



**China Zenith Chemical Group Limited**  
**中國天化工集團有限公司**

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(Stock Code: 362)

INTERIM REPORT  
**2017/18**



# CORPORATE INFORMATION

## Board of Directors

### Executive Directors

Ms. Chan Yuk Foebe  
Mr. Law Tze Ping Eric  
Mr. Yu Defa

### Independent Non-executive Directors

Mr. Ma Wing Yun Bryan  
Mr. Tam Ching Ho  
Mr. Hau Chi Kit

## Company Secretary

Mr. Ma Kin Ling

## Registered Office

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## Head Office and Principal Place of Business in Hong Kong

Room 4007, 40/F.  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

## Authorised Representatives

Ms. Chan Yuk Foebe  
Mr. Law Tze Ping Eric

## Auditor

Elite Partners CPA Limited  
10/F, 8 Observatory Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

## Legal Advisor to the Company

*(as to Hong Kong law)*

KCL & Partners  
Unit 1602-06, 16/F, FWD Financial Center  
308 Des Voeux Road Central  
Sheung Wan, Hong Kong

## Principal Bankers

Bank of China (Hong Kong) Limited  
Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

Agricultural Bank of China  
No. 462 Zhong Yang Road  
Heihe City  
Heilongjiang Province  
PRC

## Principal Share Registrar and Transfer Office

Estera Management (Bermuda)  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## Hong Kong Branch Share Registrar and Transfer Office

Tricor Tengis Limited  
22/F., Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## Financial Year End Date

30 June

## Company Website

[www.chinazenith.com.hk](http://www.chinazenith.com.hk)

## Telephone Number

2845 3131

## Facsimile Number

2845 3535

## Stock Code

00362

# FINANCIAL HIGHLIGHTS

Six months ended 31 December

	2017 HK\$'000	2016 HK\$'000	Change
TURNOVER	167,150	144,632	15.6%
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS	(27,598)	(30,476)	(9.4%)
BASIC LOSS PER SHARE FROM CONTINUING OPERATIONS	HK(2.33) cents	HK(2.93) cents	(20.5%)
INTERIM DIVIDEND PER SHARE	–	–	–

The Board of Directors (the “**Board**” or “**Directors**”) of China Zenith Chemical Group Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated interim financial statements (“**Interim Financial Statements**”) of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 31 December 2017 (the “**Period**”). The results had been reviewed by the Company’s audit committee (“**Audit Committee**”).

# CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 31 December 2017

(Unaudited)  
Six months ended  
31 December

	Note	2017 HK\$'000	2016 HK\$'000
<b>Continuing operations</b>			
<b>Revenue</b>	4	167,150	144,632
Cost of sales		(100,694)	(79,142)
Gross profit		66,456	65,490
Other income	6	23,401	4,204
Selling and distribution costs		(10,352)	(5,668)
Administrative expenses		(45,155)	(44,488)
Other operating expenses		(24,702)	(34,967)
<b>Profit/(Loss) from operations</b>		9,648	(15,429)
Finance costs		(37,246)	(15,099)
<b>Loss before tax</b>		(27,598)	(30,528)
Income tax credit	7	—	52
<b>Loss for the period from continuing operations</b>	8	(27,598)	(30,476)
<b>Discontinued operations</b>			
Profit for the period from discontinued operations		—	165,583
(Loss)/Profit for the period		(27,598)	135,107

# CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 31 December 2017

**(Unaudited)**  
**Six months ended**  
**31 December**

Note	2017 HK\$'000	2016 HK\$'000
<b>Attributable to:</b>		
Owners of the Company		
— From continuing operations	(25,815)	(24,674)
— From discontinued operations	—	165,583
	(25,815)	140,909
Non-controlling interests		
— From continuing operations	(1,783)	(5,802)
<b>(Loss)/Profit for the period</b>	<b>(27,598)</b>	135,107
<b>(Loss)/Earnings per share</b>		<i>(Represented)</i>
<b>From continuing and discontinued operations</b>		
— Basic	9	HK(2.33) cents
— Diluted	9	HK16.71 cents
<b>From continuing operations</b>		
— Basic	9	HK(2.33) cents
— Diluted	9	HK(2.93) cents
<b>From discontinued operations</b>		
— Basic	9	N/A
— Diluted	9	HK19.64 cents

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 31 December 2017

(Unaudited)  
Six months ended  
31 December

	2017 HK\$'000	2016 HK\$'000
<b>(Loss)/Profit for the period</b>	<b>(27,598)</b>	135,107
<b>Other comprehensive income after tax:</b>		
<b>Item that may be reclassified to profit or loss:</b>		
Exchange differences on translating foreign operations	18,519	(132,989)
<b>Other comprehensive income for the period, net of tax</b>	<b>18,519</b>	(132,989)
<b>Total comprehensive income for the period</b>	<b>(9,079)</b>	2,118
<b>Attributable to:</b>		
Owners of the Company	(10,723)	15,529
Non-controlling interests	1,644	(13,411)
	<b>(9,079)</b>	2,118

