



**China Automotive Interior Decoration Holdings Limited**  
**中國汽車內飾集團有限公司**

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

**Stock code 股份代號 : 0048**

**2017**

**Interim  
Report  
中期報告**



## INTERIM RESULTS

The board of Directors (the "Board") of China Automotive Interior Decoration Holdings Limited (the "Company") is pleased to announce the following unaudited condensed consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2017 together with the comparative figures for the preceding financial six months ended 30 June 2016.

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

For the six months ended 30 June 2017

## 中期業績

中國汽車內飾集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)截至二零一七年六月三十日止六個月的以下未經審核簡明綜合中期業績，連同截至二零一六年六月三十日止上一財政六個月的比較數字。

## 未經審核簡明綜合損益及其他全面收益表

截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue</b>	收入	4	94,392
Cost of sales	銷售成本		(82,060)
Gross profit	毛利		12,332
Other gains or losses	其他收益或虧損	5	(214,421)
Selling and distribution costs	銷售及分銷成本		(5,614)
Share of result of associates	應佔聯營公司業績		(438)
Administrative expenses	行政開支		(21,348)
<b>Loss from operations</b>	經營虧損	7	(229,489)
Finance costs	融資成本	8	(921)
<b>Loss before tax</b>	除稅前虧損		(230,410)
Income tax expense	所得稅開支	9	(1,205)
<b>Loss for the period attributable to the owners of the Company</b>	本公司擁有人應佔期內虧損		(231,615)

# CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For the six months ended 30 June 2017

## 未經審核簡明綜合損益及其他全面收益表 (續)

截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Note 附註	
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(231,615)</b>
<b>Other comprehensive (loss)/income for the period, net of income tax: Items that may be reclassified subsequently to profit or loss:</b>	<b>期內其他全面(虧損)/收益扣除所得稅: 其後可能重新分類至損益之項目:</b>		
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		7,586
Impairment loss arising on revaluation of available-for-sale financial assets	重估可供出售金融資產產生之減值虧損		-
Reclassification adjustments relation to impairment loss on available-for-sale financial assets	有關可供出售金融資產之減值虧損之重新分類調整		-
			<b>194,473</b>
<b>Total other comprehensive (loss)/income for the period</b>	<b>期內其他全面(虧損)/收益總額</b>		<b>(2,852)</b>
<b>Total comprehensive loss for the period attributable to the owners of the Company</b>	<b>本公司擁有人應佔期內全面虧損總額</b>		<b>(234,467)</b>
			<b>RMB 人民幣</b>
<b>Loss per share</b>	<b>每股虧損</b>		
Basic	基本	10	<b>(11.6) cents 分</b>
Diluted	攤薄		<b>(11.6) cents 分</b>

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION** 未經審核簡明綜合財務狀況表

At 30 June 2017

於二零一七年六月三十日

			<b>30 June 2017</b> 二零一七年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>RMB'000</b> 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		<b>50,804</b>	53,265
Available-for-sale financial assets	可供出售金融資產		<b>41,235</b>	235,708
Prepaid land lease payments	預付土地租賃款項		<b>2,589</b>	2,625
Interest in associates	於聯營公司之權益		<b>26,174</b>	–
Goodwill	商譽		<b>853</b>	457
			<b>121,655</b>	292,055
<b>Current assets</b>	<b>流動資產</b>			
Prepaid land lease payments	預付土地租賃款項		<b>73</b>	73
Inventories	存貨		<b>23,098</b>	24,566
Trade receivables	應收貿易款項	13	<b>99,271</b>	133,176
Bills receivables	應收票據		<b>6,586</b>	5,964
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		<b>92,822</b>	40,759
Held-for-trading investments	持作買賣投資		<b>13,865</b>	36,514
Cash and bank balances	現金及銀行結餘		<b>44,038</b>	86,419
			<b>279,753</b>	327,471
<b>Total assets</b>	<b>總資產</b>		<b>401,408</b>	619,526
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to the owners of the Company</b>	<b>本公司擁有人應佔資本及儲備</b>			
Share capital	股本	14	<b>163,359</b>	163,359
Reserves	儲備		<b>106,189</b>	330,486
<b>Total equity</b>	<b>權益總額</b>		<b>269,548</b>	493,845

# CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

At 30 June 2017

未經審核簡明綜合財務狀況表(續)

於二零一七年六月三十日

			<b>30 June 2017</b>	31 December 2016
			二零一七年 六月三十日	二零一六年 十二月三十一日
			<b>(Unaudited)</b>	(Audited)
			<b>(未經審核)</b>	(經審核)
		<i>Note</i>	<b>RMB'000</b>	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	15	<b>43,948</b>	39,744
Accruals and other payables	應計費用及其他應付款項		<b>11,450</b>	9,108
Bank borrowings	銀行借款	16	<b>40,000</b>	39,000
Bank overdrafts	銀行透支		<b>337</b>	-
Tax payable	應付稅項		<b>36,125</b>	37,829
			<b>131,860</b>	125,681
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>401,408</b>	619,526
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>147,893</b>	201,790
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>269,548</b>	493,845

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

**未經審核簡明綜合權益變動表**

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

		Share capital	Share premium	Share-based compensation reserve	Merger reserve	Foreign currency translation reserve	Statutory reserve	Retained profits/(accumulated losses)	Total equity
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2016	於二零一六年一月一日	134,837	125,992	-	5,992	22,690	11,818	260,560	561,889
Loss for the period	期內虧損	-	-	-	-	-	-	(78,514)	(78,514)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	7,586	-	-	7,586
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	7,586	-	(78,514)	(70,928)
At 30 June 2016	於二零一六年六月三十日	134,837	125,992	-	5,992	30,276	11,818	182,046	490,961
At 1 January 2017	於二零一七年一月一日	163,359	137,996	-	5,992	47,700	11,818	126,980	493,845
Loss for the period	期內虧損	-	-	-	-	-	-	(231,615)	(231,615)
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	(2,852)	-	-	(2,852)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(2,852)	-	(231,615)	(234,467)
Grant of share option	授出購股權	-	-	10,170	-	-	-	-	10,170
At 30 June 2017	於二零一七年六月三十日	163,359	137,996	10,170	5,992	44,848	11,818	(104,635)	269,548

# CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 未經審核簡明綜合現金流量表

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Net cash used in operating activities	經營活動動用之現金淨額	<b>(23,179)</b>	(2,672)
Net cash used in investing activities	投資活動動用之現金淨額	<b>(24,994)</b>	(1,065)
Net cash generated from/(used in) financing activities	融資活動產生/(動用)之現金淨額	<b>1,000</b>	(500)
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額	<b>(47,173)</b>	(4,237)
Cash and cash equivalents at the beginning of period	期初之現金及現金等值物	<b>86,419</b>	83,345
Effect of foreign currency exchange rate changes	外匯匯率變動之影響	<b>4,455</b>	8,176
Cash and cash equivalents at the end of period	期終之現金及現金等值物	<b>43,701</b>	87,284
Analysis of the balances of cash and cash equivalents:	現金及現金等值物之結餘分析:		
Cash and bank balances	現金及銀行結餘	<b>44,038</b>	87,284
Bank overdraft	銀行透支	<b>(337)</b>	-
		<b>43,701</b>	87,284

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2017

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 9 December 2009 with limited liability. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of the Group's principal place of business is located at No. 28 Xinfeng Road, Xinfeng Industrial Park, Fangqian Town, New District, Wuxi City, Jiangsu Province, the People's Republic of China (the "PRC").

