



大同機械企業有限公司

**COSMOS MACHINERY ENTERPRISES LIMITED**

Stock Code 股份代號: 118

# 2019

INTERIM REPORT

中期報告



# CONTENTS

## 目錄

2	Corporate Information	公司資料
4	Condensed Consolidated Income Statement	簡明綜合收益表
5	Condensed Consolidated Statement of Comprehensive Income	簡明綜合全面收益表
6	Condensed Consolidated Statement of Financial Position	簡明綜合財務狀況表
8	Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表
9	Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表
10	Notes to the Condensed Consolidated Financial Statements	簡明綜合財務報表附註
37	Management Discussion and Analysis	管理層論述及分析
45	Supplementary Information	補充資料
51	Glossary	詞彙

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Tang To (*Chairman*)  
Wong Yiu Ming (*Executive Vice Chairman*)  
Tang Yu, Freeman (*Chief Executive Officer*)  
Mei Zheqi

#### Non-executive Directors

Kan Wai Wah  
Qu Jinping

#### Independent Non-executive Directors

Yeung Shuk Fan  
Cheng Tak Yin  
Ho Wei Sem  
Huang Zhi Wei

#### Audit Committee

Yeung Shuk Fan (*Chairman*)  
Cheng Tak Yin  
Ho Wei Sem

#### Remuneration Committee

Cheng Tak Yin (*Chairman*)  
Ho Wei Sem  
Tang To  
Yeung Shuk Fan

#### Nomination Committee

Tang To (*Chairman*)  
Cheng Tak Yin  
Ho Wei Sem  
Tang Yu, Freeman  
Yeung Shuk Fan

#### Committee of Executive Directors

Tang To (*Chairman*)  
Wong Yiu Ming  
Tang Yu, Freeman  
Mei Zheqi

### AUTHORISED REPRESENTATIVES

Tang To  
Tang Yu, Freeman

### 董事會

#### 執行董事

鄧 燾 (*主席*)  
黃耀明 (*執行副主席*)  
鄧 愚 (*行政總裁*)  
梅哲騏

#### 非執行董事

簡衛華  
瞿金平

#### 獨立非執行董事

楊淑芬  
鄭達賢  
何偉森  
黃志煒

#### 審核委員會

楊淑芬 (*主席*)  
鄭達賢  
何偉森

#### 薪酬委員會

鄭達賢 (*主席*)  
何偉森  
鄧 燾  
楊淑芬

#### 提名委員會

鄧 燾 (*主席*)  
鄭達賢  
何偉森  
鄧 愚  
楊淑芬

#### 執行董事委員會

鄧 燾 (*主席*)  
黃耀明  
鄧 愚  
梅哲騏

#### 授權代表

鄧 燾  
鄧 愚



### COMPANY SECRETARY

Yeung Yuk Lun (*resigned on 17 May 2019*)  
Man Wing Yan

### AUDITOR

Ting Ho Kwan & Chan

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
BNP Paribas Hong Kong Branch  
Nanyang Commercial Bank, Limited  
The Hongkong & Shanghai  
Banking Corporation Limited

### REGISTERED OFFICE

10/F., Billion Plaza 2  
No. 10 Cheung Yue Street  
Cheung Sha Wan  
Kowloon, Hong Kong

### SHARE REGISTRAR

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### COMPANY'S WEBSITE

<http://www.cosmel.com>

### INVESTORS RELATIONS CONTACT

Address: 10/F., Billion Plaza 2  
No. 10 Cheung Yue Street  
Cheung Sha Wan  
Kowloon, Hong Kong  
E-mail: [ir@cosmel.com](mailto:ir@cosmel.com)  
Telephone: (852) 2376 6188  
Fax: (852) 2375 9626

### STOCK CODE

118

### 公司秘書

楊毓麟 (於二零一九年五月十七日辭任)  
文穎茵

### 核數師

丁何關陳會計師行

### 主要往來銀行

中國銀行(香港)有限公司  
法國巴黎銀行香港分行  
南洋商業銀行有限公司  
香港上海滙豐銀行有限公司

### 註冊辦事處

香港九龍  
長沙灣長裕街10號  
億京廣場2期10樓

### 股份過戶登記處

卓佳秘書商務有限公司  
香港皇后大道東183號  
合和中心54樓

### 公司網址

<http://www.cosmel.com>

### 投資者關係聯絡

地址: 香港九龍  
長沙灣長裕街10號  
億京廣場2期10樓  
電郵: [ir@cosmel.com](mailto:ir@cosmel.com)  
電話: (852) 2376 6188  
傳真: (852) 2375 9626

### 股份代號

118

# CONDENSED CONSOLIDATED INCOME STATEMENT

## 簡明綜合收益表

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
<b>Revenue</b>	4	<b>1,147,312</b>	1,332,327
Cost of sales		<b>(971,023)</b>	(1,107,201)
<b>Gross profit</b>		<b>176,289</b>	225,126
Other income and gains, net		<b>36,287</b>	14,556
Selling and distribution costs		<b>(85,110)</b>	(75,264)
Administrative expenses		<b>(95,588)</b>	(125,871)
<b>Operating profit</b>		<b>31,878</b>	38,547
Finance costs		<b>(12,390)</b>	(10,311)
Investment income		<b>2,413</b>	2,728
Gain on deregistration of a subsidiary		<b>2,662</b>	–
Gain on disposal of a subsidiary		–	44,588
Share of results of associates		<b>1,231</b>	1,915
<b>Profit before tax</b>	5	<b>25,794</b>	77,467
Taxation	6	<b>(7,491)</b>	(10,667)
<b>Profit for the Period</b>		<b>18,303</b>	66,800
<b>Profit attributable to:</b>			
– Equity shareholders of the Company		<b>19,800</b>	61,682
– Non-controlling interests		<b>(1,497)</b>	5,118
		<b>18,303</b>	66,800
<b>Earnings per share</b>			
– Basic	7	<b>2.30 HK cents</b> 港仙	8.57 HK cents港仙

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
<b>Profit for the Period</b>	本期間溢利	<b>18,303</b>	66,800
Other comprehensive expense, net of tax:	扣除稅項後之其他全面支出：		
Items that have been reclassified or may be reclassified subsequently to profit or loss:	已重新分類或其後可重新分類至損益表之項目：		
– Share of other comprehensive (expense)/income of associates	– 應佔聯營公司之其他全面(支出)/收益	<b>(133)</b>	208
– Exchange differences arising from translation of financial statements of foreign operations	– 換算海外業務財務報表時產生之滙兌差額	<b>(4,795)</b>	(4,805)
– Release of translation reserve upon disposal of a subsidiary	– 出售一間附屬公司時從滙兌儲備撥出	–	(547)
– Release of translation reserve upon deregistration of a subsidiary	– 註銷一間附屬公司時從滙兌儲備撥出	<b>(2,662)</b>	–
		<b>(7,590)</b>	(5,144)
<b>Total comprehensive income for the Period</b>	本期間全面收益總額	<b>10,713</b>	61,656
<b>Total comprehensive income attributable to:</b>	應佔全面收益總額：		
– Equity shareholders of the Company	– 本公司股權持有人	<b>12,840</b>	55,665
– Non-controlling interests	– 非控股權益	<b>(2,127)</b>	5,991
<b>Total comprehensive income for the Period</b>	本期間全面收益總額	<b>10,713</b>	61,656



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

			30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註		
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	8	599,861	618,271
Leasehold land and land use rights	租賃土地及土地使用權		–	40,271
Right-of-use assets	使用權資產		103,140	–
Goodwill	商譽		53,483	53,483
Intangible assets	無形資產		5,762	6,454
Interests in associates	聯營公司權益		30,954	31,139
Finance lease receivables	應收融資租賃款項	9	78,614	44,451
Deferred tax assets	遞延稅項資產		26,316	26,419
			<b>898,130</b>	820,488
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨		512,411	491,937
Finance lease receivables	應收融資租賃款項	9	95,169	109,249
Trade and other receivables	貿易及其他應收款項	10	919,520	934,171
Other financial assets	其他金融資產		9,579	33,930
Current tax recoverable	本期可收回稅項		2,495	2,216
Cash and bank balances	現金及銀行結餘	11	334,143	339,702
			<b>1,873,317</b>	1,911,205
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	12	795,596	792,545
Contract liabilities	合約負債		77,856	66,323
Provision for restructuring	重組撥備	13	20,352	30,238
Provision for indemnity	賠償撥備	14	–	25,780
Amounts due to an associate	結欠一間聯營公司款項		496	704
Bank borrowings	銀行借款		363,620	357,052
Lease liabilities	租賃負債		12,223	–
Obligations under finance leases	融資租賃借款		–	2,547
Current tax payable	本期應付稅項		3,550	5,732
Dividend payable	應付股息		17,239	–
			<b>1,290,932</b>	1,280,921
<b>Net Current Assets</b>	<b>淨流動資產</b>		<b>582,385</b>	630,284
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>1,480,515</b>	1,450,772

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
 簡明綜合財務狀況表(續)

		30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註	
<b>Non-current Liabilities</b>	<b>非流動負債</b>		
Bank borrowings	銀行借款	10,000	20,111
Lease liabilities	租賃負債	51,824	–
Obligations under finance leases	融資租賃借款	–	4,528
Deferred tax liabilities	遞延稅項負債	25,781	25,848
		<b>87,605</b>	50,487
<b>Net Assets</b>	<b>淨資產</b>	<b>1,392,910</b>	1,400,285
<b>Equity</b>	<b>權益</b>		
Capital and reserves attributable to equity shareholders of the Company:	本公司股權持有人應佔資本及儲備：		
Share capital	股本	609,027	609,027
Reserves	儲備	570,143	557,303
Proposed final dividend	建議末期股息	–	17,239
		<b>1,179,170</b>	1,183,569
<b>Non-controlling Interests</b>	<b>非控股權益</b>	<b>213,740</b>	216,716
<b>Total Equity</b>	<b>權益總值</b>	<b>1,392,910</b>	1,400,285



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

		Attributable to equity shareholders of the Company 本公司股權持有人應佔						
		Share capital 股本 HK\$'000 千港元	Other reserves* 其他儲備* HK\$'000 千港元	Proposed final dividend 建議 末期股息 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總值 HK\$'000 千港元
<b>Balance at 1 January 2018, previously reported</b>	於二零一八年一月一日年初結餘， 按先前報告	532,903	153,368	-	394,223	1,080,494	211,645	1,292,139
Change in accounting policies	會計政策變動	-	-	-	(2,192)	(2,192)	-	(2,192)
<b>Balance at 1 January 2018, restated</b>	於二零一八年一月一日，重列結餘	532,903	153,368	-	392,031	1,078,302	211,645	1,289,947
Profit for the Period	本期間溢利	-	-	-	61,682	61,682	5,118	66,800
Other comprehensive income/(expense) for the Period:	本期間其他全面 收益/(支出)：							
Release of translation reserve upon disposal of a subsidiary	出售一間附屬公司時 從滙兌儲備撥出	-	(547)	-	-	(547)	-	(547)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	-	208	-	-	208	-	208
Exchange differences arising from translation of financial statements of foreign operation	換算海外業務報表時產生之 滙兌差額	-	(5,678)	-	-	(5,678)	873	(4,805)
Total other comprehensive expense for the Period	本期間其他全面支出總額	-	(6,017)	-	-	(6,017)	873	(5,144)
Total comprehensive income/(expenses) for the Period	本期間全面收益/(支出)總額	-	(6,017)	-	61,682	55,665	5,991	61,656
Release of revaluation reserve upon disposal of a subsidiary	出售一間附屬公司時 從重估儲備撥出	-	(5,659)	-	5,659	-	-	-
Transactions with owners: Issue of ordinary shares	與擁所有者之交易： 發行普通股	76,124	-	-	-	76,124	-	76,124
<b>Balance at 30 June 2018</b>	於二零一八年六月三十日結餘	609,027	141,692	-	459,372	1,210,091	217,636	1,427,727
<b>Balance at 1 January 2019</b>	於二零一九年一月一日年初結餘	609,027	103,188	17,239	454,115	1,183,569	216,716	1,400,285
Profit for the Period	本期間溢利	-	-	-	19,800	19,800	(1,497)	18,303
Other comprehensive expense for the Period:	本期間其他全面支出：							
Share of other comprehensive expense of associates	應佔聯營公司其他全面支出	-	(133)	-	-	(133)	-	(133)
Exchange differences arising from translation of financial statements of foreign operation	換算海外業務報表時產生之 滙兌差額	-	(4,165)	-	-	(4,165)	(630)	(4,795)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時 從滙兌儲備撥出	-	(2,662)	-	-	(2,662)	-	(2,662)
Total other comprehensive expense for the Period	本期間其他全面支出總額	-	(6,960)	-	-	(6,960)	(630)	(7,590)
Total comprehensive income/(expense) for the Period	本期間全面收益/(支出)總額	-	(6,960)	-	19,800	12,840	(2,127)	10,713
Transaction with owners:	與擁所有者之交易：							
Dividends approved in respect of the previous year	過往年度已批准股息	-	-	(17,239)	-	(17,239)	-	(17,239)
Dividends to the non-controlling shareholders	給非控股股東之股息	-	-	-	-	-	(849)	(849)
<b>Balance at 30 June 2019</b>	於二零一九年六月三十日結餘	609,027	96,228	-	473,915	1,179,170	213,740	1,392,910

\* Please refer to Note 16 for details of other reserves.