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2017

	Note	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
<b>Non-current assets</b>			
Fixed assets	10	2,626,482	2,572,893
Land held under finance leases		64,746	65,087
Prepaid land lease payments		267,046	281,296
Other intangible assets		—	86
		<b>2,958,274</b>	<b>2,919,362</b>
<b>Current assets</b>			
Inventories		63,720	19,914
Trade receivables	11	57,433	25,719
Prepayments, deposits and other receivables		136,736	92,605
Financial assets at fair value through profit or loss		1,090	45
Bank and cash balances		70,916	93,159
		<b>329,895</b>	<b>231,442</b>
<b>TOTAL ASSETS</b>		<b>3,288,169</b>	<b>3,150,804</b>
<b>Capital and reserves</b>			
Share capital	12	111,043	107,809
Reserves		1,659,852	1,650,947
<b>Equity attributable to owners of the Company</b>		<b>1,770,895</b>	<b>1,758,756</b>
<b>Non-controlling interests</b>		<b>111,172</b>	<b>109,528</b>
<b>Total equity</b>		<b>1,882,067</b>	<b>1,868,284</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2017

	Note	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
<b>Non-current liabilities</b>			
Bank loans	14	25,563	44,087
Bonds payable	13	769,525	633,475
Other payables		226,640	243,191
Deferred tax liabilities		17,716	17,017
		<b>1,039,444</b>	937,770
<b>Current liabilities</b>			
Trade payables	15	62,523	42,128
Other payables and accruals		188,819	195,952
Other loans		66,179	65,131
Bank loans	14	49,137	41,539
		<b>366,658</b>	344,750
<b>Total liabilities</b>		<b>1,406,102</b>	1,282,520
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,288,169</b>	3,150,804
<b>Net current liabilities</b>		<b>(36,763)</b>	(113,308)
<b>Total assets less current liabilities</b>		<b>2,921,511</b>	2,806,054

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2017

	(Unaudited)								
	For the six months ended 31 December 2017 Attributable to owners of the Company								
	Share capital HK\$'000	Share premium account HK\$'000	Fixed asset revaluation reserve HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Retained profits HK\$'000	Sub-total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
At 1 July 2017	107,809	—	110,368	10,722	206,346	1,323,511	1,758,756	109,528	1,868,284
Total comprehensive income for the Period	—	—	—	—	15,092	(25,815)	(10,723)	1,644	(9,079)
Share option benefit									
— Exercise of share options	3,234	—	—	—	—	6,791	10,025	—	10,025
— Issue of share options	—	—	—	12,837	—	—	12,837	—	12,837
— Cancellation of share options	—	—	—	(10,722)	—	10,722	—	—	—
— Transfer	—	—	—	(4,026)	—	4,026	—	—	—
Changes in equity for the period	3,234	—	—	(1,911)	15,092	(4,276)	12,139	1,644	13,783
At 31 December 2017	111,043	—	110,368	8,811	221,438	1,319,235	1,770,895	111,172	1,882,067

	(Unaudited)								
	For the six months ended 31 December 2016 Attributable to owners of the Company								
	Share capital HK\$'000	Share premium account HK\$'000	Fixed asset revaluation reserve HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Retained profits HK\$'000	Sub-total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
At 1 July 2016	287,490	1,837,370	97,402	13,614	292,941	(835,473)	1,693,344	129,914	1,823,258
Total comprehensive income for the Period	—	—	—	—	(125,380)	140,909	15,529	(13,411)	2,118
Issue of share on open offer	71,872	(1,312)	—	—	—	—	70,560	—	70,560
Issue of bonus share on open offer	71,873	(71,873)	—	—	—	—	—	—	—
Cancellation of share options	—	—	—	(2,892)	—	2,892	—	—	—
Changes in equity for the Period	143,745	(73,185)	—	(2,892)	(125,380)	143,801	86,089	(13,411)	72,678
At 31 December 2016	431,235	1,764,185	97,402	10,722	167,561	(691,672)	1,779,433	116,503	1,895,936

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2017

(Unaudited)  
Six months ended  
31 December

	2017 HK\$'000	2016 HK\$'000
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(58,533)</b>	(61,458)
<b>NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>10,597</b>	(34,207)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>100,900</b>	150,513
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>52,964</b>	54,848
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>(75,207)</b>	(7,144)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>93,159</b>	39,297
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>70,916</b>	87,001
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b> Bank and cash balances	<b>70,916</b>	87,001

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 1. Basis of Preparation and Accounting Policies

These unaudited condensed consolidated financial statements (the “**Interim Financial Statements**”) have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” which is one of the Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

During the Period, the Group had net current liabilities of approximately HK\$36,763,000 as at 31 December 2017.

In preparing the Interim Financial Statements, the directors have given careful consideration to the future liquidity and financial position of the Group in light of the conditions described in the preceding paragraph. These conditions indicate the existence of uncertainty that may cast doubt on the Group’s ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business. The directors are currently implementing stringent cost control measures over administrative and other operating expenses to improve the results of operation and financial position of the Group.

The Group had been undergoing negotiation with various banks for refinancing exercise and new funds to strengthen the Group’s financial position. The Group will have sufficient cash resources to satisfy its future working capital and other financial commitments. The directors are of the opinion that the above measures will be successfully implemented. Accordingly, the directors are of the view that it is appropriate to prepare the financial statements on a going concern basis.

