



葉氏化工集團有限公司  
Yip's Chemical Holdings Limited

於開曼群島註冊成立之有限公司  
Incorporated in the Cayman Islands with limited liability

股份代號 Stock Code: 408

Interim Report  
中期業績報告 2018



*Rise to Challenges  
Soar New Heights*  
迎難而上 振翅高飛

# 集團宏圖

## CORPORATE VISION



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## 概要 Highlights

營業額  
Revenue

6,149,526,000

港元 HK\$

中期股息  
Interim dividend

6.0

港仙 HK CENTS

本公司股東應佔純利  
Profit attributable to  
owners of the Company

87,260,000

港元 HK\$

毛利  
Gross Profit

790,628,000

港元 HK\$

每股盈利  
Earnings per share

15.5

港仙 HK CENTS

截至二零一八年六月三十日止六個月期間  
(未經審核)

For the six-month period ended  
30 June 2018 (Unaudited)

# 主席報告－回顧及展望

## Chairman's Statement – Review & Prospects

### 回顧

本人欣然向葉氏化工集團有限公司（「本公司」）及其附屬公司（統稱「葉氏化工」或「集團」）全體股東們呈報二零一八年上半年集團業務概況。

回顧期內的整體經營狀況，在溶劑業務持續強勁增長的帶動下，集團的銷售額和銷售量都可喜地錄得了歷年來的新高，接近61.5億港元和約65萬噸，分別比較去年同期增長37.3%和10.5%。然而期內，因為原材料價格普遍繼續上漲，集團部份業務未能即時向市場全部轉嫁，因此導致產品毛利率仍處於偏低的水平。與此同時，國內各級政府對化工行業的規範更趨嚴格，令企業的相關投入不斷大增，從而制約了集團期內的整體盈利表現。集團在股東應佔純利方面本遜於預期，但受惠於期內物業增值貢獻及物業出售收益，故仍錄得8,726萬港元，比較去年同期增長62.7%。上半年集團銷售額的持續理想增長，無可避免地導致營運資金的需求相應增加，儘管集團已在信貸監控、倉存週轉、資本性投資等方面持續取得改善成效，但借貸水平仍因期內大額資本開支及人民幣貶值而被扯高，半年結錄得66.2%，高於去年同期57.3%。董事會經綜合評估後，基於對集團業務前景保持審慎樂觀和秉持積極回饋股東的一貫做法，議決向全體股東派發中期股息每股6港仙，去年同期為每股5港仙。

### Review

It gives me great pleasure to present to all shareholders of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively "Yip's Chemical" or the "Group") a business overview of the Group for the first half of 2018.

An overview to the period, with sustained strong growth in the solvents business, the Group's sales revenue and sales volume both achieved historical highs of close to HK\$6.15 billion and around 650,000 metric tons, which were respectively up 37.3% and 10.5% from the same period last year. Nevertheless, as raw material prices continued to increase during the period and some business segments were not able to pass on the increase to the market entirely and immediately, gross profit margins of our products were still on the low side. Meanwhile, the increasingly stringent regulation imposed on the chemical industry by various levels of mainland government had led to a continuous surge in related investments, thereby impeding the overall profit performance of the Group. The Group's profit attributable to owners recorded HK\$87.26 million or a 62.7% growth year-on-year, thanks to an increase in the value of properties and gains from property sales, or otherwise would fall short of expectations. The steady growth of sales revenue in the first half had inevitably led to a corresponding increase in demand for working capital. Although constant improvements in credit monitoring, inventory turnover and capital investment had been achieved, the depreciation of the Renminbi and high capital expenditure had raised the gearing ratio to 66.2% as of interim end, which was higher than the 57.3% recorded as of the same date last year. Upon a comprehensive evaluation, the Board of Directors, based on a cautiously optimistic view of business prospects and its long-held practice of earnestly rewarding shareholders, resolved to declare an interim dividend of HK6 cents per share to all shareholders, as compared with HK5 cents per share for the same period last year.

## 主席報告－回顧及展望

## Chairman's Statement – Review &amp; Prospects

## 展望

預期下半年的經營大環境不明朗的因素頗多。地緣政治不穩、金融市場波動、銀根緊絀、息口上升等均甚具挑戰。特別是近期中美貿易糾紛日漸加劇，更有上升至全面遏制中國快速崛起的戰略高層面，令問題變得更為複雜。集團雖對中國政府有效有序地處理矛盾，以及國內經濟保持平穩增長依然充滿無限的信心與憧憬，然而此時此刻，審時度勢；冷靜面對；保存實力以謀發展，就顯得格外重要了。因此一方面，集團決心繼續加大力度，透過一系列「騰籠換鳥」的措施，加快優化原業務質素，並同時把握機遇審慎物色併購項目，以期整合後，將更有助於集團原核心業務的鞏固。另一方面，集團認真面對經營環境轉變的現實，將用積極的態度，尋找開拓新業務的增長點。集團目前已成立專責部門，預期續有成果體現。概括而言，無論是原業務的整固或是新業務的開拓，集團貫徹服務化、環保化、終端化的經營理念都不會改變！

集團同時預期中國政府對化工行業規範管理，揮發性有機物排放限制的嚴格標準必將在短時間內加快行業的整合，因此集團自身除了加大投放，符合法規外，亦將密切注視勢態的發展，從中發掘更多的轉危為機拐點，為股東們謀求更大的得益。

最後本人僅代表董事會對集團高層領導團隊的不懈努力、全體員工們的辛勞和貢獻、各界合作伙伴的支持與信任，表示衷心的感謝。

## Outlook

It is expected that there will be considerable uncertainties in the macro environment in the second half. Factors such as unstable geopolitics, financial market volatility, tight money supply and hiking interest rates will all be very challenging. Further compounding the situation is the possibility that the Sino-US trade friction in recent months may elevate to the strategic level of curbing China's rapid rise on the world stage. The Group has full confidence and aspiration that the Chinese government can resolve conflicts effectively and orderly, and that the mainland economy will keep on growing steadily. Yet, at this juncture, it is particularly important that we should weigh circumstances, remain unruffled and conserve strength for development opportunities. Therefore, the Group has determined to step up efforts in enhancing the quality of its existing businesses through a series of "keep the cage, but change the bird" measures, while carefully identify merger and acquisition targets that will help strengthen existing core businesses upon integration. Meanwhile, the Group will also deal seriously with the reality that the operating environment has changed. Thus, it will actively explore new business growth points. To this end, a dedicated department has been set up and it is expected that concrete results will appear. To summarise, whether it is the consolidation of existing business segments or the expansion into new ones, the Group will stick to the concepts of going service oriented, environmentally friendly and end-user oriented.

The Group also anticipates that, with the Chinese government stepping up its efforts to regulate the chemical industry and with stringent standards on the emissions of volatile organic compounds, industry consolidation will be speeded up within a short time. The Group therefore will not only increase investment to ensure its compliance, but will also keep an eye on the development of the situation to identify areas where it can turn crises into opportunities so as to seek greater benefits for its shareholders.

On behalf of the Board of Directors, I would like to convey heartfelt thanks to the Group's senior leadership team for their relentless efforts, to the entire staff for their hard work and dedication and to all our partners for their support and trust.

## 董事榮休及最新委任

集團資深非執行董事唐滙棟先生於本年六月五日榮休。集團同時委任高階行政人員何百川先生為集團獨立非執行董事。本人謹代表董事會對唐董事過去20多年以來所作出的傑出貢獻，致以衷心感謝，並對何董事的加盟表示非常的歡迎！

葉志成  
主席

香港，二零一八年八月十四日

## Retirement and Appointment of Directors

Mr. Tong Wui Tung, an experienced Non-executive Director of the Group, retired on 5 June this year while Mr. Ho Pak Chuen, Patrick, a seasoned executive, was appointed as an Independent Non-executive Director. On behalf of the Board of Directors, I would like to extend our sincere gratitude to Mr. Tong for his exceptional contributions over the last 20 years while expressing our warmest welcome to Mr. Ho for joining the Board.

Ip Chi Shing  
Chairman

Hong Kong, 14 August 2018



## 聯席行政總裁報告

### Report of the Co-Chief Executive Officers

二零一八年上半年度本集團業績的要點包括：

- 一. 整體銷量持續增長，同比增加10.5%至約65萬噸。銷售金額增加37.3%至接近61.5億港元，金額增長主要由溶劑業務帶動，其餘的塗料、油墨業務都錄得雙位數字增長。潤滑油業務則輕微下跌5%。
- 二. 整體毛利率逐見回穩，比對去年同期僅下跌1.1個百分點至12.9%。
- 三. 受惠於溶劑銷量、盈利大增及物業出售及增值貢獻增加，儘管油墨經營溢利下跌，而塗料、潤滑油兩業務更錄得虧損，集團股東應佔純利仍大升62.7%至8,726萬港元。
- 四. 本期溶劑業務因廠房重置變更所影響的固定資產作出約共3,665萬港元的預提撥備。
- 五. 本期物業分類的貢獻主要來自惠州原樹脂廠地的出售收益約2,800萬港元及粉嶺葉氏大廈物業增值1,200萬港元兩項收益。
- 六. 年初動用約1.02億人民幣收購本港知名品牌「駱駝漆」業務。另者，原料成本價及售價雙升，拉升了整體運營資金。集團的借貸比例為66.2%，比對去年同期拉升8.9個百分點。

Key points on the Group's performance in the first half of 2018 include:

1. Overall sales volume continued to grow by 10.5% year-on-year to around 650,000 metric tons. Sales revenue was up 37.3% to close to HK\$6.15 billion. Though this increase of revenue was mainly brought by the solvents business, double-digit growth was also recorded by the coatings and inks businesses while sales dipped slightly by 5% for lubricants.
2. Overall gross profit margin saw a gradual stabilisation, resulting in only a drop of 1.1 percentage points from the same period last year to 12.9%.
3. Thanks to phenomenal growths in both sales volume and profit of the solvents business and increased contribution from sales and value increment of properties, profit attributable to owners jumped 62.7% to HK\$87.26 million despite a decrease in operating profit in the inks business and losses recorded in the coatings and lubricants businesses.
4. About HK\$36.65 million in provisions were made for fixed assets affected by the replanning change of plants of the solvents business.
5. Contribution from the properties segment was mainly from the approximately HK\$28 million in earnings from the sales of the original site of the resin plant in Huizhou and the HK\$12 million increase in the value of Yip's Chemical Building in Fanling.
6. Early this year, about RMB102 million was spent on acquiring "Camel", a well-known coating brand in Hong Kong. Furthermore, increases in the costs of raw materials and selling prices of products drove up overall working capital. The Group's gearing ratio was 66.2%, up by 8.9 percentage points year-on-year.



本期起，物業分類的貢獻另列檢視；四項主要業務的分析如下：

## 溶劑

銷量繼續增長，首次半年超50萬噸至近52萬噸的水平，比對去年同期增長9.7%，銷售金額更大增47%至接近44億港元。因應環保的新趨勢，各項對應費用略見上升，因而令經營溢利率大致與去年同期相約，但經營溢利則大升38.8%至接近1.84億港元。

華東泰興廠新增55萬噸產能的各項證照申請已接近完備，預計本年第三季可進場施工，明年第一季或可落成投產，比原預算稍見延後。

順應環保大趨勢，泰興廠決定放棄用木薯製酒精的生產工藝，改為採購玉米製酒精。木薯生產酒精的工藝產出金額只佔溶劑業務的採購金額不到2%，對本業務的經營溢利影響輕微。

管理層積極尋求江門市各級政府的大力支持，覓地籌建華南新廠，已見明顯效果。寄望下半年能敲定選址及開展一連串的建廠規劃。

總括而言，該業務期內業績優良。積極擴建泰興新生產線和規劃華南新廠，為今天已見飽和的產能再添新量，為未來業績進一步的增長提供新的動力。

Contribution from the properties segment is outlined separately in this period, while the Group's four main businesses are reviewed as follows:

## Solvents

Sales volume continued to grow, that it was up 9.7% year-on-year to almost 520,000 metric tons, exceeding the 500,000 metric tons milestone for the first time in a half-year period. Meanwhile, sales revenue jumped 47% to close to HK\$4.4 billion. As a result of coping with latest environmental protection trends, corresponding expenses increased slightly, resulting in an operating profit margin on par with that in the previous first half. Operating profit, however, grew markedly by 38.8% to nearly HK\$184 million.

Applications for expanding the production capacity of the Taixing Plant in Eastern China by additional 550,000 metric tons have almost completed. It is expected that on-site construction work can begin in the third quarter of this year and production can commence in the first quarter of next year, this schedule is slightly behind the original plan.

In line with prevailing environmental protection trends, the Taixing Plant will buy maize-made ethanol instead of using cassava to produce ethanol. Since the value of the cassava-made ethanol production process accounts for less than 2% of the procurement cost of the solvents business, the influence on the operating profit is minimal.

Major achievement has been made by the management who has been seeking support of various levels of the Jiangmen Municipality Government in identifying a site for building the Group's new Southern China plant. Hopefully, a final decision on the site can be reached in the second half so that planning on the construction of the new plant can be kicked off.

On the whole, the solvents business has performed outstandingly in the period. Addition of new production lines in the Taixing Plant and planning on the construction of a new plant in Southern China will add capacities to the existing saturated ones and provide new momentum for the further growth of the business.

## 聯席行政總裁報告

## Report of the Co-Chief Executive Officers

## 塗料

塗料業務的銷量、銷售金額、毛利額分別比去年同期顯著增長19.2%、22.2%和21%。從中看到，經過數年重建業務基本面的努力，在整合鞏固業務、專注生產環保產品、削減結構成本、精簡組織架構、伺機進行收購等方面，均已取得初步成效。

遺憾的是，受到原料價格高企，以及金山廠房為處理揮發性有機化合物作出投資導致的折舊和經營成本上漲影響，毛利率仍在低位徘徊，致業績由二零一七年上半年的460萬港元經營溢利變為期內的490萬港元經營虧損。

經營環境艱辛，導致全國塗料業迅速整合。中國塗料業協會指出，過去12至18個月內，國內近30%（約4,000家）的塗料公司已退出市場或暫停營運。但集團仍充滿信心，憑藉立足市場36年、過去幾年採取的謹慎業務策略、以持續投資應對更趨嚴謹的安健環標準，年初收購「駱駝漆」業務後的整合進度理想，尤其是已建立起的堅強組織實力，相信塗料業務在經過這幾年艱難的轉型期後，勢將再次騰飛。

## Coatings

Coatings saw notable growth in sales tonnage, sales revenue and gross profit by 19.2%, 22.2% and 21% respectively year-on-year. The results signify early positive developments after years of effort in re-building business fundamentals including consolidation of business, shifting to environmentally friendly product portfolio, structural cost reduction, streamlining organisation structure and opportunistic acquisition.

Unfortunately, gross margin continued to hover at relatively low level due to sustained high raw material prices and higher depreciation and working capital arising out of volatile organic compound (“VOC”) investment at the Jinshan plant. This resulted in an operating loss of HK\$4.9 million compared to an operating profit of HK\$4.6 million in the first half of 2017.

A challenging operating environment has led to fast consolidation of the coatings industry across the country. According to a China’s coatings association, over the past 12 to 18 months, up to 30% (or around 4,000 coatings companies) exited market or suspended operations. The Group remains confident that with 36 years of foothold in the market, prudent business strategies adopted over past few years, continuous investment into meeting higher HSE standards, good progress of integration after acquiring “Camel” at the beginning of this year and not least solid organisation muscle so built, the business is set to lift off again after bumpy transition cross these few years.

## 油墨

作為油墨市場領導者，管理層今年上半年一直積極提價，追補成本升幅，令銷售金額取得16.5%的不錯增長，銷量相對去年同期則微升1.5%。

儘管付出過不少努力，期內錄得的17.9%毛利率仍較去年同期下挫1.4個百分點，經營溢利亦因此自去年上半年的1,970萬港元下滑至1,010萬港元。

鑑於內地B2B業務的信用風險持續上升，管理層已採取更審慎的態度，有所選擇地退出一些質量較低的業務。由於預期增長放緩，管理團隊已開展新一輪降本行動，包括產能的結構性優化，以提高盈利能力，並控制在處理揮發性有機化合物上的投資。

## 潤滑油

潤滑油是集團內規模最小的業務，因此有足夠的靈活性，可以採取果敢措施，落實集團環保化、終端化及服務化的策略發展方向。

管理層自去年年底開始重點發展在東莞開設的四間汽車維修保養連鎖店，結果亦不負所望，四間店無論在客流和客均消費上都有進展。管理層因此決定在廣東全省加速這方面的發展，陸續開設新店。雖然最初幾年的投資期會影響整體業務盈利能力，但集團有信心，作為對汽車後市場的配套服務，此連鎖店業務將會是潤滑油「騰籠換鳥」的有力支撐，同時亦可助力高端車油的銷售。

## Inks

As the market leader in the industry, the management of the business has been working very hard to lead price increase so as to catch up with the cost curve in the first six months of the year. This led to a good increase of sales revenue by 16.5% while sales tonnage recorded a marginal increase of 1.5% compared to same period last year.

