

# Focusing on Quality

Interim Report 2013 中期報告



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# Corporate Information and Shareholders' Calendar 公司資料及股東日誌

02

## **CORPORATE INFORMATION**

### Non-executive Chairman

Mr. Chan Chew Keak, Billy

### **Executive Directors**

Mr. Chan Sai Wai (*Vice Chairman*) Mr. Ge Su (*Chief Executive Officer*) Mr. Ng Sai Kit

### Non-executive Directors

Mr. Jerzy Czubak Mr. Ralf Klaus Wunderlich

### **Independent Non-executive Directors**

Mr. Tay Ah Kee, Keith Mr. Au Yeung Tin Wah, Ellis Mr. Oh Choon Gan, Eric

### **Audit Committee**

Mr. Tay Ah Kee, Keith *(Chairman)* Mr. Au Yeung Tin Wah, Ellis Mr. Oh Choon Gan, Eric

# **Remuneration Committee**

Mr. Au Yeung Tin Wah, Ellis *(Chairman)* Mr. Tay Ah Kee, Keith Mr. Oh Choon Gan, Eric

## **Nomination Committee**

Mr. Chan Chew Keak, Billy *(Chairman)* Mr. Tay Ah Kee, Keith Mr. Au Yeung Tin Wah, Ellis Mr. Oh Choon Gan, Eric

# 公司資料

### 非執行主席

曾照傑先生

## 執行董事

陳世偉先生(副主席) 葛蘇先生(首席執行官) 吳世杰先生

## 非執行董事

Jerzy Czubak先生 Ralf Klaus Wunderlich先生

# 獨立非執行董事

鄭基先生 歐陽天華先生 胡俊彥先生

## 審核委員會

鄭基先生(主席) 歐陽天華先生 胡俊彥先生

## 薪酬委員會

歐陽天華先生(主席) 鄭基先生 胡俊彥先生

# 提名委員會

曾照傑先生(主席) 鄭基先生 歐陽天華先生 胡俊彥先生

# **Risk Management Committee**

Mr. Jerzy Czubak (Chairman)

Mr. Ge Su

Mr. Chan Sai Wai

## **Investment Committee**

Mr. Oh Choon Gan, Eric (Chairman)

Mr. Ge Su

Mr. Jerzy Czubak

## **Corporate Governance Committee**

Mr. Oh Choon Gan, Eric (Chairman)

Mr. Tay Ah Kee, Keith

Mr. Au Yeung Tin Wah, Ellis

## **Company Secretary**

Mr. Liu Shun Fai, CPA

### **Auditors**

RSM Nelson Wheeler

Certified Public Accountants

## **Principal Bankers**

Australia and New Zealand Banking Group Limited

Chinatrust Commercial Bank, Ltd.

China CITIC Bank International Limited

Commonwealth Bank of Australia

Malayan Banking Berhad

# 風險管理委員會

Jerzy Czubak先生 (主席)

葛蘇先生

陳世偉先生

## 投資委員會

胡俊彥先生(主席)

葛蘇先生

Jerzy Czubak先生

# 企業管治委員會

胡俊彥先生(主席)

鄭基先生

歐陽天華先生

# 公司秘書

廖舜輝先生,CPA

# 核數師

中瑞岳華(香港)會計師事務所

執業會計師

# 主要往來銀行

澳新銀行集團有限公司

中國信託商業銀行有限公司

中信銀行(國際)有限公司

澳洲聯邦銀行

馬來亞銀行



# Corporate Information and Shareholders' Calendar 公司資料及股東日誌

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# Principal Share Registrar and Transfer Office in Cayman Islands

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

# Branch Share Registrar and Transfer Office in Hong Kong

Tricor Investor Services Limited 26th Floor, Tesbury Centre 28 Queen's Road East Wanchai, Hong Kong

# **Registered Office**

Century Yard Cricket Square **Hutchins Drive** P.O. Box 2681 GT George Town Grand Cayman Cayman Islands British West Indies

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

Room 601-602, 6th Floor Top Glory Tower 262 Gloucester Road Causeway Bay Hong Kong

# Stock Code

2300

## 開曼群島主要股份過戶登記總處

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

## 香港股份過戶及登記分處

卓佳證券登記有限公司 香港灣仔 皇后大道東28號 金鐘匯中心26樓

### 註冊辦事處

Century Yard Cricket Square Hutchins Drive P.O. Box 2681 GT George Town Grand Cayman Cayman Islands British West Indies

## 香港總辦事處及主要營業地點

香港 銅鑼灣 告士打道262號 鵬利中心6樓 601-602室

## 股份代號

2300

# SHAREHOLDERS' CALENDAR

# **Register of Shareholders**

Close of Register
25 September 2013 to
26 September 2013
(both days inclusive)

### Dividend

Interim dividend declared: HK8.8 cents per share Payable on or about 28 November 2013

# 股東日誌

# 股東過戶登記

暫停辦理股份過戶登記手續 二零一三年九月二十五日至 二零一三年九月二十六日 (包括首尾兩日在內)

## 股息

宣派中期股息:每股8.8港仙 應於或約於二零一三年十一月二十八日派付



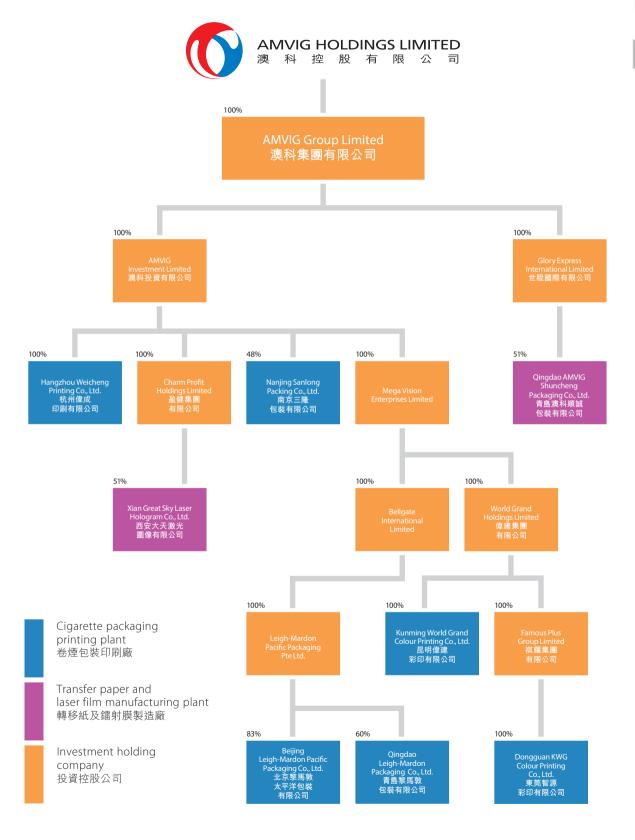
06

Maximize shareholders' value 爭取股東價值最大化

Strengthen corporate governance and achieve international environmental standards 加強企業管治及達到國際級環保標準

Maintain as the market leader in the cigarette packaging printing industry in the People's Republic of China 保持作為中華人民共和國卷煙包裝印刷行業的市場龍頭地位

Commitment to innovation to develop higher end products and value added services 致力創新, 開發高檔產品與增值服務





08



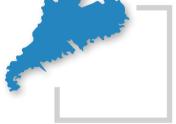




**Beijing Leigh-Mardon Pacific Packaging Co., Ltd.** ("Beijing Plant") 北京黎馬敦太平洋包裝有限公司(「北京廠房」)

Cigarette packaging printing plant 卷煙包裝印刷廠





Dongguan 東莞



**Dongguan KWG Colour Printing Co., Ltd.** ("Dongguan KWG")

**東莞智源彩印有限公司**(「東莞智源」)

Cigarette packaging printing plant 卷煙包裝印刷廠



Hangzhou 杭州



**Hangzhou Weicheng Printing Co., Ltd.** ("Hangzhou Weicheng") 杭州偉成印刷有限公司(「杭州偉成」)

Cigarette packaging printing plant 卷煙包裝印刷廠





**Kunming World Grand Colour Printing Co., Ltd.** ("Kunming Plant") 昆明偉建彩印有限公司(「昆明廠房」)

Cigarette packaging printing plant 卷煙包裝印刷廠

Kunming 昆明



Cigarette packaging printing plant 卷煙包裝印刷廠







Nanjing Sanlong Packing Co., Ltd. ("Nanjing Plant")

南京三隆包裝有限公司(「南京廠房」)

Cigarette packaging printing plant 卷煙包裝印刷廠

Nanjing 南京



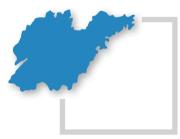


**Qingdao AMVIG Shuncheng Packaging Co., Ltd.** ("Shuncheng")

青島澳科順誠包裝有限公司(「青島順誠」)

Transfer paper & laser film manufacturing plant 轉移紙及鐳射膜製造廠







Qingdao Leigh-Mardon Packaging Co., Ltd. ("Qingdao Plant")

