



## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Sunrise (China) Technology Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading and deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

The board of directors (the “Board”) of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2012, together with the comparative figures as follows:

**Condensed Consolidated Statement of Comprehensive Income (Unaudited)**

*For the three months ended 31 March 2012*

	<i>Notes</i>	<b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Turnover		<b>202,459</b>	158,262
Cost of sales		<b>(157,132)</b>	(119,675)
Gross profit		<b>45,327</b>	38,587
Other revenue, gains and losses (net)		<b>4,488</b>	3,830
Gain arising from fair value change of derivative financial instrument		<b>14,737</b>	–
Selling and marketing costs		<b>(5,070)</b>	(5,360)
Administrative expenses		<b>(31,876)</b>	(23,667)
Finance costs		<b>(5,546)</b>	(1,241)
Profit before income tax expense		<b>22,060</b>	12,149
Income tax expense	3	<b>(3,390)</b>	(2,368)
<b>Profit for the period</b>		<b>18,670</b>	9,781
<b>Other comprehensive income</b>			
– exchange differences on translating foreign operations		<b>1,515</b>	3,027
<b>Other comprehensive income for the period, net of tax</b>		<b>1,515</b>	3,027
<b>Total comprehensive income for the period</b>		<b>20,185</b>	12,808
<b>Profit attributable to:</b>			
– owners of the Company		<b>12,381</b>	2,135
– non-controlling interests		<b>6,289</b>	7,646
		<b>18,670</b>	9,781
<b>Total comprehensive income attributable to:</b>			
– owners of the Company		<b>13,119</b>	4,790
– non-controlling interests		<b>7,066</b>	8,018
		<b>20,185</b>	12,808
Earnings per share (HK cents)			
– basic	4	<b>2.87</b>	0.51
– diluted	4	<b>2.86</b>	0.51

**Condensed Consolidated Statement of Changes in Equity (Unaudited)**  
*For the three months ended 31 March 2012*

	Share capital HK\$'000	Share premium HK\$'000	Property revaluation reserve HK\$'000	Statutory reserves (Note (a)) HK\$'000	Share-based payment reserve HK\$'000	Merger reserve (Note (b)) HK\$'000	Cumulative translation adjustment reserve HK\$'000	Accumulated losses HK\$'000	Equity attributable to owners of the Company HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1 January 2011	4,220	155,563	11,293	7,576	11,185	2,441	17,420	(58,528)	151,170	127,108	278,278
Total comprehensive income for the period	-	-	-	-	-	-	2,655	2,135	4,790	8,018	12,808
Transfer of reserves	-	-	-	1,200	-	-	-	(1,440)	(240)	(231)	(471)
At 31 March 2011	<u>4,220</u>	<u>155,563</u>	<u>11,293</u>	<u>8,776</u>	<u>11,185</u>	<u>2,441</u>	<u>20,075</u>	<u>(57,833)</u>	<u>155,720</u>	<u>134,895</u>	<u>290,615</u>
At 1 January 2012	4,318	165,417	11,293	11,891	25,830	2,441	20,335	(113,419)	128,106	153,397	281,503
Total comprehensive income for the period	-	-	-	-	-	-	738	12,381	13,119	7,066	20,185
Lapse of share options previously granted	-	-	-	-	(955)	-	-	955	-	-	-
At 31 March 2012	<u>4,318</u>	<u>165,417</u>	<u>11,293</u>	<u>11,891</u>	<u>24,875</u>	<u>2,441</u>	<u>21,073</u>	<u>(100,083)</u>	<u>141,225</u>	<u>160,463</u>	<u>301,688</u>

Notes:

**(a) Statutory reserves**

Pursuant to the articles of association of the group entities in the People's Republic of China (the "PRC"), appropriations are made from the retained earnings to certain statutory reserves, based on a percentage of profit in accordance with the rules and regulations in the PRC. Such appropriations to reserves would be made only with approval from the board of directors of those group entities.

**(b) Merger reserve**

Merger reserve of the Group represents the difference between the nominal value of the shares issued by the Company and the share capital and share premium of a subsidiary acquired through an exchange of shares.

## **Notes to Condensed Consolidated Financial Statements**

*For the three months ended 31 March 2012*

### **1. GENERAL INFORMATION**

The Company is an investment holding company. The Company's subsidiaries are principally engaged in manufacturing and sales of loudspeaker systems and environment related business.

The Company is a limited liability company incorporated in the Cayman Islands. The Directors regard Zhongyu Group Holdings Limited, a company incorporated in the British Virgin Islands (the "BVI"), as the ultimate holding company.

The shares of the Company have been listed on the GEM since 19 July 2002.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

### **2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretation (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the GEM Listing Rules.

The financial statements have been prepared under the historical cost basis except for land and buildings, investment properties and financial instruments, which are measured at revalued amounts or fair values, as appropriate.