The principal activity of the Company is investment holding. The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts, trading of rubber and food products.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2017 are presented in Renminbi ("RMB") and all values are rounded to the nearest thousands, except when otherwise indicated.

### 2. BASIS OF PREPARATION

#### Statement of compliance

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

The interim financial report has been prepared in accordance with same accounting policies adopted in the 2016 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2017 annual financial statements. Details of any changes in accounting policies are set out in note 3.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgement, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

## 未經審核簡明綜合中期財務報表附註

截至二零一七年六月三十日止六個月

### 1. 一般資料

本公司於二零零九年十二月九日於開曼群島註冊成立為有限公司。本公司註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本集團的主要營業地點位於中華人民共和國（「中國」）江蘇省無錫市新區坊前鎮新豐工業園新風路28號。

本公司主要業務為投資控股。本集團主要從事製造及銷售用於汽車內飾件及其他部分的無紡布產品、買賣橡膠及食品。

除另有註明者外，截至二零一七年六月三十日止六個月的未經審核簡明綜合財務報表以人民幣（「人民幣」）呈列，而所有價值均調整至最接近的千元。

### 2. 編製基準

#### 合規聲明

未經審核簡明綜合中期財務報表（「中期財務報表」）乃根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16適用之披露規定，以及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」而編製。

本中期財務報告已根據二零一六年度財務報表所採用之相同會計政策編製，惟預期於二零一七年度財務報表內反映之會計政策變動除外。該等會計政策之任何變動詳情載於附註3。

編製符合香港會計準則第34號規定之中期財務報告要求管理層作出判斷、估計及假設，該等判斷、估計及假設影響政策之應用及資產與負債、收入及支出由年初至今之呈報金額。實際結果可能與該等估計不同。



### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Interim Financial Statements has been prepared under the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The group has adopted the following revised Hong Kong Financial Reporting Standards (“HKFRSs”)(which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for these Interim Financial Statements.

HKAS 7 (Amendments)	Disclosure Initiative
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealized Losses

The adoption of the revised HKFRSs has had no significant financial effect on these Interim Financial Statements and there have been no significant changes to the accounting policies applied in these Interim Financial Statements.

### 4. REVENUE

The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts, trading of rubber and food products.

Nonwoven fabric for use in automotive interior decoration parts and other parts	用於汽車內飾件及其他部分的無紡布
Sales of rubber	橡膠的銷售
Sales of food products	食品的銷售

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

除投資物業及若干金融工具按公平值計量外，中期財務報表已根據歷史成本基準編製。

本集團已就此等中期財務報表首次應用下列由香港會計師公會頒佈之經修訂香港財務報告準則（「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋）。

香港會計準則第7號 披露計劃（修訂本）	香港會計準則第12號 就未變現虧損確認遞延稅項資產（修訂本）
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採納經修訂香港財務報告準則對此等中期財務報表並無重大財務影響，且此等中期財務報表應用的會計政策並無重大變動。

### 4. 收入

本集團主要從事製造及銷售用於汽車內飾件及其他部分的無紡布產品、買賣橡膠及食品。

#### Six months ended 30 June 截至六月三十日止六個月

2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
82,526	77,414
7,349	5,777
4,517	—
<b>94,392</b>	<b>83,191</b>

## 5. OTHER GAINS OR LOSSES

Interest income	利息收入
Fair value loss on held-for-trading investments	持作買賣投資的公平值虧損
Impairment loss on available-for-sale financial assets	可供出售金融資產之減值虧損
Others	其他

## 5. 其他收益或虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
		18	36
		(21,817)	(88,014)
		(194,473)	-
		1,851	2,122
		<b>(214,421)</b>	<b>(85,856)</b>

## 6. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The Group's operating and reportable segments are as follows:

- (i) the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts; and
- (ii) the supply and procurement operation segment including trading of rubber and food products.

## 6. 分部資料

向本公司董事（即主要經營決策者）呈報以分配資源及評估分部表現的資料，著重所付運貨品或提供服務的類別。

本集團的經營及可呈報分部如下：

- (i) 製造及銷售用於汽車內飾件及其他部分的無紡布產品；及
- (ii) 供應及採購經營分部（包括買賣橡膠及食品）。

## CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

### Segment revenue and results

### 分部收入及業績

		Supply and procurement operation 供應及採購經營		Manufacture and sale of nonwoven fabric products 製造及銷售無紡布產品		Total 合計	
		Six months ended 30 June 截至六月三十日止六個月	2016 二零一六年	Six months ended 30 June 截至六月三十日止六個月	2016 二零一六年	Six months ended 30 June 截至六月三十日止六個月	2016 二零一六年
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Segment revenue:	分部收入:						
Sales to external customers	銷售予外部客戶	11,866	5,777	82,526	77,414	94,392	83,191
Segment results	分部業績	2,053	666	(1,953)	(2,619)	100	(1,953)
Unallocated corporate income	未分配公司收入					71	39
Unallocated corporate expenses	未分配公司開支					(229,660)	(89,927)
Finance costs	融資成本					(229,489)	(91,841)
						(921)	(641)
Loss before tax	除稅前虧損					(230,410)	(92,482)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the six months ended 30 June 2017 and 2016.

以上呈報的分部收入乃來自外部客戶的收入。截至二零一七年及二零一六年六月三十日止六個月並無分部間銷售。

**Segment assets and liabilities**

**分部資產及負債**

		Supply and procurement operation 供應及採購經營		Manufacture and sale of nonwoven fabric products 製造及銷售無紡布產品		Total 合計	
		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月 三十一日 (Audited) (經審核) RMB'000 人民幣千元	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月 三十一日 (Audited) (經審核) RMB'000 人民幣千元	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月 三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	68,055	59,550	253,632	272,664	321,687	332,214
Unallocated corporate assets	未分配公司資產					79,721	287,312
Total assets	資產總值					401,408	619,526
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	13,015	5,464	83,255	84,283	96,270	89,747
Unallocated corporate liabilities	未分配公司負債					35,590	35,934
Total liabilities	負債總額					131,860	125,681

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segment other than corporate financial assets including available-for-sale financial assets, held-for-trading investments and corporate cash and bank balances. Goodwill is allocated to supply and procurement segments.
- all liabilities are allocated to reportable segments other than corporate financial liabilities including accruals and other payables.

