2015, the IRD additionally issued protective profits tax assessments in aggregate of HK$35,838,000 (approximately equivalent to RMB30,024,000) relating to the year of assessment 2008/09, that is, for the financial year ended 31 December 2008, against certain subsidiaries of the Company. The Group lodged objections to the IRD against these protective assessments.

On 31 December 2015, the IRD additionally issued protective profits tax assessments in aggregate of HK$24,288,000 (approximately equivalent to RMB20,348,000) relating to the year of assessment 2009/10, that is, for the financial year ended 31 December 2009, against certain subsidiaries of the Company. The Group lodged objections to the IRD against these protective assessments.

As at 31 December 2015, the IRD agreed to hold over the tax demanded for the years of assessment 2005/06 to 2009/10 on the condition of the purchase of tax reserve certificates ("TRCs") of totaling HK$14,250,000 (approximately equivalent to RMB11,943,000) which have been recorded as tax recoverable. On 24 March 2016, the Group purchased TRCs totaled HK$11,200,000 (approximately equivalent to RMB9,383,000).

The directors of the Company are of the opinion that no profits tax is payable by the Group as the subsidiaries in question did not carry out any business, nor derive any profits, in Hong Kong. Accordingly, no additional provision for Hong Kong Profits Tax is considered necessary in respect of the tax audit.

12 TAXATION *(Continued)*

Reconciliation between tax expense and accounting profit/loss at applicable tax rates:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Profit/(loss) before taxation	**9,476**	(195,940)
Notional tax on profit/(loss) before taxation, calculated at the PRC Enterprise Income Tax rate at 25% (2014: 25%)	**2,369**	(48,985)
Tax effect of expenses not deductible for tax purposes	**133**	4,158
Tax effect of income not taxable for tax purposes	**(10,498)**	(3,114)
Tax effect of tax losses not recognised	**7,110**	7,821
Tax effect of temporary difference not recognised	**1,273**	33,196
Effect of different tax rates on subsidiaries operating in other jurisdictions	**4,604**	9,113
Under-provision in prior years	**–**	1,997
Actual tax expense	**4,991**	4,186

13 EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings/(loss) per share attributable to the owners of the Company is based on the following data:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Profit/(loss) for year attributable to owners of the Company	**5,817**	(196,048)

13 EARNINGS/(LOSS) PER SHARE *(Continued)*

	Number of shares	
	Year ended 31 December 2015 '000	Nine months ended 31 December 2014 '000
Issued ordinary shares at beginning of the year	1,939,319	939,320
Effect of shares issued upon the Subscription	–	555,555
Weighted average number of ordinary shares for the purposes of basic and diluted earnings/(loss) per share	1,939,319	1,494,875

The equity-settled share options were not included in the calculation of diluted earnings per share because they are antidilutive for the year ended 31 December 2015 and nine months ended 31 December 2014.

14 INVESTMENT PROPERTIES

	RMB'000
At 31 March 2014	15,000
Increase in fair value recognised in profit or loss	253
Currency realignment	47
At 31 December 2014	15,300
Decrease in fair value recognised in profit or loss	(1,795)
Currency realignment	1,195
At 31 December 2015	14,700

14 INVESTMENT PROPERTIES *(Continued)*

The fair value of the Group's investment properties are measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, ***Fair value measurement***. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Recurring fair value measurement:		
Properties held under medium-term leases in the PRC	**14,700**	15,300

As at 31 December 2015 and 2014, the fair value of the Group's investment properties are categorised into Level 2, which has been arrived at by the directors on the basis of a valuation carried out on that date by an independent valuer who holds a recognisable and relevant professional qualification and has recent experience in the location and category of the investment properties being valued. The valuation was made on the assumption that the seller sells the property interests in the market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the property interests. The valuation was determined based on direct comparison approach by reference to recent market prices for similar properties in the similar locations and conditions.

During the year ended 31 December 2015 and nine months ended 31 December 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