These condensed consolidated financial statements should be read in conjunction with the 2017 annual financial statements.

The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the 2017 annual financial statements except as stated in note 2 below.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 2. Adoption of New and Revised HKFRSs

In the current Period, the Group has adopted all the new and revised HKFRSs that are relevant to its operations and effective for its accounting period beginning on 1 July 2017. HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current Period and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position. The Group does not plan to adopt these standards prior to their mandatory effective date.

## 3. Fair value measurements

The carrying amounts of the Group’s financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group’s policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

The recurring fair value measurement of the financial assets at fair value through profit or loss was using Level 1 as at 30 June 2017 and 31 December 2017.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 4. REVENUE

Revenue represents the net invoiced value of goods sold and services provided, after allowances for returns and trade discounts, and after eliminations of all significant intra-group transactions during the Period.

	2017 HK\$'000	2016 HK\$'000
<b>Continuing operations:</b>		
Heat supplying services	126,731	99,458
Electricity supplying services	5,139	6,108
Sales of calcium carbide	35,280	39,066
	<b>167,150</b>	144,632

## 5. Segment Information

The Group's reportable segments are strategic business units that offer different products.

They are managed separately because each business requires different technology and marketing strategies. The Group has five reportable segments as follows:

- (i) manufacture and sale of polyvinyl-chloride ("**Polyvinyl-chloride**");
- (ii) manufacture and sale of vinyl acetate ("**Vinyl acetate**");
- (iii) generation and supply of heat and power ("**Heat and power**");
- (iv) manufacture and sale of vitamin C, glucose and starch ("**Vitamin C, glucose and starch**"); and
- (v) manufacture and sale of calcium carbide ("**Calcium carbide**").

On 26 December 2016, the Vitamin C, glucose and starch segment was disposed of and was presented as a discontinued operation.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

### 5. Segment Information (continued)

The accounting policies of the operating segments are the same as those described in the Group's 2017 annual financial statements. Segment profits or losses do not include fair value gain on financial assets at fair value through profit or loss and corporate administrative expenses. Segment assets do not include bank and cash balances, financial assets at fair value through profit or loss and corporate assets. Segment liabilities do not include bank loans, bonds payable, bond interest payable, other loans and other payables and accruals for general administrative use.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

Information about reportable segment profit or loss, assets and liabilities:

	(Unaudited)						Total HK\$'000
	Polyvinyl- chloride HK\$'000	Vinyl acetate HK\$'000	Heat and power HK\$'000	Calcium carbide HK\$'000	Subtotal HK\$'000	Vitamin C, glucose and starch HK\$'000	
<b>Six months ended 31 December 2017</b>							
Revenue from external customers	—	—	131,870	35,280	167,150	—	167,150
Segment profit/(loss)	(6,130)	(5,473)	57,924	(18,273)	28,048	—	28,048
<b>As at 31 December 2017</b>							
Segment assets	224,784	126,028	973,781	1,726,522	3,051,115	—	3,051,115
Segment liabilities	16,311	23,124	175,547	224,805	439,787	—	439,787



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 6. Other Income

	<b>(Unaudited)</b>	
	<b>Six months ended 31 December</b>	
	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
Bank interest income	17	11
Construction income of installation of pipe	5,441	—
Reversal of allowance for trade and other receivables	14,451	1,943
Write off of other payables due to deregistration	3,252	—
Sundry income	240	2,250
	<b>23,401</b>	4,204

## 7. Income Tax Credit

	<b>(Unaudited)</b>	
	<b>Six months ended 31 December</b>	
	<b>2017</b>	2016
	<b>HK\$'000</b>	HK\$'000
Deferred tax	—	52

No provision for Hong Kong Profits Tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2016: Nil).

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 8. Loss for the Period from Continuing Operations

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

	<b>(Unaudited)</b> <b>Six months ended</b> <b>31 December</b>	
	<b>2017</b> <b>HK\$'000</b>	<b>2016</b> <b>HK\$'000</b>
Depreciation	<b>52,088</b>	48,235
Amortisation of other intangible assets	<b>86</b>	278
Factory overhead incurred during suspension of production (note)	<b>23,123</b>	23,258
Fair value loss on financial assets at fair value through profit or loss	<b>137</b>	77
Operating lease rental expenses	<b>1,422</b>	967
Staff costs (excluding Directors' emoluments):		
Wages, salaries and benefits in kind	<b>12,233</b>	5,483
Employee share option benefits	<b>10,001</b>	—
Retirement benefits scheme contributions	<b>3,354</b>	1,919
Directors' emoluments	<b>3,434</b>	563

Note: For the six months ended 31 December 2017 and 2016, factory overhead was incurred during the temporary suspension of production line of Polyvinyl-chloride segment, Vinyl acetate segment and Calcium carbide segment.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 9. Earnings/(Loss) Per Share

### (a) From continuing and discontinued operations

#### Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share attributable to the owners of the Company is based on the loss for the Period attributable to the owners of the Company of approximately HK\$25,815,000 (2016: profit of approximately HK\$140,909,000) and on the weighted average number of ordinary shares of 1,106,776,029 (2016: 843,110,181, as adjusted to reflect the share consolidation of every four shares into one share on 15 May 2017) in issue during the period.

