

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



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

(於開曼群島註冊成立之有限公司)

(股份代號：757)

**海外監管公告**

本公告是由陽光能源控股有限公司（「本公司」）依據香港聯合交易所有限公司證券上市規則第 13.10B 條作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一六年九月二十六日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命  
陽光能源控股有限公司  
執行董事  
王君偉

香港，二零一六年九月二十六日

於本公告日期，執行董事為譚文華先生（主席）、譚鑫先生及王君偉先生；非執行董事為許祐淵先生；而獨立非執行董事為符霜葉女士、王永權博士及張椿先生。

陽光能源控股有限公司及其子公司  
民國一〇五年一月一日至六月三十日  
及民國一〇四年一月一日至六月三十日  
合併財務報表暨會計師複核報告  
(上市之台灣存託憑證用外國公司財務報告)

陽光能源控股有限公司及其子公司  
 民國一〇五年一月一日至六月三十日  
 及民國一〇四年一月一日至六月三十日  
 財務報告暨會計師複核報告  
 (上市之台灣存託憑證用外國公司財務報告)

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附 件 一

本國會計師複核報告

## 會計師複核報告

陽光能源控股有限公司 公鑒：

陽光能源控股有限公司及其子公司依照香港一般公認會計原則編製之民國一〇五年六月三十日之中期簡明綜合財務狀況表，暨民國一〇五年一月一日至六月三十日之中期簡明綜合損益表、中期簡明綜合全面收入表、中期簡明綜合權益變動表及中期簡明綜合現金流量表，業經外國其他會計師核閱完竣，並於民國一〇五年八月二十六日出具核閱報告(詳附件四)。隨附陽光能源控股有限公司及其子公司民國一〇五年上半年度依新臺幣換算之合併資產負債表、合併綜合損益表及合併現金流量表暨其相關資訊(詳附件三)，業經本會計師依照「第二上市(櫃)公司財務報告複核要點」，採行必要之複核程序予以複核竣事。

依本會計師之複核結果，第一段所述陽光能源控股有限公司及其子公司民國一〇五年上半年度之合併資產負債表、合併綜合損益表及合併現金流量表暨相關資訊，並未發現有違反「第二上市(櫃)公司財務報告複核要點」規定而需作重大修正、調整或再補充揭露之情事。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號：金管證審字第 1000002854 號

(92)台財證(六)字第 100592 號

林素雯



會計師：

楊智惠



中華民國一〇五年九月二十六日

附 件 二

按新台幣換算之主要財務報表

  
 陽光能源股份有限公司及其子公司  
 中期財務綜合報告狀況表  
 民國一〇五年六月三十日及一〇四年十二月三十一日

單位：千元

	僅經核閱，未經審核		經審核	
	民國一〇五年六月三十日		民國一〇四年十二月三十一日	
	人民幣	新台幣	人民幣	新台幣
<b>非流動資產</b>				
物業、廠房及設備	\$1,776,227	\$8,632,286	\$1,796,131	\$9,146,079
購置物業、廠房及設備的預付款項	28,356	137,807	46,767	238,142
土地租賃預付款項	117,828	572,632	120,200	612,071
原材料的預付款項	75,686	367,826	83,184	423,581
於聯營公司的投資	56,406	274,128	59,721	304,105
遞延稅項資產	22,940	111,486	23,515	119,741
其他非流動資產	25,538	124,112	28,710	146,194
	<u>2,102,981</u>	<u>10,220,277</u>	<u>2,158,228</u>	<u>10,989,913</u>
<b>流動資產</b>				
存貨	519,723	2,525,802	613,170	3,122,323
應收貿易賬款及票據	766,214	3,723,723	578,936	2,948,000
預付款項、按金及其他應收款項	514,618	2,500,992	584,134	2,974,469
即期可收回稅項	3,335	16,208	1,233	6,278
可供出售投資	-	-	123,942	631,125
已抵押存款	294,486	1,431,173	459,171	2,338,145
銀行及手頭現金	290,478	1,411,694	193,953	987,628
	<u>2,388,854</u>	<u>11,609,592</u>	<u>2,554,539</u>	<u>13,007,968</u>
<b>流動負債</b>				
計息借貸	1,872,969	9,102,442	1,931,849	9,837,168
應付貿易賬款及票據	722,029	3,508,989	799,248	4,069,851
其他應付款項及應計開支	150,652	732,154	166,346	847,050
即期應付稅項	1,940	9,428	6,160	31,367
存貨購買承擔撥備	47,230	229,533	46,250	235,510
融資租賃	2,985	14,507	-	-
	<u>2,797,805</u>	<u>13,597,053</u>	<u>2,949,853</u>	<u>15,020,946</u>
<b>流動負債淨額</b>	<u>\$(408,951)</u>	<u>\$(1,987,461)</u>	<u>\$(395,314)</u>	<u>\$(2,012,978)</u>
<b>資產總值減流動負債</b>	<u>\$1,694,030</u>	<u>\$8,232,816</u>	<u>\$1,762,914</u>	<u>\$8,976,935</u>
<b>非流動負債</b>				
計息借貸	307,644	1,495,119	348,144	1,772,784
遞延稅項負債	2,819	13,700	2,855	14,538
遞延收入	187,560	911,523	187,165	953,063
融資租賃	13,855	67,334	-	-
其他非流動負債	75,542	367,126	61,887	315,135
	<u>587,420</u>	<u>2,854,802</u>	<u>600,051</u>	<u>3,055,520</u>
<b>資產淨值</b>	<u>\$1,106,610</u>	<u>\$5,378,014</u>	<u>\$1,162,863</u>	<u>\$5,921,415</u>
<b>權益</b>				
<b>本公司權益持有人應佔權益</b>				
已發行股本	276,727	1,344,866	276,727	1,409,121
儲備	734,795	3,571,030	794,013	4,043,194
	<u>1,011,522</u>	<u>4,915,896</u>	<u>1,070,740</u>	<u>5,452,315</u>
<b>非控制性權益</b>	95,088	462,118	92,123	469,100
<b>權益總額</b>	<u>\$1,106,610</u>	<u>\$5,378,014</u>	<u>\$1,162,863</u>	<u>\$5,921,415</u>

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB\$1=NT\$5.0921換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：



民國一〇五年一月一日至六月三十日 及 民國一〇四年一月一日至六月三十日

單位：千元

僅經核閱，未經審核

	民國一〇五年一月一日至六月三十日		民國一〇四年一月一日至六月三十日	
	人民幣	新台幣	人民幣	新台幣
收益	\$1,723,799	\$8,377,490	\$1,306,291	\$6,545,171
銷售成本	(1,527,264)	(7,422,350)	(1,141,767)	(5,720,823)
毛利	196,535	955,140	164,524	824,348
其他收入及收益，淨額	(44,468)	(216,110)	7,441	37,283
銷售及分銷開支	(14,977)	(72,787)	(7,313)	(36,642)
行政開支	(106,807)	(519,071)	(93,014)	(466,047)
經營利潤	30,283	147,172	71,638	358,942
應佔聯營公司虧損	(3,315)	(16,110)	(6,211)	(31,120)
融資成本	(60,144)	(292,294)	(58,347)	(292,348)
除稅前(虧損)/利潤	(33,176)	(161,232)	7,080	35,474
所得稅開支	(13,416)	(65,200)	(89)	(446)
期間(虧損)/利潤	\$(46,592)	\$(226,432)	\$6,991	\$35,028
以下人士應佔：				
本公司權益持有人	\$(49,557)	\$(240,842)	\$10,189	\$51,052
非控制性權益	2,965	14,410	(3,198)	(16,024)
期間(虧損)/利潤	\$(46,592)	\$(226,432)	\$6,991	\$35,028
本公司普通股權益持有人應佔每股基本 及攤薄(虧損)/盈利 (人民幣分/新台幣元)	\$(1.54)	\$(0.07)	\$0.32	\$0.02

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：





陽光能源儲存有限公司及其子公司

中期財務綜合全面收入表

民國一〇五年一月一日至六月三十日及民國一〇四年一月一日至六月三十日

單位：千元

僅經核閱，未經審核

	民國一〇五年一月一日至六月三十日		民國一〇四年一月一日至六月三十日	
	人民幣	新台幣	人民幣	新台幣
期間(虧損)/利潤	\$ (46,592)	\$ (226,432)	\$ 6,991	\$ 35,028
期間其他全面(虧損)/收入				
(扣除稅項後)：				
可於後期被重分類至損益的項目：				
— 可供出售投資公平值變動	(4,443)	(21,593)	1,301	6,519
— 貨幣換算差額	(5,218)	(25,359)	(13,347)	(66,875)
期間全面虧損總額(扣除稅項後)	<u>\$ (56,253)</u>	<u>\$ (273,384)</u>	<u>\$ (5,055)</u>	<u>\$ (25,328)</u>
以下人士應佔：				
本公司權益持有人	\$ (59,218)	\$ (287,794)	\$ (1,857)	\$ (9,304)
非控制性權益	2,965	14,410	(3,198)	(16,024)
期間全面虧損總額	<u>\$ (56,253)</u>	<u>\$ (273,384)</u>	<u>\$ (5,055)</u>	<u>\$ (25,328)</u>

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：





陽元資產管理股份有限公司及其子公司  
申報期間：民國一〇五年一月一日至六月三十日

民國一〇五年一月一日至六月三十日

單位：人民幣千元

僅經核閱，未經審核

		本公司權益持有人應佔權益								
	已發行股本	股份溢價	一般儲備金	資本儲備	匯兌儲備	其他儲備	累計虧損	總計	非控制性權益	權益總額
於民國一〇四年一月一日	\$276,727	\$1,731,645	\$199,709	\$42,768	\$(2,075)	\$(71,432)	\$(1,081,259)	\$1,096,083	\$79,935	\$1,176,018
期間利潤/(虧損)	-	-	-	-	-	-	10,189	10,189	(3,198)	6,991
期間其他全面收入/(虧損)：										
可供出售投資公平價值變動										
(扣除稅項後)(附註18)										
貨幣換算差額						1,301	-	1,301	-	1,301
全面虧損總額										
於民國一〇四年六月三十日	\$276,727	\$1,731,645	\$199,709	\$42,768	\$(15,422)	\$(70,131)	\$(1,071,070)	\$1,094,227	\$76,736	\$1,170,963
於民國一〇五年一月一日	\$276,727	\$1,731,645	\$208,735	\$42,768	\$(47,514)	\$(66,989)	\$(1,074,632)	\$1,070,740	\$92,123	\$1,162,863
期間(虧損)/利潤	-	-	-	-	-	-	(49,557)	(49,557)	2,965	(46,592)
期間其他全面收入/(虧損)：										
可供出售投資公平價值變動										
(扣除稅項後)(附註18)										
貨幣換算差額										
全面虧損總額										
於民國一〇五年六月三十日	\$276,727	\$1,731,645	\$208,735	\$42,768	\$(52,732)	\$(71,432)	\$(1,124,189)	\$1,011,522	\$95,088	\$1,106,610

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056



代表人：



經理人：



會計主管：



陽光科技股份有限公司及其子公司  
中期財務報告附註(續)

民國一〇五年一月一日至六月三十日

單位：新台幣千元

		本公司權益持有人應佔權益						非控制性權益		權益總額
		一般儲備金	資本儲備	匯兌儲備	其他儲備	累計虧損	總計			
已發行股本		\$1,021,012	\$218,651	\$(10,608)	\$(365,196)	\$(5,527,937)	\$5,603,724	\$408,668	\$6,012,392	
於民國一〇四年一月一日		-	-	-	-	51,052	51,052	(16,024)	35,028	
期間利潤/(虧損)		\$8,853,035	-	-	-	-	-	-	-	
期間其他全面收入/(虧損)：		-	-	-	6,519	-	6,519	-	6,519	
可供出售投資公平值變動		-	-	(66,875)	-	-	(66,875)	-	(66,875)	
(扣除稅項後)(附註18)		-	-	-	-	-	-	-	-	
貨幣換算差額		-	-	(66,875)	-	-	(66,875)	-	(66,875)	
全面虧損總額		-	-	(66,875)	6,519	51,052	(9,304)	(16,024)	(25,328)	
匯率影響數		(28,227)	(4,357)	211	7,286	110,289	(111,796)	(8,158)	(119,954)	
於民國一〇四年六月三十日		\$1,386,540	\$214,294	\$(77,272)	\$(351,391)	\$(5,366,596)	\$5,482,624	\$384,486	\$5,867,110	
於民國一〇五年一月一日		\$1,409,121	\$1,062,900	\$(241,946)	\$(341,115)	\$(5,472,134)	\$5,452,315	\$469,100	\$5,921,415	
期間利潤/(虧損)		-	-	-	-	(240,842)	(240,842)	14,410	(226,432)	
期間其他全面收入/(虧損)：		-	-	-	-	-	-	-	-	
可供出售投資公平值變動		-	-	-	(21,593)	-	(21,593)	-	(21,593)	
(扣除稅項後)(附註18)		-	-	-	-	-	-	-	-	
貨幣換算差額		-	-	(25,359)	-	-	(25,359)	-	(25,359)	
全面虧損總額		-	-	(25,359)	(21,593)	(240,842)	(287,794)	14,410	(273,384)	
匯率影響數		(64,255)	(48,469)	11,033	15,556	249,530	(248,625)	(21,392)	(270,017)	
於民國一〇五年六月三十日		\$1,344,866	\$1,014,431	\$(256,272)	\$(347,152)	\$(5,463,446)	\$4,915,896	\$462,118	\$5,378,014	

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NTS\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056



代表人：



經理人：



會計主管：

陽光能源股份有限公司及其子公司

中期財務報告現金流量表

民國一〇五年一月一日至六月三十日及民國一〇四年一月一日至六月三十日

單位：千元

僅經核閱，未經審核

	民國一〇五年一月一日至六月三十日		民國一〇四年一月一日至六月三十日	
	人民幣	新台幣	人民幣	新台幣
<b>經營活動現金流量</b>				
除稅前(虧損)/利潤	\$(33,176)	\$(161,232)	\$7,080	\$35,474
<b>調整：</b>				
出售物業、廠房及設備的虧損	26,227	127,461	31	155
折舊及攤銷	108,914	529,311	105,551	528,863
存貨撤減回沖	(3,571)	(17,355)	(76)	(381)
應收貿易賬款及其他應收款項				
減值虧損	1,538	7,474	-	-
融資成本	60,144	292,294	58,347	292,348
利息收入	(1,875)	(9,112)	(8,543)	(42,805)
投資收入	(6,205)	(30,156)	-	-
保用成本的撥備	13,655	66,362	9,235	46,272
應佔聯營公司利潤及虧損	3,315	16,111	6,211	31,120
存貨減少/(增加)	97,018	471,498	(181,333)	(908,569)
應收貿易賬款及其他應收款項增加	(122,636)	(595,999)	(76,017)	(380,883)
原材料的預付款項減少	7,498	36,439	18,540	92,895
應付款項及其他應付款項減少	(82,717)	(401,996)	(61,635)	(308,822)
遞延收入增加/(減少)	395	1,920	(8,141)	(40,790)
匯兌收益	(672)	(3,266)	(1,840)	(9,219)
<b>經營活動(所用)/所得現金</b>	<b>67,852</b>	<b>329,754</b>	<b>(132,590)</b>	<b>(664,342)</b>
中國企業所得稅	(19,199)	(93,305)	(10,191)	(51,062)
<b>經營活動所得/(所用)現金流量淨額</b>	<b>48,653</b>	<b>236,449</b>	<b>(142,781)</b>	<b>(715,404)</b>

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：



陽光能源控股股份有限公司及其子公司

中期財務報告現金流量表(續)

民國一〇五年一月一日至六月三十日及民國一〇四年一月一日至六月三十日

單位：千元

僅經核閱，未經審核

	民國一〇五年一月一日至六月三十日		民國一〇四年一月一日至六月三十日	
	人民幣	新台幣	人民幣	新台幣
<b>投資活動現金流量</b>				
就購置物業、廠房及設備支付的款項	(94,742)	(460,437)	(33,607)	(168,388)
出售物業、廠房及設備所得款項	6,932	33,689	1,106	5,542
預付土地租賃款項增加	-	-	(1,046)	(5,241)
出售可供出售投資所得款項	125,705	610,914	-	-
定期存款增加	-	-	(24,144)	(120,974)
已收利息	1,875	9,112	8,543	42,805
<b>投資活動所得/(所用)現金流量淨額</b>	<b>39,770</b>	<b>193,278</b>	<b>(49,148)</b>	<b>(246,256)</b>
<b>融資活動現金流量</b>				
償還銀行貸款及其他貸款	(1,786,253)	(8,681,011)	(1,122,143)	(5,622,498)
銀行貸款及其他貸款所得款項	1,686,873	8,198,034	1,484,008	7,435,622
釋放/(置存)已抵押存款	164,685	800,353	(189,223)	(948,102)
已付利息	(60,144)	(292,294)	(58,346)	(292,343)
<b>融資活動所得現金流量淨額</b>	<b>5,161</b>	<b>25,082</b>	<b>114,296</b>	<b>572,679</b>
<b>現金及現金等價物增加/(減少)</b>	<b>93,584</b>	<b>454,809</b>	<b>(77,633)</b>	<b>(388,981)</b>
<b>匯率變動的影響</b>	<b>2,941</b>	<b>14,293</b>	<b>1,802</b>	<b>9,029</b>
<b>於一月一日的現金及現金等價物</b>	<b>193,953</b>	<b>942,592</b>	<b>195,257</b>	<b>978,335</b>
<b>於六月三十日的現金及現金等價物</b>	<b>290,478</b>	<b>1,411,694</b>	<b>119,426</b>	<b>598,383</b>
<b>原到期日為三個月以上的銀行存款</b>	<b>-</b>	<b>-</b>	<b>24,144</b>	<b>120,974</b>
<b>於六月三十日的銀行及手頭現金</b>	<b>\$290,478</b>	<b>\$1,411,694</b>	<b>\$143,570</b>	<b>\$719,357</b>

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：



附 件 三

依金管會認可之 IFRSs 重編後之主要財務報表  
及財務報表重編說明

陽光能源股份有限公司  
依中華民國金管會證發字第105年01001號公告  
提供資產負債表

民國一〇五年六月三十日、一〇四年十二月三十一日及一〇四年六月三十日

單位：新台幣千元

	民國一〇五年六月三十日			民國一〇四年十二月三十一日			民國一〇四年六月三十日		
	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額 (%)	調整之金額	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額 (%)	調整之金額	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額 (%)	調整之金額
資產									
流動資產：									
1100 現金及約當現金	\$1,411,694	-	\$-	\$987,628	6	\$-	\$719,357	4	\$-
1125 備供出售金融資產-流動	-	-	-	631,125	-	-	605,273	3	-
1150 應收票據	1,242,137	-	-	1,95,903	6	-	37,078	1	-
1170 應收帳款	2,481,586	(1,068,284)	(1,068,284)	2,752,097	6	(265,884)	1,706,801	10	(186,911)
1180 應收帳款-關係人	-	173,460	173,460	-	1	141,128	186,911	1	186,911
1200 其他應收款	-	232,901	232,901	-	1	262,411	114,149	1	114,149
130x 存貨	2,525,802	-	-	3,122,323	12	-	4,388,907	13	-
1410 預付款項	2,500,992	(232,901)	(232,901)	2,974,469	10	(262,411)	1,952,161	11	(114,149)
1470 其他流動資產	1,447,381	894,824	894,824	2,344,423	11	124,756	1,693,334	10	-
流動資產合計	11,609,592	-	-	13,007,968	53	-	11,102,911	54	-
非流動資產：									
1550 採用權益法之投資	274,128	-	-	304,105	1	-	333,298	1	-
1600 不動產、廠房及設備	8,632,286	-	-	9,146,079	40	-	9,460,330	38	-
1840 遞延所得稅資產	111,486	-	-	119,741	-	-	89,713	1	-
1900 其他非流動資產	1,202,377	-	-	1,419,988	6	-	1,924,519	6	-
非流動資產合計	10,220,277	-	-	10,989,913	47	-	11,807,860	46	-
資產總計	\$21,829,869	\$-	\$-	\$23,997,881	100	\$-	\$22,910,771	100	\$-

