

# 開易控股有限公司 KEE Holdings Company Limited

(Incorporated in Cayman Islands with limited liability)

Stock Code : 2011

The image features a large, stylized zipper graphic that curves across the page. The zipper teeth are represented by multiple parallel lines in various colors: blue, green, purple, orange, and yellow. The zipper pull tabs are also colored to match the lines. The zipper starts at the top right and moves towards the bottom left, with the pull tab at the bottom right. The background is white.

**KEE**  
JUST FOR YOU

Interim Report  
**2019**



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## Corporate Information

### DIRECTORS

#### Executive Directors

Mr. Wu David Hang  
*(Chairman and Chief Executive Officer)*  
Mr. Yau Chi Chiu

#### Independent Non-executive Directors

Mr. Leung Ka Tin  
Mr. Lu Nim Joel  
Mr. Yau Pak Yue

### AUDIT COMMITTEE

Mr. Yau Pak Yue *(Committee Chairman)*  
Mr. Leung Ka Tin  
Mr. Lu Nim Joel

### NOMINATION COMMITTEE

Mr. Wu David Hang  
*(Committee Chairman)*  
Mr. Leung Ka Tin  
Mr. Lu Nim Joel  
Mr. Yau Pak Yue

### REMUNERATION COMMITTEE

Mr. Yau Pak Yue *(Committee Chairman)*  
Mr. Leung Ka Tin  
Mr. Lu Nim Joel

### COMPANY SECRETARY

Mr. Yau Chi Chiu

### REGISTERED OFFICE

4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 510, Chater House  
8 Connaught Road  
Central  
Hong Kong

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited  
4th Floor, Harbour Place  
103 South Church Street  
P.O. Box 10240  
Grand Cayman KY1-1002  
Cayman Islands

### HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited  
Level 54  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

## Corporate Information

### AUDITOR

BDO Limited  
Certified Public Accountants

### PRINCIPAL BANKERS

The Bank of East Asia Limited  
The Hong Kong and Shanghai Banking  
Corporation Limited  
Industrial and Commercial Bank of China  
Agricultural Bank of China  
China Construction Bank  
Bank of Guangzhou  
Industrial Bank Corporation Limited

### COMPANY WEBSITE

[www.kee.com.cn](http://www.kee.com.cn)

## Financial Highlights

	For the six months ended 30 June		
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)	change + / (-)
Revenue	117,469	111,556	5.3%
Gross profit	38,957	41,207	(5.5%)
Gross profit margin	33.2%	36.9%	(10.0%)
Profit for the period	6,346	15,819	(59.9%)
<b>Attributable to equity shareholders of the Company</b>			
Profit for the period	4,913	13,137	(62.6%)
Basic and diluted earnings per share (HK cents)	1.1	2.8	(60.7%)
	As at 30 June 2019 HK\$'000 (unaudited)	As at 31 December 2018 HK\$'000 (audited)	change + / (-)
Total assets	411,279	330,454	24.5%
Cash and cash equivalents	44,287	78,587	(43.6%)
Total equity attributable to equity shareholders of the Company	271,385	264,730	2.5%

## Management Discussion and Analysis

### BUSINESS REVIEW

The Group continued to engage in manufacturing finished zippers in China. The Group's customers for zippers business are principally OEMs who manufacture apparel products for (i) some apparel brands in China; and (ii) some well-known international apparel brands. The Group maintains a close working relationship with apparel brand owners on the design of zippers to be applied in the apparel products. The apparel brand owners usually decide on the zipper supplier for their OEMs and place orders with such OEMs who in turn source zippers and other garment accessories from the Group.

The Group is continuously looking for new investments and business opportunities in order to diversify the existing business.

Since 2019, facing the slowing down of global economic growth and international trade growth, together with increased external uncertainties, the domestic economy growth has been generally stable yet with an intensifying downward pressure. Under the impact of numerous risks and uncertainties, the garment and textile industry in China has actively carried out structural adjustment and pragmatic and innovative measures, accelerated the transformation of growth momentum, and constantly enhanced brand and quality awareness. This required the zipper industry in China to speed up the transition of the driving force of corporate development and strengthen its technological innovation and fashion design, which would bring more challenges to the development of China's zipper industry.

To this end, the Group proactively enhanced its brand image and increased the added value of the brand, continuously increase investment in market development and product innovation, promptly responded to customers and market demand as to further improve customer satisfaction. At the same time, the Company has kept on integrating and expanding production capacity, promoting production automation, improving production processes and product quality, in turns enhancing operational efficiency. It is worth mentioning that the testing center of 開易(廣東)服裝配件有限公司 (KEE (Guangdong) Garment Accessories Limited\*) ("KEE Guangdong") obtained a laboratory accreditation certificate authorized by the China National Accreditation Service for Conformity Assessment for a valid term of six years, with effect from 27 March 2019, which means the testing center of KEE Guangdong has reached a new level in terms of management, technology and overall strength.

The Group recorded profit attributable to equity shareholders of the Company of approximately HK\$4.91 million for the six months ended 30 June 2019, as compared with a profit of approximately HK\$13.14 million for the same period in 2018, the decrease was mainly due to the commenced production and operation of 開易(廣東)服裝配件有限公司荊門分公司 (KEE (Guangdong) Garment Accessories Limited Jingmen Branch\*) ("KEE Guangdong Jingmen Branch").

## Management Discussion and Analysis

### PROSPECTS

For the second half of 2019, there will be more difficulties and challenges against PRC with certain risks of economic growth. The export is also affected by various potential adverse factors, such as the relentless deteriorated Sino-US trade conflict and the rising of global trade protectionism. It is expected that growth of investment will be affected under the overall tightened currency and credit environment in the country with a weaker growth for domestic demand, resulting in certain level of effect against the development of PRC's textile industry, which in turn affects the demand for high quality zippers.

Nevertheless, the Group will continue to be responsive to clients and markets via optimizing resources allocation and enhancing operational efficiency to meet the needs of clients and markets for higher customer satisfaction and larger market share of quality zipper products. The Group will also continue to improve the operation efficiency, facilities and techniques, as to provide better product and service quality, lower costs and further build up the customers' satisfaction.

The Group will continue to look for suitable investment opportunities, with a view to further expanding the Group's source of revenue, enhancing the Group's profit and maximizing the shareholders' return.

### FINANCIAL REVIEW

The Group's revenue amounted to approximately HK\$117.47 million for the six months ended 30 June 2019, representing an increase of 5.3% over the corresponding period in 2018. The Group recorded profit attributable to equity shareholders of the Company of approximately HK\$4.91 million, as compared with a profit of approximately HK\$13.14 million for the six months ended 30 June 2018.

## Management Discussion and Analysis

A comparison of the financial results for the six months ended 30 June 2019 and the corresponding period in 2018 is set out as follows:

### REVENUE

The Group's revenue for the six months ended 30 June 2019 amounted to approximately HK\$117.47 million, representing an increase of 5.3% as compared to the corresponding period in 2018.

Revenue analysis by product category:

	For the six months ended 30 June		2018	
	2019	%	2018	%
	HK\$'000		HK\$'000	
	(unaudited)		(unaudited)	
<i>Sales of goods</i>				
Finished zippers and sliders	<b>115,749</b>	<b>98.5</b>	108,941	97.7
Others	<b>1,720</b>	<b>1.5</b>	2,615	2.3
<b>Total</b>	<b>117,469</b>	<b>100.0</b>	111,556	100.0

Revenue analysis by geographic location:

	For the six months ended 30 June		2018	
	2019	%	2018	%
	HK\$'000		HK\$'000	
	(unaudited)		(unaudited)	
Mainland China	<b>103,344</b>	<b>88.0</b>	98,544	88.3
Overseas	<b>14,125</b>	<b>12.0</b>	13,012	11.7
<b>Total</b>	<b>117,469</b>	<b>100.0</b>	111,556	100.0

The increase in revenue from zipper business was primarily attributable to the optimized sale strategy, active promotion of new products, sounder marketing efforts and enhanced customer services.