#### Diluted earnings/(loss) per share

For the period ended 31 December 2017, the diluted loss per share was the same as the basic loss per share as the computation of the diluted loss does not assume the exercise of the Company's share options because assumption of exercise of the share options would result in a decrease in loss per share.

The computation of diluted earnings/(loss) per share for the Periods did not assume the exercise of outstanding share options of the Company since the exercise price of the share option was higher than the average market price during the Period of 2016.

### (b) From continuing operations

#### Basic loss per share

The calculation of basic loss per share from continuing operations attributable to the owners of the Company is based on the loss for the Period from continuing operations attributable to the owners of the Company of approximately HK\$25,815,000 (2016: loss of HK\$24,674,000) and the denominator used is the same as that detailed above for basic earnings per share from continuing and discontinued operations.

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 9. Earnings/(Loss) Per Share (Continued)

### (b) From continuing operations (Continued)

#### Diluted earnings per share

For the period ended 31 December 2017, the diluted loss per share was the same as the basic loss per share as the computation of the diluted loss does not assume the exercise of the Company's share options because assumption of exercise of the share options would result in a decrease in loss per share.

The computation of diluted loss per share for the Periods did not assume the exercise of outstanding share options of the Company since the exercise price of the share option was higher than the average market price during the Period of 2016.

### (c) Earnings/(loss) per share from discontinued operations

#### Basic earnings/(loss) per share

Basic earnings per share from the discontinued operations for the six months ended 31 December 2016 is HK\$19.64 cents, based on the profit for the six months ended 31 December 2016 from discontinued operations attributable to the owners of the Company of approximately HK\$165,583,000 and the denominator used is the same as that detailed above for basic earnings per share from continuing and discontinued operations.

## 10. Capital Expenditure

During the Period, the additions to fixed assets including the construction in progress in the PRC were approximately HK\$10.11 million (2016: HK\$58.2 million).

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

### 11. Trade Receivables

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 60 to 180 days (30 June 2017: 60 to 180 days). The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the management.

The ageing analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Within 30 days	27,820	274
31 to 60 days	12,180	268
61 to 90 days	16,059	2,491
91 to 120 days	1,374	2,880
121 to 150 days	—	2,806
151 to 180 days	—	17,000
	57,433	25,719

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 12. Share Capital

	<b>(Unaudited) 31 December 2017 HK\$'000</b>	<b>(Audited) 30 June 2017 HK\$'000</b>
Authorised 5,000,000,000 ordinary shares of HK\$0.10 each	<b>500,000</b>	500,000
Issued and fully paid 1,110,427,319 (30 June 2017: 1,078,087,319) ordinary shares of HK\$0.10 each	<b>111,043</b>	107,809

A summary of the movements in the issued share capital of the Company during the Period is as follows:

	<b>Number of ordinary shares issued '000</b>	<b>Par value HK\$'000</b>
1 July 2016	2,874,899	287,490
Issue of shares on open offer (note a)	718,725	71,872
Issue of bonus shares (note a)	718,725	71,873
Share consolidation (note b)	(3,234,262)	—
Cancellation of paid-up capital (note b)	—	(323,426)
At 30 June 2017 and 1 July 2017	1,078,087	107,809
Issue of share on exercise of share options (note c)	32,340	3,234
At 31 December 2017	1,110,427	111,043

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 12. Share Capital (continued)

Note a: On 1 December 2016, 718,724,879 ordinary shares of HK\$0.1 each were issued at par by way of an open offer on the basis of one offer share for every four shares held and 718,724,879 ordinary shares of HK\$0.1 each were issued as bonus shares for every offer share taken up under the open offer. The net proceed of approximately HK\$35,000,000 were used to settle the promissory note and the remaining HK\$35,560,000 were used as general working capital for the Group. The shares rank *pari passu* in all respects with the ordinary shares of the Company in issue on that date.

Note b: On 15 May 2017, the Group implemented the Share Consolidation whereby every four issued and unissued existing shares of HK\$0.1 each were consolidated into one shares of HK\$0.4 each. Following the Share Consolidation, the issued share capital of the Company was reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.30 on each of the issued shares such that the par value of each issued share was reduced from HK\$0.40 to HK\$0.10; and the par value of all shares in the authorised share capital of the Company was reduced from HK\$0.40 each to HK\$0.10 each resulting in the reduction of authorized share capital of the Company from HK\$500,000,000 to HK\$125,000,000 divided into 1,250,000,000 shares of par value of HK\$0.10 each. Simultaneously, the authorised share capital of the Company was increased from HK\$125,000,000 to HK\$500,000,000 by creation of 3,750,000,000 shares of HK\$0.10 each and such new shares, upon issue, shall rank *pari passu* in all respects with the existing shares of the Company.

Note c: During the period ended 31 December 2017, the subscription rights attaching to 32,340,000 shares options issued pursuant to share option scheme of the Company were exercised at the subscription price of HK\$0.31 per share, resulting in the issue of 32,340,000 shares of HK\$0.1 each for the total cash consideration of approximately HK\$10,025,000.

