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本公佈僅參考之用，並不構成收購、購買或認購任何證券之邀請或要約。

**GOOD FRIEND INTERNATIONAL HOLDINGS INC.**

**友佳國際控股有限公司**

(於開曼群島註冊成立之有限公司)

(股份代號: 2398)

**海外監管公告**

本公告乃根據香港聯合交易所有限公司證券上市規則第13.09(2)條而作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一二年九月十日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命

友佳國際控股有限公司

主席

朱志洋

香港，二零一二年九月十日

於本公佈日期，本公司董事會成員包括 (i) 五名執行董事：朱志洋先生、陳向榮先生、陳明河先生、溫吉堂先生及邱榮賢先生；及 (ii) 三名獨立非執行董事：顧福身先生、江俊德先生及余玉堂先生。

友佳國際控股有限公司及子公司

民國 101 年及 100 年上半年度合併財務報表暨  
會計師複核報告

(募集與發行台灣存託憑證用外國公司財務報告)

友佳國際控股有限公司及子公司  
民國 101 年及 100 年上半年度合併財務報表暨會計師複核報告  
(募集與發行台灣存託憑證用外國公司財務報告)  
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# 附 件 一

## 會計師複核報告

友佳國際控股有限公司 公鑒：

友佳國際控股有限公司及子公司按香港一般公認會計原則編製之民國 101 年 6 月 30 日及民國 100 年 6 月 30 日之簡明綜合資產負債表，暨民國 101 年 1 月 1 日至 6 月 30 日及民國 100 年 1 月 1 日至 6 月 30 日之簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表(金額以人民幣仟元為單位)，業經羅兵咸永道會計師事務所(PricewaterhouseCoopers, Hong Kong)審閱完竣，分別於民國 101 年 8 月 28 日及民國 100 年 8 月 18 日出具審閱報告(詳附件五)。隨附友佳國際控股有限公司及子公司民國 101 年上半年度依新台幣換算之簡明綜合財務報表(詳附件二)，業經本會計師依照「募集與發行台灣存託憑證外國公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照中華民國一般公認審計準則查核，故無法對上開財務報表之整體是否允當表達表示意見。

依本會計師之複核結果，並未發現第一段所述友佳國際控股有限公司及子公司按新台幣換算之簡明綜合財務報表暨依中華民國一般公認會計原則重編後之合併資產負債表及合併損益表(詳附件三)，有違反「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，而需作大幅修正、調整或再補充揭露之情事。

如附件三所述，友佳國際控股有限公司及子公司之合併財務報表格式，係依香港一般公認會計原則及相關法令規定編製，致與中華民國規定部分不同，友佳國際控股有限公司業已依據中華民國一般公認會計原則及相關法令，予以重分類其民國 101 年 6 月 30 日及民國 100 年 6 月 30 日之合併資產負債表暨民國 101 年及民國 100 年上半年度之合併損益表。

友佳國際控股有限公司及子公司民國 101 年及民國 100 年上半年度財務報表附列之新台幣資訊，係將功能性貨幣依附件二所述之方法換算，該換算方法與一般公認會計原則規定之換算方法不同。

資 誠 聯 合 會 計 師 事 務 所

張淑瓊

會計師：

翁世榮

前財政部證券暨期貨管理委員會

核准簽證文號：金管證審字第 0990042602 號

前財政部證券暨期貨管理委員會

核准簽證文號：(88)台財證(六)第 95577 號

中華民國 101 年 9 月 7 日

## 附 件 二

本公司及子公司原以人民幣編製之合併財務報表，謹依規定匯率編製按新台幣換算之主要財務報表：

- 一、簡明綜合資產負債表。
- 二、簡明綜合全面收益表。
- 三、簡明綜合權益變動表。
- 四、簡明綜合現金流量表。

民國 101 年上半年度及民國 100 年上半年度比較報表之所有科目金額，係分別以民國 101 年 6 月 30 日之人民幣對新台幣匯率(RMB\$1：NT\$4.7242)及民國 100 年 6 月 30 日之人民幣對新台幣匯率(RMB\$1：NT\$4.4446)換算。另民國 100 年度比較報表之所有科目金額，係以民國 100 年 12 月 31 日之人民幣對新台幣匯率(RMB\$1：NT\$4.8101)換算。

最近三年度人民幣對新台幣匯率最高、最低及平均匯率如下：

|           | 月收盤最高             | 月收盤最低             | 月收盤平均             |
|-----------|-------------------|-------------------|-------------------|
| 民國 100 年度 | RMB\$1：NT\$4.7690 | RMB\$1：NT\$4.4098 | RMB\$1：NT\$4.5474 |
| 民國 99 年度  | RMB\$1：NT\$4.7428 | RMB\$1：NT\$4.4953 | RMB\$1：NT\$4.6565 |
| 民國 98 年度  | RMB\$1：NT\$5.0202 | RMB\$1：NT\$4.7249 | RMB\$1：NT\$4.8363 |

**友佳國際控股有限公司及子公司**  
**簡明綜合資產負債表**  
**民國 101 年 6 月 30 日及 100 年 12 月 31 日**

單位:仟元

|                     | 僅經審閱，未依一般公認審計準則審核   |                     | 經審核                 |                     |
|---------------------|---------------------|---------------------|---------------------|---------------------|
|                     | 101 年 6 月 30 日      |                     | 100 年 12 月 31 日     |                     |
|                     | 人民幣                 | 新台幣                 | 人民幣                 | 新台幣                 |
| <b>資產</b>           |                     |                     |                     |                     |
| <b>非流動資產</b>        |                     |                     |                     |                     |
| 物業、廠房及設備            | \$ 290,393          | \$ 1,371,875        | \$ 288,677          | \$ 1,388,565        |
| 投資物業                | 1,253               | 5,919               | 1,442               | 6,936               |
| 無形資產                | 14,534              | 68,662              | 14,779              | 71,088              |
| 於共同控制實體之投資          | 19,433              | 91,805              | 19,952              | 95,971              |
| 於一間聯營公司之投資          | 12,142              | 57,361              | -                   | -                   |
| 遞延稅項資產              | 4,246               | 20,059              | 4,534               | 21,809              |
| 購置廠房及設備之按金          | 2,076               | 9,807               | 2,178               | 10,476              |
| 土地使用權               | 39,896              | 188,477             | 40,367              | 194,169             |
| <b>非流動資產總額</b>      | <b>383,973</b>      | <b>1,813,965</b>    | <b>371,929</b>      | <b>1,789,014</b>    |
| <b>流動資產</b>         |                     |                     |                     |                     |
| 存貨                  | 480,025             | 2,267,734           | 532,791             | 2,562,780           |
| 應收帳款、按金及預付款項        | 608,775             | 2,875,975           | 622,577             | 2,994,658           |
| 應收客戶合約工程款項          | 35,219              | 166,382             | 29,135              | 140,142             |
| 應收最終控股公司款項          | 3,891               | 18,382              | -                   | -                   |
| 應收一間同系附屬公司款項        | -                   | -                   | 48                  | 231                 |
| 應收共同控制實體款項          | 6,942               | 32,795              | -                   | -                   |
| 應收最終控股公司的一名聯繫人款項    | -                   | -                   | 241                 | 1,159               |
| 限制性銀行存款             | 21,933              | 103,616             | 35,205              | 169,340             |
| 現金及現金等值物            | 158,861             | 750,491             | 140,482             | 675,732             |
| <b>流動資產總額</b>       | <b>1,315,646</b>    | <b>6,215,375</b>    | <b>1,360,479</b>    | <b>6,544,042</b>    |
| <b>總資產</b>          | <b>\$ 1,699,619</b> | <b>\$ 8,029,340</b> | <b>\$ 1,732,408</b> | <b>\$ 8,333,056</b> |
| <b>權益</b>           |                     |                     |                     |                     |
| <b>本公司權益持有人應佔權益</b> |                     |                     |                     |                     |
| 股本                  | \$ 4,022            | \$ 19,001           | \$ 4,022            | \$ 19,346           |
| 儲備                  | 303,090             | 1,431,857           | 304,209             | 1,463,277           |
| 保留盈利                | 400,899             | 1,893,927           | 374,137             | 1,799,636           |
| <b>總權益</b>          | <b>708,011</b>      | <b>3,344,785</b>    | <b>682,368</b>      | <b>3,282,259</b>    |
| <b>負債</b>           |                     |                     |                     |                     |
| <b>非流動負債</b>        |                     |                     |                     |                     |
| 遞延稅項負債              | 20,723              | 97,900              | 21,800              | 104,860             |
| <b>非流動負債總額</b>      | <b>20,723</b>       | <b>97,900</b>       | <b>21,800</b>       | <b>104,860</b>      |
| <b>流動負債</b>         |                     |                     |                     |                     |
| 應付帳款、其他應付帳款及應計費用    | 494,614             | 2,336,655           | 600,101             | 2,886,546           |
| 應付客戶合約工程款項          | 30,382              | 143,531             | 26,364              | 126,813             |
| 應付最終控股公司款項          | -                   | -                   | 1,542               | 7,417               |
| 應付直接控股公司款項          | 4,155               | 19,629              | 4,624               | 22,242              |
| 應付一間共同控制實體款項        | 102                 | 482                 | -                   | -                   |
| 應付一間同系附屬公司款項        | 6,330               | 29,904              | 11,661              | 56,091              |
| 即期所得稅負債             | 8,188               | 38,682              | 11,515              | 55,388              |
| 保證撥備                | 7,600               | 35,904              | 8,278               | 39,818              |
| 借貸                  | 419,514             | 1,981,868           | 364,155             | 1,751,622           |
| <b>流動負債總額</b>       | <b>970,885</b>      | <b>4,586,655</b>    | <b>1,028,240</b>    | <b>4,945,937</b>    |
| <b>總負債</b>          | <b>991,608</b>      | <b>4,684,555</b>    | <b>1,050,040</b>    | <b>5,050,797</b>    |
| <b>總權益及負債</b>       | <b>\$ 1,699,619</b> | <b>\$ 8,029,340</b> | <b>\$ 1,732,408</b> | <b>\$ 8,333,056</b> |
| <b>流動資產淨額</b>       | <b>\$ 344,761</b>   | <b>\$ 1,628,720</b> | <b>\$ 332,239</b>   | <b>\$ 1,598,105</b> |
| <b>總資產減流動負債</b>     | <b>\$ 728,734</b>   | <b>\$ 3,442,685</b> | <b>\$ 704,168</b>   | <b>\$ 3,387,119</b> |

