



冠力國際有限公司
Softpower International Limited

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with limited liability)

股份代號：00380 Stock code: 00380



2018

SPI

INTERIM REPORT 中期報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lai Fulin (*Chairman*)
(Appointed as Chairman on 30 March 2018)
Mr. Yu Ben Ansheng (*Chief Executive Officer*)
Mr. Lai Guanglin (*Chairman*) (Resigned as
Executive Director and Chairman on 30 March 2018)

Non-executive Director

Mr. U Kean Seng (Resigned on 30 March 2018)

Independent Non-executive Directors

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Mr. Guan Zhiqiang

AUDIT COMMITTEE

Mr. Wong Yee Shuen, Wilson (*Chairman*)
Mr. Chen Wei Wen
Mr. Guan Zhiqiang (Appointed on 30 March 2018)
Mr. U Kean Seng (Resigned on 30 March 2018)

REMUNERATION COMMITTEE

Mr. Guan Zhiqiang (*Chairman*)
Mr. Chen Wei Wen
Mr. Lai Fulin (Appointed on 30 March 2018)
Mr. Lai Guanglin
(Resigned on 30 March 2018)

NOMINATION COMMITTEE

Mr. Lai Fulin (*Chairman*)
(Appointed on 30 March 2018)
Mr. Chen Wei Wen
Mr. Guan Zhiqiang
Mr. Lai Guanglin (*Chairman*)
(Resigned on 30 March 2018)

COMPANY SECRETARY

Mr. Cheng Siu Kwan

INDEPENDENT AUDITOR

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

董事會

執行董事

賴福麟先生 (*主席*)
(於二零一八年三月三十日獲委任為主席)
俞安生先生 (*首席執行官*)
Lai Guanglin先生 (*主席*) (於二零一八年
三月三十日辭任執行董事兼主席)

非執行董事

余建成先生 (於二零一八年三月三十日辭任)

獨立非執行董事

黃以信先生
陳偉文先生
管志強先生

審核委員會

黃以信先生 (*主席*)
陳偉文先生
管志強先生 (於二零一八年三月三十日獲委任)
余建成先生 (於二零一八年三月三十日辭任)

薪酬委員會

管志強先生 (*主席*)
陳偉文先生
賴福麟先生 (於二零一八年三月三十日獲委任)
Lai Guanglin先生
(於二零一八年三月三十日辭任)

提名委員會

賴福麟先生 (*主席*)
(於二零一八年三月三十日獲委任)
陳偉文先生
管志強先生
Lai Guanglin先生 (*主席*)
(於二零一八年三月三十日辭任)

公司秘書

鄭少群先生

獨立核數師

羅兵咸永道會計師事務所
香港中環
太子大廈二十二樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
Shanghai Commercial Bank Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Bank SinoPac, Hong Kong Branch
East West Bank, Hong Kong Branch
China Citic Bank International Limited
The Bank of East Asia, Limited
Dah Sing Bank, Limited
Standard Chartered Bank (Hong Kong) Limited
Chong Hing Bank Limited
Chiyu Banking Corporation Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

12th Floor, Phase I, Austin Tower
22–26A Austin Avenue
Tsim Sha Tsui, Kowloon
Hong Kong
Tel: (852) 2728 7237
Fax: (852) 2387 2999

主要股份過戶登記處

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712–1716號舖

主要往來銀行

中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
上海商業銀行有限公司
星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
永豐商業銀行股份有限公司(香港分行)
華美銀行(香港分行)
中信銀行國際有限公司
東亞銀行有限公司
大新銀行有限公司
渣打銀行(香港)有限公司
創興銀行有限公司
集友銀行有限公司

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

總辦事處及主要營業地點

香港九龍
尖沙咀
柯士甸路22–26號A
好兆年行第一期12樓
電話：(852) 2728 7237
傳真：(852) 2387 2999

Corporate Information

公司資料

OTHER PLACES OF BUSINESS

Hong Kong and Macau

Retail shops

G/F, 687 Shanghai Street
Mongkok, Kowloon
Hong Kong
Tel: (852) 2395 0181
Fax: (852) 2787 3421

G/F, Tak Fam Building
18 Tak Wah Street
Tsuen Wan, New Territories
Hong Kong
Tel: (852) 2473 3660
Fax: (852) 2442 2766

G/F, 102 Thomson Road
Wanchai
Hong Kong
Tel: (852) 2866 6001
Fax: (852) 2866 6339

Rua Da Ribeira Do Patane No. 13
Macau
Tel: (853) 2855 3693
Fax: (853) 2895 1020

Warehouse

Sections M and N of Lot 3719 in DD104
Yuen Long, New Territories
Hong Kong
Tel: (852) 2471 9048
Fax: (852) 2482 1298

WEBSITE

<http://www.softpower.hk>

其他營業地點

香港及澳門

門市

香港
九龍旺角
上海街687號地下
電話：(852) 2395 0181
傳真：(852) 2787 3421

香港
新界荃灣
德華街18號
德範大廈地下
電話：(852) 2473 3660
傳真：(852) 2442 2766

香港
灣仔
譚臣道102號地下
電話：(852) 2866 6001
傳真：(852) 2866 6339

澳門
沙梨頭海邊街13號泉寧樓地下
電話：(853) 2855 3693
傳真：(853) 2895 1020

貨倉

香港
新界元朗錦綉花園貨倉
泰園路地段104 Lot 3719 M及N段
電話：(852) 2471 9048
傳真：(852) 2482 1298

網址

<http://www.softpower.hk>

Unaudited Condensed Consolidated Income Statement

未經審核簡明綜合收益表

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

Unaudited
未經審核

For the six months ended 30 June
截至六月三十日止六個月

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	5	274,878	328,795
Cost of sales	銷售成本	7	(193,942)	(219,240)
Gross profit	毛利		80,936	109,555
Other gains, net	其他收益淨額	6	437	1,649
Selling and distribution costs	銷售及分銷成本	7	(10,141)	(11,321)
General and administrative expenses	一般及行政費用	7	(54,354)	(50,620)
Operating profit	經營溢利		16,878	49,263
Finance income	財務收入	8	4,979	5,046
Finance costs	財務費用	8	(899)	(1,226)
Finance income, net	財務收入淨額	8	4,080	3,820
Profit before income tax	稅前溢利		20,958	53,083
Tax expense	稅項支出	9	(3,464)	(8,717)
Profit for the period	期內溢利		17,494	44,366
Profit attributable to:	溢利歸屬於：			
Equity holders of the Company	本公司權益持有人		17,494	44,468
Non-Controlling interests	非控股權益		—	(102)
			17,494	44,366
			HK cents 港仙	HK cents 港仙
Earnings per share attributable to equity holders of the Company	每股盈利歸屬於本公司權益持有人			
Basic and diluted	基本及攤薄	10	1.31	3.34
			HK\$'000 千港元	HK\$'000 千港元
Dividend	股息	11	—	—

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Comprehensive Income

未經審核簡明綜合全面收益表

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

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit for the period	期內溢利	17,494	44,366
Other comprehensive income Item that may be subsequently reclassified to profit or loss:	其他全面收益 其後可能重新歸類到溢利或 虧損之項目：		
Currency translation differences	貨幣換算差額	(280)	(122)
Other comprehensive income for the period, net of tax	本期間其他全面收益， 扣除稅項	(280)	(122)
Total comprehensive income for the period	期內全面收益總額	17,214	44,244
Total comprehensive income attributable to:	全面收益總額歸屬於：		
Equity holders of the Company	本公司權益持有人	17,214	44,346
Non-controlling interests	非控股權益	-	(102)
		17,214	44,244

There was no tax impact relating to the components of other comprehensive income for the six months ended 30 June 2017 and 2018.