Notwithstanding the tremendous effort, gross margin of 17.9% registered in the period was still 1.4 percentage points lower than that of last year, resulting in a lower operating profit of HK\$10.1 million compared to HK\$19.7 million in the first half of last year.

As credit risk is escalating in overall B2B business in China, the management has adopted a more prudent approach in selectively exiting some low quality businesses. With sluggish growth expected, the management has launched a series of cost control measures, including structural optimisation of production capacity to enhance profitability and control of investments on VOC emission treatment.

## Lubricants

As the smallest business segment in the Group, the lubricants business is agile enough in making bold steps against the Group's strategic intent of being environmentally friendly, end-user and service oriented.

Particular focus is thus made to develop the four automobile maintenance chain stores in Dongguan since end of last year, where visits per shop and spending per visit are trending in the right direction. Decision is therefore made to expand fast in the Guangdong province and more shops would be opened. Initial years of investment would bear negative impact to its overall business profitability, but the Group is confident that, as a service sector of automobile aftermarket, this business will support the "keep the cage, but change the bird" strategic transformation of the lubricants business, as well as the sales of higher tier automotive lubricants.

## 聯席行政總裁報告

### Report of the Co-Chief Executive Officers

工業潤滑油方面，管理層作出了艱難的決定，放棄利潤率低及信用期長的客戶，以便騰出寶貴資源，用於栽培其他潛質優厚的顧客或業務板塊。

總的來說，潤滑油業務期內銷售金額減少5%至1.39億港元，經營虧損則錄得840萬港元，而去年同期則為50萬港元經營虧損。

### 物業

近年受市場變化及安環法規要求，集團不時整合生產設施以至搬遷總部。並非用作本集團生產或總部的物業持有用作租賃及／或資本增值。本期物業分類貢獻約3,955萬港元，較去年同期大升五倍，主要受惠於出售原樹脂廠所在地的所得及粉嶺總部物業增值貢獻的增加。

### 展望

在可見的將來，國內當前的經營挑戰仍會持續。由於集團近年已採取穩健的措施，作出必需的投入，溶劑業務預計仍會為集團帶來最大的盈利貢獻，其餘三個傳統業務已結合當前形勢調整策略並適度轉型，為下一波健康發展蓄勢待發。加上物業因持續整合而帶來的貢獻，整體業務表現將持續改善。

另外，策略性投資項目如汽車維修保養連鎖店的開設，將會支持集團營運從資產導向轉型至服務及終端用戶導向，為集團的業務和員工建立一個嶄新的增長平臺。

葉子軒 王旭  
聯席行政總裁

香港，二零一八年八月十四日

As for industrial lubricants, a hard decision was made to depart from low margin and long credit customers in order to free up precious resources to support growth in other potential customers or business segments.

All in all, lubricants registered both reductions in sales revenue of 5% to HK\$139 million and an operating loss of HK\$8.4 million, compared to HK\$0.5 million loss in the same period of last year.

### Properties

In response to changes in the market and regulatory requirements in safety and environmental protection in recent years, the Group consolidates its production facilities every now and then and has relocated its headquarters. Properties not utilised for the Group's production or headquarters are held either for rental and/or capital appreciation purpose. In the period, contribution from the properties segment amounted to HK\$39.55 million, which is a five-fold increase from the same period last year, due to earnings derived from the sale of the plot of land at which the original resin plant was located and the increase in value of the headquarters building in Fanling.

### Outlook

Prevailing business challenges in China are expected to persist in foreseeable future. With robust steps and necessary inputs made through recent years, it is expected solvents would remain the key margin contributor, and with the other three traditional businesses having already adjusted their respective strategies according to actual situation and performed transformation duly, the Group will be ready for the next wave of quality growth. Coupled with the contribution brought by continuous consolidation of properties, the overall business performance will continue to improve.

Strategic investments in related segments like automobile maintenance chain would continue to support the transformation journey from asset oriented to more service and end-user oriented, thus establishing a new platform of growth for the Group's businesses and staff members.

Yip Tsz Hin Wong Yuk  
Co-Chief Executive Officers

Hong Kong, 14 August 2018

## 榮譽 Awards

### 香港 Hong Kong

#### 香港社會服務聯會

##### The Hong Kong Council of Social Service

十年Plus「商界展關懷」標誌

“10 Years Plus Caring Company” logo

#### 香港立信德家會計師事務所

##### BDO Hong Kong

BDO環境、社會及管治大獎2018

ESG最佳表現大獎及最佳ESG報告大獎(主板小市值)

BDO ESG Awards 2018 – Best in ESG Award and Best in Reporting Award (Main Board – Small Market Capitalisation)

#### HR Asia

2018亞洲最佳企業僱主獎(香港地區)

Hong Kong's Best Company to Work for in Asia 2018

#### 香港工業總會

##### Federation of Hong Kong Industries

中銀香港企業環保領先大獎2017—環保傑出伙伴

Corporate Environmental Leadership Awards

– EcoPartner

#### 世界綠色組織

##### World Green Organisation

「綠色辦公室」及「健康工作間」標誌

“Green Office” and “Eco-Healthy Workplace” Labels

#### 社會福利署

##### The Social Welfare Department

2017年義務工作嘉許銅獎

Bronze Award for Volunteer Service 2017

### 中國內地 Mainland China

#### 中國塗料報

##### China Coatings News

第九屆中國金漆獎—2017年度傑出內牆塗料品牌·2017年度傑出木器裝修塗料品牌及2017年度傑出傢俱塗料品牌

The 9th Golden Paint Award – Outstanding Interior Wall Coatings Brand 2017, Outstanding Wood Coatings Brand 2017 and Outstanding Furniture Coatings Brand 2017

#### 中國日用化工協會油墨分會

##### China Chemistry Industrial Association – Branch of Inks

2017年洋紫荊油墨產量名列行業第一

Bauhinia Variegata Ink ranked 1st in the 2017 industry sales volume

#### 北京商報

##### Beijing Business

2017-2018中國家居十大品牌—十大塗料品牌

Top 10 Household Brands in China 2017-2018

– Top 10 Coating Brands

#### Coatings World

2018世界塗料第58位

Ranked 58th among the International Coatings Companies 2018

## 流動資金及財務資源

### Liquidity and Financial Resources

於二零一八年六月三十日，集團的借貸比率（以淨銀行借貸佔本公司股東應佔權益為計算基準）為66.2%（二零一七年六月三十日：57.3%）。借貸比率較去年上升主要由於期內集團收購港澳塗料市場的領導品牌之一「駱駝漆」及在香港高端建築塗料市場有一定佔有率的「Aquapro」品牌，以及集團需要更多的營運資金以支持銷售增幅上升所帶來的貿易應收賬及存貨，並收取更多的銀行承兌匯票（即應收票據），導致淨銀行借貸上升。二零一八年上半年人民幣匯率下跌1.2%，預計人民幣匯率將於二零一八年下半年受中美貿易戰持續影響而波動。集團會繼續謹慎管理外匯風險，盡量減低人民幣匯率波動對集團業績之影響。經營業務所產生之現金流量方面，期內集團錄得淨現金流出192,740,000港元（截至二零一七年六月三十日止六個月：淨現金流出87,997,000港元），對比去年同期淨現金流出增加主要因為存貨增加及應收票據上升（上升主要來自溶劑業務，溶劑業務對比上年同期錄得47%營業額增長）。

As at 30 June 2018, the Group's gearing ratio (measured by net bank borrowings as a percentage of equity attributable to owners of the Company) was 66.2% (30 June 2017: 57.3%). The increase in gearing ratio was a result of an increase in net bank borrowings of the Group for the acquisition of the "Camel" and "Aquapro" brands, more working capital required to finance trade receivables and inventories for increased sales growth as well as rise in receipts of bankers' acceptances (i.e. bills receivables). The "Camel" brand is one of the leading brands in the coatings market in Hong Kong and Macao whereas the "Aquapro" brand is a high-end architectural coatings brand with a solid market share in Hong Kong. During the first half of 2018, the RMB depreciated 1.2%. The RMB is expected to fluctuate in the second half of 2018 due to the ongoing Sino-US trade conflict. The Group remains prudent in managing foreign exchange exposure, in order to minimise the impact of RMB fluctuation on its results. As for operating cash flow, the Group recorded a net cash outflow of HK\$192,740,000 (six months ended 30 June 2017: net cash outflow of HK\$87,997,000). The increase in the operating cash outflow was mainly attributable to the increase in stock and bills receivables (mostly from the solvents business which recorded a 47% increase in sales revenue compared with the last period).

於二零一八年六月三十日，集團的銀行總欠款為2,503,319,000港元（二零一七年十二月三十一日：2,468,405,000港元），扣除短期銀行存款、銀行結餘以及現金547,712,000港元（二零一七年十二月三十一日：946,074,000港元）後，淨銀行借貸為1,955,607,000港元（二零一七年十二月三十一日：1,522,331,000港元）。銀行總欠款中，須於一年內清還之短期貸款為1,177,519,000港元（二零一七年十二月三十一日：1,208,148,000港元），其中1,070,914,000港元以港幣定值，106,605,000港元以人民幣定值（二零一七年十二月三十一日：1,136,214,000港元以港幣定值，71,934,000港元以人民幣定值）。此外，一年後到期的長期貸款為1,325,800,000港元（二零一七年十二月三十一日：1,260,257,000港元），全數以港幣定值（二零一七年十二月三十一日：全數以港幣定值）。短期銀行存款、銀行結餘以及現金使用以下貨幣定值，包括45,124,000港元以港幣定值、371,140,000港元以人民幣定值、131,427,000港元以美元定值、21,000港元以其他貨幣等定值（二零一七年十二月三十一日：72,706,000港元以港幣定值、720,158,000港元以人民幣定值、152,734,000港元以美元定值、476,000港元以其他貨幣等定值）。

As at 30 June 2018, the gross bank borrowings of the Group amounted to HK\$2,503,319,000 (31 December 2017: HK\$2,468,405,000). After the deduction of short-term bank deposits, bank balances and cash amounting to HK\$547,712,000 (31 December 2017: HK\$946,074,000), net bank borrowings amounted to HK\$1,955,607,000 (31 December 2017: HK\$1,522,331,000). Out of the gross bank borrowings, HK\$1,177,519,000 (31 December 2017: HK\$1,208,148,000) were short-term loans repayable within one year. Such loans were denominated in two currencies, HK\$1,070,914,000 in Hong Kong Dollars and HK\$106,605,000 in RMB (31 December 2017: HK\$1,136,214,000 in Hong Kong Dollars and HK\$71,934,000 in RMB). Long-term loans repayable after one year amounted to HK\$1,325,800,000 (31 December 2017: HK\$1,260,257,000), and they were all denominated in Hong Kong Dollars (31 December 2017: all in Hong Kong Dollars). The short-term bank deposits, bank balances and cash were denominated in the following currencies: HK\$45,124,000 in Hong Kong Dollars, HK\$371,140,000 in RMB, HK\$131,427,000 in US Dollars and HK\$21,000 in other currencies (31 December 2017: HK\$72,706,000 in Hong Kong Dollars, HK\$720,158,000 in RMB, HK\$152,734,000 in US Dollars and HK\$476,000 in other currencies).

## 流動資金及財務資源

### Liquidity and Financial Resources

為延續過往到期的中長期貸款，集團於二零一八年上半年已合共取得710,000,000港元之三至四年長期雙邊貸款。於二零一八年六月三十日，中長期貸款（含一年內須償還之部份為780,914,000港元）佔所有貸款的比例為84%。由於部份集團的借貸以浮動利率計息，借貸成本會受利率波動影響，隨著美元利率於二零一八年上半年延續其上升週期，港元一個月之銀行同業拆息於期內已明顯上升，並預計上升趨勢會持續。為減低利率波動對集團融資成本的影響，集團不時與銀行簽訂如利率掉期等協議，為部分中長期雙邊貸款固定借貸利率，對沖貸款利率波動的風險。於二零一八年六月三十日，集團貸款中以定息安排的佔銀行總借貸及非流動借貸分別為38%和40%。

於二零一八年六月三十日，共有20間於香港及中國大陸的銀行向集團提供合共6,403,486,000港元的銀行額度，足夠應付現時集團營運及未來發展所需資金。銀行額度中，62%以港元定值、36%以人民幣定值及2%以美元定值。正如以往報告中提及，集團一直擴充其人民幣貸款組合及減持國內大部份盈餘資金以應付人民幣匯率潛在不安定之波動及香港利率上升之影響。於二零一八年六月三十日，集團人民幣流動貸款額度已增至770,000,000人民幣（二零一七年十二月三十一日：620,000,000人民幣）及已提取數筆流動貸款合共90,000,000人民幣（二零一七年十二月三十一日：60,000,000人民幣）。另外，集團已與主要銀行成立人民幣跨境現金池，以促進香港與國內之間的資金管理工作。集團將不時在香港和國內以港幣、美元、人民幣或其他外幣構建最理想的銀行貸款組合，繼續在降低借貸成本及控制匯兌風險之間取得合適平衡。

To refinance previous mid-to-long-term loans which are due for repayment, the Group obtained bilateral long-term (three to four years) loans of HK\$710,000,000 in the first half of 2018. As at 30 June 2018, mid-to long-term loans (including portions repayable within one year of HK\$780,914,000) accounted for 84% of the total bank loans. Since some of the borrowings of the Group carry interest at floating rates, borrowing costs are subject to interest rate fluctuation. As the US interest rate continues its upward cycle during the first half of 2018, the one-month Hong Kong Dollar HIBOR rate rose significantly and it is expected to continue its rising trend. To mitigate the impact of interest rate fluctuations on the Group's financing costs, the Group, from time to time, makes arrangements with banks such as interest rate swaps to fix the interest rates of some of its bilateral mid-to-long-term loans and to hedge against the risk of such fluctuations. As at 30 June 2018, the Group's loans under fixed rate arrangement made up 38% and 40% of its total and non-current bank borrowings respectively.

As at 30 June 2018, a total of 20 banks in Hong Kong and Mainland China granted banking facilities of HK\$6,403,486,000 to the Group, providing it with sufficient funds to meet present working capital and expansion requirements. Of these banking facilities, 62%, 36% and 2% were denominated in Hong Kong Dollars, RMB and US Dollars respectively. As explained in previous reports, the Group has been expanding its RMB loan portfolio to address exposure to potential RMB exchange rate fluctuation and impact from interest rate rises in Hong Kong. As at 30 June 2018, the Group's RMB revolving loan facilities increased to RMB770,000,000 (31 December 2017: RMB620,000,000) and several drawdowns in the total amount of RMB90,000,000 had been made (31 December 2017: RMB60,000,000). The Group also works closely with its major banks to set up a cross-border RMB cash pool to facilitate management of capital flow between Hong Kong and the mainland. The Group will continue to strike an optimal balance between lowering borrowing costs and minimising currency exposure by structuring a favourable combination of Hong Kong Dollars, US Dollars, RMB or other foreign currency bank loans in Hong Kong and the mainland.



## 人力資源 Human Resources

於二零一八年六月三十日，本集團之僱員人數合共為3,409人，其中82人來自香港，3,327人來自中國各個省份。

集團非常重視人力資源資本的管理及發展非常重視。除鼓勵所有僱員透過內部、外部培訓課程及上崗演練不斷自我提升外，集團還提供教育資助讓員工自我增值，提高工作技能及績效，於工作上發揮所長。對於有承擔、有能力的員工，不論背景、地區、學歷，集團均提供合適之發展平台。集團現時的管理團隊，在各領域經過不斷的磨練而晉身管理層，負起領導集團發展的責任。除積極在內部提升優秀的員工外，集團亦會從外間直接聘用一些卓越的管理人才，或從香港、內地、及國際間的高等學府招聘有潛質的應屆畢業生，從剛畢業開始便加以培育。

集團提供具良好的工作環境，設置多方面的激勵機制，鼓勵員工自強不息，從而不斷提升集團的競爭力，推動業務持續發展。集團不時參考市場趨勢檢討薪酬及獎勵政策，提供合理及具競爭力的薪酬與福利，包括底薪及以業績和個人表現為評核目標而發放的花紅，確保有效吸引和挽留人才。

As of 30 June 2018, the Group has total number of 3,409 employees. 82 employees are from Hong Kong while 3,327 of them are from different provinces in China.

