

Welling

WELLING HOLDING LIMITED
威靈控股有限公司

Stock Code 股份代號 : 382

INTERIM REPORT
中期報告

2013



| | |
|-----------|---|
| 2 | Corporate Information 公司資料 |
| 4 | Condensed Consolidated Interim Income Statement 簡明綜合中期收益表 |
| 5 | Condensed Consolidated Interim Statement of Comprehensive Income 簡明綜合中期全面收益表 |
| 6 | Condensed Consolidated Interim Statement of Financial Position 簡明綜合中期財務狀況表 |
| 8 | Condensed Consolidated Interim Statement of Changes in Equity 簡明綜合中期權益變動表 |
| 9 | Condensed Consolidated Interim Statement of Cash Flows 簡明綜合中期現金流量表 |
| 10 | Notes to the Condensed Consolidated Interim Financial Information 簡明綜合中期財務資料附註 |
| 35 | Management Discussion and Analysis 管理層討論與分析 |
| 46 | Other Information 其他資料 |



CORPORATE INFORMATION

公司資料

Directors

Executive Directors

Mr. ZHOU Xiangyang (*Chairman*)
Mr. JIANG Deqing (*Chief Executive Officer*)
Ms. YUAN Liqun
Mr. LI Feide
Mr. LU Xiaoji
Mr. LI Yang

Independent Non-executive Directors

Mr. TAN Jinsong
Mr. LAM Ming Yung
Ms. CHEN Chunhua

Audit Committee

Mr. TAN Jinsong (*Chairman*)
Mr. LAM Ming Yung
Ms. CHEN Chunhua

Remuneration Committee

Ms. CHEN Chunhua (*Chairman*)
Mr. TAN Jinsong
Mr. LAM Ming Yung
Mr. ZHOU Xiangyang
Mr. JIANG Deqing

Nomination Committee

Mr. ZHOU Xiangyang (*Chairman*)
Mr. JIANG Deqing
Mr. TAN Jinsong
Mr. LAM Ming Yung
Ms. CHEN Chunhua

Executive Committee

Mr. ZHOU Xiangyang (*Chairman*)
Mr. JIANG Deqing (*Chief Executive Officer*)
Ms. YUAN Liqun
Mr. LI Feide
Mr. LU Xiaoji
Mr. LI Yang

董事

執行董事

周向陽先生(*主席*)
姜德清先生(*首席執行官*)
袁利群女士
李飛德先生
呂曉繼先生
李楊先生

獨立非執行董事

譚勁松先生
林明勇先生
陳春花女士

審核委員會

譚勁松先生(*主席*)
林明勇先生
陳春花女士

薪酬委員會

陳春花女士(*主席*)
譚勁松先生
林明勇先生
周向陽先生
姜德清先生

提名委員會

周向陽先生(*主席*)
姜德清先生
譚勁松先生
林明勇先生
陳春花女士

行政委員會

周向陽先生(*主席*)
姜德清先生(*首席執行官*)
袁利群女士
李飛德先生
呂曉繼先生
李楊先生



CORPORATE INFORMATION 公司資料

Company Secretary

Ms. TANG Wai Ying, Tracy CPA FCCA

Registered Office

Suite 3904, 39/F, Tower 6
The Gateway, Harbour City
9 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

Legal Adviser

Paul Hastings
21-22/F, Bank of China Tower
1 Garden Road
Hong Kong

Auditor

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor Prince's Building
Central
Hong Kong

Principal Bankers

Bank of China Ltd.
Agricultural Bank of China Ltd.
Industrial and Commercial Bank of China Ltd.
China Merchants Bank Co., Ltd.
Bank of Communications Co., Ltd.

Share Registrar

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

Website Address

<http://www.welling.com.cn>

Stock Code

382

公司秘書

鄧惠英女士 CPA FCCA

註冊辦事處

香港
九龍
尖沙咀
廣東道9號
海港城港威大廈
第6座39樓3904室

法律顧問

普衡律師事務所
香港
花園道1號
中銀大廈21-22樓

核數師

羅兵咸永道會計師事務所
執業會計師
香港
中環
太子大廈22樓

主要銀行

中國銀行股份有限公司
中國農業銀行股份有限公司
中國工商銀行股份有限公司
招商銀行股份有限公司
交通銀行股份有限公司

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17M樓

公司網址

<http://www.welling.com.cn>

股份代號

382

INTERIM RESULTS 中期業績

The directors (the “Directors”) of Welling Holding Limited (the “Company”) hereby present the unaudited consolidated results of the Company and its subsidiaries (together, the “Group”) for the six months ended 30 June 2013, together with the comparative figures for 2012. These condensed consolidated interim financial information have not been audited, but have been reviewed by the Company’s audit committee (“Audit Committee”).

威靈控股有限公司(「本公司」)董事(「董事」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至2013年6月30日止6個月之未經審核綜合業績，連同2012年之比較數字。該等簡明綜合中期財務資料未經審核，但已由本公司之審核委員會(「審核委員會」)審閱。

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT 簡明綜合中期收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2013
截至2013年6月30日止6個月

| | | Unaudited 未經審核 | |
|--|----------------------|---|--------------------------|
| | | Six months ended 30 June 截至6月30日止6個月 | |
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| | Note 附註 | | |
| Revenue | 收入 | 6 | 4,582,075 |
| Cost of goods sold | 銷售貨品成本 | | 4,068,821 |
| | | (3,846,641) | (3,474,966) |
| Gross profit | 毛利 | | 735,434 |
| Other gains — net | 其他收益—淨額 | 7 | 11,245 |
| Selling and marketing costs | 銷售及市場推廣成本 | | (91,067) |
| Administrative expenses | 行政開支 | | (140,634) |
| | | | (117,867) |
| Operating profit | 經營利潤 | | 514,978 |
| Finance costs | 融資成本 | | (28,089) |
| Finance income | 融資收入 | | 4,204 |
| Finance costs — net | 融資成本—淨額 | 9 | (23,885) |
| Share of profit of associates | 應佔聯營公司利潤 | | 8,339 |
| | | | 9,901 |
| Profit before income tax | 扣除所得稅前利潤 | | 499,432 |
| Income tax expense | 所得稅開支 | 10 | (80,542) |
| | | | (82,094) |
| Profit for the period | 期內利潤 | | 418,890 |
| Profit attributable to: | 以下人士應佔利潤： | | |
| Owners of the Company | 本公司擁有人 | | 419,369 |
| Non-controlling interests | 非控股權益 | | (479) |
| | | | (1,364) |
| | | | 418,890 |
| Earnings per share attributable to the owners of the Company, expressed in HK cents per share | 本公司擁有人應佔每股盈利，以每股港仙列示 | | |
| — basic | — 基本 | 11 | 14.82 |
| — diluted | — 攤薄 | 11 | 14.75 |
| | | | 12.38 |
| | | | 12.32 |
| Dividends | 股息 | 12 | — |
| | | | — |

The notes on page 10 to 34 form an integral part of this condensed consolidated interim financial information.

載於第10至34頁之附註為本簡明綜合中期財務資料之組成部份。



CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2013

截至2013年6月30日止6個月

| | | Unaudited 未經審核 | |
|---|---------------------|---|--------------------------|
| | | Six months ended 30 June 截至6月30日止6個月 | |
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Profit for the period | 期內利潤 | 418,890 | 348,047 |
| Other comprehensive income/(loss): | 其他全面收益／(虧損)： | | |
| <i>Item that may be reclassified to profit or loss:</i> | 可重新分類至損益的項目： | | |
| Currency translation differences | 貨幣匯兌差異 | 57,874 | (14,728) |
| Other comprehensive income/(loss) for the period | 期內其他全面收益／(虧損) | 57,874 | (14,728) |
| Total comprehensive income for the period | 期內全面收益總額 | 476,764 | 333,319 |
| Total comprehensive income for the period attributable to: | 以下人士應佔期內全面 收益總額： | | |
| Owners of the Company | 本公司擁有人 | 476,270 | 334,990 |
| Non-controlling interests | 非控股權益 | 494 | (1,671) |
| | | 476,764 | 333,319 |

The notes on page 10 to 34 form an integral part of this condensed consolidated interim financial information.

載於第10至34頁之附註為本簡明綜合中期財務資料之組成部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

AS AT 30 JUNE 2013

於2013年6月30日

| | | | Unaudited 未經審核 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | Audited 經審核 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
|---|----------------------|-------|--|--|
| ASSETS | 資產 | | | |
| Non-current assets | 非流動資產 | | | |
| Leasehold land and land use rights | 租賃土地及土地使用權 | 13 | 221,033 | 219,722 |
| Property, plant and equipment | 物業、廠房及設備 | 13 | 1,276,396 | 1,242,984 |
| Intangible assets | 無形資產 | | 84,975 | 77,588 |
| Investments in associates | 聯營公司投資 | | 284,956 | 271,669 |
| Deferred income tax assets | 遞延所得稅資產 | | 36,679 | 39,567 |
| Available-for-sale financial assets | 可供出售金融資產 | | 104,665 | 102,819 |
| Prepayment for property, plant and equipment | 預付物業、廠房及設備款項 | 15 | 3,689 | 3,281 |
| | | | 2,012,393 | 1,957,630 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 14 | 612,440 | 703,531 |
| Trade and other receivables | 貿易及其他應收款 | 15 | 2,901,274 | 2,317,144 |
| Due from related companies | 應收關連公司款項 | 22(c) | 500,521 | 880,436 |
| Derivative financial instruments | 衍生金融工具 | | 16,382 | 14,997 |
| Pledged bank deposits with maturity period over 3 months | 3個月以上到期之已抵押 銀行存款 | | 54,810 | 50,007 |
| Cash and cash equivalents | 現金及現金等價物 | | 1,119,081 | 915,308 |
| | | | 5,204,508 | 4,881,423 |
| Total assets | 總資產 | | 7,216,901 | 6,839,053 |
| EQUITY | 權益 | | | |
| Capital and reserves attributable to the owners of the Company | 本公司擁有人應佔股本及儲備 | | | |
| Share capital | 股本 | 16 | 1,420,156 | 1,410,856 |
| Other reserves | 其他儲備 | 17 | 835,361 | 773,170 |
| Retained earnings | 保留盈利 | | | |
| — Proposed final dividend | — 建議末期股息 | | — | 135,442 |
| — Others | — 其他 | | 1,147,812 | 729,336 |
| | | | 3,403,329 | 3,048,804 |
| Non-controlling interests | 非控股權益 | | 54,944 | 54,450 |
| Total equity | 權益總額 | | 3,458,273 | 3,103,254 |



CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

AS AT 30 JUNE 2013

於2013年6月30日

| | | | Unaudited 未經審核 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | Audited 經審核 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
|--|-----------------|-------|--|--|
| LIABILITIES | 負債 | | | |
| Non-current liabilities | 非流動負債 | | | |
| Borrowings | 借款 | 18 | 86,181 | 129,188 |
| Deferred income tax liabilities | 遞延所得稅負債 | | 108,669 | 94,402 |
| Deferred government grant | 遞延政府補貼 | | 22,969 | 22,802 |
| | | | 217,819 | 246,392 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款 | 19 | 3,078,880 | 2,976,487 |
| Due to related companies | 應付關連公司款項 | 22(c) | 41,981 | 139,614 |
| Derivative financial instruments | 衍生金融工具 | | 4,353 | 8,913 |
| Current income tax liabilities | 即期所得稅負債 | | 51,538 | 57,679 |
| Borrowings | 借款 | 18 | 364,057 | 306,714 |
| | | | 3,540,809 | 3,489,407 |
| Total liabilities | 總負債 | | 3,758,628 | 3,735,799 |
| Total equity and liabilities | 權益及負債總額 | | 7,216,901 | 6,839,053 |
| Net current assets | 流動資產淨額 | | 1,663,699 | 1,392,016 |
| Total assets less current liabilities | 總資產減流動負債 | | 3,676,092 | 3,349,646 |

The notes on page 10 to 34 form an integral part of this condensed consolidated interim financial information.

載於第10至34頁之附註為本簡明綜合中期財務資料之組成部分。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2013
截至2013年6月30日止6個月

| | | Unaudited 未經審核 | | | | | Attributable to the owners of the Company 本公司擁有人應佔 | |
|---------------------------------------|----------------|--|---|--|---------------------------------|---|---|--|
| | | Share capital 股本 HK\$'000 港幣千元 | Other reserves 其他儲備 HK\$'000 港幣千元 | Retained earnings 保留盈利 HK\$'000 港幣千元 | Total 合計 HK\$'000 港幣千元 | Non- controlling interests 非控股權益 HK\$'000 港幣千元 | Total equity 權益總額 HK\$'000 港幣千元 | |
| Balance at 1 January 2012 | 於2012年1月1日之結餘 | 1,410,806 | 700,121 | 384,887 | 2,495,814 | 56,360 | 2,552,174 | |
| Comprehensive income: | 全面收益： | | | | | | | |
| Profit for the period | 期內利潤 | — | — | 349,411 | 349,411 | (1,364) | 348,047 | |
| Other comprehensive loss: | 其他全面虧損： | | | | | | | |
| Currency translation differences | 貨幣匯兌差異 | — | (14,421) | — | (14,421) | (307) | (14,728) | |
| Total comprehensive income | 全面收益總額 | — | (14,421) | 349,411 | 334,990 | (1,671) | 333,319 | |
| Transactions with owners: | 與擁有人進行的交易： | | | | | | | |
| Employee share option scheme | 僱員購股權計劃 | | | | | | | |
| — value of services provided | — 所提供服務之價值 | — | 914 | — | 914 | — | 914 | |
| Dividend relating to 2011 | 2011年度股息 | — | — | (112,865) | (112,865) | — | (112,865) | |
| Total transactions with owners | 與擁有人進行之交易總額 | — | 914 | (112,865) | (111,951) | — | (111,951) | |
| Balance at 30 June 2012 | 於2012年6月30日之結餘 | 1,410,806 | 686,614 | 621,433 | 2,718,853 | 54,689 | 2,773,542 | |
| Balance at 1 January 2013 | 於2013年1月1日之結餘 | 1,410,856 | 773,170 | 864,778 | 3,048,804 | 54,450 | 3,103,254 | |
| Comprehensive income: | 全面收益： | | | | | | | |
| Profit for the period | 期內利潤 | — | — | 419,369 | 419,369 | (479) | 418,890 | |
| Other comprehensive income: | 其他全面收益： | | | | | | | |
| Currency translation differences | 貨幣匯兌差異 | — | 56,901 | — | 56,901 | 973 | 57,874 | |
| Total comprehensive income | 全面收益總額 | — | 56,901 | 419,369 | 476,270 | 494 | 476,764 | |
| Transactions with owners: | 與擁有人進行的交易： | | | | | | | |
| Employee share option scheme | 僱員購股權計劃 | | | | | | | |
| — value of services provided | — 所提供服務之價值 | — | 146 | — | 146 | — | 146 | |
| — proceeds from shares issued | — 發行股份所得款項 | 9,300 | 5,301 | — | 14,601 | — | 14,601 | |
| — share issuance expenses | — 股份發行開支 | — | (157) | — | (157) | — | (157) | |
| Dividend relating to 2012 | 2012年度股息 | — | — | (136,335) | (136,335) | — | (136,335) | |
| Total transactions with owners | 與擁有人進行之交易總額 | 9,300 | 5,290 | (136,335) | (121,745) | — | (121,745) | |
| Balance at 30 June 2013 | 於2013年6月30日之結餘 | 1,420,156 | 835,361 | 1,147,812 | 3,403,329 | 54,944 | 3,458,273 | |

The notes on page 10 to 34 form an integral part of this condensed consolidated interim financial information.