**青島黎馬敦包裝有限公司**(「青島廠房」)

Cigarette packaging printing plant 卷煙包裝印刷廠

Qingdao 青島





Xian Great Sky Laser Hologram Co., Ltd. ("Xian Plant")

西安大天激光圖像有限公司(「西安廠房」)

Laser film manufacturing plant 鐳射膜製造廠

Xian 西安



Transfer paper and laser film manufacturing plant 轉移紙及鐳射膜製造廠

# Financial Highlights 財務摘要

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■ HK\$ million 百萬港元



First Half 上半年

■ Second Half 下半年

# **Product Mix Turnover for 1H 2013** 產品組合 二零一三年上半年營業額

Cigarette packages 卷煙包裝

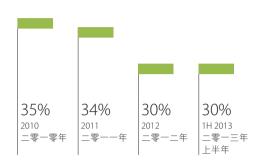


■ 73% High-Mid End 中高檔

■ 8% Mid End 中檔

■ 19% Mid-Low End 中低檔

# Gross Profit Margin 毛利率



**Product Mix** 

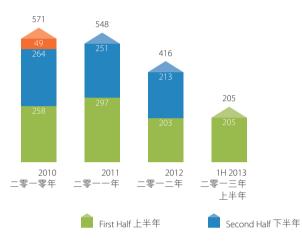
**Gross Profit Margin for 1H 2013** 

二零一三年上半年毛利率



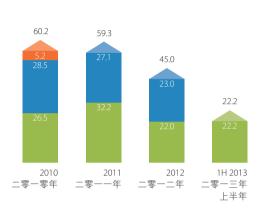
# Profit attributable to owners of the Company 本公司擁有人應佔溢利

HK\$ million 百萬港元



# Earnings per share 每股盈利

HK cents 港仙



One-off items 一次性項目

# Dividend per share 每股股息

■ HK cents 港仙

Interim Dividend 中期股息

Final Dividend 末期股息

- \* Excluding special dividend of HK 108 cents per share \* 不包括特別股息每股108港仙



# For the six months ended 30 June 截至六月三十日止六個月

	2013 二零一三年 HK\$ million 百萬港元	2012 二零一二年 HK\$ million 百萬港元	Changes 變動百分比 %
Turnover 營業額 Gross Profit 毛利 Profit attributable to owners of the Company 本公司擁有人應佔溢利	1,874 568 205	1,870 566 203	+0.2% +0.2% +1%
Earnings per share (HK cents) 每股盈利 (港仙) Dividend per share (HK cents) 每股股息 (港仙)	22.2 8.8	22.0 8.8	+1%

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# Management Discussion and Analysis 管理層討論及分析

The board (the "Board") of directors (the "Directors") of AMVIG Holdings Limited (the "Company" or "AMVIG") is pleased to present the unaudited condensed consolidated financial results of the Company and its subsidiaries (together the "Group") for the six months ended 30 June 2013 (the "Reporting Period").

**BUSINESS REVIEW** 

The operating environment of tobacco packaging industry in China remained challenging in the first half of 2013. High-end tobacco consumption in China was affected by the austerity measures implemented by the new leadership of the Chinese Government, which resulted in a slower growth in total cigarette consumption when compared to the past ten years. Coupled with the ongoing tendering practices adopted by the tobacco groups in sourcing its raw materials since 2011, the Group slowed down its pace of volume growth, with margins under constant pressure.

In the first half of 2013, the Group achieved a mild increase in turnover against the background of slower growth in cigarette consumption and pricing pressure. On the other hand, management's efforts in cost savings yielded a reasonable result and gross profit margin stabilized. Operational costs were also contained. Accordingly, the Group recorded marginally better results in the first half of 2013 when compared to the same period last year.

The financial position continues to remain strong even though the capital structure has been rationalized recently. The Group is continuing to look for acquisition targets.

# **FINANCIAL REVIEW**

### **Turnover**

During the Reporting Period, the Group has recorded a slight growth in turnover of 0.2% from HK\$1,870 million to HK\$1,874 million. There was a slight drop in selling prices but was offset by an increase in sales volume.

### **Gross Profit**

During the Reporting Period, the overall gross profit margin was 30.3%, which was the same as last year. The stable gross profit margin was a result of the Group's cost saving efforts to mitigate the reduction in selling prices. Gross profit amount increased slightly from HK\$566 million to HK\$568 million.

澳科控股有限公司(「本公司」或「澳科控股」) 董事(「董事」)會(「董事會」) 欣然呈報本公司 及其附屬公司(合稱「本集團」) 截至二零一三 年六月三十日止六個月(「報告期間」) 之未經 審核簡明綜合財務業績。

# 業務回顧

二零一三年上半年,中國卷煙包裝行業之經營環境仍充滿挑戰。高檔卷煙消費受中國政府新任領導班子實施之嚴厲措施所影響,從而導致卷煙消費總額之增長較過去十年有所放緩。連同自二零一一年起卷煙集團通過持續之招標系統採購其原材料,導致本集團銷量增加之步伐放緩,帶來持續利潤壓力。

於二零一三年上半年,在卷煙消費增長放緩及 定價壓力之背景下,本集團實現營業額溫和增 長。另一方面,管理層在努力節約成本方面取 得了合理成果並使毛利率保持平穩。經營成本 亦受到控制。因此,與去年同期相比,本集團 於二零一三年上半年錄得較理想之業績。

儘管近期已對資本架構進行合理調整,財務狀況仍繼續保持穩健。本集團持續物色收購目標。

## 財務回顧

### 營業額

於報告期間,本集團錄得營業額由 1,870,000,000港元微增0.2%至1,874,000,000港元。 售價微降由銷量增加所抵銷。

### 毛利

於報告期間,整體毛利率為30.3%,與去年相同。毛利率保持穩定乃由於本集團努力節約成本減緩售價降低帶來之影響。毛利金額由566,000,000港元微增至568,000,000港元。

#### Other Income

The increase in other income was mainly due to the recognition of exchange gain on revaluing borrowings denominated in weakening Hong Kong dollars against the strengthening Renminbi, the Company's functional currency, during the Reporting Period.

## **Operating Cost**

Operating costs (including administrative expenses, selling and distribution costs and other operating expenses) decreased by HK\$29 million from HK\$252 million in first half of 2012 to HK\$223 million in first half of 2013. Operating costs expressed as a percentage of turnover decreased from 13.5% in the first half of 2012 to 11.9% in the Reporting Period. The decrease in operating costs was mainly due to management ability in containing costs, as well as the absence of exchange loss on borrowings denominated in Hong Kong dollars.

### **Finance Costs**

Finance costs increased from HK\$16 million in first half of 2012 to HK\$31 million for the Reporting Period. The increase was mainly due to an increase in bank borrowings as the Group's capital structure was rationalized in the second half of 2012.

### **Share of Profit of Associates**

Share of profit of associates decreased from HK\$29 million in first half of 2012 to HK\$19 million for the Reporting Period. The decline in share of profit of associates was mainly due to drop in average selling prices as a result of tendering for our Nanjing Plant.

### **Taxation**

The effective tax rate of the Group remained stable at 37.8% in first half of 2013.

## Profit Attributable to Owners of the Company

The Group achieved a profit attributable to owners of the Company of HK\$204.9 million during the Reporting Period, representing a slight increase of 1% from HK\$202.9 million in first half of 2012.

### 其他收益

其他收益增加乃主要由於在重估以正在貶值之港元計值之借款匯兑正在升值之人民幣(本公司之功能貨幣)時於報告期間確認之匯兑收益所致。

# 經營成本

經營成本(包括行政開支、銷售及分銷成本以及其他經營開支)由二零一二年上半年的252,000,000港元減少29,000,000港元至二零一三年上半年的223,000,000港元。經營成本佔營業額百分比由二零一二年上半年之13.5%下降至報告期間之11.9%。經營成本減少乃主要由於管理層努力遏制成本以及並無產生以港元計值之借款之匯兑虧損所致。

### 融資成本

融資成本由二零一二年上半年之16,000,000港元增加至報告期間之31,000,000港元。融資成本增加主要由於本集團於二零一二年下半年合理調整其資本架構而導致其銀行借款增加所致。

## 應佔聯營公司溢利

應佔聯營公司溢利由二零一二年上半年之29,000,000港元下跌至報告期間之19,000,000港元。應佔聯營公司溢利減少主要由於招標導致南京廠房平均售價下跌。

### 税項

本集團之實際税率於二零一三年上半年保持穩 定在37.8%。

### 本公司擁有人應佔溢利

本集團在報告期間錄得本公司擁有人應佔溢 利204,900,000港元,較二零一二年上半年之 202,900,000港元微增1%。

# **Segmental Information**

During the Reporting Period, substantially all the turnover was derived from printing of cigarette packages.

### **Financial Position**

As at 30 June 2013, total assets of the Group amounted to HK\$7,043 million and its total liabilities amounted to HK\$3,007 million, representing an increase of HK\$550 million and HK\$345 million, respectively as compared to 31 December 2012. The increases in total assets and total liabilities were mainly caused by the increase in cashflow from operations and the draw down of unutilized banking facilities.

