Sunny Optical Technology (Group) Company Limited

舜宇光學科技(集團)有限公司

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司)

(Stock Code 股份代號: 2382.HK)

年報 Annual Report 2018

CORPORATE PROFILE
公司簡介

Sunny Optical Technology (Group) Company Limited (the "**Company**" or "**Sunny Optical**", together with its subsidiaries, the "**Group**") (Stock Code: 2382.HK) is a leading integrated optical components and products manufacturer with more than thirty years of history in the People's Republic of China (the "**PRC**" or "**China**"). The Group is principally engaged in the design, research and development ("**R&D**"), manufacture and sales of optical and optical-related products. Such products include optical components (such as glass spherical and aspherical lenses, plane products, handset lens sets, vehicle lens sets and other various lens sets) (the "**Optical Components**"), optoelectronic products (such as handset camera modules, three dimensional ("**3D**") optoelectronic products, security cameras and other optoelectronic modules) (the "**Optoelectronic Products**") and optical instruments (such as microscopes, optical measuring instruments and intelligent equipment for testing) (the "**Optical Instruments**"). The Group focuses on the application fields of optoelectronic-related products, such as handsets, digital cameras, vehicle imaging systems, security surveillance systems, optical measuring instruments and automated factories, which are combined with optical, electronic, software and mechanical technologies.

舜宇光學科技(集團)有限公司(「**本公司**」或「**舜宇光學**」,連同其附屬公司「**本集團**」)(股份代號:2382.HK)為一間中華人民共和國(「**中國**」)領先並擁有逾三十年歷史的綜合光學零件及產品生產商。本集團主要從事設計、研究與開發(「**研發**」)、生產及銷售光學及其相關產品。該等產品包括光學零件(例如玻璃球面及非球面鏡片、平面產品、手機鏡頭、車載鏡頭及其他各種鏡頭)(「**光學零件**」)、光電產品(例如手機攝像模組、三維(「**3D**」)光電產品、安防相機及其他光電模組)(「**光電產品**」)及光學儀器(例如顯微鏡、光學測量儀器及智能檢測設備)(「**光學儀器**」)。本集團專注於需綜合運用光學、電子、軟件及機械技術的光電相關產品的應用領域:如手機、數碼相機、車載成像系統、安防監控系統、光學測量儀器及自動化工廠等。

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Five-year Financial Summary
五年財務概要

(In Renminbi ("RMB") millions, except per share amounts)（人民幣百萬元，每股金額除外）

	For the year ended 31 December 截至十二月三十一日止年度				
	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年	2014 二零一四年
			Consolidated 綜合		
Operating results 經營業績					
Revenue 收入	**25,931.9**	22,366.3	14,611.8	10,696.2	8,426.5
Gross profit 毛利	**4,913.1**	4,802.8	2,680.1	1,763.4	1,289.4
Finance costs 融資成本	**(202.1)**	(48.8)	(16.2)	(16.0)	(14.0)
Profit before tax 除税前溢利	**2,851.3**	3,318.3	1,446.4	862.3	634.0
Income tax expense 所得税開支	**(338.6)**	(404.2)	(174.8)	(98.8)	(72.7)
Profit for the year 年內溢利	**2,512.7**	2,914.1	1,271.6	763.5	561.3
Attributable to: 歸屬：					
– Owners of the Company 本公司股東	**2,490.9**	2,901.6	1,270.8	761.6	566.1
– Non-controlling interests 非控股權益	**21.8**	12.5	0.8	1.9	(4.8)
	2,512.7	2,914.1	1,271.6	763.5	561.3
Earnings per share – Basic (in RMB) 每股盈利－基本（人民幣）	**2.28**	2.67	1.18	0.71	0.53
Assets and liabilities 資產及負債					
Non-current assets 非流動資產	**6,083.7**	4,090.9	2,318.7	1,619.2	1,389.4
Current assets 流動資產	**16,768.4**	11,635.4	9,317.9	6,017.1	4,204.4
Total assets 總資產	**22,852.1**	15,726.3	11,636.6	7,636.3	5,593.8
Bank borrowings 銀行借貸	**1,482.4**	1,347.9	904.3	683.2	521.6
Bonds payable 應付債券	**4,080.0**	–	–	–	–
Other liabilities 其他負債	**8,001.6**	6,859.2	5,819.0	3,108.2	1,821.6
Total liabilities 總負債	**13,564.0**	8,207.1	6,723.3	3,791.4	2,343.2
Net assets 資產淨值	**9,288.1**	7,519.2	4,913.3	3,844.9	3,250.6
Equity attributable to owners of the Company 本公司股東應佔權益	**9,234.1**	7,488.5	4,895.3	3,831.0	3,247.7
Non-controlling interests 非控股權益	**54.0**	30.7	18.0	13.9	2.9
Total equity 權益總額	**9,288.1**	7,519.2	4,913.3	3,844.9	3,250.6
Key Financial Ratio 主要財務比率					
Gross profit margin (%) 毛利率 (%)	**18.9**	21.5	18.3	16.5	15.3
Net profit margin (%) 淨利率 (%)	**9.7**	13.0	8.7	7.1	6.7
Gearing ratio (%) 負債比率 (%)	**24.3**	8.6	7.8	8.9	9.3
Current ratio (times) 流動比率（倍）	**1.9**	1.5	1.4	1.6	1.8
Quick ratio (times) 速動比率（倍）	**1.6**	1.2	1.0	1.4	1.4

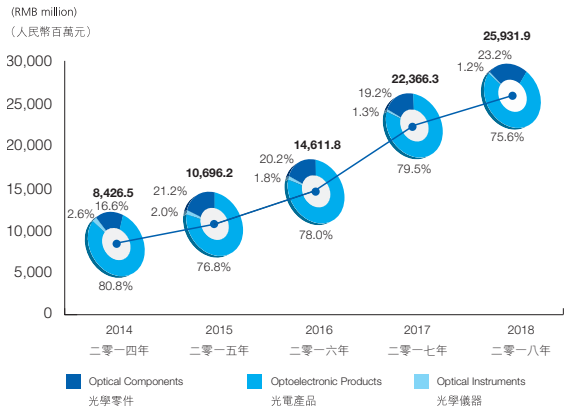
Five-year Financial Summary
五年財務概要

(In Renminbi ("RMB") millions, except per share amounts)（人民幣百萬元，每股金額除外）

TREND CHARTS OF MAIN FINANCIAL INDEXES IN THE RECENT FIVE YEARS
主要財務指標近五年的變化趨勢圖

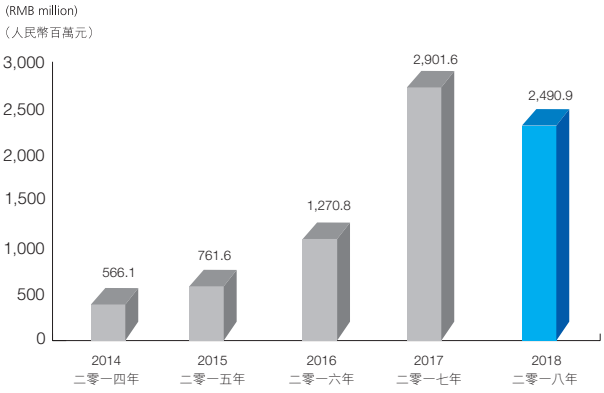
Revenue
收入

25,931.9 million 百萬元



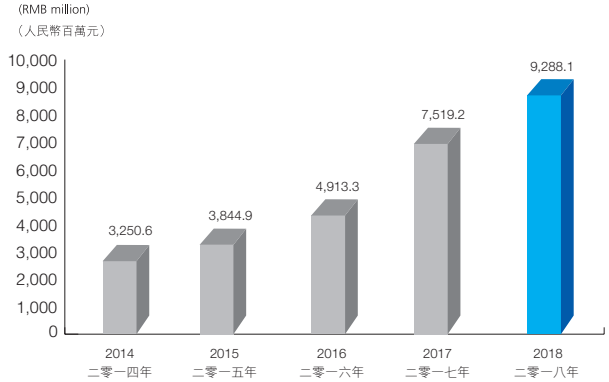
Profit for the Year Attributable to Owners of the Company
本公司股東應佔年內溢利

2,490.9 million 百萬元



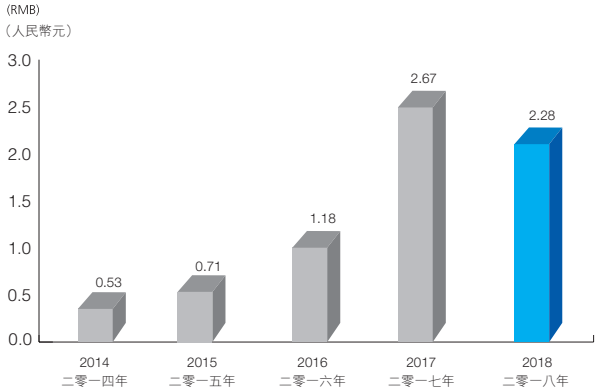
Net Assets
資產淨值

9,288.1 million 百萬元



Earnings Per Share – Basic
每股盈利 – 基本

2.28 RMB 人民幣元



CREATE TOGETHER
共同創造

Chairman's Statement
主席報告

Mr. YE Liaoning
葉遼寧先生

Dear Shareholders,

The Company is pleased to present to the shareholders the annual report for the year of 2018. Taking advantages of the favourable opportunities arising from the further upgrading of handset camera products used in the smartphone industry and the rapid development of the vehicle imaging field, the Group delivered promising returns for our shareholders in 2018.

致股東：

本公司欣然向各位股東提呈二零一八年之全年業績報告。本集團繼續把握智能手機行業攝像頭產品升級換代及車載成像領域快速發展的良好機遇，於二零一八年為股東創造了理想的回報。

Chairman's Statement
主席報告

BUSINESS REVIEW

Looking back to 2018, the world economy maintained a modest growth but its momentum has slowed down. The economic situation, inflation level and monetary policy of major economies have been greatly diverse. As the world's second largest economy, China's economy was largely stable with uncertainties. Under the influence of multiple factors such as the heating up of trade tensions between China and the USA and the deleveraging in China, resulting in higher volatility in the financial market, the exchange rate of USD to RMB nearly reached "7" twice this year. The cooling down of macro environment further lowered the growth momentum of smartphones, which has already shown a sign of saturation. The smartphone market of China has been continuously weak. However, Chinese domestic mobile brands seized opportunities amid crises in due time. They rapidly captured part of the mid- and high-end market by continuously increasing investment in technological innovation and product upgrade, with a special focus on perfecting product quality and customer experience. In terms of market position, they have turned from followers to innovators. Apart from the good performance in the Chinese market, they actively explored overseas markets and achieved rapid progress in the Indian and Southeast Asian markets. Meanwhile, with the promising prospect of the commercialization of 5G technology, smartphone manufacturers have made significant investment in such business, showing enormous potential in the future.

Furthermore, affected by unstable macro environment, the growth rate of the general automobile market in 2018 slowed down compared to that for last year. Nevertheless, it is encouraging that intellectualization has become the development trend of the automobile industry. Various kinds of intelligent operating systems are no longer for luxury cars only and mid-end cars are increasingly equipped with such systems. Currently, advanced driver assistance systems ("**ADAS**") has become one of the fastest-growing sectors in the automotive electronic market. Cameras, mainly used for capturing images, identifying objects/people, real-time monitoring and intelligent interaction in the ADAS system, are expected to see rapid growth. Being a leading handset lens sets and handset camera modules provider as well as the largest vehicle lens sets supplier in the world, the Group has benefited thereby.

業務回顧

回顧二零一八年，世界經濟繼續溫和增長，但動能有所放緩，且主要經濟體的經濟形勢、通脹水準和貨幣政策均發生明顯分化。中國作為世界第二大經濟體，經濟運行穩中有變，在中美貿易摩擦升級疊加國內去槓桿等多重因素作用下，金融市場波動加劇，且美元兑人民幣匯率在年內兩度逼近「7」的整數關口。大環境的遇冷進一步拉低原本就趨於飽和的智能手機行業的發展動力，中國智能手機市場持續低迷。然而，中國本土手機品牌卻在危險中適時抓住機會，不斷加大技術創新和產品升級，快速搶佔了部分中高端市場，對產品品質和客戶體驗更是精益求精。市場地位已從以往的跟隨者蛻變成創新者。除了在中國市場表現亮眼，他們也積極出海，在印度、東南亞市場獲得了長足的進步。同時，隨著5G技術商業化趨勢的明朗，智能手機廠商早已投入重金展開佈局，未來的潛力巨大。

此外，受不穩定的宏觀環境的影響，二零一八年整體汽車市場的增速與去年相比有所趨緩。但可喜的是，智能化成為了汽車行業的發展趨勢，各種智能化操控系統不再是豪華車的配置，而是逐漸擴展至中端車型。目前，高級駕駛輔助系統（「**ADAS**」）成為汽車電子市場增長最快的領域之一。而作為ADAS系統中主要用於影像捕捉、物體／人像識別、實時監控、智能交互的攝像頭勢必增長迅速。作為全球領先的手機鏡頭和手機攝像模組供應商以及全球最大的車載鏡頭供應商，本集團因此受惠。

Chairman's Statement
主席報告

In spite of the complex and changing external environment, with strong R&D strengths, precise market distribution and persistence on the development strategy of "Improving and Expanding the Existing Advantageous Businesses", the three major business segments of the Group, namely Optical Components, Optoelectronic Products and Optical Instruments, have a solid and stable development, which further consolidated the Group's leading position in the industry as an optical expert. Furthermore, in order to achieve the ambitious goal as soon as possible, the Group laid a solid foundation by means of continuing to base itself in the promising optoelectronic industry, promoting the implementation of new transformation and upgrade and pursuing the construction of new production base.

儘管外部環境複雜多變，憑藉強大的研發實力、精準的市場佈局、以及堅持「做精做透現有優勢業務」的發展策略，本集團的光學零件、光電產品及光學儀器三大核心業務發展穩健，進一步鞏固了本集團作為光學專家在行業中的領先地位。此外，本集團將繼續立足於前景廣闊的光電產業，推進新的轉型升級的落地，推進新基地的工程建設，為早日實現宏偉目標夯實基礎。

OPERATIONAL PERFORMANCE

經營業績

In 2018, all staff united as one and continued to actively adhere to the core value of the corporate culture of "Create Together", under the leadership of the passionate and experienced management team. With the motivation of R&D, enhancement of R&D team, increase of the investment in core technology, consolidation of the resources on core manufacturing and further optimization of the product structure and the client base, the Group ensured its comprehensive competitive strengths of the products in the market and consolidated the leading market position.

於二零一八年，全體員工萬眾一心，在充滿活力且富有經驗的管理層的帶領下繼續積極踐行「共同創造」的核心價值觀的企業文化。本集團以研發投入為動力，加強研發組織建設，加大核心技術投入，鞏固核心製造資源，進一步優化了產品結構和客戶基礎，確保了各產品在市場中的綜合競爭實力並鞏固了其領先的市場地位。

The Group's revenue for the year ended 31 December 2018 increased by approximately 15.9% to approximately RMB25,931.9 million. Profit for the year attributable to owners of the Company decreased by approximately 14.2% to approximately RMB2,490.9 million. Besides, the basic earnings per share decreased by approximately 14.6% to approximately RMB227.92 cents. The Board has proposed an annual dividend of approximately RMB0.568 (equivalent to HK$0.662) (2017: approximately RMB0.661) per share.

本集團截至二零一八年十二月三十一日止年度的收入增加約15.9%至約人民幣25,931,900,000元。本公司股東應佔年內溢利則減少約14.2%至約人民幣2,490,900,000元。此外，每股基本盈利減少約14.6%至約人民幣227.92分。董事會建議派發全年股息每股約人民幣0.568元（相等於0.662港元）（二零一七年：約人民幣0.661元）。

Chairman's Statement
主席報告

AWARDS AND RECOGNITIONS

In 2018, the Group continued to deepen "Two Transformations", enhanced the added value of software and algorithm in products and services, deepened its existing advantageous businesses, increased the investment in new businesses, enhanced the management level, strengthened the supply chain management and constantly improved the operation quality. With the concerted effort of the staff, the Group received numerous honours and awards from its customers, industrial associations and institutions, local governments and the capital market. All these awards indicated that the quality of the products, technical capabilities, services, delivery time and other aspects of the Group have been highly affirmed and recognised by the customers and the industry. It will encourage the Group to provide its customers with better products and services continuously, and confirm the Group's determination to carry on the strategy of "Transformation and Upgrade". Please refer to the section headed "Management Discussion and Analysis – Awards and Recognitions" for details of the awards and recognitions received by the Group in 2018.

獎項及嘉許

於二零一八年，本集團繼續深化「兩個轉變」，提升軟件／算法在產品與服務中的附加值，做精現有優勢業務，加大新事業投入，提升管理水準，加強供應鏈管理並持續改善經營品質。經過全體員工的共同努力，本集團獲得了來自客戶、行業協會和機構、地方政府及資本市場的多項榮譽和獎項。所有這些獎項的獲得均表明客戶及業內對本集團產品的質量、技術能力、服務、交期等方面的高度肯定與認可。這也將激勵本集團繼續為客戶提供更優質的產品和服務，也更加堅定了本集團繼續走「轉型升級」之路的決心。有關本集團於二零一八年獲得的獎項及嘉許之詳情請參閱「管理層討論與分析 – 獎項與嘉許」一節。

OUTLOOK

Entering into 2019, the global economy will face a slowdown risk after experiencing a strong recovery in the last two years. China's economy is still in a critical stage of adjustment and this process will be prolonged. Under the macro environment of weak growth and before the implementation of 5G technologies, the market of smartphones may continue to "hibernate". However, as the market of handset replacement matures, the trend of brand consolidation will become more intense. Camera, which is one of the smartphone hardware mostly recognized by customers' experience, becomes the focus of continuous upgrade for all smartphone manufacturers. In the long run, given the continuous strengthening of overseas markets as well as the successive commercialization of new applications such as 5G and artificial intelligence, the smartphone market and the optoelectronic-related sectors will usher new development opportunities. Therefore, leveraging on the broad development prospects of the optoelectronic industry where it bases and the advantages as an optical expert, the Group will capture the historical opportunity of the restructuring of international industry and integrate into the core supply chain of international modern optoelectronic industry, create unique strengths in the international industrial specialization, become strategic partners of renowned domestic and international enterprises, spare no efforts to create advantages in technology and value, become a leader in segment markets and create a world renowned enterprise and product brand.

展望

進入二零一九年，全球經濟在經歷了過去兩年的強勁復蘇後將面臨減速風險。中國經濟依然處在調整的關鍵時期，且此過程還將長時延續。在宏觀環境增長疲軟的大環境下及在5G技術真正落地之前，智能手機市場可能繼續保持「冬眠」的狀態。但隨著換機市場的不斷成熟，品牌集中化的趨勢愈演愈烈。作為最能讓消費者體驗智能手機差異化硬件之一的攝像頭成為了各大智能手機廠商不斷升級的重點對象。長遠來看，隨著海外市場的不斷發力，以及5G和人工智能等新興應用的相繼商用化，智能手機市場以及光電相關領域將迎來新的發展機遇。因此，憑借所立足的光電產業廣闊的發展前景以及作為光學專家的優勢，本集團將抓住國際產業結構調整的歷史性機遇，融入國際現代光電產業核心供應鏈，在國際產業分工中形成自己的獨特優勢，成為國內外知名企業的戰略合作夥伴，努力創造技術優勢和價值優勢，成為細分市場的領導者，創造馳譽全球的企業與產品品牌。

Chairman's Statement
主席報告

Looking forward, the Group will continue to adhere to its customer-oriented strategy led by technologies, three main goals of "High Technology, High Value and High Efficiency" and transformation and upgrade of production mode, profit mode and operation mode, which will help to create a sophisticated optoelectronic production base with advantages in brands, systems and value. In addition, the Group will continue to boost the construction of the new production base in order to provide strong protection for high-speed growth in production capacity, assist the mid-to long-term rapid development, promote the innovation in internal mechanism and make multiple deployments in emerging businesses within the optical main channel actively. The Group believes that there are more opportunities than challenges in the future. All of the staff will continue to carry forward pioneering spirit of hard work, progressive and innovative spirit and team spirit of working together with a vision of becoming a "Hundred-Year-Old Brand".

展望未來，本集團將繼續堅持以客戶為中心，以技術為導向，堅持高科技、高價值、高效益三大目標，堅持生產方式、贏利模式和經營方式的轉型升級，打造具有品牌優勢、系統優勢和價值優勢的先進光電製造業基地。另外，本集團將持續推進新基地工程建設，為產能的高速增長提供強大保障，助力本集團中長期的快速發展，推動內部機制創新，積極佈局光學主航道的新興業務。本集團相信未來機遇大於挑戰，全體員工將繼續發揚艱苦奮鬥的創業精神，與時俱進的創新精神，和衷共濟的團隊精神，最終實現「百年老字號」的企業願景。

APPRECIATION

The Group would like to express its appreciation to all of its staff for their long-term efforts and to the management for their outstanding contribution. It is the unremitting efforts of each member that enable the Group to make great achievements. Also, the Group wishes to express its sincere gratitude towards its shareholders, customers and business partners for their long-standing support and recognition. The Group will continue to deliver the sustainable development of the business, so as to meet its business objectives for the year of 2019 and realise higher values for its shareholders and other stakeholders.

致謝

本集團在此對全體員工的長期努力及管理層的傑出貢獻致以衷心謝意，正是每位成員的不懈努力才促使本集團取得了良好的成績。同時，本集團誠摯感謝各位股東、客戶及業務夥伴長期以來的支持與肯定。本集團將繼續致力於業務的可持續發展，為實現二零一九年全年經營目標及為股東及其他持份者創造更多價值而努力！

Ye Liaoning
Chairman and Executive Director

Hong Kong
19 March 2019

葉遼寧
主席及執行董事

香港
二零一九年三月十九日

Management Discussion and Analysis
管理層討論與分析

MARKET REVIEW

Looking back to 2018, global economic growth has slowed down with the escalation of Sino-US trade frictions, leading to pessimistic domestic and foreign demand condition. Facing these internal and external conditions, the economic growth in China slowed down continuously with downward pressure. The domestic smartphone market gradually revealed a multi-polar development trend while the demand was further weakened with the industry experiencing tremendous changes. The Chinese handset brands developed rapidly. Moreover, affected by the unstable macro environment, the global vehicle sales volume in 2018 was slightly decreased than that of last year. However, due to the implementation of global regulations and the introduction of new requirements, as well as the market demand for enhancing driving safety and intellectualization, the adoption rate and specification requirements of vehicle lens sets have been increasing.

According to the report issued by International Data Corporation ("**IDC**"), the global shipment volume of smartphones in 2018 decreased by approximately 4.1% from that in 2017 to approximately 1,400.0 million units. Among which, the shipment volume of Chinese smartphone brands reached approximately 360.0 million units in total, contributing to approximately 25.7% of the market share. The weak consumer market and the lack of innovation in mobile phone functions have led to a weakening of consumers' demand for replacement, further slowing down the Chinese smartphone market. Under this circumstance, industrial consolidation and market concentration is increasingly prevalent. The top four mobile phone manufacturers in China occupied the major market share firmly by virtue of their technology accumulation, capital advantage and channel advantage, leaving niche brands with smaller room for survival. At the same time, the competition among handset brands was intense and the upgrade of camera specifications was still the key to gain market share. High-end and complex specifications such as large-aperture, wide-angle, microminiaturization, multi-camera and 3D application have been applied to the smartphone brands in China. The Group took the market-driven technological innovation and the R&D investment as the driving force, and formulated plan in advance to seize the first opportunity in the market. Furthermore, the Group will undergo in-depth cooperation with many companies with core key technologies to further consolidate its leading advantages in the optical related industries.

市場回顧

回顧二零一八年，全球經濟增長趨緩，中美貿易摩擦持續升級，內、外需形勢不容樂觀。中國經濟在面對「內憂外困」的情況下，增速持續放緩，面臨下行壓力。國內智能手機市場需求也進一步疲軟，而同時行業產生巨變，逐步呈現出多極化的發展態勢，國產手機品牌發展迅速。此外，受宏觀環境不穩定的影響，二零一八年全球汽車銷量較去年相比略微下降，但是，受益於全球法規的實行和新規定的出台以及市場對於提高駕駛安全性及智能化的訴求，車載鏡頭的搭載率及規格要求都不斷提升。

據國際數據公司（「**IDC**」）發佈的報告顯示，二零一八年全球智能手機的出貨量達到約14.0億部，較二零一七年下降約4.1%。中國智能手機品牌出貨量達到約3.6億部，貢獻了約25.7%的市場份額。消費者市場疲弱，手機功能創新匱乏導致消費者換機需求減弱，中國智能手機市場進一步低迷。在此情況下，行業整合、集中化趨勢日趨明顯，中國前四大手機品牌廠商憑藉技術優勢、資本優勢和渠道優勢，牢牢佔據了較大的市場份額，而小眾品牌的生存空間越發狹小。與此同時，手機品牌之間競爭激烈，攝像頭規格升級仍是搶奪市場的不二法寶。大光圈、廣角、超小型化、多攝及3D應用等高端複雜的規格紛紛應用於中國智能手機品牌中。本集團憑藉市場驅動的技術創新，以研發投入為動力，提前佈局，搶佔行業先機並與多家擁有核心關鍵技術的公司進行深度合作，進一步鞏固了自身在光學相關行業中的領先優勢。

Management Discussion and Analysis
管理層討論與分析

Driven by the development of intellectualized driving and the regulations from the United States, the European Union, Japan and China, the demand for vehicle lens sets continues to show a steadily soaring trend. Since 2016, the United States, the European Union, Japan and other countries and regions listed forward collision warning ("**FCW**") system, lane departure warning ("**LDW**") system, automatic emergency braking ("**AEB**") system and blind spot detection ("**BSD**") system into the mandatory loading in regulations or New Car Assessment Programme ("**NCAP**"). Among them, China NCAP initially included the evaluation indicators of active safety requirements in its Management Regulation in 2018 version. Other countries in Asia, such as Japan and India, have been formulating certain regulations to require the use of some special ADAS technologies. The development of artificial intelligence, communication and sensing technologies has made progress to the realization of automatic driving. Both high-tech giants and traditional car manufacturers have allocated a lot of R&D resources to promote the development of automatic driving. Before such realization, the increase in consumers' demand for active safety will take the lead to drive the market demand for ADAS and a large number of sensors. Meanwhile, camera is the basis for implementing many early warning and recognition functions in ADAS. Over 80% of the ADAS technology functions have applied to the cameras , or even some technologies have taken the camera as major solution. In addition, the development of the self-driving car market is gradually deepening and the demand for the application of LIDAR and infrared related products will continue to emerge. Taking advantage of the leading technological innovation abilities and the first-mover advantages in establishing market presence as well as the excellent resource integration abilities, the Group will be comprehensively benefited from the continuous and rapid growth in the vehicle lens sets industry.

隨著汽車駕駛的智能化發展，以及在美國、歐盟、日本及中國法規的帶動下，車載鏡頭需求仍然保持穩定且快速增長的態勢。自二零一六年起，美國、歐盟、日本等國家和地區陸續將前方碰撞預警系統(「**FCW**」)、車道維持系統(「**LDW**」)、自動緊急制動系統(「**AEB**」)與盲點偵測系統(「**BSD**」)等列為法規強制裝載，或列入新車評價規程(「**NCAP**」)。其中，中國NCAP在二零一八年版本的「管理規程」中首次列入多項主動安全需求的評價指標。而在亞洲其他地方，如日本、印度等國都在計劃制定一些法規，强制使用某些特殊的ADAS技術。人工智能、通訊與感測技術發展使自動駕駛的實現又更進一步，無論高科技巨頭還是傳統車廠都投入大量研發資源推動自動駕駛發展。在實現自動駕駛之前，消費者對於主動安全需求的提升將率先帶動ADAS與大量傳感器的市場需求。同時，在ADAS系統中，攝像頭是實現眾多預警、識別類功能的基礎，超過80%的ADAS技術都會運用到攝像頭，甚至部分技術將攝像頭作為主要的解決方案。此外，無人駕駛汽車市場的發展正在逐步深入，激光雷達、紅外相關產品的應用需求不斷釋放。憑藉自身領先的技術創新優勢、提前佈局的先發優勢，以及優秀的資源整合能力，本集團將全面受益於車載鏡頭行業的持續高速增長。

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For the optical instruments market, driven by the optical imaging technology and the processing and application of big data, as well as the growing demand for downstream applications, the optical instrument industry as a whole is developing positively in 2018. Meanwhile, more and more companies are considering the possibilities of using machinery vision to realize automatic identification and automatic detection of production lines to improve efficiency and reduce costs. Therefore, the Group will seize the advantages of industrial automation together with the optimization in internal resource allocation, increase investment in R&D and set up of layout in key markets to better response to the opportunities and challenges from various segment markets.

光學儀器市場方面，在光學影像技術、大數據處理及應用的發展帶動下，並伴隨下游應用領域需求的日益增長，二零一八年光學儀器行業整體向好發展。同時，越來越多的企業考慮如何採用機器視覺來實現生產線的自動識別、檢測等功能，以提高效率並降低成本。因此，本集團將緊緊抓住工業自動化這一契機，進一步優化內部資源配置，加大研發投入，佈局重點市場，更好地應對了各細分市場的機遇與挑戰。

In addition, the Group has also made continuous efforts to expand other businesses, such as innovative applications in various kinds of mobile terminals such as unmanned aerial vehicle ("**UAV**"), security monitoring, augmented reality ("**AR**"), virtual reality ("**VR**") and 3D. In addition to enhancing its R&D capability and actively expanding the markets, the Group strengthened its in-depth cooperation with global top-tier hi-tech companies and laid a solid foundation for the Group's mid- to long-term development in the future.

此外，本集團亦在積極拓展其它業務，包括無人機（「**UAV**」）、安防監控、增強現實（「**AR**」）、虛擬現實（「**VR**」）及3D等其他各種移動終端的創新型應用。本集團除了提高自身的研發實力，積極開拓市場外，還強化與全球頂尖高科技公司的深度合作，為本集團未來的中長期發展奠定了堅實的基礎。

During the year under review, in spite of the various pressures of the external environment, the Group adhered to be driven by R&D investment and increased the development and upgrade in core technologies, as well as consolidated core manufacturing resources. The Group also actively practiced its corporate culture with a core value of "Create Together", strengthened the training and recruitment of talents and accurately seized the market trend in the optoelectronic industry, focusing on innovation, optimizing in product portfolios and making full use of its advantages, which continued to enhance the comprehensive competitiveness of the Group.

於回顧年內，儘管面臨外部環境的多重壓力，本集團仍堅持以研發投入為動力，加大核心技術的開發與升級，鞏固核心製造資源，積極踐行以「共同創造」為核心價值觀的企業文化，加強人才培養及引進，且立足光電產業，精準把握市場趨勢，注重創新，優化產品組合，發揮各項優勢，使得本集團的綜合競爭實力得以繼續提升。

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BUSINESS REVIEW

On one hand, the Group continuously invested in its advantageous business and further implemented its development strategy of "Speeding Up Transformation and Upgrade". Through strengthening manufacturing capabilities, promoting delicacy management, breakthrough in the key technologies, and strengthening cost control, the Group further improved its comprehensive market competitiveness and customer satisfaction. Meanwhile, the Group built up quality awareness all the time to enhance quality management and optimize the quality control systems. On the other hand, the Group further strengthened the corporate culture construction and talent cultivation, optimized the qualification system, improved the training system, perfected the talent management plan, and secured talents for the development of the Group in mid- and long-term. During the year under review, the three business segments of the Group, namely Optical Components, Optoelectronic Products and Optical Instruments, recorded satisfactory performance. The shipment volume for the whole year of the handset lens sets has significantly increased, and made breakthroughs in high-end products in terms of business and technology, which contributed to the further increases in market share and competitiveness. While the vehicle lens sets business continued to maintain a growth momentum better than its peers in the industry with its market share continued to increase steadily. Under the influence of unfavourable factors such as the intensified competition in domestic and foreign markets and the depreciation of Renminbi, the handset camera modules business tackled the challenges, with sales revenue achieved a considerable increase. In 2018, the Group realised sales revenue of approximately RMB25,931.9 million, representing an increase of approximately 15.9% compared to that of last year.

業務回顧

本集團一方面持續深耕優勢業務，深化推進「加速轉型升級」的發展策略，通過強化製造能力、推進精細化管理、突破關鍵技術及加強成本管控，進一步提升了市場綜合競爭力和客戶滿意度。同時，本集團時刻樹立品質意識，加強品質管理，完善品質管控體系。另一方面，本集團進一步加強企業文化建設和人才培養，優化任職資格體系，完善培訓體系，健全人才管理方案，為本集團中長期的發展提供人才保障。於回顧年內，本集團的光學零件、光電產品及光學儀器三大事業皆取得了良好的成績。手機鏡頭全年出貨量獲得大幅增長，且在高端產品方面取得了業務和技術上的突破，市場佔有率和競爭力得以進一步提升；車載鏡頭業務繼續保持了好於行業的增長勢頭，且市場份額繼續穩步提升；在國內外市場競爭愈演愈烈，人民幣貶值等不利因素的影響下，手機攝像模組業務迎難而上，克服種種困難，銷售收入取得了一定的增長。二零一八年，本集團實現銷售收入約人民幣25,931,900,000元，較去年上升約15.9%。

Management Discussion and Analysis
管理層討論與分析

During the year under review, the Group focused on the future and actively made patent applications to avoid operational risk in terms of intellectual property rights more effectively. As of 31 December 2018, the Group had 958 granted patents, including 251 invention patents, 661 utility model patents and 46 exterior design patents. In addition, approvals for another 1,853 patent applications are pending.

OPTICAL COMPONENTS

Benefiting from the continuous development of the mid- to high-end smartphone market and the vehicle camera field, the Group's active response to market changes with its timely adjustment of strategies, and the breakthroughs of various key technologies and the enhancement of R&D ability, the Optical Components business segment has achieved satisfactory results. During the year under review, the revenue from the Optical Components business segment amounted to approximately RMB6,022.8 million, representing an increase of approximately 40.0% compared to that of last year. This business segment accounted for approximately 23.2% of the Group's total revenue, compared to approximately 19.2% for last year.

於回顧年內，本集團着眼未來，積極進行專利佈局，以更加有效的防範知識產權方面存在的經營風險。截至二零一八年十二月三十一日止，本集團擁有958項已獲授權專利，其中發明專利251項，實用新型專利661項，外觀設計專利46項。此外，另有1,853項待批核的專利。

光學零件

受惠於中高端智能手機市場及車載攝像頭領域的持續發展，以及本集團積極應對市場變化，及時調整策略，再加上光學零件事業各項關鍵技術的突破及研發能力的加強，該事業取得了較為滿意的成績。於回顧年內，光學零件事業的收入約人民幣6,022,800,000元，較去年增長約40.0%。此業務部門佔本集團總收入約23.2%，而在去年則約佔19.2%。

Management Discussion and Analysis
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During the year under review, the shipment volume of handset lens sets of the Group increased by approximately 56.4% compared to that of last year. In addition, the Group also focused on R&D investment in products and the improvement of product specifications, especially investment in large-aperture, miniaturization, ultra-wide angle and other new specifications. During the year under review, the Group successfully completed the development of a number of products, including ultra-large aperture (FNo.1.4) handset lens set with 7 pieces plastic aspherical lenses ("**7P**"). Meanwhile, 48-mega pixel handset lens sets, 32-mega pixel miniaturized head handset lens sets and variable aperture (7P) handset lens sets have achieved mass production. In respect of 3D field, the 3D collimating lens sets have successfully achieved mass production. Further, with its extensive experience and leading technological advantages in the optical field, the Group has actively promoted the design and development of semiconductor optics and micro/nano optical products, as well as developed a wide range of products applied in emerging fields such as lenses and lens sets used in VR/AR, biological recognition, motion tracking and so on. Some of such products have commenced mass production and achieved further breakthroughs in sales, resulting in considerable economic benefits.

於回顧年內，本集團的手機鏡頭出貨量較去年增長約56.4%。此外，本集團亦非常關注對於產品的研發投入及產品規格的提升，尤其是在大光圈、小型化、超廣角等新規格方面的投入。於回顧年內，本集團成功完成了多款產品的研發，主要包括超大光圈（FNo.1.4）7片塑膠非球面鏡片（「**7P**」）手機鏡頭。同時，4,800萬像素手機鏡頭，3,200萬像素超小頭部手機鏡頭和可變光圈（7P）手機鏡頭已實現量產。於3D領域方面，用於3D的准直鏡頭已成功實現量產。此外，憑藉在光學領域的深厚積累及技術領先優勢，本集團積極推進半導體光學和微納米光學產品的設計與開發，同時也已開發出多款應用於新興領域的產品，如應用於VR/AR、生物識別、運動追蹤等領域的鏡片和鏡頭，且其中部分產品已實現量產且銷售進一步取得突破，產生了可觀的經濟效益。

During the year under review, the shipment volume of vehicle lens sets of the Group increased by approximately 25.3% compared to that of last year, maintaining its ranking as the first in the industry globally.

於回顧年內，本集團車載鏡頭的出貨量較去年增長約25.3%，亦繼續保持了全球第一的行業領先地位。

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During the year under review, the Group achieved a series of technological breakthroughs in the field of vehicle lens sets. The Group has completed the R&D of 8-mega pixel vehicle lens sets and has received orders from a number of international tier-one clients. At the same time, the Group has achieved gratifying results in the field of new future products. Not only did it extend the applications of automotive optical products, the Group also laid foundation for the Company to form new strategic growth points in the future. During the year under review, the Group has successfully achieved the technological breakthrough in the core optical device of vehicle's head-up display ("**HUD**") and became one of the few HUD optical system solution providers capable of integrating design and manufacturing. Meanwhile, the Group seized the market opportunity of the automotive optical system in the field of autonomous driving and quickly promoted the technical R&D and market development of automotive LIDAR products, as well as comprehensively laid out the design and development of key components of automotive LIDAR and entered the automotive smart pixel headlight sector. Currently, the Group has conducted substantive business cooperation with several tier-one clients.

於回顧年內，本集團在車載鏡頭領域實現了一系列的技術突破。本集團完成了800萬像素車載鏡頭的研發，並獲得了多家國際一級供應商客戶的量產訂單。同時，本集團在未來新產品領域也取得了可喜的成績，不僅拓寬了車載光學產品的應用範圍，而且還為公司未來形成新的戰略增長點奠定基礎。於回顧年內，本集團成功實現了汽車抬頭顯示（「**HUD**」）核心光學器件的技術突破，成為了為數不多的能夠集設計、生產、製造於一體的HUD光學方案解決商；同時，本集團抓住自動駕駛領域車載光學系統的市場契機快速推進車載激光雷達產品的技術研發與市場開拓，全面佈局車載激光雷達關鍵元器件的設計開發和車載像素式智能大燈領域，目前已和多家一級供應商客戶展開實質性的業務合作。

The Group knew well about the importance of the proprietary intellectual property rights to the building of barriers to competition and for the increase in its comprehensive competitiveness. During the year under review, the Group has applied for many patents in the optical field, including various international patents. During the year under review, a total of 432 granted patents have been obtained by the Group in the Optical Components business segment, among which 158 were invention patents, 271 were utility model patents and the remaining 3 were exterior design patents. In addition, 813 patents are in the process of application.

本集團深知自主知識產權在構築競爭壁壘及加強自身綜合競爭力方面的重要性。於回顧年內，本集團申請了光學領域的諸多專利，其中包括多項國際專利。於回顧年內，本集團在光學零件事業領域中已獲授權專利共432項，其中158項為發明專利及271項為實用新型專利，餘下3項為外觀設計專利。此外，另有813項專利正在申請當中。

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OPTOELECTRONIC PRODUCTS

Under the multiple pressures of slowing growth rate in the global mobile phone market, intensified market competition, Sino-US trade friction escalation and RMB depreciation, the Optoelectronic Products business segment still could satisfactorily capture the wave of technology upgrades in the mid- to high-end smartphone market. Through the market expansion, technological innovation and the strengthening of the supply chain management, the sales of this business segment have achieved a considerable growth. During the year under review, the revenue from the Optoelectronic Products business segment amounted to approximately RMB19,609.2 million, representing an increase of approximately 10.3% compared to that of last year. This business segment accounted for approximately 75.6% of the Group's total revenue, compared with approximately 79.5% for last year.

During the year under review, the shipment volume of handset camera modules of the Group increased by approximately 30.3% compared to that of last year. Meanwhile, the dual-camera penetration rate continued to increase, but as the performance of the algorithm increased, the tendency to take away the stent for dual-camera became more obvious, and the form of monomer supply increased. However, with the gradual increased in consumer demand for higher time optical zoom, triple-camera and other new solutions are beginning to attract people's eyes. The Group has successfully mass produced the periscope type ultra-small optical zoom module with the establishment of a good and long-term relationship with mainstream customers. In addition, with the development of applications, the demand for 3D depth camera products continued to increase. It led to the relatively rapid increase in the shipment volume of the TOF modules and structured light modules on the mobile terminal. The Group simultaneously developed diverse 3D depth camera products so as to respond to the new market demands. At the same time, the Group has successfully developed various kinds of surround view, front view and in-car automotive camera modules, some of which are or will be put into mass production. In terms of technological innovation, the Group continued to innovate in new packaging technologies and has developed the latest generation of packaging technology to further reduce the module height, which will be in line with demand for higher screen-to-body ratio. Meanwhile, the Group continuously optimised the production process and increased investment in production line automation. With extensive experience in the optical industry and various innovative production techniques and packaging technology, the Group has successfully carried out mass production of mid- and high-end products for a famous customer in Korea, further enhancing the internationalization of customer base.

光電產品

在全球手機市場增速趨緩、市場競爭加劇、中美貿易摩擦升級及人民幣貶值等多重壓力下，光電產品事業部能夠較好地抓住中高端智能手機市場技術升級的浪潮，並通過市場拓展、技術革新及強化供應鏈的管理，使得該事業的銷售取得了一定的增長。於回顧年內，光電產品事業的收入約人民幣19,609,200,000元，較去年增長約10.3%。此業務部門佔本集團的總銷售收入約75.6%，而在去年則佔約79.5%。

於回顧年內，本集團手機攝像模組的出貨量較去年增長約30.3%。同時，雙攝滲透率不斷提高，但隨著演算法能力的提升，雙攝去支架化趨勢更加顯著，以單體供應的方式增加。但另一方面，消費者對於光學變焦倍數要求的逐步提高，三攝像頭及其他新的解決方案開始吸引人們的眼球。本集團已成功量產潛望式高倍率的超小光學變焦模組，且與主流客戶建立了良好及長遠的合作關係。此外，隨著應用的發展，3D深度相機產品的需求不斷提升，TOF模組和結構光模組在手機端的出貨數量增長較快，本集團同步開發出多樣化的3D深度相機產品方案以應對新的市場需求。與此同時，本集團已成功開發出各種環視、前視及艙內車載攝像模組，其中部分產品已開始量產或即將量產。在技術創新方面，本集團在新型封裝技術上持續創新，研發出最新一代的封裝技術，使得模組高度可以得到進一步下降，符合更大的手機屏佔比需求。同時，本集團不斷優化生產工藝並加大對於產線自動化的投入，憑藉深厚的光學積累及各種創新型生產工藝和封裝技術，本集團已成功為某一韓國知名客戶量產中高端產品，客戶基礎進一步國際化。

Management Discussion and Analysis
管理層討論與分析

During the year under review, the Group's business in deep vision module products has made rapid progress. The system solution products for target recognition such as face and object which based on 3D data have entered the mass commercial stage and have been applied to the new sectors of logistics, smart retail, etc. In addition, the Group has successfully developed linear TOF products and such products have been embedded sweeping robots for famous customers. At the same time, the Group has also successfully developed wide-angle high-profile area array TOF products for full coverage for large-scale probing and interactive applications in AR/VR, robots, drones and so on. Saved as mentioned above, the Group has completed the upgrade and mass application of the self-developed software of 3D products such as TOF, dual-camera and structured light products, which has established the Group's advantages in the large-scale efficient production of the relevant products.

於回顧年內，本集團在深度視覺模組產品的業務方面取得了長足發展。基於3D數據的人臉、物體等對象識別的系統方案產品進入了批量化商用階段且在物流、智能零售等新興領域得以應用。此外，本集團成功開發了線性TOF產品，並已內置於知名客戶的掃地機器人中；同時，本集團也成功開發了廣角高像素面陣TOF產品，在AR/VR、機器人、無人機等大範圍探測與交互應用方面實現全覆蓋。除以上所述外，本集團對基於TOF、雙攝、結構光等3D類產品的自主標定生產軟件完成升級與批量應用，奠定了本集團在相關產品的規模化高效率生產的優勢。

During the year under review, a total of 440 granted patents have been obtained by the Group in the Optoelectronic Products business segment, among which 82 were invention patents, 337 were utility model patents and the remaining 21 were exterior design patents. In addition, 936 patents are in the process of application.

於回顧年內，本集團在光電產品事業領域中已獲授權專利共440項，其中82項為發明專利，337項為實用新型專利，餘下21項為外觀設計專利。此外，另有936項專利正在申請當中。

OPTICAL INSTRUMENTS

During the year under review, the demand for optical instruments has recovered, the revenue from the Optical Instruments business segment amounted to approximately RMB299.9 million, an increase of approximately 2.2% compared to that of last year. The business segment accounted for approximately 1.2% of the Group's total sales revenue, compared to approximately 1.3% for last year.

光學儀器

於回顧年內，市場對於光學儀器的需求有所回暖，光學儀器事業的收入約人民幣299,900,000元，較去年增長約2.2%。此業務部門佔本集團的總銷售收入約1.2%，而在去年則約佔1.3%。

Management Discussion and Analysis
管理層討論與分析

During the year under review, the Group continued its efforts in transforming the role of instrument system solution integrators, and both the microscopic instrument and intelligent equipment sectors made good progress. In the microscopic instrument sector, the Group focused on product development and marketing, further strengthened its marketing capabilities and improved its product structure. Fully automated research and inverted microscopes have achieved production in small batches. In the intelligent equipment sector, the Group was closely concentrating on the layout of equipment in the industrial and medical fields, and actively promoted the application of deep learning in mass production equipment. In the industrial field, infrared cut-off filter ("**IRCF**") defect inspection equipment and scanning detection equipment for anisotropic conductive film ("**ACF**"), which were all self-developed, have achieved mass production. In the medical field, the Mycobacterium tuberculosis microscopy scanning system has achieved mass production and sales. In addition, the Group will also continue to enhance the research & development and market investments of high-end optical instruments in the industrial, education and medical fields to promote the mid- to long-term stable development of the Group.

於回顧年內，本集團在向儀器系統方案集成商的角色轉變上持續作出努力，顯微儀器和智能裝備兩大板塊均取得了不錯的進展。在顯微儀器板塊，本集團著力於產品的研發與市場的推廣，進一步強化市場營銷能力，產品結構得以改善。全自動研究及倒置顯微鏡已實現小批量生產。在智能裝備板塊，本集團緊緊圍繞工業領域和醫療領域進行設備佈局，並積極推動深度學習在量產設備中的應用。在工業領域方面，自主開發的紅外截止濾光片（「**IRCF**」）元件檢測設備和異嚮導電膠膜（「**ACF**」）導電粒子檢測設備均已實現量產；在醫療領域方面，結核分枝桿菌顯微掃描系統已實現量產銷售。與此同時，本集團也將繼續加強對工業、教育、醫療領域高端光學儀器的研發及市場的投入，以推動本集團中長期的穩固發展。

During the year under review, a total of 86 granted patents have been obtained by the Group in the Optical Instruments business segment, among which, 11 were invention patents, 53 were utility model patents and the remaining 22 were exterior design patents. In addition, 104 patents are in the process of application.

於回顧年內，本集團在光學儀器事業領域中已獲授權專利共86項，其中11項為發明專利，53項為實用新型專利，餘下22項為外觀設計專利。此外，另有104項專利正在申請當中。

PRODUCTION

The Group's products are mainly manufactured in four production bases in Yuyao of Zhejiang Province, Zhongshan of Guangdong Province, Shanghai and Xinyang of Henan Province in the PRC, respectively. Meanwhile, on 10 January 2019, the Group has established a new subsidiary in Indian to meet the customer's demand in the Indian market. In addition, the Group has also established a subsidiary in Silicon Valley, California, the United States, which is responsible for technical support, marketing and customer base expansion in North America.

生產

本集團的產品主要由分別位於中國浙江省餘姚市、廣東省中山市、上海市及河南省信陽市的四個生產基地生產。同時，於二零一九年一月十日，本集團在印度設立了一家新的附屬公司，以滿足客戶在印度市場的需求。此外，本集團亦在美國加利福尼亞州矽谷設立了附屬公司，負責北美地區的技術支持、市場推廣及客戶開拓。

AWARDS AND RECOGNITIONS
獎項與嘉許

CORPORATE HONOURS RECEIVED IN 2018

於二零一八年取得的企業榮譽

- Zhejiang Sunny Optics Co., Ltd. was awarded the "Excellent Supplier Award" from Huaqin Communication Technology Co., Ltd.
  浙江舜宇光學有限公司榮獲華勤通訊技術有限公司的「優秀供應商獎」

- Zhejiang Sunny Optics Co., Ltd. was awarded the "Sixth Anniversary Commemoration of Cooperation" by Vivo Communication Technology Co. Ltd.
  浙江舜宇光學有限公司榮獲維沃通信科技有限公司的「六周年合作紀念」

- Zhejiang Sunny Optics Co., Ltd. was awarded the "Innovation Award" by Vivo Communication Technology Co. Ltd.
  浙江舜宇光學有限公司榮獲維沃通信科技有限公司的「創新獎」

- Zhejiang Sunny Optics Co., Ltd. was awarded the "Quality Award" by Vivo Communication Technology Co. Ltd.
  浙江舜宇光學有限公司榮獲維沃通信科技有限公司的「品質獎」

- Xinyang Sunny Optics Co., Ltd. was awarded the "Excellent Supplier Award" in 2017 by Panasonic Avc Networks Xiamen Co., Ltd.
  信陽舜宇光學有限公司榮獲廈門松下「二零一七年度優秀供應商」

- Sunny Optics (Zhongshan) Co., Ltd. was awarded the "Strategic Partner Award" by Hangzhou Hikvision Digital Technology Co., Ltd.
  舜宇光學（中山）有限公司榮獲杭州海康威視數字技術有限公司「戰略合作夥伴」獎

- Zhejiang Sunny Optical Intelligence Technology Co., Ltd. was awarded the "Top Partner Award" in 2017 by Company T
  浙江舜宇智能光學技術有限公司榮獲T公司二零一七年度「最佳合作夥伴獎」

- Zhejiang Sunny Optical Intelligence Technology Co., Ltd. was awarded the "Best Collaboration Award" by Panasonic (Vietnam) System Technology Co., Ltd., a subsidiary of Panasonic in Japan
  浙江舜宇智能光學技術有限公司榮獲日本松下集團傘下公司松下（越南）系統科技有限公司「最佳合作獎」

Management Discussion and Analysis
管理層討論與分析

- Ningbo Sunny Opotech Co., Ltd. was awarded the "Excellent Quality Award" by Huawei Technology Co., Ltd.
  寧波舜宇光電信息有限公司榮獲華為技術有限公司「質量優秀獎」

- Ningbo Sunny Opotech Co., Ltd. was awarded the "Excellent Supplier Award" by LG Electronics
  寧波舜宇光電信息有限公司榮獲LG電子「優秀供應商獎」

- Ningbo Sunny Opotech Co., Ltd. was awarded the "Global Gold Supplier Award" by Huawei Technology Co., Ltd.
  寧波舜宇光電信息有限公司榮獲華為技術有限公司「全球金牌供應商」大獎

- Ningbo Sunny Opotech Co., Ltd. was awarded the "Best Strategy Partner Award" by Beijing Xiaomi Technology Co., Ltd.
  寧波舜宇光電信息有限公司榮獲北京小米科技有限責任公司「最佳策略合作夥伴獎」

- The Group was included in "Hang Seng China (Hong Kong Listing) 25 Index"
  本集團首次入選為「恒生中國（香港上市）25指數」

- The Group was listed in the "Top 500 Chinese Manufacturing Enterprises" for three consecutive years, ranking 333rd, which has been improved by 79 places compared to last year
  本集團連續第三年入圍「中國民營企業500強」榜單，位列第333位，較去年上升79位

- The Group ranked among the top 200 in the list of "Top 500 Chinese Private Enterprises", ranked 191st, rising 48 places compared to last year
  本集團首次躋身「中國民營企業製造業500強」榜單的前200位，位列第191位，較去年上升48位

- The Group was ranked top three among all-Asia technology/hardware companies by the US magazine, Institutional Investor, on its lists of "Best CEO", "Best CFO", "Best Investor Relations Program", "Best IR Professional" and "Best Analyst Day" for the third consecutive year in 2018, and was awarded the title of "Most Respected Company". The Company was also ranked first in the new categories in 2018, namely "Best Corporate Governance" and "Best ESG SRI Metrics"
  本集團連續第三年榮登美國《機構投資者》雜誌二零一八年「最佳行政總裁」、「最佳財務總監」、「最佳投資者關係」、「最佳投資者關係專才」及「最佳分析師日」的榜單，均位列亞洲科技／硬件類前三甲，並榮獲「最受尊敬公司」的稱號；在二零一八年年新增的「最佳企業管治」和「最佳環境、社會及管治系列指標」評選中，公司也榮獲第一

- The Group won the two awards of "Most Valuable TMT Stocks Company" and "Best Investor Relations Management Listed Companies" at the 2018 "Golden Hong Kong Stocks Awards"
  本集團榮獲2018「金港股」評選活動中「最具價值TMT股公司」和「最佳投資者關係管理上市公司」兩項大獎

Management Discussion and Analysis
管理層討論與分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2018, the Group's revenue was approximately RMB25,931.9 million, representing an increase of approximately 15.9% or approximately RMB3,565.6 million compared to that of last year. The increase in revenue was mainly benefited from the Group's better development in the industry of smartphone related businesses and vehicle imaging field.

Revenue generated from the Optical Components business segment increased by approximately RMB1,721.0 million to approximately RMB6,022.8 million compared to that of last year. The increase in revenue was mainly due to the sound development of handset lens sets and vehicle lens sets businesses.

Revenue generated from the Optoelectronic Products business segment increased by approximately RMB1,838.1 million to approximately RMB19,609.2 million compared to that of last year. The increase in revenue was mainly attributable to the increase in the shipment volume of handset camera modules.

Revenue generated from the Optical Instruments business segment increased by approximately RMB6.4 million to approximately RMB299.9 million compared to that of last year. The increase in revenue was mainly attributable to the increase in demand for optical instruments in the market.

財務回顧

收入

截至二零一八年十二月三十一日止年度，本集團的收入約人民幣25,931,900,000元，較去年增長約15.9%或約人民幣3,565,600,000元。收入增長的主要原因是受惠於本集團在智能手機相關業務及車載成像領域有較好的發展。

光學零件事業的收入較去年增加約人民幣1,721,000,000元至約人民幣6,022,800,000元。收入增長主要是因為手機鏡頭及車載鏡頭業務發展良好。

光電產品事業的收入較去年增加約人民幣1,838,100,000元至約人民幣19,609,200,000元。收入增長主要是由於手機攝像模組出貨量的上升。

光學儀器事業的收入較去年增加約人民幣6,400,000元至約人民幣299,900,000元。收入增長主要是因為光學儀器的市場需求有所增加。

Management Discussion and Analysis
管理層討論與分析

Gross Profit and Margin

The gross profit of the Group for the year ended 31 December 2018 was approximately RMB4,913.1 million, which was approximately 2.3% higher compared to that of last year. The gross profit margin was approximately 18.9% (2017: approximately 21.5%), which was approximately 2.6 percentage points lower compared to that of last year. The decrease in gross profit margin was mainly attributable to the fact that the gross profit margin of handset camera modules business decreased by approximately 4.7 percentage points compared to that of last year, while the decline in gross profit margin of this business was mainly due to:

(i) the utilisation rate of the new factory which remained in the course of improvement in the year ended 31 December 2018;

(ii) the increased material costs due to the depreciation of Renminbi in the year ended 31 December 2018; and

(iii) the handset camera modules business which was in the process of the production line optimisation and the automation level improvement, which hindered the production efficiency and led to an increase in production costs.

The gross profit margins of Optical Components business segment, Optoelectronic Products business segment and Optical Instruments business segment were approximately 41.5%, 8.4% and 40.5%, respectively (2017: approximately 44.0%, 13.1% and 43.2% respectively).

Selling and Distribution Expenses

The selling and distribution expenses of the Group for the year ended 31 December 2018 increased by approximately RMB4.8 million compared to that of last year to approximately RMB209.9 million. It accounted for approximately 0.8% of the Group's revenue during the year under review, compared to approximately 0.9% for last year. The increase in absolute amount was primarily attributable to the increase in the costs of selling, marketing and distribution personnel resulted from the growth in sales activities.

毛利及毛利率

截至二零一八年十二月三十一日止年度，本集團的毛利約人民幣4,913,100,000元，較去年上升約2.3%。毛利率則約18.9%（二零一七年：約21.5%），較去年下降約2.6個百分點。毛利率的下降主要是由於手機攝像模組業務的毛利率較去年下降約4.7個百分點，該業務毛利率下降主要是因為：

(i) 於截至二零一八年十二月三十一日止年度，新廠房的利用率尚在進一步提高中；

(ii) 人民幣於截至二零一八年十二月三十一日止年度貶值，導致材料成本增加；及

(iii) 手機攝像模組業務尚處於產線流程優化和自動化水準提高過程中，影響生產效率，導致生產成本增加。

其中光學零件事業的毛利率約41.5%（二零一七年：約44.0%），光電產品事業的毛利率約8.4%（二零一七年：約13.1%）及光學儀器事業的毛利率約40.5%（二零一七年：約43.2%）。

銷售及分銷費用

截至二零一八年十二月三十一日止年度，本集團的銷售及分銷費用較去年增加約人民幣4,800,000元，達至約人民幣209,900,000元，於回顧年內佔本集團收入約0.8%，去年佔比約0.9%。有關絕對金額的增加主要是由於營銷活動增加導致相關銷售、市場推廣及分銷人員的成本增加。

Management Discussion and Analysis
管理層討論與分析

R&D Expenditure

The R&D expenditure of the Group for the year ended 31 December 2018 increased by approximately RMB194.2 million compared to that of last year to approximately RMB1,362.3 million. It accounted for approximately 5.3% of the Group's revenue during the year under review, compared to approximately 5.2% for last year. The increase in overall R&D expenditure was attributable to the Group's continuous investment in R&D activities and business development. The R&D expenditure was mainly used in the R&D of high-end handset lens sets and handset camera modules, innovative optoelectronic products for mobile terminals, vehicle lens sets and automotive camera modules, infrared products, security surveillance systems products, mid- to high-end optical instruments, intelligent equipment for testing and the upgrade of existing product categories.

研發費用

截至二零一八年十二月三十一日止年度，本集團的研發費用較去年增加約人民幣194,200,000元，達至約人民幣1,362,300,000元，於回顧年內佔本集團收入約5.3%，去年佔比約5.2%。總體研發費用的增加乃本集團持續投放資金於研發項目及業務發展所致。研發費用主要用於高規格手機鏡頭及手機攝像模組、創新型移動終端光電產品、車載鏡頭及車載攝像模組、紅外產品、安防監控系統產品、中高端光學儀器、智能檢測設備的研發以及原有產品種類的升級。

Administrative Expenses

The administrative expenses of the Group for the year ended 31 December 2018 increased by approximately RMB45.0 million compared to that of last year to approximately RMB433.9 million. It accounted for approximately 1.7% of the Group's revenue during the year under review, which was same compared to that of last year. The increase in absolute amount was mainly attributable to the increase in the headcount and remuneration of administrative staff, the grant of restricted shares and the corresponding increase in relevant fringe benefits.

行政費用

截至二零一八年十二月三十一日止年度，本集團的行政費用較去年增加約人民幣45,000,000元，達至約人民幣433,900,000元，於回顧年內佔本集團收入約1.7%，與去年佔比相同。有關絕對金額的增加主要是因為行政員工數量及薪資的上升，受限制性股份的授出及相關福利成本相應提高。

Income Tax Expense

The income tax expense of the Group for the year ended 31 December 2018 decreased by approximately RMB65.6 million compared to that of last year to approximately RMB338.6 million. The decrease in income tax expense was mainly attributable to the increasing pre-tax deduction ratio of R&D expenses. The Group's actual effective tax rate was approximately 11.9% during the year under review, compared to approximately 12.2% for last year.

所得稅開支

截至二零一八年十二月三十一日止年度，本集團的所得稅開支較去年減少約人民幣65,600,000元，達至約人民幣338,600,000元。所得稅開支下降的主要原因是研發費用稅前扣除比例提高。於回顧年內，本集團的實際有效稅率約11.9%，去年則約12.2%。

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The tax rates applicable to the Group's subsidiaries in the PRC are shown as follows:

下表顯示本集團各中國附屬公司的適用税率：

Name of Subsidiaries 附屬公司名稱	Type of Subsidiaries 附屬公司類型	2017 二零一七年	**2018 二零一八年**	2019 二零一九年	2020 二零二零年
				(Expected) (預期)	(Expected) (預期)
+*Zhejiang Sunny Optics Co., Ltd. ("**Sunny Zhejiang Optics**") +*浙江舜宇光學有限公司 (「**舜宇浙江光學**」)	Limited liability company (Taiwan, Hong Kong or Macau joint venture) 有限責任公司 (台港澳合資)	15.0%	**15.0%**	15.0%	15.0%
+* Ningbo Sunny Instruments Co., Ltd. ("**Sunny Instruments**") +*寧波舜宇儀器有限公司 (「**舜宇儀器**」)	Limited liability company (Taiwan, Hong Kong or Macau joint venture) 有限責任公司 (台港澳合資)	15.0%	**15.0%**	15.0%	15.0%
+* Sunny Optics (Zhongshan) Co., Ltd. ("**Sunny Zhongshan Optics**") +*舜宇光學(中山)有限公司 (「**舜宇中山光學**」)	Limited liability company (Taiwan, Hong Kong or Macau and domestic joint venture) 有限責任公司 (台港澳與境內合資)	15.0%	**15.0%**	15.0%	15.0%
+* Ningbo Sunny Opotech Co., Ltd. ("**Sunny Opotech**") +*寧波舜宇光電信息有限公司 (「**舜宇光電**」)	Limited liability company (Taiwan, Hong Kong or Macau and domestic joint venture) 有限責任公司 (台港澳與境內合資)	15.0%	**15.0%**	15.0%	15.0%
+* Ningbo Sunny Infrared Technologies Co., Ltd. ("**Sunny Infrared Optics**") +*寧波舜宇紅外技術有限公司 (「**舜宇紅外光學**」)	Limited liability company (investment by foreign investment company) 有限責任公司 (外商投資企業投資)	15.0%	**15.0%**	15.0%	15.0%

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Name of Subsidiaries 附屬公司名稱	Type of Subsidiaries 附屬公司類型	2017 二零一七年	**2018** **二零一八年**	2019 二零一九年	2020 二零二零年
				(Expected) （預期）	(Expected) （預期）
#+* Shanghai Sunny Hengping Scientific Instrument Co., Ltd. (“**Sunny Hengping Instrument**”) #+*上海舜宇恒平科學儀器有限公司 （「**舜宇恒平儀器**」）	Limited liability company (domestic joint venture) 有限責任公司（國內合資）	15.0%	**N/A** **不適用**	N/A 不適用	N/A 不適用
+* Ningbo Sunny Automotive Optech Co., Ltd. (“**Sunny Automotive Optech**”) +*寧波舜宇車載光學技術有限公司 （「**舜宇車載光學**」）	Limited liability company (legal person sole investment by foreign investment company) 有限責任公司（外商投資企業法人獨資）	15.0%	**15.0%**	15.0%	15.0%
# Sifang Technology (Hangzhou) Co., Ltd. (“**Sifang Technology**”) # 思方科技（杭州）有限公司 （「**思方科技**」）	Limited liability company (legal person sole investment) 有限責任公司（法人獨資）	25.0%	**N/A** **不適用**	N/A 不適用	N/A 不適用
+*Xinyang Sunny Optics Co., Ltd. (“**Sunny Xinyang Optics**”) +*信陽舜宇光學有限公司 （「**舜宇信陽光學**」）	Limited liability company (investment by foreign investment company) 有限責任公司 （外商投資企業投資）	25.0%	**15.0%**	15.0%	15.0%
Shanghai Sunny Yangming Precision Optics Co., Ltd. (“**Sunny Shanghai Optics**”) 上海舜宇陽明精密光學有限公司 （「**舜宇上海光學**」）	Limited liability company (legal person sole investment by foreign investment company) 有限責任公司（外商投資企業法人獨資）	25.0%	**25.0%**	25.0%	25.0%
Ningbo Sunny Intelligent Technology Co., Ltd. (“**Sunny Intelligent Technology**”) 寧波舜宇智能科技有限公司 （「**舜宇智能科技**」）	Limited liability company (legal person sole investment) 有限責任公司（法人獨資）	25.0%	**25.0%**	25.0%	25.0%

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Name of Subsidiaries 附屬公司名稱	Type of Subsidiaries 附屬公司類型	2017 二零一七年	**2018** **二零一八年**	2019 二零一九年	2020 二零二零年
				(Expected) (預期)	(Expected) (預期)
Sunny Group Co., Ltd. ("**Sunny Group**") 舜宇集團有限公司 (「**舜宇集團**」)	Limited liability company (legal person sole investment by foreign investment company) 有限責任公司(外商投資企業法人獨資)	25.0%	**25.0%**	25.0%	25.0%
- Zhejiang Sunny Optical Intelligence Technology Co., Ltd. ("**Sunny Optical Intelligence**") - 浙江舜宇智能光學技術有限公司 (「**舜宇智能光學**」)	Limited liability company 有限責任公司	0%	**0%**	12.5%	12.5%
# Qingdao Sunny Hengping Instrument Co., Ltd. ("**Sunny Hengping Instrument (Qingdao)**") #青島舜宇恒平儀器有限公司 (「**舜宇恒平儀器(青島)**」)	Other limited liability company 其他有限責任公司	25.0%	**N/A** **不適用**	N/A 不適用	N/A 不適用
Sunny Optics (Zhejiang) Research Institute Co., Ltd. ("**Sunny Research Institute**") 舜宇光學(浙江)研究院有限公司 (「**舜宇研究院**」)	Limited liability company (legal person sole investment) 有限責任公司(法人獨資)	25.0%	**25.0%**	25.0%	25.0%
Yuyao Sunny Optical Intelligence Technology Co., Ltd. ("**Sunny Optical Intelligence Yuyao**") 餘姚舜宇智能光學技術有限公司 (「**舜宇智能光學(餘姚)**」)	Limited liability company (legal person sole investment) 有限責任公司(法人獨資)	25.0%	**25.0%**	25.0%	25.0%
! Ningbo Mei Shan Bao Shui Gang Qu Sunxin Investment Partnership (Limited Partnership) ("**Ningbo Sunxin**") ! 寧波梅山保稅港區舜鑫投資管理合夥企業(有限合夥) (「**寧波舜鑫**」)	Limited partnership company 有限合夥企業	N/A 不適用	**N/A** **不適用**	N/A 不適用	N/A 不適用

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Name of Subsidiaries 附屬公司名稱	Type of Subsidiaries 附屬公司類型	2017 二零一七年	**2018** **二零一八年**	2019 二零一九年	2020 二零二零年
				(Expected) （預期）	(Expected) （預期）
Ningbo Mei Shan Bao Shui Gang Qu Sunyi Investment Co., Ltd. ("**Ningbo Sunyi**") 寧波梅山保稅港區舜翌投資管理有限公司（「**寧波舜翌**」）	Limited liability company 有限責任公司	25.0%	**25.0%**	25.0%	25.0%
Yuyao City Sunny Huitong Microcredit Co., Ltd. ("**Sunny Huitong**") 餘姚市舜宇匯通小額貸款有限公司（「**舜宇匯通**」）	Limited liability company (legal person sole investment) 有限責任公司（法人獨資）	25.0%	**25.0%**	25.0%	25.0%

* Companies recognised as Hi-Tech Enterprises prior to the balance sheet date.

\+ The Hi-Tech Enterprise Certification of the companies will expire on 31 December 2019 or 31 December 2020.

\# These companies were disposed/deregistered during the year.

! The partners of the Company shall be responsible for the income tax because it is a limited partnership company.

\- The Company was recognized as a Software Company prior to the balance sheet date, and entitled preferential policies of exemption from enterprise income tax for the first two years and reduction half for the subsequent three years.

* 該等公司於結算日前被認定為高新技術企業。

\+ 該等公司的高新技術企業證明將於二零一九年十二月三十一日或二零二零年十二月三十一日屆滿。

\# 該等公司已於年內進行出售／註銷。

! 該公司為有限合夥企業，由合夥人自行承擔所得稅。

\- 該公司於結算日前被認定為軟件企業，享受企業所得稅兩免三減半優惠政策。

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Profit for the Year and Net Profit Margin

The profit for the year of the Group for the year ended 31 December 2018 decreased by approximately RMB401.4 million compared to that of last year to approximately RMB2,512.7 million. The decreased in net profit was mainly attributable to:

1) the depreciation of Renminbi in the year ended 31 December 2018 which caused a net foreign exchange loss amounting to approximately RMB377.5 million, in which an unrealised foreign exchange loss amounting to approximately RMB272.9million was caused by the USD600.0 million bonds issued by the Company on 23 January 2018 and related accrued interest payable, which was a non-cash item; and

2) The gross profit margin of the Group for the year ended 31 December 2018 was approximately 2.6 percentage points lower compared to the gross profit margin for the year ended 31 December 2017.

The net profit margin was approximately 9.7% compared to approximately 13.0% for last year.

年度溢利及淨利率

截至二零一八年十二月三十一日止年度，本集團的年度溢利較去年減少約人民幣401,400,000元，達至約人民幣2,512,700,000元。淨利的減少主要是因為：

1） 人民幣於截至二零一八年十二月三十一日止年度貶值，導致外匯虧損淨額約人民幣377,500,000元，其中未變現外匯虧損約人民幣272,900,000元是由於本公司於二零一八年一月二十三日發行之600,000,000美元債券以及其相關的預提應付利息所造成，其為非現金項目；及

2） 本集團截至二零一八年十二月三十一日止年度之毛利率較截至二零一七年十二月三十一日止年度之毛利率下降約2.6個百分點。

淨利率則約9.7%，去年約13.0%。

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Profit for the Year Attributable to Owners of the Company

The profit for the year attributable to owners of the Company for the year ended 31 December 2018 decreased by approximately RMB410.7 million compared to that of last year to approximately RMB2,490.9 million.

本公司股東應佔年內溢利

截至二零一八年十二月三十一日止年度，本公司股東應佔年內溢利較去年減少約人民幣410,700,000元，達至約人民幣2,490,900,000元。

Final Dividends

For the year ended 31 December 2018, the dividends proposed by the Board was approximately RMB0.568 (equivalent to HK$0.662) per share, with payout ratio of approximately 25.0% of the profit attributable to owners of the Company for the year.

末期股息

截至二零一八年十二月三十一日止年度，董事會建議派發每股約人民幣0.568元（相等於0.662港元）的股息，支付比例約為本公司股東應佔年內溢利約25.0%。

LIQUIDITY AND FINANCIAL RESOURCES
流動資金及財政來源

Cash Flows
現金流量

The table below summarises the Group's cash flows for the years ended 31 December 2018 and 31 December 2017:

下表載列本集團於截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度的現金流量概要：

	For the year ended 31 December 截至十二月三十一日止年度	
	2018 二零一八年 RMB million 人民幣百萬元	2017 二零一七年 RMB million 人民幣百萬元
Net cash from operating activities 經營活動所得現金淨額	**3,567.9**	2,436.3
Net cash used in investing activities 投資活動所用現金淨額	**(5,499.3)**	(1,686.3)
Net cash from financing activities 融資活動所得現金淨額	**2,956.8**	12.2

The Group derives its working capital mainly from cash on hand and net cash generated from operating activities. The Board expects that the Group will rely on net cash from operating activities, bank borrowings and debt financing in the short run to meet the demand of working capital and other capital expenditure requirements. In the long run, the Group will be mainly funded by net cash from operating activities and, if necessary, by additional bank borrowings, debt financing or equity financing. There were no material changes in the funding and financial policy of the Group for the year ended 31 December 2018.

本集團營運資金主要來自手頭現金及經營活動所得之現金淨額。董事會預期本集團將依賴經營活動所得現金淨額、銀行借貸及債券融資以應付短期內的營運資金及其它資本開支需求。長遠而言，本集團主要會以經營活動所得之現金淨額以及額外銀行借貸、債券融資或股權融資（如有需要）所得資金經營。截至二零一八年十二月三十一日止年度，本集團的資金及財務政策並無重大變動。

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The Group's balance of cash and cash equivalents was approximately RMB2,254.3 million as at 31 December 2018, representing an increase of approximately RMB1,027.4 million compared to the balance of the end of last year.

本集團於二零一八年十二月三十一日的現金及現金等值項目餘額約人民幣2,254,300,000元，比去年年底增加約人民幣1,027,400,000元。

Operating Activities

經營活動

Cash inflow from operating activities was mainly generated from cash receipt from sales of the Group's products. Cash outflow from operating activities was mainly due to the purchases of raw materials, staff costs, selling and distribution expenses, R&D expenditure and administrative expenses. Net cash generated from operating activities was approximately RMB3,567.9 million for the financial year of 2018 and net cash generated from operating activities was approximately RMB2,436.3 million for the financial year of 2017. The increase in the net cash generated from operating activities was mainly attributable to the increase in trade and other payables and the decrease in trade and other receivables and prepayment compared to those of last year.

