

SINOMAX

Sinomax Group Limited
盛諾集團有限公司

(incorporated under the laws of the Cayman Islands with limited liability)
(根據開曼群島法例註冊成立的有限公司)

Stock Code 股份代號 : 1418



2016

Interim Report 中期報告

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

LAM Chi Fan (*Chairman of the Board*)
CHEUNG Tung (*President*)
CHEN Feng
LAM Kam Cheung (*Chief Financial Officer and Company Secretary*)
LAM Fei Man

Independent Non-Executive Directors

WONG Chi Keung
Professor LAM Sing Kwong Simon
FAN Chun Wah Andrew
ZHANG HWO Jie
WU Tak Lung

AUDIT COMMITTEE

WONG Chi Keung (*Chairman*)
Professor LAM Sing Kwong Simon
FAN Chun Wah Andrew
ZHANG HWO Jie
WU Tak Lung

NOMINATION COMMITTEE

LAM Chi Fan (*Chairman*)
WONG Chi Keung
Professor LAM Sing Kwong Simon

REMUNERATION COMMITTEE

Professor LAM Sing Kwong Simon (*Chairman*)
LAM Chi Fan
FAN Chun Wah Andrew

CORPORATE GOVERNANCE COMMITTEE

WONG Chi Keung (*Chairman*)
Professor LAM Sing Kwong Simon
FAN Chun Wah Andrew
ZHANG HWO Jie
WU Tak Lung

董事會

執行董事

林志凡 (*董事會主席*)
張棟 (*總裁*)
陳楓
林錦祥 (*首席財務官兼公司秘書*)
林斐雯

獨立非執行董事

王志強
林誠光教授
范駿華
張傑
吳德龍

審核委員會

王志強 (*主席*)
林誠光教授
范駿華
張傑
吳德龍

提名委員會

林志凡 (*主席*)
王志強
林誠光教授

薪酬委員會

林誠光教授 (*主席*)
林志凡
范駿華

企業管治委員會

王志強 (*主席*)
林誠光教授
范駿華
張傑
吳德龍

CORPORATE INFORMATION

公司資料

COMPANY SECRETARY

LAM Kam Cheung (CPA, ACCA)

AUTHORISED REPRESENTATIVES

CHEUNG Tung
LAM Kam Cheung

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Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISOR

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Level 25, One Pacific Place
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COMPLIANCE ADVISOR

Somerley Capital Limited
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Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank Limited
83 Des Voeux Road Central
Central
Hong Kong

Standard Chartered Bank (Hong Kong) Limited
15/F Standard Chartered Tower
388 Kwun Tong Road
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China CITIC Bank International Limited
61-65 Des Voeux Road Central
Central
Hong Kong

Citibank, N.A., Hong Kong
22/F Citi Tower, One Bay East
83 Hoi Bun Road
Kwun Tong
Hong Kong

公司秘書

林錦祥 (CPA, ACCA)

授權代表

張棟
林錦祥

核數師

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註冊會計師
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法律顧問

銘德律師事務所
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太古廣場一期25樓

合規顧問

新百利融資有限公司
香港
皇后大道中29號
華人行20樓

主要往來銀行

恒生銀行有限公司
香港
中環
德輔道中83號

渣打銀行(香港)有限公司
香港
觀塘道388號
渣打中心15樓

中信銀行(國際)有限公司
香港
中環
德輔道中61-65號

香港花旗銀行
香港
觀塘
海濱道83號
One Bay East, Citi Tower 22樓

CORPORATE INFORMATION

公司資料

SHARE REGISTRARS

Hong Kong branch share registrar

Tricor Investor Services Limited
Level 22 Hopewell Centre
183 Queen's Road East
Hong Kong

Cayman Islands principal share registrar and transfer office

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

REGISTERED OFFICE

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Grand Cayman KY1-1104
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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LISTING INFORMATION

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Stock Code: 1418

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股份過戶登記處

香港股份過戶登記分處

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香港
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開曼群島股份過戶登記總處

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註冊辦事處

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Cayman Islands

總部及香港主要營業地點

香港
九龍灣
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企業廣場五期 MegaBox
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2005–2007 室

上市資料

香港聯合交易所有限公司
股份代號：1418

網站

www.sinomax.com/group

投資者關係聯絡

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The board (the “**Board**”) of directors (the “**Directors**”) of Sinomax Group Limited (the “**Company**”) is pleased to present in this interim report of the unaudited results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2016 (the “**Reporting Period**”).

盛諾集團有限公司(「本公司」)董事(「董事」)會(「董事會」)於本中期報告中欣然呈報本公司及其附屬公司(「本集團」)截至2016年6月30日止六個月(「報告期間」)的未經審核業績。

BUSINESS REVIEW

業務回顧

Revenue by operating segments

按經營分部劃分的收入

For the Reporting Period, revenue of the Group increased by approximately HK\$155.2 million or approximately 11.3% to approximately HK\$1,533.8 million (for the six months ended 30 June 2015: approximately HK\$1,378.6 million).

截至報告期間，本集團的收入增長約155.2百萬港元或約11.3%至約1,533.8百萬港元(截至2015年6月30日止六個月：約1,378.6百萬港元)。

In the past, the Group reported its segment under Export Sales, Retail and Corporate Sale and Polyurethane Foam Sales. However, as our business continues to expand and we have production facilities in the United States of America (the “**US**”) as well as in the People’s Republic of China (the “**PRC**”) (other than Hong Kong and Macau) the previous presentation may not be adequate to reflect our business. Since we will concentrate our business on different geographical markets, we will report the segment results of the respective sales in different geographical markets. The segment results during the Reporting Period were as follows:

過去，本集團按出口銷售、零售及公司銷售及聚氨酯泡沫銷售呈報分部。然而，由於業務持續擴張及我們於美國(「美國」)及中華人民共和國(「中國」，不包括香港及澳門)均有生產設施，故先前的呈列方式不一定能全面反映業務。由於我們將專注於不同地區市場的業務，我們將報告不同地區市場分部業績各自的銷售額。報告期間的分部業績列載如下：

		For the six months ended 30 June		
		截至6月30日止六個月		
		2016	2015	Changes
		2016年	2015年	增幅
		HK\$'000	HK\$'000	%
		千港元	千港元	%
China Market	中國市場	778,633	784,763	-0.8%
North American Market	北美市場	687,200	571,696	+20.2%
Europe and other overseas Markets	歐洲及其他海外市場	68,003	22,131	+207.3%
Total	總計	1,533,836	1,378,590	+11.3%

The consumer demand in China market was generally weak. The sales in this region decreased by approximately 0.8% due to the decrease in sales through traditional retail channels and the decrease in corporate customer sales. However, sales from e-commerce channel and foam increased as we have more production and distribution networks in China.

中國市場消費需求普遍疲弱。由於通過傳統零售渠道所作銷售減少和企業客戶銷售減少，該區銷售下降約0.8%。然而，由於我們於中國的生產及分銷網絡增多，故來自電子商務渠道的銷售及聚氨酯泡沫銷售有所增加。

Sales to North American market recorded an approximately 20.2% growth during the Reporting Period. With the setting up of the production facilities in the US, we were able to co-operate with several new customers in the US to increase sales in this region.

向北美市場的銷售於報告期間錄得約20.2%增長。於美國設立生產設施後，我們能夠與美國的多名新客戶合作，增加該區域的銷售額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Though the general economy in Europe and other overseas markets were weak, we were able to achieve a sales growth of approximately 207.3% by selling newly-innovated products.

Gross profit

With an increase of approximately 11.3% in the Group's revenue, gross profit (the "GP") increased by approximately HK\$25.4 million or 6.5% to approximately HK\$418.4 million during the Reporting Period as compared to approximately HK\$393.0 million for the corresponding period last year. The GP margin decreased by 1.2% from approximately 28.5% to approximately 27.3% as compared with the corresponding period last year. During the Reporting Period, several products were sold at a relatively lower margin to attract new customers. In addition, the new manufacturing facility in the US started the trial run of production and cost of approximately HK\$8.0 million was incurred during the Reporting Period.

Costs and expenses

Selling and distribution costs for the Reporting Period increased by approximately HK\$45.2 million or approximately 26.4% to approximately HK\$216.4 million, as compared to approximately HK\$171.2 million for the six months ended 30 June 2015. The increase was mainly due to the increase in warehouse and transportation expenses that were incurred to better serve our customers in the PRC and in the US. Staff costs increased as we recruited more sales staff to strengthen sales force in the US. In addition, advertising expenses and royalty fee also increased which were in line with the sales growth.

Administrative expenses for the Reporting Period increased by approximately HK\$20.7 million or approximately 28.6% to approximately HK\$93.2 million, as compared to approximately HK\$72.5 million for the six months ended 30 June 2015. The increase was mainly due to the increase in staff cost for newly acquired subsidiaries during the Reporting Period.

Other expenses mainly consisted of research and development expenses which increased from approximately HK\$23.2 million for the six months ended 30 June 2015 to approximately HK\$29.8 million for the Reporting Period as the Group has devoted much more resources on improving and developing more foam features to meet increasing customers' needs.

雖然歐洲及其他海外市場的整體經濟衰弱，但我們通過銷售創新產品得以取得約207.3%的銷售增長。

毛利

由於本集團的收入增長約11.3%，報告期間毛利（「毛利」）增長約25.4百萬港元或6.5%至約418.4百萬港元，而去年同期則為約393.0百萬港元。毛利率由去年同期的約28.5%減少1.2%至約27.3%。報告期間內，多項產品按較低的毛利率出售，以吸引新客戶。此外，美國新建生產設施已投入試產及於報告期間內產生成本約8.0百萬港元。

成本及開支

於報告期間內，銷售及分銷成本從截至2015年6月30日止六個月的約171.2百萬港元增長約45.2百萬港元或約26.4%至約216.4百萬港元。該增長主要由於為更好地服務中國及美國客戶而產生的倉庫及運輸開支增加所致。由於我們聘請更多銷售人員以加強美國的銷售團隊，故員工成本增加。此外，廣告開支及版權費亦增加，此與銷售增幅相符。

於報告期間內，行政開支從截至2015年6月30日止六個月的約72.5百萬港元增長約20.7百萬港元或約28.6%至約93.2百萬港元。此增長主要由於報告期間內收購新附屬公司導致員工成本增加所致。

其他開支主要包括研發開支，由截至2015年6月30日止六個月約23.2百萬港元增加至報告期間內約29.8百萬港元，乃因本集團改進及開發更多具特色的聚氨酯泡沫以滿足客戶與日俱增的需求而投入更多資源所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Profit for the Period

As disclosed in the paragraph headed “Material Acquisitions and Disposals” in this report below, the Company acquired Dormeo North America, LLC (“Dormeo”) as an associated company in September 2015 and further acquired additional membership interest as a non-wholly owned subsidiary in April 2016. We shared a loss of HK\$8.3 million during January to March 2016 and recorded an operating loss of HK\$10.0 million during April to June 2016. After taking into account for the net loss on the derecognition of an associate of HK\$13.5 million, profit for the period decreased by approximately HK\$56.7 million or 57.5% to approximately HK\$41.8 million, as compared to approximately HK\$98.5 million for the six months ended 30 June 2015.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

The financial position of the Group was healthy as at 30 June 2016. As at 30 June 2016, the Group had net current assets of approximately HK\$511.9 million, as compared to approximately HK\$671.2 million as at 31 December 2015.

Bank balances and cash decreased by approximately HK\$48.3 million or 14.7% to approximately HK\$280.5 million compared to HK\$328.8 million as at 31 December 2015, meanwhile the inventory level increased by approximately HK\$155.6 million or 52.1% to approximately HK\$454.3 million in order to cope with the increasing demand of several large customers in the coming months.

Borrowings and pledge of assets

As at 30 June 2016, the Group had banking facilities amounting to approximately HK\$1,440.1 million of which approximately HK\$422.2 million was utilized (31 December 2015: banking facilities amounting to approximately HK\$1,251.8 million of which approximately HK\$220.0 million was utilized) (which amount includes bank borrowings and bills payables). As at 30 June 2016, the Group’s bank and other borrowings amounting to approximately HK\$124.9 million (as at 31 December 2015: approximately HK\$38.8 million) was denominated in United States Dollar (“US\$”) and approximately HK\$52.0 million (as at 31 December 2015: approximately HK\$16.9 million) was denominated in Renminbi. The rest of the bank and other borrowings were denominated in Hong Kong Dollar.

期間溢利

誠如本報告下文「重大收購及出售」一段所披露，本公司於2015年9月收購Dormeo North America, LLC (「Dormeo」) 為聯營公司及進一步於2016年4月收購Dormeo的額外股權為一間非全資附屬公司。我們分佔2016年1月至3月的虧損8.3百萬港元及於2016年4月至6月錄得經營虧損10.0百萬港元。經計及終止確認一間聯營公司的虧損淨額13.5百萬港元後，期間溢利減少約56.7百萬港元或57.5%至約41.8百萬港元，而截至2015年6月30日止六個月則為約98.5百萬港元。

流動資金、財務及資本資源

本集團於2016年6月30日的財務狀況穩健。於2016年6月30日，本集團的流動資產淨值約為511.9百萬港元，而於2015年12月31日則約為671.2百萬港元。

銀行結餘及現金較截至2015年12月31日的328.8百萬港元減少約48.3百萬港元或14.7%，至約280.5百萬港元，同時，為應付在未來數月幾個大客戶的需求增加，存貨水平增加約155.6百萬港元或52.1%，至約454.3百萬港元。

借款及抵押資產

於2016年6月30日，本集團的銀行融資約為1,440.1百萬港元，其中約422.2百萬港元已動用(2015年12月31日：銀行融資約為1,251.8百萬港元，其中約220.0百萬港元已動用)(該金額包括銀行借款及應付票據)。於2016年6月30日，本集團的銀行及其他借款約為124.9百萬港元(2015年12月31日：約38.8百萬港元)乃以美元(「美元」)計值，約52.0百萬港元(2015年12月31日：約16.9百萬港元)乃以人民幣計值。其餘銀行及其他借款乃以港元計值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The following assets were pledged by the Group to certain banks to secure general banking facilities granted to the Group.

