



Dragon Crown Group Holdings Limited 龍翔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：00935

中期報告 2018 Interim Report



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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. NG Wai Man (*Chairman & Chief Executive Officer*)
Mr. CHONG Yat Chin
Ms. CHAN Wan Ming

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAU Sik Yuen
Mr. FENG Jianping (*Appointed on 29 June 2018*)
Mr. ZHU Wujun
Mr. LUO Shijie (*Resigned on 29 June 2018*)

AUDIT COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. FENG Jianping (*Appointed on 29 June 2018*)
Mr. ZHU Wujun
Mr. LUO Shijie (*Resigned on 29 June 2018*)

REMUNERATION COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. FENG Jianping (*Appointed on 29 June 2018*)
Mr. ZHU Wujun
Mr. NG Wai Man
Mr. LUO Shijie (*Resigned on 29 June 2018*)

NOMINATION COMMITTEE

Mr. LAU Sik Yuen (*Chairman*)
Mr. FENG Jianping (*Appointed on 29 June 2018*)
Mr. ZHU Wujun
Mr. NG Wai Man
Mr. LUO Shijie (*Resigned on 29 June 2018*)

AUTHORISED REPRESENTATIVES

Mr. CHONG Yat Chin
Ms. CHAN Wan Ming

COMPANY SECRETARY

Ms. LEE Mei Yi (*Appointed on 29 June 2018*)
Mr. LAU Lai Chi (*Resigned on 29 June 2018*)

AUDITOR

Ernst & Young
Certified Public Accountants

執行董事

吳惠民先生(*主席兼行政總裁*)
莊日青先生
陳芸鳴女士

獨立非執行董事

劉錫源先生
馮建平先生(*於2018年6月29日獲委任*)
朱武軍先生
駱世捷先生(*於2018年6月29日辭任*)

審核委員會

劉錫源先生(*主席*)
馮建平先生(*於2018年6月29日獲委任*)
朱武軍先生
駱世捷先生(*於2018年6月29日辭任*)

薪酬委員會

劉錫源先生(*主席*)
馮建平先生(*於2018年6月29日獲委任*)
朱武軍先生
吳惠民先生
駱世捷先生(*於2018年6月29日辭任*)

提名委員會

劉錫源先生(*主席*)
馮建平先生(*於2018年6月29日獲委任*)
朱武軍先生
吳惠民先生
駱世捷先生(*於2018年6月29日辭任*)

授權代表

莊日青先生
陳芸鳴女士

公司秘書

李美儀女士(*於2018年6月29日獲委任*)
劉禮智先生(*於2018年6月29日辭任*)

核數師

安永會計師事務所
執業會計師

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Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The board (the “Board”) of directors (the “Directors”) is pleased to present the unaudited interim results of Dragon Crown Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group” or “Dragon Crown”) for the six months ended 30 June 2018 (the “Period”).

For the Period, Dragon Crown recorded revenue of HK\$141.8 million (2017: HK\$113.0 million), an increase of 25.5%. The increase was mainly attributable to the increase in revenue from new ethylene customers, and the increase in revenue in respect of methanol and acetic acid. Gross profit for the Period was HK\$85.5 million (2017: HK\$60.8 million). The gross profit ratio for the Period was 60.3% (2017: 53.8%). Profit during the Period attributable to owners of the Company surged to HK\$41.8 million (2017: HK\$25.4 million), a substantial increase of 64.5%. The increase in profit was mainly due to the increase in revenue mentioned above. Earnings per share stood at HK3.42 cents (2017: HK2.08 cents).

The Board has declared an interim dividend of HK2.0 cents per share for the Period (2017: HK1.5 cents). It is noteworthy that since Dragon Crown’s IPO in 2011, the Group has strived to pay regular dividends to our shareholders for the recognition of their long-term support, as well as their continued confidence in our business endeavors. It also demonstrates that the Group has been maintaining a healthy financial position. As at 30 June 2018, cash and cash equivalents reached HK\$135.6 million (as at 31 December 2017: HK\$127.2 million) and a low gearing ratio of 6.2% (as at 31 December 2017: 9.3%) was achieved.

During the Period, the throughput volume of liquid petrochemical products handled by Dragon Crown’s Nanjing, Ningbo and Weifang terminals stood at 895,000 metric tonnes, 180,000 metric tonnes and 1,623,000 metric tonnes, respectively (2017: 611,000 metric tonnes, 175,000 metric tonnes and nil metric tonnes, respectively). Total throughput volume was 2,698,000 metric tonnes for the Period (2017: 786,000 metric tonnes).

業務回顧

董事(「董事」)會(「董事會」)欣然呈列龍翔集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」或「龍翔」)截至2018年6月30日止六個月(「期內」)之未經審核中期業績。

期內，龍翔錄得收入1.418億港元(2017年：1.130億港元)，增加25.5%。該增加主要由於新增加之乙烯客戶帶來之收入上升以及甲醇與醋酸之收入增長所致。期內毛利為8,550萬港元(2017年：6,080萬港元)。期內毛利率為60.3%(2017年：53.8%)。期內本公司擁有人應佔溢利躍升至4,180萬港元(2017年：2,540萬港元)，大幅增加64.5%。溢利增加主要由於上述收入增加所致。每股盈利為3.42港仙(2017年：2.08港仙)。

董事會宣佈派發期內之中期股息每股2.0港仙(2017年：1.5港仙)。值得注意的是，自2011年龍翔上市以來，本集團致力於向股東派發一定的股息以表彰彼等的長期支持及回饋其對本集團的業務發展持續充滿信心。這也反映本集團一直維持穩健的財務狀況。於2018年6月30日，現金及現金等價物達至1.356億港元(於2017年12月31日：1.272億港元)及資產負債比率維持在6.2%(於2017年12月31日：9.3%)的較低水平。

期內，龍翔位於南京、寧波及濰坊碼頭處理的液體石化品吞吐量分別為895,000公噸、180,000公噸及1,623,000公噸(2017年：分別為611,000公噸、175,000公噸及零公噸)。期內，總吞吐量為2,698,000公噸(2017年：786,000公噸)。

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The following table provides an overview of the Group's terminals and facilities as at 30 June 2018:

下表呈列於2018年6月30日的本集團的碼頭及設施概況：

| Terminals and facilities | | Nanjing | Ningbo | Weifang | Total |
|--|-------------|-----------|---------|-----------|-----------|
| 現有碼頭及設施 | | 南京 | 寧波 | 濰坊 | 總計 |
| Number of tanks | 儲罐數 | 32 | 12 | 63 | 107 |
| Storage capacity (m ³) | 存儲容量(立方米) | 210,000 | 29,000 | 497,000 | 736,000 |
| Number of berths | 泊位數 | 3 | 1 | 2 | 6 |
| Berthing capacity (dwt) | 泊位能力(載重噸) | 45,000* | 3,000 | 60,000** | |
| Jetty designed throughput capacity (metric tonnes) | 碼頭設計吞吐量(公噸) | 4,000,000 | 100,000 | 4,000,000 | 8,100,000 |

* Comprises three berths with capacity of 20,000 dwt, 20,000 dwt and 5,000 dwt, respectively.

** Comprises two berths with capacity of 30,000 dwt each.

* 由三個分別為20,000載重噸、20,000載重噸和5,000載重噸的泊位組成。

** 由兩個每個為30,000載重噸的泊位組成。

The main source of the Group's revenue is derived from Nanjing terminal, the flagship operation of the Group, situated in the Nanjing Jiangbei New Materials High-tech Park (formerly known as Nanjing Chemical Industry Park). The Group's major customer, Celanese Corporation (NYSE: CE), a world leading producer of acetyl products, also located in the same park, contributed HK\$114.9 million (2017: HK\$104.4 million) in revenue to the Group, which is equivalent to 81.0% (2017: 92.4%) of the total revenue during the Period.

本集團收入的主要來源為南京碼頭，為本集團的旗艦業務，座落於南京江北新材料科技園(前稱南京化學工業園)。本集團的主要客戶塞拉尼斯(紐約證券交易所：CE)為世界領先的乙醯產品生產商，亦位於該園區，於期內向本集團貢獻收入1.149億港元(2017年：1.044億港元)，相當於總收入之81.0%(2017年：92.4%)。

Dragon Crown is one of China's leading integrated tank farm terminal service providers that specialized in liquid petrochemical products, operating a total of three tank farm terminals that are located in Nanjing, Ningbo and Weifang. Strategically situated in two of the major petrochemical industry hubs of China, the Group has set up jetties and tank farms along the coastal area to seize the rising demand from the petroleum and chemical industries. Dragon Crown offers a high quality and comprehensive range of liquid petrochemical tank farm terminal and storage services to customers through its own jetties, tank farms and dedicated pipelines.

龍翔為中國一家領先的綜合罐區碼頭服務供應商，主要專注於液體石化品，在南京、寧波及濰坊共營運三個罐區碼頭。本集團策略性地處於中國其中二個主要石油化工行業的樞紐，已在沿海地區建立了碼頭及罐區以把握石油化工行業日益增長的需求。龍翔透過其自有碼頭、罐區及專用管道向客戶提供高品質及全面性的液體石化品罐區碼頭及儲存服務。

The China government has promulgated favourable policies to liberalise crude oil import and usage in China and has therefore boosted the growth of the Shandong teapot refinery and petrochemical industries, resulting in a surge in demand for oil and chemicals terminal and storage services. Our investment in the liquid

中國政府已頒佈開放中國原油進口及使用的有利政策，因而促進山東地方煉油及石油化工行業的增長，引致對石油及化工品碼頭及儲存服務需求的飆升。我們於濰坊液化品碼頭(「濰坊液化品碼頭」)的投資

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terminal in Weifang (“Weifang Liquid Terminal”) signified the opening of a gateway to North-eastern Asian economic powerhouses for the Group. With the obvious geographical and logistic advantage of Weifang Port to oil refineries and chemical production plants located within its 300km radius, Weifang Liquid Terminal allows the entrance of vessels with higher Dead Weight Tonnage so as to effectively assist customers’ costs control. As the Phase I and II Bulk Liquid Terminal Project at The West Operation Zone, Central Port Area of Weifang Port have already commenced operation, with Phase III Project under construction, Weifang Liquid Terminal will become an important profit generator for the Group. In addition, the completion and operation of the surrounding railway in 2019 will definitely enhance the flexibility and reliability of the terminal, as well as more convenience for customers in the future.

The Group regards Weifang Liquid Terminal as a significant milestone for our business development. Therefore, the Group, together with the other shareholder of Weifang Joint Venture have decided to increase both capital injection and shareholder’s loans into Weifang Joint Venture for the expansion and development of Weifang Liquid Terminal at Weifang Port. The operation and development of Weifang Liquid Terminal will definitely benefit to the profitability of the Group in the future and will consolidate the leading position of Dragon Crown in China’s liquid petrochemical industry.

BUSINESS OUTLOOK

As the oil price has been rising and the petrochemical market in China is growing rapidly with surging domestic demand and more business opportunities worldwide, the Group is optimistic about the blueprint of the industry and layout of the business. Looking ahead, with the strong support of the national policies, the Group is granted the opportunity to ensure core business and at the same time exploring new market through our business expansion. With the opening of the Weifang Port to foreign users, Weifang Liquid Terminal will be able to allow the entrance of foreign vessels and attract more foreign customers. It is expected that the policy will boost the demand for storage services in the region and provide more international business opportunities. With the geographical and strategical advantages of Weifang Liquid Terminal, it is expected that the Group will be able to seize this business opportunity to explore the international market.