\* 其他儲備之詳情，請參考附註16。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) HK\$'000 千港元	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash inflow/(outflow) from operating activities	經營業務之現金流入／(流出)淨額	17,070	(52,838)
Net cash inflow from investing activities	投資活動之現金流入淨額	38,795	11,313
Net cash (outflow)/inflow from financing activities	融資活動之現金(流出)／流入淨額	(17,841)	43,687
<hr/>			
Increase in cash and cash equivalents	現金及現金等值增加	38,024	2,162
Cash and cash equivalents at beginning of the Period	本期間初之現金及現金等值	282,678	315,922
Effect of foreign exchange rate changes	外幣匯率變動之影響	(1,632)	(1,884)
<hr/>			
Cash and cash equivalents at the end of the Period	本期間末之現金及現金等值	319,070	316,200
<hr/>			
Analysis of the balances of cash and cash equivalents:	現金及現金等值結餘分析：		
Cash and bank balances	現金及銀行結餘	319,070	325,083
Bank overdrafts	銀行透支	-	(8,883)
<hr/>			
		<b>319,070</b>	<b>316,200</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The principal activities of the Group are (i) trading of industrial consumables; (ii) manufacturing of plastic processing products; (iii) manufacturing of machinery; and (iv) processing and trading of printed circuit boards.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is located at 10/F., Billion Plaza 2, No. 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong.

The Company has its primary listing on Stock Exchange.

This unaudited condensed consolidated interim financial information is presented in Hong Kong dollars, unless otherwise stated. It was approved for issue by the Board on 27 August 2019.

The unaudited condensed consolidated interim financial information has been reviewed by audit committee of the Company.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim financial report has been prepared in accordance with the applicable disclosure provisions of Listing Rules and Hong Kong Accounting Standard (“HKAS”) 34, Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The interim financial statements have been prepared in accordance with the accounting policies which are consistent with those adopted in the Group’s annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of Hong Kong Financial Reporting Standard (“HKFRS”) 16 Leases as described in Note 3 below. Other amendments to standards and new interpretation that are effective for the first time for this interim period did not have any material impact to the result or financial position of the Group.

### 1. 一般資料

本集團之主要業務為(i)工業消耗品貿易；(ii)注塑製品及加工；(iii)機械製造；及(iv)印刷線路板加工及貿易。

本公司為一間於香港註冊成立之有限公司，其註冊辦事處地址為香港九龍長沙灣長裕街10號億京廣場2期10樓。

本公司以聯交所為主要上市地點。

除另有指明外，本未經審核簡明綜合中期財務資料以港元呈列，於二零一九年八月二十七日獲董事會批准刊發。

本未經審核簡明綜合中期財務資料已由本公司審核委員會審閱。

### 2. 編製基準及會計政策

本中期財務報告乃按照上市規則及香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」之規定而編製。

除採納香港財務報告準則第16號「租賃」外（如下文附註3所述），本中期財務報表乃根據本集團截止二零一八年十二月三十一日止年度綜合財務報表採納一致的會計政策而編制。於本中期期間首次生效的其他準則修訂及新詮釋的會計政策對本集團的業績或財務狀況並無任何重大影響。



## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The information in this interim financial report is unaudited and does not constitute statutory financial statements. The financial information relating to the financial year ended 31 December 2018 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2018 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

## 2. 編製基準及會計政策(續)

本中期財務報告當中的資料乃未經審核及並不構成法定財務報表。本中期財務報告中載有有關截至二零一八年十二月三十一日止財政年度的財務資料(即比較資料)並不構成本公司於該財政年度的法定年度合併財務報表,惟乃摘錄自該等財務報表。根據香港公司條例(第622章)第436條的要求提供該等法定財務報表相關的額外資料如下:

本公司已按照香港公司條例第662(3)條及附表6第3部之規定,向香港公司註冊處長遞交截至二零一八年十二月三十一日止年度之財務報表。

本公司之核數師已發表報告。該報告並無保留意見;並無提述任何核數師在無提出保留意見下強調須予注意的事項;亦無載有根據香港公司條例第406(2)或第407(2)或(3)條規定之聲明。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
簡明綜合財務報表附註(續)

**2. BASIS OF PREPARATION AND ACCOUNTING POLICIES** (Continued)

The following amendments have been issued but are not effective for the financial year beginning on 1 January 2019 and have not been early adopted by the Group:

Amendments to HKFRS 3  
香港財務報告準則第3號之修訂  
Amendments to HKAS 1 and HKAS 8  
香港會計準則第1號及第8號之修訂  
Amendments to HKFRS 10 and HKAS 28  
香港財務報告準則第10號及  
香港會計準則第28號之修訂

The Group has already commenced an assessment of the related impact of adopting the above amendments to the Group. The Group is not yet in a position to state whether there would be substantial changes to the Group's accounting policies and presentation of the financial statements.

**2. 編製基準及會計政策 (續)**

下列已頒佈的修訂，但於二零一九年一月一日開始的財政年度尚未生效，本集團並無提早採納：

**Effective for accounting periods beginning on or after**  
於下列日期或其後開始之會計期間生效

Definition of a business 業務的定義	1 January 2020 二零二零年一月一日
Definition of material 重大之定義	1 January 2020 二零二零年一月一日
Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營企業之間的資產銷售或注資	To be determined 將予釐定

本集團已開始評估採納上述修訂對本集團之影響。本集團現時仍未能說明會否令本集團之會計政策及財務報表之呈列方式出現重大變動。

### 3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following new and revised HKFRSs that are first effective for the current accounting period of the Group.

HKFRS 16  
 香港財務報告準則第16號  
 HK(IFRIC) – Int 23  
 香港（國際財務報告詮釋委員會）  
 詮釋第23號  
 Amendments to HKAS 19  
 香港會計準則  
 第19號之修訂  
 Amendments to HKAS 28  
 香港會計準則  
 第28號之修訂  
 Amendments to HKFRSs  
 香港財務報告準則之修訂  
 Amendments to HKFRS 9  
 香港財務報告準則第9號之修訂

Other than as explained below regarding the impact of HKFRS 16 Leases, the new and revised standards are not relevant to the preparation of the Group's interim condensed consolidated financial statements.

HKFRS 16 replaces HKAS 17, Leases, and the related interpretations, HK(IFRIC)-Int 4, Determining whether an arrangement contains a lease, HK(SIC)-Int 15, Operating leases – incentives, and HK(SIC)-Int 27, Evaluating the substance of transactions involving the legal form of a lease. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less (“short-term leases”) and leases of low value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

### 3. 會計政策變動

香港會計師公會已頒布以下新訂及經修訂香港財務報告準則，該等準則於本集團的本會計期間首次生效。

Leases  
 租賃  
 Uncertainty over income tax treatments  
 稅項處理不確定性  
 Plan amendment, curtailment or settlement  
 計劃修訂、縮減或結算  
 Long-term interests in associates and joint ventures  
 於聯營公司及合營企業之長期權益  
 Annual improvements to HKFRSs 2015-2017 cycle  
 香港財務報告準則二零一五年至二零一七年週期之年度改進  
 Prepayment features with negative compensation  
 具有負補償之提前還款特性

除下述關於香港財務報告準則第16號「租賃」的影響以外，其他新訂及經修訂香港財務報告準則與編製本集團中期簡明綜合財務報表並不相關。

香港財務報告準則第16號取代香港會計準則第17號，租賃及相關詮釋、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、香港（常設詮釋委員會）詮釋第15號，經營租賃—誘因及香港（常設詮釋委員會）詮釋第27號，評估涉及租賃法律形式交易的內容。其就承租人引入單一會計模式，並規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃（「短期租賃」）及低價值資產的租賃除外。出租人的會計規定則大致保留香港會計準則第17號的規定。



### 3. CHANGES IN ACCOUNTING POLICIES (Continued)

The Group has adopted HKFRS 16 from 1 January 2019, which resulted in changes in accounting policies. In accordance with the transitional provisions in HKFRS 16, the Group has adopted the modified retrospective approach for transition to the new standard. Under this approach, (i) comparative information for prior periods is not restated; (ii) the date of the initial application of HKFRS 16 is the first day of the annual reporting period in which the Group first applies the requirement of HKFRS 16, i.e. 1 January 2019.

Since the Group recognised the right-of-use assets at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments there was no impact to the opening balance of retained profits.

#### (a) The Group as a lessee

##### *Leases previously classified as operating lease under HKAS 17*

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2019.

Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the condensed consolidated statement of financial position immediately before the date of initial application.

### 3. 會計政策變動(續)

本集團於二零一九年一月一日採納香港財務報告準則第16號，導致會計政策有變動。根據香港財務報告準則第16號的過渡性規定，本集團採用了修改後的追溯方法過渡至新準則。在這追溯方法下，(一)豁免重列比較資料；(二)首次採納香港財務報告準則第16號的日期是本集團首次採納香港財務報告準則第16號的要求之年度報告期的第一天，即二零一九年一月一日。

由於本集團按等同於租賃負債的金額確認使用權資產，並以任何預付或應付租賃款項的金額作出調整，因此對保留溢利的期初結餘並無影響。

#### (a) 本集團為承租人

##### *以前根據香港會計準則第17號被分類為經營租賃的租賃*

於採納香港財務報告準則第16號後，本集團就過往按香港會計準則第17號「租賃」相關原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下租賃款項的現值計量，並以本集團於2019年1月1日的增額借款利率貼現。

使用權資產的金額以租賃負債的等值計量，並根據與該緊接首次應用日前在簡明綜合財務狀況表中確認之相關租賃的任何預付或應付租賃款項金額作出調整。

### 3. CHANGES IN ACCOUNTING POLICIES (Continued)

#### (a) The Group as a lessee (Continued)

##### *Leases previously classified as operating lease under HKAS 17 (Continued)*

The Group used the following practical expedients when applying HKFRS 16 to leases previously classified as operating leases under HKAS 17:

- (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (ii) applied the recognition exemption for leases which the lease term ends within 12 months of the date of initial application.
- (iii) applied the recognition exemption for leases of low value assets.

