

# 友佳國際控股有限公司及子公司

## 民國105年及104年第二季 合併財務報表暨會計師複核報告

(上市之台灣存託憑證用外國公司財務報告)

友佳國際控股有限公司及子公司  
民國 105 年及 104 年第二季合併財務報表暨會計師複核報告  
(上市之台灣存託憑證用外國公司財務報告)

§ 目 錄 §

內 容	附 件 編 號
目 錄	
本國會計師複核報告	一
最近一年度按新台幣換算之主要財務報表	二
(一) 綜合財務狀況表	
(二) 綜合損益及其他全面收益表	
(三) 綜合權益變動表	
(四) 綜合現金流量表	
依中華民國金管會認可之 IFRSs 重編後之主要財務報表	三
(一) 重編後合併資產負債表	
(二) 重編後合併綜合損益表	
(三) 重編後合併現金流量表	
(四) 合併財務報表重編說明(含合併財務報表重編原則 暨中華民國及香港所採用之會計原則差異彙總說 明)	
外國會計師之核閱報告(中譯本)	四
財務報表及其相關附註或附表(中譯本)	四
外國會計師之核閱報告(原文)	五
財務報表及其相關附註或附表(原文)	五

附 件 一

### 會計師複核報告

友佳國際控股有限公司 公鑒：

友佳國際控股有限公司及子公司按香港一般公認會計原則編製之民國 105 年 6 月 30 日及民國 104 年 6 月 30 日之簡明綜合財務狀況表，暨民國 105 年 1 月 1 日至 6 月 30 日及民國 104 年 1 月 1 日至 6 月 30 日之簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表（金額以人民幣為單位），分別業經德勤關黃陳方會計師行（Deloitte Touche Tohmatsu）及羅兵咸永道會計師事務所（PricewaterhouseCoopers, Hong Kong）核閱完竣，並分別於 105 年 8 月 31 日及 104 年 8 月 27 日出具核閱報告（詳附件五）。隨附友佳國際控股有限公司及子公司所編製民國 105 年第二季及民國 104 年第二季依新臺幣換算之主要報表（詳附件二）暨合併財務報表之中譯本（詳附件四），業經本會計師依照「第二上市（櫃）公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照中華民國一般公認審計準則查核，故無法對上開簡明合併財務報表之整體是否允當表達表示意見。

依本會計師之複核結果，未發現第一段所述友佳國際控股有限公司及子公司按新台幣換算之主要簡明合併財務報表暨其相關資訊有違反上述「第二上市（櫃）公司財務報告複核要點」規定而須作重大修正、調整或再補充揭露之情事；本會計師亦未發現第一段所述友佳國際控股有限公司及子公司簡明合併財務報表之中譯本內容與原文有重大不符而需作修正之情事。

勤業眾信聯合會計師事務所  
會計師 蘇 郁 琇

蘇郁琇



會計師 李 麗 鳳

李麗鳳



金融監督管理委員會核准文號  
金管證審字第 1040024195 號

金融監督管理委員會核准文號  
金管證六字第 0930128050 號

中 華 民 國 105 年 9 月 19 日



附 件 二

## 友佳國際控股有限公司及子公司

## 簡明綜合財務狀況表

民國 105 年 6 月 30 日及 104 年 12 月 31 日

單位：仟元

	未經查核		經查核	
	105年6月30日		104年12月31日	
	人	民	人	民
	幣	新	幣	新
	台	台	台	台
	幣	幣	幣	幣
資 產				
非流動資產				
預付租賃款項—非流動部分	\$ 35,186	\$ 170,476	\$ 35,658	\$ 178,112
物業、廠房及設備	204,638	991,471	216,383	1,080,833
無形資產	2,889	13,997	3,251	16,239
於合營企業的投資	16,467	79,783	16,970	84,765
於聯營公司的投資	293,371	1,421,382	310,959	1,553,240
遞延所得稅資產	7,397	35,838	6,310	31,518
	<u>559,948</u>	<u>2,712,947</u>	<u>589,531</u>	<u>2,944,707</u>
流動資產				
存 貨	219,354	1,062,770	250,076	1,249,130
應收帳款、按金及預付款項	479,325	2,322,330	449,745	2,246,476
預付租賃款項—流動部分	940	4,554	940	4,695
應收客戶合約工程款項	63,922	309,702	36,717	183,401
應收同系附屬公司及最終控股公 司的一間聯營公司的款項	1,224	5,930	1,277	6,379
應收合營企業款項	975	4,724	717	3,581
應收聯營公司及聯營公司的附屬 公司款項	52,491	254,319	60,841	303,901
限制性銀行存款	57,528	278,723	172,613	862,202
現金及現金等值物	119,617	579,544	101,583	507,407
	<u>995,376</u>	<u>4,822,596</u>	<u>1,074,509</u>	<u>5,367,172</u>
總 資 產	<u>\$ 1,555,324</u>	<u>\$ 7,535,543</u>	<u>\$ 1,664,040</u>	<u>\$ 8,311,879</u>

註一：民國 105 年第二季及 104 年度財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年 6 月 30 日及 104 年 12 月 31 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9950 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
105.1.1-105.6.30	RMB1 : NT5.1050	RMB1 : NT4.8450	RMB1 : NT5.0015
104.1.1-104.12.31	RMB1 : NT5.1840	RMB1 : NT4.8900	RMB1 : NT5.0331
103.1.1-103.12.31	RMB1 : NT5.1090	RMB1 : NT4.7970	RMB1 : NT4.9202
102.1.1-102.12.31	RMB1 : NT4.9400	RMB1 : NT4.6540	RMB1 : NT4.8315

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強



友佳國際控股有限公司及子公司  
簡明綜合財務狀況表

民國 105 年 6 月 30 日及 104 年 12 月 31 日

單位：仟元

	未經查核		經查核					
	105年6月30日		104年12月31日					
	人	民 幣 新 台 幣	人	民 幣 新 台 幣				
<b>權益</b>								
本公司權益持有人應佔權益								
股本	\$	4,022	\$	19,487	\$	4,022	\$	20,090
股本溢價		82,281		398,651		82,281		410,994
資本儲備		77,338		374,703		77,338		386,303
其他儲備		48,127		233,175		48,905		244,280
保留盈利		<u>521,371</u>		<u>2,526,041</u>		<u>531,893</u>		<u>2,656,805</u>
總權益		<u>733,139</u>		<u>3,552,057</u>		<u>744,439</u>		<u>3,718,472</u>
<b>負債</b>								
<b>流動負債</b>								
應付客戶合約工程款項	\$	24,847	\$	120,384	\$	15,576	\$	77,802
應付帳款、其他應付款項及應計費用		422,046		2,044,813		447,313		2,234,328
應付最終控股公司款項		1,091		5,286		160		799
應付直接控股公司款項		1,626		7,878		1,856		9,271
應付一間同系附屬公司及最終控股公司的一間聯營公司款項		6,983		33,833		21,664		108,212
應付一間聯營公司及一間聯營公司的附屬公司款項		7,619		36,914		10,389		51,893
應付合營企業款項		159		770		317		1,583
即期所得稅負債		10,552		51,124		7,858		39,251
銀行借貸		341,708		1,655,575		408,677		2,041,342
保證撥備		<u>5,554</u>		<u>26,909</u>		<u>5,791</u>		<u>28,926</u>
總負債		<u>822,185</u>		<u>3,983,486</u>		<u>919,601</u>		<u>4,593,407</u>
總負債及權益	\$	<u>1,555,324</u>	\$	<u>7,535,543</u>	\$	<u>1,664,040</u>	\$	<u>8,311,879</u>
流動資產淨值	\$	<u>173,191</u>	\$	<u>839,110</u>	\$	<u>154,908</u>	\$	<u>773,765</u>
總資產減流動負債	\$	<u>733,139</u>	\$	<u>3,552,057</u>	\$	<u>744,439</u>	\$	<u>3,718,472</u>

註一：民國 105 年第二季及 104 年度財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年 6 月 30 日及 104 年 12 月 31 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9950 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
105.1.1-105.6.30	RMB1 : NT5.1050	RMB1 : NT4.8450	RMB1 : NT5.0015
104.1.1-104.12.31	RMB1 : NT5.1840	RMB1 : NT4.8900	RMB1 : NT5.0331
103.1.1-103.12.31	RMB1 : NT5.1090	RMB1 : NT4.7970	RMB1 : NT4.9202
102.1.1-102.12.31	RMB1 : NT4.9400	RMB1 : NT4.6540	RMB1 : NT4.8315

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強





友佳國際控股有限公司及子公司  
簡明綜合損益及其他全面收益表

民國 105 年及 104 年 1 月 1 日至 6 月 30 日

單位：仟元  
除每股盈餘為元外

	未經查核			
	105年1月1日至6月30日		104年1月1日至6月30日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
收益	\$ 534,545	\$ 2,589,871	\$ 513,531	\$ 2,553,790
收益成本	( 392,266 )	( 1,900,529 )	( 375,571 )	( 1,867,715 )
毛利	<u>142,279</u>	<u>689,342</u>	<u>137,960</u>	<u>686,075</u>
其他收入	13,034	63,150	16,928	84,183
分銷及銷售費用	( 62,610 )	( 303,345 )	( 62,166 )	( 309,152 )
行政費用	( 53,366 )	( 258,558 )	( 50,702 )	( 252,141 )
其他營運費用	( 728 )	( 3,527 )	( 745 )	( 3,705 )
經營溢利	38,609	187,062	41,275	205,260
財務費用	( 5,764 )	( 27,927 )	( 4,190 )	( 20,837 )
分佔合營企業虧損	( 503 )	( 2,437 )	( 674 )	( 3,352 )
分佔聯營公司溢利 (虧損)	<u>154</u>	<u>746</u>	<u>(1,207)</u>	<u>(6,002)</u>
除所得稅前溢利	32,496	157,444	35,204	175,069
所得稅開支	( 13,958 )	( 67,627 )	( 8,361 )	( 41,579 )
本公司權益持有人應佔溢利	18,538	89,817	26,843	133,490
其他全面收益				
其後不重分類至損益的項目				
分佔聯營公司其他全面虧損	( 16,949 )	( 82,118 )	-	-
其後可能重分類至損益的項目				
分佔聯營公司其他全面虧損	( 9,247 )	( 44,802 )	-	-
貨幣換算差額	<u>8,454</u>	<u>40,960</u>	<u>87</u>	<u>433</u>
本公司權益持有人應佔全面收益總額	<u>\$ 796</u>	<u>\$ 3,857</u>	<u>\$ 26,930</u>	<u>\$ 133,923</u>
本公司權益持有人應佔每股盈利				
每股基本及攤薄盈利	<u>\$ 0.05</u>	<u>\$ 0.24</u>	<u>\$ 0.07</u>	<u>\$ 0.35</u>

註一：民國 105 年及 104 年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年及 104 年 6 月 30 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
105.1.1-105.6.30	RMB1 : NT5.1050	RMB1 : NT4.8450	RMB1 : NT5.0015
104.1.1-104.12.31	RMB1 : NT5.1840	RMB1 : NT4.8900	RMB1 : NT5.0331
103.1.1-103.12.31	RMB1 : NT5.1090	RMB1 : NT4.7970	RMB1 : NT4.9202
102.1.1-102.12.31	RMB1 : NT4.9400	RMB1 : NT4.6540	RMB1 : NT4.8315

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強



友佳國際經股有限公司及子公司

簡明綜合權益變動表

民國 105 年及 104 年 1 月 1 日至 6 月 30 日

(未經查核)

	股	本	本	股	本	溢	價	資	本	儲	備	其	他	儲	備	保	留	盈	利	總	益	
	\$	4,022	\$	82,281	\$	77,338	\$	53,066	\$	509,988	\$	726,695										
104 年 1 月 1 日餘額 (經查核)																						
全面收益：																						
期內溢利																						
其他全面收益：																						
貨幣換算差額																						
截至 104 年 6 月 30 日止期間之全面																						
收益總額																						
已付股息																						
104 年 6 月 30 日餘額 (未經查核)																						
105 年 1 月 1 日餘額 (經查核)																						
全面收益：																						
期內溢利																						
其他全面收益：																						
提取盈餘公積																						
分估聯營公司其他全面虧損																						
貨幣換算差額																						
截至 105 年 6 月 30 日止期間之全面																						
收益總額																						
已付股息																						
105 年 6 月 30 日餘額 (未經查核)																						



董事長：朱志洋



經理人：陳向榮



會計主管：葉世強

友佳國際控股有限公司及子公司

簡明綜合權益變動表

民國 105 年及 104 年 1 月 1 日至 6 月 30 日

(未經查核)

單位：新台幣仟元

	股本	股本溢價	資本儲備	其他儲備	保留盈餘	總權益
104 年 1 月 1 日餘額 (經查核)	\$ 20,480	\$ 418,975	\$ 393,805	\$ 270,212	\$ 2,596,859	\$ 3,700,331
全面收益：						
期內溢利	-	-	-	-	133,490	133,490
其他全面收益：						
貨幣換算差額	-	-	-	433	-	433
截至 104 年 6 月 30 日止期間之全面收益總額	-	-	-	433	133,490	133,923
已付股息	-	-	-	-	(120,307)	(120,307)
匯率影響數	(479)	(9,792)	(9,203)	(6,315)	(60,688)	(86,477)
104 年 6 月 30 日餘額 (未經查核)	\$ 20,001	\$ 409,183	\$ 384,602	\$ 264,330	\$ 2,549,354	\$ 3,627,470
105 年 1 月 1 日餘額 (經查核)	\$ 20,090	\$ 410,994	\$ 386,303	\$ 244,280	\$ 2,656,805	\$ 3,718,472
全面收益：						
期內溢利	-	-	-	-	89,817	89,817
其他全面收益：						
提取盈餘公積	-	-	-	73	(73)	-
分佔聯營公司其他全面虧損	-	-	-	(44,802)	(82,118)	(126,920)
貨幣換算差額	-	-	-	40,960	-	40,960
截至 105 年 6 月 30 日止期間之全面收益總額	-	-	-	(3,769)	7,626	3,857
已付股息	-	-	-	-	(58,605)	(58,605)
匯率影響數	(603)	(12,343)	(11,600)	(7,336)	(79,785)	(111,667)
105 年 6 月 30 日餘額 (未經查核)	\$ 19,487	\$ 398,651	\$ 374,703	\$ 233,175	\$ 2,526,041	\$ 3,552,057



註一：民國 105 年及 104 年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年及 104 年 6 月 30 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

民國 105 年及 104 年 1 月 1 日股東權益科目金額，係以民國 104 年及 103 年 12 月 31 日之匯率 RMB 1 = NTD 4.9950 及 RMB 1 = NTD 5.0920 換算。

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強



友佳國際控股有限公司及子公司

簡明綜合現金流量表

民國 105 年及 104 年 1 月 1 日至 6 月 30 日

(未經查核)

單位：仟元

	105年1月1日至6月30		104年1月1日至6月30日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
經營活動產生的現金流量				
營運所用現金	(\$ 3,179)	(\$ 15,402)	(\$ 57,812)	(\$ 287,499)
已繳所得稅及預扣稅	( 12,352)	( 59,845)	( 14,618)	( 72,695)
經營活動所用現金淨額	( 15,531)	( 75,247)	( 72,430)	( 360,194)
投資活動產生的現金流量				
購置物業、廠房及設備及無形資產	( 1,670)	( 8,091)	( 2,842)	( 14,133)
出售物業、廠房及設備	11	53	192	955
已收利息	4,735	22,941	-	-
限制性銀行存款減少(增加)	115,085	557,587	( 58,034)	( 288,603)
初步期限超過三個月的定期存款 減少	-	-	73,000	363,029
投資活動所得的現金淨額	118,161	572,490	12,316	61,248
融資活動產生的現金流量				
銀行借貸所得款項	1,087,774	5,270,265	203,986	1,014,422
償還借貸	( 1,154,743)	( 5,594,730)	( 130,907)	( 651,001)
已付權益持有人股息	( 12,096)	( 58,605)	( 24,192)	( 120,307)
已付利息	( 5,764)	( 27,927)	( 4,190)	( 20,837)
融資活動(動用)所得的現金淨額	( 84,829)	( 410,997)	44,697	222,277
現金及現金等值物增加(減少)淨額	17,801	86,246	( 15,417)	( 76,669)
期初現金及現金等值物	101,583	507,407	262,751	1,337,928
匯率調整數	233	( 14,109)	-	( 31,267)
期末現金及現金等值物	\$ 119,617	\$ 579,544	\$ 247,334	\$ 1,229,992