為本集團開啟了通往東北亞經濟強國的門戶。濰坊港有着顯著的地理及物流優勢，可為其300公里半徑範圍內的煉油廠及化工廠提供服務，且濰坊液化品碼頭可容納較高載重噸位的船舶進入，有效協助客戶的成本控制。由於濰坊港中港區西作業區的散裝液化品碼頭一期及二期項目已經開始運營，而三期項目正在建設中，濰坊液化品碼頭將有望成為本集團重要的盈利來源。此外，2019年周邊鐵路竣工及營運勢必提高該碼頭的靈活性及可靠性，在將來為客戶提供更多便利。

本集團視濰坊液化品碼頭為我們業務發展的重要里程碑。因此，本集團連同濰坊合營企業的另一位股東已決定增加向濰坊合營企業的注資及股東貸款，以擴張及發展位於濰坊港的濰坊液化品碼頭。濰坊液化品碼頭的營運及發展必定惠及本集團在未來的盈利能力及鞏固龍翔於中國液體石化行業的領先地位。

業務前景

由於油價上升及中國石化市場增長迅速，伴隨國內需求激增及世界各地顯現的更多商機，本集團對行業前景及業務佈局持樂觀態度。展望將來，在國家政策的強力支持下，本集團獲得機遇，確保核心業務發展的同時，透過我們的業務擴張一併開發新市場。隨著濰坊港向外國用戶開放，濰坊液化品碼頭將允許外國船舶進入並吸引更多國外客戶。預期政策將促進區域內對儲存服務的需求及提供更多國際商機。憑藉濰坊液化品碼頭的地理及戰略優勢，預期本集團將能把握該商機開發國際市場。

As Weifang Liquid Terminal Phase I and II commenced operation, the Group's business has officially set foot on North-eastern China and North-eastern Asia. The Group believes in the great business potential in the region and is confident that the Group can maintain its leading role in the new market with the help of Weifang Liquid Terminal, our most stringent safety requirements and a state-of-the-art terminal project located at a gateway to North-eastern Asian economic powerhouses. Together with the construction of Weifang Liquid Terminal Phase III, it will become the largest tank farm terminal of the Group, with total storage capacity over 660,000 m³. The Group has been negotiating the implementation of the rental business of Phase III with surrounding customers. In addition, the facilitation of Shandong government in terms of policy will strengthen our advantage in developing a remarkable role in the industry.

Dragon Crown possesses several solid growth drivers that give it strong momentum moving into the second half of 2018 and beyond. Meanwhile, with advanced operations and a highly experienced management team at the helm, Dragon Crown is set to consolidate its leading position as an integrated tank farm terminal service provider in China. As it continues to grow, the Group will remain committed to achieving better financial performance and delivering greater value to its shareholders with its best efforts.

FINANCIAL PERFORMANCE REVIEW

Revenue

For the Period, the revenue of the Group increased by 25.5% from HK\$113.0 million in the same period of 2017 to HK\$141.8 million. The increase was mainly attributable to the increase in revenue from new ethylene customers, and the increase in revenue in respect of methanol and acetic acid.

Gross profit

For the Period, the gross profit of the Group increased by 40.6% from HK\$60.8 million in the same period of 2017 to HK\$85.5 million. The increase was mainly due to the increase in revenue as mentioned above. The gross profit ratio increased by 6.5%, from 53.8% to 60.3%.

隨著濰坊液化品碼頭一期及二期開始營運，本集團業務正式涉足中國東北及亞洲東北。本集團相信該地區擁有巨大業務潛力，並堅信憑藉濰坊液化品碼頭、我們最嚴謹的安全規定及位於通往東北亞經濟強國關口的先進碼頭項目，本集團能夠保持其在新市場的領先地位。連同濰坊液化品碼頭三期的建設，它將成為本集團最大之罐區碼頭，存儲容量合計達660,000立方米以上。有關三期之租賃業務已在與周邊客戶陸續洽談落實中。此外，山東省政府政策上的配合將增強我們於該行業發展擔當舉足輕重角色的優勢。

龍翔擁有若干穩固增長動力，賦予其強勁的動力邁進2018年下半年及往後。與此同時，憑藉先進的營運以及資深管理團隊的領導，龍翔將致力於鞏固其作為中國綜合罐區碼頭服務供應商的領先地位。隨著其持續發展，本集團將全力以赴，實現更進一步的財務表現，為股東帶來更大之回報。

財務表現回顧

收入

期內，本集團收入由2017年同期之1.130億港元增加25.5%至1.418億港元。該增加主要由於新增之乙烯客戶帶來之收入上升以及甲醇與醋酸之收入增長所達致。

毛利

期內，本集團毛利由2017年同期之6,080萬港元增加40.6%至8,550萬港元。該增加主要由於上述收入增加所致。毛利率由53.8%上升6.5%至60.3%。

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Other income

For the Period, other income increased to HK\$14.4 million from HK\$7.3 million in the same period of 2017, which mainly due to the increase in loan interest income from a joint venture and one-off recognition of fair value gain on financial asset at fair value through profit or loss.

Administrative expenses

For the Period, administrative expenses increased by 18.8% from HK\$22.3 million in the same period of 2017 to HK\$26.5 million. The increase was mainly due to the combined effect of increase in loss on foreign exchange difference and decrease in directors' remuneration. Other administrative expenses were comparable with those in the same period of 2017.

Finance costs

Finance costs for the Period increased to HK\$3.2 million from HK\$2.7 million in the same period of 2017. It was mainly attributable to the increase of interest rate.

Share of profit and loss of an associate

An associate in Tianjin was going through the liquidation process since 2016 and the loss of HK\$0.2 million for the Period was due to the administrative expenses on liquidation.

Share of profits and losses of joint ventures

The share of profits of joint ventures in Ningbo increased for the Period due to the savings in operating costs as a result of the reduction in external storage tanks rental fee.

The share of loss of a joint venture in Weifang increased in the Period when compared with the same period in 2017, which mainly due to the increase in fixed assets depreciation and interest expenses.

Since the share of loss of a joint venture in Weifang outweighed the share of profits of joint ventures in Ningbo, the Group recorded share of losses of its joint ventures for the Period.

其他收入

期內，其他收入由2017年同期之730萬港元增加至1,440萬港元，主要由於來自一間合營企業的貸款利息收入增加及一次性確認按公允價值計入損益的金融資產之公允價值淨收益所致。

行政開支

期內，行政開支由2017年同期之2,230萬港元增加18.8%至2,650萬港元。該增加主要歸因於匯兌差額虧損增加及董事酬金減少的綜合影響。其他行政開支與2017年同期相若。

融資成本

期內融資成本由2017年同期之270萬港元增至320萬港元，主要歸因於利率上升。

應佔一間聯營公司之溢利及虧損

天津一間聯營公司自2016年起進行清算程序，期內應佔虧損20萬港元來自清盤的行政開支。

應佔合營企業之溢利及虧損

期內應佔寧波合營企業的溢利增加，乃由於對外租賃儲罐的租金費用減少令經營成本有所節省。

期內應佔濰坊一間合營企業的虧損較2017年同期有所增加，主要由於固定資產折舊及利息開支增加所致。

由於應佔濰坊一間合營企業的虧損超出應佔寧波合營企業的溢利，本集團於期內錄得應佔合營企業之虧損。



Tax expense

The tax expense for the Period increased to HK\$20.9 million from HK\$13.5 million in the same period of 2017. The increase was due to the increase in profit for the Period.

Investment in Weifang Sime Darby Liquid Terminal Co., Ltd. ("WSDL")

The acquisition of 50% equity interest in WSDL at a consideration of RMB60.9 million was completed on 23 May 2016 and WSDL becomes a joint venture of the Group since then. On 20 June 2016, the Group had injected capital of RMB55.0 million into WSDL in proportion to its shareholding interest in WSDL.

On 23 June 2016 and 15 September 2017, the Group had further committed to inject capital in the amount of RMB100.0 million and RMB70.0 million, respectively into WSDL in proportion to its shareholding interest in WSDL. Of which RMB150.0 million in aggregate had been injected into WSDL up to 30 June 2018 and the remaining RMB20.0 million shall be contributed within 5 years from the issuance date of WSDL's newest business licence (i.e. 25 September 2017) issued by the Weifang Administration for Industry and Commerce in accordance with the articles of association of WSDL. For details, please refer to the Company's announcements dated 23 June 2016 and 15 September 2017.

Loans to WSDL

The Group had provided shareholder's loans to WSDL in an aggregate amount of RMB100.0 million in July 2016. The loans are unsecured, bear interest at fixed rates of 6.0% per annum (RMB40.0 million) and 6.4% per annum (RMB60.0 million) for a term of five years, expiring on 14 July 2021 with an option to further renew for a term of five years.

On 14 July 2017, the Group had agreed to further provide additional shareholder's loans to WSDL in an aggregate amount of RMB63.0 million at an interest rate of 6.0% per annum for a term of five years, expiring on 14 July 2022 with an option to further renew for a term of five years. On 26 July 2017 and 9 August 2017, the Group had provided shareholder's loan of RMB38.0 million and RMB25.0 million, respectively to WSDL accordingly. For details, please refer to the Company's announcement dated 14 July 2017.

稅項開支

期內稅項開支由2017年同期的1,350萬港元增至2,090萬港元。增加乃由於期內溢利增加所致。

於濰坊森達美液化品碼頭有限公司 ("WSDL") 的投資

以代價6,090萬人民幣收購WSDL的50%股權已於2016年5月23日完成，WSDL自此成為本集團的合營企業。於2016年6月20日，本集團按其於WSDL的持股權益比例向WSDL注資5,500萬人民幣。

於2016年6月23日及2017年9月15日，本集團進一步承諾按其於WSDL的持股權益比例向WSDL分別注資1億人民幣及7,000萬人民幣。其中合共1.5億人民幣於截至2018年6月30日已注入WSDL及餘下2,000萬人民幣將根據WSDL的組織章程自濰坊市工商行政管理局頒發WSDL的最新營業執照之日期（即2017年9月25日）起五年內注入WSDL。有關詳情，請參閱本公司日期為2016年6月23日及2017年9月15日的公告。

向WSDL提供貸款

於2016年7月，本集團已向WSDL提供股東貸款總額1億人民幣。該等貸款為無抵押、按固定年利率6.0%計息（4,000萬人民幣）及按固定年利率6.4%計息（6,000萬人民幣），為期五年，於2021年7月14日屆滿，可續期五年。

於2017年7月14日，本集團已同意進一步向WSDL提供總額為6,300萬人民幣的股東貸款，按年利率6.0%計息，為期五年，於2022年7月14日屆滿，可續期五年。此後於2017年7月26日及2017年8月9日，本集團向WSDL分別提供3,800萬人民幣及2,500萬人民幣的股東貸款。有關詳情，請參閱本公司日期為2017年7月14日的公告。

Management Discussion and Analysis

管理層討論與分析

As at 30 June 2018 and up to the date of this report, WSDL was indebted to the Group in an aggregate amount of RMB163.0 million.

USE OF NET PROCEEDS FROM LISTING

The Group received approximately HK\$281.1 million net proceeds, after deducting underwriting fee and other related expenses, from listing of the Company's shares in 2011.