註：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 12 月 31 日之匯率 RMB 1=NTD 4.8101 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強



**友佳國際控股有限公司及子公司**  
**簡明綜合全面收益表**  
**民國 101 年及 100 年 1 月 1 日至 6 月 30 日**  
**(僅經審閱，未依一般公認審計準則審核)**

單位：仟元  
(除每股盈利為元外)

|                  | 101 年上半年度  |              | 100 年上半年度  |              |
|------------------|------------|--------------|------------|--------------|
|                  | 人民幣        | 新台幣          | 人民幣        | 新台幣          |
| 收益               | \$ 779,413 | \$ 3,682,103 | \$ 945,943 | \$ 4,204,338 |
| 收益成本             | ( 621,847) | ( 2,937,730) | ( 706,893) | ( 3,141,857) |
| 毛利               | 157,566    | 744,373      | 239,050    | 1,062,481    |
| 其他收入             | 12,799     | 60,465       | 13,453     | 59,793       |
| 分佔共同控制實體虧損       | ( 519)     | ( 2,452)     | -          | -            |
| 分佔一間聯營公司虧損       | ( 1,232)   | ( 5,820)     | -          | -            |
| 分銷及銷售費用          | ( 75,985)  | ( 358,968)   | ( 73,768)  | ( 327,869)   |
| 行政費用             | ( 50,318)  | ( 237,712)   | ( 52,058)  | ( 231,377)   |
| 其他開支             | ( 1,873)   | ( 8,848)     | ( 1,480)   | ( 6,578)     |
| 經營溢利             | 40,438     | 191,038      | 125,197    | 556,450      |
| 財務費用             | ( 6,607)   | ( 31,213)    | ( 3,309)   | ( 14,707)    |
| 除稅前溢利            | 33,831     | 159,825      | 121,888    | 541,743      |
| 所得稅開支            | ( 7,069)   | ( 33,395)    | ( 19,172)  | ( 85,212)    |
| 本公司權益持有人應佔溢利     | 26,762     | 126,430      | 102,716    | 456,531      |
| 其他全面收益           | ( 1,119)   | ( 5,286)     | -          | -            |
| 本公司權益持有人應佔全面收益總額 | \$ 25,643  | \$ 121,144   | \$ 102,716 | \$ 456,531   |
| 本公司權益持有人應佔溢利之    |            |              |            |              |
| 每股盈利-基本及攤薄       | 人民幣 0.07 元 | 新台幣 0.33 元   | 人民幣 0.25 元 | 新台幣 1.11 元   |
| 股息               | \$ 20,160  | \$ 95,240    | \$ 48,384  | \$ 215,048   |

註：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB 1=NTD 4.4446 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司

簡明綜合權益變動表

民國 101 年及 100 年 1 月 1 日至 6 月 30 日

(僅經審閱，未依一般公認審計準則審核)

單位：仟元

|                             | 股 本             |                  | 股本溢價              |                     | 股本儲備             |                   | 其他儲備             |                   | 保留盈利              |                     | 總權益               |                     |
|-----------------------------|-----------------|------------------|-------------------|---------------------|------------------|-------------------|------------------|-------------------|-------------------|---------------------|-------------------|---------------------|
|                             | 人民幣             | 新台幣              | 人民幣               | 新台幣                 | 人民幣              | 新台幣               | 人民幣              | 新台幣               | 人民幣               | 新台幣                 | 人民幣               | 新台幣                 |
| 於民國 100 年 1 月 1 日之結餘        | \$ 4,022        | \$ 17,779        | \$ 271,792        | \$ 1,201,457        | \$ 77,338        | \$ 341,873        | \$ 44,764        | \$ 197,879        | \$ 220,447        | \$ 974,486          | \$ 618,363        | \$ 2,733,474        |
| 截至 100 年 6 月 30 日止期間之全面收益總額 | -               | -                | -                 | -                   | -                | -                 | -                | -                 | 102,716           | 456,531             | 102,716           | 456,531             |
| 於 100 年 5 月派發有關 99 年度股息     | -               | -                | -                 | -                   | -                | -                 | -                | -                 | ( 40,320)         | ( 179,206)          | ( 40,320)         | ( 179,206)          |
| 匯率調整數                       | -               | 97               | -                 | 6,550               | -                | 1,863             | -                | 1,079             | -                 | 5,313               | -                 | 14,902              |
| 於民國 100 年 6 月 30 日之結餘       | <u>\$ 4,022</u> | <u>\$ 17,876</u> | <u>\$ 271,792</u> | <u>\$ 1,208,007</u> | <u>\$ 77,338</u> | <u>\$ 343,736</u> | <u>\$ 44,764</u> | <u>\$ 198,958</u> | <u>\$ 282,843</u> | <u>\$ 1,257,124</u> | <u>\$ 680,759</u> | <u>\$ 3,025,701</u> |
| 於民國 101 年 1 月 1 日之結餘        | \$ 4,022        | \$ 19,346        | \$ 183,088        | \$ 880,672          | \$ 77,338        | \$ 372,004        | \$ 43,783        | \$ 210,601        | \$ 374,137        | \$ 1,799,636        | \$ 682,368        | \$ 3,282,259        |
| 截至 101 年 6 月 30 日止期間之全面收益總額 | -               | -                | -                 | -                   | -                | -                 | -                | -                 | 26,762            | 126,429             | 26,762            | 126,429             |
| 貨幣換算差額                      | -               | -                | -                 | -                   | -                | -                 | ( 1,119)         | ( 5,286)          | -                 | -                   | ( 1,119)          | ( 5,286)            |
| 匯率調整數                       | -               | ( 345)           | -                 | ( 15,728)           | -                | ( 6,644)          | -                | ( 3,762)          | -                 | ( 32,138)           | -                 | ( 58,617)           |
| 於民國 101 年 6 月 30 日之結餘       | <u>\$ 4,022</u> | <u>\$ 19,001</u> | <u>\$ 183,088</u> | <u>\$ 864,944</u>   | <u>\$ 77,338</u> | <u>\$ 365,360</u> | <u>\$ 42,664</u> | <u>\$ 201,553</u> | <u>\$ 400,899</u> | <u>\$ 1,893,927</u> | <u>\$ 708,011</u> | <u>\$ 3,344,785</u> |

註：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB 1=NTD 4.4446 換算。

民國 101 年 1 月 1 日之股東權益科目金額，係以民國 100 年 12 月 31 日之匯率 RMB 1=NTD 4.8101 換算。

民國 100 年 1 月 1 日之股東權益科目金額，係以民國 99 年 12 月 31 日之匯率 RMB 1=NTD 4.4205 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

**友佳國際控股有限公司及子公司**  
**簡明綜合現金流量表**  
**民國 101 年及 100 年 1 月 1 日至 6 月 30 日**  
**(僅經審閱，未依一般公認審計準則審核)**

單位:仟元

|                          | 101 年上半年度         |                   | 100 年上半年度         |                   |
|--------------------------|-------------------|-------------------|-------------------|-------------------|
|                          | 人民幣               | 新台幣               | 人民幣               | 新台幣               |
| <b>經營活動(所用)/產生的現金流量</b>  |                   |                   |                   |                   |
| 營運(所用)/產生的現金             | (\$ 4,589)        | (\$ 21,679)       | \$ 28,210         | \$ 125,382        |
| -已付所得稅                   | ( 11,184)         | ( 52,835)         | ( 16,152)         | ( 71,789)         |
| <b>經營活動(所用)/產生的現金淨額</b>  | <b>( 15,773)</b>  | <b>( 74,514)</b>  | <b>12,058</b>     | <b>53,593</b>     |
| <b>投資活動產生的現金流量</b>       |                   |                   |                   |                   |
| -收購一間聯營公司                | ( 13,374)         | ( 63,181)         | -                 | -                 |
| -於一間共同控制實體之投資            | -                 | -                 | ( 4,487)          | ( 19,943)         |
| -收購物業、廠房及設備及無形資產         | ( 14,925)         | ( 70,509)         | ( 41,215)         | ( 183,184)        |
| -出售物業、廠房及設備的所得款項         | 427               | 2,017             | 780               | 3,467             |
| -限制性銀行存款減少/(增加)          | 13,272            | 62,700            | ( 39,349)         | ( 174,891)        |
| <b>投資活動所用現金淨額</b>        | <b>( 14,600)</b>  | <b>( 68,973)</b>  | <b>( 84,271)</b>  | <b>( 374,551)</b> |
| <b>融資活動產生的現金流量</b>       |                   |                   |                   |                   |
| -新增借貸的所得款項               | 791,609           | 3,739,719         | 145,581           | 647,049           |
| -償還借貸                    | ( 736,250)        | ( 3,478,192)      | ( 69,362)         | ( 308,286)        |
| -已付權益持有人的股息              | -                 | -                 | ( 40,320)         | ( 179,206)        |
| -已付利息                    | ( 6,607)          | ( 31,213)         | ( 3,309)          | ( 14,707)         |
| <b>融資活動產生的現金淨額</b>       | <b>48,752</b>     | <b>230,314</b>    | <b>32,590</b>     | <b>144,850</b>    |
| <b>現金及現金等值物增加/(減少)淨額</b> | <b>18,379</b>     | <b>86,827</b>     | <b>( 39,623)</b>  | <b>( 176,108)</b> |
| 期初現金及現金等值物               | 140,482           | 675,732           | 161,045           | 711,899           |
| 匯率調整數                    | -                 | ( 12,068)         | -                 | 3,881             |
| <b>期末現金及現金等值物</b>        | <b>\$ 158,861</b> | <b>\$ 750,491</b> | <b>\$ 121,422</b> | <b>\$ 539,672</b> |

