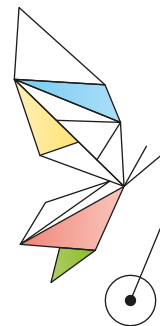




葉氏化工集團有限公司  
Yip's Chemical Holdings Limited

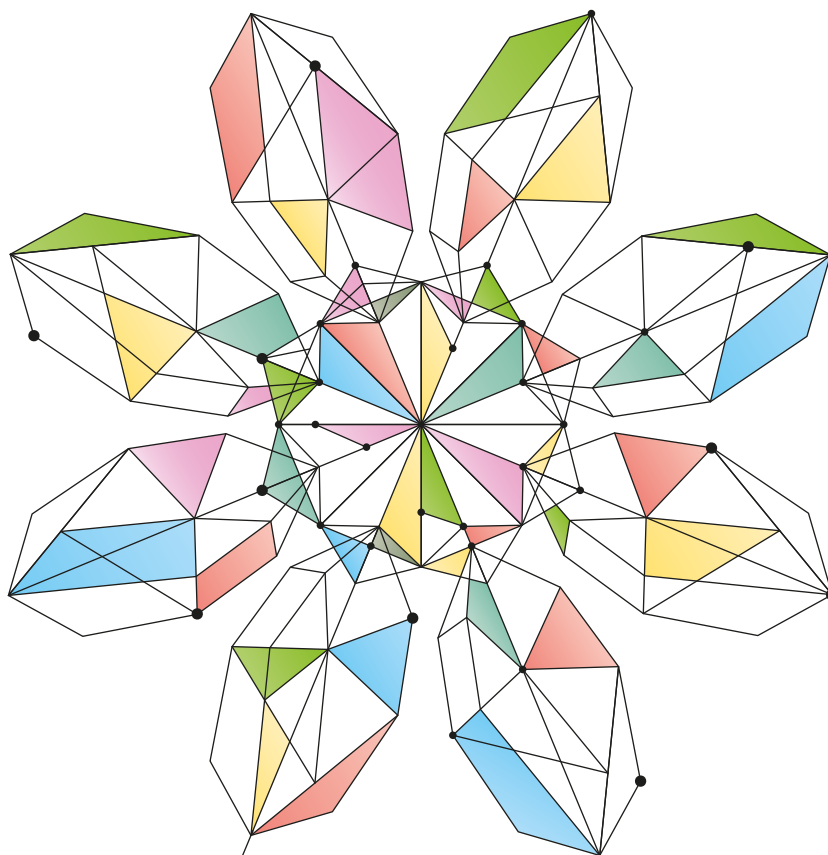
於開曼群島註冊成立之有限公司  
Incorporated in the Cayman Islands with limited liability

股份代號 Stock Code: 408

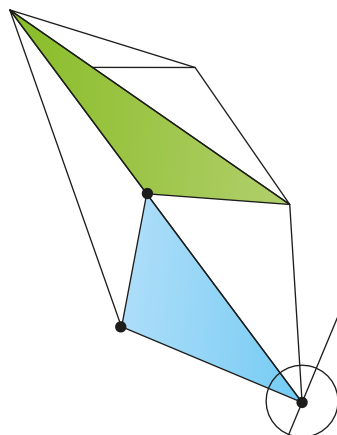


2017

Interim Report  
中期業績報告



Master Change to  
Scale New Heights  
駕馭改變 攀越高峰



# 集團宏圖

## CORPORATE VISION



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- |  |   |
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## 概要 Highlights

中期股息  
Interim dividend  
**5.0**  
港仙 HK CENTS

本公司股東應佔純利  
Profit attributable to  
owners of the Company  
**53,628,000**  
港元 HK\$

營業額  
Revenue  
**4,478,340,000**  
港元 HK\$

借貸比率\*  
Gearing ratio\*  
**57.3%**

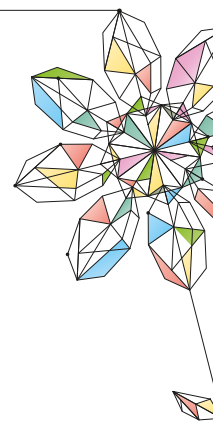
每股盈利  
Earnings per share  
**9.5**  
港仙 HK CENTS

\* Measured by net bank borrowings as a percentage of equity attributable to owners of the Company as of 30 June 2017  
於二零一七年六月三十日之淨銀行借貸佔本公司股東應佔權益為計算基準

截至二零一七年六月三十日止六個月期間(未經審核)  
For the six-month period ended 30 June 2017 (Unaudited)

## 主席報告 – 回顧及展望

### Chairman's Statement – Review & Prospects



#### 回顧

本人欣然向葉氏化工集團有限公司(「本公司」)及其附屬公司，(統稱「葉氏化工」或「集團」)全體股東們呈報二零一七年上半年集團業務概況。

回顧期內的整體經營狀況，人民幣匯率的波動大幅收窄，外來投資重拾升軌，地緣政治相對較為穩定，外部需求有所增加。同時因為受「一帶一路」熱潮所牽動，因而縱然略受國內的出口業務上升帶動，企業外謀發展；以及產能過剩和內部需求增長的進展稍遜預期，但國內的整體經濟增長仍錄得高達6.9%的高水平。集團整體業務受惠於國內經濟的平穩增長，以及期內溶劑業務規模效應顯著，令集團上半年的營業額錄得近年來最大的升幅，高達44.8億港元，較去年同期增長18%，銷售量方面也創59萬噸的新高，比較去年增長9%。

至於股東應佔純利方面，則未能與營業額的增長同步，錄得5,360萬港元，較去年同期輕微下跌4.9%。其主要原因包括有，需滿足國內對化工行業日益嚴謹的環保要求，集團投放數以千萬元的優化改造工程以及首次邀請外部專業顧問公司，協助集團控制成本，全面地提昇和優化營運效益，為集團長遠持續發展、提昇綜合競爭力構建更好的基礎。另一方面，期內，尤其是第一季度，各類化工原料普遍大幅和持續升價，各核心業務成本的上升向客戶轉嫁需時，導致期內邊際利潤平均下降4-5個百分點，嚴重地制約了產品的毛利空間。與此同時，集團的借貸比率也從而受影響，上升至57%，但仍屬於預期可控的水平。經綜合評估後，董事會議決向全體股東派發中期股息每股5港仙，與去年一致。

#### Review

It is my pleasure to present to all shareholders of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively "Yip's Chemical" or the "Group") a business overview of the Group for the first half of 2017.

In the period, the overall operating environment was characterised by the following features: the fluctuation of the renminbi narrowed considerably, inbound investment increased again, geopolitics was comparatively stable and external demands grew. Boosted by the Belt and Road enthusiasm, the mainland's GDP edged up to 6.9%, despite the fact that enterprises were seeking growth outside of the country driven by export growth while overcapacity persisted and growth in domestic demand was progressing at a slower pace than expected. In the first half, thanks to the steady growth of the mainland economy and the significant economies of scale effect enjoyed by the solvents business, the revenue of the Group registered the largest growth in recent years to reach HK\$4.48 billion, up 18% from the same period last year. Sales volume also hit a new high to close to 590,000 metric tons, up 9% from last year.

Profit attributable to owners, however, did not grow in tandem with revenue and recorded HK\$53.6 million, down slightly by 4.9% from last year. One major attribution was that, to comply with the mainland's increasingly stringent environmental requirements on the chemical industry, the Group had to invest tens of million dollars in projects of upgrading facilities. Another reason was that the Group had for the first time appointed an external consultant to help with costs control and to comprehensively raise and optimize operational efficiency so as to further enhance foundation for the Group's long-term sustainable development and to bolster competitiveness. On the other hand, in the period, particularly the first quarter, all kinds of chemical raw materials generally underwent a huge and continuing price hike. As it takes time to pass on the rise in costs to customers, our core business segments suffered a drop in profit margin of 4 to 5 percentage points on average during the period. This greatly suppressed the gross profit of our products. Concurrently, the Group's gearing ratio was also affected and rose to 57%, which is still at a controllable level. After taking a comprehensive evaluation, the Board of Directors has resolved to declare an interim dividend of HK5 cents per share to all shareholders, the same as with last year.



## 主席報告－回顧及展望

### Chairman's Statement – Review & Prospects

#### 展望

下半年的整體經營大環境預期不會出現重大的改變。儘管朝鮮半島局勢愈趨緊張，中美關係的良性維繫有待觀察，以及下半年中國即將開展大規模的金融制度改革等，將有可能對市場構成一些不明朗的因素，對環球和國內市場造成短暫的挑戰。但中國經濟持續平穩增長，刺激內部需求等一系列措施力度加大，以及「一帶一路」的重大國策持續決心推進，並且得到愈來愈多國家的認同和參與，將是一個不可逆轉的大趨勢。因此預期集團將會延續上半年營業額方面的良好勢頭。同時也預期，隨著上半年第二季度開始，各主要原材料的價格升勢放緩，日漸平穩，集團各核心產品提升售價的滯後反應逐步浮現，集團有信心下半年的整體毛利率將有所提升，但要回復去年的水平，則將是充滿挑戰的。

多年以來，集團一直奉行在專注本業的大原則下，致力通過規模效應、品牌效應、產品研發三方面的努力，以求達致業務的平穩發展和爭取合理的回報。現實是近年來在急速的市場環境轉變以及同業整合加快，競爭更趨激烈的狀況下，集團確是面對著一個銷售不斷增長，但回報並不理想的挑戰。因此如何在集團三大發展重要策略方面的資源投放作出精準的調較、以及配合核心業務發展的基礎，集團已組成專責部門負責投資與拓展一些相關的業務，務求有所突破，時刻把握機遇，讓集團的整體業務發展無論是在質和量的方面均有所提昇，已共識為刻不容緩，持續不懈努力的目標。

#### Outlook

For the second half, no substantial changes in the overall operating environment are expected. Admittedly, a number of factors may constitute uncertainties in the market and pose temporary challenges to China and the world at large. These include the increasingly tense situation in the Korean Peninsula, the fact that the virtuous maintenance of the Sino-US relationship remains to be observed, as well as the massive reform in China's financial system about to be launched in the second half. Yet, China's economy is growing steadily and sustainably while a series of domestic demand stimulating measures are being scaled up. Moreover, the Belt and Road Initiative is not only stepping up but is also getting the recognition and participation of an increasing number of countries. These have all combined in building an irreversible trend. It is therefore expected that the Group will see a continuation of the strong momentum in revenue it has built in the first half. It is also expected that the slowdown in increases in all major raw material prices that began in the second quarter of the first half will continue. As prices become increasingly stable, the lagged effect of price increases for the Group's core products will gradually take hold. The Group is confident that overall gross profit margin will rise in the second half, though it will be challenging to reach the level attained last year.