15 PROPERTY, PLANT AND EQUIPMENT

	Land and buildings RMB'000	Furniture, fixtures and equipment RMB'000	Leasehold improvements RMB'000	Vehicles RMB'000	Moulds RMB'000	Plant and machinery RMB'000	Construction in progress RMB'000	Total RMB'000
Cost								
At 31 March 2014	557,164	65,559	330,907	16,357	109,745	889,321	45,048	2,014,101
Currency realignment	(1,736)	158	(282)	(43)	54	(1,239)	(49)	(3,137)
Additions	1,108	2,719	330	109	2,691	52,050	1,434	60,441
Acquisition of a subsidiary	168	177	237	–	1,071	104	–	1,757
Disposals	(40,644)	(3,143)	(27,906)	(2,583)	(447)	(3,618)	–	(78,341)
At 31 December 2014	516,060	65,470	303,286	13,840	113,114	936,618	46,433	1,994,821
Currency realignment	3,182	1,704	354	362	1,331	220	–	7,153
Additions	432	1,733	4,661	3,144	1,603	2,911	6,823	21,307
Transfers	45,803	698	–	–	–	–	(46,501)	–
Disposals	(25,956)	(4,587)	–	(3,579)	–	(62)	(732)	(34,916)
At 31 December 2015	539,521	65,018	308,301	13,767	116,048	939,687	6,023	1,988,365
Depreciation and impairment								
At 31 March 2014	393,941	62,818	317,411	15,994	109,206	811,105	39,930	1,750,405
Currency realignment	(898)	143	(272)	(40)	51	(1,008)	(115)	(2,139)
Charge for the period	5,889	1,138	3,020	171	488	14,803	–	25,509
Impairment losses recognised in profit and loss	–	–	–	–	–	32,737	–	32,737
Impairment losses recognised in prior year in connection with obligation under onerous contracts	–	–	–	–	–	–	2,154	2,154
Eliminated on disposals	(22,616)	(3,069)	(26,278)	(2,583)	(447)	(2,995)	–	(57,988)
At 31 December 2014	376,316	61,030	293,881	13,542	109,298	854,642	41,969	1,750,678
Currency realignment	684	1,455	291	391	1,341	226	–	4,388
Charge for the year	8,001	1,486	3,679	224	748	16,465	–	30,603
Transfers	41,969	–	–	–	–	–	(41,969)	–
Eliminated on disposals	(20,995)	(4,487)	–	(3,569)	–	(56)	–	(29,107)
At 31 December 2015	405,975	59,484	297,851	10,588	111,387	871,277	–	1,756,562
Carrying values								
At 31 December 2014	139,744	4,440	9,405	298	3,816	81,976	4,464	244,143
At 31 December 2015	133,546	5,534	10,450	3,179	4,661	68,410	6,023	231,803

15 PROPERTY, PLANT AND EQUIPMENT *(Continued)*

The above items of property, plant and equipment other than those under construction in progress are depreciated on a straight-line basis at the following rates per annum:

For the leasehold land and buildings in Hong Kong, the cost of leasehold land and buildings is depreciated over their estimated useful lives of 50 years. The cost of buildings in PRC is depreciated over 20 years.

Furniture, fixtures and equipment	15% – 20%
Leasehold improvements	20%
Vehicles	20%
Moulds	20%
Plant and machinery	10%

The carrying value of property interests which are held under leases comprises:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Buildings in the PRC	**79,475**	87,876
Buildings in Vietnam	**8,232**	7,931
Land and buildings in Dubai	**36,570**	34,985
Land and buildings in United Kingdom	**9,269**	8,952
	133,546	139,744

The Group has pledged certain of its buildings with aggregate carrying values of RMB20,091,000 (31 December 2014: RMB10,748,000) at the end of the reporting period to secure the credit facilities granted to the Group.

At 31 December 2015, property certificates of the Group's properties with an aggregate net book value of RMB18,181,000 are yet to be obtained (2014: RMB21,144,000).

16 PREPAID LEASE PAYMENTS

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Carrying value		
At the beginning of the year	**58,049**	60,055
Currency realignment	**54**	(81)
Additions	**–**	2,298
Disposals	**(18,810)**	(2,920)
Amortisation for the year	**(1,196)**	(1,303)
At the end of the year	**38,097**	58,049
The carrying value of prepaid lease payments are situated in		
– the PRC	**29,263**	49,027
– Vietnam	**8,834**	9,022
	38,097	58,049

17 GOODWILL

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Balance at beginning of the year	**7,661**	600
Currency realignment	**448**	(44)
Additions	**–**	7,705
Accumulated impairment losses	**–**	(600)
At the end of the year	**8,109**	7,661

On 8 May 2014, the Group entered into an acquisition agreement to acquire 50% issued share capital of Tivoli, LLC at the consideration of US$3,000,000 (equivalent to approximately RMB18,509,000) (the "Acquisition"). Completion of the Acquisition took place on 15 May 2014. Prior to completion of the Acquisition, Tivoli was a jointly controlled entity of the Group. Upon the completion of the Acquisition, Tivoli became a wholly-owned subsidiary of the Company.

The goodwill of RMB7,705,000 arising from the acquisition is attributable to the profitability and the synergies expected to arise from the acquired business.

The acquired business contributed revenue of RMB46,114,000 and net profit of RMB10,663,000 to the Company's owners for the period from the acquisition date up to 31 December 2014. If the acquisition had occurred on 1 April 2014, the contributed revenue and loss attributable to Company's shareholders for the year ended 31 December 2014 would have been RMB60,087,000 and RMB2,155,000, respectively.

