



吉野家 YOSHINOYA

2018



中期報告

INTERIM REPORT

合

合興集團控股有限公司

HOP HING GROUP HOLDINGS LIMITED

(於開曼群島註冊成立之有限公司) 股份代號: 47

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 47

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合興集團控股有限公司(「**本公司**」)董事會(「**董事會**」)謹此提呈本公司及其附屬公司(統稱「**本集團**」)截至二零一八年六月三十日止六個月(「**回顧期內**」)之未經審核簡明綜合業績及有關比較金額。

本中期財務報告未經審核，惟已由本公司審核委員會及本公司核數師審閱。

The board of directors (the “**Board**”) of Hop Hing Group Holdings Limited (the “**Company**”) herein present their unaudited condensed consolidated results of the Company and its subsidiaries (together, the “**Group**”) for the six months ended 30 June 2018, (the “**period under review**”), together with the comparative amounts.

This interim financial report has not been audited, but has been reviewed by the Company’s audit committee and the Company’s auditors.

簡明綜合損益表 Condensed Consolidated Income Statement

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
	附註 Notes		
營業額	TURNOVER	1,195,588	1,048,039
銷售成本	Cost of sales	(431,441)	(374,735)
其他收入及收益淨額	Other income and gains, net	5,251	10,414
銷售及分銷費用	Selling and distribution expenses	(555,049)	(469,035)
一般及行政費用	General and administrative expenses	(103,137)	(91,981)
經營溢利	PROFIT FROM OPERATING ACTIVITIES	111,212	122,702
融資成本	Finance costs	(376)	(524)
除稅前溢利	PROFIT BEFORE TAX	110,836	122,178
所得稅開支	Income tax expense	(35,013)	(35,887)
本期溢利	PROFIT FOR THE PERIOD	75,823	86,291
本公司股權持有人應佔溢利	PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	75,823	86,291
本公司股權持有人應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		
	10		
基本	Basic	HK0.77 港仙 cent	HK0.88 港仙 cent
攤薄	Diluted	HK0.77 港仙 cent	HK0.87 港仙 cent

簡明綜合全面收益表
Condensed Consolidated Statement of Comprehensive Income

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
本期溢利	PROFIT FOR THE PERIOD	75,823	86,291
其他全面收益／(支出)	OTHER COMPREHENSIVE INCOME/ (EXPENSE)		
於往後期間將重新分類至 損益表之其他全面 收益／(支出)：	Other comprehensive income/ (expense) to be reclassified to income statement in subsequent periods:		
換算海外業務之匯兌差額	Exchange differences on translation of foreign operations	(3,188)	12,507
本期其他全面收益／(支出)	OTHER COMPREHENSIVE INCOME/ (EXPENSE) FOR THE PERIOD	(3,188)	12,507
本期全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	72,635	98,798
本公司股權持有人應佔 全面收益總額	TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	72,635	98,798

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

			未經審核 Unaudited 二零一八年 六月三十日 30 June 2018 港幣千元 HK\$'000	經審核 Audited 二零一七年 十二月三十一日 31 December 2017 港幣千元 HK\$'000
		附註 Notes		
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	11	202,028	213,476
遞延稅項資產	Deferred tax assets		46,524	44,528
預付款項及租賃按金	Prepayment and rental deposits		48,286	51,618
非流動資產總額	Total non-current assets		296,838	309,622
流動資產	CURRENT ASSETS			
存貨	Stocks		150,004	111,447
應收賬項	Accounts receivable	12	17,000	17,769
預付款項、按金及 其他應收賬項	Prepayments, deposits and other receivables		114,492	97,960
可收回稅項	Tax recoverable		869	196
其他金融資產	Other financial assets	13	120,485	48,019
現金及現金等值物	Cash and cash equivalents		513,985	641,693
流動資產總額	Total current assets		916,835	917,084
流動負債	CURRENT LIABILITIES			
應付賬項	Accounts payable	14	174,805	153,624
其他應付賬項、應計 費用及合約負債	Other payables, accrued charges and contract liabilities	15	350,349	374,664
計息銀行貸款	Interest-bearing bank loan	16	10,000	10,000
應付稅項	Tax payable		12,161	9,857
流動負債總額	Total current liabilities		547,315	548,145

簡明綜合財務狀況表(續)

Condensed Consolidated Statement of Financial Position (continued)

		未經審核 Unaudited	經審核 Audited
		二零一八年 六月三十日 30 June	二零一七年 十二月三十一日 31 December 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
		附註 Notes	
流動資產淨額	NET CURRENT ASSETS	369,520	368,939
資產總額減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES	666,358	678,561
非流動負債 遞延稅項負債	NON-CURRENT LIABILITIES Deferred tax liabilities	20,163	24,751
淨資產	NET ASSETS	646,195	653,810
權益	EQUITY		
本公司股權持有人 應佔權益	Equity attributable to equity holders of the Company		
已發行股本	Issued share capital	17 1,007,043	1,007,043
儲備	Reserves	(360,848)	(353,233)
總權益	Total equity	646,195	653,810

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(未經審核)
For the six months ended 30 June 2018 (Unaudited)

		本公司股權持有人應佔 Attributable to equity holders of the Company		
		已發行股本	股份溢價賬*	根據股份獎勵計劃持有的股份* Shares held under share award scheme*
		Issued share capital	Share premium account*	held under share award scheme*
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一八年一月一日	At 1 January 2018	1,007,043	3,910,798	(30,078)
本期溢利	Profit for the period	-	-	-
本期其他全面支出：	Other comprehensive expense for the period:			
換算海外業務之匯兌差額	Exchange differences on translation of foreign operations	-	-	-
本期全面收益總額	Total comprehensive income for the period	-	-	-
股份獎勵計劃之股份歸屬	Vesting of shares of share award scheme	-	-	2,253
以股權結算之以股份支付	Equity-settled share-based payment	-	-	-
二零一七年末期股息(附註9)	Final dividend for 2017 (note 9)	-	(81,797)	-
於二零一八年六月三十日	At 30 June 2018	1,007,043	3,829,001	(27,825)

* 該等儲備賬項包括於二零一八年六月三十日之簡明綜合財務狀況表內儲備之借方餘額港幣 360,848,000 元。

† 合併儲備指於二零一二年收購後所出現附屬公司合興餐飲集團控股有限公司(「合興快餐」)的投資成本港幣 4,919,843,000 元(即代價總額為港幣 4,964,232,000 元扣減合興快餐欠付 Queen Board Limited 及其聯繫人的貸款港幣 44,389,000 元)超出合興快餐的股本港幣 363,000 元及股份溢價港幣 62,161,000 元之部分。

** 根據中華人民共和國(「中國」)公司法，於中國註冊成立的本公司的附屬公司須將年度法定除稅後純利(經抵銷任何過往年度虧損)之 10% 轉撥至法定儲備基金。當法定儲備基金之結餘達到各實體註冊資本之 50%，則可選擇是否繼續撥款。法定儲備基金可用於抵銷過往年度虧損或增加註冊資本。然而，於動用法定儲備基金後，其結餘最少必須為實體註冊資本之 50%。

*** 資本及其他儲備主要是過往年度從集團重組產生之資本儲備。

本公司股權持有人應佔
Attributable to equity holders of the Company

合併儲備**	以股份 付款儲備*	匯兌 波動儲備*	法定儲備***	資本及 其他儲備****	保留溢利*	總權益
Merger reserve**	Share-based payment reserve*	Exchange fluctuation reserve*	Statutory reserve***	Capital and other reserves****	Retained profits*	Total equity
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
(4,857,319)	23,128	7,141	16,439	69,377	507,281	653,810
-	-	-	-	-	75,823	75,823
-	-	(3,188)	-	-	-	(3,188)
-	-	(3,188)	-	-	75,823	72,635
-	(1,951)	-	-	-	(302)	-
-	1,547	-	-	-	-	1,547
-	-	-	-	-	-	(81,797)
(4,857,319)	22,724	3,953	16,439	69,377	582,802	646,195

* These reserve accounts comprise the reserves in debit balance of HK\$360,848,000 in the condensed consolidated statement of financial position as at 30 June 2018.

** Merger reserve represents the excess of investment cost in a subsidiary, Hop Hing Fast Food Group Holdings Limited ("Hop Hing Fast Food") of HK\$4,919,843,000 (being the total consideration of HK\$4,964,232,000 reduced by the loans of HK\$44,389,000 owed by Hop Hing Fast Food to Queen Board Limited and its associates) over the share capital and share premium of Hop Hing Fast Food of HK\$363,000 and HK\$62,161,000, respectively, arose from acquisition in 2012.

*** In accordance with the Company Law of the People's Republic of China (the "PRC"), the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory net profit after tax (after offsetting any prior years' losses) to the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% of each entity's registered capital, any further appropriation is optional. The statutory reserve fund can be utilised to offset prior years' losses or to increase the registered capital. However, such balance of the statutory reserve fund must be maintained at a minimum of 50% of the registered capital after such usages.

**** Capital and other reserves mainly represent the capital reserve arising from group reorganisation in prior years.

簡明綜合權益變動表(續)

Condensed Consolidated Statement of Changes in Equity (continued)

截至二零一七年六月三十日止六個月(未經審核)
For the six months ended 30 June 2017 (Unaudited)

		本公司股權持有人應佔 Attributable to equity holders of the Company		
		已發行股本	股份溢價賬*	根據股份獎勵 計劃持有的 股份*
		Issued share capital	Share premium account*	Shares held under share award scheme*
		港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
於二零一七年一月一日	At 1 January 2017	1,007,043	3,971,055	(27,797)
本期溢利	Profit for the period	-	-	-
本期其他全面支出：	Other comprehensive expense for the period:			
換算海外業務之匯兌差額	Exchange differences on translation of foreign operations	-	-	-
本期全面收益總額	Total comprehensive income for the period	-	-	-
根據股份獎勵計劃購入股份 (附註17)	Shares purchased under share award scheme (note 17)	-	-	(2,281)
以股權結算之以股份支付	Equity-settled share-based payment	-	-	-
二零一六年末期股息(附註9)	Final dividend for 2016 (note 9)	-	(60,257)	-
於二零一七年六月三十日	At 30 June 2017	1,007,043	3,910,798	(30,078)

本公司股權持有人應佔
Attributable to equity holders of the Company

合併儲備**	以股份 付款儲備*	匯兌 波動儲備*	法定儲備***	資本及 其他儲備****	保留溢利*	總權益
Merger reserve**	Share-based payment reserve*	Exchange fluctuation reserve*	Statutory reserve***	Capital and other reserves****	Retained profits*	Total equity
港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000	港幣千元 HK\$'000
(4,857,319)	12,668	(27,598)	16,439	69,377	339,929	503,797
-	-	-	-	-	86,291	86,291
-	-	12,507	-	-	-	12,507
-	-	12,507	-	-	86,291	98,798
-	-	-	-	-	-	(2,281)
-	5,326	-	-	-	-	5,326
-	-	-	-	-	-	(60,257)
(4,857,319)	17,994	(15,091)	16,439	69,377	426,220	545,383

簡明綜合現金流量表
Condensed Consolidated Statement of Cash Flows

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
		附註 Notes	
經營業務之現金流量	CASH FLOWS FROM OPERATING ACTIVITIES		
除稅前溢利	Profit before tax	110,836	122,178
就以下項目作出調整：	Adjustments for:		
利息收入	Interest income	5 (7,082)	(3,211)
融資成本	Finance costs	7 376	524
折舊	Depreciation	6 50,062	51,993
應收賬項減值撥回	Write-back of impairment of accounts receivable	-	(1,022)
物業、廠房及設備 項目之減值	Impairment of items of property, plant and equipment	6 171	-
撇銷物業、廠房及 設備項目之 虧損淨額	Loss on write-off of items of property, plant and equipment, net	6 4,940	3,176
以股權結算之以 股份支付開支	Equity-settled share-based payment expenses	1,547	5,326
		160,850	178,964
存貨增加	Increase in stocks	(38,557)	(13,958)
應收賬項減少	Decrease in accounts receivable	769	1,246
預付款項、按金及 其他應收賬項增加	Increase in prepayments, deposits and other receivables	(13,200)	(13,608)
應付賬項增加	Increase in accounts payable	21,181	28,798
其他應付賬項、應計 費用及合約負債 增加／(減少)	Increase/(decrease) in other payables, accrued charges and contract liabilities	(24,315)	10,027

簡明綜合現金流量表(續)

Condensed Consolidated Statement of Cash Flows (continued)

		未經審核 Unaudited	
		截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
	附註 Notes		
經營業務所得之現金	Cash generated from operations	106,728	191,469
已收利息	Interest received	7,082	3,211
已退回香港利得稅	Hong Kong profits tax refunded	687	349
已繳海外稅項	Overseas tax paid	(40,540)	(43,292)
經營業務所得之現金 流量淨額	Net cash flows from operating activities	73,957	151,737
投資活動之現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
購買物業、廠房及 設備項目	Purchases of items of property, plant and equipment	(46,262)	(59,406)
於購入時原訂於 三個月以上到期 之定期存款減少/ (增加)	Decrease/(increase) in time deposits with original maturity of more than three months when acquired	140,836	(76,652)
其他金融資產增加	Increase in other financial assets	(72,466)	-
投資活動所得/(所耗) 之現金流量淨額	Net cash flows from/(used in) investing activities	22,108	(136,058)
融資活動之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
已付融資成本	Finance costs paid	(376)	(524)
已付股息	Dividends paid	(81,797)	(60,257)
根據股份獎勵計劃 購入股份	Shares purchased under share award scheme	-	(2,281)
融資活動所耗之現金 流量淨額	Net cash flows used in financing activities	(82,173)	(63,062)

簡明綜合現金流量表(續)

Condensed Consolidated Statement of Cash Flows (continued)

		未經審核 Unaudited	
		截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
	附註 Notes		
現金及現金等值物 增加/(減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	13,892	(47,383)
於本期初之現金及 現金等值物	Cash and cash equivalents at beginning of period	381,189	366,327
匯率變動影響淨額	Effect of foreign exchange rates changes, net	(764)	6,988
於本期終之現金及 現金等值物	CASH AND CASH EQUIVALENTS AT END OF PERIOD	394,317	325,932
現金及現金等值物 結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
簡明綜合財務狀況 表所列之現金及 現金等值物	Cash and cash equivalents as stated in the condensed consolidated statement of financial position	513,985	573,343
減：於購入時原訂 於三個月以上 到期之定期存款	Less: Time deposits with original maturity of more than three months when acquired	(119,668)	(247,411)
簡明綜合現金流量表 所列之現金及現金 等值物	CASH AND CASH EQUIVALENTS AS STATED IN THE CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	394,317	325,932

簡明綜合財務報表附註

Notes to Condensed Consolidated Financial Statements

1. 編製基準

簡明綜合中期財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號中期財務報告及其他相關香港會計準則及詮釋、香港財務報告準則(統稱「香港財務報告準則」)，以及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六之披露要求編製。除下文附註2所列於期內採納之新訂及經修訂香港財務報告準則外，編製本簡明綜合中期財務報表時採納之會計政策及編製基準與截至二零一七年十二月三十一日止年度之年度財務報表使用者相同。

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 Interim Financial Reporting and other relevant HKASs and Interpretations, Hong Kong Financial Reporting Standards (collectively, the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Save for the adoption of new and revised HKFRSs during the period as set out in note 2 below, the accounting policies and basis of preparation adopted in the preparation of the condensed consolidated interim financial statements are the same as those used in the preparation of the annual financial statements for the year ended 31 December 2017.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響

本集團於本期間之簡明綜合中期財務報表首次採納下列經修訂香港財務報告準則。

香港財務報告準則第2號修訂本	以股份為基礎付款交易的分類及計量
香港財務報告準則第4號修訂本	與香港財務報告準則第4號保險合約一併應用的香港財務報告準則第9號金融工具
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收益
香港財務報告準則第15號修訂本	對香港財務報告準則第15號來自客戶合約之收益的澄清
香港會計準則第40號修訂本	投資物業轉讓
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
二零一四年至二零一六年週期之年度改進	香港財務報告準則第1號及香港會計準則第28號修訂本

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following revised HKFRSs for the first time for the current period's condensed consolidated interim financial statements.