Over the years, the Group has been upholding the principle of focusing on core businesses in striving for steady development and reasonable returns through the three key strategies of economies of scale, branding and product research & development. But in reality, as the market environment evolves rapidly, industry peers step up the pace of consolidation and competition becomes ever more ferocious, the Group is in no doubt facing the predicament of achieving continuously growing sales but unsatisfactory returns. Therefore, there is consensus that the Group should endeavour to achieve improvements in quantity as well as quality in overall business development without further delay. To this end, it has to ensure precise adjustments in investing resources in implementing its three key strategies and developing its core businesses. The Group has set up a dedicated department responsible for investing and expanding into related businesses as a means of seeking breakthroughs and seizing business opportunities.

## 主席報告－回顧及展望

## Chairman's Statement – Review &amp; Prospects

最後本人欣然向各位股東報告，為達致善用集團的資產，於二零一七年五月一日，集團搬離沿用近廿七年的新界粉嶺總部。新置的灣仔總部設計時尚，為同事們帶來了一個更舒適的工作環境，將為集團發展宏圖七大核心元素之一的「渴才」帶來深遠的影響。與此同時舊總部也已成功全幢出租，租金回報合理。本人代表董事會對高層領導團隊的不懈努力、全體員工們的辛勞貢獻、各界合作夥伴的信任與支持，表示衷心的感謝。

**葉志成**

主席

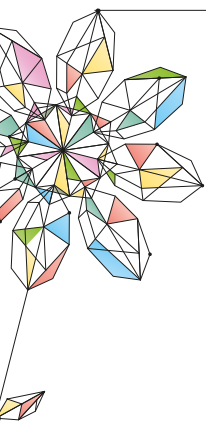
香港，二零一七年八月十五日

Lastly, it is my pleasure to report to our shareholders that the Group moved out of its Fanling headquarters after having been there for almost 27 years on 1 May 2017 to better utilize its assets. In bringing the staff a more comfortable work environment, our fashionably decorated new headquarters in Wanchai will go a long way towards the fulfilment of “Thirst for Talents” as one of the seven driving forces of our corporate vision. Meanwhile, our old headquarters has also been rented out entirely at rentals with reasonable return. On behalf of the Board of Directors, I would like to express our sincere gratitude to the unrelenting efforts of our senior leadership team, the devoted contribution of the entire staff and the trust and support of all our partners.

**Ip Chi Shing**

Chairman

Hong Kong, 15 August 2017



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

二零一七年上半年度本集團業績的要點包括：

- 一. 整體銷量持續增長，同比增加9%，接近59萬噸。銷售金額增加18%至接近45億港元，銷售增長主要由溶劑業務帶動，其餘各業務的銷售則和去年同期相若或輕微下跌；
- 二. 整體毛利率錄得近年較大跌幅的5個百分點至14%，受創於各主要材料價格的大幅攀升，集團產品加價有滯後時差，致塗料、油墨兩主要業務的毛利率出現下跌，拉低了集團的整體表現；
- 三. 受惠於集團力壓費用，人民幣相對持穩，令整體股東應佔純利僅輕微下跌4.9%至約5,360萬港元；
- 四. 投放龐大資源，聘用國際著名的顧問公司為塗料集團進行了一次為期30週的優化工程，改善不同的流程運作以提升效益；
- 五. 資金運用得宜，借貸比率維持在60%以下；
- 六. 本期集團投資物業公允值增加約870萬港元。

The key points on the Group's performance in the first half of 2017 are as follows:

1. Overall product sales tonnage grew continuously by 9% year-on-year to close to 590,000 tonnes. Sales revenue increased by 18% to close to HK\$4.5 billion. The growth in sales was driven mainly by the solvents business, while sales in other business segments were at the same level as or slightly lower than last year.
2. The drop of 5 percentage points in overall gross profit margin to 14% was one of the greatest drops in recent years. This was attributable to the drastic increases in the prices of key raw materials and the time lag in implementing price increment for the Group's products. Such decline in gross profit margin in coatings and inks, the Group's two main business segments, has dragged down the Group's overall performance.
3. Due to the Group's efforts in controlling expenses and the relative stability of the renminbi, profit attributable to owners declined only slightly by 4.9% to around HK\$53.6 million.
4. Substantial resources were invested in hiring a world-renowned consultancy firm to carry out a 30-week optimization project for the coatings group to improve the efficiency of various processes.
5. Through appropriate use of funds, the Group's gearing ratio was maintained at below 60%.
6. In the period, the fair value of the Group's investment properties increased by around HK\$8.7 million.



聯席行政總裁報告

## Report of the Co-Chief Executive Officers

四項主業檢視如下：

## 溶劑

出口銷量強勁增長，帶動整體銷量增加12%至接近48萬噸的水平。隨著溶劑價格的回升，銷售金額更大增34%至約30億港元。進一步突顯規模效應所帶來的大銷量，不相應增開銷的優勢。期內錄得經營溢利達1.32億港元，同比增加27%。

由於各線產品的產能使用率都超過90%或以上，管理層積極研究增加品種或原有品種再擴產能的機會。特別是江蘇泰興廠仍留有近80畝已完成基建的廠地。開拓更有前途的產品，將是下半年最主要的工作。長遠而言，溶劑業務將積極籌劃資源，探討向上游或同行併購的機會，繼續發揮規模效應，做大做強。

## 塗料

二零一七年上半年原料價格躍升，遠超預期，對塗料業務造成嚴重沖擊，毛利率按年下跌9個百分點。整體毛利下挫30%至1.87億港元，銷售金額錄得7.76億港元，對比二零一六年上半年則為8.14億港元。

值得慶幸的是，由於產品組合已有所優化，建築塗料產品多已轉為利潤較高的環保乳膠漆，以致該類產品的毛利率跌幅為相對較少的7個百分點，而工業塗料經過策略性整合後，銷量及營業額分別上升6%和3%。此外，透過執行結構成本削減措施包括摒棄高成本、低利潤的業務板塊，而且在管理顧問的協助下優化了業務流程，有助營運成本回落。期內，經營溢利達460萬港元，比去年同期下跌1,050萬港元。

隨著原料價格飛漲已接近尾聲，業務各基本因素已趨堅實，對下半年塗料業務的表現，我們抱審慎樂觀的心態觀其進展。

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

## Solvents

Export sales volume grew heftily, pushing overall product sales tonnage up by 12% to almost 480,000 tonnes. As solvent prices rose, sales revenue also shot up 34% to around HK\$3 billion. This further highlighted the advantage of the economies of scale effect that brought in increases in sales volume without corresponding increases in expenses. Consequently, in the period, operating profit reached HK\$132 million, up 27% year-on-year.

Since capacity utilization for all lines of products has reached 90% or above, the management is seriously studying the possibilities of adding more product lines or expanding the capacities of existing ones. A piece of land of about 80 "mu" (畝) in the Taixing plant in Jiangsu which is already endowed with a full complement of infrastructure is available. Diversifying into new products with good prospects will be the most important task in the second half. In the long run, the solvents business will actively plan resources and look into upstream expansion or merger and acquisition opportunities of peers to maximize its economies of scale effect.

## Coatings

Higher than expected raw material cost escalation had profound impact on our coatings business in first half of 2017 in that gross margin rate was dampened by 9 percentage points compared to same period last year. Overall gross profit dropped by 30% to HK\$187 million while sales revenue recorded HK\$776 million compared to HK\$814 million in first half of 2016.

On a positive note, better product mix to drive higher margin sales of environmental emulsion paints in architectural coatings segment has resulted in a relatively lower decline in gross margin rate to 7 percentage points while strategic consolidation of our industrial coatings segment has seen sales volume uplifted by 6% and revenue by 3%. In addition, structural cost reduction initiatives by exiting high cost and low margin business segments and deployment of consulting firm to streamline business processes have helped lower cost of operation. Operating profit in the period amounted to HK\$4.6 million, a decrease of HK\$10.5 million compared to same period last year.

With the tapering off of soaring raw material cost and more solid business fundamentals in place, we are cautiously optimistic that performance of coatings business would be healthier come second half of the year.



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

### 油墨

跟塗料業務一樣，上半年原料成本的大幅飆升亦對油墨業務的業績造成打擊，毛利率因而下滑5個百分點，以致整體毛利減少24%至1.21億港元。期內，銷售金額則由二零一六年上半年的6.60億港元微跌至6.27億港元。

期內，利用業務在中國市場的龍頭地位，管理團隊致力維持銷售量，與客戶商討價格調整幅度，嚴格實施成本管理。結果經營溢利為1,970萬港元，而去年同期則為4,820萬港元。

原料價格近月已開始回穩，預期下半年滯後的產品價格可追回落後，利潤率將有所改善。與此同時，待市場形勢轉趨有利，將會陸續推出環保產品。

### 潤滑油

過去十二個月發展高端車用潤滑油的努力開始初見成效，業務期內雖然也經受原料價格上漲壓力，但整體毛利率仍能穩守去年同期的水平。

但聚焦於發展合適的細分業務，放棄低利潤的業務也有其代價：銷售金額按年由1.61億港元跌至1.46億港元，毛利則由二零一六年同期的3,920萬港元下跌至3,680萬港元。但另一方面，業務聚焦及嚴謹管理帶來可觀的成本減省，從而亦為「力士」車用潤滑油的品牌活化項目騰出所需的資金。結果期內經營溢利錄得40萬港元的輕微虧損，較二零一六年上半年130萬港元的虧損已有改善。

通過「力士」品牌的推廣，以及提升渠道能力，管理團隊將會開拓更多客戶，增加市場份額，進一步加強汽車用潤滑油的市場地位，令這項業務以後能持續向好。

### Inks

Similar to coatings, our inks business result in first half of the year has been dampened by acute raw material cost increases in that gross margin rate has dropped by 5 percentage points leading to overall gross profit reduction of 24% to HK\$121 million. Sales revenue dropped mildly to HK\$627 million compared to HK\$660 million in first half of 2016.

The team has worked hard to maintain sales volume, leveraging our leadership position in China, while engaging customers to propose price adjustment and exercising disciplines in cost management. The operating profit dropped to HK\$19.7 million, compared to HK\$48.2 million same period last year.

It is expected that lagging effect of price increase and hence margin improvement would be reflected in second half of the year when raw material costs start to stabilize in recent months. At the same time, introduction of environmentally friendly products would resume its traction when the market dynamics become more favorable.