載於第10至34頁之附註為本簡明綜合中期財務資料之組成部分。



CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

簡明綜合中期現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2013

截至2013年6月30日止6個月

Unaudited
未經審核
Six months ended 30 June
截至6月30日止6個月

| | | 2013 | 2012 |
|--|---------------------|------------------|-----------|
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| | Note 附註 | | |
| Net cash generated from/(used in) operating activities | 經營活動產生/(所用)之現金淨額 | 410,221 | (31,788) |
| Cash flows from investing activities | 投資活動之現金流量 | | |
| Purchases of property, plant and equipment | 購置物業、廠房及設備 | (47,411) | (44,344) |
| Increase in construction-in-progress | 在建工程增加 | (63,691) | (40,310) |
| (Increase)/decrease in prepayment for property, plant and equipment | 預付物業、廠房及設備款項(增加)/減少 | (408) | 7,169 |
| Purchases of leasehold land and land use rights | 購置租賃土地及土地使用權 | — | (51,242) |
| Proceeds from disposals of property, plant and equipment | 出售物業、廠房及設備所得款項 | 17,871 | 9,393 |
| Development cost | 開發成本 | (7,505) | (6,035) |
| Net cash used in investing activities | 投資活動所用之現金淨額 | (101,144) | (125,369) |
| Cash flows from financing activities | 融資活動之現金流量 | | |
| Proceeds from borrowings | 借款所得款項 | 817,670 | 232,774 |
| Repayments of borrowings | 償還借款 | (808,178) | (103,725) |
| Increase in pledged bank deposits with maturity period over 3 months | 3個月以上到期之已抵押銀行存款增加 | (4,803) | (18,638) |
| Dividends paid | 已付股息 | (136,335) | (112,865) |
| Proceeds from issuance of ordinary shares | 發行普通股所得款項 | 14,601 | — |
| Share issuance expenses | 股份發行開支 | (157) | — |
| Net cash used in financing activities | 融資活動所用之現金淨額 | (117,202) | (2,454) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加/(減少)淨額 | 191,875 | (159,611) |
| Cash and cash equivalents at the beginning of the period | 期初之現金及現金等價物 | 915,308 | 972,923 |
| Effect on exchange difference | 匯兌差異影響 | 11,898 | (4,450) |
| Cash and cash equivalents at the end of the period | 期末之現金及現金等價物 | 1,119,081 | 808,862 |

The notes on page 10 to 34 form an integral part of this condensed consolidated interim financial information.

載於第10至34頁之附註為本簡明綜合中期財務資料之組成部分。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1. General Information

Welling Holding Limited (the “Company”) and its subsidiaries (together, the “Group”) manufacture, distribute and sell motors and electronic and electric components for electrical household appliances in the People’s Republic of China (the “PRC”) and overseas.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is at Suite 3904, 39/F, Tower 6, The Gateway, Harbour City, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information for the six months ended 30 June 2013 are presented in Hong Kong dollars (“HK\$”), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 9 August 2013.

2. Basis of Preparation

This condensed consolidated interim financial information for the six months ended 30 June 2013 has been prepared in accordance with Hong Kong Accounting Standard 34, ‘Interim financial reporting’. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2012, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1. 一般資料

威靈控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)在中華人民共和國(「中國」)及海外製造、分銷及銷售家用電器之電機及電子電器產品。

本公司為於香港註冊成立之有限責任公司，註冊辦事處地址為香港九龍尖沙咀廣東道9號海港城港威大廈第6座39樓3904室。

本公司股份於香港聯合交易所有限公司主板上市。

除另有指明外，截至2013年6月30日止6個月之簡明綜合中期財務資料以港幣(「港幣」)呈列。此簡明綜合中期財務資料已於2013年8月9日獲董事會批准刊發。

2. 編製基準

截至2013年6月30日止6個月之簡明綜合中期財務資料乃根據香港會計準則第34號「中期財務報告」編製。簡明綜合中期財務資料須與截至2012年12月31日止年度之年度財務報表一併閱讀，該年度財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

3. Accounting Policies

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2012, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

The following new and amended standards and interpretations are mandatory and relevant to the Group for the first time for the financial year beginning 1 January 2013:

- Amendment to HKAS 1, 'Financial statements presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in other comprehensive income ("OCI") on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI. The presentation of the other comprehensive income of the financial statements has been updated accordingly.
- HKFRS 10 'Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. This new standard did not have a material impact on the Group's consolidated financial statements.
- HKAS 27 (revised 2011) 'Separate financial statements' includes the provisions on separate financial statements that are left after the control provisions of HKAS 27 have been included in the new HKFRS 10. This revised standard did not have a material impact on the Group's consolidated financial statements.

3. 會計政策

除下文所述者外，所採用之會計政策與截至2012年12月31日止年度之年度財務報表所採用者(如有關年度財務報表所述)一致。

本中期期間之所得稅按照預期年度總盈利適用之稅率計提。

以下和本集團有關的新準則、準則修訂和詮釋必須在2013年1月1日開始的財務年度首次採納：

- 香港會計準則第1號「財務報表的呈報」有關其他全面收益的修訂。該等修訂產生的主要變動為規定主體必須將其他全面收益(「其他全面收益」)內呈報的項目按照其是否有機會在其後重分類至損益(重分類調整)而組合起來。該等修訂並無針對那些在其他全面收益中呈報的項目。本集團已經根據相關要求於財務報表中更新其他全面收益的呈報。
- 香港財務報告準則第10號「綜合財務報表」建基於現有原則上，認定某一主體是否應包括在母公司的綜合財務報表內時，控制權概念為一項決定性因素。此準則提供額外指引，以在難以評估時協助釐定控制權。該新準則不會對本集團的綜合財務報表造成重大影響。
- 香港會計準則第27號(2011年修訂)「獨立財務報表」包括於香港會計準則第27號的控制權條文納入新香港財務報告準則第10號後遺留的獨立財務報表條文。該修訂準則不會對本集團的綜合財務報表造成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3. Accounting Policies (Continued)

- HKFRS 11 'Joint arrangements' is a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement rather than its legal form. There are two types of joint arrangement: joint operations and joint ventures. Joint operations arise where a joint operator has rights to the assets and obligations relating to the arrangement and hence accounts for its interest in assets, liabilities, revenue and expenses. Joint ventures arise where the joint operator has rights to the net assets of the arrangement and hence equity accounts for its interest. Proportional consolidation of joint ventures is no longer allowed. This new standard did not have a material impact on the Group's consolidated financial statements.
- HKAS 28 (revised 2011) 'Associates and joint ventures' includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of HKFRS 11. This revised standard did not have a material impact on the Group's consolidated financial statements.
- HKFRS 12 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. This new standard did not have a material impact on the Group's consolidated financial statements.
- Amendments to HKFRSs 10, 11 and 12 on transition guidance. These amendments provide additional transition relief to HKFRSs 10, 11 and 12, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. For disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before HKFRS 12 is first applied. These amendments did not have a material impact on the Group's consolidated financial statements.

3. 會計政策(續)

- 香港財務報告準則第11號「合營安排」對合營安排有更實質的反映，集中針對合營安排的權利和義務而非其法定形式。合營安排分為兩大類：共同經營和合營企業。共同經營指其共同經營者有權獲得與安排有關的資產和債務，因此確認其資產、負債、收入和開支的權益。在合營企業中，合營經營者取得安排下淨資產的權利，因此使用權益法入賬。不再容許將合營企業的權益使用比例合併法入賬。該新準則不會對本集團的綜合財務報表造成重大影響。
- 香港財務報告準則第11號發佈後，香港會計準則第28號(2011年修訂)「聯營公司及合營企業」包括有關將合營企業和聯營公司按權益法入賬的規定。該修訂準則不會對本集團的綜合財務報表造成重大影響。
- 香港財務報告準則第12號「於其他實體權益之披露」包括對其他主體的所有形式的權益的披露規定，包括合營安排、聯營公司、特別用途工具和其他資產負債表外工具。該新準則不會對本集團的綜合財務報表造成重大影響。
- 香港財務報告準則第10號、第11號和第12號有關過渡指引的修訂。該等修訂提供有關香港財務報告準則第10號、第11號和第12號的額外過渡豁免，將規定限制於僅提供前一比較期間的經調整比較資料。對於有關非綜合結構化主體的披露，該等修訂將刪除呈報在香港財務報告準則第12號首次應用前各期間的比較資料的規定。該等修訂不會對本集團的綜合財務報表造成重大影響。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

3. Accounting Policies (Continued)

- HKFRS 13 'Fair value measurement' aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs. This new standard did not have a material impact on the Group's consolidated financial statements.
- Amendment to HKFRS 7, 'Financial instruments: Disclosures-Offsetting financial assets and financial liabilities'. The amendments require new disclosure requirements which focus on quantitative information about recognised financial instruments that are offset in the statement of financial position, as well as those recognised financial instruments that are subject to master netting or similar arrangements irrespective of whether they are offset. This amendment did not have a material impact on the Group's consolidated financial statements.
- Amendment to HKAS 34, 'Interim financial reporting'. The amendment clarifies the disclosure requirements for segment assets and liabilities in interim financial statements. This amendment did not have a material impact on the Group's consolidated financial statements.

4. Estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2012.

3. 會計政策(續)

- 香港財務報告準則第13號「公允價值計量」目的為透過提供一個公允價值的清晰定義和作為各項香港財務報告準則就公允價值計量和披露規定的單一來源，以改善一致性和減低複雜性。該等規定並不延伸至公允價值會計入賬的使用，但提供指引說明當香港財務報告準則內有其他準則已規定或容許時，應如何應用此準則。該新準則不會對本集團的綜合財務報表造成重大影響。
- 香港財務報告準則第7號「金融工具：披露 — 抵銷金融資產及金融負債」之修訂本。該等修訂規定了新的披露要求，著重於在財務狀況表中被抵銷的已確認金融工具，以及受總互抵協定或類似協定約束(無論其是否被抵銷)的已確認金融工具的量化資料。該修訂本不會對本集團的綜合財務報表造成重大影響。
- 香港會計準則第34號「中期財務報告」之修訂本，該修訂本闡明了中期財務報表的分部資產及分部負債的披露要求。該修訂本不會對本集團的綜合財務報表造成重大影響。

4. 估計

編製中期財務報表要求管理層對影響會計政策應用以及資產及負債、收入及開支的報告金額作出判斷、估計及假設。實際業績可能與該等估計有所不同。

編製該等簡明綜合中期財務報表時，管理層就應用本集團會計政策所作重大判斷及估計不確定因素的主要來源與截至2012年12月31日止年度的綜合財務報表所用者相同。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

5. Financial Risk Management

5.1 Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2012.

There have been no changes in the risk management department or in any risk management policies since year end.

5.2 Liquidity Risk

Liquidity risk management includes maintaining sufficient cash balance, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions.

5.3 Fair Value Estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

5. 財務風險管理

5.1 財務風險因素

本集團之業務承受多種財務風險：市場風險（包括外幣風險、公允值利率風險、現金流量利率風險以及價格風險）、信貸風險及流動資金風險。

本簡明綜合中期財務報表並不包括年度財務報表規定之所有財務風險管理的資料及披露，並須與本集團截至2012年12月31日止年度之年度財務報表一併閱讀。

自年終以來，風險管理部門並無改變，而風險管理政策亦無任何變更。

5.2 流動資金風險

流動資金風險管理包括維持充足現金結餘、有足夠之已承諾信貸融資額度可供獲取資金及規避市場風險之能力。

5.3 公允值估計

下表是根據估值方法，分析金融工具之公允價值。不同分級定義如下：

- 相同資產或負債之活躍市場報價（未經調整）（第一級）。
- 除包括在第一級之報價外，資產或負債之可觀察直接（即價格）或間接（即源自價格者）輸入資料（第二級）。
- 並非根據可觀察市場資料而釐定之資產或負債之輸入資料（即不可觀察之輸入資料）（第三級）。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

5. Financial Risk Management (Continued)

5.3 Fair Value Estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value as at 30 June 2013.

| | | Level 1 第一級 HK\$'000 港幣千元 | Level 2 第二級 HK\$'000 港幣千元 | Level 3 第三級 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
|--------------------------------------|-----------|------------------------------------|------------------------------------|------------------------------------|---------------------------------|
| Assets | 資產 | | | | |
| Derivative financial instruments | 衍生金融工具 | | | | |
| — Commodity future contracts | — 商品期貨合約 | 64 | — | — | 64 |
| — Foreign exchange forward contracts | — 外匯遠期合約 | — | 16,318 | — | 16,318 |
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| — Equity investments | — 股權投資 | — | — | 104,665 | 104,665 |

| | | Level 1 第一級 HK\$'000 港幣千元 | Level 2 第二級 HK\$'000 港幣千元 | Level 3 第三級 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
|--------------------------------------|-----------|------------------------------------|------------------------------------|------------------------------------|---------------------------------|
| Liabilities | 負債 | | | | |
| Derivative financial instruments | 衍生金融工具 | | | | |
| — Commodity future contracts | — 商品期貨合約 | 2,949 | — | — | 2,949 |
| — Foreign exchange forward contracts | — 外匯遠期合約 | — | 1,404 | — | 1,404 |

5. 財務風險管理(續)

5.3 公允值估計(續)

下表呈列本集團於2013年6月30日按公允值計量之資產及負債。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

5. Financial Risk Management (Continued)

5.3 Fair Value Estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value as at 31 December 2012.

| | | Level 1 第一級 HK\$'000 港幣千元 | Level 2 第二級 HK\$'000 港幣千元 | Level 3 第三級 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
|--------------------------------------|-----------|------------------------------------|------------------------------------|------------------------------------|---------------------------------|
| Assets | | | | | |
| | 資產 | | | | |
| Derivative financial instruments | 衍生金融工具 | | | | |
| — Commodity future contracts | — 商品期貨合約 | 8,214 | — | — | 8,214 |
| — Foreign exchange forward contracts | — 外匯遠期合約 | — | 6,783 | — | 6,783 |
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| — Equity investments | — 股權投資 | — | — | 102,819 | 102,819 |
| | | | | | |
| | | Level 1 第一級 HK\$'000 港幣千元 | Level 2 第二級 HK\$'000 港幣千元 | Level 3 第三級 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
| Liabilities | | | | | |
| | 負債 | | | | |
| Derivative financial instruments | 衍生金融工具 | | | | |
| — Commodity future contracts | — 商品期貨合約 | 59 | — | — | 59 |
| — Foreign exchange forward contracts | — 外匯遠期合約 | — | 8,854 | — | 8,854 |

5. 財務風險管理(續)

5.3 公允值估計(續)

下表呈列本集團於2012年12月31日按公允值計量之資產及負債。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

6. Segment Information

The principal activities of the Group are manufacturing, distributing and selling motors and electronic and electric components for electrical household appliances in the PRC and overseas.

In accordance with the Group's internal financial reporting provided to chief operating decision-maker, the Board of Directors, who is responsible for allocating resources, assessing performance of the operating segments and making strategic decisions, the management considers the business from both business and geographical perspective.

The Group underwent a significant organisational restructuring with the merge of two original major business divisions (micro motor division and washing motor division) to become the new Motor Division in December 2012. From business perspective, the Group is engaged in only one business segment.

The Group is domiciled in the PRC. The Group's revenue from customers located in the PRC and outside the PRC are presented as follows:

| | | Six months ended 30 June 截至6月30日止6個月 | |
|--|-------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Revenue from customers in the PRC | 來自中國境內客戶之收入 | 3,136,987 | 2,565,360 |
| Revenue from customers outside the PRC | 來自中國境外客戶之收入 | 1,445,088 | 1,503,461 |
| | | 4,582,075 | 4,068,821 |

No geographical segment analysis on non-current assets is prepared as substantially all of the Group's assets were located in the PRC.

