

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佈內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公佈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。



NEW FOCUS AUTO TECH HOLDINGS LIMITED

新焦點汽車技術控股有限公司*

(于開曼群島註冊成立的有限公司)

(股份代號：360)

海外監管公告

本公告是由新焦點汽車技術控股有限公司（「本公司」）根據香港聯合交易所有限公司證券上市規則第13.09(2)條而作出。

以下所附是本公司依臺灣證券交易所股份有限公司規定於二零一三年五月三日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命
新焦點汽車技術控股有限公司
主席
洪偉弼

香港，二零一三年五月三日

於本公佈刊發日期，本公司董事會包括以下董事：執行董事－洪偉弼、洪瑛蓮、張瑞展、Douglas Charles Stuart FRESCO 及Edward B. Matthew；非執行董事－許明全及張安黎；以及獨立非執行董事－杜海波、周太明、汪啓茂及張天誌。

* 僅供識別

(上市公司)新焦點
外國發行人重大訊息

公司代號	9106
公告序號	1
事實發生日	民國 102 年 5 月 3 日
公司名稱	新焦點汽車技術控股有限公司
主旨	民國 101 年度財務報告原公告第三頁之文字誤植，應予更新。 符合條款-第二之二條第 26 款:

發生依外國發行人所屬國
及上市地國法令規定應即
申報之重大情事

事實發生日:102/05/03

發生事由:本公司民國 101 年度財務報表業經會計師查核完竣，並出具修正式無保留意見之查核報告，惟本公司原於民國 102 年 4 月 25 日上傳之「民國 101 年度合併財務報表暨會計師複核報告」，將意見類型誤植為無保留意見，特此更新。

其他

新焦點汽車技術控股有限公司及子公司

民國 101 年及 100 年度
合併財務報表暨會計師複核報告

(上市之台灣存託憑證用外國公司財務報告)
(股票代碼 9106)

新焦點汽車技術控股有限公司及子公司
民國 101 年及 100 年度合併財務報表暨會計師複核報告
(上市之台灣存託憑證用外國公司財務報告)
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附 件 一

會計師複核報告

新焦點汽車技術控股有限公司 公鑒：

新焦點汽車技術控股有限公司及子公司依據香港一般公認會計原則編製之民國 101 年及 100 年 12 月 31 日之綜合財務狀況報表，暨民國 101 年及 100 年 1 月 1 日至 12 月 31 日之綜合全面收入報表、綜合權益變動表及綜合現金流量表(金額以人民幣為單位)，上開財務報表業經香港立信德豪會計師事務所有限公司(BDO Limited)查核完竣，並分別於民國 102 年 3 月 27 日因對該公司民國 101 年度財務報表繼續經營假設存有重大疑慮而出具修正式無保留意見之查核報告(詳附件五)；及民國 101 年 3 月 30 日對民國 100 年度財務報表出具無保留意見之查核報告。隨附新焦點汽車技術控股有限公司及子公司民國 101 及 100 年度依新台幣換算之合併財務報表(詳附件二)暨合併財務報表之中譯本(詳附件四)，業經本會計師依照「募集與發行台灣存託憑證外國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中華民國一般公認審計準則查核，故無法對上開合併財務報表之整體是否允當表達表示意見。

如附件三所述，新焦點汽車技術控股有限公司及子公司因依香港一般公認會計原則及相關法令編製之合併財務報表格式與中華民國規定部分不同，是以新焦點汽車技術控股有限公司業已依據「募集與發行台灣存託憑證外國公司財務報告複核要點」、中華民國一般公認會計原則及相關法令予以調節，本會計師並據此複核其重編之合併資產負債表及合併損益表(詳附件三)。

依本會計師之複核結果，並未發現第一段所述新焦點汽車技術控股有限公司及子公司按新台幣換算之合併財務報表暨依中華民國一般公認會計原則重編後之合併資產負債表及合併損益表有違反「募集與發行台灣存託憑證外國公司財務報告複核要點」規定而需作大幅修正、調整或再補充揭露之情事。本會計師亦未發現第一段所述新焦點汽車技術控股有限公司及子公司合併財務報表之中譯本內容與原文有重大不符而需作修正之情事。

資 誠 聯 合 會 計 師 事 務 所

吳郁隆

會計師：

許文冠



前財政部證券暨期貨管理委員會

核准簽證文號：(86)台財證(六)第 83252 號

行政院金融監督管理委員會證券期貨局

核准簽證文號：金管證六字第 0950105016 號

中華民國 102 年 4 月 25 日

附 件 二

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

- 一、 綜合財務狀況報表。
- 二、 綜合全面收入報表。
- 三、 綜合權益變動表。
- 四、 綜合現金流量表。

民國 101 年度及民國 100 年度比較報表之所有科目金額，係分別以民國 101 年 12 月 31 日之人民幣對新台幣匯率(RMB\$1：NT\$4.6611)及民國 100 年 12 月 31 日之人民幣對新台幣匯率(RMB\$1：NT\$4.8101)換算。

最近三年度人民幣對新台幣匯率最高、最低及平均匯率如下：

	<u>月收盤平均最高</u>	<u>月收盤平均最低</u>	<u>月收盤平均</u>
民國 101 年度	RMB\$1：NT\$4.7571	RMB\$1：NT\$4.6611	RMB\$1：NT\$4.6889
民國 100 年度	RMB\$1：NT\$4.7690	RMB\$1：NT\$4.4098	RMB\$1：NT\$4.5474
民國 99 年度	RMB\$1：NT\$4.7428	RMB\$1：NT\$4.4953	RMB\$1：NT\$4.6561

新焦點汽車技術股份有限公司及子公司
綜合財務狀況表
民國101年及100年12月31日

單位：仟元

	101年12月31日		100年12月31日	
	人民幣	新台幣	人民幣	新台幣
資產及負債				
非流動資產				
物業、機器及設備	\$ 247,137	\$ 1,151,930	\$ 219,100	\$ 1,053,893
租賃土地及土地使用權	43,053	200,674	17,688	85,081
投資物業	47,141	219,729	46,764	224,940
商譽	302,244	1,408,790	285,992	1,375,650
其他無形資產	261,210	1,217,526	336,275	1,617,516
遞延稅項資產	2,859	13,326	222	1,068
收購土地使用權及物業、機器及設備預付款項	1,133	5,281	14,108	67,861
收購附屬公司預付款項	1,000	4,661	1,500	7,215
	<u>905,777</u>	<u>4,221,917</u>	<u>921,649</u>	<u>4,433,224</u>
流動資產				
存貨	293,834	1,369,590	310,469	1,493,387
可退回稅款	113	527	1,260	6,061
應收貿易賬款	193,200	900,525	230,373	1,108,117
按金、預付款項及其他應收款項	149,758	698,036	98,275	472,712
應收關連公司款項	8,800	41,018	11,064	53,219
證券買賣	243	1,133	243	1,169
已抵押定期存款	8,588	40,030	3,587	17,254
現金及現金等值物	133,726	623,310	326,840	1,572,133
	<u>788,262</u>	<u>3,674,169</u>	<u>982,111</u>	<u>4,724,052</u>
流動負債				
已抵押銀行借款	249,307	1,162,045	175,549	844,408
應付貿易賬款	241,484	1,125,581	215,701	1,037,544
應計費用及其他應付款項	155,091	722,895	189,213	910,134
應付董事款項	-	-	-	-
應付一名關連人士款項	10,998	51,263	1,000	4,810
應付附屬公司非控制擁有人款項	14,704	68,537	10,957	52,704
人民幣債券	199,372	929,293	-	-
應付稅項	7,728	36,021	10,178	48,957
	<u>878,684</u>	<u>4,095,635</u>	<u>602,598</u>	<u>2,898,557</u>
流動資產淨值	<u>(90,422)</u>	<u>(421,466)</u>	<u>379,513</u>	<u>1,825,495</u>
資產總值減流動負債	<u>815,355</u>	<u>3,800,451</u>	<u>1,301,162</u>	<u>6,258,719</u>
非流動負債				
已抵押銀行借款	13,648	63,615	11,898	57,230
人民幣債券	-	-	197,879	951,818
可換股債券	129,881	605,388	122,261	588,088
遞延稅項負債	67,792	315,985	86,524	416,189
應付代價	78,346	365,179	7,002	33,680
	<u>289,667</u>	<u>1,350,167</u>	<u>425,564</u>	<u>2,047,005</u>
資產淨值	<u>\$ 525,688</u>	<u>\$ 2,450,284</u>	<u>\$ 875,598</u>	<u>\$ 4,211,714</u>
股本及儲備				
股本	\$ 59,443	\$ 277,070	\$ 58,256	\$ 280,217
儲備	224,913	1,048,341	559,397	2,690,756
本公司擁有人應佔權益	284,356	1,325,411	617,653	2,970,973
非控制權益	241,332	1,124,873	257,945	1,240,741
權益總額	<u>\$ 525,688</u>	<u>\$ 2,450,284</u>	<u>\$ 875,598</u>	<u>\$ 4,211,714</u>

註：民國101年度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101年12月31日之匯率RMB 1 = NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1 = NTD 4.8101換算。

董事長：洪偉弼



經理人：張瑞展



會計主管：洪瑛蓮



新焦點汽車技術控股有限公司及子公司
綜合全面收入報表
民國101年及100年1月1日至12月31日



單位：仟元
(除特別註明者外)

	101年度		100年度	
	人民幣	新台幣	人民幣	新台幣
營業額	\$ 1,397,885	\$ 6,515,682	\$ 1,493,140	\$ 7,182,153
銷售成本	(1,003,715)	(4,678,416)	(1,086,669)	(5,226,987)
毛利	394,170	1,837,266	406,471	1,955,166
其他營收及收益	16,446	76,656	18,557	89,261
分銷成本	(304,344)	(1,418,578)	(226,468)	(1,089,334)
行政開支	(159,909)	(745,352)	(93,009)	(447,382)
商譽之減值虧損	(164,673)	(767,557)	(155)	(746)
其他無形資產之減值虧損	(123,288)	(574,658)	-	-
物業、機器及設備之減值虧損	(4,141)	(19,302)	-	-
融資成本	(28,138)	(131,154)	(19,630)	(94,422)
除所得稅開支前(虧損)/溢利	(373,877)	(1,742,679)	85,766	412,543
所得稅利益/(開支)	16,017	74,657	(25,251)	(121,460)
年度(虧損)/溢利	(\$ 357,860)	(\$ 1,668,022)	\$ 60,515	\$ 291,083
其他全面收入，扣除稅項：				
換算海外業務產生之匯兌差額	2,553	11,900	(4,214)	(20,270)
年度全面(虧損)/收入總額	(355,307)	(1,656,122)	56,301	270,813
以下各項應佔年度(虧損)/溢利：				
本公司擁有人	(\$ 324,262)	(\$ 1,511,418)	\$ 28,127	\$ 135,294
非控制權益	(33,598)	(156,604)	32,388	155,789
	(\$ 357,860)	(\$ 1,668,022)	\$ 60,515	\$ 291,083
以下各項應佔年度全面(虧損)/收入總額				
本公司擁有人	(\$ 322,125)	(\$ 1,501,457)	\$ 24,668	\$ 118,656
非控制權益	(33,182)	(154,665)	31,633	152,157
	(\$ 355,307)	(\$ 1,656,122)	\$ 56,301	\$ 270,813
每股(虧損)/盈利：				
一基本	人民幣(47.40)分	新台幣(2.21)元	人民幣4.91分	新台幣0.24元
一攤薄	人民幣(47.40)分	新台幣(2.21)元	人民幣4.86分	新台幣0.23元

註1：民國101年度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101年12月31日之匯率RMB 1 = NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1 = NTD 4.8101換算。

註2：民國100年度損益表(比較報表)其中之「其他營收及收益」及「商譽之減值虧損」係依據當地簽證會計師(香港BDO LIMITED)於民國102年3月27日出具之民國100年度綜合全面收入報表列示。

董事長：洪偉弼



經理人：張瑞展



會計主管：洪瑛蓮





新嘉坡瑞興張有限公司及子公司
各附屬公司之資產負債表
民國100年12月31日

單位：仟元

	股本		股份溢價		法定儲備金		重估儲備金		企業補充基金		可換股票券儲備金		其他		資本儲回儲備		匯兌儲備		保留溢利		本公司擁有人應佔		非控制權益		總計	
	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元	人民幣	美元
民國100年1月1日																										
年度溢利	\$ 55,317	\$ 223,155	-	-	\$ 33,150	\$ 2,738	-	-	\$ 2,756	\$ -	-	-	\$ 55,630	\$ -	\$ 697	\$ 4,418	-	-	\$ 113,755	\$ 28,127	\$ 482,780	\$ 32,388	\$ 183,835	\$ 666,615		
年度其他全面收入	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
年度全面收入總額，扣除稅項	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
轉撥儲備	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
確認股本結算股份付款	-	-	-	-	4,282	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
發行代價	3,496	-	-	-	-	-	-	-	-	-	-	-	250	-	-	-	-	-	-	-	250	-	-	-	250	-
購回及註銷股份	(557)	(10,460)	-	-	-	-	-	-	-	-	-	-	(49,800)	-	557	-	-	-	(557)	-	27,472	-	-	-	27,472	-
發行可換股票券	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
收購附屬公司產生	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
收購附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
收購一家附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
取消註冊一家附屬公司	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
民國100年12月31日	\$ 58,256	\$ 286,471	-	-	\$ 37,432	\$ 2,738	-	-	\$ 2,756	\$ 110,427	-	-	\$ 6,080	\$ -	\$ 1,254	\$ 7,877	-	-	\$ 120,116	\$ 257,945	\$ 617,653	\$ 33,598	\$ 257,945	\$ 875,598		
民國101年1月1日																										
年度溢利	\$ 58,256	\$ 286,471	-	-	\$ 37,432	\$ 2,738	-	-	\$ 2,756	\$ 110,427	-	-	\$ 6,080	\$ -	\$ 1,254	\$ 7,877	-	-	\$ 120,116	\$ 257,945	\$ 617,653	\$ 33,598	\$ 257,945	\$ 875,598		
年度其他全面收入	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
年度全面收入總額，扣除稅項	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
轉撥儲備	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
確認股本結算股份付款	-	-	-	-	3,511	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
發行代價	1,478	14,933	-	-	-	-	-	-	-	-	-	-	150	-	-	-	-	-	-	-	150	-	-	-	150	-
購回及註銷股份	(291)	(5,212)	-	-	-	-	-	-	-	-	-	-	-	-	291	-	-	-	-	-	16,411	-	-	-	16,411	-
收購附屬公司產生	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
收購附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
收購附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
出售附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
支付非控制權益之附屬公司股利	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
民國101年12月31日	\$ 59,443	\$ 286,192	-	-	\$ 40,943	\$ 2,738	-	-	\$ 2,756	\$ 110,427	-	-	\$ 6,230	\$ -	\$ 1,545	\$ 5,740	-	-	\$ 230,178	\$ 241,332	\$ 284,356	\$ 38,988	\$ 241,332	\$ 525,688		

註：民國101年度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101年12月31日之匯率RMB 1= NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1= NTD 4.8101換算。

民國100年1月1日之股東權益科目金額，係以民國99年12月31日之匯率RMB 1= NTD 4.4205換算。



董事長：洪偉強

經理人：張瑞展



會計主管：洪瑛蓮

新嘉坡大馬路瑞展有限公司及子公司

合併資產負債表

民國100年12月31日

單位：仟元

股本	股份溢價	法定儲備金	重組儲備	企業補充基金	其他	資本贖回儲備	匯兌儲備	保留溢利	本公司擁有人應佔	非控制權益	總計
新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣	新台幣
民國100年1月1日	\$ 244,529	\$ 986,457	\$ 146,540	\$ 12,103	\$ 12,183	\$ -	\$ 245,912	\$ 502,854	\$ 2,134,129	\$ 812,643	\$ 2,946,772
年度溢利	-	-	-	-	-	-	-	135,294	155,789	291,083	
年度其他全面收入	-	-	-	-	-	-	-	(3,632)	(20,270)	(20,270)	
年度全面收入總額，扣除稅項	-	-	-	-	-	-	-	135,294	135,519	270,813	
轉撥儲備	-	-	20,597	-	-	-	-	(20,597)	-	-	-
確認股本結算股份付款	-	-	-	-	-	-	1,203	-	1,203	-	1,203
發行代價	16,816	-	-	-	-	-	(239,543)	-	132,143	-	132,143
購回及註銷股份	(2,679)	354,870	-	-	-	-	-	(2,679)	(52,993)	-	(52,993)
發行可換股債券	-	(50,314)	-	-	-	-	-	-	531,165	-	531,165
收購附屬公司產生	-	-	-	-	-	-	-	-	-	-	-
收購一家附屬公司的額外權益	-	-	-	-	-	-	-	-	-	-	-
取消註冊一家附屬公司	-	-	-	-	-	-	-	-	-	-	-
匯率調整數	21,551	86,941	12,915	1,067	1,074	-	21,673	44,319	188,091	71,623	259,714
民國100年12月31日	\$ 280,217	\$ 1,377,954	\$ 180,052	\$ 13,170	\$ 13,257	\$ 531,165	\$ 29,245	\$ 577,770	\$ 2,970,973	\$ 1,240,741	\$ 4,211,714
民國101年1月1日	\$ 280,217	\$ 1,377,954	\$ 180,052	\$ 13,170	\$ 13,257	\$ 531,165	\$ 29,245	\$ 577,770	\$ 2,970,973	\$ 1,240,741	\$ 4,211,714
年度虧損	-	-	-	-	-	-	-	(1,511,418)	(1,511,418)	(156,604)	(1,668,022)
年度其他全面收入	-	-	-	-	-	-	-	-	9,961	1,939	11,900
年度全面收入總額，扣除稅項	-	-	-	-	-	-	-	-	-	-	-
轉撥儲備	-	-	16,365	-	-	-	-	(16,365)	-	-	-
發行代價	6,889	69,604	-	-	-	-	699	-	699	-	699
購回及註銷股份	(1,356)	(24,294)	-	-	-	-	-	(1,356)	(25,650)	-	(25,650)
收購附屬公司產生	-	-	-	-	-	-	-	-	-	-	-
收購附屬公司的額外權益	-	-	-	-	-	-	-	-	181,727	-	181,727
出售附屬公司股份權益	-	-	-	-	-	-	-	(195,025)	(152,166)	(347,191)	(347,191)
支付非控制權益之附屬公司股利	-	-	-	-	-	-	-	91,409	91,409	82,203	173,612
匯率調整數	(8,680)	(42,683)	(5,578)	(408)	(411)	(16,454)	(905)	(17,898)	(92,031)	(34,534)	(34,534)
民國101年12月31日	\$ 277,070	\$ 1,380,581	\$ 190,839	\$ 12,762	\$ 12,846	\$ 514,711	\$ 29,039	\$ 1,072,883	\$ 1,325,411	\$ 1,124,873	\$ 2,450,284

註：民國101年度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101年12月31日之匯率RMB 1= NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1= NTD 4.8101換算。

民國100年1月1日之股東權益科目金額，係以民國99年12月31日之匯率RMB 1= NTD 4.4205換算。

董事長：洪偉

經理人：張瑞展

會計主管：洪瑞達

新焦點汽車技術控股有限公司及子公司

綜合現金流量表

民國101年及100年1月1日至12月31日

單位：仟元

	101年度		100年度	
	人民幣	新台幣	人民幣	新台幣
經營活動				
除所得稅開支前(虧損)/溢利	(\$ 373,877)	(\$ 1,742,678)	\$ 85,766	\$ 412,543
就以下各項調整：				
存貨減值	15,637	72,886	806	3,877
物業、機器及設備折舊	45,857	213,744	36,130	173,789
租賃土地及土地使用權攤銷	804	3,748	494	2,376
其他無形資產攤銷	225	1,049	782	3,761
應收貿易賬款呆賬額外撥備	13,879	64,691	5	24
其他應收賬款呆賬額外撥備	1,214	5,659	-	-
商譽減值	164,673	767,557	155	746
其他無形資產減值	123,288	574,658	-	-
物業、機器及設備減值	4,141	19,302	-	-
股本結算股份付款	150	699	250	1,203
銀行存款利息收入	(1,458)	(6,796)	(1,437)	(6,912)
出售物業、機器及設備(損失)/收益	150	699	(641)	(3,083)
投資物業公平價值收益	(377)	(1,757)	(659)	(3,170)
證券買賣公平價值虧損	-	-	39	188
銀行借款之利息開支	11,504	53,621	15,307	73,628
人民幣債券之隱含利息	9,014	42,015	3,722	17,903
可換股債券之隱含利息	7,620	35,518	601	2,891
取消註冊一家附屬公司之收益	-	-	(50)	(241)
收購一家附屬公司應付或然代價之公平價值變動收益	(3,281)	(15,293)	-	-
營運資金變動前的經營現金流量	19,163	89,322	141,270	679,523
存貨減少(增加)	27,725	129,229	(49,909)	(240,067)
應收貿易賬款減少(增加)	30,399	141,693	(89,260)	(429,350)
按金、預付款項及其他應收款項增加	(51,742)	(241,175)	(9,621)	(46,278)
應收關聯公司款項減少(增加)	2,264	10,553	(9,442)	(45,417)
應付貿易賬款增加	6,404	29,850	44,612	214,588
應計費用及其他應付款項減少	(2,521)	(11,751)	(14,513)	(69,809)
經營活動產生的現金	31,692	147,721	13,137	63,190
已付所得稅	(17,718)	(82,585)	(23,373)	(112,426)
已付利息	(19,025)	(88,677)	(15,307)	(73,628)
經營活動使用的現金淨額	(5,051)	(23,541)	(25,543)	(122,864)

(續 次 頁)

新焦點汽車技術股份有限公司及子公司
綜合現金流量表(續)
民國101年及100年1月1日至12月31日

單位：仟元

	101年度		100年度	
	人民幣	新台幣	人民幣	新台幣
投資活動				
購置其他無形資產	(\$ 34)	(\$ 158)	\$ -	\$ -
購置物業、機器及設備	(58,709)	(273,649)	(54,098)	(260,217)
購置土地使用權	(346)	(1,613)	-	-
出售物業、機器及設備所得款項	6,509	30,339	1,765	8,490
收購土地使用權、物業、機器及設備的預付款項	(2,133)	(9,942)	(15,608)	(75,076)
收購附屬公司產生的現金流出淨額	(84,041)	(391,724)	(99,387)	(478,061)
收購附屬公司已付代價	(79,245)	(369,369)	-	-
已抵押定期存款減少/(增加)	(5,001)	(23,310)	117,239	563,931
已收利息	1,458	6,796	1,437	6,912
投資活動使用的現金淨額	(221,542)	(1,032,630)	(48,652)	(234,021)
融資活動				
一家附屬公司非控制擁有人注資	-	-	-	-
發行人民幣債券所得款項	-	-	200,000	962,020
人民幣債券之發行成本	-	-	(3,030)	(14,575)
發行可換股債券所得款項	-	-	241,999	1,164,039
可換股債券之發行成本	-	-	(9,912)	(47,678)
新籌集銀行貸款所得款項	299,069	1,393,991	196,600	945,666
償還銀行貸款	(224,316)	(1,045,559)	(253,578)	(1,219,736)
償還董事款項	-	-	(16)	(77)
一家附屬公司非控制擁有人墊款	(6,957)	(32,427)	6,207	29,856
償還一家附屬公司非控制擁有人款項	1,278	5,957	(7,000)	(33,671)
一名關連人士墊款	9,998	46,602	1,000	4,810
購回股份	(5,503)	(25,650)	(11,017)	(52,993)
收購一家附屬公司的額外權益產生的現金流出淨額	(37,240)	(173,579)	(22,634)	(108,872)
已付一家附屬公司非控制擁有人股息	(2,705)	(12,608)	-	-
融資活動產生的現金淨額	33,624	156,727	338,619	1,628,789
現金及現金等值物增加/(減少)淨額	(192,969)	(899,444)	264,424	1,271,904
年初之現金及現金等值物	326,840	279,446	63,216	279,446
匯率變動之影響	(314)	(1,464)	(800)	(3,848)
匯率調整數	-	1,243,983	-	24,631
年末之現金及現金等值物	\$ 133,557	\$ 622,522	\$ 326,840	\$ 1,572,133
現金及現金等值物結餘分析				
銀行存款及現金	\$ 133,726	\$ 623,310	\$ 326,840	\$ 1,572,133
銀行透支	(169)	(788)	-	-
	\$ 133,557	\$ 622,522	\$ 326,840	\$ 1,572,133

註：民國101年度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101年12月31日之匯率RMB 1 = NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1 = NTD 4.8101換算。

董事長：洪偉弼



經理人：張瑞展



會計主管：洪瑛蓮



附 件 三

新嘉坡汽車投資控股有限公司及子公司

合併資產負債表

(依中華民國會計原則編製)

民國101年及100年12月31日

單位：新台幣仟元

	101年12月31日		100年12月31日			
	依香港財務報告 準則編製金額(註2)	調節金額增(減)	依中華民國會計 原則編製金額	依香港財務報告 準則編製金額(註2)	調節金額增(減)	依中華民國會計 原則編製金額
資產						
流動資產						
現金及約當現金	\$ 623,310	-	\$ 623,310	\$ 1,572,133	-	\$ 1,572,133
公平價值變動列入損益之金融資產	1,133	-	1,133	1,169	-	1,169
應收帳款淨額	900,525	-	900,525	1,108,117	-	1,108,117
應收帳款-關係人	41,018	-	41,018	53,219	-	53,219
存貨淨額	1,369,590	-	1,369,590	1,493,387	-	1,493,387
預付款項及其他應收款	698,563	-	698,563	478,773	-	478,773
受限制資產	40,030	-	40,030	17,254	-	17,254
流動資產合計	3,674,169	-	3,674,169	4,724,052	-	4,724,052
基金及投資						
預付長期股權投資	4,661	-	4,661	7,215	-	7,215
基金及投資合計	4,661	-	4,661	7,215	-	7,215
固定資產淨額	1,151,930	13,918	1,165,848	1,053,893	34,574	1,088,467
無形資產						
商譽	1,408,790	116,221	1,525,011	1,375,650	70,914	1,446,564
商標權及特許經營合約	1,217,526	715,073	502,453	1,617,516	(768,733)	848,783
租賃土地及土地使用權	200,674	4,652	205,326	85,081	47,923	133,004
無形資產合計	2,826,990	594,200	2,232,790	3,078,247	(649,896)	2,428,351
其他資產						
預付款項-非流動	5,281	(5,281)	-	67,861	(67,861)	-
出租資產	-	85,065	85,065	-	94,624	94,624
投資物業	219,729	(219,729)	-	224,940	(224,940)	-
遞延所得稅資產-非流動	13,326	-	13,326	1,068	-	1,068
其他資產合計	238,336	(139,945)	98,391	293,869	(198,177)	95,692
資產總計	\$ 7,896,086	\$ 720,227	\$ 7,175,859	\$ 9,157,276	\$ 813,499	\$ 8,343,777

(續 次 頁)



新焦點汽車技術股份有限公司及子公司
合併資產負債表
(依中華民國會計準則重編)
民國101年及100年12月31日

	101年12月31日		100年12月31日		單位：新台幣仟元
	依香港財務報告 準則編製金額(註2)	調節金額增(減)	依中華民國會計 原則編製金額	依香港財務報告 準則編製金額(註2)	調節金額增(減)
負債及股東權益					
流動負債					
短期借款	\$ -		\$ 1,154,456	\$ -	\$ 838,607
應付帳款	1,125,581		1,125,581	1,037,544	88,037
應付帳款-關係人	51,263		51,263	4,810	46,453
應付所得稅	36,021		36,021	48,957	(12,936)
應付費用及其他應付款項	722,895		722,895	910,134	(187,239)
其他應付款-關係人	68,537		68,537	52,704	15,833
一年內到期之長期負債	1,162,045		1,154,456	844,408	309,048
流動負債合計	3,166,342		3,166,342	2,898,557	267,785
長期負債					
長期借款	63,615		63,615	57,230	6,385
應付公司債	1,534,681		1,534,681	1,539,906	(5,225)
長期負債合計	1,598,296		1,598,296	1,597,136	1,160
其他負債					
遞延所得稅負債-非流動	315,985	(199,750)	116,235	416,189	(299,954)
其他	365,179		365,179	33,680	331,499
其他負債合計	681,164	(199,750)	481,414	449,869	231,545
負債總計	5,445,802	(199,750)	5,246,052	4,945,562	300,490
股東權益					
股本	277,070		277,070	280,217	(3,147)
資本公積	1,957,139	(86,203)	1,870,936	1,970,823	(9,887)
法定盈餘公積	190,839		190,839	180,052	18,787
未分配盈餘	(1,072,882)	102,050	(970,832)	577,770	(1,548,602)
累積換算調整數	(26,755)		(26,755)	(37,889)	11,134
母公司股東權益合計	1,325,411	15,847	1,341,258	2,970,973	(1,629,562)
少數股東權益	1,124,873	(536,324)	588,549	1,240,741	(652,192)
股東權益總計	2,450,284	(520,477)	1,929,807	4,211,714	(2,281,907)
負債及股東權益總計	\$ 7,896,086	\$ 720,227	\$ 7,175,859	\$ 9,157,276	(1,981,417)

註1：民國101年度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101年12月31日之匯率RMB 1=NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1=NTD 4.8101換算。

註2：揭露之報表格式業已依中華民國一般公認會計原則之規定予以調整。

董事長：洪偉強

經理人：張瑞展

會計主管：洪瑛蓮



新焦點汽車技術股份有限公司及子公司

合併損益表

(依中華民國會計法及相關規定重編)

民國101年及100年1月1日至12月31日

單位：新台幣千元
(除特別註明者外)

	101 年度		100 年度	
	依香港財務報告		依香港財務報告	
	準則編製金額(註2)	調節金額增(減)	準則編製金額(註2及註3)	調節金額增(減)
	原則編製金額		原則編製金額	
營業收入	\$ 6,515,682	\$ -	\$ 7,182,153	\$ -
營業成本	(4,678,416)	(2,065)	(5,226,987)	(2,333)
營業毛利	1,837,266	(2,065)	1,955,166	(2,333)
其他收入	76,656	(76,656)	89,261	(89,261)
營業費用	(2,295,084)	125,696	(1,631,138)	109,659
營業淨利(損)	(381,162)	46,975	413,289	18,065
營業外收入	-	74,894	-	86,091
營業外支出	(1,361,517)	(131,154)	(746)	(114,999)
繼續營業單位稅前淨利(損)	(1,742,679)	(9,285)	(412,543)	(10,843)
所得稅費用	74,657	(353)	(121,460)	736
合併總損益	(\$ 1,668,022)	(\$ 9,638)	(\$ 291,083)	(\$ 10,107)
歸屬於：				
合併淨損益	(\$ 1,511,418)	(\$ 9,638)	(\$ 135,294)	(\$ 10,107)
少數股權淨利	(156,604)	-	155,789	-
	(\$ 1,668,022)	(\$ 9,638)	(\$ 291,083)	(\$ 10,107)
基本每股盈餘	(2.21元)	(0.01元)	0.24元	(0.02元)
合併淨損益	(2.21元)	(0.01元)	0.23元	(0.02元)
稀釋每股盈餘	(2.21元)	(0.01元)	0.23元	(0.02元)
合併淨損益	(2.21元)	(0.01元)	0.23元	(0.02元)

註1：民國101年度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101年12月31日之匯率RMB 1=NTD 4.6611換算。

民國100年度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100年12月31日之匯率RMB 1=NTD 4.8101換算。

註2：揭露之報表格式業已依中華民國一般公認會計原則之規定予以調整。

註3：民國100年度損益表(比較報表)其中之「其他收入」及「營業外支出」係依據當地簽證會計師(香港BDO LIMITED)於民國102年

3月27日出具之民國100年度綜合全面收入報表列示。

董事長：洪偉弼

經理人：張瑞展

會計主管：洪瑛蓮



新焦點汽車技術控股有限公司及子公司
合併資產負債表及合併損益表重編說明
民國 101 年度及 100 年度
(除另予註明者外，金額係以新台幣仟元為單位)

一、合併財務報表重編原則

新焦點汽車技術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101年及100年年度財務報告，係包括新焦點汽車技術控股有限公司(以下簡稱本公司)及子公司之合併財務資訊。

合併公司民國 101 年度及 100 年度依香港法令及香港財務報告準則（以下簡稱香港一般公認會計原則）編製之合併資產負債表及合併損益表，因適用之會計原則與報表格式，與「證券發行人財務報告編製準則」及「中華民國財務會計準則」（以下簡稱中華民國一般公認會計原則）規定部分不同，爰依中華民國行政院金融監督管理委員會(原財政部證券暨期貨管理委員會)82年8月24日(82)台財證(六)第01972號函「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，就上述合併資產負債表及合併損益表依中華民國一般公認會計原則及報表格式予以重編（以下簡稱重編合併財務報表）。

惟因適用之會計原則不同對合併公司民國 101 年度及 100 年度合併損益表之損益影響金額，已達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表已依中華民國一般公認會計原則規定之格式與分類將上述合併資產負債表及合併損益表予以重分類，並執行相關損益調整。

另民國 100 年度合併損益表係依據當地簽證會計師(香港 BDO LIMITED)於民國 102 年 4 月 22 日出具之民國 100 年度合併損益表列示，當地簽證會計師就損益表部分科目予以重分類，故根據該重分類後合併損益表予以重分類。

二、合併公司所適用之中華民國一般公認會計原則與香港財務報告準則之特定重大差異彙總說明

現行已發布生效之中華民國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 101 年度及 100 年度合併資產負債表及合併損益表，進而影響重編合併財務報表之主要差異，彙總說明如下：

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- (一)發行股權而為企業合併的購買價金
- | | | |
|--|--|--|
| 發行股權而為企業合併的購買價金時，股權的公平價值應以宣告日當天之公平價值為計算基礎。 | 發行股權而為企業合併的購買價金時，股權的公平價值應以收購完成日當天之公平價值為計算基礎。 | 101 年度商譽與資本公積各減少\$66,295。
100 年度商譽與資本公積各減少\$10,506。 |
|--|--|--|
- (二)投資物業
- | | | |
|--------------------------------------|---|--|
| 無此類資產的規範，故應以固定資產為會計處理方式，以成本認列，並計提折舊。 | 符合規定的不動產需分為投資物業，並得以採公平價值執行重評價，每期公平價值的變動則列入損益。 | 101 年度：
出租資產、無形資產-土地使用權、營業費用與銷貨成本分別增加\$85,065、\$4,652、\$5,458及\$1,566；投資性不動產、未分配盈餘、資本公積及營業溢利-其他收入分別減少\$219,729、\$96,331、\$24,895及\$1,762。
100 年度：
出租資產、無形資產-土地使用權、營業費用與銷貨成本分別增加\$94,624、\$5,209、\$5,340及\$1,818；投資性不動產、未分配盈餘、資本公積及營業溢利-其他收入分別減少\$224,940、\$89,088、\$25,691及\$3,170。 |
|--------------------------------------|---|--|
- (三)因投資性不動產而導致之遞延所得稅效果
- | | | |
|------------|------------|--|
| 以成本認列並計提折舊 | 以公平價值執行重評價 | 101 年度：
遞延所得稅負債及所得稅費用分別減少\$21,001及\$353；未分配盈餘及資本公積分別增加\$15,661及\$4,987。 |
|------------|------------|--|
- 基礎差異，並計算其遞延所得稅效果。
- 基礎差異，並計算其遞延所得稅效果。

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100 年度：

遞延所得稅負債及所得稅費用分別減少\$21,309及\$736；未分配盈餘及資本公積分別增加\$15,426及\$5,147。

(四)利息資本化

符合特定條件的借款利息 97 年度(含)以前，符合 101 年度：

息應予以資本化，並計入 特定條件的借款成本得 固定資產與未分配盈餘該項資產的帳面價值中。以資本化或費用化。 各增加\$9,136；銷貨成本 98 年度起符合特定條件 -折舊費用與累計折舊各的借款利息應予以資本 增加\$499。

化，並計入該項資產的帳 100 年度：

面價值中，並應予追溯調 固定資產與未分配盈餘整之。 各增加\$9,942；銷貨成本 -折舊費用與累計折舊各增加\$515。

(五)租賃土地及土地使
用權

分類為無形資產下之項 分類為非流動資產下獨 101 年度及 100 年度已予
目。 立之項目。 重分類之金額分別為
\$205,326 及\$133,004。

(六)其他收入

非因經常營業活動所發 分類為營業溢利之一部 101 年度及 100 年度已予
生之收入及費用或利益 分。 重分類至營業外收入之
及損失應帳列營業外收 金額分別為\$74,894 及
支項下。 \$86,091。

(七)融資成本

非因經常營業活動所發 分類為營業溢利之一部 101 年度及 100 年度已予
生之收入及費用或利益 分。 重分類至營業外支出之
及損失應帳列營業外收 金額分別為\$131,154 及
支項下。 \$94,422。

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(八)匯兌損益

帳列營業外收支項下。除財務成本所造成的匯兌損益外皆分類為營業費用之一部分。101 年度及 100 年度匯兌損失帳列營業費用之金額分別為\$0 及\$20,577，已予重分類至營業外支出。

(十)少數股權

少數股權應以子公司淨資產之帳面價值乘上少數股權所佔比例計算而得。101 年度：少數股權、遞延所得稅負債與商標權及特許經營合約分別減少\$536,324、\$178,749 與\$715,073。
100 年度：少數股權、遞延所得稅負債與商標權及特許經營合約分別減少\$578,106、\$190,627 與\$768,733。

(十一)短期借款

原始合約簽訂借款期限在一年或一個營業週期以內之借款應分類為短期借款。短期借款及一年內到期之長期負債皆分類為一年內到期之長期負債。101 年度：\$1,154,456 已予重分類至短期借款。
100 年度：一年內到期之長期負債\$838,607 已予重分類至短期借款。

(十二)預付固定資產及
土地使用權

(十三)取得控制後股權
改變(未導致喪失
控制)

(十四)商譽

(十五) 遞延所得稅資產
及負債

(十六)未分配盈餘加徵
10%之所得稅費
用

- 20 -

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(十七)租金收入或費用	依實際收取或支付之金 額認列為租金收入或費 用。	若租賃合約中明訂租金 的調整金額或調幅，則需 於租賃合約期間中以直 線法認列租金收入或費 用。	註
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註：影響金額未達證券交易法施行細則第六條所訂應重編財務報表之標準，未具重大性，故不予調整或重分類。

附 件 四



年報
2012

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公司資料

董事

執行董事

洪偉弼(主席)

張瑞展(行政總裁)

洪瑛蓮(財務總監)

Douglas Charles Stuart Fresco

Edward B. Matthew

非執行董事

許明全

張安黎

獨立非執行董事

杜海波

周太明

汪啟茂

張天誌

公司秘書

劉小華

註冊辦事處

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Grand Cayman

KY1-1111 Cayman Islands

香港主要營業地點

香港

灣仔

軒尼詩道180號5樓

核數師

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干諾道中111號

永安中心25樓

法律顧問

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香港

中環干諾道中1號

友邦金融中心13樓

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

股份過戶登記處香港分處

香港中央證券登記有限公司

香港

灣仔

皇后大道東183號

合和中心17M樓

股份編號

360

網址

<http://www.nfa360.com>



主席致辭

本人很榮幸，藉此機會代表本集團董事會向本集團各位股東、客戶以及長期以來所有支持本集團的人士表示由衷的謝意，並提呈本集團二零一二年度之營業表現及二零一三年度的展望。

市場回顧及集團簡介

二零一二年，在複雜的國際經濟環境下，中國經濟經歷了嚴峻的考驗，國內生產總值增速放緩至**7.8%**，創下近十三年來新低。二零一二年中國車市增速放緩，同比增速約為**4%**，汽車保有量增長約**14%**，國內汽車後市場依然保持高速發展態勢。

本集團專注於大中華汽車服務連鎖通路之建設（本集團服務業）以及汽車綠色照明和汽車電子電源領域的創新生產（本集團製造業），向汽車消費者提供優質性價比之產品和服務。本集團為大中華區汽車後市場服務連鎖通路領域的領航者，在中國之市場佔有率持續保持第一，也是行業內唯一完成沿海四大經濟區十三個省市直營連鎖店戰略布局的企業。

業務進展

在經濟環境複雜多變的形勢下，集團面臨較為嚴峻的發展形勢和諸多的困難與挑戰，集團整體營收與二零一一年相比下降**6%**至約人民幣**14**億元。值得關注的是，集團服務業綜合營收達約人民幣**11.7**億元，佔比由二零一一年的約**68%**提升至二零一二年的約**72%**。截至於回顧期間，集團于大中華地區已擁有**80**家服務零售門店及**18**家商業客戶批發網點。

在過去一年中，集團延續之前制定的戰略目標，首先對本集團旗下各品牌進行整合，統一品牌形象，迅速建立廣大車主對本集團品牌的認知度。截至回顧期內，華東、華南及台灣地區均已完成品牌整合，華北及東北地區的品牌整合也將陸續展開。除品牌整合外，集團獨創的新式門店佈局也證實為一大成功。

主席致辭

回顧期內，集團服務業取得以下進展：

一站式服務零售業

1. 同業創舉與營運模式改造

- 二零一二年六月，集團成功收購深圳市永隆行汽車服務有限公司(「深圳永隆行」)剩餘之**49%**股權，從而**100%**控股永隆行。
- 二零一二年十月，集團成功收購長春市廣達汽車貿易有限公司之**51%**股權(「長春廣達」)，對本集團之服務業將發揮明顯之協同效應，並將加強本集團在中國汽車後市場之領先地位及規模。
- 二零一二年十一月，集團成功收購台灣艾普汽車股份有限公司**100%**股權(「艾普汽車」)，取得高端專業汽車精洗美容業務的專長與獨步全球的化學品專利，將可大幅提升營業毛利並增加來客頻率。
- 截至二零一二年十二月三十一日，上海所有一站式門店及台灣**4**家門店已全部完成門店動綫及布局的整改，上海及台灣門店的來客數量因此得到顯著提升。

2. 跨足汽車精洗美容新事業

本集團收購艾普汽車**100%**股權後，予以打造全新精洗美容團隊並發展高端**SPA**等級的汽車服務。艾普汽車最大的價值在於精洗美容的材料、工藝、銷售方式及服務態度，其汽車精洗美容業務將成為跨越行業競爭的獨特優勢。通過在本集團之連鎖門店提供高品質且專業的精洗美容服務，客戶來店次數得到增加，其對本集團的服務品牌忠誠度獲得提升。

3. 引入戰略合作夥伴

二零一二年七月集團與大潤發完成合作協定簽署。兩個行業龍頭的結合，除了能為本集團取得優質的運營據點的保障，將縮短客戶對「新焦點」品牌認知度的培養期，並共用雙方會員資源，為本集團帶來豐厚的營收和利潤。

主席致辭

商業客戶批發體系－集團批發業

截止回顧期內，商業客戶會員店總數達**18**家，其中華東**8**家，華中**3**家，東北**7**家，成長**20%**。

二零一二年，集團批發業進一步提高剛性需求商品佔比，包含輪胎、油品及化學的助劑，走在行業前端，引領轉型趨勢；遼寧新天成更大舉擴張，在東北地區自展新增三個網點（哈爾濱，錦州，盤錦），與北京新增一個網點，從原有的四個增加到八個。

此外，集團按照利潤貢獻重新優化客群並將其劃分為不同層級，計劃將精力重點放在服務貢獻靠前及高利潤的客戶上，同時針對不同的客群製作不同的服務標準。供應商及產品的部分也將進行此類優化。

集團製造業

集團製造業雖於二零一二年上半年稍有虧損，在六月份新任管理團隊加入後，製造業務蓬勃的發展。此外，集團製造業投入產品設計與研發，目前部分產品已進入國內外**OEM**市場，深受汽車消費市場的青睞。

另外，集團製造業於近期內與全球輪胎製造龍頭簽署合作協議，成為其在中國的授權製造、分銷合作夥伴。

展望

集團服務業將在二零一三年採取以下營運策略：

一： 服務零售體系－強化現有服務網點密度與拓展高端美容服務

- 在現有上海、台灣、深圳及北京、濟南的一站式服務中心基礎上，通過自行展店及締結戰略聯盟，提高主要市場一站式服務中心分佈密度。預計二零一三年，現有市場一站式服務中心數量將增加近**30**家。

主席致辭

- 與大潤發持續合作，於其他鄰近城市開發更多據點。此外，集團計劃憑藉直營連鎖服務網點和遍佈各省份的經銷商網路與多家國際知名品牌洽談戰略合作。
- 對華南、華北、東北地區門店內部擺設、經營動綫和坪效策略上進行整改，統一品牌、統一管理、統一系統，以達成完全整合的服務連鎖體系。
- 安排不同區域互相學習，複制優良業務模式。

二： 商業客戶批發體系－精耕細作

- 集團將進一步探索新的集中採購協同效應，爭取最大化降低單體公司的採購成本；另一方面，集合同質產品的採購需求，整合力量增強集團整體對供應商等議價能力。
- 進一步豐富和穩定產品結構，應對市場及行業轉變的風險。

三： 製造業

集團製造業將在二零一三年繼續採取穩健的經營策略，憑藉其強大的產品研發能力及產品行銷網路，進一步與其他知名品牌聯手，可望大幅提升銷量並進一步完善本集團在中國地區銷售管道、通路的布局，爭取更多接觸消費者的機會與平台。

二零一三年，本集團將以大視野，大格局開創共贏式服務業美好未來。

本人謹此衷心感謝各股東、董事會成員、管理團隊、全體員工合作夥伴及所有客戶對本集團一如既往的支持和貢獻。

管理層討論與分析

縱覽

於二零一二年，本集團專注於大中華汽車後市場相關連鎖服務，以通路渠道建設為主，推廣品牌和一站式零售服務，提供及滿足廣大汽車消費者的基本需求，在業界位居產業龍頭。

業務摘要

收入

截止二零一二年十二月三十一日止年度，集團之綜合營業額約人民幣**1,397,885,000元**(二零一一年：人民幣1,493,140,000元)，下降約**6.4%**。

集團服務業綜合營業額約人民幣**1,006,049,000元**(二零一一年：人民幣1,012,076,000元，下降約**0.6%**。集團服務業綜合營業額的下降源於全球經濟持續低迷，成功的門店改造與獨創的營運模式雖大幅提升營運績效，但整體表現仍受到波及。

截止二零一二年十二月三十一日止年度，集團製造業綜合營業額約人民幣**391,836,000元**(二零一一年：人民幣481,064,000元)，下降約**18.5%**。製造業因舊任團隊管理不當，以致訂單流失。在新任團隊加入後，製造業務的表現獲得顯著改善。

毛利及毛利率

集團二零一二年綜合毛利約為人民幣**394,170,000元**(二零一一年：人民幣406,471,000元)，下降約**3%**；毛利率則由二零一一年約**27.2%**上升至二零一二年約**28.2%**。

集團服務業毛利約為人民幣**316,532,000元**(二零一一年：人民幣304,133,000元)，增長約**4.1%**；毛利率約為**31.5%**(二零一一年：**30.1%**)，毛利率增長源於顛覆性的整改策略改變舊有的業務組成，將高毛利的精洗美容服務項目納入集團服務板塊也能使盈收快速提升並確保市場的高佔有率。

集團製造業毛利約為人民幣**77,638,000元**(二零一一年：人民幣102,338,000元)，下降約**24.1%**；毛利率約為**19.8%**(二零一一年：**21.3%**)。製造業因二零一一年五月起中國大陸部分出口產品不予退稅政策影響致使毛利率下降；製造業固定費用較高，年內營業額的減少也引起製造業毛利率的下降。

管理層討論與分析

開支

年內的銷售及市場推廣開支約為人民幣**304,344,000元**(二零一一年：人民幣**226,468,000元**)，增長約**34.4%**；該項開支增長主要源於實施品牌整合與更名、門店整改及店招更換費用。

年內行政開支約為人民幣**159,909,000元**(二零一一年：人民幣**93,009,000元**)，增長約**71.9%**。年內行政開支增長約人民幣**66,900,000元**，其中約人民幣**12,820,000元**源於山東行者汽車用品服務有限公司、湖北歐特隆汽車用品超市有限公司(「湖北歐特隆」)、上海追得貿易發展有限公司(「上海追得」)、長春市廣達汽車貿易有限公司(「長春廣達」)及艾普汽車股份有限公司(「艾普汽車」)之財務報表併入集團報表；約人民幣**13,880,000元**壞賬記入上海新焦點汽車維修服務有限公司；約人民幣**9,540,000元**為薪酬上漲(其中含支付給新的管理團隊之薪酬)及約人民幣**10,160,000元**為關閉上海及深圳若干服務零售門店遭受的損失。

經營虧損

集團經營虧損約為人民幣**345,739,000元**(二零一一年：經營溢利人民幣**105,396,000元**)。其中因併購產生的商譽、無形資產等長期資產減值及存貨，應收賬款等流動資產減值導致年內集團經營溢利損失約為人民幣**322,832,000元**，年內銷售及市場推廣開支及行政開支的大幅上漲。

截至二零一二年十二月三十一日，本公司商譽方面的資產減值總計約人民幣**164,673,000元**，其中分攤到浙江歐特隆實業有限公司(「浙江歐特隆」)、遼寧新天成實業有限公司(「遼寧新天成」)、上海追得、湖北歐特隆、深圳市永隆行汽車服務有限責任公司(「深圳永隆行」)及新焦點(成都)汽車服務有限公司的商譽資產減值分別約為人民幣**71,061,000元**、人民幣**45,260,000元**、人民幣**18,058,000元**、人民幣**20,979,000元**、人民幣**9,213,000元**及人民幣**102,000元**。

管理層討論與分析

截至二零一二年十二月三十一日，本公司其他無形資產方面的資產減值總計約人民幣123,288,000元，其中分攤到浙江歐特隆、遼寧新天成及本集團在上海和台灣從事汽車服務零售業的兩家附屬公司的其他無形資產的資產減值約為人民幣64,716,000元、人民幣55,756,000元及人民幣2,816,000元。

二零一二年，浙江歐特隆及遼寧新天成物業、機器及設備的資產減值分別約人民幣2,480,000元及人民幣1,661,000元。

本公司預期浙江歐特隆二零一二年能實現收入年增長15%，然而其收入下降約16%，開支上升約18%。本公司預期遼寧新天成二零一二年能實現收入年增長15%，然而，其收入下降約6%，開支上升約22%。收入下降主要源於中國經濟低速增長。兩家附屬公司開支上升主要源於用工成本及房租上漲。浙江歐特隆及遼寧新天成均於二零一二年租下新門店並僱用新員工用於分別開設一家及三家門店。浙江歐特隆及遼寧新天成主要營運所在地浙江及遼寧的最低工資分別自二零一一年四月及二零一一年七月上調，這進一步促使浙江歐特隆及遼寧新天成的用工成本上漲。

本公司預期上海追得二零一二年能實現收入年增長50%，然而其收入僅增長約5.5%，開支卻上升約23%。開支上升主要源於用工成本及差旅費增加。上海追得二零一二年僱用二十餘名新員工以滿足其擴張需求。為了拓展業務，上海追得通過各種方式(如：參加展會)增強其營銷及推廣能力，因此差旅費大幅上升。

管理層討論與分析

深圳永隆行收入實現年增長28%，其開支增長約75%。開支大幅增長主要源於關閉若干服務零售門店及用工成本增加。深圳最低工資自二零一二年二月一日起上漲，這大幅提高了包括深圳永隆行須為其員工繳納的社保在內的用工成本。

因考慮到浙江歐特隆及遼寧新天成的表現不如本公司之前所預期，遂本公司期望湖北歐特隆二零一三年能實現收入年增長5%的目標，該目標低於本公司收購湖北歐特隆51%股權時的擬定的收入增長15%的目標。這也是湖北歐特隆商譽資產減值人民幣20,979,000元的主要原因。

收購浙江歐特隆、遼寧新天成、上海追得、湖北歐特隆和深圳永隆行51%股權的初始對價均須根據這些公司在規定的對價調整期限的實際業績進行調整。由於浙江歐特隆、遼寧新天成和上海追得在上述期限的實際業績均達到了相關的業績目標，沒有對收購這三家附屬公司51%股權的初始對價進行調整。收購湖北歐特隆51%股權的初始對價為人民幣87,258,450元，實際對價為人民幣83,977,023元。收購深圳永隆行51%股權的實際對價將在2013年4月份確定。

融資成本

融資成本淨額約為人民幣28,138,000元(二零一一年：人民幣19,630,000元)，增長約43.3%。融資成本的增長主要源於集團併購業務所需支出之大額現金來自於銀行貸款，致使集團利息費用增加；集團二零一一年十二月發行38,201,000美元可轉債於年內計劃利息費用人民幣7,620,000元。

稅項

所得稅開支約人民幣-16,017,000元(二零一一年：人民幣25,251,000元)，若不考慮年內確認的長期資產減值對所得稅費用的影響，則年內經營所得稅費用約為人民幣14,101,000元。

本公司擁有人應佔虧損

本公司擁有人應佔虧損約人民幣324,262,000元(二零一一年：應佔溢利約為人民幣28,127,000元)，其中因併購產生的商譽、無形資產等長期資產減值及存貨、應收賬款等流動資產減值導致年內本公司擁有人應佔虧損約為人民幣243,443,000元。每股虧損約人民幣47.40分(二零一一年：每股盈餘人民幣4.91分)。

財務狀況與流動資金

截至二零一二年十二月三十一日止年度，集團繼續保持一貫穩健的財務狀況，集團資產維持良好流動性。本集團錄得經營性活動所用的現金流約為人民幣5,051,000元(二零一一年：流出人民幣約25,543,000元)。

於二零一二年十二月三十一日，非流動資產約人民幣905,777,000元(二零一一年十二月三十一日：人民幣921,649,000元)。

管理層討論與分析

於二零一二年十二月三十一日，流動負債淨值約人民幣90,422,000元(二零一一年十二月三十一日：流動資產淨值約人民幣379,513,000元)，流動比率約為0.90(二零一一年十二月三十一日：1.63)。

於二零一二年十二月三十一日，以總負債除以總資產計算的資產負債比率約為68.97%(二零一一年十二月三十一日：約為54.01%)。二零一二年十二月三十一日，集團銀行借款總額約為人民幣262,955,000元(二零一一年十二月三十一日：人民幣187,447,000元)。

本集團擁有健康及充足的經營現金流、銀行存款及銀行信貸額度，足以支付日常營運，資本支出及應對將來在拓展集團版圖、深入大中華內需市場的兼併收購與投資機會。

財務擔保與資產抵押

於二零一二年十二月三十一日，已抵押作本集團銀行借款之擔保之投資物業、物業、機器、設備、租賃土地及土地使用權之賬面淨值合計約為人民幣138,679,000元(二零一一年十二月三十一日：人民幣119,468,000元)。

重大收購及出售附屬公司及聯營公司

收購浙江歐特隆12%股權及撤銷收購

於二零一二年三月三十日，本公司與浙江歐特隆之小股東(「小股東」)訂立股權轉讓協議。據此本公司收購浙江歐特隆之12%股權(「收購」)，代價為人民幣37,247,000元。由於集團隨後致力於擴張大中華區之零售連鎖服務體系，為了將資金集中於零售服務連鎖體系之建設，於二零一二年十二月七日，本公司與小股東訂立撤銷協議，撤銷上述收購。該撤銷協議於二零一二年十二月二十日履行完畢後，本公司間接持有浙江歐特隆的股權由63%下降至51%。

收購雄偉國際100%股權及撤銷收購

於二零一二年三月三十日，本公司與雄偉國際有限公司(「雄偉國際」)之股東(「轉讓方」)訂立股權轉讓協議。據此本公司建議收購雄偉國際之100%股權(「收購」)，代價為人民幣80,000,000元。由於集團隨後致力於擴張大中華區之零售連鎖服務體系且考慮到中國未來房地產市場發展的不確定性，為了將資金集中於零售服務連鎖體系之建設，於二零一二年十二月七日，本公司與轉讓方訂立撤銷協議，撤銷上述收購。