## Management Discussion and Analysis

### GROSS PROFIT

Gross profit analysis by product category:

	For the six months ended 30 June			
	2019		2018	
	HK\$'000 (unaudited)	%	HK\$'000 (unaudited)	%
Finished zippers and sliders	<b>38,120</b>	<b>97.9</b>	40,156	97.4
Others	<b>837</b>	<b>2.1</b>	1,051	2.6
<b>Total</b>	<b>38,957</b>	<b>100.0</b>	41,207	100.0

The decrease in the gross profit was primarily due to increase in fixed manufacturing expense and labour cost as a result of the commenced operation of KEE Guangdong Jingmen Branch since April 2019.

### EXPENSES AND COSTS

Distribution costs, comprising mainly of staff costs, transportation costs and advertising and promotion expenses, increased by 3.4% to approximately HK\$7.37 million for the six months ended 30 June 2019 from approximately HK\$7.13 million for the same period in 2018, which was mainly due to the increase in transportation costs as a result of the growth in sales of finished zippers and sliders which was in line with the increase in revenue.

Administrative expenses, consisting primarily of salary and welfare expenses for management and administrative personnel, depreciation and amortization, professional fees, auditors' remuneration and other administrative expenses, increased by 23.6% to approximately HK\$26.31 million for the six months ended 30 June 2019 from approximately HK\$21.29 million for the same period in 2018, which was mainly due to the increase in salary and welfare expenses as well as the rental expenses during the establishment period of KEE Guangdong Jingmen Branch recorded in administrative expenses.

## Management Discussion and Analysis

### PROFITABILITY

The Group recorded profit attributable to equity shareholders of the Company of approximately HK\$4.91 million for the six months ended 30 June 2019, as compared with a profit of approximately HK\$13.14 million for the same period in 2018. The margin of profit attributable to equity shareholders of the Company was 4.2% for the six months ended 30 June 2019 (six months ended 30 June 2018: 11.8%). Such decreases was mainly due to the commenced production and operation of KEE Guangdong Jingmen Branch.

### FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group has invested HK\$100 million into Fullgoal Strategic Growth Fund Segregated Portfolio (the “Investment Fund”) in 2017. The carrying value of the Investment Fund was approximately HK\$107.70 million as at 30 June 2019 (as at 31 December 2018: HK\$102.18 million), and a gain arising from changes in the fair value of financial asset of approximately HK\$5.52 million was recorded during the six months ended 30 June 2019. Subsequent to the end of the reporting period, the Group made partial redemption of the shares with net asset value of HK\$55 million of the Investment Fund in August 2019.

### RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group has applied HKFRS 16 of the recognition of lease liabilities and right-of-use assets as at 1 January 2019. Upon the adoption of HKFRS 16, leases are recognised as right-of-use assets and its corresponding lease liabilities in the condensed consolidated statement of financial position at the date at which the leased asset is available for use by the Group. As permitted under the specific transitional provisions in the standard, comparatives for the 2018 reporting period has not been restated. As at 30 June 2019, the lease liabilities and right-of-use assets were amounted to approximately HK\$62.84 million and approximately HK\$61.95 million respectively.

## Management Discussion and Analysis

### CONTINUING CONNECTED TRANSACTIONS

#### Continuing Connected Transaction in Relation to the Operating Lease in Respect of Certain Plant and Buildings

- (i) On 16 January 2017, Classic Winner Limited (“Classic Winner”), a company owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, as lessor and KEE Zippers Corporation Limited (“KEE Zippers”), an indirect 85%-owned subsidiary of the Company, as lessee entered into a lease renewal agreement (the “HK Lease Renewal Agreement”) pursuant to which Classic Winner has agreed to lease to KEE Zippers a property in Hong Kong at a monthly rental of HK\$51,000 payable on the 16th day of each month for a term of three years commencing on 16 January 2017 to 15 January 2020. On 17 February 2016, Mr. Xu Xipeng and Mr. Xu Xinan resigned as the chairman of the board and chief executive officer of the Company respectively. Mr. Xu Xipeng and Mr. Xu Xinan also resigned as executive directors of the Company, but have remained as the directors of KEE International (BVI) Limited and KEE Zippers, the subsidiaries of the Company, since 17 February 2016. Therefore, Mr. Xu Xipeng and Mr. Xu Xinan are connected persons at the subsidiary level of the Company. As Classic Winner is owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, Classic Winner is also a connected person at the subsidiary level of the Company as of the date of HK Lease Renewal Agreement. An independent property valuer advised that the monthly rental of HK\$51,000 is fair and reasonable with reference to the market rate. For each of the two years ended 15 January 2019 and the year ending 15 January 2020, the maximum annual aggregate amounts payable by the Group under the HK Lease Renewal Agreement are as follows:

	HK\$
Year ended 15 January 2018	612,000
Year ended 15 January 2019	612,000
Year ending 15 January 2020	612,000

## Management Discussion and Analysis

- (ii) On 16 January 2017, Nanhai Jinheming Investment Company Limited (“Nanhai Jinheming”), a company owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, as lessor and 開易(浙江)服裝配件有限公司 (KEE (Zhejiang) Garment Accessories Limited\*) (“KEE Zhejiang”), an indirect 85%-owned subsidiary of the Company, as lessee entered into a lease renewal agreement (the “Zhejiang Lease Renewal Agreement”) pursuant to which Nanhai Jinheming has agreed to lease to KEE Zhejiang the production base in Zhejiang Province at a monthly rental of RMB275,000 payable within the first 10 working days before the 16th day of each month for an initial term of three years commencing on 16 January 2017 to 15 January 2020, with three months’ rent of RMB825,000 as deposit. As Nanhai Jinheming is owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, Nanhai Jinheming is a connected person at the subsidiary level of the Company as of the date of the Zhejiang Lease Renewal Agreement. An independent property valuer advised that the monthly rental of RMB275,000 is fair and reasonable with reference to the market rate. For each of the two years ended 15 January 2019 and the year ending 15 January 2020, the maximum annual aggregate amounts payable by the Group under the Zhejiang Lease Renewal Agreement are as follows:

	RMB	HK\$
Year ended 15 January 2018	4,125,000	4,620,000
Year ended 15 January 2019	4,125,000	4,620,000
Year ending 15 January 2020	4,125,000	4,620,000

## Management Discussion and Analysis

- (iii) On 24 August 2018, 開易(荊門)服裝配件有限公司 (KEE (Jingmen) Garment Accessories Limited\*) (“KEE Jingmen”), a company owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, as lessor and KEE Guangdong, an indirect 85%-owned subsidiary of the Company, as lessee entered into a tenancy agreement (the “Jingmen Tenancy Agreement”) pursuant to which KEE Jingmen has agreed to lease to KEE Guangdong a property in PRC at a monthly rental of RMB400,000 payable before the fifth day of each month commencing from 1 September 2018 to 31 August 2021, with three months’ rent of RMB1,200,000 as deposit. As KEE Jingmen is owned as to 50% and 50% by Mr. Xu Xipeng and Mr. Xu Xinan respectively, KEE Jingmen is a connected person at the subsidiary level of the Company as of the date of the Jingmen Tenancy Agreement. An independent property valuer advised that the monthly rental of RMB400,000 is fair and reasonable with reference to the market rate. For each of the three years ending 31 August 2021, the maximum annual aggregate amounts payable by the Group under the Jingmen Tenancy Agreement are as follows:

	RMB	HK\$
Year ending 31 August 2019	6,000,000	6,840,000
Year ending 31 August 2020	6,000,000	6,840,000
Year ending 31 August 2021	6,000,000	6,840,000

- (iv) On 31 December 2018, Mr. Xu Xipeng and Mr. Xu Xinan, connected persons at the subsidiary level of the Company, as lessors and KEE Guangdong as lessee, entered into the lease renewal agreement (the “Guangdong Lease Renewal Agreement”) to renew the lease of a plant in Guangdong for a further term of two years from 1 January 2019 to 31 December 2020 for a monthly rental of RMB360,000 payable within the first 10 working days of each month commencing from 1 January 2019.

