



建基本業·拓展新機
SOLID FOUNDATION
NEW OPPORTUNITIES





建基本業 拓展新機

僑威集團多年堅持不懈，鞏固基業，致力發展包裝印刷業務。在本業持續穩固發展之前提下，藉著累積創建經驗，準確把握機遇，努力拓展新業務，涉足新領域，不但業務範圍如水波漣漪般層層推延擴張，更使本集團不斷發展壯大，取得驕人之業績。

SOLID FOUNDATION NEW OPPORTUNITIES

Kith Group persists in strengthening its core business and developing its package printing business over the years. Besides maintaining the sustainable development of its core business, the Group also precisely captures opportunities to expand new business and explore new markets progressively by leveraging on years of experience. The Group's business scope spreads out like ripples across the water, enabling the Group to grow strongly and achieve outstanding results.

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企業資料

註冊辦事處

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2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港文咸東街68號
興隆大廈1字樓
電郵：info@kithholdings.com

網址

www.kithholdings.com

董事會

執行董事

許經振先生(主席)
丘少明先生
許檳榔先生
周勁先生
王鳳舞先生

非執行董事

廖金龍先生

獨立非執行董事

吳志揚先生
譚旭生先生
何樂昌先生

公司秘書

陳德安先生

核數師

陳浩賢會計師事務所
執業會計師

主要往來銀行

中信銀行國際有限公司
星展銀行(香港)有限公司
富邦銀行(香港)有限公司
恒生銀行有限公司
香港上海滙豐銀行有限公司
中國工商銀行股份有限公司
比利時聯合銀行, 香港分行
渣打銀行(香港)有限公司

香港法律顧問

禮德齊伯禮律師行

百慕達法律顧問

Conyers Dill & Pearman

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港皇后大道東28號
金鐘匯中心26樓

百慕達過戶登記總處

The Bank of Bermuda Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM 11
Bermuda

投資者及傳媒關係

iPR奧美公關
香港皇后大道中99號
中環中心20樓2008至2012室
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傳真：(852) 3170 6606
電郵：info.ipr@iprogilvy.com

CORPORATE INFORMATION

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

1st Floor, Hing Lung Commercial Building
68 Bonham Strand East, Hong Kong
E-mail: info@kithholdings.com

WEBSITE

www.kithholdings.com

BOARD OF DIRECTORS

Executive Directors

Mr. Hui King Chun, Andrew (Chairman)
Mr. Yau Chau Min, Paul
Mr. Hui Bin Long
Mr. Zhou Jin
Mr. Wang Feng Wu

Non-executive Director

Mr. Liu Kam Lung

Independent Non-executive Directors

Mr. Ng Chi Yeung, Simon
Mr. Tam Yuk Sang, Sammy
Mr. Ho Lok Cheong

COMPANY SECRETARY

Mr. Chan Tak On

AUDITOR

Graham H.Y. Chan & Co.
Certified Public Accountants (Practising)

PRINCIPAL BANKERS

CITIC Bank International Limited
DBS Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Limited
KBC Bank N.V., Hong Kong Branch
Standard Chartered Bank (Hong Kong) Limited

HONG KONG LEGAL ADVISER

Reed Smith Richards Butler

BERMUDA LEGAL ADVISER

Conyers Dill & Pearman

HONG KONG BRANCH SHARE REGISTRAR

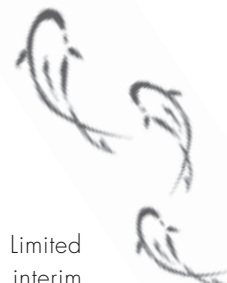
Tricor Abacus Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Hong Kong

BERMUDA PRINCIPAL REGISTRAR

The Bank of Bermuda Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM 11
Bermuda

INVESTOR & MEDIA RELATIONS

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中期業績

僑威集團有限公司(「本公司」)之董事會(「董事會」)欣然公佈，本公司及其附屬公司(「本集團」)截至二零一一年六月三十日止六個月之未經審核中期業績，連同二零一零年同期之比較數字，詳情如下：

簡明綜合收益表

| | | (未經審核) (Unaudited) | |
|----------------------|---|-----------------------|-----------|
| | | 截至六月三十日止六個月 | |
| | | 二零一一年 | 二零一零年 |
| | | 2011 | 2010 |
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| | 附註 Notes | | |
| 收益 | Revenue | 3 | |
| 銷售成本 | Cost of sales | 935,812 | 863,196 |
| | | (799,618) | (744,976) |
| 毛利 | Gross profit | 136,194 | 118,220 |
| 其他收益 | Other revenue | 5,517 | 7,114 |
| 分銷成本 | Distribution costs | (3,688) | (2,209) |
| 行政開支 | Administrative expenses | (56,017) | (48,534) |
| 持作買賣投資之 公平值(虧損)收益 | Fair value (loss) gain on held-for-trading investments | (697) | 414 |
| 其他財務資產之 公平值收益 | Fair value gain on other financial assets | 626 | 1,463 |
| 經營溢利 | Profit from operations | 81,935 | 76,468 |
| 融資成本 | Finance costs | (10,170) | (8,050) |
| 本期間除稅前溢利 | Profit for the period before taxation | 4 | 71,765 |
| 稅項 | Taxation | 5 | (10,543) |
| 本期間溢利 | Profit for the period | 61,222 | 55,813 |
| 下列人士應佔： | Attributable to: | | |
| 本公司擁有人 | Owners of the Company | 32,351 | 31,803 |
| 非控股權益 | Non-controlling interests | 28,871 | 24,010 |
| | | 61,222 | 55,813 |
| | | 港仙 | 港仙 |
| | | HK cents | HK cents |
| 每股盈利 | Earnings per share | 6 | |
| — 基本 | — Basic | 12.37 | 12.16 |
| — 攤薄 | — Diluted | 不適用N/A | 不適用N/A |

第8至第20頁之附註構成本中期綜合賬目之一部份。

INTERIM RESULTS

The Board of Directors (the "Board") of Kith Holdings Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30th June, 2011, together with the comparative figures for the corresponding period of 2010. The details are as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

| | | (未經審核) (Unaudited) | |
|----------------------|---|-----------------------|-----------|
| | | 截至六月三十日止六個月 | |
| | | 二零一一年 | 二零一零年 |
| | | 2011 | 2010 |
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| | 附註 Notes | | |
| 收益 | Revenue | 3 | |
| 銷售成本 | Cost of sales | 935,812 | 863,196 |
| | | (799,618) | (744,976) |
| 毛利 | Gross profit | 136,194 | 118,220 |
| 其他收益 | Other revenue | 5,517 | 7,114 |
| 分銷成本 | Distribution costs | (3,688) | (2,209) |
| 行政開支 | Administrative expenses | (56,017) | (48,534) |
| 持作買賣投資之 公平值(虧損)收益 | Fair value (loss) gain on held-for-trading investments | (697) | 414 |
| 其他財務資產之 公平值收益 | Fair value gain on other financial assets | 626 | 1,463 |
| 經營溢利 | Profit from operations | 81,935 | 76,468 |
| 融資成本 | Finance costs | (10,170) | (8,050) |
| 本期間除稅前溢利 | Profit for the period before taxation | 4 | 71,765 |
| 稅項 | Taxation | 5 | (10,543) |
| 本期間溢利 | Profit for the period | 61,222 | 55,813 |
| 下列人士應佔： | Attributable to: | | |
| 本公司擁有人 | Owners of the Company | 32,351 | 31,803 |
| 非控股權益 | Non-controlling interests | 28,871 | 24,010 |
| | | 61,222 | 55,813 |
| | | 港仙 | 港仙 |
| | | HK cents | HK cents |
| 每股盈利 | Earnings per share | 6 | |
| — 基本 | — Basic | 12.37 | 12.16 |
| — 攤薄 | — Diluted | 不適用N/A | 不適用N/A |

The notes on pages 8 to 20 form part of this interim consolidated financial statements.



簡明綜合全面收益表

CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME

| | | (未經審核) (Unaudited) | |
|---------------------|--|--|---------------|
| | | 截至六月三十日止六個月 Six months ended 30th June, | |
| | | 二零一一年 | 二零一零年 |
| | | 2011 | 2010 |
| | | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 |
| 本期間溢利 | Profit for the period | 61,222 | 55,813 |
| 本期間其他全面收益： | Other comprehensive income for the period: | | |
| 換算海外業務所產生 之匯兌差異 | Exchange differences arising on translation of foreign operations | 15,332 | 8,129 |
| 可供出售投資之 公平值調整 | Fair value adjustment on available-for-sale investments | (1,056) | (477) |
| 視作出售一間附屬公司 權益之收益 | Gain on deemed disposal of interest in a subsidiary | 2,631 | - |
| | | <u>16,907</u> | <u>7,652</u> |
| 本期間全面收益總額 | Total comprehensive income for the period | <u>78,129</u> | <u>63,465</u> |
| 下列人士應佔： | Attributable to: | | |
| 本公司擁有人 | Owners of the Company | 45,022 | 36,291 |
| 非控股權益 | Non-controlling interests | 33,107 | 27,174 |
| | | <u>78,129</u> | <u>63,465</u> |

第8至第20頁之附註構成本中期綜合賬目之一部份。

The notes on pages 8 to 20 form part of this interim consolidated financial statements.



簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

| | | (未經審核) (Unaudited) | (經審核) (Audited) |
|----------------------------------|--|-----------------------------|---------------------------------|
| | | 於二零一一年 六月三十日 | 於二零一零年 十二月三十一日 |
| | | As at 30th June, 2011 | As at 31st December, 2010 |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 |
| | 附註 Notes | | |
| 非流動資產 | Non-current Assets | | |
| 物業、機器及設備 | Property, plant and equipment | 615,047 | 618,094 |
| 預付租賃付款 | Prepaid lease payments | 18,351 | 18,657 |
| 購買物業、機器及 設備之訂金 | Deposits paid for acquisition of property, plant and equipment | 30,905 | 30,218 |
| 商譽 | Goodwill | 2,695 | 2,695 |
| 可供出售投資 | Available-for-sale investments | 24,244 | 25,284 |
| 遞延稅項資產 | Deferred tax assets | 126 | 123 |
| | | <hr/> | <hr/> |
| 非流動資產總額 | Total non-current assets | 691,368 | 695,071 |
| | | <hr/> | <hr/> |
| 流動資產 | Current Assets | | |
| 存貨 | Inventories | 180,941 | 174,957 |
| 應收第三者貿易賬款 及其他應收賬款、 訂金及預付款項 | Trade and other receivables from third parties, deposits and prepayments | 8 583,711 | 584,099 |
| 應收非控股股東貿易 賬款及其他應收賬款 | Trade and other receivables from non-controlling shareholders | 9 72,112 | 62,281 |
| 預付租賃付款 | Prepaid lease payments | 613 | 613 |
| 短期應收貸款 | Short-term loans receivable | 60,728 | 65,605 |
| 持作買賣投資 | Held-for-trading investments | 1,277 | 1,972 |
| 其他財務資產 | Other financial assets | 1,027 | 377 |
| 銀行結餘及現金 | Bank balances and cash | 63,632 | 65,074 |
| | | <hr/> | <hr/> |
| 流動資產總額 | Total current assets | 964,041 | 954,978 |
| | | <hr/> | <hr/> |



簡明綜合財務狀況表(續)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (cont'd)

| | | | (未經審核) (Unaudited) 於二零一一年 六月三十日 As at 30th June, 2011 千港元 HK\$'000 | (經審核) (Audited) 於二零一零年 十二月三十一日 As at 31st December, 2010 千港元 HK\$'000 |
|-------------------|---|----|--|---|
| 流動負債 | Current Liabilities | | | |
| 應付貿易賬款及其他 | Trade and other payables | | | |
| 應付賬款 | | 10 | 192,166 | 264,260 |
| 稅務負債 | Tax liabilities | | 11,523 | 12,694 |
| 應付非控股股東之股息 | Dividend payable to non-controlling shareholders | | 27,033 | 1,430 |
| 借貸 | Borrowings | 11 | 465,085 | 450,811 |
| 融資租賃責任 — 一年內到期 | Obligation under finance lease — due within one year | | 942 | 775 |
| 流動負債總額 | Total current liabilities | | <u>696,749</u> | <u>729,970</u> |
| 流動資產淨值 | Net Current Assets | | <u>267,292</u> | <u>225,008</u> |
| 資產總額減流動負債 | Total Assets Less Current Liabilities | | <u>958,660</u> | <u>920,079</u> |
| 非流動負債 | Non-current Liabilities | | | |
| 融資租賃責任 — 一年後到期 | Obligation under finance lease — due after one year | | 865 | 969 |
| 遞延稅項負債 | Deferred tax liabilities | | 44,137 | 43,769 |
| 非流動負債總額 | Total non-current liabilities | | <u>45,002</u> | <u>44,738</u> |
| 資產淨值 | Net Assets | | <u>913,658</u> | <u>875,341</u> |
| 股本及儲備 | Capital and Reserves | | | |
| 股本 | Share capital | 12 | 26,145 | 26,145 |
| 儲備 | Reserves | | 557,845 | 534,785 |
| 應佔股權： | Equity attributable to: | | | |
| 本公司擁有人 | Owners of the Company | | 583,990 | 560,930 |
| 非控股權益 | Non-controlling interests | | 329,668 | 314,411 |
| 股權總額 | Total Equity | | <u>913,658</u> | <u>875,341</u> |

第8至第20頁之附註構成本中期綜合賬目之一部份。

The notes on pages 8 to 20 form part of this interim consolidated financial statements.



簡明綜合股權變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

本公司擁有人應佔

Attributable to owners of the Company

| | | 股本 | | 資產 | | 企業 | | 資本儲備 | 匯兌儲備 | 投資 | | 總計 | 非控股 權益 | 總計 | |
|-----------------------|--|---------------|----------------------------|---------------|---------------------------|---------------------------|--------------|---------------|-----------------|---------------------|--------------------------------|------------------|-----------|---------------------------|----------|
| | | 股本 | 贖回儲備 | 股份溢價 | 重估儲備 | 發展基金 | 儲備基金 | | | 其他儲備 | 重估儲備 | | | | 保留溢利 |
| | | Share capital | Capital redemption reserve | Share premium | Asset revaluation reserve | Enterprise expansion fund | Reserve fund | Other reserve | Capital reserve | Translation reserve | Investment revaluation reserve | Retained profits | Total | Non-controlling interests | Total |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| (未經審核) | (Unaudited) | | | | | | | | | | | | | | |
| 本集團 | The Group | | | | | | | | | | | | | | |
| 於二零一零年一月一日 | At 1st January, 2010 | 26,145 | 624 | 74,215 | 42,620 | 48,879 | 7,148 | 27,923 | (200) | 69,775 | 785 | 205,123 | 503,037 | 286,596 | 789,633 |
| 本期間溢利 | Profit for the period | - | - | - | - | - | - | - | - | - | - | 31,803 | 31,803 | 24,010 | 55,813 |
| 換算海外業務所產生之匯兌差異 | Exchange differences arising on translation of foreign operations | - | - | - | - | - | - | - | - | 4,965 | - | - | 4,965 | 3,164 | 8,129 |
| 可供出售投資之公平值變動 | Fair value changes on available-for-sale investments | - | - | - | - | - | - | - | - | - | (477) | - | (477) | - | (477) |
| 本期間全面收益總額 | Total comprehensive income for the period | - | - | - | - | - | - | - | - | 4,965 | (477) | 31,803 | 36,291 | 27,174 | 63,465 |
| 已付一間附屬公司非控股權益股息 | Dividends paid to non-controlling interests of a subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | (23,794) | (23,794) |
| 已付本公司股東股息 | Dividends paid to the Company's shareholders | - | - | - | - | - | - | - | - | - | - | (19,870) | (19,870) | - | (19,870) |
| 於二零一零年六月三十日 | At 30th June, 2010 | 26,145 | 624 | 74,215 | 42,620 | 48,879 | 7,148 | 27,923 | (200) | 74,740 | 308 | 217,056 | 519,458 | 289,976 | 809,434 |
| (未經審核) | (Unaudited) | | | | | | | | | | | | | | |
| 本集團 | The Group | | | | | | | | | | | | | | |
| 於二零一一年一月一日 | At 1st January, 2011 | 26,145 | 624 | 74,215 | 54,330 | 54,814 | 13,086 | 27,923 | (200) | 84,655 | 2,146 | 223,192 | 560,930 | 314,411 | 875,341 |
| 本期間溢利 | Profit for the period | - | - | - | - | - | - | - | - | - | - | 32,351 | 32,351 | 28,871 | 61,222 |
| 換算海外業務所產生之匯兌差異 | Exchange differences arising on translation of foreign operations | - | - | - | - | - | - | - | - | 11,096 | - | - | 11,096 | 4,236 | 15,332 |
| 可供出售投資之公平值變動 | Fair value changes on available-for-sale investments | - | - | - | - | - | - | - | - | - | (1,056) | - | (1,056) | - | (1,056) |
| 視作出售一間附屬公司權益之收益 | Gain on deemed disposal of interest in a subsidiary | - | - | - | - | - | - | - | 2,631 | - | - | - | 2,631 | - | 2,631 |
| 本期間全面收益總額 | Total comprehensive income for the period | - | - | - | - | - | - | - | 2,631 | 11,096 | (1,056) | 32,351 | 45,022 | 33,107 | 78,129 |
| 非控股權益分佔一間附屬公司新發行股份之權益 | Non-controlling interests' share in interest of new shares issue of a subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | 7,369 | 7,369 |
| 已付一間附屬公司非控股權益股息 | Dividends paid to non-controlling interests of a subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | (25,219) | (25,219) |
| 已付本公司股東股息 | Dividends paid to the Company's shareholders | - | - | - | - | - | - | - | - | - | - | (21,962) | (21,962) | - | (21,962) |
| 於二零一一年六月三十日 | At 30th June, 2011 | 26,145 | 624 | 74,215 | 54,330 | 54,814 | 13,086 | 27,923 | 2,431 | 95,751 | 1,090 | 233,581 | 583,990 | 329,668 | 913,658 |

第8至第20頁之附註構成本中期綜合賬目之一部份。

The notes on pages 8 to 20 form part of this interim consolidated financial statements.



簡明綜合現金流轉表

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

(未經審核)

(Unaudited)

截至六月三十日止六個月

Six months ended 30th June,

二零一一年 二零一零年

2011 2010

千港元 千港元

HK\$'000 HK\$'000

| | | | |
|----------------------|---|----------|----------|
| 經營業務所得(所使用) 之現金淨額 | Net cash from (used in) operating activities | 15,320 | (32,735) |
| 投資業務所使用之 現金淨額 | Net cash used in investing activities | (10,583) | (27,798) |
| 融資業務(所使用)所得 之現金淨額 | Net cash (used in) from financing activities | (8,259) | 49,981 |
| 現金及現金等值項目之 減少淨額 | Net decrease in cash and cash equivalents | (3,522) | (10,552) |
| 期初之現金及現金 等值項目 | Cash and cash equivalents at beginning of period | 65,074 | 113,726 |
| 外匯匯率變動之影響 | Effect of foreign exchange rate changes | 2,080 | 1,504 |
| 期末之現金及現金 等值項目 | Cash and cash equivalents at end of period | 63,632 | 104,678 |
| 銀行結餘及現金 | Bank balances and cash | 63,632 | 104,678 |

第8至第20頁之附註構成本中期綜合賬目之一部份。

The notes on pages 8 to 20 form part of this interim consolidated financial statements.



