



葉氏化工集團有限公司
Yip's Chemical Holdings Limited

於開曼群島註冊成立之有限公司
Incorporated in the Cayman Islands with limited liability

股份代號 Stock Code: 408

ENSURE THE SUCCESS OF CONSOLIDATION

深化業務整合效益



Interim Report
中期業績報告

2014

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**ENSURE
THE SUCCESS OF
CONSOLIDATION**

深化業務整合效益

概要 Highlights

營業額
Turnover
4,723,530,000
港元 HK\$

借貸比率*
Gearing ratio *
54.0%

本公司股東應佔純利
Net profit attributable to
owners of the Company
51,381,000
港元 HK\$

每股盈利
Earnings
per share
9.1
港仙 HK CENTS

中期股息
Interim
dividend
10.0
港仙 HK CENTS

* Measured by net bank borrowings as a percentage of equity attributable to owners of the Company
以淨銀行借貸佔本公司股東應佔權益為計算基準

截至2014年6月30日止6個月期間(未經審核)
For the six-month period ended 30 June 2014 (unaudited)

主席報告 – 回顧及展望

Chairman's Statement – Review & Prospects

本人欣然向葉氏化工集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)全體股東們呈報二零一四年上半年集團的業務概況。期內營業額雖稍遜預期，但續創歷史新高，錄得高達4,723,530,000港元，比較去年同期增長7%，如以產品的銷售量比較，增長則達10%。在股東應佔純利方面，因主要受到期內人民幣匯率向下調整幅度較大以及欠缺特殊股息收入的不利影響，僅錄得51,381,000港元，比較去年同期下滑60%。但扣除以上兩個因素後，集團核心業務的經營溢利實比去年同期增長12%。另一方面因為有賴於集團一直堅守發展不忘穩健，審慎理財的原則，在不斷致力業務拓展，銷售額屢創新高的同時，集團的借貸比率和資金周轉日均依然得以維持在健康的水平，因此縱使集團上半年的股東應佔純利出現倒退，但評估人民幣的未變現匯兌虧損為非現金項目，對集團的現金流並不構成重大影響，更重要的是，審視集團的各核心業務依然持續良好的發展勢頭，其經營溢利在撇除人民幣匯率變動的調整後，實則較去年同期有所提昇，因此按照集團一直奉行積極回饋股東的派息政策，本公司董事會(「董事會」)建議向全體股東們派發中期股息每股10港仙，與去年同期一樣。

回顧

期內集團的業績表現受兩大因素所影響，比較去年同期出現倒退。(一)去年有一筆3,150萬港元所佔可供出售投資的股息入帳，而今年沒有；(二)人民幣匯率出現不尋常的波動，導致集團在帳面上出現3,800萬港元的匯兌虧損，反之去年則有1,700萬港元的匯兌收益。

It is my pleasure to present to all our shareholders with a business overview of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the first half of 2014. In the period, though turnover was slightly lower than expected, it still grew 7% from the same period last year to hit an all-time high of HK\$4,723,530,000. In terms of sales volume, there was a growth of 10%. Profit attributable to owners fell 60% on the year to HK\$51,381,000 mainly because of the adverse impacts from a material depreciation of Renminbi ("RMB") exchange rate and a lack of special dividend income. After excluding the above two factors, however, the operating profit of the Group's core businesses registered a growth of 12% from the same period last year. On the other hand, thanks to the Group's strict adherence to the principles of steady development and prudent financial management, at a time when all-out efforts were made to expand the businesses and turnover was hitting new high records consistently, the Group's gearing ratio and working capital turnover period were still maintained at healthy levels. So even though the Group's profit attributable to owners suffered a setback in the first half, given the unrealised exchange loss is a non-cash item, it did not constitute a material impact to the Group's cash flow. More importantly, a review of the Group's various core businesses indicated that a good development momentum was still maintained and the operating profit was higher as compared to the corresponding period last year after adjusting for RMB exchange rate changes. Therefore, in line with the Group's long-held dividend policy of rewarding shareholders earnestly, the board of directors of the Company (the "Board") proposed an interim dividend of HK10 cents per share, the same as last year.

Review

In the period, under the impacts of two main factors, the Group's results showed a decline from the same period last year. First, there was a dividend income of HK\$31.5 million from an available-for-sale investment last year but there was no such income this year. Second, unusual fluctuations in RMB exchange rate in the period had resulted in an accounting exchange loss of HK\$38 million whereas there was an exchange gain of HK\$17 million last year.

主席報告 – 回顧及展望 Chairman's Statement – Review & Prospects

至於期內集團的各項核心業務方面，依然面對一個非常嚴峻的經營大環境。環球經濟疲弱，中國出口整體下滑，境內更是充滿挑戰。去年已開始呈現的經濟下行情況，今年上半年較預期明顯，各行業的拓展受抑，引致國民消費意慾低迷是近年來所罕見，工廠產能過剩的問題更為突顯，導致同業競爭更為激烈。因此，集團的各項核心業務在不同的程度上受到影響，銷售額均出現了與增長預期的少許落差，這是集團近年來銷售額方面錄得較低的一個增長率。另一方面，得益於集團近年來積極推行的業務與廠房整合、成本控制等優化業務質素措施的成效逐漸得到沉澱和浮現，集團核心業務的經營溢利在撇除股息及人民幣匯率變動的影響後，錄得約12%的提昇。

展望

集團一直以來，堅守經營信念，從不涉足一切非本業的投資活動。但近年來，隨著國內業務不斷快速的增長，基於業務營運的實際需要，以至在可預見的未來一段時間內，集團仍將無可避免地需面對人民幣匯價波動的風險。中長線而言，在人民幣邁向國際化的歷程中，其逐步成為強勢貨幣是可預期的，但在這個過程中，無論是經濟、政治等各種因素影響，導致其出現不同程度的波動也是勢將難免。因此，集團已開始積極和認真的進行研究一切可行措施，務求令其對集團的核心盈利所產生的影響逐漸減少。

雖然集團上半年的銷售額與預期出現少許落差，但是下半年將隨著國內經濟漸有回暖跡象，銷售即將步入傳統旺季，集團的各核心業務均按序擴大產能，同時強化成本控制，維持強勢的市場佔有率，集團有信心全年的銷售額仍可保持穩定的增長。另一方面，集團將繼續致力於透過業務和廠房的內部整合，不斷地優化營運效益。本年度在完成深化潤滑油組整合的同時，另一更大整合工程—塗料集團的組建目前

As far as the Group's various core businesses were concerned, a common difficulty they were still facing was an extremely dire overall operating environment. On top of the weak global economy and China's declining exports, the mainland market was laden with challenges. The economic downturn which first appeared last year was more evident than expected in the first half of this year, so much so that the development of different industries was hindered and the country's dismal consumer sentiment was a rare sight in recent years. As a result, the problem of overcapacity was exacerbated and intra-industry competition became all the more fierce. Consequently, the Group's core businesses were affected to one extent or another and their turnovers all fell slightly short of growth expectations, resulting in one of the lowest turnover growths for the Group in recent years. On the other hand, the results of the various business optimisation measures such as business and plant consolidation and cost control the Group has been implementing in earnest in recent years gradually precipitate and are becoming apparent. In the period, the operating profit of the Group's core businesses recorded a rise of 12% after excluding the above-mentioned effects from dividend and fluctuations in RMB exchange rate.

Prospects

All along, the Group has been adhering to its operating policy of never involving itself in investment activities unrelated to core businesses. Yet in recent years, with the relentless rapid growth of our businesses in the mainland, due to actual operating needs, we inevitably will still have to deal with the risk of RMB exchange rate fluctuations in the foreseeable future. In the medium to long term, in the course of its internationalisation, RMB's gradual evolution into a strong currency is predictable. But during this process, for reasons of economics, politics or otherwise, fluctuations to a certain degree or another are well-nigh unavoidable. For this, the Group has started studying the implementation of all feasible measures to ensure that the effects of such fluctuations on the Group's core profitability will diminish gradually.

Though in the first half of this year the Group's turnover fell slightly short of expectation, in the second half, as mainland's economy shows signs of warming up and sales are soon entering the traditional peak season, the Group's various core businesses are all expanding their capacities step by step while strengthening their cost control and maintaining their dominant market shares. The Group is therefore confident that turnover for the whole year will still be able to demonstrate a stable growth. On another front, the Group will continue to constantly optimise operational efficiency through internal business and plant consolidation.

主席報告－回顧及展望 Chairman's Statement – Review & Prospects

進度良好，預期可按時完成，明年正式開始運作。一如前述，集團將決心適度加大對塗料業務的投放，務求以最快的速度攀升它的市場份額和對集團未來的盈利貢獻。整體而言，本年度經營環境不佳，實是對集團管理團隊的最佳考驗。集團尚能有少進，實有賴於董事會的領導、執行團隊們的努力、員工的辛勞、各界合作伙伴的支持和信任，本人謹此衷心致謝。

深切悼念歐陽贊邦先生

本公司獨立非執行董事歐陽贊邦先生已於二零一四年三月十六日辭世。

歐陽贊邦先生於二零零四年成為本公司獨立非執行董事，其後出任本公司薪酬委員會主席。期間對集團全面性企業管治和人力資源政策的優化均作出卓越的貢獻，集團全人永懷感激，深切悼念。

葉志成

主席

香港，二零一四年八月十九日

This year, while in-depth work on the consolidation of the lubricants division was completed, a bigger consolidation project – the establishment of a Coatings Group – was carried out on course, and it is expected that this new group will be completed according to schedule and will be operational by next year. As mentioned earlier, the Group is determined to appropriately step up investment in its coatings business so as to raise its market share and its contribution to the Group's profit in the shortest time possible. On the whole, the adverse operating environment this year is in fact the best test for the Group's management. Whatever small gains the Group has made are attributable to the leadership of the Board, the efforts of the executive team, the toil and moil of the employees as well as the support and trust offered by our partners from various quarters. For this I am conveying to them my sincerest gratitude.

In Deep Memory of Mr. Au-Yeung Tsan Pong, Davie

Mr. Au-Yeung Tsan Pong, Davie, an independent non-executive director of the Company, passed away on 16 March 2014.

Mr. Au-Yeung Tsan Pong, Davie started to serve as an independent non-executive director of the Company in 2004 and later assumed the chair of the remuneration committee of the Company. During his service, he had contributed outstandingly in optimising the Group's comprehensive corporate governance and human resources policy. For this we will forever be grateful to and in deep memory of him.

Ip Chi Shing

Chairman

Hong Kong, 19 August 2014

集團執行委員會主席報告

Report of the Chairman of the Group Executive Committee

集團在六月十八日發出通告，估計本年度上半年業績將受累於(一)人民幣貶值；及(二)持有的可供出售投資不作派息分紅，而導致有明顯的倒退。事實上，在經營環境欠理想，各類產品供大於求的情況下，本期的銷售額仍創新高達4,723,530,000港元，增長7%，股東應佔純利雖只錄得51,381,000港元，下跌60%，但扣除上述兩項負面因素的計算基準上，實際仍錄得同比增長12%。

另一方面，執行團隊在抓緊、善用資金方面獲得了良好的效果。借貸比例持續下降，錄得數據是54%，比對去年同期進一步下降。

集團的三大業務細分報告如下：

溶劑

主打產品醋酸酯的銷量再創新高，而新產品丙烯酸丁酯也安然渡過試產、試銷期。期內溶劑整體業務錄得總銷售量超過35萬噸，營業額達2,958,820,000港元。兩只產品皆基本達至90%以上廠房使用率的目標。

本業務的競爭趨勢持續劇烈，各同業降利推銷，因而錄得經營溢利100,626,000港元，下跌14%，但在管理層堅守以量換利，持續改善綜合費用兩大原則下，做到了毛利率輕微下跌，不計匯兌損益的經營溢利不跌反微升2.7%的效果。

本業務在江蘇泰興新建的30萬噸醋酸酯新線正如期建設中，預期明年初可投產使用。該新線採用了較新的工藝技術，對節省原材料、能源有嶄新的效果。同時，泰興廠原有的生產線正準備改建為幾只成熟的醋酸酯品種，將更豐富本業務的醋酸酯產品系列。

On 18 June, the Group issued an announcement stating that profit for the first half of this year would be expected to be significantly dragged down by (1) the depreciation of RMB and (2) not receiving any dividend income from the available-for-sale investment it was holding. In fact, though business environment was disappointing and supply exceeded demand for the Group's various products, turnover in the period still rose 7% to hit a historical high of HK\$4,723,530,000. Though profit attributable to owners declined 60% to only HK\$51,381,000, after excluding the above two negative factors, it actually grew 12% year-on-year.

On the other hand, the executive team's prudent use of funds had reaped in good results: the Group's gearing ratio had been dropping sustainably to 54%, which was a further decline from the same period last year.

The Group's three main lines of businesses are reported as follows:

Solvents

While sales of the Group's flagship acetate solvents reached a new high, the new product, butyl acrylate, had smoothly undergone trial production and trial sales. In the period, the total sales volume of the overall solvents business was in excess of 350,000 tonnes while turnover reached HK\$2,958,820,000. The plant utilisation rate of both acetate solvents and butyl acrylate basically reaches the target of 90%.