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

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響 (續)

除下文有關香港財務報告準則第9號及香港財務報告準則第15號的解釋外，採納新訂及經修訂香港財務報告準則對本集團簡明綜合中期財務報表不會造成重大影響。採納香港財務報告準則第9號及香港財務報告準則第15號的主要影響如下：

香港財務報告準則第9號金融工具

香港財務報告準則第9號整合金融工具項目的所有階段，以取替香港會計準則第39號及於二零一八年一月一日或之後開始的年度期間內香港財務報告準則第9號的全部舊版本。本集團並無就香港財務報告準則第9號範疇內的金融工具重列二零一七年比較資料。因此，二零一七年比較資料於香港會計準則第39號項下申報，與呈列的二零一八年資料不可比較。

根據香港財務報告準則第9號，債務金融工具隨後透過損益按公平值入賬(「透過損益按公平值入賬」)、攤銷成本或透過其他全面收益按公平值入賬(「透過其他全面收益按公平值入賬」)計量。分類乃基於兩個標準作出：本集團管理資產的業務模式；及工具的合約現金流量是否為就未償還本金的「純粹支付本金及利息」(「SPPI標準」)。

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Other than as explained below regarding the impact of HKFRS 9 and HKFRS 15, the adoption of the new and revised HKFRSs has had no significant impact on the condensed consolidated interim financial statements of the Group. The principal effects of adopting HKFRS 9 and HKFRS 15 are as follows:

HKFRS 9 Financial Instruments

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

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

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響 (續)

香港財務報告準則第9號金融工具 (續)

(a) 分類及計量

本集團金融資產之新分類及計量如下：

金融資產按攤銷成本列賬的債務工具 — 指在業務模式內以持有金融資產以收取符合SPPI標準的合約現金流量為目的金融資產。此類別包括本集團的應收賬項、其他應收款項以及現金及現金等值物。

透過損益按公平值入賬的金融資產包括本集團於初步確認或過渡中並未不可撤回地選擇將其分類為按透過其他全面收益按公平值入賬的衍生工具。此類別亦包括現金流量特徵不符合SPPI標準或並非以收取合約現金流量或同時收取合約現金流量及出售為目的的業務模式內所持有的債務工具。

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 9 Financial Instruments (continued)

(a) Classification and measurement

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

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

Financial assets at FVPL comprise derivative instruments which the Group had not irrevocably elected, at initial recognition or transition, to classify at FVOCI. This category would also include debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響
(續)

香港財務報告準則第9號金融工具
(續)

(a) 分類及計量(續)

於二零一八年一月一日，香港會計準則第39號項下賬面值及香港財務報告準則第9號項下須重新分類結餘之對賬如下：

	香港會計準則 第39號計量 HKAS 39 Measurement 港幣千元 HK\$'000	重新分類 Reclassification 港幣千元 HK\$'000	香港財務報告 準則第9號計量 HKFRS 9 Measurement 港幣千元 HK\$'000
金融資產			
可供出售投資			
透過損益按 公平值入賬 的債務工具			
Available-for-sale investment	48,019	(48,019)	-
Debt instruments at fair value through profit or loss	-	48,019	48,019
	48,019	-	48,019

(b) 減值

香港財務報告準則第9號透過以前瞻性預期信貸虧損(「預期信貸虧損」)法取代香港會計準則第39號之產生虧損法，故採納香港財務報告準則第9號已基本上改變本集團金融資產減值虧損的會計處理。

2. IMPACT OF REVISED HONG KONG FINANCIAL
REPORTING STANDARDS (continued)

HKFRS 9 Financial Instruments (continued)

(a) Classification and measurement (continued)

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

	香港會計準則 第39號計量 HKAS 39 Measurement 港幣千元 HK\$'000	重新分類 Reclassification 港幣千元 HK\$'000	香港財務報告 準則第9號計量 HKFRS 9 Measurement 港幣千元 HK\$'000
金融資產			
可供出售投資			
透過損益按 公平值入賬 的債務工具			
Available-for-sale investment	48,019	(48,019)	-
Debt instruments at fair value through profit or loss	-	48,019	48,019
	48,019	-	48,019

(b) Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響
(續)

香港財務報告準則第9號金融工具
(續)

(b) 減值(續)

香港財務報告準則第9號規定本集團須就所有並非按公平值計入損益持有的貸款及其他債務金融資產記錄撥備。

預期信貸虧損以按合約到期的合約現金流及本集團預期收到的全部現金流之差額為基準。其後差異按資產原實際利率的相若金額貼現。

採納香港財務報告準則第9號的預期信貸虧損規定對簡明綜合財務報表不會造成重大財務影響。

(c) 對沖會計處理

根據香港財務報告準則第9號，預測購買非金融資產之現金流對沖所得收益及虧損須併入非金融資產的最初賬面值。因此，採納香港財務報告準則第9號後，現金流對沖所得收益或虧損淨額呈列於「於其後期間不會重新分類至損益的其他全面收入」項下。由於本集團概無符合對沖條件的金融資產，採納香港財務報告準則第9號之對沖會計規定對本集團簡明綜合財務報表概無財務影響。

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 9 Financial Instruments (continued)

(b) Impairment (continued)

HKFRS 9 requires the Group to record an allowance for ECLs for all loans and other debt financial assets not held at FVPL.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

The adoption of the ECL requirements of HKFRS 9 does not have a significant financial effect on the condensed consolidated financial statements.

(c) Hedge accounting

Under HKFRS 9, gains and losses arising on cash flow hedges of forecast purchases of non-financial assets need to be incorporated into the initial carrying amounts of the non-financial assets. Therefore, upon adoption of HKFRS 9, the net gain or loss on cash flow hedges was presented under "Other comprehensive income not to be reclassified to profit or loss in subsequent periods". As the Group has no financial assets qualified as hedge, the adoption of the hedge accounting requirements of HKFRS 9 had no financial effect on the Group's condensed consolidated financial statements.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響 (續)

香港財務報告準則第15號客戶合約 收益

香港財務報告準則第15號取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋，且應用於客戶合約產生的所有收益，除非該等合約屬於其他準則範圍。新準則確立一個五步模式將來自客戶合約的收益入賬。根據香港財務報告準則第15號，收益按能反映實體預期就向顧客轉讓貨物或服務而有權在交換中獲取的代價金額進行確認。

該準則要求實體作出判斷，並計及將該模式各步驟應用於其客戶合約時的所有相關事實及情況。該準則亦訂明將獲得合約的額外成本及與履行合約直接相關的成本入賬。

本集團已選擇採用香港財務報告準則第15號的過渡性條款，確認初步採納的累積影響為於二零一八年一月一日對保留溢利的期初結餘所作的調整，並僅適用於在二零一八年一月一日前未完成的合約。該採納不會對二零一八年一月一日的保留溢利期初結餘造成重大財務影響，對回顧期內的影響載列於下文。

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Group has elected to adopt the transitional provisions in HKFRS 15 to recognise the cumulative effect of initial adoption as adjustment to the opening balance of retained profits as at 1 January 2018 and only apply to contracts that are not completed before 1 January 2018. The adoption does not have a significant financial effect on the opening balance of retained profits at 1 January 2018 and the effect for the period under review is set out below.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

2. 經修訂香港財務報告準則之影響 (續)

香港財務報告準則第15號客戶合約收益(續)

本集團主要以「吉野家」及「冰雪皇后」品牌在華北地區營運快餐(「快餐」)業務。本集團已得出結論，來自快餐業務的收益應在產品交付顧客時確認。因此，採納香港財務報告準則第15號並無對收益確認時間造成影響。

會員積分計劃

本集團設立一項會員積分計劃，讓顧客購買產品時能累計積分。積分可換領免費產品或現金券。採納香港財務報告準則第15號前，本集團提供會員計劃導致一部分交易價格按已發放積分之公平值分配至會員計劃以及確認有關已發放但未換領或失效積分的遞延收益。本集團得出結論，根據香港財務報告準則第15號，會員積分產生獨立履約責任，原因是其向顧客提供重大權利，並分配一部分交易價格至顧客獲獎勵的會員積分，以相關獨立售價為基準。於二零一八年一月一日，有關會員積分計劃的遞延收益港幣3,232,000元由其他應付款項重新分類至合約負債。

2. IMPACT OF REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The Group is in the business of operation of quick service restaurants ("QSR") mainly under the brand names of Yoshinoya and Dairy Queen in Northern China. The Group has concluded that revenue from the operation of QSR business should be recognised at the point in time when the products is delivered to the customers. Therefore, the adoption of HKFRS 15 did not have an impact on the timing of revenue recognition.

Loyalty point programme

The Group operates a loyalty point programme, which allows customers to accumulate points when they purchase products. The points can be redeemed for the free products or cash coupon. Prior to the adoption of HKFRS 15, the loyalty programme offered by the Group resulted in the allocation of a portion of the transaction price to the loyalty programme using the fair value of points issued and recognition of the deferred revenue in relation to points issued but not yet redeemed or expired. The Group concluded that under HKFRS 15 the loyalty points give rise to a separate performance obligation because they provide a material right to the customer and allocated a portion of the transaction price to the loyalty points awarded to customers based on the relative stand-alone selling price. The deferred revenue related to this loyalty point programme of HK\$3,232,000 was reclassified from other payables to contract liabilities at 1 January 2018.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

3. 已頒佈但未生效之香港財務報告準則

本集團並無於該等中期財務報表應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第9號
修訂本 具有負補償之預付款項特點¹

香港財務報告準則第10號與香港會計準則第28號
(二零一一年) 投資者與其聯營公司或合營企業之間的資產出售或投入³

香港財務報告準則第16號 租賃¹

香港財務報告準則第17號 保險合約²

香港會計準則第28號修訂本 於聯營公司及合營企業之長期權益¹

香港(國際財務報告詮釋委員會)–詮釋第23號 所得稅處理方法的不明朗因素¹

二零一五年至二零一七年週期之年度改進 香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號和香港會計準則第23號修訂本¹

¹ 於二零一九年一月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 並未釐定強制性生效日期，但可供採納

3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these interim financial statements.

Amendments to HKFRS 9 *Prepayment Features with Negative Compensation*¹

Amendments to HKFRS 10 and HKAS 28 (2011) *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*³

HKFRS 16 *Leases*¹

HKFRS 17 *Insurance Contracts*²

Amendments to HKAS 28 *Long-term Interests in Associates and Joint Ventures*¹

HK (IFRIC)-Int 23 *Uncertainty over Income Tax Treatments*¹

Annual Improvements 2015–2017 Cycle Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23¹

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2021

³ No mandatory effective date yet determined but available for adoption

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

3. 已頒佈但未生效之香港財務報告準則(續)

本集團現正評估首次採用此等新訂及經修訂香港財務報告準則之影響，惟尚未能確定此等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成任何重大影響。

4. 經營分部資料

本集團之主要經營分部為快餐業務。由於快餐業務是本集團唯一的經營分部，因此並無就此呈列進一步分析。所有來自客戶合同之收益於交付產品的某個時間點確認。

此外，快餐業務的收入及非流動資產(不包括遞延稅項資產)主要歸屬於單一地區，即中國。因此並無列報地區分析。

3. ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The Group is in the progress of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

4. OPERATING SEGMENT INFORMATION

The Group's primary operating segment is QSR business. Since the QSR business is the only operating segment of the Group, no further analysis thereof is presented. All revenue from contracts with customers was recognised when the products were delivered at a point in time.

In addition, the QSR business' revenue and non-current assets, other than deferred tax assets, are predominantly attributable to a single geographical region, which is the PRC. Therefore, no analysis by geographical regions is presented.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

5. 營業額以及其他收入及收益淨額

營業額即期內售出貨品並扣除銷售相關稅項後之發票金額。

營業額以及其他收入及收益淨額之分析如下：

5. TURNOVER AND OTHER INCOME AND GAINS, NET

Turnover represents the invoiced value of goods sold, net of sales related taxes, during the period.