These net proceeds were applied up to 30 June 2018 in accordance with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Company's prospectus dated 30 May 2011 and the Company's announcements dated 6 February 2013 headed "Change of use of proceeds", dated 20 December 2017 headed "Change in use of proceeds from the global offering" and dated 22 December 2017 headed "Clarification announcement", as follows:

| | | | | |
|--|-----------------|-------|-------|-----|
| Construction of second cryogenic ethylene tank | 建設第2個低溫 乙烯儲罐 | 133.1 | 133.1 | – |
| Construction of our third jetty | 建設第3座碼頭 | 46.6 | 46.6 | – |
| Investing into existing projects | 投資於現有項目 | 15.0 | 15.0 | – |
| Investing into future business development opportunities | 投資於未來業務 發展機會 | 5.0 | – | 5.0 |
| Construction of nine general purpose storage tanks | 建設9個一般用途 儲罐 | 33.3 | 33.3 | – |
| General working capital | 一般營運資金 | 48.1 | 48.1 | – |

The Group held the unutilised net proceeds in short-term deposits or time deposits with banks in Hong Kong and Nanjing as at 30 June 2018.

於2018年6月30日及截至本報告日期，WSDL欠付本集團總額為1.63億人民幣。

上市所得款項淨額之用途

本集團自本公司股份於2011年上市獲得已扣除包銷費用及其他相關開支後之所得款項淨額約2.811億港元。

根據本公司日期為2011年5月30日之招股章程「未來計劃及所得款項用途」一節及本公司日期為2013年2月6日題為「變更所得款項用途」、日期為2017年12月20日題為「變更全球發售所得款項用途」及日期為2017年12月22日題為「澄清公告」之公佈所載之建議用途，該等所得款項淨額截至2018年6月30日止運用如下：

| Net proceeds (HK\$ million) | | | |
|-----------------------------|----------|------------|--|
| 所得款項淨額(百萬港元) | | | |
| Available | Utilised | Unutilised | |
| 可動用 | 已動用 | 未動用 | |
| 133.1 | 133.1 | – | |
| 46.6 | 46.6 | – | |
| 15.0 | 15.0 | – | |
| 5.0 | – | 5.0 | |
| 33.3 | 33.3 | – | |
| 48.1 | 48.1 | – | |
| 281.1 | 276.1 | 5.0 | |

於2018年6月30日，本集團將未動用所得款項淨額以短期存款或定期存款形式存於香港及南京之銀行。

Management Discussion and Analysis

管理層討論與分析



CAPITAL STRUCTURE, LIQUIDITY AND GEARING

As at 30 June 2018, the Group's total bank loans amounted to HK\$204.1 million (as at 31 December 2017: HK\$228.6 million), all are Hong Kong dollar bank loans. The Group's cash and cash equivalents amounted to HK\$135.6 million (as at 31 December 2017: HK\$127.2 million). The Group's gearing ratio (net bank loans to equity attributable to owners of the Company) was 6.2% at 30 June 2018 (as at 31 December 2017: 9.3%). The gearing structure of the Group was as follows:

| | | 30 June 2018 2018年 6月30日 HK\$'000 千港元 | 31 December 2017 2017年 12月31日 HK\$'000 千港元 |
|--|------------------------------|--|---|
| Net bank loans (total bank loans minus cash and cash equivalents) | 銀行貸款淨額(銀行貸款總額 減去現金及現金等價物) | 68,512 | 101,338 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 1,097,980 | 1,087,806 |
| Gearing ratio | 資產負債比率 | 6.2% | 9.3% |

As at 30 June 2018, the Group's current assets and current liabilities amounted to HK\$256.3 million (as at 31 December 2017: HK\$190.3 million) and HK\$203.2 million (as at 31 December 2017: HK\$84.5 million), respectively. As at 30 June 2018, the Group's current ratio was 1.3 (as at 31 December 2017: 2.3).

The Group strives to efficiently use its financial resources and adopts a prudent financial policy in order to maintain a healthy capital ratio and support its business expansion requirements.

股本結構、流動資金及資產負債比率

於2018年6月30日，本集團銀行貸款總額為2.041億港元(於2017年12月31日：2.286億港元)，全部為港元計價之銀行貸款。本集團現金及現金等價物為1.356億港元(於2017年12月31日：1.272億港元)。於2018年6月30日，本集團之資產負債比率(銀行貸款淨額除以本公司擁有人應佔權益)為6.2%(於2017年12月31日：9.3%)。本集團資產負債比率結構如下：

於2018年6月30日，本集團流動資產及流動負債分別為2.563億港元(於2017年12月31日：1.903億港元)及2.032億港元(於2017年12月31日：8,450萬港元)。於2018年6月30日，本集團之流動比率為1.3(於2017年12月31日：2.3)。

本集團爭取有效地運用其財務資源，採納謹慎之財務政策，以維持穩健的資本比率及支持本集團之業務擴展需求。

Management Discussion and Analysis

管理層討論與分析

DEBT MATURITY PROFILE

The maturity profile of the Group's bank loans is set out below:

| Repayable: | 應還款項： |
|--|---------------|
| Within one year | 1年內 |
| In the second year | 第2年 |
| In the third to fifth years, inclusive | 第3至5年(包括首尾兩年) |

Note: All bank loans as at 30 June 2018 are denominated in Hong Kong dollars.

FOREIGN CURRENCY AND INTEREST RATE RISKS

The Group's cash and bank balances were primarily denominated in Renminbi and Hong Kong dollars. Its operating cash inflows and outflows were primarily denominated in Renminbi and Hong Kong dollars. During the Period, the Group did not have any material foreign exchange exposure and had not used any financial instruments for hedging purpose.

All bank borrowings of the Group were denominated in Hong Kong dollars, the interest rates of these bank borrowings are calculated in Hong Kong Interbank Offer Rate plus a particular percentage. The Group will closely monitor the interest rate movements and regularly review its banking facilities so as to mitigate the expected interest rate risk.

債務還款期概況

本集團銀行貸款的還款期概況載列如下：

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 | 31 December 2017 2017年 12月31日 HK\$'000 千港元 |
|--|---|
| 177,083 | 50,500 |
| 3,000 | 152,583 |
| 24,000 | 25,500 |
| 204,083 | 228,583 |

附註：於2018年6月30日，所有銀行貸款以港元計價。

外匯風險及利率風險

本集團之現金及銀行結餘主要以人民幣及港元計價。其營運現金流入及流出主要以人民幣及港元計價。於期內，本集團並無任何重大外匯風險且並無使用任何以對沖為目的金融工具。

本集團所有銀行借款以港元計價，該等銀行借款之利率乃按香港銀行同業拆息利率加上某一百分比計算。本集團將密切監控利率波動及定期檢討銀行融資以降低預期利率風險。



COMMITMENTS AND CONTINGENT LIABILITIES

Details of commitments as at 30 June 2018 are set out in note 15 to the financial information. As at 30 June 2018, the Group did not have any significant contingent liabilities.

EMPLOYEES AND REMUNERATION

As at 30 June 2018, the Group had a total of 349 full time employees (as at 31 December 2017: 341). The Group provides competitive remuneration package to retain its employees including salaries, discretionary bonus, medical insurance, other allowance and benefits in kind as well as mandatory provident fund schemes for employees in Hong Kong and state-managed retirement benefit schemes for employees in the PRC.

MATERIAL ACQUISITIONS AND DISPOSALS

During the Period, the Group made no acquisitions or disposals of subsidiaries, associates and joint ventures.

承擔及或然負債

有關於2018年6月30日承擔之詳情載列於財務資料附註15。於2018年6月30日，本集團並無任何重大或然負債。

僱員及薪酬

於2018年6月30日，本集團僱用合共349名全職僱員（於2017年12月31日：341名）。本集團提供具有競爭力的酬金組合以挽留其員工，包括薪金、酌情花紅、醫療保險、其他津貼及實物福利，以及有關香港員工的強制性公積金計劃及有關中國員工的國家管理退休福利計劃。

重大收購及出售

於期內，本集團概無收購或出售附屬公司、聯營公司及合營企業。

Corporate Governance and Other Information

企業管治及其他資料

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

As at 30 June 2018, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

(i) Interests in the shares of the Company

| Name of directors | Personal Interests | Corporate Interests | Total | Approximate percentage of existing issued share capital of the Company 佔本公司現有已發行股本概約百分比 |
|---|--------------------|----------------------------|-------------|--|
| 董事姓名 | 個人權益 | 公司權益 | 總計 | |
| Mr. Ng Wai Man ("Mr. NG") 吳惠民先生(「吳先生」) | 125,354,000 | 767,988,000 ⁽²⁾ | 893,342,000 | 73.18% |
| Mr. Chong Yat Chin 莊日青先生 | 16,712,000 | – | 16,712,000 | 1.36% |
| Ms. Chan Wan Ming 陳芸鳴女士 | 184,000 | – | 184,000 | 0.01% |

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2018年6月30日，本公司之董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉，或須記錄於根據證券及期貨條例第352條須予存置之登記冊內之權益及淡倉或根據聯交所證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)另行知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份之權益

Corporate Governance and Other Information

企業管治及其他資料

Notes:

- All interests of the directors in the shares of the Company were long positions.
- Mr. NG was the beneficial owner of all the issued share capital of Lirun Limited (“Lirun”) and Sure Port Investments Limited (“Sure Port”) and therefore was deemed to be interested in a total of 767,988,000 shares of the Company held by Lirun and Sure Port.

(ii) Long positions in the shares of associated corporations of the Company

附註：

- 董事於本公司股份之所有權益均為好倉。
- 吳先生乃力潤有限公司(「力潤」)及港順投資有限公司(「港順」)全部已發行股本之實益擁有人，因此被視為於力潤及港順持有之本公司合共767,988,000股股份中擁有權益。

(ii) 於本公司相聯法團股份之好倉

| Name of directors | Name of associated corporation | Capacity | Number of shares held in associated corporation | Percentage of existing issued share capital of the associated corporations |
|-------------------|--------------------------------|---------------------------|---|--|
| 董事姓名 | 相聯法團名稱 | 身份 | 於相聯法團所持股份數目 | 於相聯法團現有已發行股本百分比 |
| Mr. NG 吳先生 | Lirun 力潤 | Beneficial owner 實益擁有人 | 40 | 100% |
| Mr. NG 吳先生 | Sure Port 港順 | Beneficial owner 實益擁有人 | 10 | 100% |

Save as disclosed above, as at 30 June 2018, none of the directors nor chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations.

除上述披露者外，於2018年6月30日，本公司董事及主要行政人員並無於本公司或任何其相聯法團之任何股份、相關股份及債券中擁有任何權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2018, so far as was known to the directors of the Company, the persons or corporations (other than directors or chief executives of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

| Name of shareholders | Capacity | Number of shares or underlying shares held in the Company 於本公司所持股份或 相關股份數目 | Approximate percentage of existing issued share capital of the Company 佔本公司現有 已發行股本概約百分比 |
|---------------------------|---|--|--|
| 股東姓名 | 身份 | | |
| Lirun 力潤 | Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾ | 751,488,000 | 61.56% |
| Mr. Ng Dan Ching 吳丹青先生 | Beneficial owner 實益擁有人 | 117,040,000 | 9.59% |

Notes:

- All interests of the substantial shareholders in the shares of the Company were long position.
- Mr. NG was the beneficial owner of all the issued share capital of Lirun and therefore was deemed to be interested in a total of 751,488,000 shares of the Company held by Lirun.