管理層討論與分析

收購深圳永隆行49%股權

於二零一二年六月二十八日，本公司與深圳永隆行之小股東訂立股權轉讓協議。據此本公司成功收購深圳永隆行49%的股權，代價為人民幣37,240,000元。上述收購於二零一二年六月二十九日完成後，本公司間接持有深圳永隆行100%的股權。

收購長春廣達51%股權

於二零一二年七月十七日，本公司與長春廣達之股東訂立股權轉讓協議。據此本公司成功收購長春廣達51%股權，代價為人民幣132,600,000元(可予調整)。收購於二零一二年十月二十五日完成後，本公司間接持有長春廣達51%的股權。

收購艾普汽車100%股權

於二零一二年十一月十五日，本公司之全資附屬公司台灣新焦點汽車服務股份有限公司與艾豐投資股份有限公司、艾普汽車、魔之車匠國際貿易股份有限公司、曾新和先生及余淑美女士訂立股權轉讓協議。據此本公司擬收購艾普汽車100%股權，代價為新台幣210,000,000元(可予調整)。截至二零一二年十二月三十一日，艾普汽車之97.5%股權已轉讓給本集團而餘下2.5%股權將於二零一三年六月七日或前後轉讓至本公司。

重大投資

截至二零一二年十二月三十一日止年度，本集團無重大投資。

匯兌風險

年內，本集團的結算貨幣主要為美元。為降低匯兌風險，本集團通過採購合同鎖定匯率以及調整報價政策，得以向上下游轉移成本壓力，以減小上述匯率變動帶來的影響，集團不存在重大匯兌風險。

或然負債

於二零一二年十二月三十一日，本集團並無任何重大或然負債。

僱員及酬金政策

截止二零一二年十二月三十一日，本集團僱用共5,291名全職員工(二零一一年十二月三十一日：4,328名)，其中管理人員921名(二零一一年十二月三十一日：785名)。本集團的僱員酬金組合包括工資、獎金(例如根據工作表現的花紅)及津貼。本集團同時為員工提供社會保險和福利。

管理層討論與分析

業務進展

二零一二年全球經濟呈現持續低速增長態勢，世界經濟復蘇勢頭放緩。國際市場需求不斷萎縮，全球經濟進入低迷期；國內車市發展受限，潛在風險和矛盾不斷增多；集團在總體環境複雜多變的形勢下，逆向整合、大舉擴張，雖然面臨較為嚴峻的發展形勢和諸多的困難與挑戰，集團仍展現高度彈性與競爭力：整體營收與二零一一年人民幣15.0億元相比微幅下降6%至人民幣14.0億元。

值得關注的是，集團服務業營收佔比由二零一一年的68%提升至二零一二年的72%；集團製造業營收佔比則由二零一一年的32%下降至約28%。

新任管理團隊在二零一二年上半年加入集團後，延續之前制定的戰略目標與整改計畫，我們相信此舉必能為全體股東帶來「質量並重」的長期利益。集團將最大程度發揮國內服務零售業及商業客戶批發體系的協同效應，精進運營能力。

服務零售業今年，華東、華南及台灣均已全面由集團管控。所有品牌均已整合至集團名下。其餘地區如華北及東北地區門店的進一步品牌整合預計將於二零一三年年底完成，集團形象與品牌的完全統一將為全國客戶在大中華地區帶來耳目一新的體驗。「新焦點」將成為完全整合的服務連鎖，「統一品牌、統一管理、統一系統」以提供最具競爭力的優質服務。

除了品牌整合外，集團獨創的新式門店布局也證實為一大成功：此項改革大幅提升了整改門店的客流量、來客頻率及客戶忠誠度，更帶來顯著的業績與利潤。與舊型門店布局截然不同，在新式門店布局中，集團捨棄以往「將大面積空間用於汽車百貨商品銷售」的做法，增加了快修快保、洗車美容、及裝飾改裝業務的面積。新布局使得毛利率得以提高，同時資金使用可更靈活，降低前期資本支出需求，並縮短門店盈虧平衡時間及資金回收天期。二零一三年，集團將對剩餘門店進行第二階段之整改計畫，未來所有新店都將採用該新式門店布局模式。

二零一二年，集團一共服務超過六百萬車主及數以千計的中小型商業客戶。截至二零一二年年底，集團於大中華地區已擁有80家服務零售門店及18家商業客戶批發網點，儼然成為同行業企業中規模最大、門店數最多的領先者。本集團廣泛分佈的據點規模獲得眾多全球領先企業的青睞，使得新焦點成為其踏入快速發展的中國汽車後市場的首選夥伴。

管理層討論與分析

集團服務零售業

回顧期內，集團服務業取得以下進展：

1. 成功的服務零售門店改造

服務零售中心總數由56家上升至80家，增長率約為43%，且持續關注華東、華南、東北華北及台灣地區一線城市。

- 二零一二年六月，集團成功收購深圳永隆行剩餘之49%股權，達成100%控股深圳永隆行，這將提高集團之盈利能力，並達成對深圳永隆行的完全控制及全面管理。
- 二零一二年十月，集團成功收購長春廣達之51%股權，收購長春廣達對本集團之整體汽車售後服務及服務零售業務發揮明顯之協同效應，並將加強本集團在中國汽車後市場之領先地位及規模。
- 二零一二年十一月，集團成功收購艾普汽車100%股權並取得高端專業汽車精洗美容業務的專長與獨步全球的洗美化學品專利。隨著艾普汽車事業部的併入，集團將於多家精選門店率先引進高毛利的專業汽車精洗美容業務，營業毛利及來客數量發展潛力無限。
- 截至二零一二年十二月三十一日，上海所有一站式門店及臺灣4家門店均已全部完成門店動線及佈局的整改。上海及台灣門店的來客數量皆因此得到顯著提升，充分證明該顛覆性的整改策略不但正確且可被成功複製至其他區域的新門店。

2. 跨足汽車精洗美容新事業

二零一二年十一月，本集團與艾普汽車達成百分之百收購協議，將艾普汽車品牌引進本集團旗下，聯手打造全新精洗美容團隊並發展高端SPA等級的汽車服務。艾普汽車有其獨特的技術及化學配方，在台灣享有盛譽。本集團相信IPO最大的價值在於精洗美容的材料、工藝、銷售方式及其專業且熱情的員工的服務態度。完成收購後，IPO精洗美容事業的精髓可被納入集團體系中，建構屬於全新精洗美容技術團隊並複製IPO在台灣創下的黃金口碑，提供客戶獨步兩岸的專業服務。

管理層討論與分析

汽車精洗美容業務備受集團重視的原因之一：適用於所有車輛，無論品牌、類型及使用年數。在滿足服務品質的同時，存貨要求相對較低。並且，從最基礎至最頂級的精洗美容服務，皆可使用同樣的設備，節省大筆開支。

我們希望藉由提供高品質且專業的精洗美容服務增加客戶來店次數與忠誠度。相信IPO有目共睹的高品質精洗美容服務將在國內市場受到歡迎，進一步幫助集團在快速發展的高端汽車客群打響知名度。

3. 引入戰略合作夥伴

二零一二年七月集團與大潤發中國有限公司(「大潤發」)完成合作協定簽署，大潤發目前在全國有超過200家門店，第一階段本集團將在其華東區14個營運據點開設服務據點，利用開車去大潤發購物的巨大客流。截至二零一二年年底，已成功開設2家。下個階段將針對其他地區，如華東地區的浙江，江蘇以及北京或廣東，展開合作。兩個行業龍頭的結合，為本集團縮短客戶對「新焦點」品牌認知度的培養期，並共用雙方會員資源，向大潤發現有廣大客戶群體推廣服務。

商業客戶批發體系－集團批發業

二零一二年十二月簽訂撤銷關於二零一二年三月收購浙江歐特隆12%股權之股權轉讓協議，集團將繼續持有浙江歐特隆51%控股權。撤銷該股權轉讓協議，使得本集團得以將資金集中用於大中華地區服務零售連鎖體系之建設。

截止回顧期內，商業客戶會員店總數達18家，其中華東8家，華中3家，東北7家，相較2011年，家數成長20%。二零一二年，集團批發業進一步提高剛性需求商品佔比，包含輪胎、油品及化學助劑。集團計畫豐富產品結構，不只涉足百貨商品，轉而擴大上文提及之剛需商品規模。

我們相信這次轉型將會使集團商業客戶批發體系更具優勢，並提升客戶的滿意度、採購頻率及忠誠度。二零一二年，集團附屬公司遼寧新天成更大舉擴張，分別在東北地區新增三個網點(哈爾濱、錦州、盤錦)，及北京新增一個網點，從原有的四個增加到八個，目標是在三年內搶下東北20處門店，為奪得市場話語權增添砝碼。



管理層討論與分析

此外，集團按照利潤貢獻重新優化客群並劃分為不同層級。集團計畫著重將精力放在服務貢獻靠前及高利潤客戶上，並減少對較小且無產出的客戶的服務。服務標準（例如：物流費用及配送時間）也將按不同客群製作不同標準。在供應商及產品的部分也將進行此類優化。

接下來，集團將著重提升毛利及降低成本，以促使集團商業客戶批發體系實現盈利。

集團製造業

集團製造業雖於二零一二年上半年稍有虧損，在六月份新任管理團隊加入後，製造業務蓬勃發展。儘管製造業之主要市場北美區域經濟依然低迷，消費疲軟，我們仍重獲數筆國際級客戶之訂單，並竭力投入產品設計與研發，採用國內外尖端技術，欲以「輕、薄、短、小、智慧化和環保節能」的特點深入消費市場。目前部分產品已成功打入國內外OEM市場，深受汽車消費市場的青睞。

回顧期內，新任管理團隊透過優化供應商、降低物料成本、改善物流以及倉庫運營等，實現二零一二年毛利率由19%(1-5月)上升為24%(6-12月)。

另外，集團製造業於近期內與全球輪胎製造龍頭完成簽署合作協議，成為其在中國的授權製造、分銷合作夥伴。集團製造業將負責生產經其品牌授權的汽車配件產品，並於集團所有直營連鎖服務網點和集團批發體系分銷所有相關產品。

管理層討論與分析

展望

儘管經濟衰退對國內所有企業帶來前所未有的挑戰，但是國內汽車後市場的發展已進入快車道。為掌握此發展契機，集團服務業將在二零一三年採取以下主要營運策略：

一： 服務零售體系－強化現有服務網點密度與拓展高端美容服務

- 集團將在上海、台灣、深圳及北京、濟南進一步展店，提高重點地區一站式服務中心的分佈密度。預計於二零一三年，一站式服務中心數量將增加近30家。
- 繼續透過大潤發華東地區合作開設更多服務據點。
- 計畫與多個國際知名品牌與企業締結戰略聯盟。
- 持續優化門店面積分布、經營動線和坪效策略，統一品牌、統一管理、統一系統，以建造完全整合的服務連鎖體系。
- 安排不同區域互相學習，複製優良業務模式：北京的保險業務，東北的鈹噴業務，上海的精洗美容業務，及深圳的維修業務。透過彼此分享與經驗交流，將使所有門店不只個體穩健，更能集體強固，無畏市場競爭。

二： 商業客戶批發體系

集團將探索新的集中採購協同效應，並精簡採購作業程式，從而提高採購及物流管理效率。

此外，也將改善產品結構，以應對市場及行業轉變的風險。批發業務目前已踏入機油領域及增加其他核心剛需品項，並會持續擴張至精洗美容領域。

對我們的供應商、客戶、產品進行區分。集中精力放在大客戶，以及有產出、有利潤的產品。根據客戶的產出質量，對真正有產出的客戶，提供更優質的服務，更有吸引力的價格、付款條件及市場支持政策。

管理層討論與分析

三：製造業體系

集團製造業將在二零一三年繼續採取穩健的經營策略，憑藉其強大的產品研發能力及產品行銷網路，集團可進一步與其他知名品牌聯手從而擴張市場份額。

- 鞏固現有客源並拓展新業務：依託現有資源和業務，通過提高產品品質、銷量與服務水準，拓展客戶以及擴大市場份額，推進創新與提高生產效率。
- 新產品研發：中國車市在轉向，中國消費者的需求也在轉向。在快速發展的中國汽車市場當中，集團將準確掌握消費者需求並生產最有吸引力的汽車配件產品。集團計畫二零一三年研發超過70項新產品。
- 費用節省：與供應商協商降低原材料成本、人員精簡、並進行供應鏈流程優化。

二零一二年，是本集團改革的一年。我們堅信本集團採取的這些大刀闊斧的改革措施將為股東創造更令人期待的價值。秉著「挑戰、協調、創新」的企業理念，集團將為消費者提供更具有科技含量的產品和更加全面、人性化的汽車服務。汽車後市場的戰鼓已然響起，「新焦點」將會成為歷久不衰的真正領袖。

報告日期後事件

收購新焦點麗車坊18.68%股權

於二零一三年二月十八日，本公司與新焦點麗車坊股份有限公司（「新焦點麗車坊」）之小股東訂立購股協議。據此本公司收購新焦點麗車坊18.68%股權（「收購」），代價為新台幣42,029,326元。收購於二零一三年三月十九日完成後，本公司間接持有新焦點麗車坊100%的股權。

收購湖北歐特隆51%股權之股權轉讓協議之補充協議

於二零一一年九月二十三日，本公司與陳炳煜，李貞斐及李正國（「湖北歐特隆賣方」）簽署有關收購湖北歐特隆51%股權之協議（「股權轉讓協議」），上述收購於二零一一年九月二十三日完成。於二零一三年二月十八日，本公司與湖北歐特隆賣方訂立補充協議以修訂股權轉讓協議之條款，包括代價支付方式。據此，本公司將向湖北歐特隆賣方清償未支付之代價人民幣27,621,178元，其中人民幣4,000,000元以現金支付，剩餘人民幣23,621,178元通過向湖北歐特隆賣方以發行價0.98港元發行總計29,749,744股新股予以支付。

董事及高級管理人員個人資料

執行董事

洪偉弼先生(主席)

洪先生，52歲，集團創辦人之一，為本公司主席，目前主要負責管理董事會及制定集團未來發展戰略和規劃。洪先生自二零零五年二月起擔任主席。

彼於一九八二年畢業於台灣中原大學，持有商務學學士學位。於成立上海紐福克斯汽車配件有限公司(「紐福克斯配件」)前，洪先生為豪品國際股份有限公司的創辦人兼總經理。洪先生於一九九四年三月成立紐福克斯配件，擔任董事兼總經理，並積極參與紐福克斯配件的日常運作；於二零零一年創立新焦點汽車維修服務有限公司(「新焦點服務」)。洪先生為洪瑛蓮女士之胞兄。

張瑞展先生

張先生，42歲，執行董事兼行政總裁，目前全面負責本集團之運營及管理。張先生自二零一二年二月起擔任執行董事兼行政總裁。

張先生於一九九二年獲得紐約大學文學學士學位；於一九九六獲得耶魯大學工商管理碩士學位；並於一九九六—一九九七年於哈佛大學約翰.F.肯尼迪政府學院攻讀公共管理項目。張先生為在技能及經驗方面均極為豐富之高級管理人員，具有在大中華區、美國和英國的工作經驗。張先生曾協同他人共同創立公司、獲得風險投資、建立戰略合作及將私有公司通過初次公開發行於納斯達克上市，具有納斯達克和倫敦交易所上市公司行政總裁工作經驗。張先生熟練掌握英語、普通話及閩南語，在領導及完成複雜的跨境投資及交易方面具有非常成功的履歷及被證實的能力。於一九九七年，張先生協同他人共同創立和信超媒體有限公司(納斯達克股票代碼：GIGM)，並於一九九九年從微軟獲得3,500萬美元的投資。於二零零零年二月，張先生成功的主導了創立和信超媒體有限公司於納斯達克的初次公開發行，募集資金27,000萬美元。在隨後的二零零零年四月，張先生被《財富》雜誌評為25名40歲以下的下一代全球領導人之一。於二零零六年，張先生協同他人共同創立樂拍有限公司，一家在中國的領先電視購物公司，並於5年內將其營業額提高至15,000萬美元。樂拍有限公司目前通過與山東、雲南和重慶的省級電視臺成立合資企業，經營3個電視購物頻道。在二零一零年九月，張先生成功將樂拍有限公司以16,000萬美元的價格出售給樂天集團及伊藤忠商事株式會社。

董事及高級管理人員個人資料

洪瑛蓮女士

洪女士，47歲，執行董事、集團副總裁兼集團財務總監，目前負責集團財務預算及資金管理工作。洪瑛蓮女士自二零零五年二月起擔任執行董事。

彼於一九八八年畢業於台灣輔仁大學，持有會計學學士學位，彼於零售批發服務業及財務方面具有多年經驗，於加入本集團之前，洪女士由一九九一年至二零零一年期間一直在台灣一家超級市場連鎖店工作，擔任多個職位，負責批發營運、人力資源管理、產品管理、存貨物流及財務管理。洪女士於二零零一年七月加入本集團。彼為洪偉弼先生的胞妹。

Douglas Charles Stuart Fresco先生

Fresco先生，68歲，執行董事，本集團創辦人之一。Fresco先生自二零零五年二月起擔任執行董事。

彼在分銷汽車產品方面擁有豐富經驗，為於一九八二年在香港成立的可士達有限公司(「可士達」)創辦人之一，該公司為美國及歐洲的後市場批發及分銷汽車配件。自一九九四年三月成立紐福克斯配件以來，Fresco先生一直負責擴充本集團產品的海外市場。彼亦為本公司於香港的授權代表之一。

Edward B. Matthew先生

Matthew先生，57歲，執行董事。負責本集團製造業務之海外市場開拓。Matthew先生於二零一零年八月獲委任為執行董事。

彼於Custom Accessories(美國一家經營汽車配件業務的家族企業)擔任董事會成員超過二十五年。Matthew先生現任Custom Accessories的執行董事，自其一九七四年成立至今一直積極參與其業務經營。另外，Matthew先生兼任北岸大學健康系統(一家位於美國芝加哥地區的大型多醫院系統)的執業麻醉師及芝加哥大學醫學院麻醉學助理教授，並曾擔任位於美國伊利諾州高地公園的高地公園醫院之醫務長。Matthew先生還曾是高地公園醫院和北岸大學健康系統的董事會成員。

Matthew先生於一九七八年獲密歇根大學安娜堡分校經濟學學士學位，並於一九八二年獲芝加哥伊利諾伊大學醫學學位。Matthew先生於西北大學醫學院進修麻醉學並獲美國麻醉學委員會認證。

董事及高級管理人員個人資料

非執行董事

許明全先生

許先生，58歲，非執行董事，獲台灣新竹交通大學電信工程學士和美國北卡州大電機資訊碩士學位。為精英電腦股份有限公司，鈺邦科技股份有限公司及Luxo Corporation之共同創辦人，在IT產業有25年以上經驗。彼現任新揚投資股份有限公司總經理，在投資行業有10年以上經驗。許先生於二零一零年三月加入本集團。

張安黎先生

張先生，46歲，非執行董事，分別於一九九五年、一九九七年獲得美國費城德雷克塞爾大學頒發的會計學士學位及金融方向工商管理學碩士學位。彼現任STIC Investment Inc. (STIC Secondary Fund II, L.P. and STIC Korea Integrated – Technologies New Growth Engine Private Equity Fund之一般合夥人且為韓國私募股權業內的龍頭企業)之總經理並負責大中華區團隊之運作，具有管理及投資相關工作經驗超過十五年。張先生於二零一一年十二月加入本集團。

獨立非執行董事

杜海波先生

杜先生，43歲，獨立非執行董事，一九八九年畢業於鄭州大學，二零零五年畢業於中歐國際工商管理學院，獲EMBA學位，在會計及審計方面擁有17年專業經驗，為高級審計師及高級會計師；彼取得註冊會計師、註冊稅務師及土地估價師的專業資格；杜先生曾為靈寶縣審計師事務所及河南審計事務所的副所長，現為河南正永會計師事務所有限公司的法律代表人及中國兩家上市公司(即於上海證券交易所上市的河南太龍制藥股份有限公司及於深圳證券交易所上市的河南雙匯投資發展股份有限公司)的獨立非執行董事。杜先生於二零零五年二月加入本集團。

周太明先生

周先生，73歲，獨立非執行董事。彼在一九六四年畢業於復旦大學，獲電子物理學學士學位，自一九九六年起擔任物理系教授。彼於一九九零年於中華人民共和國輕工業部科學技術委員會擔任「照明電器」專家小組成員；於二零零零年成為中國照明和光信號專業委員會主任；以及於二零零三年成為上海市政府採購辦公室的顧問。周先生於二零零五年二月加入本集團。

董事及高級管理人員個人資料

汪啟茂先生

汪先生，62歲，獨立非執行董事，畢業於賓夕法尼亞州大學，持有電機工程博士學位。彼現為台灣義守大學的電子學教授，並為光學及微控制器的專家，專注於電腦系統的結構設計、處置光電信號及設計機械電子技術系統。汪先生曾為多家高科技公司的顧問，於二零零五年二月加入本集團。

張天誌先生

張先生，42歲，獨立非執行董事，持哈佛大學法學博士學位、哈佛大學工商管理學碩士學位及哈佛大學文學學士、碩士學位。具有超過十五年在亞洲的工作經歷。除了日常管理職責，他還參與大量在大中華區及亞洲其他地區的相關合資企業、收購、並購項目的談判。

張先生目前是希途投資諮詢有限公司的執行合夥人，希途投資是一家致力於投資中國本地高成長性企業並協助全球企業在中國拓展業務的投資諮詢公司。同時，張先生也是宇信易誠科技有限公司的名譽董事長，該公司於美國斯達克上市（納斯達克：YTEC），致力於銀行軟件和服務，目前已經在中國的18個城市開展業務，員工共計2,000人。此外，張先生於中國多家公司董事會任職。他也是哈佛商學院校友會委員會成員、哈佛中國基金會委員會成員及青年總裁協會上海分會主席。

在此之前，張先生是全球最大的辦公用品零售商史泰博（納斯達克：SPLS）的子公司史泰博（亞洲）投資有限公司的執行合夥人。期間他主要負責史泰博在亞太地區的投資及戰略合作業務。這之前，他是上海的一家領先的辦公用品提供商OA365的創辦人、投資人及董事會成員。他主要負責OA365的設立並參與二零零四年史泰博戰略投資時的談判。再之前，張先生創立了HelloAsia並擔任行政總裁，張先生還曾於紐約和香港為高盛投資公司工作數年。張先生於二零一二年十二月加入本集團。

董事及高級管理人員個人資料

高級管理人員

張漢光先生

張先生，48歲，集團營運長，負責本集團營運相關事宜。

張先生於一九八四年畢業於世新大學，獲學士學位。於加入本集團前，張先生曾服務於多家知名企業，包括華豐集團、太平洋百貨有限公司、泛太平洋傳媒集團及樂拍集團有限公司等，分別擔任營營長、營運副總、華南區營運官及首席營運官等職位。張先生擅長企業營運、企業遠景戰略規劃、優化資源配置，具有優秀的管理才能及組織協調能力。張先生於二零一二年二月加入本集團。

梁祖康先生

梁先生，41歲，紐福克斯光電科技(上海)有限公司總經理，負責本集團製造業和外貿業務。

梁先生於一九九二年畢業於美國羅格斯大學，獲金融學碩士學位。於加入本集團前，梁先生曾就職於多家大型跨國公司，包括多福集團、貝亞雷斯集團等擔任銷售總監及總經理等。他擁有18年的跨國銷售和業務經驗及11年高級管理經驗。梁先生於二零一二年六月加入本集團。

企業管治報告

董事會(「董事會」或「董事」)謹此提呈本公司截至二零一二年十二月三十一日止年度年報內之企業管治報告。

企業管治常規

董事會相信良好企業管治常規為帶動本集團業務增長及管理之要素。

本公司自二零一二年一月一日至二零一二年三月三十一日期間採用載於聯交所證券上市規則(「上市規則」)附錄十四之前企業管治常規守則所載原則，而自二零一二年四月一日至二零一二年十二月三十一日期間則採用載於上市規則附錄十四之新企業管治常規守則(「企業管治守則」)所載原則。

董事會認為，本公司於截至二零一二年十二月三十一日止年度一直遵守企業管治守則所載守則條文，惟偏離守則條文第A.2.1條及第A.6.7條之情況除外。本公司主要企業管治原則及常規以及有關上述偏離之詳情在下文概述。

董事進行證券交易

本公司已就董事進行證券交易採納不寬鬆於上市規則附錄十所載規定準則之行為守則，作為董事進行證券交易的行為守則(「標準守則」)。為確保董事根據標準守則買賣本公司證券，本公司已成立一個董事委員會(「證券委員會」)以處理有關證券交易，成員包括洪偉弼先生(主席)及洪瑛蓮女士。買賣本公司任何證券前，董事須知會證券委員會主席，或如為洪偉弼先生本身進行交易，則須以書面形式知會洪瑛蓮女士，並獲取證券委員會書面確認。

經本公司證券委員會向全體董事作出具體查詢後，全體董事確認，彼等於回顧年內一直遵照有關董事進行證券交易的標準守則。

董事會

職責與委任

本公司之整體管理及控制由董事會負責。其主要職責為發揮領導作用及批准策略政策與計劃，以提升股東價值。全體董事忠實地執行職務，並遵守適用法律及法規，客觀地作出決定以及無時無刻為本公司及其股東之利益行事。

企業管治報告

所有董事均可全面及時地取得所有相關資料，以及獲得公司秘書與高級管理層之意見及服務。任何董事可於適當情況下向董事會提出合理要求以尋求獨立專業意見，費用由本公司支付。董事會已實施合適措施及內部監控程序，確保本公司根據一切適用法律及規則要求以謹慎及誠信方式經營業務。高級管理人員有責任及時向董事會提供足夠資料，以使董事會及時作出知情決定。各董事亦有權獲得致使彼等作出知情決定所需之本公司有關記錄。有關董事履歷詳情以及彼等之關係載於本年報「董事及高級管理人員個人資料」一節。

預留由董事會討論及批准之事宜包括下列各項：(i)企業策略；(ii)年度預算及年度業務計劃；(iii)年度及中期業績；(iv)內部監控及風險管理；(v)重大收購、出售及資金交易；(vi)其他重要運營及財務事項。

由董事會特別向管理層授權之主要企業事項包括編製年度及中期財務報表，讓董事會在刊發前批准、執行董事會採納之業務策略及行動、充分實施內部監控及風險管理程式，及遵守相關法定規定及規例與法規。各執行董事均肩負個人責任，須監督及監察特定業務單位之運營及執行董事會所制定之策略及政策。獨立非執行董事將向董事會提供獨立意見，並與董事會其他成員分享彼此之知識及經驗。

董事會組成

董事會現包括五名執行董事與六名非執行董事，其中四名為獨立董事：

執行董事

洪偉弼先生(主席)

張瑞展先生(行政總裁)

洪瑛蓮女士(財務總監)

Douglas Charles Stuart Fresco先生

Edward B. Matthew先生

非執行董事

許明全先生

張安黎先生

企業管治報告

獨立非執行董事

杜海波先生

周太明先生

汪啟茂先生

張天誌先生(於二零一二年十二月二十八日獲委任)

洪偉弼先生是洪瑛蓮女士之胞兄。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就獨立性作出之年度確認書或確認書。本公司認為有關董事仍屬獨立人士。

全體董事為董事會投入大量寶貴之業務經驗、知識及專業水平，使董事會高效及有效運作。此外，透過積極參與董事會會議、帶領管理涉及具潛在利益衝突之事宜及為董事委員會服務，全體獨立非執行董事對本公司之有效方針作出多項貢獻。

主席及行政總裁

根據企業管治守則第A.2.1條，「主席及行政總裁之角色應予區分，不應由同一人擔任」。洪偉弼先生於二零一一年至二零一二年一月三十一日期間擔任本公司主席兼行政總裁，與守則有所不符，原因在於洪先生負責領導本集團之日常管理。董事會認為此安排可為本集團提供強勁而貫徹之領導，有助規劃與執行有效及高效之業務策略及決策。為集中領導董事會，並遵守企業管治守則之條文，洪偉弼先生辭去本公司行政總裁一職，於二零一二年二月一日生效，而張瑞展先生於同日繼任該職。

董事委任及重選

除非執行董事許明全先生以一年固定任期獲委任外，其他董事均以三年固定任期獲委任。本公司組織章程細則規定，三分之一董事(包括執行及非執行董事)須每年退任。每年退任之董事應為董事會於該年委任之董事，及自推選及重選起計任期最長者。退任董事合資格重選連任。

除各非執行董事所訂立之固定任期委任書外，彼等並無與本公司或其任何附屬公司訂立任何形式之服務合約。

企業管治報告

董事之持續專業發展

根據守則條文第A.6.5條，董事應參與適當之持續專業發展，以提高及更新其知識及技能，藉此確保其繼續向董事會作出可獲知之相關貢獻。

本公司鼓勵所有董事參加相關培訓課程，費用由本公司支付。於截至二零一二年十二月三十一日止年度，本公司安排由本公司秘書為全體董事，即洪偉弼先生、張瑞展先生、吳冠宏先生、洪瑛蓮女士、陸元成先生、Douglas Charles Stuart Fresco先生、Edward B. Matthew先生、羅小平先生、許明全先生、張安黎先生、杜海波先生、周太明先生、汪啟茂先生提供有關企業管治及上市規則最新修訂之簡報，並向全體董事提供規管更新閱讀材料以供彼等參考及研究。此外，張安黎先生、杜海波先生、周太明先生、汪啟茂先生參加由其他專業機構安排之其他研討會及培訓課程。董事須向公司秘書提供其培訓記錄以作記錄。

董事委員會及企業管治職能

董事會已成立薪酬委員會、提名委員會、審核委員會、考核委員會、戰略與投融资決策委員會，以監督本公司特定範疇之事項。薪酬委員會、提名委員會及審核委員會已制訂明確之書面職權範圍，該等職權範圍刊載於本公司網站「www.nfa360.com」及聯交所網站，並可按要求供股東查閱。所有董事委員會須就其決策或建議向董事會匯報。

所有董事委員會獲提供足夠資源以履行職務，並可於適當情況下作出合理要求以尋求獨立專業意見，費用由本公司支付。

薪酬委員會

薪酬委員會於二零一二年三月三十一日成立，共有五名成員，包括三名獨立非執行董事張天誌先生(主席)、周太明先生及汪啟茂先生，以及兩名執行董事洪偉弼先生及張瑞展先生。

薪酬委員會職權範圍經參考企業管治守則後確定。根據薪酬委員會職權範圍，薪酬委員職責為(其中包括)(i)就本公司董事及高級管理層之薪酬政策及架構，以及建立正式及具透明度之程序以制訂該等薪酬政策及架構向董事會

企業管治報告

提供建議，以確保概無董事或其任何聯繫人士參與釐定其本身薪酬；及(ii)獲轉授責任釐定個別執行董事及本公司高級管理層之薪酬待遇。

截至二零一二年十二月三十一日止年度，薪酬委員會已展開下列工作：

- 審閱並討論本集團薪酬政策以及董事及本公司高級管理層之薪酬待遇；及
- 討論並批准向董事及本公司僱員授出購股權。

截至二零一二年十二月三十一日止年度各董事薪酬及高級管理層成員之薪酬範圍詳情載於財務報表附註10。

提名委員會

提名委員會於二零一二年三月三十一日成立。提名委員會共有五名成員，分別為三名獨立非執行董事杜海波先生、周太明先生及汪啟茂先生以及兩名執行董事洪偉弼先生(主席)及張瑞展先生。

提名委員會參考企業管治守則釐定職權範圍。根據提名委員會之職權範圍，提名委員會之首要職務主要為(i)每年檢討董事會之架構、人數及組成；(ii)評核獨立非執行董事之獨立性；及(iii)就本公司董事委任或重新委任向董事會提出建議。

截至二零一二年十二月三十一日止年度，前薪酬、考核與提名委員會透過於二零一二年三月三十日舉行會議以及提名委員會透過於二零一二年十二月二十八日舉行會議，進行以下工作：

- 審閱董事會之架構、人數及組成，以確保董事會具備切合本公司業務所需之專業知識、技能及經驗；
- 建議重新委任於本公司二零一二年股東週年大會上膺選連任之董事；及
- 建議委任張天誌先生為本公司獨立非執行董事。

企業管治報告

審核委員會

審核委員會共有三名成員，分別為杜海波先生、周太明先生及張天誌先生，彼等均為獨立非執行董事。杜海波先生為審核委員會主席，擁有上市規則第3.10(2)條所規定之適合會計及財務管理專業知識。審核委員會成員均非本公司現有外聘核數師之前任合夥人。

審核委員會參考企業管治守則釐定職權範圍。審核委員會之首要職務為(i)審閱財務報表及報告，並在提交董事會前考慮本集團財務主任或外聘核數師提出之任何重大或特別事項；(ii)審閱及監察外聘核數師之獨立性及核數過程之客觀性及成效；(iii)就委任、重新委任及罷免外聘核數師向董事會提供建議；及(iv)審閱本公司財務報告制度、內部監控制度、風險管理制度及有關程序之完善性及成效，以及安排本公司僱員在保密情況下就本公司財務報告、內部監控或其他方面可能作出不正當行為提出關注。

於截至二零一二年十二月三十一日止年度，審核委員會進行(其中包括)以下主要工作：

- 審閱及討論截至二零一一年十二月三十一日止年度之年度財務業績及報告，以及截至二零一二年六月三十日止六個月之中期財務業績及報告，並與管理層討論本集團採納之會計原則及慣例；
- 討論及建議重新委任外聘核數師；及
- 審閱本集團之內部監控、財務報告及風險管理制度。

外聘核數師獲邀出席年內舉行之審核委員會會議，並就審核及財務報告事宜引起之問題與審核委員會成員展開討論。

戰略與投融資決策委員會

本公司的戰略與投融資決策委員會(「戰略與投融資決策委員會」)由六名成員組成，分別為洪偉弼先生、洪瑛蓮女士、張天誌先生、張瑞展先生及張安黎先生。洪偉弼先生為戰略與投融資決策委員會的主席。戰略與投融資決策委員會負責本集團日後發展戰略的制定及修正，進程序及提高重大決策程序的效率和質素。戰略與投融資決策委員會須根據重大投融資事宜召開會議。

於本年度，本集團概無參與任何涉及戰略及投融資決策委員會的企業行動。

企業管治報告

企業管治職能

董事會負責履行企業管治守則守則條文第D.3.1條所載之職能。

截至本年報日期，董事會曾舉行一次會議，檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續職業發展、本公司在遵守標準守則方面之政策及常規，本公司遵守企業管治守則之情況以及於本企業管治報告內之披露。

董事及委員會成員之會議出席記錄

於截至二零一二年十二月三十一日止年度，董事會曾舉行十一次董事會會議。下表載列各董事出席截至二零一二年十二月三十一日止年度舉行之董事會會議、董事委員會會議及本公司股東大會之記錄：

董事姓名	董事會	審核委員會	薪酬委員會	提名委員會	股東大會
洪偉弼先生	11/11	—	3/3	3/3	2/2
吳冠宏先生*	10/11	—	—	—	0/2
洪瑛蓮女士	11/11	—	3/3	3/3	0/2
陸元成先生*	10/11	—	—	—	0/2
張瑞展先生	11/11	—	—	—	0/2
Douglas Charles Stuart FRESCO先生	9/11	—	—	—	0/2
Edward B. MATTHEW先生	6/11	—	—	—	0/2
張安黎先生	9/11	—	—	—	1/2
杜海波先生	10/11	2/2	3/3	3/3	1/2
周太明先生	9/11	2/2	3/3	3/3	0/2
汪啟茂先生	8/11	2/2	3/3	3/3	0/2
許明全先生	10/11	—	—	—	0/2
羅小平先生*	0/11	—	—	—	0/2
張天誌先生*	0/11	—	—	—	0/2

* 吳冠宏先生、陸元成先生及羅小平先生已辭任本公司董事一職，而張天誌先生獲委任為本公司獨立非執行董事，自二零一二年十二月二十八日起生效。

企業管治報告

董事及核數師就財務報表之責任

董事確認彼等編製本公司截至二零一二年十二月三十一日止年度財務報表之責任。董事須對賬目承擔之責任及外聘核數師對股東承擔之責任載於第47及48頁。

董事並無知悉任何事項或情況之重大不明朗因素可能會嚴重質疑本公司持續經營之能力。

內部監控

於回顧年內，董事會已檢討本公司及其附屬公司內部監控制度之有效性，包括本公司在會計及財務報告職能、營運及合規控制與風險管理職能方面之資源、員工資歷及經驗、培訓課程及預算是否足夠。

外聘核數師及核數師酬金

於回顧年內，就香港立信德豪會計師事務所有限公司（「核數師」）於二零一二年之核數服務及非核數服務而已付／應付核數師之費用分別約為1,830,000港元及20,000港元。此外，本公司聘請核數師就本公司中期報告及收購長春市廣達汽車貿易有限公司51%股權進行若干非核數服務及分別收取費用約50,000港元及280,000港元。有關上述收購之公佈及通函分別於二零一二年七月十七日及二零一二年九月二十三日刊載於本公司及聯交所網站。本公司亦聘請其他核數師為本集團提供服務。

於回顧年內，審核委員會已審閱核數師表現，並向董事會建議，而董事會已認可，待股東於應屆股東週年大會批准後，續聘核數師為本公司二零一三年之外聘核數師。

公司秘書

本公司並無委聘外部服務供應商為公司秘書。截至二零一二年十二月三十一日止年度，公司秘書劉小華先生已接受不少於15個小時之相關專業培訓。

與股東溝通及投資者關係

本公司認為，與股東保持有效溝通，對促進投資者關係及加深投資者對本集團業務表現及策略瞭解至為重要。本公司亦明白保持透明度及適時披露公司資料之重要性，因其有利於股東及投資者作出最佳投資決策。

企業管治報告

為促進有效溝通，本公司設有網站「www.nfa360.com」以刊載有關本集團業務發展及運作、財務資料及企業管治常規之廣泛最新資料及其他資料供公眾查閱。股東及投資者可直接將意見投寄本公司總辦事處，地址為中華人民共和國上海閔行區吳中路1179號。本公司將盡快處理及詳細解答查詢。

董事會歡迎股東提出意見，並鼓勵彼等出席股東大會以直接就其對董事會或管理層之任何存疑作出提問。本集團董事會成員會出席大會，解答股東之任何提問。

守則條文第A.6.7條規定，非執行董事亦須出席股東大會，對股東意見有公正瞭解。然而，僅有本公司主席兼提名委員會主席洪偉弼先生及審核委員會主席兼薪酬委員會主席杜海波先生出席本公司於二零一二年六月八日舉行之股東週年大會。此外，僅有洪偉弼先生及本公司非執行董事張安黎先生出席本公司於二零一二年十月二十三日舉行之股東特別大會。其他五名非執行董事因彼等要務在身不得已缺席該等股東大會。本公司認為，參與有關股東大會之兩名董事能夠解答股東於股東大會之提問，並對股東意見有公正瞭解。

本公司繼續加強與投資者之溝通及關係，並指定高級管理層保持與機構投資者及分析員進行定期會談，以知會彼等有關本集團之發展。

股東權利

為保障股東權益及權利，股東大會上會就各重大事項(包括選舉個別董事)提呈獨立決議案，供股東審議及投票。此外，根據組織章程細則，持有不少於十分之一本公司附有股東大會投票權之繳足股本之股東可透過向董事會或公司秘書發出書面要求以要求本公司召開股東特別大會。大會目的須載於書面要求內。

股東可向本公司寄發書面查詢以向本公司董事會作出任何查詢或作出建議。聯絡詳情如下：

地址：中華人民共和國上海閔行區吳中路1179號

(收件人為公司秘書)

傳真：86-21-6405-6816

電子郵件：gavin_liu@nfa360.com



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為免生疑問，股東須將妥為簽署之書面要求、通知或聲明或查詢(視情況而定)之正本存放於及寄發至上述地址，並提供彼等之全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定予以披露。

於回顧年內，本公司並無對其組織章程細則作出任何變動。組織章程細則之最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程細則以取得有關其權利之進一步詳情。

根據上市規則，所有在股東大會提呈之決議案將以投票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(www.nfa360.com)刊登。

董事會報告

董事欣然提呈截至二零一二年十二月三十一日止年度(「本年度」)年報，以及本集團本年度的經審核綜合財務報表(「財務報表」)。

集團重組、附屬公司及編製基礎

本公司於二零零二年五月十五日根據開曼群島法例第22章公司法(一九六一年第三冊，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。根據載於本公司日期為二零零五年二月十七日的招股章程(「招股章程」)附錄六第4節「公司重組」，為籌備本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市而進行的集團重組(「重組」)，本公司於二零零五年二月十三日成為組成本集團其他公司的控股公司。

主要業務

本集團專注於大中華汽車服務連鎖通路之建設(本集團服務業)以及汽車綠色照明和汽車電子電源領域的創新生產(本集團製造業)，向汽車消費者提供優質性價比之產品和服務。

本公司附屬公司的主要業務詳情載於財務報表附註21。

業績及股息

本集團於本年度的綜合業績載於第49頁的綜合全面收入報表。本年度按地區及業務分部劃分之營業額及分部業績分析載於財務報表附註6。

董事不建議派付截至二零一二年十二月三十一日止年度的末期股息(二零一一年：零元)。

物業、機器及設備

於本年度，本集團物業、機器及設備的變動詳情載於財務報表附註16。

投資物業

於本年度，本集團投資物業之變動詳情載於財務報表附註18。

股本

有關本公司本年度已發行股本及其變動詳情連同有關原因載於財務報表附註31。

董事會報告

儲備

本集團及本公司儲備按綜合基準的變動載於財務報表附註32。

可供分派儲備

根據開曼群島公司法例，股份溢價約人民幣296,192,000元可供分派予股東，惟在緊隨作出有關分派或股息建議的日期後，本公司須有能力在日常業務中償還到期債務。

於二零一二年十二月三十一日，本公司可供分派予股東的儲備約為人民幣129,718,000元。

暫停辦理股東登記手續

本公司將於二零一三年六月五日至二零一三年六月七日(包括首尾兩日)暫停辦理股份過戶登記手續，期間概不辦理任何股份過戶登記。為符合資格出席股東週年大會，所有過戶文件連同有關股票須於二零一三年六月四日下午四時三十分前，送呈本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

董事

於本年度及截至本年報日期任職的董事如下：

執行董事

洪偉弼(主席)

張瑞展(行政總裁)(委任於二零一二年二月一日生效)

吳冠宏(辭任於二零一二年十二月二十八日生效)

洪瑛蓮(財務總監)

陸元成(辭任於二零一二年十二月二十八日生效)

Douglas Charles Stuart Fresco

Edward B. Matthew

非執行董事

羅小平(辭任於二零一二年十二月二十八日生效)

許明全

張安黎

獨立非執行董事

杜海波

周太明

汪啟茂

張天誌(委任於二零一二年十二月二十八日生效)

董事會報告

董事(續)

董事履歷載於本年報「董事及高級管理人員個人資料」一節。

根據本公司的公司章程細則第87(1)條，杜海波先生、許明全先生、洪偉弼先生及Edward B. Matthew先生將於本公司應屆股東週年大會輪席退任。上述所有董事均符合資格並願意重選連任。根據本公司的公司章程細則第86(3)條，董事會任命張天誌先生為本公司獨立非執行董事(於二零一二年十二月二十八日生效)，將於本公司應屆股東週年大會退任，但符合資格並願意重選連任。

本公司已接獲各獨立非執行董事就彼的獨立身份出具的年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

董事的服務合約

執行董事洪偉弼先生、洪瑛蓮女士及Douglas Charles Stuart Fresco先生各自已經與本公司訂立新服務合約，續約三年，自二零一一年二月十三日起生效，惟須根據本公司的章程細則輪席告退。

根據相關委任書，執行董事Edward B. Matthew先生已經與本公司訂立服務合約，任期由二零一零年八月二十六日起計為期三年。惟須根據本公司的章程細則輪席告退。

執行董事張瑞展先生已經與本公司訂立服務合約，任期由二零一二年二月一日起計為期三年。惟須根據本公司的章程細則輪席告退。

根據相關委任書，獨立非執行董事杜海波先生、周太明先生及汪啟茂先生各自按由二零一一年二月十三日起為期三年之任期獲續聘，須根據本公司的章程細則輪席退任。

根據相關委任書，非執行董事許明全按由二零一三年三月三十日起為期一年之任期獲續聘，須根據本公司的章程細則輪席退任。

董事會報告

董事的服務合約(續)

根據相關委任書，獨立非執行董事張天誌先生按由二零一二年十二月二十八日起為期三年之任期獲聘，須根據本公司的章程細則輪席退任。

張安黎先生被聘為本公司非執行董事，任期由二零一一年十二月五日起計為期三年。惟須根據本公司的章程細則輪席告退。

除上文披露者外，概無董事與本公司訂立本公司在一年內不可在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。

董事於合約的權益

除本報告「關連交易」一節披露者外，概無董事於本公司、其控股公司或其任何附屬公司或同系附屬公司於本年度內所訂立且對本集團業務屬重大的合約中直接或間接擁有重大權益。

管理合約

於本年度並無訂立或存在任何有關本公司全部或其中任何主要部分業務之管理及行政的合約。

購股權計劃

本公司於二零零五年二月十三日有條件採納一項購股權計劃(「計劃」)，作為對本集團經營成果有貢獻的合資格參與者之鼓勵及獎賞。計劃的合資格參與者包括董事、本集團僱員、供應商、客戶、業務或策略聯盟夥伴。計劃於二零零五年二月二十八日生效，除非遭註銷或修訂，否則將於當日起計十年內有效。

根據計劃授出及將予授出的購股權獲悉數行使時可予發行的股份最高數目為40,000,000股，分別相當於本公司在上市當日及本年報日期已發行股份的10%及6.44%，除非獲本公司股東批准更新10%限額則作別論。於任何十二個月期間內，根據計劃內授予各合資格參與者購股權(包括已行使及尚未行使的購股權)所發行及可發行的股份最高數目，以本公司已發行股份的1%為限。凡進一步授出超出此限額之購股權須經股東於股東大會批准。

董事會報告

購股權計劃(續)

向董事、本公司主要行政人員或主要股東或彼等任何聯繫人士授出購股權，均須事先獲獨立非執行董事批准。此外，凡於截至及包括授出購股權之日止十二個月期間內，向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授出購股權會超出本公司已發行股份0.1%及其總值(按授出當日本公司股份之收市價計算)超逾5,000,000港元，須事先獲股東於股東大會批准。

授出購股權之要約可由承授人於要約日期起計28日內支付象徵式代價合共10港元後接納。所授購股權的行使期由董事會決定，惟於計劃所載提早終止條文規限下，該行使期不得超過購股權授出之日起計十年。除非董事全權酌情另行決定，否則，並無規定須持有購股權的最短期限，或行使購股權前必須達到的表現目標。

購股權的行使價將為下列三者中的最高值：(i)本公司股份於授出日期的面值；(ii)授出購股權當日本公司股份於聯交所每日報價表所報的收市價；及(iii)緊接授出日期前五個營業日本公司股份於聯交所的平均收市價。

購股權並無授予持有人可獲取股息或於股東大會表決的權利。

於二零一二年十二月三十一日，本公司已根據計劃授出購股權，倘該等購股權獲悉數行使，承授人有權認購10,040,000股股份。根據計劃可供發行的股份總數(不含已授出購股權)為24,005,000股，相當於本公司在該日已發行股本總額約4.06%。

董事會報告

購股權計劃(續)

於二零一二年十二月三十一日，根據計劃授出的購股權詳情如下：

購股權 持有人 姓名	授出日期	行使期	行使價 (每股)	授出日期 的股份 收市價 (每股)	於二零一二年 一月一日 尚未行使 購股權涉及的 相關股份數目	自二零一二年 一月一日 已授出 購股權涉及的 相關股份數目	自二零一二年 一月一日起 已行使/ 失效/註銷的 購股權數量	於二零一二年 十二月三十一日 尚未行使 購股權涉及的 相關股份數目
張瑞展先生 執行董事	二零一二年 六月十一日	二零一二年七月一日至 二零一二年十二月三十一日	1.25港元	1.25港元	-	5,700,000	5,700,000	-
吳冠宏先生 前任執行董事 (附註1)	二零零五年 二月二十八日	二零零六年一月一日至 二零一三年六月二十七日	0.94港元	0.94港元	3,400,000	-	-	3,400,000
	二零一二年 六月十一日	二零一二年七月一日至 二零一二年十二月三十一日	1.25港元	1.25港元	-	2,000,000	2,000,000	-
洪瑛蓮女士 執行董事	二零零五年 二月二十八日	二零零六年一月一日至 二零一五年二月十二日 (附註2)	0.94港元	0.94港元	3,400,000	-	-	3,400,000
	二零一二年 六月十一日	二零一二年七月一日至 二零一二年十二月三十一日	1.25港元	1.25港元	-	2,400,000	2,400,000	-
陸元成先生 前任執行董事 (附註1)	二零零五年 二月二十八日	二零零六年一月一日至 二零一三年六月二十七日	0.94港元	0.94港元	3,240,000	-	-	3,240,000
持續合約僱員合共	二零一二年 六月十一日	二零一二年七月一日至 二零一二年十二月三十一日	1.25港元	1.25港元	-	13,400,000	13,400,000	-
總計					10,040,000	23,500,000	23,500,000	10,040,000

附註：

1. 吳冠宏先生及陸元成先生自二零一二年十二月二十八日起不再擔任本公司執行董事。根據吳先生及陸先生各自的僱傭合同中的條款之約定，吳先生及陸先生不再於本公司之附屬公司擔任管理職務。根據本公司之購股權計劃，吳先生及陸先生有權於二零一二年十二月二十八日起的六個月內行使其享有的全部或部分期權。
2. 概無購股權於二零一二年一月一日起至二零一二年十二月三十一日止期間已行使，餘下購股權可於二零一三年一月一日起至二零一五年二月十二日止期間行使，惟須達到董事會釐定的業務目標或條件。

董事會報告

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於二零一二年十二月三十一日，各董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有須記錄於本公司根據證券及期貨條例第352條存置的登記冊，或根據證券及期貨條例第XV部第7及8分部以及上市規則上市發行人董事進行證券交易的標準守則的規定須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉)列載如下：

(a) 於本公司股份之權益

姓名	身分／權益性質	擁有權益 (根據股本衍生 工具擁有者除外)	佔已發行 股份百分比
		的股份數目 (附註1)	
洪偉弼先生	於受控公司的權益(附註2)	169,506,120(L)	28.67%
張瑞展先生	家族權益(附註3)	7,900,000(L)	1.34%
Douglas Charles Stuart Fresco先生	於受控公司的權益(附註4) 實益擁有人(附註4)	53,590,690(L) 3,665,115(L)	9.06% 0.62%
洪瑛蓮女士	實益擁有人	383,145(L)	0.06%
Edward B. Matthew先生	實益擁有人	21,922,350(L)	3.17%

附註：

1. 「L」代表股份的好倉。
2. 該等股份以Sharp Concept Industrial Limited的名義登記，並由Sharp Concept Industrial Limited實益擁有。Sharp Concept Industrial Limited的全部已發行股本以洪偉弼先生的名義登記，並由洪偉弼先生實益擁有。根據證券及期貨條例，洪偉弼先生被視為擁有Sharp Concept Industrial Limited所持本公司全部股份的權益。
3. 150,000份台灣存託憑證(相當於150,000股股份)以張瑞展先生配偶Wong Chin-Wei女士的名義登記。7,750,000股股份以Full Chance Finance Limited的名義登記並由其實益擁有，Full Chance Finance Limited的全部已發行股本以Wong Chin-Wei女士的名義登記，並由Wong Chin-Wei女士實益擁有。根據證券及期貨條例，張瑞展先生被視作擁有Wong Chin-Wei女士及Full Chance Finance Limited所持全部股份的權益。
4. 53,590,690股股份以Golden Century Industrial Limited的名義登記，並由Golden Century Industrial Limited實益擁有。Golden Century Industrial Limited的全部已發行股本以Douglas Charles Stuart Fresco先生的名義登記，並由Douglas Charles Stuart Fresco先生實益擁有。根據證券及期貨條例，Douglas Charles Stuart Fresco先生被視作擁有Golden Century Industrial Limited所持本公司全部股份的權益。餘下3,665,115股股份以Douglas Charles Stuart Fresco先生的名義登記。

董事會報告

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債券中擁有的權益及淡倉 (續)

(b) 透過股本衍生工具於本公司相關股份擁有的權益

若干董事根據本公司日期為二零零五年二月十三日的購股權計劃獲授購股權，於二零一二年十二月三十一日，授予董事認購本公司股份而尚未行使的購股權如下：

姓名	權益性質	授出購股權涉及的		授出價	行使價	佔本公司
		相關股份數目	行使期			已發行股本 百分比(%)
洪瑛蓮女士	實益擁有人	3,400,000(L)	二零零六年一月一日至 二零一五年二月十二日	10.00港元 (全部)	0.94港元 (每股)	0.58%

附註：

「L」指相關股份之好倉。

如上所述，於二零一二年十二月三十一日，據本公司所知，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份或相關股份或債券中擁有或被視為擁有根據證券及期貨條例第352條須予記錄，或根據證券及期貨條例第XV部第7及8分部以及上市規則上市發行人董事進行證券交易的標準守則的規定須知會本公司及聯交所的任何權益或淡倉。

董事會報告

主要股東於本公司股份中擁有的權益及淡倉

據董事及本公司主要行政人員所知，於二零一二年十二月三十一日，以下人士（董事及本公司主要行政人員除外）於本公司的股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的規定須知會本公司的權益或淡倉，或記錄於本公司根據證券及期貨條例第336條設置的登記冊中的權益或淡倉：

名稱	身份／權益性質	擁有權益（根據股本 衍生工具擁有 者除外）的股份數目 (附註1)	根據股本 衍生工具擁有 權益的股份數目	股份總數／ 根據股本衍生工具 擁有的相關股份	佔已發行 股份百分比
Sharp Concept Industrial Limited	實益擁有人	169,506,120(L)	無	169,506,120	28.67%
靳曉燕女士	家族權益 (附註2)	169,506,120(L)	無	169,506,120	28.67%
Golden Century Industrial Limited	實益擁有人 (附註3)	53,590,690(L)	無	53,590,690	9.06%
STIC Korea Integrated- Technologies New Growth Engine Private Equity Fund	實益擁有人	無	78,923,254(L) (附註4)	78,923,254	13.35%

附註：

1. 「L」代表股份的好倉。
2. 靳曉燕女士乃執行董事洪偉弼先生的妻子。根據證券及期貨條例，靳女士被視為於洪偉弼先生及Sharp Concept Industrial Limited持有之所有本公司股份中擁有權益，而Sharp Concept Industrial Limited由洪偉弼先生全資實益擁有。
3. Golden Century Industrial Limited由Douglas Charles Stuart Fresco先生全資實益擁有。
4. 代表二零一一年十二月五日本公司向STIC Korea Integrated-Technologies New Growth Engine Private Equity Fund發行的可換股債券轉換後將獲發行之相關股份。

除上文披露者外，於二零一二年十二月三十一日，董事並不知悉任何人士（董事及本公司主要行政人員除外）於本公司的股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的規定須向本公司披露的權益或淡倉，或記錄於本公司根據證券及期貨條例第336條設置的登記冊中的權益或淡倉。

董事會報告

購買股份或債券的安排

除上文及「購股權計劃」一節披露者外，於本年度任何時間概無任何董事或彼等各自之配偶或18歲以下之子女獲賦予權利，可藉購入本公司股份或債券而獲益，彼等亦無行使任何該等權利；而本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事可於任何其他法人團體獲得該等權利。