An analysis of turnover and other income and gains, net is as follows:

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
營業額	Turnover		
銷售額	Sales	1,195,588	1,048,039
其他收入及收益淨額	Other income and gains, net		
銀行利息收入	Bank interest income	7,082	3,211
匯兌差額淨額	Foreign exchange differences, net	(6,670)	3,716
政府補助金*	Government grants*	3,912	2,300
其他	Others	927	1,187
		5,251	10,414

* 政府補助金指就本集團在當地進行的業務活動而從地方政府收取的補貼。於確認政府補助金的期間內並無未達成的條件。

* Government grants represent the subsidies received from the local government for the Group's business activities carried out locally. There were no unfulfilled conditions during the period in which they were recognised.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

6. 經營溢利

本集團之經營溢利已扣除：

6. PROFIT FROM OPERATING ACTIVITIES

The Group's profit from operating activities is arrived at after charging:

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
已售存貨之直接成本*	Direct cost of stocks sold*	393,378	343,958
折舊	Depreciation	50,062	51,993
經營租賃項下就土地及樓宇的租賃付款	Lease payments under operating leases in respect of land and buildings		
– 最低租賃付款	– minimum lease payments	141,556	127,698
– 或然租金	– contingent rents	20,658	17,063
撤銷物業、廠房及設備項目之虧損淨額	Loss on write-off of items of property, plant and equipment, net	4,940	3,176
物業、廠房及設備項目減值	Impairment of items of property, plant and equipment	171	–

* 已售存貨之直接成本已計入簡明綜合損益表內的「銷售成本」中。

* Direct cost of stocks sold is included in "Cost of sales" in the condensed consolidated income statement.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

7. 融資成本

融資成本分析如下：

銀行貸款利息	Interest on bank loans
銀行融資收費及其他	Bank financing charges and others

未經審核 Unaudited	
截至六月三十日止六個月 For the six months ended 30 June	
二零一八年 2018	二零一七年 2017
港幣千元 HK\$'000	港幣千元 HK\$'000
6	133
370	391
376	524

7. FINANCE COSTS

An analysis of finance costs is as follows:

8. 所得稅支出

香港利得稅乃根據期內在香港產生之估計應課稅溢利按稅率16.5%(二零一七年:16.5%)作出撥備。其他地區應課稅溢利之稅項乃按本集團於各營運司法權區之通用稅率計算。

本集團於中國內地經營之附屬公司期內按彼等應課稅溢利的25%(二零一七年:25%)繳納中國企業所得稅。其中一間從事農業業務的附屬公司於二零一七及二零一八年度獲豁免根據標準所得稅稅率納稅。

8. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

The PRC corporate income tax rate for the Group's subsidiaries operated in Mainland China during the period was 25% (2017: 25%) on their taxable profits. One of the subsidiaries engaged in agricultural business is entitled to exemptions from the standard income tax rate in 2017 and 2018.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

8. 所得稅支出(續)

本期之所得稅支出/(抵免)之主要組成部份如下：

8. INCOME TAX EXPENSE (continued)

The major components of the income tax expense/(credit) for the period are as follows:

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
即期 – 香港	Current – Hong Kong		
本期支出	Charge for the period	711	1,009
即期 – 其他地區	Current – Elsewhere		
本期支出	Charge for the period	33,778	34,727
以往期間撥備 不足/(超額撥備)	Under/(over)-provision in prior periods	(984)	665
遞延稅項	Deferred tax	1,508	(514)
本期稅項支出總額	Total tax charge for the period	35,013	35,887

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

9. 股息

9. DIVIDEND

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
於本期間內支付的股息：	Dividend paid during the period:		
二零一七年之末期股息 -	Final dividend for 2017 -		
每股普通股 0.83 港仙	HK0.83 cent (2016: HK0.62 cent)		
(二零一六年：0.62 港仙)	per ordinary share	81,797	60,257

附註：

截至二零一八年及二零一七年六月三十日止期間所支付之末期股息指就已發行普通股所支付之股息，不包括股份獎勵計劃項下受託人所持庫存股份。

Note:

Final dividend paid during the periods ended 30 June 2018 and 2017 represented the dividends paid for issued ordinary shares, excluding treasury shares held by the trustee under the share award scheme.

10. 本公司股權持有人應佔每股盈利

10. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

a. 每股基本盈利

每股基本盈利乃根據本公司股權持有人應佔本期綜合溢利及期內已發行普通股之加權平均數 9,819,427,735 股(二零一七年：9,813,488,828 股)計算，並經調整以反映根據本公司的股份獎勵計劃所持有的股份數目 240,050,867 股(二零一七年：259,487,400 股)。

a. Basic earnings per share

The calculation of basic earnings per share is based on the consolidated profit for the period attributable to equity holders of the Company, and the weighted average number of 9,819,427,735 (2017: 9,813,488,828) ordinary shares in issue during the period, as adjusted to reflect the number of shares of 240,050,867 (2017: 259,487,400) held under the share award scheme of the Company.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

10. 本公司股權持有人應佔每股盈利
(續)

b. 每股攤薄盈利

於截至二零一八年六月三十日止期間內，每股攤薄盈利乃根據期內本公司股權持有人應佔綜合溢利及已發行普通股之加權平均數9,889,141,923股(二零一七年：9,908,274,022股)計算，並就所有具潛在攤薄影響之普通股69,714,188股(二零一七年：94,785,194股)予以調整，計算方式如下：

10. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY
(continued)

b. Diluted earnings per share

For the period ended 30 June 2018, the calculation of diluted earnings per share is based on the consolidated profit for the period attributable to equity holders of the Company and the weighted average number of 9,889,141,923 (2017: 9,908,274,022) ordinary shares in issue after adjusting for the effect of all dilutive potential ordinary shares of 69,714,188 (2017: 94,785,194) calculated as follows:

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018 港幣千元 HK\$'000	二零一七年 2017 港幣千元 HK\$'000
本公司股權持有人 應佔綜合溢利	Consolidated profit attributable to equity holders of the Company	75,823	86,291

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

10. 本公司股權持有人應佔每股盈利
(續)

10. EARNINGS PER SHARE ATTRIBUTABLE TO
EQUITY HOLDERS OF THE COMPANY
(continued)

b. 每股攤薄盈利(續)

b. Diluted earnings per share (continued)

		未經審核 Unaudited 股份數目 Number of shares	
		六月三十日 30 June 二零一八年 2018	六月三十日 30 June 二零一七年 2017
股份 用以計算每股基本 盈利之期內 已發行普通股 加權平均數	Shares Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	9,819,427,735	9,813,488,828
攤薄之影響 – 普通股 加權平均數：	Effect of dilution – weighted average number of ordinary shares:		
購股權	Share options	12,420,835	31,980,518
股份獎勵	Share award	57,293,353	62,804,676
		9,889,141,923	9,908,274,022

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

11. 物業、廠房及設備

截至二零一八年六月三十日止六個月，本集團以港幣46,262,000元(二零一七年：港幣59,406,000元)成本添置物業、廠房及設備項目。於截至二零一八年六月三十日止六個月，本集團撇銷及減值賬面淨值為港幣4,940,000元(二零一七年：港幣3,176,000元)及港幣171,000元(二零一七年：無)之物業、廠房及設備項目。

12. 應收賬項

本集團之快餐產品主要以現金進行出售。本集團快餐業務之應收賬項主要是應收具有信貸期60日內之商場及網上平台服務供應商的款項。逾期欠款由高級管理層定期作出審閱。

於本報告期終，根據到期日並扣除撥備後之應收賬項之賬齡分析如下：

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, the Group acquired items of property, plant and equipment with a cost of HK\$46,262,000 (2017: HK\$59,406,000). Items of property, plant and equipment with a net book value of HK\$4,940,000 (2017: HK\$3,176,000) and HK\$171,000 (2017: Nil) were written-off and impaired during the six months ended 30 June 2018.

12. ACCOUNTS RECEIVABLE

The Group's QSR products are mainly sold on a cash basis. Accounts receivable of the Group's QSR business were mainly due from shopping malls and internet platform service providers with credit terms within 60 days. The overdue balances are reviewed regularly by senior management.

An aged analysis of the accounts receivable as at the end of the reporting period, based on payment due date and net of provisions, is as follows:

	未經審核 Unaudited	經審核 Audited
	六月三十日 30 June	十二月三十一日 31 December
	二零一八年 2018	二零一七年 2017
	港幣千元 HK\$'000	港幣千元 HK\$'000
即期(未逾期及未減值)	Current (neither past due nor impaired)	
	16,443	17,231
逾期不超過60日	Within 60 days past due	
	557	538
	17,000	17,769

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

13. 其他金融資產

13. OTHER FINANCIAL ASSETS

		未經審核 Unaudited	經審核 Audited
		六月三十日 30 June	十二月三十一日 31 December
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
透過損益按公平值計量 之金融資產	Financial asset measured at fair value through profit or loss		
- 非上市金融產品	- Unlisted financial product	120,485	-
可供出售金融資產	Available-for-sale financial asset		
- 非上市金融產品	- Unlisted financial product	-	48,019
		120,485	48,019

其他金融資產指從一家位於中國內地的信譽卓著銀行所購買之期限為180天(二零一七年十二月三十一日：91天)的非上市本金保證金融產品。於二零一八年六月三十日，其他金融資產的公平值計量分類為第二層次的公平值層級，即使用重大可觀察輸入值計量公平值。

Other financial asset represents unlisted principal-guaranteed financial product purchased from a creditworthy bank in Mainland China with a maturity period of 180 days (31 December 2017: 91 days). As at 30 June 2018, the fair value measurement of the other financial asset is categorised in level 2 of the fair value hierarchy (i.e. fair value measurement using significant observable inputs).

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

14. 應付賬項

於本報告期終，根據到期日之應付賬項之賬齡分析如下：

		未經審核 Unaudited	經審核 Audited
		六月三十日 30 June	十二月三十一日 31 December
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
即期及不足 60 日	Current and less than 60 days	158,251	140,275
超過 60 日	Over 60 days	16,554	13,349
		174,805	153,624

應付賬項為不計息，一般於介乎 7 日至 90 日之信貸期內清償。

An aged analysis of accounts payable as at the end of the reporting period, based on the payment due date, is as follows:

15. 其他應付賬項、應計費用及合約負債

		未經審核 Unaudited	經審核 Audited
		六月三十日 30 June	十二月三十一日 31 December
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
其他應付賬項	Other payables	77,218	69,254
應計費用	Accrued charges	269,932	305,410
合約負債	Contract liabilities	3,199	-
		350,349	374,664

14. ACCOUNTS PAYABLE

15. OTHER PAYABLES, ACCRUED CHARGES AND CONTRACT LIABILITIES

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

16. 計息銀行貸款

16. INTEREST-BEARING BANK LOAN

		未經審核 Unaudited	經審核 Audited
		六月三十日 30 June	十二月三十一日 31 December
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
即期(一年內償還) 銀行貸款 — 無抵押	Current (repayable within one year) Bank loan — unsecured	10,000	10,000

附註：

銀行貸款為港幣貸款，按浮動利率計息。

Note:

The bank loan was denominated in Hong Kong dollars with floating interest rates.

17. 股本

17. SHARE CAPITAL

於截至二零一七年六月三十日止六個月，本公司股份獎勵計劃(「股份獎勵計劃」)之受託人(「受託人」)按每股港幣0.158元之價格，購入14,392,000股，每股面值港幣0.10元之普通股，總代價約為港幣2,281,000元。該等股份已分類為庫存股份。

During the six months ended 30 June 2017, 14,392,000 ordinary shares of HK\$0.10 each were purchased by the trustee (the "Trustee") of the Company's share award scheme (the "Share Award Scheme") at a price of HK\$0.158 per share at a total consideration of approximately HK\$2,281,000. The shares had been classified as treasury shares.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

18. 購股權

二零一五年四月九日，本公司根據於二零零八年三月十二日採納並於二零零八年四月二十五日生效之購股權計劃(「二零零八年購股權計劃」)，向本公司一名執行董事及若干合資格僱員授出300,000,000份購股權。行使價為每股港幣0.127元，相等於股份於二零一五年四月九日之市價。每份購股權賦予持有人權利可認購本公司一股每股面值港幣0.10元之普通股。該等購股權共分七批歸屬，首三批每批獲歸屬12%的購股權，而餘下四批中每批獲歸屬16%的購股權，並以於有關期間內達到若干表現目標作為歸屬條件。該等購股權的歸屬期由授出日期起直至行使期開始為止，屆時該等獲歸屬的購股權可予行使直至二零二五年四月八日為止。

二零一七年六月二十二日，本公司根據二零零八年購股權計劃，向一名並非本公司董事的合資格僱員授出72,500,000份購股權。行使價為每股港幣0.1988元，高於股份於二零一七年六月二十二日之收市價。每份購股權賦予持有人權利可認購本公司一股每股面值港幣0.10元之普通股。該等購股權共分七批歸屬，首三批每批獲歸屬12%的購股權，而餘下四批中每批獲歸屬16%的購股權，並以於有關期間內達到若干表現目標作為歸屬條件。該等購股權的歸屬期由授出日期起直至行使期開始為止，屆時該等獲歸屬的購股權可予行使直至二零二七年六月二十一日為止。

18. SHARE OPTIONS

On 9 April 2015, 300,000,000 share options were granted to an executive director and certain eligible employees of the Company under the share option scheme which was adopted by the Company on 12 March 2008 and became effective on 25 April 2008 (the "2008 Share Option Scheme"). The exercise price of HK\$0.127 per share was equal to the market price of the shares on 9 April 2015. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.10 each of the Company. These options are subject to a vesting scale in seven tranches of 12% each for the first three tranches and 16% each for the remaining tranches and achievement of certain performance targets within the relevant periods. The vesting period of such options started from the date of grant until commencement of the exercise period and such vested options are then exercisable until 8 April 2025.

On 22 June 2017, 72,500,000 share options were granted to an eligible employee who was not a director of the Company under the 2008 Share Option Scheme. The exercise price of HK\$0.1988 per share was higher than the closing price of the shares on 22 June 2017. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.10 each of the Company. These options are subject to a vesting scale in seven tranches of 12% each for the first three tranches and 16% each for the remaining tranches and achievement of certain performance targets within the relevant periods. The vesting period of such options started from the grant date up to the commencement of the exercise period and such vested options will then be exercisable until 21 June 2027.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

18. 購股權(續)

二零一八年六月八日，根據股東於二零一八年六月八日舉行之本公司股東週年大會上採納之新購股權計劃(「二零一八年購股權計劃」)，向四名獨立非執行董事及若干合資格僱員授出40,280,000份及463,233,000份購股權。行使價為每股港幣0.189元，相等於股份於二零一八年六月八日之收市價。每份購股權賦予持有人權利可認購本公司一股每股面值港幣0.10元之普通股。該等授予僱員的購股權共分七批歸屬，首三批每批獲歸屬12%的購股權，而餘下四批中每批獲歸屬16%的購股權，並以於有關期間內達到若干表現目標作為歸屬條件。該等購股權的歸屬期由授出日期起直至行使期開始為止，屆時該等獲歸屬的購股權可予行使直至二零二八年六月七日為止。

所有已授購股權之公平值為港幣62,524,045元(二零一七年：港幣29,883,000元)，乃經考慮授出購股權所依據之條款及條件，使用二項式購股權定價模式估計。

18. SHARE OPTIONS (continued)

On 8 June 2018, 40,280,000 and 463,233,000 share options were granted to four independent non-executive directors and certain eligible employees, respectively, under the new share option scheme which was adopted by the shareholders at the annual general meeting of the Company held on 8 June 2018 (the “**2018 Share Option Scheme**”). The exercise price of HK\$0.189 per share was equal to the closing price of the shares of 8 June 2018. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.10 each of the Company. The options granted to employees are subject to a vesting scale in seven tranches of 12% each for the first three tranches and 16% each for the remaining tranches and achievement of certain performance targets within the relevant periods. The vesting period of share options started from the grant date up to the commencement of the exercise period and such vested options will then be exercisable until 7 June 2028.