綜合賬目附註

1. 編製基準

本集團未經審核簡明中期財務資料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之適用披露條文及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。未經審核簡明綜合中期財務資料應連同截至二零一零年十二月三十一日止年度賬目一併閱覽。

2. 主要會計政策

簡明綜合中期財務資料乃按歷史成本基準編製，惟按重估金額或公平值(如適用)計量之物業、機械及設備及若干金融工具除外。

編製簡明綜合中期財務資料所採用之會計政策與編製本集團截至二零一零年十二月三十一日止年度之年度賬目所遵循之會計政策一致，惟下列所述除外。

| | |
|-------------------------------------|--|
| 香港財務報告準則 (修訂本) | 二零一零年頒佈之 香港財務報告準則 之改進 |
| 香港會計準則第24號 (經修訂) | 關連人士披露 |
| 香港會計準則第32號 (修訂本) | 供股之分類 |
| 香港財務報告準則 第1號(修訂本) | 首次採用者對香港 財務報告準則 第7號披露之比較 資訊之有限度豁免 |
| 香港(國際財務報告詮釋 委員會)－詮釋第14號 (修訂本) | 預付款項之最低 資金規定 |
| 香港(國際財務報告詮釋 委員會)－詮釋第19號 | 以權益工具沖銷財務 負債 |

香港會計準則第34號「中期財務報告」之修訂(作為於二零一零年頒佈之香港財務報告準則之改進之一部份)於二零一一年一月一日或之後開始之年度期間生效。該修訂強調香港會計準則第34號之現有披露原則及增加其他指引以說明如何應用該等原則。更加強調重大事件及交易之披露原則。額外規定涵蓋公平值計量變動(如重大)之披露及更新自最近期年報以來之相關資料之需要。會計政策變動僅導致額外披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of preparation

The Group's unaudited condensed interim financial information has been prepared in accordance with the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants. The unaudited condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31st December, 2010.

2. Principal accounting policies

The condensed consolidated interim financial information has been prepared on the historical cost basis except for property, plant and equipment and certain financial instruments, which are measured at revalued amounts or fair values, as appropriate.

The accounting policies used in the condensed consolidated interim financial information are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2010, except as described below.

| | |
|-------------------------------------|---|
| HKFRSs (Amendments) | Improvements to HKFRSs Issued in 2010 |
| HKAS 24 (Revised) | Related Party Disclosures |
| HKAS 32 (Amendments) | Classification of Right Issues |
| HKFRS 1 (Amendments) | Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters |
| HK (IFRIC) – INT 14 (Amendments) | Prepayments of a Minimum Funding Requirement |
| HK (IFRIC) – INT 19 | Extinguishing Financial Liabilities with Equity Instruments |

Amendment to HKAS 34 "Interim Financial Reporting" (as part of improvements to HKFRSs issued in 2010) is effective for annual periods beginning on or after 1st January, 2011. It emphasises the existing disclosure principles in HKAS 34 and adds further guidance to illustrate how to apply these principles. Greater emphasis has been placed on the disclosure principles for significant events and transactions. Additional requirements cover disclosure of changes to fair value measurement (if significant), and the need to update relevant information from the most recent annual report. The change in accounting policy only results in additional disclosures.



綜合賬目附註(續)

2. 主要會計政策(續)

採用其他新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)對本集團之本會計期間或過往會計期間之業績及財務狀況之編製及呈列並無產生任何重大影響。因此，毋須作出前期調整。

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

| | |
|---------------------------|--|
| 香港會計準則第1號 (修訂本) | 其他全面收益 項目之呈列 ³ |
| 香港會計準則第12號 (修訂本) | 遞延稅項：收回相關 資產 ² |
| 香港會計準則第19號 (於二零一一年經修訂) | 僱員福利 ⁴ |
| 香港會計準則第27號 (於二零一一年經修訂) | 獨立賬目 ⁴ |
| 香港會計準則第28號 (於二零一一年經修訂) | 於聯營公司及合資 公司之投資 ⁴ |
| 香港財務報告準則 第1號(修訂本) | 嚴重惡性通貨膨脹 及剔除首次採用者 之固定日期 ¹ |
| 香港財務報告準則第7號 (修訂本) | 披露－財務資產之 轉讓 ¹ |
| 香港財務報告準則第9號 | 金融工具 ⁴ |
| 香港財務報告準則第10號 | 綜合賬目 ⁴ |
| 香港財務報告準則第11號 | 共同安排 ⁴ |
| 香港財務報告準則第12號 | 於其他實體權益之 披露 ⁴ |
| 香港財務報告準則第13號 | 公平值計量 ⁴ |

¹ 於二零一一年七月一日或之後開始之年度期間生效

² 於二零一二年一月一日或之後開始之年度期間生效

³ 於二零一二年七月一日或之後開始之年度期間生效

⁴ 於二零一三年一月一日或之後開始之年度期間生效

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2. Principal accounting policies (cont'd)

The adoption of the other new and revised standards, amendments and interpretations ("new and revised HKFRSs") had no material effect on how the results and financial position of the Group for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment is required.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

| | |
|---------------------------|---|
| HKAS 1 (Amendments) | Presentation of Items of Other Comprehensive Income ³ |
| HKAS 12 (Amendments) | Deferred Tax: Recovery of Underlying Assets ² |
| HKAS 19 (Revised in 2011) | Employee Benefits ⁴ |
| HKAS 27 (Revised in 2011) | Separate Financial Statements ⁴ |
| HKAS 28 (Revised in 2011) | Investments in Associates and Joint Ventures ⁴ |
| HKFRS 1 (Amendments) | Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters ¹ |
| HKFRS 7 (Amendments) | Disclosures – Transfer of Financial Assets ¹ |
| HKFRS 9 | Financial Instruments ⁴ |
| HKFRS 10 | Consolidated Financial Statements ⁴ |
| HKFRS 11 | Joint Arrangements ⁴ |
| HKFRS 12 | Disclosures of Interests in Other Entities ⁴ |
| HKFRS 13 | Fair Value Measurement ⁴ |

¹ Effective for annual periods beginning on or after 1st July, 2011

² Effective for annual periods beginning on or after 1st January, 2012

³ Effective for annual periods beginning on or after 1st July, 2012

⁴ Effective for annual periods beginning on or after 1st January, 2013



綜合賬目附註(續)

2. 主要會計政策(續)

香港財務報告準則第9號「財務工具」(於二零零九年十一月頒佈)引入對財務資產之分類及計量之新規定。香港財務報告準則第9號「財務工具」(於二零一零年十一月經修訂)加入對財務負債及終止確認之規定。

- 根據香港財務報告準則第9號，屬於香港會計準則第39號「財務工具：確認及計量」範圍以內之所有已確認財務資產其後均須按攤銷成本或公平值計量。特別是以根據業務模式收取合約現金流量為目的所持有，及合約現金流量僅為支付本金金額及未償還本金金額之利息之債務投資一般於其後會計期末按攤銷成本計量。所有其他債務投資及權益投資均於其後會計期末按公平值計量。
- 就財務負債而言，重大變動與指定為按公平值計入損益之財務負債有關。特別是根據香港財務報告準則第9號，就指定為按公平值計入損益之財務負債而言，除非於其他全面收益中呈列負債之信貸風險變動之影響將會於損益中產生或擴大會計錯配，否則因該負債之信貸風險變動而引致之財務負債公平值金額變動乃於其他全面收益中呈列。財務負債之信貸風險引致之公平值變動其後不會重新分類至損益。現時，根據香港會計準則第39號，指定為按公平值計入損益之財務負債之公平值變動乃全數於損益中呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2. Principal accounting policies (cont'd)

HKFRS 9 "Financial Instruments" (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 "Financial Instruments" (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 "Financial Instruments: recognition and measurement" are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.
- In relation to financial liabilities, the significant change relates to the financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of the changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Currently, under HKAS 39, the entire amount of change in the fair value of the financial liability designated as at fair value through profit or loss is presented in profit or loss.



綜合賬目附註(續)

2. 主要會計政策(續)

香港財務報告準則第10號「綜合賬目」以現有原則為基礎，確定將控制權之概念作為釐定實體是否應計入母公司之綜合賬目之決定因素。香港財務報告準則第10號提供在難以評估之情況下，可協助釐定控制權之額外指引。

香港財務報告準則第11號「共同安排」透過專注於安排之權利及責任而非其法定形式(按現時情況)以提供對共同安排之更現實反映。香港財務報告準則第11號透過要求以單一方法入賬於共同控制實體之權益而處理於呈報共同安排方面之不一致性。

香港財務報告準則第12號「於其他實體權益之披露」為一項就於其他實體(包括共同安排、聯營公司、特殊目的工具及其他資產負債表外工具)之所有形式權益之披露規定之新訂及全面準則。

香港財務報告準則第13號「公平值計量」透過首次提供公平值之精確定義及公平值計量之單一來源及於香港財務報告準則使用之披露規定而提升一致性及減低複雜性。該等規定並不擴大公平值會計之使用，惟提供於其使用已由香港財務報告準則內之其他準則規定或准許之情況下應如何應用之指引。

上述準則於二零一三年一月一日或之後開始之年度期間生效，並可提早應用。該等準則須追溯應用，惟倘實體於二零一二年一月一日前採用香港財務報告準則第9號，則實體將可豁免遵守重列過往期間比較資料之規定。本集團目前正研究應用上述準則之影響。於刊發該等賬目日期時，無法量化彼等之影響。

香港會計準則第1號(經修訂)「賬目之呈列—其他全面收益項目之呈列」之修訂要求公司根據香港財務報告準則編製賬目以將可能重新分類至收益表損益部份之其他全面收益(其他全面收益)內之項目組合。該等修訂亦重申其他全面收益項目及損益應呈列為單一報表或兩份連續報表之現有規定。香港會計準則第1號之修訂於二零一二年七月一日或之後開始之年度期間生效，並獲准提早應用。

應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2. Principal accounting policies (cont'd)

HKFRS 10 "Consolidated Financial Statements" builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. HKFRS 10 provides additional guidance to assist in the determination of control where this is difficult to assess.

