



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

於開曼群島註冊成立之有限公司
Incorporated in the Cayman Islands with limited liability
股份代號 Stock Code: 408

Seizing Opportunities
and Embracing Changes
抓緊機遇 擁抱改變



45th
ANNIVERSARY

2016
Interim Report
中期業績報告

集團宏圖

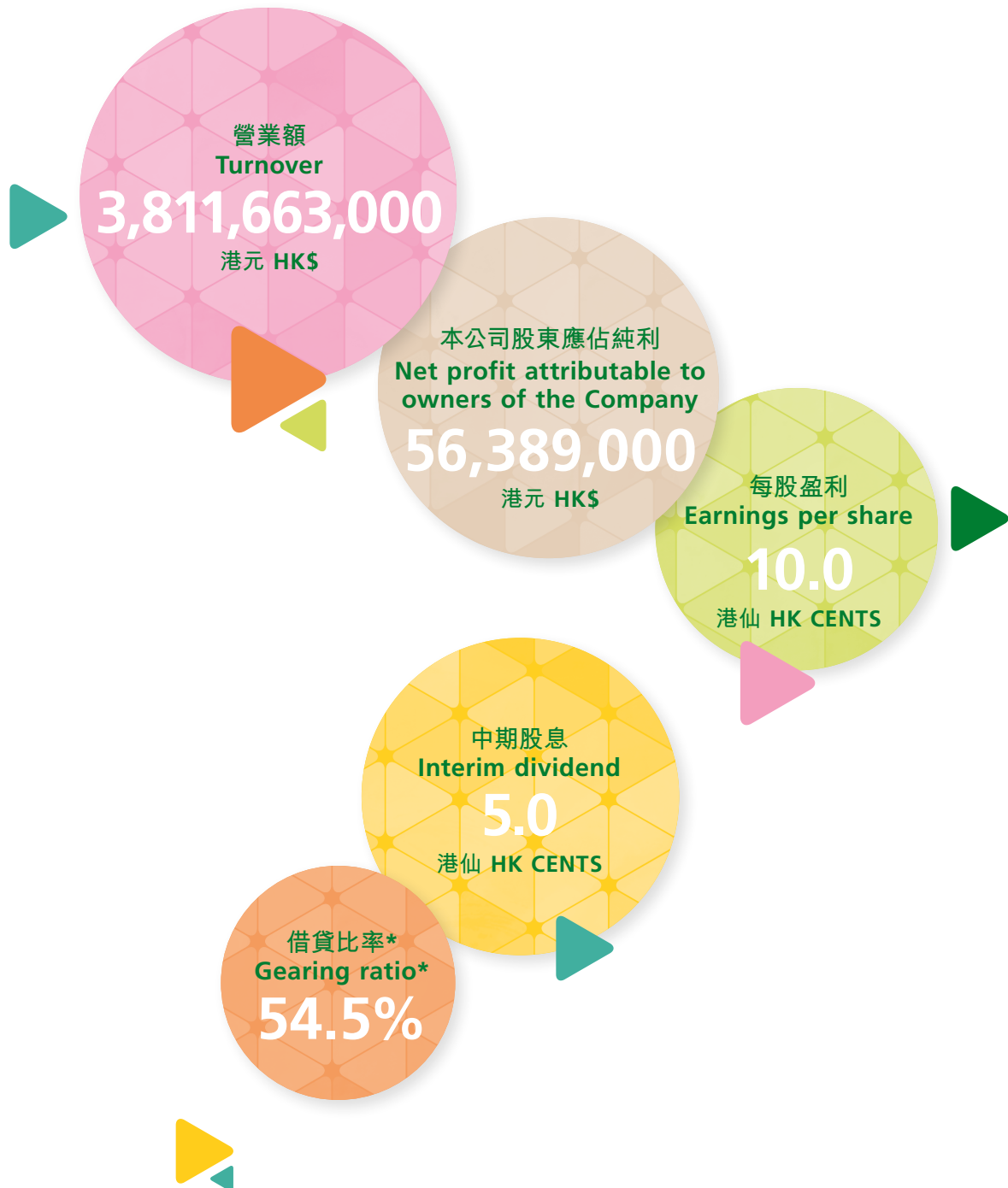
CORPORATE VISION



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概要 Highlights



* Measured by net bank borrowings as a percentage of equity attributable to owners of the Company as of 30 June 2016.

於二零一六年六月三十日之淨銀行借貸佔本公司股東應佔權益為計算基準。

截至二零一六年六月三十日止六個月期間(未經審核)
For the six-month period ended 30 June 2016 (Unaudited)

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

回顧

本人欣然向葉氏化工集團有限公司(「本公司」)及其附屬公司(統稱「葉氏化工」或「集團」)全體股東們呈報二零一六年上半年集團的業務概況。曾於去年對本集團業務構成較大負面影響的兩大因素，期內有所舒緩。(一)國際原油價格在低位喘定，眾多基礎的化工原材料均相應地處於較低和穩定的水平，為期內業務營造一個良好的經營環境；(二)人民幣匯價雖續有下調，惟幅度相對減弱，加上集團在採取一系列有效的管控措施後，其對集團業績構成的影響已大為減小。然而，期內集團依然面對一個非常嚴峻的大環境，全球經濟低迷，需求疲弱，制約了中國的出口，國內嚴重的產能過剩困擾，不見明顯的舒緩。房地產與金融市場的持續性低迷，令貨幣供應緊絀，從而繼續在很大程度上壓縮了各項經濟活動的空間。期內集團按既定策略，按部就班，不急不緩，基本上頗為順利地完成了上半年的各項相關指標。期內營業額錄得3,811,663,000港元，較去年同期下降11%，撇除兩者在銷售單價的差異比較後，銷售量實質比去年同期增長14%。在股東應佔溢利方面則錄得56,389,000港元，較去年同期下降32%，但較去年全年的47,847,000港元為高。同樣在撇除各項的特殊因素，與去年同期作綜合比較後，樂見集團的整體盈利在優化中。另一方面，期內集團繼續秉承發展不忘穩健、審慎理財、改善資產質素等方面作出不懈努力，漸取成效。集團的借貸比率再進一步下降至54.5%，經慎重綜合評估後，本公司董事會(「董事會」)議決向全體股東們派發中期股息每股5港仙。

Review

I am pleased to present to all shareholders of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively "Yip's Chemical" or the "Group") a business overview of the Group for the first half of 2016. In the period, two factors which brought considerable negative impacts to the Group's business last year subsided somewhat. One was crude oil prices, which had stabilised at low levels. As a result, the prices of a host of fundamental chemical raw materials stayed at low and stable levels, creating a benign operating environment for our business during the period. The other was the Renminbi exchange rate which, though still falling, was doing so to a lesser degree than before and had a much diminished impact to the Group's results given that a whole range of effective control measures had also been implemented. Yet, in the period, the Group still had to confront an extremely tough macro environment as the depressed global economy and sluggish demand curbed exports from China and there was no sign that the mainland's problem of serious overcapacity was mitigated to any degree. Furthermore, the sustained downturn of the real property and financial markets had tightened money supply to the extent that room for various economic activities was greatly squeezed. In the period, the Group implemented its strategies in an orderly manner and had basically achieved all targets set for the first half of the year. Hence turnover fell to HK\$3,811,663,000, down by 11% on the year before. After taking into account differences in unit selling prices in the two periods, however, sales volume grew 14%. Profit attributable to shareholders was down 32% from the same period last year to HK\$56,389,000, which was still higher than amount of HK\$47,847,000 achieved for the whole year last year. Again, when various special factors have been excluded and comprehensive comparison is made with the same period last year, it is apparent that the Group's overall profit was improving. On the other hand, the Group's persistence in steady development, prudent financial management and asset quality improvement had gradually taken effect. As the Group's gearing ratio was further lowered to 54.5%, the board of directors of the Company (the "Board") has, after careful all-round assessment, resolved to declare an interim dividend of HK5 cents per share to all shareholders.

主席報告－回顧及展望

Chairman's Statement – Review & Prospects

展望

上半年集團的業務，其綜合表現符合預期，對於全年達致預期目標，本人也持審慎樂觀態度。然而，誠如本人在去年年報預測的一般，在未來仍有一段頗長的時間，集團仍需面對一個極具挑戰和充滿諸多不明朗因素的經營大環境。國內的產能過剩，消化需時，市場需求疲弱，經濟繼續下行的壓力不見舒減，增長模式有待轉型，貨幣供應緊絀，信貸風險日增。國際方面，地緣政治不穩，近日添上南海主權爭議一筆，英國脫歐可能更為振興環球經濟添亂。凡此種種，均屬一些深層次的問題，絕不是可以在短時間內解決的困擾。集團將一如既往，認清形勢，沉着應對，堅信世界多變是常態，快速應變才是生存和致勝之道。董事會於去年對集團的最高管理架構和領導團隊快速作出調整與重組，在過去的半年，本人喜見集團最高領導團隊在改變企業文化，重點著力提昇營運效益方面，作出了很大的努力，落實了很多的舉措，同時亦取得了預期的成效。另一方面，本人更喜見期內集團的研發團隊，人員有所充實，質素有所提昇，研發方向更加聚焦在配合國情的各種環保產品方面。因此，本人有信心預期，隨著集團在自我調整、自我提昇的歷程中，成效遂漸彰顯，核心競爭力將不斷提昇。伴著祖國實現「強國夢」的必然之路，期間盡是商機處處，集團當可抓緊機遇，不斷地為股東們締造價值的回報。本人代表董事會對高層領導團隊的不懈努力、全體員工們的辛勞貢獻、各界合作夥伴的信任與支持，表示衷心的感謝。

Outlook

As the overall performance of the Group's business in the first half of the year has conformed to expectation, I am cautiously optimistic that our annual targets will also be met. Nevertheless, as I predicted in my annual report last year, for a long time to come, the Group will still have to cope with a business environment that is both challenging and inundated with uncertainties. Domestically, overcapacity will take time to consolidate; sluggish market demand means that economic downturn pressure will unlikely be checked; the mode of growth has yet to be transformed; and as money supply remains tight, credit risk will get increasingly higher. Internationally, the recent dispute over South China Sea sovereignty has increased geopolitical instability while Brexit is likely to be adverse to matters in global economic revival. All these are deeply ingrained problems that cannot be resolved in short order. The Group will, as always, analyse situations and deal with them calmly in the belief that an ever-changing world is the norm and responding quickly to changes is the way to survive and succeed. Last year, the Board carried out adjustments in the leadership team and reorganisation of the Group's top management structure. In the past half year, I was pleased to note that the Group's top leadership team made a lot of efforts in changing corporate culture and in raising operating efficiency. A lot of measures were implemented and expected results were achieved. Meanwhile, I also noted that the Group's R&D team was reinforced and trained up while their R&D efforts were more focused on environmentally friendly products that mesh well with national needs. Therefore, I am confident in predicting that, as the Group's self-adjustments and self-improvements take their course, their effects will become more apparent and our core competitiveness will be enhanced continuously. As our motherland inevitably realises its dream of becoming a strong nation, business opportunities are abound and the Group will be able to seize the moment and create returns of value to our shareholders continuously. On behalf of the Board, I would like to convey my sincere thanks to unflagging efforts of our Senior Leadership Team, the dedication of the whole staff as well as the trust and support of all our partners.