## 13. Bonds Payable

The movement of the bonds payable is as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Carrying amount at the beginning of period/year	633,475	416,960
Issuance of bonds	104,199	147,879
Interest charge for the period/year	31,851	68,636
Carrying amount at the end of period/year	769,525	633,475

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 13. Bonds Payable (continued)

The bonds were repayable as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
In the second to fifth years inclusive	504,200	472,241
After five years	567,410	457,117
	<b>1,071,610</b>	929,358

The bonds payables are unsecured and interest bearing at coupon rates of 3% to 8.75% (30 June 2017: 3% to 8.75%).

Interest on bond payables at face value of HK\$167,450,000 (30 June 2017: HK\$167,450,000) is payable annually and the principal is repayable in full upon maturity. Interest on bond payables at face value of HK\$904,160,000 (30 June 2017: HK\$761,908,000) was fully paid at issue date and the principal is repayable in full upon maturity.

The bonds payable are measured at amortised cost, using the effective interest method, and the effective rates are ranging from 3.0% to 20.85% per annum (30 June 2017: 3.0% to 20.85% per annum) after taking into account the transaction costs directly attributable to the issuance of the bonds.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

### 14. Bank Loans

The Group's bank loans are repayable as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Term loans subject to a repayment on demand clause	28,654	39,039
Within one year	20,483	2,500
In the second year	2,500	19,827
In the third to fifth years inclusive	7,988	7,988
After five years	15,075	16,272
	<b>74,700</b>	85,626
Less: Amount due for settlement within 12 months (shown under current liabilities)	<b>(49,137)</b>	(41,539)
	<b>25,563</b>	44,087

The carrying amounts of the Group's bank loans are denominated in the following currencies:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Hong Kong dollars	28,063	29,313
Renminbi	46,637	56,313
	<b>74,700</b>	85,626

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

## 14. Bank Loans (Continued)

At 31 December 2017, bank loans were arranged at floating rates ranging from 2.10% to 8.50% (30 June 2017: 2.10% to 8.50%) per annum, thus exposing the Group to cash flow interest rate risk. Bank loans are secured by the pledge of the Group's fixed assets, land held under finance leases and prepaid land lease payments.

## 15. Trade Payables

The Group normally obtains credit terms ranging from 30 to 120 days (30 June 2017: 30 to 120 days) from its suppliers.

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Within 30 days	28,277	8
31 to 60 days	6,350	932
61 to 90 days	3,861	571
91 to 120 days	1,757	1,656
121 to 365 days	5,036	10,442
Over 365 days	17,242	28,519
	62,523	42,128

## 16. Related Party Transactions

Other than Directors' remuneration disclosed in note 8 to the financial statements, there is no other significant related party transaction during the Period (2016: Nil).

## 17. Contingent Liabilities

On 19 November 2012, China Electricity Construction Consultant Group Dongbei Electricity Design College (translated from the Chinese name of 中國電力工程顧問集團東北電力設計院) (the "Plaintiff") filed a writ (the "Writ") with the high court of Heilongjiang Province in the PRC ("the Heilongjiang High Court") against Mudanjiang Better Day Power Limited ("Mudanjiang BD Power"), an indirect wholly-owned subsidiary of the Company.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

### 17. Contingent Liabilities (Continued)

Mudanjiang BD Power had contracted the Plaintiff to construct certain coal-powered electricity generating facilities at the business address of Mudanjiang BD Power (the “Contract”). Owing to the alleged delay in the progress of construction, the Plaintiff claimed (i) the payment of the contract sum in the amount of approximately RMB42,700,000 and the interest thereon; (ii) the grant of the first priority right to receive payment from Mudanjiang BD Power in respect of the subject construction project under the Contract; (iii) damages in the sum of approximately RMB13,300,000 for alleged termination of the Contract; and (iv) the legal fees arising from the action. The Company has been seeking legal advice in respect of the Writ on the dispute in the payment for the Contract since December 2012. According to the management of Mudanjiang BD Power, the construction work had been slowed down because the financial resources available for the project development were tied up by unfavourable business operations since 2009.

During the reporting period, the Heilongjiang High Court had adjudged that Mudanjiang BD Power was liable to compensate the Plaintiff for approximately RMB36,700,000. Upon the end of the reporting period, Mudanjiang BD Power was negotiating with the Plaintiff to continue the construction of the coal-powered electricity generating facilities. Once the performance of the Contract was resumed under the mutual agreement between Mudanjiang BD Power and the Plaintiff, part of the damages granted may be absorbed in the cost of construction.

The management has made sufficient provision for the legal action and believes that a favorable settlement could be reached with the Plaintiff.