優先購買權

本公司的章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向其現有股東提呈發售新股。

買賣或贖回本公司上市股份

於回顧期間內，本公司根據二零一一年六月十日舉行之股東周年大會所授出一般授權於香港聯交所購回3,592,000股本公司普通股。除所披露者外，本公司或其任何附屬公司於本年度內並無買賣或贖回本公司任何上市證券。

本公司於回顧年內購回股份之詳情如下：

月份	最高價 (港元)	最低價 (港元)	平均價 (港元)	購回股份數目	支付總代價 (不包括開支) (港元)
二零一二年一月	1.68	1.65	1.66	196,000	324,360.00
二零一二年二月	2.04	1.75	2.01	848,000	1,715,240.00
二零一二年四月	1.91	1.82	1.86	2,548,000	4,743,379.60

董事會認為，本公司購回股份有助提高本公司每股資產淨值，乃符合本公司及其股東最佳利益。

董事會報告

關連交易

於二零一二年，本公司及其附屬公司根據香港聯交所上市規則第14A章進行以下關連交易。根據上市規則，該等關連交易須遵守申報及公告規定，惟獲豁免遵守獨立股東批准的規定。

收購浙江歐特隆12%股權及撤銷該收購

二零一二年三月三十日，本公司訂立股權轉讓協議，據此本公司附條件同意以現金代價人民幣37,247,000元收購購浙江歐特隆12%股權，其中的4.553%、2.462%、2.462%及2.523%分別由浙江歐特隆主要股東林雲玲先生、陳高森先生、陳先平先生及陳金國先生(統稱「賣方」)各自轉讓。股權轉讓完成後，本公司所持浙江歐特隆股權比例將由51%提升至63%。

本公司及賣方訂立撤銷協議以撤銷前述股權轉讓協議，該撤銷協議自二零一二年十二月七日起生效。根據撤銷協議，本公司同意將浙江歐特隆12%股權轉回給賣方，且賣方同意歸還本公司股權轉讓協議中約定的第一筆款項人民幣14,898,800元。於二零一二年十二月二十日撤銷完成後，本公司所持浙江歐特隆股權比例將由63%降至51%。

可士達銷售協議(持續關連交易)

於二零零八年四月二十三日，本公司兩間全資附屬公司上海紐福克斯汽車配件有限公司(「紐福克斯配件」)與紐福克斯光電科技(上海)有限公司(「紐福克斯光電」)與可士達有限公司(「可士達」)訂立銷售協議(「可士達協議」)。可士達分由本公司董事Edward B. Matthew先生及彼之家族成員擁有100%權益，可士達因而為上市規則所界定本公司的關連人士及可士達協議項下擬進行之交易構成本公司之持續關連交易。根據涵蓋二零零八年四月二十三日至二零一零年十二月三十一日期間之可士達協議，紐福克斯配件與紐福克斯光電須向可士達供應產品。價格乃參考市況以及按就本公司／本集團而言不遜於向其他獨立第三方所提出類似產品條款的條款及價格為基準釐定。二零一零年十一月十五日，可士達協議的相同訂約方訂立更新之可士達協議，合同期限為三年，截止於二零一三年十一月十四日；新最高全年總額設定為25,000,000港元。

截至二零一二年十二月三十一日止年度，由紐福克斯配件及紐福克斯光電售予可士達及其關連公司之產品約人民幣6,523,000元。

董事會報告

關連交易(續)

核數師確認

董事會已接獲本公司核數師就上述持續關連交易發出之釋疑函件，當中表明，於二零一二年度，上述持續關連交易：

- (1) 已獲董事會批准；
- (2) 乃根據本公司之訂價政策進行；
- (3) 已根據規管該等交易之協議條款訂立；及
- (4) 並無超出本公司公佈及／或相關協議(視乎情況而定)訂立之上限金額。

獨立非執行董事確認

本公司的獨立非執行董事已審閱上述受申報及公告規定規限的持續關連交易，並已確認：

- (1) 有關交易乃於本公司日常一般業務中訂立；
- (2) 有關交易乃按一般商業條款進行；及
- (3) 有關交易乃根據監管該等關連交易的協議進行，其條款屬公平合理且符合本公司股東的整體利益。

本公司確認其已就上述持續關連交易遵守上市規則第14A章的披露規定。

主要客戶及供應商

向五大客戶的銷售額約佔截至二零一二年十二月三十一日止年度總收益11.64%，而其中最大客戶佔5.29%。向五大供應商的採購額佔年內總採購額不足30%。

概無董事、彼等任何聯繫人士或股東(據董事所知擁有本公司已發行股本5%以上的權益)在本集團五大客戶或供應商中擁有任何實益權益。

董事會報告

公眾持股量

截至本年報日期，根據本公司所獲公開資料及據董事所知，本公司維持上市規則所規定相當於本公司已發行股本25%的足夠公眾持股量。

核數師

財務報表已經香港立信德豪會計師事務所有限公司審核。於本公司應屆股東周年大會上，將提呈一項決議案，委任香港立信德豪會計師事務所有限公司為本公司的核數師。

代表董事會

主席

洪偉弼

香港，二零一三年三月二十七日

獨立核數師報告



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獨立核數師報告

致新焦點汽車技術控股有限公司股東

(於開曼群島註冊成立的有限公司)

我們已審核列載於第49至143頁新焦點汽車技術控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。該綜合財務報表包括於二零一二年十二月三十一日的綜合及公司財務狀況報表，以及截至該日止年度的綜合全面收入報表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他解釋資料。

董事對綜合財務報表的責任

貴公司董事須根據由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作出真實及公平反映的綜合財務報表，並負責落實董事認為屬必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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提出意見。根據委聘條款，我們僅向全體股東報告我們的意見，除此以外，本報告不用作其他用途。我們概不就本報告內容向任何其他人士承擔或負上任何責任。

我們乃根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則規定我們遵守道德規範，並策劃及執行審核，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

獨立核數師報告

審核涉及執程序以取得與綜合財務報表所載數額及披露事項有關的審核憑證。所選用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。在作出該等風險評估時，核數師會考慮與公司編製作出真實及公平反映的綜合財務報表相關的內部監控，以設計適合當時情況的審核程序，但並非就公司的內部控制的成效發表意見。審核亦包括評價董事所採用會計政策是否合適，及所作出會計估計是否合理，以及評價綜合財務報表的整體呈列方式。

我們相信，我們獲得足夠及適當的審核憑證，作為提供該審核意見的基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實與公平地反映 貴公司及 貴集團於二零一二年十二月三十一日之事務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例披露規定妥善編製。

強調事項

在並無保留意見之情況下，我們務請 閣下垂注綜合財務報表附註3，其中顯示 貴集團於截至二零一二年十二月三十一日止年度錄得年內虧損約人民幣357,860,000元以及 貴集團及 貴公司截至該日止之流動負債超逾流動資產分別約人民幣90,422,000元及人民幣97,797,000元。該等情況顯示存在重大不明朗因素，可能對 貴集團及 貴公司持續經營之能力構成重大疑問。

香港立信德豪會計師事務所有限公司

執業會計師

林兆豐

執業證書編號：P05308

香港，二零一三年三月二十七日

綜合全面收入報表

截至二零一二年十二月三十一日止年度

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
營業額	6	1,397,885	1,493,140
銷售成本		(1,003,715)	(1,086,669)
毛利		394,170	406,471
其他收入以及盈虧	7	16,446	18,557
分銷成本		(304,344)	(226,468)
行政開支		(159,909)	(93,009)
商譽之減值虧損	19	(164,673)	(155)
其他無形資產之減值虧損	20	(123,288)	—
物業、機器及設備之減值虧損	16	(4,141)	—
融資成本	8	(28,138)	(19,630)
除所得稅開支前(虧損)/溢利	9	(373,877)	85,766
所得稅開支	11	16,017	(25,251)
年度(虧損)/溢利		(357,860)	60,515
其他全面收入，扣除稅項： 換算海外業務產生之匯兌差額	15	2,553	(4,214)
年度全面收入總額		(355,307)	56,301
以下各項應佔年度(虧損)/溢利：			
本公司擁有人	12	(324,262)	28,127
非控制權益		(33,598)	32,388
		(357,860)	60,515
以下各項應佔年度全面收入總額：			
本公司擁有人		(322,125)	24,668
非控制權益		(33,182)	31,633
		(355,307)	56,301
每股(虧損)/盈利：	14		
— 基本(人民幣分)		(47.40)	4.91
— 攤薄(人民幣分)		(47.40)	4.86

綜合財務狀況報表

於二零一二年十二月三十一日

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
資產及負債			
非流動資產			
物業、機器及設備	16	247,137	219,100
租賃土地及土地使用權	17	43,053	17,688
投資物業	18	47,141	46,764
商譽	19	302,244	285,992
其他無形資產	20	261,210	336,275
遞延稅項資產	30	2,859	222
收購土地使用權及物業、機器及設備預付款項	24(b)	1,133	14,108
建議收購附屬公司預付款項	24(b)	1,000	1,500
		905,777	921,649
流動資產			
存貨	23	293,834	310,469
可退回稅款		113	1,260
應收貿易賬款	24(a)	193,200	230,373
按金、預付款項及其他應收款項	24(b)	149,758	98,275
應收關連公司款項	25(a)	8,800	11,064
證券買賣	22	243	243
已抵押定期存款	34	8,588	3,587
現金及現金等值物	34	133,726	326,840
		788,262	982,111
流動負債			
已抵押銀行借款	26	249,307	175,549
應付貿易賬款	27	241,484	215,701
應計費用及其他應付款項		155,091	189,213
應付一名關連人士款項	25(c)	10,998	1,000
應付附屬公司非控制擁有人款項	25(b)	14,704	10,957
人民幣債券	28	199,372	—
應付稅項		7,728	10,178
		878,684	602,598
流動(負債)/資產淨值		(90,422)	379,513
資產總值減流動負債		815,355	1,301,162

綜合財務狀況報表

於二零一二年十二月三十一日

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
非流動負債			
已抵押銀行借款	26	13,648	11,898
人民幣債券	28	—	197,879
可換股債券	29	129,881	122,261
遞延稅項負債	30	67,792	86,524
應付代價	33	78,346	7,002
		289,667	425,564
資產淨值		525,688	875,598
股本及儲備			
股本	31	59,443	58,256
儲備		224,913	559,397
本公司擁有人應佔權益		284,356	617,653
非控制權益		241,332	257,945
權益總額		525,688	875,598

該等財務報表於二零一三年三月二十七日經董事會批准並授權發佈。

洪偉弼先生
董事

洪瑛蓮女士
董事

財務狀況報表

於二零一二年十二月三十一日

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
資產及負債			
非流動資產			
物業、機器及設備	16	39	48
於附屬公司的權益	21	529,382	489,630
		529,421	489,678
流動資產			
按金、預付款項及其他應收款項		451	2,077
給予一家附屬公司的短期貸款	21	104,000	167,000
已抵押定期存款	34	1,889	—
現金及現金等值物	34	8,485	144,965
		114,825	314,042
流動負債			
已抵押銀行借款	26	3,143	6,300
應計及其他應付款項		6,037	4,164
人民幣債券	28	199,372	—
應付附屬公司款項	21	4,070	1,827
		(212,622)	12,291
流動(負債)/資產淨值		(97,797)	301,751
資產總值減流動負債		431,624	791,429
非流動負債			
人民幣債券	28	—	197,879
可換股債券	29	129,881	122,261
		129,881	320,140
資產淨值		301,743	471,289

財務狀況報表

於二零一二年十二月三十一日

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
股本及儲備			
股本	31	59,443	58,256
儲備	32(ii)	242,300	413,033
權益總額		301,743	471,289

該等財務報表於二零一三年三月二十七日經董事會批准並授權發佈。

洪偉弼先生
董事

洪瑛蓮女士
董事

綜合權益變動表

截至二零一二年十二月三十一日止年度

	股本	股份溢價	法定儲備金	重組儲備	企業擴充基金	可換 股債券儲備	其他	股本 贖回儲備	匯兌儲備	保留溢利／ (累計虧損)	本公司 擁有人應佔	非控制權益	總計
	人民幣千元 (附註31)	人民幣千元 (附註32(i)(a))	人民幣千元 (附註32(i)(b))	人民幣千元 (附註32(i)(c))	人民幣千元 (附註32(i)(d))	人民幣千元 (附註32(i)(g))	人民幣千元 (附註32(i)(e))	人民幣千元	人民幣千元 (附註32(i)(f))	人民幣千元	人民幣千元	人民幣千元	人民幣千元
於二零一一年一月一日	55,317	223,155	33,150	2,738	2,756	-	55,630	697	(4,418)	113,755	482,780	183,835	666,615
年度溢利	-	-	-	-	-	-	-	-	-	28,127	28,127	32,388	60,515
換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	(3,459)	-	(3,459)	(755)	(4,214)
全面收入總額(扣除稅項)	-	-	-	-	-	-	-	-	(3,459)	28,127	24,668	31,633	56,301
轉撥儲備	-	-	4,282	-	-	-	-	-	-	(4,282)	-	-	-
確認股本結算股份付款(附註38)	-	-	-	-	-	-	250	-	-	-	250	-	250
發行代價(附註33)	3,496	73,776	-	-	-	-	(49,800)	-	-	-	27,472	-	27,472
購回及註銷股份(附註31(i))	(557)	(10,460)	-	-	-	-	-	557	-	(557)	(11,017)	-	(11,017)
發行可換股債券(附註29)	-	-	-	-	-	110,427	-	-	-	-	110,427	-	110,427
收購附屬公司產生(附註33)	-	-	-	-	-	-	-	-	-	-	-	48,234	48,234
收購一家附屬公司的額外權益	-	-	-	-	-	-	-	-	-	(16,927)	(16,927)	(5,707)	(22,634)
取消註冊一家附屬公司	-	-	-	-	-	-	-	-	-	-	-	(50)	(50)
於二零一一年十二月三十一日及 二零一二年一月一日	58,256	286,471	37,432	2,738	2,756	110,427	6,080	1,254	(7,877)	120,116	617,653	257,945	875,598
年度虧損	-	-	-	-	-	-	-	-	-	(324,262)	(324,262)	(33,598)	(357,860)
換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	2,137	-	2,137	416	2,553
全面收入總額(扣除稅項)	-	-	-	-	-	-	-	-	2,137	(324,262)	(322,125)	(33,182)	(355,307)
轉撥儲備	-	-	3,511	-	-	-	-	-	-	(3,511)	-	-	-
確認股本結算股份付款(附註38)	-	-	-	-	-	-	150	-	-	-	150	-	150
發行代價(附註33)	1,478	14,933	-	-	-	-	-	-	-	-	16,411	-	16,411
購回及註銷股份(附註31(i))	(291)	(5,212)	-	-	-	-	-	291	-	(291)	(5,503)	-	(5,503)
收購附屬公司產生(附註33)	-	-	-	-	-	-	-	-	-	-	-	38,988	38,988
收購附屬公司的額外權益	-	-	-	-	-	-	-	-	-	(41,841)	(41,841)	(32,646)	(74,487)
出售附屬公司部分權益	-	-	-	-	-	-	-	-	-	19,611	19,611	17,636	37,247
已宣派附屬公司非控制擁有人股息	-	-	-	-	-	-	-	-	-	-	-	(7,409)	(7,409)
於二零一二年十二月三十一日	59,443	296,192	40,943	2,738	2,756	110,427	6,230	1,545	(5,740)	(230,178)	284,356	241,332	525,688

綜合現金流量表

截至二零一二年十二月三十一日止年度

	二零一二年 人民幣千元	二零一一年 人民幣千元
經營活動		
除所得稅開支前(虧損)/溢利	(373,877)	85,766
就以下各項調整：		
存貨減值	15,637	806
物業、機器及設備折舊	45,857	36,130
租賃土地及土地使用權攤銷	804	494
其他無形資產攤銷	225	782
應收貿易賬款呆賬額外撥備	13,879	5
其他應收賬款呆賬額外撥備	1,214	—
商譽減值	164,673	155
其他無形資產減值	123,288	—
物業、機器及設備減值	4,141	—
股本結算股份付款	150	250
銀行存款利息收入	(1,458)	(1,437)
出售物業、機器及設備(虧損)/收益	150	(641)
投資物業公平價值收益	(377)	(659)
證券買賣公平價值虧損	—	39
銀行借款之利息開支	11,504	15,307
人民幣債券之隱含利息	9,014	3,722
可換股債券之隱含利息	7,620	601
取消註冊一家附屬公司之收益	—	(50)
收購一家附屬公司應付或然代價之公平價值變動收益	(3,281)	—
營運資金變動前的經營現金流量	19,163	141,270
存貨減少/(增加)	27,725	(49,909)
應收貿易賬款減少/(增加)	30,399	(89,260)
按金、預付款項及其他應收款項增加	(51,742)	(9,621)
應收關連公司款項減少/(增加)	2,264	(9,442)
應付貿易賬款增加	6,404	44,612
應計費用及其他應付款項減少	(2,521)	(14,513)
經營活動產生的現金	31,692	13,137
已付所得稅	(17,718)	(23,373)
已付利息	(19,025)	(15,307)
經營活動使用的現金淨額	(5,051)	(25,543)

綜合現金流量表

截至二零一二年十二月三十一日止年度

	二零一二年 人民幣千元	二零一一年 人民幣千元
投資活動		
購置其他無形資產	(34)	—
購置物業、機器及設備	(58,709)	(54,098)
購置土地使用權	(346)	—
出售物業、機器及設備所得款項	6,509	1,765
收購土地使用權、物業、機器及設備及擬收購一家附屬公司的預付款項	(2,133)	(15,608)
收購附屬公司產生的現金流出淨額	(84,041)	(99,387)
收購附屬公司已付代價	(79,245)	—
已抵押定期存款(增加)/減少	(5,001)	117,239
已收利息	1,458	1,437
投資活動使用的現金淨額	(221,542)	(48,652)
融資活動		
發行人民幣債券所得款項	—	200,000
人民幣債券之發行成本	—	(3,030)
發行可換股債券所得款項	—	241,999
可換股債券之發行成本	—	(9,912)
新籌集銀行貸款所得款項	299,069	196,600
償還銀行貸款	(224,316)	(253,578)
償還董事款項	—	(16)
附屬公司非控制擁有人之(還款)/墊款	(6,957)	6,207
給予一家附屬公司非控制擁有人之貸款墊款/(還款)	1,278	(7,000)
一名關連人士之墊款	9,998	1,000
購回股份	(5,503)	(11,017)
收購附屬公司的額外權益產生的現金流出淨額	(37,240)	(22,634)
已付一家附屬公司非控制擁有人股息	(2,705)	—
融資活動產生的現金淨額	33,624	338,619
現金及現金等值物(減少)/增加淨額	(192,969)	264,424
年初之現金及現金等值物	326,840	63,216
匯率變動之影響	(314)	(800)
年末之現金及現金等值物	133,557	326,840
現金及現金等值物結餘分析		
銀行存款及手頭現金	133,726	326,840
銀行透支	(169)	—
	133,557	326,840

財務報表附註

1. 組成及業務

新焦點汽車技術控股有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其股份在香港聯合交易所有限公司(「聯交所」)主板上市，其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111 Cayman Islands，主要營業地點位於中華人民共和國(「中國」)上海。

本公司為投資控股公司，其附屬公司主要從事生產及銷售電子及電力相關汽車零件及配件；提供汽車維修、養護及修飾服務；透過大中華地區之服務連鎖店網絡進行商品零售分銷以及汽車配件貿易。本公司附屬公司進一步詳情載於附註21。本公司及其附屬公司統稱為本集團。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納香港財務報告準則之修訂本—自二零一二年一月一日起首次生效

香港財務報告準則第7號之修訂本	披露—轉讓金融資產
香港會計準則第12號之修訂本	遞延稅項—收回相關資產

採納該等修訂本對本集團財務報表並無重大影響。

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採納以下已頒佈但尚未生效而可能與本集團財務報表有關之新訂／經修訂香港財務報告準則：

香港財務報告準則(修訂本)	二零零九年至二零一一年週期之年度改進 ²
香港財務報告準則第7號之修訂本	抵銷金融資產及金融負債 ²
香港會計準則第32號之修訂本	抵銷金融資產及金融負債 ³
香港會計準則第1號之修訂本(經修訂)	呈列其他全面收入項目 ¹
香港財務報告準則第9號	金融工具 ⁴
香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第12號	披露於其他實體之權益 ²
香港財務報告準則第13號	公平價值計量 ²
香港會計準則第27號(二零一一年)	獨立財務報表 ²
香港會計準則第28號(二零一一年)	於聯營公司及合營公司之投資 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港會計第27號之修訂本(二零一一年)	投資實體 ³

¹ 於二零一二年七月一日或以後開始之年度期間生效

² 於二零一三年一月一日或以後開始之年度期間生效

³ 於二零一四年一月一日或以後開始之年度期間生效

⁴ 於二零一五年一月一日或以後開始之年度期間生效

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則(修訂本)－二零零九年至二零一一年週期之年度改進

有關改進對以下準則作出修訂：

(i) 香港會計準則第1號財務報表之呈列

有關修訂釐清，實體在追溯應用會計政策或在其財務報表將項目追溯重列或重新分類時呈列第三份財務狀況報表之規定僅適用於對該財務狀況報表內之資料構成重要影響之情況。期初財務狀況表之日期為前一段期間開始時，而非(截至目前為止)最早可比較期間開始時。有關修訂亦澄清，除香港會計準則第1.41-44號及香港會計準則第8號規定之披露外，毋須呈列第三份財務報表相關附註。實體可呈列額外之自願比較資料，惟有關資料須根據香港財務報告準則編製。此可包括一份或多份報表，而不是一套完整財務報表。所呈列之各個額外報表均須呈列相關附註。

(ii) 香港會計準則第16號物業、機器及設備

有關修訂釐清，倘零部件、備用設備及服務設備等項目符合物業、機器及設備之定義，則會確認為物業、機器及設備。否則，有關項目分類為存貨。

(iii) 香港會計準則第32號金融工具：呈列

有關修訂釐清與向股本工具持有人所作分派或股本交易之交易成本有關之所得稅應根據香港會計準則第12號所得稅入賬。根據不同情況，此等所得稅項目可能於權益、其他全面收入或損益中確認。

(iv) 香港會計準則第34號中期財務報告

有關修訂釐清在中期財務報表中，倘定期向主要營運決策人提供特定可呈報分部之總資產及負債金額，而該分部之總資產及負債較上一份年度財務報表所披露金額有重大變動，則須披露有關總資產及負債之計量。

香港會計準則第1號之修訂本(經修訂)－呈列其他全面收入項目

香港會計準則第1號之修訂本(經修訂)規定本集團將呈列於其他全面收入之項目分為可能於日後重新分類至損益之項目(如可供出售金融資產之重新估值)及可能不會重新分類至損益之項目(如物業、機器及設備之重新估值)。就其他全面收入項目繳納之稅項會按相同基準進行分配及披露。該等修訂將追溯應用。

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第32號之修訂本－抵銷金融資產及金融負債

有關修訂通過對香港會計準則第32號加設應用指引釐清抵銷規定，該指引對實體何時「目前擁有合法強制執行抵銷權利」以及何時總額結算機制被認為是等同於淨額結算。

香港財務報告準則第7號之修訂本－抵銷金融資產及金融負債

香港財務報告準則第7號已作修訂，就根據香港會計準則第32號抵銷之所有已確認金融工具及受限於可強制執行總淨額結算協議或類似安排者(不論是否根據香港會計準則第32號抵銷)引入披露規定。

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂本－投資實體

有關修訂適用於符合投資實體資格之特定類別業務。投資實體之經營宗旨是僅為資本增值之回報、投資收入或同時取得兩者而投資資金。其按公平價值基準評估其投資表現。投資實體可包括私募股權機構、風險投資機構、退休基金及投資基金。

該等修訂本對香港財務報告準則第10號綜合財務報表提供豁免綜合入賬規定，並規定投資實體按公平價值計入損益來計量特定附屬公司而非將該等附屬公司綜合入賬。該等修訂本亦載列投資實體之披露規定。有該等修訂本獲追溯應用，惟須受限於若干過渡性條文。

香港財務報告準則第9號－金融工具

根據香港財務報告準則第9號，金融資產視乎實體管理金融資產之業務模式及金融資產之合約現金流特徵分類為按公平價值或攤銷成本計量之金融資產。公平價值之收益或虧損將於損益確認，惟就非買賣股本投資，實體則可選擇於其他全面收入確認盈虧。香港財務報告準則第9號保持香港會計準則第39號之金融負債確認、分類及計量規定，惟就指定按公平價值計入損益之金融負債，則其因負債信貸風險變動導致之公平價值變動金額於其他全面收入確認，除非將導致或擴大會計錯配則另作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方(不論實際上有否行使該權力)、對來自被投資方之浮動回報享有承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權數量及分散情況，投資者之表決權數量足以佔優，使其獲得對被投資方之權利，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅於實質存在(即持有人有實際能力可行使該等表決權)時，在分析控制權中考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為其利益行事，故在其行使其決策權限時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

香港財務報告準則第12號－披露於其他實體之權益

香港財務報告準則第12號整合及統一有關於附屬公司、聯營公司及合營安排之權益披露要求。該準則亦引入新披露要求，包括有關未予綜合結構化實體之披露規定。該標準之一般目標是使財務報表使用者評估報告實體於其他實體權益之性質和風險及該等權益對報告實體財務報表之影響。

香港財務報告準則第13號－公平價值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平價值之單一指引來源。該準則適用於按公平價值計量之金融項目及非金融項目，並引入公平價值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「金融工具：披露」一致。香港財務報告準則第13號將公平價值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之財務資產及負債之規定，而應採用介乎買賣價之間在該等情況下最能代表公平價值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公平價值所採用之方法及數據輸入，以及公平價值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現按未來適用基準應用。

3. 編製基準

(a) 遵例聲明

此等財務報表乃根據所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱為「香港財務報告準則」)及香港公司條例的披露規定編製。此外，此等財務報表包括香港聯合交易所有限公司證券上市規則規定的適用披露。

(b) 計量基準及持續經營假設

該等財務報表乃根據歷史成本基準編製，並以公平價值列賬之投資物業重估、證券買賣及或然應付代價作出修訂，如下文載列之會計政策所闡述。

年內，本集團產生虧損約人民幣357,860,000元及於報告期間結算日，本集團及本公司之流動負債超逾流動資產分別約人民幣90,422,000元及人民幣97,797,000元。該等狀況顯示存在重大不確定因素，可能導致對本集團及本公司之持續經營能力存有重大疑問，故本集團及本公司於一般業務中可能無法變現資產及解除負債。本公司董事計劃透過採取以下措施改善本集團及本公司之財務表現：

- (i) 本集團現正積極與銀行及金融機構磋商，以為本公司須於二零一三年八月到期償還本金額為人民幣200,000,000元之人民幣債券悉數進行再融資。於本報告日期，本公司成功取得銀行銀團貸款融資45,000,000美元(相當於約人民幣283,550,000元)計劃，自提取日期起計3年還款期。本公司董事相信上述再融資計劃將取得成功。
- (ii) 本集團大幅進行重組計劃以減少運營成本，其中包括採取措施減少酌情開支及行政成本。

在滿足所有先決條件情況下，本公司董事亦考慮於二零一二年十二月三十一日的可供本集團使用之未提取承諾銀行融資約人民幣217,628,000元。

經考慮本集團注入現金流量後，本公司董事認為，鑑於上述措施及考慮，本集團及本公司將擁有充足資源應付自報告期間結算日起十二個月內之營運資金及其他融資需求。因此，財務報表已按持續經營基準編製。

倘本集團及本公司無法持續經營業務，則將對財務報表作出調整以撇減資產價值至其可收回金額、為可能產生之任何進一步負債作出撥備及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響尚未於財務報表中反映。

3. 編製基準(續)

(c) 功能貨幣及呈列貨幣

此等財務報表乃以人民幣(「人民幣」)呈列，人民幣亦為本公司的功能貨幣。

4. 主要會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團公司間之公司間交易與結餘連同未變現溢利乃於編製綜合財務報表時全數對銷。惟於有關交易可提供所轉讓資產之減值證明時，則亦可對銷未變現虧損，在此情況下，虧損於損益中確認。

年內收購或出售之附屬公司業績自收購生效日期起或截至出售生效日期止(視適用情況而定)計入綜合全面收入報表。會於需要時就附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務以收購法入賬。收購成本按所轉讓資產、所產生負債及本集團(作為收購方)所發行之股本權益於收購日期之公平價值總和計量。所收購之可識別資產及所承擔負債主要按收購日期之公平價值計量。本集團事先於被收購方中所持有之股本權益按收購日期之公平價值重新計量，產生的收益或損失則於損益中確認。本集團或可選擇，以逐筆交易之基準，按公平價值或應佔被收購方可識別資產淨值之比例計量相當於目前於附屬公司擁有權權益之非控制權益。

所有其他非控制權益均按公平價值計量，惟香港財務報告準則另行規定則作別論。所產生之收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

收購方將予轉讓的任何或然代價按於收購日期之公平價值確認。其後對代價之調整於商譽內確認，惟僅以計量期間(自收購日期起計最多十二個月)內獲得之與收購日期之公平價值有關之新資料所引致者為限。所有對或然代價的其他其後調整，則分類為資產或負債，於損益中確認。或然代價(視作一項資產或負債)公平價值的其後變動根據香港會計準則第39號於損益確認，或計作其他全面收入變動。

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購日期為二零一零年一月一日(即本集團首次應用香港財務報告準則第3號(二零零八年)之日)前的業務合併所產生的或然代價結餘已根據該準則的過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計的修訂作為對該等業務合併成本的調整處理，並被確認為商譽的一部分。

倘本集團於附屬公司的權益變動並未導致喪失控制權，則作為權益交易入賬。本集團權益及非控制權益之賬面值已予調整，以反映其於附屬公司之有關權益變動。非控制權益之調整金額與已付或已收代價公平價值之間的任何差額直接於權益確認，並歸屬予本公司擁有人。

倘本集團喪失對附屬公司之控制權，則出售產生的損益乃根據(i)已收代價公平價值及任何保留權益公平價值之總額與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控制權益之過往賬面值兩者間之差額計算。先前於其他全面收入內確認與該附屬公司有關之任何金額按猶如已出售相關資產或負債之相同方式入賬。

收購完成後，目前於附屬公司擁有權益之非控制權益之賬面值為該等權益於初步確認時之金額，另加有關非控制權益應佔其後權益變動金額。即使全面收入總額歸屬予非控制權益會導致非控制權益產生虧絀結餘，全面收入總額仍須歸屬予非控制權益。

(b) 附屬公司

附屬公司指本集團有權支配其財務及經營政策，以從其業務中獲益之公司。評估是否擁有控制權時，亦會考慮現時可行使之潛在表決權。

於附屬公司的權益乃按成本扣除任何減值虧損於本公司財務狀況報表入賬。本公司按已收及應收股息基準將附屬公司之業績入賬。

4. 主要會計政策(續)

(c) 商譽

於收購附屬公司時產生的商譽指所轉讓總代價及確認為非控股權益之金額超出所收購可識別資產、負債及或然負債公平淨值之差額。商譽初步按成本確認為資產，其後按成本減任何累計減值虧損計算。

就進行減值檢測而言，商譽乃分配予預期受惠於合併所產生協同效益的本集團現金產生單位。已獲分配商譽的現金產生單位會每年或於有跡象顯示單位可能出現減值時更頻密地進行減值檢測。倘現金產生單位的可收回金額少於單位的賬面值，則減值虧損首先分配以減少分配予該單位任何商譽的賬面值，其後根據該單位各資產的賬面值按比例分配至該單位的其他資產。就商譽確認的減值虧損不會於往後期間撥回。

於出售附屬公司時，商譽之應佔金額於釐定出售溢利或虧損時計算在內。

(d) 物業、機器及設備

物業、機器及設備以歷史成本扣除累計折舊及任何累計減值虧損列賬。資產於其可作擬定用途時開始計算折舊。

一項物業、機器及設備項目之歷史成本包括其購入價及將該資產達至其營運狀態及地點以作擬定用途之任何直接應佔成本。該物業、機器及設備項目投入運作後產生之開支，例如維修及保養，一般在其產生期間自損益扣除。倘若可清楚顯示有關開支導致使用該物業、機器及設備項目預計可取得之未來經濟效益有所增加，且該項目之成本能可靠計量，則有關開支予以資本化，作為該資產之額外成本或替代。

除在建物業外，折舊乃按資產估計可使用年期以直線法撇銷其成本計算。於各報告期間結算日審閱估計可使用年期、剩餘價值及折舊方式，而任何估計變動乃按預期基準入賬。採用之主要年率如下：

永久業權土地	未折舊
樓宇	5%
租賃物業裝修	租賃餘下年期但不超過十年
廠房及機器	10%至33%
汽車	20%
辦公室設備、傢俬及裝置	20%至33%

4. 主要會計政策(續)

(d) 物業、機器及設備(續)

在建工程指按成本扣除任何減值虧損入賬且並無折舊之在建樓宇。成本包括於建築及裝置期間之直接建築成本及撥作資本之借貸成本。當大部分準備該資產以用作擬定用途所須之活動已完成時，則停止資本化成本，並將在建工程轉移至相關類別之物業、廠房及設備。在建工程於完成及可按擬定用途使用前不作折舊撥備。

倘資產之賬面值高於其估計可收回金額，該項資產將即時撇減至其可收回金額。

出售一項物業、機器及設備之損益按出售所得款項與其賬面值之差額釐定，並於損益確認。

(e) 投資物業

投資物業乃為賺取租金及／或資本增值而持有之物業，而並非持作在一般業務過程中出售、用作生產或供應貨物或服務或用作行政用途。投資物業初步按成本(包括交易成本)計量。於初步確認後，投資物業乃按公平價值計量。投資物業公平價值變動產生之損益於其產生期間計入損益。

(f) 其他無形資產

其他無形資產初步按成本入賬。於業務合併時購入之其他無形資產，其成本為收購日期之公平價值。具無限可使用年期的其他無形資產其後按成本減任何減值虧損入賬，而具有限可使用年期的其他無形資產則按成本減累計攤銷及減值虧損入賬。攤銷按直線基準於其估計可使用年期扣除。估計可使用年期及攤銷方式於各年度報告期間結算日審閱，任何估計變動之影響按預期基準入賬。具有限可使用年期其他無形資產的主要年率如下：

具有限可使用年期的商標	6.6%至10%
技術知識	20%

4. 主要會計政策(續)

(g) 有形及無形資產(不包括商譽)減值

在各報告期間結算日，本集團審閱其有形和無形資產的賬面值，以確定是否有任何跡象顯示該等資產已出現減值虧損。倘存在有關跡象，則估計資產的可收回金額，以確定減值虧損的程度(如有)。倘不可能估計個別資產的可收回金額，本集團會估計該資產所屬現金產生單位的可收回金額。倘覓得合理及一致的分配方法，集團資產會分配至個別現金產生單位，或以該合理及一致的分配方法分配至最少的現金產生單位。

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均每年，或於有跡象顯示資產可能減值的情況下進行減值檢測。

可收回金額為公平價值減出售成本與使用價值兩者的較高者。在評估使用價值時，估計未來現金流按照可反映當前市場對貨幣時間價值及該資產特定風險的評估的稅前貼現率折算至現值，當中並無對未來現金流的估計作出調整。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則將該資產(或現金產生單位)的賬面值減至其可收回金額。減值虧損即時確認為損益。

倘減值虧損其後撥回，該資產(或現金產生單位)的賬面值會增加至其經修訂的可收回估計金額；惟增加後的賬面值不得超過該資產(或現金產生單位)以往年度並無確認減值虧損之情況下應已釐定的賬面值。減值虧損之撥回即時於損益確認。

(h) 政府補貼

合理地保證本集團會遵守政府補貼的附帶條件以及將會得到補貼後，政府補貼方會予以確認。

其他政府補貼在需要與其擬補償的成本配合的各期間內按有系統基準確認為收入。用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)之應收政府補貼，乃於應收期間於損益確認。

(i) 存貨

存貨初步按成本確認，其後則以成本與可變現淨值兩者中之較低者確認。成本，包括固定及可變經常開支之適當部分，乃按對特定存貨類別最為適當之方法分配至存貨，其中大部分以加權平均法估值。可變現淨值指估計存貨售價減所有估計完工成本及銷售必要費用。

4. 主要會計政策(續)

(i) 金融資產

根據合約(有關條款規定該項投資須於相關市場制訂之時限內交付)購買或出售金融資產時，金融資產會於交易日確認或終止確認。金融資產初步按公平價值加交易成本計算，惟分類為按公平價值計入損益的金融資產除外，該等資產初步按公平價值計量。年內，本集團的金融資產分類為按公平價值計入損益之金融資產、貸款及應收款項。此等金融資產其後視分類而定根據以下方式入賬：

(i) 按公平價值計入損益之金融資產

倘金融資產持作買賣或被劃分為按公平價值計入損益，則有關金融資產分類為按公平價值計入損益。按公平價值計入損益之金融資產乃按公平價值列賬，而任何由此產生之損益於損益確認。於損益確認之損益淨額包括就金融資產賺取之任何股息或利息。

(ii) 貸款及應收款項

有固定或待定付款且並無在活躍市場報價的應收貿易賬款、貸款及其他應收款項分類為貸款及應收款項。貸款及應收款項採用實際利息法減任何減值虧損按攤銷成本計算。利息收入以實際利率確認，惟利息甚微的短期應收款項除外。

(iii) 金融資產減值

於各報告期間結算日評估金融資產是否有減值跡象，惟按公平價值計入損益者除外。倘有客觀證據顯示投資之估計未來現金流因初步確認金融資產後發生的一項或多項事件而受到影響，則金融資產已減值。

就本集團貸款及應收款項而言，減值的客觀證據包括：

- 發行人或交易對手面對重大財政困難；或
- 拖欠或未能償還利息或本金付款；或
- 借貸方很可能破產或進行財務重組；或
- 技術、市場、經濟或法律環境出現對債務人不利的重大變動。

4. 主要會計政策(續)

(i) 金融資產(續)

(iii) 金融資產減值(續)

倘存在任何上述跡象，則會按以下方式釐定並確認減值虧損：

至於按攤銷成本列賬之貿易及其他即期應收款項以及其他金融資產而言，倘存在有關證據，減值虧損乃以資產的賬面值與按該金融資產原實際利率貼現(倘貼現影響重大)之估計未來現金流現值間的差額計量。倘按攤銷成本列賬的金融資產具備類似風險特徵，例如類似逾期情況及不曾單獨評估為減值，則有關評估會同時進行。共同評估有否減值的金融資產未來現金流會根據與整個組別所持有類似信貸風險特徵的資產之過往虧損情況評估。

倘減值虧損金額其後減少，且該等減少可客觀與確認減值虧損後發生的事件相關，則減值虧損將在損益撥回。撥回減值虧損不得導致資產賬面值超過假設該資產於以往年度並無確認減值虧損而應已釐定的賬面值。

減值虧損直接於相關資產撇銷，惟就可收回情況存疑但並非遙遙無期的應收貿易賬款及其他應收款項確認之減值虧損則除外。在此情況下，呆賬減值虧損會於撥備賬記錄。倘本集團認為收回情況遙遙無期，視為不可收回的金額將直接自應收貿易賬款及其他應收賬款中撇銷，而在撥備賬中所持有關該債務的任何金額會予以撥回。倘早前計入撥備賬的款項其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益確認。

(iv) 實際利息法

實際利息法為計算金融資產攤銷成本及於有關期間內分配利息收入的方法。實際利率為於金融資產預計年期或在適用情況下於較短期間內實際貼現估計未來現金收入的利率。

4. 主要會計政策(續)

(j) 金融資產(續)

(v) 終止確認金融資產

本集團只會於自資產獲得現金流之合約權利屆滿，或倘向另一實體轉讓金融資產及該資產所有權的絕大部分風險及回報之情況下，方會終止確認金融資產。倘本集團既無轉讓亦無保留所轉讓資產所有權的絕大部分風險及回報並繼續控制該資產，則本集團會確認於該資產的保留權益及可能須支付的相關負債。倘本集團保留所轉讓金融資產所有權的絕大部分風險及回報，則本集團會繼續確認該項金融資產，亦會確認所收取所得款項之附屬借款。

(k) 本集團發行的金融負債及股本工具

(i) 分類為債務或權益

債務及股本工具乃根據合約安排的内容分類為金融負債或權益。

(ii) 股本工具

股本工具乃證明一家實體資產經扣除其所有負債後的剩餘權益的任何合約。本公司發行的股本工具按已收所得款項(經扣除直接發行成本後)記賬。

(iii) 可換股債券

本集團發行包含負債及換股權部分之可換股債券，於首次確認時獨立分類至彼等各自之項目。以定額現金或另一項金融資產交換本公司固定數目股本工具之方式結算之換股權乃分類為股本工具。

於初步確認時，負債部分之公平價值乃按類似非可換股債項之現行市場利息釐定。發行可換股債券之所得款項與撥往負債部分(即持有人將債券轉換為權益之換股權)之公平價值間差額計入權益(可換股債券儲備)。

4. 主要會計政策(續)

(k) 本集團發行的金融負債及股本工具(續)

(iii) 可換股債券(續)

於往後期間，可換股債券之負債部分以實際利息法按已攤銷成本列賬。權益部分(即將負債部分轉換為本公司普通股份之選擇權)將保留於可換股債券儲備，直至嵌入式選擇權獲行使為止(在此情況，可換股債券儲備之結餘將轉撥至股份溢價)。倘選擇權於到期日未獲行使，可換股債券儲備之結餘將轉撥至保留溢利／累計虧損。於選擇權獲轉換或到期時將不會確認任何盈虧。

(iv) 其他金融負債

本集團的其他金融負債，初步以公平價值扣除交易成本計算。

其他金融負債其後使用實際利率法以攤銷成本入賬，並在實際收益基準上確認利息支出。

實際利率法為計算金融負債攤銷成本以及於相關期間分配利息支出的方法。實際利率為於金融負債預計年期或在適用情況下之較短期限實際貼現估計未來現金付款的比率。

(v) 終止確認金融負債

當及只要本集團之負債被解除、註銷或到期，本集團會終止確認金融負債。

(l) 現金及現金等值物

現金及現金等值物包括手頭現金及銀行活期存款以及可隨時轉換為已知數額現金、並無重大價值變動風險且原到期日為三個月或以內之短期高流通投資。就綜合現金流量表而言，須應要求償還及構成本集團現金管理重要部分之銀行透支，亦為現金及現金等值物之一部分。

4. 主要會計政策(續)

(m) 租賃

出租人保留資產擁有權之絕大部分回報及風險之租賃入賬列作經營租賃。倘本集團為出租人，本集團根據經營租賃出租之資產計入非流動資產，而根據經營租賃應收之租金乃按直線基準於租賃期內計入損益。磋商及安排經營租賃所產生首次直接成本計入該項租賃資產之賬面值內，並按直線法在租賃期內支銷。倘本集團為承租人，經營租賃付款按直線法在租賃期內支銷，惟有另一系統基準更能代表消耗來自租賃資產經濟利益之時間模式則除外。已收租賃獎勵按租期確認為租金開支總額之一部分。經營租賃項下產生之或有租金於產生期內確認為開支。

經營租賃項下持作自用之租賃土地及土地使用權指收購承租人佔用物業之長期權益之預付款。該等款項乃按成本列賬，並於租賃期內以直線法列作開支扣除任何減值虧損而攤銷。

(n) 撥備

倘本集團因過往事件而須承擔現有法定或推定責任，且本集團可能須履行該責任，並能可靠估計有關責任金額時確認撥備。

已確認為撥備的金額為計及與責任有關的風險及不明朗因素後，於報告期間結算日履行現有責任的最佳估計代價。倘使用履行現有責任的估計現金流計量撥備，其賬面值為該等現金流之現值。

當須用於結算撥備之部分或全部經濟利益預期可向第三方收回時，倘幾乎肯定將可獲償付且能可靠估計應收款項數額，則應收款項確認為資產。

(o) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃日常業務所得損益(已就毋須繳納所得稅或不獲寬減所得稅之項目作出調整)，並乃按於報告期間結算日頒佈或實際上已頒佈之稅率計算。

4. 主要會計政策(續)

(o) 所得稅(續)

遞延稅項乃用作財務報告用途的資產及負債賬面值與用作稅項用途的相應金額的暫時差異確認。除商譽及不影響會計或應課稅溢利的已確認資產及負債外，遞延稅項負債就所有應課稅暫時差異進行確認。倘有可用以抵銷可扣減暫時差異的應課稅溢利，則會確認遞延稅項資產。遞延稅項按償還負債或變現資產的期間內預期適用之稅率，根據報告期間結算日已頒佈或實際已頒佈的稅率及稅法計算。

對於計量遞延稅項金額時用於釐定適合稅率的一般規定而言，有一個例外情況，即投資物業是根據香港會計準則第40號「投資物業」而按公平價值列賬。除非該假定被推翻，否則此等投資物業的遞延稅項金額是以出售此等投資物業時所適用的稅率以及按其於報告日期的賬面值而計量。若投資物業是可計提折舊並根據一個商業模式而持有，而該商業模式的目的是隨著時間推移而消耗該物業所體現的絕大部分經濟利益(而不是通過出售)時，該假定即被推翻。

遞延稅項負債就投資附屬公司、聯營公司及共同控制實體產生之應課稅暫時差額予以確認，惟本集團可控制暫時差額之撥回時間及暫時差額於可見將來可能不會撥回則作別論。

所得稅於損益確認，惟所得稅與其他全面收入確認的項目有關除外，在此情況下，稅項亦在其他全面收入確認。

(p) 外幣

集團實體以其經營所在主要經濟環境之貨幣(「功能貨幣」)以外貨幣訂立交易，乃以進行交易時之現行匯率記賬。外幣貨幣資產及負債按各報告期末之現行匯率換算。按公平價值以外幣計值之非貨幣項目按釐定公平價值當日之匯率重新換算。按歷史成本以外幣計量之非貨幣項目不作重新換算。

4. 主要會計政策(續)

(p) 外幣(續)

結算及換算貨幣項目所產生之匯兌差額於其產生期間在損益中確認。重新換算非貨幣項目所產生之匯兌差額按公平價值計入該期間之損益，惟重新換算有關盈虧在其他全面收入確認之非貨幣項目所產生之差額除外，在此情況下，有關匯兌差額亦於其他全面收入確認。

綜合賬目時，海外業務的收支項目以年內平均匯率換算為本集團的呈列貨幣(即人民幣)，除非期內匯率大幅波動，則按進行該等交易時的相若匯率換算。所有海外業務的資產及負債均以呈報期間結束時的適用匯率換算。所產生的匯兌差額(如有)於其他全面收入確認，並於權益內累計入賬為匯兌儲備(非控制權益應佔外匯儲備(如適用))。於換算構成本集團於所涉海外業務的部分投資淨額的長期貨幣項目時，在集團實體獨立財務報表的損益內確認的匯兌差額則重新分類至其他全面收入，並於權益內累計入賬為匯兌儲備。

出售海外業務時，匯兌儲備內確認該業務截至出售日期止的累計匯兌差額將重新分類至損益，作為出售溢利或虧損的一部分。

於二零零五年一月一日或以後收購海外業務產生之已收購可識別資產商譽及公平價值調整，乃作為該海外業務之資產及負債處理，並按報告期間結算日當時之匯率換算。產生之匯兌差額於匯兌儲備中確認。

(q) 僱員福利

(i) 短期福利

薪酬、年終花紅、有薪年假及其他津貼乃於僱員提供相關服務之年度內累計。倘延遲支付或償付有關福利，且影響重大，則該等金額會以現值列賬。

(ii) 定額供款退休金責任

定額供款退休計劃之供款乃於僱員提供服務時於損益確認為開支。本集團於支付供款後即無進一步付款責任。

4. 主要會計政策(續)

(r) 以股本結算之股份付款交易

向僱員及提供類似服務之其他人士作出以股本結算之股份付款交易乃按授出日期股本工具之公平價值計算。

於授出日期釐定之以股本結算之股份付款公平價值，乃以本集團對最終歸屬股本工具之估計為基準，於歸屬期內以直線法支銷，並對權益(即購股權儲備)作出相應增加。於各報告期間結算日，本集團修訂其預期將會歸屬之估計股本工具數目。修訂原先估計之影響(如有)乃按剩餘歸屬期於損益賬確認，並於購股權儲備作出相應調整。

當購股權獲行使時，早前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後遭沒收，或於屆滿日期仍未行使，早前於購股權儲備確認之金額將轉撥至保留溢利。

與其他人士進行以股本結算之股份付款交易乃以所收取貨物或服務之公平價值計量，惟若公平價值無法可靠估計，則按授出股本工具之公平價值(以本集團取得貨物或對手方提供服務之日計算)計算。

(s) 借款成本

與收購、建造或生產需要一段頗長時間方可達致擬定用途或銷售的合資格資產直接相關之借款成本，均會撥充作為該等資產成本之一部分，直至資產大致上已達致擬定用途或可出售時為止。將有待用於該等資產之特定借款作短期投資賺取之收入會於撥充資本的借款成本扣除。所有其他借款成本會於產生期間於損益確認。

(t) 關連人士

(a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本公司母公司的主要管理層成員。

4. 主要會計政策(續)

(t) 關連人士(續)

(b) 倘符合下列任何條件，即該實體與本集團有關連：

- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或為另一實體所屬集團成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
- (vi) 該實體受(a)所識別人士控制或共同控制。
- (vii) (a)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

該名人士之近親是指與該實體進行交易時預期可影響該名人士或受該名人士影響之該等家族成員，並包括：

- (i) 該名人士之子女及配偶或家庭伴侶；
- (ii) 該名人士之配偶或家庭伴侶之子女；及
- (iii) 該名人士或該名人士之配偶或家庭伴侶之家屬。

(u) 收益確認

收益按已收或應收代價的公平價值計量。收益已就估計客戶退貨、折扣及其他類似備抵作出扣減。

- (i) 銷售產品之收入於本集團向客戶付運產品，該客戶已接獲該等產品，且相關應收款項合理地保證可收回時確認。
- (ii) 提供服務的收益以所提供之服務及根據協議條款確認。
- (iii) 利息收入就未償還本金額使用實際利息法按時間比例確認。

4. 主要會計政策(續)

(u) 收益確認(續)

(iv) 經營租賃之租金收入乃於租賃期所涵蓋之會計期間內以等額分期確認。

(v) 政府補貼乃於可合理地保證將可收取後及本集團將遵守一切附帶條件時，按其公平價值確認。

(vi) 贊助收入乃於收取收入的權利確立時，按累計基準確認。

(v) 或然負債

或然負債為由過往事件而可能產生之責任，且其存在與否只可由一項或多項並非本集團所能控制之未確定未來事件是否發生而確定。或然負債亦可為過往事件產生之現有責任，惟並無確認，原因為不可能需要流出經濟資源或責任金額不能可靠計量。

或然負債並無確認，惟已於財務報表披露。當流出之機會有變，致令有可能流出，則屆時將確認為撥備。

5. 重要會計判斷及估計不確定因素之主要來源

在應用本集團會計政策時，董事須對未能從其他來源輕易獲得之資產及負債賬面值作出判斷、估計和假設。估計和相關假設以過往經驗及視為有關之其他因素為基準作出。實際結果可能與該等估計有所不同。

估計及相關假設會持續審閱。倘會計估計之修訂僅影響修訂期間，則其修訂只會在當期確認；倘影響修訂期間及未來期間，則同時在修訂當期和未來期間確認。

(a) 應用會計政策之重要判斷

以下為董事於應用本集團會計政策時作出且對財務報表已確認金額造成最重大影響之重要判斷。

5. 重要會計判斷及估計不確定因素之主要來源(續)

(a) 應用會計政策之重要判斷(續)

(i) 投資物業與自用物業間之分類

本集團決定一項物業是否合資格作為投資物業，並已制定作出該判斷之標準。投資物業為就賺取租金或資本增值或兩者兼得而持有之物業。因此，本集團認為，該物業能否產生現金流量，很大程度不受本集團持有之其他資產影響。

判斷乃就個別物業作出，以決定附設服務是否重大，令該物業不符資格作為投資物業。

(ii) 其他無形資產及攤銷

本集團就本集團其他無形資產釐定估計可使用年期及相關攤銷。其他無形資產之可使用年期按市場需求變動或資產服務輸出之預期用途及技術陳舊程度基準評估為有限或無限。具有限可使用年期之其他無形資產隨預期可使用經濟年限攤銷，並於無形資產有跡象顯示會出現減值時作出減值評估。具有限可使用年期之無形資產之攤銷期及攤銷法由管理層至少於各報告期間結算日作出檢討。

(iii) 持續經營基準

該等財務報表已按持續經營基準編製，詳情於附註3(b)闡釋。

(b) 估計不確定因素之主要來源

(i) 商譽減值

釐定商譽是否減值須估計獲分配商譽之現金產生單位使用價值。計算使用價值時，董事須估計預期可自現金產生單位產生之未來現金流量及適當貼現率，從而計算現值。進一步詳情載於附註19。

(ii) 存貨之可變現淨值

存貨之可變現淨值為於日常業務中作出之估計售價減估計完成成本及出售開支。此等估計乃根據當時市況以及製造及出售類似性質產品之過往經驗作出，並會因應競爭對手就劇烈行業週期所作行動而作出重大改變。管理層將於各報告期間結算日重新評估此等估計。

5. 重要會計判斷及估計不確定因素之主要來源(續)

(b) 估計不確定因素之主要來源(續)

(iii) 應收貿易賬款及其他應收款項減值

本集團管理層釐定應收貿易賬款及其他應收款項之減值撥備。該估計乃根據其客戶及欠款人之信貸記錄及當時市況作出。管理層將於各報告期間結算日重新評估撥備。

(iv) 非金融資產(除商譽外)之減值

本集團在各報告期間結算日評估全部非金融資產是否有任何減值跡象。具無限年期之無形資產須每年及於存在有關跡象之其他時間進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位之賬面值超過其可收回金額時，則存在減值，可收回金額為其公平價值減銷售成本與其使用價值之較高者。公平價值減銷售成本按類似資產公平交易中具約束力之銷售交易所得數據或可觀察市場價格減出售資產之增加成本計算。倘進行計算使用價值時，管理層須估計資產或現金產生單位之預期未來現金流量，及選用合適之貼現率以計算該等現金流量現值。

(v) 根據收購後附屬公司之表現估計應付之或然代價

就收購附屬公司而言，根據收購後附屬公司之表現及其他條件估計應付之或然代價，其詳情載於附註33。

財務報表附註

6. 營業額及分部資料

營業額(亦為收入)指向客戶供應貨品及提供服務之銷售價值，分析如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
銷售貨品	938,348	1,071,486
服務收入	459,537	421,654
	1,397,885	1,493,140

(a) 可呈報分部

本集團根據主要營運決策人為作出策略決定而審閱之報告來釐定經營分部。

本集團經營兩項可呈報分部，分別為(i)汽車配件生產及銷售；及(ii)提供汽車維修、養護及修飾服務以及汽車配件貿易。

分部間交易乃參考就類似訂單向外部人士收取之費用而定價。由於核心收入及開支並未計入主要營運決策人評估分部表現時使用之分部業績，故並無分配至各經營分部。

財務報表附註

6. 營業額及分部資料 (續)

(a) 可呈報分部 (續)

下文載列該等分部資料之分析：

二零一二年	汽車配件 生產及銷售 人民幣千元	提供汽車 維修、養護 及修飾服務 以及汽車 配件貿易 人民幣千元	綜合 人民幣千元
業績：			
外部銷售收入	391,836	1,006,049	1,397,885
分部間銷售收入	171,255	36,997	208,252
可呈報分部收入	563,091	1,043,046	1,606,137
減：分部間對銷			(208,252)
			1,397,885
可呈報分部業績	(2,775)	(322,371)	(325,146)
利息收入	128	963	1,091
未分配利息收入			367
利息收入總額			1,458
利息開支	(1,457)	(2,073)	(3,530)
未分配利息開支			(24,608)
利息開支總額			(28,138)
商譽之減值虧損	—	(164,673)	(164,673)
其他無形資產之減值虧損	—	(123,288)	(123,288)
物業、機器及設備之減值虧損	—	(4,141)	(4,141)
折舊及攤銷費用	(17,474)	(29,403)	(46,877)
未分配折舊及攤銷費用			(9)
折舊及攤銷費用總額			(46,886)
可呈報分部資產	413,738	1,229,352	1,643,090
添置非流動資產	19,783	53,380	73,163
可呈報分部負債	323,445	509,162	832,607