The accounting policies and method of computation used in preparing the financial statements are consistent with those used in the audited financial statements for the year ended 31 December 2011.

The Group has adopted certain new/revised HKFRSs that are effective for the current accounting period. The adoption of the new/revised HKFRSs has no material impact on the Group's financial statements.

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

The condensed financial statements are unaudited but have been reviewed by the audit committee of the Company.

**3. INCOME TAX EXPENSE**

No provision for Hong Kong Profits Tax has been made as there is no assessable profits for the group entities operated in Hong Kong during the three months ended 31 March 2012.

With effect from 1 January 2008, the PRC Enterprise Income Tax ("EIT") rate is 25%, subject to preferential tax treatments.

Taxation arising in other jurisdictions is calculated at the rates in the relevant jurisdictions.

The amount of taxation in the condensed consolidated statement of comprehensive income represents:

	<b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Current tax		
– PRC EIT	3,273	2,368
– Under provision of EIT in prior years	117	–
	<u>3,390</u>	<u>2,368</u>
Income tax expense	<u><b>3,390</b></u>	<u>2,368</u>

**4. EARNINGS PER SHARE**

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

<u>Earnings</u>	<b>2012</b> <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Earnings for the purposes of calculating basic and diluted earnings per share	<u>12,381</u>	<u>2,135</u>
<u>Number of shares</u>	<u>'000</u>	<u>'000</u>
Weighted average number of ordinary shares for the purposes of basic earnings per share	431,765	421,965
Effect of dilutive potential ordinary shares in respect of:		
– Share options	853	–
Weighted average number of ordinary shares for the purposes of diluted earnings per share	<u>432,618</u>	<u>421,965</u>

**5. DIVIDENDS**

The Directors do not recommend the payment of an interim dividend for the three months ended 31 March 2012 (2011: HK\$Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

During the period under review, the Group continued to diversify its businesses in the environment related industry in light of the increasingly sanguine market conditions for environmental protection industry and the Company's strategy to seek sustainable business operations. The Group is currently developing its environmental technology businesses in China and Thailand through Confident Echo Holdings Limited and its subsidiaries (the "Shengyi Technology Group") and Time Pro International Company Limited ("Time Pro") respectively.

The Shengyi Technology Group is principally engaged in the business of environmental technology engineering and construction. It excels in the areas of desulphurisation, which are of particular emphasis for toxin-emitting industries, such as coal chemical processing. As the only coal-chemical desulphurisation specialist in Jiangsu, the Shengyi Technology Group stationed in the National Hi-Tech Industrial Development Zone, which has been uniquely and professionally implementing the technology research, development and application of sulphur recycling. The Shengyi Technology Group provides professional services with self-developed technologies which incurs 3 patents, namely direct oxidation, tail gas recycling dilution and C-C two sectioned method. The Shengyi Technology Group is currently conducting the R&D on a new generation of technology in order to further expand its market. This will bring about a continuous growth and revenue in environmental related business of the Group. As at 31 March 2012, there are 7 outstanding uncompleted orders on hand not yet recognized, with total contract sum of approximately RMB126.8 million (equivalent to approximately HK\$156.0 million), and certain of them are expected to be completed and generate profit in 2012.

The Group's another subsidiary, Time Pro is the first company to provide biomass heat generation service in Thailand by utilizing bio-waste into green alternative energy. It provides cost saving and green solution to industrial manufacturers in Thailand. Through full installation and plant operation, the systems are installed and connected at the client's factory. Most of the projects are ceramic industry related, which require huge amount of heat generation.

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The Group expects that the environment related business opportunities will strengthen and diversify the Group's revenue base, and provide synergistic benefits to the long term development of the Group in China and Thailand.

The Group also continued to strengthen its business and streamline group operations in the manufacturing and sales of quality and high performance loudspeaker systems for leading global automobiles. Mainland China and Germany are the major markets for the Group's loudspeaker system business, contributing to 37.3% and 29.6% respectively of the Group's revenue from manufacturing and sales of loudspeaker systems for the three months ended 31 March 2012 (2011: 34.5% and 48.0% respectively). The Group has secured a position as a leading loudspeaker manufacturer in China with its steadfast business relationships with leading automobile players.

## Financial Review

During the period under review, businesses of the Group continued to record healthy growth in its sales, on the back of improving economic conditions and global consumer appetite, and the Group recorded an improvement in turnover of 27.9% to approximately HK\$202.5 million (2011: HK\$158.3 million). For the three months ended 31 March 2012, revenue generated from environment related business amounted to HK\$13.0 million (2011: Nil) and sales of loudspeaker systems increased by 19.7% to approximately HK\$189.5 million (2011: HK\$158.3 million). The increase in overall sales is primarily attributable to the continual growth of the automobile market and the contributions from the Group's new businesses in the environment related industry. The Group's gross profit ratio was decreased to 22.4% for the three months ended 31 March 2012 (2011: 24.4%) mainly because of the fluctuation in the raw material pricing.

