

東森自然美

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 00157

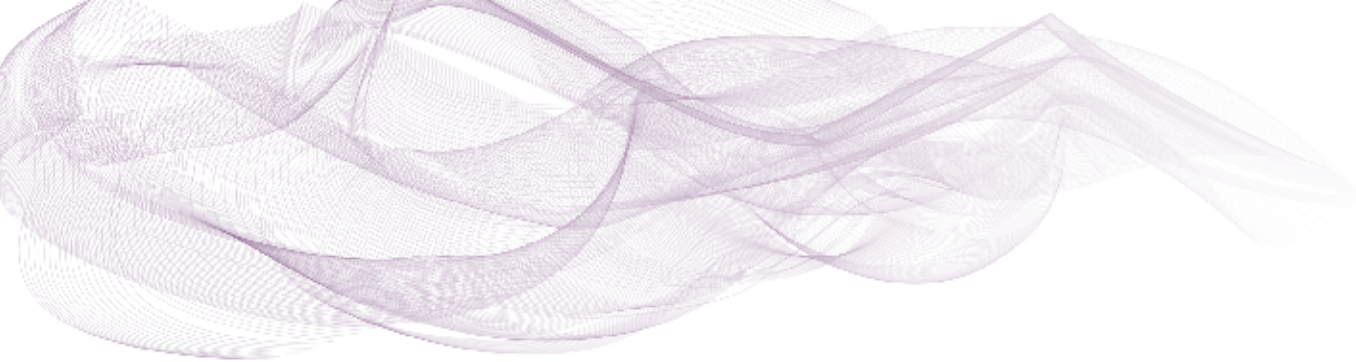


Beauty

from Natural

美麗源於自然

2019 Interim Report 中期報告



Mission Statement

我們的使命

Natural Beauty is dedicated to cultivate our staff, customers, students and franchisees to appreciate our education, products and services, which are made by the love and kindness of our founder, Dr. Tsai Yen-Pin, who made modern ladies beautiful, confident and wealthy.

我們致力於使員工、顧客、學員及加盟老師們存著一份感恩的心來到自然美，學習自然美容術及使用自然美產品及服務，這都是自然美創辦人蔡燕萍博士以愛心砌成累積的成果，幫助無數女性建立美麗、自信及財富。



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Corporate Information 公司資料

(As at 22 August 2019 ("the Latest Practicable Date"))
(於二零一九年八月二十二日(「最後實際可行日期」))

BOARD OF DIRECTORS

Executive Directors

Dr. LEI Chien

(alias Joanna LEI) (*Chairperson*)

Mr. PAN Yi-Fan

(alias Ivan PAN)

Non-executive Directors

Mr. HSIAO Wen-Chung

Ms. LU Yu-Min

(alias Vicky LU)

Ms. LIN Shu-Hua

Mr. CHEN Shou-Huang

Independent Non-executive Directors

Mr. CHEN Ruey-Long

(alias Steve CHEN)

Mr. LU Chi-Chant

Mr. Yang Shih-Chien

AUTHORISED REPRESENTATIVES

Mr. PAN Yi-Fan

(alias Ivan PAN)

Ms. SUN Ah Tsang

COMPANY SECRETARY

Ms. SUN Ah Tsang (ACS, ACIS)

MEMBERS OF THE AUDIT COMMITTEE

Mr. CHEN Ruey-Long

(alias Steve CHEN) (*Chairman*)

Ms. LIN Shu-Hua

Mr. LU Chi-Chant

Mr. YANG Shih-Chien

董事會

執行董事

雷倩博士(主席)

潘逸凡先生

非執行董事

蕭文聰先生

陸瑜民女士

林淑華女士

陳守煌先生

獨立非執行董事

陳瑞隆先生

盧啟昌先生

楊世緘先生

法定代表

潘逸凡先生

孫亞鐸女士

公司秘書

孫亞鐸女士(ACS, ACIS)

審核委員會成員

陳瑞隆先生(主席)

林淑華女士

盧啟昌先生

楊世緘先生

MEMBERS OF THE REMUNERATION COMMITTEE

Mr. LU Chi-Chant (*Chairman*)

Dr. LEI Chien

(alias Joanna LEI)

Mr. PAN Yi-Fan

(alias Mr. Ivan PAN)

Mr. CHEN Ruey-Long

(alias Steve CHEN)

Mr. YANG Shih-Chien

MEMBERS OF THE EXECUTIVE COMMITTEE

Dr. LEI Chien

(alias Joanna LEI) (*Chairperson*)

Mr. PAN Yi-Fan

(alias Ivan PAN)

Ms. LU Yu-Min

(alias Vicky LU)

Ms. LIN Shu-Hua

Mr. CHEN Shou-Huang

MEMBERS OF THE NOMINATION COMMITTEE

Mr. YANG Shih-Chien (*Chairman*)

Dr. LEI Chien

(alias Joanna LEI)

Mr. PAN Yi-Fan

(alias Ivan PAN)

Mr. CHEN Ruey-Long

(alias Steve CHEN)

Mr. LU Chi-Chant

REGISTERED OFFICE

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

薪酬委員會成員

盧啓昌先生 (主席)

雷倩博士

潘逸凡先生

陳瑞隆先生

楊世緘先生

執行委員會成員

雷倩博士 (主席)

潘逸凡先生

陸瑜民女士

林淑華女士

陳守煌先生

提名委員會成員

楊世緘先生 (主席)

雷倩博士

潘逸凡先生

陳瑞隆先生

盧啓昌先生

註冊辦事處

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Corporate Information

公司資料

(As at 22 August 2019 (“the Latest Practicable Date”))
(於二零一九年八月二十二日(「最後實際可行日期」))

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Level 54
Hopewell Centre
183 Queen’s Road East
Hong Kong

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISERS

Bird & Bird
4/F, Three Pacific Place
1 Queen’s Road East
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Hong Kong Registrars Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Stock Code: 00157

香港主要營業地點

香港
皇后大道東183號
合和中心
54樓

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一期35樓

法律顧問

鴻鵠律師事務所
香港
皇后大道東1號
太古廣場3座4樓

主要股份過戶登記處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

香港股份過戶登記分處

香港證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716室

上市資料

香港聯合交易所有限公司
股份代號：00157

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road Central
Hong Kong

Taiwan Cooperative Bank

No. 277, Section 3, Cheng Teh Road
Taipei
Taiwan

CTBC BANK Co., Ltd.

8F, No. 168, Jingmao 2nd Road
Taipei
Taiwan

China Merchants Bank Co., Ltd.

Shanghai Branch, Jingsi Sub-branch
1465 Beijing Road (W)
Shanghai
The PRC

China Minsheng Banking Corporation Limited

Shanghai Branch, Hongkou Sub-branch
1/F Gulf Building
53 Huangpu Road
Shanghai
The PRC

WEBSITE

www.ir-cloud.com/hongkong/00157/irwebsite

主要往來銀行

香港上海滙豐銀行有限公司

香港
皇后大道中1號

合作金庫銀行

台灣
台北
承德路三段277號

中國信託商業銀行股份有限公司

台灣
台北
經貿二路168號8樓

招商銀行股份有限公司

上海市分行靜安寺支行
中國
上海
北京西路1465號

中國民生銀行股份有限公司

上海市分行虹口支行
中國
上海
黃浦路53號
海灣大廈一樓

網址

www.ir-cloud.com/hongkong/00157/irwebsite

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

財務回顧

Turnover by geographical region	按地域劃分之營業額	1H 2019		1H 2018		Changes	
		二零一九年上半年		二零一八年上半年		變動	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元	
The People's Republic of China ("PRC")	中華人民共和國 (「中國大陸」)	151,595	74.0%	154,055	79.5%	(2,460)	(1.6%)
Taiwan	台灣	51,729	25.2%	38,015	19.6%	13,714	36.1%
Others	其他	1,564	0.8%	1,668	0.9%	(104)	(6.2%)
Total	總計	204,888	100.0%	193,738	100.0%	11,150	5.8%

During the six months ended 30 June 2019, turnover of Natural Beauty Bio-Technology Limited ("Natural Beauty" or the "Company") and its subsidiaries (the "Group") increased by 5.8% to HK\$204.9 million compared with HK\$193.7 million for the six months ended 30 June 2018. Turnover in the PRC remained relatively constant and turnover in Taiwan increased by 36.1% or 13.7 million compared with the corresponding period last year. The revenues are denominated in RMB and NTD in PRC and Taiwan respectively. Due to the adverse impact from RMB and NTD depreciation against HKD in the first half of 2019, the group's revenue only increased by 5.8% for the six months ended by 30 June 2019. The real growth rates of sales in PRC and Taiwan were 5.0% and 47.4% respectively in their own currencies.

For the six months ended 30 June 2019, turnover in the PRC market decreased by 1.6% from HK\$154.1 million for the six months ended 30 June 2018 to HK\$151.6 million; and turnover in Taiwan increased by 36.1% from HK\$38.0 million for the six months ended 30 June 2018 to HK\$51.7 million.

Sales from other regions, including Hong Kong, Macau and Malaysia, decreased by 6.2% to HK\$1.6 million for the six months ended 30 June 2019. Contribution from these regions remained at an insignificant level of just 0.8% of the Group's turnover.

The Group's overall gross profit margin declined from 70.8% for the six months ended 30 June 2018 to 64.0% for the six months ended 30 June 2019 mainly due to the new beauty apparatus sold to franchisees which changed the revenue mixture of the Group's product/beauty apparatus/service packages, the offering of large promotional discounts on the new spa and medical cosmetology services and opening up a new distribution channel during the period under review.

自然美生物科技有限公司(「自然美」或「本公司」)及其附屬公司(「本集團」)之營業額由截至二零一八年六月三十日止六個月之193,700,000港元增加5.8%至截至二零一九年六月三十日止六個月之204,900,000港元。中國大陸之營業額與去年基本持平，台灣之營業額較去年同期增加36.1%或13,700,000港元。中國大陸及台灣之收入分別以人民幣及新台幣計值。受二零一九年上半年人民幣及新台幣兌港幣貶值之不利影響，本集團截至二零一九年六月三十日止六個月收入僅增長5.8%。以當地貨幣計算，中國大陸及台灣之實際銷售增長率分別為5.0%及47.4%。

於截至二零一九年六月三十日止六個月，中國大陸市場之營業額由截至二零一八年六月三十日止六個月之154,100,000港元減少1.6%至151,600,000港元；台灣市場之營業額由截至二零一八年六月三十日止六個月之38,000,000港元增加36.1%至51,700,000港元。

於截至二零一九年六月三十日止六個月，其他地區(包括香港、澳門及馬來西亞)之銷售額減少6.2%至1,600,000港元。該等地區對本集團營業額之貢獻維持輕微，僅佔本集團總營業額0.8%。

本集團之整體邊際毛利率由截至二零一八年六月三十日止六個月之70.8%下降至截至二零一九年六月三十日止六個月之64.0%，主要由於本集團銷售新的美容儀器，於回顧期間自產產品／美容儀器／服務收入組合發生變化、新的水療及醫療美容服務提供更多推廣優惠及開展新的分銷通路所致。

FINANCIAL REVIEW (Continued)

財務回顧 (續)

Turnover by activities	按業務劃分之營業額	1H 2019		1H 2018		Changes	
		二零一九年上半年		二零一八年上半年		變動	
		HK\$'000		HK\$'000		HK\$'000	%
		千港元		千港元		千港元	
Products	產品						
PRC	中國大陸	144,589		148,528		(3,939)	(2.7%)
Taiwan	台灣	50,390		36,885		13,505	36.6%
Others	其他	1,564		1,668		(104)	(6.2%)
Total	總計	196,543		187,081		9,462	5.1%
Services	服務						
PRC	中國大陸	7,006		5,527		1,479	26.8%
Taiwan	台灣	1,339		1,130		209	18.5%
Total	總計	8,345		6,657		1,688	25.4%

Turnover by activities	按業務劃分之營業額	1H 2019		1H 2018		Changes	
		二零一九年上半年		二零一八年上半年		變動	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元	
Products	產品	196,543	95.9%	187,081	96.6%	9,462	5.1%
Services	服務	8,345	4.1%	6,657	3.4%	1,688	25.4%
Total	總計	204,888	100.0%	193,738	100.0%	11,150	5.8%

FINANCIAL REVIEW (Continued)

Products

The Group is principally engaged in manufacturing and sales of a range of products, including skin care, beauty and aroma-therapeutic products, health supplements and make-up products under the "Natural Beauty" brand and new beauty apparatus. Product sales are the Group's key revenue source and primarily come from franchised spas, self-owned spas and concessionary counters at department stores. Product sales for the six months ended 30 June 2019 amounted to HK\$196.5 million, or 95.9% of the Group's total revenue, representing an increase of HK\$9.5 million or by 5.1% when compared with sales of HK\$187.1 million for the six months ended 30 June 2018. The increase in product sales was mainly driven by the increase in turnover in such segment in Taiwan market by 36.6% to HK\$50.4 million for the six months ended 30 June 2019 compared with HK\$36.9 million for the corresponding period last year.