為監察分部表現及於分部間分配資源：

- 除公司金融資產（包括可供出售金融資產、持作買賣投資以及公司現金及銀行結餘）外，所有資產均分配至可呈報分部。商譽乃分配至供應及採購分部。
- 除公司金融負債（包括應計費用及其他應付款項）外，所有負債均分配至可呈報分部。

## CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

### 7. LOSS FROM OPERATIONS

The Group's loss from operations is stated after charging the following:

Depreciation of property, plant and equipment	物業、廠房及設備折舊
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷
Directors' remuneration	董事薪酬
Operating lease rentals in respect of rented premises	有關租賃物業的經營租賃費用
Cost of inventories recognised as cost of sales	確認為銷售成本的存貨成本
Impairment loss on trade receivables	應收貿易款項之減值虧損
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損
Share option expenses	購股權開支
Research and development expenditure	研發開支
Staff costs (including directors' remuneration)	員工成本 (包括董事薪酬)
– Salaries and other benefits	– 薪金及其他福利
– Retirement benefits scheme contributions	– 退休福利計劃供款

### 7. 經營虧損

本集團的經營虧損已扣除下列各項：

Six months ended 30 June 截至六月三十日止六個月	
2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
3,133	3,083
36	36
1,231	1,112
871	438
66,941	50,601
–	4,713
–	1,897
10,170	–
2,944	3,620
<b>7,652</b>	<b>5,591</b>
<b>1,599</b>	<b>1,205</b>
<b>9,251</b>	<b>6,796</b>

### 8. FINANCE COSTS

Interest expenses on bank borrowings wholly repayable within five years	須於五年內悉數清還的 銀行借款的利息費用
Interest expenses on bank overdrafts	銀行透支的利息開支

### 8. 融資成本

Six months ended 30 June 截至六月三十日止六個月	
2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
912	641
9	–
<b>921</b>	<b>641</b>

## 9. INCOME TAX EXPENSE

Current tax	即期稅項
Hong Kong	香港
PRC enterprise income tax ("EIT")	中國企業所得稅(「企業所得稅」)
Deferred tax	遞延稅項

Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 June 2017 and 2016.

PRC EIT is calculated at the applicable rates based on estimated taxable income earned by the PRC subsidiary of the Group with certain tax preference, based on existing legislation, interpretation and practice in respect thereof.

Pursuant to the enterprise income tax rules and regulations of the PRC, the applicable PRC EIT rate of the Group's PRC subsidiaries are 25%.

Pursuant to PRC Enterprise Income Tax Law, an innovative and high-end technology enterprise may enjoy a preferential enterprise income tax rate of 15% ("IHT Enterprise Rate"). During the year ended 31 December 2015, Joystar (Wuxi) Automotive Interior Decoration Co., Ltd. ("Joystar Wuxi") obtained the "Certificate of Innovative and High-end Technology Enterprise" with validity period of three years. The IHT Enterprise Rate enjoyed by Joystar Wuxi will be expired on July 2018. Consequently, the applicable income tax rate of Joystar Wuxi for the six months ended 30 June 2017 is 15% (six months ended 30 June 2016: 15%).

## 9. 所得稅開支

Six months ended 30 June  
截至六月三十日止六個月

2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
26	–
1,179	512
1,205	512
–	(14,480)
1,205	(13,968)

根據開曼群島及英屬維爾京群島(「英屬維爾京群島」)的規例及法規,本集團於開曼群島及英屬維爾京群島毋須繳納任何所得稅。

截至二零一七年及二零一六年六月三十日止六個月,香港利得稅以估計應課稅溢利按16.5%計量。

中國企業所得稅根據現行法例、詮釋及其相關慣例,按享有若干稅項優惠的本集團的中國附屬公司所賺取估計應課稅收入,以適用稅率計算。

根據中國企業所得稅規例及法規,本集團的中國附屬公司的適用中國企業所得稅率為25%。

根據中國企業所得稅法,高新技術企業可享有企業所得稅優惠稅率15%(「高新技術企業稅率」)。於截至二零一五年十二月三十一日止年度,怡星(無錫)汽車內飾件有限公司(「怡星無錫」)取得「高新技術企業證書」,有效期為三年。怡星無錫享有的高新技術企業稅率將於二零一八年七月屆滿。因此,怡星無錫於截至二零一七年六月三十日止六個月的適用所得稅率為15%(截至二零一六年六月三十日止六個月:15%)。

## 10. LOSS PER SHARE

The calculations of basic loss per share for the six months ended 30 June 2017 are based on the unaudited condensed consolidated loss of approximately RMB231,615,000 attributable to the owners of the Company respectively (six months ended 30 June 2016: loss of RMB78,514,000) and the number of ordinary shares of 1,990,656,000 in issue during six months ended 30 June 2016 (weighted average number of ordinary shares in issue during the six months ended 30 June 2016: 1,506,627,000).

For the six months ended 30 June 2017 and 2016, diluted earnings per share are the same as the basic loss per share as the Company did not have any dilutive potential ordinary shares during the six months ended 30 June 2017 and 2016.

## 11. DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended 30 June 2017 (six months ended 30 June 2016: Nil).

## 10. 每股虧損

截至二零一七年六月三十日止六個月的每股基本虧損乃分別根據本公司擁有人應佔的未經審核簡明綜合虧損約人民幣231,615,000元(截至二零一六年六月三十日止六個月:虧損人民幣78,514,000元)及於截至二零一六年六月三十日止六個月已發行普通股股數為1,990,656,000股(截至二零一六年六月三十日止六個月已發行普通股的加權平均數:1,506,627,000股)而計算。

由於本公司於截至二零一七年及二零一六年六月三十日止六個月並無擁有任何潛在攤薄普通股,故此截至二零一七年及二零一六年六月三十日止六個月的每股攤薄盈利與每股基本虧損相同。

## 11. 股息

董事會不建議派付截至二零一七年六月三十日止六個月的中期股息(截至二零一六年六月三十日止六個月:無)。

## 12. ACQUISITION OF A SUBSIDIARY

On 2 May 2017, the Company entered into an agreement with independent third parties to acquire 100% of the entire issued share capital of Loyal Brands International Limited (“Loyal Brands”) and its subsidiaries (the “Loyal Brands Group”) and identifiable asset and liabilities of Loyal Brands Group, for a total contracted consideration of HK\$1,000,000 (equivalent to approximately RMB888,000). The aggregate amount of goodwill arising as a result of the acquisition is approximately RMB396,000.

## 12. 收購一間附屬公司

於二零一七年五月二日，本公司與獨立第三方簽訂協議，以收購Loyal Brands International Limited（「Loyal Brands」）及其附屬公司（「Loyal Brands集團」）之全部已發行股本以及Loyal Brands集團之可識別資產及負債，合約代價總額為1,000,000港元（相當於約人民幣888,000元）。因收購事項產生之商譽總值為約人民幣396,000元。

		Acquiree's carrying amount before combined and fair value 被收購方 於合併前 的賬面值 及公平值 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Net assets acquired</b>	<b>已收購資產淨值</b>	
Property, plant and equipment	物業、廠房及設備	403
Inventories	存貨	242
Trade receivables	應收貿易款項	64
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	675
Cash and bank balances	現金及銀行結餘	2,346
Trade payables	應付貿易款項	(1,059)
Accrual, other payables and deposits received	應計費用、其他應付款項及已收按金	(2,179)
		<hr/>
		492
Goodwill	商譽	396
		<hr/>
		888
		<hr/>
<b>Net cash inflow arising on acquisition:</b>	<b>收購產生的現金流入淨額：</b>	
Cash paid for acquisition	就收購支付之現金	(888)
Cash and bank balances acquired	已收購的現金及銀行結餘	2,346
		<hr/>
		1,458
		<hr/>

Loyal Brands Group was acquired so as to expand the Group's existing food trading business.