聯席行政總裁報告

Report of the Co-Chief Executive Officers

二零一六年上半年度本集團業績的要點包括：

- 一. 銷量錄得14%增長，但各項產品售價仍隨原材料價格下跌而回落，導致銷售金額下跌11%，錄得3,811,663,000港元；
- 二. 毛利率進一步改善至18.5%，同比增長約1.9個百分點；
- 三. 股東應佔溢利錄得56,389,000港元，同比下跌32%，值得說明的是扣除匯兌損失及國內公司分派利潤所繳的股息稅兩項因素，同比溢利大致相若；
- 四. 資金運用續有改善，於二零一六年六月三十日之借貸比率進一步下降至54.5%，同比下跌5.2個百分點；
- 五. 減低人民幣匯率波動對業績影響的措施(包括持續從國內匯返盈餘資金)生效，相關匯兌差異比去年下半年大幅收窄。

The main highlights of the performance of the Group in the first half of 2016 are as follows:

1. Sales quantity rose 14%, but because the selling prices of products were down generally as raw material prices dropped, turnover fell 11% to HK\$3,811,663,000;
2. Gross profit margin was further raised to 18.5%, an increase of 1.9 percentage points year-on-year;
3. Profit attributable to shareholders amounted to HK\$56,389,000, a year-on-year drop of 32%. Worth mentioning is the fact that, after discounting exchange losses and payment of withholding tax upon profit distribution by the Group's Mainland companies, profits remained more or less the same;
4. Use of funds continued to improve. The Group's gearing ratio as at 30 June 2016 saw a further decline to 54.5%, representing a year-on-year decrease of 5.2 percentage points;
5. Measures to reduce the impact on the Group's results arising from fluctuations in the Renminbi exchange rate (including the continuous remittance of surplus funds from the Mainland) were found to be effective, with the result that the related exchange difference narrowed down significantly from the second half of last year.

聯席行政總裁報告 Report of the Co-Chief Executive Officers

四項主業檢視如下：

溶劑

溶劑業務銷量增長理想，期內錄得銷售量超過42萬噸，同比增長18%。期內出口銷量大幅增加三倍至約39,000噸，對增加銷量、攤薄各項運作成本大有幫助。經營溢利顯著改善，期內錄得104,524,000港元，同比增加22%。

本年下半年將專注優化營運效益，在龐大的銷售和開支的基礎上，深入挖潛，進一步發揮規模效應。此外位於華東江蘇的泰興廠仍有土地可供發展，將研發更多醋酸酯品種，進一步豐富產品系列。

塗料

與二零一五年同期比較，塗料業務的整體銷量於本年度上半年錄得溫和增長。集團的使命是提供環保解決方案的家裝塗料，加上在相關政府政策推動下，該業務繼續進行轉型，將建築塗料產品從油性漆轉為水性漆。由於後者的銷售單價較低，營業額下跌18%至814,296,000港元，而毛利則下跌13%或約40,600,000港元，但毛利率穩健增長1.7個百分點，集團進一步精簡業務及改變若干業務單位的重心及策略，導致出現龐大的一次性開支及撥備，凡此種種令塗料業務的經營溢利較去年同期大幅下跌至15,046,000港元。

Reviews of the Group's four business lines are as follows:

Solvents

Growth in solvents' sales quantity was satisfactory. In the period, sales volume exceeded 420,000 tonnes, which was a growth of 18% for the same period last year. In the period, export sales volume increased strongly by three folds to approximately 39,000 tonnes, bolstering overall growth in sales quantity and contributing towards a dilution of various operating costs. In the period under report, operating profits improved markedly to HK\$104,524,000, representing an increase of 22% year-on-year.

In the second half of this year, management's focus will be on optimising operational efficiency by further tapping economies of scale on the basis of huge turnover and high operating expenses. Also, as land is still available in the Taixing factory in Jiangsu of Eastern China, more acetate products will be developed to enrich the existing product mix.

Coatings

Coatings recorded mild growth in overall sales volume in the first half of the year compared with the same period of 2015. Driven by the Group's mission to provide environmental friendly solutions for households and also catalysed by various government initiatives, the business continuously consolidated to shift its architectural coatings products from solvent-based towards water-based paints with relatively lower unit selling prices. As a result, turnover dropped 18% to HK\$814,296,000 though gross margin was healthily improved by 1.7 percentage points. Consequently, gross profit declined 13% or about HK\$40,600,000. With further streamlining of the business and an organisational restructuring due to the implementation of business segment focusing strategy, considerable one-off expenses and provision were incurred. All these resulted in a much lower operating profit of HK\$15,046,000 compared with same period last year.

聯席行政總裁報告
Report of the Co-Chief Executive Officers

展望未來，塗料組將繼續從其基本要素進行改革，包括專注發展目標業務單位、加強分銷網絡、迅速向市場推出環保產品、提升員工質素，以及降低經營成本。集團深信此等策略將帶領塗料業務回復正常盈利，同時造就此項業務成為集團未來的主要增長動力。

油墨

油墨業務方面，集團致力推行細分市場盈利管理及提高生產力的策略已見成效，此業務的經營溢利於本年首六個月創新高，達48,235,000港元，較去年同期增加160%。雖然營業額下降9%至659,910,000港元，銷量亦與去年同期相若，惟業務的整體毛利率大幅上升，主要由於食品包裝油墨的毛利率增加及精簡產品種類，從而降低了平版印刷油墨產品的供應鏈成本所致。

集團向重點食品包裝油墨客戶提供水性油墨的策略，預期將於本年度下半年取得初步成果。同時，集團已在其浙江廠房完成安裝一條全自動生產線，且即將投入運作，將有助提升生產力及降低油墨業務的生產單位成本。整體而言，儘管面對重重挑戰，油墨業務仍然處於有利位置，以達致可持續增長。

Going forward, the coatings division will continue to relentlessly transform the business by working on business fundamentals – i.e. focused development in target segments, building up distribution channels, fast tracking environmental friendly products to the market, uplifting people capabilities and, last but not least, lowering cost of operations. We are confident that such transformation would bring the business back to its normal path of profitability for the many years to come, thus further positioning coatings as the core growth engine in the Group.

Inks

Dedicated effort in executing segmented profitability management and productivity improvements has harvested early success in Inks. Hence, operating profit attained a new high of HK\$48,235,000 in the first six months of the year, an increase of 160% compared with same period last year. Though turnover dropped by 9% to HK\$659,910,000 with essentially the same sales volume, gross margin improved remarkably in all segments as a result of a margin improvement initiative in food packaging inks and a streamlining of product offerings, thereby lowering supply chain costs for offset printing inks products.

The second half of the year should see early wins in introducing water-based inks to selected food packaging inks customers. The success in the installation of a fully automated line in our Zhejiang plant should also enhance productivity and lower unit cost of production in the business. Overall, Inks has reached a platform of sustainable growth notwithstanding a number of challenges ahead.

聯席行政總裁報告 Report of the Co-Chief Executive Officers

潤滑油

在二零一五年下半年極具挑戰的營商環境下，於去年底組成的新領導團隊推行果斷措施，確保業務的可持續性。雖然營業額下跌11%至161,224,000港元，但經營虧損僅為1,325,000港元，較二零一五年上半年略為上升。撇除員工賠償及資產註銷等多項一次性開支後，潤滑油業務實際上錄得利潤。

完成艱辛的整合後，該業務團隊開始專注發展高級車用潤滑油等盈利能力較高的業務單位，並開拓主要工業客戶，同時持續削減成本，包括透過外判物流工作予專業服務公司，大幅降低相關經營成本。集團有信心潤滑油業務將於今年重拾盈利。

展望

展望下半年，集團將繼續以具品質的增長為目標，通過聚焦細分市場、營運優化、創新產品等策略，短期內把業務盈利重新帶回應有的軌跡。並進一步提升團隊的專業性，建構集團的核心競爭力，為「百年葉氏」的企業宏圖打下堅實的基礎。

Lubricants

Emerging from the very challenging operating environment in the second half of 2015, the new leadership team installed at the end of last year has created a necessary sense of urgency by taking drastic measures to lift the business back to viability. Even though turnover declined 11% to HK\$161,224,000, a marginal operating loss of only HK\$1,325,000 was recorded, which was mildly increased compared with the first half of 2015. Should various one-off expenses such as employee compensation and asset write-offs be discounted, the operating results would have been positive instead.

After a period of painful consolidation, the Lubricants team has started to focus on growing more profitable segments like upmarket automotive engine oils and on cultivating key industrial accounts. Meanwhile, costs have been driven down continuously. For example, by contracting out logistics requirements to professional services companies, logistics costs have been significantly lowered. We are confident that Lubricants will be able to get back to profitability this year.

Outlook

For the second half of the year, the Group will continue to aim at achieving growth with quality and will bring profitability back on track in the short term by implementing strategies such as a focus on market segments, optimisation of operations and product innovations. We will further raise the professionalism of our staff and build up our core competitiveness to provide a solid foundation on which the corporate vision of realising “A Century of Revered Leadership” will be based.

企業社會責任 Corporate Social Responsibility

工作環境質素 安全至上

集團安全健康環保委員會(「集團安委會」)於回顧期內共召開2次會議討論及檢討集團及子公司在安全、健康、環保三方面的情況，以確保各部門嚴格遵守所有相關的安全法規和要求。集團安委會委員亦於期內前往國內廠房作安全巡視，以審視集團的安全運作情況。回顧期內，集團安全健康環保部(「安環部」)對國內各廠房進行共7次安全檢查和5次專項檢查，向不同廠房提供意見及要求作出整改，持續改進安全管理工作。安全培訓方面，期內集團及子公司共進行了59,869小時與安全健康環保相關的培訓。

員工發展及保障

高級管理人員的開發及培育對集團的持續發展有至關重要的意義。為了長遠規劃人才庫之建立與領導人才之培育，集團成立了高管人才發展委員會，由集團資深人力資源總監出任召集人，成員包括董事會主席、集團聯席行政總裁、集團財務總裁及子公司總經理。高管人才發展委員會主要負責確定和持續追蹤關鍵崗位的領導人才，推行管理繼承人計劃。

集團近年亦明確了葉氏人的四大素質，簡稱「工作新浪潮」(TIDE)，即團結(Teamwork)、正直(Integrity)、決心(Determination)、卓越(Excellence)，以強化集團企業文化。管理層期望集團上下數千員工能充份體現工作新浪潮的工作行為，攜手共建「百年葉氏、引以為傲、備受尊崇」的集團宏圖。

Workplace Practices Safety First

In the period under report, two meetings were convened by the Group Health, Safety and Environmental Committee (HSE Committee) to discuss and review the performance of the Group and its subsidiaries in the areas of safety, health and environmental protection to ensure that all departments are in strict compliance with all relevant safety regulations and requirements. Members of the committee also inspected plants on the mainland to check on the safety operation of the Group. During the period, the Group's HSE Department carried out seven safety inspections and five theme-specific inspections on mainland plants. Subsequently, suggestions were offered and corrective action requests were issued to individual plants to help the continual improvement of their safety management efforts. In the half-year period, a total of 59,869 hours of HSE related training was carried out by the Group and its subsidiaries.

Staff Development and Welfare

The cultivation and nurturing of senior management personnel plays a crucial role in the sustained development of the Group. To better carry out long-term planning of a talent bank and to nurture leadership, a Senior Management Personnel Development (SMPD) Committee has been set up with the Head and Senior Leader of Group Human Resources as its convenor. Members of this committee include the Chairman of the Board, the Group Co-Chief Executive Officers, the Group Chief Financial Officer and the general managers of various subsidiaries. The SMPD Committee is mainly responsible for identifying and tracking leaders in key positions and for implementing management succession plans.

The Group has in recent years identified four traits that are required of Yip's Chemical employees: **T**eamwork, **I**ntegrity, **D**etermination and **E**xcellence. Summarised as "TIDE", the identification of these four traits are meant to fortify the Group's corporate culture. It is the wish of top management that all few thousand or so employees in the Group will demonstrate the behaviours of TIDE at work in striving to realise the corporate vision of "A Century of Revered Leadership".