截至二零一七年及二零一八年六月三十日止六個月，其他全面收益之各組成部份概無稅務影響。

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Financial Position

未經審核簡明綜合財務狀況表

As at 30 June 2018
於二零一八年六月三十日

		Note 附註	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	6,241	5,317
Loan to a related company	貸款予一間關連公司	13	78,679	78,357
Rental deposits and other assets	租賃按金及其他資產	13	7,607	7,327
			92,527	91,001
Current assets	流動資產			
Inventories	存貨		231,811	204,341
Trade receivables	貿易應收款項	13	114,769	119,390
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	13	35,281	60,906
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	18	2,667	2,744
Pledged certificate of deposit	已抵押存款證		10,000	10,000
Pledged bank deposits	已抵押銀行存款		37,000	37,000
Cash and bank balances	現金及銀行結餘		140,187	146,571
			571,715	580,952
Total assets	總資產		664,242	671,953

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Financial Position

未經審核簡明綜合財務狀況表

As at 30 June 2018
於二零一八年六月三十日

		Note 附註	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
EQUITY	權益			
Equity holders	權益持有人			
Share capital	股本	14	26,665	26,665
Reserves	儲備		502,608	485,377
Total equity	總權益		529,273	512,042
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		563	436
Other non-current liabilities	其他非流動負債		2,553	2,572
			3,116	3,008
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	16	76,193	82,436
Taxation payable	應付稅項		5,550	3,990
Borrowings	借貸	15	50,110	70,477
			131,853	156,903
Total liabilities	總負債		134,969	159,911
Total equity and liabilities	總權益及負債		664,242	671,953
Net current assets	流動資產淨額		439,862	424,049
Total assets less current liabilities	總資產減流動負債		532,389	515,050

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

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

		Unaudited 未經審核										
		Equity holders 權益持有人										
		Share capital	Share premium	Capital reserve	Merger reserve	Legal reserve	Other reserve	Exchange reserve	Share- based payment reserve 以股份 為基礎的 付款儲備	Retained earnings 保留溢利	Non- controlling interests 非控股 權益	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	付款儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	非控股 權益 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2017	於二零一七年 一月一日	26,665	126,618	34,115	3,700	24	270	1,107	5,197	238,580	(8)	436,268
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	44,468	(102)	44,366
Other comprehensive income:	其他全面收益：											
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	(122)	-	-	-	(122)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(122)	-	44,468	(102)	44,244
Transactions with owners:	與擁有人之交易：											
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	-	31	-	-	31
At 30 June 2017	於二零一七年 六月三十日	26,665	126,618	34,115	3,700	24	270	985	5,228	283,048	(110)	480,543

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

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

		Unaudited 未經審核									
		Equity holders 權益持有人									
		Share capital	Share premium	Capital reserve	Merger reserve	Legal reserve	Other reserve	Exchange reserve	Share- based payment reserve 以股份 為基礎的 付款儲備	Retained earnings	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	付款儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2018	於二零一八年 一月一日	26,665	126,618	34,115	3,700	24	1,205	1,103	5,252	313,360	512,042
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	17,494	17,494
Other comprehensive income: Currency translation differences	其他全面收益： 貨幣換算差額	-	-	-	-	-	-	(280)	-	-	(280)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(280)	-	17,494	17,214
Transactions with owners:	與擁有人之交易：										
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	-	17	-	17
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	-	-	(925)	925	-
At 30 June 2018	於二零一八年 六月三十日	26,665	126,618	34,115	3,700	24	1,205	823	4,344	331,779	529,273

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Unaudited Condensed Consolidated Statement of Cash Flows

未經審核簡明綜合現金流量表

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

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Cash generated from/(used in) operations	經營所得/(所用)現金	19,379	(10,974)
Income tax paid	已支付所得稅	(1,777)	(1,242)
		17,602	(12,216)
Net cash flow generated from/(used in) operating activities	經營業務所得/(所用)現金淨額		
Cash flows from investing activities	投資業務之現金流量		
Purchase of property, plant and equipment	購入物業、廠房及設備	(2,724)	(2,048)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	53	95
Dividend income on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之股息收入	53	34
		(2,618)	(1,919)
Net cash used in investing activities	投資業務所用之現金淨額		
Cash flows from financing activities	融資活動之現金流量		
Drawdown of borrowings	提用借貸	188,021	248,795
Repayment of borrowings	償還借貸	(208,388)	(245,011)
		(20,367)	3,784
Net cash (used in)/generated from financing activities	融資活動(所用)/所得之現金淨額		
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(5,383)	(10,351)
Exchange differences	匯兌差額	(1,001)	363
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	146,571	149,374
Cash and cash equivalents at end of the period	期末之現金及現金等價物	140,187	139,386

The notes on pages 12 to 30 are an integral part of this financial information.

第12至30頁之附註為此等財務資料之整體部分。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

1. General information

Softpower International Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in trading of construction materials, mainly pipes and fittings.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

This condensed consolidated interim financial information is presented in Hong Kong dollars (“HK\$”), unless otherwise stated. This condensed consolidated interim financial information was approved for issue on 20 August 2018.

This condensed consolidated interim financial information has not been audited.

2. Basis of preparation and accounting policies

This condensed consolidated interim financial information has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and compliance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

This condensed consolidated interim financial information should be read in conjunction with the audited consolidated annual financial statements for the year ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

Except for described below, the accounting policies adopted are consistent with those used in the audited consolidated annual financial statements for the year ended 31 December 2017.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

1. 一般資料

冠力國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事建築材料(主要是管道和管件)之貿易。

本公司為一間在百慕達註冊成立之有限公司，註冊辦事處位於Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

除非另有所指，本簡明綜合中期財務資料以港元(「港元」)呈列。本簡明綜合中期財務資料於二零一八年八月二十日獲批准發行。

本簡明綜合中期財務資料未經審核。

2. 編製基準及會計政策

本簡明綜合中期財務資料乃按照香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)的適用披露規定及符合香港會計師公會(「香港會計師公會」)頒布的香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

本簡明綜合中期財務資料應連同截至二零一七年十二月三十一日止年度根據香港財務報告準則(「香港財務報告準則」)編製並經審核的綜合年度財務報表一併閱覽。

除下文所述外，所採納的會計政策與截至二零一七年十二月三十一日止年度的經審核綜合年度財務報表所採納者相符。

於本期間的所得稅乃按預期總年度收益適用的稅率應計。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

2. Basis of preparation and accounting policies (Continued)

Adoption of amendments to existing standards

In the current interim period, the Group has applied, for the first time, certain new standards, amendments to standards and interpretations issued by the HKICPA that are mandatorily effective for the current interim period. Consequently, certain of the Group's accounting policies have been changed to comply with these new standards including HKFRS 9 and HKFRS 15.

HKFRS 9 replaces the provisions of HKAS 39 "Financial Instruments" ("HKAS 39") that relate to the recognition, classification and measurement of financial assets and liabilities; derecognition of financial instruments; impairment of financial assets and hedge accounting. The Group applied the new standards retrospectively from 1 January 2018 with practical expedients permitted under the standard. The adoption of HKFRS 9 did not have any material impact to the Group. Also, the adoption of expected credit loss model under HKFRS 9 did not have material impact on allowance for impairment of trade and other receivables calculated under HKAS 39.

HKFRS 15 replaces the provisions of HKAS 18 "Revenue" ("HKAS 18") and HKAS 11 "Construction Contracts" ("HKAS 11") that relate to the recognition, classification and measurement of revenue and costs. The Group has adopted HKFRS 15 since 1 January 2018 and has elected to use the modified retrospective approach, which would recognise the cumulative effect of initial application as an adjustment to the opening balance of retained earnings at 1 January 2018. The adoption of HKFRS 15 in the current period does not result in any material impact on the Group's financial position and result of operations.