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。  
民國一〇四年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB\$1=NT\$5.0921換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。  
註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：

	民國一〇五年六月三十日			民國一〇四年十二月三十一日			民國一〇四年六月三十日		
	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額	%	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額	%	依香港財務報告準則編製之金額 (註2)	依中華民國會計原則編製之金額	%
負債及權益									
流動負債：									
2100 短期借款	\$-	\$8,801,789	40	\$9,545,065	\$-	40	\$9,545,065	\$-	40
2150 應付票據	1,180,640	1,180,640	5	1,227,440	1,227,440	5	1,227,440	1,215,553	5
2170 應付帳款	2,328,349	(141,992)	10	2,842,411	(204,275)	11	2,638,136	(210,872)	11
2180 應付帳款－關係人	-	141,992	1	-	204,275	1	204,275	210,872	1
2200 其他應付款	741,582	(97,635)	3	878,417	(72,848)	4	805,569	(252,900)	3
2250 負債準備－流動	229,533	-	1	235,510	-	1	235,510	-	1
2300 其他流動負債	14,507	97,635	1	112,142	-	1	72,848	-	1
2322 一年或一營業週期內到期長期借款	300,653	-	1	292,103	-	1	292,103	-	1
流動負債合計	13,597,053	13,597,053	62	15,020,946	-	63	15,020,946	14,126,553	62
非流動負債：									
2540 長期借款	1,495,119	1,495,119	7	1,772,784	-	7	1,772,784	1,702,929	7
2570 遞延所得稅負債	13,700	13,700	-	14,538	-	-	14,538	14,485	-
2600 其他非流動負債	1,345,983	1,345,983	6	1,268,198	-	5	1,268,198	1,199,694	5
非流動負債合計	2,854,802	2,854,802	13	3,055,520	-	12	3,055,520	2,917,108	12
負債總計	16,451,855	16,451,855	75	18,076,466	-	75	18,076,466	17,043,661	74
歸屬母公司業主權益：									
3100 股本	1,344,866	1,344,866	6	1,409,121	-	6	1,409,121	1,386,540	6
3200 資本公積	8,276,317	8,276,317	38	8,694,374	-	36	8,694,374	8,539,310	37
3310 法定盈餘公積	1,014,431	1,014,431	5	1,062,900	-	5	1,062,900	1,000,642	4
3351 累積虧損	(5,463,446)	(5,463,446)	(25)	(5,472,134)	-	(23)	(5,472,134)	(5,366,596)	(23)
3400 其他權益	(256,272)	(256,272)	(1)	(241,946)	-	(1)	(241,946)	(77,272)	-
歸屬母公司業主之權益	4,915,896	4,915,896	23	5,452,315	-	23	5,452,315	5,482,624	24
36xx 非控制權益	462,118	462,118	2	469,100	-	2	469,100	384,486	2
權益總計	5,378,014	5,378,014	25	5,921,415	-	25	5,921,415	5,867,110	26
負債及權益總計	\$-	\$21,829,869	100	\$23,997,881	\$-	100	\$23,997,881	\$22,910,771	100

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。

民國一〇四年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率RMB\$1=NT\$5.0921換算。

民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：



陽光能源股份有限公司及其子公司  
 中華民國金管會證發字第103-號核准合併綜合損益表  
 民國一〇五年一月一日至六月三十日  
 民國一〇五年一月一日至六月三十日

單位：新台幣千元

	依香港財務報告準則編製之金額			依中華民國會計原則編製之金額			依香港財務報告準則編製之金額			依中華民國會計原則編製之金額		
	(註2)	調節之金額	%	(註2)	調節之金額	%	(註2)	調節之金額	%	(註2)	調節之金額	%
營業收入	\$8,377,490	\$-	100	\$8,377,490	\$-	100	\$6,545,171	\$-	100	\$6,545,171	100	
營業成本	(7,422,350)	-	(89)	(7,422,350)	-	(89)	(5,720,823)	-	(87)	(5,720,823)	(87)	
營業毛利	955,140	-	11	955,140	-	11	824,348	-	13	824,348	13	
營業費用：												
推銷費用	(72,787)	-	(1)	(72,787)	-	(1)	(36,642)	-	(1)	(36,642)	(1)	
管理費用	(519,071)	185,546	(4)	(333,525)	(466,047)	(4)	(466,047)	136,341	(5)	(329,706)	(5)	
研究發展費用	-	(185,546)	(2)	(185,546)	-	(2)	-	(136,341)	(2)	(136,341)	(2)	
營業費用合計	(591,858)	-	(7)	(591,858)	-	(7)	(502,689)	-	(8)	(502,689)	(8)	
營業外收入及支出：												
其他收入	363,282	-	4	363,282	-	4	321,659	-	5	321,659	5	
其他利益及損失	(216,110)	298,655	1	82,545	(11,173)	1	37,283	(11,173)	-	26,110	-	
財務成本	-	(298,655)	(4)	(298,655)	11,173	(4)	-	11,173	-	11,173	-	
採用權益法認列之關聯企業及合資損益之份額	(292,294)	-	(3)	(292,294)	-	(3)	(292,348)	-	(4)	(292,348)	(4)	
營業外收入及支出合計	(16,110)	-	(6)	(16,110)	-	(6)	(31,120)	-	(4)	(31,120)	(4)	
稅前淨利(淨損)	(524,514)	-	(6)	(524,514)	-	(6)	(286,185)	-	(4)	(286,185)	(4)	
所得稅費用	(161,232)	-	(2)	(161,232)	-	(2)	35,474	-	1	35,474	1	
本期淨利(淨損)	(65,200)	-	(1)	(65,200)	-	(1)	(446)	-	-	(446)	-	
其他綜合損益：	(226,432)	-	(3)	(226,432)	-	(3)	35,028	-	1	35,028	1	
後續可能重分類至損益之項目	-	-	-	-	-	-	-	-	-	-	-	
國外營運機構財務報告換算之兌換差額	(25,359)	-	-	(25,359)	-	-	(66,875)	-	(1)	(66,875)	(1)	
備供出售金融資產未實現評價損益	(21,593)	-	-	(21,593)	-	-	6,519	-	-	6,519	-	
本期其他綜合損益(稅後淨額)	(46,952)	-	-	(46,952)	-	-	(60,356)	-	-	(60,356)	-	
本期綜合損益總額	\$(273,384)	\$-	(3)	\$(273,384)	\$-	(3)	\$(25,328)	\$-	1	\$(25,328)	1	
淨利(損)歸屬於：												
母公司業主	\$(240,842)	\$-	(3)	\$(240,842)	\$-	(3)	\$51,052	\$-	1	\$51,052	1	
非控制權益	14,410	-	-	14,410	-	-	(16,024)	-	1	(16,024)	1	
綜合損益歸屬於：												
母公司業主	\$(287,794)	\$-	(3)	\$(287,794)	\$-	(3)	\$(9,304)	\$-	-	\$(9,304)	-	
非控制權益	14,410	-	-	14,410	-	-	(16,024)	-	-	(16,024)	-	
基本每股盈餘(新台幣元)	\$(0.07)	\$-	(3)	\$(0.07)	\$-	(3)	\$(25.328)	\$-	2	\$(25.328)	2	

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。  
 民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1-104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1-103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1-102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代理人：

經理人：

會計主管：



陽光船務有限公司  
 依中華民國金管會公告之合併現金流量表  
 民國一〇五年一月一日至六月三十日

單位：新台幣千元

	民國一〇五年		民國一〇四年一月一日至六月三十日	
	依香港財務報告 準則編製之金額 (註2)	依中華民國 會計原則 編製之金額	依香港財務報告 準則編製之金額 (註2)	依中華民國 會計原則 編製之金額
營業活動之現金流量：				
本期稅前淨利(損)	\$ (161,232)	\$ (161,232)	\$ 355,474	\$ 355,474
調整項目：				
不影響現金流量之收益費損項目：				
折舊費用	517,783	517,783	517,169	517,169
攤銷費用	11,528	11,528	11,694	11,694
利息費用	292,294	292,294	292,348	292,348
利息收入	(9,112)	(9,112)	(42,805)	(42,805)
處分投資利益	(30,156)	(30,156)	-	-
採用權益法認列之關聯企業及合資損失之份額	16,111	16,111	31,120	31,120
處分及報廢不動產、廠房及設備損失	127,461	127,461	155	155
未實現外幣兌換損失(利益)	(3,266)	(3,266)	(9,219)	(9,219)
不影響現金流量之收益費損項目合計	922,643	922,643	800,462	800,462
與營業活動相關之資產/負債變動數：				
與營業活動相關之資產之淨變動：				
應收票據(增加)減少	(1,055,167)	(1,055,167)	41,653	41,653
應收帳款(增加)減少	113,385	152,152	(437,312)	(334,174)
應收帳款-關係人(增加)減少	-	(38,767)	-	(103,138)
其他應收款(增加)減少	-	20,606	-	(171,989)
其他應收款-關係人(增加)減少	-	-	82,028	82,028
存貨(增加)減少	454,143	454,143	(908,950)	(908,950)
預付款項(增加)減少	337,841	317,235	(71,305)	171,989
其他非流動資產(增加)減少	51,855	51,855	96,948	96,948
與營業活動相關之資產之淨變動合計	(97,943)	(97,943)	(1,196,938)	(1,196,938)
與營業活動相關之負債之淨變動：				
應付票據增加(減少)	9,163	9,163	(243,718)	(243,718)
應付帳款增加(減少)	(384,443)	(331,473)	6,253	(3,900)
應付帳款-關係人增加(減少)	52,970	(52,970)	-	(10,153)
其他應付款增加(減少)	(26,716)	(54,821)	(71,357)	10,153
負債準備增加(減少)	66,362	66,362	46,272	(47,049)
其他非流動負債增加(減少)	-	28,105	-	46,272
與營業活動相關之負債之淨變動合計	1,920	1,920	(40,790)	(24,308)
與營業活動相關之資產及負債之淨變動合計	(333,714)	(333,714)	(303,340)	(40,790)
營運產生之現金流入(出)	(431,657)	(431,657)	(1,500,278)	(303,340)
營運活動之現金流入(出)	329,754	329,754	(664,342)	(1,500,278)
營運(支付)之所得稅	(93,305)	(93,305)	(51,062)	(664,342)
營業活動之淨現金流入(出)	236,449	236,449	(715,404)	(51,062)
				(715,404)

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率 RMB\$1=NT\$4.8599換算。  
 民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率 RMB\$1=NT\$5.0105換算。

註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：

經理人：



會計主管：





陽光能通有限公司  
 依中華民國金管會公告之「非金融機構存摺現金流量表(續)」  
 民國一〇五年一月一日至六月三十日

單位：新台幣千元  
 民國一〇四年一月一日至六月三十日

投資活動之現金流量：	依香港財務報告 準則編製之金額 (註2)	依中華民國 會計原則 編製之金額	依香港財務報告 準則編製之金額 (註2)	依中華民國 會計原則 編製之金額
取得不動產、廠房及設備	(460,437)	(460,437)	(168,388)	(168,388)
處分不動產、廠房及設備	33,689	33,689	5,542	5,542
處分備供出售金融資產債款	610,914	610,914	-	-
其他非流動資產增加	-	-	(5,241)	(5,241)
收取之利息	9,112	9,112	42,805	42,805
投資活動之淨現金流(出)入	193,278	193,278	(125,282)	(125,282)
籌資活動之現金流量：				
短期借款增加	8,176,165	8,176,165	7,432,257	7,432,257
短期借款減少	(8,484,183)	(8,484,183)	(5,456,291)	(5,456,291)
舉借長期借款(包括一年內到期部分)	21,869	21,869	3,365	3,365
償還長期借款(包括一年內到期部分)	(196,828)	(196,828)	(166,207)	(166,207)
其他流動資產(增加)減少	800,353	800,353	(948,102)	(948,102)
支付之利息	(292,294)	(292,294)	(292,343)	(292,343)
籌資活動之淨現金流(出)入	25,082	25,082	572,679	572,679
本期現金及約當現金增加(減少)數	454,809	454,809	(268,007)	(268,007)
匯率變動對現金及約當現金之影響	14,293	14,293	9,029	9,029
期初現金及約當現金餘額	942,592	942,592	978,335	978,335
期末現金及約當現金餘額	\$1,411,694	\$1,411,694	\$719,357	\$719,357

註一：民國一〇五年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國105年6月30日之匯率RMB\$1=NT\$4.8599換算。  
 民國一〇四年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國104年6月30日之匯率RMB\$1=NT\$5.0105換算。  
 註二：最近三年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
104.1.1~104.12.31	RMB\$1 : NT\$5.1711	RMB\$1 : NT\$5.0239	RMB\$1 : NT\$5.1233
103.1.1~103.12.31	RMB\$1 : NT\$5.1354	RMB\$1 : NT\$4.8642	RMB\$1 : NT\$4.9437
102.1.1~102.12.31	RMB\$1 : NT\$4.8760	RMB\$1 : NT\$4.6481	RMB\$1 : NT\$4.8056

代表人：



經理人：



會計主管：



# 陽光能源控股有限公司及其子公司

## 合併財務報表重編說明

民國一〇五年一月一日至六月三十日及

民國一〇四年一月一日至六月三十日

### 一、合併財務報表重編原則

陽光能源控股有限公司及其子公司(以下簡稱合併公司)如附件四所列之民國一〇五年一月一日至六月三十日及一〇四年一月一日至六月三十日財務報告，係包括陽光能源控股有限公司(以下簡稱本公司)及其子公司之合併財務資訊。

合併公司民國一〇五年一月一日至六月三十日及一〇四年一月一日至六月三十日依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表、合併綜合損益表及合併現金流量表，因與證券發行人財務報告編制準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、國際財務報告解釋及解釋公告編製財務報告(以下簡稱中華民國所採用之會計準則)規定部份不符，爰依中華民國行政院金融監督管理委員會民國一〇一年十二月十三日金管證審字第1010056540號令「第二上市(櫃)公司財務報告複核要點」規定，就上述合併資產負債表、合併綜合損益表及合併現金流量表依中華民國規定格式予以重編。

### 二、中華民國及香港一般公認會計原則差異彙總說明

中華民國與香港一般公認會計原則之主要差異，茲彙總說明如下：

	中華民國所採用 之會計準則	香港一般公認 會計原則	對重編合併 財務報表之影響
(一)合併資產負債表	資產負債表表達期間為當期、去年同期及前一會計年度會計期間結束日。	期中財務報導規定財務狀況表兩期表達期間為當期期中結束日與前一會計年度結束日。	已依中華民國所採用之會計準則規定予以表達揭露。

	中華民國所採用 之會計準則	香港一般公認 會計原則	對重編合併 財務報表之影響
(一)合併資產負債表	一般之分類方式，資產係以流動性大小排列，流動性大者在前，流動性小者在後。負債則按到期日的遠近排列，近者在先，遠者在後。股東權益按永久性大小排列，永久性大者在先，小者在後。	一般之分類方式，資產係以流動性資產在前，流動資產在後。負債及股東權益，係以負債在前，股本及各項準備在後，負債以流動負債在前，非流動負債在後。	已依中華民國所採用之會計準則規定予以表達揭露。
	應收帳款及應付帳款一關係人，依金額重大性予以單獨表達。	應收款項、應收帳款一關係人及應收票據合併表達為應收帳款及票據；應付款項、應付帳款一關係人及應付票據合併表達為應付帳款及票據。	已依中華民國所採用之會計準則規定分別予以分拆表達或進行調整揭露之，其相關調整請詳附件三之合併資產負債表。
	預付款項及其他應收款，依金額重大性予以單獨表達。	預付款項及其他應收款合併表達為預付款項、按金及期他應收款項。	已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併資產負債表。

	中華民國所採用 之會計準則	香港一般公認 會計原則	對重編合併 財務報表之影響
(一)合併資產負債表	應依各交易產生之性質區分為資本公積、法定盈餘公積、未分配盈餘、備供出售金融資產未實現損益及國外營運機構財務報表換算之兌換差額。	左列科目均列入儲備項下表達。	已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併資產負債表。
	質押存款分類為流動資產項下，並列示為其他流動資產。	質押存款列為單行科目係已抵押存款項下。	已依中華民國所採用之會計準則規定予以分拆表達揭露，請詳附件三之合併資產負債表。
(二)綜合損益表	應區分營業收入、營業成本、營業費用、營業外收入及支出及所得稅費用，依功能別為分類基礎分別予以列示。	應區分營業收入、銷貨成本、收益與費損、所得稅費用、本年度利益(損失)。	已依中華民國所採用之會計準則規定予以表達揭露，其相關調整請詳附件三之合併綜合損益表。

## 附 件 四

### 外國會計師之核閱報告暨

財務報表及相關附註或附表(中譯本及原文)



Solargiga Energy

Solargiga Energy Holdings Limited

陽光能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份編號 : 757

To Create  
**BRIGHT FUTURE**  
共創未來

Interim Report 2016 中期業績報告

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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

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

#### Non-executive Director

Mr. HSU You Yuan

#### Independent Non-executive Directors

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

### Company Secretary

Mr. Yuen Kin Shan

### Audit Committee

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

### Remuneration Committee

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

### Nomination Committee

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

### Auditor

Ernst & Young

### 董事會

#### 執行董事

譚文華先生(主席)  
譚鑫先生  
王君偉先生

#### 非執行董事

許祐淵先生

#### 獨立非執行董事

王永權博士  
符霜葉女士  
張椿先生

### 公司秘書

袁建山先生

### 審核委員會

王永權博士(主席)  
符霜葉女士  
張椿先生

### 薪酬委員會

符霜葉女士(主席)  
王永權博士  
張椿先生  
譚文華先生

### 提名委員會

張椿先生(主席)  
王永權博士  
符霜葉女士  
許祐淵先生

### 核數師

安永會計師事務所

## Principal Bankers

Agricultural Bank of China  
Bank of Jinzhou  
Bank SinoPac  
China Development Bank  
China Construction Bank  
Entie Commercial Bank  
Taiwan Cooperative Bank  
China Merchants Bank

## Registered Office

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

## Head Office and Principal Place of Business in Hong Kong

Room 1402, Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

## Principal Share Registrar

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

## Hong Kong Share Registrar

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

## Authorised Representatives

Mr. Wang Chunwei  
Mr. Yuen Kin Shan

## Corporate Website

[www.solargiga.com](http://www.solargiga.com)

## 主要往來銀行

中國農業銀行  
錦州銀行  
永豐銀行  
國家開發銀行  
中國建設銀行  
安泰商業銀行  
合作金庫銀行  
招商銀行

## 註冊辦事處

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

## 香港總辦事處暨主要營業地址

香港  
灣仔  
港灣道25號  
海港中心1402室

## 股份過戶登記總處

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

## 香港股份過戶登記處

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

## 法定代表

王君偉先生  
袁建山先生

## 企業網站

[www.solargiga.com](http://www.solargiga.com)

# Company Profile

## 公司簡介

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

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

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

Currently, our integrated business model includes monocrystalline silicon solar ingot production with annual capacity of approximately 1.2GW, solar wafer production with annual capacity of approximately 900MW, as well as photovoltaic cells and modules production with annual capacity of approximately 330MW and 1.2GW, respectively.