## Management Discussion and Analysis

An independent valuer advised that the monthly rental of RMB360,000 is fair and reasonable with reference to the market rate. For each of two years ending 31 December 2020, the maximum annual aggregate amounts payable by the Group under the Guangdong Lease Renewal Agreement 2019 are as follows:

	RMB	HK\$
Year ending 31 December 2019	4,320,000	4,924,800
Year ending 31 December 2020	4,320,000	4,924,800

For the six months ended 30 June 2019, the total rental charges under the HK Lease Renewal Agreement, the Zhejiang Lease Renewal Agreement, the Jingmen Tenancy Agreement and the Guangdong Lease Renewal Agreement was approximately HK\$7,491,000.

### LIQUIDITY AND CAPITAL RESOURCES

The Group's funding policy aims at ensuring sufficient capital to meet the working capital requirements, increase capital efficiency and capital gains. The Group will apply the appropriate debt instrument in financing to achieve those objectives.

The Group's net cash outflow from operating activities for the six months ended 30 June 2019 amounted to approximately HK\$13.28 million (six months ended 30 June 2018: HK\$11.03 million). Such increases was mainly attributable to a combined effect of an increase in trade and bills receivables as at 30 June 2019 due to the sales increase. The Group's net cash outflow from investing activities for the six months ended 30 June 2019 amounted to approximately HK\$12.14 million (six months ended 30 June 2018: HK\$10.02 million). The increase in net cash outflow was mainly attributable to the net effect of the decrease in prepayments for the purchase of property, plant and equipment and the increase in payment for the purchase of property, plant and equipment. The Group's net cash outflow from financing activities for the six months ended 30 June 2019 amounted to approximately HK\$9.16 million (six months ended 30 June 2018: nil). The cash was mainly used in payments of lease liabilities under HKFRS 16, which was effective for reporting periods beginning on or after 1 January 2019.

As at 30 June 2019, cash and cash equivalents amounted to approximately HK\$44.29 million, representing decrease of approximately HK\$34.30 million as compared with the position as at 31 December 2018. Such decrease was mainly due to increase in trade and other receivables as at 30 June 2019.

## Management Discussion and Analysis

Disclose the material component should be sufficient due to the limited foreign carrying risk. As at 30 June 2019, cash and cash equivalents of the Group in the amount of approximately HK\$37.01 million, HK\$4.27 million, HK\$2.85 million, HK\$96,000 and HK\$60,000 were denominated in RMB, HKD, USD, CHF and EUR, respectively. As at 31 December 2018, cash and cash equivalents of the Group in the amount of approximately HK\$53.58 million, HK\$15.02 million, HK\$9.83 million, HK\$96,000 and HK\$60,000 were denominated in RMB, HKD, USD, CHF and EUR, respectively.

During the six months ended 30 June 2019, the Group did not hedge its exposure to interest rate risks. The debt to asset ratio being the Group's total liabilities over its total assets at 30 June 2019 was 27.9% (31 December 2018: 12.9%). The debt to asset ratio is considered healthy and suitable for the continuous growth of the Group's business.

### NET CURRENT ASSETS

As at 30 June 2019, the Group had current assets of approximately HK\$262.28 million. The key components of current assets as at 30 June 2019 included inventories of approximately HK\$30.71 million, trade and other receivables of approximately HK\$78.65 million, financial asset at fair value through profit or loss of approximately HK\$107.70 million and cash and cash equivalents of approximately HK\$44.29 million. The key components of current liabilities included trade and other payables of approximately HK\$49.22 million and lease liabilities of approximately HK\$16.61 million.

The net current assets of approximately HK\$194.75 million as at 30 June 2019 remained stable as compared with the net current assets of approximately HK\$205.66 million as at 31 December 2018.

### PLEDGED ASSETS

As at 30 June 2019, the Group did not have any pledged assets.

### CONTINGENT LIABILITIES

As at 30 June 2019, the Group did not have any material contingent liabilities.

### FOREIGN CURRENCY RISK

Individual companies within the Group has limited foreign currency risk as most of the transactions are denominated in the same currency as the functional currency of the operations in which they relate. The Group did not hedge its exposure to risks arising from fluctuations in exchange rates during the six months ended 30 June 2019.

## Management Discussion and Analysis

### EMPLOYEES

As at 30 June 2019, the Group had 827 employees (30 June 2018: 715), including 801 full-time employees and 26 temporary employees, representing an increase of approximately 15.7% as compared with 30 June 2018. The Group reviews remuneration and benefits of its employees annually according to the relevant market practice and individual performance of the employees. Save for the social insurance in China and the mandatory provident fund scheme in Hong Kong, the Group has not set aside or accrued any amount of money to provide for retirement or similar benefits for its employees. The staff costs incurred in the six months ended 30 June 2019 were approximately HK\$46.86 million (six months ended 30 June 2018: HK\$42.26 million). The increase was mainly due to the increase in headcount of the workers of the newly established KEE Guangdong Jingmen Branch.

### INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2019 and 2018.

### EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

The Company was informed by Glory Emperor Trading Limited (“Glory Emperor”) that on 2 July 2019, Glory Emperor as seller, China Sun Corporation, Central Eagle Limited and Golden Diamond Inc. (collectively the “Joint Offerors”) as purchasers and Noble Wisdom Ever Limited as warrantor entered into the sale and purchase agreement (the “SPA”), pursuant to which Glory Emperor agreed to sell and the Joint Offerors agreed to purchase 326,089,600 Shares (the “Sale Share(s)”) representing approximately 70.16% of the total issued share capital of the Company at the aggregate consideration of HK\$546,852,259.20 or HK\$1.677 per Sale Share. The SPA is not subject to any conditions and the completion took place immediately upon the signing of the SPA on 2 July 2019. Pursuant to Rule 26.1 of the Code on Takeovers and Mergers (the “Takeovers Code”), the Joint Offerors are required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by the Joint Offerors and the parties acting in concert with each of them) (the “Offer”). The composite offer document and response document (the “Composite Document”) jointly issued by the Joint Offerors and the Company in accordance with the Takeovers Code in respect of the Offer has been despatched on 30 August 2019. For further information, please refer to the Composite Document, the announcements jointly issued by the Joint Offerors and the Company dated 10 July 2019, 31 July 2019 and 30 August 2019 and the announcement of the Company dated 17 July 2019.