財務報表附註

6. 營業額及分部資料(續)

(a) 可呈報分部(續)

二零一一年	汽車配件 生產及銷售 人民幣千元	提供汽車 維修、養護 及修飾服務 以及汽車 配件貿易 人民幣千元	綜合 人民幣千元
業績：			
外部銷售收入	481,064	1,012,076	1,493,140
分部間銷售收入	29,693	30,004	59,697
可呈報分部收入	510,757	1,042,080	1,552,837
減：分部間對銷			(59,697)
			1,493,140
可呈報分部業績	12,069	99,012	111,081
利息收入	234	769	1,003
未分配利息收入			434
利息收入總額			1,437
利息開支	(11,192)	(2,810)	(14,002)
未分配利息開支			(5,628)
利息開支總額			(19,630)
折舊及攤銷費用	(18,737)	(18,638)	(37,375)
未分配折舊及攤銷費用			(31)
折舊及攤銷費用總額			(37,406)
可呈報分部資產	399,630	1,351,778	1,751,408
添置非流動資產	10,607	43,483	54,090
未分配添置非流動資產			8
添置非流動資產總值			54,098
可呈報分部負債	264,519	387,169	651,688

財務報表附註

6. 營業額及分部資料(續)

(b) 可呈報分部損益以及資產及負債之對賬

	二零一二年 人民幣千元	二零一一年 人民幣千元
除所得稅開支前(虧損)/溢利：		
可呈報分部(虧損)/溢利	(325,146)	111,081
未分配其他收入以及盈虧	558	583
未分配公司開支	(24,681)	(20,270)
未分配融資成本	(24,608)	(5,628)
除所得稅開支前綜合(虧損)/溢利	(373,877)	85,766
資產：		
可呈報分部資產	1,643,090	1,751,408
未分配公司資產	50,949	152,352
綜合資產總值	1,694,039	1,903,760
負債：		
可呈報分部負債	832,607	651,688
未分配公司負債	335,744	376,474
綜合負債總額	1,168,351	1,028,162

6. 營業額及分部資料(續)

(c) 地區分部

來自本集團外部客戶之分部收入以及除金融工具及遞延稅項資產以外之非流動資產(「特定非流動資產」)按地區呈列如下：

	來自外部客戶之收入		特定非流動資產	
	二零一二年 人民幣千元	二零一一年 人民幣千元	二零一二年 人民幣千元	二零一一年 人民幣千元
中國(所在地)	911,895	858,011	824,465	876,079
美國	246,039	331,137	—	—
歐洲	33,184	47,330	—	—
亞太地區	24,314	40,145	—	—
台灣	182,453	216,517	78,453	45,348
	1,397,885	1,493,140	902,918	921,427

收入資料乃按客戶所在地點作出。

(d) 主要客戶

年內，本集團之客戶基礎分散，且並無(二零一一年：無)客戶之交易額佔本集團收入超過10%。

財務報表附註

7. 其他收入以及盈虧

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
投資物業之租金及其他租金收入總額 (支出：人民幣零元(二零一一年：人民幣零元))		5,104	6,785
銀行存款之利息收入		1,458	1,437
出售物業、機器及設備(虧損)/收益		(150)	641
投資物業公平價值收益	18	377	659
銷售廢棄存貨及樣本		495	1,589
政府補貼 [#]		2,586	2,490
就提前終止經營租賃從出租人取得之補償收入		174	508
贊助收入		395	1,145
取消註冊一間附屬公司之收益		—	50
匯兌收益淨額		323	—
就收購若干附屬公司應付或然代價之公平價值 變動收益*		3,281	—
其他		2,403	3,253
		16,446	18,557

[#] 結餘指就若干中國附屬公司已繳稅款從地方政府取得之補償收入及中國地方政府授予之補貼。

* 本集團就收購若干附屬公司股本權益之代價包括固定代價及或然收購代價(乃根據相關收購協議訂明之條款及計算應付或然代價之方法計算)，於附註33及42披露。

8. 融資成本

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
需悉數償還之銀行借款利息開支			
— 於五年內		11,283	15,307
— 於五年後		221	—
人民幣債券之隱含利息	28	9,014	3,722
可換股債券之隱含利息	29	7,620	601
		28,138	19,630

財務報表附註

9. 除所得稅開支前(虧損)/溢利

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
以下各項乃經扣除/(計入)：			
匯兌(收益)/虧損淨額		(323)	3,138
存貨成本(附註)		310,614	378,726
服務成本(附註)		677,464	707,137
存貨減值		15,637	806
		1,003,715	1,086,669
物業、機器及設備折舊	16	45,857	36,130
攤銷：			
租賃土地及土地使用權	17	804	494
其他無形資產*	20	225	782
折舊及攤銷費用總額		46,886	37,406
應收貿易賬款呆賬額外撥備	24	13,879	5
其他應收款項呆賬額外撥備		1,214	—
核數師酬金		2,075	1,338
證券買賣之公平價值虧損		—	39
僱員福利開支(包括董事酬金)(附註10(a))：			
薪金及津貼		200,763	150,145
退休金供款		20,941	19,122
股本結算股份付款	38	150	250
一名董事之離職補償		2,000	—
其他福利		9,930	10,724
僱員福利開支總額		233,784	180,241

附註：存貨及服務成本包括有關僱員工福利開支以及折舊及攤銷費用之金額人民幣57,548,000元(二零一一年：人民幣55,895,000元)，該金額亦計入上文個別披露之相關總金額。

* 計入行政開支。

10. 董事及五名最高薪酬人士之酬金

(a) 董事酬金

董事於截至二零一二年及二零一一年十二月三十一日止年度之酬金載列如下：

二零一二年

董事姓名	袍金 人民幣千元	薪金及 其他津貼 人民幣千元	總計 人民幣千元
執行董事：			
洪偉弼	—	1,956	1,956
張瑞展(行政總裁)	—	1,800	1,800
吳冠宏	—	3,257	3,257
洪瑛蓮	—	1,491	1,491
陸元成	—	2,408*	2,408
Douglas Charles Stuart Fresco	—	49	49
Edward B. Matthew (Matthew先生)	—	49	49
非執行董事：			
羅小平	—	60	60
許明全	—	60	60
張安黎	—	—	—
獨立非執行董事：			
杜海波	84	—	84
周太明	84	—	84
汪啟茂	84	—	84
張天誌	—	—	—
	252	11,130	11,382

* 包括在結餘內之金額人民幣2,000,000元乃董事陸元成先生離職補償。

10. 董事及五名最高薪酬人士之酬金(續)

(a) 董事酬金(續)

二零一一年

董事姓名	袍金 人民幣千元	薪金及 其他津貼 人民幣千元	總計 人民幣千元
執行董事：			
洪偉弼(行政總裁)	—	1,956	1,956
吳冠宏	—	1,042	1,042
洪瑛蓮	—	922	922
陸元成	—	446	446
Douglas Charles Stuart Fresco	—	50	50
Edward B. Matthew(Matthew先生)	—	50	50
非執行董事：			
羅小平	—	60	60
許明全	—	60	60
張安黎	—	—	—
獨立非執行董事：			
周太明	84	—	84
杜海波	84	—	84
張安黎	84	—	84
	252	4,586	4,838

於本年度，除向董事支付離任董事補償人民幣2,000,000元外，本集團並無向任何董事支付酌情花紅、獎勵金、僱主退休金計劃供款或離任董事補償(二零一一年：人民幣零元)。

截至二零一二年十二月三十一日止年度，概無董事放棄或同意放棄本集團支付之任何酬金(二零一一年：人民幣零元)。

財務報表附註

10. 董事及五名最高薪酬人士之酬金(續)

(b) 五名最高薪酬人士

本集團於截至二零一二年十二月三十一日止年度之五名最高薪酬人士包括五名(二零一一年：三名)董事，彼等之酬金於上文附註10(a)呈列之分析內反映。於上年度，向餘下兩名酬金少於人民幣1,000,000元之非董事最高薪酬僱員支付或應付之酬金載列如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
薪金及其他津貼	—	1,254

已付或應付高級管理層成員酬金在下列組別的人數如下：

	二零一二年 人數	二零一一年 人數
零至人民幣1,000,000元	2	3

11. 所得稅開支

(a) 於綜合全面收入報表中之所得稅開支金額指：

	二零一二年 人民幣千元	二零一一年 人民幣千元
即期稅項		
— 一年內撥備		
中國	13,361	22,988
台灣	708	2,140
— 過往年度撥備不足／(超額撥備)	2,926	(77)
	16,995	25,051
遞延稅項(附註30)		
— 源自暫時差額之產生及撥回淨額	(33,143)	(61)
— 稅率變動所致	131	261
	(16,017)	25,251

財務報表附註

11. 所得稅開支(續)

- (b) 由於本集團於截至二零一一年及二零一二年十二月三十一日止年度內並無於香港產生應課稅溢利，故並無計提香港利得稅撥備。海外附屬公司稅項乃同樣按相關司法權區適用之現有稅率計算。

年內適用之中國及台灣所得稅率分別為25%(二零一一年：25%)及17%(二零一一年：17%)。本公司一家主要中國附屬公司符合中國外資生產企業及高新科技企業之資格，自二零一一年一月一日起三年按適用之全國中國所得稅率15%(二零一一年：15%)繳稅。

- (c) 本年度所得稅開支與綜合全面收入報表內之除所得稅開支前(虧損)/溢利對賬如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
除所得稅開支前(虧損)/溢利	(373,877)	85,766
按25%(二零一一年：25%)適用稅率計算之稅項	(93,469)	21,441
毋須課稅收入之稅務影響	(692)	(215)
不可扣稅開支之稅務影響	43,379	—
動用以往未確認之稅項虧損	(1,035)	(551)
稅率變動影響	131	261
未確認稅項虧損	29,207	5,844
稅務優惠及稅務豁免之影響	(705)	(1,774)
於其他司法權區經營之附屬公司不同稅率之影響	4,241	322
過往年度撥備不足/(超額撥備)	2,926	(77)
所得稅開支	(16,017)	25,251

12. 本年度本公司擁有人應佔(虧損)/溢利

本年度本公司擁有人應佔(虧損)/溢利包括虧損人民幣36,185,000元(二零一一年：人民幣22,506,000元)，已於本公司財務報表處理。

13. 股息

董事會並不建議就截至二零一二年十二月三十一日止年度派付末期股息(二零一一年：人民幣零元)。截至二零一二年十二月三十一日止年度概無宣派中期股息(二零一一年：人民幣零元)。

財務報表附註

14. 每股(虧損)/盈利

每股基本(虧損)/盈利按本公司擁有人應佔年內(虧損)/溢利及年內已發行普通股的加權平均數為基準計算。

每股攤薄(虧損)/盈利按本公司擁有人應佔年內(虧損)/溢利為基準計算。計算中所用普通股加權平均數為於年內已發行之普通股數目，即用於計算每股基本(虧損)/盈利之數量，而普通股加權平均數乃假設於所有潛在攤薄普通股被視作行使或轉換為普通股時已無償發行。

每股基本及攤薄(虧損)/盈利按以下基準計算：

	二零一二年 人民幣千元	二零一一年 人民幣千元
(虧損)/盈利		
計算每股基本及攤薄(虧損)/盈利所用本公司擁有人 應佔年內(虧損)/溢利	(324,262)	28,127
	股份數目	
	二零一二年	二零一一年
股份		
計算每股基本(虧損)/盈利所用普通股加權平均數*	684,118,000	572,965,000
攤薄影響－普通股加權平均數：		
購股權#	—	6,091,000
可換股債券*	—	—
就所有潛在普通股影響作出調整之普通股加權平均數	684,118,000	579,056,000

由於行使本公司未行使購股權將引致每股虧損減少，故於計算截至二零一二年十二月三十一日止年度之每股攤薄虧損時，並無假設其獲轉換。

* 由於可換股債券乃強制轉換為本公司普通股，故於轉換可換股債券時將予發行之普通股列入年內每股基本(虧損)/盈利之計算。

財務報表附註

15. 其他全面收入，扣除稅項：

	二零一二年			二零一一年		
	除稅前	扣除		除稅前	扣除	
	金額	稅項開支	稅項金額	金額	稅項開支	稅項金額
	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
換算海外業務產生之匯兌差額	2,553	—	2,553	(4,214)	—	(4,214)

16. 物業、機器及設備

本集團

	附註	在建工程 人民幣千元	永久業權 土地及樓宇 人民幣千元	租賃 物業裝修 人民幣千元	廠房及機器 人民幣千元	汽車 人民幣千元	辦公室 設備、傢俬 及裝置	總計 人民幣千元
							人民幣千元	
於二零一二年一月一日之								
期初賬面淨值		19,576	83,980	35,129	48,980	12,856	18,579	219,100
添置		14,512	420	21,850	14,440	4,137	8,658	64,017
收購附屬公司	33	5,455	8,889	353	827	821	3,040	19,385
完成時轉撥		(19,506)	—	6,801	1,493	—	11,212	—
出售		—	—	(4,519)	(713)	(807)	(620)	(6,659)
年內折舊費用		—	(4,056)	(16,185)	(13,668)	(3,595)	(8,353)	(45,857)
匯兌調整		12	716	356	114	14	80	1,292
減值	19	—	—	(771)	—	(1,732)	(1,638)	(4,141)
於二零一二年十二月三十一日之								
期末賬面淨值		20,049	89,949	43,014	51,473	11,694	30,958	247,137

財務報表附註

16. 物業、機器及設備 (續)

本集團 (續)

附註	在建工程 人民幣千元	永久業權 土地及樓宇 人民幣千元	租賃 物業裝修 人民幣千元	廠房及機器 人民幣千元	汽車 人民幣千元	辦公室 設備、傢俬 及裝置 人民幣千元	總計 人民幣千元
於二零一一年一月一日之							
期初賬面淨值	1,240	88,939	28,713	50,330	9,003	22,951	201,176
添置	23,409	526	6,132	12,507	5,988	5,536	54,098
收購附屬公司	33	—	—	1,442	603	455	3,826
完成時轉撥	(4,986)	77	4,108	309	—	492	—
出售	—	—	(591)	(111)	(298)	(124)	(1,124)
年內折舊費用	—	(4,127)	(3,959)	(14,420)	(3,131)	(10,493)	(36,130)
匯兌調整	(87)	(1,435)	(716)	(238)	(32)	(238)	(2,746)

於二零一一年十二月三十一日之

期末賬面淨值	19,576	83,980	35,129	48,980	12,856	18,579	219,100
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	在建工程 人民幣千元	永久業權 土地及樓宇 人民幣千元	租賃 物業裝修 人民幣千元	廠房及機器 人民幣千元	汽車 人民幣千元	辦公室 設備、傢俬 及裝置 人民幣千元	總計 人民幣千元
於二零一二年十二月三十一日：							
成本	20,049	105,964	82,773	125,230	24,662	73,515	432,193
累計折舊及減值	—	(16,015)	(39,759)	(73,757)	(12,968)	(42,557)	(185,056)
賬面淨值	20,049	89,949	43,014	51,473	11,694	30,958	247,137

	在建工程 人民幣千元	永久業權 土地及樓宇 人民幣千元	租賃 物業裝修 人民幣千元	廠房及機器 人民幣千元	汽車 人民幣千元	辦公室 設備、傢俬 及裝置 人民幣千元	總計 人民幣千元
於二零一一年十二月三十一日：							
成本	19,576	95,917	59,399	110,318	21,398	51,261	357,869
累計折舊及減值	—	(11,937)	(24,270)	(61,338)	(8,542)	(32,682)	(138,769)
賬面淨值	19,576	83,980	35,129	48,980	12,856	18,579	219,100

財務報表附註

16. 物業、機器及設備 (續)

本公司

	租賃 物業裝修 人民幣千元	辦公室 設備、傢俬 及裝置 人民幣千元	總計 人民幣千元
於二零一一年一月一日之賬面淨值	19	52	71
添置	—	8	8
年度折舊費用	—	(31)	(31)
於二零一一年十二月三十一日之賬面淨值	19	29	48
年度折舊費用	(8)	(1)	(9)
於二零一二年十二月三十一日之賬面淨值	11	28	39
於二零一二年十二月三十一日：			
成本	45	153	198
累計折舊	(34)	(125)	(159)
賬面淨值	11	28	39
於二零一一年十二月三十一日：			
成本	45	153	198
累計折舊	(26)	(124)	(150)
賬面淨值	19	29	48

本集團之永久業權土地及樓宇均位於香港以外地區。本集團之若干永久業權土地及樓宇已就取得本集團銀行借款作出抵押，有關詳情刊載於附註26。

財務報表附註

17. 租賃土地及土地使用權

本集團

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
賬面淨值：			
於年初		17,688	18,182
添置		9,146	—
收購附屬公司	33	17,023	—
年度折舊費用		(804)	(494)
於年終		43,053	17,688
成本		46,716	20,547
累計攤銷		(3,663)	(2,859)
賬面淨值		43,053	17,688

本集團於香港境外持有之租賃土地及土地使用權權益以中期租賃持有。

本集團租賃土地及土地使用權已就取得本集團銀行借款作出抵押，有關詳情刊載於附註26。

18. 投資物業

本集團

	附註	二零一二年 人民幣千元	二零一一年 人民幣千元
公平價值			
於年初		46,764	46,105
公平價值變動	7	377	659
於年終		47,141	46,764

財務報表附註

18. 投資物業(續)

本集團(續)

於二零一二年十二月三十一日，Shanghai Wan Long Real Estate Appraisal Co., Ltd.按下列基準重估投資物業之價值人民幣47,141,000元(二零一一年：人民幣46,764,000元)，該事務所為獲中國相關估值機構認可之獨立合資格專業估值師事務所，對所估物業的位置及類別有近期估值經驗。本集團所有投資物業均位於香港境外，其中投資物業人民幣20,975,000元(二零一一年：人民幣20,886,000元)及人民幣26,166,000元(二零一一年：25,878,000元)分別以長期及中期年期持有。

估值乃經參考下列事項達致：(i)類似物業之市場交易價格實況；(ii)根據現有租約所持物業目前之租金及租賃之復歸收入潛力；及(iii)土地價值連同工業樓宇的重置成本。

本集團自其投資物業賺取物業租金收入，該等投資物業全部根據經營租賃出租，詳情載於附註7及37。

若干投資物業已就取得本集團銀行借款作出抵押，有關詳情刊載於附註26。

19. 商譽

本集團

	附註	人民幣千元
賬面值：		
於二零一一年一月一日		184,883
收購附屬公司	33	101,316
減值		(155)
匯兌調整		(52)
於二零一一年十二月三十一日及二零一二年一月一日		285,992
收購附屬公司	33	180,899
減值		(164,673)
匯兌調整		26
於二零一二年十二月三十一日		302,244

財務報表附註

19. 商譽(續)

於業務合併時收購之商譽，於收購時分配至預期將從該業務合併中受惠之現金產生單位(「現金產生單位」)。商譽之賬面值分配如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
提供汽車維修、養護及修飾服務：		
長春市廣達汽車貿易有限公司	142,804	—
北京愛義行汽車服務有限公司	43,919	43,919
艾普汽車股份有限公司	27,878	—
深圳永隆行汽車服務有限責任公司	7,165	16,378
山東行者汽車用品服務有限公司	10,217	—
新焦點麗車坊股份有限公司	8,008	8,008
其他	—	102
累計匯兌調整	(26)	(52)
	239,965	68,355
汽車配件貿易：		
遼寧新天成實業有限公司	—	45,260
浙江歐特隆實業有限公司	—	71,061
湖北歐特隆汽車用品超市有限公司	43,624	64,603
上海追得貿易發展有限公司	18,655	36,713
	62,279	217,637
總計	302,244	285,992

若干現金產生單位之各自可收回金額乃本公司董事經參照獨立專業合資格估值師永利行評值顧問有限公司及中華無形資產鑑價股份有限公司發出的獨立估值報告後，按使用價值計算方式釐定。計算所有可收回金額乃採用基於管理層批准之預測年期財政預算作出之現金流量預測。預測涵蓋三至五年年期以後之現金流量則按0-3%(二零一一年：3%)之估計比率預測。增長比率並無超越現金產生單位所營運業務之長期平均增長率。

財務報表附註

19. 商譽(續)

使用價值計算方式所採用主要假設如下：

	二零一二年 %	二零一一年 %
毛利率	15-58	22-53
於預測年期內之增長率	0-32	14-50
貼現率	12-19	16-20

管理層根據過往業績及其對市場發展之預測釐定預算毛利率。所使用加權平均增長率乃與各行業一般採納之預測貫徹一致。所採用貼現率並未計入稅項，反映相關分部之特定風險。

本集團原先預期，於收購日期若干現金產生單位之收入及盈利能力出現大幅增長。然而，於本年度，該等現金產生單位之收入及盈利能力(特別是若干領域)之增長率較預期為低。本公司董事認為，根據使用價值計算結果，以上若干現金產生單位有關之商譽、其他無形資產以及物業、廠房及設備分別作出減值人民幣164,673,000元(二零一一年：人民幣155,000元)、人民幣123,288,000元(二零一一年：人民幣零元)(附註20)、人民幣4,141,000元(二零一一年：人民幣零元)(附註16)，以將其於各報告期間結算日之賬面值按可收回金額列賬。

財務報表附註

20. 其他無形資產

本集團

	附註	商標 人民幣千元	商號 人民幣千元	技術知識 人民幣千元	總計 人民幣千元
賬面淨值：					
於二零一一年一月一日		243,185	13,067	—	256,252
年內攤銷費用		(782)	—	—	(782)
匯兌調整		(627)	—	—	(627)
收購附屬公司	33	50,972	30,460	—	81,432
於二零一一年十二月三十一日及 二零一二年一月一日		292,748	43,527	—	336,275
添置		34	—	—	34
年內攤銷費用		(225)	—	—	(225)
年內減值	19	(123,288)	—	—	(123,288)
匯兌調整		296	—	—	296
收購附屬公司	33	43,194	—	4,924	48,118
於二零一二年十二月三十一日		212,759	43,527	4,924	261,210
於二零一二年十二月三十一日：					
成本		338,062	43,527	4,924	386,513
累計攤銷及減值		(125,303)	—	—	(125,303)
賬面淨值		212,759	43,527	4,924	261,210
於二零一一年十二月三十一日：					
成本		294,514	43,527	—	338,041
累計攤銷		(1,766)	—	—	(1,766)
賬面淨值		292,748	43,527	—	336,275

20. 其他無形資產(續)

於二零一二年十二月三十一日，上述無形資產包括(i)若干商標，(ii)具無限可使用年期商號及(iii)來自當中已確認商譽之相同現金產生單位之技術知識。現金產生單位之減值評估詳情載於附註19。

於報告期間結算日，賬面總值為人民幣211,939,000元(二零一一年：人民幣290,496,000元)的商標具無限使用年期，原因為其被視為可以最低成本重續。本集團管理層認為，本集團應會且有能力繼續重續商標。

於報告期間結算日，累計賬面值為人民幣43,527,000元(二零一一年：人民幣43,527,000元)的商號乃透過業務合併購入，並被本集團管理層視為具有無限使用年期，原因為商號帶來現金流入淨額的期間並無限制。

21. 於附屬公司的權益

本公司

	二零一二年 人民幣千元	二零一一年 人民幣千元
非上市股份，按成本	164,066	164,066
應收附屬公司款項	509,735	325,564
	673,801	489,630
減：應收附屬公司款項之減值虧損	(144,419)	—
	529,382	489,630

給予一家附屬公司之短期貸款為無抵押、免息且須於各報告期間結算日起一年內償還。應收附屬公司款項為無抵押、免息，且以近似權益貸款形式構成本公司於附屬公司之權益實質部分，應付附屬公司款項為無抵押、免息且須應要求償還。

於二零一二年十二月三十一日，就應收附屬公司款項之賬面值合共人民幣264,431,000元(扣除減值虧損前)確認應收附屬公司款項人民幣144,419,000元(二零一一年：人民幣零元)之累計減值虧損，理由是相關附屬公司於年內出現虧損。

財務報表附註

21. 於附屬公司的權益(續)

於二零一二年十二月三十一日，本公司之主要附屬公司詳情如下：

公司名稱	註冊成立／成立國家／ 地點及日期	中國成立的 實體的法律形式	註冊資本／股本	已發行及繳足股本	應佔 股權百分比	主要業務／ 經營地點
直接持有權益：						
Perfect Progress Investments Limited (「Perfect Progress」)	英屬處女群島 二零零二年四月八日	—	50,000美元 普通股	500美元	100%	投資控股 香港
New Focus Auto Tech International Limited (前稱Win Bridge International Limited)	英屬處女群島 二零零七年四月二日	—	1美元 註冊資本	1美元	100%	投資控股 香港
間接持有權益：						
上海紐福克斯汽車配件有限公司(「紐福克斯配件」)(附註(i))	中國 一九九四年三月一日	外商獨資企業	6,500,000美元 註冊資本	6,500,000美元	100%	生產及銷售汽車 配件 中國
紐福克斯光電科技(上海)有限公司(「紐福克斯光電」)(附註(i))	中國 二零零一年四月二十四日	外商獨資企業	16,300,000美元 註冊資本	16,300,000美元	100%	生產及銷售汽車 配件 中國
上海新焦點汽車維修服務有限公司(附註(i))	中國 二零零零年 十二月二十一日	有限公司	人民幣83,500,000元 註冊資本	人民幣83,500,000元	100%	汽車維修、養護及 修飾服務；銷售 汽車產品 中國
遼寧新天成實業有限公司	中國 二零零九年一月八日	有限公司	人民幣20,000,000元 註冊資本	人民幣20,000,000元	51%	汽車產品貿易 中國
Xinjiaodian (Chengdu) Auto Maintain Co. Ltd.	中國 二零零五年四月二十七日	有限公司	人民幣11,584,870元 註冊資本	人民幣11,584,870元	90.97%	汽車維修、養護及 修飾服務；銷售 汽車產品 中國
新焦點麗車坊股份有限公司 (「麗車坊」)	台灣 二零零六年九月十五日	—	新台幣202,574,000元 股本	新台幣202,574,000元	81.32%	汽車維修、養護及 修飾服務；銷售 汽車產品 台灣
Shandong New Focus Longsheng Auto Parts Co. Ltd.	中國 二零零六年四月二十六日	有限公司	4,012,700美元 註冊資本	4,012,700美元	58.99%	生產及銷售汽車 配件 中國

財務報表附註

21. 於附屬公司的權益(續)

公司名稱	註冊成立／成立國家／ 地點及日期	中國成立的 實體的法律形式	註冊資本／股本	已發行及繳足股本	應佔 股權百分比	主要業務／ 經營地點
北京愛義行汽車服務有限公司(「愛義行」)	中國 一九九七年九月	有限公司	人民幣38,500,000元 註冊資本	人民幣38,500,000元	60%	汽車維修、養護及 修飾服務；銷售 汽車產品 中國
深圳永隆行汽車服務有限 責任公司	中國 二零零二年六月	有限公司	人民幣13,000,000元 註冊資本	人民幣13,000,000元	100%	汽車維修、養護及 修飾服務；銷售 汽車產品 中國
浙江歐特隆實業有限公司	中國 二零零八年十二月	有限公司	人民幣28,000,000元 註冊資本	人民幣28,000,000元	51%	汽車產品貿易 中國
湖北歐特隆汽車用品超市 有限公司	中國 二零零九年七月二十八日	有限公司	人民幣19,800,000元 註冊資本	人民幣19,800,000元	51%	汽車產品貿易 中國
上海追得貿易發展有限公司	中國 二零零三年八月十一日	有限公司	人民幣12,000,000元 註冊資本	人民幣12,000,000元	51%	汽車產品貿易 中國
New Focus Auto Tech Inc.	美利堅合眾國(「美國」) 二零零九年 十一月二十四日	—	100,000美元 註冊資本	100,000美元	100%	投資控股 美國
艾普汽車股份有限公司	台灣 二零一二年六月八日	—	新台幣40,000,000元 股本	新台幣40,000,000元	97.5%	汽車維修、養護及 修飾服務；銷售 汽車產品 台灣
長春市廣達汽車貿易有限 公司	中國 二零零二年一月三十一日	有限公司	人民幣47,800,000元 註冊資本	人民幣47,800,000元	51%	汽車維修、養護及 修飾服務；銷售 汽車產品 中國

上表載列董事認為會影響年度業績或構成本集團大部分資產淨值的本公司附屬公司。董事認為提供其他附屬公司的詳情將會令資料過於冗長。

附註：

- (i) 附屬公司根據中國法律註冊為外商獨資企業。

財務報表附註

22. 證券買賣

本集團

結餘指於中國上市股本證券之投資，並根據於報告期間結算日的市場報價按公平價值列賬。

23. 存貨

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
原材料	23,162	32,339
在製品	28,000	29,571
製成品	29,104	18,228
商品貨物	213,568	230,331
	293,834	310,469

24. 應收貿易賬款、預付款項及其他應收款項

(a) 應收貿易賬款

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
應收貿易賬款	208,117	231,411
減：呆賬撥備	(14,917)	(1,038)
	193,200	230,373

24. 應收貿易賬款、預付款項及其他應收款項(續)

(a) 應收貿易賬款(續)

- (i) 本集團應收貿易賬款的平均信貸期為30天。
- (ii) 年內呆賬撥備(包括特定及集合虧損部分)的變動如下：

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
於年初	1,038	1,447
年內額外撥備(附註9)	13,879	5
壞賬撇銷	—	(414)
於年終	14,917	1,038

於二零一二年十二月三十一日，本集團之應收貿易賬款人民幣45,259,000元(二零一一年：人民幣24,478,000元)已個別釐定為部分減值。該等應收貿易賬款乃與面對財務困難或長期拖欠付款的客戶有關，而管理層評估預計只能收回部分應收賬款。因此，於二零一二年十二月三十一日，已作出呆賬累計撥備人民幣14,917,000元(二零一一年：人民幣1,038,000元)。本集團並無就該等結餘持有任何抵押品。

除上述者外，概無就銷售貨品及提供服務之估計不可收回金額作出撥備。

財務報表附註

24. 應收貿易賬款、預付款項及其他應收款項(續)

(a) 應收貿易賬款(續)

(iii) 應收貿易賬款於報告期間結算日按發票日期之賬齡分析如下：

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
即期至30天	49,702	136,317
31天至60天	56,517	45,222
61天至90天	30,488	25,394
超過90天	71,410	24,478
	208,117	231,411
減：呆賬撥備	(14,917)	(1,038)
	193,200	230,373

(iv) 並非個別或共同視為減值的應收貿易賬款賬齡分析如下：

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
未逾期亦無減值	69,745	168,675
逾期少於1個月	55,625	27,604
逾期1至2個月	37,488	10,654
	93,113	38,258
	162,858	206,933

24. 應收貿易賬款、預付款項及其他應收款項(續)

(a) 應收貿易賬款(續)

(iv) (續)

未逾期亦無減值的應收款項乃與近期無拖欠記錄的廣大客戶有關。

已逾期但無減值的應收款項乃與多名與本集團具有良好往績記錄的獨立客戶有關。根據過往經驗，由於信貸質素並無重大變動且結餘仍視作為可以悉數收回，故管理層相信毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

(b) 預付款項及其他應收款項

年內非流動預付款項乃就購置物業、機器及設備項目作出。年內非流動預付款項乃就購置物業、機器及設備項目作出。過往年度之非流動預付款項主要指(i)就一幅位於上海的土地之土地使用權預付的代價；及(ii)就購置物業、機器及設備項目作出的預付款項。

非流動預付款項人民幣1,000,000元(二零一一年：人民幣1,500,000元)指年內就建議收購位於中國成立的目標公司股權預付的代價。

於二零一二年十二月三十一日，分類為流動資產的本集團按金、預付款項及其他應收款項包括(i)應收附屬公司非控制擁有人及其親屬的款項約人民幣2,538,000元(二零一一年：人民幣1,260,000元)，為無抵押、免息且須應要求償還；及(ii)擬收購公司股權支付按金人民幣40,000,000元。根據日期為二零一二年三月三十日的收購協議，擬收購之全部代價為人民幣80,000,000元，惟完成受年內尚未達成的若干條件規限。根據日期為二零一二年十二月九日的擬收購撤銷協議，擬收購事項獲撤銷，按金人民幣40,000,000元須於二零一三年六月三十日及二零一三年十二月三十一日分兩期退還予本集團。

25. 應收／應付關連公司、附屬公司非控制擁有人及一名關連人士款項

(a) 應收關連公司款項

根據香港公司條例的披露規定須予披露的應收關連公司款項如下：

(i) 可士達有限公司(「可士達」)

權益由Matthew先生及其近親持有。與可士達之結餘詳情如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
於一月一日結餘	1,389	1,622
於十二月三十一日結餘	137	1,389
於年內結欠的最高款項	2,658	2,221

25. 應收／應付關連公司、附屬公司非控制擁有人及一名關連人士款項

(a) 應收關連公司款項(續)

(ii) CAE Direct Import Ltd. (「Custom Accessories Europe」)

權益由Matthew先生及其近親持有。Custom Accessories Europe之結餘詳情如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
於一月一日結餘	738	—
於十二月三十一日結餘	674	738
於年內結欠的最高款項	738	776

(iii) 遼寧新天成商業管理有限公司(「新天成商業管理」)

於報告期間結算日，權益由本集團附屬公司之非控制擁有人佟岩及李海鵬持有。與新天成商業管理之結餘詳情如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
於一月一日結餘	8,937	—
於十二月三十一日結餘	7,989	8,937
於年內結欠的最高款項	12,694	11,625

因貿易活動產生的應收可士達及Custom Accessories Europe款項賬齡由即期至30天不等。因貿易活動產生的應收新天成商業管理款項並無固定還款期。應收該等關連公司款項為無抵押及免息。

概無有關於二零一一年及二零一二年十二月三十一日之本金到期但未付款，亦無就此作出任何呆賬撥備。

(b) 應付附屬公司非控制擁有人款項

於二零一一年及二零一二年十二月三十一日，應付附屬公司非控制擁有人款項為無抵押、免息及須應要求償還。

(c) 應付一名關連人士款項

應付一名關連人士(一家附屬公司非控制擁有人之近親)款項為無抵押、免息及並無固定還款期。

財務報表附註

26. 已抵押銀行借款

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
銀行貸款	262,786	187,447
銀行透支	169	—
	262,955	187,447
須償還銀行借款如下：		
應要求或一年內	249,307	175,549
一年後但兩年內	1,629	1,210
兩年後但五年內	4,872	10,688
五年後	7,147	—
	262,955	187,447
列入流動負債的一年內到期金額	(249,307)	(175,549)
列入非流動負債的金額	13,648	11,898

於二零一一年及二零一二年十二月三十一日，銀行融資乃由以下各項作抵押：(i)賬面淨值合共為人民幣81,118,000元(二零一一年：人民幣83,980,000元)的本集團若干永久業權土地及樓宇；(ii)人民幣17,195,000元(二零一一年：人民幣17,688,000元)的本集團租賃土地及土地使用權；(iii)人民幣40,366,000元(二零一一年：人民幣17,800,000元)的本集團若干投資物業；(iv)本公司一名董事、一家附屬公司一名董事及彼等之配偶授出的個人擔保；(v)已抵押定期存款人民幣8,588,000元(二零一一年：人民幣3,587,000元)；及(vi)本公司及一家附屬公司的公司擔保。

大部分銀行貸款的浮動年利率介乎2.31厘至7.216厘(二零一一年：1.74厘至7.32厘)。銀行透支須應要求償還，並按中國人民銀行所頒佈適用於六個月貸款期的貸款利率計息。

財務報表附註

26. 已抵押銀行借款(續)

於二零一二年十二月三十一日，本集團有可動用未提取已承擔銀行融資人民幣217,628,000元(二零一一年：人民幣89,726,000元)，且已符合其一切先決條件。

	二零一二年 人民幣千元	二零一一年 人民幣千元
以下列貨幣計值之本集團銀行借款：		
人民幣	222,030	162,707
美元	3,143	6,301
新台幣	37,782	18,439
	262,955	187,447

本公司

本公司之銀行貸款以浮動利率按新加坡銀行同業拆息另加2厘(二零一一年：新加坡銀行同業拆息另加1.3厘)加實際利率年利率2.46厘(二零一一年：1.74厘)計息，並以美元(二零一一年：美元)計值。

27. 應付貿易賬款

本集團應付貿易賬款於報告期間結算日按發票日期之賬齡分析如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
即期至30天	109,282	139,033
31天至60天	40,104	29,855
61天至90天	37,524	11,715
超過90天	54,574	35,098
	241,484	215,701

本集團應付貿易賬款之平均信貸期為60天。

財務報表附註

28. 人民幣債券

本集團及本公司

	二零一二年 人民幣千元	二零一一年 人民幣千元
於年初	200,692	—
最初公平價值，扣除發行成本	—	196,970
隱含利息開支(附註8)	9,014	3,722
年內利息支付	(7,521)	—
減：列入流動負債之其他應付款項之應付利息	(2,813)	(2,813)
	199,372	197,879
劃分為流動負債之部分	(199,372)	—
非流動負債部分	—	197,879

於二零一一年八月十七日，本公司向國際機構投資者發行本金金額人民幣200,000,000元之債券。債券按票面年利率3.75厘計息，到期日為發行日期起計兩年，即二零一三年八月十七日。利息於債券每個半個週年日之期末支付。本公司可於發行日期至緊接到期日前一天隨時償還債券的任何部分本金額。

債券於發行日期之公平價值約為人民幣196,970,000元(經扣除發行成本)。債券之實際年利率釐定為4.59厘。

29. 可換股債券

本集團及本公司

於二零一一年十二月，本公司向國際機構投資者發行本金金額為38,201,001美元（相等於人民幣241,999,000元）的可贖回可換股債券（「可換股債券」）。扣除發行成本人民幣9,912,000元後，本集團可動用的可換股債券所得款項淨額為人民幣232,087,000元。可換股債券為免息及強制性於發行可換股債券日期後三個月開始至可換股債券到期日止期間的任何時間，按每股轉換股份2.781港元（可根據可換股債券的條款予以反攤薄調整）的初步轉換價轉換為本公司之普通股。

發行後，可換股債券以美元計值，美元與人民幣及港元有固定匯率。可換股債券將於發行日期起計滿四年當日（即二零一五年十二月）到期，而可換股債券可按持有人意願以每股股份2.781港元的初步轉換價轉換為本公司普通股（受限於若干反攤薄調整）。

根據可換股債券的認購協議，倘自二零一一年至二零一四年止期間，本公司每股基本盈利（「每股盈利」，不計及每年所有可換股債券的影響）按複合基準計算未能達到每年平均增長率百分之三十二的百分之九十五，本公司須於到期日向持有人以美元現金支付相等於可換股債券本金金額百分之六十四的金額。

在若干情況下（其中包括）自二零一一年起至二零一四年期間，經審核年度綜合財務報表所列每股基本盈利與每股悉數攤薄盈利之差額平均數超過10%（不計及根據認購協議發行可換股債券所產生差額之影響），可換股債券的投資者有權於發出四十五(45)日書面通知後，要求贖回尚未行使的可換股債券（尚未悉數轉換）並以美元現金支付該等餘下可換股債券本金金額連同相當於自可換股債券發行日期起至付款日期止期間本金額內部回報率20%之利息金額。

負債部分及權益部分之公平價值於發行可換股債券時釐定。發行時負債部分之公平價值（計入非流動負債）使用同等不可換股債券之市場利率計算。剩餘金額（即權益部分之價值）計入股東權益項內扣除遞延所得稅（倘適用）的可換股債券儲備。

29. 可換股債券(續)

本集團及本公司(續)

可換股債券已於綜合及公司財務狀況報表確認，並以下列方式計算：

	人民幣千元
於發行時可換股債券之面值，扣除發行成本	232,087
權益部分	(110,427)
初步確認之負債部分	121,660
隱含利息開支(附註8)	601
於二零一一年十二月三十一日及二零一二年一月一日之負債部分	122,261
隱含利息開支(附註8)	7,620
於二零一二年十二月三十一日之負債部分	129,881

發行時，可換股債券負債部分之公平價值乃根據永利行評值顧問有限公司(一間獨立合資格專業估值師事務所)出具的專業估值報告按每年6.09厘的不可換股借款現行市場利率折算之所有未來現金流量之現值計算。可換股債券的初步確認負債部分及權益部分經按比例扣除發行成本後分別合共人民幣121,660,000元及人民幣110,427,000元。

在就可換股債券的多項承諾中，本公司董事兼股東洪偉弼先生不可撤回及無條件地就可換股債券投資者(及其繼承人或承讓人)因洪偉弼先生一旦違反承諾契據所載聲明、保證及承諾而蒙受或產生之任何及所有損失、費用及申索，作出彌償及維護，使之不受損害。

財務報表附註

30. 遞延稅項

本集團

遞延稅項資產／(負債)變動如下：

遞延稅項資產：

	稅項虧損 人民幣千元	應計開支 人民幣千元	其他 人民幣千元	總計 人民幣千元
於二零一一年一月一日	—	65	32	97
計入損益(附註11)	—	129	—	129
匯兌調整	—	(4)	—	(4)
於二零一一年十二月三十一日及 二零一二年一月一日	—	190	32	222
計入損益(附註11)	2,590	—	—	2,590
匯兌調整	40	7	—	47
於二零一二年十二月三十一日	2,630	197	32	2,859

上述稅項虧損可供錄得虧損公司在十年期間作抵銷產生之未來應課稅溢利。遞延稅項資產一直確認上述項目，乃由於董事認為可能有應課稅溢利及上述項目可供使用。

根據中國稅法，稅項虧損可就日後應課稅收入結轉，為期五年。於二零一二年十二月三十一日，本集團的未確認結轉稅項虧損為人民幣177,144,000元(二零一一年：人民幣66,738,000元)。於二零一一年十二月三十一日，由於管理層認為該等稅項虧損的利益不可能於到期前變現，故本集團並無確認來自該稅項虧損的任何遞延稅項資產。

財務報表附註

30. 遞延稅項(續)

本集團(續)

遞延稅項負債：

	其他 無形資產 人民幣千元	投資物業 的公平價值 收益 人民幣千元	應計 補貼收入 人民幣千元	總計 人民幣千元
於二零一一年一月一日	(61,285)	(4,277)	(192)	(65,754)
來自收購附屬公司(附註33)	(20,354)	—	—	(20,354)
稅率變動影響(附註11)	(261)	—	—	(261)
自損益扣除(附註11)	(37)	(153)	—	(190)
匯兌調整	35	—	—	35
於二零一一年十二月三十一日及 二零一二年一月一日	(81,902)	(4,430)	(192)	(86,524)
來自收購附屬公司(附註33)	(11,679)	—	—	(11,679)
稅率變動影響(附註11)	(131)	—	—	(131)
自損益扣除(附註11)	30,629	(76)	—	30,553
匯兌調整	(11)	—	—	(11)
於二零一二年十二月三十一日	(63,094)	(4,506)	(192)	(67,792)

於中國成立的外資企業向外國投資者宣派的股息須繳納10%的中國預扣稅。該規定自二零零八年一月一日起生效及適用於二零零七年十二月三十一日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，或可應用較低預扣稅率。就本集團而言，適用稅率為10%。因此，本集團須就該等於中國成立的附屬公司就二零零八年一月一日起產生的盈利宣派的股息繳納預扣稅。

概無就本集團於中國成立的附屬公司未匯出盈利(須繳納預扣稅)而應付的預扣稅確認遞延稅項。董事認為，此等附屬公司不大可能於可見將來分派有關盈利。於二零一二年十二月三十一日，與投資於中國附屬公司有關而尚未確認遞延稅項負債的暫時差額總額合計約為人民幣12,825,000元(二零一一年：人民幣18,285,000元)。

財務報表附註

31. 股本

	二零一二年		二零一一年	
	股份數目 千股	金額 千港元	股份數目 千股	金額 千港元
法定： 每股面值0.1港元之普通股	2,000,000	200,000	2,000,000	200,000

	二零一二年			二零一一年		
	股份數目 千股	金額 千港元	金額 人民幣千元	股份數目 千股	金額 千港元	金額 人民幣千元
已發行及繳足：						
於年初	576,717	57,672	58,256	541,738	54,174	55,317
發行代價(附註33)	18,226	1,822	1,478	41,739	4,174	3,496
購回及註銷股份(附註(i))	(3,640)	(364)	(291)	(6,760)	(676)	(557)
於年終	591,303	59,130	59,443	576,717	57,672	58,256

附註：

- (i) 截至二零一二年十二月三十一日止年度，因董事根據一般授權行使本公司股東授出之權力，本公司按總代價（計及開支）人民幣5,503,000元（二零一一年：人民幣11,017,000元）於聯交所購回3,640,000股（二零一一年：6,760,000股）每股面值0.1港元之普通股。此等股份於有關年內購回後已註銷。

32. 儲備

(i) 本集團之儲備

(a) 股份溢價

結餘指就發行股份已收取代價高於已發行股份相關面值的差額。應用股份溢價賬須受開曼群島適用法例所監管。

(b) 法定儲備金

本集團於中國成立的外商獨資附屬公司須轉撥不少於除稅後溢利(按中國適用會計準則釐定)的10%至法定儲備金，直至該儲備金累積至各附屬公司註冊資本的50%為止。

法定儲備金僅可於各自董事會批准後，用作彌補任何累計虧損或增加資本。

(c) 重組儲備主要包括：

(i) 根據重組所收購附屬公司的股份面值與所換取Perfect Progress已發行股份的面值之間的差額人民幣8,263,000元；

(ii) 於二零零一年，紐福克斯光電的前投資者可士達注資的人民幣19,959,000元；

(iii) 作為重組其中一環及根據日期為二零零二年六月三日，並根據上海人民政府發出的批准證書(「批准證書」)於二零零二年六月二十日生效的股份轉讓協議，洪偉弼先生(持有Perfect Progress 60%股權的Sharp Concept Industrial Limited的唯一股東)以人民幣2,800,000元向紐福克斯配件的原有本地股東收購紐克福斯配件10%股權(「轉讓權益」)。根據日期為二零零二年十二月四日，並根據批准證書於二零零二年十二月十二日生效的股份轉讓協議，Perfect Progress向洪偉弼先生收購轉讓權益，代價為配發及發行40股每股面值1.00美元的Perfect Progress股份予Sharp Concept Industrial Limited。Perfect Progress股份面值與分佔根據重組收購時紐福克斯配件公平價值的轉讓權益之間的差額人民幣6,312,000元列賬為本集團的重組儲備；

32. 儲備(續)

(i) 本集團之儲備(續)

(c) 重組儲備主要包括：(續)

(iv) 二零零五年二月十三日，本公司配發及發行總計90股股份以換取Perfect Progress的100%股份權益。本公司已發行股份面值與分佔根據重組Perfect Progress公平價值的轉讓權益之間的差額人民幣4,000元列賬為本集團之重組儲備；及

(v) 二零零五年二月十三日，本公司董事獲授權動用29,999,990港元資金以按面值全數繳付所配發299,999,900股股份的股款。

(d) 企業擴充基金

根據中國公司法及附屬公司章程細則，附屬公司須將其年度法定淨利潤(經抵銷上年度虧損)的5%轉撥至企業擴充基金。

(e) 其他儲備(包括購股權儲備及物業重估儲備)。於過往年度，結餘亦包括將透過發行固定數量的本公司股份償還的應付代價。

購股權儲備指實際或估計授予本公司僱員及其他人士的未行使購股權的公平價值，並根據附註4(r)所載的會計政策確認。

物業重估儲備指重估物業(投資物業除外)產生之收益／虧損。此項儲備之結餘全數不得分派。

(f) 匯兌儲備

匯兌儲備包括換算海外業務財務報表產生的所有匯兌差額。該儲備已根據附註4(p)所載會計政策處理。

(g) 可換股債券儲備

結餘指由本公司發行且已根據附註4(k)(iii)所載可換股債券採用之會計政策確認之尚未行使可換股債券權益部分。

財務報表附註

32. 儲備(續)

(ii) 本公司之儲備

			可換			
	附註	股份溢價	繳入盈餘	股債券儲備	其他	累計虧損
		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
於二零一一年一月一日		223,155	84,242	—	50,707	(46,758)
於二零一一年十二月三十一日及 二零一二年一月一日		286,471	84,242	110,427	1,714	(69,821)
年度虧損及全面收入總額		—	—	—	—	(22,506)
確認股本結算股份付款	38	—	—	—	250	—
發行可換股債券	29	—	—	110,427	—	—
發行代價	33	73,776	—	—	(49,800)	—
購回及註銷股份	31(i)	(10,460)	—	—	557	(557)
於二零一二年十二月三十一日		296,192	84,242	110,427	2,155	(250,716)

33. 業務合併

於二零一二年一月，本集團收購兩間於中國成立且位於山東之附屬公司（統稱「Shandong AYH」）100%股本權益，總代價為約人民幣2,335,000元，並悉數以現金支付。Shandong AYH主要從事汽車維修、維護及修飾服務以及銷售汽車產品。

於二零一二年十月，本集團收購於中國成立之長春市廣達汽車貿易有限公司（「長春廣達」）51%股本權益，總估計名義代價為約198,900,000元（可予調整），其中人民幣179,010,000元須以現金支付，人民幣19,890,000元則透過發行代價股份支付。長春廣達主要於中國吉林省長春市從事提供全面汽車售後服務及買賣汽車相關產品。進一步詳情請參考本公司日期為二零一二年九月二十四日之通函。

於二零一二年十一月，本集團收購於台灣成立之艾普汽車股份有限公司（「艾普汽車」）97.5%股本權益，總估計名義代價為新台幣210,000,000元（相當於約人民幣45,444,000元）（可予調整），其中。新台幣178,500,000元（相當於約人民幣38,627,000元）以現金支付，新台幣31,500,000元（相當於約人民幣6,817,000元）則透過發行本公司代價股份支付。艾普汽車於台灣主要從事專業洗車及汽車美容業務。

本集團選擇分別按長春廣達及艾普汽車可識別資產公平價值之非控制權益比例股份計量長春廣達及艾普汽車之非控制權益。

財務報表附註

33. 業務合併(續)

於各收購日期被收購公司之可識別資產及負債公平價值詳情如下：

	附註	長春廣達		艾普汽車		Shandong AYH	
		賬面值 人民幣千元	公平價值 人民幣千元	賬面值 人民幣千元	公平價值 人民幣千元	賬面值 人民幣千元	公平價值 人民幣千元
物業、機器及設備	16	11,868	11,868	1,279	1,279	6,238	6,238
租賃土地及土地使用權	17	17,023	17,023	—	—	—	—
其他無形資產	20	—	43,194	—	4,924	—	—
存貨		13,841	13,841	5,375	5,635	5,498	5,498
可退回稅款		941	941	—	—	—	—
應收貿易賬款		5,532	5,532	1,500	1,500	8	8
預付款項及其他應收款項		5,893	5,893	1,270	1,270	2,596	2,596
現金及現金等值物		15,695	15,695	1,954	1,954	916	916
應付貿易賬款		(10,822)	(10,822)	(512)	(512)	(6,757)	(6,757)
應計費用及其他應付款項		(13,461)	(13,461)	(1,880)	(1,880)	(1,300)	(1,300)
應付稅項		—	—	(330)	(330)	—	—
應付非控制擁有人款項		—	—	—	—	(6,000)	(6,000)
應付本集團款項		—	—	—	—	(9,081)	(9,081)
公平價值調整後確認之 遞延稅項負債	30	—	(10,798)	—	(881)	—	—
減：非控制權益			78,906 (38,664)		12,959 (324)		(7,882) —
按公平價值計量之可識別 資產／(負債)淨值總額			40,242		12,635		(7,882)
收購之商譽	19		142,804		27,878		10,217
總代價			183,046		40,513		2,335
年內已付現金			86,190		15,581		835
上年度作出之預付款項			—		—		1,500
本公司已發行股份(附註(a))			16,411		—		—
以現金支付之應付代價 (附註(b))			80,445		19,101		—
以股份支付之應付代價 (附註(c))			—		5,831		—
總代價			183,046		40,513		2,335

財務報表附註

33. 業務合併(續)

附註：

- (a) 該等結餘指根據股權轉讓協議就收購長春廣達而透過發行約18,226,000股之固定數目本公司普通股以支付代價之公平價值，名義價值為人民幣19,890,000元。就收購長春廣達之代價股份公平價值人民幣16,411,000元乃參考於收購日期本公司股份之市場股價釐定，並計入本公司及本集團之權益。約18,226,000股代價股份已於年內配發及發行(附註31)。該等股份與現有已發行股份享有同等權益。
- (b) 該等結餘指將以現金支付之應付代價，其包括受達成長春廣達及艾普汽車各自目標盈利所限之或然代價及其他條件。該等金額包括於二零一二年十二月三十一日賬面值為人民幣74,789,000元之應付代價總額，有關金額的償還期限為報告期間結算日後一年以上，因此被分類為本集團於二零一二年十二月三十一日的非流動負債。
- (c) 該等結餘指將以股份支付之應付代價，其包括受達成艾普汽車各自目標盈利所限之或然代價。將予發行之股份數目於報告期末時尚未釐定，因此於本集團負債中確認。該等金額包括於二零一二年十二月三十一日賬面值為人民幣3,557,000元之應付代價總額，有關金額的償還期限為報告期間結算日後一年以上，因此被分類為本集團於二零一二年十二月三十一日的非流動負債。

董事認為該等收購對本集團整體汽車售後服務及零售業務帶來協同效應。董事認為收購Shandong AYH可延伸吉林地區之營運，亦加強本集團於山東省之領導地位，並預期收購長春廣達可加強本集團於中國汽車售後服務市場之領導地位及銷量。

董事認為收購艾普汽車可令本集團於未來取得於台灣高毛利的專業汽車精洗美容業務的專長。

於各自之收購日期，長春廣達、艾普汽車及Shandong AYH之應收貿易賬款公平價值分別為人民幣5,532,000元、人民幣1,500,000元及人民幣8,000元。長春廣達、艾普汽車及Shandong AYH之應收貿易賬款之合約總價值分別為人民幣5,532,000元、人民幣1,500,000元及人民幣8,000元，預期其中並無應收貿易賬款不可回收。

33. 業務合併(續)

自二零一二年收購以來，長春廣達、艾普汽車及Shandong AYH分別對本集團營業額貢獻人民幣23,942,000元、人民幣2,123,000元及人民幣42,612,000元，及分別為本集團之年內業績貢獻溢利人民幣5,448,000元、溢利人民幣1,101,000元及虧損人民幣3,356,000元。假設收購於本年度年初進行，本集團截至二零一二年十二月三十一日止年度之營業額及虧損應分別為人民幣1,465,631,000元及人民幣356,293,000元。

作為收購協議其中部分，長春廣達及艾普汽車之權益收購代價可予調整，金額相等於各自的初步代價與實際價格間的差額。

- (i) 就收購長春廣達而言，實際價格乃根據於收購日期後十二個曆月本集團應佔長春廣達之實際淨利潤，連同經調整實際市盈率8至15倍(視乎實際淨利潤水平及新分店數目)釐定。收購之最終代價上限為人民幣198,900,000元。於二零一二年十二月三十一日及批准該等財務報表日期，預期代價不會出現重大調整。
- (ii) 就收購艾普汽車而言，實際價格乃根據於收購日期後約十五個曆月本集團應佔艾普汽車之實際淨利潤減為數約人民幣2,104,000元(比率3.5倍)釐定。收購之最終代價上限為新台幣210,000,000元(相當於約人民幣45,444,000元)。於二零一二年十二月三十一日及批准該等財務報表日期，預期代價不會出現重大調整。

