

# LESSO 联塑

CHINA LESSO GROUP HOLDINGS LIMITED

中國聯塑集團控股有限公司

Stock Code 股份代號: 2128

# 2014

INTERIM REPORT 中期報告



# LESSO

# CORPORATE PROFILE

## 企業簡介

China Lesso is a leading manufacturer of plastic pipes and pipe fittings in the PRC, which is listed on the main board of the Stock Exchange (stock name: China Lesso, stock code: 2128). The Group has 20 major production bases located variously in Guangdong, Guizhou, Sichuan, Hubei, Jiangsu, Anhui, Henan, Hebei, Heilongjiang, Jilin, Shaanxi, Xinjiang, Hainan and Yunnan and a sales network covering the whole country. These production bases and sales network are strategically distributed all over China such that the Group can provide quality products and meticulous services to customers in a timely manner.

China Lesso is able to provide the most comprehensive range of plastic pipes and pipe fittings to the market. These products are widely used in areas such as water supply, drainage, power supply and telecommunications, gas transmission, floor heating, fire services and agriculture. The Group has expanded to home building material products such as sanitary ware products, integrated kitchens, and system of doors and windows.

China Lesso is a one-stop solution provider that offers consultation, design, implementation and after-sales services to customers. By getting involved in projects at their initial stage, the Group helps customers to formulate comprehensive, total solutions.

中國聯塑是中國塑料管道及管件領先的生產商，並於聯交所主板上市（股票簡稱：中國聯塑，股份代號：2128）。本集團擁有位於廣東、貴州、四川、湖北、江蘇、安徽、河南、河北、黑龍江、吉林、陝西、新疆、海南及雲南的二十個主要生產基地和覆蓋全國的銷售網絡。這些生產基地和銷售網絡戰略性地分佈於全中國，因此本集團能及時為客戶提供優質的產品和周到的服務。

中國聯塑能為市場提供品種最為齊全的塑料管道及管件。這些產品被廣泛應用於給水、排水、電力供應及通訊、燃氣輸送、地暖、消防及農業等領域。本集團已進軍家居建材產品，如水暖衛浴、整體廚房和門窗系統等。

中國聯塑為一站式解決方案之供應商，向客戶提供顧問、設計、應用及售後服務。本集團透過參與處於初步階段的項目，協助客戶制定完善的整體方案。





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# FINANCIAL HIGHLIGHTS

## 財務摘要

		Six months ended 30 June		As at	As at	Increase/ (decrease) 增加/ (減少) (%)
		截至6月30日止六個月		30 June	31 December	
		2014	2013	2014	2013	
		2014年	2013年	於2014年 6月30日	於2013年 12月31日	
<b>(RMB'000)</b>	<b>(人民幣千元)</b>					
Revenue	收入	<b>6,581,051</b>	5,692,223			15.6
Gross profit	毛利	<b>1,643,019</b>	1,491,854			10.1
Finance costs	融資成本	<b>133,927</b>	75,870			76.5
EBITDA	除息稅折攤前盈利	<b>1,099,141</b>	1,089,977			0.8
Profit before tax	除稅前溢利	<b>761,222</b>	840,338			(9.4)
Profit for the period	期內溢利	<b>621,666</b>	677,657			(8.3)
Profit attributable to owners of the Company	本公司擁有人應佔溢利	<b>627,535</b>	682,734			(8.1)
<b>(RMB'000)</b>	<b>(人民幣千元)</b>					
Total assets	資產總額			<b>13,082,119</b>	12,297,707	6.4
Cash and bank deposits	現金及銀行存款			<b>1,717,339</b>	2,189,242	(21.6)
Total debts <sup>(a)</sup>	債務總額 <sup>(a)</sup>			<b>3,221,929</b>	2,687,116	19.9
Net debt <sup>(b)</sup>	債務淨額 <sup>(b)</sup>			<b>1,504,590</b>	497,874	202.2
Total equity	權益總額			<b>7,630,916</b>	7,255,943	5.2
<b>Share information (RMB)</b>	<b>股份資料(人民幣)</b>					
Basic earnings per share <sup>(c)</sup>	每股基本盈利 <sup>(c)</sup>	<b>0.20</b>	0.22			(9.1)
Diluted earnings per share <sup>(c)</sup>	每股攤薄盈利 <sup>(c)</sup>	<b>0.20</b>	0.22			(9.1)
Equity attributable to owners of the Company per share	每股本公司擁有人應佔權益			<b>2.45</b>	2.35	4.3
<b>Financial ratios</b>	<b>財務比率</b>					
Total debts to total capital <sup>(d)</sup> (%)	債務總額對資本總額比率 <sup>(d)</sup> (%)			<b>29.7</b>	27.0	
Net debt to equity <sup>(e)</sup> (%)	債務淨額對權益比率 <sup>(e)</sup> (%)			<b>19.7</b>	6.9	
Interest cover <sup>(f)</sup> (times)	利息盈利比率 <sup>(f)</sup> (倍)	<b>8.21</b>	14.37			

Notes:

- (a) Represented total bank loans and other borrowings.
- (b) Represented total debts less cash and bank deposits.
- (c) Details of the calculations of the basic and diluted earnings per share of the Company are set out in note 9 to condensed consolidated financial statements.
- (d) Represented total debts divided by the sum of total debts and total equity.
- (e) Represented net debt divided by total equity.
- (f) Represented EBITDA divided by finance costs.

附註：

- (a) 指銀行貸款及其他借款總額。
- (b) 指債務總額減現金及銀行存款。
- (c) 本公司每股基本及攤薄盈利之計算詳述於簡明綜合財務報表附註9。
- (d) 指債務總額除以債務總額加上權益總額的總和。
- (e) 指債務淨額除以權益總額。
- (f) 指息稅折攤前利潤除以融資成本。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CORPORATE OVERVIEW

China Lesso is a leading manufacturer and supplier of building materials and home decoration products in China. It has 20 major production bases in 14 provinces, covering the important domestic markets for building materials and home decorations, which has reinforced the Group's leading position in Southern China and serve as a springboard for expanding its business elsewhere.

The Group has achieved its leading position in the market through its commitment to providing comprehensive and diverse premium pipes and pipe fitting products for clients over the years. With a view to further capitalising on the market opportunities and favourable government policies, the Group has actively tapped into the market for home building materials and decoration products in recent years by branching out into the new businesses of complete system of doors and windows, sanitary ware products and integrated kitchens. The move is aimed at creating synergy among the businesses and at developing new growth drivers.

### MARKET OVERVIEW

In March 2014, the Chinese Central Government and the State Council promulgated "The National Plans for New Mode of Urbanisation (2014-2020)", stipulating further requirements for improving the overall quality of urbanisation and reiterated the importance of further development of infrastructure. The executive meeting of the State Council also resolved to speed up the construction of major hydraulic facilities for water conservation and supply so as to strengthen the backbone of the hydraulic system. The decision drove up the demand for auxiliary facilities for water supply, drainage, power supply and telecommunications. Despite a slowdown in property investment growth in Mainland China during the period under review, the plastic pipes industry can still look forward to steady growth on the back of the consistent growth in rigid demand for social security housing and private residential properties.

### 企業概覽

中國聯塑為中國領先的建材及家居裝飾產品生產商及供應商，於全國擁有二十個主要生產基地，廣泛分佈於十四個省份，覆蓋中國大陸主要建材及家居裝飾市場，為鞏固本集團在華南市場的領先優勢和拓展華南以外的市場奠定堅實基礎。

多年來，本集團一直致力為客戶提供種類齊全、多元化的優質管道及管件產品，於市場建立穩固的領導地位。為進一步把握市場及國家利好政策之機遇，本集團近年積極開拓家居建材和裝飾產品市場，開展包括整體門窗系統、衛浴潔具及整體廚房等新業務，以發揮協同效應和培養未來盈利增長點。

### 市場概況

於2014年3月，中央及國務院出台《國家新型城鎮化規劃(2014-2020年)》，進一步提出全面提高城鎮化質量的新要求，重申加強基礎建設的重要性。國務院常務會議亦部署加快推進節水供水重大水利工程建設，加強骨幹水利設施體系，進一步推動給水、排水、電力及通訊等配套設施的需求。儘管國內房地產行業於回顧期內投資增速放緩，但隨著保障房及房屋剛性需求的增長持續，預期支持塑料管道行業穩健發展。

## MARKET OVERVIEW (Continued)

According to the plans for new mode of urbanisation, the urbanisation ratio in the PRC will rise from 54% in 2013 to 60% in 2018, which calls for various kinds of comprehensive piping systems. To achieve the target, the provincial governments of all administrative levels are expected to step up construction of six types of infrastructure and facilities in cities, namely the underground pipeline networks, sewage and refuse treatment facilities, renovation of old networks of gas and heating pipelines, public transport such as metro lines and light rails, electric power distribution networks, as well as environmental protection facilities. In particular, the construction of municipal pipeline networks and hydraulic facilities will stimulate the development of pipe business. The State Council's "Guidelines on Strengthening the Management of Urban Underground Pipeline Construction" which was promulgated in June 2014 specified that a general survey of urban underground pipelines, establishment of integrated information management system and preparation of integrated planning of underground pipelines shall be completed by the end of 2015. It set the target of completing the renovation of old underground pipeline networks in five years and finishing the construction of comprehensive urban underground pipeline system in about ten years.

In addition, the executive meeting of the State Council held in mid May this year specified that construction of major hydraulic facilities for water conservation and supply will be accelerated. Pursuant to the instructions of the meeting, during the years of 2014 and 2015 and the period of the Thirteenth Five-year Plan, 172 major hydraulic projects under planning will be constructed in phases. Upon completion, the projects are expected to expand the country's annual water supply capacity by 80 billion cubic metres and its annual agricultural water conservation capacity by 26 billion cubic metres while irrigation area will be increased by approximately 78 million mu, substantially improving the backbone of the country's hydraulic system. The Ministry of Water Resources proposed investing RMB4 trillion in the country's hydraulic systems in the coming decade with approximately RMB400 billion put in hydraulic system reform each year during the period. This move will substantially boost the demand for plastic pipes. Furthermore, the "Central Government's Number One Document" expressly stated that the government will play a leading role in hydraulic system development, which will be one of the key state projects in the government budget, further stimulating the demand for pipes for agricultural water supply and drainage applications.

## 市場概況(續)

根據新型城鎮化規劃，預計中國城鎮化水平將由2013年的54%上升至2018年的60%。城鎮化水平的實現必須有各種完善的管道系統配合。為達目標，各級政府將加強城市六類基礎設施的建設，包括地下管網建設、污水及生活垃圾處理、燃氣機供熱的老舊管網改造、地鐵及輕軌等公共交通、配電網及生態環境建設。當中市政管道及水利工程建設均利好管道業務的發展。於2014年6月出台的《國務院關於加強城市地下管線建設管理的指導意見》詳細指出，於2015年底，完成城市地下管線普查，建立綜合管理信息系統，編制完成地下管線綜合規劃，並且力爭用5年時間，完成城市地下老舊管網改造，以及用約10年時間，建成較為完善的城市地下管線體系。

此外，於今年5月中旬召開的國務院常務會議，明確指出加快推進節水供水重大水利工程建設。按照會議要求，今明兩年和「十三·五」規劃期間，將分步建設納入規劃的172項重大水利工程。工程建成後，料將實現新增年供水能力800億立方米和農業節水能力260億立方米，增加灌溉面積7,800多萬畝，顯著加強內地骨幹水利設施體系。水利部提出未來10年投資4萬億元，約每年4,000億元的水利改革投資亦是塑料管道需求的增長點。此外，《中央一號文件》明確政府在水利建設中的主導作用，將水利作為公共財政投入的重點領域，亦帶動農用供水、排水管道的需求。

管理層討論及分析(續)

**MARKET OVERVIEW (Continued)**

During the period under review, the real estate sector was entering in a transition phase to stable development following years of rapid growth, which was demonstrated by poorer industry indicators. As a result, the development of the building materials industry was dampened to a certain extent. However, the rigid demand for social security housing and for private residential properties continued to grow. According to the Twelfth Five-year Plan, it is expected that a total of 36 million units of social security housing will be constructed by 2015, with total investment amounting to RMB4 trillion. In addition, the government reiterated that renovation of shantytowns will be accelerated, and set a target of renovating over 4.7 million units this year, representing a growth of 65% over last year. According to the "Notice of the General Office of the State Council on Further Strengthening the Renovation of Shantytowns" issued in July 2014, the government will step up efforts to renovate the shantytowns and strive to exceed the target of the work for 2014, so that it will be able to plan earlier the work for 2015 to 2017.

The above factors will sustain stable demand for pipes and building materials in the market. As a market leader with a nationwide sales network, capacity for mass production, advanced research and development capability for new products and new technology, and world-renowned brands, the Group rides on the market trend and adopts finer market segmentation for its continuing business expansion in target markets. It also enhances its marketing capability and core competitive advantages in order to consolidate its market share and to increase its profitability.

**市場概況(續)**

於回顧期內，房地產行業在經歷多年高速增長後，整體增速朝向平穩發展的過渡階段，行業多個重要指標出現放緩，這給建材行業的發展帶來一定衝擊。然而，保障房和房屋剛性需求增長持續。根據「十二·五」規劃，內地預期興建的保障房目標為3,600萬間，預期到2015年保障房的總投資額將高達4萬億元。此外，政府重申今年將加快棚戶區的改造，至少要改造470萬套以上，較去年增加65%。根據2014年7月出台的《國務院辦公廳關於進一步加強棚戶區改造工作的通知》，政府將進一步加大棚戶區改造工作力度，並且爭取超額完成2014年目標任務和提前策劃2015年至2017年棚戶區改造工作。

上述諸因素令市場對管道和建材的需求穩步發展。本集團憑藉其市場領先地位、全國性銷售網絡和龐大的生產規模，領先的新產品及新技術研發能力，及名聞遐邇的品牌，掌握市場趨勢，細分及持續拓展目標市場，提升營銷能力和核心競爭力，以鞏固本集團的市場份額，提高盈利能力。

## BUSINESS REVIEW

### PLASTIC PIPES AND PIPE FITTINGS BUSINESS

As one of the largest manufacturers of plastic pipes and pipe fittings in China, China Lesso manufactures and sells products which are widely applied in such fields as water supply, drainage, power supply and telecommunications, gas transmission, agriculture, floor heating and fire services. On the back of favourable policies that facilitate urbanisation, ongoing construction of social security housing and the accelerating construction of major hydraulic projects for water conservation and supply, the Group's principal pipe business, maintained a steady growth during the period under review.

Leveraging its competitive advantages such as its well-established nationwide sales network, good customer relationships, optimised product portfolio and well-known brands, the Group successfully responded to market demand and trends, thus enhancing its market share and the customer satisfaction. Therefore, the plastic pipes and pipe fittings business achieved a steady growth of 15.6% in total sales volume to 643,018 tonnes for the first half of 2014 from 556,374 tonnes for the corresponding period of 2013. Sales volume of PVC and non-PVC plastic pipes and pipe fittings, the Group's core products, continued to grow. Revenue from the sales of PVC products amounted to RMB3,998 million, accounting for 65.3% of the revenue of the plastic pipes and pipe fittings business.

The table below sets out the breakdown of revenue from plastic pipes and pipe fittings business by product for the six months ended 30 June 2014 and 2013:

		2014 2014年		2013 2013年	
		RMB million 人民幣百萬元	% of total revenue 佔總收入%	RMB million 人民幣百萬元	% of total revenue 佔總收入%
Water supply	供水	2,411	39.4%	2,168	40.3%
Drainage	排水	2,318	37.8%	2,043	38.0%
Power supply and telecommunications	電力供應及 通訊	1,057	17.3%	922	17.2%
Gas transmission	燃氣輸送	95	1.5%	75	1.4%
Others <sup>#</sup>	其他 <sup>#</sup>	245	4.0%	169	3.1%
Total	總計	6,126	100.0%	5,377	100.0%

<sup>#</sup> "Others" include agricultural applications, floor heating and fire services.

## 業務回顧

### 塑料管道及管件業務

中國聯塑作為中國最大的塑料管道及管件生產商之一，產品廣泛應用於給水、排水、電力供應及通訊、燃氣輸送、農用、地暖和消防等領域。受惠於城鎮化進程、保障房的持續建設及節水供水重大水利工程建設的加快推進等利好政策，於回顧期內，本集團主營之管道業務繼續錄得穩步發展。

本集團充分利用其完善的全國銷售網絡、優良的客戶關係、優化產品組合及知名品牌等綜合競爭優勢，成功捕捉市場需求和趨勢，提升市場份額和客戶滿意度，推動2014年上半年之塑料管道及管件業務的總銷量由2013年上半年的556,374噸，穩健增長15.6%至2014年同期的643,018噸。其中，核心產品PVC及非PVC塑料管道及管件的銷量持續增長。來自PVC產品的收入為人民幣39.98億元，佔塑料管道及管件業務收入的65.3%。

下表載列截至2014年及2013年6月30日止六個月，塑料管道及管件業務收入按產品劃分的詳情：

<sup>#</sup> 「其他」包括農用、地暖及消防。



## 管理層討論及分析(續)

## BUSINESS REVIEW (Continued)

## PLASTIC PIPES AND PIPE FITTINGS BUSINESS (Continued)

The Group priced its products on cost-plus basis. This, couple with the economies of scale, the enhanced capacity utilisation rate and the efficiency of its production facilities, enabled the Group to maintain the average selling price ("ASP") of the plastic pipes and pipe fittings at a reasonable, healthy and competitive level. The ASP of plastic pipes and pipe fittings slightly decreased by 1.4% to RMB9,527 per tonne in the first half of 2014 from RMB9,664 per tonne in the first half of 2013. In particular, the ASP of the PVC products decreased by 2.2% year on year to RMB7,859 per tonne while the ASP of non-PVC products increased by 0.4% year on year to RMB15,842 per tonne. As the price of raw materials decreased slightly during the period, the average cost of plastic pipes and pipe fittings decreased slightly by 0.25% to RMB7,049 per tonne from RMB7,067 per tonne for the same period last year. The Group considered that the average cost of products was generally stable. However, the Group will also enhance its bargaining power and control the production cost by improving the production efficiency and optimising its purchase strategy.