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

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

回顧期內，本集團主要從事的四項主要業務分別為：

- (a) 太陽能單晶硅棒／硅片製造及提供加工服務；
- (b) 太陽能單晶硅電池製造；
- (c) 光伏組件製造；及
- (d) 興建及經營光伏電站。

目前，本集團的一體化業務模式包括年產能約1.2吉瓦的太陽能單晶硅棒生產業務、年產能約900兆瓦的太陽能硅片生產業務以及年產能分別約330兆瓦及1.2吉瓦的光伏電池及組件生產業務。此外，本集團於上海經營多晶硅回收及改良業務。

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

# Financial Highlights

## 財務摘要

- Revenue for the period under review increased by 32.0% to RMB1,723.799 million (corresponding period in 2015: RMB1,306.291 million).
- Gross profit for the period under review increased by 19.5% to RMB196.535 million (corresponding period in 2015: RMB164.524 million).
- Net loss attributable to the equity shareholders of the Company for the period under review amounted to RMB49.557 million (corresponding period in 2015: Net profit of RMB10.189 million).
- During the period under review, apart from day-to-day business operations, the Group is also actively improving the financial statement position. In order to improve production efficiency, certain obsolete equipment was disposed of, which led to a loss of RMB26.227 million; in order to reduce idle inventory and to replenish working capital, certain amount of polysilicon purchased at high prices have been sold, which led to a loss of RMB23.610 million; Further, as the Renminbi depreciated during the period under review, it led to an exchange loss of RMB10.826 million. In summary, excluding the above extraordinary items, the adjusted net profit was RMB14.071 million.
- Basic loss per share amounted to RMB1.54 cents (corresponding period in 2015: RMB0.32 cents earnings per share).
- Earnings before interest, taxes, depreciation and amortization ("EBITDA") for the period under review was RMB135.882 million (corresponding period in 2015: RMB170.978 million).
- The board of directors of the Company does not recommend the distribution of any interim dividend for the six months ended 30 June 2016 (corresponding period in 2015: RMBNil).
- 回顧期間的收益增加32.0%至人民幣1,723.799百萬元(二零一五年同期：人民幣1,306.291百萬元)。
- 回顧期間的毛利增加19.5%至人民幣196.535百萬元(二零一五年同期：人民幣164.524百萬元)。
- 回顧期間的本公司權益股東應佔虧損為人民幣49.557百萬元(二零一五年同期：純利人民幣10.189百萬元)。
- 回顧期內，除本業營運，集團亦積極改善財務報表狀況，為提高生產效率，而於本期處分落後產能之相關設備，造成損失人民幣26.227百萬元；為降低閒置庫存，以充實營運資金，故於本期出售多晶硅高價庫存，造成業外損失人民幣23.610百萬元；另外，因本回顧期人民幣貶值，導致本期匯兌損失人民幣10.826百萬元。綜合期內，不計及上述業外項目，經調整純利為人民幣14.071百萬元。
- 每股基本虧損為人民幣1.54分(二零一五年同期：每股盈利人民幣0.32分)。
- 回顧期間的稅息折舊及攤銷前利潤為人民幣135.882百萬元(二零一五年同期：人民幣170.978百萬元)。
- 本公司董事會不建議就截至二零一六年六月三十日止六個月派發任何中期股息(二零一五年同期：人民幣零元)。

# Management Discussion and Analysis

## 管理層討論及分析

### Market Overview

During the period, demand for solar modules has grown rapidly and it led to an overall increase in solar module sales. Based on the data released by the National Energy Administration of China, for the first quarter of 2016, the newly-added volume of photovoltaic power generation to grid connection was 7.14GW in China and its cumulative grid connection installation capacity of photovoltaic power generation has reached 50.31GW (first quarter of 2015: 33.12GW), growing by 52% compared to the corresponding period of 2015, of which photovoltaic power plants accounted for 43.28W and distributed power plants accounted for 7.03GW. The volume of annual photovoltaic power generation grew by more than 47% year-on-year to approximately 11.8 billion kWh.

On the other hand, although the average selling price of photovoltaic products has been declining gradually, production has become more efficient as a result of technological improvement in the production process. This has enabled the industry to maintain a stable gross profit margin. With the continued recovery in the global solar market, expected market demand will continue to rally by improving the conversion efficiency and decrease in price of raw materials and earnings will remain stable in the industry. According to the preliminary estimate, the newly-added volume of photovoltaic power generation to grid connection in China would reach 20GW in the first half of 2016, which out-performed forecasts at the beginning of the year. It is expected that the full year newly-added volume of photovoltaic power generation to grid connection could reach 30GW, maintaining its leading position in the world.

Regarding the market in Japan, its market demand slows down in 2016. GTM Research predicted that the annual installation of Japan in 2016 will slightly decrease to 10.2GW. The market is expected to shift to rooftops PV systems. From the Bloomberg New Energy Finance (“BNEF”) report, between 2016 and 2040, Japan will add 94GW of new solar, including 65GW of rooftop PV. Despite the slight decline in demand, the 2020 PV installation target has been revised to 65.7GW according to the modified version of “PV Outlook 2030” published by The Japan Photovoltaic Energy Association (“JPEA”).

For the USA market, PV installations in the first quarter of 2016 amounted to 1.67GW, representing a 24% growth compared to the corresponding period of 2015. The cumulative US solar PV installations reached 27.5GW of operating solar PV capacity across the country based on the report by GTM Research and Solar Energy Industries Association (“SEIA”). GTM Research forecasted that it will be another record year for the U.S. PV market in 2016, with installations reaching 14.5 GW, a 94% increase over 2015. The residential and non-residential PV markets are both expected to grow year-over-year.

### 市場概覽

回顧期內，光伏組件客戶需求大幅成長，光伏組件收益普遍上升。據中國國家能源局發佈的數據顯示，二零一六年第一季度，中國全國新增光伏發電裝機容量7.14吉瓦，全年光伏發電累計並網裝機容量達50.31吉瓦（二零一五年第一季：33.12吉瓦），較二零一五年同期增長52%，其中光伏電站43.28吉瓦，分布式光伏7.03吉瓦。光伏年發電量同比增長逾47%，達至約118億千瓦時。

另一方面，縱然光伏產品平均售價在過去數年徐步下降，但隨著生產流程技術改進，生產效率有所提升，令行業毛利率仍得保持穩定。隨著全球太陽能市場持續復甦，預料行業將會繼續提高轉換效率及降低原料價格，市場需求將會持續升勢，行內收益將保持穩定。二零一六年上半年全國光伏發電新增裝機規模初步預算達20吉瓦，情況好於年初預期，預計全年光伏新增裝機有望達到30吉瓦，繼續保持全球第一。

日本市場方面，二零一六年日本市場需求放緩。GTM Research估計，二零一六年日本全年裝機數字將稍微下調至10.2吉瓦。預計市場將轉移到屋頂式光伏系統。根據彭博新能源財經（「BNEF」）的報告，於二零一六年至二零四零年期間，日本將增加新的太陽能94吉瓦，當中包括屋頂式光伏65吉瓦。縱使需求略有下降，日本光伏發電協會（「JPEA」）發佈的修訂版《二零二零年光伏展望》（PV Outlook 2030），二零二零年的光伏裝機目標會上調至65.7吉瓦。

美國市場方面，二零一六年第一季度的光伏安裝量達1.67吉瓦，較二零一五年同期增長24%。根據GTM Research及太陽能產業協會（「SEIA」）報告，美國累計太陽能全國運作發電光伏裝機達27.5吉瓦。GTM Research預測，二零一六年將會是美國光伏市場的歷史新高，高達14.5吉瓦，較二零一五年增加94%，並預期住宅及非住宅市場與同期數字均會有所增長。

## Market Overview (continued)

For emerging markets, it is expected that they will play a big part in 2016. GTM Research forecasted a 127% growth in the Indian market over this year and it is poised to become the fourth largest solar market in 2016. It is even forecasted to install as much solar in 2020 as all of Europe, representing 13% of the global market. Meanwhile, Latin American capacity is expected to double in size this year, with Mexico and Brazil as the two most promising regions in Latin America. GTM Research predicted, by 2020, Latin America will add a total of 21GW PV installations. The Middle East and Turkey will add also 16GW from Algeria, Turkey, Jordan, Egypt and the U.A.E. Furthermore, Asian countries of Thailand, The Philippines, South Korea, Taiwan and Indonesia will add 15GW in total.

## Operations Review

The Group is one of the leading manufacturers of monocrystalline silicon solar products in the PRC. Due to the advantages in its vertical integration, the Group focuses on the manufacture and sale of monocrystalline silicon solar wafers and photovoltaic modules; and design and installation of photovoltaic systems. The Group sell photovoltaic products directly to end-user customers. Demand for and sales of our downstream products helped drive demand for upstream and midstream products. This thoroughly adheres to our vertical integration strategy and covers the whole industry chain of photovoltaic industry.

During the period, demand for solar modules has grown rapidly and it led to an increase in solar module sales. The commissioning of the additional module manufacturing capacity during the first half of 2016 enabled the Group to capture this growth in demand.

On the other hand, although the average selling price of photovoltaic products has been declining gradually, production has become more efficient as a result of technological improvement in the production process. The Group has been able to maintain a stable level of gross profit margin. With the continued recovery in the global solar market, expected market demand will continue to rally, and the Group expects that earnings will remain stable.

The Group recorded a turnover of RMB1,723.799 million, compared with RMB1,306.291 million for the corresponding period last year. External shipment volume amounted to 749.7MW during the period, as compared to 487MW for the corresponding period last year. Gross profit increased by RMB32.011 million to RMB196.535 million as compared to RMB164.524 million for the corresponding period last year. Gross profit margin remained stable at around 12%.

## 市場概覽(續)

新興市場方面，預計其將在二零一六年扮演重要角色。GTM Research預測印度市場全年增長會達127%並有望於二零一六年成為第四大太陽能市場。甚至預測於二零二零年，太陽能安裝量與全歐洲相同，佔全球市場的13%。同時，以拉丁美洲兩個最有潛力的地區墨西哥和巴西，拉丁美洲產能預計將在今年擴大一倍。GTM Research預測，於二零二零年前，拉丁美洲地區將增加共21吉瓦光伏裝機。而中東和土耳其包括阿爾及利亞、土耳其、約旦、埃及和阿拉伯聯合國亦將增加16吉瓦。此外，泰國，菲律賓，韓國，台灣及印尼等亞洲國家將總共增加15吉瓦。

## 營運回顧

本集團乃中國領先太陽能單晶硅太陽能產品製造商之一。利用其垂直一體化之優勢，本集團專注於單晶太陽能硅片以及光伏組件之製造及銷售；以及光伏系統之設計及安裝業務。本集團直接面向終端客戶，由下游業務帶動上游，垂直一體化，貫徹光伏產業全產業鏈。

回顧期內，光伏組件客戶需求大幅成長，光伏組件收益上升，通過二零一六年上半年新增組件產能的投產，令本集團有能力應付上述需求成長。

另一方面，縱然光伏產品平均售價在過去數年徐步下降，但隨著生產流程技術改進，生產效率有所提升，令集團毛利率仍得以保持穩定的毛利率。隨著全球太陽能市場持續復蘇，預料市場需求將會持續升勢，本集團預期收益將會維持穩定。

本集團錄得營業額人民幣1,723.799百萬元，而去年同期則為人民幣1,306.291百萬元。比較去年同期的487兆瓦，期內對外付運量為749.7兆瓦。毛利為人民幣196.535百萬元，較去年同期的人民幣164.524百萬元增加人民幣32.011百萬元。毛利率則穩定維持於約12%。

## Operations Review (continued)

During the period under review, apart from day-to-day business operations, the Group is also actively improving the financial statement position. In order to improve production efficiency, certain obsolete equipment was disposed of, which led to a loss of RMB26.227 million; in order to reduce idle inventory and to replenish working capital, certain amount of polysilicon purchased at high prices have been sold, which led to a loss of RMB23.610 million. Further, as the Renminbi depreciated during the period under review, it led to an exchange loss of RMB10.826 million. In summary, excluding the above extraordinary items, the adjusted net profit would be RMB14.071 million.

In the first half of 2016, the Group continued its great cooperation with clients along the whole photovoltaic industry chain, consolidated its own leading edges of upstream and midstream business, and actively explored the downstream business and the respective development to go with its strategy on vertical integration. The operation of various business remained impressive during the period and is expected to continue its improvement and record stronger results in the short future.

### Silicon Ingot and Wafer Business

The Group's all-rounded photovoltaic industry chain with its vertically integrated business model covering both upstream and downstream businesses allows external sales of its upstream products such as silicon ingots, wafers and cells which are produced and processed in-house, apart from being used in its downstream business. During the period under review, the Group maintained stable capacity for silicon ingot and wafer production to address the demand of customers and its downstream businesses.

As at 30 June 2016, the Group maintained a combined annual production capacity of 1.2GW for monocrystalline silicon ingots in the Jinzhou production base in Liaoning and the Xining base in Qinghai, and an annual wafer production capacity of 900MW.

## 營運回顧(續)

回顧期內，除本業營運，集團亦積極改善財務報表狀況，為提高生產效率，而於本期處分落後產能之相關設備，造成損失人民幣26.227百萬元；為了降低閒置庫存，以充實營運資金，故於本期出售多晶硅高價庫存，造成業外損失人民幣23.610百萬元；另外，因本回顧期人民幣貶值，導致本期匯兌損失人民幣10.826百萬元。綜合期內，不計及上述業外項目，經調整純利為人民幣14.071百萬元。

二零一六年上半年，本集團保持與全光伏產業鏈客戶良好的合作關係，穩固自身上中游業務的領先優勢，同時積極拓展下游業務，加強下游業務發展，以貫徹集團垂直一體化戰略。期內各項業務營運情況仍然良好，預期將會繼續改善，並在不久的將來創造出更優秀的成績。

### 硅棒及硅片業務

集團業務貫徹全光伏產業鏈，為上下游垂直一體化業務模式，故集團自產及加工的硅棒、硅片及電池等上游產品除供集團下游業務自用外，亦有對外銷售。為滿足客戶及集團下游業務的需求，集團於回顧期內維持穩定的硅棒及硅片產能。

於二零一六年六月三十日，本集團遼寧錦州生產基地及青海西寧基地的單晶硅棒合併年產能維持於1.2吉瓦，而硅片年產能達900兆瓦。

## Operations Review (continued)

### Silicon Ingot and Wafer Business (continued)

During the period under review, the market is still dominated by multi-crystalline silicon products, which resulted in the less-than-expected demand for monocrystalline silicon products in the market. However, with the continued realisation of advantages in better improvement in conversion efficiency, lower and stabler decay rate in its photovoltaic systems, continued reduction in unit costs, etc, it is expected that the market share of monocrystalline silicon products will increase significantly. Further, over the years, the external shipment of solar energy silicon ingots and wafers shifted gradually from P-type to N-type. This was mainly driven by a shift in demand for N-type products which have a higher conversion efficiency, thereby leading to the sales growth of N-type products.

We have secured a leading position in the monocrystalline silicon solar ingot manufacturing industry in terms of technology, product quality and quantity. Major products are silicon ingots of 8 inches to 8.7 inches in diameter. The photovoltaic conversion efficiency of our monocrystalline silicon products is also higher than the industry average. Apart from the traditional P-type products, the Group mainly provides N-type high performance products with a photovoltaic conversion efficiency of 22%–23%. During the period under review, approximately 99% of the total external shipment volume of silicon ingots are N-type silicon ingots, targeting primarily the Japanese market where the requirements on quality standard is stringent. Combined with internal utilisation of monocrystalline silicon wafers in the Group's production into monocrystalline solar modules, sales of monocrystalline silicon ingots and wafers is expected to increase in the next couple of years.

In addition, since the disposal of land last year, the Group have also disposed of certain obsolete equipment during the period under review, and expedited the overall installation of diamond saw in its wafer slicing capacity, in order to improve production efficiency and to match its expansion of downstream module manufacturing capacity.

## 營運回顧(續)

### 硅棒及硅片業務(續)

回顧期內，市場仍然以多晶產品為主導，導致單晶產品的市場需求遜於預期。然而，隨著轉換效率的改善較大、光伏系統衰減率較低及較穩定、單位成本持續下降等優勢持續浮現，預期單晶產品的市場份額將會顯著增加。進而，多年來，太陽能硅棒及硅片對外付運由P型逐漸移向N型，主要因市場需求轉移向較高轉換效率的N型產品。

陽光能源擁有行業領先的太陽能單晶硅棒製造技術，其產品品質優良、產量穩定。主導產品為直徑8英寸至8.7英寸硅棒。集團生產的單晶硅產品光電轉換率較同業為高，除傳統的P型產品外，集團還主要供應光電轉換效率高達22%–23%的N型產品。回顧期內，N型硅棒合計佔硅棒對外付運量約99%左右，主要面向對產品品質要求嚴格的日本市場。加上本集團在內部生產單晶硅太陽能組件的過程中使用單晶硅片，預計未來幾年單晶硅棒及硅片的銷售額將會增加。

此外，自去年處分土地後，為提高生產效率，亦相繼於本期間處分落後產能之相關設備，並加快全面改造硅片綫切至金剛綫切片產能，以配合下游組件產能之擴充。

### Operations Review (continued)

#### Cell Business

The Group production lines of solar cells are located at the manufacturing base of the Group in Jinzhou, Liaoning. During the period under review, the annual production capacity of solar cells was 330MW. Such solar cells are on the one hand sold internally to provide high-quality raw materials supply for the downstream module business of the Group, and also sold to the customers in China and Japan. Focusing on the implementation of the vertical integration strategy, a large portion of solar cells are utilised internally for the production of modules.

The Group is hence able to capture a higher level of gross profit through the production of all segments from raw material to end product. During the period under review, the internally-utilised volume of solar cells was 95% of the total shipment volume of solar cells. Comparing to 66% for the corresponding period in 2015, the ratio has increased significantly. The main reason was the commissioning of the additional module manufacturing capacity during the first half of 2016 and most of the solar cells have been reserved for internal utilisation.