Save as disclosed above, as at 30 June 2018, the directors of the Company were not aware of any other persons (other than the directors of the Company whose interests are set out in the section "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above) who held any interests or short positions in the shares, or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

主要股東之權益及淡倉

於2018年6月30日，就本公司董事所知，於本公司之股份或相關股份中擁有根據證券及期貨條例第336條須記錄於登記冊而須知會本公司之權益及淡倉之人士或法團（並非本公司董事或主要行政人員）如下：

附註：

- 主要股東於本公司股份之所有權益均為好倉。
- 吳先生乃力潤全部已發行股本之實益擁有人，因此被視為於力潤持有本公司之合共751,488,000股股份中擁有權益。

除上述披露者外，於2018年6月30日，本公司董事概不知悉任何其他人士（除上述「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節所載本公司董事之權益外）於本公司股份或相關股份中擁有須記入證券及期貨條例第336條規定須存置登記冊內之權益或淡倉。

SHARE OPTION SCHEME

A share option scheme was adopted on 23 May 2011 (the “Share Option Scheme”) to provide incentives to eligible participants (including employees, executives or officers, directors including non-executive directors and independent non-executive directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries) for their contribution to the long term growth of the Group and to enable the Company to attract and retain high calibre employees. During the Period, no share options were granted, exercised or cancelled by the Company under the Share Option Scheme. There were no outstanding share options under the Share Option Scheme as at 30 June 2018.

CORPORATE GOVERNANCE CODE

The Board is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company regularly reviews its corporate governance practices to ensure compliance with the Corporate Governance Code (the “CG Code”).

The Company has applied the principles as set out in the CG Code contained in Appendix 14 to the Listing Rules.

In the opinion of the directors, throughout the Period, the Company has complied with all the code provisions as set out in the CG Code, except for code provision A.2.1.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The roles of Chairman and Chief Executive Officer of the Company are held by Mr. NG Wai Man who is the founder of the Company and has extensive experience in the industry.

The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person is beneficial to the business prospects and management and provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

購股權計劃

本集團於2011年5月23日採納購股權計劃(「購股權計劃」)，旨在獎勵合資格參加者(包括僱員、行政人員或高級職員、董事(包括非執行董事及獨立非執行董事)、本公司或其任何附屬公司之顧問、諮詢者、供應商、客戶及代理)，感謝其對本集團長期增長作出之貢獻，及令本公司能夠聘請及保留有才幹之僱員。期內，本公司概無授出、行使或註銷購股權計劃項下的購股權。於2018年6月30日，購股權計劃並無未獲行使之購股權。

企業管治守則

董事會致力達致高水平之企業管治，以保障股東權益及提升企業價值及問責性。本公司會定期審查其企業管治常規以確保遵守企業管治守則(「企業管治守則」)。

本公司已應用上市規則附錄十四所載企業管治守則內之原則。

董事認為，本公司於整個期間內已遵守企業管治守則所載之所有守則條文，惟守則條文第A.2.1條除外。

主席及行政總裁

守則條文第A.2.1條規定，主席與主要行政人員之職責須有所區分，且不應由同一人出任。

本公司主席及行政總裁的角色由吳惠民先生擔任。彼為本公司的創始人及在該行業擁有豐富的經驗。

董事會相信，由同一人擔任主席及行政總裁有利於業務前景及管理，並可為本公司提供強大而穩健之領導，並有效及具效益地規劃及實行業務決策及策略。

Corporate Governance and Other Information

企業管治及其他資料

The Board considers that the current structure of vesting the roles of both Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board shall review its structure from time to time to ensure appropriate and timely action to meet changing circumstances.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely, Mr. LAU Sik Yuen (Chairman), Mr. FENG Jianping (appointed on 29 June 2018), Mr. Luo Shijie (resigned on 29 June 2018) and Mr. ZHU Wujun, (including one independent non-executive director with the appropriate professional qualifications). None of the members of the Audit Committee is a former partner of the Company's existing external auditor. At the meeting convened on 17 August 2018, the Audit Committee has reviewed the interim condensed consolidated financial information for the Period, the accounting principles and practices adopted by the Group and discussed the auditing, internal control, risk management and financial report matters in relation to the interim condensed consolidated financial information for the Period. The Audit Committee is of the view that the internal control and risk management system in place are effective and adequate for the Group as a whole.

AUDITOR

The Group's interim condensed consolidated financial information for the Period have been reviewed by external auditor, Ernst & Young, Certified Public Accountants.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the Period.

The Company has also established written guidelines (the "Employees Written Guidelines") on no less exacting terms than the Model Code for securities transactions by employees who are likely to be in possession of inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company during the Period.

董事會認為，由同一人擔任主席及行政總裁之當前架構將不會損害董事會與本公司管理層間之權力及授權之平衡。董事會須不時檢討其架構，以確保及時採取適當的行動以迎合不斷改變的情況。

審核委員會

審核委員會包括三名獨立非執行董事，即劉錫源先生(主席)、馮建平先生(於2018年6月29日獲委任)、駱世捷先生(於2018年6月29日辭任)及朱武軍先生，(包括一名具有適當專業資格之獨立非執行董事)。審核委員會成員並非本公司現任外聘核數師之前任合夥人。於2018年8月17日召開之會議上，審核委員會已審閱期內之中期簡明綜合財務資料、本集團所採納之會計原則及慣例，並討論有關期內中期簡明綜合財務資料之審核、內部監控、風險管理及財務報告事項。審核委員會認為，現有的內部監控及風險管理系統對本集團整體而言屬有效及充分。

核數師

本集團期內之中期簡明綜合財務資料已由外部核數師安永會計師事務所(執業會計師)審閱。

證券交易標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)。

已向全體董事作出具體查詢，董事已確認彼等於整個期間內已遵守標準守則。

本公司亦已就可能管有本公司內幕資料之僱員進行證券交易設定書面指引(「僱員書面指引」)，其條款並不寬鬆於標準守則。

據本公司所知，期內概無任何僱員違反僱員書面指引。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

INTERIM DIVIDEND

On 20 August 2018, the Board has declared an interim dividend of HK2.0 cents per share for the six months period ended 30 June 2018 to shareholders whose names appear on the register of members of the Company at the close of business on Friday, 7 September 2018. The interim dividend is expected to be paid on Friday, 28 September 2018.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to the interim dividend, the register of members of the Company will be closed from Thursday, 6 September 2018 to Friday, 7 September 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share 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 p.m. on Wednesday, 5 September 2018.

APPRECIATION

I wish to express my sincere gratitude to our management and staff members for their dedication and hard work during the Period. I would also like to extend thanks to all our business partners, customers and shareholders for their support. I believe that they will continue to render support to the Group for our continuous growth and success in the future.

By order of the Board
DRAGON CROWN GROUP HOLDINGS LIMITED
Ng Wai Man
Chairman & Chief Executive Officer

Hong Kong, 20 August 2018

購買、贖回或出售本公司上市證券

期內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

中期股息

於2018年8月20日，董事會向於2018年9月7日(星期五)營業結束時名列本公司股東名冊之股東宣派截至2018年6月30日止六個月的中期股息每股2.0港仙。中期股息預期於2018年9月28日(星期五)派付。

暫停辦理過戶登記手續

為釐定享有中期股息之資格，本公司將於2018年9月6日(星期四)至2018年9月7日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，期間概不辦理股份過戶登記。如欲符合資格收取中期股息，所有股份過戶文件連同相關股票須於2018年9月5日(星期三)下午四時三十分前送交至本公司香港股份過戶登記分處卓佳證券登記有限公司，以便辦理股份過戶登記手續，地址為香港皇后大道東183號合和中心22樓。

致謝

本人衷心感謝管理隊伍和所有員工在期內的不懈努力，並對各業務夥伴、客戶及股東的支持表示尊敬及感謝。本人深信彼等將繼續給予支持，協助本集團繼續成功發展。

承董事會命
龍翔集團控股有限公司
主席兼行政總裁
吳惠民

香港，2018年8月20日

Report on Review of Interim Financial Information

中期財務資料審閱報告



TO THE BOARD OF DIRECTORS OF DRAGON CROWN GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information of Dragon Crown Group Holdings Limited (the “Company”) and its subsidiaries set out on pages 22 to 52, which comprises the condensed consolidated statement of financial position as at 30 June 2018, and the related condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The 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 this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made 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.

致龍翔集團控股有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

本核數師(以下簡稱「我們」)已審閱列載於第22至52頁的龍翔集團控股有限公司(「貴公司」)及其附屬公司中期財務資料，此中期財務資料包括於2018年6月30日的簡明綜合財務狀況表與截至該日止六個月期間的相關簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表和簡明綜合現金流量表，以及其他附註解釋。《香港聯合交易所有限公司證券上市規則》規定，中期財務資料編製的報告必須符合其相關條文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」)的規定。

貴公司董事負責根據《香港會計準則第34號》編製及呈列本中期財務資料。我們的責任是根據我們審閱的結果，對本中期財務資料作出審閱結論，並按照我們雙方簽訂協議的審閱業務約定書條款，我們的報告僅向全體董事作出。除此之外，我們的報告不作其他用途。我們概不會就本報告的內容，向任何其他人士負責或承擔任何責任。

Report on Review of Interim Financial Information

中期財務資料審閱報告

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 interim financial information 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 interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

20 August 2018

審閱範圍

我們是根據香港會計師公會頒佈的《香港審閱委聘準則第2410號由實體的獨立核數師執行中期財務資料審閱》進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據《香港審計準則》進行審計之範圍小，故我們不能保證我們知悉一切可能於審計中識別的重大事項。因此，我們不會發表審計意見。

結論

根據我們的審閱，我們並未察覺任何事宜致使我們相信中期財務資料在一切重大方面未按照《香港會計準則第34號》編製。

安永會計師事務所

執業會計師

香港中環
添美道1號
中信大廈22樓

2018年8月20日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

Six months ended 30 June 2018

截至2018年6月30日止六個月

| | | Notes 附註 | 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|----------------------------------|------------|-------------|---|---|
| REVENUE | 收入 | 4 | 141,811 | 112,964 |
| Cost of services provided | 提供服務成本 | | (56,316) | (52,171) |
| Gross profit | 毛利 | | 85,495 | 60,793 |
| Other income | 其他收入 | 4 | 14,423 | 7,276 |
| Administrative expenses | 行政開支 | | (26,451) | (22,261) |
| Finance costs | 融資成本 | 5 | (3,233) | (2,721) |
| Share of profits and losses of: | 應佔溢利及虧損： | | | |
| Associate | 聯營公司 | | (229) | 231 |
| Joint ventures | 合營企業 | | (1,781) | (660) |
| PROFIT BEFORE TAX | 除稅前溢利 | 6 | 68,224 | 42,658 |
| Tax | 稅項 | 7 | (20,908) | (13,469) |
| PROFIT FOR THE PERIOD | 期內溢利 | | 47,316 | 29,189 |
| Attributable to: | 以下人士應佔： | | | |
| Owners of the Company | 本公司擁有人 | | 41,800 | 25,413 |
| Non-controlling interests | 非控股權益 | | 5,516 | 3,776 |
| | | | 47,316 | 29,189 |
| EARNINGS PER SHARE | 本公司擁有人 | | | |
| ATTRIBUTABLE TO OWNERS | 應佔每股盈利(港仙) | | | |
| OF THE COMPANY (HK cents) | | | | |
| Basic | 基本 | 8 | 3.42 | 2.08 |