During the three months ended 31 March 2012, the Group recorded net profit of approximately HK\$18.7 million (2011: HK\$9.8 million). Such increase in net profit was mainly attributable to (i) the fair value gain of derivative financial instrument of approximately HK\$14.7 million recognized by the Company in respect of the convertible loan notes and the unlisted warrants issued by the Company; and (ii) the profit generated from the principal businesses of the Group.

## Prospects

As the market demand for desulphurisation in chemical industries in China and biomass heat generation for ceramic industries in Thailand continue to increase, combined with the government support and subsidize to green business, the Group is expected to obtain more projects and generate greater revenue in the future.

The Board believes that the environmental protection sector carries immense growth potential and it is sanguine about the future prospects of the businesses and that the businesses will be value accretive to the Group. It is anticipated that with the insight and experience of the Shengyi Technology Group and Time Pro, the Group will be able to build a dedicated platform in environmental protection in the Asia Pacific and emerge as a key player.

Riding on the rapidly recuperating global economy and improving sentiment in consumer spending, the Group is positive on the prospects of the loudspeaker business and the environment related business.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2012, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

### Long positions in ordinary shares and underlying shares of the Company

Name	Capacity	Number of Ordinary shares held	Number of underlying shares held	Total	Percentage of issued share capital of the Company
Mr. Shan Xiaochang	Interest of a controlled corporation	239,556,536 (Note 1)	–	239,556,536	55.48%
	Beneficial owner	–	35,000,000 (Note 2)	35,000,000	8.11%
		<u>239,556,536</u>	<u>35,000,000</u>	<u>274,556,536</u>	<u>63.59%</u>

#### Notes:

- These shares are held by Zhongyu Group Holdings Limited. The entire issued share capital of Zhongyu Group Holdings Limited is beneficially owned by Mr. Shan Xiaochang, the chairman, the chief executive officer and the executive director of the Company, who is therefore deemed to be interested in the shares held by Zhongyu Group Holdings Limited.
- Total number of shares to be allotted and issued upon exercise in full of options under share option scheme adopted by the Company on 8 July 2002. These share options were conditionally granted to Mr. Shan Xiaochang, the chairman, the chief executive officer and the executive director of the Company on 2 September 2011. Such grants were approved by independent shareholders of the Company at the extraordinary general meeting of the Company on 20 October 2011.

Save as disclosed above, none of the Directors nor chief executives of the Company had interests or short positions in any shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 March 2012.

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

As at 31 March 2012, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

### Long positions in ordinary shares and underlying shares of the Company

Name	Capacity	Number of Ordinary shares held	Number of underlying shares held	Total	Percentage of issued share capital of the Company
Zhongyu Group Holdings Limited (Note 1)	Beneficial owner	239,556,536	–	239,556,536	55.48%
Mr. Shan Xiaochang (Note 1)	Interest of a controlled corporation	239,556,536	–	239,556,536	55.48%
	Beneficial owner	–	35,000,000 (Note 2)	35,000,000	8.11%
		239,556,536	35,000,000	274,556,536	63.59%
Ms. Wu Shuhua (Note 3)	Interest of spouse	239,556,536	35,000,000	274,556,536	63.59%
Mr. Chan Ping Yee	Beneficial owner	73,675,000	–	73,675,000	17.06%
Ms. Liu Sau Wan (Note 4)	Interest of spouse	73,675,000	–	73,675,000	17.06%
Concept Capital Management Limited	Beneficial owner	–	122,654,921	122,654,921	28.41%

#### Notes:

- The entire issued share capital of Zhongyu Group Holdings Limited was solely and beneficially owned by Mr. Shan Xiaochang, the chairman and the chief executive officer and the executive director of the Company, who is therefore deemed to be interested in the shares held by Zhongyu Group Holdings Limited.
- Total number of shares to be allotted and issued upon exercise in full of options under share scheme adopted by the Company on 8 July 2002. These share options were conditionally granted for Mr. Shan Xiaochang, the chairman, the chief executive officer and the executive director of the Company on 2 September 2011. Such grants were approved by independent shareholders of the Company at the extraordinary general meeting of the Company on 20 October 2011.

3. Ms. Wu Shuhua is the spouse of Mr. Shan Xiaochang and, under section 316 of the SFO, is therefore deemed to be interested in all 274,556,536 shares in which Mr. Shan Xiaochang is interested.
4. Ms. Liu Sau Wan is the spouse of Mr. Chan Ping Yee and, under section 316 of the SFO, is therefore deemed to be interested in all 73,675,000 shares in which Mr. Chan Ping Yee is interested.

Save as disclosed above, the Company has not been notified of any other interests or short positions in the issued share capital of the Company as at 31 March 2012.