### 3. 會計政策變動(續)

#### (a) 本集團為承租人(續)

##### *以前根據香港會計準則第17號被分類為經營租賃的租賃(續)*

本集團於採納香港財務報告準則第16號時採用以下簡易實務處理法來處理先前根據香港會計準則第17號被分類為經營租賃的租賃：

- (i) 對有合理相似特徵的租賃組合採用單一貼現率。
- (ii) 對租賃期於首次應用日起計12個月內屆滿的租賃應用確認豁免條款。
- (iii) 對於低價值的租賃應用確認豁免條款。

### 3. CHANGES IN ACCOUNTING POLICIES (Continued)

#### (a) The Group as a lessee (Continued)

##### *Leases previously classified as operating lease under HKAS 17 (Continued)*

- (iv) excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- (v) used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.

##### *Leases previously classified as obligations under finance leases under HKAS 17*

For leases previously classified as obligations under finance leases under HKAS 17 the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use assets and the lease liabilities at the date of initial application.

#### (b) The Group as a lessor

Under HKFRS 16, when the Group acts as an intermediate lessor in a sublease arrangement, the Group is required to classify the sublease as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements in this regard.

### 3. 會計政策變動(續)

#### (a) 本集團為承租人(續)

##### *以前根據香港會計準則第17號被分類為經營租賃的租賃(續)*

- (iv) 在首次採納日從使用權資產的計量中排除了初始直接成本。
- (v) 倘合約包含延長或終止租賃的選擇權，在確定租賃期限考慮當前情況。

##### *以前根據香港會計準則第17號被分類為融資租賃借款的租賃*

就以前根據香港會計準則第17號被分類為融資租賃借款的租賃，本集團在過渡前確認了租賃資產和租賃負債的賬面金額值，作為首次採納日的使用權資產和租賃負債的賬面值。

#### (b) 本集團為出租人

根據香港財務報告準則第16號，當本集團作為轉租安排的中間出租人時，本集團須參考由主租約產生的使用權資產，將轉租分類為融資租賃或經營租賃，而非參考使用權其下的資產。在此方面採納香港財務報告準則第16號對本集團財務報表並無重大影響。



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**3. CHANGES IN ACCOUNTING POLICIES**  
 (Continued)

**(c) Impacts of adoption**

When measuring lease liabilities, the Group discounted lease payments by using its incremental borrowing rate at 1 January 2019. The weighted-average rate applied is 8%.

**3. 會計政策變動(續)**

**(c) 採納之影響**

於計量租賃負債時，本集團以2019年1月1日的增額借款利率貼現租賃款項。所採用的加權平均利率為8%。

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	截至2018年12月31日披露的經營租賃承諾	84,441
Less: commitments relating to leases exempt from capitalisation:	減：與免於資本化的租賃之相關承諾：	
– short-term leases with remaining lease term ending on or before 31 December 2019	– 剩餘租期於2019年12月31日或之前結束的短期租約	(3,224)
		81,217
Less: total future interest expenses	減：未來的利息總支出	(17,937)
Present value of remaining lease payments, discounted using the Group's incremental borrowing rate at 1 January 2019	以本集團於2019年1月1日的增額借款利率貼現的餘下租賃款項之現值	63,280
Add: obligations under finance leases recognised as at 31 December 2018	加：2018年12月31日確認的融資租賃借款	7,075
		70,355
Total lease liabilities recognised at 1 January 2019	於2019年1月1日確認的租賃負債總額	70,355
Of which are:	其中包括：	
Current lease liabilities	流動租賃負債	12,393
Non-current lease liabilities	非流動租賃負債	57,962
		70,355

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**3. CHANGES IN ACCOUNTING POLICIES**  
 (Continued)

**(c) Impacts of adoption** (Continued)

The recognised right-of-use assets relate to the following types of assets:

		<b>30 June 2019</b> 二零一九年 六月三十日 HK\$'000 千港元	<b>1 January 2019 as restated</b> 二零一九年 一月一日重列 HK\$'000 千港元
Land and buildings	土地及樓宇	56,706	63,280
Leasehold lands	租賃土地	39,477	40,271
Plant and machinery	廠房及機器	6,957	7,364
<b>Total right-of-use assets</b>	<b>使用權資產總額</b>	<b>103,140</b>	<b>110,915</b>

The following table illustrates the impact to each line items of financial statements affected in current period by the adoption of HKFRS 16:

		<b>31 December 2018 as previously reported</b> 二零一八年 十二月三十一日 按先前報告 HK\$'000 千港元	<b>Effect of adoption of HKFRS 16</b> 採納香港財務 報告準則第16號 之影響 HK\$'000 千港元	<b>1 January 2019 as restated</b> 二零一九年 一月一日重列 HK\$'000 千港元
Condensed consolidated statement of financial position (extract)	簡明綜合財務狀況表(摘錄)			
Property, plant and equipment	物業、廠房及設備	618,271	(7,364)	610,907
Leasehold land and land use rights	租賃土地及土地使用權	40,271	(40,271)	-
Right-of-use assets	使用權資產	-	110,915	110,915
Obligations under finance leases	融資租賃借款	7,075	(7,075)	-
Lease liabilities	租賃負債	-	70,355	70,355

**3. 會計政策變動(續)**

**(c) 採納之影響(續)**

已確認的使用權資產與以下類型的資產有關：

		<b>30 June 2019</b> 二零一九年 六月三十日 HK\$'000 千港元	<b>1 January 2019 as restated</b> 二零一九年 一月一日重列 HK\$'000 千港元
Land and buildings	土地及樓宇	56,706	63,280
Leasehold lands	租賃土地	39,477	40,271
Plant and machinery	廠房及機器	6,957	7,364
<b>Total right-of-use assets</b>	<b>使用權資產總額</b>	<b>103,140</b>	<b>110,915</b>

以下圖表說明每個財務報表項目的金額在本期間受採納香港財務報告準則第16號之影響：

		<b>31 December 2018 as previously reported</b> 二零一八年 十二月三十一日 按先前報告 HK\$'000 千港元	<b>Effect of adoption of HKFRS 16</b> 採納香港財務 報告準則第16號 之影響 HK\$'000 千港元	<b>1 January 2019 as restated</b> 二零一九年 一月一日重列 HK\$'000 千港元
Condensed consolidated statement of financial position (extract)	簡明綜合財務狀況表(摘錄)			
Property, plant and equipment	物業、廠房及設備	618,271	(7,364)	610,907
Leasehold land and land use rights	租賃土地及土地使用權	40,271	(40,271)	-
Right-of-use assets	使用權資產	-	110,915	110,915
Obligations under finance leases	融資租賃借款	7,075	(7,075)	-
Lease liabilities	租賃負債	-	70,355	70,355

#### 4. REVENUE AND SEGMENT REPORTING

##### (a) Revenue

Revenue, which is also the Group's turnover, represents the amounts received and receivables for goods sold to customers, less returns and discounts and interest income from finance lease receivables during the year. An analysis of revenue is as follows:

#### 4. 收入及分部報告

##### (a) 收入

收入，亦即本集團之銷售額，指年內本集團向集團以外客戶銷售貨品減退貨及折扣後之已收及應收款項及應收融資租賃款項產生之利息收入。本集團之收入分析如下：

		<b>Six months ended 30 June</b> 截止六月三十日止六個月	
		<b>2019</b> 二零一九年 <i>HK\$'000</i> 千港元	2018 二零一八年 <i>HK\$'000</i> 千港元
<b>Revenue</b>	<b>收入</b>		
Sales of goods	產品銷售	<b>1,129,394</b>	1,316,896
Installation services for machinery	機械安裝服務	<b>1,710</b>	2,108
Revenue from contracts with customers	來自客戶合約之收入	<b>1,131,104</b>	1,319,004
Finance lease income	融資租賃收入	<b>16,208</b>	13,323
<b>Total revenue</b>	<b>總收入</b>	<b>1,147,312</b>	1,332,327



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註（續）

**4. REVENUE AND SEGMENT REPORTING**  
 (Continued)

(a) Revenue (Continued)

**Disaggregation of revenue**

Disaggregation of revenue from contracts with customers by significant category of revenue is as follows:

Trading of industrial consumables	工業消耗品貿易
Sales of plastic processing products	注塑製品及加工銷售
Sales of machinery	機械銷售
Sales of printed circuit boards	印刷線路板銷售
Installation services for machinery	機械安裝服務

The timing of revenue recognition of all revenue from contracts with customers is at a point in time when customers obtain control of the goods or services.

**4. 收入及分部報告（續）**

(a) 收入（續）

**收入分類**

按主要類別分類的客戶合約收入如下：

**Six months ended 30 June**  
 截止六月三十日止六個月

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
158,595	197,201
233,400	234,380
381,560	460,101
355,839	425,214
1,710	2,108
<b>1,131,104</b>	<b>1,319,004</b>

所有來自客戶合約收入均於客戶取得貨品或服務控制權的時間點確認。

#### 4. REVENUE AND SEGMENT REPORTING (Continued)

##### (b) Segment Reporting

The Group manages its business by a mixture of both business lines and geographical location. In a manner consistent with the way in which information is reported internally to the Group's top management for the purposes of assessing segment performance and allocating resources between segments, the Group has identified, on a product basis, the following four reportable segments.

- (1) trading of industrial consumables;
- (2) manufacturing of plastic processing products;
- (3) manufacturing of machinery; and
- (4) processing and trading of printed circuit boards.

##### *Segment results, assets and liabilities*

For the purposes of assessing segment performance and allocating resources between segments, the Group's top executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Unallocated items mainly comprise financial and corporate assets and corporate expenses.

#### 4. 收入及分部報告(續)

##### (b) 分部報告

本集團按其業務及地理位置來管理業務。為使分部資料之呈報方式與提供予集團高級管理層供其評估分部之表現及分配資源內部報告更一致，本集團根據產品基準，已識別以下四項呈報分類。

- (1) 工業消耗品貿易；
- (2) 注塑製品及加工；
- (3) 機械製造；及
- (4) 印刷線路板加工及貿易。

##### *分部業績、資產及負債*

在評估分部表現及分配部間資源時，集團的高級行政管理層根據以下基準監控可歸屬每一可滙報分部之業績、資產及負債：

分部收入、支出、業績、資產及負債包括一個分部直接應佔之項目，以及可按合理基準向有關分部分配之項目。例如，分部資產可包括存貨、貿易應收款項及物業、廠房及設備。分部收入、支出、資產及負債在集團內公司間結餘及集團內公司間交易互相對銷（此乃綜合賬目過程之一部份）前釐定，惟倘此等集團內公司間結餘及交易乃在本集團間某單一分部內產生者，則作別論。分部間之定價乃以類似其他外界人士提供之條款為基礎。

未分配項目主要包括金融及企業資產及企業費用。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**4. REVENUE AND SEGMENT REPORTING**  
 (Continued)

**(b) Segment Reporting** (Continued)

**Segment results, assets and liabilities** (Continued)

The segment results for the six months ended 30 June 2019 are as follows:

		Industrial consumables 工業 消耗品 HK\$'000 千港元	Plastic processing products 注塑製品 及加工 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷 線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	收入							
External sales	對外銷售	158,595	233,400	383,270	355,839	16,208	-	1,147,312
Inter-segment sales (Note)	分部間銷售(附註)	7,120	-	1,089	-	69	(8,278)	-
Total revenue	總收入	165,715	233,400	384,359	355,839	16,277	(8,278)	1,147,312
<b>Segment result</b>	分部業績	1,086	40,626	(9,050)	1,691	11,014	-	45,367
Unallocated corporate expenses	未可分配之企業費用							(13,489)
Operating profit	經營溢利							31,878
Finance costs	財務費用							(12,390)
Investment income	投資收入							2,413
Gain on deregistration of a subsidiary	註銷一間附屬公司之盈利							2,662
Share of results of associates	應佔聯營公司之業績							1,231
Profit before tax	除稅前溢利							25,794

Note:

Inter-segment sales are determined at prevailing market rates.