The table below sets out the breakdown of sales volume, revenue and average selling price by product material for the six months ended 30 June 2014 and 2013:

## 業務回顧(續)

## 塑料管道及管件業務(續)

本集團以成本加成的方法釐定產品價格，加之受惠於規模經濟效益、提升生產設備使用率及生產效率，令塑料管道及管件平均售價(「平均售價」)維持在合理、健康和具競爭力的水平。塑料管道及管件的平均售價由2013年上半年的每噸人民幣9,664元輕微下跌1.4%至2014年上半年的每噸人民幣9,527元；當中，PVC產品的平均售價同比下跌2.2%至每噸人民幣7,859元，非PVC產品的平均售價則同比上升0.4%至每噸人民幣15,842元。期內，由於原材料價格輕微下降，令塑料管道及管件平均成本由每噸人民幣7,067元同比略減0.25%至每噸人民幣7,049元，本集團相信產品的平均成本基本穩定，而本集團亦會通過提升生產效率和優化採購策略等方法，以提升議價能力和控制生產成本。

下表載列截至2014年及2013年6月30日止六個月，按產品物料劃分的銷量、收入及平均售價分項詳情：

		2014			2013			Change in		
		2014年			2013年			變動		
		Sales volume	Revenue	Average selling price	Sales volume	Revenue	Average selling price	Sales volume	Revenue	Average selling price
		銷量	收入	平均售價	銷量	收入	平均售價	銷量	收入	平均售價
		Tonne	RMB million	RMB	Tonne	RMB million	RMB			
		噸	人民幣百萬元	人民幣	噸	人民幣百萬元	人民幣			
Plastic pipes and pipe fittings	塑料管道及管件									
- PVC <sup>(a)</sup>	- PVC <sup>(a)</sup>	508,691	3,998	7,859	439,248	3,528	8,032	15.8%	13.3%	(2.2%)
- Non-PVC <sup>(b)</sup>	- 非PVC <sup>(b)</sup>	134,327	2,128	15,842	117,126	1,849	15,786	14.7%	15.1%	0.4%
		643,018	6,126	9,527	556,374	5,377	9,664	15.6%	13.9%	(1.4%)
Construction contracts	工程合約	N/A	29	N/A	N/A	16	N/A	N/A	81.3%	N/A
Others <sup>(c)</sup>	其他 <sup>(c)</sup>	N/A	426	N/A	N/A	299	N/A	N/A	42.5%	N/A
Total	總計	N/A	6,581	N/A	N/A	5,692	N/A	N/A	15.6%	N/A

**BUSINESS REVIEW (Continued)****PLASTIC PIPES AND PIPE FITTINGS BUSINESS (Continued)**

Notes:

- (a) "PVC" refers to material used in the manufacture of plastic pipes and pipe fittings with high mechanical strength and hardness.
- (b) "Non-PVC" plastic pipes and pipe fittings mainly refer to those made of PE and PP-R.
- (c) "Others" include ancillary, home building material products and other materials. Sales volumes of "others" are measured in units rather than tonnes and the size of the units may vary with different products.

During the period under review, the Group's business and sales performances across all regions posted satisfactory sales growth and met its expectation. In addition to further fortifying its position in the major market in Southern China, the Group also vigorously developed markets beyond the region so that it could have a more geographically balanced source of income. Southern China remained a major market for the Group, accounting for 58.6% of the Group's turnover. The proportion of turnover in the markets beyond Southern China in the Group's turnover increased to 41.4%.

The table below sets out the breakdown of revenue by operating region for the six months ended 30 June 2014 and 2013:

**業務回顧(續)****塑料管道及管件業務(續)**

附註：

- (a) 「PVC」指一種用於生產高機械強度及硬度塑料管道及管件的物料。
- (b) 「非PVC」塑料管道及管件主要是PE制及PP-R制。
- (c) 「其他」包括配套、家居建材產品及其他材料。「其他」的銷量以單位而非以噸計，且不同產品的度量單位可能會大小不同。

回顧期內，本集團經營之所有地區的業務和銷售表現均符合預期，銷售均錄得滿意增長。除繼續鞏固華南主要市場外，本集團亦積極拓展華南以外市場，使得集團業務收入分佈更趨平衡。華南市場仍為本集團之主要市場，佔本集團營業額的58.6%。華南以外的市場佔本集團營業額比例有所提升，升至41.4%。

下表載列截至2014年及2013年6月30日止六個月，按經營地區劃分的收入詳情：

Region*	地區#	2014		2013	
		RMB million	% of total revenue	RMB million	% of total revenue
		人民幣百萬元	佔總收入%	人民幣百萬元	佔總收入%
Southern China	華南	3,856	58.6%	3,430	60.3%
Southwestern China	西南地區	679	10.3%	616	10.8%
Central China	華中	717	10.9%	563	9.9%
Eastern China	華東	330	5.0%	284	5.0%
Northern China	華北	440	6.7%	381	6.7%
Northwestern China	西北地區	220	3.3%	196	3.4%
Northeastern China	東北地區	151	2.3%	115	2.0%
Outside China	中國境外	188	2.9%	107	1.9%
<b>Total</b>	<b>總計</b>	<b>6,581</b>	<b>100.0%</b>	<b>5,692</b>	<b>100.0%</b>

\* Details of the scope of coverage of each region are set out in note 3 to condensed consolidated financial statements.

# 各地區的覆蓋範圍詳情載於簡明綜合財務報表附註3。

管理層討論及分析(續)

## BUSINESS REVIEW (Continued)

### CAPITAL EXPENDITURE AND CAPACITY EXPANSION

The Group continued to expand its production capacity based on its own development and actual needs so as to cater for demand arising from market development. The Group's annual designed capacity for production of plastic pipes and pipe fittings increased to 1.95 million tonnes at the end of the first half of 2014 from 1.8 million tonnes at the end of 2013. The new production bases in Hainan and Yunnan commenced production in May 2014. The Group will improve its production efficiency by fully utilising the additional production capacity and enhancing the utilisation rate of existing production facilities in order to satisfy market demand.

The Group expects that the capital expenditure for the whole year of 2014 will be approximately RMB1.2 billion, mainly used to invest in construction of new production bases in Hainan and Yunnan as well as in upgrading facilities in existing production bases.

### HOME DECORATION PRODUCTS BUSINESS

The Group is dedicated to exploring the business of new types of building materials and home decoration products. Currently, it provides major property developers with a wide range of integrated building materials and home decoration products as well as solutions to their residential property projects, including premium systems of doors and windows, sanitary ware products and integrated kitchens. The Group believes the new types of building materials and home decoration products will bring synergy to the existing product lines and will develop into growth drivers in the long run.

### SALES NETWORK

The Group's extensive nationwide sales network, coupled with its wide range of quality plastic pipes, pipe fittings and new products, supports the growth momentum of the Group. As at 30 June 2014, the Group had a total of approximately 1,900 independent distributors across the country. The Group's designated sales team has been providing all-around, professional and reliable sales and after-sales services to its distributors and clients. Meanwhile, the Group takes differentiated approach to enhance its presence in different markets by not only fortifying its leading position in Southern China, but also by proactively stepping up sales efforts in the markets beyond the region in order to further expand its market share as well as strengthen its leading position in the industry.

## 業務回顧(續)

### 資本開支及產能提升

本集團按自身發展情況和實際發展需要繼續提升產能，以滿足市場發展的需求。本集團塑料管道及管件設計年產能由2013年底的180萬噸增加至2014年上半年的195萬噸。位於海南及雲南的新生產基地已於2014年5月正式投產，本集團將會充分利用新產能和提升現有生產設備的使用率，以提高生產效益和滿足市場需求。

本集團預期2014年全年的資本開支約人民幣12億元，主要是興建海南及雲南的新生產基地的投入，以及現有生產基地的設備更新。

### 家居裝飾產品業務

本集團銳意拓展新型建材及家居裝飾產品業務，為主要房地產商的住宅項目提供多種類、一體化建材家居產品及解決方案，包括優質門窗系統、衛浴潔具及整體廚房。本集團相信新型建材家居產品將與現有的產品線發揮協同效應，長遠成為本集團另一盈利增長點。

### 銷售網絡

本集團覆蓋全國的龐大銷售網絡，配合齊全、高品質的塑料管道及管件產品以及新產品，為本集團的持續增長提供有力支援。截至2014年6月30日，本集團於全國共約1,900名獨立經銷商。本集團透過一支專門的銷售團隊，為經銷商和客戶提供完善專業可靠的銷售服務和售後服務。同時，本集團針對市場劃分，鞏固華南市場的領導地位之餘，亦積極加強華南以外市場的銷售力度，進一步擴大市場份額，鞏固本集團的行業領先地位。

## OUTLOOK

China's economy maintained steady growth in the first half of the year. However, it still faces downward pressure in the second half of the year, which will dampen operating environment and consumer confidence. Now that the central government has already adopted a series of "mini-stimulus" policies, the overall economy is likely to stabilise. The Group believes that the country's ongoing urbanisation, further investment in the construction of water irrigation infrastructure, shantytown redevelopment projects and progress in social security housing will benefit the building materials and pipe industry. To capture the business opportunities in China's economic reform, the Group will continue with its business strategies as elaborated below.

### FURTHER EXPANSION OF THE NATIONWIDE SALES NETWORK

Southern China remains the Group's major market where the Group will continue to consolidate its leading position. In the meantime, the Group will strive to expand into regions beyond Southern China by actively tapping into new markets in the third- and fourth-tier cities and by exploring new opportunities there. It will also enhance brand recognition and reputation, expand its sales network and increase the market penetration of its products.

### DEVELOPING BUSINESS OF BUILDING MATERIALS AND HOME DECORATION PRODUCTS INTO FUTURE GROWTH DRIVERS

Although China's real estate market has been undergoing consolidation, the Group expects the demand for building materials and home decoration products to grow as the proportion of pre-decorated flats keeps rising. The Group will endeavour to expand the business of new types of building materials and home decoration products. Through improving its research and development capability, the Group strives to provide premium integrated products and services for customers, such as system of doors and windows, sanitary ware products and integrated kitchens. The Group will continue to partner major property developers in mainland China and provide premium and new types of building materials and home decoration products for their projects with an aim of nurturing new growth drivers.

### OPTIMISING PRODUCTION CAPACITY TO SUPPORT BUSINESS DEVELOPMENT

To cope with increasing market demand and to its business expansion, the Group's production bases in Hainan and Yunnan commenced production in May this year while preparations for the construction of a production base in Shandong are currently underway. The Group will continue to optimise the production capacity and to improve production facilities with a view to enhancing the operation of its existing plants and the overall production efficiency.

## 未來展望

今年上半年中國宏觀經濟維持穩中有升的態勢，但下半年國內經濟下行壓力依然存在，對企業營商環境和消費者信心帶來不明朗性。然而隨著中央政府出台實施一系列「微刺激」調整政策以穩定經濟，預期整體經濟將維持平穩。本集團相信，隨著國家新型城鎮化進程的落實、水利灌溉建設投資力度的加大以及棚戶區、保障房的持續推進，將持續利好本集團所在的建材和管道行業。為充分把握中國經濟改革進程中出現的商機，本集團將按照既定的發展方向，繼續實施以下發展戰略：

### 進一步拓展全國性銷售網絡

華南市場目前仍是本集團的主要市場，本集團將繼續鞏固其於華南市場的領先地位。與此同時，本集團將致力拓展華南以外的省市區域，積極開拓三四線城市之新市場和發掘新機遇，提高本集團的知名度和美譽度，進一步拓展銷售網絡和提高市場滲透率。

### 培育建材家居業務為未來增長動力

雖然國內房地產行業進入調整時期，但隨著精裝房比例持續上升，本集團預期市場對建材家居業務需求將持續增長。本集團將銳意開拓新型建材及家居裝飾產品業務，提升研發能力，致力為客戶提供優質一體化門窗系統、衛浴潔具和整體廚房產品及服務。本集團將繼續夥拍國內大型房地產開發商，向其住宅項目提供優質新型建材家居產品，將該業務培育為集團未來的另一個增長動力。

### 優化產能以配合業務發展

為配合市場需求擴張和業務拓展規劃，本集團海南和雲南生產基地已於今年5月投產，而且山東生產基地則正在籌建中。本集團將繼續優化產能和生產設備，並致力提高現有廠房的營運，以提升整體生產效益。

管理層討論及分析(續)

## CONCLUSION

China Lesso has been a leading player in the industry of plastic pipes and pipe fittings in China over the years. In order to benefit from the favourable ongoing developments in China, namely urbanisation, construction of infrastructure and social security housing, the Group will continue to expand its nationwide sales network, optimise production capacity and improve productivity, enabling it to provide the market with a wide variety of premium products. In addition, the Group will continue to make every effort to develop its business of home decoration products with an aim of developing it into a growth driver in the future. The Group is confident of its business prospect and of attaining healthy and sustainable development. By enhancing its core competitive advantages, the Group will endeavour to realise the corporate mission of "Create a Relaxing Life for Dwellers" and bring fruitful returns to Shareholders and investors.

## RESULTS PERFORMANCE

During the first half of 2014, the Group's business grew steadily and its operation performance matched its expectation. For the six months ended 30 June 2014, revenue of the Group recorded a year-on-year growth of 15.6% to RMB6,581 million. During the period, the sales volume of both PVC and non-PVC plastic pipes and pipe fittings continued to grow. The total sales volume of plastic pipes and pipe fittings increased by 15.6% to 643,018 tonnes from 556,374 tonnes for the corresponding period last year. During the period, the gross profit recorded a year-on-year growth of 10.1% to RMB1,643 million, with a gross profit margin of 25.0%, which was maintaining at a healthy and reasonable level (for the whole year of 2013: 25.0%; for the first half of 2013: 26.2%).

The Group expanded its production capacity and recruited more staff for business expansion and tapping into new markets. This resulted in a corresponding increase in expenditure, including staff remuneration, depreciation and amortisation, selling and distribution expenses. Nevertheless, the Group effectively managed its overall cost and enhanced operation efficiency through economies of scale and improvement in the capacity utilisation rate, so as to respond and reduce the pressure which stemmed from rising cost. The measures contributed to the sustainable development and healthy profitability of the Group.

## 總結

多年來，中國聯塑是中國塑料管道及管件的行業領導者。為把握中國城鎮化、基建設施和保障房行業持續發展的利好背景，本集團將繼續拓展全國銷售網絡，優化產能，提高生產能力，為市場提供品種豐富、質量上乘的產品。此外，本集團將繼續積極開拓家居裝飾產品業務，培育未來盈利增長點。本集團對未來業務前景和健康持續發展充滿信心，並將致力提升企業核心競爭力，為實現「為居者構築輕鬆生活」的企業使命不斷努力，為股東和投資者帶來理想回報。

## 業績表現

於2014年上半年，本集團業務穩步增長，營運表現符合預期。截至2014年6月30日止六個月，本集團收入同比增加15.6%至人民幣65.81億元。期內，PVC及非PVC塑料管道及管件的銷量皆持續增長，塑料管道和管件總銷售量由去年同期的556,374噸增加15.6%至643,018噸。期內，毛利同比增加10.1%至人民幣16.43億元。毛利率為25.0%，維持於健康合理水平(2013年全年：25.0%；2013年上半年：26.2%)。

本集團擴充產能和增聘人手以應付業務擴充和開拓新市場，令員工薪酬、折舊及攤銷、銷售及分銷開支等支出相應增加。然而，本集團仍能通過規模經濟效益及改善生產使用率等措施，有效管理整體成本和提升營運效益，回應和抵銷成本上漲所帶來的壓力，從而有助本集團持續發展和健康的盈利水平。

**RESULTS PERFORMANCE (Continued)**

Over the years, the Group has obtained the strategic support from a number of banks, which has expanded its sources of funding. During the period, the Group has entered into agreements for syndicated term loan facilities in the aggregate amount of US\$290 million with banks, so as to optimise the Group's debt structure and reduce interest expense and this will cut its future financing cost. The Group redeemed part of its Senior Notes in the principal amount of US\$130 million by utilising a syndicated term loan of US\$135 million and recorded a one-off premium from early redemption of Senior Notes and unallocated issue expenses of RMB49 million.