The Group places great emphasis on the management and development of human capital. The employees are encouraged to strive for improvement through internal and external training program, on-the-job training and participation in the Group's educational subsidies, allowing for self-development in knowledge and skills and to maximize their potential in their work. We offer suitable platform for development of highly committed and capable employees, regardless of their background, geographical region or educational levels. Through versatile experience in challenging roles, the current management team of the Group has come through the ranks to advance to positions of management. Besides the focus of developing employees internally, the Group seeks not only to attract talent from outside but also recruit top graduates from the best tertiary institutions in Hong Kong, Mainland China, and abroad as well as provide them with training and development opportunities.

The Group offers a desirable work environment, sets up different programs for motivating employees to strive for improvement and to upgrade their skills in order to sustain the development of business. From time to time, the Group will make reference to market trends for the review of remuneration policy so as to ensure reasonable and competitive compensation and benefits. These include basic salary and performance-based bonus to attract and retain talents.

## 董事及最高行政人員於證券之權益及淡倉

### Directors' and Chief Executives' Interests and Short Positions in Securities

盡本公司所知，於二零一八年六月三十日，本公司董事（「董事」）及其各自的聯繫人士於本公司股份中的權益（定義見證券及期貨條例（「證券及期貨條例」）第XV部）須(a)根據證券及期貨條例第XV部第7及第8部知會本公司及香港聯合交易所有限公司（「聯交所」）（包括彼等根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條記載置存之登記冊內的權益；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的權益如下：

To the best of the Company's knowledge, at 30 June 2018, the interests of the directors of the Company (the "Directors") and their respective associates in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) to be recorded in the register to be kept pursuant to Section 352 of the SFO; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

### 好倉

### Long positions

董事姓名	Name of Directors	所持普通股份及相關股份數目				總數	於二零一八年六月三十日佔本公司已發行股本之百分比
		Number of ordinary shares and underlying shares held					
		股份權益 Interests in shares 個人 Personal	股份權益 Interests in shares 家族 Family	股份權益 Interests in shares 公司 Corporate	購股權權益 Interests in share options <sup>1</sup> 個人 Personal		Percentage of the issued share capital of the Company as at 30.6.2018
葉志成先生	Mr. Ip Chi Shing	155,042,532	8,802,000 (a)	24,380,000 (b)	-	188,224,532	33.38%
葉子軒先生	Mr. Yip Tsz Hin	28,540,248	14,000,000 (c)	-	-	42,540,248	7.54%
王旭先生	Mr. Wong Yuk	-	-	-	-	-	-
何世豪先生	Mr. Ho Sai Hou	-	-	-	200,000	200,000	0.04%
黃廣志先生	Mr. Wong Kong Chi	-	100,000 (d)	-	-	100,000	0.02%
古遠芬先生	Mr. Ku Yuen Fun	20,680	14,000 (e)	-	-	34,680	0.01%
吳紹平先生	Mr. Ng Siu Ping	2,532,000	50,000 (f)	-	-	2,582,000	0.46%
何百川先生 <sup>2</sup>	Mr. Ho Pak Chuen, Patrick <sup>2</sup>	-	-	-	-	-	-

## 董事及最高行政人員於證券之權益及淡倉 Directors' and Chief Executives' Interests and Short Positions in Securities

附註：

- (a) 此等股份當中，6,796,000股由葉志成先生與妻子梁碧瑜女士共同持有，2,006,000股則由其妻子持有。
- (b) 此等股份分別由一間葉志成慈善基金有限公司之慈善組織(20,300,000股)和一間葉氏關愛延續基金有限公司之有限公司(4,080,000股)所持有。葉志成先生於葉志成慈善基金有限公司和葉氏關愛延續基金有限公司的股東大會分別擁有50% (與其妻子共有100%)及60% (與其弟妹共有100%)之投票權，故被視為擁有在該兩間公司持有此等股份之權益。
- (c) 此等股份由葉子軒先生之妻子葉曹家麗女士持有。
- (d) 此等股份由黃廣志先生之妻子詹小慧女士持有。
- (e) 此等股份由古遠芬先生之妻子蘇艷霞女士持有。
- (f) 此等股份由吳紹平先生之妻子蕭靄莉女士持有。
- <sup>1</sup> 所有購股權為非上市實物結算股本衍生工具。
- <sup>2</sup> 何百川先生獲委任為獨立非執行董事，由二零一八年六月五日起生效。

董事在本公司購股權計劃(即部分相關股份)下所持有購股權之詳情可見下一節「購股權」。

葉志成先生、葉子軒先生及葉志成先生妻子梁碧瑜女士各持有本公司之附屬公司葉氏恒昌(集團)有限公司之無投票權遞延股一股。

除上文所披露者及董事以本公司或其附屬公司受託人身份持有附屬公司若干代名人股份外，於二零一八年六月三十日，各董事、最高行政人員或其聯繫人士均沒有於本公司或其任何附屬公司(按證券及期貨條例)之證券中持有任何權益或淡倉。

Notes:

- (a) Out of these shares, 6,796,000 shares are jointly held with Madam Liang Bih Yu, the wife of Mr. Ip Chi Shing and 2,006,000 shares are held by his wife.
- (b) These shares are held respectively by Ip Chi Shing Charitable Foundation Limited, a charitable organisation (20,300,000 shares) and Yip's Care Extension Foundation Limited, a limited company, (4,080,000 shares). Mr. Ip Chi Shing controls 50% (together with his wife control 100%) and 60% (together with his younger sister and brother control 100%) of the voting power at the general meetings of Ip Chi Shing Charitable Foundation Limited and Yip's Care Extension Foundation Limited respectively. He is therefore deemed to be interested in these shares held by these two corporations.
- (c) These shares are held by Madam Yip Tso Ka Lai, Brenda, the wife of Mr. Yip Tsz Hin.
- (d) These shares are held by Madam Jim Siu Wai, the wife of Mr. Wong Kong Chi.
- (e) These shares are held by Madam So Yim Ha, the wife of Mr. Ku Yuen Fun.
- (f) These shares are held by Madam Siu Oi Li, Maicy, the wife of Mr. Ng Siu Ping.
- <sup>1</sup> All the share options are unlisted physically settled equity derivatives.
- <sup>2</sup> Mr. Ho Pak Chuen, Patrick has been appointed as an Independent Non-executive Director with effect from 5 June 2018.

Details of the share options held by the Directors under the Company's existing share option scheme (i.e. part of the interests in the underlying shares) are shown in the next section headed "Share Options".

Each of Mr. Ip Chi Shing, Mr. Yip Tsz Hin and Madam Liang Bih Yu, the wife of Mr. Ip Chi Shing, holds one non-voting deferred share of Yip's H.C. (Holding) Limited, a subsidiary of the Company.

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30 June 2018, none of the Directors, chief executive nor their associates held any interests or short positions in the securities of the Company or any of its associated corporations as defined in the SFO.

## 購股權

### Share Options

股東於二零一二年五月二十五日舉行之股東週年大會上已批准採納新購股權計劃（「新計劃」）及終止本公司於二零零二年九月三日已採納的舊有購股權計劃（「舊計劃」），連同新計劃，統稱為（「購股權計劃」）。新計劃將於二零二二年五月二十四日到期屆滿。而在舊計劃終止前授出之購股權將繼續生效並可根據舊購股權計劃之規則下行使。而新計劃之主要目的是確定及激勵合資格參與人士作出貢獻、提供獎勵、協助本公司挽留合資格參與人士及招攬額外僱員，並向彼等提供直接經濟利益，以達致本公司之長期業務目標。

於截至二零一八年六月三十日止六個月期間，根據本公司購股權計劃已授予若干董事及若干人士購股權之變動如下：

The Shareholders at the annual general meeting held on 25 May 2012 approved the adoption of a new share option scheme (the “New Share Option Scheme”) and the termination of the old share option scheme which was adopted by the Company on 3 September 2002 (the “Old Share Option Scheme”, together with the “New Share Option Scheme”, collectively known as “Share Option Schemes”). The New Share Option Scheme will expire on 24 May 2022. Options granted under the Old Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules thereof. The main purpose of the New Share Option Scheme is to recognise and motivate the contribution of eligible participants, to provide incentives to them, to help the Company retain eligible participants and recruit additional employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company.

During the six months ended 30 June 2018, movements in the number of share options which had been granted to certain Directors and eligible persons under the Company’s Share Option Schemes are as follows:

授出日期 Date of grant	行使價 Exercise price 港元 HK\$	購股權行使期 Exercise period of share options	購股權數目 Number of share options			
			於二零一八年 一月一日 尚未行使 Outstanding as at 1.1.2018	本期內 已失效/註銷 Lapsed/Cancelled during the period	於二零一八年 六月三十日 尚未行使 Outstanding as at 30.6.2018	
<b>董事</b>						
<b>Director</b>						
何世豪先生 Mr. Ho Sai Hou	二零一三年一月十一日 11 January 2013	5.942	二零一五年一月十一日至二零二三年一月十日 11 January 2015 to 10 January 2023	200,000	-	200,000
				200,000	-	200,000
<b>若干人士<sup>1</sup></b>						
<b>Eligible Persons<sup>1</sup></b>						
	二零零八年十月三十一日 31 October 2008	1.950	二零零八年十月三十一日至二零一八年十月三十日 31 October 2008 to 30 October 2018	140,000	-	140,000
	二零零九年十月五日 5 October 2009	4.536	二零零九年十月五日至二零一九年十月四日 5 October 2009 to 4 October 2019	640,000	-	640,000
	二零一三年一月十一日 11 January 2013	5.942	二零一五年一月十一日至二零二三年一月十日 11 January 2015 to 10 January 2023	4,430,000	(240,000)	4,190,000
				5,210,000	(240,000)	4,970,000
				5,410,000	(240,000)	5,170,000

<sup>1</sup> 鄭國照先生自二零一八年一月一日起辭任執行董事及其購股權數目已由「董事」轉到「若干人士」。

<sup>1</sup> Mr. Kwong Kwok Chiu resigned as Executive Director with effect from 1 January 2018 and his number of share options was transferred from “Director” to “Eligible Persons”.

購股權  
Share Options

於截至二零一八年六月三十日止期間，沒有授出購股權予董事或僱員及沒有任何購股權持有人行使購股權。

除上文所披露者外，於期內任何時間，本公司或其任何附屬公司概無參與任何安排，以使董事藉收購本公司或任何其他法人團體之股份或債券而獲益。

除上文所披露者外，於期內各董事或其配偶或十八歲以下之子女均無任何權利以認購本公司之證券，或曾行使任何該等權利。

During the period ended 30 June 2018, no share option was granted to Directors or employees as well as there was no share option exercised by share option holders.

Other than as disclosed above, at no time during the period was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other than as disclosed above, none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

## 主要股東

### Substantial Shareholders

盡本公司所知，於二零一八年六月三十日，於本公司股份及相關股份中擁有須記錄於根據證券及期貨條例第336條規定存置之登記冊或另行知會本公司之權益之本公司股東（除上文所披露的本公司董事或最高行政人員外）如下：

To the best of the Company's knowledge, as at 30 June 2018, the following shareholders of the Company (other than the Directors or chief executives of the Company disclosed above) had interest in the shares and 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:

#### 好倉

#### Long positions

			於二零一八年 六月三十日 佔本公司已發行股本 之百分比	
			Percentage of the issued share capital of the Company <sup>1</sup> as at 30.6.2018	
主要股東名稱 Name of Substantial Shareholders	身份 Capacity	附註 Note	所持股份數目 Number of shares held	
葉鳳娟女士 Ms. Ip Fung Kuen	實益擁有人 Beneficial Owner	1	47,547,913	8.43%
FMR LLC	公司權益 Corporate Interest	2	39,640,000	7.03%
FIDELITY PURITAN TRUST	實益擁有人 Beneficial Owner	3	28,220,000	5.00%

附註：

Note:

- 持有股份數目之計算為(i)葉女士根據證券及期貨條例披露持有本公司已發行股份之權益為47,592,000股；(ii)葉女士於二零一二年六月購買955,913股股份及(iii)葉女士於二零一五年三月出售1,000,000股股份。

- The calculation of the number of shares held takes into account (i) the interests of Ms. Ip in the issued capital of the Company disclosed under the SFO (i.e. 47,592,000); (ii) the acquisition of 955,913 shares by Ms. Ip in June 2012 and (iii) the disposal of 1,000,000 shares by Ms. Ip in March 2015.

## 主要股東

## Substantial Shareholders

2. FMR LLC透過FMR Co., Inc.間接持有39,640,000股本公司股份。FMR Co., Inc.由FMR LLC之全資附屬公司Fidelity Management & Research Company全資擁有。本公司獲通知於上述由FMR Co., Inc.持有之39,640,000股本公司股份中，3,710,000股本公司股份為FMR LLC全資擁有之Fidelity Management Trust Company持有，而7,536,000股本公司股份為FMR LLC若干僱員及股東最終擁有之Fidelity Investments Canada ULC持有。該等FMR LLC僱員及股東擁有Fidelity Canada Investors LLC之100%股權，而Fidelity Canada Investors LLC擁有483A Bay Street Holdings LP之64%股權。483A Bay Street Holdings LP擁有BlueJay Lux 1 S.a.r.l之100%股權，而BlueJay Lux 1 S.a.r.l擁有FIC Holdings ULC之100%股權，繼而FIC Holdings ULC擁有Fidelity Investments Canada ULC之100%股權。
2. FMR LLC held 39,640,000 shares of the Company indirectly through FMR Co., Inc.. FMR Co., Inc. is wholly owned by Fidelity Management & Research Company, which is a wholly-owned subsidiary of FMR LLC. The Company was notified that of the above mentioned 39,640,000 shares of the Company held by FMR Co., Inc., 3,710,000 shares of the Company were held for Fidelity Management Trust Company, which is wholly-owned by FMR LLC, while 7,536,000 shares of the Company were held for Fidelity Investments Canada ULC, which is ultimately owned by certain employees and shareholders of FMR LLC. Those employees and shareholders of FMR LLC own 100% equity interest in Fidelity Canada Investors LLC, which owns 64% equity interest in 483A Bay Street Holdings LP. 483A Bay Street Holdings LP owns 100% equity interest in BlueJay Lux 1 S.a.r.l., which owns 100% equity interest in FIC Holdings ULC, which in turn owns 100% equity interest in Fidelity Investments Canada ULC.
3. Fidelity Puritan Trust直接持有28,220,000股本公司股份，本公司獲告知該股份視為FMR LLC名下之權益。
3. 28,220,000 shares of the Company were held directly by Fidelity Puritan Trust and the Company was notified that such shares are deemed interest of FMR LLC.

除上文所披露外，於二零一八年六月三十日，除了以上一節「董事及最高行政人員於證券之權益及淡倉」已披露之權益外，概無人士通知本公司指彼等在本公司股份中的權益或淡倉需根據證券及期貨條例第336條登記。

Save as disclosed above, as at 30 June 2018, no person, other than the interests disclosed above in the section "Directors' and Chief Executives' Interests and Short Positions in Securities", had notified the Company of an interest or short position in the shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## 其他資料

### Other Information

#### 中期股息

董事會欣然宣派截至二零一八年六月三十日止六個月之中期股息每股6港仙（截至二零一七年六月三十日止六個月：每股5港仙）。上述中期股息將於二零一八年十月十日或前後派付予於二零一八年九月七日名列本公司股東名冊（「股東名冊」）內之股東。

#### 暫停辦理過戶登記手續

本公司將於二零一八年九月五日至二零一八年九月七日（首尾兩天包括在內）暫停辦理股東名冊之登記，以釐定本公司股東獲派中期股息之權利，該等日期內將不會進行任何股份過戶登記。為符合資格獲派中期股息，所有過戶表格連同有關之股票，最遲須於二零一八年九月四日下午四時三十分送達香港皇后大道東183號合和中心22樓本公司之香港股份過戶登記處卓佳秘書商務有限公司以辦理過戶登記手續。

#### 購買、出售或贖回本公司之上市證券

在截至二零一八年六月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

#### 企業管治

在截至二零一八年六月三十日止六個月期間，除並無設立提名委員會（守則條文第A.5.1至A.5.4項）外，本公司均遵守聯交所證券上市規則（「上市規則」）附錄十四之「企業管治守則及企業管治報告」（「守則」）。本公司認為由整個董事會履行提名委員會的職能會更為有利及有效。

#### Interim Dividend

The Directors are pleased to declare an interim dividend of HK6 cents per share for the six months ended 30 June 2018 (six months ended 30 June 2017: HK5 cents per share). The interim dividend will be payable on or about 10 October 2018 to shareholders whose names appear on the register of members of the Company (the "Register of Members") on 7 September 2018.

#### Closure of Register of Members

The Register of Members will be closed from 5 September 2018 to 7 September 2018 (both dates inclusive) for the purpose of determining the entitlements of the members of the Company to the interim dividend. No transfer of shares may be registered during the said period. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, should be lodged with the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 4 September 2018.

#### Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

#### Corporate Governance

During the six months ended 30 June 2018, the Company has complied with "Corporate Governance Code and Corporate Governance Report" (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") except that the Company does not have a nomination committee (CG Code provisions A.5.1 to A.5.4). The Company considers it is more beneficial and efficient for the full Board to perform the functions of the nomination committee.



## 審核委員會

本公司審核委員會（「審核委員會」）於一九九八年十一月成立。於二零一八年六月三十日，審核委員會由本公司四位獨立非執行董事組成，主席為黃廣志先生。審核委員會主要職責包括審閱本集團財務資料、監控本集團財務申報制度及內部控制程序和監察本集團與外聘核數師的關係。

審核委員會已於二零一八年八月九日之審核委員會會議上審閱本集團截至二零一八年六月三十日止六個月的未經審核中期財務報告。本公司核數師德勤·關黃陳方會計師行已按照香港會計師公會頒佈之香港會計準則第34條「中期財務報告」審閱本集團截至二零一八年六月三十日止六個月的中期財務報告。

## 上市公司董事進行證券交易的標準守則

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的標準守則（「標準守則」）作為董事進行證券交易行為的標準。在作出特定查詢後，本公司所有董事確認在截至二零一八年六月三十日止六個月期內已遵從標準守則所載之規定準則。

## 企業可持續發展

集團以「百年葉氏」為願景，銳意為持份者創造長遠價值，並以「肩承社會責任」為其實現企業宏圖的七大推動元素之一。

集團了解與持份者真誠及開放溝通的重要性，並自二零一六年起，按香港聯合交易所《環境、社會及管治報告指引》的要求，每年發佈《環境、社會及管治報告》。該報告讓我們有系統地根據持份者的關注展示有關議題的績效，包括清潔生產、社區投資以及對員工及顧客的安全健康保障等方面。集團的二零一七年《環境、社會及管治報告》已經發佈，並首次以獨立成刊的形式上載於集團官方網站，證明集團成為可持續發展企業的決心。

## Audit Committee

The audit committee of the Company (the "Audit Committee") was formed in November 1998. As of 30 June 2018, the Audit Committee comprised four independent non-executive directors of the Company and is chaired by Mr. Wong Kong Chi. Major duties of the Audit Committee include reviewing financial information of the Group, overseeing the Group's financial reporting system and internal control procedures, and monitoring of the relationship between the Group and its external auditors.

An Audit Committee meeting was held on 9 August 2018 to review the Group's unaudited interim financial statements for the six months ended 30 June 2018. Deloitte Touche Tohmatsu, the Group's external auditor, has carried out a review of the Group's unaudited interim financial statements for the six months ended 30 June 2018, which is prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

## Model Code for Securities Transactions by Directors of a Listed Company

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 as its own code of conduct regarding the securities transactions of the directors of the Company (the "Directors"). After making specific enquiries, all Directors have confirmed that they have fully complied with the required standard as set out in the Model Code during the six months ended 30 June 2018.

## Corporate Sustainability

With the vision of "A Century of Revered Leadership", the Group is determined in creating long-term values for its stakeholders and embraces "undertaking corporate social responsibility (CSR)" as one of the seven driving forces in the corporate vision.

The Group recognises the importance of open communications with stakeholders, and has issued Environmental, Social and Governance (ESG) Report annually in accordance to the Hong Kong Stock Exchange ESG Reporting Guide since 2016. Such an effort allows a systematic approach in demonstrating our related performance which our stakeholders are interested in, including progress of clean production, community investment and health and safety initiatives for employees and customers. The Group's 2017 ESG Report was released as a standalone report for the first time, and uploaded to the Group's official website; it proves the Group's determination in developing itself into a sustainable corporation.

# 簡明綜合財務報告之審閱報告

## Report on Review of Condensed Consolidated Financial Statements

# Deloitte.

# 德勤

致葉氏化工集團有限公司  
董事會

TO THE BOARD OF DIRECTORS OF YIP'S  
CHEMICAL HOLDINGS LIMITED

### 引言

本核數師行已審閱載於第26至76頁有關葉氏化工集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之簡明綜合財務報告，包括於二零一八年六月三十日之簡明綜合財務狀況表與截至該日止六個月之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報告。本行之責任為根據本行之審閱對該等簡明綜合財務報告作出結論，並按照委聘之協定條款僅向作為實體之貴公司報告結論，且並無其他目的。本行不會就本報告之內容對任何其他人士承擔或接受任何責任。

### Introduction

We have reviewed the condensed consolidated financial statements of Yip's Chemical Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 26 to 76, which comprise the condensed consolidated statement of financial position as of 30 June 2018 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months period then ended and certain 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 these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

簡明綜合財務報告之審閱報告  
Report on Review of Condensed Consolidated Financial Statements

## 審閱範圍

本行已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「公司獨立核數師對中期財務資料之審閱」進行審閱。審閱該等簡明綜合財務報告包括主要向負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍，故不能讓本行保證本行將知悉在審核中可能發現之所有重大事項。因此，本行不會發表審核意見。

## 結論

按照本行之審閱，本行並無發現任何事項，令本行相信簡明綜合財務報告在各重大方面並未根據香港會計準則第34號編製。

德勤•關黃陳方會計師行  
執業會計師  
香港  
二零一八年八月十四日

## Scope of Review

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

## Conclusion

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

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Hong Kong  
14 August 2018

## 簡明綜合損益及其他全面收益表

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

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至六月三十日止六個月		
		Six months ended 30 June		
		二零一八年	二零一七年	
		2018	2017	
		千港元	千港元	
附註		HK\$'000	HK\$'000	
Notes		(未經審核)	(未經審核)	
		(Unaudited)	(Unaudited)	
營業額	Revenue	3	<b>6,149,526</b>	4,478,340
銷售成本	Cost of sales		<b>(5,358,898)</b>	(3,849,308)
毛利	Gross profit		<b>790,628</b>	629,032
其他收入	Other income	4a	<b>31,392</b>	29,645
其他收益及虧損	Other gains and losses	4b	<b>18,882</b>	2,941
銷售及經銷費用	Selling and distribution expenses		<b>(229,775)</b>	(187,973)
一般及行政費用	General and administrative expenses		<b>(393,003)</b>	(320,299)
財務費用	Finance costs		<b>(29,775)</b>	(27,061)
除稅前溢利	Profit before taxation	5	<b>188,349</b>	126,285
稅項	Taxation	6	<b>(64,825)</b>	(42,728)
本期純利	Profit for the period		<b>123,524</b>	83,557
其他全面(支出)收益:	Other comprehensive (expenses) income:			
不會重新分類到損益的項目:	Items that will not be reclassified to profit or loss:			
因折算至呈報貨幣而產生之匯兌差額	Exchange differences arising on translation to presentation currency		<b>(61,683)</b>	151,873
按公允值計入其他全面收益之權益工具投資之公允值虧損	Fair value loss on investments in equity instruments at fair value through other comprehensive income		<b>(956)</b>	—
轉入投資物業時重估物業、廠房及設備	Revaluation of property, plant and equipment upon transfer to investment property		—	31,702
			<b>(62,639)</b>	183,575

## 簡明綜合損益及其他全面收益表

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

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至六月三十日止六個月 Six months ended 30 June	
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)
	附註 Note		
其後將可能會重新分類到損益的項目：	Items that may be reclassified subsequently to profit or loss:		
現金流對沖時對沖工具公允值變化	Fair value change on hedging instruments in cash flow hedge	2,570	(7,076)
因折算海外業務而產生之匯兌差額	Exchange differences arising on translation of foreign operations	(3,387)	10,009
		(817)	2,933
本期其他全面(支出)收益	Other comprehensive (expenses) income for the period	(63,456)	186,508
本期全面收益總額	Total comprehensive income for the period	60,068	270,065
本期純利應佔份額：	Profit for the period attributable to:		
本公司股東	Owners of the Company	87,260	53,628
非控股權益	Non-controlling interests	36,264	29,929
		123,524	83,557
全面收益總額應佔份額：	Total comprehensive income attributable to:		
本公司股東	Owners of the Company	32,170	222,318
非控股權益	Non-controlling interests	27,898	47,747
		60,068	270,065
每股盈利	Earnings per share		
— 基本	— Basic	HK15.5 cents 港仙	HK9.5 cents 港仙
— 攤薄	— Diluted	HK15.5 cents 港仙	HK9.5 cents 港仙

## 簡明綜合財務狀況表

## Condensed Consolidated Statement of Financial Position

於二零一八年六月三十日 At 30 June 2018

			二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes		
<b>非流動資產</b>	<b>Non-current assets</b>			
物業、廠房及設備	Property, plant and equipment	9	1,652,650	1,688,920
預付土地租金	Prepaid lease payments		245,539	261,017
投資物業	Investment properties	9	343,899	332,771
可供出售投資	Available-for-sale investment		–	3,992
按公允值計入其他全面 收益之權益工具	Equity instruments at fair value through other comprehensive income		12,862	–
商譽	Goodwill		112,568	69,574
無形資產	Intangible assets		80,639	488
購買一項權益工具 之訂金	Deposits paid for acquisition of an equity instrument		11,773	–
購買物業、廠房及 設備之訂金	Deposits paid for acquisition of property, plant and equipment		47,074	31,865
其他非流動資產	Other non-current asset		4,600	4,600
衍生金融工具	Derivative financial instruments		3,971	3,449
			<b>2,515,575</b>	<b>2,396,676</b>
<b>流動資產</b>	<b>Current assets</b>			
存貨	Inventories		1,282,771	914,032
貿易應收款項及應收票據	Trade and bills receivables	10	3,605,124	3,444,933
其他應收賬款及預付款項	Other debtors and prepayments	10	513,609	352,994
預付土地租金	Prepaid lease payments		6,731	7,179
衍生金融工具	Derivative financial instruments		5,571	3,592
短期銀行存款－ 於三個月內到期	Short-term bank deposits – with original maturity within three months		28,655	57,723
銀行結餘及現金	Bank balances and cash		519,057	888,351
			<b>5,961,518</b>	<b>5,668,804</b>
持作出售之非流動資產	Non-current assets held for sale	11	–	2,666
			<b>5,961,518</b>	<b>5,671,470</b>
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款及應計費用	Creditors and accrued charges	12	2,194,040	1,917,464
合約負債	Contract liabilities		59,680	–
應付稅款	Taxation payables		56,818	88,720
應付股息	Dividend payables		56,389	–
衍生金融工具	Derivative financial instruments		–	68
借貸－一年內到期	Borrowings – amount due within one year	13	1,177,519	1,208,148
			<b>3,544,446</b>	<b>3,214,400</b>
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>2,417,072</b>	<b>2,457,070</b>
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>4,932,647</b>	<b>4,853,746</b>

簡明綜合財務狀況表  
Condensed Consolidated Statement of Financial Position

於二零一八年六月三十日 At 30 June 2018

			二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
	附註 Notes			
<b>非流動負債</b>		<b>Non-current liabilities</b>		
衍生金融工具		Derivative financial instruments	–	2
借貸 – 一年後到期	13	Borrowings – amount due after one year	1,325,800	1,260,257
遞延稅項負債		Deferred tax liabilities	51,990	42,309
			<b>1,377,790</b>	1,302,568
			<b>3,554,857</b>	3,551,178
<b>股本及儲備</b>		<b>Capital and reserves</b>		
股本	14	Share capital	56,389	56,389
儲備		Reserves	2,898,309	2,922,528
本公司股東應佔權益		Equity attributable to owners of the Company	<b>2,954,698</b>	2,978,917
非控股權益		Non-controlling interests	600,159	572,261
			<b>3,554,857</b>	3,551,178

# 簡明綜合權益變動表

## Condensed Consolidated Statement of Changes in Equity

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		歸屬於本公司股東之權益										非控股權益		合計	
		Attributable to owners of the Company										Non-controlling interests		Total	
股本	股份溢價	購股權儲備	不可分派儲備	對沖儲備	投資重估儲備	匯兌儲備	法定儲備	資本回購儲備	物業重估儲備	保留溢利	合計	合計	合計	合計	
Share capital	Share premium	Share option reserve	Non-distributable reserve	Hedging reserve	Investment revaluation reserve	Translation reserve	Legal reserve	Capital redemption reserve	Property revaluation reserve	Retained profits	Total	Non-controlling interests	Total	Total	
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
			(附註a)		(附註b)										
於二零一八年一月一日 (經審核)	At 1 January 2018 (Audited)	56,389	504,902	5,280	67,666	6,971	-	215,787	154,456	5,416	117,671	1,844,379	2,978,917	572,261	3,551,178
本期溢利	Profit for the period	-	-	-	-	-	-	-	-	-	87,260	87,260	36,264	123,524	
因換算或呈報貨幣而產生之 匯兌差額不會重新分類到 損益	Exchange differences arising on translation to presentation currency that will not be reclassified to profit or loss	-	-	-	-	-	-	(53,317)	-	-	-	-	(53,317)	(8,366)	(61,683)
可能會重新分類到損益的 因折算海外業務產生之 匯兌差額	Exchange differences arising on translation of foreign operations that may be reclassified to profit or loss	-	-	-	-	-	-	(3,387)	-	-	-	-	(3,387)	-	(3,387)
按公允值計入其他全面收益之 權益工具投資之公允值 虧損	Fair value loss on investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	(956)	-	-	-	-	(956)	-	(956)
現金流量對沖中對沖工具 公允值之變化	Fair value change on hedging instruments in cash flow hedge	-	-	-	-	2,570	-	-	-	-	-	-	2,570	-	2,570
本期全面收益總額	Total comprehensive income for the period	-	-	-	-	2,570	(956)	(56,704)	-	-	87,260	32,170	27,898	60,068	
小計	Subtotal	56,389	504,902	5,280	67,666	9,541	(956)	159,083	154,456	5,416	117,671	1,931,639	3,011,087	600,159	3,611,246
取消購股權及轉賬至保留溢利	Share options cancelled and transfer to retained profits	-	-	(243)	-	-	-	-	-	-	-	243	-	-	-
已付本公司股東股息	Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	(56,389)	(56,389)	-	(56,389)	
於二零一八年六月三十日 (未經審核)	At 30 June 2018 (Unaudited)	56,389	504,902	5,037	67,666	9,541	(956)	159,083	154,456	5,416	117,671	1,875,493	2,954,698	600,159	3,554,857



## 簡明綜合權益變動表

### Condensed Consolidated Statement of Changes in Equity

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		歸屬於本公司股東之權益												
		Attributable to owners of the Company												
		股本	股份溢價	購股權儲備	不可分派儲備	對沖儲備	匯兌儲備	法定儲備	資本回購儲備	物業重估儲備	保留溢利	合計	非控股權益	合計
		Share capital	Share premium	Share option reserve	Non-distributable reserve	Hedging reserve	Translation reserve	Legal reserve	redemption reserve	revaluation reserve	Retained profits	Total	Non-controlling interests	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
					(附註a)			(附註b)						
					(note a)			(note b)						
於二零一七年一月一日 (經審核)	At 1 January 2017 (Audited)	56,381	504,744	5,935	67,666	8,298	(114,667)	118,207	5,416	85,969	1,791,300	2,529,249	475,739	3,004,988
本期純利	Profit for the period	-	-	-	-	-	-	-	-	-	53,628	53,628	29,929	83,557
因換算或呈報貨幣而產生之匯兌差額不會重新分類到損益	Exchange differences arising on translation to presentation currency that will not be reclassified to profit or loss	-	-	-	-	-	134,091	-	-	-	-	134,091	17,782	151,873
可能會重新分類到損益的因折算海外業務產生之匯兌差額	Exchange differences arising on translation of foreign operations that may be reclassified to profit or loss	-	-	-	-	-	10,009	-	-	-	10,009	-	-	10,009
現金流量對沖中對沖工具公允值之變化	Fair value change on hedging instruments in cash flow hedge	-	-	-	-	(7,112)	-	-	-	-	(7,112)	-	36	(7,076)
於轉入投資物業時重估物業、廠房及設備	Revaluation of property, plant and equipment upon transfer to investment property	-	-	-	-	-	-	-	-	31,702	-	31,702	-	31,702
本期全面收益總額	Total comprehensive income for the period	-	-	-	-	(7,112)	144,100	-	-	31,702	53,628	222,318	47,747	270,065
小計	Subtotal	56,381	504,744	5,935	67,666	1,186	29,433	118,207	5,416	117,671	1,844,928	2,751,567	523,486	3,275,053
因購股權獲行使而以溢價發行之股份	Shares issued at premium upon exercise of share options	8	158	(15)	-	-	-	-	-	-	-	151	-	151
取消購股權及轉賬至保留溢利	Share options cancelled and transfer to retained profits	-	-	(71)	-	-	-	-	-	-	71	-	-	-
轉賬	Transfer	-	-	-	-	-	-	25,642	-	-	(25,642)	-	-	-
已付本公司股東股息	Dividends paid to owners of the Company	-	-	-	-	-	-	-	-	-	(56,389)	(56,389)	-	(56,389)
已付附屬公司非控股股東股息	Dividends paid to a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	(18,829)	(18,829)
於二零一七年六月三十日 (未經審核)	At 30 June 2017 (Unaudited)	56,389	504,902	5,849	67,666	1,186	29,433	143,849	5,416	117,671	1,762,968	2,695,329	504,657	3,199,986

附註：

Notes:

- (a) 不可分派儲備指部份於中華人民共和國成立的附屬公司將保留溢利用於資本再投資及以下各項之資金：(i)彌補以往年度虧損或(ii)擴大生產運作。
- (a) The non-distributable reserve represents capitalisation of retained profits of certain subsidiaries established in the People's Republic of China for capital re-investment in these subsidiaries and funds shall be used to (i) make up prior year losses or (ii) expand production operations.
- (b) 不可分派之法定儲備為香港以外附屬公司根據有關註冊地點之法定要求撥入之溢利。
- (b) The legal reserve is non-distributable and represents the transfer of profits of a subsidiary outside Hong Kong pursuant to the legal requirements in the relevant place of registration.