#### Module Business

During the period, demand for solar modules has grown rapidly and it led to an increase in solar module sales. With the continued recovery in the global solar market, expected market demand will continue to rally, the Group expects that earnings will remain stable. During the period under review, external shipment of the Group reached 349MW, compared to 231.1MW in the corresponding period last year. This represented an increase of 51%. The increase in external shipment was mainly made possible with the commissioning of the additional module manufacturing capacity during the first half of 2016 in order to satisfy more of the orders.

Further, apart from continuing strong co-operations with its key customers, including Chinese state-owned enterprise and Japanese conglomerate, the Group has developed new customer relationships during the period under review. As mentioned above, through the expansion of module production capacity in the first half of 2016, it enabled the Group to cope with more orders from the Chinese state-owned enterprises ("SOE"), hence improving the geographical shipment proportion. The proportion has improved from 78% overseas versus 22% local sales in the first half of 2015 to 46% overseas versus 54% local sales. This is approaching a more sustainable balance set out by the management.

### 營運回顧(續)

#### 電池業務

本集團的太陽能電池生產線設於遼寧錦州生產基地。於回顧期內，太陽能電池的年產能為330兆瓦。除對內銷售為本集團下游的組件業務提供優質的原料外，也對外銷售給中國及日本的客戶。集團專注實踐垂直一體化戰略，其中大部分太陽能電池均供內部作生產組件之用。

因此，本集團能夠通過生產原料以至製成品的所有分部，取得較高水平的毛利。回顧期內，太陽能電池的內部使用量佔太陽能電池的合計對外付運量為95%，對比去年同期的66%，大幅成長，主要原因是二零一六年上半年新增組件產能投產後，留為內部使用的太陽能電池的比例增加所致。

#### 組件業務

回顧期內，光伏組件客戶需求大幅成長，光伏組件收益上升。隨著全球太陽能市場持續復蘇，預料市場需求將會持續升勢，本集團預期收益將會維持穩定。回顧期內，集團對外付運量約為349.0兆瓦，而去年同期則為231.1兆瓦，升幅達51%。對外付運量之上升主要通過二零一六年上半年新增組件產能投產後令本集團有能力應付更多的訂單。

此外，於回顧期內，除繼續與中國國企和日本複合型企業等主要客戶緊密合作外，本集團亦發展了新的客戶關係。正如上述所言，通過二零一六年上半年新增組件產能投產，令本集團有能力應付更多的中國國企客戶的訂單，令地區性出貨量比重改善，比重由二零一五年上半年的78%國外對22%國內銷售改善至二零一六年上半年的46%國外對54%國內銷售。這正朝著管理層所定的可持續發展的平衡邁進。

## Operations Review (continued)

### Construction and Operating of Photovoltaic Systems Business

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

As at 30 June 2016, the Group held 70% equity interest in Golmud Solargiga Energy Electric Power Co., Ltd. ("Golmud"). On 27 July 2016, the Group entered into agreements with the vendors, pursuant to which the Group has agreed to acquire from the vendors an aggregate of 30% equity interest in Golmud for an aggregate consideration of RMB32.250 million. After completion of the acquisition, the Group is expected to own 100% interest in Golmud.

Golmud is principally engaged in the operation of a 20MW large scaled photovoltaic power plant in Golmud, Qinghai province. Construction of the project was completed at the end of 2011, it primarily adopted the modules produced by the Group's vertical integration, and it is currently generating approximately 33 million kWh per year. The power plant is enjoying the photovoltaic power generation feed-in tariff policy of RMB1.15 per kWh as set out by the National Development and Reform Commission.

Further, during the period under review, income arising from operating of photovoltaic system business has increased to RMB26.579 million, compared to RMB18.336 million in the corresponding period in 2015.

### Revenue

For the six months ended 30 June 2016, the revenue of the Group was RMB1,723.799 million, representing an increase of 32.0% compared with the corresponding period in 2015. The commissioning of the additional module manufacturing capacity during the first half of 2016 enabled the Group to capture this growth in demand. With the continued recovery in the global solar market, expected market demand will continue to rally, the Group expects that earnings will remain stable.

### Cost of sales

For the six months ended 30 June 2016, cost of sales increased by 33.8% to RMB1,527.264 million from RMB1,141.767 million for the corresponding period ended 30 June 2015. Cost of sales represented 88.6% of total turnover, an increase of 1.2 percentage points compared to corresponding period in 2015. The increase in ratio was a result of gradual decline in the industry average selling price of photovoltaic products offset by the success in the improved technological improvement in the production process during the period under review.

## 營運回顧(續)

### 興建及經營光伏系統業務

為強化垂直一體化業務模式的優勢，在穩固上中游業務發展的同時，集團積極開拓終端業務，由下而上拉動產品需求。

於二零一六年六月三十日，本集團持有格爾木陽光能源電力有限公司(「格爾木」)70%權益的。於二零一六年七月二十七日，本集團與賣方訂立協議，同意收購格爾木之合共30%股本權益，總現金代價為人民幣32,250,000元。完成收購後，本集團將擁有格爾木100%股本權益。

格爾木於青海省格爾木市經營其20兆瓦大型光伏電站項目，該項目已於二零一一年年底竣工，建設時主要採用本集團垂直一體化所生產之組件，平均每年可提供約3,300萬千瓦時電力。該項目符合國家發改委規定，享受每千瓦時人民幣1.15元的光伏發電上網電價政策。

此外，回顧期間，來自經營光伏系統業務的收入上升至人民幣26.579百萬元，去年同期為人民幣18.336百萬元。

### 收益

截至二零一六年六月三十日止六個月，本集團的收益為人民幣1,723.799百萬元，比二零一五年同期增長32.0%。通過二零一六年上半年新增組件產能的投產，令本集團有能力應付上述需求成長。隨著全球太陽能市場持續復蘇，預料市場需求將會持續升勢，本集團預期收益將會維持穩定。

### 銷售成本

截至二零一六年六月三十日止六個月，銷售成本由截至二零一五年六月三十日止同期的人民幣1,141.767百萬元增加至人民幣1,527.264百萬元，升幅為33.8%。銷售成本佔總營業額的88.6%，比二零一五年同期增加1.2個百分點。比例上升是由於回顧期內的生產流程技術成功改良抵消了市場平均價格的徐步下降所致。

### Operations Review (continued)

#### Gross profit and gross profit margin

For the six months ended 30 June 2016, revenue increased and gross profit margin remained stable, the Group recorded a gross profit of RMB196.535 million and a gross profit margin of 11.4%, as compared to gross profit of RMB164.524 million and gross profit margin of 12.6% for the corresponding period in 2015.

#### Selling and distribution expenses

Selling and distribution expenses mainly comprised packaging expenses, freight charges and insurance expenses. Selling and distribution expenses increased by 105% to RMB14.977 million for the six months ended 30 June 2016 from RMB7.313 million for the corresponding period in 2015. The increase in selling and distribution expense was mainly due to the increase in volume of external shipment during the six months ended 30 June 2016.

#### Administrative expenses

Administrative expenses mainly comprised staff costs and research and development expenses. The administrative expenses for the first half of 2016 amounted to RMB106.807 million, increased by 14.8% as compared to RMB93.014 million for the corresponding period in 2015. It was mainly due to the follow-up administrative costs incurred in 2016 after the relocation of certain manufacturing plant during the second half of 2015. Further, the Group focuses on the implementation of cost control measures, in order to improve its administrative expenses to turnover ratio.

#### Finance costs

Finance costs represented mainly bank loans interest. The finance costs of the Group increased from RMB58.347 million for the six months ended 30 June 2015 to RMB60.144 million for the six months ended 30 June 2016.

The increase was mainly due to the growth in amount of sales and purchases during the period. However, it was noted that the finance cost to turnover ratio has decreased from 4.47% in the corresponding period of 2015 to 3.49% in the six months ended 30 June 2016. The decrease in finance cost to turnover ratio was mainly due to better financial control on the use of funds during the period.

### 營運回顧(續)

#### 毛利及毛利率

截至二零一六年六月三十日止六個月，營業額上升，本集團錄得人民幣196.535百萬元的毛利，毛利率為11.4%，對比二零一五年同期的毛利人民幣164.524百萬元及毛利率12.6%，水平相約。

#### 銷售及分銷開支

銷售及分銷開支主要包括包裝開支、運費及保險費。銷售及分銷開支由二零一五年同期的人民幣7.313百萬元，增加至截至二零一六年六月三十日止六個月的人民幣14.977百萬元，升幅為105%。銷售及分銷開支上升主要是截至二零一六年六月三十日止六個月對外付運量上升所致。

#### 行政開支

行政開支主要包括員工成本及研發開支。二零一六年上半年的行政開支為人民幣106.807百萬元，較二零一五年同期人民幣93.014百萬元上升14.8%，主要為二零一五年下半年搬遷廠房後，所引致於二零一六年發生的跟進行政開支。另外，集團將致力落實成本控制措施，改善行政開支對銷售比率。

#### 融資成本

融資成本主要為銀行貸款的利息。本集團的融資成本由截至二零一五年六月三十日止六個月的人民幣58.347百萬元上升至截至二零一六年六月三十日止六個月的人民幣60.144百萬元。

融資成本上升主要由於回顧期內銷售及採購上升所致。然而，融資成本佔營業額比率則由二零一五年同期的4.47%下降至二零一六年六月三十日止六個月的3.49%。融資成本佔營業額比率下降主要由於年內集團對資金用途有較佳財務控制所致。

## Operations Review (continued)

### Income tax

Income tax expense were RMB13.416 million for the six months ended 30 June 2016, while the income tax expense amounted to RMB0.09 million for the corresponding period in 2015. The increase was mainly due to the rise in solar cell and module businesses during the six months ended 30 June 2016, which led to all the tax loss brought forward being fully utilised. Income tax expense recorded for the six months ended 30 June 2016 was attributable to the taxable profits generated by the solar module business in China.

### Profit attributable to the equity holders

For the six months ended 30 June 2016, the Group recorded a loss attributable to the equity shareholders of RMB49.557 million, as compared to a profit attributable to the equity shareholders of RMB10.189 million for the corresponding period in 2015.

### Inventory turnover days

The inventories of the Group comprised mainly raw materials, namely polysilicon, crucibles and other auxiliary raw materials, and finished goods. During the period under review, the inventory turnover days of the Group were 67 days (the corresponding period in 2015: 124 days). The Group is putting in enormous effort toward maintaining a level of lower inventory turnover days. During the period under review, in order to reduce idle inventory and to replenish working capital, certain amount of polysilicon purchased at high prices have been sold. Together with the commission of the additional module manufacturing capacity during the first half of 2016, the proportion of modules and their auxiliary raw materials in stock has increased and the inventory turnover days have improved as a result.

### Trade receivable turnover days

For the first half of 2016, the trade receivable turnover days of the Group increased to 70 days (the corresponding period in 2015: 44 days). Generally, the Group allows a credit period of 30 to 90 days for its customers and module sales has a longer credit period than other products. The increase in trade receivable turnover days was mainly due to an increase in the proportion of module sales near the end of the period under review.

### Trade payable turnover days

As a result of stable business development in an upward market, the proportion of module to overall sales has increased, which led to an increase in solar cell purchases. As solar cell purchases usually has a shorter payment term, it led to a decrease in trade payable turnover days during the period under review to 89 days (the corresponding period in 2015: 123 days).

## 營運回顧(續)

### 所得稅

截至二零一六年六月三十日止六個月的所得稅開支為人民幣13.416百萬元，而二零一五年同期的所得稅開支為人民幣0.09百萬元。增加的主要因為二零一六年六月三十日止六個月電池片及組件業務增加而使用完相關稅務留底所致。截至二零一六年六月三十日止六個月所錄得的所得稅開支乃由於國內太陽能組件業務所產生的應納稅所得額。

### 權益持有人應佔利潤

截至二零一六年六月三十日止六個月，本集團錄得權益股東應佔虧損人民幣49.557百萬元，二零一五年同期權益股東應佔利潤人民幣10.189百萬元。

### 存貨週轉日

本集團的存貨主要包括原材料(即多晶硅、坩堝及其他輔料)及製成品。於回顧期內，本集團存貨周轉期為67日(二零一五年同期：124日)。本集團致力維持低水平的存貨周轉期。回顧期內，集團為了降低閒置庫存，以充實營運資金，故於本期出售多晶硅高價庫存。加上二零一六年上半年新增組件產能投產後，存貨中組件及其輔材比重增加，存貨週轉期預期因而有所改善。

### 應收貿易賬款週轉日

於二零一六年上半年，本集團應收貿易賬款週轉日增加至70日(二零一五年同期：44日)。本集團一般授予其客戶30至90日的信貸期，而組件銷售的信貸期較其他產品為長。應收貿易賬款周轉日增加，乃主要由於二零一六年上半年新增組件產能投產後，接近回顧期末的組件銷售的比例增加所致。

### 應付貿易賬款週轉日

由於市場好轉，組件銷售佔整體銷售比重上升，令電池採購量上升，而電池採購賬期較短，故回顧期內的應付貿易賬款週轉日下降至89日(二零一五年同期：123日)。

## Operations Review (continued)

### Liquidity and financial resources

During the period under review, module sales has shown substantial growth, the need for working capital increased. The banks saw a steady turnover of trade receivables, and showed their support through increases in facilities.

The principal sources of working capital of the Group during the period under review were cash flows from bank borrowings. As at 30 June 2016, the current ratio (current assets divided by current liabilities) of the Group was 0.85 (31 December 2015: 0.87). The Group had net borrowings of RMB1,595.649 million as at 30 June 2016 (31 December 2015: RMB1,626.869 million), including cash in bank and on hand of RMB290.478 million (31 December 2015: RMB193.953 million), pledged deposits of RMB294.486 million (31 December 2015: RMB459.171 million), bank loans due within one year of RMB1,872.969 million (31 December 2015: RMB1,931.849 million) and non-current bank and other loans of RMB307.644 million (31 December 2015: RMB348.144 million). The net debt to equity ratio (net debt divided by total equity) was 144.19% (31 December 2015: 129.2%).

### Earnings before interest, taxes, depreciation and amortization ("EBITDA")

Earnings before interest, taxes, depreciation and amortization ("EBITDA") for the period under review was RMB135.882 million (corresponding period in 2015: RMB170.978 million).

### Financial guarantees issued

As at 30 June 2016, the Group has undertaken to guarantee a bank loan to an associate to the extent of RMB31,820,000 (31 December 2015: RMB37,000,000). As most loan balances are secured by the fixed assets of the associate, the directors consider fair value of the above financial guarantee is insignificant.

At the end of the reporting period, the Directors do not consider it probable that a claim will be made against the Group under the above guarantee. The maximum liability of the Group at the end of the reporting period under the above guarantee issued is the outstanding amount of the loan advanced by the bank to the associate of RMB31,820,000.

## 營運回顧(續)

### 流動資金及財務資源

回顧期內，組件銷售大幅成長，週轉金額上升，銀行見集團收款持續穩定，加大額度支持。

本集團於期內主要營運資金來源為銀行借貸所得款項。於二零一六年六月三十日，本集團的流動比率(流動資產除流動負債)為0.85(二零一五年十二月三十一日：0.87)。本集團於二零一六年六月三十日有借貸淨額人民幣1,595.649百萬元(二零一五年十二月三十一日：人民幣1,626.869百萬元)，其中包括銀行及手頭現金人民幣290.478百萬元(二零一五年十二月三十一日：人民幣193.953百萬元)、已抵押存款人民幣294.486百萬元(二零一五年十二月三十一日：人民幣459.171百萬元)、一年內到期銀行貸款人民幣1,872.969百萬元(二零一五年十二月三十一日：人民幣1,931.849百萬元)以及非流動銀行及其他貸款人民幣307.644百萬元(二零一五年十二月三十一日：人民幣348.144百萬元)。淨借貸權益比率(借貸淨額除權益總額)為144.19%(二零一五年十二月三十一日：129.2%)。

### 未計利息、稅項、折舊及攤銷前盈利(「稅息折舊及攤銷前利潤」)

回顧期間的稅息折舊及攤銷前利潤為人民幣135.882百萬元(二零一五年同期：人民幣170.978百萬元)。

### 已發出財務擔保

於二零一六年六月三十日，本集團已承擔一筆授予一家聯營公司之銀行貸款之擔保，以人民幣31,820,000元(二零一五年十二月三十一日：人民幣37,000,000元)為限。由於大部分貸款結餘均以該聯營公司之固定資產作抵押，因此董事認為上述財務擔保之公平值並不重大。

於報告期間結算日，董事認為根據上述擔保，本集團不大可能作出索賠。本集團於報告期間結算日就上述已發出擔保之負債最多為銀行墊付予聯營公司貸款之未償還金額人民幣31,820,000元。

## Operations Review (continued)

### Foreign currency risk

The Group is exposed to foreign currency risk primarily arising from sales and purchases and cash and bank deposits that are denominated in a currency other than Renminbi, the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily the US Dollar, Euro, Japanese Yen and Hong Kong Dollar. The Directors do not expect any significant impact from the change in exchange rates since the Group uses foreign currencies received from customers to settle the amounts due to suppliers. In addition, the Directors ensure that the net exposure is kept at an acceptable level by purchasing or selling the US Dollar, Euro, Japanese Yen and Hong Kong Dollar at spot rates where necessary to address short-term imbalances.

### Human resources

As at 30 June 2016, the Group had 3,765 (30 June 2015: 3,574) employees.

## Future prospects and strategies

Since 2015, solar market has grown strongly and demand for solar modules has increased significantly. With the continued recovery in the global solar market, expected market demand will continue to rally, the Group expects that earnings will remain stable.

In future, the delivery volume of the Group's module products is expected to increase remarkably and contribute to promising profits of the Group. In future, the Group will adhere to its development strategy of vertical integration. By fully leveraging its technological advantage in monocrystalline products and focusing on the development of monocrystalline products, the Group will be able to make good use of its upstream capacity through growth in module demand, to raise the gross profit of the Group's module products and to drive profit growth of the Group.

As mentioned above, through the expansion of module production capacity in the first half of 2016, it enabled the Group to cope with more orders from the Chinese state-owned enterprises ("SOE"), hence improving the geographical overseas versus local shipment proportion and is approaching a more sustainable balance set out by the management.

## 營運回顧(續)

### 外匯風險

本集團所承受的外匯風險主要來自以相關業務的功能貨幣人民幣以外貨幣進行的買賣交易以及現金及銀行存款，當中主要來自美元、歐元、日元及港元。由於本集團以從客戶收取的外幣清償應付予供應商款額，故董事預期匯率變動不會構成任何重大影響。此外，董事在有需要的情況下，按即期匯率購入或出售美元、歐元、日元及港元，以處理短期的失衡情況，藉以確保淨風險維持於可接受的水平。

### 人力資源

於二零一六年六月三十日，本集團的僱員數目為3,765名（二零一五年六月三十日：3,574名）。

## 未來展望及策略

自二零一五年，光伏市場大幅成長，光伏組件需求上升，集團全力把握行業發展趨勢，通過二零一六年上半年新增組件產能的投產，令本集團有能力應付需求成長。隨著全球太陽能市場持續復蘇，預料市場需求將會持續升勢，本集團預期收益將會維持穩定。

未來集團組件產品的出貨量可望大幅增長，為集團貢獻可觀盈利。未來，集團將堅持垂直一體化發展戰略，充分發揮自身在單晶產品上的技術優勢，專注單晶產品的開發，集團將可利用組件銷售增長帶動上游產能，以提高集團組件產品的毛利，推動集團盈利增長。

正如前述，通過二零一六年上半年新增組件產能投產，令本集團有能力應付更多的中國國企客戶的訂單，令國內國外出貨量比重改善，以朝著管理層所定的可持續發展的平衡邁進。

### **Future prospects and strategies** (continued)

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

### **DIVIDEND**

The Directors do not recommend the distribution of interim dividend in respect of the six months ended 30 June 2016 (six months ended 30 June 2015: RMB Nil).