**4. 收入及分部報告(續)**

**(b) 分部報告(續)**

**分部業績、資產及負債(續)**

截至二零一九年六月三十日止六個月之分部業績如下：

附註：

分部間銷售按現行市場價格釐定。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
簡明綜合財務報表附註(續)

4. REVENUE AND SEGMENT REPORTING  
(Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

		Industrial consumables 工業 消耗品 HK\$'000 千港元	Plastic processing products 注塑製品 及加工 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷 線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 30 June 2019	於二零一九年 六月三十日						
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	241,672	348,660	1,021,229	601,293	458,716	2,671,570
Interests in associates	聯營公司權益						30,954
Unallocated corporate assets	未可分配之 企業資產						68,923
Consolidated total assets	綜合資產總值						2,771,447
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	59,056	109,115	496,692	252,112	38,292	955,267
Current tax payable	本期應付稅項						3,550
Borrowings	借款						373,620
Unallocated corporate liabilities	未可分配之 企業負債						46,100
Consolidated total liabilities	綜合負債總額						1,378,537

4. 收入及分部報告(續)

(b) 分部報告(續)

分部業績、資產及負債(續)

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**4. REVENUE AND SEGMENT REPORTING**  
 (Continued)

**(b) Segment Reporting** (Continued)

*Segment results, assets and liabilities* (Continued)

The segment results for the six months ended 30 June 2018 are as follows:

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic processing products 及加工 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>							
External sales	對外銷售	197,201	234,380	462,209	425,214	13,323	-	1,332,327
Inter-segment sales (Note)	分部間銷售(附註)	12,474	96	3,006	-	-	(15,576)	-
<b>Total revenue</b>	<b>總收入</b>	<b>209,675</b>	<b>234,476</b>	<b>465,215</b>	<b>425,214</b>	<b>13,323</b>	<b>(15,576)</b>	<b>1,332,327</b>
<b>Segment result</b>	<b>分部業績</b>	<b>6,467</b>	<b>20,094</b>	<b>13,433</b>	<b>6,221</b>	<b>6,869</b>	<b>-</b>	<b>53,084</b>
Unallocated corporate expenses	未可分配之企業費用							(14,537)
Operating profit	經營溢利							38,547
Finance costs	財務費用							(10,311)
Investment income	投資收入							2,728
Gain on disposal of a subsidiary	出售一間附屬公司之盈利							44,588
Share of results of associates	應佔聯營公司之業績							1,915
<b>Profit before tax</b>	<b>除稅前溢利</b>							<b>77,467</b>

Note:

Inter-segment sales are determined at prevailing market rates.

**4. 收入及分部報告(續)**

**(b) 分部報告(續)**

*分部業績·資產及負債(續)*

截至二零一八年六月三十日止六個月之分部業績如下:

附註:

分部間銷售按現行市場價格釐定。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
簡明綜合財務報表附註(續)

**4. REVENUE AND SEGMENT REPORTING**  
(Continued)

**(b) Segment Reporting** (Continued)

*Segment results, assets and liabilities* (Continued)

		Industrial consumables 工業 消耗品 HK\$'000 千港元	Plastic processing products 注塑製品 及加工 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷 線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 31 December 2018	於二零一八年 十二月三十一日						
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	243,994	380,061	1,004,837	561,376	402,910	2,593,178
Interests in associates	聯營公司權益						31,139
Unallocated corporate assets	未可分配之 企業資產						107,376
Consolidated total assets	綜合資產總值						2,731,693
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	55,695	156,608	463,458	200,024	36,725	912,510
Current tax payable	本期應付稅項						5,732
Borrowings	借款						384,238
Unallocated corporate liabilities	未可分配之 企業負債						28,928
Consolidated total liabilities	綜合負債總額						1,331,408

**4. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

*分部業績、資產及負債 (續)*

**Sales revenue by  
geographical market**  
**Six months ended 30 June**  
按地區市場劃分之銷售收入  
截至六月三十日止六個月

		<b>2019</b> 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	<b>203,800</b>	307,502
Mainland	內地	<b>764,443</b>	890,896
Other Asia-Pacific countries	其他亞太國家	<b>140,961</b>	92,886
North America	北美洲	<b>4,684</b>	6,689
Europe	歐洲	<b>33,424</b>	34,354
		<b>1,147,312</b>	1,332,327



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**5. PROFIT BEFORE TAX**

**5. 除稅前溢利**

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Profit before tax is arrived at after charging the following:	除稅前溢利已扣除下列各項：		
Depreciation and amortisation on:	折舊及攤銷：		
– Owned assets	– 自置資產	<b>35,661</b>	32,210
– Assets held under finance leases	– 融資租賃資產	–	195
– Leasehold land held for own use under finance leases	– 根據融資租賃持有之自用租賃土地	–	1,493
– Leasehold land and land use rights	– 租賃土地及土地使用權	–	696
– Intangible assets	– 無形資產	<b>692</b>	692
– Right-of-use assets	– 使用權資產	<b>7,487</b>	–
Operating lease payments	經營租賃租金		
– Land and buildings	– 土地及樓宇	–	10,359
Short-term leases payment	短期租賃租金	<b>2,173</b>	–

**6. TAXATION**

**6. 稅項**

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Hong Kong profits tax	香港利得稅	<b>101</b>	1,183
Overseas taxation	海外稅項	<b>7,390</b>	9,484
		<b>7,491</b>	10,667

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

香港利得稅乃按估計應課稅溢利稅率16.5% (二零一八年: 16.5%)撥備。其他地區應課稅溢利之稅項乃根據本集團經營所在司法權區之現行法例、詮釋及慣例計算稅率。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**7. EARNINGS PER SHARE**

The calculation of the basic earnings per ordinary share is based on the Group's profit attributable to equity shareholders of the Company and the weighted average number of ordinary shares in issue during the Period.

**7. 每股盈利**

每股普通股基本盈利乃按本期間本公司股權持有人應佔本集團之溢利及已發行普通股加權平均數計算。

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
Weighted average number of ordinary shares in issue during the Period	以加權平均數計算本期間已發行之普通股	<b>861,930,692</b>	719,334,006
		<i><b>HK\$'000</b></i>	<i>HK\$'000</i>
		千港元	千港元
Profit attributable to the equity shareholders of the Company	本公司股權持有人之應佔溢利	<b>19,800</b>	61,682
		<i><b>HK cents</b></i>	<i>HK cents</i>
		港仙	港仙
Basic earnings per share	每股基本盈利	<b>2.30</b>	8.57

No diluted earnings per share is presented as the Company did not have any potential ordinary share outstanding.

由於本公司期內並無任何潛在已發行普通股，因此並無呈列每股攤薄後之盈利。

**8. PROPERTY, PLANT AND EQUIPMENT**

During the Period, the Group has acquired property, plant and equipment amounting to approximately HK\$27,154,000.

**8. 物業、廠房及設備**

於本期間，本集團添置之物業、廠房及設備約值27,154,000港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
 簡明綜合財務報表附註(續)

9. FINANCE LEASE RECEIVABLES

9. 應收融資租賃款項

		Minimum lease receipts 最低租賃收入		Present value of minimum lease receipts 最低租賃收入之現值	
		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Amounts receivable under finance leases:	應收融資租賃款項金額：				
Not later than one year	一年內	107,085	121,443	94,821	107,037
Later than one year and not later than five years	第二至五年	115,985	49,632	80,273	45,378
		223,070 (47,976)	171,075 (18,660)	175,094 N/A 不適用	152,415 N/A 不適用
Less: Unearned finance income	減：未實現財務收入				
		175,094	152,415	175,094	152,415
Overdue finance lease receivables	逾期應收融資租賃款項	4,435	7,483	4,435	7,483
Present value of minimum lease receipts	最低租賃收入之現有價值	179,529	159,898	179,529	159,898
Less: Allowance for impairment of doubtful debts	減：呆壞賬減值撥備	(5,746)	(6,198)	(5,746)	(6,198)
		173,783	153,700	173,783	153,700
Less: Current finance lease receivables under current assets	減：列入流動資產之 應收融資租賃款項			(95,169)	(109,249)
Non-current finance lease receivables	非流動之應收融資租賃款項			78,614	44,451



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**10. TRADE AND OTHER RECEIVABLES**

The Group grants an average credit period of 90 days to 120 days to its customers.

The aging analysis of trade receivables, based on the invoice date and net of allowance for impairment of bad and doubtful debts, is as follows:

		<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
0 to 3 months	零至三個月	<b>537,913</b>	525,742
4 to 6 months	四至六個月	<b>105,225</b>	120,390
7 to 9 months	七至九個月	<b>43,936</b>	55,787
Over 9 months	超過九個月	<b>93,982</b>	68,096
Total trade receivables	貿易應收款項總額	<b>781,056</b>	770,015
Other receivables	其他應收款項	<b>95,557</b>	128,173
Prepayment	預付款	<b>42,641</b>	35,398
Amounts due from related parties	應收關連方之款項	<b>266</b>	585
		<b>919,520</b>	934,171

**10. 貿易及其他應收款項**

本集團給予客戶之平均賬期為90天至120天。

按發票日期並已扣除呆壞賬減值撥備的貿易應收款項賬齡分析如下：

**11. CASH AND BANK BALANCES**

		<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Pledged bank deposits	已抵押之銀行存款	<b>15,073</b>	52,159
Cash and cash equivalents	現金及現金等值	<b>319,070</b>	287,543
		<b>334,143</b>	339,702

**11. 現金及銀行結餘**

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**12. TRADE AND OTHER PAYABLES**

The aging analysis of trade payables, based on the invoice date, is as follows:

**12. 貿易及其他應付款項**

按發票日期的貿易應付款項賬齡分析如下：

		<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
0 to 3 months	零至三個月	<b>505,065</b>	449,779
4 to 6 months	四至六個月	<b>65,884</b>	99,822
7 to 9 months	七至九個月	<b>23,353</b>	38,042
Over 9 months	超過九個月	<b>40,845</b>	23,790
Total trade payables	貿易應付款項總額	<b>635,147</b>	611,433
Accruals and other payables	應付未付及其他應付款項	<b>150,849</b>	171,512
Amounts due to non-controlling interests	結欠非控股權益之款項	<b>9,600</b>	9,600
		<b>795,596</b>	792,545

### 13. PROVISION FOR RESTRUCTURING

The Group recorded its restructuring costs provision when it has a present legal or constructive obligation as a result of restructuring actions.

Restructuring costs provision mainly comprises provision for employees compensation and relocation expenses, arising from a series of restructuring actions to reduce costs and enhance operational efficiency. Some of the restructuring cost was paid up for employee compensation during the period and the restructuring is expected to be completed by the end of 2019.

### 13. 重組撥備

本集團因重組方案而產生現行法律或推定之責任時，將重組費用撥備入賬。

重組費用撥備主要包括由一系列重組方案以降低成本及提高營運效率而產生的僱員補償及搬遷開支方面的撥備。於本期間，集團已支付部份重組費用作為僱員補償，而預期重組將於二零一九年底結束。

		HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	52,956
Exchange realignment	滙兌調整	(1,474)
Restructuring costs paid	已付重組費用	(1,632)
Unused provision for restructuring reversed	回撥未動用重組撥備	(19,612)
At 31 December 2018	於二零一八年十二月三十一日	30,238
Exchange realignment	滙兌調整	(121)
Restructuring costs paid	已付重組費用	(9,765)
At 30 June 2019	於二零一九年六月三十日	20,352



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**14. PROVISION FOR INDEMNITY**

The provision represented indemnity for potential liabilities in relation to the disposal of MS Plasticorp ("Disposed Subsidiary") to the purchaser of the Disposed Subsidiary during the year ended 31 December 2018.