經營活動所得現金流入主要來自本集團產品銷售現金收入。經營活動所用現金流出主要用於購買原材料、員工成本、銷售和分銷支出、研發開支及行政開支。二零一八年財政年度的經營活動所得現金淨額約人民幣3,567,900,000元，而二零一七年財政年度的經營活動所得現金淨額則約人民幣2,436,300,000元。經營活動所得現金淨額增加主要是由於貿易及其他應付款項的增加和貿易及其他應收款項及預付款項較去年減少。

The trade receivable turnover days (balance of trade receivables/revenue × 365 days) decreased from approximately 73 days for the financial year of 2017 to approximately 72 days for the financial year of 2018. There was no significant difference in trade receivable turnover days in these two financial years.

貿易應收款項周轉日數（貿易應收款項餘額／收入×365日）由二零一七年財政年度的約73日減少至二零一八年財政年度的約72日。這兩個財政年度的貿易應收款項周轉日數沒有顯著差異。

The trade payable turnover days (balance of trade payables including accrued purchases/cost of sales × 365 days) decreased from approximately 94 days for the financial year of 2017 to approximately 88 days for the financial year of 2018. The credit terms on purchases of goods granted by suppliers are up to 180 days. The decrease in the trade payable turnover days was mainly due to the Group's improved control on the procurement of raw materials.

貿易應付款項周轉日數（貿易應付款項餘額含應計採購額／銷售成本×365日）由二零一七年財政年度的約94日減少至二零一八年財政年度的約88日。供貨商授出的產品採購信貸期最長為180日，貿易應付款項周轉日數減少主要是因為本集團加強了對原材料採購的管控。

The inventory turnover days (balance of inventories/cost of sales × 365 days) decreased from approximately 54 days for the financial year of 2017 to approximately 53 days for the financial year of 2018. There was no significant difference in inventory turnover days in these two financial years.

存貨周轉日數（存貨餘額／銷售成本×365日）由二零一七年財政年度的約54日減少至二零一八年財政年度的約53日。這兩個財政年度的存貨周轉日數沒有顯著差異。

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Investing Activities

The Group recorded a net cash used in investing activities of approximately RMB5,499.3 million for the financial year of 2018, which was mainly attributable to purchases and release of unlisted financial products of approximately RMB46,832.6 million and approximately RMB44,352.8 million during the year respectively, and the Group's capital expenditure amounting to approximately RMB2,617.4 million during the year.

投資活動

本集團於二零一八年財政年度的投資活動所用現金淨額約人民幣5,499,300,000元，這主要是由於在年內分別購置及解除非上市金融產品約人民幣46,832,600,000元及約人民幣44,352,800,000元及本集團於年內的資本開支約人民幣2,617,400,000元。

Financing Activities

The Group recorded a net cash from financing activities of approximately RMB2,956.8 million for the financial year of 2018. The cash inflow mainly came from proceeds from bond issuance of approximately RMB3,832.1 million and new bank borrowings raised of approximately RMB1,898.2 million. Major outflows were the repayment of bank borrowings of approximately RMB1,810.4 million and dividends paid to shareholders of approximately RMB725.1 million declared last year.

融資活動

本集團於二零一八年財政年度的融資活動所得現金淨額約人民幣2,956,800,000元，流入現金主要來自發行債券所得款項約人民幣3,832,100,000元以及新籌得的銀行借貸約人民幣1,898,200,000元，而主要流出則是償還銀行借貸約人民幣1,810,400,000元及向股東派付去年所宣派的股息約人民幣725,100,000元。

Capital Expenditure

For the year ended 31 December 2018, the Group's capital expenditure amounted to approximately RMB2,617.4 million, which was mainly used for the purchases of property, plant and equipment, purchases of intangible assets, acquisition of land use right and other tangible assets. All of the capital expenditure was financed by internal resources, debt financing and bank borrowings.

資本開支

截至二零一八年十二月三十一日止年度，本集團的資本開支約人民幣2,617,400,000元，主要用作購置物業、機器及設備、購置無形資產、購買土地使用權和其他有形資產。所有資本開支均來源於內部資源、債券融資及銀行借貸撥付。

CAPITAL STRUCTURE

資本結構

Indebtedness

債務

Bank borrowings

Bank borrowings of the Group as at 31 December 2018 amounted to approximately RMB1,482.4 million (2017: approximately RMB1,347.9 million). No borrowings were secured by certain buildings and land of the Group as at 31 December 2018 and 2017.

銀行借貸

於二零一八年十二月三十一日，本集團的銀行貸款約人民幣1,482,400,000元（二零一七年：約人民幣1,347,900,000元）。於二零一八年及二零一七年十二月三十一日，本集團並未就借貸而抵押若干樓宇及土地。

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Bank facilities

As at 31 December 2018, the Group had bank facilities of RMB2,613.0 million with Yuyao Branch of Agricultural Bank of China Limited, RMB901.0 million with Yuyao Branch of Bank of China Limited, RMB700.0 million with Ningbo Branch of The Export-Import Bank of China, RMB600.0 million with Yuyao Branch of Ningbo Bank Co., Ltd., RMB200.0 million with Yuyao Branch of Bank of Communication Co., Ltd., RMB80.0 million with Ningbo Branch of Huaxia Bank Co., Ltd., RMB50.0 million with Xinyang Pingzhong Street Branch of Industrial and Commercial Bank of China Limited, RMB20.0 million with Zhongshan Branch of China Construction Bank Co., Ltd., USD90.0 million with BNP Paribas Hong Kong Branch, USD30.0 million with BNP Paribas Shanghai Branch, USD60.0 million with Hong Kong and Shanghai Banking Corporation Limited Hong Kong Branch, USD30.0 million with Ningbo Branch of HSBC Bank (China) Co., Ltd., and USD50.0 million with Overseas-Chinese Banking Corporation Limited Hong Kong Branch.

銀行授信

於二零一八年十二月三十一日，本集團於中國農業銀行股份有限公司餘姚支行的授信為人民幣2,613,000,000元，於中國銀行股份有限公司餘姚分行的授信為人民幣901,000,000元，於中國進出口銀行寧波分行的授信為人民幣700,000,000元，於寧波銀行股份有限公司餘姚支行的授信為人民幣600,000,000元，於交通銀行股份有限公司餘姚支行的授信為人民幣200,000,000元，於華夏銀行股份有限公司寧波分行的授信為人民幣80,000,000元，於中國工商銀行股份有限公司信陽平中大街支行的授信為人民幣50,000,000元，於中國建設銀行股份有限公司中山市分行的授信為人民幣20,000,000元，於法國巴黎銀行香港分行的授信為90,000,000美元，於法國巴黎銀行上海分行的授信為30,000,000美元，於香港上海滙豐銀行有限公司香港分行的授信為60,000,000美元，於滙豐銀行（中國）有限公司寧波分行的授信為30,000,000美元，於華僑銀行香港分行的授信為50,000,000美元。

Debt securities

As at 31 December 2018, the Group have approximately RMB4,080.0 million of debt securities (2017: Nil).

On 16 January 2018, the Group issued the 600,000,000 USD bonds. For details, please refer to Note 34 to the consolidated financial statements.

The Group's gearing ratio of approximately 24.3% refers to the ratio of total borrowings to total capital (total capital is the sum of total liabilities and shareholders' equity), reflecting the Group's stable financial position.

債務證券

於二零一八年十二月三十一日，本集團的債務證券約人民幣4,080,000,000元（二零一七年：無）。

本集團於二零一八年一月十六日發行600,000,000美元債券，有關詳情請參閱綜合財務報表附註34。

本集團的負債比率是指總借款佔總資本的比例（總資本為總負債與股東權益之和）約24.3%，反應出本集團財務狀況處於穩健的水平。

Contingent liabilities

As at 31 December 2018, the Group did not have any material contingent liabilities or guarantees.

或然負債

於二零一八年十二月三十一日，本集團並無任何重大或然負債或擔保。

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Financing and fiscal policies and objectives

The Group adopts prudent financing and fiscal policies. The Group will seek bank borrowings and debt financing when its operating demand grows, and will regularly review its bank lending and debt securities to achieve a sound financial position.

融資及財政政策和目標

本集團採納謹慎的融資及財政政策。本集團將於運營需求增長時尋求銀行借貸及債務融資，並定期審查其銀行借貸及債務證券情況以達致一個穩健的財務狀況。

PLEDGE OF ASSETS

The Group did not have any pledge or charge on assets as at 31 December 2018, except for the pledged bank deposits of approximately RMB214.7 million. For details of the pledged bank deposits, please refer to Note 28 to the consolidated financial statements.

資產抵押

於二零一八年十二月三十一日，除已抵押銀行存款約人民幣214,700,000元外，本集團並無任何資產抵押或押記。有關已抵押銀行存款之詳情，請參閱綜合財務報表附註內的附註28。

COMMITMENTS

As at 31 December 2018, the commitments for future minimum lease payments under non-cancellable operating leases of the Group in respect of premises amounted to approximately RMB155.2 million (2017: approximately RMB143.7 million).

As at 31 December 2018, the capital expenditure of the Group in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements amounted to approximately RMB880.9 million (2017: approximately RMB789.6 million).

As at 31 December 2018, the Group had no other capital commitments save as disclosed above.

承擔

於二零一八年十二月三十一日，本集團根據不可取消經營租約之相關物業的未來最低租金付款承擔約人民幣155,200,000元（二零一七年：約人民幣143,700,000元）。

於二零一八年十二月三十一日，本集團就收購物業，機器及設備有已訂約但未於綜合財務報表撥備的資本開支約人民幣880,900,000元（二零一七年：約人民幣789,600,000元）。

於二零一八年十二月三十一日，除上述披露外，本集團並無任何其他資本承擔。

OFF-BALANCE SHEET TRANSACTIONS

As at 31 December 2018, the Group did not enter into any material off-balance sheet transactions.

資產負債表以外交易

於二零一八年十二月三十一日，本集團並無訂立任何重大的資產負債表以外交易。

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PERFORMANCE OF INVESTMENTS MADE AND FUTURE INVESTMENTS PLAN

投資表現及未來投資計劃

The Group's investing activities primarily include the purchases and release of unlisted financial products, placement and release of pledged bank deposits, placement and withdrawal of short term fixed deposits and purchases of property, plant and equipment. In particular, such financial assets at fair value through profit or loss include: debt investments, equity investments, fund investments and unlisted financial products. Among them, the fund investment is managed by relevant financial institutions, mainly investing in debt securities linked to the performance of related senior debts while unlisted financial products are managed by relevant banks in China, mainly investing in certain financial assets such as bonds, trusts and cash funds, and their investment incomes are determined based on the performance of relevant government debt instruments and treasury bills. During the year under review, such unlisted financial products mainly involved unlisted financial products with Bank of Ningbo Co., Ltd. and Agriculture Bank of China Limited of a maximum of approximately RMB3,600.0 million and approximately RMB2,982.8 million, respectively. The source of funding for such investing activities are primarily the idle self-owned funds of the Group.

本集團的投資活動主要包括購置及解除非上市金融產品、存放及解除已抵押銀行存款、存放及提取短期定期存款及購置物業、機器及設備。尤其是，該等按公允價值計入損益的金融資產包括：債務投資、股權投資、基金投資及非上市金融產品。其中，基金投資由相關金融機構管理，主要投資於和相關優先債表現掛鈎的債務證券；非上市金融產品由中國相關銀行管理，主要投資於債券、信託及現金基金等若干金融資產，其投資收益則根據相關政府債務工具及國庫券的表現釐定。於回顧年內，該等非上市金融產品主要涉及寧波銀行股份有限公司及中國農業銀行股份有限公司的非上市金融產品，最高分別為約人民幣3,600,000,000元及約人民幣2,982,800,000元。該等投資活動的資金來源主要為本集團的閒置自有資金。

For the year ended 31 December 2018, the Group's investments amounted to approximately RMB2,617.4 million, mainly involving in the purchases of property, plant and equipment, as well as the initial production settings for new products, acquisition of land use right, intangible assets and the necessary equipment configurations for new projects. These investments enhanced the Group's R&D and technological application capability and production efficiency, and thus expanded the sources of revenue.

截至二零一八年十二月三十一日止年度，本集團動用約人民幣2,617,400,000元進行投資活動，主要用作購置物業、機器及設備、以及新產品之產能初始化設置、購買土地使用權、無形資產和新項目的必要設備配置。該等投資增強了本集團的研發及技術應用能力及生產效率，並拓闊了收入來源。

The Group adopts prudent financial policies, having its investment projects mostly capital-protected with fixed income, so as to strive for a stable and healthy financial position while improving returns. The Group will consider to use financial instruments for hedging purposes if necessary and will continue to fund its future investment from its own financial resources.

本集團財務政策保持審慎原則，投資項目多為保本且帶來固定收益之項目，以求財務狀況穩健的同時，提高回報。本集團將考慮使用金融工具作對沖用途（如有需要），並將繼續以其自身的財務資源作為其未來投資之資金來源。

Going forward, the Group intends to further invest to enhance its competitiveness.

展望未來，本集團擬進一步投資以加強競爭力。

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

市場風險的量化和質化披露

Interest Rate Risk

The Group is exposed to interest rate risks on its bank borrowings for working capital and capital expenditures that are associated with the expansion of the Group and for other uses. Upward fluctuations in interest rates increase the costs of both existing and new debts. For the year ended 31 December 2018, the effective interest rates for variable-rate bank borrowings ranged approximately from 2.74% to 3.70% per annum.

利率風險

本集團面對作為營運資金以及用於本集團拓展和其它用途的資本開支的銀行借貸利率風險。利率的上調會增加現有及新增債務之成本。截至二零一八年十二月三十一日止年度，可變利息銀行借貸的實際年利率約2.74%至3.70%。

Foreign Exchange Rate Fluctuation Risk

The Group exports a portion of its products to and purchases a considerable amount of products from international markets where transactions are denominated in USD or other foreign currencies. Please refer to the information of the Group's foreign currency forward contracts and foreign currency options contracts at Note 29 to the notes to the consolidated financial statements. Except certain investments which are in line with the Group's business and which are denominated in foreign currencies, the Group did not and has no plan to make any foreign currency investment.

匯率波動風險

本集團部分產品會出口銷售至國際市場，同時也從國際市場購買大量產品，以上交易均以美元或其它外幣計算。有關本集團遠期外匯合約及外匯期權合約之詳情，請參閱綜合財務報表附註內的附註29。除就本集團業務所進行及以外幣列值的若干投資外，本集團並未及無計劃作出任何外幣投資。

Credit Risk

The Group's financial assets include derivative financial assets, bank balances and cash, pledged bank deposits, short term fixed deposits, financial assets at fair value through profit or loss, trade and other receivables, amounts due from related parties, available-for-sale investments, equity instruments that are included in other comprehensive income at fair value and debt instruments measured at amortised cost, which represent the Group's maximum exposure to credit risk in relation to financial assets.

信貸風險

本集團的金融資產包括衍生金融資產、銀行結餘及現金、已抵押銀行存款、短期定期存款、按公允價值計入損益之金融資產、貿易及其他應收款項、應收關連人士款項、可供出售投資、按公允值計入其他全面收益的權益工具及按攤銷成本計量的債務工具，為本集團所面對有關金融資產的最大信貸風險。

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In order to minimise the credit risk in relation to trade receivables, the management has delegated a team which is responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up actions are taken to recover overdue debts. The Group also has insurance policies in place relating to trade receivables. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. Therefore, the Directors consider that the Group's credit risk is significantly reduced. The amounts presented in the consolidated statement of financial position are net of allowance for bad and doubtful debts, estimated by the management based on prior experience, their assessment of the current economic environment and the discounted cash flows to be received in future.

為減低有關貿易應收款項的信貸風險，管理層已委派專責隊伍，負責釐定信貸限額、審批信貸及其他監察程序，以確保採取適當的跟進行動收回過期債務。本集團亦已購買有關貿易應收款項的相關保險。此外，本集團於每個報告期期末檢討各項貿易債務的可回收金額，確保已為不可收回的金額計提足夠減值虧損。因此，董事認為本集團的信貸風險已大大降低。綜合財務狀況表所示金額已扣除呆壞賬撥備，乃管理層根據過往經驗、對當時經濟環境的評估及將於日後收取的現金流量貼現值估計。

The Group has no significant concentration of credit risk since its trade receivables are dispersed to a large number of counterparties and customers. The credit risk on liquidity is limited because a majority of the counterparties are banks with high credit-ratings as rated by international credit-rating agencies.

本集團的貿易應收款項分散於大量交易對手及客戶，故無重大信貸集中風險。由於本集團大部分交易對手為獲國際信貸評級機構評定有高信貸評級的銀行，故流動資金的信貸風險有限。

Cash Flow Interest Rate Risk

The Group's cash flow interest rate risk relates primarily to variable rates applicable to short term bank deposits. Therefore, any future variations in interest rates will not have any significant impact on the results of the Group.

現金流量利率風險

本集團的現金流量利率風險主要與短期銀行存款的可變利率有關。因此，日後任何利率變化均不會對本集團業績有重大影響。

Liquidity Risk

The Group manages liquidity risk by maintaining an adequate level of cash and cash equivalents through continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

流動資金風險

本集團持續監察預測及實際的現金流量水平，並會配對各項金融資產與負債的到期狀況，以維持足夠的現金及現金等值項目，從而控制流動資金風險。

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EMPLOYEE AND REMUNERATION POLICY

The Group had a total of 16,535 dedicated full-time employees as at 31 December 2018, including 8,583 management and administrative staff, 7,285 production workers and 667 operation supporting staff. The number of full-time employees decreased by approximately 42.1% compared to 28,540 as at 31 December 2017. Such decrease was due to the outsourcing of labour works of certain manufacturing positions, in an effort to enhance management of production staff. Therefore, the number of production workers decreased accordingly. In line with the performance of the Group and individual employees, a competitive remuneration package is offered to retain talents, including salaries, medical insurance, discretionary bonuses, other fringe benefits as well as mandatory provident fund scheme for employees in Hong Kong and state-managed retirement benefit scheme for employees in the PRC.

The Group has also adopted the Restricted Share Award Scheme ("**Restricted Share Award Scheme**"), for the purposes of providing incentives and rewards to eligible participants to recognise their contribution to the Group and to enhance their ownership spirits. During the year ended 31 December 2018, an aggregate of 1,085,215 shares were granted to eligible participants in accordance with the terms of the Restricted Share Award Scheme.

僱員和薪酬政策

於二零一八年十二月三十一日，本集團擁有16,535名全職僱員，包括8,583名管理和行政人員，7,285名生產人員和667名營運支持人員。全職僱員人數相比二零一七年十二月三十一日的28,540名下降約42.1%，原因是本集團為加強生產僱員的管理，部分製造崗位採用了勞務外包，因此生產僱員人數相應減少。為挽留傑出人才，本集團根據集團整體及員工的個別表現，向僱員提供具競爭力之薪酬福利，包括薪資、醫療保險、酌情花紅、其他員工福利、強制性公積金計劃（香港）及國家管理退休福利計劃（國內）等。

本集團亦採納受限制股份獎勵計劃（「**受限制股份獎勵計劃**」），旨在為對本集團有貢獻的合資格參與者提供鼓勵和獎勵，增強員工的主人翁精神。於截至二零一八年十二月三十一日止年度內，1,085,215股股份根據受限制股份獎勵計劃獲授予合資格參與者。

DIVIDENDS

The Directors proposed a payment from the distributable reserves of the Company of a final dividend of approximately RMB0.568 (equivalent to HK$0.662) per share in respect of the year ended 31 December 2018 to the shareholders whose names appear on the register of members of the Company at the close of business on 3 June 2019. The final dividends payable on 24 June 2019 is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting (the "**AGM**") to be held on 28 May 2019.

股息

董事建議就截至二零一八年十二月三十一日止年度自本公司可分派儲備向二零一九年六月三日營業時間結束時名列本公司股東登記名冊之股東支付末期股息每股約人民幣0.568元（相等於0.662港元）。有關末期股息將於二零一九年六月二十四日支付，惟須於二零一九年五月二十八日舉行之應屆股東週年大會（「**股東週年大會**」）取得本公司股東批准。

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DIVIDEND POLICY

The Directors consider sustainable returns to shareholders to be one of the main objectives. The basic policy is to pay final dividends in each financial year. Retained surplus is effectively used by the Board to fund the future development of the Group.

The Directors currently intend to recommend a distribution to all the shareholders in an amount representing approximately 20% to 30% of the distributable net profit attributable to the equity holders of the Company in respect of each financial year by way of dividends. The recommendation for dividends is subject to the discretion of the Board. The Board takes into account the following factors when considering the declaration and payment of dividends:

- the Company's cash position and available distributable reserves;
- the Group's general business condition;
- the Group's financial results;
- the Group's capital requirements;
- the interests of the shareholders;
- applicable laws and regulations and Articles; and
- any other factors which the Board may deem relevant.

Any dividend declared will be in Hong Kong dollars with respect to Shares on a per share basis and the Company will pay such dividend in Hong Kong dollars. No dividend shall be declared in excess of the amount recommended by the Board. Any final dividend for a fiscal year will be subject to approval by the shareholders.

股息政策

董事認為可持續的股東回報是主要目標之一。基本政策是在每個財政年度支付末期股息。保留盈餘由董事會有效用於為本集團未來發展提供資金。

董事目前擬建議向全體股東分派相當於各個財政年度本公司股權持有人應佔純利約20%至30%的款項作為股息。建議股息須由董事會酌情決定。董事會在考慮宣派及派付股息時，會考慮以下因素：

- 公司現金狀況及可分派儲備；
- 本集團的整體業務狀況；
- 本集團的財務業績；
- 本集團的資本需求；
- 本公司股東的利益；
- 相關法律與規例及細則；及
- 董事會可能認為相關的任何其他因素。

任何股息將以港元就股份按每股基準宣派，且本公司將以港元派付有關股息。所宣派的股息不得超逾董事會建議的金額。各財政年度的任何末期股息須獲股東批准，方可作實。

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CLOSURE OF REGISTER OF MEMBERS

In order to determine the eligibility of shareholders to attend the AGM, which is to be held on 28 May 2019, the register of members of the Company will be closed from 23 May 2019 to 28 May 2019, both days inclusive, during which no transfer of shares will be registered. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 22 May 2019.

In order to determine the eligibility of shareholders to the dividends, the register of members of the Company will be closed from 4 June 2019 to 11 June 2019, both days inclusive, during which no transfer of shares will be registered. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 3 June 2019.

暫停辦理證券登記手續

為符合出席二零一九年五月二十八日舉行的股東週年大會資格，本公司將由二零一九年五月二十三日至二零一九年五月二十八日（包括首尾兩天）暫停辦理股份過戶登記手續。所有股份過戶文件連同有關股票，必須於二零一九年五月二十二日下午四時三十分前，送呈本公司於香港之證券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。

為符合資格收取股息，本公司將由二零一九年六月四日至二零一九年六月十一日（包括首尾兩天）暫停辦理股份過戶登記手續。所有股份過戶文件連同有關股票，必須於二零一九年六月三日下午四時三十分前，送呈本公司於香港之證券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。

OUTLOOK AND FUTURE STRATEGIES

During the year under review, under the multiple pressures of the global economic downturn, intensified market competition and the escalation of Sino-US trade frictions, the leaders of the Group led all employees to work together, face the difficulties and achieve more so that the main businesses of the Group continued to develop steadily. Looking into 2019, the macro-economic condition seems pessimistic with unpredictable market trends, but the Group is confident about its future operations.

In the view of the Directors, 2019 is still a year with both challenges and opportunities. The Group's management will closely monitor the development in the markets and the industries, accelerate its business transformation and upgrade, continue to implement its development strategies and lead the Group to achieve a good result in 2019.

展望及未來策略

於回顧年內，在全球經濟低迷、市場競爭加劇及中美貿易摩擦升級等多重壓力下，本集團領導人帶領全體員工同舟共濟，迎難而上，開拓進取，使得本集團主要業務持續穩健發展。展望二零一九年，宏觀經濟形勢不容樂觀，市場態勢波譎雲詭，但本集團仍對未來的經營充滿信心。

董事認為，二零一九年仍是挑戰與機遇並存的一年。本集團管理層將密切關注市場及行業發展動態，加速業務的轉型和升級，持續貫徹發展戰略，並帶領本集團在二零一九年取得良好的業績表現。

Management Discussion and Analysis
管理層討論與分析

1. Increase R&D investment and increase the added value of products and services

In 2019, the Group's research institute will continue to unite every subsidiary to explore new markets, integrate new technologies, develop new products (especially products combining hardware and software) and develop new businesses. At the same time, the institute will further cooperate with its subsidiaries to develop key technical elements. These technical elements are important for the Group to meet customer needs, increase product added value and gain competitive advantage in the industry. In addition, the Group needs not only increase investment in R&D, but also strives to have clear objectives, strict organization, perfect system for remarkable results.

1、加大研發投入，提升產品與服務附加值

於二零一九年，本集團研究院將繼續聯合各附屬公司主動發現新市場、整合新技術、開發新產品（特別是軟硬件結合的產品），發展新事業。同時，研究院也將進一步聯合各附屬公司進行關鍵技術要素的研發。這些技術要素對本集團滿足客戶需求、提高產品附加值及獲得行業競爭優勢至關重要。此外，本集團在研發上既要加大投入，更要力求目標明確、組織嚴密、體制完善、成果顯著。

2. Strengthen manufacturing capabilities and increase manufacturing added value

The Group is currently in the process of transition from the focus of manufacturing to R&D, and the added value generated from manufacturing will still be an important protection of the relatively strong growth in results for a long period of time. Even if the transformation is completed, high-end manufacturing is indispensable. Strengthening manufacturing capabilities is an important guarantee for an enterprise to maintain industry competitiveness. Therefore, the Group will continue in 2019:

- Optimize manufacturing management processes and organizational architecture to further advance refined management;
- Innovative process technology to accelerate the implementation of automated manufacturing and automated inspection;
- Integrate Enterprise Resources Plan ("**ERP**") system, Manufacturing Execution System ("**MES**") and manufacturing management processes to control the manufacturing process timely and accurately;

Through continuous efforts in the above aspects, the Group will further enhance the manufacturing yield rate, improve manufacturing efficiency, ensure product quality and enhance manufacturing added value.

2、強化製造能力，提升製造附加值

本集團目前正處於從製造型向研發型的轉型過程中，在相當長的時期內由製造產生的附加值仍是獲得業績較好增長的重要保障。即使是完成了轉型，高端製造也是不可或缺的。強化製造能力是企業保持行業競爭力的重要保障。因此，本集團於二零一九年將繼續：

- 優化製造管理流程和組織架構體系，進一步推進精細化管理；
- 革新工藝技術，加速自動化製造和自動化檢測的實施；
- 把企業資源計劃（「**ERP**」）、製造企業生產過程執行系統（「**MES**」）與製造管理流程融為一體，及時、準確把握製造過程；

通過以上幾個方面的持續努力，本集團將進一步提升製造良品率，提高製造效率，保證產品品質，提升製造附加值。

Management Discussion and Analysis
管理層討論與分析

3. Strengthen cost awareness, reduce operating costs, and improve overall competitive strength

Even for high-tech products, the time for sale at a premium is getting shorter and shorter, and the cost-effective is still the key to determine the final result in the competition. Therefore, low cost is always an important competitive edge for enterprises. Therefore, the cost reduction must be carried out in every aspect of the company's operations, and is mainly reflected in the following aspects:

1) The research and development of new products must consider the cost of the products on the premise of meeting the needs of the market and customers. Otherwise, the added value of the technology will be offset by the high cost, thus losing market competitiveness;

2) The development of new process technologies must be carried out for improving manufacturing efficiency, improving product quality and improving yield rate;

3) The cost of raw materials, the purchase price of materials, auxiliary materials, parts and other materials are directly related to the cost of the product;

Therefore, the Group must further strengthen the supply chain construction by continuing to optimize suppliers and supply channels, enhancing the Company's supply chain advantages. At the same time, the Group must continue to improve the ability of technical marketing and value marketing. Finally, the Group must also further simplify the standard management process, improve the management system and improve management efficiency.

3、加強成本意識，降低經營成本，提高綜合競爭實力

即使是高科技產品，能溢價銷售的時間也越來越短，最終競爭的依然是性價比。因此，低成本始終是企業的重要競爭力。所以，降低成本要貫穿於公司經營的每一個環節，且主要在以下幾方面得到體現：

1） 新產品的研發，在符合市場、客戶需求的前提下，必須考慮產品的成本，否則技術附加值被高成本所抵消，從而失去市場競爭力；

2） 新工藝技術的研發必須圍繞提高製造效率，提升產品品質，提高良品率而展開；

3） 原材料成本，材料、輔料、零部件等物料的採購價格更是直接關乎產品的成本；

因此，本集團必須進一步強化供應鏈建設：要持續優化供應商及供應渠道，提升本公司供應鏈優勢；同時，本集團定將繼續提高技術營銷和價值營銷的能力；最後，本集團亦會進一步簡化規範管理流程，健全管理制度，提高管理效率。

Management Discussion and Analysis
管理層討論與分析

4. Strengthen team building and cultural construction to provide important protection for future sustainable development

The Group will continue to enhance the introduction of high-level talents and enhance employment and reserve of fresh graduates to build a talent cultivation system. It will feature a smoother growth, more scientific mechanism and sounder management through the talent cultivation mechanism to consolidate the talent base of the Group continuously. At the same time, every staff member must optimize and update their knowledge constantly, enrich and supplement relevant knowledge through various methods such as learning, training and practice. These will timely supplement and update the knowledge system, effectively enhance their knowledge reserves and work ability. Moreover, all staff will take further opportunity of in-depth study of "Practice and Exploration" to continue promoting the unified understanding of "Prevention of Slackness and Keeping Motivation". By exchanging, understanding, implementing and executing the Company's culture at a deeper level, deficiencies which are often associated with large enterprises such as organisational rigid and departmental estrangement bred in enterprise development will be effectively prevented and this can ensure the health and vitality of the Group.

In coming years, the Group will continue to enjoy benefit from the broad development prospects of the optical and optoelectronic industry. By actively utilising the Group's leader advantages in the industry as an optical expert, maintaining innovation and adhering to enhancing its comprehensive competitive strength constantly with its customer-oriented strategy led by technologies, the Group will continue to provide the global top-tier hi-tech companies with more high-quality products and services, thereby promoting corporate growth and value enhancement to create more returns for the shareholders continuously.

4、加強團隊建設和文化建設，為未來的可持續發展提供重要保障

本集團將繼續加強高層次人才引進，同時要加大應屆大學生的招聘與儲備，通過建立人才培養機制，構建一個成長更通順、機制更科學、管理更健全的人才培養體系，不斷夯實本集團的人才基礎。同時，每一位員工都要不斷優化更新知識結構，通過學習、培訓、實踐等多種方式，充實、補充相關知識，做到知識體系的及時補充和更新，有效提升其知識儲備和工作能力。此外，全體員工將進一步以深入學習《實踐與探索》為契機，持續推進「防止懈怠、保持鬥志」的統一認識，通過對本集團文化的深層次交流、理解、貫徹與執行，有效防止企業成長中滋生的組織僵化、部門隔閡等大企業病，確保本集團肌體的健康與活力。

在未來幾年，本集團將持續受益於光學光電產業廣闊的發展前景，積極發揮本集團作為光學專家的行業領先者優勢，不斷創新，堅持以客戶為中心，以技術為導向，不斷提高自身的綜合競爭實力，為全球頂尖的高新技術企業提供更多優質產品與服務，推動企業的成長與價值的提升，持續為股東創造更高的回報。

Directors and Senior Management
董事及高級管理層

BOARD OF DIRECTORS

During the year of 2018, the Board consisted of 7 Directors comprising 3 executive Directors, 1 non-executive Director and 3 independent non-executive Directors. The information on the Directors is set forth below.

DIRECTORS

Executive Directors

Mr. Ye Liaoning (葉遼寧), aged 53, is one of the founders of the Group, and currently is an executive Director, the chairman of the Board and the chairman of the Strategy and Development Committee of the Company. He is responsible for formulating the Group's policies and making decisions. Mr. Ye joined Yuyao County Chengbei Optical Instruments Factory in 1984 and became its deputy general manager since 1995. Mr. Ye has obtained a qualification of senior economist issued by the Personnel Bureau of Zhejiang in 2008. Senior economist is a recognised qualification in the PRC and is normally granted to a person who has passed necessary examinations and has acquired substantial management experience. Mr. Ye obtained a diploma from Zhejiang Radio & TV University in 1999. Mr. Ye has been an executive Director since May 2007 and is currently a director of various members of the Group. Mr. Ye was awarded the title of "Outstanding Entrepreneurs" (傑出甬商) and the title of "Zhejiang Province Outstanding Builder of Socialism with Chinese characteristics (Non-public Economic Person) (浙江省非公有制經濟人士新時代優秀中國特色社會主義事業建設者)" in the "40th Anniversary of Reform and Opening, Entrepreneurs of Time (改革開放40周年•時代甬商)" by the Ningbo City Government in November 2018.

董事會

於二零一八年內，董事會由七名董事組成，其中包括三名執行董事、一名非執行董事及三名獨立非執行董事。董事資料載於下文。

董事

執行董事

葉遼寧先生，53歲，本集團創辦人之一、現任本公司執行董事、董事會主席兼策略及發展委員會主席，負責本集團政策制訂及決策。葉先生於一九八四年加入餘姚縣城北光學儀器廠，自一九九五年起在該公司擔任副總經理。葉先生於二零零八年獲浙江省人事廳頒發高級經濟師資格。高級經濟師為中國的認可職稱，一般授予通過必需考核及具備豐富管理經驗的人士。於一九九九年，葉先生取得浙江廣播電視大學頒發的文憑。葉先生自二零零七年五月起擔任執行董事，現時為本集團不同成員公司的董事。葉先生於二零一八年十一月獲評寧波市政府「改革開放40周年 • 時代甬商」之「傑出甬商」及「浙江省非公有制經濟人士新時代優秀中國特色社會主義事業建設者」的稱號。

Directors and Senior Management
董事及高級管理層

Mr. Sun Yang (孫泱), aged 46, currently is an executive Director and the Chief Executive Officer of the Company. He is responsible for the overall operation and management of the Group. Mr. Sun graduated from Ningbo University in 1995 with a bachelor's degree in economics. He then obtained a master's degree in economics from Shanghai University of Finance and Economics in 2005. He joined Zhejiang Sunny (Group) Joint Stock Company Limited, originally known as Yuyao County Chengbei Optical Instruments Factory, as a chief officer of its investment management centre in 2002. Mr. Sun has obtained a qualification of senior economist issued by the Personnel Bureau of Zhejiang in 2008 and awarded a qualification of chief senior economist issued by Zhejiang Province Human Resources and Social Security Department in December 2018. Currently, chief senior economist is the highest economics professional and technical title in the PRC, which is only granted to a person who has passed strict examinations and has acquired substantial management experience with major achievements. Mr. Sun has been an executive Director since May 2009 and is currently a director of various members of the Group.

孫泱先生，46歲，現任本公司執行董事及行政總裁，負責本集團全面營運及管理。孫先生於一九九五年畢業於寧波大學，取得經濟學學士學位。於二零零五年獲取上海財經大學頒授經濟學碩士學位。孫先生於二零零二年加入浙江舜宇（集團）股份有限公司（原稱為餘姚縣城北光學儀器廠），擔任投資管理中心總監。孫先生於二零零八年獲浙江省人事廳頒發高級經濟師資格，並於二零一八年十二月獲得浙江省人力資源和社會保障廳授予的正高級經濟師職務任職資格。正高級經濟師是目前國內最高級別的經濟類專業技術職稱，需要通過嚴格的評審，且只有極少數具有豐富的管理經驗和取得重大成就的人士才能獲得。孫先生自二零零九年五月起擔任執行董事，現時為本集團不同成員公司的董事。

Mr. Wang Wenjie (王文杰), aged 51, currently is an executive Director and standing vice president of the Company. He is responsible for the strategic planning, information management and Research Institute of the Group. Mr. Wang graduated from Zhejiang University with a bachelor's degree in engineering in 1989 and joined the Group after his graduation. Mr. Wang obtained a qualification as a senior economist in 2008 from the Personnel Bureau of Zhejiang. Senior economist is a recognised qualification in the PRC and is normally granted to a person who has passed necessary examinations and has acquired substantial management experience. In 2012, he was awarded the titles of "Outstanding Entrepreneur of Ningbo City", "2012 Top 10 Yong Shang of Ningbo City" and "2012 National Outstanding Young Entrepreneur of Electronic Engineering Industry". He has been an executive Director since December 2013. He was elected as the vice chairman of the Chinese Optical Society in 2017, responsible for advancing the development of optical industry in China.

王文杰先生，51歲，現任本公司執行董事及常務副總裁，負責本集團戰略規劃、信息管理及集團研究院。王先生在一九八九年畢業於浙江大學，取得工學學士學位，並於畢業後加入本集團。王先生於二零零八年從浙江省人事廳取得高級經濟師資格。高級經濟師為中國的認可職稱，一般授予通過必需考核及具備豐富管理經驗的人士。其於二零一二年獲頒「寧波市優秀企業家」的頭銜，並榮獲「寧波市2012年十大風雲甬商」及「2012年全國電子信息行業優秀青年企業家」的頭銜。其自二零一三年十二月起擔任執行董事。其於二零一七年被選舉為中國光學學會副理事長，負責推動中國光學行業發展。

Directors and Senior Management
董事及高級管理層

Non-executive Director

Mr. Wang Wenjian (王文鑒), aged 71, former Chairman of the Board, executive Director and Chief Executive Officer, is one of the founders of the Group, and currently is a non-executive Director and the Honorary Chairman of the Board. Mr. Wang joined the Yuyao County Chengbei Optical Instruments Factory in 1984 as factory manager and became its general manager since 1994 when it was transformed to a joint stock limited liability company. Mr. Wang obtained the title of "Outstanding Entrepreneur" from Ningbo Entrepreneurs Association and Ningbo Enterprise Unite League in 2006 and was granted the "Ningbo Excellent Entrepreneur Award" (寧波市卓越企業家獎) by the Personnel Office under Ningbo Municipal Party Committee in 2015. Mr. Wang was awarded the title of "Excellent Entrepreneurs (卓越甬商)" in the "40th Anniversary of Reform and Opening, Entrepreneurs of Time (改革開放40周年•時代甬商)" by the Ningbo City Government in November 2018. Mr. Wang acted as the Honorary President of Yuyao Charity Federation in 2003 and as a guest professor of the College of Information Science and Engineering, Zhejiang University in 2005. He obtained a qualification as a senior economist in 1996 from Ningbo Municipal Government. Senior economist is a recognised qualification in the PRC and is normally granted to a person who has passed necessary examinations and has acquired substantial management experience. Mr. Wang was redesignated as a non-executive Director in March 2012.

非執行董事

王文鑒先生，71歲，前任董事會主席、執行董事兼行政總裁，為本集團的創辦人之一，現任非執行董事兼董事會名譽主席。王先生於一九八四年加入餘姚縣城北光學儀器廠，任職工廠廠長，自一九九四年該公司轉制為股份有限公司後一直擔任總經理。王先生於二零零六年獲寧波市企業家協會與寧波市企業聯合會頒發「優秀創業企業家」稱號，並於二零一五年獲寧波市委人才辦頒發的「寧波市卓越企業家獎」及於二零一八年十一月獲評寧波市政府「改革開放40周年 • 時代甬商」之「卓越甬商」的稱號。王先生於二零零三年擔任餘姚市慈善總會榮譽會長，並於二零零五年擔任浙江大學信息科學與工程學院客席教授。其於一九九六年獲寧波市人民政府頒發高級經濟師資格。高級經濟師為中國的認可職稱，一般授予通過必需考核及具備豐富管理經驗的人士。王先生於二零一二年三月調任為非執行董事。

Independent Non-executive Directors

Mr. Zhang Yuqing (張余慶), aged 71, is an independent non-executive Director and the chairman of Audit Committee. Mr. Zhang has worked in MBCloud (Shenzhen) Information Technology Co., Ltd. (招銀雲創（深圳）信息技術有限公司) as finance-in-charge since May 2017.Mr. Zhang worked in Shanghai Port Bureau as heads of the financial division as well as the auditing division. He was also appointed as a director of Shanghai Worldbest Industry Development Co., Ltd. from 2001 to 2003 and acted as its chief financial officer. Mr. Zhang graduated from Shanghai Maritime University in 1982 with a bachelor's degree in economics and is a senior accountant and a non-practicing member of the Chinese Institute of Certified Public Accountants. He has been an independent non-executive Director of the Company since May 2007.

獨立非執行董事

張余慶先生，71歲，獨立非執行董事兼審核委員會主席。張先生於二零一七年五月起出任招銀雲創（深圳）信息技術有限公司的財務負責人。張先生曾於上海港務局出任財務處及審計處處長，且於二零零一年至二零零三年間獲委任為上海華源企業發展股份有限公司董事，並出任財務總監。張先生於一九八二年畢業於上海海運學院，取得經濟學學士學位，為高級會計師，並為中國註冊會計師協會非職業委員。其自二零零七年五月起擔任本公司之獨立非執行董事。

Directors and Senior Management
董事及高級管理層

Mr. Feng Hua Jun (馮華君), aged 55, is an independent non-executive Director and the chairman of Nomination Committee. Mr. Feng has been teaching in the Zhejiang University since August 1986 and been promoted to his current positions of professor and doctoral supervisor in July 1998, mainly responsible for works involving teaching and scientific research. He has been the director for the Institute of Optical Imaging Engineering of Zhejiang University (浙江大學光學成像工程研究所) since June 2015, prior to which he was the director for the Institute of Optical Engineering and the head of Department of Optoelectronic Information Engineering of Zhejiang University. Mr. Feng obtained a bachelor's degree in July 1983 from Zhejiang University in optical instrument engineering, and also obtained a master's degree in July 1986 in optical instrument engineering from the same university. Mr. Feng has currently been an independent non-executive Director of Phenix Optical Company Limited, the issued shares of which are listed on the Shanghai Stock Exchange (stock code: 600071), since August 2015 and an independent non-executive Director of Hangzhou Everfine Photo-E-Info Co., Ltd. (stock code: 300306) since May 2016. He has been an independent Non-executive Director of the Company since April 2016.

馮華君先生，55歲，獨立非執行董事兼提名委員會主席。馮先生自一九八六年八月開始於浙江大學任教，自一九九八年七月起晉升至教授及博士生導師，主要負責教學及科研工作。其於二零一五年六月至今擔任浙江大學光學成像工程研究所所長，在此之前曾擔任浙江大學光學工程研究所所長及光電信息工程系系主任。馮先生於一九八三年七月在浙江大學獲得光學儀器工程系學士學位，並於一九八六年七月獲得光學儀器工程系碩士學位。馮先生自二零一五年八月起出任鳳凰光學股份有限公司(其已發行股份在上海證券交易所上市(股票代碼：600071))的獨立非執行董事，並自二零一六年五月起出任杭州遠方光電信息股份有限公司(股票代碼：300306)的獨立非執行董事。其自二零一六年四月起擔任本公司之獨立非執行董事。

Mr. Shao Yang Dong (邵仰東), aged 49, is an independent non-executive Director and the chairman of Remuneration Committee. Mr. Shao currently is the general partner of Yuantai Investment Partners Evergreen Fund, L.P. Mr. Shao was a director of each of Sunny Zhejiang Optics and Sunny Instruments from May 2005 to September 2010, Sunny Zhongshan from October 2005 to September 2010, Sunny Opotech from November 2005 to September 2010 and Sunny Infrared Optics from March 2006 to September 2010. Mr. Shao was a general partner of Chengwei Ventures Evergreen Fund, L.P. and previously worked as a financial analyst at the investment banking division of Salomon Brothers Inc. Mr. Shao obtained a bachelor's degree in economics (Magna Cum Laude) in May 1993 from Columbia University. Mr. Shao also attended the Graduate School of Business at Stanford University and earned a master's degree in business administration in June 2000. He has been an independent non-executive Director of the Company since April 2016.

邵仰東先生，49歲，獨立非執行董事兼薪酬委員會主席。邵先生現時為Yuantai Investment Partners Evergreen Fund, L.P.的普通合夥人。邵先生自二零零五年五月至二零一零年九月出任舜宇浙江光學及舜宇儀器的董事，自二零零五年十月至二零一零年九月出任舜宇中山光學的董事，自二零零五年十一月至二零一零年九月出任舜宇光電的董事及自二零零六年三月至二零一零年九月出任舜宇紅外光學的董事。邵先生曾為Chengwei Ventures Evergreen Fund, L.P.的普通合夥人，及先前於所羅門兄弟公司投資銀行部擔任金融分析師。邵先生於一九九三年五月於哥倫比亞大學以優異學業成績獲得經濟學學士學位。邵先生亦於斯坦福大學商學院(Graduate School of Business at Stanford University)學習，並於二零零零年六月獲得工商管理碩士學位。其自二零一六年四月起擔任本公司之獨立非執行董事。

Directors and Senior Management
董事及高級管理層

SENIOR MANAGEMENT

Mr. Dong Kewu (董克武), aged 50, is the Vice President of the Company. He is responsible for human resource management of the Group. Mr. Dong graduated from Fudan University in 2004 with a master's degree in business administration and from Xidian University in 1990 with a bachelor's degree in computer and application. Before joining the Company in February 2012, Mr. Dong worked as a partner and consulting director in a renowned consulting firm. Mr. Dong also obtained qualifications of economist and engineer issued by the Ministry of Personnel of the PRC and the Planning Committee of Shandong Province.

Mr. Ma Jianfeng (馬建峰), aged 46, is the Vice President and Joint Company Secretary of the Company. Mr. Ma graduated from Xiamen University in July 1995 with a bachelor's degree in economics. Mr. Ma is a certified public accountant of the Chinese Institute of Certified Public Accountants and is a qualified senior accountant in the PRC. Prior to joining the Group in December 2010, Mr. Ma served as a chief financial officer for Ningbo Bird Co., Ltd.

Mr. Zhang Guoxian (張國賢), aged 53, is the assistant of the President of the Company. Mr. Zhang graduated from Yuyao Huancheng School in 1983 and joined the Group since his graduation. Mr. Zhang attended the seminar of EMBA in Zhejiang University from July 2004 to July 2005 and obtained the relevant completion certificate. Prior to being appointed as the assistant of the President, Mr. Zhang held positions including deputy general manager, standing deputy general manager and general manager of Sunny Zhejiang Optics.

Ms. Wong Pui Ling (黃佩玲), aged 37, is the Joint Company Secretary, investor relations director, authorised representative and agent of the Company. Ms. Wong is primarily responsible for company secretarial matters and investor relations' matters. Ms. Wong joined the Group in July 2007. Ms. Wong has more than 10 years of experience in financial reporting, accounting, auditing and investor relations. Ms. Wong is a qualified accountant and is a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Wong holds a bachelor's degree in business administration from the Chinese University of Hong Kong and a postgraduate diploma in finance and law from the University of Hong Kong.

高級管理層

董克武先生，50歲，為公司副總裁，負責本集團人力資源管理。董先生於二零零四年畢業於上海復旦大學，獲得工商管理碩士學位，及於一九九零年畢業於西安電子科技大學，獲得計算器及應用學士學位。於二零一二年二月加入本公司前，董先生在某知名諮詢公司擔任合夥人、諮詢總監一職。董先生同時亦獲得中國人事部及山東省計劃委員會頒授的經濟師、工程師資格。

馬建峰先生，46歲，為公司副總裁兼聯席公司秘書。馬先生於一九九五年七月畢業於廈門大學，取得經濟學學士學位。馬先生為中國註冊會計師協會的註冊會計師，並為中國的合資格高級會計師。在二零一零年十二月加入本集團前，馬先生於寧波波導股份有限公司任職財務總監。

張國賢先生，53歲，為公司總裁助理。張先生於一九八三年畢業於餘姚環城中學，並於畢業後加入本集團。張先生於二零零四年七月至二零零五年七月間參加了浙江大學EMBA研修班學習，並獲得相關結業證書。張先生獲任總裁助理前，曾任舜宇浙江光學副總經理、常務副總經理及總經理等職務。

黃佩玲女士，37歲，為本公司聯席公司秘書、投資人關係總監、授權代表及本公司代理人，主要負責公司秘書事務兼投資人關係事務。黃女士在二零零七年七月加入本集團。黃女士於財務彙報、會計、核數及投資人關係方面擁有超過十年經驗。黃女士為一名合資格會計師，為特許公認會計師公會會員及香港會計師公會會員。黃女士持有香港中文大學的工商管理學士學位，並在香港大學取得財務及法律深造文憑。

Directors and Senior Management
董事及高級管理層

Mr. Wu Jun (吳俊), aged 53, is a general manager of Sunny Zhejiang Optics and the general manager of Sunny Shanghai Optics. He is responsible for the daily administration of Sunny Zhejiang Optics and Sunny Shanghai Optics. Mr. Wu graduated with a bachelor's degree in optical instruments from Shanghai Institute of Mechanism in 1986. He later obtained a qualification as a senior engineer in 1999 from the Personnel Bureau of Zhejiang. Prior to joining the Group in March 1997, Mr. Wu worked in Jiangxi Optics Instrument General Factory for 10 years as research officer and chief of quality control.

吳俊先生，53歲，為舜宇浙江光學總經理兼任舜宇上海光學總經理，負責舜宇浙江光學和舜宇上海光學的日常經營管理事務。吳先生在一九八六年畢業於上海機械學院，取得光學儀器學士學位。吳先生在一九九九年於浙江省人事廳取得高級工程師資格。在一九九七年三月加入本集團以前，吳先生於江西光學儀器總廠擔任研究員及品質監控主管達十年。

Mr. Zhang Zhiping (張志平), aged 50, is a general manager of Sunny Zhongshan Optics. He is responsible for the daily administration of Sunny Zhongshan Optics. Mr. Zhang graduated from Hunan Radio and Television University in 1992. Prior to joining the Group in April 2006, Mr. Zhang acted as the deputy factory manager in Sintai Optical (Shenzhen) Co., Ltd.

張志平先生，50歲，為舜宇中山光學總經理，負責舜宇中山光學的日常經營管理事務。張先生於一九九二年畢業於湖南廣播電視大學。在二零零六年四月加入本集團以前，張先生於信泰光學（深圳）有限公司任副廠長。

Mr. Chen Huiguang (陳惠廣), aged 55, is a general manager of Sunny Infrared Optics. He is responsible for the daily administration of Sunny Infrared Optics. Mr. Chen obtained a bachelor's degree in optical instruments from Zhejiang University in 1983. He also obtained a master's degree in engineering from Zhejiang University in 1992. Prior to joining the Group in January 1999, Mr. Chen worked in Xintian Precision and Optical Instrument Company Limited. He has been a member of the optical coatings committee of the Chinese Optical Society since 1992 and has been a member of the optical material committee of the Chinese Optical Society since 2009. In 2015, he was granted the title of "Elite offing City – Award for Expert with Outstanding Contribution to Ningbo City" by Ningbo Municipal Party Committee, and was appointed as a standing director of Chinese Society for Optical Engineering. Mr. Chen was awarded the qualification for senior engineer of professor level in 2016. At the same time, Mr. Chen was entitled to the special government allowance of the State Council in 2016. Mr. Chen was awarded the title of 2013-2017 Yuyao Top 10 Technological Researchers in December 2017.

陳惠廣先生，55歲，為舜宇紅外光學總經理，負責舜宇紅外光學日常經營管理事務。陳先生在一九八三年於浙江大學取得光學儀器專業學士學位，並在一九九二年在浙江大學取得工學碩士學位。在一九九九年一月加入本集團以前，陳先生在新天精密光學儀器公司工作。其自一九九二年起擔任中國光學學會光學薄膜專委會委員，自二零零九年起擔任中國光學學會光學材料專委會委員。其於二零一五年獲中共寧波市委頒發的「甬城精英－寧波市有突出貢獻專家獎」，並獲任為中國光學工程學會常務理事。陳先生於二零一六年獲教授級高級工程師資格。同時，陳先生於二零一六年享受國務院政府特殊津貼。陳先生於二零一七年十二月獲2013-2017年度餘姚市十佳優秀科技工作者。

Directors and Senior Management
董事及高級管理層

Mr. Guo Jingchao (郭景朝), aged 56, is a general manager of Sunny Xinyang Optics. He is responsible for the daily administration of Sunny Xinyang Optics. Mr. Guo obtained a bachelor's degree from Changchun University of Science and Technology in 1986, and a master's degree in engineering management from Nanjing University of Science and Technology in 2002. Prior to joining the Group in February 2001, Mr. Guo worked in Henan Costar Group Co., Ltd.. He served as a deputy general manager in both Henan Costar Group Co., Ltd. and Lida Optical and Electronic Co., Ltd.. In 1997, Mr. Guo was accredited as a senior engineer by China North Industries Group Corporation.

郭景朝先生，56歲，為舜宇信陽光學總經理，負責舜宇信陽光學日常經營管理事務等工作。郭先生於一九八六年於長春光學精密機械學院取得學士學位，又於二零零二年於南京理工大學取得工程管理碩士學位。於二零零一年二月加入本集團前，郭先生於河南中光學集團有限公司工作，曾獲任為河南中光學集團有限公司副總經理兼南陽利達光電股份有限公司副總經理。郭先生於一九九七年獲中國北方工業集團總公司頒授的高級工程師資格。

Mr. Qiu Wenwei (裘文偉), aged 42, is a general manager of Sunny Automotive Optech. He is responsible for the daily administration of Sunny Automotive Optech. Mr. Qiu joined the Group in November 1997. He engaged in activities relating to R&D from 1997 to 2007 and served as the head of R&D department in 2006. Mr. Qiu served as the head of vehicle lens sets business segment in 2008, responsible for preparing for setting up vehicle lens sets business segment and as the general manager of Sunny Automotive Optech in 2012. Mr. Qiu obtained a master's degree in optical engineering from Changchun University of Science and Technology in July 2014.

裘文偉先生，42歲，為舜宇車載光學總經理，負責舜宇車載光學的日常經營管理事務。裘先生於一九九七年十一月加入本集團，且從一九九七年至二零零七年間一直從事研發相關工作，並於二零零六年任研發部部長。裘先生於二零零八年任車載鏡頭事業部部長，負責籌建創立舜宇車載鏡頭事業，於二零一二年任舜宇車載光學總經理。裘先生於二零一四年七月取得長春理工大學光學工程碩士學位。

Mr. Wang Zhongwei (王忠偉), aged 41, is a general manager of Sunny Opotech and Sunny Optical Intelligence. He is responsible for the daily administration of Sunny Optech and Sunny Optical Intelligence. Mr. Wang obtained a master's degree in optical engineering from Changchun University of Science and Technology in 2010. He joined the Group in September 2001 and served as the general manager of Sunny Opotech in 2014. He held positions including manager of marketing department and deputy general manager of Sunny Opotech. Mr. Wang was awarded the titles of "National Electronic Information Industry – Influential People" by China Electronics Enterprises Association and "2016 Top 10 Yong Shang of Ningbo City" in 2016. Mr. Wang served as the vice-president of the Institute of Yongshang Development (甬商發展研究會) since April 2017 and as the vice-president of Ningbo Science & Technology Innovation Association since May 2017.

王忠偉先生，41歲，為舜宇光電總經理兼任舜宇智能光學總經理，負責舜宇光電和舜宇智能光學的日常經營管理事務。王先生於二零一零年取得長春理工大學光學工程碩士學位。其於二零零一年九月加入本集團，並於二零一四年任職舜宇光電總經理，曾任舜宇光電營銷部部長及副總經理等職務。王先生於二零一六年榮獲中國電子企業協會頒發的「全國電子信息行業－影響力人物」稱號，並榮獲「寧波市2016十大風雲甬商」。王先生於二零一七年四月起擔任甬商發展研究會副會長，並於二零一七年五月起擔任寧波科技創新協會副會長。

Directors and Senior Management
董事及高級管理層

Mr. Lou Guojun (樓國軍), aged 54, is a general manager of Sunny Instruments. He is responsible for the daily administration of Sunny Instruments. Mr. Lou obtained a diploma in business enterprise operation management from Zhejiang Radio & TV University in 1999. Mr. Lou obtained a qualification of senior economist issued by the Personnel Bureau of Zhejiang in 2008. Senior economist is a recognised qualification in the PRC and is normally granted to a person who has passed necessary examinations and has acquired substantial management experience. Mr. Lou joined the Group in June 1984.

樓國軍先生，54歲，為舜宇儀器總經理，負責處理舜宇儀器的日常經營管理事務。樓先生在一九九九年於浙江廣播電視大學取得商業企業經營管理文憑。樓先生於二零零八年獲浙江省人事廳頒授高級經濟師資格。高級經濟師為中國的認可職稱，一般授予通過必需考核及具備豐富管理經驗的人士。樓先生於一九八四年六月加入本集團。

Mr. Weng Jiuxing (翁九星), aged 48, is a general manager of Sunny Intelligent Technology. He is responsible for the daily administration of Sunny Intelligent Technology. Mr. Weng graduated from Zhejiang Normal University in 1995 and obtained a postgraduate diploma in digital strategy and business transformation from the University of Hong Kong in 2013. Mr. Weng joined Yuyao County Chengbei Optical Instruments Factory in July 1995 and served various positions, including workshop supervisor, deputy head of corporate governance department, deputy head of manufacturing department and head of quality assurance department. Prior to his appointment as the general manager of Sunny Intelligent Technology in July 2015, Mr. Weng served as the director of information centre of the Company.

翁九星先生，48歲，為舜宇智能科技總經理，負責舜宇智能科技的日常經營管理事務。翁先生於一九九五年畢業於浙江師範大學，又於二零一三年獲得香港大學信息戰略與企業轉型研究生文憑。翁先生於一九九五年七月加入餘姚縣城城北光學儀器廠，歷任車間主任，企管部副部長，製造部副部長，品保部部長等職務。在二零一五年七月擔任舜宇智能科技總經理之前，翁先生曾任本公司信息中心總監。

Corporate Governance Report
企業管治報告

The Directors recognise the importance of incorporating good corporate governance in the management structures and internal control procedures of the Group so as to promote effective accountability and deliver maximum benefits to the shareholders.

董事深信本集團的管理架構及內部監控程序必須具備優良的企業管治元素，方可促成有效問責，使得股東利益最大化。

CORPORATE GOVERNANCE PRACTICES

企業管治常規

Throughout the year ended 31 December 2018, the Company complied with all of the code provisions of and adopted most of the recommended best practices of the Corporate Governance Code (the "**Corporate Governance Code**", applicable to financial reports for the periods subsequent to 1 April 2012) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Corporate governance structure and practices of the Company are summarised as follows.

截至二零一八年十二月三十一日止年度，本公司已遵守香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十四所載之企業管治守則（「**企業管治守則**」，適用於二零一二年四月一日之後期間的財務報告）之所有守則條文以及採納大部分建議最佳常規。本公司之企業管治架構及常規概述如下。

THE BOARD

董事會

Board Functions

董事會職能

Being accountable to the shareholders, the Board is responsible for facilitating the further development of the Company's business by directing and guiding the business and operational developments and operations of the Company in a responsible and effective manner. Board members have a duty to act in good faith, with due diligence and care and in the best interests of the Company and the shareholders as a whole.

董事會須向股東負責，並有責任通過盡責有效的方式，推動及領導本公司之業務營運發展及運作，協助本公司業務更進一步發展。董事會成員有責任真誠、勤勉及審慎工作，維護本公司及全部股東最佳利益。

While the management of business operations is supervised by the executive Directors and delegated to the qualified members of management, the decisions which are to be taken by the Board include:

本公司業務營運的管理由各執行董事監察，並由合資格管理人員負責管理，董事會則負責下列決策：

1. Setting the Company's missions and values;
2. Formulating strategic directions of the Company;
3. Reviewing and guiding corporate strategies;
4. Setting performance objectives and monitoring implementation and corporate performance;
5. Monitoring and managing potential conflicts of interest between the management and Board members;
6. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and those appropriate systems of control are in place, in particular, systems for monitoring risk, financial control, and compliance with the law; and
7. Performing the corporate governance function, being responsible for the Company's policies and practices on corporate governance and reviewing the corporate governance report.

1. 訂立本公司目標及價值觀；
2. 制定本公司策略方針；
3. 檢討及督導企業策略；
4. 訂立業績目標及監察實施情況與企業業績；
5. 監察及管理管理層與董事會成員的潛在利益衝突；
6. 確保本公司會計與財務申報系統一致完整，包括獨立審核，以及確保設有適當監控系統，尤其是監察風險、財務監控及守法的系統；及
7. 肩負企業管治職能，負責本公司企業管治的政策及實務以及審閱企業管治報告。

Corporate Governance Report
企業管治報告

Board Composition

The Board should have a balance of skills and experience appropriate for the business of the issuer to ensure that the changes to its composition can be managed without undue disruption. The Company is committed to the view that the Board should maintain a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that the Board has a strong independence which steered the judgment of the Board to be made independently and objectively. The Board currently comprises 7 Directors, including:

董事會成員

董事會須兼備發行人業務所需的技能及經驗，以確保董事會成員的更替不會造成不必要的業務中斷。本公司深信，董事會的執行與非執行董事（包括獨立非執行董事）人數應平衡，確保董事會高度獨立，有助董事會作出獨立客觀判斷。董事會現時由7名董事組成，包括：

Name of Director 董事姓名
Executive Directors 執行董事
Mr. Ye Liaoning 葉遼寧先生
Mr. Sun Yang 孫泱先生
Mr. Wang Wenjie 王文杰先生
Non-executive Director 非執行董事
Mr. Wang Wenjian 王文鑒先生
Independent non-executive Directors 獨立非執行董事
Mr. Zhang Yuqing 張余慶先生
Mr. Feng Hua Jun 馮華君先生
Mr. Shao Yang Dong 邵仰東先生

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Each of the executive, non-executive, and independent non-executive Directors has entered into a continuous service contract with the Company. The Company is committed to the view that the independent non-executive Directors should be of sufficient calibre and number to warrant that their views are acknowledged. Biographical details of the independent non-executive Directors are set out in the section "Directors and Senior Management" in this Annual Report, and are free from any business or other relationships with the Group which could interfere in any material manner with the exercise of their independent judgment. The composition of the Board as at the date of this Annual Report is set out in the section "Directors and Senior Management" in this Annual Report. None of the Directors has any financial, business, family relationships or relationships in other material aspects with each other. Each of independent non-executive Directors has given a written confirmation to the Company confirming that he has met the criteria set out in Rule 3.13 of the Listing Rules regarding the guidelines for the assessment of independence of Directors respectively. The Company believes that the all independent non-executive Directors have been complied with the relevant guidelines as stipulated in such rule and are still considered as independent.

執行、非執行及獨立非執行董事已各自與本公司訂立持續服務合約。本公司相信，獨立非執行董事的才幹與人數須達相當水準，使其意見具影響力。獨立非執行董事的履歷載於本年報「董事及高級管理層」一節，彼等並無涉及任何可嚴重影響其行使獨立判斷的本集團業務或其他關係。董事會於本年報日期的成員名單載於本年報「董事及高級管理層」一節。各董事間概無任何財務、業務、家庭關係或其他重大關係。各獨立非執行董事已分別向本公司提交書面確認，確認其已符合上市規則第3.13條有關評核董事獨立性指引的相關規定。本公司相信，全體獨立非執行董事均一直遵守該規則所載的相關指引，且仍然被視為保持獨立身份。

Appointment, Re-election and Removal

The Company has implemented a set of formal, prudent and transparent procedures for the appointment of new Directors to the Board. The Company has also put in place plans for orderly succession of the Board. All Directors are subject to re-election between regular intervals in accordance with the Articles of Association. The Board must explain the reasons for the resignation, re-designation or removal of any Director.

委任、重選及罷免

本公司已實施一套正式、審慎且具透明度的程序委任董事會新董事，亦已訂立計劃，確保董事會的承接有序。全體董事須根據章程細則定期重選。董事會須解釋任何董事的辭任、調任或罷免的原因。

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Responsibilities of Directors

Every Director is aware that he should devote sufficient time and attention to the affairs of the Company.

The Directors are kept informed from time to time on the latest development of any changes to the regulatory requirements and the progress of compliance with applicable rules and regulations by the Company. The Directors of the Company are also updated from time to time on the latest business development and operation plans of the Company.

In compliance with code provision A.6.5 of Corporate Governance Code, the Company arranges for, and provide fund for, all the Directors to participate in continuous professional development organised in the form of in-house training, seminars or other appropriate courses to keep them refresh of their knowledge, skill and understanding of the Group and its business or to update their skills and knowledge on the latest development or changes in the relevant statutes, the Listing Rules and Corporate Governance Code and corporate governance practices. Newly appointed Director would receive an induction training covering the statutory regulatory obligations of a director of a listed company. Circulars or guidance notes are issued to Directors and senior management of the Company, where appropriate, to ensure the awareness of best Corporate Governance Code and corporate governance practices.

The Directors acknowledge the need to continue to develop and refresh their knowledge and skills for making contributions to the Company. During the year of 2018, they received a total of over 210 hours of trainings, including internally-facilitated sessions as well as external seminars/programmes on topics relevant to their duties as Directors.

董事職責

各董事知悉，彼等應對本公司事務投放足夠的時間和精力。

董事將不時獲提供有關監管規定任何變動的最新發展及本公司遵守適用規則及規例的進展情況。本公司董事亦會不時獲提供本公司最新的業務發展及營運計劃。

為遵守企業管治守則條文第A.6.5條，本公司就全體董事參加以內部培訓、研討會或其他適當的課程形式的持續專業發展作出安排並提供資金，使彼等更新其知識、技能及對本集團及其業務的理解，或使彼等在有關法規、上市規則及企業管治守則及常規的最新發展或變動方面更新技能及知識。新委任的董事將接受內容包括上市公司董事法定監管義務的入門培訓。本公司會在適當情況下向董事及高級管理層發出通函或指引，確保彼等知悉最佳企業管治守則及常規。

全體董事均了解持續發展並更新其知識和技能對於為公司作出貢獻十分重要。於二零一八年內，他們共得到了超過210小時的培訓，包括內部促進會議以及與董事職責相關主題的外部研討會／課程。

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To summarise, the Directors have received the below trainings to enhance their skills and knowledge during the year:

總而言之，董事於年內已接受以下培訓，以加強彼等的技能及知識：

		Training Area 培訓領域		
		Corporate Development Management 企業發展管理	Craft/ Technology 工藝／技術	Corporate Financial Management 企業財務報告管理
Executive Directors	**執行董事**			
Mr. Ye Liaoning	葉遼寧先生	✓	✓	✓
Mr. Sun Yang	孫泱先生	✓	✓	✓
Mr. Wang Wenjie	王文杰先生	✓	✓	✓
Non-executive Director	**非執行董事**			
Mr. Wang Wenjian	王文鑒先生	✓	✓	✓
Independent non-executive Directors	**獨立非執行董事**			
Mr. Zhang Yuqing	張余慶先生	✓	✓	✓
Mr. Feng Hua Jun	馮華君先生	✓	✓	✓
Mr. Shao Yang Dong	邵仰東先生	✓	✓	✓

Regarding the Listing Rules' requirement for Directors to obtain a general understanding of an issuer's business and to follow up anything that comes to their attention, it is considered that the current arrangements for keeping the Board informed of the Company's business performance through regular presentations and/or reports by management at Board meetings, providing directors with complete, sufficient and adequate information, and providing the Board with timely reports on urgent key events at ad hoc Board meetings are effective, and have satisfied the requirements. To improve on the existing practice, a monthly management report, covering key business issues and the financial performance of the Company, has been made available to Directors on a monthly basis throughout the year. Director can contact the management of the Company individually and independently.

通過在定期舉行的董事會會議中作出演示及／或報告，管理層及時通知董事會公司的業務表現，提供完整、充足及適當的資料予董事，並通過特別董事會會議及時向董事會報告緊急的重要事件，關於上市規則中，董事須對發行人業務有所了解並跟進所有突發事件的要求為有效的，且已滿足了其要求。為改善現行的做法，本公司於全年已按月向董事提供每月管理報告，涵蓋公司的關鍵業務問題及財務狀況。全體董事均可個別及獨立接觸本公司管理層人員。

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Chairman and Chief Executive Officer

Mr. Ye Liaoning, being the Chairman of the Board, directs the strategic growth and development of the Group, with responsibility for reviewing implementation of communication with the media and external parties. Mr. Sun Yang, being the Chief Executive Officer of the Company, is responsible for overseeing the day-to-day operations of the Group and the implementation of the Board's policies and decision, including execution and implementation of annual business plan and investment plan. This segregation of the roles of the Chairman and the Chief Executive Officer of the Company aligns with the requirement under the code provision A. 2.1 of the Corporate Governance Code.

There are 3 independent non-executive Directors in the Board, all of whom possess level of adequate independence and therefore the Board considers that the current structure will not impair the balance of power and authority between the Board and the management of business of the Group.

THE ATTENDANCE OF MEETINGS OF THE BOARD

Regular meetings of the Board were held. During the year, the Board convened 9 meetings having considered the business developments and the needs of the Company. In addition, special meetings of the Board would be held when necessary. Details of each of the Director's attendance record in full meetings of the Board are as follows:

主席及行政總裁

董事會主席葉遼寧先生負責指導本集團的策略性增長及發展，檢討本集團與媒體及外部各方進行溝通。本公司的行政總裁孫泱先生負責監督本集團的日常運作、執行董事會的政策及決策，其中包括年度業務計劃及投資方案的執行和實施。本公司主席與行政總裁的角色分離，符合企業管治守則的守則條文第A.2.1條的規定。

董事會中有3名獨立非執行董事，彼等均具備足夠的獨立性，因此，董事會認為，現有架構將不會降低董事會與本集團業務管理層之間的權力平衡性及權威。

董事會會議出席記錄

董事會定期舉行會議。年內，董事會基於業務發展及本公司需要共召開9次董事會會議。此外，董事會亦會在有需要時舉行特別董事會會議。各董事出席董事會全體會議的詳細記錄如下：

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Name of Director 董事姓名		Full Meeting of the Board of Directors No. of Attendance by Directors (Note)/ No. of Meetings 董事會全體會議 董事出席次數（附註）／會議次數
Mr. Wang Wenjian *(Honorary Chairman)*	王文鑒先生*（名譽主席）*	9/9
Mr. Ye Liaoning *(Chairman)*	葉遼寧先生*（主席）*	9/9
Mr. Sun Yang	孫泱先生	9/9
Mr. Wang Wenjie	王文杰先生	9/9
Mr. Zhang Yuqing	張余慶先生	9/9
Mr. Feng Hua Jun	馮華君先生	9/9
Mr. Shao Yang Dong	邵仰東先生	8/9

Note: The meetings were attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席會議，而非由代替者出席。

Directors are consulted to include matters in the agenda for regular Board meetings. Dates of regular Board meetings are scheduled at least 14 days in advance to provide sufficient notice to all Directors, ensuring that they are given an opportunity to attend. For all other Board meetings, reasonable notice will be given. Minutes of all Board meetings and meetings of committees are kept by the Company Secretary. Drafts and final versions of minutes are sent to all Directors for their comments and record respectively, in both cases within a reasonable time after the meeting.

在董事會常規會議舉行前，本公司會諮詢各董事須列入議程的事項。董事會常規會議的日期均於召開前最少14日前落實，給予全體董事充裕之通知以確保其有機會出席，而所有其他董事會會議則會作出合理通知。所有董事會會議及委員會會議的會議記錄由公司秘書保管，而會議記錄初稿及終稿已於會議後合理時間內寄發予全體董事，分別供其提供意見及作記錄之用。

During the year of 2018, as part of the commitment to best practices, all Directors attended electronic correspondences in respect of certain business development of the Group. Such arrangement ensured fast and timely provision of information to Directors, to supplement the formal Board meetings.

於二零一八年內，作為奉行最佳常規的部分工作，全體董事就本集團若干業務發展進行電子通訊。該安排確保可迅速及適時地向董事提供資料，以補足正規的董事會會議。

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BOARD COMMITTEES

The Board has established and delegated authorities and responsibilities to four specific committees with written terms of reference to assist the Board to perform its functions effectively, namely the Audit Committee, Remuneration Committee, Nomination Committee and Strategy and Development Committee. The terms of reference for Board committees have been published on the Group's website and the Stock Exchange's website for shareholders to review.

董事委員會

董事會已成立四個指定委員會，制定彼等須輔助董事會有效履行職能的權力及責任的書面職權範圍。董事委員會包括審核委員會、薪酬委員會、提名委員會以及策略及發展委員會。董事委員會的職權範圍已刊登在本集團網站及聯交所網站，以供股東查閱。

NOMINATION COMMITTEE

The Company has established a Nomination Committee with written terms of reference. The Nomination Committee comprises 3 members, namely Mr. Feng Hua Jun and Mr. Shao Yang Dong (both are independent non-executive Directors) and Mr. Wang Wenjian (non-executive Director).

The principal roles and functions performed by the Nomination Committee during the year include:

a) Reviewing the structure, size, composition and diversity of the Board to complement the Company's corporate strategy and making recommendations to the Board regarding any proposed changes;

b) Identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship according to the stipulated nomination procedures;

c) Assessing the independence of independent non-executive Directors according to the requirements under the Listing Rules; and

d) Making recommendations to the Board on relevant matters related to the appointment or re-appointment of Directors and succession plan for Directors.