下列資產已由本集團抵押予若干銀行，以獲得授予本集團之一般銀行融資。

		At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Buildings	樓宇	78,163	–
Investment properties	投資物業	61,103	–
Prepaid lease payments	預付租賃款項	48,510	–
Pledged bank deposits	已抵押銀行存款	7,284	8,513
		195,060	8,513

Capital expenditure

The Group's capital expenditure for the Reporting Period amounted to approximately HK\$120.4 million mainly for the purchase of the Group's plant and machinery (31 December 2015: HK\$86.1 million).

資本開支

報告期間本集團的資本開支約為120.4百萬港元(2015年12月31日：86.1百萬港元)，主要用於購買本集團的設備及機器。

Financial ratios

財務比率

		At 30 June 2016 於2016年 6月30日	At 31 December 2015 於2015年 12月31日
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	145.2%	195.5%
Quick ratio ⁽²⁾	速動比率 ⁽²⁾	105.1%	153.0%
Gearing ratio ⁽³⁾	資產負債比率 ⁽³⁾	30.6%	14.6%
Debt to equity ratio ⁽⁴⁾	債務對權益比率 ⁽⁴⁾	7.4%	N/A

(1) Current ratio is equal to current assets divided by current liabilities.

(1) 流動比率按流動資產除以流動負債計算。

(2) Quick ratio is equal to current assets less inventories and divided by current liabilities.

(2) 速動比率按流動資產減存貨除以流動負債計算。

(3) Gearing ratio is derived by dividing interest-bearing debt incurred in the ordinary course of business by total equity.

(3) 資產負債比率通過日常業務過程中產生的計息債務除以權益總額而得出。

(4) Debt to equity ratio is calculated by dividing net debt by total equity. Net debt is defined to include all borrowings net of cash and cash equivalents.

(4) 債務對權益比率按債務淨額除以權益總額計算。債務淨額被界定為包括所有借款扣除現金及現金等價物。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FOREIGN CURRENCY EXPOSURE

The Group carries on business mainly in Hong Kong, the PRC and the US. The Group is exposed to foreign exchange risk principally in Renminbi which can be largely offset by its revenue and expenditure in the PRC. The Group does not expect any appreciation or depreciation of the Hong Kong Dollar against Renminbi which could materially affect the Group's results of operations, and therefore no hedging instrument has been employed. It should be noted that though the portion during the Reporting Period was small, revenue denominated in Euro increased significantly. The Group will closely monitor the trends of the Renminbi as well as Euro and take appropriate measures to deal with the foreign exchange exposure if necessary.

TREASURY POLICY AND MARKET RISKS

The Group has a treasury policy that aims at better controlling its treasury operations and lowering borrowing cost. Such treasury policy requires the Group to maintain an adequate level of cash and cash equivalents, and sufficient available banking facilities to finance the Group's daily operations and to address short term funding needs. The Group reviews and evaluates its treasury policy from time to time to ensure its adequacy and effectiveness.

PROSPECTS

The set up of the new production facility in the US enables the Group to better serve the needs of a bigger variety of customers in different market segments. This is a correct investment made by the Group as evidenced by the increase in the number of new customers and sales amount.

We are now installing the Phase II equipment in the US factory. The US factory is expected to be completed in early 2017. By that time, we can produce polyurethane foam as well as the end consumer health products to capture different market segments in North America. The shortening in the lead time between production and delivery enables us to better serve our customers.

外匯風險

本集團主要在香港、中國及美國經營業務。本集團於中國主要面對人民幣的外匯風險，而此種風險基本可做到收支相抵。本集團預期港幣兌人民幣升值或貶值不會對本集團的經營業績產生任何重大影響，因而並無採用任何對沖工具。雖然報告期內所佔部分微少，但以歐元計值的收益大幅增加。本集團將會密切留意人民幣以及歐元走勢，必要時將採取適當的措施以應對外匯風險。

庫務政策及市場風險

本集團設有庫務政策，旨在更有效地控制其庫務運作及降低借貸成本。該等庫務政策要求本集團維持足夠水平的現金及現金等價物，以及充分的可動用銀行融資，以撥付本集團日常營運及應付短期資金需要。本集團不時檢討及評價庫務政策，以確保其充足及有效程度。

前景

在美國建立新生產設施使本集團可更準確地服務不同市場分部更多元化的客戶需求。這是本集團作出的正確投資，新客戶數目及銷售額上升均是確證。

我們現正於美國廠房裝設第二期設備。預期將於2017年初完成美國廠房。屆時，我們可生產聚氨酯泡沫以及終端客戶健康產品，從而佔有北美市場不同市場分部。縮短生產至交貨的所需時間使我們為客戶提供更好的服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group offers a wide range of health and household products in China under its flagship brand “SINOMAX”. The Group will further enhance brand management through various marketing activities to reinforce brand recognition and to enhance the image of health, relaxation and comfort of the “SINOMAX” brand. During the Reporting Period, two Sinomax Life Stores were opened. The Group will continue to promote its brands and products to corporate customers so as to increase its corporate sales. The Group is also expanding e-commerce sales channels to promote and distribute its products. During the Reporting Period, e-commerce sales of the Group recorded a substantial growth of approximately HK\$9.4 million or 89.5% to approximately HK\$19.9 million, as compared to approximately HK\$10.5 million for the corresponding period last year.

As the sales growth for Europe and other overseas markets is significant, we will devote more resources to explore more business opportunities in these regions.

The Group will continue to upgrade its machinery so as to improve the production efficiency and increase the products competitiveness in the market. The Group will continue to devote more resources on research and development to develop more innovative products and to enhance its product features.

The Group plans to continue to achieve a growth in its business by exploring attractive acquisition and collaboration opportunities that are compatible with its business vision. As disclosed in the paragraph headed “Material Acquisitions and Disposals” below in this report, the Group acquired Chengdu Xingang Sponge Co., Ltd and Dormeo during the Reporting Period.

Going forward, the Group will continue to look for strategic acquisition and business opportunities to expand its share in the markets.

本集團以旗艦品牌「SINOMAX」在中國提供多項保健及家居產品。本集團將藉多項市場營銷活動進一步提升品牌管理，以加強品牌認知度以及提升「SINOMAX」品牌的「健康、放鬆及舒適」形象。於報告期間內，我們開設兩家「賽諾生活館」。本集團將持續向企業客戶推廣其品牌及產品，以增加企業銷售。本集團亦擴大電子商務銷售渠道，以宣傳及分銷其產品。於報告期間內，本集團的電子商務銷售大幅增長約9.4百萬港元或89.5%至約19.9百萬港元，而去年同期約為10.5百萬港元。

由於歐洲及其他海外市場的銷售增長顯著，我們將於該等地區投放更多資源，以發掘更多商機。

本集團將繼續對有關機器進行升級，以改善生產效率及提高市場上的產品競爭力。本集團亦會將更多資源投入研發以開發更多創新產品及提高其產品性能。

本集團計劃通過發掘具有吸引力並能與我們的業務相配合的收購及合作機遇繼續促成業務增長。誠如本報告下文「重大收購及出售」一段披露，本集團於報告期間內收購成都新港海綿有限公司及Dormeo。

展望未來，本集團將持續物色策略收購及業務商機，以擴大市場份額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

MATERIAL ACQUISITIONS AND DISPOSALS

(a) Acquisition of Chengdu Xingang Sponge Co., Ltd.

On 19 February 2016, an indirectly wholly-owned subsidiary of the Company entered into an acquisition agreement (the “**Acquisition Agreement**”) with Mr. Liu Jiaming, an independent third party of the Group. Pursuant to the Acquisition Agreement, the Group conditionally agreed to acquire and Mr. Liu Jiaming agreed to sell 51% of the equity interest in Chengdu Xingang Sponge Co., Ltd. (成都新港海綿有限公司) (“**Chengdu Xingang**”), a company established in the PRC with limited liability, and is principally engaged in the manufacturing and sales of polyurethane foam, sales of decorative materials, sofa materials, cloth materials and mattress materials. The cash consideration of the acquisition is RMB81,740,000 (equivalent to approximately HK\$97,948,000). The acquisition was completed on 1 March 2016.

Acquisition-related costs amounting to HK\$390,000 that related to the above acquisition have been excluded from the cost of acquisition and have been recognised as an expense in the Reporting Period, included in “other expenses” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

(b) Step acquisition of Dormeo North America, LLC

On 9 September 2015, a wholly-owned subsidiary of the Company entered into a first securities purchase agreement (the “**First Purchase Agreement**”) with, among others, Dormeo North America, LLC, a company formed as a limited liability company pursuant to the Delaware Limited Liability Company Act, to acquire 36.5% of all of the membership interest in Dormeo at an aggregate cash consideration of US\$10,000,000 (equivalent to HK\$77,500,000). Pursuant to the First Purchase Agreement, the Group’s membership interest in Dormeo is initially set at 36.5%, but will be automatically reduced to 25% at 31 December 2017 if certain performance warranties given by the investee and its parent company are met (“**Possible Reduction**”).

重大收購及出售

(a) 收購成都新港海綿有限公司

於2016年2月19日，本公司一間間接全資附屬公司與劉家明先生（本集團的獨立第三方）訂立收購協議（「**收購協議**」）。根據收購協議，本集團有條件收購及劉家明先生同意出售成都新港海綿有限公司（「**成都新港**」）51%股權，成都新港為於中國成立的有限公司，主要從事生產及銷售聚氨酯泡沫以及銷售裝飾物料、沙發物料、布料及床褥物料業務。收購事項的現金代價為人民幣81,740,000元（相當於約97,948,000港元）。收購事項於2016年3月1日完成。

收購相關成本390,000港元與上述收購有關，已從收購成本中除開，並於報告期間確認為開支，計入簡明綜合損益及其他全面收益表內的「其他開支」項目。

(b) 分階段收購 Dormeo North America, LLC

於2015年9月9日，本公司全資附屬公司與（其中包括）Dormeo North America, LLC（一間根據特拉華州有限公司法成立的有限責任公司）訂立首份證券購買協議（「**首份購買協議**」），以現金總代價10,000,000美元（相當於77,500,000港元）收購Dormeo 36.5%之股東權益。根據首份購買協議，本集團於Dormeo的股東權益最初定為36.5%，但倘被投資方及其母公司給出之若干履約保證獲實現，則將於2017年12月31日自動削減至25%（「**可能削減**」）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

On 11 April 2016, a wholly-owned subsidiary of the Company entered into an second securities purchase agreement (the **“Second Purchase Agreement”**) with, among others, Dormeo, to increase the Group’s ownership in Dormeo by an additional 14.81% and to waive the Possible Reduction pursuant to First Purchase Agreement for a cash consideration of US\$2,500,000 (equivalent to HK\$19,375,000) by way of capital injection to Dormeo.

The acquisition was completed on 12 April 2016. Together with the 25% membership interest previously held by the Group and the 11.5% membership interest gain on the waiver of Possible Reduction, the Group is able to exercise control over Dormeo and Dormeo became a 51.31% subsidiary of the Company from that date.

Dormeo is principally engaged in the business of selling pillows, mattresses and related bedding accessories and other consumer products in North America.

The Group recognised a net loss of approximately of HK\$13,524,000 as a result of the re-measurement of membership interests in Dormeo previously held and the derivative financial assets related to membership interests in Dormeo upon waiver of Possible Reduction. The net loss is included in “Net loss on derecognition of an associate” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

Acquisition-related costs amounting to approximately HK\$286,000 that related to the above acquisition have been excluded from the cost of acquisition and have been recognised as an expense in the Reporting Period, included in “other expenses” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the paragraph above headed “Prospects” in this report, the Group does not have other plans for material investments or capital assets.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Reporting Period.

於2016年4月11日，本公司一間全資附屬公司與（其中包括）Dormeo訂立第二份證券購買協議（「第二份購買協議」），以向Dormeo注資的方式增加本集團於Dormeo的額外擁有權14.81%及豁免首份購買協議下的可能削減，現金代價為2,500,000美元（相當於19,375,000港元）。

收購事項於2016年4月12日完成。連同本集團先前持有的25%股權及豁免可能削減後得到的11.5%股權，自該日起，本集團擁有對Dormeo的控制權及Dormeo成為本公司擁有51.31%權益的附屬公司。

Dormeo主要從事於北美洲銷售枕頭、床墊及相關床品配件以及其他商品業務。

本集團因重新計量先前所持有的Dormeo股權及豁免可能削減後有關Dormeo股權的衍生金融資產而確認虧損淨額約13,524,000港元。虧損淨額已計入簡明綜合損益及其他全面收益表的「終止確認一間聯營公司的虧損淨額」項目。

收購相關成本約286,000港元與上述收購有關，已從收購成本中除開，並於報告期內確認為開支，計入簡明綜合損益及其他全面收益表內的「其他開支」項目。

重大投資或資本資產的日後計劃

除本報告上文「前景」一段披露者外，本集團並無有關重大投資或資本資產的其他計劃。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於報告期間概無購買、出售或贖回本公司任何上市證券。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK0.6 cent (2015 interim dividend: HK1.5 cents) per share. The interim dividend will be distributed on 15 September 2016 to the Shareholders whose names appear on the Company's register of members as at the close of business on 8 September 2016.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 6 September to 8 September 2016, both days inclusive. During this period, no transfer of shares will be registered. In order to qualify for the entitlement to the interim dividends, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on 5 September 2016.

EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2016, the employee headcount of the Group was 3,432 (30 June 2015: 2,956) and the total staff costs, including Directors' remuneration and share option expenses, amounted to approximately HK\$176.3 million for the Reporting Period (for the six months ended 30 June 2015: approximately HK\$131.7 million). The significant increase in staff costs was primarily due to salary increment, increase in social insurance contributions and housing provident fund and share option expenses.

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees including housing and travel allowances depending on their grade and ranking within the Group. The Group also maintains medical insurance for the benefit of its employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation. The Group also operates an employee incentive scheme pursuant to which rewards take the form of promotions, salary raises and monetary bonuses, and a share option scheme.

中期股息

董事會決議宣派中期股息每股0.6港仙(2015年中期股息：1.5港仙)。中期股息將於2016年9月15日派付予於2016年9月8日營業時間結束時名列本公司股東名冊的股東。

暫停辦理股份過戶登記手續

本公司將於2016年9月6日至9月8日(包括首尾兩日)暫停辦理股份過戶登記手續，期間不會進行股份過戶登記。為符合資格收取中期股息，所有填妥的股份過戶表格連同有關股票必須於2016年9月5日下午四時三十分前交回本公司香港股份過戶登記分處卓佳證券登記有限公司登記，地址為香港皇后大道東183號合和中心22樓。

僱員及薪酬政策

於2016年6月30日，本集團僱員總數為3,432人(2015年6月30日：2,956人)，報告期間員工總成本(包括董事酬金及購股權開支)約為176.3百萬港元(截至2015年6月30日止六個月：約131.7百萬港元)。員工成本大幅增長主要由於工資增長以及社保供款、住房公積金及購股權開支增長所致。

本集團為僱員提供符合行業慣例並具競爭力的薪酬待遇及各種福利，包括視乎其在本集團內的級別和等級享有住房及差旅津貼。本集團亦為僱員的利益投購醫療保險。本集團為所有新僱員進行入職培訓，並在彼等受僱期間不時提供持續培訓。所提供培訓的性質取決於彼等具體的工作領域。本集團亦實行僱員獎勵計劃，獎勵將以晉升、加薪及獎金以及購股權計劃方式作出。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表之審閱報告



TO THE BOARD OF DIRECTORS OF SINOMAX GROUP LIMITED

盛諾集團有限公司

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Sinomax Group Limited (the "Company") and its subsidiaries (collectively referred as the "Group") set out on pages 16 to 51, which comprises the condensed consolidated statement of financial position as of 30 June 2016 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致盛諾集團有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

吾等已審閱第16至第51頁所載的盛諾集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的簡明綜合財務報表，包括於2016年6月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表及若干解釋附註。香港聯合交易所有限公司主板證券上市規則規定，中期財務資料報告須按其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製。貴公司董事負責按照香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等之責任在於根據受聘之協定條款審閱該等簡明綜合財務報表，並就此達成結論，並僅向閣下全體匯報，而不作任何其他用途。吾等不就本報告之內容向任何其他人士承擔或負上任何責任。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表之審閱報告

SCOPE OF REVIEW

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

CONCLUSION

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

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

22 August 2016

審閱範圍

吾等根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體之獨立核數師審閱中期財務資料」進行審閱。該等簡明綜合財務報表之審閱包括詢問（主要對負責財務及會計事務之人士），以及採納分析及其他審閱程序。審閱之範圍遠小於根據香港審核準則進行之審核，故吾等無法確保吾等已知悉可能通過審核辨別之所有重要事項。因此，吾等並不發表審核意見。

結論

基於吾等之審閱，吾等並無注意到任何事宜可引起吾等相信簡明綜合財務報表並非在所有重大方面按照香港會計準則第34號編製。

德勤•關黃陳方會計師行

執業會計師

香港

2016年8月22日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 JUNE 2016

截至2016年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
		NOTES 附註	
Revenue	收入	3	1,533,836
Cost of sales	銷售成本		1,378,590
Gross profit	毛利		(1,115,419)
Other income	其他收入		393,033
Other gains and losses	其他收益及虧損		16,566
Selling and distribution costs	銷售及分銷成本		21,254
Administrative expenses	行政開支		1,524
Share of loss of an associate	應佔一間聯營公司之虧損		(2,549)
Net loss on derecognition of an associate	終止確認一間聯營公司的虧損淨額		(216,439)
Finance costs	財務成本		(171,210)
Other expenses	其他開支		(93,223)
Profit before taxation	除稅前溢利		(72,493)
Income tax expenses	所得稅開支	4	(8,304)
Profit for the period	期內溢利	5	(13,524)
Other comprehensive (expenses) income that may be reclassified subsequently to profit or loss	其後可能重新分類至損益的 其他全面(開支)收入		
Exchange difference arising on translation of foreign operations	換算海外業務產生的匯兌差額		-
Total comprehensive income for the period	期內全面收入總額		(42,613)
Profit for the period attributable to:	下列人士應佔期內溢利：		129,358
Owners of the Company	本公司擁有人		57,293
Non-controlling interests	非控股權益		(15,494)
			41,799
Total comprehensive income for the period attributable to:	下列人士應佔期內全面收入總額：		98,457
Owners of the Company	本公司擁有人		27,563
Non-controlling interests	非控股權益		98,470
			26,658
			905
			27,563
Earnings per share	每股盈利	7	
— Basic	— 基本		HK2.28 cents 港仙
— Diluted	— 攤薄		HK5.65 cents 港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

AT 30 JUNE 2016
於2016年6月30日

			At 30 June 2016 於2016年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元 (audited) (經審核)
		NOTES 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	326,723	211,904
Investment properties	投資物業	8	88,432	28,676
Prepaid lease payments	預付租賃款項		68,636	21,989
Deposits paid for acquisition of property, plant and equipment	就收購物業、廠房及設備支付的按金		141,823	61,893
Goodwill	商譽	19(a) & (b)	57,222	-
Intangible assets	無形資產	19(b)	146,683	-
Interest in an associate	於聯營公司的權益		-	71,569
Rental deposits	租金按金		23,582	19,764
Deferred tax assets	遞延稅項資產		40,416	19,937
			893,517	435,732
CURRENT ASSETS	流動資產			
Inventories	存貨		454,263	298,707
Prepaid lease payments	預付租賃款項		1,689	580
Trade and other receivables	貿易及其他應收款項	9	811,886	613,406
Bills receivables	應收票據	10	18,457	22,485
Tax recoverable	可收回稅項		29,324	17,841
Pledged bank deposits	已抵押銀行存款		7,284	8,513
Fixed bank deposits	固定銀行存款		41,342	57,118
Structured bank deposits	結構性銀行存款		-	26,539
Bank balances and cash	銀行結餘及現金		280,483	328,790
			1,644,728	1,373,979
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	11	589,746	367,557
Bills payables	應付票據	12	69,287	59,493
Dividend payable	應付股息		43,750	-
Taxation payable	應付稅項		122,012	115,184
Bank and other borrowings	銀行及其他借款	13	308,063	160,541
			1,132,858	702,775
NET CURRENT ASSETS	流動資產淨額		511,870	671,204
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,405,387	1,106,936
NON-CURRENT LIABILITIES	非流動負債			
Bank and other borrowings	銀行及其他借款	13	62,080	-
Deferred tax liabilities	遞延稅項負債		132,889	10,247
			194,969	10,247
NET ASSETS	資產淨值		1,210,418	1,096,689
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	14	175,000	175,000
Reserves	儲備		867,717	883,352
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,042,717	1,058,352
Non-controlling interests	非控股權益		167,701	38,337
TOTAL EQUITY	權益總額		1,210,418	1,096,689

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2016

截至2016年6月30日止六個月

		Equity attributable to owners of the Company										
		本公司擁有人應佔股權										
		Share capital	Share premium	Merger reserve	Statutory reserve	Capital reserve	Share option reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	合併儲備	法定儲備	資本儲備	購股權儲備	匯兌儲備	保留溢利	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note)									
			(附註)									
At 1 January 2015 (audited)	於2015年1月1日(經審核)	165,000	312,677	(403,835)	8,514	1,510	7,430	41,729	743,295	876,320	36,793	913,113
Exchange difference arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	41	-	41	(28)	13
Profit for the period	期內溢利	-	-	-	-	-	-	-	94,555	94,555	3,902	98,457
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	41	94,555	94,596	3,874	98,470
Dividend recognised as distribution (note 6)	確認為分派股息(附註6)	-	-	-	-	-	-	-	(43,750)	(43,750)	(1,360)	(45,110)
Issue of shares	發行股份	10,000	96,000	-	-	-	-	-	-	106,000	-	106,000
Issue share expenses	發行股份開支	-	(4,157)	-	-	-	-	-	-	(4,157)	-	(4,157)
Recognition of share option expenses	確認購股權開支	-	-	-	-	-	2,078	-	-	2,078	-	2,078
At 30 June 2015 (unaudited)	於2015年6月30日(未經審核)	175,000	404,520	(403,835)	8,514	1,510	9,508	41,770	794,100	1,031,087	39,307	1,070,394
At 1 January 2016 (audited)	於2016年1月1日(經審核)	175,000	404,520	(403,835)	10,372	1,510	11,238	15,436	844,111	1,058,352	38,337	1,096,689
Exchange difference arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	(13,251)	-	(13,251)	(985)	(14,236)
Profit for the period	期內溢利	-	-	-	-	-	-	-	39,909	39,909	1,890	41,799
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	(13,251)	39,909	26,658	905	27,563
Dividend recognised as distribution (note 6)	確認為分派股息(附註6)	-	-	-	-	-	-	-	(43,750)	(43,750)	-	(43,750)
Recognition of share option expenses	確認購股權開支	-	-	-	-	-	1,457	-	-	1,457	-	1,457
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	105,086	105,086
Capital contribution to a subsidiary	注資附屬公司	-	-	-	-	-	-	-	-	-	23,373	23,373
Transfer	轉撥	-	-	-	2,249	-	-	-	(2,249)	-	-	-
At 30 June 2016 (unaudited)	於2016年6月30日(未經審核)	175,000	404,520	(403,835)	12,621	1,510	12,695	2,185	838,021	1,042,717	167,701	1,210,418

Note: The merger reserve represents the difference between the total equity of the subsidiaries (which were transferred from the ultimate controlling shareholders of the entities comprising the Group immediately before the completion of the group reorganisation (the "Individual Shareholders") to Treasure Range Holdings Limited ("Treasure Range"), a wholly owned subsidiary of the Company) attributable to the owners of the Company and the aggregated share capital of the relevant subsidiaries pursuant to the group reorganisation where the transfer of the relevant subsidiaries to Treasure Range as satisfied by issue of new shares from Treasure Range to the Company and from the Company to Sinomax Enterprises Limited, the immediate and ultimate holding company of the Company.

附註：合併儲備乃指根據集團重組本公司擁有人應佔該等附屬公司的權益總額(由緊接完成集團重組前本集團旗下實體的最終控股股東(「個別股東」)向本公司全資附屬公司Treasure Range Holdings Limited(「Treasure Range」)轉讓)與相關附屬公司股本總額的差額。向Treasure Range轉讓相關附屬公司的代價乃透過Treasure Range向本公司發行新股份及本公司向本公司直接及最終控股公司聖諾盟企業有限公司發行新股份的方式支付。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2016
截至2016年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
	NOTE 附註		
Net cash (used in) from operating activities	經營活動(動用)產生現金淨額	(56,744)	218,489
Net cash used in investing activities	投資活動所用現金淨額		
Payments for property, plant and equipment	支付物業、廠房及設備款項	(120,350)	(15,586)
Acquisition of subsidiaries	收購附屬公司	(55,076)	(43,186)
Withdrawal of structured bank deposits	提取結構性銀行存款	25,975	25,212
Capital injection from non-controlling interests of a subsidiary	非控股權益注資附屬公司	23,373	-
Withdrawal of fixed bank deposit	提取定期銀行存款	14,562	-
Interest received	已收利息	733	2,252
Placement of structured bank deposits	存放結構性銀行存款	-	(68,073)
Other investing cash flows	其他投資現金流量	1,048	(1,104)
		(109,735)	(100,485)
Net cash from financing activities	融資活動產生現金淨額		
Bank borrowings raised	所籌集的銀行借款	257,781	163,217
Repayment of bank borrowings	償還銀行借款	(133,419)	(189,483)
Interest paid	已付利息	(5,111)	(4,290)
Proceeds from issue of shares, net of shares issue expenses	發行股份所得款項 (扣除股份發行開支)	-	101,843
Dividends paid to non-controlling shareholder	已付非控股股東股息	-	(1,360)
		119,251	69,927
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(47,228)	187,931
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	328,790	254,020
Effect of foreign exchange rate changes	匯率變動的影響	(1,079)	(253)
Cash and cash equivalents at end of the period, represented by bank balances and cash	期末現金及現金等價物，以銀行結餘及現金呈列	280,483	441,698

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2016
截至2016年6月30日止六個月

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies applied and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2016 are the same as those followed in the preparation of the Group’s consolidated financial statements for the year ended 31 December 2015.