During the six months ended 30 June 2019, the provision for indemnity was reversed upon the expiration of indemnification.

**15. SHARE CAPITAL**

**14. 賠償撥備**

賠償撥備為於二零一八年十二月三十一日止年度中就有關出售群力實業有限公司(「出售附屬公司」)向出售附屬公司的買方提供潛在的彌償保證負債。

於截至二零一九年六月三十日止的六個月內，賠償撥備在合約責任彌償的保證期滿後已被回撥。

**15. 股本**

		Number of ordinary shares 普通股股數	Amount 總額 HK\$'000 千港元
Ordinary shares, issued and fully paid:	已發行及繳足普通股：		
At 1 January 2018	於二零一八年一月一日	716,930,692	532,903
Shares issued upon subscription	認購而發行之股份	145,000,000	76,124
<hr/>			
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	861,930,692	609,027

All ordinary shares rank equally with regard to the Company's residual assets.

所有普通股享有同等關於本公司的剩餘資產。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
簡明綜合財務報表附註(續)

16. OTHER RESERVES

16. 其他儲備

		Property revaluation reserve 物業重估 儲備 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Balance at 1 January 2018</b>	於二零一八年一月一日結餘	<b>61,608</b>	<b>91,081</b>	<b>679</b>	<b>153,368</b>
Release of revaluation reserve upon disposal of a subsidiary	出售一間附屬公司時從重估儲備撥出	(5,659)	–	–	(5,659)
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	–	208	–	208
Release of translation reserve upon disposal of a subsidiary	出售一間附屬公司時從滙兌儲備撥出	–	(547)	–	(547)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務報表時產生之滙兌差額	–	(5,678)	–	(5,678)
<b>Balance at 30 June 2018</b>	於二零一八年六月三十日結餘	<b>55,949</b>	<b>85,064</b>	<b>679</b>	<b>141,692</b>
<b>Balance at 1 January 2019</b>	於二零一九年一月一日結餘	<b>63,130</b>	<b>39,379</b>	<b>679</b>	<b>103,188</b>
Share of other comprehensive expense of associates	應佔聯營公司其他全面支出	–	(133)	–	(133)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務報表時產生之滙兌差額	–	(4,165)	–	(4,165)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從滙兌儲備撥出	–	(2,662)	–	(2,662)
<b>Balance at 30 June 2019</b>	於二零一九年六月三十日結餘	<b>63,130</b>	<b>32,419</b>	<b>679</b>	<b>96,228</b>

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**17. DIVIDENDS**

- (a) Final dividend of HK\$0.02 per share in respect of the year ended 31 December 2018 amounted to approximately HK\$17,239,000 was proposed by the directors of the Company on 28 March 2019 and was approved by shareholders of the Company at the Company's annual general meeting held on 13 June 2019. The dividends were paid on 31 July 2019.
- (b) The Board has resolved not to declare any interim dividend for the six months ended 30 June 2019 (30 June 2018: Nil).

**18. CAPITAL COMMITMENTS**

Capital expenditure: 資本支出：  
 Contracted but not provided for 已簽約但未作出撥備

**17. 股息**

- (a) 董事於二零一九年三月二十八日建議分派二零一八年十二月三十一日止年度的末期股息為每股0.02港元，合計為約17,239,000港元，並於二零一九年六月十三日舉行之本公司股東周年大會上獲本公司股東批准。該股息已於二零一九年七月三十一日派付。
- (b) 董事會議決不宣派截至二零一九年六月三十日止六個月之中期股息(二零一八年六月三十日：無)。

**18. 資本承擔**

<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
<b>12,970</b>	5,307

**19. PLEDGE OF ASSETS**

At the end of the reporting period, assets with the following carrying amounts were pledged by the Group to secure general banking facilities:

Buildings 樓宇  
 Leasehold lands 租賃土地  
 Plant and machinery 廠房及機器  
 Bank deposits 銀行存款

**19. 資產抵押**

於報告結算日，本集團已將下列以賬面值計算的資產作抵押，以取得給予本集團之一般銀行信貸額：

<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
<b>67,685</b>	69,114
<b>85,192</b>	86,744
<b>6,957</b>	7,364
<b>15,073</b>	52,159
<b>174,907</b>	215,381



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
簡明綜合財務報表附註(續)

20. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the Period, the Group had material transactions with the following related parties:

20. 與關連方進行之交易及結餘

本期間內，本集團與下列關連方進行之重大交易如下：

		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	2018 二零一八年 HK\$'000 千港元
Associates:	聯營公司：		
EDP charges paid (Note i)	電腦系統維護費用支出 (附註i)	2,424	2,620
Companies controlled by certain directors and its relatives:	由若干董事及其親屬控制之公司：		
Management fee paid (Note i)	管理費支出(附註i)	498	498

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 簡明綜合財務報表附註(續)

**20. TRANSACTIONS AND BALANCES WITH RELATED PARTIES (Continued)**

At the end of the reporting period, the Group has balances with the following related parties:

*Non-controlling interests:*

Balances due from the Group (Note ii)

非控股權益：

本集團結欠之結餘  
(附註ii)

*Associates:*

Balances due from the Group (Note ii)

Balances due to the Group (Note ii)

聯營公司：

本集團結欠之結餘  
(附註ii)

結欠本集團之結餘  
(附註ii)

**20. 與關連方進行之交易及結餘  
(續)**

本集團與下列關連方於報告結算日之結餘：

	<b>30 June 2019 二零一九年 六月三十日 HK\$'000 千港元</b>	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Balances due from the Group (Note ii)	<b>9,600</b>	9,600
Balances due from the Group (Note ii)	<b>496</b>	704
Balances due to the Group (Note ii)	<b>1,634</b>	2,184

*Notes:*

- (i) The prices of the transactions were determined by the Directors with reference to market prices for similar transactions with unrelated third parties.
- (ii) The balances are unsecured, interest free and have no fixed terms of repayment.

*附註：*

- (i) 該等交易的價格經董事參考與非關連第三者進行類似交易之市場價格後釐定。
- (ii) 該等結餘為無抵押、免息及無固定還款期。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### RESULTS HIGHLIGHTS

- For the six months ended 30 June 2019, revenue amounted to approximately HK\$1,147,312,000, representing a decrease of approximately 13.9% as compared with that of approximately HK\$1,332,327,000 for the corresponding period of 2018;
- For the six months ended 30 June 2019, gross profit margin was approximately 15.4%, representing a decrease of approximately 1.5 percentage points as compared with that of approximately 16.9% for the corresponding period of 2018;
- For the six months ended 30 June 2019, earnings before interest, taxes, depreciation and amortisation (“EBITDA”) amounted to approximately HK\$82,024,000, representing a decrease of approximately 33.3% as compared with that of approximately HK\$123,063,000 for the corresponding period of 2018. EBITDA margin was approximately 7.1%, representing a decrease of approximately 2.1 percentage points as compared with that of approximately 9.2% for the corresponding period of 2018; and
- For the six months ended 30 June 2019, profit amounted to approximately HK\$18,303,000, representing a decrease of approximately 72.6% as compared with that of approximately HK\$66,800,000 for the corresponding period of 2018.

### 業績摘要

- 截至二零一九年六月三十日止六個月，收入約為1,147,312,000港元，較二零一八年同期的約為1,332,327,000港元下跌約13.9%；
- 截至二零一九年六月三十日止六個月，毛利率約為15.4%，較二零一八年同期的約為16.9%減少約1.5個百分點；
- 截至二零一九年六月三十日止六個月，未計利息、稅項、折舊及攤銷前盈利（「EBITDA」）約為82,024,000港元，較二零一八年同期的約為123,063,000港元下跌約33.3%。而EBITDA比率則約為7.1%，較二零一八年同期的約為9.2%下跌約2.1個百分點；及
- 截至二零一九年六月三十日止六個月，溢利約為18,303,000港元，較二零一八年同期的約為66,800,000港元下跌約72.6%。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

## FINANCIAL RESULTS

Sales revenue of the Group decreased by 13.9% to approximately HK\$1,147,312,000 (30 June 2018: approximately HK\$1,332,327,000). It was mainly attributable to the global economic uncertainties and deteriorating market sentiments caused by trade dispute between the PRC and the United States during the period.

Gross profit for the period amounted to approximately HK\$176,289,000, with gross profit margin decreased from 16.9% for the corresponding period of 2018 to 15.4% for the period. The slightly drop in gross profit margin was resulted from an increase of labour and production costs in the first half of 2019.

As stated in the announcement of the Company dated 23 December 2016, the Group planned to restructure its plastic products and processing business and machinery manufacturing business, including the cessation of operation of certain manufacturing businesses and optimization of the production capacities in plants located at Dongguan and Wuxi. The restructuring projects are expected to be completed by the end of 2019.

The profits of the Group decreased to approximately HK\$18,303,000 in the first half of the 2019 (30 June 2018: approximately HK\$66,800,000). It was mainly attributable to drop of sales revenue in various business segments caused by trade dispute between the PRC and the United States during the period, and there was no non-recurring gain on the disposal of a subsidiary recorded during the period as compared with the same period last year.

## BUSINESS REVIEW

### Machinery Manufacturing Business

During the period under review, our machinery manufacturing business was affected in varying degrees amid escalating trade tensions between the PRC and the United States and overall deteriorating capital expenditure across various sectors caused by the Mainland's sluggish economy.

## 財務業績

本集團之銷售收入下跌13.9%至約為1,147,312,000港元(二零一八年六月三十日:約為1,332,327,000港元)。此乃主要由於本期間全球經濟不明朗及受中美貿易糾紛影響,導致市況轉差。

本期間毛利約為176,289,000港元,毛利率由二零一八年同期的16.9%減少至本期間的15.4%。勞工和生產成本上升導致毛利率於二零一九年上半年輕微下跌。

誠如本公司日期為二零一六年十二月二十三日的公告所述,本集團已計劃重組注塑製品及加工業務以及機械製造業務,包括終止若干製造業務,以及優化設立於東莞及無錫廠房的產能,預期重組項目將於二零一九年底結束。

本集團於二零一九年上半年之溢利下跌至約為18,303,000港元(二零一八年六月三十日:約為66,800,000港元)。此乃主要由於本期間受中美貿易糾紛影響,導致本集團各業務銷售收入下跌,以及沒有錄得去年同期因出售一間附屬公司所得的非經常性收益。

## 業務回顧

### 機械製造業務

回顧期內,中美緊張的貿易關係持續升溫,低迷的內地經濟令各行業的資本支出整體轉差,集團的機械製造業務受到不同程度的影響。

Injection moulding machine manufacturing business was affected by unsatisfactory performance of major automotive industry's customers, and recorded lower orders and sales. The automotive industry in the Mainland was a key growth driver for our machinery manufacturing business in recent years. Although under-performance in the automotive industry in the near term, our focus to the automotive industry market remains undeterred. For the injection moulding machine business, our existing automated manufacturing solutions, namely J series two-platen injection moulding machines, are undergoing further performance upgrades in terms of speed, production efficiency and precision to suit customers' needs. Further, new research and development solutions catered to high-end automotive industry requirements, such as J series chemical micro-foaming special injection moulding machines (化學微發泡專用注塑機) which received preliminary encouraging customer feedback. The Group is also developing other industry specific solutions, such as large-sized electric/hydraulic hybrid injected moulding machines and will be launched onto the market in due course. With respect to our self-developed "iSee" digital smart industry 4.0 platform, the number of active users recorded significant increased during the period. We will continue to develop and strengthen this digital smart platform to enhance customer production management with transparency and efficiency.