### **未來展望及策略** (續)

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

### **股息**

董事不建議就截至二零一六年六月三十日止六個月派發中期股息(截至二零一五年六月三十日止六個月：人民幣零元)。

# Disclosure of Interests

## 權益披露

### Share Option Scheme

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

The subscription price for the shares under the share option to be granted will be determined by the Board and will be the highest of:

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

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

The total number of securities available for issue under the Share Option Scheme as at 30 June 2016 was 158,186,650 Shares which represents 4.93% of the existing issued share capital of the Company.

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

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

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

### 購股權計劃

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

授出購股權所涉及股份的認購價將由董事會釐定，並將以下列最高者為準：

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

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

於二零一六年六月三十日，於購股權計劃項下可發行證券總數為158,186,650股股份，相當於本公司現有已發行股本4.93%。

本公司不得向任何人士授出購股權，致使該參與者在截至最後授出日期止任何12個月期間內已獲授及將獲授的所有購股權於行使時所發行及可予發行的本公司股份總數，超過本公司已發行股份數目1%。

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

回顧期內概無根據購股權計劃授出購股權。

### Share Option Scheme (continued)

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

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

As at 30 June 2016, so far as the Directors are aware, the Directors and the chief executives of the Company and their associates had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”) pursuant to the Model Code:

### 購股權計劃(續)

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

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

於二零一六年六月三十日，據董事所知悉，董事及本公司最高行政人員及彼等的聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中，擁有已記錄於根據證券及期貨條例第352條規定存置的登記冊或已根據標準守則知會本公司及香港聯合交易所有限公司(「聯交所」)的權益如下：

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held (Note 1) 所持普通股數目(附註1)	Approximate percentage of shareholding (%) 概約持股百分比(%)
Mr. TAN Wenhua 譚文華先生	Beneficial interest (Note 2) 實益權益(附註2)	528,624,443 (L)	16.46%
	Interest of a controlled corporation (Note 2) 受控法團權益(附註2)	155,320,308 (L)	4.84%
Mr. HSU You Yuan 許祐淵先生	Beneficial interest 實益權益	13,861,346 (L)	0.43%
	Interest in options (Note 3) 於購股權的權益(附註3)	239,835 (L)	0.01%
	Security interest (Note 3) 抵押權益(附註3)	239,835 (L)	0.01%
	Trustee's interest 受託人權益	7,252,085 (L)	0.23%
Mr. WANG Chunwei 王君偉先生	Beneficial interest (Note 4) 實益權益(附註4)	100,500 (L)	Less than 0.01% 少於0.01%
	Family interest (Note 4) 家族權益(附註4)	262 (L)	Less than 0.01% 少於0.01%

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

(continued)

Note:

- (1) The letter "L" denotes the person's long position in such securities.
- (2) As at 30 June 2016, Mr. Tan Wenhua is interested in an aggregate of 683,944,751 Shares, of which 528,624,443 Shares are directly held by Mr. Tan Wenhua and 155,320,308 Shares are held by You Hua Investment Corporation, which is wholly-owned by Mr. Tan Wenhua.
- (3) As at 30 June 2016, Mr. Hsu You Yuan had security interest in these Shares pursuant to a share charge granted by the relevant employees and consultants to secure their obligations to pay for the purchase price of the Shares and their obligations to comply with the relevant regulatory requirements to which they are subject (if any).
- (4) As at 30 June 2016, Mr. Wang Chunwei is interested in an aggregate of 100,762 Shares, of which 100,500 Shares are directly held by Mr. Wang Chunwei and 262 Shares are held by Mr. Wang Chunwei's spouse.

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

As at 30 June 2016, so far as the Directors are aware, save as disclosed above, the persons or corporations (not being a Director or chief executive of the Company) who have interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or have otherwise notified to the Company were as follows:

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

附註：

- (1) 字母「L」指該人士於該等證券的好倉。
- (2) 於二零一六年六月三十日，譚文華先生合共於683,944,751股股份中擁有權益，當中528,624,443股股份由譚文華先生直接持有，而155,320,308股股份由譚文華先生全資擁有的佑華投資有限公司持有。
- (3) 於二零一六年六月三十日，許祐淵先生根據相關僱員及顧問授出的股份抵押擁有該等股份的抵押權益，以確保彼等履行支付股份收購價以及遵從彼等受其限制的相關規管規定(如有)的責任。
- (4) 於二零一六年六月三十日，王君偉先生合共於100,762股股份中擁有權益，其中100,500股股份由王君偉先生直接持有，而262股股份由王君偉先生的配偶持有。

## 主要股東及其他人士於股份及相關股份的權益及淡倉

於二零一六年六月三十日，據董事所知悉，除上文披露者外，以下人士或法團(並非董事或本公司最高行政人員)於本公司股份及相關股份中，擁有已記錄於根據證券及期貨條例第336條規定存置的登記冊或已知會本公司的權益或淡倉：

Name 名稱/姓名	Capacity 身分	Number of ordinary shares held (Note 1) 所持普通股數目(附註1)	Approximate Percentage of shareholding (%) 概約持股比例(%)
Hiramatsu International Corp.	Beneficial owner 實益擁有人	349,118,692 (L)	10.87%
Hiramatsu Hiroharu (Note 2) Hiramatsu Hiroharu (附註2)	Interest of a controlled corporation 受控法團權益	349,118,692 (L)	10.87%
Wafer Works Investment Corp. ("WWIC")	Beneficial owner 實益擁有人	248,759,822 (L)	7.75%
Wafer Works Corp. ("WWX") (Note 3) 合晶科技股份有限公司(「合晶科技」)(附註3)	Interest of a controlled corporation 受控法團權益	248,759,822 (L)	7.75%

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

Note:

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

Save as disclosed above, as at 30 June 2016, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

## 主要股東及其他人士於股份及相關股份的權益及淡倉(續)

附註：

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

除上文披露者外，截至二零一六年六月三十日，董事並不知悉有任何其他人士或法團於本公司的股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露的權益或淡倉。

# Corporate Governance and Other Information

## 企業管治及其他資料

### Corporate Governance

The Company has complied with the requirements set out in the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2016, except for the deviation from code provision A.5.6 of the Code.

Pursuant to the code provision A.5.6 of the Code, the nomination committee (or the board) should have a policy concerning diversity of board members, and such policy or a summary of such policy should be disclosed in the corporate governance report. Although such code provision came into effect on 1 September 2013, a policy on board diversity was only formally adopted by the Board on 27 August 2014 as the Board has taken more time to consider the factors relevant to the formation of the diversity policy. Under the Company’s board diversity policy, the Company recognizes and embraces the benefits of having a diverse Board with a view to enhancing its effectiveness and achieving a high standard of corporate governance.

Therefore, the Company has also considered the diversity of the composition of the current seven seats on the Board of the Company, among which three are independent non-executive directors, one is non-executive director and the other three are executive directors. In respect of gender, six are males and one is female. In respect of age, one is aged between 30 to 40, two are aged between 40 to 50, two are aged between 50 to 60 and the remaining two are aged above 60. In respect of educational background, one obtained doctorates while the rest obtained either bachelor’s or master’s degrees. In respect of professional qualifications, two are Certified Public Accountants in Hong Kong and the United States respectively, one is a practising solicitor in Mainland China, one is an expert in solar energy and semiconductor technology and the remaining three have considerable experience in the production and operation management in solar energy and semiconductor technology industry.

The Company also sees diversity as an essential element in maintaining a competitive advantage and contributing to the attainment of the strategic objectives and sustainable development of the Company. The Company believes that a diversity of perspectives can be achieved through consideration of a number of factors, including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately having regard to the Company’s own business model and specific needs. The ultimate decision of all Board appointments should be based on meritocracy and the likely contributions that the selected candidates will bring to the Board. The Company’s compliance with the provisions and recommended best practices of the Code are set out in the Corporate Governance Report contained in the 2015 Annual Report.

### 企業管治

本公司於截至二零一六年六月三十日止六個月除偏離上市規則附錄十四所載企業管治常規守則(「守則」)的守則條文第A.5.6條的情況外，一直遵守守則所載的規定。

根據守則的守則條文第A.5.6條，提名委員會(或董事會)應訂有董事會成員多元化政策，而有關政策或有關政策的概要應在企業管治報告內披露。儘管有關守則條文於二零一三年九月一日生效，董事會成員多元化政策僅於二零一四年八月二十七日方獲董事會正式採納，原因是董事會用了較長時間考慮與制定成員多元化政策相關的因素。根據本公司董事會成員多元化政策，本公司明白並深信董事會成員多元化對提升其效能及達致高水平企業管治裨益良多。

是以，本公司現七席董事成員原也已有考慮多元化之組成，其中三席為獨立非執行董事，一席為非執行董事，另三席為執行董事；在性別方面，六席為男性、一席女性；年齡方面，三十歲至四十歲以內一席、四十歲至五十歲以內兩席、五十歲至六十歲以內兩席、六十歲以上共兩席；教育背景方面，一席博士，其餘均為大學或碩士畢業；專業方面，兩席分別具香港及美國之會計師執照、一席具大陸律師執照、一席為太陽能及半導體技術專家，其餘三席，在太陽能及半導體技術行業之生產及經營管理方面，具有多年豐富經驗。

本公司亦視成員多元化為維持競爭優勢及促進本公司達成策略性目標及可持續發展的必要元素。本公司相信，要獲得多樣化的觀點與角度，可從多方面的因素考慮，包括(但不限於)董事的性別、年齡、文化及教育背景、專業經驗、才能、技能、知識、服務年期以及其他特質。於釐定董事會成員的最佳組合時將考慮有關差異，並於計及本公司自身的業務模式及具體需要後，盡可能取得適當平衡。所有董事任命的最終決定將根據候選人士可對董事會帶來的貢獻，唯才是用。本公司遵守守則條文及守則建議最佳常規的情況載於二零一五年年報的企業管治報告內。

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Specific enquiries have been made by the Company to confirm that all Directors have complied with the Model Code for the six months ended 30 June 2016.

## Purchase, Sale and Redemption of the Company's Listed Securities

There was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company's listed securities during the six months ended 30 June 2016.

## Audit Committee

The Audit Committee of the Company, comprising three independent non-executive Directors, has reviewed the accounting principles and practices adopted by the Group and such matters as internal controls and financial reporting with the management of the Company, including the review of the interim results for the six months ended 30 June 2016.

By Order of the Board

**Solargiga Energy Holdings Limited**

**Wang Chunwei**

*Executive Director*

Hong Kong, 26 August 2016

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載證券交易的標準守則（「標準守則」），作為董事進行證券交易的操守守則。本公司已作出特定查詢，以確認全體董事已於截至二零一六年六月三十日止六個月遵守標準守則。

## 購買、出售及贖回本公司的上市證券

截至二零一六年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 審核委員會

本公司審核委員會（成員包括三名獨立非執行董事）已審閱本集團採納的會計原則及慣例，並已與本公司管理層檢討內部監控及財務報告等事宜，包括審閱截至二零一六年六月三十日止六個月的中期業績。

承董事會命

陽光能源控股有限公司

執行董事

王君偉

香港，二零一六年八月二十六日

# Report on Review of Interim Condensed Consolidated Financial Statements 中期簡明綜合財務報表審閱報告



**Report on review of interim condensed consolidated financial statements  
To the shareholders of Solargiga Energy Holdings Limited**  
(Incorporated in the Cayman Islands with limited liability)

## Introduction

We have reviewed the interim condensed consolidated financial statements set out on pages 25 to 60 which comprise the interim condensed consolidated statement of financial position of Solargiga Energy Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2016 and the related interim condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. Our report is made 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.

## Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

中期簡明綜合財務報表審閱報告  
致陽光能源控股有限公司股東  
(於開曼群島註冊成立之有限公司)

## 引言

我們已審閱列載於第25至60頁的陽光能源控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的中期簡明綜合財務報表，當中包括於二零一六年六月三十日的中期簡明綜合財務狀況表、截至該日止六個月期間的有關中期簡明綜合損益表、全面收入表、權益變動表及現金流量表以及附註解釋。香港聯合交易所有限公司主板證券上市規則規定必須遵照上市規則中的相關規定及香港會計師公會頒佈的香港會計準則第34號*中期財務報告*(「香港會計準則第34號」)的規定編製中期財務資料報告。貴公司董事須負責根據香港會計準則第34號編製及列報該等中期簡明綜合財務報表。我們的責任是根據我們的審閱對該等中期簡明綜合財務報表作出結論。根據雙方協定的應聘條款，我們的報告僅向閣下全體作出報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

## 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱委聘準則第2410號*實體的獨立核數師對中期財務信息的審閱*進行審閱。中期財務資料審閱工作包括主要向負責財務及會計事項的人員詢問，並作出分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此，我們不會發表任何審核意見。

## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

### Ernst & Young

*Certified Public Accountants*

22/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

26 August 2016

## 結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信中期簡明綜合財務報表沒有在所有重大方面按照香港會計準則第34號編製。

安永會計師事務所

*執業會計師*

香港  
中環添美道1號  
中信大廈22樓

二零一六年八月二十六日

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 中期簡明綜合損益表

For the six months ended 30 June 2016 – unaudited 截至二零一六年六月三十日止六個月 – 未經審核

			Six months ended 30 June	
			截至六月三十日止六個月	
			2016	2015
			二零一六年	二零一五年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
		Note		
		附註		
<b>Revenue</b>	收益	4	<b>1,723,799</b>	1,306,291
Cost of sales	銷售成本		<b>(1,527,264)</b>	(1,141,767)
<b>Gross profit</b>	毛利		<b>196,535</b>	164,524
Other income and gains, net	其他收入及收益，淨額	5	<b>(44,468)</b>	7,441
Selling and distribution expenses	銷售及分銷開支		<b>(14,977)</b>	(7,313)
Administrative expenses	行政開支		<b>(106,807)</b>	(93,014)
<b>Operating profit</b>	經營利潤		<b>30,283</b>	71,638
Share of losses of associates	應佔聯營公司虧損		<b>(3,315)</b>	(6,211)
Finance costs	融資成本	6	<b>(60,144)</b>	(58,347)
<b>(Loss)/profit before tax</b>	除稅前(虧損)/利潤	7	<b>(33,176)</b>	7,080
Income tax expense	所得稅開支	8	<b>(13,416)</b>	(89)
<b>(Loss)/profit for the period</b>	期間(虧損)/利潤		<b>(46,592)</b>	6,991
<b>Attributable to:</b>	以下人士應佔：			
Equity holders of the Company	本公司權益持有人		<b>(49,557)</b>	10,189
Non-controlling interests	非控制性權益		<b>2,965</b>	(3,198)
<b>(Loss)/profit for the period</b>	期間(虧損)/利潤		<b>(46,592)</b>	6,991
<b>BASIC AND DILUTED (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (RMB cents)</b>	本公司普通股權益持有人應佔每股基本及攤薄(虧損)/盈利(人民幣分)	9	<b>(1.54)</b>	0.32

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 中期簡明綜合全面收入表

For the six months ended 30 June 2016 – unaudited 截至二零一六年六月三十日止六個月 – 未經審核

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>(Loss)/profit for the period</b>	期間(虧損)/利潤	<b>(46,592)</b>	6,991
<b>Other comprehensive (loss)/income for the period (after tax):</b>	期間其他全面(虧損)/收入 (扣除稅項後):		
Items that may be reclassified subsequently to profit or loss:	可於後期被重分類至損益的項目:		
– Changes in fair value of available-for-sale investments	– 可供出售投資公平值變動	<b>(4,443)</b>	1,301
– Currency translation differences	– 貨幣換算差額	<b>(5,218)</b>	(13,347)
<b>Total comprehensive loss for the period, after tax</b>	期間全面虧損總額 (扣除稅項後)	<b>(56,253)</b>	(5,055)
<b>Attributable to:</b>	以下人士應佔:		
Equity holders of the Company	本公司權益持有人	<b>(59,218)</b>	(1,857)
Non-controlling interests	非控制性權益	<b>2,965</b>	(3,198)
<b>Total comprehensive loss for the period</b>	期間全面虧損總額	<b>(56,253)</b>	(5,055)

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

At 30 June 2016 – unaudited 於二零一六年六月三十日 – 未經審核

			<b>At 30 June 2016</b>	At 31 December 2015
		Notes 附註	於二零一六年 六月三十日 <b>RMB'000</b> 人民幣千元	於二零一五年 十二月三十一日 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	<b>1,776,227</b>	1,796,131
Prepayments for acquisition of property, plant and equipment	購置物業、廠房及設備的預付款項		<b>28,356</b>	46,767
Land lease prepayments	土地租賃預付款項	11	<b>117,828</b>	120,200
Prepayments for raw materials	原材料的預付款項	12	<b>75,686</b>	83,184
Investments in associates	於聯營公司的投資	13	<b>56,406</b>	59,721
Deferred tax assets	遞延稅項資產		<b>22,940</b>	23,515
Other non-current assets	其他非流動資產	14	<b>25,538</b>	28,710
			<b>2,102,981</b>	2,158,228
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	15	<b>519,723</b>	613,170
Trade and bills receivables	應收貿易賬款及票據	16	<b>766,214</b>	578,936
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	17	<b>514,618</b>	584,134
Current tax recoverable	即可可收回稅項		<b>3,335</b>	1,233
Available-for-sale investments	可供出售投資	18	–	123,942
Pledged deposits	已抵押存款	19	<b>294,486</b>	459,171
Cash at bank and in hand	銀行及手頭現金	20	<b>290,478</b>	193,953
			<b>2,388,854</b>	2,554,539
<b>Current liabilities</b>	<b>流動負債</b>			
Interest-bearing borrowings	計息借貸	21	<b>1,872,969</b>	1,931,849
Trade and bills payables	應付貿易賬款及票據	22	<b>722,029</b>	799,248
Other payables and accruals	其他應付款項及應計開支	23	<b>150,652</b>	166,346
Current tax payable	即期應付稅項		<b>1,940</b>	6,160
Provision for inventory purchase commitments	存貨購買承擔撥備	25	<b>47,230</b>	46,250
Finance lease payables	融資租賃	24	<b>2,985</b>	–
			<b>2,797,805</b>	2,949,853
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(408,951)</b>	(395,314)
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>1,694,030</b>	1,762,914