HKFRS 11 "Joint Arrangements" provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). HKFRS 11 addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities.

HKFRS 12 "Disclosures of Interests in Other Entities" is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

HKFRS 13 "Fair Value Measurement" improves consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs.

The above-mentioned standards are effective for annual periods beginning on or after 1st January, 2013 with earlier application permitted. They are required to be applied retrospectively, but if the entity adopted HKFRS 9 prior to 1st January, 2012, the entity will be exempt from the requirements to restate prior period comparative information. The Group is presently studying the implications of applying the above-mentioned standards. It is impracticable to quantify their impacts as at the date of publication of these financial statements.

Amendments to HKAS 1 (Revised) "Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income" require companies preparing financial statements in accordance with HKFRSs to group together items within other comprehensive income ("OCI") that may be reclassified to the profit or loss section of the income statement. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. Amendments to HKAS 1 are effective for annual periods beginning on or after 1st July, 2012. Earlier application is permitted.

The application of the other new and revised HKFRSs will have no material impact on the results and financial position of the Group.



綜合賬目附註(續)

3. 收益及分類資料

分類資料

管理層已根據執行董事用於策略性決定時審查報告之基礎來確定經營分類。本集團之經營業務根據其經營性質及所提供之產品和服務，分別組織成架構及管理。本集團之每個經營分類代表一個策略性業務單位提供之產品和服務，而所承受之風險及回報有別於其他之經營分類。

本集團目前劃分為兩個主要經營業務—印刷及生產包裝產品，以及分銷電子及相關產品。電子及相關產品之分銷可進一步細分為以下經營分類：

- 電視業務相關產品之分銷；
- 其他電子及相關產品之分銷；及
- 集成電路之設計及銷售。

分類營業額及業績

以下為按可報告分類劃分之本集團營業額及業績之分析。

截至二零一一年
六月三十日止六個月
(未經審核)

Six months ended 30th June,
2011 (Unaudited)

分類收益

SEGMENT REVENUE

綜合收益

Consolidated revenue

分類業績

SEGMENT RESULTS

可報告之分類溢利(虧損)

Reportable segment profit (loss)

利息收入

Interest income

持作買賣投資之

Fair value loss on held-for-trading

公平值虧損

investments

其他財務資產之公平值收益

Fair value gain on other financial assets

未分配之企業開支

Unallocated corporate expenses

融資成本

Finance costs

除稅前綜合溢利

Consolidated profit before tax

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

3. Revenue and segment information

Segment information

Management has determined the operating segments based on the reports reviewed by the executive directors that are used to make strategic decisions. The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments.

The Group is currently organised into two major business operations – printing and manufacturing of packaging products and distribution of electronic and related products. The distribution of electronic and related products is further segregated into following operating segments:

- Distribution of television business-related products;
- Distribution of other electronic and related products; and
- Design and sales of integrated circuits.

Segment turnover and results

The following is an analysis of the Group's turnover and results by reportable segment.

| 印刷及 生產 包裝產品 | 分銷 電視業務 相關產品 | 分銷其他 電子及 相關產品 | 設計及銷售 集成電路 | 總額 |
|---|---|---|--|-----------------|
| Printing and manufacturing of packaging products | Distribution of television business- related products | Distribution of other electronic and related products | Design and sales of integrated circuits | Total |
| 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |

| | | | | |
|---------|---------|---------|--------|----------|
| 340,724 | 70,653 | 499,248 | 25,187 | 935,812 |
| 69,758 | (4,484) | 13,449 | 5,721 | 84,444 |
| | | | | 3,231 |
| | | | | (697) |
| | | | | 626 |
| | | | | (5,669) |
| | | | | (10,170) |
| | | | | 71,765 |

綜合賬目附註(續)

3. 收益及分類資料(續) 分類營業額及業績(續)

截至二零一零年
六月三十日止六個月
(未經審核)

分類收益
綜合收益

分類業績
可報告之分類溢利
利息收入
持作買賣投資之
公平值收益
其他財務資產之公平值收益
未分配之企業開支
融資成本

除稅前綜合溢利

分類資產

以下為按可報告分類劃分之本集團資產之分析。

於二零一一年六月三十日
(未經審核)

分類資產
可報告之分類資產
可供出售投資
遞延稅項資產
持作買賣投資
其他財務資產
未分配之企業資產

綜合總資產

Six months ended 30th June,
2010 (Unaudited)

SEGMENT REVENUE
Consolidated revenue

SEGMENT RESULTS
Reportable segment profit
Interest income
Fair value gain on held-for-trading
investments
Fair value gain on other financial assets
Unallocated corporate expenses
Finance costs

Consolidated profit before tax

SEGMENT ASSETS

Reportable segment assets
Available-for-sale investments
Deferred tax assets
Held-for-trading investments
Other financial assets
Unallocated corporate assets

Consolidated total assets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

3. Revenue and segment information (cont'd)

Segment turnover and results (cont'd)

| 印刷及 生產 包裝產品 | 分銷 電視業務 相關產品 Distribution of television business- related products | 分銷其他 電子及 相關產品 Distribution of other electronic and related products | 設計及銷售 集成電路 | 總額 |
|---|---|--|--|-----------------|
| Printing and manufacturing of packaging products | of television business- related products | of other electronic and related products | Design and sales of integrated circuits | Total |
| 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |

| | | | | |
|---------|---------|---------|--------|---------|
| 288,574 | 103,481 | 450,476 | 20,665 | 863,196 |
| 63,293 | 2,282 | 10,664 | 3,235 | 79,474 |
| | | | | 4,504 |
| | | | | 414 |
| | | | | 1,463 |
| | | | | (9,387) |
| | | | | (8,050) |
| | | | | 68,418 |

Segment assets

The following is an analysis of the Group's assets by reportable segment.

| 印刷及 生產 包裝產品 | 分銷 電視業務 相關產品 Distribution of television business- related products | 分銷其他 電子及 相關產品 Distribution of other electronic and related products | 設計及銷售 集成電路 | 總額 |
|---|---|--|--|-----------------|
| Printing and manufacturing of packaging products | of television business- related products | of other electronic and related products | Design and sales of integrated circuits | Total |
| 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |

At 30th June, 2011 (Unaudited)

SEGMENT ASSETS

| | | | | |
|-----------|---------|---------|--------|-----------|
| 1,076,184 | 102,906 | 397,491 | 45,768 | 1,622,349 |
| | | | | 24,244 |
| | | | | 126 |
| | | | | 1,277 |
| | | | | 1,027 |
| | | | | 6,386 |

Consolidated total assets

1,655,409



綜合賬目附註(續)

3. 收益及分類資料(續) 分類資產(續)

| 於二零一零年 十二月三十一日(經審核) | At 31st December, 2010 (Audited) |
|------------------------|----------------------------------|
| 分類資產 | SEGMENT ASSETS |
| 可報告之分類資產 | Reportable segment assets |
| 可供出售投資 | Available-for-sale investments |
| 遞延稅項資產 | Deferred tax assets |
| 持作買賣投資 | Held-for-trading investments |
| 其他財務資產 | Other financial assets |
| 未分配之企業資產 | Unallocated corporate assets |
| 綜合總資產 | Consolidated total assets |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

3. Revenue and segment information (cont'd) Segment assets (cont'd)

| 印刷及 生產 包裝產品 | 分銷 電視業務 相關產品 Distribution | 分銷其他 電子及 相關產品 Distribution | 設計及銷售 集成電路 Design and sales of integrated circuits | 總額 Total |
|---|---|---|---|-----------------|
| Printing and manufacturing of packaging products | of television business- related products | of other electronic and related products | Design and sales of integrated circuits | Total |
| 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 |

| | | | | |
|-----------|---------|---------|--------|------------------|
| 1,122,526 | 185,478 | 272,222 | 35,608 | 1,615,834 |
| | | | | 25,284 |
| | | | | 123 |
| | | | | 1,972 |
| | | | | 377 |
| | | | | 6,459 |
| | | | | <u>1,650,049</u> |

4. 本期間除稅前溢利 本期間除稅前溢利已扣除/(計入):

4. Profit for the period before taxation Profit for the period before taxation has been arrived at after charging/(crediting):

| | | (未經審核) (Unaudited) | |
|--------------------|---|--|----------------------------------|
| | | 截至六月三十日止六個月 Six months ended 30th June, | |
| | | 二零一一年 2011 千港元 HK\$'000 | 二零一零年 2010 千港元 HK\$'000 |
| 員工成本 | Staff costs | 42,099 | 39,744 |
| 退休福利計劃供款 | Retirement benefits scheme contributions | 5,090 | 5,162 |
| 員工總成本(包括董事酬金) | Total staff costs including directors' emoluments | <u>47,189</u> | <u>44,906</u> |
| 已確認為一項開支之存貨成本 | Cost of inventories recognised as an expense | 799,618 | 744,976 |
| 物業、機器及設備之 折舊及攤銷 | Depreciation and amortisation of property, plant and equipment | 26,496 | 21,133 |
| 預付租賃付款之攤銷 | Amortisation of prepaid lease payments | 306 | 306 |
| 利息收入 | Interest income | (3,231) | (4,504) |
| | | <u>(3,231)</u> | <u>(4,504)</u> |