Goodwill is allocated to the Group's CGU of LED decorative lighting with operations located in the USA. The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 5% (2014: 5%) which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 13.53% (2014: 15.28%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

18 INTANGIBLE ASSETS

	Customer relationship RMB'000	Licenses, patent, trademarks, software and technology know-how RMB'000	Total RMB'000
Cost			
At 31 March 2014	17,787	89,708	107,495
Acquisition of a subsidiary (note 17)	–	11,334	11,334
Currency realignment	57	202	259
At 31 December 2014	17,844	101,244	119,088
Additions through internal Development	–	9,029	9,029
Currency realignment	1,045	4,886	5,931
At 31 December 2015	18,889	115,159	134,048
Accumulated amortisation and impairment			
At 31 March 2014	(17,176)	(82,772)	(99,948)
Amortisation	(430)	(2,124)	(2,554)
Currency realignment	(51)	(243)	(294)
At 31 December 2014	(17,657)	(85,139)	(102,796)
Amortisation	(187)	(2,243)	(2,430)
Currency realignment	(1,045)	(3,924)	(4,969)
At 31 December 2015	(18,889)	(91,306)	(110,195)
Carrying values			
At 31 December 2015	–	23,853	23,853
At 31 December 2014	187	16,105	16,292

18 INTANGIBLE ASSETS *(Continued)*

The above intangible assets are amortised on a straight line basis over the following periods:

Customer relationship	5 – 8 years
Licenses, patent, trademarks, software and technology know-how	3 – 8 years

The amortisation charge for the year is included in "administrative expenses" in the consolidated statement of comprehensive income.

19 INTERESTS IN ASSOCIATES

All the associates of the Group are accounted for using the equity method in the consolidated financial statements.

The carrying amount of the interests in associates are individually and in aggregate not material to the Group's financial position or result of operations. The aggregate amount of the Group's share of the associates' losses and total comprehensive income is RMB99,000 for the year ended 31 December 2015 (nine months ended 31 December 2014: nil).

20 AVAILABLE-FOR-SALE INVESTMENTS

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Unlisted equity investments, at cost	3,000	4,000
Accumulated impairment loss recognised	(692)	(874)
	2,308	3,126

Unlisted equity investments are measured at cost less accumulated impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably and these investments do not have a material effect on the Group's financial results and financial position.

21 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Recurring fair value measurements:		
Unlisted fund	**105,380**	105,500

On 29 October 2014, Heshan Tongfang Lighting Technology Company Limited ("Tongfang Lighting"), a wholly-owned subsidiary of the Company, entered into an overseas assets management plan contract (the "Contract") with China Asset Management Co., Ltd. ("China AMC", as asset manager) and China Construction Bank Corporation ("CCBC", as asset custodian), pursuant to which Tongfang Lighting has agreed to participate in the overseas assets management plan operated by China AMC (the "Fund") by depositing the investment amount of RMB105,500,000 (the "Investment Amount") in a designated account maintained with CCBC. Pursuant to the Fund, the Investment Amount is proposed to be invested principally in equity interest and equity-linked structured products of Sinopec Marketing Co., Ltd. and bonds (including convertible bonds), funds, money market instruments, derivatives commodities and other financial instruments as permitted by the applicable securities laws and the requirements of the China Securities Regulatory Commission.

The fair value of the Group's financial asset at fair value through profit or loss is measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

- Level 3 valuations: Fair value measured using significant unobservable inputs

At as 31 December 2015 and 2014, the fair value of the Group's financial asset at fair value through profit or loss are categorised into Level 2, which have been arrived by the directors on the basis of the market price of recent transactions of the Fund. The Fund is not listed on any stock exchange but is transferrable in the market. Therefore, the fair value is determined with reference to recent transaction price of the Fund, which is an observable input in the market.

During the year ended 31 December 2015 and nine months ended 31 December 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

22 INVENTORIES

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Raw materials	**32,116**	27,980
Work in progress	**45,531**	63,239
Finished goods	**111,527**	78,805
	189,174	170,024

At 31 December 2015, certain finished goods with a carrying value of approximately RMB24,128,000 (31 December 2014: RMB15,641,000) were pledged to certain banks to secure the credit facilities granted to the Group.

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Carrying amount of inventories sold	**431,462**	474,490
Write down of inventories	**3,705**	37,945
	435,167	512,435

23 TRADE AND OTHER RECEIVABLES

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Trade receivables	**151,777**	155,005
Bills receivables	**6,941**	20,514
Less: allowance for bad and doubtful debts	**(61,924)**	(87,588)
	96,794	87,931
Deposits paid to suppliers	**23,702**	14,957
Value added tax recoverable	**4,221**	3,526
Value added tax refundable on export sales	**72,470**	90,401
Other receivables	**13,735**	21,685
	210,922	218,500

Payment terms with customers are mainly on credit together with deposits. Invoices are normally payable from 60 days to 90 days of issuance, except for certain well established customers in which the credit terms are up to 180 days. The following is an ageing analysis of trade and bills receivables presented based on the invoice dates (or date of revenue recognition, if earlier) and net of allowance for doubtful debts:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
0 to 60 days	**38,384**	41,523
61 to 90 days	**8,602**	10,447
91 to 180 days	**7,717**	19,941
Over 180 days	**42,091**	16,020
	96,794	87,931

23 TRADE AND OTHER RECEIVABLES *(Continued)*

The ageing analysis of trade and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Neither past due nor impaired	**54,703**	71,911
Less than 6 months past due	**16,858**	16,020
	71,561	87,931

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

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

Movement in the allowance for bad and doubtful debts:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
At beginning of the year	**87,588**	71,419
Net impairment loss (reversed)/recognised	**(13,934)**	47,513
Uncollectible amounts written off	**(11,730)**	(31,344)
At the end of the year	**61,924**	87,588

Impairment losses in respect of trade receivables and bills receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables and bills receivables directly.