In addition, as the Renminbi weakened against the HK dollar and the US dollar during the period, the Group recorded an exchange loss of approximately RMB12 million (for the first half of 2013: an exchange gain of approximately RMB24 million). The exchange loss will not have negative impact on the profitability of the Group's core business and cash flows and the Group is confident that its core operations will maintain a healthy development.

The EBITDA is RMB1.1 billion, representing a slight year-on-year increase of 0.8%. The EBITDA ratio is 16.7%, which was kept at a healthy and reasonable level (for the whole year of 2013: 17.4%; for the first half of 2013: 19.1%).

The Group's effective tax rate decreased to 18.3% in the first half of 2014 from 19.4% in the first half of 2013.

As such, the Group recorded a decline in profit during the period due to the above major factors. The Group's profit before tax decreased by 9.4% year on year to RMB761 million and profit attributable to the owners of the Company decreased by 8.1% year on year to RMB628 million. Basic earnings per share decreased by 9.1% year on year to RMB0.20.

**FINANCIAL POSITION**

The Group continued to adopt prudent financial policies. Finance, fund utilisation and fund raising activities are subject to effective centralised management and supervision. The Group keeps reasonable gearing level and adequate liquidity.

As at 30 June 2014, the Group had total debts (i.e. total bank loans and other borrowings) of approximately RMB3,222 million, of which 67.2% was denominated in US dollar, 24.4% was denominated in HK dollar and 8.4% was denominated in Renminbi. Other than the approximately US\$129 million of the outstanding Senior Notes due in 2016, the Group's borrowings are subject to floating rates ranging from 1.15% to 6.60% per annum with maturity periods ranging from within one year to three years.

**業績表現(續)**

本集團多年來取得多家銀行的戰略支持，以拓寬資金來源。期內，本集團與銀行簽訂共2.9億美元的銀團定期貸款融資協議，以優化集團的債務結構，降低整體利息支出，有助減低集團未來的融資成本。本集團於期內動用1.35億美元的銀團定期貸款用作部份贖回本金額為1.3億美元的優先票據因而錄得一次性優先票據的提早贖回溢價及未攤銷發行開支約人民幣4,900萬元。

此外，由於人民幣兌港幣及美元之匯率於期內走軟，令本集團於期內錄得匯兌虧損約人民幣1,200萬元(2013年上半年：匯兌利益為約人民幣2,400萬元)。匯兌虧損不會對本集團的核心業務盈利能力及現金流造成負面影響，本集團有信心繼續維持核心主營業務的健康發展。

除息稅折攤前盈利為人民幣11.0億元，同比輕微增加0.8%，除息稅折攤前盈利率為16.7%，維持於健康合理水平(2013年全年：17.4%；2013年上半年：19.1%)。

本集團的實際稅率由2013年上半年的19.4%下降至2014年上半年的18.3%。

因此，基於上述主要原因導致本集團之期內溢利有所回落。本集團除稅前溢利同比減少9.4%至人民幣7.61億元，而本公司擁有人應佔溢利同比減少8.1%至人民幣6.28億元。每股基本盈利同比減少9.1%至人民幣0.20元。

**財務狀況**

本集團持續採納審慎的財務政策，實行有效的財務、資金運用和融資中央管理及監察模式，保持合理的資產負債水平及合適的流動資金。

於2014年6月30日，本集團的債務總額(即銀行貸款及其他借款總額)約為人民幣32.22億元。其中67.2%以美元計值、24.4%以港元計值而餘下8.4%則以人民幣計值。除了於2016年到期的約1.29億美元未償還優先票據外，本集團的借款按浮息計息，年息介乎1.15%至6.60%，到期期間由一年內至三年不等。

## 管理層討論及分析(續)

### FINANCIAL POSITION (Continued)

As at 30 June 2014, the Group's current assets and current liabilities were approximately RMB6,397 million and RMB4,267 million respectively. The Group's current ratio (that is, the ratio of current assets to current liabilities) decreased to 1.50 from 1.94 as at 31 December 2013, while the quick ratio (that is, the ratio of current assets less inventories to current liabilities) decreased to 0.87 from 1.20 as at 31 December 2013. The Group's total equity increased to approximately RMB7,631 million. The Group's gearing ratio (calculated on the basis of the total debts divided by the sum of total debts and total equity) stood at a healthy level of 29.7%.

With cash and bank deposits, including restricted cash, of approximately RMB1,717 million as well as unutilised banking facilities, the directors consider that the Group has sufficient working capital for its operation and future development.

The Group had no material exposure to foreign exchange fluctuation other than borrowings denominated in US dollar and HK dollar. No hedging has been arranged on the above-mentioned exposure.

### CHARGE ON ASSETS

As at 30 June 2014, certain of the Group's held-to-maturity investments with an aggregate net carrying amount of approximately RMB233 million (31 December 2013: approximately RMB243 million) were pledged to a bank to secure the banking facility granted to the Company. The Company has not utilised this banking facility as at 30 June 2014.

The shares of certain subsidiaries of the Company incorporated outside the PRC were pledged as securities for issuance of the Senior Notes.

### CONTINGENT LIABILITIES

As at 30 June 2014, the Group did not have any significant contingent liabilities.

### HUMAN RESOURCES

As at 30 June 2014, the Group employed a total of approximately 9,000 employees including directors. Total staff costs were RMB291 million during the review period. The Group ensures that the remuneration packages for employees are determined based on their work performance, professional experience and the prevailing industry practice. Discretionary year-end bonus may be paid to employees based on individual performance. Other benefits to employees include medical insurance, retirement scheme and training programmes. Due to the increase in employment of managers and workers, the overall salary also rose during the review period.

### 財務狀況(續)

於2014年6月30日，本集團的流動資產及流動負債分別約為人民幣63.97億元及人民幣42.67億元。本集團的流動比率(即流動資產除以流動負債的比率)及速動比率(即流動資產減存貨再除以流動負債的比率)從2013年12月31日的1.94及1.20分別下降至1.50及0.87。本集團的權益總額增至約人民幣76.31億元。本集團的資產負債率(按債務總額除以債務總額加上權益總額的總和計算)仍處於29.7%的健康水平。

現金及銀行存款(包括受限制現金)約為人民幣17.17億元，再加上尚未使用之銀行融資額度，董事認為本集團擁有足夠的營運資金用於經營及未來發展。

除以美元及港元計值的借款外，本集團並無任何重大外匯波動風險，亦無對上述風險作任何對沖安排。

### 資產抵押

於2014年6月30日，本集團總賬面淨值為約人民幣2.33億元的若干持有至到期投資(2013年12月31日：約人民幣2.43億元)已向銀行抵押作本公司獲授銀行融資的擔保。於2014年6月30日，本公司概無動用該銀行融資。

本公司在中國境外成立的若干附屬公司的股份已抵押為發行優先票據的抵押品。

### 或然負債

於2014年6月30日，本集團概無任何重大或然負債。

### 人力資源

於2014年6月30日，本集團共聘用約9,000名僱員，包括董事在內。回顧期內的員工成本總額為人民幣2.91億元。本集團確保僱員薪酬乃根據其工作表現、專業經驗及現行行業慣例釐定，並可按照個人表現年底酌情向僱員發放花紅。其他僱員福利包括醫療保險、退休計劃及培訓課程。由於增聘經理及工人，回顧期內的整體工資亦有所增加。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

### 董事及行政總裁於股份、相關股份及債權證的權益及淡倉

As at 30 June 2014, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) as recorded in the register to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

於2014年6月30日，本公司董事及行政總裁於本公司或其任何相聯法團（證券及期貨條例第XV部內的定義）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須於本公司存置的登記冊中記錄，或根據標準守則須通知本公司及聯交所的權益及淡倉如下：

Name 姓名	Number of issued ordinary shares held <sup>(a)</sup> 持有的已發行普通股數目 <sup>(a)</sup>			Total 總數	Percentage of the issued share capital of the Company 佔本公司已發行股本的百分比
	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益		
Wong Luen Hei 黃聯禧	–	2,308,000 (L) <sup>(c)</sup>	2,118,485,000 (L) <sup>(b)</sup>	2,120,793,000 (L)	68.18%
Zuo Xiaoping 左笑萍	2,308,000 (L) <sup>(c)</sup>	2,118,485,000 (L) <sup>(b)</sup>	–	2,120,793,000 (L)	68.18%
Zuo Manlun 左滿倫	3,842,000 (L)	–	–	3,842,000 (L)	0.12%
Luo Jianfeng 羅建峰	1,927,000 (L)	–	–	1,927,000 (L)	0.06%

Notes:

附註：

(a) The letter "L" denotes the person's long position in such securities.

(a) 字母「L」指該人士於該等證券的好倉。

(b) These shares of the Company are held by New Fortune, which is wholly-owned by Mr. Wong Luen Hei ("Mr. Wong"). Ms. Zuo Xiaoping is the spouse of Mr. Wong, and therefore Ms. Zuo Xiaoping is deemed to be interested in all the shares of the Company in which Mr. Wong is interested by virtue of the SFO.

(b) 該等本公司股份由新福星所持有，該公司由黃聯禧先生（「黃先生」）全資擁有。左笑萍女士為黃先生的配偶，因此根據證券及期貨條例，左笑萍女士被視為於黃先生擁有的所有本公司股份中擁有權益。

(c) Ms. Zuo Xiaoping is directly holding of 2,308,000 shares of the Company. Mr. Wong is the spouse of Ms. Zuo Xiaoping, and therefore Mr. Wong is deemed to be interested in all the shares of the Company in which Ms. Zuo Xiaoping is interested by virtue of the SFO.

(c) 左笑萍女士直接持有本公司的2,308,000股股份。黃先生為左笑萍女士的配偶，因此根據證券及期貨條例，黃先生被視為於左笑萍女士擁有的所有本公司股份中擁有權益。



## 企業管治及其他資料(續)

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)**

Save as disclosed above, as at 30 June 2014, none of the directors, chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS**

As at 30 June 2014, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Name of Shareholder	Capacity	Number of issued ordinary shares held <sup>(a)</sup> 持有的已發行普通股數目 <sup>(a)</sup>	Percentage of the issued share capital of the Company 佔本公司已發行股本的百分比
股東名稱	身份		
New Fortune 新富星	Beneficial owner <sup>(b)</sup> 實益擁有人 <sup>(b)</sup>	2,118,485,000 (L)	68.11%

Notes:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) Mr. Wong is the ultimate beneficial owner of New Fortune. Under Part XV of the SFO, Mr. Wong is deemed to have an interest in these shares, as disclosed in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above.

The above shares were the same shares as set out under the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above. Save as disclosed above, as at 30 June 2014, the directors of the Company were not aware of any person or corporation (other than the directors and chief executive of the Company) who had any interests or short positions in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

**董事及行政總裁於股份、相關股份及債權證的權益及淡倉(續)**

除上文所披露者外，於2014年6月30日，本公司董事及行政總裁概無於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有任何根據證券及期貨條例第352條須載於登記冊，或根據標準守則須通知本公司及聯交所的權益或淡倉。

**主要股東的權益及淡倉**

於2014年6月30日，於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊中記錄的權益或淡倉的人士(本公司董事及行政總裁除外)如下：

附註：

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 黃先生為新富星之最終實益擁有人，根據證券及期貨條例第XV部，黃先生被視作擁有該等股份之權益，誠如上文「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」一節所披露者。

上述股份與上文「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」一節所述的股份相同。除上文所披露者外，於2014年6月30日，本公司董事概不知悉任何人士或法團(本公司董事及行政總裁除外)於本公司任何股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊記錄的任何權益或淡倉。

## SHARE OPTION SCHEMES

The Company has adopted two share option schemes on 14 May 2010, pursuant to which the Company is entitled to grant options prior to and after the IPO. The details of both share option schemes are as follows:

### 1. SHARE OPTION SCHEME

A share option scheme (the “Share Option Scheme”) was conditionally approved by resolutions of the Shareholders on 14 May 2010 and the summary of terms of such Share Option Scheme are disclosed in the Prospectus. No share options were granted, exercised or cancelled by the Company under the Share Option Scheme during the period and there were no outstanding share options under the Share Option Scheme as at 30 June 2014.

### 2. PRE-IPO SHARE OPTION SCHEME

#### (a) Summary of terms

The purpose of a pre-initial public offer share option scheme (“Pre-IPO Share Option Scheme”), approved by the Shareholders pursuant to the written resolutions of the Shareholders dated 14 May 2010, is to give employees an opportunity to have a personal stake in the Company and help motivate them to optimise their future performance and efficiency to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such employees who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The principal terms of the Pre-IPO Share Option Scheme are set out in note 28 to financial statements of 2013 Annual Report.

#### (b) Outstanding options granted

All the options under the Pre-IPO Share Option Scheme were granted on 21 May 2010 at a consideration of HK\$1 paid by each grantee. During the period, no share option were granted or cancelled under the Pre-IPO Share Option Scheme other than those exercised and lapsed/forfeited as mentioned below.

## 購股權計劃

本公司已於2010年5月14日採納兩項購股權計劃，據此本公司有權於首次公開發售前及後授出購股權。兩項購股權計劃的詳情如下：

### 1. 購股權計劃

股東於2010年5月14日決議有條件批准一項購股權計劃(「購股權計劃」)，而該項購股權計劃的條款摘要於招股章程內披露。本公司於期內並無根據購股權計劃授出、行使或註銷任何購股權，於2014年6月30日根據購股權計劃亦無流通在外的購股權。

### 2. 首次公開發售前購股權計劃

#### (a) 條款概要

股東根據日期為2010年5月14日的股東書面決議案批准的一項首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)旨在給予僱員於本公司持有個人權益的機會，激勵彼等日後於本集團發揮最佳表現及效率，及／或獎勵彼等於過往的貢獻，以吸納及挽留該等對本集團業務表現、增長或成功至關重要及／或其貢獻有利於本集團業務表現、增長或成功的僱員，或與該等僱員維持長遠關係。

首次公開發售前購股權計劃的主要條款載於2013年年報的財務報表附註28。

#### (b) 已授出但尚未行使的購股權

首次公開發售前購股權計劃的所有購股權已於2010年5月21日授予，各承授人支付的代價為1港元。期內，除以下購股權被行使及失效／沒收外，概無購股權根據首次公開發售前購股權計劃獲授出或被註銷。

## 企業管治及其他資料(續)

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

## 2. PRE-IPO SHARE OPTION SCHEME (Continued)

## 2. 首次公開發售前購股權計劃(續)

## (b) Outstanding options granted (Continued)

## (b) 已授出但尚未行使的購股權(續)

Details of the movement of the Pre-IPO Share Options during the six months ended 30 June 2014 were as follows:

截至2014年6月30日止六個月內，首次公開發售前購股權變動詳情如下：

Name or category of participant 參與者姓名 或類別	Date of grant <sup>(a)</sup> 授出日期 <sup>(a)</sup>	Option period <sup>(a)</sup> 購股權 可行使期 <sup>(a)</sup>	Exercise price HK\$ 行使價 港元	Outstanding as at 01/01/2014 尚未行使	Number of options 購股權數目		
					Exercised during the period <sup>(d)</sup> 於期內 行使 <sup>(d)</sup>	Lapsed/ forfeited during the period 失效/沒收	Outstanding as at 30/6/2014 尚未行使
<b>Chief executive</b> 行政總裁							
Zuo Manlun 左滿倫	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,942,000	(1,942,000)	-	-
<b>Directors</b> 董事							
Zuo Xiaoping 左笑萍	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	923,200	(923,200)	-	-
Lai Zhiqiang 賴志強	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,733,000	(1,733,000)	-	-
Kong Zhaocong 孔兆聰	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,928,000	(1,928,000)	-	-
Chen Guonan 陳國南	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,927,000	(1,927,000)	-	-
Lin Shaoquan 林少全	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,327,000	(1,327,000)	-	-
Huang Guirong 黃貴榮	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	1,427,000	(1,427,000)	-	-
Lin Dewei 林德緯	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	692,000	(692,000)	-	-
<b>Subtotal directors</b> 董事小計				9,957,200	(9,957,200)	-	-

## SHARE OPTION SCHEMES (Continued)

## 購股權計劃(續)

## 2. PRE-IPO SHARE OPTION SCHEME (Continued)

## 2. 首次公開發售前購股權計劃(續)

## (b) Outstanding options granted (Continued)

## (b) 已授出但尚未行使的購股權(續)

Name or category of participant	Date of grant <sup>(a)</sup>	Option period <sup>(a)</sup>	Exercise price HK\$	Outstanding as at 01/01/2014	Number of options		
					Exercised during the period <sup>(d)</sup>	Lapsed/ forfeited during the period	Outstanding as at 30/6/2014
參與者姓名或類別	授出日期 <sup>(a)</sup>	購股權可行使期 <sup>(a)</sup>	行使價 港元	於01/01/2014 尚未行使	於期內 行使 <sup>(d)</sup>	於期內 失效/沒收	於30/6/2014 尚未行使
<b>Subtotal directors and chief executive</b>				11,899,200	(11,899,200)	-	-
<b>董事及行政總裁小計</b>							
<b>Employees<sup>(b)</sup></b>							
<b>僱員<sup>(b)</sup></b>							
In aggregate	21/05/2010	23/06/2011 to 22/06/2014 <sup>(c)</sup>	1.82	23,490,460	(22,624,460)	(866,000)	-
合共							
<b>Total</b>				35,389,660	(34,523,660)	(866,000)	-
<b>總計</b>							

Notes:

附註:

(a) All dates are shown in the format of day/month/year.