The adoption of other standards did not have any significant impact on the Group's accounting policies and did not require retrospective adjustments.

The Group has not early adopted any other standards, interpretations or amendments that have been issued but are not yet effective. The Group is assessing the impact of these new standards and amendments to standards.

2. 編製基準及會計政策 (續)

採納對現有準則之修訂

於本中期期間，本集團已首次採納由香港會計師公會頒布且已於本中期期間強制生效的若干新訂準則、修訂的準則及詮釋。因此，本集團的若干會計政策已變更以符合該等新訂準則，包括香港財務報告準則第9號及香港財務報告準則第15號。

香港財務報告準則第9號取代香港會計準則第39號「金融工具」(「香港會計準則第39號」)有關金融資產及金融負債的確認、分類及計量、終止確認金融工具、金融資產減值及對沖會計處理的條文。受該準則實際權宜准許，本集團自二零一八年一月一日起追溯應用該新準則。採納香港財務報告準則第9號並不會對本集團有重大影響，此外，採納根據香港財務報告準則第9號的預期信貸虧損模式並無對根據香港會計準則第39號計算的貿易及其他應收款項減值撥備構成重大影響。

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18號」)及香港會計準則第11號「建築合約」(「香港會計準則第11號」)有關收入和成本的確認，分類和計量的條文。本集團自二零一八年一月一日起採納香港財務報告準則第15號，並已選擇經修訂追溯方法，該方法將確認首次應用的累積影響作為對二零一八年一月一日保留溢利期初結餘的調整。於本期間採納香港財務報告準則第15號並不會對本集團的財務狀況及經營的結果造成任何重大影響。

採納其他準則對本集團的會計政策沒有任何重大影響，也不需要追溯調整。

本集團並無提早採納任何其他已頒布但未生效的準則、詮釋或修訂。本集團正在評估新訂準則及修訂的準則的全面影響。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

3. Financial risk management and financial assets

Financial risk management

All aspects of the Group's financial risk management objectives and policies are consistent with those disclosed in the audited consolidated annual financial statements for the year ended 31 December 2017.

4. Critical accounting estimates and judgements

Estimates and judgements used are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal to the related actual results.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities of the Group applied in the preparation of the condensed consolidated interim financial information are consistent with those disclosed in the audited consolidated annual financial statements for the year ended 31 December 2017.

5. Revenue and segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker has been identified as the executive directors of the Company. The chief operating decision-maker assesses the performance of the operating segments based on a measure of profit attributable to equity holders of the Company.

During the period, the Group has only one reportable segment, which is trading of pipes and fittings. Trading of pipes and fittings includes wholesale, retail and logistics operations substantially in Hong Kong and Macau. Revenue represents the sales of pipes and fittings to customers.

3. 財務風險管理及金融資產

財務風險管理

本集團的財務風險管理目標及政策在所有方面與截至二零一七年十二月三十一日止年度經審核綜合年度財務報表所披露者一致。

4. 關鍵會計估計及判斷

本公司按過往經驗及其他因素(包括對日後事件作出合理預期之情況下)不時評估現正採納的估計及判斷。該等會計估計顧名思義，一般與相關的實際結果存在差異。

編製簡明綜合中期財務資料應用了有重大風險會導致本集團之資產與負債之賬面值需作出重大調整之估計及假設，此等估計及假設與截至二零一七年十二月三十一日止年度的經審核綜合年度財務報表所披露者一致。

5. 收入及分部資料

本集團按首席經營決策者所審閱並賴以作出決策的報告釐定其營運分部。首席經營決策者被認為為本公司之執行董事。首席經營決策者根據本公司權益持有人應佔溢利以評核營運分部的表現。

於期內，本集團只有管道和管件貿易一項須予呈報的分部。管道及管件貿易包括主要在香港及澳門從事批發、零售及物流業務。收入指出售給客戶的管道及管件。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

5. Revenue and segment information (Continued)

Geographical information

The Group is domiciled in Hong Kong. Revenue from external customers by geographical location is detailed below:

Hong Kong	香港
Macau	澳門

The Group's non-current assets by geographical location are detailed below:

Hong Kong	香港
Mainland China	中國內地

5. 收入及分部資料(續)

地區分部資料

本集團設於香港。按地區分部的來自外部客戶的收入如下：

Revenue 收入 Unaudited 未經審核	
For the six months ended 30 June 截至六月三十日止六個月	
2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
262,288	300,878
12,590	27,917
274,878	328,795

本集團按地區分部的非流動資產如下：

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
91,273	89,680
1,254	1,321
92,527	91,001

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

6. Other gains, net

6. 其他收益淨額

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net exchange gains	匯兌收益淨額	128	1,174
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益淨額	53	105
(Loss)/Gains on financial assets at fair value through profit or loss	按公允價值計入損益之 金融資產(虧損)/收益	(80)	46
Dividend income from financial assets at fair value through profit or loss	按公允價值計入損益之 金融資產之股息收入	53	34
Sundry income	其他收入	283	290
		437	1,649

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

7. Expenses by nature

Operating profit is arrived at after charging/(crediting):

7. 開支性質

經營溢利乃扣除／(計入)下列項目後達至：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of inventories sold	已出售之存貨成本	186,894	212,752
Auditor's remuneration	核數師酬金	644	632
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,799	1,641
Employee benefit expenses (including directors' emoluments)	員工福利開支 (包括董事酬金)	35,323	35,967
Operating lease payments	經營租賃費用	14,596	10,625
(Write-back of provision)/Provision for impairment of trade and other receivables, net	貿易及其他應收款項減值 (回撥)／撥備淨額	(61)	126
Provision for impairment of inventories, net	存貨減值撥備淨額	3,248	2,083
Other expenses	其他開支	15,994	17,355
		258,437	281,181
Representing:	代表：		
Cost of sales	銷售成本	193,942	219,240
Selling and distribution costs	銷售及分銷成本	10,141	11,321
General and administrative expenses	一般及行政費用	54,354	50,620
		258,437	281,181

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

8. Finance income, net

Bank interest income	銀行利息收入
Interest income on loan to a related company	貸款予一間關連公司的利息收入
Other interest income	其他利息收入
Interest expense on bank borrowings wholly repayable within one year	須於一年內悉數償還之銀行借貸之利息支出

8. 財務收入淨額

Unaudited
未經審核
For the six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(742)	(652)
(4,093)	(4,060)
(144)	(334)
899	1,226
(4,080)	(3,820)

9. Tax expense

Current taxation:	即期稅項：
Hong Kong profits tax	香港利得稅
Overseas tax	海外稅項
Deferred taxation	遞延稅項
Tax expense	稅項支出

9. 稅項支出

Unaudited
未經審核
For the six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
3,300	8,621
37	233
127	(137)
3,464	8,717

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

香港利得稅以期內估計應課稅溢利按稅率16.5%(二零一七年:16.5%)計提。海外稅項乃根據期內之估計應課稅溢利按本集團經營業務國家之現行稅率計算。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

10. Earnings per share

The calculation of the basic and diluted earnings per share is based on the profit attributable to equity holders of the Company and weighted average number of ordinary shares with adjustments where applicable as follows:

Profit attributable to equity holders of the Company for the purpose of basic earnings per share	計算每股基本盈利之本公司權益持有人應佔溢利
Number of shares	股份數目
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股的加權平均股數

Diluted earnings per share for the six months ended 30 June 2017 and 2018 equal basic earnings per share as the exercise of the outstanding share options would be anti-dilutive.

11. Dividend

The board of the directors of the Company ("Board") does not declare interim dividend for the six months ended 30 June 2018 (six months ended 30 June 2017: Nil).