註一：民國 105 年及 104 年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年及 104 年 6 月 30 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

民國 105 年及 104 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 104 年及 103 年 12 月 31 日之匯率 RMB 1 = NTD 4.9950 及 RMB 1 = NTD 5.0920 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年	度	最	高	最	低	平	均
105.1.1-105.6.30		RMB1 :	NT5.1050	RMB1 :	NT4.8450	RMB1 :	NT5.0015
104.1.1-104.12.31		RMB1 :	NT5.1840	RMB1 :	NT4.8900	RMB1 :	NT5.0331
103.1.1-103.12.31		RMB1 :	NT5.1090	RMB1 :	NT4.7970	RMB1 :	NT4.9202
102.1.1-102.12.31		RMB1 :	NT4.9400	RMB1 :	NT4.6540	RMB1 :	NT4.8315

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強



# 附件三



友佳國際商業有限公司  
依中華民國金管會認可之IFRSs編製之合併資產負債表  
民國105年6月30日及12月31日及6月30日

單位：新台幣千元

代碼	資產	105年6月30日			104年12月31日			104年6月30日		
		依香港一般公認會計原則編製之金額(註3)	依中華民國金管會認可之IFRSs編製金額	%	依香港一般公認會計原則編製之金額(註3)	依中華民國金管會認可之IFRSs編製金額	%	依香港一般公認會計原則編製之金額(註3)	依中華民國金管會認可之IFRSs編製金額	%
1100	現金及約當現金	\$ 579,544	\$ 579,544	8	\$ 507,407	\$ 507,407	6	\$ 1,229,992	\$ 1,229,992	15
1170	應收帳款淨額	2,134,678	2,134,678	28	2,040,288	2,040,288	25	2,115,872	2,115,872	25
1180	應收帳款-關聯人	239,232	239,232	4	261,364	261,364	3	96,526	96,526	1
1190	應收建造合約款	309,702	309,702	4	183,401	183,401	2	194,176	194,176	2
1200	其他應收款	111,963	111,963	1	126,103	126,103	2	138,041	138,041	2
1210	其他應收款-關聯人	25,741	25,741	-	52,497	52,497	1	709,180	709,180	8
130X	存貨	1,062,770	1,062,770	14	1,249,130	1,249,130	15	1,356,127	1,356,127	16
1410	預付款項	75,689	75,689	1	80,085	80,085	1	96,108	96,108	1
1412	預付租賃款	4,554	4,554	-	4,695	4,695	-	4,685	4,685	-
1476	其他金融資產-流動	278,723	278,723	4	862,202	862,202	10	1,082,697	1,082,697	13
11XX	流動資產合計	4,822,596	4,822,596	64	5,367,172	5,367,172	65	7,023,404	7,023,404	83
1523	非流動資產	-	-	-	-	-	-	-	-	-
1550	備供出售金融資產-非流動	1,501,165	1,501,165	21	1,638,005	1,638,005	20	2,840	2,840	2
1600	採權益法之投資	991,471	991,471	13	1,080,833	1,080,833	13	87,938	87,938	2
1760	不動產、廠房及設備	-	-	-	-	-	-	1,075,839	1,075,839	13
1780	投資性不動產淨額	-	-	-	-	-	-	44,304	44,304	-
1840	無形資產	13,997	13,997	-	16,239	16,239	-	13,318	13,318	-
1985	遞延所得稅資產	35,838	35,838	-	31,518	31,518	-	31,807	31,807	-
15XX	非流動資產合計	170,476	170,476	2	178,112	178,112	2	179,649	179,649	2
1XXX	資產總計	7,535,543	7,535,543	100	8,311,879	8,311,879	100	8,459,092	8,459,092	100

註一：民國105年及104年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國105年及104年6月30日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。  
民國104年度財務報表之所有之資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率 RMB 1 = NTD 4.9950 換算。

註二：105年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下：

年	最高	最低	平均
105.1.1-105.6.30	RMB1: NT\$1,050	RMB1: NT\$4,8450	RMB1: NT\$5,0015
104.1.1-104.12.31	RMB1: NT\$1,840	RMB1: NT\$4,8900	RMB1: NT\$5,0331
103.1.1-103.12.31	RMB1: NT\$1,090	RMB1: NT\$4,7970	RMB1: NT\$4,9202
102.1.1-102.12.31	RMB1: NT\$4,9400	RMB1: NT\$4,6540	RMB1: NT\$4,8315

註三：揭露之報表格式業已依中華民國金管會認可之IFRSs規定予以調整。

註四：104年第二季之財務報表若干項目總重分類，係配合105年第二季財務報表之表達。

(請參閱勤業眾信聯合會計師事務所105年9月19日複核報告)



董事長：朱志洋



經理人：陳向榮



會計主管：葉世強





友佳國際控股股份有限公司及子公司  
依中華民國金管會證發字第104年12月31日及6月30日  
民國105年6月30日暨民國104年12月31日及6月30日  
合併資產負債表

單位：新台幣千元

代碼	資產	105年6月30日			104年12月31日			104年6月30日		
		依香港一般公認會計 原則編製之金額(註3)	調整金額增(減)	編製金額	依香港一般公認會計 原則編製之金額(註3)	調整金額增(減)	編製金額	依香港一般公認會計 原則編製之金額(註3)	調整金額增(減)	編製金額
2100	短期存款	\$ 1,655,575	\$ -	\$ 1,655,575	\$ 2,041,342	\$ -	\$ 2,041,342	\$ 2,362,962	\$ -	\$ 2,362,962
2170	應付帳款	936,301	-	936,301	888,426	-	888,426	963,459	-	963,459
2180	應付帳款-關係人	84,681	-	84,681	94,535	-	94,535	51,122	-	51,122
2190	應付建造合約款	120,384	-	120,384	77,802	-	77,802	257,562	-	257,562
2219	其他應付款	356,461	-	356,461	425,244	-	425,244	365,655	-	365,655
2220	其他應付款-關係人	-	-	-	77,223	-	77,223	-	-	-
2230	本期所得稅負債	51,124	-	51,124	39,251	-	39,251	53,092	-	53,092
2250	負債準備-流動	26,909	-	26,909	28,926	-	28,926	32,891	-	32,891
2310	預收款項	752,051	-	752,051	920,658	-	920,658	698,035	-	698,035
21XX	流動負債合計	3,983,486	-	3,983,486	4,593,407	-	4,593,407	4,784,778	-	4,784,778
2570	非流動負債	-	-	-	-	-	-	46,851	-	46,851
25XX	遞延所得稅負債	-	-	-	-	-	-	46,851	-	46,851
2XXX	非流動負債合計	-	-	-	-	-	-	46,851	-	46,851
	股本權益									
3110	普通股股本	19,487	-	19,487	20,090	-	20,090	20,001	-	20,001
3200	資本公積	773,354	-	773,354	797,297	-	797,297	793,785	-	793,785
3310	保留盈餘	217,734	-	217,734	224,400	-	224,400	223,412	-	223,412
3350	法定盈餘公積	2,526,041	-	2,526,041	2,656,805	-	2,656,805	2,549,354	-	2,549,354
3400	未分配盈餘	15,441	-	15,441	19,880	-	19,880	40,918	-	40,918
3XXX	其他權益	3,552,057	-	3,552,057	3,718,472	-	3,718,472	3,627,470	-	3,627,470
	權益總計	7,535,543	-	7,535,543	8,311,872	-	8,311,872	8,459,099	-	8,459,099

註一：民國105年及104年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國105年及104年6月30日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

註二：民國104年度財務報表之所有之資產、負債、股東權益及損益科目金額，係以民國104年12月31日之匯率 RMB 1 = NTD 4.9950 換算。

註三：105年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下：

年度	最高	最低	平均
105.1.1-105.6.30	RMB1 : NT\$1,050	RMB1 : NT\$4,8450	RMB1 : NT\$5,0015
104.1.1-104.12.31	RMB1 : NT\$1,840	RMB1 : NT\$4,8900	RMB1 : NT\$5,0331
103.1.1-103.12.31	RMB1 : NT\$1,090	RMB1 : NT\$4,7970	RMB1 : NT\$4,9202
102.1.1-102.12.31	RMB1 : NT\$4,9400	RMB1 : NT\$4,6540	RMB1 : NT\$4,8315

註四：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

註五：104年第二季之財務報表若干項目經重分類，俾配合105年第二季財務報表之表達。

(請參閱勤業眾信聯合會計師事務所105年9月9日之查核報告)



董事長：朱志萍



經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併綜合損益表  
民國 105 年及 104 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元，惟  
每股盈餘為元

代碼	項 目	105年1月1日至6月30日				104年1月1日至6月30日			
		依香港一般公認會計原則編製之金額 (註 3)	調節金額 增(減)	依中華民國金管會認可之 IFRSs 編製金額	%	依香港一般公認會計原則編製之金額 (註 3)	調節金額 增(減)	依中華民國金管會認可之 IFRSs 編製金額	%
4000	營業收入	\$ 2,589,871	\$ -	\$ 2,589,871	100	\$ 2,553,790	\$ -	\$ 2,553,790	100
5000	營業成本	( 1,900,529)	-	( 1,900,529)	( 73)	( 1,867,715)	-	( 1,867,715)	( 73)
5900	營業毛利	689,342	-	689,342	27	686,075	-	686,075	27
	營業費用								
6100	銷售費用	( 303,345)	-	( 303,345)	( 12)	( 309,152)	-	( 309,152)	( 12)
6200	管理費用	( 175,917)	-	( 175,917)	( 7)	( 167,307)	-	( 167,307)	( 7)
6300	研發費用	( 82,641)	-	( 82,641)	( 3)	( 84,834)	-	( 84,834)	( 4)
6000	營業費用合計	( 561,903)	-	( 561,903)	( 22)	( 561,293)	-	( 561,293)	( 23)
6500	其他收益及費損淨額	59,623	( 59,623)	-	-	80,478	( 80,478)	-	-
6900	營業淨利	187,062	( 59,623)	127,439	5	205,260	( 80,478)	124,782	4
	營業外收入及支出								
7010	其他收入	-	63,150	63,150	2	-	81,060	81,060	3
7020	其他利益及損失	-	( 3,527)	( 3,527)	-	-	( 582)	( 582)	-
7050	財務成本	( 27,927)	-	( 27,927)	( 1)	( 20,837)	-	( 20,837)	-
7060	採用權益法之關聯企業及合資損益份額	( 1,691)	-	( 1,691)	-	( 9,354)	-	( 9,354)	-
7000	營業外收入及支出合計	( 29,618)	59,623	30,005	1	( 30,191)	80,478	50,287	3
7900	稅前淨利	157,444	-	157,444	6	175,069	-	175,069	7
7950	所得稅費用	( 67,627)	-	( 67,627)	( 3)	( 41,579)	-	( 41,579)	( 2)
8200	本期淨利	89,817	-	89,817	3	133,490	-	133,490	5
	其他綜合損益								
	不重分類至損益之項目								
8320	採權益法之關聯企業及合資之其他綜合損益份額	( 82,118)	-	( 82,118)	( 3)	-	-	-	-
	後續可能重分類至損益之項目								
8361	國外營運機構財務報表換算之兌換差額	40,960	-	40,960	2	433	-	433	-
8370	採權益法之關聯企業及合資之其他綜合損益份額	( 44,802)	-	( 44,802)	( 2)	-	-	-	-
8500	本期綜合損益總額	\$ 3,857	\$ -	\$ 3,857	-	\$ 133,923	\$ -	\$ 133,923	5
8600	淨利歸屬於								
8610	本公司業主	\$ 89,817	\$ -	\$ 89,817	3	\$ 133,490	\$ -	\$ 133,490	5
8700	綜合損益總額歸屬於								
8710	本公司業主	\$ 3,857	\$ -	\$ 3,857	-	\$ 133,923	\$ -	\$ 133,923	5
	每股盈餘								
9750	基本	\$ 0.24	\$ -	\$ 0.24		\$ 0.35	\$ -	\$ 0.35	
9850	稀釋	\$ 0.24	\$ -	\$ 0.24		\$ 0.35	\$ -	\$ 0.35	

註一：民國 105 年及 104 年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年及 104 年 6 月 30 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
105.1.1-105.6.30	RMB1 : NT5.1050	RMB1 : NT4.8450	RMB1 : NT5.0015
104.1.1-104.12.31	RMB1 : NT5.1840	RMB1 : NT4.8900	RMB1 : NT5.0331
103.1.1-103.12.31	RMB1 : NT5.1090	RMB1 : NT4.7970	RMB1 : NT4.9202
102.1.1-102.12.31	RMB1 : NT4.9400	RMB1 : NT4.6540	RMB1 : NT4.8315

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

(請參閱動業眾信聯合會計師事務所 105 年 9 月 19 日覆核報告)

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強





友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併現金流量表  
民國 105 年及 104 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元，惟  
每股盈餘為元

項 目	105年1月1日至6月30日		104年1月1日至6月30日	
	依香港一般公認會計原則編製之金額(註3)	依中華民國金管會認可之 IFRSs 編製金額	依香港一般公認會計原則編製之金額(註3)	依中華民國金管會認可之 IFRSs 編製金額
<b>營業活動之現金流量</b>				
本期稅前淨利	\$ 157,444	\$ -	\$ 157,444	\$ 175,069
不影響現金流量之收益費損項目				
折舊費用	62,786	-	62,786	68,608
攤銷費用	5,407	-	5,407	4,307
呆帳費用	16,958	-	16,958	21,871
財務成本	27,927	-	27,927	20,837
利息收入	( 22,941 )	-	( 22,941 )	( 51,769 )
採權益法之關聯企業及合資損益份額	1,691	-	1,691	9,354
處分不動產、廠房及設備損失(利益)	790	-	790	( 249 )
<b>營業資產及負債之淨變動數</b>				
應收帳款	( 172,618 )	-	( 172,618 )	169,201
應收帳款—關係人	14,283	-	14,283	( 26,939 )
應收建造合約款	( 131,808 )	-	( 131,808 )	( 32,583 )
其他應收款	10,354	-	10,354	( 16,590 )
存貨	148,848	-	148,848	( 76,788 )
預付款項	1,991	-	1,991	31,534
應付帳款	74,555	-	74,555	( 54,937 )
應付帳款—關係人	( 7,016 )	-	( 7,016 )	15,561
應付建造合約款	44,918	-	44,918	44,717
其他應付款	( 56,013 )	-	( 56,013 )	( 103,259 )
其他應付帳款—關係人	( 74,904 )	-	( 74,904 )	-
預收款項	140,960	-	140,960	107,830
負債準備	( 1,148 )	-	( 1,148 )	1,417
營運產生之現金流出	( 39,456 )	-	( 39,456 )	307,192
支付之所得稅	( 59,845 )	-	( 59,845 )	( 72,697 )
營業活動之淨現金流出	( 99,301 )	-	( 99,301 )	234,495
<b>投資活動之現金流量</b>				
購置不動產、廠房及設備	( 6,725 )	-	( 6,725 )	( 7,286 )
處分不動產、廠房及設備價款	53	-	53	955
購置無形資產	( 1,366 )	-	( 1,366 )	( 6,848 )
其他金融資產	557,587	-	557,587	74,426
其他應收款—關係人	25,179	-	25,179	( 646,888 )
收取之利息	22,941	-	22,941	51,769
投資活動之淨現金流入	597,669	-	597,669	( 533,872 )
<b>籌資活動之現金流量</b>				
短期借款(減少)增加	( 324,465 )	-	( 324,465 )	363,421
發放現金股利	( 58,605 )	-	( 58,605 )	( 120,307 )
支付之利息	( 27,927 )	-	( 27,927 )	( 20,837 )
籌資活動淨現金流(出)入	( 410,997 )	-	( 410,997 )	222,277
匯率變動對現金及約當現金之影響	( 15,234 )	-	( 15,234 )	( 30,836 )
本期現金及約當現金增加(減少)數	87,371	-	87,371	( 107,936 )
期初現金及約當現金餘額	507,407	-	507,407	1,337,928
期末現金及約當現金餘額	\$ 579,544	\$ -	\$ 579,544	\$ 1,229,992