註：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB 1=NTD 4.4446 換算。

民國 101 年度期初現金及現金等值物之金額，係以民國 100 年 12 月 31 日之匯率 RMB 1=NTD 4.8101 換算。

民國 100 年度期初現金及現金等值物之金額，係以民國 999 年 12 月 31 日之匯率 RMB 1=NTD 4.4205 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

# 附 件 三

友佳國際控股有限公司及子公司  
合併資產負債表  
(依中華民國會計原則重編)  
民國 101 年及 100 年 6 月 30 日

單位：新台幣仟元

| 資 產                      | 101 年 6 月 30 日       |                    |                     | 100 年 6 月 30 日       |                    |                     |
|--------------------------|----------------------|--------------------|---------------------|----------------------|--------------------|---------------------|
|                          | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)           | 依中華民國會計<br>原則編製之金額  | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)           | 依中華民國會計<br>原則編製之金額  |
| <b>流動資產</b>              |                      |                    |                     |                      |                    |                     |
| 現金及約當現金                  | \$ 750,491           | \$ -               | \$ 750,491          | \$ 539,672           | \$ -               | \$ 539,672          |
| 應收帳款淨額                   | 2,534,448            | -                  | 2,534,448           | 2,174,072            | -                  | 2,174,072           |
| 應收帳款-關係人                 | 51,177               | -                  | 51,177              | 10,409               | -                  | 10,409              |
| 應收客戶合約工程款項(差異說明(一))      | 166,382              | ( 166,382)         | -                   | 116,991              | ( 116,991)         | -                   |
| 其他應收款                    | 205,583              | -                  | 205,583             | 183,460              | -                  | 183,460             |
| 其他金融資產-流動                | 103,616              | -                  | 103,616             | 304,486              | -                  | 304,486             |
| 存貨                       | 2,267,734            | -                  | 2,267,734           | 2,110,589            | -                  | 2,110,589           |
| 在建工程-減預收工程款後之淨額(差異說明(一)) | -                    | 166,382            | 166,382             | -                    | 116,991            | 116,991             |
| 預付款項                     | 135,944              | -                  | 135,944             | 309,504              | -                  | 309,504             |
| 遞延所得稅資產-流動(差異說明(二))      | -                    | -                  | -                   | -                    | 1,080              | 1,080               |
| 流動資產合計                   | <u>6,215,375</u>     | <u>-</u>           | <u>6,215,375</u>    | <u>5,749,183</u>     | <u>1,080</u>       | <u>5,750,263</u>    |
| <b>基金及投資</b>             |                      |                    |                     |                      |                    |                     |
| 採權益法評價之長期股權投資            | <u>149,166</u>       | <u>-</u>           | <u>149,166</u>      | <u>56,353</u>        | <u>-</u>           | <u>56,353</u>       |
| 基金及投資合計                  | <u>149,166</u>       | <u>-</u>           | <u>149,166</u>      | <u>56,353</u>        | <u>-</u>           | <u>56,353</u>       |
| 固定資產淨額(差異說明(三)及(六))      | <u>1,381,682</u>     | <u>( 8,260)</u>    | <u>1,373,422</u>    | <u>1,230,216</u>     | <u>( 9,862)</u>    | <u>1,220,354</u>    |
| <b>無形資產</b>              |                      |                    |                     |                      |                    |                     |
| 商標及特許權(差異說明(七))          | 29,701               | ( 29,701)          | -                   | 36,868               | ( 36,868)          | -                   |
| 電腦軟體成本                   | 11,816               | -                  | 11,816              | 10,751               | -                  | 10,751              |
| 土地使用權                    | 188,477              | -                  | 188,477             | 181,513              | -                  | 181,513             |
| 其他無形資產(差異說明(七))          | <u>27,145</u>        | <u>( 27,145)</u>   | <u>-</u>            | <u>29,290</u>        | <u>( 29,290)</u>   | <u>-</u>            |
| 無形資產合計                   | <u>257,139</u>       | <u>( 56,846)</u>   | <u>200,293</u>      | <u>258,422</u>       | <u>( 66,158)</u>   | <u>192,264</u>      |
| <b>其他資產</b>              |                      |                    |                     |                      |                    |                     |
| 出租資產(差異說明(三))            | 5,919                | ( 5,919)           | -                   | 6,636                | ( 6,636)           | -                   |
| 遞延所得稅資產-非流動(差異說明(二))     | <u>20,059</u>        | <u>( 20,059)</u>   | <u>-</u>            | <u>-</u>             | <u>-</u>           | <u>-</u>            |
| 其他資產合計                   | <u>25,978</u>        | <u>( 25,978)</u>   | <u>-</u>            | <u>6,636</u>         | <u>( 6,636)</u>    | <u>-</u>            |
| <b>資產總計</b>              | <u>\$ 8,029,340</u>  | <u>(\$ 91,084)</u> | <u>\$ 7,938,256</u> | <u>\$ 7,300,810</u>  | <u>(\$ 81,576)</u> | <u>\$ 7,219,234</u> |

(續次頁)

友佳國際控股有限公司及子公司  
合併資產負債表  
(依中華民國會計原則重編)  
民國 101 年及 100 年 6 月 30 日

單位：新台幣仟元

|                          | 101 年 6 月 30 日       |                      |                     | 100 年 6 月 30 日       |                      |                     |
|--------------------------|----------------------|----------------------|---------------------|----------------------|----------------------|---------------------|
|                          | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)             | 依中華民國會計<br>原則編製之金額  | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)             | 依中華民國會計<br>原則編製之金額  |
| <b>負債及股東權益</b>           |                      |                      |                     |                      |                      |                     |
| 流動負債                     |                      |                      |                     |                      |                      |                     |
| 短期借款                     | \$ 1,981,868         | \$ -                 | \$ 1,981,868        | \$ 1,120,114         | \$ -                 | \$ 1,120,114        |
| 應付帳款                     | 1,054,205            | -                    | 1,054,205           | 1,294,009            | -                    | 1,294,009           |
| 應付帳款-關係人                 | 50,015               | -                    | 50,015              | 69,571               | -                    | 69,571              |
| 應付客戶合約工程款項(差異說明(四))      | 143,531              | ( 143,531)           | -                   | 78,674               | ( 78,674)            | -                   |
| 應付費用                     | 159,961              | -                    | 159,961             | 168,886              | -                    | 168,886             |
| 應付所得稅                    | 38,682               | -                    | 38,682              | 67,727               | -                    | 67,727              |
| 其他應付款項                   | 99,265               | -                    | 99,265              | 161,686              | -                    | 161,686             |
| 預收款項                     | 1,023,224            | -                    | 1,023,224           | 1,228,154            | -                    | 1,228,154           |
| 預收工程款-減在建工程後之淨額(差異說明(四)) | -                    | 143,531              | 143,531             | -                    | 78,674               | 78,674              |
| 售後服務準備                   | 35,904               | -                    | 35,904              | 42,695               | -                    | 42,695              |
| 遞延所得稅負債-流動(差異說明(二)及(九))  | -                    | 48,019               | 48,019              | -                    | -                    | -                   |
| 流動負債合計                   | <u>4,586,655</u>     | <u>48,019</u>        | <u>4,634,674</u>    | <u>4,231,516</u>     | <u>-</u>             | <u>4,231,516</u>    |
| 長期負債                     |                      |                      |                     |                      |                      |                     |
| 遞延所得稅負債-非流動(差異說明(二)及(九)) | <u>97,900</u>        | ( <u>94,193</u> )    | <u>3,707</u>        | <u>43,593</u>        | ( <u>22,480</u> )    | <u>21,113</u>       |
| 負債總計                     | <u>4,684,555</u>     | ( <u>46,174</u> )    | <u>4,638,381</u>    | <u>4,275,109</u>     | ( <u>22,480</u> )    | <u>4,252,629</u>    |
| 股東權益                     |                      |                      |                     |                      |                      |                     |
| 股本                       | \$ 19,001            | \$ -                 | \$ 19,001           | \$ 17,876            | \$ -                 | \$ 17,876           |
| 資本公積                     | 1,230,304            | -                    | 1,230,304           | 1,551,743            | -                    | 1,551,743           |
| 保留盈餘                     |                      |                      |                     |                      |                      |                     |
| 法定盈餘公積                   | 212,234              | -                    | 212,234             | 199,674              | -                    | 199,674             |
| 未分配盈餘                    | 1,893,927            | ( 47,177)            | 1,846,750           | 1,257,124            | ( 59,096)            | 1,198,028           |
| 累積換算調整數(差異說明(八))         | ( <u>10,681</u> )    | <u>2,267</u>         | ( <u>8,414</u> )    | ( <u>716</u> )       | <u>-</u>             | ( <u>716</u> )      |
| 股東權益總計                   | <u>3,344,785</u>     | ( <u>44,910</u> )    | <u>3,299,875</u>    | <u>3,025,701</u>     | ( <u>59,096</u> )    | <u>2,966,605</u>    |
| 負債及股東權益總計                | <u>\$ 8,029,340</u>  | ( <u>\$ 91,084</u> ) | <u>\$ 7,938,256</u> | <u>\$ 7,300,810</u>  | ( <u>\$ 81,576</u> ) | <u>\$ 7,219,234</u> |