10. 每股盈利

下表列示計算每股基本盈利及攤薄盈利乃根據本公司權益持有人應佔溢利及已發行普通股之加權平均股數(需要時予以調整):

Unaudited 未經審核	
For the six months ended 30 June 截至六月三十日止六個月	
2018 二零一八年 <i>HK\$'000</i> 千港元	2017 二零一七年 <i>HK\$'000</i> 千港元
17,494	44,468
<i>Thousand</i> 千股	<i>Thousand</i> 千股
1,333,270	1,333,270

截至二零一七年及二零一八年六月三十日止六個月，因行使未行使購股權具反攤薄影響，因此兩個期間之每股攤薄盈利均等如每股基本盈利。

11. 股息

本公司董事會(「董事會」)不宣派截至二零一八年六月三十日止六個月之中期股息(截至二零一七年六月三十日止六個月：無)。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

12. Capital expenditure

12. 資本開支

		Unaudited 未經審核 Property, plant and equipment 物業、廠房及設備 HK\$'000 千港元
Net book value at 1 January 2017	於二零一七年一月一日帳面淨值	5,409
Translation differences	匯兌差異	3
Additions	添置	2,048
Depreciation	折舊	(1,641)
		<hr/>
Net book value at 30 June 2017	於二零一七年六月三十日帳面淨值	<u>5,819</u>
Net book value at 1 January 2018	於二零一八年一月一日帳面淨值	5,317
Translation differences	匯兌差異	(1)
Additions	添置	2,724
Depreciation	折舊	(1,799)
		<hr/>
Net book value at 30 June 2018	於二零一八年六月三十日帳面淨值	<u>6,241</u>

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

13. Trade and other receivables

13. 貿易及其他應收款項

		Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	116,724	121,406
Less: provision for impairment	減：減值撥備	(1,955)	(2,016)
Trade receivables – net	貿易應收款項－淨額	114,769	119,390
Prepayments	預付款	27,254	37,919
Loan to an employee	貸款予一位員工	1,311	1,328
Other receivables, deposits and other assets	其他應收款項、按金及其他資產	7,823	22,490
Rental deposits	租賃按金	6,500	6,496
Loan to a related company	貸款予一間關連公司	78,679	78,357
		121,567	146,590
Less non-current portion:	減非流動部份：		
Rental deposits and other assets	租賃按金及其他資產	(7,607)	(7,327)
Loan to a related company	貸款予一間關連公司	(78,679)	(78,357)
		150,050	180,296

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

13. Trade and other receivables (Continued)

The Group generally grants credit period of 60 to 120 days to its customers for its trading of pipes and fittings operation. The ageing analysis of the trade receivables based on the due date is as follows:

Within credit period	信貸期內
1 to 30 days	1天至30天
31 to 60 days	31天至60天
61 to 90 days	61天至90天
91 to 120 days	91天至120天
Over 120 days	超過120天

As at 30 June 2018, trade receivables of HK\$1,955,000 (31 December 2017: HK\$2,016,000) were impaired and provided for. The individually impaired receivables mainly relate to customers which had significant delay in repayment or were in unexpected difficult financial situations. These receivables were past due more than 120 days.

13. 貿易及其他應收款項(續)

本集團一般給予管道及管件貿易業務客戶之信貸期為60至120天。貿易應收款項按到期日之賬齡分析如下：

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
70,051	75,863
28,497	28,226
8,781	8,052
3,807	3,491
1,629	1,282
3,959	4,492
116,724	121,406

於二零一八年六月三十日，貿易應收款項1,955,000港元(二零一七年十二月三十一日：2,016,000港元)已作減值撥備。個別已減值應收款項主要與重大延遲還款或突然陷入經濟困難之客戶有關。該等應收款項逾期超過120天。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

14. Share capital

14. 股本

		Number of shares 股份數目 thousands 千股	HK\$'000 千港元
At 1 January and 30 June 2017	於二零一七年一月一日及 六月三十日	1,333,270	26,665
At 1 January and 30 June 2018	於二零一八年一月一日及 六月三十日	1,333,270	26,665

As at 30 June 2018, the authorised share capital of the Company was HK\$500,000,000, comprising 25,000 million shares with a par value of HK\$0.02 per share. All issued shares are fully paid.

於二零一八年六月三十日，本公司法定股本為500,000,000港元，由每股面值0.02港元共25,000,000,000股組成。所有已發行股份皆已繳足。

15. Borrowings

15. 借貸

Current	流動	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Trust receipt loans	信託收據貸款		
– secured	– 有抵押	34,176	51,865
– unsecured	– 無抵押	15,934	18,612
		50,110	70,477

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

15. Borrowings (Continued)

Movements in borrowings is analysed as follows:

At 1 January	於一月一日
Drawdown of borrowings	提用借貸
Repayment of borrowings	償還借貸
At 30 June	於六月三十日

15. 借貸(續)

借貸變動分析如下：

Unaudited 未經審核	
For the six months ended 30 June 截至六月三十日止六個月	
2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
70,477	73,991
188,021	248,795
(208,388)	(245,011)
50,110	77,775

16. Trade and other payables

Trade payables	貿易應付款項
Accrued expenses and other payables	預提費用及其他應付款項

16. 貿易及其他應付款項

Unaudited 未經審核	Audited 經審核
30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
47,656	39,493
28,537	42,943
76,193	82,436

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

16. Trade and other payables (Continued)

The ageing analysis of the Group's trade payables, based on the invoice date, is as follows:

Within 30 days	30天內
31 to 60 days	31天至60天
61 to 90 days	61天至90天
Over 90 days	超過90天

16. 貿易及其他應付款項(續)

本集團貿易應付款項的賬齡按發票日期分析如下：

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
42,096	33,706
3,171	4,230
2,314	1,477
75	80
47,656	39,493

17. Commitments

(a) Capital commitments

Capital expenditure contracted for at the end of the period but not yet incurred is as follows:

Capital expenditure in respect of the acquisition of motor vehicles contracted for but not provided in the consolidated financial statements	就購置汽車訂約 但於綜合財務報表 未撥備的資本開支
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17. 承擔

(a) 資本承擔

於期內已簽訂合同但仍未產生的資本開支如下：

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
2,771	1,240

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

17. Commitments (Continued)

(b) Operating lease commitments

Land and buildings	土地及樓宇
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年及不超過五年
Later than five years	超過五年
Equipments and motor vehicles	設備及汽車
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年及不超過五年

The lease terms are from one to ten years, and the lease agreements are renewable at the end of the lease period at market rate.

17. 承擔(續)

(b) 經營租賃承擔

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
29,255	28,426
91,025	92,453
81,621	90,391
201,901	211,270
559	631
1,003	1,190
1,562	1,821
203,463	213,091

租賃期介乎一至十年，租賃合約於租賃期屆滿後按市價續約。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

18. Financial assets at fair value through profit or loss

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2018 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- inputs for the asset and liability that are not based on observable market data (that is, unobservable inputs) (level 3)

18. 按公允價值計入損益之金融資產

下表根據在評估公允價值的估值技術中所運用到的輸入的層級，分析本集團於二零一八年六月三十日按公允價值入賬的金融工具。這些輸入按照公允價值層級歸類為如下三層：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)
- 除了第一層所包括之報價外，該資產或負債之可觀察之其他輸入，可為直接(即價格)或間接(即源自價格)(第二層)
- 資產及負債並非依據可觀察市場數據之輸入(即非可觀察輸入)(第三層)

		Fair value Hierarchy 公允價值層階	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Financial assets	金融資產	Level 2		
– Investment funds	– 投資基金	第二層	<u>2,667</u>	<u>2,744</u>

There were no transfers between levels 1 and 2 during the period.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. It includes quoted market price or dealer quotes for similar instruments. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

期內第1與第2層之間並無轉撥。

並無於活躍市場買賣之金融工具(如場外衍生工具)，其公允值乃使用估值方法釐定。該等估值方法儘量利用於可觀測市場取得之數據，並儘量減少依賴實體獨有估計，包括類似金融工具的市場報價或經銷商報價。倘一金融工具的公允值所需之所有重大輸入數據均可觀測，則該金融工具歸入第二層。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

19. Related party transactions

(a) Key management compensation

Salaries and other short term employee benefits	薪金及其他短期僱員福利
Pension costs – defined contribution plans	退休金成本—定額供款計劃
Share-based payment	以股份為基礎之付款

(b) Rental payment to a related party

Rental paid to a related company (note)	支付租金予一家 關連公司(附註)
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Note:

The Group paid rental of a motor vehicle and licence to a company controlled by Mr. Lai Guanglin, former executive Director and the Chairman of the Company who resigned on 30 March 2018, for a fixed sum of RMB12,000 (approximately HK\$14,900) per month as agreed by both parties. This is also a connected transaction which is exempted under Rule 14A.76 of the Listing Rules.