提名委員會

本公司已成立提名委員會，並訂有書面職權範圍。提名委員會由3名成員組成，包括獨立非執行董事馮華君先生與邵仰東先生以及非執行董事王文鑒先生。

於年內，提名委員會主要執行之工作及職能包括下列各項：

a) 檢討董事會之架構、人數、組成及成員多元化，以推行本公司的企業策略，並就任何擬作出之變動向董事會提出建議；

b) 物色具備合適資格可擔任董事會成員之人士，並按已定的提名程序挑選提名有關人士出任董事或就此向董事會提供意見；

c) 根據上市規則之規定，評核獨立非執行董事之獨立性；及

d) 就委任或續聘董事以及董事繼任計劃之有關事宜向董事會提出建議。

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Meeting of the Nomination Committee is held at least once a year. 2 meetings were held in 2018. The attendance of each Director at Nomination Committee meetings is as follows:

提名委員會每年最少舉行1次會議，二零一八年內舉行了2次會議。各董事出席提名委員會會議的記錄如下：

Name of Director 董事姓名		Nomination Committee No. of Attendance (Note)/ No. of Meetings 提名委員會 出席次數(附註)／會議次數
Mr. Feng Hua Jun *(Chairman)*	馮華君先生*(主席)*	2/2
Mr. Wang Wenjian	王文鑒先生	2/2
Mr. Shao Yang Dong	邵仰東先生	2/2

Note: The meeting was attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席該會議，而非由代替者出席。

NOMINATION POLICY

The Board has adopted the following policy for the nomination of directors (the "**Nomination Policy**").

Selection Criteria

In determining the suitability of a candidate, the Nomination Committee and the Board shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity. The Nomination Committee and the Board shall consider the following selection criteria, which are not meant to be exhaustive:

- the candidate's personal ethics, reputation, character and integrity;
- the candidate's qualifications, skills, knowledge, business judgment and experience that are relevant to the operations of the Group;
- the diversity perspectives set out in the Board Diversity Policy of the Company (as amended from to time);

提名政策

董事會已採納以下有關提名董事的政策(「**提名政策**」)。

甄選標準

在決定候選人是否適合時，提名委員會及董事會須考慮候選人在資歷、才能、經驗、獨立性及性別多元化方面可為董事會帶來的潛在貢獻。提名委員會及董事會須考慮下述並非詳盡無遺地列出的甄選準則：

- 候選人的個人道德、聲譽、品格和誠信；
- 候選人與本集團營運相關的專業資格、技能、知識、業務判斷力和經驗；
- 本公司(不時修訂的)多元化政策中所訂明的多元化觀點；

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- the candidate's availability including time commitment to discharge his or her responsibility as a Director, including being able to devote sufficient time to attend Board meetings, participate in induction, trainings and other board and Company associated activities (In the case of a candidate who will be nominated as an independent non-executive Director will be holding his or her seventh (or more) listed company directorship, the Nomination Committee should consider the reasons given by the candidate for being able to devote sufficient time to discharge his or her responsibility as an independent non-executive Director.);

- 候選人就履行其董事職責能投入的時間，包括能投入足夠時間出席董事會會議，入職引介、培訓及其他與董事會及本公司相關之活動(如果將被提名為獨立非執行董事的候選人將持有他／她第七家(或更多)上市公司董事職務，提名委員會應考慮候選人提供的理由以顯示他／她能夠投放足夠時間履行其作為獨立非執行董事的董事職責。)；

- the candidate for the position of an independent non-executive Director must comply with the independence criteria as prescribed under the Listing Rules (as amended from time to time);

- 獨立非執行董事的候選人必須符合(不時修訂的)上市規則所載之獨立性標準；

- the current size and composition of the Board, the needs of the Board and the respective committees of the Company;

- 董事會現時的規模和組成、董事會及本公司各提名委員會的需要；

- the succession planning of members of the Board to ensure the leadership continuity and smooth functioning of the Group; and

- 確保本集團領導連續性及平穩運作的董事會成員繼任規劃；及

- any other factors that the Nomination Committee and/or the Board may consider appropriate.

- 提名委員會及／或董事會認為適合的任何其他因素。

The Nomination Committee and the Board shall ensure that the composition of the Board is in conformity with the laws of the Cayman Islands, the Listing Rules and all other applicable laws and regulations.

提名委員會和董事會應確保董事會的組成符合開曼群島法例、上市規則和所有其他適用法律法規。

Nomination Procedures

提名程序

The recruitment, identification, evaluation, recommendation, nomination, selection and new appointment or re-appointment of each proposed Director shall be assessed and considered by the Nomination Committee and the Board against the Selection Criteria as set out in this Policy.

每擬委任董事的招聘、物色、評估、推薦、提名、甄選及新委任或重新委任均應由提名委員會及董事會根據本政策中載列的甄選標準進行評估及考慮。

In the context of appointment of any proposed candidate to the Board:

就委任任何董事會候選人而言:

- the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of candidates, including, amongst others, considering referrals from the Directors, shareholders, management, advisors of the Company;

- 提名委員會可採取其認為合適的措施以物色及評估候選人，包括，但不限於，考慮董事、本公司股東、管理層及顧問的推薦；

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- the Nomination Committee shall identify and ascertain the character, qualification, knowledge and experience of the candidate and undertake adequate due diligence in respect of such candidate; and

- 提名委員會辨識並確定候選人的品格、資格、知識和經驗，並就該候選人進行充分的盡職審查；及

- the Nomination Committee shall make recommendations by submitting the candidate's personal profile to the Board for its consideration.

- 提名委員會須就有關推薦將候選人的個人簡介交予董事會考慮。

In the context of re-appointment of any existing member of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation for the candidate to stand for re-election at a general meeting.

就重新委任任何現有董事會成員而言，提名委員會須提交建議供董事會考慮及推薦候選人在股東大會上參與重選。

For each proposed new appointment or re-appointment of a Director, the Nomination Committee shall obtain all applicable declarations and undertaking as required under the laws of the Cayman Islands and the Listing Rules.

就每擬委任董事的新委任或重新委任而言，提名委員會應根據開曼群島法例及上市規則包括其不時作出的任何修訂，取得所有適用的聲明和承諾。

In the case of a nomination for the position of an independent non-executive Director, the Nomination Committee shall ensure that the concerned candidate meets the independence criteria as prescribed under the Listing Rules.

在提名獨立非執行董事的情況下，提名委員會須確保該相關候選人符合上市規則所載之獨立性標準。

The Board shall have the final decision on all matters relating to the recommendation of candidates to stand for election (and re-election) at a general meeting.

對推薦候選人於股東大會上參選(及重選)的所有事宜，董事會擁有最終決定權。

The ultimate responsibility for the selection and appointment of Directors rests with the entire Board.

甄選及委任董事的最終責任由董事會全體負責。

Review and Monitoring

檢討及監察

The Nomination Committee will from time to time review the Nomination Policy and monitor its implementation to ensure compliance with the regulatory requirements at the relevant time and good corporate governance practice.

提名委員會將不時檢討及監察本政策之實施，以確保本政策行之有效並遵照監管規定及良好企業管治實務。

The Nomination Committee shall, when necessary, recommend revisions to the Nomination Policy to the Board for its consideration and approval.

提名委員會將在有需要時向董事會建議本政策的修訂，供董事會審批。

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BOARD DIVERSITY POLICY

The Board has adopted the following board diversity policy (the "**Board Diversity Policy**").

Background and Vision

Respect for people and diversity is one of the Company's core value. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

Policy Statement

The Company believes that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organisational changes and less likely to suffer from group thinking. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, Board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, business perspectives, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of the Group, and support succession planning and development of the Board.

Measurable Objectives

Selection of candidates will be based on the Company's Nomination Policy and will take into account this Policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

董事會成員多元化政策

董事會已採納以下董事會成員多元化政策(「**董事會成員多元化政策**」)。

背景與願景

以人為本及多元化是本公司的核心價值之一。本公司明白並深信董事會成員多元化對提升公司表現裨益良多。

政策聲明

本公司相信董事會成員多元化能提高決策能力,而且一個多元化的董事會能更有效地處理組織的變化,並可較少受到群體思維的壓力。為達致可持續及均衡的發展,本公司視提升董事會層面的多元化為支持其達到戰略目標及其可持續發展的關鍵元素。

在設定董事會成員組合時,會從不同層面考慮董事會成員多元化,包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、營商視野、技能、知識及服務任期,以及董事會不時認為相關及適用的任何其他因素,並著重於確保董事會成員的技能及經驗組合均衡分佈,以提供不同觀點、見解和提問,讓董事會可以有效地履行其職務及職責、就本集團的核心業務及策略制定良策,以及配合董事會的繼任計劃及發展。

可計量目標

甄別董事人選將會根據本公司的提名政策進行,並同時會考慮本政策。最終決定將根據相關人選的長處及其可為董事會作出的貢獻,當中會考慮對董事會成員多元化的裨益以及董事會的需要,不會只側重單一的多元化層面。

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The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

董事會將因應持份者的期望及參考國際和本地的建議最佳慣例確保董事會達致性別多元化的適當平衡。董事會亦力求董事組合中有適當比例的成員具備本集團核心市場的直接經驗、不同種族背景，以及反映本集團的策略。

Continuous Monitoring

The Board reviews regularly and assesses annually on the Group's diversity profile including gender balance of the Directors and senior management and their direct reports, and its progress in achieving its diversity objectives. The Nomination Committee will discuss any revisions on this Policy that may be required, and recommend any such revisions to the Board for its consideration and approval.

持續監督

董事會定期檢討及每年評估本集團的多元化狀況，包括董事會、高級管理層及直接下屬的性別平衡，以及實現多元化目標的進度。提名委員會將討論可能須對該政策作出的任何修訂，並向董事會建議任何有關修訂供其考慮及批准。

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference. From 1 January 2018 to 31 December 2018, the members of the Remuneration Committee included Mr. Shao Yang Dong, Mr. Feng Hua Jun and Mr. Zhang Yuqing (all are independent non-executive Directors).

薪酬委員會

本公司已成立薪酬委員會，並訂有書面職權範圍。自二零一八年一月一日至二零一八年十二月三十一日期間，薪酬委員會成員包括邵仰東先生、馮華君先生及張余慶先生（均為獨立非執行董事）。

The principal roles and functions performed by the Remuneration Committee during the year include:

於年內，薪酬委員會主要執行之工作及職能包括下列各項：

(a) Making recommendations to the Board on the Company's policy and structure of the remuneration of all Directors and senior management;

(a) 就本公司董事及高級管理層之全體薪酬政策及架構向董事會提出建議；

(b) Assessing the performance of the executive Directors;

(b) 評估執行董事的表現；

(c) Approving the terms of Directors' service contracts, determining the specific remuneration packages of all executive Directors and senior management and making recommendations to the Board on the remuneration of the non-executive Directors;

(c) 通過董事服務合約的條款，負責釐定全體執行董事及高級管理層之特定薪酬待遇，並就非執行董事之薪酬向董事會提供意見；

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(d) Reviewing and approving remuneration by reference to corporate goals resolved by the Board from time to time; and

(e) Reviewing and approving the compensation payable to executive Directors and senior management in connection with any loss or termination of their offices or appointments.

The meeting of the Remuneration Committee is held at least once a year and when required. 2 meetings were held in 2018. The Remuneration Committee has reviewed and approved the remunerations and bonus payable to executive Directors and senior management for the financial year. The Chairman of the Remuneration Committee has reported to the Board on the proceedings of the meeting. Details of the amount of Directors' emoluments of 2018 are set out in Note 14 to the consolidated financial statements. The attendance of each Director at Remuneration Committee meetings is as follows:

(d) 參照董事會通過的公司目標，不時檢討及批准薪酬；及

(e) 檢討及批准向執行董事及高級管理層支付有關離職或終止職務或委任之賠償。

薪酬委員會每年最少舉行一次會議，亦會在有需要時開會，二零一八年內舉行了2次會議。薪酬委員會已審閱並批准財政年度應付執行董事及高級管理層的酬金及花紅。薪酬委員會主席已向董事會匯報該會議的議事程序。二零一八年董事酬金金額詳情載於綜合財務報表附註14。各董事出席薪酬委員會會議的記錄如下：

Name of Director 董事姓名		Remuneration Committee No. of Attendance (Note)/ No. of Meetings 薪酬委員會 出席次數（附註）／會議次數
Mr. Shao Yang Dong *(Chairman)*	邵仰東先生*（主席）*	2/2
Mr. Feng Hua Jun	馮華君先生	2/2
Mr. Zhang Yuqing	張余慶先生	2/2

Note: The meeting was attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席該會議，而非由代替者出席。

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference. The Group's audited final results for the year ended 31 December 2018 were reviewed by all the members of the Audit Committee of the Board, namely Mr. Zhang Yuqing, Mr. Feng Hua Jun and Mr. Shao Yang Dong (all are independent non-executive Directors).

審核委員會

本公司已成立審核委員會，並訂有書面職權範圍。董事會審核委員會所有成員已審閱本集團截至二零一八年十二月三十一日止年度之經審核全年業績。董事會審核委員會成員包括張余慶先生、馮華君先生及邵仰東先生（均為獨立非執行董事）。

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All issues raised by the Audit Committee have been addressed by the management. The work done and findings of the Audit Committee have been reported to the Board. During the year, the issues which were brought to the attention of the management and the Board were not material and therefore no discussion is required herein. Full minutes of Audit Committee meetings are kept by the Company Secretary. Drafts and final versions of minutes are sent to all members of the Audit Committee for their comments and record respectively, in both cases within a reasonable time after the meeting. Sufficient resources (including the advice of external auditor) will be allocated to the Audit Committee to discharge its duties.

審核委員會提出的事項全部交予管理層處理，而審核委員會的工作及調查結果則向董事會報告。年內，向管理層及董事會提出的事宜概非重大，故毋須在年報討論。審核委員會的會議記錄全文由公司秘書保管，而會議記錄初稿及終稿已於會議後合理時間內寄發予審核委員會全體成員，分別供其提供意見及作記錄之用。審核委員會獲調配充分資源（包括外聘核數師的意見）來履行職責。

The principal roles and functions performed by the Audit Committee include:

審核委員會主要執行之工作及職能包括下列各項：

(a) Considering and making recommendations to the Board on the appointment, re-appointment and removal of external auditor, and approving their remuneration, and addressing any question of their resignation and dismissal;

(a) 考慮有關外聘核數師之委任、續聘及罷免之事宜，並就此向董事會提供建議，批准外聘核數師之薪酬，以及處理任何有關其辭任及罷免之事宜；

(b) Reviewing and monitoring the integrity of the financial statements of the Group together with the Company's interim and annual reports;

(b) 審閱及監察本集團財務報表及本公司中期及年度報告之完整性；

(c) Maintaining an appropriate relationship with the Group's external auditors;

(c) 與本集團外聘核數師維持適當關係；

(d) Reviewing the continuing connected transactions; and

(d) 審閱持續關連交易；及

(e) Overseeing the Group's financial controls and internal controls.

(e) 監督本集團之財務監控及內部監控。

For the year ended 31 December 2018, 2 Audit Committee meetings were held. The Audit Committee reviewed the annual report for the year ended 31 December 2017, external auditor's remuneration, internal control system and interim report for the period ended 30 June 2018 at the relevant meetings and reached unanimous consent to recommend the aforesaid be approved by the Board. The chairman of the Audit Committee reported to the Board on the proceedings of these meetings. The Board has not taken any view that deviated from that of the Audit Committee.

截至二零一八年十二月三十一日止年度，審核委員會共舉行2次會議。會上，審核委員會已審閱截至二零一七年十二月三十一日止年度之年報、外聘核數師酬金、內部監控制度及截至二零一八年六月三十日止期間之中期報告，並達成一致決定，同意推薦董事會批准上述事宜。審核委員會主席已就上述會議議事程序向董事會作出報告。董事會與審核委員會之觀點並無分歧。

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Furthermore, another meeting was held on 19 March 2019 to review, inter alia, the annual report and financial statements of the Group for the year ended 31 December 2018, the report from external auditor on the audit of the Group's financial statements, the continued non-exempt connected transactions, internal control system review and the re-appointment of external auditor.

此外，審核委員會亦於二零一九年三月十九日舉行另一次會議，以審閱（其中包括）本集團截至二零一八年十二月三十一日止年度之年報及財務報表、外聘核數師就審核本集團財務報表所發出報告、持續不獲豁免關連交易、檢討內部監控制度及續聘外聘核數師事宜。

The attendance of each Director at Audit Committee meetings is as follows:

各董事出席審核委員會會議的記錄如下：

Name of Director 董事姓名		Audit Committee No. of Attendance (Note)/ No. of Meetings 審核委員會 出席次數（附註）／會議次數
Mr. Zhang Yuqing *(Chairman)*	張余慶先生*（主席）*	2/2
Mr. Feng Hua Jun	馮華君先生	2/2
Mr. Shao Yang Dong	邵仰東先生	2/2

Note: All the meetings were attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席所有會議，而非由代替者出席。

STRATEGY AND DEVELOPMENT COMMITTEE

策略及發展委員會

The Company's Strategy and Development Committee comprises 5 members, namely Mr. Ye Liaoning, Mr. Sun Yang and Mr. Wang Wenjie (all are executive Directors), Mr. Wang Wenjian (a non-executive Director) and Mr. Feng Hua Jun (an independent non-executive Director). The primary duty of the Strategy and Development Committee is to advise the Board on the Group's strategy for business development and future prospects in the international market for optical and optical related products. It is intended that members of this committee shall consist of local and international experts in the optical industry and other related industries.

本公司的策略及發展委員會由5名董事組成，包括執行董事葉遼寧先生、孫泱先生及王文杰先生、非執行董事王文鑒先生以及獨立非執行董事馮華君先生。策略及發展委員會主要負責就本集團的業務發展策略以及光學與光學相關產品的國際市場前景向董事會提供意見。委員會的成員應包含本地及國際的光學及其他相關行業的專家。

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Name of Director 董事姓名		Strategy and Development Committee No. of Attendance (Note)/ No. of Meetings 策略及發展委員會出席次數（附註）／會議次數
Mr. Ye Liaoning *(Chairman)*	葉遼寧先生*（主席）*	4/4
Mr. Sun Yang	孫泱先生	4/4
Mr. Wang Wenjie	王文杰先生	4/4
Mr. Wang Wenjian	王文鑒先生	4/4
Mr. Feng Hua Jun	馮華君先生	4/4

Note: All the meetings were attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席所有會議，而非由代替者出席。

CORPORATE GOVERNANCE FUNCTION

The Board adopted the terms of reference for the corporate governance functions on 22 December 2011 in compliance with the code provision D.3 of the Corporate Governance Code which was adopted on 1 April 2012. Pursuant to the terms of reference of the corporate governance function, the Board shall be responsible for developing, reviewing and/or monitoring the policies and practices on corporate governance of the Company; training and continuous professional development of Directors and senior management; and reviewing and monitoring compliance with policies and practices in legal and regulatory requirements of the Company. The Board has performed the above-mentioned corporate governance functions and this corporate governance report has been reviewed by the Board in discharge of its corporate governance functions.

企業管治職能

董事會於二零一一年十二月二十二日採納企業管治職能職權範圍，以遵守於二零一二年四月一日採納的企業管治守則的守則條文第D.3條。根據企業管治職能職權範圍，董事會負責制定、審閱及／或監察本公司企業管治的政策及常規；對董事及高級管理層進行培訓及持續專業發展；以及檢討及監察本公司在遵守法律及監管規定方面的政策及常規等。董事會已履行上述企業管治職能，且就履行企業管治職能已審閱此企業管治報告。

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 of the Listing Rules, and after having made specific enquiry with regard to securities transactions by the Directors, all Directors have confirmed their compliance with the required standards set out in the Model Code regarding Directors' securities transactions throughout the year ended 31 December 2018.

董事進行證券交易

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」）。經向董事作出有關證券交易的具體查詢後，全體董事已確認，其於截至二零一八年十二月三十一日止年度一直遵守標準守則所載有關董事證券交易的規定。

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EXTERNAL AUDITOR

The Board agrees with the Audit Committee's approval of appointment of Deloitte Touche Tohmatsu (the "**Deloitte**") as the Company's external auditor for 2018. Its reporting responsibilities on the financial statements are set out in the Independent Auditor's Report of this Annual Report on pages 141 to 146. Details of the amount of auditors' remuneration in 2018 are set out in Note 11 to the consolidated financial statements. The Company has also paid fees amounting to HK$2.85 million to the auditor for audit service and review service as a reporting accountant during the year. Besides these, Deloitte also provided tax filing services and consulting services to the Company and charged a service fee of approximately RMB1.1 million. Other than as disclosed above, Deloitte did not provide any other services to the Group.

Deloitte will retire and offer themselves for re-appointment at AGM of the Company to be held on 28 May 2019. The re-appointment of Deloitte as the external auditor of the Group has been recommended by the Audit Committee and endorsed by the Board, subject to the shareholders' approval in the forthcoming AGM.

外聘核數師

董事會同意按審核委員會的意見，委聘德勤•關黃陳方會計師行(「**德勤**」)為本公司二零一八年的外聘核數師。其對財務報表的申報責任載於本年報第141至146頁的獨立核數師報告。二零一八年核數師酬金數額詳情載於綜合財務報表附註11。本公司亦已向核數師就年內擔任申報會計師支付2,850,000港元的核數服務及審閱服務費用。此外，德勤亦向本公司提供稅務申報及諮詢服務並收取服務費用約人民幣1,100,000元。除以上所披露外，德勤並沒有對本集團提供其他服務工作。

德勤將會於二零一九年五月二十八日舉行的本公司股東週年大會退任並願意獲得續聘。審核委員會建議續聘德勤為本集團外聘核數師，而董事會亦贊同有關建議，惟須待股東於應屆股東週年大會批准方可作實。

FINANCIAL REPORTING

The Directors are responsible for keeping proper accounting records and preparing the financial statements which give a true and fair view of the state of affairs of the Company and its subsidiaries, in accordance with Hong Kong Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. In preparing the financial statements for the year ended 31 December 2018, the Directors have made judgments and estimates that are prudent and reasonable and prepared the financial statements on a going concern basis.

Management has provided such explanation and information to the Board as it would enable the Board to make an informed assessment of the financial and other information during the Board's approval.

The statement by the auditor of the Company about its responsibilities for the financial statements is set out in the independent auditor's report contained in this Annual Report.

財務申報

董事負責保存正式會計記錄，並根據香港財務報告準則及香港公司條例的披露規定編製可真實及公平反映本公司及其附屬公司狀況的財務報表。編製截至二零一八年十二月三十一日止年度的財務報表時，董事作出審慎合理的判斷和估計，並按持續經營基準編製財務報表。

管理層已向董事會提供解釋及資料，使董事會在審批時可對財務及其他資料作出知情評核。

本公司核數師有關財務報表的責任陳述已載於本年報獨立核數師報告。

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The Board's responsibility is to present a balanced, clear and understandable assessment extended to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

董事會呈列公正、清晰及易明的評估之責任適用於年報及中期報告、其他股價敏感資料之公告及其他根據上市規則的規定須作出的財務披露、向監管機構提交的報告以及根據法定要求須予披露的資料。

INTERNAL CONTROL

內部控制

The Board is responsible for monitoring the Group's internal control system and reviewing its effectiveness. The Board, the Group's internal audit department and management reviewed the effectiveness of the internal control system of the Company and its subsidiaries. The Audit Committee reviews the findings and opinions of the Group's internal audit department and management on the effectiveness of the Company's system of internal control, and reports to the Board on such reviews. In respect of the year ended 31 December 2018, the Board considered the internal control system is effective and adequate. No significant areas of concern which might affect the shareholders were identified.

董事會負責監察本集團的內部監控系統和檢討其成效，董事會、本集團內部審計部和管理層則審核本公司以及附屬公司內部監控系統的成效。審核委員會審議本集團內部審計部和管理層對本公司內部監控系統成效的調查結果和意見，並向董事會匯報審議結果。董事會認為截至二零一八年十二月三十一日止年度的內部監控制度足夠且有成效，且無出現可能影響股東的重要事項。

The internal audit department of the Group should ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Group's assets. The main functions of the internal audit department are to audit the operating efficiencies of each of the operating units, to carry out audit upon resignation of any key management personnel, to assist the Board in reviewing the effectiveness of the internal control system of the Group and to review internal control of business processes and project based auditing (such as auditing of trade receivables and issuance of commodities auditing report). Evaluation of the Group's internal controls covering financial, operational compliance controls and risk management functions will be conducted annually by the Board.

本集團的內部審計部門確保本公司的內部監控健全有效，可維護股東的投資及本集團的資產。該內部審計部門的主要職能是對公司各營運單位的經營效益、管理層主要人員的辭任進行審核、協助董事會審核本集團內部監控系統有效與否、審閱業務流程內部監控及按個別項目作出的審核（如審計貿易應收款項及發出商品審核報告）。董事會每年進行本集團內部監控評估，其中包括財務、營運合規監控與風險管理職能。

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ENTERPRISE RISK MANAGEMENT

The Board is responsible for the effectiveness of the risk management and has authorized the Audit Committee to act as the professional committee to professionally review the risk management reports submitted by the management, ensuring that the management has fulfilled its responsibilities to establish effective risk management and internal control systems. Systems and procedures have been established by the Group to identify, measure, manage and control various risks including business, operation, market, legal and compliance that may have impacts on the Group and each major department.

The Company has built an enterprise risk management ("**ERM**") system with a view to enhancing the risk management and corporate governance practice, and improving the effectiveness and efficiency of internal control systems across the whole Group.

During the year, the Group organised and established a risk management group ("**Risk Management Group**") headed by the President, responsible for daily management related to risks of the Group. All of the Group's subsidiaries have also established risk management team, responsible for risk management of their own. At the same time, the Group has engaged a world-renowned consultant institution as the risk management consultant to assist the Group in building effective risk management overall framework so as to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting function.

The Board believes that a heightened focus on risk and compliance is beneficial for the ongoing development and growth of the Company as well as its staff. In establishing the ERM system, all key functions of the Company were carried out by the Risk Management Group of the Group to undertake the following exercises:

1. Enterprise risk assessment – to identify and prioritise the Group's key business risks; and

2. Process level control assessment – to assess the related internal controls and risk mitigating measures.

企業風險管理

董事會對風險管理工作的有效性負責，並授權審計委員會作為專業委員會，專業審核管理層提交的風險管理報告，確保管理層已履行職責建立有效的風險管理及內部控制系統。本集團已建立制度及程序以辨別、度量、管理及控制各種風險，包括可能影響本集團及各主要部門的業務、營運、市場、法律及合規等方面的風險。

為增強本集團整體的風險管理及企業管治常規，並提高內部控制系統的有效性及效率，本公司已建立企業風險管理（「**企業風險管理**」）系統。

於年內，本集團組建了由總裁擔任組長的風險管理工作小組（「**風險管理工作小組**」），負責本集團風險相關日常管理工作。本集團各附屬公司亦成立了風險管理工作團隊，負責各自公司的風險管理工作。同時本集團聘請國際知名諮詢機構擔任風險管理顧問，協助本集團構建有效風險管理整體框架，以確保本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗、員工所接受的培訓課程及有關預算是足夠的。

董事會認為，高度專注於風險及合規情況有利於本公司及其員工的持續發展及成長。於建立風險管理系統時，本公司所有關鍵職能由本集團風險管理工作小組執行，並推行以下舉措：

1. 企業風險評估－識別本集團主要業務風險並區分優先次序；

2. 程序層面監控評估－評估相關內部監控及減輕風險的措施。

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3. Risk management implementation Monitoring – to consider the inspection report on implementation of risk management

4. Improve the risk checklist – to identify and build a risk checklist which is suitable to the actual situation of the Company

Summary of Work in 2018

During the year, the Risk Management Group of the Group reported to the Audit Committee on the annual risk assessment and internal control reviews. Its work in 2018 included:

- Improvements to the Group risk management policy and Group ERM function;
- Optimised the Group's risk management objective, principal and organization;
- Optimised the basic procedure of corporate risk management
- Organized risk management trainings;
- Completed the risk identification and assessment in business segments and departments to form a risk management self-assessment report;
- Reviewed the adequacy and effectiveness of the Group's risk management system, and significant and emerging risks with department heads;
- Issued a Group risk management self-assessment report;
- Business segments and departments developed a specific contingency plan for key risks at the Group level;
- Completed internal control review of key business processes of some business segments and departments;
- Completed the annual review for risk management implementation;
- Completed the annual meeting for risk management summary and initiated the risk management self-assessment and training for 2019.

3. 風險落實情況監督－審議風險落實情況檢查報告

4. 完善風險清單庫－識別並建立符合公司實際情況的風險清單庫

二零一八年工作概要

於年內，本集團風險管理工作小組就年度風險評估及內部控制檢討向審核委員會進行了報告。二零一八年其工作包括：

- 完善本集團風險管理政策及本集團企業風險管理職能；
- 優化本集團風險管理目標、原則及組織方式；
- 優化企業風險管理基本流程；
- 組織風險管理培訓；
- 完成各事業分部和部門風險識別及評估工作，形成風險管理自我評估報告；
- 檢討本集團風險管理系統的充足程度及成效、與部門主管檢討重大風險及新興風險；
- 出具本集團風險管理自評報告；
- 各事業分部和部門針對本集團層面重點應對及管控的風險制定具體應對計劃；
- 完成部分各事業分部和部門重點業務流程內控審閱；
- 完成年度風險落實情況核查工作；
- 完成年度風險管理總結會議，啟動二零一九年風險管理自評及培訓。

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GROUP'S RISK MANAGEMENT POLICY FRAMEWORK

Effective risk management and internal control systems are critical in achieving the Group's strategic objectives. The Company has established a Group's risk management framework, which is implemented by the Directors and the Audit Committee in the role of Risk Management Group. It authorizes the Group to mandates a consistent and effective approach applied across the Group to fully manage the risks associated with its business and operations.

The following is the key processes adopted under the Group's ERM framework.

Phase 1
Establish Risk Context
The Board establishes common risk assessment criteria and sets up risk reference tables for the Group. Meanwhile, various business segments and departments discuss and formulate overall risk management objectives, management requirements and organization methods.

Phase 2
Risk Identification
Various business segments and departments collect risk information related to the Group and identify the risks that potentially impact the key processes of the operations.

Phase 3
Risk Assessment
Various business segments and departments use uniform and quantitative criteria to assess the identified risks along with their impacts on the business and the possibility of their occurrence to determine the risk level. The Group also identifies opportunities for improvement.

Phase 4
Risk Treatment
Various business segments and departments determine the overall strategy and corresponding response plan for the assessed risks as well as the implementation measures such as risk taking, risk aversion, risk transfer and risk reduction to deal with the risks.

Phase 5
Risk Monitoring & Reporting
Various business segments and departments continue to follow up the implementation and effectiveness of the risk response plan, make timely adjustments and report risks regularly to the appropriate management levels within the Group.

With this practical and effective framework, risk management has been integrated into each functional department.

本集團風險管理政策框架

有效的風險管理及內部監控系統對實現本集團的戰略目標至關重要。本公司已制定本集團風險管理政策框架，由董事會及審核委員會通過及風險管理工作小組執行，授權本集團採用貫徹一致及有效的方針，充分地管理與其業務及營運相關的風險。

本集團企業風險管理框架的主要流程如下所示。

第一階段
設定風險背景
董事會為本集團設定通用的風險評估準則及制定風險參照列表，同時各事業分部和部門討論並確定風險管理總體目標、管控要求與組織方式。

第二階段
風險識別
各事業分部和部門收集與本集團相關的風險信息，並識別對其營運重要程序具有潛在影響的風險。

第三階段
風險評估
各事業分部和部門運用統一及量化的標準，就已識別的風險及其對業務的影響，以及其發生的可能性作出評估，確定風險等級。本集團亦識別改進機會。

第四階段
風險處理
各事業分部和部門對評估出的風險確定總體應對策略及相應應對計劃，實施風險承擔、風險規避、風險轉移及風險降低等措施以處理風險。

第五階段
風險監察及匯報
各事業分部和部門持續跟進風險應對計劃實施情況及有效性，及時作出調整，並定期向本集團內相關管理層級別匯報風險。

實施該實用及有效框架後，風險管理已滲入每一個職能部門。

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Group's Risk Report

The Group faces various risks and uncertainties. The relevant key risks are the risks that the Group must take in order to achieve its strategic objectives. If they are not handled properly, it might bring adverse impact to the Group. Thus, a comprehensive risk assessment and risk mitigation measures help ensure these key risks are properly managed and effectively controlled. The followings are the principal risks that the Board has identified for the year ended 31 December, 2018.

	Group's Major Risks	Key Control and Treatment Plan(s)	Target Risk Trend
Business and Strategic Risk	– Subject to the change in business, economy, competitiveness, regulatory or political environment in the region where the Group operates, there might be risks of significant adverse impacts brought to the Group's business performance, prospects for development and/or the ability to implement its strategy.	– Proactive monitoring the industry trends, competitors and innovative products; – Proactive monitoring of and preparation for global and local changes in regulations which may affect the Group; and – Implement corresponding project monitoring to increase strategic flexibility and specially allocate resources for strategy.	↓
Operational Risk	**Safe Production Risks:** – Material accidents affecting safe production of equipment and facilities, property safety, occupational disease hazards of employees and enterprise's continuous operations may occur as a result of enterprise's internal and other factors.	– Enhancing staff's safe production training, organizing safety training and drills irregularly, enhancing employees' safety awareness and establishing safety and emergency mechanism; – Strengthening the daily monitoring and timely maintenance of various equipment, and carrying out safety and foolproof transformation of equipment; – Participating in property insurance and purchasing insurance for the staff.	

集團風險報告

本集團面對各種風險及不明朗因素，有關主要風險乃本集團為實現其戰略目標而必須承受的風險，倘沒有妥善處理，可能會帶來影響。全面的風險評估及紓減風險措施有助確保主要風險得到適當管理及有效控制。以下乃董事會截至二零一八年十二月三十一日止年度已識別的主要風險。

	本集團主要風險	主要控制及處理方案	目標風險趨向
業務及戰略風險	– 本集團業務表現、發展前景及／或落實其戰略的能力或本集團營運所在地區的業務、經濟、競爭力、監管或政治環境有變而受到重大不利影響的風險。	– 積極監察行業趨勢、競爭對手及創新產品； – 積極監察和準備應對可能影響本集團的環球及本地監管規例變動；及 – 實施對應項目監控，增加戰略靈活性及為戰略特備資源。	↓
營運風險	**安全生產風險：** – 受企業內部等因素所致，可能會出現影響設備、設施安全生產，財產安全，員工職業病危害以及影響企業持續經營的重大突發事件等。	– 加強員工安全生產培訓，不定期組織安全培訓及演習，提升員工安全意識，並建立安全應急處理機制； – 加強各種設備的日常監控與及時檢修，並對設備進行安全防呆改造； – 參加財產保險及為員工購買保險。	

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	Group's Major Risks	Key Control and Treatment Plan(s)	Target Risk Trend
	Human Resource Risks: - The demand of the Group's development cannot be fulfilled if there is a lack of labor, which thereby affect the Group's production plan and operation. It might render the Group's products or production methods uncompetitive; - Failure in the optimization of human resource allocation and insufficient incentive mechanisms may lead to loss of talents, work stoppages and other labour related issues, which may adversely affect the Group's operation.	- Expanding recruiting channel; - Actively promoting the production line automation; - Carrying out inventory and assessment of talents regularly, hiring and retaining talents with attractive incentive program; - Carrying out multilevel talent development program to improve staff's professional skill.	
Market Risk	**Foreign Exchange and Interest Rate Risks:** - International exchange rate fluctuations could result in significant foreign currency losses. Significant floating rate liabilities could result in higher cost of financing if current interest rates increase.	- Maximising natural hedging position by setting up offshore factories and matching currencies in sales and procurements contracts; - Implementing centralized management of foreign exchange funds of domestic companies, coordinating the foreign exchange funds of various subordinate companies to implement centralized foreign exchange payments, conducting exchange rate lock-in operations to reduce exchange rate exposure, and reducing exchange rate risk;	↓
	Market Competition Risks: - Incapable of identifying and analyzing the demands in the industry and market with the intensified market competition might result in the risk of lower revenue for the Company; - The Company might not satisfy the change in market demand if there are failures to master the context of the new products and new technology application, customers' uncertain demand upon the launch of new products and new technology, failure for the customers to assess and evaluate the new products might, resulting in the risk for adverse impact on the Company's benefit.	- Focusing on industry and terminal development trends in real time, laying out product lines in advance, and enhancing product value in respond to changes in market demand at any time; - Closely monitoring the market dynamics, continuously seeking new markets or new customer, and maintaining good relationships with customers; - Continuously tracking customers' demand and developing capacity planning to ensure product supply, and keep inventory up to our safety standards.	

	本集團主要風險	主要控制及處理方案	目標風險趨向
	人力資源風險： – 人力資源儲備不足，將使本集團的發展需求無法得到充分滿足並影響本集團的生產計劃及執行，可能導致本集團的產品及生產方法失去競爭力； – 人力資源分配的優化程度不夠及激勵機制不足，有可能會引致人才流失、停工及其他勞工問題，對本集團的經營構成不利影響。	– 拓展招聘人手的管道； – 積極推進生產線自動化； – 定期對人才進行盤點及評估，並以具有吸引力的獎勵計劃聘用及挽留人才； – 開展多層次的人才培養計劃，提高員工的業務水平。	
市場風險	**外匯及利率風險：** – 國際匯率波動可能導致重大外幣虧損；倘現行利率上升，龐大的浮息負債可能導致融資成本增加。	– 透過在境外設廠或銷售及採購合約的貨幣配對，盡量提高自然對沖效果； – 實施境內公司外匯資金集中管理，統籌各下屬公司外匯資金，推行外匯集中支付，並進行匯率鎖定等操作以減少匯率敞口，降低匯率波動風險。	↓
	市場競爭風險： – 對於行業或市場需求識別能力和分析能力不足以及市場競爭的加劇，影響公司面臨收益下降的風險； – 新產品或新技術導入的背景掌控差，新產品或新技術投入時，因客戶需求不明確，客戶對新產品的評估不到位和難度評估不足，未能滿足市場需求的變化，影響公司效益的風險。	– 實時關注行業及終端發展趨勢，提前佈局產品線，提升產品價值，以隨時應對市場需求的變化； – 密切留意市場動態，持續開發新市場或新需求客戶，並與客戶保持良好的合作關係； – 不斷跟踪客戶需求，制定產能規劃，以保障產品供應，並將庫存控制在安全目標內。	

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Group's Major Risks	Key Control and Treatment Plan(s)	Target Risk Trend
Customer Credit Risks:		
– The unreasonable design of the customer credit management policy and the failure to implement the credit policy may result in the Company risk for bad debt losses and impaired economic interest.	– Improving the credit management system, regularly reviewing the credit status of customers, and adjusting the credit limit ; – Conducting risk customer screening management when choosing new customers, and tighter management on business terms and conditions for high-risk customers in the early stage; – Participating in accounts receivable insurance to reduce bad debt losses.	
Information Management Risk:		
– Lack of and unreasonable planning of the information systems might fail to support the business operations effectively, resulting in inefficient management risk for the Company; – Failure in confidential information management might lead to the leakage of confidential information, which may cause the Company exposing to huge financial loss risk.	– Establishing an information security management system, continuously improving the information system management system, and the information security control measures; – Strengthening the physical security of enterprise data centers, developing information system/data backup and information system disaster recovery plans, standardizing personnel operations to ensure continuity in the information system business; – Signing confidentiality agreements with all employees, strengthening training and education on sense of confidentiality, thus enhancing the sense of confidentiality and standardizing confidentiality measures.	

本集團主要風險	主要控制及處理方案	目標風險趨向
客戶信用風險：		
– 客戶信用管理政策設計不合理、信用政策執行不到位，可能導致公司產生壞賬損失風險，使公司經濟利益受損。	– 完善客戶信用管理制度，並定期對客戶進行信用評估並調整信用額度； – 新客戶選擇時進行風險客戶篩選管理，高風險客戶前期進行商務條件條款加嚴管理； – 參加應收賬款保險，減少壞賬損失。	
信息管理風險：		
– 信息系統缺乏或規劃不合理，以致未能有效支撐業務運營，可能造成公司經營管理效率低下； – 若缺乏信息保密管理，引致保密信息洩露，將嚴重影響業務運作，並可能使公司面臨巨大的經濟損失風險。	– 建立信息安全管理體系，持續完善信息系統管理制度，並不斷完善信息安全控制措施； – 加強企業數據中心的物理安全，制定信息系統／數據備份與信息系統災難恢復計劃，規範人員操作，保障信息系統業務連續性； – 與全體員工簽署保密協議，加強對員工保密意識的培訓教育，提升全體員工保密意識，規範保密行為。	

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	Group's Major Risks	Key Control and Treatment Plan(s)	Target Risk Trend
Legal and Compliance Risks	**Risks of Law and Regulations:** – Violation or non-compliance with non-applicable laws and local regulations where the Group has legal entities, or breach of contractual liability may result in adverse publicity.	– Running internal audit team and legal team, and hiring external legal & compliance advisors for consultation at the same time to seek legal advice and review the condition for compliance; – Reviewing the contract by the legal staff; – Proactive monitoring of and preparation for global and local changes in regulations affecting the Group.	↓
	Risks of Intellectual Property Rights: – In the process of developing, production operation and application process, the patents, trademarks, trade secrets might be illegally occupied, lost and infringed, which might damage the Company's interest; – Failure to take sufficient measures such as patent search or non-compliance with evasion may lead to the risk of infringing other's patent rights and infringement litigation.	– Formulating patent application plans for product projects, applying for patents in time, and reviewing the list of patents to ensure that patents are effectively and timely protected to improve the patent layout; – Tracking the entitle product patent management in the whole process and properly conduct the appropriate patent infringement search and analysis work in a timely manner to prevent infringement of patent rights.	

	本集團主要風險	主要控制及處理方案	目標風險趨向
法律及合規風險	**法律法規風險：** – 違反或不遵守不適用法律、實體所在地的地方規例，或違反合約責任，可能會對本集團公眾形象構成不利影響。	– 組織內部審核團隊及法律團隊，同時委聘外部法律及合規顧問，以諮詢相關事宜，尋求有關法律意見，檢討合規情況； – 經由法律人員審閱合約； – 積極監察和準備應對可能影響本集團的全球及本地監管規例變動。	↓
	知識產權風險： – 專利、商標、商業機密等在研發、生產經營及使用過程中可能產生非法佔用、流失、遭受侵權等風險，損害公司利益； – 未充分採取專利檢索或未適應性的採取規避等措施，有可能導致侵犯他人專利權進而發生侵權訴訟的風險。	– 制定關於產品項目專利申請計劃，及時申請專利，並定期梳理專利清單，確保專利得到有效及時的維護，完善專利佈局； – 對產品專利進行全程管理跟踪，及時做好相應的專利侵權檢索分析工作，以防止侵犯他人專利權。	

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In respect of the year ended 31 December 2018, the Group has carried out a review of, and the Board has received confirmation from management on, the effectiveness of the risk management and internal control system of the Group and no significant areas of concern were identified. The Group has not identified any emerging risks that have significant impacts on operations during 2018.

就截至二零一八年十二月三十一日止年度，本集團已審閱，且董事會已接獲管理層確認本集團的風險管理及內部監控系統的成效，且並無發現任何值得關注的重大領域。本集團於二零一八年並未發現任何對營運有重大影響的新興風險。

Major Initiatives for 2019

In 2019, the Company's main focus will continue to be on (i) enhancement of internal controls and strategy management system and supervision on the implementation of key risks in business segments and departments to manage the strategic risks of the Group; (ii) each business segment identify and build key risk indicator ("**KRI**") and assess the implementation of risk management, constantly promote the realization of risk coping plan and risk warning system; and (iii) focus on internal communication and integration of risk management into the normal management, in order to improve the awareness and ownership of risks and controls across the Group.

二零一九年主要措施

於二零一九年，本公司工作重點將繼續放在(i)加強內部監控及策略管理系統，監督重大風險在各事業分部和部門的落實情況，以管理本集團的策略風險；(ii)各事業分部識別並建立關鍵風險指標庫（「**KRI**」）並對風險落實情況進行核查，持續推進風險應對計劃落地及風險預警；及(iii)加強本集團內部溝通、將風險管理納入常態化管理，以提高對風險識別及控制的意識及使命感。

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CORPORATE SOCIAL RESPONSIBILITIES

The Group deeply knows that enterprise is not an organization only for maximising its own interests. As part of the society, it is essential for an enterprise to facilitate wealth accumulation of the whole society, advance social civilisation and promote the sustainable development of the environment. The management of the Group pays more attention to corporate social responsibilities. They monitor the development, implementation and results of the initiatives carried out by different departments of the Group, in which the environmental, social and governance standards have been integrated into their operations and activities. Details are set out in the section headed Environment, Society and Governance on page 84 to 118 in this report.

企業社會責任

本集團深知企業不僅僅是謀取自身利益最大化的經濟體，同時，作為社會的細胞體，企業也是社會整體財富積累、社會文明進步、環境可持續發展的重要推動者。本集團的管理層高度重視企業社會責任，嚴格監控各個業務部門的發展、實施及結果，並把環境、社會和管治的標準融入日常的經營活動，具體內容載於本報告第84頁至第118頁的環境、社會和管治一節中。

CONTINUOUS DISCLOSURE OBLIGATIONS REGARDING PRICE SENSITIVE AND/OR INSIDE INFORMATION

The Company has developed a system with established policies, processes and procedures across all relevant segments and departments for complying with the disclosure obligations regarding price sensitive and/or inside information. The system continues to be effective. The Company will continue to further enhance its effect on the business operation, development of the Company and new regulations and laws with great effort.

有關股價敏感資料及／或內幕消息的持續披露義務

本公司已建立一套系統，包括所有相關分部和部門之間的既定政策、流程和程序，以符合有關股價敏感資料及／或內幕消息的披露義務。該系統仍然有效，本公司亦會繼續努力進一步提高其於業務操作、公司發展及新的法規和法律的作用。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Group is committed to creating two-way channels of communication between senior management and investors, maintaining close relationships with all its shareholders through a variety of channels and promoting understanding and communication between investors and us. The Company has adopted a shareholders' communication policy to formalise and facilitate an effective and healthy communication between the Company and the shareholders and other stakeholders, which is available on the website of the Group (http://www.sunnyoptical.com). The main communication channels with the shareholders include:

與股東及投資者溝通

本集團致力為高級管理層與投資者建立雙向溝通渠道，並透過多個不同渠道與全體股東保持緊密聯繫，促進與投資者之瞭解及交流。本公司採納股東溝通機制，並刊載於本集團網站（http://www.sunnyoptical.com），以規範及促進股東及其他持份者與本公司之間有效及良好的溝通。與股東溝通的主要渠道包括：

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Investors' Meetings

Group meetings are held by the Group with institutional investors and analysts in respect of its annual results and interim results. In addition, the Group's senior executives and staff from investor relations department hold regular meetings with institutional investors and analysts. Investors are provided with the latest information on the development of the Group, in compliance with applicable laws and regulations.

In 2018, the Group's investor relations team held numerous meetings with the analysts and its investors, 2 results briefings, 1 reverse roadshow, 10 non-deal roadshows, and participated in 24 investors' forums and conferences.

投資者會議

本集團會就其年度及中期業績與機構投資者及分析員舉行小組會議。此外，本集團之高級行政人員及投資者關係部門員工亦會定期與機構投資者及分析員會面，在遵守適用法律及法規的情況下，向投資者提供與本集團發展有關之最新訊息。

本集團的投資者關係團隊於二零一八年內與分析員及投資者進行多次會面，並舉行了2次業績公告之簡報會、1次反向路演、10次非交易路演，並參與了24次投資者論壇及會議。

Annual General Meeting

The AGM is an important platform for shareholders to participate in discussions, facilitating the communications between the management of the Group and the shareholders. The AGM is held once a year, being publicly accessible to all shareholders. The Group's senior management answers any questions that shareholders have at the meeting and the external auditor and legal adviser attends the AGM as well.

The attendance of each Director at the AGM held in 2018 is as follows:

股東大會

股東週年大會是一個讓股東參與的重要討論平台，讓股東可以與本集團管理層進行交流。股東週年大會每年舉行1次，會議公開讓所有股東參與。本集團的高級管理層會在大會上回答股東之提問，外聘核數師及法律顧問亦會列席。

各董事出席於二零一八年舉行的股東週年大會的記錄如下：

Names of Directors 董事姓名		AGM No. of Attendance by Directors (Note)/ No. of Meeting 股東週年大會董事出席次數（附註）／會議次數
Mr. Wang Wenjian *(Honorary Chairman)*	王文鑒先生*（榮譽主席）*	1/1
Mr. Ye Liaoning *(Chairman)*	葉遼寧先生*（主席）*	1/1
Mr. Sun Yang	孫泱先生	1/1
Mr. Wang Wenjie	王文杰先生	1/1
Mr. Feng Hua Jun	馮華君先生	1/1
Mr. Shao Yang Dong	邵仰東先生	0/1
Mr. Zhang Yuqing	張余慶先生	1/1

Note: The meetings were attended by the Directors themselves, and not by an alternate.

附註：董事均親身出席會議，而非由代替者出席。

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Apart from AGM, any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company, to require an extraordinary general meeting ("**EGM**") to be called by the Board for the transaction of any business specified in such requisition. No EGM was held in 2018.

除股東週年大會外，一名或多名於遞交要求當日持有不少於附帶於本公司股東大會上投票權利的本公司繳足股款股本十分之一的本公司股東，有權隨時向本公司董事會或公司秘書發出書面請求，要求董事會就有關要求所指定的任何事務交易召開股東特別大會（「**股東特別大會**」）。於二零一八年並無召開股東特別大會。

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association. Shareholders who wish to move a resolution may request the Company to convene an EGM following the procedures set out in the preceding paragraph.

開曼群島公司法或章程細則並無條文允許股東於股東大會上動議新決議案。有意動議決議案的股東可要求本公司根據上一段所述程序召開股東特別大會。

All matters proposed to shareholders for approval shall be submitted in separate resolutions and resolved by way of poll at the general meeting. The procedures of conducting a poll are explained in details to shareholders by the Group prior to the voting, to ensure the shareholders are familiar with such arrangement. Minutes of the meetings together with the voting results will be published on the website of the Group.

於股東大會上，每項事宜均以獨立決議案形式提呈股東批准，並以投票方式進行表決。本集團在投票表決前將向股東解釋進行投票表決的詳細程序，以確保各股東明白有關安排。會議記錄連同投票結果會載於本集團網站。

The Group has also maintained the procedure for director nomination by the shareholders, which has been published on the Group's website (http://www.sunnyoptical.com), to ensure the interests of shareholders.

本集團亦設有股東提名董事候選人之程序，該程序已載於本集團網站（http://www.sunnyoptical.com），以確保股東之權益。

Annual Reports, Interim Reports, Announcements and Circulars

年度報告、中期報告、公告及通函

The Group issues its annual reports and interim reports after publishing the annual results and the interim results in March and August every year respectively, so as to periodically review the development of the Group as well as to update its shareholders with its latest business information and market trends. In addition, the Group explains to the shareholders through announcements regarding any major event or price-sensitive information. For any matter requiring the approval of the shareholders, the Group holds an extraordinary general meeting according to the requirements of the Hong Kong Stock Exchange and issues a circular prior to the specific date of the meeting, allowing the shareholders to have sufficient time to learn more about the matters for making voting decisions. All annual reports, interim reports, announcements and circulars are uploaded to the websites of HKExnews of The Stock Exchange of Hong Kong (the "**HKEX**") (http://www.hkexnews.hk) and the Group (http://www.sunnyoptical.com).

本集團會分別於每年三月份及八月份的全年業績及中期業績發佈之後發表全年報告及中期報告，以定期回顧本集團的發展，同時向股東更新業務情況及市場趨勢。此外，如有任何重大事件或股價敏感資料，本集團都會通過公告向股東說明。如有關事宜需要得到股東的批准，本集團也會根據香港聯交所的要求，舉行股東特別大會，並於大會的指定日期前發表通函，讓股東有足夠的時間瞭解有關事宜，以作出投票的決策。所有年度報告、中期報告、公告及通函都會上載至香港聯合交易所（「**香港聯交所**」）披露易之網站（http://www.hkexnews.hk）及本集團網站（http://www.sunnyoptical.com）。

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CHANGES OF ARTICLES OF THE ASSOCIATION

During the year ended 31 December 2018, there were no changes in the Company's Articles of Association. The latest version of the Company's Articles of Association is available on the websites of the Group and the Stock Exchange. Shareholders can also obtain the details of their rights with reference to the Company's Articles of Association.

The Group's Website

The Group's website (http://www.sunnyoptical.com) offers timely access to the Group's press releases and other business information. Through its website, the Group provides shareholders with the electronic version of the financial reports, the latest slides presented at investors' conferences, as well as the up-to-date news about the Group's businesses, announcements and general information, etc. To make contributions to environmental protection and maintain effective communication with shareholders, the Group encourages all shareholders to browse the Group's information on the Group's website.

Investor Contact and Inquiries

The Group has a dedicated team to maintain contact with investors and handle shareholders' inquiries. Should investors have any inquiries, please contact the Group's investor relations management department (Tel: +86-574-6253 4996; +852-3568 7038; email: ir@sunnyoptical.com).

章程細則文件變動

截至二零一八年十二月三十一日止年度內，本公司並無對其章程細則作出任何變動。本公司章程細則的最新版本可在本集團網站及聯交所網站查閱。股東亦可參考本公司章程細則以取得有關其權利的詳情。

集團網站

本集團之網站（http://www.sunnyoptical.com）適時提供本集團之新聞稿及其他業務訊息。透過本集團網站，本集團為股東提供電子版的財務報告、於投資者會議時演示的最新投影片，以及有關本集團業務的最新消息、公告及一般資訊等。為支持環保及與股東保持有效溝通，本集團鼓勵各股東透過本集團網站，瀏覽本集團的資訊。

投資者聯繫及查詢

本集團設有專門的團隊與投資者保持聯繫及處理股東的查詢。如投資者有任何查詢，歡迎聯絡本集團的投資者關係管理部門（電話：+86-574-6253 4996；+852-3568 7038；電郵：ir@sunnyoptical.com）。

On behalf of the Board
Ye Liaoning
Chairman and Executive Director

19 March 2019

代表董事會
主席及執行董事
葉遼寧

二零一九年三月十九日

Environmental, Social and Governance Report
環境、社會及管治報告

ABOUT THIS REPORT

This report is the Annual Report issued by Sunny Optical Technology (Group) Company Limited in regard to the environmental, social and governance ("**ESG**" Report). It outlines the working methods, promises and strategies under four aspects of the Group, including environment, people-orientation, product liability and community contribution. This is the second year which the Company released the ESG report to the public voluntarily.

Guideline of The Report

The report is prepared in accordance with the Environmental, Social and Governance (ESG) Reporting Guide in Appendix 27 of the Listing Rules. During the reporting period, the Company has complied with the "comply or explain" provisions, identified and disclosed ESG related issues that have material impact on the environment and society or on the assessment and decision-making of the Company stakeholders, and the key performance indicators.

Period and Scope of The Report

The content of information contained in this report accounts for the period from 1 January 2018 to 31 December 2018 (the "**Reporting Period**"), which is consistent with the financial year covered by the Group's 2018 Annual Report. For the part of corporate governance, please refer to pages 53 to 83 of the 2018 Annual Report. Unless otherwise stated, this report mainly covers Zhejiang Sunny Optics Co., Ltd., Ningbo Sunny Opotech Co., Ltd. and Ningbo Sunny Automotive Optech Co., Ltd., which are all located in Yuyao, Zhejiang Province, China.

關於本報告

本報告是舜宇光學科技(集團)有限公司發佈的年度環境、社會及管治報告(簡稱「**ESG**」報告),主要概述本集團在環境共榮、以人為本、產品責任及社區貢獻等四個方面之工作方法、承諾及策略。本報告為本集團第二年主動向社會發佈的ESG報告。

報告準則

本報告根據《上市規則》附錄二十七《環境、社會及管治報告指引》編製。於報告年內,本集團已遵守「不遵守就解釋」的規定,並識別及披露了本集團對環境及社會有重大影響或對公司權益人的評估、決策有重大影響的ESG相關事宜和關鍵績效指標。

報告期間及範圍

有關本報告內容所刊載的資訊期間為二零一八年一月一日至二零一八年十二月三十一日(「**本報告期間**」),與本集團二零一八年年報涵蓋的財政年度一致。有關企業管治的部分,請參閱《二零一八年報》第53頁至第83頁。除特別說明外,本報告主要涵蓋位於中國浙江省余姚市的浙江舜宇光學有限公司、寧波舜宇光電信息有限公司、寧波舜宇車載光學技術有限公司。

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Enterprise Culture

Vision: To be stronger, bigger, further, and to become "Hundred-Year-Old Brand" of optoelectronic industry

Mission: To explore the prosperous road for the development of China's optoelectronic industry

Core Value: The spirit and cultural system with the core value of "Create Together" includes:

- To carry forward three kinds of spirit: the entrepreneurial spirit of hard work, the innovative spirit of keeping pace with the times, and the team spirit of working harmoniously;
- To practice four concepts: the people-oriented development concept, the professional ethics of honesty and dedication, the pursuit of the unity of theory and practice, and behavior style of quick response;
- To strengthen five relationships: create a solid foundation with all shareholders, create an excellent brand with all employees, create a market for products with partners, create room for development in the industry with peers and create a civilized and progressive society with all walks of life.

企業文化

願景：做強、做大、走遠，成為光電行業的「百年老字號」

使命：為中國光電產業的發展探索騰飛之路

核心價值觀：以「共同創造」為核心價值觀的精神文化體系包含

- 弘揚三種精神：艱苦奮鬥的創業精神、與時俱進的創新精神、和衷共濟的團隊精神；
- 踐行四個理念：以人為本的發展理念、誠信敬業的職業操守、知行合一的品格追求、快速反應的行為作風；
- 強化五個關係：與全體股東共同創造堅實的基業、與全體員工共同創造優秀的品牌、與合作伙伴共同創造產品的市場、與業界同仁共同創造行業發展的空間、與社會各界共同創造文明進步的社會。

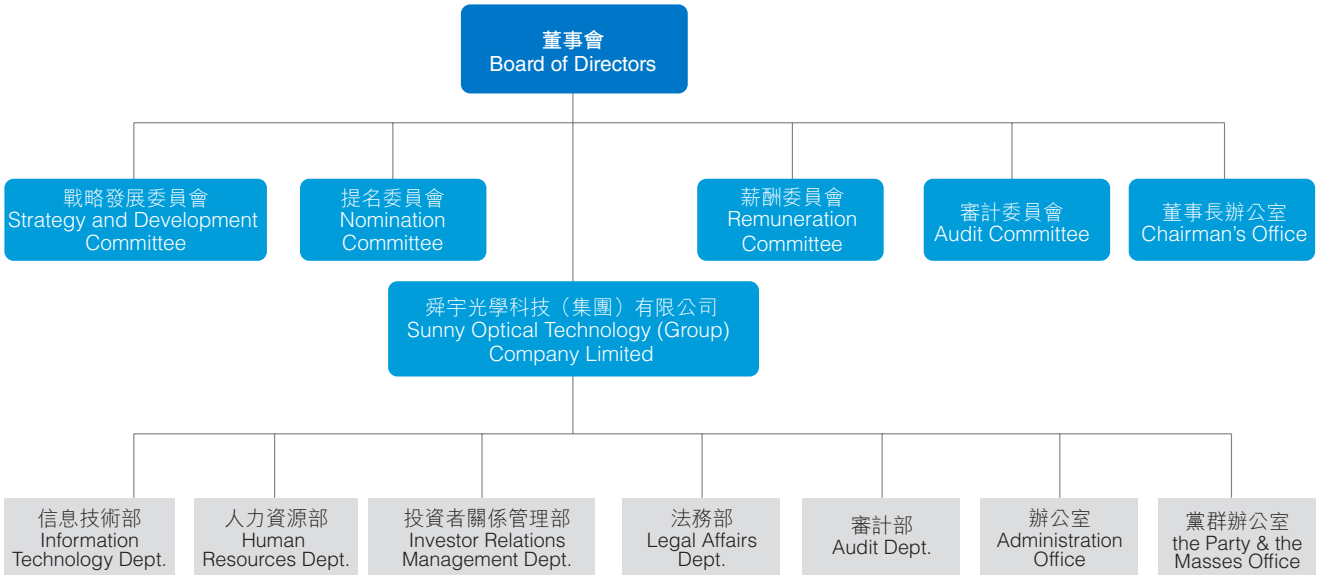
Environmental, Social and Governance Report
環境、社會及管治報告

Corporate Governance

The Company's ESG management structure is still in the development and improvement stage, and the Board and senior management of Sunny Optical attach great importance to it. At present, the departments involved in ESG management of the Group include the Information Technology, the Human Resources, the Investor Relations Management, Legal Affairs, the Audit, the Administration Office, and the Party and the Masses office.

公司治理

本集團ESG管理架構仍在發展和完善階段，集團董事會及高級管理層對此高度重視。目前，本集團ESG管理涉及的部門包括信息技術部、人力資源部、投資者關係管理部、法務部、審計部、辦公室及黨群辦公室。



Communication Among Stakeholders

In order to understand the needs of the stakeholders, safeguard the interests of all parties so as to enhance the management level of ESG and seek the mid- and long-term development, the Group actively communicates with various stakeholders.

利益相關方溝通

為了解利益相關方的需求，維護各方的利益，以提升ESG的管理水平，謀求中長期發展，本集團積極與各利益相關方進行溝通。

Environmental, Social and Governance Report
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Stakeholders 利益相關方	Expectation and Request 期望訴求	Communication and Response 溝通回應
Shareholders 股東	Increasing and stable profit sharing 持續增長、穩定的利益分配	• Monitoring and assessment of various indicators • 對各項指標的監控和考核 • Ensuring the Company continues to make profit • 保證公司持續盈利 • Sustainable and healthy development • 可持續健康發展
Customers 顧客	Product quality, service quality and privacy protection 產品質量、服務質量和隱私保護	• Strictly control over R&D, procurement, production and other aspects • 對研發、採購、生產等環節的嚴格把控 • Quick response to the customer needs according to the “2485 Principal” (Note1) • 對客戶需求的「2485原則」(附註1) 快速響應 • Providing quality products and prompt service to reward customers • 打造優質的產品和快速的服務回饋客戶
Suppliers/ Partners 供應商／合作伙伴	Long-term stable cooperative relationships 長期穩定的合作關係	• Establishing a system to select and evaluate the suppliers • 建立供應商選擇、評價制度 • Establishing long-term cooperative relationships with important suppliers • 與重要供應商建立長期合作關係
Employees 僱員	Salary, welfares, career development, working environment and atmosphere 薪酬、福利、職業發展、工作環境和氛圍	• Setting up unions to protect employee rights and interests • 設立工會，保障僱員權益 • Setting up positions such as union presidents and employee relations • 設有工會主席、員工關係等職位 • Supervising the implementation of decisions and systems involving employee interests • 對涉及僱員利益的決策和制度的落實進行監督 • Employee career development (development channel, career plan) • 僱員職業發展（發展通道、職業生涯規劃） • Management of employee compensation • 僱員薪酬的管理

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Stakeholders 利益相關方	Expectation and Request 期望訴求	Communication and Response 溝通回應
Government/Community 政府／社區	Law-abiding, resource conservation, environmental protection and community contribution 守法、節約資源、保護環境和社區貢獻	• Increasing investment in technological transformation and ensuring green and environmental protection measures put in the production process; • 不斷增加技術改造投入，保障生產過程的綠色環保； • Developing a public welfare investment plan and actively fulfilling social responsibilities • 制定公益投入計劃，積極履行社會責任

Note1： "2485 Principal" refers to the principal that a temporary solution should be provided within 24 hours, a formal solution should be provided within 48 hours and the improvement result should be provided within 5 days.

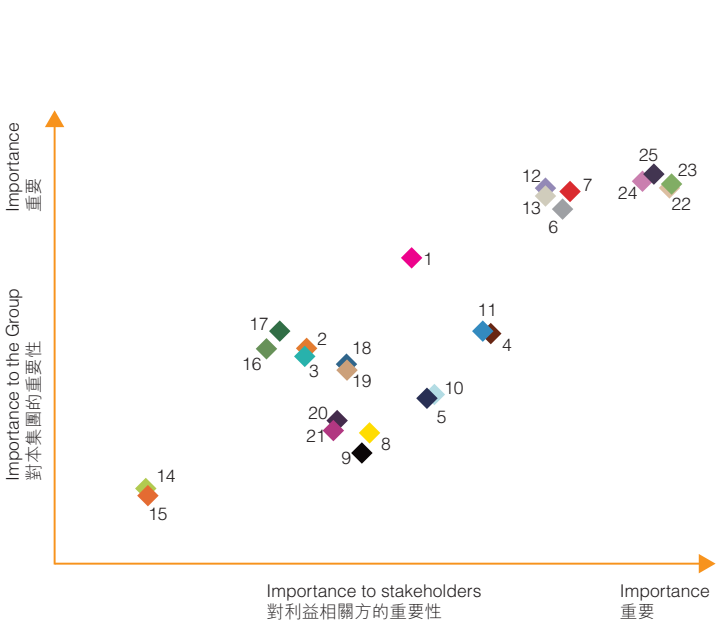
附註1： 「2485原則」即規定24小時內提交暫定對策，48小時內提交正式對策，5天內提交改善結果。

Materiality Analysis

The Group sorts, classifies, screens and prioritizes the issues that have material impact on stakeholder evaluation and decision making by means of questionnaires and interviews, so that ESG management can be disclosed as accurately and comprehensively as possible.

重要性分析

本集團通過問卷調查、訪談等途徑，對與利益相關方評價和決策有實質性影響的議題進行梳理、分類、篩選與排序，盡可能準確、全面地披露ESG管理相關信息。



1. Compliance of environmental regulations 環保法律合規
2. Environmental protection investment 環保投入
3. Greenhouse gas 溫室氣體
4. Management of hazardous waste 有害廢棄物管理
5. Management of harmless waste 無害廢棄物管理
6. Water resources usage 水資源使用
7. Sewage disposal 污水排放
8. Packaging of finished products 製成品包裝
9. Energy consumption 能源消耗
10. Operational impact 營運影響
11. Employee diversity 僱員多元化
12. Employee welfares 僱員福利
13. Occupational health and safety 職業健康與安全
14. Employee training 僱員培訓
15. Child labour and forced labour 童工及強制勞工
16. Product safety 產品安全
17. Customer satisfaction 客戶滿意度
18. Product quality 產品質量
19. Protection of customer privacy 保護客戶私隱
20. Customer complaint handling 客訴處理
21. Intellectual property 知識產權
22. Supply chain management 供應鏈管理
23. Anti-corruption 反貪污
24. Community contribution 社區貢獻
25. Public welfare investment 公益投入

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In this materiality analysis, the Group analyzed 25 related issues in two dimensions including their "importance to the Group" and "importance to stakeholders" and selected 11 highly important issues to be materially disclosed in this report. These issues mainly included compliance of environmental regulations, management of hazardous waste, sewage disposal, water resource usage, employee diversity, employee welfares, occupational health and safety, supply chain management, anti-corruption, community contribution and public welfare investment.

本次重要性分析中，本集團通過「對本集團的重要性」和「對利益相關方的重要性」兩個維度分析25個相關議題，並篩選出11個非常重要的議題於本報告內重點披露，主要包括環保法律合規、有害廢棄物的管理、污水排放、水資源使用、僱員多元化、僱員福利、職業健康與安全、供應鏈管理、反貪污、社區貢獻及公益投入。

ENVIRONMENT

環境共榮

The Group believes that corporation has responsibility, which is imperative, in promoting the sustainable development of environment. As a company with social responsibility, the Group fully considers the environmental protection requirements in its production and operation activities, follows various environmental protection policies and regulations, and pursues environmental protection and sustainable development through technological innovation and production process optimization.

本集團認為，促進環境的可持續發展是企業不可推卸的責任。作為具有社會責任感的企業，本集團在生產經營活動中充分考慮環保要求，遵循各類環保政策、法規，並通過技術創新、生產流程優化等手段追求環境保護與可持續發展的目標。

Environmental Management

環境管理

Environmental Principles

環保方針

- Enhance management of pollution resources, take various effective precaution measures, reduce or avoid the impact of wasted water, exhaust gas and solid waste on the environment.
- 加強污染源的管理，採取有效預防措施，降低和避免廢水、廢氣及固體廢棄物等對環境的影響。
- Continuously improve production process, strictly control the process, improve product yield rate and save resources and energy as much as possible.
- 不斷改進工藝，嚴格過程控制，提高產品合格率，盡可能地節約資源和能源。
- Strive to seek substitutes for hazardous and noxious substances to make the products meet the requirement of customers and the laws and regulations of importing countries, and the materials must be equipped with green products warranty certificates and testing qualified report issued by third party testing agencies which are recognised by the Group.
- 努力尋求有毒有害物質的替代品，使本集團的產品能夠滿足顧客及輸入國法律法規的要求。進入公司的物料，都必須具備綠色產品保證書，而且要有本集團承認的第三方檢測機構的檢測合格報告。
- Encourage the employees to raise environment protection awareness and to acquire knowledge and skills related to environment protection.
- 鼓勵僱員提高環保意識，掌握環境保護的知識與技能。

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Environmental Laws and Regulations

The Group attaches great importance to environmental protection, energy conservation and emission reduction work, therefore we strictly complied with laws, regulations and policies, such as Environmental Protection Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution, Regulations of Zhejiang Province on the Prevention and Control of Atmospheric Pollution, Regulations of Ningbo City on the Prevention and Control of Atmospheric Pollution, Law of the People's Republic of China on Prevention and Control of Water Pollution, Integrated Wastewater Discharge Standard, Wastewater Discharge Standard of Zhejiang Province, Law of the People's The Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, the Measures for the Prevention and Control of Environment Pollution by Discarded Dangerous Chemicals、and Hazardous Waste Pollution Prevention Technology Policy; and reviewed the compliance of the Group's business activities with environmental laws and regulations regularly. In order to reduce environmental risks, the Group has established an environmental management system in accordance with the ISO14001 standard and has obtained the ISO14001 certification. In addition, to identify and reduce the environmental impact of production and operation activities, continuously improve environmental management measures, and respond to major environmental events, the Group's Quality Assurance ("**Quality Assurance**") Department, Production Management Department, and Logistics Department jointly formulated systems such as the Environmental Factor Identification and Evaluation Control Procedure, Environmental Operation Control Procedure, Environmental Management Standards, Environmental Performance Testing and Measurement Control Procedures.

環保法規

本集團重視環境保護和節能減排工作，嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《浙江省大氣污染防治條例》、《寧波市大氣污染防治條例》、《中華人民共和國水污染防治法》、《水污染綜合排放標準》、《浙江省水污染排放標準》、《中華人民共和國固體廢物污染防治法》、《廢棄危險化學品污染環境防治辦法》、《危險廢物污染防治技術政策》等法律法規和政策，並定期檢討本集團經營活動對環境法律、法規的遵守情況。為降低環境風險，本集團根據ISO14001標準設立環境管理系統，並已獲得ISO14001認證。此外，為識別並降低生產經營活動對環境的影響，不斷改進環境管理相應措施，以及應對重大環境事件的發生，本集團品質保證（「**品保**」）部、生產管理部、後勤部等聯合制定了《環境因素識別和評價控制程序》、《環境運行控制程序》、《環境管理標準》、《環境績效檢測與測量控制程序》等制度。

Environment Protection Awareness

In order to improve employees' environmental protection awareness and acquire the necessary knowledge and skills, the Group will publicize the objectives and requirements of environmental management to all employees through the work board, the Shu Yu Bao (舜宇報), the new media Account and related training. Employees will understand the impact of their work on the environment and the risks and consequences of not complying with the relevant systems and regulations. In addition, the Group communicates with environmental regulatory authorities on a regular or irregular basis, actively cooperates with the inspections of regulatory authorities, and proactively reports major environmental issues.

環保意識

為提高僱員的環保意識，掌握必要的知識與技能，本集團通過工作看板、《舜宇報》、新媒體公眾號以及相關培訓等方式將環境管理的目標與要求向全體僱員宣貫，使僱員了解自身工作對環境的影響，以及不遵守相關制度和法規所帶來的風險和後果。另外，本集團定期或不定期與環境監管機構溝通，積極配合監管機構的檢查，主動上報重大環境事項。

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MAIN EMISSIONS

During the daily operations, nitrogen oxides (NOx), sulfur dioxides (SO_2) and suspended particles are the main air pollutants produced by the Group, which are mainly generated from vehicles exhaust emission and combustion of natural gas.

Greenhouse Gas

The Group endeavoured to make an overall statistics of the total greenhouse gas emission in response to the requirements on disclosure of greenhouse gas emission of the Stock Exchange. The Group greenhouse gases are mainly generated by the combustion of natural gas, running of vehicles, consumption of air-conditioning refrigerants, the carbon dioxide emission resulted from purchase of electricity for operational needs, the carbon dioxide emission resulted from water consumption and sewage treatment of the operation and business trips of employees by airplane. Although the Group actively took measures to save energy and reduce emission, the total carbon emission of the Group increased by approximately 43.7% compared to that of the last year with the rapid growth of the businesses.

主要排放物

在日常運營中，本集團所產生的主要空氣污染物為氮氧化物(NOx)，二氧化硫(SO_2)及懸浮顆粒物，主要來源於汽車尾氣排放和天然氣的燃燒。

溫室氣體

本集團積極響應聯交所披露溫室氣體排放的要求，盡可能全面統計溫室氣體的產生總額。本集團主要的溫室氣體來源有：天然氣的燃燒、車輛的行駛、空調制冷劑的消耗；經營需要購買電力產生二氧化碳的排放；生產生活用水和污水處理及僱員乘坐飛機外出公幹所產生的二氧化碳排放。雖然本集團積極採取各項措施節能減排，但隨著業務的快速增長，本集團的碳排放總量仍較去年增加約43.7%。

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Emissions Indicators 排放物指標

For the year ended 31 December
截至十二月三十一日止年度

Indicators 指標	Unit 單位	2017 二零一七年	2018 二零一八年
Volume and concentration of the greenhouse gas emissions **溫室氣體排放量及密度**			
Volume of carbon dioxide emission (Note 1) 二氧化碳排放量（註1）	tonnes 噸	153,645.1	**220,780.1**
— Purchase of electricity 購買電力	tonnes 噸	1,564.3	**2,399.9**
— Natural gas, vehicle and air conditioning refrigeration 天然氣、車輛及空調制冷	tonnes 噸	150,336.0	**215,896.2**
— Water consumption and sewage treatment and business trips of employees by airplane 用水和污水處理及僱員外出公幹	tonnes 噸	1,744.8	**2,481.0**
The volume of carbon dioxide emissions 二氧化碳排放量	kg/RMB'000 output value 千克／人民幣千元產值	7.2	**8.4**
Volume of the other gas emissions **其他氣體排放量**			
Volume of nitrogen oxides (NOx) emissions 氮氧化物(NOx)排放量	tonnes 噸	0.9	**1.0**
Volume of sulfur dioxide emissions 二氧化硫排放量	tonnes 噸	0.03	**0.03**
Volume of particles emissions **顆粒物排放量**			
Volume of particles emissions 顆粒物排放量	tonnes 噸	0.1	**0.1**

Note 1: Volume of carbon dioxide emission increased by 43.7% year-on-year, mainly due to the increase in power consumption from expansion of production sites and production capacities, and enhancement in part of the workshops' cleanroom level of the Group.