有關收購附屬公司之現金流量分析如下：

	長春廣達 人民幣千元	艾普汽車 人民幣千元	Shandong AYH 人民幣千元
本年度以現金償付之收購代價	86,190	15,581	835
收購附屬公司之現金及現金等值物	(15,695)	(1,954)	(916)
收購時之現金流出／(流入)淨額	70,495	13,627	(81)

33. 業務合併(續)

就稅務目的而言不可扣減之上述商譽包括所收購人力資源及合併所收購業務與本集團現有業務預期產生協同效益之價值。

收購長春廣達、艾普汽車及Shandong AYH之收購相關成本人民幣1,652,000元予以支銷並計入行政開支。

於二零一一年七月，本集團收購於中國上海成立之公司上海迫得貿易發展有限公司(「上海迫得」)51%股本權益，總名義代價約為人民幣64,260,000元，當中人民幣36,757,000元以現金支付，人民幣27,503,000元則由本公司發行代價股份方式結付。上海迫得於中國上海從事買賣汽車用品，主要包括玻璃窗膜及漆面保護膜(「保護膜」)。

於二零一一年九月，本集團收購於中國湖北省成立之公司湖北歐特隆汽車用品超市有限公司(「湖北歐特隆」)51%股本權益，總代價約為人民幣87,258,000元，以現金支付。湖北歐特隆於中國湖北省從事買賣汽車用品。

於上年度，本集團已選擇分別按非控制權益應佔上海迫得及湖北歐特隆可識別資產淨值公平價值之比例計量於上海迫得及湖北歐特隆之非控制權益。

財務報表附註

33. 業務合併(續)

於各收購日期被收購公司之可識別資產及負債公平價值詳情如下：

	附註	上海追得		湖北歐特隆	
		賬面值 人民幣千元	公平價值 人民幣千元	賬面值 人民幣千元	公平價值 人民幣千元
物業、機器及設備	16	2,255	2,255	1,571	1,571
其他無形資產	20	18	50,972	—	30,460
存貨		12,622	12,622	18,139	18,139
應收貿易賬款		2,825	2,825	13,358	13,358
其他應收款項		1,913	1,913	4,965	4,965
現金及現金等值物		7,177	7,177	4,618	4,618
應付貿易賬款		(1,044)	(1,044)	(9,553)	(9,553)
應計費用及其他應付款項		(9,881)	(9,881)	(4,087)	(4,087)
應付稅項		(117)	(117)	(484)	(484)
應付非控制擁有人款項		—	—	(4,750)	(4,750)
銀行借款		—	—	(2,200)	(2,200)
公平價值調整後確認之 遞延稅項負債	30	—	(12,739)	—	(7,615)
			53,983		44,422
減：非控制權益			(26,467)		(21,767)
按公平價值計量之可識別資 產淨值總額			27,516		22,655
收購之商譽	19		36,713		64,603
總代價			64,229		87,258
年內已付現金			31,506		8,726
本公司已發行股份(附註(a))			27,472		—
以現金支付之應付代價 (附註(b))			5,251		78,532
總代價			64,229		87,258

33. 業務合併(續)

附註：

- (a) 該等結餘指根據收購協議就收購上海追得而透過發行約13,789,000股之固定數目本公司普通股以支付代價之公平價值，名義價值為人民幣27,503,000元。就收購上海追得之代價股份公平價值人民幣27,472,000元乃參考於收購日期本公司股份之市場股價釐定，並計入本公司及本集團之權益。約13,789,000股代價股份已於上一年度配發及發行。該等股份與現有已發行股份享有同等權益。
- (b) 該等結餘指將以現金支付之應付代價，其包括受達成上海追得及湖北歐特隆各自目標盈利所限之或然代價。該等金額包括於二零一一年十二月三十一日賬面值為人民幣7,002,000元之應付代價總額，有關金額的償還期限為報告期間結算日後一年以上，因此被分類為本集團於二零一一年十二月三十一日的非流動負債。

於分別收購上海追得及湖北歐特隆之股權前，本集團並無在上海從事保護膜貿易，亦無在湖北省從事汽車用品的批發業務。上海追得在中國從事保護膜貿易。湖北歐特隆一直在該等城市營運，具備完善網絡，聲譽良好。本集團一直計劃加強上述地區之業務及擴充大中華地區其他重要省份之業務營運。由於大中華地區不同城市的經濟發展水平、消費者行為及喜好有重大差異，透過收購早已在當地經營的上海追得及湖北歐特隆進軍該等省份，無論以時間及成本方面衡量，均為最具效率及有效的方法。

上海追得及湖北歐特隆之應收貿易賬款及其他應收款項之公平價值分別為人民幣4,738,000元及人民幣18,323,000元。應收貿易賬款及其他應收款項之合約總價值分別為人民幣4,738,000元及人民幣18,323,000元，預期其中並無應收貿易賬款或其他應收款項不可回收。

自二零一一年收購以來，上海追得及湖北歐特隆分別為本集團營業額貢獻人民幣34,217,000元及人民幣28,067,000元，及分別為本集團之上一年內業績貢獻溢利人民幣7,664,000元及人民幣4,596,000元。假設收購於上一年度年初進行，本集團截至二零一一年十二月三十一日止年度之營業額及溢利應分別為人民幣1,574,178,000元及人民幣63,102,000元。

33. 業務合併(續)

作為收購協議其中部分，上海追得及湖北歐特隆之權益收購代價可予調整，金額相等於各自的初步代價與實際價格間的產額。實際價格乃根據本集團於各收購協議日期後之十二個曆月應佔收購附屬公司的實際淨利潤而釐定，市盈率為9.0至9.5倍。倘各實際價格高於各初步代價，本集團不會向相關賣方支付差額。倘實際價格低於各初步代價，相關賣方應向本集團支付差額。於批准該等財務報表日期，預期初步代價不會出現重大調整。

有關收購附屬公司之現金流量分析如下：

	上海追得 人民幣千元	湖北歐特隆 人民幣千元
於上年度以現金償付之收購代價	31,506	8,726
收購附屬公司之現金及現金等值物	(7,177)	(4,618)
收購時之現金流出淨額	24,329	4,108

就稅務目的而言不可扣減之上述商譽包括所收購人力資源及合併所收購業務與本集團現有業務預期產生協同效益之價值。

收購相關成本人民幣480,000元予以支銷並計入行政開支。

財務報表附註

34. 現金及現金等值物以及已抵押定期存款

銀行存款按每日銀行存款利率計算之浮動利率計息。短期定期存款之存款期視乎本集團之即時現金需要而定，為期一日至三個月不等，並按有關之短期定期存款利率計息。銀行結餘及已抵押定期存款乃存放於信譽良好及近期並無違規記錄之金融機構。現金及現金等值物以及已抵押定期存款之賬面值與其公平價值相若。

本集團

	二零一二年 人民幣千元	二零一一年 人民幣千元
以下列貨幣列值之現金及現金等值物：		
人民幣	91,203	156,411
美元	12,804	150,205
港元	2,175	3,614
新台幣	27,544	16,576
其他	—	34
	133,726	326,840

	二零一二年 人民幣千元	二零一一年 人民幣千元
以下列貨幣列值之已抵押定期存款：		
人民幣	5,180	1,282
美元	1,889	1,260
新台幣	1,519	1,045
	8,588	3,587

本公司

於二零一一年及二零一二年十二月三十一日，本公司大部分現金及現金等值物以及已抵押定期存款以新台幣及美元列值。

35. 重大非現金交易

年內，建議收購附屬公司之預付款項人民幣1,500,000元已用作完成收購之部分收購代價。

年內，收購土地使用權以及物業、機器及設備之預付款項人民幣14,108,000元已用作完成收購之部分收購代價，而當中人民幣8,800,000元及人民幣5,308,000元已分別轉移至租賃土地及土地使用權及物業、機器及設備。

於上年度，本集團尚未支付合共人民幣83,783,000元的部分收購代價，並已計入本集團於二零一一年十二月三十一日之應計費用及其他應付款項以及應付代價，而人民幣27,472,000元的部分代價，則於上年度透過發行代價股份償付。

36. 承擔

於報告期間結算日未兌現且未於財務報表撥備資本承擔如下：

	本集團	
	二零一二年 人民幣千元	二零一一年 人民幣千元
資本承擔		
樓宇建築，已訂約但未撥備	41,545	41,900
購置物業、機器及設備的其他項目	3,093	3,155
	44,638	45,055
其他承擔		
收購附屬公司	2,000	4,500

財務報表附註

37. 經營租賃安排

本集團作為承租人

	本集團	
	二零一二年 人民幣千元	二零一一年 人民幣千元
年內確認為開支之經營租賃項下最低租賃付款	49,674	43,383

於報告期間結算日，本集團根據不可撤銷經營租賃有未償還最低承擔，其到期日如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
一年內	54,643	42,504
一年後但於五年內	140,605	104,170
五年後	71,738	34,687
	266,986	181,361

本集團作為出租人

於二零一一年及二零一二年十二月三十一日，本集團根據經營租賃出租其投資物業。

於報告期間結算日，本集團根據不可撤銷經營租賃應收之未來最低租賃付款總額如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
一年內	3,893	5,193
一年後但於五年內	7,774	9,263
五年後	4,972	6,065
	16,639	20,521

38. 股本結算股份付款交易

本公司就激勵及獎勵為本集團成功帶來貢獻之僱員及其他人士採納購股權計劃(「計劃」)。

於二零零五年二月二十八日，本公司向其僱員授出**23,780,000**份購股權。已授購股權之行使價相等於股份於授出之日之收市價。該等購股權有十個歸屬期，年期由二零零六年十二月三十一日至二零一四年十二月三十一日，以及截至二零一五年二月十二日止期間。購股權可於二零零六年一月一日起至二零一五年二月十二日期間行使，惟須達到本公司董事會決定的表現目標或條件。

本集團攤銷上述按有關歸屬期計算之購股權公平價值。因此，金額人民幣**150,000**元(二零一一年：人民幣**250,000**元)作為股本結算股份付款，於本年度損益扣除。

於二零一一年一月一日、二零一一年十二月三十一日及二零一二年十二月三十一日之購股權數目為**10,040,000**份。

於報告期間結算日及該等財務報表批准之日，本公司於計劃項下有**10,040,000**份(二零一一年：**10,040,000**份)購股權尚未行使，相當於本公司於二零一二年十二月三十一日之已發行股份**1.7%**(二零一一年：**1.7%**)。於報告期間結算日之尚未行使購股權總額中，**6,920,000**份(二零一一年：**6,240,000**份)可於報告期間結算日行使。在本公司現有資本結構下，餘下尚未行使之可行使及不可行使購股權獲悉數行使，將導致本公司發行**10,040,000**股(二零一一年：**10,040,000**股)額外普通股及產生額外股本人民幣**850,000**元(二零一一年：人民幣**850,000**元)以及股份溢價人民幣**7,142,000**元(二零一一年：人民幣**7,142,000**元)(扣除發行開支及自購股權儲備轉撥前)。

38. 股本結算股份付款交易(續)

於二零一一年及二零一二年十二月三十一日尚未行使購股權之到期日及行使價如下：

二零一二年

到期日	行使價 每股港元	購股權		
		授予董事 千份	授予僱員 千份	總計 千份
二零一五年二月十二日	0.94	10,040	—	10,040
加權平均行使價(港元)		0.94	—	0.94

二零一一年

到期日	行使價 每股港元	購股權		
		授予董事 千份	授予僱員 千份	總計 千份
二零一五年二月十二日	0.94	10,040	—	10,040
加權平均行使價(港元)		0.94	—	0.94

財務報表附註

39. 關連人士交易

本公司與其附屬公司(為本公司之關連人士)之間之交易已於綜合賬目時全數對銷，並無於此附註披露。除財務報表其他附註披露者外，本集團與其他關連人士間之交易詳情披露如下。

(a) 於本年度，本集團在日常業務中與關連公司(並非本集團成員公司)進行之重大交易如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
(i) 向可士達集團銷售貨品	5,153	6,390
(ii) 向Custom Accessories Europe銷售貨品	1,370	776
(iii) 向新天成商業管理銷售貨品	9,524	9,394

貨品乃按本集團之一般價單銷售並予以折扣，以反映所購買數量及與訂約方之關係。

- (b) 於二零一二年一月一日，浙江歐特隆實業有限公司(「浙江歐特隆」)為本集團擁有51%之附屬公司。於二零一二年三月三十日，本集團訂立股權轉讓協議，向非控制擁有人收購浙江歐特隆之12%股權，現金代價為人民幣37,247,000元。本集團支付人民幣14,898,800元作為收購之首期付款。於二零一二年十二月七日，本集團與非控制擁有人訂立撤銷協議，撤銷股權轉讓而與非控制擁有人據此悉數退還人民幣14,898,800元予本集團。浙江歐特隆於二零一二年十二月三十一日維持本集團擁有51%之附屬公司。
- (c) 於二零一二年六月二十八日，本集團向深圳永隆行汽車服務有限公司(「深圳永隆行」)之非控制擁有人額外收購該附屬公司49%股本權益，現金代價約為人民幣37,240,000元。深圳永隆行其後成為本集團之全資附屬公司。
- (d) 於上年度，本集團以現金代價約人民幣22,634,000元，向該附屬公司非控制擁有人(其亦為愛義行高級管理人員)收購愛義行額外9%股本權益，其後，愛義行成為本集團擁有60%之附屬公司。
- (e) 本年度主要管理層成員僅包括執行董事及非執行董事，彼等之薪酬載於附註10(a)。

財務報表附註

40. 資本風險管理

本集團的資本管理目標為保障本集團按持續經營基準繼續營運之能力，以為股東帶來回報，同時兼顧其他權益持有人的利益，並維持最佳的資本架構，以減低資金成本。

本集團的資本架構由(i)債務(包括分別於附註26、28及29披露的借款、人民幣債券及可換股債券)；(ii)附註34的現金及現金等值物以及已抵押定期存款；(iii)本公司擁有人應佔權益，包括於附註31披露的股本及於綜合權益變動表披露的儲備等構成。

本集團的風險管理人員每半年檢討一次資本架構。作為檢討其中一環，管理層會考慮各類資本的融資成本及相關風險。本集團根據經濟狀況變動及相關資產之風險特性管理資本架構及對其作出調整。為維持或調整資本架構，本集團可能調整對股東支付之股息金額或發行新股份以減低債務。

於報告期間結算日之資本負債比率如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
債務	592,208	507,587
現金及現金等值物以及已抵押定期存款	(142,314)	(330,427)
淨債務狀況	449,894	177,160
本公司擁有人應佔權益	284,356	617,653
淨債務對權益比率	158.2%	28.7%

41. 財務風險管理

本集團的金融工具在本集團日常業務中涉及的主要風險為信貸風險、流動資金風險、利率風險及外匯風險。

該等風險受下述本集團財務管理政策及慣例所限制。

(a) 信貸風險

本集團的信貸風險主要來自其應收貿易賬款及其他應收款項。管理層訂有信貸政策，持續監察該等信貸風險。

就應收貿易賬款及其他應收款項而言，本集團會對所有要求一定金額信貸的客戶及債務人進行個別信貸評估。該等評估注重客戶過往按期付款的記錄及現時的付款能力，並考慮有關客戶及債務人的特定資料，以及客戶業務營運所在地的經濟環境。本集團一般不向客戶收取抵押品。

投資一般僅指於認可證券交易所報價之具流通性證券。

本集團之信貸風險主要受個別客戶不同情況所影響。客戶所經營行業及國家的違約風險亦對信貸風險產生影響，惟影響較微。於報告期間結算日，由於應收貿易賬款總額之9%(二零一一年：21%)及24%(二零一一年：45%)分別為應收本集團生產及銷售汽車配件分部最大客戶及五大客戶之金額，故本集團在某程度上存在信貸風險集中。

有關本集團來自應收貿易賬款的信貸風險進一步量化披露載於附註24。

財務報表附註

41. 財務風險管理(續)

(b) 流動資金風險

本集團之政策為定期監控當前及預期流動資金需求，確保維持充裕現金儲備，以應付短期及較長期流動資金需求。

下表載列於報告期間結算日本集團金融負債的餘下合約到期日，此乃根據合約未貼現現金流量(包括以合約利率計算的利息金額，或倘為浮息，則按於報告期間結算日的利率計算)及本集團須償還款項之最早日期計算得出：

本集團

	賬面值 人民幣千元	合約 未貼現現金 流量總額 人民幣千元	一年內或 應要求償還 人民幣千元	超過一年 但少於兩年 人民幣千元	超過兩年 但少於五年 人民幣千元	超過五年 人民幣千元
二零一二年						
已抵押銀行借款	262,955	270,749	255,618	1,826	5,477	7,828
應付貿易賬款	241,484	241,484	241,484	-	-	-
其他應付款項	104,280	104,280	104,280	-	-	-
人民幣債券	199,372	207,500	207,500	-	-	-
可換股債券	129,881	154,879	-	-	154,879	-
應付一名關連人士款項	10,998	10,998	10,998	-	-	-
應付附屬公司非控制 擁有人款項	14,704	14,704	14,704	-	-	-
應付代價	78,346	95,652	-	95,652	-	-
總計	1,042,020	1,100,246	834,584	97,478	160,356	7,828

二零一一年						
已抵押銀行借款	187,447	191,777	179,645	1,233	10,899	-
應付貿易賬款	215,701	215,701	215,701	-	-	-
其他應付款項	174,992	174,992	174,992	-	-	-
人民幣債券	197,879	215,000	7,500	207,500	-	-
可換股債券	122,261	154,879	-	-	154,879	-
應付一名關連人士款項	1,000	1,000	1,000	-	-	-
應付附屬公司非控制 擁有人款項	10,957	10,957	10,957	-	-	-
應付代價	7,002	7,002	-	7,002	-	-
總計	917,239	971,308	589,795	215,735	165,778	-

財務報表附註

41. 財務風險管理(續)

(b) 流動資金風險(續)

本公司

	賬面值 人民幣千元	合約 未貼現現金 流量總額 人民幣千元	一年內或 應要求償還 人民幣千元	超過一年 但少於兩年 人民幣千元	超過兩年 但少於五年 人民幣千元
二零一二年					
已抵押銀行借款	3,143	3,172	3,172	—	—
其他應付款項及應付 附屬公司款項	8,107	8,107	8,107	—	—
人民幣債券	199,372	207,500	207,500	—	—
可換股債券	129,881	154,879	—	—	154,879
	340,503	373,658	218,779	—	154,879
發出財務擔保擔保 最高金額	—	—	87,922	—	—
二零一一年					
已抵押銀行借款	6,300	6,337	6,337	—	—
其他應付款項及應付 附屬公司款項	5,991	5,991	5,991	—	—
人民幣債券	197,879	215,000	7,500	207,500	—
可換股債券	122,261	154,879	—	—	154,879
	332,431	382,207	19,828	207,500	154,879
發出財務擔保擔保最高金額	—	—	12,602	—	—

41. 財務風險管理(續)

(c) 利率風險

本集團之公平價值利率風險主要分別來自於附註28及29披露之人民幣債券及可換股債券之負債部分。大部分銀行借款以浮息發行，令本集團承擔現金流量利率風險。

倘利率整體上調／下調100個基點，而所有其他變數維持不變，年內本集團虧損及於二零一二年十二月三十一日之累計虧損將增加／減少人民幣1,971,000元(二零一一年：溢利及保留溢利減少／增加人民幣1,026,000元)。本集團並無使用任何金融工具對沖利率之潛在波動。本集團借款之利率及還款期於附註26、28及29披露。

本公司之公平價值利率風險主要分別來自於附註28及29披露之人民幣債券及可換股債券之負債部分。銀行借款以浮息發行，令本公司承擔公現金流量率風險。

倘利率整體上調／下調100個基點，而所有其他變數維持不變，年內本公司虧損及於二零一二年十二月三十一日之累計虧損將增加／減少人民幣26,000元(二零一一年：人民幣63,000元)。本公司並無使用任何金融工具對沖利率之潛在波動。

本公司借款之利率及還款期於附註26、28及29披露。

(d) 外匯風險

本集團主要透過與其業務有關之功能貨幣以外之貨幣列值之買賣而承擔外匯風險。產生該風險之貨幣主要為美元。

本集團及本公司亦面對以美元列示現金及現金等值物產生之外匯風險。

下表詳述本集團及本公司於報告期間結算日承擔來自以與其有關之實體之功能貨幣以外貨幣所列值交易或已確認資產或負債之貨幣風險。

財務報表附註

41. 財務風險管理(續)

(d) 外匯風險(續)

本集團

	二零一二年 千美元	二零一一年 千美元
應收貿易賬款及其他應收款項	10,631	14,392
現金及現金等值物及已抵押定期存款	2,338	23,839
銀行借款	(500)	(974)
整體淨風險	12,469	37,257

本公司

	二零一二年 千美元	二零一一年 千美元
現金及現金等值物及已抵押定期存款	335	22,404
銀行借款	(500)	(974)
整體淨風險	(165)	21,430

財務報表附註

41. 財務風險管理(續)

(d) 外匯風險(續)

下表顯示因應於報告期間結算日本集團面對重大風險之匯率合理可能變動之本集團本年度虧損及累計虧損以及綜合權益其他部分之概約變動。敏感度分析包括本集團成員公司間之結餘，該等結餘以放款人或借款人功能貨幣以外之貨幣列值。下述正數顯示虧損減少或溢利及其他權益於人民幣兌相關貨幣貶值時增加。倘人民幣兌相關貨幣升值，則對溢利及其他權益造成同等之相反影響，而以下結餘將為負數。

	二零一二年			二零一一年		
	對年內			對年內溢利		
	虧損及			及保留溢利		
	匯率上升	累計虧損 之影響 人民幣千元	對權益其他 部分之影響 人民幣千元	匯率上升	之影響 人民幣千元	對權益其他 部分之影響 人民幣千元
本集團						
美元	5%	3,941	-	5%	11,738	-
	二零一二年			二零一一年		
	對年內			對年內溢利		
	虧損及			及保留溢利		
	匯率上升	累計虧損 之影響 人民幣千元	對權益其他 部分之影響 人民幣千元	匯率上升	之影響 人民幣千元	對權益其他 部分之影響 人民幣千元
本公司						
美元	5%	(52)	-	5%	7,057	-

41. 財務風險管理(續)

(d) 外匯風險(續)

敏感度分析乃按於報告期間結算日已出現匯率變動，並已應用於本集團各實體，而衍生及非衍生金融工具之外匯風險於結算日已存在，而所有其他變數，特別是利率維持不變之假設釐定。

所述變動指管理層對匯率於直至下個報告期間結算日止期間合理可能變動之評估。上表所呈列分析結果代表對年內本集團各實體之業績，及對就呈列而言按於報告期間結算日之適用匯率將個別功能貨幣兌換為人民幣計算得出之權益之綜合影響。分析按與二零一一年相同之基準進行。

(e) 公平價值

本集團及本公司所有金融工具之列賬金額與其於二零一一年及二零一二年十二月三十一日之公平價值並無重大分別。

(f) 估計公平價值

除於附註33及42詳述之應付或然代價外，下文概述估計附註22、26、28及29所載本集團金融工具之公平價值所用之主要方法及假設。

(i) 證券買賣

公平價值根據於報告期間結算日所報市價(扣除交易成本前)而釐定。

(ii) 計息銀行借款、人民幣債券及可換股債券負債部分

公平價值乃估計為按類似金融工具現有市場利率貼現之未來現金流量現值。

42. 按類別劃分之金融資產及金融負債概要

本集團於二零一一年及二零一二年十二月三十一日確認之金融資產及金融負債賬面值及公平價值可分類如下：

	二零一二年		二零一一年	
	賬面值 人民幣千元	公平價值 人民幣千元	賬面值 人民幣千元	公平價值 人民幣千元
金融資產				
按公平價值計量之證券買賣	243	243	243	243
按攤銷成本計量之貸款及應收款項(包括現金及現金等值物以及已抵押定期存款)	418,619	417,333	670,139	670,139
金融負債				
按公平價值計量之或然代價	105,377	105,377	83,783	83,783
按攤銷成本計量之金融負債	936,643	936,643	847,677	847,677

(a) 金融資產及金融負債之公平價值根據下列因素釐定：

- 一 附帶標準條款及條件並於活躍流通市場買賣之金融資產及負債之公平價值分別參考市場所報價格釐定。
- 一 根據一般公認之定價模式，按使用可觀察現時市場交易及交易商所報類似工具之價格之貼現現金流量分析，釐定其他金融資產及負債之公平價值並預測被購買方於附註33中進一步詳述之或然代價安排之財務表現及其他計量。董事認為於公平價值計量輸入資料中並無合理可能替代假設。

於二零一二年十二月三十一日，根據或然代價安排，當所有其他被收購方之預測純利減少15%，而所有其他變數維持不變，則於二零一二年十二月三十一日之應付或然代價公平價值減少約人民幣83,927,000元(二零一一年：人民幣22,728,000元)。於二零一一年及二零一二年十二月三十一日，收購方之預測純利增加將對應付或然代價公平價值無重大影響。15%浮動指董事對於報告期間結算日根據或然代價安排收購方之預測純利之合理可能替代假設。

42. 按類別劃分之金融資產及金融負債概要(續)

(b) 下表載列按公平價值列賬之金融工具按公平價值級別之分析：

第一級別：可識別資產或負債於活躍市場之報價(未經調整)；

第二級別：第一級別所包含以外之資產或負債之直接(即價格)或間接(即衍生自價格)可觀察輸入資料(報價除外)；及

第三級別：並非以可觀察市場數據為基準之資產或負債輸入資料(不可觀察輸入資料)。

	本集團 二零一二年			總計 人民幣千元
	第一級別 人民幣千元	第二級別 人民幣千元	第三級別 人民幣千元	
或然應付代價	—	—	105,377	105,377
證券買賣，已上市	243	—	—	243

	二零一一年			總計 人民幣千元
	第一級別 人民幣千元	第二級別 人民幣千元	第三級別 人民幣千元	
或然應付代價	—	—	83,783	83,783
證券買賣，已上市	243	—	—	243

或然應付代價於報告期間結算日計入應計費用及其他應付款項以及應付代價。

財務報表附註

42. 按類別劃分之金融資產及金融負債概要(續)

年內第三級別公平價值計量之變動如下：

	二零一二年 人民幣千元	二零一一年 人民幣千元
於一月一日	83,783	32,990
計入其他收入以及盈虧於損益確認之總收益	(3,281)	—
付款	(46,254)	—
確認或然代價後按攤薄成本轉移至負債	(34,248)	(32,990)
年內收購產生之或然應付代價	105,377	83,783
整體淨風險	105,377	83,783

於兩個年度內，並無於公平價值級別之第一級別、第二級別及第三級別間進行轉移。

43. 或然負債

於報告期間結算日，未於財務報表撥備之或然負債如下：

本公司

	二零一二年 人民幣千元	二零一一年 人民幣千元
就附屬公司獲授銀行融資向銀行提供擔保	87,922	12,602

於二零一一年及二零一二年十二月三十一日，由本公司向銀行提供擔保之附屬公司獲授銀行融資分別已動用約人民幣零元及人民幣44,544,000元。

44. 報告期間結算日後之重大事項

- (i) 於二零一三年二月十八日，本集團與麗車坊非控制權益持有人訂立購股協議，以收購麗車坊全部已發行股本額外約18.68%，總代價為新台幣42,029,326元（相當於約人民幣9,095,000元），以現金支付。完成後，本集團將持有麗車坊100%股權。進一步詳情請參閱本公司日期為二零一三年二月十八日之公佈。

- (ii) 於二零一三年二月十八日，本集團與湖北歐特隆（於報告期間結算日為本集團擁有51%權益之附屬公司）賣方簽署補充協議。據此，本集團與賣方同意餘下應付代價金額約人民幣27,621,000元以人民幣4,000,000元以現金支付，餘下約人民幣23,621,000元則透過本公司發行29,749,744股新股合併支付。於二零一三年三月一日，本公司已發行29,749,744股新股。進一步詳情請參閱本公司日期為二零一三年二月十八日之公佈。

財務摘要

本集團過去五個財政年度摘錄自經審核財務報表的已公佈業績及資產與負債摘要載列如下：

業績

	二零一二年 一月一日至 二零一二年 十二月三十一日 人民幣千元	二零一一年 一月一日至 二零一一年 十二月三十一日 人民幣千元	二零一零年 一月一日至 二零一零年 十二月三十一日 人民幣千元	二零零九年 一月一日至 二零零九年 十二月三十一日 人民幣千元	二零零八年 一月一日至 二零零八年 十二月三十一日 人民幣千元
營業額	1,397,885	1,493,140	1,076,842	642,349	707,426
除所得稅開支前(虧損)/溢利	(373,877)	85,766	61,821	24,637	17,791
所得稅開支	16,017	(25,251)	(14,183)	(7,496)	(4,996)
年度(虧損)/溢利	(357,860)	60,515	47,638	17,141	12,795
應佔：					
本公司擁有人	(324,262)	28,127	34,129	11,533	10,922
非控制權益	(33,598)	32,388	13,509	5,608	1,873
	(357,860)	60,515	47,638	17,141	12,795

資產與負債

	二零一二年 十二月三十一日 人民幣千元	二零一一年 十二月三十一日 人民幣千元	二零一零年 十二月三十一日 人民幣千元	二零零九年 十二月三十一日 人民幣千元	二零零八年 十二月三十一日 人民幣千元
資產總值	1,694,039	1,903,760	1,354,184	686,995	617,821
負債總額	(1,168,351)	(1,028,162)	(687,569)	(242,234)	(331,451)
資產淨值	525,688	875,598	666,615	444,761	286,370



New Focus Auto Tech Holdings Limited
新焦點汽車技術控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 360



ANNUAL REPORT **2012**

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CORPORATE INFORMATION

Directors

Executive Directors

Hung Wei-Pi, John (*Chairman*)
Raymond N. Chang (*Chief Executive Officer*)
Hung Ying-Lien (*Chief Financial Officer*)
Douglas Charles Stuart Fresco
Edward B. Matthew

Non-executive Directors

Hsu Ming Chyuan
Chang An-Li

Independent non-executive Directors

Du Hai-Bo
Zhou Tai-Ming
Uang Chii-Maw
Chih T. Cheung

Company Secretary

Liu Xiao Hua

Registered Office

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Wan Chai
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Auditor

BDO Limited
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111 Connaught Road Central
Hong Kong

Legal Advisers

O'Melveny & Myers
31st Floor, AIA Central
1 Connaught Road
Central
Hong Kong

Principal Share Registrar and Transfer Office

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

Branch Share Registrar and Transfer Office in Hong Kong

Computershare Hong Kong Investor Services
Limited
17M/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Stock Code

360

Website

<http://www.nfa360.com>



CHAIRMAN'S STATEMENT

On behalf of the Board, it is my honour to take this opportunity to express my sincere gratitude to all our shareholders, customers and parties who have long been supportive to the Group and to present the operating results of the Group for 2012 and its future prospect for 2013.

Market Review and Group Profile

In 2012, the economy of China experienced significant challenges under a complicated international economy. The growth of GDP decelerated to 7.8%, driving to a nearly 13-year low. In 2012, the growth rate of the automotive market in China slowed down to approximately 4% year-on-year. The growth of car count amounted to approximately 14% and a high growth rate was sustained in the automotive aftermarket in China.

The Group focused on the construction of automotive chain service network in the Greater China region (the Group's service business) as well as the production of innovative and environmentally friendly automotive lighting and automotive electronic power products (the Group's manufacturing business), with an aim to provide the automobile consumers with products and services of high performance-price ratio. The Group is a leader in the automotive aftermarket chain service network sector in the Greater China region, maintaining the largest market share in China's market. It is also the only enterprise in the industry which has completed its strategic layout in establishing self-operated retail chain stores in 13 provinces and cities across four key coastal economic zones in China.

Business Progress

Under a complicated and ever-changing economic environment, the Group tackled various difficulties and challenges while faced a difficult development trend. The overall revenue of the Group decreased 6% to approximately RMB1.40 billion as compared to 2011. It was notable that, contribution of revenue from service business of the Group soared from approximately 68% in 2011 to approximately 72% in 2012, amounted to approximately RMB1.17 billion. During the period under review, the Group has 80 consumer service retail centres and 18 B2B mega stores across the Greater China region.

Looking back on the year, the Group continued to move towards to its previous goal. Firstly, all brands under the Group were undergone consolidation to unity its brand image. The Group was also promptly to build brand awareness across car owners. During the period under review, brands consolidation was completed in eastern and southern China as well as Taiwan region. It will be begun gradually in northern and northeastern China. In addition to branding consolidation, new store format has been successfully tested.

CHAIRMAN'S STATEMENT

During the period under review, following progresses were achieved in the service business of the Group:

Customer Service Retail Business

1. Breakthrough among peers and operation model reform

- In June 2012, the Group successfully acquired the remaining 49% equity interest in Shenzhen Yonglonghang Auto Service Ltd. (深圳市永隆行汽車服務有限公司, "Shenzhen Yonglonghang"), whose in turn the entire controlling interest was owned by the Group.
- In October 2012, the Group successfully acquired 51% equity interest in Changchun Guangda Automobile Trading Co., Ltd. (長春市廣達汽車貿易有限公司, "Changchun Guangda"), pursuant to which a significant business synergies would be brought to the Group. The leading position and scale of the Group in automotive aftermarket in China would be thus enhanced.
- In November 2012, the Group successfully acquired 100% equity interest in IPO Automotive Co., Ltd. (台灣艾普汽車股份有限公司, "IPO Automotive") and obtained an expertise in high-end professional automobile detailing business as well as exclusive chemicals products patent, which will bring a significant growth in revenue and customers.
- As at 31 December 2012, layout and decoration of all B2C stores in Shanghai and four stores in Taiwan was completed. The number of customers visit in both Shanghai stores and Taiwan stores demonstrated a dramatic increase.

2. Diversifying into a new segment: the automobile detailing business

Following the acquisition of 100% equity interest in IPO Automotive by the Group, it was able to establish a new automobile detailing team and develop high-end SPA automobile service. The core value of IPO Automotive is the materials, craftsmanship, sales mode and service attitude in automobile detailing and its automobile detailing business would serve as a unique edge beyond the industry competition. With its provision of high quality and professional automobile detailing service in chain stores, the numbers of visit from the Group's customers has increased, thus its brand-loyalty of the service has been enhanced.

3. Introduction of strategic partner

In July 2012, the Group entered into a cooperation agreement with Rt-Mart Co., Ltd. ("Rt-Mart"). The alliance of two leading players could shorten brand-building ("新焦點") period in addition to securing its quality presence of operations. Both parties can share resources within members and bring a fruitful revenue and profit to the Group.

CHAIRMAN'S STATEMENT

B2B Mega Store system – wholesale service of the Group

During the period under review, the total number of B2B Mega Stores reached 18, of which 8, 3 and 7 stores were located in eastern, central and northeastern China, respectively, representing a growth of 20%.

In 2012, the Group further increased the proportion of products with rigid demand, such as tyres, motor oil and other additive chemicals, in its wholesale service business. The Group stays beyond the industry and leads transformation trend. Liaoning Xin Tian Cheng was undergone an extensive expansion, it established 3 new outlets in northeastern China, namely, Harbin, jinzhou and Panjin, and 1 new outlet in Beijing, representing a growth to 8 from 4 originally.

In addition, the Group optimized its customers by categorizing them into different hierarchy levels based on profits generated and intends to focus on serving top and profitable customers. Various service standards are also being differentiated by the category of customers. Similar optimization is also being done on suppliers and on products segments.

Manufacturing business of the Group

Although there was a slight loss incurred in the manufacturing business of the Group in the first half of 2012, the development of which was encouraging following a new management team joined in June. In addition, resources on product design and R&D was invested in manufacturing business of the Group. Currently, some of the products were introduced in both domestic and overseas OEM market and highly recommended by the automobile customers.

Furthermore, manufacturing business of the Group executed a cooperation agreement with a global leading tyres manufacturer recently. The Group became its authorized manufacturer and distribution partner in China.

Future Prospects

In 2013, the following operational strategies will be adopted in the service business of the Group:

1. service retail business – enhancing the density of existing service outlets and expanding into high-end detailing service

- In addition to the existing B2C Service Centers in Shanghai, Taiwan, Shenzhen, Beijing, and Jinan, the Group will increase the coverage density of the B2C Service Centers in major markets by self-expansion and strategic alliance. The number of B2C Service Centers are expected to increase by 30 in the existing market in 2013.

CHAIRMAN'S STATEMENT

- Continuous co-operation with Rt-Mart to develop more stores in other neighborhood cities. In addition, the Group intends to have discussion on strategic alliance with various international well-known brands with its self-operated retail chain stores and distributors network across various provinces.
- Fine-tune on interior design in store in southern, northern, northeastern China, vertical and horizontal operation lines, unify brand, management and system, in order to establish an integrated service chains.
- The Group will arrange internal training in different regions and apply best practices across regions.

2. B2B wholesales business – strengthened efforts and steady growth

- The Group will further explore new synergies from centralized procurement to minimize the unit purchase cost within the Company. On the other hand, bulk orders for similar products will be placed altogether so as to enhance the overall bargaining power to the suppliers.
- Further enhance and stabilize product structure so as to accommodate the risks of change in market and industry.

3. Manufacturing Business

In 2013, stable operational strategies will continue to be applied to the manufacturing business of the Group. With its strong product R&D capabilities and marketing network, the Group can establish a further co-operation with other well-known peers to capture the significant growth in sales, reinforce our regional sales channels and presence in China. The Group aims to capture more opportunities and platform to reach its customers.

In 2013, the Group will further promote win-win commercial development under broad version and structure in the future.

I would like to take this opportunity to express my sincere gratitude to all shareholders, board members, management team, all staff and partners as well as customers who care about the Group for their continuing support to the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

In 2012, the Group focused on the construction of automotive chain service network in the Greater China region, based on channel construction and branding promotion as well as B2C retails service, providing and satisfying the basic needs of numerous automotive users, taking the market-leading position in the industry.

Results Highlights

Revenue

For the year ended 31 December 2012, the Group recorded a consolidated turnover of approximately RMB1,397,885,000 (2011: RMB1,493,140,000), representing a decrease of approximately 6.4%.

The consolidated turnover of the Group's service business amounted to approximately RMB1,006,049,000 (2011: RMB1,012,076,000), representing a decrease of approximately 0.6%. The decrease was attributable to the on-going depressed global economy. Although layout design of the retail stores and innovative operation model achieved success and brought a significant improvement in operation result, the overall performance has still been impacted.

For the year ended 31 December 2012, the consolidated turnover of the Group's manufacturing business amounted to approximately RMB391,836,000 (2011: RMB481,064,000), representing a decrease of approximately 18.5%. The decrease in the consolidated turnover was due to the inappropriate management of former management team, which resulted in loss of orders. After the appointment of the new management team, the performance of manufacturing business was improving remarkably.

Gross profit and gross margin

The consolidated gross profit of the Group was approximately RMB394,170,000 in 2012 (2011: RMB406,471,000), down approximately 3%. Gross margin increased from approximately 27.2% in 2011 to approximately 28.2% in 2012.

The gross profit of the Group's service business was approximately RMB316,532,000 (2011: RMB304,133,000), representing an increase of approximately 4.1%, while its gross margin was approximately 31.5% (2011: 30.1%). The increase in gross margin was due to a thoroughly reconstructive strategy changing the composition of existing business. Moreover, styling services which enjoys high gross profit was included into the service section of the Group, it is expected to help to enhance the revenue rapidly and maintain the market share of the Group's service business in the future.

The gross profit of the Group's manufacturing business was approximately RMB77,638,000 (2011: RMB102,338,000), representing a decrease of approximately 24.1%, while its gross margin was approximately 19.8% (2011: 21.3%). The decrease in the gross margin of the Group's manufacturing business was due to the cancellation of the export tax rebate for certain products since May 2011 in Mainland China, the relatively higher fixed cost in manufacturing industry as well as decrease in turnover during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

Expenses

Sales and marketing expenses for the year were approximately RMB304,344,000 (2011: RMB226,468,000), representing a growth of approximately 34.4%. The increase was mainly attributable to the expense arising from implementation of integration and renewal of brand name, reformation on stores as well as change of store signboards.

The administrative expenses for the year were approximately RMB159,909,000 (2011: RMB93,009,000), representing an increase of approximately 71.9%. The administrative expenses for the year increased by approximately RMB66,900,000, of which approximately RMB12,820,000 was due to the consolidation of the financial statements of Shandong Xingzhe Auto Supplies Services Co., Ltd (山東行者汽車用品服務有限公司), Hubei Autoboom Auto Accessories Supermarket Co., Ltd (湖北歐特隆汽車用品超市有限公司) ("Hubei Autoboom"), Shanghai Astrace Trade Development Company Ltd (上海追得貿易發展有限公司) ("Shanghai Astrace"), Changchun Guangda Automobile Trading Co., Ltd (長春市廣達汽車貿易有限公司) ("Changchun Guangda") and IPO Automotive Corporation Limited (艾普汽車股份有限公司) ("IPO Automotive") into the Group, approximately RMB13,880,000 was bad debts recorded by Shanghai New Focus Auto Repair Services Co., Ltd (上海新焦點汽車維修服務有限公司), approximately RMB9,540,000 was increased remuneration including those paid to the new management team and approximately RMB10,160,000 was losses resulting from the closure of several service retail stores in Shanghai and Shenzhen.

Operating loss

The operating loss of the Group was approximately RMB345,739,000 (2011: operating profit of RMB105,396,000). The long term asset such as goodwill and intangible assets arising from mergers and acquisitions, the impairment of current assets such as inventories and receivables caused the Group to incur operating loss of RMB322,832,000. During the year, the sales and marketing expense and administrative expenses also increased significantly.

The Company incurred an impairment loss on goodwill in aggregate of approximately RMB164,673,000 for the year ended 31 December 2012, of which approximately RMB71,061,000 arose from the impairment loss on goodwill allocated to Zhejiang Autoboom Industrial Co., Ltd (浙江歐特隆實業有限公司) ("Zhejiang Autoboom"), approximately RMB45,260,000 from the impairment loss on goodwill allocated to Liaoning Xin Tian Cheng Industrial Co., Ltd (遼寧新天成實業有限公司) ("Liaoning XTC"), approximately RMB18,058,000 from the impairment loss on goodwill allocated to Shanghai Astrace, approximately RMB20,979,000 from the impairment loss on goodwill allocated to Hubei Autoboom, approximately RMB9,213,000 from the impairment loss on goodwill allocated to Shenzhen Yonglonghang Auto Service Ltd (深圳市永隆行汽車服務有限責任公司) ("Shenzhen Yonglonghang") and approximately RMB102,000 from the impairment loss on goodwill allocated to Xinjiaodian (Chengdu) Auto Maintain Co., Ltd (新焦點(成都)汽車服務有限公司).

MANAGEMENT DISCUSSION AND ANALYSIS

The Company incurred an impairment loss on other intangible assets in aggregate of approximately RMB123,288,000 for the year ended 31 December 2012, of which approximately RMB64,716,000 arose from the impairment loss on other intangible assets allocated to Zhejiang Autoboom, approximately RMB55,756,000 from the impairment loss on other intangible assets allocated to Liaoning XTC and approximately RMB2,816,000 from the impairment loss on other intangible assets allocated to other two subsidiaries of the Group which engage in automotive service retail business in Shanghai and Taiwan.

Zhejiang Autoboom and Liaoning XTC also incurred an impairment loss on property, plant and equipment of approximately RMB2,480,000 and approximately RMB1,661,000 respectively in 2012.

The Company expected that Zhejiang Autoboom would realize an annual growth rate of approximately 15% in its revenue in 2012. However, its revenue decreased by approximately 16% and its cost increased by approximately 18%. The Company expected that Liaoning XTC would realize an annual growth rate of approximately 15% in its revenue in 2012. However, its revenue decreased by approximately 6% and its cost increased by approximately 22%. The decrease in revenue was mainly attributable to the slowing economy of China. The substantial increase in the cost incurred by these two subsidiaries was mainly attributable to the increase in labor and rental cost. Zhejiang Autoboom and Liaoning XTC have both leased new spaces and recruited additional staff for its one and three stores opened in 2012 respectively. The increased minimum wage in Zhejiang and Liaoning, where the majority of the operations of Zhejiang Autoboom and Liaoning XTC respectively locate, which became effective in April and July 2011 respectively, further contributed to the increase in labor cost of Zhejiang Autoboom and Liaoning XTC.

The Company expected that Shanghai Astrace would realize an annual growth rate of approximately 50% in its revenue in 2012. However, its revenue increased by only approximately 5.5% and its cost increased by approximately 23%. The increase in the cost was mainly attributable to the increase in labor cost and travelling cost. Shanghai Astrace recruited more than 20 new employees in 2012 to meet the demand of its business expansion. In order to promote its business, Shanghai Astrace strengthened its marketing and promotion activities through various measures including attending exhibitions, which substantially increased its travelling costs.

MANAGEMENT DISCUSSION AND ANALYSIS

Shenzhen Yonglonghang realized an annual growth rate of approximately 28% in its revenue and its cost increased by approximately 75%. This substantial increase in cost was mainly attributable to the cost incurred in the closure of several service retail stores and increase in the labor cost. The minimum wage in Shenzhen increased by approximately 12% starting from 1st February 2012, which substantially increased the labor cost including social insurance fee that Shenzhen Yonglonghang need to pay for its employees.

Considering the performance of Zhejiang Autoboom and Liaoning XTC was not as good as the Company expected, the Company anticipates that Hubei Autoboom would possibly realize an annual growth rate of 5% in its revenue in 2013 which is lower than the 15% expected by the Company in acquiring the 51% equity interest in Hubei Autoboom. That is the primary reason why there was an impairment loss RMB20,979,000 on goodwill allocated to Hubei Autoboom.

The initial considerations for the acquisition of 51% equity interests in Zhejiang Autoboom, Liaoning XTC, Shanghai Astrace, Hubei Autoboom and Shenzhen Yonglonghang are all subject to adjustment based on their actual performances during the specified consideration adjustment period. As the actual performances of Zhejiang Autoboom, Liaoning XTC and Shanghai Astrace during the forgoing period have all reached the relevant performance targets, the initial considerations for the acquisition of 51% equity interest in these three subsidiaries have not been adjusted. The initial consideration for the acquisition of 51% equity interest in Hubei Autoboom was RMB87,258,450 and the actual consideration was determined to be RMB83,977,023. The actual consideration for the acquisition of 51% equity interest in Shenzhen Yonglonghang will be determined in April 2013.

Finance costs

Net finance costs amounted to approximately RMB28,138,000 (2011: RMB19,630,000), representing an increase of approximately 43.3%. It was mainly attributable to the increase in interest expense arising from bank loans for mergers and acquisitions of the Group. The Group issued convertible bonds of USD38,201,000 in December 2011. The interest expense during the year amounted to RMB7,620,000.

Taxation

Income tax expenses were approximately minus RMB16,017,000 (2011: RMB25,251,000). If effect of impairment of long-term asset recognized during the year on the income tax expense was not taken into account, income tax expenses from operation was RMB14,101,000 during the year.

Loss attributable to owners of the Company

Loss attributable to owners of the Company was approximately RMB324,262,000 (2011: profit of approximately RMB28,127,000). The loss attributable to owners of the Company arising from impairment of long term assets such as goodwill and intangible assets, and impairment of current assets such as inventory and account receivables resulting from mergers and acquisitions was RMB243,443,000. Loss per share was approximately RMB47.40 cents (2011: profit per share of RMB4.91 cents).

Financial Position and Liquidity

For the year ended 31 December 2012, the Group maintained a stable financial position and the liquidity of assets of the Group remained healthy. The Group recorded a net operating cash outflow of approximately RMB5,051,000 (2011: outflow RMB25,543,000).

The non-current assets were approximately RMB905,777,000 (31 December 2011: RMB921,649,000).

MANAGEMENT DISCUSSION AND ANALYSIS

The net current liabilities were approximately RMB90,422,000 as at 31 December 2012 (31 December 2011: net current assets of RMB379,513,000), with a current ratio of approximately 0.90 (31 December 2011: 1.63).

Gearing ratio calculated by dividing total liabilities by total assets was approximately 68.97% as at 31 December 2012 (31 December 2011: approximately 54.01%). As at 31 December 2012, the total bank borrowings of the Group were approximately RMB262,955,000 (31 December 2011: RMB187,447,000).

The Group maintains strong and sufficient operating cash flow, bank deposits and banking facilities to finance its daily operation, capital expenditure, merger and acquisition activities and future investment opportunities for further expansion to the domestic market of the Greater China region.

Financial Guarantees and Pledge of Assets

As at 31 December 2012, the net book values of investment properties, property, plant and equipment and leasehold land and land use rights pledged as security for the Group's bank borrowings amounted to approximately RMB138,679,000 (31 December 2011: RMB119,468,000).

Material Acquisitions and Disposals of Subsidiaries and Associated Companies Acquisition of 12% equity interest in Zhejiang Autoboom and revocation of acquisition

On 30 March 2012, the Company entered into an equity transfer agreement with the minority shareholders (the "Minority Shareholders") of Zhejiang Autoboom, pursuant to which the Company acquired 12% equity interest in Zhejiang Autoboom at a consideration of RMB37,247,000. As the Group was committed to expand its service retail chain in the Greater China thereafter, the Company entered into a revocation agreement with the Minority Shareholders on 7 December 2012 to revoke the acquisition with a view to focusing its fund on the establishment of retail service chain system. After the completion of such revocation agreement on 20 December 2012, the Company's indirect equity interest in Zhejiang Autoboom decreased from 63% to 51%.

Proposed Acquisition of 100% equity interest in Mighty International and revocation of acquisition

On 30 March 2012, the Company entered into a conditional equity transfer agreement with the shareholders (the "Transferor") of Mighty International Limited ("Mighty International"), pursuant to which the Company proposed to acquire 100% equity interest in Mighty International at a consideration of RMB80,000,000. As the Group was committed to expand its service retail chain in the Greater China thereafter and considered the uncertainties in the future development of the Chinese real estate market, the Company entered into a revocation agreement with the Transferor on 7 December 2012 to revoke the acquisition with a view to focusing its fund on the establishment of retail service chain system.

MANAGEMENT DISCUSSION AND ANALYSIS

Acquisition of 49% equity interest in Shenzhen Yonglonghang

On 28 June 2012, the Company entered into an equity transfer agreement with the minority shareholders of Shenzhen Yonglonghang, pursuant to which the Company successfully acquired 49% equity interest in Shenzhen Yonglonghang at a consideration of RMB37,240,000. After the completion of such acquisition on 29 June 2012, the Company indirectly held 100% equity interest in Shenzhen Yonglonghang.

Acquisition of 51% equity interest in Changchun Guangda

On 17 July 2012, the Company entered into an equity transfer agreement with the shareholders of Changchun Guangda, pursuant to which the Company successfully acquired 51% equity interest in Changchun Guangda at a consideration of RMB132,600,000 (subject to adjustment). After the completion of such acquisition on 25 October 2012, the Company indirectly held 51% equity interest in Changchun Guangda.

Acquisition of 100% equity interest in IPO Automotive

On 15 November 2012, Taiwan New Focus Car Services Co. Ltd, a wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Ai Feng Investment Company Limited, IPO Automotive, Magic Auto Detailer International Co., Ltd., Mr. Zeng Xin He and Ms. Yu Shu Mei, pursuant to which the Company decided to acquire 100% equity interest in IPO Automotive at a consideration of NTD210,000,000 (subject to adjustment). As at 31 December 2012, the transfer of 97.5% equity interest in IPO Automotive to the Group has been completed and the remaining 2.5% equity interest will be transferred to the Company on or about 7 June 2013.

Significant Investments

For the year ended 31 December 2012, the Group had no significant investments.

Exchange Risk

During the year, the settlement currency of the Group was mainly USD. In order to minimize foreign exchange risk, the Group fixed exchange rate with procurement contracts and adjusted the quotation policy, enabling the transfer of costs to both up and down streams, thus reducing the effects of fluctuations in exchange rate. Thus, the foreign exchange risk of the Group was minimized.

Contingent Liabilities

As at 31 December 2012, the Group had no significant contingent liabilities.

Employees and Remuneration Policy

As at 31 December 2012, the Group employed a total of 5,291 full-time employees (31 December 2011: 4,328), of which 921 were managerial staff (31 December 2011: 785). The remuneration package for the Group's employees includes wages, incentives (such as performance-based bonus) and allowances. The Group also provides social security insurance and benefits to its employees.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Despite the slowdown of the global economy, the decline of the China domestic automobile market, and the dramatic restructuring measures taken within the Group in 2012, the Group showed strength of resilience, with just a 6% decline in revenue to approximately RMB1.4 billion in 2012 from approximately RMB1.5 billion in 2011.

It was notable that the contribution of revenue from the domestic China consumer service chain and the B2B wholesale components of the Group soared, accounting for approximately 72% of the overall group business compared to approximately 68% in 2011. Revenue of the Group's manufacturing business accounted for less than approximately 28% of the Group's total revenue from approximately 32% in 2011.

Looking back on the year, the new management, joined in the early half of 2012, continued to implement constructive restructuring measures, which we believe would yield significant and sustainable shareholders values for the Group in the long run. Consolidation and synergies across domestic consumer service retail chain and B2B wholesale operations continued.

In the consumer service retail chain front, operations in the Eastern China region, Southern China region and Taiwan are now 100 percent owned and managed by the Group. All brands have been consolidated under the Group. The Group expects to further consolidate the branding of the remaining China Northern and China Northeastern stores by the end of 2013, thus completely unifying the Group's identity and allowing a consistent appeal to consumers throughout Greater China region.

In addition to branding consolidation, new store format has been successfully tested and has proven to yield significantly higher store traffic, member visit frequency, loyalty and financial benefits. Unlike the old store format where the majority of the store floor space was devoted to car accessory retailing, the new store format devotes significantly higher percentage of floor space towards regular and quick maintenances, wash and detailing, body repair and modification. The new store format has generated higher operating margins, freed-up cash from inventory, reduced upfront capital expenditure requirements and shortened the time required to achieve store break-even and cash pay-back period. The Group intends to continue to renovate its remaining stores in 2013 and will roll-out all future stores under the new service-oriented store format.

The Group provided services to over 6 million car owners and thousands of small and business owners in 2012. At the end of 2012, the Group has 80 consumer service retailing stores and 18 B2B wholesaling stores across the Greater China region. With a focus on top-tier markets in Greater China, the Group is now the largest in its category. The Group's unique vast distribution scale has attracted the attention of many leading global enterprises wishing to enter into the Greater China automotive after-sales market. The Group has clearly positioned itself as the leading partner-of-choice for those who are interested to tap into the fast growing automotive after-sales market in China.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's Consumer Service Retail Business

In 2012, the following progress was achieved in the consumer service retail business of the Group:

1. Successful transformation of consumer service retail outlets

The total number of consumer retail service centres increased by approximately 43% from 56 to 80 and continued to focus on tier-one cities in Eastern China, Southern China, Northeastern China, Northern China and Taiwan.

- In June 2012, the Group successfully acquired the remaining 49% equity interest in Shenzhen Yonglonghang, increasing the shareholding of the Group in Shenzhen Yonglonghang to 100%. This helped the Group to exercise full control and management of Shenzhen Yonglonghang.
- In October 2012, the Group successfully acquired 51% equity interest in Changchun Guangda. The acquisition of Changchun Guangda allowed the Group to enter the attractive Northeastern China market and is expected to generate significant business synergy with the Group's existing consumer service retail business. The position, coverage and scale of the Group in China significantly enhanced as a result of this acquisition.
- In November 2012, the Group successfully acquired 100% equity interest in IPO Automotive in Taiwan and gained expertise in the high-end professional automobile detailing business. The Group also acquired the exclusive rights to all its patented wash & detailing chemical solutions. With the inclusion of IPO Automotive business units, the Group intends to aggressively introduce high margin professional car detailing business to various service centers of the Group, thus significantly increasing the operating margin and customer visit frequency.
- As of 31 December 2012, all stores in Shanghai and four stores in Taiwan were successfully renovated. As a result, the number of customers for the Shanghai and Taiwan stores dramatically increased, proving the success of this exceptional transformation strategy and the duplication of our new store model to other regions.