### 18. Capital Commitments

The Group’s capital commitments at the end of the reporting Period are as follows:

	<b>(Unaudited) 31 December 2017 HK\$'000</b>	<b>(Audited) 30 June 2017 HK\$'000</b>
Contracted, but not provided for: Buildings and construction in progress	<b>89,519</b>	90,097

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2017

### 19. Lease Commitments

At 31 December 2017, the total future minimum lease payments under non-cancellable operating leases are repayable as follows:

	(Unaudited) 31 December 2017 HK\$'000	(Audited) 30 June 2017 HK\$'000
Within one year	2,424	2,424
In the second to fifth years inclusive	2,547	3,759
	4,971	6,183

Operating lease payments represent rentals payable by the Group for certain of its offices. Leases are negotiated for a lease term of 3 years (30 June 2017: 3 years) and rentals are fixed over the lease terms and do not include contingent rentals.

### 20. Events after the Reporting Period

On 5 January 2018, Prosper Path Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company entered into a share transfer agreement with Dragon Wise Group Limited (the “**Vendor**”), a company incorporated under the laws of the British Virgin Islands with limited liability pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the entire issued share capital of Xinyang Maojian International Holding Limited at a consideration of HK\$85,800,000 which will be settled by the allotment and issue of 220,000,000 new shares to be issued by the Company by to the Vendor or its nominee(s) upon completion. Completion of the transaction is subject to, amongst other things, the passing of resolutions by the shareholders of the Company at a special general meeting to be convened (“**SGM**”) approving, amongst other things, the share transfer agreement and the transactions contemplated thereunder and the specific mandate to issue the consideration shares. For the purpose of reflecting the adjustment of the business development of the Group, the Directors will propose a special resolution to the Shareholders to change (i) the existing primary name of the Company to “Xinyang Maojian Group Limited” and (ii) the existing secondary name of the Company to “信陽毛尖集團有限公司” at the SGM.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Interim Dividend

The Directors have resolved that no interim dividend will be declared in respect of the Period (2016: Nil).

## Management Discussion and Analysis

### Business Review

During the six months ended 31 December 2017 (the “**Period**”), loss attributable to owners mainly came from the idle operating costs incurred which mainly comprised of depreciation and amortisation during the suspension of the coal-related operation.

For the six months ended 31 December 2017, revenue of the Group amounted to approximately HK\$167 million, representing an increase of 16% when compared with that of the last corresponding period.

Loss attributable to the owners of the Company for the Period amounted to approximately HK\$26 million, in contrast to a gain of approximately HK\$141 million for the last corresponding period.

During the Period, the increase in the Group’s turnover was attributable to the increase of the heat supplying area of the heat and power division.

The Group’s selling and distribution costs for the Period was approximately HK\$10 million, representing an increase of approximately 83% when compared with that of the last corresponding period. The increase in selling and distribution costs resulted from increase in turnover during the Period.

The Group’s administrative expenses for the Period was approximately HK\$45 million, representing an increase of approximately 1% when compared with that of the last corresponding period. During the Period, the Company had granted certain share options to the directors and senior management which recorded a share option benefit of HK\$13 million in administrative expenses. Excluding the effect of share option benefit, the administrative expenses was HK\$32 million, representing a decrease of approximately 27% when compared with that of the last corresponding period.

## MANAGEMENT DISCUSSION AND ANALYSIS

Excluding the effect of factory overhead during the suspension of the production of coal-related chemical which amounted to approximately HK\$23 million, the Group's other operating expenses for the six months ended 31 December 2017 was approximately HK\$25 million, representing a decrease of HK\$10 million when compared with that of the last corresponding period. (Excluding the effect of factory overhead during the suspension of the production of coal-related chemical which amounted to approximately HK\$23 million, the Group's other operating expenses for the six months ended 31 December 2016 was approximately HK\$12 million.)

The Group's finance costs for the Period was approximately HK\$37 million, representing an increase of approximately 147% when compared with that of the last corresponding period. The increase in finance costs was resulted from the increase in bonds payable charged at the effective interest rate during the period.

### Heat and power division

During the Period, the heat and power segment recorded a revenue of HK\$132 million from external customers. Income from supplying heat to residential users for the Period was approximately HK\$116 million, representing an increase of approximately 22% compared with that of the last corresponding period. The increase resulted from the increase of the residential heat supplying area. Segment profit of approximately HK\$58 million was achieved representing an increase of approximately 32% compared with that of the last corresponding period.

### Chemical production division

#### Calcium carbide

During the Period, the calcium carbide segment recorded a revenue of HK\$35 million from external customers. Segment loss of approximately HK\$18 million was recorded, representing a decrease of approximately 55% compared with that of the last corresponding period. The segment loss was mainly derived from the unavoidable non-cash expenditure such as depreciation and amortisation in both Heihe and Mudanjiang factories.

The local management had closely monitored the operation to reduce coal or energy consumption and avoid wastage so as to enhance the profit from both operation of the heat and power division and the calcium carbide division. The heat and power generating facilities were in normal operation throughout the Period and the last corresponding period. The calcium carbide facilities were in a set-up period and is expected to run smoothly in the foreseeable future.

## Capital Structure, Liquidity and Financial Resources

### Capital structure

During the Period, the Group financed its operations with internally generated resources, equity funding and non-equity funding.