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

Six months ended 30 June 2018
截至2018年6月30日止六個月

| | | 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---------------------------|--|---|
| PROFIT FOR THE PERIOD | 期內溢利 | 47,316 | 29,189 |
| OTHER COMPREHENSIVE INCOME/(LOSS) | 其他全面收入／(虧損) | | |
| Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods: | 於後續期間重新分類至損益之其他全面收入／(虧損)： | | |
| Share of changes in exchange differences of an associate | 應佔聯營公司 匯兌差額變動 | (243) | 566 |
| Share of changes in exchange differences of joint ventures | 應佔合營企業 匯兌差額變動 | (6,721) | 7,741 |
| Exchange differences related to foreign operations | 有關海外業務的匯兌差額 | (6,913) | 25,415 |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | 期內全面收入總額 | 33,439 | 62,911 |
| Attributable to: | 以下人士應佔： | | |
| Owners of the Company | 本公司擁有人 | 28,483 | 57,544 |
| Non-controlling interests | 非控股權益 | 4,956 | 5,367 |
| | | 33,439 | 62,911 |

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

30 June 2018
2018年6月30日

| | | | 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|--|------------------|----|---|---|
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 10 | 572,380 | 607,646 |
| Prepaid land lease payments | 預付土地租金 | | 35,187 | 36,122 |
| Goodwill | 商譽 | | 1,210 | 1,210 |
| Investment in an associate | 於一間聯營公司的投資 | | 18,811 | 19,286 |
| Investments in joint ventures | 於合營企業的投資 | | 519,411 | 507,167 |
| Available-for-sale investment | 可供出售的投資 | | - | 41,200 |
| Prepayments | 預付款 | | 2,716 | 3,071 |
| Deferred tax assets | 遞延稅項資產 | | 9,052 | - |
| Total non-current assets | 非流動資產總值 | | 1,158,767 | 1,215,702 |
| CURRENT ASSETS | 流動資產 | | | |
| Inventories | 存貨 | | 3,251 | 3,269 |
| Accounts and bills receivables | 應收賬款及票據 | 11 | 45,138 | 43,111 |
| Prepayments, deposits and other receivables | 預付款、按金及其他應收款項 | | 25,886 | 16,718 |
| Financial asset at fair value through profit or loss | 按公允價值計入損益的金融資產 | | 46,433 | - |
| Cash and cash equivalents | 現金及現金等價物 | | 135,571 | 127,245 |
| Total current assets | 流動資產總值 | | 256,279 | 190,343 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Other payables, accruals and contract liabilities | 其他應付款項、應計費用及合約負債 | 12 | 14,464 | 27,950 |
| Interest-bearing bank loans | 計息銀行貸款 | 13 | 177,083 | 50,500 |
| Tax payable | 應付稅項 | | 11,681 | 6,072 |
| Total current liabilities | 流動負債總值 | | 203,228 | 84,522 |
| NET CURRENT ASSETS | 流動資產淨值 | | 53,051 | 105,821 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 總資產減流動負債 | | 1,211,818 | 1,321,523 |

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

30 June 2018
2018年6月30日

| | | | 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|-------------------|----|---|---|
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Interest-bearing bank loans | 計息銀行貸款 | 13 | 27,000 | 178,083 |
| Contract liabilities | 合約負債 | 12 | 35,753 | – |
| Deferred tax liabilities | 遞延稅項負債 | | 2,737 | 4,016 |
| Total non-current liabilities | 非流動負債總值 | | 65,490 | 182,099 |
| NET ASSETS | 資產淨值 | | 1,146,328 | 1,139,424 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 14 | 122,063 | 122,063 |
| Reserves | 儲備 | | 975,917 | 965,743 |
| | | | 1,097,980 | 1,087,806 |
| Non-controlling interests | 非控股權益 | | 48,348 | 51,618 |
| TOTAL EQUITY | 權益總值 | | 1,146,328 | 1,139,424 |

Ng Wai Man
吳惠民
Director
董事

Chong Yat Chin
莊日青
Director
董事

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

Six months ended 30 June 2018

截至2018年6月30日止六個月

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | Non-controlling interests 非控股權益 | | Total equity 權益總值 |
|--|--------------------|---|-----------------------|-----------------------|-------------------------|--|--------------------------|------------------------------------|-----------------|----------------------|
| | | Share capital 股本 | Share premium 股份溢價 | Reserve funds 儲備基金 | Capital reserve 資本儲備 | Exchange fluctuation reserve 匯兌波動儲備 | Retained profits 保留溢利 | Total | | |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2017 (Audited) | 於2017年1月1日(經審核) | 122,063 | 553,908 | 13,457 | 20,407 | (12,523) | 306,992 | 1,004,304 | 49,879 | 1,054,183 |
| Profit for the period | 期內溢利 | - | - | - | - | - | 25,413 | 25,413 | 3,776 | 29,189 |
| Other comprehensive income for the period: | 期內其他全面收入: | | | | | | | | | |
| Share of changes in exchange differences of an associate | 應佔一間聯營公司 匯兌差額變動 | - | - | - | - | 566 | - | 566 | - | 566 |
| Share of changes in exchange differences of joint ventures | 應佔合營企業 匯兌差額變動 | - | - | - | - | 7,741 | - | 7,741 | - | 7,741 |
| Exchange differences related to foreign operations | 有關海外業務的 匯兌差額 | - | - | - | - | 23,824 | - | 23,824 | 1,591 | 25,415 |
| Total comprehensive income for the period | 期內全面收入總額 | - | - | - | - | 32,131 | 25,413 | 57,544 | 5,367 | 62,911 |
| Appropriation to statutory reserve | 撥至法定儲備 | - | - | 91 | - | - | (91) | - | - | - |
| Final 2016 dividend (note 9) | 2016年末期股息(附註9) | - | - | - | - | - | (28,074) | (28,074) | - | (28,074) |
| Dividend declared to non-controlling interests | 宣派至非控股權益之股息 | - | - | - | - | - | - | - | (9,588) | (9,588) |
| At 30 June 2017 (Unaudited) | 於2017年6月30日(未經審核) | 122,063 | 553,908* | 13,548* | 20,407* | 19,608* | 304,240* | 1,033,774 | 45,658 | 1,079,432 |

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

Six months ended 30 June 2018
截至2018年6月30日止六個月

| | | Attributable to owners of the Company | | | | | | | | |
|--|-------------------|---------------------------------------|---------------|---------------|-----------------|------------------------------|------------------|---------------------------|--------------|-----------|
| | | 本公司擁有人應佔 | | | | | | | | |
| | | Share capital | Share premium | Reserve funds | Capital reserve | Exchange fluctuation reserve | Retained profits | Non-controlling interests | Total equity | |
| | | 股本 | 股份溢價 | 儲備基金 | 資本儲備 | 匯兌波動儲備 | 保留溢利 | 非控股權益 | 權益總值 | |
| | | 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 | |
| At 1 January 2018 (Audited) | 於2018年1月1日(經審核) | 122,063 | 553,908 | 14,286 | 20,407 | 67,163 | 309,979 | 1,087,806 | 51,618 | 1,139,424 |
| Profit for the period | 期內溢利 | - | - | - | - | - | 41,800 | 41,800 | 5,516 | 47,316 |
| Other comprehensive loss for the period: | 期內其他全面虧損: | | | | | | | | | |
| Share of changes in exchange differences of an associate | 應佔一間聯營公司匯兌差額變動 | - | - | - | - | (243) | - | (243) | - | (243) |
| Share of changes in exchange differences of joint ventures | 應佔合營企業匯兌差額變動 | - | - | - | - | (6,721) | - | (6,721) | - | (6,721) |
| Exchange differences related to foreign operations | 有關海外業務的匯兌差額 | - | - | - | - | (6,353) | - | (6,353) | (560) | (6,913) |
| Total comprehensive income/(loss) for the period | 期內全面收入/(虧損)總額 | - | - | - | - | (13,317) | 41,800 | 28,483 | 4,956 | 33,439 |
| Appropriation to statutory reserve | 撥至法定儲備 | - | - | 73 | - | - | (73) | - | - | - |
| Final 2017 dividend (note 9) | 2017年末期股息(附註9) | - | - | - | - | - | (18,309) | (18,309) | - | (18,309) |
| Dividend declared to non-controlling interests | 宣派至非控股權益之股息 | - | - | - | - | - | - | - | (8,226) | (8,226) |
| At 30 June 2018 (Unaudited) | 於2018年6月30日(未經審核) | 122,063 | 553,908* | 14,359* | 20,407* | 53,846* | 333,397* | 1,097,980 | 48,348 | 1,146,328 |

* These reserve accounts comprise the consolidated reserves of HK\$975,917,000 (30 June 2017: HK\$911,711,000) in the condensed consolidated statement of financial position as at 30 June 2018.

* 於2018年6月30日之簡明綜合財務狀況表中，該等儲備賬目包括975,917,000港元(2017年6月30日：911,711,000港元)之綜合儲備。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

Six months ended 30 June 2018
截至2018年6月30日止六個月

| | | 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--------------------------|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | 經營活動產生之現金流量 | | |
| Profit before tax | 除稅前溢利 | 68,224 | 42,658 |
| Total non-cash adjustments | 非現金調整總額 | 22,341 | 26,979 |
| Total working capital adjustments | 營運資金調整總額 | 32,151 | (297) |
| Cash generated from operations | 經營所得現金 | 122,716 | 69,340 |
| Tax paid | 已繳稅項 | (25,674) | (13,556) |
| Net cash flows from operating activities | 經營活動所得現金流量淨額 | 97,042 | 55,784 |
| CASH FLOWS FROM INVESTING ACTIVITIES | 投資活動產生之現金流量 | | |
| Purchases of items of property, plant and equipment | 購買物業、廠房及設備項目 | (1,405) | (9,607) |
| Proceeds from disposal of items of property, plant and equipment | 處置物業、廠房及設備項目之所得款項 | 20 | - |
| Capital injection to a joint venture | 向一間合營企業注資 | (24,002) | (25,912) |
| Interest received | 已收利息 | 1,340 | 1,927 |
| Dividends received from joint ventures | 已收合營企業股息 | - | 4,255 |
| Net cash flows used in investing activities | 投資活動所用現金流量淨額 | (24,047) | (29,337) |
| CASH FLOWS FROM FINANCING ACTIVITIES | 融資活動產生之現金流量 | | |
| Dividends paid | 已付股息 | (18,309) | (28,074) |
| Interest paid | 已付利息 | (2,733) | (2,221) |
| Repayment of bank loans | 償還銀行貸款 | (25,000) | - |
| Dividends paid to non-controlling interests | 支付予非控股權益之股息 | (18,656) | - |
| Net cash flows used in financing activities | 融資活動所用現金流量淨額 | (64,698) | (30,295) |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 現金及現金等價物增加／(減少)淨額 | 8,297 | (3,848) |
| Cash and cash equivalents at beginning of period | 於期初之現金及現金等價物 | 127,245 | 208,121 |
| Effect of foreign exchange rate changes, net | 匯率變動的影響，淨額 | 29 | 1,618 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | 於期末之現金及現金等價物 | 135,571 | 205,891 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等價物結餘分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 51,822 | 78,318 |
| Time deposits with original maturity of less than three months when acquired | 所購原到期日少於三個月的定期存款 | 83,749 | 127,573 |
| Cash and cash equivalents as stated in the condensed consolidated statement of cash flows | 於簡明綜合現金流量表列賬的現金及現金等價物 | 135,571 | 205,891 |

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

30 June 2018
2018年6月30日

1. GENERAL INFORMATION OF THE GROUP

Dragon Crown Group Holdings Limited (the “Company”) was incorporated on 16 July 2010 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business in Hong Kong is Unit No. 3, 18th Floor, Convention Plaza, Office Tower, No. 1 Harbour Road, Hong Kong. The Company and its subsidiaries (collectively the “Group”) are principally engaged in terminal storage and handling of liquid petrochemicals.