The fair value of all the share options granted was HK\$62,524,045 (2017: HK\$29,883,000) which was estimated using a binomial option pricing model, taking into account the terms and conditions upon which the options were granted.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

18. 購股權(續)

每份所授出購股權之合約年期為10年。已授出購股權之公平值乃使用以下假設而估計：

18. SHARE OPTIONS (continued)

The contractual life of each option granted is 10 years. The fair value of options granted was estimated using the following assumptions:

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
股息率(%)	Dividend yield (%)	1.97-4.77	1.97-3.16
預期波幅(%)	Expected volatility (%)	34.17-55.00	34.17-59.34
歷史波幅(%)	Historical volatility (%)	34.17-55.00	34.17-59.34
無風險利率(%)	Risk free interest rate (%)	1.43-2.91	1.43-2.05
行使倍數 - 董事	Exercise Multiple - Director	2.80	2.80
行使倍數 - 僱員	Exercise Multiple - Employee	2.20	2.20

截至二零一八年及二零一七年六月三十日止六個月概無購股權獲行使。

No options were exercised during the six months ended 30 June 2018 and 2017.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

19. 股份獎勵

於截至二零一五年六月三十日止期間內，董事會於二零一五年五月二十六日議決以根據本公司股東於二零一四年六月五日舉行之股東週年大會上授出之一般授權而發行64,143,400股新股份的方式，向若干獲選參與者(並非本公司董事、主要行政人員或主要股東，亦非上述任何人士的聯繫人(定義見上市規則))授予有關64,143,400股股份的股份獎勵(「認購獎勵」)，據此可予發行及配發的股份最高數目為1,000,628,838股。本公司根據認購獎勵向受託人發行及配發的64,143,400股新股份，相當於本公司於配發前之已發行股本約0.641%及本公司於配發後之經擴大已發行股本約0.637%。

於截至二零一八年六月三十日止期間內，董事會議決向若干獲選參與者(並非本公司董事、主要行政人員或主要股東，亦非上述任何人士的聯繫人(定義見上市規則))授予有關38,699,120股(二零一七年六月三十日：29,634,959股；二零一六年六月三十日：17,030,499股)股份的股份獎勵。

19. SHARE AWARDS

During the period ended 30 June 2015, the Board resolved to grant share awards in respect of 64,143,400 shares (the “**Subscription Awards**”), to certain selected participants, who were not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them, by way of issue of 64,143,400 new shares on 26 May 2015 pursuant to the general mandate, granted by the shareholders of the Company at the annual general meeting held on 5 June 2014, under which the maximum number of shares that could be issued and allotted is 1,000,628,838 shares. The 64,143,400 new shares issued and allotted by the Company to the Trustee pursuant to the Subscription Awards represented approximately 0.641% of the Company's issued share capital before the allotment and approximately 0.637% of the Company's enlarged issued share capital after the allotment.

During the period ended 30 June 2018, the Board resolved to grant share awards in respect of 38,699,120 shares (30 June 2017: 29,634,959 shares; 30 June 2016: 17,030,499) to certain selected participants who were not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them.

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

19. 股份獎勵(續)

受託人將以信託形式為有關獲選參與者持有股份，直至股份歸屬為止。所授出之股份將按本公司所發出的有關授予獎勵函件內所指明的比例於各有關日期歸屬。已歸屬股份將會不需任何費用轉讓予獲選參與者，惟相關交易費用及開支應由獲選參與者以承讓人身份支付。

於截至二零一八年六月三十日止期間內，受託人已將有關19,436,533股的股份獎勵歸屬及轉移予若干選定參與人。

20. 有關連人士交易

除於簡明綜合財務報表其他部份披露之重大交易及結餘外，本集團於期內有下列向主要管理人員支付之酬金：

19. SHARE AWARDS (continued)

The Trustee will hold the shares in trust for selected participants, until the shares become vested. The shares granted will be vested in the proportions and on the dates as set out in the relevant letters of grant issued by the Company. Vested shares will be transferred to the selected participants at no cost save that transaction fees and expenses will be payable by the selected participants as transferees.

During the period ended 30 June 2018, share awards in respect of 19,436,533 shares were vested and transferred by the Trustee to certain selected participants.

20. RELATED PARTY TRANSACTIONS

In addition to those material transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following compensation to key management personnel during the period:

		未經審核 Unaudited	
		截至六月三十日止六個月 For the six months ended 30 June	
		二零一八年 2018	二零一七年 2017
		港幣千元 HK\$'000	港幣千元 HK\$'000
短期僱員福利	Short-term employee benefits	3,633	3,497
退職後福利	Post-employment benefits	76	76
以股權結算之以股份支付， 淨額	Equity-settled share-based payment, net	(187)	768
		3,522	4,341

簡明綜合財務報表附註(續)

Notes to Condensed Consolidated Financial Statements (continued)

21. 資本承擔

於本報告期終，本集團之資本開支承擔如下：

21. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following commitments for capital expenditure:

	未經審核 Unaudited	經審核 Audited
	六月三十日 30 June	十二月三十一日 31 December
	二零一八年 2018	二零一七年 2017
	港幣千元 HK\$'000	港幣千元 HK\$'000
物業、廠房及設備： 已訂約但未計提	Property, plant and equipment: Contracted, but not provided for 1,044	2,885

22. 中期財務報告之核准

中期財務報告經由董事會於二零一八年八月二十四日核准及授權刊發。

22. APPROVAL OF THE INTERIM FINANCIAL REPORT

This interim financial report was approved and authorised for issue by the Board on 24 August 2018.

管理層討論及分析 Management Discussion and Analysis

整體表現

於回顧期內，本集團業務之營業額合共為港幣1,195,600,000元(二零一七年上半年：港幣1,048,000,000元)。除利息、稅項、折舊及攤銷前盈利(「EBITDA」)為港幣161,300,000元，較二零一七年同期錄得之港幣174,700,000元減少港幣13,400,000元。於回顧期內，本公司股權持有人應佔溢利為港幣75,800,000元，較去年上半年之港幣86,300,000元減少港幣10,500,000元或12.1%。溢利減少主要由於在回顧期內中國快餐市場出現價格主導的宣傳推廣所致。

本期每股基本及攤薄盈利分別為0.77港仙及0.77港仙(截至二零一七年六月三十日止六個月：分別為0.88港仙及0.87港仙)。

股息

於二零一八年六月二十九日，本公司派付截至二零一七年十二月三十一日止年度之末期股息為每股0.83港仙。本公司董事(「董事」)不建議派發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)。

OVERALL PERFORMANCE

For the period under review, the turnover of the Group's business amounted to HK\$1,195.6 million (for the first half of 2017: HK\$1,048.0 million). Earnings before interest, tax, depreciation and amortization (EBITDA) were HK\$161.3 million, representing a decrease of HK\$13.4 million from HK\$174.7 million recorded for the same period in 2017. Profit attributable to equity holders of the Company for the period under review was HK\$75.8 million, representing a decrease of HK\$10.5 million or 12.1% when compared with HK\$86.3 million for the first half of last year. The decrease in profit was mainly due to the price driven promotions in the QSR market in China in the period under review.

Basic and diluted earnings per share for the period were HK0.77 cent and HK0.77 cent respectively (six months ended 30 June 2017: HK0.88 cent and HK0.87 cent respectively).

DIVIDEND

On 29 June 2018, the Company made a final dividend payment of HK0.83 cent per share for the year ended 31 December 2017. The directors of the Company (the "Directors") do not recommend the payment of an interim dividend for the six months ended 30 June 2018 (six months ended 30 June 2017: Nil).

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧及前景

行業回顧

於二零一八年上半年，中國經濟維持穩定及積極發展的動力。此外，服務行業持續穩定增長。與此同時，人們追求高質消費。零售，尤其是網上銷售、速遞及相關行業持續快速增長。隨著「+互聯網」進一步融入各個行業，新業務模式不斷湧現及擴展。網購及網絡平台經濟已達致高速增长，為中國經濟發展帶來新活力。

於二零一八年上半年，除堂食及外送業務外，新業務形式如「共享餐廳」開始出現。新零售的發展動力迅速，且主要電商巨頭利用其現有網絡資源(如大數據及手機支付)以及其成熟的物流營運大規模地進駐實體店，進一步擴展其新整合的線上及線下零售業務。新零售及餐飲業務之結合對傳統餐飲業務影響重大，餐飲業競爭愈加劇烈。新零售業現正演變成餐飲、零售、休閒及娛樂的組合，當中餐飲業受多項因素推動，包括「堂食」、「外賣自取」、「外送」及「預先包裝食物」。應用智能科技、機器人、自助點餐機及自助販賣機亦大幅惠及餐飲業及零售業，包括提高效率、控制成本、優化顧客體驗及提高收益。在餐飲業競爭如此激烈的環境下，只有適應市場迅速變化者方能繼續生存。

REVIEW OF OPERATION AND PROSPECTS

Industry review

In the first half of 2018, China's economy maintained stable and positive development momentum. Also, the service sector continued to maintain steady growth. At the same time, people have continued to pursue higher quality consumption. Retailing, especially online, express delivery and related industries continued to grow rapidly. New business models are constantly emerging and expanding, with "+Internet", for example, becoming further integrated into various industries. Online shopping and the internet platform economy have achieved high-speed growth, bringing new vitality to China's economic development.

During the first half of 2018, along with dine-in and delivery businesses, new forms of business such as "Sharing Restaurants" have begun to emerge. The development momentum of new retailing is rapid, and major e-commerce giants have utilized their existing internet resources, such as big data and mobile payment, as well as their mature logistic operations to deploy physical stores on a large scale to further expand their new integrated online-and-offline retail operations. The fusion of new retailing and catering business has had a significant impact on the traditional catering business, with competition in the catering segment becoming increasingly fierce. The new retailing industry is morphing into a combination of catering, retailing, leisure and entertainment, in which the catering segment is driven by various forces, including "dine-in", "take-away", "delivery", and "pre-packed food". The application of intelligent technology, robotic machines, automatic ordering machines and vending machines have also contributed significantly to the catering and retail industries in terms of improving efficiency, controlling costs, optimizing the customer experience, and enhancing revenue. Under such keen competition of the catering market, only those who can adapt to the rapid changes can survive.

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

行業回顧(續)

在消費者方面，90後成為餐飲消費的支柱。除食物味道外，年青人亦關注食物賣相、服務以及性價比，這提醒了餐飲業者，彼等須與時俱進並在產品、服務及定價方面相應調整其策略。電商巨頭透過新零售模式加入餐飲業以及其於行業內的龐大投資將加劇業者之間的競爭。競爭者經常採用低價策略競爭市場份額為餐飲業者的盈利能力帶來巨大壓力。激烈的市場競爭令到新店舖的發展及擴展更困難，尤其是難以取得優質地點。受外送業務增長及勞動成本增加推動，經營成本亦繼續成為關注問題之一。於二零一八年上半年，外送服務成本依然是影響盈利能力之主要因素之一。同時，政府引入更多嚴謹食物安全及勞工政策，導致餐飲業者之經營成本增加，因其須遵守有關規定。整體而言，「四高一低」(高原材料成本、高勞動成本、高租金開支、高水電成本及低回報)的不利因素持續影響餐飲業的盈利狀況。

REVIEW OF OPERATION AND PROSPECTS (continued)

Industry review (continued)

From the consumers' perspective, the post-90s became the mainstay of food and beverage consumption. In addition to taste, young people are also concerned with appearance, service and value for money. This is a reminder to catering operators that they need to stay up-to-date on market trends and adjust their strategies in terms of products, services, and pricing. The involvement of e-commerce giants in the catering industry via new retail models as well as their massive investment in the industry will exacerbate competition among industry players. The low-price strategy frequently adopted by competitors to compete for market share has placed immense pressure on profitability of catering operators. Fierce market competition has also made the development and expansion of new stores more difficult, especially in obtaining top locations. Operating costs continue to be of concern as well, driven by growth of the delivery business and increase in labor cost. In the first half of 2018, the cost of delivery services remained among the major factors that affected profitability. At the same time, the government's introduction of more strict food safety and labor policies led to an increase in operating costs for catering operators as they sought to achieve compliance. Overall, the unfavorable factors of "four highs and one low" (high raw material cost, high labor cost, high rental expense, high utility cost and low return) continued to affect the profitability of the catering industry.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧

為應對各種挑戰，合興於年初切實執行其經營策略，包括(1)店舖升級(包括服務、品牌形象及產品提升)；(2)自家品牌擴展(包括創造及發展新品牌以加快自家品牌的擴展)；(3)持續組織發展(透過網絡結構共享系統)以提高效益，包括分配更多資源至培訓有潛力員工以提高其表現；(4)推出新零售業務模式，應用顧客回饋的數據以激發「透過不同場景引發“衝動消費”」、建立「全渠道」服務模式以提供「食」的解決方案，以及提供增值服務提高顧客滿意度；及(5)改善客戶關係管理(「客戶關係管理」)會員系統，包括提高顧客數據管理及全網絡之智能管理。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review

In response to the various challenges, Hop Hing earnestly implemented its business strategies at the beginning of the year, comprising: (1) store upgrades, including service, brand image, and product enhancement; (2) self-owned brand expansion, which involves the creation and nurturing of new brands to expedite expansion of self-owned brands; (3) ongoing organizational development (through network-structure sharing system) to improve efficiency, including the allocation of more resources towards training potential staff to enhance their performance; (4) launch of new retail business model, applying customers feedback data to stimulate “impulse purchasing through different scenarios”, establishing a “full channel” service mode to provide “solutions for eating”, and providing value-added services to increase customer satisfaction; and (5) modifying the customer relationship management (“CRM”) membership system, including enhancing customer-data management and intelligent management of all networks.