(i) Application of new and revised to Hong Kong Financial Reporting Standards (“**HKFRSs**”)

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA:

Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception

1. 編製基準

簡明綜合財務報表乃根據香港聯合交易所證券上市規則附錄十六的適用披露規定(「**上市規則**」)及香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」編製。

2. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。

除下文所述者外，截至2016年6月30日止六個月之簡明綜合財務報表所用的會計政策及計算方法與編製本集團截至2015年12月31日止年度的綜合財務報表所採納者一致。

(i) 應用新訂及經修訂香港財務報告準則(「**香港財務報告準則**」)

於本中期期間，本集團已首次應用由香港會計師公會所頒佈的以下財務報告準則修訂本：

香港財務報告準則第11號(修訂本)	收購合營業務權益的會計處理
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	對可接受的折舊和攤銷方法的澄清
香港財務報告準則(修訂本)	於2012年至2014年間香港財務報告準則年度改進
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號(修訂本)	獨立財務報表權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合入賬的例外情況

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2016
截至2016年6月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(i) Application of new and revised to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

(ii) Application of new accounting policy in respect of goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group’s cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

2. 主要會計政策(續)

(i) 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本中期期間應用上述香港財務報告準則的修訂對此簡明綜合財務報表所呈報金額及/或所載披露事項並無重大影響。

(ii) 應用有關商譽的新會計政策

收購業務產生之商譽按收購業務日期的成本減任何累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至預期會從合併獲得協同效益的本集團各個現金產生單位(或現金產生單位組別)。

獲分配商譽的現金產生單位會每年進行減值測試，或於單位出現減值跡象時增加測試次數。就於某報告期間因收購產生的商譽而言，商譽所分配至的現金產生單位於報告期末前進行減值測試。倘若現金產生單位的可收回款額少於單位的賬面值，則減值虧損會首先分配以削減單位獲分配的任何商譽的賬面值，其後按各項資產所佔單位的賬面值比例分配至單位的其他資產。商譽的減值虧損直接於損益確認，惟不可於之後的期間撥回。

出售相關現金產生單位時，釐定出售損益金額時計入應佔商譽金額。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2016
截至2016年6月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(iii) Application of new accounting policy in respect of intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported as costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Alternatively, intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

The estimated useful life of the intangible assets are as follows:

Brand Name	Indefinite
Customer relationship	10 years

2. 主要會計政策 (續)

(iii) 應用有關無形資產的新會計政策

個別收購且具備有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損入賬。具備有限可使用年期的無形資產攤銷於其估計可使用年期內按直線基準計提。估計可使用年期及攤銷法於各報告期末檢討，而估計之任何變動影響按未來適用法予以入賬。單獨收購及可使用年限無限的無形資產乃按成本減任何其後累計減值虧損列賬。

於業務合併中收購的無形資產

於業務合併過程中收購之無形資產會與商譽分開確認，初始按收購日期之公平值(被視為成本)確認。

初始確認後，於業務合併中所收購的具有限可使用年期的無形資產按獨立收購的無形資產相同的基準，以成本減累計攤銷及任何累計減值虧損呈報。此外，於業務合併中所收購的具無限可使用年期的無形資產按成本減任何其後累計減值虧損入賬。

無形資產的估計可使用年期如下：

品牌名稱	無限
客戶關係	10年

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2016
截至2016年6月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(iv) Application of new accounting policy in respect of impairment on intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2. 主要會計政策(續)

(iv) 應用有關商譽以外無形資產減值的新會計政策

於各報告期末，本集團檢討其無形資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損(如有)之程度。倘無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一致之分配基準，則企業資產亦會分配至個別現金產生單位，或分配至可按合理及一致分配基準識別之最小組別現金產生單位。

可收回金額為公平值減銷售成本與使用價值兩者中之較高值。於評估使用價值時，乃以反映目前市場對金錢時間價值及資產於估計未來現金流量調整前之獨有風險之稅前折算率折算估計未來現金流量至其現值。

倘估計資產(或現金產生單位)之可收回金額少於其賬面值，資產(或現金產生單位)之賬面值被削減至其可收回金額。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則該項資產(或現金產生單位)之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產(或現金產生單位)確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益確認為收益。

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2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(v) Application of new accounting policy in respect of derecognition of interest in an associate

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate.

(vi) Application of new accounting policy in respect of derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

2. 主要會計政策 (續)

(v) 應用有關終止確認於一間聯營公司之權益的新會計政策

本集團於投資不再為聯營公司當日終止使用權益法。釐定出售聯營公司收益或虧損時計入聯營公司於權益法終止當日的賬面值，與任何保留權益的公平值及出售該聯營公司部分權益的任何所得款項的差額。

(vi) 應用有關衍生金融工具的新會計政策

衍生工具於訂立衍生工具合約當日按公平值初步確認，其後於報告期末重新計量至其公平值。所得收益或虧損即時於損益確認。

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3. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in the business of manufacture and sale of health and household products and polyurethane foam. Health and household products mainly represent quality visco-elastic pillows, mattress toppers and mattresses.

In previous periods, the Group reported its primary segment information based on three major operating and reportable segments as follows:

Export sales	—	wholesales of products to overseas customers;
Retail and corporate sales	—	sales of products through self-operated retail network, third-party distributors, direct sales to corporates and other customers and e-commerce sales channel; and
Polyurethane foam sales	—	wholesales of polyurethane foam to furniture manufacturers in the People's Republic of China (the "PRC") (other than Hong Kong and Macau).

During the current period, management has changed the presentation of the information reported to the chief operating decision maker ("CODM") (i.e. the executive directors of the Company), in order to present a more meaningful representation of its business operations, consistent with the Group's long-term strategy, and for the purpose of allocating resources to the segments and assessing the performance of the segment. The information reported to CODM in respect of the Group's business is focused on the location of customers.

3. 收入及分部資料

本集團主要從事製造及銷售健康及家居產品及聚氨酯泡沫的業務。健康及家居產品主要為優質慢回彈枕頭、床墊及床褥。

於過往期間，本集團根據以下三個主要經營及可報告分部呈報其主要分部資料：

出口銷售	—	向海外客戶批發產品；
零售及公司銷售	—	透過自營零售網絡、第三方分銷商、直接向公司及其他客戶以及電子商貿銷售渠道銷售產品；及
聚氨酯泡沫銷售	—	向中華人民共和國（不包括香港及澳門）（「中國」）傢具製造商批發聚氨酯泡沫。

於本期間，為更有意義地呈列本集團的業務營運，並與本集團的長遠業務策略保持一致及作分部資源分配及績效評估之用，管理層已改變向首席營運決策者（「首席營運決策者」，即本公司的執行董事）匯報的資料。向首席營運決策者匯報有關本集團業務的資料集中於客戶地點。

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3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

In compliance with the requirements of HKFRS 8 “Operating Segments”, the change of the presentation of the information reported to CODM has led to a change in the segment report for all comparable periods. The Group is now organised into the following three operating and reportable segments as follows:

China market	—	manufacture and sale of health and household products and polyurethane foam for customers located in Mainland China, Hong Kong and Macau
North American market	—	manufacture and sale of health and household products for customers located in the United States of America, Canada and other North American countries
Europe and other overseas markets	—	manufacture and sale of health and household products for customers located in overseas countries except for those customers located in North American market

The CODM makes decisions based on the revenue of each segment and reviews reports on the financial performance of the Group as a whole. No information of segment results, segment assets and liabilities are reviewed by the CODM for the assessment of performance of operating segments. Therefore, only the segment revenue is presented. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The accounting policies of the operating segments are the same as the Group’s accounting policies.

3. 收入及分部資料(續)

根據香港財務報告準則第8號「經營分部」的規定，向首席營運決策者匯報的資料的呈列方式變動導致所有可比較期間的分部報告變動。本集團目前分為以下三個經營及可報告分部：

中國市場	—	為中國內地、香港及澳門客戶製造及銷售健康及家居產品及聚氨酯泡沫
北美市場	—	為美國、加拿大及其他北美國家客戶製造及銷售健康及家居產品
歐洲及其他海外市場	—	為海外國家的客戶（北美市場客戶除外）製造及銷售健康及家居產品

首席營運決策者的決策基於各分部的收益及本集團整體財務表現的審閱報告。首席營運決策者概無就評估經營分部表現審閱分部業績、分部資產及負債資料。因此，僅呈報分部收益。此乃為資源分配及表現評估而向首席營運決策者匯報的計量。

此等經營分部之會計政策與本集團之會計政策相同。

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3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

The following is an analysis of the Group's revenue by operating and reportable segments:

For the six months ended 30 June 2016

		China market	North American market	Europe and other overseas markets	Consolidated
		中國市場	北美市場	歐洲及其他海外市場	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
SEGMENT REVENUE	分部收入				
External sales	外部銷售	778,633	687,200	68,003	1,533,836
Share of loss of an associate	應佔一間聯營公司之虧損				(8,304)
Net loss on derecognition of an associate	終止確認一間聯營公司的虧損淨額				(13,524)
Unallocated income	未分配收入				23,304
Unallocated costs and expenses	未分配成本及開支				(1,478,019)
Profit before taxation	除稅前溢利				57,293

For the six months ended 30 June 2015 (as restated)

截至2015年6月30日止六個月(經重列)

		China market	North American market	Europe and other overseas markets	Consolidated
		中國市場	北美市場	歐洲及其他海外市場	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
SEGMENT REVENUE	分部收入				
External sales	外部銷售	784,763	571,696	22,131	1,378,590
Unallocated income	未分配收入				21,341
Unallocated costs and expenses	未分配成本及開支				(1,270,573)
Profit before taxation	除稅前溢利				129,358

There were no inter-segment sales during both periods.

於兩個期間內，並無分部間的銷售。

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4. INCOME TAX EXPENSES

4. 所得稅開支

		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Current tax	即期稅項		
Hong Kong Profits Tax (Note i)	香港利得稅(附註i)	3,699	530
PRC Enterprise Income Tax ("EIT") (Note ii)	中國企業所得稅(「企業所得稅」) (附註ii)	17,079	28,953
US income tax (Note iii)	美國所得稅(附註iii)	3,100	2,492
		23,878	31,975
(Over)underprovision in prior years	過往年度(超額)/不足撥備		
Hong Kong Profits Tax	香港利得稅	1,844	-
PRC EIT	中國企業所得稅	(732)	1,281
		1,112	1,281
Deferred taxation	遞延稅項	(9,496)	(2,355)
		15,494	30,901

Notes:

(i) Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

(ii) PRC

PRC EIT is calculated based on the statutory rate of 25% of the assessable profit for those subsidiaries established in the PRC for both periods.

(iii) US

The US income tax includes (a) federal income tax calculated at 34% on the estimated US federal taxable income and (b) state income tax calculated at various state income tax rates on the estimated state taxable income for both periods. The income subject to tax in a specific state (i.e. state taxable income) is calculated from adjusting the federal taxable income with state modifications and apportionment (i.e. percentage of taxable income that should be allocated to each state in which the Group operates in).

(iv) Macau

Under Decree-Law no. 58/99/M, the Group's Macau subsidiary incorporated under the Decree-Law, is exempted from Macau Complementary tax as it satisfies the relevant conditions as specified in the Decree-Law, one of which being that it does not sell its products to any Macau resident company during the reporting period.

附註：

(i) 香港

兩個期間內香港利得稅乃按估計應課稅溢利的16.5%計算。

(ii) 中國

兩個期間內中國企業所得稅乃按於中國成立之附屬公司之應課稅溢利之25%之法定稅率計算。

(iii) 美國

美國所得稅包括(a)就估計美國聯邦應課稅收入，按34%的稅率計算的聯邦所得稅及(b)兩個期間內就估計州應課稅收入，按不同州所得稅率計算的州所得稅。特定州份的應課稅收入(即州應課稅收入)按州份改動及分派經調整聯邦應課稅收入(即須分配至本集團經營業務的各州份的應課稅收入百分比)而計算得出。

(iv) 澳門

根據第58/99/M號法令，本集團根據該法令註冊成立的澳門附屬公司，可獲豁免繳納澳門補充稅，乃由於其符合該法令所訂明的相關條件，其中一項為其於呈報期間並無向任何澳門本地公司銷售其產品。

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4. INCOME TAX EXPENSES (CONTINUED)

The Inland Revenue Department (the “**IRD**”) commenced a tax audit on certain subsidiaries of the Company in prior period. The IRD has issued estimated profits tax assessments of HK\$14,100,000, HK\$24,000,000, HK\$26,725,000, HK\$19,140,000 and HK\$24,519,000 to the Group relating to the years of assessment 2005/06, 2006/07, 2007/08, 2008/09 and 2009/10 for the financial years ended 31 December 2005, 2006, 2007, 2008 and 2009, respectively. The Group has lodged objection with the IRD against the assessments and the IRD agreed to grant complete holdover to the relevant subsidiaries for the tax demanded for the said years of assessment, except for amounts of HK\$175,000, HK\$2,275,000, HK\$8,150,000 and HK\$11,300,000 concerned for the years of assessment 2006/07, 2007/08, 2008/09 and 2009/10, respectively, which were required to be paid by purchasing tax reserve certificates by one of the subsidiaries in 2013, 2014, 2015 and 2016 respectively.

The Group has provided various information and supporting documents to address the enquiries raised by the IRD and to defend its tax position (i.e. offshore claim in relation to certain of its profits). However, having considered the different opinion of the IRD on the controversial issue, and in order to avoid a further protracted exchange of correspondences, which may not be in the best interest from the commercial prospective, the directors of the Company decided to take alternative means with a compromised settlement approach to resolve the case. Subsequent to the end of the current interim period, the Group has submitted a settlement proposal to IRD. Up to the date of this report, IRD has not issued any formal notice of revised assessment to the Group.

In the opinion of the directors of the Company and based on their best estimate, the Group has made adequate provisions for Hong Kong Profits Tax and related potential penalty and/or interest for the tax audit as at 31 December 2015 and 30 June 2016.