註一：民國 105 年及 104 年第二季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 105 年及 104 年 6 月 30 日之匯率 RMB 1 = NTD 4.8450 及 RMB 1 = NTD 4.9730 換算。

民國 105 年及 104 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 104 年及 103 年 12 月 31 日之匯率 RMB 1 = NTD 4.9950 及 RMB 1 = NTD 5.0920 換算。

註二：105 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
105.1.1-105.6.30	RMB1 : NT5.1050	RMB1 : NT4.8450	RMB1 : NT5.0015
104.1.1-104.12.31	RMB1 : NT5.1840	RMB1 : NT4.8900	RMB1 : NT5.0331
103.1.1-103.12.31	RMB1 : NT5.1090	RMB1 : NT4.7970	RMB1 : NT4.9202
102.1.1-102.12.31	RMB1 : NT4.9400	RMB1 : NT4.6540	RMB1 : NT4.8315

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

註四：104 年第二季之財務報表若干項目經重分類，俾配合 105 年第二季財務報表之表達。

(請參閱勤業眾信聯合會計師事務所 105 年 9 月 19 日複核報告)

董事長：朱志洋



經理人：陳向榮



會計主管：葉世強



# 友佳國際控股有限公司及子公司

## 合併財務報表重編說明

民國 105 及 104 年度第二季

(金額除另予註明者外，係以新台幣仟元為單位)

### 一、合併財務報表重編原則

友佳國際控股有限公司及子公司（以下簡稱合併公司）如附件四所列之民國 105 年第二季合併財務報告，係包括友佳國際控股有限公司（以下簡稱本公司）及子公司之合併財務資訊。

合併公司依香港法令及香港財務報告準則（以下簡稱香港一般公認會計原則）編製之主要報表格式，因與中華民國「證券發行人財務報告編製準則」及經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告（以下簡稱「中華民國金管會認可之 IFRSs」）規定不符，爰依中華民國金融監督管理委員會 101 年 12 月 13 日發布之「第二上市（櫃）公司財務報告複核要點」規定，就合併資產負債表、合併綜合損益表及合併現金流量表依中華民國金管會認可之 IFRSs 予以重編（以下簡稱重編合併財務報表）。

因適用之會計原則不同對合併公司民國 105 年第二季合併綜合損益表之損益影響金額，並未達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表僅依中華民國金管會認可之 IFRSs 規定之格式與分類，將上述合併資產負債表、合併綜合損益表及合併現金流量表予以重分類。

### 二、中華民國金管會認可之 IFRSs 與香港一般公認會計原則之差異彙總說明

現行已發布生效之中華民國金管會認可之 IFRSs 與香港一般公認會計原則在特定方面存有重大差異；其中影響合併公司民國 105 年及 104 年第二季合併資產負債表及民國 105 年度及 104 年第二季合併綜合損益表及合併現金流量表，進而影響重編合併財務報表之主要差異，彙總說明如下：



項 目	中 華 民 國 金 管 會 認 可 之 I F R S s	香 港 一 般 公 認 會 計 原 則	對 合 併 重 編 財 務 報 表 之 影 響
(一) 其他收入	非因經常營業活動所發生之收入或利益應帳列營業外收入項下。	分類為營業溢利之一部分。	已予重分類： 105年第二季： 63,150 仟元 104年第二季： 81,060 仟元
(二) 其他開支	非因經常性營業活動所發生之費用或損失應帳列營業外支出項下。	分類為營業溢利之一部分。	已予重分類： 105年第二季： 3,527 仟元 104年第二季： 582 仟元
(三) 可供出售金融資產	因公平價值無法可靠衡量而採成本評價之股權投資，應分類為以成本法衡量之金融資產。	因合理公平價值估計的範圍甚大且各種估計法之機率無法合理衡量，企業可以成本法衡量該金融資產，並分類為備供出售金融資產。	註
(四) 現金流量表表達方式	依據中華民國金管會認可之 IFRSs，來自營業活動之淨現金流量，係於現金流量表中詳細列示其組成項目，包含本年度稅前淨利、當期存貨及營業應收款與應付款之變動、非現金項目（諸如折舊、攤銷費用、呆帳費用等）。	依據香港一般公認會計原則之慣例，經營活動所得現金淨額之組成項目，可詳細列示於現金流量表中，亦得僅列示彙總之營運所得現金金額及所得稅支付數於現金流量表，再於附註中詳細揭露其組成項目。	已依中華民國金管會認可之 IFRSs 規定予以拆分列示來自營業活動淨現金流量之組成項目。

註：影響金額未達證券交易法施行細則第六條所訂應重編財務報表之標準，未具重大性，故不予以調整或重分類。

附 件 四

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(於開曼群島註冊成立之有限公司)

股份代號：2398





# 目錄

	頁次
公司資料	2
管理層討論及分析	3
權益披露	7
其他資料	11
簡明綜合財務報表的審閱報告	13
簡明綜合損益及其他全面收益表	14
簡明綜合財務狀況表	15
簡明綜合權益變動表	17
簡明綜合現金流量表	18
簡明綜合財務報表附註	19

## 公司資料

### 董事會

#### 執行董事

朱志洋 (主席)  
陳向榮 (行政總裁)  
陳明河  
溫吉堂  
邱榮賢

#### 獨立非執行董事

顧福身  
江俊德  
余玉堂

### 公司秘書

羅泰安

### 法定代表

陳向榮  
邱榮賢

### 香港法律的法律顧問

胡關李羅律師行

### 核數師

德勤•關黃陳方會計師行

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港的主要營業地點

香港德輔道中317至319號  
啟德商業大廈  
20樓2003室

### 中國的主要營業地點

中國  
浙江省  
杭州市  
蕭山區  
蕭山經濟技術開發區  
市心北路120號

### 股份過戶登記處香港分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 主要往來銀行

中國銀行  
國泰世華銀行  
恒生銀行有限公司  
中國工商銀行  
凱基銀行  
兆豐國際商業銀行  
元大商業銀行  
法國巴黎銀行

### 股份代號

2398

### 網站

<http://www.goodfriend.hk>

## 管理層討論及分析

### 業務回顧

於二零一六年上半年，CNC工具機、停車設備及叉車的銷售數量分別為756台、7,502台及662台（二零一五年同期：842台、7,168台及845台）。本集團之主營產品CNC工具機以中國市場為主，主要客戶為汽車零部件及機械製造商。根據中國國家統計局所發佈的經濟資料顯示，二零一六年上半年中國國內生產總值(GDP)同比增長6.7%，增長率為一九九零年以來最低，顯示中國經濟面臨持續較大的下行壓力。縱然如此，本集團之CNC工具機業務於回顧期內之銷售額仍然錄得增長。截至二零一六年六月三十日止六個月，CNC工具機之銷售額為約人民幣398,480,000元，與二零一五年同期比較有所上升。

於回顧期內，縱然受到中國經濟增長放緩所影響，本集團之高端CNC工具機產品仍然錄得不俗之銷售額。由德國及意大利廠家所生產之高端CNC工具機產品於回顧期內之銷售額合共約為人民幣53,200,000元，佔本集團CNC工具機業務銷售額約13.4%。此等高端產品除可優化本集團之產品結構外，亦能增強本集團之核心競爭優勢。

## 財務回顧

### 收益

截至二零一六年六月三十日止六個月，本集團錄得收益約人民幣534,550,000元，與二零一五年同期比較上升約4.1%。本集團之主要收益來源仍為銷售CNC工具機，於回顧期內，CNC工具機業務的銷售額為約人民幣398,480,000元，較去年同期上升約13.6%，佔本集團整體收益約74.5%。另一方面，於回顧期內本集團的叉車業務之銷售額較去年同期下跌約23.9%至約人民幣39,860,000元，佔本集團整體收益約7.5%。此外，停車設備業務於回顧期內之銷售額為約人民幣96,210,000元，比較去年同期下跌約12.8%，佔總收益約18.0%。

### 毛利及毛利率

於回顧期內，本集團之毛利約人民幣142,280,000元，而整體毛利率約為26.6%，而去年同期之毛利率為26.9%。由於本集團的主營產品CNC工具機於回顧期內之毛利率維持於約29.6%，因此回顧期內的整體毛利率與去年同期比較大致持平。

### 分銷及銷售費用

截至二零一六年六月三十日止六個月，分銷及銷售費用為約人民幣62,610,000元，與去年同期比較大致持平，這有賴於管理層致力管控有關成本所致。於回顧期內，分銷及銷售費用佔本集團收益百分比約11.7%，而去年同期為約12.1%。

### 行政費用

於回顧期內行政費用比較去年同期增加約5.3%至約人民幣53,370,000元。主要由於中國大陸之員工成本上升所致。

### 分估聯營公司溢利(虧損)

截至二零一六年六月三十日止六個月，分估聯營公司溢利為約人民幣150,000元(二零一五年同期：虧損約人民幣1,210,000元)。乃指於回顧期內分估其位於德國及意大利的聯營公司的業績。

### 權益持有人應佔溢利

截至二零一六年六月三十日止六個月，本公司的權益持有人應佔溢利約人民幣18,540,000元，較去年同期減少約30.9%。

### 前景展望

二零一六年乃中國「十三五」規劃的第一年，中國經濟增長步伐雖有放緩，中國仍然是全球經濟增長的引擎。而中國乃全球第一大工具機消耗國，預期中國之高速鐵路、城軌、航太與能源產業對工具機之需求仍將大幅提升，特別是高端CNC工具機。這將有利本集團的CNC工具機業務。本集團亦將繼續向客戶開拓銷售(主要產地來自德國及意大利)高端CNC工具機產品。管理層相信憑藉本集團所擁有之龐大銷售網絡及完善之售後服務、穩固的業務基礎以及優異的產品質素，定能充份滿足客戶不同的需求，繼續鞏固其市場地位。

展望未來，面對當前複雜的經濟環境，本集團將維持一貫審慎的態度，在嚴峻市場環境下繼續強化核心業務根基，以面對未來多變化和不明朗的市場情況。另一方面，管理層亦會繼續尋求並把握各種發展和策略性合作的機遇，從而提升本集團的競爭優勢，以帶領本集團邁向成為一家國際性的CNC工具機製造商。管理層對於本集團的長遠發展前景保持樂觀。

### 流動資金及財務資源

本集團的營運資金主要由內部經營活動現金流及現有銀行貸款作融資。於二零一六年六月三十日，本集團的現金及現金等值物為約人民幣119,620,000元（二零一五年十二月三十一日：人民幣101,580,000元）。於二零一六年六月三十日，本集團的流動資產淨額約為人民幣173,190,000元（二零一五年十二月三十一日：人民幣154,910,000元），而短期銀行借款約為人民幣341,710,000元（二零一五年十二月三十一日：人民幣408,680,000元）。於二零一六年六月三十日，本集團的流動比率（流動資產總額對流動負債總額）約為1.2倍（二零一五年十二月三十一日：1.2倍）。於二零一六年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為22.0%（二零一五年十二月三十一日：24.6%），反映本集團整體財務狀況仍保持穩健。

### 資本架構

於二零一六年六月三十日，本公司的股本為4,032,000港元，分403,200,000股每股0.01港元的股份（二零一五年十二月三十一日：4,032,000港元，分為403,200,000股每股0.01港元的股份）。

### 僱員及薪酬政策

於二零一六年六月三十日，本集團在香港及中國僱用合共約1,270位（二零一五年十二月三十一日：1,320位）全職僱員。本集團的薪酬政策將定期依據市場趨勢、未來計劃及檢討僱員的個人表現而制訂。除提供公積金計劃及國家管理社會福利計劃外，購股權（如有）將根據對個別僱員表現的評估向僱員授出，以作獎勵。

### 資本承擔及或然負債

於二零一六年六月三十日，本集團並無就物業、廠房及設備已訂約但尚未於財務報表撥備的資本支出作出的承擔（二零一五年十二月三十一日：人民幣630,000元）。另外，本集團對一間聯營公司有出資承擔約人民幣70,060,000元（二零一五年十二月三十一日：人民幣67,400,000元）。於二零一六年六月三十日，本集團並無任何重大或然負債（二零一五年十二月三十一日：無）。

### 集團資產押記

於二零一六年六月三十日，本集團有限制性銀行存款約人民幣57,530,000元（二零一五年十二月三十一日：人民幣172,610,000元），主要指本集團為就所使用的融資信貸出具擔保而存放於銀行的存款。

於二零一六年六月三十日，本公司之附屬公司以總賬面值人民幣13,010,000元（二零一五年十二月三十一日：人民幣15,260,000元）之土地使用權及樓宇抵押作本集團獲授之銀行貸款。



## 權益披露

### 董事的股份權益

於二零一六年六月三十日，董事或行政總裁於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須存置的本公司登記冊所記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

#### 1. 於本公司及其相聯法團的股份、相關股份及債券的好倉總額

##### (a) 於本公司之權益

董事姓名	權益性質	於二零一六年 六月三十日佔	
		證券數目 及類別	已發行股份的 概約百分比
朱志洋先生 (「朱先生」)	公司權益	20,000,000 (附註)	4.96%

附註：該20,000,000股股份由金日環球投資有限公司（「金日」）所持有。朱先生持有金日已發行股份之72.22%，故根據證券及期貨條例，朱先生被視為於金日持有之20,000,000股股份中擁有權益。

## (b) 於本公司相聯法團之權益

董事姓名	相聯團名稱	權益性質	證券數目及類別	於二零一六年
				六月三十日 持股概約 百分比
朱先生	友嘉實業	實益擁有人	15,720,255股 普通股股份	15.35%
	友嘉實業	配偶權益 (附註1)	2,733,926股 普通股股份	2.67%
	Fair Fine (Hongzhou) Industrial Co., Ltd. (附註2)	實益擁有人	750股 普通股股份	0.03%
陳向榮先生	友嘉實業	實益擁有人	1,948,553股 普通股股份	1.90%
	Fair Fine (Hongzhou) Industrial Co., Ltd. (附註2)	實益擁有人	750股 普通股股份	0.03%

## 附註：

1. 朱先生之配偶王紫緹女士(前稱王錦足)(「王女士」)持有友嘉實業已發行股本2.67%，故根據證券及期貨條例，朱先生被視為於王女士所持的友嘉實業所有股份中擁有權益。
2. Fair Fine (Hongzhou) Industrial Co., Ltd.為友嘉實業的非全資附屬公司，故根據證券及期貨條例為本公司的相聯法團。

除上文所披露者外，於二零一六年六月三十日，本公司董事或高級行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的好倉股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊，或根據標準守則須知會本公司及聯交所的任何權益。

## 2. 於本公司及其相聯法團的股份、相關股份及債券中的淡倉總額

於二零一六年六月三十日，本公司董事或高級行政人員概無於本公司或其相聯法團的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊或根據標準守則須知會本公司及聯交所的任何淡倉權益。