19. 關連人士交易

(a) 主要管理人員報酬

Unaudited
未經審核
For the six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
12,627	13,848
63	63
17	31
12,707	13,942

(b) 向關連人士支付的租金

Unaudited
未經審核
For the six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
89	82

附註：

本集團就車輛及車牌租賃費向一間由本公司之前任執行董事兼主席Lai Guanglin先生(彼於二零一八年三月三十日辭任)控制的公司支付由雙方協定的每月固定費用12,000人民幣(約14,900港元)。此交易亦為根據上市規則14A.76條而獲得豁免的關連交易。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

19. Related party transactions (Continued)

(c) Consultancy fees to related parties

Consultancy fee paid to Ms. Yang Li (note 1)	支付顧問費予楊莉女士 (附註1)
Consultancy fee paid to Mr. Lai Guanglin (note 2)	支付顧問費予 Lai Guanglin先生(附註2)

Notes:

- The Group paid consultancy fee to Ms. Yang Li, the former Independent non-executive Director of the Company who resigned on 1 September 2016, for a fixed sum of HK\$41,700 per month as agreed by both parties. This is a connected transaction which is exempted under Rule 14A.76 of the Listing Rules. Ms. Yang Li ceased to be a related party from 1 September 2017.
- During the period, the Group paid consultancy fee to Lai Guanglin, the former executive Director and the Chairman of the Company who resigned on 30 March 2018, for a fixed sum of HK\$248,000 per month as agreed by both parties. This is a connected transaction which is exempted under Rule 14A.76 of the Listing Rules.

19. 關連人士交易(續)

(c) 向關連人士支付的顧問費

Unaudited
未經審核
For the six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
–	250
744	–
744	250

附註:

- 本集團向本公司之前任獨立非執行董事楊莉女士(彼於二零一六年九月一日辭任)支付由雙方協定的每月固定41,700港元顧問費。此交易為根據上市規則14A.76條而獲得豁免的關連交易。楊莉女士自二零一七年九月一日起不再為關連人士。
- 於期內，本集團向本公司之前任執行董事兼主席Lai Guanglin先生(彼於二零一八年三月三十日辭任)支付由雙方協定的每月固定248,000港元顧問費。此交易為根據上市規則14A.76條而獲得豁免的關連交易。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註

19. Related party transactions (Continued)

(d) Loan to a related company

On 1 August 2016, the Group advanced a loan of US\$10,000,000 (equivalent to HK\$77,746,000) to China Victory International Holdings Limited ("CVIL"), a wholly-owned subsidiary of Agria Corporation, for a term of 3 years.

The loan carried interest at 10.5% per annum and is repayable by 31 July 2019. The loan is secured by the entire issued shares of CVIL executed by Agria Group Limited ("AGL"), the immediate holding company of CVIL, and also guaranteed by a deed of corporate guarantee executed by Agria Corporation in favour of the Group. Mr. Lai Guanglin, a director and ultimate controlling party of the Company, is also a controlling shareholder of Agria Corporation.

Pursuant to a resolution passed in a special general meeting on 23 February 2018, the Group agreed to novate and AGL, a wholly owned subsidiary of Agria Corporation and the immediate holding company of CVIL, agreed to assume the Group's loan to CVIL of US\$10,000,000 (equivalent to HK\$78,357,000) with all other terms and conditions remained unchanged.

For six months ended 30 June 2018, the interest income from AGL amounted to approximately US\$521,000 (equivalent to HK\$4,093,000) (2017: US\$521,000 (equivalent to HK\$4,060,000)).

As at 30 June 2018, the loan to AGL amounted to US\$10,000,000 (equivalent to HK\$78,679,000) (31 December 2017: US\$10,000,000 (equivalent to HK\$78,357,000)).

20. Approval of interim financial information

The interim financial information was approved by the board of directors of the Company on 20 August 2018.

19. 關連人士交易(續)

(d) 貸款予一間關連公司

於二零一六年八月一日，本集團向中滙國際集團有限公司「CVIL」（Agria Corporation的一間全資附屬公司）墊付期限3年的貸款10,000,000美元（相等於77,746,000港元）。

該貸款以年息10.5%計息，並將於二零一九年七月三十一日之前償還。該貸款由CVIL的直接控股公司Agria Group Limited「AGL」行使CVIL的全部已發行股份作擔保及Agria Corporation執行對本集團作公司擔保契約。本公司之董事兼最終控制人Lai Guanglin先生，亦為Agria Corporation控股股東。

根據於二零一八年二月二十三日舉行的股東特別大會上通過的決議案，本集團同意AGL（Agria Corporation的全資附屬公司及CVIL的直接控股公司）承擔本集團向CVIL的貸款10,000,000美元（相等於78,357,000港元），其他條款和條件保持不變。

截至二零一八年六月三十日止六個月，從AGL所得的利息收入約為521,000美元（相等於4,093,000港元）（二零一七年：521,000美元（相等於4,060,000港元））。

於二零一八年六月三十日，貸款予AGL的金額為10,000,000美元（相等於78,679,000港元）（二零一七年十二月三十一日：10,000,000美元（相等於78,357,000港元））。

20. 審批中期財務資料

本公司董事會於二零一八年八月二十日審批中期財務資料。

FINANCIAL REVIEW

For the period ended 30 June 2018, the Group recorded revenue of approximately HK\$274.9 million (2017: HK\$328.8 million), a decrease of 16.4% as compared to the same period in 2017. The profit attributable to equity holders of the Company for the six months ended 30 June 2018 was approximately HK\$17.5 million (2017: HK\$44.5 million), representing a decrease of 60.6% over the same period in 2017 as the overall revenue and gross margin decrease. The basic earnings per share was approximately HK1.31 cents (2017: HK3.34 cents).

BUSINESS REVIEW

The Group is a leading provider to the construction sector offering a wide range of pipe (including copper tube, stainless steel and steel pipes, etc.), related products, fittings, comprehensive services and solutions to the contractors, designers, consultants and government agencies in Hong Kong and Macau.

The year 2017 was an exceptional year for the Group and we achieved a very high gross profit margin in the first half of 2017 which was due to the favorable construction market conditions in Hong Kong then. Compared to the highest revenue and net profit for 2017 since 2009, the Group's pipes and fittings business did not gain growth traction in the first half of 2018. Although the results in the first half of 2018 were not as stellar as in the same period of 2017, we still achieved satisfactory results during the period under review.

In the first half of 2018, we faced challenges amidst the ever-changing business environment. We encountered the supply shortage and other factory issues. The supply of ductile iron pipes was affected by the PRC factories temporarily stopping production even though we had increased the stock level towards the end of last year. This shortage delayed our delivery of products to fulfill our customers' needs. Furthermore, sales to Macau remained weak with the lack of large projects. In terms of product quality, we continued to work together with our suppliers to further strengthen our quality inspection program in the first half of 2018.