企業社會責任 Corporate Social Responsibility

環境保護

集團旗下紫荊花塗料集團一貫注重環保效益，秉承「環保、低碳、高性能」的研發方向，不斷開發適合中國市場的優質塗料產品。紫荊花塗料集團去年推出「水木天成」F1水性木器漆產品，積極回應消費者對水性塗料產品的需求，反應理想。此產品採用先進技術製成的健康型水性木器漆，不添加苯、汞、鉛等有害物質，不含游離甲苯二異氰酸酯且揮發性有機化合物(VOC)含量低，適用於室內木器傢俱、護牆板及木製品的裝飾，能充分滿足消費者對生活品質的環保無毒要求。

除了水性民用塗料外，紫荊花塗料集團亦為工業客戶提供全方位的環保塗料解決方案。去年推出淨味PU家具漆，採用更純淨環保的原料，配合高科技的塗料成膜淨味技術，達到明顯的淨味效果。紫荊花塗料集團同時積極推廣水性家具漆，產品同樣選用優質進口水性乳液，不添加苯、汞、鉛等有害物質，且揮發性有機化合物含量低，滿足家具行業持續攀升的環保需求。

Environmental Protection

Environmental benefits have always been a major concern of the Bauhinia Coatings Group under the Group which adheres to the R&D direction of developing eco-friendly, low-carbon and high-performance quality coatings products suitable for the China market. The “Water and Wood in Perfect Harmony” F1 water-based wood paint launched by the Bauhinia Coatings Group last year as a positive response to consumer demand for water-based coatings has been well received. This is a high-tech paint that does not have benzene, mercury or lead in its ingredients, does not contain any dissociated toluene diisocyanate and is low in volatile organic chemicals. It is suitable for use in indoor wood furniture, weatherboards and wooden decorations and fully meets consumer requirements that household environments should be absolutely eco-friendly and poison-free.

In addition to water-based household paints, the Bauhinia Coatings Group also provides its industrial clients with comprehensive eco-friendly coatings solutions. A PU furniture paint that was introduced last year has achieved significant odourless effect through the use of purer eco-friendly raw materials and the employment of a hi-tech coating film-forming odour removal process. At the same time, to meet the furniture industry’s ever-rising environmental requirements, the Bauhinia Coatings Group has been actively promoting its range of water-based furniture paints that also use high-grade imported aqueous emulsions which are free from benzene, mercury and lead and are low in volatile organic compounds.

企業社會責任
Corporate Social Responsibility



社區參與 流動眼科手術車捐贈計劃

葉氏化工早於二零一零年起已與亞洲防盲基金會及中國殘疾人聯合會共同發起「葉氏化工流動眼科手術車十年捐贈計劃」，透過捐贈多架配備先進眼科手術儀器的流動眼科手術車，幫助國內的白內障患者重見光明。直到目前，集團合共捐贈七部手術車，捐贈金額總值約1,800萬港元。自項目開始至二零一六年六月三十日止，集團捐贈的流動眼科手術車已成功為58,030名白內障患者提供白內障移除手術。今年上半年，集團捐贈第七部手術車予湖南省，並於七月於長沙市舉行捐贈儀式。

除了擔當手術車捐贈者的角色外，葉氏化工義工隊每年都會號召集團及國內子公司的員工到訪受贈省份，進行為期三天的流動眼科手術車探訪活動。今年七月，義工隊一行共16人到訪黑龍江省佳木斯市參觀手術車運作、進行白內障預防教育和患者及康復者探訪等。自二零一五年開始，義工隊更動員同事以外其他持份者如經銷商參與為期半日的流動眼科手術車小型探訪。今年五月，共有13名來自潤滑油業務的經銷商及同事到訪江蘇省的手術車，並為患者送上慰問。

Community Participation Mobile Eye Surgery Centre Donation Programme

Since 2010 Yip's Chemical has been running a "10-Year Mobile Eye Surgery Centre Donation Plan" in collaboration with Asian Foundation for the Prevention of Blindness and China Disabled Persons' Federation. The objective is to restore vision in mainland cataract patients through the donation of a number of mobile eye surgery units equipped with advanced ophthalmological surgery equipment. To date, the Group has already donated seven such mobile units amounting to some HK\$18 million in total donation. Up to 30 June 2016 since the launch of the programme, these mobile eye surgery units have already carried out cataract removal surgery for 58,030 cataract patients. In the first half of this year, a seventh mobile surgery unit was donated to Hunan with the donation ceremony held in July in Changsha.

In addition to donating mobile surgery units, every year Yip's Chemical Corporate Volunteer Team (the Volunteer Team) also calls on employees of the Group and its mainland subsidiaries to go to a recipient province to pay a three-day visit to the mobile surgery. This July, 16 members of the Volunteer Team went to the city of Jiamusi in Heilongjiang to conduct cataract prevention education sessions and visit cataract patients and ex-patients. Beginning 2015, the Volunteer Team also appeals to other stakeholders such as distributors to volunteer for min-visits to the mobile eye surgery units for half a day. This May, 13 distributors and colleagues from our lubricants business paid a visit to the surgery unit in Jiangsu and sent their good wishes to the patients.

企業社會責任 Corporate Social Responsibility

企業義工隊

繼去年與香港聖雅各福群會攜手舉辦全年性義工活動「童心敬老師友計劃」後，今年葉氏化工再度與香港聖雅各福群會合作，共同舉辦「童心敬老師友計劃」延續項目「耆童同樂共融計劃」，繼續為社區注入正能量。此計劃的關懷對象為居住於深水埗區內的獨居長者，或者是兩老同住的家居。全年有共6個活動，期內我們舉辦了3個項目，例如與長者慶祝端午節等。此外，計劃亦會資助長者及學童參加興趣班，藉此發掘他們的藝術潛能外，亦希望長者可從中建立正面社區網絡。

截至二零一六年六月三十日止六個月，葉氏化工香港及國內的員工和親友的義工服務時數為553小時；香港及國內參與義工服務的人數達102人。

Corporate Volunteer Team

On the heels of the “Cross-Gen Mentorship Scheme” held together with St. James Settlement last year, the Volunteer Team this year extends the collaboration by running a sequel project called “Cross-Gen Integration Program” to continue imbuing positive energy into the community. The targets of this programme are solitary-living elderly individuals or households with two elderly persons in the Sham Shui Po district. For the whole year, six activities have been planned; in the period under report, three were implemented, including a celebration of the Dragon Boat Festival with the elders. This programme will also sponsor the participation of the elders and the schoolchildren in hobby classes as a way to uncover their artistic talents while helping the establishment of positive social networks on the parts of the elders.

In the six months ended 30 June 2016, Yip’s Chemical employees in Hong Kong and the mainland together with their friends and relatives contributed a total of 553 hours in services. The total number of volunteers involved was 102.



榮譽 Awards

香港 Hong Kong 企業社會責任 Corporate Social Responsibility

社會企業研究所

Social Enterprise Research Institute

社會關愛企業卓越獎

Outstanding Social Caring Organization Award



社會福利署

Social Welfare Department

2015 年義務工作嘉許銅狀

Bronze Award for Volunteer Service 2015



香港社會服務聯會

The Hong Kong Council of Social Service

10年Plus「商界展關懷標誌」

10 Years Plus Caring Company Logo

香港工業總會

Federation of Hong Kong Industries

「工業獻愛心」2016 – 卓越關懷大獎(中小企組別)

“Industry Cares” 2016 – Outstanding Caring Award
(SME Group)



中國內地 Mainland China 其他Others

上海市企業誠信建設活動組委會及

上海市化工行業協會

Shanghai Corporate Credibility Promotion
Activity and Shanghai Chemical Industry
Association

二星級誠信創建企業

Two-star Trustworthy Enterprise

《中國塗料報》

China Coatings News

2016第七屆「金漆獎」之「2015年傑出木器塗料品牌」

The 7th Golden Paint Award 2016 – Outstanding
Wood Coatings Brand 2015

流動資金及財務資源

Liquidity and Financial Resources

於二零一六年六月三十日，集團的借貸比率(以淨銀行借貸佔本公司股東應佔權益為計算基準)為54.5% (二零一五年十二月三十一日：54.0%)，與去年中期相比下降5.2個百分點，比率保持於健康水平。期內繼續因應人民幣匯率的最新市場走勢，將國內盈餘資金匯回香港並償還短期貸款，故銀行總欠款及存款均較去年年底下降，而淨銀行借貸則大致持平，本公司股東應佔權益內匯兌儲備受人民幣貶值影響，令整體權益下跌約1%，借貸比率因而較去年底微升0.5個百分點。期內經營業務繼續產生淨現金流入，反映集團的營運資金流動性持續有所改善。

於二零一六年六月三十日，集團的銀行總欠款為2,510,490,000港元(二零一五年十二月三十一日：2,775,163,000港元)，扣除短期銀行存款、銀行結餘以及現金1,109,650,000港元(二零一五年十二月三十一日：1,374,268,000港元)後，淨銀行借貸為1,400,840,000港元(二零一五年十二月三十一日：1,400,895,000港元)。銀行總欠款中，須於一年內清還之短期貸款為758,261,000港元(二零一五年十二月三十一日：1,171,344,000港元)，該等貸款以兩種貨幣定值，包括756,981,000港元以港幣定值和1,280,000港元以人民幣定值(二零一五年十二月三十一日：1,124,764,000港元以港幣定值、2,359,000港元以人民幣定值、25,535,000港元以澳元定值和18,686,000港元以美元定值)。此外，一年後到期的長期貸款為1,752,229,000港元(二零一五年十二月三十一日：1,603,819,000港元)，全數以港幣定值。

As at 30 June 2016, the Group's gearing ratio (measured by net bank borrowings as a percentage of equity attributable to owners of the Company) was 54.5% (31 December 2015: 54.0%). The gearing ratio is maintained at a healthy level with a decline of 5.2 percentage points when compared with last interim period. During the period, the Group has continued to remit back surplus Renminbi ("RMB") fund in China to Hong Kong for repayment of short-term loans in view of the latest market trend of RMB exchange rate. Compared with last year end, both of the total bank borrowings and bank deposits thus decreased while net bank borrowings maintained at a similar level. The translation reserve was affected by the RMB depreciation and resulted in around 1% decrement in the equity attributable to owners of the Company. Thus, the gearing ratio increased slightly by 0.5 percentage point when compared with last year end. The Group continues to generate net cash inflow from its operating activities, which reflects the Group is keeping on to improve its liquidity in operating capital.

As at 30 June 2016, the gross bank borrowings of the Group amounted to HK\$2,510,490,000 (31 December 2015: HK\$2,775,163,000). After deduction of short-term bank deposits, bank balances and cash amounting to HK\$1,109,650,000 (31 December 2015: HK\$1,374,268,000), the net bank borrowings amounted to HK\$1,400,840,000 (31 December 2015: HK\$1,400,895,000). Out of the gross bank borrowings, HK\$758,261,000 (31 December 2015: HK\$1,171,344,000) were short-term loans and repayable within one year. Such loans were denominated in two currencies, namely HK\$756,981,000 in Hong Kong Dollar and HK\$1,280,000 in RMB (31 December 2015: HK\$1,124,764,000 in Hong Kong Dollar, HK\$2,359,000 in RMB, HK\$25,535,000 in Australian Dollar and HK\$18,686,000 in US Dollar). Long-term loans repayable after one year amounted to HK\$1,752,229,000 (31 December 2015: HK\$1,603,819,000), and they were all denominated in Hong Kong Dollar.