收購Loyal Brands集團旨在擴展本集團之現有食品貿易業務。



## CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

Goodwill arose in the acquisition of Loyal Brands Group because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefits of expected synergies, revenue growth, future market development and the assembled workforce of Loyal Brands Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Included in the profit for the six months ended 30 June 2017, is approximately RMB432,000 and revenue for the six months ended 30 June 2017 is approximately RMB4,517,000 attributable to the additional business generated by Loyal Brands Group.

### 13. TRADE RECEIVABLES

The aging analysis of trade receivables, based on the invoice date, and net of allowance for doubtful debts, is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

The Group's trading terms with customers are mainly on credit. The credit terms generally ranging from 30 days to 120 days (2016: ranging from 30 days to 120 days), depending on the creditworthiness of customers and their existing relationship with the Group. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest bearing.

由於合併成本包括控制權溢價，故收購 Loyal Brands 集團產生商譽。此外，就有效合併所支付代價包括與 Loyal Brands 集團之預期協同效應、收入增長、未來市場發展及裝配勞動力等方面的利益有關之金額。該等利益不會與商譽分開確認，由於該等利益並不符合可識別無形資產之確認標準。

由於 Loyal Brands 集團額外展開業務，截至二零一七年六月三十日止六個月之利潤為約人民幣432,000元及截至二零一七年六月三十日止六個月之收入為約人民幣4,517,000元。

### 13. 應收貿易款項

根據發票日期，應收貿易款項的賬齡分析（經扣除呆賬撥備）如下：

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
49,204	89,516
39,274	26,075
10,793	4,174
—	13,411
<b>99,271</b>	<b>133,176</b>

本集團與客戶的貿易期限主要為信貸。根據客戶信貸級別及彼等與本集團的現有關係，信貸期一般介乎30日至120日（二零一六年：介乎30日至120日）。本集團致力嚴謹監控未付的應收款項。逾期未付的結餘由高級管理層定期審閱。應收貿易款項為免息款項。

## 14. SHARE CAPITAL

Authorised: Ordinary shares of HK\$0.1 each At 1 January 2017 and 30 June 2017	法定： 每股面值0.1港元的普通股 於二零一七年一月一日及 二零一七年六月三十日
Issued and fully paid: Ordinary shares of HK\$0.1 each At 1 January 2017 and 30 June 2017	已發行及繳足： 每股面值0.1港元的普通股 於二零一七年一月一日及 二零一七年六月三十日

## 15. TRADE PAYABLES

The aging analysis of trade payables, based on the invoice dates, is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

## 14. 股本

Number of Shares 股份數目	Amount 金額 HK\$'000 千港元	Amount 金額 RMB'000 人民幣千元
10,000,000,000	1,000,000	863,495
1,990,656,000	199,065	163,359

## 15. 應付貿易款項

根據發票日期，應付貿易款項的賬齡分析如下：

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
18,039	29,013
8,192	6,212
12,825	–
4,892	4,519
43,948	39,744

# CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

## 16. BANK BORROWINGS

## 16. 銀行借款

### Current

Bank loans, secured

### 流動

銀行貸款，有抵押

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>40,000</b>	39,000

The maturities of the above bank borrowings are as follows:

上述銀行借款到期日如下：

Carrying amount repayable:  
 – within one year  
 – more than one year but within two years  
 – more than two years but within five years  
 – more than five years

應償還款項賬面值：  
 – 於一年內  
 – 超過一年但於兩年內  
 – 超過兩年但於五年內  
 – 超過五年

Secured bank loan  
 Less: Amounts classified under current liabilities  
 Secured bank loan that contain  
 a repayment on demand clause or  
 due within one year

有抵押銀行貸款  
 減：分類為流動負債的款項  
 包括按要求償還條款或  
 於一年內到期的有抵押  
 銀行貸款

Amounts classified under non-current liabilities 分類為非流動負債的款項

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>40,000</b>	39,000
–	–
–	–
–	–
<b>40,000</b>	39,000
<b>(40,000)</b>	(39,000)
–	–

Short-term bank loans are arranged at floating rates and exposed the Group to cash flow interest rate risk.

短期銀行貸款按浮動利率安排且令本集團面臨現金流量利率風險。

## 17. OPERATING LEASE COMMITMENT

At 30 June 2017, the Group had commitments for the future minimum lease payments under non-cancellable operating leases within fall due as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）

Operating lease payments represent rentals payable by the Group for its warehouse, factory and office premises. Leases are negotiated for a range from 1 to 4 years (31 December 2016: 1 to 2 years) and rentals are fixed over the lease terms and do not include contingent rentals. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

## 17. 經營租賃承擔

於二零一七年六月三十日，本集團根據不可撤銷經營租賃在下列期間屆滿的未來最低租賃款項承擔如下：

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
1,272	1,317
2,847	3,617
<b>4,119</b>	<b>4,934</b>

經營租賃款項指本集團就倉庫、工廠及辦公室物業應付的租金。租期議定為介乎1至4年（二零一六年十二月三十一日：1至2年），而租金於租期內固定，惟不包括或然租金。本集團並無於租期屆滿時購買租賃資產的選擇權。

### 18. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances as disclosed elsewhere in the unaudited condensed consolidated financial statements, the Group entered into the following material transaction with related parties during the reporting period:

#### Compensation of key management personnel

Compensation for key management personnel, including amount paid to the Company's directors is as follows:

Salaries and other short-term benefits	薪金及其他短期利益
Employer contribution to pension scheme	退休金計劃僱主供款

### 18. 重大關連方交易

除未經審核簡明綜合財務報表內其他地方披露的交易及結餘外，於報告期間內本集團與關連方訂有以下重大交易：

#### 主要管理人員之補償

主要管理人員的補償，包括已付本公司董事金額如下：

Six months ended 30 June	
截至六月三十日止六個月	
2017	2016
二零一七年	二零一六年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元
1,189	1,074
42	38
<b>1,231</b>	<b>1,112</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

The Group is principally engaged in the manufacture and sale of nonwoven fabric products used in automotive interior decoration parts and other parts, trading of rubber and food products. The Group also deploys financial resource to securities investment to achieve earnings in the form of capital appreciation and income from dividends.

### **Manufacture and sale of nonwoven fabric products**

The Group manufactures its nonwoven fabric products with single layer or multiple layers of nonwoven fabric in accordance with specific requirements and standards of different customers. Most of the customers of nonwoven fabric products are primary manufacturers and suppliers of automotive parts in the PRC. The majority of the Group's products are further processed by these customers in order to make different automotive parts such as floor, head lining, seat cover, parcel tray, trunk, luggage-side trim, hubcap and car-mat, which are of different characteristics and are to be applied for different usages in passenger vehicles.

According to the statistics released from China Association of Automobile Manufacturers, the production and sales of passenger vehicles in the PRC were approximately 11,483,000 units and 11,253,000 units respectively for the six months ended 30 June 2017, representing a slightly increase of approximately 3.2% and 1.6%. However, as a result of increasing competition in the automotive industry, there was a trend of decreasing gross profit margin of nonwoven fabric products of the Group during the six months ended 30 June 2017.