## 簡明綜合現金流量表

### Condensed Consolidated Statement of Cash Flows

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零一八年	二零一七年
		2018	2017
		千港元	千港元
附註		HK\$'000	HK\$'000
Notes		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
經營業務所用之	<b>Net cash used in operating activities</b>		
淨現金支出		<b>(192,740)</b>	(87,997)
投資業務所用之	<b>Net cash used in investing activities</b>		
淨現金支出			
業務收購	Acquisition of business	16 <b>(125,181)</b>	–
購買物業、廠房及設備之訂金	Deposits paid for acquisition of property, plant and equipment	<b>(61,004)</b>	(19,752)
購買物業、廠房及設備	Purchases of property, plant and equipment	<b>(50,283)</b>	(117,481)
購買一項權益工具之訂金	Deposits paid for acquisition of an equity instrument	<b>(11,773)</b>	–
購買按公允值計入其他全面收益之權益工具	Acquisition of equity instruments at fair value through other comprehensive income	<b>(9,902)</b>	–
購買無形資產	Acquisition of intangible assets	<b>(1,355)</b>	–
出售一間附屬公司之所得款項淨額	Net proceeds from disposal of a subsidiary	17 <b>38,281</b>	–
出售分類為持作出售之非流動資產之資產所得款項	Proceeds from disposal of assets classified as non-current assets held for sale	<b>5,377</b>	–
已收利息	Interest received	<b>5,247</b>	4,507
出售物業、廠房及設備之所得款項	Proceeds from disposal of property, plant and equipment	<b>874</b>	188
購買投資物業	Acquisition of investment properties	–	(17,961)
購買一項股本投資之訂金	Deposit paid for acquisition of an equity investment	–	(5,753)
		<b>(209,719)</b>	(156,252)

## 簡明綜合現金流量表

## Condensed Consolidated Statement of Cash Flows

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

		截至六月三十日止六個月 Six months ended 30 June	
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)
<b>融資業務所產生之</b>	<b>Net cash from financing activities</b>		
淨現金收入			
新增借貸	Borrowings raised	1,020,189	894,093
償還借貸	Repayment of borrowings	(985,275)	(738,136)
支付利息	Interest paid	(29,775)	(27,061)
支付附屬公司非控股股東股息	Dividends paid to non-controlling shareholder of a subsidiary	–	(18,829)
發行股份所得款項	Proceeds from issue of shares	–	151
		<b>5,139</b>	<b>110,218</b>
現金及現金等額淨減少	Net decrease in cash and cash equivalents	<b>(397,320)</b>	<b>(134,031)</b>
期初時之現金及現金等額	Cash and cash equivalents at beginning of the period	<b>946,074</b>	<b>971,103</b>
匯率變動所產生之影響	Effect of foreign exchange rate changes	<b>(1,042)</b>	<b>21,169</b>
期末時之現金及現金等額	Cash and cash equivalents at end of the period	<b>547,712</b>	<b>858,241</b>
現金及現金等額結餘分析	Analysis of balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	<b>519,057</b>	<b>726,381</b>
於三個月內到期之短期銀行存款	Short-term bank deposits with original maturity within three months	<b>28,655</b>	<b>131,860</b>
		<b>547,712</b>	<b>858,241</b>

## 簡明綜合財務報告附註

# Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

### 1. 編製基準

簡明綜合財務報告乃按照香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。

### 2. 主要會計政策

除衍生金融工具、按公允值計入其他全面收益（「按公允值計入其他全面收益」）之權益工具及投資物業以公允值計算外，本簡明綜合財務報告是按歷史成本為基礎編製。

除因應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）所產生的會計政策變動外，截至二零一八年六月三十日止六個月之簡明綜合財務報告所採用之會計政策以及計算方法與編製本公司及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度全年財務報告所用者相同。

### 1. Basis of Preparation

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

### 2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for the derivative financial instruments, equity instruments at fair value through other comprehensive income (“FVTOCI”) and investment properties, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2018 are the same as those followed in the preparation of the annual financial statements of the Company and its subsidiaries (collectively referred as the “Group”) for the year ended 31 December 2017.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次應用由香港會計師公會頒佈的以下新訂及經修訂香港財務報告準則，就編製本集團之簡明綜合財務報告而言，有關準則及修訂於二零一八年一月一日或之後開始之年度期間強制生效：

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	客戶合約收益及 相關修訂
香港（國際財務報 告詮釋委員會） — 詮釋第22號	外幣交易及墊付代價
香港財務報告準則 第2號之修訂	以股份為基礎付款 交易之分類及計量
香港財務報告準則 第4號之修訂	應用香港財務報告 準則第9號金融工具 與香港財務報告 準則第4號保險合約
香港會計準則 （「香港會計 準則」）第28號 之修訂	作為香港財務報告 準則二零一四年至 二零一六年週期之 年度改進之一部分
香港會計準則 第40號之修訂	轉讓投資物業

本集團已根據導致下文所述會計政策、呈報金額及／或披露變動之相關準則及修訂之相關過渡條文應用新訂及經修訂香港財務報告準則。

## 2. Principal Accounting Policies (Continued)

## Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to Hong Kong Accounting Standards ("HKASs") 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第15號「客戶合約收益」之會計政策影響及變動

本集團已於本中期期間首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團確認來自以下主要來源之收益：

- 溶劑銷售
- 塗料銷售
- 油墨銷售
- 潤滑油銷售
- 物業租金收入

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則之累計影響於二零一八年一月一日首次應用當日確認。於首次應用日期之任何差異於期初保留溢利（或其他權益組成部分（如適當））確認而並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團僅選擇對於二零一八年一月一日尚未完成之合約追溯應用該準則。因此，若干比較資料未必與根據香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋編製之比較資料具可比性。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers"

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

The Group recognises revenue from the following major sources:

- Sales of solvents
- Sales of coatings
- Sales of inks
- Sales of lubricants
- Rental income from properties

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第15號「客戶合約收益」之會計政策影響及變動 (續)****應用香港財務報告準則第15號導致會計政策之主要變動**

香港財務報告準則第15號引入收益確認五步法：

- 第1步：識別與一個客戶的合約
- 第2步：識別合約內的履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合約內的履約義務
- 第5步：當本集團履行履約義務時確認收益。

根據香港財務報告準則第15號，本集團於履約義務獲履行時確認收益，即當特定履約義務相關貨品或服務的「控制權」轉移至客戶時。

履約義務指個別貨品及服務（或一組貨品或服務）或一系列大致相同的個別貨品或服務。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)****Key changes in accounting policies resulting from application of HKFRS 15**

HKFRS 15 introduces a 5-step approach when recognising revenue:

- Step1: Identify the contract(s) with a customer
- Step2: Identify the performance obligations in the contract
- Step3: Determine the transaction price
- Step4: Allocate the transaction price to the performance obligations in the contract
- Step5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第15號「客戶合約收益」之會計政策影響及變動 (續)

## 應用香港財務報告準則第15號導致會計政策之主要變動 (續)

倘符合以下其中一項標準，則控制權隨時間轉移，而收入則參照完全履行相關履約義務的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入於客戶取得個別貨品或服務控制權的時間點確認。

合約負債指本集團因已向客戶收取代價（或已到期收取代價），而須向客戶轉讓貨品或服務的責任。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

## Key changes in accounting policies resulting from application of HKFRS 15 (Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.



## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

### 應用香港財務報告準則第15號「客戶合約收益」之會計政策影響及變動 (續)

按時間點確認收入：計量完成滿足履約義務進度

根據香港財務報告準則第15號的控制權轉移方法，產品的銷售收入通常於取得客戶接納時確認，即當客戶有能力主導產品使用並取得產品絕大部分餘下利益的時間點。

#### 擔保

倘客戶選擇單獨購買一項擔保，本集團會將擔保入賬為單獨履約義務並將交易價格的一部分分配至該履約義務。

倘客戶並無單獨購買一項擔保的選擇，本集團按照香港會計準則第37號「撥備、或然負債及或然資產」確定擔保，除非擔保在除了保證產品符合協定的規格外為客戶提供了一項服務（即服務型擔保）。

## 2. Principal Accounting Policies (Continued)

### Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

#### A point in time revenue recognition: measurement of complete satisfaction of a performance obligation

Under the transfer-of-control approach in HKFRS 15, revenue from sales of product is generally recognised when customer acceptance has been obtained, which is the point of time when the customer has the ability to direct the use of the product and obtain substantially all of the remaining benefits of the product.

#### Warranties

If a customer has the option to purchase a warranty separately, the Group accounts for the warranty as a separate performance obligation and allocates a portion of the transaction price to that performance obligation.

If a customer does not have the option to purchase a warranty separately, the Group accounts for the warranty in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" unless the warranty provides the customer with a service in addition to the assurance that the product complies with agreed-upon specifications (i.e. service-type warranties).

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第15號「客戶合約收益」之會計政策影響及變動 (續)

## 首次應用香港財務報告準則第15號導致之影響概要

本集團已對於二零一八年一月一日之簡明綜合財務狀況表確認之金額作出以下調整。未受變動影響之項目並無計入。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers" (Continued)

## Summary of effects arising from initial application of HKFRS 15

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

	過往 於二零一七年 十二月三十一日 呈報之賬面值 Carrying amounts previously reported at 31 December 2017 千港元 HK\$'000 (經審核) (Audited)	重新分類 Reclassification 千港元 HK\$'000	於二零一八年 一月一日 根據香港 財務報告準則 第15號計算之 賬面值* Carrying amounts under HKFRS 15 at 1 January 2018* 千港元 HK\$'000
<b>流動負債</b>	<b>Current liabilities</b>		
應付賬款及應計費用	Creditors and accrued charges	1,917,464	1,863,036
合約負債	Contract liabilities	–	54,428

於二零一八年一月一日，有關過往計入應付賬款及應計費用之銷售合約之客戶預付款54,428,000港元已重新分類至合約負債。

\* 該列金額乃為應用香港財務報告準則第9號調整前之金額。

As at 1 January 2018, advances from customers of HK\$54,428,000 in respect of sales contracts previously included in creditors and accrued charges were reclassified to contract liabilities.

\* The amounts in this column are before the adjustments from the application of HKFRS 9.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

### 應用香港財務報告準則第9號「金融工具」之會計政策影響及變動

於本期間，本集團已應用香港財務報告準則第9號「金融工具」及其他香港財務報告準則相關之相應修訂。香港財務報告準則第9號就1)金融資產及金融負債之分類和計量，2)金融資產之預期信貸損失(「預期信貸損失」)及3)一般對沖會計引入新規定。

本集團已根據香港財務報告準則第9號所載之過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)尚未終止確認之工具追溯應用分類及計量規定(包括減值)，並無對於二零一八年一月一日已終止確認之工具應用相關規定。於二零一七年十二月三十一日之賬面值與於二零一八年一月一日之賬面值之間的差額於期初保留溢利及其他權益組成部分確認，而並無重列比較資料。

此外，本集團已按前瞻性基準應用對沖會計。

因此，若干比較資料未必與根據香港會計準則第39號「金融工具：確認及計量」編製之比較資料具可比性。

## 2. Principal Accounting Policies (Continued)

### Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments”

In the current period, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses (“ECL”) for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

In addition, the Group applied the hedge accounting prospectively.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 “Financial Instruments: Recognition and Measurement”.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)

## 應用香港財務報告準則第9號導致會計政策之主要變動

## 金融資產之分類及計量

因客戶合約產生的貿易應收款項根據香港財務報告準則第15號作初始計量。

屬香港財務報告準則第9號範圍的所有已確認金融資產其後按攤銷成本或公允值計量，包括根據香港會計準則第39號按成本減去減值計量的非上市股本投資。

滿足以下條件其後按攤銷成本計量的債務工具：

- 以收取合約現金流量為目的而持有金融資產的經營模式下持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件其後按公允值計入其他全面收益計量的債務工具：

- 通過同時收取合約現金流量及出售金融資產實現目的之經營模式下持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金之利息。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)

## Key changes in accounting policies resulting from application of HKFRS 9

## Classification and measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value, including unquoted equity investments measured at cost less impairment under HKAS 39.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****應用香港財務報告準則第9號導致會計政策之主要變動 (續)****金融資產之分類及計量 (續)**

所有其他金融資產其後按公允值計入損益(「按公允值計入損益」)計量,但在初始應用/初始確認金融資產之日,倘該股本投資並非持作買賣,亦非由於收購方在香港財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價,本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列股本投資的其後公允值變動。

此外,本集團可不可撤銷地指定符合攤銷成本或按公允值計入其他全面收益標準的債務投資為按公允值計入損益計量(倘若此舉可消除或顯著減少會計錯配)。

本公司董事根據於二零一八年一月一日存在的事實及情況,審閱及評估本集團於當日的金融資產及金融負債。本集團金融資產的分類及計量變動及其影響詳見下文。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)****Key changes in accounting policies resulting from application of HKFRS 9 (Continued)****Classification and measurement of financial assets (Continued)**

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

In addition, the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

The directors of the Company reviewed and assessed the Group’s financial assets and financial liabilities as at 1 January 2018 based on the facts and circumstances that existed at that date. Changes in classification and measurement on the Group’s financial assets and the impacts thereof are detailed as below.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****應用香港財務報告準則第9號導致會計政策之主要變動 (續)**

指定為按公允值計入其他全面收益之股本工具

於初始應用／初始確認日期，本集團可按逐個工具基準不可撤回地選擇將股本工具的投資指定為按公允值計入其他全面收益。

按公允值計入其他全面收益之股本工具的投資初始按公允值加交易成本計量。其後，股本工具的投資按公允值計量，其公允值變動產生的收益及虧損於其他全面收益確認及於投資重估儲備累計；無須作減值評估。累計收益或虧損將不會重新分類至出售股本投資之損益，並將轉撥至保留溢利。

根據香港財務報告準則第9號，當本集團確認收取股息的權利時，該等股本工具的投資的股息於損益中確認，除非股息明確為收回部分投資成本。股息計入損益中「其他收入」項目中。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)****Key changes in accounting policies resulting from application of HKFRS 9 (Continued)**

Equity instruments designated as at FVTOCI

At the date of initial application/initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with HKFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the “other income” line item in profit or loss.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****應用香港財務報告準則第9號導致會計政策之主要變動 (續)****預期信貸損失模式項下之減值**

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括貿易應收款項及應收票據,其他應收賬款,短期銀行存款及銀行結餘)確認預期信貸損失虧損準備。預期信貸損失金額於各報告日期更新,以反映自初始確認後信貸風險之變化。

全期預期信貸損失指相關工具之預期使用年期內所有可能違約事件產生之預期信貸損失。相反,12個月預期信貸損失(「12個月預期信貸損失」)指預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸損失部分。評估乃根據本集團之歷史信貸損失經驗進行,並根據應收賬款之特定因素、整體經濟狀況以及對報告日期當前狀況之評估以及對未來狀況之預測作出調整。

本集團始終就貿易應收款項及應收票據(並無重大融資部分)確認全期預期信貸損失。該等資產之預期信貸損失對於結餘重大之應收賬款進行個別評估及/或使用具有適當分組之提列矩陣而進行集體評估。

就所有其他工具而言,本集團計量之虧損準備等於12個月預期信貸損失,除非自初始確認後信貸風險顯著增加,本集團確認全期預期信貸損失。是否應確認全期預期信貸損失之評估乃基於自初始確認以來發生違約之可能性或風險顯著增加。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)****Key changes in accounting policies resulting from application of HKFRS 9 (Continued)****Impairment under ECL model**

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and bills receivables, other debtors, short-term bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade and bills receivables without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)

## 應用香港財務報告準則第9號導致會計政策之主要變動 (續)

## 信貸風險顯著增加

於評估自初始確認起信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量及定性資料，包括無需付出不必要成本或努力而可得之歷史經驗及前瞻性資料。

尤其是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部（如有）或內部信貸評級實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，如信貸息差大幅增加、債務人的信貸違約掉期價格；
- 預計會導致債務人償還其債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人的經營業績實際或預期顯著惡化；
- 導致債務人償還其債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)

## Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

## Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.



## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****應用香港財務報告準則第9號導致會計政策之主要變動 (續)****信貸風險顯著增加 (續)**

不論上述評估之結果如何，本集團假設，當合約付款逾期超過180天，則自初始確認以來信貸風險已顯著增加，除非本集團另有合理且可支持之資料證明則作別論。

本集團認為，倘工具逾期超過360天則發生違約，除非本集團有合理且可支持之資料證明更滯後的違約標準屬更合適。

**預期信貸損失之計量及確認**

預期信貸損失之計量為違約概率、違約虧損（即違約時虧損程度）及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。

一般而言，預期信貸損失按根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額作估計（按初始確認時釐定之實際利率貼現）。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產之攤銷成本計算。

於二零一八年一月一日，本公司董事根據香港財務報告準則第9號之規定，使用無需付出不必要成本或努力而可得之合理且可支持的資料審閱及評估本集團之現有金融資產是否存在減值。評估結果及其影響詳見下文。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" (Continued)****Key changes in accounting policies resulting from application of HKFRS 9 (Continued)****Significant increase in credit risk (Continued)**

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 180 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers that default has occurred when the instrument is more than 360 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

**Measurement and recognition of ECL**

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed as below.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****首次應用香港財務報告準則第9號導致之影響概要**

下文說明於首次應用日期二零一八年一月一日根據香港財務報告準則第9號及香港會計準則第39號按預期信貸損失減值之金融資產及金融負債以及其他項目之分類及計量(包括減值)。

**由可供出售投資重新分類至按公允值計入其他全面收益之股本投資**

本集團選擇將先前分類為可供出售投資之所有股本投資之公允值變動於其他全面收益中列賬，當中約3,992,000港元與先前根據香港會計準則第39號按成本減去減值計量之無報價股本投資有關。該等投資並非持作交易，且預計於可預見未來不會出售。於首次應用香港財務報告準則第9號之日，3,992,000港元已從可供出售投資重新分類至按公允值計入其他全面收益之權益工具，當中3,992,000港元與先前根據香港會計準則第39號按成本減去減值計量之無報價股本投資有關。並無與該先前按成本減去減值列賬之無報價股本投資有關之公允值已調整至於二零一八年一月一日按公允值計入其他全面收益之權益工具及投資重估儲備，此乃由於根據香港會計準則第39號計算之賬面值大致等於二零一八年一月一日之公允值。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)****Summary of effects arising from initial application of HKFRS 9**

Below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

**Reclassification from available-for-sale investment to equity investments at FVTOCI**

The Group elected to present in OCI for the fair value changes of all its equity investments previously classified as available-for-sale investment, of which approximately HK\$3,992,000 related to unquoted equity investments previously measured at cost less impairment under HKAS 39. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$3,992,000 were reclassified from available-for-sale investment to equity instruments at FVTOCI, of which HK\$3,992,000 related to unquoted equity investments previously measured at cost less impairment under HKAS 39. No fair value adjustment relating to this unquoted equity investment previously carried at cost less impairment was adjusted to equity instrument at FVTOCI and investment revaluation reserve as at 1 January 2018 because carrying value under HKAS 39 was materially equal to the fair value as at 1 January 2018.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)

## 首次應用香港財務報告準則第9號導致之影響概要 (續)

由可供出售投資重新分類至按公允值計入其他全面收益之股本投資 (續)

於二零一七年十二月三十一日之可供出售投資重新分類與於二零一八年一月一日按公允值計入其他全面收益之權益工具之期初結餘對賬如下：

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" (Continued)

## Summary of effects arising from initial application of HKFRS 9 (Continued)

Reclassification from available-for-sale investment to equity investments at FVTOCI (Continued)

The reclassification of available-for-sale investment as at 31 December 2017 reconcile to the opening balance of equity instruments at FVTOCI as at 1 January 2018 is as follows:

	可供出售投資 Available-for-sale investment	按公允值計入其他全面收益之權益工具 Equity instruments at FVTOCI
	千港元 HK'000	千港元 HK'000
於二零一七年十二月三十一日之期末結餘 — 香港會計準則第39號	Closing balance at 31 December 2017 — HKAS 39 3,992	—
首次應用香港財務報告準則第9號導致之影響 由可供出售投資重新分類	Effect arising from initial application of HKFRS 9 Reclassification from available-for-sale investment (3,992)	3,992
於二零一八年一月一日之期初結餘	Opening balance at 1 January 2018 —	3,992

## 簡明綜合財務報告附註

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**2. 主要會計政策 (續)****應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)****首次應用香港財務報告準則第9號導致之影響概要 (續)****預期信貸損失模式項下之減值**

就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸損失模式計算相反，香港財務報告準則第9號規定按預期信貸損失模式計算。預期信貸損失模式規定實體於各報告日期將預期信貸損失及該等預期信貸損失之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件後方確認信貸損失。

於本期間，本集團應用香港財務報告準則第9號之簡化方法計量預期信貸損失，就貿易應收款項使用全期預期信貸損失。

按攤銷成本計量之其他金融資產（主要包括其他應收賬款、短期銀行存款及銀行結餘）之虧損準備按12個月預期信貸損失基準計量，且自初始確認時起信貸風險並無顯著增加。

本公司董事認為，於二零一八年一月一日根據預期信貸損失模式計量之額外預期信貸損失準備並不重大。

**2. Principal Accounting Policies (Continued)****Impacts and changes in accounting policies of application on HKFRS 9 “Financial Instruments” (Continued)****Summary of effects arising from initial application of HKFRS 9 (Continued)****Impairment under ECL model**

In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

In the current period, the Group applied the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables.

Loss allowances for other financial assets at amortised cost mainly comprise of other debtors, short term bank deposits and bank balances, and are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

The directors of the Company considered the additional expected credit loss allowance as at 1 January 2018 measured under the ECL model is insignificant.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

## 應用香港財務報告準則第9號「金融工具」之會計政策影響及變動 (續)

## 首次應用香港財務報告準則第9號導致之影響概要 (續)

## 對沖會計

本集團按前瞻性基準應用香港財務報告準則第9號之對沖會計規定。根據香港會計準則第39號符合對沖會計資格之對沖關係，倘在過渡期間對沖關係重整後亦符合香港財務報告準則第9號之所有合資格條件，將於首次應用日期被視為持續對沖關係。

除上述者外，於本中期期間應用香港財務報告準則之修訂對此等簡明綜合財務報告內所呈報金額及／或所載列披露並無重大影響。

由於上述實體之會計政策變動，期初簡明綜合財務狀況表須予重列。下表列示就各單獨項目確認之調整。

## 2. Principal Accounting Policies (Continued)

## Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" (Continued)

## Summary of effects arising from initial application of HKFRS 9 (Continued)

## Hedge accounting

The Group applies the hedge accounting requirements of HKFRS 9 prospectively. At the date of the initial application, hedging relationships that qualified for hedge accounting in accordance with HKAS 39 are regarded as continuing hedging relationship if all qualifying criteria under HKFRS 9 are met, after taking into account any rebalancing of the hedging relationship on transition.

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

As a result of the changes in the entity's accounting policies above, the opening condensed consolidated statement of financial position had to be restated. The following table shows the adjustments recognised for each individual line item.

		二零一七年 十二月三十一日 31 December 2017 千港元 HK\$'000 (經審核) (Audited)	香港財務報告 準則第15號 HKFRS 15 千港元 HK\$'000	香港財務報告 準則第9號 HKFRS 9 千港元 HK\$'000	二零一八年 一月一日 1 January 2018 千港元 HK\$'000 (經重列) (Restated)
可供出售投資	Available-for-sale investment	3,992	-	(3,992)	-
按公允值計入 其他全面收益之 權益工具	Equity instruments at FVTOCI	-	-	3,992	3,992
應付賬款及 應計費用	Creditors and accrued charges	1,917,464	(54,428)	-	1,863,036
合約負債	Contract liabilities	-	54,428	-	54,428

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

本集團並無提早採用下列已頒佈但尚未生效之新訂香港財務報告準則、香港會計準則及香港財務報告準則之修訂以及新詮釋（「新訂及經修訂準則」）：

香港財務報告準則 第16號	租賃 <sup>1</sup>
香港財務報告準則 第17號	保險合約 <sup>3</sup>
香港（國際財務報告 詮釋委員會） — 詮釋第23號	所得稅處理之 不確定性 <sup>1</sup>
香港財務報告準則 第9號之修訂	具有負補償之提前 還款特性 <sup>1</sup>
香港財務報告準則 第10號及 香港會計準則 第28號之修訂	投資者與其聯營公司或 合營企業之間的資產 出售或注資 <sup>2</sup>
香港會計準則 第19號之修訂	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則 第28號之修訂	於聯營公司及合營企業 之長期權益 <sup>1</sup>
香港財務報告準則 之修訂	香港財務報告準則 二零一五年至 二零一七年週期之 年度改進 <sup>1</sup>

- <sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於待釐定日期或之後開始之年度期間生效
- <sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效

## 2. Principal Accounting Policies (Continued)

The Group has not early applied the following new HKFRSs, amendments to HKASs and HKFRSs and a new interpretation (“new and revised standards”) that have been issued but are not yet effective.

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective for annual periods beginning on or after a date to be determined
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

### 香港財務報告準則第16號 「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號將於生效後取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制區分租賃及服務合約。除短期租賃及租賃低值資產外，經營租約與融資租賃的差異自承租人會計處理中撤銷，並以承租人須就所有租賃確認使用權資產及相應負債的模式取代。

使用權資產初始按成本計量，而其後則按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債任何重新計量作出調整。租賃負債初始按並非於該日支付的租賃付款現值計量。其後，租賃負債就利息及租賃付款以及（其中包括）租賃修訂的影響作出調整。就現金流量分類而言，本集團現時將前期預付土地租金呈列為與自用租賃土地及分類為投資物業的租賃土地有關的投資現金流量，而其他經營租約付款則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃付款將分配為本金及利息部分，並呈列為營運現金流量。

## 2. Principal Accounting Policies (Continued)

### HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related Interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as operating cash flows.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 2. 主要會計政策 (續)

香港財務報告準則第16號  
「租賃」(續)

根據香港會計準則第17號，本集團作為承租人已確認融資租賃安排的資產及相關融資租賃負債以及租賃土地的預付土地租金。應用香港財務報告準則第16號可能導致該等資產的分類發生潛在變動，其分類視乎本集團是否將使用權資產單獨呈列或於相應有關資產（倘擁有）的同一項目內呈列。

與承租人會計處理相反，香港財務報告準則第16號大致上傳承香港會計準則第17號的出租人會計處理規定，並繼續要求出租人將租賃分類為經營租約或融資租賃。

此外，香港財務報告準則第16號亦要求廣泛的披露。

於二零一八年六月三十日，本集團有不可撤銷的經營租約承擔。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃的定義。因此，於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，惟其合資格為低值或短期租賃除外。此外，應用新訂準則或會導致上述計量、呈列及披露發生變動。然而，在本公司董事完成詳細審閱前提供財務影響的合理估計並不切實可行。

於本中期期間採用已頒佈但尚未生效之其他新訂及經修訂準則，對該等簡明綜合財務報告所呈報之金額及／或載於該等簡明綜合財務報告內之披露並無重大影響。

## 2. Principal Accounting Policies (Continued)

## HKFRS 16 "Leases" (Continued)

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 June 2018, the Group has non-cancellable operating lease commitments. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors of the Company complete a detailed review.

The application of other new and revised standards that have been issued but are not yet effective in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.



## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

### 3. 營業額及分類資料

#### 營業額

營業額代表於期內向客戶銷售貨物之已收及應收款項(扣除折扣及銷售相關稅項)及向承租人之已收及應收租金收入款項。

#### 分類資料

從管理角度，本集團目前將呈列之經營分類分為以下業務類別，即溶劑、塗料、油墨、潤滑油及物業。本集團乃按該等分類呈報其經營分類資料。

於本中期期間，鑒於物業分類營運之重要性持續增加，本集團修改用於分配資源及評估表現之分類組織，並考慮加入新分類業務—物業。分類業績之計量基準已因加入該等物業應佔之分類業績而出現變動。

本集團呈列之分類主要業務如下：

溶劑	— 製造及買賣單體溶劑及相關產品
塗料	— 製造及買賣塗料及相關產品
油墨	— 製造及買賣油墨及相關產品
潤滑油	— 製造及買賣潤滑油產品
物業	— 物業投資及持有本集團並非用作生產廠房、研發、中央行政辦公室，亦不用作其他經營分類之物業，包括但不限於出租的物業

### 3. Revenue and Segment Information

#### Revenue

Revenue represents the amount received and receivable for goods sold to customers, net of discounts and sales related taxes, and rental income received and receivable from tenants during the period.

#### Segment Information

For management purposes, the Group's reportable operating segments are currently classified under following business divisions, namely solvents, coatings, inks, lubricants and properties. These divisions are the basis on which the Group reports its operating segment information.

During the current interim period, in view of the continuing significance of the operation of the properties segment, the Group revised the organisation of segments that are used to allocate resources and assess performance, and considered to include a new segment, namely properties. The basis of measurement of segment results has been changed by including the segment results attributable to these properties.

Principal activities of the Group's reportable segments are as follows:

Solvents	— manufacture of and trading in raw solvents and related products
Coatings	— manufacture of and trading in coatings and related products
Inks	— manufacture of and trading in inks and related products
Lubricants	— manufacture of and trading in lubricants products
Properties	— property investment and holding of the Group's properties not used for production plants, research and development, central administration office, and not used for other operating segments, including but not limited to properties for rental

## 簡明綜合財務報告附註

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## 3. 營業額及分類資料 (續)

## 分類資料 (續)

分類業績指各分類在未有分配利息收入、衍生金融工具公允值之變化、中央行政費用及財務費用前賺取的溢利或產生的虧損。此為向本公司聯席行政總裁(本集團之最高營運決策者)報告之資料,旨在作出資源分配及表現評估。

## 分類營業額及業績

本集團於回顧期內按經營分類之營業額及業績分析如下:

## 3. Revenue and Segment Information

(Continued)

## Segment Information (Continued)

Segment results represent the profit earned or loss incurred by each segment without allocation of interest income, fair value change on derivative financial instruments, central administration costs and finance costs. This is the information reported to the Co-Chief Executive Officers of the Company, the Group's chief operating decision makers, for the purposes of resource allocation and performance assessment.

## Segment revenue and results

An analysis of the Group's revenue and results by operating segments for the period under review is as follows:

		呈列分類 總計 Reportable segment					交易抵銷 Elimination	綜合 Consolidated
溶劑 Solvents	塗料 Coatings	油墨 Inks	潤滑油 Lubricants	物業 Properties	千港元 千港元 HK\$'000	千港元 千港元 HK\$'000	千港元 千港元 HK\$'000	
					(附註) (note)			
截至二零一八年六月三十日 止六個月(未經審核)		Six months ended 30 June 2018 (unaudited)						
分類營業額	Segment revenue							
對外營業額	External revenue	4,323,313	948,547	730,567	139,013	8,086	6,149,526	
分類間營業額	Inter-segment revenue	63,926	24	348	81	200	(64,579)	
總額	Total	4,387,239	948,571	730,915	139,094	8,286	6,214,105	
業績	Results							
分類業績	Segment results	183,753	(4,868)	10,085	(8,367)	39,548	220,151	
未分配收入	Unallocated income						8,278	
未分配費用	Unallocated expenses						(10,224)	
財務費用	Finance costs						(29,775)	
除稅前溢利	Profit before taxation						188,349	

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 3. 營業額及分類資料 (續)

## 分類資料 (續)

## 分類營業額及業績 (續)

		溶劑 Solvents 千港元 HK\$'000	塗料 Coatings 千港元 HK\$'000	油墨 Inks 千港元 HK\$'000	潤滑油 Lubricants 千港元 HK\$'000	物業 Properties 千港元 HK\$'000 (附註) (note)	呈列分類 總計	交易抵銷 Elimination 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
							Reportable segment total 千港元 HK\$'000		
截至二零一七年六月三十日 止六個月(未經審核)	Six months ended 30 June 2017 (unaudited)								
分類營業額	Segment revenue								
對外營業額	External revenue	2,934,101	770,833	627,269	146,137	-	4,478,340	-	4,478,340
分類間營業額	Inter-segment revenue	50,371	5,096	180	41	-	55,688	(55,688)	-
總額	Total	2,984,472	775,929	627,449	146,178	-	4,534,028	(55,688)	4,478,340
業績	Results								
分類業績	Segment results	132,432	4,566	19,654	(448)	6,165	162,369	(107)	162,262
未分配收入	Unallocated income								4,735
未分配費用	Unallocated expenses								(13,651)
財務費用	Finance costs								(27,061)
除稅前溢利	Profit before taxation								126,285

附註：截至二零一八年六月三十日止六個月，本集團修改分類組成並加入物業分類。租金收入8,286,000港元現呈列為截至二零一八年六月三十日止六個月之分類營業額。截至二零一七年六月三十日止六個月之租金收入6,272,000港元並無重列為該期間之分類營業額，原因是其金額並不重大。

分類間營業額與對外營業額的條款相近。

## 3. Revenue and Segment Information

(Continued)

## Segment Information (Continued)

## Segment revenue and results (Continued)

		Solvents 千港元 HK\$'000	Coatings 千港元 HK\$'000	Inks 千港元 HK\$'000	Lubricants 千港元 HK\$'000	Properties 千港元 HK\$'000 (附註) (note)	呈列分類 總計	Elimination 千港元 HK\$'000	Consolidated 千港元 HK\$'000
							Reportable segment total 千港元 HK\$'000		

Note: During the six months ended 30 June 2018, the Group revised the organisation of segments and properties segment was shown. Rental income of HK\$8,286,000 was now presented as segment revenue for the six months ended 30 June 2018. Rental income of HK\$6,272,000 for the six months ended 30 June 2017 was not restated as segment revenue for that period as the amount was not significant.