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

短期銀行存款、銀行結餘以及現金使用以下貨幣定值，包括208,332,000港元以港幣定值、771,668,000港元以人民幣定值、129,372,000港元以美元定值、278,000港元以其他貨幣等定值(二零一五年十二月三十一日：61,563,000港元以港幣定值、1,164,897,000港元以人民幣定值、147,767,000港元以美元定值和41,000港元以其他貨幣定值)。

為延續過往到期的中長期貸款，集團於二零一六年上半年已合共取得600,000,000港元之四至五年長期雙邊貸款。於二零一六年六月三十日，由於已將從國內調回的盈餘人民幣資金償還大部份短期貸款，中長期貸款(含一年內須償還之部份)佔所有貸款的比例為96%。由於部份集團的借貸以浮動利率計息，借貸成本會受利率波動影響。為減低利率波動對集團融資成本的影響，集團在往年已為大部分中長期雙邊貸款以利率掉期固定借貸利率，對沖貸款利率的風險。於二零一六年六月三十日，集團貸款中以定息安排的銀行總借貸及非流動借貸分別為64%和67%。此外，如往年報告所述，集團在二零一三年以澳元定值之三年中期雙邊貸款，已於上半年度全部償還。由於提取當日已經以外匯掉期合同轉換為港幣定值償還貸款，總結貸款全期無出現重大外幣貸款的匯兌損益。

The short-term bank deposits, bank balances and cash were denominated in the following currencies, namely HK\$208,332,000 in Hong Kong Dollar, HK\$771,668,000 in RMB, HK\$129,372,000 in US Dollar and HK\$278,000 in other currencies (31 December 2015: HK\$61,563,000 in Hong Kong Dollar, HK\$1,164,897,000 in RMB, HK\$147,767,000 in US Dollar and HK\$41,000 in other currency).

In order to refinance previous mid to long-term loans which are now due for repayments, the Group has obtained 4 to 5-year bilateral long-term loans of HK\$600,000,000 in the first half of 2016. As at 30 June 2016, mid to long-term loans (including portions repayable within one year) accounted for 96% of the total bank loans as most short-term loans have been repaid by the surplus RMB fund back from China. Since some of the borrowings of the Group carry interests at floating rate, the funding costs are subject to interest rate fluctuation. In anticipation of the rate fluctuation, the Group has used interest rate swaps in previous years to fix the interest rate of most of its bilateral long-term and mid-term loans to hedge against the risk of interest rate fluctuation. As at 30 June 2016, the Group's loans under fixed rate arrangement accounted for 64% and 67% of its total and non-current bank borrowings, respectively. Furthermore, as stated in previous reports, the Group's 3-year bilateral mid-term Australian dollar loan entered in 2013 has been fully repaid in the first half of the year. Since the Group has used currency swap to convert the loan to a Hong Kong Dollar denominated repayment loan at the drawdown date, no material exchange difference is noted throughout the whole loan period.

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

於二零一六年六月三十日，多家於香港及中國大陸的銀行向集團提供合共5,740,493,000港元的銀行額度，足夠應付現時集團營運及未來發展所需。銀行額度中，76%以港元定值、22%以人民幣定值及2%以美元定值。集團過去在香港安排港幣銀行貸款以支持國內營運資金需要，利用香港較低的港幣借貸成本及國內較高的人民幣存款利率，提升資金效益。在此安排下，集團在過去數年節省了可觀的借貸成本。但由於集團的資產和收入主要集中於國內並以人民幣結算，集團面對的匯率風險因應人民幣兌港元貶值而增加。自二零一五年年中起，人民幣對港元大幅貶值，集團已調整了司庫策略，以應對該等風險，當中包括前述將國內盈餘的人民幣資金匯回香港，並兌換成港元，償還在香港的貸款。二零一五年下半年人民幣貶值約5.6%，集團因財務資產及負債而錄得約63,149,000港元的淨匯兌虧損；受惠於集團的司庫策略調整，二零一六年上半年人民幣雖貶值約1.3%，集團相關的淨匯兌虧損大幅降至3,511,000港元。集團預期國內借貸基準利率會維持下降趨勢而港元借貸利率則會跟隨美息上升，中港息差已開始並預期將會持續收窄，集團因而擴大人民幣借貸規模，目前已取得100,000,000港元等值人民幣流動貸款，並將陸續增加人民幣借貸額度作備用。另外，集團與主要銀行籌備成立人民幣跨境現金池，以促進香港與國內之間的資金管理工作。集團將不時以港幣、美元、人民幣或其他外幣構建最理想的銀行貸款組合，繼續在降低借貸成本及控制匯兌風險之間取得平衡。

As at 30 June 2016, a number of banks in Hong Kong and the Mainland China granted banking facilities totaling HK\$5,740,493,000 to the Group, providing sufficient funds to meet the present working capital and expansion requirements of the Group. Of these banking facilities, 76%, 22% and 2% were denominated in Hong Kong Dollar, RMB and US Dollar respectively. The Group has been arranging Hong Kong Dollar bank loans in Hong Kong for its China operations to leverage on the lower borrowing rate of Hong Kong Dollar in Hong Kong and higher deposit rate of RMB in the Mainland so as to enhance return of funds. Under this arrangement, the Group has already enjoyed substantial interest borrowing costs saving in the past years. However, as the Group's assets are mainly located in the Mainland and most of its income is generated in RMB, the Group's exposure to RMB exchange rate risk will be worsen when the RMB depreciates against Hong Kong Dollar. The Group has thus adjusted its treasury strategies to cope with the significant depreciation of RMB against Hong Kong Dollar since mid 2015. As stated above, the Group has been remitting back surplus RMB fund in China to Hong Kong for repayment of loans in Hong Kong. RMB depreciated by 5.6% in the second half of 2015 and the Group recorded HK\$63,149,000 exchange loss from its financial assets and liabilities. Benefiting from the adjustment in treasury strategies, RMB depreciated by 1.3% in the first half of 2016 while the related exchange loss was substantially reduced to HK\$3,511,000. The Group expects the RMB borrowing basic rate in the Mainland will be in decreasing trend while the interest rate in Hong Kong will follow the US Dollar interest rate increment. The interest rate gap between Hong Kong and the Mainland thus has been and is expected to keep narrowing. The Group is now expanding RMB loans portfolio and has already obtained HK\$100,000,000 equivalent RMB revolving loan at present. The Group further expects to obtain more RMB facilities for standing by in the future. The Group is also working closely with its major banks to set up cross-border RMB cash pooling to facilitate fund management between Hong Kong and the Mainland. The Group will continue to strike an optimal balance between lowering borrowing costs and minimizing currency exposure by structuring an optimal combination of Hong Kong Dollar, US Dollar, RMB or other foreign currency bank loans.

人力資源 Human Resources

於二零一六年六月三十日，本集團之僱員人數合共為3,857人，其中87人來自香港，其餘僱員來自中國大陸各個省份。

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

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

As of 30 June 2016, the Group has a total number of 3,857 employees. 87 employees are from Hong Kong while the rest of them are from different provinces in Mainland China.

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

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

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

董事及最高行政人員於證券之權益及淡倉

盡本公司所知，於二零一六年六月三十日，董事及其各自的聯繫人士於本公司股份中的權益(定義見證券及期貨條例(「證券及期貨條例」)第XV部)須(a)根據證券及期貨條例第XV部第7及第8部知會本公司及香港聯合交易所有限公司(「聯交所」)(包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條記載置存之登記冊內的權益；或(c)根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的權益如下：

好倉

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

To the best of the Company's knowledge, at 30 June 2016, the interests of the directors and their respective associates in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) to be recorded in the register to be kept pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

Long positions

所持普通股份及相關股份數目

Number of Ordinary Shares and Underlying Shares held

董事姓名 Name of Directors	股份權益 Interests in Shares 個人 Personal	股份權益 Interests in Shares 家族 Family	股份權益 Interests in Shares 公司 Corporate	購股權權益 Interests in Share Options ¹ 個人 Personal	總數 Total	於二零一六年 六月三十日 佔本公司 已發行股本 之百分比 Percentage of the Issued Share Capital of the Company as at 30.6.2016
葉志成先生 Mr. Ip Chi Shing	155,042,532	8,802,000 (a)	24,380,000 (b)	-	188,224,532	33.38%
葉子軒先生 Mr. Yip Tsz Hin	33,540,248	20,000,000 (c)	-	-	53,540,248	9.50%
王旭先生 Mr. Wong Yuk	-	-	-	-	-	-
何世豪先生 Mr. Ho Sai Hou	-	-	-	200,000	200,000	0.04%
鄭國照先生 Mr. Kwong Kwok Chiu	-	-	-	200,000	200,000	0.04%
唐滙棟先生 Mr. Tong Wui Tung	-	700,000 (d)	-	-	700,000	0.12%
黃廣志先生 Mr. Wong Kong Chi	-	100,000 (e)	-	-	100,000	0.02%
古遠芬先生 Mr. Ku Yuen Fun	20,680	14,000 (f)	-	-	34,680	0.01%
吳紹平先生 Mr. Ng Siu Ping	2,532,000	50,000 (g)	-	-	2,582,000	0.46%

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

附註：

- (a) 此等股份當中，6,796,000股由葉志成先生與妻子梁碧瑜女士共同持有，2,006,000股則由其妻子持有。
- (b) 此等股份分別由一間葉志成慈善基金有限公司之慈善組織(20,300,000股)和一間葉氏關愛延續基金有限公司之有限公司(4,080,000股)所持有。葉志成先生於葉志成慈善基金有限公司和葉氏關愛延續基金有限公司的股東大會分別擁有50% (與其妻子共有100%)及60% (與其弟妹共有100%)之投票權，故被視為擁有在該兩間公司持有此等股份之權益。
- (c) 此等股份由葉子軒先生之妻子葉曹家麗女士持有。
- (d) 此等股份由唐滙棟先生之妻子劉梅心女士持有。
- (e) 此等股份由黃廣志先生之妻子詹小慧女士持有。
- (f) 此等股份由古遠芬先生之妻子蘇艷霞女士持有。
- (g) 此等股份由吳紹平先生之妻子蕭靄莉女士持有。

¹ 所有購股權為非上市實物結算股本衍生工具。

董事在本公司購股權計劃(即部分相關股份)下所持有購股權之詳情可見下一節「購股權」。

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

除上文所披露者及董事以本公司或其附屬公司受託人身份持有附屬公司若干代名人股份外，於二零一六年六月三十日，各董事、最高行政人員或其聯繫人士均沒有於本公司或其任何聯營公司(按證券及期貨條例)之證券中持有任何權益或淡倉。

Notes:

- (a) Out of these shares, 6,796,000 shares are jointly held with Madam Liang Bih Yu, the wife of Mr. Ip Chi Shing and 2,006,000 shares are held by his wife.
- (b) These shares are held respectively by Ip Chi Shing Charitable Foundation Limited, a charitable organisation (20,300,000 shares) and Yip's Care Extension Foundation Limited, a limited company, (4,080,000 shares). Mr. Ip Chi Shing controls 50% (together with his wife control 100%) and 60% (together with his younger sister and brother control 100%) of the voting power at the general meetings of Ip Chi Shing Charitable Foundation Limited and Yip's Care Extension Foundation Limited respectively. He is therefore deemed to be interested in these shares held by these two corporations.
- (c) These shares are held by Madam Yip Tso Ka Lai, Brenda, the wife of Mr. Yip Tsz Hin.
- (d) These shares are held by Madam Lau Mui Sum, the wife of Mr. Tong Wui Tung.
- (e) These shares are held by Madam Jim Siu Wai, the wife of Mr. Wong Kong Chi.
- (f) These shares are held by Madam So Yim Ha, the wife of Mr. Ku Yuen Fun.
- (g) These shares are held by Madam Siu Oi Li, Maicy, the wife of Mr. Ng Siu Ping.