### Lubricants

Milestone success of lubricants in moving up the higher tier automotive engine oil in past 12 months has borne some fruits in that overall gross margin rate has managed to stay at par with that of same period in 2016, despite upward raw material cost pressure.

Determination to focus on right business segment and let go low margin business though has led to reduction in sales revenue from HK\$161 million to HK\$146 million year-on-year while gross profit dropped from HK\$39.2 million in first half of 2016 to HK\$36.8 million. On the other hand, segment focus coupled with robust business management has contributed to significant cost reduction – which in turn has supported the funding of the brand revitalization of our Hercules automotive lubricants series. As a result, operating profit for the period has recorded a mild negative figure of HK\$0.4 million which was still better than the HK\$1.3 million loss reported in first half of 2016.

Management of the business would continue to strengthen our position in automotive engine oil by further building Hercules brand and upgrading our channel capability to capture more customers and market share, hence further contributing to the sustainability of the business for years to come.

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

## 展望

溶劑業務仍將繼續成為提升銷售及利潤率的動力。其他業務方面，預期隨著原料價格升幅放緩、企業管理能力的強化，以及力行業務聚焦的策略見效後，整體毛利率和溢利在下半年將有所改善。

葉子軒 王旭  
聯席行政總裁

香港，二零一七年八月十五日

## Outlook

Solvents business would continue to be our locomotive for sales growth and margin uplift. For other segments, we expect with the tapering off of the raw material costs spike, robust organization muscles so built and strategy to religiously drive segment focus, overall gross margin rate and profitability would improve in second half of the year.

Yip Tsz Hin Wong Yuk  
Co-Chief Executive Officers

Hong Kong, 15 August 2017

# 榮譽 Awards

## 香港 Hong Kong

香港社會服務聯會  
The Hong Kong Council of Social Service

10年Plus「商界展關懷」標誌  
"10 Years Plus Caring Company" logo

社會福利署  
The Social Welfare Department

2016年義務工作嘉許銅狀  
Bronze Award for Volunteer Service 2016

## 中國內地 Mainland China

上海市企業誠信建設活動組委會及  
上海市化工行業協會  
Shanghai Corporate Credibility Promotion  
Activity and Shanghai Chemical Industry  
Association

三星級誠信創建企業  
Three-star Trustworthy Enterprise

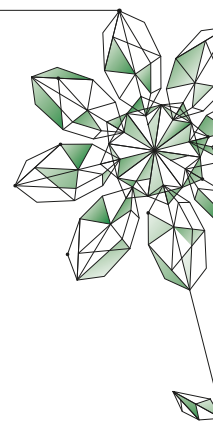
《中國塗料報》  
China Coatings News

2017第八屆「金漆獎」之「2016年傑出木器塗料品牌」  
The 8th Golden Paint Award 2017 – Outstanding  
Wood Coatings Brand 2016

紫荊花塗料集團總裁葉鈞先生榮獲「2016年度風雲人物」  
Mr. Francis Ip, President of Bauhinia Coatings Group,  
was awarded 2016 Person of the Year



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



於二零一七年六月三十日，集團的借貸比率(以淨銀行借貸佔本公司股東應佔權益為計算基準)為57.3% (二零一六年六月三十日：54.5%)，輕微上升2.8個百分點。借貸比率上升主要由於集團購買位於灣仔的香港辦公室總部並需要更多的營運資金用以支持銷售增長及收取更多的銀行承兌匯票(即應收票據)。期內集團繼續將國內盈餘資金匯回香港，以減低人民幣匯率不穩定之風險。人民幣匯率雖然於二零一七年上半年上升約3.5%，集團仍保持謹慎管理外匯風險，盡量減低人民幣匯率波動對集團業績之影響。經營業務所產生之現金流量方面，期內集團錄得淨現金支出87,997,000港元，對比去年同期為淨現金收入89,154,000港元，經營業務所產生之現金支出上升主要由於應付賬款及應計費用金額下降及存貨上升。

於二零一七年六月三十日，集團的銀行總欠款為2,402,276,000港元(二零一六年十二月三十一日：2,246,319,000港元)，扣除短期銀行存款、銀行結餘以及現金858,241,000港元(二零一六年十二月三十一日：971,103,000港元)後，淨銀行借貸為1,544,035,000港元(二零一六年十二月三十一日：1,275,216,000港元)。銀行總欠款中，須於一年內清還之短期貸款為905,562,000港元(二零一六年十二月三十一日：789,848,000港元)，其中813,514,000港元以港幣定值，92,048,000港元以人民幣定值(二零一六年十二月三十一日：789,848,000港元以港幣定值)。此外，一年後到期的長期貸款為1,496,714,000港元(二零一六年十二月三十一日：1,456,471,000港元)，全數以港幣定值(二零一六年十二月三十一日：全數以港幣定值)。短期銀行存款、銀行結餘以及現金使用以下貨幣定值，包括179,651,000港元以港幣定值、518,295,000港元以人民幣定值、159,801,000港元以美元定值、494,000港元以其他貨幣等定值(二零一六年十二月三十一日：173,722,000港元以港幣定值、582,928,000港元以人民幣定值、214,447,000港元以美元定值和6,000港元以其他貨幣等定值)。

As at 30 June 2017, the Group's gearing ratio (measured by net bank borrowings as a percentage of equity attributable to owners of the Company) was 57.3% (30 June 2016: 54.5%). The gearing ratio slightly increased by 2.8 percentage points. The rise in gearing ratio was mainly attributable to purchase of the new Hong Kong headquarters in Wanchai and an increase in working capital for the supporting growth in sales as well as rise in receipts of banker's acceptances (i.e. bills receivables). During the interim period, the Group continued to mitigate its exposure to Renminbi ("RMB") fluctuation by remitting surplus fund back from the mainland. Although RMB rose 3.5% in the first half of 2017, the Group took a prudent view to narrow the foreign exchange exposure position as much as possible to minimize the impact of RMB fluctuation on its results. As for the operating cash flow, the Group recorded a net cash outflow of HK\$87,997,000, compared to a net cash inflow of HK\$89,154,000 in the same period of 2016. The increase in operating cash outflow was mainly attributable to the reduction in the amount of creditors and accrued charges and an increase in inventories.

As at 30 June 2017, the gross bank borrowings of the Group amounted to HK\$2,402,276,000 (31 December 2016: HK\$2,246,319,000). After the deduction of short-term bank deposits, bank balances and cash amounting to HK\$858,241,000 (31 December 2016: HK\$971,103,000), the net bank borrowings amounted to HK\$1,544,035,000 (31 December 2016: HK\$1,275,216,000). Out of the gross bank borrowings, HK\$905,562,000 (31 December 2016: HK\$789,848,000) were short-term loans and repayable within one year. Such loans were denominated in two currencies, namely HK\$813,514,000 in Hong Kong Dollar and HK\$92,048,000 in RMB (31 December 2016: HK\$789,848,000 in Hong Kong Dollar). Long-term loans repayable after one year amounted to HK\$1,496,714,000 (31 December 2016: HK\$1,456,471,000), and they were all denominated in Hong Kong Dollar. The short-term bank deposits, bank balances and cash were denominated in the following currencies, namely HK\$179,651,000 in Hong Kong Dollar, HK\$518,295,000 in RMB, HK\$159,801,000 in US Dollar, HK\$494,000 in other currencies (31 December 2016: HK\$173,722,000 in Hong Kong Dollar, HK\$582,928,000 in RMB, HK\$214,447,000 in US Dollar and HK\$6,000 in other currencies).



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

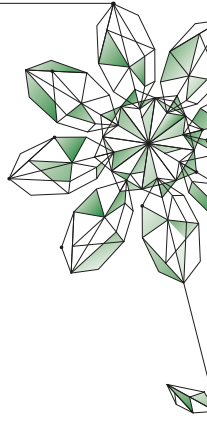
為延續過往到期的中長期貸款，集團於二零一七年上半年已合共取得660,000,000港元之三至四年長期雙邊貸款。於二零一七年六月三十日，由於已將從國內調回的盈餘人民幣資金用於償還大部份短期貸款，中長期貸款(含一年內須償還之部份為813,514,000港元)佔所有貸款的比例為96%。由於部份集團的借貸以浮動利率計息，借貸成本會受利率波動影響。為減低利率波動對集團融資成本的影响，集團不時與銀行簽訂如利率掉期等協議，為大部分中長期雙邊貸款固定借貸利率，對沖貸款利率波動的風險。於二零一七年六月三十日，集團貸款中以定息安排的佔銀行總借貸及非流動借貸分別為64%和62%。此等安排應有助緩和受美國聯邦利率自二零一六年初上升而影響香港利率預期未來上升所帶來的借貸成本上升。

於二零一七年六月三十日，共有18間於香港及中國大陸的銀行向集團提供合共5,598,386,000港元的銀行額度，足夠應付現時集團營運及未來發展所需資金。銀行額度中，72%以港元定值、26%以人民幣定值及2%以美元定值。正如以往報告中提及，集團一直擴充其人民幣貸款組合，以應付人民幣匯率潛在進一步貶值及香港利率上升之影響。期內集團已新增銀行授信流動貸款250,000,000人民幣及已提取數筆流動貸款合共80,000,000人民幣。另外，集團與主要銀行籌備成立人民幣跨境現金池，以促進香港與中國大陸之間的資金管理工作。集團將不時在香港和中國大陸以港幣、美元、人民幣或其他外幣構建最理想的銀行貸款組合，繼續在降低借貸成本及控制匯兌風險之間取得合適平衡。

In order to refinance previous mid-to-long-term loans which are now due for repayments, the Group has obtained 3-4 years bilateral long-term loans of HK\$660,000,000 in the first half of 2017. As at 30 June 2017, mid to long-term loans (including portions repayable within one year of HK\$813,514,000) accounted for 96% of the total bank loans as most of the short-term loans have been repaid by the surplus RMB funds returned from the mainland. Since some of the borrowings of the Group carry interest at floating rates, the funding costs are subject to interest rate fluctuation. In anticipation of the rate fluctuation, the Group has, from time to time, made arrangements with the banks such as interest rate swaps to fix the interest rate for most of its bilateral long-term and mid-term loans to hedge against the risk of such fluctuations. As at 30 June 2017, the Group's loans under fixed rate arrangement accounted for 64% and 62% of its total and non-current bank borrowings, respectively. This arrangement should help to alleviate the expected higher interest costs resulting from Hong Kong interest rate hikes in future following the increase of US federal interest rate since early 2016.