For this business segment, competition had remained intense, so much so that all players in the industry had lowered profit margins to push sales. As a result, operating profit was down 14% to HK\$100,626,000. But as the management kept to the two principles of making profit through volume sales and improving consolidated costs continuously, gross profit margin only dropped slightly while operating profit after excluding exchange difference actually edged up 2.7%.

The new production line for 300,000 tonnes of acetate solvents in the Taixing plant in Jiangsu is under construction on schedule and is expected to be operational by early next year. With the employment of newer production technology, this new line should offer exceptional savings in raw materials and energy consumption. Meanwhile, the original production lines in the Taixing plant will be converted for manufacturing several mature acetate solvents to enrich the acetates product portfolio of the solvents division.

集團執行委員會主席報告 Report of the Chairman of the Group Executive Committee

塗料

本業務上半年營業額再創新高達1,596,454,000港元，增長3%，是近年來增長點數較低的半年。其主要原因包括（一）民用線以水性漆增長為主，但其相對油性漆有較低的單價，因而即使銷量以噸數計錄得雙位數字升幅，但仍拉低了整體銷售金額的增長；（二）出口市場放緩，傢俬漆需求亦放緩，尤其以華南區為甚；及（三）油墨業務的飲料市場及出版業務市場比對去年有明顯的跌幅，對油墨市場的增長有所影響。

去年進行的費用檢討，優化營運初見成效。儘管面對上述艱辛的經營局面，在生意增長，相對費用不同步增長的效應下，不計匯兌損益的經營溢利還能輕微改善。特別是油墨業務，經過近期的升級設備，減低損耗，減輕員工費用壓力，效果顯現，是本期業績亮麗的一個業務。期內塗料組不計匯兌損益的經營溢利增長4.6%。

管理層明白本業務要持續增長，關鍵在於激增銷售。近期成立的商情分析部，旨在了解市場動態的同時，更需了解各同業的優劣狀態，以制訂不同的方針，有目標性地，透過不同的產品類別去追求各產品多元化的戰略目標。

油墨業務去年底收購的「華彩樹脂」，經過半年改造，已投產平版油墨專用的各種樹脂，全面提供予我油墨業務屬下三間工廠的使用，相信對平版油墨的發展會帶來強而有力的支持。

上海金山塗料廠的二期工程按序施工，預期在明年第一季度可以投入使用，將大有利於該業務的內部廠房整合，更進一步優化我們的業務流程，產生新的協調效益。

Coatings

In the first half of this year, the turnover of this division grew 3% to reach a new high of HK\$1,596,454,000, this was a slower half-yearly growth in recent years. There were several reasons. First, for household paints, growth was mainly in water-based paints which have lower unit prices than oil-based ones. So even a double-digit growth in sales volume tonnage was recorded, the growth in overall sales dollar amount was pulled down. Second, there was a slowdown in the export markets with a simultaneous slowdown in the demand for furniture paints, particularly in the South China region. Third, in the inks business, significant declines in the beverage market and the publishing market as compared to last year were affecting the growth of the inks market.

Initial results were obtained from the reviewing of expenses and optimisation of operation carried out last year. Though the business was facing the above-mentioned difficult operating circumstances, with sales growing while corresponding expenses were not increasing concomitantly, there was still a slight improvement in operating profit when exchange difference was excluded. For the inks business in particular, upon carrying out equipment upgrading, wear-and-tear reduction and personnel expenses alleviation recently, effects were apparent and the business results of the inks business were among the brightest in the Group. In the period under review, operating profit after excluding exchange difference of the coatings division increased 4.6%.

The management well understands that, for the sustained growth of the coatings business, the key lies in hefty increases in sales. Recently, a business analysis department has been set up not only to gain an understanding of the market dynamics but also to analyse the strengths and weaknesses of competitors in order to formulate different targeted approaches to achieve the strategic goal of product diversification.

After half a year of restructuring since its acquisition by the inks business, Huacai Resins (華彩樹脂) is now producing all types of resins for making offset printing inks which are to be used by the three factories under the business. This should offer robust support for the development of offset printing inks business.

The second-phase construction of the coatings plant in Jinshan, Shanghai is underway as planned and commissioning for operation is expected to take place in the first quarter of next year. The project is expected to facilitate internal plant consolidation, further optimise business operations and create new synergic effects.

集團執行委員會主席報告 Report of the Chairman of the Group Executive Committee

潤滑油

本業務期內錄得銷售金額214,937,000港元，比對去年同期增長6%，不計匯兌損益的經營溢利比對去年同期大增。

本組內部重組成功，兩司合一漸過磨合期，各部運作逐步帶出協同效應。管理層有信心，該業務已步入盈利正途。

本期的重點工作還包括組建「塗料集團」。該項目在專責小組的領導下，經過了三個多月的反覆研討、論證，基本上完成了組建的各项主要工作，預期將可達致新集團於明年正式營運的目標。吸收了潤滑油業務重組的成功，並帶來顯著效益的經驗，此番組建「塗料集團」是把目前塗料業務相關的三間公司(恒昌工業塗料、大昌樹脂、紫荊花製漆)合三為一，統一由新成立的「紫荊花塗料集團」指揮運作。組建完成後，管理層預期無論在採購、物流均有著增加規模、減低成本、各部人員資源共享，以及廠房整合等等的協同和組合效應，是本集團近年較大的內部整合工程，相信也是效益最大的一個工程。

踏入下半年是傳統旺季，尤踏入七月下旬，稍覺旺季早來。市場狀況有所改善，各業務正積極備貨。管理層相信，下半年的業績將有進一步的改善。

葉子軒

集團執行委員會主席

香港，二零一四年八月十九日

Lubricants

In the period, turnover of the lubricants division grew 6% year-on-year to HK\$214,937,000, while operating profit not counting exchange difference showed a significant growth from the same period last year.

Internal restructuring in the division has now been completed and synergies from various departments are emerging as the two companies have gradually come out from their consolidation phase. The management is confident that the division is now on a profit track.

A key task during the period is the formation of a "Coatings Group". Under the leadership of a task group, after more than three months of repeated discussions, all main works on the formation have basically been completed and the target of getting the group operational by next year should be achievable. Riding on the success of the restructuring of the lubricants division and on the experience of getting considerable benefits from the exercise, the current formation of the "Coatings Group" aims at merging three relevant coating companies (Hang Cheung Coatings, Da Chang Polymers and Bauhinia Paints) into one which is headed by a newly established "Bauhinia Coatings Group". The management expects that after establishing the "Coatings Group", whether in procurement or logistics, there would be synergic and combinational effects resulting from increases in scale, reduction of costs and sharing of personnel resources through the consolidation of plants. This is one of the Group's largest internal consolidation projects in recent years and should also be one producing the greatest benefits.

The second half of each year is a traditional peak season for the Group. As we entered late July this year, there was a hint of an early arrival of the peak season. Noting that market situations have improved, all divisions are now actively stocking up. The management is convinced that there will be further improvements in the results of the second half.

Yip Tsz Hin

Chairman of the Group Executive Committee

Hong Kong, 19 August 2014

企業社會責任 Corporate Social Responsibility

1. 工作環境質素 安全至上

董事會轄下的集團安全健康環保委員會於二零一四年上半年到集團位於國內的廠房進行了安全巡視，以審視集團的安全運作情況。集團安全健康環保部(「安環部」)亦定期對各廠房進行安全檢查和專項檢查，持續改進安全管理工作。回顧期內，安環部對國內各廠房進行共計九次的安全檢查，向不同工廠提供意見及要求作出整改。安全培訓方面，期內集團及子公司的員工共進行了49,958小時的安全培訓。

員工發展及保障

為了支持葉氏化工的人才培訓及發展，集團推出葉氏管理課程(「課程」)，藉以為管理人員提供必需的技能及知識以提升日常工作效益，同時亦提升管理人員的通用管理技巧及功能知識以配合集團業務的長遠發展。課程主要從四方面為管理人員提供必備的知識和技能，分別為新晉經理模塊、核心管理能力模塊、專業功能模塊及領袖能力模塊。截至二零一四年六月三十日止六個月，集團及子公司合共527名管理人員參加課程。

獨立運作的「葉氏關愛延續基金」(「基金」)除了助學之外，基金亦希望能讓每一位退休員工得到更多的保障。助學方面，今年基金把國內的資助金額由港元改為以人民幣計算，因此國內助學資助金額將上調逾兩成。另外，基金增設退休感謝金項目，以肯定退休員工為公司作出的貢獻。退休感謝金適用於所有達到退休年齡的香港及國內集團及子公司退休員工，沒有服務期限限制，退休感謝金一次性按合資格連續性年資乘以特定的人民幣金額計算。

1. Workplace Practice Safety First

In the first half of 2014, to monitor safety operations within the Group, safety inspections of the Group's mainland plants were carried out by the Group's Health, Safety and Environment Committee formed under the Board. Regular safety inspections and special examinations were also conducted by the Group's Health, Safety and Environment Department (the "HSE Department") in order that safety management could be improved continuously. In the period under review, a total of nine safety inspections were carried out by the HSE Department and suggestions for corrective actions were given to various plants. As for safety training, staff of the Group and its subsidiaries attended a total of 49,958 hours of training in the period under review.

Staff Development and Welfare

As part of the personnel training and development programme in Yip's Chemical, the Yip's Management Training Programme (the "Programme") has been developed and launched. While the Programme provides management personnel with the necessary skills and knowledge to improve daily work efficiency, it also boosts management skills and reinforces management knowledge commonly used by these personnel in order to support the long-term development of the Group's businesses. These aims are achieved through the four modules of the Programme: the New Managers Module, the Core Management Competence Module, the Specialist Functions Module and the Leadership Module. In the six months ended 30 June 2014, a total of 527 management personnel of the Group and its subsidiaries attended the Programme.

In addition to sponsoring education, the independently-run Yip's Care Extension Foundation (the "Foundation") also wants to offer more protection to every retiring employee. In education sponsorship, this year the Foundation has decided to reckon all mainland sponsorships in RMB instead of Hong Kong dollars, thereby raising the sponsorship level by more than 20%. Besides, the Foundation has decided to start giving out retirement gratuities to recognise the contribution of retiring employees. All retiring employees of the Group and its subsidiaries who reach statutory retirement age from Hong Kong and mainland are eligible for gratuity payment. There is no service period restriction – the one-time payment is calculated by multiplying the qualified continuous years of service by a designated amount in RMB.

2. 環境保護

集團旗下塗料品牌「紫荊花漆」入選第十三期環境標誌產品政府採購清單（「環保清單」）。為了加大環境標誌產品政府採購工作力度，財政部和環境保護部將環保清單公示於中國政府採購網，該網站是國家財政部唯一指定政府採購信息網絡發佈媒體。紫荊花漆多款產品獲得中國環境標誌產品認證證書，包括內牆及外牆乳膠漆、家裝水性木器漆全線產品。

紫荊花漆不斷為中國市場研發並生產環保及性能卓越的塗料產品。今年上半年紫荊花漆推出全新超淨味抗甲醛全效牆面漆。此款產品結合了紫荊花漆創新淨味技術，淨化甲醛技術和無添加技術，能有效吸附和淨化室內空氣中的甲醛、甲苯等有害物質。新產品的推出體現了紫荊花漆不斷提高產品性能的同時亦為消費者帶來更環保、更健康的產品。

隨著市場對環保印刷品的需求日益高漲，權威機構紛紛推出從油墨製造到印刷生產的環保標準，環保油墨的發展勢在必行。洋紫荊油墨作為行業先鋒，積極研發環保產品，並成功推出NV平版膠印油墨。該油墨採用100%純植物油體系，揮發性有機化合物含量達到國際領先水平（低於1%），完全符合國際最新環保法規。

2. Environmental Protection

The Group's "Bauhinia Paints" brand has been selected into the 13th edition of China's government procurement list for environmental labelling products (the "Green List"). As a way to increase the government's effort in the procurement of environmental labelling products, the Ministry of Finance and the Ministry of Environmental Protection have posted the Green List on China's government procurement website, which is designated by the Ministry of Finance as the only website for the release of information on government procurement. A number of Bauhinia Paints products, including interior and exterior wall emulsion paints, as well as a full range of water-based household wood paints, have successfully achieved China environmental labelling certification.

Bauhinia Paints has been unceasingly developing and producing quality eco-friendly coating products for the China market. In the first half of this year, a new super-odourless anti-formaldehyde wall paint was launched. Adopting Bauhinia Paints' innovative odour removal technology, formaldehyde removal technology and no-additive technology, this new product can effectively adsorb and eliminate indoor harmful substances such as formaldehyde and toluene. The introduction of this new product attests to Bauhinia Paints' efforts in bringing consumers greener and healthier products while enhancing product performance continuously.

In response to rising market demand for eco-friendly printing materials, relevant authorities have issued environmental protection standards for processes from printing ink manufacturing to printing. Seeing that the development of green printing inks is an unstoppable trend, Bauhinia Variegata Inks as a market leader has been active in the research and development of various eco-friendly products and a NV offset ink has been subsequently launched. This is a 100% vegetable oil-based printing ink with a volatile organic compound content that meets top international standards (less than 1%). It is in compliance with the latest international environmental laws and regulations.