¹ All the share options are unlisted physically settled equity derivatives.

Details of the share options held by the Directors under the Company's existing share option scheme (i.e. the interests in the underlying shares) are shown in the next section headed "Share Options".

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

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30 June 2016, none of the Directors, chief executive nor their associates held any interests or short positions in the securities of the Company or any of its associated corporations as defined in the SFO.

購股權 Share Options

購股權

股東於二零一二年五月二十五日舉行之股東週年大會上已批准採納新購股權計劃(「新計劃」)及終止本公司於二零零二年九月三日已採納的舊有購股權計劃(「舊計劃」)，連同新計劃，統稱為(「購股權計劃」)。新計劃將於二零二二年五月二十四日到期屆滿。而在舊計劃終止前授出之購股權將繼續生效並可根據舊購股權計劃之規則下行使。而新計劃之主要目的是確定及激勵合資格參與人士作出貢獻、提供獎勵、協助本公司挽留合資格參與人士及招攬額外僱員，並向彼等提供直接經濟利益，以達致本公司之長期業務目標。

Share Options

The Shareholders at the annual general meeting held on 25 May 2012 approved the adoption of a new share option scheme (the “New Share Option Scheme”) and the termination of the old share option scheme which was adopted by the Company on 3 September 2002 (the “Old Share Option Scheme”, together with the “New Share Option Scheme”, collectively known as “Share Option Schemes”). The New Share Option Scheme will expire on 24 May 2022. Options granted under the Old Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules thereof. The main purpose of the New Share Option Scheme is to recognise and motivate the contribution of eligible participants, to provide incentives to them, to help the Company retain eligible participants and recruit additional employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company.

購股權
Share Options

於截至二零一六年六月三十日止六個月期間，根據本公司購股權計劃已授予若干董事及合資格人士購股權之變動如下：

During the six months ended 30 June 2016, movements in the number of options which had been granted to certain Directors and eligible persons under the Company's Share Option Schemes are as follows:

	授出日期 Date of grant	購股權行使期 Exercise period of share options	行使價 Exercise price 港元 HK\$	購股權數目 Number of Share Options			
				於二零一六年 一月一日 尚未行使 Outstanding as at 1.1.2016	本期內 已行使 Exercised during the period	本期內 已失效/註銷 Lapsed/ Cancelled during the period	於二零一六年 六月三十日 尚未行使 Outstanding as at 30.6.2016
董事 Directors							
何世豪先生 Mr. Ho Sai Hou	二零一三年一月十一日 11 January 2013	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	5.942	200,000	-	-	200,000
鄺國照先生 Mr. Kwong Kwok Chiu	二零一三年一月十一日 11 January 2013	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	5.942	200,000	-	-	200,000
				400,000	-	-	400,000
合資格人士¹ Eligible Persons ¹							
	二零零七年四月三日 3 April 2007	二零零七年四月三日至 二零一七年四月二日 3 April 2007 to 2 April 2017	4.050	478,000	-	(250,000)	228,000
	二零零八年十月三十一日 31 October 2008	二零零八年十月三十一日至 二零一八年十月三十日 31 October 2008 to 30 October 2018	1.950	320,000	(100,000)	-	220,000
	二零零九年十月五日 5 October 2009	二零零九年十月五日至 二零一九年十月四日 5 October 2009 to 4 October 2019	4.536	1,050,000	-	(200,000)	850,000
	二零一三年一月十一日 11 January 2013	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	5.942	5,560,000	-	(430,000)	5,130,000
				7,408,000	(100,000)	(880,000)	6,428,000
				7,808,000	(100,000)	(880,000)	6,828,000

備註：

Remark:

1. 黃金滔先生已於二零一六年一月一日辭任執行董事及其購股權數目已由「董事」轉到「合資格人士」。

1. Mr. Wong Kam Yim resigned as Executive Director with effect from 1 January 2016 and his number of share options was transferred from "Directors" to "Eligible Persons".

購股權 Share Options

於截至二零一六年六月三十日止六個月期間，並無授出購股權予董事或僱員。有關於期內行使之購股權，其緊接購股權行使日期之前的本公司股份加權平均收市價為2.593港元。

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

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

During the six months ended 30 June 2016, no option was granted to Directors or employees. In respect of the options exercised during the period, weighted average closing price of the shares of the Company immediately before the dates on which the options were exercised was HK\$2.593.

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

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

主要股東 Substantial Shareholders

主要股東

盡本公司所知，於二零一六年六月三十日，根據證券及期貨條例第336條規定所存置之登記冊所載持有本公司股份或相關股份權益之本公司股東(除上文所披露的本公司董事或最高行政人員外)如下：

好倉

Substantial Shareholders

To the best of the Company's knowledge, as at 30 June 2016, the following shareholders of the Company (other than the Directors or chief executives of the Company disclosed above) had interest in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions

主要股東名稱 Name of Substantial Shareholders	身份 Capacity	所持股份數目 Number of shares held	於二零一六年六月三十日佔本公司已發行股本之百分比 Percentage of the Issued Share Capital of the Company as at 30.6.2016
葉鳳娟女士 Ms. Ip Fung Kuen	實益擁有人 Beneficial Owner	47,547,913	8.43%
FMR LLC	投資經理(附註) Investment Manager (Note)	37,702,000	6.69%

附註：

根據證券及期貨條例，於二零一六年六月三十日，FMR LLC被視為擁有37,702,000股本公司股份之權益，而由FMR Co., Inc持有上述股份。

除上文所披露外，於二零一六年六月三十日，除了以上一節「董事及最高行政人員於證券之權益及淡倉」已披露之權益外，概無人士通知本公司指彼等在本公司股份中的權益或淡倉需根據證券及期貨條例第336條登記。

Note:

Under the SFO, as at 30 June 2016, FMR LLC was deemed to be interested in 37,702,000 shares of the Company, which were held by FMR Co., Inc.

Save as disclosed above, as at 30 June 2016, no person, other than the interests disclosed above in the section "Directors' and Chief Executives' Interests and Short Positions in Securities", had notified the Company of an interest or short position in the shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

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

中期股息

董事會欣然宣派截至二零一六年六月三十日止六個月之中期股息每股5港仙(截至二零一五年六月三十日止六個月：每股10港仙)。上述中期股息將於二零一六年十月十二日或前後派付予於二零一六年九月九日名列本公司股東名冊(「股東名冊」)內之股東。

暫停辦理過戶登記手續

本公司將於二零一六年九月七日至二零一六年九月九日(首尾兩天包括在內)暫停辦理股東名冊之登記，以釐定本公司股東獲派中期股息之權利，該等日期內將不會進行任何股份過戶登記。為符合資格獲派中期股息，所有過戶表格連同有關之股票，最遲須於二零一六年九月六日下午四時三十分送達香港皇后大道東183號合和中心22樓本公司之香港股份過戶登記處卓佳秘書商務有限公司以辦理過戶登記手續。

購買、出售或贖回本公司之上市證券

在截至二零一六年六月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

企業管治

在截至二零一六年六月三十日止六個月期間，除並無設立提名委員會(守則條文第A.5.1至A.5.4項)外，本公司均遵守聯交所證券上市規則(「上市規則」)附錄十四之「企業管治守則及企業管治報告」(「守則」)。本公司認為由整個董事會履行提名委員會的職能會更為有利及有效。

Interim Dividend

The Directors of the Company are pleased to declare an interim dividend of HK5 cents per share for the six months ended 30 June 2016 (six months ended 30 June 2015: HK10 cents per share). The interim dividend will be payable on or about 12 October 2016 to shareholders whose names appear on the register of members (the "Register of Members") of the Company on 9 September 2016.

Closure of Register of Members

The Register of Members will be closed from 7 September 2016 to 9 September 2016 (both dates inclusive) for the purpose of determining the entitlements of the members of the Company to the interim dividend. No transfer of shares may be registered during the said period. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, should be lodged with the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 6 September 2016.

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

During the six months ended 30 June 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Corporate Governance

During the six months ended 30 June 2016, subject to as disclosed below, the Company has complied with "Corporate Governance Code and Corporate Governance Report" (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") except that the Company does not have a nomination committee (CG Code provisions A.5.1 to A.5.4). The Company considers it is more beneficial and efficient for the full board of Directors to perform the functions of the nomination committee.

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

審核委員會

本公司審核委員會（「審核委員會」）於一九九八年十一月成立。在截至二零一六年六月三十日止六個月期間，審核委員會由一位非執行董事及三位獨立非執行董事組成，主席為黃廣志先生。審核委員會主要職責包括審閱本集團財務資料、監控本集團財務申報制度及內部控制程序和監察本集團與外聘核數師的關係。

審核委員會已於二零一六年八月十二日之審核委員會會議上審閱本集團截至二零一六年六月三十日止六個月的未經審核中期財務報告。本公司核數師德勤•關黃陳方會計師行已按照香港會計師公會頒佈之香港會計準則第34條「中期財務報告」審閱本集團截至二零一六年六月三十日止六個月的中期財務報告。

公司董事進行證券交易的標準守則

本公司已採納上市規則附錄十的標準守則作為董事進行證券交易行為的標準。在作出特定查詢後，本公司所有董事確認在截至二零一六年六月三十日止六個月期內已遵從標準守則所載之規定準則。

Audit Committee

The audit committee of the Company (the "Audit Committee") was formed in November 1998. During the six months ended 30 June 2016, the Audit Committee comprised one non-executive director and three independent non-executive directors of the Company and is chaired by Mr. Wong Kong Chi. Major duties of the Audit Committee include reviewing financial information of the Group, overseeing the Group's financial reporting system and internal control procedures, and monitoring of the relationship between the Group and its external auditors.

An Audit Committee meeting was held on 12 August 2016 to review the Group's unaudited interim financial statements for the six months ended 30 June 2016. Deloitte Touche Tohmatsu, the Group's external auditor, has carried out a review of the Group's unaudited interim financial statements for the six months ended 30 June 2016, which is prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry, all Directors have confirmed that they have fully complied with the required standard as set out in the Model Code during the six months ended 30 June 2016.

簡明綜合財務報告之審閱報告

Report on Review of Condensed Consolidated Financial Statements

Deloitte.