4. 所得稅開支(續)

於過往期間，稅務局(「**稅務局**」)開始就本集團的若干附屬公司進行稅務審核。截至2005年、2006年、2007年、2008年及2009年12月31日止財政年度，稅務局已分別就2005/06年、2006/07年、2007/08年、2008/09年及2009/10年課稅年度向本公司發出金額為14,100,000港元、24,000,000港元、26,725,000港元、19,140,000港元及24,519,000港元的估計利得稅評估。本集團已就該等評估向稅務局提出異議，以及稅務局同意除就2006/07年、2007/08年、2008/09年及2009/10年課稅年度繳交金額175,000港元、2,275,000港元、8,150,000港元及11,300,000港元(須由其中一間附屬公司分別於2013年、2014年、2015年及2016年購買儲稅券支付)外，相關附屬公司可緩繳上述課稅年度要求的稅項。

本集團已就稅務局提出的查詢提供各種資料及支持文件，以就其應課稅狀況(即有關其溢利的離岸申索)。然而，在充分考慮到稅務局對此爭議事項持不同意見，為避免日後需要冗長通訊往來(從商業角度而言未必符合最佳利益)，本公司董事從另一個途徑，以妥協和解的方式解決此案件。於本中期期間結束後，本集團已向稅務局提交和解建議。截至本報告日期，稅務局並無向本集團發出任何正式修訂之評稅通知。

本公司董事認為，以及根據彼等的最佳預測，於2015年12月31日及2016年6月30日，本集團已就財務審核為香港利得稅及相關潛在罰款及/或利息計提充足撥備。

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5. PROFIT FOR THE PERIOD

5. 期內溢利

		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the period has been arrived at after charging (crediting):	期內溢利乃經扣除(抵免)以下各項後釐定:		
Total staff costs, including share option expenses (included in selling and distribution expenses and administrative expenses)	員工成本總額, 包括購股權開支(計入銷售及分銷成本以及行政開支)	176,307	131,738
Net allowance for inventories (included in cost of sales)	存貨撥備淨額(計入銷售成本)	972	2,188
Net allowance for trade receivables (included in other gains and losses)	貿易應收款撥備淨額(計入其他收益及虧損)	4,174	2,731
Net exchange gains	匯兌收益淨值	(2,708)	(87)
Amortisation of prepaid lease payments	預付租賃款項攤銷	655	299
Amortisation of intangible assets	無形資產攤銷	1,569	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14,738	11,718
Depreciation of investment properties	投資物業折舊	1,355	752

6. DIVIDEND

6. 股息

		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
Final for 2015, declared, of HK2.5 cents (2015: 2.5 cents for 2014) per share	已宣派2015年之末期股息每股2.5港仙(2015年: 2014年之末期股息每股2.5港仙)	43,750	43,750
Interim, proposed, of HK0.6 cent (2015: HK1.5 cents) per share	擬派中期股息每股0.6港仙(2015年: 1.5港仙)	10,500	26,250
		54,250	70,000

Subsequent to the end of the current interim period, the directors of the Company have determined that an interim dividend of HK0.6 cent (2015: HK1.5 cents) per share amounting to approximately HK\$10,500,000 (2015: HK\$26,250,000) in total will be paid to the shareholders of the Company on 15 September 2016 whose names appear on the Company's register of members on 8 September 2016.

於本中期間結束後, 本公司董事釐定將於2016年9月15日向於2016年9月8日名列本公司股東名冊之本公司股東派發每股0.6港仙(2015年: 1.5港仙)之中期股息, 合計約為10,500,000港元(2015年: 26,250,000港元)。

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7. EARNINGS PER SHARE

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

7. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Earnings for the purpose of basic and diluted earnings per share:</i>	計算每股基本及攤薄盈利之盈利：		
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	39,909	94,555
		For the six months ended 30 June	
		截至6月30日止六個月	
		2016	2015
		2016年	2015年
<i>Number of shares:</i>	股份數目：		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利的加權平均普通股數目	1,750,002,000	1,672,653,934
Effect of dilutive potential ordinary shares in respect of outstanding share options	尚未獲行使購股權涉及的潛在攤薄普通股影響	2,151,187	1,957,433
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利的加權平均普通股數目	1,752,153,187	1,674,611,367

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8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

During the current interim period, the Group acquired property, plant and equipment of HK\$39,898,000 (six months ended 30 June 2015: HK\$10,452,000).

During the six months ended 30 June 2015, the Group transferred an amount of HK\$9,187,000 from property, plant and equipment to investment properties as evidenced by commencement of operating lease to third parties.

8. 物業、廠房及設備以及投資物業變動

於本中期期間，本集團收購39,898,000港元（截至2015年6月30日止六個月：10,452,000港元）的物業、廠房及設備。

截至2015年6月30日止六個月，本集團因開始向提供第三方經營租賃而將9,187,000港元的物業、廠房及設備轉至投資物業。

9. TRADE AND OTHER RECEIVABLES

9. 貿易及其他應收款項

	At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Trade receivables	667,173	520,894
Deposits, prepayments and other receivables	144,713	92,512
	811,886	613,406

The Group's retail sales are made through its retail network comprising stand-alone retail shops and concession counters in department stores. The Group also sells the health and household products directly to overseas wholesalers and retailers and the polyurethane foam to furniture manufacturers in the PRC. Sales at self-operated retail shops and sales through retailers in the PRC are transacted either by cash or credit cards. For sales made at concession counters, the department stores collect cash from the ultimate customers and then repay the balance after deducting the concessionaire commission to the Group. The credit period granted to department stores ranges from 30 days to 120 days. For sales to wholesalers, retailers and other manufacturers, the Group generally allows a credit period ranging from 7 days to 90 days.

The following is an aged analysis of the Group's trade receivables, net of allowance for doubtful debts, presented based on the revenue recognition date at the end of each reporting period:

本集團的零售乃透過其零售網絡進行，當中包括獨立零售店及百貨公司的寄售專櫃。本集團亦向海外批發商及零售商直接出售健康及家居產品，亦向中國的傢俬生產商出售聚氨酯泡沫。於自營零售店進行的銷售及透過中國零售商進行的銷售均以現金或信用卡進行交易。就於寄售專櫃進行的銷售而言，由百貨公司向最終客戶收取現金，於扣除特許經營佣金後，向本集團償還餘額。授予百貨公司的信貸期介乎30日至120日。就向批發商、零售商及其他生產商的銷售而言，本集團通常允許的信貸期介乎7日至90日。

本集團經扣除呆賬撥備的貿易應收款項的賬齡分析（根據報告期末的收入確認日期呈列）如下：

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9. TRADE AND OTHER RECEIVABLES (CONTINUED)

9. 貿易及其他應收款項 (續)

		At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Within 30 days	30日以內	312,615	249,521
31–60 days	31至60日	175,052	142,112
61–90 days	61至90日	73,084	54,232
91–180 days	91至180日	47,063	20,830
181–365 days	181至365日	29,118	29,578
Over 365 days	超過365日	30,241	24,621
		667,173	520,894

10. BILLS RECEIVABLES

10. 應收票據

The amount represents bills receivables on hand which are not yet due at the end of the reporting period. The management considers the default rate is low based on past experience as the Group seldom encounters default on bills receivables.

該等金額為於報告期末尚未逾期的手頭應收票據。根據過往經驗，由於本集團甚少遇到應收票據違約情況，故管理層認為違約率甚低。

The following is an aged analysis of bills receivables based on their time to maturity as at the respective reporting dates:

於報告日期按其到期時間呈列的應收票據的賬齡分析如下：

		At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Within 30 days	30日以內	3,780	3,538
31 to 60 days	31至60日	638	2,850
61 to 90 days	61至90日	3,321	3,071
91 to 180 days	91至180日	10,718	12,822
181 to 365 days	181至365日	-	204
		18,457	22,485

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11. TRADE AND OTHER PAYABLES

11. 貿易及其他應付款項

		At	At
		30 June	31 December
		2016	2015
		於 2016年	於2015年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	369,738	200,804
Other payables and accrued expenses	其他應付款項及應計開支	220,008	166,753
		589,746	367,557

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

以下為於報告期末按其到期時間呈報的應付票據賬齡分析：

		At	At
		30 June	31 December
		2016	2015
		於 2016年	於2015年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Within 30 days	30日以內	243,366	131,749
31 to 60 days	31至60日	89,073	58,446
61 to 90 days	61至90日	26,057	4,025
91 to 180 days	91至180日	8,074	2,795
Over 180 days	180日以上	3,168	3,789
		369,738	200,804

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12. BILLS PAYABLES

All the bills payables of the Group are not yet due at the end of the reporting period. Bills payables as at 30 June 2016 were secured by pledged bank deposits of HK\$7,284,000 (31 December 2015: HK\$8,513,000).

The following is an aged analysis of bills payables at the end of the reporting period presented based on their time to maturity:

12. 應付票據

本集團的所有應付票據於報告期末尚未到期。於2016年6月30日的應付票據以銀行存款7,284,000港元(2015年12月31日：8,513,000港元)作抵押。

以下為於報告期末按其到期時間呈報的應付票據賬齡分析：

		At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Within 30 days	30日以內	12,513	4,392
31–60 days	31至60日	13,936	11,588
61–90 days	61至90日	5,950	8,070
91–180 days	91至180日	36,888	35,443
		69,287	59,493

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13. BANK AND OTHER BORROWINGS

During the current interim period, the Group obtained new bank borrowings amounting to HK\$257,781,000 (year ended 31 December 2015: HK\$258,274,000). The bank borrowings carry interest at fixed market rates ranging from 4.35% to 6.09% (year ended 31 December 2015: nil) and variable market rates ranging from 1.56% to 5.00% (year ended 31 December 2015: 1.45% to 6.90%). The bank borrowings are repayable by instalments over a period of three years. The proceeds were used to finance the acquisition of fixed assets and daily operation.

An amount of approximately HK\$17,200,000 (2015: nil) included in the Group's borrowing as at 30 June 2016 represents a loan by a non-related independent venture debt and equity financing company. The loan carries fixed interest rate at 12.75% (2015: nil) per annum and are repayable by instalments within one year.

13. 銀行及其他借款

於本中期期間，本集團取得新造銀行借款額257,781,000港元(截至2015年12月31日止年度：258,274,000港元)。銀行借款以介乎4.35%至6.09%不等之固定市場利率(截至2015年12月31日止年度：無)及介乎1.56%至5.00%不等之浮動市場利率(截至2015年12月31日止年度：1.45%至6.90%)計息。銀行借款須於三年期間分期償還。借款所得款項已用作收購固定資產及日常營運。

於2016年6月30日計入本集團借款之金額約17,200,000港元(2015年：無)指一間無關聯獨立創投債務及股權融資公司提供之貸款。該貸款以每年12.75%(2015年：無)的固定利率計息，並須於一年內分期償還。

14. SHARE CAPITAL

14. 股本

Ordinary shares of HK\$0.1 each	每股0.1港元的普通股	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised: At 1 January 2016 and 30 June 2016	法定： 於2016年1月1日及2016年6月30日	10,000,000,000	1,000,000
			HK\$'000 千港元
Issued and fully paid: At 1 January 2016 and 30 June 2016	已發行及繳足： 於2016年1月1日及2016年6月30日	1,750,002,000	175,000

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15. SHARE OPTION SCHEMES

On 13 December 2013, a share option scheme was adopted by the shareholders of the Company (the “**Pre-IPO Share Option Scheme**”). The Pre-IPO Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that the eligible participants under the scheme have or may have made to the Company. Details of the Pre-IPO Share Option Scheme were disclosed in the consolidated financial statements for the year ended 31 December 2015.

The below table discloses movement of the Company’s share options held by the Group’s directors, senior management and employees:

Exercise period	Outstanding at 1 January 2015 於2015年 1月1日 尚未行使 (Note) (附註)	Lapsed	Outstanding at 30 June 2015 於2015年 6月30日 尚未行使	Outstanding at 1 January 2016 於2016年 1月1日 尚未行使	Lapsed	Outstanding at 30 June 2016 於2016年 6月30日 尚未行使 (Note) (附註)
Tranche 1 第一批	10 July 2014 – 10 July 2019 2014年7月10日至2019年7月10日		6,892,600	6,769,600	(53,000)	6,716,600
Tranche 2 第二批	10 July 2015 – 10 July 2019 2015年7月10日至2019年7月10日		6,894,600	6,771,600	(53,000)	6,718,600
Tranche 3 第三批	10 July 2016 – 10 July 2019 2016年7月10日至2019年7月10日		6,894,600	6,771,600	(53,000)	6,718,600
Tranche 4 第四批	10 July 2017 – 10 July 2019 2017年7月10日至2019年7月10日		6,894,600	6,771,600	(53,000)	6,718,600
Tranche 5 第五批	10 July 2018 – 10 July 2019 2018年7月10日至2019年7月10日		6,894,600	6,771,600	(53,000)	6,718,600
			34,471,000	33,856,000	(265,000)	33,591,000

Note: 3 eligible participants (six months ended 30 June 2015: 7), who have been granted share options have ceased to become eligible participants upon termination of employment and the said share options have automatically been lapsed.

The Group recognised a total expense of HK\$1,457,000 in the current interim period (six months ended 30 June 2015: HK\$2,078,000) in relation to the Pre-IPO Share Options granted by the Company.

15. 購股權計劃

於2013年12月13日，本公司股東採納購股權計劃（「首次公開發售前購股權計劃」）。首次公開發售前購股權計劃為一項股份獎勵計劃，旨在肯定及認可該計劃項下的合資格參與者對本公司已作出或可能已作出的貢獻。首次公開發售前購股權計劃的詳情披露於截至2015年12月31日止年度的綜合財務報表中。

下表披露本集團董事、高級管理層及僱員持有本公司購股權的變動：

附註：3名合資格參與者（截至2015年6月30日止六個月：7名）（彼等已獲授予購股權）於終止僱傭關係後已不再為合資格參與者，且上述購股權已自動失效。

於本中期期間內，本集團就本公司授出的首次公開發售前購股權確認總開支1,457,000港元（截至2015年6月30日止六個月：2,078,000港元）。

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16. COMMITMENT

At the end of the reporting period, the Group had the following commitment:

16. 承擔

於報告期末，本集團有以下承擔：

	At 30 June 2016	At 31 December 2015
	於2016年 6月30日 HK\$'000	於2015年 12月31日 HK\$'000
	千港元	千港元
Capital expenditure contracted for but not provided in respect of acquisition of property, plant and equipment	53,262	107,978
已就收購物業、廠房及設備訂約但未撥備的資本開支		

17. RELATED PARTY DISCLOSURES

During the period, the Group had entered into the following related party transaction:

17. 關連方披露

期內，本集團訂立下列關連方交易：

Relationship with the Group	Nature of transaction	For the six months ended 30 June	
		2016	2015
與本集團關係	交易性質	截至6月30日止六個月 2016年 HK\$'000	2015年 HK\$'000
		千港元	千港元
Fellow subsidiaries of the Company 本公司的同系附屬公司	Rental expenses 租金開支	9,324	5,198

In addition, certain trademarks owned by fellow subsidiaries of the Company were used by the Group free of charge during both periods.