註1：二氧化碳排放量同比增加43.7%，主要原因是本集團生產場地擴大，產能擴張，部分車間潔淨等級提升，導致用電量增加。

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USE OF RESOURCES

Energy Consumption

Having deeply known about the preciousness of resources, with an aim to improve the resource usage efficiency, the Group formulated the Regulations on the Administration of Energy and Resources. The Regulations are mainly applicable for materials, equipment, office supplies, water, power, fuel oil and other resources and energy that are used by the Group in the scope of production and operation. The regulations primarily specify the duties and responsibilities of Human Resource Department, Production Management Department and Procurement and Development Department, and singly make refinements on raw materials, accessories, water, power, equipment and paper, so as to take control of the using processes of resources and energy. In addition, the largest energy consumption of the Group in the operation process is the purchase of electricity, the Group strictly controlled non-production water and power and adjusted lines, in order to save resources and energy as much as possible.

The types of products involved in the Group are complex and varied, which results in the more extensive packaging materials, including the paper boxes, plastic trays, corrugated fibreboards, and vacuum seal bags. Adhering to the principle of environmental protection and energy-saving, the Group recycled packaging materials through renewable energy companies. During the year under review, approximately 161.1 tonnes of packaging materials have been recycled.

資源使用

能源消耗

本集團深知資源的寶貴，為提高資源使用效率，本集團制定了《能源資源管理規定》。此項規定主要適用於材料、設備、辦公用品、水、電及燃油等本集團生產經營範圍內所使用的資源和能源。此規定主要明確了人事總務部、生產管理部及採購開發部等部門的職責，並從原材料、輔料、用水、用電、設備及用紙幾個方面逐一細化，對資源和能源的使用過程進行控制。除此之外，由於營運過程中消耗最大的是外購用電，本集團嚴格控制非生產用水用電，調整線路，盡可能地節省資源和能源。

本集團所涉及的產品種類複雜多樣，故包裝材料也較為廣泛，包括紙箱、吸塑盒、瓦楞紙、真空袋等。本着環保、節約的原則，本集團通過再生資源公司對包裝材料進行回收。於回顧年內，包裝材料的回收總量約161.1噸。

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Energy Conservation and Emission Reduction

Although the Group is not in a highly polluting industry with an urgent need for clean technology, it still fully considers the requirements of environmental protection during the production and operation activities, complies with various environmental protection policies and regulations. In addition, the Group has achieved the goals of environmental protection, energy conservation, emission reduction and sustainable development through the three methods including improving production processes, reusing resources and adopting new equipment. The Group launched a number of energy conservation and consumption reduction projects in the year under review, shown in the table below.

節能減排

雖然本集團並沒有處在對清潔技術有迫切要求的高污染的行業，但仍在生產經營活動中充分考慮環保的要求，遵循各類環保政策、法規，並通過改進生產工藝、資源二次利用、採用新設備這三種途徑達到環境保護、節能減排與可持續發展的目的。本集團於回顧年內開展多項節能降耗項目，具體見下表。

Energy Conservation and Emission Reduction Projects 節能減排項目	Energy Saved 效益
Coating machine (oil diffusion pump) energy conservation project 鍍膜機（油擴散泵）節能項目	Lower 2,376,880kWh/year 降低2,376,880 kWh／年
Adopting new coating machine molecular pump 採用新鍍膜機分子泵	Lower 219,000kWh/year 降低219,000 kWh／年
Adopting non-oil water cooling converter and air compressor (new base) 採用全無油水冷變頻空壓機（新基地）	Lower 324,000kWh/year 降低324,000kWh／年
Direct current dynamo replaced Alternating current dynamo (new base) 直流電機代替交流電機（新基地）	Lower 1,555,200kWh/year 降低1,555,200 kWh／年
Use of LED Lighting 推廣LED燈的使用	Lower 25,000kWh/year 降低25,000 kWh／年
Vacuum system upgrade 真空系統改造	Lower 1,250,000kWh/year 降低1,250,000 kWh／年
Humidity verification 濕度驗證	Lower 1,024,150kWh/year 降低1,024,150 kWh／年
Atomization cooling technology of central air conditioners 中央空調霧化冷卻技術	Lower 822,860kWh/year 降低822,860kWh／年
Cancel the use of ethanol absolute 取消無水乙醇使用	Lower 2,640kg/year 降低2,640kg／年

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Use Of Water Resources and Wastewater Treatment

The Group has been paying attention to improving water efficiency, saving water and increasing the recycling of reclaimed water, although the Group has no trouble in seeking for applicable water sources. The Group persisted in innovation management and continued to improve its production processes by combining reasonable proposals. The Group launched wastewater reclamation project like using concentrated water produced by pure water for cooling water and toilet water. During the year under review, the volume of wastewater recycled was approximately 109,300 tonnes.

During the production and operation process, use of water resources and discharge of wastewater are required by the Group. In order to reduce the environmental impact of the Group's business, the Group has established a sewage treatment plant to treat various sewage in the plant area and is committed to improving the use of water resources. The wastewater discharged by the Group is managed according to the Class III standard of Integrated Wastewater Discharge Standard (GB 8978-1996), and has obtained the permit for the discharge of urban wastewater into the municipal government drainage network. The wastewater generated by the Group mainly includes water used in the daily life, and wastewater generated from the production and operation activities. In order to effectively control the discharge of wastewater, the Group's Manufacturing Department adopts the following measures in the daily management for wastewater treatment: 1) the sewage from the daily life is processed in a powered underground sewage treatment system so that the sewage is managed up to the third-level discharge standard and is allowed to be discharged into the municipal sewage pipeline network; 2) the ethanol-containing wastewater generated by the ultrasonic cleaning process in the production process cannot be directly discharged into the sewer. In addition, the Group strictly implements rainwater and wastewater diversion in the plant area, and leads rainwater into the pipeline to rivers.

During the year under review, the Group used physical water blasting in the production and operation to replace the use of ammonium hydrogen fluoride to reduce water pollution.

水資源使用與污水處理

本集團在求取適用水源方面不存在問題，且一直注重改善用水效率，節約用水量，增加中水的回收利用。本集團堅持創新管理，結合合理化建議提案持續改善生產環節，開展廢水回收項目，包括將純水製造產生的濃水用於冷卻用水和衛生間用水等。本集團於回顧年內回收利用廢水約109,300噸。

本集團在生產經營過程中需要使用水資源及排放廢水，為降低本集團業務對環境造成的影響，本集團於廠區內建立了污水處理廠處理各種污水，並致力於提高水資源的使用。本集團排放之廢水按《污水綜合排放標準》(GB 8978-1996)三級標準管控，並已取得城鎮污水排入市政府排水管網的許可證。本集團產生的廢水主要有：生活用水及生產經營活動產生的廢水等。為有效控制廢水的排放，本集團製造部在日常管理中採取下列措施進行廢水處理：1）生活污水通過動力地埋式生化污水處理系統進行處理，使污水達到三級排放標準，並納入市政府污水管道網絡；2）不得將生產過程中因超聲波清洗工序所產生的含乙醇的廢水直接排入下水道。另外，本集團在廠區內嚴格做到雨污分流，並將雨水引入管道就近排入河流。

於回顧年內，本集團在生產經營中使用物理撞擊水噴砂的形式代替了氟化氫銨的使用，減少水污染。

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Resource Usage Indicators

資源使用指標

For the year ended 31 December
截至十二月三十一日止年度

Indicators 指標	Unit 單位	2017 二零一七年	2018 二零一八年
Volume and concentration of energy consumption 能源消耗量及密度			
Power consumption (Note 1) 耗電量（附註1）	MWh 兆瓦時	185,714.7	**266,703.1**
Gasoline consumption 汽油消耗量	MWh 兆瓦時	975.2	**946.8**
Natural gas consumption 天然氣消耗量	MWh 兆瓦時	2,638.9	**2,754.7**
Comprehensive energy consumption 綜合能耗	kWh/RMB'000 output value 千瓦時／人民幣千元產值	8.9	**10.2**
Volume and concentration of water resource consumption 水資源消耗量及密度			
Total water consumption (Note 2) 總耗水量（附註2）	tonnes 噸	981,335.0	**1,251,673.0**
Water consumption 耗水量	kg/RMB'000 output value 千克／人民幣千元產值	46.2	**47.4**
Total amount of packaging materials used in finished products 製成品所用包裝材料總量			
Total amount of packaging products used (Note 3) 包裝製品使用總量（附註3）	tonnes 噸	280.2	**352.0**

Note 1: Power consumption increased by approximately 43.6% year-on-year, mainly due to the expansion of production sites and production capacity.

附註1：用電量同比增加約43.6%，主要原因是生產場地擴大及產能擴張。

Note 2: Water consumption increased by approximately 27.5% year-on-year, mainly due to capacity expansion, and the first phase of the new base project was put into operation.

附註2：用水量同比增加約27.5%，主要原因是產能擴張，新基地一期項目投入使用。

Note 3: Amount of packaging materials increased by approximately 25.6% year-on-year, mainly due to the expansion of production capacity but the Group replacement of lightweight materials during the packaging process, which increased the number of products of a single packaging material and committed to reduce the amount of packaging materials used.

附註3：包裝製品使用量同比增加約25.6%，主要原因是產能擴張，但本集團在包裝過程中更換輕質材料，提高單個包材的產品數量，致力於降低包材用量。

WASTE MANAGEMENT

The Group produced hazardous liquid waste and solid waste in the course of manufacturing. In response, the Group has established corresponding control procedures to clarify the methods for classification, collection, storage and disposal of various types of waste, and to achieve reduction, harmlessness and resource treatment of various types of waste in compliance with national laws, regulations and standards.

廢棄物管理

本集團在生產過程中會產生有害的廢液及固體廢棄物。對此，本集團制定了相應的控制程序，明確各類廢棄物的分類、收集、儲存及處置方法，在符合國家法律、法規和標準的前提下，實現各類廢棄物的減量化、無害化、資源化處理。

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The Group establishes a hazardous solid waste warehouse, and requires each department to deliver the wastes to the storage place in a timely manner according to their classifications and the corresponding requirements by the back office. The logistics department is responsible for the storage, transportation, sale and other management activities of the waste. Turning waste into resources and secondary utilization of wastes are the longstanding principles of the Group. The Group divides waste into two main types, non-hazardous waste and hazardous waste. If non-hazardous waste is recycled and reused, it will be sold or sub-processed while those, which cannot be recycled, will be sent to the sanitation unit regularly for processing. The hazardous waste is stored in a unified manner and will be applied for environmental-friendly treatment.

本集團建立危險固體廢棄物倉庫，規定各部門產生廢棄物後，應按照不同分類和相應要求及時放置到儲存場所，由後勤部負責廢棄物的儲存、運送、出售以及其他管理活動。變廢為寶、二次利用是本集團秉持的一貫原則。本集團將廢棄物分為無害廢棄物及有害廢棄物兩大類。無害廢棄物中可回收再利用的，採用售出或委外加工的處理方式，不能回收的交由環衛單位定期外運處理；有害廢棄物統一進行保存，並申請環保處置。

During the year under review, the Group eliminated the use of hazardous chemicals by improving the production process. As a result, the generation of hazardous waste decreased by approximately 13.7% in 2018.

於回顧年內，本集團通過改善工藝取消原有危化品的使用，因此，有害廢棄物的產生量於二零一八年下降約13.7%。

Please refer to the table below for the classification and weight of waste.

本集團廢棄物具體分類及重量請參見下表。

For the year ended 31 December
截至十二月三十一日止年度

Classification 類別	Description 實例	2017 Weight (tonnes) 二零一七年 重量（噸）	2018 Weight (tonnes) 二零一八年 重量（噸）
Hazardous waste 有害廢棄物	Recyclable: waste office supplies, waste electronic components, waste solder paste, waste circuit boards 可回收：廢辦公用品、廢電子元器件、廢錫膏、廢線路板 Non-recyclable: waste rubber hose, waste filter, waste ribbon, waste day lamp, waste activated carbon, waste battery, waste lubricating oil, non-organic solution 不可回收：廢膠管、廢濾芯、廢色帶、廢日燈管、廢活性炭、廢電池、廢潤滑油、非有機溶液	5.1	**4.4**
Non-hazardous waste 無害廢棄物	Recyclable: waste paper, scrap metal, waste plastic, waste wood 可回收：廢紙、廢金屬、廢塑料、廢木材 Non-recyclable: domestic waste, construction waste 不可回收：生活廢棄物、建築廢棄物	5,240.0	**5,470.0**

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Besides strengthening daily management and implementing various policies and measures to mitigate the impact on environment and increase the efficiency in the use of natural resources as much as possible, the Group also fully understood that serious environment protection issues may be caused by major accidents. In order to prepare for emergency work of hazardous waste ready rapidly, efficiently and orderly, reduce environmental hazards and protect the safety of the public, based on actual situation of the Group, the Group introduced Hazardous Waste Accident Emergency Plan ("Plan") in accordance with the relevant laws, and regulations such as Measures for the Prevention and Control of Environmental Pollution by Hazardous Chemical Wastes, Environmental Protection Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste promulgated by the Ministry of Environmental Protection of the People's Republic of China. This Plan is mainly applicable for various accident emergencies when hazardous wastes are produced, stored, transported and disposed. It mainly specifies the names, sources, features and hazards and treatment measures of various hazardous wastes, the organisations and structures responding to accident emergencies and their duties, the precautionary measures against accidents and emergency plans in case of any accidents, etc.

除了加強日常管理，落實各項政策和措施以盡量降低對環境的影響和提高天然資源的使用效率外，本集團也充分了解重大事故可能帶來的嚴重環保問題。為迅速、高效且有序地做好有害廢物事故的應急工作，減少環境危害，保護公眾安全，依據國家環保總局《廢棄危險化學品污染環境防治辦法》、《中華人民共和國環境保護法》、《中華人民共和國固體廢物污染防治法》等相關法律法規和文件精神，結合本集團實際情況，本集團特出台了《危險廢物事故應急預案》(「預案」)。該預案主要適用於產生、貯存、運輸以及處置危險廢棄物時發生的各類事故應急，其內容主要明確了各危險廢棄物的名稱、來源、特性及危害、處理措施、事故應急響應的組織機構、職責、意外事故的防範措施和一旦發生事故時的應急預案等。

During the year under review, the Group's business activities did not have material impact on the environment and natural resources. No fines or penalties have been imposed for violating environmental laws and regulations.

於回顧年內，本集團的業務活動未對環境與天然資源產生重大影響，且未發生因違反環境法律、法規而被處以罰款或處罰。

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PEOPLE-ORIENTED*

The Group believes that employees are an indispensable factor for sustainable development of enterprises, and how to absorb and retain excellent talents and establish a strong and stable human capital is the direction of the Group's unremitting efforts. The group employed staff in strict compliance with Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China and Social Insurance Law of the People's Republic of China. In accordance with national laws and regulations and combining the industrial characteristics and actual situations, the Group has established Recruitment and Employment Implementation Measures and Employee Handbook, which fully protect the legal rights of our employees regarding recruitment, promotion, dismissal, working hours, holidays, diversity, equal opportunities, remuneration and benefits, safety and trainings, including: 1. The Group opposed to discrimination and complied with relevant legal requirements, treats each employee equally and does not treat employees differently in employment, remuneration or promotion on the basis of their social identities such as ethnicity, race, nationality, gender, religion, age, sexual orientation, political faction and marriage; 2. Based on development strategy and the principle of "adapting to market conditions, representing the value of talents and playing incentive effect", the Group further regulates remuneration management, establishes the remuneration system balancing internal fairness and market competitiveness, makes efforts to achieve the target of "consistence in responsibilities and interests, abilities and values, risks and returns, performance and income", and effectively gives play to the incentive effect of remuneration to promote the sustainable, stable and healthy development of the Group.

* People-oriented: this part covers all subsidiaries of the Group.

以人為本*

本集團認為僱員是企業可持續發展不可或缺的要素，如何吸收和挽留優秀人才，建立強大、穩固的人力資本是集團不懈努力的方向。本集團嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《中華人民共和國社會保險法》，對僱員進行聘用。根據國家法律法規並結合行業特性和實際情況，本集團制定了《招聘錄用實施辦法》《員工手冊》全面保障僱員在招聘、晉升、解雇、工時數、假期、多元化、平等機會、薪酬福利、安全與培訓等各方面的合法權益，包括：1、本集團反對歧視，遵守相關法律要求，平等對待每一位僱員，不因僱員的民族、種族、國籍、性別、宗教、年齡、性取向、政治派別或婚姻狀況等社會性身份而影響其錄用、待遇或升遷等。2、根據發展戰略，按照「適應市場環境，體現人才價值，發揮激勵作用」的原則，進一步規範薪酬管理工作，建立兼顧內部公平性和市場競爭性的薪酬制度，努力實現僱員在薪酬分配上的「責任與利益一致、能力與價值一致、風險與回報一致、業績與收益一致」的目標，有效發揮薪酬的激勵作用，促進本集團持續、穩定及健康發展。

* 以人為本：此部分內容涵蓋了本集團所有子公司。

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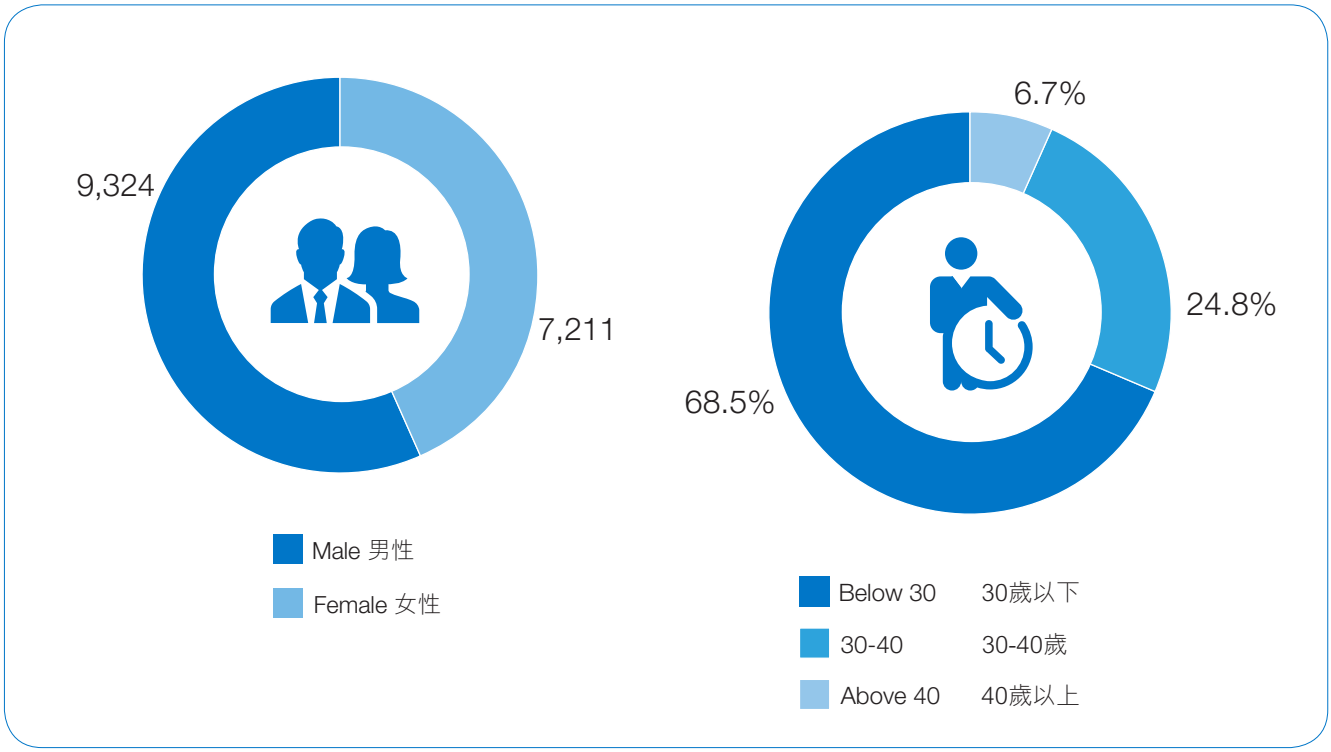
Employee Diversity

As of 31 December 2018, the Group had 16,535 full-time employees in total, which was a decrease of approximately 42.1% compared with the total number of full-time employees of 28,540 on 31 December 2017. The main reason for this was that the Group had adopted labour outsourcing for some manufacturing positions to strengthen the management of production employees, thereby reducing the number of production employees. The Group had a total of 9,324 male employees and 7,211 female employees, which represented a male to female ratio of approximately 13:10, among which 11,322 people were under 30 years old, accounting for approximately 68.5%, employees aged 30-40 accounted for 24.8% and employees aged over 40 accounted for 6.7%.

僱員多元化

截至二零一八年十二月三十一日，本集團共有16,535名全職僱員，全職僱員人數相比二零一七年十二月三十一日的28,540名下降約42.1%，主要原因是本集團為加強生產僱員的管理，部分製造崗位採用了勞務外包，因此生產僱員數相應減少。本集團男性共9,324人，女性共7,211人，男女比例約為13:10，其中30歲以下11,322人，佔比約為68.5%，30-40歲僱員佔比約為24.8%，40歲以上僱員約佔6.7%。



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Employee Benefits

The Group provides its employees with reasonable benefits, including salaries, bonuses and social insurance. At the same time, it has formulated various systems such as the "Remuneration Management System", "Welfare Management System" and "Accommodation and Housing Subsidy Measures", etc., to implement various relevant tasks. In order to enrich the lives of employees during their spare time, the Group has invested funds especially to lease event venues and install basketball courts, badminton courts and various sports and fitness facilities. In order to facilitate employees' transportation when they travel to and from work and between different factories, the Group actively promoted introduced a shuttle bus service and worked with the bus companies to launch 11 commuting lines for the shuttle bus service. The Group has also established a dedicated person to manage trade union organisations. During the year under review, the trade unions worked with various subsidiaries to launch a series of diverse and exciting activities, including fun sports festivals, dating and socialising events for single youths, tug of war, happy family day, and parent-child summer camps, etc., which won the unanimous praise of the majority of its employees. Through the above efforts, the 2018 employee satisfaction survey score of the Group was 76.9, which was an increase of 0.2 points compared with the score in 2017.

僱員福利

本集團給僱員提供合理的福利，包括薪金、獎金和社會保險等，同時制定了《薪酬管理制度》、《福利管理制度》、《住宿和住房補貼辦法》等制度落實各項具體工作。為了豐富僱員的業餘生活，本集團投入專項資金用於租賃活動場地、安裝籃球場、羽毛球場及各種體育健身娛樂設施。為了方便僱員上下班及廠區之間的交通，本集團積極推進通勤班車的導入，與公交公司建立合作，開通了11條通勤專線。本集團還設有專人管理工會組織。於回顧年內，工會協同各子公司開展了一系列豐富多彩的活動，包括舉行了趣味運動會、單身青年交友沙龍、拔河比賽、快樂家庭日、親子夏令營等，獲得了廣大僱員的一致好評。通過以上努力，本集團二零一八年僱員滿意度調查分數為76.9，較二零一七年相比上升0.2分。

Fun Sports
趣味運動會

Tug of War
拔河比賽

Socialising Event for Single Youths
單身交友沙龍

Happy Family Day
快樂家庭日

Parent-child Summer Camp
親子夏令營

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Health and Safety

Occupational Safety and Health Policy:

- Engage in work with the goal of being disaster-free and accident-free to ensure the safety of employees and regions.
- Ensure the safety of raw materials, semi-finished products and finished products, and prevent damage to human health in all aspects of manufacturing, distribution and use.
- Strengthen the training of occupational safety and health knowledge of all employees, to continuously eliminate sources of danger and improve the standard of safety management.

The Group continuously devoted resources to safe production and to protecting employees from occupational hazards. Apart from strictly complying with the laws and regulations such as Fire Control Law of the People's Republic of China, Work Safety Law of the People's Republic of China and Law of the People's Republic of China on the Prevention and Control of Occupational Diseases, the Group also committed to: 1. Providing a healthy and safe work environment for the Group's staff and issuing labour protection appliances and articles as per requirements; 2. Performing annual occupational health examinations regularly for those staff who work at posts that are exposed to occupational disease hazards according to relevant national laws on the prevention and control of occupational diseases. In addition to fulfilling the above commitments, the Group also made continuous improvements to the working environment, added ventilation measures for certain positions involving occupational disease hazard factors, added prompts and signs, improved security measures and strengthened supervision and inspection, rearranged and readjusted the sites in some areas by utilizing workplace renovation opportunities, and made continuous technology modifications on certain original processes involving toxic and harmful raw materials to get such materials cancelled or replaced, so as to eliminate occupational disease hazard factors. During the year under review, the Group used a physical water blasting method to replace the use of a corrosive ammonium hydrogen fluoride solution in the decoating process of coating fixtures. In addition, the Group has already obtained the OHSAS 18001 certification from the Occupational Safety and Health Management System and undergoes annual re-examinations.

健康與安全

職業安全健康方針：

- 以無災害、無事故為目標進行作業，確保僱員和地區安全。
- 確保原料，半成品、成品的安全性，防止在製造，流通、使用的各環節中對人體健康的損害。
- 加強全體僱員職業安全健康知識的培訓，不斷排除危險源，提高安全管理水平。

本集團不斷投入資源用於安全生產和保障僱員避免職業性危害。除了嚴格遵守《中華人民共和國消防法》、《中華人民共和國安全生產法》和《中華人民共和國職業病防治法》等法律法規外，本集團承諾：1、為僱員提供健康且安全的工作環境，根據要求發放勞動保護器具和用品；及2、對在存在職業病危害風險的崗位工作的職工，按照國家有關職業病防治法的規定，定期進行職業健康檢查，頻率為每年一次。本集團除了履行以上承諾外，對作業環境持續改善，對部分涉及職業病危害因素的崗位建立通風措施，樹立提示標識，完善防護措施並加強監督檢查，部分區域利用場地改造機會對現場進行重新佈置調整；持續對部分原來涉及到有毒有害原材料的工序進行工藝改造，使有毒有害原材料被取消或被取代，消除崗位職業病危害因素。於回顧年內，本集團使用物理撞擊水噴砂方式取代鍍膜夾具去膜層時使用的具有一定腐蝕性的氟化氫銨溶液。另外，本集團已獲得職業安全衛生管理系統OHSAS18001認證，並持續每年進行複檢。

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The Group recognized that traffic accidents and fires were the biggest safety hazards in the operation process; therefore, the Group had arranged traffic safety training for all employees to increase their traffic safety awareness. With regard to fire-related regulations: 1. New employees would be subject to a 3-level safety training when they were hired, and fire evacuation drills and fire extinguisher operation exercises were arranged annually; 2. Organised monthly workshop safety inspections and spot inspections on employee safety knowledge; 3. Fire extinguishers were checked monthly to ensure that the equipment could be used normally; 4. A mini fire station was set up and was on 24-hour duty every day. In addition, the Group carried out a "safety month" activity several times during the year under review and implemented relevant measures. During the year under review, the Group did not have any major safety accidents in production and no employees died due to their work.

本集團識別發現交通事故及火災是在運營過程中最大的安全隱患，故本集團對全體僱員進行交通安全培訓，增加交通安全意識；在火災方面規定：1、僱員入職時實施三級安全培訓，並每年安排消防疏散演習及滅火器操作演習；2、每月組織車間安全檢查及僱員安全知識抽查；3、每月對滅火器進行點檢，以確保設備可以正常使用；4、設置微型消防站並24小時值班。此外，本集團於回顧年內多次開展安全月活動，落實相關措施。於回顧年內，本集團未發生重大安全生產事故，且未有因工作原因而死亡的僱員。

Development and Training

The Group regards human resources as an important part of its future development, and enhances its competitiveness by continuously improving its human resources system.

發展與培訓

本集團將人力資源視為未來發展的重要組成部分，通過不斷完善人力資源體系來提升集團核心業務領域的競爭力。

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Comprehensive Training Mechanism

The Group continued to carry out work to improve the training and talent development system. In the area of basic system construction, the Group formulated documents such as the "Staff Training and Management System", "Post Qualification System", "Internal Lecturer Management Measures", "Employee Training Management Procedures" and "Skilled Worker Education Management Standards", and established a three-level training management system. Through the construction of a training organization system, institutional system, curriculum system, lecturer system, resource system and training operation system, the Group built a qualification criteria-based talent development system to carry out employee training in a planned manner to continuously improve the professionalism and job skill level of employees. In the area of professionalisation of professional talent, a master's degree in optical engineering was established in cooperation with many universities including Zhejiang University to target professional procedures, and 11 general courses on professional procedures were also developed. To focus on the areas of R&D of technology, marketing enterprise management, quality engineering and manufacturing technology, etc., more than 20 courses, including courses on the robust design of products, procurement management, large customer marketing, project management, quality prevention, TRIZ innovation technology method and lean management, were established and these courses were taken more than 1,200 person-time with a total class time of more than 350,000 hours. In the area of key cadre talent echelon system construction, the Group continued to promote the construction of the talent echelon system and implemented the "Chenghui" "Chengfeng" and "Yulang" projects for employees at different levels, which corresponded to college students, grassroots reserve cadres and middle class reserve cadres respectively. During the year under review, the Group organized training of "Yulang" project for 46 middle cadres, with 24 learning courses and approximately 160 course hours per person in total, and organized training of "Chengfeng" project for 45 middle cadres, with 10 learning courses and approximately 120 course hours per person in total.

完善培訓機制

本集團繼續推動培訓和人才發展體系的完善健全工作。在基礎系統建設領域，針對全體僱員制定了《僱員培訓管理制度》、《崗位任職資格制度》、《內部講師管理制度》、《員工培訓管理程序》、《技能工教育管理標準》等文件，建立了三級培訓管理體系。通過建設培訓組織體系、制度體系、課程體系、講師體系、資源體系和培訓運營體系，構建基於任職資格標準的人才培養和開發系統，有計劃地開展僱員培訓工作，不斷地提高僱員的職業化水平與崗位技能。在專業人才職業化領域，針對專業序列與浙江大學在內的諸多高校合作開設光學工程碩士班，以及開發11個專業序列的共性課程。重點針對研發技術、市場營銷、企業管理、質量工程、製造技術等開設《產品穩健設計》、《採購管理》、《大客戶營銷》、《項目管理》、《質量預防》、《TRIZ創新技術方法》、《精益管理》等20多門課程，覆蓋人數1,200餘人次，總課時超過35萬小時。在關鍵幹部人才梯隊建設領域，持續推動人才梯隊建設工作，針對不同層級的僱員，分別針對應屆大學生、基層後備幹部及中層後備幹部實施「承暉」、「乘風」和「馭浪」項目。於回顧年內，本集團組織46名中層幹部進行「馭浪」計畫培訓，學習課程24門，共計課時約160小時／人；組織45人基層幹部進行「乘風」計畫培訓，學習課程10門，共計課時約120小時／人。

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Intensify Training Intensity

The Group encourages and guides its employees to participate in various trainings and provides institutional and financial guarantees. Based on the Group's analysis of training needs, the Group conducts training in the form of internal lecturer training, external training, expatriate training (external public class), e-learning, and self-study, etc. According to the most recent version of the "Professional Position Qualification Certification and Appointment Management Measures", engineers and employees at a higher level were required to give feedback to the organization annually to share their knowledge and allow others to succeed their knowledge, etc. The Group actively promotes the teacher + class model internally, and has built up an extensive database of courses and database of lecturers.

During the year under review, the Group improved the basic system of enterprise training and development through its E-Learning online learning platform, internal teacher + class projects, and data operations, which allowed the Group to effectively extract and refine the internal business experiences and excellent case studies to achieve succession and inheritance of experiences. During the year under review, working employees accumulated a total of approximately 196,906 hours of online learning with the average coverage rate of about 85.0%, while the average number of hours per person for online classes was about 32.5 hours per year. Through the efforts of employees at all levels, the learning coverage of the Group's employees reached approximately 90% as of 31 December 2018, representing an increase of approximately 10.0 percentage points compared with 2017.

The Group treats every employee equally, all employees in different genders can gain learning resources and learning opportunities equally.

Creating a Learning Organization

The Group is actively creating a learning organization. In addition to carrying out a number of internal training programs, it actively and comprehensively learns from outstanding companies, such as by arranging its employees to visit companies around Zhejiang Province, so as to promote the continuous progress of the Company.

Diverse Employee Promotion Channels

Management path: Employee → Line manager → Division manager →Department manager → Executive

Technical path: Technician → Assistant engineer → Engineer → Senior engineer → Senior Executive Engineer

Professional path: Employee → Assistant specialist → Specialist →Senior specialist → Senior expert

加大培訓力度

本集團鼓勵並引導僱員參加各種培訓，並給予制度和資金保障。根據培訓需求分析，本集團開展內部講師培訓、外聘內訓、外派培訓（外部公開課）、在線學習、自學等形式的培訓。根據最新的《專業崗位任職資格認證與聘任管理辦法》：工程師及以上人員每年需參與組織回饋，即知識分享、經驗傳承等，集團內部積極推行師課共建模式，廣泛建立課程庫和講師庫。

於回顧年內，集團通過E-Learning網絡學習平台、內部師課共建項目、數據運營等來健全企業培訓發展基礎系統，有效將企業內部經驗和優秀實踐案例進行萃取、提煉並實現傳承。於回顧年內，在職僱員實現網絡學習全年累計課時約196,906學時，平均覆蓋率達到約85.0%，網絡在線人均課時達到約32.5小時／年。通過各層級僱員的努力，截至二零一八年十二月三十一日，本集團全體僱員的學習覆蓋率達到約90.0%，較二零一七年上升約十個百分點。

本集團對全體僱員一視同仁，不同性別在公司都能得到同樣的學習資源和學習機會。

創建學習型組織

集團積極創建學習型組織，除了在內部開展多項培訓計劃外，積極全面向優秀企業學習，如組織僱員赴浙江省周邊的企業參觀，以推動公司整個組織的不斷進步。

多樣的僱員晉升通道

管理通道：員→線長→課長→部長→高管

技術通道：技術員→助理工程師→工程師→高級工程師→資深高工

專業通道：員→助理專員→專員→高級專員→資深專家

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Labour Principles

The Group complies strictly with the Labour Law of the People's Republic of China and the Law of the People's Republic of China on Employment Contracts for the recruitment and management of staff and expressly specifies the following: 1. The Group forbids the forcing of employees to work in a certain post or to do a certain type of work, and the Group forbids all types of compulsory work. 2. The Group forbids the taking of punitive measures, management means and behaviours in the form of abuse, corporal punishment, violence, spiritual oppression, sexual harassment (including improper language, posture and body contact) or sexual abuse. In addition, the Group regularly provides the management with education training in terms of management ability and skills to further avoid the occurrence of the events aforesaid.

To ensure that the Group meets the regulations of the Provisions on the Prohibition of Using Child Labour and thus avoid misuse of child labour, protect the physical and mental health of minors and safeguard the legitimate rights and interests of minors, the Group expressly specifies the following:

- The Group's recruitment brochures and related recruitment materials must indicate that applicants must be aged 16 years or older;
- The Group's recruitment procedures should include strict inspections of applicants' ID cards to avoid hiring minors by mistake;
- The authenticity of ID cards should be verified; those who hold a fake ID card should be rejected;
- Applicants should be checked to verify if they are aged 16 years or older; applicants under the age of 16 should be rejected (including interns, etc.);
- Applicants should be checked to verify if they are using their own ID card; applicants who use someone else's ID card should be rejected.

勞工準則

本集團嚴格按照《中華人民共和國勞動法》、《中華人民共和國勞動合同法》進行僱員招聘和管理，並且明文規定：1、禁止強制僱員從事某崗位的工作和強迫僱員工作，以及所有形式的強制性勞動。2、禁止以任何理由對僱員進行辱罵、體罰、暴力、精神壓迫、性騷擾（包括不恰當語言、姿勢和身體的接觸）或性虐待等懲罰性措施、管理方法和行為。同時，為了進一步確保不出現上述情形，集團定期對管理者進行管理能力和管理技能方面的教育培訓。

為了確保本集團用工符合《禁止使用童工規定》，避免誤用童工，保護未成年人的身心健康，維護未成年人的合法權益，明確規定：

- 集團招聘簡章及相關招聘宣傳資料須明示應聘者年齡要求為16周歲以上；
- 集團招聘應設置嚴格查驗應聘者身份證的環節，防止誤錄童工：
- 查驗身份證真假：持假身份證者一律不予錄用；
- 查驗是否滿16周歲：拒絕未滿16周歲應聘者（包括實習生等）；
- 查驗是否持本人身份證：冒用他人身份證者，一律不予錄用。

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- Recruitment staff should implement strict controls to prevent the hiring of minors by mistake. If a minor is hired on purpose, the Group will terminate the labour contract and serious cases will be passed on to the judicial authorities. If a minor is hired due to negligence, the Group will take disciplinary action against the person directly responsible, and the immediate supervisor will be issued a joint warning.

- 招聘工作人員應嚴格管控誤錄童工，若故意錄用童工，本集團將予以解除勞動合同，嚴重者移交司法機關處理；若由於工作疏失導致錄用童工，本集團對直接責任人給予記過處分，其直屬主管給予連帶警告處分。

- The Group should keep complete personnel records, retain employee-related information, including their date of entry, date of birth, home address, and emergency contact, etc., and attach a copy of their ID cards for inspection;

- 本集團應建立完整的人事檔案，保留僱員相關資料，包括入職日期、出生日期、家庭住址、緊急聯絡人等，還應附加身份證複印件，以備查驗；

- To prevent negligence and avoid impostor from starting work instead of the person who applied and completed the entry procedure, the head of the department where a new employee starts work must carefully check the information of the new employee (including checking whether the photo on the factory pass matches the person); any abnormalities found should be immediately reported to the human resources department of the Group for proper handling.

- 為防止疏忽以及避免辦理入職手續後換其他人頂替上班的情況，新僱員所在部門的主管須仔細核對新僱員的信息（包括核對廠牌照片與本人是否相符等），一旦發現異常，應立即報集團人力資源部妥善處理。

In order to resolve labour disputes in a fair and timely manner, protect the legitimate rights and interests of both employer and employee, and promote harmonious and stable labour relations, the Group strictly follows the requirements of national laws and regulations, such as the Labour Law of the People's Republic of China, the Law of the People's Republic of China on Employment Contracts, and the Labour Dispute Mediation and Arbitration Law of the People's Republic of China, and handles labour disputes in accordance with the principles of legality, fairness, timeliness and mediation. In the event of labour dispute, the Group first negotiates or mediates with the labourer. If the parties are unwilling to negotiate or mediate, either party can file a lawsuit with the People's Court.

為了公正並及時解決勞動爭議，保護勞資雙方合法權益，促進勞動關係和諧穩定，本集團嚴格依照《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國勞動爭議調解仲裁法》等國家法律法規的要求，遵循合法、公正、及時、着重調解的原則處理勞動爭議事件。如發生勞動爭議，本集團優先與勞動者由行協商、調解，如協商、調解不成的，則當事人雙方均可依法申請仲裁、提起訴訟。

The Group formulated the "Emergency Management of Labour Relations and Emergency Response Plan for Sudden Events" to respond to strikes staged by employees who were dissatisfied with their work status or sudden situations of reduced production capacity. During the year under review, the Group has not experienced any such incidents.

本集團制定了《勞動關係應急管理和突發性事件應急處置預案》以應對僱員因不滿工作狀態而導致的罷工或產能減少的突發狀況。於回顧年內，本集團未發生任何此類事件。

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SUPPLY CHAIN MANAGEMENT

The Group treat our suppliers as partners of interest with mutual respect and support. We strove to create mutually beneficial, win-win supply-demand partnerships with suppliers to contribute to the sustainable development of the industry and society. In regard to the introduction and recruitment of suppliers, the Group Adhere to fair and just principle with no bias when we select our suppliers. We has established a strict introduction flow and formulated documents such as the Procedures for Managing and Controlling Suppliers and Code of Managing Suppliers, etc., based on the QC08000 system standard and customers' requirements to manage the supply chain and reduce relevant risks. Among them, the Procedures for Managing and Controlling Suppliers mainly include specifications and regulations on the classification of suppliers, processes of evaluating and introducing suppliers, information of suppliers and data management, etc.; and the Code of Supplier Management mainly includes specifications and regulations on the processes of exception management for suppliers, processes of quarterly and annual performance management for suppliers, controlling processes of informing suppliers of process changes, processes of managing annual review, tier-two suppliers management, risk management for material supply interruption and suppliers information management.

供應鏈管理

本集團視供應商為利益夥伴，相互尊重，相互支持，致力打造與供應商互利共贏的供求合作關係，進而為行業和社會的可持續發展作出貢獻。本集團在選擇供應商時，秉持公正原則，不帶偏見，關於供應商導入和聘用都有嚴格的導入流程，結合QC08000體系標準和客戶的要求，制定了《供應商管理控制程序》及《供應商管理規範》等文件，用於管理供應鏈，降低相關風險。其中，《供貨商管理控制程序》主要對供應商分類、合格供應商評審及導入流程、供應商信息及數據管理等內容進行了明確和規定；《供貨商管理規範》主要對供應商異常管理流程、供貨商季度、年度績效管理流程、供應商工藝變更通知控制流程、年度審核管理流程、二級供應商管理、物料供應中斷風險管理及供應商信息管理等內容進行了明確和規定。

During the year under review, the suppliers on which the Group implemented relevant practices amounted to 1,184 in total. In order to ensure the effective implementation of various systems, each subsidiary has, based on their own conditions, adopted multiple measures including conducting internal review within the company and inviting external qualified institutions to conduct external review every month, to inspect the implementation of systems; preparing an annual plan for supervising suppliers and promoting the plan accordingly; and evaluating the quarterly performance of each supplier, so as to establish a database. In order to reduce green and environmental product risks, the Group required our suppliers to sign a statement not to use environmental material and Hazardous Substances Free ("**HSF**") product guarantee before procurement. In addition, the Group conducts risk evaluation on its suppliers every year, which mainly covers the supplier's location, types of products and services provided, supply quantity and proportion, risks pertaining to green and environmental product, general performance of suppliers, social liability of enterprise and commercial ethics.

於回顧年內，本集團執行相關慣例的供貨商共計1,184家。為了保證各項制度的有效執行，各子公司根據各自情況，採取了多種措施，包括每月在公司內部進行內審，並邀請外部合資格機構進行外審，對制度的落實情況進行檢查；編製年度供應商監察計劃，並對照計劃一一推行；對各供應商的季度績效予以評分，建立數據庫。為降低綠色環保產品風險。採購前，本集團要求與供應商簽訂不使用環境物質說明書及Hazardous Substances Free（「**HSF**」）產品保證書此外，本集團每年針對供應商進行風險評估，主要包括：供貨商所在區域、提供產品和服務的類型、供貨量和供貨比重、綠色環保產品風險、供應商綜合績效表現、企業社會責任、商業道德。

During the year under review, the Group had a total of 1,184 suppliers, 1,129 of which were distributed in China.

於回顧年內，本集團的供貨商數量達1,184家，其中1,129家分佈在中國。

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PRODUCT LIABILITY

Quality Principals

– Think before we leap, striving for excellence

The Group takes "think before we leap, striving for excellence" as the code of conduct, fully considering the interests of both customers and the Group, strengthening production management with the requirement of "excellence", and continuously improving under the premise of complying with laws and regulations to provide customers with quality products.

Product Quality

The Group has set up a comprehensive quality management system and pursues zero-defect in product quality by strictly complying with customers' requirements and relevant international standard. National laws and regulations in this regard include Tort Law of the People's Republic of China and Product Quality Law of the People's Republic of China, and corresponding quality management and control system has been established by the Group in accordance with the laws and regulations thereof. It is required to control the products from in terms of design, component recognition, mass production recognition, incoming materials and shipments to ensure the quality of the products.

The Quality Assurance Department is the main responsible department of quality supervision. The Group has established ISO14001, QC080000, OHSAS18001 management system, which combined with regulations and customer requirements, and controls for the hazardous substances according to the most stringent requirements applicable to the Group's products. The suppliers are also required to sign the non-environmental substance certificate and the HSF product guarantee certificate; the incoming materials are tested according to the requirements of the X Ray Fluorescence Test Management Standard; each manufacturing departments shall undergo identification on equipment, fixtures and auxiliary materials that come into contact with the product in accordance to the HSF Product Production Process Assurance Management Standard so that processes with significant hazardous material contamination can be identified and it can be rectified from the sources. In addition, the public's hidden concerns can be sought directly through customer appeal analysis, third-party evaluation, telephone return visits, public opinion monitoring, etc., directly understand the public's hidden concerns, and indirectly through strengthening methods such as visiting talks.

產品責任

質量方針

－先思後行，精益求精

本集團以「先思後行」為行為準則，充分考慮顧客和本集團的雙方利益，以「精益求精」的要求強化生產管理，在符合法律、法規的前提下，持續改進，為客戶提供優質產品。

產品質量

本集團制定了全面的質量管理系統，所有產品均需嚴格按照客戶要求及相關標準，追求產品質量零缺陷。此方面的國家法規主要包括《中華人民共和國侵權責任法》及《中華人民共和國產品質量法》。本集團按照以上法規建立了相應的產品質量管控體系，要求對產品從設計、部件承認、量產承認、來料、出貨進行管控，保證產品的質量。

品保部是質量監管的主要負責部門，本集團通過建立了ISO14001、QC080000、OHSAS18001管理體系，結合法規、客戶要求，按適用於本集團產品的最嚴要求進行有害物質的管控；採購前要求與供應商簽訂不使用環境物質證明書、HSF產品保證書；對來料按《X Ray Fluorescence測試管理標準》要求進行檢測；各製造部門按《HSF產品生產過程保證管理標準》對與產品接觸的設備、工裝夾具和輔助材料進行識別，識別出有重大有害物質污染的工序並從源頭進行整改。再則，通過客戶訴求分析、第三方測評、電話回訪、輿情監控等方式直接了解公眾隱憂，通過加強包括走訪座談在內的方式間接了解公眾隱憂。

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During the period under review, no recall for the Group's all sold or delivered products occurred by reasons of safety and health.

於回顧年內，本集團已售或已運送產品總數中無因安全與健康理由而須回收的產品。

The Group attaches great importance to the issue of conflict minerals*. The raw materials used by the Group have been certified by the customer and meet the requirements of the customer without any substances belonging to conflict minerals. On the other hand, the Group manages suppliers in this respect. Based on communication and investigation with suppliers, no materials related to conflict minerals have been found.

本集團非常重視衝突礦物*的問題。本集團所使用的原材料通過了客戶的認證，符合客戶要求，無任何屬於衝突礦物的物質。另一方面，本集團對供貨商進行了此方面的管理，根據與供貨商的溝通和調查，未發現使用涉及衝突礦物的材料。

The Group recognizes the importance of managing the safety of chemical substances. Therefore, there are mechanisms within the Group that control the highly regarded chemical substances in the products, for example, through QC080000 certification, which already includes the requirements for Substances of Very High Concern in the European Union's Registration, Evaluation, Authorization and Restriction of Chemicals ("**REACH**") regulations. On the other hand, the Group has dedicated staff who are responsible for collecting and tracking changes in the corresponding laws and regulations of different countries and regions.

本集團認識到管理化學物質的安全性非常重要。因此，本集團內部有相應機制管控產品中受高度關注的化學物質，比如，通過QC080000認證，而此認證已包含歐盟《化學品的註冊、評估、授權和限制》(「**REACH**」) 法規對需高度關注化學物質的要求。另一方面，本集團設有專人負責搜集、跟踪不同國家和地區相應法律法規的變化情況。

* Conflict Minerals: refers to minerals mined from the conflict zones controlled by African non-government army.

* 衝突礦物：指從非洲非政府軍控制的衝突地區開採的礦物。

Customer Service

客戶服務

During the period under review, the Group has not received complaint on environment and public control of the products. In receipt of an environment-type complaint about the product, the Group will handle it according to Customers' Complaint and Feedback Handling Procedures, and also organise an improvement team to analyse, improve and standardise the problem in order to obtain recognition from customers. The Group has put explicit procedures in place to deal with complaints for quality-related problems from customers, which are generally to be handled in accordance with Customers' Complaint Controlling Procedures, Customers' Complaint and Feedback Handling Procedures and Operational Regulation on Handling Customers' Returns. The main content of Operational Regulation on Handling Customers' Returns is related to operational procedure of handling customers' returns, ensuring that the returned products can be reflected and handled correctly, promptly and effectively.

本集團於回顧年內未接獲產品關於環境、社會管制方面的投訴。若發生產品環境類問題投訴，集團將按照《顧客投訴及反饋處理程序》進行處理，同時組織改善小組進行分析、改善，並標準化以獲得客戶認可。對於客戶投訴質量相關問題，本集團有明確的處理程序，一般根據《顧客抱怨控制程序》、《顧客投訴及反饋處理程序》、《顧客退貨處理作業規範》來處理。《顧客退貨處理作業規範》的主要內容是客戶退貨產品處理作業流程，確保被退貨之產品能正確、迅速予以有效地反映及處理。

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The Group also formulated the Customer Complaint Management Standards, which were divided into serious complaints and general complaints according to the seriousness of the complaints. The 2485 Principle, of which temporary solution should be provided in 24 hours, a formal solution should be provided in 48 hours and the improvement result should be provided in 5 days, was established. In particular for serious complaints, the salesperson needs to transmit the information immediately after receiving the information, and the Quality Assurance Department will take emergency measures on the same day (on-site processing will be carried out or technical support will be provided within one working day for local customers while and agents or foreign institutions will be entrusted to provide on-site processing to foreign customers), a report will be submitted within three working days after the investigation. In addition, the Group conducts customer satisfaction surveys every year, and the Quality Assurance Department and marketing center will discuss the survey results, analyze the causes and make improvement, and try their best to meet the requirements and expectations of the customers.

本集團還制定《客戶投訴管理標準》，根據投訴的嚴重程度分為嚴重投訴和一般投訴，建立「2485」原則，規定24小時內提交暫定對策，48小時內提交正式對策，5天內提交改善結果。特別對於嚴重投訴，業務員在接收信息後需第一時間傳遞，品保部門當日採取應急措施（國內客戶於一個工作日內進行現場處理或提供技術支持，國外客戶委託代理商或駐外機構到達現場處理），調查處理後三個工作日內提交報告。此外，本集團每年開展客戶滿意度調查，由品保部及營銷中心討論調查結果、分析原因並進行改善，盡力滿足客戶的要求及期許。

Meanwhile, the Group places high importance on protection of the employees' privacy and the Group secrets. Through measures including formulation of the Manual of Employees' Information Safety, classification of information assets, safe management of paper documents, zoning and management of the Group's safety zone and information safety management control, the employees' privacy and the Group secrets are effectively protected. In order to protect against the leakage of customer data, the Group has a confidentiality agreement with specific customers to protect the patent rights owned by specific customers. In addition, only the senior employees can access the relevant customer data, and the customer's data is strictly controlled. All data must be archived and stored for 2 years, and is forbidden to be brought away from the factory area. In protecting the privacy of customers, the Group has established relevant procedures and Customer Relationship Management System to ensure that customer information is not leaked or loss. At the same time, the Group have enhanced the implementation and supervision of the privacy of customers, our business unit heads regularly maintain and inspect customer information to prevent personal data leakage.

同時，本集團也非常注重保護僱員隱私和公司機密，通過制定《員工信息安全手冊》，採用信息資產分類管理、紙質文檔安全管理、安全區域劃分及管理等手段，有效保護了僱員隱私和公司機密。為保障不使客戶資料外流，本集團與特定客戶簽立保密協議，用於保護特定客戶擁有的專利權。另外，只有較高級別的僱員才可接觸到相關的客戶資料，並且對於客戶的數據有嚴格管控，所有數據都要歸檔並且保存2年，且禁止帶出廠區。本集團在保障客戶的個人隱私方面，制定了相關程序文件《客戶關係管理制度》，以保障客戶信息資料不外洩。同時，本集團加強執行和監管客戶的個人隱私，各業務部門負責人定期做好客戶信息資料的維護檢查，以防止客戶個人的隱私資料洩漏、遺失。

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Intellectual Property Rights

The Group's legal department formulated and led the implementation of Patent and Technical Secret Management System, Trademark Management Measures and Management System on Software Copyrights to reduce the risks of infringement of intellectual property rights in the advertising activities and labelling of products and ensure the staff to observe the intellectual property rights of other parties, pursuant to which to regulate the behaviour of the suppliers on intellectual property rights. Patent and Technical Secret Management System specifies the procedure of applying for patents and technical secrets, and areas such as patent and technical secret management, maintenance, application, protection and rewards during R&D projects, so as to regulate the patent and technical secret management work of the Group, boost the employees' enthusiasm of invention and innovation and prevent the risk of intellectual property rights, as well as preventing loss to the Group arising from improper disclosure of R&D technologies and avoiding the risk resulting from the leakage of the relevant information of technical secrets. Trademark Management Measures is mainly related to the areas such as trademark application, regulated use, maintenance, license, transfer, protection and award mechanism to enhance the Group's trademark management, protection of the Group's interests, maintenance of trademark reputation and comprehensive competitiveness of the Group's brand. Management System on Software Copyrights is mainly related to the definition, registration management, evaluation management, application, protection and award mechanism of software copyrights, for the purpose of enhancing the Group's management of software copyrights, definitely protecting the proprietary intellectual property rights and further elevating the core competitive edges and innovation benefit.

During the period under review, the Group had 324 newly-added patents and currently has 958 patents in total.

知識產權

本集團法務部制定並主導實施了《專利及技術秘密管理制度》、《商標管理辦法》及《軟件著作權管理制度》，以降低在廣告活動及卷標產品時侵犯知識產權的風險，確保集團僱員尊重他人知識產權，並以此規範供貨商知識產權行為。《專利及技術秘密管理制度》具體規定了專利及技術秘密的申請的流程，研發項目過程中專利及技術秘密的管理、維護、應用、保護及獎勵等各方面的內容，以達到規範本集團專利及技術秘密的管理工作、提升僱員發明創造的積極性及防範知識產權風險的目的；杜絕研發技術公開不當給集團造成損失，並防範技術秘密相關信息泄露造成的風險。《商標管理辦法》主要涉及商標的申請、商標的規範使用、商標的維持、商標的許可、商標的受讓、商標的保護及獎懲機制等多方面的內容，以加強集團的商標管理、保護集團權益、維護商標信譽及綜合提升集團品牌競爭力。《軟件著作權管理制度》主要涉及軟件著作權的定義、軟件著作權的登記管理、軟件著作權的評測管理、軟件著作權的應用及保護、獎勵機制等多方面的內容，以加強集團軟件著作權的管理、切實保護集團自主知識產權並進一步提升集團核心競爭優勢及創新效益。

於回顧年內，本集團新增專利324項，目前共持有958項已獲授權專利。

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ANTI-MALPRACTICE

Anti-malpractice refers to any action that is intended to counteract the use of means that do not conform to the laws and regulations (such as fraud) by persons either inside or outside the Group for seeking illegitimate personal interests to the detriment of the Group's legitimate economic interests. These actions can be divided into two main categories, namely "**anti-corruption**" and "**anti-fraud**". The Group believes that the development of such work ethics as honesty and integrity is an important task to be performed in relation to the character of the Group's staff, where work ethics education covering the concepts of honesty and integrity is required to be conducted in various departments on either a regular or non-regular basis. In order to regulate the professional conduct of its management members at various levels and staff in general, the Group has arranged for its Audit Department to establish an Anti-Malpractice System under which awareness programs directed to its entire workforce are held each year, and the Anti-Malpractice System is also required to be incorporated as a component of the induction training programme for new employees. The Anti-Malpractice System covers such aspects as the prevention and control of malpractice incidents occurring within the Group, the avoidance of appointing certain individuals to key positions, the segregation of incompatible roles, the reporting and audit of related party transactions, the procedures and mechanism for the control of malpractice risks, as well as the inclusion of provisions relating to a dedicated "tally" for in-kind and monetary gifts. In addition, through the new media, the Group has been publicising the importance of integrity, raising people's awareness of relevant systems, and handling whistleblower reports, in a bid to enhance its governance and internal control, regulate its conduct of operations, safeguard its shareholders' legitimate interests, and foster its sound and stable development. The Group has released the *Circular on the Establishment of Whistleblowing Channels for Malpractice Incidents* (《關於設立舞弊案件舉報渠道的公告》). The Group strives to comply with national laws and regulations relating to bribery, extortion, fraud and money laundering, and the Audit Department is responsible to handle report of related cases and has made known on its official website the means of whistleblowing, including information such as phone number and e-mail address, in an attempt to encourage people from all walks of life to report and divulge any acts of "corruption" and "fraud" on the part of the Group's employees. The Group also undertakes to maintain the reported information in strict confidence, and to grant to the whistleblower 5%-10% of the amount being subject to investigation as reward.

反舞弊

反舞弊是指反對本集團內、外人員採用包括欺騙在內一些違法違規手段，謀取個人不正當利益，損害本集團正當經濟利益的行為。反舞弊包括「**反貪腐**」和「**反欺詐**」兩大類。本集團把培養誠實守信的職業道德作為集團僱員品行的重要行為之一，同時要求各部門定期、不定期開展誠實守信的職業道德教育。本集團為了規範各級管理幹部和廣大僱員的職業行為，由審計部製訂了《反舞弊制度》，每年進行全員宣貫，新員工入職培訓課程中必須包含《反舞弊制度》。《反舞弊制度》包含了對本集團內部舞弊事件的預防和控制，幹部任職回避、不相容職務分離、關聯方交易申報與審核、舞弊風險控制的程序與機制，及設立禮品（金）專庫條款等，並且通過新媒體進行廉潔宣傳、制度宣貫及舉報受理，以加強集團治理和內部控制，規範經營行為，維護股東合法權益，促進集團健康、穩定發展。本集團致力於遵守有關防止賄賂、勒索、欺詐及洗黑錢的法律、法律由審計部負責受理相關案件的舉報並發佈《關於設立舞弊案件舉報渠道的公告》，於官方網站上公佈了舉報途徑，包括電話號碼及電子郵箱地址等信息，鼓勵各界人士對本集團僱員任何的「貪腐」和「欺詐」行為進行檢舉揭發，並承諾嚴格保密檢舉信息，將檢舉所查處金額5%-10%的比例給予檢舉人獎勵。

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The Group's high-level leaders are required to sign an *Undertaking regarding Sunny's Values and Rules of Conduct* (《舜宇價值觀及行為規範承諾書》) and an *Anti-Malpractice Undertaking* (《反舞弊承諾書》), and the Group has established the Management Measures on Key Sensitive Positions for establishing the system of anti-malpractice within the Group. Besides, each of the staff members at middle-level or above or occupying a key sensitive position has to sign an *Anti-Malpractice Guarantee* (《反舞弊保證書》) each year, and a system involving regular staff rotation and integrity reports is implemented in relation to the key sensitive positions. The Group carries out reporting and management of related party transactions on an annual basis in respect of its management members at the deputy head level or above and those employees occupying a key sensitive position, while the Audit Department accepts whistleblower reports from staff, audits related party transactions, and performs supervision and scrutiny on major projects such as those relating to infrastructure and furnishings and the purchase of expensive equipment, in order to ensure the creation and promotion of an operating environment characterised by harmony and integrity. Besides, the Group's suppliers are required to sign an *Undertaking for Operating with Integrity* (《誠信經營承諾書》) and to make annual reports in relation to their related persons.

本集團要求高層領導簽署《舜宇價值觀及行為規範承諾書》和《反舞弊承諾書》，並制定了《關鍵敏感崗位管理辦法》，推動集團內部的反舞弊體系的建設。此外，每位中層以上人員、關鍵敏感崗位人員每年簽訂《反舞弊保證書》，對關鍵敏感崗位人員實施定期輪崗與述廉制度。本集團對副部及以上管理幹部及關鍵敏感崗位人員每年進行關聯方交易申報管理，審計部通過接受僱員檢舉、關聯方交易審計、對基建裝修、貴重設備採購等重大項目，實施監督和審查，確保營造和構建和諧、誠信的經營環境。另外，本集團要求供應商簽訂《誠信經營承諾書》，並每年進行關聯人士申報。

During the year under review, the Group did not experience any case of litigation relating to issues of corruption or fraud, nor did any material non-compliance occur in relation to its audit work.

於回顧年內，本集團內未發生與貪腐、欺詐問題相關的訴訟案件，在審計工作中也未存在重大違規事項。

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Contribution To Community

Joining hands with individuals from all walks of life in creating a civilised, ever-progressing society as well as making contributions to social development has always been one of the objectives pursued by the Group. Over the years, the Group has been actively involved in various initiatives of social construction, encouraging its staff to give back to society with all their heart. The Group believes that an enterprise can be likened to a "cell" that can only achieve growth under the auspices of its "mother" – namely our society – and that it should therefore shoulder the responsibility of giving back to society. Accordingly, social welfare and community support have been incorporated into the day-to-day operations of the Group.

社區貢獻

與各界友人共同創造文明進步的社會，為社會發展貢獻自己的力量，一直都是本集團追求的目標之一。多年來，本集團積極投身各項社會建設，並鼓勵僱員用真情回報社會。本集團相信，企業是社會的細胞，因社會母體的哺育而成長，同時也肩負回報社會的責任。因此，本集團將社會福利和社區支持納入到日常運營。

Donations For Education

Based on the characteristics of the industry in which it operates as well as the needs surrounding its own development, and based upon the development notion of "support for education is synonymous with support for the enterprise itself", the Group has devoted sizeable resources to the education and technology fields. The Group made the establishment of Zhejiang University Education Foundation: Sunny Development Fund, established the "Sunny Scholarship" for Yuyao High School, the "Sunny Bursary Fund", and the "Sunny Scholarship" for Zhejiang University, and entered into an agreement with the Department of Education of Zhejiang Province in relation to its long-term subsidy for a programming competition for university students in Zhejiang Province. The following table shows an overview of the donations made by the Group over the past two years.

捐資助學

本集團根據所處的行業特點及自身發展的需求，秉持「支持教育就是支持企業自己」的發展理念，大力投身於教育和科技領域。本集團成立浙江大學教育基金會舜宇發展基金，設立余姚中學「舜宇獎學金」、「舜宇助學基金」和浙江大學「舜宇獎學金」，並與浙江省教育廳簽訂了長期資助浙江省大學生程序設計競賽的協議。下表為近兩年本集團的捐贈一覽表。

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截至十二月三十一日止年度

Date 時間	Type of Donation 捐贈類別	Specific Item 具體項目	Amount of Donation (RMB) 捐贈金額（人民幣）
2018 二零一八年度	Donations for education 助學捐贈	Donations for charity funds 慈善基金捐贈	320,000.00
	Donations for education 助學捐贈	Education foundation of Changchun University of Science and Technology 長春理工大學教育基金	1,100,000.00
	Donations for education 助學捐贈	Donations for Yuyao School (余姚實驗學校) 余姚實驗學校捐贈	50,000.00
	Other donation 其他捐贈	Sponsorship for Yuyao City Martial Arts Association 余姚市武術協會贊助費	10,000.00
	Donations for poverty alleviation 扶貧捐贈	To help village in distress – Chencun (陳村) 扶助苦難村－陳村	20,000.00
	Donations for poverty alleviation 扶貧捐贈	Donations for charity business 公益事業捐款	20,000.00
2017 二零一七年度	Education foundation 教育基金會	Education foundation of Zhejiang University 浙江大學教育基金會	10,000,000.00
	Donations for education 助學捐贈	Donations for charity funds 慈善基金捐贈款	320,000.00
	Donations for education 助學捐贈	Donations for education foundation of Changchun University of Science and Technology 長春理工大學教育基金會捐贈款	100,000.00
	Donations for education 助學捐贈	Donation for University of Rochester 捐贈羅切斯特大學	674,620.00
	Other donation 其他捐贈	Sponsorship for Yuyao City Martial Arts Association 余姚市武術協會贊助費	10,000.00
	Donations for poverty alleviation 扶貧捐贈	To help village in distress – Kong'ao Village (孔塸村) 扶助困難村－孔塸村	20,000.00

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Donations for Student Assistance

During the year under review, the Group's student assistance and related donation activities saw strong response and support from its staff. On the eve of the June 1 Children's Day, the Group's Party-Mass Office organised a charity sales event with the theme "Where Youth Meets Love and Love Arouses Hope", from which the charitable proceeds were donated to deprived students at the Central Primary School of Dalan Town in Yuyao (余姚市大嵐鎮中心小學) and Huining Modern Science and Technology Vocational School in Gansu (甘肅省會寧現代科技職業學校). Representatives from the Group's trade union also paid a visit to the Central Primary School of Dalan Town in Yuyao, where they granted bursaries in person to students facing hardship.

愛心捐助

於回顧年內，本集團愛心助學捐款活動得到了廣大僱員的積極響應與支持。六一兒童節前夕，本集團黨群辦公室組織開展了以「青春携手愛心愛心點燃希望」為主題的愛心義賣活動，所得善款用於捐助余姚市大嵐鎮中心小學及甘肅省會寧現代科技職業學校的貧困學生。本集團工會代表還前往余姚市大嵐鎮中心小學，親自向困難學生送上助學金。

Charity sale
愛心義賣

Caring for elderly without family
溫暖孤寡老人

Blood donation without compensation
無償獻血

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Volunteer Services

In 2018, in order to promote the success of the municipal blood donation programme and to better demonstrate the admirable character of its staff who enjoy helping others by making altruistic contributions, the Group organised the 8th edition of its blood donation activity with the theme "Give Love and Care for Others". On this occasion, 393 employees successfully donated their blood, achieving a total blood donation of 120,900 ml. As of now, the Group has organised for its blood-donating employees eight such activities, for which it has been granted such awards and accolades as the Award for Promotion of Blood Donation in Zhejiang Province (浙江省無償獻血促進獎), Outstanding Group of Blood Donors in Ningbo City (寧波市無償獻血先進集體), Charitable Entity for Blood Donation in Ningbo City (寧波市無償獻血愛心單位), and Top 10 Entity for Blood Donation in Yuyao City (余姚市無償獻血十佳單位). Besides, the Group has established three volunteer groups, namely "Civilisation and Harmony", the "Red Cross", and "Psychological Counselling", and has offered regular training to, and organised volunteer services for, the volunteers. These services included activities held in Yuyao that are aimed at delivering care and warmth to orphans in welfare homes as well as lonely elderly people residing at a care home in Yangming Jiedao.

志願者服務

二零一八年，為促進全市無償獻血事業發展，更好地展示本集團員工的無私奉獻、助人為樂的良好精神風貌，本集團組織開展「奉獻愛心，關愛生命」為主題的第八次無償獻血活動，在此次活動中共393名員工完成獻血，總獻血量達120,900毫升。迄今，本集團已先後八次組織員工參加無償獻血活動，並榮獲了諸多榮譽，包括浙江省無償獻血促進獎、寧波市無償獻血先進集體、寧波市無償獻血愛心單位，余姚市無償獻血十佳單位。此外，本集團成立了文明和諧、紅十字、心理疏導等三個志願者團體，對志願者定期組織培訓和開展志願者服務：例如開展向余姚市福利院的孤兒、陽明街道敬老院的孤寡老人送溫暖活動。

Directors' Report
董事會報告

The Directors are pleased to present the 2018 Annual Report, including the audited consolidated financial statements for the year ended 31 December 2018.

董事會欣然提呈二零一八年年報，包括截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in Note 44 to the consolidated financial statements.

主要業務

本公司為一間投資控股公司，其主要附屬公司的業務載於綜合財務報表附註44。

BUSINESS REVIEW

Review

As the global and Chinese smartphone market saw a slowdown in growth and the industry concentration was strengthened, the manufacturers of handset components faced great difficulties and challenges in the process of development. As the differentiation trend of products became more obvious, manufacturers reformed and renovated their products, developed products with higher competitiveness and actively explored new emerging overseas markets to occupy a higher market share. With the successive issuance of decrees and regulations by governments around the world, the expansion of application sites for the ADAS and the gradual enhancement of autopilot technology level, the demand in vehicle imaging field further increased, and the growth momentum in the field became increasingly strong.

In spite of many unfavourable external factors, the Group still adhered to constantly enhancing its comprehensive competitive strength with its customer-oriented strategy led by technologies, actively practiced enterprise culture whose core value is "Create Together", accurately grasped market opportunities based on optoelectronic industry and constantly pioneered & innovated, increased efficiency, optimised product mix, increase cost awareness, lower operation cost and took various advantages to raise its comprehensive competitiveness. Details of the core business activities of the Group are set out in the section "Management Discussion and Analysis".

業務回顧

回顧

全球及中國智能手機市場增速持續放緩，行業集中度進一步加強，手機零部件製造商在發展過程中面臨了巨大的困難和挑戰。產品的差異化趨勢更為明顯，製造商們對產品進行改革創新，開發出更具競爭力的產品，並積極開拓海外新興市場，搶佔更高的市場份額。隨著全球各地政府陸續頒佈法令、法規，且ADAS的應用場景不斷拓展以及自動駕駛等級的逐步提高，車載成像領域的需求進一步提升，增長勢頭更是日益迅猛。

儘管有諸多不利的外部因素，但本集團仍然堅持以客戶為中心，以技術為導向，積極踐行以「共同創造」為核心價值觀的企業文化，立足光電產業，準確把握市場機遇，不斷開拓創新，提高效率，優化產品組合，加強成本意識，降低經營成本，發揮各項優勢，提升本集團的綜合競爭力。本集團的核心業務活動詳情載於「管理層討論與分析」一節中。

Directors' Report
董事會報告

Outlook and Future Strategies

Looking into 2019, which will be a year with both opportunities and challenges, the Group remains optimistic about its development. The Group will continue to deepen the "Two Transformations", enhance the added value of software algorithm in products and services, deepen its advantageous businesses, further increase our market share, enhance the management precision, significantly improve operation quality, increase investment in new businesses and cultivate new growth points for businesses with the greatest enthusiasm to eventually achieve the transformation from an optical product manufacturer to a smart optical system solution provider and the transformation from an instrument product manufacturer to a system solution integrator.

展望與未來策略

展望二零一九年，這將是機遇與挑戰並存的一年，但本集團對未來一年的發展仍持基本樂觀的態度。本集團將繼續深化「兩個轉變」，提升軟件算法在產品與服務中的附加值；做精優勢業務，進一步提升市場佔有率；提高管理精細度，顯著改善經營質量；加大新事業投入，培育新的業務增長點，並將以最大的熱情投身於光電領域，最終實現從光學產品製造商向智能光學系統方案解決商的轉變，及從儀器產品製造商向系統方案集成商的轉變。

Major Financial and Business Performance Indicators

Major financial and business performance indicators of the Group include revenue, gross profit margin, ratio of operating expenses, operating profit, return on equity, trade receivable turnover days, trade payable turnover days, inventory turnover days and gearing ratio, etc. Details of the Group's revenue, gross profit margin, ratio of operating expenses, trade receivable turnover days, trade payable turnover days and inventory turnover days are set out in the section "Management Discussion and Analysis" in this Annual Report. Details of other major performance indicators are discussed below.

主要財務及業務表現指標

本集團主要財務及業務表現指標包括銷售收入、毛利率、經營費用比率、經營性利潤、股本回報率、貿易應收款項周轉日數、貿易應付款項周轉日數、存貨周轉日數和負債比率等。本集團銷售收入、毛利率、經營費用比率、貿易應收款項周轉日數、貿易應付款項周轉日數、存貨周轉日數的詳情載於本年報「管理層討論及分析」一節中，其他主要表現指標的詳情論述如下。

During the year under review, the Group's return on equity decreased by approximately 11.7 percentage points to approximately 27.1% compared to that of last year, mainly due to the decrease in the profit for the year. The Group will continue to increase the return on equity by increasing the profit margins and earnings per share, etc.

於回顧年內，本集團的股本回報率較去年減少約11.7個百分點至約27.1%，主要是由於年內溢利的減少。本集團將繼續從提高利潤率、每股盈利等方面來提高股本回報率。

Directors' Report
董事會報告

Environmental Policies and Performance

The Group has formulated some policies in accordance with environmental regulations, such as conducting environmental impact assessment for various types of materials or machines prior to making any purchasing decision during the stage of design, research and development; enhancing awareness of environmental protection among all employees by organising environmental protection activities, training programmes and promotions; and leading a core role by top management of the Group to establish a well-defined structure and system for environmental management by outlining corresponding responsibility, scope and policy.

During the daily operations, the Group has paid a close attention to the latest development of domestic and international environmental protection laws and regulations to ensure that the environmental policies are in line with domestic and international standards, as well as global development.