德勤

致葉氏化工集團有限公司

引言

本核數師行已審閱載於第28至48頁有關葉氏化工集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報告，包括於二零一六年六月三十日之簡明綜合財務狀況表與截至該日止六個月之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報告。本行之責任為根據本行之審閱對該等簡明綜合財務報告作出結論，並按照委聘之協定條款僅向作為實體之貴公司報告結論，且並無其他目的。本行不會就本報告之內容對任何其他人士承擔或接受任何責任。

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

Introduction

We have reviewed the condensed consolidated financial statements of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 28 to 48, which comprise the condensed consolidated statement of financial position as of 30 June 2016 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致葉氏化工業集團有限公司

Report on Review of Condensed Consolidated Financial Statements

審閱範圍

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

結論

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

德勤•關黃陳方會計師行
執業會計師
香港
二零一六年八月十九日

Scope of Review

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

Conclusion

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
19 August 2016

簡明綜合損益及其他全面收益表

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一六年六月三十日止六個月 For the six months ended 30 June 2016

		截至六月三十日止六個月 Six months ended 30 June		
		二零一六年 2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 2015 千港元 HK\$'000 (未經審核) (Unaudited)	
營業額	Turnover	3	3,811,663	4,277,244
銷售成本	Cost of sales		(3,106,159)	(3,568,123)
毛利	Gross profit		705,504	709,121
其他收入	Other income	4a	29,873	38,072
其他收益及虧損	Other gains and losses	4b	(18,619)	(15,064)
銷售及經銷費用	Selling and distribution expenses		(196,624)	(190,083)
一般及行政費用	General and administrative expenses		(357,380)	(371,022)
利息費用	Interest expense		(30,622)	(34,498)
除稅前溢利	Profit before taxation	5	132,132	136,526
稅項	Taxation	6	(54,383)	(32,633)
本期純利	Profit for the period		77,749	103,893
其他全面(支出)收益：	Other comprehensive (expenses) income:			
其後將不會重新分類到損益的項目：	Items that will not be reclassified subsequently to profit or loss:			
因折算至呈報貨幣而產生之匯兌差額	Exchange differences arising on translation to presentation currency		(56,105)	4,056
物業重新估值收益	Gain on revaluation of properties		240	-
			(55,865)	4,056
其後將可能會重新分類到損益的項目：	Items that may be reclassified subsequently to profit or loss:			
現金流對沖調整淨額	Net adjustments on cash flow hedges		(5,226)	(4,248)
因折算而產生之匯兌差額	Exchange differences arising on translation		(2,005)	756
			(7,231)	(3,492)
本期其他全面(支出)收益	Other comprehensive (expenses) income for the period		(63,096)	564
本期全面收益總額	Total comprehensive income for the period		14,653	104,457
本期純利應佔份額：	Profit for the period attributable to:			
本公司股東	Owners of the Company		56,389	82,795
非控股權益	Non-controlling interests		21,360	21,098
			77,749	103,893
全面(支出)收益總額應佔份額：	Total comprehensive (expenses) income attributable to:			
本公司股東	Owners of the Company		(547)	82,836
非控股權益	Non-controlling interests		15,200	21,621
			14,653	104,457
每股盈利	Earnings per share	8		
— 基本	— Basic		HK10.0 cents	HK14.7 cents
— 攤薄	— Diluted		HK10.0 cents	HK14.7 cents

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

於二零一六年六月三十日 At 30 June 2016

		附註 Notes	二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (未經審核) (Audited)
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	9	1,670,446	1,723,360
預付土地租金	Prepaid lease payments		215,239	225,430
投資物業	Investment properties	9	135,610	93,200
商譽	Goodwill		69,574	69,574
無形資產	Intangible assets		1,841	2,461
購買物業、廠房及設備及土地 使用權訂金	Deposits paid for acquisition of property, plant and equipment and land use rights		163,839	178,131
其他非流動資產	Other non-current asset		4,600	4,600
衍生金融工具	Derivative financial instruments		-	140
			2,261,149	2,296,896
流動資產	Current assets			
存貨	Inventories		738,761	739,286
貿易應收款項及應收票據	Trade and bills receivables	10	2,560,613	2,733,113
其他應收賬款及預付款項	Other debtors and prepayments	10	309,059	288,567
預付土地租金	Prepaid lease payments		5,625	5,823
衍生金融工具	Derivative financial instruments		269	1,114
短期銀行存款	Short-term bank deposits			
— 於三個月內到期	— with original maturity within three months		83,491	22,525
— 多於三個月後到期	— with original maturity more than three months		100,000	24,363
銀行結餘及現金	Bank balances and cash		926,159	1,327,380
			4,723,977	5,142,171
流動負債	Current liabilities			
應付賬款及應計費用	Creditors and accrued charges	11	1,349,768	1,553,870
應付稅款	Taxation payables		44,293	41,200
應付公司擁有人股息	Dividend payables to the owners of the Company		25,371	-
衍生金融工具	Derivative financial instruments		5,842	13,809
銀行借貸—一年內到期	Bank borrowings – amount due within one year	12	758,261	1,171,344
			2,183,535	2,780,223
流動資產淨值	Net current assets		2,540,442	2,361,948
總資產減流動負債	Total assets less current liabilities		4,801,591	4,658,844
非流動負債	Non-current liabilities			
衍生金融工具	Derivative financial instruments		5,606	3,084
銀行借貸—一年後到期	Bank borrowings – amount due after one year	12	1,752,229	1,603,819
遞延稅項負債	Deferred tax liabilities		22,496	7,742
			1,780,331	1,614,645
			3,021,260	3,044,199
股本及儲備	Capital and reserves			
股本	Share capital	13	56,381	56,371
儲備	Reserves		2,512,355	2,538,088
本公司股東應佔權益	Equity attributable to owners of the Company		2,568,736	2,594,459
非控股權益	Non-controlling interests		452,524	449,740
			3,021,260	3,044,199

簡明綜合權益變動表

Condensed Consolidated Statement of Changes in Equity

截止二零一六年六月三十日止六個月 For the six months ended 30 June 2016

		歸屬於本公司股東之權益												
		Attributable to owners of the Company												
		購股權	不可分派				資本回購	物業重估	保留	非控股				
		儲備	儲備	對沖儲備	匯兌儲備	法定儲備	儲備	儲備	溢利	合計	權益	合計		
股本	股份溢價	Share	Non-	Hedging	Translation	Legal	Capital	Property	Retained	Total	Non-	Total		
Share	Share	option	distributable	reserve	reserve	reserve	redemption	revaluation	profits	HK\$'000	controlling	HK\$'000		
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
於二零一六年一月一日	At 1 January 2016 (Audited)	56,371	504,539	7,233	67,666	(5,953)	139,188	84,040	5,416	38,321	1,697,638	2,594,459	449,740	3,044,199
本期溢利	Profit for the period	-	-	-	-	-	-	-	-	56,389	56,389	21,360	77,749	
將不會重新分類至損益的因折算而產生之匯兌差額	Exchange differences arising on translation that will not be reclassified to profit or loss	-	-	-	-	(49,945)	-	-	-	(49,945)	(6,160)	(56,105)		
將可能會重新分類至損益的匯兌差額	Exchange differences that may be reclassified to profit or loss	-	-	-	-	(2,005)	-	-	-	(2,005)	-	(2,005)		
現金流對沖調整淨額	Net adjustments on cash flow hedges	-	-	-	(5,226)	-	-	-	-	(5,226)	-	(5,226)		
物業重估的收益	Gain on revaluation of properties	-	-	-	-	-	-	240	-	240	-	240		
本期全面收益總額	Total comprehensive income for the period	-	-	-	(5,226)	(51,950)	-	-	240	56,389	(547)	15,200	14,653	
小計	Subtotal	56,371	504,539	7,233	67,666	(11,179)	87,238	84,040	5,416	38,561	1,754,027	2,593,912	464,940	3,058,852
因購股權獲行使而按溢價發行的股份	Shares issued at premium upon exercise of share options	10	205	(20)	-	-	-	-	-	-	195	-	195	
取消購股權及轉賬至保留溢利	Share options cancelled and transferred to retained profits	-	-	(744)	-	-	-	-	-	744	-	-	-	
註銷附屬公司時撥回	Release upon deregistration of a subsidiary	-	-	-	-	(10,717)	(9,911)	-	-	20,628	-	-	-	
轉賬	Transfer	-	-	-	-	-	29,618	-	-	(29,618)	-	-	-	
本公司股東股息	Dividends to owners of the Company	-	-	-	-	-	-	-	-	(25,371)	(25,371)	-	(25,371)	
附屬公司非控股股東股息	Dividends to a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	-	(12,416)	(12,416)	
於二零一六年六月三十日	At 30 June 2016 (Unaudited)	56,381	504,744	6,469	67,666	(11,179)	76,521	103,747	5,416	38,561	1,720,410	2,568,736	452,524	3,021,260

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

截止二零一六年六月三十日止六個月 For the six months ended 30 June 2016

		歸屬於本公司股東之權益											非控股權益	
		Attributable to owners of the Company											Non-controlling interests	
		股本	股份溢價	購股權儲備	不可分派儲備	對沖儲備	匯兌儲備	法定儲備	資本回購儲備	物業重估儲備	保留溢利	合計	合計	合計
		Share capital	Share premium	Share option reserve	Non-distributable reserve	Hedging reserve	Translation reserve	Legal reserve	Capital redemption reserve	Property revaluation reserve	Retained profits	Total	controlling interests	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一五年一月一日	At 1 January 2015 (Audited)	56,276	566,986	8,836	67,666	(3,879)	402,998	57,047	5,416	38,321	1,751,341	2,951,008	449,688	3,400,696
本期溢利	Profit for the period	-	-	-	-	-	-	-	-	-	82,795	82,795	21,098	103,893
將不會重新分類至損益的因折算而產生之匯兌差額	Exchange differences arising on translation that will not be reclassified to profit or loss	-	-	-	-	-	3,533	-	-	-	-	3,533	523	4,056
可能會重新分類至損益的匯兌差額	Exchange differences that may be reclassified to profit or loss	-	-	-	-	-	756	-	-	-	-	756	-	756
現金流對沖調整淨額	Net adjustments on cash flow hedges	-	-	-	-	(4,248)	-	-	-	-	-	(4,248)	-	(4,248)
本期全面收益總額	Total comprehensive income for the period	-	-	-	-	(4,248)	4,289	-	-	-	82,795	82,836	21,621	104,457
小計	Subtotal	56,276	566,986	8,836	67,666	(8,127)	407,287	57,047	5,416	38,321	1,834,136	3,033,844	471,309	3,505,153
因購股權獲行使而按溢價發行的股份	Shares issued at premium upon exercise of share options	54	1,580	(150)	-	-	-	-	-	-	-	1,484	-	1,484
發行股份產生的費用	Expenses incurred in connection with issue of shares	-	(2)	-	-	-	-	-	-	-	-	(2)	-	(2)
取消購股權及轉賬至保留溢利	Share options cancelled and transferred to retained profits	-	-	(532)	-	-	-	-	-	-	532	-	-	-
轉賬	Transfer	-	-	-	-	-	-	2,913	-	-	(2,913)	-	-	-
本公司股東股息	Dividends to owners of the Company	-	-	-	-	-	-	-	-	-	(84,494)	(84,494)	-	(84,494)
附屬公司非控股股東股息	Dividends to a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	(8,740)	(8,740)
於二零一五年六月三十日	At 30 June 2015 (Unaudited)	56,330	568,564	8,154	67,666	(8,127)	407,287	59,960	5,416	38,321	1,747,261	2,950,832	462,569	3,413,401

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

不可分派之法定儲備為香港以外附屬公司根據有關註冊地點之法定要求撥入之溢利。

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

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

簡明綜合現金流量表

Condensed Consolidated Statement of Cash Flows

截至二零一六年六月三十日止六個月 For the six months ended 30 June 2016

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
經營業務所產生之淨現金收入	Net cash from operating activities	89,154	173,777
投資業務所用之淨現金支出	Net cash used in investing activities		
提取多於三個月後到期之短期 銀行存款	Withdrawal of short-term bank deposits with original maturity more than three months	24,363	69,145
新增多於三個月後到期之短期 銀行存款	Placement of short-term bank deposits with original maturity more than three months	(100,000)	(69,988)
購買物業、廠房及設備	Purchases of property, plant and equipment	(35,659)	(156,911)
購買物業、廠房及設備之訂金	Deposits paid for acquisition of property, plant and equipment	(16,009)	(41,527)
出售物業、廠房及設備以及 預付土地租金所收之款項	Proceeds from disposal of property, plant and equipment and prepaid lease payments	1,417	492
其他投資現金流量	Other investing cash flows	9,859	18,713
		(116,029)	(180,076)
融資業務(所用)所產生之淨 現金(支出)收入	Net cash (used in) from financing activities		
新增借貸	New borrowings raised	1,072,950	1,915,358
發行股份所得款項	Proceeds from issue of shares	195	1,484
股份發行費用	Share issue expenses	-	(2)
支付附屬公司非控股股東股息	Dividends paid to non-controlling shareholder of a subsidiary	(12,416)	(8,740)
償還借貸	Repayment of borrowings	(1,337,624)	(1,867,717)
支付利息	Interest paid	(30,622)	(34,498)
		(307,517)	5,885
現金及現金等額淨減少	Net decrease in cash and cash equivalents	(334,392)	(414)
期初時之現金及現金等額	Cash and cash equivalents at beginning of the period	1,349,905	1,342,723
匯率變動所產生之影響	Effect of foreign exchange rate changes	(5,863)	272
期末時之現金及現金等額	Cash and cash equivalents at end of the period	1,009,650	1,342,581
現金及現金等額結餘分析	Analysis of balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	926,159	1,130,262
於三個月內到期之短期銀行存款	Short-term bank deposits with original maturity within three months	83,491	212,319
		1,009,650	1,342,581