### 董事認購股份或債券的權利

於期內任何時間，任何本公司董事或高級行政人員、彼等各自之配偶或未滿十八歲的子女概無獲授可透過收購本公司股份或債券而獲益之任何權利，彼等過往亦從無行使任何有關權利；本公司或其任何附屬公司概無訂立任何安排（下述購股權計劃除外），使董事可藉購入本公司或任何其他法團的股份或債券而獲得上述權利或利益。

### 購股權計劃

本公司於二零零五年十二月二十二日採納之購股權計劃已於二零一五年十二月三十一日屆滿。此後將不再按該購股權計劃授出任何購股權，及未有尚未行使之購股權。

本公司於二零一六年六月二日採納新購股權計劃（「該計劃」），據此，董事會可酌情向董事及其他合資格人士（如該計劃所定義）授出購股權以供彼等認購本公司股份，作為彼等對本集團的成功作出貢獻的獎勵及／或回饋。有關該計劃載於本公司二零一六年四月二十九日寄發之通函內。

自採納該計劃以來並無授出任何購股權。

## 主要股東

於二零一六年六月三十日，每位人士（本公司董事或高級行政人員除外）於本公司股份及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所記錄的權益或淡倉如下：

### 1. 於本公司股份及相關股份的好倉總額

股東名稱	權益性質	所持普通股數目	於二零一六年六月三十日佔已發行股份的概約百分比
友佳實業（香港）有限公司 （「友佳實業香港」）	實益擁有人	232,000,000股 （附註）	57.54%
友嘉實業	受控制公司的權益	232,086,000股 （附註）	57.56%

附註：友嘉實業擁有友佳實業香港約99.99%權益，故根據證券及期貨條例，友嘉實業被視為於友佳實業香港所持有的232,000,000股本公司股份的好倉中擁有權益。

除上文所披露者外，於二零一六年六月三十日，根據證券及期貨條例第336條規定須予存置的本公司登記冊所記錄，並無其他人士於本公司股份或相關股份中擁有權益或淡倉。

## 其他資料

### 根據上市規則第13.51B(1)條之董事資料變動

本公司並不知悉須根據上市規則第13.51B(1)條予以披露之自二零一五年年報以來之本公司董事資料變動。

### 中期股息

為保留資源以用於本集團之未來業務發展，董事會議決不派發截至二零一六年六月三十日止六個月之中期股息（二零一五年中期股息：無）。

### 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一六年六月三十日止六個月內概無購買、贖回或出售任何本公司上市證券。

### 董事進行證券交易的標準守則

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易的守則。經向全體董事作出特定查詢後，本公司確認全體董事於回顧期內均一直遵守標準守則所載的標準規定。

### 企業管治守則

於截至二零一六年六月三十日止六個月期間本公司一直遵守上市規則附錄十四企業管治守則（「企業管治守則」），惟下列除外。

守則條文第E.1.2條規定董事會主席應出席股東週年大會。由於本公司董事會主席朱先生因商務工幹未能出席本公司於二零一六年六月二日舉行之股東週年大會，根據本公司之公司章程細則，該股東週年大會由本公司之執行董事陳向榮先生出任會議主席。

### 審核委員會

本公司已成立審核委員會（「審核委員會」），並遵循企業管治守則以書面制訂職權範圍。審核委員會成員包括本公司三位獨立非執行董事，分別為顧福身先生（擔任主席）、江俊德先生及余玉堂先生。審核委員會的主要職責為檢討及監管本集團的財務匯報程序及內部監控系統。審核委員會已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財務資料。而本公司之核數師德勤•關黃陳方會計師行已根據香港會計師公會所頒布的香港審閱準則2410號「由實體獨立核數師審閱中期財務資料」對本集團截至二零一六年六月三十日止六個月的中期財務資料進行審閱。

### 提名委員會

本公司已成立提名委員會（「提名委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括兩位獨立非執行董事，分別為顧福身先生（擔任主席）及江俊德先生，以及一位執行董事，即陳向榮先生。

提名委員會的功能為檢討及監督董事會的架構、規模及組成；物色合資格人士出任董事會成員；評估獨立非執行董事的獨立性，以及向董事會就委任或重選董事作出推薦建議。

### 薪酬委員會

本公司已成立薪酬委員會（「薪酬委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括兩位獨立非執行董事，分別為顧福身先生（擔任主席）及江俊德先生，以及一位執行董事，即陳向榮先生。

薪酬委員會的功能為制定及檢討董事及高級管理層的薪酬政策及架構。

承董事會命  
友佳國際控股有限公司  
主席  
朱志洋

香港，二零一六年八月三十一日

## 簡明綜合財務報表的審閱報告

致友佳國際控股有限公司董事會  
(於開曼群島註冊成立的有限公司)

### 引言

本核數師(以下簡稱「我們」)已審閱列載於第14至38頁的簡明綜合財務報表,此中期財務資料包括友佳國際控股有限公司(「貴公司」)及其子公司(合稱「貴集團」)於二零一六年六月三十日的簡明綜合財務狀況表與截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表和現金流量表,以及若干附註解釋。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的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及列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,並按照委聘之條款僅向整體董事會報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第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。審閱該等簡明綜合財務報表包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計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。

德勤•關黃陳方會計師行

執業會計師

香港

二零一六年八月三十一日

## 簡明綜合損益及其他全面收益表

截至二零一六年六月三十日止六個月

	附註	截至六月三十日止六個月	
		二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
收益	6	534,545	513,531
收益成本		(392,266)	(375,571)
毛利		142,279	137,960
其他收入	7	13,034	16,928
分銷及銷售費用		(62,610)	(62,166)
行政費用		(53,366)	(50,702)
其他營運費用		(728)	(745)
經營溢利		38,609	41,275
財務費用		(5,764)	(4,190)
分佔合營企業虧損	15	(503)	(674)
分佔聯營公司溢利(虧損)	16	154	(1,207)
除所得稅前溢利	8	32,496	35,204
所得稅開支	9	(13,958)	(8,361)
本公司權益持有人應佔溢利		18,538	26,843
<b>其他全面虧損：</b>			
<b>不會重新分類至損益的項目：</b>			
分佔聯營公司其他全面虧損	16	(16,949)	-
<b>其後可能重新分類至損益的項目：</b>			
分佔聯營公司其他全面虧損	16	(9,247)	-
貨幣換算差額		8,454	87
本公司權益持有人應佔全面收益總額		796	26,930
本公司權益持有人應佔每股盈利(以每股人民幣元列示)			
—基本及攤薄	10	0.05	0.07



## 簡明綜合財務狀況表

於二零一六年六月三十日

	附註	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
<b>非流動資產</b>			
物業、廠房及設備	12	204,638	216,383
預付租賃款項－非流動部分	13	35,186	35,658
無形資產	14	2,889	3,251
於合營企業的投資	15	16,467	16,970
於聯營公司的投資	16	293,371	310,959
遞延稅項資產	17	7,397	6,310
		<u>559,948</u>	<u>589,531</u>
<b>流動資產</b>			
存貨		219,354	250,076
應收賬款、按金及預付款項	18	479,325	449,745
預付租賃款項－流動部分	13	940	940
應收客戶合約工程款項		63,922	36,717
應收同系附屬公司及最終控股公司的 一間聯營公司的款項	23	1,224	1,277
應收合營企業款項	23	975	717
應收聯營公司及聯營公司的附屬公司款項	23	52,491	60,841
限制性銀行存款		57,528	172,613
現金及現金等值物		119,617	101,583
		<u>995,376</u>	<u>1,074,509</u>

	附註	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
<b>流動負債</b>			
應付賬款、其他應付款項及應計費用	19	422,046	447,313
應付客戶合約工程款項		24,847	15,576
應付最終控股公司款項	23	1,091	160
應付直接控股公司款項	23	1,626	1,856
應付一間同系附屬公司及最終控股公司的 一間聯營公司款項	23	6,983	21,664
應付一間聯營公司及一間聯營公司的 附屬公司款項	23	7,619	10,389
應付合營企業款項	23	159	317
即期所得稅負債		10,552	7,858
保證撥備		5,554	5,791
銀行借貸	20	341,708	408,677
		<u>822,185</u>	<u>919,601</u>
<b>流動資產淨值</b>		<u>173,191</u>	<u>154,908</u>
<b>總資產減流動負債</b>		<u>733,139</u>	<u>744,439</u>
<b>資產淨值</b>		<u>733,139</u>	<u>744,439</u>
<b>資本及儲備</b>			
股本	21	4,022	4,022
股份溢價		82,281	82,281
資本儲備		77,338	77,338
其他儲備		48,127	48,905
保留盈利		521,371	531,893
<b>總權益</b>		<u>733,139</u>	<u>744,439</u>

## 簡明綜合權益變動表

截至二零一六年六月三十日止六個月

	股本 人民幣千元	股份溢價 人民幣千元	資本儲備 人民幣千元	其他儲備 人民幣千元	保留盈利 人民幣千元	總權益 人民幣千元
於二零一五年一月一日 (經審核)	4,022	82,281	77,338	53,066	509,988	726,695
期內溢利	-	-	-	-	26,843	26,843
其他全面收益	-	-	-	-	-	-
貨幣換算差額	-	-	-	87	-	87
全面收益總額	-	-	-	87	26,843	26,930
已付股息	-	-	-	-	(24,192)	(24,192)
於二零一五年六月三十日 (未經審核)	4,022	82,281	77,338	53,153	512,639	729,433
於二零一六年一月一日 (經審核)	4,022	82,281	77,338	48,905	531,893	744,439
期內溢利	-	-	-	-	18,538	18,538
其他全面收益	-	-	-	-	-	-
轉移至其他儲備	-	-	-	15	(15)	-
分佔聯營公司其他全面虧損 (附註16)	-	-	-	(9,247)	(16,949)	(26,196)
貨幣換算差額	-	-	-	8,454	-	8,454
全面收益總額	-	-	-	(778)	1,574	796
已付股息	-	-	-	-	(12,096)	(12,096)
於二零一六年六月三十日 (未經審核)	4,022	82,281	77,338	48,127	521,371	733,139

## 簡明綜合現金流量表

截至二零一六年六月三十日止六個月

	截至六月三十日止六個月	
	二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
<b>經營活動產生的現金流量</b>		
營運所用的現金	(3,179)	(57,812)
已付所得稅及預扣稅	(12,352)	(14,618)
<b>經營活動所用的現金淨額</b>	<b>(15,531)</b>	<b>(72,430)</b>
<b>投資活動產生的現金流量</b>		
— 收購物業、廠房及設備以及無形資產	(1,670)	(2,842)
— 出售物業、廠房及設備的所得款項	11	192
— 已收利息	4,735	—
— 限制性銀行存款減少(增加)	115,085	(58,034)
— 初步期限超過三個月的定期存款減少	—	73,000
<b>投資活動產生的現金淨額</b>	<b>118,161</b>	<b>12,316</b>
<b>融資活動產生的現金流量</b>		
— 銀行借貸所得款項	1,087,774	203,986
— 償還銀行借貸	(1,154,743)	(130,907)
— 已付權益持有人股息	(12,096)	(24,192)
— 已付利息	(5,764)	(4,190)
<b>融資活動(所用)產生的現金淨額</b>	<b>(84,829)</b>	<b>44,697</b>
<b>現金及現金等值物增加(減少)淨額</b>	<b>17,801</b>	<b>(15,417)</b>
期初現金及現金等值物	101,583	262,751
匯率變動之影響	233	—
<b>期末現金及現金等值物</b>	<b>119,617</b>	<b>247,334</b>

## 簡明綜合財務報表附註

截至二零一六年六月三十日止六個月

### 1. 一般資料

友佳國際控股有限公司（「本公司」）及其附屬公司（「本集團」）從事設計及生產電腦數控工具機、立體停車設備及叉車。

本公司於開曼群島註冊成立，其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司之股份自二零零六年一月十一日起在香港聯合交易所有限公司（「聯交所」）主板上市。本公司於二零一零年三月十八日在台灣證券交易所（「台灣證券交易所」）發行及上市67,200,000份台灣存託憑證（「台灣存託憑證」），相當於本公司67,200,000股新近發行的股份。友佳實業（香港）有限公司（一間在香港註冊成立的公司）及友嘉實業股份有限公司（一間在台灣註冊成立的公司）分別為直接控股公司及最終控股公司。

除另有說明者外，本簡明綜合中期財務資料均以人民幣（「人民幣」）呈報。本簡明綜合中期財務資料已由董事會於二零一六年八月三十一日批准刊發。

### 2. 編製基準

簡明綜合財務報表乃根據香港會計師公會頒佈之香港會計準則第34號（「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（「上市規則」）附錄十六之適用披露規定編製。簡明綜合財務資料應與根據香港財務報告準則（「香港財務報告準則」）編製之截至二零一五年十二月三十一日止年度之年度財務報表一併閱讀。

### 3. 主要會計政策

簡明綜合財務報表乃按歷史基準編製。

截至二零一六年六月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一五年十二月三十一日止年度之年度財務報表所遵循者一致。

於本中期期間，本集團已首次應用香港會計師公會（「香港會計師公會」）頒佈且於本中期期間強制生效之香港財務報告準則之若干修訂本。

於本中期期間應用上述香港財務報告準則之修訂本並無對該等簡明綜合財務報表所呈報金額及／或該等簡明綜合財務報表所載披露事項構成重大影響。

### 4. 會計估計及判斷

於編製截至二零一六年六月三十日止六個月之簡明綜合財務報表時，管理層須作出會影響會計政策應用以及資產及負債與收支呈報金額之判斷、估計及假設。實際結果可能有別於該等估計。

於編製此等簡明綜合財務報表時，管理層於應用本集團會計政策時作出之其他重大判斷及估計不明朗因素之主要來源與截至二零一五年十二月三十一日止年度之綜合財務報表所應用者相同。

### 5. 金融風險管理及金融工具

#### 5.1 金融風險因素

本集團之業務承受多種金融風險：市場風險（包括貨幣風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。

簡明綜合財務報表並不包括年度財務報表規定的所有金融風險管理資料及披露事項，並應連同本集團於二零一五年十二月三十一日之年度財務報表一併閱讀。

截至二零一六年六月三十日止六個月期間，風險管理政策並無任何變動。

## 5. 金融風險管理及金融工具 (續)

### 5.2 流動資金風險

為管理流動資金風險，本集團監察及維持現金及現金等值物以及未使用信貸額度於管理層認為足以應付本集團營運所需資金的水平，以及減少現金流量波動之影響。截至二零一六年六月三十日止六個月期間，流動資金風險管理政策並無任何變動。

### 5.3 公平值估計

於二零一六年六月三十日，本集團並無金融工具以公平值列賬。

由於應收款項及應付款項之短期性質使然，其賬面值減去減值撥備為其公平值之合理估算。

## 6. 分類資料

主要經營決策者已確定為本公司執行董事（「執行董事」）。執行董事審閱本集團之內部報告，以評估表現及分配資源。管理層根據執行董事所審閱作為制定策略決定依據之該等報告釐定經營分類。

執行董事認為本集團有三個呈報分類：(1)工具機；(2)停車設備；及(3)叉車。

執行董事根據與簡明綜合財務資料所採納者一致之各自的毛利評估經營分類之表現。



## 6. 分類資料 (續)

本集團並無分配銷及銷售費用、行政費用、其他營運費用或資產至其分類，因為執行董事並無使用此等資料分配資源至經營分類或評估經營分類的表現。因此，本集團並無報告各呈報分類的溢利及各呈報分類的總資產。

截至二零一六年六月三十日止六個月 (未經審核)	工具機 人民幣千元	停車設備 人民幣千元	叉車 人民幣千元	本集團總計 人民幣千元
收益 (均來自對外銷售)	398,480	96,210	39,855	534,545
收益成本	<u>(280,709)</u>	<u>(75,247)</u>	<u>(36,310)</u>	<u>(392,266)</u>
分類溢利	<u>117,771</u>	<u>20,963</u>	<u>3,545</u>	<u>142,279</u>