環境政策及表現

本集團根據環境規例制定了一些政策，其中包括：在設計、研究及開發階段，於作出任何採購決定前，為各類原料或機器評估環境影響；透過環境保護活動、培訓課程及推廣，提高全體僱員之環保意識；本集團最高層管理人員制定相應責任、範圍及政策綱領，在建立清晰界定之環境管理架構及系統上擔當核心角色等。

在實際日常運營中，本集團一直緊密關注國內及國際環保法例發展的最新狀況，確保環境政策不但符合國內及國際標準，同時確保能與全球同業步伐一致。

Compliance with Laws and Regulations

The Group recognises the importance of compliance with the requirements of relevant laws and regulations. Any failure to comply with such requirements may result in termination of the operation permit. The Group has allocated systems and human resources to ensure continuing compliance with rules and regulations and sound working relationships with regulators through effective communications. During the year under review, the Group has complied with the Listing Rules, the Securities and Futures Ordinance, the Companies Ordinance, the Restriction of Hazardous Substances Directive (the "**RoHS**") of the European Union, the Regulation on Registration, Evaluation, Authorisation and Restriction of Chemicals (the "**REACH**") of the European Union, the Patent Law of the People's Republic of China, the Contract Law and the Labour Law of the People's Republic of China and other relevant rules and regulations.

遵守法律及法規

本集團確認符合法規要求的重要性，不符合該等要求的風險可導致終止經營許可證。本集團已分配系統及人力資源，確保持續符合規則及規例，並通過有效溝通與監管部門保持良好工作關係。於回顧年內，本集團已遵守上市規則、《證券及期貨條例》、《公司條例》、歐盟《關於限制在電子電器設備中使用某些有害成分的指令》（「**RoHS**」）、歐盟《化學品的註冊、評估、授權和限制規則》（「**REACH**」）、中華人民共和國《專利法》、中華人民共和國《合同法》、《勞動法》以及其他相關規則及規例。

Main Risks and Uncertainties

The main activities of the Group include the production and sales of relevant products. It is exposed to a variety of main risks including interest rate risks, foreign exchange rate fluctuation risks, credit risks, cash flow interest rate risks and liquidity risks. Details of the above main risks and measures for risk reduction are set out in the section "Management Discussion and Analysis".

主要風險及不確定性

本集團的主要業務活動包括生產和銷售相關產品，其面臨多種主要風險，包括利率風險、匯率波動風險、信貸風險、現金流量利率風險及流動資金風險。上述主要風險及減低風險措施詳情載於「管理層討論及分析」一節中。

Directors' Report
董事會報告

During the year under review, the Group's business and profitability growth were affected by the fluctuations and uncertainties of macroeconomic situations of mainland China and other countries around the world. Discrepancies of the monetary policies among major developed economies are expected to continue to partially affect the capital and trade flows and the asset price volatility of mainland China. In addition, as the main activities of the Group involve such fields as smartphones, vehicle imaging systems, security surveillance systems and optical instruments, they are also subject to relevant market environments. The long-term business and profitability growth of the Group are expected to be continuously impacted by variables of the Chinese macro-economy (including but not limited to consumer and asset price indices, credit demand and total output value growth) and qualitative factors (such as the development of political and economic policies of various countries in the world).

回顧年內，本集團的業務及盈利能力增長受中國內地及全球其他國家的宏觀經濟狀況波動及不確定性影響。全球主要發達經濟體貨幣政策的分歧預期將繼續部分影響中國內地的資金及貿易流動及資產價格的波動性。另外，因為本集團的主要業務涉及智能手機、車載成像系統、安防監控系統、光學儀器等領域，所以也會受到相關市場環境的影響。本集團的長期業務及盈利能力增長預期將繼續受中國宏觀經濟可變因素（包括但不限於消費者及資產價格指數、信貸需求、生產總值增長）和質性因素（如世界各國政治及經濟政策的發展）的影響。

Relationships with Major Stakeholders

與主要利益相關者的關係

The Group's success also relies on the support of major stakeholders including employees, customers, suppliers, regulators and shareholders.

本集團的成功亦依賴主要利益相關者，包括僱員、客戶、供貨商、監管機構及股東的支持。

Employees

僱員

Employees are considered to be the most important and valuable assets of the Group. The purpose of human resource management of the Group is to reward and praise the staff with excellent performances through the provision of generous remuneration package, the implementation of the comprehensive performance evaluation plan and the Restricted Share Award Scheme. Besides, the Group formulates an appropriate training plan based on various positions, duties and titles and provides certain opportunities and platforms to assist the employees in developing and getting promoted within the Group.

僱員被視為本集團最重要及具價值的資產。本集團人力資源管理的目的乃藉提供優厚的薪酬福利、推行全面表現評核計劃及受限制股份獎勵計劃，以獎勵及表揚表現優秀的員工，並透過不同崗位及職務、職稱制定適當的培訓計劃，且提供一定的機會和平台協助彼等在本集團內發展事業及晉升。

Customers

客戶

The major customers of the Group are handset terminal manufacturers, handset camera module manufacturers, vehicle equipment integrators and so on. The Group is committed to providing its customers with quality products and services so as to strive for sustainable growth in respect of revenue and profitability. The Group has adopted various means to strengthen communication with its customers, and expanded different businesses to provide customers with excellent and quality products and services so as to increase market share and improve market competitiveness.

本集團的主要客戶來自手機終端廠商、手機攝像模組製造商及汽車設備集成商等。本集團旨在為客戶提供優質的產品和服務以爭取在銷售收入和盈利能力方面獲得持續增長。本集團已建立各種方式加強客戶與本集團之間的溝通，拓展不同的業務並為客戶提供卓越優質的產品和服務，以此來提高市場份額及市場競爭力。

Directors' Report
董事會報告

Suppliers

Maintaining good relationship with the suppliers is essential to the Group in respect of the supply chain and when facing business challenges and regulatory requirements. It can achieve cost efficiency and promote long-term commercial benefits. Major suppliers include raw material suppliers, system and equipment suppliers, external consultants providing professional services, suppliers of office supplies or commodities and other business partners providing the Group with value-added services.

Regulators

As a company listed in Hong Kong with business operations in mainland China, the Company is subject to the regulation of the Securities and Futures Commission of Hong Kong, the Hong Kong Stock Exchange, State Administration of Work Safety of the PRC, General Administration of Quality Supervision, Inspection and Quarantine of the PRC and other relevant regulators. The Group expects to ensure compliance with new rules and regulations as updated from time to time.

Shareholders

One of the corporate objectives of the Group is to enhance the corporate value for its shareholders. The Group distributes certain dividends to its shareholders in order to reward their support after boosting its business development to achieve the sustainable profit growth and taking into account the capital adequacy level, the liquidity and the business expansion needs.

供應商

本集團與供貨商維持良好關係，這在供應鏈、面對業務挑戰和監管要求時至為重要，其可產生成本效益及促進長遠商業利益。主要供貨商包括原材料供貨商、系統及設備供貨商、提供專業服務的外聘顧問、辦公用品或商品供貨商及向本集團提供增值服務的其他業務夥伴。

監管機構

本公司在香港上市並於中國內地有業務，由香港的證券及期貨事務監察委員會、香港聯交所、中國國家安全生產監督管理總局、中國質量監督檢驗檢疫總局及其他相關機構監管。本集團期望確保遵守不時更新的新規則及規例。

股東

本集團其中一個企業目標是為股東提升企業價值。本集團在促進業務發展以實現可持續盈利增長，並考慮資本充足水平、流動資金狀況及本集團的業務拓展需要後，派發一定股息予股東以回報股東的支持。

Directors' Report
董事會報告

DIVIDENDS DISTRIBUTION

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 147.

The Directors recommend the declaration of a final dividend at the rate of approximately RMB0.568 (equivalent to HK$0.662) per share payable on 24 June 2019 to all persons registered as holders of shares on 3 June 2019.

In order to be qualified for the dividend, the Register of Members will be closed from 4 June 2019 to 11 June 2019, both days inclusive. Shareholders should submit share certificates together with transfer documents to 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 at or before 4:30 p.m. on 3 June 2019.

In order to be qualified for attending the AGM to be held on 28 May 2019, the Register of Members will be closed from 23 May 2019 to 28 May 2019, both days inclusive. Shareholders should submit share certificates together with transfer documents to 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 at or before 4:30 p.m. on 22 May 2019.

股息分派

本集團於截至二零一八年十二月三十一日止年度的業績載於第147頁的綜合損益及其他全面收益表。

董事建議宣佈於二零一九年六月二十四日向全體於二零一九年六月三日已登記的股份持有人派發末期股息每股約人民幣0.568元（相等於0.662港元）。

為符合資格收取股息，二零一九年六月四日至二零一九年六月十一日（包括首尾兩天）期間將暫停辦理股份過戶登記手續。股東須於二零一九年六月三日下午四時三十分或之前將股票及過戶文件送交本公司的香港證券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1712-1716號舖。

為符合資格出席於二零一九年五月二十八日舉行的股東週年大會，二零一九年五月二十三日至二零一九年五月二十八日（包括首尾兩天）期間將暫停辦理股份過戶登記手續。股東須於二零一九年五月二十二日下午四時三十分或之前將股票及過戶文件送交本公司的香港證券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1712-1716號舖。

Directors' Report
董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

Details of the Group's transactions with its major suppliers and customers during the year are set out below:

In 2018, the purchases from the Group's largest supplier accounted for approximately 25.0% (2017: approximately 24.0%) and the aggregate purchases attributable to the five largest suppliers accounted for approximately 53.7% (2017: approximately 62.1%) of the total purchases of the Group.

In 2018, the sales from the Group's largest customer accounted for approximately 21.9% (2017: approximately 21.5%) of the Group's total sales and the aggregate sales attributable to the Group's five largest customers accounted for less than 70.0% of the total turnover of the Group in both years of 2017 and 2018.

At no time during the year did any Director or any shareholder of the Company have any interest in any of the Group's five largest suppliers or customers.

主要客戶及供應商

年內，本集團與主要供應商及客戶的交易詳情如下：

於二零一八年，本集團向最大供應商的採購額佔本集團採購總額約25.0%（二零一七年：約24.0%），而向五大供應商的採購額合共佔本集團採購總額約53.7%（二零一七年：約62.1%）。

於二零一八年，本集團向最大客戶的銷售額佔本集團銷售總額約21.9%（二零一七年：約21.5%），而二零一七年及二零一八年本集團向五大客戶的銷售總額均少於本集團總營業額的70.0%。

年內，概無本公司任何董事或任何股東持有本集團五大供應商或客戶任何權益。

PROPERTY, PLANT AND EQUIPMENT

Details of movements of property, plant and equipment of the Group, during the year in the fixed assets, are set out in Note 15 to the consolidated financial statements.

物業、機器及設備

有關本集團於本年度在固定資產的物業、機器及設備的變動詳情載於綜合財務報表附註15。

SHARE CAPITAL

Details of changes during the year in the share capital of the Company are set out in Note 35 to the consolidated financial statements.

股本

有關本公司股本於本年度的變化詳情載於綜合財務報表附註35。

DISTRIBUTABLE RESERVES OF THE COMPANY

Distributable reserves of the Company as at 31 December 2018, calculated under the Cayman Islands Companies Law amounted to approximately RMB8,627.2 million (2017: approximately RMB6,963.7 million) including share premium of approximately RMB2.7million and retained earnings of approximately RMB8,624.5million.

本公司的可分派儲備

按開曼群島公司法計算，本公司於二零一八年十二月三十一日的可分派儲備約為人民幣8,627,200,000元（二零一七年：約人民幣6,963,700,000元），包括股份溢價約人民幣2,700,000元及保留盈利約人民幣8,624,500,000元。

Directors' Report
董事會報告

DIRECTORS

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

Executive Directors

Mr. Ye Liaoning
Mr. Sun Yang
Mr. Wang Wenjie

Non-Executive Director

Mr. Wang Wenjian

Independent Non-Executive Directors

Mr. Zhang Yuqing
Mr. Feng Hua Jun
Mr. Shao Yang Dong

In accordance with the provisions of the Company's Articles of Association, at least one-third of the Directors will retire by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM of the Company. A circular containing the explanatory statement on repurchase by the Company of its shares, the biographical details of the director candidates and the notice of AGM will be sent to shareholders of the Company.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not terminable by the Group within one year without payment of compensation, other than normal statutory compensation.

Each of the Directors has entered into a service contract with the Company for a term of three years commencing from the date of appointment or re-appointment.

董事

於本年度及截至本報告日期的本公司董事如下：

執行董事

葉遼寧先生
孫泱先生
王文杰先生

非執行董事

王文鑒先生

獨立非執行董事

張余慶先生
馮華君先生
邵仰東先生

根據本公司章程細則的條文，至少三分之一董事須於本公司應屆股東週年大會上輪值告退，惟彼等符合資格並願意重選連任。載有關於本公司購回股份的說明函件、董事候選人履歷及股東週年大會通告的通函將寄發予本公司股東。

董事服務合約

擬於應屆股東週年大會上重選連任的董事中無人與本公司簽訂本集團於一年之內在無賠償（正常的法定賠償除外）的情況下不可終止的服務合約。

各名董事已與本公司訂立服務合約，自委任或重新委任日期起計為期三年。

Directors' Report
董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES

董事及主要行政人員擁有的股份權益及淡倉

As at 31 December 2018, the interests and short positions of the Directors and the chief executives in the shares, underlying shares and debentures of the Company or of any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

於二零一八年十二月三十一日，根據本公司按證券及期貨條例（「**證券及期貨條例**」）第352條存置的登記冊所記錄，或根據標準守則規定而須知會本公司及聯交所的董事及主要行政人員擁有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、相關股份及債券的權益及淡倉如下：

Name 名稱	Name of Corporation 法團名稱	Long/short Position 好／淡倉	Type of interest 權益類別	Number of shares 股份數目	Approximate percentage of shareholding 持股概約百分比
Mr. Wang Wenjian	The Company	Long position	Trustee and Beneficiary of a trust (Note 1)	389,091,927	35.47%
王文鑒先生	本公司	好倉	信託受託人兼受益人（附註1）		
	The Company	Long position	Beneficiary and Founder of a trust (Note 2)	33,664,133	3.07%
	本公司	好倉	信託受益人及成立人（附註2）		
	The Company	Long position	Beneficial owner (Note 3)	81,609	0.01%
	本公司	好倉	實益擁有人（附註3）		
Mr. Ye Liaoning	The Company	Long position	Beneficiary of a trust (Note 4)	389,091,927	35.47%
葉遼寧先生	本公司	好倉	信託受益人（附註4）		
	The Company	Long position	Beneficial owner (Note 5)	2,216,277	0.20%
	本公司	好倉	實益擁有人（附註5）		
Mr. Sun Yang	The Company	Long position	Beneficiary of a trust (Note 6)	389,091,927	35.47%
孫泱先生	本公司	好倉	信託受益人（附註6）		
	The Company	Long position	Beneficial owner (Note 7)	56,277	0.01%
	本公司	好倉	實益擁有人（附註7）		
Mr. Wang Wenjie	The Company	Long position	Beneficiary of a trust (Note 8)	389,091,927	35.47%
王文杰先生	本公司	好倉	信託受益人（附註8）		
	The Company	Long position	Beneficial owner (Note 9)	1,495,431	0.14%
	本公司	好倉	實益擁有人（附註9）		

Directors' Report
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Notes:

(1) Mr. Wang Wenjian is one of the two trustees (together with TMF Trust (HK) Limited) and one of the beneficiaries of the Sunny Group Employee Offshore Trust, under which he is entitled to 1.72% of the beneficial interest. The Sunny Group Employee Offshore Trust is a trust on the entire issued share capital of Sun Ji, which owned 100.00% equity interest in Sun Xu, which in turn owns 35.47% of the issued share capital of the Company. Accordingly, Mr. Wang Wenjian is deemed to be interested in 389,091,927 shares held by Sun Xu under the SFO.

(2) Mr. Wang Wenjian is the beneficiary and founder of Sun Guang Trust*. Sun Guang Trust* is the trust of the entire issued share capital of Sun Guang Limited ("**Sun Guang**"), which owns 3.07% of the issued share capital of the Company. Accordingly, Mr. Wang Wenjian is deemed to be interested in 33,664,133 shares held by Sun Guang under the SFO.

(3) Mr. Wang Wenjian is taken to be interested as a grantee of 81,609 shares granted under the Restricted Share Award Scheme.

(4) Mr. Ye Liaoning is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 7.88% of the beneficial interest. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. Accordingly, as a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Ye Liaoning is deemed to be interested in 389,091,927 shares under the SFO.

(5) Mr. Ye Liaoning is taken to be interested as a grantee of 2,216,277 shares granted under the Restricted Share Award Scheme.

(6) Mr. Sun Yang is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 1.49% of the beneficial interests. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Sun Yang is deemed to be interested in 389,091,927 shares under the SFO.

(7) Mr. Sun Yang is taken to be interested as a grantee of 56,277 shares granted under the Restricted Share Award Scheme.

附註：

(1) 王文鑒先生連同達盟信託服務（香港）有限公司為舜宇集團僱員海外信託的兩位受託人其中之一，兼為該信託之受益人之一，實益擁有當中1.72%權益。舜宇集團僱員海外信託為舜基全部已發行股本的信託，而舜基持有舜旭100.00%股權，而舜旭擁有本公司已發行股本35.47%。因此，根據《證券及期貨條例》，王文鑒先生被視為於舜旭所持389,091,927股股份中擁有權益。

(2) 王文鑒先生為舜光信託*的受益人及成立人。舜光信託*為舜光有限公司（「**舜光**」）全部已發行股本的信託，而舜光擁有本公司已發行股本3.07%。因此，根據《證券及期貨條例》，王文鑒先生被視為於舜光所持33,664,133股股份中擁有權益。

(3) 王文鑒先生作為承授人被視為於根據受限制股份獎勵計劃授出的81,609股股份中擁有權益。

(4) 葉遼寧先生為舜宇集團僱員海外信託的受益人，實益擁有當中7.88%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，葉遼寧先生被視為於389,091,927股股份中擁有權益。

(5) 葉遼寧先生作為承授人被視為於根據受限制股份獎勵計劃授出的2,216,277股股份中擁有權益。

(6) 孫泱先生為舜宇集團僱員海外信託的受益人，實益擁有當中1.49%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，孫泱先生被視為於389,091,927股股份中擁有權益。

(7) 孫泱先生作為承授人被視為於根據受限制股份獎勵計劃授出的56,277股股份中擁有權益。

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(8) Mr. Wang Wenjie is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 4.99% of the beneficial interests. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Wang Wenjie is deemed to be interested in 389,091,927 shares under the SFO.

(9) Mr. Wang Wenjie is taken to be interested as a grantee of 1,495,431 shares granted under the Restricted Share Award Scheme.

* The Chinese translation of Sun Guang Trust ("舜光信託") is for identification purpose only.

Save as disclosed above, none of the Directors and chief executives had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2018.

(8) 王文杰先生為舜宇集團僱員海外信託的受益人，實益擁有當中4.99%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，王文杰先生被視為於389,091,927股股份中擁有權益。

(9) 王文杰先生作為承授人被視為於根據受限制股份獎勵計劃授出的1,495,431股股份中擁有權益。

* Sun Guang Trust的中文翻譯「舜光信託」僅供識別之用

除上文所披露者外，於二零一八年十二月三十一日，概無董事及主要行政人員擁有本公司或其任何相聯法團的任何股份、相關股份或債券的任何權益或淡倉。

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RESTRICTED SHARE AWARD SCHEME

On 22 March 2010 (the "**Adoption Date**"), the Board has adopted the Restricted Share Award Scheme. According to the Restricted Share Award Scheme, the Directors, all employees, senior staff, agents and consultants of the Company and its subsidiaries are entitled to participate in this scheme. The purpose of the Restricted Share Award Scheme is to assist the Company in attracting new staff as well as motivating and retaining its current talents. The Restricted Share Award Scheme shall be effective from the Adoption Date and shall continue in full force and effect for a term of 10 years and be managed by its administrative committee and the trustee. Details of the Restricted Share Award Scheme could be found in the Note 43 of the consolidated financial statements.

For the year ended 31 December 2018, details of movements of the shares issued under the Restricted Share Award Scheme were as follows:

受限制股份獎勵計劃

於二零一零年三月二十二日(「**採納日期**」),董事會採納受限制股份獎勵計劃。根據受限制股份獎勵計劃,本公司及其附屬公司之董事、全體僱員、高級職員、代理及顧問均有權參與是項計劃。受限制股份獎勵計劃之目的為協助本公司吸納新人、激勵及挽留現有人才。該計劃由採納日期起生效,並持續生效十年,由該計劃之管理委員會及受託人管理。受限制股份獎勵計劃之詳請載於綜合財務報表附註43。

截至二零一八年十二月三十一日止年度,根據受限制股份獎勵計劃發行股份的變動詳情如下:

Date of grant 授予日期	Fair value of each share (Note 1) 每股股份之公允值(附註1) HK$ 港元	1 January 2018 於二零一八年一月一日	Number of shares 股份數目			31 December 2018 於二零一八年十二月三十一日	Vesting period 歸屬期
			Granted during the year 於年內授出	Vested during the year 於年內歸屬	Lapsed during the year 於年內失效		
7 May 2010 二零一零年五月七日	1.64	–	–	–	–	–	From 6 May 2014 to 6 May 2015 二零一四年五月六日至二零一五年五月六日
14 March 2011 二零一一年三月十四日	2.67	–	–	–	–	–	From 13 March 2014 to 13 March 2015 二零一四年三月十三日至二零一五年三月十三日
18 August 2011 二零一一年八月十八日	1.64	–	–	–	–	–	From 17 August 2014 to 17 August 2015 二零一四年八月十七日至二零一五年八月十七日
14 March 2012 二零一二年三月十四日	2.70	–	–	–	–	–	13 March 2016 二零一六年三月十三日

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Date of grant 授予日期	Fair value of each share (Note 1) 每股股份之公允值（附註1） HK$ 港元	1 January 2018 於二零一八年一月一日	Number of shares 股份數目			31 December 2018 於二零一八年十二月三十一日	Vesting period 歸屬期
			Granted during the year 於年內授出	Vested during the year 於年內歸屬	Lapsed during the year 於年內失效		
17 August 2012 二零一二年八月十七日	3.08	–	–	–	–	–	From 16 August 2015 to 16 August 2017 二零一五年八月十六日至二零一七年八月十六日
21 December 2012 二零一二年十二月二十一日	5.12	–	–	–	–	–	20 December 2016 二零一六年十二月二十日
9 March 2013 二零一三年三月九日	8.10	–	–	–	–	–	8 March 2017 二零一七年三月八日
13 August 2013 二零一三年八月十三日	8.69	–	–	–	–	–	From 12 August 2016 to 12 August 2017 二零一六年八月十二日至二零一七年八月十二日
22 October 2013 二零一三年十月二十二日	7.79	–	–	–	–	–	21 October 2017 二零一七年十月二十一日
11 March 2014 二零一四年三月十一日	7.19	852,125	–	(767,125)	(85,000)	–	10 March 2018 二零一八年三月十日
15 August 2014 二零一四年八月十五日	9.74	880,600	–	(850,600)	(30,000)	–	From 14 August 2017 to 14 August 2018 二零一七年八月十四日至二零一八年八月十四日
21 October 2014 二零一四年十月二十一日	12.46	55,000	–	(55,000)	–	–	20 October 2018 二零一八年十月二十日
9 March 2015 二零一五年三月九日	14.30	523,000	–	(261,500)	–	261,500	8 March 2019 二零一九年三月八日
26 May 2015 二零一五年五月二十六日	17.28	–	–	–	–	–	25 May 2017 二零一七年五月二十五日
24 August 2015 二零一五年八月二十四日	12.26	780,500	–	(390,250)	–	390,250	23 August 2019 二零一九年八月二十三日
15 November 2015 二零一五年十一月十五日	17.76	189,005	–	(185,929)	(3,076)	–	From 14 November 2017 to 14 November 2018 二零一七年十一月十四日至二零一八年十一月十四日
15 April 2016 二零一六年四月十五日	24.25	1,007,750	–	(1,004,181)	(3,569)	–	14 April 2018 二零一八年四月十四日

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Date of grant 授予日期	Fair value of each share (Note 1) 每股股份之公允值(附註1) HK$ 港元	1 January 2018 於二零一八年一月一日	Number of shares 股份數目 Granted during the year 於年內授出	Vested during the year 於年內歸屬	Lapsed during the year 於年內失效	31 December 2018 於二零一八年十二月三十一日	Vesting period 歸屬期
15 November 2016 二零一六年十一月十五日	37.45	361,056	–	(242,218)	(20,703)	98,135	From 14 November 2018 to 14 November 2019 二零一八年十一月十四日至二零一九年十一月十四日
18 April 2017 二零一七年四月十八日	55.20	1,065,459	–	(529,160)	(23,281)	513,018	17 April 2019 二零一九年四月十七日
30 June 2017 二零一七年六月三十日	70.00	203,994	–	(67,248)	(8,286)	128,460	29 June 2020 二零二零年六月二十九日
15 November 2017 二零一七年十一月十五日	140.10	142,666	–	(68,316)	(9,714)	64,636	14 November 2019 二零一九年十一月十四日
16 April 2018 二零一八年四月十六日	156.00	–	530,440	–	(19,160)	511,280	15 April 2020 二零二零年四月十五日
3 July 2018 二零一八年七月三日	144.30	–	178,315	–	(4,583)	173,732	From 2 July 2020 to 2 July 2021 二零二零年七月二日至二零二一年七月二日
15 November 2018 二零一八年十一月十五日	75.85	–	376,460	–	(4,450)	372,010	14 November 2020 二零二零年十一月十四日
		6,061,155	1,085,215	(4,421,527)	(211,822)	2,513,021	

Notes:

(1) The fair value of the shares was calculated based on the closing price per share on the date of grant.

(2) According to the Group's internal policy, the shares which have been granted to the employees (to be promoted later) but not yet vested, will remain unvested during the promotion year and be carried forward to the next year after promotion.

Save as disclosed above, at no time during the period was the Company or its subsidiaries a party to any arrangement to enable the Directors or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other corporation.

附註：

(1) 股份的公允值乃根據於授予日期每股股份的收市價計算。

(2) 根據本集團的內部政策，已授予僱員(其後獲晉升)但尚未歸屬的股份，將於晉升年度保持尚未歸屬，並將結轉至其晉升後的下一年度。

除上文所披露者外，本公司或其附屬公司於期內並無訂立任何安排，使董事或彼等各自的配偶或未滿18歲的子女可透過收購本公司或任何其他法團的股份或債券而獲取利益。

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PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company is empowered by the applicable Cayman Islands Companies Law and the Articles of the Association to repurchase its own shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable regulations imposed from time to time by the Stock Exchange. The Company repurchased a total of 150,300 shares on the market during the year ended 31 December 2018 and all such repurchased shares were cancelled. The Directors believed that repurchase of share shall enhance the net value of the Group and its assets and/or earnings per share. Details of share repurchases by the Company are set out below:

購買、出售或贖回本公司股份

根據適用的開曼群島公司法和章程細則，本公司可在若干限制下購回其本身股份，惟董事會僅可代表本公司行使該項權力時，必須符合聯交所不時實施的任何適用規定。於截至二零一八年十二月三十一日止年度，本公司自市場購回共150,300股股份。所有該等購回股份已被註銷。董事相信購回股份將有助於提高本集團及其資產及／或其每股盈利之價值淨額。本公司股份購回的詳情載列如下：

Month of repurchase 購回月份	Number of share repurchased 購回股份數目	Highest price per share 每股最高價格 (HK$) （港元）	Lowest price per share 每股最低價格 (HK$) （港元）	Total purchase price 總購買價 (HK$) （港元）
August 2018 二零一八年八月	150,300	84.00	83.30	12,576,170
	150,300			12,576,170

Save for the above disclosures, none of the Company or any of its subsidiaries (except purchased by a trustee of the Restricted Share Award Scheme) has purchased, sold, redeemed or cancelled listed shares of the Company.

除上文所披露者外，本公司或其任何附屬公司（受限制股份獎勵計劃受託人所購買除外）概無購買、出售、贖回或撤銷本公司的上市股份。

Directors' Report
董事會報告

DIRECTORS' INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in the section "Connected transactions" of this report below, no significant contract, to which the Company, its holding company, its controlling shareholder, fellow subsidiaries or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於重大合約權益

除本報告下文「關連交易」一節所披露者外，本公司、其控股公司、控股股東、同系附屬公司或附屬公司概無於本年年底或年內任何時間訂立仍然有效而董事於其中（不論直接或間接）擁有重大利益的重大合約。

MANAGEMENT CONTRACT

No management contract in force during the year for the management and administration of the whole or any substantial part of the Group's business subsisted at the end of the year or at any time during the year.

管理合約

並無有關管理及經營本集團全部業務或任何重大業務部分且於本年年底或年內任何時間仍然生效的現行管理合約。

DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' EQUITIES

As at 31 December 2018, so far as the Directors are aware of, the following persons or institutions have beneficial interests or short positions in any shares or 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, Cap 571 of the Laws of Hong Kong, or who is directly and/or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

主要股東權益披露

於二零一八年十二月三十一日，就董事所知，下列人士或機構擁有根據香港法例第571章證券及期貨條例第XV部第2及3分部規定須向本公司披露的任何本公司股份或相關股份中的實益權益或淡倉，或直接及／或間接擁有可於任何情況下在本集團任何其他成員公司股東大會投票的任何類別股本面值10%或以上權益：

Directors' Report
董事會報告

Name 名稱	Long/short/ lending pool position 好倉／淡倉／可供借出的股份	Type of interest 權益類別	Number of Share 股份數目	Approximate percentage of shareholding 持股概約百分比
Sun Xu Limited ("**Sun Xu**") 舜旭有限公司（「**舜旭**」）	Long position 好倉	Beneficial owner 實益擁有人	389,091,927	35.47%
Sun Ji Limited ("**Sun Ji**") 舜基有限公司（「**舜基**」）	Long position 好倉	Interest in a controlled corporation (Note 1) 受控法團權益（附註1）	389,091,927	35.47%
Mr. Wang Wenjian 王文鑒先生	Long position 好倉	Beneficial owner (Note 2) 實益擁有人（附註2）	81,609	0.01%
	Long position 好倉	Beneficiary and Founder of a trust (Note 3) 信託受益人及成立人（附註3）	33,664,133	3.07%
	Long position 好倉	Trustee and Beneficiary of a trust (Note 4) 信託受託人兼受益人（附註4）	389,091,927	35.47%
TMF Trust (HK) Limited 達盟信託服務（香港）有限公司	Long position 好倉	Trustee of a trust (Note 5) 信託受託人（附註5）	389,091,927	35.47%
Mr. Ye Liaoning 葉遼寧先生	Long position 好倉	Beneficial owner (Note 6) 實益擁有人（附註6）	2,216,277	0.20%
	Long position 好倉	Beneficiary of a trust (Note 7) 信託受益人（附註7）	389,091,927	35.47%
Mr. Sun Yang 孫泱先生	Long position 好倉	Beneficial owner (Note 8) 實益擁有人（附註8）	56,277	0.01%
	Long position 好倉	Trustee of a trust (Note 9) 信託受益人（附註9）	389,091,927	35.47%
Mr. Wang Wenjie 王文杰先生	Long position 好倉	Beneficial owner (Note 10) 實益擁有人（附註10）	1,495,431	0.14%
	Long position 好倉	Trustee of a trust (Note 11) 信託受益人（附註11）	389,091,927	35.47%

Directors' Report
董事會報告

Notes:

(1) As Sun Ji owns more than one-third of the voting power of general meetings of Sun Xu, Sun Ji is deemed to be interested in the 389,091,927 shares held by Sun Xu under the provisions of SFO.

(2) Mr. Wang Wenjian is taken to be interested as a grantee of 81,609 shares granted under the Restricted Share Award Scheme.

(3) Mr. Wang Wenjian is the beneficiary and founder of Sun Guang Trust*. Sun Guang Trust* is the trust of the entire issued share capital of Sun Guang, which owns 3.07% of the issued share capital of the Company. Accordingly, Mr. Wang Wenjian is deemed to be interested in 33,664,133 shares held by Sun Guang under the SFO.

(4) Mr. Wang Wenjian is one of the two trustees (together with TMF Trust (HK) Limited) and one of the beneficiaries of the Sunny Group Employee Offshore Trust, under which he is entitled to 1.72% of the beneficial interest. The Sunny Group Employee Offshore Trust is a trust on the entire issued share capital of Sun Ji, which owned 100.00% equity interest in Sun Xu, which in turn owns 35.47% of the issued share capital of the Company. Accordingly, Mr. Wang Wenjian is deemed to be interested in 389,091,927 shares held by Sun Xu under the SFO.

(5) As TMF Trust (HK) Limited is one of the two trustees (together with Mr. Wang Wenjian) of the Sunny Group Employee Offshore Trust, TMF Trust (HK) Limited is deemed to be interested in the 389,091,927 shares held by Sun Xu under the provisions of SFO.

(6) Mr. Ye Liaoning is taken to be interested as a grantee of 2,216,277 shares granted under the Restricted Share Award Scheme.

(7) Mr. Ye Liaoning is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 7.88% of the beneficial interest. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Ye Liaoning is deemed to be interested in 389,091,927 shares under the SFO.

(8) Mr. Sun Yang is taken to be interested as a grantee of 56,277 shares granted under the Restricted Share Award Scheme.

附註：

(1) 由於舜基持有超過三分之一的舜旭股東大會投票權，因此根據《證券及期貨條例》，舜基被視為於舜旭所持389,091,927股股份中擁有權益。

(2) 王文鑒先生作為承授人被視為於根據受限制股份獎勵計劃授出的81,609股股份中擁有權益。

(3) 王文鑒先生為舜光信託*的受益人及成立人。舜光信託*為舜光全部已發行股本的信託，而舜光擁有本公司已發行股本3.07%。因此，根據《證券及期貨條例》，王文鑒先生被視為於舜光所持33,664,133股股份中擁有權益。

(4) 王文鑒先生連同達盟信託服務（香港）有限公司為舜宇集團僱員海外信託的兩位受託人其中之一，兼為該信託之受益人之一，實益擁有當中1.72%權益。舜宇集團僱員海外信託為舜基全部已發行股本的信託，而舜基持有舜旭100.00%股權，而舜旭擁有本公司已發行股本35.47%。因此，根據《證券及期貨條例》，王文鑒先生被視為於舜旭所持389,091,927股股份中擁有權益。

(5) 由於達盟信託服務（香港）有限公司連同王文鑒先生為舜宇集團僱員海外信託的兩位受託人其中之一，故此根據《證券及期貨條例》，達盟信託服務（香港）有限公司被視為於舜旭所持389,091,927股股份中擁有權益。

(6) 葉遼寧先生作為承授人被視為於根據受限制股份獎勵計劃授出的2,216,277股股份中擁有權益。

(7) 葉遼寧先生為舜宇集團僱員海外信託的受益人，實益擁有當中7.88%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，葉遼寧先生被視為於389,091,927股股份中擁有權益。

(8) 孫泱先生作為承授人被視為於根據受限制股份獎勵計劃授出的56,277股股份中擁有權益。

(9) Mr. Sun Yang is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 1.49% of the beneficial interests. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Sun Yang is deemed to be interested in 389,091,927 shares under the SFO.

(10) Mr. Wang Wenjie is taken to be interested as a grantee of 1,495,431 shares granted under the Restricted Share Award Scheme.

(11) Mr. Wang Wenjie is a beneficiary under the Sunny Group Employee Offshore Trust, under which he is entitled to 4.99% of the beneficial interests. As a beneficiary of the trust, he is deemed to be interested in all the equity interest that Sunny Group Employee Offshore Trust owns under the SFO. Sun Ji owns 100.00% equity interest in Sun Xu, which in turn owns 389,091,927 shares of the Company. As a controlling shareholder, Sun Ji is deemed to be interested in all the shares that Sun Xu owns under the SFO. Accordingly, Mr. Wang Wenjie is deemed to be interested in 389,091,927 shares under the SFO.

* The Chinese translation of Sun Guang Trust ("**舜光信託**") is for identification purpose only

Save as disclosed above, as of 31 December 2018, none of the shareholders of the Company had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

(9) 孫泱先生為舜宇集團僱員海外信託的受益人，實益擁有當中1.49%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，孫泱先生被視為於389,091,927股股份中擁有權益。

(10) 王文杰先生作為承授人被視為於根據受限制股份獎勵計劃授出的1,495,431股股份中擁有權益。

(11) 王文杰先生為舜宇集團僱員海外信託的受益人，實益擁有當中4.99%權益。根據《證券及期貨條例》，彼作為信託受益人，被視為於舜宇集團僱員海外信託所持全部股權中擁有權益。舜基擁有舜旭100.00%股權，而舜旭擁有389,091,927股本公司股份。因此，根據《證券及期貨條例》，舜基作為控股股東被視為於舜旭所擁有的全部股份中擁有權益。因此，根據《證券及期貨條例》，王文杰先生被視為於389,091,927股股份中擁有權益。

* Sun Guang Trust的中文翻譯(「**舜光信託**」)僅供識別之用

除上文所披露者外，截至二零一八年十二月三十一日，根據證券及期貨條例第336條須存置的登記冊所記錄，本公司概無任何股東於本公司股份或相關股份中擁有任何權益或淡倉。

Directors' Report
董事會報告

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

委任獨立非執行董事

本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定而發出有關其獨立性之年度確認書，本公司認為全體獨立非執行董事均為獨立人士。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

As disclosed under Note 42 to the consolidated financial statements, none of the related party transactions entered into by the Company during the year ended 31 December 2018 constituted a connected transaction or continuing connected transaction under the Listing Rules. For the year ended 31 December 2018, the Company has not entered into any connected transaction or continuing connected transaction.

關連交易及持續關聯交易

如綜合財務報表附註42所披露，本公司於截至二零一八年十二月三十一日止年度訂立的關連人士交易並無構成上市規則項下的關連交易或持續關連交易。於截至二零一八年十二月三十一日止年度，本公司並未訂立任何關連交易或持續關連交易。

INTERESTS IN COMPETITORS

No Directors or chief executive of the Company holds any interests in entities which compete with the Group in any aspects of its business.

擁有競爭對手的權益

概無董事或本公司主要行政人員擁有與本集團任何業務競爭的公司任何權益。

EMOLUMENT POLICY

The Group's emolument policy is designed to attract, retain and motivate talented individuals to contribute to the success of its business. The emolument policy of the employees of the Group is formulated and reviewed by the Remuneration Committee on the basis of their merit, qualifications and competence.

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

薪酬政策

本集團之薪酬政策旨在吸引、挽留及鼓勵有才之士為本集團業務之成功作出貢獻。本集團僱員之薪酬政策乃由薪酬委員會按彼等之功績、資歷及勝任能力而制定及檢討。

本公司董事之薪酬乃由薪酬委員會視乎本集團之經營業績、個人表現及可比較的市場統計數據而決定。

Directors' Report
董事會報告

The Group operates a mandatory provident fund ("**MPF**") scheme under rules and regulations of MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF scheme. Contributions are made based on a percentage of the employees' salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2018.

本集團根據強制性公積金(「**強積金**」)計劃條例之規則及規例為其所有香港僱員設立一項強積金計劃。本集團所有於香港的僱員均須加入強積金計劃。供款按僱員薪金的某一百分比作出，並根據強積金計劃之規則於應予支付時在綜合收益表扣除。強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。於二零一八年十二月三十一日，並無沒收之供款以供來年扣減應付供款。

The Group's subsidiaries in the PRC, in compliance with the applicable regulations of the PRC, participate in a state-managed retirement benefits scheme operated by the local government. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement benefits scheme. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions.

本集團於中國之附屬公司遵照中國之適用規則，參與一項國家管理且由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比向退休福利計劃供款。本集團就退休福利計劃之唯一責任為作出指定供款。

During the year, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at designated rates according to the rules of the schemes.

本年度，本集團向計劃供款總額及於綜合收益表扣除之成本，代表本集團根據計劃規則按指定比率向計劃應付之供款數額。

PRE-EMPTIVE RIGHTS

優先購買權

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

根據本公司章程細則或開曼群島法例，並無優先購買權條文要求本公司向現有股東按比例提呈發售新股份。

SUFFICIENCY OF PUBLIC FLOAT

足夠公眾持股量

Based on information that is publicly available to the Company and within knowledge of its Directors at the latest practicable date prior to the issue of this annual report, the Company has maintained a sufficient public float throughout the year ended 31 December 2018.

基於於刊發本年報前之最近適用日期本公司可獲得之公開資訊及就董事所知，本公司截至二零一八年十二月三十一日止年度一直維持足夠之公眾持股量。

Directors' Report
董事會報告

POST BALANCE SHEET EVENTS

Details of significant events occurring after the balance sheet date are set out in Note 45 to the consolidated financial statements.

AUDITORS

A resolution will be proposed at the AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

By order of the Board of Directors
Ye Liaoning
Chairman and Executive Director

Hong Kong
19 March 2019

結算日後事項

於結算日後發生之重大事項之詳情，載於綜合財務報表附註45。

核數師

股東週年大會上將提呈一項決議案，續聘德勤•關黃陳方會計師行為本公司核數師。

承董事會命
主席及執行董事
葉遼寧

香港
二零一九年三月十九日

Independent Auditor's Report
獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF
SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Sunny Optical Technology (Group) Company Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 147 to 302, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

致
舜宇光學科技（集團）有限公司全體股東
（於開曼群島註冊成立的有限公司）

意見

我們已審核載於第147至302頁舜宇光學科技（集團）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，包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的《香港財務報告準則》（「《香港財務報告準則》」）真實公允地反映　貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露要求妥為編製。

意見的基礎

我們根據香港會計師公會頒佈的香港核數準則（「香港核數準則」）進行審核工作。根據該等準則，我們的責任於本報告「核數師就審核綜合財務報表的責任」一節中進一步詳述。根據香港會計師公會頒佈的《專業會計師道德守則》（「《守則》」），我們獨立於　貴集團，並已遵循該《守則》履行其他道德責任。我們認為，我們所獲得的審核憑證屬充分及恰當，可為我們的意見提供基準。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。我們在審核綜合財務報表及就此形成意見時處理該等事項，而不會就該等事項單獨發表意見。

Independent Auditor's Report
獨立核數師報告

Key audit matter 關鍵審核事項	**How our audit addressed the key audit matter** 核數師如何處理關鍵審核事項
Impairment assessment of trade receivables 貿易應收款項的減值評估	
We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit loss ("ECL") of the Group's trade receivables at the end of the reporting period. 基於貿易應收款項對 貴集團合併財務狀況的重要性，以及在報告期末評估 貴集團貿易應收款項的預期信貸損失(「預期信貸損失」)時涉及主觀判斷和管理層估計的緣故，我們將貿易應收款項的減值評估確定為一項關鍵審計事項。 As at 31 December 2018, the Group's net trade receivables amounting to RMB5,085,128,000, which represented approximately 22% of total assets of the Group. Details of trade receivables are set out in Note 27 to the consolidated financial statements. 於二零一八年十二月三十一日， 貴集團的貿易應收款項淨額為人民幣5,085,128,000元，約佔 貴集團總資產的22%。貿易應收款項的詳情載於綜合財務報表附註27。 As disclosed in Note 37(b) to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables based on provision matrix through grouping of various debtors that have similar loss patterns. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. In addition, trade receivables that are credit impaired are assessed for ECL individually. 如綜合財務報表附註37(b)所披露， 貴集團管理層通過對具有類似損失模式的各種債務人進行分組，利用減值矩陣模型估計貿易應收款項整個存續期的預期信用損失。預估的損失率估計損失率乃基於 貴集團歷史觀察到的違約率，並根據前瞻性資訊進行調整。另外，對於信貸減值的貿易應收款項個別評估其預期信貸虧損。	Our procedures in relation to impairment assessment of trade receivables included: 我們對貿易應收款項的減值評估的相關程式如下： • Understanding and testing the design, implementation and operating effectiveness of the management's key internal controls relating to credit control, debt collection and providing allowance under ECL model; • 瞭解並測試與信用控制、債務回收及預期信貸虧損模式下的撥備相關的管理層關鍵內部控制的設計、執行及經營有效性； • Testing the integrity of information used by management to develop the provision matrix, including trade receivables ageing analysis as at 1 January 2018 and 31 December 2018, on a sample basis, by comparing individual items in the analysis with supporting documents; • 測試管理層用於建立減值矩陣模型所使用到的資訊的完整性，包括通過分析比較單個專案相關的支持檔，對二零一八年一月一日及二零一八年十二月三十一的貿易應收款項進行賬齡分析抽樣測試； • Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 1 January 2018 and 31 December 2018, including their identification of credit impaired trade receivables, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information); and • 質疑管理層在確定二零一八年一月一日及二零一八年十二月三十一日的貿易應收款項預期信用損失的依據和判斷，包括管理層對信用減值的貿易應收款項的識別，對其他貿易應收款項在減值矩陣模型中分出不同組別的合理性，以及矩陣中各組適用的預計損失率的依據(參考歷史違約率和前瞻性資訊)；及 • Evaluating the disclosures regarding the impairment assessment of trade receivables in Notes 2, 27 and 37(b) to the consolidated financial statements. • 評估綜合財務報表附註2、27和37(b)中有關貿易應收款項減值評估的披露。

Independent Auditor's Report
獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

其他資料

貴公司董事負責其他資料。其他資料包括年報中載列的資料，但不包括綜合財務報表及核數師報告。

我們就綜合財務報表的意見並未包含其他資料且我們並不就其他資料表達任何形式的確定性結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，並在閱讀過程中考慮其他資料是否與綜合財務報表或我們於審計中得知的情況存在重大不符，或者似乎有重大錯誤陳述。倘基於我們所作工作，我們斷定倘其他資料存在重大錯誤陳述，則我們須匯報該事實。就此而言，我們並無須匯報的內容。

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

董事責任及綜合財務報表負責管治人員的責任

貴公司董事負責遵照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之披露規定編製呈列真實及公允意見的綜合財務報表，以及董事認定為必要的內部監控，使綜合財務報表的編製並無由於欺詐或錯誤導致的重大錯誤陳述。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，披露有關持續經營事項(如適用)及採用持續經營會計基準，除非董事擬對 貴集團進行清算或終止經營，或別無他法而只能如此。

負責管治的人士負責監督 貴集團財務報告程序。

Independent Auditor's Report
獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師審計綜合財務報表的責任

我們的目的為就綜合財務報表總體上是否不存在重大錯誤陳述（不論其由欺詐或錯誤引起）提供合理保證，並按照我們協定的委聘條款向　閣下（作為一個團體）發出一份包括我們的意見在內的核數師報告，除此之外，並無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。儘管合理保證為高層次保證，但並不能保證根據香港會計準則實施的審計總能檢查出實際存在的重大錯誤陳述。重大錯誤陳述可由欺詐或錯誤引起，且倘合理預期該錯誤陳述（個別或整體）影響綜合財務報表使用者的經濟決策，則被視為重大錯誤陳述。

作為根據香港會計準則進行審計的一部分，我們於整個審計過程中作出專業判斷並保持專業的懷疑態度。我們亦：

- 識別及評估綜合財務報表的重大錯誤陳述的風險（不論其由欺詐或錯誤引起），設計及實施審計程序以應對該等風險，並取得充分及恰當的審計憑證作為我們意見的依據。未能發現欺詐所導致的重大錯誤陳述的風險大於由於錯誤引起重大錯誤陳述的風險，原因是欺詐可能會涉及勾結、偽造、故意遺漏、不實陳述或凌駕於內部控制之上。

- 了解與審計相關的內部控制以設計恰當的審計程序，但並非為了就　貴集團內部控制的有效性表達意見。

- 評估董事所用會計政策的恰當性及所作會計估計及有關披露的合理性。

Independent Auditor's Report
獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 就董事使用持續經營會計基準的恰當性進行斷定，並依據所取得的審計憑證，斷定是否存在與可能會對　貴集團持續經營的能力產生重大疑問的事件或狀況有關的重大不確定因素。倘我們斷定存在重大不確定因素，則我們須於核數師報告內就綜合財務報表的相關披露提請注意，或倘該等披露不充分，則修訂我們的意見。我們的斷定乃基於直至我們的核數師報告日期所取得的審計憑證。然而，未來事件或狀況可能使得　貴集團終止持續經營。

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- 就綜合財務報表的整體呈列、架構及內容(包括披露)及綜合財務報表是否公平反映及呈列有關交易及事項進行評估。

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

- 就　貴集團實體或業務活動的財務資料取得充分恰當的審計憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對我們的審計意見負有完全責任。

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

我們與負責管治的人員就(其中包括)審計的計劃範圍及時間以及重大審計發現進行溝通，包括於審計期間我們所發現的內部控制中的任何重大缺陷。

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

我們亦向負責管治的人員提供表明我們已遵守有關獨立性的道德規定的聲明，並與彼等就所有被合理認為可能影響獨立性的關係及其他事項及有關保障措施(如適用)進行溝通。

Independent Auditor's Report
獨立核數師報告

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

根據與負責管治的人員進行溝通的事項，我們對當期綜合財務報表審計中屬重大而因此屬關鍵審計事項作出判定。我們於我們的核數師報告內對該等事項進行陳述，除非法律或法規不允許向公眾披露該等事項，或在極其罕有的情況下，我們認為在合理的預期內披露該等事項的負面後果大於對公眾利益帶來的好處，因而決定在我們的報告內不予披露該等事項。

The engagement partner on the audit resulting in the independent auditor's report is Mr. Jacky Wong Suk Hung.

獨立核數師報告的審計委聘合夥人為黃淑雄先生。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

德勤 • 關黃陳方會計師行
執業會計師
香港

19 March 2019

二零一九年三月十九日

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

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

	NOTES 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Revenue 收入	5, 6	**25,931,852**	22,366,252
Cost of sales 銷售成本		**(21,018,737)**	(17,563,489)
Gross profit 毛利		**4,913,115**	4,802,763
Other income 其他收益	7(a)	**467,024**	206,387
Other gains and losses 其他收益及虧損	7(b)	**(292,979)**	93,296
Impairment losses, net of reversal 減值虧損，扣除撥回		**(3,851)**	42,901
Selling and distribution expenses 銷售及分銷開支		**(209,872)**	(205,052)
Research and development expenditure 研發開支		**(1,362,345)**	(1,168,157)
Administrative expenses 行政開支		**(433,894)**	(388,922)
Share of results of associates 分佔聯營公司的業績	19	**(23,787)**	(16,096)
Finance costs 融資成本	8	**(202,137)**	(48,801)
Profit before tax 除税前溢利		**2,851,274**	3,318,319
Income tax expense 所得税開支	9	**(338,595)**	(404,205)
Profit for the year 年內溢利	11	**2,512,679**	2,914,114
Other comprehensive (expense) income 其他全面（開支）收益			
Item that will not be reclassified to profit or loss:			
不會重新分類至損益的項目：			
Fair value loss on investments in equity instruments at fair value through other comprehensive income 按公允值計入其他全面收益的權益工具投資的公允值虧損		**(54,065)**	–
Item that may be reclassified subsequent to profit or loss:			
其後可重新分類至損益的項目：			
Exchange differences arising on translation from foreign operations 換算海外業務所產生的匯兑差額		**2,137**	(2,199)
Other comprehensive expense for the year 年內其他全面開支		**(51,928)**	(2,199)
Total comprehensive income for the year 年內全面收益總額		**2,460,751**	2,911,915
Profit for the year attributable to: 應佔年內溢利：			
Owners of the Company 本公司股東		**2,490,872**	2,901,554
Non-controlling interests 非控股權益		**21,807**	12,560
		2,512,679	2,914,114
Total comprehensive income attributed to: 應佔全面收益總額：			
Owners of the Company 本公司股東		**2,438,083**	2,899,926
Non-controlling interests 非控股權益		**22,668**	11,989
		2,460,751	2,911,915
Earnings per share – Basic (RMB cents) 每股盈利－基本（人民幣 分）	13	**227.92**	266.76
– Diluted (RMB cents) －攤薄（人民幣 分）	13	**227.25**	265.61

Consolidated Statement of Financial Position
綜合財務狀況表

AT 31 DECEMBER 2018 於二零一八年十二月三十一日

	NOTES 附註	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
NON-CURRENT ASSETS 非流動資產			
Property, plant and equipment 物業、機器及設備	15	**4,522,741**	2,585,922
Prepaid lease payments 預付租金	16	**213,823**	162,928
Investment properties 投資物業	17	**49,689**	54,080
Intangible assets 無形資產	18	**348,821**	392,424
Interests in associates 於聯營公司的權益	19	**100,808**	124,595
Deferred tax assets 遞延稅項資產	20	**42,599**	40,435
Deposits paid for acquisition of property, plant and equipment 就收購物業、機器及設備已支付的按金	21	**401,342**	594,992
Available-for-sale investments 可供出售投資	22	**–**	129,373
Equity instruments at fair value through other comprehensive income ("FVTOCI") 按公允值計入其他全面收益（「按公允值計入其他全面收益」）的權益工具	23	**106,583**	–
Debt instruments at amortised cost 按攤銷成本計量的債務工具	24	**54,479**	–
Financial assets at fair value through profit or loss ("FVTPL") 按公允值計入損益（「按公允值計入損益」）的金融資產	25	**235,085**	–
Deposits paid for acquisition of land use rights 就收購土地使用權已支付的按金		**–**	3,823
Derivative financial assets 衍生金融資產	29	**7,799**	2,283
		6,083,769	4,090,855
CURRENT ASSETS 流動資產			
Inventories 存貨	26	**3,073,922**	2,621,844
Trade and other receivables and prepayment 貿易及其他應收款項及預付款項	27	**6,231,486**	5,665,689
Prepaid lease payments 預付租金	16	**5,581**	4,515
Tax recoverable 可收回稅項		**111,863**	–
Derivative financial assets 衍生金融資產	29	**38,986**	1,092
Financial assets at fair value through profit or loss 按公允值計入損益的金融資產	25	**4,759,582**	1,952,340
Debt instruments at amortised cost 按攤銷成本計量的債務工具	24	**54,915**	–
Amounts due from a related party 應收關連人士款項	42(c)	**3,032**	2,810
Pledged bank deposits 已抵押銀行存款	28	**214,708**	140,288
Short term fixed deposits 短期定期存款	28	**20,000**	20,000
Bank balances and cash 銀行結餘及現金	28	**2,254,299**	1,226,877
		16,768,374	11,635,455

Consolidated Statement of Financial Position
綜合財務狀況表

AT 31 DECEMBER 2018 於二零一八年十二月三十一日

	NOTES 附註	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
CURRENT LIABILITIES 流動負債			
Trade and other payables 貿易及其他應付款項	30	**7,063,861**	6,182,802
Amounts due to related parties 應付關連人士款項	42(c)	**8,978**	4,087
Derivative financial liabilities 衍生金融負債	29	**741**	30,438
Tax payable 應付稅項		**–**	101,494
Bank borrowings 銀行借貸	32	**1,482,405**	1,347,881
Contract liabilities 合約負債	31	**110,281**	–
Deferred income – current portion 遞延收入－即期部分	33	**11,175**	38,788
		8,677,441	7,705,490
NET CURRENT ASSETS 流動資產淨值		**8,090,933**	3,929,965
TOTAL ASSETS LESS CURRENT LIABILITIES 總資產減流動負債		**14,174,702**	8,020,820
NON-CURRENT LIABILITIES 非流動負債			
Deferred tax liabilities 遞延稅項負債	20	**403,328**	106,895
Derivative financial liabilities 衍生金融負債	29	**2,682**	2,597
Long term payables 長期應付款項	30	**330,452**	347,294
Deferred income – non-current portion 遞延收入－非即期部分	33	**70,113**	44,825
Bonds payable 應付債券	34	**4,079,983**	–
		4,886,558	501,611
NET ASSETS 資產淨值		**9,288,144**	7,519,209
CAPITAL AND RESERVES 股本及儲備			
Share capital 股本	35	**105,163**	105,177
Reserves 儲備		**9,128,934**	7,383,342
Equity attributable to owners of the Company 本公司股東應佔權益		**9,234,097**	7,488,519
Non-controlling interests 非控股權益		**54,047**	30,690
TOTAL EQUITY 權益總額		**9,288,144**	7,519,209

The consolidated financial statements on pages 147 to 302 were approved and authorised for issue by the Board of Directors on 19 March 2019 and are signed on its behalf by:

載於第147至第302頁之綜合財務報表經董事會於二零一九年三月十九日批准及授權刊發，並由下列董事代表簽署：

Mr. YE Liaoning
葉遼寧先生
CHAIRMAN
主席

Mr. SUN Yang
孫泱先生
DIRECTOR
董事

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

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

	Attributable to owners of the Company 本公司股東應佔													
	Shares capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Special reserve 特別儲備 RMB'000 人民幣千元	Statutory surplus reserve 法定盈餘儲備 RMB'000 人民幣千元 (Note a) (附註a)	Discretionary surplus reserve 酌情盈餘儲備 RMB'000 人民幣千元 (Note a) (附註a)	Other reserves 其他儲備 RMB'000 人民幣千元 (Note b) (附註b)	Shares held under share award scheme 根據股份獎勵計劃持有的股份 RMB'000 人民幣千元	Shares award scheme reserve 股份獎勵計劃儲備 RMB'000 人民幣千元	FVTOCI reserve 按公允值計入其他全面收益列賬的儲備 RMB'000 人民幣千元 (Note c) (附註c)	Translation reserve 換算儲備 RMB'000 人民幣千元	Retained profits 保留盈利 RMB'000 人民幣千元	Sub-Total 小計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017 於二零一七年一月一日	105,177	481,823	149,800	31,003	916	278,679	(151,620)	44,957	–	5,749	3,948,771	4,895,255	18,087	4,913,342
Profit for the year 年內溢利	–	–	–	–	–	–	–		–	–	2,901,554	2,901,554	12,560	2,914,114
Exchange differences arising on translation from foreign operations 換算海外業務時產生的匯兑差額	–	–	–	–	–	–	–	–	–	(1,628)	–	(1,628)	(571)	(2,199)
Total comprehensive (expense) income for the year 年內全面(開支)收益總額	–	–	–	–	–	–	–	–	–	(1,628)	2,901,554	2,899,926	11,989	2,911,915
Purchase of shares under share award scheme 根據股份獎勵計劃購買股份	–	–	–	–	–	–	(80,518)	–	–	–	–	(80,518)	–	(80,518)
Recognition of equity-settled share-based payments 確認以權益結算股份支付的款項	–	–	–	–	–	–	–	89,158	–	–	–	89,158	–	89,158
Shares vested under share award scheme 根據股份獎勵計劃歸屬的股份	–	–	–	–	–	–	87,255	(84,177)	–	–	(3,078)	–	–	–
Capital contribution from non-controlling interests 非控股權益的注資	–	–	–	–	–	–	–	–	–	–	–	–	614	614
Dividends paid (Note 12) 已付股息(附註12)	–	(318,130)	–	–	–	–	–	–	–	–	–	(318,130)	–	(318,130)
Dividends received under share award scheme 根據股份獎勵計劃收取的股息	–	2,828	–	–	–	–	–	–	–	–	–	2,828	–	2,828
Appropriation 轉撥	–	–	–	–	–	50,088	–	–	–	–	(50,088)	–	–	–
At 31 December 2017 於二零一七年十二月三十一日	105,177	166,521	149,800	31,003	916	328,767	(144,883)	49,938	–	4,121	6,797,159	7,488,519	30,690	7,519,209
Remeasurement of allowance subject to expected credit losses (Note 2) 根據預期信貸虧損重新計量撥備(附註2)	–	–	–	–	–	–	–	–	–	–	(1,966)	(1,966)	–	(1,966)
Revaluation reserve (Note 2) 重估儲備(附註2)	–	–	–	–	–	–	–	–	35,218	–	–	35,218	–	35,218
At 1 January 2018 (restated) 於二零一八年一月一日(經重列)	105,177	166,521	149,800	31,003	916	328,767	(144,883)	49,938	35,218	4,121	6,795,193	7,521,771	30,690	7,552,461
Profit for the year 年內溢利	–	–	–	–	–	–	–	–	–	–	2,490,872	2,490,872	21,807	2,512,679
Other comprehensive (expense) income for the year 年內其他全面(開支)收益	–	–	–	–	–	–	–	–	(54,065)	1,276	–	(52,789)	861	(51,928)
Total comprehensive (expense) income for the year 年內全面(開支)收益總額	–	–	–	–	–	–	–	–	(54,065)	1,276	2,490,872	2,438,083	22,668	2,460,751
Purchase of shares under share award scheme 根據股份獎勵計劃購買股份	–	–	–	–	–	–	(78,272)	–	–	–	–	(78,272)	–	(78,272)
Recognition of equity-settled share-based payments 確認以權益結算股份支付的款項	–	–	–	–	–	–	–	93,132	–	–	–	93,132	–	93,132
Shares vested under share award scheme 根據股份獎勵計劃歸屬的股份	–	–	–	–	–	–	91,058	(88,178)	–	–	(2,880)	–	–	–
Disposal of subsidiaries (Note 10) 出售附屬公司(附註10)	–	–	–	–	–	–	–	–	–	–	–	–	689	689
Dividends paid (Note 12) 已付股息(附註12)	–	(155,486)	–	–	–	–	–	–	–	–	(569,631)	(725,117)	–	(725,117)
Dividends received under share award scheme 根據股份獎勵計劃收取的股息	–	2,680	–	–	–	–	–	–	–	–	–	2,680	–	2,680
Repurchase of ordinary shares 普通股回購	(14)	(11,035)	–	–	–	–	–	–	–	–	–	(11,049)	–	(11,049)
Release of general risk reserve 一般風險儲備解除	–	–	–	–	–	(7,131)	–	–	–	–	–	(7,131)	–	(7,131)
Appropriation 轉撥	–	–	–	–	–	89,080	–	–	–	–	(89,080)	–	–	–
At 31 December 2018 於二零一八年十二月三十一日	105,163	2,680	149,800	31,003	916	410,716	(132,097)	54,892	(18,847)	5,397	8,624,474	9,234,097	54,047	9,288,144

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

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

Notes:

(a) The statutory surplus reserve and discretionary surplus reserve are non-distributable and the transfer to these reserves is determined by the board of directors of subsidiaries established in the People's Republic of China (the "PRC") in accordance with the Articles of Association of the subsidiaries. Statutory surplus reserve can be used to make up for previous year's losses or convert into additional capital of the PRC subsidiaries of the Company. Discretionary surplus reserve can be used to expand the existing operations of the Company's PRC subsidiaries.

(b) Other reserves represent enterprise expansion fund and reserve fund. These reserves are non-distributable and the transfer to these reserves are determined by the board of directors of the PRC subsidiaries in accordance with the Articles of Association. Other reserves can be used to make up for previous year's losses or convert into additional capital of the Company's PRC subsidiaries.

(c) On 1 January 2018, the Group irrevocably elected to designate certain investments in equity instruments as at FVTOCI and the FVTOCI reserve is related to the gains or losses arising from the changes in fair value of the designated equity investments recognised in other comprehensive income.

附註：

(a) 法定盈餘儲備及酌情盈餘儲備不可用作分派，轉撥至該等儲備的款項須由於中華人民共和國（「中國」）成立的附屬公司的董事會根據附屬公司的章程細則釐定。法定盈餘儲備可用於彌償上年度虧損或轉撥為本公司中國附屬公司的額外資本。酌情盈餘儲備可用作擴展本公司中國附屬公司的現有業務。

(b) 其他儲備指企業擴展基金及儲備金。該等儲備不可用作分派，而轉撥至該等儲備的款項須由中國附屬公司的董事會根據章程細則釐定。其他儲備可用於彌償上年度虧損或轉撥為本公司中國附屬公司的額外資本。

(c) 於2018年1月1日，本集團不可撤銷地選擇指定按公允值計入其他全面收益的權益工具的若干投資，而按公允值計入其他全面收益的儲備與於其他全面收益內確認的指定權益投資的公允值變動所產生的收益或虧損有關。

Consolidated Statement of Cash Flows
綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
OPERATING ACTIVITIES 經營活動		
Profit before tax 除税前溢利	**2,851,274**	3,318,319
Adjustments for: 調整：		
Share of results of associates 分佔聯營公司的業績	**23,787**	16,096
Depreciation of property, plant and equipment 物業、機器及設備折舊	**771,411**	489,202
Depreciation of investment properties 投資物業折舊	**4,391**	2,023
Gain on changes in fair value of derivative financial instruments, net 衍生金融工具公允值變動的收益，淨額	**(73,022)**	(49,796)
Gain on fair value changes of financial assets at FVTPL 按公允值計入損益的金融資產公允值變動的收益	**(3,455)**	–
Release of prepaid lease payments 預付租金解除	**4,842**	4,498
Amortisation of intangible assets 無形資產攤銷	**43,603**	43,603
Allowance for inventories 存貨撥備	**60,034**	29,019
Impairment loss, net of reversal 減值虧損，撥回淨額	**3,851**	(42,901)
Loss on disposal of property, plant and equipment 出售物業、機器及設備虧損	**1,914**	639
Gain on disposal of land use right 出售土地使用權收益	**(1,798)**	–
Gain on disposal of subsidiaries 出售附屬公司收益	**(857)**	–
Gain on acquisition of a subsidiary 收購附屬公司收益	**–**	(1,308)
Expense recognised in respect of share award scheme 就股份獎勵計劃而確認的支出	**93,132**	89,158
Release of deferred income 遞延收入解除	**(43,863)**	(14,474)
Interest income from short term fixed deposits and bank balances 短期定期存款及銀行結餘利息收入	**(15,104)**	(4,209)
Interest income from pledged bank deposits 已抵押銀行存款利息收入	**(2,305)**	(1,770)
Interest income from debt instruments 債務工具利息收入	**(10,503)**	–
Investment income from unlisted financial products 來自非上市金融產品的投資收入	**(181,271)**	(68,957)
Finance costs 融資成本	**202,137**	48,801
Net foreign exchange loss 匯兑虧損淨額	**305,052**	–
Operating cash flows before movements in working capital 營運資金變動前的經營現金流量	**4,033,250**	3,857,943
(Increase) Decrease in inventories 存貨（增加）減少	**(519,925)**	177,499
Increase in trade and other receivables and prepayment 貿易及其他應收款項及預付款項增加	**(620,028)**	(1,835,010)
Increase in amounts due from a related party 應收關連人士款項增加	**(222)**	(2,128)
Increase in trade and other payables 貿易及其他應付款項增加	**847,014**	494,404
Increase in contract liabilities 合約負債增加	**34,231**	–
Increase in deferred income 遞延收入增加	**51,171**	39,926
Increase (Decrease) in amounts due to related parties 應付關連人士款項增加（減少）	**4,891**	(1,118)
Cash generated from operations 經營活動所得現金	**3,830,382**	2,731,516
Income taxes paid 已付所得税款項	**(262,490)**	(295,240)
NET CASH FROM OPERATING ACTIVITIES 經營活動所得現金淨額	**3,567,892**	2,436,276

Consolidated Statement of Cash Flows
綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
INVESTING ACTIVITIES 投資活動		
Placement of short term fixed deposits 存放短期定期存款	**(3,111,499)**	(170,287)
Withdrawal of short term fixed deposits 提取短期定期存款	**3,111,499**	309,532
Purchases of property, plant and equipment 購買物業、機器及設備	**(2,134,098)**	(1,141,790)
Purchases of intangible assets 收購無形資產	**(45,844)**	(43,754)
Acquisition of land use right 收購土地使用權	**(80,144)**	(3,464)
Placement of pledged bank deposits 存放已抵押銀行存款	**(720,656)**	(517,619)
Release of pledged bank deposits 解除已抵押銀行存款	**646,236**	478,298
Purchases of unlisted financial products 收購非上市金融產品	**(46,832,550)**	(33,428,503)
Release of unlisted financial products 解除非上市金融產品	**44,352,820**	33,503,660
Deposits paid for acquisition of property, plant and equipment 就收購物業、機器及設備已支付的按金	**(357,307)**	(576,464)
Purchase of debt instruments at FVTPL 收購按公允值計入損益的債務工具	**(149,236)**	–
Purchase of fund investments at FVTPL 收購按公允值計入損益的基金投資	**(316,965)**	–
Purchase of debt instruments at amortised cost 收購按攤銷成本計量的債務工具	**(101,079)**	–
Purchase of equity investments at FVTPL 收購按公允值計入損益的股權投資	**(20,000)**	–
Purchase of equity instruments at FVTOCI 收購按公允值計入其他全面收益的權益工具	**(28,000)**	–
Purchase of available-for-sale investments 購入可供出售投資	**–**	(77,094)
Interest and investment income received 已收利息及投資收入	**236,212**	79,834
Proceeds from disposal of property, plant and equipment 出售物業、機器及設備所得款項	**29,779**	13,388
Proceeds from disposal of land use right 出售土地使用權所得款項	**25,139**	–
Proceeds from the disposal of available-for-sale investment 出售可供出售投資所得款項	**–**	9,988
Disposal of subsidiaries 出售附屬公司	**(3,597)**	–
Acquisition of a subsidiary 收購附屬公司	**–**	(27,361)
Investment in associates 於聯營公司之投資	**–**	(94,639)
NET CASH USED IN INVESTING ACTIVITIES 投資活動所用現金淨額	**(5,499,290)**	(1,686,275)

Consolidated Statement of Cash Flows
綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
FINANCING ACTIVITIES 融資活動		
Interest paid 已付利息	**(124,517)**	(37,026)
Dividends paid 已付股息	**(725,117)**	(318,130)
New bank borrowings raised 新增銀行借貸	**1,898,175**	1,805,448
Repayment of bank borrowings 償還銀行借貸	**(1,810,381)**	(1,361,915)
Dividends received under share award scheme 根據股份獎勵計劃收取的股息	**2,680**	2,828
Purchase of shares under share award scheme 根據股份獎勵計劃購買股份	**(78,272)**	(80,518)
Proceeds from bond issuance 債券發行所得款項	**3,832,145**	–
Payment for transaction costs of issue of bond 支付債券發行的交易成本	**(26,885)**	–
Payment on repurchase of shares 股份回購款項	**(11,049)**	–
Capital contribution from non-controlling interest of a subsidiary 附屬公司非控股權益的注資	**–**	1,524
NET CASH FROM FINANCING ACTIVITIES 融資活動所得現金淨額	**2,956,779**	12,211
NET INCREASE IN CASH AND CASH EQUIVALENTS 現金及現金等值項目增加淨額	**1,025,381**	762,212
CASH AND CASH EQUIVALENTS AT 1 JANUARY 於一月一日的現金及現金等值項目	**1,226,877**	466,928
Effect of foreign exchange rate changes 匯率變動的影響	**2,041**	(2,263)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, 於十二月三十一日的現金及現金等值項目， represented by bank balances and cash 以銀行結餘及現金呈列	**2,254,299**	1,226,877

Notes to the Consolidated Financial Statements
綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

1. GENERAL

Sunny Optical Technology (Group) Company Limited (the "Company") was incorporated in the Cayman Islands on 21 September 2006 as an exempted company under the Companies Law Chapter 21 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands and its shares have been listed on the Stock Exchange of Hong Kong Limited with effect from 15 June 2007. Its ultimate holding and parent company is Sun Xu Limited, a private limited company incorporated in the British Virgin Islands. Its ultimate controlling party is Mr. Wang Wenjian, also a director of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section of the annual report.

The Company is an investment holding company. The Company and its subsidiaries (collectively "the Group") are principally engaged in the business of designing, researching and developing, manufacturing and selling of optical and optical related products and scientific instruments.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

1. 概況

舜宇光學科技(集團)有限公司(「本公司」)於二零零六年九月二十一日在開曼群島根據開曼群島公司法第21章(一九六一年第三條法例,經綜合及修訂)註冊成立為獲豁免公司,其股份自二零零七年六月十五日起在香港聯合交易所有限公司上市,最終控股及母公司為一間於英屬處女群島註冊成立的私人有限公司舜旭有限公司,而最終控股人士為王文鑒先生,亦為本公司董事。本公司註冊辦事處及主要營業地點的地址乃於年報公司資料一節披露。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事設計、研究與開發、生產及銷售光學及其相關產品與科學儀器。

綜合財務報表以人民幣(「人民幣」)呈列,人民幣亦為本公司的功能貨幣。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

HKFRS 9	*Financial Instruments*
HKFRS 15	*Revenue from Contracts with Customers and the related Amendments*
HK(IFRIC)-Int 22	*Foreign Currency Transactions and Advance Consideration*
Amendments to HKFRS 2	*Classification and Measurement of Share-based Payment Transactions*
Amendments to HKFRS 4	*Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*
Amendments to HKAS 28	*As part of the Annual Improvements to HKFRSs 2014-2016 Cycle*
Amendments to HKAS 40	*Transfers of Investment Property*

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團首次採用由香港會計師公會(「香港會計師公會」)頒佈的下列新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	*金融工具*
香港財務報告準則第15號	*客戶合約收入及相關修訂*
香港(國際財務報告詮釋委員會)－詮釋第22號	*外幣交易及預收(付)代價*
香港財務報告準則第2號(修訂本)	*股份基礎給付交易之分類及計量*
香港財務報告準則第4號(修訂本)	*採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具*
香港會計準則第28號(修訂本)	*作為二零一四年至二零一六年週期香港財務報告準則年度改進之一部分*
香港會計準則第40號(修訂本)	*投資性不動產之轉讓*

除下文所述者外，於本年度應用香港財務報告準則之新準則及修訂對本集團於目前及以往年度之財務表現及狀況及／或綜合財務報表所載之披露並無重大影響。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.1 HKFRS 15 *Revenue from Contracts with Customers*

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initial applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 *Revenue* and HKAS 11 *Construction Contracts* and the related interpretations.

The Group recognises revenue from the following major sources of sales of optical and optical-related products which arise from contracts with customers:

- Optical Components
- Optoelectronic Products
- Optical Instruments

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in Notes 5 and 3 respectively.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 香港財務報告準則第15號*客戶合約收入*

本集團已於本年度首次採納香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號*收入*、香港會計準則第11號*建築合約*及相關詮釋。.