Information about a Major Customer

Revenue of approximately HK\$510,158,000 (2012: HK\$458,813,000) was derived from a single customer, which is a related party of the Group.

6. 分部資料

本集團之主要業務為在中國及海外製造、分銷及銷售家用電器之電機及電子電器產品。

根據本集團提交予董事會(即負責分配資源、評估營運分部表現及制定策略決策之主要經營決策者)的內部財務報告,管理層認為可從業務及地域兩方面考慮業務狀況。

本集團對組織架構進行了重大調整,於2012年12月合併了原有兩大主要事業部(微電機事業部與洗滌電機事業部)成為新的電機事業部。從業務方面來看,本集團僅從事一個業務分部。

本集團設於中國。本集團來自中國境內及境外客戶之收入呈列如下:

本集團絕大部分資產位於中國,故並無編製非流動資產之地區分部分析。

有關一名主要客戶之資料

為數約港幣510,158,000元(2012年:港幣458,813,000元)之收入來自一名身為本集團關連方之單一客戶。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

7. Other Gains — Net

7. 其他收益 — 淨額

| | | Six months ended 30 June 截至6月30日止6個月 | |
|--|---|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Government grants | 政府補貼 | 6,736 | 3,297 |
| Derivative financial instruments: | 衍生金融工具： | | |
| — fair value (loss)/gain on commodity future contracts not qualified for hedge accounting | — 不符合資格作對沖會計處理 之商品期貨合約公允值 (虧損)/收益 | (18,420) | 13,417 |
| — fair value gain on foreign exchange forward contracts not qualified for hedge accounting | — 不符合資格作對沖會計處理 之外匯遠期合約公允值 收益 | 32,781 | 12,466 |
| Dividend income from available-for-sale financial assets | 可供出售金融資產之 股息收入 | 6,936 | 2,555 |
| Penalty income | 罰款收入 | 2,919 | 2,046 |
| Exchange loss | 匯兌虧損 | (14,504) | (9,544) |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備 之虧損 | (4,466) | (2,259) |
| Others | 其他 | (737) | (99) |
| | | 11,245 | 21,879 |

8. Expenses by Nature

8. 按性質分類之開支

Expenses included in cost of goods sold, selling and marketing costs and administrative expenses are analysed as follows:

計入銷售貨品成本、銷售及市場推廣成本及行政開支的開支分析如下：

| | | Six months ended 30 June 截至6月30日止6個月 | |
|---|------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Depreciation | 折舊 | 77,020 | 63,308 |
| Amortisation of intangible assets | 無形資產攤銷 | 1,561 | 1,543 |
| Amortisation of leasehold land and land use rights | 租賃土地及土地使用權 攤銷 | 2,612 | 2,224 |
| Employee benefit expenses | 僱員福利開支 | 500,536 | 363,632 |
| Operating lease rental for land and buildings | 土地及樓宇經營租賃租金 | 4,541 | 5,297 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

9. Finance Costs — Net

9. 融資成本 — 淨額

| | | Six months ended 30 June 截至6月30日止6個月 | |
|---|----------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Interest expense | 利息開支 | (14,382) | (7,283) |
| Exchange loss — net | 匯兌虧損 — 淨額 | (13,707) | (3,708) |
| Finance cost | 融資成本 | (28,089) | (10,991) |
| Finance income — interest income on bank deposit | 融資收入 — 銀行存款之 利息收入 | 4,204 | 2,762 |
| Net finance costs | 融資成本淨額 | (23,885) | (8,229) |

10. Income Tax Expense

10. 所得稅開支

| | | Six months ended 30 June 截至6月30日止6個月 | |
|----------------------------|-----------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Current income tax | 即期所得稅 | | |
| — PRC corporate income tax | — 中國企業所得稅 | 59,014 | 54,381 |
| — Hong Kong profits tax | — 香港利得稅 | 180 | — |
| Deferred income tax | 遞延所得稅 | 21,348 | 27,713 |
| | | 80,542 | 82,094 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

10. Income Tax Expense (Continued)

(i) Macao and British Virgin Islands profits tax

The Group has not been subject to any taxation in these jurisdictions for both periods.

(ii) Hong Kong profits tax

Hong Kong profits tax is provided at annual income tax rate of 16.5% for the periods under review.

(iii) PRC corporate income tax

PRC corporate income tax is provided for on 25% of the profits for the PRC statutory financial reporting purpose, adjusted for those items, which are not assessable or deductible for the PRC corporate income tax purpose, except for certain subsidiaries which were entitled to different preferential tax rate of 15% during both periods.

10. 所得稅開支(續)

(i) 澳門及英屬處女群島利得稅

本集團於兩個期間均毋須繳納此等司法權區的任何稅項。

(ii) 香港利得稅

期內，香港利得稅乃按照年度所得稅稅率16.5%計提。

(iii) 中國企業所得稅

除若干附屬公司於兩個期間內可享有不同的優惠稅率15%外，中國企業所得稅乃按中國法定財務呈報利潤之25%計提，並對不可就中國企業所得稅評稅或扣減之項目作出調整。

11. Earnings Per Share

(a) Basic

Basic earnings per share are calculated by dividing the profit for the period by the weighted average number of ordinary shares in issue during the period.

11. 每股盈利

(a) 基本

每股基本盈利乃按期內利潤除以期內已發行普通股之加權平均數計算。

| | | Six months ended 30 June 截至6月30日止6個月 | |
|---|-------------------------|---|-----------|
| | | 2013 | 2012 |
| Profit for the period attributable to the owners of the Company (HK\$'000) | 本公司擁有人應佔期內利潤(港幣千元) | 419,369 | 349,411 |
| Weighted average number of ordinary shares for the purposes of basic earnings per share ('000 shares) | 用於計算每股基本盈利之普通股加權平均數(千股) | 2,829,352 | 2,821,613 |
| Basic earnings per share (HK cents) | 每股基本盈利(港仙) | 14.82 | 12.38 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

11. Earnings Per Share (Continued)

(b) Diluted

For the six months ended 30 June 2013 and 2012, diluted earnings per share were calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The dilutive potential ordinary shares of the Company are performance-based share options. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

11. 每股盈利(續)

(b) 攤薄

截至2013年及2012年6月30日止6個月，每股攤薄盈利乃透過調整已發行普通股之加權平均數，以假設潛在攤薄普通股獲全數轉換計算。本公司之潛在攤薄普通股為以表現為基準之購股權。就購股權而言，會按尚未行使購股權所附認購權之貨幣價值進行計算，以釐定可按公允值（按本公司股份平均年度市場股價釐定）收購之股份數目。按上述方法計算之股份數目會與假設因購股權獲行使而應已發行之股份數目作比較。

| | | Six months ended 30 June | |
|---|---------------------------------|---------------------------------|-----------|
| | | 截至6月30日止6個月 | |
| | | 2013 | 2012 |
| Profit for the period attributable to the owners of the Company (HK\$'000) | 本公司擁有人應佔期內利潤 (港幣千元) | 419,369 | 349,411 |
| Weighted average number of ordinary shares for the purposes of basic earnings per share ('000 shares) | 用於計算每股基本盈利之 普通股加權平均數 (千股) | 2,829,352 | 2,821,613 |
| Adjustments for share options ('000 shares) | 購股權調整(千股) | 13,803 | 15,022 |
| | | 2,843,155 | 2,836,635 |
| Diluted earnings per share (HK cents) | 每股攤薄盈利(港仙) | 14.75 | 12.32 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

12. Dividends

A 2012 final dividend of HK4.8 cents (2011 final: HK4 cents), totaling approximately HK\$136,335,000 has been declared in the Company's Annual General Meeting on 30 May 2013 and was paid to the owners of the Company on 17 June 2013.

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2013 (2012: Nil).

12. 股息

本公司於2013年5月30日舉行的股東週年大會上宣派2012年末期股息4.8港仙(2011年末期：4港仙)，合共約港幣136,335,000元，已於2013年6月17日向本公司擁有人派付。

董事議決不宣派截至2013年6月30日止6個月之中期股息(2012年：無)。

13. Capital Expenditure

13. 資本開支

| | | Leasehold land and land use rights 租賃土地及 土地使用權 HK\$'000 港幣千元 | Property, plant and equipment 物業、廠房 及設備 HK\$'000 港幣千元 |
|---|------------------------|--|---|
| Opening net book amount as at 1 January 2012 | 於2012年1月1日之 期初賬面淨值 | 171,367 | 1,137,570 |
| Additions | 添置 | 51,242 | 84,654 |
| Disposals | 出售 | — | (11,652) |
| Amortisation/depreciation charges | 攤銷/折舊開支 | (2,224) | (63,308) |
| Exchange difference | 匯兌差異 | (1,103) | (6,067) |
| Closing net book amount as at 30 June 2012 | 於2012年6月30日之 期末賬面淨值 | 219,282 | 1,141,197 |
| Opening net book amount as at 1 January 2013 | 於2013年1月1日之 期初賬面淨值 | 219,722 | 1,242,984 |
| Additions | 添置 | — | 111,102 |
| Disposals | 出售 | — | (22,337) |
| Amortisation/depreciation charges | 攤銷/折舊開支 | (2,612) | (77,020) |
| Exchange difference | 匯兌差異 | 3,923 | 21,667 |
| Closing net book amount as at 30 June 2013 | 於2013年6月30日之 期末賬面淨值 | 221,033 | 1,276,396 |

Certain of the property of the Group with net book value of approximately HK\$40,696,000 (31 December 2012: approximately HK\$53,126,000) and leasehold land and land use rights with net book value of approximately HK\$45,157,000 (31 December 2012: approximately HK\$44,937,000) have been pledged as security for the Group's banking facilities.

本集團賬面淨值約港幣40,696,000元(2012年12月31日：約港幣53,126,000元)之若干物業以及賬面淨值約港幣45,157,000元(2012年12月31日：約港幣44,937,000元)之租賃土地及土地使用權已作為本集團銀行授信之抵押。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

14. Inventories

14. 存貨

| | | As at 於 | |
|------------------|-----|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Raw materials | 原材料 | 174,851 | 210,586 |
| Work-in-progress | 在製品 | 101,145 | 31,026 |
| Finished goods | 製成品 | 336,444 | 461,919 |
| | | 612,440 | 703,531 |

15. Trade and Other Receivables

15. 貿易及其他應收款

| | | As at 於 | |
|--|--------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Trade receivables (Note (a)) | 貿易應收款(附註(a)) | 1,433,990 | 1,265,739 |
| Less: provision for impairment | 減：減值撥備 | (31,796) | (31,360) |
| Trade receivables — net | 貿易應收款 — 淨額 | 1,402,194 | 1,234,379 |
| Notes receivable (Note (a)) | 應收票據(附註(a)) | 1,167,120 | 660,589 |
| Prepayments | 預付款 | 141,962 | 204,005 |
| Other receivables | 其他應收款 | 128,663 | 131,348 |
| Prepaid value-added tax — net | 預付增值稅 — 淨額 | 65,024 | 90,104 |
| | | 2,904,963 | 2,320,425 |
| Less: non-current portion | 減：非即期部分 | | |
| Prepayment for property, plant and equipment | 預付物業、廠房及設備款項 | (3,689) | (3,281) |
| | | 2,901,274 | 2,317,144 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

15. Trade and Other Receivables (Continued)

- (a) The majority of the Group's trade receivables are with credit period from 60 days to 150 days. The ageing analysis of the gross trade receivables and notes receivable of the Group are as follows:

| | | As at 於 | |
|---------------------------------|-----------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Gross trade receivables: | 貿易應收款總額： | | |
| Within 3 months | 3個月以內 | 1,221,782 | 1,097,885 |
| 3 to 6 months | 3至6個月 | 199,187 | 155,762 |
| Over 6 months | 6個月以上 | 13,021 | 12,092 |
| | | 1,433,990 | 1,265,739 |

| | | As at 於 | |
|--------------------------|--------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Notes receivable: | 應收票據： | | |
| Within 3 months | 3個月以內 | 266,948 | 259,653 |
| 3 to 6 months | 3至6個月 | 900,172 | 400,936 |
| | | 1,167,120 | 660,589 |

15. 貿易及其他應收款(續)

- (a) 本集團大部分貿易應收款之信貸期介乎60日至150日。本集團貿易應收款及應收票據總額之賬齡分析如下：



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

16. Share Capital

16. 股本

| | | Authorised ordinary shares 法定普通股 | |
|---|--|--|------------------|
| | | Number of shares ('000) | HK\$'000 |
| | | 股份數目(千股) | 港幣千元 |
| At 1 January 2012, 30 June 2012, 31 December 2012 and 30 June 2013, at HK\$0.5 each | 於2012年1月1日、 2012年6月30日、 2012年12月31日及 2013年6月30日 每股面值港幣0.5元 | 4,000,000 | 2,000,000 |
| | | Issued and fully paid ordinary shares 已發行及繳足股本之普通股 | |
| | | Number of shares ('000) | HK\$'000 |
| | | 股份數目(千股) | 港幣千元 |
| At 1 January 2012 and 30 June 2012, at HK\$0.5 each | 於2012年1月1日及 2012年6月30日 每股面值港幣0.5元 | 2,821,613 | 1,410,806 |
| Shares issued under the employee share option scheme (i) | 根據僱員購股權計劃已發行 之股份(i) | 100 | 50 |
| At 31 December 2012 and 1 January 2013, at HK\$0.5 each | 於2012年12月31日及 2013年1月1日 每股面值港幣0.5元 | 2,821,713 | 1,410,856 |
| Shares issued under the employee share option scheme (ii) | 根據僱員購股權計劃已發行 之股份(ii) | 18,600 | 9,300 |
| At 30 June 2013, at HK\$0.5 each | 於2013年6月30日 每股面值港幣0.5元 | 2,840,313 | 1,420,156 |

(i) The share options exercised by an employee of the Group for the year ended 31 December 2012, resulted in 100,000 shares being issued at HK\$0.785 each, yielding proceeds after transaction costs of approximately HK\$72,000. The weighted average closing price of shares of the Company at the time of exercise of share options was HK\$1.20.

(ii) The share options exercised by the employees of the Group for the period ended 30 June 2013, resulted in 18,600,000 shares being issued at HK\$0.785 each, yielding proceeds after transaction costs of approximately HK\$14,444,000. The weighted average closing price of shares of the Company at the time of exercise of share options was HK\$1.53.

(iii) Details of the movements in respect of share option schemes are set out under the section "Other Information" on pages 48 to 49.