3. 社區參與 流動眼科手術車捐贈計劃

葉氏化工早於二零一零年起已與亞洲防盲基金會及中國殘疾人聯合會共同發起「葉氏化工流動眼科手術車十年捐贈計劃」，透過捐贈多架配備先進眼科手術儀器的流動眼科手術車，幫助國內的白內障患者重見光明。直到二零一三年，集團合共捐贈五部手術車分別予寧夏回族自治區、江蘇省、山東省、內蒙古自治區及雲南省，捐贈金額總值逾港幣1,200萬元。

今年上半年，集團捐贈第六部手術車予山西省，該手術車將於下半年投入運作。另外，由於寧夏回族自治區白內障的病源逐步減少，為使手術車發揮更大的作用，集團決定把捐贈給寧夏回族自治區的手術車轉贈給黑龍江省。自項目開始至二零一四年六月三十日止，集團捐贈的共五部流動眼科手術車已成功為接近34,778名白內障患者提供白內障移除手術。

3. Community Involvement Mobile Eye Surgery Centre Donation Programme

Yip's Chemical has been collaborating with Asian Foundation for the Prevention of Blindness and China Disabled Persons' Federation since 2010 in running a "Yip's Chemical 10-Year Mobile Eye Surgery Centre Donation Project" to help restore vision for cataract patients in the mainland through the donation of a number of mobile eye surgery centres equipped with advanced ophthalmological equipments. Up until 2013, the Group has donated a total of five such mobile units respectively to Ningxia Hui Autonomous Region, Jiangsu Province, Shandong Province, Inner Mongolia Autonomous Region and Yunnan Province, representing more than HK\$12 million in total donation.

In the first half of this year, Shanxi Province has received the Group's sixth mobile eye surgery unit which should be in operation in the second half of the year. Moreover, since the number of new cataract cases in Ningxia Hui Autonomous Region has been decreasing gradually, the Group has decided to pass on Ningxia's mobile unit to Heilongjiang Province. Up till 30 June 2014 since the launch of the project, the five mobile eye surgery units donated by the Group have already helped remove cataract in some 34,778 patients.



企業社會責任 Corporate Social Responsibility

3. 社區參與(續) 企業義工隊

二零一四年「葉氏化工義工隊」的主要服務對象擴闊至長者組群，透過關心長者的生活境遇，共同為有需要的長者服務。回顧期內，義工隊與香港路德會社會服務處合作，替接近三十名長者進行腦退化症評估；此外，義工隊透過義賣日，為該機構的長者中心籌款，以作中心翻新之用。義工隊亦參與長者安居協會舉辦的長者探訪活動，藉著探訪獨居長者傳遞平安的訊息。

除了長者服務外，「葉氏化工義工隊」亦投身環境保護活動，通過組織華東區的同事參與上海清潔海灘活動，用他們的點滴力量改善和保護世界稀有鳥類的生存環境。義工隊於回顧期內參與由香港地球之友舉辦的「綠野先鋒」植樹比賽及世界自然基金會舉辦的「地球一小時」節能活動。



3. Community Involvement (Continued) Corporate Volunteer Team

Beginning in 2014, “Yip’s Chemical Volunteers”, (the “Volunteer Team”) extends its service target to the elderly – through concerning themselves with the living situation of this group, the Volunteer Team provides services to those who are in need. During the period, in conjunction with Hong Kong Lutheran Social Service (“HKLSS”), the Volunteer Team has carried out dementia assessment for some 30 seniors. In addition, a charity bazaar has been held to raise funds for the renovation of HKLSS’s elderly centre. The Volunteer Team has also participated in a visiting programme organised by the Senior Citizen Home Safety Association to help pass on home safety tips.

Other than providing services to the elderly, the Volunteer Team also engages in environmental protection activities. By mobilising their Eastern China colleagues to participate in a beach clean-up activity in Shanghai, they were contributing their humble efforts to improve and protect the living environment of some of the world’s rarest birds. In the period, the Volunteer Team has also participated in the Tree Planting Challenge held by Friends of the Earth Hong Kong and the Earth Hour activity run by World Wildlife Fund Hong Kong.



3. 社區參與(續) 企業義工隊(續)

截至二零一四年六月三十日止六個月，葉氏化工香港及國內的員工和親友的義工服務時數為544小時；香港及國內參與義工服務的人數達191人。

捐資助學

葉氏化工自二零零六年起，連續九年向廣東省江門市開展捐資助學活動。今年，集團捐資助學約人民幣60萬元，分別資助二零一四年高中品學兼優的94名貧困學生，獎勵高考文、理科各前15名成績優秀學生和22名應屆高考畢業班的優秀班主任或老師。

榮譽

亞洲 Asia / 香港 Hong Kong

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《亞洲企業管治》雜誌 Corporate Governance Asia magazine	2014年度第四屆亞洲卓越大獎—「最佳企業社會責任」、「最佳環境責任」、「最佳投資者關係公司」及「亞洲最佳行政總裁(投資者關係)」 Best CSR, Best Environmental Responsibility, Best Investor Relations Company and Asia's Best CEO (Investor Relations) in the 4th Asian Excellence Recognition Awards 2014
香港社會服務聯會 The Hong Kong Council of Social Service	5年Plus商界展關懷標誌 5 Years Plus Caring Company Logo
社會福利署 Social Welfare Department	2013年義務工作嘉許銅狀 Bronze Award for Volunteer Service 2013

內地 Mainland China

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公益時報 China Philanthropy Times	2013年中國企業慈善榜—葉氏化工排名第287位 2013 China Charity Ranking – Yip's Chemical ranked No. 287
上海市公共關係協會 Shanghai Public Relations Association	上海市第七屆優秀公共關係案例評選—銀獎 The 7th Outstanding CSR Case Award of Shanghai – Silver Award
2014(第三屆)中國財經峰會 The 3rd China Finance Summit 2014	2014最佳責任典範 2014(行業)最具品牌影響力 Best CSR 2014 Best (Industry) Brand 2014

3. Community Involvement (Continued) Corporate Volunteer Team (Continued)

In the six months ended 30 June 2014, Yip's Chemical employees in Hong Kong and mainland and their relatives and friends have contributed 544 hours in volunteer services involving 191 participants.

Student Sponsorship and Scholarship

For nine consecutive years since 2006, Yip's Chemical has been running a student sponsorship and scholarship programme in Jiangmen, Guangdong. This year, the Group has donated about RMB600,000 for the programme. The sum was used to sponsor 94 needy students who have excelled in the 2014 college entrance examination, to provide scholarship to 15 top students graduating respectively from the arts stream and science stream, and to reward 22 teachers who have taught in the best performing graduating classes.

Awards

流動資金及財務資源

Liquidity and Financial Resources

於二零一四年六月三十日，集團的借貸比率(以淨銀行借貸佔本公司股東應佔權益為計算基準)為54.0%(二零一三年六月三十日：58.8%)，比去年同期下跌4.8個百分點，但比去年年末則由於季節性原因增加7.3個百分點。一如去年年末時，借貸比率對比去年同期持續下跌，顯示集團於去年已實行的一系列監控及改善現金流措施開始生效，集團會繼續有效控制營運資金，嚴控及壓縮應收賬及存貨的週轉期，並善用銀行承兌匯票去延長應付賬的週轉期。對資本性投資項目，經過以往數年的大額投放後，現時尚餘江蘇泰興廠新生產線、上海金山廠二期及上海張江科研大樓等主要項目，於明年內相繼完成後，應可足夠應付未來數年的業務發展需要，因此對現金流的壓力將漸見舒緩。

於二零一四年六月三十日，集團的銀行總欠款為2,825,889,000港元(二零一三年十二月三十一日：2,758,348,000港元)，扣除短期銀行存款、銀行結餘以及現金1,289,837,000港元(二零一三年十二月三十一日：1,369,134,000港元)後，淨銀行借貸為1,536,052,000港元(二零一三年十二月三十一日：1,389,214,000港元)。銀行總欠款中，須於一年內清還之短期貸款為1,524,968,000港元(二零一三年十二月三十一日：1,506,177,000港元)，該等貸款以三種貨幣定值，包括1,447,000,000港元以港幣定值、65,838,000港元以澳元定值和12,130,000港元以美元定值(二零一三年十二月三十一日：1,377,667,000港元以港幣定值、35,236,000港元以人民幣定值、62,392,000港元以澳元定值和30,882,000港元以美元定值)。此外，一年後到期的長期貸款為1,300,921,000港元(二零一三年十二月三十一日：1,252,171,000港元)，其中1,235,083,000港元以港幣定值和65,838,000港元以澳元定值(二零一三年十二月三十一日：1,158,582,000港元以港幣定值和93,589,000港元以澳元定值)。

As at 30 June 2014, the Group's gearing ratio (measured by net bank borrowings as a percentage of equity attributable to owners of the Company) was 54.0% (30 June 2013: 58.8%), a decrease of 4.8 percentage points compared to the same period in last year but an increase of 7.3 percentage points compared to last year end due to seasonal reasons. Similar to last year end, the year-on-year gearing ratio continued to decline, which reflects the Group's series of measures to monitor and improve cash flow have started to take effect. The Group would continue to effectively control its working capital, stringently monitor and shorten the accounts receivables and inventory turnover days, and effectively using its banker's acceptances to lengthen the accounts payables turnover days. As for projects of capital expenditures, after the substantial investments in previous few years, the Group has now remaining major projects of new production lines of plant in Taixing, Jiangsu, phase 2 of plant in Jinshan, Shanghai and the R&D Centre in Zhangjiang, Shanghai to be completed within next year. Such projects after completion should enable the Group to sufficiently meet its business development needs in coming few years and hence the impact on cash flow could be gradually relieved.

As at 30 June 2014, the gross bank borrowings of the Group amounted to HK\$2,825,889,000 (31 December 2013: HK\$2,758,348,000). After deduction of short-term bank deposits, bank balances and cash amounting to HK\$1,289,837,000 (31 December 2013: HK\$1,369,134,000), the net bank borrowings amounted to HK\$1,536,052,000 (31 December 2013: HK\$1,389,214,000). Out of the gross bank borrowings, HK\$1,524,968,000 (31 December 2013: HK\$1,506,177,000) were short-term loans and repayable within one year. Such loans were denominated in three currencies, namely HK\$1,447,000,000 in Hong Kong Dollar, HK\$65,838,000 in Australian Dollar and HK\$12,130,000 in US Dollar (31 December 2013: HK\$1,377,667,000 in Hong Kong Dollar, HK\$35,236,000 in RMB, HK\$62,392,000 in Australian Dollar and HK\$30,882,000 in US Dollar). Long-term loans repayable after one year amounted to HK\$1,300,921,000 (31 December 2013: HK\$1,252,171,000), of which HK\$1,235,083,000 were denominated in Hong Kong Dollar and HK\$65,838,000 in Australian Dollar (31 December 2013: HK\$1,158,582,000 were denominated in Hong Kong Dollar and HK\$93,589,000 in Australian Dollar).

流動資金及財務資源 Liquidity and Financial Resources

為了配合集團預期未來發展對固定資產及流動資金的需求，以及延續部分即將到期的貸款，集團於二零一四年上半年已合共取得650,000,000港元之四至五年長期雙邊貸款。於二零一四年六月三十日，中長期貸款佔所有貸款的比例為70%。由於部份集團的借貸以浮動利率定息，借貸成本會受利率波動影響，就此集團已將部分四至五年長期雙邊貸款和三年中期雙邊貸款，以利率掉期固定借貸利率，以對沖貸款利率波動的風險。另外如去年年報所述，集團將三年中期澳元雙邊貸款，於提取當日以外滙掉期合同轉換為港幣定值償還貸款，以對沖匯率風險。

於二零一四年六月三十日，共有20間於香港及國內的銀行向集團提供合共5,366,761,000港元的銀行額度，足夠應付現時營運及未來發展所需資金。銀行額度中80%以港元定值、13%以人民幣定值、5%以美元定值及2%以澳元定值。而集團在香港安排港元銀行貸款轉作國內營運資金，可利用香港較低的借貸成本，提升效益。美國聯儲局正逐步削減購債規模，但三個月及以下的港幣銀行同業拆息仍然偏低，而內地通脹率持續受控，亦有利於集團降低借貸成本。此外，集團的資產和收入主要集中於國內並以人民幣結算，集團須面對人民幣匯率風險。雖然人民幣對港元於二零一四年上半年已貶值2.5%，惟預期人民幣對港元暫時不會繼續大幅貶值，故此，管理層認為現在無需就人民幣匯率採取昂貴的對沖措施，但會緊密監察其變化。集團將繼續在降低借貸成本及控制貨幣風險之間取得平衡，以港幣、美元、人民幣或其他外幣構建最優惠的銀行貸款組合。

In order to support the capital expenditure and working capital requirement for the Group's expected future growth, as well as the needs of refinancing some of its maturing term loans, the Group has obtained 4 to 5-year bilateral long-term loans in total of HK\$650,000,000 in the first half of 2014. As at 30 June 2014, mid to long-term loans accounted for 70% of the total bank loans. Since some of the borrowings of the Group carry interests at floating rate, our funding costs are subject to interest rate fluctuation. The Group used interest rate swaps to fix the interest rate of some of the 4 to 5-year bilateral long-term loans and 3-year bilateral mid-term loans to hedge against the risk of interest rate fluctuation. Furthermore, as stated in last year annual report, the Group used currency swap to convert its 3-year bilateral mid-term Australian dollar loan to Hong Kong Dollar denominated repayment loan at the drawdown date to hedge against the risk of exchange rate fluctuation.