In respect of extrusion machines and rubber injection machines business, encouraging sales growth and order intake were recorded during the period despite the challenging market environment. This result was achieved by supporting from higher-end niche market customers, which also validate our pivot to divert resources into these markets.

In recent years, the Group has committed to streamline management structure and enhance production efficiencies, and improve after-sales service and product features and quality of machinery manufacturing business. Meanwhile, we will further monitor labour and other costs, as well as strengthen control on financial risks. Despite the prevailing challenging market conditions, the Group believes that this business will continue to grow in an orderly manner.

注塑機製造業務由於主要的汽車行業客戶的業績不理想而受到衝擊，訂單及銷售均有錄得下跌。近年來，內地汽車行業為我集團機械製造業務增長的主要動力，雖然汽車行業近期的業績不佳，惟並沒有動搖我們對汽車行業市場的專注。就注塑機業務而言，我們現有的自動化製造解決方案，即J系列兩板注塑機，在性能方面，其速度、生產效率及精密度進一步提升，以滿足客戶需要；此外，迎合高端汽車業需求之新研發解決方案，如J系列化學微發泡專用注塑機，客戶初步的反饋意見令人鼓舞。本集團亦正在開發其他行業的專用解決方案，如大型電動／液壓混合注塑機，都將會適時推出市場。至於我們自行開發之「iSee」數碼智慧工業4.0平台，活躍用戶數量於本期間錄得大幅增長，我們將會繼續開發及加強該數碼智慧平台，以提升客戶生產管理之透明度及效率。

就擠出機及橡膠注射機業務而言，儘管市場環境充滿挑戰，本期間仍錄得較理想的銷售增長及訂單量。這成績有賴高端利基市場客戶的支持，亦證明我們將資源轉投至該等市場是正確的。

近年本集團致力精簡機械製造業務管理架構和提升生產效率，以及改善售後服務和產品特色及質量。與此同時，我們將會進一步控制用工及其他成本，以及加強對財務風險之監控。即使現行市況具挑戰性，惟本集團相信此業務仍將會繼續有序地增長。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

#### Plastic Products and Processing Business

The food packaging production business based in Zhuhai recorded comparable satisfactory operating results as compared to same period last year. Although sales volume dropped slightly due to major customers' new product launch cycle, the production business of high-end in-mould labelling folding cap sealed with scoop for dairy products still contributed to a desired results. Through years of dedicated continuous improvements in hygiene, quality control, automation and production processes, we achieved improvement in production efficiency and lower scrap rates, while earning trusts from major customers. We will continue to devote resources in digitalized smart factory applications, as well as customized automation solutions to further strive for cost savings and implement agile management. For the latter half of the year, we will work closely with customers on new product designs and implementation of new production technologies.

The plant located in Hefei that specializes in plastic component production for home appliance industry recorded a slight decrease in sales volume during the period under review, mainly attributable to focus on higher quality orders. At the same time, this plant will continue to streamline its management structure and enhance a higher production output per worker to reduce direct labour costs. In order to maintain an effective capital management and reasonable rate of return, we took measures to improve the quality of its balance sheet items and working capital structure, with marked results so far.

With respect to production of other high-tech injection molding products, namely specialized technologies of blow-moulding plastic mannequins and multi-colour injection moulding businesses, it provided mixed results during the period. Although customer development in recent years achieved numerous new order intakes, the scale and length of orders are not stable in view of the sluggish market conditions in the first half of the year. We will continue to support these two businesses and remain cautiously optimistic agreed milestones to be achieved gradually.

#### 注塑製品及加工業務

位於珠海之食品包裝的生產業務錄得較去年同期相約的理想經營業績。儘管銷售量由於主要客戶新品上線週期的原因而有輕微下跌，惟用於奶類產品之高端模內貼折疊式密封蓋與勺的生產業務依然為理想的業績作出主要貢獻。經過多年持續努力改善衛生、品質監控、自動化及生產過程，我們成功提升生產效率及降低報廢率，同時贏取主要客戶之信任。我們將繼續投放資源於數碼化智慧工廠的應用及專用自動化方案，以進一步控制和降低成本及實施靈捷管理。於下半年，我們將就新產品設計及實施新生產技術與客戶緊密合作。

位於合肥市主力為家電行業生產塑膠配套件之工廠，於回顧期內，其銷售量錄得輕微的減少，主要原因是業務側重於高端和價值較高的訂單。同時，我們將持續精簡該工廠管理架構及提高人均產值，減低直接勞工成本。為了保持有效的資金管理及合理的回報率，我們已採取措施改善其資產負債表項目質素及營運資金架構，迄今成效顯著。

就生產其他技術含量較高的注塑製品，即人體模特兒吹塑及多色注塑業務之專門技術而言，其於本期間表現參差。雖然近年開拓客源而取得大量新訂單，惟鑑於上半年不景的市況，無論訂單的規模抑或長短均欠穩定。我們將繼續支持此兩項業務，以及抱審慎樂觀的態度，逐步實現既定的里程碑。



### Printed Circuit Board (“PCB”) Processing and Trading Business

Sales revenue of the PCB processing business decreased as compared to the same period last year. It was mainly attributed to delay in customers’ various projects and orders. We turned cautious in its business outlook amid the intensified trade dispute between the PRC and the United States. Orders from Europe and the electronic gaming industry were relatively weak in this period. The business continues to strengthen production technologies related to higher-end high density interconnect (HDI) PCBs, and new equipment will be online in second half of 2019, to further improve production of HDI products. Looking forward to the rest of this year, orders from the electronic gaming industry is forecast to see a significant rebound, with a healthy portion of HDI products. We have signed agreements with new customers from renowned Japanese electronics industry, and overall sales orders should improve in second half of 2019, thus production capacities should be better utilized.

Sales revenue of the PCB trading business recorded a slight drop as compared to same period last year since several customers delayed placement of orders amid market conditions in the first half of the year, and a portion of orders placed from some major customers shifted outside the PRC. In addition to proactively developing PCB, the circuit board trading business will vigorously expand related trading business such as electronic raw materials and components. The professional PCB testing and certification services center will be launched in second half of 2019. Meanwhile, we will keep optimizing relevant organizational structure to improve its fixed costs.

### Industrial Consumables Trading Business

Operating results for our industrial consumables trading business suffered from the unresolved Sino-US trade disputes and a bearish market outlook across various sectors. Our trading business served several important industries such as automotive, machinery, electronics, semi-conductors, elevators and toys etc, which displayed marked weakness on overall volume. In response, the trading business is actively reshuffling its product portfolio and implementing various cost controls measures, while maintaining a healthy inventory level. Further, we are also vigorously developing new business such as special metals for the medical industry, servo solutions for lithium batteries, and providing automation solutions for manufacturers in various industries.

### 印刷線路板加工及貿易業務

印刷線路板加工業務之銷售收入較去年同期有所減少，此乃主要由於客戶某些項目和訂單延後所致。處於中美貿易摩擦加劇之環境，我們對此業務前景轉為審慎。來自歐洲及電子遊戲業之訂單於本期間相對疲弱。業務持續加強有關高端高密度互連印刷線路板之生產技術的投入，而新設備將於二零一九年下半年上線，將進一步改進高密度互連產品之生產。展望本年度餘下時間，預測電子遊戲業之訂單將出現大幅反彈，帶動高密度互連產品有穩健增長。我們已與來自日本電子行業具名聲的新客戶簽約，整體銷售訂單應於二零一九年下半年有所改善，因此，產能應會被更有效地利用。

由於若干客戶因上半年之市況而延遲下達訂單，以及主要客戶將有些訂單轉往中國以外的地方採購，故印刷線路板貿易業務之銷售收入較去年同期錄得輕微下跌。線路板的貿易業務將除主動開展印刷線路板外，更積極拓展相關如電子原材料和零件之貿易業務。為客戶提供專業印刷線路板測試認證服務中心將於二零一九年下半年啟用。同時，我們將繼續理順相關的組織架構，以改善其固定成本。

### 工業消耗品貿易業務

因中美貿易爭議未有平息，各行業對前景看淡，令集團的工業消耗品貿易業務的經營業績受到拖累。我們的貿易業務服務的幾個如汽車、機器、電子、半導體、電梯及玩具等重要行業，整體數字均呈疲態。有見及此，貿易業務在維持穩健的存貨量的同時，還積極重整各產品組合及落實各項成本控制措施。此外，我們亦大力開發新業務，例如：供醫療行業使用之特殊金屬、鋰電池之伺服解決方案，並為各行各業提供自動化製造解決方案。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

We believe that the operating results of this business is expected to improve in the second half of the year driven by customer growth and demand. In addition, we will continue to implement strict financial risks control and inventory management. The business is expected to improve and strengthen position for its key markets in the second half of 2019.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2019, the Group's total outstanding bank borrowings amounted to approximately HK\$373,620,000 (31 December 2018: approximately HK\$377,163,000) which comprised mainly bank loans and trade finance facilities. The bank borrowings repayable within one year and in the second to the fifth year amounted to approximately HK\$363,620,000 and HK\$10,000,000 respectively (31 December 2018: approximately HK\$357,052,000 and HK\$20,111,000 respectively).

After including lease liabilities and obligations under finance leases of approximately HK\$64,047,000 (31 December 2018: approximately HK\$7,075,000) and deducting cash and bank balances of approximately HK\$334,143,000 (31 December 2018: approximately HK\$339,702,000), the Group's net borrowings amounted to approximately HK\$103,524,000 (31 December 2018: approximately HK\$44,536,000). Shareholders' equity as at 30 June 2019 was approximately HK\$1,179,170,000 (31 December 2018: approximately HK\$1,183,569,000).

The net debt to equity ratio (calculated as net borrowings divided by shareholders' equity) increased to 8.8% as at 30 June 2019, attributable by an increase of lease liabilities to approximately HK\$64,047,000 when the Group had first adopted Hong Kong Financial Reporting Standard 16 Leases during the period. The overall cash flow position and debt maturity profile of the Group maintained at a healthy level.

The Group's financial statements are presented in Hong Kong dollars. The Group carried out its business transactions mainly in Hong Kong dollars, Renminbi and United States dollars. As the Hong Kong dollar remained pegged to the United States dollar, there was no material exchange risk in this respect. The Group continues to monitor its foreign exchange exposure in Renminbi and enter into forward contracts when necessary. The Group's long-term bank loans were denominated mainly in Hong Kong dollars and carried interest at floating rates. Credit risk was hedged mainly through credit insurance.

我們相信來自新客戶增長及需求帶動下，下半年此業務之經營業績有望改善。此外，我們將繼續實施嚴格的財務風險控制及存貨管理。預期業務將於二零一九年下半年提升及鞏固其主要市場的位置。

### 流動資金及財務資源

於二零一九年六月三十日，本集團之未償還銀行借貸總額約為373,620,000港元（二零一八年十二月三十一日：約為377,163,000港元），主要包括銀行貸款及貿易融資信貸。將於一年內到期以及於第二至第五年到期償還之銀行借款金額分別約為363,620,000港元及10,000,000港元（二零一八年十二月三十一日：分別約為357,052,000港元及20,111,000港元）。

連同租賃負債和融資租賃借款約為64,047,000港元（二零一八年十二月三十一日：約為7,075,000港元）並扣除現金及銀行結餘約為334,143,000港元（二零一八年十二月三十一日：約為339,702,000港元）後，本集團之淨借貸金額約為103,524,000港元（二零一八年十二月三十一日：約為44,536,000港元）。於二零一九年六月三十日之股東權益約為1,179,170,000港元（二零一八年十二月三十一日：約為1,183,569,000港元）。

於二零一九年六月三十日，借貸淨額對權益百分比（以淨借貸除以股東權益計算）上升至8.8%，歸因於本期間本集團首次採納香港財務報告準則第16號「租賃」，而導致租賃負債增加至約為64,047,000港元。本集團整體之現金流及債務到期狀況仍維持於健康水平。

本集團之財務報表以港元呈列。本集團主要以港元、人民幣及美元進行業務交易。由於港元與美元掛鈎，故此方面並無重大外匯風險。本集團繼續監察來自人民幣之外匯風險，並於需要時透過訂立遠期合約加以調控。本集團之長期銀行貸款均主要以港元計值及以浮動利率計息。信貸風險主要透過信用保險對沖。



## CONTINGENT LIABILITIES

As at 30 June 2019, the Group had no material contingent liabilities (31 December 2018: Nil).