Inter-segment revenue are charged at the similar terms as external revenue.

## 簡明綜合財務報告附註

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## 4. 其他收入和其他收益及虧損

## 4. Other Income and Other Gains and Losses

		截至六月三十日止六個月 Six months ended 30 June		
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)	
(a)	本集團其他收入主要包括：	(a)	The Group's other income mainly comprises:	
	利息收入	Interest income	5,247	4,507
	已確認之政府補助金	Government grants recognised	8,886	7,718
(b)	本集團其他收益(虧損)包括：	(b)	The Group's other gains (losses) comprise of:	
	註銷物業、廠房及設備	Written off of property, plant and equipment	(20,291)	—
	呆壞賬準備(附註)	Allowance for bad and doubtful debts (note)	(4,182)	(2,855)
	出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	(1,729)	(1,555)
	就商譽確認之減值虧損	Impairment loss recognised on goodwill	(642)	—
	出售一間附屬公司之收益(附註17)	Gain on disposal of a subsidiary (note 17)	28,406	—
	投資物業公允值變動之收益	Gain on fair value change of investment properties	12,225	8,675
	出售分類為持作出售之非流動資產之資產收益	Gain on disposal of assets classified as non-current assets held for sale	2,727	—
	其他外幣結餘及交易產生之淨匯兌收益(虧損)	Net exchange gain (loss) arising from other foreign currency balances and transactions	2,368	(1,324)
			<b>18,882</b>	<b>2,941</b>

附註：期內，本公司董事定期評估貿易應收款項之回收比率，並參照相關欠款之過往還款經驗及回款情況而計提呆壞賬準備。

Note: During the period, the directors of the Company assess the recoverability of the trade receivables on a regular basis and determine to provide the allowance for bad and doubtful debts after taking into accounts of the repayment history and settlement situation of the relevant debts.

簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 5. 除稅前溢利

## 5. Profit Before Taxation

		截至六月三十日止六個月 Six months ended 30 June	
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)
除稅前溢利已扣除下列各項： Profit before taxation has been arrived at after charging:			
無形資產攤銷	Amortisation of intangible assets	1,532	569
確認為開支之存貨成本	Cost of inventories recognised as an expense	5,358,898	3,849,308
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	95,280	67,808
預付土地租金攤銷	Release of prepaid lease payments	3,518	3,392

## 6. 稅項

## 6. Taxation

		截至六月三十日止六個月 Six months ended 30 June	
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)
此費用包括： The charge comprises:			
現行稅項－中華人民共和國 (「中國」)	Current tax – the People's Republic of China ("PRC")		
本期間	Current period	48,745	35,251
預扣稅	Withholding Tax	12,434	7,557
		61,179	42,808
遞延稅項	Deferred taxation		
本期間	Current period	3,646	(80)
		64,825	42,728

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 6. 稅項 (續)

於二零一八年三月二十一日，香港立法會通過二零一七年稅務（修訂）（第7號）條例草案（「條例草案」），引入利得稅兩級制。條例草案於二零一八年三月二十八日獲簽署成為法律，並於翌日在憲報刊登。利得稅兩級制適用於二零一八年四月一日或之後開始之課稅年度。

根據利得稅兩級制，合資格公司首2,000,000港元應課稅溢利之稅率為8.25%，而超過2,000,000港元應課稅溢利之稅率為16.5%。於截至二零一八年六月三十日止六個月內的有關期間，本集團合資格公司之香港利得稅已按照利得稅兩級制計算。不符合利得稅兩級制之其他本集團公司之溢利將繼續按16.5%之稅率繳納稅項（截至二零一七年六月三十日止六個月：16.5%）。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司之稅率自二零零八年一月一日起為25%。

本公司若干於中國經營之附屬公司符合資格作為高新技術企業或設在中國西部地區的鼓勵類產業企業，有權享有15%之所得稅率。中國企業所得稅已於計入該等稅務優惠後作出撥備。

## 6. Taxation (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. The two-tiered profits tax rate applies to years of assessment commencing on or after 1 April 2018.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporation will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. For the relevant period in the six months ended 30 June 2018, Hong Kong profits tax of the qualifying corporation in the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other corporations in the Group which are not qualified for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5% (six months ended 30 June 2017: 16.5%).

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and the Implementation Regulation of EIT Law, the tax rate of the subsidiaries in the PRC is 25% from 1 January 2008 onwards.

Certain of the Company's subsidiaries operating in the PRC are either be eligible as High and New Technology Enterprise or operating in encouraged industries in Western Region of China, and are entitled to an income tax rate of 15%. EIT of the PRC has been provided for after taking these tax incentives into account.

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 6. 稅項 (續)

預扣稅指根據中華人民共和國企業所得稅法實施條例從若干中國附屬公司自二零零八年一月一日起已賺取的溢利中分派的股息確認之稅項。中華人民共和國企業所得稅法實施條例規定有關股東溢利分派時須按5%至10%的稅率繳納預扣稅。截至二零一七年六月三十日止期間，本集團根據企業所得稅法按10%之稅率就轉讓一間位於中國之附屬公司之收益確認預扣稅3,817,000港元（截至二零一八年六月三十日止六個月：無）。

由於本公司董事認為本集團可控制撥回暫時性差異的時間，而暫時性差異於可預見將來可能不會撥回，故本集團並無就中國附屬公司自二零零八年一月一日起已賺取的若干未經分派保留溢利1,524,554,000港元（二零一七年十二月三十一日：1,753,566,000港元）確認遞延稅項。

## 7. 股息

期內，有關截至二零一七年十二月三十一日止年度之每股10.0港仙合共56,389,000港元之期末股息獲分派及其後於二零一八年七月支付。

二零一八年六月三十日後，本公司董事決議宣派截至二零一八年六月三十日止六個月之中期股息每股6.0港仙，合共約33,833,000港元（截至二零一七年六月三十日止六個月：每股5.0港仙合共28,194,000港元）。中期股息應於二零一八年十月十日或前後支付予於二零一八年九月七日名列本公司股東名冊之本公司股東。

## 6. Taxation (Continued)

The withholding tax represented taxation recognised in respect of the dividends to be distributed from profits earned by certain subsidiaries in the PRC starting from 1 January 2008 under the Implementation Regulation of the EIT Law of the PRC that requires withholding tax with tax rate ranging from 5% to 10% upon the distribution of such profits to the shareholders. During the period ended 30 June 2017, the Group recognised the withholding tax amounting to HK\$3,817,000 (six months ended 30 June 2018: nil) in respect of the gain on transfer of a subsidiary in the PRC with tax rate of 10% under the EIT Law.

Deferred taxation has not been recognised in respect of certain undistributed retained profits earned by the subsidiaries in the PRC starting from 1 January 2008 amounting to HK\$1,524,554,000 (31 December 2017: HK\$1,753,566,000) as the directors of the Company are of the opinion that the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 7. Dividends

During the period, a final dividend of HK10.0 cents per share totalling HK\$56,389,000 in respect of the year ended 31 December 2017 were declared and subsequently paid in July 2018.

Subsequent to 30 June 2018, the directors of the Company resolved to declare an interim dividend of HK6.0 cents per share totalling approximately HK\$33,833,000 for the six months ended 30 June 2018 (six months ended 30 June 2017: HK5.0 cents per share totalling HK\$28,194,000). The interim dividend is payable on or about 10 October 2018 to the owners of the Company whose names appear on the Company's register of members on 7 September 2018.

## 簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 8. 每股盈利

本公司股東應佔每股基本及攤薄後盈利乃根據下列資料計算：

## 8. Earnings Per Share

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

		截至六月三十日止六個月 Six months ended 30 June	
		二零一八年 2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 2017 千港元 HK\$'000 (未經審核) (Unaudited)
計算每股基本及攤薄後盈利之盈利	Earnings for the purposes of calculating basic and diluted earnings per share	<b>87,260</b>	53,628
		股份數目 Number of shares	
		千股 '000	千股 '000
計算每股基本盈利之加權平均股數	Weighted average number of shares for the purpose of calculating basic earnings per share	<b>563,889</b>	563,858
可能對普通股份產生之攤薄影響： 購股權	Effect of dilutive potential ordinary shares: Share options	<b>44</b>	71
計算每股攤薄後盈利之加權平均股數	Weighted average number of shares for the purpose of calculating diluted earnings per share	<b>563,933</b>	563,929



## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 9. 物業、廠房及設備以及投資物業之變動

期內，本集團動用約95,627,000港元（截至二零一七年六月三十日止六個月：147,281,000港元）主要用於添置中國的廠房以擴大產能。

截至二零一七年六月三十日止期間，由於有關租賃開始而使用用途有所改變，於轉移當天公允值為34,600,000港元（截至二零一八年六月三十日止六個月：無）之一項物業已轉移至投資物業。轉移當天之公允值由一名獨立估價師釐定，而超出賬面值之部份已於轉移當天獲確認為其他全面收益和物業重估儲備的增加。

截至二零一七年六月三十日止期間，本集團動用約21,620,000港元（截至二零一八年六月三十日止六個月：無），用於購買已出租予葉志成慈善基金有限公司（由本公司一名董事控制的一間關聯公司）的一項投資物業，用作香港的辦公室物業。

期內，投資物業公允值的淨增加12,225,000港元（截至二零一七年六月三十日止六個月：8,675,000港元）已直接在損益表內確認。由一名與本集團無任何關連的獨立合資格專業估值師進行估值。獨立合資格專業估值師所進行的估價是採用直接比較法，並參照類似地點和環境的類似物業的近期市場價格；採用投資估值法，並參照市場租金；採用折舊重置成本法，並參照香港和中國目前的重置成本。

## 9. Movements in Property, Plant and Equipment and Investment Properties

During the period, the Group incurred approximately HK\$95,627,000 (six months ended 30 June 2017: HK\$147,281,000) mainly for additions to a manufacturing plant in the PRC to expand its manufacturing capacity.

During the period ended 30 June 2017, a property with fair value at the date of transfer of HK\$34,600,000 (six months ended 30 June 2018: nil) was transferred to investment properties due to change of use as a result of commencement of relevant leases. The fair value at the date of transfer was determined by an independent valuer and the excess over the carrying amount was recognised in other comprehensive income and increased property revaluation reserve at the date of transfer.

During the period ended 30 June 2017, the Group incurred approximately HK\$21,620,000 (six months ended 30 June 2018: nil) for acquisition of an investment property which has been leased to Ip Chi Shing Charitable Foundation Limited, a related company controlled by a director of the Company, for the use as an office premise in Hong Kong.

During the period, a net increase in fair value of investment properties of HK\$12,225,000 (six months ended 30 June 2017: HK\$8,675,000) has been recognised directly in profit or loss. The valuations are carried out by an independent qualified professional valuer, which is not connected with the Group. The valuations by the independent qualified professional valuer are arrived by direct comparison approach with reference to recent market prices for similar properties in similar locations and conditions, investment approach with reference to market rent and depreciated replacement cost approach with reference to current cost of replacement in Hong Kong and the PRC.

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截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 10. 貿易應收款項及應收票據，其他應收賬款及預付款項

## 10. Trade and Bills Receivables, Other Debtors and Prepayments

		二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
貿易應收款項	Trade receivables	2,006,225	1,786,024
應收票據	Bills receivables	1,598,899	1,658,909
		<b>3,605,124</b>	<b>3,444,933</b>

其他應收賬款及預付款項主要包括預付供應商款項、應收供應商佣金及應收增值稅。

Other debtors and prepayments mainly consist of payments in advance to suppliers, commission receivable from suppliers and value-added tax receivable.

於報告期末貿易應收款項按發票日期之賬齡分析，經扣除呆壞賬準備78,649,000港元（二零一七年十二月三十一日：73,564,000港元）如下：

An aged analysis of trade receivables presented based on the invoice date, net of allowance for bad and doubtful debts of HK\$78,649,000 (31 December 2017: HK\$73,564,000) at the end of the reporting period is as follows:

		二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
零至三個月	0 – 3 months	1,737,010	1,479,359
四至六個月	4 – 6 months	202,972	241,779
六個月以上	Over 6 months	66,243	64,886
		<b>2,006,225</b>	<b>1,786,024</b>

本集團容許向其除銷客戶提供由30天至90天之信貸期。較長的信貸期或授予付款記錄良好之規模大或長期客戶。

The Group allows a credit period ranging from 30 to 90 days to its trade customers. A longer credit period may be granted to large or long established customers with good payment history.

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## 10. 貿易應收款項及應收票據，其他應收賬款及預付款項 (續)

應收票據為國內銀行承兌及擔保付款之銀行承兌匯票（「銀行承兌匯票」）。本集團按個別情況接受客戶以國內銀行承兌之銀行承兌匯票償還貿易應收款項。

此類出具或背書給本集團之銀行承兌匯票一般於出具日後不超過十二個月內到期。銀行承兌匯票將主要由國內有銀行或商業銀行於該等銀行承兌匯票到期日支付。

## 11. 持作出售之非流動資產

於二零一七年十二月十三日，本公司之一間附屬公司與一名獨立第三方訂立臨時買賣協議，以出售位於中國之一處辦公室物業。本公司董事已評估是否符合香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」所載之持作出售標準。經計及(a)該標的物業可即時供出售之事實，及(b)協議條款中所載令出售得以完成將須符合之條件，出售其後於二零一八年一月完成，因此相關物業於二零一七年十二月三十一日被分類為持作出售。預期出售所得款項淨額將超過物業之賬面值，因此，於二零一七年十二月三十一日概無確認減值虧損。出售已於期內完成，且出售分類為持作出售之非流動資產之資產收益2,727,000港元已於損益確認。

## 10. Trade and Bills Receivables, Other Debtors and Prepayments (Continued)

Bills receivables represent 銀行承兌匯票（“banker’s acceptances”), i.e. time drafts accepted and guaranteed for payment by the PRC banks. The Group accepts the settlement of trade receivables by customers using banker’s acceptances accepted by PRC banks on a case by case basis.

These banker’s acceptances are issued to or endorsed to the Group and with due date in general not longer than twelve months from the date of issuance. The banker’s acceptances will be settled by the banks, which are mainly state-owned banks or commercial banks in the PRC, on the due date of such banker’s acceptances.

## 11. Non-Current Assets Held for Sale

On 13 December 2017, a subsidiary of the Company had entered into a provisional agreement for sale and purchase with an independent third party to dispose of an office premise located in the PRC. The directors of the Company assessed whether the held-for-sale criteria set out in HKFRS 5 “Non-current assets held for sale and discontinued operations” are met. Taking into account (a) the fact that the subject property is immediately available for sale, and (b) the conditions to be met to complete the disposal as set out in the terms of the agreement, the disposal was completed in January 2018 and accordingly the relevant property was classified as held for sale as at 31 December 2017. The net proceeds of the disposal were expected to exceed the carrying amount of the property and accordingly, no impairment loss has been recognised as at 31 December 2017. The disposal was completed during the period, and gain on disposal of assets classified as non-current assets held for sale amounting to HK\$2,727,000 has been recognised in profit or loss.

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## 12. 應付賬款及應計費用

## 12. Creditors and Accrued Charges

		二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
貿易應付賬款	Trade creditors	1,802,177	1,483,112
其他應付賬款及應計費用	Other creditors and accrued charges	391,863	434,352
		<b>2,194,040</b>	<b>1,917,464</b>

其他應付賬款及應計費用主要包括應付員工薪金及福利、應付銷售佣金、應付倉儲及運費等。

Other creditors and accrued charges mainly consist of payables of staff salaries and benefits, sales commission, storage and transportation, etc.