In the opinion of the directors of the Company, the ultimate holding company of the Company is Lirun Limited, which is a limited liability company incorporated in the British Virgin Islands.

2.1 BASIS OF PREPARATION

The condensed consolidated interim financial information for the six months ended 30 June 2018 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The accounting policies and basis of preparation adopted in the preparation of the condensed consolidated interim financial information are consistent with those followed in the preparation of the annual financial statements of the Group for the year ended 31 December 2017, except for the adoption of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which also include Hong Kong Accounting Standards and interpretations, in current period for the first time as disclosed in note 2.2. The condensed consolidated interim financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements as at 31 December 2017.

1. 本集團一般資料

龍翔集團控股有限公司(「本公司」)根據開曼群島公司法於2010年7月16日註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。其香港的主要經營地點為香港港灣道1號會展廣場辦公大樓18樓3室。本公司及其附屬公司(統稱「本集團」)主要從事液體石化品碼頭儲存及處理業務。

本公司董事認為，本公司最終控股公司為力潤有限公司，該公司為一間於英屬維爾京群島註冊成立之有限公司。

2.1 編製基準

截至2018年6月30日止六個月之簡明綜合中期財務資料已按照香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號*中期財務報告*的規定及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六所載的適用披露規定編製。

編製簡明綜合中期財務資料所採納之會計政策及基準與編製本集團截至2017年12月31日止年度之年度財務報表所採納的相同，除了採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)外，亦包括於附註2.2所披露本期間內首次採納香港會計準則及詮釋。簡明綜合中期財務資料並不包括年度財務報表所需之所有資料及披露，且須與本集團於2017年12月31日之年度財務報表一併參閱。

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

30 June 2018
2018年6月30日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised standards for the first time for the current period's financial information. The Group has not early adopted any new and revised HKFRSs that have been issued but are not yet effective.

| | |
|---|--|
| HKFRS 9 | <i>Financial Instruments</i> |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> |
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> |
| Amendments to HKAS 40 <i>Annual Improvements 2014-2016 Cycle</i> | <i>Transfer of Investment Property</i> Amendments to HKFRS 1 and HKAS 28 |

The Group has been impacted by HKFRS 9 that require restatement of the financial statements. As required by HKAS 34, the nature and effect of these changes are disclosed below.

Other new and revised standards apply for the first time in 2018, but have no impact on the condensed consolidated financial statements of the Group.

2.2 會計政策變動及披露

本集團於本期間財務資料中首次採納以下新訂及經修訂準則。本集團並未提早採納已發佈但尚未生效之任何新訂及經修訂香港財務報告準則。

| | |
|--|---------------------------------------|
| 香港財務報告準則第9號 | 金融工具 |
| 香港財務報告準則第15號 | 來自客戶之合約收入 |
| 香港(國際財務報告詮釋委員會)–詮釋第22號 | 外幣交易及預付代價 |
| 香港財務報告準則第2號修訂 | 以股份為基準之付款交易之分類及計量 |
| 香港財務報告準則第4號修訂 | 採用香港財務報告準則第9號金融工具時一併應用香港財務報告準則第4號保險合約 |
| 香港財務報告準則第15號修訂 | 澄清香港財務報告準則第15號來自客戶合約之收入 |
| 香港會計準則第40號修訂 2014年–2016年週期 之年度改進 | 轉撥投資物業 香港財務報告準則第1號及香港會計準則第28號修訂 |

本集團受香港財務報告準則第9號影響須重列財務報表。根據香港會計準則第34號的規定，該等變動的性質及影響披露如下。

其他新訂及經修訂準則於2018年首次應用，對本集團簡明綜合財務報表並無影響。

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

30 June 2018
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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 9 Financial Instruments

HKFRS 9 brings together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9 for annual periods on or after 1 January 2018. The Group has not restated comparative information for 2017 for financial instruments in the scope of HKFRS 9. Therefore, the comparative information for 2017 is reported under HKAS 39 and is not comparable to the information presented for 2018.

Under HKFRS 9, debt financial instruments are subsequently measured at fair value through profit or loss (“FVPL”), amortised cost, or fair value through other comprehensive income (“FVOCI”). The classification is based on two criteria: the Group’s business model for managing the assets; and whether the instruments’ contractual cash flows represent ‘solely payments of principal and interest’ on the principal amount outstanding (the “SPPI criterion”).

(i) Classification and measurement of financial instruments

The new classification and measurement of the Group’s financial assets are, as follows:

- Debt instruments at amortised cost for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. This category includes the Group’s accounts and bills receivables, cash and cash equivalents and financial assets included in prepayments, deposits and other receivables.

2.2 會計政策變動及披露(續)

香港財務報告準則第9號金融工具

於2018年1月1日或之後的財政年度，香港財務報告準則第9號將金融工具項目之所有階段集於一起以取代香港會計準則第39號及香港財務報告準則第9號之全部先前版本。本集團並未就香港財務報告準則第9號範圍內的金融工具重列2017年比較資料。因此，2017年比較資料乃根據香港會計準則第39號呈報，且未能與2018年所呈列資料進行比較。

根據香港財務報告準則第9號，債務金融工具其後按公允價值計入損益（「按公允價值計入損益」）、攤銷成本或按公允價值計入其他全面收入（「按公允價值計入其他全面收入」）計量。有關分類乃基於兩個標準：本集團管理資產的業務模式；及工具的合同現金流量是否「完全是本金和未償還本金的利息付款」（「SPPI標準」）。

(i) 分類及計量金融工具

本集團新的金融資產分類及計量如下：

- 金融資產按攤銷成本列賬的債務工具—指在業務模式內以持有金融資產以收取符合SPPI標準的合約現金流量為目的的金融資產。該類別包括應收賬款及票據、現金及現金等價物及計入預付款、按金及其他應收款項之金融資產。

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

30 June 2018
2018年6月30日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 9 Financial Instruments (continued)

(i) Classification and measurement of financial instruments (continued)

- Financial asset at FVPL comprises unlisted investment which the Group had not irrevocably elected, at initial recognition or transition, to classify at FVOCI. Under HKAS 39, the Group's unlisted investment was classified as available-for-sale financial asset.

The assessment of the Group's business models was made as of the date of initial application, 1 January 2018, and then applied to those financial assets that were not derecognised before 1 January 2018. The assessment of whether contractual cash flows on debt instruments are solely comprised of principal and interest was made based on the facts and circumstances as at the initial recognition of the assets.

The accounting for the Group's financial liabilities remains largely the same as it was under HKAS 39. Similar to the requirements of HKAS 39, HKFRS 9 requires contingent consideration liabilities to be treated as financial instruments measured at fair value, with the changes in fair value recognised in the statement of profit or loss. Under HKFRS 9, embedded derivatives are no longer separated from a host financial asset. Instead, financial assets are classified based on their contractual terms and the Group's business model. The accounting for derivatives embedded in financial liabilities and in non-financial host contracts has not changed from that required by HKAS 39.

2.2 會計政策變動及披露(續)

香港財務報告準則第9號金融工具(續)

(i) 分類及計量金融工具(續)

- 按公允價值計入損益的金融資產包括本集團於初步確認或過渡中並沒有不可撤回地選擇將其分類為按公允價值計入其他全面收入的未上市投資。根據香港會計準則第39號，本集團的未上市投資分類為可供出售金融資產。

本集團的業務模式評估乃於初步應用日期(即2018年1月1日)進行，且其後應用於並未於2018年1月1日前終止確認的金融資產。債務工具的合約現金流量是否僅包括本金及利息乃根據於初步確認資產時的事實及情況進行。

本集團金融負債的會計處理很大程度上與香港會計準則第39號規定者一致。與香港會計準則第39號的要求類似，香港財務報告準則第9號要求或然代價負債作為按公允價值計量的金融工具進行處理，而公允價值變動於損益表中確認。根據香港財務報告準則第9號，嵌入式衍生工具不再與主要金融資產獨立區分。相反，金融資產按其合同期限及本集團的業務模式進行分類。金融負債及非金融主合同中嵌入的衍生工具的會計與香港會計準則第39號的要求比較並無變動。

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

30 June 2018
2018年6月30日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 9 Financial Instruments (continued)

(i) Classification and measurement of financial instruments (continued)

A reconciliation between the carrying amounts under HKAS 39 to the balances reported under HKFRS 9 as of 1 January 2018 is as follows:

| | HKAS 39 Measurement 香港 會計準則 第39號計量 HK\$'000 千港元 | Reclassification 重新分類 HK\$'000 千港元 | HKFRS 9 Measurement 香港財務 報告準則 第9號計量 HK\$'000 千港元 |
|-------------------------------|---|---|--|
| Financial assets | | | |
| Available-for-sale investment | 41,200 | (41,200) | - |
| Financial asset at FVPL | - | 41,200 | 41,200 |
| | 41,200 | - | 41,200 |

(ii) Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach. HKFRS 9 requires the Group to record an allowance for ECLs for all loans and other debt financial assets not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The adoption of the ECL requirements of HKFRS 9 do not have a significant financial effect on the condensed consolidated financial statements.

2.2 會計政策變動及披露 (續)

香港財務報告準則第9號金融工具 (續)

(i) 分類及計量金融工具 (續)

於2018年1月1日，香港會計準則第39號項下賬面值與香港財務報告準則項下所呈報結餘之對賬如下：

(ii) 減值

香港財務報告準則第9號透過以前瞻性預期信貸虧損(「預期信貸虧損」)法取代香港會計準則第39號的產生虧損法，故採納香港財務報告準則第9號已基本上改變本集團金融資產減值的會計處理。香港財務報告準則第9號要求本集團就所有未按公允價值計入損益持有的貸款及其他債務金融資產的預期信貸虧損記錄撥備。預期信貸虧損乃基於根據合同應付的合同現金流量與本集團預期收取的所有現金流量之間的差額。該差額其後按接近資產原有的實際利率貼現。採納香港財務報告準則第9號的預期信貸虧損規定對簡明綜合財務報表並無重大財務影響。

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簡明綜合財務資料附註

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3. OPERATING SEGMENT INFORMATION

No separate analysis of segment information is presented by the Group as over 90% of the Group's revenue, results and assets are related to the terminal storage and handling of liquid petrochemicals business in Mainland China.

Revenue from a major customer, whose entities shown below are within the same group and in aggregate amounted to 10% or more of the Group's revenue, is set out below:

| | |
|------------|------|
| Customer A | 客戶 A |
| Customer B | 客戶 B |
| Customer C | 客戶 C |
| Customer D | 客戶 D |

3. 經營分部資料

由於本集團超過90%的收入、業績及資產源自於中國內地液體石化品的碼頭儲存和處理相關業務，故本集團並無呈列分部資料的獨立分析。

來自合共佔本集團收入10%或以上的主要客戶(其下文所示實體屬同一集團)的收入載列如下：

Six months ended 30 June 截至6月30日止六個月

| 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 59,989 | 46,025 |
| 40,154 | 38,339 |
| 11,875 | 10,719 |
| 2,904 | 9,337 |
| 114,922 | 104,420 |

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

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4. REVENUE AND OTHER INCOME

Revenue represents the net invoiced value of services rendered for terminal storage and the handling of liquid chemicals during the period, after business tax and value-added tax and is recognised over time.