As at 30 June 2014, a total of 20 banks in Hong Kong and PRC granted banking facilities totaling HK\$5,366,761,000 to the Group and provided sufficient funds to meet its present working capital and expansion requirement. 80%, 13%, 5% and 2% of these banking facilities were denominated in Hong Kong Dollar, RMB, US Dollar and Australian Dollar respectively. The Group arranges most of its Hong Kong Dollar bank loans in Hong Kong for its China operations to enjoy the relatively low borrowing rate and enhance performance. The Federal Reserve of United States has gradually tapering its quantitative easing, the three months or shorter Hong Kong Dollar inter-bank interest rate still maintained at a low level. Furthermore, the inflation rate in the Mainland is under control, which also benefits the Group to lower its borrowing costs. Besides, the Group is exposed to RMB exchange rate risk as the Group's assets are mainly located in the Mainland and most of its income is generated in RMB. Although RMB against Hong Kong Dollar has been depreciated about 2.5% during the first half in 2014, it is expected that there shall not be continuously sharp depreciation of RMB against Hong Kong Dollar in near future. The management considers that no costly hedging measure against RMB exchange rate exposure is necessary at this stage but will closely monitor its fluctuations. The Group will strike a balance between lowering borrowing costs and minimizing currency exposure by structuring an optimal combination of Hong Kong Dollar, US Dollar, RMB or other foreign currency bank loans.

僱員 Employees

於二零一四年六月三十日，本集團之僱員人數合共為4,285人，其中103人來自香港，4,182人來自中國各個省份。

集團對人力資源資本的管理及發展非常重視。除鼓勵所有僱員透過內部、外部培訓課程及上崗演練不斷自我提升外，集團還提供教育資助計劃讓員工自我增值，提高工作技能及績效，於工作上發揮所長。對於有承擔、有能力的員工，不論背景、地區、學歷，集團均提供極佳之發展平臺。集團現時的領導班子，在各領域經過不斷的磨練而晉身管理層，負起領導集團發展的責任。除積極在內部提升優秀的員工外，集團亦會從外間直接聘用一些卓越的管理人才，或從香港、內地、及國際間的高等學府招聘有潛質的應屆畢業生，從剛畢業開始便加以培育。集團推行多年的「管理培訓生計劃」部份表現優越的培訓生已晉身公司的管理層。

集團提供具挑戰性的工作環境，設置多方面的激勵機制，鼓勵員工自強不息，從而不斷提升集團的人才競爭力，推動業務持續發展。集團不時參考市場趨勢檢討薪酬及獎勵政策，提供合理及具競爭力的薪酬與福利，包括底薪及以業績和個人表現為評核目標而發放的花紅，確保有效吸引和挽留人才。

As of 30 June 2014, the Group has a total number of 4,285 employees. 103 employees are from Hong Kong while 4,182 of them are from different provinces in China.

The Group places great emphasis on the management and development of human capital. The employees are encouraged to strive for improvement through internal and external training program, on-the-job training and participation in the Group's educational subsidies, allowing for self-development in knowledge and skills and to maximize their potential in their work. We offer excellent platform for development of highly committed and capable employees, regardless of their background, geographical region or educational levels. Through versatile experience in challenging roles, the current leadership of the Group has come through the ranks to advance to positions of management. Besides the focus of developing employees internally, the Group seeks not only to attract talent from outside but also recruit top graduates from the best tertiary institutions in Hong Kong, Mainland China, and abroad as well as provide them with training and development opportunities. The Management Trainee Program has been implementing for a number of years. Some of the management trainees have demonstrated their excellence capabilities and been advanced to positions of leadership within the Group.

The Group offers a challenging work environment, sets up different programs for motivating employees to strive for improvement and to upgrade their skills in order to sustain the development of business. From time to time, the Group will make reference to market trends for the review of remuneration policy so as to ensure reasonable and competitive compensation and benefits. These include basic salary and performance-based bonus to attract and retain talents.

葉氏化工集團有限公司

Yip's Chemical Holdings Limited

中期股息

董事會欣然宣派截至二零一四年六月三十日止六個月之中期股息每股10港仙(截至二零一三年六月三十日止六個月：每股10港仙)。上述中期股息將於二零一四年十月十五日或前後派付予於二零一四年九月四日名列本公司股東名冊(「股東名冊」)內之股東。

暫停辦理過戶登記手續

本公司將於二零一四年九月三日至二零一四年九月四日(首尾兩天包括在內)暫停辦理股東名冊之登記，以釐定本公司股東獲派中期股息之權利，該等日期內將不會進行任何股份過戶登記。為符合資格獲派中期股息，所有過戶表格連同有關之股票，最遲須於二零一四年九月二日下午四時三十分送達香港皇后大道東183號合和中心22樓本公司之香港股份過戶登記處卓佳秘書商務有限公司以辦理過戶登記手續。

Interim Dividend

The Board are pleased to declare an interim dividend of HK10 cents per share for the six months ended 30 June 2014 (six months ended 30 June 2013: HK10 cents per share). The interim dividend will be payable on or about 15 October 2014 to shareholders whose names appear on the register of members of the Company (the "Register of Members") on 4 September 2014.

Closure of Register of Members

The Register of Members will be closed from 3 September 2014 to 4 September 2014 (both dates inclusive) for the purpose of determining the entitlements of the members of the Company to the interim dividend. No transfer of shares may be registered during the said period. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, should be lodged with the Company's Share Registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 2 September 2014.

董事及最高行政人員於證券之權益及淡倉

Directors' and Chief Executives' Interests and Short Positions in Securities

董事及最高行政人員於證券之權益及淡倉

於二零一四年六月三十日，本公司董事（「董事」）及其各自的聯繫人士於本公司股份中的權益（定義見證券及期貨條例（「證券及期貨條例」）第XV部）須(a)根據證券及期貨條例第XV部第7及第8部知會本公司及香港聯合交易所有限公司（「聯交所」）（包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條記載置存之登記冊內的權益；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的權益如下：

好倉

Directors' and Chief Executives' Interests and Short Positions in Securities

As at 30 June 2014, the interests of the directors of the Company (the "Directors") and their respective associates in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) to be recorded in the register to be kept pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

Long positions

普通股份數目

Number of Ordinary Shares

董事姓名	Name of Directors	個人權益 Personal Interests	家族權益 Family Interests	公司權益 Corporate Interests	總數 Total	佔股權之 概約百分比 Percentage of the issued Share Capital of the Company
葉志成先生	Mr. Ip Chi Shing	169,342,532	4,114,000 (a)	14,280,000 (b)	187,736,532	33.36%
葉子軒先生	Mr. Yip Tsz Hin	35,240,248	20,000,000 (c)	–	55,240,248	9.82%
黃金滔先生	Mr. Wong Kam Yim	1,008,000	–	–	1,008,000	0.18%
何世豪先生	Mr. Ho Sai Hou	–	–	–	–	–
鄭國照先生 ¹	Mr. Kwong Kwok Chiu ¹	–	–	–	–	–
唐滙棟先生	Mr. Tong Wui Tung	–	700,000 (d)	–	700,000	0.12%
黃廣志先生	Mr. Wong Kong Chi	–	100,000 (e)	–	100,000	0.02%
歐陽贊邦先生 ²	Mr. Au-Yeung Tsan Pong, Davie ²	–	–	–	–	–
李澤民先生	Mr. Li Chak Man	–	150,000 (f)	–	150,000	0.03%
古遠芬先生	Mr. Ku Yuen Fun	20,680	14,000 (g)	–	34,680	0.01%
吳紹平先生	Mr. Ng Siu Ping	2,532,000	50,000 (h)	–	2,582,000	0.46%

董事及最高行政人員於證券之權益及淡倉 Directors' and Chief Executives' Interests and Short Positions in Securities

董事及最高行政人員於證券之權益及淡倉(續)

附註：

- (a) 在此等股份當中，2,108,000股由葉志成先生與妻子梁碧瑜女士共同持有，2,006,000股則由其妻子持有。
- (b) 此等股份分別由一間葉志成慈善基金有限公司之慈善組織(10,200,000股)和一間葉氏關愛延續基金有限公司之有限公司(4,080,000股)所持有。葉先生於葉志成慈善基金有限公司和葉氏關愛延續基金有限公司的股東大會分別擁有50% (與其妻子共有100%)及60% (與其弟妹共有100%)之投票權，故被視為擁有在該兩間公司持有此等股份之權益。
- (c) 此等股份由葉子軒先生之妻子葉曹家麗女士持有。
- (d) 此等股份由唐滙棟先生之妻子劉梅心女士持有。
- (e) 此等股份由黃廣志先生之妻子詹小慧女士持有。
- (f) 此等股份與李澤民先生之妻子鄭綺霞女士共同持有。
- (g) 此等股份由古遠芬先生之妻子蘇艷霞女士持有。
- (h) 此等股份由吳紹平先生之妻子蕭靄莉女士持有。
- ¹ 鄭國照先生於二零一四年一月一日起獲委任為執行董事。
- ² 歐陽贊邦先生於二零一四年三月十六日辭世。

本公司董事在購股權計劃下所持有購股權之詳情可見下一節「購股權」。

葉志成先生、葉子軒先生及葉志成先生妻子梁碧瑜女士各持有本公司之附屬公司葉氏恒昌(集團)有限公司之無投票權遞延股一股。

除上文所披露者及董事以本公司或其附屬公司受託人身份持有附屬公司若干代名人股份外，於二零一四年六月三十日，各董事、最高行政人員或其聯繫人士均沒有於本公司或其任何聯營公司(按證券及期貨條例)之證券中持有任何權益或淡倉。

Directors' and Chief Executives' Interests and Short Positions in Securities (Continued)

Notes:

- (a) Out of these shares, 2,108,000 shares are jointly held with Madam Liang Bih Yu, the wife of Mr. Ip Chi Shing and 2,006,000 shares are held by his wife.
- (b) These shares are held respectively by Ip Chi Shing Charitable Foundation Limited, a charitable organisation (10,200,000 shares) and Yip's Care Extension Foundation Limited, a limited company, (4,080,000 shares). Mr. Ip Chi Shing controls 50% (together with his wife control 100%) and 60% (together with his younger sister and brother control 100%) of the voting power at the general meetings of Ip Chi Shing Charitable Foundation Limited and Yip's Care Extension Foundation Limited respectively. He is therefore deemed to be interested in these shares held by these two corporations.
- (c) These shares are held by Madam Yip Tso Ka Lai, Brenda, the wife of Mr. Yip Tsz Hin.
- (d) These shares are held by Madam Lau Mui Sum, the wife of Mr. Tong Wui Tung.
- (e) These shares are held by Madam Jim Siu Wai, the wife of Mr. Wong Kong Chi.
- (f) These shares are jointly held with Madam Cheng Yee Ha, the wife of Mr. Li Chak Man.
- (g) These shares are held by Madam So Yim Ha, the wife of Mr. Ku Yuen Fun.
- (h) These shares are held by Madam Siu Oi Li, Maicy, the wife of Mr. Ng Siu Ping.
- ¹ Mr. Kwong Kwok Chiu was appointed as an executive Director on 1 January 2014.
- ² Mr. Au-Yeung Tsan Pong, Davie passed away on 16 March 2014.

Details of the share options held by the Directors under the Company's share option schemes are shown in the next section headed "Share Options".

Each of Mr. Ip Chi Shing, Mr. Yip Tsz Hin and Madam Liang Bih Yu, the wife of Mr. Ip Chi Shing, holds one non-voting deferred share of Yip's H.C. (Holding) Limited, a subsidiary of the Company.

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30 June 2014, none of the Directors, chief executive nor their associates held any interests or short positions in the securities of the Company or any of its associated corporations as defined in the SFO.

購股權 Share Options

購股權

股東於二零一二年五月二十五日舉行之股東週年大會上已批准採納新購股權計劃（「新購股權計劃」）及終止本公司於二零零二年九月三日已採納的舊有購股權計劃（「舊購股權計劃」，連同新購股權計劃，統稱為「購股權計劃」）。新購股權計劃將於二零二二年五月二十四日到期屆滿。而在舊購股權計劃終止前授出之購股權將繼續生效並可根據舊購股權計劃之規則行使。

截至二零一四年六月三十日止六個月期間，根據本公司購股權計劃已授予若干董事及僱員購股權之變動如下：

Share Options

The shareholders of the Company at the annual general meeting held on 25 May 2012 approved the adoption of a new share option scheme (the “New Share Option Scheme”) and the termination of the old share option scheme (the “Old Share Option Scheme”, together with the “New Share Option Scheme” collectively known as “Share Option Schemes”) which was adopted by the Company on 3 September 2002. The New Share Option Scheme will expire on 24 May 2022. Options granted under the Old Share Option Scheme prior to such termination will continue to be valid and exercisable in accordance with the rules of the Old Share Option Scheme.