### **Borrowings and Banking Facilities**

As at 30 June 2013, the Group had gross interest-bearing borrowings of approximately HK\$1,972 million (31 December 2012: HK\$1,548 million), representing an increase of HK\$424 million over the last year end. The increase of bank borrowings was due to the draw down of unutilized banking facilities.

All of the interest-bearing borrowings are unsecured, denominated in Hong Kong dollars and bear interest at floating rates. The maturity profile of the Group's gross interest-bearing borrowings is as follows:

### 分部資料

於報告期間,絕大部份營業額來自卷煙包裝印刷。

## 財務狀況

於二零一三年六月三十日,本集團之總資產為7,043,000,000港元,總負債為3,007,000,000港元,分別較二零一二年十二月三十一日增加550,000,000港元及345,000,000港元。總資產及總負債增加乃主要由於營運現金流增加及提取未動用銀行信貸所致。

# 借款及銀行信貸

於二零一三年六月三十日,本集團持有計息借款總額約1,972,000,000港元(二零一二年十二月三十一日:1,548,000,000港元),較去年年底增加424,000,000港元。銀行借款增加乃由於提取未動用銀行信貸所致。

全部計息借款均為無抵押、以港元計值及按浮動利率計息。本集團計息借款總額之到期日列載如下:

		30 June	31 December
		2013	2012
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
On demand or within one year	按要求或於一年內	137,404	_
In the second year	第二年	589,253	425,312
In the third to fifth years, inclusive	第三至第五年		
	(首尾兩年包括在內)	1,245,818	1,122,287
		1,972,475	1,547,599
Less: Amount due for settlement within	減:十二個月內到期償還款		
12 months (shown under current liabilities)	項(於流動負債項目列示)	(137,404)	_
Amount due for settlement after 12 months	十二個月後到期償還款項	1,835,071	1,547,599

As of 30 June 2013, the Group did not have any committed but undrawn banking facilities (31 December 2012: HK\$420 million).

於二零一三年六月三十日,本集團並無任何已 承諾但未動用的銀行信貸(二零一二年十二月 三十一日:420,000,000港元)。

## **Capital Structure**

As at 30 June 2013, the Group had net assets of HK\$4,035 million comprising non-current assets of HK\$3,888 million, net current assets of HK\$2.066 million and non-current liabilities of HK\$1.919 million.

Gearing ratio, measured by total interest-bearing borrowings as a percentage of equity, increased from 40.4% as at 31 December 2012 to 48.9% as at 30 June 2013. Such increase was primarily due to the draw down of unutilized banking facilities during the first half of 2013.

## Charges on the Group's Assets

As at 30 June 2013, assets with carrying amount of approximately HK\$4 million (31 December 2012: HK\$15 million) were pledged to banks in respect of banking facilities granted to the Group.

### **Contingent Liabilities**

As at 30 June 2013, the Group did not have any significant contingent liabilities (31 December 2012: Nil).

### **Capital Commitments**

As at 30 June 2013, the Group had capital commitments contracted but not provided for in respect of acquisition of property, plant and equipment of HK\$51 million (31 December 2012: HK\$20 million).

## 資本架構

於二零一三年六月三十日,本集團持有資產淨值4,035,000,000港元,包括非流動資產3,888,000,000港元、流動資產淨值2,066,000,000港元及非流動負債1,919,000,000港元。

資產負債比率(以計息借款總額除以權益之百分比計算)由二零一二年十二月三十一日之40.4%升至二零一三年六月三十日之48.9%。資產負債比率上升主要由於二零一三年上半年提取未動用銀行信貸所致。

### 本集團資產抵押

於二零一三年六月三十日,本集團就獲授銀行 信貸而抵押予銀行之資產帳面值約為4,000,000 港元(二零一二年十二月三十一日:15,000,000 港元)。

## 或然負債

於二零一三年六月三十日,本集團並無任何 重大或然負債(二零一二年十二月三十一日: 無)。

## 資本承擔

於二零一三年六月三十日,本集團就購置物業、廠房及設備作出已訂約但未撥備之資本承擔為51,000,000港元(二零一二年十二月三十一日:20,000,000港元)。

### **Working Capital**

The current ratio increased from 256% at last year end to 290% at 30 June 2013 due to substantial increase in cashflow from operations and the draw down of unutilized banking facilities.

### Foreign Currency Exposure

During the Reporting Period, the Group's business transactions were mainly denominated in Renminbi. All bank borrowings were denominated in Hong Kong dollars.

The Group does not have significant foreign currency exposure.

### **Treasury Policies**

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

# REMUNERATION POLICIES AND EMPLOYEE INFORMATION

As at 30 June 2013, the Group had 2,568 full time employees in Hong Kong and the People's Republic of China. Total staff costs (including directors' emoluments) amounted to HK\$169 million (six months ended 30 June 2012: HK\$168 million) for the Reporting Period. The Group's remuneration policies are consistent with the one that was disclosed in the annual report of the Company for 2012.

### **PROSPECTS**

The tobacco packaging industry in China will continue to remain challenging in the second half of the year due to the slower economic growth as well as the ongoing austerity measures. The direction of consolidation of the tobacco packaging industry will be clearer probably by next year. There is a possibility that the tobacco packaging industry may undergo consolidation.

### 營運資金

流動比率由去年年底之256%上升至二零一三年 六月三十日之290%,乃由於營運現金流大幅增 加及提取未動用銀行信貸所致。

## 外匯風險

於報告期間,本集團之業務交易主要以人民幣 計值。全部銀行借款則以港元計值。

本集團並無重大外匯風險。

### 財資政策

本集團對財資及融資政策取態審慎,集中於風險管理及與本集團相關業務有直接關係之交易。

# 薪酬政策及僱員資料

於二零一三年六月三十日,本集團在香港及中華人民共和國聘用2,568名全職僱員。報告期間之總員工成本(包括董事酬金)為169,000,000港元(截至二零一二年六月三十日止六個月:168,000,000港元)。本集團之薪酬政策與本公司二零一二年年報所披露者一致。

### 前景

由於經濟增長放緩及持續採取嚴格措施,故下 半年中國卷煙包裝行業將繼續面臨挑戰。有關 卷煙包裝行業整合之方向於下年度可能會更加 清晰。卷煙包裝行業可能會經歷整合。

# Management Discussion and Analysis 管理層討論及分析

Going forward, the Group continues to reduce its cost to offset the pressure on margins. In view of the strong financial position, the Group hopes to expand organically and by acquisitions. To cater to the expected increase in volume, another offset press will be installed in our Dongguan plant in the second half of the year.

Once again, the Board would like to thank our shareholders and all stakeholders for their patience through the changing competitive landscape. We will continue to strive for higher returns for our shareholders.

展望未來,本集團繼續降低其成本以抵銷利潤壓力。鑑於財務狀況穩健,本集團希望通過內部增長及進行收購展開擴張。為應對預期銷量增加,東莞廠房將會於下半年另安裝一台膠印機。

面對變幻莫測的競爭環境,董事會再次感謝股 東及所有持份者的耐心等待。我們將繼續致力 為股東締造更豐碩回報。 18

### **INTERIM DIVIDEND**

The Board has declared an interim dividend of HK8.8 cents per share (2012: HK8.8 cents per share) for the six months ended 30 June 2013 to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 26 September 2013. The interim dividend will be paid on or about 28 November 2013.

### **CLOSURE OF REGISTER OF MEMBERS**

To ascertain the shareholders' entitlement to the interim dividend, the register of members of the Company will be closed from Wednesday, 25 September 2013 to Thursday, 26 September 2013 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the interim dividend for the Reporting Period, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 24 September 2013.

### **DISCLOSURE OF INTERESTS**

# (a) Director's interests and short positions in the securities of the Company and its associated corporations

As at 30 June 2013, the following Directors or the chief executive of the Company had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")) (i) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (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 provision of the

# 中期股息

董事會已議決向於二零一三年九月二十六日辦公時間結束時名列本公司股東名冊之本公司股東宣派截至二零一三年六月三十日止六個月的中期股息每股8.8港仙(二零一二年:每股8.8港仙)。中期股息將於二零一三年十一月二十八日或前後派付。

# 暫停辦理股份過戶及登記手續

為確保股東可享有中期股息,本公司之股東名 冊將於二零一三年九月二十五日(星期三)至 二零一三年九月二十六日(星期四)(首尾兩日 包括在內)暫停辦理股份過戶及登記手續。於 此段期間內,本公司將不會進行任何股份之過 戶或登記。如欲符合享有報告期間中期股息之 資格,所有本公司之股份過戶文件連同有關股 票及適當之過戶表格須不遲於二零一三年九月 二十四日(星期二)下午四時正前送交本公司 之香港股份過戶登記分處卓佳證券登記有限公 司,地址為香港灣仔皇后大道東28號金鐘匯中 心26樓。

# 權益之披露

# (a) 董事於本公司及其相聯法團之證券 中之權益及淡倉

於二零一三年六月三十日,以下本公司董事或主要行政人員於本公司及其相聯法團(定義見香港法例第571章《證券及期貨條例》(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須通知本公司及香港聯合交易所有限公司(「聯交所」)之權益或淡倉(包括彼等根據證券及期貨條例之有關條文被列為或被視作擁有之權益或淡倉):或(ii)根據證券及期貨條例第352條須記錄於該條例所



SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules:

指之登記冊之權益或淡倉;或(iii)根據上市規則所載之《上市公司董事進行證券交易的標準守則》須通知本公司及聯交所之權 益或淡倉:

Name of Director	Nature of interest	No. of underlying shares held (Note) 所持相關 股份數目	Position	Approximate percentage of issued share capital
董事姓名 ————————————————————————————————————	權益性質 —————————	(附註) ————————————————————————————————————	<b>倉盤</b>	概約百分比 ———————
Mr. Chan Sai Wai	Beneficial owner	40,000,000	Long	4.33%
陳世偉先生	實益擁有人		好倉	
Mr. Ge Su	Beneficial owner	1,668,285	Long	0.18%
葛蘇先生	實益擁有人		好倉	
Mr. Ng Sai Kit	Beneficial owner	30,000,000	Long	3.25%
吳世杰先生	實益擁有人		好倉	

Note: The underlying shares represent share options granted by the Company, further details of which are set out in the section headed "Share Option Scheme" below.