(a) 所示日期的格式均為日/月/年。

(b) None of such grantees is a connected person of the Company.

(b) 該等承授人均並非本公司的關連人士。

(c) The options are exercisable from 23 June 2011 to 22 June 2014 (both days inclusive) subject to the following vesting periods:

(c) 該等購股權可由2011年6月23日至2014年6月22日(包括首尾兩天)期間按以下歸屬期行使:

(i) up to 25% of the options commencing on 23 June 2011;

(i) 購股權之25%或以下可由2011年6月23日起行使;

(ii) up to 60% of the options (including the options not exercised under the limit prescribed for in the previous period) commencing on 23 June 2012; and

(ii) 購股權之60%或以下(包括按先前歸屬期訂明可行使購股權之上限但未經行使之購股權)可由2012年6月23日起行使;及

(iii) up to 100% of the options (including the options not exercised under the limit prescribed for in the previous periods) commencing on 23 June 2013.

(iii) 購股權之100%或以下(包括按先前歸屬期訂明可行使購股權之上限但未經行使之購股權)可由2013年6月23日起行使。

(d) The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$4.32.

(d) 緊接購股權行使日期前本公司股份的加權平均收市價為4.32港元。

## 企業管治及其他資料(續)

### AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting policies adopted by the Group and the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2014. Such condensed consolidated financial statements have not been audited but have been reviewed by the independent auditor of the Company, Ernst & Young, 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.

### CORPORATE GOVERNANCE PRACTICES

China Lesso is always committed to maintaining high standards of corporate governance practices and business ethics of the Group. The Board believes in good corporate governance practices and business ethics which are essential for achieving sustainable development, establishing investors' confidence in the Company and safeguarding and enhancing the interests of the Shareholders.

In pursuit of good and high standard of corporate governance practices, the Board reviews the corporate governance practices of the Company from time to time so as to meet the expectations of the Shareholders for continual improvement, comply with increasingly stringent regulatory requirements and fulfill its commitment of pursuing excellent corporate governance. In the opinion of the directors, the Company complied with all the applicable code provisions of the Code during the review period.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code governing securities transactions by directors of the Company. Having made specific enquiry to the directors, all of them confirmed that they have complied with the required standard as set out in the Model Code throughout the review period. The Model Code is also applicable to other specific senior management officers of the Company.

### 審核委員會

本公司審核委員會已審閱本集團所採納的會計政策及截至2014年6月30日止六個月的未經審核簡明綜合財務報表。該簡明綜合財務報表未經審核，但已由本公司獨立核數師安永會計師事務所根據香港會計師公會頒布的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

### 企業管治常規

中國聯塑一直致力保持本集團高水平的企業管治常規及商業道德。董事會相信，良好的企業管治常規及商業道德，是達致可持續發展、建立投資者對本公司的信心以及保障和提升股東權益的關鍵。

為追求良好而高水平的企業管治常規，董事會不時檢討本公司的企業管治常規，以達到股東對更臻完善的期望、遵守日趨嚴謹的監管規定，並且履行其對追求卓越企業管治的承諾。董事認為，回顧期內本公司已遵守守則中的所有適用守則條文。

### 董事進行證券交易之標準守則

本公司已採納標準守則作為本公司董事進行證券交易之守則。經向董事特定查詢後，所有董事確認彼等於回顧期內一直遵守標準守則所載之規定標準。標準守則亦應用於本公司其他特定之高級管理人員。

## COMPLIANCE AND ENFORCEMENT OF THE NON-COMPETE UNDERTAKINGS FROM CONTROLLING SHAREHOLDER

None of the directors or substantial shareholder of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group. The controlling Shareholder being New Fortune and Mr. Wong Luen Hei (the “Controlling Shareholder”), has entered into a deed of non-competition in favour of the Group dated 14 May 2010 (the “Deed of Non-Competition”).

The directors are of the view that the Group’s measures adopted by the Company in respect of the enforceability of the Deed of Non-Competition are adequate to safeguard the effectiveness of the non-competition undertakings. The independent non-executive directors have reviewed the compliance of the Deed of Non-Competition, including any potential conflicts of interest and competition arising from the taking up by the Controlling Shareholder of opportunities rejected by the Group pursuant to the Deed of Non-Competition. Based on the confirmation from the Controlling Shareholder, the independent non-executive directors are of the view that the Deed of Non-Competition has been complied with and has been effectively enforced.

## DISCLOSURE PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES

On 3 March 2014, the Company as borrower entered into a facility agreement (the “Facility Agreement I”) in relation to a syndicated term loan facility in the amount of US\$135 million at an interest rate of LIBOR plus 2.00% per annum with, among others, Taipei Fubon Commercial Bank Co., Ltd. and CTBC Bank Co., Ltd. as mandated lead arrangers, and a syndicate of nine lenders, for the purpose of refinancing the Group’s existing financial indebtedness. The loan made thereunder is repayable 36 months after the same has been made.

On 26 June 2014, the Company as borrower entered into a facility agreement (the “Facility Agreement II”) in relation to a syndicated term loan facility in the amount of US\$155 million at an interest rate of LIBOR plus 2.20% per annum with a syndicate of three lenders, independent licensed banks in Hong Kong, for general corporate requirements (including the refinancing of the Group’s existing financial indebtedness). The loan made thereunder is repayable 42 months after the same has been made.

## 遵守及執行控股股東的不競爭承諾

概無本公司董事或主要股東或任何彼等各自的聯繫人從事任何與本集團業務競爭或可能競爭的業務。控股股東(即新富星)及黃聯禧先生(「控股股東」)已於2010年5月14日訂立以本集團為受益人的不競爭契據(「不競爭契據」)。

董事認為本公司所採納本集團有關執行不競爭契據的措施已足夠保障不競爭承諾的效力。獨立非執行董事已審閱不競爭契據的遵守情況，包括任何因控股股東接受本集團根據不競爭契據而拒絕的機會所產生的潛在利益衝突及競爭。根據控股股東的確認函，獨立非執行董事認為不競爭契據已獲遵守及有效執行。

## 根據上市規則第13.18條及第13.21條作出的披露

於2014年3月3日，本公司(作為借款人)與(其中包括)台北富邦商業銀行股份有限公司及中國信託商業銀行股份有限公司(作為受託牽頭安排人)以及九個銀團貸款人訂立一項有關1.35億美元，利率為倫敦銀行同業拆息加每年2.00%的銀團定期貸款融資之融資協議(「融資協議I」)，目的乃為本集團現有財務負債再融資。據該協議項下作出之貸款須於貸款作出後36個月償還。

於2014年6月26日，本公司(作為借款人)與三個銀團貸款人(香港獨立持牌銀行)訂立一項有關1.55億美元，利率為倫敦銀行同業拆息加每年2.20%的銀團定期貸款融資之融資協議(「融資協議II」)，作為一般企業用途(包括本集團現有財務負債再融資)。據該協議項下作出之貸款須於貸款作出後42個月償還。

企業管治及其他資料(續)

**DISCLOSURE PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES (Continued)**

Pursuant to the Facility Agreement I and Facility Agreement II (collectively the "Facility Agreements"), save for additional requirement that Mr. Wong Luen Hei (being the Controlling Shareholder) and his family (collectively, the "Wong Family") shall remain to have effective management control over the Company set out in the Facility Agreement I, the Facility Agreements require that the Wong Family shall collectively maintain, directly or indirectly, at least 55% of beneficial shareholding interest in the issued share capital of the Company, carrying at least 55% of the voting rights, free from any security. Otherwise, a lender shall not be obliged to fund the loans made under the Facility Agreements, and the total commitments under the Facility Agreements may be liable to be cancelled and the outstanding loans with interest and all other amounts accrued under the Facility Agreements or other related financial documents may be due and payable to the lenders immediately.

**SENIOR NOTES**

During the period, the Company has redeemed the principal amount of US\$130 million of the Senior Notes. As at 30 June 2014, the outstanding principal amount of the Senior Notes was approximately US\$129 million.

**PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

For the six months ended 30 June 2014, save for the Company's redemption of the Senior Notes as disclosed in note 18(b) to condensed consolidated financial statements, the Company or any of its subsidiaries did not purchase, sell or redeem any of the Company's listed securities.

**ACQUISITION OF SUBSIDIARY**

During the period, the Group entered into the sale and purchase agreements to acquire 100% equity interest in Heshan Starcorp Plastic Co., Ltd.\* ("Heshan Starcorp") at a cash consideration of approximately RMB32 million.

Heshan Starcorp is principally engaged in the manufacture and sale of plastic products. The acquisition allows the Group to expand its production capacity on plastic resins processing. The details of acquisition of subsidiary are set out in note 21 to condensed consolidated financial statements.

**根據上市規則第13.18條及第13.21條作出的披露(續)**

根據融資協議I及融資協議II(統稱「該等融資協議」)，除了融資協議I的額外規定，即黃聯禧先生(為控股股東)及其家族(統稱「黃氏家族」)須繼續對本公司之管理行使有效的控制權(如融資協議I所載)，該等融資協議規定黃氏家族須共同直接或間接擁有(且並無抵押)本公司已發行股本最少55%實益股權(佔最少55%的表決權)。否則，貸款人毋須支付根據該等融資協議作出的貸款，而該等融資協議項下的總承擔可予撤銷，且該等融資協議或其他相關財務文件項下的未償還貸款連同利息及所有其他應計款項，可即時到期並須向貸款人償還。

**優先票據**

於期內，本公司贖回本金為1.3億美元的優先票據。於2014年6月30日，優先票據的未償還本金額為約1.29億美元。

**購買、出售或贖回上市證券**

於截至2014年6月30日止六個月，除簡明綜合財務報附註18(b)所披露的本公司贖回優先票據外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司的上市證券。

**收購附屬公司**

期內，本集團訂立買賣協議以收購鶴山市星展塑膠有限公司(「鶴山星展」)的100%股本權益，現金代價為約人民幣3,200萬元。

鶴山星展主要從事塑膠產品製造及銷售業務。該收購使本集團能擴充其塑膠產品加工之產能。收購附屬公司詳情載於簡明綜合財務報表附註21。



**To the board of directors of China Lesso Group Holdings Limited**  
*(Incorporated in Cayman Islands with limited liability)*

**致中國聯塑集團控股有限公司董事會**  
*(於開曼群島註冊成立的有限公司)*

### INTRODUCTION

### 引言

We have reviewed the accompanying condensed consolidated financial statements of China Lesso Group Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 24 to 57, which comprise the condensed consolidated statement of financial position as at 30 June 2014, the 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 explanatory notes. The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited require the preparation of a report on 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.

我們已審閱隨附載於第24至57頁的中國聯塑集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的簡明綜合財務報表，此財務報表包括於2014年6月30日的簡明綜合財務狀況表以及截至該日止六個月的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說明附註。根據香港聯合交易所有限公司證券上市規則規定，就財務資料編製的報告必須符合上市規則有關條文以及香港會計師公會頒布的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。

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. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

貴公司董事須負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。我們的責任是根據我們的審閱對該等簡明綜合財務報表作出結論。根據雙方協定的委聘條款，僅向全體董事會報告，除此之外本報告不作其他用途，我們概不就本報告書的內容對任何其他人士負責或承擔責任。



簡明綜合財務報表的審閱報告(續)

## 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 financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

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

## 審閱範圍

我們已根據香港會計師公會所頒布的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱財務資料包括主要向負責財務及會計事務的人員作出查詢，並應用分析和其他審閱程序。審閱的範圍遠較根據香港審核準則進行審核的範圍為小，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

## 結論

按照我們的審閱，我們並無發現任何事項，令我們相信隨附的簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

### **Ernst & Young**

*Certified Public Accountants*

22/F CITIC Tower

1 Tim Mei Avenue

Central, Hong Kong

18 August 2014

### **安永會計師事務所**

執業會計師

香港中環

添美道1號

中信大廈22樓

2014年8月18日

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

## 簡明綜合損益及其他全面收益表

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月		
		2014 2014年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (Unaudited) (未經審核)	
	Notes 附註			
<b>REVENUE</b>	收入	4	6,581,051	5,692,223
Cost of sales	銷售成本		(4,938,032)	(4,200,369)
Gross profit	毛利		1,643,019	1,491,854
Other revenue, income and gains	其他收入、收益及利益	4	48,741	78,812
Selling and distribution expenses	銷售及分銷開支		(340,343)	(283,535)
Administrative expenses	行政開支		(287,136)	(226,274)
Other expenses	其他開支		(169,334)	(144,863)
Finance costs	融資成本	5	(133,927)	(75,870)
Share of profit of a joint venture	分佔一間合營企業溢利		202	214
<b>PROFIT BEFORE TAX</b>	除稅前溢利	6	761,222	840,338
Income tax expense	所得稅開支	7	(139,556)	(162,681)
<b>PROFIT FOR THE PERIOD</b>	期內溢利		621,666	677,657
<b>OTHER COMPREHENSIVE (EXPENSE)/INCOME</b>	其他全面(開支)/收益			
Item that may be subsequently reclassified to profit or loss:	其後可能會重新歸類至損益的項目：			
Exchange differences on translation of foreign operations	折算外幣報表產生的匯兌差額		(1,656)	6,844
<b>OTHER COMPREHENSIVE (EXPENSE)/INCOME FOR THE PERIOD</b>	期內其他全面(開支)/收益總額		(1,656)	6,844
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	期內全面收益總額		620,010	684,501

## 簡明綜合損益及其他全面收益表(續)

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
Profit for the period attributable to:	以下應佔期內溢利：		
Owners of the Company	本公司擁有人	627,535	682,734
Non-controlling interests	非控制權益	(5,869)	(5,077)
		<b>621,666</b>	677,657
Total comprehensive income for the period attributable to:	以下應佔期內全面收益總額：		
Owners of the Company	本公司擁有人	625,835	689,934
Non-controlling interests	非控制權益	(5,825)	(5,433)
		<b>620,010</b>	684,501
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔每股盈利		
Basic	基本	RMB0.20 人民幣0.20元	RMB0.22 人民幣0.22元
Diluted	攤薄	RMB0.20 人民幣0.20元	RMB0.22 人民幣0.22元

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

30 June 2014

2014年6月30日

			As at 30 June 2014 於2014年 6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年 12月31日 RMB'000 人民幣千元 (Audited) (經審核)
	Notes 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	10	物業、廠房及設備	4,927,047	4,452,109
Prepaid land lease payments	10	預付土地租賃款	1,076,343	996,690
Other intangible assets		其他無形資產	31,640	33,927
Deposits paid for the purchase of land, property, plant and equipment		購買土地、物業、廠房及設備 所支付的按金	503,643	169,870
Interest in a joint venture		於一間合營企業的權益	5,878	5,676
Held-to-maturity investments	11	持有至到期投資	133,479	231,650
Deferred tax assets		遞延稅項資產	7,250	9,162
Total non-current assets		非流動資產總額	6,685,280	5,899,084
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories	12	存貨	2,685,557	2,434,049
Trade and bills receivables	13	貿易應收款項及票據	1,113,084	1,037,629
Prepayments, deposits and other receivables	14	預付款、按金及其他應收款項	762,824	720,352
Held-to-maturity investments	11	持有至到期投資	118,035	17,351
Cash and bank deposits	15	現金及銀行存款	1,717,339	2,189,242
Total current assets		流動資產總額	6,396,839	6,398,623
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Trade and bills payables	16	貿易應付款項及票據	932,094	861,416
Other payables and accruals	17	其他應付款項及應計費用	1,043,769	1,252,674
Bank loans and other borrowings	18	銀行貸款及其他借款	2,212,398	1,080,092
Tax payable		應付稅項	78,264	103,638
Total current liabilities		流動負債總額	4,266,525	3,297,820
<b>NET CURRENT ASSETS</b>		<b>流動資產淨額</b>	2,130,314	3,100,803
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>資產總額減流動負債</b>	8,815,594	8,999,887
<b>NON-CURRENT LIABILITIES</b>		<b>非流動負債</b>		
Bank loans and other borrowings	18	銀行貸款及其他借款	1,009,531	1,607,024
Deferred tax liabilities		遞延稅項負債	116,742	78,418
Deferred income		遞延收益	58,405	58,502
Total non-current liabilities		非流動負債總額	1,184,678	1,743,944
<b>Net assets</b>		<b>資產淨值</b>	7,630,916	7,255,943

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

簡明綜合財務狀況表(續)