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 中期簡明綜合財務狀況表

At 30 June 2016 – unaudited 於二零一六年六月三十日 – 未經審核

			<b>At 30 June 2016</b>	At 31 December 2015
		Notes 附註	於二零一六年 六月三十日 <b>RMB'000</b> 人民幣千元	於二零一五年 十二月三十一日 RMB'000 人民幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest-bearing borrowings	計息借貸	21	<b>307,644</b>	348,144
Deferred tax liabilities	遞延稅項負債		<b>2,819</b>	2,855
Deferred income	遞延收入	26	<b>187,560</b>	187,165
Finance lease payables	融資租賃	24	<b>13,855</b>	–
Other non-current liabilities	其他非流動負債	27	<b>75,542</b>	61,887
			<b>587,420</b>	600,051
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>1,106,610</b>	1,162,863
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Share capital	已發行股本	28	<b>276,727</b>	276,727
Reserves	儲備		<b>734,795</b>	794,013
			<b>1,011,522</b>	1,070,740
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>95,088</b>	92,123
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>1,106,610</b>	1,162,863

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月  
(Expressed in Renminbi) (以人民幣列值)

		Attributable to equity holders of the Company									
		本公司權益持有人應佔權益							Non-controlling interests		Total equity
		Issued capital	Share premium	General reserve fund	Capital reserve	Exchange reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	一般儲備金	資本儲備	匯兌儲備	其他儲備	累計虧損	總計	非控制性權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>As at 1 January 2016</b>	於二零一六年一月一日	276,727	1,731,645	208,735	42,768	(47,514)	(66,989)	(1,074,632)	1,070,740	92,123	1,162,863
(Loss)/profit for the period	期間(虧損)/利潤	-	-	-	-	-	-	(49,557)	(49,557)	2,965	(46,592)
Other comprehensive income/(loss) for the period:	期間其他全面收入/(虧損):										
Changes in fair value of available-for-sale investments net of tax (Note 18)	可供出售投資公平值變動(扣除稅項後)(附註18)	-	-	-	-	-	(4,443)	-	(4,443)	-	(4,443)
Currency translation differences	貨幣換算差額	-	-	-	-	(5,218)	-	-	(5,218)	-	(5,218)
Total comprehensive loss	全面虧損總額	-	-	-	-	(5,218)	(4,443)	(49,557)	(59,218)	2,965	(56,253)
<b>As at 30 June 2016 (unaudited)</b>	於二零一六年六月三十日(未經審核)	276,727	1,731,645	208,735	42,768	(52,732)	(71,432)	(1,124,189)	1,011,522	95,088	1,106,610
<b>As at 1 January 2015</b>	於二零一五年一月一日	276,727	1,731,645	199,709	42,768	(2,075)	(71,432)	(1,081,259)	1,096,083	79,935	1,176,018
Profit/(loss) for the period	期間利潤/(虧損)	-	-	-	-	-	-	10,189	10,189	(3,198)	6,991
Other comprehensive income/(loss) for the period:	期間其他全面收入/(虧損):										
Changes in fair value of available-for-sale investments net of tax (Note 18)	可供出售投資公平值變動(扣除稅項後)(附註18)	-	-	-	-	-	1,301	-	1,301	-	1,301
Currency translation differences	貨幣換算差額	-	-	-	-	(13,347)	-	-	(13,347)	-	(13,347)
Total comprehensive loss	全面虧損總額	-	-	-	-	(13,347)	1,301	10,189	(1,857)	(3,198)	(5,055)
<b>As at 30 June 2015 (unaudited)</b>	於二零一五年六月三十日(未經審核)	276,727	1,731,645	199,709	42,768	(15,422)	(70,131)	(1,071,070)	1,094,227	76,736	1,170,963

The accompanying notes are an integral part of the financial statements.

隨附附註為財務報表的組成部分。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月  
(Expressed in Renminbi) (以人民幣列值)

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Note 附註	
<b>Cash flows from operating activities</b> 經營活動現金流量			
(Loss)/profit before tax	除稅前(虧損)/利潤	<b>(33,176)</b>	7,080
Adjustments for:	調整：		
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	<b>26,227</b>	31
Depreciation and amortisation	折舊及攤銷	<b>108,914</b>	105,551
Reversal of write-down of inventories	存貨撇減回沖	<b>(3,571)</b>	(76)
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項減值虧損	<b>1,538</b>	-
Finance costs	融資成本	<b>60,144</b>	58,347
Interest income	利息收入	<b>(1,875)</b>	(8,543)
Investment income	投資收入	<b>(6,205)</b>	-
Provision for warranty costs	保用成本的撥備	<b>13,655</b>	9,235
Share of profits and losses of associates	應佔聯營公司利潤及虧損	<b>3,315</b>	6,211
Decrease/(increase) in inventories	存貨減少/(增加)	<b>97,018</b>	(181,333)
Increase in trade and other receivables	應收貿易賬款及其他應收款項增加	<b>(122,636)</b>	(76,017)
Decrease in prepayment for raw materials	原材料的預付款項減少	<b>7,498</b>	18,540
Decrease in payables and other payables	應付款項及其他應付款項減少	<b>(82,717)</b>	(61,635)
Increase/(decrease) in deferred income	遞延收入增加/(減少)	<b>395</b>	(8,141)
Foreign exchange gain	匯兌收益	<b>(672)</b>	(1,840)
<b>Cash generated from/(used in) operations</b>	經營活動(所用)/所得現金	<b>67,852</b>	(132,590)
PRC enterprise income tax	中國企業所得稅	<b>(19,199)</b>	(10,191)
<b>Net cash flows generated from/(used in) operating activities</b>	經營活動所得/(所用)現金流量淨額	<b>48,653</b>	(142,781)

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 中期簡明綜合現金流量表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月  
(Expressed in Renminbi) (以人民幣列值)

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>		
Payment for the acquisition of property, plant and equipment	就購置物業、廠房及設備支付的款項	<b>(94,742)</b>	(33,607)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>6,932</b>	1,106
Additions to prepaid land lease payments	預付土地租賃款項增加	-	(1,046)
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	<b>125,705</b>	-
Increase in fixed deposit	定期存款增加	-	(24,144)
Interest received	已收利息	<b>1,875</b>	8,543
<b>Net cash flows generated from/ (used in) investing activities</b>	<b>投資活動所得/(所用)現金流量淨</b>	<b>39,770</b>	(49,148)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>		
Repayment of bank loans and other loans	償還銀行貸款及其他貸款	<b>(1,786,253)</b>	(1,122,143)
Proceeds from bank loans and other loans	銀行貸款及其他貸款所得款項	<b>1,686,873</b>	1,484,008
Release/(placement) of pledged deposits	釋放/(置存)已抵押存款	<b>164,685</b>	(189,223)
Interest paid	已付利息	<b>(60,144)</b>	(58,346)
<b>Net cash flows generated from financing activities</b>	<b>融資活動所得現金流量淨額</b>	<b>5,161</b>	114,296

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 中期簡明綜合現金流量表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月  
(Expressed in Renminbi) (以人民幣列值)

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>Increase/(decrease) in cash and cash equivalents</b>	現金及現金等價物增加/(減少)	<b>93,584</b>	(77,633)
<b>Effect of exchange rate change</b>	匯率變動的影響	<b>2,941</b>	1,802
<b>Cash and cash equivalents at 1 January</b>	於一月一日的現金及現金等價物	<b>193,953</b>	195,257
<b>Cash and cash equivalents at 30 June</b>	於六月三十日的現金及現金等價物	<b>290,478</b>	119,426
	20		
<b>Bank deposits with original maturity over three months</b>	原到期日為三個月以上的銀行存款	-	24,144
<b>Cash at bank and in hand at 30 June</b>	於六月三十日的銀行及手頭現金	<b>290,478</b>	143,570
	20		

The accompanying notes are an integral part of the financial statements.

隨附附註為財務報表的組成部分。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

30 June 2016 二零一六年六月三十日  
(Expressed in Renminbi) (以人民幣列值)

### 1 Corporate information

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

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

### 2 Basis of preparation and changes in accounting policies and disclosures

#### 2.1 Basis of preparation

These interim condensed consolidated financial information for the six months ended 30 June 2016 are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim Financial Reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim condensed consolidated financial information do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements for the year ended 31 December 2015, which has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The accounting policies and the basis of preparation adopted in the preparation of these interim condensed consolidated financial information are in conjunction with those accounting policies adopted in the annual financial statements for the year ended 31 December 2015, except for the adoption of the new and revised HKFRSs as disclosed in note 2.2 below.

### 1 公司資料

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

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

### 2 編製基準及會計政策變動與披露

#### 2.1 編製基準

截至二零一六年六月三十日止六個月的本中期簡明綜合財務資料乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號*中期財務報告*編製。中期簡明綜合財務資料並不包括年度財務報表規定的所有資料及披露事項, 並應與根據香港財務報告準則(「香港財務報告準則」)編製的截至二零一五年十二月三十一日止年度的年度財務報表一併閱覽。

除按下文附註2.2所披露採納新訂及經修訂香港財務報告準則外, 編製本中期簡明綜合財務資料所採納的會計政策及編製基準, 與截至二零一五年十二月三十一日止年度的年度財務報表所採納的該等會計政策相符。

30 June 2016 二零一六年六月三十日  
(Expressed in Renminbi) (以人民幣列值)

## 2 Basis of preparation and changes in accounting policies and disclosures (continued)

### 2.1 Basis of preparation (continued)

As at 30 June 2016, the Group's current liabilities exceeded its current assets by RMB408,951,000. As at 30 June 2016, the Group had cash and cash equivalents of RMB290,478,000 and short-term bank loans, including current portion of long-term bank loans of RMB1,872,969,000. The liquidity of the Group is primarily depending on its ability to maintain adequate cash flows from operations, to renew its short-term bank loans and to obtain adequate external financing to support its working capital and meet its obligations and commitments when they become due.

The Group has carried out a review of its cash flow forecast for the twelve months ending 30 June 2017. Based on such forecast, the directors believe that adequate sources of liquidity exist to fund the Group's working capital and capital expenditure requirements, and to meet its short-term debt obligations and other liabilities and commitments as they become due in the twelve months ending 30 June 2017. In preparing the cash flow forecast, management has considered historical cash requirements of the Group, as well as other key factors, including anticipated sales in the twelve months ending 30 June 2017 and unconditional unutilized banking facility as at 30 June 2016 from the Group's major banks with an amount of RMB460,961,000 which will be expired on 31 December 2017 and an amount of RMB158,000,000 which will be expired on 30 November 2018.

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

## 2 編製基準及會計政策變動與披露(續)

### 2.1 編製基準(續)

於二零一六年六月三十日，本集團的流動負債超逾其流動資產人民幣408,951,000元。於二零一六年六月三十日，本集團的銀行及手頭現金為人民幣290,478,000元，短期銀行貸款(包括長期銀行貸款的流動部分)為人民幣1,872,969,000元。本集團流動資金主要依靠其於經營中維持足夠營運現金流量、重續其短期銀行貸款及取得適合外部融資以支持其營運資金及於到期時履行其責任及承擔的能力。

本集團已對其截至二零一七年六月三十日止十二個月的現金流量預測進行審閱。按照該預測，董事認為有足夠流動資金資源可撥付本集團的營運資金及資本開支需求及於截至二零一七年六月三十日止十二個月到期時履行其短期債務責任及其他負債與承擔。就編製現金流量預測而言，管理層已考慮本集團過往現金需求及其他主要因素，包括截至二零一七年六月三十日止十二個月的預計銷售及於二零一六年六月三十日從本集團主要銀行獲得的無條件未動用銀行融資為數人民幣460,961,000元(將於二零一七年十二月三十一日屆滿)及人民幣158,000,000元(將於二零一八年十一月三十日屆滿)。

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

## 2 Basis of preparation and changes in accounting policies and disclosures (continued)

### 2.2 Changes in accounting policies and disclosures

The adoption of new accounting standards and interpretations (which include all new and revised Hong Kong Financial Reporting Standards, HKASs and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, collectively the “HKFRSs”) that are relevant and effective for the first time for the current accounting period of the Group, are summarised below:

Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 27 (2011)	Equity Method in Separate Financial Statements
Amendments to HKAS 1	Disclosure Initiative
Annual Improvements 2012-2014 Cycle	Amendments to a number of HKFRSs

The adoption of the above amendments to HKFRSs does not have any significant effect on the interim condensed consolidated financial statements of the Group.

The Group has not early adopted any other accounting standard, interpretation or amendment that has been issued but is not yet effective.

## 3 Segment reporting

In a manner consistent with the way in which information is reported internally to the Group’s most senior executive management for the purposes of resources allocation and performance assessment, the Group has identified four reportable segments: (i) the manufacturing of, trading of, and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers (“Segment A”); (ii) the manufacturing and trading of photovoltaic modules (“Segment B”); (iii) the manufacturing trading of monocrystalline silicon solar cells (“Segment C”); and (iv) the construction and operating of photovoltaic power plants (“Segment D”). No operating segments have been aggregated to form these reportable segments. Revenue, costs and expenses are allocated to the reportable segments with reference to sales generated by those segments and the costs and expenses incurred by those segments.

## 2 編製基準及會計政策變動與披露(續)

### 2.2 會計政策變動及披露

與本集團有關並於本期間初次應用的新訂會計準則及詮釋(包括所有新訂及經修訂香港財務報告準則, 香港會計師公會頒布的香港會計準則及詮釋):

香港會計準則16及香港會計準則38的修訂本	厘清累計折舊或攤銷的處理
香港會計準則27(2011)的修訂本	單獨報表中的權益法
香港會計準則1的修訂本	主動披露
2012-2014周期的年度改進	多項香港財務報告準則的修訂本

採納上述香港財務報告準則修訂本並無對本集團的中期簡明綜合財務資料造成任何重大影響。

本集團並無提早採納任何其他已經頒布尚無生效的會計準則、詮釋或修訂本。

## 3 分部報告

就資源分配及表現評估而言, 本集團按照與本集團最高級行政管理人員內部呈報資料一致的方式, 確認四個可報告分部: (i) 多晶硅以及太陽能單晶及多晶硅棒/硅片的製造、買賣及提供多晶硅以及太陽能單晶及多晶硅棒/硅片加工服務(「分部A」); (ii) 製造及買賣光伏組件(「分部B」); (iii) 製造及買賣太陽能單晶硅電池(「分部C」); 及(iv) 興建及經營光伏电站(「分部D」)。並無合併經營分部以組成此等可報告分部。分配予該等可報告分部的收益、成本及開支乃參考該等分部產生的銷售及該等分部產生的成本及開支計算。

## Notes to Interim Condensed Consolidated Financial Statements 中期簡明綜合財務報表附註

30 June 2016 二零一六年六月三十日  
(Expressed in Renminbi) (以人民幣列值)

### 3 Segment reporting (continued)

#### (a) Segment results, assets and liabilities

For the purpose of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the bases as they are presented in the Group's financial statements. Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the period is set out below:

		Six months ended 30 June 2016 截至二零一六年六月三十日止六個月				
		Segment A 分部A	Segment B 分部B	Segment C 分部C	Segment D 分部D	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Revenue from external customers	來自外界客戶的收益	296,612	1,365,511	35,826	25,850	1,723,799
Inter-segment revenue	分部間收益	201,794	226,198	622,558	729	1,051,279
Reportable segment revenue	可報告分部收益	498,406	1,591,709	658,384	26,579	2,775,078
Reportable segment (loss)/profit	可報告分部(虧損)/利潤	(54,860)	9,549	5,055	(6,336)	(46,592)

		At 30 June 2016 於二零一六年六月三十日				
		Segment A 分部A	Segment B 分部B	Segment C 分部C	Segment D 分部D	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Reportable segment assets	可報告分部資產	2,697,184	731,269	674,918	388,464	4,491,835
Reportable segment liabilities	可報告分部負債	1,969,219	832,357	327,705	255,944	3,385,225

### 3 分部報告(續)

#### (a) 分部業績、資產及負債

為評估分部表現及於分部間分配資源，本集團最高級行政管理人員會監察各可報告分部應佔的業績、資產及負債(按照本集團財務報表呈列的基準)。期內向本集團最高級行政管理人員提供的有關本集團可報告分部的資料載列如下：

## Notes to Interim Condensed Consolidated Financial Statements 中期簡明綜合財務報表附註

30 June 2016 二零一六年六月三十日  
(Expressed in Renminbi) (以人民幣列值)**3 Segment reporting** (continued)

(a) Segment results, assets and liabilities (continued)

		Six months ended 30 June 2015 截至二零一五年六月三十日止六個月				
		Segment A 分部A	Segment B 分部B	Segment C 分部C	Segment D 分部D	Total 總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue from external customers	來自外界客戶的收益	255,849	879,300	156,129	15,013	1,306,291
Inter-segment revenue	分部間收益	572,261	1,347,592	466,086	3,323	2,389,262
Reportable segment revenue	可報告分部收益	828,110	2,226,892	622,215	18,336	3,695,553
Reportable segment (loss)/profit	可報告分部(虧損)/利潤	(9,893)	9,307	9,486	(1,909)	6,991

		At 31 December 2015 於二零一五年十二月三十一日				
		Segment A 分部A	Segment B 分部B	Segment C 分部C	Segment D 分部D	Total 總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
		(經審核)	(經審核)	(經審核)	(經審核)	(經審核)
Reportable segment assets	可報告分部資產	2,765,716	875,852	651,655	419,544	4,712,767
Reportable segment liabilities	可報告分部負債	1,927,495	997,789	340,066	284,554	3,549,904

## Notes to Interim Condensed Consolidated Financial Statements 中期簡明綜合財務報表附註

30 June 2016 二零一六年六月三十日  
(Expressed in Renminbi) (以人民幣列值)

### 3 Segment reporting (continued)

- (b) For the six months ended 30 June 2016, revenue from the major customers, each of whom contributed to 10% or more of the Group's total revenue, is set out below:

### 3 分部報告(續)

- (b) 截至二零一六年六月三十日止六個月，各自佔本集團總收益10%或以上的主要客戶如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Customer A	客戶A		
– From segment A	– 來自分部A	5,352	–
– From segment B	– 來自分部B	558,705	252,622
– From segment C	– 來自分部C	3	15
Customer B	客戶B		
– From segment B	– 來自分部B	320,667	*
Customer C	客戶C		
– From segment A	– 來自分部A	38,642	*
– From segment B	– 來自分部B	166,277	*

\* The revenue from this customer was less than 10% of the total revenue.

\* 來自該客戶的收益不足總收益的10%。

**3 Segment reporting** (continued)

## (c) Geographic information

The following table sets out information about the Group's revenue from external customers by geographical location. The geographical location of a customer is based on the location to which the goods were delivered or the services were provided.