## Disclosure of Interests

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

As at 30 June 2019, none of the Directors or chief executive of the Company had any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporation (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 short positions which he/she was deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, so far as the Directors were aware, the interest or short positions owned by the following parties (other than the Directors or chief executive of the Company) in the Shares, underlying Shares or debentures of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO were as follows:

#### Long Position in Shares and Underlying Shares of the Company

Name of shareholder	Capacity	Number of Shares	Approximate percentage of interest
Glory Emperor Trading Limited ("Glory Emperor")	Beneficial owner	326,089,600	70.16%
Li Zhen Hong Kong Trading Co., Limited ("Li Zhen") (note 1)	Interest of controlled corporation	326,089,600	70.16%
Shanghai Yongwen Investment Company Limited <sup>#</sup> ("Shanghai Yongwen") (note 2)	Interest of controlled corporation	326,089,600	70.16%

## Disclosure of Interests

Name of shareholder	Capacity	Number of Shares	Approximate percentage of interest
Beijing Zhonghong Hongyi Investment Company Limited# ("Beijing Zhonghong Hongyi") (note 3)	Interest of controlled corporation	326,089,600	70.16%
Zhonghong Holdings Co., Ltd ("Zhonghong") (note 4)	Interest of controlled corporation	326,089,600	70.16%
Zhonghong Zhuoye Group Company Limited# ("Zhonghong Zhuoye") (note 5)	Interest of controlled corporation	326,089,600	70.16%
Mr. Wang Yonghong (note 6)	Interest of controlled corporation	326,089,600	70.16%
Noble Wisdom Ever Limited ("Noble Wisdom") (note 7)	Security interest	326,089,600	70.16%
Huarong Overseas Investment Holdings Co., Ltd ("Huarong Overseas") (note 8)	Interested of controlled corporation	326,089,600	70.16%
華融華僑資產管理股份有限公司 ([「華融華僑」]) (note 9)	Interested of controlled corporation	326,089,600	70.16%
華融致遠投資管理有限責任公司 ([「華融致遠」]) (note 10)	Interested of controlled corporation	326,089,600	70.16%
China Huarong Asset Management Co., Ltd ("China Huarong Asset Management") (note 12)	Interested of controlled corporation	326,089,600	70.16%
廣東錦峰集團有限公司([「廣東錦峰」]) (note 11)	Interested of controlled corporation	326,089,600	70.16%

## Disclosure of Interests

Name of shareholder	Capacity	Number of Shares	Approximate percentage of interest
Hong Kong Kam Fung Group Company Limited ("Hong Kong Kam Fung") (note 13)	Interested of controlled corporation	326,089,600	70.16%
Ministry of Finance of People's Republic of China (note 12)	Interested of controlled corporation	326,089,600	70.16%
Sun Siu Kit (note 13)	Interested of controlled corporation	326,089,600	70.16%
Farco Holdings Limited (note 14)	Beneficial owner	39,130,000	8.42%
Qi Wei (note 14)	Interested of controlled corporation	39,130,000	8.42%
CM SPC (note 15)	Beneficial owner	30,000,000	6.45%
CM Capital Management (Cayman) Limited (note 16)	Interested of controlled corporation	30,000,000	6.45%
CM Asset Management Holdings Limited (note 17)	Interested of controlled corporation	30,000,000	6.45%
China Minsheng Financial Holding Corporation Limited (note 18)	Interested of controlled corporation	30,000,000	6.45%
CMI Financial Holding Company Limited (note 19)	Interested of controlled corporation	30,000,000	6.45%
Minsheng (Shanghai) Assets Management Company Limited (note 20)	Interested of controlled corporation	30,000,000	6.45%
China Minsheng Investment Corporation Limited (note 20)	Interested of controlled corporation	30,000,000	6.45%

## Disclosure of Interests

Notes:

1. Li Zhen wholly owns Glory Emperor.
2. Shanghai Yongwen wholly owns Li Zhen.
3. Beijing Zhonghong Hongyi wholly owns Shanghai Yongwen.
4. Zhonghong wholly owns Beijing Zhonghong Hongyi.
5. Zhonghong Zhuoye holds approximately 26.55% interest in Zhonghong.
6. Mr. Wang Yonghong wholly owns Zhonghong Zhuoye.
7. Noble Wisdom is wholly owned by Huarong Overseas.
8. Huarong Overseas is wholly owned by 華融華僑.
9. 華融華僑 is 51%-owned by 華融致遠 and 40%-owned by 廣東錦峰.
10. 華融致遠 is wholly owned by China Huarong Asset Management.
11. 廣東錦峰 is wholly owned by Hong Kong Kam Fung.
12. China Huarong Asset Management is 67.76%-owned by Ministry of Finance of People's Republic of China.
13. Hong Kong Kam Fung is 99%-owned by Sun Siu Kit.
14. Farco Holdings Limited is wholly owned by Qi Wei.
15. CM SPC is wholly owned by CM Capital Management (Cayman) Limited.
16. CM Capital Management (Cayman) Limited is wholly owned by CM Asset Management Holdings Limited.
17. CM Asset Management Holdings Limited is wholly owned by China Minsheng Financial Holding Corporation Limited.
18. China Minsheng Financial Holding Corporation Limited is 49.84%-owned by CMI Financial Holding Company Limited.
19. CMI Financial Holding Company Limited is wholly owned by Minsheng (Shanghai) Assets Management Company Limited.
20. Minsheng (Shanghai) Assets Management Company Limited is wholly owned by China Minsheng Investment Corporation Limited.

## Disclosure of Interests

Save as disclosed above, as at 30 June 2019, the Directors were not aware of any other person (other than the Directors or chief executive of the Company) had registered an interest or a short position in the Shares, underlying shares or debentures of the Company which was required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which was required to be recorded in the register of the Company required to be kept under Section 336 of Part XV of the SFO.

### **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

None of the Directors is or was interested in any business apart from the Group's business, which competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the six months ended 30 June 2019 and up to and including the date of this interim report.

### **SHARE OPTION SCHEME**

The Company's share option scheme (the "Share Option Scheme") was conditionally adopted by the written resolutions of the sole Shareholder of the Company passed on 14 December 2010, pursuant to which the Board may, at its absolute discretion and on such terms as it may think fit, grants options to any employee(s) (whether full time or part time including any Director) of any member of the Group at the exercise price for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme. The purpose of the Share Option Scheme is to enable the Board to grant options to selected employee(s) as incentives or rewards for their contribution or potential contribution to the Group.

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 40,000,000 Shares which represents approximately 8.6% of the Shares in issue as at 30 June 2019. The maximum number of Shares issued and to be issued upon exercise of options granted and to be granted under the Share Option Scheme and any other share option schemes of the Company to any employee(s) (including cancelled, exercised and outstanding options), in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine but in any event shall not exceed 10 years from the date of grant. Save as determined by the Board and provided in the offer of the grant of the relevant options, there is no minimum holding period before an option is exercisable.

## Disclosure of Interests

An offer for the grant of options must be accepted within twenty-one days inclusive of the day on which such offer was made. The amount payable to our Company on acceptance of the offer for the grant of an option is HK\$1.00.

The exercise price is to be determined by the Board provided always that it shall be at least the higher of (i) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer for the grant of the option, which must be a trading day; and (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant, provided that the exercise price shall in no event be less than the nominal amount of one Share.

There was no any outstanding share option of the Company under the Share Option Scheme and no share option of the Company being granted, exercised, lapsed or cancelled during the six months ended 30 June 2019.

## Corporate Governance and Other Information

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and upholding guidelines and procedures for stringent corporate governance. In respect of the six months ended 30 June 2019, all the provisions set out in the CG Code were met by the Company except the following:

#### Chairman and Chief Executive Officer

As at 30 June 2019, the positions of Chairman and Chief Executive Officer were held by Mr. Wu David Hang. The Chairman provides leadership and is responsible for chairing the meetings, managing the operations of the Board, and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is also responsible for running the Company's businesses and implementing the Group's strategic plans and business goals. This constitutes a deviation from the Code Provision A.2.1 but the Board considers that this structure where the leadership of the Board is distinct from the executive responsibilities for running the business operations will not impair the balance of power and authority between the board and the management of the business, especially given that there is a strong and independent non-executive element on the Board and a clear division of responsibilities for running the business of the Company. The arrangement under which the roles of chairman and chief executive officer are performed under the same individual is considered as beneficial at the present stage as it helps to maintain the continuity of the Company's policies and the stability of the Company's operation as well as to enhance the management of the Company.