Save as disclosed above, as at 30 June 2013, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

附註: 相關股份指本公司授出之購股權,詳情載列於下文「購股權計劃」一節。

除上文所披露者外,於二零一三年六月三十日,本公司董事或主要行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須通知本公司券份之權益或淡倉(包括彼等根據證券及期貨條例有關條文被列為或被視作擁係及期貨條例有關條文被列為或被視作擁係之權益或淡倉);或(iii)根據證券及期貨條例第352條規定須記錄於該條例所指之登記冊之權益或淡倉;或(iii)根據上市規則所載之《上市公司董事進行證券交易的標準守則》須通知本公司及聯交所之權益或淡倉。

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# (b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors and the chief executive of the Company, as at 30 June 2013, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

# (b) 擁有根據證券及期貨條例第XV部第 2及第3分部須披露權益或淡倉之人 士

據本公司董事及主要行政人員所知,於二零一三年六月三十日,以下人士(並非本公司之董事或主要行政人員)於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露之權益或淡倉:

**Approximate** 

				percentage of issued share
		Number of		capital
Name of Shareholder	Capacity	Shares held	Position	佔已發行股本
股東名稱	身份	所持股份數目	倉盤	概約百分比
Amcor Limited (Note) (附註)	Interest of controlled corporation	442,550,000	Long	47.94%
	受控制法團權益	Shares	好倉	
		442,550,000股		
Amcor Packaging (Asia)	Interest of controlled corporation	442,550,000	Long	47.94%
Pty Limited (Note) (附註)	受控制法團權益	Shares	好倉	
		442,550,000股		
Amcor Fibre Packaging-Asia	Beneficial owner	442,550,000	Long	47.94%
Pte Limited (Note) (附註)	實益擁有人	Shares	好倉	
		442,550,000股		
Mondrian Investment	Investment manager	83,327,000	Long	9.03%
Partners Limited	投資經理	Shares	好倉	
		83,327,000股		
Prudential plc	Interest of controlled corporation	73,913,000	Long	8.01%
	受控制法團權益	Shares	好倉	
		73,913,000股		
M&G Investment Funds (7)	Beneficial owner	50,971,000	Long	5.52%
	實益擁有人	Shares	好倉	
		50,971,000股		
Ameriprise Financial Inc	Interest of controlled corporation	47,584,000	Long	5.15%
	受控制法團權益	Shares	好倉	
		47,584,000股		

Note: The issued shares of Amcor Limited are listed on the Australian Stock Exchange Limited. Amcor Packaging (Asia) Pty Limited and Amcor Fibre Packaging-Asia Pte Limited are wholly owned subsidiaries of Amcor Limited.

附註:Amcor Limited之已發行股份於澳洲證券交易所有限公司上市。Amcor Packaging (Asia) Pty Limited及Amcor Fibre Packaging-Asia Pte Limited為Amcor Limited之全資附屬公司。



Save as disclosed above, as at 30 June 2013, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外,於二零一三年六月三十日,董事並不知悉有任何其他人士(本公司之董事及主要行政人員除外)於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露之權益或淡倉。

### **SHARE OPTION SCHEME**

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group. Eligible participants of the Share Option Scheme include any employees, directors, substantial shareholders of each member of the Group or associated company or any of their respective associates. The Share Option Scheme has become effective for a period of 10 years commencing on 10 March 2004 and up to 40,000,000 options entitling the holders thereof to subscribe for up to 40,000,000 Shares could be granted under the Share Option Scheme.

The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group to each participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant of the options must not exceed 1% of the total number of Shares in issue.

An option may be exercised in whole or in part in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board to each grantee provided that the period within which the Shares may be taken up under the option must not be more than 10 years from the date of grant of the option. There is no minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised.

# 購股權計劃

本公司設有一項購股權計劃(「購股權計劃」),以獎勵及酬謝對本集團之成就有貢獻之合資格參與者。購股權計劃之合資格參與者包括本集團各成員公司或聯營公司之任何僱員、董事、主要股東或彼等各自之任何聯繫人。購股權計劃由二零零四年三月十日起生效,有效期為十年,可根據購股權計劃授出最多40,000,000份購股權,授權持有人可認購最多40,000,000股股份。

於截至購股權授出日期(包括該日)之任何12 個月期間,於行使根據購股權計劃及本集團任 何其他購股權計劃授予及將授予各參與者之購 股權(包括已行使及尚未行使之購股權)時已 發行及將予發行之股份上限,不得超過已發行 股份總數之1%。

於董事會通知各承授人之期限內,購股權可隨時根據購股權計劃之條款全部或部份行使,惟根據購股權認購股份之期限不得超過購股權授出日期起計十年。購股權不設最短持有期限或須達到的表現目標才可行使購股權。

The subscription price for the Shares under the Share Option Scheme shall be determined by the Board in its absolute discretion provided that such price shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the grant of an option, (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five consecutive business days immediately preceding the date of the grant, and (iii) the nominal value of a Share. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

購股權計劃項下之股份認購價須由董事會全權酌情釐定,惟有關價格不得低於以下各項之最高者:(i)於授出購股權當日聯交所日報表所報之股份收市價:(ii)緊接授出日期前連續五個營業日聯交所日報表所報之股份平均收市價:及(iii)一股股份之面值。接納所獲授購股權時須支付象徵式代價1.00港元。

Since the Share Option Scheme was approved, a total of 90,000,000 share options were granted. The following table shows the movements in the Company's share options outstanding during the Reporting Period:

自購股權計劃通過以來共授出90,000,000份購股權。下表載列本公司於報告期間內未獲行使購股權之變動:

### Number of share options 購股權數目

							Closing price		
Name or category of grantee 承授人姓名或類別	At 1 January 2013 於二零一三年 一月一日	Granted during the Reporting Period 報告 期內授出	Exercised during the Reporting Period 報告 期內行使	Cancelled during the Reporting Period 報告 期內註銷	Lapsed during the Reporting Period 報告 期內失效	At 30 June 2013 於二零一三年 六月三十日	Exercise period (Note 1) 行使期 (附註1)	Exercise price per share (Note 3) 每股行使價格 (附註3)	Closing price per share immediately before date of grant 緊接授出 日期前之 每股收市價
Directors 董事									
里争 Mr. Chan Sai Wai (Note 2) 陳世偉先生 <i>(附註2)</i>	40,000,000	-	-	-	-	40,000,000	29 July 2012 to 27 July 2021 二零一二年七月二十九日至 二零二一年七月二十七日	HK\$3.64 3.64港元	HK\$4.73 4.73港元
Mr. Ge Su 葛蘇先生	1,668,285	-	-	-	-	1,668,285	29 July 2012 to 27 July 2021 二零一二年七月二十九日至 二零二一年七月二十七日	HK\$3.64 3.64港元	HK\$4.73 4.73港元
Mr. Ng Sai Kit (Note 2) 吳世杰先生 <i>(附註2)</i>	30,000,000	-	-	-	-	30,000,000	29 July 2012 to 27 July 2021 二零一二年七月二十九日至 二零二一年七月二十七日	HK\$3.64 3.64港元	HK\$4.73 4.73港元
Sub-total 小計	71,668,285	-	-	-	-	71,668,285			
Employees (other than Directors) in aggregate 僱員總計 (董事除外)	13,348,703	-	-	-	-	13,348,703	29 July 2012 to 27 July 2021 二零一二年七月二十九日至 二零二一年七月二十七日	HK\$3.64 3.64港元	HK\$4.73 4.73港元
Total 合計	85,016,988	-	-	-	-	85,016,988			

Notes:

- The share options will be vested to the grantees over a period of four years (i.e. one-fourth on or after 29 July 2012, one-fourth on or after 29 July 2013, one-fourth on or after 29 July 2014 and one-fourth on or after 29 July 2015) upon fulfillment of certain annual key performance indicators set and/or to be set by the Board.
- 2. Since: (i) the total number of Shares issued and to be issued upon exercise of the share options granted to each of Mr. Chan Sai Wai and Mr. Ng Sai Kit respectively in the 12-month period exceed 1% of the total number of Shares in issue, and (ii) the number of share options granted to either of them would exceed the existing scheme mandate limit of 40,000,000 share options, such grant of share options to Mr. Chan Sai Wai and Mr. Ng Sai Kit have been approved by shareholders of the Company at the general meeting held on 12 September 2012.
- 3. The exercise price of the share options is reduced from HK\$4.72 per share to HK\$3.64 per share pursuant to the resolution passed at the annual general meeting of the Company held on 13 June 2013.

# DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

Pursuant to the facilities agreement (the "Facilities Agreement") dated 13 August 2012 and entered into, among other parties, the Company as borrower, two subsidiaries of the Company as guarantors, and various financial institutions as agent, arrangers, security trustee and lenders, a term loan facility of HK\$1,500,000,000 (the "Facility A Loan") and a revolving loan facility of HK\$500,000,000 (the "Facility B Loan", together with the Facility A Loan, the "Loan Facilities") are made available to the Company. The Facility A Loan is repayable as to 5%, 5%, 10%, 10%, 10%, 10%, 15%, 15%, and 20% on the days which are 18 months, 21 months, 24 months, 27 months, 30 months, 33 months, 36 months, 39 months and 42 months respectively from the date of the Facilities Agreement. Each loan under the Facility B Loan is repayable at the last day of its interest period, being one or two weeks, or one or three months or any other period agreed between the Company and the lenders provided that it shall not extend beyond 42 months from the date of the Facilities Agreement. The Loan Facilities have been used to refinance the HK\$900 million term loan facility granted to the Company in 2010 in full and thereafter finance the general corporate purposes of the Company.

#### 附註:

- 1. 當完成董事會制定及/或即將制定的若干年度 關鍵表現指標後,購股權將歸屬予承授人,為 期四年(即四分之一於二零一二年七月二十九 日或之後,四分之一於二零一三年七月二十九 日或之後,四分之一於二零一四年七月二十九 日或之後以及四分之一於二零一五年七月二十 九日或之後)。
- 2. 由於:(i)在十二個月期間內行使分別授予陳世 偉先生及吳世杰先生的購股權時已發行或將發 行股份總數將超過已發行股份總數的1%,及 (ii)授予兩人其中任何一人之購股權數目均超過 40,000,000份購股權之現有計劃授權上限,該等 授予陳世偉先生及吳世杰先生之購股權已於二 零一二年九月十二日舉行之股東大會上獲本公 司股東批准。
- 3. 根據本公司於二零一三年六月十三日舉行之股 東週年大會上通過之決議案,購股權的行使價 由原來的每股4.72港元調低至每股3.64港元。

# 根據上市規則第13.21條作出之 披露

根據本公司(作為借款人)、本公司兩間附屬 公司(作為擔保人)及多家金融機構(作為代 理人、安排人、抵押代理人及貸款人)於二零 一二年八月十三日訂立之融資協議(「融資協 議」),本公司獲提供1,500,000,000港元之定期 貸款融資(「融資A貸款」)及500,000,000港元 之循環貸款融資(「融資B貸款」,連同融資A貸 款統稱「貸款融資」)。融資A貸款須由融資協 議日期起18個月、21個月、24個月、27個月、 30個月、33個月、36個月、39個月及42個月屆 滿當日分別償還該筆貸款之5%、5%、10%、 10%、10%、10%、15%、15%及20%。 融資B貸 款項下各貸款須於計息期(即一個或兩個星期 或一個或三個月或本公司與貸款人協定之任何 其他期間) 之最後一天償還,惟計息期不得超 過融資協議日期起計42個月。貸款融資已用於 悉數償還本公司於二零一零年獲授之定期貸款 融資900,000,000港元,其後用作本公司之一般 企業用途。

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It is provided in the Facilities Agreement that if at any time, either (i) any person or group of persons acting in concert hold more voting share capital of the Company than Amcor Limited does; or (ii) without limitation to (i) above, Amcor Limited fails to maintain its beneficial ownership, direct or indirect, of not less than: (a) thirty five per cent. (35%) of the shareholding of the Company or (b) only in the event of dilution in Amcor Limited's shareholding due to any share placements by the Company, twenty five per cent. (25%) of the shareholding of the Company, it will constitute an event of default as a result of which all or any part of the commitments under the Loan Facilities may be cancelled and all amounts outstanding under the Loan Facilities may immediately become due and payable.

# PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S SHARES

Neither the Company, nor its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Reporting Period.

# COMPLIANCE WITH APPENDIX 10 OF THE LISTING RULES

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Appendix 10 of the Listing Rules throughout the Reporting Period. Having made specific enquiry of all Directors, the Directors have confirmed that they have complied with such code of conduct and required standard of dealings throughout the Reporting Period.

# COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company continues to be committed to achieving high standards of corporate conduct and to place importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and protection of shareholders' interests.

The Board is of the view that the Company has met the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules during the Reporting Period.

融資協議規定,倘於任何時間,發生下列事件 其中一項:(i)任何人士或一組一致行動人士持 有之本公司具投票權股本超過Amcor Limited所 持有者;或(ii)不限於上文(i)項所述,(a)Amcor Limited未能直接或間接維持實益擁有本公司 不少於百分之三十五(35%)股權或(b)倘僅因本 公司進行任何配股而令Amcor Limited之股權攤 薄,Amcor Limited未能直接或間接維持實益擁 有本公司不少於百分之二十五(25%)股權,即 屬違約,在此情況下,貸款融資之全部或任何 部份承諾可能取消,而貸款融資之所有尚未償 還金額將可能即時到期償還。

# 購買、出售及贖回本公司股份

於報告期間內,本公司及其附屬公司概無購買、贖回或出售本公司任何上市證券。

## 遵守上市規則附錄十

於整個報告期間內,本公司已採納一套有關董事進行證券交易之行為守則,其條款不遜於 上市規則附錄十所載之規定交易標準。經向所 有董事作出具體查詢後,董事確認彼等於整個 報告期間內一直遵守該行為守則及規定交易標 準。

## 遵守企業管治常規守則

本公司持續致力達致高務實標準之企業操守, 且重視其企業管治程序及制度,以確保提高透明度、問責性及保障股東利益。

董事會認為,於報告期間內,本公司已符合上 市規則附錄十四企業管治守則所載之守則條 文。



### **AUDIT COMMITTEE**

The Audit Committee of the Company comprises the three independent non-executive Directors, namely, Mr. Tay Ah Kee, Keith (Chairman of the Audit Committee), Mr. Au Yeung Tin Wah, Ellis and Mr. Oh Choon Gan, Eric. The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed internal control and financial reporting matters with senior management relating to the preparation of the unaudited condensed consolidated financial statements of the Group for the Reporting Period. There is no disagreement raised by the Audit Committee on the accounting treatment adopted by the Company. The interim results for the Reporting Period are unaudited but certain agreed-upon procedures have been performed by the auditor of the Company in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") at the request of the Audit Committee. The agreed-upon procedures performed by the auditor did not constitute an assurance engagement performed in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and the auditor accordingly does not express any assurance on the interim results of the Company. The findings on the aforementioned "agreed-upon procedures" have been taken into consideration by the Audit Committee in its review of the interim results for the Reporting Period, which have been approved by the Board on 20 August 2013 prior to its issuance.

# 審核委員會

本公司審核委員會由三名獨立非執行董事組 成,包括鄭基先生(審核委員會主席)、歐陽 天華先生及胡俊彥先生。審核委員會已審閱本 公司所採納之會計原則及實務,並已與編製報 告期間之本集團未經審核簡明綜合財務報表有 關之高級管理人員討論內部監控及財務匯報事 項。審核委員會並無對本公司採納之會計處理 方式有任何異議。報告期間之中期業績為未經 審核,但應審核委員會之要求,本公司核數師 已根據香港會計師公會(「香港會計師公會」) 頒佈之香港相關服務準則第4400號「接受委聘 進行有關財務資料的協定程序|進行若干協定 程序。核數師進行之協定程序並不構成香港會 計師公會所頒佈之香港核數準則、香港審閱工 作準則或香港核證工作準則所指之受委聘進行 核證,故核數師並不就本公司之中期業績作出 任何保證。審核委員會於審閱報告期間之中期 業績時,已考慮上述「協定程序」之結果,有 關業績亦經由董事會於二零一三年八月二十日 批准刊發。

By order of the Board

AMVIG Holdings Limited

Chan Chew Keak, Billy

Non-executive Chairman

Hong Kong, 20 August 2013

承董事會命 **澳科控股有限公司** 非執行主席 **曾照傑** 

香港,二零一三年八月二十日

# Condensed Consolidated Financial Statements

# 簡明綜合財務報表

## **RESULTS**

The board (the "Board") of directors (the "Directors") of AMVIG Holdings Limited (the "Company" or "AMVIG") is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (together the "Group") for the six months ended 30 June 2013 (the "Reporting Period") together with the comparative figures for the corresponding period in 2012 as follows:

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2013

# 業績

澳科控股有限公司(「本公司」或「澳科控股」) 董事(「董事」)會(「董事會」)欣然公佈本公司 及其附屬公司(合稱「本集團」)截至二零一三 年六月三十日止六個月(「報告期間」)之未經 審核簡明綜合財務業績,連同二零一二年同期 之比較數字如下:

# 簡明綜合損益表

截至二零一三年六月三十日止六個月

# For the six months ended 30 June 截至六月三十日止六個月

			既エハカー	1 1 正八個月
			2013	2012
			二零一三年	二零一二年
			— → — → (Unaudited)	(Unaudited)
			(未經審核)	(未經審核)
		Note	HK\$'000	HK\$'000
		附註	千港元 	千港元
Turnover	營業額	2	1,873,711	1,869,818
		Z		
Cost of goods sold	銷售成本		(1,306,051)	(1,303,444)
Gross profit	毛利		567,660	566,374
Other income	其他收入		32,608	20,038
Selling and distribution costs	銷售及分銷成本		(81,566)	(120,724)
	行政開支			
Administrative expenses			(140,692)	(124,421)
Other operating expenses	其他經營開支		(286)	(7,072)
Finance costs	融資成本	3	(31,258)	(16,105)
Share of profit of associates	應佔聯營公司溢利		19,260	29,120
Profit before tax	税前溢利	4	365,726	347,210
Income tax expenses	所得税開支	5	(138,420)	(125,075)
Profit for the period	本期間溢利		227,306	222,135
Attributable to:	以下各方應佔:			
– Owners of the Company	- 本公司擁有人		204,898	202,935
– Non-controlling interests	一 非控制性權益		22,408	19,200
			227,306	222,135
			·	<u> </u>
Earnings per share	每股盈利			
– basic (HK cents)	- 基本(港仙)	6a	22.2	22.0
– diluted (HK cents)	- 攤薄(港仙)	6b	N/A不適用	N/A不適用
				,

簡明綜合財務報表

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2013

# 簡明綜合損益及其他全面收益表

截至二零一三年六月三十日止六個月

For the six months ended 30 June 截至六月三十日止六個月

		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Profit for the period	本期間溢利	227,306	222,135
Other comprehensive income:  Items that will be reclassified to profit or loss:  Exchange differences on translating	<b>其他全面收益</b> : <i>其後可重新分類至損益</i> <i>之項目:</i> 換算外地業務之匯兑		
foreign operations	差額	54,188	(54,345)
Other comprehensive income for the period, net of tax	本期間其他全面收益 (已扣除税項)	54,188	(54,345)
Total comprehensive income for the period	本期間全面收益 總額	281,494	167,790
Attributable to:  - Owners of the Company  - Non-controlling interests	<b>以下各方應佔:</b> 一 本公司擁有人 一 非控制性權益	256,271 25,223	150,452 17,338
		281,494	167,790

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

# 簡明綜合財務狀況報表

At 30 June 2013

於二零一三年六月三十日

		Note 附註	30 June 2013 二零一三年 六月三十日 (Unaudited) (未經審核) HK\$′000 千港元	31 December 2012 二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
ASSETS	資產			
Non-current assets Property, plant and equipment Prepaid land lease payments Goodwill Interests in associates Loan receivables Available-for-sale financial assets Other assets	非流動資產 物業、廠房及設備 預付租賃土地款項 商譽 於聯營公司之權益 應收貸款 可供銷售金融資產 其他資產	8	716,159 22,249 2,691,093 159,591 245,006 1,742 51,706	720,207 22,327 2,656,132 138,360 245,273 1,719 61,112
			3,887,546	3,845,130
Current assets Inventories Trade and other receivables Prepaid land lease payments Prepayments and deposits Pledged bank deposits Bank and cash balances	流動資產 存貨 貿易及其他應收款項 預付租賃土地款項 預付款項及按金 已抵押銀行存款 銀行及現金結餘	9	426,208 862,745 745 52,550 3,928 1,809,098	477,249 862,115 735 45,638 14,516 1,247,448
			3,155,274	2,647,701
Total assets	資產總額		7,042,820	6,492,831
EQUITY Capital and reserves Share capital Reserves	<b>權益</b> <b>股本及儲備</b> 股本 儲備	10	9,231 3,800,193	9,231 3,620,556
Equity attributable to owners of the Company Non-controlling interests	本公司擁有人應佔權益非控制性權益		3,809,424 225,876	3,629,787 200,653
Total equity	權益總額		4,035,300	3,830,440

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# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

# 簡明綜合財務狀況報表(續)

At 30 June 2013

於二零一三年六月三十日

			30 June 2013 二零一三年 六月三十日 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 (Audited)
		Note	(不經費核) HK\$'000	(經審核) HK\$'000
		附註	千港元	千港元
LIABILITIES	負債 非流動負債			
Non-current liabilities Bank borrowings	銀行借款		1,835,071	1,547,599
Deferred tax liabilities	遞延税項負債		83,912	80,947
			1,918,983	1,628,546
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	11	911,700	991,838
Current tax liabilities	本期税項負債		39,433	42,007
Current portion of bank borrowings	銀行借款之流動部分		137,404	_
			1,088,537	1,033,845
Total liabilities	負債總額		2 007 520	2,662,301
Total liabilities	又良於识		3,007,520	2,662,391
Total equity and liabilities	權益及負債總額		7,042,820	6,492,831
Net current assets	流動資產淨值		2,066,737	1,613,856
Total assets less current liabilities	資產總值減流動負債		5,954,283	5,458,986

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

			Unaudited									
						未經審核						
					Attributable	to owners of	the Company					
			本公司擁有人應佔									
					Employee	Foreign						
					share-based	currency					Non-	
		Share	Share	Special	compensation	translation	Revaluation	Statutory	Retained		controlling	Total
		capital	premium	reserve	reserve	reserve	reserve	reserves	profits	Total	interests	equity
					以股份支付							
					之僱員	外幣兑換					非控制性	
		股本	股份溢價	特別儲備	酬金儲備	儲備	重估儲備	法定儲備	保留溢利	總額	權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	'											
At 1 January 2013	於二零一三年一月一日	9,231	2,485,151	(731,043)	51,071	656,655	8,010	174,452	976,260	3,629,787	200,653	3,830,440
Total comprehensive income for the pe	eriod 本期間全面收益總額	-	-	-	-	51,373	-	-	204,898	256,271	25,223	281,494
Transfer from retained profits – Group	轉撥自保留溢利-本集團	-	-	-	-	-	-	2,441	(2,441)	-	-	-
Dividend declared for 2012	宣派二零一二年股息											
(Note 7)	(附註7)	-	-	-	-	-	-	-	(84,930)	(84,930)	-	(84,930)
Employee share-based	以股份支付之僱員											
compensation benefits	酬金福利	-	-	-	8,296	-	-	-	-	8,296	-	8,296
Changes in equity for the period	本期間權益變動	-	-	-	8,296	51,373	-	2,441	117,527	179,637	25,223	204,860
At 30 June 2013	於二零一三年六月三十日	9,231	2,485,151	(731,043)	59,367	708,028	8,010	176,893	1,093,787	3,809,424	225,876	4,035,300

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2012

截至二零一二年六月三十日止六個月

Unaudited

未經審核

Attributable to owners of the Company

本公司擁有人應佔

	_	十名門原門八塚田 										
					Employee	Foreign						
					share-based	currency					Non-	
		Share	Share	Special	compensation	translation	Revaluation	Statutory	Retained		controlling	Total
		capital	premium	reserve	reserve	reserve	reserve	reserves	profits	Total	interests	equity
					以股份支付							
					之僱員	外幣兑換					非控制性	
		股本	股份溢價	特別儲備	酬金儲備	儲備	重估儲備	法定儲備	保留溢利	總額	權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2012	於二零一二年一月一日	9,231	2,485,151	(731,043)	21,604	648,428	8,010	168,362	1,744,510	4,354,253	190,834	4,545,087
Total comprehensive income for the peri	iod 本期間全面收益總額	_	_	_	_	(52,483)	_	_	202,935	150,452	17,338	167,790
Transfer from retained profits – Group	轉撥自保留溢利-本集團	_	_	_	_	(52)165)	_	5,276	(5,276)	-	-	-
Dividend declared for 2011	宣派二零一一年股息							-,	(=)=:=)			
(Note 7)	(附註7)	_	_	_	_	_	_	_	(99,700)	(99,700)	_	(99,700)
Employee share-based	以股份支付之僱員								(**). **)	(**)****		(**): **)
compensation benefits	酬金福利	-	-	-	20,230	-	-	-	-	20,230	-	20,230
Changes in equity for the period	本期間權益變動	-	-	-	20,230	(52,483)	-	5,276	97,959	70,982	17,338	88,320
At 30 June 2012	於二零一二年六月三十日	9,231	2,485,151	(731,043)	41,834	595,945	8,010	173,638	1,842,469	4,425,235	208,172	4,633,407
THE DO JUNE LUIL	n/4   / //]   H	7,40	4,100,101	(131,073)	TUUJT	UTCICCO	0,010	173,030	1,012,107	1,120,200	200,172	1,000,107