綜合賬目附註(續)

7. 股息

有關截至二零一一年六月三十日止六個月之中期股息每股2.3港仙已予宣派，合共約6,013,000港元。此中期財務資料並無反映此應付股息。

已宣派之中期股息
每股普通股2.3港仙
(二零一零年：2.3港仙)

Interim dividend declared of HK2.3 cents
(2010: HK2.3 cents) per ordinary share

二零一零年末期股息每股普通股8.4港仙，合共約21,962,000港元，已於二零一一年六月支付。而二零零九年末期股息每股普通股7.6港仙，合共約19,870,000港元，已於二零一零年六月支付。

8. 應收第三者貿易賬款及其他應收賬款、訂金及預付款項

本集團給予其貿易客戶之平均除賬期為30至120日。應收第三者貿易賬款及其他應收賬款、訂金及預付款項中包括應收貿易賬款結餘為504,071,000港元(二零一零年十二月三十一日：511,777,000港元)，有關此結餘之賬齡分析如下：

60日內
61-90日內
90日以上

Within 60 days
Within 61 - 90 days
More than 90 days

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

7. Dividends

An interim dividend in respect of the six months ended 30th June, 2011 of HK2.3 cents per share, totalling approximately of HK\$6,013,000 is declared. This interim financial information does not reflect such dividend payable.

(未經審核)
(Unaudited)
截至六月三十日止六個月
Six months ended 30th June,
二零一一年
2011
千港元
HK\$'000

二零一零年
2010
千港元
HK\$'000

6,013 6,013

The 2010 final dividend of HK8.4 cents per ordinary share, totalling HK\$21,962,000, was paid in June 2011. The 2009 final dividend of HK7.6 cents per ordinary share, totalling HK\$19,870,000 was paid in June 2010.

8. Trade and other receivables from third parties, deposits and prepayments

The Group allows an average credit period of 30 to 120 days to its trade customers. Included within trade and other receivables from third parties, deposits and prepayments are trade receivables balance of HK\$504,071,000 (31st December, 2010: HK\$511,777,000), the aged analysis of this balance is as follows:

(未經審核)
(Unaudited)
二零一一年
六月三十日
30th June,
2011
千港元
HK\$'000

(經審核)
(Audited)
二零一零年
十二月三十一日
31st December,
2010
千港元
HK\$'000

357,349 369,504
55,562 59,408
91,160 82,865

504,071 511,777



綜合賬目附註(續)

9. 應收非控股股東貿易賬款及其他應收賬款

本集團給予非控股股東之平均賒賬期為30至90日。應收非控股股東貿易賬款及其他應收賬款中包括應收貿易賬款結餘為71,271,000港元(二零一零年十二月三十一日: 60,910,000港元), 有關此結餘之賬齡分析如下:

| | |
|-------|-------------------|
| 60日內 | Within 60 days |
| 90日以上 | More than 90 days |

10. 應付貿易賬款及其他應付賬款

應付貿易賬款及其他應付賬款中包括應付貿易賬款結餘為145,055,000港元(二零一零年十二月三十一日: 208,499,000港元), 有關此結餘之賬齡分析如下:

| | |
|---------|---------------------|
| 60日內 | Within 60 days |
| 61-90日內 | Within 61 - 90 days |
| 90日以上 | More than 90 days |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

9. Trade and other receivables from non-controlling shareholders

The Group allows an average credit period of 30 to 90 days to non-controlling shareholders. Included within trade and other receivables from non-controlling shareholders are trade receivables balance of HK\$71,271,000 (31st December, 2010: HK\$60,910,000), the aged analysis of this balance is as follows:

| (未經審核) (Unaudited) | (經審核) (Audited) |
|---|---|
| 二零一一年 六月三十日 30th June, 2011 千港元 HK\$'000 | 二零一零年 十二月三十一日 31st December, 2010 千港元 HK\$'000 |
| 69,653 | 59,312 |
| 1,618 | 1,598 |
| <u>71,271</u> | <u>60,910</u> |

10. Trade and other payables

Included within trade and other payables are trade payables balance of HK\$145,055,000 (31st December, 2010: HK\$208,499,000), the aged analysis of this balance is as follows:

| (未經審核) (Unaudited) | (經審核) (Audited) |
|---|---|
| 二零一一年 六月三十日 30th June, 2011 千港元 HK\$'000 | 二零一零年 十二月三十一日 31st December, 2010 千港元 HK\$'000 |
| 99,262 | 167,101 |
| 25,707 | 7,398 |
| 20,086 | 34,000 |
| <u>145,055</u> | <u>208,499</u> |



綜合賬目附註(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

11. 借貸

11. Borrowings

| | | (未經審核) (Unaudited) 二零一一年 六月三十日 30th June, 2011 千港元 HK\$'000 | (經審核) (Audited) 二零一零年 十二月三十一日 31st December, 2010 千港元 HK\$'000 |
|-----------------------------|---|--|---|
| 流動負債 | Current liabilities | | |
| 銀行透支 | Bank overdraft | - | 284 |
| 銀行貸款 | Bank loans | | |
| — 一年內到期償還之銀行貸款 | — portion of bank loans due repayment within one year | 162,605 | 154,772 |
| — 一年後到期償還包含可隨時要求償還條款之定期銀行貸款 | — portion of term loans from bank due for repayment after one year which contain a repayment on demand clause | 41,773 | 37,214 |
| 信託收據貸款 | Trust receipt loans | 248,707 | 253,541 |
| 其他貸款 | Other loan | 12,000 | 5,000 |
| 借貸總額 | Total borrowings | <u>465,085</u> | <u>450,811</u> |
| 分析為： | Analysed as: | | |
| 有抵押 | Secured | 54,703 | 55,505 |
| 無抵押 | Unsecured | 410,382 | 395,306 |
| | | <u>465,085</u> | <u>450,811</u> |

於二零一一年六月三十日，本集團之借貸根據貸款協議載列之預定還款日期及撇除任何應要求償還條款影響之到期日如下：

At 30th June, 2011, the Group's borrowings were due for repayment as follows, which are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause:

| | | (未經審核) (Unaudited) 二零一一年 六月三十日 30th June, 2011 千港元 HK\$'000 | (經審核) (Audited) 二零一零年 十二月三十一日 31st December, 2010 千港元 HK\$'000 |
|-----------|---------------------------------------|--|---|
| 應償還賬面值： | Carrying amount repayable: | | |
| 應要求償還或一年內 | On demand or within one year | 423,312 | 413,597 |
| 一年後但兩年內 | After one year but within two years | 13,325 | 11,246 |
| 兩年後但五年內 | After two years but within five years | 28,448 | 25,968 |
| | | <u>465,085</u> | <u>450,811</u> |



綜合賬目附註(續)

12. 股本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

12. Share capital

| | | 股份數目 Number of shares | 金額 Amount 千港元 HK\$'000 |
|---------------|---------------------------------|--------------------------|---------------------------------|
| 每股面值0.1港元之普通股 | Ordinary shares of HK\$0.1 each | | |
| 法定： | Authorised: | | |
| 於二零一零年一月一日、 | At 1st January, 2010, | | |
| 二零一一年一月一日 | 1st January, 2011 | | |
| 及二零一一年六月三十日 | and 30th June, 2011 | <u>1,000,000,000</u> | <u>100,000</u> |
| 已發行及繳足： | Issued and fully paid: | | |
| 於二零一零年一月一日、 | At 1st January, 2010, | | |
| 二零一一年一月一日 | 1st January, 2011 | | |
| 及二零一一年六月三十日 | and 30th June, 2011 | <u>261,453,600</u> | <u>26,145</u> |

13. 資本承擔

13. Capital commitments

| | | (未經審核) (Unaudited) 二零一一年 六月三十日 30th June, 2011 千港元 HK\$'000 | (經審核) (Audited) 二零一零年 十二月三十一日 31st December, 2010 千港元 HK\$'000 |
|----------------------------|---|--|---|
| 有關收購有形資產之已訂約但未於綜合賬目撥備之資本開支 | Capital expenditure in respect of the acquisition of tangible assets contracted but not provided in the consolidated financial statements | <u>1,286</u> | <u>17,106</u> |



綜合賬目附註(續)

14. 或然負債

於簡明綜合財務狀況表結算日，本集團並無任何重大或然負債。

15. 關連人士交易

本集團於回顧期間內與關連人士進行之交易如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

14. Contingent liabilities

The Group had no significant contingent liabilities at the date of condensed consolidated statement of financial position.

15. Related party transactions

During the period under review, the Group had transactions with the related parties as follows:

| 關連人士 Related parties | 交易性質 Nature of transactions | (未經審核) (Unaudited) | |
|--|--------------------------------------|--|----------------------------------|
| | | 截至六月三十日止六個月 Six months ended 30th June, | |
| | | 二零一一年 2011 千港元 HK\$'000 | 二零一零年 2010 千港元 HK\$'000 |
| 雲南昭通卷煙廠(「雲南昭通」) 及雲南昭通之同系附屬公司 Yunnan Zhaotong Cigarette Factory ("Yunnan Zhaotong") and fellow subsidiaries of Yunnan Zhaotong | 本集團之銷售 Sales by the Group | <u>241,255</u> | <u>202,611</u> |
| 雲南省昭通市財政局 Finance Bureau of Zhaotong City, Yunnan Province | 本集團已付之租金 Rental paid by the Group | <u>57</u> | <u>57</u> |
| Oncapital Limited | 本集團已付之租金 Rental paid by the Group | <u>438</u> | <u>438</u> |

本集團與關連人士之尚未償還結餘詳情載於簡明綜合財務狀況表。

Details of the Group's outstanding balances with the related parties are set out on the condensed consolidated statement of financial position.