財務回顧

截至二零一八年六月三十日止期內，本集團錄得收入約為274,900,000港元(二零一七年：328,800,000港元)，較二零一七年同期下跌16.4%。截至二零一八年六月三十日止六個月，由於整體的收入和毛利率有所減少，本公司股權持有人應佔溢利約為17,500,000港元(二零一七年：44,500,000港元)，較二零一七年同期下跌60.6%。每股基本溢利約為1.31港仙(二零一七年：3.34港仙)。

業務回顧

本集團主要為香港及澳門之承建商、設計師、顧問及政府機構提供各類型管道(包括銅管、不銹鋼管和鋼管等)、相關產品、配件，全面的服務和解決方案，於建築行業處於領導地位。

二零一七年是本集團特別好的一年。我們在二零一七年上半年實現了非常高的毛利率，其乃受惠於當時香港利好的建築業市場環境支持。相對二零一七年是自二零零九年以來的最高收入和淨利潤，本集團的管道及管件業務於二零一八年上半年並沒有因此得到增長的牽引。雖然二零一八年上半年的業績並未如二零一七年同期一樣出色，但我們在回顧期間仍取得了滿意的業績。

在二零一八年的上半年，我們在不斷變化的商業環境中面臨挑戰。我們面對着供應短缺和其他工廠的問題。儘管我們在去年後期增加了庫存量水平，但中國工廠暫時停止生產仍然影響了球墨鑄鐵管的供應。缺貨延遲了我們的產品付運，以滿足客戶的需求。此外由於澳門沒有大型項目，澳門的銷售仍然疲弱。在產品質量方面，我們在二零一八年的上半年繼續與供應商一起合作，進一步加強我們的質量檢驗計劃。

Management Discussion and Analysis

管理層討論及分析

Meanwhile, rising material costs and unfavourable market conditions affected our profit margin. Increasing overhead costs also squeezed the net profit of the Group. These factors adversely impacted the Group's performance during the period under review. The Group's revenue decreased by 16.4% to HK\$274.9 million (2017: HK\$328.8 million) and net profit decreased by 60.6% to HK\$17.5 million (2017: HK\$44.5 million).

The Group's selling and distribution costs decreased by 10.6% to HK\$10.1 million for the six months ended 30 June 2018 (corresponding period of 2017: HK\$11.3 million), mainly due to the decrease in consultancy fees and transportation costs of about HK\$1.4 million in line with the decrease in sales. The decrease in expenses was partially offset by the increase in direct logistic staff costs, travelling and promotion expenses of approximately HK\$0.2 million.

The Group's general and administrative expenses increased by 7.5% to HK\$54.4 million for six months ended 30 June 2018 (corresponding period of 2017: HK\$50.6 million). Such increase was mainly due to the increase in operating lease payments and testing fees of approximately HK\$4.4 million for the period under review. The increase in expenses was partially offset by the decrease in staff costs of about HK\$0.6 million.

For the six months ended 30 June 2018, finance income was fairly stable compared to the corresponding period of last year. Finance costs decreased as a result of the increase in cash flows and early settlement of bank loans for the period under review. As finance income outpaced costs during the period, we recorded net finance income of HK\$4.1 million (corresponding period of 2017: HK\$3.8 million).

PROSPECTS

The Group will continue to invest in resources for the inspection of the quality of pipes and fittings in order to better serve our customers. Despite the challenges we face, the Group remains confident of construction market outlook and our core business of pipes and fittings. The Hong Kong Government holding the housing supply steady and the development of public hospitals are positive for the construction industry. We will continue to benefit from these business opportunities in the construction market. In addition, the Group continues to be committed in exploring new business investment opportunities while managing risk exposure of the business vigilantly.

同時，不斷上漲的材料成本和不利市場環境影響了我們的毛利空間。增加管理費用亦擠壓本集團的淨利潤。該等因素對本集團於回顧期內的表現造成不利影響。本集團的收入減少16.4%至274,900,000港元(二零一七年：328,800,000港元)，而淨利潤則下跌60.6%至17,500,000港元(二零一七年：44,500,000港元)。

截至二零一八年六月三十日止六個月，本集團的銷售及分銷成本減少10.6%至10,100,000港元(二零一七年同期：11,300,000港元)，主要是由於顧問費用及運輸費的減少約1,400,000港元，與銷售的減少一致。此等減少的費用部份被增加的直接物流人員成本、出差費用及推廣費用約200,000港元所抵銷。

截至二零一八年六月三十日止六個月，本集團的一般及行政費用增加了7.5%至54,400,000港元(二零一七年同期：50,600,000港元)。此增加乃由於回顧期內增加的經營租賃費及檢測費用約4,400,000港元所致。此等增加的費用部份被減少的員工成本約600,000港元所抵銷。

截至二零一八年六月三十日止六個月，財務收入與去年同期相若穩定。而財務費用的減少是由於回顧期內現金流增加及提早償還銀行借貸所致。由於期內財務收入高於費用，我們錄得淨財務收入4,100,000港元(二零一七年同期：3,800,000港元)。

前景

本集團將繼續投入資源於管道及管件的質量檢查，以更好地為客戶服務。儘管我們面臨着挑戰，本集團仍對建築市場前景及我們管道及管件的核業務充滿信心。香港政府保持房屋供應的穩定及公立醫院的發展，都有利於建築業。我們將繼續受益於建築市場的商機中。此外，本集團繼續致力於探索新的業務投資機會，同時亦會謹慎管理好業務的風險。

LIQUIDITY AND CAPITAL RESOURCES ANALYSIS

As at 30 June 2018, the cash and bank balances of the Group were approximately HK\$177.2 million (31 December 2017: HK\$183.6 million) including pledged bank deposits amounting to approximately HK\$37.0 million (31 December 2017: HK\$37.0 million). Basically the Group's working capital requirement is financed by its internal resources and banking facilities. The Group believes that funds generated from operations and the available banking facilities will enable the Group to meet its future working capital requirements.

As at 30 June 2018, the Group had aggregate banking facilities of trade finance of approximately HK\$295.7 million (31 December 2017: HK\$289.2 million), of which approximately HK\$65.3 million (31 December 2017: HK\$88.3 million) was utilised. The Group's total borrowings stood at approximately HK\$50.1 million (31 December 2017: HK\$70.5 million), and the entire amount of borrowings for both periods will mature within one year. The entire amount of borrowings outstanding as at 30 June 2018 was HK\$50.1 million (31 December 2017: HK\$70.5 million). 21% (31 December 2017: 26%) and 79% (31 December 2017: 74%) of the borrowings were subject to floating and fixed rates respectively.

The gearing ratio as measured by total bank borrowings to total equity was approximately 9.5% as at 30 June 2018 (31 December 2017: 13.8%). As at 31 December 2017 and 30 June 2018, the entire amount of the Group's borrowings was denominated in Hong Kong dollars.

The Group conducts its business transactions mainly in Hong Kong dollar, Macau Pataca, Renminbi and United States dollar. In order to manage foreign exchange risk, the Group has been closely monitoring its foreign currency exposure and will arrange for any hedging facilities if necessary.