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2013

截至二零一三年六月三十日止六個月

簡明綜合現金流量表

# For the six months ended 30 June 截至六月三十日止六個月

		2013 二零一三年 (Unaudited) (未經審核) HK\$'000	2012 二零一二年 (Unaudited) (未經審核) HK\$'000
		千港元 ————————————————————————————————————	千港元 ————————————————————————————————————
NET CASH GENERATED FROM OPERATING ACTIVITIES	來自經營業務之現金淨額	162,199	127,657
NET CASH USED IN INVESTING ACTIVITIES	用於投資活動之現金 淨額	(3,599)	(36,439)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	來自/(用於)融資活動之 現金淨額	393,804	(201,577)
	77 A A A A A A A A A A A A A A A A A A		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之增加/(減少)淨額	552,404	(110,359)
Effect of foreign exchange rate changes	外匯匯率變動之影響	9,246	(26,366)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	於期初之現金及現金等 價物	1,247,448	1,715,341
CASH AND CASH EQUIVALENTS AT END OF PERIOD	於期末之現金及現金等 價物	1,809,098	1,578,616
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物之 結餘分析		
BANK AND CASH BALANCES	銀行及現金結餘	1,809,098	1,578,616

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

# 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the annual financial statements for the year ended 31 December 2012. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs", which term collectively includes Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards ("HKAS") and Interpretations).

These condensed consolidated financial statements have been prepared under the historical cost basis.

These condensed consolidated financial statements should be read in conjunction with the 2012 annual financial statements. The accounting policies and methods of computation adopted in the preparation of these condensed consolidated financial statements are consistent with those used in the preparation of the audited financial statements of the Group for the year ended 31 December 2012, except for the adoption of amendments to HKAS 1 "Presentation of Financial Statements" ("HKAS 1") and HKFRS 13 "Fair Value Measurement" ("HKFRS 13").

# 1. 編製基準及主要會計政策

簡明綜合財務報表已根據香港會計師公會 (「香港會計師公會」)頒佈之香港會計準則 第34號「中期財務報告」(「香港會計準則 第34號」)及香港聯合交易所有限公司證券 上市規則(「上市規則」)規定之適用披露 規定而編製。

按照香港會計準則第34號編製中期財務報告需要管理層作出判斷、估計及假設,該等判斷、估計及假設影響政策之應用,以及按本期間截至報告日期為止基準呈列之資產及負債、收入及開支之報告金額。實際結果可能與估計有差異。

本中期財務報告包括簡明綜合財務報表及解釋附註摘要。該等附註包括對理解本集團自截至二零一二年十二月三十一日止年度之年度財務報表以來之財務狀況變動。簡明綜合財務報表及其附註並不包括根據香港財務報告準則(「香港財務報告準則(「香港財務報告準則(「香港財務報告準則(「香港財務報告準則(「香港財務報告準則)、香港會計準則(「香港會計準則」)及詮釋)編製之完整財務報表之全部必需資料。

此等簡明綜合財務報表乃根據歷史成本基 準編製。

此等簡明綜合財務報表須與二零一二年之年度財務報表一併閱覽。編製此等簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一二年十二月三十一日止年度之經審核財務報表所採用者一致,惟採納香港會計準則第1號「財務報表之呈列」(「香港會計準則第1號」)及香港財務報告準則第13號「公平值計量」(「香港財務報告準則第13號」)之修訂除外。

# 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

#### HKAS 1:

HKAS 1 titled Presentation of Items of Other Comprehensive Income introduces new terminology for statement of comprehensive income and income statement. Under the HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The HKAS 1 retains the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

The HKAS 1 requires additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the change. Other than the above mentioned presentation changes, the application of the HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

### HKFRS 13:

HKFRS 13 establishes a single source of guidance for all fair value measurements required or permitted by HKFRSs. It clarifies the definition of fair value as an exit price, which is defined as a price at which an orderly transaction to sell the asset or transfer the liability would take place between market participants at the measurement date under market conditions, and enhances disclosures about fair value measurements.

The adoption of HKFRS 13 only affects disclosures on fair value measurements in the consolidated financial statements. HKFRS 13 has been applied prospectively.

# 1. 編製基準及主要會計政策(續)

### 香港會計準則第1號:

香港會計準則第1號「其他全面收益項目之呈列」為全面收益表及收益表引入新術語。於香港會計準則第1號下,全面收益表被改稱為損益及其他全面收益表,而收益表則被改稱為損益表。香港會計準則第1號保留可於一個單一報表內或於兩個獨立而連續之報表內呈列損益及其他全面收益之選擇權。

香港會計準則第1號規定須為於其他全面 收益中之其他全面收益項目作出額外披露 並劃分為兩類:(a)其後不會重新分類至損 益之項目:及(b)於符合特定條件時,其後 可重新分類至損益之項目。其他全面收益 項目之所得税須按相同基準予以分配。

該等修訂已獲追溯應用,因此,其他全面 收益項目之呈列方式已獲修改,以反映有 關變動。除上述呈列方式變動外,應用香 港會計準則第1號對損益、其他全面收益 及全面收益總額概無任何影響。

### 香港財務報告準則第13號:

香港財務報告準則第13號就香港財務報告 準則規定或准許之所有公平值計量確立單 一指引,當中釐清了依據離場價(意指市 場參與者在計量日按市況進行出售資產或 轉讓債務之有秩序交易之價格)作為公平 值之定義,以及提高公平值計量之披露。

採納香港財務報告準則第13號僅會影響於 綜合財務報表內公平值計量之披露。香港 財務報告準則第13號已獲追溯應用。

# 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

The adoption of these new and revised HKFRSs did not result in substantial changes to the presentation of the Group's financial statement and amounts reported for the current period.

The Group has not early applied those new and revised HKFRSs that have been issued but are not yet effective. All of these pronouncements will be adopted in the Group's accounting policies for the first period beginning after the effective date of the pronouncements.

# 1. 編製基準及主要會計政策 (續)

採納該等新訂及經修訂香港財務報告準則 不會使本集團財務報表之呈列及本期間報 告之金額發生任何重大變動。

本集團並無提早應用下列已頒佈但尚未生 效之新訂及經修訂香港財務報告準則。本 集團將於公佈日期生效後開始之首個期間 將全部該等公佈納入本集團之會計政策。

# 2. TURNOVER

# Segment information

Information about reportable segment profit or loss and assets:

# 2. 營業額

# 分部資料

可呈報分部損益及資產之資料:

				Manufacturing	Manufacturing		
				of transfer	of transfer		
		Printing of	Printing of	paper and	paper and		
		cigarette	cigarette	laser film	laser film		
		packages	packages	轉移紙及	轉移紙及	Total	Total
		卷煙包裝印刷	卷煙包裝印刷	鐳射膜製造	鐳射膜製造	總額	總額
		For the six n	nonths ended	For the six m	nonths ended	For the six m	onths ended
		30	June	30.	June	30 J	une
		截至六月三	十日止六個月	截至六月三	十日止六個月	截至六月三-	卜日止六個月
		2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Revenue from external	來自外部客戶						
customers	之收益	1,847,001	1,849,622	26,710	20,196	1,873,711	1,869,818
Segment profit	分部溢利	354,707	369,720	4,287	7,223	358,994	376,943
		30 June	31 December	30 June	31 December	30 June	31 December
		2013	2012	2013	2012	2013	2012
			二零一二年		二零一二年		二零一二年
		二零一三年	十二月	二零一三年	十二月	二零一三年	十二月
		六月三十日	三十一日	六月三十日	三十一目	六月三十日	三十一日
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產	3,123,147	3,125,075	71,577	63,770	3,194,724	3,188,845

# 簡明綜合財務報表附註

# 2. TURNOVER (continued)

# Segment information (continued)

Reconciliation of reportable segment profit or loss:

# 2. 營業額 (續)

# 分部資料(續)

可呈報分部損益之對帳:

# For the six months ended 30 June 截至六月三十日止六個月

		M工、ハリー   日本、川口	
		2013	2012
		二零一三年	二零一二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Profit or loss	損益		
Total profit or loss of reportable			
segments	可呈報分部損益總額	358,994	376,943
Other profit or loss	其他損益	(131,688)	(154,808)
Consolidated profit for the period	本期間之綜合溢利	227,306	222,135

# 3. FINANCE COSTS

# 3. 融資成本

# For the six months ended 30 June 截至六月三十日止六個月

	2013	2012
	二零一三年	二零一二年
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
	HK\$'000	HK\$'000
	千港元	千港元
nterest on bank borrowings 銀行借款之利息	31,258	16,105

# 4. PROFIT BEFORE TAX

The Group's profit before tax is stated after charging/(crediting) the following:

# 4. 税前溢利

本集團之税前溢利已扣除/(計入)以下項目:

# For the six months ended 30 June 截至六月三十日止六個月

		2013	2012
		二零一三年	二零一二年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Interest income	利息收入	(13,107)	(13,665)
Directors' emoluments	董事酬金		
(excluding employee share-based	(不包括以股份支付之		
compensation benefits)	僱員酬金福利)	12,228	7,657
Directors' emoluments – employee	董事酬金 - 以股份支付之		
share-based compensation benefits	僱員酬金福利	7,352	18,464
Cost of inventories sold	銷售存貨成本	1,306,051	1,303,444
Depreciation and amortisation	折舊及攤銷	45,100	41,223
(Gain)/loss on disposal of property,	出售物業、廠房及設備之		
plant and equipment	(收益)/虧損	(36)	344
Write down of inventories	撇減存貨	197	170

### 5. INCOME TAX EXPENSES

# 5. 所得税開支

# For the six months ended 30 June 截至六月三十日止六個月

		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
PRC corporate income tax	中國企業所得税		
<ul><li>current</li><li>(over)/under provision in</li></ul>	- 即期 - 上年度 (超額撥備)/	113,918	97,766
prior year	撥備不足	(756)	128
Withholding tax	預扣税項	26,421	28,233
Other deferred tax	其他遞延税項	(1,163)	(1,052)
		138,420	125,075

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profit in Hong Kong.

The provision for the People's Republic of China ("PRC") income tax is calculated based on the statutory income tax rates according to the relevant income tax laws and regulations in the PRC.

# 6. EARNINGS PER SHARE

- (a) Basic earnings per share is calculated based on the Group's unaudited profit attributable to owners of the Company for the six months ended 30 June 2013 of HK\$204,898,000 (30 June 2012: HK\$202,935,000) and the weighted average number of shares of 923,147,000 ordinary shares in issue during the six months ended 30 June 2013 (30 June 2012: 923,147,000 ordinary shares).
- (b) No diluted earnings per share are presented as the Company did not have any potentially dilutive ordinary shares for each of the six months ended 30 June 2013 and 30 June 2012.

由於本集團在香港並無應課税溢利,故並 無就香港利得税作出撥備。

中華人民共和國(「中國」)所得税乃根據中國有關所得税法律和法規按法定所得税税率計提撥備。

# 6. 每股盈利

- (a) 每股基本盈利乃按截至二零一三年 六月三十日止六個月本公司擁有人 應佔本集團未經審核溢利204,898,000 港元(二零一二年六月三十日: 202,935,000港元)及截至二零一三年 六月三十日止六個月內已發行普通股 之加權平均數923,147,000股(二零一 二年六月三十日:923,147,000股普通 股)計算。
- (b) 由於本公司於截至二零一三年六月三 十日及二零一二年六月三十日止各六 個月均無任何潛在攤薄性普通股,故 並無呈列每股攤薄盈利。

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# 7. DIVIDENDS

(a) Dividends attributable to the interim period:

# 7. 股息

(a) 中期期間應佔股息:

# For the six months ended 30 June 截至六月三十日止六個月

	2013 二零一三年 (Unaudited) (未經審核) HK\$′000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Interim dividend of HK8.8 cents per 宣派中期股息每股8.8港仙 share declared(2012: HK8.8 cents)(二零一二年:8.8港仙)  Special dividend of HK Nil cents per 宣派特別股息每股零港仙 share declared(2012: HK108 cents)(二零一二年:108港仙)	81,237	81,237 996,999

The interim dividend for the six months ended 30 June 2013 had not been recognised as a liability at the end of the Reporting Period.

(b) Dividends attributable to the previous financial year:

於報告期間結束時,截至二零一三年 六月三十日止六個月之中期股息尚未 確認為負債。

(b) 上個財政年度應佔股息:

# For the six months ended 30 June 截至六月三十日止六個月

	2013 二零一三年 (Unaudited) (未經審核) HK\$′000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Final dividend in respect of the financial year ended 31 December 2012, approved but not yet paid during the following interim period, of HK9.2 cents per share (2012: HK10.8 cents per share in respect of the financial year ended 31 December 2011)  Eth准但尚未於隨後 中期期間派付之截至 二零一二年十二月 三十一日止財政年度之 末期股息每股9.2港仙(二零一二年:截至 二零一一年十二月 三十一日止財政年度 每股10.8港仙)	84,930	99,700

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

# 8. PROPERTY, PLANT AND EQUIPMENT

The Group spent HK\$17,544,000 on the construction in progress, and HK\$14,437,000 in additions to its existing manufacturing plant in order to upgrade its manufacturing facilities.

## 9. TRADE AND OTHER RECEIVABLES

The general credit terms of the Group granted to its trade customers range from one month to three months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the senior management. An aging analysis of trade receivables, based on the invoice date, net of allowances, is as follows:

# 8. 物業、廠房及設備

本集團之在建物業開支為17,544,000港元,而就提升其生產設施將14,437,000港元用於現有生產廠房的添置。

# 9. 貿易及其他應收款項

本集團給予其貿易客戶之賒帳期一般介乎 一至三個月。本集團致力持續嚴格控制未 償還應收款項。高級管理層定期審查過期 結餘。貿易應收款項(按發票日期及扣除 撥備)之帳齡分析如下:

		30 June 2013	31 December 2012
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Current to 30 days	即期至30日	406,223	489,941
31 to 90 days	31至90日	214,352	220,410
Over 90 days	超過90日	41,545	14,528
Trade receivables	貿易應收款項	662,120	724,879
Bills receivables	應收票據	131,467	69,586
Other receivables	其他應收款項一		
– an associate	一間聯營公司	54,044	56,150
Other receivables – others	其他應收款項-其他	15,114	11,500
		862,745	862,115

# **10.SHARE CAPITAL**

# 10.股本

		Number of Shares	Amount
		股份數目	金額
		′000	HK\$'000
		千股	千港元
Authorised:	<i>法定:</i>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 31 December 2012 and	於二零一二年十二月三十一日		
30 June 2013	及二零一三年六月三十日	2,000,000	20,000
Issued and fully paid:	已發行及繳足:		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
At 31 December 2012 and	於二零一二年十二月三十一日		
30 June 2013	及二零一三年六月三十日	923,147	9,231

# 11.TRADE AND OTHER PAYABLES

# 11.貿易及其他應付款項

An aging analysis of trade payables, based on the date of invoices, is as follows:

貿易應付款項(按發票日期)之帳齡分析 如下:

		30 June 2013	31 December 2012
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Current to 30 days	即期至30日	186,354	302,935
31 to 90 days	31至90日	233,669	257,400
Over 90 days	超過90日	30,238	28,431
Trade payables	應付貿易款項	450,261	588,766
Bills payables – secured	應付票據-有抵押	-	15,824
Other payables	其他應付款項	461,439	387,248
		911,700	991,838

# 簡明綜合財務報表附註

# 12.RELATED PARTY TRANSACTIONS

# 12.關連人士交易

During the period, the Group had the following material related party transactions:

於期內,本集團曾進行以下重大關連人士 交易:

# For the six months ended 30 June 截至六月三十日止六個月

2013	2012
二零一三年	二零一二年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
HK\$'000	HK\$'000
千港元	千港元

向聯營公司採購 119,698 Purchases from associates 89,132

Note:

附註:

The purchases from associates were made under normal commercial terms.

向聯營公司所作採購乃根據一般商業條款進行。

At the end of the Reporting Period, the following balances with related parties are included in:

於報告期間結束時,下列關連人士之結餘 列入:

31 December 2012

30 June 2013

		二零一三年	二零一二年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Trade and other receivables:	貿易及其他應收款項:		
Associates	聯營公司 	57,027	59,093
Trade and other payables:	貿易及其他應付款項:		
Associates	聯營公司	42,222	49,562
	·	·	

# 12.RELATED PARTY TRANSACTIONS (continued)

The amounts due from associates are unsecured and interest free. An amount of approximately HK\$2,983,000 (31 December 2012: HK\$2,944,000) is repayable within 90 days and the remaining balance has no fixed term of repayment.

The amount due to associates are unsecured, interest free and has no fixed term of repayment.

# 13.CAPITAL COMMITMENTS

# 12.關連人士交易(續)

應收聯營公司款項為無抵押及免息。約 2,983,000港元(二零一二年十二月三十一 日:2,944,000港元)之款項須於90日內償 還,而餘額並無固定還款期限。

應付聯營公司款項為無抵押、免息及無固定還款期限。

# 13.資本承擔

		30 June 2013 二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2012 二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Contracted but not provided for: Acquisition of property, plant and equipment	已訂約但未撥備: 購買物業、 廠房及設備	50,659	19,688

## **14.CONTINGENT LIABILITIES**

At 30 June 2013, the Group did not have any significant contingent liabilities (31 December 2012: Nil).

# 14.或然負債

於二零一三年六月三十日,本集團並無任何重大或然負債(二零一二年十二月三十 一日:無)。

# **AMVIG HOLDINGS LIMITED**

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