During the six months ended 30 June 2014, movements in the number of options which have been granted to certain Directors and employees under the Share Option Schemes are as follows:

購股權
Share Options

購股權(續)

Share Options (Continued)

	授出日期 Date of grant	行使價 Exercise price 港元 HK\$	購股權數目 Number of Share Options			
			於二零一四年 一月一日 尚未行使 Outstanding as at 1.1.2014	本期內 已行使 Exercised during the period	本期內 已失效/註銷 Lapsed/ Cancelled during the period	於二零一四年 六月三十日 尚未行使 Outstanding as at 30.6.2014
董事						
Directors:						
黃金焯先生 Mr. Wong Kam Yim	二零零四年五月十七日 17 May 2004	1.590	300,000	(300,000)	-	-
	二零零五年十月二十四日 24 October 2005	2.004	200,000	-	-	200,000
	二零零七年四月三日 3 April 2007	4.050	200,000	-	-	200,000
	二零零八年十月三十一日 31 October 2008	1.950	100,000	-	-	100,000
	二零零九年十月五日 5 October 2009	4.536	200,000	-	-	200,000
	二零一三年一月十一日 11 January 2013	5.942	200,000	-	-	200,000
何世豪先生 Mr. Ho Sai Hou	二零一三年一月十一日 11 January 2013	5.942	200,000	-	-	200,000
鄭國照先生 ¹ Mr. Kwong Kwok Chiu ¹	二零一三年一月十一日 11 January 2013	5.942	200,000	-	-	200,000
			1,600,000	(300,000)	-	1,300,000
員工²						
Employees²						
	二零零四年五月十七日 17 May 2004	1.590	100,000	(100,000)	-	-
	二零零五年十月二十四日 24 October 2005	2.004	376,000	-	-	376,000
	二零零七年四月三日 3 April 2007	4.050	478,000	-	-	478,000
	二零零八年十月三十一日 31 October 2008	1.950	440,000	-	-	440,000
	二零零九年十月五日 5 October 2009	4.536	1,280,000	(74,000)	-	1,206,000
	二零一三年一月十一日 11 January 2013	5.942	6,830,000	-	(210,000)	6,620,000
			9,504,000	(174,000)	(210,000)	9,120,000
			11,104,000	(474,000)	(210,000)	10,420,000

附註：

Notes:

¹ 鄭國照先生於二零一四年一月一日起獲委任為執行董事。

¹ Mr. Kwong Kwok Chiu was appointed as an executive Director on 1 January 2014.

² 該購股權數目包括李偉民先生持有之購股權，李先生已於二零一三年十二月三十一日榮休及辭任執行董事，並獲委任為集團顧問。

² The number of such share options includes the number of share options held by Mr. Li Wai Man, Peter. Mr. Li retired as an executive Director on 31 December 2013 and was appointed as a Group consultant.

購股權 Share Options

購股權(續)

於期內並無授予董事或僱員購股權。於二零一三年一月十一日根據新購股權計劃授出的所有購股權自二零一五年一月十一日起至二零二三年一月十日止期間內可予行使。於二零一三年一月十一日根據新購股權計劃授出的所有購股權歸屬期由授出日期起計兩年。至於期內已行使之購股權，其緊接購股權行使日期之前的本公司股份加權平均收市價為5.529港元。

除上文所披露者外，於期內，本公司或其任何附屬公司概無參與任何安排，以使董事藉收購本公司或任何其他法人團體之股份或債券而獲益。

除上文所披露者外，於期內各董事或其配偶或十八歲以下之子女均無任何權利以認購本公司之證券，或曾行使任何該等權利。

Share Options (Continued)

During the period, no share option was granted to the Directors or employees. All of the share options granted on 11 January 2013 under the New Share Option Scheme are exercisable commencing from 11 January 2015 and expiring on 10 January 2023. In respect of the share options exercised during the period, weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$5.529.

Other than as disclosed above, at no time during the period was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other than as disclosed above, none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

主要股東 Substantial Shareholders

主要股東

於二零一四年六月三十日，除上文所披露有關若干董事之權益外，根據證券及期貨條例第336條而存置之主要股東登記名冊所示，下列股東根據證券及期貨條例第336條已知會本公司彼等在本公司已發行股本中擁有之相關權益：

好倉

主要股東名稱

Name of substantial shareholder

葉鳳娟女士
Ms. Ip Fung Kuen

FMR LLC

身份

Capacity

實益擁有人
Beneficial Owner

投資經理(附註)
Investment Manager (Note)

所持股份數目

Number of shares held

47,592,000

33,654,105

於二零一四年
六月三十日
佔本公司已發行
股本之百分比
**Percentage
of the issued
share capital
of the Company
as at 30.6.2014**

8.46%

5.98%

附註：

根據證券及期貨條例，於二零一四年六月三十日，FMR LLC被視為擁有33,654,105股本公司股份之權益，而其中Fidelity Management & Research Company持有32,254,105股，Fidelity Management Trust Company與Pyramis Global Advisors LLC持有1,400,000股。

除上文所披露外，於二零一四年六月三十日，除了以上一節「董事及最高行政人員於證券之權益及淡倉」已披露之權益外，概無人士通知本公司指彼等在本公司股份中的權益或淡倉需根據證券及期貨條例第336條登記。

Substantial Shareholders

As at 30 June 2014, the register of substantial shareholders maintained under Section 336 of the SFO shows that, other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company under Section 336 of the SFO:

Long positions

Note:

Under the SFO, as at 30 June 2014, FMR LLC was deemed to be interested in 33,654,105 shares of the Company, of which 32,254,105 shares were held by Fidelity Management & Research Company and 1,400,000 shares were held by Fidelity Management Trust Company and Pyramis Global Advisors LLC.

Save as disclosed above, as at 30 June 2014, no person, other than the interests disclosed above in the section "Directors' and Chief Executives' Interests and Short Positions in Securities", had notified the Company of an interest or short position in the shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

葉氏化工集團有限公司 Yip's Chemical Holdings Limited

購買、出售或贖回本公司 之上市證券

截至二零一四年六月三十日止六個月期間，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。

企業管治

截至二零一四年六月三十日止六個月期間，除並無設立提名委員會(守則條文第A.5.1至A.5.4項)外，本公司均遵守聯交所證券上市規則(「上市規則」)附錄十四之「企業管治守則及企業管治報告」(「守則」)。本公司認為由整個董事會履行提名委員會的職能會更為有利及有效。

審核委員會

本公司審核委員會(「審核委員會」)於一九九八年十一月成立，由兩位非執行董事及四位獨立非執行董事組成，主席為黃廣志先生。審核委員會主要職責包括審閱本集團財務資料、監控本集團財務申報制度及內部控制程序和監察本集團與外聘核數師的關係。

審核委員會已於二零一四年八月十四日之審核委員會會議上審閱本集團截至二零一四年六月三十日止六個月的未經審核中期財務報告。本公司核數師德勤•關黃陳方會計師行已按照香港會計師公會頒佈之香港會計準則第34條「中期財務報告」審閱本集團截至二零一四年六月三十日止六個月的中期財務報告。

董事進行證券交易的標準 守則

本公司已採納上市規則附錄十的標準守則作為董事進行證券交易行為的標準。在作出特定查詢後，本公司所有董事確認在截至二零一四年六月三十日止六個月內已遵從標準守則所載之規定準則。

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2014, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Corporate Governance

During the six months ended 30 June 2014, the Company has complied with "Corporate Governance Code and Corporate Governance Report" (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") except that the Company does not have a nomination committee (CG Code provisions A.5.1 to A.5.4). The Company considers it is more beneficial and efficient for the full board of Directors to perform the functions of the nomination committee.

Audit Committee

The audit committee of the Company (the "Audit Committee") was formed in November 1998 and comprises two non-executive Directors and four independent non-executive Directors and is chaired by Mr. Wong Kong Chi. Major duties of the Audit Committee include reviewing financial information of the Group, overseeing the Group's financial reporting system and internal control procedures, and monitoring of the relationship between the Group and its external auditor.

An Audit Committee meeting was held on 14 August 2014 to review the Group's unaudited interim financial statements for the six months ended 30 June 2014. Deloitte Touche Tohmatsu, the Group's external auditor, has carried out a review of the Group's unaudited interim financial statements for the six months ended 30 June 2014, which are prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding the securities transactions of the Directors. After making specific enquiry, all Directors have confirmed that they have fully complied with the required standard as set out in the Model Code during the six months ended 30 June 2014.

簡明綜合財務報告之審閱報告

Report on Review of Condensed Consolidated Financial Statements

Deloitte.

德勤

致葉氏化工集團有限公司
董事會

引言

本核數師行已審閱載於第27至48頁有關葉氏化工集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報告，包括於二零一四年六月三十日之簡明綜合財務狀況表與截至該日止六個月之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及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」)。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報告。本行之責任為根據本行之審閱對該等簡明綜合財務報告作出結論，並按照委聘之協定條款僅向作為實體之貴公司報告結論，且並無其他目的。本行不會就本報告之內容對任何其他人士承擔或接受任何責任。

審閱範圍

本行已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「公司獨立核數師對中期財務資料之審閱」進行審閱。審閱該等簡明綜合財務報告包括主要向負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故不能讓本行保證本行將知悉在審核中可能發現之所有重大事項。因此，本行不會發表審核意見。

TO THE BOARD OF DIRECTORS OF YIP'S
CHEMICAL HOLDINGS LIMITED

Introduction

We have reviewed the condensed consolidated financial statements of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 27 to 48, which comprise the condensed consolidated statement of financial position as of 30 June 2014 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

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

簡明綜合財務報告之審閱報告

Report on Review of Condensed Consolidated Financial Statements

結論

按照本行之審閱，本行並無發現任何事項，令本行相信簡明綜合財務報告在各重大方面並未根據香港會計準則第34號編製。

德勤•關黃陳方會計師行

執業會計師

香港

二零一四年八月十九日

Conclusion

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

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

19 August 2014

簡明綜合損益及其他全面收益表

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

			截至六月三十日止六個月 Six months ended	
			二零一四年 30.6.2014	二零一三年 30.6.2013
			千港元 HK\$'000	千港元 HK\$'000
			(未經審核) (Unaudited)	(未經審核) (Unaudited)
		附註 Notes		
營業額	Turnover	3	4,723,530	4,403,352
銷售成本	Cost of sales		(4,018,162)	(3,713,724)
毛利	Gross profit		705,368	689,628
其他收入	Other income	4a	37,220	84,131
其他收益及虧損	Other gains and losses	4b	(49,732)	(13,328)
銷售及經銷費用	Selling and distribution expenses		(182,071)	(171,579)
一般及行政費用	General and administrative expenses		(378,198)	(385,834)
利息費用	Interest expense		(29,641)	(24,084)
除稅前溢利	Profit before taxation	5	102,946	178,934
稅項	Taxation	6	(29,721)	(17,998)
本期純利	Profit for the period		73,225	160,936
其他全面(支出)收益：	Other comprehensive (expenses) income:			
將不會重新分類到 損益的項目：	Item that will not be reclassified subsequently to profit or loss:			
因折算至呈報貨幣而 產生之匯兌差額	Exchange differences arising on translation to presentation currency		(108,960)	63,559
將可能會重新分類到 損益的項目：	Items that may be reclassified subsequently to profit or loss:			
現金流對沖調整淨額	Net adjustments on cash flow hedges		855	11,233
因折算而產生之匯兌差額	Exchange differences arising on translation		(3,609)	-
			(2,754)	11,233
本期其他全面(支出)收益	Other comprehensive (expenses) income for the period		(111,714)	74,792
本期全面(支出)收益總額	Total comprehensive (expenses) income for the period		(38,489)	235,728
本期純利應佔份額：	Profit for the period attributable to:			
本公司股東	Owners of the Company		51,381	128,770
非控股權益	Non-controlling interests		21,844	32,166
			73,225	160,936
本期全面(支出)收益 應佔份額：	Total comprehensive (expenses) income attributable to:			
本公司股東	Owners of the Company		(47,458)	196,836
非控股權益	Non-controlling interests		8,969	38,892
			(38,489)	235,728
每股盈利	Earnings per share	8		
— 基本	— Basic		HK9.1 cents 港仙	HK22.9 cents 港仙
— 攤薄	— Diluted		HK9.1 cents 港仙	HK22.8 cents 港仙