2. Diversifying into a new segment: the automobile detailing business

In November 2012, the Group acquired 100% equity interest in IPO Automotive and the brand of IPO Automotive was introduced into the Group. IPO Automotive is a well-known professional detailing business in Taiwan with its own proprietary technology and chemical formulation. The Group agrees that the core value of IPO Automotive lies in the materials, craftsmanship, sales model, and service attitude of its professional and passionate staff. With support from IPO Automotive, these exclusive advantages will differentiate the Group from its competitors.

MANAGEMENT DISCUSSION AND ANALYSIS

One of the many obvious merits of car detailing business is that it serves all cars, regardless of brands, type, color and year of ownership. With common facility, equipment and chemicals, it greatly reduces the need of inventory piling while meeting the needs of all our customers. Furthermore, the spectrum of services can range from basic to high-end detailing without the need to re-tool.

With the provision of high quality and professional automobile detailing services, the number of returning visits and the loyalty of the Group's customers are expected to increase. A service project with a higher gross margin will also allow the Group to swiftly raise its profits and gain market share, especially in the high-end customer segment.

3. Channel strategic partnership

In July 2012, the Group entered into a strategic cooperation agreement with China RT-Mart Co. Ltd. ("RT-Mart"). RT-Mart currently has more than 200 outlets throughout China. In the first stage of this cooperation, the Group will establish service outlets in 14 stores in Eastern China, leveraging the huge in-flow of customers who drive to shop at the RT-Mart. At the end of 2012, two such outlets were successfully established. In the next stage, while the focus will continue to be in Eastern China such as Zhejiang and Jiangsu, it may also include other regions such as Beijing or Guangdong. The alliance of two leading players could shorten the period of brand building for the Group. Both parties intend to share their membership resources to promote this new service to RT-Mart's existing vast customer base.

The Group's B2B Wholesale Business

In December 2012, the Group decided to revoke the previous acquisition of additional 12% equity interest in Zhejiang Autoboom. Following the revocation of this acquisition, the Group still maintains 51% majority control of Zhejiang Autoboom. The Group decided to revoke this acquisition in order to conserve and focus all resources on expanding the consumer service retail chain in the Greater China region.

During the period under review, the total number of B2B mega stores reached 18, of which 8 stores were located in Eastern China, 3 in the Central China, and 7 in the Northeastern China. The expansion of stores represents a growth of approximately 20% over 2011. In 2012, the Group further increased its attention to products in high volume perishable product categories, such as tires, motor oil, and other additive chemicals. The Group intends to continue to diversify away from mere auto-accessory category and shift emphasis to high-volume perishable categories mentioned above.

We believe such transformation would allow our B2B wholesale stores to serve its customers better, thus increase customer satisfaction, purchase frequency and loyalty. In 2012, the Group saw its Liaoning Xin Tian Cheng Industrial Co., Ltd ("XTC") subsidiary underwent an extensive expansion. XTC established 4 new outlets in the Northeastern China region, namely, Harbin, Jinzhou and Panjin, and one new outlet in Beijing, representing a growth to 8 from 4 originally. It plans to establish 20 outlets in Northeastern China in three years so as to further enhance its leading position in the regional market.



MANAGEMENT DISCUSSION AND ANALYSIS

In addition, the Group optimized its customers by categorizing them into different hierarchy levels based on profits generated. The Group intends to focus on serving top and profitable customers and place less emphasis on small and unproductive customers. Service standard (such as delivery fee and delivery time) is also being differentiated by category of customers. Similar optimization is also being done on suppliers and on products.

Going forward, the Group will continue to stress on improving margins and lowering costs to achieve sustainable profit margins for the Group's B2B wholesale business.

The Group's Manufacturing Business

Although there was a slight loss incurred in the manufacturing business of the Group in the first half of 2012, its performance showed a significant improvement in the second half of the year following the joining of a new executive team in June. Although North America, the major manufacturing market, remained sluggish, we still managed to win several large orders from important customers. The Group continued to invest substantial resources in R&D and has centered its product innovation and design around the theme of "light, thin, smart and green." Currently, some of the products have been introduced in both domestic and overseas OEM markets and are very well received by customers.

During the period under review, the new management team realised an increase of the gross margins from approximately 19% (January to May) to approximately 24% (June to December) in 2012 through the optimization of suppliers, lowering of material costs, and improvement of logistics and operation of warehouses.

In addition, the Group's manufacturing business segment recently entered into a strategic partnership agreement with a leading global tire manufacturer. The Group became an authorized manufacturer and distribution partner for all related products. The Group's manufacturing business will be responsible for the production of automobile accessories products authorized by the global partner and the distribution of all related products, all which will be sold in over 100 self-operated retail chain stores and the Group's B2B wholesale divisions.

MANAGEMENT DISCUSSION AND ANALYSIS

Prospects

Despite unparalleled challenges caused by the economic downturn, China's automotive after-sales market remains strong. This allows the Group to lay a good foundation for its growth. In order to seize the opportunities, the following key strategies will be adopted in the Group's service business in 2013:

1. Consumer service retail business-enhancing the density of existing market service outlets and expanding the high-end detailing service

- By adding more consumers service retail centers in Shanghai, Taiwan, Shenzhen, Beijing, and Jinan, the Group will increase the coverage density in all its major markets. The number of service centers is expected to increase by nearly 30 in 2013.
- The Group will continue to add more stores through the Rt-Mart channel in Eastern China.
- The Group plans to negotiate strategic cooperation with various international and well-known brands.
- The Group plans to continue to improve its store performance by fine-tuning store layout based on dollar per sq. meter measurement concept. The Group also intends to continue to unify its brand and IT systems in order to establish integrated service chains.
- The Group will arrange internal training in different regions and apply best practices across regions. By sharing and learning from the expertise and skill sets in different areas, the Group is determined to make all the stores not only individually profitable, but also collectively great, achieving the highest industry standard by all key measurements.

2. B2B wholesales business

The Group will further explore new synergy derived from centralised procurement and will simplify procurement procedures increase procurement and logistics efficiency.

The Group will optimise its product mix to respond to rapid changes in the market. The wholesale business has already diversified into motor oil and other core perishable categories, and will also enter into distribution of wash and detailing solutions.

The Group will categorise its suppliers, customers and products. It will focus on major customers, outputs and profit-making products. Further categorization of customers will be made based on their contribution to the Group's profit, and those premium customers will be served with better services, more attractive prices and payment terms and market support policies.

MANAGEMENT DISCUSSION AND ANALYSIS

3. Manufacturing Business

In 2013, stable operational strategies will continue to be applied to the manufacturing business of the Group. With its strong product R&D capabilities and marketing network, the Group can establish further co-operation with other well-known brands to expand market shares.

- The Group will seek to consolidate existing customers and develop new businesses. It will rely on existing resources and businesses to attract new customers and expand market share with the enhancement of product quality, sales, and enhanced service quality.
- The Group will pursue research and development of new products. As the China automotive market trend is changing, the trend of demand of China consumers is also changing. Under the rapid development of the China automotive market, the Group will accurately capture the demand of consumers and produce attractive automotive accessories products. The Group plans to develop 70 new products in 2013.
- The Group will continue to strive to reduce operating costs which includes taking steps to reduce discretionary expenses and administration costs. We will aggressively re-negotiate with all suppliers to lower raw material costs, reduce staff and optimise supply chains.

2012 was a year of transformation for the Group. We believe that the drastic measures taken by the Group will help create bigger and more sustainable shareholders values in the long run. We are confident that with all these corrective measures, we will emerge as the true leader in this exciting and fast growing China automotive after-sales market.

Events After the Reporting Period

Acquisition of 18.68% equity interest in New Focus Richahaus

On 18 February 2013, the Company entered into a share purchase agreement with the minority shareholders of New Focus Richahaus Co., Ltd. ("New Focus Richahaus"), pursuant to which, the Company acquired 18.68% equity interest in New Focus Richahaus at a consideration of NTD42,029,326. After the completion of the acquisition on 19 March 2013, the Company's indirect equity interest in New Focus Richahaus increased to 100%.

Supplemental agreement to the equity transfer agreement in relation to the acquisition of 51% equity interest in Hubei Autoboom

On 23 September 2011, the Company and Chen Bing Yu (陳炳煜), Li Zhen Fei (李貞斐) and Li Zheng Guo (李正國) ("Hubei Autoboom Vendors") entered into the equity transfer agreement (the "Equity Transfer Agreement") in relation to the acquisition of 51% equity interest in Hubei Autoboom, and the acquisition completed on 23 September 2011. On 18 February 2013, the Company and Hubei Autoboom Vendors entered into a supplemental agreement to amend the terms of the Equity Transfer Agreement, including the payment method, pursuant to which the Company is obligated to pay Hubei Autoboom Vendors a sum of RMB27,621,178 of which RMB4,000,000 will be satisfied by way of cash and RMB23,621,178 will be satisfied by the issue of 29,749,744 new shares in the Company at the issue price of HK\$0.98.

PROFILES OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Hung Wei-Pi, John (Chairman)

Mr. Hung, aged 52, is one of the founders of the Group and the chairman of the Company. He is primarily responsible for the management of the board of Directors and formulation of the future development strategies and planning of the Group. Mr. Hung has been the chairman since February 2005.

He graduated from Chung Yuan Christian University (台灣中原大學) with a bachelor's degree in commerce in 1982. Prior to the establishment of Shanghai New Focus Auto Parts Co., Ltd. ("NFA Parts"), Mr. Hung was the founder and general manager of New Focus Line Limited. In March 1994, Mr. Hung established NFA Parts. He assumed the positions of both the director and general manager and actively participated in NFA Parts' daily operations. In 2001, Mr. Hung established Shanghai New Focus Auto Repair Services Co., Ltd. ("NFA Service"). Mr. Hung is the brother of Ms. Hung Ying-Lien.

Mr. Raymond N. Chang

Mr. Chang, aged 42, is an executive Director and the chief executive officer of the Company and is currently responsible for the operation and management of the Group. Mr. Chang has been an executive Director and the chief executive officer since February 2012.

He received his bachelor's degree in arts from New York University in 1992, and his master's degree in business administration from Yale University in 1996. Mr. Chang also matriculated from 1996–1997 in Public Administration Program of John F. Kennedy School of Government, Harvard University. He is an accomplished & seasoned executive with international experience in Greater China, USA and UK. He has co-founded companies, raised venture capital finance, consummated strategic partnerships, taken private companies to public floatation via IPO on the NASDAQ, and is experienced as a public company chief executive officer under the jurisdictions of NASDAQ & London Stock Exchanges. Fluent in three languages (English, Mandarin & Taiwanese), he has strong track records with proven capabilities in leading and formulating complex cross-border investments and transactions. In 1997, he cofounded GigaMedia Limited (NASDAQ: GIGM), and received US\$35 million investment from Microsoft in 1999. In February 2000, he successfully brought GigaMedia Limited to NASDAQ IPO and raised US\$270 million. Subsequently, in April 2000, he was voted by Fortune magazine as one of the twenty-five Next Generation Global Leaders under 40. In 2006, he co-founded Luckypai Limited, a leading TV shopping company in China, and grew it to US\$150 million sales in less than 5 years. Luckypai currently operates 3 TV shopping channels via joint-ventures with Shandong, Yunnan and ChongQing Provincial TV stations. In September 2010, he completed a sale of Luckypai Limited to Lotte Group & Itochu Corp. for US\$160 million.

PROFILES OF THE DIRECTORS AND SENIOR MANAGEMENT

Ms. Hung Ying-Lien

Ms. Hung, aged 47, is an executive Director, vice-president and chief financial controller of the Group and is currently responsible for financial budget and capital management of the Group. Ms. Hung Ying-Lien has been an executive Director since February 2005.

She graduated from Taiwan Fu Jen Catholic University (台灣輔仁大學) with a bachelor's degree in accountancy in 1988. She has extensive experience in the retail and wholesale service sector and in the finance field. Prior to joining the Group, Ms. Hung had worked in various positions in a hypermarket chain stores in Taiwan from 1991 to 2001, responsible for wholesale operations, human resource management, product management, inventory logistics and financial management. Ms. Hung joined the Group in July 2001. She is the sister of Mr. Hung Wei-Pi, John.

Mr. Douglas Charles Stuart Fresco

Mr. Fresco, aged 68, is an executive Director and one of the founders of the Group. Mr. Fresco has been an executive Director since February 2005.

He has extensive experience in the distribution of automotive products. He is one of the founders of Custom Accessories Asia Limited ("Custom Accessories"), a company established in Hong Kong in 1982 which is engaged in the wholesale and distribution of automotive accessories for the US and European aftermarkets. Since the establishment of NFA Parts in March 1994, Mr. Fresco has been responsible for the expansion of overseas market for the Group's products. He also acts as one of the Company's authorised representatives in Hong Kong.

Mr. Edward B. Matthew

Mr. Matthew, aged 57, is an executive Director and is responsible for exploration of overseas markets for the manufacturing business of the Group. Mr. Matthew was appointed as an executive Director in August 2010.

He has served for more than 25 years as a board member of Custom Accessories, a family held automotive accessories business in the US. Mr. Matthew is currently the executive director of Custom Accessories, and has actively participated in the business since it was founded in 1974. In addition, Mr. Matthew is a practicing anesthesiologist with North Shore University Health System, a large multi-hospital system in the Chicago area, US. He is an Assistant Professor of Anesthesiology at the University of Chicago Medical School, the former Chief of the Medical Staff at Highland Park Hospital in Highland Park Illinois, US, and a former board member at Highland Park Hospital and North Shore University Health System.

Mr. Matthew received a bachelor's degree in economics from the University of Michigan in Ann Arbor Michigan in 1978, and his medical degree from the University of Illinois in Chicago, Illinois in 1982. Mr. Matthew received his training in Anesthesiology at Northwestern University School of Medicine and he is certified by the American Board of Anesthesiology.

PROFILES OF THE DIRECTORS AND SENIOR MANAGEMENT

Non-executive Directors

Mr. Hsu Ming Chyuan

Mr. Hsu, aged 58, is a non-executive Director. He received a bachelor's degree in telecommunication engineering from the National Chao Tung University, Hsinchu, Taiwan and a master's degree in computer and electronics engineering from the North Carolina State University, US. He is the co-founder of Elitegroup Computer Systems, APAQ Technology and Luxo Corporation, and has more than 25 years of experience in IT industry. He is currently a general manager of Pac-Link, gaining over 10 years of experience in the investment sector. Mr. Hsu joined the Group in March 2010.

Mr. Chang An-li

Mr. Chang, aged 46, is a non-executive Director. He received a bachelor's degree in accounting and a MBA degree in finance from Drexel University in Philadelphia, USA in 1995 and 1997, respectively. He has more than 15 years of work experience related to management and investment. Mr. Chang is currently the managing director and the head of Greater China team of STIC Investment, Inc., the general partner of the STIC Secondary Fund II, L.P. and STIC Korea Integrated – Technologies Now Growth Engine Private Equity Fund, which is a leading private equity firm in Korea. Mr. Chang joined the Group in December 2011.

Independent Non-executive Directors

Mr. Du Hai-Bo

Mr. Du, aged 43, is an independent non-executive Director. He graduated from Zhengzhou University (鄭州大學) in 1989 and obtained an EMBA degree from China Europe International Business School (中歐國際工商管理學院) in 2005. He has 17 years of professional experience in accounting and auditing and is a senior auditor and senior accountant. He has obtained the professional qualifications as a certified accountant, registered tax expert and land valuer. Mr. Du was the vice-chairman of Lingbao County Auditors (靈寶縣審計師事務所) and Henan C.P.A. (河南審計事務所). He is the legal representative of Henan Zheng Yong C.P.A. Limited (河南正永會計師事務所有限公司) and an independent non-executive director of two listed companies in the PRC, namely Henan Taloph Pharmaceutical Stock Co., Ltd. listed on the Shanghai Stock Exchange and Henan Shuanghui Investment & Development Company Limited listed on the Shenzhen Stock Exchange. Mr. Du joined the Group in February 2005.

Mr. Zhou Tai-Ming

Mr. Zhou, aged 73, is an independent non-executive Director. He graduated from Fudan University (復旦大學) with a bachelor's degree in electrical physics in 1964 and has become a professor there in the department of physics since 1996. He was appointed as a member of the expert team of "electrical appliances in lightings" under the Science and Technology Committee (科學技術委員會) of the PRC Light Industry Ministry (中華人民共和國輕工業部) in 1990, the officer of the Professional Transportation Lightings and Optical Signals Committee of the China Illuminating Engineering Society in 2000, and the consultant of the Shanghai Government Sourcing Administration Office (上海市政府採購辦公室) in 2003. Mr. Zhou joined the Group in February 2005.

PROFILES OF THE DIRECTORS AND SENIOR MANAGEMENT

Mr. Uang Chii-Maw

Mr. Uang, aged 62, is an independent non-executive Director. He graduated from the University of Pennsylvania with a doctorate degree in electrical engineering. He is a professor of electronics at I-Shou University in Taiwan and is an expert in optics and microcontroller, specialising in structural design of computer system, disposal of optoelectric signals and design of mechatronic system. Mr. Uang has been the adviser of several high technology companies. He joined the Group in February 2005.

Mr. Chih T. Cheung

Mr. Cheung, aged 42, is an independent non-executive Director. Mr. Cheung received juris doctor degree from Harvard Law School, master's degree in business administration from Harvard Business School, master of arts degree from Harvard Graduate School of Arts and Sciences and bachelor of arts degree from Harvard College. He has over 15 years of Asia business experience, during which, in addition to general management responsibilities, he negotiated scores of alliances, joint ventures, mergers, and acquisitions in Greater China and the rest of Asia.

Mr. Cheung is currently the Managing Partner of C2 Capital Limited, an investment firm dedicated to investing in local Chinese emerging growth companies and to partnering with leading global companies to establish their presence in China. He is also the Chairman Emeritus of YuCheung Technologies Limited (NASDAQ – YTEC), a leading provider of solutions and services to China's financial sector, with presence in 18 cities and 2,000 employees. In addition, Mr. Cheung serves on the board of several companies with operations in China. He is also on the boards of HBS Alumni Association and Harvard China Fund as well as the Chapter Chair of YPO Shanghai.

Prior to his current roles, Mr. Cheung was the Managing Partner of Staples Asia Investment Limited, a subsidiary of Staples, Inc. (NASDAQ – SPLS). In this role, he was involved with investment and strategic partnership activities in Asia Pacific for Staples. Prior to this, he was a co-founder, investor and board member for OA365, a leading office products provider in Shanghai. Previously, Mr. Cheung was co-founder and CEO of HelloAsia Corporation and worked at Goldman Sachs in New York and Hong Kong for several years. Mr. Cheung joined the Group in December 2012.



PROFILES OF THE DIRECTORS AND SENIOR MANAGEMENT

Senior Management

Mr. Hans Chang

Mr. Chang, age 48, is the COO of the Group and is responsible for the operating of the Group.

Mr. Chang graduated from Shih Hsin University with a bachelor's degree in 1984. Prior to joining the Group, Mr. Chang has served as COO, vice COO, Operation Office of Southeastern Area and COO of various renowned enterprises including Huafeng Group, Pacific Sogo Department Store Co., Ltd, Pan Pacific Media Group and Lepai Group. Mr. Chang has extensive knowledge in business operations, strategic planning and optimizing resource allocation. He has rich management skills and organization & coordination skills. Mr. Chang joined the Group in February 2012.

Mr. Ted Leung

Mr. Leung, age 41, is the general manager of New Focus Lighting and Power Technology (Shanghai) Co., Ltd and is responsible for the manufacturing & foreign trade business of the Group.

Mr. Leung graduated from Rutgers with a master's degree in Business in 1992. Prior to joining the Group, Mr. Leung has served as Director of Sales and Managing Director of various multinational corporation including Dover Corporation and Pieralisi China Company Ltd. Mr. Leung has 18 years in sales and 11 years in senior management positions experience in Asia. Mr. Leung joined the Group in June 2012.

CORPORATE GOVERNANCE REPORT

The board of Directors (the “Board” or the “Directors”) hereby presents this Corporate Governance Report in the Company’s annual report for the year ended 31 December 2012.

Corporate Governance Practices

The Board believes the good corporate governance practice is the key to business growth and management of the Group.

The Company has applied the principles set out in the former Code on Corporate Governance Practices during the period from 1 January 2012 to 31 March 2012 and the new Corporate Governance Code during the period from 1 April 2012 to 31 December 2012 as contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “CG Code”) (the “Listing Rules”).

In the opinion of the Board, the Company has complied with the code provisions set out in the CG Code throughout the year ended 31 December 2012, save and except for the deviation from code provisions A.2.1 and A.6.7. Key corporate governance principles and practices of the Company as well as details relating to the foregoing deviations are summarized as below.

Securities Transactions of Directors

The Company has adopted a code of conduct regarding securities transactions of Directors no less exacting than the required standards set out in Appendix 10 to the Listing Rules as the code of conduct for securities transactions by Directors (the “Model Code”). To ensure the Directors’ dealings in the securities of the Company are conducted in accordance with the Model Code, a committee (the “Securities Committee”) was set up under the Board comprising Mr. Hung Wei-Pi, John as chairman and Ms. Hung Ying-Lien to deal with such securities transactions. Prior to any dealing in the securities of the Company, a Director is required to notify the chairman of the Securities Committee or in the case of dealings by Mr. Hung Wei-Pi, John himself, notify Ms. Hung Ying-Lien in writing and obtain a written acknowledgement from the Securities Committee.

Having made specific enquiries to all Directors by the Securities Committee of the Company, all Directors confirmed that they had complied with the Model Code regarding Directors’ securities transactions during the year under review.

Board of Directors

Responsibilities and Delegation

The Board is responsible for the overall management and control of the Company. Its main roles are to provide leadership and to approve strategic policies and plans with a view to enhancing shareholder value. All Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively, and acting in the interests of the Company and its shareholders at all times.

CORPORATE GOVERNANCE REPORT

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary and senior management. Any director may request independent professional advice in appropriate circumstances at the Company's expense, upon making reasonable request to the Board. The Board has implemented appropriate measures and internal control procedures to ensure that the Company runs its business pursuant to all applicable legal and regulatory requirements with prudence and integrity. The senior management are obliged to supply the Board with adequate information in a timely manner to enable the Board to make informed decisions in a timely manner. Each of the Directors is entitled to obtain such records of the Company as are necessary to enable them to make informed decisions. Biographical details of the Directors and their relationships are set out under the section headed "Profiles of the Directors and Senior Management" in this annual report.

Issues reserved for discussion and approval by the Board include the following: (i) corporate strategies; (ii) annual budget and annual business plan; (iii) annual and interim results; (iv) internal control and risk management; (v) major acquisitions, disposals and capital transactions; (vi) other significant operational and financial matters.

Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim financial statements for Board approval before publication, execution of business strategies and initiatives adopted by the Board, implementation of adequate internal control and risk management system, and compliance with relevant statutory requirements and rules and regulations. Each executive Director should assume individual responsibilities to oversee and monitor the operations of a specific business unit, and to implement the strategies and policies set by the Board. The independent non-executive Directors will provide independent advice to the Board and share their knowledge and experience with the other members of the Board.

Board Composition

The Board currently comprises five executive Directors and six non-executive Directors with four of them being independent Directors:

Executive Directors

Mr. Hung Wei-Pi, John (*Chairman*)
Mr. Raymond N. Chang (*Chief Executive Officer*)
Ms. Hung Ying-Lien (*Chief Financial Officer*)
Mr. Douglas Charles Stuart Fresco
Mr. Edward B. Matthew

Non-executive Directors

Mr. Hsu Ming Chyuan
Mr. Chang An-Li

CORPORATE GOVERNANCE REPORT

Independent Non-executive Directors

Mr. Du Hai-Bo

Mr. Zhou Tai-Ming

Mr. Uang Chii-Maw

Mr. Chih T. Cheung (appointed on 28 December 2012)

Mr. Hung Wei-Pi, John is the brother of Ms. Hung Ying-Lien.

The Company has received from each independent non-executive Director an annual confirmation or confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers such Directors to be independent.

All Directors have brought a wide range of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Moreover, through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors make various contributions to the effective direction of the Company.

Chairman and Chief Executive Officer

Under A.2.1 of the CG Code, “the roles of chairman and chief executive officer should be separate and should not be performed by the same individual”. Mr. Hung Wei-Pi, John acted as both the chairman and chief executive officer of the Company during 2011 and up to 31 January 2012. Such deviation is due to the fact that the day-to-day management of the Group was led by Mr. Hung. The Board considers that such arrangement provided the Group with strong and consistent leadership and allowed for effective and efficient planning and implementation of business strategies and decisions. In order to focus on providing leadership for the Board and to comply with the provisions of the CG Code, Mr. Hung Wei-Pi, John resigned as chief executive officer of the Company with effect from 1 February 2012 and was succeeded by Mr. Raymond N. Chang on the same day.

Appointment and Re-Election of Directors

Except that non-executive director Mr. Hsu Ming Chyuan is appointed for a fixed term of one year, other Directors are appointed for a fixed term of three years. The articles of association of the Company require that one-third of the Directors (including executive and non-executive Directors) retire each year. The Directors to retire each year shall be those appointed by the Board during that year and those who have been longest in office since their election or re-election. A retiring Director is eligible for re-election.

Apart from the letters of appointment entered into by each non-executive Director with a fixed term, none of them has signed any form of service contract with the Company or any of its subsidiaries.

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Continuous Professional Development of Directors

Under code provision A.6.5, directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All directors are encouraged to attend relevant training courses at the Company's expenses. During the year ended 31 December 2012, the Company organized briefings conducted by the Company Secretary for all its Directors, namely, Mr. Hung Wei-Pi, John, Mr. Raymond N. Chang, Mr. Wu Kwan-Hong, Ms. Hung Ying-Lien, Mr. Lu Yuan Cheng, Mr. Douglas Charles Stuart Fresco, Mr. Edward B. Matthew, Mr. Low Hsiao-Ping, Mr. Hsu Ming Chyuan, Mr. Chang An-Li, Mr. Du Hai-Bo, Mr. Zhou Tai-Ming and Mr. Uang Chii-Maw, on corporate governance and update on the Listing Rules amendments and provided reading materials on regulatory update to all the directors for their reference and studying. Besides, Mr. Chang An-Li, Mr. Du Hai-Bo, Mr. Zhou Tai-Ming, Mr. Uang Chii-Maw attended other seminars and training sessions arranged by other professional institutions. Directors are requested to provide their training records to the Company Secretary for keeping record.

Board Committees & Corporate Governance Functions

The Board has established the Remuneration Committee, the Nomination Committee, the Audit Committee, Examination Committee, Strategy Investment and Financing Decision Making Committee for overseeing particular aspects of the Company's affairs. Remuneration Committee, the Nomination Committee and the Audit Committee have been established with defined written terms of reference, which are posted on the Company's website "www.nfa360.com" and the Stock Exchange's website and are available to shareholders upon request. All Board committees report to the Board on their decisions or recommendations.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Remuneration Committee

The Remuneration Committee was set up on 31 March 2012. The Remuneration Committee comprises a total of five members, being three independent non-executive directors, namely, Mr. Chih T. Cheung (Chairman), Mr. Zhou Tai-Ming and Mr. Uang Chii-Maw; and two executive directors, namely, Mr. Hung Wei-Pi, John and Mr. Raymond N. Chang.

The terms of reference of the Remuneration Committee have been determined with reference to the CG Code. Under the terms of reference of the Remuneration Committee, the responsibilities of the Remuneration Committee include, among others, (i) to make recommendations to the Board on the Company's policy and structure for directors and senior management's remuneration and the establishment

CORPORATE GOVERNANCE REPORT

of a formal and transparent procedure for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration; and (ii) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and the Company's senior management.

During the year ended 31 December 2012, the Remuneration Committee has performed the following work:

- review and discussion of the remuneration policy of the Group and the remuneration packages of the Directors and senior management of the Company; and
- discussion and approval of the grant of share options to Directors and employees of the Company.

Details of the remuneration of each Director and the remuneration of the members of the senior management by band for the year ended 31 December 2012 are set out in note 10 to the financial statements.

Nomination Committee

The Nomination Committee was set up on 31 March 2012. It comprises a total of five members, being three independent non-executive Directors, namely, Mr. Du Hai-Bo, Mr. Zhou Tai-Ming and Mr. Uang Chii-Maw and two executive Directors, namely, Mr. Hung Wei-Pi, John (Chairman) and Mr. Raymond N. Chang.

The terms of reference of the Nomination Committee have been determined with reference to the CG Code. Under the terms of reference of the Nomination Committee, the principal duties of the Nomination Committee are mainly to (i) review the structure, size and composition of the Board annually; (ii) assess the independence of independent non-executive Directors; and; (iii) make recommendations to the Board on the appointment or re-appointment of directors of the Company.

During the year ended 31 December 2012, the former Remuneration, Examination and Nomination Committee, through its meeting held on 30 March 2012, and the Nomination Committee, through its meeting held on 28 December 2012, performed the following works:

- review of the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company;
- recommendation of the re-appointment of those directors standing for re-election at the 2012 annual general meeting of the Company; and
- recommendation of appointment of Mr. Chih T. Cheung as independent non-executive director of the Company.

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Audit Committee

The Audit Committee comprises a total of three members, namely, Mr. Du Hai-Bo, Mr. Zhou Tai-Ming and Mr. Chih T. Cheung, all of whom are independent non-executive Directors. The chairman of the Audit Committee is Mr. Du Hai-Bo who possesses the appropriate accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The terms of reference of the Audit Committee have been determined with reference to the CG Code. The main duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; (ii) review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process; (iii) make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and (iv) review the adequacy and effectiveness of the Company's financial reporting system, internal control system, risk management system and associated procedures and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year ended 31 December 2012, the Audit Committee has performed, among others, the following works:

- review and discussion of the annual financial results and report in respect of the year ended 31 December 2011 and interim financial results and report for the six months ended 30 June 2012 and discussion with the management of the accounting principles and practices adopted by the Group;
- discussion and recommendation of the re-appointment of the external auditors; and
- review of the internal control, financial reporting and risk management systems of the Group;

The external auditors were invited to attend the Audit Committee meetings held during the year to discuss with the Audit Committee members on issues arising from the audit and financial reporting matters.

Strategy, Investment and Financing Decision Making Committee

The strategy, investment and financing decision making committee of the Company (the "Strategy, Investment and Financing Decision Making Committee") consists of six members, namely Mr. Hung Wei-Pi, John, Ms. Hung Ying-Lien, Mr. Chih T. Cheung, Mr. Raymond N. Chang and Mr. Chang An-Li. Mr. Hung Wei-Pi, John is the chairman of the Strategy, Investment and Financing Decision Making Committee. The duties of the Strategy, Investment and Financing Decision Making Committee include formulating and revising the Group's future development strategies, carrying out procedures and enhancing the efficiency and quality of important decision making procedures. The Strategy, Investment and Financing Decision Making Committee shall convene meetings subject to important investment and financing matters.

During the year, the Group has not been involved in any corporate action that requires the involvement of the Strategy, Investment and Financing Decision Marking Committee.

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Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

Up to the date of this annual report, the Board met once to review the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on the compliance of the Model Code, the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Attendance Record of Directors and Committee Members

During the year ended 31 December 2012, the Board held 11 Board meetings. The attendance record of each director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2012 is set out in the table below:

Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
Mr. HUNG Wei-Pi, John	11/11	–	3/3	3/3	2/2
Mr. WU Kwan-Hong*	10/11	–	–	–	0/2
Ms. HUNG Ying-Lien	11/11	–	3/3	3/3	0/2
Mr. LU Yuan Cheng*	10/11	–	–	–	0/2
Mr. Raymond N. CHANG	11/11	–	–	–	0/2
Mr. Douglas Charles Stuart FRESCO	9/11	–	–	–	0/2
Mr. Edward B. MATTHEW	6/11	–	–	–	0/2
Mr. CHANG An-Li	9/11	–	–	–	1/2
Mr. DU Hai-Bo	10/11	2/2	3/3	3/3	1/2
Mr. ZHOU Tai-Ming	9/11	2/2	3/3	3/3	0/2
Mr. UANG Chii-Maw	8/11	2/2	3/3	3/3	0/2
Mr. HSU Ming Chyuan	10/11	–	–	–	0/2
Mr. LOW Hsiao-Ping*	0/11	–	–	–	0/2
Mr. CHIH T. Cheung*	0/11	–	–	–	0/2

* Mr. Wu Kwan-Hong, Mr. Lu Yuan Cheng and Mr. Low Hsiao-Ping resigned as directors of the Company and Mr. Chih T. Cheung was appointed as an independent non-executive director of the Company with effect from 28 December 2012.

CORPORATE GOVERNANCE REPORT

Directors' and Auditors' Responsibilities for the Financial Statements

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2012. The Directors' responsibilities for the accounts and the responsibilities of the external auditors to the shareholders are set out on pages 47 and 48.

The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Internal Controls

During the year under review, the Board has conducted a review of the effectiveness of the internal control system of the Company and its subsidiaries, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, operational, and compliance controls and risk management function.

External Auditors and Auditors' Remuneration

During the year under review, the fees paid/payable to BDO Limited (the "Auditor") in respect of their audit services and non-audit services for the year 2012 amounted to approximately HK\$1,830,000 and HK\$20,000 respectively. In addition, the Company has engaged the Auditor to perform certain non-audit services in relation to the interim report of the Company and the acquisition of 51% equity interest in Changchun Guangda Automobile Trading Co., Ltd (長春市廣達汽車交易有限公司) and received fee of HK\$50,000 and HK\$280,000 respectively. The announcement and circular in relation to the forgoing acquisition were published on the Company's website and the Stock Exchange's website on 17 July 2012 and 23 September 2012 respectively. The Group also appoints other auditors to perform service to the Group.

During the year under review, the performance of the Auditor has been reviewed by the Audit Committee and the Audit Committee recommended to the Board (which endorsed the view) that subject to shareholders' approval at the forthcoming annual general meeting the Auditor be re-appointed as the external auditor of the Company for 2013.

Company Secretary

The Company does not engage an external service provider as its company secretary. Mr. Liu Xiaohua, being the secretary of the Company, has taken no less than 15 hours of relevant professional training during the year ended 31 December 2012.

Communications with Shareholders and Investors Relations

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

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To promote effective communication, the Company maintains a website at “www.nfa360.com”, where extensive information and updates on the Group’s business developments and operations, financial information, corporate governance practices and other information are available for public access. Shareholders and investors may write directly to the Company’s head office at No. 1179 Wuzhong Road Minhang District, Shanghai, the People’s Republic of China. Enquiries are dealt with in an informative and timely manner.

The Board welcomes views of shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board or the management directly. Board members of the Group are available at the meetings to answer any questions raised by shareholders.

Code provision A.6.7 stipulates that non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders. However, only Mr. Hung Wei-Pi John, being chairman of the Company and the Nomination Committee, and Mr. Du Hai-Bo, being the chairman of Audit Committee and Remuneration Committee, attended the annual general meeting of the Company held on 8 June 2012. In addition, only Mr. Hung Wei-Pi John and Mr. Chang An-Li, a non-executive Director of the Company, attended the extraordinary general meeting of the Company held on 23 October 2012. Other five non-executive directors failed to attend such general meetings due to their other business engagement. The Company is of the view that the two directors participated in the relevant general meetings were able to answer questions from the shareholders at the general meetings and to develop a balanced understanding of the shareholders’ view.

The Company continues to enhance communication and relationship with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them informed of the Group’s developments.

Shareholders’ Rights

To safeguard shareholders’ interests and rights, separate resolutions are proposed at shareholders’ meetings on each substantial issue, including the election of individual directors, for shareholders’ consideration and voting. Besides, pursuant to the Articles of Association, shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition.

Shareholders may send written enquiries to the Company for putting forward any enquiries or proposals to the Board of the Company. Contact details are as follows:

Address: No. 1179 Wuzhong Road Minhang District, Shanghai, the People’s Republic of China
(For the attention of the Company Secretary)
Fax: 86-21-6405-6816
Email: gavin_liu@nfa360.com



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For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year under review, the Company has not made any changes to its Articles of Association. An up to date version of the Articles of Association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles of Association for further details of their rights.

All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.nfa360.com) immediately after the relevant general meetings.

REPORT OF THE DIRECTORS

The Directors are pleased to present their annual report for the year ended 31 December 2012 (the “Year”) and the audited consolidated financial statements (the “Financial Statements”) of the Group for the Year.

Group Reorganisation, Subsidiaries and Basis of Presentation

The Company was incorporated in the Cayman Islands on 15 May 2002 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Pursuant to the group reorganisation as detailed in section 4 headed “Corporate Reorganisation” in Appendix VI to the prospectus dated 17 February 2005 of the Company, in preparation for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of other companies comprising the Group on 13 February 2005.

Principal Activities

The Group focused on the construction of automotive chain service network in the Greater China region (the Group’s service business) as well as the innovative production of environmentally friendly automotive lighting and automotive electronic power products (the Group’s manufacturing business), with an aim to providing automobile consumers with products and services with premium performance-price ratio.

Details of the principal activities of the subsidiaries of the Company are set out in note 21 to the Financial Statements.

Results and Dividends

The consolidated results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 49. An analysis of turnover and segmental results for the Year by geographical and business segments is set out in note 6 to the Financial Statements.

The Directors do not recommend the payment of a final dividend for the Year (2011: Nil).

Property, Plant and Equipment

Details of the movements of property, plant and equipment of the Group during the Year are set out in note 16 to the Financial Statements.

Investment Properties

Details of the movements of investment properties of the Group during the Year are set out in note 18 to the Financial Statements.

Share Capital

Details of the issued share capital of the Company and its movements during the Year along with the relevant reasons are set out in note 31 to the Financial Statements.

REPORT OF THE DIRECTORS

Reserves

Movements of reserves of the Group and the Company on a consolidated basis are set out in note 32 to the Financial Statements.

Distributable Reserves

Under the Companies Law of the Cayman Islands, share premium amounting to approximately RMB296,192,000 is distributable to shareholders, provided that immediately following the date on which the distribution or dividend is proposed to be made, the Company is able to settle its debts as they fall due in the ordinary course of business.

As at 31 December 2012, the reserve available for distribution to Shareholders of the Company amounted to approximately RMB129,718,000.

Closure of Register of Members

The register of members will be closed from 5 June 2013 to 7 June 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 4 June 2013.

Directors

The Directors who held office during the Year and up to the date of this annual report were:

Executive Directors

Hung Wei-Pi, John (*Chairman*)

Raymond N. Chang (*Chief Executive Officer*) (appointed with effect from 1 February 2012)

Wu Kwan-Hong (resigned with effect from 28 December 2012)

Hung Ying-Lien (*Chief Financial Officer*)

Lu Yuan Cheng (resigned with effect from 28 December 2012)

Douglas Charles Stuart Fresco

Edward B. Matthew

Non-executive Directors

Low Hsiao-Ping (resigned with effect from 28 December 2012)

Hsu Ming Chyuan

Chang An-Li

Independent Non-executive Directors

Du Hai-Bo

Zhou Tai-Ming

Uang Chii-Maw

Chih T. Cheung (appointed with effect from 28 December 2012)

REPORT OF THE DIRECTORS

Directors *(Continued)*

Biographical details of the Directors are set out in the section headed “Profiles of the Directors and Senior Management” in this annual report.

In accordance with Article 87(1) of the Company’s articles of association, Mr. Du Hai-Bo, Mr. Hsu Ming Chyuan, Mr. Hung Wei-Pi John and Mr. Edward B. Matthew will retire by rotation at the forthcoming annual general meeting of the Company. All such Directors being eligible, offer themselves for re-election. According to Article 86(3) of the Company’s articles of association, the Board appointed Mr. Chin T. Cheung as independent non-executive director of the Company with effect from 28 December 2012. Mr. Cheung is due to retire at the forthcoming annual general meeting of the Company and, being eligible, has offered himself for re-election.

The Company has received from each of its independent non-executive directors an annual confirmation of his independence. The Company considers that all of its independent non-executive directors are independent.

Directors’ Service Contracts

Each of Mr. Hung Wei-Pi, John, Ms. Hung Ying-Lien and Mr. Douglas Charles Stuart Fresco, all being executive directors, has entered into a new service contract with the Company for another term of three years commencing from 13 February 2011, subject to retirement by rotation in accordance with the articles of association of the Company.

Mr. Edward B. Matthew, an executive director, has entered into a service contract with the Company for a term of three years commencing from 26 August 2010, subject to retirement by rotation in accordance with the articles of association of the Company.

Mr. Raymond N. Chang, an executive director, has entered into a service contract with the Company for a term of three years commencing from 1 February 2012 subject to retirement by rotation in accordance with the articles of association of the Company.

Pursuant to the respective letters of appointment of the independent non-executive directors, namely, Mr. Du Hai-Bo, Mr. Zhou Tai-Ming and Mr. Uang Chii-Maw, each of them was re-appointed for a term of three years commencing from 13 February 2011, subject to retirement by rotation in accordance with the articles of association of the Company.

Pursuant to the letter of appointment of the non-executive director, Mr. Hsu Ming Chyuan was re-appointed for a term of one year commencing from 30 March 2013, subject to retirement by rotation in accordance with the articles of association of the Company.

REPORT OF THE DIRECTORS

Directors' Service Contracts (Continued)

Pursuant to the letter of appointment, the independent non-executive director Mr. Chin T. Cheung was appointed for a term of three years commencing from 28 December 2012, subject to retirement by rotation in accordance with the articles of association of the Company.

Mr. Chang An-Li, a non-executive director, has entered into a service contract with the Company for a term of three years commencing from 5 December 2011, subject to retirement by rotation in accordance with the articles of association of the Company.

Save as disclosed above, none of the Directors had entered into service contracts with the Company which are not determinable by the Company within one year without compensation (other than statutory compensation).

Directors' Interests in Contracts

Save as disclosed in the section headed "Connected Transactions" in this report, none of the Directors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the Year.

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 subsisted during the Year.

Share Option Scheme

The Company conditionally adopted a share option scheme (the "Scheme") on 13 February 2005 for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operation. Eligible participants of the Scheme include the Directors, employees, suppliers, customers and business or strategic alliance partners of the Group. The Scheme became effective on 28 February 2005 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all share options granted and to be granted under the Scheme is 40,000,000 shares, representing 10% and 6.44% of the shares of the Company in issue as at the date of listing of the Company and as at the date of this annual report respectively, unless approval for refreshing the 10% limit from the Company's shareholders has been obtained. The maximum number of shares issued and may be issued under share options granted to each eligible participant in the Scheme (including both exercised and outstanding share options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

REPORT OF THE DIRECTORS

Share Option Scheme *(Continued)*

The grant of share options to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, is subject to prior approval by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in the 12-month period up to and including the date of the grant of share options in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, are subject to shareholders' prior approval in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer upon payment of a nominal consideration of HK\$10 in total by the grantee. The exercise period of the share options granted is determined by the Board, save that such a period shall not be more than 10 years from the date of grant of the share options subject to the provisions for early termination as set out in the Scheme. Unless otherwise determined by the Directors at their sole discretion, there is no requirement of a minimum holding period or a performance target which must be achieved before a share option can be exercised.

The exercise price of the share options shall be the highest of (i) the nominal value of a share of the Company on the date of grant; (ii) the closing price of the Company's shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the date of grant.

Share options do not confer rights on the holders to dividends or to vote at general meetings.

As at 31 December 2012, options had been granted by the Company under the Scheme which, if exercised in full, would entitle the grantees to subscribe for 10,040,000 shares. The total number of shares available for issue under the Scheme (excluding share options already granted) is 24,005,000 shares, representing approximately 4.06% of the total issued share capital of the Company as at that date.

REPORT OF THE DIRECTORS

Share Option Scheme (Continued)

As at 31 December 2012, details of share options granted under the Scheme are as follows:

Name of option holder	Date of grant	Exercise period	Exercise price (per share)	Closing price of share on date of grant (per share)	Number of underlying shares subject to options outstanding as at 1 January 2012	Number of underlying shares subject to options granted since 1 January 2012	Number of options exercised/ lapsed/ cancelled since 1 January 2012	Number of underlying shares subject to options outstanding as at 31 December 2012
Mr. Raymond N. Chang <i>Executive Director</i>	11 June 2012	1 July 2012 to 31 December 2012	HK\$1.25	HK\$1.25	–	5,700,000	5,700,000	–
Mr. Wu Kwan-Hong <i>Former Executive Director</i> (Note 1)	28 February 2005	1 January 2006 to 27 June 2013	HK\$0.94	HK\$0.94	3,400,000	–	–	3,400,000
	11 June 2012	1 July 2012 to 31 December 2012	HK\$1.25	HK\$1.25	–	2,000,000	2,000,000	–
Ms. Hung Ying-Lien <i>Executive Director</i>	28 February 2005	1 January 2006 to 12 February 2015 (Note 2)	HK\$0.94	HK\$0.94	3,400,000	–	–	3,400,000
	11 June 2012	1 July 2012 to 31 December 2012	HK\$1.25	HK\$1.25	–	2,400,000	2,400,000	–
Mr. Lu Yuan Cheng <i>Former Executive Director</i> (Note 1)	28 February 2005	1 January 2006 to 27 June 2013 (Note 1)	HK\$0.94	HK\$0.94	3,240,000	–	–	3,240,000
Employees under continuous contracts in aggregate	11 June 2012	1 July 2012 to 31 December 2012	HK\$1.25	HK\$1.25	–	13,400,000	13,400,000	–
Total					10,040,000	23,500,000	23,500,000	10,040,000

Notes:

- Mr. Wu Kuan-Hong and Mr. Lu Yuan Cheng ceased to be executive director of the Company with effect from 28 December 2012. The management positions of Mr. Wu and Mr. Lu were terminated by a subsidiary of the Company in accordance with the provisions of their contracts of employment. Pursuit to the share option scheme of the Company, Mr. Wu and Mr. Lu are entitled to exercise all or any of their options for a period of six months starting from 28 December 2012.
- None of the share option was exercised during the period from 1 January 2012 to 31 December 2012 and the remaining share options are exercisable during the period from 1 January 2013 to 12 February 2015 subject to such performance targets or conditions as determined by the Board.

REPORT OF THE DIRECTORS

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

As at 31 December 2012, the interests and short positions of each of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be recorded in the register maintained by the Company under Section 352 of the SFO, or required 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 in which they are taken or deemed to have under such provisions of the SFO) and the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, were as follows:

(a) Interest in shares of the Company

Name	Capacity/Nature of interest	Number of shares interested (other than under equity derivatives) (Note 1)	Percentage of issued shares
Mr. Hung Wei-Pi, John	Interest in a controlled company (Note 2)	169,506,120(L)	28.67%
Mr. Raymond N. Chang	Family Interest (Note 3)	7,900,000(L)	1.34%
Mr. Douglas Charles Stuart Fresco	Interest in a controlled company (Note 4) Beneficial owner (Note 4)	53,590,690(L) 3,665,115(L)	9.06% 0.62%
Ms. Hung Ying-Lien	Beneficial owner	383,145(L)	0.06%
Mr. Edward B. Matthew	Beneficial owner	21,922,350(L)	3.71%

Notes:

1. The letter "L" denotes a long position in the shares.
2. These shares are registered in the name of and beneficially owned by Sharp Concept Industrial Limited, the entire issued share capital of which is registered in the name of and beneficially owned by Mr. Hung Wei-Pi, John. Under the SFO, Mr. Hung Wei-Pi, John is deemed to be interested in all the shares of the Company held by Sharp Concept Industrial Limited.
3. 150,000 Taiwan Depository Receipts, representing 150,000 shares, are registered in the name of Ms. Wong Chin-Wei, spouse of Mr. Raymond N. Chang. 7,750,000 shares are registered in the name of and beneficially owned by Full Chance Finance Limited, the entire issued share capital of which is registered in the name of and beneficially owned by Ms. Wong Chin-wei. Under the SFO, Mr. Raymond N. Chang is deemed to be interested in all the shares held by Ms. Wong Chin-wei and Full Chance Finance Limited.
4. 53,590,690 shares are registered in the name of and beneficially owned by Golden Century Industrial Limited, the entire issued share capital of which is registered in the name of and beneficially owned by Mr. Douglas Charles Stuart Fresco. Under the SFO, Mr. Douglas Charles Stuart Fresco is deemed to be interested in all the shares of the Company held by Golden Century Industrial Limited. The remaining 3,665,115 shares are registered in the name of Mr. Douglas Charles Stuart Fresco.

REPORT OF THE DIRECTORS

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

(Continued)

(b) Interests in the underlying shares of the Company through equity derivatives

Certain Directors were granted share options under the share option scheme of the Company dated 13 February 2005. Share options granted to the Directors to subscribe for shares of the Company which were outstanding on 31 December 2012 were as follows:

Name	Nature of interest	Number of underlying shares in respect of options granted	Exercise period	Price for grant	Exercise price	Percentage of issued share capital of the Company (%)
Ms. Hung Ying-Lien	Beneficial owner	3,400,000(L)	1 January 2006 to 12 February 2015	HK\$10.00 (for all)	HK\$0.94 (per share)	0.58%

Note:

The letter "L" denotes a long position in underlying shares.

Save as disclosed above, as at 31 December 2012, to the best knowledge of the Directors, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares or the underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules.

REPORT OF THE DIRECTORS

Substantial Shareholders' Interests and Short Positions in the Shares of the Company

So far as is known to the Directors and chief executives of the Company, as at 31 December 2012, the following persons (other than Directors and chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company, which are required to be notified to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which are recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name	Capacity/Nature of interest	Number of shares interested (other than under equity derivatives) (Note 1)	Number of shares interested under equity derivatives	Total number of shares/ underlying shares under equity derivatives	Percentage of issued shares
Sharp Concept Industrial Limited	Beneficial owner	169,506,120(L)	Nil	169,506,120	28.67%
Ms. Jin Xiao-Yan	Family interest (Note 2)	169,506,120(L)	Nil	169,506,120	28.67%
Golden Century Industrial Limited	Beneficial owner (Note 3)	53,590,690(L)	Nil	53,590,690	9.06%
STIC Korea Integrated – Technologies New Growth Engine Private Equity Fund	Beneficial owner	Nil	78,923,254(L) (Note 4)	78,923,254	13.35%

Notes:

1. The letter "L" denotes a long position in the shares.
2. Ms. Jin Xiao-Yan is the wife of Mr. Hung Wei-Pi, John, an executive Director. Under the SFO, Ms. Jin is deemed to be interested in all the shares of the Company held by Mr. Hung Wei-Pi, John and by Sharp Concept Industrial Limited which in turn is wholly and beneficially owned by Mr. Hung Wei-Pi, John.
3. Golden Century Industrial Limited is wholly and beneficially owned by Mr. Douglas Charles Stuart Fresco.
4. These represent the underlying shares issuable upon the conversion of the convertible bonds issued to STIC Korea Integrated – Technologies New Growth Engine Private Equity Fund by the Company on 5 December 2011.

Save as disclosed above, as at 31 December 2012, the Directors are not aware of any person (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which are recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

REPORT OF THE DIRECTORS

Arrangements to Purchase Shares or Debentures

Save as disclosed above and under the section headed “Share Option Scheme”, at no time during the Year were there any rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, nor were there any such rights exercised by them. Also, there was no arrangement to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries is a party that would enable the Directors to acquire such rights in any other body corporate.

Pre-emptive Rights

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

Sale, Purchase or Redemption of the Company's Listed Shares

During the Year, the Company repurchased 3,592,000 ordinary shares of the Company on the Hong Kong Stock Exchange under the general mandate granted at the annual general meeting held on 10 June 2011. Save as disclosed, there were no purchases, sales or redemption of the Company's listed securities by the Company or any of its subsidiaries during the Year.

The details of the purchase of shares by the Company during the Year under review are as follows:

Month	Highest price (HK\$)	Lowest price (HK\$)	Average price (HK\$)	Number of shares repurchased	Aggregate consideration paid (excluding expenses) (HK\$)
January 2012	1.68	1.65	1.66	196,000	324,360.00
February 2012	2.04	1.75	2.01	848,000	1,715,240.00
April 2012	1.91	1.82	1.86	2,548,000	4,743,379.60

The Board considers that the purchase of shares by the Company leads to an enhancement of the net asset value per share of the Company and is in the best interest of the Company and its shareholders.

REPORT OF THE DIRECTORS

Connected Transaction

During 2012, the following connected transaction was carried out by the Company and its subsidiaries pursuant to Chapter 14A of the Listing Rules of the Hong Kong Stock Exchange. Such connected transactions are subject to reporting and announcement requirements but is exempted from independent shareholders' approval requirements under the Listing Rules.

Acquisition of 12% Equity Interest in Zhejiang Autoboom and Revocation of the Acquisition

On 30 March 2012, the Company entered into the Equity Transfer Agreement pursuant to which the Company has conditionally agreed to acquire 12% equity interest in Zhejiang Autoboom, of which 4.553%, 2.462%, 2.462% and 2.523% to be transferred by each of Mr. Lin Yun Ling (林雲玲), Mr. Chen Gao Sen (陳高森), Mr. Chen Xian Ping (陳先平) and Mr. Chen Jin Guo (陳金國) who are all substantial shareholders of Zhejiang Autoboom (collectively referred to as the "Vendors"), at a consideration of RMB37,247,000 payable in cash. Upon completion of transfer of equity interest, the Company's interest in Zhejiang Autoboom has been increased from 51% to 63%.

The Company and the Vendors entered into the Revocation Agreement, which became effective on 7 December 2012, to revoke the forgoing Equity Transfer Agreement. In accordance with the Revocation Agreement, the Company agreed to transfer the 12% equity interest in Zhejiang Autoboom back to the Vendors and the Vendors agreed to return to the Company RMB14,898,800, being the First Installment under the Equity Transfer Agreement. Upon completion of the revocation which occurred on 20 December 2012, the Company's interest in Zhejiang Autoboom has been decreased from 63% to 51%.

Custom Accessories Sales Agreement (Continuing Connected Transaction)

On 23 April 2008, Shanghai New Focus Auto Parts Co., Ltd. (上海紐福克斯汽車配件有限公司) ("NFAP") and New Focus Light and Power Technology (Shanghai) Co., Ltd. (紐福克斯光電科技(上海)有限公司) ("NF Light & Power"), both being wholly-owned subsidiaries of the Company, entered into a sales agreement ("Custom Accessories Agreement") with Custom Accessories Asia Limited ("Custom Accessories"), which is 100% owned by Mr. Edward B. Matthew (a Director of the Company) and his family members. Custom Accessories is therefore a connected person of the Company within the meaning of the Listing Rules and the transaction contemplated under the Custom Accessories Agreement constitutes continuing connected transaction of the Company. Under the Custom Accessories Agreement, which covered the period from 23 April 2008 to 31 December 2010, NFAP and NF Light & Power were to supply products to Custom Accessories. The prices were determined with reference to market conditions and on the basis that the terms and prices would not be less favourable to the Company/Group than those offered by other independent third parties for similar products. On 15 November 2010, the same parties to the Custom Accessories Agreement entered into the Renewed Custom Accessories Agreement whereby the terms of the Custom Accessories Agreement were renewed for a period of three years until 14 November 2013 and the new annual cap was set to be HK\$25,000,000.

The sales of products to Custom Accessories and its related company by NFAP and NF Light & Power for the Year amounted to approximately RMB6,523,000.

REPORT OF THE DIRECTORS

Connected Transaction *(Continued)*

Confirmation from auditor

The Board has received a comfort letter from the auditor of the Company with respect to the above continuing connected transaction and the letter stated that for the Year, the above continuing connected transaction:

- (1) was approved by the Board;
- (2) was in accordance with the pricing policies of the Company;
- (3) was entered into in accordance with the terms of the agreement governing the transaction; and
- (4) has not exceeded the cap amount announced by the Company and/or specified within the relevant agreement, where applicable.