財務回顧 (續)

產品

本集團主要以「自然美」品牌製造及銷售護膚產品、美容及精油產品、健康食品及化妝品等各式各樣產品及新的美容儀器。產品銷售為本集團主要收入來源，且主要源自加盟水療中心、自資經營水療中心及百貨公司專櫃。截至二零一九年六月三十日止六個月之產品銷售額達196,500,000港元（或佔本集團總收入95.9%），較截至二零一八年六月三十日止六個月之銷售額187,100,000港元增加9,500,000港元或5.1%。產品銷售額增加主要由於截至二零一九年六月三十日止六個月該分部於台灣地區市場較去年同期之36,900,000港元相比增加36.6%至50,400,000港元所致。

Service income	服務收益	1H 2019		1H 2018		Changes	
		二零一九年上半年		二零一八年上半年		變動	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元		千港元		千港元	
Training income	培訓收益	162	1.9%	152	2.3%	10	6.6%
Spa service and medical cosmetology service income	水療服務及醫療美容服務收益	7,145	85.6%	5,092	76.5%	2,053	40.3%
Others	其他	1,038	12.5%	1,413	21.2%	(375)	(26.5%)
Total	總計	8,345	100.0%	6,657	100.0%	1,688	25.4%

Services

Service income is derived from the self-owned spas' services, medical cosmetology services, training and other services.

The Group provides skin treatment, beauty and spa services through its self-owned spas. The Group's strategy is to establish self-owned spas as model outlets in strategic locations to stimulate the overall sale of products to franchisees and attract new franchisees. Currently the Group has two self-owned spas and two self-owned medical cosmetology centres in the PRC and five self-owned spas in Taiwan.

The Group does not share any service income generated from spas run by franchisees under its current franchise arrangements. During the six months ended 30 June 2019, service income increased by 25.4% to HK\$8.3 million compared with HK\$6.7 million for the corresponding period last year. The increase in service income was mainly driven by the increase in turnover of spa services and medical cosmetology service income by 40.3% to HK\$7.1 million compared with HK\$5.1 million for the corresponding period last year.

服務

服務收益源自自資經營水療中心服務、醫療美容服務、培訓及其他服務。

本集團透過其自資經營水療中心提供肌膚護理、美容及水療服務。本集團之策略乃於戰略位置將自資經營水療中心打造成模範門店，以刺激對加盟者的產品整體銷售並吸引新加盟者。目前，本集團在中國大陸擁有兩家自資經營水療中心及兩家自資經營醫療美容中心，並在台灣擁有五家自資經營水療中心。

按現行加盟經營安排，本集團不能分佔加盟者經營水療中心所得之任何服務收益。於截至二零一九年六月三十日止六個月，服務收益較去年同期之6,700,000港元相比增加25.4%至8,300,000港元，主要由於水療服務營業額及醫療美容服務收益較去年同期之5,100,000港元增加40.3%至7,100,000港元。

FINANCIAL REVIEW (Continued)

Other income and other gains

Other income and other gains decreased by HK\$3.1 million or 47.5% from HK\$6.5 million for the six months ended 30 June 2018 to HK\$3.4 million for the six months ended 30 June 2019. Other income and other gains mainly comprised rental income from investment properties, interest income, government grants and exchange gains of HK\$1.4 million, HK\$0.7 million, HK\$0.5 million and HK\$0.7 million respectively during the six months ended 30 June 2019.

Selling and administrative expenses

Distribution and selling expenses as a percentage of the Group's turnover increased to 37.5% for the six months ended 30 June 2019 compared with 33.8% for the six months ended 30 June 2018. The distribution and selling expenses increased by HK\$11.4 million from HK\$65.4 million for the six months ended 30 June 2018 to HK\$76.8 million for the six months ended 30 June 2019. Staff costs in relation to distribution work increased by HK\$1.3 million from HK\$26.0 million for the six months ended 30 June 2018 to HK\$27.3 million for the six months ended 30 June 2019. Advertising expenses increased by HK\$22.5 million from HK\$3.2 million for the six months ended 30 June 2018 to HK\$25.7 million for the six months ended 30 June 2019. Other key expenses included new products launching events and customers' training session expenses of HK\$7.4 million, depreciation charges of HK\$6.8 million as well as travelling charges of HK\$2.4 million for the six months ended 30 June 2019.

Total administrative expenses increased by HK\$3.3 million, or 9.3%, to HK\$38.9 million for the six months ended 30 June 2019 compared with HK\$35.6 million for the six months ended 30 June 2018. Administrative expenses mainly comprised staff costs in relation to administrative work of HK\$10.0 million, consultancy and professional fee of HK\$7.9 million, depreciation charges of HK\$5.0 million and office and utility expenses of HK\$2.4 million.

Other expenses and other losses

Other expenses and other losses increased by HK\$5.9 million, from -HK\$2.2 million for the six months ended 30 June 2018 to HK\$3.7 million for the six months ended 30 June 2019. Other expenses and other losses for the six months ended 30 June 2019 mainly included the provision for doubtful debts expense of HK\$2.1 million, related expenses of rental property of HK\$0.8 million and interest expenses of lease liabilities of HK\$0.8 million.

財務回顧 (續)

其他收益和利得

其他收益和利得由截至二零一八年六月三十日止六個月之6,500,000港元減少3,100,000港元或47.5%至截至二零一九年六月三十日止之3,400,000港元。於截至二零一九年六月三十日止六個月，其他收益和利得主要包括投資物業之租金收益、利息收益、政府補助金、匯兌利得，分別為1,400,000港元、700,000港元、500,000港元及700,000港元。

銷售及行政開支

分銷及銷售開支佔本集團營業額之百分比比較截至二零一八年六月三十日止六個月之33.8%增加至截至二零一九年六月三十日止六個月之37.5%。分銷及銷售開支由截至二零一八年六月三十日止六個月之65,400,000港元增加11,400,000港元至截至二零一九年六月三十日止六個月之76,800,000港元。銷售人員成本由截至二零一八年六月三十日止六個月之26,000,000港元增加1,300,000港元至截至二零一九年六月三十日止六個月之27,300,000港元。廣告費開支由截至二零一八年六月三十日止六個月之3,200,000港元增加22,500,000港元至截至二零一九年六月三十日止六個月之25,700,000港元。於截至二零一九年六月三十日止六個月，其他重要開支項目包括新產品發佈會及客戶培訓會議支出7,400,000港元、折舊費用6,800,000港元以及差旅費用2,400,000港元。

於截至二零一九年六月三十日止六個月，總行政開支由截至二零一八年六月三十日止六個月之35,600,000港元增加3,300,000港元或9.3%至38,900,000港元。行政開支主要包括管理人員成本10,000,000港元、諮詢及專業費用7,900,000港元、折舊費用5,000,000港元以及辦公室和水電開支2,400,000港元。

其他支出和損失

其他支出和損失由截至二零一八年六月三十日止六個月之-2,200,000港元增加5,900,000港元至截至二零一九年六月三十日止六個月之3,700,000港元。截至二零一九年六月三十日止六個月，其他支出和損失主要包括呆賬撥備2,100,000港元、出租物業之相關支出800,000港元以及租賃負債之利息支出800,000港元。

FINANCIAL REVIEW (Continued)

Profit before tax

Taking into account the decrease in gross profit and other income, and the increase in selling and administrative expenses, profit before tax decreased by 66.1% from HK\$44.8 million for the six months ended 30 June 2018 to HK\$15.2 million for the six months ended 30 June 2019.

Taxation

Taxation expenses decreased by HK\$10.4 million to HK\$5.4 million for the six months ended 30 June 2019 compared with HK\$15.8 million for the six months ended 30 June 2018. The effective tax rates of the Group for the six months ended 30 June 2018 and 2019 were 35.3% and 35.8% respectively.

Profit for the period

Profit for the period decreased by 66.3% from HK\$29.0 million for the six months ended 30 June 2018 to HK\$9.8 million for the six months ended 30 June 2019.

Liquidity and financial resources

Cash used in operating activities for the six months ended 30 June 2019 was approximately HK\$0.1 million (HK\$60.5 million generated from operating activities for the six months ended 30 June 2018). As at 30 June 2019, the Group had bank balances and cash of approximately HK\$159.6 million (HK\$181.0 million as at 31 December 2018) with no external bank borrowing.

In terms of gearing, as at 31 December 2018 and 30 June 2019, the Group's gearing ratios were zero (defined as net debt divided by shareholders' equity) as the Group was in a net cash position on both year/period-end dates. Current ratios of the Group (defined as current assets divided by current liabilities) as at 31 December 2018 and 30 June 2019 were 2.8 times and 2.5 times respectively. As at 30 June 2019, the Group had no material contingent liabilities, other than those disclosed in its financial statements and notes thereto. With the cash and bank balances in hand, the Group's liquidity position remains strong and it has sufficient financial resources to finance its commitments and to meet its working capital requirements.

財務回顧 (續)

除稅前溢利

鑑於毛利及其他收益均告減少，銷售及行政開支增加，除稅前溢利由截至二零一八年六月三十日止六個月之44,800,000港元減少66.1%至截至二零一九年六月三十日止六個月之15,200,000港元。

稅項

稅項支出由截至二零一八年六月三十日止六個月之15,800,000港元減少10,400,000港元至截至二零一九年六月三十日止六個月之5,400,000港元。本集團於截至二零一八年及二零一九年六月三十日止六個月之實際稅率分別為35.3%及35.8%。

期內溢利

期內溢利由截至二零一八年六月三十日止六個月之29,000,000港元減少66.3%至截至二零一九年六月三十日止六個月之9,800,000港元。

流動資金及財務資源

於截至二零一九年六月三十日止六個月之經營業務所用之現金約為100,000港元（截至二零一八年六月三十日止六個月，經營業務所得之現金為60,500,000港元）。於二零一九年六月三十日，本集團之銀行結存及現金約為159,600,000港元（於二零一八年十二月三十一日為181,000,000港元），且並無外界銀行借款。

資產負債方面，於二零一八年十二月三十一日及二零一九年六月三十日，由於本集團在兩個年度／期間結算日均處於淨現金狀況，故資產負債比率（界定為淨負債除以股東權益）均為零。於二零一八年十二月三十一日及二零一九年六月三十日，本集團之流動比率（界定為流動資產除以流動負債）分別為2.8倍及2.5倍。於二零一九年六月三十日，除於財務報表及有關附註披露者外，本集團並無重大或然負債。憑藉所持有之現金及銀行結存，本集團之流動資金狀況維持穩健，且財務資源充裕，足以應付其承擔及營運資金所需。

FINANCIAL REVIEW (Continued)

Treasury policies and exposure to fluctuations in exchange rates

Most of the Group's revenues are denominated in Renminbi and New Taiwan Dollars as its operations are mainly located in the PRC and Taiwan. As at 30 June 2019, approximately 75.0% (72.4% as at 31 December 2018) of the Group's bank balances and cash was denominated in Renminbi, while approximately 17.0% (21.5% as at 31 December 2018) in New Taiwan Dollars. The remaining 8.0% (6.1% as at 31 December 2018) was denominated in US Dollars, Hong Kong Dollars and Ringgit Malaysia. The Group continues to adopt a conservative approach in its foreign exchange exposure management. It reviews its foreign exchange risks periodically and uses derivatives to hedge against such risks when necessary.