## MATERIAL ACQUISITIONS AND DISPOSALS

There were no material acquisitions and disposals by the Group during the period.

## CAPITAL STRUCTURE

There was no change in the total number of issued shares of the Company during the period. The total number of issued shares of the Company remained at 861,930,692 Shares at 30 June 2019.

## EMPLOYEES, REMUNERATION POLICY AND TRAINING SCHEME

As at 30 June 2019, the Group had a total of 3,143 employees located in Hong Kong and Mainland. The remuneration policy regarding the employees of the Group is based on qualifications, competence and the performance of the employees as well as market trends. Employees' benefits include retirement benefits and medical insurance coverage.

The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to individual performance, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

The Group had also provided training programmes or courses for the mainland staff at all levels from different departments, and also for Directors and employees of the Company so as to further enhance their technical skills in production operation and management, professional skills and knowledge, respectively.

## 或然負債

於二零一九年六月三十日，本集團並無任何重大或然負債（二零一八年十二月三十一日：無）。

## 重大收購及出售

在本期間，本集團沒有任何重大收購及出售。

## 資本結構

於本期間，本公司之已發行股份總數目沒有變動，於二零一九年六月三十日已發行股份總數目仍為861,930,692股股份。

## 僱員、薪酬政策及培訓計劃

於二零一九年六月三十日，本集團於香港及內地合共有3,143名僱員。本集團僱員的薪酬政策乃按僱員的資格、能力及表現，亦以市場趨勢而釐定。僱員福利包括退休福利及醫療保險。

本公司董事之酬金由本公司薪酬委員會按照個人表現、本集團之業績及盈利狀況，亦以業界指標及當時市場環境而釐訂。

本集團亦分別向國內各部門各級員工及亦向董事及本公司僱員提供培訓計劃或課程，用以提升他們在生產營運上的技術和管理，專業技巧和知識。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

## OUTLOOK AND PROSPECTS

In our view, the macro economic outlook is expected to remain uncertain and challenging in the near future. Full impact and consequences arising from the trade tensions between the PRC and the United States have yet to be fully determined. The Group observed economic uncertainties already triggered cautious capital spending sentiments in manufacturing sectors in the Mainland, affecting different industries in varying degrees. Several important industries that have driven our growth in recent years, namely automotive, semi-conductor, machinery, consumer electronics etc. displayed visible weakness in orders in the first half of the year. Although we may anticipate a slight rebound in activities in these industries, if proved correct, may positively impact the Group's businesses in the second half of the year. However, customers behaviour and confidence are imponderable based on the current overall economic situation, and there will be unpredictable reactions due to fluctuations in the economic environment. The Group believes the manufacturing sectors in the Mainland are dynamic. Despite the current depressed sentiments, we still believe that certain industries will continue to grow, namely food packaging, consumer goods, medical, etc. By concentrating resources on the development and serving the potential industries and customers, we trust that the Group will achieve reasonable returns continuously.

In response to expected challenging times ahead, members of the Group will divert even more resources and attention to overall cost controls, production efficiencies, automation, and financial risks mitigation. The Group will lead its companies in efforts to ensure relatively sound cash flow to operate effectively during trying times. As mentioned above, members of the Group will continue to devote research and development resources to key projects serving strategic customers and industries.

## INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2019 (30 June 2018: Nil).

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

## 展望及前景

我們認為，宏觀經濟前景仍然不會明朗，挑戰短期內依然存在。中美貿易關係緊張所產生的影響及後果仍未能完全確定。本集團觀察到經濟不明朗因素早已觸發內地製造業於資本支出上更為審慎，對各行各業造成不同程度的影響。於近年推動我集團增長的幾個重要行業（即汽車、半導體、機械、消費類電子產品等），在上半年訂單表現疲弱。儘管我們預測該等行業的業務或會有輕微反彈，倘預測屬實，則可能對本集團業務下半年帶來正面影響。然而，按目前整體經濟情況，客戶的心態及信心均無法估量，且會因為大環境的波動而出現難以預測的反應。本集團相信內地製造業充滿動力。儘管在此刻蕭條的氛圍下，我們仍相信若干行業（即食品包裝、消費品及醫療等）將持續增長。透過集中資源於開發及服務這些有潛質的行業和客戶，相信本集團將能繼續取得合理的回報。

為應對前方預期充滿困難的時間，本集團之成員公司將投放更多資源及專注於整體成本監控、生產效率、自動化及減輕財務風險。本集團將帶領其成員公司竭力維持較佳的現金流，以確保於此困難時期能有效地營運。誠如上文所述，本集團若干成員公司將繼續投放研發資源於主要項目，為戰略客戶及各行各業竭誠服務。

## 中期股息

董事會議決不宣派截至二零一九年六月三十日止六個月之中期股息（二零一八年六月三十日：無）。

## 購買、出售或贖回上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## SUPPLEMENTARY INFORMATION

### 補充資料

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

As at 30 June 2019, save for the interests of the Directors in the Shares set out as below, none of the Directors had any interests and short positions in the Shares, debentures or underlying Shares or any of its associated corporations (within the meaning of Part XV of the SFO) which had 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 he/she was taken or deemed to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register referred therein or which were required to be disclosed herein pursuant to the Model Code.

#### Long position in Shares or underlying Shares:

Name of Director	Number of Shares Held 持有股份數目				Total number of Shares held	Approximate % of the total number of issued Shares 約佔已發行股份 總數目之 百分比
	Personal Interests	Family Interests	Corporate Interests	Other Interests		
董事姓名	個人權益	家族權益	企業權益	其他權益	持有股份總數目	
Tang To 鄧熹	4,970,005	226,000 <sup>(1)</sup>	445,617,458 <sup>(2)</sup>	-	450,813,463	52.30
Wong Yiu Ming 黃耀明	9,468,000	-	-	-	9,468,000	1.10
Tang Yu, Freeman 鄧愚	-	-	442,157,052 <sup>(3)</sup>	-	442,157,052	51.30
Kan Wai Wah 簡衛華	136,400	-	-	-	136,400	0.02
Cheng Tak Yin 鄭達賢	1,406,000	-	-	-	1,406,000	0.16

#### 董事於股份、債權證或相關股份之權益及淡倉

於二零一九年六月三十日，除董事所持有之股份之權益（有關詳情載於下文）外，各董事於本公司或其任何相聯法團（按《證券及期貨條例》第XV部之涵義）之股份、債權證或相關股份中，概無擁有須《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉（包括根據《證券及期貨條例》規定被視作或當作擁有之權益及淡倉），亦無擁有須根據《證券及期貨條例》第352條登記於根據該條例存置或根據標準守則須於本文披露之任何權益及淡倉。

#### 於股份或相關股份之權益好倉：



## SUPPLEMENTARY INFORMATION (CONTINUED)

### 補充資料 (續)

#### Notes:

- (1) The 2,000 Shares held by the spouse of Mr. Tang To and 224,000 Shares held by Mr. Tang To and his spouse jointly.
- (2) The 445,617,458 Shares in which Mr. Tang To was deemed to hold interests under the SFO, comprised (i) 3,460,406 Shares held by Ginta Company Limited (incorporated in Hong Kong) which is wholly-owned by Fullwin Limited (incorporated in Republic of Liberia), which in turn is owned as to 50% by Mr. Tang To and 50% by his spouse respectively; (ii) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (iii) 36,250,000 Shares held by Saniwell (as the trustee of The Saniwell Trust, the beneficiaries of which include Mr. Tang To and certain of his family members) which in turn is owned as to 57.14% by Mr. Tang To.
- (3) The 442,157,052 Shares in which Mr. Tang Yu, Freeman was deemed to hold interests under the SFO, comprised (i) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (ii) 36,250,000 Shares held by Saniwell which in turn is owned as to 42.86% by Mr. Tang Yu, Freeman.

Other than the holdings disclosed above, none of the Directors and their associates had any interests or short positions in any Shares, debentures or underlying Shares or any of the Company's associated corporations at 30 June 2019.

#### 附註:

- (1) 該2,000股股份由鄧燾先生之配偶持有，而該224,000股股份由鄧燾先生及其配偶共同持有。
- (2) 根據《證券及期貨條例》，鄧燾先生被視為擁有445,617,458股股份之權益，包括：  
(i) 3,460,406股股份由堅達有限公司（於香港註冊成立）持有，其為由Fullwin Limited（於利比里亞共和國註冊成立）全資持有，而Fullwin Limited由鄧燾先生及其配偶各擁有50%權益；  
(ii) 405,907,052股股份由高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有；及  
(iii) 36,250,000股股份由Saniwell（其為The Saniwell Trust之受託人，而其受益人包括鄧燾先生及其若干家屬成員）持有，而其為由鄧燾先生擁有57.14%權益。
- (3) 根據《證券及期貨條例》，鄧愚先生被視為擁有442,157,052股股份之權益，包括：  
(i) 405,907,052股股份由高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有；及  
(ii) 36,250,000股股份由Saniwell持有，而其為由鄧愚先生擁有42.86%權益。

除以上披露之股權外，於二零一九年六月三十日並無董事及其聯繫人擁有本公司或其任何相聯法團之任何股份、債權證或相關股份之權益或淡倉。



## SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES UNDER THE SFO

As at 30 June 2019, so far was known to the Directors, the following parties had an interest or long position or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required pursuant to section 336 of the SFO, to be entered in the register referred therein:

### Long position in shares or underlying shares:

## 根據《證券及期貨條例》股東於股份或相關股份之權益及淡倉

於二零一九年六月三十日，據董事所知，下列人士於本公司的股份及相關股份中，擁有根據《證券及期貨條例》第XV部第2及3分部規定予以披露之權益或淡倉，或擁有須根據《證券及期貨條例》第336條登記於根據該條例存置之權益好倉或淡倉：

### 於股份或相關股份之權益好倉：

Name of Shareholder 股東姓名	Capacity in which interests are held 持有權益之身份	Number of Shares Held 持有股份數目			Approximate % of the total number of issued Shares 約佔已發行股份總數目之百分比
		Direct Interests 直接權益	Deemed Interests 被當作持有之權益	Total number of shares held 持有股份總數目	
Tai Shing	Beneficial owner 實益擁有人	170,104,452	-	170,104,452	19.73
Cosmos Holdings 大同控股	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	235,802,600	170,104,452 <sup>(1)</sup>	405,907,052	47.09
Codo 高度	Interest of controlled corporations 受控法團之權益	-	405,907,052 <sup>(2)</sup>	405,907,052	47.09
Law Kit Fong 羅潔芳	Interest of controlled corporations 受控制法團之權益	-	405,907,052 <sup>(3)</sup>	405,907,052	47.09
Saniwell	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	36,250,000	405,907,052 <sup>(4)</sup>	442,157,052	51.30
China Resources (Holdings) Company Limited 華潤(集團)有限公司	Beneficial owner 實益擁有人	169,649,046	-	169,649,046	19.68
CRC Bluesky Limited	Interest of controlled corporations 受控法團之權益	-	169,649,046 <sup>(5)</sup>	169,649,046	19.68
China Resources Co., Limited 華潤股份有限公司	Interest of controlled corporations 受控法團之權益	-	169,649,046 <sup>(6)</sup>	169,649,046	19.68