除上文所披露者外，在期內並無與關連人士進行其他重大交易，而於二零一一年六月三十日亦無與關連人士涉及任何重大結餘。

Save as disclosed above, there were no other significant transactions with related parties during the period or significant balances with them as at 30th June, 2011.



中期股息

董事會宣佈，於二零一一年九月二十八日向於二零一一年九月十四日名列本公司股東名冊之本公司股東（「股東」），派付截至二零一一年六月三十日止六個月之中期現金股息每股2.3港仙（二零一零年：2.3港仙）。

暫停辦理股東登記手續

本公司將於二零一一年九月十五日至二零一一年九月二十一日（包括首尾兩天）暫停辦理股東登記手續，在該期間內不會進行任何股份過戶登記。所有股份過戶文件連同有關之股票最遲須於二零一一年九月十四日下午四時正前交回本公司之香港股份過戶登記分處卓佳雅柏勤有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

管理層討論及分析

經營業績

本集團截至二零一一年六月三十日止六個月之總營業額為935,812,000港元，較二零一零年同期增加8.4%。截至二零一一年六月三十日止六個月之本公司擁有人應佔溢利維持於32,351,000港元，較二零一零年同期上升約1.7%。營業額上升乃由於本集團包裝印刷業務及電子產品分銷業務（不包括電視業務相關產品）之營業額皆增加所致。然而，由於需求較預期為低，分銷電視業務相關產品之營業額錄得下跌。行政開支亦因薪酬及勞動成本上升以及本公司於美利堅合眾國（「美國」）之附屬公司額外開支而上升約7,483,000港元。因此，與去年同期比較，本公司擁有人應佔溢利於整體上只輕微上升。

INTERIM DIVIDEND

The Board has declared the payment of an interim cash dividend of HK2.3 cents (2010: HK2.3 cents) per share for the six months ended 30th June, 2011 payable on 28th September, 2011 to shareholders of the Company (the "Shareholders") whose names appear on the Register of Members of the Company on 14th September, 2011.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 15th September, 2011 to 21st September, 2011 (both days inclusive) during which period no transfer of shares will be registered. All transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 14th September, 2011.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Operation Results

Total turnover of the Group for the six months ended 30th June, 2011 amounted to HK\$935,812,000, representing an increase of 8.4% from the corresponding period in 2010. Profit attributable to owners of the Company stood at HK\$32,351,000 for the six months ended 30th June, 2011, representing an increase of approximately 1.7% compared with the corresponding period in 2010. The increase in turnover is attributable to the increase in turnover of both package printing business and distribution business of electronic products (excluding television business-related products) of the Group. However, the distribution of television business-related products has recorded a decrease in turnover as a result of lower than expected demand. Administrative expenses also increased by approximately HK\$7,483,000 due to the rising salaries and labour costs and the additional overheads of the Company's subsidiary in the United States of America ("USA"). As a result, there was overall only a slight increase in the profit attributable to owners of the Company compared to that of the last period.



管理層討論及分析(續)

業務回顧

包裝印刷部門

包裝印刷業務於截至二零一一年六月三十日止六個月之營業額為340,724,000港元，較二零一零年同期增長18.1%。毛利率由二零一零年之33.8%下降至二零一一年約30.4%。毛利率下降是由於原材料價格及勞工成本上漲而包裝印刷產品售價相對不變所致。雖然出現下降，惟毛利率仍在30.4%之健康水平。包裝印刷業務仍為本集團之核心業務，於截至二零一一年六月三十日止六個月，該業務之毛利佔本集團毛利總額約75.9%。

卷煙包裝印刷仍為包裝印刷部門之核心產品，佔該部門營業總額超過86.0%。本集團包裝印刷業務過去多年來均可成功賺取利潤，印證了本集團之營商模式在可見未來仍然有利可圖。董事會相信，憑藉本集團與中國煙草企業之長期工作及夥伴關係、資深管理人員、強大之研究及開發能力及持續投資於領先技術及設備，本集團將可繼續在中國之國內消費市場取得回報。

由二零一一年起，中國煙草企業被強制在其業務過程中加入投標系統。猶如本集團之雲南附屬公司之廠商須於每年第一季就其業務提交標書。雲南附屬公司之投標成績美滿，年內所取得之訂單數目已超過二零一零年。此佳績顯示本集團之包裝印刷部門在中國卷煙包裝業務之優越技術及市場推廣專才。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Business Overview

Package printing division

The turnover from package printing business for the six months ended 30th June, 2011 was HK\$340,724,000, representing an increase of 18.1% from the same period of 2010. Gross profit margin decreased from 33.8% in 2010 to approximately 30.4% in 2011. The decrease in gross profit margin was a result of an increase in the prices of raw materials and labour cost but the selling prices of package printing products remained relatively unchanged. Even with the drop, the gross profit margin of 30.4% is still considered healthy. Gross profit from the package printing business, which remains the core business of the Group, accounted for approximately 75.9% of the Group's total gross profit for the six months ended 30th June, 2011.

Tobacco package printing was still the core product line of the package printing division, which accounted for over 86.0% of the total turnover of the division. The success of the Group's profitable package printing business in the past has proved that the Group's business model will remain profitable for the foreseeable future. The Board believes that, with the Group's long-term working relationship and partnerships with tobacco enterprises in the PRC, experienced management, strong research and development capability and continued investment in leading technologies and equipment, the Group will continue to reap rewards from the domestic consumption market in the PRC.

Starting in 2011, the tobacco enterprises in the PRC has mandated a tendering system for their business. Vendors like the Group's Yunnan subsidiary has to submit tenders for their business in the first quarter of each year. The result of its Yunnan subsidiary's tender was great and the subsidiary has secured orders for the year with amounts exceeding those in 2010. This result demonstrates the superior technical and marketing expertise of the Group's package printing division in the tobacco packaging business in the PRC.



管理層討論及分析 (續)

業務回顧 (續)

包裝印刷部門 (續)

本集團昆明生產中心一幢10,000平方米之新生產大樓之建設工程及一台先進之新六色柯式印刷機之安裝已在二零一零年完成，並於期內已全面運作。

董事會欣然宣佈，有關監管機關已批准本集團雲南合資企業之業務營運期伸延至二零四三年。

分銷業務

電視業務相關產品

於截至二零一一年六月三十日止六個月，電視業務相關產品 (主要包括分銷予美國客戶之液晶顯示電視機 (「液晶電視」) 及轉換器) 之分銷業務之營業額為70,653,000港元，較二零一零年同期下降31.7%。毛利率由二零一零年之2.2%上升至二零一一年之4.4%。

本集團已於二零一零年成立其美國附屬公司Kith Consumer Product Inc. (「KCPI」)，而透過其與美國主要大型零售連鎖店多年來之工作關係，成功取得該等客戶之大額訂單。於二零一零年下半年，本集團開始直接向美國主要大型零售連鎖店銷售其消費電子產品，主要為液晶電視。於截至二零一一年六月三十日止六個月，由於美國經濟不景氣，來自美國客戶之訂單少於預期。傳統上，與同年下半年相比，每年上半年屬美國消費電子產品之淡季。由於該部門銷售額較預期為少，加上KCPI之行政支出，該部門未能達到本集團預期成績。管理層預期，訂單將會於二零一一年下半年回復預期，而該部門之業績將見顯著改善。於截至二零一一年六月三十日止六個月，分銷產品之利潤率較二零一零年同期為高，故此毛利率有所上升。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Business Overview (cont'd)

Package printing division (cont'd)

The construction of the new production building of 10,000 square metres and installation of the new advanced 6-colour offset printing machine in the Group's Kunming production centre has been completed in 2010 and fully operational in the period.

The Board is pleased to announce that the extension of the business operation period of the Group's Yunnan joint venture has been granted approval for extension to the year 2043 by the relevant authorities.

Distribution business

Television business-related products

Turnover from the distribution business of television business-related products (consisting mainly of liquid crystal display television sets ("LCD TV") and converter boxes distributed to USA customers) during the six months ended 30th June, 2011 amounted to HK\$70,653,000, representing a decrease of 31.7% from the corresponding period in 2010. The gross profit margin increased from 2.2% in 2010 to 4.4% in 2011.

The Group has established its USA subsidiary, Kith Consumer Product Inc. ("KCPI"), in 2010 and through its working relationships with major USA retail chain stores in the past few years, has succeeded in getting orders from these customers. In the second half of 2010, the Group began to sell several large orders of its consumer electronic products, mainly LCD TV, directly to major retail chain stores in the USA. In the six months ended 30th June, 2011, the orders received from its USA customers were less than its expectation because of the sluggish economic conditions of the USA. Traditionally, the first half of each year is a slow season for consumer electronic products compared to the second half of the year in the USA. With the smaller than expected sales from this division and the administrative overheads of KCPI, the division did not achieve the results expectation of the Group. The management expects that orders will go up back to their expectation in the second half of 2011 and the results of this division will show marked improvement. The profit margins of the products distributed in the six months ended 30th June, 2011 were higher compared to the corresponding period in 2010 and hence the increase in the gross profit margin.