As at 30 June 2017, a total of 18 banks in Hong Kong and the Mainland China granted banking facilities totaling HK\$5,598,386,000 to the Group, providing sufficient funds to meet the present working capital and expansion requirements. Of these banking facilities, 72%, 26% and 2% were denominated in Hong Kong Dollar, RMB and US Dollar respectively. As explained in previous reports, the Group has been expanding its RMB loan portfolio to address its exposure to potential further RMB depreciation and interest rate increments in Hong Kong. In the interim period, the Group has obtained RMB revolving loan facilities of RMB250,000,000 and has made several drawdown of RMB80,000,000 in total. The Group is also working closely with its major banks to set up cross-border RMB cash pooling to facilitate fund management between Hong Kong and the Mainland China. The Group will continue to strike an optimal balance between lowering borrowing costs and minimizing currency exposure by structuring an optimal combination of Hong Kong Dollar, US Dollar, RMB or other foreign currency bank loans in Hong Kong and the Mainland China.

## 人力資源 Human Resources



於二零一七年六月三十日，本集團之僱員人數合共為3,697人，其中76人來自香港，3,621人來自中國大陸各個省份。

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

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

As of 30 June 2017, the Group has a total number of 3,697 employees. 76 employees are from Hong Kong while 3,621 of them are from different provinces in the Mainland China.

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

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

## 董事及最高行政人員於證券之權益及淡倉

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

盡本公司所知，於二零一七年六月三十日，董事及其各自的聯繫人士於本公司股份中的權益(定義見證券及期貨條例(「證券及期貨條例」)第XV部)須(a)根據證券及期貨條例第XV部第7及第8部知會本公司及香港聯合交易所有限公司(「聯交所」)(包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條記載置存之登記冊內的權益；或(c)根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的權益如下：

To the best of the Company's knowledge, at 30 June 2017, the interests of the directors and their respective associates in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) to be recorded in the register to be kept pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

#### 好倉

#### Long positions

		所持普通股份及相關股份數目				於二零一七年 六月三十日 佔本公司 已發行股本 之百分比	
		Number of Ordinary Shares and Underlying Shares held				Percentage of the Issued Share Capital of the Company as at 30.6.2017	
董事姓名 Name of Directors		股份權益 Interests in Shares	股份權益 Interests in Shares	股份權益 Interests in Shares	購股權權益 Interests in Share Options <sup>1</sup>	總數 Total	
		個人 Personal	家族 Family	公司 Corporate	個人 Personal		
葉志成先生	Mr. Ip Chi Shing	155,042,532	8,802,000 (a)	24,380,000 (b)	-	188,224,532	33.38%
葉子軒先生	Mr. Yip Tsz Hin	28,540,248	14,000,000 (c)	-	-	42,540,248	7.54%
王旭先生	Mr. Wong Yuk	-	-	-	-	-	-
何世豪先生	Mr. Ho Sai Hou	-	-	-	200,000	200,000	0.04%
鄺國照先生	Mr. Kwong Kwok Chiu	-	-	-	200,000	200,000	0.04%
唐滙棟先生	Mr. Tong Wui Tung	-	700,000 (d)	-	-	700,000	0.12%
黃廣志先生	Mr. Wong Kong Chi	-	100,000 (e)	-	-	100,000	0.02%
古遠芬先生	Mr. Ku Yuen Fun	20,680	14,000 (f)	-	-	34,680	0.01%
吳紹平先生	Mr. Ng Siu Ping	2,532,000	50,000 (g)	-	-	2,582,000	0.46%



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

附註：

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

<sup>1</sup> 所有購股權為非上市實物結算股本衍生工具。

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

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

除上文所披露者及董事以本公司或其附屬公司受託人身份持有附屬公司若干代名人股份外，於二零一七年六月三十日，各董事、最高行政人員或其聯繫人士均沒有於本公司或其任何聯營公司(按證券及期貨條例)之證券中持有任何權益或淡倉。

Notes:

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

<sup>1</sup> All the share options are unlisted physically settled equity derivatives.

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

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

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30 June 2017, none of the Directors, chief executive nor their associates held any interests or short positions in the securities of the Company or any of its associated corporations as defined in the SFO.



## 購股權 Share Options

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

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

購股權  
Share Options

在截至二零一七年六月三十日止六個月期間，根據本公司購股權計劃已授予若干董事及若干人士購股權之變動如下：

During the six months ended 30 June 2017, movements in the number of options which had been granted to certain Directors and eligible persons under the Company's Share Option Schemes are as follows:

	授出日期 Date of grant	行使價 Exercise price 港元 HK\$	購股權行使期 Exercise period of share options	購股權數目 Number of Share Options			
				於二零一七年 一月一日 尚未行使 Outstanding as at 1.1.2017	本期內 已行使 Exercised during the period	本期內 已失效/註銷 Lapsed/ Cancelled during the period	於二零一七年 六月三十日 尚未行使 Outstanding as at 30.6.2017
<b>董事</b> <b>Directors</b>							
何世豪先生 Mr. Ho Sai Hou	二零一三年一月十一日 11 January 2013	5.942	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	200,000	-	-	200,000
鄭國照先生 Mr. Kwong Kwok Chiu	二零一三年一月十一日 11 January 2013	5.942	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	200,000	-	-	200,000
				400,000	-	-	400,000
<b>若干人士</b> <b>Eligible Persons</b>							
	二零零七年四月三日 3 April 2007	4.050	二零零七年四月三至 二零一七年四月二日 3 April 2007 to 2 April 2017	152,000	-	(152,000)	-
	二零零八年十月三十一日 31 October 2008	1.950	二零零八年十月三十一日至 二零一八年十月三十日 31 October 2008 to 30 October 2018	220,000	(78,000)	-	142,000
	二零零九年十月五日 5 October 2009	4.536	二零零九年十月五日至 二零一九年十月四日 5 October 2009 to 4 October 2019	710,000	-	-	710,000
	二零一三年一月十一日 11 January 2013	5.942	二零一五年一月十一日至 二零二三年一月十日 11 January 2015 to 10 January 2023	4,740,000	-	-	4,740,000
				5,822,000	(78,000)	(152,000)	5,592,000
				6,222,000	(78,000)	(152,000)	5,992,000



## 購股權 Share Options

在截至二零一七年六月三十日止期間，並無授出購股權予董事或僱員。有關於期內行使之購股權，其緊接購股權行使日期之前的本公司股份加權平均收市價為3.237港元。

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

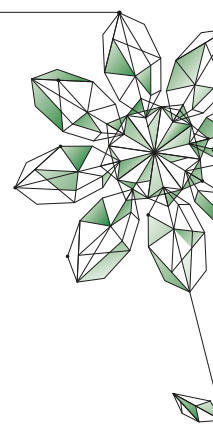
除上文所披露者外，於期內各董事或其配偶或十八歲以下之子女均無任何權利以認購本公司之證券，或曾行使任何該等權利。

During the period ended 30 June 2017, no option was granted to Directors or employees. In respect of the options exercised during the period, weighted average closing price of the shares of the Company immediately before the dates on which the options were exercised was HK\$3.237.

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

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

## 主要股東 Substantial Shareholders



盡本公司所知，於二零一七年六月三十日，本公司股東(除上文所披露的本公司董事或最高行政人員外)於本公司之股份及相關股份中，擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊內，或須另行知會本公司之權益如下：

### 好倉

To the best of the Company's knowledge, as at 30 June 2017, the following shareholders of the Company (other than the Directors or chief executives of the Company disclosed above) had interest in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company:

### Long positions

主要股東名稱		附註 Note	所持股份數目 Number of shares held	於二零一七年 六月三十日 佔本公司已發行 股本之百分比 Percentage of the issued share capital of the Company as at 30.6.2017
Name of Substantial Shareholder	身份 Capacity			
葉鳳娟女士 Ms. Ip Fung Kuen	實益擁有人 Beneficial Owner		47,547,913	8.43%
FMR LLC	公司權益 Corporate Interest	1	37,756,000	6.70%
FIDELITY PURITAN TRUST	實益擁有人 Beneficial Owner	2	28,220,000	5.00%

附註：

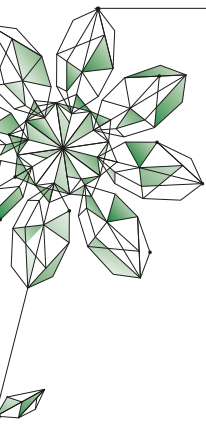
Notes:

- FMR LLC 透過 FMR Co., Inc. 間接持有 37,756,000 股本公司股份。FMR Co., Inc. 由 FMR LLC 之全資附屬公司 Fidelity Management & Research Company 全資擁有。於上述由 FMR Co., Inc. 持有之 37,756,000 股本公司股份中，3,418,000 股本公司股份為 FMR LLC 全資擁有之 Fidelity Management Trust Company 持有，而 6,754,000 股本公司股份為 FMR LLC 若干僱員及股東最終擁有之 Fidelity Investments Canada ULC 持有。該等 FMR LLC 僱員及股東擁有 Fidelity Canada Investors LLC 之 100% 股權，而 Fidelity Canada Investors LLC 擁有 483A Bay Street Holdings LP 之 64% 股權。483A Bay Street Holdings LP 擁有 BlueJay Lux 1 S.a.r.l 之 100% 股權，而 BlueJay Lux 1 S.a.r.l 擁有 FIC Holdings ULC 之 100% 股權，繼而 FIC Holdings ULC 擁有 Fidelity Investments Canada ULC 之 100% 股權。
- Fidelity Puritan Trust 直接持有 28,220,000 股本公司股份，本公司獲告知該股份視為 FMR LLC 名下之權益。

- FMR LLC held 37,756,000 shares of the Company indirectly through FMR Co., Inc.. FMR Co., Inc. is wholly owned by Fidelity Management & Research Company, which is a wholly-owned subsidiary of FMR LLC. Out of the above mentioned 37,756,000 shares of the Company held by FMR Co., Inc., 3,418,000 shares of the Company were held for Fidelity Management Trust Company, which is wholly-owned by FMR LLC, while 6,754,000 shares of the Company were held for Fidelity Investments Canada ULC, which is ultimately owned by certain employees and shareholders of FMR LLC. Those employees and shareholders of FMR LLC own 100% equity interest in Fidelity Canada Investors LLC, which owns 64% equity interest in 483A Bay Street Holdings LP. 483A Bay Street Holdings LP owns 100% equity interest in BlueJay Lux 1 S.a.r.l., which owns 100% equity interest in FIC Holdings ULC, which in turn owns 100% equity interest in Fidelity Investments Canada ULC.
- 28,220,000 shares of the Company were held directly by Fidelity Puritan Trust and the Company was notified that such shares are deemed interests of FMR LLC.