財務回顧 (續)

理財政策及所承受匯率波動風險

基於本集團業務主要位於中國大陸及台灣，故其大部份收入乃以人民幣及新台幣計值。於二零一九年六月三十日，在本集團之銀行結存及現金中，約75.0%（於二零一八年十二月三十一日為72.4%）以人民幣計值，另約17.0%（於二零一八年十二月三十一日為21.5%）以新台幣計值。餘下8.0%（於二零一八年十二月三十一日為6.1%）則以美元、港元及馬來西亞幣計值。本集團繼續就外匯風險管理採取審慎政策，定期檢討其所承受之外匯風險，並於有需要時使用衍生金融工具對沖有關風險。

BUSINESS REVIEW

業務回顧

Turnover by geographic region	按地域劃分之營業額	1H 2019	1H 2018	Changes	
		二零一九年上半年	二零一八年上半年	變動	
		HK\$'000	HK\$'000	HK\$'000	%
		千港元	千港元	千港元	%
PRC	中國大陸				
Products	產品	144,589	148,528	(3,939)	(2.7%)
Services	服務	7,006	5,527	1,479	26.8%
PRC Total	中國大陸總計	151,595	154,055	(2,460)	(1.6%)
Taiwan	台灣				
Products	產品	50,390	36,885	13,505	36.6%
Services	服務	1,339	1,130	209	18.5%
Taiwan Total	台灣總計	51,729	38,015	13,714	36.1%
Others	其他				
Products	產品	1,564	1,668	(104)	(6.2%)
Services	服務	-	-	-	-
Others Total	其他總計	1,564	1,668	(104)	(6.2%)

BUSINESS REVIEW (Continued)

The PRC Market

The Group's turnover in the PRC market decreased by 1.6% for the six months ended 30 June 2019 to HK\$151.6 million compared with HK\$154.1 million for the six months ended 30 June 2018. Gross margin on product sales decreased from 76.6% for the six months ended 30 June 2018 to 67.6% for the six months ended 30 June 2019. The key reasons are the changes in the mixture of products with different gross profit margin and the revenue mixture of the Group's product/beauty apparatus/service package.

The Taiwan Market

The Group's turnover in the Taiwan market increased by 36.1% from HK\$38.0 million for the six months ended 30 June 2018 to HK\$51.7 million for the six months ended 30 June 2019. Gross margin on product sales decreased from 78.4% for the six months ended 30 June 2018 to 71.2% for the six months ended 30 June 2019. The key reason is that the gross profit margin of product sales via new distribution channel in Taiwan is lower than the gross profit margin of product sales via existing channels.

Benefited from the operation strategy of EMI Group, NB products were sold through the distribution channels of EMI. For the six months ended by 30 June 2019, sales revenue from TV shopping and telemarketing channels in Taiwan market contributed HK\$13,200,000 to the Group, accounting for 26.2% of the product sales in Taiwan.

業務回顧 (續)

中國大陸市場

於截至二零一九年六月三十日止六個月，本集團於中國大陸市場之營業額較截至二零一八年六月三十日止六個月之154,100,000港元減少1.6%至151,600,000港元。產品銷售邊際毛利率由截至二零一八年六月三十日止六個月之76.6%下降至截至二零一九年六月三十日止六個月之67.6%。主要原因為中國大陸具不同邊際毛利率的產品結構以及本集團自產產品／美容儀器／服務收入組合發生變化。

台灣市場

本集團於台灣市場之營業額由截至二零一八年六月三十日止六個月之38,000,000港元增加36.1%至截至二零一九年六月三十日止六個月之51,700,000港元。產品銷售邊際毛利率由截至二零一八年六月三十日止六個月之78.4%下降至截至二零一九年六月三十日止六個月之71.2%，主要原因為台灣的新分銷通路的產品銷售額之邊際毛利率低於現有通路的產品銷售額之邊際毛利率。

得益於東森集團之營運策略，自然美產品透過東森旗下的分銷通路銷售。截至二零一九年六月三十日止六個月，台灣市場的電視購物及電話行銷通路產品銷售收入對本集團貢獻達13,200,000港元，佔台灣產品銷售額之26.2%。

BUSINESS REVIEW (Continued)

業務回顧 (續)

Distribution channels

分銷管道

Store Number by Ownership	按擁有權劃分 之店舖數目	Franchisee owned Spa 加盟者擁有 水療中心	Self-owned Spa 自資經營 水療中心	Total Spa 水療中心 總計	Entrusted Counter 委託經營 專櫃	Self-owned Counter 自資經營 專櫃	Total Counter 專櫃總計	Self-owned	Total
								Medical Cosmetology 自營醫學 美容中心	
As at 30 June 2019	於二零一九年 六月三十日								
PRC	中國大陸	797	2	799	0	11	11	2	812
Taiwan	台灣	258	5	263	0	0	0	0	263
Others	其他	27	0	27	0	0	0	0	27
Total	總計	1,082	7	1,089	0	11	11	2	1,102

Store Number by Ownership	按擁有權劃分 之店舖數目	Franchisee owned Spa 加盟者擁有 水療中心	Self-owned Spa 自資經營 水療中心	Total Spa 水療中心 總計	Entrusted Counter 委託經營 專櫃	Self-owned Counter 自資經營 專櫃	Total Counter 專櫃總計	Self-owned	Total
								Medical Cosmetology 自營醫學 美容中心	
As at 30 June 2018	於二零一八年 六月三十日								
PRC	中國大陸	760	2	762	0	15	15	1	778
Taiwan	台灣	247	3	250	0	0	0	0	250
Others	其他	30	0	30	0	0	0	0	30
Total	總計	1,037	5	1,042	0	15	15	1	1,058

BUSINESS REVIEW (Continued)

Distribution channels (Continued)

業務回顧 (續)

分銷管道 (續)

Average sales per store	每間店舖平均銷售額	1H 2019	1H 2018	1H 2019	1H 2018	Changes	
		Average store*	Average store*	Average sales per store	Average sales per store		
		二零一九年 上半年店舖 平均數目*	二零一八年 上半年店舖 平均數目*	二零一九年 上半年每間店舖 平均銷售額 HK\$ 港元	二零一八年 上半年每間店舖 平均銷售額 HK\$ 港元	變動 HK\$ 港元	%
PRC	中國大陸	801.5	795.0	189,000	194,000	(5,000)	(2.6%)
Taiwan	台灣	253.5	249.5	156,000	152,000	4,000	2.6%
Group total**	集團總計**	1,055.0	1,044.5	181,000	184,000	(3,000)	(1.6%)

* Average store number is calculated by (opening period total + closing period total)/2

** Group total does not include Hong Kong, Macau and Malaysia turnover and store count.

* 平均店舖數目以(期初總計+期末總計)/2計算

** 集團總計不包括於香港、澳門及馬來西亞之營業額及店舖數目。

The Group derives its income principally from its network of distribution channels, including spas and concessionary counters in department stores. As at 30 June 2019, there were 1,089 spas, 2 medical cosmetology centres and 11 concessionary counters. Of these, 1,082 were franchised spas, while 7 spas, 2 medical cosmetology centres and 11 concessionary counters were directly operated by the Group. No concessionary counters were entrusted to third-party operators. Franchised spas are owned by the franchisees who are responsible for the capital investment in these spas. They are obliged to use only Natural Beauty or "NB" products in their spas. A wide array of services including hydrotherapy, facial treatment, body care and skin care analysis are provided in all spas, while skin care analysis is widely available at the concessionary counters in department stores.

Group-wide, a total of 50 new stores were opened and 10 stores were closed during the six months ended 30 June 2019. Average sales per store decreased from HK\$184,000 for the six months ended 30 June 2018 to HK\$181,000 for the six months ended 30 June 2019.

本集團收益主要來自其水療中心及百貨公司專櫃等分銷管道網絡。於二零一九年六月三十日，本集團共有1,089間水療中心、2家醫學美容中心及11個專櫃，當中包括1,082間加盟水療中心，以及由本集團直接經營的7間水療中心、2家醫學美容中心及11個專櫃。並無委託協力廠商經營者經營專櫃。加盟水療中心由加盟者擁有，彼等須承擔本身水療中心的資本投資。彼等之水療中心僅可使用自然美或「NB」品牌產品。各水療中心均提供多種服務，包括水療、面部及身體護理以及皮膚護理分析服務，而百貨公司專櫃廣泛提供皮膚護理分析。

以集團而言，截至二零一九年六月三十日止六個月，本集團合共開設50間新店舖，另關閉10間店舖。每間店舖之平均銷售額由截至二零一八年六月三十日止六個月之184,000港元減少至截至二零一九年六月三十日止六個月之181,000港元。

BUSINESS REVIEW (Continued)

Research and Development

The Group puts significant emphasis on research and development ("R&D") which allows it to maintain its competitive edge, to continuously improve the quality of its existing products and develop new products. The Group has been collaborating with overseas skin-care companies on technological development. The bio-technology materials the Group uses for its NB products are imported from Europe, Japan and Australia. The Group's R&D team comprises a number of overseas consultants with experience and expertise in cosmetics, medicine, pharmacy and bio-chemistry. NB products are constantly enhanced and modified by the application of new ingredients developed by the team. The Group draws on its collaboration of experts with different expertise and experience, together with Dr. TSAI Yen-Yu's 40-year-plus industry experience and knowledge to continue to develop high-quality beauty and skin care products. NB principally uses natural ingredients to manufacture products and adopts special formulae to cater to the specific needs of women with delicate skin. NB products accommodate the natural metabolism of skin with long-lasting effects.

Natural Beauty has collaborated with a leading researcher in the field of human genome and stem cell technology for the development of an anti-aging NB-1 product family and other products for spot removal, whitening, allergy-resistance and slimming. The stem cell technology is patented in the United States to protect the uniqueness of the NB-1 products.

Products

During the six months ended 30 June 2019, the Group's flagship NB-1 products accounted for 33.6% of total product sales. Sales of NB-1 branded products reached HK\$66.0 million for the six months ended 30 June 2019.

Through the research and planning of the beauty market, the Group has successfully launched the new beauty apparatus for the franchisees, thereby enhancing its market position in the beauty market. During the six months ended 30 June 2019, sales of the new beauty apparatus achieved HK\$24.6 million, accounting for 12.5% of total product sales.

業務回顧 (續)

研究及開發

本集團非常著重於研究及開發(「研發」)，讓其保持競爭優勢，以持續改善現有產品的質素及開發新產品。本集團一直與海外護膚品公司合作研發新技術。本集團用於旗下自然美產品之生物科技物料乃從歐洲、日本及澳洲引進。本集團之研發隊伍由多名具備化妝品、醫學、藥劑及生物化學經驗與專業知識之海外顧問組成。本集團透過使用團隊研發之新成分不斷提升及改良自然美產品。本集團透過與團隊內具備不同專業知識及經驗之專家通力合作，加上蔡燕玉博士於業內積逾40年之經驗及知識，將繼續開發優質美容及護膚產品。自然美產品主要使用天然成分製作，並採用特別配方，迎合女性嬌嫩肌膚的特別需要。自然美產品能適應肌膚自然新陳代謝，功效持久。

自然美與人類基因及幹細胞科技範圍之頂尖研究員進行合作，開發抗衰老NB-1產品系列及其他去斑、美白、抗敏及纖體產品。為保護NB-1產品的獨特性，本集團於美國取得該幹細胞科技的專利權。

產品

於截至二零一九年六月三十日止六個月，本集團旗艦產品NB-1系列產品佔產品銷售總額之33.6%，於截至二零一九年六月三十日止六個月之NB-1品牌產品銷售額達到66,000,000港元。

通過對美容市場的持續研究及策略規劃，本集團成功為加盟者引進新款美容儀器，借此提升其於美容市場的優勢市場地位。新款美容儀器於截至二零一九年六月三十日止六個月之銷售額為24,600,000港元，佔產品銷售總額的12.5%。

BUSINESS REVIEW (Continued)

Human Resources

As at 30 June 2019, the Group had a total of 587 employees, of whom 425 were based in the PRC, 160 in Taiwan and 2 in other countries and regions. Total remuneration (excluding directors' emoluments) for the six months ended 30 June 2019 was approximately HK\$61.7 million (HK\$54.6 million for the six months ended 30 June 2018), including retirement benefit related costs of HK\$9.4 million (HK\$7.7 million for the six months ended 30 June 2018), with no stock option expenses (nil for the six months ended 30 June 2018). Competitive remuneration packages are maintained to attract, retain and motivate capable staff members and are reviewed on a regular basis.