### **Supply and procurement operation**

The Group commenced its business of rubber trading since 2012 and the quoted price of rubber was generally varied according to the tendency of the commodities markets. To manage the risk, the Group mainly carried out that business in back-to-back model.

Since the third quarter of 2016, the Group resumed the business of trading of food products to diversify its business scope and it generated steady income of the Group for the six months ended 30 June 2017.

## 管理層討論及分析

### 業務回顧

本集團主要從事製造及銷售用於汽車內飾件及其他部分的無紡布產品及買賣橡膠及食品。本集團亦投入財務資源於證券投資以透過資本增值及股息收入的形式賺取盈利。

### **製造及銷售無紡布產品**

本集團根據不同客戶的特定要求及標準製造一層或多層無紡布產品。大部分無紡布產品的客戶為中國汽車配件主要製造商及供應商。本集團大部分產品均由該等客戶作進一步加工，以生產不同的汽車配件，如汽車主地毯面料、頂蓬面料、座椅面料、衣帽架面料、行李箱蓋毯面料、行李箱側毯面料、輪罩面料及汽車腳踏墊面料，各具不同特點，可應用於乘用車的不同用途。

根據中國汽車工業協會公佈的數據，截至二零一七年六月三十日止六個月中國乘用車的製造及銷售分別約為11,483,000台及11,253,000台，相當於約3.2%及1.6%的輕微增幅。然而，由於汽車業競爭愈見激烈，本集團截至二零一七年六月三十日止六個月無紡布產品的毛利率有下降之勢。

### **供應及採購營運**

本集團自二零一二年起開展其買賣橡膠業務，而橡膠的報價一般隨著商品市場的趨勢而改變。為管理風險，本集團主要以背對背模式經營該業務。

自二零一六年第三季度起，本集團恢復食品買賣業務以擴充其業務範圍並於截至二零一七年六月三十日止六個月為本集團帶來穩定收入。

## Financial review

### Revenue

The Group's revenue for the six months ended 30 June 2017 and 2016 was illustrated as follows:

Nonwoven fabric for use in automotive interior decoration parts and other parts	用於汽車內飾件及其他部分的無紡布
Sales of rubber	橡膠的銷售
Sales of food products	食品的銷售

For the six months ended 30 June 2017, the Group's revenue increased to approximately RMB94.4 million, compared to approximately RMB83.2 million in the corresponding period in 2016, representing an increase of approximately 13%. The increase in the Group's revenue was mainly attributable to the increase in revenue of trading of foods products.

### Gross Profit

For the six months ended 30 June 2017, the gross profit of the Group decreased by RMB1.3 million to approximately RMB12.3 million. The decrease was mainly due to the drop in gross profit margin of the Group's business of manufacture and sale of nonwoven fabric products.

### Other gains or losses

For the six months ended 30 June 2017, The Group's other gains or losses increased by approximately RMB128.5 million from a loss of approximately RMB85.9 million for the corresponding period of 2016 to a loss of approximately RMB214.4 million in 2017. The increase was mainly due to the recognition of impairment loss on available-for-sale financial assets of approximately RMB194.5 million. The available-for sale financial assets only composed of a discretionary investment fund ("Discretionary Fund"). Detail of the Discretionary Fund are disclosed under the paragraph "SIGNIFICANT INVESTMENTS".

## 財務回顧

### 收入

截至二零一七年及二零一六年六月三十日止六個月，本集團的收入列示如下：

Six months ended 30 June	
截至六月三十日止六個月	
2017	2016
二零一七年	二零一六年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元
82,526	77,414
7,349	5,777
4,517	-
<b>94,392</b>	<b>83,191</b>

截至二零一七年六月三十日止六個月，本集團收入增加至約人民幣94.4百萬元，與二零一六年同期的約人民幣83.2百萬元相比增長約13%。本集團收入增加乃主要由於食品貿易收入增加。

### 毛利

截至二零一七年六月三十日止六個月，本集團毛利減少人民幣1.3百萬元至約人民幣12.3百萬元。該減少乃主要由於本集團無紡布產品製造及銷售業務的毛利率下降。

### 其他收益或虧損

截至二零一七年六月三十日止六個月，本集團其他收益或虧損由二零一六年同期虧損約人民幣85.9百萬元增加約人民幣128.5百萬元至二零一七年虧損約人民幣214.4百萬元。該增加主要由於確認可供出售金融資產之減值虧損約人民幣194.5百萬元所致。可供出售金融資產僅由酌情投資基金（「酌情基金」）構成。酌情基金之詳情披露於「重大投資」一段。

### **Administrative expenses**

The administrative expenses increased by approximately RMB6.4 million from approximately RMB14.9 million to approximately RMB21.3 million for the six months ended 30 June 2017. The increase was mainly attributable to recognition of share option expenses of approximately RMB10.2 million.

### **Loss attributable to the owners of the Company**

The loss attributable to the owners of the Company was approximately RMB231.6 million for the six months ended 30 June 2017 compared with a loss of approximately RMB78.5 million for the corresponding period of 2016. The loss was mainly due to the recognition of impairment loss on available-for-sale financial assets.

### **Investing in GEO Securities**

On 14 October 2016, the Group committed to invest in GEO Securities Limited (“GEO Securities”) at a consideration of HK\$30 million. GEO Securities has the licenses to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) in Hong Kong. This investment was completed in April 2017 and classified as “interest in associates” at 30 June 2017. The Company through a joint venture company, Prominent Alliance Limited, indirectly hold 42% of the equity interest in GEO Securities.

### **Outlook**

The Board expects that the year 2017 will be a challenging year for the business of manufacture and sale of nonwoven products as the continuously increase in production costs for maintaining competitiveness and enhancing safety requirements to cope with the development of the automotive industry. To maintain its income stream, the Group will still deploy its resources on:

- (1) upgrading the production lines in order to improve the production efficiency;
- (2) installing new machineries to suit the customers’ varying requirements and demands on high-end products;
- (3) conducting research and development to keep up with the latest technological trends in relation to product specifications; and
- (4) strengthening the quality control systems to retain customer loyalty and reinforce the Group’s reputation in the nonwoven fabric industry in the PRC.

### **行政開支**

截至二零一七年六月三十日止六個月，行政開支由約人民幣14.9百萬元增加約人民幣6.4百萬元至約人民幣21.3百萬元。該增加乃主要由於確認購股權開支約人民幣10.2百萬元。

### **本公司擁有人應佔虧損**

截至二零一七年六月三十日止六個月，本公司擁有人應佔虧損約為人民幣231.6百萬元，而二零一六年同期則為虧損約人民幣78.5百萬元。虧損主要由於確認可供出售金融資產的減值虧損所致。

### **於智易東方證券之投資**

於二零一六年十月十四日，本集團承諾投資於智易東方證券有限公司（「智易東方證券」），代價為30百萬港元。智易東方證券擁有於香港根據證券及期貨條例（香港法例第571章）可從事第1類（證券交易）及第4類（就證券提供意見）受規管活動之執照。該投資已於二零一七年四月完成並於二零一七年六月三十日分類為「於聯營公司之權益」。本公司透過合營公司Prominent Alliance Limited間接持有智易東方證券之42%股權。

### **前景**

董事會預期，由於為保持競爭力及配合汽車業發展而提高安全要求，導致生產成本持續增加，故二零一七年對無紡布產品製造及銷售業務而言挑戰重重。為維持其收入流，本集團仍將繼續投放資源於：

- (1) 將生產線升級，以改善生產效率；
- (2) 安裝新機器，以迎合客戶對高端產品不停轉變的需要及需求；
- (3) 進行研發，以在有關產品規格的最新技術趨勢上與時並進；及
- (4) 加強質量監控系統，以確保顧客繼續支持及鞏固本集團於中國無紡布行業的口碑。



## CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

As a result of the increasing risk of volatility in rubber price since the fluctuation in price of crude oil, the Group would be cautious in accepting orders to avoid any downside exposure. Furthermore, the Group allocated the idle financial resources originally for the business of trading of rubber to expand the business of trading of foods products.