此外，本集團於兩個期間內免費使用若干本公司同系附屬公司擁有的商標。

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17. RELATED PARTY DISCLOSURES (CONTINUED)

Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

		For the six months ended 30 June 截至6月30日止六個月	
		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
Fees	費用	600	600
Salaries and allowances	薪金及津貼	5,261	5,025
Share option expenses	購股權開支	1,095	1,505
Retirement benefit schemes contributions	退休福利計劃供款	115	134
		7,071	7,264

17. 關連方披露(續)

主要管理人員的補償

董事及其他主要管理層成員於本期間的薪酬如下：

18. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged by the Group to certain banks to secure general banking facilities granted to the Group:

		At 30 June 2016 於2016年 6月30日 HK\$'000 千港元	At 31 December 2015 於2015年 12月31日 HK\$'000 千港元
Buildings	樓宇	78,163	–
Investment properties	投資物業	61,103	–
Prepaid lease payments	預付租賃款項	48,510	–
Pledged bank deposits	已抵押銀行存款	7,284	8,513
		195,060	8,513

18. 資產抵押

於報告期末，下列資產已由本集團抵押予若干銀行，以獲得授予本集團之一般銀行融資：

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19. ACQUISITION OF SUBSIDIARIES

For the six months ended 30 June 2016

(a) Acquisition of Chengdu Xingang Sponge Co., Ltd.

On 19 February 2016, an indirectly wholly-owned subsidiary of the Company entered into an acquisition agreement (the “Acquisition Agreement”) with Mr. Liu Jiaming, an independent third party of the Group. Pursuant to the Acquisition Agreement, the Group conditionally agreed to acquire and Mr. Liu Jiaming agreed to sell 51% of the equity interest in Chengdu Xingang Sponge Co., Ltd. (成都新港海綿有限公司) (“**Chengdu Xingang**”), a company established in the PRC with limited liability, and is principally engaged in the manufacturing and sales of polyurethane foam, sales of decorative materials, sofa materials, cloth materials and mattress materials. The cash consideration of the acquisition is RMB81,740,000 (equivalent to approximately HK\$97,948,000). The acquisition was completed on 1 March 2016.

Acquisition-related costs amounting to HK\$390,000 that related to the above acquisition have been excluded from the cost of acquisition and have been recognised as an expense in the current period, included in “other expenses” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

19. 收購附屬公司

截至2016年6月30日止六個月

(a) 收購成都新港海綿有限公司

於2016年2月19日，本公司一間間接全資附屬公司與一名獨立於本集團之第三方劉家明先生訂立收購協議（「收購協議」）。根據收購協議，本集團有條件同意收購，而劉家明先生有條件同意出售成都新港海綿有限公司（「**成都新港**」）51%股權。成都新港為一間於中國成立的有限公司，主要從事生產及銷售聚氨酯泡沫以及銷售裝飾物料、沙發物料、布料及床褥物料業務。收購的現金代價約為人民幣81,740,000元（相等於約97,948,000港元）。該收購於2016年3月1日完成。

與以上收購有關的收購相關成本390,000港元已自收購成本中被排除並已確認為本期間的開支，計入簡明綜合損益及其他全面收益表的「其他開支」中。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(a) Acquisition of Chengdu Xingang Sponge Co., Ltd. (Continued)

Assets acquired and liabilities recognised at the date of acquisition (determined on a provisional basis) are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	88,742
Investment properties	投資物業	62,049
Prepaid lease payments	預付租賃付款	49,238
Deferred tax assets	遞延稅項資產	10,890
Inventories	存貨	25,405
Trade and other receivables	貿易及其他應收款項	24,569
Bank balances and cash	銀行結餘及現金	49,890
Trade and other payables	貿易及其他應付款項	(38,149)
Taxation payable	應付稅項	(212)
Bank borrowings	銀行借款	(59,915)
Deferred tax liabilities	遞延稅項負債	(71,376)
		141,131

The fair value of assets acquired and liabilities recognised at the date of acquisition is provisional pending receipt of information of the final valuation of those assets and liabilities.

The fair value of trade and other receivables at the date of acquisition amounted to HK\$24,569,000. The gross contractual amounts of those trade and other receivables acquired amounted to HK\$25,006,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected is HK\$437,000.

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(a) 收購成都新港海綿有限公司(續)

於收購日期已收購的資產及已確認的負債(按臨時基準釐定)如下：

已收購資產及已確認負債於收購日期之公平值為臨時數字，有待收取該等資產及負債最終估值的資料。

貿易及其他應收款項於收購日期的公平值為24,569,000港元。於收購日期，已收購的該等貿易及其他應收款項的總合約金額為25,006,000港元。預計無法收回的合約現金流量於收購日期的最佳估計為437,000港元。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(a) Acquisition of Chengdu Xingang Sponge Co., Ltd. (Continued)

Goodwill arising on acquisition (determined on a provisional basis):

		HK\$'000 千港元
Consideration transferred	轉讓代價	97,948
Plus: Non-controlling interests (Note)	加：非控股權益(附註)	69,154
Less: Net assets acquired at provisional fair value	減：按臨時公平值收購的淨資產	(141,131)
Goodwill arising on acquisition	收購產生的商譽	25,971

Note: The non-controlling interests (49%) recognised at the acquisition date was measured by the fair value of the proportionate share of recognised amounts of net assets acquired.

Goodwill arose in the acquisition of Chengdu Xingang because the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Chengdu Xingang. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Net cash outflow arising on acquisition:

		HK\$'000 千港元
Cash consideration	現金代價	97,948
Less: Bank balances and cash	減：銀行結餘及現金	(49,890)
		48,058

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(a) 收購成都新港海綿有限公司(續)

收購產生的商譽(按臨時基準釐定)：

		HK\$'000 千港元
Consideration transferred	轉讓代價	97,948
Plus: Non-controlling interests (Note)	加：非控股權益(附註)	69,154
Less: Net assets acquired at provisional fair value	減：按臨時公平值收購的淨資產	(141,131)
Goodwill arising on acquisition	收購產生的商譽	25,971

附註：於收購日期確認的非控股股東權益(49%)乃按已收購淨資產確認金額所佔比例之公平值計算。

收購成都新港已產生商譽乃由於為合併支付的代價實際上計入與以下各項有關的款項：成都新港的預期協同效應、收入增長、未來市場發展及裝配人員的益處。該等益處並無與商譽分開確認，因為並不符合可識別無形資產的確認標準。

概無收購產生的商譽預計可就稅務目的予以扣除。

收購產生的現金流出淨額：

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(a) Acquisition of Chengdu Xingang Sponge Co., Ltd. (Continued)

Included in the profit for the interim period is HK\$1,170,000 attributable to Chengdu Xingang. Revenue for the interim period includes HK\$49,768,000 attributable to Chengdu Xingang.

Had the acquisition of Chengdu Xingang been effected at the beginning of the interim period, the total amount of revenue of the Group for the six months ended 30 June 2016 would have been HK\$1,551,542,000, and the amount of the profit for the interim period would have been HK\$38,536,000. The aforesaid information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the interim period, nor is it intended to be a projection of future results.

In determining the 'aforesaid' revenue and profit of the Group had Chengdu Xingang been acquired at the beginning of the interim period, the directors calculated depreciation and amortisation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(a) 收購成都新港海綿有限公司(續)

成都新港應佔的1,170,000港元計入中期溢利。中期收入包括成都新港應佔的49,768,000港元。

倘收購成都新港於中期期初已進行，則本集團於截至2016年6月30日止六個月的收入總額為1,551,542,000港元，中期期間的溢利為38,536,000港元。上述資料僅供說明，未必可代表倘收購於中期期初已完成的情況下本集團實際上實現的收入及經營業績，亦無意成為未來業績的預測。

於釐定倘成都新港於中期期初已被收購的情況下本集團的「上述」收入及溢利時，董事基於物業、廠房及設備於收購日期已確認的金額計算廠房及設備的折舊及攤銷。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(b) Step acquisition of Dormeo North America, LLC

On 9 September 2015, a wholly-owned subsidiary of the Company entered into a first securities purchase agreement (the “**First Purchase Agreement**”) with, among others, Dormeo North America, LLC (“Dormeo”), a company formed as a limited liability company pursuant to the Delaware Limited Liability Company Act, to acquire 36.5% of all of the membership interest in Dormeo at an aggregate cash consideration of United States dollars (“**US\$**”) 10,000,000 (equivalent to HK\$77,500,000). Pursuant to the First Purchase Agreement, the Group’s membership interest in Dormeo is initially set at 36.5%, but will be automatically reduced to 25% at 31 December 2017 if certain performance warranties given by the investee and its parent company are met (“**Possible Reduction**”).

On 11 April 2016, a wholly-owned subsidiary of the Company entered into a second securities purchase agreement (the “**Second Purchase Agreement**”) with, among others, Dormeo, to increase the Group’s ownership in Dormeo by an additional 14.81% and to waive the Possible Reduction pursuant to First Purchase Agreement for a cash consideration of US\$2,500,000 (equivalent to HK\$19,375,000) by way of capital injection to Dormeo.

The acquisition was completed on 12 April 2016. Together with the 25% membership interest previously held by the Group and the 11.5% membership interest gain on the waiver of Possible Reduction, the Group is able to exercise control over Dormeo and Dormeo became a 51.31% subsidiary of the Company from that date.

Dormeo is principally engaged in the business of selling pillows, mattresses and related bedding accessories and other consumer products in North America.

19. 收購附屬公司 (續)

截至2016年6月30日止六個月 (續)

(b) 分階段收購 Dormeo North America, LLC

於2015年9月9日，本公司一間全資附屬公司與(其中包括)Dormeo North America, LLC (「Dormeo」)(一間根據特拉華州有限公司法成立的有限責任公司)訂立首份證券購買協議(「**首份購買協議**」)，以現金總代價10,000,000美元(「**美元**」)(相當於77,500,000港元)收購Dormeo 36.5%之股東權益。根據首份購買協議，本集團於Dormeo的股東權益最初定為36.5%，但倘被投資方及其母公司給出之若干履約保證獲實現，則將於2017年12月31日自動削減至25% (「**可能削減**」)。

於2016年4月11日，本公司一間全資附屬公司與(其中包括)Dormeo訂立第二份證券購買協議(「**第二份購買協議**」)，以向Dormeo注資的方式增加本集團於Dormeo的額外擁有權14.81%及豁免首份購買協議下的可能削減，現金代價為2,500,000美元(相當於19,375,000港元)。

收購事項於2016年4月12日完成。連同本集團先前持有的25%股權及豁免可能削減後得到的11.5%股權，自該日起，本集團擁有對Dormeo的控制權及Dormeo成為本公司擁有51.31%權益的附屬公司。

Dormeo主要從事於北美洲銷售枕頭、床墊及相關床品配件以及其他商品業務。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(b) Step acquisition of Dormeo North America, LLC (Continued)

The Group recognised a net loss of approximately of HK\$13,524,000 as a result of the re-measurement of membership interests in Dormeo previously held and the derivative financial assets related to membership interests in Dormeo upon waiver of Possible Reduction. The net loss is included in “Net loss on derecognition of an associate” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

Acquisition-related costs amounting to approximately HK\$286,000 that related to the above acquisition have been excluded from the cost of acquisition and have been recognised as an expense in the current period, included in “other expenses” line item in the condensed consolidated statement of profit or loss and other comprehensive income.

Assets acquired and liabilities recognised at the date of acquisition (determined on a provisional basis) are as follows:

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(b) 分階段收購 Dormeo North America, LLC (續)

由於重新計量先前持有的Dormeo股東權益及於豁免可能削減時於Dormeo股東權益的衍生金融資產，本集團確認虧損淨額約13,524,000港元。虧損淨額計入簡明綜合損益及其他全面收益表的「取消確認聯營公司之虧損淨額」中。

與以上收購有關的收購相關成本約286,000港元已自收購成本中被排除並已確認為本期間內的開支，計入簡明綜合損益及其他全面收益表的「其他開支」中。

於收購日期已收購的資產及已確認的負債(按暫時基準釐定)如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	7,463
Intangible assets	無形資產	148,252
Inventories	存貨	11,728
Trade and other receivables	貿易及其他應收款項	19,228
Bank balances and cash	銀行結餘及現金	12,357
Trade and other payables	貿易及其他應付款項	(46,912)
Bank borrowings	銀行借款	(26,431)
Deferred tax liabilities	遞延稅負債	(51,888)
		73,797

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(b) Step acquisition of Dormeo North America, LLC (Continued)

The fair value of assets acquired and liabilities recognised at the date of acquisition is provisional pending receipt of information of the final valuation of those assets and liabilities.

The fair value of trade and other receivables at the date of acquisition amounted to HK\$19,228,000. The gross contractual amounts of those trade and other receivables acquired amounted to HK\$25,076,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected is HK\$5,848,000.