### Liquidity and Financial Ratio

As at 31 December 2017, the Group had total assets of approximately HK\$3,288 million (30 June 2017: HK\$3,151 million) which were financed by current liabilities of approximately HK\$367 million (30 June 2017: HK\$345 million), non-current liabilities of approximately HK\$1,039 million (30 June 2017: HK\$938 million), non-controlling interests of approximately HK\$111 million (30 June 2017: HK\$110 million) and owners' equity of approximately HK\$1,771 million (30 June 2017: HK\$1,759 million).

As at 31 December 2017, the current assets of the Group amounted to approximately HK\$330 million (30 June 2017: HK\$231 million) mainly comprising inventories of approximately HK\$64 million (30 June 2017: HK\$20 million), trade receivables of approximately HK\$57 million (30 June 2017: HK\$26 million), prepayments, deposits and other receivables of approximately HK\$137 million (30 June 2017: HK\$93 million), financial assets at fair value through profit and loss of approximately HK\$1 million (30 June 2017: HK\$0.1 million), cash and cash equivalents of approximately HK\$71 million (30 June 2017: HK\$93 million).

As at 31 December 2017, the Group's current ratio (current assets/current liabilities), quick ratio ((current assets – inventories)/(current liabilities)), gearing ratio (total debts/total assets) and debts to equity ratio (total debts/owners' equity) of the Group were approximately 0.9 (30 June 2017: 0.7), 0.7 (30 June 2017: 0.6), 42.8% (30 June 2017: 40.7%) and 79.4% (30 June 2017: 72.9%), respectively.

The Group maintained a fairly stable financial position throughout the Period. Although the Group was in net current liabilities position, the management has closely monitored the Group's liquidity and has taken appropriate measures to ensure it had sufficient financial resources to meet its financial obligations.

### Equity funding

During the Period, the net proceeds raised from the exercise of share option by issuing new shares at HK\$0.31 were HK\$10 million. As at the date of this announcement, the net proceeds was applied to enhance the working capital of the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Non-equity funding

#### Bank loans

As at 31 December 2017, the bank loans of the Group amounted to approximately HK\$75 million (30 June 2017: HK\$86 million), of which HK\$28 million was denominated in Hong Kong Dollar and HK\$47 million was denominated in Renminbi (30 June 2017: HK\$29 million was denominated in Hong Kong dollar and HK\$56 million was denominated in Renminbi). Based on agreed scheduled repayments set out in the loan agreements, bank loans of approximately HK\$49 million (30 June 2017: HK\$42 million) were repayable within 12 months.

### Bonds and other non-equity financing

#### Bonds

On 19 October 2017, the Company and Pico Zeman Securities (HK) Limited (the “**Placing Agent**”) entered into a placing agreement pursuant to which the Placing Agent has agreed to procure, on a best endeavor basis, independent placees (which may include the Placing Agent and its associates), to subscribe in cash for one or multiple tranches of 3% to 12%, 4 to 10 years terms bonds, each in an aggregate principal amount of up to HK\$150,000,000 within 180 days starting from the date of the placing agreement.

As at 31 December 2017, the aggregate bonds payable was approximately HK\$770 million which were issued at improving the working capital of the Group during the Period.

### Significant investments held by the Company

As at 31 December 2017, the Company did not have any significant investments except for the financial assets at fair value through profit or loss of approximately HK\$1 million.

### Charges on the Group’s assets

As at 31 December 2017, bank loans and other loan of approximately HK\$75 million and HK\$54 million respectively were secured by charges over the Group’s certain fixed assets, land held under finance leases and prepaid land lease payments.

### Contingencies

The board has reviewed and considered the contingent liabilities of the Company and disclosed information concerning such contingent liabilities in note 13 to the condensed consolidated financial statements.

### Contingent liabilities

As at 31 December 2017, except for disclosed in note 13, the Group did not have any significant contingent liabilities.

### Foreign exchange exposure

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars and Renminbi, which are the functional currencies of the principal operating entities of the Group. The Directors also consider that there will be sufficient cash resources denominated in Hong Kong dollars for the repayment of borrowings. During the Period, the Group did not use any financial instrument for hedging purposes and the Group did not have any hedging instrument outstanding as at 31 December 2017.

### Number and remuneration of employees

As at 31 December 2017, the Group had 408 full time employees in the PRC and Hong Kong. The Group recognises the importance of human resources to its success. Remuneration is maintained at competitive levels with discretionary bonuses payable on a merit basis and in line with industry practice. Other staff benefits provided by the Group include mandatory provident fund, insurance schemes and performance-related commissions.

During the Period, 97,020,000 share options were granted to executive directors and senior management of the Company. As at 31 December 2017, there were 64,680,000 share options outstanding. That comprised 10,780,000 share options with exercisable period up to 16 July 2020 at exercise price of HK\$0.31 per share and 53,900,000 share options with exercisable period up to 25 July 2020 at an exercise price of HK\$0.345 per share.

### Prospect

Despite the current tough business environment, the management has implemented certain strategic plans to overcome the difficulties with an aim to improve the financial and operation situation of the Group.

### Heat and power division

Turnover of the heat and power division increased by 24.9% (2016: 57.7%) and the increase of gross profit by 4% (2016: 328%) was because of the increase in residential heat supplying areas (2017: 4.1 million square meters/2016: 3.5 million square meters).