The Group maintains good relations with its employees and is committed to their training and development. Professional training courses are offered to beauticians employed by the Group and to franchisees on a regular basis.

Capital Expenditures

The Group's capital expenditure of HK\$17.1 million for the six months ended 30 June 2019 was mainly related to the new plant construction in the PRC amounting to HK\$13.4 million, opening of new stores, renovation and equipment amounting to HK\$3.5 million and IT infrastructure amounting to HK\$0.2 million.

業務回顧 (續)

人力資源

於二零一九年六月三十日，本集團合共僱用587名僱員，其中425名派駐中國大陸，台灣有160名，其他國家及地區則有2名。於截至二零一九年六月三十日止六個月之總酬金（不包括董事酬金）約為61,700,000港元（截至二零一八年六月三十日止六個月為54,600,000港元），其中包括退休福利相關成本9,400,000港元（截至二零一八年六月三十日止六個月為7,700,000港元）及無認股權開支（截至二零一八年六月三十日止六個月為無）。為招聘、留聘及鼓勵表現卓越的僱員，本集團保持並定期檢討具競爭力之酬金組合。

本集團與其僱員維持良好合作關係，並承擔彼等的培訓及發展，更定期為本集團聘用之美容師及加盟者提供專業培訓課程。

資本開支

本集團於截至二零一九年六月三十日止六個月之資本開支為17,100,000港元，其主要包括中國大陸新工廠建設13,400,000港元、新開店、裝修及設備3,500,000港元及資訊科技系統200,000港元。

BUSINESS REVIEW (Continued)

Right-of-use Assets and Lease Liability

Hong Kong Financial Reporting Standard 16 Leases (HKFRS 16) came into effect on or after 1 January 2019. At the commencement date, the Group should recognise a right-of-use asset and a lease liability. The related right-to-use assets and lease liabilities are mainly located in the PRC and Taiwan. As at 30 June 2019, the Group's right-of-use assets were HK\$77.0 million (HK\$81.4 million as at 1 January 2019) and its lease liabilities were HK\$27.8 million (HK\$31.6 million as at 1 January 2019). For the six months ended 30 June 2019, depreciation charges of right-of-use assets amounted to HK\$6.2 million and interest charges of lease liabilities amounted to HK\$0.8 million.

OUTLOOK

The Group will continue to improve its utilization of the resources and network of EMI Group to expedite the expansion of the Group's franchising business of Natural Beauty spa outlets, in particular the opening of new spa outlets in popular commercial areas. Also, the Group will continuously deploy state-of-the-art technology to improve our service quality and industry competitiveness. Other than franchising, the Group is dedicated to developing new businesses and promoting the Natural Beauty brand through shopping channels, telemarketing, e-commerce platforms, social media platforms, and B2B channels, etc. More resources will be invested in celebrity endorsements, including Xin Jiang (蔣欣) from mainland China, and other online key opinion leaders, along with a comprehensive online-to-offline media plan.

With respect to product development, a scholar from Harvard University has been hired as our consultant. We are still inviting other scholars and experts, who specialize in the field of skin-care, from the United States, Japan, Taiwan, or the PRC, to join our team of consultants. In the meantime, the Group has forged long-term, collaborative relationship with various universities to continuously develop new products.

Based on the above, in the second half of 2019, with the availability of the extensive experience and expertise of EMI Group in media and retail industries, the Group will fully focus on product R&D, expansion of spa franchising business, service quality improvement, marketing channels diversification, and allocation of marketing resources.

業務回顧 (續)

使用權資產及租賃負債

《香港財務報告準則第16號－租賃》(香港財務報告準則第16號)於二零一九年一月一日或之後正式生效。於開始日期，本集團需對租賃事項確認使用權資產及租賃負債，相關使用權資產及租賃負債主要位於中國大陸及台灣。於二零一九年六月三十日，本集團之使用權資產為77,000,000港元(於二零一九年一月一日為81,400,000港元)，租賃負債為27,800,000港元(於二零一九年一月一日為31,600,000港元)。截至二零一九年六月三十日止六個月，使用權資產折舊費用共計6,200,000港元，而租賃負債利息費用共計800,000港元。

展望

本集團將持續提升東森集團的資源及網絡之運用，加速擴大本集團自然美水療門店連鎖加盟業務，尤其是在人潮商圈開張新水療門店。此外，本集團將持續佈局最先進的技術已提升我們的服務質量及行業競爭力。除連鎖加盟外，本集團致力於開發新業務以及通過電視購物、電話行銷通路、電子商務平台、社交媒體平台及B2B等購物通路推廣自然美品牌，並投資更多資源於名人代言(包括來自中國大陸的蔣欣及其他線上關鍵意見領袖)，以及全維度的線上線下媒體計劃。

而在產品開發方面，除已聘請美國哈佛大學一名專研幹細胞之學者擔任顧問外，已展開延聘更多來自美國、日本、台灣或中國大陸等專研護膚領域之學者及專家加入本集團的顧問團隊。同時，本集團亦與各間大學專業系所建立長期的產學合作關係，以持續開發新產品。

綜上所述，展望二零一九年下半年，得益於來自東森集團在媒體及零售領域之經驗及專業知識，本集團將於未來全力投入於產品研發、水療連鎖加盟業務拓展、服務質量提升、行銷通路多元化以及行銷資源配置。

Corporate Governance Highlights

企業管治概要

CORPORATE GOVERNANCE

The Company is committed to achieving high standards of corporate governance that properly protect and promote the interests of its shareholders.

Accordingly, the board (the "Board") of directors (the "Directors") has established the Audit Committee, the Executive Committee, the Remuneration Committee and the Nomination Committee with defined terms of reference which are of no less exacting terms than those set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). These committees (save for Executive Committee) are chaired by Non-executive Directors.

Audit Committee and Review of Interim Financial Statements

The Audit Committee has adopted terms of reference (Audit Committee Charter) which are in line with the code provisions of the CG Code. The unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2019 have been reviewed by the Audit Committee which is of the opinion that such statements comply with the applicable accounting standards, legal requirements and the Listing Rules, and that adequate disclosures have been made.

In addition, the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2019 have also been reviewed by Messrs. Deloitte Touche Tohmatsu, the auditors of the Company, in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", whose review report is disclosed on page 24 of this Interim Report.

Remuneration Committee

The Remuneration Committee has adopted terms of reference (Remuneration Committee Charter) which are in line with the code provisions of the CG Code. The main duties of the Remuneration Committee include determining the policy and structure for the remuneration of Executive Directors, assessing performance of Executive Directors and approving the terms of Executive Directors' service contracts, and determining or making recommendations to the Board on the Company's remuneration packages of individual Executive and Non-executive Directors and senior management.

Nomination Committee

The Nomination Committee has adopted terms of reference (Nomination Committee Charter) which are in line with code provisions of the CG Code. The Nomination Committee is responsible for, including but not limited to, determining the policy for the nomination of Directors, reviewing the structure, size, composition and diversity of the Board annually and making recommendations to the Board on selection of candidates for directorships pursuant to the board diversity policy. It also assesses the independence of Independent Non-executive Directors.

企業管治

本公司致力達致高水平之企業管治，以妥為保障及提升股東利益。

因此，董事（「董事」）會（「董事會」）已成立具明確職權範圍之審核委員會、執行委員會、薪酬委員會及提名委員會，有關職權範圍書之條款並不比香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則及企業管治報告（「企業管治守則」）所載條款寬鬆。該等委員會（除執行委員會外）均由非執行董事擔任主席。

審核委員會及中期財務報表之審閱

審核委員會已採納條款符合企業管治守則守則條文之職權範圍書（審核委員會憲章）。本公司截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表已由審核委員會審閱。審核委員會認為該等報表符合適用會計原則、法律規定及上市規則，並已作出充份披露。

此外，本集團截至二零一九年六月三十日止六個月之未經審核簡明綜合中期財務報表亦已由本公司核數師德勤•關黃陳方會計師行根據香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」進行審閱。德勤•關黃陳方會計師行之審閱報告載於本中期報告第24頁。

薪酬委員會

薪酬委員會已採納條款符合企業管治守則守則條文之職權範圍書（薪酬委員會憲章）。薪酬委員會職責主要包括釐定執行董事之薪酬政策和架構、評核執行董事之表現及批准執行董事之服務合約條款，以及釐定或向董事會建議個別執行董事、非執行董事及高級管理人員之薪酬待遇。

提名委員會

提名委員會已採納條款符合企業管治守則守則條文之職權範圍書（提名委員會憲章）。提名委員會負責（包括但不限於）釐定提名董事的政策，每年檢討董事會之架構、規模、組成和多元化及按照董事會多元化政策就甄選董事候選人向董事會提出建議。此外，其亦負責評估獨立非執行董事的獨立性。

CORPORATE GOVERNANCE (Continued)

Executive Committee

The Executive Committee is primarily responsible for formulating business policies, making decisions on key business issues and policies, facilitating the approval of certain corporate actions and exercising the powers and authority delegated by the Board in respect of matters arising between regularly scheduled Board meetings, and to review financial, marketing, retail, operation and other business performance, as well as to review and approve annual budget and key performance indicators and track performance.

Compliance with the CG Code

The Company recognises the importance of good corporate governance in enhancing the management of the Company as well as preserving the interests of the shareholders as a whole. The Board is of the view that the Company has fully complied with all the code provisions set out in the CG code throughout the six months ended 30 June 2019.

Compliance with the Model Code

Securities Transactions made by Directors and Relevant Employees

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry with all Directors, all Directors have confirmed that the required standard of the Model Code has been complied with throughout the six months ended 30 June 2019 and up to the date of this Interim Report.

The Company has adopted written guidelines (the "Company's Guidelines"), which are equally stringent as the Model Code, in respect of securities transactions by relevant employees of the Company who are likely to be in possession of unpublished inside information of the Company pursuant to code provision A.6.4. No incident of non-compliance with the Model Code or the Company's Guidelines by the Company's relevant employees has been noted after making reasonable enquiry.

Disclosure of Information of Directors and Chief Executive Officer pursuant to Rule 13.51B(1) of the Listing Rules

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

Other Major Appointment

Mr. YANG Shih-Chien, an Independent Non-executive Director of the Company was appointed as an independent director of Tong Hsing Electronic Industries, Ltd. (Stock code: 6271), a company listed on the Taiwan Stock Exchange Corporation, on 21 June 2019.

企業管治 (續)

執行委員會

執行委員會之主要職責為，制訂業務政策、就重要業務事宜及政策作出決定、協助批准若干企業行動、就董事會定期會議間隔期間發生之事宜行使董事會轉授之權力及授權，以及檢討財務、市場推廣、零售、營運及其他業務表現，並審批年度預算案及重要業務指標及過往表現。

遵守企業管治守則

本公司明白良好企業管治對提升本公司管理水平以及保障股東整體利益之重要性。董事會認為，本公司於截至二零一九年六月三十日止六個月整段期間已全面遵守企業管治守則之守則條文。

遵守標準守則

董事和相關僱員進行之證券交易

本公司已採納有關董事進行證券交易之操守準則，有關操守準則條款不比上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）所載規定標準寬鬆。經向全體董事作出具體查詢後，全體董事已確認於截至二零一九年六月三十日止六個月內及截至本中期報告日期期間一直遵守標準守則載列之規定標準。

就可能得知本公司未公開內幕消息之本公司相關僱員所進行之證券交易，本公司已根據守則條文第A.6.4條採納不比標準守則寬鬆的書面指引（「公司指引」）。本公司於進行合理查詢後知悉並無相關僱員不遵守標準守則或公司指引之事宜。

根據上市規則13.51B(1)條披露董事及行政總裁資料

根據上市規則第13.51B(1)條，自本公司最近期刊發之年報起至本中期報告日期止，有關本公司董事及行政總裁的資料變動及最新資訊載列如下：

其他主要委任

本公司獨立非執行董事楊世緘先生於二零一九年六月二十一日獲委任為在台灣證券交易所上市的同欣電子工業股份有限公司（股份代號：6271）之獨立董事。

Other Information 其他資料

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

During the six months ended 30 June 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

INTERIM DIVIDEND

No interim dividend for the six months ended 30 June 2019 was declared (2018: an interim dividend of HK\$0.0145 per share).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 June 2019, so far as known to any Directors, none of the Directors or chief executives of the Company or any of their close associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register to be kept by the Company pursuant to section 352 of the SFO, or which were required, pursuant to section 347 of the SFO and the Model Code, to be notified to the Company and the Stock Exchange.