30 June 2014  
2014年6月30日

			As at 30 June 2014 於2014年 6月30日 RMB'000 (Unaudited) (未經審核)	As at 31 December 2013 於2013年 12月31日 RMB'000 (Audited) (經審核)
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	19	<b>135,686</b>	134,316
Reserves	儲備		<b>7,484,850</b>	7,105,422
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>7,620,536</b>	7,239,738
Non-controlling interests	非控制權益		<b>10,380</b>	16,205
Total equity	權益總額		<b>7,630,916</b>	7,255,943

**Wong Luen Hei**  
黃聯禧  
Director  
董事

**Luo Jianfeng**  
羅建峰  
Director  
董事

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										
		Issued capital	Share premium	Statutory reserve <sup>(a)</sup>	Capital reserve <sup>(b)</sup>	Share option reserve	Merger reserve	Exchange fluctuation reserve	Retained profits	Non- controlling Total interests	Total equity	
		已發行股本	股份溢價	法定儲備 <sup>(a)</sup>	資本儲備 <sup>(b)</sup>	購股權儲備	合併儲備	匯兌波動 儲備	保留溢利	總計	非控制權益 權益總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2014 (Audited)	於2014年1月1日 (經審核)	134,316	1,843,631 <sup>#</sup>	730,288 <sup>#</sup>	31,645 <sup>#</sup>	36,999 <sup>#</sup>	5,515 <sup>#</sup>	24,381 <sup>#</sup>	4,432,963 <sup>#</sup>	7,239,738	16,205	7,255,943
Profit for the period	期內溢利	-	-	-	-	-	-	-	627,535	627,535	(5,869)	621,666
Other comprehensive expense for the period	期內其他 全面開支	-	-	-	-	-	-	(1,700)	-	(1,700)	44	(1,656)
Total comprehensive income for the period	期內全面 收益總額	-	-	-	-	-	-	(1,700)	627,535	625,835	(5,825)	620,010
Issue of shares	發行股份	1,370	79,849	-	-	(30,796)	-	-	-	50,423	-	50,423
Dividends recognised as distributions to owners (note 8)	確認為向擁有人 分派的股息(附註8)	-	-	-	-	-	-	-	(295,460)	(295,460)	-	(295,460)
Transfer upon the expiry of the Pre-IPO Share Option Scheme	首次公開發售前購股權 計劃屆滿後轉入	-	-	-	-	(6,203)	-	-	6,203	-	-	-
Appropriation to statutory reserve	轉發至法定儲備	-	-	5,013	-	-	-	-	(5,013)	-	-	-
At 30 June 2014 (Unaudited)	於2014年6月30日 (未經審核)	135,686	1,923,480 <sup>#</sup>	735,301 <sup>#</sup>	31,645 <sup>#</sup>	- <sup>#</sup>	5,515 <sup>#</sup>	22,681 <sup>#</sup>	4,766,228 <sup>#</sup>	7,620,536	10,380	7,630,916

<sup>#</sup> These reserve accounts comprise the reserves of RMB7,484,850,000 in the condensed consolidated statement of financial position as at 30 June 2014 (31 December 2013: RMB7,105,422,000).

<sup>#</sup> 該等儲備賬構成於2014年6月30日簡明綜合財務狀況表中儲備人民幣7,484,850,000元(2013年12月31日:人民幣7,105,422,000元)。

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 簡明綜合權益變動表(續)

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										
		Issued capital	Share premium	Statutory reserve <sup>(a)</sup>	Capital reserve <sup>(b)</sup>	Share option reserve	Merger reserve	Exchange fluctuation reserve	Retained profits	Total	Non- controlling interests	Total equity
		已發行股本	股份溢價	法定儲備 <sup>(a)</sup>	資本儲備 <sup>(b)</sup>	購股權儲備	合併儲備	匯兌波動 儲備	保留溢利	總計	非控制權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2013 (Audited)	於2013年1月1日 (經審核)	132,660	1,748,241	546,529	31,645	68,087	5,515	18,086	3,459,270	6,010,033	17,885	6,027,918
Profit for the period	期內溢利	-	-	-	-	-	-	-	682,734	682,734	(5,077)	677,657
Other comprehensive income for the period	期內其他 全面收益	-	-	-	-	-	-	7,200	-	7,200	(356)	6,844
Total comprehensive income for the period	期內全面 收益總額	-	-	-	-	-	-	7,200	682,734	689,934	(5,433)	684,501
Issue of shares	發行股份	421	24,169	-	-	(9,289)	-	-	-	15,301	-	15,301
Equity-settled share option arrangements	以股權結算的購股權 安排	-	-	-	-	5,797	-	-	-	5,797	-	5,797
Dividends recognised as distributions to owners (note 8)	確認為向擁有人 分派的股息(附註8)	-	-	-	-	-	-	-	(293,818)	(293,818)	-	(293,818)
Appropriation to statutory reserve	轉發至法定儲備	-	-	1,283	-	-	-	-	(1,283)	-	-	-
At 30 June 2013 (Unaudited)	於2013年6月30日 (未經審核)	133,081	1,772,410	547,812	31,645	64,595	5,515	25,286	3,846,903	6,427,247	12,452	6,439,699

Notes:

附註：

- (a) In accordance with the Company Law of the PRC, each of the Company's subsidiaries registered in the PRC is required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) determined in accordance with generally accepted accounting principles in the PRC to the statutory reserve until the balance of the reserve fund reaches 50% of its registered capital. The statutory reserve can be utilised to offset prior years' losses or to increase capital, provided that the remaining balance of the statutory reserve is not less than 25% of the registered capital.
- (b) Capital reserve mainly represented the difference between the consideration and the book value of the share of the net assets acquired in respect of the acquisition of non-controlling interests.

- (a) 根據中國公司法，本公司於中國註冊的各間附屬公司須劃撥根據中國公認會計原則釐定的年度法定除稅後溢利(經扣除任何過往年度虧損後)的10%至法定儲備，直至儲備金結餘達到其註冊資本的50%為止。法定儲備可用於抵銷過往年度虧損或增資，惟法定儲備的餘下結餘不得少於註冊資本的25%。
- (b) 資本儲備主要指有關收購非控制權益的代價與應佔所收購淨資產賬面值之間的差額。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		Notes	
		附註	
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax:	除稅前溢利：	<b>761,222</b>	840,338
Adjustments for:	就以下各項作出調整：		
Government grants released	已撥入的政府補助	<b>(579)</b>	(515)
Interest income	利息收益	<b>(39,359)</b>	(36,604)
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益	-	(1,594)
Interest expenses	利息開支	<b>84,872</b>	75,870
Early redemption premium and unamortised issuance expenses of the Senior Notes	提早贖回優先票據的溢價及未攤銷發行開支	<b>49,055</b>	-
Depreciation and amortisation	折舊及攤銷	<b>203,992</b>	173,769
Loss/(gain) on disposal of items of land, other intangible assets, property, plant and equipment	出售土地、其他無形資產、物業、廠房及設備項目的虧損/(利益)	<b>1,088</b>	(8,690)
Gain from a bargain purchase	議價收購所得利益	-	(157)
Equity-settled share option expense	以股權結算的購股權開支	-	5,797
(Write-back)/write-down of inventories to net realisable value	(撥回)/撇減存貨至可變現淨值	<b>(180)</b>	3,463
Impairment of trade receivables, net	貿易應收款項減值淨額	<b>2,082</b>	18,075
Share of profit of a joint venture	分佔一間合營企業溢利	<b>(202)</b>	(214)
		<b>1,061,991</b>	1,069,538
Increase in inventories	存貨增加	<b>(241,432)</b>	(446,118)
(Increase)/decrease in trade and bills receivables	貿易應收款項及票據(增加)/減少	<b>(84,279)</b>	43,693
Increase in prepayments, deposits and other receivables	預付款、按金及其他應收款項增加	<b>(8,226)</b>	(121,167)
Increase in trade and bills payables	貿易應付款項及票據增加	<b>70,364</b>	200,191
Decrease in other payables and accruals	其他應付款項及應計費用減少	<b>(222,447)</b>	(49,452)
Increase in deferred income	遞延收益增加	<b>482</b>	-
Cash generated from operations	經營產生的現金	<b>576,453</b>	696,685
Bank interest received	已收銀行利息	<b>16,987</b>	12,710
Corporate income tax paid	已付企業所得稅	<b>(152,251)</b>	(139,550)
Net cash flows from operating activities	經營活動所得現金流量淨額	<b>441,189</b>	569,845



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

## 簡明綜合現金流量表(續)

Six months ended 30 June 2014

截至2014年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>INVESTING ACTIVITIES</b>			
<b>投資活動</b>			
Purchases of items of property, plant and equipment		(690,006)	(579,223)
Proceeds from disposal of items of land, other intangible assets, property, plant and equipment		7,119	21,984
Additions to prepaid land lease payments		(351,401)	(23,762)
Additions to other intangible assets		(2,244)	(4,061)
Purchases of held-to-maturity investments		(11,898)	(6,446)
Proceeds from maturity of held-to-maturity investments		17,413	-
Proceeds from the early redemption of held-to-maturity investments		-	20,044
Interest received from held-to-maturity investments		17,077	17,478
Acquisition of a subsidiary	21	(28,633)	(230,189)
Placement of time deposits with original maturity over three months		(82,000)	(3,813)
Withdrawal of time deposits with original maturity over three months		16,957	-
Decrease/(increase) in restricted cash		276,743	(291,482)
Net cash flows used in investing activities		(830,873)	(1,079,470)
<b>FINANCING ACTIVITIES</b>			
<b>融資活動</b>			
New bank loans raised		1,990,193	724,257
Repayment of bank loans		(699,289)	(282,119)
Early redemption of the Senior Notes		(831,804)	-
Proceeds from issue of shares, net of expenses		49,830	15,301
Interest paid		(83,392)	(71,101)
Dividends paid		(295,460)	(293,818)
Net cash flows from financing activities		130,078	92,520
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>			
<b>現金及現金等價物減少淨額</b>			
Cash and cash equivalents at beginning of the period		1,503,181	1,587,183
Effect of foreign exchange rate changes, net		(597)	(4,293)
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>			
<b>期末的現金及現金等價物</b>			
<b>1,242,978</b>			
<b>1,165,785</b>			
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
<b>現金及現金等價物的結餘分析</b>			
Time deposits with original maturity of three months or less when acquired		150,153	-
Cash and bank balances		1,092,825	1,165,785
		<b>1,242,978</b>	<b>1,165,785</b>

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

30 June 2014

2014年6月30日

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The addresses of its registered office and principal place of business are disclosed in the section headed “Corporate Information” of this interim report.

The Group is principally engaged in the manufacture and sale of plastic pipes and pipe fittings.

In the opinion of the directors, the Company’s ultimate holding company is New Fortune, a limited liability company incorporated in the British Virgin Islands.

These condensed consolidated financial statements were approved and authorised for issue by the Board on 18 August 2014.

### 2.1 BASIS OF PREPARATION

These condensed consolidated financial statements of the Group for the six months ended 30 June 2014 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. These condensed consolidated financial statements are presented in Renminbi and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies and basis of preparation used in the preparation of these condensed consolidated financial statements are the same as those used in the Group’s annual consolidated financial statements for the year ended 31 December 2013, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which also include Hong Kong Accounting Standards (“HKASs”) and Interpretations) as disclosed in note 2.2 below.

These condensed consolidated financial statements do not include all information and disclosures required in the Group’s annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2013.

### 1. 公司資料

本公司為一間於開曼群島註冊成立的有限公司。其註冊辦事處及主要營業地點載於本中期報告「公司資料」部份。

本集團主要從事製造及銷售塑料管道及管件。

董事認為，本公司的最終控股公司為新福星，其為於英屬維爾京群島註冊成立的有限公司。

本簡明綜合財務報表於2014年8月18日獲董事會批准及授權刊發。

### 2.1 編製基準

本集團截至2014年6月30日止六個月的簡明綜合財務報表乃根據上市規則附錄16的適用披露規定及由香港會計師公會頒布的香港會計準則第34號「中期財務報告」編製。本簡明綜合財務報表乃以人民幣呈列，除另有指明外，所有價值均調整至最接近的千元數。

本簡明綜合財務報表乃按與本集團截至2013年12月31日止年度的年度綜合財務報表所採用相同的會計政策及編製基準編製，惟如下文附註2.2所披露，已採用新訂及經修訂香港財務報告準則（「香港財務報告準則」），亦包括香港會計準則（「香港會計準則」）及詮釋）除外。

本簡明綜合財務報表並不包括規定於本集團年度綜合財務報表載列的一切資料及披露事項，應與本集團截至2013年12月31日止年度的年度綜合財務報表一併閱讀。

## 簡明綜合財務報表附註(續)

30 June 2014

2014年6月30日

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

## 2.2 會計政策及披露事項變動

The Group has applied the following new and revised HKFRSs for the first time for the current period's condensed consolidated financial statements.

HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i>
HKAS 39 Amendments	Amendments to HKAS 39 – <i>Novation of Derivatives and Continuation of Hedge Accounting</i>
HK(IFRIC)-Int 21	<i>Levies</i>

The application of these new and revised HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

本集團即期簡明綜合財務報表內首次應用下列新訂和經修訂香港財務報告準則：

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)修訂本	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)修訂本—投資實體
香港會計準則第32號修訂本	香港會計準則第32號修訂本金融工具：呈列—抵銷金融資產及金融負債
香港會計準則第36號修訂本	香港會計準則第36號修訂本資產減值—非金融資產之可收回金額披露
香港會計準則第39號修訂本	香港會計準則第39號修訂本—衍生工具之更替及對沖會計法之延續
香港(國際財務報告準則詮釋委員會)—詮釋第21號	徵費

於即期應用該等新訂和經修訂香港財務報告準則對本集團即期及過往期間的財務表現及狀況及／或載列於本簡明綜合財務報表之披露並無任何重大影響。

## 簡明綜合財務報表附註(續)

30 June 2014

2014年6月30日

**3. OPERATING SEGMENT INFORMATION**

The Group is principally engaged in the manufacture and sale of plastic pipes and pipe fittings. For management purposes, the Group's businesses are organised by geographical areas based on the location of the customers and assets are attributable to the geographical unit based on the location of the assets. The Group has eight reportable operating segments as follows:

- (i) Southern China, including Guangdong Province, Guangxi Zhuang Autonomous Region, Hunan Province, Fujian Province and Hainan Province;
- (ii) Southwestern China, including Chongqing Municipality, Sichuan Province, Guizhou Province, Yunnan Province and Xizang (Tibet) Autonomous Region;
- (iii) Central China, including Hubei Province, Jiangxi Province and Henan Province;
- (iv) Eastern China, including Shanghai Municipality, Jiangsu Province, Zhejiang Province and Anhui Province;
- (v) Northern China, including Beijing Municipality, Tianjin Municipality, Hebei Province, Shandong Province, Inner Mongolia Autonomous Region and Shanxi Province;
- (vi) Northwestern China, including Shaanxi Province, Ningxia Hui Autonomous Region, Qinghai Province, Gansu Province and Xinjiang Uygur Autonomous Region;
- (vii) Northeastern China, including Liaoning Province, Jilin Province and Heilongjiang Province; and
- (viii) Outside China.

**3. 經營分部資料**

本集團主要從事製造及銷售塑料管道及管件。就管理目的而言，本集團的業務根據客戶的所在地組成地理分區，且資產按其所在地分配予地域單位。本集團擁有以下八個需匯報經營分部：

- (i) 華南，包括廣東省、廣西壯族自治區、湖南省、福建省及海南省；
- (ii) 西南地區，包括重慶市、四川省、貴州省、雲南省及西藏自治區；
- (iii) 華中，包括湖北省、江西省及河南省；
- (iv) 華東，包括上海市、江蘇省、浙江省及安徽省；
- (v) 華北，包括北京市、天津市、河北省、山東省、內蒙古自治區及山西省；
- (vi) 西北地區，包括陝西省、寧夏回族自治區、青海省、甘肅省及新疆維吾爾自治區；
- (vii) 東北地區，包括遼寧省、吉林省及黑龍江省；及
- (viii) 中國境外。

簡明綜合財務報表附註(續)

30 June 2014  
2014年6月30日

**3. OPERATING SEGMENT INFORMATION**  
**(Continued)**

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that exchange differences, finance costs, interest income, gain on early redemption of held-to-maturity investments, share of result of a joint venture and other unallocated income and expenses are excluded from such measurement.

Segment assets exclude interest in a joint venture, held-to-maturity investments, deferred tax assets, cash and bank deposits and other unallocated head office and corporate assets as these assets are managed on a group basis.

Intersegment revenue is eliminated on consolidation. Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The Group's revenue from external customers is derived from its operations in the PRC, special administrative regions of the PRC and foreign countries.