截至二零一五年六月三十日止六個月 (未經審核)	工具機 人民幣千元	停車設備 人民幣千元	叉車 人民幣千元	本集團總計 人民幣千元
收益 (均來自對外銷售)	350,796	110,358	52,377	513,531
收益成本	<u>(238,180)</u>	<u>(90,759)</u>	<u>(46,632)</u>	<u>(375,571)</u>
分類溢利	<u>112,616</u>	<u>19,599</u>	<u>5,745</u>	<u>137,960</u>

本集團大部分業務及資產位於中國，及本集團主要向中國市場出售產品。

## 6. 分類資料 (續)

來自佔本集團各報告期收益總額10%以上之客戶之收益如下：

	截至六月三十日止六個月	
	二零一六年 人民幣千元	二零一五年 人民幣千元
客戶A	<u>69,983</u>	<u>不適合*</u>

\* 相應收益並無佔本集團有關期間收益總額之10%以上。

## 7. 其他收入

	截至六月三十日止六個月	
	二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
利息收入	4,735	10,410
銷售材料	3,264	669
維修收入	4,511	2,666
政府補貼*	9,022	706
租金收入	113	129
出售物業、廠房及設備之淨收益	-	50
淨匯兌(虧損)收益	(11,512)	578
其他	<u>2,901</u>	<u>1,720</u>
	<u>13,034</u>	<u>16,928</u>

\* 政府補貼主要指返還有關銷售工具機及停車設備所涉及軟件之增值稅。本集團已於其達成補貼通告或相關法律及法規指定之所有條件時，於綜合損益及其他全面收益表內確認政府補貼。

## 8. 除所得稅前溢利

除所得稅前溢利已扣除下列各項：

	截至六月三十日止六個月	
	二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
確認為開支的存貨成本	346,999	336,727
呆壞賬撥備·淨額	3,500	4,398
無形資產攤銷	644	395
預付租賃款項攤銷	472	471
物業、廠房及設備折舊	12,959	13,796
存貨撥備·淨額	851	3,132
確認為開支的研發成本*	16,285	16,146
出售物業、廠房及設備的虧損淨額	163	-
保證撥備	2,104	3,150
產生租金收入的直接經營開支	1,047	1,078

\* 上述披露金額並不包括於確認為開支的研發成本中扣除的物業、廠房及設備折舊以及無形資產攤銷分別為人民幣713,000元及人民幣60,000元（截至二零一五年六月三十日止六個月：人民幣825,000元及人民幣88,000元）。該等開支計入本附註內彼等之對應標題內。

## 9. 所得稅開支

	截至六月三十日止六個月	
	二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
即期企業所得稅（「企業所得稅」）	9,502	8,613
中國預扣稅	5,543	-
遞延稅項	(1,087)	(252)
	<u>13,958</u>	<u>8,361</u>

## 9. 所得稅開支（續）

於兩個期間內，由於本集團並無於開曼群島產生任何應課稅溢利，因此並無就開曼群島利得稅作出撥備。

於兩個期間內，由於本集團並無於香港產生任何應課稅溢利，因此並無就香港利得稅作出撥備。

企業所得稅乃就中國的企業按25%計提撥備，惟杭州友佳精密機械有限公司（「杭州友佳」）除外。於二零一四年，杭州友佳獲相關政府當局批准延續其高新技術企業稱號，有權於二零一四年起計的三年期間享有15%的優惠稅率。因此，杭州友佳於截至二零一六年六月三十日止六個月的適用稅率為15%（二零一五年：15%）。

根據二零零七年十二月六日頒佈的《中國企業所得稅法實施條例》，自二零零八年一月一日起於中國成立的公司向其當時海外投資者匯付的股息應按10%的稅率繳納預扣稅。倘中國內地與海外投資者所在司法權區訂有稅項安排，則可採用較低的預扣稅稅率。根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》（或稱中港兩地稅務安排），合資格香港稅務居民如身為中國居民企業的「實益擁有人」並持有其25%或以上股權，可按5%的減低預扣稅稅率納稅。本集團確認的中國預扣稅指就杭州友佳於截至二零一六年六月三十日止六個月期間所宣派股息徵收5%預扣稅。本公司董事已評定任何中國附屬公司將不會於可見將來宣派任何股息。由於本集團有能力控制撥回該等暫時性差額之時間且該等暫時性差額不大可能於可見將來撥回，因此，本公司董事認為中國附屬公司無須就其保留盈利繳納額外預扣稅。

## 10. 每股盈利

每股基本及攤薄盈利是按本公司權益持有人應佔溢利人民幣18,538,000元（截至二零一五年六月三十日止六個月期間：人民幣26,843,000元）除以年內已發行普通股數目403,200,000股（二零一五年：403,200,000股）計算。

	截至六月三十日止六個月	
	二零一六年 (未經審核)	二零一五年 (未經審核)
每股基本及攤薄盈利(每股人民幣元)	0.05	0.07

於兩個期間內，並無具潛在攤薄效應之已發行股份。

## 11. 股息

於本中期期間，本公司向其擁有人派發及派付截至二零一五年十二月三十一日止年度之末期股息每股人民幣0.03元（二零一五年：截至二零一四年十二月三十一日止年度每股人民幣0.06元）。中期期間已派發及派付之末期股息總額為人民幣12,096,000元（二零一五年：人民幣24,192,000元）。

於二零一六年八月三十一日舉行之董事會會議上，本公司董事議決不派發截至二零一六年六月三十日止六個月之中期股息（二零一五年：無）。

## 12. 物業、廠房及設備變動

於本中期期間，本集團出售若干賬面值合共為人民幣174,000元（截至二零一五年六月三十日止六個月：人民幣142,000元）的廠房及設備，所得款項為人民幣11,000元（截至二零一五年六月三十日止六個月：人民幣192,000元），導致出售虧損人民幣163,000元（截至二零一五年六月三十日止六個月：出售收益淨額人民幣50,000元）。此外，本集團花費人民幣1,388,000元（截至二零一五年六月三十日止六個月：人民幣2,316,000元）添置廠房及設備。

## 13. 預付租賃款項

預付租賃款項指土地使用權，其於年期為50年的土地使用權證期間按直線基準撥回損益。於本中期期間，撥回損益之預付租賃款項為人民幣472,000元（截至二零一五年六月三十日止六個月：人民幣471,000元）。將於一年內攤銷的款項，呈列為預付租賃款項流動部分。

#### 14. 無形資產

於本中期期間，本集團花費人民幣282,000元（截至二零一五年六月三十日止六個月：人民幣1,377,000元）添置無形資產。

#### 15. 於合營企業的投資

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
於合營企業非上市投資的成本	27,666	27,666
分佔收購後虧損及其他全面收益	(11,199)	(10,696)
	<u>16,467</u>	<u>16,970</u>

#### 16. 於聯營公司的投資

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
於聯營公司非上市投資的成本	346,072	346,072
分佔收購後虧損及其他全面虧損	(61,312)	(35,270)
貨幣換算差額	8,611	157
	<u>293,371</u>	<u>310,959</u>



## 16. 於聯營公司的投資（續）

本集團分佔聯營公司截至二零一六年六月三十日止六個月的業績及聯營公司於二零一六年六月三十日的總資產及負債列示如下：

	人民幣千元
資產	6,068,355
負債	5,410,884
收益	2,152,405
分佔溢利	154
分佔其他全面虧損(*)	(26,196)

\* 分佔其他全面虧損指合共分佔換算海外業務產生之匯兌差額人民幣9,247,000元及聯營公司界定福利計劃之重新計量虧損人民幣16,949,000元。

## 17. 遞延稅項資產

	應收款項				總計
	呆賬撥備	存貨撥備	保證撥備	銷售佣金	
	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
於二零一五年一月一日（經審核）	4,720	612	812	-	6,144
計入損益	<u>143</u>	<u>63</u>	<u>46</u>	<u>-</u>	<u>252</u>
於二零一五年六月三十日（未經審核）	4,863	675	858	-	6,396
於損益內（扣除）計入	<u>(341)</u>	<u>359</u>	<u>(104)</u>	<u>-</u>	<u>(86)</u>
於二零一五年十二月三十一日（經審核）	4,452	1,034	824	-	6,310
於損益內計入（扣除）	<u>266</u>	<u>20</u>	<u>(32)</u>	<u>833</u>	<u>1,087</u>
於二零一六年六月三十日（未經審核）	<u><u>4,718</u></u>	<u><u>1,054</u></u>	<u><u>792</u></u>	<u><u>833</u></u>	<u><u>7,397</u></u>

## 18. 應收賬款、按金及預付款項

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
貿易應收賬款及應收票據	479,285	444,978
減：貿易應收賬款減值撥備	<u>(38,691)</u>	<u>(36,512)</u>
貿易應收賬款及應收票據－淨額	440,594	408,466
預付款項	15,622	16,033
其他	<u>23,109</u>	<u>25,246</u>
應收賬款、按金及預付款項合計	<u><u>479,325</u></u>	<u><u>449,745</u></u>

本集團一般給予其客戶30至180天信貸期。本集團亦允許其客戶保留若干比例的未償還結餘作為出售產品一年或兩年保證期的保留金。

貿易應收賬款及應收票據總額根據到期日的賬齡分析如下：

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
即期-30天	347,246	341,202
31-60天	11,133	8,465
61-90天	4,135	9,079
91-180天	21,167	14,038
180天以上	<u>95,604</u>	<u>72,194</u>
貿易應收賬款及應收票據	<u><u>479,285</u></u>	<u><u>444,978</u></u>

## 19. 應付賬款、其他應付款項及應計費用

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
貿易應付賬款	193,251	177,863
來自客戶的預付按金	155,222	184,316
其他應付款項	35,717	40,782
應計開支	<u>37,856</u>	<u>44,352</u>
應付賬款、其他應付款項及應計費用總額	<u><u>422,046</u></u>	<u><u>447,313</u></u>

本集團一般獲授30至60天的信貸期。貿易應付賬款之賬齡分析如下：

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
即期－30天	121,938	119,353
31－60天	41,211	34,725
61－90天	6,667	3,979
91－180天	8,271	4,921
180天以上	<u>15,164</u>	<u>14,885</u>
	<u><u>193,251</u></u>	<u><u>177,863</u></u>

## 20. 銀行借貸

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
一年內—無抵押	<u>341,708</u>	<u>408,677</u>

附註：

- (a) 借貸乃按市場利率介乎每年1.50%至4.50%（二零一五年六月三十日：每年1.75%至5.60%）之間計息。
- (b) 於二零一六年六月三十日，本集團抵押其賬面值約人民幣3,497,000元（二零一五年十二月三十一日：人民幣5,131,000元）的預付租賃款項及賬面值約人民幣9,515,000元（二零一五年十二月三十一日：人民幣10,131,000元）的樓宇，以擔保本集團獲授之一般銀行融資。於二零一六年六月三十日，本集團並未動用該等有抵押銀行融資（二零一五年十二月三十一日：無）。
- (c) 於二零一六年六月三十日，本公司的銀行借款人民幣239,754,000元（二零一五年十二月三十一日：人民幣242,350,000元）乃由銀行出具的不可撤回備用信用證作擔保，其中人民幣21,858,000元（二零一五年十二月三十一日：人民幣120,601,000元）已經動用。
- (d) 於二零一六年六月三十日，附屬公司相互作出擔保人民幣161,000,000元（二零一五年十二月三十一日：人民幣176,000,000元），為銀行借款提供擔保，其中人民幣2,525,000元（二零一五年十二月三十一日：人民幣3,969,000元）之餘額已經動用。
- (e) 於二零一六年六月三十日，本公司一名董事及本集團一名關連人士就本集團的銀行借款人民幣66,312,000元（二零一五年十二月三十一日：人民幣64,936,000元）提供個人擔保。

## 21. 股本

	股份數目 千股	面值 人民幣千元
每股面值0.01港元之普通股		
法定：		
於二零一六年六月三十日（未經審核）及 二零一五年十二月三十一日（經審核）	1,000,000	10,211
已發行及繳足：		
於二零一六年六月三十日（未經審核）及 二零一五年十二月三十一日（經審核）	403,200	4,022

## 22. 資本承擔

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
就下列各項已訂約但尚未撥備之資本支出		
- 樓宇建設	-	625
- 向一間聯營公司之注資	70,063	67,404
	<u>70,063</u>	<u>68,029</u>

## 23. 關連人士交易

### (1) 交易及結餘

於本中期間及截至報告期末，本集團與其關連人士曾進行以下交易及持有以下結餘：

#### 交易

公司名稱	關係	交易性質	截至六月三十日止六個月	
			二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
友嘉實業股份有限公司 (「友嘉實業」)	最終控股公司	銷售貨品	51	1,325
		採購貨品	12,299	2,653
友佳實業(香港)有限公司 (「友佳實業(香港)」)	直接控股公司	採購貨品	9,126	18,646
杭州友嘉高松機械有限公司 (「友嘉高松」)	最終控股公司之 聯營公司	銷售貨品	–	763
		採購貨品	791	28
		銷售服務	92	–
		租金收入	1	–
杭州友維機電有限公司 (「友維」)	同系附屬公司	銷售貨品	1	–
		銷售服務	372	376
		租金收入	254	–
AIF	合營企業	採購貨品	232	36
		銷售服務	570	97
		租金收入	9	–
Hangzhou Best Friend Technology Co., Ltd. (「Best Friend」)	最終控股公司之 聯營公司	銷售貨品	–	1
Sanco Machine & Tools Corporation (「SANCO」)	同系附屬公司	採購貨品	7,101	4,715
		採購服務	480	–
Hangzhou Feeler Mectron Machinery Co., Ltd. (「Feeler Mectron」)	合營企業	銷售貨品	45	26
		採購貨品	974	2,825



## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

#### 交易（續）

公司名稱	關係	交易性質	截至六月三十日止六個月	
			二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
Hangzhou Union Friend Machinery Co., Ltd (「UFM」)	合營企業	銷售貨品	17	23
		採購貨品	347	175
		銷售服務	18	-
Hangzhou Nippon Cable Feeler Corporation	合營企業	銷售貨品	-	4
		採購貨品	-	87
		採購服務	38	-
		銷售服務	10	-
FFG Werke GmbH	聯營公司	採購貨品	27,340	-
SMS Holding Co.,INC.	本集團一間聯營公司之 附屬公司	銷售貨品	1,135	-
FFG DMC Co.,Ltd	同系附屬公司	採購貨品	1,128	-
Jobs Automazione S.p.A	本集團一間聯營公司之 附屬公司	採購貨品	18,972	-

上述交易的條款乃根據本公司與各相關關連人士訂立的框架協議規管。

## 23. 關連人士交易 (續)

## (1) 交易及結餘 (續)

## 結餘

公司名稱	關係	結餘性質	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
友嘉實業	最終控股公司	貿易應付賬款 (附註(b))	(1,091)	(160)
友維	同系附屬公司	其他應收賬款 (附註(b))	185	222
SANCO	同系附屬公司	貿易應付賬款 (附註(b))	(5,787)	(6,204)
		其他應收賬款 (附註(b))	682	1,009
友嘉高松	最終控股公司之 聯營公司	貿易應收賬款 (附註(a))	-	1
		貿易應付賬款 (附註(b))	(925)	-
		其他應收賬款 (附註(b))	29	32
Best Friend	最終控股公司之 聯營公司	貿易應收賬款 (附註(a))	2	13
友佳實業 (香港)	直接控股公司	貿易應付賬款 (附註(b))	(1,626)	(1,856)
AIF	合營企業	貿易應收賬款 (附註(a))	200	228
		貿易應付賬款 (附註(b))	(6)	(206)
		其他應付賬款 (附註(b))	-	(3)
Feeler Mectron	合營企業	貿易應收賬款 (附註(a))	62	48
		其他應收賬款 (附註(b))	105	78
UFM	合營企業	貿易應付賬款 (附註(b))	(153)	(108)
		其他應收賬款 (附註(b))	588	363
		貿易應收賬款 (附註(a))	20	-
Jobs Automazione S.p.A	本集團一間聯營公司之 附屬公司	其他應收賬款 (附註(b))	10,306	18,641
		貿易應付賬款 (附註(b))	(5,306)	(9,837)
		股東貸款 (附註(b))	-	5,469
SIGMA Technology S.r.l	本集團一間聯營公司之 附屬公司	貿易應收賬款 (附註(a))	2,127	2,127
		貿易應付賬款 (附註(b))	-	(182)