The management believes the heat and power division will continuously be the driver of the Group's revenue in the year 2018. The residential heat supplying areas had recorded sustainable growth in the last three years which continuously provide the Group with a stable return and a high profit margin.

## MANAGEMENT DISCUSSION AND ANALYSIS

That reinforces the management's belief that the heat and power division shall have a promising future benefited from the continued growth of residential heat supplying areas which not only boosts revenue but also generates costs benefit as a result of economies of scale.

### Chemical production division

#### Heihe

Turnover of the calcium carbide division decreased by 10% (2016: N/A) and the gross loss slightly increased by HK\$2 million. During the Period, a set of plant and machinery had been installed for reducing the cost incurred in the production. These machineries have been running on a trial basis since the end of October 2017. It is expected that the material cost incurred in production of calcium carbide could be reduced by at least 10% once the machineries can run smooth.

The management believes the worst situation of Heihe factory had passed and expects the Heihe factory to turn around in the year 2018.

#### Mudanjiang

The management will closely monitor the market situation. The vertical production of coal-related products will be fully resumed once the market situation turns favourable.

### Appointment as window company of Mudanjiang City Government

On 25 August 2015, the Mudanjiang City Government appointed the Company as its Hong Kong-based agent and foreign window company representing it in the negotiation of matters concerning the city government's listing of domestic enterprises and projects, fund raising exercise and transfer of equity interest.

### Group Strategy

The Group will actively restructure the assets so as to create value to the shareholders. It will not rule out the possibility of further acquisition and disposal of non-core assets.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Directors' Interests or Short Positions in Shares and Underlying Shares

As at 31 December 2017, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), were as follows:

Name of Director	Name of company	Type of interest	Number of ordinary shares held (long position)		Share options held	% of issued capital of the Company
			(% of issued share capital of the Company)			
Ms. Chan Yuk Foebe	The Company	Beneficial Interest	7,170,000	0.65%	10,780,000	0.97%
Mr. Law Tze Ping Eric	The Company	Beneficial Interest	—	—	10,780,000	0.97%

### Interests in the Shares and Underlying Shares

Save as disclosed above, so far as the Directors are aware, as at 31 December 2017, none of the Directors and chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which was 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 in which they were taken or deemed to have under such provisions of the SFO), or which was required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Substantial shareholders' interests and short positions in the Company

As far as the Directors of the Company are aware, as at 31 December 2017, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares in the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO:

<b>Name of shareholders</b>	<b>Number of ordinary shares</b>	<b>Capacity (subject to the notes below)</b>	<b>Approximate percentage of issued share capital of the Company</b>
Chan Yuen Tung	288,721,111 (L)	Beneficial owner	26.00%

(L) long position

Save as disclosed above, as far as the Directors are aware, as at 31 December 2017, no other persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, there is sufficient public float of more than 25% of the Company's shares in the market as required under the Listing Rules.

### Purchase, Sale or Redemption of Listed Securities of the Group

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

### Corporate Governance

#### Corporate Governance Code

The Directors are of the view that the Company has complied with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) during the Period, except for a certain deviation which is summarised below:

#### Code Provision A.2.1

The roles of Chairman and Chief Executive Officer are performed by the same individual, Ms. Chan Yuk Foebe, and are not separated. The Board meets regularly to consider issues related to corporate matters affecting operations of the Group. The Board considers the structure will not impair the balance of power and authority of the Board and the Company’s management and thus, the Board believes this structure will enable effective planning and implementation of corporate strategies and decisions.

### Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiries to all the Directors, all the Directors confirmed that they have complied with the code provisions in the Model Code during the Period.

### Audit Committee

The Company set up the Audit Committee on 8 April 2001, with written terms of reference, for the purposes of reviewing and providing supervision on the Group’s financial reporting process and internal control systems. The Audit Committee comprises three independent non-executive Directors of the Company, namely, Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and the auditing, internal control and financial reporting aspects of the Company including the review of the unaudited interim results of the Company for the Period and there was no disagreement by the Audit Committee with the accounting treatment adopted by the Company.

### Remuneration Committee

A remuneration committee was established by the Company on 1 July 2005 with specific written terms of reference which set out clearly its authority and duties. The Remuneration Committee currently comprises Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit (all being independent non-executive Directors), who are responsible for advising the Board on the remuneration policy and framework for all the remuneration of the Directors and senior management of the Company, as well as reviewing and determining the remuneration packages of Directors and senior management with reference to the Company’s objectives from time to time.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Nomination Committee

The Nomination Committee was established on 2 November 2007 with specific written terms of reference. The Nomination Committee currently comprises one executive Director, namely Ms. Chan Yuk Foebe, and three independent non-executive Directors, namely Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho and Mr. Hau Chi Kit. The Board as a whole, with the Nomination Committee, is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession plan of Directors and assessing the independence of independent non-executive Directors.

### Corporate Governance Functions

The Board determines the policy for the corporate governance of the Company and is responsible for performing, inter alia, the following corporate governance duties:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to employees and directors; and
- (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

By order of the Board

**Chan Yuk Foebe**

*Chairman and Chief Executive Officer*

Hong Kong, 28 February 2018