Goodwill arising on acquisition (determined on a provisional basis):

		HK\$'000 千港元
Consideration transferred by way of capital injection	透過注資轉讓代價	19,375
Derivative financial assets related to membership interests in Dormeo upon waiver of Possible Reduction	於豁免可能削減時於Dormeo股東權益的衍生金融資產	15,672
Fair value of membership interests in Dormeo held before the acquisition	收購前持有Dormeo股東權益的公平值	34,069
		69,116
Plus: Non-controlling interests (Note)	加：非控股權益(附註)	35,932
Less: Net assets acquired at provisional fair value	減：按臨時公平值收購的淨資產	(73,797)
Goodwill arising on acquisition	收購產生的商譽	31,251

Note: The non-controlling interests (48.69%) recognised at the acquisition date was measured by the fair value of the proportionate share of recognised amounts of net assets acquired.

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(b) 分階段收購Dormeo North America, LLC (續)

已收購資產及已確認負債於收購日期之公平值為臨時數字，有待收取該等資產及負債最終估值的資料。

貿易及其他應收款項於收購日期的公平值為19,228,000港元。於收購日期，已收購的該等貿易及其他應收款項的總合約金額為25,076,000港元。預計無法收回的合約現金流量於收購日期的最佳估計為5,848,000港元。

收購產生的商譽(按暫時基準釐定)：

附註：於收購日期確認的非控股股東權益(48.69%)乃按已收購資產確認金額所佔比例之公平值計算。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

(b) Step acquisition of Dormeo North America, LLC (Continued)

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

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

Net cash outflow arising on acquisition:

		HK\$'000 千港元
Cash consideration	現金代價	19,375
Less: Bank balances and cash	減：銀行結餘及現金	(12,357)
		7,018

Since step acquisition, included in the loss for the interim period is approximately HK\$11,083,000 and revenue for the interim period includes approximately HK\$35,461,000 attributable to Dormeo.

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

(b) 分階段收購 Dormeo North America, LLC (續)

由於合併成本計入控股權溢價，收購 Dormeo 已產生商譽。此外，為合併支付的代價實際上計入與以下各項有關的款項：Dormeo 的預期協同效應、收入增長、未來市場發展及裝配人員的益處。該等益處並無與商譽分開確認，因為並不符合可識別無形資產的確認標準。

概無收購產生的商譽預計可就稅務目的予以扣除。

收購產生的現金流出淨額：

由於分階段收購，Dormeo 應佔的約 11,083,000 港元計入中期虧損，而中期收入包括 Dormeo 應佔的約 35,461,000 港元。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2016 (Continued)

**(b) Step acquisition of Dormeo North America, LLC
(Continued)**

Had the acquisition of Dormeo been effected at the beginning of the interim period, the total amount of revenue of the Group for the six months ended 30 June 2016 would have been approximately HK\$1,571,609,000, and the amount of the profit for the interim period would have been approximately HK\$27,352,000. The aforesaid information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the interim period, nor is it intended to be a projection of future results.

In determining the 'aforesaid' revenue and profit of the Group had Dormeo been acquired at the beginning of the interim period, the directors calculated depreciation and amortisation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

19. 收購附屬公司(續)

截至2016年6月30日止六個月(續)

**(b) 分階段收購 Dormeo North America, LLC
(續)**

倘收購 Dormeo 於中期期初已進行，則本集團於截至2016年6月30日止六個月的收入總額約為1,571,609,000港元，中期期間的溢利約為27,352,000港元。上述資料僅供說明，未必可代表倘收購於中期期初已完成的情況下本集團實際上實現的收入及經營業績，亦無意成為未來業績的預測。

於釐定倘 Dormeo 於中期期初已被收購的情況下本集團的「上述」收入及溢利時，董事基於物業、廠房及設備於收購日期已確認的金額計算物業、廠房及設備的折舊及攤銷。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2015

(c) Acquisition of Shanghai Luen Tai Polyurethane Co. Ltd.

On 23 January 2015, an indirect wholly-owned subsidiary of the Company entered into an acquisition agreement (the “**Acquisition Agreement**”) with Milton Company Limited (“**Mil-ton**”), a company incorporated in Hong Kong with limited liability and wholly owned by a connected person of the Group, and Chori Co., Ltd. (“**Chori**”), an independent third party incorporated in Japan with limited liability whose shares are listed on the Tokyo Stock Exchange, Inc.. Pursuant to the Acquisition Agreement, the Group conditionally agreed to acquire and Mil-ton and Chori conditionally agreed to sell respectively 60% and 40% of the equity interest in Shanghai Luen Tai Polyurethane Co. Ltd. (上海聯大海綿有限公司) (“**Shanghai Luen Tai**”), a company established in the PRC with limited liability, and principally engage in the processing, manufacturing and sales of polyurethane foam and products including mattress, sofa and pillows. The cash consideration of the acquisition was RMB21,000,000 (equivalent to approximately HK\$26,519,000) and RMB14,000,000 (equivalent to approximately HK\$17,679,000), to Mil-ton and Chori, respectively. The acquisition was completed on 1 April 2015.

Acquisition-related costs amounting to HK\$1,014,000 related to the acquisition had been excluded from the cost of acquisition and had been recognised as an expense during the six months ended 30 June 2015, included in “other expenses” in the condensed consolidated statement of profit or loss and other comprehensive income.

19. 收購附屬公司(續)

截至2015年6月30日止六個月

(c) 收購上海聯大海綿有限公司

於2015年1月23日，本公司一間間接全資附屬公司與萬東有限公司(「萬東」)(一間於香港註冊成立的有限公司，並由本集團一名關連人士全資擁有)及蝶理株式会社(「蝶理」)(獨立第三方，一間於日本註冊成立的有限公司，其股份於東京證券交易所上市)訂立收購協議(「收購協議」)。根據收購協議，本集團有條件同意收購而萬東及蝶理有條件同意分別出售上海聯大海綿有限公司(「上海聯大」)的60%及40%股權，後者為一間於中國成立的有限公司，主要從事加工、生產及銷售聚氨酯泡沫及產品，包括床墊、沙發及枕頭。收購的現金代價為人民幣21,000,000元(相等於約26,519,000港元)及人民幣14,000,000元(相等於約17,679,000港元)分別應付予萬東及蝶理。該收購已於2015年4月1日完成。

收購相關成本1,014,000港元與收購有關，已從收購成本中除開，並於截至2015年6月30日止六個月確認為開支，計入簡明綜合損益及其他全面收益表內的「其他開支」項目。

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2015 (Continued)

(c) Acquisition of Shanghai Luen Tai Polyurethane Co. Ltd. (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	6,884
Inventories	存貨	26,211
Trade and other receivables	貿易及其他應收款項	67,027
Bank balances and cash	銀行結餘及現金	1,012
Trade and other payables	貿易及其他應付款項	(29,873)
Taxation payable	應付稅款	(544)
Bank and other borrowings	銀行借款	(26,519)
		44,198

The fair value of trade and other receivables at the date of acquisition amounted to HK\$67,027,000. The gross contractual amounts of those trade and other receivables acquired amounted to HK\$70,489,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to HK\$3,462,000.

Goodwill arising on acquisition:

		HK\$'000 千港元
Consideration transferred	轉讓代價	44,198
Less: Net assets acquired at provisional fair value	減：按臨時公平值收購之淨資產	(44,198)
Goodwill arising on acquisition	收購產生的商譽	-

19. 收購附屬公司(續)

截至2015年6月30日止六個月(續)

(c) 收購上海聯大海綿有限公司(續)

於收購日期已收購的資產及已確認的負債如下：

貿易及其他應收款項於收購日期的公平值為67,027,000港元。於收購日期，已收購的該等貿易及其他應收款項的總合約金額為70,489,000港元。預計無法收回的合約現金流量於收購日期的最佳估計為3,462,000港元。

收購產生的商譽：

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19. ACQUISITION OF SUBSIDIARIES (CONTINUED)

For the six months ended 30 June 2015 (Continued)

(c) Acquisition of Shanghai Luen Tai Polyurethane Co. Ltd. (Continued)

Net cash outflow arising on acquisition:

		HK\$'000 千港元
Cash consideration	現金代價	44,198
Less: Bank balances and cash	減：銀行結餘及現金	(1,012)
		43,186

Included in the profit for the interim period is HK\$7,206,000 attributable to Shanghai Luen Tai. Revenue for the interim period includes HK\$64,190,000 is attributable to Shanghai Luen Tai.

Had the acquisition of Shanghai Luen Tai been effected at the beginning of the interim period, the total amount of revenue of the Group for the six months ended 30 June 2015 would have been HK\$108,782,000, and the amount of the profit for the interim period would have been HK\$8,662,000. The aforesaid information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the interim period, nor is it intended to be a projection of future results.

In determining the 'aforesaid' revenue and profit of the Group had Shanghai Luen Tai been acquired at the beginning of the interim period, the directors calculated depreciation and amortisation of plant and equipment based on the recognised amounts of plant and equipment at the date of the acquisition.

19. 收購附屬公司(續)

截至2015年6月30日止六個月(續)

(c) 收購上海聯大海綿有限公司(續)

收購產生的現金流出淨額：

計入中期溢利之7,206,000港元來自上海聯大。中期收入包括上海聯大應佔的64,190,000港元。

倘收購上海聯大於中期期初已生效，則本集團截至2015年6月30日止六個月收入總額為108,782,000港元，中期溢利為8,662,000港元。上述資料僅供說明，未必可代表倘收購於中期期初已完成的情況下本集團實際上實現的收入及經營業績，亦無意成為未來業績的預測。

假設於中期期初已收購上海聯大，為釐定本集團之「上述」收入及溢利而言，董事根據於收購日期已確認之廠房及設備金額計算廠房及設備之轉讓及攤銷。

OTHER INFORMATION 其他資料

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

As at 30 June 2016, the interests or short positions of each Director and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”)) which (a) 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 was taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; or (c) were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuer (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), to be notified to the Company and the Stock Exchange, were as follows:

Interests in the Company

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於2016年6月30日，本公司各董事及最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益或淡倉(包括按照證券及期貨條例有關條文被視為或當作擁有的權益及淡倉)；(b)根據證券及期貨條例第352條須登記於其中所述由本公司存置之登記冊的權益或淡倉；或(c)根據聯交所證券上市規則(「上市規則」)附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

於本公司之權益

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares ⁽¹⁾ 股份數目 ⁽¹⁾	Approximate percentage of shareholding ⁽²⁾ 股權概約百分比 ⁽²⁾
LAM Chi Fan 林志凡	Founder of a discretionary trust 酌情信託的成立人	1,095,472,000 (L) ⁽³⁾	62.60%
	Beneficial owner 實益擁有人	6,650,000 (L) ⁽⁴⁾	0.38%
CHEUNG Tung 張棟	Beneficial owner 實益擁有人	6,376,200 (L) ⁽⁴⁾	0.36%
CHEN Feng 陳楓	Beneficial owner 實益擁有人	3,050,000 (L) ⁽⁴⁾	0.17%
LAM Fei Man 林斐雯	Beneficial owner 實益擁有人	2,150,000 (L) ⁽⁴⁾	0.12%
LAM Kam Cheung 林錦祥	Beneficial owner 實益擁有人	2,000,000 (L) ⁽⁴⁾	0.11%

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Notes:

- (1) The letter “L” denotes long position.
- (2) The calculation is based on the total number of 1,750,002,000 Shares in issue as at 30 June 2016.
- (3) These Shares belong to Sinomax Enterprises Limited (“**Sinomax Enterprises**”). Sinomax Enterprises is legally and beneficially owned as to 50% by each of Chi Fan Holding Limited and The Frankie Trust, respectively. The Frankie Trust is a discretionary family trust established by LAM Chi Fan as settlor and Vistra Trustees (BVI) Limited (“**Vistra**”, previously known as Orangefield Trustees (BVI) Limited) acting as the trustee. The beneficiaries of The Frankie Trust are LAM Chi Fan and his family members.
- (4) Each of LAM Chi Fan, CHEUNG Tung, CHEN Feng, LAM Fei Man and LAM Kam Cheung, an executive Director, has been granted share options to subscribe for 6,650,000, 6,376,200, 3,050,000, 2,150,000 and 2,000,000 shares, respectively, under the Pre-IPO Share Option Scheme, all of which are still outstanding.

附註：

- (1) 「L」指好倉。
- (2) 計算乃根據本公司於2016年6月30日已發行股份總數1,750,002,000股進行。
- (3) 該等股份屬聖諾盟企業有限公司(「**聖諾盟企業**」)所有。聖諾盟企業分別由Chi Fan Holding Limited及Frankie信託各自法定及實益擁有50%權益。Frankie信託乃林志凡成立的全權家族信託，林志凡為財產授予人，而Vistra Trustees (BVI) Limited (「**Vistra**」，前稱Orangefield Trustees (BVI) Limited) 為受託人。Frankie信託的受益人為林志凡及其家族成員。
- (4) 執行董事林志凡、張棟、陳楓、林斐雯及林錦祥均已根據首次公開發售前購股權計劃分別獲授予購股權以認購6,650,000、6,376,200、3,050,000、2,150,000及2,000,000股股份，全部尚未行使。

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Interests in associated corporation – Sinomax Enterprises

於相聯法團之權益 – 聖諾盟企業

Name of Director 董事姓名	Nature of interest 權益性質	Number of shares ⁽¹⁾ 股份數目 ⁽¹⁾	Approximate percentage of shareholding 股權概約百分比
LAM Chi Fan 林志凡	Beneficiary of The Frankie Trust Frankie信託的受益人	15 (L)	50%
CHEUNG Tung 張棟	Beneficiary of The Cheung's Family Trust 張氏家族信託的受益人	5 (L)	16.67%
CHEN Feng 陳楓	Beneficiary of The Feng Chen's Family Trust 陳楓家族信託的受益人	5 (L)	16.67%

Note:

(1) The letter "L" denotes long position.