Confirmation of Independent Non-executive Directors

The Company's independent non-executive Directors have reviewed the above continuing connected transaction which was subject to reporting and announcement requirements, and confirmed that:

- (1) the transaction was entered into in the ordinary and usual course of the business of the Company;
- (2) the transaction was conducted on normal commercial terms; and
- (3) the transaction was conducted in accordance with the agreement governing the connected transaction on terms that are fair and reasonable and in the interest of the Shareholders of the Company as a whole.

The Company confirms that it has complied with the disclosure requirements as set out in Chapter 14A of the Listing Rules in respect of the above continuing connected transaction.

Major Customers and Suppliers

Sales to our five largest customers accounted for approximately 11.64% of the total revenue for the Year, whereas the largest customer accounted for 5.29%. Purchases from the five largest suppliers were less than 30% of the total purchases for the Year.

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



REPORT OF THE DIRECTORS

Public Float

As at the date of this annual report, based on public information available to the Company and to the best knowledge of the Directors, the Company maintained sufficient public float, being 25% of the issued share capital of the Company, as required under the Listing Rules.

Auditor

The financial statements have been audited by BDO Limited. At the forthcoming annual general meeting, the Company will propose a resolution to re-appoint BDO Limited as the auditor of the Company.

On behalf of the Board

Hung Wei-Pi, John

Chairman

Hong Kong, 27 March 2013

INDEPENDENT AUDITOR'S REPORT



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF NEW FOCUS AUTO TECH HOLDINGS LIMITED

(新焦點汽車技術控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of New Focus Auto Tech Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 49 to 143, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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.



INDEPENDENT AUDITOR'S REPORT

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

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 state of affairs of the Company and of the Group as at 31 December 2012, and of the Group's loss 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.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 3 to the consolidated financial statements which indicates that the Group incurred a loss for the year of approximately RMB357,860,000 for the year ended 31 December 2012 and, as of that date, the Group's and the Company's current liabilities exceeded the current assets by approximately RMB90,422,000 and RMB97,797,000, respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group's and the Company's ability to continue as a going concern.

BDO Limited

Certified Public Accountants

Lam Siu Fung

Practising Certificate Number: P05308

Hong Kong, 27 March 2013

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
Turnover	6	1,397,885	1,493,140
Cost of sales		(1,003,715)	(1,086,669)
Gross profit		394,170	406,471
Other revenue and gains and losses	7	16,446	18,557
Distribution costs		(304,344)	(226,468)
Administrative expenses		(159,909)	(93,009)
Impairment loss on goodwill	19	(164,673)	(155)
Impairment loss on other intangible assets	20	(123,288)	–
Impairment loss on property, plant and equipment	16	(4,141)	–
Finance costs	8	(28,138)	(19,630)
(Loss)/profit before income tax expense	9	(373,877)	85,766
Income tax expense	11	16,017	(25,251)
(Loss)/profit for the year		(357,860)	60,515
Other comprehensive income, net of tax:			
Exchange differences on translating foreign operations	15	2,553	(4,214)
Total comprehensive income for the year		(355,307)	56,301
(Loss)/profit for the year attributable to:			
Owners of the Company	12	(324,262)	28,127
Non-controlling interests		(33,598)	32,388
		(357,860)	60,515
Total comprehensive income for the year attributable to:			
Owners of the Company		(322,125)	24,668
Non-controlling interests		(33,182)	31,633
		(355,307)	56,301
(Loss)/earnings per share:	14		
– Basic (RMB cents)		(47.40)	4.91
– Diluted (RMB cents)		(47.40)	4.86

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	16	247,137	219,100
Leasehold land and land use rights	17	43,053	17,688
Investment properties	18	47,141	46,764
Goodwill	19	302,244	285,992
Other intangible assets	20	261,210	336,275
Deferred tax assets	30	2,859	222
Prepayments for acquisition of land use right and property, plant and equipment	24(b)	1,133	14,108
Prepayment for proposed acquisition of subsidiaries	24(b)	1,000	1,500
		905,777	921,649
Current assets			
Inventories	23	293,834	310,469
Tax recoverable		113	1,260
Trade receivables	24(a)	193,200	230,373
Deposits, prepayments and other receivables	24(b)	149,758	98,275
Amounts due from related companies	25(a)	8,800	11,064
Trading securities	22	243	243
Pledged time deposits	34	8,588	3,587
Cash and cash equivalents	34	133,726	326,840
		788,262	982,111
Current liabilities			
Bank borrowings, secured	26	249,307	175,549
Trade payables	27	241,484	215,701
Accruals and other payables		155,091	189,213
Amount due to a related party	25(c)	10,998	1,000
Amounts due to non-controlling owners of subsidiaries	25(b)	14,704	10,957
Renminbi-denominated bonds	28	199,372	–
Tax payable		7,728	10,178
		878,684	602,598
Net current (liabilities)/assets		(90,422)	379,513
Total assets less current liabilities		815,355	1,301,162

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
Non-current liabilities			
Bank borrowings, secured	26	13,648	11,898
Renminbi-denominated bonds	28	–	197,879
Convertible bonds	29	129,881	122,261
Deferred tax liabilities	30	67,792	86,524
Consideration payables	33	78,346	7,002
		289,667	425,564
Net assets		525,688	875,598
CAPITAL AND RESERVES			
Share capital	31	59,443	58,256
Reserves		224,913	559,397
Equity attributable to owners of the Company		284,356	617,653
Non-controlling interests		241,332	257,945
Total equity		525,688	875,598

These financial statements were approved and authorised for issue by the board of directors on 27 March 2013.

Mr. Hung Wei-Pi, John
Director

Ms. Hung Ying-Lien
Director

STATEMENT OF FINANCIAL POSITION

At 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	16	39	48
Interests in subsidiaries	21	529,382	489,630
		529,421	489,678
Current assets			
Deposits, prepayments and other receivables		451	2,077
Short-term loan to a subsidiary	21	104,000	167,000
Pledged time deposits	34	1,889	—
Cash and cash equivalents	34	8,485	144,965
		114,825	314,042
Current liabilities			
Bank borrowing, secured	26	3,143	6,300
Accruals and other payables		6,037	4,164
Renminbi-denominated bonds	28	199,372	—
Amounts due to subsidiaries	21	4,070	1,827
		(212,622)	12,291
Net current (liabilities)/assets		(97,797)	301,751
Total assets less current liabilities		431,624	791,429
Non-current liabilities			
Renminbi-denominated bonds	28	—	197,879
Convertible bonds	29	129,881	122,261
		129,881	320,140
Net assets		301,743	471,289

STATEMENT OF FINANCIAL POSITION

At 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
CAPITAL AND RESERVES			
Share capital	31	59,443	58,256
Reserves	32(ii)	242,300	413,033
Total equity		301,743	471,289

These financial statements were approved and authorised for issue by the board of directors on 27 March 2013.

Mr. Hung Wei-Pi, John
Director

Ms. Hung Ying-Lien
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2012

	Share capital RMB'000 (Note 31)	Share premium RMB'000 (Note 32(i)(a))	Statutory reserve fund RMB'000 (Note 32(i)(b))	Re- organisation reserve RMB'000 (Note 32(i)(c))	Enterprise expansion fund RMB'000 (Note 32(i)(d))	Convertible bonds reserve RMB'000 (Note 32(i)(g))	Others RMB'000 (Note 32(i)(e))	Capital redemption reserve RMB'000	Exchange reserve RMB'000 (Note 32(i)(f))	Retained profits/ (accumulated losses) RMB'000	Attributable to owners of the Company RMB'000	Non- controlling interests RMB'000	Total RMB'000
At 1 January 2011	55,317	223,155	33,150	2,738	2,756	-	55,630	697	(4,418)	113,755	482,780	183,835	666,615
Profit for the year	-	-	-	-	-	-	-	-	-	28,127	28,127	32,388	60,515
Exchange differences on translating foreign operations	-	-	-	-	-	-	-	-	(3,459)	-	(3,459)	(755)	(4,214)
Total comprehensive income for the year, net of tax	-	-	-	-	-	-	-	-	(3,459)	28,127	24,668	31,633	56,301
Transfer of reserves	-	-	4,282	-	-	-	-	-	-	(4,282)	-	-	-
Recognition of equity-settled share-based payments (Note 38)	-	-	-	-	-	-	250	-	-	-	250	-	250
Consideration issues (Note 33)	3,496	73,776	-	-	-	-	(49,800)	-	-	-	27,472	-	27,472
Repurchases and cancellation of shares (Note 31(i))	(557)	(10,460)	-	-	-	-	-	557	-	(557)	(11,017)	-	(11,017)
Issue of convertible bonds (Note 29)	-	-	-	-	-	110,427	-	-	-	-	110,427	-	110,427
Arising from acquisitions of subsidiaries (Note 33)	-	-	-	-	-	-	-	-	-	-	-	48,234	48,234
Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	-	-	-	(16,927)	(16,927)	(5,707)	(22,634)
De-registration of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	(50)	(50)
At 31 December 2011 and 1 January 2012	58,256	286,471	37,432	2,738	2,756	110,427	6,080	1,254	(7,877)	120,116	617,653	257,945	875,598
Loss for the year	-	-	-	-	-	-	-	-	-	(324,262)	(324,262)	(33,598)	(357,860)
Exchange differences on translating foreign operations	-	-	-	-	-	-	-	-	2,137	-	2,137	416	2,553
Total comprehensive income for the year, net of tax	-	-	-	-	-	-	-	-	2,137	(324,262)	(322,125)	(33,182)	(355,307)
Transfer of reserves	-	-	3,511	-	-	-	-	-	-	(3,511)	-	-	-
Recognition of equity-settled share-based payments (Note 38)	-	-	-	-	-	-	150	-	-	-	150	-	150
Consideration issues (Note 33)	1,478	14,933	-	-	-	-	-	-	-	-	16,411	-	16,411
Repurchases and cancellation of shares (Note 31(i))	(291)	(5,212)	-	-	-	-	-	291	-	(291)	(5,503)	-	(5,503)
Arising from acquisitions of subsidiaries (Note 33)	-	-	-	-	-	-	-	-	-	-	-	38,988	38,988
Acquisition of additional interests in subsidiaries	-	-	-	-	-	-	-	-	-	(41,841)	(41,841)	(32,646)	(74,487)
Disposal of partial interest in a subsidiary	-	-	-	-	-	-	-	-	-	19,611	19,611	17,636	37,247
Dividends declared to non-controlling owners of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(7,409)	(7,409)
At 31 December 2012	59,443	296,192	40,943	2,738	2,756	110,427	6,230	1,545	(5,740)	(230,178)	284,356	241,332	525,688

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2012

	2012 RMB'000	2011 RMB'000
Operating activities		
(Loss)/profit before income tax expense	(373,877)	85,766
Adjustments for:		
Impairment of inventories	15,637	806
Depreciation of property, plant and equipment	45,857	36,130
Amortisation of leasehold land and land use rights	804	494
Amortisation of other intangible assets	225	782
Additional allowance for doubtful debts on trade receivables	13,879	5
Additional allowance for doubtful debts on other receivables	1,214	—
Impairment on goodwill	164,673	155
Impairment on other intangible assets	123,288	—
Impairment on property, plant and equipment	4,141	—
Equity-settled share-based payments	150	250
Interest income from bank deposits	(1,458)	(1,437)
Loss/(gain) on disposal of property, plant and equipment	150	(641)
Fair value gain on investment properties	(377)	(659)
Fair value loss on trading securities	—	39
Interest expenses on bank borrowings	11,504	15,307
Imputed interest on Renminbi-denominated bonds	9,014	3,722
Imputed interest on convertible bonds	7,620	601
Gain on de-registration of a subsidiary	—	(50)
Gain on change in fair value of contingent consideration payable for acquisition of a subsidiary	(3,281)	—
Operating cash flows before working capital changes	19,163	141,270
Decrease/(increase) in inventories	27,725	(49,909)
Decrease/(increase) in trade receivables	30,399	(89,260)
Increase in deposits, prepayments and other receivables	(51,742)	(9,621)
Decrease/(increase) in amounts due from related companies	2,264	(9,442)
Increase in trade payables	6,404	44,612
Decrease in accruals and other payables	(2,521)	(14,513)
Cash generated from operations	31,692	13,137
Income tax paid	(17,718)	(23,373)
Interest paid	(19,025)	(15,307)
Net cash used in operating activities	(5,051)	(25,543)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2012

	2012 RMB'000	2011 RMB'000
Investing activities		
Purchase of other intangible assets	(34)	—
Purchase of property, plant and equipment	(58,709)	(54,098)
Purchase of land use right	(346)	—
Proceeds from disposal of property, plant and equipment	6,509	1,765
Prepayments for acquisition of land use right, property, plant and equipment, and proposed acquisition of subsidiaries	(2,133)	(15,608)
Net cash outflow arising from acquisitions of subsidiaries	(84,041)	(99,387)
Considerations paid for acquisition of subsidiaries	(79,245)	—
(Increase)/decrease in pledged time deposits	(5,001)	117,239
Interest received	1,458	1,437
Net cash used in investing activities	(221,542)	(48,652)
Financing activities		
Proceeds from issue of Renminbi-denominated bonds	—	200,000
Issue costs of Renminbi-denominated bonds	—	(3,030)
Proceeds from issue of convertible bonds	—	241,999
Issue costs of convertible bonds	—	(9,912)
Proceeds from new bank loans	299,069	196,600
Repayment of bank loans	(224,316)	(253,578)
Repayment to directors	—	(16)
(Repayment)/advance from non-controlling owners of subsidiaries	(6,957)	6,207
Advance/(repayment) of loan to a non-controlling owner of a subsidiary	1,278	(7,000)
Advance from a related party	9,998	1,000
Repurchases of shares	(5,503)	(11,017)
Net cash outflow arising from acquisition of additional interests in subsidiaries	(37,240)	(22,634)
Dividend paid to non-controlling owner of a subsidiary	(2,705)	—
Net cash generated from financing activities	33,624	338,619
Net (decrease)/increase in cash and cash equivalents	(192,969)	264,424
Cash and cash equivalents at beginning of year	326,840	63,216
Effect of foreign exchange rate changes	(314)	(800)
Cash and cash equivalents at end of year	133,557	326,840
Analysis of the balances of cash and cash equivalents		
Cash at bank and in hand	133,726	326,840
Bank overdrafts	(169)	—
	133,557	326,840

NOTES TO THE FINANCIAL STATEMENTS

1. ORGANISATION AND OPERATIONS

New Focus Auto Tech Holdings Limited (the “Company”) was incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111 Cayman Islands. Its principal place of business is in Shanghai, the People’s Republic of China (the “PRC”).

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacture and sale of electronic and power-related automotive parts and accessories; and the provision of automobile repair, maintenance; and restyling services and retail distribution of merchandise goods through its service chain stores network in the Greater China Region and trading of automobile accessories. Further details of the Company’s subsidiaries are set out in Note 21. The Company and its subsidiaries are collectively referred to the Group.

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

(a) Adoption of amendment to HKFRSs – first effective on 1 January 2012

Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets
Amendments to HKAS 12	Deferred Tax – recovery of Underlying Assets

The adoption of these amendments has no material impact on the Group’s financial statements.

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

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

HKFRSs (Amendments)	Annual Improvements 2009–2011 Cycle ²
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities ²
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ³
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income ¹
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKAS 27 (2011)	Separate Financial Statements ²
HKAS 28 (2011)	Investments in Associates and Joint Ventures ²
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment entities ³

¹ Effective for annual periods beginning on or after 1 July 2012

² Effective for annual periods beginning on or after 1 January 2013

³ Effective for annual periods beginning on or after 1 January 2014

⁴ Effective for annual periods beginning on or after 1 January 2015

NOTES TO THE FINANCIAL STATEMENTS

2. **ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**

(b) **New/revised HKFRSs that have been issued but not yet effective (Continued)**

HKFRSs (Amendments) – Annual Improvements 2009–2011 Cycle

The improvements made amendments to the following standards.

(i) **HKAS 1 Presentation of Financial Statements**

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRSs. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

(ii) **HKAS 16 Property, Plant and Equipment**

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

(iii) **HKAS 32 Financial Instruments: Presentation**

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

(iv) **HKAS 34 Interim Financial Reporting**

The amendments clarifies that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

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

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

NOTES TO THE FINANCIAL STATEMENTS

2. **ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**

(b) **New/revised HKFRSs that have been issued but not yet effective (Continued)**

Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

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

Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities

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

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

HKFRS 9 – Financial Instruments

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

NOTES TO THE FINANCIAL STATEMENTS

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but not yet effective (Continued)

HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

HKFRS 12 – Disclosure of Interests in Other Entities

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

HKFRS 13 – Fair Value Measurement

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

NOTES TO THE FINANCIAL STATEMENTS

3. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of measurement and going concern assumption

These financial statements have been prepared under the historical cost basis, as modified for the revaluation of investment properties, trading securities and contingent consideration payables which were carried at fair value as explained in the accounting policies set out below.

During the year, the Group has incurred a loss of approximately RMB357,860,000 and at the end of reporting period, the Group’s and the Company’s current liabilities exceeded the current assets by approximately RMB90,422,000 and RMB97,797,000 respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern, and therefore the Group and the Company may not be able to realise assets and discharge liabilities in the normal course of business. The directors of the Company plan to improve the Group’s and the Company’s financial performance by undertaking the following measures:

- (i) The Group is in the progress of proactive negotiation with the banks and financial institutions to fully refinance the Company’s Renminbi-denominated bonds with the principal amount of RMB200,000,000 which would be due for repayment in August 2013. As at the date of this report, the Company successfully obtained a proposal from a bank in connection with the obtaining of a syndicated loan facility of US\$45,000,000 (equivalent to approximately RMB283,550,000) to the Group with a maturity of 3 years from the date of drawdown. The directors of the Company believe that this refinancing plan will be successful.
- (ii) The Group undertakes an extensive restructuring program to reduce operating costs which includes taking steps to reduce discretionary expenses and administrative costs.

The directors of the Company also took into accounts of undrawn committed banking facilities of approximately RMB217,628,000 available to the Group as at 31 December 2012 in respect of which all conditions precedent were met.

Having regard to the cash flow projection of the Group, the directors of the Company are of the opinion that, in light of the above measures and considerations, the Group and the Company will have sufficient resources to satisfy future working capital and other financing requirements for twelve months from the end of the reporting period. Accordingly, the financial statements have been prepared on a going concern basis.

Should the Group and the Company be unable to continue in business as a going concern, adjustments would have to be made in the financial statements to write down the values of the assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not yet been reflected in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

3. BASIS OF PREPARATION *(Continued)*

(c) Functional and presentation currency

The financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

4. PRINCIPAL ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

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

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

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

All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with HKAS 39 either in profit or loss or as change to other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

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

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

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's 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 interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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

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

(b) **Subsidiaries**

Subsidiaries are entities in which the Group has the power to govern the financial and operating policies, so as to obtain benefits from their activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

Interests in subsidiaries are included in the Company's statement of financial position at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** (Continued)

(c) **Goodwill**

Goodwill arising on the acquisition of a subsidiary represents the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the net fair value of the identifiable assets, liabilities and contingent liabilities acquired. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. 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 other asset of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent period.

On the disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

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

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Depreciation of these assets commences when the assets are ready for their intended use.

The historical cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Depreciation is charged so as to write off the cost of assets, other than construction in progress, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Freehold land	Not depreciated
Buildings	5%
Leasehold improvements	Over the remaining term of the lease but not exceeding 10 years
Plant and machinery	10% to 33%
Motor vehicles	20%
Office equipment, furniture and fixtures	20% to 33%

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

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

Construction in progress represents buildings under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction as well as borrowing costs capitalised during the period of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

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

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

(e) **Investment properties**

Investment properties, which are properties held to earn rentals and/or for capital appreciation, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured initially at their costs, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in fair value of investment properties are included in profit or loss for the period in which they arise.

(f) **Other intangible assets**

Other intangible assets are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, other intangible assets with indefinite useful lives are carried at cost less any impairment losses and other intangible assets with finite useful lives are carried at cost less accumulated amortisation and impairment losses. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any change in estimate being accounted for on a prospective basis. The principal annual rates of other intangible assets with definite useful lives are as follows:

Trademarks with definite useful lives	6.6% to 10%
Technical know-how	20%

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(g) **Impairment of tangible and intangible assets excluding goodwill**

At end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets 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 losses (if any). Where 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 annually, and whenever there is an indication that the asset 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 cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or 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 cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(h) **Government grants**

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

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of providing 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.

(i) **Inventories**

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost, including an appropriate portion of fixed and variable overhead expenses, is assigned to inventories by the method most appropriate to the particular class of inventory, with the majority being valued using a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and cost necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** (Continued)

(j) **Financial assets**

Financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. During the year, the Group's financial assets are classified as financial assets at fair value through profit or loss, and loans and receivables. These financial assets are subsequently accounted for as follows, depending on their classification:

(i) *Financial assets at fair value through profit or loss*

Financial assets are classified as at fair value through profit or loss where the financial asset is either held for trading or it is designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets.

(ii) *Loans and receivables*

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(iii) *Impairment of financial assets*

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at end of each reporting period. Financial assets are 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 investment have been impacted.

For the Group's loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(j) **Financial assets** *(Continued)*

(iii) *Impairment of financial assets (Continued)*

If any such evidence exists, any impairment loss is determined and recognised as follows:

For trade and other current receivables and other financial assets carried at amortised cost, if any such evidence exists, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(iv) *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 through the expected life of the financial asset, or where appropriate, a shorter period.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** (Continued)

(j) **Financial assets** (Continued)

(v) *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

(k) **Financial liabilities and equity instrument issued by the Group**

(i) *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

(ii) *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(iii) *Convertible bonds*

Convertible bonds issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holder to convert the bonds into equity, is included in equity (convertible bonds reserve).

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(k) **Financial liabilities and equity instrument issued by the Group** *(Continued)*

(iii) *Convertible bonds (Continued)*

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds reserve until the embedded option is exercised (in which case the balance stated in convertible bonds reserve will be transferred to share premium. Where the option remains unexercised at the expiry dates, the balance stated in convertible bonds reserve will be released to the retained earnings/accumulated losses. No gain or loss is recognised upon conversion or expiration of the option.

(iv) *Other financial liabilities*

Other financial liabilities of the Group are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

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 through the expected life of the financial liability, or where appropriate, a shorter period.

(v) *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

(l) **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. 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 statement of cash flows.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(m) Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight line basis over the lease term. Where the Group is the lessee, operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Leasehold land and land use rights held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense and less any impairment losses.

(n) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(o) Income taxes

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

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

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(o) **Income taxes** *(Continued)*

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

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 “Investment Property”. Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

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

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

(p) **Foreign currencies**

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

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(p) **Foreign currencies** *(Continued)*

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

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

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

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

(q) **Employees' benefits**

(i) *Short-term benefits*

Salaries, annual bonuses, paid annual leaves and other allowances are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present value.

(ii) *Defined contribution pension obligations*

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees. The Group has no further payment obligation once the contributions have been paid.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(r) **Equity-settled share-based payment transactions**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period with a corresponding increase in equity (i.e. share options reserve), based on the Group's estimate of equity instruments that will eventually vest. At end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share options reserve.

At the time when the share options are exercised, the amount previously recognised in the 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 retained profits.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the service.

(s) **Borrowing costs**

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

(t) **Related parties**

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

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** (Continued)

(t) **Related parties** (Continued)

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

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(u) **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

- (i) Revenue from the sale of products is recognised when the Group has delivered products to the customer, the customer has accepted the products and collectability of the related receivable is reasonably assured.
- (ii) Revenue for providing services is recognised to the extent of services rendered and according to the terms of the agreement.
- (iii) Interest income is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

4. **PRINCIPAL ACCOUNTING POLICIES** *(Continued)*

(u) **Revenue recognition** *(Continued)*

- (iv) Rental income from operating leases is recognised in equal instalments over the accounting periods covered by the lease terms.
- (v) Subsidies from the government are recognised at their fair values when there is reasonable assurance that the subsidies will be received and the Group will comply with all attached conditions.
- (vi) Sponsorship income is recognised on an accrual basis when the right to receive has been established.

(v) **Contingent liabilities**

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

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

In the application of the Group's accounting policies, the directors are required to make judgments, 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.

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

The following is the critical judgement that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect of the amounts recognised in financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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

(a) Critical judgments in applying accounting policies (Continued)

(i) Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Judgment is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

(ii) Other intangible assets and amortisation

The Group determines the estimated useful lives and related amortisation for the Group's other intangible assets. The useful lives of other intangible assets are assessed to be either finite or indefinite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Other intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for the intangible assets with finite useful lives are reviewed by the management at least at the end of each reporting period.

(iii) Going concern

These financial statements have been prepared on a going concern basis and the details are explained in Note 3(b).

(b) Key sources of estimation uncertainty

(i) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Further details are set out in Note 19.

(ii) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of competitors' actions in response to severe industry cycles. Management will reassess the estimations at end of each reporting period.

NOTES TO THE FINANCIAL STATEMENTS

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

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

(iii) *Impairment of trade and other receivables*

The Group's management determines the allowance for impairment of trade and other receivables. This estimate is based on the credit history of its customers and debtors and the current market condition. Management will reassess the allowance at end of each reporting period.

(iv) *Impairment of non-financial assets (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(v) *Estimate of the contingent consideration payables based on post-acquisition performance of the subsidiaries*

In connection with the acquisition of subsidiaries, the contingent consideration payables are based on post-acquisition performance of the subsidiaries and other conditions, details of which are set out in Note 33.

NOTES TO THE FINANCIAL STATEMENTS

6. **TURNOVER AND SEGMENT INFORMATION**

Turnover, which is also revenue, represents the sales value of goods supplied and services provided to customers and is analysed as follows:

	2012 RMB'000	2011 RMB'000
Sale of goods	938,348	1,071,486
Service income	459,537	421,654
	1,397,885	1,493,140

(a) **Reportable segments**

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group operates in two reportable segments: (i) the manufacture and sale of automobile accessories; and (ii) the provision of automobile repair, maintenance and restyling services and trading of automobile accessories.

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

NOTES TO THE FINANCIAL STATEMENTS

6. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

Set out below is an analysis of information of these segments:

2012	Manufacture and sale of automobile accessories RMB'000	Provision of automobile repair, maintenance and restyling services and trading of automobile accessories RMB'000	Consolidated RMB'000
RESULTS:			
External sales revenue	391,836	1,006,049	1,397,885
Inter-segment sales revenue	171,255	36,997	208,252
Reportable segment revenue	563,091	1,043,046	1,606,137
Less: Inter-segment elimination			(208,252)
			1,397,885
Reportable segment results	(2,775)	(322,371)	(325,146)
Interest income	128	963	1,091
Unallocated interest income			367
Total interest income			1,458
Interest expenses	(1,457)	(2,073)	(3,530)
Unallocated interest expenses			(24,608)
Total interest expenses			(28,138)
Impairment loss on goodwill	–	(164,673)	(164,673)
Impairment loss on other intangible assets	–	(123,288)	(123,288)
Impairment loss on property, plant and equipment	–	(4,141)	(4,141)
Depreciation and amortisation charges	(17,474)	(29,403)	(46,877)
Unallocated depreciation and amortisation charges			(9)
Total depreciation and amortisation charges			(46,886)
Reportable segment assets	413,738	1,229,352	1,643,090
Total additions to non-current assets	19,783	53,380	73,163
Reportable segment liabilities	323,445	509,162	832,607

NOTES TO THE FINANCIAL STATEMENTS

6. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

2011			
	Manufacture and sale of automobile accessories RMB'000	Provision of automobile repair, maintenance and restyling services and trading of automobile accessories RMB'000	Consolidated RMB'000
RESULTS:			
External sales revenue	481,064	1,012,076	1,493,140
Inter-segment sales revenue	29,693	30,004	59,697
Reportable segment revenue	510,757	1,042,080	1,552,837
Less: Inter-segment elimination			(59,697)
			1,493,140
Reportable segment results	12,069	99,012	111,081
Interest income	234	769	1,003
Unallocated interest income			434
Total interest income			1,437
Interest expenses	(11,192)	(2,810)	(14,002)
Unallocated interest expenses			(5,628)
Total interest expenses			(19,630)
Depreciation and amortisation charges	(18,737)	(18,638)	(37,375)
Unallocated depreciation and amortisation charges			(31)
Total depreciation and amortisation charges			(37,406)
Reportable segment assets	399,630	1,351,778	1,751,408
Additions to non-current assets	10,607	43,483	54,090
Unallocated additions to non-current assets			8
Total additions to non-current assets			54,098
Reportable segment liabilities	264,519	387,169	651,688

NOTES TO THE FINANCIAL STATEMENTS

6. **TURNOVER AND SEGMENT INFORMATION** (Continued)

(b) Reconciliation of reportable segment profit or loss, and assets and liabilities

	2012 RMB'000	2011 RMB'000
(Loss)/profit before income tax expense:		
Reportable segment (loss)/profit	(325,146)	111,081
Unallocated other revenue and gains and losses	558	583
Unallocated corporate expenses	(24,681)	(20,270)
Unallocated finance costs	(24,608)	(5,628)
Consolidated (loss)/profit before income tax expense	(373,877)	85,766
	2012 RMB'000	2011 RMB'000
Assets:		
Reportable segment assets	1,643,090	1,751,408
Unallocated corporate assets	50,949	152,352
Consolidated total assets	1,694,039	1,903,760
Liabilities:		
Reportable segment liabilities	832,607	651,688
Unallocated corporate liabilities	335,744	376,474
Consolidated total liabilities	1,168,351	1,028,162

NOTES TO THE FINANCIAL STATEMENTS

6. **TURNOVER AND SEGMENT INFORMATION** (Continued)

(c) **Geographical segments**

Segment revenue from external customers of the Group and non-current assets other than financial instruments and deferred tax assets ("Specified non-current assets") by geographical locations is presented as below:

	Revenue from external customers		Specified non-current assets	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
PRC (Place of domicile)	911,895	858,011	824,465	876,079
America	246,039	331,137	—	—
Europe	33,184	47,330	—	—
Asia Pacific	24,314	40,145	—	—
Taiwan	182,453	216,517	78,453	45,348
	1,397,885	1,493,140	902,918	921,427

The revenue information is based on the locations of the customers.

(d) **Major customers**

During the year, the Group's customer base is diversified and there was no customer (2011: Nil) with whom transactions exceeded 10% of the Group's revenues.

NOTES TO THE FINANCIAL STATEMENTS

7. OTHER REVENUE AND GAINS AND LOSSES

	Note	2012 RMB'000	2011 RMB'000
Gross rentals from investment properties and other rental income (Outgoing: RMBNil (2011: RMBNil))		5,104	6,785
Interest income from bank deposits		1,458	1,437
(Loss)/gain on disposal of property, plant and equipment		(150)	641
Fair value gain on investment properties	18	377	659
Sale of scrap inventories and sample income		495	1,589
Government subsidies [#]		2,586	2,490
Compensation income from lessors on early termination of operating leases		174	508
Sponsorship income		395	1,145
Gain on de-registration of a subsidiary		—	50
Exchange gains, net		323	—
Gain on change in fair value of contingent consideration payable for acquisition of a subsidiary*		3,281	—
Others		2,403	3,253
		16,446	18,557

[#] The balance represented compensation income from local governments for taxes paid by certain subsidiaries in the PRC and subsidies granted by the PRC local governments.

^{*} The Group's acquisition consideration for equity interests in certain subsidiaries consisted of fixed consideration and contingent acquisition consideration which is calculated in accordance with the terms and calculation method of the contingent consideration payables stipulated in the related acquisition agreements and disclosed in Notes 33 and 42.

8. FINANCE COSTS

	Notes	2012 RMB'000	2011 RMB'000
Interest expense on bank borrowings wholly repayable			
— within five years		11,283	15,307
— after five years		221	—
Imputed interest on Renminbi-denominated bonds	28	9,014	3,722
Imputed interest on convertible bonds	29	7,620	601
		28,138	19,630

NOTES TO THE FINANCIAL STATEMENTS

9. (LOSS)/PROFIT BEFORE INCOME TAX EXPENSE

	Notes	2012 RMB'000	2011 RMB'000
This is arrived at after charging/(crediting):			
Exchange (gains)/losses, net		(323)	3,138
Cost of inventories (Note)		310,614	378,726
Cost of services (Note)		677,464	707,137
Impairment of inventories		15,637	806
		1,003,715	1,086,669
Depreciation of property, plant and equipment	16	45,857	36,130
Amortisation of:			
Leasehold land and land use rights	17	804	494
Other intangible assets*	20	225	782
Total depreciation and amortisation charges		46,886	37,406
Additional allowance for doubtful debts on trade receivables	24	13,879	5
Additional allowance for doubtful debts on other receivables		1,214	—
Auditors' remuneration		2,075	1,338
Fair value loss on trading securities		—	39
Employee benefit expenses (including directors' remuneration) (Note 10(a)):			
Salaries and allowances		200,763	150,145
Pension fund contributions		20,941	19,122
Equity-settled share-based payments	38	150	250
Compensation for loss of office of a director		2,000	—
Other benefits		9,930	10,724
Total employee benefit expenses		233,784	180,241

Note: Costs of inventories and services includes RMB57,548,000 (2011: RMB55,895,000) relating to employee benefit expenses, depreciation and amortisation charges, which are also included in the respective total amounts disclosed separately above.

* Included in administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

The directors' remuneration for the years ended 31 December 2012 and 2011 is set out below:

2012

Name of directors	Fees RMB'000	Salaries and other allowances RMB'000	Total RMB'000
Executive directors:			
Hung Wei-Pi, John	—	1,956	1,956
Raymond N. Chang (Chief Executive Officer)	—	1,800	1,800
Wu Kwan-Hong	—	3,257	3,257
Hung Ying-Lien	—	1,491	1,491
Lu Yuan Cheng	—	2,408*	2,408
Douglas Charles Stuart Fresco	—	49	49
Edward B. Matthew (Mr. Matthew)	—	49	49
Non-executive directors:			
Low Hsiao-Ping	—	60	60
Hsu Ming Chyuan	—	60	60
Chang An-Li	—	—	—
Independent non-executive directors:			
Du Hai-Bo	84	—	84
Zhou Tai-Ming	84	—	84
Uang Chii-Maw	84	—	84
Chih T. Cheung	—	—	—
	252	11,130	11,382

* Included in the balance is compensation for loss of office as a director to Mr Lu Yuan Cheng amounted to RMB2,000,000.

NOTES TO THE FINANCIAL STATEMENTS

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' remuneration (Continued)

2011

Name of directors	Fees RMB'000	Salaries and other allowances RMB'000	Total RMB'000
Executive directors:			
Hung Wei-Pi, John (Chief Executive Officer)	—	1,956	1,956
Wu Kwan-Hong	—	1,042	1,042
Hung Ying-Lien	—	922	922
Lu Yuan Cheng	—	446	446
Douglas Charles Stuart Fresco	—	50	50
Edward B. Matthew (Mr. Matthew)	—	50	50
Non-executive directors:			
Low Hsiao-Ping	—	60	60
Hsu Ming Chyuan	—	60	60
Chang An-Li	—	—	—
Independent non-executive directors:			
Zhou Tai-Ming	84	—	84
Du Hai-Bo	84	—	84
Uang Chii-Maw	84	—	84
	252	4,586	4,838

Apart from RMB2,000,000 paid to a director for his compensation for loss of office as director during the year, no discretionary bonus, inducement fee, employer's contribution to pension scheme or compensation for loss of office as directors was given to any of the directors (2011: RMBNil).

None of the directors has waived or agreed to waive any emolument paid by the Group during the year ended 31 December 2012 (2011: RMBNil).

NOTES TO THE FINANCIAL STATEMENTS

10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2012 included five (2011: three) directors whose emoluments are reflected in the analysis presented in Note 10(a) above. In the prior year, the emoluments paid or payable to the remaining two non-director highest paid employees whose emoluments were less than RMB1,000,000 are as follows:

	2012 RMB'000	2011 RMB'000
Salaries and other allowances	–	1,254

The emoluments paid or payable to members of senior management were within the following bands:

	2012 Number of individuals	2011 Number of individuals
Nil to RMB1,000,000	2	3

11. INCOME TAX EXPENSE

(a) The amount of income tax expense in the consolidated statement of comprehensive income represents:

	2012 RMB'000	2011 RMB'000
Current tax		
– Provision for the year		
PRC	13,361	22,988
Taiwan	708	2,140
– Under-provision/(over-provision) in respect of prior years	2,926	(77)
	16,995	25,051
Deferred taxation (Note 30)		
– attributable to the origination and reversal of temporary differences, net	(33,143)	(61)
– resulting from change in tax rate	131	261
	(16,017)	25,251

NOTES TO THE FINANCIAL STATEMENTS

11. INCOME TAX EXPENSE (Continued)

- (b) No provision for Hong Kong profits tax has been made as the Group had no taxable profits arising in Hong Kong for the years ended 31 December 2011 and 2012. Taxation for overseas subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

The applicable PRC and Taiwan income tax rate is 25% (2011: 25%) and 17% (2011: 17%), respectively for the year. One major PRC subsidiary of the Company, being qualified as a foreign investment production enterprise and a high and new tech enterprise in the PRC, is subject to an applicable national PRC income tax rate of 15% (2011: 15%) for three years commencing from 1 January 2011.

- (c) The income tax expense for the year can be reconciled to the (loss)/profit before income tax expense per consolidated statement of comprehensive income as follows:

	2012 RMB'000	2011 RMB'000
(Loss)/profit before income tax expense	(373,877)	85,766
Tax calculated at applicable tax rate of 25% (2011: 25%)	(93,469)	21,441
Tax effect of non-taxable income	(692)	(215)
Tax effect of non-deductible expenses	43,379	—
Utilisation of tax losses not previously recognised	(1,035)	(551)
Effect of change in tax rate	131	261
Unrecognised tax losses	29,207	5,844
Effect of preferential tax treatments and tax exemptions	(705)	(1,774)
Effect of different tax rates of subsidiaries operating in other jurisdictions	4,241	322
Under-provision/(over-provision) in respect of prior years	2,926	(77)
Income tax expense	(16,017)	25,251

12. (LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

The (loss)/profit for the year attributable to owners of the Company includes a loss of RMB36,185,000 (2011: RMB22,506,000) which has been dealt with in the financial statements of the Company.

13. DIVIDEND

The board of directors did not recommend the payment of a final dividend for the year ended 31 December 2012 (2011: RMBNil). No interim dividend was declared in respect of the year ended 31 December 2012 (2011: RMBNil).

NOTES TO THE FINANCIAL STATEMENTS

14. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the (loss)/profit for the year attributable to the owners of the Company, and the weighted average number of ordinary shares in issue during the year.

The calculation of diluted (loss)/earnings per share is based on the (loss)/profit for the year attributable to the owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic (loss)/earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted (loss)/earnings per share are based on:

	2012 RMB'000	2011 RMB'000
(Loss)/earnings		
(Loss)/profit for the year attributable to the owners of the Company, used in the basic and diluted (loss)/earnings per share calculation	(324,262)	28,127

	Number of shares	
	2012	2011
Shares		
Weighted average number of ordinary shares for the basic (loss)/earnings per share calculation*	684,118,000	572,965,000
Effect of dilution – weighted average number of ordinary shares:		
Share options [#]	–	6,091,000
Convertible bonds*	–	–
Weighted average number of ordinary shares adjusted for the effect of all potential ordinary shares	684,118,000	579,056,000

The computation of diluted loss per share for the year ended 31 December 2012 does not assume the conversion of the Company's outstanding share options since their exercise would result in a decrease in loss per share.

* As convertible bonds are mandatorily convertible into ordinary shares of the Company, the ordinary shares to be issued upon conversion of the convertible bonds are included in the computation of basic (loss)/earnings per share for the year.

NOTES TO THE FINANCIAL STATEMENTS

15. OTHER COMPREHENSIVE INCOME, NET OF TAX

	2012			2011		
	Before tax amount RMB'000	Tax expense RMB'000	Net of tax amount RMB'000	Before tax amount RMB'000	Tax expense RMB'000	Net of tax amount RMB'000
Exchange differences on translating foreign operations	2,553	—	2,553	(4,214)	—	(4,214)

16. PROPERTY, PLANT AND EQUIPMENT

The Group

	Notes	Construction in progress RMB'000	Freehold land and buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office equipment, furniture and fixtures RMB'000	Total RMB'000
Opening net carrying amount as at 1 January 2012		19,576	83,980	35,129	48,980	12,856	18,579	219,100
Additions		14,512	420	21,850	14,440	4,137	8,658	64,017
Acquisition of subsidiaries	33	5,455	8,889	353	827	821	3,040	19,385
Transfers upon completion		(19,506)	—	6,801	1,493	—	11,212	—
Disposals		—	—	(4,519)	(713)	(807)	(620)	(6,659)
Depreciation charge for the year		—	(4,056)	(16,185)	(13,668)	(3,595)	(8,353)	(45,857)
Exchange realignment		12	716	356	114	14	80	1,292
Impairment	19	—	—	(771)	—	(1,732)	(1,638)	(4,141)
Closing net carrying amount as at 31 December 2012		20,049	89,949	43,014	51,473	11,694	30,958	247,137

NOTES TO THE FINANCIAL STATEMENTS

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group (Continued)

	Note	Construction in progress RMB'000	Freehold land and buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office equipment, furniture and fixtures RMB'000	Total RMB'000
Opening net carrying amount as at 1 January 2011		1,240	88,939	28,713	50,330	9,003	22,951	201,176
Additions		23,409	526	6,132	12,507	5,988	5,536	54,098
Acquisition of subsidiaries	33	–	–	1,442	603	1,326	455	3,826
Transfers upon completion		(4,986)	77	4,108	309	–	492	–
Disposals		–	–	(591)	(111)	(298)	(124)	(1,124)
Depreciation charge for the year		–	(4,127)	(3,959)	(14,420)	(3,131)	(10,493)	(36,130)
Exchange realignment		(87)	(1,435)	(716)	(238)	(32)	(238)	(2,746)

Closing net carrying amount as at 31 December 2011		19,576	83,980	35,129	48,980	12,856	18,579	219,100
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	Construction in progress RMB'000	Freehold land and buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office equipment, furniture and fixtures RMB'000	Total RMB'000
At 31 December 2012:							
Cost	20,049	105,964	82,773	125,230	24,662	73,515	432,193
Accumulated depreciation and impairment	–	(16,015)	(39,759)	(73,757)	(12,968)	(42,557)	(185,056)

Net carrying amount	20,049	89,949	43,014	51,473	11,694	30,958	247,137
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	Construction in progress RMB'000	Freehold land and buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Motor vehicles RMB'000	Office equipment, furniture and fixtures RMB'000	Total RMB'000
At 31 December 2011:							
Cost	19,576	95,917	59,399	110,318	21,398	51,261	357,869
Accumulated depreciation and impairment	–	(11,937)	(24,270)	(61,338)	(8,542)	(32,682)	(138,769)

Net carrying amount	19,576	83,980	35,129	48,980	12,856	18,579	219,100
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NOTES TO THE FINANCIAL STATEMENTS

16. **PROPERTY, PLANT AND EQUIPMENT** (Continued)

The Company

	Leasehold improvements RMB'000	Office equipment, furniture and fixtures RMB'000	Total RMB'000
Net carrying amount as at 1 January 2011	19	52	71
Additions	–	8	8
Depreciation charge for the year	–	(31)	(31)
Net carrying amount as at 31 December 2011	19	29	48
Depreciation charge for the year	(8)	(1)	(9)
Net carrying amount as at 31 December 2012	11	28	39
At 31 December 2012:			
Cost	45	153	198
Accumulated depreciation	(34)	(125)	(159)
Net carrying amount	11	28	39
At 31 December 2011:			
Cost	45	153	198
Accumulated depreciation	(26)	(124)	(150)
Net carrying amount	19	29	48

Freehold land and buildings of the Group are located outside Hong Kong. Certain freehold land and buildings of the Group were pledged to secure the bank borrowings of the Group as detailed in Note 26.

NOTES TO THE FINANCIAL STATEMENTS

17. LEASEHOLD LAND AND LAND USE RIGHTS

The Group

	Note	2012 RMB'000	2011 RMB'000
Net carrying amount:			
At beginning of year		17,688	18,182
Additions		9,146	—
Acquisition of a subsidiary	33	17,023	—
Amortisation charge for the year		(804)	(494)
At end of year		43,053	17,688
Cost		46,716	20,547
Accumulated amortisation		(3,663)	(2,859)
Net carrying amount		43,053	17,688

The Group's interests in leasehold land and land use rights were held outside Hong Kong under medium term leases.

Certain leasehold land and land use rights of the Group were pledged to secure the bank borrowings of the Group as detailed in Note 26.

18. INVESTMENT PROPERTIES

The Group

	Note	2012 RMB'000	2011 RMB'000
FAIR VALUE			
At beginning of year		46,764	46,105
Change in fair value	7	377	659
At end of year		47,141	46,764

NOTES TO THE FINANCIAL STATEMENTS

18. INVESTMENT PROPERTIES (Continued)

The Group (Continued)

As at 31 December 2012, the investment properties were revalued at RMB47,141,000 (2011: RMB46,764,000) by Shanghai Wan Long Real Estate Appraisal Co., Ltd., an independent firm of professionally qualified valuers recognised by the relevant PRC association of valuers with recent experience in the location and category of property being valued, on the following basis. All investment properties of the Group are located outside Hong Kong, of which investment properties of RMB20,975,000 (2011: RMB20,886,000) and RMB26,166,000 (2011: RMB25,878,000) are held under long and medium terms respectively.

The valuations were arrived at by reference to (i) market evidence of transaction prices for similar properties; (ii) current rents of the properties being held under existing tenancies and the reversionary income potential of tenancies; and (iii) the value of the land, together with the replacement costs of industrial buildings.

Details of the property rental income earned by the Group from its investment properties, all of which are leased out under operating leases, are set out in Notes 7 and 37.

Certain investment properties were pledged to secure the bank borrowings of the Group as detailed in Note 26.

19. GOODWILL

The Group

	Note	RMB'000
Carrying amount:		
At 1 January 2011		184,883
Acquisition of subsidiaries	33	101,316
Impairment		(155)
Exchange realignment		(52)
At 31 December 2011 and 1 January 2012		285,992
Acquisition of subsidiaries	33	180,899
Impairment		(164,673)
Exchange realignment		26
At 31 December 2012		302,244

NOTES TO THE FINANCIAL STATEMENTS

19. GOODWILL (Continued)

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units (“CGUs”) that are expected to benefit from that business combination. The carrying amount of goodwill is allocated as follows:

	2012 RMB'000	2011 RMB'000
Provision of automobile repair, maintenance and restyling services:		
Changchun Guangda Automobile Trading Co., Ltd	142,804	—
Beijing Aiyihang Auto Services Ltd.	43,919	43,919
IPO Automotive Corporation Limited	27,878	—
Shenzhen Yonglonghang Auto Service Ltd.	7,165	16,378
Shandong Xingzhe Auto Supplies Service Co., Ltd	10,217	—
New Focus Richahaus Co. Ltd.	8,008	8,008
Others	—	102
Accumulated exchange realignment	(26)	(52)
	239,965	68,355
Trading of automobile accessories:		
Liaoning Xin Tian Cheng Industrial Co., Limited	—	45,260
Zhejiang Autoboom Industrial Co., Limited	—	71,061
Hubei Autoboom Auto Accessories Supermarket Co., Limited	43,624	64,603
Shanghai Astrace Trade Development Co., Limited	18,655	36,713
	62,279	217,637
Total	302,244	285,992

The respective recoverable amounts of certain CGUs were determined by the directors of the Company with reference to professional valuation reports issued by RHL Appraisal Limited and China Intangible Asset Appraisement Co., Ltd., independent firms of professionally qualified valuers, which were based on value-in-use calculations. All the calculations of recoverable amounts use cash flow projections based on financial budgets approved by management covering a forecast period. Cash flows beyond the forecast periods which ranged from three to five years are extrapolated using the estimated rates of 0-3% (2011: 3%). The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

NOTES TO THE FINANCIAL STATEMENTS

19. **GOODWILL** (Continued)

Key assumptions used for value-in-use calculations are as follows:

	2012 %	2011 %
Gross margin	15-58	22-53
Growth rate within the forecast period	0-32	14-50
Discount rate	12-19	16-20

Management determined the budgeted gross margin based on past performance and its expectation for market development. The weighted average growth rate used is consistent with the forecasts generally adopted in the respective industries. The discount rates used are pre-tax and reflect specific risks relating to the relevant segment.

The Group had originally anticipated that there would be significant growths of revenue and profitability of certain CGUs as at the respective dates of acquisition. However, in the current year, the growth rates of revenue and profitability of these CGUs especially in certain regions had been lower than expected. The directors of the Company are of the opinion, based on value-in-use calculations, that goodwill, other intangible assets, and property, plant and equipment associated with certain CGUs above were impaired by RMB164,673,000 (2011: RMB155,000), RMB123,288,000 (2011: RMBNil) (Note 20), and RMB4,141,000 (2011: RMBNil) (Note 16) respectively in order to state the carrying values to their recoverable amounts as at the end of respective reporting period.

NOTES TO THE FINANCIAL STATEMENTS

20. OTHER INTANGIBLE ASSETS

The Group

	Notes	Trademarks RMB'000	Tradenames RMB'000	Technical know-how RMB'000	Total RMB'000
Net carrying amount:					
At 1 January 2011		243,185	13,067	–	256,252
Amortisation charge for the year		(782)	–	–	(782)
Exchange realignment		(627)	–	–	(627)
Acquisition of subsidiaries	33	50,972	30,460	–	81,432
At 31 December 2011 and 1 January 2012		292,748	43,527	–	336,275
Additions		34	–	–	34
Amortisation charge for the year		(225)	–	–	(225)
Impairment during the year	19	(123,288)	–	–	(123,288)
Exchange realignment		296	–	–	296
Acquisition of subsidiaries	33	43,194	–	4,924	48,118
At 31 December 2012		212,759	43,527	4,924	261,210
At 31 December 2012:					
Cost		338,062	43,527	4,924	386,513
Accumulated amortisation and impairment		(125,303)	–	–	(125,303)
Net carrying amount		212,759	43,527	4,924	261,210
At 31 December 2011:					
Cost		294,514	43,527	–	338,041
Accumulated amortisation		(1,766)	–	–	(1,766)
Net carrying amount		292,748	43,527	–	336,275

NOTES TO THE FINANCIAL STATEMENTS

20. OTHER INTANGIBLE ASSETS (Continued)

Included in the above intangible assets as at 31 December 2012 are (i) certain trademarks, (ii) tradenames with indefinite useful lives and (iii) technical know-how which are attributable to the same CGUs with which the goodwill amounts are recognised. Details of the impairment assessment of the CGUs are set out in Note 19.

As at end of reporting period, trademarks with aggregate carrying amount of RMB211,939,000 (2011: RMB290,496,000) have indefinite useful lives as they are considered renewable at minimal costs. Management of the Group are of the opinion that the Group would renew the trademarks continuously and has the ability to do so.

As at end of reporting period, tradenames with accumulated carrying amount of RMB43,527,000 (2011: RMB43,527,000) were acquired through business combinations and were considered by management of the Group as having indefinite useful life as there was no limit to the period the tradenames would contribute to net cash inflows.

21. INTERESTS IN SUBSIDIARIES

The Company

	2012 RMB'000	2011 RMB'000
Unlisted shares, at cost	164,066	164,066
Amounts due from subsidiaries	509,735	325,564
	673,801	489,630
Less: Impairment loss on amounts due from subsidiaries	(144,419)	—
	529,382	489,630

Short-term loan to a subsidiary is unsecured, interest-free and repayable within one year from the end of the respective reporting periods. Amounts due from a subsidiaries are unsecured, interest-free and in substance represent the Company's interests in the subsidiaries in the form of quasi-equity loans. Amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

As at 31 December 2012, an accumulated impairment loss on amounts due from subsidiaries of RMB144,419,000 (2011: RMBNil) was recognised for the carrying amount of the amounts due from subsidiaries in the aggregate amount of RMB264,431,000 (before deducting the impairment losses) because the relevant subsidiaries had suffered losses during the year.

NOTES TO THE FINANCIAL STATEMENTS

21. INTERESTS IN SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries as at 31 December 2012 are as follows:

Company name	Country/place and date of incorporation/ establishment	Legal form of entities for those established in the PRC	Registered capital/share capital	Issued and fully paid up capital	Percentage of attributable equity interest	Principal activities/place of operation
<i>Interests directly held:</i>						
Perfect Progress Investments Limited ("Perfect Progress")	The British Virgin Islands 8 April 2002	–	US\$50,000 Ordinary shares	US\$500	100%	Investment holding Hong Kong
New Focus Auto Tech International Limited (Formerly known as Win Bridge International Limited)	The British Virgin Islands 2 April 2007	–	US\$1 Registered capital	US\$1	100%	Investment holding Hong Kong
<i>Interests indirectly held:</i>						
Shanghai New Focus Auto Parts Co., Ltd. ("NFA Parts") (Note (i))	The PRC 1 March 1994	Wholly-owned foreign enterprise	US\$6,500,000 Registered capital	US\$6,500,000	100%	Manufacture and sale of automobile accessories The PRC
New Focus Light and Power Technology (Shanghai) Co., Ltd. ("New Focus Light & Power") (Note (i))	The PRC 24 April 2001	Wholly-owned foreign enterprise	US\$16,300,000 Registered capital	US\$16,300,000	100%	Manufacture and sale of automobile accessories The PRC
Shanghai New Focus Auto Repair Services Co., Ltd. (Note (i))	The PRC 21 December 2000	Limited liability company	RMB83,500,000 Registered capital	RMB83,500,000	100%	Automobile repair, maintenance and restyling services; sales of automobile products The PRC
Liaoning Xin Tian Cheng Industrial Co., Limited	The PRC 8 January 2009	Limited liability company	RMB20,000,000 Registered capital	RMB20,000,000	51%	Trading of automobile products The PRC
Xinjiaodian (Chengdu) Auto Maintain Co. Ltd.	The PRC 27 April 2005	Limited liability company	RMB11,584,870 Registered capital	RMB11,584,870	90.97%	Automobile repair, maintenance and restyling services; sales of automobile products The PRC
New Focus Richahaus Co. Ltd. ("Richahaus")	Taiwan 15 September 2006	–	NT\$202,574,000 Share capital	NT\$202,574,000	81.32%	Automobile repair maintenance and restyling services; sales of automobile products Taiwan
Shandong New Focus Longsheng Auto Parts Co. Ltd.	The PRC 26 April 2006	Limited liability company	US\$4,012,700 Registered capital	US\$4,012,700	58.99%	Manufacture and sale of automobile accessories The PRC

NOTES TO THE FINANCIAL STATEMENTS

21. INTERESTS IN SUBSIDIARIES (Continued)

Company name	Country/place and date of incorporation/ establishment	Legal form of entities for those established in the PRC	Registered capital/share capital	Issued and fully paid up capital	Percentage of attributable equity interest	Principal activities/place of operation
Beijing Aiyihang Auto Service Ltd. ("Aiyihang")	The PRC September 1997	Limited liability company	RMB38,500,000 Registered capital	RMB38,500,000	60%	Automobile repair, maintenance and restyling services; sales of automobile products The PRC
Shenzhen Yonglonghang Auto Service Ltd.	The PRC June 2002	Limited liability company	RMB13,000,000 Registered capital	RMB13,000,000	100%	Automobile repair, maintenance and restyling services; sales of automobile products The PRC
Zhejiang Autoboom Industrial Co., Limited	The PRC December 2008	Limited liability company	RMB28,000,000 Registered capital	RMB28,000,000	51%	Trading of automobile products The PRC
Hubei Autoboom Auto Accessories Supermarket Co., Limited	The PRC 28 July 2009	Limited liability company	RMB19,800,000 Registered capital	RMB19,800,000	51%	Trading of automobile products The PRC
Shanghai Astrace Trade Development Co., Limited	The PRC 11 August 2003	Limited liability company	RMB12,000,000 Registered capital	RMB12,000,000	51%	Trading of automobile products The PRC
New Focus Auto Tech Inc.	United States of America ("USA") 24 November 2009	–	US\$100,000 Registered capital	US\$100,000	100%	Investment holding USA
IPO Automotive Corporation Limited	Taiwan 8 June 2012	–	NT\$40,000,000 Share capital	NT\$40,000,000	97.5%	Automobile repair maintenance and restyling services; sales of automobile products Taiwan
Changchun Guangda Automobile Trading Co., Ltd	The PRC 31 January 2002	Limited liability company	RMB47,800,000 Registered capital	RMB47,800,000	51%	Automobile repair, maintenance and restyling services; sales of automobile products The PRC

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

Note:

- (i) The subsidiary is registered as a wholly-foreign-owned enterprise under the PRC law.