購買、出售或贖回本公司上市證券

截至二零一九年六月三十日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

中期股息

概無宣派截至二零一九年六月三十日止六個月之中期股息（二零一八年：中期股息每股0.0145港元）。

董事及主要行政人員持有之股份權益

截至二零一九年六月三十日，就任何董事所知，概無董事或本公司主要行政人員或彼等任何緊密聯繫人士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）的股份、相關股份或債券中，擁有或被視為擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視為擁有的權益及淡倉），或須登記於根據證券及期貨條例第352條本公司須予存置的登記冊的權益或淡倉，或根據證券及期貨條例第347條及標準守則須知會本公司及聯交所的權益或淡倉。

SHARE OPTIONS

The Company

Particulars of the Company's share option scheme are set out in note 29 to the consolidated financial statements contained in the Annual Report of the Company for the year ended 31 December 2018.

On 13 May 2011, the Company adopted a share option scheme whereby the Board of Directors can grant options for the subscription of the Company's shares to any full-time employee of the Group, the chief executive, executive or non-executive director of the Group at the time when a share option is granted to such person as determined by the Board at its absolute discretion as described in the share option scheme as a performance incentive and/or reward for their continued and improved service with the Group and by enhancing eligible participants' contribution to the Group, in order to advance the interests of the Company and its shareholders and such other persons.

During the six months ended 30 June 2019, no share option was granted under the share option scheme.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this Interim Report, at no time during the period under review was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

認股權

本公司

本公司認股權計劃之詳情載於本公司截至二零一八年十二月三十一日止年度之年度報告內之綜合財務報表附註29。

本公司於二零一一年五月十三日採納認股權計劃，據此，根據認股權計劃所述，董事會可按其絕對酌情權向本集團任何全職僱員以及本集團行政總裁、任何執行或非執行董事授出可認購本公司股份的認股權，作為提供工作表現之推動力及／或對他們向本集團所作出的持續和良好的服務給予酬勞，並以增加此等人士對本集團作出的貢獻，從而促進本公司和其股東及同類的其他人士之利益。

於二零一九年六月三十日止六個月期間，本公司概無根據認股權計劃授出任何認股權。

董事收購股份或債券的權利

除本中期報告所披露者外，本公司或其任何附屬公司概無在回顧期內任何時間參與任何安排，致使董事可藉收購本公司或任何其他法人團體的股份或債券而獲益，及概無董事或其任何配偶或十八歲以下的子女獲授任何權利可認購本公司或任何其他法人團體的股本證券或債務證券或行使任何該等權利。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2019, within the knowledge of the Directors, the following persons or corporations had or deemed or taken to have an interest or a short position in the shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long position in shares and underlying shares of the Company

Ordinary shares of HK\$0.10 each of the Company

主要股東

於二零一九年六月三十日，就董事所知，下列人士或法團於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉，或須登記於根據證券及期貨條例第336條本公司須予存置的登記冊的權益或淡倉：

於本公司股份及相關股份之好倉

本公司每股面值0.10港元之普通股

Name of substantial shareholder 主要股東姓名／名稱	Notes 附註	Nature of interest 權益性質	Number of ordinary shares beneficially held 實益持有 普通股數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比
Eastern Media International Corporation ("EMIC") 東森國際股份有限公司 (「東森國際」)	1	Interest of controlled companies 受控制公司權益	600,630,280(L)	30.00%
Far Eastern Silo & Shipping (Panama) S.A. 遠東倉儲航運(巴拿馬) 股份有限公司	1	Beneficial owner 實益擁有人	600,630,280(L)	30.00%
CHAO Shih-Heng 趙世亨	2	Interest of controlled companies 受控制公司權益	455,630,196(L)	22.76%
Good Titanic Limited	2	Interest of controlled companies 受控制公司權益	455,630,196(L)	22.76%
Insbro Holdings Limited 保經控股有限公司	2	Beneficial owner 實益擁有人	455,630,196(L)	22.76%
TSAI Yen-Yu 蔡燕玉	3	Interest of controlled companies 受控制公司權益	445,315,083(L)	22.24%
LEE Ming-Ta 李明達	4	Interest of spouse 配偶權益	445,315,083(L)	22.24%
Next Focus Holdings Limited	5	Beneficial owner/Interest of controlled companies 實益擁有人／受控制公司權益	445,315,083(L)	22.24%
Starsign International Limited	5	Interest of controlled companies 受控制公司權益	292,958,524(L)	14.63%
Standard Cosmos Limited	5	Beneficial Owner/Interest of controlled companies 實益擁有人／受控制公司權益	292,958,524(L)	14.63%

(L) : Long position

(L) : 好倉

SUBSTANTIAL SHAREHOLDERS (Continued)

Long position in shares and underlying shares of the Company (Continued)

Ordinary shares of HK\$0.10 each of the Company (Continued)

Notes:

- (1) Far Eastern Silo & Shipping (Panama) S.A. is a wholly-owned subsidiary of EMIC. As such, the shares of the Company in which Far Eastern Silo & Shipping (Panama) S.A. is interested were attributable to EMIC.
- (2) Insbro Holdings Limited is wholly owned by Good Titanic Limited, which is in turn owned as to 100% by Mr. CHAO Shih-Heng. Mr. CHAO Shih-Heng is the sole director of each of Insbro Holdings Limited and Good Titanic Limited. As such, the shares of the Company in which Insbro Holdings Limited is interested were attributable to Good Titanic Limited and Mr. CHAO Shih-Heng.
- (3) Dr. TSAI Yen-Yu directly owns 40% of Next Focus Holdings Limited. Next Focus Holdings Limited is therefore a controlled corporation of Dr. TSAI Yen-Yu and interest of 445,315,083 shares of the Company owned by Next Focus Holdings Limited was attributable to Dr. TSAI Yen-Yu.
- (4) Mr. LEE Ming-Ta is the spouse of Dr. TSAI Yen-Yu and accordingly, is deemed to be interested in the 445,315,083 shares of the Company attributable to Dr. TSAI Yen-Yu pursuant to the SFO.
- (5) Next Focus Holdings Limited directly holds 152,356,559 shares of the Company and directly owns 100% of Starsign International Limited. Starsign International Limited is the sole shareholder of Standard Cosmos Limited, which, in turn, is the sole shareholder of Efficient Market Investments Limited, Adventa Group Limited and Fortune Bright Group Limited. As such, the 290,618,524 shares of the Company collectively held by Efficient Market Investments Limited, Adventa Group Limited and Fortune Bright Group Limited and 2,340,000 shares of the Company held directly by Standard Cosmos Limited (totalling 292,958,524 shares of the Company) were attributable to Standard Cosmos Limited and Starsign International Limited.

Save as disclosed above, as at 30 June 2019, the Directors are not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

主要股東 (續)

於本公司股份及相關股份之好倉 (續)

本公司每股面值0.10港元之普通股 (續)

附註：

- (1) 遠東倉儲航運(巴拿馬)股份有限公司為東森國際之全資附屬公司。因此，遠東倉儲航運(巴拿馬)股份有限公司所擁有之本公司股份權益可歸於東森國際。
- (2) 保經控股有限公司由Good Titanic Limited全資擁有，而Good Titanic Limited由趙世亨先生擁有100%權益。趙世亨先生為保經控股有限公司及Good Titanic Limited各自之唯一董事。因此，保經控股有限公司所擁有之本公司股份權益可歸於Good Titanic Limited及趙世亨先生。
- (3) 蔡燕玉博士直接擁有Next Focus Holdings Limited的40%權益。Next Focus Holdings Limited因此為蔡燕玉博士之受控制法團，且Next Focus Holdings Limited所擁有之445,315,083股本公司股份之權益可歸於蔡燕玉博士。
- (4) 李明達先生為蔡燕玉博士之配偶，根據證券及期貨條例，李明達先生被視作於蔡燕玉博士應佔之445,315,083股本公司股份中擁有權益。
- (5) Next Focus Holdings Limited直接持有本公司152,356,559股股份，且直接擁有Starsign International Limited 100%權益。Starsign International Limited為Standard Cosmos Limited之唯一股東，而Standard Cosmos Limited為Efficient Market Investments Limited、Adventa Group Limited及Fortune Bright Group Limited之唯一股東。因此，由Efficient Market Investments Limited、Adventa Group Limited及Fortune Bright Group Limited共同持有之290,618,524股本公司股份以及由Standard Cosmos Limited直接持有之2,340,000股本公司股份(合共292,958,524股本公司股份)可歸於Standard Cosmos Limited及Starsign International Limited。

除上文所披露者外，於二零一九年六月三十日，董事並不知悉任何其他人士(董事及本公司主要行政人員除外)於本公司股份或相關股份中擁有已登記於根據證券及期貨條例第336條本公司須予存置於登記冊的權益或淡倉。

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

TO THE BOARD OF DIRECTORS OF NATURAL BEAUTY BIO-TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of Natural Beauty Bio-Technology Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 60, which comprise the condensed consolidated statement of financial position as of 30 June 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of review

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

Conclusion

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

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

12 August 2019

致自然美生物科技有限公司 董事會

(於開曼群島註冊成立之有限公司)

緒言

吾等已審閱第25頁至第60頁所載自然美生物科技有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之簡明綜合財務報表，當中包括於二零一九年六月三十日之簡明綜合財務狀況報表以及截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表及若干解釋附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製之報告必須符合當中訂明之相關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。貴公司之董事須負責根據香港會計準則第34號編製及呈列此等簡明綜合財務報表。吾等之責任是基於吾等之審閱工作，對此等簡明綜合財務報表作出結論，並按協定之委聘條款僅向董事會整體報告吾等之結論，除此之外，本報告不可作其他用途。吾等概不會就本報告內容向任何其他人士承擔或負上任何責任。

審閱範圍

吾等已根據香港會計師公會頒佈之香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」進行審閱工作。此等簡明綜合財務報表之審閱工作主要包括向負責財務及會計事務之人員作出查詢，以及進行分析性及其他審閱程序。由於審閱之範圍遠較根據香港審計準則進行審核之範圍為小，所以不能保證吾等會知悉所有在審核中可能發現之重大事項。因此，吾等不會發表任何審核意見。

結論

根據吾等之審閱結果，吾等並無發現任何事項而令吾等相信簡明綜合財務報表在任何重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行

執業會計師

香港

二零一九年八月十二日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收入	3A	204,888
Cost of sales	銷售成本		(73,724)
Gross profit	毛利		131,164
Other income and other gains	其他收益和利得		3,420
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下的 減值虧損，扣除撥回	11	(2,076)
Distribution and selling expenses	分銷及銷售開支		(76,778)
Administrative expenses	行政開支		(38,920)
Other expenses and other losses	其他開支和損失		(1,607)
Profit before tax	除稅前溢利		15,203
Income tax expense	所得稅開支	4	(5,439)
Profit for the period	期內溢利	5	9,764
Other comprehensive expense:	其他全面開支：		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能被重新分類至 損益表之項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額		(2,612)
Total comprehensive income for the period	期內全面收益總額		7,152
Profit for the period attributable to: Owners of the Company	以下人士應佔期內溢利： 本公司擁有人		9,764
Total comprehensive income attributable to: Owners of the Company	以下人士應佔全面收益總額： 本公司擁有人		7,152
Earnings per share Basic	每股盈利 基本	7	HK0.49 港仙