The Company will periodically review its corporate governance practices to ensure its continuous compliance with the CG Code.

### COMPLIANCE WITH THE MODEL CODE BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors.

The Company made specific enquiries to all Directors and all Directors confirmed that they have complied with the required standard set out in the Model Code and its code of conduct regarding any Directors' securities transactions throughout the period from 1 January 2019 to 30 June 2019.

## Corporate Governance and Other Information

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees who, because of office or employment, are likely to be in possession of inside information in relation to the Company's securities has been requested to follow such code when dealing in the securities of the Company.

### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 June 2019.

### **AUDIT COMMITTEE**

The unaudited interim report of the Group for the six months ended 30 June 2019 have been reviewed by the audit committee of the Board.

By order of the Board

**Wu David Hang**

*Chairman*

Hong Kong, 23 August 2019



## Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2019

	Notes	Six months ended 30 June	
		2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
<b>Revenue</b>	5	<b>117,469</b>	111,556
Cost of sales		<b>(78,512)</b>	(70,349)
<b>Gross profit</b>		<b>38,957</b>	41,207
Other revenue and gains/(losses), net	6(b)	<b>5,543</b>	7,115
Distribution costs		<b>(7,368)</b>	(7,128)
Administrative expenses		<b>(26,311)</b>	(21,286)
Finance costs	3(c)	<b>(2,009)</b>	–
<b>Profit before taxation</b>	6	<b>8,812</b>	19,908
Income tax	7	<b>(2,466)</b>	(4,089)
<b>Profit for the period</b>		<b>6,346</b>	15,819
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>4,913</b>	13,137
Non-controlling interests		<b>1,433</b>	2,682
<b>Profit for the period</b>		<b>6,346</b>	15,819
<b>Earnings per share attributable to the equity shareholders of the Company (HK cents)</b>	8		
Basic and diluted		<b>1.1</b>	2.8

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

For the six months ended 30 June 2019

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
<b>Profit for the period</b>	<b>6,346</b>	15,819
<b>Other comprehensive income for the period</b>		
Items that may be reclassified subsequently to profit or loss:		
– Exchange differences on translation of financial statements of subsidiaries in the Mainland China	<b>2,106</b>	(3,209)
<b>Total comprehensive income for the period</b>	<b>8,452</b>	12,610
<b>Attributable to:</b>		
Equity shareholders of the Company	<b>6,655</b>	10,408
Non-controlling interests	<b>1,797</b>	2,202
<b>Total comprehensive income for the period</b>	<b>8,452</b>	12,610

The notes on pages 31 to 51 form part of this interim financial report.

## Condensed Consolidated Statement of Financial Position

As at 30 June 2019

	Notes	As at 30 June 2019 HK\$'000 (unaudited)	As at 31 December 2018 HK\$'000 (audited)
<b>Non-current assets</b>			
Property, plant and equipment	9	77,730	71,873
Intangible assets		1,190	1,562
Prepayments for property, plant and equipment		617	1,439
Rental deposits		4,140	5,041
Right-of-use assets	3(c)	61,951	–
Deferred tax assets		3,370	3,482
		<b>148,998</b>	83,397
<b>Current assets</b>			
Inventories		30,710	24,549
Financial asset at fair value through profit or loss	10	107,702	102,183
Trade and other receivables	11	78,645	40,922
Current tax recoverable		937	816
Cash and cash equivalents	12	44,287	78,587
		<b>262,281</b>	247,057
<b>Current liabilities</b>			
Trade and other payables	13	49,221	41,396
Lease liabilities	3(c)	16,605	–
Current tax payable		1,704	–
		<b>67,530</b>	41,396
<b>Net current assets</b>		<b>194,751</b>	205,661
<b>Total assets less current liabilities</b>		<b>343,749</b>	289,058

## Condensed Consolidated Statement of Financial Position

As at 30 June 2019

	Notes	As at 30 June 2019 HK\$'000 (unaudited)	As at 31 December 2018 HK\$'000 (audited)
<b>Non-current liabilities</b>			
Lease liabilities	3(c)	46,239	–
Deferred tax liabilities		1,124	1,124
		<b>47,363</b>	1,124
<b>Net assets</b>			
		<b>296,386</b>	287,934
<b>Capital and reserves</b>			
Share capital	14	4,648	4,648
Reserves		266,737	260,082
<b>Total equity attributable to equity shareholders of the Company</b>			
		<b>271,385</b>	264,730
<b>Non-controlling interests</b>			
		<b>25,001</b>	23,204
<b>Total equity</b>			
		<b>296,386</b>	287,934

The notes on pages 31 to 51 form part of this interim financial report.

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2019 — unaudited

	Attributable to equity shareholders of the Company										
	Note	Share	Share	Capital	Statutory	Exchange	Investment	Retained	Total	Non-	Total
		HK\$'000	premium	reserve	reserve	reserve	revaluation	earnings	HK\$'000	controlling	equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
<b>Balance at 1 January 2018</b>		4,648	180,690	18,324	22,922	18,815	3,480	65,204	314,083	22,820	336,903
<b>Impact on initial application of HKFRS 9</b>	2(b)(i)	-	-	-	-	-	(3,480)	3,480	-	-	-
<b>Balance at 1 January 2018 (Restated)</b>		4,648	180,690	18,324	22,922	18,815	-	68,684	314,083	22,820	336,903
<b>Change in equity for the six months ended 30 June 2018:</b>											
Profit for the period		-	-	-	-	-	-	13,137	13,137	2,682	15,819
Other comprehensive income		-	-	-	-	(2,729)	-	-	(2,729)	(480)	(3,209)
Total comprehensive income		-	-	-	-	(2,729)	-	13,137	10,408	2,202	12,610
Appropriation to statutory reserve		-	-	-	1,747	-	-	(1,747)	-	-	-
<b>Balance at 30 June 2018</b>		4,648	180,690	18,324	24,669	16,086	-	80,074	324,491	25,022	349,513

The notes on pages 31 to 51 form part of this interim financial report.

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2019 — unaudited

	Attributable to equity shareholders of the Company							Non-controlling interests	Total equity
	Share capital	Share premium	Capital reserve	Statutory reserve	Exchange reserve	Retained earnings	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Balance at 1 January 2019</b>	4,648	180,690	18,324	25,454	2,639	32,975	264,730	23,204	287,934
<b>Change in equity for the six months ended 30 June 2019:</b>									
Profit for the period	-	-	-	-	-	4,913	4,913	1,433	6,346
Other comprehensive income	-	-	-	-	1,742	-	1,742	364	2,106
<b>Total comprehensive income</b>	-	-	-	-	1,742	4,913	6,655	1,797	8,452
Appropriation to statutory reserve	-	-	-	790	-	(790)	-	-	-
<b>Balance at 30 June 2019</b>	4,648	180,690	18,324	26,244	4,381	37,098	271,385	25,001	296,386

The notes on pages 31 to 51 form part of this interim financial report.