(i) 截至2012年12月31日止年度，本集團一名僱員行使購股權，導致100,000股股份按每股港幣0.785元的價格發行，扣除交易費後的所得款項約為港幣72,000元。購股權獲行使時，本公司股份的加權平均收市價為港幣1.20元。

(ii) 截至2013年6月30日止期間，本集團僱員行使購股權，導致18,600,000股股份按每股港幣0.785元的價格發行，扣除交易費後的所得款項約為港幣14,444,000元。購股權獲行使時，本公司股份的加權平均收市價為港幣1.53元。

(iii) 有關購股權計劃變動之詳情載於第48至49頁「其他資料」一節。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

17. Other Reserves

17. 其他儲備

| | | Share premium | Statutory reserve fund | General reserve fund | Enterprise expansion fund | Share option reserve | Share-based payment reserve | Available-for-sale revaluation reserve | Exchange reserve | Merger reserve | Total |
|----------------------------------|----------------------|------------------|------------------------|----------------------|---------------------------|----------------------|-----------------------------|--|------------------|--------------------|----------------|
| | | 股份溢價 | 法定儲備基金 | 一般儲備基金 | 企業發展基金 | 購股權儲備 | 為基礎的支付儲備 | 可供出售重估儲備 | 匯兌儲備 | 合併儲備 | 合計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| | | | Note (a) | Note (a) | Note (a) | | Note (b) | | | Note (c) | |
| | | | 附註(a) | 附註(a) | 附註(a) | | 附註(b) | | | 附註(c) | |
| Balance at 1 January 2012 | 於2012年1月1日結餘 | 3,523,395 | 3,153 | 123,126 | 113,973 | 26,187 | — | 4,694 | 163,606 | (3,258,013) | 700,121 |
| Employee share option scheme | 僱員購股權計劃 | | | | | | | | | | |
| — value of services provided | — 所提供服務之價值 | — | — | — | — | 914 | — | — | — | — | 914 |
| Currency translation differences | 貨幣匯兌差異 | — | — | — | — | — | — | — | (14,421) | — | (14,421) |
| Balance at 30 June 2012 | 於2012年6月30日結餘 | 3,523,395 | 3,153 | 123,126 | 113,973 | 27,101 | — | 4,694 | 149,185 | (3,258,013) | 686,614 |
| Balance at 1 January 2013 | 於2013年1月1日結餘 | 3,523,417 | 5,241 | 145,832 | 136,679 | 25,632 | 19,423 | 10,212 | 164,747 | (3,258,013) | 773,170 |
| Employee share option scheme | 僱員購股權計劃 | | | | | | | | | | |
| — value of services provided | — 所提供服務之價值 | — | — | — | — | 146 | — | — | — | — | 146 |
| — proceeds from shares issued | — 發行股份所得款項 | 5,301 | — | — | — | — | — | — | — | — | 5,301 |
| — share issuance expenses | — 股份發行開支 | (157) | — | — | — | — | — | — | — | — | (157) |
| Currency translation differences | 貨幣匯兌差異 | — | — | — | — | — | — | — | 56,901 | — | 56,901 |
| Balance at 30 June 2013 | 於2013年6月30日結餘 | 3,528,561 | 5,241 | 145,832 | 136,679 | 25,778 | 19,423 | 10,212 | 221,648 | (3,258,013) | 835,361 |

(a) The Company's PRC subsidiaries are required to follow the laws and regulations of the PRC and their articles of association. These subsidiaries are required to provide for certain statutory funds, namely, general reserve fund and enterprise expansion fund, which are appropriated from net profit after taxation but before dividend distribution based on the local statutory accounts prepared in accordance with the accounting principles and relevant financial regulations applicable to enterprises established in the PRC. These PRC subsidiaries are required to allocate at least 10% of its net profit to the reserve fund until the balance of such fund has reached 50% of its registered capital. Such appropriations are determined at the discretion of the directors. The general reserve fund can only be used, upon approval by the relevant authority, to offset accumulated deficit or increase capital.

(a) 本公司在中國之附屬公司須遵守中國法律及法規，以及各自之組織章程細則。該等附屬公司須提供若干法定基金，分別為一般儲備基金及企業發展基金，均自除稅後但未計股息分派之純利中提取。該純利根據按中國內地企業適用之會計原則及相關財務法規而編製之國內法定賬目計算。此等中國附屬公司須將其純利最少10%分配至儲備基金，直至該儲備基金結餘達至其註冊資本之50%為止。此等撥款由董事酌情釐定。一般儲備基金僅在有關當局批准後始可用作抵銷累計虧損或增加資本。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

17. Other Reserves (Continued)

- (b) Midea Group Co., Ltd. (“Midea”), the intermediate holding company of the Company, implemented an incentive share plan for core management staff of Midea and its major subsidiaries during the year ended 31 December 2012, under which Foshan Shunde Midea Investment Holding Co., Ltd. (“Shunde Midea”), the controlling shareholder of Midea, transferred its equity interest in Ningbo Meicheng Equity Investment Partnership (“Ningbo Meicheng”) to the participants to the said incentive share plan. Ningbo Meicheng holds an aggregate interest of 3% (representing 30 million shares) in the share capital of Midea. Further to the arrangement of the incentive share plan, Shunde Midea transferred 3% of its equity interest in Ningbo Meicheng to two executive directors of the Company, namely, Mr. Zhou Xiangyang and Mr. Jiang Deqing on 22 November 2012.

Since the Company has no obligation to settle the above share-based payment transaction granted by Shunde Midea, the difference between the fair value of the shares transferred and the cash consideration paid for such shares amounting to HK\$19,423,000 was treated as an equity-settled share-based payment. Award of the said shares were vested immediately and this share-based payment were recognised as expenses in the Group’s consolidated income statement. The Group accounted for the shares granted to its Directors as a contribution from its ultimate holding company and credited it to share-based payment reserve. The fair value of the shares transferred as estimated by management using market approach by referencing the market capitalisation and Price/Earnings multiple for the listed and unlisted subsidiaries controlled by Midea respectively.

- (c) Merger reserve represents the difference between the consideration paid for the acquisition under common control, and the aggregate nominal value of share capital/paid-up capital of the subsidiaries comprising the Group contributed by the owners of the Company.

17. 其他儲備(續)

- (b) 截至2012年12月31日止年度，本公司中間控股公司美的集團股份有限公司(「美的」)為其本身及主要附屬公司核心管理人員實行管理團隊持股計劃，據此，美的之控股股東佛山市順德區美的投資控股有限公司(「順德美的」)將其持有寧波美晟股權投資合夥企業(「寧波美晟」)的股權轉讓予上述管理團隊持股計劃的參與者。寧波美晟持有美的股本中合共3%的權益(相當於30,000,000股股份)。而在管理團隊持股計劃安排內，順德美的亦於2012年11月22日將其持有寧波美晟的3%股權轉讓予本公司兩名執行董事周向陽先生及姜德清先生。

由於本公司無責任支付順德美的授出上述以股份為基礎支付的交易，故此獲轉讓股份的公允價值與已付有關股份現金代價之差額港幣19,423,000元已被視為以權益結算以股份為基礎的支付。上述授出的股份已即時歸屬，而以股份為基礎的支付於本集團綜合收益表內確認為開支。本集團將授予其董事的股份以其最終控股公司作出的貢獻入賬，並計入以股份為基礎的支付儲備。獲轉讓股份的公允價值按管理層的估計利用市場價格比較法，並參照美的的分別控制的上市及非上市附屬公司的市值與市盈率予以釐定。

- (c) 合併儲備指在共同控制下收購所付之代價與本公司擁有人注入本集團成員附屬公司之股本／繳足股本之面值總額之差額。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

18. Borrowings

18. 借款

| | | As at 於 | |
|---------------------------------------|------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Non-current | 非即期 | | |
| Long-term bank borrowings, unsecured | 長期銀行借款—無抵押 | 86,181 | 129,188 |
| Current | 即期 | | |
| Short-term bank borrowings, unsecured | 短期銀行借款—無抵押 | 364,057 | 306,714 |
| | | 450,238 | 435,902 |

The effective interest rates of the above floating rate borrowings at the end of the reporting period were 1.59% per annum (31 December 2012: 2.42% per annum).

於報告期末，上述浮息借款之實際年利率為1.59%(2012年12月31日：年利率2.42%)。

19. Trade and Other Payables

19. 貿易及其他應付款

| | | As at 於 | |
|---------------------------------------|-----------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Trade payables (Note (a)) | 貿易應付款(附註(a)) | 1,323,565 | 1,163,759 |
| Notes payable (Notes (a) & (b)) | 應付票據(附註(a)及(b)) | 1,416,038 | 1,409,466 |
| | | 2,739,603 | 2,573,225 |
| Provision for staff welfare and bonus | 員工福利及花紅撥備 | 105,788 | 153,699 |
| Accruals | 預提費用 | 35,451 | 30,713 |
| Advances from customers | 預收客戶賬款 | 23,309 | 4,025 |
| Other payables | 其他應付款 | 174,045 | 213,777 |
| Others | 其他 | 684 | 1,048 |
| | | 3,078,880 | 2,976,487 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

19. Trade and Other Payables (Continued)

- (a) The ageing analysis of the trade payables and notes payable of the Group was as follows:

| | | As at 於 | |
|-----------------|-------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Within 3 months | 3個月以內 | 1,921,769 | 1,488,073 |
| 3 to 6 months | 3至6個月 | 765,049 | 1,027,804 |
| Over 6 months | 6個月以上 | 52,785 | 57,348 |
| | | 2,739,603 | 2,573,225 |

- (b) The balance represents non-interest bearing bank acceptance notes issued by the Group with maturity periods of less than six months. As at 30 June 2013, certain notes payable were pledged by bank deposits of approximately HK\$115,331,000 (31 December 2012: approximately HK\$139,598,000).

19. 貿易及其他應付款(續)

- (a) 本集團貿易應付款及應付票據之賬齡分析如下：

- (b) 有關結餘為本集團發出之不計息銀行承兌票據，到期期限少於6個月。於2013年6月30日，若干應付票據以銀行存款約港幣115,331,000元(2012年12月31日：約港幣139,598,000元)作為抵押。

20. Contingent Liabilities

As at 30 June 2013 and 31 December 2012, the Group and the Company did not have any material contingent liabilities.

20. 或然負債

於2013年6月30日及2012年12月31日，本集團及本公司並無任何重大或然負債。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

21. Commitments

(a) Capital Commitments

| | | As at 於 | |
|---|--------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Contracted but not provided for | 已訂約但未撥備 | | |
| — purchase of property, plant and equipment | — 購置物業、廠房及設備 | 88,763 | 120,267 |

(b) Operating Lease Commitments

The future aggregate minimum lease payments of the Group under non-cancellable operating leases are as follows:

| | | As at 於 | |
|---|------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Not later than one year | 不超過1年 | 8,109 | 5,879 |
| Later than one year and not later than five years | 超過1年但不超過5年 | 9,909 | 7,027 |
| | | 18,018 | 12,906 |

21. 承擔

(a) 資本承擔

| | | As at 於 | |
|---|--------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Contracted but not provided for | 已訂約但未撥備 | | |
| — purchase of property, plant and equipment | — 購置物業、廠房及設備 | 88,763 | 120,267 |

(b) 經營租賃承擔

本集團根據不可撤銷之經營租賃於未來應付之最低租賃款項總額如下：

| | | As at 於 | |
|---|------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| Not later than one year | 不超過1年 | 8,109 | 5,879 |
| Later than one year and not later than five years | 超過1年但不超過5年 | 9,909 | 7,027 |
| | | 18,018 | 12,906 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

22. Related Party Transactions

Transactions between the Company and its subsidiaries have been eliminated on consolidation. Transactions between the Group and other related parties during the period are summarised below:

(a) Transactions with Related Parties

The following transactions were carried out with related parties in accordance with the terms mutually agreed by the respective parties:

22. 關連方交易

本公司與其附屬公司間之交易已於綜合賬目時對銷。期內本集團與其他關連方之交易概述如下：

(a) 與關連方之交易

以下乃與關連方按各訂約方相互協定之條款進行之交易：

| | | Six months ended 30 June 截至6月30日止6個月 | |
|---|----------------------------|--|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Sales to related parties: | 向關連方銷售： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 1,825,171 | 1,333,500 |
| — Controlled by a substantial shareholder of the ultimate holding company | — 由最終控股公司之主要股東控制 | — | 6,495 |
| | | 1,825,171 | 1,339,995 |
| Purchase from related parties: | 向關連方採購： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 10,576 | 118,637 |
| — Controlled by a substantial shareholder of the ultimate holding company | — 由最終控股公司之主要股東控制 | — | 81 |
| — Controlled by a close family member of the ultimate holding company's substantial shareholder | — 由最終控股公司主要股東之近親控制 | 62,092 | 1,496 |
| | | 72,668 | 120,214 |
| Logistics services received from related parties: | 向關連方獲取物流服務： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 4,008 | — |
| Rental expenses paid to a related party: | 向關連方支付的租金開支： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | — | 1,661 |
| Short-term borrowings received from Midea Group Finance Co., Ltd. ("Finance Company"): | 從美的集團財務有限公司(「財務公司」)取得短期借款： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 539,794 | 233,817 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

22. Related Party Transactions (Continued)

22. 關連方交易(續)

(a) Transactions with Related Parties (Continued)

(a) 與關連方之交易(續)

| | | Six months ended 30 June 截至6月30日止6個月 | |
|--|-------------------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Short-term borrowings repaid to the Finance Company | 向財務公司償還短期借款 | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 539,794 | 233,817 |
| Issues of bills through the Finance Company: | 經由財務公司開具之票據： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 787,924 | 55,070 |
| Discounted bills through the Finance Company: | 經由財務公司貼現之票據： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 418,372 | 72,638 |
| Interest income on deposits received from the Finance Company: | 向財務公司收取存款利息收入： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 851 | 735 |
| Interest expense and bank charges paid to the Finance Company: | 向財務公司支付利息開支及銀行費用： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 7,686 | 3,756 |

(b) Key Management Compensation

(b) 主要管理人員酬金

| | | Six months ended 30 June 截至6月30日止6個月 | |
|--------------------------------------|-----------|---|--------------------------|
| | | 2013 HK\$'000 港幣千元 | 2012 HK\$'000 港幣千元 |
| Salaries and other employee benefits | 薪金及其他僱員福利 | 3,579 | 2,807 |
| Share-based payments | 以股份為基礎的支付 | 132 | 611 |
| | | 3,711 | 3,418 |



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

22. Related Party Transactions (Continued)

(c) Balances with Related Companies

| | | As at 於 | |
|--|---------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| (i) Due from related companies: | (i) 應收關連公司款項： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 500,521 | 880,436 |

The credit period for the amount due from related companies are within 180 days.

As at 30 June 2013, the amount due from related companies including notes receivable of approximately HK\$256,384,000 (31 December 2012: approximately HK\$410,580,000).

22. 關連方交易(續)

(c) 與關連公司之結餘

| | | As at 於 | |
|--|---------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| (i) Due from related companies: | (i) 應收關連公司款項： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 500,521 | 880,436 |

應收關連公司款項金額之信貸期為180日以內。

於2013年6月30日，應收關連公司款項金額包括應收票據約為港幣256,384,000元(2012年12月31日：約港幣410,580,000元)。

| | | As at 於 | |
|---|--------------------|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| (ii) Due to related companies: | (ii) 應付關連公司款項： | | |
| — Controlled by the ultimate holding company | — 由最終控股公司控制 | 15,652 | 137,419 |
| — Controlled by a substantial shareholder of the ultimate holding company | — 由最終控股公司之主要股東控制 | — | 247 |
| — Controlled by a close family member of the ultimate holding company's substantial shareholder | — 由最終控股公司主要股東之近親控制 | 26,329 | 1,948 |
| | | 41,981 | 139,614 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION 簡明綜合中期財務資料附註

22. Related Party Transactions (Continued)

(c) Balances with Related Companies (Continued)

As at 30 June 2013, the amount due to related companies including notes payable of approximately HK\$25,672,000 (31 December 2012: approximately HK\$36,293,000).

The balances due from/to related companies are denominated in RMB, unsecured, interest free and are repayable on demand. No balance due from related companies is past due or impaired.