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

於二零一四年六月三十日 At 30 June 2014

			於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes		
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	9	1,577,158	1,625,958
預付土地租金	Prepaid lease payments		258,857	268,359
投資物業	Investment properties	9	66,300	66,300
商譽	Goodwill		69,574	69,574
無形資產	Intangible assets		4,917	6,111
可供出售投資	Available-for-sale investment		23,522	24,113
購買物業、廠房及 設備及土地使用 權訂金	Deposits paid for acquisition of property, plant and equipment and land use rights		93,501	56,731
其他非流動資產	Other non-current asset		4,600	4,600
			2,098,429	2,121,746
流動資產	Current assets			
存貨	Inventories		789,504	980,245
應收賬款及應收票據	Trade and bills receivables	10	3,412,554	3,317,777
其他應收賬款及預付款項	Other debtors and prepayments	10	355,022	323,146
預付土地租金	Prepaid lease payments		6,049	6,193
短期銀行存款	Short-term bank deposits			
— 於三個月內到期	— with original maturity within three months		196,044	288,999
— 多於三個月後到期	— with original maturity more than three months		24,998	51,252
銀行結餘及現金	Bank balances and cash		1,068,795	1,028,883
			5,852,966	5,996,495
列為持作出售的資產	Asset classified as held for sale		—	10,259
			5,852,966	6,006,754
流動負債	Current liabilities			
應付賬款及應計費用	Creditors and accrued charges	11	1,694,722	1,861,610
應付稅款	Taxation payables		40,441	57,600
應付本公司股東之股息	Dividend payables to owners of the Company		84,413	—
衍生金融工具	Derivative financial instruments		2,682	3,063
銀行借貸	Bank borrowings – amount due within one year	12	1,524,968	1,506,177
			3,347,226	3,428,450
流動資產淨值	Net current assets		2,505,740	2,578,304
總資產減流動負債	Total assets less current liabilities		4,604,169	4,700,050

簡明綜合財務狀況表
Condensed Consolidated Statement of Financial Position

於二零一四年六月三十日 At 30 June 2014

		附註 Notes	於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
非流動負債	Non-current liabilities			
衍生金融工具	Derivative financial instruments		14,233	27,353
銀行借貸— 一年後到期	Bank borrowings – amount due after one year	12	1,300,921	1,252,171
遞延稅項負債	Deferred tax liabilities		11,752	12,114
			1,326,906	1,291,638
			3,277,263	3,408,412
股本及儲備	Capital and reserves			
股本	Share capital	13	56,276	56,228
儲備	Reserves		2,787,804	2,916,814
本公司股東應佔權益	Equity attributable to owners of the Company		2,844,080	2,973,042
非控股權益	Non-controlling interests		433,183	435,370
			3,277,263	3,408,412

簡明綜合權益變動表

Condensed Consolidated Statement of Changes In Equity

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		歸屬於本公司股東之權益												
		Attributable to owners of the Company												
		購股權		不可分派		資本回購			物業重估		非控股			
		儲備	儲備	儲備	儲備	儲備	儲備	儲備	儲備	儲備	儲備	權益		
		股本	股份溢價	Share	Non-	對沖儲備	匯兌儲備	法定儲備	Capital	Property	保留溢利	合計	Non-	
		Share	Share	option	distributable	Hedging	Translation	Legal	redemption	revaluation	Retained	Total	controlling	
		capital	premium	reserve	reserve	reserve	reserve	reserve	reserve	reserve	profits	Total	interests	
		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	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
於二零一三年	At 1 January 2013 (Audited)													
一月一日(經審核)		56,186	633,578	1,754	67,715	(15,571)	469,930	39,973	5,416	38,321	1,435,894	2,733,196	370,075	3,103,271
本期純利	Profit for the period	-	-	-	-	-	-	-	-	-	128,770	128,770	32,166	160,936
因折算而產生之	Exchange differences arising on													
匯兌差額	translation	-	-	-	-	-	56,833	-	-	-	-	56,833	6,726	63,559
現金流對沖調整淨額	Net adjustments on cash flow													
hedges		-	-	-	-	11,233	-	-	-	-	-	11,233	-	11,233
本期全面收益總額	Total comprehensive income													
for the period		-	-	-	-	11,233	56,833	-	-	-	128,770	196,836	38,892	235,728
小計	Subtotal	56,186	633,578	1,754	67,715	(4,338)	526,763	39,973	5,416	38,321	1,564,664	2,930,032	408,967	3,338,999
因購股權獲行使而	Shares issued at premium upon													
按溢價發行的股份	exercise of share options	25	1,092	(135)	-	-	-	-	-	-	-	982	-	982
確認股本結算股份付款	Recognition of equity-settled													
share-based payments		-	-	1,939	-	-	-	-	-	-	-	1,939	-	1,939
取消購股權及轉撥至	Share options cancelled and													
保留溢利	transferred to retained profits	-	-	(51)	-	-	-	-	-	-	51	-	-	-
註銷附屬公司之匯兌差額	Exchange differences released upon													
derogation of subsidiaries		-	-	-	-	-	(3,072)	-	-	-	3,072	-	-	-
轉賬	Transfer	-	-	-	-	-	-	3,358	-	-	(3,358)	-	-	-
本公司股東股息	Dividends to owners of the													
Company		-	-	-	-	-	-	-	-	-	(84,317)	(84,317)	-	(84,317)
附屬公司非控股股東股息	Dividends to a non-controlling													
shareholder of a subsidiary		-	-	-	-	-	-	-	-	-	-	-	(7,553)	(7,553)
於二零一三年	At 30 June 2013 (Unaudited)													
六月三十日(未經審核)		56,211	634,670	3,507	67,715	(4,338)	523,691	43,331	5,416	38,321	1,480,112	2,848,636	401,414	3,250,050

簡明綜合權益變動表 Condensed Consolidated Statement of Changes In Equity

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		歸屬於本公司股東之權益 Attributable to owners of the Company												
		購股權		不可分派		資本回購			物業重估		非控股			
		儲備	儲備	對沖儲備	匯兌儲備	法定儲備	資本	物業	保留溢利	合計	controlling	合計		
股本	股份溢價	Share	Non-	Hedging	Translation	Legal	redemption	revaluation	Retained	Total	interests	Total		
Share	Share	option	distributable	reserve	reserve	reserve	reserve	reserve	profits	千港元	千港元	千港元		
capital	premium	reserve	reserve	reserve	reserve	reserve	reserve	reserve	profits	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	千港元	千港元	千港元	千港元	千港元		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
於二零一四年	At 1 January 2014 (Audited)													
一月一日(經審核)		56,228	628,447	5,382	67,715	(4,057)	548,187	48,989	5,416	38,321	1,578,414	2,973,042	435,370	3,408,412
本期純利	Profit for the period	-	-	-	-	-	-	-	-	51,381	51,381	21,844	73,225	
因折算而產生之	Exchange differences arising on													
匯兌差額	translation	-	-	-	-	-	(99,694)	-	-	-	-	(99,694)	(12,875)	(112,569)
現金流對沖調整淨額	Net adjustments on cash flow													
	hedges	-	-	-	-	855	-	-	-	-	-	855	-	855
本期全面支出總額	Total comprehensive expenses													
	for the period	-	-	-	-	855	(99,694)	-	-	-	51,381	(47,458)	8,969	(38,489)
小計	Subtotal	56,228	628,447	5,382	67,715	(3,202)	448,493	48,989	5,416	38,321	1,629,795	2,925,584	444,339	3,369,923
因購股權獲行使而	Shares issued at premium upon													
按溢價發行的股份	exercise of share options	48	978	(54)	-	-	-	-	-	-	-	972	-	972
確認股本結算股份付款	Recognition of equity-settled													
	share-based payments	-	-	1,938	-	-	-	-	-	-	-	1,938	-	1,938
發行股份產生的費用	Expenses incurred in connection													
	with issue of shares	-	(1)	-	-	-	-	-	-	-	(1)	-	-	(1)
取消購股權及轉撥至	Share options cancelled and													
保留溢利	transferred to retained profits	-	-	(213)	-	-	-	-	-	-	213	-	-	-
註銷附屬公司時撥回	Released upon deregistration of													
	a subsidiary	-	-	-	(49)	-	-	-	-	-	49	-	-	-
轉賬	Transfer	-	-	-	-	-	6,453	-	-	(6,453)	-	-	-	-
本公司股東股息	Dividends to owners of the													
	Company	-	(6,982)	-	-	-	-	-	-	(77,431)	(84,413)	-	-	(84,413)
附屬公司非控股股東股息	Dividends to a non-controlling													
	shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	(11,156)	(11,156)
於二零一四年	At 30 June 2014 (Unaudited)													
六月三十日(未經審核)		56,276	622,442	7,053	67,666	(3,202)	448,493	55,442	5,416	38,321	1,546,173	2,844,080	433,183	3,277,263

不可分派儲備指部份於中國大陸成立之附屬公司將保留溢利用於資本再投資及以下各項之資金：(i)彌補以往年度虧損或(ii)擴大生產運作。

不可分派之法定儲備為香港以外附屬公司根據有關註冊地點之法定要求撥入之溢利。

The non-distributable reserve represents capitalisation of retained profits of certain subsidiaries established in Mainland China for capital re-investment in these subsidiaries and funds shall be used to (i) make up prior year losses or (ii) expand production operations.

The legal reserve is non-distributable and represents the transfer of profits of a subsidiary outside Hong Kong pursuant to the legal requirements in the relevant place of registration.

簡明綜合現金流量表

Condensed Consolidated Statement of Cash Flows

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		截至六月三十日止六個月	
		Six months ended	
		二零一四年	二零一三年
		30.6.2014	30.6.2013
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
經營業務所產生之淨現金支出	Net cash used in operating activities	(25,037)	(119,398)
投資業務所產生之淨現金支出	Net cash used in investing activities		
提取多於三個月後到期之短期銀行存款	Withdrawal of short-term bank deposits with original maturity more than three months	51,252	460
新增多於三個月後到期之短期銀行存款	Placement of short-term bank deposits with original maturity more than three months	(24,998)	(23,656)
購買物業、廠房及設備	Purchases of property, plant and equipment	(3,849)	(89,289)
購買物業、廠房及設備之訂金	Deposits paid for acquisition of property, plant and equipment	(93,501)	(82,067)
預付土地租金增加	Addition to prepaid lease payments	–	(7,819)
出售物業、廠房及設備以及土地使用權所收之款項	Proceeds from disposal of property, plant and equipment and land use rights	965	7,791
出售列為持作出售的資產所收之款項	Proceeds from disposal of asset classified as held for sale	7,859	–
可供出售投資的已收股息	Dividend received from available-for-sale investment	–	31,539
其他投資現金流量	Other investing cash flows	15,987	6,762
		(46,285)	(156,279)
融資業務所產生之淨現金收入	Net cash from financing activities		
新增貸款	New borrowings raised	1,253,866	1,270,708
發行股份所得款項	Proceeds from issue of shares	972	982
股份發行費用	Share issue expense	(1)	–
償還貸款	Repayment of borrowings	(1,186,325)	(1,129,960)
支付利息	Interest paid	(29,641)	(24,084)
		38,871	117,646
現金及現金等額淨減少	Net decrease in cash and cash equivalents	(32,451)	(158,031)
期初時之現金及現金等額	Cash and cash equivalents at beginning of the period	1,317,882	947,172
匯率變動所產生之影響	Effect of foreign exchange rate changes	(20,592)	8,446
期末時之現金及現金等額	Cash and cash equivalents at end of the period	1,264,839	797,587
現金及現金等額結餘分析	Analysis of balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	1,068,795	545,954
於三個月內到期之短期銀行存款	Short-term bank deposits with original maturity within three months	196,044	251,633
		1,264,839	797,587

簡明綜合財務報告附註

Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

1. 編製基準

簡明綜合財務報告乃按照香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。

2. 主要會計政策

除若干金融工具及投資物業以公允值計算外，本簡明綜合財務報告是按歷史成本為基礎編製。

於本中期期間，本公司及其附屬公司(統稱「本集團」)已首次應用香港會計師公會頒佈並於本中期期間強制生效之若干新訂或經修訂香港財務報告準則(「香港財務報告準則」)。

於本中期期間採用新訂或經修訂香港財務報告準則，對該等簡明綜合財務報告所呈報之金額及／或載於該等簡明綜合財務報告內之披露並無重大影響。

3. 業務分類

從管理角度，本集團目前將業務分為以下業務類別，即溶劑、塗料、潤滑油及其他。本集團乃按該等業務呈報其經營分類資料。

本集團呈列之分類主要業務如下：

溶劑	— 製造及買賣溶劑及相關產品
塗料	— 製造及買賣塗料及相關產品
潤滑油	— 製造及買賣潤滑油產品

1. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments and investment properties, which are measured at fair values.

In the current interim period, the Company and its subsidiaries (collectively referred as the “Group”) have applied, for the first time, certain new or revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by HKICPA that are mandatorily effective for the current interim period.

The application of the new or revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. Segment Information

For management purposes, the Group’s operations are currently classified under the following business divisions, namely solvents, coatings, lubricants and others. These divisions are the basis on which the Group reports its operating segment information.