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

為了豐富產品組合，合興加強產品發展，包括拓闊產品類型及發展具成本效益的產品以抵禦競爭對手採用的低價政策。因應飲品市場的崛起，合興已發展及增加供應飲品的種類予其顧客。同時，其以新品牌「野葉子」推出沙律產品，以滿足顧客對「天然」及「健康」食物選擇的追求。以掌握綠色及健康飲食習慣意識日漸增強的顧客行為。另一方面，新科技及設備(如自助點餐機及自助販賣機)亦已推出，不但提高本集團的高科技形象，更能有效減少高勞動成本的影響。此外，為照顧年輕一代顧客的需求及進化成新零售業務模式，除開設店舖及引入新產品及新品牌外，本集團已推出人工智能販賣機，提供多種產品，包括新鮮食物、預先包裝食物及沙律產品，以覆蓋新的市場。同時，合興積極探索不同員工獎勵計劃，以促進團隊精神、創新及執行力。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

To enrich the product portfolio, Hop Hing has intensified product development, including expanding product categories and developing cost-effective products to combat the low-price strategies employed by rivals. In view of the booming beverage market, Hop Hing has also developed and increased the variety of beverage products offered to its customers. At the same time, it has launched salad products under the new brand of "Take a Green Break" to satisfy consumers' desire for "natural" and "healthy" food options to capture the customer behavior with increasing awareness of green and healthy dining habit. On the other hand, new technologies and equipment such as, self-service ordering machines, and self-service vending machines have been introduced as well, which not only enable the Group to promote a high-technology image, but also allow it to effectively reduce the impact of high labor costs. What's more, to cater for the younger generation customers' needs and evolve into a new retail business model, apart from opening stores and introduction of new products and new brands, the Group has launched artificial intelligence (A.I.) vending machines with a wide variety of products including fresh food, pre-packed food and salad products to capture the new market segment. At the same time, Hop Hing has been actively exploring different employee incentive schemes in an effort to promote camaraderie, innovation and execution.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

於二零一八年上半年，本集團之銷售收入按年增加4.8%至人民幣970,818,000元(二零一七年上半年：人民幣926,364,000元)。除新增店舖帶來的額外銷售及客戶關係管理系統會員的消費增加外，外送銷售亦因本集團的自營外送團隊提供高效率及高質外送服務而得以增加。為了提高顧客的用餐體驗及提供更多可選擇的健康產品，本集團亦推出沙律產品，藉此擴闊其產品線。值得一提的是，「芳叔」品牌的店舖網絡已開始擴展至中國東北地區。

於回顧期內，本集團繼續按照其策略開設店舖，此舉與產品、服務及品牌升級相呼應，同時亦建立設施提高外送銷售服務的效率。雖然回顧期內吉野家及冰雪皇后店舖網絡的擴展步伐與去年同期相同，待進一步明確京津冀城市一體化的資訊後，本集團預期下半年淨新開店舖數目將更加迅速地增加。於二零一八年六月三十日，本集團共經營521間店舖。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

In the first half of 2018, the Group's sales revenue increased by 4.8% year-on-year to RMB970,818,000 (first half of 2017: RMB926,364,000). Apart from additional sales brought by new stores and increased consumption from members under the CRM system, delivery sales also increased owing to the efficient and quality delivery services provided by the Group's self-owned delivery team. In order to enhance customers' dining experience and provide more healthy products to choose from, the Group also launched salad products, thereby broadening its product line. It is worth noting as well that stores under the "Uncle Fong" brand have started to expand to the northeastern region of China.

During the period under review, the Group continued to open stores in accordance with its strategy, which also corresponds with products, services and brands upgrades, as well as the establishment of facilities for enhancing the efficiency of delivery sales services. While the speed of expansion of the Yoshinoya and DQ store network during the period under review was at the same level as the corresponding period last year, the Group expects the number of net store openings in the second half year will increase at a faster pace once more details about the integration of the Beijing-Tianjin-Hebei Province Metropolitan Region are known. As at 30 June 2018, the Group had 521 stores in operation.

管理層討論及分析(續)
Management Discussion and Analysis (continued)

業務回顧及前景(續)

REVIEW OF OPERATION AND PROSPECTS (continued)

業務回顧(續)

Business review (continued)

		於	
		As at	
		二零一八年	二零一七年
		六月三十日	十二月三十一日
		30 June	31 December
		2018	2017
吉野家	Yoshinoya		
北京-天津- 河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	218	218
遼寧	Liaoning	83	81
內蒙古	Inner Mongolia	12	12
黑龍江	Heilongjiang	19	16
吉林	Jilin	2	2
		334	329
冰雪皇后	Dairy Queen		
北京-天津- 河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	114	117
遼寧	Liaoning	22	24
內蒙古	Inner Mongolia	7	7
黑龍江	Heilongjiang	11	11
吉林	Jilin	2	2
		156	161
其他	Others		
北京-天津- 河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	29	25
遼寧	Liaoning	2	1
		31	26
總計	Total	521	516

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

於二零一八年上半年，快餐市場競爭尤其激烈。大部分快餐市場參與者為刺激營業額而向顧客提供大量優惠。隨著本集團實施五個經營策略，包括向顧客提供更多本集團不同種類的產品組合及加強推廣活動，本集團於回顧期內從吉野家的業務網絡中錄得同店銷售增長1.7%（二零一七年上半年：4.9%）。除競爭劇烈外，為配合政府當局實施新訂的製作食物規定，本集團就若干冰雪皇后店舖作出調整，因而影響冰雪皇后產品的銷售。因此，冰雪皇后於上半年的同店銷售下降6.7%（二零一七年上半年：增長7.2%）。本集團整體同店銷售上升0.9%（二零一七年上半年：5.1%）。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

In the first half of 2018, the QSR market was very competitive. Many of the QSR market players offered deep discounts to customers so as to boost their top line. With the implementation of the Group's five business strategies, including increasing the variety and combination of the Group's product offered to customers and intensifying promotional activities, the Group was able to report an increase in same-store sales of 1.7% (the first half of 2017: 4.9%) from the Yoshinoya network during the period under review. Apart from competition, adjustments were made to certain DQ stores to meet the new food preparation requirements imposed by local authorities; hence, sales of DQ products were affected. As a result, DQ experienced a decline in same-store sales of 6.7% in the first half year (first half of 2017: increase of 7.2%). The Group's overall same-store sales increased by 0.9% (first half of 2017: 5.1%).

同店銷售增長百分比
Percentage Increase in Same
Stores Sales
(以人民幣計算)

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

整體	Overall	0.9%	5.1%
按主要品牌	By Main Brands		
吉野家	Yoshinoya	1.7%	4.9%
冰雪皇后	Dairy Queen	-6.7%	7.2%

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

於回顧期內，按收入計算，北京-天津-河北省都會地區繼續為本集團的最大市場，而吉野家產品之銷售收入佔本集團總收入約85%。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

During the period under review, the Beijing-Tianjin-Hebei Province Metropolitan Region remained the largest market of the Group based on revenue, with sales revenue from Yoshinoya products accounting for approximately 85% of the Group's total revenue.

		截至六月三十日止六個月 Six months ended 30 June			
		二零一八年 2018		二零一七年 2017	
		人民幣千元 RMB'000	佔銷售額% % of sales	人民幣千元 RMB'000	佔銷售額% % of sales
a. 按地區	a. By Region				
北京-天津- 河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	722,085	74.4%	698,927	75.4%
華北 ⁽¹⁾	Northern China ⁽¹⁾	248,733	25.6%	227,437	24.6%

⁽¹⁾ 包括遼寧、內蒙古、吉林及黑龍江。

⁽¹⁾ Including Liaoning, Inner Mongolia, Jilin and Heilongjiang.

		截至六月三十日止六個月 Six months ended 30 June			
		二零一八年 2018		二零一七年 2017	
		人民幣千元 RMB'000	佔銷售額% % of sales	人民幣千元 RMB'000	佔銷售額% % of sales
b. 按主要品牌	b. By Main Brands				
吉野家	Yoshinoya	822,377	84.7%	788,252	85.1%
冰雪皇后	Dairy Queen	107,756	11.1%	102,198	11.0%

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

若干食材價格於回顧期內維持二零一七年下半年之升勢。管理層已採取各種行動，包括提供不同種類之食物組合、以更穩定之成本價格推廣產品、調整某部分產品售價等，從而令本集團紓減有關價格升幅的影響。於回顧期內錄得毛利率63.9%，較二零一七年同期輕微減少0.3個百分點。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

The substantial increase in price of certain food materials in the second half of 2017 continued during the period under review. Various actions were taken by the management, including offering different food combinations, promoting products with more stable cost prices and revising selling prices of certain products, which enabled the Group to reduce the impact of such price increases. A gross profit margin of 63.9% has been recorded for the period under review, which is a modest decline of 0.3 percentage point when compared with the corresponding period of 2017.

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

毛利率 Gross Profit Margin

63.9%

64.2%

本集團之客戶關係管理系統自二零一七年下半年推出後，會員人數大幅上升。系統有助本集團分析所得數據及了解會員的消費習慣。連同本集團簡化管理層及報告系統以改善本集團於決策過程中的效率，本集團已於短時間內推出新產品及發展「精準營銷」以及推廣活動。此外，租金開支佔銷售比例下降，由此可見，開設規模較小店舖的策略有助提升租金成本效益。由於第三方網上訂餐平台於往年能夠吸引大規模流量，其已開始提升服務費用以增加收入。雖然本集團於回顧期內已致力把銷售分流至自家網絡及外送平台，然而第三方網上訂餐平台所收取的服務費用提升對本集團仍然造成不利影響。

The number of loyalty members of the Group's CRM system increased notably since its launch in the second half of 2017. This has enabled the Group to analyse the data captured and understand the consumption habits of its members. Together with the Group's streamlined management and reporting system for improving the efficiency of the Group's decision making process, the Group has been able to launch new products and develop "Precision marketing" and promotional activities within a short period of time. Also, the strategy of opening stores with smaller area has resulted in higher rental cost efficiency as evidenced by the decrease in rental expense as a percentage of sales. As third-party online ordering platforms have been able to attract sizeable traffic in the past years, they have started to raise their service fees to increase income. While the Group has placed greater effort to divert sales to its own website and delivery platform, the increase in service fees charged by third-party online ordering platforms have an adverse impact on the Group during the period under review.

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

業務回顧(續)

		二零一八年 2018		二零一七年 2017	
		港幣千元 HK\$'000	佔銷售額% % of sales	港幣千元 HK\$'000	佔銷售額% % of sales
人工成本	Labour Costs	173,021	14.5%	148,603	14.2%
租金成本	Rental Expenses	152,844	12.8%	136,221	13.0%
折舊	Depreciation	46,936	3.9%	48,273	4.6%
其他經營開支	Other Operation Expenses	182,248	15.2%	135,938	13.0%
銷售及分銷成本總額	Total Selling and Distribution costs	555,049	46.4%	469,035	44.8%

財務回顧

權益

於二零一八年六月三十日，本公司每股面值港幣0.10元之已發行股份數目為10,070,431,786股(二零一七年十二月三十一日：10,070,431,786股)。

流動資金及負債比率

於二零一八年六月三十日，本集團之銀行借貸總額為一筆銀行貸款港幣10,000,000元(二零一七年十二月三十一日：港幣10,000,000元)，其乃無抵押、以港元計值，並須於一年內償還。

於二零一八年六月三十日，本集團之負債比率(即計息銀行貸款相對於本公司股權持有人應佔權益之比率)為1.5%(二零一七年十二月三十一日：1.5%)。

本期融資成本為港幣400,000元(截至二零一七年六月三十日止六個月：港幣500,000元)。

REVIEW OF OPERATION AND PROSPECTS (continued)

Business review (continued)

截至六月三十日止六個月 Six months ended 30 June			
二零一八年 2018		二零一七年 2017	
港幣千元 HK\$'000	佔銷售額% % of sales	港幣千元 HK\$'000	佔銷售額% % of sales
173,021	14.5%	148,603	14.2%
152,844	12.8%	136,221	13.0%
46,936	3.9%	48,273	4.6%
182,248	15.2%	135,938	13.0%
555,049	46.4%	469,035	44.8%

Financial Review

Equity

The number of issued shares of HK\$0.10 each of the Company as at 30 June 2018 was 10,070,431,786 (31 December 2017: 10,070,431,786).

Liquidity and gearing

As at 30 June 2018, the Group's total bank borrowing, which was in the form of a bank loan of HK\$10 million (31 December 2017: HK\$10 million), was unsecured, denominated in Hong Kong dollars and repayable within one year.

The Group's gearing ratio (expressed as a percentage of interest-bearing bank loans over equity attributable to equity holders of the Company) as at 30 June 2018 was 1.5% (31 December 2017: 1.5%).

The finance costs for the period were HK\$0.4 million (six months ended 30 June 2017: HK\$0.5 million).

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

財務回顧(續)

流動資金及負債比率(續)

本集團之融資政策為以內部產生之現金及銀行信貸作為其業務營運資金。本集團之可用銀行融資以港幣及人民幣為單位。本集團繼續實施以外幣資產對沖外幣負債之政策。

薪酬政策

本集團之員工薪酬組合包括按照市況、本集團及個人表現釐定之薪金及酌情花紅。本集團亦向其他員工提供福利，包括醫療保險、持續進修津貼、公積金、購股權及股份獎勵予合資格員工。本集團僱員於回顧期內獲支付酬金總額(包括退休金成本及董事酬金)為港幣234,000,000元(截至二零一七年六月三十日止六個月：港幣205,000,000元)。於二零一八年六月三十日，本集團共僱用8,105名全職及臨時僱員(二零一七年六月三十日：7,999名)。

於截至二零一八年六月三十日止期間內，董事會議決向若干指定參與者授予有關38,699,120股股份之股份獎勵，彼等並非本公司董事、最高行政人員或主要股東或彼等中任何人的聯繫人(按上市規則之定義)。

經營分部資料

有關經營分部資料之詳情載於簡明綜合財務報表附註4。

REVIEW OF OPERATION AND PROSPECTS (continued)

Financial Review (continued)

Liquidity and gearing (continued)

The Group's funding policy is to finance the business operations with internally generated cash and bank facilities. The Group's bank facilities were available in both Hong Kong dollars and Renminbi. The Group continues to adopt the policy of hedging foreign currency liabilities with foreign currency assets.

Remuneration policies

Staff remuneration packages of the Group consist of salary and discretionary bonuses and are determined with reference to the market conditions and the performance of the Group and the individuals concerned. The Group also provided other staff benefits including medical insurance, continuing education allowances, provident funds, share options and share awards to eligible staff of the Group. The total remuneration paid to the employees (including pension costs and the Directors' remuneration) of the Group in the period under review was HK\$234 million (six months ended 30 June 2017: HK\$205 million). As at 30 June 2018, the Group had 8,105 full-time and temporary employees (30 June 2017: 7,999).

During the period ended 30 June 2018, the Board resolved to grant share awards in respect of 38,699,120 shares to certain selected participants who were not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them.

Operating segment information

Details of the operating segment information are set out in note 4 to the condensed consolidated financial statements.