除上文所披露外，於二零一七年六月三十日，除了以上一節「董事及最高行政人員於證券之權益及淡倉」已披露之權益外，概無人士通知本公司指彼等在本公司股份中的權益或淡倉需根據證券及期貨條例第336條登記。

Save as disclosed above, as at 30 June 2017, no person, other than the interests disclosed above in the section "Directors' and Chief Executives' Interests and Short Positions in Securities", had notified the Company of an interest or short position in the shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.



## 其他資料 Other Information

### 中期股息

董事會欣然宣派截至二零一七年六月三十日止六個月之中期股息每股5港仙(截至二零一六年六月三十日止六個月：每股5港仙)。上述中期股息將於二零一七年十月十一日或前後派付予於二零一七年九月八日名列本公司股東名冊(「股東名冊」)內之股東。

### 暫停辦理過戶登記手續

本公司將於二零一七年九月六日至二零一七年九月八日(首尾兩天包括在內)暫停辦理股東名冊之登記，以釐定本公司股東獲派中期股息之權利，該等日期內將不會進行任何股份過戶登記。為符合資格獲派中期股息，所有過戶表格連同有關之股票，最遲須於二零一七年九月五日下午四時三十分送達香港皇后大道東183號合和中心22樓本公司之香港股份過戶登記處卓佳秘書商務有限公司以辦理過戶登記手續。

### 購買、出售或贖回本公司之上市證券

在截至二零一七年六月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

### 企業管治

在截至二零一七年六月三十日止六個月期間，除並無設立提名委員會(守則條文第A.5.1至A.5.4項)外，本公司均遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四之「企業管治守則及企業管治報告」(「守則」)。本公司認為由整個董事會履行提名委員會的職能會更為有利及有效。

### Interim Dividend

The Directors of the Company are pleased to declare an interim dividend of HK5 cents per share for the six months ended 30 June 2017 (six months ended 30 June 2016: HK5 cents per share). The interim dividend will be payable on or about 11 October 2017 to shareholders whose names appear on the register of members (the "Register of Members") of the Company on 8 September 2017.

### Closure of Register of Members

The Register of Members will be closed from 6 September 2017 to 8 September 2017 (both dates inclusive) for the purpose of determining the entitlements of the members of the Company to the interim dividend. No transfer of shares may be registered during the said period. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, should be lodged with the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 5 September 2017.

### Purchase, Sale or Redemption of The Company's Listed Securities

During the six months ended 30 June 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### Corporate Governance

During the six months ended 30 June 2017, the Company has complied with "Corporate Governance Code and Corporate Governance Report" (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") except that the Company does not have a nomination committee (CG Code provisions A.5.1 to A.5.4). The Company considers it is more beneficial and efficient for the full Board to perform the functions of the nomination committee.

## 其他資料 Other Information

### 審核委員會

本公司審核委員會(「審核委員會」)於一九九八年十一月成立。在截至二零一七年六月三十日止六個月期間，審核委員會由本公司一位非執行董事及三位獨立非執行董事組成，主席為黃廣志先生。審核委員會主要職責包括審閱本集團財務資料、監控本集團財務申報制度及內部控制程序和監察本集團與外聘核數師的關係。

審核委員會已於二零一七年八月十日之審核委員會會議上審閱本集團截至二零一七年六月三十日止六個月的未經審核中期財務報告。本公司核數師德勤•關黃陳方會計師行已按照香港會計師公會頒佈之香港會計準則第34條「中期財務報告」審閱本集團截至二零一七年六月三十日止六個月的中期財務報告。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載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行為的標準。在作出特定查詢後，本公司所有董事確認在截至二零一七年六月三十日止六個月期內已遵從標準守則所載之規定準則。

### 企業可持續發展

集團以「百年葉氏」為願景，銳意為持份者創造長遠價值，並以「肩承社會責任」為其實現企業宏圖的七大推動元素之一。

集團了解與持份者真誠及開放溝通的重要性，並自2016年起，按香港聯合交易所《環境、社會及管治報告指引》的要求，在發佈年報的同時，發表當年的《環境、社會及管治報告》。該報告讓我們有系統地根據持份者的關注展示有關議題的績效，包括清潔生產、社區投資以及對員工及顧客的安全健康保障等方面。

### Audit Committee

The audit committee of the Company (the "Audit Committee") was formed in November 1998. During the six months ended 30 June 2017, the Audit Committee comprised one non-executive director and three independent non-executive directors of the Company and is chaired by Mr. Wong Kong Chi. Major duties of the Audit Committee include reviewing financial information of the Group, overseeing the Group's financial reporting system and internal control procedures, and monitoring of the relationship between the Group and its external auditors.

An Audit Committee meeting was held on 10 August 2017 to review the Group's unaudited interim financial statements for the six months ended 30 June 2017. Deloitte Touche Tohmatsu, the Group's external auditor, has carried out a review of the Group's unaudited interim financial statements for the six months ended 30 June 2017, which is prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

### Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding the securities transactions of the directors of the Company (the "Directors"). After making specific enquiry, all Directors have confirmed that they have fully complied with the required standard as set out in the Model Code during the six months ended 30 June 2017.

### Corporate Sustainability

With the vision of "A Century of Revered Leadership", the Group is determined in creating long-term values for its stakeholders and embraces "undertaking corporate social responsibility (CSR)" as one of the seven driving forces in the corporate vision.

The Group recognizes the importance of open communications with stakeholders, and has issued an Environmental, Social and Governance (ESG) Report together with its annual report in accordance to the *Hong Kong Stock Exchange ESG Reporting Guide* since 2016. Such an effort allows a systematic approach in demonstrating our related performance which our stakeholders are interested in, including progress of clean production, community investment and health and safety initiatives for employees and customers.

# 簡明綜合財務報告之審閱報告

## Report on Review of Condensed Consolidated Financial Statements

# Deloitte.

## 德勤

致葉氏化工集團  
有限公司董事會

### 引言

本核數師行已審閱載於第24至44頁有關葉氏化工集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報告，包括於二零一七年六月三十日之簡明綜合財務狀況表與截至該日止六個月之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報告。本行之責任為根據本行之審閱對該等簡明綜合財務報告作出結論，並按照委聘之協定條款僅向作為實體之貴公司報告結論，且並無其他目的。本行不會就本報告之內容對任何其他人士承擔或接受任何責任。

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

### Introduction

We have reviewed the condensed consolidated financial statements of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 24 to 44, which comprise the condensed consolidated statement of financial position as of 30 June 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months period then ended and certain explanatory notes. The 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.



簡明綜合財務報告之審閱報告  
Report on Review of Condensed Consolidated Financial Statements

## 審閱範圍

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

## 結論

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

德勤•關黃陳方會計師行  
執業會計師  
香港  
二零一七年八月十五日

## Scope of Review

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

## Conclusion

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

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Hong Kong  
15 August 2017

## 簡明綜合損益及其他全面收益表

### Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

		截至六月三十日止六個月 Six months ended 30 June	
		二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)	二零一六年 2016 千港元 HK\$'000 (未經審核) (Unaudited)
	附註 Notes		
營業額	Revenue	3	4,478,340
銷售成本	Cost of sales		(3,849,308)
毛利	Gross profit		629,032
其他收入	Other income	4a	29,645
其他收益及虧損	Other gains and losses	4b	2,941
銷售及經銷費用	Selling and distribution expenses		(187,973)
一般及行政費用	General and administrative expenses		(320,299)
利息費用	Interest expense		(27,061)
除稅前溢利	Profit before taxation	5	126,285
稅項	Taxation	6	(42,728)
本期純利	Profit for the period		83,557
其他全面收益(支出):	Other comprehensive income (expenses):		
其後將不會重新分類到損益的項目:	Items that will not be reclassified subsequently to profit or loss:		
因折算至呈報貨幣而產生之匯兌差額	Exchange differences arising on translation to presentation currency		151,873
物業重新估值收益	Gain on revaluation of properties		31,702
			(56,105)
			240
			183,575
其後將可能重新分類到損益的項目:	Items that may be reclassified subsequently to profit or loss:		
現金流對沖調整淨額	Net adjustments on cash flow hedges		(7,076)
因折算而產生之匯兌差額	Exchange differences arising on translation		10,009
			2,933
			(5,226)
			(2,005)
			(7,231)
本期其他全面收益(支出)	Other comprehensive income (expenses) for the period		186,508
本期全面收益總額	Total comprehensive income for the period		270,065
本期純利應佔份額:	Profit for the period attributable to:		
本公司股東	Owners of the Company		53,628
非控股權益	Non-controlling interests		29,929
			83,557
全面收益(支出)總額應佔份額:	Total comprehensive income (expenses) attributable to:		
本公司股東	Owners of the Company		222,318
非控股權益	Non-controlling interests		47,747
			(547)
			15,200
			14,653
每股盈利	Earnings per share	8	
— 基本	— Basic		HK9.5 cents
— 攤薄	— Diluted		HK9.5 cents
			HK10.0 cents
			HK10.0 cents

# 簡明綜合財務狀況表

## Condensed Consolidated Statement of Financial Position

於二零一七年六月三十日 At 30 June 2017

		附註 Notes	二零一七年 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	二零一六年 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
<b>非流動資產</b>	<b>Non-current assets</b>			
物業、廠房及設備	Property, plant and equipment	9	1,727,034	1,597,930
預付土地租金	Prepaid lease payments		253,727	248,805
投資物業	Investment properties	9	293,854	226,330
商譽	Goodwill		69,574	69,574
無形資產	Intangible assets		658	1,217
訂金	Deposits	10	28,671	36,089
其他非流動資產	Other non-current asset		4,600	4,600
衍生金融工具	Derivative financial instruments		1,770	4,468
			<b>2,379,888</b>	<b>2,189,013</b>
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories		879,621	808,203
貿易應收款項及應收票據	Trade and bills receivables	11	2,899,170	2,804,610
其他應收賬款及預付款項	Other debtors and prepayments	11	291,102	353,591
預付土地租金	Prepaid lease payments		6,904	6,684
衍生金融工具	Derivative financial instruments		972	4,152
短期銀行存款	Short-term bank deposits			
— 於三個月內到期	— with original maturity within three months		131,860	49,175
銀行結餘及現金	Bank balances and cash		726,381	921,928
			<b>4,936,010</b>	<b>4,948,343</b>
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款及應計費用	Creditors and accrued charges	12	1,569,434	1,771,877
應付稅款	Taxation payables		43,392	72,002
應付公司擁有人股息	Dividend payables to the owners of the Company		56,389	-
衍生金融工具	Derivative financial instruments		1,184	311
銀行借貸—於一年內到期	Bank borrowings - amount due within one year	13	905,562	789,848
			<b>2,575,961</b>	<b>2,634,038</b>
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>2,360,049</b>	<b>2,314,305</b>
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>4,739,937</b>	<b>4,503,318</b>
<b>非流動負債</b>	<b>Non-current liabilities</b>			
衍生金融工具	Derivative financial instruments		428	47
銀行借貸—於一年後到期	Bank borrowings - amount due after one year	13	1,496,714	1,456,471
遞延稅項負債	Deferred tax liabilities		42,809	41,812
			<b>1,539,951</b>	<b>1,498,330</b>
			<b>3,199,986</b>	<b>3,004,988</b>
<b>股本及儲備</b>	<b>Capital and reserves</b>			
股本	Share capital	14	56,389	56,381
儲備	Reserves		2,638,940	2,472,868
本公司股東應佔權益	Equity attributable to owners of the Company		<b>2,695,329</b>	<b>2,529,249</b>
非控股權益	Non-controlling interests		504,657	475,739
			<b>3,199,986</b>	<b>3,004,988</b>