## 23. 關連人士交易 (續)

### (1) 交易及結餘 (續) 結餘 (續)

公司名稱	關係	結餘性質	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
SIGMA Machinery Co., Ltd	本集團一間聯營公司之 附屬公司	貿易應付賬款 (附註(b))	(71)	(72)
FFG Werke	聯營公司	墊款 (附註(b)) 貿易應付賬款 (附註(b)) 股東貸款 (附註(b))	24,503 (2,242) 5,313	28,020 (298) 5,041
Golden Friendship	同系附屬公司	其他應付賬款 (附註(b))	-	(15,460)
FFG Europe	聯營公司	其他應收賬款 (附註(b))	325	1,543
Sky Thrive Rambdaudi S.r.l	本集團一間聯營公司之 附屬公司	其他應收賬款 (附註(b))	8,742	-
EQUIPTOP HITECH CORP.	同系附屬公司	貿易應收賬款 (附註(a)) 貿易應付賬款 (附註(b))	326 (271)	- -
SMS HOLDING CO.,INC.	本集團一間聯營公司之 附屬公司	貿易應收賬款 (附註(a))	1,175	-

(a) 就與同系附屬公司、最終控股公司及其聯營公司以及聯營公司之附屬公司進行的銷售而言，本集團一般給予的信貸期為90天。結餘為無抵押及免息。於二零一六年六月三十日及二零一五年十二月三十一日，上述結餘的賬齡大部份為六至十二個月內。

(b) 結餘為無抵押、免息及須按要求償還。

## 23. 關連人士交易 (續)

## (2) 董事及主要管理人員薪酬

	截至六月三十日止六個月	
	二零一六年 人民幣千元 (未經審核)	二零一五年 人民幣千元 (未經審核)
薪金	1,402	1,515
表現相關花紅	392	485
退休福利計劃供款	53	74
	<u>1,847</u>	<u>2,074</u>

## 24. 資產抵押

	於	
	二零一六年 六月三十日 人民幣千元 (未經審核)	二零一五年 十二月三十一日 人民幣千元 (經審核)
預付租賃款項	3,497	5,131
物業、廠房及設備	9,515	10,131
已抵押銀行存款	<u>57,528</u>	<u>172,613</u>
	<u>70,540</u>	<u>187,875</u>

本集團已抵押其預付租賃款項及樓宇作本集團獲授之一般銀行信貸額度之擔保。

本集團之受限制銀行存款主要指本集團為就所使用的融資信貸出具擔保而存放於銀行的存款。

## 25. 或然負債

於二零一五年九月二十五日，本公司、FFG Werke與一家銀行（「該銀行」）訂立協議，據此，該銀行將安排一筆本金額最高為50,000,000歐元（相當於人民幣368,750,000元）之融資，以供本公司及FFG Werke共同及個別地使用，因此本公司及FFG Werke各自須對另一方於融資項下產生之債務負責。於二零一六年六月三十日，本公司並未自上述融資函中提取任何貸款，而FFG Werke已提取總額50,000,000歐元。

於二零一四年七月九日，FFG Werke與天盛訂立擔保促成契約，據此，天盛同意就FFG Werke之業務經營所需而促成出具最大總額不超過10,600,000歐元（相當於人民幣78,175,000元）的銀行擔保。於二零一六年六月三十日，天盛已安排上述銀行擔保，總金額為2,500,000歐元（相當於人民幣18,437,500元）。

管理層估計FFG Werke之違約風險甚微，故該等財務擔保產生之擔保負債風險並不重大且於本中期期間並無確認任何擔保負債。

## 26. 比較數字

若干比較數字已重新分類以符合當前呈列。



附 件 五

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2398



# CONTENTS

	PAGE
CORPORATE INFORMATION	2
MANAGEMENT DISCUSSION AND ANALYSIS	3
DISCLOSURE OF INTERESTS	7
OTHER INFORMATION	11
REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	13
CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	14
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	15
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	17
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	18
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	19

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

CHU Chih-Yaung (*Chairman*)

CHEN Hsiang-Jung (*Chief Executive Officer*)

CHEN Min-Ho

WEN Chi-Tang

CHIU Rung-Hsien

#### Independent Non-Executive Directors

KOO Fook Sun, Louis

CHIANG Chun-Te

YU Yu-Tang

### COMPANY SECRETARY

LO Tai On

### AUTHORISED REPRESENTATIVES

CHEN Hsiang-Jung

CHIU Rung-Hsien

### LEGAL ADVISERS AS TO HONG KONG LAW

Woo Kwan Lee & Lo

### AUDITOR

Deloitte Touche Tohmatsu

### REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2003, 20th Floor

Kai Tak Commercial Building

317-319 Des Voeux Road Central

Hong Kong

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 120 Shixin North Road

Xiaoshan Economic and Technological  
Development Zone

Xiaoshan District

Hangzhou City

Zhejiang Province

The PRC

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

### PRINCIPAL BANKERS

Bank of China

Cathay United Bank

Hang Seng Bank Limited

Industrial and Commercial Bank of China

KGI Bank

Mega International Commercial Bank

Yuanta Commercial Bank

BNP Paribas

### STOCK CODE

2398

### WEBSITE

<http://www.goodfriend.hk>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

During the first half of 2016, sales volume of CNC machine tools, parking garage structures and forklift trucks amounted to 756 units, 7,502 units and 662 units respectively (2015 comparative figures: 842 units, 7,168 units and 845 units). The mainstream product of the Group CNC machine tools focus mainly on the China market, with the major customers being those automobile parts and mechanical manufacturers. According to the economic data released by the National Bureau of Statistics of China, China's gross domestic product (GDP) grew by a year-on-year rate of 6.7% in the first half of 2016, which was the lowest growth rate since 1990. It shows that China's economy is facing continued and relatively large downward pressure. Despite that, sales revenue of the Group's CNC machine tools business still recorded growth during the period under review. For the six months ended 30 June 2016, sales revenue of CNC machine tools amounted to approximately RMB398.48 million, representing an increase when compared to corresponding period in 2015.

Despite being affected by the slowdown of China's economic growth, the Group's high-end CNC machine tools products still recorded satisfactory sales revenue during the period under review. Sales revenue of high-end CNC machine tools products (manufactured by vendors in Germany and Italy) during the period under review amounted to approximately RMB53.20 million, and accounted for approximately 13.4% of sales revenue of the Group's CNC machine tools business. These high-end products could optimise the product portfolio of the Group, and strengthen its core competitiveness.

## Financial Review

### *Revenue*

For the six months ended 30 June 2016, the Group recorded revenue of approximately RMB534.55 million, representing an increase of approximately 4.1% as compared to the corresponding period in 2015. CNC machine tools remained the major source of the Group's revenue. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB398.48 million, representing an increase of 13.6% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 74.5% of the Group's total revenue. On the other hand, sales revenue of the Group's forklift trucks business during the period under review was decreased by 23.9%, as compared to corresponding period in last year, to approximately RMB39.86 million and approximately 7.5% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB96.21 million during the period under review, representing a decrease of approximately 12.8% as compared to corresponding period in last year and accounted for approximately 18.0% of the total revenue.

### *Gross profit and margin*

During the period under review, gross profit of the Group amounted to approximately RMB142.28 million. Overall gross profit margin was approximately 26.6%, compared to 26.9% for the corresponding period in last year. The gross profit margin of CNC machine tools (the Group's major product) during the period under review remained at approximately 29.6%. As a result, the overall gross profit margin for the period under review remaining fairly stable when compared to corresponding period in last year.

### *Distribution and selling expenses*

Distribution and selling expenses for the six months ended 30 June 2016 amounted to approximately RMB62.61 million, remaining fairly stable when compared to corresponding period in last year. This was mainly attributable to the stringent control of the corresponding expenses by the management. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was approximately 11.7%, compared to 12.1% for the corresponding period in last year.

### *Administrative expenses*

Administrative expenses increased by approximately 5.3% to approximately RMB53.37 million during the period under review. This was mainly attributable to the increase of the staff costs in Mainland China.

### *Share of profit (loss) of associates*

For the six months ended 30 June 2016, share of profit of associates amounted to approximately RMB0.15 million (2015 comparative figures: share of loss of approximately RMB1.21 million). The amount represented the Group's share of results of the associates located in Germany and Italy, for the period under review.

### *Profit attributable to the equity holders of the Company*

For the six months ended 30 June 2016, profit attributable to the equity holders of the Company amounted to approximately RMB18.54 million, representing a decrease of approximately 30.9% as compared to the same period last year.

### **Prospects**

2016 is the first year of China's "13th Five-Year" Planning. Though the economic growth pace slows down, China remains as the growth engine to the world economy. China is the largest machine tools consuming country. It is anticipated that the demand of machine tools from the industries of high-speed railway, transit rails, aerospace, and energy in China, especially demand of those high-end CNC machine tools, would still be great. This in turn will benefit the Group's CNC machine tools business. The Group will continue to explore and sell those high-end CNC machine tools products (production of such primarily from Germany and Italy) to the customers. The management believes that with its extensive sales network and comprehensive after-sales service, solid business foundation as well as outstanding product quality, the Group is capable of meeting customers' different needs and continue to strengthen its market position.

Looking ahead, with the current complex economic environment, the Group will continue to strengthen its business foundation under a consistent cautious manner under tough market environment, in order to weather against the volatility and uncertainty of the market condition ahead. On the other hand, the management will continue to explore and capture various opportunities for development and strategic cooperation so as to increase the competitive edge of the Group. The Group is committed to becoming an international CNC machine tools manufacturer. The management is optimistic on the long-term development prospects of the Group.



### Liquidity and financial resources

The working capital of the Group was mainly financed by internal cash flows generated from its operation and its existing banking facilities. As at 30 June 2016, the Group's cash and cash equivalents amounted to approximately RMB119.62 million (at 31 December 2015: RMB101.58 million). As at 30 June 2016, the Group had net current assets of approximately RMB173.19 million (at 31 December 2015: RMB154.91 million) and short-term bank borrowings of approximately RMB341.71 million (at 31 December 2015: RMB408.68 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2016 was approximately 1.2 (at 31 December 2015: 1.2). The gearing ratio as at 30 June 2016 (total interest bearing liabilities to total assets) was approximately 22.0% (at 31 December 2015: 24.6%), indicated that the Group's overall financial position remained solid.

### Capital structure

The share capital of the Company as at 30 June 2016 was HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each (at 31 December 2015: HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each).

### Staff and remuneration policies

As at 30 June 2016, the Group employed a total of approximately 1,270 full time employees (31 December 2015: 1,320) in Hong Kong and the PRC. The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, share options (if any) will also be awarded to employees according to assessment of individuals' performance.

### Capital commitments and contingencies

As at 30 June 2016, the Group had no capital expenditure commitments mainly for property, plant and equipment which were contracted but not provided in the financial statements (at 31 December 2015: RMB0.63 million); whilst the Group had capital commitments for capital contribution to an associate of approximately RMB70.06 million (31 December 2015: RMB67.40 million). The Group had no material contingent liabilities as at 30 June 2016 (at 31 December 2015: Nil).

### Charges on the group's assets

As at 30 June 2016, the Group had restricted bank deposits with an amount of approximately RMB57.53 million (at 31 December 2015: RMB172.61 million) which mainly represented deposits placed in banks for guarantees issued for finance facilities used by the Group.

Subsidiaries of the Company had pledged their land use rights and building with an aggregate carrying amount of RMB13.01 million (31 December 2015: RMB15.26 million) as at 30 June 2016 in order to secure banking facilities granted to the Group.

## DISCLOSURE OF INTERESTS

### Directors' interest in shares

As at 30 June 2016, the interests or short positions of the Directors or chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

1. *Aggregate long position in the shares, underlying shares and debentures of the Company and its associated corporation*

(a) Interests in the Company

Name of Director	Nature of interest	Number and class of securities	Approximate percentage of the issued shares as at 30 June 2016
Mr. Chu Chih-Yaung ("Mr. Chu")	Corporate interest	20,000,000 (Note)	4.96%

*Note:* These 20,000,000 Shares were held by Sunward Gold Global Investments Limited ("Sunward"). Mr. Chu held 72.22% of the issued shares of Sunward and accordingly was deemed to be interested in the 20,000,000 shares held by Sunward under the SFO.

## (b) Interests in the associated corporations of the Company

Name of Director	Name of associated corporations	Nature of interest	Number and class of securities	Approximate percentage of shareholdings as at 30 Jun 2016
Mr. Chu	Taiwan FF	Beneficial owner	15,720,255 ordinary shares	15.35%
	Taiwan FF	Spouse interest (Note 1)	2,733,926 ordinary shares	2.67%
	Fair Fine (Hongzhou) Industrial Co., Ltd. (Note 2)	Beneficial owner	750 ordinary shares	0.03%
Mr. Chen Hsiang-Jung	Taiwan FF	Beneficial owner	1,948,553 ordinary shares	1.90%
	Fair Fine (Hongzhou) Industrial Co., Ltd. (Note 2)	Beneficial owner	750 ordinary shares	0.03%

*Notes:*

- (1) Ms. Wang Tz-Ti (formerly known as Wang Jin-Zu) ("Ms. Wang"), the spouse of Mr. Chu, held 2.67% of the issued share capital of Taiwan FF. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Taiwan FF under the SFO.
- (2) Fair Fine (Hongzhou) Industrial Co., Ltd. is a non-wholly-owned subsidiary of Taiwan FF and is therefore an associated corporation of the Company for the purpose of the SFO.

Save as disclosed above, as at 30 June 2016, none of the Directors or chief executive of the Company had any interest of long position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

**2. *Aggregate short position in the shares, underlying shares and debentures of the Company and its associated corporations***

As at 30 June 2016, none of the Directors or chief executive of the Company, had any interest of short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

**Directors' rights to acquire shares or debentures**

At no time during the period under review, were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age; or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement (other than the share option scheme as disclosed below) to enable the Directors to acquire such rights or benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

**Share option scheme**

The share option scheme which was adopted by the Company on 22 December 2005 had expired on 21 December 2015. Thereafter, no further option would be granted under such share option scheme and there was no outstanding option.

The Company adopted a new share option scheme (the "Scheme") on 2 June 2016, pursuant to which the Board may, at its discretion, grant options to Directors and other eligible persons (as defined in the Scheme) to enable them to subscribe for shares of the Company as incentives and/or rewards for their contribution to the success of the Group. Particulars of the Scheme are set out in the circular of the Company despatched on 29 April 2016.

No share option was granted by the Company since adoption of the Scheme.

### Substantial shareholders

As at 30 June 2016, the interests or short positions of every person, other than a Director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

#### 1. Aggregate long position in the shares and underlying shares of the Company

Name of shareholder	Nature of interest	Number of ordinary shares held	Approximate percentage of the issued shares as at 30 June 2016
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Beneficial owner	232,000,000 shares ( <i>Note</i> )	57.54%
Taiwan FF	Interest of controlled corporation	232,086,000 shares ( <i>Note</i> )	57.56%

*Note:* Hong Kong GF was owned as to approximately 99.99% by Taiwan FF. Accordingly, Taiwan FF was deemed to be interested in the long position of 232,000,000 shares of the Company held by Hong Kong GF under the SFO.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 June 2016.