Saved as disclosed above, as at 30 June 2016, none of the Directors and the chief executive of the Company had any interests and 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 recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

(1) 「L」指好倉。

除上文披露者外，於2016年6月30日，概無董事及本公司之最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有已登記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及淡倉，或已根據標準守則另行知會本公司及聯交所之權益及淡倉。

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INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2016, the person(s) (other than a Director or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name 姓名或名稱	Nature of interest 權益性質	Number of shares ⁽¹⁾ 股份數目 ⁽¹⁾	Approximate percentage of shareholding ⁽²⁾ 股權概約百分比 ⁽²⁾
Sinomax Enterprises ⁽³⁾ 聖諾盟企業 ⁽³⁾	Beneficial owner 實益擁有人	1,095,472,000 (L)	62.60%
Chi Fan Holding Limited	Interest of a controlled corporation 受控制法團權益	1,095,472,000 (L) ⁽⁴⁾	62.60%
Vistra ⁽⁵⁾	Trustee of various trusts 多個信託的受託人	1,095,472,000 (L)	62.60%
LI Ching Hau 李晶霞	Interest of spouse 配偶權益	1,102,122,000 (L) ⁽⁶⁾	62.98%

Notes:

- (1) The letter "L" denotes long position.
- (2) The calculation is based on the total number of 1,750,002,000 Shares in issue as at 30 June 2016.
- (3) Sinomax Enterprises is legally owned as to 50%, 16.67%, 16.67% and 16.67% by Chi Fan Holding Limited, Wing Yiu Investments Limited, The James' Family Holding Limited and Venture Win Holdings Limited, respectively, and beneficially owned in the same proportion by The Frankie Trust, The Cheung's Family Trust, The James' Family Trust and The Feng Chen's Family Trust, respectively.
- (4) These Shares belong to Sinomax Enterprises, which is legally owned as to 50% by Chi Fan Holding Limited.
- (5) Vistra acts as the trustee of The Frankie Trust, The James' Family Trust, The Cheung's Family Trust and The Feng Chen's Family Trust. The beneficiaries of The Frankie Trust are LAM Chi Fan and his family members. The beneficiaries of The Cheung's Family Trust are CHEUNG Tung and his family members. The beneficiaries of The James' Family Trust are CHEUNG Shui Ying and her family members. The beneficiaries of The Feng Chen's Family Trust are CHEN Feng and his family members.
- (6) These interests belong to LAM Chi Fan, the spouse of LI Ching Hau. Under the SFO, LI Ching Hau is deemed to be interested in the same number of Shares in which LAM Chi Fan is interested.

主要股東之權益及淡倉

於2016年6月30日，有關人士（不包括本公司董事或最高行政人員）於股份或相關股份中擁有記錄於根據證券及期貨條例第336條本公司須存置的登記冊的權益或淡倉如下：

附註：

- (1) 「L」指好倉。
- (2) 計算乃根據本公司於2016年6月30日已發行股份總數1,750,002,000股進行。
- (3) 聖諾盟企業分別由Chi Fan Holding Limited、Wing Yiu Investments Limited、The James' Family Holding Limited及Venture Win Holdings Limited擁有50%、16.67%、16.67%及16.67%法定權益，並分別由Frankie信託、張氏家族信託、James家族信託及陳楓家族信託擁有相同比例實益權益。
- (4) 該等股份屬聖諾盟企業所有，而聖諾盟企業乃由Chi Fan Holding Limited擁有50%法定權益。
- (5) Vistra擔任Frankie信託、James家族信託、張氏家族信託及陳楓家族信託的受託人。Frankie信託的受益人為林志凡及其家族成員。張氏家族信託的受益人為張棟及其家族成員。James家族信託的受益人為張水英及其家族成員。陳楓家族信託的受益人為陳楓及其家族成員。
- (6) 該等權益屬李晶霞之配偶林志凡所有。根據證券及期貨條例，李晶霞被視為於林志凡擁有權益之相同數目股份中擁有權益。

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SHARE OPTION SCHEME

(i) The Pre-IPO Share Option Scheme

On 13 December 2013, the Pre-IPO Share Option Scheme which complies with the requirements of Chapter 17 of the Listing Rules was adopted by the shareholders of the Company.

The Pre-IPO Share Option Scheme expired on 10 July 2014 and ceased to have effect after 10 July 2014. Share options granted prior to the expiration of the Pre-IPO Share Option Scheme but not yet exercised at that time shall continue to be valid and exercisable in accordance with the Pre-IPO Share Option Scheme.

The following tables disclose details of movements of share options granted under the Pre-IPO Share Option Scheme:

購股權計劃

(i) 首次公開發售前購股權計劃

於2013年12月13日，本公司股東採納符合上市規則第17章規定的首次公開發售前購股權計劃。

首次公開發售前購股權計劃於2014年7月10日屆滿，並於2014年7月10日後不再生效。於首次公開發售前購股權計劃屆滿前授出但於當時尚未獲行使的購股權將持續有效且可根據首次公開發售前購股權計劃予以行使。

下表披露根據首次公開發售前購股權計劃授出的購股權變動詳情：

Grantee	Date of grant	Vesting period	Exercisable period	Exercise price per Share	Outstanding	Granted during the Period	Lapsed during the Period	Exercised during the Period	Outstanding
					as at 1 Jan 2016				as at 30 June 2016
承授人	授出日期	歸屬期	行使期	每股行使價 HK\$ 港元	於2016年1月1日尚未獲行使	於期內授出	於期內失效	於期內行使	於2016年6月30日尚未行使

1. Directors

1. 董事

Mr. Lam Chi Fan (Chairman) 林志凡先生(主席)	10 Feb 2014	10 Feb 2014-10 Jul 2014	10 Jul 2014-10 Jul 2019	0.74	1,330,000	-	-	-	1,330,000
	2014年2月10日	2014年2月10日-2014年7月10日	2014年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2015	10 Jul 2015-10 Jul 2019	0.74	1,330,000	-	-	-	1,330,000
	2014年2月10日	2014年2月10日-2015年7月10日	2015年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2016	10 Jul 2016-10 Jul 2019	0.74	1,330,000	-	-	-	1,330,000
	2014年2月10日	2014年2月10日-2016年7月10日	2016年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2017	10 Jul 2017-10 Jul 2019	0.74	1,330,000	-	-	-	1,330,000
	2014年2月10日	2014年2月10日-2017年7月10日	2017年7月10日-2019年7月10日						
Mr. Cheung Tung (President) 張棟先生(總裁)	10 Feb 2014	10 Feb 2014-10 Jul 2014	10 Jul 2014-10 Jul 2019	0.74	1,275,240	-	-	-	1,275,240
	2014年2月10日	2014年2月10日-2014年7月10日	2014年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2015	10 Jul 2015-10 Jul 2019	0.74	1,275,240	-	-	-	1,275,240
	2014年2月10日	2014年2月10日-2015年7月10日	2015年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2016	10 Jul 2016-10 Jul 2019	0.74	1,275,240	-	-	-	1,275,240
	2014年2月10日	2014年2月10日-2016年7月10日	2016年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2017	10 Jul 2017-10 Jul 2019	0.74	1,275,240	-	-	-	1,275,240
	2014年2月10日	2014年2月10日-2017年7月10日	2017年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2018	10 Jul 2018-10 Jul 2019	0.74	1,275,240	-	-	-	1,275,240
	2014年2月10日	2014年2月10日-2018年7月10日	2018年7月10日-2019年7月10日						

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Grantee	Date of grant	Vesting period	Exercisable period	Exercise price per Share	Outstanding as at 1 Jan 2016 於2016年1月1日 尚未獲行使	Granted during the Period 於期內 授出	Lapsed during the Period 於期內 失效	Exercised during the Period 於期內 行使	Outstanding as at 30 June 2016 於2016年6月30日 尚未行使
承授人	授出日期	歸屬期	行使期	每股 行使價 HK\$ 港元					
Mr. Chen Feng 陳楓先生	10 Feb 2014	10 Feb 2014-10 Jul 2014	10 Jul 2014-10 Jul 2019	0.74	610,000	-	-	-	610,000
	2014年2月10日	2014年2月10日-2014年7月10日	2014年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2015	10 Jul 2015-10 Jul 2019	0.74	610,000	-	-	-	610,000
	2014年2月10日	2014年2月10日-2015年7月10日	2015年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2016	10 Jul 2016-10 Jul 2019	0.74	610,000	-	-	-	610,000
	2014年2月10日	2014年2月10日-2016年7月10日	2016年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2017	10 Jul 2017-10 Jul 2019	0.74	610,000	-	-	-	610,000
2014年2月10日	2014年2月10日-2017年7月10日	2017年7月10日-2019年7月10日							
Mr. Lam Kam Cheung 林錦祥先生	10 Feb 2014	10 Feb 2014-10 Jul 2014	10 Jul 2014-10 Jul 2019	0.74	400,000	-	-	-	400,000
	2014年2月10日	2014年2月10日-2014年7月10日	2014年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2015	10 Jul 2015-10 Jul 2019	0.74	400,000	-	-	-	400,000
	2014年2月10日	2014年2月10日-2015年7月10日	2015年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2016	10 Jul 2016-10 Jul 2019	0.74	400,000	-	-	-	400,000
	2014年2月10日	2014年2月10日-2016年7月10日	2016年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2017	10 Jul 2017-10 Jul 2019	0.74	400,000	-	-	-	400,000
2014年2月10日	2014年2月10日-2017年7月10日	2017年7月10日-2019年7月10日							
Ms. Lam Fei Man 林斐斐小姐	10 Feb 2014	10 Feb 2014-10 Jul 2014	10 Jul 2014-10 Jul 2019	0.74	430,000	-	-	-	430,000
	2014年2月10日	2014年2月10日-2014年7月10日	2014年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2015	10 Jul 2015-10 Jul 2019	0.74	430,000	-	-	-	430,000
	2014年2月10日	2014年2月10日-2015年7月10日	2015年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2016	10 Jul 2016-10 Jul 2019	0.74	430,000	-	-	-	430,000
	2014年2月10日	2014年2月10日-2016年7月10日	2016年7月10日-2019年7月10日						
	10 Feb 2014	10 Feb 2014-10 Jul 2017	10 Jul 2017-10 Jul 2019	0.74	430,000	-	-	-	430,000
2014年2月10日	2014年2月10日-2017年7月10日	2017年7月10日-2019年7月10日							
10 Feb 2014	10 Feb 2014-10 Jul 2018	10 Jul 2018-10 Jul 2019	0.74	430,000	-	-	-	430,000	
2014年2月10日	2014年2月10日-2018年7月10日	2018年7月10日-2019年7月10日							

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DISCLOSURE OF INFORMATION ON DIRECTORS

Changes in Directors' biographical details since the date of the Annual Report 2015 of the Company which are required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules, are set out as follows:

Mr. FAN Chun Wah Andrew, an independent non-executive Director, has served as the independent non-executive director of Nameson Holdings Limited (stock code: 1982) with effect from 29 January 2016. Mr. Fan was appointed as member of HKSAR Committee on the Promotion of Civic Education and HKSAR Justices of the Peace with effect from 1 April 2016 and 1 July 2016 respectively. He completed his mission of serving as the chairman of the 23rd council of Hong Kong United Youth Association with effect from 30 June 2016.

CORPORATE GOVERNANCE CODES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of its Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as its own code of corporate governance. During the Reporting Period, all the code provisions in the CG Code were met by the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors and all Directors confirmed that they have complied with the required standards of the Model Code regarding Directors' securities transactions during the Reporting Period.

董事資料披露

自本公司2015年年報刊發日期以來根據上市規則第13.51(2)及13.51B(1)條須予披露的董事履歷變動詳情如下：

獨立非執行董事范駿華先生擔任南旋控股有限公司(股份代號：1982)的獨立非執行董事，自2016年1月29日起生效。范先生獲委任為香港特別行政區公民教育委員會委員及香港特別行政區太平紳士，分別自2016年4月1日及2016年7月1日起生效。彼已完成於香港青年聯會擔任第23屆理事會主席之職務，自2016年6月30日起生效。

企業管治守則

本公司致力於維持高標準的企業管治以保障其股東的利益及提升企業價值及問責性。本公司已自上市日期起採香港聯合交易所有限公司證券上市規則附錄14所載企業管治守則(「企業管治守則」)作為其本身的企業管治守則。報告期間內，本公司遵守企業管治守則的一切守則條文。

進行證券交易的標準守則

本公司已採納一個條款不寬鬆於上市規則附錄10標準守則所載的規定標準的董事進行證券交易的行為守則。本公司已向全體董事作出特別查詢，且全體董事確認，彼等已遵守標準守則對董事於報告期間內的證券交易提出的必要規定。

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REVIEW OF INTERIM RESULTS

The audit committee has reviewed, with the management, the accounting principles and policies adopted by the Group, and discussed the unaudited condensed consolidated financial statements and interim report of the Group for the Reporting Period and recommended its adoption by the Board.

In addition, the unaudited condensed consolidated financial statements of the Group for the Reporting Period have been reviewed by the independent auditors of the Company, Messrs. Deloitte Touche Tohmatsu, in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA.

審閱中期業績

審核委員會已與管理層共同審閱本集團採納的會計原則及政策，並討論本集團於報告期內的未經審核簡明綜合財務報表及中期報告及建議董事會採納。

此外，本集團於報告期間內的未經審核簡明綜合財務報表亦已由本集團的獨立核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體獨立核數師執行之中期財務資訊審閱」審閱。

On behalf of the Board
Sinomax Group Limited
Lam Chi Fan
Chairman

代表董事會
盛諾集團有限公司
主席
林志凡

Hong Kong, 22 August 2016

香港，2016年8月22日

The logo for Sinomax Group Limited, featuring the word "SINOMAX" in a bold, sans-serif font. The letters are primarily blue, with a green-to-blue gradient at the bottom of the characters, suggesting a landscape or horizon line.

Sinomax Group Limited
盛諾集團有限公司