註 1：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB 1=NTD 4.4446 換算。

註 2：揭露之報表格式業已依據中華民國一般公認會計原則之規定予以調整。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司  
合併損益表  
(依中華民國會計原則重編)  
民國 101 年及 100 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元  
(除每股盈餘為新台幣元外)

|                   | 101 年 上 半 年 度        |                 |                    | 100 年 上 半 年 度        |                   |                    |
|-------------------|----------------------|-----------------|--------------------|----------------------|-------------------|--------------------|
|                   | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)        | 依中華民國會計<br>原則編製之金額 | 依香港一般公認<br>會計原則編製之金額 | 調節金額增(減)          | 依中華民國會計<br>原則編製之金額 |
| 營業收入              | \$ 3,682,103         | \$ -            | \$ 3,682,103       | \$ 4,204,338         | \$ -              | \$ 4,204,338       |
| 營業成本(差異說明(八))     | ( 2,937,730)         | 1,101           | ( 2,936,629)       | ( 3,141,857)         | 3,449             | ( 3,138,408)       |
| 營業毛利              | 744,373              | 1,101           | 745,474            | 1,062,481            | 3,449             | 1,065,930          |
| 其他收入(差異說明(五))     | 60,465               | ( 60,465)       | -                  | 59,793               | ( 59,793)         | -                  |
| 營業費用(差異說明(八))     | ( 596,680)           | 2,527           | ( 594,153)         | ( 559,246)           | 2,333             | ( 556,913)         |
| 營業淨利              | 208,158              | ( 56,837)       | 151,321            | 563,028              | ( 54,011)         | 509,017            |
| 營業外收入及利益(差異說明(五)) | -                    | 60,465          | 60,465             | -                    | 59,793            | 59,793             |
| 營業外費用及損失          | ( 48,333)            | -               | ( 48,333)          | ( 21,285)            | ( 6,086)          | ( 27,371)          |
| 繼續營業單位稅前淨利        | 159,825              | 3,628           | 163,453            | 541,743              | ( 304)            | 541,439            |
| 所得稅費用(差異說明(九))    | ( 33,395)            | ( 1,053)        | ( 34,448)          | ( 85,212)            | ( 3,608)          | ( 88,820)          |
| 繼續營業單位淨利          | 126,430              | 2,575           | 129,005            | 456,531              | 3,912             | 452,619            |
| <b>合併總損益</b>      | <b>\$ 126,430</b>    | <b>\$ 2,575</b> | <b>\$ 129,005</b>  | <b>\$ 456,531</b>    | <b>(\$ 3,912)</b> | <b>\$ 452,619</b>  |
| <b>歸屬於</b>        |                      |                 |                    |                      |                   |                    |
| 合併淨損益             | \$ 126,430           |                 | \$ 129,005         | \$ 456,531           |                   | \$ 452,619         |
| <b>基本每股盈餘</b>     |                      |                 |                    |                      |                   |                    |
| 合併淨損益             | \$ 0.31              | \$ 0.01         | \$ 0.32            | \$ 1.11              | (\$ 0.01)         | \$ 1.10            |

註 1：民國 101 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 101 年 6 月 30 日之匯率 RMB 1=NTD 4.7242 換算。

民國 100 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 100 年 6 月 30 日之匯率 RMB 1=NTD 4.4446 換算。

註 2：揭露之報表格式業已依據中華民國一般公認會計原則之規定予以調整。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司  
合併資產負債表及損益表重編說明  
民國 101 年及 100 年上半年度  
(除另予註明者外，金額係以新台幣仟元為單位)

一、合併財務報表重編原則

友佳國際控股有限公司及子公司(以下簡稱合併公司)如附件四所列之民國 101 年及 100 年上半年度合併財務報表，係包括友佳國際控股有限公司(以下簡稱本公司)及子公司之合併財務資訊。

合併公司民國 101 年及 100 年上半年度依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表及合併損益表，因適用之會計原則及報表格式，與「證券發行人財務報告編製準則」及「中華民國財務會計準則」(以下簡稱中華民國一般公認會計原則)規定部分不同，爰依中華民國金融監督管理委員會(原財政部證券暨期貨管理委員會)82 年 8 月 24 日(82)台財證(六)第 01972 號函「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，就上述合併資產負債表及合併損益表，依中華民國一般公認會計原則及報表格式予以重編(以下簡稱重編合併財務報表)。

惟因適用之會計原則不同，對合併公司民國 101 年及 100 年上半年度合併損益表之損益影響金額，已達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表已依中華民國一般公認會計原則規定之格式與分類，將上述合併資產負債表及合併損益表予以重分類，並執行相關損益調整。

二、合併公司所適用之中華民國一般公認會計原則與香港一般公認會計原則之特定重大差異彙總說明

現行已發布生效之中華民國與香港一般公認會計原則在特定方面可能有重大差異；其中影響合併公司民國 101 年及 100 年 6 月 30 日合併資產負債表及民國 101 年及 100 年上半年度合併損益表，進而影響重編合併財務報表之主要差異，彙總說明如下：



| 合併公司所適用之                    |   |  |   |
|-----------------------------|---|--|---|
|                             | 中華民國一般<br>公認會計原則  | 香港一般<br>公認會計原則   | 對重編合併<br>財務報表之影響  |
| (一) 在建工程-減<br>預收工程款<br>後之淨額 | 同一工程之在建工程<br>成本餘額超過預收工<br>程款餘額時，預收工<br>程款列為在建工程成<br>本之減項，並列為流<br>動資產項下。 | 已投入成本加計累積<br>認列工程損益大於已<br>計價款項，帳列應收<br>工程合約客戶款項。             | 已予重分類<br>101 年上半年度：<br>\$ 166,382<br>100 年上半年度：<br>\$ 116,991 |
| (二) 遞延所得稅資<br>產及遞延所<br>得稅負債 | 應予淨額表達並區分<br>流動及非流動之遞延<br>所得稅資產。  | 僅以非流動表達。   | 已予重分類<br>101 年上半年度：<br>\$ 68,078<br>100 年上半年度：<br>\$ 1,080    |
| (三) 投資物業                    | 無此類資產之規範，<br>故分類為固定資產項<br>下，以成本認列，並<br>計提折舊。                            | 符合規定之不動產需<br>分類為投資物業，並<br>得以採成本法或公平<br>價值評價，合併公司<br>係採成本法評價。 | 已予重分類<br>101 年上半年度：<br>\$ 5,919<br>100 年上半年度：<br>\$ 6,636     |
| (四) 預收工程款-<br>減在建工程<br>後之淨額 | 預收工程款餘額超過<br>在建工程成本餘額<br>時，在建工程成本列<br>為預收工程款之減<br>項，並列為流動負債<br>項下。      | 已投入成本加計累積<br>認列工程損益小於已<br>計價款項，帳列應付<br>工程合約客戶款項。             | 已予重分類<br>101 年上半年度：<br>\$ 143,531<br>100 年上半年度：<br>\$ 78,674  |
| (五) 其他收入                    | 非因經常營業活動所<br>發生之收入或利益應<br>帳列營業外收入項<br>下。                                | 分類為營業溢利之一<br>部分。   | 已予重分類<br>101 年上半年度：<br>\$ 60,465<br>100 年上半年度：<br>\$ 59,793   |
| (六) 固定資產淨額                  | 因收購而取得之可辨<br>認淨資產公平價值大<br>於收購成本，差額應<br>就非流動資產分別將<br>其價值等比例減少<br>之。      | 收購符合業務合併條<br>件，依公平價值認列<br>併購之固定資產。                           | 已予調整<br>101 年上半年度：<br>\$ 14,179<br>100 年上半年度：<br>\$ 16,498    |
| (七) 無形資產淨額                  | 因收購而取得之可辨<br>認淨資產公平價值大<br>於收購成本，差額應<br>就非流動資產分別將<br>其價值等比例減少<br>之。      | 收購符合業務合併條<br>件，依公平價值認列<br>併購之無形資產。                           | 已予調整<br>101 年上半年度：<br>\$ 56,846<br>100 年上半年度：<br>\$ 66,158    |

合併公司所適用之

|                     | 中華民國一般<br>公認會計原則  | 香港一般<br>公認會計原則                         | 對重編合併<br>財務報表之影響   |
|---------------------|---|--|--|
| (八) 營業成本/營業費用-折舊及攤銷 | 因收購而取得之可辨認淨資產公平價值大於收購成本，差額應就非流動資產分別將其價值等比例減少之，相關資產以沖減後之金額依耐用年限逐期攤銷。 | 收購之資產依公平價值入帳，並依耐用年限逐期攤銷。               | 已予調整<br>101 年上半年度：<br>\$ 3,628<br>100 年上半年度：<br>\$ 5,782   |
| 累積換算調整數             |   |  | 101 年上半年度：<br>\$ 2,267                                     |
| 兌換損失                |   |  | 100 年上半年度：<br>\$ 6,086                                     |
| (九) 遞延所得稅資產及負債      | 收購資產入帳金額與課稅基礎之差異，應認列遞延所得稅資產或負債。                                     | 被合併公司資產與負債之公平價值與課稅基礎之差異，應認列遞延所得稅資產或負債。 | 已予調整<br>101 年上半年度：<br>\$ 26,115<br>100 年上半年度：<br>\$ 23,560 |
| 所得稅費用               |   |  | 101 年上半年度：<br>\$ 1,053<br>100 年上半年度：<br>\$ 3,608           |
| (十) 處分固定資產損失        | 非因經常性營業活動所發生收入及費用或利益及損失，應分類為營業外支出或收入項下。                             | 分類為行政開支，為營業溢利之一部分。                     | 註  |