## SHARE OPTIONS

The Company operates a share option scheme for the purpose of to enable the Company to grant share options to the eligible participants as incentives or rewards for their contribution to the Group. Eligible participants include any employees, directors, consultants or professional advisors, shareholders and suppliers or customers of the Group. The share option scheme became effective on 8 July 2002 and, will remain valid until 7 July 2012. Shares options granted prior to the expiry of the share option scheme will continue to be valid and exercisable in accordance with the rules of the share option scheme. The maximum number of shares of the Company which may be issued upon exercise of all options granted under its share option scheme or any other share option scheme adopted by the Company must not in aggregate exceed 30% of its issued share capital of the Company from time to time. As at 31 March 2012, the Company had 60,700,000 (31 December 2011: 62,700,000) share options outstanding under the share option scheme adopted by the Company on 8 July 2002, which represented approximately 14.1% (31 December 2011: 14.5%) on that date.

The maximum number of share issued and which may fall to be issued upon exercise of the share options granted under the share option scheme to each participant in any 12-month period up to the date of grant must not exceed 1% of the shares in issue unless it is approved by shareholders (other than the grantees and/or their respective associates) in a general meeting of the Company. Any share option granted to a substantial shareholder or an independent non-executive director of the Company or to any of their associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in general meeting of the Company.

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The offer of a grant of share option under the share option scheme may be accepted, upon payment of a nominal consideration of HK\$1 in total by the grantee. A share option granted under the share option scheme may be exercised in whole or in part in the manner provided in the share option scheme by a grantee giving notice in writing to the Company at any time during a period not exceed 10 years from the date an share option granted under the share option scheme is offered.

The exercise price of the share options is a price determined by the Board, in its absolute discretion, but in any case is not less than whichever is the highest of (1) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (2) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (3) the nominal value of the shares of the Company.

The following table discloses movements in the Company's share options during the period:

Name or category of participant	Exercisable period	Exercise price per share of the Company HK\$	Outstanding at 1 January 2012	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 31 March 2012
<b>Directors</b>							
Mr. Shan Xiaochang	20 October 2011 to 1 September 2021	0.962	35,000,000	-	-	-	35,000,000
<b>Employees (other than Directors)</b>							
In aggregate	25 November 2010 to 24 November 2020	0.666	1,000,000	-	-	(1,000,000)	-
	2 September 2011 to 1 September 2021	0.962	5,500,000	-	-	(1,000,000)	4,500,000
			<u>6,500,000</u>	<u>-</u>	<u>-</u>	<u>(2,000,000)</u>	<u>4,500,000</u>
<b>Others</b>							
In aggregate	25 November 2010 to 24 November 2020	0.666	21,200,000	-	-	-	21,200,000
			<u>62,700,000</u>	<u>-</u>	<u>-</u>	<u>(2,000,000)</u>	<u>60,700,000</u>

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed above, at no time during the period were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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## DIRECTORS' INTEREST IN COMPETING BUSINESS

Mr. Yang Ching Yau, executive director, is engaged in the business of manufacturing and trading of various types of loudspeakers through Sonavox Electronics (Suzhou Industrial Park) Company Limited, Sonavox Electronics Inc., Sonavox Electronics Limited, Fortune Win Limited, Asian Elite International Company Limited and their respective subsidiaries and associated companies (collectively known as the "Private Group"). As the business of the Group is overlapping with that of the Private Group to the extent that the Private Group is engaged in the manufacture and sale of loudspeakers for automotive aftermarket, Mr. Yang Ching Yau and the Private Group have entered into the deed of undertaking on 15 July 2002 with the Company pursuant to which Mr. Yang Ching Yau and the Private Group have given to the Group certain non-compete and referral of business opportunities undertakings.

Save as disclosed above, none of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the period.

## **AUDIT COMMITTEE**

The Company has an audit committee which was established in accordance with the requirements of the Code on Corporate Governance Practice as defined in the GEM Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The audit committee comprises Mr. Lee Kam Fan Andrew, Mr. Wang Jialian and Mr. Wang Zhihua who are the independent non-executive Directors.

The Group's unaudited results for the three months ended 31 March 2012 have been reviewed by the audit committee, which was of the opinion that such financial statements complied with the applicable accounting standards and that adequate disclosures have been made.

By order of the Board  
**Sunrise (China) Technology Group Limited**  
**Shan Xiaochang**  
*Chairman*

Hong Kong, 11 May 2012

*As at the date of this report, the Board comprises of four executive Directors, namely Mr. Shan Xiaochang, Ms. Shan Zhuojun, Mr. Ma Arthur On-hing and Mr. Yang Ching Yau; and three independent non-executive Directors, namely Mr. Lee Kam Fan Andrew, Mr. Wang Jialian and Mr. Wang Zhihua.*