本集團已追溯採用香港財務報告準則第15號,而初始採用該準則的累計影響於初始採用日期二零一八年一月一日確認。初始採用日期的任何差額於期初保留盈利中(或權益的其他組成部分,視情況而定)確認,及並無重列比較資料。此外,根據香港財務報告準則第15號的過渡條文,本集團已選擇僅將該準則追溯用於於二零一八年一月一日尚未完成的合約。因此,根據香港會計準則第18號*收入*、香港會計準則第11號*建築合約*及相關詮釋的指引下的比較資料相比若干比較資料未必具有可比性。

本集團自下列由客戶合約產生的主要光學及光學相關產品銷售來源確認收入:

- 光學零件
- 光電產品
- 光學儀器

有關本集團的履約責任及於應用香港財務報告準則第15號下的會計政策的資料,分別於附註5及附註3披露。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.1 HKFRS 15 *Revenue from Contracts with Customers* (Continued)

Summary of effects arising from initial application of HKFRS 15

The impact of transition to HKFRS 15 arising from the initial application of HKFRS 15 on the Group's major revenue generating operation was insignificant on retained profits at 1 January 2018.

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 香港財務報告準則第15號*客戶合約收入*(續)

首次應用香港財務報告準則第15號產生之影響概述

由於香港財務報告準則第15號首次應用於本集團主要創收業務而產生的過渡至香港財務報告準則第15號對二零一八年一月一日保留盈利的影響並非重大。

於二零一八年一月一日綜合財務狀況表中確認的金額予以下列調整。未列示未受變更影響的項目。

	Note 附註	Carrying amounts previously reported at 31 December 2017 於二零一七年十二月三十一日先前呈報的賬面值 RMB'000 人民幣千元	Reclassification 重新分類 RMB'000 人民幣千元	Remeasurement 重新計量 RMB'000 人民幣千元	Carrying amounts under HKFRS 15 at 1 January 2018 於二零一八年一月一日香港財務報告準則第15號項下的賬面值 RMB'000 人民幣千元
Current Liabilities 流動負債					
Trade and other payables 貿易及其他應付款項	(a)	6,182,802	(76,050)	–	6,106,752
Contract liabilities 合約負債	(a)	–	76,050	–	76,050

(a) As at 1 January 2018, advances from customers of RMB76,050,000 previously included in trade and other payables were reclassified to contract liabilities.

(a) 於二零一八年一月一日，先前計入貿易及其他應付款項的客戶墊款人民幣76,050,000元重新分類為合約負債。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.1 HKFRS 15 *Revenue from Contracts with Customers* (Continued)

Summary of effects arising from initial application of HKFRS 15 (Continued)

The following table summarises the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 for each of the line items affected. Line items that were not affected by the changes have not been included.

Impact on the consolidated statement of financial position

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.1 香港財務報告準則第15號*客戶合約收入*(續)

首次應用香港財務報告準則第15號產生之影響概述(續)

下表概述應用香港財務報告準則第15號對本集團於二零一八年十二月三十一日的綜合財務狀況表各受影響項目的影響。未列示未受變更影響的項目。

對綜合財務狀況表的影響

	As reported 如呈報 RMB'000 人民幣千元	Adjustments 調整 RMB'000 人民幣千元	Amounts without application of HKFRS 15 無應用香港財務報告準則第15號之金額 RMB'000 人民幣千元
Current Liabilities 流動負債			
Trade and other payables 貿易及其他應付款項	7,063,861	110,281	7,174,142
Contract liabilities 合約負債	110,281	(110,281)	–

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.2 HKFRS 9 *Financial Instruments*

In the current year, the Group has applied HKFRS 9 *Financial Instruments* and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

Accounting policies resulting from application of HKFRS 9 are disclosed in Note 3.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 香港財務報告準則第9號*金融工具*

於本年度，本集團已應用香港財務報告準則第9號*金融工具*及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就1)金融資產及金融負債的分類和計量，2)金融資產的預期信貸虧損(「預期信貸虧損」)及3)一般對沖會計，引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對二零一八年一月一日(首次應用日期)尚未終止確認的工具追溯應用分類和計量要求(包括預期信貸虧損模式下的減值)，而並無對已於二零一八年一月一日終止確認的工具應用相關要求。於二零一七年十二月三十一日的賬面值與二零一八年一月一日的賬面值間的差額於期初保留盈利及權益的其他組成部分內確認，並無重列比較資料。

因此，根據香港會計準則第39號*金融工具：確認與計量*指引下的比較資料相比若干比較資料未必具有可比性。

應用香港財務報告準則第9號下的會計政策的資料於附註3披露。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 HKFRS 9 *Financial Instruments* (Continued)

2.2 香港財務報告準則第9號*金融工具*(續)

Summary of effects arising from initial application of HKFRS 9

初次應用香港財務報告準則第9號之影響概述

The table below illustrates the classification and measurement (including impairment) of financial assets and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

下表說明於初次應用日期(即二零一八年一月一日),根據香港財務報告準則第9號及香港會計準則第39號面臨預期信貸虧損的金融資產及其他項目之分類和計量(包括減值)。

	Notes 附註	Available-for-sale investments 可供出售投資 RMB'000 人民幣千元	Financial assets designated at FVTPL 指定為按公允值計入損益的金融資產 RMB'000 人民幣千元	Financial assets at FVTPL required by HKFRS 9 按香港財務報告準則第9號要求按公允值計入損益的金融資產 RMB'000 人民幣千元	Equity instruments at FVTOCI 按公允值計入其他全面收益列賬的權益工具 RMB'000 人民幣千元	Trade and other receivables 貿易及其他應收款項 RMB'000 人民幣千元	Deferred tax liabilities 遞延稅項負債 RMB'000 人民幣千元	FVTOCI reserve 按公允值計入其他全面收益列賬的儲備 RMB'000 人民幣千元	Retained profits 保留盈利 RMB'000 人民幣千元
Closing balance at 31 December 2017 – HKAS 39 於二零一七年十二月三十一日的期終結餘 – 香港會計準則第39號		129,373	1,952,340	–	–	5,410,033	106,895	–	6,797,159
Effect arising from initial application of HKFRS 9: 初次應用香港財務報告準則第9號之影響:									
Reclassification 重新分類									
From available-for-sale investments 自可供出售投資	(a)	(129,373)	–	36,750	92,623	–	–	–	–
From designated at FVTPL 自指定按公允值計入損益	(b)	–	(1,952,340)	1,952,340	–	–	–	–	–
Remeasurement 重新計量									
Impairment under ECL model 預期信貸虧損模式項下的減值	(c)	–	–	–	–	(1,966)	–	–	(1,966)
From cost less impairment to fair values 自成本減公允值減值	(a)	–	–	–	41,433	–	6,215	35,218	–
Opening balance at 1 January 2018 於二零一八年一月一日的期初結餘		–	–	1,989,090	134,056	5,408,067	113,110	35,218	6,795,193

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.2 HKFRS 9 *Financial Instruments* (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(a) Available-for-sale ("AFS") investments

From AFS equity investments to fair value through other comprehensive income

The Group elected to present in other comprehensive income ("OCI") for the fair value changes of part of its equity investments previously classified as available-for-sale investments. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, RMB92,623,000 were reclassified from available-for-sale investments to equity instruments at FVTOCI, which were unquoted equity investments previously measured at cost less impairment under HKAS 39. The fair value gains of RMB35,218,000 after tax relating to those unquoted equity investments previously carried at cost less impairment were adjusted to equity instruments at FVTOCI and FVTOCI reserve as at 1 January 2018.

From AFS investments to FVTPL

At the date of initial application of HKFRS 9, the Group's equity investments of RMB36,750,000 were reclassified from available-for-sale investments to financial assets at FVTPL. The fair value changes were insignificant since these investments were made within the past one year and developed in the very early stage with no business changes after the commencement.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 香港財務報告準則第9號*金融工具*(續)

初次應用香港財務報告準則第9號之影響概述(續)

(a) 可供出售(「可供出售」)投資

自可供出售權益投資至按公允值計入其他全面收益列賬

本集團選擇將先前分類為可供出售投資的部分股權投資的公允值變動呈列於其他全面收益(「其他全面收益」)中。該等投資並非持作買賣,且預期不會於可預見的未來出售。於初次應用香港財務報告準則第9號之日,金額為人民幣92,623,000元的項目自可供出售投資重新分類至按公允值計入其他全面收益列賬的權益工具,該等工具為先前根據香港會計準則第39號按成本減減值計量的非上市股權投資。與該等先前按成本減減值列賬的非上市股權投資相關的人民幣35,218,000元的稅後公允值收益於二零一八年一月一日調整為按公允值計入其他全面收益列賬的權益工具及按公允值計入其他全面收益列賬的儲備。

自可供出售投資至按公允值計入損益

於初次應用香港財務報告準則第9號之日,本集團金額為人民幣36,750,000元的股權投資自可供出售投資重新分類至按公允值計入損益的金融資產。由於該等投資乃於過去一年內作出,且處於初期發展階段,並未引起業務改變,故公允值變動並不重大。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.2 HKFRS 9 *Financial Instruments* (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(b) Financial assets at FVTPL and/or designated at FVTPL

At the date of initial application, the Group no longer applied designation as measured at FVTPL for the unlisted financial products and structured deposits and the portfolio of financial assets which is managed and its performance is evaluated on a fair value basis, as these financial assets are required to be measured at FVTPL under HKFRS 9. As a result, the fair value of these investments of RMB1,952,340,000 were reclassified from financial assets designated at FVTPL to financial assets at FVTPL at 1 January 2018.

(c) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables. Except for those which had been determined as credit impaired under HKAS 39, trade receivables are grouped based on shared credit risk characteristics and aging.

ECL for other financial assets at amortised cost, including other receivables, amount due from a related party, pledged bank deposits, short term fixed deposits and bank balances and cash, are assessed on 12m ECL basis as there had been no significant increase in credit risk since initial recognition.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 香港財務報告準則第9號*金融工具*(續)

初次應用香港財務報告準則第9號之影響概述(續)

(b) 按公允值計入損益及/或指定為按公允值計入損益之金融資產

於初次應用日期,本集團不再應用指定為按公允值計入損益以計量未上市金融產品、結構性存款及金融資產投資組合(乃按公允值管理及評估其表現),原因為該等金融資產須根據香港財務報告準則第9號按公允值計入損益計量。因此,該等投資之公允值人民幣1,952,340,000元已由指定按公允值計入損益之金融資產重新分類為於二零一八年一月一日按公允值計入損益之金融資產。

(c) 預期信貸虧損模式項下的減值

本集團採用香港財務報告準則第9號簡化方式計量預期信貸虧損,該方式就所有貿易應收款項採用全期預期信貸虧損方式,惟根據香港會計準則第39號釐定為已產生信貸虧損的貿易應收款項除外,貿易應收款項已根據共享信貸風險特徵及賬齡進行分組。

按攤銷成本計量的其他金融資產的預期信貸虧損主要包括其他應收款項、應收關聯人士款項、已抵押銀行存款、短期定期存款及銀行結餘及現金,並按12個月預期信貸虧損基準評估,且自初始確認以來信貸風險並無明顯上升。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.2 HKFRS 9 *Financial Instruments* (Continued)

Summary of effects arising from initial application of HKFRS 9 (Continued)

(c) Impairment under ECL model (Continued)

As at 1 January 2018, the additional credit loss allowance of RMB1,966,000 has been recognised against retained profits. The additional loss allowance is charged against the respective asset.

All loss allowances for financial assets (including trade and other receivables, amount due from a related party, pledged bank deposits, short term fixed deposits and bank balances and cash) as at 31 December 2017 reconcile to the opening loss allowance as at 1 January 2018 is as follows:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 香港財務報告準則第9號*金融工具*(續)

初次應用香港財務報告準則第9號之影響概述(續)

(c) 預期信貸虧損模式項下的減值(續)

於二零一八年一月一日,金額為人民幣1,966,000元的額外信貸虧損撥備已自保留盈利中確認。額外虧損撥備自相關資產中扣除。

於二零一七年十二月三十一日的所有金融資產虧損撥備(包括貿易及其他應收款項、應收關連人士款項、已抵押銀行存款、短期定期存款及銀行結餘及現金)與於二零一八年一月一日的年初虧損撥備對賬如下:

	Trade and other receivables 貿易及其他應收款項 RMB'000 人民幣千元	Amounts due from related parties 應收關連人士款項 RMB'000 人民幣千元	Pledged bank deposits 已抵押銀行存款 RMB'000 人民幣千元	Short term fixed deposits 短期定期存款 RMB'000 人民幣千元	Bank balances and cash 銀行結餘及現金 RMB'000 人民幣千元
At 31 December 2017 – HKAS 39 於二零一七年十二月三十一日 – 香港會計準則第39號	(96,850)	–	–	–	–
Amounts remeasured through opening retained profits 通過期初保留盈利重新計量的金額	(1,966)	–	–	–	–
At 1 January 2018 於二零一八年一月一日	(98,816)	–	–	–	–

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group's accounting policies above, the opening consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each of the line item affected. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.3 應用所有新準則對年初綜合財務狀況表的影響

由於上述實體會計政策產生變化,年初綜合財務狀況表須重列。下表載列就各單獨受影響項目確認的調整。未列示未受變更影響的項目。

	31 December 2017 (Audited) 二零一七年十二月三十一日(經審核) RMB'000 人民幣千元	HKFRS 15 香港財務報告準則第15號 RMB'000 人民幣千元	HKFRS 9 香港財務報告準則第9號 RMB'000 人民幣千元	1 January 2018 (Restated) 二零一八年一月一日(經重列) RMB'000 人民幣千元
Non-current Assets 非流動資產				
Available-for-sale investments 可供出售投資	129,373	–	(129,373)	–
Financial assets at FVTPL 按公允值計入損益的金融資產	–	–	36,750	36,750
Equity instruments at FVTOCI 按公允值計入其他全面收益的權益工具	–	–	134,056	134,056
Current Assets 流動資產				
Trade and other receivables and prepayment 貿易及其他應收款項及預付款項	5,665,689	–	(1,966)	5,663,723
Current liabilities 流動負債				
Trade and other payables 貿易及其他應付款項	6,182,802	(76,050)	–	6,106,752
Contract liabilities 合約負債	–	76,050	–	76,050
Non-current liabilities 非流動負債				
Deferred tax liabilities 遞延稅項負債	106,895	–	6,215	113,110
Capital and Reserves 股本及儲備				
Reserves 儲備	7,383,342	–	33,252	7,416,594

Note:

The net effects arising from the initial application of HKFRS 15 and HKFRS 9 on the carrying amount of interests in associates on the opening consolidated financial statements was insignificant in the opinion of the directors of the Company.

For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2018, movement in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2018 as disclosed above.

附註:

本公司董事認為,初步應用香港財務報告準則第15號及香港財務報告準則第9號對年初綜合財務報表的聯營公司權益賬面值的淨影響並不重大。

為了以間接方法報告截至二零一八年十二月三十一日止的經營活動產生的現金流量,如上述所披露,營運資金變動按二零一八年一月一日的期初綜合財務狀況表計算。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 16	*Leases*[1]
HKFRS 17	*Insurance Contracts*[3]
HK(IFRIC)-Int 23	*Uncertainty over Income Tax Treatments*[1]
Amendments to HKFRS 3	*Definition of a Business*[4]
Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[2]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[5]
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
Amendments to HKFRSs	*Annual Improvements to HKFRSs 2015-2017 Cycle*[1]

1 Effective for annual periods beginning on or after 1 January 2019.

2 Effective for annual periods beginning on or after a date to be determined.

3 Effective for annual periods beginning on or after 1 January 2021.

4 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

5 Effective for annual periods beginning on or after 1 January 2020.

Except for the new HKFRS mentioned below, the directors of the Company anticipated that the application of all other new and amendments to HKFRSs would have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早採用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則:

香港財務報告準則第16號	*租賃*[1]
香港財務報告準則第17號	*保險合約*[3]
香港(國際財務報告詮釋委員會)– 詮釋第23號	*所得稅處理之不確定性*[1]
香港財務報告準則第3號(修訂本)	*業務的定義*[4]
香港財務報告準則第9號(修訂本)	*具有負補償之提前還款特點*[1]
香港財務報告準則第10號及香港會計準則第28號(修訂本)	*投資者及其聯營公司或合營企業出售或注入資產*[2]
香港會計準則第1號(修訂本)及香港會計準則第8號(修訂本)	*重大的定義*[5]
香港會計準則第19號(修訂本)	*計劃修訂、縮減或結算*[1]
香港會計準則第28號(修訂本)	*於聯營公司或合營企業之長期權益*[1]
香港財務報告準則(修訂本)	*二零一五年至二零一七年週期的香港財務報告準則的年度改進*[1]

1 於二零一九年一月一日或之後開始之年度期間生效。

2 於將釐定之日期或之後開始之年度期間生效。

3 於二零二一年一月一日或之後開始之年度期間生效。

4 業務合併及資產收購的收購日期為於二零二零年一月一日或之後開始之首個年度期間的開始或之後生效。

5 於二零二零年一月一日或之後開始之年度期間生效。

除下文所述者外,本公司董事預期,應用全部其他新訂香港財務報告準則及修訂對本集團於可見未來之綜合財務報表並無重大影響。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 *Leases*

HKFRS 16 introduces a comprehensive model for the identification of lease arrangement and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases of low value assets.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號*租賃*

香港財務報告準則第16號為識別租賃安排及對出租人及承租人的會計處理方法引入了綜合模式。於香港財務報告準則第16號生效後,其將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號基於已識別資產是否由客戶控制來區分租賃合約與服務合約。此外,香港財務報告準則第16號規定售後租回的交易須根據香港財務報告準則第15號有關相關資產的轉讓應否計算為銷售而釐定。香港財務報告準則第16號亦包括有關分租及契約修訂的規定。

承租人會計處理取消了經營租賃與融資租賃之間的區分,並由須就承租人的所有租賃確認使用權資產及相應負債的模式取代,惟低價值資產的短期租賃則除外。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 *Leases* (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

Under HKAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號*租賃*(續)

使用權資產初步按成本計量，其後按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就任何重新計量的租賃負債作出調整。租賃負債初步按租賃付款(並非於當天支付)的現值計量。其後，租賃負債就利息和租賃付款以及租賃變更的影響，以及其他而作出調整。就現金流量的分類而言，本集團目前將預付租金作為自用租賃土地及歸類為投資物業的相關投資現金流量予以呈列，而其他經營租賃付款則作為經營現金流量予以呈列。應用香港財務報告準則第16號後，與租賃負債相關的租賃付款將分配至本金及利息部分，並將呈列為融資現金流量。預付租賃款項將繼續根據性質相應地呈列為投資或經營現金流量。

根據香港會計準則第17號的規定，本集團已就本集團作為承租人的租賃土地確認預付租金。應用香港財務報告準則第16號或會對該等資產的分類造成潛在變動(視乎本集團單獨或於同一條目內(於此情況下，倘擁有相應的相關資產，其將予以呈列)呈列使用權資產而定)。

除若干適用於出租人的規定外，香港財務報告準則第16號基本上保留了香港會計準則第17號中針對出租人的會計處理要求，並繼續要求出租人將租賃歸類為經營租賃或融資租賃。

此外，香港財務報告準則第16號規定須作出詳盡披露。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 *Leases* (Continued)

As at 31 December 2018, the Group has non-cancellable operating lease commitments of RMB155,164,000 as disclosed in Note 39. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of RMB290,000 as rights under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustment to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets.

The application of new requirements may result in changes in measurements, presentation and disclosure as indicated above. The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4. Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group does not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group has elected the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第16號*租賃*(續)

誠如附註39所披露,於二零一八年十二月三十一日,本集團擁有人民幣155,164,000元的不可撤銷經營租賃承擔。初步評估顯示,該等安排將符合租賃之定義。應用香港財務報告準則第16號後,本集團將就所有該等租賃確認使用權資產及相應負債,惟有關租賃符合低價值或短期租賃則另當別論。

此外,本集團現時認為已付之可退回租賃按金人民幣290,000元作為香港會計準則第17號項下之權利。根據香港財務報告準則第16號項下租賃付款之定義,該等按金並不為與使用相關資產權利有關的付款,因此,該等按金之賬面值或會調整為攤銷成本,且可退回租賃按金的調整被視為額外租賃付款。已付的可退回租賃按金的調整將納入使用權資產的賬面值。

新規定的應用可能導致上述的計量、呈列及披露上的變動,本集團已選擇於實務上對先前(應用香港會計準則第17號及香港(國際財務報告詮釋委員會)— 詮釋第4號)被識別為租賃的合約應用香港財務報告準則第16號以釐定某項安排是否包含租賃,對於非先前(應用香港會計準則第17號及香港(國際財務報告詮釋委員會)— 詮釋第4號)被識別為包含租賃的合約並不會應用香港財務報告準則第16號。故此,本集團不會重新評估合約是否或是否包含一項於初次應用日期前已存在的租賃。此外,本集團已選擇以修訂追溯方式於作為承租人時應用香港財務報告準則第16號,且將確認初步應用對年初保留盈利的累計影響,比較資料不予重列。

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3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

3. 重要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例規定之適用披露資料。

綜合財務報表乃按歷史成本基準編製，惟下文會計政策所解釋在各報告期末按公允值計量的若干金融工具除外。

歷史成本一般按交換商品及服務之代價之公允值計算。

公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格，不論該價格是否可直接觀察到或採用其他估值技巧估計。於估計資產或負債的公允值時，倘市場參與者可能考慮資產或負債的特色，則本集團將於計量日期為資產或負債定價時考慮有關特色。於綜合財務報表內計量及／或披露的公允值按此基準釐定，惟香港財務報告準則第2號*以股份為基礎之付款*範圍內之以股份支付的交易、香港會計準則第17號*租賃*範圍內之租賃交易以及與公允值相似但並非公允值之計量(如香港會計準則第2號*存貨*之可變現淨值或香港會計準則第36號*資產減值*之使用價值)除外。

非金融資產之公允值計量計及市場參與者透過以最佳方式最大限度地使用資產或將其出售予另一名將以最佳方式最大限度地使用資產的市場參與者而產生經濟利益的能力。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 重要會計政策(續)

此外,就財務報告而言,根據可觀察公允值計量的輸入數據及公允值計量的輸入數據對其整體的重要性程度,公允值計量分為第一級、第二級或第三級,於下文有所說明:

- 第一級輸入數據乃實體於計量日期可得出之自相同資產或負債於活躍市場中所報的未調整價格;
- 第二級輸入數據乃資產或負債的直接或間接可觀察輸入數據,惟第一級所含報價除外;及
- 第三級輸入數據乃自資產或負債的不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司、本公司所控制實體及其附屬公司的財務報表。當本公司擁有以下權力時,則視為擁有投資對象的控制權:

- 於投資對象擁有權力;
- 因參與投資對象業務而可能或有權獲得可變回報;及
- 有能力行使其權力影響該等回報。

倘有事實及情況顯示上述三個控制因素中之一項或多項出現變化,本集團將重新評估其是否對投資對象擁有控制權。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

3. 重要會計政策（續）

綜合基準（續）

本集團獲得附屬公司控制權時即對其綜合入賬，而當本集團失去附屬公司控制權時，即不再對其綜合入賬。具體而言，自本集團獲得附屬公司控制權之日計起，直至本集團不再擁有附屬公司控制權之日止，本年度收購或出售附屬公司之收入及開支將列入綜合損益及其他全面收益表內。

溢利或虧損及其他全面收益各項均歸屬於本公司股東及非控股權益。附屬公司的全面收益總額歸屬於本公司股東及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

附屬公司之財務報表會於需要的情況下作出調整，以使其會計政策與本集團的會計政策一致。

集團內公司間之所有資產及負債、權益、收入、開支及有關本集團成員公司間交易之現金流量均於綜合賬目時全面對銷。

附屬公司非控股權益與本集團於其中的權益分開呈列，其代表現時所有者權益且於清盤時賦予其持有人按比例分佔相關附屬公司資產淨值之非控股權益。

本集團於現有附屬公司所有權權益之變動

本集團於附屬公司的權益之變動並不導致本集團失去對附屬公司的控制權，並以權益交易入賬。本集團之權益及非控股權益組成部分之賬面值均予以調整，以反映彼等於附屬公司相關權益之變動，包括根據本集團與非控股權益的權益比例重新歸屬本集團與非控股權益間的有關儲備。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component, 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 assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and 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 attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9/HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate.

3. 重要會計政策(續)

綜合基準(續)

本集團於現有附屬公司所有權權益之變動(續)

重新歸屬相關權益組成部分後,經調整之非控股權益金額與已支付或已收取代價之公允值間之任何差額乃直接於權益確認,並歸屬於本公司股東。

倘本集團失去對一間附屬公司之控制權,即終止確認該附屬公司的資產與負債及非控股權益(如有)。收益或虧損於損益內確認,並為:(i)所收取代價之公允值及任何保留權益的公允值總和與(ii)資產(包括商譽)之先前賬面值及歸屬於本公司股東的附屬公司之負債之間的差額。早前於其他全面收益確認之有關附屬公司的全部金額將會以猶如本集團已直接出售附屬公司相關資產或負債之方式入賬(即如適用香港財務報告準則所指定/許可,重新分類至損益或轉撥至另一類別權益)。於失去控制權當日仍保留於前附屬公司之任何投資公允值,則根據香港財務報告準則第9號/香港會計準則第39號或被視為其後入賬時初步確認之公允值或(如適用)於聯營公司投資的初步確認成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

3. 重要會計政策（續）

業務合併

收購業務採用收購法入賬。業務合併之轉撥代價按公允值計量，而計算方法為本集團所轉讓之資產、本集團對所收購方原擁有人產生之負債及本集團於交換所收購方之控制權發行之股權於收購日期之公允值總額。有關收購之成本一般於產生時於損益中確認。

於收購日期，所收購之可識別資產及承擔之負債乃按彼等於收購日期之公允值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排相關負債或資產分別按香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與所收購方以股份為基礎付款安排有關或與本集團訂立之以股份為基礎付款安排以取代所收購方以股份為基礎付款安排有關之負債或股本工具，乃於收購日期按香港財務報告準則第2號*以股份為基礎之付款*計量（見下文會計政策）；及
- 根據香港財務報告準則第5號*待售非流動資產及已終止業務*分類為待售資產（或出售組別）按該準則計量。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

3. 重要會計政策（續）

業務合併（續）

商譽是以所轉讓之代價、於所收購方中非控股權益所佔金額及收購方以往持有之所收購方股權之公允值（如有）之總和，扣除於收購日期可供識別資產之收購及於收購日期承擔的負債之淨值後，所超出之差額計量。倘重新評估後，所收購之可識別資產與所承擔的負債於收購日期之淨額高於轉讓之代價、於所收購方中非控股權益所佔金額以及收購方以往持有之所收購方股權之公允值（如有）之總和，則差額即時於損益內確認為議價購買收益。

屬現時所有者權益且於清盤時賦予其持有人按比例分佔相關附屬公司資產淨值之非控股權益，可初步按非控股權益應佔所收購方可識別資產淨值的已確認金額比例或按公允值計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公允值計量。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Appropriate adjustments have been made to confirm the associate's accounting policies to those of the Group. Under the equity method, investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Change in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

3. 重要會計政策（續）

於聯營公司之投資

聯營公司乃本集團對其具有重大影響力之實體。重大影響力指參與投資對象財務及營運決策之權力，而並非對該等政策之控制權或共同控制權。

聯營公司之業績、資產及負債使用權益會計法計入本綜合財務報表。以權益會計法處理之聯營公司財務報表乃按與本集團就於類似情況下之交易及事件所採用者相同之會計政策編製。為確認聯營公司的會計政策與本集團的會計政策一致，已作出適當調整。根據權益法，於聯營公司之投資最初乃按成本值於綜合財務狀況表確認，並於隨後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。損益及其他綜合收益外的聯營公司資產淨值的變動將不會入賬，除非有關變動導致本集團持有的所有權權益發生變更。如本集團應佔聯營公司之虧損超過本集團於聯營公司之權益（包括實質上構成本集團於聯營公司淨投資之任何長期權益），則本集團會終止確認其應佔之進一步虧損。如本集團已產生法定或推定責任或代表該聯營公司支付款項，則就額外虧損作出確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

An investment in associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investments in associates, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 重要會計政策（續）

於聯營公司之投資（續）

於聯營公司的投資乃自投資對象成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，收購成本超出本集團於收購當日已確認應佔聯營公司可識別資產及負債之公允值淨額之差額會確認為商譽，計入投資之賬面值內。倘於重新評估後本集團應佔可識別資產及負債公允值淨額超逾收購成本，則即時於收購投資期間在損益中確認。

本集團評估有否客觀證據顯示聯營公司權益可能減值。如客觀證據存在，則將投資的全部賬面值（包括商譽）作為單一資產根據香港會計準則第36號*資產減值*透過比較其可收回金額（使用價值與公允值減銷售成本之較高者）與賬面值測試有否減值。任何確認之減值虧損屬投資賬面值的一部分。倘其後投資的可收回金額增加，則根據香港會計準則第36號確認該減值虧損的撥回。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 重要會計政策（續）

於聯營公司之投資（續）

倘本集團對聯營公司失去重大影響力，其入賬列作出售被投資方的全部權益，所產生的損益於損益確認。當本集團保留於前聯營公司之權益，且保留權益為香港會計準則第39號所界定的金融資產時，本集團於當日按公允值計量保留權益，而公允值則被視為首次確認時之公允值。聯營公司賬面值與任何保留權益之公允值及出售聯營公司相關權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司之損益。此外，本集團將先前在其他全面收益就該聯營公司確認之所有金額入賬，基準與倘該聯營公司直接出售相關資產或負債的基準相同。因此，倘該聯營公司先前已確認其他全面收益之損益，則會於出售相關資產或負債時重新分類至損益，當有關聯營公司出售／部分出售後，本集團將收益或虧損由權益重新分類至損益（作為重新分類調整）。

當於聯營公司之投資成為於合資企業之投資或於合資企業之投資成為於聯營公司之投資時，本集團會繼續使用權益法。於此類所有權權益變動發生時，公允值不會重新計量。

當本集團削減於聯營公司之所有權權益但繼續使用權益法時，倘以往於其他全面收益確認有關削減所有權權益之盈虧部分將於出售相關資產或負債時重新分類至損益，則本集團會將該盈虧重新分類至損益。

倘一間集團實體與本集團聯營公司交易，與該聯營公司交易所產生之損益僅在有關聯營公司之權益與本集團無關的情況下，方會在本集團綜合財務報表確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in Note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 重要會計政策(續)

客戶合約收入(根據附註2的過渡安排應用香港財務報告準則第15號後)

根據香港財務報告準則第15號,當(或於)滿足履約義務時,本集團確認收入,即於特定履約義務的相關商品或服務的控制權轉讓予客戶時確認。

履約義務指不同的商品或服務(或一組商品或服務)或一系列不同的商品或大致相同的服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團之履約創建或強化資產,該資產於創建或強化之時即由客戶控制;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約之款項具有可執行之權利。

否則,收入於客戶獲得商品或服務控制權的時間點確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in Note 2) (Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Revenue recognition (prior to 1 January 2018)

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.

Revenue is recognised when the amount of revenue can be reliably measured, when it is probably that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Goods, services and interests

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

Service income is recognised when services are provided.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 重要會計政策（續）

客戶合約收入（根據附註2的過渡安排應用香港財務報告準則第15號後）（續）

合約負債指本集團因已自客戶收取對價（或已可自客戶收取對價），而須轉讓商品或服務予客戶之義務。

收入確認（於2018年1月1日前）

收入乃按已收或應收代價之公允值計量。收入乃減去估計客戶退貨、回扣及其他類似津貼。

當收入金額能夠可靠計量、未來經濟利益很有可能流入本集團且本集團每項活動均符合具體準則時（如下文所述），即確認收入。

貨品、服務及利息

貨品銷售收入乃於貨品付運及其所有權轉移時確認入賬。

服務收入於服務提供後確認。

利息收入乃按時間基準，經參考未償還本金以適用實際利率計算。實際利率為將金融資產於預計年期之所得估計未來現金收入準確折現至該資產初步確認時的賬面淨額之比率。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

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

The Group as lessor

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

The Group as lessee

Operating lease payments, including the cost of acquisiting land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

Leasehold land and building

When the Group makes payments for a property interest which included both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

3. 重要會計政策(續)

租賃

當租約條款將絕大部分風險及所有權回報轉讓予承租人時,該租約分類為融資租約。所有其他租約均分類為經營租約。

本集團作為出租人

經營租約之租金收入於相關租期內以直線法在損益中確認。於協商及安排經營租賃時引致之初步直接成本乃加至租賃資產之賬面值。

本集團作為承租人

經營租約付款(包括收購以經營租約持有之土地的成本)按直線法於租期內確認為開支。

租賃土地及樓宇

當本集團就物業權益(包括租賃土地及樓宇成分)作出付款時,本集團需要根據評定各成分所有權附帶的絕大部分風險與報酬是否轉移至本集團來單獨評定各成分就融資租賃或經營租賃的分類,除非兩種成分均明確定性為經營租賃,在此情況下,整項物業則計為經營租賃。尤其是,全部代價(包括任何一次性預付款)在初始確認時,需按出租方從租賃土地、樓宇所獲取利益的相對公允值的比例分派至土地及樓宇成分。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Leasehold land and building (Continued)

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payment" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Renminbi) at exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 重要會計政策（續）

租賃（續）

租賃土地及樓宇（續）

有關付款能夠可靠分配時，經營租賃的租賃土地利益應在綜合財務狀況表中列為「預付租金」，按直線基準在租賃期間攤銷。當租金不能夠在租賃土地和樓宇間可靠地分配時，整項物業通常會按租賃土地歸屬融資租賃之方式分類。

外幣

編製各集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃按該交易日期之匯率確認。於報告期末，以外幣計值之貨幣項目以當日之匯率重新換算。按公允值列賬且按外幣列值之非貨幣項目乃按釐定公允值當日之匯率重新換算。以外幣按歷史成本計算之非貨幣項目不予重新換算。

貨幣項目結算以及貨幣項目重新換算所產生的匯兑差額於產生期間的損益確認。

為呈列綜合財務報表，本集團海外業務的資產及負債用本集團採用的呈列貨幣（即人民幣）按各報告期末的即期匯率進行折算。收入和費用按期內的平均匯率折算。若有任何匯兑差額產生，將於其他全面收益中確認及於權益（換算儲備）（歸屬於非控股權益（如適用））內累計。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

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

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

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 重要會計政策（續）

借貸成本

因收購、興建或生產合資格資產（即需相當長時間方可作擬定用途或出售的資產）而直接產生的借貸成本歸入該等資產的成本，直至資產基本上可作擬定用途或出售為止。

所有其他借貸成本均於產生期間於損益中確認。

政府補助

政府補助於出現合理保證本集團將會遵守附帶的條件及收取補助前，均不會確認。

政府補助於本集團確認該等補助擬作補償之有關成本為開支之期間內按系統基準在損益中確認。尤其是，以本集團應收購、建造或以其他方式取得非流動資產為主要條件的政府補助，乃於綜合財務狀況表中確認為遞延收入，並按系統及合理基準於有關資產的可用年期內轉至損益。

作為補償已產生的支出或虧損而應收取或為了給予本集團即時財務支持而無日後相關成本之政府補助，於其應收取期間在損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 重要會計政策（續）

退休福利成本

界定供款的退休福利計劃供款於僱員提供服務而有權獲得供款時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務時於預期支付的未折現福利金額中確認。除非有另一香港財務報告準則規定或准許短期僱員福利包含於資產成本福利內，否則所有短期僱員福利均確認為開支。

僱員應計福利（例如工資和薪金、年假及病假）於扣減任何已付金額後確認為負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

Equity-settled share-based payment transactions

Shares granted to employees

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.

For shares of the Company granted under The Sunny Optical Technology (Group) Company Limited Restricted Share Award Scheme ("Restricted Shares"), the fair value of the employee services received is determined by reference to the fair value of the Restricted Shares granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share award scheme reserve). At the end of each reporting period, the Group revises its estimates of the number of Restricted Shares that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the estimates, if any, is recognised in the profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share award scheme reserve.

When the Restricted Shares are vested, the difference of the amount previously recognised in the share award scheme reserve and the cost of the related Restricted Shares previously acquired by the Group will be transferred to retained profits. When the Restricted Shares are lapsed before the vesting date or are still not vested at the expiry date, the amount of previously recognised in the share award scheme reserve will continue to be held in the share award scheme reserve.

3. 重要會計政策(續)

股份支付

以權益結算股份支付的交易

授予僱員的股份

向僱員及其他提供類似服務的人士作出的以權益結算股份支付按乃按股本工具於授予日期的公允值計量。

有關舜宇光學科技(集團)有限公司受限制股份獎勵計劃項下授出的本公司股份(「限制性股份」),釐定來自僱員服務的公允值乃參照所授出限制性股份於授出日期的公允值。該公允值以直線法於歸屬期支銷,並對應增加權益(股份獎勵計劃儲備)。於各報告期末,本集團根據對所有有關非市場歸屬狀況的評估重訂對限制性股份於歸屬時的預期股數所作的估計。重訂估計的任何影響(如有)乃於損益中確認,故此,累計開支反映經重訂估計,並相應調整股份獎勵計劃儲備。

當限制性股份歸屬時,先前於股份獎勵計劃儲備確認的金額與本集團先前所收購限制性股份成本之間的差額將轉撥至保留溢利。當限制性股份於歸屬日期前失效或於到期日仍未歸屬,則先前於股份獎勵計劃儲備中確認的金額將繼續在股份獎勵計劃儲備內持有。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represent the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重要會計政策（續）

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項根據本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所報告的除稅前溢利不同，此乃因其他年度的應課稅或可扣稅收支項目，以及毋須課稅或不可扣稅項目所致。本集團的即期稅項負債根據截至報告期末已頒佈或實質頒佈的稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所採用相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產一般就所有暫時差額確認入賬，惟可能有應課稅溢利用於對銷可扣稅暫時差額。若於一項交易中，因初次確認資產及負債（業務合併除外）而引致之暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃就於附屬公司及聯營公司之投資所產生應課稅暫時差額進行確認，惟倘本集團能控制暫時差額之撥回，且暫時差額可能不會於可見將來撥回之情況則除外。因有關該等投資的可扣減暫時差額而產生的遞延稅項資產僅在可能產生足夠應課稅溢利以使用暫時差額利益並預期能夠在可見將來撥回時確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重要會計政策（續）

稅項（續）

遞延稅項資產的賬面值於各報告期末進行審閱，並會削減至不再可能有足夠應課稅溢利用於收回全部或部分相關資產為止。

遞延稅項資產及負債按償還負債或變現資產的期間內預期適用之稅率，根據報告期末已頒佈或實質頒佈的稅率（及稅法）計算。

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

倘有法定可行使權利將即期稅項資產及即期稅項負債抵銷，且彼等為同一稅務機構徵收之所得稅，以及本集團擬按淨額基準結算即期稅項資產及負債，則會抵銷遞延稅項資產及負債。

即期及遞延稅項於損益確認，惟當其與在其他全面收益中確認或直接在權益中確認之項目相關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。倘因業務合併之初步會計方法而產生即期或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment including leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes, other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, other than construction in progress, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重要會計政策（續）

物業、機器及設備

物業、機器及設備（包括持作生產或供應貨品或服務或作行政用途的租賃土地及樓宇，在建工程除外）按成本減其後累計折舊及累計減值虧損（倘有）於綜合財務狀況表中列賬。

用於生產、供應貨品或作行政用途的在建物業以成本減任何已確認的減值虧損列賬。成本包括專業費及（對合資格資產而言）根據本集團會計政策貨本化的借款成本。該等物業於完成且可作擬定用途時，會列作物業、機器及設備之適當類別。該等資產按與其他物業資產相同之方式，於資產可作擬定用途時開始折舊。

物業、機器及設備項目（在建工程除外）以直線法於其估計可使用年期內經扣除估計餘值後確認折舊以撇銷成本。估計可使用年期、剩餘價值和折舊方法會在各報告期末覆核，並採用未來適用法對估計變更的影響進行核算。

物業、機器及設備項目於出售後或預計持續使用該資產不會於日後產生經濟利益時取消確認。因出售或報廢物業、機器及設備項目所產生的任何收益或虧損乃釐定為出售所得款項與資產賬面值之間的差額，並於損益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3. 重要會計政策（續）

投資物業

投資物業乃持作賺取租金及／或資本增值之物業。

投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。按直線法在投資物業的估計使用年期內且經計及預計殘值後確認折舊，以抵銷投資物業的成本。

投資物業在處置或永久不再使用後且預期處置不會產生未來經濟利益時終止確認。終止確認物業所產生的任何收益或損失（按照資產處置所得款項淨額與賬面值之間的差額計算）在該物業終止確認期間計入損益。

無形資產

分開收購的無形資產

單獨收購的可使用年期有限的無形資產，按成本減累計攤銷及累計減值虧損入賬。可使用年期有限的無形資產攤銷於估計可使用年期按直線法確認。估計可使用年期及攤銷方法於各報告期末予以審核，任何估計變動的影響按預期基準入賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Internally-generated intangible assets – research and development expenditures

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

3. 重要會計政策（續）

無形資產（續）

內部產生無形資產－研發開支

研發活動開支於所產生期間確認為開支。

當且僅當出現所有下列情況時，開發活動（或內部項目的開發期）所產生的所有內部無形資產始予以確認：

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

就內部產生的無形資產所初步確認的金額為該無形資產自首度符合上述確認標準起已產生的開支總額。倘無內部產生的無形資產可予確認，則開發費用在其產生期間於損益確認。

於首次確認後，內部產生的無形資產按成本減累計攤銷及累計減值虧損（如有）呈報，與單獨收購的無形資產列賬方式相同。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When 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.

Recoverable amount is the higher of fair value less costs of disposal 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 重要會計政策（續）

有形及無形資產減值

於各報告期末，本集團檢討其具有有限可使用年期的有形及無形資產的賬面值，以釐定是否有任何跡象顯示該等資產已蒙受減值虧損。倘存在任何該等跡象，則估計該等資產的可收回數額以釐定減值虧損程度（如有）。

有形及無形資產之可收回款項乃獨立作出評估。倘無法估計個別資產之可收回款項，本集團將估計該資產所屬可產生現金之單位之可收回款項。倘可識別合理及一致之分配基準，則企業資產亦會分配至個別現金產生單位，或分配至可識別合理及一致分配基準之最小組別現金產生單位。

可收回金額為公允值減出售成本與使用價值兩者中之較高值。於評估使用價值時，乃以反映目前市場對金錢時間價值及資產（或現金產生單位）於估計未來現金流量調整前之獨有風險之稅前折算率折算估計未來現金流量至其現值。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on tangible and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. 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.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 重要會計政策（續）

有形及無形資產減值（續）

倘估計資產（或現金產生單位）之可收回金額少於其賬面值，資產（或現金產生單位）之賬面值被削減至其可收回金額。於分配減值虧損時，減值虧損首先分配至減少商譽的賬面值（倘適用），然後根據單位中每一資產的賬面值按比例分配至其他資產。資產的賬面值不會減少至低於其公允值減出售成本（如可計量）、其使用價值（如可釐定）及零（以較高值為準）。分配至資產的減值虧損款額按比例分配至單位中的其他資產。減值虧損即時於損益中確認。

倘減值虧損於其後撥回，則該項資產（或現金產生單位）之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產（或現金產生單位）確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益中確認。

存貨

存貨按成本及可變現淨值的較低者列賬。存貨成本按加權平均法釐定。可變現淨值指存貨估計售價減直至完工的全部估計成本及銷售活動所需成本。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

3. 重要會計政策(續)

金融工具

當集團實體成為工具合約條文的訂約方時,金融資產及金融負債方獲確認。所有以正規途徑購買或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑買賣或銷售乃要求於市場法規或慣例所確定之時間框架內交付資產之金融資產買賣或銷售。

金融資產及金融負債初步按公允值計量,惟自二零一八年一月一日起根據香港財務報告準則第15號初步計量的與客戶合約產生的貿易應收款項除外。交易成本直接歸屬於收購或發行金融資產及金融負債(按公允值計入損益的金融資產或金融負債除外),在初始確認時適當地計入或自金融資產或金融負債的公允值中扣除。直接歸屬於收購按公允值計入損益的金融資產或金融負債的交易成本,即時於損益中確認。

實際利率法為計算金融資產或金融負債的攤銷成本以及於相關期間內分配利息收入及利息支出的方法。實際利率指在金融資產或金融負債的預計年期內或(如適用)較短期間內準確折算估計未來現金收入及支出(包括所有構成實際利率整體部分而支付或收取的費用及時點、交易成本及其他溢價或折扣)至初步確認時的賬面淨值的利率。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or

3. 重要會計政策（續）

金融工具（續）

金融資產

金融資產的分類和其後計量（根據附註2的過渡安排應用香港財務報告準則第9號後）

滿足以下條件其後按攤銷成本計量的金融工具：

- 以收取合約現金流量為目的之經營模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件其後按公允值計入其他全面收益的金融資產：

- 以收取合約現金流量及出售為目的之經營模式下持有之金融資產；及
- 金融資產之合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公允值計入損益計量，惟在首次應用／初步確認金融資產當日，倘該股權投資並非持作買賣，亦非收購方於香港財務報告準則第3號*業務合併*適用的業務合併中確認的或然代價，則本集團可不可撤銷地選擇呈列其他全面收益股權投資之公允值之其後變動。

倘若出現下列情況，則金融資產將分類為持作買賣：

- 產生之主要目的為於不久將來出售而購回；或

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) (Continued)

- on initial recognition it is a part of portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, expect for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類和其後計量(根據附註2的過渡安排應用香港財務報告準則第9號後)(續)

- 於初步確認時,其為本集團聯合管理之已識別金融工具組合之一部分,而近期實際具備短期獲利之模式;或
- 其為不指定及有效作為對沖工具之衍生工具。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產和債務工具的利息收入採用實際利率法確認。利息收入按對金融資產的總賬面值應用實際利率的方式計算,惟其後出現信貸減值的金融資產除外。有關其後出現信貸減值的金融資產,利息收入自下個報告期起應用實際利率法於按攤銷成本列賬的金融資產確認。

(ii) 指定按公允值計入其他全面收益列賬的權益工具

按公允值計入其他全面收益之權益工具的投資其後按公允值計量,其公允值變動產生的收益及虧損於其他全面收益確認及於按公允值計入其他全面收益列賬的儲備累計;無須作減值評估。累計損益將不重新分類至出售股權投資之損益,並將保留於按公允值計入其他全面收益列賬的儲備。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in Note 2) (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss is included in the "other gains and losses" line item.

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with Note 2)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including debt instruments at amortised cost, trade and other receivables, amount due from a related party, pledged bank deposits, short term fixed deposits and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產的分類和其後計量（根據附註2的過渡安排應用香港財務報告準則第9號後）（續）

(iii) 按公允值計入損益的金融資產

金融資產如不符合按攤銷成本計量或按透過其他全面收益按公允值列賬計量或指定為按按公允值計入其他全面收益列賬的條件，則按公允值計入損益的方式計量。

在各報告期末，按公允值計入損益的金融資產按公允值計量，而任何公允值收益或虧損則於損益中確認。於損益確認的收益或虧損淨額計入「其他收益及虧損」項目下。

金融資產減值（根據附註2的過渡安排應用香港財務報告準則第9號後）

本集團就根據香港財務報告準則第9號面臨減值的金融資產（包括按攤銷成本計量的債務工具、貿易及其他應收款項、應收關連人士款項、已抵押銀行存款、短期定期存款及銀行結餘及現金）的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指於相關工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損（「12個月預期信貸虧損」）則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據應收賬款特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors credit-impaired and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（根據附註2的過渡安排應用香港財務報告準則第9號後）（續）

本集團始終就貿易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損乃採用對已發生信貸減值的債務人個別計提及／或採用具合適組別的撥備矩陣進行整體評估。

有關所有其他工具，本集團以相等於12個月預期信貸虧損計量虧損撥備，除非自初步確認以來信貸風險曾大幅上升，則本集團確認全期預期信貸虧損。有關應否確認全期預期信貸虧損的評估乃基於自初步確認以來違約的可能性或風險大幅上升。

(i) *信貸風險大幅上升*

於評估信貸風險自初步確認以來有否大幅上升時，本集團比較於報告日期的金融工具違約風險及初步確認日期的金融工具違約風險。作出評估時，本集團考慮合理且有可靠資料證明的定量和定性資料，包括過往經驗及無需付出過多成本或工作下可獲取的前瞻性資料。

尤其，於評估信貸風險有否大幅上升時，將考慮以下資料：

- 金融工具的實際或預期外部（如有）或內部信貸評級大幅下降；
- 外部市場信貸風險指標大幅下降（例如信貸息差（即債務人信貸違約掉期價格）大幅上升）；

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

(i) Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（根據附註2的過渡安排應用香港財務報告準則第9號後）（續）

(i) 信貸風險大幅上升（續）

- 預期現行或預測業務、金融或經濟狀況的不利變化導致債務人履行債務責任的能力大幅下降；
- 債務人的實際或預期營運業績大幅下降；
- 債務人法規上、經濟上或技術環境上的實際或預期重大不利變化導致債務人履行債務責任的能力大幅下降。

不論上述評估結果如何，當合約款項逾期超30天時，本集團假設信貸風險自初步確認以來大幅上升，除非本集團有合理及有可靠資料證明的資料顯示情況並非如此。

儘管有上述規定，倘債務工具於報告日期釐定為低信貸風險，本集團假定該債務工具信貸風險自初步確認以來並無大幅上升。一項債務工具被釐定為低信貸風險倘i）其違約風險低；ii)借款人有很強的能力在短期內履行其近期合約現金流量責任及iii）經濟及業務狀況較長遠的不利變化，（但非必然會）減低借款人履行其合約現金流量責任的能力。倘一項債務工具的內部或外部信貸評級為「投資評級」（根據全球理解的定義），本集團認為其信貸風險為低。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

(i) Significant increase in credit risk (Continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2的過渡安排應用香港財務報告準則第9號後)(續)

(i) 信貸風險大幅上升(續)

本集團定期監察用以識別信貸風險有否大幅上升的標準的成效,並且適時作出修訂,以確保該標準能夠於有關款額逾期前識別信貸風險大幅上升。

(ii) 違約的定義

就內部信貸風險管理而言,本集團認為違約乃於內部建立或外部來源獲取的資料顯示債務人不大可能向債權人(包括本集團)全額結清欠款時發生(並無考慮任何本集團持有的抵押品)。

不論上述情況如何,當金融資產逾期超過90天時,本集團即認為已發生違約,除非本集團有合理及可靠資料證明應採用更寬鬆的違約標準。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（根據附註2的過渡安排應用香港財務報告準則第9號後）（續）

(iii) 信貸減值的金融資產

當一件或多件對一項金融資產估計未來現金流量產生不利影響的違約事件發生時，該金融資產則出現信貸減值。有關金融資產出現信貸減值的證據包括有關以下事項的可觀察數據：

(a) 發行人或借款人出現重大財政困難；

(b) 不履行債務或逾期支付等違約行為；

(c) 借款人的貸款人因有關借款人財務困難的經濟或合約原因，給予借款人在一般情況下不會考慮的優惠安排；

(d) 借款人可能破產或面臨財務重組；或

(e) 該金融資產的活躍市場因財務困難而消失。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(根據附註2的過渡安排應用香港財務報告準則第9號後)(續)

(iv) 撇銷政策

倘有資料顯示交易對手處於嚴重財務困難及無實際期望可收回欠款,本集團則撇銷該金融資產(例如於交易對手被清盤或進入破產程序時)。金融資產撇銷仍受限於本集團收回欠款程序下的執行活動,且在適當情況下將參考法律意見。撇銷構成一項終止確認事項,任何其後收回的欠款於損益內確認。

(v) 預期信貸虧損的計量及確認

計量預期信貸虧損時,會綜合考慮違約可能性、違約損失率(即發生違約時的損失程度)及違約風險承擔。違約可能性及違約損失率的評定乃基於根據前瞻性資料作出調整的歷史數據。預期信貸虧損的估算乃公正及概率加權的數額,其按相應違約風險的權重釐定。

一般而言,預期信貸虧損估計為根據合約應付本集團的所有合約現金流量與本集團預期將收取的全部現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with Note 2) (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables, pledged bank deposits, short term fixed deposits and bank balances and cash are each assessed as a separate group. Amount due from a related party and debt instruments at amortised cost are assessed for expected credit losses on an individual basis);
- Past-due status;
- Aging of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and other receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（根據附註2的過渡安排應用香港財務報告準則第9號後）（續）

(v) 預期信貸虧損的計量及確認（續）

預期信貸虧損按整體基準計量，或因應未取得有關個別工具的證據的情況而計量，而金融工具則按以下基準分組：

- 金融工具性質（即本集團的貿易及其他應收款項、已抵押銀行存款、短期定期存款及銀行結餘及現金分別於不同組別進行評估，應收關連人士款項及按攤銷成本計量的債務工具的預期信貸虧損乃按獨立基準作出評估）；
- 逾期情況；
- 債務人賬齡；及
- 外部信貸評級（如有）。

管理層定期檢討分組方法，以確保每個分組的組成部分繼續具有類似的信貸風險特徵。

利息收入基於金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認該等金融工具的減值收益或虧損，惟透過虧損撥備賬確認相關調整的貿易及其他應收款項例外。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are classified into the following specified categories: financial assets at FVTPL, AFS and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

(i) Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial assets is (i) held for trading, (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產的分類和其後計量（於二零一八年一月一日應用香港財務報告準則第9號前）

金融資產按以下特定類別分類：按公允值計入損益的金融資產、可供出售投資及貸款及應收款項。分類乃因應金融資產的性質及目的於初步確認時釐定。所有以正常方式買賣之金融資產按交易日基準確認及取消確認。以正常方式買賣指需要按市場規則或慣例於制訂之時限內交付資產之金融資產買賣。

(i) 按公允值計入損益的金融資產

當金融資產乃(i)持作買賣時；或(ii)指定為按公允值計入損益時，會分類為按公允值計入損益的金融資產。

倘若出現下列情況，則金融資產將分類為持作買賣：

- 產生之主要目的為於不久將來出售而購回；或
- 於初步確認時，其為本集團聯合管理之已識別金融工具組合之一部分，而近期實際具備短期獲利之模式；或
- 其為不指定及實際作為對沖工具之衍生工具。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

(i) Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the 'other gains and losses' line item. Fair value is determined in the manner described in Note 37(c).

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產的分類和其後計量（於二零一八年一月一日應用香港財務報告準則第9號前）（續）

(i) 按公允值計入損益的金融資產（續）

金融資產（持作買賣的金融資產除外）於初步確認時，可被指定為按公允值計入損益，倘：

- 有關指定撇銷或大幅減低可能出現的計量或確認不一致的情況；或
- 該金融資產構成一組金融資產或金融負債或兩者的一部分，並根據本集團既定風險管理或投資策略按公允值基準管理及評估其表現，而分類資料則按該基準向內部提供；或
- 該金融資產構成包含一項或多項嵌入式衍生工具合約的一部分，而香港會計準則第39號允許整份合併合約（資產或負債）指定為按公允值計入損益。

按公允值計入損益的金融資產按公允值列賬，而重新計量所產生的任何收益或虧損則於損益確認。於損益確認的收益或虧損淨額不包括任何股息或金融資產賺得的利息，並計入「其他收益及虧損」項下。公允值乃按附註37(c)所述方式釐定。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

(ii) AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables or (b) financial assets at FVTPL. The Group designated the investments into the unlisted equity securities as AFS financial assets on initial recognition of those items.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

(iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amount due from a related party, short term fixed deposits, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類和其後計量(於二零一八年一月一日應用香港財務報告準則第9號前)(續)

(ii) 可供出售金融資產

可供出售金融資產即指定為可供出售或不屬於(a)貸款及應收款項或(b)按公允值計入損益的金融資產。本集團於未上市股本證券的投資於初步確認此等項目時被指定為可供出售金融資產。

於活躍市場上並無市場報價且公允值無法可靠計量的可供出售股權投資於各報告期末按成本減任何已識別減值虧損計量。

(iii) 貸款及應收款項

貸款及應收款項為在活躍市場上並無報價而具有固定或待定付款的非衍生金融資產,於初步確認後,貸款及應收款項(包括貿易及其他應收款項、應收關連人士款項、短期定期存款、已抵押銀行存款及銀行結餘及現金)以實際利率法按攤銷成本減任何已識別減值列賬。

利息收入乃採用實際利率確認,惟利息確認為不重大的短期應收款項除外。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（於二零一八年一月一日應用香港財務報告準則第9號前）

金融資產（惟分類為按公允值計入損益的金融資產除外）應於各報告期末評定是否有減值跡象。倘有客觀證據顯示金融資產的估計未來現金流量受首次確認該金融資產後發生的一項或多項事件影響時，則金融資產被視為減值。

倘可供出售股權投資的公允值顯著或長期低於其成本價，則被視為需作減值的客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 失責或拖欠支付利息或償還本金等違約行為；或
- 借款人可能破產或面臨財務重組。

應收款項組合減值的客觀證據可包括本集團過往追收款項的經驗、該組合延遲付款（逾期超過平均信貨期限90天）次數增加、與應收款項違約相關的國家或本地經濟狀況的可觀察變動。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於二零一八年一月一日應用香港財務報告準則第9號前)(續)

就按攤銷成本列賬的金融資產而言,已確認減值虧損的金額乃按資產賬面值與按金融資產的原實際利率貼現的估計未來現金流量現值的差額。

就按成本列賬的金融資產而言,減值虧損金額乃按資產賬面值與同類金融資產按現行市場回報率貼現計算之估計未來現金流量現值之間的差額計量。該減值虧損不會於往後期間撥回。

與所有金融資產有關之減值虧損會直接於金融資產的賬面值中作出扣減,惟賬面值會透過使用撥備賬作出扣減的貿易及其他應收款項除外。撥備賬的賬面值變動會於損益中確認。當貿易或其他應收款項被視為不可收回時,則於撥備賬內撇銷。其後收回的過往已撇銷款項則計入損益中。

當可供出售金融資產被視為減值時,過往於其他全面收益中確認的累積損益將於該期間重新分類至損益中。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers to the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity

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 arrangements and the definitions of a financial liability and an equity instrument.

3. 重要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（於二零一八年一月一日應用香港財務報告準則第9號前）（續）

就按攤銷成本列賬的金融資產而言，如在隨後期間減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生的事件有關，則過往已確認的減值虧損將透過損益撥回，惟該資產於減值被撥回當日的賬面值不得超過未確認減值時的攤銷成本。

就可供出售股權投資而言，過往於損益中確認的減值虧損不會透過損益撥回。任何於減值虧損後出現的公允值增加於其他全面收益中確認，並於投資重估儲備項下累積。

終止確認金融資產

本集團僅於資產產生的現金流量的合約權利到期時，或於其轉移金融資產並同時轉移持有該等金融資產絕大部分的風險及回報時終止確認。

金融負債及權益

分類為負債或權益

債務及股本工具按合約安排的內容以及金融負債及股本工具的定義而分類為金融負債或權益。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instrument

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 recognised at the proceeds received, net of direct issued costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading, or (iii) it is designated as at FVTPL.

3. 重要會計政策（續）

金融工具（續）

金融負債及權益（續）

股本工具

股本工具乃證明實體於扣減所有負債的資產中擁有剩餘權益的任何合同。本公司所發行的股本工具乃按所收取的款項扣減直接發行成本確認。

購回本公司本身的股本工具會直接於權益中確認及扣減。購入、出售、發行或註銷本公司本身的股本工具概不會於損益中確認收益或虧損。

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公允值計入損益計量。

按公允值計入損益的金融負債

當金融負債為(i)於香港財務報告準則第3號適用時由收購方支付作為業務合併一部分的或然代價；(ii)持作買賣；或(iii)指定為按公允值計入損益時，會分類為按公允值計入損益的金融負債。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at amortised cost

Financial liabilities at amortised cost, including trade and other payables, amounts due to related parties, bank borrowings, long term payables and bonds payable, are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重要會計政策（續）

金融工具（續）

金融負債及權益（續）

按公允值計入損益的金融負債（續）

倘若出現下列情況，則金融負債將分類為持作買賣：

- 購入之主要目的為於不久將來購回；或
- 於初步確認時，其為本集團聯合管理之已識別金融工具組合之一部分，而近期實際具備短期獲利之模式；或
- 其為衍生工具（作為金融擔保合約或指定及實際對沖工具之衍生工具除外）。

按攤銷成本計量的金融負債

按攤銷成本計量的金融負債（包括貿易及其他應付款項、應付關連人士款項、銀行借貸、長期應付款項及應付債券）其後採用實際利率法按攤銷成本計量。

衍生金融工具

衍生工具於衍生合約訂立日期初步按公允值確認，並於其後於報告期末重新計量至其公允值。所產生的收益或虧損即時於損益中確認。

終止確認金融負債

本集團於（及僅於）本集團的責任獲解除、註銷或已屆滿時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之差額於損益中確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Assessment of the finite useful lives of intangible assets

The Group estimates the useful lives of intangible assets based on the expected lifespan of those patents. The intangible assets are amortised on a straight-line basis over the estimated useful lives after taking into account the estimated residual value, if any. The Group determines the estimated useful lives of intangible assets on initial recognition in order to determine the amount of amortisation expense to be recorded during any reporting period. The useful lives are determined taking into the factors including the prevailing industry condition and the practice of intangible assets. The amortisation expense for future periods is adjusted if there are significant changes from previous estimates. As at 31 December 2018, the carrying amount of intangible assets with finite useful lives is RMB348,821,000 (31 December 2017: RMB392,424,000) as disclosed in Note 18.

4. 估計不確定因素的主要來源

以下為於報告期末很可能導致下一個財政年度資產及負債賬面值出現重大調整的有關將來之主要假設及其他估計不確定因素的主要來源。

無形資產之有限可使用年期的評估

本集團根據有關專利的預期使用年限來估計無形資產的可使用年期。無形資產乃經計及預計殘值(如有)後，於其估計可使用年期內按直線法攤銷。本集團會於初步確認時釐定無形資產的估計可使用年期，以釐定於任何報告期內所須記錄的攤銷開支金額。可使用年期乃經計及無形資產的當前行業狀況及慣例等因素後釐定。倘以往估計出現重大變動，則未來期間的攤銷開支將受到調整。如附註18所披露，於二零一八年十二月三十一日，具有限可使用年期之無形資產的賬面值為人民幣348,821,000元(二零一七年十二月三十一日：人民幣392,424,000元)。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Fair value measurement of financial instruments

Certain of the Group's financial assets, including unlisted equity instruments, listed debt instruments, fund investments, unlisted financial products, derivatives financial assets amounting to RMB5,148,035,000 (31 December 2017: RMB2,085,088,000) and financial liabilities, including derivatives financial liabilities amounting to RMB3,423,000 (31 December 2017: RMB33,035,000) are measured at fair values. In estimating the fair value, the Group uses market-observable data to the extent it is available. When Level 1 inputs are not available, the Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Note 37(c) provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various financial assets and financial liabilities.

Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision matrix are based on debtor's aging as groupings of various debtors that have similar loss patterns. The provision rate is based on the Group's historical observed default rates taking into consideration the forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Note 37(b) and Note 27 respectively.

4. 估計不確定因素的主要來源（續）

金融工具公允值計量

若干本集團的金融資產，包括非上市權益工具、上市債務工具、基金投資、非上市金融產品、衍生金融資產人民幣5,148,035,000元（二零一七年十二月三十一日：人民幣2,085,088,000元）及金融負債（包括衍生金融負債）人民幣3,423,000元（二零一七年十二月三十一日：人民幣33,035,000元）乃按公允值計量。估算公允值時，本集團在可用範圍內採用市場可觀察數據。倘第一級輸入數據無法獲得，本集團使用估值技術（包括非根據於可觀察市場數據的輸入數據）估計若干類型金融工具之公允值。附註37(c)載有有關釐定各項金融資產及金融負債公允值所使用的估值技術、輸入數據及主要假設之詳情。

應收貿易款項的預期信貸虧損撥備

本集團使用撥備矩陣以計算應收貿易款項的預期信貸虧損。撥備矩陣乃基於債務人按各債務人類似虧損模式將其分組的賬齡。撥備率乃基於本集團過往觀察的逾期率，並考慮無需付出過多成本或工作下獲取的合理及可支持的前瞻性資料。於每個報告日期，過往觀察的違約率會重新評估，並會考慮前瞻性資料的變動。此外，出現信貸減值的應收貿易款項的預期信貸虧損將獨立地評估。

預期信貸虧損撥備對估算變動敏感。有關預期信貸虧損及本集團應收貿易款項的資料分別於附註37(b)及附註27披露。

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5. REVENUE

A. For the year ended 31 December 2018

(i) Disaggregation of revenue from contracts with customers

5. 收入

A. 截至二零一八年十二月三十一日止年度

(i) 客戶合約收入的細分

	For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度		
	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元
Types of goods or service 貨品或服務種類			
Sales of optical and related components 光學及相關零件銷售	6,022,754	19,609,171	299,927
Total 總額	6,022,754	19,609,171	299,927
Geographical markets 地區市場			
Mainland China 中國內地	3,034,629	18,500,513	175,582
Korea 韓國	1,058,185	2,445	3,469
Japan 日本	396,428	242,994	17,358
United States 美國	447,780	39,499	56,494
Hong Kong 香港	37,395	441,608	1,613
Others 其他	1,048,337	382,112	45,411
Total 總額	6,022,754	19,609,171	299,927
Timing of revenue recognition 確認收入的時間			
At a point of time 時點確認	6,022,754	19,609,171	299,927

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5. REVENUE (Continued)

A. For the year ended 31 December 2018 (Continued)

(ii) Performance obligations for contracts with customers

The Group sells optical and optical-related products directly to customers. For sales of optical components, optoelectronic products and optical instruments, revenue is recognised when control of the goods has transferred, being when customer acceptance has been obtained, which is the point of time when the customer has the ability to direct the use of these products and obtain substantially all of the remaining benefits of these products.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group's contracts have an original expected duration of one year or less, as permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations is not disclosed.

5. 收入（續）

A. 截至二零一八年十二月三十一日止年度（續）

(ii) 客戶合約的履約責任

本集團直接向客戶銷售光學及光學相關產品。就光學零件、光電產品和光學儀器而言，收入於貨品的控制權轉移時，即取得客戶接受時確認，即客戶能夠控制貨品的使用及大致上取得此等貨品的所有剩餘利益的時間點。

(iii) 分配至未履行的客戶合約履約責任的交易價格

本集團的合約的初始預期期限為一年或更短，根據香港財務報告準則第15號允許不披露分配予餘下履約責任的交易價格。

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5. REVENUE (Continued)

B. For the year ended 31 December 2017

An analysis of the Group's revenue for the year from continuing operations is as follows:

5. 收入（續）

B. 截至二零一七年十二月三十一日止年度

以下為本集團年度持續營運收入的分析：

	Year ended 31/12/2017 截至二零一七年十二月三十一日止年度 RMB'000 人民幣千元
Sales of optical components 光學零件銷售	4,301,727
Sales of optoelectronic products 光電產品銷售	17,771,025
Sales of optical instruments 光學儀器銷售	293,500
	22,366,252

6. OPERATING SEGMENTS

Information reported to the Board of Directors, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods delivered because the management has chosen to organise the Group among different major products. No operating segments identified by chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's operating segments under HKFRS 8 *Operating Segments* are as follows:

1. Optical Components
2. Optoelectronic Products
3. Optical Instruments

6. 營運分部

就資源分配及分部表現評估向董事會（即主要營運決策者）所呈報的資料，側重於交付的產品之類型，理由是管理層已選擇按不同主要產品組織本集團。於達致本集團的可報告分部時，主要營運決策者所得出的營運分部概無經合計。

具體而言，根據香港財務報告準則第8號*營運分部*，本集團營運分部如下所示：

1. 光學零件
2. 光電產品
3. 光學儀器

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6. OPERATING SEGMENTS (Continued) 6. 營運分部（續）

Segment revenues and results 分部收入及業績

The following is an analysis of the Group's revenue and results by operating and reportable segments.

本集團按營運及可報告分部劃分的收入及業績分析如下。

For the year ended 31 December 2018 **截至二零一八年十二月三十一日止年度**

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Segment Total 分部總額 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
REVENUE 收入						
External sales 外部銷售	**6,022,754**	**19,609,171**	**299,927**	**25,931,852**	**–**	**25,931,852**
Inter-segment sales 分部間銷售	**1,536,494**	**13,523**	**30,995**	**1,581,012**	**(1,581,012)**	**–**
Total 總額	**7,559,248**	**19,622,694**	**330,922**	**27,512,864**	**(1,581,012)**	**25,931,852**
Segment profit 分部溢利	**2,428,098**	**636,041**	**19,059**	**3,083,198**	**–**	**3,083,198**
Share of results of associates 分佔聯營公司業績						**(23,787)**
Unallocated income 未分配收入						**111,083**
Unallocated expenses 未分配開支						**(319,220)**
Profit before tax 除税前溢利						**2,851,274**

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Segment Total 分部總額 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
REVENUE 收入						
External sales 外部銷售	4,301,727	17,771,025	293,500	22,366,252	–	22,366,252
Inter-segment sales 分部間銷售	979,312	9,774	32,861	1,021,947	(1,021,947)	–
Total 總額	5,281,039	17,780,799	326,361	23,388,199	(1,021,947)	22,366,252
Segment profit 分部溢利	1,715,791	1,669,543	2,149	3,387,483	–	3,387,483
Share of results of associates 分佔聯營公司業績						(16,096)
Unallocated income 未分配收入						49,796
Unallocated expenses 未分配開支						(102,864)
Profit before tax 除税前溢利						3,318,319

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6. OPERATING SEGMENTS (Continued)

Segment assets and liabilities

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of central administration costs including directors' salaries, other income, other gains or losses, share of results of associates and finance costs. There were asymmetrical allocations to operating segments because the Group allocates interest income, government grants, depreciation and amortisation and gain or loss on disposal of property, plant and equipment to each segment without allocating the related bank balances, deferred income, property, plant and equipment and intangible assets to those segments. This is the measure reported to the Board of Directors for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

As at 31 December 2018

6. 營運分部(續)

分部資產及負債

營運分部的會計政策與附註3所述的本集團會計政策相同。分部溢利指由各分部所賺取的溢利,但並無攤分中央行政成本(包括董事薪金、其他收益、其他收益或虧損、分佔聯營公司的業績及融資成本)。營運分部間存在不對稱分配,這是由於本集團在分配利息收入、政府補助金、折舊及攤銷以及出售物業、機器及設備收益或虧損至各分部時,並未向各分部分配相關銀行結餘、遞延收入、物業、機器及設備以及無形資產。此乃向董事會報告以作資源分配及表現評估的基準。

分部間銷售按現行市價入賬。

本集團按營運及可報告分部劃分的資產及負債分析如下:

於二零一八年十二月三十一日

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Assets 資產				
Trade receivables 貿易應收款項	1,480,184	3,555,288	49,656	5,085,128
Bill receivables 應收票據	348,330	360,422	1,611	710,363
Inventories 存貨	813,304	2,228,842	31,776	3,073,922
Total segment assets 分部資產總值	2,641,818	6,144,552	83,043	8,869,413
Unallocated assets 未分配資產				13,982,730
Consolidated assets 總資產				22,852,143
Liabilities 負債				
Trade payables 貿易應付款項	1,298,979	3,712,127	63,235	5,074,341
Note payables 應付票據	139,982	825,828	4,132	969,942
Total segment liabilities 分部負債總額	1,438,961	4,537,955	67,367	6,044,283
Unallocated liabilities 未分配負債				7,519,716
Consolidated liabilities 總負債				13,563,999

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6. OPERATING SEGMENTS (Continued) 6. 營運分部（續）

Segment assets and liabilities (Continued) 分部資產及負債（續）

As at 31 December 2017 於二零一七年十二月三十一日

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Assets 資產				
Trade receivables 貿易應收款項	1,012,143	3,390,929	46,271	4,449,343
Bill receivables 應收票據	334,425	458,056	4,464	796,945
Inventories 存貨	547,878	2,027,368	46,598	2,621,844
Total segment assets 分部資產總值	1,894,446	5,876,353	97,333	7,868,132
Unallocated assets 未分配資產				7,858,178
Consolidated assets 總資產				15,726,310
Liabilities 負債				
Trade payables 貿易應付款項	923,677	3,550,176	65,946	4,539,799
Note payables 應付票據	162,589	485,438	500	648,527
Total segment liabilities 分部負債總額	1,086,266	4,035,614	66,446	5,188,326
Unallocated liabilities 未分配負債				3,018,775
Consolidated liabilities 總負債				8,207,101

For the purposes of monitoring segment performance and allocating resources between segments:

- Trade receivables, bill receivables and inventories are allocated to the respective operating and reportable segments. All other assets are unallocated assets, which are not regularly reported to the Board of Directors.
- Trade payables and note payables are allocated to the respective operating and reportable segments. All other liabilities are unallocated liabilities, which are not regularly reported to the Board of Directors.