註：影響金額未達證券交易法施行細則第六條所訂應重編財務報表之標準，未具重大性，故不予調整或重分類。

## 附 件 四

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(於開曼群島註冊成立之有限公司)

股份代號：2398

中期報告 2012



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## 公司資料

### 董事會

#### 執行董事

朱志洋 (主席)  
陳向榮 (行政總裁)  
陳明河  
溫吉堂  
邱榮賢

#### 獨立非執行董事

顧福身  
江俊德  
余玉堂

### 公司秘書

羅泰安

### 法定代表

陳向榮  
邱榮賢

### 香港法律的法律顧問

胡關李羅律師行

### 核數師

羅兵咸永道會計師事務所

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港的主要營業地點

香港德輔道中317至319號  
啟德商業大廈  
20樓2003室

### 中國的主要營業地點

中國  
浙江省  
杭州市  
蕭山區  
蕭山經濟技術開發區  
市心北路120號

### 股份過戶登記處香港分處

卓佳證券登記有限公司  
香港  
灣仔皇后大道東二十八號  
金鐘匯中心  
二十六樓

### 主要往來銀行

中國銀行  
國泰世華銀行  
恒生銀行有限公司  
中國工商銀行  
台灣工業銀行  
兆豐國際商業銀行  
元大商業銀行  
永豐銀行

### 股份代號

2398

### 網站

<http://www.goodfriend.hk>

## 管理層討論及分析

### 業務回顧

於二零一二年上半年，CNC工具機、停車設備及叉車的銷售數量分別為1,232台、4,275台及1,661台（二零一一年同期：1,865台、2,794台及2,299台）。本集團約80%的收益來自主營產品CNC工具機，CNC工具機以中國市場為主，主要客戶為汽車零部件及機械製造商。二零一二年上半年，由於歐元區主權債務危機加劇，中國經濟表現亦受外圍因素影響而放緩。中國中央政府亦於二零一二年初調低全年經濟增長目標至7.5%。於此經濟環境下，本集團之CNC工具機業務的訂單亦因此受到影響。截至二零一二年六月三十日止六個月，CNC工具機之銷售數量及銷售額分別為1,232台及約人民幣614,220,000元，與2011年同期比較均呈現下跌。另外，由於受到原材料價格上升和中國大陸勞工成本上漲的影響，於回顧期內CNC工具機業務之毛利率亦下跌至約22.8%。

於回顧期內，縱然受到中國經濟增長放緩所影響，本集團之高端CNC工具機產品仍然錄得不俗之銷售額，由杭州廠房生產之龍門加工中心以及意大利Rambaudi廠房生產之龍門銑床於本年度之銷售額合共約為人民幣114,600,000元，佔本集團CNC工具機銷售額約18.7%。而其中Rambaudi之龍門銑床的銷售價格較本集團之平均CNC工具機價格高約10倍以上。此等高端產品除可優化本集團之產品結構外，亦能增強本集團之核心競爭優勢。

## 財務回顧

### 收益

截至二零一二年六月三十日止六個月，本集團錄得收益約人民幣779,410,000元，與2011年同期比較下跌約17.6%。本集團之主要收益來源仍為銷售CNC工具機，於回顧期內，CNC工具機業務的銷售額為約人民幣614,220,000元，較去年同期下跌約20.2%，佔本集團整體收益約78.8%。另一方面，於回顧期內本集團的叉車業務之銷售額亦較去年同期下跌約26.8%至約人民幣99,080,000元，佔本集團整體收益約12.7%。此外，停車設備業務於回顧期內之銷售額為約人民幣66,110,000元，比較去年同期增加約62.4%，佔總收益約8.5%。

### 毛利及毛利率

於回顧期內，本集團之毛利約人民幣157,570,000元，而整體毛利率約為20.2%，而去年同期之毛利率為25.3%。由於本集團的主營產品CNC工具機於回顧期內之毛利率較去年同期有所下跌，從而令回顧期內的整體毛利率下跌。

### 分銷及銷售費用

截至二零一二年六月三十日止六個月，分銷及銷售費用增加約3.0%至約人民幣75,990,000元。由於意大利Rambaudi廠房生產之龍門銑床於回顧期內錄得增長，有關之銷售費用亦因應增加。於回顧期內，分銷及銷售費用佔本集團收益百分比因此增至約9.7%，而去年同期為約7.8%。



**行政費用**

行政費用比較去年同期減少約3.3%至回顧期內約人民幣50,320,000元。於回顧期內，行政費用內所包含之高新技術研發費用為約人民幣23,020,000元（二零一一年同期：人民幣28,750,000元），此研發費用之減少與本集團的主營產品CNC工具機於回顧期內之銷售額減少一致。另外，本集團於回顧期內並無明顯之應收帳款呆壞帳之撥回（二零一一年同期：人民幣2,920,000元之撥回）。

撇除此等，一般的行政費用增加約3.8%，主要由於折舊費用增加所致。

**財務費用**

於回顧期內，財務費用增加至約人民幣6,610,000元，主要由於本集團於回顧期內的平均銀行借貸增加所致。

**權益持有人應佔溢利**

截至二零一二年六月三十日止六個月，本公司的權益持有人應佔溢利約人民幣26,760,000元，較去年同期減少約73.9%。

**策略收購**

於二零一二年一月，本集團（聯同母公司友嘉實業股份有限公司）訂立協議，以收購一意大利企業Jobs Automazione S.p.A. (“JOBS”)之股本權益。此收購已於二零一二年一月完成，而本集團持有JOBS 15%之股本權益。

JOBS是有三十年歷史的意大利知名工具機廠，主要採用先進的線性馬達技術，生產五軸高速龍門加工中心，適用於航太、風力發電及工程機械等方面之應用領域。JOBS乃為歐洲航太業加工設備的製造龍頭，透過此項收購，本集團將可提升產品技術層次及使其產品組合更多元化；並加大開拓本集團於航天方面之應用領域，增強了本集團的整體業務發展。

## 前景展望

於二零一二年，歐元區主權債務危機尚未明朗，以及中國經濟增長放緩等不利宏觀經濟因素影響，本集團將仍需要面對充滿挑戰的經營環境。然而中國乃全球第一大工具機消耗國。中國政府所確定的「十二五」期間（二零一一年至二零一五年）之規劃，預期中國之高速鐵路、航太、汽車與能源產業對工具機之需求仍將大幅提升，特別是高端的CNC工具機。另外，中國逐漸出現勞工短缺，這將會令製造商更多使用CNC工具機等自動化設備，以提升生產效率，有利本集團的CNC工具機業務。另一方面，本集團將繼續加強CNC工具機產品的研發創新能力及優化產品組合，為客戶提供高品質的CNC工具機，以保持本集團在中國市場上的競爭優勢。

展望未來，管理層對於本集團的長遠發展前景保持樂觀。本集團會以謹慎的態度，在嚴峻市場環境下繼續強化核心業務根基。管理層相信憑藉本集團所擁有之龐大銷售網絡及完善之售後服務、穩固的業務基礎以及優異的產品質素，定能充份滿足客戶不同的需求，繼續鞏固其市場地位。管理層亦會著重加強成本控制及生產效率，以使本集團能獲得更理想的效益，竭誠為本公司的股東創造更佳的回報。

## 流動資金及財務資源

本集團的營運資金主要由內部經營活動現金流及現有銀行貸款作融資。於二零一二年六月三十日，本集團的現金及現金等值物為約人民幣158,860,000元（二零一一年十二月三十一日：人民幣140,480,000元）。於二零一二年六月三十日，本集團的流動資產淨額約為人民幣344,760,000元（二零一一年十二月三十一日：人民幣332,240,000元），而短期銀行借款約為人民幣419,510,000元（二零一一年十二月三十一日：人民幣364,160,000元）。於二零一二年六月三十日，本集團的流動比率（流動資產總額對流動負債總額）約為1.4倍（二零一一年十二月三十一日：1.3倍）。於二零一二年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為24.7%（二零一一年十二月三十一日：21.0%），反映本集團整體財務狀況仍保持強勁。

### 資本架構

於二零一二年六月三十日，本公司的股本為4,032,000港元，分403,200,000股每股0.01港元的股份（二零一一年十二月三十一日：4,032,000港元，分為403,200,000股每股0.01港元的股份）。

### 僱員及薪酬政策

於二零一二年六月三十日，本集團在香港及中國僱用合共約1,680位（二零一一年十二月三十一日：1,970位）全職僱員。本集團的薪酬政策將定期依據市場趨勢、未來計劃及檢討僱員的個人表現而制訂。除提供公積金計劃及國家管理社會福利計劃外，購股權（如有）將根據對個別僱員表現的評估向僱員授出，以作獎勵。

### 資本承擔及或然負債

本集團主要就物業、廠房及設備已作出資本支出承擔約人民幣6,520,000元（二零一一年十二月三十一日：人民幣6,500,000元），屬已訂約但尚未於財務報表作出撥備。本集團並無對出資合營企業承擔（二零一一年十二月三十一日：無）於二零一一年六月三十日，本集團並無任何重大或然負債（二零一一年十二月三十一日：無）。

### 集團資產押記

於二零一二年六月三十日，本集團有限制性銀行存款約人民幣21,930,000元（二零一一年十二月三十一日：人民幣35,210,000元），乃作為競投合約的銀行保證按金。