At 31 December 2015, the Group's trade and bills receivables of RMB72,696,000 (2014: RMB27,311,000) was individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of RMB60,523,000 (2014: RMB7,833,000) was recognised.

At 31 December 2015, certain trade receivables with a carrying value of approximately RMB27,296,000 (2014: RMB11,339,000) were pledged to certain banks to secure the credit facilities granted to the Group.

24 PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

The pledged bank deposits represent deposits pledged to banks to secure credit facilities granted to the Group.

Cash and cash equivalents comprise cash and bank deposits with an original maturity of three months or less.

25 TRADE AND OTHER PAYABLES

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Trade payables	**72,822**	96,745
Bills payables	**33,321**	3,256
Payroll and welfare payables	**7,681**	15,736
Other payables	**59,578**	103,394
Financial liabilities measured at amortised cost	**173,402**	219,131
Customers' deposits	**13,825**	15,611
Other taxes payable	**7,146**	15,437
	194,373	250,179

Note: During the nine months ended 31 December 2014, the directors of the Company has decided to abort the investment in the economic development zone located in Jiangmen as a result of a change in business plan. Therefore, the Group cannot fulfill the conditions attaching to such grants and needs to refund the relevant government grants received amounted to RMB37,200,000, which is recorded in other payables as at 31 December 2014. Such government grants amounted to RMB37,200,000 have been refunded during the year ended 31 December 2015 by off-setting the proceeds from the disposal of property, plant and equipment and prepaid lease payments. The above off-setting transaction is excluded from the consolidated cash flow statement because it is a non-cash transaction.

25 TRADE AND OTHER PAYABLES *(Continued)*

The following is an ageing analysis of trade and bills payables presented based on the invoice date at the end of the year:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
0 to 30 days	**49,861**	25,319
31 to 60 days	**551**	6,774
61 to 90 days	**10,517**	5,155
91 to 180 days	**8,238**	24,473
181 to 360 days	**14,697**	16,932
More than 360 days	**22,279**	21,348
	106,143	100,001

The average credit period on purchase of goods ranges from 30 days to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe. For those payables over credit period, the Group negotiated with respective creditors to extend the credit periods.

26 BANK BORROWINGS

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Bank borrowings repayable within one year		
– secured	**20,780**	46,052
– unsecured	**74,349**	66,731
	95,129	112,783

At 31 December 2015, included in the above bank borrowings are fixed-rate bank borrowings of RMB20,780,000 (2014: RMB16,732,000), which are repayable within one year. All of the bank borrowings are carried at amortised cost.

26 BANK BORROWINGS *(Continued)*

The range of contracted interest rates on the Group's bank borrowings are as follows:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Contracted interest rates (per annum)		
Fixed-rate borrowings	1.92% ~ 4.54%	2.58% ~ 4.50%
Variable-rate borrowings	2.76% ~ 4.50%	1.75% ~ 4.55%

Included in the bank borrowings are the following amounts denominated in currencies other than the functional currency of the Group entities to which they relate:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
US$	95,129	111,499

27 GOVERNMENT GRANTS

During the year ended 31 December 2015, the Group received government grants of RMB2,250,000 (2014: nil) in aggregate from PRC government authorities for LED chips technology development. These government grants have been deferred during the year ended 31 December 2015 as the Group has not fulfilled the conditions attaching to these government grants.

During the year ended 31 December 2015, RMB4,147,000 (2014: RMB58,000) of the government grants have been released to profit or loss to net off with research and development expenses. The remaining balance of government grants received are deferred as the Group has not fulfilled the conditions attaching to such grants.

28 DEFERRED TAXATION

The following is the deferred tax liabilities recognised by the Group and movements during the year:

	Taiwan withholding tax on undistributed earnings	Fair value adjustment on intangible assets	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 April 2014	2,601	2,537	(117)	5,021
Credited to profit or loss	–	(662)	(190)	(852)
Currency realignment	9	16	–	25
At 31 December 2014	2,610	1,891	(307)	4,194
(Credited)/charged to profit or loss	–	(798)	306	(492)
Currency realignment	153	150	(8)	295
At 31 December 2015	2,763	1,243	(9)	3,997

(a) Deferred tax assets not recognised

At 31 December 2015, in accordance with the accounting policy set out in note 2(u), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB490,678,000 (2014: RMB466,132,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. Except for the amount of RMB230,712,000 which will not expire under the relevant tax legislation, the remaining unused tax losses carried forward of RMB36,980,000, RMB10,255,000, RMB19,538,000, RMB151,909,000 and RMB41,284,000 will expire in 2017, 2018, 2019, 2020 and 2021, respectively, if unused.