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2019

	Note	Six months ended 30 June	
		2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
<b>Operating activities</b>			
Cash used in operations		(13,001)	(9,339)
Tax paid		(281)	(1,695)
<b>Net cash used in operating activities</b>		<b>(13,282)</b>	<b>(11,034)</b>
<b>Investing activities</b>			
Payment for the purchase of property, plant and equipment		(12,678)	(4,176)
Prepayments for the purchase of property, plant and equipment		–	(6,915)
Proceeds from disposal of property, plant and equipment		–	167
Other net cash flows arising from investing activities		542	901
<b>Net cash used in investing activities</b>		<b>(12,136)</b>	<b>(10,023)</b>
<b>Financing activities</b>			
Payments of capital element of lease liabilities		(8,214)	–
Payments of interests element of lease liabilities		(2,009)	–
Increase in amount due to an intermediate holding company		902	–
Increase in amount due to a fellow subsidiary		152	–
Increase in amount due to immediate holding company		8	–
Net cash used in financing activities		(9,161)	–
<b>Net decrease in cash and cash equivalents</b>		<b>(34,579)</b>	<b>(21,057)</b>
<b>Cash and cash equivalents at 1 January</b>		<b>78,587</b>	<b>95,590</b>
<b>Effect of foreign exchange rate changes</b>		<b>279</b>	<b>223</b>
<b>Cash and cash equivalents at 30 June</b>	12	<b>44,287</b>	<b>74,756</b>

The notes on pages 31 to 51 form part of this interim financial report.

# Notes to the Unaudited Interim Financial Report

## 1 GENERAL

KEE Holdings Company Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at 30 June 2018 and 2019, the Company’s immediate holding company is Glory Emperor Trading Limited (“Glory Emperor”), a company incorporated in the British Virgin Islands. The directors of the Company considered the Company’s ultimate holding company as at 30 June 2019 was Zhonghong Holdings Co. Ltd (“Zhonghong”), a company established in the People’s Republic of China and its ultimate controlling party is Mr. Wang Yonghong.

As disclosed in the Company’s joint announcement dated on 10 July 2019, Glory Emperor has transferred approximately 28.85%, 26.74% and 14.57% of the total issued share capital of the Company to China Sun Corporation, a company incorporated in the British Virgin Islands (the “BVI”), Central Eagle Limited, a company incorporated in the BVI, and Golden Diamond Inc., a company incorporated in the BVI (hereafter collectively known as the “Joint Offerors”), respectively, on 2 July 2019. As at the date of these unaudited condensed consolidated interim financial statements, the Joint Offerors in aggregate hold approximately 70.16% of the total issued share capital of the Company subject to completion of the mandatory unconditional cash offer to acquire all the issued shares of the Company.

## 2 BASIS OF PREPARATION

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim financial reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The preparation of the condensed consolidated interim financial statements in conformity with HKAS 34 requires management to make judgements, 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.



## Notes to the Unaudited Interim Financial Report

### 2 BASIS OF PREPARATION (CONTINUED)

This interim financial report contains condensed consolidated interim financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Company and its subsidiaries (collectively the “Group”) since the consolidated financial statements for the year ended 31 December 2018 (“2018 Annual Financial Statements”). The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3 PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated interim financial statements has been prepared in accordance with the same accounting policies adopted in the 2018 Annual Financial Statements, except for the accounting policy changes that are required to be adopted in the 2019 annual financial statements. Details of these changes in accounting policies are set out below.

#### Overview on changes in accounting policies

The HKICPA has issued a number of new HKFRS and amendments to HKFRSs that are first effective for the current accounting period of the Group as follows:

- HKFRS 16, Leases
- HK(IFRIC)-Int 23, Uncertainty over Income Tax Treatments
- Annual Improvements 2015–2017 Cycle, Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23
- Amendments to HKFRS 9, Prepayment Features with Negative Compensation
- Amendments to HKAS 19, Plan Amendment, Curtailment or Settlement
- Amendments to HKAS 28, Long-term Interests in Associates and Joint Ventures

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Overview on changes in accounting policies (Continued)

Other than as explained below regarding the impact of adoption of HKFRS 16, the new and amendments to HKFRSs that are relevant to the preparation of the Company's condensed consolidated interim financial statements have no material impact on the Group's financial performance and cash flows for current period and financial position.

The Group has initially applied HKFRS 16 as from 1 January 2019 and elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019, if any. Comparative information has not been restated and continues to be reported under HKAS 17, Leases.

#### Adoption of HKFRS 16

##### *Impacts on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rates at 1 January 2019 (i.e. date of initial adoption of HKFRS 16). The right-of-use assets were measured at the amount of the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the leases recognised in the condensed consolidated statement of financial position immediately before 1 January 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets and the lease liabilities separately in the condensed consolidated statement of financial position.

The Group has adopted the practical expedient to exclude initial direct costs for the measurement of right-of-use assets when applying HKFRS 16 at 1 January 2019.

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Adoption of HKFRS 16 (Continued)

*Impacts on transition (Continued)*

(a) The impacts arising from the adoption of HKFRS 16 are as follows:

Line items of the condensed consolidated statement of financial position as at 1 January 2019

	HK\$'000 (unaudited)
<hr/>	
<b>Assets</b>	
Increase in right-of-use assets	69,204
<hr/>	
Increase in total assets	69,204
<hr/>	
<b>Liabilities</b>	
Increase in lease liabilities (non-current)	53,581
Increase in lease liabilities (current)	15,623
<hr/>	
Increase in total liabilities	69,204
<hr/>	

Line items of the condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2019

	HK\$'000 (unaudited)
<hr/>	
Increase in depreciation on right-of-use assets	(8,933)
Increase in interest on lease liabilities	(2,009)
Decrease in operating lease charges	10,223
<hr/>	
Decrease in profit for the period	(719)
<hr/>	

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Adoption of HKFRS 16 (Continued)

*Impacts on transition (Continued)*

- (a) The impacts arising from the adoption of HKFRS 16 are as follows:  
(Continued)

Line items of the condensed consolidated statement of cash flows for the six months ended 30 June 2019

	HK\$'000 (unaudited)
Increase in net cash generated from operating activities	
– Decrease in operating lease charges	10,223
Increase in net cash used in financing activities	
– Payments of capital element of lease liabilities	8,214
– Payments of interest element of lease liabilities	2,009
	10,223

- (b) The lease liabilities as at 1 January 2019 reconciled to the operating leases commitments as at 31 December 2018 is as follows:

	HK\$'000 (unaudited)
Operating lease commitments as at 31 December 2018	40,718
Weighted average incremental borrowing rate as at 1 January 2019	6.0%
Discounted operating lease commitments as at 1 January 2019	39,600
Add: lease payments for the additional periods where the Group considers it reasonably certain that it will exercise the extension options	29,604
Lease liabilities as at 1 January 2019	69,204

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Adoption of HKFRS 16 (Continued)

##### *Summary of new accounting policies*

The accounting policy for leases as disclosed in the annual financial statements for the year ended 31 December 2018 is replaced with the following new accounting policies upon adoption of HKFRS 16 from 1 January 2019:

##### *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

##### *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Adoption of HKFRS 16 (Continued)

##### *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of property, plant and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low value assets recognition exemption to leases of office equipment that are considered as low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

##### *Significant judgement in determining the lease term of contracts with renewal options*

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has renewal options, under some of its leases, to lease the assets for an additional term. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. It considers all relevant factors that create an economic incentive for it to exercise the renewal. After the lease commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within the control of the Group and affects its ability to exercise the option (or not to exercise) the option to renew (e.g. a change in business strategy).

## Notes to the Unaudited Interim Financial Report

### 3 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Adoption of HKFRS 16 (Continued)

- (c) Amounts recognised in the condensed consolidated statement of financial position and profit or loss

	Right-of- use assets HK\$'000 (unaudited)	Lease liabilities HK\$'000 (unaudited)
As at 1 January 2019	69,204	69,204
Additions	1,116	1,116
Depreciation charge	(8,933)	–
Interest expense	–	2,009
Payments of lease liabilities	–	(10,223)
Exchange realignment	564	738
As at 30 June 2019	61,951	62,844
		HK\$'000 (unaudited)
Lease liabilities as at 30 June 2019		
– Included in current liabilities		16,605
– Included in non-current liabilities		46,239
		62,844

## Notes to the Unaudited Interim Financial Report

### 4 SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography.

Accordingly, the Group has presented the following two reportable segments in a manner consistent with the way in which information is reported internally to the Group's senior executive management for the purposes of resource allocation and performance assessment.