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

截止二零一七年六月三十日止六個月 For the six months ended 30 June 2017

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

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

不可分派之法定儲備為香港以外附屬公司根據有關註冊地點之法定要求撥入之溢利。

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

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

## 簡明綜合現金流量表

### Condensed Consolidated Statement of Cash Flows

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

		截至六月三十日止六個月 Six months ended 30 June	
		二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)	二零一六年 2016 千港元 HK\$'000 (未經審核) (Unaudited)
經營業務(所用)所產生之 淨現金(支出)收入	Net cash (used in) from operating activities	(87,997)	89,154
投資業務(所用)所產生之 淨現金(支出)收入	Net cash (used in) from investing activities		
購買物業、廠房及設備	Purchases of property, plant and equipment	(117,481)	(35,659)
購買物業、廠房及設備之訂金	Deposits paid for acquisition of property, plant and equipment	(19,752)	(16,009)
購買一項投資物業	Purchase of an investment property	(17,961)	-
購買一項股本投資之訂金	Deposit paid for acquisition of an equity investment	(5,753)	-
已收利息	Interest received	4,507	9,859
出售物業、廠房及設備以及 預付土地租金所收之款項	Proceeds from disposal of property, plant and equipment and prepaid lease payments	188	1,417
新增多於三個月後到期之 短期銀行存款	Placement of short-term bank deposits with original maturity more than three months	-	(100,000)
提取多於三個月後到期之 短期銀行存款	Withdrawal of short-term bank deposits with original maturity more than three months	-	24,363
		(156,252)	(116,029)
融資業務所產生(所用)之 淨現金收入(支出)	Net cash from (used in) financing activities		
新增借貸	New borrowings raised	894,093	1,072,950
發行股份所得款項	Proceeds from issue of shares	151	195
償還借貸	Repayment of borrowings	(738,136)	(1,337,624)
支付利息	Interest paid	(27,061)	(30,622)
支付附屬公司非控股股東股息	Dividends paid to non-controlling shareholder of a subsidiary	(18,829)	(12,416)
		110,218	(307,517)
現金及現金等額淨減少	Net decrease in cash and cash equivalents	(134,031)	(334,392)
期初時之現金及現金等額	Cash and cash equivalents at beginning of the period	971,103	1,349,905
匯率變動所產生之影響	Effect of foreign exchange rate changes	21,169	(5,863)
期末時之現金及現金等額	Cash and cash equivalents at end of the period	858,241	1,009,650
現金及現金等額結餘分析	Analysis of balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	726,381	926,159
於三個月內到期之短期銀行存款	Short-term bank deposits with original maturity within three months	131,860	83,491
		858,241	1,009,650

## 簡明綜合財務報告附註

# Notes to the Condensed Consolidated Financial Statements

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

### 1. 編製基準

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

### 2. 主要會計政策

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

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

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

### 3. 業務分類

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

本集團呈列之分類主要業務如下：

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

### 1. Basis of Preparation

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

### 2. Principal Accounting Policies

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

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

The application of the 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.

### 3. Segment Information

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

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

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

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

## 3. 業務分類 (續)

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

## 分類營業額及業績

本集團於回顧期內按經營分類之營業額及業績分析如下：

## 3. Segment Information (Continued)

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

## Segment revenue and results

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

		呈列 分類總計 Reportable							
		溶劑 Solvents	塗料 Coatings	油墨 Inks	潤滑油 Lubricants	segment total	交易抵銷 Elimination	綜合 Consolidated	
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
截至二零一七年六月三十日	Six months ended								
止六個月(未經審核)	30 June 2017 (unaudited)								
分類營業額	Segment revenue								
對外銷售	External sales	2,934,101	770,833	627,269	146,137	4,478,340	-	4,478,340	
分類間銷售	Inter-segment sales	50,371	5,096	180	41	55,688	(55,688)	-	
分類總營業額	Total segment revenue	2,984,472	775,929	627,449	146,178	4,534,028	(55,688)	4,478,340	
業績	Results								
分類業績	Segment results	132,432	4,566	19,654	(448)	156,204	(107)	156,097	
投資物業公允值之 變動收益(附註4(b))	Gain on fair value change on investment properties (Note4(b))								
未分配收入	Unallocated income								
未分配費用	Unallocated expenses								
利息費用	Interest expense								
除稅前溢利	Profit before taxation								
								8,675	8,675
								4,735	4,735
								(16,161)	(16,161)
								(27,061)	(27,061)
								126,285	126,285



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

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

### 3. 業務分類 (續)

#### 分類營業額及業績 (續)

		溶劑	塗料	油墨	潤滑油	呈列 分類總計 Reportable segment total	交易抵銷 Elimination	綜合 Consolidated
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
截至二零一六年六月三十日 止六個月(未經審核)	Six months ended 30 June 2016 (unaudited)							
分類營業額	Segment revenue							
對外銷售	External sales	2,179,447	812,487	658,534	161,195	3,811,663	-	3,811,663
分類間銷售	Inter-segment sales	52,362	1,809	1,376	29	55,576	(55,576)	-
分類總營業額	Total segment revenue	2,231,809	814,296	659,910	161,224	3,867,239	(55,576)	3,811,663
業績	Results							
分類業績	Segment results	104,524	15,046	48,235	(1,325)	166,480	(267)	166,213
外幣銀行貸款產生之 匯兌虧損(附註4(b))	Exchange loss arising from a foreign currency bank loan(Note 4(b))							(10,583)
跨幣掉期合約及外匯 遠期合約之衍生 金融工具之公允價值 收益(附註4(b))	Fair value gain on derivative financial instruments of a cross currency swap contract and foreign exchange forward contracts (Note 4(b))							9,686
未分配收入	Unallocated income							20,632
未分配費用	Unallocated expenses							(23,194)
利息費用	Interest expense							(30,622)
除稅前溢利	Profit before taxation							132,132

分類間銷售與對外銷售的條款相近。

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

### 3. Segment Information (Continued)

#### Segment revenue and results (Continued)

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## Notes to the Condensed Consolidated Financial Statements

截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

## 4. 其他收入和其他收益及虧損

## 4. Other Income And Other Gains And Losses

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一七年	二零一六年
		2017	2016
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
(a) 本集團其他收入主要包括：	(a) The Group's other income mainly comprises:		
利息收入	Interest income	4,507	9,859
已確認之政府補助金	Government grants recognised	7,718	10,781
(b) 本集團其他收益及虧損包括：	(b) The Group's other gains and losses comprise:		
外幣銀行貸款產生之匯兌虧損(附註(i)及附註3)	Exchange loss arising from a foreign currency bank loan (Note (i) and note 3)	-	(10,583)
跨幣掉期合約及外匯遠期合約之衍生金融工具之公允值收益(附註(i)及附註3)	Fair value gain on derivative financial instruments of a cross currency swap contract and foreign exchange forward contracts (Note (i) and note 3)	-	9,686
小計	Sub-total	-	(897)
呆壞賬準備(附註(ii))	Allowance for bad and doubtful debts (Note (ii))	(2,855)	(9,063)
出售物業、廠房及設備及土地使用權之虧損	Loss on disposal of property, plant and equipment and land use rights	(1,555)	(2,861)
其他外幣結餘及交易產生之淨匯兌虧損	Net exchange loss arising from other foreign currency balances and transactions	(1,324)	(5,798)
投資物業公允值之變動收益(附註3)	Gain on fair value change of investment properties (Note 3)	8,675	-
		2,941	(18,619)

附註：

(i) 於二零一三年四月，本集團籌集一筆澳元(「澳元」)銀行貸款24,800,000澳元。為將外幣風險降至最低，本集團訂立跨幣掉期合約以經濟上對沖該外幣銀行貸款。銀行貸款及跨幣掉期已於截至二零一六年六月三十日止六個月全額支付。

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

Notes:

(i) In April 2013, the Group raised a bank loan in Australian dollar ("AUD") of AUD24,800,000. In order to minimise the exposure to foreign currency risk, the Group entered into a cross currency swap contract to hedge economically against the foreign currency bank loan. The bank loan and the cross currency swap had been fully settled during the six months ended 30 June 2016.