(b) Deferred tax liabilities not recognized

At 31 December 2015, temporary differences relating to the undistributed profits of subsidiaries amounted to RMB20,358,000 (2014: RMB15,511,000). Deferred tax liabilities have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

29 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital RMB'000	Share premium RMB'000	Capital redemption reserve RMB'000	Special reserve RMB'000	Share compensation reserve RMB'000	Share options reserve RMB'000	Translation reserve RMB'000	Other reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 April 2014	92,317	1,628,288	255	55,238	50,024	67,793	(389,404)	(7,699)	(874,919)	621,893
Changes in equity for 2014:										
Loss for the period	–	–	–	–	–	–	–	–	(10,759)	(10,759)
Other comprehensive income	–	–	–	–	–	–	(199,370)	–	–	(199,370)
Total comprehensive income	–	–	–	–	–	–	(199,370)	–	(10,759)	(210,129)
Issuance of new shares	79,580	636,640	–	–	–	–	–	–	–	716,220
Acquisition of non-controlling interest in a subsidiary	–	–	–	–	–	–	–	(521)	–	(521)
Recognition of equity-settled share based payments	–	–	–	–	–	1,090	–	–	–	1,090
Share option lapsed	–	–	–	–	–	(68,883)	–	–	68,883	–
	79,580	636,640	–	–	–	(67,793)	–	(521)	68,883	716,789
At 31 December 2014	171,897	2,264,928	255	55,238	50,024	–	(588,774)	(8,220)	(816,795)	1,128,553
At 1 January 2015	171,897	2,264,928	255	55,238	50,024	–	(588,774)	(8,220)	(816,795)	1,128,553
Changes in equity for 2015:										
Loss for the year	–	–	–	–	–	–	–	–	(7,580)	(7,580)
Other comprehensive income	–	–	–	–	–	–	33,442	–	–	33,442
Total comprehensive income	–	–	–	–	–	–	33,442	–	(7,580)	25,862
Recognition of equity-settled share based payments	–	–	–	–	–	3,342	–	–	–	3,342
	–	–	–	–	–	3,342	–	–	–	3,342
At 31 December 2015	171,897	2,264,928	255	55,238	50,024	3,342	(555,332)	(8,220)	(824,375)	1,157,757

29 CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(b) Share capital

	Authorized		Issued and fully paid	
	Number of shares	Amount RMB'000	Number of shares	Amount RMB'000
Ordinary shares of nominal value HK$0.10 each				
– at 1 April 2014	5,000,000,000	520,000	939,319,694	92,317
Issuance of new shares	–	–	1,000,000,000	79,580
– at 31 December 2014 and 2015	5,000,000,000	520,000	1,939,319,694	171,897

During the nine months ended 31 December 2014, THTF ES subscribed for an aggregate of 1,000,000,000 shares at the subscription price of HK$0.90 per share on 1 August 2014.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(c) Dividends

The Company has not distributed any dividends during the year ended 31 December 2015 and nine months ended 31 December 2014.

(d) Distributable reserves

At 31 December 2015, the aggregate amount of reserves available for distribution to equity shareholders of the company was RMB679,559,000 (2014: RMB575,852,000).

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company's share option scheme (the "Scheme"), was adopted pursuant to a shareholders' written resolution passed on 20 November 2006 for the primary purpose of providing incentives to and recognising significant contributions from directors and eligible employees. The Scheme became effective on 15 December 2006 and the options issued pursuant to the Scheme will expire no later than ten years from the date of grant of the option. Under the Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services to the Company and for the purpose of rewarding their contribution to the long-term success of the Group by providing the opportunity to obtain ownership interest in the Group.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at the relevant time of grant, without prior approval from the Company's shareholders. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this Scheme shall not in aggregate exceed 20% of the shares in issue from time to time. No option may be granted under this Scheme and any other share option scheme of the Company if such limit is exceeded. The number of shares issued 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 at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share in issue or with an aggregate value in excess of HK$5,000,000 must be approved in advance by the Company's shareholders.

Options may be exercised in accordance with the terms stipulated in the Scheme. 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.

Subsequent to the Subscription (note 1), the Company made a mandatory offer to all the holders of the outstanding options at HK$0.0001 in cash for every option outstanding on 25 August 2014. The holders of the options are entitled to exercise or sell their options in full or in part within 21 days (i.e. 22 September 2014) after the mandatory offers are made. Otherwise, the right to exercise an option will be terminated immediately and the option will lapse accordingly. Upon the expiry date (i.e. 22 September 2014), no holder of the options exercised or sold their options and therefore all outstanding options were terminated and lapsed.