於報告期末貿易應付賬款按發票日期之賬齡分析如下：

An aged analysis of trade creditors at the end of the reporting period based on the invoice date is as follows:

		二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
零至三個月	0 – 3 months	1,446,155	1,171,286
四至六個月	4 – 6 months	350,752	295,793
六個月以上	Over 6 months	5,270	16,033
		<b>1,802,177</b>	<b>1,483,112</b>

簡明綜合財務報告附註

## Notes to the Condensed Consolidated Financial Statements

截至二零一八年六月三十日止六個月 For the six months ended 30 June 2018

## 13. 借貸

期內，本集團取得1,020,189,000港元（截至二零一七年六月三十日止六個月：894,093,000港元）新銀行借貸，並償還985,275,000港元（截至二零一七年六月三十日止六個月：738,136,000港元）銀行借貸。截至二零一七年及二零一八年六月三十日止六個月內之新銀行借貸按市場利率計息及須於一個星期至四年內償還。

## 13. Borrowings

During the period, the Group obtained new bank borrowings in the amount of HK\$1,020,189,000 (six months ended 30 June 2017: HK\$894,093,000) and repaid bank borrowings of HK\$985,275,000 (six months ended 30 June 2017: HK\$738,136,000). The new bank borrowings during the six months ended 30 June 2017 and 2018 bear interest at market rates and are repayable ranging from 1 week to 4 years.

## 14. 股本

## 14. Share Capital

		股份數目 Number of shares 千股 '000	股本 Share capital 千港元 HK\$'000
法定：	Authorised:		
每股面值0.10港元之股份	Shares of HK\$0.10 each		
於二零一八年一月一日及	At 1 January 2018 and		
二零一八年六月三十日	30 June 2018	800,000	80,000
已發行及繳足：	Issued and fully paid:		
每股面值0.10港元之股份	Shares of HK\$0.10 each		
於二零一八年一月一日及	At 1 January 2018 and		
二零一八年六月三十日	30 June 2018	563,889	56,389

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## 15. 以股份為基礎之付款

根據於二零一二年五月二十五日舉行的股東週年大會上批准本公司採納的現有購股權計劃（「新購股權計劃」），主要旨在鼓勵參與者及提供獎勵及直接利益，以達致本公司的長期業務目標。根據舊購股權計劃（「舊購股權計劃」），連同「新購股權計劃」，統稱為「購股權計劃」（於終止有關計劃前於二零零二年九月三日獲本公司採納）授出的購股權將根據舊購股權計劃的條文持續有效及可予行使。

下表披露本公司參與者持有的本公司購股權的變動情況：

		購股權數目		
		Number of share options		
		合資格人士		
		董事	Eligible persons	總計
		Directors		Total
於二零一八年一月一日	Outstanding as at			
尚未行使	1 January 2018	400,000	5,010,000	5,410,000
於期內重新分類（附註）	Reclassified during			
	the period (note)	(200,000)	200,000	–
於期內失效	Lapsed during the period	–	(240,000)	(240,000)
於二零一八年六月三十日	Outstanding as at			
尚未行使	30 June 2018	200,000	4,970,000	5,170,000

附註：鄺國照先生於二零一八年一月一日辭任執行董事及其購股權數目已由「董事」重新分類到「合資格人士」。

於兩期間內，並無授出任何購股權。

根據舊購股權計劃授出的所有購股權於授出日期立即歸屬，行使期自授出日期起計十年。過往期內根據新購股權計劃授出的購股權自二零一五年一月十一日起至二零二三年一月十日止可予行使。

## 15. Share-Based Payments

The Company's existing share option scheme was adopted pursuant to the annual general meeting approved on 25 May 2012 (the "New Share Option Scheme") for the primary purpose of motivating the participants and providing incentives and a direct interest in attaining the long term business objective with the Company. Options granted under the old share option scheme (the "Old Share Option Scheme", together with the "New Share Option Scheme" collectively known as "Share Option Schemes"), which was adopted by the Company on 3 September 2002 prior to the termination of such scheme, will continue to be valid and exercisable in accordance with the rules of the Old Share Option Scheme.

The table below discloses movement of the Company's share options held by the Company's participants:

Note: Mr. Kwong Kwok Chiu resigned as Executive Director with effect from 1 January 2018 and his number of share options was reclassified from "Directors" to "Eligible Persons".

No share options were granted for both periods.

All share options granted under the Old Share Option Scheme vested immediately at the dates of grant with the exercisable period of ten years from the dates of grant. The share options granted under the New Share Option Scheme during the prior period are exercisable commencing from 11 January 2015 to 10 January 2023.

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## 16. 業務收購

於二零一八年一月二日，本公司兩間間接全資附屬公司與若干獨立第三方（其主要業務活動為製造、銷售、分銷及營銷塗料）訂立協議，以按現金代價人民幣111,741,000元（相等於136,813,000港元）收購業務（「駱駝漆業務」（「駱駝漆收購事項」）。業務收購已於二零一八年二月一日完成並已使用收購法入賬。收購事項產生之商譽金額為43,636,000港元。

收購相關成本817,000港元已自駱駝漆收購事項之成本中撇除並已於本期間確認為費用，計入簡明綜合損益表內「一般及行政費用」項目。

於收購日期收購之資產及確認之負債如下（按暫時基準釐定）：

## 16. Acquisition of Business

On 2 January 2018, two indirect wholly-owned subsidiaries of the Company, entered into an agreement with certain independent third parties, of which principal business activities are manufacture, sale, distribution and marketing of coatings, to acquire the business ("Camel") at a cash consideration of RMB111,741,000 (equivalent to HK\$136,813,000) ("Camel Acquisition"). The acquisition of business was completed on 1 February 2018 and has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was HK\$43,636,000.

Acquisition-related costs amounting to HK\$817,000 have been excluded from the cost of Camel Acquisition and have been recognised as an expense in the current period, and included in the "general and administrative expenses" line item in the condensed consolidated statement of profit or loss.

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

		千港元 HK\$'000
物業、廠房及設備	Property, plant and equipment	993
無形資產	Intangible assets	78,796
存貨	Inventories	7,191
貿易應收款項	Trade receivables	13,306
遞延稅項負債	Deferred tax liabilities	(7,109)
		<u>93,177</u>

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## 16. 業務收購 (續)

## 16. Acquisition of Business (Continued)

已轉讓代價：

Consideration transferred:

		千港元 HK\$'000
已支付購買代價	Purchase consideration paid	125,181
或然代價安排 (附註)	Contingent consideration arrangement (note)	11,632
		<u>136,813</u>

附註：於收購日期，董事認為應付駱駝漆業務賣方之或然代價估計約為人民幣9,500,000元（相等於約11,632,000港元），乃參考駱駝漆業務之估計銷售表現預測及可能結算未償付合約責任而定。或然代價安排要求，倘賣方已履行於完成日期之前所累積的彼等對客戶的未償付合約責任，本集團須參考駱駝漆業務於自二零一八年一月一日起至十二月三十一日止12個月期間之經營表現向駱駝漆業務之賣方付款。

Note: At the date of acquisition, the directors consider that the contingent consideration payable to the vendors of Camel is estimated to be probable at approximately RMB9,500,000 (equivalent to approximately HK\$11,632,000) with reference to the estimated sales performance forecast of Camel and possible settlement of the outstanding contractual obligations. The contingent consideration arrangement required the Group to pay the vendors of Camel by reference to the operating performance of Camel for the 12-month from 1 January to 31 December 2018, and if the vendors have fulfilled their outstanding contractual obligations to customers accrued prior to the completion date.

收購產生之商譽 (按暫時基準釐定)：

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

		千港元 HK\$'000
已轉讓代價	Consideration transferred	136,813
減：已收購資產淨值	Less: net assets acquired	(93,177)
收購產生之商譽	Goodwill arising on acquisition	<u>43,636</u>



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**16. 業務收購 (續)**

已收購可識別資產淨值之公允值採用收入法估計。釐定公允值所用之主要模型輸入數據為假設貼現率13.1%及假設香港及國內業務之長期可持續增長率分別為1.36%及3.0%。

貿易應收款項於收購日期之公允值為13,306,000港元。該等已收購貿易應收款項於收購日期之合約總金額為33,263,000港元。預期無法收回之合約現金流於收購日期之最佳估計為19,957,000港元。

收購產生之商譽乃由於合併成本包括控制溢價所致。此外，就合併支付之代價實際上包括與預期協同效應、收益增長、未來市場發展及駱駝漆業務之人員調配有關之裨益金額。該等裨益並未與商譽分開確認，乃由於其不符合可識別無形資產之確認條件。

**16. Acquisition of Business (Continued)**

The fair value of the identified net assets acquired was estimated by applying an income approach. The key model inputs used in determining the fair value were assumed discount rate of 13.1% and assumed long-term sustainable growth rates of 1.36% and 3.0% for the businesses in Hong Kong and the PRC, respectively.

The fair value of trade receivables at the date of acquisition amounted to HK\$13,306,000. The gross contractual amount of those trade receivables acquired amounted to HK\$33,263,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to HK\$19,957,000.

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

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## 17. 出售一間附屬公司

於二零一八年三月一日，本集團向一名獨立第三方出售其間接全資附屬公司億澤發展有限公司（「億澤」）之全部股權，總現金代價約為4,911,000美元（相等於約38,305,000港元）。億澤持有一處位於中國的土地的預付土地租金。

億澤於出售日期之資產淨值如下：

## 17. Disposal of a Subsidiary

On 1 March 2018, the Group disposed of the entire equity interest of its indirect wholly-owned subsidiary, Base Rich Development Limited ("Base Rich"), to an independent third party at a total cash consideration of approximately USD4,911,000 (equivalent to approximately HK\$38,305,000). Base Rich held the prepaid lease payments of a land located in the PRC.

The net assets of Base Rich at the date of disposal were as follows:

		千港元 HK\$'000
預付土地租金	Prepaid lease payments	9,451
物業、廠房及設備	Property, plant and equipment	414
銀行結餘及現金	Bank balances and cash	24
其他應付款項	Other payables	(24)
已出售資產淨值	Net assets disposed of	<u>9,865</u>
出售一間附屬公司之收益：	Gain on disposal of a subsidiary:	
已收代價	Consideration received	38,305
已出售資產淨值	Net assets disposed of	(9,865)
出售交易成本	Transaction cost for disposal	(34)
出售收益	Gain on disposal	<u>28,406</u>
出售產生之淨現金流入：	Net cash inflow arising on disposal:	
已收現金代價	Cash consideration received	38,305
已出售銀行結餘及現金	Bank balances and cash disposed of	(24)
		<u><u>38,281</u></u>

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## 18. 承擔

## 18. Commitments

	二零一八年 六月三十日 30.6.2018 千港元 HK\$'000 (未經審核) (Unaudited)	二零一七年 十二月三十一日 31.12.2017 千港元 HK\$'000 (經審核) (Audited)
有關收購物業、廠房及設備之資本開支已訂約但簡明綜合財務報告中未予撥備	Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	
	<b>104,715</b>	42,012

## 19. 金融工具之公允值計量

## 19. Fair Value Measurements of Financial Instruments

本集團部分的金融資產及金融負債於各報告期末按公允值計量。下表載列有關如何釐定該等金融資產及金融負債的公允值(尤其是所使用的估值技術及輸入數據),以及按照公允值計量的輸入數據的可觀察程度進行公允值級別分類(第一至三級)的資料。

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- 第一級公允值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)進行之計量;
  - 第二級公允值計量指以第一級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算))進行之計量;及
  - 第三級公允值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術進行之計量。
- Level 1 fair value measurements are quoted prices (unadjusted) in active market for identical assets or liabilities;
  - Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
  - Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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## 19. 金融工具之公允值計量

(續)

## 19. Fair Value Measurements of Financial Instruments (Continued)

金融資產/金融負債 Financial assets/ financial liabilities	公允值於 Fair value as at		公允值級別 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key input(s)
	二零一八年六月三十日 30.6.2018 (未經審核) (Unaudited)	二零一七年十二月三十一日 31.12.2017 (經審核) (Audited)		
於簡明綜合財務狀況表 分類為衍生金融工具 的利率掉期合約	資產 (根據對沖會計法) - 9,542,000 港元	資產 (根據對沖會計法) - 7,041,000 港元	第二級	貼現現金流量。未來現金流量乃計及交易方及 本集團之信貸風險(倘適用)後基於遠期利率 (從報告期末的可觀察收益率曲線得出) 及合約利率(按適用貼現率貼現)而估計。
	負債 - 無	負債 (根據對沖會計法) - 70,000 港元		
Interest rate swap contracts classified as derivative financial instruments in the condensed consolidated statement of financial position	Assets (under hedge accounting) - HK\$9,542,000	Assets (under hedge accounting) - HK\$7,041,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at an applicable discount rate taking into account the credit risk of the counterparties and of the Group as appropriate.
	Liabilities - Nil	Liabilities (under hedge accounting) - HK\$70,000		

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## 19. 金融工具之公允值計量

(續)

## 19. Fair Value Measurements of Financial Instruments (Continued)

金融資產/金融負債 Financial assets/ financial liabilities	公允值於 Fair value as at		公允值級別 Fair value hierarchy	估值方法及主要輸入數據 Valuation techniques and key input(s)
	二零一八年六月三十日 30.6.2018 (未經審核) (Unaudited)	二零一七年十二月三十一日 31.12.2017 (經審核) (Audited)		
於簡明綜合財務狀況表按公允值計入其他全面收益計量的權益工具	於深圳市補優網絡科技有限公司之3.92%權益工具 - 3,397,000港元；及	不適用	第三級	收入法－根據該方法，貼現現金流量法用於計算將從該等投資對象擁有權獲得的預期未來經濟利益的現值。
	於河北大麥汽車維修服務有限公司之12.75%權益工具 - 9,465,000港元			
Equity instruments at FVTOCI in the condensed consolidated statement of financial position	3.92% equity instruments in 深圳市補優網絡科技有限公司 - HK\$3,397,000; and  12.75% equity instruments in 河北大麥汽車維修服務有限公司 - HK\$9,465,000	N/A	Level 3	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees.

本公司董事認為於簡明綜合財務報告內按攤銷成本列賬的其他金融資產及金融負債之賬面值與其公允值相若。

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

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## 20. 關聯人士交易

- (a) 期內，本集團分別支付480,000港元（截至二零一七年六月三十日止六個月：480,000港元）及300,000港元（截至二零一七年六月三十日止六個月：300,000港元）之租金予港德投資有限公司（「港德」）及嘉捷投資有限公司（「嘉捷」），本公司之董事葉志成先生及葉子軒先生分別於港德及嘉捷持有控股權。於二零一八年六月三十日，根據不可撤銷經營租約而須向港德及嘉捷承擔繳付的相關未來最低租賃租金分別為720,000港元（二零一七年：720,000港元）及50,000港元（二零一七年：600,000港元）。
- (b) 期內，本集團收到葉志成慈善基金有限公司的租金及牌照費用為255,000港元（截至二零一七年六月三十日止六個月：100,000港元）及服務費用為27,000港元（截至二零一七年六月三十日止六個月：10,000港元），葉志成先生為本公司董事並擁有該公司控股權益。
- (c) 主要管理層指本公司董事及本公司行政人員。期內，主要管理層酬金為14,866,000港元（截至二零一七年六月三十日止六個月：15,501,000港元）。

## 20. Related Party Transactions

- (a) During the period, the Group paid rent of HK\$480,000 (six months ended 30 June 2017: HK\$480,000) and HK\$300,000 (six months ended 30 June 2017: HK\$300,000) to Goldex Investments Limited ("Goldex") and Galsheer Investments Limited ("Galsheer") respectively in which Mr. Ip Chi Shing and Mr. Yip Tsz Hin, directors of the Company, have controlling interests over Goldex and Galsheer respectively. As at 30 June 2018, the related outstanding commitments for future minimum lease payments under non-cancellable operating leases to Goldex and Galsheer are HK\$720,000 (2017: HK\$720,000) and HK\$50,000 (2017: HK\$600,000) respectively.
- (b) During the period, the Group received rent and license fee of HK\$255,000 (six months ended 30 June 2017: HK\$100,000) and service fee income of HK\$27,000 (six months ended 30 June 2017: HK\$10,000) from Ip Chi Shing Charitable Foundation Limited in which Mr. Ip Chi Shing, director of the Company, has controlling interest over it.
- (c) The key management personnel are the directors of the Company and the management executives of the Company. During the period, the remuneration of the key management personnel was HK\$14,866,000 (six months ended 30 June 2017: HK\$15,501,000).