22. 關連方交易(續)

(c) 與關連公司之結餘(續)

於2013年6月30日，應付關連公司款項金額包括應付票據約為港幣25,672,000元(2012年12月31日：約港幣36,293,000元)。

應收／應付關連公司結餘以人民幣列值，並為無抵押、免息且須於要求時償還。概無應收關連公司結餘逾期或減值。

| | | As at 於 | |
|-------|---|---|--|
| | | 30 June 2013 2013年 6月30日 HK\$'000 港幣千元 | 31 December 2012 2012年 12月31日 HK\$'000 港幣千元 |
| (iii) | Short-term deposits in the Finance Company: — Controlled by the ultimate holding company | (iii) 於財務公司之短期存款： — 由最終控股公司控制 | 355,411 |
| | | 761,913 | |
| (iv) | Bills have been issued but not yet due in the Finance Company: — Controlled by the ultimate holding company | (iv) 於財務公司已開具但尚未到期票據： — 由最終控股公司控制 | 352,288 |
| | | 787,924 | |
| (v) | Discounted bills receivable not yet due in the Finance Company: — Controlled by the ultimate holding company | (v) 於財務公司已貼現但尚未到期應收票據： — 由最終控股公司控制 | 115,861 |
| | | 275,252 | |

23. Ultimate Holding Company

The Directors regard Shunde Midea, a company incorporated in the PRC, as the ultimate holding company.

23. 最終控股公司

董事視順德美的(於中國註冊成立之公司)為最終控股公司。



INTERIM DIVIDEND

中期股息

The Board of Directors of the Company (the "Board") has resolved not to declare an interim dividend in respect of the six months ended 30 June 2013 (2012: Nil).

本公司董事會(「董事會」)議決不宣派截至2013年6月30日止6個月之中期股息(2012年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Business Review

For the six months ended 30 June 2013, the Group's profit attributable to the owners of the Company and earnings per share amounted to approximately HK\$419,369,000 (2012: approximately HK\$349,411,000) and HK14.82 cents (2012: HK12.38 cents) respectively, representing a profit growth of 20%. The profit growth was mainly attributable to an increase in the overall sales volume of our motor products for electrical household appliances on the back of rising demand for electrical household appliances in the first half of the year.

業務回顧

截至2013年6月30日止6個月，本公司擁有人應佔本集團利潤約港幣419,369,000元(2012年：約港幣349,411,000元)，及每股盈利為14.82港仙(2012年：12.38港仙)，利潤增長20%。利潤上升主要受家電產品上半年市場需求上升導致家電電機產品整體銷量相應上升所影響。

The Group's turnover for the six months ended 30 June 2013 amounted to approximately HK\$4,582,075,000 (2012: approximately HK\$4,068,821,000), representing a year-on-year growth of 13%. The Group's gross profit margin was 16.1% (2012: 14.6%). The rise in gross profit margin was primarily attributable to a better product mix, coupled with the continuous decline in raw material prices since the beginning of the year. Net asset value per share of the Group as at 30 June 2013 was HK\$1.20 (31 December 2012: HK\$1.08).

截至2013年6月30日止6個月，本集團營業額約為港幣4,582,075,000元(2012年：約港幣4,068,821,000元)，同比增長13%，本集團的毛利率為16.1%(2012年：14.6%)。毛利率上升主要受惠產品結構改善及年初以來原材料價格持續下降。於2013年6月30日，本集團之每股資產淨值為港幣1.20元(2012年12月31日：港幣1.08元)。

Analysis of Major Business Operations

In the first half of 2013, the overall economy, both domestic and overseas, has stabilised gradually. However, the global economic outlook remains clouded amid a lack of growth momentum due to China's economic slowdown, the slow pick-up in the Euro zone economy and the lack of momentum in the U.S. economic recovery.

主要業務經營情況分析

2013年上半年，國內外整體經濟形勢漸有企穩，中國經濟增速放緩，歐元區經濟回暖緩慢，美國經濟復蘇勢頭拉動力不足，未來經濟形勢仍不容樂觀，增長乏力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In addition, the demand for electrical household appliances remained depressed as a result of weak economic growth and the government's continued austerity policies on the property market in China. Following the termination of supportive policies including Subsidy for Energy Efficient Home Appliances and Home Appliances Subsidy for Rural Areas, there were no new drivers to boost the demand in the electrical household appliances industry. Meanwhile, a sharp rise in labour cost in the first half of the year also brought substantial pressure on the profitability of labour-intensive electrical household appliance manufacturers. These manufacturers and related industry players have become more focused on product upgrade and strategies. They have also adjusted their operation to improve product quality and enhance their resilience against risks.

The combined effects of policies, industrial cycles and consumption upgrade have resulted in a further concentration of the electrical household appliances industry. Following the termination of subsidy policies, industry leaders have further reinforced their competitive edges through transformation. Some of the second-tier and third-tier brands have experienced a significant slowdown, or even a setback, in growth. In the air-conditioner sector, demand has rebounded moderately as air-conditioner manufacturers cleared inventories last year. Meanwhile, as the domestic market of motors for refrigerators and washing machines was still in an adjustment stage, there were no significant changes in demand. The application of direct current inverter, smart and energy efficient technologies in electrical household appliances has become a prevailing development trend in the industry. Given the above factors and, in particular, driven by the growth in sales to major customers and product upgrade, coupled with the Group's move to seize the opportunities for development by introducing strategic products such as direct current motors in prior periods, the Group has recorded profitable growth in the first half of the year.

1. Motor Business

From January to June 2013, the total domestic and export sales volume of household air-conditioners in China increased by 5.22% year on year, and that of central air-conditioners increased by 11.68% year on year. The total domestic and export sales volume of refrigerator compressors increased by 15% year on year, while that of washing machines dropped by 2.03% year on year. (Source: www.chinalOL.com).

此外，受宏觀經濟增長不力因素和國內房地產調控政策持續加壓的影響，整個家電行業需求仍處於受壓狀態，隨著節能補貼、家電下鄉等政策退出，家電市場需求沒有出現新的增長亮點，同時，上半年人工成本急劇攀升，也對勞動密集型的家電企業盈利能力形成巨大壓力。各家電製造商及家電相關行業更加關注產品升級換代和自身戰略、運營調整，關注企業經營、品質提升，提高抗風險能力。

受政策和行業景氣的影響，加之消費升級，家電行業集中度進一步提高，隨著補貼政策的退出，行業龍頭企業轉型後，競爭優勢得到進一步強化，部分二三線品牌增長明顯放緩，甚至出現萎縮。空調行業受空調製造廠商去年消化庫存補充管道的影響，需求有所反彈，國內冰洗市場仍繼續處於調整期階段，需求沒有顯著變化。家用電器的變頻直流、智慧化、高效節能是主流發展方向。受上述因素綜合影響，特別是本集團大客戶的銷售增長和產品升級拉動，前期佈局的戰略產品如直流電機等抓住了發展機遇，在上半年業績中實現增長。

1. 電機業務

2013年1月至6月，中國家用空調內外銷總量同比增長5.22%，中央空調內外銷總量同比增長11.68%，冰箱壓縮機內外銷總量同比增長15%，洗衣機內外銷總量同比下滑2.03%。（以上資料源自：產業在線）。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

For the six months ended 30 June 2013, the Group's motor business recorded a domestic sales of approximately 54,299,000 units and an export of approximately 17,222,000 units, with the aggregate sales volume increasing by 14% compared with the same period last year. (Of these, the domestic sales and export sales of motors for air-conditioners was approximately 36,138,000 units and approximately 9,779,000 units respectively, with the total sales increasing by 23% compared with the same period last year. The domestic sales and export sales of motors for washing machines was approximately 5,678,000 units and approximately 5,775,000 units respectively, with the total sales decreasing by 8% compared with the same period last year.) The Group recorded a turnover of approximately HK\$4,582,075,000 (including approximately HK\$2,782,376,000 from motors for air-conditioners and approximately HK\$1,185,221,000 from motors for washing machines) for the first half of 2013, representing a rise of 13% compared with the same period last year. The profit of the Group for the first half of 2013 amounted to approximately HK\$419,369,000, representing an increase of 20% compared with approximately HK\$349,411,000 for the same period in 2012.

The Group continued to drive its strategic transformation through a series of operational measures. These include the integration of technical platforms, alignment of quality standards, overall planning of manufacturing resources and coordination of human resources. Such measures have shown preliminary synergy effect, further enhancing our product profitability and our ability to act in response to market conditions. In the first half of 2013, the Group maintained its profit-driven model and accelerated the step of strategic transformation. Benefiting from the adjustment of product sales mix, the proportion of high-margin products has increased.

The growth in aggregate sales over the same period last year was mainly driven by a significant increase in sales to major domestic customers and a surge in customers of direct current motors and commercial motors. In respect of product and customer development, we have reinforced the market position of our principal products and capitalised on market opportunities proactively. We have stepped up our efforts to develop key brand customers and further expanded our cooperation with major customers. Substantial efforts have been made to develop direct current motors for air-conditioners, refrigerators and washing machines for our Japanese

截至2013年6月30日止6個月，電機業務內銷之電機銷量約為54,299,000台，出口之電機銷量約為17,222,000台，總銷量較去年同期增長14%（當中空調類電機內銷約佔36,138,000台，以及外銷約佔9,779,000台，總銷量較去年同期增長23%；而洗滌類電機內銷約佔5,678,000台，以及外銷約佔5,775,000台，總銷量較去年同期下降8%）。本集團於2013年上半年之營業額約為港幣4,582,075,000元（空調類電機及洗滌類電機營業額分別約為港幣2,782,376,000元及港幣1,185,221,000元），較去年同期增長13%。本集團2013年上半年利潤約為港幣419,369,000元，比2012年同期之利潤約為港幣349,411,000元，增幅為20%。

隨著本集團繼續深化戰略轉型，通過技術平台整合、品質標準統一、製造資源統籌、人力資源調配等一系列經營措施，整合效應初見成效，產品盈利能力和市場反應能力進一步提升。2013年上半年，集團繼續堅持以利潤為導向，加快戰略轉型步伐，受益於產品銷售結構調整，高毛利產品比例增加。

業務總銷量較去年同期增長主要來自於內銷大客戶出現較大幅度銷量增長以及直流電機、商用電機客戶增速較快。在產品和客戶拓展方面，鞏固主導產品市場地位，同時積極把握市場機會，加大重點品牌客戶的開拓力度，推進與大客戶合作的深度和廣度，積極拓展日、韓系客戶空冰洗直流電機的產品開發，加強商用電機品質保證能力，加大直流電機和商用電機的投資力度，實施擴能，提升無刷直流電機、商用電機和泵類產品的市場份額，豐富主營業

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

and Korean customers. We have also enhanced our quality assurance capability for commercial motors, further invested in direct current motors and commercial motors and expanded our production capacity. With these efforts, we have increased our market shares for brushless direct current motor, commercial motors and pump products. We have diversified our principal business portfolio and enhanced our development and manufacturing capacity for servo motors. In respect of research and development, we have enhanced the integration and collaboration between Shanghai Research and Development Centre and Technology Development Centre. In line with the development trend of direct current inverter, high efficiency and energy efficiency, we have substantially completed the deployment of direct current technical platform for our mainstream products, covering all series of motors for white goods. This new platform innovation and direct current products will play a dominant role in the second half of this year and the first half of next year. We have made significant progress in patent application and fundamental research, with 37 patent applications filed in the first half of the year, including 15 applications for invention patents. This has further enhanced our command of core technologies. In respect of manufacturing technology, we have made great efforts to promote meticulous production and automation solutions, while improving site management and optimising production process and logistics management, with an aim to increase output per worker. To enhance quality control, we have conducted reviews to align the quality standards at all production bases in order to enhance quality standardisation, promote delicacy management, and strengthen the management and control system.

2. *Business of Associate*

Operation efficiency and transformation are two underlying principles of Shanxi Huaxiang Group Co., Ltd. ("Shanxi Huaxiang", an associate owned as to 49% by the Group). With an aim to establish a standardised, responsive and highly efficient modern corporate governance structure, Shanxi Huaxiang has restructured its business flow and streamlined its organisation at all levels, with a focus on the reorganisation and integration of two key areas: raw materials procurement and marketing. To this end, Shanxi Huaxiang has established a purchasing centre and a marketing centre to standardise business operation and management while increasing the efficiency of resource utilisation.

務組合；提升伺服電機的開發和製造能力。研發方面，上海研發中心和技術開發中心加強了對接與協同合作，著眼於直流變頻、高效節能的發展趨勢，主流業務產品的直流化技術平台基本佈局完成，覆蓋白電全系列產品，在下半年以及明年上半年新平台產品、直流化產品將佔據主導地位，專利申報和基礎項目研究也得到大幅的提升，上半年申報專利37項，其中發明專利15項，產品核心技術掌握得到進一步加強。製造技術方面，公司大力推動精益製造和自動化專案，提升現場管理，優化製造佈局及物流佈局，提高人均產出。品質管控方面，推行各基地間的品質一致化排查，強化品質標準化，促進過程管理精細化，提升管控水準。

2. *聯營公司業務*

山西華翔集團有限公司（「山西華翔」，本集團佔49%股權的聯營公司）以「效率驅動、轉型發展」為經營管控主線，以建設規範、敏捷、高效的現代企業治理結構為目標，全面實施了業務流程重組及組織機構精簡，重點對原材料採購、市場行銷兩大領域完成整合重組，成立集團採購中心、行銷中心，企業運營管理得到規範，資源利用效率有效提升。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In terms of product management, Shanxi Huaxiang has continued to reinforce its competitive edge in precision compressor casting parts and accelerated the development of vehicle parts and parts for pumps, valves and tubes. In the meantime, Shanxi Huaxiang has also focused on promoting ancillary businesses related to mechanical processing to extend the value chain and enhance added value. The compressor division of Shanxi Huaxiang has remained as a pioneer in the industry with its unparalleled technologies, size and quality. Its efforts to optimise customer base and product mix for engineering machinery products has borne fruit, as reflected in the fact that Europe and the U.S. have become its principal markets, as well as improved technology and enhanced added value for its products. Shanxi Huaxiang has made a substantial breakthrough in ductile cast iron products, laying the foundation for the sustainable development of engineering machinery products in the future.

For the six months ended 30 June 2013, Shanxi Huaxiang recorded a turnover of approximately HK\$674,202,000 (2012: approximately HK\$661,074,000). As a result of lower selling prices following a decline in raw material prices, revenue increased by 2% despite a growth in sales volume by 14%. The Group's share of profit of Shanxi Huaxiang was approximately HK\$8,339,000 (2012: approximately HK\$9,901,000). The decrease in profit was mainly due to a year-on-year increase in the depreciation of its industrial park in the first half of 2013.

Financial Review

Liquidity and Financial Resources

The Group has maintained a healthy financial and liquidity position with a current ratio of 147% as at 30 June 2013 (31 December 2012: 140%).

As at 30 June 2013, the Group was in a net cash position of HK\$723,653,000 (31 December 2012: HK\$529,413,000), representing cash and cash equivalents and pledged bank deposits of approximately HK\$1,173,891,000 less total bank borrowings of approximately HK\$450,238,000 (comprising approximately HK\$364,057,000 would be due within one year and approximately HK\$86,181,000 would be due over one year).