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

財務回顧(續)

或然負債

本集團於二零一八年六月三十日並無未償還之重大或然負債。

資產抵押

本集團於二零一八年六月三十日並無資產抵押。

本集團業務未來發展

餐飲行業發展趨勢

受惠於政府政策，持續改革及市場開放推動行業發展。於工業方面，中國經濟近期將繼續保持良好增長。於餐飲業方面，基本消費增長更為顯著，肯定能擴大消費規模、升級消費結構及提高消費貢獻。

向顧客提供更多優惠以刺激營業額的周期過去後，預期市場參與者將恢復理性。餐飲業預期維持穩健增長，而外送業務將繼續擴大。此外，線上及線下業務進一步合併，以及跨平台業務的持續創新將產生更多新型業務模式。然而，於一線城市，競爭將愈演愈烈，勞工及外送等經營成本將繼續增加，因此餐飲業務經營者將審視目前狀況、積極調整經營策略、開拓市場機會以及加強爭取更大市場份額的能力，從而產生更多溢利。

REVIEW OF OPERATION AND PROSPECTS (continued)

Financial Review (continued)

Contingent liabilities

The Group had no material contingent liability outstanding as at 30 June 2018.

Pledge of assets

The Group had no pledge of assets as at 30 June 2018.

Future Development of the Group's Business

Catering development trends

With ongoing reforms and market liberalization resulting from favorable government policies, growth drivers have emerged. From an industrial point of view, China's economy will continue to maintain favorable growth in the near future. From caterers' perspective, fundamental growth in consumption will become more prominent, which will invariably lead to an expansion in consumption scale, upgrading in consumption structure, and increase in consumption contribution.

After a cycle of offering deep discounts to customers to boost top lines, it is expected that the market players will be back to rational. The catering industry is expected to maintain stable growth, while the delivery business will continue to expand. Also, further integration of online-and-offline operations and continuous innovation of cross-border operations will result in more new business models. However, in first-tier cities, competition will become more intense, and operating costs such as labor and delivery will continue to increase, hence catering operators will have to review their current status, actively adjust their business strategy, explore market opportunities, and enhance their ability to capture greater market share so as to generate higher profits.

管理層討論及分析(續)

Management Discussion and Analysis (continued)

業務回顧及前景(續)

財務回顧(續)

未來發展策略

合興累積超過27年的中國快餐營運經驗，連同其應變迅速的管理團隊將有助本集團把握高品質消費的潮流。本集團亦將審視市場發展，積極轉型及創新，繼續實施五項經營策略，進一步優化及提升服務、品牌形象及產品質量。本集團亦致力於通過整合其知名品牌、廣泛店鋪網絡及優質產品以及新科技及人工智能，改善及優化新零售業務模式。通過衡量市場潛力、更透徹掌握市場變化及顧客需求、修訂發展戰略、增加研發及開發新零售及飲品市場，包括「自然」及「健康」食物，將有助於實現有關目標。本集團亦將繼續整合新科技，例如人工智能、手機支付以及分析顧客數據及偏好。此外，本集團將提升客戶關係管理會員系統，支援跨品牌會員，達致精準營銷，改進及加強線上銷售。本集團亦務求擴大自營外送團隊的覆蓋範圍，以促進線上線下業務的進一步融合，從而帶來更優質的業務表現及服務質素。此外，透過採納新科技可控制勞工等經營成本。於改善盈利能力方面，本集團將提升物流系統效能，有助本集團降低食材成本持續上升的影響。專注開設優質新店舖亦為另一目標，致使本集團提高整體收入貢獻，同時減少勞工成本增加及第三方網絡平台增加服務費用的壓力。隨著近期北京-天津-河北省都會地區一體化的可得資料越來越明確，本集團將以更快速度擴展店鋪網絡。

REVIEW OF OPERATION AND PROSPECTS (continued)

Financial Review (continued)

Future development strategy

The China QSR operating experience accumulated by Hop Hing over the past 27 years and its responsive management team will enable the Group to capitalize on the trend towards high-quality consumption. The Group will also review market developments, actively transform and innovate, continue to implement its five business strategies, and further optimize and upgrade services, brand image and product quality. The Group also strives to improve and optimise its new retail business model by integrating its well-established brands, extensive store network and high quality products, together with the new technology and artificial intelligence. These objectives will be facilitated by efforts at gauging market potential, obtaining greater understanding of market changes and customer needs, modifying development strategies, increasing research and development, and exploiting new retail and beverage markets, including the interest in "natural" and "healthy" food. Integration of new technologies will also be pursued, such as artificial intelligence, mobile payment, and analysis of customer data and preferences. Furthermore, the CRM membership system will be modified to support cross-brand membership, achieve precise marketing, and cultivate and strengthen online sales. The Group will also seek to expand coverage of self-owned delivery teams, so as to facilitate further integration of online-and-offline operations, leading to better business performance and service quality. In addition, through the adoption of new technologies, operating costs can be controlled, such as labour. As for improving profitability, raising the efficiency and effectiveness of the logistics system will be pursued; as such effort would also enable the Group to reduce the impact of continuously rising food material costs. Focus on opening high-quality new stores is yet another objective, which will enable the Group to enhance total revenue contributions, while at the same time reduce pressure from rising labor costs and service charges from third-party internet platforms. With more details on the integration of the Beijing-Tianjin-Hebei Province Metropolitan Region available in the near future, the Group will expand its store network in a faster pace.

管理層討論及分析(續) Management Discussion and Analysis (continued)

業務回顧及前景(續)

財務回顧(續)

未來發展策略(續)

本集團將持續採取安全與衛生管理及監控措施，確保向顧客提供健康及安全的食品。員工管理方面，本集團將進一步擴大激勵計劃，以提高員工的主動性來提升營運效率。

展望未來，本集團將會繼續發掘不同機會，包括加強與專營權授予者及現有業務夥伴的合作，以及探索潛在併購機會，以協助本集團發展為中國領先的多品牌快餐經營者。

代表董事會

行政總裁
洪明基

香港，二零一八年八月二十四日

REVIEW OF OPERATION AND PROSPECTS (continued)

Financial Review (continued)

Future development strategy (continued)

The Group will continue to adopt safety and hygiene management and control measures so as to ensure that healthy and safe food are provided to customers. With respect to the management of staff, the Group will further expand its incentive scheme in order to better motivate employees and to achieve higher operational efficiency.

Looking ahead, the Group will continue to explore various opportunities, including advancing cooperation with its franchisors and existing business partners, and exploring possible merger and acquisition opportunities that enable the Group to develop into a leading multi-brand QSR operator in China.

On Behalf of the Board

Hung Ming Kei, Marvin
Chief Executive Officer

Hong Kong, 24 August 2018

企業管治及其他資料 Corporate Governance and Other Information

董事及行政總裁於股份及相關股份中之權益及淡倉

於二零一八年六月三十日，按本公司根據證券及期貨條例第352條存置之登記冊所記錄，根據上市規則附錄十上市發行人董事進行證券交易的標準守則（「**標準守則**」）向本公司及香港聯合交易所有限公司（「**聯交所**」）知會者，董事及行政總裁於本公司或其相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）之股份及相關股份中擁有之權益或淡倉如下：

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

As at 30 June 2018, the interests or short positions of the Directors and chief executive in the shares and underlying shares of the Company or 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 by the Company pursuant to 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 as set out in Appendix 10 to the Listing Rules (the "**Model Code**"), were as follows:

企業管治及其他資料(續)
Corporate Governance and Other Information (continued)

董事及行政總裁於股份及相關股份中之權益及淡倉(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

於本公司普通股之權益

Interests in Ordinary Shares of the Company

董事姓名 Name of director	所持股份數目、身份及權益性質 Number of shares held, capacity and nature of interest				總計 Total	佔本公司 已發行股本 之百分比 Percentage of the Company's issued share capital
	直接及 實益擁有 Directly and beneficially owned	透過 受控制法團 Through controlled corporation	信託之受益人 Beneficiary of a trust	信託之受益人 Beneficiary of a trust		
司徒振中 Seto Gin Chung, John	500,847	-	-	-	500,847	0.005%
洪明基 Hung Ming Kei, Marvin	72,652,163	3,412,399,373 附註(i) Note(i)	73,332,815 附註(ii) Note(ii)	-	3,558,384,351	35.335%
史習陶 Sze Tsai To, Robert	2,454,678	-	-	-	2,454,678	0.024%

附註：

Notes:

- (i) 3,412,399,373 股股份由一項全權信託實益擁有，而洪明基先生實益擁有該項全權信託之受託人。
- (ii) 73,332,815 股股份由一項全權信託實益擁有，而該信託之全權受益人包括洪明基先生擁有一間公司。

- (i) 3,412,399,373 shares were beneficially owned by a discretionary trust, the trustee of which is beneficially owned by Mr. Hung Ming Kei, Marvin.

- (ii) 73,332,815 shares were beneficially owned by a discretionary trust whose discretionary beneficiaries included a company owned by Mr. Hung Ming Kei, Marvin.

除上文所披露者及本中期報告「購股權計劃」一節所披露授予董事之購股權外，於二零一八年六月三十日，概無董事於本公司或其任何相聯法團(定義見證券及期貨條例第 XV 部)之股份、相關股份或債券中，擁有須根據證券及期貨條例第 352 條作出記錄之權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

Save as disclosed above and the share options granted to the Directors as disclosed under the heading "Share Option Scheme" in this interim report, as at 30 June 2018, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

企業管治及其他資料(續)

Corporate Governance and Other Information (continued)

購股權計劃

本公司於二零零八年三月十二日採納的購股權計劃於二零零八年四月二十五日生效，並於二零一八年四月二十四日屆滿(「二零零八年購股權計劃」)。鑑於二零零八年購股權計劃屆滿，股東於二零一八年六月八日舉行的本公司股東週年大會採納新購股權計劃(「二零一八年購股權計劃」)。

於本報告日期，由於二零零八年購股權計劃已屆滿，概無其他購股權可根據二零零八年購股權計劃進一步授出。然而，就根據二零零八年購股權計劃授出及尚未行使的購股權而言，承授人的現有權利不受影響。

二零一八年購股權計劃旨在激勵合資格人士日後為本集團作出最大的貢獻及／或就彼等過去的貢獻給予獎勵，以吸引及挽留或以其他方式與該等對本集團的表現、發展或成功而言屬重要及／或其貢獻有利於或將有利於本集團的表現、發展或成功的該等合資格人士維持持續的合作關係。另外就僱員而言，讓本集團可持續吸引及挽留經驗豐富且具才能的人士及／或就其過往貢獻給予獎勵，並透過績效獎勵激勵彼等向本集團及其附屬公司提供持續及不斷改善之服務。二零一八年購股權計劃之參與者包括任何全職僱員、本集團之任何非執行董事及本集團之任何顧問、專家、代理或代表，以及本公司董事會或股東批准之人士。

SHARE OPTION SCHEME

The share option scheme adopted by the Company on 12 March 2008 became effective on 25 April 2008 and expired on 24 April 2018 (the “**2008 Share Option Scheme**”). In light of the expiry of the 2008 Share Option Scheme, a new share option scheme was adopted by the shareholders at the annual general meeting of the Company held on 8 June 2018 (the “**2018 Share Option Scheme**”).

As the 2008 Share Option Scheme has expired, no options can further be granted under the 2008 Share Options Scheme as at the date of this report. However, for the outstanding options granted and yet to be exercised under the 2008 Share Option Scheme, the existing rights of the grantees are not affected.

The purpose of the 2018 Share Option Scheme is to motivate eligible persons to optimize their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of employee, to continue to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions and to provide such individuals with a performance incentive for continued and improved services with the Group and its subsidiaries. The participants of the 2018 Share Option Scheme include any full-time employee, any non-executive director of the Group and any consultant, expert, agent or representative of the Group, and any person approved by the Board or shareholders of the Company.

企業管治及其他資料 (續) Corporate Governance and Other Information (continued)

購股權計劃 (續)

二零一八年購股權計劃為期10年，於二零一八年六月八日開始及於二零二八年六月七日屆滿。於二零一八年六月八日，本公司根據二零一八年購股權計劃向若干合資格僱員及獨立非執行董事授出503,513,000份購股權，行使價為每股港幣0.189元。截至本報告日期，根據二零一八年購股權計劃可供發行之股份總數為503,530,178股股份，相當於本公司於該日之已發行股本約5%。任何12個月期間內因行使授予各參與者之購股權(包括已行使、已註銷以及尚未行使之購股權)而已發行及將予發行之股份總數不得超過本公司已發行股份之1%。此外，於任何12個月期間授予主要股東或獨立非執行董事或其各自之任何聯繫人之任何購股權如超過本公司於任何時間之股份數目0.1%及總值(根據本公司股份於授出日期的收市價)超過港幣5,000,000元，則須於股東大會預先獲得股東批准。

SHARE OPTION SCHEME (continued)

The term of the 2018 Share Option Scheme is 10 years commencing on 8 June 2018 and expiring on 7 June 2028. On 8 June 2018, the Company granted 503,513,000 share options under the 2018 Share Option Scheme to certain eligible employees and independent non-executive Directors at an exercise price of HK\$0.189 per share. As at the date of this report, the total number of shares available for issue under the 2018 Share Option Scheme was 503,530,178 shares which represented approximately 5% of the issued share capital of the Company as at that date. The total number of shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue. In addition, any share options granted to a substantial shareholder or an independent non-executive Director, or to any of their respective associates, in excess of 0.1% of the number of shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

企業管治及其他資料(續)

Corporate Governance and Other Information (continued)

購股權計劃(續)

根據二零一八年購股權計劃之條款，可行使購股權之期間須：(i)由董事釐定；(ii)自建議授出購股權日期起12個月屆滿起(或董事可能釐定之較短期間)開始；及(iii)於任何情況下，由開始日期起計均不得長於十年。

建議授出之購股權必須於授出日期起計21日內接納，授出代價為港幣1.00元。根據二零一八年購股權計劃所授出可認購股份之購股權之行使價不得低於：(i)股份於參與者獲授當日(必須為營業日)在聯交所日報表所載之收市價；及(ii)股份於授出當日緊接前五個營業日在聯交所日報表所載之平均收市價中之較高者。

SHARE OPTION SCHEME (continued)

The period within which the options may be exercised in accordance with the terms of the 2018 Share Option Scheme, shall: (i) be determined by the Directors; (ii) commence on the expiration of 12 months (or such shorter period as may be determined by the Directors) from the date of grant of options; and (iii) in any event not more than 10 years from the date on which it commences.

The offer of a grant of options must be accepted within 21 days from the date of the grant at a consideration of HK\$1.00 for the grant. The exercise price of an option to subscribe for shares granted pursuant to the 2018 Share Option Scheme shall not be less than the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which the grant is made to a participant, which must be a business day; and (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date on which the grant is made.