During the six months ended 30 June 2014 and 2013, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

**3. 經營分部資料(續)**

為制定資源分配決策及表現評估，管理層分別監控其經營分部的業績。分部表現乃按需匯報分部之溢利進行評估，需匯報分部之溢利即經調整除稅前溢利。經調整除稅前溢利乃按本集團除稅前溢利一貫計量，惟匯兌差異、融資成本、利息收益、被提早贖回持有至到期投資所得利益、分佔一間合營企業經營成果及其他未分配收益及開支並不包括在該等計量內。

鑑於於一間合營企業的權益、持有至到期投資、遞延稅項資產、現金及銀行存款以及其他未分配總部及公司資產乃按集團基準管理，故分部資產並不包括以上資產。

分部間收入於綜合賬目時抵銷。分部間銷售及轉讓以在當時市價基礎上向第三方作出的銷售價格為參照進行交易。

本集團來自外部客戶的收入乃源於其在中國、中國特別行政區及外國的業務。

截至2014年及2013年6月30日止六個月，概無來自與單一外部客戶交易的收入佔本集團總收入的10%或以上。

## 簡明綜合財務報表附註(續)

 30 June 2014  
 2014年6月30日

**3. OPERATING SEGMENT INFORMATION 3. 經營分部資料(續)**  
 (Continued)

		Southern China 華南 RMB'000 人民幣千元 (Unaudited) (未經審核)	Southwestern China 西南地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Central China 華中 RMB'000 人民幣千元 (Unaudited) (未經審核)	Eastern China 華東 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northern China 華北 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northwestern China 西北地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northeastern China 東北地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Outside China 中國境外 RMB'000 人民幣千元 (Unaudited) (未經審核)	Eliminations 抵銷 RMB'000 人民幣千元 (Unaudited) (未經審核)	Consolidated 綜合 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Six months ended</b>	<b>截至2014年6月30日</b>										
<b>30 June 2014</b>	<b>止六個月</b>										
<b>Segment revenue:</b>	<b>分部收入:</b>										
Sales to external customers	外部客戶銷售	3,826,822	679,172	717,414	329,573	439,780	220,013	150,599	188,661	-	6,552,034
Intersegment sales	分部間銷售	918,319	171,684	158,465	43,167	63,139	56,941	41,924	196,196	(1,649,835)	-
		4,745,141	850,856	875,879	372,740	502,919	276,954	192,523	384,857	(1,649,835)	6,552,034
Revenue from construction contracts	工程合約收入	29,017	-	-	-	-	-	-	-	-	29,017
<b>Total</b>	<b>合計</b>	<b>4,774,158</b>	<b>850,856</b>	<b>875,879</b>	<b>372,740</b>	<b>502,919</b>	<b>276,954</b>	<b>192,523</b>	<b>384,857</b>	<b>(1,649,835)</b>	<b>6,581,051</b>
<b>Segment results</b>	<b>分部業績</b>	<b>1,196,313</b>	<b>180,555</b>	<b>196,298</b>	<b>71,991</b>	<b>103,502</b>	<b>49,914</b>	<b>41,452</b>	<b>42,144</b>	<b>(239,150)</b>	<b>1,643,019</b>
Reconciliations:	對賬:										
Exchange loss	匯兌虧損										
Finance costs	融資成本										
Interest income	利息收益										
Share of profit of a joint venture	分佔一間合營企業溢利										
Unallocated income and expenses	未分配收益及開支										
Profit before tax	除稅前溢利										
<b>Other segment information:</b>	<b>其他分部資料:</b>										
Depreciation and amortisation	折舊及攤銷	102,876	16,170	25,455	12,348	15,319	16,180	11,907	3,737	-	203,992
Impairment of trade receivables, net	貿易應收款項減值淨額	695	-	1,975	-	(465)	-	-	(123)	-	2,082
Write-back of inventories to net realisable value	撥回存貨至可變現淨值	-	-	-	-	-	-	-	(180)	-	(180)
Capital expenditure <sup>#</sup>	資本開支 <sup>#</sup>	438,858	131,856	90,181	7,951	39,266	24,634	10,613	44,519	(24,018)	763,860
<b>As at 30 June 2014</b>	<b>於2014年6月30日</b>										
<b>Segment assets</b>	<b>分部資產</b>	<b>6,237,643</b>	<b>1,014,031</b>	<b>1,139,639</b>	<b>530,058</b>	<b>562,510</b>	<b>685,212</b>	<b>576,646</b>	<b>354,399</b>	<b>-</b>	<b>11,100,138</b>

<sup>#</sup> Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments and other intangible assets.

<sup>#</sup> 資本開支包括添置物業、廠房及設備、預付土地租賃款及其他無形資產。

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**3. OPERATING SEGMENT INFORMATION 3. 經營分部資料(續)**  
**(Continued)**

		Southern China 華南 RMB'000 人民幣千元 (Unaudited) (未經審核)	Southwestern China 西南地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Central China 華中 RMB'000 人民幣千元 (Unaudited) (未經審核)	Eastern China 華東 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northern China 華北 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northwestern China 西北地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Northeastern China 東北地區 RMB'000 人民幣千元 (Unaudited) (未經審核)	Outside China 中國境外 RMB'000 人民幣千元 (Unaudited) (未經審核)	Eliminations 抵銷 RMB'000 人民幣千元 (Unaudited) (未經審核)	Consolidated 綜合 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Six months ended</b>	<b>截至2013年6月30日</b>										
<b>30 June 2013</b>	<b>止六個月</b>										
<b>Segment revenue:</b>	<b>分部收入:</b>										
Sales to external customers	外部客戶銷售	3,414,193	616,193	562,693	284,386	381,298	195,943	115,173	106,133	-	5,676,012
Intersegment sales	分部間銷售	537,389	119,025	178,807	34,285	70,929	43,507	35,769	152,905	(1,172,616)	-
		3,951,582	735,218	741,500	318,671	452,227	239,450	150,942	259,038	(1,172,616)	5,676,012
Revenue from construction contracts	工程合約收入	16,211	-	-	-	-	-	-	-	-	16,211
<b>Total</b>	<b>合計</b>	<b>3,967,793</b>	<b>735,218</b>	<b>741,500</b>	<b>318,671</b>	<b>452,227</b>	<b>239,450</b>	<b>150,942</b>	<b>259,038</b>	<b>(1,172,616)</b>	<b>5,692,223</b>
<b>Segment results</b>	<b>分部業績</b>	1,007,951	174,332	204,285	75,410	117,172	53,839	30,433	39,244	(210,812)	1,491,854
Reconciliations:	對賬:										
Exchange gain	匯兌利益										24,309
Finance costs	融資成本										(75,870)
Interest income	利息收益										36,604
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益										1,594
Share of profit of a joint venture	分佔一間合營企業溢利										214
Unallocated income and expenses	未分配收益及開支										(638,367)
Profit before tax	除稅前溢利										840,338
<b>Other segment information:</b>	<b>其他分部資料:</b>										
Depreciation and amortisation	折舊及攤銷	87,165	15,813	20,827	8,846	13,849	12,239	11,779	3,251	-	173,769
Impairment of trade receivables, net	貿易應收款項減值淨額	10,725	-	-	-	6,023	-	-	1,327	-	18,075
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	3,463	-	-	-	-	-	-	-	-	3,463
Capital expenditure <sup>#</sup>	資本開支 <sup>#</sup>	434,538	61,237	67,691	136,309	47,089	35,125	19,973	6,883	(15,090)	793,755
<b>As at 31 December 2013</b>	<b>於2013年12月31日</b>										
<b>Segment assets (Audited)</b>	<b>分部資產(經審核)</b>	5,553,271	778,407	995,223	547,182	512,218	671,442	555,901	230,982	-	9,844,626

<sup>#</sup> Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments and other intangible assets.

<sup>#</sup> 資本開支包括添置物業、廠房及設備、預付土地租賃款及其他無形資產。

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#### 4. REVENUE, OTHER REVENUE, INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts (net of value-added tax, if any), and an appropriate proportion of contract revenue from construction contracts during the period.

An analysis of the Group's revenue, other revenue, income and gains is as follows:

收入亦為本集團的營業額，指期內銷售貨品的發票價值淨額，經扣除退貨及貿易折扣(經扣除增值稅(如有))，及工程合約之合約收入的適當部分。

本集團的收入、其他收入、收益及利益的分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>Revenue</b>	<b>收入</b>		
Sale of goods	銷售貨品	6,552,034	5,676,012
Revenue from construction contracts	工程合約收入	29,017	16,211
		<b>6,581,051</b>	<b>5,692,223</b>
<b>Other revenue, income and gains</b>	<b>其他收入、收益及利益</b>		
Bank interest income	銀行利息收益	16,987	12,710
Interest income from held-to-maturity investments	持有至到期投資的利息收益	22,372	23,894
Total interest income	利息收益總額	39,359	36,604
Government grants and subsidies	政府補助及補貼	4,144	5,234
Gain on sale of raw materials	銷售原材料的利益	852	833
Gain on early redemption of held-to-maturity investments	被提早贖回持有至到期投資所得利益	-	1,594
Exchange gain	匯兌利益	-	24,309
Others	其他	4,386	10,238
		<b>48,741</b>	<b>78,812</b>

Government grants and subsidies mainly represented funding received from government authorities to support certain of the Group's research and development activities. There are no unfulfilled conditions or contingencies related to these grants and subsidies.

政府補助及補貼主要指政府機構授予以供支持本集團若干研發活動的資金，並無任何與該等補助及補貼有關的未達成條件或或有情況。



## 簡明綜合財務報表附註(續)

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**5. FINANCE COSTS**
**5. 融資成本**

		Six months ended 30 June 截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on:	以下各項的利息：		
Bank loans	銀行貸款	22,480	7,874
The Senior Notes	優先票據	62,392	67,996
Total interest expenses	利息開支總額	84,872	75,870
Early redemption premium and unamortised issuance expenses of the Senior Notes	提早贖回優先票據的溢價及未攤銷發行開支	49,055	-
		133,927	75,870

**6. PROFIT BEFORE TAX**
**6. 除稅前溢利**

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

本集團的除稅前溢利乃經扣除/(計入)下列各項後達致：

		Six months ended 30 June 截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	已售存貨成本	4,912,876	4,183,437
Direct cost of construction work	工程直接成本	25,336	13,469
Depreciation	折舊	189,364	163,220
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	10,105	9,136
Amortisation of other intangible assets	其他無形資產攤銷	4,523	1,413
Total depreciation and amortisation	折舊及攤銷總額	203,992	173,769
Research and development costs <sup>#</sup>	研發成本 <sup>#</sup>	152,511	124,353
Loss/(gain) on disposal of items of land, other intangible assets, property, plant and equipment	出售土地、其他無形資產、物業、廠房及設備項目的虧損/(利益)	1,088	(8,690)
Gain from a bargain purchase	議價收購所得利益	-	(157)
Equity-settled share option expense	以股權結算的購股權開支	-	5,797
(Write-back)/write-down of inventories to net realisable value	(撥回)/撇減存貨至可變現淨值	(180)	3,463
Impairment of trade receivables, net <sup>#</sup>	貿易應收款項減值淨額 <sup>#</sup>	2,082	18,075
Foreign exchange differences, net	外幣匯兌差異淨額	12,310	(24,309)

<sup>#</sup> Research and development costs and the impairment of trade receivables, net are included in the "other expenses" in profit or loss.

<sup>#</sup> 研發成本及貿易應收款項減值淨額列於損益內的「其他開支」。

## 簡明綜合財務報表附註(續)

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## 7. INCOME TAX EXPENSE

## 7. 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2013 2013年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current tax	即期稅項		
Hong Kong	香港	-	5,801
PRC	中國	149,265	151,947
Other jurisdictions	其他司法權區	212	-
		149,477	157,748
Overprovision in prior years	過往年度過度撥備		
PRC	中國	(50,157)	(26,798)
Deferred tax	遞延稅項	40,236	31,731
Total tax charge for the period	期內稅項總額	139,556	162,681

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

**HONG KONG PROFITS TAX**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong for both periods, if any, after offsetting the tax loss brought forward.

**PRC CORPORATE INCOME TAX**

The Group's income tax provision in respect of its operations in Mainland China has been calculated at the applicable tax rates on the taxable profits for both periods, based on the existing legislation, interpretations and practices in respect thereof.

**TAX FOR OTHER JURISDICTIONS**

The Group's tax provision in respect of other jurisdictions has been calculated at the applicable tax rates in accordance with the prevailing practices of the jurisdictions in which the Group operates.

本集團須就本集團成員公司於身處及經營所在的司法權區所產生或所錄得溢利按實體基準繳納所得稅。

**香港利得稅**

香港利得稅乃根據兩個期間內在香港產生的估計應課稅溢利抵銷承前稅項虧損(如有)後,以稅率16.5%撥備。

**中國企業所得稅**

本集團已根據兩個期間內的應課稅溢利,以相關的現有法律、詮釋及慣例為基準,按適用稅率計算中國內地業務的所得稅撥備。

**其他司法權區之稅項**

本集團就其他司法權區之稅項撥備已根據本集團經營業務所在之司法權區現行慣例的適用稅率計算。

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**8. DIVIDENDS**

During the period, a final dividend of HK12 cents per share in respect of the year ended 31 December 2013 (six months ended 30 June 2013: HK12 cents per share in respect of the year ended 31 December 2012) was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the period amounted to HK\$372,233,000 (approximately RMB295,460,000 equivalent) (six months ended 30 June 2013: HK\$365,263,000 (approximately RMB293,818,000 equivalent)).

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2014 (six months ended 30 June 2013: Nil).

**9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY**

The calculations of basic and diluted earnings per share are based on:

**8. 股息**

期內，本公司就截至2013年12月31日止年度向本公司擁有人宣派及支付末期股息每股股份12港仙(截至2013年6月30日止六個月：就截至2012年12月31日止年度派付每股股份12港仙)。期內宣派及支付的末期股息總額為372,233,000港元(約相等於人民幣295,460,000元)(截至2013年6月30日止六個月：365,263,000港元(約相等於人民幣293,818,000元))。

董事會不擬派付截至2014年6月30日止六個月的中期股息(截至2013年6月30日止六個月：無)。

**9. 本公司擁有人應佔每股盈利**

根據以下各項計算每股基本及攤薄盈利：

		Six months ended 30 June	
		截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時用到的本公司擁有人應佔溢利	<b>627,535</b>	682,734

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## 9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

## 9. 本公司擁有人應佔每股盈利(續)

		Number of Shares 股份數目	
		Six months ended 30 June 截至6月30日止六個月	
		2014 2014年	2013 2013年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares of the Company in issue used in the basic earnings per share calculation	計算每股基本盈利時用到的本公司已發行普通股加權平均數	<b>3,087,633,690</b>	3,042,444,790
Effect of dilution - weighted average number of ordinary shares: share options	攤薄效應 - 普通股加權平均數： 購股權	<b>13,491,098</b>	43,223,592
		<b>3,101,124,788</b>	3,085,668,382

The weighted average number of shares used to calculate the basic earnings per share for the six months ended 30 June 2014 includes 3,075,731,740 ordinary shares in issue as at 31 December 2013 (six months ended 30 June 2013: 3,033,602,350 ordinary shares in issue as at 31 December 2012) and 11,901,950 shares (six months ended 30 June 2013: 8,842,440 shares) derived from the weighted average number of 34,523,660 ordinary shares (six months ended 30 June 2013: 10,576,100 ordinary shares) issued upon the exercise of share options.

The calculation of the diluted earnings per share amounts is based on the profit for the period attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

用以計算截至2014年6月30日止六個月的每股基本盈利的股份加權平均數，包括於2013年12月31日已發行的3,075,731,740股普通股（截至2013年6月30日止六個月：於2012年12月31日已發行的3,033,602,350股普通股）及行使購股權後發行的34,523,660股普通股（截至2013年6月30日止六個月：10,576,100股普通股）的加權平均數，即11,901,950股股份（截至2013年6月30日止六個月：8,842,440股股份）。

每股攤薄盈利數額乃根據本公司擁有人應佔期內溢利計算。計算所用的普通股加權平均數為期內已發行的普通股數目（與計算每股基本盈利所使用者相同），及假設所有潛在攤薄普通股被視作行使或轉換為普通股而以零代價發行的普通股加權平均數。

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**10. PROPERTY, PLANT AND EQUIPMENT AND PREPAID LAND LEASE PAYMENTS**

During the period, the Group acquired property, plant and equipment with an aggregate cost of RMB671,276,000 (six months ended 30 June 2013: RMB727,128,000). During the period, property, plant and equipment with an aggregate carrying amount of RMB8,200,000 (six months ended 30 June 2013: RMB8,942,000) was disposed of by the Group.

During the period, the addition of prepaid land lease payments of the Group amounted to RMB90,340,000 (six months ended 30 June 2013: RMB62,565,000).

**10. 物業、廠房及設備及預付土地租賃款**

期內，本集團收購物業、廠房及設備的總成本為人民幣671,276,000元(截至2013年6月30日止六個月：人民幣727,128,000元)。期內，本集團出售物業、廠房及設備的總賬面淨值為人民幣8,200,000元(截至2013年6月30日止六個月：人民幣8,942,000元)。

期內，本集團添置預付土地租賃款達人民幣90,340,000元(截至2013年6月30日止六個月：人民幣62,565,000元)。

**11. HELD-TO-MATURITY INVESTMENTS**
**11. 持有至到期投資**

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Debt securities, at amortised cost:	按攤銷成本列賬的債務證券：		
Listed in Hong Kong	香港上市	12,013	-
Listed in Singapore	新加坡上市	239,501	249,001
		<b>251,514</b>	249,001
Analysed for reporting purposes as:	就報告目的分析為：		
Non-current assets	非流動資產	133,479	231,650
Current assets	流動資產	118,035	17,351
		<b>251,514</b>	249,001

The held-to-maturity investments represented listed debt securities. These securities carry fixed interest at 8.00% to 13.75% (31 December 2013: 9.38% to 13.75%) per annum, payable semi-annually in arrears, and will mature from January 2015 to March 2019 (31 December 2013: March 2014 to April 2018).