流動資金及財務資源分析

於二零一八年六月三十日，本集團之現金及銀行結餘約為177,200,000港元(二零一七年十二月三十一日：183,600,000港元)包括已抵押銀行存款約為37,000,000港元(二零一七年十二月三十一日：37,000,000港元)。基本上，本集團所需之營運資金來自內部資源及銀行融資額度。本集團相信由營運產生之資金及可用之銀行融資額度，足以應付本集團日後之流動資金需求。

於二零一八年六月三十日，本集團貿易融資的銀行額度合共約295,700,000港元(二零一七年十二月三十一日：289,200,000港元)，其中已動用之銀行融資額度約65,300,000港元(二零一七年十二月三十一日：88,300,000港元)。本集團的借貸總額約50,100,000港元(二零一七年十二月三十一日：70,500,000港元)，兩個期末之借貸全數將於一年內到期。於二零一八年六月三十日之未償還借貸全數約50,100,000港元(二零一七年十二月三十一日：70,500,000港元)。21%(二零一七年十二月三十一日：26%)及79%(二零一七年十二月三十一日：74%)的借貸分別以浮動及固定利率計息。

於二零一八年六月三十日，按借貸總額相對於總權益計算的資產負債比率約為9.5%(二零一七年十二月三十一日：13.8%)。於二零一七年十二月三十一日及二零一八年六月三十日，本集團借貸全數以港元結算。

本集團之業務交易主要以港元、澳門幣、人民幣及美元結算。為管理外匯風險，本集團一直密切監控外幣風險，並將於必要時作出對沖安排。

Management Discussion and Analysis

管理層討論及分析

CHARGE ON ASSETS

As at 30 June 2018, certain bank deposits and certificate of deposit held by subsidiaries of the Group with an aggregate carrying amounts of approximately HK\$37.0 million (31 December 2017: HK\$37.0 million) and HK\$10.0 million (31 December 2017: HK\$10.0 million) respectively were pledged to banks for banking facilities.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 June 2018 (31 December 2017: Nil).

STAFF AND REMUNERATION POLICY

As at 30 June 2018, the Group employed a total of 177 employees (31 December 2017: 177). Total employee benefit expenses for the period ended 30 June 2018 was approximately HK\$35.3 million (2017: HK\$36.0 million).

Remuneration policy is reviewed annually and certain staff are entitled to sales commission. In addition to the basic salaries and contributions to the mandatory provident fund, the Group also pays discretionary bonus and provides staff with other benefits including medical scheme for Hong Kong employees. The Group contributes to an employee pension scheme established by the PRC Government which undertakes to assume the retirement benefit obligations of all existing and future retired employees of the Group in Mainland China. The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible directors and employees of the Group to recognise their contribution to the result of the Group.

資產押記

於二零一八年六月三十日，由本集團之附屬公司持有之若干銀行存款及存款證賬面總值分別約37,000,000港元(二零一七年十二月三十一日：37,000,000港元)及約10,000,000港元(二零一七年十二月三十一日：10,000,000港元)已抵押予銀行以取得銀行融資額度。

或然負債

於二零一八年六月三十日，本集團並無任何重大或然負債(於二零一七年十二月三十一日：無)。

員工及薪酬政策

於二零一八年六月三十日，本集團共僱用177名員工(二零一七年十二月三十一日：177名)。截至二零一八年六月三十日止期間，員工福利開支共約35,300,000港元(二零一七年：36,000,000港元)。

薪酬政策每年檢討一次，部份員工享有銷售佣金收入。香港員工除了享有基本薪金及強積金供款外，本集團亦發放酌情花紅並提供醫療計劃等其他福利。本集團向一項由中國政府所設立的僱員退休金計劃供款，該退休金承諾承擔為本集團現時及未來為中國內地的退休員工提供退休福利的責任。本集團設有一項購股權計劃，以向本集團合資格董事及僱員提供獎勵及報酬，以表揚其對本集團業績作出之貢獻。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES

The interests of the directors in the share options of the Company are separately disclosed in the section headed "SHARE OPTION SCHEME" below.

As at 30 June 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were set out below:

Long positions in the shares and underlying shares of the Company

Name of Directors 董事名稱	Capacity 身份	Personal Interests 個人權益	Corporate Interests 法團權益	Total 總計	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Yu Ben Ansheng 俞安生	Beneficial owner/Interest of controlled corporation 實益擁有人／受控制法團權益	3,000,000	146,000,000 <small>(Note 附註)</small>	149,000,000	11.18%

Note:

These shares are held by King Jade Holdings Limited, which is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.

Save as disclosed above and in the section headed "SHARE OPTION SCHEME" below, as at 30 June 2018, none of the Directors or chief executive or their respective associates had any interests and short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份、相關股份或債權證之權益及淡倉

董事所持有本公司購股權的權益於下文「購股權計劃」一節中另行披露。

於二零一八年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

於本公司股份及相關股份之好倉

Name of Directors 董事名稱	Capacity 身份	Personal Interests 個人權益	Corporate Interests 法團權益	Total 總計	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Yu Ben Ansheng 俞安生	Beneficial owner/Interest of controlled corporation 實益擁有人／受控制法團權益	3,000,000	146,000,000 <small>(Note 附註)</small>	149,000,000	11.18%

附註：

該等股份由King Jade Holdings Limited持有，該公司由俞安生先生(本公司之執行董事兼首席執行官)全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。

除上文及下一節的「購股權計劃」所披露者外，於二零一八年六月三十日，概無董事或最高行政人員或彼等各自之聯繫人士於本公司或其他任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或須根據標準守則知會本公司及聯交所之權益及淡倉。

Other Information

其他資料

SHARE OPTION SCHEME

The share option scheme approved by the shareholders of the Company on 24 June 2004 (the "2004 Scheme") which expired on 23 June 2014. Thereafter, no further options will be granted under the 2004 Scheme but the subsisting options granted thereunder prior to the expiry date will continue to be valid and exercisable in accordance with the terms of the 2004 Scheme. Details of the share options granted, exercised, lapsed and cancelled under the Scheme during the period and outstanding as at 30 June 2018 were as follows:

購股權計劃

本公司股東於二零零四年六月二十四日批准之購股權計劃(「二零零四年計劃」)已於二零一四年六月二十三日屆滿。此後，概無根據二零零四年計劃再授出購股權，但於屆滿日期前根據二零零四年計劃條款授出之購股權將繼續有效並可予以行使。於期內，根據計劃授予、行使、失效及註銷及於二零一八年六月三十日尚未行使的購股權之詳情如下：

Name of Directors 董事姓名	Date of grant 授出日期	Exercise Price 行使價 HK\$ 港元	Movement during the period 期內變動					Held as at 30 June 2018 於二零一八年 六月三十日 持有
			Held as at 1 January 2018 於二零一八年 一月一日 持有	Granted and accepted 已授出並 接納	Exercised 已行使	Lapsed 已失效	Cancelled 已註銷	
Lai Fulin ^(Note 1) 賴福麟 ^(附註1)	3/12/2009	0.71	5,000,000	-	-	-	-	5,000,000
U Kean Seng ^(Note 1) 余建成 ^(附註1) (Resigned on 30 March 2018) (於二零一八年三月三十日辭任)	3/12/2009	0.71	3,000,000	-	-	3,000,000	-	-
Wong Yee Shuen, Wilson ^(Note 1) 黃以信 ^(附註1)	3/12/2009	0.71	1,000,000	-	-	-	-	1,000,000
Chen Wei Wen ^(Note 2) 陳偉文 ^(附註2)	5/5/2010	0.83	1,000,000	-	-	-	-	1,000,000
			10,000,000	-	-	3,000,000	-	7,000,000
Employees ^(Notes 1 & 3) 僱員 ^(附註1及3)	3/12/2009	0.71	9,300,000	-	-	300,000	-	9,000,000
			19,300,000	-	-	3,300,000	-	16,000,000

Notes:

1. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable 可行使之購股權最高百分比
20%
20%
20%
20%
20%

2. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable 可行使之購股權最高百分比
20%
20%
20%
20%
20%

3. Vesting of options granted to certain employees is subject to achievement of profit target.
4. As at 30 June 2018, the total number of shares available for issue upon exercise of all options which were granted under the 2004 Scheme in aggregate was 16,000,000 shares (31 December 2017: 19,300,000 shares), representing approximately 1.20% of the total number of shares of the Company in issue as at 30 June 2018 (31 December 2017: 1.45%).