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

簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

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## 5. 除稅前溢利

## 5. Profit Before Taxation

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一七年	二零一六年
		2017	2016
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
除稅前溢利已扣除 下列各項：	Profit before taxation has been arrived at after charging:		
無形資產攤銷	Amortisation of intangible assets	569	609
確認為開支之存貨成本	Cost of inventories recognised as an expense	3,849,308	3,106,159
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	67,808	68,907
預付土地租金攤銷	Release of prepaid lease payments	3,392	2,853

## 6. 稅項

## 6. Taxation

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一七年	二零一六年
		2017	2016
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
此費用包括：	The charge comprises:		
現行稅項－中國大陸	Current tax – Mainland China		
企業所得稅	Enterprise Income Tax	35,251	39,492
預扣稅	Withholding Tax	7,557	16,153
		42,808	55,645
遞延稅項	Deferred taxation		
本期間	Current period	(80)	(1,262)
		42,728	54,383

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## Notes to the Condensed Consolidated Financial Statements

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**6. 稅項 (續)**

香港利得稅按回顧期間應課稅溢利之16.5%計提。

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

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

本集團已根據中國大陸企業所得稅法實施條例經計及將從中國大陸若干附屬公司自二零零八年一月一日起已賺取的溢利中分派的股息後就附屬公司未分配溢利確認遞延稅項。中國大陸企業所得稅法實施條例規定有關非中國大陸居民股東溢利分派時須按5%的稅率繳納預扣稅。由於本公司董事認為本集團可控制撥回暫時性差異的時間，而暫時性差異於可預見將來可能不會撥回，故本集團並無就中國大陸附屬公司自二零零八年一月一日起已賺取的若干未經分派保留溢利1,619,588,000港元(二零一六年十二月三十一日：1,491,194,000港元)確認遞延稅項。

**6. Taxation (Continued)**

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

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

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

Deferred taxation on undistributed profits of subsidiaries has been recognised taking into accounts the dividends to be distributed from profits earned by certain subsidiaries in the Mainland China starting from 1 January 2008 under the Implementation Regulation of the EIT Law of the Mainland China that requires withholding tax with tax rate of 5% upon the distribution of such profits to the shareholders which are not residents in the Mainland China. Deferred taxation has not been recognised in respect of certain undistributed retained profits earned by the subsidiaries in the Mainland China starting from 1 January 2008 amounting to HK\$1,619,588,000 (31 December 2016: HK\$1,491,194,000) as the directors of the Company are of the opinion that the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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## Notes to the Condensed Consolidated Financial Statements

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## 7. 股息

期內，有關截至二零一六年十二月三十一日止年度之每股10.0港仙合共56,389,000港元之期末股息獲分派及其後於二零一七年七月支付。

截至二零一六年六月三十日止六個月，有關截至二零一五年十二月止年度之每股4.5港仙合共25,371,000港元之特別股息支付予本公司股東。

二零一七年六月三十日後，本公司董事決議宣派截至二零一七年六月三十日止六個月之中期股息每股5.0港仙，合共約28,194,000港元（截至二零一六年六月三十日止六個月：每股5.0港仙合共28,191,000港元）。中期股息於二零一七年十月十一日或前後應付予於二零一七年九月八日名列本公司股東名冊之本公司股東。

## 8. 每股盈利

本公司股東應佔每股基本及攤薄後盈利乃根據下列資料計算：

## 7. Dividends

During the period, a final dividend of HK10.0 cents per share totalling HK\$56,389,000 in respect of the year ended 31 December 2016 were declared and subsequently paid in July 2017.

For the six months ended 30 June 2016, a special dividend of HK4.5 cents per share totalling HK\$25,371,000 in respect of the year ended December 2015 was paid to the owners of the Company.

Subsequent to 30 June 2017, the directors of the Company resolved to declare an interim dividend of HK5.0 cents per share totalling approximately HK\$28,194,000 for the six months ended 30 June 2017 (six months ended 30 June 2016: HK5.0 cents per share totalling HK\$28,191,000). The interim dividend is payable on or about 11 October 2017 to the owners of the Company whose names appear on the Company's register of members on 8 September 2017.

## 8. Earnings Per Share

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

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一七年	二零一六年
		2017	2016
		千港元	千港元
		HK\$'000	HK\$'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
計算每股基本及攤薄後 盈利之盈利	Earnings for the purposes of calculating basic and diluted earnings per share	<b>53,628</b>	56,389

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## 8. 每股盈利 (續)

## 8. Earnings Per Share (Continued)

		股份數目	
		Number of shares	
		千股	千股
		'000	'000
計算每股基本盈利之 加權平均股數	Weighted average number of shares for the purpose of calculating basic earnings per share	<b>563,858</b>	563,809
可能對普通股份產生之 攤薄影響：	Effect of dilutive potential ordinary shares:		
購股權	Share options	<b>71</b>	45
計算每股攤薄後盈利之 加權平均股數	Weighted average number of shares for the purpose of calculating diluted earnings per share	<b>563,929</b>	563,854

9. 物業、廠房及設備以及  
投資物業之變動9. Movements In Property, Plant  
And Equipment And Investment  
Properties

期內，本集團動用約147,281,000港元(截至二零一六年六月三十日止六個月：63,730,000港元)主要用於添置用作辦公室物業的自用物業及中國大陸的廠房以擴大產能。

During the period, the Group incurred approximately HK\$147,281,000 (six months ended 30 June 2016: HK\$63,730,000) mainly for additions to a property for self-use as its office premises and manufacturing plant in the Mainland China to expand its manufacturing capacity.

期內，由於有關租賃開始而使用途有所改變，於轉移當天公允值34,600,000港元之若干物業已轉移至投資物業(二零一六年：於轉移當天公允值43,678,000港元之若干物業及預付土地租金)。轉移當天之公允值由一名獨立估價師釐定，而超出賬面值之部份已於轉移當天獲確認為其他全面收益和物業重估儲備的增加。

During the period, certain properties with fair value at the date of transfer of HK\$34,600,000 (2016: certain properties and prepaid lease payments with fair value at the date of transfer of HK\$43,678,000) were transferred to investment properties due to change of use as a result of commencement of relevant leases. The fair value at the date of transfer was determined by an independent valuer and the excess over the carrying amount was recognised in other comprehensive income and increased property revaluation reserve at the date of transfer.

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## 9. 物業、廠房及設備以及投資物業之變動 (續)

期內，本集團動用約21,620,000港元(截至二零一六年六月三十日止六個月：無)，用於購買已出租予葉志成慈善基金有限公司(由本公司一名董事控制的一間關聯公司)的一項投資物業，用作香港的辦公室物業。

期內，投資物業公允值的增加8,675,000港元(二零一六年：無)已直接在損益表內確認。由與本集團無任何關連的獨立專業估值師進行估值。獨立專業估值師所進行的估價是採用直接比較法，並參照類似地點和環境的類似物業的近期市場價格；採用投資估值法，並參照市場租金；採用折舊重置成本法，並參照香港和中國大陸目前的重置成本。

## 10. 訂金

購買物業、廠房及設備之訂金	Deposits paid for acquisition of property, plant and equipment
購買一項股本投資之訂金(附註)	Deposit paid for acquisition of an equity investment (Note)

附註：期內，本集團與獨立第三方訂立一份買賣協議，收購深圳市補優優網絡科技有限公司(於中國大陸註冊成立之公司) (「目標公司」) 之註冊資本之3.33%股權，代價為人民幣5,000,000元(相等於5,753,000港元)。目標公司之主要業務為提供室內裝修及維修服務。該項代價已全額支付，而該收購於二零一七年六月三十日尚未完成。

## 9. Movements In Property, Plant And Equipment And Investment Properties (Continued)

During the period, the Group incurred approximately HK\$21,620,000 (six months ended 30 June 2016: nil) for acquisition of an investment property which have been leased to Ip Chi Shing Charitable Foundation Limited, a related company controlled by a director of the Company, for the use as an office premise in Hong Kong.

During the period, an increase in fair value of investment properties of HK\$8,675,000 (2016: nil) had been recognised directly in profit or loss. The valuations are carried out by independent qualified professional valuers, which are not connected with the Group. The valuations by the independent qualified professional valuers are arrived by direct comparison approach with reference to recent market prices for similar properties in similar locations and conditions, investment approach with reference to market rent and depreciated replacement cost approach with reference to current cost of replacement in Hong Kong and the Mainland China.

## 10. Deposits

於二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
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22,918	36,089
5,753	—
<b>28,671</b>	<b>36,089</b>

Note: During the period, the Group entered into a sale and purchase agreement with an independent third party to acquire 3.33% equity interest in the registered capital of 深圳市補優優網絡科技有限公司 ("Target"), a company incorporated in the Mainland China, for a cash consideration of RMB5,000,000 (equivalent to HK\$5,753,000). The principal activity of the Target is providing indoor renovation and maintenance services. The consideration was fully paid and the acquisition has not been completed as at 30 June 2017.

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## 11. 貿易應收款項及應收票據，其他應收賬款及預付款項

## 11. Trade And Bills Receivables, Other Debtors And Prepayments

		於二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
貿易應收款項	Trade receivables	1,704,872	1,671,012
應收票據	Bills receivables	1,194,298	1,133,598
		<b>2,899,170</b>	<b>2,804,610</b>

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

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

於報告期末貿易應收款項按發票日期之賬齡分析，經扣除呆壞賬準備60,019,000港元(二零一六年十二月三十一日：68,075,000港元)如下：

An aged analysis of trade receivables presented based on the invoice date, net of allowance for bad and doubtful debts of HK\$60,019,000 (31 December 2016: HK\$68,075,000) at the end of the reporting period is as follows:

		於二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
零至三個月	0 – 3 months	1,433,055	1,374,642
四至六個月	4 – 6 months	195,234	226,663
六個月以上	Over 6 months	76,583	69,707
		<b>1,704,872</b>	<b>1,671,012</b>

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

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

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

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



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## 11. 貿易應收款項及應收票據，其他應收賬款及預付款項 (續)

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

## 12. 應付賬款及應計費用

其他應付賬款及應計費用主要包括客戶預收款、應付員工薪金及福利、應付銷售佣金、應付倉儲及運費等。

於報告期末應付貨款按發票日期之賬齡分析如下：

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

## 11. Trade And Bills Receivables, Other Debtors And Prepayments (Continued)

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

## 12. Creditors And Accrued Charges

Other creditors and accrued charges mainly consist of receipts in advance from customers, payable of staff salaries and benefits, sales commission, storage and transportation, etc.

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

	於二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)	
貿易應付賬款	Trade creditors	1,205,542	1,362,338
其他應付賬款及應計費用	Other creditors and accrued charges	363,892	409,539
		<b>1,569,434</b>	<b>1,771,877</b>

	於二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)	
零至三個月	0 – 3 months	1,016,673	1,139,905
四至六個月	4 – 6 months	177,255	218,760
六個月以上	Over 6 months	11,614	3,673
		<b>1,205,542</b>	<b>1,362,338</b>

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截至二零一七年六月三十日止六個月 For the six months ended 30 June 2017

## 13. 銀行借貸

期內，本集團取得894,093,000港元(截至二零一六年六月三十日止六個月：1,072,950,000港元)新銀行借貸，並償還738,136,000港元(截至二零一六年六月三十日止六個月：1,337,624,000港元)銀行借貸。新銀行借貸按市場利率計息及須於一個星期至四年內償還銀行的銀行貸款(二零一六年：兩個星期至五年)。

## 13. Bank Borrowings

During the period, the Group obtained new bank borrowings in the amount of HK\$894,093,000 (six months ended 30 June 2016: HK\$1,072,950,000) and repaid bank borrowings of HK\$738,136,000 (six months ended 30 June 2016: HK\$1,337,624,000). The new bank borrowings bear interest at market rates and are repayable ranging from 1 week to 4 years (2016: 2 weeks to 5 years).