於二零一二年六月三十日，本公司之附屬公司以總賬面值人民幣37,700,000元（二零一一年十二月三十一日：人民幣38,390,000元）之土地使用權及樓宇抵押作本集團獲授之銀行貸款。

## 權益披露

### 董事的股份權益

於二零一二年六月三十日，董事或行政總裁於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須存置的本公司登記冊所記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

#### 1. 於本公司及其相聯法團的股份、相關股份及債券的好倉總額

| 董事姓名       | 相聯法團名稱                 | 權益性質  | 證券數目及類別       | 持股量概約  |
|------------|------------------------|-------|---------------|--------|
|            |                        |       |               | 百分比    |
| 朱志洋先生      | 友嘉實業股份有限公司<br>（「友嘉實業」） | 實益擁有人 | 24,403,347股股份 | 15.50% |
| 朱志洋先生（附註1） | 友嘉實業                   | 配偶權益  | 4,441,925股股份  | 2.82%  |
| 陳向榮先生      | 友嘉實業                   | 實益擁有人 | 4,480,841股股份  | 2.85%  |
| 朱志洋先生      | 友迦工業股份有限公司<br>（附註3）    | 實益擁有人 | 21,988股股份     | 0.22%  |
| 朱志洋先生（附註2） | 友迦工業股份有限公司<br>（附註3）    | 配偶權益  | 21,988股股份     | 0.22%  |
| 朱志洋先生      | 佑泰興實業股份有限公司<br>（附註3）   | 實益擁有人 | 1,000股股份      | 0.01%  |

| 董事姓名        | 相聯法團名稱   | 權益性質  | 證券數目及類別   | 持股量概約<br>百分比 |
|-------------|--|-------|-----------|--------------|
| 朱志洋先生 (附註4) | 佑泰興實業股份有限公司<br>(附註3)                               | 配偶權益  | 1,000股股份  | 0.01%        |
| 朱志洋先生 (附註5) | 友嘉國際股份有限公司<br>(附註3)                                | 配偶權益  | 14,700股股份 | 0.59%        |
| 陳向榮先生       | 友嘉國際股份有限公司<br>(附註3)                                | 實益擁有人 | 2,940股股份  | 0.12%        |
| 朱志洋先生       | Fair Fine (Hongzhou) Industrial<br>Co., Ltd. (附註3) | 實益擁有人 | 750股股份    | 0.03%        |
| 陳向榮先生       | Fair Fine (Hongzhou) Industrial<br>Co., Ltd. (附註3) | 實益擁有人 | 750股股份    | 0.03%        |

附註：

1. 朱志洋先生(「朱先生」)之配偶王紫緹女士(前稱王錦足)(「王女士」)持有友嘉實業已發行股本2.82%，故根據證券及期貨條例，朱先生被視為於王女士所持的友嘉實業所有股份中擁有權益。
2. 王女士持有友迦工業股份有限公司已發行股本0.22%，故根據證券及期貨條例，朱先生被視為於王女士持有的友迦工業股份有限公司所有股份中擁有權益。
3. 該等公司為友嘉實業的非全資附屬公司，故根據證券及期貨條例為本公司的相聯法團。

4. 王女士持有佑泰興實業股份有限公司已發行股本0.01%，故根據證券及期貨條例，朱先生被視為於王女士所持有的佑泰興實業股份有限公司所有股份中擁有權益。
5. 王女士持有友嘉國際股份有限公司已發行股本0.59%，故根據證券及期貨條例，朱先生被視為於王女士所持有的友嘉國際股份有限公司所有股份中擁有權益。

除上文所披露者外，於二零一二年六月三十日，本公司董事或高級行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊，或根據標準守則須知會本公司及聯交所的任何權益。

## **2. 於本公司及其相聯法團的股份、相關股份及債券中的淡倉總額**

於二零一二年六月三十日，本公司董事或高級行政人員概無於本公司或其相聯法團的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊或根據標準守則須知會本公司及聯交所的任何淡倉。

## **董事認購股份或債券的權利**

於期內任何時間，任何本公司董事或高級行政人員、彼等各自之配偶或未滿十八歲的子女概無獲授可透過收購本公司股份或債券而獲益之任何權利，彼等過往亦從無行使任何有關權利；本公司或其任何附屬公司概無訂立任何安排（下述購股權計劃除外），使董事可藉購入本公司或任何其他法團的股份或債券而獲得上述權利或利益。

## 購股權計劃

本公司於二零零五年十二月二十二日採納購股權計劃（「該計劃」），據此，董事會可酌情向董事及其他合資格人士（如該計劃所定義）授出購股權以供彼等認購本公司股份，作為彼等對本集團的成功作出貢獻的獎勵及／或回饋。有關該計劃載於本公司二零一一年年報內。

自採納計劃以來並無授出任何購股權。

## 主要股東

於二零一二年六月三十日，每位人士（本公司董事或高級行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉如下：

### 1. 於本公司股份及相關股份的好倉總額

| 股東名稱                       | 權益性質     | 所持普通股數目              | 佔本公司      |
|----------------------------|----------|----------------------|-----------|
|                            |          |                      | 已發行股本的百分比 |
| 友佳實業（香港）有限公司<br>（「友佳實業香港」） | 實益擁有人    | 232,000,000股<br>（附註） | 57.54%    |
| 友嘉實業                       | 受控制公司的權益 | 232,000,000股<br>（附註） | 57.54%    |

附註：友嘉實業擁有友佳實業香港約99.99%權益，故根據證券及期貨條例，友嘉實業被視為於友佳實業香港所持有的232,000,000股本公司股份的好倉中擁有權益。

除上文所披露者外，於二零一二年六月三十日，根據證券及期貨條例第336條規定須予存置的本公司登記冊所記錄，並無其他人士於本公司股份或相關股份中擁有權益或淡倉。

## 其他資料

### 根據上市規則第13.51B(1)條之董事資料變動

根據上市規則第13.51B(1)條，自二零一一年年報日期以來之本公司董事資料變動如下：

顧福身先生於二零一二年六月辭任濰柴動力股份有限公司（聯交所主板上市公司）之獨立非執行董事。

江俊德先生於二零一二年三月辭任豐聲科技股份有限公司（臺灣證券交易所股份有限公司上市公司）之獨立董事。

### 中期股息

董事會宣佈派發截至二零一二年六月三十日止六個月之每股中期股息人民幣0.05元（相當於根據於本公佈日期中國人民銀行公佈之人民幣兌港元之平均中間匯率計算所得約0.061港元）（二零一一年：人民幣0.12元），合共約為人民幣20,160,000元（相當於約24,600,000港元）（二零一一年：人民幣48,384,000元）。

中期股息是以人民幣宣派及計算，並將以港幣支付。為核實有權收取中期股息之本公司股東身份而需要暫停辦理股份過戶之日期及派息日期將於稍後公佈。

### 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一二年六月三十日止六個月內概無購買、贖回或出售任何本公司上市證券。

### 董事進行證券交易的標準守則

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易的守則。經向全體董事作出特定查詢後，本公司確認全體董事於回顧期內均一直遵守標準守則所載的標準規定。



## 企業管治常規守則

於截至二零一二年六月三十日止六個月期間本公司一直遵守上市規則附錄十四之企業管治常規守則（有效期至二零一二年三月三十一日）及企業管治守則（於二零一二年四月一日起生效）（「企業管治守則」），惟下列除外。

由於本公司董事會主席朱志洋先生及兩位獨立非執行董事分別因商務工幹及其他事務原因未能出席本公司於二零一二年五月二十五日舉行之股東週年大會，根據本公司之公司章程細則，該股東週年大會由本公司之執行董事陳向榮先生出任會議主持。守則條文第A.6.7條的規定，獨立非執行董事及非執行董事應出席股東大會及守則條文第E.1.2條規定董事會主席應出席股東週年大會。

## 審核委員會

本公司於二零零五年十二月二十二日成立審核委員會（「審核委員會」），並遵循企業管治守則以書面制訂職權範圍。審核委員會的主要職責為檢討及監管本集團的財務匯報程序及內部監控系統。審核委員會成員包括本公司三位獨立非執行董事，分別為顧福身先生（擔任主席）、江俊德先生及余玉堂先生。審核委員會已審閱本集團截至二零一二年六月三十日止六個月的未經審核簡明綜合財務資料。而本公司之核數師羅兵咸永道會計師事務所已根據香港會計師公會所頒布的香港審閱準則2410號「由實體獨立核數師審閱中期財務資料」對本集團截至二零一二年六月三十日止六個月的中期財務資料進行審閱。

## 提名委員會

本公司已成立提名委員會（「提名委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括兩位獨立非執行董事，分別為顧福身先生（擔任主席）及江俊德先生，以及一位執行董事，即陳向榮先生。

提名委員會的功能為檢討及監督董事會的架構、規模及組成；物色合資格人士出任董事會成員；評估獨立非執行董事的獨立性，以及向董事會就委任或重選董事作出推薦建議。

## 薪酬委員會

本公司已成立薪酬委員會（「薪酬委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括兩位獨立非執行董事，分別為顧福身先生（擔任主席）及江俊德先生，以及一位執行董事，即陳向榮先生。

薪酬委員會的功能為制定及檢討董事及高級管理層的薪酬政策及架構。

承董事會命  
**友佳國際控股有限公司**  
主席  
**朱志洋**

香港，二零一二年八月二十八日

## 中期財務資料審閱報告

### 致友佳國際控股有限公司董事會

(於開曼群島註冊成立之有限公司)