During the first half of 2017, the Group acquired Loyal Brands Group for expanding the Group's existing business of trading of foods products. After the Group further restructured the operations of Loyal Brands Group, the Board expects it will contribute positively to the financial results of the Group in the near future.

On 15 August 2017, the Group obtained a license to carry on business as a money lender in Hong Kong. The Group would diversify into money lending business during the second half of 2017 in order to broaden the income sources.

Going forward, with a view to achieving better return and enhancing the expansion of the Group, the Group will look for potential investment opportunities to diversify its business scope.

### SIGNIFICANT INVESTMENTS

Except the Discretionary Fund, at 30 June 2017, there was no investment held by the Group which value was more than 5% of the net assets of the Group.

Detail of the Discretionary Fund are as follows:

	Six months ended 30 June 2017 截至二零一七年 六月三十日 止六個月	At 30 June 2017		At 31 December 2016 於二零一六年 十二月三十一日
	Impairment loss 減值虧損 (Unaudited) (未經審核) RMB'000 人民幣千元	Fair Value 公平值 (Unaudited) (未經審核) RMB'000 人民幣千元	Approximate percentage to the net assets 佔資產淨額之 概約百分比	Fair Value 公平值 (Audited) (經審核) RMB'000 人民幣千元
Discretionary Fund 酌情基金	194,473	41,235	15.3%	235,208

由於原油價格波動導致橡膠價格波動的風險增加，故本集團於接納訂單時將採取審慎態度，以避免任何負面影響。此外，本集團將先前用於橡膠買賣業務之閒置財務資源分配至擴展食品買賣業務。

於二零一七年上半年，本集團收購Loyal Brands集團以擴展本集團現有食品貿易業務。於本集團進一步重組Loyal Brands集團之營運後，董事會預計其將於不久將來積極為本集團之財務業績作出貢獻。

於二零一七年八月十五日，本集團於香港獲得作為放債人開展業務之牌照。本集團將於二零一七年下半年使其放債業務多元化，以擴充其收入來源。

展望未來，為實現更豐厚回報及促進本集團的擴展，本集團將物色有潛力的投資商機，務求多元化發展其業務範圍。

### 重大投資

除酌情基金外，於二零一七年六月三十日，本集團並無持有價值高於本集團資產淨額5%之任何投資。

酌情基金之詳情如下：

The Group held the Discretionary Fund as available-for-sale financial assets. The investment in the Discretionary Fund was approved by the shareholders of the Company at the general meeting of the Company held on 16 February 2016. The Discretionary Fund is managed by a corporation licensed under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). The investment objective of the Discretionary Fund is to generate income and/or achieve capital appreciation through investing in a variety of the authorized investments.

The Group subscribed the Discretionary Fund during 2016 mainly by subscription in kind with the shares of a Hong Kong listed company, China Jicheng Holdings Limited (“CJH”). The impairment loss on the Discretionary Fund of approximately RMB194.5 million was mainly due to the decline in share price of CJH during the period under review. Looking ahead, the value of the Discretionary Fund may be susceptible to the overall equity market conditions.

本集團持有酌情基金作為可供出售金融資產。於酌情基金的投資已獲本公司股東於二零一六年二月十六日舉行的本公司股東大會上批准。酌情基金乃由香港法例第571章證券及期貨條例項下之持牌法團管理。酌情基金之投資目標為透過投資各類獲准投資產生收益及／或達致資本增值。

於二零一六年，本集團主要透過認購香港上市公司中國集成控股有限公司（「中國集成控股」）之實質股份認購酌情基金。酌情基金之減值虧損約人民幣194.5百萬元主要由於於回顧期間中國集成控股之股份價格下跌所致。展望未來，酌情基金之價值可能受整體股市市況影響。

## LIQUIDITY AND FINANCIAL RESOURCES

## 流動資金及財務資源

Current assets	流動資產
Current liabilities	流動負債
Current ratio	流動比率

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
<b>279,753</b>	327,471
<b>131,860</b>	125,681
<b>2.12</b>	2.61

The current ratio of the Group at 30 June 2017 was 2.12 times as compared to that of 2.61 times at 31 December 2016.

本集團於二零一七年六月三十日的流動比率為2.12倍，而於二零一六年十二月三十一日則為2.61倍。

At 30 June 2017, the Group's gearing ratio (represented by totals of bank borrowings divided by summation of total bank borrowings and equity) amounted to approximately 13% (31 December 2016: approximately 7.0%).

於二零一七年六月三十日，本集團的資本負債比率（即銀行借款總額除以銀行借款總額及權益的總和）約為13%（二零一六年十二月三十一日：約為7.0%）。

## CHINA AUTOMOTIVE INTERIOR DECORATION HOLDINGS LIMITED

### TREASURY POLICY

The Group generally financed its operations by internal cash resources and bank financing.

At 30 June 2017, cash and bank balances of the Group amounted to approximately RMB44.0 million (31 December 2016: RMB86.4 million), and approximately RMB27.9 million (31 December 2016: RMB81.5 million) of which are denominated in Hong Kong dollars and United States dollars. Taking into account the Group's cash reserves and recurring cash flows from its operations, the Group's financial position is stable and healthy.

### FOREIGN EXCHANGE EXPOSURE

Majority of the assets and liabilities of the Group were denominated in Renminbi, United States dollars and Hong Kong dollars. At 30 June 2017, the Group had no significant exposure under foreign exchange contracts, interest, currency swaps or other financial derivatives.

### CAPITAL STRUCTURE

There has been no material change in the capital structure of the Group since 31 December 2016.

### 庫務政策

本集團一般透過內部現金資源及銀行融資為其營運提供資金。

於二零一七年六月三十日，本集團現金及銀行結餘約為人民幣44.0百萬元（二零一六年十二月三十一日：人民幣86.4百萬元），其中約人民幣27.9百萬元（二零一六年十二月三十一日：人民幣81.5百萬元）以港元及美元列值。經考慮本集團現金儲備及其營運的經常性現金流量後，本集團的財務狀況屬穩健。

### 外匯風險

本集團大部分資產及負債以人民幣、美元及港元計值。於二零一七年六月三十日，本集團概無因外匯合約、利息、貨幣掉期或其他金融衍生工具而面臨重大風險。

### 資本架構

自二零一六年十二月三十一日以來，本集團的資本架構並無重大變動。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

So far as known to the Directors, at 30 June 2017, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of SFO) or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Main Board Listing Rules (“Model Code”), were as follows:

### Long positions in shares of the Company

Name	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of shareholding in the Company 佔本公司持股量之概約百分比
姓名	身份及權益的性質	所持普通股數目	
Director 董事			
Zhuang Yuejin 莊躍進	Beneficial owner 實益擁有人	359,370,000	18.05%

Save as disclosed above, at 30 June 2017, none of the Directors or chief executives of the Company had any interests or short positions in the shares or underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, at no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any body corporate.