**3 分部報告** (續)

## (c) 地區資料

下表載列有關本集團來自外界客戶的收益所在地的資料。客戶所在地以交付貨品或提供服務的地點為依據。

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2016</b> 二零一六年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
The People's Republic of China ("PRC") (place of domicile)	中華人民共和國 (「中國」, 註冊地點)	<b>935,882</b>	291,598
Export sales	出口銷售		
– Japan	– 日本	<b>681,877</b>	966,759
– Korea	– 韓國	<b>17,651</b>	19,299
– Thailand	– 泰國	<b>13,963</b>	10,118
– Malaysia	– 馬來西亞	–	9,766
– United States of America	– 美國	<b>12,834</b>	4,159
– Mexico	– 墨西哥	–	2,747
– Taiwan	– 台灣	<b>54,431</b>	1,405
– Singapore	– 新加坡	–	440
– Germany	– 德國	<b>6,119</b>	–
– India	– 印度	<b>1,042</b>	–
Sub-total	小計	<b>787,917</b>	1,014,693
Total	總計	<b>1,723,799</b>	1,306,291

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### 4 Revenue

The principal activities of the Group are the manufacturing, trading and provision of processing services for polysilicon and monocrystalline and multicrystalline silicon solar ingots/wafers, the manufacturing and trading of monocrystalline silicon solar cells, the manufacturing and trading of photovoltaic modules, and the construction and operating of photovoltaic power plants.

Revenue represents the sales value of goods and electricity supplied to customers less value added tax or other sales taxes and trade discounts and income from the provision of processing services. The amount of each significant category of revenue recognised during the period is as follows:

### 4 收入

本集團主要業務為多晶硅以及太陽能單晶及多晶硅棒／硅片的製造、買賣及提供多晶硅以及太陽能單晶及多晶硅棒／硅片加工服務，製造及買賣太陽能單晶硅電池及光伏組件與興建及經營光伏電站。

收益指供應予客戶貨物及電力的銷售值(減增值稅或其他銷售稅及貿易折扣)以及提供加工服務所得收入。期內確認的各項重大收入類別的金額如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收入</b>		
Sale of goods	銷售貨品		
– Sales of monocrystalline and multicrystalline silicon solar ingots/wafers	– 銷售太陽能單晶及多晶硅棒／硅片	221,500	213,255
– Sales of monocrystalline silicon solar cells	– 銷售太陽能單晶硅電池	34,974	156,129
– Sales of photovoltaic modules	– 銷售光伏組件	1,206,000	879,300
– Construction and operating of photovoltaic power plants	– 銷售電力	25,850	15,013
Rendering of services	提供服務	235,475	42,594
		<b>1,723,799</b>	1,306,291

## 5 Other income and gains, net

## 5 其他收入及收益，淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Other income</b>	其他收入		
Government grants	政府補貼	8,905	10,790
Interest income from bank deposits	銀行存款的利息收入	1,875	8,543
Investment income from available-for-sale investments	可供出售投資的投資收益	6,205	–
		<b>16,985</b>	19,333
<b>Other (losses)/gains, net</b>	其他(虧損)/收益		
Net foreign exchange (loss)/gain	外匯(虧損)/收益淨額	(10,826)	1,840
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的淨虧損	(26,227)	(31)
Loss from sales of other materials	銷售其他材料虧損	(23,610)	(14,122)
Others	其他	(790)	421
		<b>(61,453)</b>	(11,892)

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### 6 Finance costs

### 6 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interest on bank and other borrowings	銀行及其他借貸利息	60,144	61,653
Less: Interest capitalised	減：資本化利息	-	(3,306)
		<b>60,144</b>	58,347

### 7 (Loss)/profit before tax

### 7 除稅前(虧損)/利潤

The Group's (loss)/profit before tax is arrived at after charging:

除稅前(虧損)/利潤已扣除：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Salaries, wages and other benefits	薪金、工資及其他福利	80,007	76,669
Amortisation of lease prepayments	租賃預付款項攤銷	2,372	2,334
Depreciation	折舊	106,542	103,217
Research and development costs	研究及開發成本	38,179	27,211
Provision for warranty costs	保用成本的撥備	13,655	9,235
Impairment losses on trade and other receivables	應收貿易賬款及其他應收款項 減值損失計提	1,538	-
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的淨虧損	26,227	31
Costs of inventories sold*	已售貨品成本*	1,393,210	1,123,474
Cost of services rendered*	已提供服務成本*	134,054	18,293

\* Cost of inventories sold and cost of services rendered include, in aggregate, RMB193,026,000 and RMB182,853,000 for the six months ended 30 June 2016 and 2015, respectively, relating to salaries, wages and other benefits, depreciation and provision for warranty costs which amounts are also included in the respective total amounts disclosed separately above for each of these types of expenses.

\* 已售貨品成本及已提供服務成本包括薪金、工資及其他福利、折舊、保用成本的撥備及存貨撇減相關的金額，於截至二零一六年及二零一五年六月三十日止六個月合共分別為人民幣193,026,000元及人民幣182,853,000元，此金額亦計入於上文單獨披露的該等各類別開支的各項總金額內。

## 8 Income tax expense

## 8 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Current tax – the PRC</b>	<b>即期稅項 – 中國</b>		
Provision for the period	期間撥備	13,025	1,179
Provision adjustment in respect of prior years	過往年度撥備不足	(148)	205
		<b>12,877</b>	1,384
<b>Deferred tax</b>	<b>遞延稅項</b>	<b>539</b>	(1,295)
Income tax expense for the period	期間所得稅開支	<b>13,416</b>	89

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits of the Company's subsidiaries incorporated in Hong Kong for the six months ended 30 June 2016 and 2015. No provision for Hong Kong profits tax has been made as the subsidiaries either did not have any assessable profits subject to Hong Kong profits tax or had accumulated tax losses brought forward from previous years to offset the estimated profits for the period.

The Company and its subsidiaries incorporated in the British Virgin Islands and the Cayman Islands are not subject to any income tax pursuant to the local rules and regulations.

The statutory tax rate applicable to the Company's subsidiary incorporated in Germany was 15% for the six months ended 30 June 2016 and 2015. No provision for the Germany income tax has been made as the subsidiary did not have any taxable profits for the period.

The statutory tax rate applicable to the Company's subsidiary incorporated in Ghana was 35% for the six months ended 30 June 2016 and 2015. No provision for the Ghana income tax has been made as the subsidiary did not have any taxable profits for the period.

截至二零一六年及二零一五年六月三十日止六個月，香港利得稅按本公司於香港註冊成立的附屬公司的估計應課稅利潤的16.5%計算。由於附屬公司並無任何應繳納香港利得稅的應課稅利潤或過往年度承前累計稅項虧損可抵銷期內估計利潤，故並無作出香港利得稅撥備。

本公司及其於英屬處女群島及開曼群島註冊成立的附屬公司毋須根據當地法律及法規繳納任何所得稅。

截至二零一六年及二零一五年六月三十日止六個月，本公司於德國註冊成立的附屬公司適用的法定稅率為15%。由於該附屬公司並無任何應課稅利潤，故並無於期內作出德國所得稅撥備。

截至二零一六年及二零一五年六月三十日止六個月，本公司於迦納註冊成立的附屬公司適用的法定稅率為35%。由於該附屬公司並無任何應課稅利潤，故並無於期內作出迦納所得稅撥備。

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## 8 Income tax expense (continued)

The income tax rate of the Company's PRC subsidiaries was 25% except for the subsidiaries mentioned below:

Jinzhou Yangguang Energy Co., Ltd. ("Jinzhou Yangguang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2012 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Jinzhou Yangguang has renewed the "High and New Technology" certificate in 2015 effective for the three years from 2015 to 2017. Accordingly, Jinzhou Yangguang was subject to the 15% income tax rate for the six months ended 30 June 2016 and 2015.

Jinzhou Huachang Photovoltaic Technology Ltd ("Jinzhou Huachang") has been accredited as "High and New Technology Enterprise" by the relevant government authority in 2014 for a term of three years, and has been registered with the local tax authority to be eligible to a reduced income tax rate of 15%. Accordingly, Jinzhou Huachang was subject to the 15% income tax rate for the six months ended 30 June 2016 and 2015.

Golmud Solargiga Energy Electric Power Co., Ltd. ("Golmud") was entitled to a tax holiday of a 3-year full exemption followed by a 3-year 50% reduction income tax rate commencing from 1 January 2011. Accordingly, Golmud was subject to the 7.5% income tax rate for the six months ended 30 June 2016 and 2015.

## 9 Basic and diluted (loss)/earnings per share attributable to ordinary equity holders of the Company

### (a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity holders of the Company of RMB49,557,000 (six months ended 30 June 2015: profit of RMB10,189,000) and the weighted average of 3,211,780,566 ordinary shares of the Company in issue during the period (six months ended 30 June 2015: 3,211,780,566).

### (b) Diluted (loss)/earnings per share

The Company had no dilutive potential ordinary shares in issue for the periods ended 30 June 2016 and 2015.

## 8 所得稅開支(續)

本公司的中國附屬公司的所得稅稅率為25%，惟下述附屬公司除外：

錦州陽光能源有限公司(「錦州陽光」)於二零一二年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。二零一五年，錦州陽光更新「高新科技」證書，有效期為三年，自二零一五年起至二零一七年止。因此，錦州陽光於截至二零一六年及二零一五年六月三十日止六個月可按15%所得稅率繳稅。

錦州華昌光伏科技有限公司(「錦州華昌」)於二零一四年獲有關政府當局授予「高新科技企業」地位，為期三年，並已向當地稅務機關登記，符合資格減按15%的稅率繳付所得稅。因此，錦州華昌於截至二零一六年及二零一五年六月三十日止六個月可按15%所得稅率繳稅。

格爾木陽光能源電力有限公司(「格爾木」)自二零一一年一月一日開始三年內獲全數豁免繳納所得稅，其後三年獲減免一半所得稅稅率。因此，格爾木於截至二零一六年及二零一四年六月三十日止六個月可按7.5%所得稅率繳稅。

## 9 本公司普通股權益持有人應佔每股基本及攤薄(虧損)/盈利

### (a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據本公司普通股權益持有人應佔(虧損)/利潤人民幣49,557,000元(截至二零一五年六月三十日止六個月：利潤人民幣10,189,000元)及期內本公司已發行普通股加權平均股數3,211,780,566股(截至二零一五年六月三十日止六個月：3,211,780,566股)計算。

### (b) 每股攤薄(虧損)/盈利

於截至二零一六年及二零一五年六月三十日止期間，本公司並無潛在攤薄的已發行普通股。

## 10 Property, plant and equipment

During the six months ended 30 June 2016, the Group acquired property, plant and equipment at a total cost of RMB119,797,000 (six months ended 30 June 2015: RMB23,679,000). Assets with a net book value of RMB33,159,000 were disposed of by the Group during the six months ended 30 June 2016 (six months ended 30 June 2015: RMB1,137,000), resulting in a net loss on disposal of items of property, plant and equipment of RMB26,227,000 (six months ended 30 June 2015: RMB31,000). For the six months ended 30 June 2016, based on the estimated future cash flows of the CGUs concerned, no further impairment losses were provided for as at 30 June 2016 (for the six months ended 30 June 2015 impairment loss: Nil).

## 11 Land lease prepayments

Lease prepayments represent the payments made on the acquisitions of the lands held under operating leases for production plants.

## 12 Prepayments for raw materials

In order to secure a stable supply of polysilicon materials, the Group entered into short-term and long-term contracts with certain raw material suppliers and made advance payments to these suppliers which are to be offset against future purchases. Prepayments for raw materials where the Group expects to receive the raw materials more than twelve months after the end of the reporting period are classified as non-current assets and to receive within one year are classified as current assets. There is no prepayment for raw materials made to a related party as at 30 June 2016 (31 December 2015: Nil).

As at 31 December 2014, management reassessed the prepayments for potential impairment and identified one of the suppliers, from which the Group failed to purchase the agreed quantities of polysilicon under the long-term supply contract, and therefore made a provision of RMB70,369,000.

Based on the assessment updated by management for the six months ended 30 June 2016, no further impairment was provided as at 30 June 2016. The movement in the impairment provision during the period merely represented exchange adjustments.

## 10 物業、廠房及設備

於截至二零一六年六月三十日止六個月，本集團以總成本人民幣119,797,000元(截至二零一五年六月三十日止六個月：人民幣23,679,000元)添置物業、廠房及設備。本集團於截至二零一六年六月三十日止六個月期間處置賬面淨值為人民幣33,159,000元(截至二零一五年六月三十日止六個月：人民幣1,137,000元)的資產，因而產生處置物業、廠房及設備項目虧損淨額人民幣26,227,000元(截至二零一五年六月三十日止六個月：人民幣31,000元)。截至二零一六年六月三十日止六個月，根據相關現金產生單位的估計未來現金流量，於二零一六年六月三十日概無就進一步減值虧損計提撥備(截至二零一五年六月三十日止六個月的減值虧損：無)。

## 11 土地租賃預付款項

租賃預付款項為於經營租賃項下持有作生產廠房的土地收購事項作出的付款。

## 12 原材料預付款項

為確保有穩定多晶硅原材料供應，本集團與若干原材料供應商訂立短期及長期合約並向該等供應商支付預付款項，該等款項將於日後購買中抵銷。本集團預期於報告期間結算日後十二個月以上方取得原材料的原材料預付款項分類為非流動資產，並將一年內取得原材料的原材料預付款項分類為流動資產。於二零一六年六月三十日，概無支付予關連方的原材料預付款項(二零一五年十二月三十一日：無)。

於二零一四年十二月三十一日，管理層已對預付款項的潛在減值重新作出評估，並已確認其中一名供應商，本集團未有根據長期供應合約向其購買指定數量的多晶硅，並因此作出人民幣70,369,000元的撥備。

根據管理層更新的評估，於截至二零一六年六月三十日止期間概無就減值進一步計提撥備或撥回減值。期內減值撥備變動僅為匯兌調整。

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### 13 Investments in associates

### 13 於聯營公司的投資

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Share of net assets	應佔資產淨值	56,406	59,721

### 14 Other non-current assets

Other non-current assets represent the deductible input value-added taxes ("VAT") that are not expected to be utilized within one year. These deductible input VATs are arisen from the purchases of the property, plant and equipment for a photovoltaic power plant, which are eligible for deduction within the whole life of the power plant in Mainland China.

### 14 其他非流動資產

其他非流動資產為預計不會在一年內利用的可抵扣進項增值稅(「增值稅」)。此可抵扣進項增值稅是由於購買一個光伏電站的物業、廠房及設備所產生，並可在中國內地電站存續期間抵扣。

### 15 Inventories

### 15 存貨

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Materials and supplies	材料及供應品	222,672	363,766
Finished goods	製成品	312,139	268,063
Less: Provision for impairment	減：減值撥備	(15,088)	(18,659)
		519,723	613,170

## 16 Trade and bills receivables

## 16 應收貿易賬款及票據

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	應收貿易賬款	538,477	566,277
Bills receivables	應收票據	255,589	38,472
Less: allowance for doubtful debts	減：呆賬撥備	(27,852)	(25,813)
		<b>766,214</b>	578,936

The ageing analysis of trade and bills receivables (net of allowance for doubtful debts) at the end of reporting period based on invoice date is as follows:

於報告期間結算日，扣除呆賬撥備後的應收貿易賬款及票據的賬齡按發票日期分析如下：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 month	一個月內	294,666	244,847
1 to 3 months	一至三個月	185,351	209,479
4 to 6 months	四至六個月	194,461	51,004
7 to 12 months	七至十二個月	22,836	15,387
Over 1 year	超過一年	68,900	58,219
		<b>766,214</b>	578,936

The Group normally allows a credit period of 30-90 days for its customers.

本集團一般授予其客戶30至90日的信貸期。

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### 16 Trade and bills receivables (continued)

The ageing analysis of trade and bills receivables that are neither individually or collectively considered to be impaired is as follows:

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Not past due	無逾期	499,874	445,250
Less than 1 month past due	逾期少於一個月	44,351	37,749
1 to 3 months past due	逾期一至三個月	118,620	18,807
4 to 6 months past due	逾期四至六個月	14,134	23,869
7 to 12 months past due	逾期七至十二個月	26,082	12,271
Over 1 year past due	逾期超過一年	63,153	40,990
		<b>766,214</b>	578,936

As at 30 June 2016, bills receivables had been pledged as security to banks for issuing bills payable to suppliers and acquiring interest-bearing bank borrowings amounting to RMB58,324,000 (31 December 2015: RMB24,500,000) and RMB125,800,000 (31 December 2015: Nil), respectively.

### 16 應收貿易賬款及票據(續)

並無個別或共同被視為減值的應收貿易賬款及票據的賬齡分析如下：

於二零一六年六月三十日，應收票據人民幣58,324,000元(二零一五年十二月三十一日：人民幣24,500,000元)及人民幣125,800,000元(二零一五年十二月三十一日：零)已分別抵押予銀行作為發行償付供應商的票據及取得計息借貸的抵押品。

### 17 Prepayments, deposits and other receivables

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Prepayments for raw materials	原材料的預付款項	271,281	272,616
Deductible value-added tax	可扣減增值稅	196,044	259,985
Other receivables	其他應收款項	47,293	51,533
		<b>514,618</b>	584,134

### 17 預付款項、按金及其他應收款項

**18 Available-for-sale investments****18 可供出售投資**

		<b>As at 30 June 2016</b> 於二零一六年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 <b>RMB'000</b> 人民幣千元 <b>(Audited)</b> (經審核)
Unlisted equity investments, at fair value:	非上市股本投資，按公平值：		
In Mainland China	中國內地	-	123,942
		-	123,942

Available-for-sale investments was financial products purchased from bank with principal guaranteed and floating interests. As at 30 June 2016, the Group sold the available-for-sale investment. As such, the Group recognised an investment income on disposal of an available-for-sale investment of RMB6,205,000 in its financial statements.

可供出售投資為向銀行購買的保本金融產品，提供浮動利息。於二零一六年六月三十日，本集團已售出該可供出售投資。本集團因而於財務報表確認人民幣6,205,000元出售可供出售投資之投資收入。

**19 Pledged deposits**

Certain of the Group's bank deposits were pledged to secure bank loans and other banking facilities granted to the Group as follows:

**19 已抵押存款**

本集團若干銀行存款已就本集團獲授的銀行貸款及其他銀行融資作出抵押，載列如下：

		<b>As at 30 June 2016</b> 於二零一六年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 <b>RMB'000</b> 人民幣千元 <b>(Audited)</b> (經審核)
Pledged as security for bank loans	抵押作為銀行貸款的抵押品	<b>294,486</b>	439,171
Others	其他	-	20,000
		<b>294,486</b>	459,171

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### 20 Cash at bank and in hand

### 20 銀行及手頭現金

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Cash and cash equivalents	現金及現金等價物	290,478	193,953

### 21 Interest-bearing borrowings

### 21 計息借貸

Group	本集團	Notes 附註	30 June 2016 二零一六年六月三十日			31 December 2015 二零一五年十二月三十一日		
			Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元 (Unaudited) (未經審核)	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB'000 人民幣千元 (Audited) (未經審核)
<b>Current:</b>	<b>流動：</b>							
Bank loans – secured	銀行貸款 – 有抵押	(a)	3.75-7.2	2016-2017	700,131	1.31-5.6	2016	764,376
Bank loans – guaranteed	銀行貸款 – 已擔保	(b)	2.276-8	2016-2017	1,110,974	2.276-9	2016	1,110,109
Current portion of long-term borrowings	長期借貸的流動部分							
Bank loans – secured	銀行貸款 – 有抵押	(a)	5.39	2016-2017	13,500	6.15	2016	12,000
Bank loans – guaranteed	銀行貸款 – 已擔保	(b)	5.225	2016-2017	48,000	5.5-6.05	2016	45,000
Third parties – guaranteed	第三方 – 已擔保	(b)	3.3	2016	364	3.3	2016	364
Total	合計				1,872,969			1,931,849
<b>Non-current:</b>	<b>非流動：</b>							
Bank loans – secured	銀行貸款 – 有抵押	(a)	5.39	2017-2027	186,500	6.15	2017-2027	194,000
Bank loans – guaranteed	銀行貸款 – 已擔保	(b)	-	-	-	5.5-7.748	2017	33,000
Third parties – guaranteed	第三方 – 已擔保	(b)	3.3-6.15	2017-2020	121,144	3.3-6.15	2017-2020	121,144
Total	合計				307,644			348,144

(a) The bank borrowings are secured by certain of the Group's property, plant and equipment and land lease prepayment with the net book value of RMB589,553,000.