#### 引言

本核數師(以下簡稱「我們」)已審閱列載於第16至38頁的中期財務資料,此中期財務資料包括友佳國際控股有限公司(「貴公司」)及其子公司(合稱「貴集團」)於二零一二年六月三十日的中期簡明綜合資產負債表與截至該日止六個月期間的相關中期簡明綜合全面收益表、權益變動表和現金流量表,及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司主板證券上市規則規定,就中期財務資料編制的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編制及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並按照委聘之條款僅向整體董事會報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

#### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小,故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此,我們不會發表審核意見。

#### 結論

按照我們的審閱,我們並無發現任何事項,令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編制。

#### 羅兵咸永道會計師事務所

執業會計師

香港,二零一二年八月二十八日

## 簡明綜合全面收益表

|                          |      | 未經審核           |                |
|--------------------------|------|----------------|----------------|
|                          |      | 截至六月三十日止六個月    |                |
|                          | 附註   | 二零一二年<br>人民幣千元 | 二零一一年<br>人民幣千元 |
| 收益                       | 6    | 779,413        | 945,943        |
| 收益成本                     |      | (621,847)      | (706,893)      |
| <b>毛利</b>                |      | <b>157,566</b> | 239,050        |
| 其他收入                     | 7    | 12,799         | 13,453         |
| 分佔共同控制實體虧損               |      | (519)          | —              |
| 分佔一間聯營公司虧損               |      | (1,232)        | —              |
| 分銷及銷售費用                  |      | (75,985)       | (73,768)       |
| 行政費用                     |      | (50,318)       | (52,058)       |
| 其他開支                     |      | (1,873)        | (1,480)        |
| <b>經營溢利</b>              | 6, 8 | <b>40,438</b>  | 125,197        |
| 財務費用                     |      | (6,607)        | (3,309)        |
| <b>除稅前溢利</b>             |      | <b>33,831</b>  | 121,888        |
| 所得稅開支                    | 9    | (7,069)        | (19,172)       |
| <b>本公司權益持有人應佔溢利</b>      |      | <b>26,762</b>  | 102,716        |
| 其他全面收益                   |      | (1,119)        | —              |
| <b>本公司權益持有人應佔全面收益總額</b>  |      | <b>25,643</b>  | 102,716        |
| <b>本公司權益持有人應佔溢利之每股盈利</b> |      |                |                |
| — 基本及攤薄                  | 10   | 0.07           | 0.25           |
| <b>股息</b>                | 11   | <b>20,160</b>  | 48,384         |

第21至38頁之附註為本簡明綜合中期財務資料之重要組成部份。

## 簡明綜合資產負債表

|                     | 附註 | 未經審核<br>二零一二年<br>六月三十日<br>人民幣千元 | 經審核<br>二零一一年<br>十二月三十一日<br>人民幣千元 |
|---------------------|----|---------------------------------|----------------------------------|
| <b>資產</b>           |    |                                 |                                  |
| <b>非流動資產</b>        |    |                                 |                                  |
| 物業、廠房及設備            | 12 | 290,393                         | 288,677                          |
| 投資物業                | 13 | 1,253                           | 1,442                            |
| 無形資產                | 14 | 14,534                          | 14,779                           |
| 於共同控制實體之投資          | 15 | 19,433                          | 19,952                           |
| 於一間聯營公司之投資          | 16 | 12,142                          | —                                |
| 遞延稅項資產              |    | 4,246                           | 4,534                            |
| 購置廠房及設備之按金          |    | 2,076                           | 2,178                            |
| 土地使用權               | 17 | 39,896                          | 40,367                           |
| <b>非流動資產總額</b>      |    | <b>383,973</b>                  | <b>371,929</b>                   |
| <b>流動資產</b>         |    |                                 |                                  |
| 存貨                  |    | 480,025                         | 532,791                          |
| 應收賬款、按金及預付款項        | 18 | 608,775                         | 622,577                          |
| 應收客戶合約工程款項          |    | 35,219                          | 29,135                           |
| 應收最終控股公司款項          | 23 | 3,891                           | —                                |
| 應收一間同系附屬公司款項        | 23 | —                               | 48                               |
| 應收共同控制實體款項          | 23 | 6,942                           | —                                |
| 應收最終控股公司的一名聯繫人款項    | 23 | —                               | 241                              |
| 限制性銀行存款             |    | 21,933                          | 35,205                           |
| 現金及現金等值物            |    | 158,861                         | 140,482                          |
| <b>流動資產總額</b>       |    | <b>1,315,646</b>                | <b>1,360,479</b>                 |
| <b>總資產</b>          |    | <b>1,699,619</b>                | <b>1,732,408</b>                 |
| <b>權益</b>           |    |                                 |                                  |
| <b>本公司權益持有人應佔權益</b> |    |                                 |                                  |
| 股本                  | 19 | 4,022                           | 4,022                            |
| 儲備                  |    | 303,090                         | 304,209                          |
| 保留盈利                |    | 400,899                         | 374,137                          |
| <b>總權益</b>          |    | <b>708,011</b>                  | <b>682,368</b>                   |

|                  | 附註 | 未經審核<br>二零一二年<br>六月三十日<br>人民幣千元 | 經審核<br>二零一一年<br>十二月三十一日<br>人民幣千元 |
|------------------|----|---------------------------------|----------------------------------|
| <b>負債</b>        |    |                                 |                                  |
| <b>非流動負債</b>     |    |                                 |                                  |
| 遞延稅項負債           |    | 20,723                          | 21,800                           |
| <b>非流動負債總額</b>   |    | <u>20,723</u>                   | <u>21,800</u>                    |
| <b>流動負債</b>      |    |                                 |                                  |
| 應付賬款、其他應付賬款及應計費用 | 21 | 494,614                         | 600,101                          |
| 應付客戶合約工程款項       |    | 30,382                          | 26,364                           |
| 應付最終控股公司款項       | 23 | —                               | 1,542                            |
| 應付直接控股公司款項       | 23 | 4,155                           | 4,624                            |
| 應付一間共同控制實體款項     | 23 | 102                             | —                                |
| 應付一間同系附屬公司款項     | 23 | 6,330                           | 11,661                           |
| 即期所得稅負債          |    | 8,188                           | 11,515                           |
| 保證撥備             |    | 7,600                           | 8,278                            |
| 借貸               | 20 | 419,514                         | 364,155                          |
| <b>流動負債總額</b>    |    | <u>970,885</u>                  | <u>1,028,240</u>                 |
| <b>總負債</b>       |    | <u>991,608</u>                  | <u>1,050,040</u>                 |
| <b>總權益及負債</b>    |    | <u>1,699,619</u>                | <u>1,732,408</u>                 |
| <b>流動資產淨額</b>    |    | <u>344,761</u>                  | <u>332,239</u>                   |
| <b>總資產減流動負債</b>  |    | <u>728,734</u>                  | <u>704,168</u>                   |

第21至38頁之附註為本簡明綜合中期財務資料之重要組成部份。

## 簡明綜合權益變動表

|                            | 未經審核        |               |               |               |               |              |
|----------------------------|-------------|---------------|---------------|---------------|---------------|--------------|
|                            | 股本<br>人民幣千元 | 股本溢價<br>人民幣千元 | 股本儲備<br>人民幣千元 | 其他儲備<br>人民幣千元 | 保留盈利<br>人民幣千元 | 總權益<br>人民幣千元 |
| 於二零一一年一月一日之結餘              | 4,022       | 271,792       | 77,338        | 44,764        | 220,447       | 618,363      |
| 全面收益：                      |             |               |               |               |               |              |
| 期內溢利                       | -           | -             | -             | -             | 102,716       | 102,716      |
| 截至二零一一年六月三十日<br>止期間之全面收益總額 | -           | -             | -             | -             | 102,716       | 102,716      |
| 於二零一一年五月派發<br>有關二零一零年度股息   | -           | -             | -             | -             | (40,320)      | (40,320)     |
| 於二零一一年六月三十日之結餘             | 4,022       | 271,792       | 77,338        | 44,764        | 282,843       | 680,759      |

|                            | 未經審核        |               |               |               |               |              |
|----------------------------|-------------|---------------|---------------|---------------|---------------|--------------|
|                            | 股本<br>人民幣千元 | 股本溢價<br>人民幣千元 | 股本儲備<br>人民幣千元 | 其他儲備<br>人民幣千元 | 保留盈利<br>人民幣千元 | 總權益<br>人民幣千元 |
| 於二零一二年一月一日之結餘              | 4,002       | 183,088       | 77,338        | 43,783        | 374,137       | 682,368      |
| 全面收益：                      |             |               |               |               |               |              |
| 期內溢利                       | -           | -             | -             | -             | 26,762        | 26,762       |
| 其他全面收益：                    |             |               |               |               |               |              |
| 貨幣換算差額                     | -           | -             | -             | (1,119)       | -             | (1,119)      |
| 截至二零一二年六月三十日<br>止期間之全面收益總額 | -           | -             | -             | (1,119)       | 26,762        | 25,643       |
| 於二零一二年六月三十日之結餘             | 4,022       | 183,088       | 77,338        | 42,664        | 400,899       | 708,011      |