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1. 編製基準

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

2. 主要會計政策

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

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

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

3. 業務分類

從管理角度，本集團目前將營運分為以下業務類別，即溶劑、塗料、油墨及潤滑油。本集團乃按該等業務呈報其經營分類資料。

本集團呈列之分類主要業務如下：

溶劑	— 製造及買賣單體溶劑及相關產品
塗料	— 製造及買賣塗料及相關產品
油墨	— 製造及買賣油墨及相關產品
潤滑油	— 製造及買賣潤滑油產品

1. Basis of Preparation

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

2. Principal Accounting Policies

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

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

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

3. Segment Information

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

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

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

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3 業務分類 (續)

分類業績指各分類在未有分配利息收入、於企業層面之淨匯兌收益或虧損、衍生金融工具公允值之變化、中央行政費用及利息費用前賺取的溢利或產生的虧損。此為向本公司聯席行政總裁(本集團之最高營運決策者)報告之資料，旨在作出資源分配及表現評估。

分類營業額及業績

本集團於回顧期內按經營分類之營業額及業績分析如下：

3. Segment Information (Continued)

Segment results represent the profit earned or loss incurred by each segment without allocation of interest income, net exchange gain or loss at corporate level, fair value change on derivative financial instruments, central administration costs and interest expense. This is the information reported to the Co-Chief Executive Officers of the Company, the Group's chief operating decision makers, for the purposes of resource allocation and performance assessment.

Segment revenue and results

An analysis of the Group's turnover and results by operating segments for the period under review is as follows:

		呈列分類總計							
		Reportable segment				交易抵銷	綜合		
		Solvents	Coatings	Inks	Lubricants	total	Elimination	Consolidated	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
截至二零一六年六月三十日止	Six months ended								
六個月(未經審核)	30 June 2016 (unaudited)								
分類營業額	Segment revenue								
對外銷售	External sales	2,179,447	812,487	658,534	161,195	3,811,663	-	3,811,663	
分類間銷售	Inter-segment sales	52,362	1,809	1,376	29	55,576	(55,576)	-	
分類總營業額	Total segment revenue	2,231,809	814,296	659,910	161,224	3,867,239	(55,576)	3,811,663	
業績	Results								
分類業績	Segment results	104,524	15,046	48,235	(1,325)	166,480	(267)	166,213	
外幣銀行貸款產生之匯兌虧損	Exchange loss arising from a foreign currency bank loan								(10,583)
衍生金融工具公允值之變化	Fair value change on derivative financial instruments								9,686
未分配收入	Unallocated income								20,632
未分配費用	Unallocated expenses								(23,194)
利息費用	Interest expense								(30,622)
除稅前溢利	Profit before taxation								132,132

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3 業務分類 (續)

分類營業額及業績 (續)

3. Segment Information (Continued)

Segment revenue and results (Continued)

		呈列分類總計						
		Reportable				交易抵銷	綜合	
		溶劑	塗料	油墨	潤滑油	segment total	Elimination	Consolidated
		Solvents	Coatings	Inks	Lubricants	total	Elimination	Consolidated
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
截至二零一五年六月三十日止	Six months ended							
六個月(未經審核)	30 June 2015 (unaudited)							
分類營業額	Segment revenue							
對外銷售	External sales	2,394,690	980,838	722,189	179,527	4,277,244	-	4,277,244
分類間銷售	Inter-segment sales	65,856	8,760	3,344	699	78,659	(78,659)	-
分類總營業額	Total segment revenue	2,460,546	989,598	725,533	180,226	4,355,903	(78,659)	4,277,244
業績	Results							
分類業績	Segment results	85,922	53,634	18,552	(989)	157,119	232	157,351
外幣銀行貸款產生之匯兌虧損	Exchange loss arising from a foreign currency bank loan							(3,642)
衍生金融工具公允值之變化	Fair value change on derivative financial instruments							4,052
未分配收入	Unallocated income							27,922
未分配費用	Unallocated expenses							(14,659)
利息費用	Interest expense							(34,498)
除稅前溢利	Profit before taxation							136,526

分類間銷售與對外銷售的條款相近。

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

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4. 其他收入和其他收益及虧損

4. Other Income and Other Gains and Losses

		截至六月三十日止六個月 Six months ended 30 June	
		二零一六年 2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 2015 千港元 HK\$'000 (未經審核) (Unaudited)
(a) 本集團其他收入主要包括：	(a) The Group's other income mainly comprises:		
利息收入	Interest income	9,859	18,713
已確認之政府補助金	Government grants recognised	10,781	5,778
(b) 本集團其他收益及虧損包括：	(b) The Group's other gains and losses comprise:		
外幣銀行貸款產生之匯兌虧損(附註(i))	Exchange loss arising from a foreign currency bank loan (Note (i))	(10,583)	(3,642)
跨幣掉期合約及外匯遠期合約之衍生金融工具之公允值收益(附註(i))	Fair value gain on derivative financial instruments of a cross currency swap contract and foreign exchange forward contracts (Note (i))	9,686	4,052
小計	Sub-total	(897)	410
其他外幣結餘及交易產生之淨匯兌(虧損)收益	Net exchange (loss) gain arising from other foreign currency balances and transactions	(5,798)	2,175
呆壞賬準備(附註(ii))	Allowance for bad and doubtful debts (Note (ii))	(9,063)	(17,040)
出售物業、廠房及設備及土地使用權之虧損	Loss on disposal of property, plant and equipment and land use rights	(2,861)	(609)
		(18,619)	(15,064)

附註：

- (i) 於二零一三年四月，本集團籌集一筆新澳元(「澳元」)銀行貸款24,800,000澳元。為將外幣風險降至最低，本集團訂立跨幣掉期合約以經濟上對沖該外幣銀行貸款。外幣銀行貸款及跨幣掉期合約之公允值的詳情分別於附註12及16載列。
- (ii) 期內，本公司董事不時評估應收賬之回收比率，並參照相關欠款之過往還款經驗及回款情況而計提呆壞賬準備。

Notes:

- (i) In April 2013, the Group raised a new bank loan in Australian dollar ("AUD") of AUD24,800,000. In order to minimise the exposure to foreign currency risk, the Group entered into a cross currency swap contract to hedge economically against the foreign currency bank loan. Details of the foreign currency bank loan and the fair value of the cross currency swap contract are set out in notes 12 and 16 respectively.
- (ii) During the period, the directors of the Company assess the recoverability of the trade receivables on a regular basis and determine the allowance for bad and doubtful debts after taking into accounts of the repayment history and settlement situation of the relevant debts.

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5. 除稅前溢利

5. Profit Before Taxation

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
除稅前溢利已扣除下列各項：	Profit before taxation has been arrived at after charging:		
無形資產攤銷	Amortisation of intangible assets	609	634
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	68,907	66,848
預付土地租金攤銷	Release of prepaid lease payments	2,853	3,049

6. 稅項

6. Taxation

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
此費用包括：	The charge comprises:		
現行稅項－中國大陸	Current tax – Mainland China		
企業所得稅	Enterprise Income Tax	39,492	30,454
預扣稅	Withholding Tax	16,153	1,311
		55,645	31,765
遞延稅項	Deferred taxation		
本期間	Current period	(1,262)	868
		54,383	32,633

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6. 稅項 (續)

香港利得稅按回顧期間應課稅溢利之16.5%計提。

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

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

本集團已根據中國大陸企業所得稅法實施條例經計及將從中國大陸若干附屬公司自二零零八年一月一日起已賺取的溢利中分派的股息後就附屬公司未分配溢利確認遞延稅項。中國大陸企業所得稅法實施條例規定有關非中國內地居民股東溢利分派時須按5%的稅率繳納預扣稅。由於本公司董事認為本集團可控制撥回暫時性差異的時間，而暫時性差異於可預見將來可能不會撥回，故本集團並無就中國大陸附屬公司自二零零八年一月一日起已賺取的若干未經分派保留溢利1,876,197,000港元(二零一五年十二月三十一日：2,032,623,000港元)確認遞延稅項。

6. Taxation (Continued)

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

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

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

Deferred taxation on undistributed profits of subsidiaries has been recognised taking into accounts the dividends to be distributed from profits earned by certain subsidiaries in Mainland China starting from 1 January 2008 under the Implementation Regulation of the EIT Law of Mainland China that requires withholding tax with tax rate of 5% upon the distribution of such profits to the shareholders which are not residents in Mainland China. Deferred taxation has not been recognised in respect of certain undistributed retained profits earned by the subsidiaries in the Mainland China starting from 1 January 2008 amounting to HK\$1,876,197,000 (31 December 2015: HK\$2,032,623,000) as the directors of the Company are of the opinion that the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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7. 股息

期內，有關截至二零一五年十二月三十一日止年度之每股4.5港仙合共25,371,000港元之特別股息獲分派及其後於二零一六年七月支付。

截至二零一五年六月三十日止六個月，已就截至二零一四年十二月三十一日止年度支付每股15.0港仙合共84,494,000港元之期末股息。

二零一六年六月三十日後，本公司董事決議宣派截至二零一六年六月三十日止六個月之中期股息每股5.0港仙，合共約28,191,000港元(截至二零一五年六月三十日止六個月：每股10.0港仙合共56,330,000港元)。中期股息於二零一六年十月十二日或前後應付予於二零一六年九月九日名列本公司股東名冊之本公司股東。

8. 每股盈利

本公司股東應佔每股基本及攤薄後盈利乃根據下列資料計算：

7. Dividends

During the period, a special dividend of HK4.5 cents per share totalling HK\$25,371,000 in respect of the year ended 31 December 2015 were declared and subsequently paid in July 2016.

For the six months ended 30 June 2015, a final dividend of HK15.0 cents per share totalling HK\$84,494,000 was paid for the year ended 31 December 2014.

Subsequent to 30 June 2016, the directors of the Company resolved to declare an interim dividend of HK\$5.0 cents per share totalling approximately HK\$28,191,000 for the six months ended 30 June 2016 (six months ended 30 June 2015: HK10.0 cents per share totalling HK\$56,330,000). The interim dividend is payable on or about 12 October 2016 to the shareholders of the Company whose names appear on the Company's register of members on 9 September 2016.

8. Earnings Per Share

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

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一六年	二零一五年
		2016	2015
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
計算每股基本及攤薄後盈利之盈利	Earnings for the purposes of calculating basic and diluted earnings per share	56,389	82,795

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8. 每股盈利(續)

8. Earnings Per Share (Continued)

		股份數目	
		Number of shares	
		千股	千股
		'000	'000
計算每股基本盈利之加權平均股數	Weighted average number of shares for the purpose of calculating basic earnings per share	563,809	563,132
可能對普通股份產生之攤薄影響：	Effect of dilutive potential ordinary shares:		
購股權	Share options	45	543
計算每股攤薄後盈利之加權平均股數	Weighted average number of shares for the purpose of calculating diluted earnings per share	563,854	563,675

9. 物業、廠房及設備以及投資物業之變動

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

期內，本集團動用約63,730,000港元(截至二零一五年六月三十日止六個月：208,746,000港元)主要用於添置中國大陸的廠房以擴大產能。

During the period, the Group incurred approximately HK\$63,730,000 (six months ended 30 June 2015: HK\$208,746,000) mainly for additions to manufacturing plant in Mainland China to expand its manufacturing capacity.