## OTHER INFORMATION

### Changes of director's information under rule 13.51B(1) of the Listing Rules

The Company is not aware of change of information of directors of the Company since the 2015 Annual Report which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### Interim dividend

In order to retain resources for the Group's future business development, the Board resolved not to declare an interim dividend for the six months ended 30 June 2016 (2015 interim dividend: Nil).

### Purchase, redemption or sale of listed securities of the Company

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

### Model code for securities transactions by directors

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code during the period under review.

### Corporate governance

The Company has complied with the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2016 except the following.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. The Chairman of the Board, Mr. Chu, was unable to attend the annual general meeting of the Company held on 2 June 2016 due to business trip. Mr. Chen Hsiang-Jung, an executive Director of the Company, took the chair of the annual general meeting pursuant to the Articles of the Association of the Company.

**Audit committee**

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the CG Code which comprises three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee has reviewed the unaudited financial information of the Group for the six months ended 30 June 2016. The Company's external auditor, Deloitte Touche Tohmatsu, has conducted a review of the interim financial information of the Group for the six months ended 30 June 2016 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 HKICPA.

**Nomination committee**

The Company established a nomination committee (the "Nomination Committee"), with written terms of reference in compliance with the CG Code and consists of two independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman) and Mr. Chiang Chun-Te, and one executive Director, namely Mr. Chen Hsiang-Jung.

The functions of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

**Remuneration committee**

The Company established a remuneration committee (the "Remuneration Committee"), with written terms of reference in compliance with the CG Code and consists of two independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman) and Mr. Chiang Chun-Te, and one executive Director, namely Mr. Chen Hsiang-Jung.

The functions of the Remuneration Committee are establishing and reviewing the policy and structure of the remuneration for the Directors and senior management.

By order of the Board  
**Good Friend International Holdings Inc.**  
**Chu Chih-Yang**  
*Chairman*

Hong Kong, 31 August 2016

## REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF

GOOD FRIEND INTERNATIONAL HOLDINGS INC.

*(incorporated in the Cayman Islands with limited liability)*

### Introduction

We have reviewed the condensed consolidated financial statements of Good Friend International Holdings Inc. (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 14 to 38, 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-month 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.

### 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

31 August 2016



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

For the six months ended 30 June 2016

	Notes	Six months ended 30 June	
		2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Revenue	6	534,545	513,531
Cost of revenue		(392,266)	(375,571)
Gross profit		142,279	137,960
Other income	7	13,034	16,928
Distribution and selling expenses		(62,610)	(62,166)
Administrative expenses		(53,366)	(50,702)
Other operating expenses		(728)	(745)
Operating profit		38,609	41,275
Finance costs		(5,764)	(4,190)
Share of loss of joint ventures	15	(503)	(674)
Share of profit (loss) of associates	16	154	(1,207)
Profit before income tax	8	32,496	35,204
Income tax expense	9	(13,958)	(8,361)
Profit attributable to equity holders of the Company		18,538	26,843
<b>Other comprehensive loss:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Share of other comprehensive loss of associates	16	(16,949)	–
<b>Items that may be subsequently reclassified to profit or loss:</b>			
Share of other comprehensive loss of associates	16	(9,247)	–
Currency translation difference		8,454	87
Total comprehensive income attributable to equity holders of the Company		796	26,930
Earnings per share attributable to the equity holders of the Company (expressed in RMB per share)			
– Basic and diluted	10	0.05	0.07

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As of 30 June 2016

	<i>Notes</i>	30 June 2016 <i>RMB'000</i> (Unaudited)	31 December 2015 <i>RMB'000</i> (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	12	204,638	216,383
Prepaid lease payments – non-current	13	35,186	35,658
Intangible assets	14	2,889	3,251
Investments in joint ventures	15	16,467	16,970
Investments in associates	16	293,371	310,959
Deferred tax assets	17	7,397	6,310
		<u>559,948</u>	<u>589,531</u>
<b>Current assets</b>			
Inventories		219,354	250,076
Debtors, deposits and prepayments	18	479,325	449,745
Prepaid lease payments – current	13	940	940
Amounts due from customers for contract work		63,922	36,717
Amounts due from fellow subsidiaries and an associate of ultimate holding company	23	1,224	1,277
Amounts due from joint ventures	23	975	717
Amounts due from associates and subsidiaries of an associate	23	52,491	60,841
Restricted bank deposits		57,528	172,613
Cash and cash equivalents		119,617	101,583
		<u>995,376</u>	<u>1,074,509</u>

	<i>Notes</i>	30 June 2016 <i>RMB'000</i> (Unaudited)	31 December 2015 <i>RMB'000</i> (Audited)
<b>Current liabilities</b>			
Creditors, other payables and accrued charges	19	422,046	447,313
Amounts due to customers for contract work		24,847	15,576
Amount due to ultimate holding company	23	1,091	160
Amount due to immediate holding company	23	1,626	1,856
Amounts due to a fellow subsidiary and an associate of ultimate holding company	23	6,983	21,664
Amounts due to an associate and subsidiaries of an associate	23	7,619	10,389
Amounts due to joint ventures	23	159	317
Current income tax liabilities		10,552	7,858
Warranty provision		5,554	5,791
Bank borrowings	20	341,708	408,677
		<u>822,185</u>	<u>919,601</u>
<b>Net current assets</b>		<u>173,191</u>	<u>154,908</u>
<b>Total assets less current liabilities</b>		<u>733,139</u>	<u>744,439</u>
<b>Net assets</b>		<u>733,139</u>	<u>744,439</u>
<b>Capital and Reserves</b>			
Share capital	21	4,022	4,022
Share premium		82,281	82,281
Capital reserves		77,338	77,338
Other reserves		48,127	48,905
Retained earnings		521,371	531,893
<b>Total equity</b>		<u>733,139</u>	<u>744,439</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

	Share capital RMB'000	Share premium RMB'000	Capital reserves RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total equity RMB'000
At 1 January 2015 (Audited)	4,022	82,281	77,338	53,066	509,988	726,695
Profit for the period	-	-	-	-	26,843	26,843
<b>Other comprehensive income</b>						
Currency translation differences	-	-	-	87	-	87
<b>Total comprehensive income</b>	-	-	-	87	26,843	26,930
Dividends paid	-	-	-	-	(24,192)	(24,192)
At 30 June 2015 (Unaudited)	4,022	82,281	77,338	53,153	512,639	729,433
At 1 January 2016 (Audited)	4,022	82,281	77,338	48,905	531,893	744,439
Profit for the period	-	-	-	-	18,538	18,538
<b>Other comprehensive income</b>						
Transfer to other reserves	-	-	-	15	(15)	-
Share of other comprehensive loss of associates ( <i>note 16</i> )	-	-	-	(9,247)	(16,949)	(26,196)
Currency translation differences	-	-	-	8,454	-	8,454
<b>Total comprehensive income</b>	-	-	-	(778)	1,574	796
Dividends paid	-	-	-	-	(12,096)	(12,096)
At 30 June 2016 (Unaudited)	4,022	82,281	77,338	48,127	521,371	733,139

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

	Six months ended 30 June	
	2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
<b>Cash flows from operating activities</b>		
Cash used in operations	(3,179)	(57,812)
Income tax and withholding tax paid	(12,352)	(14,618)
<b>Net cash used in operating activities</b>	<b>(15,531)</b>	<b>(72,430)</b>
<b>Cash flows from investing activities</b>		
– acquisition of property, plant and equipment and intangible assets	(1,670)	(2,842)
– proceeds from disposal of property, plant and equipment	11	192
– interest received	4,735	–
– decrease (increase) in restricted bank deposit	115,085	(58,034)
– decrease in term deposits with initial term of over three months	–	73,000
<b>Net cash generated from investing activities</b>	<b>118,161</b>	<b>12,316</b>
<b>Cash flows from financing activities</b>		
– proceeds from bank borrowings	1,087,774	203,986
– repayments of bank borrowings	(1,154,743)	(130,907)
– dividends paid to equity holders	(12,096)	(24,192)
– interest paid	(5,764)	(4,190)
<b>Net cash (used in) generated from financing activities</b>	<b>(84,829)</b>	<b>44,697</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>17,801</b>	<b>(15,417)</b>
Cash and cash equivalents at the beginning of the period	101,583	262,751
Effect of foreign exchange rate changes	233	–
<b>Cash and cash equivalents at end of the period</b>	<b>119,617</b>	<b>247,334</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 June 2016*

### 1. GENERAL INFORMATION

Good Friend International Holdings Inc. (“the Company”) and its subsidiaries (“the Group”) are engaged in design and production of computer numerical control machine tools, three dimensional car parking garage structures and forklift trucks.

The Company was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) since 11 January 2006. The Company’s 67,200,000 units of Taiwan depository receipts (“TDRs”), representing 67,200,000 newly issued shares of the Company, were issued and listed on the Taiwan Stock Exchange Corporation (“Taiwan Stock Exchange”) on 18 March 2010. Good Friend (H.K.) Corporation Limited, a company incorporated in Hong Kong, and Fair Friend Enterprise Company Limited, a company incorporated in Taiwan, are the immediate holding company and the ultimate holding company, respectively.

This condensed consolidated interim financial information is presented in Renminbi (“RMB”), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 31 August 2016.

### 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants 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 (the “Listing Rules”). The condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2015, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical basis.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2016 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2015.

In the current interim period, the Group has applied, for the first time, certain amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are mandatorily effective for the current interim period.

The application of the above amendments to 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.

### 4. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of condensed consolidated financial statements for the six months ended 30 June 2016 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated financial statements, other significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2015.

### 5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

#### 5.1 Financial risk factors

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

The condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2015.

There have been no changes in risk management policies during the six months period ended 30 June 2016.

## 5. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

### 5.2 Liquidity risk

In order to manage the liquidity risk, the Group monitors and maintains cash and cash equivalents and unused credit facilities at a level which is deemed to be adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. There have been no changes in liquidity risk management policies during the six months period ended 30 June 2016.

### 5.3 Fair value estimation

As at 30 June 2016, the Group had no financial instrument which had been stated at fair value.

The carrying amounts less impairment provision of receivables and payables are a reasonable approximation of their fair values due to their short-term maturities.

## 6. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors (the "Executive Directors") of the Company. The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports reviewed by the Executive Directors that are used to make strategic decisions.

The Executive Directors consider that the Group has three reportable segments: (1) machine tools; (2) parking garage structure; and (3) forklift trucks.

The Executive Directors assess the performance of the operating segments based on their respective gross profit, which is consistent with that in the condensed consolidated financial information.



## 6. SEGMENT INFORMATION (Continued)

The Group does not allocate distribution and selling expenses, administrative expenses, other operating expenses or assets to its segments, as the Executive Directors do not use this information to allocate resources to or evaluate the performance of the operating segments. Therefore, the Group does not report a measure of profit for each reportable segment and total assets for each reportable segment.

	Machine Tools	Parking Garage Structures	Forklift Trucks	Total Group
Six months ended 30 June 2016 (Unaudited)	RMB'000	RMB'000	RMB'000	RMB'000
Revenue (all from external sales)	398,480	96,210	39,855	534,545
Cost of revenue	<u>(280,709)</u>	<u>(75,247)</u>	<u>(36,310)</u>	<u>(392,266)</u>
Segment profit	<u>117,771</u>	<u>20,963</u>	<u>3,545</u>	<u>142,279</u>

	Machine Tools	Parking Garage Structures	Forklift Trucks	Total Group
Six months ended 30 June 2015 (Unaudited)	RMB'000	RMB'000	RMB'000	RMB'000
Revenue (all from external sales)	350,796	110,358	52,377	513,531
Cost of revenue	<u>(238,180)</u>	<u>(90,759)</u>	<u>(46,632)</u>	<u>(375,571)</u>
Segment profit	<u>112,616</u>	<u>19,599</u>	<u>5,745</u>	<u>137,960</u>

Majority of the Group's operations and assets are located in the PRC and the Group mainly sells to the PRC market.

## 6. SEGMENT INFORMATION (Continued)

Revenue from customers contributing over 10% of the total revenue of the Group for each of the reporting periods is as follows:

	Six months ended 30 June	
	2016 RMB'000	2015 RMB'000
Customer A	<u>69,983</u>	<u>N/A*</u>

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the period concerned.

## 7. OTHER INCOME

	Six months ended 30 June	
	2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Interest income	4,735	10,410
Sales of materials	3,264	669
Repair income	4,511	2,666
Government subsidies*	9,022	706
Rental income	113	129
Net gain on disposal of property, plant and equipment	–	50
Net exchange (loss) gain	(11,512)	578
Others	<u>2,901</u>	<u>1,720</u>
	<u>13,034</u>	<u>16,928</u>

\* Government subsidies mainly represent the refund of value-added tax in relation to software embedded in the sales of machine tools and parking garage structures. The Group recognised the government subsidies in the consolidated statement of profit or loss and other comprehensive income when it has fulfilled all the conditions specified in the subsidy notice or relevant law and regulations.

## 8. PROFIT BEFORE INCOME TAX

Profit before income tax has been arrived at after charging:

	Six months ended 30 June	
	2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Cost of inventories recognised as an expense	346,999	336,727
Allowance for bad and doubtful debts, net	3,500	4,398
Amortisation of intangible assets	644	395
Amortisation of prepaid lease payment	472	471
Depreciation of property, plant and equipment	12,959	13,796
Allowance for inventories, net	851	3,132
Research and development costs recognised as expense*	16,285	16,146
Net loss on disposal of property, plant and equipment	163	–
Provision for warranty	2,104	3,150
Direct operating expenses incurred for rental income	1,047	1,078

\* The amount disclosed above does not include depreciation of property, plant and equipment and amortisation of intangible assets charged to research and development cost recognised as expense amounting to RMB713,000 and RMB60,000 (six months period ended 30 June 2015: RMB825,000 and RMB88,000) respectively. Such expenses are included in their corresponding headings within this note.

## 9. INCOME TAX EXPENSE

	Six months ended 30 June	
	2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Current Enterprise income tax ("EIT")	9,502	8,613
PRC withholding tax	5,543	–
Deferred tax	(1,087)	(252)
	<u>13,958</u>	<u>8,361</u>

## 9. INCOME TAX EXPENSE (Continued)

No provision for Cayman Islands profits tax has been made as the Group did not have any assessable profits arising in Cayman Islands for both periods.

No provision for Hong Kong profits tax has been made since the Group did not have any assessable profit arising in Hong Kong for both periods.

EIT is provided at 25% for enterprises in the PRC except for Hangzhou Good Friend Precision Machinery Co., Ltd. ("Hangzhou Good Friend"). Hangzhou Good Friend renewed its New and High-Tech Enterprise status in 2014, which has been approved by the relevant government authorities, and it is entitled to a reduced tax rate of 15% for a three-year period commencing 2014. Accordingly, the applicable tax rate for Hangzhou Good Friend for the six months ended 30 June 2016 is 15% (2015: 15%).

In according to Detailed Implementation Regulations for implementation of the EIT law of PRC issued on 6 December 2007, dividends paid out by the companies established in the PRC to their then foreign investors is subject to 10% withholding tax from 1 January 2008 onwards. A lower withholding tax rate may be applied if there is a tax arrangement between Mainland China and the jurisdiction of the foreign investors. Under the Arrangement between the Mainland China and the Hong Kong Special Administration Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, or China-HK Tax Arrangement, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% or more of the equity interest in a PRC-resident enterprise is entitled to a reduced withholding rate of 5%. The PRC withholding tax recognised by the Group represents the 5% withholding tax levied on the dividends declared by Hangzhou Good Friend during this six months period ended 30 June 2016. The directors of the Company have assessed that no dividends will be declared by any of the PRC subsidiaries in the foreseeable future so it is concluded that no additional withholding tax shall be accrued on the retained earnings of the PRC subsidiaries as the Group is able to control the timing of the reversal of such temporary differences and it is probable that such temporary differences would not be reversed in foreseeable future.