#### **(a) Zipper (Mainland China):**

This segment manufactures zippers products and mainly sells to customers in Mainland China. Its activities are mainly carried out in Guangdong province and Zhejiang province.

#### **(b) Zipper (Overseas):**

This segment purchases zipper products from segment of Mainland China and sells to overseas customers. Its activities are mainly carried out in Hong Kong.



## Notes to the Unaudited Interim Financial Report

### 4 SEGMENT REPORTING (CONTINUED)

The measure used for reporting segment profit is “adjusted profit before taxation” i.e. “revenue less cost of sales, distribution costs and administrative expenses”. Items not specifically attributed to individual segment are excluded from the calculation of segment profit. The Group’s senior executive management is provided with segment information concerning segment revenue, profit and assets. Segment liabilities are not reported to the Group’s senior executive management regularly.

#### (a) Information about profit or loss, assets and liabilities

Information regarding the Group’s reportable segments as provided to the Group’s senior executive management for the purposes of resource allocation and assessment of segment performance for the period is set out below:

*For the six months ended 30 June 2019*

	<b>Mainland China HK\$'000 (unaudited)</b>	<b>Overseas HK\$'000 (unaudited)</b>	<b>Total HK\$'000 (unaudited)</b>
Revenue from external customers	103,344	14,125	117,469
Inter-segment revenue	8,495	465	8,960
<b>Reportable segment revenue</b>	<b>111,839</b>	<b>14,590</b>	<b>126,429</b>
<b>Reportable segment profit</b>	<b>10,182</b>	<b>1,002</b>	<b>11,184</b>
Depreciation and amortisation for the period	10,980	476	11,456
As at 30 June 2019			
<b>Reportable segment assets</b>	<b>263,912</b>	<b>16,667</b>	<b>280,579</b>
<b>Reportable segment liabilities</b>	<b>95,970</b>	<b>2,678</b>	<b>98,648</b>

## Notes to the Unaudited Interim Financial Report

### 4 SEGMENT REPORTING (CONTINUED)

#### (a) Information about profit or loss, assets and liabilities (continued)

For the six months ended 30 June 2018

	Mainland China HK\$'000 (unaudited)	Overseas HK\$'000 (unaudited)	Total HK\$'000 (unaudited)
Revenue from external customers	98,544	13,012	111,556
Inter-segment revenue	28,862	658	29,520
<b>Reportable segment revenue</b>	<b>127,406</b>	<b>13,670</b>	<b>141,076</b>
<b>Reportable segment profit/(loss)</b>	<b>26,772</b>	<b>(2,269)</b>	<b>24,503</b>
Depreciation and amortisation for the period	4,652	29	4,681
As at 30 June 2018			
<b>Reportable segment assets</b>	<b>217,357</b>	<b>9,650</b>	<b>227,007</b>
<b>Reportable segment liabilities</b>	<b>38,369</b>	<b>3,336</b>	<b>41,705</b>

## Notes to the Unaudited Interim Financial Report

### 4 SEGMENT REPORTING (CONTINUED)

#### (b) Reconciliations of reportable segment profit or loss

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Reportable segment profit	11,184	24,503
Elimination of inter-segment losses	820	127
<b>Reportable segment profit derived from the Group's external customers</b>	<b>12,004</b>	24,630
Other revenue and gains/(losses), net	5,543	2,064
Unallocated head office and corporate expenses	(8,735)	(6,786)
<b>Consolidated profit before taxation</b>	<b>8,812</b>	19,908

### 5 REVENUE

The principal activities of the Group are manufacture and sale of zippers and other related products.

Revenue represents the sales value of goods supplied to customers. Revenue by product type is as follows:

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Finished zippers and sliders	115,749	108,941
Others	1,720	2,615
	<b>117,469</b>	111,556

The above revenue is recognised at a point in time when the control of the products has been passed to customers.

No individual customer had transactions exceeding 10% of the Group's revenue.

## Notes to the Unaudited Interim Financial Report

### 6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

#### (a) Staff costs (note)

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Salaries, wages and other benefits	43,624	38,876
Contributions to defined contribution retirement plans	3,238	3,384
	46,862	42,260

#### (b) Other revenue and gains/(losses), net

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Fair value gain on financial asset at fair value through profit or loss	5,519	4,557
Interest income	542	901
Net (losses)/gains on disposal of property, plant and equipment	(19)	119
Others	(499)	1,538
	5,543	7,115

## Notes to the Unaudited Interim Financial Report

## 6 PROFIT BEFORE TAXATION (CONTINUED)

## (c) Other items

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Depreciation and amortisation (note)		
— owned property, plant and equipment	4,607	4,264
— intangible assets	391	417
— right-of-use assets	8,933	—
	<b>13,931</b>	4,681
Operating lease charges in respect of property and plant	—	4,708
Inventory write-down net of reversals	(90)	(244)
Cost of inventories (note)	<b>78,512</b>	70,349

note: Cost of inventories includes HK\$43,546,000 for the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$29,795,000) relating to staff costs, depreciation and amortisation expenses, which amounts are also included in the respective total amounts disclosed separately above or in note 6(a) for each of these types of expenses.

## Notes to the Unaudited Interim Financial Report

### 7 INCOME TAX

	Six months ended 30 June	
	2019 HK\$'000 (unaudited)	2018 HK\$'000 (unaudited)
Current tax — PRC corporate income tax	2,328	4,016
Deferred tax	138	73
	<b>2,466</b>	4,089

- (a) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands or the BVI.

KEE Zippers Corporation Limited is subject to Hong Kong profits tax at the rate of 16.5% in 2019 and 2018.

- (b) 開易(廣東)服裝配件有限公司 (KEE (Guangdong) Garment Accessories Limited\*) (“KEE Guangdong”) was recognised as a High and New Technology Enterprise (“HNTE”) and was entitled to a preferential income tax rate of 15% up to 2018. KEE Guangdong is preparing the application for the renewal of the recognition as a HNTE. The management consider that the recognition can be successfully renewed and will continue to enjoy a preferential income tax rate of 15% for another three years starting from the financial year commenced on 1 January 2019.

Except for KEE Guangdong, the statutory income tax rate applicable to the Company’s other subsidiaries in Mainland China was 25%.

- (c) Pursuant to the Corporate Income Tax Law of the PRC and its relevant regulations, PRC-resident enterprises are levied withholding income tax at 10% on dividends to their non-PRC-resident corporate investors for earnings accumulated beginning on 1 January 2008. Undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. Under the Sino-Hong Kong Double Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident which is the “beneficial owner” and holds 25% or more of the equity interest of a PRC-resident enterprise is entitled to a reduced withholding tax rate of 5%. As at 30 June 2019, deferred tax liabilities recognised in this regard was HK\$1,124,000 (31 December 2018: HK\$1,124,000).

## Notes to the Unaudited Interim Financial Report

### 8 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to the equity shareholders of the Company for the six months ended 30 June 2019 amounted to HK\$4,913,000 (six months ended 30 June 2018: HK\$13,137,000) and the weighted average number of 464,804,000 ordinary shares (six months ended 30 June 2018: 464,804,000) in issue during the six months ended 30 June 2019.

#### (b) Diluted earnings per share

For the six months ended 30 June 2019 and 2018, basic and diluted earnings per share are equal as there are no potential dilutive ordinary shares in issue for the both periods.