為監察分部表現及在分部間分配資源：

- 貿易應收款項、應收票據及存貨均分配至相對的營運及可報告分部。全部其他資產指並不定期向董事會報告的未分配資產。
- 貿易應付款項及應付票據分配至相對的營運及可報告分部。全部其他負債指並不定期向董事會報告的未分配負債。

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6. OPERATING SEGMENTS (Continued) 6. 營運分部(續)

Other segment information 其他分部資料

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated total 綜合總額 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss:					
計量分部損益時計入的款額:					
Depreciation and amortisation 折舊及攤銷	372,007	429,333	9,247	8,818	819,405
Impairment losses on trade receivables (reversed) recognised in profit or loss					
於損益中(撥回)確認的貿易應收款項減值虧損	(1,165)	1,281	3,735	–	3,851
(Gain) loss on disposal of property, plant and equipment and land use right					
出售物業、機器及設備及土地使用權(收益)虧損	(995)	1,179	(70)	2	116
Share award scheme expense 股份獎勵計劃支出	46,812	30,865	9,051	6,404	93,132
Interest income from bank and financial instruments					
銀行及金融工具利息收入	(7,900)	(182,319)	(932)	(18,032)	(209,183)
Allowance for inventories 存貨撥備	6,262	53,696	76	–	60,034
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment assets:					
已定期向主要營運決策者提供但未計入分部資產計量的款額:					
Addition to property, plant and equipment 物業、機器及設備增加	1,695,070	1,032,558	13,186	2,662	2,743,476

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6. OPERATING SEGMENTS (Continued) 6. 營運分部（續）

Other segment information (Continued) 其他分部資料（續）

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

	Optical Components 光學零件 RMB'000 人民幣千元	Optoelectronic Products 光電產品 RMB'000 人民幣千元	Optical Instruments 光學儀器 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated total 綜合總額 RMB'000 人民幣千元
Amounts included in the measure of segment profit or loss:					
計量分部損益時計入的款額：					
Depreciation and amortisation 折舊及攤銷	254,229	264,528	8,837	7,234	534,828
Impairment losses on trade receivables (reversed) recognised in profit or loss					
於損益中（撥回）確認的貿易應收款項減值虧損	(444)	(44,191)	1,734	–	(42,901)
(Gain) loss on disposal of property, plant and equipment					
出售物業、機器及設備（收益）虧損	(2,382)	2,458	554	9	639
Share award scheme expense 股份獎勵計劃支出	42,941	28,741	9,815	7,661	89,158
Interest income from bank and financial instruments					
銀行及金融工具利息收入	(4,840)	(68,149)	(434)	(1,513)	(74,936)
(Reversal of) allowance for inventories 存貨（撥回）撥備	(776)	29,536	259	–	29,019
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment assets:					
已定期向主要營運決策者提供但未計入分部資產計量的款額：					
Addition to property, plant and equipment 物業、機器及設備增加	638,595	671,977	16,701	9,410	1,336,683

Revenue from major products 主要產品收入

The following is an analysis of the Group's revenue from its major products:

以下為本集團來自主要產品的收入分析：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Mobile phone related products 移動電話相關產品	**21,803,100**	19,085,564
Digital camera related products 數碼相機相關產品	**921,560**	800,660
Optical instruments 光學儀器	**202,448**	220,038
Other lens sets 其他鏡頭	**1,769,948**	1,386,944
Digital video lens 數碼視頻鏡頭	**89,188**	66,699
Other spherical lens and plane products 其他球面鏡片及平面產品	**134,276**	111,323
Other products 其他產品	**1,011,332**	695,024
	25,931,852	22,366,252

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6. OPERATING SEGMENTS (Continued)

Geographical information

The Group's operations are mainly located in the PRC, Korea, Japan and the United States.

The Group's revenue from continuing operations from external customers is presented based on the locations of goods physically delivered and information about the Group's non-current assets by the geographical location of the assets are detailed below:

6. 營運分部(續)

地區資料

本集團的業務主要位於中國、韓國、日本及美國。

來自依實際交付貨物地點所示的本集團外部客戶持續營運收入及按資產地理位置劃分的本集團非流動資產的資料如下:

	Revenue from external customers 來自外部客戶的收入		Non-current assets 非流動資產	
	2018	2017	**31/12/2018**	31/12/2017
	二零一八年	二零一七年	**二零一八年十二月三十一日**	二零一七年十二月三十一日
	RMB'000	RMB'000	**RMB'000**	RMB'000
	人民幣千元	人民幣千元	**人民幣千元**	人民幣千元
The PRC (excluding Hong Kong) (country of domicile)				
中國(不包括香港)(居住國)	**21,710,724**	18,922,274	**5,533,519**	3,792,558
Korea 韓國	**1,064,099**	856,048	**943**	1,098
Japan 日本	**656,780**	563,618	**216**	90
United States 美國	**543,773**	613,608	**18**	36
Hong Kong 香港	**480,616**	554,431	**–**	–
Others 其他	**1,475,860**	856,273	**1,720**	387
	25,931,852	22,366,252	**5,536,416**	3,794,169

Note: Non-current assets excluded interests in associates, deferred tax assets, financial assets at fair value through profit or loss, equity instruments at fair value through other comprehensive income, debt instruments at amortised cost, available-for-sale investments and derivative financial assets.

附註:非流動資產不包括於聯營公司的權益、遞延稅項資產、按公允值計入損益的金融資產、按公允值計入其他全面收益的股本工具、按攤銷成本計量的債務工具、可供出售投資及衍生金融資產。

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6. OPERATING SEGMENTS (Continued)

Information about major customers

Revenues from the following customers contributed over 10% of the total sales of the Group:

6. 營運分部（續）

有關主要客戶資料

來自以下客戶的收入佔本集團銷售總額之比重超過10%：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Customer A, revenue from Optoelectronic Products A客戶，來自光電產品的收入	**5,674,142**	4,819,140
Customer B, revenue from Optoelectronic Products B客戶，來自光電產品的收入	**4,230,075**	4,113,135
Customer C, revenue from Optoelectronic Products C客戶，來自光電產品的收入	**3,764,092**	3,808,411

7(a). OTHER INCOME

7(a). 其他收益

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interest income from short term fixed deposits and bank balances 短期定期存款及銀行結餘利息收入	**15,104**	4,209
Interest income from pledged bank deposits 已抵押銀行存款利息收入	**2,305**	1,770
Interest income from debt instruments 債務工具利息收入	**10,503**	–
Investment income from unlisted financial products 非上市金融產品投資收入	**181,271**	68,957
Interest income from small loan services 小額貸款服務利息收入	**9,180**	6,144
Government grants (Note 33) 政府補助金（附註33）	**198,599**	80,595
Income from sales of moulds 銷售模具收入	**6,522**	8,052
Income from sales of scrap materials 銷售廢料收入	**11,396**	6,160
Income from customised specialised device services 專用設備定制服務收入	**4,273**	13,438
Rental income 租金收入	**9,223**	4,774
Others 其他	**18,648**	12,288
Total 總額	**467,024**	206,387

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7(b). OTHER GAINS AND LOSSES 7(b). 其他收益及虧損

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Loss on disposal of property, plant and equipment 出售物業、機器及設備虧損	**(1,914)**	(639)
Gain on disposal of land use right (Note 16) 出售土地使用權的收益（附註16）	**1,798**	–
Gain on acquisition of a subsidiary 收購附屬公司的收益	**–**	1,308
Gain on disposal of subsidiaries (Note 10) 出售附屬公司的收益（附註10）	**857**	–
Net foreign exchange (losses) gains 外匯（虧損）收益淨額	**(377,484)**	42,758
Gain on changes in fair value of derivative financial instruments, net 衍生金融工具公允值變動產生的收益淨額	**73,022**	49,796
Gain on changes in fair value of equity instruments at FVTPL 按公允值計入損益的權益工具公允值變動產生的收益	**21,130**	–
Loss on changes in fair value of debt instruments and fund investments at FVTPL 按公允值計入損益的債務工具及基金投資公允值變動產生的虧損	**(17,675)**	–
Others 其他	**7,287**	73
Total 總額	**(292,979)**	93,296

8. FINANCE COSTS 8. 融資成本

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Interests on bank borrowings 銀行借貸利息	**45,350**	38,903
Interests on bonds payable 應付債券利息	**147,779**	–
Interest on long term payables related to intangible assets 與無形資產有關的長期應付款項利息	**9,008**	9,898
Total 總額	**202,137**	48,801

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9. INCOME TAX EXPENSE

9. 所得稅開支

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current tax: 即期稅項：		
PRC Enterprise Income Tax 中國企業所得稅	**49,520**	329,493
Other jurisdictions 其他管轄區	**6,442**	13,621
	55,962	343,114
(Over) under provision in prior years: 過往年度（超額撥備）撥備不足：		
PRC Enterprises Income Tax 中國企業所得稅	**(6,829)**	611
Deferred tax (Note 20): 遞延稅項（附註20）：		
Current year 本年度	**289,462**	60,480
	338,595	404,205

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards, except as described below:

(i) Ningbo Sunny Infrared Technologies Company Ltd. ("Sunny Infrared Optics"), a domestic limited liability company, was approved as Hi-Tech Enterprise and entitled to a preferential tax rate of 15% with the expiry date on 31 December 2018.

(ii) Ningbo Sunny Opotech Co., Ltd. ("Sunny Opotech"), Ningbo Sunny Automotive Optech Co., Ltd. ("Sunny Automotive Optech"), Sunny Optics (Zhongshan) Co., Ltd. ("Sunny Zhongshan Optics") and Ningbo Sunny Instruments Co., Ltd. ("Sunny Instruments"), domestic limited liability companies, were approved as Hi-Tech Enterprises and entitled to a preferential tax rate of 15% with the expiry date on 31 December 2019.

(iii) Zhejiang Sunny Optics Co., Ltd. ("Sunny Zhejiang Optics") and Xinyang Sunny Optics Co., Ltd. ("Sunny Xinyang Optics"), domestic limited liability companies, were approved as Hi-Tech Enterprise and entitled to a preferential tax rate of 15% with the expiry date on 31 December 2020.

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司適用的稅率自二零零八年一月一日起為25%，惟下述者除外：

(i) 寧波舜宇紅外技術有限公司（「舜宇紅外光學」）為內資有限責任公司，並獲認可為高新技術企業，可享受15%的優惠稅率，於二零一八年十二月三十一日屆滿。

(ii) 寧波舜宇光電信息有限公司（「舜宇光電」）、寧波舜宇車載光學技術有限公司（「舜宇車載光學」）、舜宇光學（中山）有限公司（「舜宇中山光學」）及寧波舜宇儀器有限公司（「舜宇儀器」為內資有限責任公司，並獲認可為高新技術企業，可享受15%的優惠稅率，於二零一九年十二月三十一日屆滿。

(iii) 浙江舜宇光學有限公司（「舜宇浙江光學」）及信陽舜宇光學有限公司（「舜宇信陽光學」）為內資有限責任公司，並獲認可為高新技術企業，可享受15%的優惠稅率，於二零二零年十二月三十一日屆滿。

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9. INCOME TAX EXPENSE (Continued)

(iv) Zhejiang Sunny Optical Intelligence Technology Co., Ltd. ("Sunny Optical Intelligence"), a domestic limited liability company, was recognised as Software Enterprise and entitled preferential policies of exemption from enterprise income taxation for the first two years till 31 December 2018 and reduction half for the subsequent three years till 31 December 2021.

No charges to Hong Kong Profits Tax for both years have been made in the consolidated financial statements as the Group has no assessable profit arising from Hong Kong for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

As at 31 December 2018, the deferred tax liability amounting to RMB80,859,000 (31 December 2017: RMB49,329,000) (Note 20) was provided in respect of the temporary differences attributed to the PRC undistributed profits to the extent exceeding the investment plan which the directors of the Company decided to distribute.

9. 所得稅開支(續)

(iv) 浙江舜宇智能光學技術有限公司(「舜宇智能光學」)為內資有限責任公司,並獲認可為軟件企業,可於首兩年直至二零一八年十二月三十一日享受豁免企業所得稅的優惠政策,以及於其後三年直至二零二一年十二月三十一日享受半額稅項優惠。

由於本集團於兩年內並無於香港產生應課稅溢利,故綜合財務報表當中不存在香港利得稅開支。

其他管轄區的稅項是按當地適用稅率計算。

截至二零一八年十二月三十一日,本集團就中國未分派盈利的暫時差額作出遞延稅項負債撥備共計人民幣80,859,000元(二零一七年十二月三十一日:人民幣49,329,000元)(附註20),為超過本公司董事決定分派之投資計劃的金額。

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9. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得税開支（續）

年內的税項支出與綜合損益及其他全面收益表所列除税前溢利對賬如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before tax 除税前溢利	**2,851,274**	3,318,319
Tax at the PRC EIT tax rate of 25% 中國企業所得税税率為25%	**712,819**	829,580
Tax effect of share of results of associates 分佔聯營公司業績之税務影響	**5,947**	4,024
Tax effect of expenses not deductible for tax purpose 不可扣税開支之税務影響	**19,904**	35,609
Tax effect of allowance granted under share award scheme in the PRC 根據股份獎勵計劃在中國授出股份的税務影響	**(106,055)**	(133,200)
Tax effect of preferential tax rates for certain subsidiaries (Note 1) 若干附屬公司税率優惠之税務影響（附註1）	**(198,384)**	(217,435)
Tax effect of additional tax deduction of research & development expenses (Note 2) 研發開支額外税項扣減之税務影響（附註2）	**(197,514)**	(125,842)
Tax effect of tax losses not recognised 未確認税項虧損之税務影響	**108,860**	21,369
Utilisation of tax losses not previously recognised 動用先前未確認税項虧損	**(2,019)**	(2,595)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions 於其他管轄區經營的附屬公司的不同税率之税務影響	**1,866**	(7,916)
(Over) under provision in prior years 過往年度（超額撥備）撥備不足	**(6,829)**	611
Income tax expense for the year 年內所得税開支	**338,595**	404,205

Details of deferred taxation and unrecognised temporary difference are disclosed in Note 20.

遞延税項及未確認暫時差額的詳情於附註20披露。

Note 1: For the PRC subsidiaries which were approved as Hi-Tech Enterprises, they are entitled to a preferential tax rate of 15%.

附註1： 就獲認可為高新技術企業的中國附屬公司而言，其可享受15%的優惠税率。

Note 2: According to Guoshuifa [2008] No. 116 "Notice of the State Administration of Taxation on Issuing the Administrative Measures for the Pre-tax Deduction of Enterprise Research and Development Expenses (for Trial Implementation)", Caishui [2013] No. 70 "Circular of the Ministry of Finance and the State Administration of Taxation issues related to super deductions for research & development expenses", certain PRC subsidiaries are also entitled to an additional 50% tax deduction on eligible research & development expenses incurred by them during the years ended 31 December 2017. And in August 2018, a new notice with the name of Caishui [2018] No. 99 "Notice on Increasing the Pre-tax Deduction Ratio of Research and Development Expenses" was released, according to which certain PRC subsidiaries are entitled to an additional 75% tax deduction on eligible research & development expenses incurred by them for the year ended 31 December 2018.

附註2： 根據國税發[2008]116號文《企業研究開發費用税前扣除管理辦法（試行）》及財税[2013]70號文《財政部、國家税務總局關於研究開發費用税前加計扣除有關政策問題的通知》，若干中國附屬公司亦就其於截至二零一七年十二月三十一日止年度產生的符合條件的研發開支享有額外50%的税費減免。於二零一八年八月，一項名為財税[2018]99號文的新公告《關於提高研究開發費用税前加計扣除比例的通知》發佈，根據此公告，若干中國附屬公司享有就其於截至二零一八年十二月三十一日止年度產生的符合條件的研發開支享有額外75%的税費減免。

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10. DISPOSAL OF SUBSIDIARIES

According to the reorganisation proposal authorised by the Board of Directors, the Group entered into a sale agreement in March 2018 to fully dispose its equity interests in Shanghai Sunny Hengping Scientific Instrument Co., Ltd. ("Sunny Henping Instrument") and Qingdao Sunny Hengping Instrument Co., Ltd. ("Sunny Henping Instrument (Qingdao)") to the non-controlling shareholders with the net liabilities of approximately RMB779,000 and RMB78,000 respectively, the consideration was nil and the disposal gains of RMB857,000 was recognised in the current year.

10. 出售附屬公司

根據董事會授權的重組方案，本集團於二零一八年三月訂立一項出售協議，向非控股股東出售其於上海舜宇恒平科學儀器有限公司(「舜宇恒平儀器」)及青島舜宇恆平儀器有限公司(「舜宇恒平儀器(青島)」)的全部股本股權，負債淨額分別約為人民幣779,000元及人民幣78,000元，代價為零，出售收益人民幣857,000元於本年度確認。

11. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

11. 年內溢利

年內溢利已扣除以下各項：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Directors' emoluments (Note 14) 董事酬金(附註14)	**8,274**	8,299
Other staff's salaries and allowances 其他員工的薪金及津貼	**1,212,285**	1,477,510
Other staff's discretionary bonuses 其他員工的酌情花紅	**264,042**	268,677
Other staff's contribution to retirement benefit scheme 其他員工的退休福利計劃供款	**148,216**	109,643
Other staff's share award scheme expense 其他員工的股份獎勵計劃支出	**88,932**	84,719
	1,721,749	1,948,848
Cost of inventories recognised as an expense 確認為開支的存貨成本	**21,018,737**	17,563,489
Auditor's remuneration 核數師酬金	**3,649**	3,251
Depreciation of property, plant and equipment 物業、機器及設備折舊	**771,411**	489,202
Depreciation of investment properties 投資物業折舊	**4,391**	2,023
Release of prepaid lease payments 預付租金解除	**4,842**	4,498
Amortisation of intangible assets 無形資產攤銷	**43,603**	43,603
Allowance for inventories (included in cost of sales) 存貨撥備(包括於銷售成本)	**60,034**	29,019

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12. DIVIDENDS

12. 股息

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Dividends for ordinary shareholders of the Company recognised as distribution during the year: 年內確認為分派的本公司普通股東的股息： 2017 final dividends – RMB66.10 cents (2017: 2016 final dividends – RMB29.00 cents) per share 二零一七年末期股息 – 每股人民幣66.10分 （二零一七年：二零一六年末期股息 – 每股人民幣29.00分）	**725,117**	318,130

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2018 of approximately RMB56.80 cents per share, equivalent to Hong Kong Dollar ("HK$" or "HKD") 66.20 cents per share, amounting to a total of approximately RMB623,011,000 (2017: approximately RMB66.10 cents per share, equivalent to HK$81.20 cents per share, amounting to a total of approximately RMB725,117,000) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting. The final dividends proposed after the end of reporting period has not been recognised as a liability at the end of reporting period.

於報告期末後，本公司董事建議派付每股約人民幣56.80分（相等於每股66.20港仙），合共約人民幣623,011,000元（二零一七年：每股約人民幣66.10分（相等於每股81.20港仙），合共約人民幣725,117,000元）的截至二零一八年十二月三十一日止年度末期股息，惟須獲股東於應屆股東週年大會上批准。建議於報告期末後派付的末期股息並未於報告期末確認為負債。

13. EARNINGS PER SHARE

13. 每股盈利

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

本公司股東應佔每股基本及攤薄盈利乃根據以下數據計算：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Earnings 盈利		
Earnings for the purpose of basic and diluted earnings per share 計算每股基本及攤薄盈利的盈利	**2,490,872**	2,901,554

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13. EARNINGS PER SHARE (Continued) 13. 每股盈利（續）

	2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Number of shares 股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note) 計算每股基本盈利的普通股加權平均數（附註）	**1,092,863**	1,087,701
Effect of dilutive potential ordinary shares: 潛在攤薄普通股的影響：		
Restricted Shares 限制性股份	**3,247**	4,715
Weighted average number of ordinary shares for the purpose of diluted earnings per share 計算每股攤薄盈利的普通股加權平均數	**1,096,110**	1,092,416

Note: The weighted average number of ordinary shares has been calculated taking into account the shares held by the Group under share award scheme.

附註： 加權平均普通股份數目計算已考慮股份獎勵計劃下本集團持有的股份。

14. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

14. 董事、主要行政人員及五名最高薪酬僱員酬金

Directors' and executives' remuneration, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

董事及行政人員於年內酬金按適用上市規則及公司條例披露如下：

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	Other Emoluments 其他酬金				
	Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	**Bonus 花紅 RMB'000 人民幣千元 (Note) （附註）**	**Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元**	**Share award 股份獎勵 RMB'000 人民幣千元**	**Total 2018 二零一八年總額 RMB'000 人民幣千元**
A) EXECUTIVE DIRECTORS 執行董事					
Ye Liaoning 葉遼寧	**1,028**	**–**	**74**	**1,050**	**2,152**
Sun Yang 孫泱	**863**	**–**	**49**	**1,050**	**1,962**
Wang Wenjie 王文杰	**725**	**–**	**55**	**1,050**	**1,830**
Sub-total 小計	**2,616**	**–**	**178**	**3,150**	**5,944**

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14. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (Continued)

14. 董事、主要行政人員及五名最高薪酬僱員酬金(續)

	Other Emoluments 其他酬金				
	Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Bonus 花紅 RMB'000 人民幣千元 (Note) (附註)	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share award 股份獎勵 RMB'000 人民幣千元	Total 2018 二零一八年總額 RMB'000 人民幣千元
B) NON-EXECUTIVE DIRECTOR 非執行董事					
Wang Wenjian 王文鑒	1,028	–	–	1,050	2,078

	Other Emoluments 其他酬金				
	Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Bonus 花紅 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share award 股份獎勵 RMB'000 人民幣千元	Total 2018 二零一八年總額 RMB'000 人民幣千元
C) INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事					
Zhang Yuqing 張余慶	84	–	–	–	84
Feng Hua Jun 馮華君	84	–	–	–	84
Shao Yang Dong 邵仰東	84	–	–	–	84
Sub-total 小計	252	–	–	–	252
Total 總額					8,274

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14. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (Continued)

14. 董事、主要行政人員及五名最高薪酬僱員酬金（續）

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		Other Emoluments 其他酬金				
		Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Bonus 花紅 RMB'000 人民幣千元 (Note) （附註）	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share award 股份獎勵 RMB'000 人民幣千元	Total 2017 二零一七年總額 RMB'000 人民幣千元
A)	**EXECUTIVE DIRECTORS 執行董事**					
	Ye Liaoning 葉遼寧	970	–	74	1,055	2,099
	Sun Yang 孫泱	814	–	48	1,055	1,917
	Wang Wenjie 王文杰	684	–	48	1,410	2,142
	Sub-total 小計	2,468	–	170	3,520	6,158

		Other Emoluments 其他酬金				
		Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Bonus 花紅 RMB'000 人民幣千元 (Note) （附註）	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share award 股份獎勵 RMB'000 人民幣千元	Total 2017 二零一七年總額 RMB'000 人民幣千元
B)	**NON-EXECUTIVE DIRECTOR 非執行董事**					
	Wang Wenjian 王文鑒	970	–	–	919	1,889

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14. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (Continued)

14. 董事、主要行政人員及五名最高薪酬僱員酬金(續)

	Other Emoluments 其他酬金				
	Salaries and other benefits 薪金及其他福利 RMB'000 人民幣千元	Bonus 花紅 RMB'000 人民幣千元	Retirement benefit scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Share award 股份獎勵 RMB'000 人民幣千元	Total 2017 二零一七年總額 RMB'000 人民幣千元
C) INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事					
Zhang Yuqing 張余慶	84	–	–	–	84
Feng Hua Jun 馮華君	84	–	–	–	84
Shao Yang Dong 邵仰東	84	–	–	–	84
Sub-total 小計	252	–	–	–	252
Total 總額					8,299

The executive directors' emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

上列執行董事酬金為彼等有關管理本公司及本集團事務的服務報酬。

The non-executive director's emoluments shown above were for the services as a director of the Company and its subsidiaries.

上列非執行董事的酬金為擔任本公司及其附屬公司董事的服務報酬。

The independent non-executive directors' emoluments shown above were paid for their services as directors of the Company.

上列獨立非執行董事的酬金為彼等擔任本公司董事的服務報酬。

Mr. Ye Liaoning, Mr. Sun Yang and Mr. Wang Wenjie are also the Chief Executives of the Company and their emoluments disclosed above include those for services rendered by them as the Chief Executives.

葉遼寧先生、孫泱先生及王文杰先生亦為本公司的主要行政人員，且上文所披露之彼等的酬金包括就彼等擔任主要行政人員所提供服務的酬金。

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14. DIRECTORS', CHIEF EXECUTIVES' AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS (Continued)

14. 董事、主要行政人員及五名最高薪酬僱員酬金（續）

The five highest paid individuals of the Group included 2 (2017: 1) directors and chief executives for the year. Details of their emoluments are set out above. The emoluments of the remaining 3 (2017: 4) highest paid individuals were as follows:

本集團於本年度的五名最高薪酬人士包括兩名（二零一七年：一名）董事及主要行政人員，其酬金詳情載於上文。其餘三名（二零一七年：四名）最高薪酬人士的酬金如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries and other benefits 薪金及其他福利	**1,699**	1,992
Bonuses (Note) 花紅（附註）	**1,940**	2,897
Retirement benefit scheme contributions 退休福利計劃供款	**152**	223
Share award 股份獎勵	**3,731**	4,985
	7,522	10,097

Their emoluments were within the following band:

彼等的酬金範圍如下：

	2018 二零一八年 No. of employees 員工人數	2017 二零一七年 No. of employees 員工人數
HK$2,000,001 to HK$2,500,000 2,000,001港元至2,500,000港元	**1**	N/A 不適用
HK$2,500,001 to HK$3,000,000 2,500,001港元至3,000,000港元	**N/A 不適用**	2
HK$3,000,001 to HK$3,500,000 3,000,001港元至3,500,000港元	**2**	2

During both years, no emoluments were paid by the Group to the five highest paid individuals and directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. In the year ended 31 December 2018 (2017: Nil), no director waived emoluments.

於兩年內，本集團並無向五名最高薪酬人士及本公司董事支付酬金，作為邀請其加入或加入本集團後的獎金或作為離職補償。於截至二零一八年十二月三十一日止年度，並無董事放棄酬金（二零一七年：零）。

Note: The bonus is determined by remuneration committees based on the Group's performance for each financial year and subject to a maximum of 5% of consolidated profit attributable to owners of the Company.

附註： 花紅乃由薪酬委員會根據本集團於各財政年度的表現釐定，惟不可高於本公司股東應佔綜合溢利的5%。

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15. PROPERTY, PLANT AND EQUIPMENT 15. 物業、機器及設備

	Leasehold land and buildings 租賃土地及樓宇 RMB'000 人民幣千元	Machinery and production equipment 機械及生產設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Fixtures and office equipment 傢俬及辦公室設備 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
COST 成本						
At 1 January 2017 於二零一七年一月一日	316,317	2,322,929	15,017	343,804	147,636	3,145,703
Additions 添置	109,618	956,497	3,689	43,492	214,949	1,328,245
Acquired on acquisition of a subsidiary 收購一家附屬公司時所購入	7,600	–	–	838	–	8,438
Transfer 轉撥	8,205	76,234	–	7,846	(92,285)	–
Disposals 出售	(368)	(41,210)	(365)	(14,754)	–	(56,697)
Transferred to investment properties 轉撥至投資物業	(50,851)	–	–	–	–	(50,851)
Exchange realignment 外匯調整	–	14	(13)	101	–	102
At 31 December 2017 and 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	390,521	3,314,464	18,328	381,327	270,300	4,374,940
Additions 添置	1,584	1,679,663	2,659	112,752	946,818	2,743,476
Transfer 轉撥	186,244	82,839	–	163,177	(432,260)	–
Disposals 出售	(22,278)	(38,698)	(1,982)	(26,929)	–	(89,887)
Derecognised on disposal of subsidiaries 出售附屬公司時終止確認	–	(7,168)	(328)	(1,295)	–	(8,791)
Exchange realignment 外匯調整	–	258	77	68	–	403
At 31 December 2018 於二零一八年十二月三十一日	556,071	5,031,358	18,754	629,100	784,858	7,020,141
ACCUMULATED DEPRECIATION AND IMPAIRMENT 累計折舊及減值						
At 1 January 2017 於二零一七年一月一日	106,389	1,053,158	9,803	182,843	–	1,352,193
Charge for the year 年內支出	16,657	413,358	2,643	56,544	–	489,202
Eliminated on disposals 出售時對銷	(293)	(31,229)	(346)	(10,802)	–	(42,670)
Transferred to investment properties 轉撥至投資物業	(9,745)	–	–	–	–	(9,745)
Exchange realignment 外匯調整	–	12	(11)	37	–	38
At 31 December 2017 and 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	113,008	1,435,299	12,089	228,622	–	1,789,018
Charge for the year 年內支出	18,907	685,920	2,416	64,168	–	771,411
Eliminated on disposals 出售時對銷	(1,555)	(30,115)	(1,864)	(24,660)	–	(58,194)
Derecognised on disposal of subsidiaries 出售附屬公司終止確認	–	(3,917)	(292)	(933)	–	(5,142)
Exchange realignment 外匯調整	–	190	64	53	–	307
At 31 December 2018 於二零一八年十二月三十一日	130,360	2,087,377	12,413	267,250	–	2,497,400
CARRYING VALUES 賬面值						
At 31 December 2018 於二零一八年十二月三十一日	425,711	2,943,981	6,341	361,850	784,858	4,522,741
At 31 December 2017 於二零一七年十二月三十一日	277,513	1,879,165	6,239	152,705	270,300	2,585,922

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15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis over their estimated useful lives as follows:

Leasehold land and buildings	Shorter of 20 years or over the lease term
Machinery and production equipment	5 to 10 years
Motor vehicles	4 to 5 years
Fixtures and office equipment	3 to 10 years

The carrying value of properties shown above comprises:

15. 物業、機器及設備（續）

上述物業、機器及設備項目（在建工程除外）按照直線法於其下列估計可用年期內進行折舊：

租賃土地及樓宇	20年或於租期內（以較短者為準）
機械及生產設備	5至10年
汽車	4至5年
傢俬及辦公室設備	3至10年

上述物業的賬面值組成如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Buildings on leasehold land outside Hong Kong 於香港以外租賃土地上的樓宇	**425,711**	277,513

16. PREPAID LEASE PAYMENTS

16. 預付租金

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Analysed for reporting purpose as: 申報分析如下：		
Current assets 流動資產	**5,581**	4,515
Non-current assets 非流動資產	**213,823**	162,928
	219,404	167,443

Prepaid lease payments represent the payments for leasehold interests in land situated in the PRC and held under medium-term lease. During the year ended 31 December 2018, the Group acquired a piece of leasehold land located in the PRC at the cost of RMB80,144,000 and disposed a piece of leasehold land located in the PRC at the net booking value of RMB23,341,000 along with the above buildings which resulted with a gain of RMB1,798,000 and recognised in profit and loss accordingly.

預付租金為位於中國以中期租約所持土地權益的租金。於截至二零一八年十二月三十一日止年度，本集團以人民幣80,144,000元的成本購入位於中國的一幅租賃土地，以及以人民幣23,341,000元的淨賬面價值出售位於中國的一幅租賃土地及建於其之上的建築物，帶來人民幣1,798,000元的收益，此收益於損益中確認。

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17. INVESTMENT PROPERTIES 17. 投資物業

	RMB'000 人民幣千元
COST 成本	
At 1 January 2017 於二零一七年一月一日	16,750
Transferred from property, plant and equipment 轉撥自物業、機器及設備	50,851
At 31 December 2017 and 31 December 2018 於二零一七年十二月三十一日及二零一八年十二月三十一日	**67,601**
DEPRECIATION 折舊	
At 1 January 2017 於二零一七年一月一日	1,753
Transferred from property, plant and equipment 轉撥自物業、機器及設備	9,745
Charge for the year 年內支出	2,023
At 31 December 2017 and 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	13,521
Charge for the year 年內支出	4,391
At 31 December 2018 於二零一八年十二月三十一日	**17,912**
CARRYING VALUES 賬面值	
At 31 December 2018 於二零一八年十二月三十一日	**49,689**
At 31 December 2017 於二零一七年十二月三十一日	54,080

All of the investment properties transferred from property, plant and equipment are measured using the cost model. The fair value of the Group's investment properties at 31 December 2018 was RMB88,999,000 (31 December 2017: RMB95,465,000). The fair value has been determined by the directors of the Company by reference to recent market evidence of transaction prices for similar properties in the same locations and conditions.

所有轉撥自物業、機器及設備的投資物業以成本模式計量。於二零一八年十二月三十一日，本集團投資物業的公允值為人民幣88,999,000元（二零一七年十二月三十一日：人民幣95,465,000元）。該公允值已由本公司董事經參考同區條件相同的同類物業的近期市場成交價後釐定。

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17. INVESTMENT PROPERTIES (Continued)

17. 投資物業（續）

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

本集團投資物業的詳情及於報告期末有關公允值等級的資料如下：

	Level 3 第三級 RMB'000 人民幣千元	Fair value as at 31/12/2018 公允值 於二零一八年 十二月三十一日 RMB'000 人民幣千元
Commercial property units located in the PRC 位於中國商業物業單位	**88,999**	**88,999**

	Level 3 第三級 RMB'000 人民幣千元	Fair value as at 31/12/2017 公允值 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Commercial property unit located in the PRC 位於中國商業物業單位	95,465	95,465

The above investment properties are depreciated on a straight-line basis over 20 years.

上列投資物業於20年內按照直線法折舊。

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18. INTANGIBLE ASSETS 18. 無形資產

	Patents 專利權 RMB'000 人民幣千元
COST 成本	
At 1 January 2017 於二零一七年一月一日	8,907
Additions 添置	436,026
At 31 December 2017 and 31 December 2018 於二零一七年十二月三十一日及二零一八年十二月三十一日	**444,933**
AMORTISATION AND IMPAIRMENT 攤銷及減值	
At 1 January 2017 於二零一七年一月一日	8,906
Charge for the year 年內支出	43,603
At 31 December 2017 and 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	52,509
Charge for the year 年內支出	43,603
At 31 December 2018 於二零一八年十二月三十一日	**96,112**
CARRYING VALUES 賬面值	
At 31 December 2018 於二零一八年十二月三十一日	**348,821**
At 31 December 2017 於二零一七年十二月三十一日	392,424

The above patents have finite useful lives and are amortised on a straight-line basis over 10 years.

上述專利具有有限可使用年期，並以直線法按十年期攤銷。

The directors of the Company considered no impairment loss on patents for the years ended 31 December 2018 and 2017.

截至二零一八年及二零一七年十二月三十一日止年度，本公司董事認為專利權並無減值虧損。

19. INTERESTS IN ASSOCIATES 19. 於聯營公司的權益

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Cost of investment in unlisted associates 非上市聯營公司投資成本	**171,340**	173,020
Share of post-acquisition profit or loss and other comprehensive income or expenses, net of dividends received 分佔收購後損益及其他全面收益或開支，扣減已收股息	**(60,535)**	(38,428)
Impairment loss recognised 已確認減值虧損	**(9,997)**	(9,997)
	100,808	124,595

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19. INTERESTS IN ASSOCIATES (Continued)

19. 於聯營公司的權益(續)

Details of each of the Group's associates at the end of the reporting period are as follows:

於報告期末,本集團各聯營公司的詳情如下:

Name of associate 聯營公司名稱	Places of registration /operation 註冊地點/營運地點	Proportion of ownership interests held by the Group 本集團持有的所有權權益比例		Proportion of voting rights held by the Group 本集團持有的投票權比例		Principal activity 主要業務
		2018 二零一八年	2017 二零一七年	**2018 二零一八年**	2017 二零一七年	
Visiondigi (Shanghai) Technology Co., Ltd. ("Visiondigi Shanghai")* 上海威乾視頻技術有限公司(「上海威乾」)	The PRC 中國	**30.85%**	30.85%	**33.33%**	33.33%	Manufacture and sale of closed circuit television 生產及銷售閉路電視
Jiangsu Sunny Medical Equipments Co., Ltd. ("Jiangsu Medical")* 江蘇舜宇醫療器械有限公司(「江蘇舜宇醫療」)	The PRC 中國	**26.00%**	26.00%	**33.33%**	33.33%	Manufacture and sale of medical instrument business 生產及銷售醫療儀器業務
Wuxi Wissen Intelligent Sensing Technology Co., Ltd. ("Wissen")* 無錫為森智慧傳感技術有限公司(「為森」)#	The PRC 中國	**46.11%**	46.11%	**40.00%**	40.00%	Research and development of imaging motion sensors 研究及開發影像傳感器
Ningbo Mei Shan Bao Shui Gang Qu Keyi Venture Capital Investment Partnership ("Limited Partnership") ("Ningbo Keyi")* (Note) 寧波梅山保稅港區科儀創業投資合夥企業(有限合夥)(「寧波科儀」)(附註)	The PRC 中國	**N/A 不適用**	80.00%	**N/A 不適用**	33.33%	Venture capital investment and related consultation 風險資本投資及相關諮詢

*: The English names of the above entities established in the PRC are translated for identification purpose only.

*: 於中國成立的上述實體的英文名稱為翻譯名稱,僅供識別。

#: The company had changed its registered name from 無錫維森智能傳感技術有限公司 to 無錫為森智能傳感技術有限公司 during the current year.

#: 於本年度,該公司已更改其註冊名稱,由無錫維森智能傳感技術有限公司改為無錫為森智能傳感技術有限公司。

Note: During the current year, Ningbo Keyi, an associate held by the Group with 80% equity interests, started the liquidation procedure since August 2017 and officially dissolved on 31 January 2018.

附註: 於本年度期間,本集團於聯營公司寧波科儀持有80%股本權益,其於二零一七年八月啟動清算程序,並於二零一八年一月三十一日正式解散。

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19. INTERESTS IN ASSOCIATES (Continued)

19. 於聯營公司的權益（續）

Summarised financial information of material associates

重大聯營公司的財務資料概要

Summarised financial information in respect of the Group's material associates is set out below.

有關本集團重大聯營公司的財務資料概要載列如下。

The summarised financial information below presents amounts shown in the associate's financial statement prepared in accordance with HKFRS.

以下財務資料概要指根據香港財務報告準則編製聯營公司財務報表所載的金額：

Wissen **為森**

	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
Current assets 流動資產	**85,180**	137,105
Non-current assets 非流動資產	**63,694**	69,496
Current liabilities 流動負債	**(26,710)**	(32,760)

Wissen **為森**

	Year ended 31/12/2018 截至二零一八年十二月三十一日止年度 RMB'000 人民幣千元	Year ended 31/12/2017 截至二零一七年十二月三十一日止年度 RMB'000 人民幣千元
Revenue 收入	**42,180**	11,751
Total comprehensive expense for the year 年內全面開支總額	**(51,678)**	(41,380)

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19. INTERESTS IN ASSOCIATES (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

19. 於聯營公司的權益（續）

上述財務資料概要與綜合財務報表中所確認於聯營公司權益的賬面值的對賬如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Net assets of Wissen 為森的資產淨值	**122,164**	173,841
Proportion of the Group's ownership interest in Wissen 本集團於為森的所有權權益比例	**46.11%**	46.11%
Net assets of Wissen 為森的資產淨值	**56,330**	80,158
Goodwill on acquisition 收購商譽	**5,592**	5,592
Carrying amount of the Group's ownership interest in Wissen 本集團於為森的所有權權益的賬面值	**61,922**	85,750

20. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

20. 遞延稅項

就綜合財務狀況表的呈列而言，若干遞延稅項資產及負債已經抵銷。用作財務報告目的的遞延稅項結餘分析如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Deferred tax assets 遞延稅項資產	**(42,599)**	(40,435)
Deferred tax liabilities 遞延稅項負債	**403,328**	106,895
	360,729	66,460

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20. DEFERRED TAXATION (Continued)

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

20. 遞延稅項（續）

已確認的主要遞延稅項負債（資產）及本年度和過往年度變動如下：

	Withholding tax on distributed profit from the PRC 中國已分配利潤預繳稅 RMB'000 人民幣千元	Allowance for inventories and ECL provision 存貨撥備及預期信貸虧損撥備 RMB'000 人民幣千元	Deferred subsidy income 遞延補貼收入 RMB'000 人民幣千元	Accelerated depreciation 加速折舊 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2017 於二零一七年一月一日	5,595	(24,534)	(1,267)	28,269	(2,083)	5,980
Charge (Credit) to profit or loss (Note 9) 於損益中扣除（計入）（附註9）	43,734	1,811	(5,758)	29,297	(8,604)	60,480
At 31 December 2017 於二零一七年十二月三十一日	49,329	(22,723)	(7,025)	57,566	(10,687)	66,460
Effect arising from initial application of HKFRS 9 初步應用香港財務報告準則第9號所產生的影響	–	–	–	–	6,215	6,215
At 1 January 2018 (restated) 於二零一八年一月一日（經重列）	49,329	(22,723)	(7,025)	57,566	(4,472)	72,675
Charge (Credit) to profit or loss (Note 9) 於損益中扣除（計入）（附註9）	31,530	(9,733)	(2,263)	256,927	13,001	289,462
Credit to other comprehensive income 計入其他全面收益	–	–	–	–	(1,408)	(1,408)
At 31 December 2018 於二零一八年十二月三十一日	**80,859**	**(32,456)**	**(9,288)**	**314,493**	**7,121**	**360,729**

At the end of the reporting period, the Group had unused tax losses of approximately RMB978,348,000 (2017: RMB204,551,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses for both years of 2018 and 2017 due to the unpredictability of future profit streams. The tax losses arising from the PRC non high-tech subsidiaries of RMB96,388,000 (2017: RMB160,206,000) can be carried forward for maximum of five years and will expire during 2019 to 2023 while the tax losses arising from the PRC high-tech subsidiaries of RMB835,768,000 (2017: Nil) can be carried forward for maximum of ten years and will expire during 2019 to 2028 according to Caishui [2018] No. 76. which has extended the expiration period from five years to ten years. Other tax losses may be carried forward indefinitely.

於報告期末，本集團有未使用稅項虧損約人民幣978,348,000元（二零一七年：人民幣204,551,000元）可供用於抵銷未來溢利。由於未來溢利無法預測，故並無就二零一八年及二零一七年的該項虧損確認遞延稅項資產。中國非高新科技附屬公司產生的稅項虧損人民幣96,388,000元（二零一七年：人民幣160,206,000元）可於最多五年內結轉，並將於二零一九年至二零二三年到期，而中國高新科技附屬公司產生的稅項虧損人民幣835,768,000元（二零一七年：零）可於最多十年內結轉，到期期限根據財稅[2018]76號文由五年增至十年，將於二零一九年至二零二八年到期。其他稅項虧損可無限期結轉。

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21. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The deposits are paid for construction of factory buildings and acquisition of plants and equipment located in the PRC for the expansion of the Group's production plant.

21. 就收購物業、機器及設備已支付的按金

本集團就興建廠房樓宇以及收購位於中國的廠房及設備以供其生產機器擴張而支付按金。

22. AVAILABLE-FOR-SALE INVESTMENTS

22. 可供出售投資

	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Unlisted equity securities, at cost 以成本計量的非上市股本證券	129,373

As at 31 December 2017, the carrying amount of the available-for-sale investments was RMB129,373,000 which measured at cost less impairment since these investments do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

於二零一七年十二月三十一日，可供出售投資賬面值為人民幣129,373,000元，因該等投資於活躍市場上並無市場報價且公允值無法可靠計量，故此其乃按成本減去減值計量。

According to the transition provisions set out in HKFRS 9, the Group applied the classification and measurement requirements retrospectively to financial instruments that have not been derecognised as at 1 January 2018. At the date of initial application of HKFRS 9, the Group irrevocably elected to present the equity instruments amounting to RMB92,623,000 with the subsequent changes in fair value of equity investments in OCI and a fair value gain of RMB35,218,000 (net off with the related deferred tax liabilities of RMB6,215,000) was recognised in the FVTOCI reserve as at 1 January 2018.

根據香港財務報告準則第9號之過渡條文，本集團對於二零一八年一月一日未終止確認的金融工具追溯應用分類及計量之規定。於初次應用香港財務報告準則第9號之日，本集團不可撤回地選擇將金額為人民幣92,623,000元的權益工具及股權投資的其後公允值變動計入其他全面收益列賬。人民幣35,218,000元的公允值收益(扣除相關的遞延稅項負債人民幣6,215,000元)於二零一八年一月一日於按公允值計入其他全面收益列賬的儲備中確認。

The remaining equity investments with the carrying amount of RMB36,750,000 were reclassified as FVTPL and the fair value change of these equity investments were insignificant upon the initial application of HKFRS 9 at 1 January 2018.

剩餘的賬面值為人民幣36,750,000元的股權投資重新分類至按公允值計入損益。於二零一八年一月一日初次應用香港財務報告準則第9號後，該等股權投資的公允值變動並不重大。

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23. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

23. 按公允值計入其他全面收益的權益工具

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元
Unlisted equity investments 非上市股權投資	106,583

The unlisted equity investments represent the Group's equity interests in private entities. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance in the long run.

非上市股權投資代表本集團於私人實體的股本權益。本公司董事已選擇將該等權益工具投資指定為按公允值計入其他全面收益，此乃由於彼等相信於損益確認該等投資公允值的短期波動不符合本集團就長期目的持有該等投資以及就長期而言實現該等投資表現的策略。

As at 31 December 2018, the fair value of one private equity investment decreased significantly due to the unqualified project result failed to achieve the critical milestone at the year end. In the opinion of the directors of the Company, it is more than likely that the investment could not be recovered due to the pessimistic prospects of the investee's future development. Therefore, the carrying amount of RMB55,473,000 was impaired and a fair value loss of RMB54,065,000 (net off with the reversal of related deferred tax liabilities of RMB1,408,000) was recognised in FVTOCI reserve.

於二零一八年十二月三十一日，因不達標項目成績未能達成年終的關鍵里程碑，一項私人股權投資的公允值大幅減少。本公司董事認為，由於被投資方未來發展的悲觀前景，投資很可能無法收回。因此，已作出賬面值人民幣55,473,000元的減值，且公允值虧損人民幣54,065,000元（扣除相關遞延稅項負債人民幣1,408,000元的撥回）於按公允值計入其他全面收益儲備中確認。

24. DEBT INSTRUMENTS AT AMORTISED COST

24. 按攤銷成本計量的債務工具

In April 2018, the Group purchased debt instruments amounting to RMB101,079,000 which carries coupon rates ranging from 3.50% to 4.75% with the business model to collect contractual cash flows that are solely payments of principal and interest on the principal amount outstanding semi-annually according to the contract terms. Accordingly, these debt instruments were classified and subsequently measured at amortised cost, the carrying amount of the instruments is RMB109,394,000 as at 31 December 2018, among which RMB54,915,000 will mature within one year and the remaining amount of RMB54,479,000 will mature after one year.

於二零一八年四月，本集團購入的債務工具金額為人民幣101,079,000元，票面利率自3.50%至4.75%不等，其業務模式旨在收取合約現金流量，僅為根據合約條款支付本金及每半年未償還本金之利息。因此，該等債務工具被分類且其後按攤銷成本計量，該等工具於二零一八年十二月三十一日的賬面值為人民幣109,394,000元，當中人民幣54,915,000將於一年內到期，而餘額人民幣54,479,000將於一年後到期。

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25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25. 按公允值計入損益的金融資產

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Current assets 流動資產		
Fund investments (Note a) 基金投資（附註a）	**327,512**	–
Unlisted financial products (Note b) 非上市金融產品（附註b）	**4,432,070**	1,952,340
	4,759,582	1,952,340
Non-current assets 非流動資產		
Debt investments (Note c) 債務投資（附註c）	**157,205**	–
Equity investments (Note d) 股權投資（附註d）	**77,880**	–
	235,085	–

(a) Fund investments

During the current year, the Group entered into several contracts to purchase fund units (the "Fund") with a financial institution. The entire contracts have been accounted for financial assets at FVTPL on initial recognition. As at 31 December 2018, the fair value of the Fund is United State Dollar ("US$" or "USD") 47,720,000 per the investment statement of the financial institution, equivalent to RMB327,512,000.

(a) 基金投資

於本年度內，本集團簽訂若干合約以向金融機構購買基金單位（「基金」）。全部合約於初步確認時列作按公允值計入損益的金融資產。於二零一八年十二月三十一日，根據金融機構的投資報表，基金的公允值為47,720,000美元，相當於人民幣327,512,000元。

(b) Unlisted financial products

During the current year, the Group entered into several contracts of unlisted financial products with banks. The unlisted financial products are managed by related banks in the PRC to invest principally in certain financial assets including bonds, trusts and cash funds, etc. The unlisted financial products have been accounted for financial assets at FVTPL on initial recognition in which that the return of the unlisted financial products was determined by reference to the performance of the underlying government debt instruments and treasury notes and the expected return rate stated in the contracts ranges from 1.80% to 5.30% (31 December 2017: 2.20% to 5.30%) per annum.

(b) 非上市金融產品

於本年度內，本集團與銀行簽訂若干非上市金融產品合約。該等非上市金融產品由中國相關銀行管理，主要投資於債券、信託及現金基金等若干金融資產。非上市金融產品在初步確認時已列作按公允值計入損益的金融資產，該部分非上市金融產品的回報根據相關政府債務工具及國庫券的表現釐定，合約中的預期年回報率介乎1.80%至5.30%之間（二零一七年十二月三十一日：2.20%至5.30%之間）。

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25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(b) Unlisted financial products (Continued)

In the opinion of the directors of the Company, the fair value change of the unlisted financial products is insignificant in the current year.

(c) Debt investments

During the current year, the Group entered into several contracts to purchase the debt investments with carrying coupon rates ranging from 4.65% to 7.25% with certain features which could not pass the testing of solely payments of principal and interest on the principal amount outstanding and accounted for financial assets at FVTPL.

(d) Equity investments

Upon the initial application of HKFRS 9, the Group's equity investments of 餘姚市陽明智行投資中心(有限合夥) ("V Fund") in the amount of RMB36,750,000 were reclassified from available-for-sale investments to financial assets at FVTPL as at 1 January 2018. During the current year, the Group has also made another equity investment in the amount of RMB20,000,000 into a newly set up partnership enterprise which was established with the independent third parties, the equity interest accounted for only 1.46% and this equity investment was also measured at FVTPL. As at 31 December 2018, the fair value of those equity investments is RMB77,880,000 with the subsequent changes in fair value gain of RMB21,130,000 recognised in other gains or losses during the current year.

25. 按公允值計入損益的金融資產(續)

(b) 非上市金融產品(續)

本公司董事認為,非上市金融產品的公允值變動於本年度並不重大。

(c) 債務投資

於本年度內,本集團已簽訂若干合約以購買票面利率自4.65%至7.25%不等的債務投資,該等投資具備若干無法通過測試的特點,僅支付本金及未償還本金之利息,故列作按公允值計入損益的金融資產。

(d) 股權投資

初步應用香港財務報告準則第9號後,本集團於餘姚市陽明智行投資中心(有限合夥)(「V基金」)金額為人民幣36,750,000元的股權投資於二零一八年一月一日由可供出售投資重新分類為按公允值計入損益的金融資產。於本年度內,本集團作出另一項金額為人民幣20,000,000元的股權投資,與獨立第三方新成立合夥企業,股權僅佔1.46%,此股權投資亦按公允值計入損益計量。於二零一八年十二月三十一日,該等股權投資的公允值為人民幣77,880,000元,其後公允值變動收益人民幣21,130,000元於本年度內的其他收益或虧損中確認。

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26. INVENTORIES 26. 存貨

	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
Raw materials 原材料	**529,233**	314,064
Work in progress 半製成品	**276,104**	149,294
Finished goods 製成品	**2,268,585**	2,158,486
	3,073,922	2,621,844

27. TRADE AND OTHER RECEIVABLES AND PREPAYMENT 27. 貿易及其他應收款項及預付款項

	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
Current assets 流動資產		
Trade receivables 貿易應收款項	**5,186,714**	4,546,193
Less: allowance for expected credit losses 減：預期信貸虧損撥備	**(101,586)**	(96,850)
	5,085,128	4,449,343
Bill receivables 應收票據	**710,363**	796,945
Loan receivables (Note) 應收貸款(附註)	**107,731**	138,059
Other receivables and prepayment 其他應收款項及預付款項		
Value added tax and other tax receivables 應收增值税及其他應收税項	**88,061**	42,807
Individual income tax receivable from employees 應收僱員個人所得税	**–**	45,890
Advance to suppliers 墊付供應商款項	**83,848**	35,357
Interest receivables 應收利息	**38,349**	10,714
Prepaid expenses 預付開支	**63,892**	76,469
Rental and utilities deposits 租金及公用事業按金	**19,206**	55,133
Other receivables from employees 其他應收僱員款項	**14,283**	3,586
Others 其他	**20,625**	11,386
	328,264	281,342
Total trade and other receivables and prepayment 貿易及其他應收款項及預付款項總額	**6,231,486**	5,665,689

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27. TRADE AND OTHER RECEIVABLES AND PREPAYMENT (Continued)

The Group allows a credit period of average 90 days to its trade customers and 90 to 180 days for bill receivables. The following is an aged analysis of trade receivables net of allowance for credit loss presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates.

27. 貿易及其他應收款項及預付款項（續）

本集團給予貿易客戶平均90天的信貸期，及給予應收票據90天至180天的信貸期。以下為於報告期末基於發票日（與各自的收益確認日期相若）呈列的貿易應收款項（扣除信貸虧損撥備）的賬齡分析。

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within 90 days 90天以內	**4,967,107**	4,404,611
91 to 180 days 91天至180天	**117,752**	43,102
Over 180 days 180天以上	**269**	1,630
	5,085,128	4,449,343

Aging of bill receivables at the end of the reporting period is as follows:

於報告期末的應收票據賬齡如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within 90 days 90天以內	**645,037**	682,520
91 to 180 days 91天至180天	**65,326**	114,425
	710,363	796,945

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27. TRADE AND OTHER RECEIVABLES AND PREPAYMENT (Continued)

As at 31 December 2018, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB77,019,000 which are past due as at the reporting date. Out of the past due balances, RMB40,000 has been past due 90 days or more and is not considered as in default as the amount will be repaid by the customer based on the customer's promise and historical experience. The Group does not hold any collateral over these balances.

As at December 2017, 99% of the trade receivables that are neither past due nor impaired have high credit scoring attributable under the internal credit scoring system used by the Group.

As at December 2017, included in the Group's trade receivables are debtors with an aggregate carrying amount of RMB44,732,000 which are past due at the end of the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

Aging of trade receivables which are past due but not impaired

27. 貿易及其他應收款項及預付款項(續)

於二零一八年十二月三十一日,本集團貿易應收款項結餘包括於報告日期已逾期的總賬面值為人民幣77,019,000元的債務人,於逾期結餘當中的人民幣40,000元已逾期90天或以上,且並不被視為違約,此乃由於根據客戶的承諾及過往經驗,客戶會償還該等款項。本集團並無就該等結餘持有任何抵押品。

於二零一七年十二月,99%未逾期亦無減值的貿易應收款項根據本集團採用的內部信貸評級系統被評為高信用評級。

於二零一七年十二月,本集團貿易應收款項包括於報告日期末已逾期的總賬面值為人民幣44,732,000元的債務人,本集團並無就其作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。

已逾期但無減值的貿易應收款項賬齡

	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
91 to 180 days 91天至180天	43,102
Over 180 days 180天以上	1,630
Total 總額	44,732

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27. TRADE AND OTHER RECEIVABLES AND PREPAYMENT (Continued)

27. 貿易及其他應收款項及預付款項（續）

Movement in the allowance for doubtful debts

呆賬撥備變動

	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
1 January 一月一日	141,827
Impairment losses recognised 已確認的減值虧損	18,735
Impairment losses reversed 減值虧損撥回	(61,636)
Write-offs 撇銷	(2,076)
Balance at end of the reporting period 報告期末結餘	96,850

As at December 2017, included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of RMB82,797,000.

於二零一七年十二月，包括於呆賬撥備為總結餘人民幣82,797,000元的獨立減值貿易應收款項。

Details of impairment assessment of trade and other receivables for the year ended 31 December 2018 are set out in Note 37(b).

貿易及其他應收款項截至二零一八年十二月三十一日止年度的減值評估詳情載於附註37(b)。

Note: The Group provides fixed-rate loans with a term from one month to one year to local individuals and small enterprises in the PRC. All loans are either backed by guarantees and/or secured by collaterals.

附註： 本集團向中國當地個體及小型企業提供期限為一個月至一年的固定利率貸款。所有貸款均由擔保支持及／或由抵押擔保。

28. PLEDGED BANK DEPOSITS/SHORT TERM FIXED DEPOSITS/BANK BALANCES AND CASH

28. 已抵押銀行存款／短期定期存款／銀行結餘及現金

The Group pledged certain of its bank deposits to banks as security for note payables and the pledged bank deposits carry fixed interests of 1.35% (31 December 2017: 1.35%) per annum.

本集團已向銀行抵押其若干銀行存款作應付票據的抵押品，已抵押銀行存款固定年利率為1.35%（二零一七年十二月三十一日：1.35%）。

Short term fixed deposits carry fixed interest rates ranging from 1.95% to 2.13% (31 December 2017: 1.95% to 2.13%) per annum. Short term fixed deposits have original maturity dates less than one year and therefore classified as current assets.

短期定期存款按介乎1.95%至2.13%（二零一七年十二月三十一日：1.95%至2.13%）的固定年利率計息。短期定期存款原到期日少於一年，因而被分類為流動資產。

Bank balances, which represent saving accounts and deposits, carry interest at market saving rates at 0.35% (31 December 2017: 0.35%) per annum.

銀行結餘指儲蓄賬戶及存款，按0.35%（二零一七年十二月三十一日：0.35%）的市場儲蓄存款年利率計息。

29. DERIVATIVE FINANCIAL ASSETS AND LIABILITIES

29. 衍生金融資產及負債

At the end of the reporting period, the Group held certain derivatives classified as held for trading and not under hedge accounting as follows:

於報告期末，本集團持有若干分類為持作買賣及未按對沖會計法處理的衍生工具如下：

	Assets 資產		Liabilities 負債	
	31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元	**31/12/2018 二零一八年十二月三十一日 RMB'000 人民幣千元**	31/12/2017 二零一七年十二月三十一日 RMB'000 人民幣千元
Foreign currency forward contracts 遠期外匯合約	**46,388**	–	**2,682**	28,788
Foreign currency options contracts 外匯期權合約	**397**	3,375	**741**	4,247
Total 總額	**46,785**	3,375	**3,423**	33,035
Less: current portion 減：即期部分				
Foreign currency forward contracts 遠期外匯合約	**38,589**	–	**–**	–
Foreign currency options contracts 外匯期權合約	**397**	1,092	**741**	30,438
	38,986	1,092	**741**	30,438
Non-current portion 非即期部分	**7,799**	2,283	**2,682**	2,597

As at 31 December 2018 and 2017, the Group had entered into the following foreign currency forward contracts and foreign currency options contracts.

於二零一八年及二零一七年十二月三十一日，本集團已訂立以下遠期外匯合約及外匯期權合約。

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29. DERIVATIVE FINANCIAL ASSETS AND LIABILITIES (Continued)

29. 衍生金融資產及負債（續）

Foreign currency forward contracts

The Group entered into several USD/RMB foreign currency forward contracts with banks in the PRC in order to manage the Group's foreign currency risk.

遠期外匯合約

本集團已與中國的銀行訂立若干美元兑人民幣的遠期外匯合約，以管理本集團的外匯風險。

	Receiving currency 收取貨幣	Selling currency 賣出貨幣	Maturity date 到期日	Weighted average forward exchange rate 加權平均遠期匯率
Contract T 合約T	USD37,000,000 37,000,000美元	RMB244,396,000 人民幣244,396,000元	14 June 2019 二零一九年六月十四日	USD:RMB at 1:6.61 美元兑人民幣：1:6.61
Contract U 合約U	USD40,000,000 40,000,000美元	RMB263,240,000 人民幣263,240,000元	14 March 2019 二零一九年三月十四日	USD:RMB at 1:6.58 美元兑人民幣：1:6.58
Contract V 合約V	USD37,000,000 37,000,000美元	RMB244,400,000 人民幣244,400,000元	14 March 2019 二零一九年三月十四日	USD:RMB at 1:6.61 美元兑人民幣：1:6.61
Contract series W 合約系列W	USD101,250,000 101,250,000美元	RMB678,054,000 人民幣678,054,000元	Semi-annually Till 18 January 2023 半年期至二零二三年一月十八日	USD:RMB from 6.45 to 6.99 美元兑人民幣：由6.45至6.99

Foreign currency options contracts

The Group entered into several USD/RMB foreign currency options contracts with banks in Hong Kong and the PRC in order to manage the Group's currency risk.

The Group is required to transact with the banks for designated notional amount on each of the valuation dates specified within the respective contracts ("Valuation Date").

At each Valuation Date, the Reference Rate+ shall be compared against the strike rates (upper and lower)/barrier rate as specified within the respective contracts, and the Group may receive from/pay to the bank an amount as specified in the contracts if certain conditions specified within the respective contracts are met.

The Reference Rate+ represents the spot rate as specified within the respective contracts.

外匯期權合約

本集團已與香港及中國的銀行訂立若干美元兑人民幣的外匯期權合約，以管理本集團的貨幣風險。

本集團須於各合約所指定的估值日期（「估值日期」）就指定名義金額與該等銀行進行交易。

於各估值日期，參考匯率+須與各合約所指定的行使匯率（上限及下限）／門檻匯率作比較，且在達致各合約所指定若干條件的情況下，本集團可向相關銀行收取／支付該等合約所指定的金額。

參考匯率+指各合約所指定的現貨匯率。

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29. DERIVATIVE FINANCIAL ASSETS AND LIABILITIES (Continued)

29. 衍生金融資產及負債（續）

Foreign currency options contracts (Continued)

外匯期權合約（續）

Extracts of details of foreign currency options contracts from the respective contracts are as follow:

各合約的外匯期權合約的詳情摘要如下：

	Notional amount 名義金額 USD'000 千美元	Strike/barrier/ forward rates 行使／門檻／遠期匯率	Ending Settlement Date (Note 1) 結束結算日期（附註1）	
			2018 二零一八年	2017 二零一七年
Contract K (Note 2) 合約K（附註2）	60,000	USD:RMB at 1:7.156 美元兑人民幣：1:7.156	N/A 不適用	27 March 2018 二零一八年三月二十七日
Contract L (Note 2) 合約L（附註2）	60,000	USD:RMB at 1:7.15 美元兑人民幣：1:7.15	N/A 不適用	27 March 2018 二零一八年三月二十七日
Contract M (Note 3) 合約M（附註3）	120,000	USD:RMB at 1:7.22 美元兑人民幣：1:7.22	N/A 不適用	26 September 2018 二零一八年九月二十六日
Contract N (Note 3) 合約N（附註3）	120,000	USD:RMB at 1:7.20 美元兑人民幣：1:7.20	N/A 不適用	26 September 2018 二零一八年九月二十六日
Contract O 合約O	125,000	USD:RMB at 1:7.30 美元兑人民幣：1:7.30	7 May 2019 二零一九年五月七日	7 May 2019 二零一九年五月七日
Contract P 合約P	125,000	USD:RMB at 1:7.28 美元兑人民幣：1:7.28	7 May 2019 二零一九年五月七日	7 May 2019 二零一九年五月七日

Note 1: Each contract has a series of settlement dates. The Ending Settlement Dates stated as in the above table represent the last settlement date, specified within respective contracts.

附註1： 各合約均有一系列結算日期。上表所示結束結算日期指各合約所指定的最後結算日期。

Note 2: Both contract K and contract L were settled as a result of occurrence of trigger event on 27 March 2018.

附註2： 因於二零一八年三月二十七日發生觸發事件，本集團已結清合約K及L。

Note 3: Both contract M and contract N were settled as a result of occurrence of trigger event on 26 September 2018.

附註3： 因於二零一八年九月二十六日發生觸發事件，本集團已結清合約M及N。

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") signed with a bank. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently no legally enforceable right to set off the recognised amount.

本集團已訂立若干衍生工具交易，與銀行簽訂的國際掉期及衍生工具協會總協議（「國際掉期及衍生工具協會總協議」）涉及該等交易。由於國際掉期及衍生工具協會總協議規定，僅可於出現拖欠款項、無力償債及破產的情況下行使抵銷權，故本集團目前並無可抵銷已確認款項的依法可強制執行權利，因此，該等衍生工具並未於綜合財務狀況表內抵銷。

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30. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and note payables presented based on the invoice date at the end of reporting period.

30. 貿易及其他應付款項

以下為於報告期末基於發票日的貿易應付款項及應付票據的賬齡分析。

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Current liabilities 流動負債		
Trade payables 貿易應付款項		
Within 90 days 90天以內	**3,991,794**	3,802,811
91 to 180 days 91天至180天	**651,096**	384,235
Over 180 days 180天以上	**3,362**	2,402
Accrued purchases 應計採購額	**428,089**	350,351
Total trade payables and accrued purchases 貿易應付款項及應計採購額總額	**5,074,341**	4,539,799
Note payables 應付票據		
Within 90 days 90天以內	**948,474**	614,156
91 to 180 days 91天至180天	**21,468**	34,371
	969,942	648,527
Payables for purchase of property, plant and equipment 購置物業、機器及設備應付款項	**195,588**	133,647
Payable for acquisition of assets 收購資產應付款項	**–**	3,520
Staff salaries and welfare payables 員工薪金及福利應付款項	**387,020**	461,953
Labor outsourcing payables 勞務外包應付款項	**129,430**	–
Advance from customers 客戶墊付款項	**–**	76,050
Payable for acquisition of patents 收購專利應付款項	**41,134**	40,224
Value added tax payables and other tax payables 應付增值稅及其他應付稅項	**150,001**	171,324
Technology grant payables 應付科技補助金	**450**	25,832
Commission payables 應付佣金	**11,262**	11,078
Interest payable 應付利息	**70,062**	3,314
Rental and utilities payable 應付租金及公用事業費用	**8,264**	15,017
Accrued research and development expenses 應計研發開支	**7,248**	1,272
Others 其他	**19,119**	51,245
	1,019,578	994,476
	7,063,861	6,182,802
Non-current liabilities 非流動負債		
Long term payables 長期應付款項		
Payable for acquisition of patents 收購專利應付款項	**330,452**	347,294

The credit period on purchases of goods is up to 180 days (2017: 180 days) and the credit period for note payables is 90 days to 180 days (2017: 90 days to 180 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

貨品採購的信貸期最多為180天（二零一七年：180天）及應付票據的信貸期為90天至180天（二零一七年：90天至180天）。本集團已實施財務風險管理政策，以確保所有應付款項於信貸期內支付。

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31. CONTRACT LIABILITIES

31. 合約負債

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	1/1/2018* 二零一八年 一月一日* RMB'000 人民幣千元
Advance from customers 客戶墊付款項	**110,281**	76,050

* The amounts in this column are after the adjustments from the application of HKFRS 15.

* 此列金額乃應用香港財務報告準則第15號調整後之金額。

The contract liability is the consideration received from the customers which represents the Group's remaining obligation to transfer goods to customers. All the contract liabilities at the beginning of the period have been realised to revenue in the reporting period and no revenue recognised in the reporting period from the performance obligations satisfied in previous periods.

合約負債指本集團已從客戶收取有關尚未履行向客戶轉移貨品義務的代價。期初的所有合約負債對應的履約義務均於報告期內完成，收入得以確認，且本報告期確認的收入中不包含任何往期已經實現的履約義務。

32. BANK BORROWINGS

32. 銀行借貸

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Secured 有抵押	**700,000**	635,000
Unsecured 無抵押	**782,405**	712,881
	1,482,405	1,347,881

The exposure of the Group's bank borrowings are as follows:

本集團的銀行借貸風險如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Fixed-rate borrowings 固定利率借貸	**–**	35,000
Variable-rate borrowings 可變利率借貸	**1,482,405**	1,312,881
	1,482,405	1,347,881

The above bank borrowings are repayable within one year.

上述銀行借貸須於一年內償還。

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32. BANK BORROWINGS (Continued)

The range of effective interest rates per annual (which are equal to contractual interest rates) on the Group's bank borrowings are as follows:

32. 銀行借貸（續）

本集團銀行借貸的實際年利率（相等於合約利率）範圍如下：

	2018 二零一八年	2017 二零一七年
Fixed-rate borrowings 固定利率借貸	N/A 不適用	3.92%
Variable-rate borrowings 可變利率借貸	2.74%-3.70%	2.26%-3.92%

The variable-rate borrowings are denominated in RMB and USD which carry the floating-rates at Loan Prime Rate minus basis points and London Inter-Bank Offer Rate ("LIBOR") plus a premium, respectively.

可變利率借貸以人民幣及美元計值，其可變利率分別按貸款最優惠利率減基點及倫敦銀行同業拆息另加溢價計算。

The Group's bank borrowings that are denominated in currency other than the functional currencies of the relevant group entities are set out below:

本集團以相關集團實體功能貨幣以外的貨幣計值的銀行借貸載列如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
USD 美元	782,405	712,881

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33. GOVERNMENT GRANTS/DEFERRED INCOME 33. 政府補助金／遞延收入

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Amounts credited to profit or loss during the year: 年內計入損益金額：		
Subsidies related to technology enhancement of production lines (Note 1) 生產線技術改進補貼(附註1)	**33,320**	9,481
Subsidies related to research and development of technology projects (Note 2) 技術項目研發補貼(附註2)	**15,551**	5,356
Incentive subsidies (Note 3) 獎勵補貼(附註3)	**149,728**	65,758
	198,599	80,595

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Deferred income related to government grants: 政府補助金遞延收入：		
Subsidies related to technology enhancement of production lines (Note 1) 生產線技術改進補貼(附註1)	**48,243**	29,751
Subsidies related to research and development of technology projects (Note 2) 技術項目研發補貼(附註2)	**33,045**	53,862
Total 總計	**81,288**	83,613
Less: current portion 減：即期部分	**(11,175)**	(38,788)
Non-current portion 非即期部分	**70,113**	44,825

Note 1: The Group received grants from the local government for the purpose of increasing in production capacity for high-end handset lens sets by enhancement of production lines. The amounts are deferred and amortised over the useful lives of the relevant assets in the enhanced production lines.

附註1：本集團獲得地方政府的補貼，以通過改進生產線提高高科技手機鏡頭產能。該等金額作遞延並於各已改進生產線的相關資產的可使用年期內攤銷。

Note 2: The Group received grants for reimbursement towards the costs of research and development of certain technology projects with local government and various parties. The amounts are deferred and amortised over period of the respective technology projects.

附註2：本集團獲得地方政府及有關各方的補貼，以補助部分技術項目研發成本。該等金額作遞延並於各技術項目期間攤銷。

Note 3: Incentive subsidies were received from the local government in recognition of the eminence of development of new products, achievement of certain revenue and export volume milestones of the Group. The subsidies were granted on a discretionary basis to the Group during the current year.

附註3：地方政府提供獎勵補貼以嘉許本集團開發新產品、達到收入指標及發展出口業務。該等補貼已於本年度酌情授予本集團。

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34. BONDS PAYABLE

On 16 January 2018, the Company issued unsecured bonds in the amount of US$600 million at the rate of 3.75% which will be due by 2023 to professional investors outside of the United States in accordance with Regulation S under the U.S. Securities Act. The issuance has been completed on 23 January 2018 and the listing of the bonds in the Hong Kong Stock Exchange became effective on 24 January 2018.

The Company has used part of the net proceeds from the bonds for funding capital expenditures, fulfilling working capital requirements, refinancing existing indebtedness and other general corporate purposes.

During the current year, interest expense of approximately RMB147,779,000 was recognised in consolidated statement of profit or loss and other comprehensive income.

34. 應付債券

於二零一八年一月十六日，本公司根據美國《證券法》S規例向美國境外專業投資者發行於二零二三年到期之600,000,000美元3.75厘的無抵押債券，該發行已於二零一八年一月二十三日順利完成，且債券於二零一八年一月二十四日起於香港聯交所上市。

本公司擬將債券所得款項之部分淨額用作為資本開支資金、滿足營運資金需求、現有債務再融資及其他的一般公司用途。

於本年度內，約人民幣147,779,000元的利息開支於綜合損益及其他全面收益表中確認。

35. SHARE CAPITAL

35. 股本

	Number of shares 股份數目	Amount 數額 HK$'000 千港元	Equivalent to 相等於 RMB'000 人民幣千元
Authorised: Ordinary shares of HK$0.10 each at 1 January 2017, 31 December 2017 and 31 December 2018 法定： 於二零一七年一月一日、二零一七年十二月三十一日及二零一八年十二月三十一日每股面值0.10港元的普通股	100,000,000,000	10,000,000	
Issued & fully paid: Ordinary shares of HK$0.10 each at 31 December 2017 已發行及繳足： 於二零一七年十二月三十一日每股面值0.10港元的普通股	1,097,000,000	109,700	105,177
Share repurchased and cancelled 已購回及註銷的股份	(150,300)	(15)	(14)
At 31 December 2018 於二零一八年十二月三十一日	1,096,849,700	109,685	105,163

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36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank borrowings disclosed in Note 32 and bonds payables disclosed in Note 34, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors of the Company consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or the repayment of existing debts.

36. 資本風險管理

本集團會管理資本，維持最有利的債務及權益結構，以確保本集團轄下公司能夠持續經營，盡量提高股東的回報。本集團的整體策略與去年相同。

本集團的資本架構由負債淨額(包括於附註32中披露的銀行借貸及於附註34中披露的應付債券(扣除現金及現金等值項目))及本公司股東應佔權益(包括已發行股本、保留溢利及其他儲備)組成。

本公司董事每半年檢討一次資本架構。作為檢討的一部分，本公司董事考慮資本成本及各類資本相關風險。根據本公司董事的建議，本集團將透過支付股息、發行新股及股份購回以及發行新債或償還現有債務來平衡其整體資本架構。

37. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

37. 金融工具

a. 金融工具分類

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Financial assets 金融資產		
Financial assets at FVTPL 按公允值計入損益的金融資產	**4,994,667**	1,952,340
Derivative financial assets 衍生金融資產	**46,785**	3,375
Financial assets at amortised cost 按攤銷成本計量的金融資產	**8,577,912**	–
Equity instruments at FVTOCI 按公允值計入其他全面收益的權益工具	**106,583**	–
Loans and receivables (including cash and cash equivalent) 貸款及應收款項(包括現金及現金等值項目)	**–**	6,796,423
Available-for-sale investments 可供出售投資	**–**	129,373
	13,725,947	8,881,511
Financial liabilities 金融負債		
Liabilities measured at amortised cost 按攤銷成本計量的負債	**11,863,891**	6,821,114
Derivative financial liabilities 衍生金融負債	**3,423**	33,035
	11,867,314	6,854,149

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

The Group's financial instruments include derivative financial assets/liabilities, trade and other receivables, amounts with related parties, financial assets at FVTPL, financial assets at amortised cost, available-for-sale investments, equity instruments at FVTOCI, short term fixed deposits, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings, long term payables and bonds payable. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

The Group's activities expose it primarily to the market risks of foreign currency risk, interest rate risk and other price risk. Market risk exposures are further measured by sensitivity analysis. Details of each type of market risks are described as follows:

Foreign currency risk

The Group undertakes certain foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain of the Group's bank balances and cash, trade and other receivables, trade and other payables, bonds payables and bank borrowings are denominated in currencies other than the functional currency of the relevant group entities and expose to such foreign currency risk. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and utilising foreign currency forward contracts and foreign currency option contracts.