企業管治及其他資料 (續)
Corporate Governance and Other Information (continued)

購股權計劃 (續)

於二零一八年六月三十日，下列根據二零零八年購股權計劃及二零一八年購股權計劃授出而尚未行使之購股權：

SHARE OPTION SCHEME (continued)

As at 30 June 2018, the following share options granted under the 2008 Share Option Scheme and 2018 Share Option Scheme were outstanding:

參與者姓名或類別 Name or category of participant	購股權數目 Number of share options				於 二零一八年 六月三十日 At 30 June 2018	授出日期 (附註5) Date of grant (Note 5)	行使期 (附註6) Exercise period (Note 6)	本公司股份價格 Price of the Company's shares		
	於 二零一八年 一月一日 At 1 January 2018	期內授出 Granted during the period	期內失效 Lapsed during the period	期內行使 Exercised during the period				行使價 (附註6) Exercise price (Note 6)	於 授出日期 (附註7) At date of grant (Note 7)	緊接 授出日期前 Immediately before the grant date
								每股港幣 HK\$ per share	每股港幣 HK\$ per share	每股港幣 HK\$ per share
董事 Directors										
司徒振中 Seto Gin Chung, John	2,464,000	-	-	-	2,464,000	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	二零一零年四月二十七日至 二零一九年四月二十六日	0.35	0.35	不適用
	-	10,070,000	-	-	10,070,000	二零一八年 六月八日 (附註2) 8 June 2018 (Note 2)	二零一九年六月八日至 二零二八年六月七日	0.189	0.189	0.190
史冠陶 Sze Tsai To, Robert	2,464,000	-	-	-	2,464,000	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	二零一零年四月二十七日至 二零一九年四月二十六日	0.35	0.35	不適用
	-	10,070,000	-	-	10,070,000	二零一八年 六月八日 (附註2) 8 June 2018 (Note 2)	二零一九年六月八日至 二零二八年六月七日	0.189	0.189	0.190
石禮謙 Shek Lai Him, Abraham	2,464,000	-	-	-	2,464,000	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	二零一零年四月二十七日至 二零一九年四月二十六日	0.35	0.35	不適用
	-	10,070,000	-	-	10,070,000	二零一八年 六月八日 (附註2) 8 June 2018 (Note 2)	二零一九年六月八日至 二零二八年六月七日	0.189	0.189	0.190
溫世昌 Wan Sai Cheong, Joseph	-	10,070,000	-	-	10,070,000	二零一八年 六月八日 (附註2) 8 June 2018 (Note 2)	二零一九年六月八日至 二零二八年六月七日	0.189	0.189	0.190

企業管治及其他資料 (續)
Corporate Governance and Other Information (continued)

購股權計劃 (續)

SHARE OPTION SCHEME (continued)

參與者姓名或類別 Name or category of participant	購股權數目 Number of share options					授出日期 (附註5) Date of grant (Note 5)	行使期 Exercise period	本公司股份價格 Price of the Company's shares		
	於 二零一八年 一月一日 At 1 January 2018	期內授出 Granted during the period	期內失效 Lapsed during the period	期內行使 Exercised during the period	於 二零一八年 六月三十日 At 30 June 2018			行使價 (附註6) (Note 6)	授出日期 (附註7) (Note 7)	緊接 授出日期前 Immediately before the grant date
								每股港幣 HK\$ per share	每股港幣 HK\$ per share	每股港幣 HK\$ per share
林鳳明 Lam Fung Ming, Tammy	1,527,320	-	-	-	1,527,320	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	自連成以下(附註3)所述規定後開始， 直至二零一九年四月二十六日止(附註4) Commencement subject to (Note 3) below and up to 26 April 2019 (Note 4)	0.35	0.35	不適用 N/A
黃國英 Wong Kwok Ying	4,928,000	-	-	-	4,928,000	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	自連成以下(附註3)所述規定後開始， 直至二零一九年四月二十六日止 Commencement subject to (Note 3) below and up to 26 April 2019	0.35	0.35	不適用 N/A
	72,500,000	-	-	-	72,500,000	二零一五年 四月九日 (附註1) 9 April 2015 (Note 1)	自連成以下(附註9)所述規定後開始， 直至二零二五年四月八日止 Commencement subject to (Note 9) below and up to 8 April 2025	0.127	0.127	不適用 N/A
	86,347,320	40,280,000	-	-	126,627,320					
僱員總計 Employees in aggregate	227,500,000	-	-	-	227,500,000	二零一五年 四月九日 (附註1) 9 April 2015 (Note 1)	自連成以下(附註9)所述規定後開始， 直至二零二五年四月八日止 Commencement subject to (Note 9) below and up to 8 April 2025	0.127	0.127	不適用 N/A
	72,500,000	-	-	-	72,500,000	二零一七年 六月二十二日 (附註1) 22 June 2017 (Note 1)	自連成以下(附註9)所述規定後開始， 直至二零二七年六月二十一日止 Commencement subject to (Note 9) below and up to 21 June 2027	0.1988	0.197	0.185
	-	463,233,000	-	-	463,233,000	二零一八年 六月八日 (附註2) 8 June 2018 (Note 2)	自連成以下(附註9)所述規定後開始， 直至二零二八年六月七日止 Commencement subject to (Note 9) below and up to 7 June 2028	0.189	0.189	0.190
	300,000,000	463,233,000	-	-	763,233,000					
前董事(附註8) Ex-Directors (Note 8)	12,320,000	-	-	-	12,320,000	二零零九年 四月二十七日 (附註1) 27 April 2009 (Note 1)	二零一零年四月二十七日至 二零一九年四月二十六日 27 April 2010 up to 26 April 2019	0.35	0.35	不適用 N/A
	398,667,320	503,513,000	-	-	902,180,320					

企業管治及其他資料(續) Corporate Governance and Other Information (continued)

購股權計劃(續)

附註：

- (1) 有關購股權乃根據二零零八年購股權計劃授出。
- (2) 有關購股權乃根據二零一八年購股權計劃授出。
- (3) 經考慮參與者達致表現目標之情況後，董事會已根據二零零八年購股權計劃通知參與者購股權之歸屬詳情，包括已歸屬購股權之數目以及已歸屬購股權之行使期的開始日期。
- (4) 林鳳明女士於二零一三年六月二十八日調任為非執行董事後及根據二零零八年購股權計劃，董事會同意其已歸屬購股權之行使期仍有效，直至二零一九年四月二十六日為止，而其先前獲授予而未歸屬之所有購股權已於二零一三年六月二十八日失效。
- (5) 購股權之歸屬期由授出日期起至行使期開始為止。
- (6) 購股權之行使價可予調整。
- (7) 本公司股份於授出日期的價格為於授出日期於聯交所日報表所載之股份收市價。

SHARE OPTION SCHEME (continued)

Notes:

- (1) The relevant share options were granted under the 2008 Share Option Scheme.
- (2) The relevant share options were granted under the 2018 Share Option Scheme.
- (3) Having considered the participants' achievement of performance targets, the Board had notified the participants the details of vesting of share options including the number of share options being vested and the date of commencement of the exercise period of the vested share options in accordance with the 2008 Share Option Scheme.
- (4) Upon re-designation of Ms. Lam Fung Ming, Tammy as a non-executive Director on 28 June 2013 and pursuant to the 2008 Share Option Scheme, the Board endorsed that the exercise period of her vested share options remained effective up to 26 April 2019 and all unvested share options previously granted were lapsed on 28 June 2013.
- (5) The vesting periods of the share options run from the date of grant to the commencement of the exercise period.
- (6) The exercise price of the share options is subject to adjustments.
- (7) The price of the Company's shares at the date of grant is the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant.

企業管治及其他資料(續)

Corporate Governance and Other Information (continued)

購股權計劃(續)

附註：(續)

- (8) 李栢榮先生於二零一三年五月二十日辭任非執行董事及洪克協先生於二零一六年三月二十五日退任董事會主席職位。黃宜弘博士於二零一七年六月二日退任獨立非執行董事。張永銳先生於二零一七年八月二十五日辭任獨立非執行董事。根據二零零八年購股權計劃，分別授予李栢榮先生、洪克協先生、黃宜弘博士及張永銳先生之2,464,000股、4,928,000股、2,464,000股及2,464,000股購股權仍然有效，直至行使期結束為止。
- (9) 購股權的歸屬期視乎參與者是否達到董事會不時設定之績效目標而定。董事會經考慮參與者對預設目標之績效及成果後，將通知參與者購股權歸屬之詳情，包括將予歸屬之購股權數目及根據購股權計劃已歸屬購股權之行使期開始日期。

董事購買股份或債券之權利

除上文「董事及行政總裁於股份及相關股份中之權益及淡倉」及「購股權計劃」兩節所披露者外，本公司或其任何附屬公司於回顧期內概無訂立任何安排，致使董事或其各自之配偶或未成年子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

SHARE OPTION SCHEME (continued)

Notes: (continued)

- (8) Mr. Lee Pak Wing resigned as a non-executive Director on 20 May 2013 and Mr. Hung Hak Hip, Peter retired from the position as the chairman of the Board on 25 March 2016. Dr. Wong Yu Hong, Philip retired as an independent non-executive Director on 2 June 2017. Mr. Cheung Wing Yui, Edward resigned as an independent non-executive Director on 25 August 2017. In accordance with the 2008 Share Option Scheme, share options of 2,464,000, 4,928,000, 2,464,000 and 2,464,000 granted to Mr. Lee Pak Wing, Mr. Hung Hak Hip, Peter, Dr. Wong Yu Hong, Philip and Mr. Cheung Wing Yui, Edward, respectively, remain effective until the end of the exercise period.
- (9) The vesting of share options are subject to the participants' achievement of performance targets to be set by the Board from time to time. The Board will notify the participants, after considering the participants' performance and achievement of the pre-set targets, the details of the vesting of share options, including the number of share options to be vested and the date of commencement of the exercise period of the vested share options in accordance with the share option schemes.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" and "Share Option Scheme" above, at no time during the period under review was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or their respective spouse or minor children to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

企業管治及其他資料(續)

Corporate Governance and Other Information (continued)

主要股東及其他人士於股份及相關股份中之權益及淡倉

於二零一八年六月三十日，按本公司所獲知會及根據本公司遵照證券及期貨條例第336條所存置之登記冊所記錄，主要股東／其他人士於本公司股份及相關股份中之權益如下：

於本公司普通股之權益

股東名稱	附註	所持 普通股數目	佔本公司 已發行股本 之百分比 Percentage of the Company's issued share capital
Name of shareholder	Notes	Number of ordinary shares held	
True Force Ventures Limited	(i)	1,408,783,784	13.99%
Earn Field International Limited	(ii)	1,408,783,784	13.99%
H H Hung (2008) Limited 洪克協	(iii)	3,579,187,103	35.54%
Hung Hak Hip, Peter 洪鄧蘊玲	(iv)	3,929,297,734	39.02%
Hung Diana Wan Ling	(v)	3,929,297,734	39.02%
Winner Planet Limited	(vi)	1,625,526,805	16.14%
Creative Mount Limited	(vii)	1,587,229,730	15.76%
North China Fast Food (2008) Limited	(viii)	3,412,399,373	33.89%
Ample Great Ventures Limited 洪明基	(ix)	3,412,399,373	33.89%
Hung Ming Kei, Marvin	(x)	3,558,384,351	35.33%
Arisaig Asia Consumer Fund Limited	(xi)	801,620,000	7.96%
Arisaig Partners (Mauritius) Limited	(xii)	801,620,000	7.96%
Cooper Lindsay William Ernest	(xiii)	801,620,000	7.96%

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2018, the interests of substantial shareholders/other persons in the shares and underlying shares of the Company, as notified to the Company and recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

Interests in Ordinary Shares of the Company

企業管治及其他資料(續) Corporate Governance and Other Information (continued)

主要股東及其他人士於股份及相關股份中之權益及淡倉(續)

於本公司普通股之權益(續)

附註：

- (i) 上述所披露之股份之登記持有人。
- (ii) 上述所披露之股份之登記持有人。
- (iii) H H Hung (2008) Limited 為 166,787,730 股股份之登記持有人。此外，H H Hung (2008) Limited 直接控制 Predominance Limited 在股東大會上超過三分之一之投票權。Predominance Limited 被視為於上文附註(i)至(ii)所述之股份及本公司若干股東持有之 594,831,805 股股份中擁有權益。
- (iv) 洪克協先生被視為擁有下列權益：
 - (a) 上文附註(iii)所述透過 H H Hung (2008) Limited 持有之 3,579,187,103 股股份；
 - (b) 透過 Fortune Blessing Limited 持有之 73,332,815 股股份；
 - (c) 透過控股公司持有之 274,766,648 股股份；及
 - (d) 透過洪克協先生之配偶洪鄧蘊玲女士持有之 2,011,168 股股份。
- (v) 洪鄧蘊玲女士被視為透過一間控股公司持有 2,011,168 股股份之權益。洪鄧蘊玲女士為洪克協先生之妻子，彼被視為於上文附註(iv)(a)至(c)所述之股份中擁有權益。
- (vi) 上述所披露之股份之登記持有人。
- (vii) 上述所披露之股份之登記持有人。
- (viii) North China Fast Food (2008) Limited 間接控制若干登記股東在股東大會上超過三分之一之投票權，包括 Winner Planet Limited、Creative Mount Limited 及 Predominance Fortune Limited。該公司被視為擁有於上文附註(vi)及(vii)所述股份及 Predominance Fortune Limited 持有之 199,642,838 股股份之權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Interests in Ordinary Shares of the Company (continued)

Notes:

- (i) The registered holder of the shares disclosed above.
- (ii) The registered holder of the shares disclosed above.
- (iii) H H Hung (2008) Limited is the registered holder of 166,787,730 shares. In addition, H H Hung (2008) Limited directly controls more than one-third of the voting power at general meetings of Predominance Limited. Predominance Limited is deemed to be interested in the shares mentioned in Notes (i)-(ii) above, and 594,831,805 shares held by certain shareholders of the Company.
- (iv) Mr. Hung Hak Hip, Peter is deemed to be interested in:
 - (a) 3,579,187,103 shares held through H H Hung (2008) Limited mentioned in Note (iii) above;
 - (b) 73,332,815 shares held through Fortune Blessing Limited;
 - (c) 274,766,648 shares held through controlled corporations; and
 - (d) 2,011,168 shares held through Mrs. Hung Diana Wan Ling, Mr. Hung Hak Hip, Peter's spouse.
- (v) Mrs. Hung Diana Wan Ling is deemed to be interested in 2,011,168 shares held through a controlled corporation. Mrs. Hung Diana Wan Ling is the wife of Mr. Hung Hak Hip, Peter and is deemed to be interested in the shares mentioned in (a) to (c) of Note (iv) above.
- (vi) The registered holder of the shares disclosed above.
- (vii) The registered holder of the shares disclosed above.
- (viii) North China Fast Food (2008) Limited indirectly controls more than one-third of the voting power at general meetings of certain registered shareholders including Winner Planet Limited, Creative Mount Limited and Predominance Fortune Limited. The company is deemed to be interested in the shares mentioned in Notes (vi) and (vii) above and 199,642,838 shares held by Predominance Fortune Limited.