An analysis of other income is as follows:

4. 收入及其他收入

收入指期內提供液體化學品的碼頭儲存和處理服務的發票淨值(經扣除營業稅及增值稅後)並隨時間確認。

其他收入分析如下：

| | | Six months ended 30 June | |
|--|---------------------------|---------------------------------|-------------|
| | | 截至6月30日止六個月 | |
| | | 2018 | 2017 |
| | | 2018年 | 2017年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Bank interest income | 銀行利息收入 | 1,340 | 1,927 |
| Gross rental income | 租金收入總額 | 617 | 263 |
| Loan interest income from a joint venture | 來自一間合營企業的 貸款利息收入 | 6,111 | 3,509 |
| Foreign exchange gains, net | 匯兌收益，淨額 | – | 1,191 |
| Fair value gain on financial asset at FVPL | 按公允價值計入損益的 金融資產之公允價值收益 | 5,233 | – |
| Others | 其他 | 1,122 | 386 |
| | | 14,423 | 7,276 |

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5. FINANCE COSTS

Interest on bank loans 銀行貸款的利息

5. 融資成本

Six months ended 30 June

截至6月30日止六個月

| 2018 | 2017 |
|-------------|-------------|
| 2018年 | 2017年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |
| 3,233 | 2,721 |

6. PROFIT BEFORE TAX

Profit before tax is arrived at after charging:

Depreciation 折舊
Amortisation of prepaid land lease payments 預付土地租金的攤銷

6. 除稅前溢利

除稅前溢利已扣除：

Six months ended 30 June

截至6月30日止六個月

| 2018 | 2017 |
|-------------|-------------|
| 2018年 | 2017年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |
| 27,963 | 25,308 |
| 487 | 447 |

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7. TAX

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 six months ended 30 June 2018 (2017: Nil). Taxes on profits assessable in Mainland China have been calculated at the rates of tax prevailing in Mainland China in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

7. 稅項

因為本集團於截至2018年6月30日止六個月在香港並無產生任何應課稅溢利，故並無作出香港利得稅撥備（2017年：無）。本集團在中國內地經營所得的應課稅溢利已根據現行法律、詮釋及慣例，按中國內地的現行稅率計算稅項。

| | |
|---|---------------------|
| Current – Mainland China | 即期－中國內地 |
| Charge for the period | 期內支出 |
| Under-provision/(over-provision) in previous periods | 過往期間撥備不足/ (超額撥備) |
| Deferred | 遞延 |
| Total tax charge for the period | 期內稅項支出總額 |

Six months ended 30 June

截至6月30日止六個月

| 2018 | 2017 |
|---------------|---------------|
| 2018年 | 2017年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |
| 27,748 | 11,447 |
| (16) | 47 |
| (6,824) | 1,975 |
| 20,908 | 13,469 |

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8. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on:

Earnings

Profit attributable to owners of the Company, used in the basic earnings per share calculation

盈利

本公司擁有人應佔溢利，用於計算每股基本盈利

Shares

Weighted average number of ordinary shares of the Company in issue, used in the basic earnings per share calculation

股份

本公司已發行普通股加權平均數，用於計算每股基本盈利

No diluted earnings per share is presented as there were no potentially dilutive ordinary shares in issue for periods ended 30 June 2018 and 2017.

8. 本公司擁有人應佔每股盈利

每股基本盈利之計算基於：

Six months ended 30 June

截至6月30日止六個月

| 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 41,800 | 25,413 |

Number of shares

股份數目

| | |
|----------------------|---------------|
| 1,220,628,000 | 1,220,628,000 |
|----------------------|---------------|

由於截至2018年及2017年6月30日止期間內並無潛在攤薄已發行普通股，故並無呈列每股攤薄盈利。

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簡明綜合財務資料附註

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9. DIVIDENDS

9. 股息

| | | Six months ended 30 June | |
|---|------------------|---------------------------------|-------------|
| | | 截至6月30日止六個月 | |
| | | 2018 | 2017 |
| | | 2018年 | 2017年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| Dividend paid during the period: | 期內已派付股息： | | |
| Final in respect of financial year ended | 有關截至2017年12月31日止 | | |
| 31 December 2017 – HK1.5 cents per | 財政年度的末期股息—每股 | | |
| ordinary share (2017: Final in respect of | 普通股1.5港仙(2017年： | | |
| financial year ended 31 December 2016 – | 有關截至2016年12月31日 | | |
| HK2.3 cents per ordinary share) | 止財政年度的末期股息— | | |
| | 每股普通股2.3港仙) | 18,309 | 28,074 |
| Proposed interim dividend | 建議中期股息—每股普通股 | | |
| Interim – HK2.0 cents per ordinary share | 2.0港仙(2017年： | | |
| (2017: HK1.5 cents per ordinary share) | 每股普通股1.5港仙) | 24,413 | 18,309 |

Subsequent to the period ended 30 June 2018, on 20 August 2018, the board of directors declared an interim dividend of HK2.0 cents per ordinary share, and therefore the interim dividend has not been included as a liability in the condensed consolidated statement of financial position as at 30 June 2018.

截至2018年6月30日止期間之後，於2018年8月20日，董事會宣派中期股息每股普通股2.0港仙，因此，中期股息並無作為負債計入於2018年6月30日的簡明綜合財務狀況表。

Notes to Condensed Consolidated Financial Information

簡明綜合財務資料附註

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10. PROPERTY, PLANT AND EQUIPMENT

| | |
|--|----------------|
| At beginning of period/year, net of accumulated depreciation | 期初／年初結餘，扣除累計折舊 |
| Additions | 添置 |
| Disposals | 處置 |
| Depreciation charged for the period/year | 期內／年內折舊開支 |
| Exchange realignment | 匯兌調整 |
| At end of period/year, net of accumulated depreciation | 期末／年末結餘，扣除累計折舊 |

10. 物業、廠房及設備

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|--|--|
| 607,646 | 604,390 |
| 952 | 13,553 |
| (1,352) | (2,837) |
| (27,963) | (51,900) |
| (6,903) | 44,440 |
| 572,380 | 607,646 |

11. ACCOUNTS AND BILLS RECEIVABLES

| | |
|---------------------|------|
| Accounts receivable | 應收賬款 |
| Bills receivable | 應收票據 |

11. 應收賬款及票據

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|--|--|
| 45,138 | 41,461 |
| — | 1,650 |
| 45,138 | 43,111 |

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 30 days, extending to up to 60 days for major customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group did not hold any collateral or other credit enhancement over its accounts receivable balance. Accounts receivable are non-interest bearing.

除新客戶一般須預先付款外，本集團的客戶大多享有信用期。信用期一般為30天，主要客戶的繳款期限則可延長至60天。本集團嚴格控制其未清償應收賬款。高級管理人員會定期覆核過期結欠。本集團並無就其應收賬款結餘持有任何抵押品或其他信用之提升。應收賬款為不計息賬款。

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11. ACCOUNTS AND BILLS RECEIVABLES (continued)

An aging analysis of the accounts receivable at the end of the reporting period, based on the invoice date, is as follows:

| | |
|--------------------|--------|
| Current to 30 days | 即期至30天 |
| 31 to 60 days | 31至60天 |
| 61 to 90 days | 61至90天 |
| Over 90 days | 90天以上 |

11. 應收賬款及票據 (續)

於報告期末，根據發票日期而編製的應收賬款賬齡分析如下：

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|---|
| 34,404 | 33,119 |
| 5,100 | 6,946 |
| 4,534 | 1,394 |
| 1,100 | 2 |
| 45,138 | 41,461 |

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12. OTHER PAYABLES, ACCRUALS AND CONTRACT LIABILITIES

12. 其他應付款項、應計費用及合約負債

| | | 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|-------------|---|---|
| Other payables | 其他應付款項 | 5,123 | 14,238 |
| Accruals | 應計費用 | 4,651 | 13,712 |
| Contract liabilities in relation to deferred income | 有關遞延收入的合約負債 | 40,443 | – |
| | | 50,217 | 27,950 |
| Less: Current portion | 減：流動部分 | (14,464) | (27,950) |
| Non-current portion | 非流動部分 | 35,753 | – |

As at 30 June 2018, included in other payables was a payable of HK\$1,185,000 (31 December 2017: HK\$1,201,000) due to Nanjing Jiangbei New Area Administrative Committee (formerly known as Nanjing Chemical Industry Park Management Committee) which is the parent company of Nanjing Jiangbei New Area Construction Investment Group Co., Ltd (“NJCI”) (formerly known as Nanjing Chemical Industry Park Company Limited), a non-controlling interest of the Group. The amount represents the remaining outstanding balance due to acquiring a prepaid land lease and was settled subsequent to period ended 30 June 2018.

於2018年6月30日，其他應付款項內包括應付本集團非控股權益南京江北新區建設投資集團有限公司（「江北建投」，前稱為南京化學工業園有限公司）的母公司，南京市江北新區管理委員會（前稱為南京化學工業園管理委員會）的款項1,185,000港元（2017年12月31日：1,201,000港元）。該金額相當於因獲得預付土地租賃而應付的未償還款項餘額，並已於截至2018年6月30日止期間之後結清。

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13. INTEREST-BEARING BANK LOANS

13. 計息銀行貸款

| | Effective Interest rate (%) 實際利率(%) | Maturity 到期日 | 30 June 2018 2018年6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年12月31日 HK\$'000 千港元 (Audited) (經審核) |
|-----------------------------|--|---|--|--|
| Current 流動部分 | | | | |
| Unsecured 無抵押 | Hong Kong Interbank Offer Rate ("HIBOR"), plus 1.4% 香港銀行同業拆息利率(「香港銀行同業拆息利率」)+1.4% | 2019 (2017: 2018) | 174,083 | 49,000 |
| Unsecured 無抵押 | HIBOR, plus 1.9% 香港銀行同業拆息利率+1.9% | 2019 (2017: 2018) | 3,000 | 1,500 |
| Total current | 流動部分總計 | | 177,083 | 50,500 |
| Non-current 非流動部分 | | | | |
| Unsecured 無抵押 | HIBOR, plus 1.4% 香港銀行同業拆息利率+1.4% | Nil (2017: 2019) 無 (2017年: 2019年) | - | 149,583 |
| Unsecured 無抵押 | HIBOR, plus 1.9% 香港銀行同業拆息利率+1.9% | 2020 to 2021 (2017: 2019 to 2021) 2020年至2021年 (2017年: 2019年至2021年) | 27,000 | 28,500 |
| Total non-current | 非流動部分總計 | | 27,000 | 178,083 |
| Total | 總計 | | 204,083 | 228,583 |

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13. INTEREST-BEARING BANK LOANS (continued)

Notes:

- (a) All borrowings are denominated in Hong Kong dollars.
- (b) The carrying amounts of bank loans approximated their fair values at the end of the reporting period.
- (c) As at 30 June 2018, the Company and one of its subsidiaries have guaranteed certain banking facilities of the Group up to HK\$51,000,000 (31 December 2017: HK\$51,000,000), of which nil (31 December 2017: Nil) has been utilised.