(b) Certain subsidiaries' borrowings are guaranteed by other subsidiaries of the Group.

(a) 銀行借貸為有抵押，其中以本集團賬面淨值為人民幣589,553,000元的若干物業、廠房及設備作抵押。

(b) 若干附屬公司的借貸乃由本集團其他附屬公司提供擔保。

## 22 Trade and bills payables

## 22 應付貿易賬款及票據

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables	應付貿易賬款	479,094	558,200
Bills payables	應付票據	242,935	241,048
		<b>722,029</b>	799,248

(a) The ageing analysis of trade and bills payables at the end of the reporting period based on invoice date is as follows:

(a) 於報告期間結算日，應付貿易賬款及票據的賬齡按發票日期分析如下：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 month	一個月內	237,376	404,101
1 to 3 months	一至三個月	127,676	40,532
4 to 6 months	四至六個月	307,101	274,617
7 to 12 months	七至十二個月	23,135	27,626
Over 1 year	超過一年	26,741	52,372
		<b>722,029</b>	799,248

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### 22 Trade and bills payables (continued)

- (b) As at 30 June 2016, the Group's bills payables of RMB58,324,000 (31 December 2015: RMB24,500,000) was secured by Group's bills receivables of RMB58,324,000 (31 December 2015: RMB24,500,000) (note 16).

### 22 應付貿易賬款及票據(續)

- (b) 於二零一六年六月三十日，本集團人民幣58,324,000元的應付票據以本集團人民幣58,324,000元的應收票據作抵押(附註16)。於二零一五年六月三十日，本集團人民幣24,500,000元的應付票據以本集團人民幣24,500,000元的應收票據作抵押。

### 23 Other payables and accruals

### 23 其他應付款項及應計開支

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Other payables and accrued expenses	其他應付款項及應計開支	116,055	141,722
Other tax payables	其他應付稅項	14,362	10,176
Receipts in advance	預收款項	20,090	14,306
Dividends payable	應付股息	145	142
		<b>150,652</b>	166,346

**24 Finance lease payables**

The Group leases certain of its plant and machinery for its Segment A. These leases are classified as finance leases and have remaining lease terms ranging from one to three years.

As at 30 June 2016, the total future minimum lease payments under finance leases and their present values were as follows:

**24 融資租賃應付款項**

本集團之A分部租賃若干廠房及機器設備。有關租賃列為融資租賃，餘下租期為一年至三年不等。

於二零一六年六月三十日，融資租賃下未來最低租賃款項總額及其現值如下：

		Minimum lease payments 最低租賃款項		Present value of minimum lease payments 最低租賃款項之現值	
		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)	As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Amounts payable:	應付款項：				
Within one year	一年內	3,151	–	2,985	–
In the second year	第二年	8,824	–	7,886	–
In the third year, inclusive	第三年(包括第三年)	7,049	–	5,969	–
Total minimum finance lease payments	融資租賃最低款項總額	19,024	–	16,840	–
Future finance charges	未來財務開支	(2,184)	–		
Total net finance lease payables	應付融資租賃淨總額	16,840	–		
Portion classified as current liabilities	列為流動負債部分	(2,985)	–		
Non-current portion	非流動部分	13,855	–		

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## 25 Provision for inventory purchase commitments

A subsidiary of the Group has entered into a long-term supply contract (the "Supply Contract") with one of its suppliers in 2010. According to the current terms of the Supply Contract, the subsidiary shall need to pay a total of non-refundable advance payments of US\$34,500,000 and to purchase the agreed quantities of polysilicon for the period from 2012 to 2020 with a total amount of US\$348,000,000.

As at 30 June 2016, the subsidiary has made a non-refundable prepayment of US\$11,500,000 to the supplier, but it did not purchase the agreed quantities from the supplier for 2012, 2013, 2014 and 2015 with amounts of US\$18,375,250, US\$13,200,000, US\$25,800,000 and US\$42,000,000 respectively as stipulated in the Supply Contract. The agreed annual purchase amount for 2016 is US\$41,000,000 but the subsidiary has not yet made any purchase during the period 30 June 2016. As of the date of this report, the supplier has issued invoices to the subsidiary for the above purchase commitments for the years ended 31 December 2012, 2013, 2014 and 2015.

As of 30 June 2016, the subsidiary recognised a provision for impairment of RMB76,259,000 (31 December 2015: RMB74,676,000) (note 12) for the non-refundable prepayment and a provision of RMB47,230,000 (31 December 2015: RMB46,250,000) for the contingent losses from the Supply Contract. Currently, the subsidiary's management is in good faith negotiations with the supplier regarding potential modifications of and/or revisions to the terms of the long-term supply agreement. After taking into consideration all the relevant factors, the directors of the Company determined that it is not necessary to make any further provision for the contingent losses from the Supply Contract during the period ended 30 June 2016.

## 25 存貨購買承擔撥備

本集團一間附屬公司與其供應商之一於二零一零年訂立長期供應合約(「供應合約」)。根據供應合約的現有條款，該附屬公司須於二零一二年至二零二零年期間支付不可退回的預付款項共34,500,000美元，並購買指定數量的多晶硅，總額為348,000,000美元。

於二零一六年六月三十日，該附屬公司向供應商支付不可退回的預付款項11,500,000美元，但並無按照供應合約訂定於二零一二年、二零一三年、二零一四年及二零一五年向該供應商購買指定的數量分別為數18,375,250美元、13,200,000美元、25,800,000美元及42,000,000美元。二零一六年的指定年度採購額為41,000,000美元，該附屬公司截至二零一六年六月三十日期間內暫未進行任何採購。於本報告日期，該供應商已就上述購買承擔向該附屬公司發出截至二零一二年、二零一三年、二零一四年及二零一五年十二月三十一日止年度的發票。

於二零一六年六月三十日，該附屬公司已就不可退回的預付款項確認減值撥備人民幣76,259,000元(二零一五年十二月三十一日：人民幣74,676,000元)(附註12)，並就供應合約的或然虧損確認撥備人民幣47,230,000元(二零一五年十二月三十一日：人民幣46,250,000元)。該附屬公司的管理層目前正與供應商就可能更改及／或修訂長期供應協議的條款進行真誠磋商。經考慮所有相關因素後，本公司董事確定截至二零一六年六月三十日止期間毋需就供應合約的或然虧損計提任何其他撥備。

## 26 Deferred income

Various government grants have been received by the Group for generating export sales, participating in high-tech industry and constructing various manufacturing and photovoltaic power plants in Jinzhou, Liaoning Province, and Xining, Qinghai Province, the PRC.

These government grants related to assets are recognized in the statement of financial position initially as deferred income and are amortized to profit or loss as other revenue over the useful lives of the assets.

## 27 Other non-current liabilities

The Group's photovoltaic modules were typically sold with a 2 or 5-year warranty for defects in materials and workmanship and a 10-year and 25-year minimum power output warranty, against declines of more than 10% and 20%, respectively, of initial power generation capacity from the date of delivery. The Group has the obligation to repair or replace solar module, under the terms of the warranty policy. The Group maintains warranty reserves to cover potential liabilities that could arise under these warranties.

## 28 Capital, reserves and dividends

### (a) Dividends

The directors did not recommend the payment of a dividend in respect of the six months ended 30 June 2016 (six months ended 30 June 2015: Nil).

### (b) Share capital

The Company's ordinary shares are set out below:

## 26 遞延收入

本集團因產生出口銷售、從事高科技行業及在中國遼寧省錦州和青海省西寧興建多個製造廠房及光伏電站而獲得不同的政府補貼。

該等與資產相關的政府補貼最初於財務狀況表中確認為遞延收入，並按資產可使用年期於損益內攤銷為其他收入。

## 27 其他非流動負債

本集團的光伏組件出售時一般附帶自交付日期起2年或5年物料損壞及人工保用，以及10年及25年最低電力輸出保證，分別保證電力輸出下降幅度不會多於初步發電產能10%及20%。根據保用政策條款，本集團有責任對太陽能組件進行維修或置換。本集團設有保用儲備以覆蓋該等保用項下的潛在負債。

## 28 資本、儲備及股息

### (a) 股息

董事不建議就截至二零一六年六月三十日止六個月派付股息(截至二零一五年六月三十日止六個月：無)。

### (b) 股本

本公司的普通股載列如下：

	As at 30 June 2016 於二零一六年六月三十日		As at 31 December 2015 於二零一五年十二月三十一日	
	No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	No. of shares 股份數目	Amount 金額 RMB'000 人民幣千元 (Audited) (經審核)
At 30 June/31 December 於六月三十日/ 十二月三十一日	3,211,780,566	276,727	3,211,780,566	276,727

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### 29 Capital commitments

### 29 資本承擔

	<b>As at 30 June 2016</b> 於二零一六年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 <b>RMB'000</b> 人民幣千元 <b>(Audited)</b> (經審核)
Contracted but not provided for	<b>9,823</b>	17,754

### 30 Contingent liabilities

At 30 June 2016, the Group has undertaken to guarantee a bank loan to an associate to the extent of RMB31,820,000 (31 December 2015: RMB37,000,000). As most of the loan balances are secured by the fixed assets of the associate, the directors consider fair value of the above financial guarantee is insignificant.

The directors do not consider it probable that a claim will be made against the Group under the above guarantee. The maximum liability of the Group at the end of the reporting period under the above guarantee issued is the outstanding amount of the loan advanced by the bank to the associate of RMB31,820,000.

### 31 Material related party transactions and balances

(a) Significant related party transactions

### 30 或然負債

於二零一六年六月三十日，本集團已承擔一項授予一間聯營公司的銀行貸款的擔保，以人民幣31,820,000元為限(二零一五年十二月三十一日：人民幣37,000,000元)。由於大部分貸款結餘均由該聯營公司的固定資產作抵押，因此董事認為上述財務擔保的公平值並不重大。

董事認為根據上述擔保，本集團不大可能作出索賠。本集團於報告期間結算日就上述已發出擔保的負債最多為銀行墊付予聯營公司貸款的未償還金額人民幣31,820,000元。

### 31 重大關連方交易及結餘

(a) 重大關連方交易

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
	Note 附註	<b>2016</b> 二零一六年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2015 二零一五年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)
Sales of goods to: the associates of the Group	(i)	<b>7,147</b>	6,916
the entities controlled by the directors of the Company or close members of directors' family	(i)	<b>176</b>	162
Purchases of goods from: the associates of the Group	(i)	<b>296</b>	16,224
the entities controlled by the directors of the Company or close members of directors' family	(i)	<b>1,523</b>	11,012

**31 Material related party transactions and balances** (continued)

(b) Outstanding balances with related parties

**31 重大關連方交易及結餘**(續)

(b) 與關連方之間的尚未償還結餘

		Note	As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade and bills receivables:	應收貿易賬款及票據：	(ii)		
the associates of the Group	本集團聯營公司		35,680	27,715
the entities controlled by the directors of the Company or close members of directors' family	本公司董事或董事的近親 所控制的實體		12	–
			35,692	27,715
Prepayment:	預付款項：	(ii)		
the entities controlled by the directors of the Company or close members of directors' family	本公司董事或董事的 近親所控制的實體		2,707	3,045
			2,707	3,045
Trade payables:	應付貿易賬款：	(ii)		
the associates of the Group	本集團聯營公司		–	296
the entities controlled by the directors of the Company or close members of directors' family	本公司董事或董事的 近親所控制的實體		29,217	39,820
			29,217	40,116

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### 31 Material related party transactions and balances (continued)

#### (b) Outstanding balances with related parties (continued)

Notes:

- (i) In the opinion of the directors, the transactions between the Group and the related parties were conducted in the ordinary and usual course of business and on normal commercial terms, the pricing terms were at the prevailing market prices.
- (ii) The above balances are unsecured, non-interest-bearing and repayable on demand. Trade receivables from and trade payables to related parties are repayable or settled on the respective credit terms.

#### (c) Guarantees given to banks for loans of the Group's associates

As at 30 June 2016 and 31 December 2015, guarantees of RMB31,820,000 and RMB37,000,000 were given to banks for loans of the Group's associates, respectively.

### 32 Fair value and fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of cash and short-term deposits, restricted cash, financial assets included in prepayments, deposits and other receivables, trade and bills receivables, trade and bills payables, financial liabilities included in other payables and accruals, and the current-portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of finance lease payables, and the non-current portion of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments on with similar terms, credit risk and remaining maturities. The carrying amount of the non-current portion of interest-bearing bank borrowings are reasonably approximate to fair values.

The fair values of bank financial products are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The fair values of the investment in bank financial products have been calculated based on the principal and the yield rates quoted from investment bank managers in accordance with discounted cash flow analysis as at the reporting date.

### 31 重大關連方交易及結餘(續)

#### (b) 與關連方之間的尚未償還結餘(續)

附註：

- (i) 董事認為，本集團與關連方之間的交易是在一般及日常業務過程中按正常商業條款進行，定價條款乃按照當前的市場慣例。
- (ii) 上述結餘為無抵押、免息及須按要求償還。應收及應付關連方的貿易賬款均按各自的信貸條款償還或清償。

#### (c) 就本集團聯營公司的貸款向銀行發出擔保

於二零一六年六月三十日及二零一五年十二月三十一日，就本集團聯營公司的貸款向銀行發出的擔保分別為人民幣31,820,000元及人民幣37,000,000元。

### 32 公平值及公平值層級

財務資產及負債的公平值乃按有關工具在自願雙方進行的當前交易(強迫或清算銷售除外)中可交換的金額入賬。用以估計公平值的方法及假設如下：

現金及短期存款、受限制現金、計入預付款項、按金及其他應收款項的財務資產、應收貿易賬款及票據、應付貿易賬款及票據、計入其他應付款項及應計開支的財務負債以及計息銀行借貸的流動部分的公平值與其賬面值相若，主要因為該等工具均於短期內到期。

應付融資租賃款項以及計息銀行借貸的非流動部分的公平值乃採用條款、信貸風險及餘下到期日類似的工具現時可獲得的利率貼現預期未來現金流量的方式計算。計算銀行借貸非流動部分的賬面值與公平值合理相約。

銀行金融產品的公平值乃源自資產或負債可直接或間接觀察所得的輸入數據(第一級內包括的報價除外)。投資銀行金融產品的公平值乃按照本金及投資銀行經理所報的收益率，根據於報告日期的貼現現金流量分析計算。

**32 Fair value and fair value hierarchy** (continued)

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: Fair value measured based on quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Fair value measured based on valuation techniques for which all inputs which have a significant effect on the fair value are observable, either directly or indirectly.

Level 3: Fair value measured based on valuation techniques for which any inputs which have a significant effect on the fair value are unobservable.

The following table illustrates how the fair values of the Group's financial products are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

**32 公平值及公平值層級** (續)

本集團使用以下層級釐定及披露財務工具的公平值：

第一級：公平值乃根據相同資產或負債於活躍市場的報價(未經調整)計量。

第二級：公平值乃根據估值技術計量，且所有對公平值有重大影響的輸入數據均可直接或間接觀察得到。

第三級：公允值乃根據估值技術計量，且任何對公平值有重大影響的輸入數據均不可觀察。

下表闡述如何釐定本集團金融產品的公平值(尤其是所用的估值技術及輸入數據)，以及如何按照公平值計量的輸入數據可觀察程度劃分公平值計量的公平值層級(第一至三級)。

	<b>Fair value hierarchy</b>	<b>Valuation techniques</b>	<b>Significant unobservable inputs</b>	<b>Range</b>
	公平值層級	估值技術	重大的不可觀察輸入數據	範圍
Available-for-sale investments 可供出售投資	Level 3 第三級	Discount cash flow method 貼現現金流量法	Expected rate of return 預期回報率	4.9%-5.5%
			Discount rate 貼現率	4.9%-5.5%

## Notes to Interim Condensed Consolidated Financial Statements 中期簡明綜合財務報表附註

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### 32 Fair value and fair value hierarchy (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

### 32 公平值及公平值層級(續)

下表闡述本集團的財務工具的公平值計量層級：

		Fair value measurement using 使用以下各項的公平值計量			
		Quoted price in active markets (Level 1) 活躍市場 報價 (第一級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大的可觀察 輸入數據 (第二級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大的不可觀察 輸入數據 (第三級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Assets measured at fair value: At 30 June 2016 Financial products	按公平值計量的資產： 於二零一六年六月三十日 金融產品	-	-	-	-
At 31 December 2015 Financial products	於二零一五年十二月三十一日 金融產品	-	-	123,942	123,942

During the six months ended 30 June 2016, there were no transfers of fair value measurements among Level 1, Level 2 and Level 3 for financial assets (six months ended 30 June 2015: Nil).

截至二零一六年六月三十日止六個月，財務資產的第一級、第二級及第三級公平值計量之間並無任何轉移(截至二零一五年六月三十日止六個月：無)。

### 33 Events after the reporting period

In addition to the subsequent events disclosed elsewhere in the interim financial statements, the significant subsequent event is as follows:

As at 27 July 2016, Jinzhou Yangguang Energy Co., Ltd. ("Yangguang"), the Company's wholly-owned subsidiary, signed a contract with Alaer Xinyanguang Technology Co., Ltd. and Yongsheng (Shandong) Energy Co., Ltd. According to the contract, Yangguang agreed to acquire 30% equity interest of Golmud Solargiga Energy Electric Power Company Limited (the "target company") at a total cash consideration of RMB32,250,000. At the end of the reporting period, Yangguang owned 70% of the target company's equity interest. After the acquisition, Yangguang would own 100% of the target company's equity interest.

### 33 報告期間後事項

除了在本中期財務報表其他地方披露的期後事項外，下列為重大期後事項：

於二零一六年七月二十七日，本公司之全資附屬公司錦州陽光能源有限公司(「陽光」)與阿拉爾新陽光科技有限公司和永盛(山東)能源有限公司訂立協議，據此陽光同意收購格爾木陽光能源電力有限公司(「目標公司」)之合共30%股本權益，總現金代價為人民幣32,250,000元。截至報告日，陽光擁有目標公司70%股本權益。完成收購後，陽光將擁有目標公司100%股本權益。

### 34 Approval of the interim condensed consolidated financial statements

The interim condensed consolidated financial statements were approved and authorised for issue by the board of the directors on 26 August 2016.

### 34 批准中期簡明綜合財務報表

董事會已於二零一六年八月二十六日核准並許可發出中期簡明綜合財務報表。



This interim report is printed on environmentally friendly paper.  
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