企業管治及其他資料 (續) Corporate Governance and Other Information (continued)

主要股東及其他人士於股份及相關股份中之權益及淡倉 (續)

於本公司普通股之權益 (續)

附註：(續)

- (ix) Ample Great Ventures Limited 為 North China Fast Food (2008) Limited 之唯一股東，而該公司被視為於上文附註 (viii) 內所述之股份中擁有權益。
- (x) 洪明基先生持有 Ample Great Ventures Limited 之全部已發行股本，而彼被視為於上文附註 (viii) 所述之股份中擁有權益。其亦直接實益擁有 72,652,163 股股份。此外，73,332,815 股股份由一個全權信託實益擁有，其全權受益人包括一間由洪明基先生擁有之公司，而洪明基先生被視為於該等股份中擁有權益。
- (xi) 上述所披露之股份之登記持有人。
- (xii) Arisaig Partners (Mauritius) Limited 為 Arisaig Asia Consumer Fund Limited 之基金經理，該公司被視為於上文附註 (xi) 所述之股份中擁有權益。
- (xiii) Cooper Lindsay William Ernest 先生間接持有 Arisaig Partners (Mauritius) Limited 在股東大會上三分之一之投票權，彼被視為於上文附註 (xi) 所述之股份中擁有權益。

除上文所披露者外，於二零一八年六月三十日，本公司並無獲悉有任何其他人士（除董事之權益及購股權已列於上文兩節之「董事及行政總裁於股份及相關股份中之權益及淡倉」及「購股權計劃」外）於本公司股份或相關股份中擁有須記錄於本公司根據證券及期貨條例第 336 條存置之登記冊中之權益或淡倉。

公眾持股量充足

根據本公司可公開取得之資料及就董事所知，於本中期報告日期，本公司已發行股本總額中至少 25% 由公眾人士持有。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Interests in Ordinary Shares of the Company (continued)

Notes: (continued)

- (ix) Ample Great Ventures Limited is the sole shareholder of North China Fast Food (2008) Limited which is deemed to be interested in shares mentioned in Note (viii) above.
- (x) Mr. Hung Ming Kei, Marvin holds the entire issued share capital of Ample Great Ventures Limited and is deemed to be interested in the shares mentioned in Note (viii) above. He also directly and beneficially owns 72,652,163 shares. In addition, Mr. Hung Ming Kei, Marvin is deemed to be interested in 73,332,815 shares beneficially owned by a discretionary trust whose discretionary beneficiaries included a company owned by him.
- (xi) The registered holder of the shares disclosed above.
- (xii) Arisaig Partners (Mauritius) Limited is the investment manager of Arisaig Asia Consumer Fund Limited and is deemed to be interested in the shares mentioned in Note (xi) above.
- (xiii) Mr. Cooper Lindsay William Ernest indirectly holds one-third of the voting power at general meetings of Arisaig Partners (Mauritius) Limited and is deemed to be interested in the shares mentioned in Note (xi) above.

Save as disclosed above, as at 30 June 2018, the Company had not been notified of any persons other than the Directors whose interests and share options are set out in the sections "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" and "Share Option Scheme" above, who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this interim report.

企業管治及其他資料(續)

Corporate Governance and Other Information (continued)

董事資料更改

根據上市規則第13.51B(1)條，自本公司最近刊登之年報起及截至本中期報告日期，有關董事之資料的更改及更新如下：

- (a) 獨立非執行董事史習陶先生於二零一八年四月一日辭任閩信集團有限公司之獨立非執行董事。
- (b) 董事會主席兼獨立非執行董事司徒振中先生獲委任為萬成集團股份有限公司(一間於二零一八年六月一日在聯交所上市的公司)之獨立非執行董事，自二零一八年五月十五日起生效。司徒先生於二零一八年五月十七日舉行的股東週年大會結束時因不重選連任而退任中國光大控股有限公司(一間在聯交所上市的公司)之獨立非執行董事。
- (c) 獨立非執行董事石禮謙議員 *GBS* 太平紳士獲委任為資本策略地產有限公司之獨立非執行董事，自二零一八年七月二十日起生效。

企業管治

企業管治守則

本公司致力維持高水平之企業管治常規及程序。本公司於回顧期內已遵守上市規則附錄十四所載之企業管治守則(「企業管治守則」)之守則條文(「守則條文」)。本集團的企業管治常規已採納企業管治守則所載的原則。

CHANGE OF INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes and updated information regarding the Directors since the Company's last published annual report and up to the date of this interim report are set out below:

- (a) Mr. Sze Tsai To, Robert, an independent non-executive Director, resigned as an independent non-executive director of Min Xin Holdings Limited with effect from 1 April 2018.
- (b) Mr. Seto Gin Chung, John, the chairman of the Board and an independent non-executive Director, has been appointed as an independent non-executive director of the MS Group Holdings Limited (a company listed on the Stock Exchange on 1 June 2018) with effect from 15 May 2018. Mr. Seto retired as an independent non-executive director of China Everbright Limited, a company listed on the Stock Exchange, upon conclusion of its annual general meeting on 17 May 2018 as he did not offer himself for re-election.
- (c) Hon. Shek Lai Him, Abraham, *GBS, JP*, an independent non-executive Director, has been appointed as an independent non-executive director of CSI Properties Limited with effect from on 20 July 2018.

CORPORATE GOVERNANCE

Corporate Governance Code

The Company is committed to maintaining a high standard of corporate governance practices and procedures. The Company has complied with the code provisions ("CP") of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules for the period under review. The principles as set out in the CG Code have been adopted into our corporate governance practice.

企業管治及其他資料(續) Corporate Governance and Other Information (continued)

企業管治(續)

進行證券交易的標準守則

本公司已採納標準守則作為董事買賣本公司證券之操守守則。標準守則亦適用於企業管治守則所界定之「相關僱員」。

經向董事作出具體查詢後，董事已確認，彼等於本中期報告所涵蓋之整段會計期間內，均已遵守本公司採納標準守則內所規定之準則。

審核委員會

董事已委聘本集團外聘核數師審閱截至二零一八年六月三十日止六個月之中期報告。本集團之外聘核數師已根據香港會計師公會頒佈之香港審閱準則第2410號「由實體之獨立核數師執行之中期財務資料審閱」進行審閱。

本公司已設立審核委員會，其職權範圍與企業管治守則之守則條文一致，以檢討及監察本集團之財務報告程序以及風險管理及內部監控系統。審核委員會之職權範圍已登載於香港交易及結算所有限公司（「港交所」）及本公司之網站。

於二零一八年六月三十日，審核委員會由獨立非執行董事溫世昌先生（委員會主席）、司徒振中先生（董事會主席）及史習陶先生組成。審核委員會主席具備所須之適當專業財務資格及經驗。

CORPORATE GOVERNANCE (continued)

Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct of dealings in securities of the Company by the Directors. The Model Code also applies to “relevant employees” as defined in the CG Code.

Based on specific enquiry of the Directors, the Directors confirmed that they complied with the required standards in the Model Code adopted by the Company throughout the accounting period covered by this interim report.

Audit Committee

The Directors have engaged the Group’s external auditors to review the interim report for the six months ended 30 June 2018. The Group’s external auditors have carried out their 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 HKICPA.

The Company has established the Audit Committee with terms of reference aligned with the CP of the CG Code for the purpose of reviewing and providing supervision over the Group’s financial reporting process and risk management and internal control systems. The terms of reference of the Audit Committee have been posted on the websites of Hong Kong Exchanges and Clearing Limited (“HKEx”) and the Company.

As at 30 June 2018, the Audit Committee was comprised of Mr. Wan Sai Cheong, Joseph (chairman of the committee), Mr. Seto Gin Chung, John (chairman of the Board) and Mr. Sze Tsai To, Robert, all of them were independent non-executive Directors. The chairman of the Audit Committee has the required appropriate professional financial qualifications and experience.

企業管治及其他資料(續) Corporate Governance and Other Information (continued)

企業管治(續)

審核委員會(續)

於回顧期內，審核委員會與管理層已審閱本集團所採用之會計準則及常規，並討論核數、風險管理及內部監控系統以及財務匯報等事宜。期末後，審核委員會審閱本集團截至二零一八年六月三十日止六個月之財務報表。

薪酬委員會

本公司已設立薪酬委員會，負責檢討董事及高級管理層成員薪酬政策。於二零一八年六月三十日，薪酬委員會由獨立非執行董事史習陶先生(委員會主席)、司徒振中先生(董事會主席)及石禮謙議員*GBS太平紳士*組成。

薪酬委員會之職權範圍與企業管治守則之守則條文一致。薪酬委員會職權範圍已登載於港交所及本公司之網站。

提名委員會

為遵守企業管治守則，本公司已成立提名委員會，於二零一八年六月三十日，其成員包括獨立非執行董事司徒振中先生(委員會主席及董事會主席)及石禮謙議員*GBS太平紳士*，以及本公司執行董事兼行政總裁洪明基先生。

提名委員會之職權範圍與企業管治守則之守則條文一致。提名委員會職權範圍已登載於港交所及本公司之網站。

CORPORATE GOVERNANCE (continued)

Audit Committee (continued)

During the period under review, the Audit Committee reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters. Subsequent to the period end, the Audit Committee reviewed the Group's financial statements for the six months ended 30 June 2018.

Remuneration Committee

The Remuneration Committee was established with a particular responsibility to review the Company's remuneration policy for Directors and members of the senior management. As at 30 June 2018, the Remuneration Committee was comprised of Mr. Sze Tsai To, Robert (chairman of the committee), Mr. Seto Gin Chung, John (chairman of the Board) and Hon. Shek Lai Him, Abraham, *GBS, JP*, all of them were independent non-executive Directors.

The terms of reference of the Remuneration Committee align with the CP of the CG Code and have been posted on the websites of HKEx and the Company.

Nomination Committee

To comply with the CG Code, a Nomination Committee was established and its member was comprised of Mr. Seto Gin Chung, John (chairman of the committee and chairman of the Board) and Hon. Shek Lai Him, Abraham, *GBS, JP*, both of them were independent non-executive Directors, and Mr. Hung Ming Kei, Marvin, an executive Director and the chief executive officer of the Company as at 30 June 2018.

The terms of reference of the Nomination Committee align with the CP of the CG Code and have been posted on the websites of HKEx and the Company.

企業管治及其他資料(續) Corporate Governance and Other Information (continued)

買賣或贖回本身上市證券

於回顧期內，本公司或其任何附屬公司並無買賣或贖回本公司之上市證券。

董事會

於二零一八年六月三十日，執行董事為洪明基先生及黃國英先生；獨立非執行董事為司徒振中先生(董事會主席)、史習陶先生、石禮謙議員*GBS太平紳士*及溫世昌先生；非執行董事為林鳳明女士。

致謝

本人謹代表本集團對所有客戶、供應商、業務聯繫人士與往來銀行一直給予堅定不移的支持，致以衷心感謝。本人亦感激全體管理人員及員工在回顧期內的勤奮工作及不屈不撓的精神。

代表董事會

主席
司徒振中

香港，二零一八年八月二十四日

PURCHASE, SALE OR REDEMPTION OF OWN LISTED SECURITIES

During the period under review, there were no purchases, sales or redemptions by the Company or any of its subsidiaries of the Company's listed securities.

BOARD OF DIRECTORS

As at 30 June 2018, the executive Directors were Mr. Hung Ming Kei, Marvin and Mr. Wong Kwok Ying. The independent non-executive Directors were Mr. Seto Gin Chung, John (chairman of the Board), Mr. Sze Tsai To, Robert, Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Wan Sai Cheong, Joseph. The non-executive Director was Ms. Lam Fung Ming, Tammy.

VOTE OF THANKS

On behalf of the Group, I would like to thank all of our customers, suppliers, business associates and bankers for their unwavering support. I wish to also express my gratitude to members of our management team and staff for their diligence and perseverance during the period under review.

On Behalf of the Board

SETO GIN CHUNG, JOHN
Chairman

Hong Kong, 24 August 2018

中期財務資料審閱報告
Report on Review of Interim Financial Information



EY 安永

致合興集團控股有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

本核數師已審閱列載於第2頁至第39頁合興集團控股有限公司(「貴公司」)及其附屬公司的中期財務資料，中期財務資料包括於二零一八年六月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的有關簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及其他說明附註。香港聯合交易所有限公司證券上市規則規定，中期財務資料報告的編製必須符合上市規則的相關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。

貴公司董事須負責根據香港會計準則第34號編製及呈列本中期財務資料。本核數師須負責根據吾等的審閱對本中期財務資料發表結論。吾等的報告乃根據協定的委聘條款，僅向閣下作為一個實體作出，而並無其他用途。本核數師不會就本報告的內容而對任何其他人士承擔或負上任何責任。

To the board of directors of Hop Hing Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information of Hop Hing Group Holdings Limited (“the Company”) and its subsidiaries set out on pages 2 to 39, which comprises the condensed consolidated statement of financial position as at 30 June 2018, and the related condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months period then ended and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants.

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

中期財務資料審閱報告(續) Report on Review of Interim Financial Information (continued)

審閱範圍

本核數師乃根據香港會計師公會頒佈的香港審閱準則第2410號「由實體之獨立核數師執行之中期財務資料審閱」進行審閱工作。中期財務資料的審閱包括主要向負責財務及會計事宜的人員作出查詢，並運用分析及其他審閱程序。由於審閱的範圍遠較根據香港審核準則進行的審核為小，因此不能保證本核數師會知悉在審核中可能會發現的所有重大事宜。因此，本核數師不發表審核意見。

結論

根據本核數師的審閱工作，本核數師並無發現任何事宜，使本核數師相信中期財務資料在任何重大方面並無根據香港會計準則第34號的規定而編製。

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二零一八年八月二十四日

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 interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Ernst & Young
Certified Public Accountants
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Hong Kong

24 August 2018



合興集團控股有限公司
HOP HING GROUP HOLDINGS LIMITED