在產品經營層面，山西華翔持續鞏固壓縮機精密鑄件業務領域優勢，加快發展汽車件、泵閥管件業務，同時重點推進機加工配套業務，延伸價值鏈，提升附加值，壓縮機業務群持續引領行業發展，技術、規模、品質穩居行業龍頭；工程機械類產品客戶及產品結構改善工作顯現成效，歐美客戶群成為主力市場，產品技術含量及附加值進一步提升，球鐵類產品取得實質性突破，為今後工程機械類產品奠定持續發展基礎。

截至2013年6月30日止6個月，山西華翔的營業額約港幣674,202,000元(2012年：約港幣661,074,000元)，收入增長2%，儘管銷量增長率14%，主要為原材料價格下降聯動帶來的產品售價下降，因此收入增長低於銷量增長。本集團應佔山西華翔的利潤約為港幣8,339,000元(2012年：約港幣9,901,000元)，利潤降低主要因為工業園2013年上半年折舊費用同比增加所致。

財務回顧

流動資金及財務資源

本集團之財政及流動資金狀況維持穩健，於2013年6月30日之流動比率為147%(2012年12月31日：140%)。

於2013年6月30日，本集團持有現金淨額港幣723,653,000元(2012年12月31日：港幣529,413,000元)，由現金及現金等價物及已抵押銀行存款約港幣1,173,891,000元減銀行借款總額約港幣450,238,000元(包括約港幣364,057,000元於1年內到期及約港幣86,181,000元於1年後到期)組成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Financial Ratios

The following are certain financial ratios of the Group as at the consolidated statement of financial position date:

| | | 30 June 2013 2013年 6月30日 | 31 December 2012 2012年 12月31日 |
|-------------------------------------|---------------|---|-------------------------------------|
| Inventories turnover (Note 1) | 存貨周轉期(附註1) | 31 days 日 | 37 days日 |
| Trade receivables turnover (Note 2) | 貿易應收賬周轉期(附註2) | 65 days 日 | 77 days日 |
| Trade payables turnover (Note 3) | 貿易應付賬周轉期(附註3) | 61 days 日 | 72 days日 |
| Current ratio (Note 4) | 流動比率(附註4) | 1.47 times 倍 | 1.40 times倍 |

財務比率

下表載列本集團於綜合財務狀況表日期的若干財務比率：

Notes:

- Inventories turnover is calculated based on the average of the opening inventories and closing inventories divided by the cost of goods sold of the period/year, and multiplied by the total number of days of the period/year.
- Trade receivables turnover is calculated based on the average of the opening and closing of trade receivables of third parties and related companies, divided by the turnover of the period/year, and multiplied by the total number of days of the period/year.
- Trade payables turnover is calculated based on the average of the opening and closing of trade payables of third parties and related companies, divided by the cost of goods sold of the period/year, and multiplied by the total number of days of the period/year.
- Current ratio is calculated based on the period-end/year-end current assets divided by the period-end/year-end current liabilities.

附註：

- 存貨周轉期是根據期／年初存貨與期／年終存貨平均數除以當期／年之銷售貨品成本，再乘以當期／年的總天數計算。
- 貿易應收賬周轉期是根據第三方及關連公司期／年初應收賬與期／年終應收賬平均數除以當期／年之營業額，再乘以當期／年的總天數計算。
- 貿易應付賬周轉期是根據第三方及關連公司期／年初應付賬與期／年終應付賬平均數除以當期／年之銷售貨品成本，再乘以當期／年的總天數計算。
- 流動比率是根據期／年終的流動資產除以期／年終流動負債計算。

Pledge of Assets

As at 30 June 2013, the Group's banking facilities were secured by certain property with net book value of approximately HK\$40,696,000 (31 December 2012: approximately HK\$53,126,000) and certain leasehold land and land use rights with net book value of approximately HK\$45,157,000 (31 December 2012: approximately HK\$44,937,000) of the Group.

資產抵押

於2013年6月30日，本集團的銀行授信以本集團賬面淨值約港幣40,696,000元(2012年12月31日：約港幣53,126,000元)之若干物業及賬面淨值約港幣45,157,000元(2012年12月31日：約港幣44,937,000元)之若干租賃土地及土地使用權作為抵押。

Contingent Liabilities

Save as the financial guarantees as disclosed below, as at 30 June 2013, the Group did not have any material contingent liabilities.

或然負債

除下文所披露之融資擔保外，本集團於2013年6月30日並無任何重大或然負債。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Financial Guarantees

As at 30 June 2013, the Group has given guarantee to banks in respect of the banking facilities extended to the associates of the Group of approximately HK\$883,128,000 (31 December 2012: approximately HK\$719,571,000). As at 30 June 2013, bank loans of approximately HK\$667,838,000 (31 December 2012: approximately HK\$540,141,000) being guaranteed by the Group to associates have been drawn down.

Capital Expenditure

For the six months ended 30 June 2013, the capital expenditure of the Group was approximately HK\$111,102,000 (31 December 2012: approximately HK\$331,116,000) related to the purchase of property, plant and equipment, leasehold land and land use rights.

Derivative Financial Instruments

As at 30 June 2013, the Group's outstanding derivative financial instrument assets and liabilities under various copper and aluminium future contracts and foreign exchange forward contracts amounted to approximately HK\$16,382,000 and HK\$4,353,000 respectively (31 December 2012: derivative financial instrument assets and liabilities of approximately HK\$14,997,000 and HK\$8,913,000 respectively).

Exposure to Exchange Rate Fluctuations

During the six months ended 30 June 2013, approximately 32% of the Group's turnover was derived from export trading settled in Euro and US dollars. In the meantime, the Group has also imported raw materials from the suppliers which were paid in Euro and US dollars for settlement. As a result, foreign exchange risks associated with these currencies were partially offset. On the other hand, the Group has made arrangements to purchase foreign exchange forward contracts to hedge against foreign exchange exposure arising from export trading. The Group has stringent control over the risk of exchange rate fluctuation, and will review from time to time the sufficiency and appropriateness of the financial instruments which were currently used to hedge significant foreign currency risks.

融資擔保

於2013年6月30日，本集團就銀行向本集團聯營公司提供約港幣883,128,000元(2012年12月31日：約港幣719,571,000元)銀行授信作出擔保。於2013年6月30日，本集團所擔保的聯營公司銀行貸款約港幣667,838,000元(2012年12月31日：約港幣540,141,000元)已被提取。

資本開支

截至2013年6月30日止6個月，本集團用於購買物業、廠房及設備以及租賃土地及土地使用權的資本開支約為港幣111,102,000元(2012年12月31日：約港幣331,116,000元)。

衍生金融工具

於2013年6月30日，本集團訂立若干銅及鋁期貨合約及外匯遠期合約，未到期衍生金融工具資產及負債分別約為港幣16,382,000元及港幣4,353,000元(2012年12月31日：衍生金融工具資產及負債分別約為港幣14,997,000元及港幣8,913,000元)。

匯率波動風險

截至2013年6月30日止6個月，本集團營業額中約32%來自以歐元及美元結算之出口貿易。同時，本集團亦從供應商進口原料(以歐元及美元結算付款)。因此，由該等外幣引起的匯兌風險彼此能作部分抵銷。另一方面，本集團已安排購買外匯遠期合約，以對沖出口貿易產生的匯兌風險。本集團嚴格監控匯率波動風險，並會不時檢討現時用以對沖重大外幣風險之金融工具是否充足及適當。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Capital Commitments

As at 30 June 2013, the Group has contracted capital commitments in respect of the purchase of property, plant and equipment amounting to approximately HK\$88,763,000 (31 December 2012: approximately HK\$120,267,000).

Human Resources

As at 30 June 2013, the Group employed approximately 13,784 full time employees in Hong Kong and the PRC. While the Group was supported by a team of young and competent staff, it does not ignore the importance of the development, management and future planning of its human resources. With the use of open recruitment, job rotation, internal promotion and professional training for the recruitment, deployment and nurture of employees, it is intended to ensure the selection and deployment of employees to be carried out in an open, fair and equitable manner. Besides, it could also provide staff with a platform for their promotion and development. Through the implementation of comprehensive human resources management, it is aimed at achieving the objectives of enhancing employees contributions to the Group and shaping the Group's strategic advantages in human resources.

The Group has granted share options to employees as an incentive to motivate its employees by linking their interests to the future development and expansion of the Group. The Group currently provides employees with competitive remuneration packages (comprising salary, bonus and benefits in kind), adequate insurance cover (including pension, medical insurance, unemployment compensation insurance, work injury compensation insurance and maternity insurance) and housing provident fund. In addition, the Group also provides its employees with other benefits including on-the-job academic education, meal subsidy, housing subsidy, cooperative medical scheme services, support fund and recreational activities etc.

資本承擔

於2013年6月30日，本集團就購買物業、廠房及設備已訂約的資本承擔約為港幣88,763,000元(2012年12月31日：約港幣120,267,000元)。

人力資源

於2013年6月30日，本集團於香港及中國聘用約13,784名全職僱員。本集團擁有一支年輕、優秀的員工隊伍，同時亦重視人力資源的開發、管理及未來發展規劃，通過公開招聘、崗位輪換、內部升遷、專業培訓等選才、用人、育人機制，確保按公開、公平及公正原則選用人才，為員工提供一個晉升及發展的平台，通過完善的人力資源管理，提高僱員對本集團的貢獻，使本集團具備戰略性的人力資源優勢。

本集團已向僱員授出購股權，與僱員的權益緊密結合，藉以鼓勵僱員為本集團之未來發展及擴展出力。本集團目前為僱員提供具競爭力的薪酬組合(含崗位工資、獎金及實物利益)、充足的保險(包括養老保險、醫療保險、失業保險、工傷保險和生育保險)及住房公積金。此外，本集團亦為僱員提供其他福利，包括在職學歷教育、膳食補貼、住房補貼、合作醫療計劃、扶助基金及康樂活動等。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Business Prospect

Looking ahead into the second half of 2013, the global economy is not optimistic, and neither is China's economic growth. The World Bank has lowered its forecast of the global economic growth in the latest issue of *Global Economic Prospects*. Nevertheless, the potential risks that posed the most serious threat to economic recovery have diminished, and the chance of another financial tsunami or significant contraction in trade is relatively slim. The quantitative easing measures introduced by Europe, the U.S. and Japan earlier have resulted in continuous appreciation of Renminbi, which has reduced the competitiveness of Chinese exporters. On the other hand, as the government is expected to step up its efforts to curb the rising property prices, austerity policies on the property market will be maintained on an ongoing basis and become systematic and institutionalised in China. As a result, China's economy is not expected to experience a rapid growth. All in all, the trend of economic growth will be uncertain in the short run, but will tend to stabilise gradually in the long run.

In light of the overall economic environment and the expiry of Subsidy for Energy Efficient Home Appliances, the demand in the electrical household appliance market will be dampened. The domestic market will focus mainly on product upgrade and the trend toward high efficiency will accelerate. Energy efficiency will be made mandatory in the future through the implementation of national standards. In respect of overseas markets, businesses exploring overseas markets are in face of more severe challenges as a result of the increasing local protectionism in developing countries, continued weak demand in Europe due to the stagnant economy, gradual recovery of demand in regions including the Americas, Southeast Asia and Middle East, coupled with the cost pressure brought by the appreciation of Renminbi. The full-year output of household air-conditioners in China is expected to rise slightly compared with 2012, and the process of transition to inverter air-conditioners will accelerate, which is mainly attributable to an increase in the sales of inverter air-conditioners in the domestic market. The demand for direct current motors will rise significantly. The overseas markets will continue to grow at a low rate. Meanwhile, with the acceleration of urbanisation in China, the development of modern commercial properties, hotels, shopping malls and

業務展望

展望2013下半年，全球經濟與中國經濟增速不容樂觀，世界銀行在最新發佈的《全球經濟展望》(Global Economic Prospects)報告中下調了全球經濟增長預期，但對經濟復蘇構成最大威脅的潛在風險已經過去，全球經濟再次出現金融海嘯和貿易大幅萎縮的可能性較低。歐、美、日前期推出量化寬鬆政策使得人民幣匯率繼續走高，外銷競爭力下降。同時，國內房地產價格的持續走高，後續的調控措施將進一步加壓，房地產市場調控政策將呈長期化、體系化和制度化趨勢，中國經濟增速仍不會有較大提升。總而言之，短期內，經濟走向撲朔迷離，而長期來看，增長將漸趨平穩。

受經濟大環境和國內節能家電補貼推廣政策如期結束的影響，後期家電市場的需求態勢不容樂觀。國內家電市場將以產品升級為主要方向，高效化趨勢加快，後期將更多以國標強制的方式推進能效市場。海外市場，發展中國家地方保護逐漸升溫，歐洲需求受經濟拖累仍然低迷，美洲、東南亞及中東等地區需求逐漸恢復，加之人民幣升值帶來的成本壓力，給企業開拓海外市場帶來了更大的挑戰。家用空調方面，預計中國產家用空調全年產量同比2012年小幅上升，變頻化進程加快，主要受惠於內銷變頻空調增加所致，直流電機的需求將出現較大規模的增長趨勢；海外市場仍將保持緩慢增長。商用空調方面，中國城鎮化進程加快，現代化商業、賓館、商場、超市等建築將帶動商用中央空調的使用量增長，家庭使用戶式中央空調也逐漸成為趨

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

supermarkets will drive the demand for commercial central air-conditioners. The demand for household central air-conditioners is also expected to show an upward trend. In the international market, the demand for commercial central air-conditioners will remain steady as the economy of the major importers recovers gradually. In respect of washing machines, the application of direct current motors for washing machines in Japan and Korea has become increasingly prevailing. On the other hand, the demand in emerging markets for wave-wheel washing machines will continue to rise, driving the demand for wave-wheel motors. The Group will keep a close eye on the latest industry development to capitalise on opportunities arising from industrial upgrade. We will further explore and expand into the market of high-efficiency and energy-saving products, with an aim to increase our market share and maintain our leading position while driving our strategic transformation forward.

Our motor business will continue to implement our medium-term strategic development plan to emphasise on quality while maintaining our focus on our core business and optimising our product mix, with a view to maximising profits. We will reinforce our leading position in the traditional products industry, pioneer technology and process transformation, and build up new competitive edges on the technology front, with a particular focus on the expansion of brushless direct current motors, commercial motors and pump products. Our new production base in Changzhou is expected to commence operation in the second half of the year, which will give strong support to our market share and profit growth. Meanwhile, we will commence bulk supply of booster pumps for water purifiers to major industry players in the second half of the year. With a view to paving the way for our sustainable growth in the medium to long term, we plan to build a business platform for servo motors, work closely with supporting system suppliers and build up our technical capability. We will continue to maintain our customer focus and build a customer-centred model to drive operation efficiency. To further enhance our elaborate approach for the development and maintenance of major customers, we will strive to strengthen our customer relationship through specific projects and intensified collaboration. In particular, we will expand into overseas markets to ensure continuous business growth in the future.

勢；國際市場上，各主要消費國經濟逐步恢復，商用空調需求將維持平穩發展的態勢。洗衣機方面，日、韓地區洗衣機直流化愈加明顯；而未來新興市場對波輪洗衣機的需求將持續增加，從而帶動波輪電機的需求上升。本集團將密切關注行業動態，緊抓行業機遇，把握產業升級機會，推進高效節能產品的開發和市場拓展，搶佔市場份額，保持行業領先地位，推進企業戰略轉型。

電機業務繼續堅持公司中期戰略發展規劃，聚焦核心業務，持續優化產品結構，注重增長品質，追求利潤最大化。強化傳統產品行業領導地位，引領行業技術與工藝變革，塑造全新技術競爭優勢。重點投入無刷直流電機、商用電機和泵類產品的擴展，常州新基地預計下半年投產，為提升市場份額和形成新的利潤增長提供有力支撐，同時，淨水器增壓泵下半年將在行業內主流企業形成批量供貨；培育伺服電機的業務平台構建，與行業系統配套商緊密協作，積累技術能力，為公司的中長期持續成長打下堅實基礎。堅持客戶導向，構建以客戶為中心的組織效能驅動模式，加大對大客戶精耕細作和專項牽引，擴大雙方合作的深度和廣度，特別是海外市場的開拓，保證未來業務的持續增長。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group will continue to intensify our strategic transformation and reinforce our customer-centred organisational management. We will increase our competitiveness that centres on product strength. With top priority given to product quality, we intend to promote meticulous production and increase investment in automation, while attaching great importance to quality control throughout the whole production process. We will conduct a comprehensive review on our strategic deployment in terms of products, production bases and customers, with an aim to optimise our production capacity layout, reduce the lead time and enable prompt response to customers. In this respect, we will recruit more core talents to drive our sustainable development.