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

At 30 June 2019

於二零一九年六月三十日

		At 30 June 2019	At 31 December 2018
		於二零一九年 六月三十日	於二零一八年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
	Notes 附註		
Non-current assets			
Investment properties		7,553	7,674
Property, plant and equipment	8	226,622	197,207
Right-of-use assets	8	76,952	–
Prepaid lease payments		–	48,530
Intangible assets		16,200	17,122
Goodwill	9	31,388	31,407
Deposits for purchase of property, plant and equipment		–	20,528
Deferred tax assets		5,469	5,234
Pledged bank deposits		3,476	3,479
		367,660	331,181
Current assets			
Inventories		82,583	74,313
Trade and other receivables	10	92,859	86,567
Contract costs		694	798
Amounts due from related parties		9,903	420
Prepaid lease payments		–	1,184
Pledged bank deposits		–	3,479
Bank balances and cash		159,616	181,024
		345,655	347,785
Current liabilities			
Trade and other payables	12	95,890	93,501
Amounts due to related parties		1,151	–
Lease liabilities		11,351	–
Contract liabilities		21,315	22,616
Taxation payable		6,867	9,695
		136,574	125,812

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

At 30 June 2019
於二零一九年六月三十日

			At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
		Note 附註		
Net current assets	流動資產淨值		209,081	221,973
Total assets less current liabilities	總資產減流動負債		576,741	553,154
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		16,455	–
Retirement benefit obligations	退休福利責任		1,279	1,299
			559,007	551,855
Capital and reserves	股本及儲備			
Share capital	股本	13	200,210	200,210
Reserves	儲備		358,797	351,645
Total equity	總權益		559,007	551,855

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital 股本 HK\$'000 千港元	Capital surplus 資本盈餘 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 認股權儲備 HK\$'000 千港元	Remeasurement	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
								of defined benefit pension plans 定額福利退休金計劃之重新計量 HK\$'000 千港元		
At 1 January 2018	於二零一八年一月一日	200,210	42,554	11,109	175,631	98,148	41,016	(1,246)	83,324	650,746
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	(10,717)	-	-	-	(10,717)
Profit for the period	期內溢利	-	-	-	-	-	-	-	29,000	29,000
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	-	-	-	-	(10,717)	-	-	29,000	18,283
Dividends recognised as distribution (note 6)	確認為分派之股息(附註6)	-	-	-	-	-	-	-	(67,070)	(67,070)
At 30 June 2018(unaudited)	於二零一八年六月三十日(未經審核)	200,210	42,554	11,109	175,631	87,431	41,016	(1,246)	45,254	601,959
Other comprehensive (expense) income for the period	期內其他全面(開支)收益	-	-	-	-	(21,704)	-	3,372	-	(18,332)
Losses for the period	期內虧損	-	-	-	-	-	-	-	(2,741)	(2,741)
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	-	-	-	-	(21,704)	-	3,372	(2,741)	(21,073)
Dividends recognised as distribution	確認為分派之股息	-	-	-	-	-	-	-	(29,031)	(29,031)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	495	-	-	-	(495)	-
At 31 December 2018	於二零一八年十二月三十一日	200,210	42,554	11,109	176,126	65,727	41,016	2,126	12,987	551,855
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	(2,612)	-	-	-	(2,612)
Profit for the period	期內溢利	-	-	-	-	-	-	-	9,764	9,764
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	-	-	-	-	(2,612)	-	-	9,764	7,152
At 30 June 2019	於二零一九年六月三十日	200,210	42,554	11,109	176,126	63,115	41,016	2,126	22,751	559,007

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營活動(所用)所得之 現金淨額	(56)	60,538
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(17,055)	(15,373)
Payments for rental deposits	租賃押金付款	(114)	–
Interest received	已收利息	693	1,810
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	–	16
Net cash outflow in acquisition of a subsidiary	收購一家附屬公司現金流出淨額	–	(11,776)
Release of pledged bank deposits	解除抵押銀行存款	3,479	3,736
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用之現金淨額	(12,997)	(21,587)
FINANCING ACTIVITY	融資活動		
Repayments of leases liabilities	償還租賃負債	(6,280)	–
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(19,333)	38,951
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等價物	181,024	288,903
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(2,075)	(7,359)
CASH AND CASH EQUIVALENTS AT 30 JUNE represented by bank balances and cash	於六月三十日之現金及現金等價物 指銀行結存及現金	159,616	320,495

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

1. Basis of Preparation

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

2. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2018.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group’s condensed consolidated financial statements:

HKFRS 16	<i>Leases</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>

1. 編製基準

簡明綜合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第34號中期財務報告及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16之適用披露規定編製。

2. 主要會計政策

除按公平值計量的投資物業外，簡明綜合財務報表乃按照歷史成本基準編製。

除應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）引致之會計政策的變動外，截至二零一九年六月三十日止六個月的簡明綜合財務報表所採用的會計政策及計算方法與編製本集團截至二零一八年十二月三十一日止年度的年度財務報表所採用者一致。

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團就編製本集團的簡明綜合財務報表首次應用下列由香港會計師公會頒佈及於二零一九年一月一日或之後開始的年度期間強制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16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號（修訂本）	具有負補償性之提前還款特性
香港會計準則第19號（修訂本）	計劃修訂、削減或結算
香港會計準則第28號（修訂本）	於聯營公司及合營企業的長期權益
香港財務報告準則（修訂本）	二零一五年至二零一七年香港財務報告準則之年度改進

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

Application of new and amendments to HKFRSs (Continued)

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 *Leases* ("HKAS 17"), and the related interpretations.

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

2. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

除下文所述者外，本期間應用新訂及經修訂的香港財務報告準則對本集團本期間及過往期間財務狀況及表現以及／或該等簡明綜合財務報表所載之披露並無重大影響。

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動

本集團於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃（「香港會計準則第17號」）及有關詮釋。

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動

本集團已根據香港財務報告準則第16號的過渡條文應用下列會計政策。

租賃的定義

倘合約為換取代價而給予在一段時間內控制特定資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改的合約而言，本集團於開始或修改日期根據香港財務報告準則第16號的定義評估合約是否為租賃或包含租賃。除非合約條款及條件於其後有所變化，有關合約將不會重新評估。

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 (續)

作為承租人

分配代價至合約組成部分

就包含租賃部分及一個或更多額外租賃部分的合約，本集團按租賃部分的相對獨立價格將合約內代價分配至各租賃部分。

本集團應用可行權宜方法，不將非租賃部分與租賃部分分開，而是將租賃部分及任何相關的非租賃部分視為單一租賃部分。

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於自開始日期起計租期為十二個月或以內且不包括購買選擇權之機器及設備租賃。其亦應用於低價值資產租賃之確認豁免。短期租賃及低價值資產租賃之租賃付款按租期以直線法確認為開支。

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期（即相關資產可供使用之日期）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Right-of-use assets (Continued)

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property, plant and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 (續)

作為承租人 (續)

使用權資產 (續)

使用權資產成本包括：

- 租賃負債的初始計量金額；
- 在開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團為拆除及移除相關資產、恢復其所在地，或將相關資產恢復至租賃條款及條件所規定的狀況將產生之估計成本。

使用權資產按其估計可使用年期及租期中較短者以直線法折舊。

本集團將使用權資產呈列為綜合財務狀況表的單獨項目。

租賃土地及樓宇

就包括租賃土地及樓宇部分的物業權益付款而言，當付款無法於租賃土地及樓宇部分之間可靠分配時，則整項物業均以本集團的物業、廠房及設備呈列。

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2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 (續)

作為承租人 (續)

可退回租賃押金

已付可退回租賃押金根據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」) 入賬，並初始按公平值計量。於初始確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按當日未支付的租賃付款現值確認及計量租賃負債。計算租賃付款的現值時，倘租賃中隱含的利率不易確定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款 (包括實物固定付款) 減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款；
- 預計將根據剩餘價值擔保支付的金額；
- 合理確定本集團將行使的購買選擇權的行使價；及
- 倘租期反映本集團行使終止選擇權，終止租賃須支付的罰款。

於開始日期後，租賃負債按應計利息及租賃付款進行調整。

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 (續)

作為承租人 (續)

租賃負債 (續)

在下列情況下，本集團重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租期已變更或購買選擇權的行使評估發生變化，在此等情況下，使用重新評估日期的經修訂貼現率貼現經修訂租賃付款以重新計量相關租賃負債。

租賃修改

在下列情況下，本集團將租賃修改作為單獨租賃入賬：

- 該修改通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調升租賃代價的金額相當於範圍擴大對應的獨立價格，及按照特定合約的情況對獨立價格進行任何適當調整。

就未作為單獨租賃入賬的租賃修改而言，本集團根據經修改租賃的租期，於該修改生效日期使用經修訂貼現率貼現經修訂租賃付款以重新計量租賃負債。

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截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

As a lessor

Allocation of consideration to components of a contract

Effective on 1 January 2019, the Group applies HKFRS 15 *Revenue from Contracts with Customers* ("HKFRS 15") to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 (續)

作為承租人 (續)

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先確定稅項減免是否應歸屬於使用權資產或租賃負債。

就其中稅項減免歸屬於租賃負債的租賃交易而言，本集團將香港會計準則第12號所得稅規定應用於整體租賃交易。與使用權資產及租賃負債有關的暫時差額乃按淨額基準評估。就租賃負債主要部分之租賃付款之使用權資產超額折舊導致的可扣稅暫時性差異淨額。

作為出租人

分配代價至合約組成部分

於二零一九年一月一日生效，本集團應用香港財務報告準則第15號來自客戶合約收入（「香港財務報告準則第15號」）將合約中的代價分配至租賃及非租賃部分。非租賃部分根據其相對獨立銷售價格與租賃部分分開。

可退回租賃押金

已收可退回租賃押金根據香港財務報告準則第9號入賬，並初始按公平值計量。於初始確認時對公平值的調整被視為來自承租人的額外租賃付款。

租賃修改

本集團自修改生效日期起將經營租賃的修改作為新租賃入賬，並將與原租賃有關的任何預付或累計租賃付款視為新租賃租賃付款的一部分。

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簡明綜合財務報表附註

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截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要

租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，但並無對過往並未識別為包括租賃的合約應用該準則。因此，本集團並未重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號所載規定應用租賃的定義評估合約是否包含租賃。

作為承租人

本集團已追溯應用香港財務報告準則第16號，而累計影響於首次應用日期二零一九年一月一日確認。於首次應用日期的任何差額於期初保留溢利確認，及並無重列比較資料。

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簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of machinery and equipment in the People's Republic of China was determined on a portfolio basis; and
- v. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為承租人 (續)

於過渡期間根據香港財務報告準則第16號應用經修訂追溯法時，本集團對先前根據香港會計準則第17號分類為經營租賃的租賃按租賃基準對分別相關的租賃合約應用以下可行權宜方法：

- i. 應用香港會計準則第37號撥備、或然負債及或然資產作為減值審閱的替代方法，以評估租賃是否屬繁重性質；
- ii. 就租期為自首次應用之日期起十二個月內結束的租賃，選擇不確認使用權資產及租賃負債；
- iii. 於首次應用日期計量使用權資產時排除初始直接成本；
- iv. 對於相若經濟環境中相若類別相關資產的相若剩餘條款的租賃組合應用單一貼現率。尤其是，於中華人民共和國的若干機器及設備租賃的貼現率乃以組合基準釐定；及
- v. 根據於首次應用日期的事實及情況使用事後分析，為本集團具有延期及終止選擇權的租賃釐定期。

於過渡期間，本集團於應用香港財務報告準則第16號後作出下列調整：

於二零一九年一月一日，本集團通過應用香港財務報告準則第16號C8(b)(ii)條過渡條文，在確認額外租賃負債及使用權資產時，其金額等於就任何預付或應計租賃款調整後之相關租賃負債。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 5.51%.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為承租人 (續)

於確認先前分類為經營租賃的租賃負債時，本集團於首次應用日期已應用有關集團實體的增量借款利率。承租人增量借款利率應用的加權平均為5.51%。

		At 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	27,422
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現之租賃負債	25,770
Add: Extension options reasonably certain to be exercised	加：合理確定將行使之延期選擇權	12,941
Less: Recognition exemption – short-term leases	減：確認豁免 – 短期租賃	7,075
Recognition exemption – low value assets	確認豁免 – 低價值資產	51
Lease liabilities relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號後確認與經營租賃相關之租賃負債	31,585
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	31,585
Analysed as	分析為	
Current	流動	10,618
Non-current	非流動	20,967
		31,585

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為承租人 (續)

於二零一九年一月一日的使用權資產之賬面值包括下列各項：

	Notes 附註	Right-of-use assets 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號後確認與經營租賃相關之使用權資產	31,585
Reclassified from prepaid lease payments	由自用土地租賃款重新分類 (a)	49,714
Reclassified from prepayments	由預付款項重新分類 (b)	482
Less: Accrued lease liabilities relating to lease payments increasing progressively over lease terms at 1 January 2019	減：於二零一九年一月一日與租賃款項於租賃年期內遞增有關之應計租賃負債 (c)	338
		81,443
By class:	按類別：	
Leasehold lands	租賃土地	49,714
Land and buildings	土地及樓宇	27,612
Motors	汽車	4,117
		81,443

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

- (a) Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$1,184,000 and HK\$48,530,000 respectively were reclassified to right-of-use assets.
- (b) Upfront payments for some leases were classified as prepayments as at 31 December 2018. Upon application of HKFRS 16, Lease prepayments amounting to HK\$482,000 was reclassified to right-of-use assets.
- (c) Lease payments increase progressively over lease terms.
- These relate to accrued lease liabilities of several operating leases for leases of properties in which the rentals increase progressively by fixed annual percentage. The carrying amount of the accrued lease liabilities as at 1 January 2019 was adjusted to right-of-use assets at transition..