At the Annual General Meeting of the Company held on 21 May 2015, the shareholders of the Company approved the adoption of a new share option scheme (the "2015 Scheme"). As at 30 June 2018, no share option was granted by the Company under the 2015 Scheme.

附註：

1. 授予該等承授人的購股權將分階段歸屬，並按下列方式行使：

Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
3/6/2010 – 2/12/2019
3/6/2011 – 2/12/2019
3/6/2012 – 2/12/2019
3/6/2013 – 2/12/2019
3/6/2014 – 2/12/2019

2. 授予該等承授人的購股權將分階段歸屬，並按以下方式行使：

Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
5/11/2010 – 4/5/2020
5/11/2011 – 4/5/2020
5/11/2012 – 4/5/2020
5/11/2013 – 4/5/2020
5/11/2014 – 4/5/2020

3. 授予若干僱員之購股權須達到溢利目標方可歸屬予有關僱員。
4. 於二零一八年六月三十日，根據二零零四年計劃授出之購股權獲悉數行使時可供發行股份數目共16,000,000股（二零一七年十二月三十一日：19,300,000股），約佔本公司於二零一八年六月三十日之已發行股本約1.20%（二零一七年十二月三十一日：1.45%）。

於二零一五年五月二十一日舉行之本公司股東週年大會上，本公司股東批准採納新購股權計劃（「二零一五年計劃」）。截至二零一八年六月三十日，本公司並未有根據二零一五年計劃授出購股權。

Other Information

其他資料

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option scheme of the Company, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares or debentures of the Company or any of its associated corporations (within the meaning of SFO).

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2018, the interests and short positions of the following persons or corporations, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long position in shares and underlying shares of the Company

Name of shareholders 股東名稱	Capacity 身份	Number of shares/underlying shares held 所持股份／ 相關股份數目	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Singapore Zhongxin Investment Company Limited (Note 1 附註1)	Beneficial owner 實益擁有人	437,234,620	32.79%
Li Juan (Note 2) 李娟(附註2)	Interest of spouse 配偶權益	437,234,620	32.79%
Qu Zhi 曲直	Beneficial owner 實益擁有人	333,317,500	25%
King Jade Holdings Limited (Note 3 附註3)	Beneficial owner 實益擁有人	146,000,000	10.95%

Notes:

1. Singapore Zhongxin Investment Company Limited is wholly and beneficially owned by Mr. Lai Guanglin, the former executive Director and the Chairman of the Company. Accordingly, Mr. Lai Guanglin is deemed to be interested in such shares under the SFO.

董事收購股份或債券的權利

除本公司之購股權計劃外，於期間內任何時間，本公司或其任何附屬公司概無參與訂立任何安排，致使本公司董事或其配偶或十八歲以下子女，可藉收購本公司或其他任何相聯法團(定義見證券及期貨條例)的股份或債券獲益。

主要股東

於二零一八年六月三十日，以下人士或法團(本公司董事或最高行政人員除外)於本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益及淡倉如下：

於本公司股份及相關股份之好倉

附註：

1. Singapore Zhongxin Investment Company Limited乃由Lai Guanglin先生(本公司之前任執行董事兼主席)全資實益擁有。因此，根據證券及期貨條例，Lai Guanglin先生被視為於該等股份中擁有權益。

- Ms. Li Juan, the spouse of Mr. Lai Guanglin who is the former executive Director and the Chairman of the Company, is also deemed to be interested in Mr. Lai's interest in the Company under the SFO.
- King Jade Holdings Limited is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.

Save as disclosed above, as at 30 June 2018, the Company had not been notified by any persons or corporations, other than the Directors or chief executive of the Company, who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Corporate Governance Code as stated in Appendix 14 of the Rules Governing the Listing of Securities on Stock Exchange (the "Listing Rules") throughout the period.

REVIEW BY AUDIT COMMITTEE

The condensed consolidated interim financial information for the six months ended 30 June 2018 has not been audited nor reviewed by the Company's auditor, PricewaterhouseCoopers, but this report has been reviewed by the audit committee of the Company.

The audit committee has reviewed with management the accounting policies and practices adopted by the Group and financial reporting matters including the review of the unaudited condensed consolidated financial information for the period. The audit committee of the Company currently consists of Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang as independent non-executive Directors.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

- 根據證券及期貨條例，李娟女士(本公司之前任執行董事兼主席Lai Guanglin先生之配偶)亦被視為擁有Lai先生於本公司之權益。
- King Jade Holdings Limited乃由俞安生先生(本公司之執行董事兼首席執行官)全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。

除上文披露者外，於二零一八年六月三十日，本公司並無獲通知有任何其他人士或法團(本公司董事或主要行政人員除外)於本公司股份或相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益及淡倉。

企業管治

本公司於期內已遵守聯交所證券上市規則(「上市規則」)附錄十四《企業管治守則》所載之守則條文規定。

審核委員會之審閱

截至二零一八年六月三十日止六個月之簡明綜合中期財務資料並未經本公司核數師「羅兵咸永道會計師事務所」審核或審閱，但本報告已經由本公司審核委員會審閱。

審核委員會與管理層檢討本集團所採納之會計政策及實務準則及財務匯報等事宜，包括審閱本期間之未經審核簡明綜合財務資料。本公司審核委員會目前由獨立非執行董事黃以信先生、陳偉文先生及管志強先生所組成。

購買、出售或贖回股份

本公司及其任何附屬公司於期內概無買賣任何本公司股份。

Other Information

其他資料

COMPLIANCE WITH MODEL CODE OF LISTING RULES

The Company has adopted the Model Code contained in Appendix 10 of the Listing Rules. Having made specific enquiry with the Directors, all Directors confirmed that they have fully complied with the required standard as set out in the Model Code throughout the six months ended 30 June 2018.

DISCLOSURE OF THE CHANGE IN THE INFORMATION OF THE DIRECTOR PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, change in the information of the director of the Company required to be disclosed in this report is as follows:

1. With effect from 1 April 2018, the director's salary of Mr. Yu Ben Ansheng, the executive Director of the Company, was increased to HK\$2,586,000 per annum.
2. With effect from 1 May 2018, the director's salary of Mr. Lai Fulin, the executive Director of the Company, was increased to HK\$2,757,600 per annum.

BOARD OF DIRECTORS

As at the date of this report, the Board of the Company consists of Mr. Lai Fulin and Mr. Yu Ben Ansheng as executive Directors; and Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang as independent non-executive Directors.

By Order of the Board

Lai Fulin
Chairman

Hong Kong, 20 August 2018

遵守上市規則之標準守則

本公司已採納上市規則附錄十所載的標準守則。經向董事作出特定查詢後，所有董事已確認彼等截至二零一八年六月三十日止六個月期間均全面遵守標準守則所載列之所規定的標準。

根據上市規則第13.51B(1)條須予披露之董事資料變更

根據上市規則第13.51B(1)條本報告須予披露之本公司董事資料變更如下：

1. 自二零一八年四月一日起，本公司執行董事俞安生先生之董事薪金增加至每年2,586,000港元。
2. 自二零一八年五月一日起，本公司執行董事賴福麟先生之董事薪金增加至每年2,757,600港元。

董事會

於本報告日期，董事會成員包括執行董事賴福麟先生及俞安生先生；及獨立非執行董事黃以信先生、陳偉文先生及管志強先生。

承董事會命

主席
賴福麟

香港，二零一八年八月二十日

冠力國際有限公司
Softpower International Limited