Shanxi Huaxiang will continue to implement key projects, including ductile cast iron for engineering machinery, precision manufacturing of vehicle parts, environmental relocation projects and robotic automation. Shanxi Huaxiang will further push forward its strategic transformation and product structure adjustment, and carry out the reform of organisational management and control. By integrating its marketing and procurement functionality, Shanxi Huaxiang will continue to strengthen its control over various functional lines to realise vertical factory-wide management and control. By tapping its potential, enhancing efficiency and reducing costs, Shanxi Huaxiang will continue to pursue growth both in terms of scale and profits.

本集團將繼續深化戰略轉型，強化以客戶為中心組織體系管理，推動以產品力為核心的競爭力提升，公司以產品品質為優先考慮，推動精益製造、自動化投資，關注全過程品質管控；全面檢討公司產品、基地及客戶佈局，調整產能佈局，縮短交付週期，提升客戶反應速度。同時加大核心戰略人才引進力度，培育企業可持續發展的動力。

山西華翔將持續推進工程機械球鐵專案、精密製造汽車件專案、環保搬遷項目、機器人自動化項目等重點項目的實施，深化戰略轉型及產品結構調整，推動組織管控模式變革，在整合行銷和採購的基礎上，繼續推動山西華翔職能線管控整合，製造工廠垂直管控，通過「深度挖潛、提升效率、降低成本」，追求規模、利潤同步提升。

OTHER INFORMATION

其他資料

Share Options

During the period, the share option scheme adopted on 27 June 2003 (the “2003 Share Option Scheme”) was terminated before its expiration on 26 June 2013 and a new share option scheme (the “2013 Share Option Scheme”) was adopted by the shareholders of the Company at the Company’s annual general meeting held on 30 May 2013.

Following the expiry of the 2003 Share Option Scheme, the Company may grant share options to eligible participants as recognition and acknowledgement of the contributions that the eligible participants have made or may make to the Group or any affiliates; and to attract, retain and motivate talented eligible participants to strive for the future developments and expansion of the Group and to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the eligible participants pursuant to the terms of the 2013 Share Option Scheme. Eligible participants of the 2013 Share Option Scheme include (1) any full-time or part-time employees or potential employees, executives or officers of the Group or any affiliates; (2) any directors (including non-executive directors and independent non-executive directors) of the Group or any affiliates; or (3) any one who, as to be determined by the Board at its absolute discretion, have contributed or will contribute to the Group or any affiliates.

The 2013 Share Option Scheme is valid for a period of 10 years commencing from 30 May 2013. The limit on the number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2013 Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares of the Company in issue from time to time. The total number of shares which may be issued upon exercise of all share options to be granted under the 2013 Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at the date of approval of the 2013 Share Option Scheme (being 283,724,682 shares), but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the 2013 Share Option Scheme.

The total number of shares issued and to be issued upon exercise of the share options granted under the 2013 Share Option Scheme and any other share option schemes of the Company to each eligible participant in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue. Any further grant of share options in excess of such limit must be separately approved by the shareholders of the Company in general meeting.

購股權

期內，於2003年6月27日獲採納之購股權計劃（「2003年購股權計劃」）已於2013年6月26日屆滿前終止，而新購股權計劃（「2013年購股權計劃」）已於2013年5月30日舉行之本公司股東週年大會上獲本公司股東採納。

於2003年購股權計劃屆滿後，本公司可向合資格參與者授出購股權，以肯定及表彰合資格參與者對本集團或任何聯屬公司已作出或可能作出的貢獻；以及吸引、挽留及激勵有才能的合資格參與者為本集團的未來發展及拓展克盡厥職，並為本公司提供靈活的政策以根據2013年購股權計劃的條款向合資格參與者提供激勵、獎勵、獎賞、報酬及／或利益。2013年購股權計劃的合資格參與者包括(1)本集團或任何聯屬公司之任何全職或兼職僱員或準僱員、行政人員或高級職員；(2)本集團或任何聯屬公司之任何董事（包括非執行董事及獨立非執行董事）；或(3)董事會全權酌情認為對本集團或任何聯屬公司已作出或將作出貢獻之任何人士。

2013年購股權計劃自2013年5月30日起有效期為10年。於根據本公司2013年購股權計劃及任何其他購股權計劃已授出但尚未行使其所有購股權獲行使時可予發行之股份數目限額，不得超過本公司不時已發行股份總數之30%。於根據本公司2013年購股權計劃及任何其他購股權計劃將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過於2013年購股權計劃獲批准當日本公司已發行股份總數之10%（即283,724,682股），惟本公司可於股東大會上尋求股東批准更新2013年購股權計劃下之10%限額。

於根據本公司2013年購股權計劃及任何其他購股權計劃授出之購股權獲行使時，於任何12個月期間已發行及將發行予每名合資格參與者之股份總數，不得超過本公司已發行股份總數之1%。任何進一步授出超過此限額之購股權須獲本公司股東於股東大會上另行批准。



OTHER INFORMATION

其他資料

Share options granted under the 2013 Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or their respective associates, must be approved by the Independent Non-executive Directors of the Company (excluding Independent Non-executive Director who is the grantee of the share options). In addition, any share options granted to a substantial shareholder or an Independent Non-executive Director of the Company, or any of their respective associates, in aggregate more than 0.1% of the total number of shares of the Company in issue or with an aggregate value (based on the closing price of the Company's shares at the date of each grant) in excess of HK\$5,000,000, within any 12-month period up to and including the date of such grant, must be subject to shareholders' approval in general meeting of the Company.

The offer of a grant of share options may be accepted by the grantee with payment of HK\$1 as consideration within 28 days from the date of grant of share options. The exercise period of the share options granted may be determined by the Board and in any event, such period shall not be longer than 10 years from the date upon which any particular share options are granted in accordance with the 2013 Share Option Scheme.

The exercise price of the share options shall be at least the highest of (i) the closing price of the Company's shares as stated in daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of grant of share options, which must be a business day; and (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of share options, which must be a business day.

As at 30 June 2013, 30,900,000 share options remain outstanding and exercisable under the 2003 Share Option Scheme. No share options were granted to any eligible participants since the adoption of the 2013 Share Option Scheme.

根據2013年購股權計劃向本公司董事、最高行政人員或主要股東或彼等各自聯繫人授出購股權，須獲本公司獨立非執行董事(不包括身為購股權承授人之獨立非執行董事)批准。此外，於截至授出日期(包括該日)止任何12個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，倘若合共超過本公司已發行股份總數之0.1%或總值(根據本公司於各授出日期之股份收市價計算)超過港幣5,000,000元，則須於本公司股東大會上獲股東批准。

承授人可於授出購股權當日起計28日內，以支付港幣1元之代價接納授出購股權建議。所授出購股權之行使期可由董事會釐定，惟無論如何該期限不得超過根據2013年購股權計劃授出任何特定購股權日期起計10年。

購股權之行使價須至少為下列之最高者(i)於授出購股權當日(須為營業日)香港聯合交易所有限公司(「聯交所」)每日報價表所示之本公司股份收市價；及(ii)於緊接授出購股權當日(須為營業日)前五個營業日聯交所每日報價表所示之本公司股份平均收市價。

於2013年6月30日，根據2003年購股權計劃尚有30,900,000份購股權尚未行使及可予行使。自2013年購股權計劃獲採納之日起，概無任何合資格參與者獲授購股權。

OTHER INFORMATION 其他資料

Movements of the share options granted under the 2003 Share Option Scheme during the six months ended 30 June 2013 were as follows:

於截至2013年6月30日止6個月內，根據2003年購股權計劃授出之購股權變動如下：

| Name | Date of grant | Exercise price | Exercisable period | Balance as at 1 January 2013 於2013年1月1日之結餘 | Exercised during the period 於期內已行使 | Lapsed during the period 於期內已失效 | Balance as at 30 June 2013 於2013年6月30日之結餘 |
|-----------------------------|---------------|--|--|---|---------------------------------------|------------------------------------|--|
| 姓名 | 授出日期 | 行使價 HK\$ 港幣 (Note 1) (附註1) | 行使期 | (Note 1) (附註1) | | | |
| Directors 董事 | | | | | | | |
| Mr. Zhou Xiangyang 周向陽先生 | 09/01/2009 | 0.785 | 01/04/2010 – 31/03/2017 (Note 2) (附註2) | 7,200,000 | — | — | 7,200,000 (Note 3) (附註3) |
| Mr. Jiang Deqing 姜德清先生 | 09/01/2009 | 0.785 | 01/04/2010 – 31/03/2017 (Note 2) (附註2) | 7,200,000 | — | — | 7,200,000 (Note 3) (附註3) |
| Mr. Lam Ming Yung 林明勇先生 | 30/07/2007 | 3.900 | 30/07/2007 – 29/07/2017 | 400,000 | — | — | 400,000 |
| | 09/01/2009 | 0.785 | 01/04/2010 – 31/03/2017 (Note 2) (附註2) | 1,000,000 | — | — | 1,000,000 |
| Ms. Chen Chunhua 陳春花女士 | 30/07/2007 | 3.900 | 30/07/2007 – 29/07/2017 | 400,000 | — | — | 400,000 |
| | 09/01/2009 | 0.785 | 01/04/2010 – 31/03/2017 (Note 2) (附註2) | 1,000,000 | — | — | 1,000,000 |
| Employees 僱員 | | | | | | | |
| In aggregate 合共 | 30/07/2007 | 3.900 | 30/07/2007 – 29/07/2017 | 700,000 | — | — | 700,000 |
| | 09/01/2009 | 0.785 | 01/04/2010 – 31/03/2017 (Note 2) (附註2) | 38,000,000 | (18,600,000) (Note 4) (附註4) | (6,400,000) | 13,000,000 (Note 5) (附註5) |
| Total 合計 | | | | 55,900,000 | (18,600,000) | (6,400,000) | 30,900,000 |



OTHER INFORMATION 其他資料

Notes:

- On 27 May 2011, the Company implemented a share consolidation on the basis that every five issued and unissued shares of HK\$0.1 each in the share capital of the Company were consolidated into one share of HK\$0.5 each ("Share Consolidation"). As a result, the exercise price and the number of outstanding share options granted under the 2003 Share Option Scheme were adjusted to reflect the effect of the Share Consolidation.
- The consideration for each of the grants above was HK\$1. The share options granted on 9 January 2009 shall be exercisable during the share option period subject to a vesting scale in four tranches of 25% each and the achievement of the performance target of the net profit attributable to the owners of the Company of the relevant period as set out below:
 - the first 25% of the share options granted to each grantee shall be exercisable within seven years after 31 March 2010 provided that the net profit attributable to the owners of the Company for the financial year ended 31 December 2009 as disclosed in the final results announcement of the Company is not less than 100% of the net profit attributable to the owners of the Company for the financial year ended 31 December 2008 (excluding the results from discontinued business) ("Net Profit of 2008");
 - the second 25% of the share options granted to each grantee shall be exercisable within six years after 31 March 2011 provided that the net profit attributable to the owners of the Company for the financial year ended 31 December 2010 as disclosed in the final results announcement of the Company is not less than 150% of the Net Profit of 2008;
 - the third 25% of the share options granted to each grantee shall be exercisable within five years after 31 March 2012 provided that the net profit attributable to the owners of the Company for the financial year ended 31 December 2011 as disclosed in the final results announcement of the Company is not less than 200% of the Net Profit of 2008; and
 - the fourth 25% of the share options granted to each grantee shall be exercisable within four years after 31 March 2013 provided that the net profit attributable to the owners of the Company for the financial year ended 31 December 2012 as disclosed in the final results announcement of the Company is not less than 280% of the Net Profit of 2008.
- On 8 July 2013, letters of surrender of outstanding share options were received from Mr. Zhou Xiangyang and Mr. Jiang Deqing, the Directors of the Company, in relation to their voluntarily surrender of all rights of the fourth tranche of 25% of the share options granted to each of them on 9 January 2009 for the subscription of 1,800,000 shares in the Company. As at the date of this report, each of Mr. Zhou Xiangyang and Mr. Jiang Deqing held 5,400,000 share options.
- The weighted average closing price of the shares of the Company immediately before the date on which the share options were exercised was HK\$1.53.
- On 8 July 2013, letters of surrender of outstanding share options were received from two employees in relation to their voluntarily surrender of all rights of the fourth tranche of 25% of the share options granted to them on 9 January 2009 for the subscription of a total of 2,000,000 shares in the Company. As at the date of this report, an aggregate of 11,000,000 share options were held by all the employees.

附註：

- 於2011年5月27日，本公司按本公司股本中每股港幣0.1元之每五股已發行及未發行股份合併為一股每股港幣0.5元之股份之基準進行股份合併（「股份合併」）。因此，根據2003年購股權計劃授出而尚未行使之購股權之行使價及數目已作調整，以反映股份合併之影響。
- 上述各項授出之代價為港幣1元。於2009年1月9日授出之購股權可於購股權期間分四批行使，歸屬比例為每批25%，惟須達致下文所述有關期間本公司擁有人應佔純利之表現目標：
 - 授予各承授人之首批25%購股權可於2010年3月31日後7年內行使，惟截至2009年12月31日止財政年度本公司擁有人應佔純利（如本公司末期業績公告所披露）須不少於截至2008年12月31日止財政年度本公司擁有人應佔純利（不包括來自已終止經營業務之業績）（「2008年純利」）之100%；
 - 授予各承授人之第二批25%購股權可於2011年3月31日後6年內行使，惟截至2010年12月31日止財政年度本公司擁有人應佔純利（如本公司末期業績公告所披露）須不少於2008年純利之150%；
 - 授予各承授人之第三批25%購股權可於2012年3月31日後5年內行使，惟截至2011年12月31日止財政年度本公司擁有人應佔純利（如本公司末期業績公告所披露）須不少於2008年純利之200%；及
 - 授予各承授人之第四批25%購股權可於2013年3月31日後4年內行使，惟截至2012年12月31日止財政年度本公司擁有人應佔純利（如本公司末期業績公告所披露）須不少於2008年純利之280%。
- 於2013年7月8日，本公司董事周向陽先生及姜德清先生就放棄尚未行使之購股權發出函件，表示彼等自願放棄於2009年1月9日彼等各自獲授第四批25%購股權以認購本公司1,800,000股股份之所有權利。於本報告日期，周向陽先生及姜德清先生各自持有5,400,000份購股權。
- 緊接購股權獲行使前，本公司股份的加權平均收市價為港幣1.53元。
- 於2013年7月8日，兩名僱員就放棄尚未行使之購股權發出函件，表示彼等自願放棄於2009年1月9日彼等各自獲授第四批25%購股權以認購本公司合共2,000,000股股份之所有權利。於本報告日期，所有僱員合共持有11,000,000份購股權。

OTHER INFORMATION

其他資料

The fair value of the share options are determined used the “Binomial Valuation model” (the “Model”). Key assumptions of the Model are set out below:

購股權之公允值採用「二項式估值模型」(「該模型」)釐定。該模型之主要假設載列如下：

| | | | |
|--|-----------------|------------------------------------|-----------------------------------|
| Date of Grant: | 授出日期： | 9 January 2009 2009年 1月9日 | 30 July 2007 2007年 7月30日 |
| Risk-free rate: | 無風險利率： | 1.299% | 4.13% |
| Expected dividend yield: | 預期股息率： | 3% | 0% |
| Expected volatility of the market price of the Company's shares: | 本公司股份市價之預期波幅： | 52.34% | 65.38% |
| Expected share option life: | 購股權之預期年期： | 8.2 years 年 | 5.23 years 年 |
| Fair value as at the date of grant (approximately): | 於授出日期之公允值(概約數)： | HK\$港幣 25,229,000元 | HK\$港幣 3,453,000元 |

The Model requires the input of subjective assumptions, including the volatility of share price. As changes in subjective input assumptions can materially affect the fair value estimate, in the Directors' opinion, the Model does not necessarily provide a reliable single measure of the fair value of share options.