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

(a) The terms and conditions of the grants are as follows:

	Number of options	Vesting conditions	Contractual life of options
Options granted to directors:			
– on 22 January 2010	192,000	At grant	8 years
– on 22 January 2010	192,000	One year from the date of grant	7 years
– on 22 January 2010	192,000	Two years from the date of grant	6 years
– on 22 January 2010	192,000	Three years from the date of grant	5 years
– on 22 January 2010	192,000	Four years from the date of grant	4 years
– on 14 December 2012	100,000	At grant	4 years
– on 14 December 2012	100,000	One year from the date of grant	3 years
– on 14 December 2012	100,000	Two years from the date of grant	2 years
– on 15 May 2015	5,900,000	One year from the date of grant and meeting 2015 performance targets	4 years
– on 15 May 2015	5,900,000	Two years from the date of grant and meeting 2016 performance targets	3 years
Options granted to employees:			
– on 15 February 2007	949,200	At grant	8 years
– on 15 February 2007	1,590,200	One year from the date of grant	7 years
– on 15 February 2007	1,143,533	Two years from the date of grant	6 years
– on 15 February 2007	1,143,533	Three years from the date of grant	5 years
– on 15 February 2007	1,143,534	Four years from the date of grant	4 years
– on 1 February 2008	575,800	At grant	8 years
– on 1 February 2008	236,425	One year from the date of grant	7 years
– on 1 February 2008	236,425	Two years from the date of grant	6 years
– on 1 February 2008	236,425	Three years from the date of grant	5 years
– on 1 February 2008	236,425	Four years from the date of grant	4 years
– on 29 February 2008	288,500	At grant	8 years
– on 29 February 2008	282,250	One year from the date of grant	7 years
– on 29 February 2008	282,250	Two years from the date of grant	6 years
– on 29 February 2008	282,250	Three years from the date of grant	5 years
– on 29 February 2008	282,250	Four years from the date of grant	4 years
– on 13 July 2009	1,582,000	At grant	8 years

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

(a) The terms and conditions of the grants are as follows: *(Continued)*

	Number of options	Vesting conditions	Contractual life of options
Options granted to employees: (Continued)			
– on 13 July 2009	1,582,000	One year from the date of grant	7 years
– on 13 July 2009	1,582,000	Two years from the date of grant	6 years
– on 13 July 2009	1,582,000	Three years from the date of grant	5 years
– on 13 July 2009	1,582,000	Four years from the date of grant	4 years
– on 22 January 2010	1,429,000	At grant	8 years
– on 22 January 2010	1,429,000	One year from the date of grant	7 years
– on 22 January 2010	1,429,000	Two years from the date of grant	6 years
– on 22 January 2010	1,429,000	Three years from the date of grant	5 years
– on 22 January 2010	1,429,000	Four years from the date of grant	4 years
– on 23 July 2010	210,000	At grant	8 years
– on 23 July 2010	210,000	One year from the date of grant	7 years
– on 23 July 2010	210,000	Two years from the date of grant	6 years
– on 23 July 2010	210,000	Three years from the date of grant	5 years
– on 23 July 2010	210,000	Four years from the date of grant	4 years
– on 19 August 2011	3,563,334	At grant	4 years
– on 19 August 2011	3,563,334	One year from the date of grant	3 years
– on 19 August 2011	3,563,332	Two years from the date of grant	2 years
– on 14 December 2012	3,491,000	At grant	4 years
– on 14 December 2012	3,491,000	One year from the date of grant	3 years
– on 14 December 2012	3,491,000	Two years from the date of grant	2 years
– on 15 May 2015	10,600,000	One year from the date of grant and meeting 2015 performance targets	4 years
– on 15 May 2015	10,600,000	Two years from the date of grant and meeting 2016 performance targets	3 years
Total share options granted	80,437,000		

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

(b) The number and weighted average exercise prices of share options are as follows:

	31 December 2015		31 December 2014	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
Outstanding at the beginning of the period	–	–	HK$3.94	47,437,000
Forfeited/lapsed during the period	–	–	HK$3.94	(47,437,000)
Granted during the period	HK$1.31	33,000,000	–	–
Outstanding at the end of the period	HK$1.31	33,000,000	–	–
Exercisable at the end of the period	–	–	–	–

The options outstanding at 31 December 2015 had an exercise price of HK$1.31 (2014:nil) and a weighted average remaining contractual life of 4.88 years (2014:nil).

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes model.

Fair value of share options and assumptions	Granted in May 2015
Fair value at measurement date	
– Options granted with 1 year service	HK$0.27
– Options granted with 2 years service	HK$0.33
Share price	HK$1.31
Exercise price	HK$1.31
Expected volatility	40.66%
Option life	1.1-2.1 years
Expected dividends	0%
Risk-free interest rate	0.54%

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

(c) Fair value of share options and assumptions *(Continued)*

The expected volatility is based on the historic volatility of the share prices of the Company. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service and non-market performance condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

(d) During the year ended 31 December 2015, American Lighting, Inc.("ALI"), an indirect wholly-owned subsidiary of the Company, has adopted a share option scheme for eligible employees of ALI, the Company and Tivoli, LLC, the wholly-owned subsidiary of ALI ("Tivoli"). On 30 June 2015, 2,869 share options were granted to certain employees and directors of the Company, ALI, and Tivoli. The closing price immediately before the date on which the options were granted was US$330 per share. Under the scheme of ALI, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

Options may be exercised in accordance with the terms stipulated in the scheme of ALI. 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.