Principal activities of the Group’s reportable segments are as follows:

Solvents	— manufacture of and trading in solvents and related products
Coatings	— manufacture of and trading in coatings and related products
Lubricants	— manufacture of and trading in lubricants products

簡明綜合財務報告附註
Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

3. 業務分類 (續)

分類營業額及業績 (續)

3. Segment Information (Continued)

Segment revenue and results (Continued)

		呈列分類總計						
		Reportable segment				其他	交易抵銷	綜合
		溶劑	塗料	潤滑油	segment total	Others	Elimination	Consolidated
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至二零一三年六月三十日	Six months ended							
止六個月(未經審核)	30 June 2013 (unaudited)							
分類營業額	Segment revenue							
對外銷售	External sales	2,605,920	1,552,698	202,371	4,360,989	42,363	-	4,403,352
分類間銷售	Inter-segment sales	108,371	-	895	109,266	-	(109,266)	-
分類總營業額	Total segment revenue	2,714,291	1,552,698	203,266	4,470,255	42,363	(109,266)	4,403,352
業績	Results							
分類業績	Segment results	117,373	50,484	1,294	169,151	8,067	4,503	181,721
衍生金融工具公允值之變化	Fair value change on derivative financial instruments							(23,351)
未分配收入	Unallocated income							66,958
未分配費用	Unallocated expenses							(22,310)
利息費用	Interest expense							(24,084)
除稅前溢利	Profit before taxation							178,934

分類間銷售與對外銷售的條款相近。

Inter-segment sales are charged at the similar terms as external sales.

簡明綜合財務報告附註

Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

4. 其他收入和其他收益及虧損

4. Other Income and Other Gains and Losses

		截至六月三十日止六個月	
		Six months ended	
		二零一四年	二零一三年
		30.6.2014	30.6.2013
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
(a) 本集團其他收入主要包括：	(a) The Group's other income mainly comprises:		
利息收入	Interest income	15,987	6,762
已確認之政府補助金	Government grants recognised	4,990	6,664
可供出售投資的股息收入	Dividend income from available-for-sale investment	–	31,539
工廠搬遷之政府補償金(附註)	Government compensation for a factory relocation (Note)	–	18,288

附註：該金額指因於二零一二年完成位於中國之工廠搬遷而從相關中國政府機關收取之補償金。

Note: The amount represented compensation received from the relevant PRC government authority as a result of a factory relocation in PRC which was completed in 2012.

簡明綜合財務報告附註
Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

4. 其他收入和其他收益及虧損(續)

4. Other Income and Other Gains and Losses (Continued)

		截至六月三十日止六個月	
		Six months ended	
		二零一四年	二零一三年
		30.6.2014	30.6.2013
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
(b) 本集團其他收益及虧損包括：			
(b) The Group's other gains and losses comprise:			
外幣銀行貸款產生之匯兌(虧損)收益(附註(i))	Exchange (loss) gain arising from a foreign currency bank loan (Note (i))	(11,814)	22,481
跨幣掉期合約之衍生金融工具之公允值收益(虧損)(附註(i))	Fair value gain (loss) on derivative financial instruments of a cross currency swap contract (Note (i))	12,646	(23,351)
小計	Sub-total	832	(870)
其他外幣結餘及交易產生之淨匯兌(虧損)收益	Net exchange (loss) gain arising from other foreign currency balances and transactions	(38,263)	17,373
呆壞賬準備(附註(ii))	Allowance for bad and doubtful debts (Note (ii))	(19,282)	(28,241)
出售列為持作出售的資產之收益	Gain on disposal of asset classified as held for sale	11,214	-
出售物業、廠房及設備及土地使用權之虧損	Loss on disposal of property, plant and equipment and land use rights	(4,233)	(1,590)
		(49,732)	(13,328)

附註：

Notes:

(i) 於二零一三年四月，本集團籌集新澳元(「澳元」)銀行貸款24,800,000澳元。為將外幣風險降至最低，本集團訂立跨幣掉期合約以實益地對沖該外幣銀行貸款。外幣銀行貸款及跨幣掉期合約之公允值的詳情分別於附註12及16載列。

(i) In April 2013, the Group raised a new bank loan in Australian dollar ("AUD") of AUD24,800,000. In order to minimise the exposure to foreign currency risk, the Group entered into a cross currency swap contract to hedge economically against the foreign currency bank loan. Details of the foreign currency bank loan and the fair value of the cross currency swap contract are set out in notes 12 and 16 respectively.

(ii) 期內，本公司董事不時評估應收賬之回收比率，並參照相關賬項的過往還款經驗及回款情況而計提呆壞賬準備。

(ii) During the period, the directors of the Company assess the recoverability of the trade receivables on a regular basis and determine the allowance for bad and doubtful debts after taking into accounts of the repayment history and settlement situation of the relevant debts.

簡明綜合財務報告附註
Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

5. 除稅前溢利

5. Profit Before Taxation

		截至六月三十日止六個月 Six months ended	
		二零一四年 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	二零一三年 30.6.2013 千港元 HK\$'000 (未經審核) (Unaudited)
除稅前溢利已扣除下列各項：	Profit before taxation has been arrived at after charging:		
無形資產攤銷	Amortisation of intangible assets	1,101	2,471
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	65,036	52,679
預付土地租金攤銷	Release of prepaid lease payments	3,210	2,229

6. 稅項

6. Taxation

		截至六月三十日止六個月 Six months ended	
		二零一四年 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	二零一三年 30.6.2013 千港元 HK\$'000 (未經審核) (Unaudited)
此費用包括：	The charge comprises:		
利得稅－香港	Current tax – Hong Kong		
過往期間少提撥備	Underprovision in prior periods	–	595
		–	595
所得稅－中國大陸	Current tax – Mainland China		
本期間	Current period	38,619	41,077
過往期間多提撥備	Overprovision in prior periods	(8,536)	(24,480)
		30,083	16,597
		30,083	17,192
遞延稅項	Deferred taxation		
本期間	Current period	(362)	806
		29,721	17,998

簡明綜合財務報告附註
Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

6. 稅項(續)

香港利得稅按回顧期間應課稅溢利之16.5%計提。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國大陸附屬公司之稅率自二零零八年一月一日起為25%。

於中國大陸經營之若干本集團附屬公司合資格作為高新技術企業，可享所得稅率為15%。中國大陸企業所得稅已於計入該等稅務優惠後作出撥備。

本集團已根據中國大陸企業所得稅法實施條例已計及將從中國大陸若干附屬公司自二零零八年一月一日起已賺取的溢利中分派的股息後就附屬公司未分配溢利確認遞延稅項。中國大陸企業所得稅法實施條例規定有關非中國內地居民股東溢利分派時須按5%的稅率繳納預提稅。由於本公司董事認為本集團可控制撥回暫時性差異的時間，而暫時性差異於可預見將來可能不會撥回，故本集團並無就中國大陸附屬公司自二零零八年一月一日起已賺取的若干未經分派保留溢利1,910,807,000港元(二零一三年十二月三十一日：1,822,620,000港元)確認遞延稅項。

6. Taxation (Continued)

Hong Kong Profits Tax has been provided at the rate of 16.5% of the assessable profit for the period under review.

Under the law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and the Implementation Regulation of EIT Law, the tax rate of the subsidiaries in Mainland China is 25% from 1 January 2008 onwards.

Certain of the Group's subsidiaries operating in Mainland China are eligible as High and New Technology Enterprise and are entitled to an income tax rate of 15%. EIT of Mainland China has been provided for after taking these tax incentives into account.

Deferred taxation on undistributed profits of subsidiaries has been recognised taking into accounts the dividends to be distributed from profits earned by certain subsidiaries in Mainland China starting from 1 January 2008 under the Implementation Regulation of the EIT Law of Mainland China that requires withholding tax with tax rate of 5% upon the distribution of such profits to the shareholders which are not residents in Mainland China. Deferred taxation has not been recognised in respect of certain undistributed retained profits earned by the subsidiaries in the Mainland China starting from 1 January 2008 amounting to HK\$1,910,807,000 (31 December 2013: HK\$1,822,620,000) as the directors of the Company are of the opinion that the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

簡明綜合財務報告附註 Notes to the Condensed Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

7. 股息

期內，有關截至二零一三年十二月三十一日止年度之每股15.0港仙合共84,413,000港元之期末股息已獲分派及其後於二零一四年七月支付。

截至二零一三年六月三十日止六個月，已就截至二零一二年十二月三十一日止年度支付每股15.0港仙合共84,317,000港元(附帶股份選擇權886,000港元)之期末股息。

二零一四年六月三十日後，本公司董事議決宣派截至二零一四年六月三十日止六個月之中期股息每股10.0港仙，合共約56,000,000港元(截至二零一三年六月三十日止六個月：每股10.0港仙合共56,228,000港元)。中期股息應於二零一四年十月十五日或前後支付予於二零一四年九月四日名列本公司股東名冊之本公司股東。

7. Dividends

During the period, a final dividend of HK15.0 cents per share totalling HK\$84,413,000 in respect of the year ended 31 December 2013 were declared and subsequently paid in July 2014.

For the six months ended 30 June 2013, a final dividend of HK15.0 cents per share totalling HK\$84,317,000 (with share alternative of HK\$886,000) was paid for the year ended 31 December 2012.

Subsequent to 30 June 2014, the directors of the Company resolved to declare an interim dividend of HK10.0 cents per share totalling approximately HK\$56,000,000 for the six months ended 30 June 2014 (six months ended 30 June 2013: HK10.0 cents per share totalling HK\$56,228,000). The interim dividend is payable on or about 15 October 2014 to the shareholders of the Company whose names appear on the Company's register of members on 4 September 2014.

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8. 每股盈利

本公司股東應佔每股基本及攤薄後盈利乃根據下列資料計算：

8. Earnings Per Share

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

		截至六月三十日止六個月 Six months ended	
		二零一四年 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	二零一三年 30.6.2013 千港元 HK\$'000 (未經審核) (Unaudited)
計算每股基本及攤薄後盈利之盈利	Earnings for the purposes of calculating basic and diluted earnings per share	51,381	128,770
		股份數目 Number of shares	
		千股 '000	千股 '000
計算每股基本盈利之加權平均股數	Weighted average number of shares for the purpose of calculating basic earnings per share	562,482	561,933
可能對普通股份產生之攤薄影響：購股權	Effect of dilutive potential ordinary shares: Share options	1,411	2,894
計算每股攤薄後盈利之加權平均股數	Weighted average number of shares for the purpose of calculating diluted earnings per share	563,893	564,827

9. 物業、廠房及設備以及投資物業之變動

期內，本集團動用約60,580,000港元(截至二零一三年六月三十日止六個月：163,012,000港元)主要用於添置中國大陸的廠房以擴大產能。

於本中期及過往中期期間，本集團投資物業的公允值並無變動。該等估值均由獨立合資格專業估值師羅馬國際評估有限公司(與本集團並無關連)作出。該等估值乃由獨立合資格專業估值師經參考香港類似地點及狀況的類似物業近期市價後作出。

9. Movements in Property, Plant and Equipment and Investment Properties

During the period, the Group incurred approximately HK\$60,580,000 (six months ended 30 June 2013: HK\$163,012,000) mainly for additions to manufacturing plant in Mainland China to expand its manufacturing capacity.

There are no changes in the fair value of the Group's investment properties for the current and prior interim periods. The valuations are carried out by an independent qualified professional valuer, Roma Appraisal Limited, which is not connected with the Group. The valuations by the independent qualified professional valuer are arrived at by reference to recent market prices for similar properties in similar locations and conditions in Hong Kong.

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10. 應收賬款及應收票據，
其他應收賬款及預付款項10. Trade and Bills Receivables, Other
Debtors and Prepayments

		於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
應收賬款	Trade receivables	2,162,007	2,054,679
應收票據	Bills receivables	1,250,547	1,263,098
		3,412,554	3,317,777

其他應收賬款及預付款項主要包括預付供應商款項、應收供應商佣金及應收進項增值稅。

Other debtors and prepayments mainly consist of payments in advance to suppliers, commission receivable from suppliers and value-added tax receivable.

於報告期末應收賬款按發票日期之賬齡分析，經扣除呆壞賬準備80,604,000港元(二零一三年十二月三十一日：65,340,000港元)如下：

An aged analysis of trade receivables presented based on the invoice date, net of allowance for bad and doubtful debts of HK\$80,604,000 (31 December 2013: HK\$65,340,000) at the end of the reporting period is as follows:

		於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
零至三個月	0 – 3 months	1,838,627	1,680,229
四至六個月	4 – 6 months	250,663	315,608
六個月以上	Over 6 months	72,717	58,842
		2,162,007	2,054,679

本集團通常容許向其除銷客戶提供由30天至90天之信貸期。較長的信貸期或授予付款記錄良好之規模大或長期客戶。

The Group allows a credit period ranging from 30 to 90 days to its trade customers generally. A longer credit period may be granted to large or long established customers with good payment history.

應收票據為國內銀行承兌及擔保付款之銀行承兌匯票，本集團按個別情況接受客戶以國內銀行承兌之銀行承兌匯票償還應收賬款。

Bills receivables represent 銀行承兌匯票 (“banker's acceptances”), i.e. time drafts accepted and guaranteed for payment by PRC banks. The Group accepts the settlement of trade receivables by customers using banker's acceptances accepted by PRC banks on a case by case basis.