13. 計息銀行貸款(續)

附註：

- (a) 所有借款均以港元計價。
- (b) 於報告期末，銀行貸款之賬面值與其公允價值相若。
- (c) 於2018年6月30日，本公司及其一間附屬公司已為本集團最高達51,000,000港元(2017年12月31日：51,000,000港元)的若干銀行融資提供擔保，概無動用任何銀行融資(2017年12月31日：無)。

14. SHARE CAPITAL

14. 股本

Authorised:

4,000,000,000
(31 December 2017: 4,000,000,000)
ordinary shares of HK\$0.10 each

法定：

4,000,000,000 股
(2017年12月31日：
4,000,000,000 股) 每股
面值0.10港元之普通股

Issued and fully paid:

1,220,628,000
(31 December 2017: 1,220,628,000)
ordinary shares of HK\$0.10 each

已發行及繳足：

1,220,628,000 股
(2017年12月31日：
1,220,628,000 股) 每股
面值0.10港元之普通股

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|---|
| 400,000 | 400,000 |
| 122,063 | 122,063 |

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15. COMMITMENTS

The Group had the following capital expenditure commitments at the end of the reporting period:

| | |
|--------------------------------------|-----------|
| Contracted, but not provided for: | 已訂約，但未撥備： |
| Buildings and structures | 樓宇及建築物 |
| Capital injection to a joint venture | 向一間合營企業注資 |

In addition, the Group's share of a joint venture's own capital commitments, which are not included in the above, is as follows:

| | |
|-----------------------------------|-----------|
| Contracted, but not provided for: | 已訂約，但未撥備： |
| Buildings and structures | 樓宇及建築物 |

15. 承擔

於報告期末，本集團有下列資本開支承擔：

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|---|
| 4,583 | 4,820 |
| 23,704 | 48,028 |
| 28,287 | 52,848 |

此外，上文並未計及之本集團應佔一間合營企業本身之資本承擔如下：

| 30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核) |
|---|---|
| 391,862 | 163,578 |

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16. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

The Group had the following material transactions with related parties during the period:

| | | |
|--|------------------------|-------|
| Terminal service expenses: | 碼頭服務支出： | |
| Nanjing Chemical Industry Park Public Services Company Limited | 南京化學工業園公用事業有限責任公司 | (i) |
| Rental and auxiliary expenses: | 租賃及配套支出： | |
| NJCI | 江北建投 | (ii) |
| Dragon Crown Investments Limited (“DC Investments”) | 龍翔化工國際有限公司 (「龍翔化工國際」) | (iii) |
| Interest income: | 利息收入： | |
| Weifang Sime Darby Liquid Terminal Co. Ltd. (“WSDL”) | 濰坊森達美液化工碼頭有限公司(「WSDL」) | (iv) |

16. 關聯人士交易

(a) 與關聯人士的交易

本集團於期內曾與關聯人士進行以下重大交易：

Six months ended 30 June

截至6月30日止六個月

| | 2018 | 2017 |
|-------|-------------|-------------|
| Notes | HK\$'000 | HK\$'000 |
| 附註 | 千港元 | 千港元 |
| | (Unaudited) | (Unaudited) |
| | (未經審核) | (未經審核) |
| | 3,040 | 2,779 |
| | 5,882 | 6,453 |
| | 840 | 840 |
| | 6,111 | 3,509 |

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16. RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

Notes:

- (i) Terminal service expenses were charged in accordance with the terms mutually agreed between the Group and the related company which was a non-controlling shareholder of Nanjing Dragon Crown Liquid Chemical Terminal Company Limited (“NJDC”), a subsidiary of the Company.
- (ii) Rental and auxiliary expenses were charged in accordance with the terms mutually agreed between the Group and a non-controlling shareholder of NJDC for the use of pipe racks.
- (iii) Rental expense was charged in accordance with the terms mutually agreed between the Group and the related company for the use of an office premise. DC Investments is a company in which Mr. Ng Wai Man and Mr. Chong Yat Chin, directors of the Company, have 98% and 2% interest in it, respectively.
- (iv) The shareholder loans of RMB103,000,000 (31 December 2017: RMB103,000,000) and RMB60,000,000 (31 December 2017: RMB60,000,000) to WSDL were interest-bearing at 6.0% (31 December 2017: 6.0%) and 6.4% (31 December 2017: 6.4%) per annum, respectively, unsecured and repayable in five years.

The related party transactions in respect of items (i), (ii), (iii) and (iv) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

16. 關聯人士交易 (續)

(a) 與關聯人士的交易 (續)

附註：

- (i) 碼頭服務支出乃根據本集團與該關聯公司相互協定的條款入賬。該關聯公司乃本公司之附屬公司南京龍翔液體化工儲運碼頭有限公司(「南京龍翔」)的非控股股東。
- (ii) 租賃及配套支出乃根據本集團與南京龍翔的非控股股東就管架使用相互協定的條款入賬。
- (iii) 租賃支出乃根據本集團與該關聯公司就使用辦公室物業相互協定的條款入賬。龍翔化工國際為由本公司董事吳惠民先生及莊日青先生分別擁有98%及2%權益的公司。
- (iv) 向WSDL提供的股東貸款103,000,000人民幣(2017年12月31日：103,000,000人民幣)及60,000,000人民幣(2017年12月31日：60,000,000人民幣)為計息貸款，分別按年利率6.0%(2017年12月31日：6.0%)及6.4%(2017年12月31日：6.4%)計息，為無抵押，並須於五年內還清。

有關上文(i)、(ii)、(iii)及(iv)項的關聯人士交易亦構成上市規則第14A章界定的持續關連交易。

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簡明綜合財務資料附註

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16. RELATED PARTY TRANSACTIONS (continued)

(b) Commitment with related parties

- (i) The Group, as the lessee, entered into a three-year office lease agreement ending on 31 December 2018 with DC Investments. As at 30 June 2018, the total operating lease commitment that falls due within one year was approximately HK\$840,000 (31 December 2017: HK\$1,680,000).
- (ii) The Group entered into certain agreements with NJCI for use of pipe racks and auxiliary services for periods up to and ending on 14 March 2022 and on 6 January 2023, respectively. As at 30 June 2018, the total operating lease commitment in relation to pipe racks and auxiliary services falling due within one year and in the second to fifth years were approximately HK\$12,475,000 (31 December 2017: HK\$9,977,000) and HK\$33,785,000 (31 December 2017: HK\$32,011,000) respectively.

16. 關聯人士交易(續)

(b) 向關聯人士作出之承擔

- (i) 本集團作為承租人與龍翔化工國際訂立截至2018年12月31日止為期三年之辦公室租賃協議。於2018年6月30日，一年內到期的經營租賃承擔總額約為840,000港元(2017年12月31日：1,680,000港元)。
- (ii) 本集團與江北建投就使用管架及配套服務分別訂立截至2022年3月14日止及2023年1月6日止之若干協議。於2018年6月30日，一年內、第二年至第五年到期的管架及配套服務經營租賃承擔總額分別約為12,475,000港元(2017年12月31日：9,977,000港元)及33,785,000港元(2017年12月31日：32,011,000港元)。

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16. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel of the Group

| | |
|---|---------------|
| Short term employee benefits | 短期僱員福利 |
| Post-employment benefits | 離職福利 |
| Total compensation paid to key management personnel | 已付主要管理人員的薪酬總額 |

(d) Outstanding balances with related parties

- (i) As at 30 June 2018, included in other payables was a dividend payable of nil (31 December 2017: HK\$10,105,000) due to NJCI, a non-controlling interest of the Group. The amount is unsecured, interest-free and repayable on demand.
- (ii) As at 30 June 2018, included in deposits and other receivables was a receivable from WSDL, a joint venture of the Company, of HK\$15,318,000 (31 December 2017: HK\$10,530,000), which was unsecured, interest-free and repayable on demand.

16. 關聯人士交易 (續)

(c) 本集團的主要管理人員薪酬

Six months ended 30 June

截至6月30日止六個月

| 2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 3,547 | 4,742 |
| 76 | 35 |
| 3,623 | 4,777 |

(d) 關聯人士之未償結餘

- (i) 於2018年6月30日，本集團其他應付款項內包括應付本集團非控股權益江北建投的股息為零(2017年12月31日：10,105,000港元)。該款項無抵押、免息及按要求償還。
- (ii) 於2018年6月30日，按金及其他應收款項包括來自本公司之合營企業WSDL的一筆15,318,000港元(於2017年12月31日：10,530,000港元)的應收款項，該款項為無抵押、免息及須按要求償還。

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17. FAIR VALUE HIERARCHY

Management has assessed that the fair values of cash and cash equivalents, accounts and bills receivables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, and interest-bearing bank loans approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of each reporting period, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the management twice a year for interim and annual financial reporting.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair value of financial asset at FVPL is calculated as the present value of estimated future cash flows based on unobservable inputs.

17. 公允價值層級

管理層已評估現金及現金等價物、應收賬款及票據、計入預付款、按金及其他應收款項的金融資產、計入其他應付款項及應計費用的金融負債及計息銀行貸款的公允價值與其賬面值相若，主要由於該等工具於短期內到期。

本集團財務部門負責制定公允價值計量之政策及程序。於各報告期末，財務部門會分析金融工具價值之變動因素及決定那些重大的因素會影響估值。管理層每年就中期及年度報告對估值進行審閱及批准。

金融資產和金融負債的公允價值是指平等的買賣雙方在自願而非被迫或清算下進行交易的金額。按公允價值計入損益的金融資產公允價值乃基於不可觀察輸入數據按估計未來現金流量的現值計算。

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17. FAIR VALUE HIERARCHY (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly; and

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

As at 30 June 2018, the financial instrument measured at fair value held by the Group comprised financial asset at FVPL and was classified as Level 3 (31 December 2017: Nil).

17. 公允價值層級 (續)

本集團使用在不同情形下適當的估值技術，為計量公允價值獲取充足的數據，最大化使用相關可觀察輸入數據，最小化使用不可觀察輸入數據。

所有載於本財務報表計量或披露的資產及負債乃基於對公允價值計量整體而言屬重大的最低層輸入數據按以下公允價值等級分類：

第一級：基於相同資產或負債於活躍市場的報價(未經調整)；

第二級：基於對公允價值計量而言屬重大的可觀察(直接或間接)最低層輸入數據的估值方法；及

第三級：基於對公允價值計量而言屬重大的不可觀察最低層輸入數據的估值方法。

對於在財務報表按經常性基準確認之資產及負債，本集團於各報告期末根據對於公允價值計量整體有重大影響之最低輸入數據通過重新評估分類以確定各層級之間是否出現轉移。

於2018年6月30日，本集團所持按公允價值計量的金融工具包括按公允價值計入損益的金融資產，並分類為第三級(2017年12月31日：無)。

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17. FAIR VALUE HIERARCHY (continued)

The movements in fair value measurements within Level 3 during the period are as follows:

| | |
|---|----------------------------|
| Financial asset at FVPL: | 按公允價值計入損益的金融資產： |
| At 1 January | 於1月1日 |
| Reclassification by adoption of HKFRS 9 (note 2.2) | 透過採納香港財務報告準則第9號重新分類(附註2.2) |
| As restated | 經重列 |
| Fair value gain recognised in the statement of profit or loss | 於損益表確認的公允價值收益 |
| At 30 June/31 December | 於6月30日/12月31日 |

During the six months ended 30 June 2018, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (six months ended 30 June 2017: Nil).

The relationships of unobservable inputs to fair value are the higher the discount rate, the lower the fair value.

18. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial information was approved and authorised for issue by the Board on 20 August 2018.

17. 公允價值層級(續)

期內第三級內之公允價值計量變動載列如下：

| 2018 2018年 HK\$'000 千港元 | 2017 2017年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| - | - |
| 41,200 | - |
| 41,200 | - |
| 5,233 | - |
| 46,433 | - |

截至2018年6月30日止六個月，金融資產及金融負債的第一級與第二級公平值計量之間並無轉移，第三級亦並無轉入或轉出(截至2017年6月30日止六個月：無)。

不可觀察輸入數據與公允價值之關係為估計貼現率越高，公允價值越低。

18. 批准刊發中期財務報表

未經審核簡明綜合中期財務資料於2018年8月20日獲董事會批准及授權刊發。



Dragon Crown Group Holdings Limited
龍翔集團控股有限公司