Details of the share options are as follows:

	Number of options	Vesting conditions	Contractual life of options
Options granted to directors:			
– on 30 June 2015	217	One year from the date of grant	9 years
– on 30 June 2015	217	Two years from the date of grant	8 years
– on 30 June 2015	292	Three years from the date of grant	7 years
Options granted to employees:			
– on 30 June 2015	642	One year from the date of grant	9 years
– on 30 June 2015	642	Two years from the date of grant	8 years
– on 30 June 2015	859	Three years from the date of grant	7 years
Total share options granted	2,869		

30 EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

Fair value of share options and assumptions:

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes model.

Fair value at measurement date	US$121.08
Share price	US$330
Exercise price	US$330
Expected volatility	23.31%
Option life	10 years
Expected dividends	0%
Risk-free interest rate	2.15%

The expected volatility is based upon reference to 10 years analysis of the industrial stock price index. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service and non-market performance condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

31 OPERATING LEASE ARRANGEMENTS

The Group as lessee

At the end of the year, the Group was committed to make the following future minimum lease payments in respect of rented premises under non-cancellable operating leases which fall due as follows:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Within one year	**3,656**	2,160
In the second to fifth year inclusive	**13,196**	5,151
Over five years	**–**	3,583
	16,852	10,894

Leases are negotiated for a period ranging from one to ten years and all rentals are fixed.

31 OPERATING LEASE ARRANGEMENTS *(Continued)*

The Group as lessor

At the end of the year, the Group has contracted with tenants in respect of investment properties for the following future minimum lease payments:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Within one year	**1,054**	1,259
In the second to fifth year inclusive	**1,635**	2,122
Over five years	**200**	264
	2,889	3,645

32 CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
– acquisition of property, plant and equipment	**4,556**	13,022

33 RETIREMENT BENEFITS SCHEME

The employees of the PRC subsidiaries are members of the state-managed defined contribution retirement scheme operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. Contribution to the scheme vest immediately.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000 (HK$25,000 prior to June 2014). Contributions to the plan vest immediately.

34 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with the controlling shareholder and its subsidiaries

	Year ended 31 December 2015 RMB'000	Nine months ended 31 December 2014 RMB'000
Sales of products	**27,411**	4,960

(b) Key management personnel remuneration

The Company's directors represented the Group's key management and their emoluments for the year ended 31 December 2015 are set out in note 11.

(c) Transactions with other state-controlled entities in the PRC

The controlling shareholder of the Company, Tsinghua Tongfang is a state-controlled enterprise controlled by the PRC government. Apart from transactions with Tsinghua Tongfang and its subsidiaries which were disclosed in note 34(a) above, the Group also has transactions with other state-controlled entities, included but not limited to the following:

- sales of products and provision of services;
- purchase of materials; and
- bank deposits and borrowings.

(d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of sales of products included in note 34(a) above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the reports of the directors.

35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	At 31 December 2015 RMB'000	At 31 December 2014 RMB'000
Assets and liabilities		
Interests in subsidiaries	**656,416**	569,524
Cash and cash equivalents	**506,547**	566,019
Other current liabilities	**(5,206)**	(6,990)
Net assets	**1,157,757**	1,128,553
Capital and reserves		
Share capital	**171,897**	171,897
Reserves	**985,860**	956,656
Total equity	**1,157,757**	1,128,553

36 PRINCIPAL SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of subsidiary	Form of business structure	Place of incorporation/ establishment	Particulars of issued and paid up capital/ registered capital	Proportion of ownership interest Group's effective interest	Held by the Company	Held by a subsidiary	Principal activity
THTF Lighting Group Limited	Incorporated	British Virgin Islands	USD1,000,000	100%	100%	–	Investment holding
Neo-Neon Enterprises Limited	Incorporated	Hong Kong	10,000 shares	100%	–	100%	Trading of lighting products
Mentle International Limited	Incorporated	Hong Kong	2 shares	100%	–	100%	Trading of lighting products
Melrose Holdings Limited	Incorporated	Hong Kong	10,000 shares	100%	–	100%	Investment holding
Billion Choice Trading Ltd.	Incorporated	British Virgin Islands	USD1	100%	–	100%	Investment holding
Heshan Tongfang Lighting Technology Company Limited	Wholly foreign owned enterprise	PRC	USD300,000,000	100%	–	100%	Manufacture and sales of lighting products
Neo-Neon LED Lighting International Limited	Incorporated	Samoa	USD10,000	100%	–	100%	Trading of lighting products
Heshan Yinyu Illumination Co., Ltd.	Domestic Limited Liability Company	PRC	CNY50,000,000	100%	–	100%	Manufacture and sales of lighting products
Neo-Neon (Vietnam) Development Company Limited	Incorporated	Vietnam	USD28,000,000	100%	–	100%	Manufacture and sales of lighting products
YangZhou Tongfang Semiconductor Co., Ltd.	Wholly foreign owned enterprise	PRC	USD50,000,000	100%	–	100%	Manufacture and sales of lighting products
American Lighting, Inc.	Incorporated	USA	USD7,944,505	100%	–	100%	Trading of lighting products
Tivoli, LLC.	Partnership	USA	USD4,500,000	100%	–	100%	Trading of lighting products