管理層討論及分析(續)

分銷業務(續)

電視業務相關產品(續)

於二零一零年八月，Apex Digital Inc. (「Apex」) 為本集團於美國分銷業務之一個主要客戶知會本集團，擬終止經營其電視產品業務。於二零一零年八月十三日，Apex拖欠本公司一間全資附屬公司僑威電子有限公司一筆約12,198,000美元(約95,144,000港元)之債項。於本報告日期，本公司已收回所有欠款。

其他電子及相關產品

於截至二零一一年六月三十日止六個月，其他電子及相關產品(主要包括向香港及中國客戶分銷之液晶面板、電腦零件及便攜式儲存裝置)之分銷業務之營業額為499,248,000港元，較二零一零年同期增長10.8%。電子產品之毛利率由2.6%輕微下降至二零一一年之2.3%。營業額增加乃由於成功市場投入以捕捉更多商機所致。

設計及銷售集成電路

本公司之非全資附屬公司微創高科有限公司(「微創高科」)乃一間專門從事設計、開發及銷售集成電路(「集成電路」)之公司。微創高科於二零一零年在中國透過生產及銷售「電子煙」之集成電路而在其業務上取得突破。於截至二零一一年六月三十日止六個月之營業額為25,187,000港元，比二零一零年同期上升21.9%。

微創高科於期內曾向一名投資者發行新股份，以換取額外營運資金。因此，本公司於微創高科之權益由63.7%減少至52.0%。

本公司擬將集成電路設計及銷售業務分拆，並已於二零一一年五月四日將分拆建議提交香港聯合交易所有限公司(「聯交所」)。聯交所已確認本公司可進行分拆程序。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Distribution business (cont'd)

Television business-related products (cont'd)

In August 2010, Apex Digital Inc. ("Apex"), a major customer of the Group's distribution business in USA, informed the Group that it had discontinued its television product business. As at 13th August, 2010, Apex owed Kith Electronics Limited, a wholly-owned subsidiary of the Company, a debt of approximately US\$12,198,000 (approximately HK\$95,144,000). As at the date of this report, the Group has recovered 100% of the debt.

Other electronic and related products

Turnover from the distribution business of other electronic and related products (consisting mainly of LCD panels, computer components and portable storage devices distributed to customers in Hong Kong and PRC) for the six months ended 30th June, 2011 amounted to HK\$499,248,000, with a 10.8% increase compared to the corresponding period in 2010. The gross profit margin of electronic products decreased slightly from 2.6% to 2.3% in 2011. The increase in turnover was due to the successful marketing efforts in capturing more business in this segment.

Design and sales of integrated circuits

Minilogic Device Corporation Limited ("Minilogic"), an indirect non-wholly owned subsidiary of the Company, is a company specialised in the design, development and sales of integrated circuits ("IC"). In 2010, Minilogic achieved a breakthrough in its business by producing and selling IC for "electronic cigarettes" in the PRC. The turnover for the six months ended 30th June, 2011, was HK\$25,187,000, an increase of 21.9% compared to the corresponding period in 2010.

During the period, Minilogic issued new shares to an investor for additional working capital. As a result, the Group's interest in Minilogic was reduced from 63.7% to 52.0%.

The Company intended to spin off the IC design and sales business and has submitted a spin-off proposal to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 4th May, 2011. The Stock Exchange has confirmed that the Company may proceed with the spin-off.



管理層討論及分析(續)

建議分拆

於二零一一年五月四日，本公司向聯交所提交分拆建議，內容有關將集成電路之設計、開發及銷售業務分拆並於聯交所創業板(「創業板」)獨立上市(「建議分拆」)。

於二零一一年六月二十二日，宏創高科集團有限公司(「宏創高科」)就已發行及將予發行之宏創高科每股面值0.1港元之普通股(「宏創高科股份」)於創業板上市及批准買賣提交申請。

宏創高科於二零一一年三月三十一日在開曼群島註冊成立為一間獲豁免公司，截至本報告日期，宏創高科為本公司一間間接全資附屬公司。於進行建議分拆前，將進行一次重組。據此，宏創高科將成為微創高科之控股公司。微創高科主要從事提供集成電路解決方案及集成電路產品設計、開發及銷售業務。

於完成建議分拆後，本公司於宏創高科之股權將被攤薄，而宏創高科亦將不再為本公司之附屬公司。

董事會相信，建議分拆將可使股東受惠，因為本公司將能以一項投資於可隨時銷售之有價證券之方式體現其於宏創高科投資之價值。

根據上市規則應用指引第15條之規定，董事會將充分顧及股東之利益，在符合若干條件下，向合資格股東提供保證配額，容許以優先申請形式認購若干數目之宏創高科股份。擬提呈供合資格股東認購之宏創高科股份數目將根據合資格股東於某特定日期持有本公司之股份數目釐定。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Proposed spin-off

On 4th May, 2011, the Company submitted a spin-off proposal to the Stock Exchange in relation to the proposed spin-off and separate listing of the design, development and sales of IC business ("Proposed Spin-off") on the Growth Enterprise Market ("GEM") of the Stock Exchange.

On 22nd June, 2011, Megalogic Technology Holdings Limited ("Megalogic") submitted an application for the listing of, and permission to deal in, the ordinary shares of Megalogic of HK\$0.1 each ("Megalogic Shares") in issue and to be issued on the GEM.

Megalogic was incorporated as an exempted company in the Cayman Islands on 31st March, 2011 and, as at the date of this report, is an indirect wholly-owned subsidiary of the Company. Prior to the Proposed Spin-off, a reorganisation will be carried out pursuant to which Megalogic will become the holding company of Minilogic. Minilogic is principally engaged in provision of IC solutions and the design, development and sales of IC products.

Upon completion of the Proposed Spin-off, the shareholding of the Company in Megalogic will be diluted and Megalogic will cease to be a subsidiary of the Company.

The Board believes that the Proposed Spin-off will be beneficial to the Shareholders as the Company will be able to realise the value of its investments in Megalogic by way of having an investment in readily marketable securities.

In accordance with the requirements of Practice Note 15 of the Listing Rules, the Board will give due regard to the interests of the Shareholders by providing qualifying Shareholders with assured entitlements to a certain number of Megalogic Shares by way of preferred application, provided that certain conditions are fulfilled. The number of Megalogic Shares to be offered for subscription by the qualifying Shareholders will be determined with reference to the number of shares of the Company held by that qualifying Shareholder as at a particular date.



管理層討論及分析(續)

建議分拆(續)

待聯交所批准建議分拆及董事會和宏創高科董事會決定進行建議分拆後，上述保證配額方可進行。上述保證配額之詳情尚未最終確定，並將適時作出公佈。

於本報告日期，聯交所尚未批准建議分拆，董事會亦尚未最終確定是否及何時進行建議分拆。

人力資源發展

於二零一一年六月三十日，本集團聘用合共約1,000名僱員。期內之僱員人數並無重大變動，而大部份僱員乃於本期間內由本集團設於中國之生產廠房所聘用。本集團已為僱員提供培訓計劃，以更新彼等之專業技能及提升彼等之發展。本集團提供具競爭力之薪酬組合及福利，包括公積金及醫療保險，以吸引、挽留及激勵僱員。

未來展望

隨著中國經濟穩步增長及生活水平日漸提升，管理層相信優質消費產品(此乃本集團之主要市場分部，主要為卷煙)之需求繼續維持穩定增長。憑藉其領先之印刷及防偽技術及於卷煙包裝印刷產品設計所累積之經驗，本集團致力於其他快速增長之高檔消費產品之包裝印刷市場建立領導地位。本集團已大舉進軍其他消費品市場，如藥品、酒類及保健食品。隨著來自中國煙草企業投標系統所得到更多訂單之令人鼓舞成績，本集團正計劃購置一台新高速滾筒凹版印刷機，進一步提高本集團之生產能力。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Proposed spin-off (cont'd)

The aforesaid assured entitlements will proceed subject to the Stock Exchange having approved the Proposed Spin-off and the Board and the board of directors of Megalogic having decided to proceed with the Proposed Spin-off. Details of such assured entitlements have not yet been finalised and will be announced in due course.

As at the date of this report, the Stock Exchange has not yet granted approval of the Proposed Spin-off and the Board has not yet finalised whether and when the Proposed Spin-off will be launched.

Human resources development

As at 30th June, 2011, the Group employed a total of approximately 1,000 employees. There was no substantial change in the number of employees during the period and most of them were hired by the Group's production plants in the PRC during the period. The Group has provided training to employees to update their expertise and enhance their development. Competitive remuneration packages and fringe benefits, including provident fund and medical insurance, are provided to attract, retain and motivate employees.

Future prospects

The management is confident that the demand for high quality consumer products, mainly tobacco, which is the major market segment of the Group, will continue to maintain steady growth with the stable economic growth and improving living standards in the PRC. With its leading edge printing and anti-counterfeit techniques and experience in tobacco package printing product design, the Group will strive to achieve a leading position in the package printing segment for other fast growing premium consumer products. The Group has already made substantial inroads into other consumer goods markets, like pharmaceutical product, wine and health food. In addition with the encouraging results of securing further orders from the tendering system of the tobacco enterprises in the PRC, the Group is planning to acquire a new rotogravure printing machine to further increase the production capacity of the Group.