## 10. EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by dividing the profit attributable to equity holders of the Company of RMB18,538,000 (six months period ended 30 June 2015: RMB26,843,000) by the number of ordinary shares in issue during the year of 403,200,000 (2015: 403,200,000).

	Six months ended 30 June	
	2016 (Unaudited)	2015 (Unaudited)
Basic and diluted earnings per share ( <i>RMB per share</i> )	<u>0.05</u>	<u>0.07</u>

There were no potential dilutive shares in issue for both periods.

## 11. DIVIDENDS

During the current interim period, a final dividend of RMB0.03 per share in respect of the year ended 31 December 2015 (2015: RMB0.06 per share in respect of the year ended 31 December 2014) was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the interim period amounted to RMB12,096,000 (2015: RMB24,192,000).

At a meeting of the board of directors held on 31 August 2016, the directors of the Company resolved not to declare an interim dividend for the six months ended 30 June 2016 (2015: Nil).

## 12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group disposed of certain plant and equipment with an aggregate carrying amount of RMB174,000 (six months ended 30 June 2015: RMB142,000) for proceeds of RMB11,000 (six months ended 30 June 2015: RMB192,000), resulting in a loss on disposal of RMB163,000 (six months ended 30 June 2015: net gain on disposal RMB50,000). In addition, the Group spent RMB1,388,000 (six months ended 30 June 2015: RMB2,316,000) on additions to plant and equipment.

## 13. PREPAID LEASE PAYMENTS

Prepaid lease payments represent the land use rights which are released to profit or loss on a straight-line basis over the periods of the land use right certificate which is 50 years. During the current interim period, prepaid lease payments released to profit or loss amounted to RMB472,000 (six months ended 30 June 2015: RMB471,000). The amount to be amortised within one year is presented as current portion of prepaid lease payments.

## 14. INTANGIBLE ASSETS

During the current interim period, the Group spent RMB282,000 (six months ended 30 June 2015: RMB1,377,000) on additions to intangible assets.

## 15. INVESTMENTS IN JOINT VENTURES

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Cost of unlisted investments in joint ventures	27,666	27,666
Share post-acquisition loss and other comprehensive income	(11,199)	(10,696)
	<u>16,467</u>	<u>16,970</u>

## 16. INVESTMENTS IN ASSOCIATES

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Cost of unlisted investments in associates	346,072	346,072
Share post-acquisition loss and other comprehensive loss	(61,312)	(35,270)
Currency translation difference	8,611	157
	<u>293,371</u>	<u>310,959</u>

## 16. INVESTMENTS IN ASSOCIATES (Continued)

The Group's share of the results in associates for the six months ended 30 June 2016 and the aggregate assets and liabilities of the associates as at 30 June 2016 are shown below:

	<i>RMB'000</i>
Assets	6,068,355
Liabilities	5,410,884
Revenue	2,152,405
Share of profit	154
Share of other comprehensive loss (*)	<u>(26,196)</u>

\* The share of other comprehensive loss represents the aggregate of the share of exchange differences on translation of foreign operations of RMB9,247,000 and the re-measurement losses on defined benefit plans of RMB16,949,000 of the associates.

## 17. DEFERRED TAX ASSETS

	Allowance for doubtful receivables <i>RMB'000</i>	Allowance for inventories <i>RMB'000</i>	Warranty provision <i>RMB'000</i>	Sales commission <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 January 2015 (Audited)	4,720	612	812	-	6,144
Credit to profit or loss	<u>143</u>	<u>63</u>	<u>46</u>	<u>-</u>	<u>252</u>
At 30 June 2015 (Unaudited)	4,863	675	858	-	6,396
(Charge) credit to profit or loss	<u>(341)</u>	<u>359</u>	<u>(104)</u>	<u>-</u>	<u>(86)</u>
At 31 December 2015 (Audited)	4,452	1,034	824	-	6,310
Credit (charge) to profit or loss	<u>266</u>	<u>20</u>	<u>(32)</u>	<u>833</u>	<u>1,087</u>
At 30 June 2016 (Unaudited)	<u><u>4,718</u></u>	<u><u>1,054</u></u>	<u><u>792</u></u>	<u><u>833</u></u>	<u><u>7,397</u></u>

## 18. DEBTORS, DEPOSITS AND PREPAYMENTS

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Trade debtors and bills receivables	479,285	444,978
Less: provision for impairment of trade receivables	<u>(38,691)</u>	<u>(36,512)</u>
Trade debtors and bills receivables – net	440,594	408,466
Prepayments	15,622	16,033
Others	<u>23,109</u>	<u>25,246</u>
Total debtors, deposits and prepayments	<u><u>479,325</u></u>	<u><u>449,745</u></u>

The Group generally allows a credit period of 30 to 180 days to its customers. The Group also allows its customers to retain certain percentage of the outstanding balances as retention money for a one or two-year warranty period of the products sold.

The ageing analysis of gross trade debtors and bills receivables based on due date were as follows:

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Current – 30 days	347,246	341,202
31 – 60 days	11,133	8,465
61 – 90 days	4,135	9,079
91 – 180 days	21,167	14,038
Over 180 days	<u>95,604</u>	<u>72,194</u>
Trade debtors and bills receivables	<u><u>479,285</u></u>	<u><u>444,978</u></u>



## 19. CREDITORS, OTHER PAYABLES AND ACCRUED CHARGES

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Trade creditors	193,251	177,863
Advance deposits from customers	155,222	184,316
Other payables	35,717	40,782
Accrued expenses	37,856	44,352
Total creditors, other payables and accrued charges	<u>422,046</u>	<u>447,313</u>

The Group is normally granted credit terms of 30 to 60 days. The ageing analysis of the trade creditors is as follows:

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Current – 30 days	121,938	119,353
31 – 60 days	41,211	34,725
61 – 90 days	6,667	3,979
91 – 180 days	8,271	4,921
Over 180 days	15,164	14,885
	<u>193,251</u>	<u>177,863</u>

## 20. BANK BORROWINGS

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Within one year – unsecured	<u>341,708</u>	<u>408,677</u>

*Note:*

- (a) The borrowings bear interest at market rates ranging from 1.50% to 4.50% per annum (30 June 2015: 1.75% to 5.60% per annum).
- (b) The Group has pledged its prepaid lease payments with carrying amount of approximately RMB3,497,000 as at 30 June 2016 (31 December 2015: RMB5,131,000) and buildings with carrying amounts of approximately RMB9,515,000 (31 December 2015: RMB10,131,000) in order to secure the general banking facilities granted to the Group. As at 30 June 2016, the Group has not utilised such secured bank facilities (31 December 2015: Nil).
- (c) As at 30 June 2016, the Company's bank borrowings of RMB239,754,000 (31 December 2015: RMB242,350,000) were guaranteed by irrevocable standby letter of credits issued by banks of which RMB21,858,000 (31 December 2015: RMB120,601,000) has been utilised.
- (d) As at 30 June 2016, cross guarantees between subsidiaries of RMB161,000,000 (31 December 2015: RMB176,000,000) have been provided to secure the bank borrowings of which RMB2,525,000 balance has been utilised (31 December 2015: RMB3,969,000).
- (e) As at 30 June 2016, a personal guarantee was provided by a director of the Company and a related party of the Group in respect of the Group's bank borrowings of RMB66,312,000 (31 December 2015: RMB64,936,000).

## 21. SHARE CAPITAL

	Number of shares <i>'000</i>	Nominal value <i>RMB'000</i>
Ordinary shares of HK\$0.01 each		
Authorised:		
At 30 June 2016 (Unaudited) and 31 December 2015 (Audited)	<u>1,000,000</u>	<u>10,211</u>
Issued and fully paid:		
At 30 June 2016 (Unaudited) and 31 December 2015 (Audited)	<u>403,200</u>	<u>4,022</u>

## 22. CAPITAL COMMITMENTS

	As at	
	30 June 2016 <i>RMB'000</i> (Unaudited)	31 December 2015 <i>RMB'000</i> (Audited)
Capital expenditure contracted for but not provided in respect of		
– Construction of buildings	–	625
– Capital contribution to an associate	<u>70,063</u>	<u>67,404</u>
	<u>70,063</u>	<u>68,029</u>

## 23. RELATED PARTY TRANSACTIONS

### (1) Transaction and balances

During the current interim period and by the end of the reporting period, the Group had the following transactions and balances with its related parties:

#### Transactions

Name of company	Relationship	Nature of transactions	Six months ended 30 June	
			2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Fair Friend Enterprise Company Limited ("Fair Friend")	Ultimate holding company	Sales of goods	51	1,325
		Purchases of goods	12,299	2,653
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchases of goods	9,126	18,646
Hangzhou Feeler Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")	Associate of ultimate holding company	Sales of goods	–	763
		Purchase of goods	791	28
		Sales of service	92	–
		Rental income	1	–
Hangzhou Fair Fine Electric & Machinery Co., Ltd. ("Fair Fine")	Fellow subsidiary	Sales of goods	1	–
		Sales of service	372	376
		Rental income	254	–
AIF	Joint venture	Purchases of goods	232	36
		Sales of service	570	97
		Rental income	9	–
Hangzhou Best Friend Technology Co., Ltd. ("Best Friend")	Associate of ultimate holding company	Sales of goods	–	1
Sanco Machine & Tools Corporation ("SANCO")	Fellow subsidiary	Purchases of goods	7,101	4,715
		Purchase of service	480	–
Hangzhou Feeler Mectron Machinery Co., Ltd. ("Feeler Mectron")	Joint venture	Sales of goods	45	26
		Purchases of goods	974	2,825

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transaction and balances (Continued) *Transactions (Continued)*

Name of company	Relationship	Nature of transactions	Six months ended 30 June	
			2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Hangzhou Union Friend Machinery Co., Ltd ("UFM")	Joint venture	Sales of goods	17	23
		Purchase of goods	347	175
		Sales of service	18	-
Hangzhou Nippon Cable Feeler Corporation	Joint venture	Sales of goods	-	4
		Purchase of goods	-	87
		Purchase of service	38	-
		Sales of service	10	-
FFG Werke GmbH	Associate	Purchase of goods	27,340	-
SMS Holding Co.,INC.	Subsidiary of an associate of the Group	Sales of goods	1,135	-
FFG DMC Co.,Ltd	Fellow subsidiary	Purchase of goods	1,128	-
Jobs Automazione S.p.A	Subsidiary of an associate of the Group	Purchase of goods	18,972	-

The terms of the above transactions are governed based on framework agreements entered into between the Company and the respective related parties.

## 23. RELATED PARTY TRANSACTIONS (Continued)

## (1) Transaction and balances (Continued)

*Balances*

Name of company	Relationship	Nature of balances	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Fair Friend	Ultimate holding company	Trade payable (note (b))	(1,091)	(160)
Fair Fine	Fellow subsidiary	Other receivable (note (b))	185	222
SANCO	Fellow subsidiary	Trade payable (note (b))	(5,787)	(6,204)
		Other receivable (note (b))	682	1,009
Feeler Takamatsu	Associate of ultimate holding company	Trade receivable (note (a))	–	1
		Trade payable (note (b))	(925)	–
		Other receivable (note (b))	29	32
Best Friend	Associate of ultimate holding company	Trade receivable (note (a))	2	13
Hong Kong GF	Immediate holding company	Trade payable (note (b))	(1,626)	(1,856)
AIF	Joint venture	Trade receivable (note (a))	200	228
		Trade payable (note (b))	(6)	(206)
		Other payable (note (b))	–	(3)
Feeler Mectron	Joint venture	Trade receivable (note (a))	62	48
		Other receivable (note (b))	105	78
UFM	Joint venture	Trade payable (note (b))	(153)	(108)
		Other receivable (note (b))	588	363
		Trade receivable (note (a))	20	–
Jobs Automazione S.p.A	Subsidiary of an associate of the Group	Other receivable (note (b))	10,306	18,641
		Trade payable (note (b))	(5,306)	(9,837)
		Shareholder loan (note (b))	–	5,469
SIGMA Technology S.r.l	Subsidiary of an associate of the Group	Trade receivable (note (a))	2,127	2,127
		Trade payable (note (b))	–	(182)

## 23. RELATED PARTY TRANSACTIONS (Continued)

## (1) Transaction and balances (Continued)

*Balances (Continued)*

Name of company	Relationship	Nature of balances	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
SIGMA Machinery Co., Ltd	Subsidiary of an associate of the Group	Trade payable (note (b))	(71)	(72)
FFG Werke	Associate	Advance to (note (b))	24,503	28,020
		Trade payable (note (b))	(2,242)	(298)
		Shareholder loan (note (b))	5,313	5,041
Golden Friendship	Fellow subsidiary	Other payable (note (b))	-	(15,460)
FFG Europe	Associate	Other receivable (note (b))	325	1,543
Sky Thrive Rambdaudi S.r.l	Subsidiary of an associate of the Group	Other receivable (note (b))	8,742	-
EQUIPTOP HITECH CORP.	Fellow subsidiary	Trade receivable (note (a))	326	-
		Trade payable (note (b))	(271)	-
SMS HOLDING CO.,INC.	Subsidiary of an associate of the Group	Trade receivable (note (a))	1,175	-

(a) The Group allows a normal credit period of 90 days for sales made to the fellow subsidiaries, the ultimate holding company and its associates, and subsidiaries of associated company. Balances are unsecured and interest free. As of 30 June 2016 and 31 December 2015, the ageing of above balances was mostly within 6 to 12 months.

(b) Balances are unsecured, interest free and repayable on demand.

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (2) Compensation of directors and key management personnel

	Six months ended 30 June	
	2016 RMB'000 (Unaudited)	2015 RMB'000 (Unaudited)
Salaries	1,402	1,515
Performance related bonuses	392	485
Retirement benefits scheme contributions	53	74
	<u>1,847</u>	<u>2,074</u>

## 24. PLEDGE OF ASSETS

	As at	
	30 June 2016 RMB'000 (Unaudited)	31 December 2015 RMB'000 (Audited)
Prepaid lease payments	3,497	5,131
Property, plant and equipment	9,515	10,131
Pledged bank deposits	57,528	172,613
	<u>70,540</u>	<u>187,875</u>

The Group has pledged its prepaid lease payments and buildings in order to secure the general banking facilities granted to the Group.

The Group has restricted bank deposits which mainly represent deposits placed in banks for guarantees issued for finance facilities used by the Group.



## 25. CONTINGENT LIABILITY

On 25 September 2015, the Company, FFG Werke and a bank ("the Bank") entered into an agreement, pursuant to which the Bank will arrange the facility for the maximum principal amount of Euro50,000,000 (equivalent RMB368,750,000) to be available to the Company and FFG Werke on a joint and several basis, whereby each of the Company and FFG Werke is liable for the indebtedness incurred by the other under the facility. As at 30 June 2016, the Company has not drawn down any loan from aforesaid facility letter, while FFG Werke has drawn down a total amount of Euro50,000,000.

On 9 July 2014, FFG Werke and Sky Thrive entered into a guarantee procurement deed, pursuant to which Sky Thrive agreed to procure the issuance of the bank guarantees for the business operation of FFG Werke with maximum aggregate amount not exceeding Euro10,600,000 (equivalent RMB78,175,000). As at 30 June 2016, Sky Thrive has arranged the aforesaid bank guarantees of total amount of Euro2,500,000 (equivalent RMB18,437,500).

Management estimates that the default risk of FFG Werke is remote, thus the exposure to guaranty liability arising from these financial guarantees is immaterial and no guaranty liability has been recognised in current interim period.

## 26. COMPARATIVE FIGURES

Certain comparative figures are reclassified in order to conform with the current presentation.