As at 30 June 2014, certain of the Group's held-to-maturity investments with an aggregate net carrying amount of RMB233,127,000 (31 December 2013: RMB242,667,000) were pledged to a bank to secure the banking facility granted to the Company. The Company has not utilised the banking facility as at 30 June 2014.

持有至到期投資為上市的債務證券。該等證券的利息按固定年利率8.00%至13.75%計算(2013年12月31日：9.38%至13.75%)，每半年支付，將於2015年1月至2019年3月到期(2013年12月31日：2014年3月至2018年4月)。

於2014年6月30日，本集團總賬面淨值為人民幣233,127,000元的若干持有至到期投資(2013年12月31日：人民幣242,667,000元)已向銀行抵押作本公司獲授銀行融資的擔保。於2014年6月30日，本公司並未動用銀行融資。

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## 12. INVENTORIES

## 12. 存貨

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Raw materials	原材料	1,212,876	1,159,341
Work in progress	在產品	296,130	231,976
Finished goods	產成品	1,176,551	1,042,732
		<b>2,685,557</b>	<b>2,434,049</b>

## 13. TRADE AND BILLS RECEIVABLES

## 13. 貿易應收款項及票據

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	貿易應收款項	1,001,572	854,518
Bills receivable	應收票據	148,524	218,041
Less: Provision for impairment	減：減值撥備	(37,012)	(34,930)
		<b>1,113,084</b>	<b>1,037,629</b>

The Group's major customers are independent distributors, civil contractors, property developers, utility companies and municipalities in Mainland China. Depending on the market condition, marketing tactics and relationships with the customers, the Group's trading terms with its independent distributors may change from settlement on an advance receipt basis to giving a credit period of generally one month or more, if appropriate. The Group does not have a standardised and universal credit period granted to the non-distributor customers. The credit period of an individual non-distributor customer is considered on a case-by-case basis and is set out in the sales contracts, as appropriate. Sales to small, new, or short-term customers are normally expected to be settled on an advance receipt basis or shortly after the goods delivery. No credit term period is set by the Group for small, new and short-term customers.

本集團的主要客戶為中國內地的獨立分銷商、土木工程承建商、房地產開發商、公用事業公司及市政部門。本集團視乎市況、市場策略及與客戶的關係，可將其與獨立分銷商的貿易條款由按預付方式結算更改為授予一般一個月或多個月的信用期限(如適當)。本集團並無統一向非分銷商客戶授予標準的信用期限。個別非分銷商客戶的信用期限視乎個別情況而定，並在銷售合同中列明(如適當)。對小規模、新或短期客戶的銷售一般預期以預付方式或於交貨後短期內結算。本集團並無為小規模、新或短期客戶設立信用期限。

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**13. TRADE AND BILLS RECEIVABLES (Continued) 13. 貿易應收款項及票據(續)**

Trade and bills receivables are unsecured and interest-free.

貿易應收款項及票據均為無抵押及免息。

An aged analysis of the Group's trade and bills receivables at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

於報告期末，本集團的貿易應收款項及票據按發票日期並扣除撥備後的賬齡分析如下：

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 3 months	3個月內	683,456	609,315
4 to 6 months	4至6個月	153,346	284,077
7 to 12 months	7至12個月	200,840	103,761
1 to 2 years	1至2年	65,803	36,359
2 to 3 years	2至3年	8,832	3,350
Over 3 years	3年以上	807	767
		<b>1,113,084</b>	<b>1,037,629</b>

**14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 14. 預付款、按金及其他應收款項**

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Prepayments	預付款	430,648	462,623
Current portion of prepaid land lease payments	預付土地租賃款的流動部分	22,211	21,629
Value-added tax recoverable	待抵扣增值稅	196,100	157,359
Corporate income tax recoverable	待抵扣企業所得稅	31,471	4,138
Deposits	按金	27,800	23,778
Other receivables	其他應收款項	54,594	50,825
		<b>762,824</b>	<b>720,352</b>

The financial assets included in the above balances are unsecured, interest-free and have no fixed terms of repayment.

上述結餘包括的金融資產乃無抵押、免息及無固定還款期。

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## 15. CASH AND BANK DEPOSITS

## 15. 現金及銀行存款

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Restricted cash:	受限制現金：		
Deposits used for banking facilities	作為銀行融資使用的按金	392,361	669,104
Time deposits with original maturity of more than three months when acquired	定期存款 (原有期限超過三個月)	82,000	16,957
Cash and cash equivalents:	現金及現金等價物：		
Time deposits with original maturity of three months or less when acquired	定期存款(原有期限等於或少於三個月)	150,153	35,114
Cash and bank balances	現金及銀行結餘	1,092,825	1,468,067
		<b>1,242,978</b>	1,503,181
Cash and bank deposits	現金及銀行存款	<b>1,717,339</b>	2,189,242

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods between one day and three months and earn interest at the respective short-term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

存放於銀行的現金按每日銀行存款利率的浮動利率賺取利息。短期定期存款的期限介乎1天至3個月不等，並按各短期定期存款利率賺取利息。銀行結餘及受限制現金存放於近期無違約記錄且信譽良好的銀行。



## 簡明綜合財務報表附註(續)

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**16. TRADE AND BILLS PAYABLES**
**16. 貿易應付款項及票據**

		As at <b>30 June 2014</b> 於2014年6月30日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables	貿易應付款項	<b>567,010</b>	349,495
Bills payable	應付票據	<b>365,084</b>	511,921
		<b>932,094</b>	861,416

The trade payables are interest-free. The average credit period for trade purchases is 30 to 90 days.

貿易應付款項乃免息。貿易採購的平均信用期限為30至90日。

An aged analysis of the Group's trade and bills payables at the end of reporting period, based on the invoice date, is as follows:

於報告期末，本集團的貿易應付款項及票據按發票日期的賬齡分析如下：

		As at <b>30 June 2014</b> 於2014年6月30日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Within 3 months	3個月內	<b>705,654</b>	350,338
4 to 6 months	4至6個月	<b>217,005</b>	505,157
7 to 12 months	7至12個月	<b>3,584</b>	1,299
1 to 2 years	1至2年	<b>2,181</b>	3,867
2 to 3 years	2至3年	<b>3,660</b>	755
Over 3 years	3年以上	<b>10</b>	-
		<b>932,094</b>	861,416

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## 17. OTHER PAYABLES AND ACCRUALS

## 17. 其他應付款項及應計費用

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Advances from customers	客戶墊款	537,826	681,436
Accruals	應計費用	41,039	41,420
Salaries and welfare payables	應付工資及福利	46,165	97,712
Other payables	其他應付款項	418,739	432,106
		<b>1,043,769</b>	1,252,674

The financial liabilities included in the above balances are interest-free and have no fixed terms of repayment.

上述結餘包括的金融負債乃免息及無固定還款期。

## 18. BANK LOANS AND OTHER BORROWINGS

## 18. 銀行貸款及其他借款

		As at 30 June 2014 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Current</b>	<b>流動</b>		
Unsecured bank loans	無抵押銀行貸款	1,429,172	1,080,092
The Senior Notes	優先票據	783,226	-
		<b>2,212,398</b>	1,080,092
<b>Non-current</b>	<b>非流動</b>		
Unsecured bank loans	無抵押銀行貸款	185,279	61,200
Unsecured syndicated loan	無抵押銀團貸款	824,252	-
The Senior Notes	優先票據	-	1,545,824
		<b>1,009,531</b>	1,607,024
		<b>3,221,929</b>	2,687,116

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**18. BANK LOANS AND OTHER BORROWINGS**  
**(Continued)**

Notes:

- (a) The effective interest rates of the Group's bank loans and syndicated loan range from 1.15% to 6.60% (31 December 2013: 1.21% to 6.30%) per annum.
- (b) The Senior Notes are listed on the Singapore Exchange Securities Trading Limited. They carry interest at 7.875% per annum (effective interest rate at 8.63% per annum), payable semi-annually in arrears on 13 May and 13 November, and will mature on 13 May 2016 unless redeemed earlier. The Company can at its option redeem all or a portion of the Senior Notes at any time prior to the maturity date in accordance with the purchase agreement.

The Senior Notes are guaranteed by certain of the Company's subsidiaries and secured by a first-priority fixed charge over the shares of those subsidiaries providing such guarantee.

On 13 May 2014, the Group has early redeemed part of the Senior Notes at a redemption price equal to 100% of the principal amount of the Senior Notes of US\$130,000,000 (approximately RMB779,926,000 equivalent) plus the applicable premium of US\$5,119,000 (equivalent to RMB33,878,000).

The outstanding principal amount of the Senior Notes was US\$128,880,000 as at 30 June 2014 (31 December 2013: US\$258,880,000). On 26 June 2014, the Company announced that the remaining outstanding principal amount of the Senior Notes of US\$128,880,000 will be redeemed on 28 July 2014 (the "Redemption Date") at a redemption price of US\$133,954,650 which is equal to 103.9375% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the Redemption Date.

**18. 銀行貸款及其他借款(續)**

附註：

- (a) 本集團銀行貸款及銀團貸款之實際年利率介乎1.15%至6.60%不等(2013年12月31日：1.21%至6.30%)。
- (b) 優先票據於新加坡證券交易所有限公司上市，利息按年利率7.875%計算(實際年利率為8.63%)，並於5月13日及11月13日每半年支付，除非提前贖回，優先票據於2016年5月13日到期。本公司可自行選擇於到期日前任何時間根據購買協議贖回全部或部分優先票據。

優先票據由本公司若干附屬公司保證並以該等提供保證的附屬公司的股份為第一優先固定押項。

於2014年5月13日，本集團提前贖回部分優先票據，贖回價相等於100%優先票據本金之金額為130,000,000美元(約相等於人民幣779,926,000元)，並加上適用溢價為5,119,000美元(相等於人民幣33,878,000元)。

於2014年6月30日，優先票據的未償還本金額為128,880,000美元(2013年12月31日：258,880,000美元)。於2014年6月26日，本公司宣佈將於2014年7月28日(「贖回日期」)贖回餘下未償還本金金額128,880,000美元之優先票據，贖回價為133,954,650美元，相等於其本金額的103.9375%，另加直至贖回日期(但不包括該日)應計及未支付利息(如有)。

## 簡明綜合財務報表附註(續)

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## 19. SHARE CAPITAL

## 19. 股本

		As at 30 June 2014 於2014年6月30日 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 (Audited) (經審核)
<b>Authorised:</b>	<b>法定：</b>		
20,000,000,000 (31 December 2013: 20,000,000,000) ordinary shares of HK\$0.05 each	20,000,000,000(2013年12月31日： 20,000,000,000)股每股面值 0.05港元的普通股	<b>HK\$1,000,000,000</b> <b>1,000,000,000港元</b>	HK\$1,000,000,000 1,000,000,000港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
3,110,255,400 (31 December 2013: 3,075,731,740) ordinary shares of HK\$0.05 each	3,110,255,400(2013年12月31日： 3,075,731,740)股每股面值 0.05港元的普通股	<b>HK\$155,512,770</b> <b>155,512,770港元</b>	HK\$153,786,587 153,786,587港元
Equivalent to	等值於	<b>RMB135,686,000</b> <b>人民幣135,686,000元</b>	RMB134,316,000 人民幣134,316,000元

Pursuant to the exercise of the share options at the exercise price of HK\$1.82 each granted by the Company, the Company issued a total of 34,523,660 ordinary shares of HK\$0.05 each for a total cash consideration, before expenses, of approximately HK\$62,833,000 (approximately RMB49,874,000 equivalent) during the period. The shares issued during the period rank pari passu in all respects with the then existing shares of the Company.

通過按行使價每股股份1.82港元行使由本公司授出的購股權，本公司於期內發行合共34,523,660股每股面值0.05港元的普通股，總現金代價(未計開支)約62,833,000港元(約相等於人民幣49,874,000元)。該等於期內發行股份在各方面與本公司當時現存股份享有同等權益。

## 20. SHARE OPTION SCHEMES

## 20. 購股權計劃

On 14 May 2010, the Company adopted a share option scheme (the "Share Option Scheme") and a pre-initial public offering share option scheme (the "Pre-IPO Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

於2010年5月14日，為激勵及獎勵對本集團的成功經營作出貢獻的合資格參與人，本公司採納一項購股權計劃(「購股權計劃」)及一項首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)。

**SHARE OPTION SCHEME**

No share options have been granted under the Share Option Scheme since its adoption.

**購股權計劃**

本公司自採納購股權計劃以來，並無根據該計劃授出購股權。

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**20. SHARE OPTION SCHEMES (Continued)****PRE-IPO SHARE OPTION SCHEME**

The following share options were outstanding under the Pre-IPO Share Option Scheme during the period:

		Exercise price 每股行使價 HK\$ per share 港元	Number of options 購股權數目 '000 千份
At 1 January 2014	於2014年1月1日	1.82	35,390
Exercised during the period	期內行使	1.82	(34,524)
Lapsed/forfeited during the period	期內失效/沒收	1.82	(866)
At 30 June 2014	於2014年6月30日	1.82	-

The weighted average share price at the date of exercise for share options exercised during the period was HK\$4.34 per share.

**21. BUSINESS COMBINATION**

During the period, the Group entered into a sale and purchase agreement to acquire 100% equity interest in Heshan Starcorp Plastic Co., Ltd. ("Heshan Starcorp") at a cash consideration of RMB31,860,000.

Heshan Starcorp is principally engaged in the manufacture and sale of plastic products. The acquisition allows the Group to expand its production capacity on plastic resins processing.

**20. 購股權計劃(續)****首次公開發售前購股權計劃**

期內，首次公開發售前購股權計劃項下尚未行使的購股權載列如下：

期內行使的購股權於行使日期的加權平均股價為每股股份4.34港元。

**21. 業務合併**

期內，本集團訂立買賣協議以收購鶴山市星展塑膠有限公司(「鶴山星展」)的100%股本權益，現金代價為人民幣31,860,000元。

鶴山星展主要從事塑膠產品製造及銷售業務。該收購使本集團能擴充其塑膠產品加工之產能。

## 簡明綜合財務報表附註(續)

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## 21. BUSINESS COMBINATION (Continued)

The Group assumed the control of Heshan Starcorp on 30 April 2014. The fair value of the identifiable assets and liabilities of Heshan Starcorp acquired at the date of control assumed by the Group are as follows:

		Heshan Starcorp 鶴山星展 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	37,100
Prepaid land lease payments	預付土地租賃款	17,778
Inventories	存貨	9,896
Trade receivables	貿易應收款項	3,120
Prepayments and other receivables	預付款及其他應收款項	6,803
Cash and cash equivalents	現金及現金等價物	3,227
Trade payables	貿易應付款項	(314)
Other payables and accruals	其他應付款項及應計費用	(45,526)
Tax payable	應付稅項	(224)
<b>Total identifiable net assets at fair value</b>	<b>可識別資產淨值總額(按公平值)</b>	<b>31,860</b>
<b>Total consideration in cash</b>	<b>現金代價總額</b>	<b>31,860</b>

Acquisition-related costs incurred in relation to the acquisition of Heshan Starcorp of RMB85,000 have been excluded from the cost of acquisition and have been recognised directly as an expense in the period and included in the "other expenses" in profit or loss.

The fair value of the trade receivables as at the date of control assumed by the Group amounted to RMB3,120,000, which approximate to the gross contractual amounts of those corresponding balances acquired by the Group. At the date of control assumed by the Group, the management considered that the contractual cash flows not expected to be collected is insignificant.

## 21. 業務合併(續)

本集團於2014年4月30日取得對鶴山星展的控制權。於本集團取得控制權之日，所收購鶴山星展的可識別資產及負債公平值如下：

就收購鶴山星展而產生的收購相關成本人民幣85,000元已被剔除出收購成本之外，且已於期內直接確認為開支並列於損益的「其他開支」內。

於本集團取得控制權之日，貿易應收款項的公平值為人民幣3,120,000元，與本集團收購該等相應結餘的合約金額總值相若。於本集團取得控制權之日，管理層認為預期無法收回的合約現金流量並不重大。

簡明綜合財務報表附註(續)

30 June 2014  
2014年6月30日

**21. BUSINESS COMBINATION (Continued)**

An analysis of the cash flows in respect of the acquisition of such subsidiary is as follows:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	31,860
Cash and cash equivalents acquired	已收購現金及現金等價物	(3,227)
Net outflow of cash and cash equivalents included in investing activities	投資活動包括的現金及現金等價物流出淨額	28,633

**21. 業務合併(續)**

有關收購該附屬公司的現金流量分析如下：

**22. CONTINGENT LIABILITIES**

As at 30 June 2014, the Group did not have any significant contingent liabilities (31 December 2013: Nil).