管理層討論及分析(續)

未來展望(續)

管理層預期，與電視業務無關之電子產品之銷售將於年內維持穩定。電視業務相關產品部門方面，本集團正發展其自有品牌之消費電子產品，主要為液晶電視，並將於二零一一年下半年開始在美國宣傳及推廣。管理層亦預期，電視業務相關產品之銷售將於二零一一年下半年明顯恢復。

董事會相信，建議分拆若成功實行，將可提高本公司之價值，因為本公司將能較易體現其於宏創高科投資之價值。

流動資金及財政資源

本集團於截至二零一一年六月三十日維持充裕之營運資金，擁有流動資產淨值267,292,000港元(二零一零年十二月三十一日：225,008,000港元)以及銀行結餘及現金63,632,000港元(二零一零年十二月三十一日：65,074,000港元)。淨負債資產權益比率(即計息負債減現金/股東權益加非控股股東權益)於二零一一年六月三十日為44.1%，與於二零一零年十二月三十一日之44.3%大致相等。

股本結構

於本期間內，本公司之股本並無變動。

匯兌風險

包裝印刷部門之所有銷售額及購貨額均以人民幣定值，而分銷部門之大部份銷售額及購貨額則以美元或港元定值。銷售額及購貨額之貨幣互相配合，匯兌風險得以減至最低。

MANAGEMENT'S DISCUSSION AND ANALYSIS (cont'd)

Future prospects (cont'd)

The management expects that sales of electronic products not related to television business will remain steady throughout the year. As for the television business-related product division, the Group is in the process of developing the Group's own brand of consumer electronic products, mainly LCD TV, which will be promoted and marketed, starting in the second half of 2011 in the USA. The management also expects that sales of television business-related products will pick up significantly in the second half of 2011.

The Board is confident that the Proposed Spin-off, should it be successfully implemented, will enhance the value of the Company as the Company will be able to easily realise the value of its investments in Megalogic.

LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained sufficient working capital as at 30th June, 2011 with net current assets of HK\$267,292,000 (31st December, 2010: HK\$225,008,000) and bank balances and cash of HK\$63,632,000 (31st December, 2010: HK\$65,074,000). The net debt to equity ratio (Interest bearing liabilities less cash/Shareholders' equity plus non-controlling interests) was 44.1% as at 30th June, 2011, which was virtually identical to the ratio of 44.3% as at 31st December, 2010.

CAPITAL STRUCTURE

During the period, there was no change to the share capital of the Company.

EXCHANGE EXPOSURE

All sales and purchases for the package printing division are denominated in Renminbi and most of the sales and purchases for the distribution division are denominated either in USA dollar or Hong Kong dollar. Through the currency match for sales and purchases, the exposure to exchange risks is minimised.



董事於股份、相關股份及債券中擁有之權益

於二零一一年六月三十日，董事及彼等之聯繫人士於本公司(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益，或根據上市規則所載上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益如下：

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th June, 2011, the interests of the directors and their associates in the shares, underlying shares and debentures of the Company (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, were as follows:

| 董事姓名 | 身份 | 持有已發行之 普通股數目 | 佔本公司已發行 股本之百分比 |
|------------------------------------|--|---|--|
| Name of director | Capacity | Number of issued ordinary shares held | Percentage of the issued share capital of the Company |
| 許經振先生 Mr. Hui King Chun, Andrew | 以信託形式持有 Held by trust | 161,000,000 (附註) (Note) | 61.58% |
| 廖金龍先生 Mr. Liu Kam Lung | 實益持有 Beneficially held | 152,000 | 0.06% |
| | 18歲以下小童或配偶持有 Held by children under 18 or spouse | 100,000 | 0.04% |
| | | 252,000 | 0.10% |

附註：該等股份乃以一間全權信託間接全資擁有之公司 Accufit Investments Inc. 之名義登記，其受益人為許經振先生之家族成員。

Note: These shares are registered in the name of Accufit Investments Inc., a company indirectly wholly-owned by a discretionary trust, the beneficiaries of which are the family members of Mr. Hui King Chun, Andrew.

除上文所披露者外，於二零一一年六月三十日，概無董事或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30th June, 2011, as required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.



主要股東

於二零一一年六月三十日，根據本公司按照證券及期貨條例第336條所存置之主要股東登記冊顯示，除上文所披露之若干董事權益外，下列股東已知會本公司彼等於本公司之已發行股本中擁有相關權益及淡倉。

好倉

本公司每股面值0.1港元之普通股

SUBSTANTIAL SHAREHOLDERS

As at 30th June, 2011, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interest disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.1 each of the Company

| 股東名稱 | 身份 | 持有已發行之 普通股數目 | 佔本公司已發行 股本之百分比 |
|---------------------------|--------------------------------|---|--|
| Name of shareholder | Capacity | Number of issued ordinary shares held | Percentage of the issued share capital of the Company |
| Basab Inc. | 信託受益人 Beneficiary of trusts | 161,000,000 (附註) (Note) | 61.58% |
| Safeguard Trustee Limited | 信託受益人 Beneficiary of trusts | 161,000,000 (附註) (Note) | 61.58% |

附註：該等股份乃以由Basab Inc. (作為Basab Unit Trust之信託人) 全資擁有之公司Accufit Investments Inc.之名義登記。Basab Unit Trust乃由Safeguard Trustee Limited作為信託人之全權信託擁有之單位信託基金，其受益人為許經振先生之家族成員。

Note: These shares are registered in the name of Accufit Investments Inc., which is 100% owned by Basab Inc. as trustee of the Basab Unit Trust which is a unit trust owned by Safeguard Trustee Limited as trustee of a discretionary trust, the beneficiaries of which are the family members of Mr. Hui King Chun, Andrew.

除上文所披露者外，於二零一一年六月三十日，本公司並不知悉在本公司之已發行股本中擁有任何其他相關權益或淡倉。

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued capital of the Company as at 30th June, 2011.



購股權

根據本公司於二零零二年五月十五日舉行之股東週年大會，本公司採納購股權計劃（「該計劃」），該計劃之主要目的乃就特定參與者為本集團所作之貢獻向彼等提供獎勵，並將於二零一二年五月十四日屆滿。根據該計劃，董事會可向本公司所有董事（包括獨立非執行董事）及本集團任何僱員，以及董事會不時決定向曾經或可能對本集團之發展及增長作出貢獻之任何參與者授予購股權，以認購本公司股份。

期內，概無購股權獲授出。

買賣或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零一一年六月三十日止六個月期間內，概無買賣或贖回本公司之任何上市證券。

企業管治

本公司已採納上市規則附錄14所載之所有守則條文，惟下列偏離事項除外：

1. 許經振先生為本集團之創辦人及主席。本公司現時並無任何高級職員擁有「行政總裁」之職銜，而自本公司成立以來，許先生一直被視為主席兼董事總經理，並負責本公司之整體管理工作。由於董事會相信在毋須調和本公司董事會與管理層間之權力及權限平衡之情況下，此架構可確保能夠有效及以較高效率制訂及推行業務策略，故董事會日後擬保留此架構。（守則條文A.2.1條）

SHARE OPTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to the annual general meeting of the Company held on 15th May, 2002 for the primary purpose of providing incentives to selected participants for their contribution to the Group, and will expire on 14th May, 2012. Under the Scheme, the Board may grant options to all directors of the Company (including independent non-executive directors) and any employee of the Group, and any participant from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group to subscribe shares in the Company.

No share options were granted during the period.

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

During the six months period ended 30th June, 2011, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company has adopted all the Code Provisions in Appendix 14 of the Listing Rules except the following deviations:

1. Mr. Hui King Chun, Andrew is the founder and Chairman of the Group. The Company does not at present have any officer with the title "Chief Executive Officer" and Mr. Hui has assumed the role of both Chairman and Managing Director since the establishment of the Company, and is in charge of the overall management of the Company. The Board intends to maintain this structure in future as it believes that this structure can ensure efficient and effective formulation and implementation of business strategies without compromising the balance of power and authority between the Board and management of the Company. (Code Provision A.2.1)



企業管治(續)

2. 所有獨立非執行董事並無固定任期，惟須根據本公司章程細則第87(1)條於本公司之股東週年大會上輪席告退及膺選連任。(守則條文A.4.1條)

董事會將不時檢討現況，並於董事會認為適當時作出必要安排。

審核委員會

根據上市規則附錄14，董事會自一九九八年以來已成立審核委員會，審核委員會目前由三名獨立非執行董事組成。審核委員會已與管理層審閱本集團採用之會計原則及慣例，並曾就未經審核之中期賬目之財務申報事宜進行討論。

薪酬委員會

薪酬委員會成員包括執行董事許經振先生及三名獨立非執行董事吳志揚先生(委員會主席)、譚旭生先生及何樂昌先生。薪酬委員會已採納成文權責條款，並符合企業管治守則規定。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則。經向本公司董事作出查詢後，全體董事已確認於截至二零一一年六月三十日止整個六個月內，彼等均符合標準守則所載之規定標準。

承董事會命
許經振
主席

香港，二零一一年八月三十日

CORPORATE GOVERNANCE (cont'd)

2. All the independent non-executive directors are not appointed for specific term but are subject to retirement and rotation and re-election at the Company's Annual General Meeting in accordance with Article 87(1) of the Company's Bye-Laws. (Code Provision A.4.1)

The Board will review the current situation from time to time and shall make necessary arrangements when the Board considers appropriate.

AUDIT COMMITTEE

In accordance with the Appendix 14 of the Listing Rules, the Board established an Audit Committee since 1998 and the Audit Committee currently comprises three independent non-executive directors. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, and discussed the financial reporting matters in respect of the unaudited interim financial statements.

REMUNERATION COMMITTEE

The Remuneration Committee includes the executive director, Mr. Hui King Chun, Andrew, and three independent non-executive directors, Mr. Ng Chi Yeung, Simon (chairman of the committee), Mr. Tam Yuk Sang, Sammy and Mr. Ho Lok Cheong. The Remuneration Committee has adopted terms of reference, which are in line with the Corporate Governance Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30th June, 2011.

By Order of the Board
Hui King Chun, Andrew
Chairman

Hong Kong, 30th August, 2011



 **KITH HOLDINGS LIMITED**
僑威集團有限公司