## SUPPLEMENTARY INFORMATION (CONTINUED)

### 補充資料 (續)

#### Notes:

1. Tai Shing is wholly-owned by Hung Cheong, which is a wholly-owned subsidiary of Cosmos Holdings. By virtue of the SFO, Cosmos Holdings is deemed to be interested in the 170,104,452 Shares held by Tai Shing.
2. Cosmos Holdings is a wholly-owned subsidiary of Codo. By virtue of the SFO, Codo is deemed to be interested in the 405,907,052 Shares held by Cosmos Holdings.
3. Codo is held as to (i) 8.37% by Elegant Power Enterprises Limited (incorporated in Hong Kong) ("**Elegant Power**"); and (ii) 30.25% by Friendchain Investments Limited (incorporated in Hong Kong) ("**Friendchain**"), which is in turn held as to 40% by Elegant Power. Elegant Power is wholly-owned by Ms. Law Kit Fong. By virtue of the SFO, Ms. Law Kit Fong is deemed to be interested in the 405,907,052 Shares held by Codo.
4. Codo is held as to (i) 25.06% by Keepsound Investments Limited (incorporated in Hong Kong), which is in turn held as to 94% by Saniwell; and (ii) 30.25% by Friendchain, which is in turn held as to 57.42% by Saniwell. By virtue of the SFO, Saniwell is deemed to be interested in the 405,907,052 Shares held by Codo.
5. By virtue of the SFO, CRC Bluesky Limited (incorporated in British Virgin Islands) is deemed to be interested in the 169,649,046 Shares held by China Resources (Holdings) Company Limited (incorporated in Hong Kong), which is a wholly-owned subsidiary of CRC Bluesky Limited.
6. By virtue of the SFO, China Resources Co., Limited (incorporated in the PRC) is deemed to be interested in the 169,649,046 Shares held by CRC Bluesky Limited, which is a wholly-owned subsidiary of China Resources Co., Limited.

Save as disclosed above, as at 30 June 2019, the Directors are not aware of any other persons who have 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 SFO) which would be required to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO.

#### 附註:

- (1) Tai Shing由Hung Cheong全資持有，而Hung Cheong為大同控股的全資附屬公司。根據《證券及期貨條例》，大同控股被視為於Tai Shing所持有之170,104,452股股份中擁有權益。
- (2) 大同控股為高度的全資附屬公司。根據《證券及期貨條例》，高度被視為於大同控股所持有之405,907,052股股份中擁有權益。
- (3) 高度由(i)豪力企業有限公司(於香港註冊成立)(「**豪力**」)持有8.37%權益；及(ii)友昌投資有限公司(於香港註冊成立)(「**友昌**」)持有30.25%權益，而其為由豪力持有40%權益，豪力由羅潔芳女士全資擁有。根據《證券及期貨條例》，羅潔芳女士被視為於高度所持有之405,907,052股股份中擁有權益。
- (4) 高度由(i)協生投資有限公司(於香港註冊成立)持有25.06%權益，而其為由Saniwell持有94%權益；及(ii)友昌持有30.25%權益，而其為由Saniwell持有57.42%權益。根據《證券及期貨條例》，Saniwell被視為於高度所持有之405,907,052股股份中擁有權益。
- (5) 由於華潤(集團)有限公司(於香港註冊成立)為CRC Bluesky Limited(於英屬處女群島註冊成立)之全資附屬公司，故根據《證券及期貨條例》，CRC Bluesky Limited被視為於華潤(集團)有限公司所持有之169,649,046股股份中擁有權益。
- (6) 由於CRC Bluesky Limited為華潤股份有限公司(於中國註冊成立)之全資附屬公司，故根據《證券及期貨條例》，華潤股份有限公司被視為於CRC Bluesky Limited所持有之169,649,046股股份中擁有權益。

除上述披露外，於二零一九年六月三十日，就各董事知悉，概無任何其他人士於本公司或其相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份或債權證中擁有根據《證券及期貨條例》第XV部須向本公司及聯交所披露之權益或淡倉。



## COMPLIANCE WITH THE MODEL CODE

The Company has adopted the CMEL Code on terms no less exacting than Model Code. The Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and CMEL Code during the period under review.

## CORPORATE GOVERNANCE CODE

The Board is committed to practicing and maintaining a high standard of corporate governance for the enhancement of Shareholders' value and safeguarding interests of Shareholders and other stakeholders.

In the opinion of the Board, the Company has complied with the code provisions of the Corporate Governance Code throughout the six months ended 30 June 2019, except for the following deviations:

### Deviation from code provision A.6.7 of the Corporate Governance Code

The code provision A.6.7 of the Corporate Governance Code stipulates that independent non-executive directors and non-executive directors should attend the issuer's general meetings and develop a balanced understanding of the views of shareholders. Mr. Qu Jinping and Mr. Kan Wai Wah, both non-executive Directors and Mr. Ho Wei Sem and Mr. Huang Zhi Wei, both independent non-executive Directors were unable to attend the annual general meeting of the Company held on 13 June 2019 due to other business engagements. However, the Board believes that the presence of other independent non-executive Directors at the annual general meeting have allowed the Board to develop a balanced understanding of the views of Shareholders.

### Deviation from code provision C.2.5 of the Corporate Governance Code

Under the code provision C.2.5 of the Corporate Governance Code, the Group should have an internal audit function. The Company did not perform the internal audit function for the six months ended 30 June 2019. The Board is aware of the importance of internal audit function and is currently endeavoring to identify a suitable candidate to act as internal audit member to meet the requirements in accordance with the code provision C.2.5 of the Corporate Governance Code.

## 遵守標準守則

本公司已採納大同企業守則，而大同企業守則不比標準守則所訂明的要求寬鬆。經本公司特定查詢後，董事已確認彼等於本期間回顧內一直遵守標準守則及大同企業守則所定的標準。

## 企業管治守則

董事會致力實行及維持高水準之企業管治以提升股東價值及維護股東及其他持份者的權益。

董事會認為，於二零一九年六月三十日止六個月內，本公司一直遵守《企業管治守則》的守則條文，惟有以下偏離：

### 偏離《企業管治守則》之守則條文A.6.7條

《企業管治守則》守則條文第A.6.7條規定獨立非執行董事及非執行董事應出席發行人的股東大會，以對股東之意見有公正之了解。兩位非執行董事瞿金平先生和簡衛華先生及兩位獨立非執行董事何偉森先生和黃志煒先生，因其他公務未能出席本公司於二零一九年六月十三日舉行之股東周年大會。然而，董事會認為，有其他獨立非執行董事出席了該股東周年大會，已能讓董事會公正地了解股東之意見。

### 偏離《企業管治守則》之守則條文C.2.5條

根據《企業管治守則》守則條文C.2.5條，本集團應有內部審核功能。本公司於二零一九年六月三十日止六個月並無執行內部審核職能。董事會知悉內部審核功能的重要性，現正努力物色內部審核成員的適當人選，以符合《企業管治守則》守則條文C.2.5條規定。



## SUPPLEMENTARY INFORMATION (CONTINUED)

補充資料 (續)

### AUDIT COMMITTEE

The Company's audit committee comprises of three independent non-executive Directors, namely Ms. Yeung Shuk Fan, Mr. Cheng Tak Yin and Mr. Ho Wei Sum. Ms. Yeung acts as the chairman of the audit committee. The audit committee was established with specific written terms of reference.

During the meetings of the audit committee for the period under review, the audit committee members, amongst other things, had reviewed the accounting principles and practices adopted by the Group, and discussed the financial information matters related to the preparation of the unaudited condensed consolidated financial information for the six months ended 30 June 2019. In summary, the audit committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2019.

### PUBLICATION OF THE INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

The Company's interim results announcement and interim report were published on the Company's website at [www.cosmel.com](http://www.cosmel.com) and the website of Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

By order of the Board

**TANG To**  
Chairman

Hong Kong, 27 August 2019

### 審核委員會

本公司審核委員會包括三名獨立非執行董事，成員為楊淑芬女士、鄭達賢先生和何偉森先生。楊女士為審核委員會之主席。審核委員會之成立設有職權範圍。

於本回顧期間，審核委員會成員已於審核委員會會議上（其中包括）檢討本集團採取之會計原則和慣例，以及討論有關編制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資料事項。總括，審核委員會已審閱本集團截至二零一九年六月三十日止六個月之未經審核中期業績。

### 中期業績公告及中期報告的公佈

本公司的中期業績公告及中期報告登載於本公司網站[www.cosmel.com](http://www.cosmel.com)及聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)。

承董事會命  
主席  
鄧燾

香港，二零一九年八月二十七日

## GLOSSARY

### 詞彙

In this report, unless the context otherwise specifies, the following expressions have the following meanings:  
於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

“Board” 「董事會」	the board of Directors 本公司董事會
“CMEL Code” 「大同企業守則」	Model Code for Securities Transactions by Directors and Relevant Employees of Cosmos Machinery Enterprises Limited, revised from time to time thereafter 大同機械企業有限公司董事及相關僱員進行證券交易的標準守則（隨後不時修訂）
“Corporate Governance Code” 「《企業管治守則》」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載之《企業管治守則》
“Codo” 「高度」	Codo Development Limited, a company incorporated in Hong Kong with limited liability, a substantial Shareholder (as defined under the SFO) 高度發展有限公司，一間於香港註冊成立之有限公司，一名主要股東（根據《證券及期貨條例》定義）
“Company” 「本公司」	Cosmos Machinery Enterprises Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 118) 大同機械企業有限公司，於香港註冊成立之有限公司及其股份在聯交所主板上市（股份代號：118）
“Cosmos Holdings” 「大同控股」	Cosmos Machinery (Holdings) Limited, a company incorporated in Hong Kong with limited liability, a controlling Shareholder (as defined under the Listing Rules) 大同機械（控股）有限公司，於香港註冊成立之有限公司，一名控股股東（根據上市規則定義）
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” or “HKD” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hung Cheong” 「Hung Cheong」	Hung Cheong Realty Limited, a company incorporated in British Virgin Islands with limited liability, a wholly-owned subsidiary of Cosmos Holdings Hung Cheong Realty Limited，一間於英屬處女群島註冊成立之有限公司，大同控股之全資附屬公司

## GLOSSARY (CONTINUED)

### 詞彙 (續)

“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Mainland” or “PRC” 「內地」或「中國」	The People’s Republic of China, which for the purpose of this report shall exclude Hong Kong, Macau and Taiwan 中華人民共和國·就本報告而言·不包括香港、澳門及台灣
“Model Code” 「標準守則」	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載之《上市公司董事進行證券交易的標準守則》
“Saniwell” 「Saniwell」	Saniwell Holding Inc., a company incorporated in Cook Islands with limited liability Saniwell Holding Inc.·於庫克群島註冊成立之有限公司
“SFO” 「《證券及期貨條例》」	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
“Share(s)” 「股份」	ordinary share(s) of the Company 本公司之普通股
“Shareholder(s)” 「股東」	the holder(s) of the Share(s) 股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tai Shing” 「Tai Shing」	Tai Shing Agencies Limited, a company incorporated in British Virgin Islands with limited liability, a substantial Shareholder (as defined under the SFO) Tai Shing Agencies Limited·一間於英屬處女群島註冊成立之有限公司·一名主要股東(根據《證券及期貨條例》定義)
“%” 「%」	per cent 百分比