此類出具或背書給本集團之銀行承兌匯票於出具日後不超過六個月內到期。銀行承兌匯票將主要由中國國有銀行或商業銀行於該等銀行承兌匯票到期日支付。

These banker's acceptances are issued to or endorsed to the Group and with due date not longer than six months from the date of issuance. The banker's acceptances will be settled by the banks, which are mainly state-owned banks or commercial banks in the PRC, on the due date of such banker's acceptances.

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11. 應付賬款及應計費用

應付賬款及應計費用包括應付貨款1,305,243,000港元(二零一三年十二月三十一日:1,426,764,000港元)。餘下結餘主要包括客戶預收款、應付員工薪金及福利、應付銷售佣金、應付倉儲、應付附屬公司非控股股東之股息及運費等。

於報告期末應付貨款按發票日期之賬齡分析如下:

零至三個月	0 – 3 months
四至六個月	4 – 6 months
六個月以上	Over 6 months

11. Creditors and Accrued Charges

Included in creditors and accrued charges are trade creditors of HK\$1,305,243,000 (31 December 2013: HK\$1,426,764,000). Remaining balances mainly consist of receipts in advance from customers, payable of staff salaries and benefits, sales commission, storage, dividend payable to a non-controlling shareholder of a subsidiary and transportation, etc.

An aged analysis of trade creditors at the end of the reporting period based on the invoice date is as follows:

	於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
零至三個月	1,159,434	1,257,189
四至六個月	132,195	159,460
六個月以上	13,614	10,115
	1,305,243	1,426,764

12. 銀行借貸

期內，本集團取得1,253,866,000港元(截至二零一三年六月三十日止六個月:1,270,708,000港元)新銀行借貸，並償還1,186,325,000港元(截至二零一三年六月三十日止六個月:1,129,960,000港元)銀行借貸。新銀行借貸按市場利率計息及須於兩個星期至五年內償還。

二零一三年籌集的銀行借貸包括按三個月AUD-BBR-BBSW加1.25厘計息的銀行貸款24,800,000澳元。為將外幣風險降至最低，本集團訂立跨幣掉期合約以實益對沖。跨幣掉期合約之公允值詳情載於附註16。

12. Bank Borrowings

During the period, the Group obtained new bank borrowings in the amount of HK\$1,253,866,000 (six months ended 30 June 2013: HK\$1,270,708,000) and repaid bank borrowings of HK\$1,186,325,000 (six months ended 30 June 2013: HK\$1,129,960,000). The new bank borrowings bear interest at market rates and are repayable ranging from 2 weeks to 5 years.

Bank borrowings raised during 2013 included a bank loan of AUD24,800,000 with an interest at 3-month AUD-BBR-BBSW plus 1.25%. In order to minimise the exposure to foreign currency risk, the Group entered into a cross currency swap contract to hedge economically. Details of the fair value of the cross currency swap contract are set out in note 16.

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13. 股本

13. Share Capital

	法定	已發行及繳足	
	Authorised	Issued and fully paid	
二零一四年 六月三十日 及二零一三年 十二月三十一日		二零一四年 六月三十日	二零一三年 十二月三十一日
	30.6.2014 & 31.12.2013	30.6.2014	31.12.2013
	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(經審核)
		(Unaudited)	(Audited)
每股面值0.10港元之股份 Shares of HK\$0.10 each	80,000	56,276	56,228

期內，本公司已發行股本之變動如下：

Movements in the issued share capital of the Company during the period are as follows:

		股份數目	金額
		Number of shares	Amount
		千股	千港元
		'000	HK\$'000
於二零一四年 一月一日(經審核)	At 1 January 2014 (audited)	562,281	56,228
行使購股權(附註)	Exercise of share options (Note)	474	48
於二零一四年 六月三十日(未經審核)	At 30 June 2014 (unaudited)	562,755	56,276

附註：於截至二零一四年六月三十日止六個月，共有474,000份購股權獲行使，本公司因此分別發行400,000股及74,000股每股面值0.10港元之股份，每股作價分別為1.59港元及4.536港元。

Note: During the six months ended 30 June 2014, 474,000 share options were exercised, resulting in the issue of 400,000 shares and 74,000 shares of HK\$0.10 each in the Company at a price of HK\$1.59 and HK\$4.536 per share respectively.

所有已發行股份均在所有方面與當時之現有股份享有同等權益。

All shares issued rank pari passu with the then existing shares in issue in all respects.

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14. 以股份為基礎之付款

根據於二零一二年五月二十五日舉行的股東週年大會上批准本公司採納的現有購股權計劃(「新購股權計劃」)，主要旨在鼓勵參與者及提供獎勵及直接利益，以達致本公司的長期業務目標。根據舊購股權計劃(「舊購股權計劃」，連同新購股權計劃，統稱為「購股權計劃」)(於終止有關計劃前於二零零二年九月三日獲本公司採納)授出的購股權將根據舊購股權計劃的條文持續有效及可予行使。

下表披露本公司參與者持有的本公司購股權的變動情況：

14. Share-Based Payments

The Company's existing share option scheme was adopted pursuant to the annual general meeting approved on 25 May 2012 (the "New Share Option Scheme") for the primary purpose of motivating the participants and providing incentives and a direct interest in attaining the long term business objective with the Company. Options granted under the old share option scheme (the "Old Share Option Scheme", together with the "New Share Option Scheme" collectively known as "Share Option Schemes"), which was adopted by the Company on 3 September 2002 prior to the termination of such scheme, will continue to be valid and exercisable in accordance with the rules of the Old Share Option Scheme.

The table below discloses movement of the Company's share options held by the Company's participants:

		購股權數目		
		Number of share options		總計 Total
		董事 Directors	僱員 Employees	
於二零一四年一月一日	Outstanding as at			
尚未行使(附註)	1 January 2014 (Note)	1,600,000	9,504,000	11,104,000
於期內行使	Exercised during the period	(300,000)	(174,000)	(474,000)
於期內失效	Lapsed during the period	–	(210,000)	(210,000)
於二零一四年	Outstanding as at			
六月三十日尚未行使	30 June 2014	1,300,000	9,120,000	10,420,000

附註：該董事購股權數目包括於二零一三年十二月三十一日或之前為僱員之鄭國照先生持有之200,000份購股權，鄭先生於二零一四年一月一日起獲委任為執行董事。該僱員購股權數目包括李偉民先生持有之1,000,000份購股權，李先生已於二零一三年十二月三十一日起榮休及辭任執行董事，並於同日獲委任為集團顧問。

緊接購股權行使日期之前的本公司股份加權平均收市價為5.529港元。

截至二零一四年六月三十日止六個月，並無授出任何購股權。

Note: The number of share options of directors includes 200,000 share options held by Mr. Kwong Kwok Chiu, who was an employee on or before 31 December 2013. Mr. Kwong was appointed as an executive director on 1 January 2014. The number of share options of employees include 1,000,000 share options held by Mr. Li Wai Man, Peter. Mr. Li was retired as an executive director on 31 December 2013 and was appointed as a consultant of the Group on the same day.

The weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$5.529.

No share options were granted during the six months ended 30 June 2014.

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14. 以股份為基礎之付款(續)

截至二零一三年六月三十日止六個月，根據新購股權計劃的條款，本公司按行使價每份購股權5.942港元向合資格參與者(包括本公司董事及僱員)授出合共7,520,000份購股權。於授出日期採用柏力克-舒爾斯購股權定價模式釐定的購股權公允值為7,755,000港元。

根據舊購股權計劃授出的所有購股權於授出日期立即歸屬，行使期自授出日期起計十年。過往期內根據新購股權計劃授出的購股權自二零一五年一月十一日起至二零二三年一月十日止可予行使。

截至二零一四年六月三十日止六個月，本集團已確認總開支1,938,000港元(截至二零一三年六月三十日止六個月：1,939,000港元)。

14. Share-Based Payments (Continued)

During the six months ended 30 June 2013, a total of 7,520,000 share options were granted to qualified participants, including the directors and employees of the Company, at an exercise price of HK\$5.942 per share option under the terms of the New Share Option Scheme. The fair values of the options determined at the date of grant using the Black-Scholes option pricing model were HK\$7,755,000.

All share options granted under the Old Share Option Scheme vested immediately at the dates of grant with the exercisable period of ten years from the dates of grant. The share options granted under the New Share Option Scheme during the prior period are exercisable commencing from 11 January 2015 to 10 January 2023.

The Group recognised total expenses of HK\$1,938,000 for the six months ended 30 June 2014 (six months ended 30 June 2013: HK\$1,939,000).

15. 承擔

15. Commitments

		於二零一四年 六月三十日 30.6.2014 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 千港元 HK\$'000 (經審核) (Audited)
有關收購物業、廠房及設備及土地使用權之資本開支	Capital expenditure in respect of the acquisition of property, plant and equipment and land use rights		
— 已訂約但簡明綜合財務報告中未予撥備	— contracted for but not provided in the condensed consolidated financial statements	154,411	90,439
— 已授權但未訂約	— authorised but not contracted for	401,684	487,139

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16. 金融工具之公允值計量

本集團的衍生金融工具於各報告期末按公允值計量。下表載列有關如何釐定該等金融負債的公允值(尤其是所使用的估值技術及輸入數據)，以及按照公允值計量的輸入數據的可觀察程度進行公允值級別分類(第一至三級)的資料。

- 第一級公允值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)進行之計量；
- 第二級公允值計量指以第一級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算))進行之計量；及
- 第三級公允值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術進行之計量。

16. Fair Value Measurements of Financial Instruments

The Group's derivative financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

金融負債 Financial liabilities	公允值於 Fair value as at		公允值級別 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key input(s)
	於二零一四年 六月三十日 30.6.2014 (未經審核) (Unaudited)	於二零一三年 十二月三十一日 31.12.2013 (經審核) (Audited)		
於財務狀況表分類為 衍生金融工具的利率 掉期合約	負債 (根據對沖 會計法) – 3,201,000港元	負債 (根據對沖 會計法) – 4,057,000港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期利率(從報告期末的可觀察收益率曲線得出)及合約利率(按適用貼現率貼現)而估計。
Interest rate swaps classified as derivative financial instruments in the statement of financial position	Liabilities (under hedge accounting) – HK\$3,201,000	Liabilities (under hedge accounting) – HK\$4,057,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
於財務狀況表分類為 衍生金融工具的跨幣 掉期合約 [#]	負債 – 13,714,000港元	負債 – 26,359,000港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期匯率及市場利率(從報告期末的可觀察收益率曲線得出)及合約外幣匯率及市場利率(按適用貼現率貼現)而估計。
Cross currency swap classified as derivative financial instruments in the statement of financial position [#]	Liabilities – HK\$13,714,000	Liabilities – HK\$26,359,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward currency exchange rate and market interest rate (from observable yield curves at the end of the reporting period) and contracted foreign currency exchange rate and market interest rate, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.

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16. 金融工具之公允值計量

(續)

按本金名義金額之固定匯率將按三個月AUD-BBR-BBSW加1.25厘計息的澳元名義金額交換成三個月港元香港銀行同業拆息加1.80厘計息的港元名義金額。

本公司董事認為於簡明綜合財務報告內按攤銷成本列賬的其他金融資產及金融負債之賬面值與其公允值相若。

此外，由於合理公允值估計的範圍頗大，以致本公司董事認為其公允值不能可靠地計量，故本集團分類為可供出售投資之非上市股權投資於報告期末按成本減減值計量。

16. Fair Value Measurements of Financial Instruments (Continued)

Swapping AUD notional amount with an interest at 3-month AUD-BBR-BBSW plus 1.25% to HK\$ notional amount with an interest at 3-month HK\$-HIBOR plus 1.80% at a fixed foreign exchange rate for the principal notional amount.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

In addition, the Group's investment in unlisted equity interest classified as available-for-sale investment is measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that the fair value cannot be measured reliably.

17. 關聯人士交易

(a) 期內，本集團分別支付480,000港元(截至二零一三年六月三十日止六個月：480,000港元)及300,000港元(截至二零一三年六月三十日止六個月：300,000港元)之租金予港德投資有限公司(「港德」)及嘉捷投資有限公司(「嘉捷」)，本公司之董事葉志成先生及葉子軒先生分別於港德及嘉捷持有控股權益。

(b) 主要管理層報酬

主要管理層指本公司董事。期內，主要管理層酬金為7,641,000港元(截至二零一三年六月三十日止六個月：8,227,000港元)。

17. Related Party Transactions

(a) During the period, the Group paid rent of HK\$480,000 (six months ended 30 June 2013: HK\$480,000) and HK\$300,000 (six months ended 30 June 2013: HK\$300,000) to Goldex Investments Limited ("Goldex") and Galsheer Investments Limited ("Galsheer") respectively in which Mr. Ip Chi Shing and Mr. Yip Tsz Hin, directors of the Company, have controlling interests over Goldex and Galsheer respectively.

(b) Compensation of key management personnel

The key management personnel are the directors of the Company. During the period, the remuneration of the key management personnel was HK\$7,641,000 (six months ended 30 June 2013: HK\$8,227,000).