37 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2015, the directors consider the immediate parent and ultimate controlling party of the Group to be THTF Energy-Saving Holdings Limited and Tsinghua Tongfang Co., Ltd, which are incorporated in the Cayman Islands and the PRC, respectively. THTF Energy-Saving Holdings Limited does not produce financial statements available for public use. Tsinghua Tongfang Co., Ltd is listed on the Shanghai Stock Exchange and produces financial statements in accordance with Accounting Standards of Business Enterprises which is available for public use.

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2015

Up to the date of issue of these financial statements, the HKICPA has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2015 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Annual Improvements to HKFRSs 2012-2014 Cycle	1 January 2016
Amendments to HKFRS 10 and HKAS 28, Sale or contribution of assets between an investor and its associate or joint venture	1 January 2016
Amendments to HKFRS 11, Accounting for acquisitions of interests in joint operations	1 January 2016
Amendments to HKAS 1, Disclosure initiative	1 January 2016
Amendments to HKAS 16 and HKAS 38, Clarification of acceptable methods of depreciation and amortisation	1 January 2016
HKFRS 15, Revenue from contracts with customers	1 January 2017
HKFRS 9, Financial instruments	1 January 2018

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

DEFINITIONS

In this report, the following expressions shall have the following meanings unless the context requires otherwise:

"2006 Share Option Scheme"	the share option scheme of the Company adopted by resolutions of the Shareholders on 20 November 2006
"2016 Share Option Scheme"	the share option scheme proposed to be adopted by the Shareholders at the Shareholders' meeting
"AGM"	the annual general meeting of the Company to be convened and held at Unit 806-810, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 13 May 2016 at 10:00 a.m., or where the context so admits, any adjournment thereof
"Articles of Association" or "Articles"	the articles of association of the Company adopted by the written resolution of the Shareholders on 20 November 2006 and as amended, supplemented and otherwise modified from time to time
"American Lighting"	means American Lighting, Inc., a Delaware corporation and an indirectly wholly-owned subsidiary of the Company
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of directors of the Company
"Business Day" or "business day"	a day on which banks in Hong Kong and Cayman Islands are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong or Cayman Islands
"BVI"	British Virgin Islands
"China" or "PRC"	the People's Republic of China, excluding for the purpose of the Prospectus, Hong Kong, Macau and Taiwan
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Company"	means Neo-Neon Holdings Limited (stock code: 1868), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange, and part of shares of which are listed on the Taiwan Stock Exchange as depositary receipts
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"controlling shareholders"	has the meaning ascribed thereto in the Listing Rules
"Corporate Governance Code"	code on corporate governance practices contained in Appendix 14 to the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange

DEFINITIONS

"HK$" and "HK cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	individual(s) or company(ies) who is/are not connected with (within the meaning of the Listing Rules) any of the Company, Directors, chief executive or substantial shareholders of the Company, our subsidiaries or any of their respective associates
"Model Code"	the model code for securities transactions by directors of listed issuers as set out in Appendix 10 of the Listing Rules
"Resuccess"	Resuccess Investments Limited, a company incorporated in the British Virgin Islands and which holds the entire capital of THTF ES
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	means share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	the shareholder(s) of the Company
"Shenzhen Tongfang Biddipper"	深圳同方以衡基金管理有限公司 (Shenzhen Tongfang Bigdipper Fund Management Co., Ltd.*), a limited liability company established in the PRC on 25 July 2013
"Subsidiary Share Incentive Plan"	means American Lighting's share incentive plan adopted by the Shareholders on 2 April 2015
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it in the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"THTF ES"	THTF Energy Saving Holdings Limited, a substantial shareholder of the Company
"Tongfang Innovative"	北京同方創新投資有限公司 (Beijing Tongfang Innovative Investment Co., Ltd.*), a limited liability company established in the PRC on 7 May 1999
"Tsinghua Tongfang"	同方股份有限公司 (Tsinghua Tongfang Co., Ltd*), a joint stock limited company incorporated in the PRC, whose shares are listed and traded on the Shanghai Stock Exchange (stock code: 600100)
"Tsinghua Tongfang Group"	Tsinghua Tongfang and its subsidiaries (for the purpose of this report, excluding the Group)
"%"	percent.