NOTES TO THE FINANCIAL STATEMENTS

22. TRADING SECURITIES

The Group

The balance represented investments in equity securities that were listed in the PRC, and were stated at fair value based on quoted market prices as at the end of reporting period.

23. INVENTORIES

The Group

	2012 RMB'000	2011 RMB'000
Raw materials	23,162	32,339
Work-in-progress	28,000	29,571
Finished goods	29,104	18,228
Merchandise goods	213,568	230,331
	293,834	310,469

24. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES

(a) Trade receivables

The Group

	2012 RMB'000	2011 RMB'000
Trade receivables	208,117	231,411
Less: allowance for doubtful debts	(14,917)	(1,038)
	193,200	230,373

NOTES TO THE FINANCIAL STATEMENTS

24. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

(a) Trade receivables (Continued)

- (i) The average credit period to the Group's trade debtors is 30 days.
- (ii) The movements in the allowance for doubtful debts during the year, including both specific and collective loss components, are as follows:

The Group

	2012 RMB'000	2011 RMB'000
At beginning of year	1,038	1,447
Additional allowance for the year (Note 9)	13,879	5
Bad debts written off	—	(414)
At end of year	14,917	1,038

As at 31 December 2012, the Group's trade receivables of RMB45,259,000 (2011: RMB24,478,000) were individually determined to be partially impaired. Such trade receivables related to customers that were in financial difficulties or had a prolonged delay in settlement, and management assessed that only a portion of the receivables is expected to be recovered. Consequently, an accumulated allowance for doubtful debts of RMB14,917,000 (2011: RMB1,038,000) is made as at 31 December 2012. The Group does not hold any collateral over these balances.

Except for the above, no allowance has been made for estimated irrecoverable amounts from the sale of goods and provision of services.

NOTES TO THE FINANCIAL STATEMENTS

24. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

(a) Trade receivables (Continued)

- (iii) The ageing analysis of trade receivables at the end of reporting period by invoice date is as follows:

The Group

	2012 RMB'000	2011 RMB'000
Current to 30 days	49,702	136,317
31 to 60 days	56,517	45,222
61 to 90 days	30,488	25,394
Over 90 days	71,410	24,478
	208,117	231,411
Less: allowance for doubtful debts	(14,917)	(1,038)
	193,200	230,373

- (iv) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

The Group

	2012 RMB'000	2011 RMB'000
Neither past due nor impaired	69,745	168,675
Less than 1 month past due	55,625	27,604
1 to 2 months past due	37,488	10,654
	93,113	38,258
	162,858	206,933

NOTES TO THE FINANCIAL STATEMENTS

24. TRADE RECEIVABLES, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

(a) Trade receivables (Continued)

(iv) (Continued)

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. The Group does not hold any collateral over these balances.

(b) Prepayments and other receivables

Current year non-current prepayments were made for acquisition of items of property, plant and equipment. Prior year non-current prepayments mainly represented (i) a consideration prepaid for a land use right in respect of a land located in Shanghai; and (ii) prepayments made for acquisition of items of property, plant and equipment.

Non-current prepayment of RMB1,000,000 (2011: RMB1,500,000) represented a consideration prepaid for proposed acquisition of equity interest in a target entity established in the PRC.

Included in the Group's deposits, prepayments and other receivables classified under current assets are (i) amounts due from non-controlling owners of subsidiaries and their family members of approximately RMB2,538,000 as at 31 December 2012 (2011: RMB1,260,000) which are unsecured, interest-free, and repayable on demand; and (ii) a deposit of RMB40,000,000 paid for the proposed acquisition of equity interests of companies. According to the acquisition agreement dated 30 March 2012, the entire consideration for the proposed acquisition amounted to RMB80,000,000, completion of which are subject to certain conditions which have not been fulfilled during the year. According to the revocation agreement of the proposed acquisition dated 9 December 2012, the proposed acquisition was revoked and the deposit of RMB40,000,000 shall be refunded to the Group by two instalments on 30 June 2013 and 31 December 2013.

25. AMOUNTS DUE FROM/TO RELATED COMPANIES, NON-CONTROLLING OWNERS OF SUBSIDIARIES AND A RELATED PARTY

(a) Amounts due from related companies

Amounts due from related companies, which are disclosed pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, are as follow:

(i) Custom Accessories Asia Limited ("Custom Accessories")

Interests are held by Mr. Matthew and his close family members. Details of the balance with Custom Accessories are as follows:

	2012 RMB'000	2011 RMB'000
Balance at 1 January	1,389	1,622
Balance at 31 December	137	1,389
Maximum amount outstanding during the year	2,658	2,221

NOTES TO THE FINANCIAL STATEMENTS

25. AMOUNTS DUE FROM/TO RELATED COMPANIES, NON-CONTROLLING OWNERS OF SUBSIDIARIES AND A RELATED PARTY

(a) Amounts due from related companies (Continued)

(ii) CAE Direct Import Ltd. ("Custom Accessories Europe")

Interests are held by Mr. Matthew and his close family members. Details of the balance with Custom Accessories Europe are as follows:

	2012 RMB'000	2011 RMB'000
Balance at 1 January	738	—
Balance at 31 December	674	738
Maximum amount outstanding during the year	738	776

(iii) Liaoning Xin Tian Cheng Business Management Co., Ltd. ("XTC Business Management")

Interests are held by Tong Yan and Li Hai Peng who are non-controlling owners of a subsidiary of the Group as at the end of reporting period. Details of the balance with XTC Business Management are as follows:

	2012 RMB'000	2011 RMB'000
Balance at 1 January	8,937	—
Balance at 31 December	7,989	8,937
Maximum amount outstanding during the year	12,694	11,625

Amounts due from Custom Accessories and Custom Accessories Europe arise from trading activities with aging from current to 30 days. Amount due from XTC Business Management arises from trading activities which has no fixed terms of repayment. The amounts due from the related companies are unsecured and interest-free.

There was no amount due but unpaid, nor any allowance for doubtful debts made against the principal amounts as at 31 December 2011 and 2012.

(b) Amounts due to non-controlling owners of subsidiaries

As at 31 December 2011 and 2012, the amounts due to non-controlling owners of subsidiaries are unsecured, interest-free and repayable on demand.

(c) Amount due to a related party

The amount due to a related party who is a close family member of a non-controlling owner of a subsidiary is unsecured, interest-free and has no fixed terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS

26. BANK BORROWINGS, SECURED

The Group

	2012 RMB'000	2011 RMB'000
Bank loans	262,786	187,447
Bank overdrafts	169	—
	262,955	187,447
Bank borrowings are repayable as follows:		
On demand or within one year	249,307	175,549
After one year but within two years	1,629	1,210
After two years but within five years	4,872	10,688
After five years	7,147	—
	262,955	187,447
Amount due within one year included in current liabilities	(249,307)	(175,549)
Amount included in non-current liabilities	13,648	11,898

As at 31 December 2011 and 2012, the banking facilities are secured by (i) the Group's certain freehold land and buildings with an aggregate net carrying amount of RMB81,118,000 (2011: RMB83,980,000); (ii) the Group's certain leasehold land and land use rights of RMB17,195,000 (2011: RMB17,688,000); (iii) the Group's certain investment properties of RMB40,366,000 (2011: RMB17,800,000); (iv) personal guarantees from a director of the Company and a director of a subsidiary, and their spouses; (v) pledged time deposits of RMB8,588,000 (2011: RMB3,587,000); and (vi) corporate guarantees of the Company and subsidiaries.

Most of the bank loans bear floating interest rates ranging from 2.31% to 7.216% per annum (2011: 1.74% to 7.32% per annum). The bank overdrafts were repayable on demand and bore interest at the lending rate stipulated by the People's Bank of China applicable to the 6-month loan.

NOTES TO THE FINANCIAL STATEMENTS

26. BANK BORROWINGS, SECURED (Continued)

As at 31 December 2012, the Group had available undrawn committed banking facilities of RMB217,628,000 (2011: RMB89,726,000) in respect of which all conditions precedent were met.

	2012 RMB'000	2011 RMB'000
Bank borrowings of the Group were denominated in:		
RMB	222,030	162,707
United States dollars ("US\$")	3,143	6,301
Taiwan dollars ("NTD")	37,782	18,439
	262,955	187,447

The Company

The Company's bank loan bears floating interest rate at SIBOR plus 2% (2011: SIBOR plus 1.3%) with effective interest rate of 2.46% (2011: 1.74%) per annum and is denominated in US\$ (2011: US\$).

27. TRADE PAYABLES

The ageing analysis of trade payables of the Group at the end of reporting period by invoice date is as follows:

	2012 RMB'000	2011 RMB'000
Current to 30 days	109,282	139,033
31 to 60 days	40,104	29,855
61 to 90 days	37,524	11,715
Over 90 days	54,574	35,098
	241,484	215,701

The average credit period for the Group's trade creditors is 60 days.

NOTES TO THE FINANCIAL STATEMENTS

28. RENMINBI-DENOMINATED BONDS

The Group and the Company

	2012 RMB'000	2011 RMB'000
At beginning of year	200,692	—
Fair value at inception, net of issue costs	—	196,970
Imputed interest expense (<i>Note 8</i>)	9,014	3,722
Interest payment during the year	(7,521)	—
Less: interest payable included in other payables under current liabilities	(2,813)	(2,813)
	199,372	197,879
Portion classified as current liabilities	(199,372)	—
Non-current portion	—	197,879

On 17 August 2011, the Company issued bonds in the principal amount of RMB200,000,000 to international institutional investors. The coupon interest rate of the bonds is 3.75% per annum and the maturity period is two years from the date of issue, i.e. 17 August 2013. Interest is payable in arrear on the date falling upon each half anniversary of this bond. The Company may repay any part of the principal amount of the bonds at any time from the date of issue to the date immediately prior to the maturity date.

The fair value of the bonds at the issue date was approximately RMB196,970,000, after net-off of the issue costs. The effective interest rate of the bonds is determined to be 4.59% per annum.

NOTES TO THE FINANCIAL STATEMENTS

29. CONVERTIBLE BONDS

The Group and the Company

In December 2011, the Company issued redeemable convertible bonds (the “CBs”) in the principal amount of US\$38,201,001 (equivalent to RMB241,999,000) to international institutional investors. The net proceeds of the CBs available to the Group was RMB232,087,000, after net-off of issue costs of RMB9,912,000. The CBs are non-interest-bearing and are mandatorily convertible into ordinary shares of the Company at an initial conversion price of HK\$2.781 per conversion share (subject to anti-dilutive adjustments in accordance with the terms of the CBs), at any time during the period commencing from the three months after date of issue of CBs to the maturity date of the CBs.

The CBs are denominated in US\$ with fixed exchange rates with RMB and Hong Kong dollars (“HK\$”) upon issuance. The maturity date of the CBs will be the date falling on the fourth anniversary of the issue date (i.e. December 2015) and the CBs can be converted into ordinary shares of the Company at the holder’s option at initial conversion price of HK\$2.781 per shares, subject to certain anti-dilutive adjustments.

Under the subscription agreements of the CBs, if the Group fails to achieve ninety-five per cent of thirty-two per cent average growth rate of basic earnings per share (“EPS”) excluding the impacts of the CBs per year on a compounding basis for the years from 2011 to 2014, the Company shall pay to the holders, on the maturity date, in cash and in US\$ an amount which shall be equivalent to sixty-four per cent of the principal amount of the CBs.

The investors of the CBs are entitled to request the redemption of the outstanding CBs (if not converted in full) and the payment in cash and in US\$ of the principal amount of such remaining CBs and an amount of interest representing 20% of the internal rate of return of the principal amount from the date of issuance of the CBs to the payment date, upon giving forty-five (45) days’ notice in writing, under certain conditions, inter alia, the difference between the basic EPS and the fully diluted EPS as stated in the audited annual consolidated financial statements exceeds 10% in average for the years from 2011 to 2014 (excluding the effect on such difference arising from the issuance of CBs under the subscription agreement).

The fair values of the liability component and the equity component were determined at the issuance of the CBs. The fair value of the liability component upon issuance, included in non-current liabilities, was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity component, is included in convertible bonds reserve net of deferred income taxes (where applicable) under shareholders’ equity.

NOTES TO THE FINANCIAL STATEMENTS

29. CONVERTIBLE BONDS (Continued)

The Group and the Company (Continued)

The CBs recognised in the consolidated and company statements of financial position is calculated as follows:

	RMB'000
Face value of CBs upon issuance, net of issue costs	232,087
Equity component	(110,427)
Liability component on initial recognition	121,660
Imputed interest expense (Note 8)	601
Liability component at 31 December 2011 and 1 January 2012	122,261
Imputed interest expense (Note 8)	7,620
Liability component at 31 December 2012	129,881

The fair value of the liability component of the CBs upon issuance is calculated by computing the present value of all future cash flows discounted by the prevailing market rate of interest for non-convertible borrowing of 6.09% per annum based on a professional valuation report issued by RHL Appraisal Limited, an independent firm of professionally qualified valuers. The initially recognised liability component and equity component of the CBs amounted to RMB121,660,000 and RMB110,427,000 respectively after net-off of the issue costs on a pro-rata basis.

Among other undertakings in relation to the CBs, Mr. Hung Wei-Pi, John, who is a director and a shareholder of the Company, irrevocably and unconditionally indemnifies, defends and holds harmless the investors of the CBs (and their successor or assign) from and against any and all losses, costs, and claims suffered by the investors or incurred by the investors that arise from any breach by Mr. Hung Wei-Pi, John of the representations, warranties and undertakings contained in the deed of undertakings.

NOTES TO THE FINANCIAL STATEMENTS

30. DEFERRED TAX

The Group

The movements in deferred tax assets/(liabilities) are as follows:

Deferred tax assets:

	Tax losses RMB'000	Accrued expenses RMB'000	Others RMB'000	Total RMB'000
At 1 January 2011	—	65	32	97
Credited to profit or loss (<i>Note 11</i>)	—	129	—	129
Exchange realignment	—	(4)	—	(4)
At 31 December 2011 and 1 January 2012	—	190	32	222
Credited to profit or loss (<i>Note 11</i>)	2,590	—	—	2,590
Exchange realignment	40	7	—	47
At 31 December 2012	2,630	197	32	2,859

The above tax losses are available for a period of ten years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have been recognised in respect of the above item as the directors, in their opinion, consider it is probable that taxable profits will be available and the above item can be utilised.

In accordance with the PRC tax law, tax losses may be carried forward against future taxable income for a period of five years. As at 31 December 2012, the Group had unrecognised tax losses carried forward of RMB177,144,000 (2011: RMB66,738,000). As at 31 December 2011, the Group did not recognise any deferred tax asset arising from such tax losses as management is of the view that it was not probable that such benefits of tax losses would be realised before they expire.

NOTES TO THE FINANCIAL STATEMENTS

30. DEFERRED TAX (Continued)

The Group

Deferred tax liabilities:

	Other intangible assets RMB'000	Fair value gain on investment properties RMB'000	Accrued subsidy income RMB'000	Total RMB'000
At 1 January 2011	(61,285)	(4,277)	(192)	(65,754)
Acquisition of subsidiaries (Note 33)	(20,354)	—	—	(20,354)
Effect of change in tax rate (Note 11)	(261)	—	—	(261)
Charged to profit or loss (Note 11)	(37)	(153)	—	(190)
Exchange realignment	35	—	—	35
At 31 December 2011 and 1 January 2012	(81,902)	(4,430)	(192)	(86,524)
Acquisition of subsidiaries (Note 33)	(11,679)	—	—	(11,679)
Effect of change in tax rate (Note 11)	(131)	—	—	(131)
Credited to profit or loss (Note 11)	30,629	(76)	—	30,553
Exchange realignment	(11)	—	—	(11)
At 31 December 2012	(63,094)	(4,506)	(192)	(67,792)

A 10% PRC withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

No deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred tax liabilities have not been recognised approximately RMB12,825,000 at 31 December 2012 (2011: RMB18,285,000).

NOTES TO THE FINANCIAL STATEMENTS

31. SHARE CAPITAL

	2012		2011	
	Number of shares '000	Amount HK\$'000	Number of shares '000	Amount HK\$'000
Authorised:				
Ordinary shares of HK\$0.1 each	2,000,000	200,000	2,000,000	200,000

	2012			2011		
	Number of shares '000	Amount HK\$'000	Amount RMB'000	Number of shares '000	Amount HK\$'000	Amount RMB'000
Issued and fully paid:						
At beginning of year	576,717	57,672	58,256	541,738	54,174	55,317
Consideration issues (Note 33)	18,226	1,822	1,478	41,739	4,174	3,496
Repurchases and cancellation of shares (Note (i))	(3,640)	(364)	(291)	(6,760)	(676)	(557)
At end of year	591,303	59,130	59,443	576,717	57,672	58,256

Note:

- (i) During the year ended 31 December 2012, by virtue of exercise of the rights granted by the Company's shareholders to the directors under general mandate, the Company repurchased on the Stock Exchange 3,640,000 (2011: 6,760,000) ordinary shares of HK\$0.1 each at a total consideration after expenses of RMB5,503,000 (2011: RMB11,017,000). These shares were cancelled after repurchases during the respective year.

NOTES TO THE FINANCIAL STATEMENTS

32. RESERVES

(i) Reserves of the Group

(a) Share premium

The balance represents the excess of consideration received for issue of shares over the corresponding par value of the issued shares. The application of the share premium account is governed by the applicable laws of the Cayman Islands.

(b) Statutory reserve fund

The Group's wholly-owned-foreign subsidiaries established in the PRC are required to transfer no less than 10% of the profit after taxation, as determined in accordance with the applicable PRC accounting standards, to statutory reserve fund until the fund aggregates to 50% of their respective registered capital.

The statutory reserve fund can only be used, upon approval by the respective board of directors, to offset accumulated losses or increase capital.

(c) Reorganisation reserve mainly represents:

- (i) the difference of RMB8,263,000 between the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation and the nominal value of Perfect Progress's shares issued in exchange therefor;
- (ii) in 2001, Custom Accessories, the former investor of New Focus Light & Power, contributed capital of RMB19,959,000;
- (iii) as part of the reorganisation and pursuant to the share transfer agreement dated 3 June 2002, which became effective on 20 June 2002 according to the Certificate of Approval issued by the Shanghai People's Government (the "Certificate of Approval"), Mr. Hung Wei-Pi, John, the sole shareholder of Sharp Concept Industrial Limited which held 60% ownership of Perfect Progress, purchased 10% of the equity interest of NFA Parts (the "Transferring Interests") from the original local shareholder of NFA Parts at RMB2,800,000. Pursuant to the share transfer agreement dated 4 December 2002, which became effective on 12 December 2002 according to the Certificate of Approval, Perfect Progress acquired the Transferring Interests from Mr. Hung Wei-Pi, John, in consideration of the allotment and issue of 40 shares of US\$1.00 each in Perfect Progress to Sharp Concept Industrial Limited. The difference of RMB6,312,000 between the nominal value of the shares of Perfect Progress and the Transferring Interests' share of the fair value of NFA Parts on acquisition pursuant to the reorganisation is accounted for as reorganisation reserve of the Group;

NOTES TO THE FINANCIAL STATEMENTS

32. RESERVES (Continued)

(i) Reserves of the Group (Continued)

(c) Reorganisation reserve mainly represents: (Continued)

(iv) on 13 February 2005, an aggregate of 90 shares were allotted and issued by the Company in exchange for the 100% of share interest in Perfect Progress. The difference of RMB4,000 between the nominal value of the shares issued by the Company and Transferring Interest's share of the fair value of Perfect Progress pursuant to the reorganisation is accounted for as reorganisation reserve of the Group; and

(v) on 13 February 2005, the directors of the Company were authorised to capitalise HK\$29,999,990 towards paying up in full at par 299,999,900 shares for allotment.

(d) Enterprise expansion fund

In accordance with the Company Law of the PRC and the articles of association of a subsidiary, a subsidiary shall appropriate 5% of its annual statutory net profit (after offsetting any prior years' losses) to enterprise expansion fund.

(e) Others comprises of share options reserve and property revaluation reserve. In the prior year, the balance also comprise consideration payables to be settled by issue of fixed number of the Company's shares.

The share options reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Company and other parties recognised in accordance with the accounting policy in Note 4(r).

The property revaluation reserve represents the gains/losses arising on the revaluation of property (other than investment property). The balance on this reserve is wholly undistributable.

(f) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy in Note 4(p).

(g) Convertible bonds reserve

The balance represents the equity component of outstanding convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in Note 4(k)(iii).

NOTES TO THE FINANCIAL STATEMENTS

32. RESERVES (Continued)

(ii) Reserves of the Company

		Share premium	Contributed surplus	Convertible bonds reserve	Others	Accu- mulated losses	Total
	Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2011		223,155	84,242	–	50,707	(46,758)	311,346
Loss and total comprehensive income for the year		–	–	–	–	(22,506)	(22,506)
Recognition of equity-settled share-based payments	38	–	–	–	250	–	250
Issue of convertible bonds	29	–	–	110,427	–	–	110,427
Consideration issues	33	73,776	–	–	(49,800)	–	23,976
Repurchases and cancellation of shares	31(i)	(10,460)	–	–	557	(557)	(10,460)
At 31 December 2011 and 1 January 2012		286,471	84,242	110,427	1,714	(69,821)	413,033
Loss and total comprehensive income for the year		–	–	–	–	(180,604)	(180,604)
Recognition of equity-settled share-based payments	38	–	–	–	150	–	150
Consideration issues	33	14,933	–	–	–	–	14,933
Repurchases and cancellation of shares	31(i)	(5,212)	–	–	291	(291)	(5,212)
At 31 December 2012		296,192	84,242	110,427	2,155	(250,716)	242,300

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS

In January 2012, the Group acquired 100% equity interests in two subsidiaries located in Shandong (collectively “Shandong AYH”), companies established in the PRC, for a total consideration of approximately RMB2,335,000 in cash which was paid in full. Shandong AYH are engaged in the automobile repair, maintenance and restyling services; sales of automobile products.

In October 2012, the Group acquired 51% equity interest in Changchun Guangda Automobile Trading Co., Limited (“Changchun Guangda”), a company established in the PRC, for a total estimated nominal consideration of approximately RMB198,900,000 (subject to adjustment) which is payable as to RMB179,010,000 by cash and as to RMB19,890,000 by issue of consideration shares of the Company. Changchun Guangda is engaged in the provision of comprehensive auto after-sales services and trading of automobile related products in Changchun, Jilin Province, the PRC. Please refer to the circular of the Company dated 24 September 2012 for further details.

In November 2012, the Group acquired 97.5% equity interest in IPO Automotive Cooperation Limited (“IPO Automotive”), a company established in the Taiwan, for a total estimated nominal consideration of approximately NTD210,000,000 (or equivalent to approximately RMB45,444,000) (subject to adjustment) which is payable as to NTD178,500,000 (or equivalent to approximately RMB38,627,000) by cash and as to NTD31,500,000 (or equivalent to approximately RMB6,817,000) by issue of consideration shares of the Company. IPO Automotive is engaged in the provision of professional car-wash & detailing business in Taiwan.

The Group elected to measure the non-controlling interests in Changchun Guangda and IPO Automotive at the non-controlling interests’ proportionate share of fair values of Changchun Guangda’s and IPO Automotive’s identifiable net assets, respectively.

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

The fair values of identifiable assets and liabilities of the acquirees as at the respective dates of acquisitions were as follow:

		Changchun Guanda		IPO Automotive		Shandong AYH	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
	Notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Property, plant and equipment	16	11,868	11,868	1,279	1,279	6,238	6,238
Leasehold land and land use rights	17	17,023	17,023	—	—	—	—
Other intangible assets	20	—	43,194	—	4,924	—	—
Inventories		13,841	13,841	5,375	5,635	5,498	5,498
Tax recoverable		941	941	—	—	—	—
Trade receivables		5,532	5,532	1,500	1,500	8	8
Prepayments and other receivables		5,893	5,893	1,270	1,270	2,596	2,596
Cash and cash equivalents		15,695	15,695	1,954	1,954	916	916
Trade payables		(10,822)	(10,822)	(512)	(512)	(6,757)	(6,757)
Accruals and other payables		(13,461)	(13,461)	(1,880)	(1,880)	(1,300)	(1,300)
Tax payable		—	—	(330)	(330)	—	—
Amounts due to non-controlling owners		—	—	—	—	(6,000)	(6,000)
Amounts due to the Group		—	—	—	—	(9,081)	(9,081)
Deferred tax liabilities recognised upon fair value adjustments	30	—	(10,798)	—	(881)	—	—
			78,906		12,959		(7,882)
Less: Non-controlling interests			(38,664)		(324)		—
Total identifiable net assets/ (liabilities) at fair value			40,242		12,635		(7,882)
Goodwill on acquisition	19		142,804		27,878		10,217
Total consideration			183,046		40,513		2,335
Cash paid during the year			86,190		15,581		835
Prepayment made in prior year			—		—		1,500
Shares of the Company issued (Note (a))			16,411		—		—
Consideration payable by cash (Note (b))			80,445		19,101		—
Consideration payable by shares (Note (c))			—		5,831		—
Total consideration			183,046		40,513		2,335

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

Notes:

- (a) The balances represent fair values of considerations settled by the issue of fixed number of the Company's approximately 18,226,000 ordinary shares for the acquisition of Changchun Guangda, with nominal value of RMB19,890,000 in accordance with the equity transfer agreement. The fair value of the consideration shares of RMB16,411,000 for the acquisition of Changchun Guangda was determined with reference to the market share price of the Company's shares as at the date of the acquisition and was credited to the equity of the Company and the Group. Approximately 18,226,000 consideration shares have been allotted and issued during the current year (Note 31). Such shares rank *pari passu* with the existing issued shares.
- (b) The balances are consideration payables to be settled in cash which included contingent considerations subject to the achievement of respective target earnings of Changchun Guangda and IPO Automotive and other conditions. Included in the amounts are aggregate consideration payables with carrying values of RMB74,789,000 as at 31 December 2012 which are repayable beyond one year after the end of the reporting period and therefore are classified under non-current liabilities of the Group as at 31 December 2012.
- (c) The balances are consideration payables to be settled in shares which included contingent considerations subject to the achievement of respective target earnings of IPO Automotive. The number of shares to be issued has yet to be fixed as at the end of the reporting period and therefore is recognised as liabilities of the Group. Included in the amounts are aggregate consideration payables with carrying values of RMB3,557,000 as at 31 December 2012 which are repayable beyond one year after the end of the reporting period and therefore are classified under non-current liabilities of the Group as at 31 December 2012.

The directors consider that the acquisitions are synergistic to the Group's overall auto after-sales services and retail business. The directors considered that the acquisition of Shandong AYH can extend operations in the Jinan region and strengthen the Group's leading position in Shandong Province and expected that the acquisition of Changchun Guangda to strengthen the Group's leading position and sales in the auto after-sale services market in the PRC.

The directors consider that the acquisition of IPO Automotive would allow the Group to gain expertise in the high-margin professional car wash and detailing business in Taiwan in the near future.

The fair values of trade receivables of Changchun Guangda, IPO Automotive and Shandong AYH as at the respective dates of acquisitions amounted to RMB5,532,000, RMB1,500,000 and RMB8,000, respectively. The gross contractual values of trade receivables of Changchun Guangda, IPO Automotive and Shandong AYH were RMB5,532,000, RMB1,500,000 and RMB8,000, respectively, of which no trade receivables are expected to be uncollectible.

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

Since the acquisitions in 2012, Changchun Guangda, IPO Automotive and Shandong AYH contributed RMB23,942,000, RMB2,123,000 and RMB42,612,000 to the Group's turnover and the profit of RMB5,448,000, profit of RMB1,101,000 and loss of RMB3,356,000 to the Group's results for the current year, respectively. Had the acquisitions taken place at the beginning of the current year, the turnover and the loss of the Group for the year ended 31 December 2012 would have been RMB1,465,631,000 and RMB356,293,000, respectively.

As part of the acquisition agreements, the acquisition considerations of equity interests in Changchun Guangda and IPO Automotive are subject to adjustments by amounts equal to the difference between the respective initial considerations and the actual prices.

- (i) For acquisition of Changchun Guangda, actual price is determined in accordance with actual net profit of Changchun Guangda attributable to the Group for the twelve calendar months after the date of acquisition with adjusted price/earnings ratios of effective 8 to 15 times depending on the level of actual net profit and the number of new branches. The final consideration of the acquisition is capped at RMB198,900,000. At 31 December 2012 and the date of approval of these financial statements, no significant change to the consideration is expected.
- (ii) For acquisition of IPO Automotive, actual price is determined in accordance with the difference between actual net profit of IPO Automotive attributable to the Group for the approximately fifteen calendar months after the date of acquisition less an amount of approximately RMB2,104,000, with a ratio of 3.5 times. The final consideration of the acquisition is capped at NTD210,000,000 (or equivalent to approximately RMB45,444,000). At 31 December 2012 and the date of approval of these financial statements, no significant change to the consideration is expected.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

	Changchun Guangda RMB'000	IPO Automotive RMB'000	Shandong AYH RMB'000
Purchase considerations settled in cash in the current year	86,190	15,581	835
Cash and cash equivalents in the subsidiaries acquired	(15,695)	(1,954)	(916)
Net cash outflow/(inflow) on acquisitions	70,495	13,627	(81)

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS *(Continued)*

The above goodwill, which was not deductible for tax purposes, comprises the acquired workforce and the value of expected synergies arising from the combination of the acquired businesses with the existing operations of the Group.

The acquisition-related costs of RMB1,652,000 had been expensed for the acquisition of Changchun Guangda, IPO Automotive and Shandong AYH and were included in administrative expenses.

In July 2011, the Group acquired 51% equity interest in Shanghai Astrace Trade Development Co., Limited ("Shanghai Astrace"), a company established in Shanghai, the PRC, for a total nominal consideration of approximately RMB64,260,000 which is payable as to RMB36,757,000 by cash and as to RMB27,503,000 by issue of consideration shares of the Company. Shanghai Astrace is engaged in the trading of automobile products mainly including glass window tinting and paint filming ("Filming") in Shanghai, the PRC.

In September 2011, the Group acquired 51% equity interest in Hubei Autoboom Auto Accessories Supermarket Co., Ltd. ("Hubei Autoboom"), a company established in Hubei Province, the PRC, for a total consideration of approximately RMB87,258,000 in cash. Hubei Autoboom is engaged in trading of automobile products in Hubei Province, the PRC.

In the prior year, the Group elected to measure the non-controlling interests in Shanghai Astrace and Hubei Autoboom at the non-controlling interests' proportionate share of fair values of Shanghai Astrace's and Hubei Autoboom's identifiable net assets, respectively.

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

The fair values of identifiable assets and liabilities of the acquirees as at the respective dates of acquisitions were as follow:

	Notes	Shanghai Astrace		Hubei Autoboom	
		Carrying value RMB'000	Fair value RMB'000	Carrying value RMB'000	Fair value RMB'000
Property, plant and equipment	16	2,255	2,255	1,571	1,571
Other intangible assets	20	18	50,972	–	30,460
Inventories		12,622	12,622	18,139	18,139
Trade receivables		2,825	2,825	13,358	13,358
Other receivables		1,913	1,913	4,965	4,965
Cash and cash equivalents		7,177	7,177	4,618	4,618
Trade payables		(1,044)	(1,044)	(9,553)	(9,553)
Accruals and other payables		(9,881)	(9,881)	(4,087)	(4,087)
Tax payable		(117)	(117)	(484)	(484)
Amounts due to non-controlling owners		–	–	(4,750)	(4,750)
Bank borrowings		–	–	(2,200)	(2,200)
Deferred tax liabilities recognised upon fair value adjustments	30	–	(12,739)	–	(7,615)
			53,983		44,422
Less: Non-controlling interests			(26,467)		(21,767)
Total identifiable net assets at fair value			27,516		22,655
Goodwill on acquisition	19		36,713		64,603
Total consideration			64,229		87,258
Cash paid during the year			31,506		8,726
Shares of the Company issued (Note (a))			27,472		–
Consideration payable by cash (Note (b))			5,251		78,532
Total consideration			64,229		87,258

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

Notes:

- (a) The balances represented fair values of considerations settled by the issue of fixed number of the Company's approximately 13,789,000 ordinary shares for the acquisition of Shanghai Astrace, with nominal value of RMB27,503,000 in accordance with the acquisition agreement. The fair value of the consideration shares of RMB27,472,000 for acquisition of Shanghai Astrace was determined with reference to the market share price of the Company's shares as at the date of the acquisition and was credited to the equity of the Company and the Group. Approximately 13,789,000 consideration shares have been allotted and issued in the prior year. Such shares rank pari passu with the existing issued shares.
- (b) The balances were consideration payables to be settled in cash which included contingent considerations subject to the achievement of respective target earnings of Shanghai Astrace and Hubei Autoboom. Included in the amounts are aggregate consideration payables with carrying value of RMB7,002,000 as at 31 December 2011 which was repayable beyond one year after the end of the reporting period and therefore were classified under non-current liabilities of the Group as at 31 December 2011.

The Group had no presence in the trading of Filming in Shanghai and the wholesale of automobile products in Hubei Province before the acquisitions of equity interests in Shanghai Astrace and Hubei Autoboom, respectively. Shanghai Astrace is engaged in the trading of Filming in PRC. Hubei Autoboom has been operating in the cities with well established network and reputation. It has been the Group's plan to explore the opportunity to diversify its trading products and to extend operations in the above regions and strengthen establishment in other major provinces in the Greater China Region. Given the vast differences in the level of economic development and consumer behaviours and preference in different cities in the Greater China Region, entry into such provinces through acquisitions of Shanghai Astrace and Hubei Autoboom, companies already operating there, would be the most efficient and effective way in terms of both time and costs.

The fair values of trade and other receivables of Shanghai Astrace and Hubei Autoboom amounted to RMB4,738,000 and RMB18,323,000, respectively. The gross contractual values of trade and other receivables were RMB4,738,000 and RMB18,323,000, respectively, of which no trade and other receivables are expected to be uncollectible.

Since the acquisitions in 2011, Shanghai Astrace and Hubei Autoboom contributed RMB34,217,000 and RMB28,067,000 to the Group's turnover and the profit of RMB7,664,000 and RMB4,596,000 to the Group's results for the prior year, respectively. Had the acquisitions taken place at the beginning of the prior year, the turnover and the profit of the Group for the year ended 31 December 2011 would have been RMB1,574,178,000 and RMB63,102,000, respectively.

NOTES TO THE FINANCIAL STATEMENTS

33. BUSINESS COMBINATIONS (Continued)

As part of the acquisition agreements, the acquisition considerations of equity interests in Shanghai Astrace and Hubei Autoboom are subject to adjustments by amounts equal to the difference between the respective initial considerations and the actual prices. Actual price is determined in accordance with actual net profits of the acquired subsidiaries attributable to the Group for the twelve calendar months after the respective dates of acquisition agreements with price/earnings ratios of 9.0 to 9.5 times. If the respective actual price is greater than the respective initial consideration, the Group shall not pay the difference to the respective vendors. If the actual price is smaller than the respective initial consideration, the vendors shall pay the differences to the Group. At the date of approval of these financial statements, no significant change to the consideration is expected.

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

	Shanghai Astrace RMB'000	Hubei Autoboom RMB'000
Purchase considerations settled in cash in the prior year	31,506	8,726
Cash and cash equivalents in the subsidiaries acquired	(7,177)	(4,618)
Net cash outflow on acquisitions	24,329	4,108

The above goodwill, which was not deductible for tax purposes, comprises the acquired workforce and the value of expected synergies arising from the combination of the acquired businesses with the existing operations of the Group.

The acquisition-related costs of RMB480,000 had been expensed and were included in administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS

34. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

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

The Group

	2012 RMB'000	2011 RMB'000
Cash and cash equivalents were denominated in:		
RMB	91,203	156,411
US\$	12,804	150,205
HK\$	2,175	3,614
NTD	27,544	16,576
Others	—	34
	133,726	326,840
	2012 RMB'000	2011 RMB'000
Pledged time deposits were denominated in:		
RMB	5,180	1,282
US\$	1,889	1,260
NTD	1,519	1,045
	8,588	3,587

The Company

As at 31 December 2011 and 2012, most of the cash and cash equivalents and pledged time deposits of the Company were denominated in NTD and US\$.

NOTES TO THE FINANCIAL STATEMENTS

35. MAJOR NON-CASH TRANSACTIONS

During the year, prepayment for proposed acquisition of subsidiaries in the amount of RMB1,500,000 was utilised as part of the acquisition consideration upon completion of the acquisition.

During the year, prepayments for acquisition of land use right and property, plant and equipment of RMB14,108,000 were utilised as part of the acquisition consideration upon completion of the acquisitions, out of which RMB8,800,000 and RMB5,308,000 were transferred to leasehold land and land use rights, and property, plant and equipment, respectively.

In the prior year, partial considerations for acquisition of subsidiaries in the aggregate amount of RMB83,783,000 had not been settled by the Group and was included in the Group's accruals and other payables and consideration payables as at 31 December 2011, and partial considerations of RMB27,472,000 was settled by issue of consideration shares in the prior year.

36. COMMITMENTS

Capital commitments outstanding at the end of reporting period not provided for in the financial statements were as follows:

The Group	
	2012 RMB'000
	2011 RMB'000
Capital commitments	
Construction of buildings, contracted but not provided for	41,545
Purchase of other items of properties, plant and equipment	3,093
	44,638
	45,055
Other commitment	
Acquisition of subsidiaries	2,000
	4,500

NOTES TO THE FINANCIAL STATEMENTS

37. OPERATING LEASE ARRANGEMENTS

The Group as lessee

	The Group	
	2012 RMB'000	2011 RMB'000
Minimum lease payments under operating leases recognised as an expense in the year	49,674	43,383

At the end of reporting period, the Group had outstanding minimum commitments under non-cancellable operating leases, which fall due as follows:

	2012 RMB'000	2011 RMB'000
Within one year	54,643	42,504
After one year but within five years	140,605	104,170
After five years	71,738	34,687
	266,986	181,361

The Group as lessor

As at 31 December 2011 and 2012, the Group leased out its investment properties under operating leases.

At the end of reporting period, the Group's total future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2012 RMB'000	2011 RMB'000
Within one year	3,893	5,193
After one year but within five years	7,774	9,263
After five years	4,972	6,065
	16,639	20,521

NOTES TO THE FINANCIAL STATEMENTS

38. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

The Company adopted a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to employees and other parties who contribute to the success of the Group’s operations.

On 28 February 2005, the Company granted share options of 23,780,000 to its employees. The exercise price of the granted options is equal to the closing price of the shares on the date of grant. There are 10 vesting periods ending on consecutive years from 31 December 2006 to 31 December 2014 and the period ending 12 February 2015. The options are exercisable starting from 1 January 2006 to 12 February 2015 subject to accomplishing performance targets or conditions, as determined by the board of directors of the Company.

The Group amortises the fair value of the share options calculated above over the relevant vesting period. Accordingly, an amount of RMB150,000 was charged as an equity-settled share-based payment (2011: RMB250,000) to profit or loss for the year.

The number of the share options as at 1 January 2011, 31 December 2011 and 31 December 2012 is 10,040,000.

At the end of reporting period and the date of approval of these financial statements, the Company had 10,040,000 (2011: 10,040,000) share options outstanding under the Scheme, which represented 1.7% (2011: 1.7%) of the Company’s shares in issue as at 31 December 2012. Of the total number of options outstanding at the end of the reporting period, 6,920,000 (2011: 6,240,000) were exercisable at the end of the reporting period. The exercise in full of the remaining outstanding exercisable and unexercisable share options would, under the present capital structure of the Company, result in the issue of 10,040,000 (2011: 10,040,000) additional ordinary shares of the Company and additional share capital of RMB850,000 (2011: RMB850,000) and share premium of RMB7,142,000 (2011: RMB7,142,000) (before issue expenses and transfer from share options reserve).

NOTES TO THE FINANCIAL STATEMENTS

38. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options outstanding as at 31 December 2011 and 2012 have the following expiry dates and exercise prices:

2012

Expiry date	Exercise price HK\$ per share	Share options		Total '000
		granted to directors '000	granted to employees '000	
12 February 2015	0.94	10,040	–	10,040
Weighted average exercise price (HK\$)		0.94	–	0.94

2011

Expiry date	Exercise price HK\$ per share	Share options		Total '000
		granted to directors '000	granted to employees '000	
12 February 2015	0.94	10,040	–	10,040
Weighted average exercise price (HK\$)		0.94	–	0.94

NOTES TO THE FINANCIAL STATEMENTS

39. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation in full and are not disclosed in this note. Except for disclosed elsewhere in the notes to financial statements, details of transactions between the Group and other related parties are disclosed below.

- (a) During the year and in the ordinary course of business, the Group had the following material transactions with related companies which are not members of the Group:

	2012 RMB'000	2011 RMB'000
(i) Sale of goods to Custom Accessories	5,153	6,390
(ii) Sale of goods to Custom Accessories Europe	1,370	776
(iii) Sale of goods to XTC Business Management	9,524	9,394

Sales of goods were made at the Group's usual list prices discounted to reflect the quantity of purchase and the relationships between the parties.

- (b) As at 1 January 2012, Zhejiang Autoboom Industrial Co., Limited ("Zhejiang Autoboom") was a 51%-owned subsidiary of the Group. On 30 March 2012, the Group entered into an equity transfer agreement to acquire additional 12% equity interest in Zhejiang Autoboom from the non-controlling owners at a cash consideration of approximately RMB37,247,000. The Group paid first instalment of RMB14,898,800 for the acquisition. On 7 December 2012, the Group entered into a revocation agreement with the non-controlling owners to revoke the equity transfer agreement and the non-controlling owners fully refunded RMB14,898,800 to the Group accordingly. Zhejiang Autoboom remained as a 51%-owned subsidiary of the Group as at 31 December 2012.
- (c) On 28 June 2012, the Group acquired additional 49% equity interest in Shenzhen Yonglonghang Auto Service Ltd. ("Shenzhen Yonglonghang") from non-controlling owners of this subsidiary at a cash consideration of approximately RMB37,240,000, and thereafter Shenzhen Yonglonghang became a wholly-owned subsidiary of the Group.
- (d) In the prior year, the Group acquired additional 9% equity interest in Aiyihang from non-controlling owner of this subsidiary (who is also the senior management of Aiyihang) at a cash consideration of approximately RMB22,634,000, and thereafter Aiyihang became a 60%-owned subsidiary of the Group.
- (e) Members of key management during the year comprised only the executive directors and non-executive directors whose remuneration is set out in Note 10(a).

NOTES TO THE FINANCIAL STATEMENTS

40. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The capital structure of the Group consists of (i) debts, which includes the borrowings, Renminbi-denominated bonds and the CBs as disclosed in Notes 26, 28 and 29, respectively; (ii) cash and cash equivalents and pledged time deposits in Note 34; (iii) equity attributable to owners of the Company, comprising share capital disclosed in Note 31 and reserves as disclosed in consolidated statement of changes in equity.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. The Group manages the capital structure and make adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders or issue new shares to reduce debts.

The gearing ratio at end of the reporting period was as follows:

	2012 RMB'000	2011 RMB'000
Debts	592,208	507,587
Cash and cash equivalents and pledged time deposits	(142,314)	(330,427)
Net debt position	449,894	177,160
Equity attributable to owners of the Company	284,356	617,653
Net debt to equity ratio	158.2%	28.7%

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk and currency risk.

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers and debtors requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers and debtors as well as pertaining to the economic environment in which the customers operate. Normally, the Group does not obtain collateral from customers.

Investments are normally only in liquid securities quoted on a recognised stock exchange.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 9% (2011: 21%) and 24% (2011: 45%) of the total gross trade receivables that were due from the Group's largest customer and the five largest customers respectively within the manufacture and sale of automobile accessories business segment.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables are set out in Note 24.

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities of the Group's financial liabilities at the end of reporting period, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay:

The Group

	Carrying amount RMB'000	Total contractual undiscounted cash flow RMB'000	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 year but less than 5 years RMB'000	More than 5 years RMB'000
2012						
Bank borrowings, secured	262,955	270,749	255,618	1,826	5,477	7,828
Trade payables	241,484	241,484	241,484	–	–	–
Other payables	104,280	104,280	104,280	–	–	–
Renminbi-denominated bonds	199,372	207,500	207,500	–	–	–
Convertible bonds	129,881	154,879	–	–	154,879	–
Amount due to a related party	10,998	10,998	10,998	–	–	–
Amounts due to non-controlling owners of subsidiaries	14,704	14,704	14,704	–	–	–
Consideration payables	78,346	95,652	–	95,652	–	–
Total	1,042,020	1,100,246	834,584	97,478	160,356	7,828
2011						
Bank borrowings, secured	187,447	191,777	179,645	1,233	10,899	–
Trade payables	215,701	215,701	215,701	–	–	–
Other payables	174,992	174,992	174,992	–	–	–
Renminbi-denominated bonds	197,879	215,000	7,500	207,500	–	–
Convertible bonds	122,261	154,879	–	–	154,879	–
Amount due to a related party	1,000	1,000	1,000	–	–	–
Amounts due to non-controlling owners of subsidiaries	10,957	10,957	10,957	–	–	–
Consideration payables	7,002	7,002	–	7,002	–	–
Total	917,239	971,308	589,795	215,735	165,778	–

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

The Company

	Carrying amount RMB'000	Total contractual undiscounted cash flow RMB'000	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 year but less than 5 years RMB'000
2012					
Bank borrowing, secured	3,143	3,172	3,172	—	—
Other payables and amounts due to subsidiaries	8,107	8,107	8,107	—	—
Renminbi-denominated bonds	199,372	207,500	207,500	—	—
Convertible bonds	129,881	154,879	—	—	154,879
	340,503	373,658	218,779	—	154,879
Financial guarantees issued					
Maximum amount guaranteed	—	—	87,922	—	—
2011					
Bank borrowing, secured	6,300	6,337	6,337	—	—
Other payables and amounts due to subsidiaries	5,991	5,991	5,991	—	—
Renminbi-denominated bonds	197,879	215,000	7,500	207,500	—
Convertible bonds	122,261	154,879	—	—	154,879
	332,431	382,207	19,828	207,500	154,879
Financial guarantees issued					
Maximum amount guaranteed	—	—	12,602	—	—

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT (Continued)

(c) Interest rate risk

The Group's fair value interest-rate risk mainly arises from Renminbi-denominated bonds and liability component of CBs as disclosed in Notes 28 and 29 respectively. Most of bank borrowings were issued at variable rates which expose the Group to cash flow interest rate risk.

It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss for the year and accumulated losses as at 31 December 2012 by RMB1,971,000 (2011: decrease/increase profit and retained profits by RMB1,026,000). The Group has not used any financial instrument to hedge potential fluctuations in interest rate. The interest rates and terms of repayment of the Group's borrowings are disclosed in Notes 26, 28 and 29.

The Company's fair value interest-rate risk mainly arises from Renminbi-denominated bonds and liability component of CBs as disclosed in Notes 28 and 29 respectively. The bank borrowing was issued at variable rates which expose the Company to cash flow interest rate risk.

It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Company's loss for the year and accumulated losses as at 31 December 2012 by RMB26,000 (2011: RMB63,000). The Company has not used any financial instrument to hedge potential fluctuations in interest rate.

The interest rates and terms of repayment of the Company's borrowings are disclosed in Notes 26, 28 and 29.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily US\$.

The Group and Company are also exposed to foreign currency exchange risk arising from the cash and cash equivalents denominated in US\$.

The following table details the Group's and the Company's exposure at the end of reporting period to currency risk arising from transactions or recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

The Group

	2012 US\$'000	2011 US\$'000
Trade and other receivables	10,631	14,392
Cash and cash equivalents and pledged time deposits	2,338	23,839
Bank borrowings	(500)	(974)
Overall net exposure	12,469	37,257

The Company

	2012 US\$'000	2011 US\$'000
Cash and cash equivalents and pledged time deposits	335	22,404
Bank borrowings	(500)	(974)
Overall net exposure	(165)	21,430

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

The following table indicates the approximate change in the Group's loss for the year and accumulated losses and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates a decrease in loss or an increase in profit and other equity where the RMB weakens against the relevant currency. For a strengthening of the RMB against the relevant currency, there would be an equal and opposite impact on the profit or loss and other equity, and the balances below would be negative.

	2012			2011		
	Increase in foreign exchange rate	Effect on loss for the year and accumulated losses RMB'000	Effect on other components of equity RMB'000	Increase in foreign exchange rate	Effect on profit for the year and retained profits RMB'000	Effect on other components of equity RMB'000
The Group						
US\$	5%	3,941	–	5%	11,738	–
	2012			2011		
	Increase in foreign exchange rate	Effect on loss for the year and accumulated losses RMB'000	Effect on other components of equity RMB'000	Increase in foreign exchange rate	Effect on profit for the year retained profits RMB'000	Effect on other components of equity RMB'000
The Company						
US\$	5%	(52)	–	5%	7,057	–

NOTES TO THE FINANCIAL STATEMENTS

41. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) Currency risk *(Continued)*

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rate over the period until the end of the next reporting period. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' results for the year and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2011.

(e) Fair values

All financial instruments of the Group and Company are carried at amounts not materially different from their fair values as at 31 December 2011 and 2012.

(f) Fair values estimation

Save as the contingent considerations payables as detailed in Notes 33 and 42, the following summarises the major methods and assumptions used in estimating the fair values of financial instruments of the Group set out in Notes 22, 26, 28 and 29.

(i) Trading securities

Fair values are based on quoted market prices at the end of reporting period without any deduction for transaction costs.

(ii) Interest-bearing bank borrowings, Renminbi-denominated bonds and liability component of CBs

The fair values are estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

NOTES TO THE FINANCIAL STATEMENTS

42. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts and fair values of the Group's financial assets and financial liabilities as recognised at 31 December 2011 and 2012 may be categorised as follows:

	2012		2011	
	Carrying value RMB'000	Fair value RMB'000	Carrying value RMB'000	Fair value RMB'000
Financial assets				
Trading securities, at fair value	243	243	243	243
Loans and receivables (including cash and cash equivalents and pledged time deposits), at amortised cost	418,619	417,333	670,139	670,139
Financial liabilities				
Contingent consideration payables, at fair value	105,377	105,377	83,783	83,783
Financial liabilities, at amortised cost	936,643	936,643	847,677	847,677

(a) The fair values of financial assets and liabilities are determined as follows:

- The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- The fair value of other financial assets and liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments and forecast on the financial performance and other measures of the acquirees under the contingent consideration arrangements as further detailed in Note 33. The directors are of the opinion that there are no reasonably possible alternative assumptions to the inputs in the fair value measurement.

At 31 December 2012, it is estimated that a decrease of 15% in forecasted net profits of the acquirees under the contingent consideration arrangements, with all other variables held constant, would decrease the fair value of contingent consideration payables as at 31 December 2012 by approximately RMB83,927,000 (2011: RMB22,728,000). The increase in forecast net profits of the acquirees would have no significant impact on the fair value of contingent consideration payables as at 31 December 2011 and 2012. The 15% fluctuation represents directors' assessment of a reasonably possible alternative assumption in the forecasted net profits of the acquirees under the contingent consideration arrangements as at the end of reporting periods.

NOTES TO THE FINANCIAL STATEMENTS

42. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

- (b) The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1:	Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2:	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3:	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Group 2012			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Contingent consideration payables	—	—	105,377	105,377
Trading securities, listed	243	—	—	243

	2011			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Contingent consideration payables	—	—	83,783	83,783
Trading securities, listed	243	—	—	243

Contingent consideration payables are included in accruals and other payables, and consideration payables as at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

42. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

The movement in fair value measurements in Level 3 during the year are as follows:

	2012 RMB'000	2011 RMB'000
At 1 January	83,783	32,990
Total gain recognised in the profit or loss included in other revenue and gains and losses	(3,281)	—
Payments	(46,254)	—
Transfer to liabilities at amortised cost, upon contingent considerations confirmed	(34,248)	(32,990)
Contingent consideration payables arising from acquisitions during the year	105,377	83,783
Overall net exposure	105,377	83,783

There is no transfer between Level 1, Level 2 and Level 3 of the fair value hierarchy during both years.

43. CONTINGENT LIABILITIES

At the end of reporting period, contingent liabilities not provided for in the financial statements were as follows:

The Company

	2012 RMB'000	2011 RMB'000
Guarantees given to banks in connection with banking facilities granted to subsidiaries	87,922	12,602

The banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of approximately RMBNil and RMB44,544,000 as at 31 December 2011 and 2012, respectively.

NOTES TO THE FINANCIAL STATEMENTS

44. SIGNIFICANT EVENTS AFTER THE END OF REPORTING PERIOD

- (i) On 18 February 2013, the Group entered into a share purchase agreement with non-controlling owners of Richahaus to acquire additional approximately 18.68% of the total issued share capital of Richahaus at the aggregate consideration of NTD42,029,326 (equivalent to approximately RMB9,095,000) in cash. Upon completion, the Group will hold 100% equity interest in Richahaus. Please refer to the Company's announcement dated 18 February 2013 for further details.

- (ii) On 18 February 2013, the Group entered into a supplemental agreement with the vendors of equity interest in Hubei Autoboom which was a 51%-owned subsidiary of the Group as at the end of the reporting period, pursuant to which, the Group and the vendors agreed that the remaining consideration payable amount of approximately RMB27,621,000 is to be satisfied by RMB4,000,000 in cash and the remaining approximately RMB23,621,000 by way of issuance of 29,749,744 new shares of the Company. On 1 March 2013, 29,749,744 new shares of the Company have been issued. Please refer to the Company's announcement dated 18 February 2013 for further details.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements, is set out below:

RESULTS

	1.1.2012 to 31.12.2012 RMB'000	1.1.2011 to 31.12.2011 RMB'000	1.1.2010 to 31.12.2010 RMB'000	1.1.2009 to 31.12.2009 RMB'000	1.1.2008 to 31.12.2008 RMB'000
Turnover	1,397,885	1,493,140	1,076,842	642,349	707,426
(Loss)/profit before income tax expense	(373,877)	85,766	61,821	24,637	17,791
Income tax expense	16,017	(25,251)	(14,183)	(7,496)	(4,996)
(Loss)/profit for the year	(357,860)	60,515	47,638	17,141	12,795
Attributable to:					
Owners of the Company	(324,262)	28,127	34,129	11,533	10,922
Non-controlling interests	(33,598)	32,388	13,509	5,608	1,873
	(357,860)	60,515	47,638	17,141	12,795

ASSETS AND LIABILITIES

	31.12.2012 RMB'000	31.12.2011 RMB'000	31.12.2010 RMB'000	31.12.2009 RMB'000	31.12.2008 RMB'000
Total assets	1,694,039	1,903,760	1,354,184	686,995	617,821
Total liabilities	(1,168,351)	(1,028,162)	(687,569)	(242,234)	(331,451)
Net assets	525,688	875,598	666,615	444,761	286,370