### 9 PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired items of property, plant and machinery (including payments for construction in progress) with a cost of HK\$10,002,000 (six months ended 30 June 2018: HK\$6,072,000).

### 10 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	<b>As at 30 June 2019 HK\$'000 (unaudited)</b>	As at 31 December 2018 HK\$'000 (audited)
Unlisted investment fund, at fair value	<b>107,702</b>	102,183

The fund, as detailed in the Group's consolidated financial statements for the year ended 31 December 2018, has a maturity of three years from the initial offering period of 17 July 2017 and a shareholder of the fund may request redemption of all or some of its shares in the fund. Subsequent to the end of reporting period, the Group has made a partial redemption of its share in the fund with proceeds of HK\$55,000,000 received.

## Notes to the Unaudited Interim Financial Report

### 10 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

The fair value of the fund is based on its net asset value as at 30 June 2019 reported by the fund's manager. A firm of professional valuers has been appointed by the Company to assist management to assess whether any adjustment to the reported net asset of the fund is required for the purpose of estimation of the fair value of the fund as at 30 June 2019. The chief executive officer and the chief financial officer of the Company have discussed with the valuer on the valuation assumptions and valuation results when the valuation was performed at the end of the reporting period.

Judgements and estimates are made by management in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial assets into three levels prescribed under the accounting standards below:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: 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: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

#### Recurring fair value measurements

The financial asset at fair value through profit or losses at the end of reporting period was classified as level 3 measurement.

During the six months ended 30 June 2019, there were no transfer between levels 1 and 2 for recurring fair value measurements. There were also no transfers in and out of level 3 measurements during the period.

In arriving at the fair value of the fund that the key input used by the Company was the net asset value reported by the fund's manager. It was recognised by the Company that the net asset value of the fund was sensitive to movements in the value of the underlying investments held by the fund.



## Notes to the Unaudited Interim Financial Report

### 11 TRADE AND OTHER RECEIVABLES

The ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables) based on the invoice date and net of allowance for doubtful debts, is as follows:

	<b>As at 30 June 2019 HK\$'000 (unaudited)</b>	As at 31 December 2018 HK\$'000 (audited)
Within 1 month	<b>32,442</b>	7,775
Over 1 month but within 2 months	<b>24,822</b>	12,314
Over 2 months but within 3 months	<b>12,265</b>	6,016
Over 3 months	<b>5,992</b>	13,470
Trade debtors and bills receivable, net of allowance for doubtful debts	<b>75,521</b>	39,575
Other prepayments	<b>2,033</b>	981
Deposits and other debtors	<b>1,091</b>	366
	<b>78,645</b>	40,922

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

The Group recognised impairment loss based on the same accounting policies adopted in the 2018 Annual Financial Statements.

## Notes to the Unaudited Interim Financial Report

### 12 CASH AND CASH EQUIVALENTS

	<b>As at 30 June 2019 HK\$'000</b>	As at 31 December 2018 HK\$'000
Cash at bank and in hand	<b>44,287</b>	78,587
Cash and cash equivalents in the condensed consolidated statement of cash flows	<b>44,287</b>	78,587

### 13 TRADE AND OTHER PAYABLES

The ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	<b>As at 30 June 2019 HK\$'000 (unaudited)</b>	As at 31 December 2018 HK\$'000 (audited)
Within 1 month	<b>16,265</b>	6,314
Over 1 month but within 3 months	<b>1,498</b>	880
Over 3 months but within 6 months	<b>40</b>	–
Over 6 months	<b>677</b>	441
Trade creditors	<b>18,480</b>	7,635
Payroll and staff benefits payables	<b>19,384</b>	20,827
Accrued expenses	<b>3,782</b>	4,016
Payables for purchase of property, plant and equipment	<b>4,393</b>	7,891
Other taxes payables	<b>1,466</b>	13
Contract liabilities	<b>511</b>	772
Amount due to an intermediate holding company	<b>902</b>	–
Amount due to a fellow subsidiary	<b>152</b>	–
Amount due to immediate holding company	<b>8</b>	–
Other payables	<b>143</b>	242
	<b>49,221</b>	41,396

## Notes to the Unaudited Interim Financial Report

### 14 CAPITAL AND DIVIDENDS

#### (a) Dividends

No interim dividend was declared.

#### (b) Share capital

Authorised and issued share capital

	As at 30 June 2019		As at 31 December 2018	
	Number of shares '000	Share capital HK\$'000	Number of shares '000	Share capital HK\$'000
<b>Authorised:</b>				
Ordinary shares of HK\$0.01 each	2,000,000	20,000	2,000,000	20,000
<b>Ordinary shares, issued and fully paid:</b>				
At the beginning and the end of the reporting period	464,804	4,648	464,804	4,648

### 15 COMMITMENTS

The Group has the following capital commitments in respect of acquisitions of property, plant and equipment outstanding not provided for at the end of reporting period:

	As at 30 June 2019 HK\$'000	As at 31 December 2018 HK\$'000
Contracted, but not provided for	3,392	3,850

## Notes to the Unaudited Interim Financial Report

### 16 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions disclosed elsewhere in this interim financial report, the Group entered into the following material related party transactions:

- (i) The Group has renewed an lease agreement on 31 December 2018 for a term of two years ending 31 December 2020 in respect of certain plant and buildings entered into with Mr Xu Xipeng and Mr Xu Xinan, the senior management of the Group. During the six months ended 30 June 2019, the rentals paid by the Group under this lease agreement amounted to RMB2,160,000 (HK\$2,499,000 equivalent) (six months ended 30 June 2018: RMB1,860,000 (HK\$2,286,000 equivalent)).
- (ii) Since the disposals of certain property, plant and leasehold land during the year ended 31 December 2016, the Group has agreed to leaseback those assets from Classic Winner Limited (“Class Winner”) and Foshan City Nanhai Jinheming Investment Company Limited (“Nanhai Jinheming”) which are owned by Mr Xu Xipeng and Mr Xu Xinan. These lease agreements were renewed on 16 January 2017 for a term of three years commencing from 16 January 2017. The rentals paid by the Group to Classic Winner and Nanhai Jinheming for the six months ended 30 June 2019 amounted to HK\$306,000 and RMB1,650,000 (HK\$1,909,000 equivalent) (six months ended 30 June 2018: HK\$306,000 and RMB1,650,000 (HK\$2,028,000 equivalent) respectively.
- (iii) KEE Guangdong entered into an lease agreement on 24 August 2018 with a term of three years ending 31 August 2021 with KEE (Jingmen) Clothing Accessories Limited which is owned by Mr Xu Xipeng and Mr Xu Xinan in respect of certain plant and buildings. During the six months ended 30 June 2019, the rentals paid by the Group under this lease agreement amounted to RMB2,400,000 (HK\$2,777,000 equivalent).
- (iv) Remuneration for key management personnel (including Directors of the Group) is as follows:

	<b>Six months ended 30 June</b>	
	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Short-term employee benefits	<b>3,464</b>	1,427
Retirement scheme contribution	<b>138</b>	30
	<b>3,602</b>	1,457

Total remuneration is included in “staff costs” (Note 6(a)).

## Glossary

In this interim report, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the Board of Directors
“CG Code”	Code on corporate governance practices as set out in Appendix 14 to the Listing Rules
“Company”	KEE Holdings Company Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands on 6 July 2010, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock market operated by the Stock Exchange, which excludes GEM and the options market
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“OEM”	original equipment manufacturer or manufacturing
“PRC” or “China” or “Mainland China”	the People’s Republic of China excluding, for the purpose of this report, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *The English translation or transliteration of the Chinese name(s), where indicated, is included for information purposes only, and should not be regarded as the official English name(s) of such Chinese name(s).*