### 董事及最高行政人員於股份、相關股份及債權證的權益

據董事所知，於二零一七年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益及／或淡倉），或根據證券及期貨條例第352條登記於本公司所需存置登記冊內的權益及淡倉，或根據主板上市規則附錄10上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份之好倉

Name	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of shareholding in the Company 佔本公司持股量之概約百分比
姓名	身份及權益的性質	所持普通股數目	
Director 董事			
Zhuang Yuejin 莊躍進	Beneficial owner 實益擁有人	359,370,000	18.05%

除上文所披露者外，於二零一七年六月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團的股份或相關股份或債權證中，擁有根據證券及期貨條例第352條登記於本公司所需存置登記冊內的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

除上文所披露者外，於報告期之任何時間內概無授予任何董事或彼等各自之配偶或未滿十八歲子女可透過收購本公司或任何其他法人團體之股份或債權證而獲益的權利，該等權利亦無獲其行使；本公司、其控股公司或其任何附屬公司亦無訂立任何安排致使董事、彼等各自之配偶或未滿十八歲子女獲得於本公司或任何法人團體之該等權利。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS OR SHORT POSITIONS IN THE SHARES OR UNDERLYING SHARES OF THE COMPANY

Save as disclosed under the paragraph "DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES", at 30 June 2017, the Directors of the Company were not aware of any persons who had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company in accordance with the provisions of Divisions 2 and 3 of Part XV of the SFO; or be recorded in the register required to be kept under Section 336 of the SFO.

### SHARE OPTION SCHEME

The Company adopted a share option scheme on 5 June 2015 (the "Scheme") which will remain in force for a period of 10 years from the effective date of the Scheme and will expire on 4 June 2025.

Under the Scheme, the Directors may at their discretion grant options to the eligible participants, including but not limited to, any Directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of the Group or any other person, who has contributed to the Group.

The maximum number of shares in respect to which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. At 30 June 2016, an aggregate of 138,000,000 share options granted under the Scheme remained outstanding, which represented approximately 9.98% of the issued share capital of the Company at the date of adopting the Scheme. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

### 主要股東及其他人士於本公司之股份或相關股份中的權益或淡倉

除「董事及最高行政人員於股份、相關股份及債權證的權益」一段所披露者外，於二零一七年六月三十日，本公司董事概不知悉任何人士已經或被視為於股份或相關股份中擁有根據證券及期貨條例第XV部之第2及第3分部須向本公司披露，或根據證券及期貨條例第336條登記於須予存置登記冊的權益或淡倉。

### 購股權計劃

本公司於二零一五年六月五日採納購股權計劃（「計劃」），該計劃自生效日期起十年內有效，而屆滿日期將為二零二五年六月四日。

根據該計劃，董事可酌情向合資格人士授出購股權，包括但不限於任何董事（不論是執行或非執行及是否獨立）及本集團之任何僱員（不論是全職或兼職）或對本集團有貢獻之任何其他人士。

根據該計劃授出之購股權獲行使時，可予發行之股份數目最多不超過本公司於採納該計劃當日之已發行股本10%。該上限可隨時更新，惟新限額不得超過股東於股東大會批准當日，本公司之已發行股本之10%。然而，根據該計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份總數不得超過不時已發行股份之30%。於二零一六年六月三十日，根據該計劃授出的合共138,000,000份購股權仍未獲行使，相當於本公司於採納該計劃當日已發行股本約9.98%。於任何十二個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份最高數目不得超過該十二個月期間最後一天本公司之已發行股份之1%，除非按照上市規則經由本公司股東批准則作別論。象徵式代價1港元須於接納授出購股權時支付。

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

購股權可於授出購股權日期起計，直至授出日期十週年的任何時間內行使，而期限由董事決定。行使價則由董事釐定，並將不會低於以下之較高者：(i) 於購股權授出日期股份在聯交所每日報價表所報之收市價；(ii) 緊接購股權授出日期前五個營業日股份在聯交所每日報價表所報之平均收市價；或(iii) 股份面值。

The movements in the Company's share options granted to the eligible participants during the period ended 30 June 2017 were as follows:

合資格人士所獲授本公司購股權截至二零一七年六月三十日止期間內之變動如下：

Date of grant	Exercise price HK\$	Outstanding at 1 January 2017 於二零一七年 一月一日 尚未行使	Granted	Movement during the period 期內變動			Outstanding at 30 June 2017 於二零一七年 六月三十日 尚未行使	Exercise period
				Exercised	Cancelled	Lapsed		
授出日期	行使價 港元		已授出	已行使	已註銷	已失效	行使期	
Eligible Employees 合資格僱員	0.1442	-	138,000,000	-	-	-	138,000,000	31 May 2017 to 30 May 2027 二零一七年 五月三十一日至 二零二七年 五月三十日

## PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

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

## 購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於截至二零一七年六月三十日止六個月概無購買、出售或贖回本公司任何上市證券。

## DIRECTOR'S INTEREST IN COMPETING INTERESTS

The Directors are not aware of any business or interest of the directors of the Company, the controlling shareholder of the Company and their respective associates (as defined under the Main Board Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the six months ended 30 June 2017.

## 董事於競爭業務的權益

截至二零一七年六月三十日止六個月，董事概不知悉本公司董事、本公司控股股東及彼等各自的聯繫人士（定義見主板上市規則）的任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉該等人士已或可能與本集團出現任何其他利益衝突。

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in the Model Code. Having made specific enquiry with all Directors, the Company confirmed that all Directors have complied with the code of conduct and the required standard of dealings concerning securities transactions by the Directors during the six months ended 30 June 2017.

### CORPORATE GOVERNANCE

Except for the deviations set out below, the Company has complied with the code provisions as set out in the Corporate Governance Code ("Code") in Appendix 14 to the Main Board Listing Rules for the six months ended 30 June 2017.

#### Code Provision A.2.1

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Zhuang Yuejin is the Chairman and the Chief Executive Officer of the Company. Such deviation from Code provision A.2.1 is deemed appropriate as it is considered to be more efficient to have one single person as the Chairman of the Company as well as to discharge the executive functions of a chief executive officer, and it provides the Group with strong and consistent leadership in the development and execution of long term business strategies. The Board believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises highly experienced individuals. At 30 June 2017, there are three independent non-executive Directors on the Board. All of them possess adequate independence and therefore the Board considers the Company has achieved balance and provided sufficient protection of its interests.

#### Code Provision A.6.7

Code provision A.6.7 stipulates that non-executive Directors should attend general meetings of the Company. Owing to other business engagements, two independent non-executive Directors, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan, were unable to attend the general meetings of the Company held on 5 June 2017.