## 14. 股本

## 14. Share Capital

	法定 Authorised	已發行及繳足 Issued and fully paid	
	二零一七年 六月三十日及 二零一六年 十二月三十一日 30.6.2017 & 31.12.2016 千港元 HK\$'000	二零一七年 六月三十日 30.6.2017 千港元 HK\$'000 (未經審核) (Unaudited)	二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
每股面值0.10港元之股份 Shares of HK\$0.10 each	80,000	56,389	56,381

期內，本公司已發行股本之變動如下：

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

		股份數目 Number of shares	金額 Amount
		千股 '000	千港元 HK\$'000
於二零一七年一月一日(經審核)	At 1 January 2017 (audited)	563,811	56,381
行使購股權(附註)	Exercise of share options (Note)	78	8
於二零一七年六月三十日 (未經審核)	At 30 June 2017 (unaudited)	563,889	56,389

附註：於截至二零一七年六月三十日止六個月，共有78,000份購股權獲行使，本公司因此分別發行78,000股每股面值0.10港元之股份，每股作價為1.95港元。

Note: During the six months ended 30 June 2017, 78,000 share options were exercised, resulting in the issue of 78,000 shares of HK\$0.10 each in the Company at a price of HK\$1.95 per share.

所有已發行股份均在所有方面與當時之現有股份享有同等權益。

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

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## 15. 以股份為基礎之付款

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

下表披露本公司參與者持有的本公司購股權的變動情況：

		購股權數目		
		Number of share options		
		合資格人士		
		董事	Eligible persons	總計
		Directors	persons	Total
於二零一七年一月一日尚未行使	Outstanding as at 1 January 2017	400,000	5,822,000	6,222,000
於期內行使	Exercised during the period	–	(78,000)	(78,000)
於期內失效	Lapsed during the period	–	(152,000)	(152,000)
於二零一七年六月三十日尚未行使	Outstanding as at 30 June 2017	400,000	5,592,000	5,992,000

緊接購股權行使日期之前的本公司股份加權平均收市價為3.237港元。

於兩年內，並無授出任何購股權。

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

## 15. Share-Based Payments

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

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

		購股權數目		
		Number of share options		
		合資格人士		
		董事	Eligible persons	總計
		Directors	persons	Total
於二零一七年一月一日尚未行使	Outstanding as at 1 January 2017	400,000	5,822,000	6,222,000
於期內行使	Exercised during the period	–	(78,000)	(78,000)
於期內失效	Lapsed during the period	–	(152,000)	(152,000)
於二零一七年六月三十日尚未行使	Outstanding as at 30 June 2017	400,000	5,592,000	5,992,000

The weighted average closing share price of the shares of the Company immediately before the dates on which the share options were exercised was HK\$3.237.

No share options were granted for both periods.

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

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## 16. 資本承擔

## 16. Capital Commitments

	於二零一七年 六月三十日 <b>30.6.2017</b> 千港元 <b>HK\$'000</b> (未經審核) <b>(Unaudited)</b>	於二零一六年 十二月三十一日 31.12.2016 千港元 HK\$'000 (經審核) (Audited)
有關收購物業、廠房及設備及土地使用權之資本開支已訂約但簡明綜合財務報告中未予撥備	Capital expenditure in respect of the acquisition of property, plant and equipment and land use rights contracted for but not provided in the condensed consolidated financial statements	
	<b>25,069</b>	8,189

## 17. 金融工具之公允值計量

## 17. Fair Value Measurements of Financial Instruments

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

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

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

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

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17. 金融工具之公允值計量  
(續)

17. Fair Value Measurements of  
Financial Instruments (Continued)

金融資產/金融負債 Financial assets/ financial liabilities	公允值於 Fair value as at		公允值級別 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key input(s)
	二零一七年 六月三十日 30.6.2017 (未經審核) (Unaudited)	二零一六年 十二月三十一日 31.12.2016 (經審核) (Audited)		
於簡明綜合財務狀況表 分類為衍生金融工具的 利率掉期合約	資產 (根據對沖會計法) - 2,742,000港元	資產 (根據對沖會計法) - 8,543,000港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期利率(從報告期末的可觀察收益率曲線得出)及合約利率(按適用貼現率貼現)而估計。
Interest rate swaps classified as derivative financial instruments in the condensed consolidated statement of financial position	負債 (根據對沖會計法) - 1,612,000港元	負債 (根據對沖會計法) - 193,000港元		
	Assets (under hedge accounting) - HK\$2,742,000	Assets (under hedge accounting) - HK\$8,543,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
	Liabilities (under hedge accounting) - HK\$1,612,000	Liabilities (under hedge accounting) - HK\$193,000		
於簡明綜合財務狀況表 分類為衍生金融工具的 外匯遠期合約	資產-無	資產 (根據對沖會計法) - 77,000港元	第二級	貼現現金流量。未來現金流量乃計及交易方及本集團之信貸風險(倘適用)後基於遠期匯率(從報告期末的可觀察遠期匯率得出)及合約外幣匯率(按適用貼現率貼現)而估計。
Foreign exchange forward contracts classified as derivative financial instruments in the condensed consolidated statement of financial position	負債-無	負債 (根據對沖會計法) - 165,000港元		
	Assets - Nil	Assets (under hedge accounting) - HK\$77,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward currency exchange rate (from observable forward exchange rates at the end of the reporting period) and contracted foreign currency exchange rate, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
	Liabilities - Nil	Liabilities (under hedge accounting) - HK\$165,000		

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

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

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## 18. 關聯人士交易

(a) 期內，本集團分別支付480,000港元(截至二零一六年六月三十日止六個月：480,000港元)及300,000港元(截至二零一六年六月三十日止六個月：300,000港元)之租金予港德投資有限公司(「港德」)及嘉捷投資有限公司(「嘉捷」)，本公司之董事葉志成先生及葉子軒先生分別於港德及嘉捷持有控股權。

(b) 期內，本集團收到葉志成慈善基金有限公司的租金及牌照費用為100,000港元(截至二零一六年六月三十日止六個月：無)及服務費用為10,000港元(截至二零一六年六月三十日止六個月：無)，葉志成先生為本公司董事並擁有控股權益。

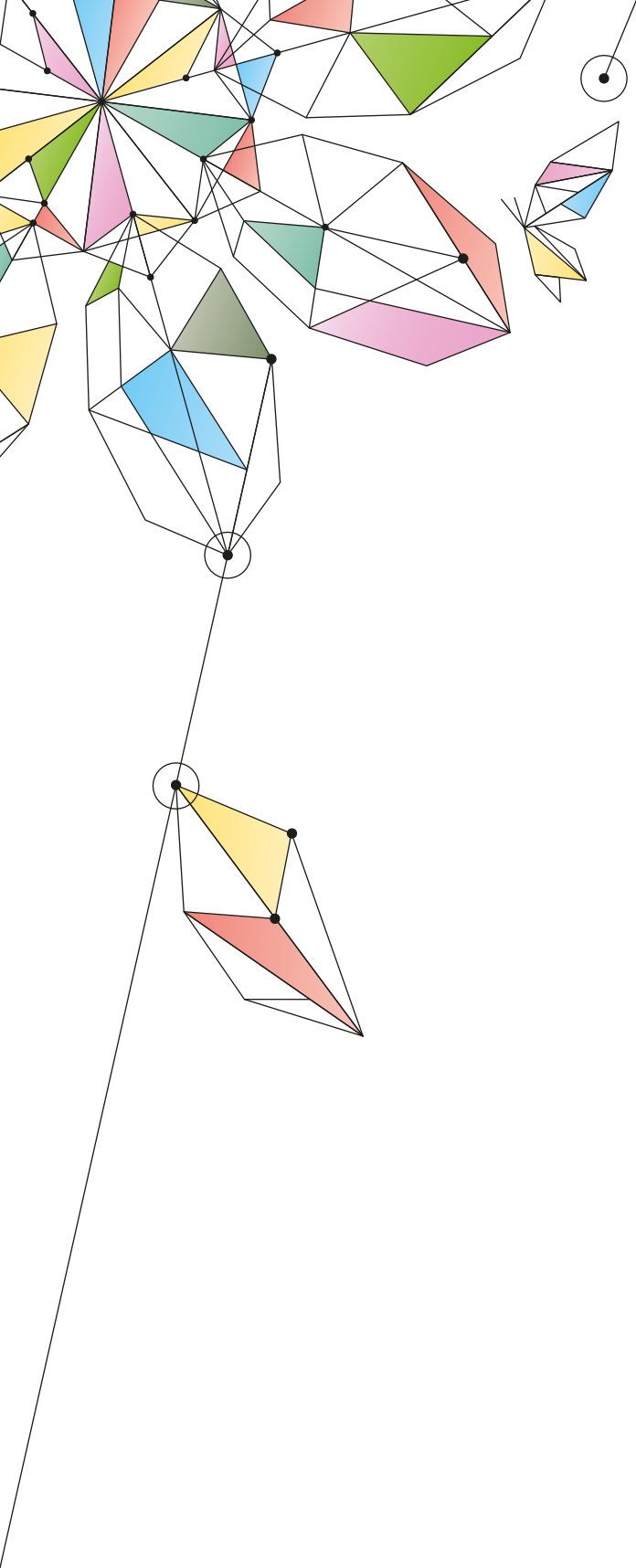
(c) 主要管理層指本公司董事。期內，主要管理層酬金為8,384,000港元(截至二零一六年六月三十日止六個月：7,760,000港元)。

## 18. Related Party Transactions

(a) During the period, the Group paid rent of HK\$480,000 (six months ended 30 June 2016: HK\$480,000) and HK\$300,000 (six months ended 30 June 2016: HK\$300,000) to Goldex Investments Limited ("Goldex") and Galsheer Investments Limited ("Galsheer") respectively in which Mr. Ip Chi Shing and Mr. Yip Tsz Hin, directors of the Company, have controlling interests over Goldex and Galsheer respectively.

(b) During the period, the Group received rent and license fee of HK\$100,000 (six months ended 30 June 2016: nil) and service fee income of HK\$10,000 (six months ended 30 June 2016: nil) from Ip Chi Shing Charitable Foundation Limited in which Mr. Ip Chi Shing, director of the Company, has controlling interest over it.

(c) The key management personnel are the directors of the Company. During the period, the remuneration of the key management personnel was HK\$8,384,000 (six months ended 30 June 2016: HK\$7,760,000).



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