該模型要求須輸入主觀假設(包括股價波幅)。由於輸入主觀假設之變動會對公允值估計造成重大影響，故董事認為，該模型未必是計量購股權公允值之唯一可靠方法。



OTHER INFORMATION

其他資料

Disclosure of Interests

Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2013, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors adopted by the Company (the "Model Code") contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), to be notified to the Company and the Stock Exchange, were as follows:

Interests in Share Options of the Company

The interests of the Directors' rights to acquire shares of the Company are set out in the above section headed "Share Options".

Save as disclosed above, at no time during the six months ended 30 June 2013 was the Company or subsidiary a party to any arrangements which enabled any Director to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate.

Apart from the above, none of the Directors or chief executives of the Company had, as at 30 June 2013, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

權益披露

董事於股份、相關股份及債權證之權益及淡倉

於2013年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所，或已記入本公司須根據證券及期貨條例第352條存置之登記冊，或根據香港聯合交易所有限公司證券上市規則(「上市規則」)所載獲本公司採納之董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益或淡倉)如下：

於本公司購股權之權益

董事有權認購本公司股份之權益載於上文「購股權」一節。

除上文所披露者外，於截至2013年6月30日止6個月內任何時間，本公司或附屬公司概無成為任何安排之訂約方，令任何董事能夠藉購入本公司或任何其他法人團體之股份或債權證而獲益。

除上文所述者外，於2013年6月30日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所，或已記入本公司須根據證券及期貨條例第352條存置之登記冊，或根據標準守則須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益或淡倉)。

OTHER INFORMATION

其他資料

Interests and Short Positions of Shareholders

So far as is known to any Director or chief executive of the Company, as at 30 June 2013, shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long Positions of Substantial Shareholders in the Shares of the Company

股東之權益及淡倉

就本公司任何董事或最高行政人員所知，於2013年6月30日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或已記入本公司須根據證券及期貨條例第336條存置之登記冊之權益或淡倉之股東(本公司董事或最高行政人員除外)如下：

主要股東於本公司股份之好倉

| Name of shareholder 股東姓名／名稱 | Capacity 身份 | Number of shares held 所持股份數目 | Approximate percentage of shareholding 股權概約百分比 |
|--|--|------------------------------------|---|
| Midea Holding (Cayman Islands) Limited ("Midea (Cayman Islands)") (Note 1) 美的控股(開曼群島)有限公司(「美的(開曼群島)」) (附註1) | Beneficial owner 實益擁有人 | 1,901,204,779 | 66.94% |
| Midea Investment Holding (BVI) Limited ("Midea Holding (BVI)") (Note 2) 美的控股(BVI)有限公司(「美的控股(BVI)」)(附註2) | Interests of a controlled corporation 受控法團權益 | 1,901,204,779 | 66.94% |
| Midea Group Co., Ltd. ("Midea") (Note 3) 美的集團股份有限公司(「美的」)(附註3) | Interests of controlled corporations 受控法團權益 | 1,965,702,779 | 69.21% |
| Midea Holding Co., Ltd. ("Midea Holding") (formerly known as Foshan Shunde Midea Investment Holding Co., Ltd.) (Note 4) 美的控股有限公司(「美的控股」) (前稱佛山市順德區美的投資控股有限公司)(附註4) | Interests of controlled corporations 受控法團權益 | 1,965,702,779 | 69.21% |
| Mr. He Xiangjian (Note 5) 何享健先生(附註5) | Interests of controlled corporations 受控法團權益 | 1,965,702,779 | 69.21% |
| Ms. Liang Fengchai (Note 6) 梁鳳釵女士(附註6) | Interests of spouse 配偶權益 | 1,965,702,779 | 69.21% |



OTHER INFORMATION 其他資料

Notes:

1. These 1,901,204,779 shares of the Company were registered in the name of and beneficially owned by Midea (Cayman Islands).
2. Midea Holding (BVI) was deemed to be interested in the 1,901,204,779 shares of the Company in which Midea (Cayman Islands) was interested by virtue of its holding 100% equity interest in Midea (Cayman Islands).
3. There were 64,498,000 shares of the Company registered in the name of and beneficially owned by Midea International Corporation Company Limited ("Midea International") which is a company owned as to 100% by Midea. Midea Holding (BVI) is also a company owned as to 100% by Midea. Accordingly, Midea was deemed to be interested in the aggregate of 1,965,702,779 shares of the Company including 64,498,000 shares in which Midea International was interested and 1,901,204,779 shares in which Midea Holding (BVI) was deemed to be interested by virtue of its holding 100% equity interest in both Midea International and Midea Holding (BVI).
4. The registered capital of Midea is owned as to 59.85% by Midea Holding. Accordingly, Midea Holding was deemed to be interested in the aggregate number of 1,965,702,779 shares of the Company in which Midea was deemed to be interested by virtue of its holding 59.85% equity interest in Midea.
5. The registered capital of Midea Holding is owned as to 94.55% by Mr. He Xiangjian. Accordingly, Mr. He Xiangjian was deemed to be interested in the aggregate number of 1,965,702,779 shares of the Company in which Midea Holding was deemed to be interested by virtue of his holding 94.55% equity interest in Midea Holding.
6. Ms. Liang Fengchai is the spouse of Mr. He Xiangjian and is therefore deemed to be interested in the aggregate number of 1,965,702,779 shares of the Company in which Mr. He Xiangjian was deemed to be interested.

Save as disclosed above, as at 30 June 2013, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. 該等1,901,204,779股本公司股份以美的(開曼群島)之名義登記並由其實益擁有。
2. 美的控股(BVI)因持有美的(開曼群島)100%股權而被視為於美的(開曼群島)持有的1,901,204,779股本公司股份中擁有權益。
3. 美的國際控股有限公司(「美的國際」)以其名義登記並實益擁有64,498,000股本公司股份。美的國際由美的的全資擁有。美的控股(BVI)亦為美的的全資擁有的公司。因此，美的因持有美的國際及美的控股(BVI) 100%股權而被視為於合共1,965,702,779股本公司股份中擁有權益，其中包括美的國際擁有權益之64,498,000股股份及美的控股(BVI)被視為擁有權益之1,901,204,779股股份。
4. 美的控股擁有美的註冊資本之59.85%。因此，美的控股因持有美的59.85%股權而被視為於美的被視為擁有權益之合共1,965,702,779股本公司股份中擁有權益。
5. 何享健先生擁有美的控股註冊資本之94.55%。因此，何享健先生因持有美的控股94.55%股權而被視為於美的控股被視為擁有權益之合共1,965,702,779股本公司股份中擁有權益。
6. 梁鳳釵女士為何享健先生之配偶，因此被視為於何享健先生被視為擁有權益之合共1,965,702,779股本公司股份中擁有權益。

除上文披露者外，於2013年6月30日，概無任何人士(本公司董事或最高行政人員除外)曾知會本公司其於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或記入本公司須根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

OTHER INFORMATION

其他資料

Disclosure Pursuant to Rule 13.22 of the Listing Rules

As at 30 June 2013, the aggregate amount of guarantees given for the loan facilities granted to the associates by the Group amounted to approximately HK\$883,128,000 which exceeded 8% of the assets ratio as defined in Rule 14.07(1) of the Listing Rules. As at 30 June 2013, bank loans of approximately HK\$667,838,000 being guaranteed by the Group to associates have been drawn down. A pro-forma combined statement of financial position of the associates, in which the Group has a 49% equity interest, as at 30 June 2013 is presented below:

根據上市規則第13.22條之披露

於2013年6月30日，本集團就聯營公司獲授貸款融資而提供之擔保合共約為港幣883,128,000元，超過上市規則第14.07(1)條所界定之資產比率8%。於2013年6月30日，本集團所擔保之聯營公司銀行貸款約港幣667,838,000元已被提取。於2013年6月30日，由本集團擁有49%股權之聯營公司之備考合併財務狀況表呈列如下：

| | | Pro-forma combined statement of financial position 備考合併 財務狀況表 | Group's attributable interest (49%) 本集團應佔權益 (49%) |
|-------------------------|-------|--|--|
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Non-current assets | 非流動資產 | 691,296 | 338,735 |
| Current assets | 流動資產 | 1,346,032 | 659,556 |
| Current liabilities | 流動負債 | (1,001,983) | (490,972) |
| Non-current liabilities | 非流動負債 | (453,803) | (222,363) |
| Net assets | 資產淨值 | 581,542 | 284,956 |

Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 June 2013.

購買、出售或贖回上市證券

截至2013年6月30日止6個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

Compliance with the Model Code

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the Model Code throughout the six months ended 30 June 2013.

遵守標準守則

本公司已採納上市規則附錄十所載之標準守則，作為本公司董事進行證券交易之操守守則。經向董事作出特定查詢後，全體董事確認，彼等已於截至2013年6月30日止6個月內一直遵守標準守則。



OTHER INFORMATION

其他資料

Corporate Governance

Save as disclosed below, the Company had complied with all the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2013. In respect of code provision A.6.7 of the CG Code, an Independent Non-executive Director was unable to attend the annual general meeting and the extraordinary general meeting of the Company both held on 30 May 2013 due to other important business engagement.

Audit Committee

The Company established its Audit Committee on 5 August 1999 to be responsible for reviewing the financial information of the Group and overseeing the financial reporting system and internal control procedures to ensure the integrity of the financial statements of the Group and the effectiveness of internal control and risk management system of the Group. A revised set of terms of reference of the Audit Committee in compliance with the code provisions of the CG Code was adopted and approved by the Board on 9 March 2012 and is available on the websites of the Company and Hong Kong Exchanges and Clearing Limited (“HKEx”). The Audit Committee comprises all three Independent Non-executive Directors, namely, Mr. Tan Jinsong (Chairman of the Audit Committee), Mr. Lam Ming Yung and Ms. Chen Chunhua.

The Audit Committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2013 and agreed to the accounting policies and practices adopted by the Group.

Remuneration Committee

The Company established its remuneration committee (the “Remuneration Committee”) on 22 September 2005 to be responsible for determining the remuneration of the Executive Directors and senior management of the Company and making recommendation on the remuneration of the Non-executive Directors to the Board. The Remuneration Committee shall be responsible for making recommendations to the Board on the policy and structure for remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy. A revised set of terms of reference of the Remuneration Committee in compliance with the code provisions of the CG Code was adopted and approved by the Board on 9 March 2012 and is available on the websites of the Company and HKEx. The Chairman and majority member of the Remuneration Committee are Independent Non-executive Directors. The Remuneration Committee comprises Ms. Chen Chunhua (Chairman of the Remuneration Committee), Mr. Tan Jinsong, Mr. Lam Ming Yung, Mr. Zhou Xiangyang and Mr. Jiang Deqing.

企業管治

除下文所披露者外，於截至2013年6月30日止6個月內，本公司一直遵守上市規則附錄十四所載之企業管治守則（「企業管治守則」）的所有守則條文。就企業管治守則第A.6.7條而言，一名獨立非執行董事因其他重要業務安排而未克出席本公司於2013年5月30日舉行的股東週年大會及股東特別大會。

審核委員會

本公司於1999年8月5日成立審核委員會。審核委員會負責審閱本集團財務資料以及監督財務報告系統及內部監控程序，確保本集團之財務報表完備、內部監控及風險管理制度行之有效。經修訂後之審核委員會職權範圍符合企業管治守則條文，並於2012年3月9日獲董事會採納及批准，並於本公司及香港交易及結算所有限公司（「香港交易所」）網頁可供查閱。審核委員會由全體三名獨立非執行董事組成，即譚勁松先生（審核委員會主席）、林明勇先生及陳春花女士。

審核委員會已審閱本集團截至2013年6月30日止6個月之未經審核中期業績，並同意本集團所採納之會計政策及常規。

薪酬委員會

本公司於2005年9月22日成立薪酬委員會（「薪酬委員會」）。薪酬委員會負責釐定本公司執行董事及高級管理人員之薪酬，並就非執行董事之薪酬向董事會提出推薦意見。薪酬委員會負責就董事及高級管理人員之薪酬政策及架構，以及就薪酬制訂政策而訂立正式及透明的程序，向董事會提供推薦意見。經修訂後之薪酬委員會職權範圍符合企業管治守則條文，並於2012年3月9日獲董事會採納及批准，並於本公司及香港交易所網頁可供查閱。薪酬委員會之主席及大部分成員為獨立非執行董事。薪酬委員會由陳春花女士（薪酬委員會主席）、譚勁松先生、林明勇先生、周向陽先生及姜德清先生組成。

OTHER INFORMATION

其他資料

Nomination Committee

The Company established its nomination committee (the "Nomination Committee") with written terms of reference on 9 March 2012 to be responsible for reviewing the structure, size and composition of the Board and making recommendation to the Board on appointment or re-appointment of Directors. A set of terms of reference of the Nomination Committee is available on the websites of the Company and HKEx. The Nomination Committee comprises two Executive Directors, namely Mr. Zhou Xiangyang (Chairman of the Nomination Committee) and Mr. Jiang Deqing and all three Independent Non-executive Directors, namely, Mr. Tan Jinsong, Mr. Lam Ming Yung and Ms. Chen Chunhua.

Updated Information on Directors Pursuant to Rule 13.51B(1) of the Listing Rules

Save as otherwise set out below, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules since the Company's last published annual report.

Ms. Chen Chunhua – Independent Non-executive Director

Ms. Chen Chunhua ceased to be an independent director of Shunde Rural Commercial Bank Co., Ltd. in February 2013. She was appointed as a co-chairman and chief executive officer of New Hope Liuhe Co., Ltd. (a company listed on the Shenzhen Stock Exchange) since May 2013.

On behalf of the Board

Welling Holding Limited

Zhou Xiangyang

Chairman

Hong Kong, 9 August 2013

提名委員會

本公司於2012年3月9日成立訂有書面職權範圍之提名委員會(「提名委員會」)。提名委員會負責檢討董事會之架構、規模和組成，以及就董事之委任或重任向董事會提供推薦意見。提名委員會職權範圍於本公司及香港交易所網頁可供查閱。提名委員會由兩名執行董事組成，即周向陽先生(提名委員會主席)及姜德清先生，以及全體三名獨立非執行董事，即譚勁松先生、林明勇先生及陳春花女士。

根據上市規則第13.51B(1)條更新董事資料

除下文另有說明者外，自本公司最近刊登年報之日起，並無董事資料變更須根據上市規則第13.51B條予以披露。

陳春花女士 – 獨立非執行董事

陳春花女士於2013年2月停止擔任順德農村商業銀行股份有限公司之獨立董事。她自2013年5月起獲委任為新希望六和股份有限公司(深圳證券交易所上市公司)之聯席董事長兼首席執行官。

代表董事會

威靈控股有限公司

主席

周向陽

香港，2013年8月9日