### 有關董事進行證券交易的行為守則

本公司已採納有關董事進行證券交易的行為守則，其條款並不遜於標準守則所載的交易準則規定。經向全體董事作出特定查詢後，本公司確認全體董事於截至二零一七年六月三十日止六個月期間均一直遵守行為守則及有關董事進行證券交易的交易必守準則。

### 企業管治

除下文所載的偏離情況外，截至二零一七年六月三十日止六個月，本公司已遵守主板上市規則附錄14的企業管治守則（「守則」）所載的守則條文。

#### 守則條文第A.2.1條

守則條文第A.2.1條規定主席與行政總裁的角色應予區分，並不應由一人同時兼任。莊躍進先生為本公司主席及行政總裁。守則條文第A.2.1條的偏離情況被視為恰當，原因是董事會認為一人同時兼任本公司主席並履行行政總裁的執行職務更具效率，並為本集團提供穩固且貫徹的領導，方便發展及推行長遠的業務策略。董事會深信，基於董事經驗豐富，董事會的運作能充分確保權力得到制衡。於二零一七年六月三十日，董事會有三名獨立非執行董事。由於彼等的獨立性均屬充分，故此董事會認為本公司已取得平衡及充分保障本公司的利益。

#### 守則條文第A.6.7條

守則條文第A.6.7條規定非執行董事應出席本公司的股東大會。由於另有其他職務，兩名獨立非執行董事吳莉娜女士及朱春燕女士未能出席本公司於二零一七年六月五日舉行的股東大會。

## MATERIAL ACQUISITIONS OR DISPOSALS

There was no material acquisitions or disposal of subsidiaries and affiliated companies by the Group for the six months ended 30 June 2017.

## PLEDGE ON ASSETS

At 30 June 2017, the Group secured its bank loans by buildings with a carrying amounts of approximately RMB6.2 million and prepaid land lease payments with a carrying amounts of approximately RMB2.6 million.

## EMPLOYEES AND REMUNERATION POLICY

At 30 June 2017, the Group employed a total of 163 employees. The remuneration policy of the employees of the Group was set up by the Board on the basis of their experience, qualifications and competence. Other employees' benefits include contributions to statutory mandatory provident funds, and social insurance together with housing provident funds to its employees in Hong Kong and the PRC respectively.

A remuneration committee was set up for, inter alia, reviewing the Group's remuneration policy and structure for all directors and senior management of the Group.

## NOMINATION COMMITTEE

The Company established a nomination committee on 13 September 2010 with written terms of reference in compliance with the Code. At 30 June 2017, the nomination committee comprises one executive Director, namely Mr. Zhuang Yuejin, and two independent non-executive Directors, namely Mr. Mak Wai Ho and Ms. Ng Li La, Adeline. Mr. Zhuang Yuejin has been appointed as the chairman of the nomination committee.

## REMUNERATION COMMITTEE

The Company established a remuneration committee on 13 September 2010 with written terms of reference in compliance with the Code. At 30 June 2017, the remuneration committee comprises one executive Director, namely Mr. Zhuang Yuejin and two independent non-executive Directors, namely Mr. Mak Wai Ho and Ms. Zhu Chunyan. Mr. Mak Wai Ho has been appointed as the chairman of the remuneration committee.

## 重大收購或出售

於截至二零一七年六月三十日止六個月，本集團概無就附屬公司及聯營公司進行重大收購或出售。

## 抵押資產

於二零一七年六月三十日，本集團以賬面值約人民幣6.2百萬元的樓宇及賬面值約人民幣2.6百萬元的預付土地租賃款項擔保其銀行貸款。

## 僱員及薪酬政策

於二零一七年六月三十日，本集團共聘用163名僱員。本集團的僱員薪酬政策乃由董事會根據其經驗、資歷及工作能力而制定。其他僱員福利分別包括香港及中國僱員的法定強制性公積金供款、社會保險以及住房公積金。

薪酬委員會已告成立，旨在（其中包括）審閱本集團所有董事及高級管理層的薪酬政策及結構。

## 提名委員會

本公司於二零一零年九月十三日成立提名委員會，並以書面列明符合守則的職權範圍。於二零一七年六月三十日，提名委員會由一名執行董事莊躍進先生，及兩名獨立非執行董事麥偉豪先生及吳莉娜女士組成。莊躍進先生已獲委任為提名委員會主席。

## 薪酬委員會

本公司於二零一零年九月十三日成立薪酬委員會，並以書面列明符合守則的職權範圍。於二零一七年六月三十日，薪酬委員會由一名執行董事莊躍進先生，及兩名獨立非執行董事麥偉豪先生及朱春燕女士組成。麥偉豪先生已獲委任為薪酬委員會主席。



## AUDIT COMMITTEE

The Company has established the audit committee on 13 September 2010 with written terms of reference in compliance with the Code. At 30 June 2017, the audit committee comprises three independent non-executive Directors, namely Mr. Mak Wai Ho, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan. Mr. Mak Wai Ho has been appointed as the chairman of the audit committee. The Group's unaudited condensed consolidated interim results for the six months ended 30 June 2017 have not been audited by the Company's auditors, but have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and adequate disclosures have been made.

## BOARD OF DIRECTORS

At 30 June 2017, the Board comprises three executive Directors and three independent non-executive Directors as follows:

### Executive Directors

Mr. Zhuang Yuejin (*Chairman*)  
Mr. Wong Ho Yin  
Ms. Xiao Suni

### Independent non-executive Directors

Mr. Mak Wai Ho  
Ms. Ng Li La, Adeline  
Ms. Zhu Chunyan

By the order of the Board  
**China Automotive Interior  
Decoration Holdings Limited**  
**Zhuang Yuejin**  
*Chairman*

Hong Kong, 30 August 2017

*At the date of this report, the executive Directors are Mr. Zhuang Yuejin, Mr. Wong Ho Yin and Ms. Xiao Suni; and the independent non-executive Directors are Mr. Mak Wai Ho, Ms. Ng Li La, Adeline and Ms. Zhu Chunyan.*

## 審核委員會

本公司已於二零一零年九月十三日成立審核委員會，並以書面列明符合守則的職權範圍。於二零一七年六月三十日，審核委員會由三位獨立非執行董事麥偉豪先生、吳莉娜女士及朱春燕女士組成。麥偉豪先生獲委任為審核委員會主席。本集團截至二零一七年六月三十日止六個月的未經審核簡明綜合中期業績尚未經本公司核數師審核，惟已由審核委員會審閱，而該委員會認為該等業績乃按適用會計準則及規定而編製，且已作出充分披露。

## 董事會

於二零一七年六月三十日，董事會由下列三名執行董事及三名獨立非執行董事組成：

### 執行董事

莊躍進先生 (*主席*)  
黃浩然先生  
肖蘇妮女士

### 獨立非執行董事

麥偉豪先生  
吳莉娜女士  
朱春燕女士

承董事會命  
中國汽車內飾集團有限公司  
*主席*  
莊躍進

香港，二零一七年八月三十日

於本報告日期，執行董事為莊躍進先生、黃浩然先生及肖蘇妮女士；獨立非執行董事為麥偉豪先生、吳莉娜女士及朱春燕女士。



Website 網址: <http://www.joystar.com.hk>