於本期間，由於有關租賃開始而使用途有所改變，於轉移當天公允值43,678,000港元之若干物業及預付土地租金已轉移至投資物業。轉移當天之公允值由一名獨立估價師釐定，而超出賬面值之部份已於當天轉移至物業重估儲備。

During the current period, certain properties and prepaid lease payments with fair value at the date of transfer of HK\$43,678,000 were transferred to investment properties due to change of use as a result of commencement of relevant leases. The fair value at the date of transfer was determined by an independent valuer and the excess over the carrying amount was transferred to property revaluation reserve at the date of transfer.

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9. 物業、廠房及設備以及投資物業之變動(續)

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

10. 貿易應收款項及應收票據，其他應收賬款及預付款項

貿易應收款項	Trade receivables
應收票據	Bills receivables

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

9. Movements in Property, Plant and Equipment and Investment Properties (Continued)

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

10. Trade and Bills Receivables, Other Debtors and Prepayments

於二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
1,642,695	1,566,326
917,918	1,166,787
2,560,613	2,733,113

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

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10. 貿易應收款項及應收票據，其他應收賬款及預付款項(續)

於報告期末貿易應收款項按發票日期之賬齡分析，經扣除呆壞賬準備85,613,000港元(二零一五年十二月三十一日：110,716,000港元)如下：

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

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

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

此類出具或背書給本集團之銀行承兌匯票一般於出具日後不超過六個月內到期。銀行承兌匯票將主要由中國國有銀行或商業銀行於該等銀行承兌匯票到期日支付。

10. Trade and Bills Receivables, Other Debtors and Prepayments (Continued)

An aged analysis of trade receivables presented based on the invoice date, net of allowance for bad and doubtful debts of HK\$85,613,000 (31 December 2015: HK\$110,716,000) at the end of the reporting period is as follows:

		於二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
		1,348,177	1,222,008
		204,302	235,534
		90,216	108,784
		1,642,695	1,566,326

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

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

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

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11. 應付賬款及應計費用

應付賬款及應計費用包括應付貨款965,029,000港元（二零一五年十二月三十一日：1,161,050,000港元）。餘下結餘主要包括客戶預收款、應付員工薪金及福利、應付銷售佣金、應付倉儲及運費等。

於報告期末應付貨款按發票日期之賬齡分析如下：

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

11. Creditors And Accrued Charges

Included in creditors and accrued charges are trade creditors of HK\$965,029,000 (31 December 2015: HK\$1,161,050,000). Remaining balances mainly consist of receipts in advance from customers, payable of staff salaries and benefits, sales commission, storage and transportation, etc.

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

	於二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
零至三個月	820,911	982,601
四至六個月	136,297	169,161
六個月以上	7,821	9,288
	965,029	1,161,050

12. 銀行借貸

期內，本集團取得1,072,950,000港元（截至二零一五年六月三十日止六個月：1,915,358,000港元）新銀行借貸，並償還1,337,624,000港元（截至二零一五年六月三十日止六個月：1,867,717,000港元）銀行借貸。新銀行借貸按市場利率計息及須於兩個星期至五年內償還銀行的銀行貸款。

過往年度銀行借貸包括一筆按三個月AUD-BBR-BBSW加1.25%計息的銀行貸款24,800,000澳元。該筆銀行貸款已於本期間全數償付。為將外幣風險降至最低，本集團訂立跨幣掉期合約以在經濟上對沖。跨幣掉期合約的公允值詳情載於附註16。

12. Bank Borrowings

During the period, the Group obtained new bank borrowings in the amount of HK\$1,072,950,000 (six months ended 30 June 2015: HK\$1,915,358,000) and repaid bank borrowings of HK\$1,337,624,000 (six months ended 30 June 2015: HK\$1,867,717,000). The new bank borrowings bear interest at market rates and are repayable ranging from 2 weeks to 5 years.

Prior year bank borrowings included a bank loan of AUD24,800,000 with an interest at 3-month AUD-BBR-BBSW plus 1.25%. The bank loan has been fully settled in the current period. In order to minimise the exposure to foreign currency risk, the Group entered into a cross currency swap contract to hedge economically. Details of the fair value of the cross currency swap contract are set out in note 16.

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13. 股本

13. Share Capital

	法定 Authorised	已發行及繳足 Issued and fully paid	
	二零一六年 六月三十日 及二零一五年 十二月三十一日 30.6.2016 & 31.12.2015 千港元 HK\$'000	二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
每股面值0.10港元之股份 Shares of HK\$0.10 each	80,000	56,381	56,371

期內，本公司已發行股本之變動如下：

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

		股份 數目 Number of shares 千股 '000	金額 Amount 千港元 HK\$'000
於二零一六年一月一日(經審核)	At 1 January 2016 (audited)	563,711	56,371
行使購股權(附註)	Exercise of share options (Note)	100	10
於二零一六年六月三十日 (未經審核)	At 30 June 2016 (unaudited)	563,811	56,381

附註：於截至二零一六年六月三十日止六個月，共有100,000份購股權獲行使，本公司因此分別發行100,000股每股面值0.10港元之股份，每股作價為1.95港元。

Note: During the six months ended 30 June 2016, 100,000 share options were exercised, resulting in the issue of 100,000 shares of HK\$0.10 each in the Company at a price of HK\$1.95 per share.

所有已發行股份均在所有方面與當時之現有股份享有同等權益。

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

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14. 以股份為基礎之付款

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

下表披露本公司參與者持有的本公司購股權的變動情況：

		購股變數目		
		Number of share options		
		合資格人士		
		董事	Eligible	總計
		Directors	persons	Total
於二零一六年一月一日尚未行使 (附註)	Outstanding as at 1 January 2016 (Note)	400,000	7,408,000	7,808,000
於期內行使	Exercised during the period	–	(100,000)	(100,000)
於期內失效	Lapsed during the period	–	(880,000)	(880,000)
於二零一六年六月三十日尚未行使	Outstanding as at 30 June 2016	400,000	6,428,000	6,828,000

附註：合資格人士的購股權數目包括黃金滔先生持有的700,000份購股權。黃先生於二零一六年一月一日辭任執行董事。

緊接購股權行使日期之前的本公司股份加權平均收市價為2.593港元。

於兩年內，並無授出任何購股權。

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

14. Share-Based Payments

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

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

		購股變數目		
		Number of share options		
		合資格人士		
		董事	Eligible	總計
		Directors	persons	Total
於二零一六年一月一日尚未行使 (附註)	Outstanding as at 1 January 2016 (Note)	400,000	7,408,000	7,808,000
於期內行使	Exercised during the period	–	(100,000)	(100,000)
於期內失效	Lapsed during the period	–	(880,000)	(880,000)
於二零一六年六月三十日尚未行使	Outstanding as at 30 June 2016	400,000	6,428,000	6,828,000

Note: The number of share options of eligible person includes 700,000 share options held by Mr. Wong Kam Yim. Mr. Wong retired as an executive director on 1 January 2016.

The weighted average closing share price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$2.593.

No share options were granted for both years.

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

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15. 承擔

15. Commitments

	二零一六年 六月三十日 30.6.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
有關收購物業、廠房及設備及 土地使用權之資本開支 已訂約但簡明綜合財務報告 中未予撥備	Capital expenditure in respect of the acquisition of property, plant and equipment and land use rights contracted for but not provided in the condensed consolidated financial statements	
	17,993	43,900

16. 金融工具之公允值計量

16. Fair Value Measurements of Financial Instruments

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

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

- 第一級公允值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)進行之計量；
 - 第二級公允值計量指以第一級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算))進行之計量；及
 - 第三級公允值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術進行之計量。
- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
 - Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
 - Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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16. 金融工具之公允值計量
(續)

16. Fair Value Measurements of
Financial Instruments (Continued)

金融資產/金融負債 Financial assets/financial liabilities	公允值於 Fair value as at		公允值級別 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key input(s)
	二零一六年 六月三十日 30.6.2016 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 (經審核) (Audited)		
於簡明綜合財務狀況表分類為衍生金融工具的利率掉期合約	資產 (根據對沖會計法) – 零港元 負債 (根據對沖會計法) – 11,448,000 港元	資產 (根據對沖會計法) – 250,000 港元 負債 (根據對沖會計法) – 6,203,000 港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期利率(從報告期末的可觀察收益率曲線得出)及合約利率(按適用貼現率貼現)而估計。
Interest rate swaps classified as derivative financial instruments in the condensed consolidated statement of financial position	Assets (under hedge accounting) – HK\$Nil Liabilities (under hedge accounting) – HK\$11,448,000	Assets (under hedge accounting) – HK\$250,000 Liabilities (under hedge accounting) – HK\$6,203,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
於簡明綜合財務狀況表分類為衍生金融工具的跨幣掉期合約*	負債 – 零港元	負債 – 10,661,000 港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期匯率及市場利率(從報告期末的可觀察收益率曲線得出)及合約外幣匯率及市場利率(按適用貼現率貼現)而估計。
Cross currency swap classified as derivative financial instruments in the condensed consolidated statement of financial position*	Liabilities – HK\$Nil	Liabilities – HK\$10,661,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward currency exchange rate and market interest rate (from observable yield curves at the end of the reporting period) and contracted foreign currency exchange rate and market interest rate, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
於簡明綜合財務狀況表分類為衍生金融工具的外匯遠期合約	資產 (根據對沖會計法) – 269,000 港元 負債 – 零港元	資產 – 1,004,000 港元 負債 – 29,000 港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期匯率(從報告期末的可觀察遠期匯率得出)及合約外幣匯率(按適用貼現率貼現)而估計。
Foreign exchange forward contracts classified as derivative financial instruments in the condensed consolidated statement of financial position	Assets (under hedge accounting) – HK\$269,000 Liabilities – HK\$Nil	Assets – HK\$1,004,000 Liabilities – HK\$29,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward currency exchange rate (from observable forward exchange rates at the end of the reporting period) and contracted foreign currency exchange rate, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.

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16. 金融工具之公允值計量

(續)

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

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

17. 關聯人士交易

- (a) 期內，本集團分別支付480,000港元(截至二零一五年六月三十日止六個月：480,000港元)及300,000港元(截至二零一五年六月三十日止六個月：300,000港元)之租金予港德投資有限公司(「港德」)及嘉捷投資有限公司(「嘉捷」)，本公司之董事葉志成先生及葉子軒先生分別於港德及嘉捷持有控股權。

(b) 主要管理層報酬

主要管理層指本公司董事。期內，主要管理層酬金為7,760,000港元(截至二零一五年六月三十日止六個月：6,970,000港元)。

16. Fair Value Measurements of Financial Instruments (Continued)

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

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

17. Related Party Transactions

- (a) During the period, the Group paid rent of HK\$480,000 (six months ended 30 June 2015: HK\$480,000) and HK\$300,000 (six months ended 30 June 2015: HK\$300,000) to Goldex Investments Limited ("Goldex") and Galsheer Investments Limited ("Galsheer") respectively in which Mr. Ip Chi Shing and Mr. Yip Tsz Hin, directors of the Company, have controlling interests over Goldex and Galsheer respectively.

(b) Compensation of key management personnel

The key management personnel are the directors of the Company. During the period, the remuneration of the key management personnel was HK\$7,760,000 (six months ended 30 June 2015: HK\$6,970,000).



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