**22. 或然負債**

於2014年6月30日，本集團概無任何重大或然負債(2013年12月31日：無)。

**23. COMMITMENTS**

The Group had the following capital commitments at the end of the reporting period:

**23. 承擔**

於報告期末，本集團有以下資本承擔：

		As at <b>30 June 2014</b> 於2014年6月30日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2013 於2013年12月31日 RMB'000 人民幣千元 (Audited) (經審核)
Contracted, but not provided for:	已訂約但尚未撥備：		
Land, property, plant and equipment	土地、物業、廠房及設備	<b>364,308</b>	454,881

## 簡明綜合財務報表附註(續)

 30 June 2014  
 2014年6月30日

**24. RELATED PARTY TRANSACTIONS AND BALANCES**
**24. 關聯人士交易及結餘**
**(A) THE GROUP'S MATERIAL TRANSACTIONS WITH RELATED PARTIES DURING THE PERIOD**
**(A) 期內本集團與關聯人士之重大交易**

		Six months ended 30 June 截至6月30日止六個月	
		2014 2014年 RMB'000 (Unaudited) (未經審核)	2013 2013年 RMB'000 (Unaudited) (未經審核)
		Notes 附註	
Transactions with companies under the common control of a director:	於多間共同受一位董事控制的公司的交易：		
Sale of goods	銷售貨品	(i)	6,392
Consumption of utilities	耗用公用事業	(ii)	2,957
Rental expenses	租金開支	(iii)	1,658
Purchases of materials	採購原材料	(iv)	3,812
Purchases of equipment	採購設備	(v)	17,193
Purchases of electronic accessories	採購電子配件	(v)	-
Licensing trademarks	授予商標	(vi)	250
Licensing patents	授予專利	(vi)	11
Acquisition cost for Lesso Valve	聯塑閥門之收購成本	(vii)	116,000
Agency services from companies under the control of a director	於受一位董事控制的多間公司所提供的代理服務	(viii)	2,064
Deposits paid for the purchase of land, property, plant and equipment to directors	向董事購買土地、物業、廠房及設備所支付的按金	(ix)	-
Rental expenses paid to directors	向董事支付的租金開支	(x)	1,615
Design and maintenance services from a joint venture	合營企業提供的設計及保養服務	(xi)	1,161



簡明綜合財務報表附註(續)

30 June 2014

2014年6月30日

**24. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)**

**24. 關聯人士交易及結餘(續)**

**(A) THE GROUP'S MATERIAL TRANSACTIONS WITH RELATED PARTIES DURING THE PERIOD (Continued)**

Notes:

- (i) Sales of goods to related companies were made with reference to the price and conditions offered by the Group to the third-party customers.
- (ii) Utilities were provided by related companies at cost.
- (iii) Rental expenses were based on mutually agreed terms.
- (iv) Purchases of materials from related companies were made based on mutually agreed terms.
- (v) Purchases of equipment and electronic accessories from related companies were made with reference to the prices and conditions offered by the related companies to their third-party customers.
- (vi) Licensing trademarks and patents to related companies were conducted based on mutually agreed terms.
- (vii) The consideration was agreed after arm's length negotiations with reference to the fair value of net assets of Lesso Valve at approximately RMB116,500,000 as at 31 December 2012, as assessed by Savills Valuation and Professional Services Limited, an independent professionally qualified valuer. For details, please refer to the Company's announcement on connected transaction in relation to the acquisition of entire equity interest in Lesso Valve dated 15 January 2013.
- (viii) Agency services and advisory services were provided by related companies based on mutually agreed terms.
- (ix) Land, property, plant and equipment were sold to the Group based on mutually agreed terms. For details, please refer to the Company's announcement on connected transactions dated 20 June 2014.
- (x) Properties including office premises, cafeteria, workshops and warehouses were leased to the Group based on mutually agreed terms.
- (xi) Services were provided by a joint venture based on mutually agreed terms.

**(A) 期內本集團與關聯人士之重大交易(續)**

附註：

- (i) 向關聯公司銷售貨品乃以本集團向第三方客戶開出的價格及條件為參照進行。
- (ii) 公用事業乃按成本由關聯公司提供。
- (iii) 租金開支乃按雙方協定的條款計算。
- (iv) 材料乃按雙方協定的條款向關聯公司購買。
- (v) 設備及電子配件乃經參考關聯公司向其第三方客戶開出的價格及條件後向關聯公司購買。
- (vi) 授予關聯公司的商標及專利乃按雙方協定的條款進行。
- (vii) 代價乃參照由獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司對聯塑閥門於2012年12月31日之淨資產公平價值作出之評估約人民幣116,500,000元，經公平磋商後協定。詳情請參閱本公司於2013年1月15日有關收購聯塑閥門全數股權的關連交易之公告。
- (viii) 關聯公司乃按雙方協定的條款提供代理服務及諮詢服務。
- (ix) 土地、物業、廠房及設備乃按雙方協定的條款銷售予本集團。有關詳情，請參閱本公司於2014年6月20日就關連交易刊發之公告。
- (x) 物業包括辦公室、食堂、車間及倉庫，乃按雙方協定的條款租予本集團。
- (xi) 合營企業乃按雙方協定的條款提供服務。

簡明綜合財務報表附註(續)

30 June 2014  
2014年6月30日

**24. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)**

**24. 關聯人士交易及結餘(續)**

**(B) BALANCES WITH RELATED PARTIES**

The balances with related parties represent deposits of RMB27,792,000 paid to directors (31 December 2013: Nil) and deposits of RMB6,912,000 (31 December 2013: RMB5,920,000) paid to a company under the common control of a director, which are included in the Group's deposits paid for the purchase of land, property, plant and equipment.

**(B) 與關聯人士之結餘**

與關聯人士之結餘指向董事所支付的按金人民幣27,792,000元(2013年12月31日：無)及向於一間共同受一位董事控制的公司支付的按金人民幣6,912,000元(2013年12月31日：人民幣5,920,000元)，其計入本集團購買土地、物業、廠房及設備所支付的按金內。

**(C) COMPENSATION OF THE GROUP'S KEY MANAGEMENT PERSONNEL**

**(C) 本集團主要管理人員薪酬**

		Six months ended 30 June	
		截至6月30日止六個月	
		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term employees benefits	短期僱員福利	3,317	3,052
Post-employment benefits	退休後福利	135	139
Equity-settled share option expense	以股權結算的購股權開支	-	1,181
		<b>3,452</b>	<b>4,372</b>

簡明綜合財務報表附註(續)

30 June 2014  
2014年6月30日

**25. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS**

Except as detailed in the following table, the carrying amounts of the Group's financial instruments recorded at amortised cost in these condensed consolidated financial statements approximate their fair values:

**25. 金融工具的公平值計量**

除下表所詳述者外，本集團按攤銷成本於本簡明綜合財務報表內入賬的金融工具賬面值與其公平值相若：

		As at 30 June 2014 於2014年6月30日		As at 31 December 2013 於2013年12月31日	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Audited)	(Audited)
		(未經審核)	(未經審核)	(經審核)	(經審核)
<b>Financial asset</b>	<b>金融資產</b>				
Held-to-maturity investments	持有至到期投資	251,514	256,890	249,001	260,137
<b>Financial liability</b>	<b>金融負債</b>				
Bank loans and other borrowings	銀行貸款及其他借款				
– The Senior Notes	– 優先票據	783,226	843,711	1,545,824	1,678,698

The fair values are based on the quoted market price provided by a global financial market data provider.

公平值乃根據全球財經市場資料供應商提供的市場報價釐定。

**26. EVENT AFTER THE REPORTING PERIOD**

On 28 July 2014, the Company completed the full redemption of the remaining outstanding amount of the Senior Notes of US\$128,880,000 in accordance with the Company's announcement on overseas regulatory announcement and inside information dated 26 June 2014.

**26. 報告期後事項**

根據本公司於2014年6月26日發佈有關海外監管公告及內幕消息之公告，於2014年7月28日，本公司完成贖回餘下全部未贖回金額128,880,000美元之優先票據。

# GLOSSARY

## 詞彙

“Board” [董事會]	the board of directors of the Company 指 本公司董事會
“China” or “PRC” [中國]	the People’s Republic of China, for the purpose of this annual report, excluding Hong Kong, Macau and Taiwan 指 中華人民共和國，就本年報而言，並不包括香港、澳門及臺灣
“Code” [守則]	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 指 上市規則附錄14所載的企業管治守則
“Company” or “China Lesso” [本公司]或[中國聯塑]	China Lesso Group Holdings Limited 指 中國聯塑集團控股有限公司
“EBITDA” [除息稅折攤前盈利]	earnings before interest, taxes, depreciation and amortisation 指 扣除利息、稅項、折舊及攤銷前盈利
“Group” [本集團]	the Company and its subsidiaries 指 本公司及其附屬公司
“HK\$” [港元]	Hong Kong dollar, the lawful currency of Hong Kong 指 香港之法定貨幣－港元
“Hong Kong” or “HK” [香港]	Hong Kong Special Administrative Region of the PRC 指 中國香港特別行政區
“Listing Rules” [上市規則]	the Rules Governing the Listing of Securities on the Stock Exchange 指 聯交所證券上市規則
“Macau” [澳門]	Macau Special Administrative Region of the PRC 指 中國澳門特別行政區
“Model Code” [標準守則]	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 指 上市規則附錄10所載的上市公司董事進行證券交易的標準守則
“N/A” [N/A]	not applicable 指 不適用
“New Fortune” [新富星]	New Fortune Star Limited 指 New Fortune Star Limited
“PE” [PE]	polyethylene 指 聚乙烯
“PP-R” [PP-R]	polypropylene random 指 無規共聚聚丙烯

詞彙(續)

“Prospectus” 「招股章程」	the Company’s prospectus dated 9 June 2010 指 本公司日期為2010年6月9日的招股章程
“PVC” 「PVC」	polyvinyl chloride 指 聚氯乙烯
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 指 中國之法定貨幣－人民幣
“Senior Notes” 「優先票據」	US\$300 million 7.875% senior notes due 2016 issued by the Company 指 本公司發行於2016年到期的3億美元7.875%優先票據
“SFO” 「證券及期貨條例」	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong 指 香港法例第571章證券及期貨條例
“Share(s)” 「股份」	share(s) of a nominal value of HK\$0.05 each in the capital of the Company 指 本公司股本中每股面值0.05港元的股份
“Shareholder(s)” 「股東」	holder(s) of the Share(s) of the Company 指 本公司股份持有人
“State Council” 「國務院」	The State Council of the PRC 指 中國國務院
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指 香港聯合交易所有限公司
“Taiwan” 「臺灣」	the Republic of China 指 中華民國
“tonne(s)” 「噸」	a unit measuring weight, equal to 1,000 kilograms 指 量度重量的單位，相等於1,000公斤
“US” 「美國」	the United States of America 指 美利堅合眾國
“US\$” 「美元」	US dollar, the lawful currency of US 指 美國之法定貨幣－美元
“%” 「%」	per cent. 指 百分比

\* The English or Chinese translations in this interim report, where indicated, denote for identification purposes only.  
\* 本中期報告的英文或中文翻譯(如註明)僅供識別。

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Dr. Lin Shaoquan  
Mr. Huang Guirong  
Mr. Luo Jianfeng

#### NON-EXECUTIVE DIRECTOR

Mr. Lin Dewei

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Bai Chongen  
Mr. Fung Pui Cheung  
Mr. Wong Kwok Ho Jonathan  
Mr. Cheung Man Yu  
Mr. Gao Lixin

### AUDIT COMMITTEE

Mr. Fung Pui Cheung (*Chairman*)  
Mr. Wong Kwok Ho Jonathan  
Mr. Lin Dewei  
Mr. Cheung Man Yu

### REMUNERATION COMMITTEE

Mr. Fung Pui Cheung (*Chairman*)  
Mr. Wong Luen Hei  
Mr. Zuo Manlun  
Dr. Bai Chongen  
Mr. Wong Kwok Ho Jonathan

### NOMINATION COMMITTEE

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun  
Dr. Bai Chongen  
Mr. Fung Pui Cheung  
Mr. Wong Kwok Ho Jonathan  
Mr. Gao Lixin

### 董事會

#### 執行董事

黃聯禧先生(*主席*)  
左滿倫先生(*行政總裁*)  
左笑萍女士  
賴志強先生  
孔兆聰先生  
陳國南先生  
林少全博士  
黃貴榮先生  
羅建峰先生

#### 非執行董事

林德緯先生

#### 獨立非執行董事

白重恩博士  
馮培濶先生  
王國豪先生  
張文宇先生  
高立新先生

### 審核委員會

馮培濶先生(*主席*)  
王國豪先生  
林德緯先生  
張文宇先生

### 薪酬委員會

馮培濶先生(*主席*)  
黃聯禧先生  
左滿倫先生  
白重恩博士  
王國豪先生

### 提名委員會

黃聯禧先生(*主席*)  
左滿倫先生  
白重恩博士  
馮培濶先生  
王國豪先生  
高立新先生

公司資料(續)

**COMPANY SECRETARY**

Mr. Kwan Chi Wai Samuel

**AUTHORISED REPRESENTATIVES**

Mr. Zuo Manlun

Mr. Kwan Chi Wai Samuel

**REGISTERED OFFICE**

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA**

Liansu Industrial Estate  
Longjiang Town  
Shunde District  
Foshan City  
Guangdong Province 528318  
China

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 3, 12th Floor, Tower 2  
South Seas Centre  
75 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

**LISTING INFORMATION**

Listing:

The Stock Exchange of Hong Kong Limited

Stock code:

2128

**SHARE INFORMATION**

Board lot size:

1,000 shares

Share issued as at 30 June 2014:

3,110,255,400 shares

Market capitalisation as at 30 June 2014:

HK\$12,908 million

**公司秘書**

關志偉先生

**法定代表**

左滿倫先生

關志偉先生

**註冊辦事處**

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**中國總部及主要營業地點**

中國  
廣東省(郵編: 528318)  
佛山市  
順德區  
龍江鎮  
聯塑工業村

**香港主要營業地點**

香港九龍  
尖沙咀東部  
麼地道75號  
南洋中心  
第二座12樓3室

**上市資料**

上市地點:

香港聯合交易所有限公司

股份代號:

2128

**股份資料**

每手買賣單位:

1,000股

於2014年6月30日已發行股份數目:

3,110,255,400股

於2014年6月30日市值:

129.08億港元

公司資料(續)

## FINANCIAL CALENDAR

Interim results announcement:  
18 August 2014

## PRINCIPAL SHARE REGISTRAR

MaplesFS Limited  
PO Box 1093  
Queensgate House  
Grand Cayman, KY1-1102  
Cayman Islands

## BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

## INVESTOR RELATIONS

iPR Ogilvy & Mather  
Units 2008–12, 20th Floor, The Centre  
99 Queen's Road, Central, Hong Kong  
Tel: (852) 2136 6185  
Fax: (852) 3170 6606  
Email: ir@lesso.com

## AUDITOR

Ernst & Young  
Certified Public Accountants, Hong Kong

## SOLICITOR

K&L Gates

## PRINCIPAL BANKERS

Agricultural Bank of China Limited  
Bank of China (Hong Kong) Limited  
China Construction Bank Corporation  
China Merchants Bank Co., Ltd.  
CTBC Bank Co., Ltd., Hong Kong Branch  
Foshan Shunde Rural Commercial Bank Company Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Industrial and Commercial Bank of China Limited  
Taipei Fubon Commercial Bank Co., Ltd., Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited

## WEBSITE

<http://www.lesso.com>

## 財務日誌

中期業績公告：  
2014年8月18日

## 股份過戶登記總處

MaplesFS Limited  
PO Box 1093  
Queensgate House  
Grand Cayman, KY1-1102  
Cayman Islands

## 股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心  
17樓1712–1716室

## 投資者關係

iPR奧美公關  
香港皇后大道中99號  
中環中心20樓2008至12室  
電話：(852) 2136 6185  
傳真：(852) 3170 6606  
電郵：ir@lesso.com

## 核數師

安永會計師事務所  
香港執業會計師

## 律師

高蓋茨律師事務所

## 主要往來銀行

中國農業銀行股份有限公司  
中國銀行(香港)有限公司  
中國建設銀行股份有限公司  
招商銀行股份有限公司  
中國信託商業銀行股份有限公司香港分行  
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#### Forward-looking statements

This interim report contains forward-looking statements. These forward-looking statements include, without limitation, statements related to revenue and earnings. The words “believe,” “intend,” “expect,” “anticipate,” “forecast,” “estimate,” “predict,” “is confident,” “has confidence” and similar expressions are also intended to represent forward-looking statements. These forward-looking statements are not historical facts. Rather, the forward-looking statements are based on the current beliefs, assumptions, expectations, estimates and projections of the directors and management of China Lesso about the business, industry and markets in which China Lesso operates.

These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control and are difficult to predict. Consequently, actual results could differ materially from those expressed, implied or forecasted in the forward-looking statements.

Reliance should not be placed on these forward-looking statements, which reflect only the views of the directors and management of China Lesso as at the date of this interim report only. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after publication of this interim report.

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