37. 金融工具（續）

b. 財務風險管理目標及政策

本集團的金融工具包括衍生金融資產／負債、貿易及其他應收款項、與關連人士之間的款項、按公允值計入損益的金融資產、按攤銷成本計量的金融資產、可供出售投資、按公允值計入其他全面收益的權益工具、短期定期存款、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、銀行借貸、長期應付款項及應付債券。金融工具的詳情載於相關附註。與此等金融工具相關的風險包括市場風險（外匯風險、利率風險及其他價格風險）、信貸風險及流動資金風險。減輕此等風險的政策載列於下文。管理層負責管理及監控此等風險，確保及時有效地採取適當措施。

市場風險

本集團業務的主要市場風險為外匯風險、利率風險及其他價格風險。市場風險進一步按敏感度分析界定。以下為各類市場風險的詳情：

外匯風險

本集團進行若干外幣買賣，因而面對外匯風險。本集團若干銀行結餘及現金、貿易及其他應收款項、貿易及其他應付款項、應付債券以及銀行借貸均以相關集團實體功能貨幣以外的貨幣計值且均面臨有關外匯風險。本集團密切監控匯率變動及使用遠期外匯合約及外匯期權合約以管理外匯風險。

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Market risks (Continued)

市場風險（續）

Foreign currency risk (Continued)

外匯風險（續）

The carrying amounts of the Group's foreign currencies denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

以下為本集團於報告期末以外幣計值貨幣資產及貨幣負債的賬面值：

	Assets 資產		Liabilities 負債	
	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	**2018 二零一八年 RMB'000 人民幣千元**	2017 二零一七年 RMB'000 人民幣千元
USD 美元	**2,814,353**	797,771	**6,581,901**	2,219,779
HKD 港元	**2,637**	8,184	**1,086**	–
Japanese Yen ("JPY") 日元	**99,478**	65,909	**486,129**	53,873
Korean Won ("KRW") 韓元	**6,958**	16,180	**5,419**	7,087
Euros ("EUR") 歐元	**138,665**	318	**–**	8,712

The Group is mainly exposed to fluctuation in USD, HKD, JPY, KRW and EUR against RMB.

本集團的主要風險來自美元、港元、日元、韓元及歐元兑人民幣的匯率波動。

The following table details the Group's sensitivity to a 5% change in respective functional currencies against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the year end date for a 5% change in foreign currency rates.

下表詳述本集團於各功能貨幣兑相關外幣升／貶值5%時的敏感度。敏感度分析僅包括尚未結算的外幣計值貨幣項目，以及有關換算因年結日匯率增減5%而作出的調整。

A positive (negative) number below indicates an increase (decrease) in post-tax profit where the respective functional currencies strengthen 5% against the relevant foreign currencies. For a 5% weakening of the respective functional currencies against the relevant currencies, there would be an equal and opposite impact on the post-tax profit.

下列正數（負數）代表各功能貨幣兑相關外幣升值5%而導致除税後溢利增加（減少）情況。倘各功能貨幣兑相關貨幣貶值5%，則會對除税後溢利有等額相反的影響。

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Market risks (Continued)

市場風險（續）

Foreign currency risk (Continued)

外匯風險（續）

	Profit for the year 年內溢利	
	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
USD (Note) 美元（附註）	**160,121**	60,435
HKD 港元	**(66)**	(348)
JPY 日元	**16,433**	(512)
KRW 韓元	**(65)**	(386)
EUR 歐元	**(5,893)**	357

Note: This is mainly attributable to the exposure to bank balances, outstanding receivables, outstanding payables, bank borrowings and bonds payable denominated in foreign currency of USD at the year end date.

附註： 主要是來自於年結日以外幣美元計值的銀行結餘、未結算應收款項、未結算應付款項、銀行借貸及應付債券的風險。

Interest rate risk

利率風險

The Group is exposed to fair value interest risk in relation to fixed-rate bank borrowings (see Note 32 for details of these bank borrowings), short term fixed deposits and pledged bank deposits (see Note 28 for details of these deposits), debt instruments (see Note 24 and 25 for details of these debt instruments) and bonds payable (see Note 34 for details of the bonds payable). The Group currently does not have interest rate hedging policy. However, the Group monitors interest rate exposures and will consider hedging significant interest rate exposures should the need arise.

本集團因固定利率銀行借貸（該等銀行借貸詳情見附註32）、短期定期存款及已抵押銀行存款（該等存款詳情見附註28）、債務工具（該等債務工具詳情見附註24及25）以及應付債券（該等應付債券詳情見附註34）而面臨公允值利率風險。本集團目前沒有任何利率對沖政策。然而，本集團會監控利率風險並會在有需要時考慮對沖重大利率風險。

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risks (Continued)

Interest rate risk (Continued)

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings (see Note 32 for details of these bank borrowings). The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and the LIBOR arising from the Group's bank borrowings. It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 50 basis points (2017: 50 basis points) increase or decrease in variable-rate bank borrowings are used represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2018 would have decreased/increased by RMB6,242,000 (2017: RMB3,717,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

37. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

利率風險(續)

本集團亦因可變利率銀行結餘和銀行借貸(該等銀行借貸詳情見附註32)而面臨現金流量利率風險。本集團的現金流量利率風險主要集中於銀行結餘及本集團的銀行借貸產生的倫敦銀行同業拆息利率波動。本集團的政策為保持其借貸利率浮動以盡量減輕公允值利率風險。

本集團金融負債利率風險已在本附註流動資金風險管理一節中作詳細說明。

敏感度分析

以下敏感度分析乃根據報告期末衍生工具及非衍生工具的利率風險釐定。該分析乃假設於報告期末未償還金融工具全年均未償還而編製。可變利率銀行借貸增加或減少50個基準點(二零一七年:50個基準點)已使用管理層對利率的合理可能變化的評估。

倘利率增加/減少50個基準點(二零一七年:50個基準點)且其他所有變量保持不變,本集團於截至二零一八年十二月三十一日止年度的除稅後溢利將減少/增加人民幣6,242,000元(二零一七年:人民幣3,717,000元),主要是因為本集團面臨可變利率銀行借貸的利率風險。

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Market risks (Continued)

Other price risk

The Group is exposed to other price risk through its investments in unlisted financial products, fund and debt instruments as financial assets at FVTPL, the foreign currency forward contracts, foreign currency option contracts and equity investment at FVTPL. The management considers alternative tools to mitigate other price risk and manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain unquoted equity securities for investees operating in several industry sectors for long term strategic purposes which had been designed as FVTOCI (2017: available-for-sale investments measured at cost less impairment). The management closely monitors such exposure and consider hedging such exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date, excluding available-for-sale investments measured at cost less impairment for the year ended 31 December 2017. For the sensitivity analysis of those financial assets at FVTPL, the fair value of the respective financial assets higher, the post-tax profit for the year ended 31 December 2018 would increase as a result of the changes in fair value of the relevant financial assets at FVTPL. Sensitivity analyses for unquoted equity securities with fair value measurement categorised within Level 3 were disclosed in Note 37(c).

37. 金融工具（續）

b. 財務風險管理目標及政策（續）

市場風險（續）

其他價格風險

本集團因其按公允值計入損益的金融資產（非上市金融產品、基金及債務工具）、遠期外匯合約、外匯期權合約及按公允值計入損益的權益投資的投資，面臨其他價格風險。管理層考慮用替代工具降低其他價格風險，並且以維持具有各種風險的投資組合管理該等所面臨的風險。此外，本集團亦因長遠策略目的投資若干無報價股權證券，被投資者營運於數個行業，該等證券指定為按公允值計入其他全面收益（二零一七年：按成本減減值計量的可供出售投資）。管理層密切監察該等風險，並在有需要時考慮對沖該等風險。

敏感度分析

敏感度分析乃根據報告期末股票價格風險釐定（截至二零一七年十二月三十一日止年度按成本減減值計量的可供出售投資除外）。有關按公允值計入損益的金融資產的敏感度分析，倘相應金融資產的公允值較高，截至二零一八年十二月三十一日止年度除税後溢利將因按公允值計入損益的相關金融資產的公允值變動而增加，公允值計量分類為第三級的無報價股本證券敏感度分析於附註37(c)披露。

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 December 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually or based on provision matrix (2017: incurred loss model on trade balances individually or collectively). In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risks on liquid funds and derivative financial assets are limited because the counterparties are banks with high credit ratings.

As at 31 December 2018 and 2017, the Group has concentration of credit risk on its unlisted financial products at FVTPL. The credit risk on unlisted financial products at FVTPL is limited by the underlying assets invested by the unlisted financial products being the PRC government related debt instruments and treasury notes and the counterparties who issued these unlisted financial products are banks with good reputations.

37. 金融工具（續）

b. 財務風險管理目標及政策（續）

信貸風險及減值評估

於二零一八年十二月三十一日，本集團承受財務虧損的最大信貸風險，乃來自綜合財務狀況表所列各項已確認金融資產的賬面值。

為盡量減低信貸風險，本集團管理層已委派專責隊伍，負責釐定信貸限額、審批信貸及其他監控程序，以確保採取跟進行動收回過期債務。此外，本集團於應用香港財務報告準則第9號後按預期信貸虧損模式對貿易應收款項個別地或根據撥備矩陣進行減值評估（二零一七年：已產生虧損模式對貿易應收款項個別地或整體地進行評估）。因此，本公司董事認為本集團的信貸風險已大大降低。

由於交易對手均為信貸評級良好的銀行，故有關流動資金及衍生金融資產的信貸風險有限。

於二零一八年及二零一七年十二月三十一日，本集團的信貸風險集中於按公允值計入損益的非上市金融產品。按公允值計入損益的非上市金融產品的信貸風險有限，此乃由於非上市金融產品投資的相關資產為中國政府有關債務工具及國庫券，且發行該等非上市金融產品的對手方為聲譽良好的銀行。

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group has concentration of credit risk as 22% (2017: 19%) and 58% (2017: 62%) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively. Revenue from the top five trade debtors represent over 54% (2017: 67%) of the Group's revenue for the year ended 31 December 2018. The directors of the Company, the associates and the shareholders have no interest in the customers mentioned above. The largest five customers' manufacturing facilities are located in the PRC and their principal activities are manufacturing of smartphones and optical related products.

The Group also has concentration of credit risk on its deposits for acquisition of property, plant and equipment as 41% (2017: 40%) of the total deposits for acquisition of property, plant and equipment was paid to the Group's largest three suppliers of property, plant and equipment. The credit risk on the deposits paid is limited as these suppliers are large construction enterprises in the PRC and Hong Kong.

Other than the above, the Group has no other significant concentration of credit risk with exposure spread over a large number of counterparties and customers.

37. 金融工具（續）

b. 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

除於若干信貸評級良好的銀行存放的流動資金存在信貸集中風險外，本集團另有信貸集中風險，皆因本集團總貿易應收款項中，最大客戶與前五大客戶分別佔22%（二零一七年：19%）及58%（二零一七年：62%）。來自前五大貿易債務人的收入佔截至二零一八年十二月三十一日止年度本集團收入逾54%（二零一七年：67%）。本公司董事、聯繫人及股東於上述客戶中並無任何權益。前五大客戶的生產設施位於中國，其主要業務為製造智能手機及光學相關產品。

本集團因購置物業、機器及設備的按金而承受信貸集中風險，皆因本集團已向前三大物業、機器及設備供應商支付購置物業、機器及設備總按金的41%（二零一七年：40%）。已付按金的信貸風險因該等供應商為中國及香港大型建築公司而屬有限。

除上文所述者外，本集團並無其他重大信貸集中風險，皆因有關風險乃分散於多名對手方及客戶之中。

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Credit risk and impairment assessment (Continued)

信貸風險及減值評估（續）

The Group's internal credit risk grading assessment comprises the following categories:

本集團的內部信貸評級評估包括以下類別：

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收款項	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的逾期風險為低，且無任何逾期款項	Lifetime ECL-not credit-impaired 全期預期信貸虧損－無信貸減值	12-month ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle after due date 債務人經常於到期日後還款，但通常於到期日後結清	Lifetime ECL-not credit-impaired 全期預期信貸虧損－無信貸減值	12-month ECL 12個月預期信貸虧損
Doubtful 不確定的	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自經內部或外部資源建立的資料初步確認以來，信貸風險大幅上升	Lifetime ECL-not credit-impaired 全期預期信貸虧損－無信貸減值	Lifetime ECL-not credit-impaired 全期預期信貸虧損－無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 證據顯示資產出現信貸減值	Lifetime ECL-credit-impaired 全期預期信貸虧損－信貸減值	Lifetime ECL-credit-impaired 全期預期信貸虧損－信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 證據顯示債務人處於嚴重財務困難，本集團對收回欠款無實際期望	Amount is written off 款額已撇銷	Amount is written off 款額已撇銷

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Credit risk and impairment assessment (Continued)

信貸風險及減值評估（續）

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

下表詳列本集團受限於預期信貸虧損評估的金融資產的所面臨的信貸風險：

2018 二零一八年	Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross Carrying amount 總賬面值	
					RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at amortized cost **按攤銷成本計量的金融資產**						
Amount due from a related party 應收關連人士款項	42	N/A 不適用	Note 1 附註1	12-month ECL 12個月預期信貸虧損	3,032	3,032
Trade receivables 貿易應收款項	27	N/A 不適用	Note 2 附註2	Lifetime ECL (provision matrix 全期預期信貸虧損（撥備矩陣）	5,093,139	
			Loss 虧損	Credit-impaired 出現信貸減值	93,575	5,186,714
Loan receivables 應收貸款	27	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	107,731	107,731
Bill receivables 應收票據	27	N/A 不適用	Note 1 附註1	12-month ECL 12個月預期信貸虧損	710,363	710,363
Other receivables 其他應收款項	27	N/A 不適用	Note 1 附註1	12-month ECL 12個月預期信貸虧損	73,257	73,257
Debt instruments at amortised cost 按攤銷成本計量的債務工具	24	BB-	N/A 不適用	12-month ECL 12個月預期信貸虧損	109,394	109,394
Short term fixed deposits 短期定期存款	28	AA+	N/A 不適用	12-month ECL 12個月預期信貸虧損	20,000	20,000
Pledged bank deposits 已抵押銀行存款	28	AA+	N/A 不適用	12-month ECL 12個月預期信貸虧損	214,708	214,708
Bank balances and cash 銀行結餘及現金	28	AA+	N/A 不適用	12-month ECL 12個月預期信貸虧損	2,254,299	2,254,299

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

1. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

37. 金融工具（續）

b. 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

附註：

1. 出於內部信貸風險管理的目的，本集團採用逾期資料評估信貸風險自初步確認以來有否大幅上升。

	Past due 逾期款項 RMB'000 人民幣千元	Not past due/ No fixed repayment term 無逾期／無固定還款期 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Amounts due from a related party 應收關連人士款項	–	3,032	3,032
Bill receivables 應收票據	–	710,363	710,363
Other receivables 其他應收款項	–	73,257	73,257
	–	786,652	786,652

2. For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Expect for debtors with credit-impaired, the Group determines the expected credit loss on these items by using a provision matrix, grouped by debtor's aging.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk and ECL for trade receivables which are assessed collectively based on provision matrix as at 31 December 2018 within lifetime ECL (not credit impairment). Debtors credit-impaired with gross carrying amount of RMB93,575,000 as at 31 December 2018 were assessed individually.

2. 就貿易應收款項而言，本集團應用了香港財務報告準則第9號的簡單方法以計量全期預期信貸虧損的虧損撥備。除出現信貸減值的債務人外，本集團使用撥備矩陣（按債務人賬齡分組）釐定該等項目的預期信貸虧損。

作為本集團信貸風險管理的一部分，本集團使用債務人的賬齡評估其客戶的減值，因該等客戶包含大量具有相同風險特徵的小型客戶（反映客戶根據合約條款支付所有到期款項的能力）。下表提供有關所面臨的信貸風險及於二零一八年十二月三十一日基於撥備矩陣於全期預期信貸虧損（無信貸減值）內作出整體評估的貿易應收款項的預期信貸虧損的資料。於二零一八年十二月三十一日，總賬面值為人民幣93,575,000元的信貸減值債務人則作獨立評估。

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37. FINANCIAL INSTRUMENTS (Continued)
37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)
b. 財務風險管理目標及政策（續）

Credit risk and impairment assessment (Continued)
信貸風險及減值評估（續）

	Average loss rate 平均虧損率	Gross carrying amount 總賬面值 RMB'000 人民幣千元	Impairment loss allowance 減值虧損撥備 RMB'000 人民幣千元
1 – 90 days 1至90天	0.01%	4,967,635	528
91 – 120 days 91至120天	1.63%	111,446	1,817
121 – 180 days 121至180天	1.78%	8,270	147
More than 180 days 180天以上	95.35%	5,788	5,519
		5,093,139	8,011

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

估計虧損率乃按應收款項預期年期根據過往觀察逾期率作出估算，並按無需付出過多成本或工作下獲取的前瞻性資料作出調整。管理層定期檢討分組以確保有關特定債務人的相關資料已更新。

During the year ended 31 December 2018, the Group provided RMB7,126,000 impairment allowance for trade receivables based on the provision matrix and reversed RMB3,275,000 impairment allowance for credit impaired debtors, respectively.

截至二零一八年十二月三十一日止年度，本集團基於撥備矩陣計提人民幣7,126,000元的應收貿易款項減值撥備，並撥回人民幣3,275,000元的信貸減值債務人減值撥備。

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FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Credit risk and impairment assessment (Continued)

信貸風險及減值評估（續）

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

下表載列已於簡單方法下確認的貿易應收款項全期預期信貸虧損變動：

	Lifetime ECL (not credit-impaired) 全期預期信貸虧損（無信貸減值） RMB'000 人民幣千元	Lifetime ECL (credit-impaired) 全期預期信貸虧損（出現信貸減值） RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
As at 31 December 2017 under HKAS 39			
於二零一七年十二月三十一日香港會計準則第39號下	**–**	**96,850**	**96,850**
Adjustment upon application of HKFRS 9 應用香港財務報告準則第9號後調整	**1,966**	**–**	**1,966**
As at 1 January 2018 – as restated 於二零一八年一月一日（經重列）	**1,966**	**96,850**	**98,816**
Changes due to financial assets recognised at 1 January:			
因於一月一日確認的金融資產的變動			
– Impairment losses recognised – 確認減值虧損	**897**	**–**	**897**
– Impairment losses reversed – 撥回減值虧損	**–**	**(3,275)**	**(3,275)**
– Write-offs – 撇銷	**(1,081)**	**–**	**(1,081)**
New financial assets originated 產生新金融資產	**6,229**	**–**	**6,229**
As at 31 December 2018			
於二零一八年十二月三十一日	**8,011**	**93,575**	**101,586**

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37. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group writes off a trade receivable when there is information indicating that debtors is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtors has been placed under liquidation or has entered into bankruptcy proceedings.

Liquidity risk

The Group has net current assets amounting to approximately RMB8,090,933,000 at 31 December 2018 (31 December 2017: RMB3,929,965,000) and has low exposure to liquidity risk of being unable to raise sufficient funds to meet its financial obligations when they fall due.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The table below analyses the Group's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period from the year end date to their maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows, based on floating interest rate or exchange rates (where applicable) prevailing at the year end date.

37. 金融工具（續）

b. 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

本集團於有資料顯示債務人處於嚴重財務困難及對收回欠款無實際期望時撇銷該項貿易應收款項（例如於債務人已被清盤或已進入破產程序時）。

流動資金風險

本集團於二零一八年十二月三十一日的流動資產淨值約人民幣8,090,933,000元（二零一七年十二月三十一日：人民幣3,929,965,000元），故因未能籌募足夠資金清償到期金融負債的流動資金風險相當低。

為管理流動資金風險，本集團監控及維持管理人員認為足夠的現金及現金等值項目，用作本集團的營運資金及減輕現金流量不穩定的影響。

下表載列基於年終日至到期日的剩餘期間按有關到期組別對本集團金融負債及以淨額結算的衍生金融負債的分析。表格所披露金額為基於年終日的浮動利率或匯率（如適用）的未貼現合約現金流量。

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37. FINANCIAL INSTRUMENTS (Continued)
37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)
b. 財務風險管理目標及政策（續）

Liquidity risk (Continued)
流動資金風險（續）

Liquidity tables
流動資金表

	Weighted average effective interest rate 加權平均實際利率	Less than 3 months 三個月內 RMB'000 人民幣千元	3 months to 1 year 三個月至一年 RMB'000 人民幣千元	1 year to 10 years 一年至十年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2018 於二零一八年十二月三十一日						
Non-derivative financial liabilities 非衍生金融負債						
Trade and other payables 貿易及其他應付款項		5,962,073	–	–	5,962,073	5,962,073
Amounts due to related parties 應付關連人士款項		8,978	–	–	8,978	8,978
Bank borrowings – variable rate 銀行借貸 – 可變利率	2.94%	–	1,510,701	–	1,510,701	1,482,405
Bonds payable 應付債券	4.00%	77,211	77,211	4,658,397	4,812,819	4,079,983
Long term payables 長期應付款項	2.27%	–	–	332,138	332,138	330,452
		6,048,262	1,587,912	4,990,535	12,626,709	11,863,891
Derivative financial liabilities – net settled **衍生金融負債** – 淨額結算						
Foreign currency forward contracts 遠期外匯合約		–	–	2,682	2,682	2,682
Foreign currency options contracts 外匯期權合約		128	613	–	741	741
		128	613	2,682	3,423	3,423
Total 總計		6,048,390	1,588,525	4,993,217	12,630,132	11,867,314

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策（續）

Liquidity risk (Continued)

流動資金風險（續）

Liquidity tables (Continued)

流動資金表（續）

	Weighted average effective interest rate 加權平均實際利率	Less than 3 months 三個月內 RMB'000 人民幣千元	3 months to 1 year 三個月至一年 RMB'000 人民幣千元	1 year to 10 years 一年至十年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2017 於二零一七年十二月三十一日						
Non-derivative financial liabilities 非衍生金融負債						
Trade and other payables 貿易及其他應付款項		5,121,852	–	–	5,121,852	5,121,852
Amounts due to related parties 應付關連人士款項		4,087	–	–	4,087	4,087
Bank borrowings – fixed rate 銀行借貸 – 固定利率	3.92%	35,169	–	–	35,169	35,000
Bank borrowings – variable rate 銀行借貸 – 可變利率	3.04%	262,348	1,068,603	–	1,330,951	1,312,881
Long term payables 長期應付款項	2.27%	–	–	393,837	393,837	347,294
		5,423,456	1,068,603	393,837	6,885,896	6,821,114
Derivative financial liabilities – net settled **衍生金融負債** – 淨額結算						
Foreign currency forward contracts 遠期外匯合約		28,788	–	–	28,788	28,788
Foreign currency options contracts 外匯期權合約		1,650	2,597	–	4,247	4,247
		30,438	2,597	–	33,035	33,035
Total 總計		5,453,894	1,071,200	393,837	6,918,931	6,854,149

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from the estimates of interest rates determined at the end of the reporting period.

倘可變利率變動與在報告期末釐定的利率估計值不同，則上述非衍生金融負債的可變利率工具金額也隨之變動。

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

c. Fair value measurements of financial instruments

c. 金融工具的公允值計量

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

本附註提供有關本集團如何釐定不同金融資產及金融負債公允值的資料。

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

按經常性基準以公允值計量的本集團金融資產及金融負債的公允值

Financial assets/liabilities 金融資產／負債	Fair value as at 於以下日期的公允值		Fair value hierarchy 公允值等級	Valuation technique and key inputs 估值法及主要輸入數據
	31 December 2018 二零一八年十二月三十一日	31 December 2017 二零一七年十二月三十一日		
Financial assets at fair value through profit or loss 按公允值計入損益的金融資產	Listed debt instruments: RMB157,205,000 上市債務工具：人民幣157,205,000元	Nil 無	Level 1 第一級	Quoted bid prices in an active market 活躍市場的市場報價
Financial assets at fair value through profit or loss 按公允值計入損益的金融資產	Funds investments: RMB327,512,000 基金工具：人民幣327,512,000元	Nil 無	Level 2 第二級	Discounted cash flows Key inputs are: (1) Expected yields of debt instruments invested by banks (2) A discount rate that reflects the credit risk of the banks 貼現現金流量 主要輸入數據： (1) 銀行投資債務工具的預期收益 (2) 反映銀行信貸風險的貼現率
Foreign currency forward contracts classified as derivatives financial assets and liabilities 分類為衍生金融資產及負債的遠期外匯合約	Current and non-current derivative financial assets: RMB46,388,000 流動及非流動衍生金融資產：人民幣46,388,000元 Current and non-current derivative financial liabilities: RMB2,682,000 流動及非流動衍生金融負債：人民幣2,682,000元	Nil 無 Current derivative financial liabilities: RMB28,788,000 流動衍生金融負債：人民幣28,788,000元	Level 2 第二級	Discounted cash flows Key inputs: (1) A discount rate that reflects the credit risk of the banks (2) Forward exchange rate 貼現現金流量 主要輸入數據： (1) 反映銀行信貸風險的貼現率 (2) 遠期匯率

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

c. Fair value measurements of financial instruments (Continued)

c. 金融工具的公允值計量（續）

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公允值計量的本集團金融資產及金融負債的公允值（續）

Financial assets/liabilities 金融資產／負債	Fair value as at 於以下日期的公允值		Fair value hierarchy 公允值等級	Valuation technique and key inputs 估值法及主要輸入數據
	31 December 2018 二零一八年十二月三十一日	31 December 2017 二零一七年十二月三十一日		
Financial assets at fair value through profit or loss	Unlisted financial products RMB4,432,070,000	Unlisted financial products RMB1,952,340,000	Level 2	Discounted cash flows Key inputs are: (1) Expected yields of debt instruments invested by banks (2) A discount rate that reflects the credit risk of the banks
按公允值計入損益的金融資產	非上市金融產品： 人民幣4,432,070,000元	非上市金融產品： 人民幣1,952,340,000元	第二級	貼現現金流量 主要輸入數據： (1) 銀行投資債務工具的預期收益 (2) 反映銀行信貸風險的貼現率
Foreign currency options contracts classified as derivatives financial assets and liabilities	Current derivative financial assets: RMB397,000 Current derivative financial liabilities: RMB741,000	Current and non-current derivative financial assets: RMB3,375,000 Current and non-current derivative financial liabilities: RMB4,247,000	Level 3	Black-scholes model Key unobservable inputs: Volatility of the foreign exchange rate (Note 1)
分類為衍生金融資產及負債的外匯期權合約	流動衍生金融資產： 人民幣397,000元 流動衍生金融負債： 人民幣741,000元	流動及非流動衍生金融資產： 人民幣3,375,000元 流動及非流動衍生金融負債： 人民幣4,247,000元	第三級	柏力克－舒爾斯模式 主要不可觀察輸入數據： 匯率波動（附註1）

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37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具（續）

c. Fair value measurements of financial instruments (Continued)

c. 金融工具的公允值計量（續）

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公允值計量的本集團金融資產及金融負債的公允值（續）

Financial assets/liabilities 金融資產／負債	Fair value as at 於以下日期的公允值		Fair value hierarchy 公允值等級	Valuation technique and key inputs 估值法及主要輸入數據
	31 December 2018 二零一八年十二月三十一日	31 December 2017 二零一七年十二月三十一日		
Unlisted equity investments	Equity instruments at FVTOCI: RMB106,583,000 Equity investments at FVTPL: RMB77,880,000	Available-for-sale investments: RMB92,623,000 Available-for-sale investments: RMB36,750,000	Level 3	Income approach Key unobservable inputs: (1) Long term revenue growth rates, taking into management's experience and knowledge of market conditions of the specific industry; (2) Weighted average cost of capital (Note 2)
非上市股權投資	按公允值計入其他全面收益的權益工具：人民幣106,583,000元 按公允值計入損益的股權投資：人民幣77,880,000元	可供出售投資：人民幣92,623,000元 可供出售投資：人民幣36,750,000元	第三級	收入法 主要不可觀察輸入數據： (1) 長期收益增長率，經考慮管理層的經驗及對某行業市場狀況的知識； (2) 加權平均資本成本（附註2）

Note 1: The higher the volatility of the foreign exchange rate, the higher the fair value.

附註1： 匯率愈波動，公允值愈高。

Note 2: The higher the long term revenue growth rate, the higher the fair value; The higher the weighted average cost of capital, the lower the fair value.

附註2： 長期收益增長率愈高，公允值愈高；加權平均資本成本愈高，公允值愈低。

There is no transfer among level 1, 2 and 3 during the year.

年內第一、二級與第三級之間並無轉移。

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37. FINANCIAL INSTRUMENTS (Continued)
37. 金融工具（續）

c. Fair value measurements of financial instruments (Continued)
c. 金融工具的公允值計量（續）

Reconciliation of Level 3 fair value measurements of financial assets

金融資產的第三級公允值計量的對賬

	Foreign currency options contracts 外匯期權合約 RMB'000 人民幣千元	Available-for-sale investment 可供出售投資 RMB'000 人民幣千元	FVTOCI 按公允值計入其他全面收益 RMB'000 人民幣千元	FVTPL 按公允值計入損益 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2017 於二零一七年一月一日	(79,456)	62,267	–	–	(17,189)
Total gains 收益總額	78,584	–	–	–	78,584
– in profit or loss – 於損益	78,584	–	–	–	78,584
– in other comprehensive income – 於其他全面收益	–	–	–	–	–
Purchases 購買	–	77,094	–	–	77,094
Settlements 結算	–	(9,988)	–	–	(9,988)
At 31 December 2017 於二零一七年十二月三十一日	(872)	129,373	–	–	128,501
At 1 January 2018 於二零一八年一月一日	**(872)**	**–**	**134,056**	**36,750**	**169,934**
Total gains (losses) 收益（虧損）總額	**528**	**–**	**(54,065)**	**21,130**	**(32,407)**
– in profit or loss – 於損益	**528**	**–**	**–**	**21,130**	**21,658**
– in other comprehensive expense – 於其他全面開支	**–**	**–**	**(54,065)**	**–**	**(54,065)**
Purchases 購買	**–**	**–**	**28,000**	**20,000**	**48,000**
Settlements 結算	**–**	**–**	**–**	**–**	**–**
Reversal of deferred tax liability 遞延税項負債撥回	**–**	**–**	**(1,408)**	**–**	**(1,408)**
At 31 December 2018 於二零一八年十二月三十一日	**(344)**	**–**	**106,583**	**77,880**	**184,119**

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

本公司董事認為，在綜合財務報表中按攤銷成本計量的金融資產及金融負債的賬面值與其公允值相若。

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38. COMMITMENTS
38. 承擔

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements 已訂約但未於綜合財務報表撥備有關收購物業、機器及設備的資本開支	**880,876**	789,610

39. OPERATING LEASES
39. 經營租約

The Group as lessor
本集團作為出租人

At the end of the reporting period, the Group has contracted with tenants for the following future minimum lease payments:

於報告期末，本集團已就下列未來最低租金付款與承租人訂約：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within one year 一年內	**2,722**	2,490
In the second to fifth year inclusive 第二至第五年內（包括首尾兩年）	**5,966**	7,401
Over five years 五年以上	**4,418**	4,517
	13,106	14,408

Rental income represents rental receivables by the Group. Leases are negotiated ranged from 1 to 10 years with fixed rentals.

租金收入指本集團的應收租金。租約經磋商訂立，租期為一至十年不等，期間租金固定不變。

The Group as lessee
本集團作為承租人

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Minimum lease payments under operating leases recognised in profit or loss 於損益中確認的經營租約的最低租金付款	**40,992**	31,168

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39. OPERATING LEASES (Continued)

The Group as lessee (Continued)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

39. 經營租約（續）

本集團作為承租人（續）

於報告期末，本集團根據不可撤銷經營租約就於下表所示時間到期的相關物業的未來最低租金付款承擔如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Within one year 一年內	**42,626**	32,195
In the second to fifth year inclusive 第二至第五年內（包括首尾兩年）	**103,545**	94,130
Over five years 五年以上	**8,993**	17,411
	155,164	143,736

Operating lease payments represent rental payables by the Group for premises used for production and operation. Leases are negotiated for a term ranged from 1 to 10 years and rentals are fixed over the relevant lease terms.

經營租約付款為本集團就用作生產及營運之物業應付的租金。租約經磋商訂立，租期為一至十年不等，而租金於相關租期內固定不變。

40. RETIREMENT BENEFIT SCHEME

40. 退休福利計劃

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Retirement benefit scheme contribution made during the year 年內退休福利計劃供款	**148,394**	109,813

The employees of the Group's PRC subsidiaries are members of a state-managed retirement benefit scheme operated by the local government. The subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

本集團中國附屬公司的僱員已參加地方政府經營的國家管理退休福利計劃。該等附屬公司須自薪金成本撥出特定百分比的款項作為退休福利計劃的供款。本集團於該退休福利計劃的唯一責任為向該計劃作出定額供款。

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40. RETIREMENT BENEFIT SCHEME (Continued)

The Group also participates in a Mandatory Provident Fund Scheme ("the MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000 for the Group's Hong Kong employees. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. For employees who are members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the scheme subject to a maximum of approximately RMB1,314 (equivalent to HK$1,500) per month, which contribution is matched by the employee.

40. 退休福利計劃（續）

本集團亦為香港僱員參加二零零零年十二月根據強制性公積金計劃條例設立的強制性公積金計劃（「強積金計劃」）。強積金計劃的資產獨立於本集團資產，存放於由信託人管理的基金。本集團按身為強積金計劃成員的僱員之相關薪金成本5%向該計劃供款，上限為每月約人民幣1,314元（相等於1,500港元），而僱員亦會作相應供款。

41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both the cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

41. 融資活動產生的負債對賬

下表為本集團融資活動產生的負債變動詳情，包括現金及非現金變動。融資活動產生的負債乃為現金流量或將來現金流量於本集團綜合現金流量報表分類為融資活動現金流量的負債。

	Bank borrowings (Note 32) 銀行借貸（附註32） RMB'000 人民幣千元	Interest payable (Note 30) 應付利息（附註30） RMB'000 人民幣千元	Bonds payable (Note 34) 應付債券（附註34） RMB'000 人民幣千元	Dividend payable 應付股息 RMB'000 人民幣千元	Other payables 其他應付款項 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2018 於二零一八年一月一日	1,347,881	3,314	–	–	–	1,351,195
Financing cash flows 融資現金流量	87,794	(124,517)	3,805,260	(725,117)	(78,272)	2,965,148
Interests on bank borrowings 銀行借貸利息	–	45,350	–	–	–	45,350
Interests on bonds payable 應付債券利息	–	143,503	4,276	–	–	147,779
Foreign exchange translation 外幣換算	46,730	2,412	270,447	–	–	319,589
Dividend recognised as distribution 確認為分派之股息	–	–	–	725,117	–	725,117
Purchase of shares under share award scheme 根據股份獎勵計劃購買股份	–	–	–	–	78,272	78,272
At 31 December 2018 於二零一八年十二月三十一日	**1,482,405**	**70,062**	**4,079,983**	**–**	**–**	**5,632,450**

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42. RELATED PARTY TRANSACTIONS

42. 關連人士交易

(a) Names and relationships with related parties during the years are as follows:

(a) 年內關連人士名稱及與關連人士的關係如下：

Name 名稱	Principal activities 主要業務	Relationship 關係
Ningbo Sunny Electronic Limited ("Ningbo SST") 寧波舜宇電子有限公司（「寧波舜宇科技」）	Manufacture and sale of telescopes and riflescopes 生產及銷售望遠鏡及瞄準器	Company controlled by a close family member of the Company's director and ultimate controlling shareholder, Mr. Wang Wenjian 本公司董事及最終控股股東王文鑒先生近親所控制的公司
Yuyao City Xingli Optics Instruments Factory ("Xingli") 餘姚市興立光學器材廠（「興立」）	Manufacture and sale of parts for optical instruments 生產及銷售光學儀器部件	Company controlled by a close family member of the Company's director, Mr. Ye Liaoning 本公司董事葉遼寧先生近親所控制的公司
寧波舜宇機械有限公司 ("Sunny Machinery") 寧波舜宇機械有限公司「舜宇機械」）	Manufacture and sale of telescopes and riflescopes 生產及銷售望遠鏡及瞄準器	Company controlled by a close family member of the Company's director and ultimate controlling shareholder, Mr. Wang Wenjian 本公司董事及最終控股股東王文鑒先生近親所控制的公司
餘姚市舜藝光學儀器有限公司 ("舜藝光學") 餘姚市舜藝光學儀器有限公司（「舜藝光學」）	Manufacture and sale of parts for optical instruments 生產及銷售光學儀器部件	Company controlled by a close family member of the Company's director, Mr. Ye Liaoning with significant influence on the Group 本公司董事葉遼寧先生（對本集團具有重大影響）近親所控制的公司
Ningbo Sunny Mould Co,. Ltd. ("Sunny Mould") 寧波舜宇模具股份有限公司「舜宇模具」）	Manufacture and sale of various precision moulds for cars 生產及銷售各種汽車精密模具	Company controlled by a family member of the Company's director and ultimate controlling shareholder, Mr. Wang Wenjian 本公司董事及最終控股股東王文鑒先生親屬所控制的公司

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42. RELATED PARTY TRANSACTIONS (Continued)
42. 關連人士交易（續）

(a) Names and relationships with related parties during the years are as follows: (Continued)
(a) 年內關連人士名稱及與關連人士的關係如下：（續）

Name 名稱	Principal activities 主要業務	Relationship 關係
寧波市益康國際貿易有限公司 ("益康") 寧波市益康國際貿易有限公司（「益康」）	Sale of electronic devices 銷售電子設備	Company controlled by a close family member of Company's senior management, Mr. Zhang Guoxian 本公司高級管理人員張國賢先生近親所控制的公司
余姚市博科貿易有限公司 ("博科") 余姚市博科貿易有限公司（「博科」）	Sale of electronic devices 銷售電子設備	Company controlled by a close family member of Company's senior management, Mr. Zhang Guoxian 本公司高級管理人員張國賢先生近親所控制的公司
Jiangsu Sunny Medical Equipments Co., Ltd. ("Jiangsu Medical") 江蘇舜宇醫療器械有限公司（「江蘇舜宇醫療」）	Manufacture and sales of medical instruments 生產及銷售醫療儀器	An associate of the Group 本集團聯營公司
Wuxi Wissen Intelligent Sensing Technology Co. Ltd. ("Wissen") 無錫為森智能傳感技術有限公司（「為森」）	Research and development of imaging motion sensors 研發成像運動傳感器	An associate of the Group 本集團聯營公司
Ningbo Wissen Intelligent Sensing Technology Co. Ltd. ("Ningbo Wissen") 寧波為森智能傳感技術有限公司（「寧波為森」）#	Research and development of imaging motion sensors 研發成像運動傳感器	A wholly owned subsidiary of an associate of the Group 本集團全資附屬聯營公司

#: The company had changed its registered name from 寧波維森智能傳感技術有限公司 to 寧波為森智能傳感技術有限公司 during the current year.

#：於本年度，該公司已更改其註冊名稱，由寧波維森智能傳感技術有限公司改為寧波為森智能傳感技術有限公司。

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42. RELATED PARTY TRANSACTIONS (Continued) 42. 關連人士交易（續）

(b) Transactions with related parties: (b) 與關連人士交易：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of goods 銷售產品		
Ningbo Wissen 寧波為森	**12,645**	11,507
舜藝光學 舜藝光學	**2,942**	959
Jiangsu Medical 江蘇舜宇醫療	**1,387**	1,487
Ningbo SST 寧波舜宇科技	**–**	139
	16,974	14,092
Purchase of raw materials 購買原材料		
舜藝光學 舜藝光學	**11,785**	9,587
益康 益康	**71**	340
Ningbo Wissen 寧波為森	**3**	–
Ningbo SST 寧波舜宇科技	**–**	1
	11,859	9,928
Property rental expenses 物業租金支出		
Ningbo SST 寧波舜宇科技	**–**	1,248
Processing charge and other expenses 加工費用及其他開支		
Sunny Machinery 舜宇機械	**–**	22
Ningbo SST 寧波舜宇科技	**5**	3
	5	25

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42. RELATED PARTY TRANSACTIONS (Continued)

42. 關連人士交易（續）

(c) At the end of reporting period, the Group has the following significant balances with related parties:

(c) 於報告期末，本集團與關連人士的重大結餘如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Current assets: 流動資產：		
Amounts due from a related party Ningbo Wissen 應收關連人士款項寧波為森	**3,032**	2,810
Current liabilities: 流動負債：		
Amounts due to related parties 應付關連人士款項		
舜藝光學 舜藝光學	**5,804**	4,005
博科 博科	**2,160**	–
Ningbo Wissen 寧波為森	**606**	82
Jiangsu Medical 江蘇舜宇醫療	**319**	–
益康 益康	**88**	–
Ningbo SST 寧波舜宇科技	**1**	–
	8,978	4,087

All of the above amounts are of trade nature, unsecured, interest free and repayable on demand.

所有以上數額均為貿易性質、無擔保、免利息且須於要求時償還。

The following is an aged analysis of related parties balance of trade nature at the end of reporting period.

於報告期末，有關貿易性質的關連人士結餘賬齡分析如下。

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42. RELATED PARTY TRANSACTIONS (Continued)

42. 關連人士交易（續）

(c) At the end of reporting period, the Group has the following significant balances with related parties: (Continued)

(c) 於報告期末，本集團與關連人士的重大結餘如下：（續）

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Current assets: 流動資產：		
Within 90 days 90天內	**3,032**	2,810
Current liabilities: 流動負債：		
Within 90 days 90天內	**8,978**	4,087

The Group allows a credit period of 90 days to related party trade receivables (2017: 90 days). The average credit period on purchases of goods from related parties is 90 days (2017: 90 days).

本集團給予關連人士貿易應收款項90天的信貸期（二零一七年：90天）。關連人士貨品採購的平均信貸期為90天（二零一七年：90天）。

(d) Compensation of key management personnel

(d) 主要管理人員薪酬

The remuneration of key management during the year is as follows:

年內，主要管理人員薪酬如下：

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
Short-term benefits 短期福利	**14,809**	15,953
Share award scheme 股份獎勵計劃	**12,154**	12,636
Post-employment benefits 離職後福利	**740**	787
	27,703	29,376

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43. SHARE AWARD SCHEME

The Company adopted The Sunny Optical Technology (Group) Company Limited Restricted Share Award Scheme (the "Restricted Share Award Scheme") on 22 March 2010 ("Adoption Date") with a duration of 10 years commencing from the Adoption Date. The objective of the Restricted Share Award Scheme is to provide the selected participants including directors of the Company, employees, agents or consultants of the Company and its subsidiaries (the "Selected Participants") with an opportunity to acquire a proprietary interest in the Company; to encourage and retain such individuals to work with the Group; and to provide additional incentive for them to achieve performance goals, with a view to achieving the objectives of increasing the value of the Company and aligning the interests of the Selected Participants directly to be the owners of the Company through ownership of shares. The Group has set up The Sunny Optical Technology (Group) Company Limited Restricted Share Award Scheme Trust (the "Trust") to administrate and hold the Company's shares before they are vested and transferred to Selected Participants. Upon granting of shares to Selected Participants (the "Restricted Shares"), the Trust purchases the Company's shares being awarded from the open market with funds provided by the Company by way of contributions. Restricted Shares granted under the Restricted Share Award Scheme are subject to a vesting scale in tranches of one-third to one-fifth each (as the case may be) on every anniversary date of the grant date starting from the first anniversary date until the third to the fifth anniversary (as the case may be). The vested shares are transferred to Selected Participants at no cost except that the expenses attributable or payable in respect of the transfer of such shares of the Company shall be borne by the Selected Participants.

43. 股份獎勵計劃

本公司已於二零一零年三月二十二日(「採納日期」)採納了舜宇光學科技(集團)有限公司受限制股份獎勵計劃(「受限制股份獎勵計劃」),該計劃自採納日期起持續十年有效。受限制股份獎勵計劃旨在為特選參與者提供(包括本公司董事、僱員、本公司及其附屬公司的代理或顧問)(「特選參與者」)一個購買本公司所有人權益的機會;鼓勵及挽留於本集團工作的個別人士;及額外推動彼等爭取達到業績目標,以實現提升本公司價值,並且透過擁有股份,使特選參與者的權益與本公司股東的權益直接掛鈎的目標。本集團已成立舜宇光學科技(集團)有限公司受限制股份獎勵計劃信託(「信託」)以管理及持有本公司股份直至股份歸屬及轉讓予特選參與者。在向特選參與者授出股份(「限制性股份」)時,信託在公開市場上購買將予授出之本公司股份,並由本公司以供款方式提供資金。根據受限制股份獎勵計劃授出的限制性股份由授出日期第一週年當日起計至第三到第五(視情況而定)個週年日期間,每個週年日分批歸屬三分之一至五分之一(視情況而定)。已歸屬的股份無償轉讓予特選參與者,惟特選參與者須承擔轉讓本公司該等股份應佔或應付的開支。

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43. SHARE AWARD SCHEME (Continued)

The grant of Restricted Shares is subject to acceptance by the Selected Participants. The Restricted Shares granted to but not accepted by the Selected Participants shall become unaccepted shares. The Trustee may use any remainder of cash and non-cash income received by the Trust in respect of the shares held upon trust to purchase additional shares after defraying all expenses incurred by the Trust prior to the purchase of additional shares. The selected participants have no rights to receive dividend income and cannot exercise any voting rights in respect of the Restricted Shares granted to them during the vesting period. The Trust shall hold the additional shares, unaccepted shares and unvested shares upon trust and may make any grant to existing or new Selected Participants after receiving instructions from the Administration Committee of the Group. The fair value of the Restricted Shares awarded was determined based on the market value of the Company's shares at the grant date.

During the year ended 31 December 2015, pursuant to the original Restricted Share Award Scheme dated 22 March 2010, the directors of the Company resolved to change (i) the vesting period under the Restricted Share Award Scheme from three to five years to two to five years; and (ii) the circumstances when the Company's shares would lapse, with immediate effect. The details of the amendments have been disclosed in the announcement of the Company dated 26 May 2015. The directors of the Company considered that the above amendments have had no material impact on the recognition and measurement of those shares granted before 26 May 2015.

43. 股份獎勵計劃（續）

授出限制性股份須待特選參與者接納方可作實。授予特選參與者但不獲接納的限制性股份為不獲接納股份。受託人可動用信託就以信託方式持有的股份所收取的任何現金及非現金收入餘額購買額外股份，惟在購買額外股份前須已支付信託的所有開支。特選參與者並無收取股息收入的權利，亦不能在歸屬期內就彼等獲授予的限制性股份行使任何投票權。信託須以信託方式持有額外股份、不獲接納股份及未歸屬股份，並在本集團管理委員會的指示下向現有或新的特選參與者授出該等股份。作為獎勵的限制性股份的公允值按本公司股份於授出日期的市價釐定。

截至二零一五年十二月三十一日止年度，根據日期為二零一零年三月二十二日的原定受限制股份獎勵計劃，本公司董事議決修訂(i)受限制股份獎勵計劃項下之歸屬期，由三至五年變更為二至五年；及(ii)本公司股份失效之情況，即時有效。有關修訂的詳情於本公司日期為二零一五年五月二十六日之公告內披露。本公司董事認為，上述修訂對該等於二零一五年五月二十六日前授出的股份的確認及計量並無重大影響。

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43. SHARE AWARD SCHEME (Continued) 43. 股份獎勵計劃（續）

Movements in the number of Restricted Shares granted and related fair value are as follows:

已授出限制性股份的數目及其相關公允值的變動如下：

	Weighted average fair value (per share) （每股）加權平均公允值 HK$ 港元	Number of Restricted Shares granted 已授出限制性股份數目 ('000) （千股）
At 1 January 2017 於二零一七年一月一日	14.402	12,722
Forfeited 已失效	26.719	(176)
Vested 已歸屬	13.065	(7,928)
Granted (Note 1) 已授出（附註1）	74.904	1,443
At 31 December 2017 and 1 January 2018 於二零一七年十二月三十一日及二零一八年一月一日	30.199	6,061
Forfeited 已失效	23.822	(212)
Vested 已歸屬	23.345	(4,421)
Granted (Note 2) 已授出（附註2）	156.898	1,085
At 31 December 2018 於二零一八年十二月三十一日	**97.508**	**2,513**

Note 1: The Restricted Shares granted in 2017 vest on every anniversary date of the grant date of each batch of Restricted Shares in tranches on the following scales:

Restricted Shares	Fair value (per share) HK$	Scales
1,095,461 shares	55.200	One-half
203,994 shares	70.000	One-third
143,756 shares	140.100	One-half

附註1：於二零一七年已授出限制性股份於各批限制性股份授出日期的每個週年日按以下規模分批歸屬：

限制性股份	（每股）公允值 港元	規模
1,095,461股	55.200	二分之一
203,994股	70.000	三分之一
143,756股	140.100	二分之一

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43. SHARE AWARD SCHEME (Continued)

Movements in the number of Restricted Shares granted and related fair value are as follows: (Continued)

Note 2: The Restricted Shares granted in 2018 vest on every anniversary date of the grant date of each batch of Restricted Shares in tranches on the following scales:

Restricted Shares	Fair value (per share) HK$	Scales
530,440 shares	156.000	One-half
178,315 shares	144.300	One-third
376,460 shares	75.850	One-half

The fair value of Restricted Shares granted is measured on the basis of an observable market price.

43. 股份獎勵計劃（續）

已授出限制性股份的數目及其相關公允值的變動如下：（續）

附註2: 於二零一八年已授出限制性股份於各批限制性股份授出日期的每個週年日按以下規模分批歸屬：

限制性股份	（每股）公允值 港元	規模
530,440股	156.000	二分之一
178,315股	144.300	三分之一
376,460股	75.850	二分之一

所授出限制性股份的公允值乃基於可觀察的市場價格計量。

The following table discloses details of the shares granted under Restricted Shares held by employees (including the directors of the Company) of the Group and movements in such holdings during the year:

下表披露本集團僱員（包括本公司董事）所持有的根據限制性股份授出股份的詳情及年內該等股權變動的詳情：

Type 類別	Balance at 1.1.2018 於二零一八年一月一日的結餘 '000 千股	Granted during the year 年內授出 '000 千股	Lapsed during the year 年內失效 '000 千股	Vested during the year 年內歸屬 '000 千股	Balance at 31.12.2018 於二零一八年十二月三十一日的結餘 '000 千股
Shares 股份	**6,061**	**1,085**	**(212)**	**(4,421)**	**2,513**

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43. SHARE AWARD SCHEME (Continued) 43. 股份獎勵計劃(續)

Type 類別	Balance at 1.1.2017 於二零一七年一月一日的結餘 '000 千股	Granted during the year 年內授出 '000 千股	Lapsed during the year 年內失效 '000 千股	Vested during the year 年內歸屬 '000 千股	Balance at 31.12.2017 於二零一七年十二月三十一日的結餘 '000 千股
Shares 股份	12,722	1,443	(176)	(7,928)	6,061

Details of the shares held by the directors of the Company included in the above table are as follows:

上表所載本公司董事所持股份的詳情如下:

Type **類別**	**Balance at 1.1.2018** **於二零一八年一月一日的結餘** **'000** **千股**	**Granted during the year** **年內授出** **'000** **千股**	**Lapsed during the year** **年內失效** **'000** **千股**	**Vested during the year** **年內歸屬** **'000** **千股**	**Balance at 31.12.2018** **於二零一八年十二月三十一日的結餘** **'000** **千股**
Shares 股份	**145**	**48**	**–**	**(114)**	**79**

Type 類別	Balance at 1.1.2017 於二零一七年一月一日的結餘 '000 千股	Granted during the year 年內授出 '000 千股	Lapsed during the year 年內失效 '000 千股	Vested during the year 年內歸屬 '000 千股	Balance at 31.12.2017 於二零一七年十二月三十一日的結餘 '000 千股
Shares 股份	956	61	–	(872)	145

The equity-settled share-based payments charged to the profit or loss was RMB93,132,000 for the year ended 31 December 2018 (2017: RMB89,158,000).

截至二零一八年十二月三十一日止年度,於損益扣除的以權益結算股份支付的款項為人民幣93,132,000元(二零一七年:人民幣89,158,000元)。

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44. PARTICULARS OF SUBSIDIARIES

Particulars of subsidiaries indirectly held, unless otherwise stated, by the Company at 31 December 2018 and 2017 are as follows:

44. 附屬公司詳情

除另有說明外，本公司於二零一八年及二零一七年十二月三十一日間接持有的附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 2018 二零一八年	2017 二零一七年	Principal activities 主要業務
Sun Yu Optical Technology Limited 舜宇光學科技有限公司	The British Virgin Islands ("The BVI") 英屬處女群島（「處女群島」）	Ordinary shares US$100,000 普通股100,000美元	**100%** (directly held) （直接持有）	100%	Investment holding 投資控股
Sun Xiang Optical Overseas Limited 舜享光學海外有限公司	The BVI 處女群島	Ordinary shares US$10 普通股10美元	**100%**	100%	Investment holding 投資控股
Sun Li Instrument Overseas Limited 舜利儀器海外有限公司	The BVI 處女群島	Ordinary shares US$10 普通股10美元	**100%**	100%	Investment holding 投資控股
Summit Optics Technology Limited Summit Optics Technology Limited	The BVI 處女群島	Ordinary share US$1 普通股1美元	**100%**	100%	Investment holding 投資控股
Summit Optics Investment Limited Summit Optics Investment Limited	The BVI 處女群島	Ordinary share US$1 普通股1美元	**100%**	100%	Investment holding 投資控股
Sunny Optical Overseas Limited 舜宇光學海外有限公司	Hong Kong 香港	Ordinary shares US$10 普通股10美元	**100%**	100%	Investment holding 投資控股
Sunny Instruments Overseas Limited 舜宇儀器海外有限公司	Hong Kong 香港	Ordinary shares US $10 普通股10美元	**100%**	100%	Investment holding 投資控股
Summit Optical Technology Limited Summit Optical Technology Limited	Hong Kong 香港	Ordinary share HK$1 普通股1港元	**100%**	100%	Investment holding 投資控股

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44. PARTICULARS OF SUBSIDIARIES (Continued)
44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益		Principal activities 主要業務
			2018 **二零一八年**	2017 二零一七年	
Summit Optical Investment Limited Summit Optical Investment Limited	Hong Kong 香港	Ordinary share HK$1 普通股1港元	**100%**	100%	Investment holding 投資控股
* Zhejiang Sunny Optics Co., Ltd. * 浙江舜宇光學有限公司	The PRC 中國	Registered and contributed capital RMB430,000,000 註冊及實繳股本人民幣430,000,000元	**100%**	100%	Manufacture and sale of optical components 生產及銷售光學零件
* Ningbo Sunny Instruments Co., Ltd. * 寧波舜宇儀器有限公司	The PRC 中國	Registered and contributed capital RMB82,500,000 註冊及實繳股本人民幣82,500,000元	**100%**	100%	Manufacture and sale of optical instruments 生產及銷售光學儀器
* Sunny Optics (Zhongshan) Co., Ltd. * 舜宇光學（中山）有限公司	The PRC 中國	Registered and contributed capital US$14,990,000 註冊及實繳股本14,990,000美元	**100%**	100%	Manufacture and sale of optical components 生產及銷售光學零件
* Ningbo Sunny Opotech Co., Ltd. * 寧波舜宇光電信息有限公司	The PRC 中國	Registered and contributed capital US$38,831,600 註冊及實繳股本38,831,600美元	**100%**	100%	Manufacture and sale of optoelectronics products 生產及銷售光電產品

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44. PARTICULARS OF SUBSIDIARIES (Continued)
44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 2018 二零一八年	2017 二零一七年	Principal activities 主要業務
# Ningbo Sunny Automotive Optech Co., Ltd. # 寧波舜宇車載光學技術有限公司	The PRC 中國	Registered and contributed capital RMB5,000,000 註冊及實繳股本人民幣5,000,000元	**100%**	100%	Manufacture and sale of optical automotive components 生產及銷售光學車載零件
# Xinyang Sunny Optics Co., Ltd. # 信陽舜宇光學有限公司	The PRC 中國	Registered and contributed capital RMB100,000,000 註冊及實繳股本人民幣100,000,000元	**100%**	100%	Manufacture and sale of optical components 生產及銷售光學零件
# Shanghai Sunny Hengping Scientific Instrument Co., Ltd. # 上海舜宇恒平科學儀器有限公司	The PRC 中國	Registered and contributed capital RMB30,000,000 註冊及實繳股本人民幣30,000,000元	**N/A (Note 1)** **不適用（附註1）**	58.80%	Manufacture and sale of scientific instruments 生產及銷售科學儀器
# Ningbo Sunny Infrared Technologies Co;, Ltd. # 寧波舜宇紅外技術有限公司	The PRC 中國	Registered and contributed capital RMB11,481,481 註冊及實繳股本人民幣11,481,481元	**68.10%**	68.10%	Research and development of infrared technologies 研究及開發紅外線技術
Sunny Opotech Korea Co., Ltd. 舜宇光電韓國有限公司	Korea 韓國	Ordinary shares KRW108,000,000 普通股108,000,000韓元	**100%**	100%	Sales and development of optoelectronics products 銷售及開發光電產品

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44. PARTICULARS OF SUBSIDIARIES (Continued)
44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 2018 二零一八年	2017 二零一七年	Principal activities 主要業務
# Sifang Technology (Hangzhou) Co., Ltd. # 思方科技（杭州）有限公司	The PRC 中國	Registered and contributed capital RMB2,000,000 註冊及實繳股本 人民幣2,000,000元	**N/A (Note 2)** **不適用（附註2）**	100%	Manufacture and development of security equipment technologies 生產及開發安防設備技術
Power Optics Co., Ltd. 力量光學有限公司	Korea 韓國	Ordinary shares KRW3,080,880,000 普通股3,080,880,000韓元	**56.70%**	56.70%	Manufacture and sale of optical components 生產及銷售光學零件
Sunny Japan Co., Ltd. 舜宇日本株式會社	Japan 日本	Registered and contributed capital JPY99,000,000 註冊及實繳股本 99,000,000日元	**55%**	55%	Trading of optical instruments and optoelectronics products 買賣光學儀器及光電產品
Sunny Opotech North America Inc 舜宇光電信息（北美）有限公司	The United States 美國	Common stock US$952,731 普通股952,731美元	**100%**	100%	Sales and development of optoelectronics products 銷售及開發光電產品
Sunny Optical Corean (BVI) Limited Sunny Optical Corean (BVI) Limited	The BVI 處女群島	Ordinary shares US$10 普通股10美元	**100%**	100%	Investment holding 投資控股
Sunny Instruments Singapore PTE. Ltd. 舜宇儀器新加坡有限公司	Singapore 新加坡	Ordinary shares SGD8,350,000 普通股8,350,000新加坡元	**100%**	100%	Manufacture and sale of scientific instruments 生產及銷售科學儀器

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44. PARTICULARS OF SUBSIDIARIES (Continued)
44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 **2018 二零一八年**	 2017 二零一七年	Principal activities 主要業務
# Shanghai Sunny Yangming Precision Optics Co., Ltd. # 上海舜宇陽明精密光學有限公司	The PRC 中國	Registered and contributed capital RMB25,000,000 註冊及實繳股本 人民幣25,000,000元	**100%**	100%	Manufacture and sale of optical components 生產及銷售光學零件
# Ningbo Sunny Intelligent Technology Co., Ltd. # 寧波舜宇智能科技有限公司	The PRC 中國	Registered and contributed capital RMB20,000,000 註冊及實繳股本 人民幣20,000,000元	**100%**	100%	Sales and development of optical instruments 銷售及開發光學儀器
# Sunny Group Co., Ltd. # 舜宇集團有限公司	The PRC 中國	Registered and contributed capital RMB115,782,000 註冊及實繳股本 人民幣115,782,000元	**100%**	100%	Investment holdings and property leasing 投資控股及物業租賃
#Zhejiang Sunny Optical Intelligence Technology Co., Ltd. #浙江舜宇智能光學技術有限公司	The PRC 中國	Registered and contributed capital RMB25,000,000 註冊及實繳股本 人民幣25,000,000元	**100%**	100%	Sales and development of optoelectronics products 銷售及開發光電產品
#Qingdao Sunny Hengping Instrument Co., Ltd. #青島舜宇恒平儀器有限公司	The PRC 中國	Registered and contributed capital RMB1,800,000 註冊及實繳股本 人民幣1,800,000元	**N/A (Note 1) 不適用（附註1）**	35.28%	Sales and development of scientific instruments 生產及銷售科學儀器

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44. PARTICULARS OF SUBSIDIARIES (Continued)
44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 **2018 二零一八年**	 2017 二零一七年	Principal activities 主要業務
#Ningbo Mei Shan Bao Shui Gang Qu Sunyi Investment Co., Ltd. #寧波梅山保稅港區舜翌投資管理有限公司	The PRC 中國	Registered and contributed capital RMB2,000,000 註冊及實繳股本元人民幣2,000,000	**51.00%**	51.00%	Investment holdings 投資控股
#Sunny Optical (Zhejiang) Research Institute Co., Ltd. #舜宇光學（浙江）研究院有限公司	The PRC 中國	Registered and contributed capital RMB50,000,000 註冊及實繳股本人民幣50,000,000元	**100%**	100%	Provide development, service and consultation of technology 提供技術開發、服務及諮詢
#Ningbo Mei Shan Bao Shui Gang Qu Sunxin Investment Partnership (Limited Partnership) #寧波梅山保稅港區舜鑫投資管理合夥企業（有限合夥）	The PRC 中國	Registered and contributed capital RMB2,240,000 註冊及實繳股本人民幣2,240,000元	**51.02%**	51.02%	Investment holdings 投資控股
#Yuyao Sunny Optical Intelligence Technology Co., Ltd. #餘姚舜宇智能光學技術有限公司	The PRC 中國	Registered and contributed capital RMB20,000,000 註冊及實繳股本人民幣20,000,000元	**100%**	100%	Provide optical technology service 提供光學技術服務
# Yuyao City Sunny Huitong Microcredit Co.,Ltd. #余姚市舜宇匯通小額貸款股份有限公司	The PRC 中國	Registered and contributed capital RMB200,000,000 註冊及實繳股本人民幣200,000,000元	**100%**	100%	Provision of financing service 提供融資服務

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44. PARTICULARS OF SUBSIDIARIES (Continued)

44. 附屬公司詳情（續）

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 註冊成立／註冊地點／營運地點	Issued and fully paid up share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interest held by the Group 本集團持有的應佔權益 2018 二零一八年	 2017 二零一七年	Principal activities 主要業務
Sunny Optics Vina Co., Ltd. 舜宇越南光學有限公司	Vietnam 越南	Registered and contributed capital US$100,000 註冊及實繳股本100,000美元	**56.7%**	N/A (Note 3) 不適用（附註3）	Sale of optical components 銷售光學零件

Note 1: The company was disposed in March 2018.

Note 2: The company was deregistered in December 2018.

Note 3: The company was established in January 2018.

* companies are sino-foreign equity joint venture enterprises

\# companies are domestic invested enterprises

None of the subsidiaries had issued any debt securities at the end of both years.

附註1: 該公司於二零一八年三月出售。

附註2: 該公司於二零一八年十二月註銷。

附註3: 該公司於二零一八年一月成立。

* 中外合資企業公司

\# 內資企業公司

於該兩年末，附屬公司並無發行任何債務證券。

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45. EVENT AFTER THE REPORTING PERIOD

(a) On 10 January 2019, the Company, through its wholly-owned subsidiaries, Ningbo Sunny Opotech Company Limited and Summit Optical Investment Limited, jointly established a new subsidiary in Indian named Sunny Opotech India Private Limited to meet the customer's demand in the Indian market.

(b) On 21 January 2019, the Company, through its wholly-owned subsidiary, Zhejiang Sunny Optics Company Limited, acquired certain equity interests in a Japanese company which is mainly engaged in the research and development of advanced nanotechnology and established another new subsidiary named Sunny OmniLight Technology Company Limited to implement the strategic layout in Micro-nano optics industry.

(c) On 31 January 2019, the Company, through its wholly-owned subsidiary, Sunny Group Company Limited, entered into an equity transfer agreement with several equity investors of Wuxi Wissen Intelligent Sensing Technology Co., Ltd ("Wissen") to acquire an additional 13.96% equity interests of Wissen at a cash consideration of RMB17,071,000 (the "Acquisition"). Immediately after the Acquisition, the Group's total equity interests in Wissen increased from 46.11% to 60.07%, it will account for from an associate to a subsidiary of the Group which will be consolidated by the Company thereafter.

Wissen was established in the PRC and it is a professional enterprise on automotive safety sensing system and automotive camera modules. The directors of the Company considered that the Acquisition was beneficial to the Group by strengthening the Group's business layout of advanced driving assistant system in automobile industry.

45. 報告期後事項

(a) 於二零一九年一月十日，本公司透過寧波舜宇光電信息有限公司及Summit Optical Technology Limited(皆為本公司之全資附屬公司)共同在印度成立名為Sunny Opotech India Private Limited的新附屬公司，以滿足印度市場的客戶需求。

(b) 於二零一九年一月二十一日，本公司透過浙江舜宇光學有限公司(本公司之全資附屬公司)收購一家日本公司的若干股權，該公司主要從事先進納米技術的研發，並成立另一家名為寧波舜宇奧來技術有限公司的新附屬公司，以實施微納米光學產業的戰略佈局。

(c) 於二零一九年一月三十一日，本公司透過舜宇集團有限公司(本公司之全資附屬公司)與多個無錫為森智能傳感技術有限公司(「為森」)的股權投資者訂立一項股權轉讓協議，以收購於為森額外13.96%的股權，現金代價為人民幣17,071,000元(「收購事項」)。緊接收購事項後，本集團於為森的總股權由46.11%增加至60.07%，其將自作為本集團的聯營公司變為作為本集團的附屬公司列賬，且此後將被本公司合併入賬。

為森於中國成立，其為一間專業的汽車安全感應系統及車載攝像模組企業。本公司董事認為收購事項對本集團有利，因收購事項可鞏固本集團於汽車行業先進駕駛輔助系統的業務佈局。

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FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

46. FINANCIAL INFORMATION OF THE COMPANY 46. 本公司財務資料

Assets and Liabilities 資產及負債

	31/12/2018 二零一八年 十二月三十一日 RMB'000 人民幣千元	31/12/2017 二零一七年 十二月三十一日 RMB'000 人民幣千元
NON-CURRENT ASSETS 非流動資產		
Property, plant and equipment 物業、機器及設備	**637**	–
Financial assets at fair value through profit or loss 按公允值計入損益的金融資產	**157,205**	–
Debt instruments at amortised cost 按攤銷成本計量的債務工具	**54,479**	–
Interests in subsidiaries, unlisted 非上市附屬公司權益	**253,850**	253,850
Loans to subsidiaries 附屬公司貸款	**4,621,626**	1,079,412
	5,087,797	1,333,262
CURRENT ASSETS 流動資產		
Other receivables and prepayment 其他應收款項及預付款項	**163**	56
Financial assets at fair value through profit or loss 按公允值計入損益的金融資產	**327,512**	–
Debt instruments at amortised cost 按攤銷成本計量的債務工具	**54,915**	–
Banks balances and cash 銀行結餘及現金	**372,725**	12,769
	755,315	12,825
CURRENT LIABILITIES 流動負債		
Short term borrowings 短期借貸	**782,405**	320,829
Amounts due to subsidiaries 應付附屬公司款項	**23,702**	23,339
Derivative financial liabilities 衍生金融負債	**741**	1,650
Other payables 其他應付款項	**72,116**	3,896
	878,964	349,714
NET CURRENT LIABILITIES 流動負債淨額	**(123,649)**	(336,889)
TOTAL ASSETS LESS CURRENT LIABILITIES 總資產減流動負債	**4,964,148**	996,373
NON-CURRENT LIABILITIES 非流動負債		
Derivative financial liabilities 衍生金融負債	**–**	2,597
Bonds payable 應付債券	**4,079,983**	–
	4,079,983	2,597
NET ASSETS 資產淨值	**884,165**	993,776
CAPITAL AND RESERVES 資本及儲備		
Share capital 股本	**105,163**	105,177
Reserves 儲備	**779,002**	888,599
TOTAL EQUITY 權益總額	**884,165**	993,776

Notes to the Consolidated Financial Statements
綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

46. FINANCIAL INFORMATION OF THE COMPANY (Continued)

46. 本公司財務資料（續）

Reserves

儲備

	Share premium 股份溢價 RMB'000 人民幣千元	Special reserve 特別儲備 RMB'000 人民幣千元 (Note a) （附註a）	Shares held under share award scheme 根據股份獎勵計劃持有的股份 RMB'000 人民幣千元	Share award scheme reserve 股份獎勵計劃儲備 RMB'000 人民幣千元	(Accumulated loss) Retained profit （累計虧損）保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
The Company 本公司						
At 1 January 2017 於二零一七年一月一日	481,823	166,973	(14,859)	1,228	(68,401)	566,764
Profit for the year and total comprehensive income for the year 年內溢利及年內全面收益總額	–	–	–	–	633,863	633,863
Purchase of shares under share award scheme 根據股份獎勵計劃購買的股份	–	–	(4,323)	–	–	(4,323)
Recognition of equity-settled share-based payments 確認以權益結算股份支付的款項	–	–	–	7,597	–	7,597
Shares vested under share award scheme 根據股份獎勵計劃歸屬的股份	–	–	7,203	(8,278)	1,075	–
Dividends received under share award scheme 根據股份獎勵計劃收取的股息	2,828	–	–	–	–	2,828
Dividends paid 已付股息	(318,130)	–	–	–	–	(318,130)
At 31 December 2017 於二零一七年十二月三十一日	166,521	166,973	(11,979)	547	566,537	888,599
Profit for the year and total comprehensive income for the year 年內溢利及年內全面收入總額	–	–	–	–	621,075	621,075

Notes to the Consolidated Financial Statements
綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2018 截至二零一八年十二月三十一日止年度

46. FINANCIAL INFORMATION OF THE COMPANY (Continued)

46. 本公司財務資料（續）

Reserves (Continued)

儲備（續）

	Share premium 股份溢價 RMB'000 人民幣千元	Special reserve 特別儲備 RMB'000 人民幣千元 (Note a) （附註a）	Shares held under share award scheme 根據股份獎勵計劃持有的股份 RMB'000 人民幣千元	Share award scheme reserve 股份獎勵計劃儲備 RMB'000 人民幣千元	(Accumulated loss) Retained profit （累計虧損）保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Purchase of shares under share award scheme 根據股份獎勵計劃購買的股份	-	-	(3,407)	-	-	(3,407)
Recognition of equity-settled share-based payments 確認以權益結算股份支付的款項	-	-	-	6,207	-	6,207
Shares vested under share award scheme 根據股份獎勵計劃歸屬的股份	-	-	8,098	(7,623)	(475)	-
Dividends received under share award scheme 根據股份獎勵計劃收取的股息	2,680	-	-	-	-	2,680
Dividends paid 已付股息	(155,486)	-	-	-	(569,631)	(725,117)
Repurchase of ordinary shares 普通股回購	(11,035)	-	-	-	-	(11,035)
At 31 December 2018 於二零一八年十二月三十一日	2,680	166,973	(7,288)	(869)	617,506	779,002

Note:

(a) The amount recorded in the special reserve was resulted from:

(i) the capital contribution by/distribution to the Company in relation to the acquisitions/disposals of equity interests in subsidiaries; and

(ii) the difference between the net carrying amounts of equity interests in subsidiaries and the nominal value of the shares of their respective holding companies arisen in share exchange transactions during the group reorganisation.

附註：

(a) 計入特別儲備的款項來自：

(i) 本公司就收購／出售附屬公司股權所作注資／所得分派；及

(ii) 附屬公司股權的賬面淨值與彼等各自控股公司股份面值之間於集團重組換股交易中產生的差額。

Corporate Information
公司資料

EXECUTIVE DIRECTORS

Mr. YE Liaoning
Mr. SUN Yang
Mr. WANG Wenjie

執行董事

葉遼寧先生
孫泱先生
王文杰先生

NON-EXECUTIVE DIRECTOR

Mr. WANG Wenjian

非執行董事

王文鑒先生

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. ZHANG Yuqing
Mr. FENG Hua Jun
Mr. SHAO Yang Dong

獨立非執行董事

張余慶先生
馮華君先生
邵仰東先生

JOINT COMPANY SECRETARIES

Ms. WONG Pui Ling *(ACCA, HKICPA)*
Mr. MA Jianfeng

聯席公司秘書

黃佩玲女士*(ACCA, HKICPA)*
馬建峰先生

REGISTERED OFFICE

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註冊辦事處

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Grand Cayman KY1-1111, Cayman Islands

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Corporate Information
公司資料

CORPORATE WEBSITE

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企業網站

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LEGAL ADVISER

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法律顧問

蕭一峰律師行

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants

核數師

德勤 • 關黃陳方會計師行
執業會計師

PRINCIPAL BANKERS

Agricultural Bank of China, Yuyao Sub-branch
BNP Paribas Hong Kong Branch

主要往來銀行

中國農業銀行餘姚支行
法國巴黎銀行香港分行

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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主要股份過戶及轉讓登記處

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香港灣仔
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STOCK CODE

Stock Code: 2382.HK

股票代號

股票代號：2382.HK

AUTHORISED REPRESENTATIVES

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Ms. WONG Pui Ling *(ACCA, HKICPA)*

授權代表

孫泱先生
黃佩玲女士*(ACCA, HKICPA)*

Sunny Optical Technology (Group) Company Limited
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