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為承租人 (續)

- (a) 於中國大陸租賃土地之預付款已於二零一八年十二月三十一日分類為自用土地租賃款。於應用香港財務報告準則第16號後，自用土地租賃款之流動及非流動部分分別為1,184,000港元及48,530,000港元已重新分類至使用權資產。
- (b) 若干租賃的預付款已於二零一八年十二月三十一日分類為預付款項。於應用香港財務報告準則第16號後，租賃預付款項482,000港元已重新分類至使用權資產。
- (c) 租賃款項於租賃年期內遞增
此乃與物業租賃的若干經營租賃之應計租賃負債有關，其中租金按固定年度百分比遞增。於二零一九年一月一日的應計租賃負債之賬面值已調整為過渡時的使用權資產。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (d) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group's condensed consolidated statement of financial position at 1 January 2019.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為出租人

根據香港財務報告準則第16號之過渡條文，本集團毋須就本集團作為出租人之該等租賃過渡作出任何調整，但須自首次應用日期起根據香港財務報告準則第16號將該等租賃入賬，且比較資料並無重列。

- (d) 於應用香港財務報告準則第16號後，已訂立但於首次應用日期後開始有關現有租賃合約項下相同相關資產的新租賃合約已入賬，猶如現有租賃已於二零一九年一月一日修改。應用該準則對本集團於二零一九年一月一日的簡明綜合財務狀況表概無影響。

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessor (Continued)

- (e) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. The change in allocation basis has had no material impact on the condensed consolidated financial statements of the Group for the current period.
- (f) Effective on 1 January 2019, the Group has applied HKFRS 15 to allocate consideration in the contract to each lease and non-lease components. The change in allocation basis has had no material impact on the condensed consolidated financial statements of the Group for the current period.

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

作為出租人 (續)

- (e) 應用香港財務報告準則第16號前，已收可退回租賃押金被視為應用香港會計準則第17號的租賃項下的權利及責任。按香港財務報告準則第16號租賃付款的定義，該等押金並非為與使用權資產有關的付款，且已獲調整以反映於過渡時之貼現影響。分配基礎的變動對本集團於本期間的簡明綜合財務報表並無重大影響。
- (f) 於二零一九年一月一日生效，本集團已應用香港財務報告準則第15號將合約中的代價分配至各租賃及非租賃部分。分配基準的變動對本集團本期間之簡明綜合財務報表概無重大影響。

下列為對於二零一九年一月一日的簡明綜合財務狀況表中所確認金額作出的調整。不受有關變動影響的項目則不包括在內。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

2.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

2. 主要會計政策 (續)

2.1 應用香港財務報告準則第16號租賃之會計政策的影響及變動 (續)

2.1.2 首次應用香港財務報告準則第16號所產生的過渡及影響概要 (續)

			Carrying amounts previously reported at 31 December 2018	Reclassification	Carrying amounts under HKFRS 16 at 1 January 2019
		Notes	HK\$'000	HK\$'000	HK\$'000
		附註	千港元	千港元	千港元
Non-current Assets	非流動資產				
Prepaid lease payments	自用土地租賃款	(a)	48,530	(48,530)	-
Right-of-use assets	使用權資產		-	81,443	81,443
Current Assets	流動資產				
Prepaid lease payments	自用土地租賃款	(a)	1,184	(1,184)	-
Trade and other receivables - Prepayments	貿易及其他應收賬款 - 預付款項	(b)	12,134	(482)	11,652
Current Liabilities	流動負債				
Trade and other payables - Accrued lease liabilities	貿易及其他應付賬款 - 應計租賃負債	(c)	338	(338)	-
Lease liabilities	租賃負債		-	10,618	10,618
Non-current Liabilities	非流動負債				
Lease liabilities	租賃負債		-	20,967	20,967

Note: For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 June 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

附註：為按間接法報告截至二零一九年六月三十日止六個月經營所得之現金流量，營運資金變動已根據上文所披露於二零一九年一月一日的期初財務狀況表計算。

The application of HKFRS 16 as a lessor had no impact on the Group's condensed consolidated financial statements as at 30 June 2019 and its condensed consolidated statement profit or loss and other comprehensive income for the current interim period.

作為出租人應用香港財務報告準則第16號對本集團截至二零一九年六月三十日之簡明綜合財務報表及其於本中期間的簡明綜合損益及其他全面收益表概無影響。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

2. Principal Accounting Policies (Continued)

2.2 Significant changes in significant judgements and key sources of estimation uncertainty

- Lease or service
- Determination on lease term of contracts with renewal options

The Group applies judgement to determine the lease term for lease contracts in which it is a lessee that include renewal option. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

2. 主要會計政策 (續)

2.2 重大判斷及估計不確定因素的主要來源的重大變動

- 租賃或服務
- 釐定有續期選擇權合約的租期

本集團作為承租人時，運用判斷釐定包括續期選擇權合約的租期。本集團是否合理確定行使該等選擇權的評估對租期產生影響，並對已確認的租賃負債及使用權資產金額有重大影響。

3A. Revenue

Disaggregation of revenue

3A. 收入

收入之分類

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Types of goods or services	產品或服務類型		
Sales of goods	產品銷售	196,543	187,081
Service income	服務收益	8,345	6,657
Total	總計	204,888	193,738
Geographical markets	地域市場		
The People's Republic of China (the "PRC")	中華人民共和國 (「中國大陸」)	151,595	154,055
Taiwan	台灣	51,729	38,015
Others	其他	1,564	1,668
		204,888	193,738
Timing of revenue recognition	確認收入的時間		
A point in time	在某個時間點確認	196,543	187,081
Over time	隨時間確認	8,345	6,657
		204,888	193,738

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

3B. Segment Information

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments for the period under review:

Six months ended 30 June 2019

		The PRC 中國大陸 HK\$'000 千港元 (unaudited) (未經審核)	Taiwan 台灣 HK\$'000 千港元 (unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from external customers	來自外部客戶之收入	151,595	51,729	1,564	204,888
Segment profit	分部溢利	16,661	4,719	1,139	22,519
Unallocated corporate expenses	未分配公司支出				(8,009)
Unallocated income	未分配收益				693
Profit before tax	除稅前溢利				15,203

Six months ended 30 June 2018

截至二零一八年六月三十日止六個月

		The PRC 中國大陸 HK\$'000 千港元 (unaudited) (未經審核)	Taiwan 台灣 HK\$'000 千港元 (unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (unaudited) (未經審核)
Revenue from external customers	來自外部客戶之收入	154,055	38,015	1,668	193,738
Segment profit	分部溢利	41,666	6,413	1,645	49,724
Unallocated corporate expenses	未分配公司支出				(6,728)
Unallocated income	未分配收益				1,810
Profit before tax	除稅前溢利				44,806

3B. 分部資料

分部收入及業績

本集團於回顧期間之收入及業績按可報告及經營分部作出之分析如下：

截至二零一九年六月三十日止六個月

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

3B. Segment Information (Continued)

Segment revenues and results (Continued)

Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' salaries. This is the measure reported to the chief operating decision maker ("CODM") for the purposes of resource allocation and performance assessment. Unallocated income mainly includes interest income.

Geographical information

The following is an analysis of the Group's non-current assets by reportable and operating segments:

3B. 分部資料 (續)

分部收入及業績 (續)

分部溢利為各分部賺取所得之溢利，當中並未分配中央行政費用及董事薪酬。此乃為了作出資源分配及表現評估而向主要營運決策人（「主要營運決策人」）作出報告之標準。未分配收益主要包括利息收入。

地域資料

下文為本集團之非流動資產按可報告及經營分部作出之分析：

		At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
The PRC	中國大陸	307,843	273,219
Taiwan	台灣	50,535	49,036
Others	其他	337	213
		358,715	322,468

No analysis of segment assets and liabilities is presented as they are not regularly reviewed by the CODM.

因主要營運決策人並未對分部資產及負債進行定期檢查，故並無呈列其分析。

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For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

4. Income Tax Expense

4. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
The charge comprises:	支出包括：		
Taxation in the PRC	中國大陸稅項		
Current period	本期間	3,580	9,744
Under provision in prior years	過往年度撥備不足	570	–
Withholding tax on dividends	股息預扣稅	–	6,046
		4,150	15,790
Taxation in Taiwan and other jurisdictions	台灣及其他司法管轄區稅項		
Current period	本期間	1,537	1,751
Under provision in prior years	過往年度撥備不足	7	–
Withholding tax on dividends	股息預扣稅	–	3,316
		1,544	5,067
Deferred taxation	遞延稅項		
Current period	本期間	(255)	(5,051)
		5,439	15,806

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%. The statutory withholding tax rate for non-PRC resident is 10%.

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國大陸附屬公司之稅率為25%。非中國居民的法定預扣稅稅率為10%。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至二零一九年六月三十日止六個月

4. Income Tax Expense (Continued)

Pursuant to the relevant laws and regulations in the PRC and Taiwan, dividend withholding tax is imposed at a rate of 10% and 21% on dividends declared in respect of profits earned by PRC and Taiwan subsidiaries respectively that are received by non-local resident entities. Withholding tax on dividends of nil (2018: HK\$6,046,000) and nil (2018: HK\$3,316,000) for the PRC and Taiwan were recognised respectively.

Corporate Income Tax in Taiwan is charged at 20% for the six months ended 30 June 2019 (2018:17%).

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

5. Profit for the Period

4. 所得稅開支 (續)

根據中國大陸及台灣相關法例及規例，就中國大陸及台灣附屬公司賺取所得溢利而宣派並由非本地居民企業收取之股息，股息預扣稅稅率分別為10%和21%。中國大陸及台灣的股息預扣稅確認分別為無（二零一八年：6,046,000港元）及無（二零一八年：3,316,000港元）。

於截至二零一九年六月三十日止六個月，台灣企業所得稅按20%計算（二零一八年：17%）。

香港利得稅按上述兩個期間之估計應課稅溢利之16.5%計算。

5. 期內溢利

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Profit for the period has been arrived at after charging (crediting):	期內溢利已扣除（計入）下列各項：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,483	12,202
Depreciation of right-of-use assets	使用權資產折舊	6,155	-
Release of prepaid lease payments	撥回自用土地租賃款	-	640
Amortisation of intangible assets	無形資產攤銷	925	-
Total staff cost	總員工成本	62,391	58,400
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	101
Allowance (reversal of allowance) for trade receivables	貿易應收賬款撥備（撥備撥回）	2,076	(3,120)
Allowance for obsolete inventories, included in cost of sales	陳舊存貨撥備（計入銷售成本）	1,040	3,820
Exchange gain	匯兌收益	(746)	(982)
Interest income on bank deposits	銀行存款利息收入	(693)	(1,810)
Finance costs	融資成本	793	-

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6. Dividends

At the annual general meeting of the Company held on 23 May 2019, no final dividend in respect of the year ended 31 December 2018 (2018: a final dividend of HK\$0.0335 per share in respect of the year ended 31 December 2017) was declared to be payable to the owners of the Company. The aggregate amount of the final dividend declared in the interim period amounted to nil (2018: HK\$67,070,000 was recognised as dividend payable in the interim period).

7. Earnings Per Share

The calculation of the basic earnings per share attributable to the owners of the Company is based on the profit attributable to the owners of the Company of approximately HK\$9,764,000 for the six months ended 30 June 2019 (2018: HK\$ 29,000,000) and on the number of 2,002,100,932 (2018: 2,002,100,932) ordinary shares of the Company in issue during the period.

8. Movements in Property, Plant and Equipment and Right-of-Use Assets

During the current interim period, the Group acquired property, plant and equipment of approximately HK\$41,402,000 (2018: HK\$15,373,000) for business expansion.

During the current interim period, the Group entered into five new lease agreements for the use of office and motors for 2-3 years. On lease commencement, the Group recognised HK\$1,770,000 of right-of-use asset and lease liability.

6. 股息

於二零一九年五月二十三日舉行的本公司之股東週年大會上，本公司概無向本公司擁有人宣派及應派付截至二零一八年十二月三十一日止年度之末期股息（二零一八年：截至二零一七年十二月三十一日止年度之末期股息每股0.0335港元）。本中期期間已宣派之末期股息總額為零（二零一八年：中期期間已確認之應付股息總額為67,070,000港元）。

7. 每股盈利

本公司擁有人應佔每股基本盈利乃根據截至二零一九年六月三十日止六個月之本公司擁有人應佔溢利約9,764,000港元（二零一八年：29,000,000港元）及本公司期內已發行普通股數2,002,100,932股（二零一八年：2,002,100,932股）計算。

8. 物業、廠房及設備以及使用權資產之變動

於本中期期間，本集團購入約41,402,000港元（二零一八年：15,373,000港元）之物業、廠房及設備作拓展業務之用。

於本中期期間，本集團就使用辦公室及車輛兩至三年訂立五項新租賃協議。於租賃開始時，本集團確認使用權資產1,770,000港元及租賃負債。

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For the six months ended 30 June 2019
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9. Goodwill

9. 商譽

		At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
COST	成本		
At 1 January	於一月一日	34,599	30,287
Exchange realignment	匯兌調整	(19)	(1,469)
Arising on acquisition of a subsidiary	來自收購附屬公司	-	5,781
At 31 December 2018 and 30 June 2019	於二零一八年十二月三十一日 及二零一九年六月三十日	34,580	34,599
IMPAIRMENT	減值		
At 1 January 2018, 31 December 2018 and 30 June 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年六月三十日	3,192	3,192
CARRYING VALUES	賬面值		
At 31 December 2018 and 30 June 2019	於二零一八年十二月三十一日及 二零一九年六月三十日	31,388	31,407

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10. Trade and Other Receivables

The Group allows an average credit period of 30 to 120 days (2018: 30 to 120 days) to its trade customers. The aging analysis of trade receivables presented based on the date of delivery of goods at the end of reporting period is as follows:

10. 貿易及其他應收賬款

本集團給予其貿易客戶之平均信貸期為30日至120日（二零一八年：30日至120日）。於報告期間結算日，按發貨日期計算呈列之貿易應收賬款賬齡分析如下：

		At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收賬款		
Within credit period	信貸期內	54,560	64,231
Credit period – 180 days	信貸期 – 180日	5,694	2,366
Over 180 Days	超過180日	4,594	6,696
Less: allowance for doubtful debts	減：呆賬撥備	(4,396)	(2,363)
		60,452	70,930
Prepayments	預付款項	29,109	12,134
Other receivables	其他應收賬款	3,298	3,503
Total trade and other receivables	貿易及其他應收賬款總額	92,859	86,567

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11. Impairment Assessment on Financial Assets Subject to Expected Credit Loss (“ECL”) Model 11. 金融資產按預期信貸虧損（「預期信貸虧損」）模式之減值評估

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
Impairment loss recognised (reversed) in respect of trade receivables	就貿易應收賬款確認 減值虧損（撥回）：	2,076	(3,120)

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2018.

During the current interim period, the Group provided HK\$4,396,000 impairment allowance, in particular, a specific loss allowance of HK\$4,352,000 has been made to an individual debtor due to the credit impairment.

截至二零一九年六月三十日止六個月之簡明綜合財務報表所使用之釐定輸入數據及假設以及計算方法與本集團編製截至二零一八年十二月三十一日止年度之年度財務報表所依循者一致。

於本中期期間，本集團已作出4,396,000港元的減值撥備，具體而言，由於信用減值對一名獨立債務人作出4,352,000港元的特定虧損撥備。

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12. Trade and Other Payables

The following is an analysis of trade payables by age, presented based on the invoice date at the end of the reporting period:

		At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables:	貿易應付賬款：		
Within 90 days	90日內	33,588	18,843
91 days to 365 days	91日至365日	48	1,680
Over 365 days	超過365日	14	14
		33,650	20,537
Deposits from franchisees	加盟商押金	26,931	24,317
Other tax payables	其他應付稅項	3,155	14,229
Accruals	應付費用	24,881	27,938
Other payables	其他應付賬款	7,273	6,480
		95,890	93,501

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

12. 貿易及其他應付賬款

於報告期間結算日，按發票日期計算呈列之貿易應付賬款賬齡分析如下：

購買商品之平均信貸期為90日。本集團已制定財務風險管理政策，以確保所有應付賬款均於設定信貸時限內償付。

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13. Share Capital

13. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised: At 1 January 2018, 31 December 2018 and 30 June 2019	法定： 於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年六月三十日	4,000,000,000	400,000
Issued and fully paid: At 1 January 2018, 31 December 2018 and 30 June 2019	已發行及繳足： 於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年六月三十日	2,002,100,932	200,210

14. Capital Commitments

14. 資本承擔

		At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表撥備 有關收購物業、廠房及設備 之資本開支	107,963	92,127

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15. Connected and Related Party Transactions

During the period, the Group had significant transactions with related parties, which are also deemed to be connected parties pursuant to the Listing Rules. The significant transactions with these parties during the period are as follows:

(a) Transactions

15. 關連及關聯人士交易

期內，本集團曾與關聯人士進行重大交易。根據上市規則之規定，有關關聯人士亦被視為關連人士。期內，本集團曾與此等人士進行之重大交易如下：

(a) 交易

Name of company 公司名稱	Nature of transactions 交易性質	Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
<p><i>Companies controlled by individuals who collectively have joint control over the Company's ultimate holding company and are also executive Directors of the Company:</i> (Prior to 3 October 2018, Note 1)</p> <p>集體共同控制本公司的最終控股公司兼同為本公司執行董事之個人人士所控制公司： (於二零一八年十月三日前，附註1)</p>			
青春再現度假育樂股份有限公司	Rental income	-	8
青春再現度假育樂股份有限公司	租金收益		
幸福農企業股份有限公司	Rental income	-	8
幸福農企業股份有限公司	租金收益		
<p><i>Directors of the Company:</i> 本公司董事：</p>			
Dr.TSAI Yen Yu (Note 1)	Rental expenses	-	3,585
蔡燕玉博士(附註1)	租金支出		
Dr. SU Chien-Cheng (Note 2)	Rental expenses	-	120
蘇建誠博士(附註2)	租金支出		

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15. Connected and Related Party Transactions (Continued)

(a) Transactions (Continued)

15. 關連及關聯人士交易 (續)

(a) 交易 (續)

Name of company 公司名稱	Nature of transactions 交易性質	Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 千港元 (unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (unaudited) (未經審核)
<i>Fellow subsidiaries:</i> 同系附屬公司：			
東森得易購股份有限公司 (Note 3) 東森得易購股份有限公司 (附註3)	Sales of products 產品銷售	8,668	–
東森天美仕直銷股份有限公司 (Note 3) 東森天美仕直銷股份有限公司 (附註3)	Sales of products 產品銷售	3,475	–
東森健康生醫有限公司 (Note 3) 東森健康生醫有限公司 (附註3)	Purchase of products 產品購買	2,319	–
東森新媒體控股股份有限公司 (Note 3) 東森新媒體控股股份有限公司 (附註3)	Advertising fee charged by 徵收的廣告費用	649	–

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15. Connected and Related Party Transactions (Continued)

(a) Transactions (Continued)

Notes:

- (1) 青春再現度假育樂股份有限公司 and 幸福農企業股份有限公司 are controlled by Dr. TSAI Yen-Yu and Mr. LEE Ming-Ta.

Dr. TSAI Yen-Yu became a substantial shareholder indirectly holds approximately 22.24% of the total issued share capital of the Company on 3 October 2018. Dr. TSAI was re-designated as a Non-Executive Director and stepped down from being the chairperson of the Board and was appointed as an honorary chairperson of the Company on 26 October 2018. She resigned as Non-Executive Director on 25 January 2019.

Mr. LEE Ming-Ta resigned as an Executive Director of the Company on 16 November 2018.

- (2) Dr. SU Chien-Cheng resigned as an Executive Director of the Company on 16 November 2018.
- (3) 東森得易購股份有限公司, 東森天美仕直銷股份有限公司, 東森健康生醫有限公司, 東森新媒體控股股份有限公司 and 遠富國際股份有限公司 became the connected parties of the Company since 3 October 2018.

15. 關連及關聯人士交易 (續)

(a) 交易 (續)

附註：

- (1) 青春再現度假育樂股份有限公司及幸福農企業股份有限公司由蔡燕玉博士及李明達先生所控制。

蔡燕玉博士於二零一八年十月三日成為間接持有本公司已發行股本總額約22.24%的主要股東。蔡博士於二零一八年十月二十六日調任為非執行董事並不再擔任董事會主席；並獲委任為本公司之名譽主席。彼於二零一九年一月二十五日辭任非執行董事。

李明達先生於二零一八年十一月十六日辭任本公司執行董事。

- (2) 蘇建誠博士於二零一八年十一月十六日辭任本公司執行董事。
- (3) 東森得易購股份有限公司、東森天美仕直銷股份有限公司、東森健康生醫有限公司、東森新媒體控股股份有限公司及遠富國際股份有限公司自二零一八年十月三日起成為本公司之關聯人士。

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15. Connected and Related Party Transactions (Continued) (b) Balances

15. 關連及關聯人士交易 (續) (b) 結餘

	At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<i>Amounts due from related parties – Trade</i> 應收關聯方款項 – 貿易		
東森天美仕直銷股份有限公司	3,655	249
東森天美仕直銷股份有限公司		
東森得易購股份有限公司	6,188	168
東森得易購股份有限公司		
遠富國際股份有限公司 (Note 3)	–	3
遠富國際股份有限公司 (附註3)		
	9,843	420

The normal credit term with related parties is 90 to 180 days upon delivery. Aging of all the amounts due from related parties was within credit period at the end of the reporting period.

於交付後，關聯方之一般信貸期為90至180日。於報告期間結算日，所有應收關聯方款項之賬齡均於信貸期內。

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15. Connected and Related Party Transactions (Continued)

(b) Balances (Continued)

	At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<i>Amounts due to related parties – Trade</i> 應付關聯方款項 – 貿易		
東森健康生醫有限公司	986	–
<i>Amounts due to related parties – Non trade</i> 應付關聯方款項 – 非貿易		
東森新媒體控股股份有限公司	87	–

The average credit period on purchases of goods is 90 to 180 days. Aging of all the amounts due to related parties was within credit period at the end of the reporting period.

15. 關連及關聯人士交易 (續)

(b) 結餘 (續)

	At 30 June 2019 於二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
<i>Amounts due to related parties – Trade</i> 應付關聯方款項 – 貿易		
東森健康生醫有限公司	986	–
<i>Amounts due to related parties – Non trade</i> 應付關聯方款項 – 非貿易		
東森新媒體控股股份有限公司	87	–

購買商品之平均信貸期為90日至180日。於報告期間結算日，所有應付關聯方款項之賬齡均於信貸期內。



東森 自然美

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

Stock Code 股份代號 : 00157