第21至38頁之附註為本簡明綜合中期財務資料之重要組成部份。

## 簡明綜合現金流量表

|                          |    | 未經審核            |                 |
|--------------------------|----|-----------------|-----------------|
|                          |    | 截至六月三十日止六個月     |                 |
|                          | 附註 | 二零一二年<br>人民幣千元  | 二零一一年<br>人民幣千元  |
| <b>經營活動（所用）／產生的現金流量</b>  |    |                 |                 |
| 營運（所用）／產生的現金             |    | (4,589)         | 28,210          |
| — 已付所得稅                  |    | (11,184)        | (16,152)        |
| <b>經營活動（所用）／產生的現金淨額</b>  |    | <b>(15,773)</b> | <b>12,058</b>   |
| <b>投資活動產生的現金流量</b>       |    |                 |                 |
| — 收購一間聯營公司               | 16 | (13,374)        | —               |
| — 於一間共同控制實體之投資           |    | —               | (4,487)         |
| — 收購物業、廠房及設備及無形資產        |    | (14,925)        | (41,215)        |
| — 出售物業、廠房及設備的所得款項        |    | 427             | 780             |
| — 限制性銀行存款減少／（增加）         |    | 13,272          | (39,349)        |
| <b>投資活動所用現金淨額</b>        |    | <b>(14,600)</b> | <b>(84,271)</b> |
| <b>融資活動產生的現金流量</b>       |    |                 |                 |
| — 新增借貸的所得款項              |    | 791,609         | 145,581         |
| — 償還借貸                   |    | (736,250)       | (69,362)        |
| — 已付權益持有人的股息             |    | —               | (40,320)        |
| — 已付利息                   |    | (6,607)         | (3,309)         |
| <b>融資活動產生的現金淨額</b>       |    | <b>48,752</b>   | <b>32,590</b>   |
| <b>現金及現金等值物增加／（減少）淨額</b> |    | <b>18,379</b>   | <b>(39,623)</b> |
| 期初現金及現金等值物               |    | 140,482         | 161,045         |
| <b>期末現金及現金等值物</b>        |    | <b>158,861</b>  | <b>121,422</b>  |

第21至38頁之附註為本簡明綜合中期財務資料之重要組成部分。



## 簡明綜合中期財務資料附註

### 1 一般資料

友佳國際控股有限公司（「本公司」）及其附屬公司（「本集團」）從事設計及生產電腦數控工具機、立體停車設備及叉車。

本公司於開曼群島註冊成立，其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman Ky-1111, Cayman Islands。

本公司之股份自二零零六年一月十一日起在香港聯合交易所有限公司（「聯交所」）主板上市。本公司於二零一零年三月十八日在台灣證券交易所（「台灣證券交易所」）發行及上市67,200,000份台灣存託憑證（「台灣存託憑證」），相當於本公司之67,200,000股已發行新股份。

除另有說明者外，該等簡明綜合中期財務資料均以人民幣（「人民幣」）呈報。該等簡明綜合中期財務資料已由董事會於二零一二年八月二十八日批准刊發。

本簡明綜合中期財務資料乃未經審核。

### 2 編製基準

截至二零一二年六月三十日止六個月之簡明綜合中期財務資料乃根據香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」編製。簡明綜合中期財務資料應與根據香港財務報告準則（「香港財務報告準則」）編製之截至二零一一年十二月三十一日止年度之年度財務報表一併閱讀。

### 3 會計政策

除下文所述者外，所採納之會計政策與截至二零一一年十二月三十一日止年度之年度財務報表所表述者一致。

本中期期間的所得稅乃按照預期全年盈利總額適用之稅率應計入賬。

### 3 會計政策（續）

以下為於二零一二年一月一日開始的財政年度已頒佈但尚未生效，且並無提早採納的新訂準則及經修訂準則：

- 香港財務報告準則第9號「金融工具」處理金融資產及金融負債的分類、計量及取消確認。該準則於二零一五年一月一日方適用，惟可提早採納。一經採納，該準則尤其會影響本集團對其可供出售金融資產之會計處理，原因是倘公平值收益及虧損與非持作買賣之股權投資有關，則香港財務報告準則第9號僅允許在其他全面收益中確認該等公平值收益及虧損。例如，可供出售債務投資之公平值收益及虧損將因此須直接於損益賬內確認。本集團尚未評估香港會計準則第9號之修訂的影響。
- 香港財務報告準則第10號「綜合財務報表」以現有原則為基礎，確定將控制權的概念作為釐定實體是否應計入母公司的綜合財務報表之因素。該準則於凡屬難以評估的情況下提供協助釐定控制權的額外指引。本集團尚未評估香港財務報告準則第10號的全面影響及擬於其生效日期（即二零一三年一月一日或之後開始的會計期間）後採納香港財務報告準則第10號。
- 香港財務報告準則第12號「於其他實體權益的披露」包括就於共同安排、聯營公司、特殊目的工具及其他資產負債表外工具等其他實體的所有權益形式的披露規定。本集團尚未評估香港財務報告準則第12號的全面影響及擬於其生效日期（即二零一三年一月一日或之後開始的會計期間）後採納香港財務報告準則第12號。
- 香港財務報告準則第13號「公平值計量」旨在透過提供公平值的精確定義及公平值計量的單一來源及於香港財務報告準則使用的披露規定，從而提升一致性及減低複雜性。該等規定並不擴大公平值會計法的使用，惟在香港財務報告準則內其他準則已規定或准許其使用的情況下應如何應用提供了指引。本集團尚未評估香港財務報告準則第13號的全面影響及擬於其生效日期（即二零一三年一月一日或之後開始的會計期間）後採納香港財務報告準則第13號。
- 香港會計準則第19號（修訂）「僱員福利」取消了「緩衝區法」，並以出資淨額為基礎計算財務費用。本集團尚未評估香港會計準則第19號的影響，其生效日期為二零一三年一月一日之後開始的會計期間。

並無其他香港財務報告準則或香港（國際財務報告詮釋委員會）的詮釋尚未生效而預期將對本集團產生重大影響。

## 4 估計

於編製中期財務資料時，管理層須作出會影響會計政策應用以及資產及負債與收支呈報金額之判斷、估計及假設。實際結果可能有別於該等估計。

於編製該等簡明綜合中期財務報表時，管理層於應用本集團會計政策時作出之重大判斷及估計不明朗因素之主要來源與截至二零一一年十二月三十一日止年度之綜合財務報表所應用者相同。

## 5 金融風險管理

### 5.1 金融風險因素

本集團之業務承受多種金融風險：市場風險（包括貨幣風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。

中期簡明綜合財務報表並不包括年度財務報表須披露的所有金融風險管理資料以及事項，並應連同本集團於二零一一年十二月三十一日之年度財務報表一併閱讀。

自年末起，風險管理部門或任何風險管理政策並無任何變動。

### 5.2 流動資金風險

與年末相比，金融負債之合約未折現現金流量並無重大變動。

### 5.3 公平值估計

於二零一二年六月三十日，本集團並無金融工具以公平值列賬。

由於應收款項及應付款項之短期性質使然，其賬面值減去減值撥備為其公平值之合理估算。

## 6 分類資料

主要經營決策者已確定為本公司執行董事（「執行董事」）。執行董事審閱本集團之內部報告，以評估表現及分配資源。管理層根據執行董事所審閱作為制定策略決定依據之該等報告釐定經營分類。

## 6 分類資料 (續)

執行董事認為本集團有三個應呈報分類：(1)工具機；(2)停車設備；及(3)叉車。

執行董事根據與簡明綜合財務資料所採納者一致之各自的毛利評估經營分類之表現。

本集團並無分配經營成本或資產至其分類，因為執行董事並無使用此等資料分配資源至經營分類或評估經營分類之表現。因此，本集團並無報告各呈報分類之溢利及總資產。

### 截至二零一二年六月三十日止六個月

|              | 工具機<br>人民幣千元<br>(未經審核) | 停車設備<br>人民幣千元<br>(未經審核) | 叉車<br>人民幣千元<br>(未經審核) | 未分配<br>人民幣千元<br>(未經審核) | 本集團總計<br>人民幣千元<br>(未經審核) |
|--------------|------------------------|-------------------------|-----------------------|------------------------|--------------------------|
| 收益 (均來自對外銷售) | 614,219                | 66,112                  | 99,082                | -                      | 779,413                  |
| 銷售成本         | (474,191)              | (57,541)                | (90,115)              | -                      | (621,847)                |
| 分類溢利         | <u>140,028</u>         | <u>8,571</u>            | <u>8,967</u>          | <u>-</u>               | <u>157,566</u>           |
| 其他收入         |                        |                         |                       | 12,799                 | 12,799                   |
| 分佔共同控制實體虧損   |                        |                         |                       | (519)                  | (519)                    |
| 分佔一間聯營公司虧損   |                        |                         |                       | (1,232)                | (1,232)                  |
| 分銷及銷售費用      |                        |                         |                       | (75,985)               | (75,985)                 |
| 行政費用         |                        |                         |                       | (50,318)               | (50,318)                 |
| 其他開支         |                        |                         |                       | (1,873)                | (1,873)                  |
| 經營溢利         |                        |                         |                       | (117,128)              | 40,438                   |
| 財務費用         |                        |                         |                       | (6,607)                | (6,607)                  |
| 除稅前溢利        |                        |                         |                       | (123,735)              | 33,831                   |
| 所得稅開支        |                        |                         |                       | (7,069)                | (7,069)                  |
| 期內溢利         |                        |                         |                       |                        | <u>26,762</u>            |

## 6 分類資料(續)

截至二零一一年六月三十日止六個月

|             | 工具機<br>人民幣千元<br>(未經審核) | 停車設備<br>人民幣千元<br>(未經審核) | 叉車<br>人民幣千元<br>(未經審核) | 未分配<br>人民幣千元<br>(未經審核) | 本集團總計<br>人民幣千元<br>(未經審核) |
|-------------|------------------------|-------------------------|-----------------------|------------------------|--------------------------|
| 收益(均來自對外銷售) | 769,838                | 40,699                  | 135,406               | –                      | 945,943                  |
| 銷售成本        | (542,686)              | (34,563)                | (129,644)             | –                      | (706,893)                |
| 分類溢利        | <u>227,152</u>         | <u>6,136</u>            | <u>5,762</u>          | <u>–</u>               | 239,050                  |
| 其他收入        |                        |                         |                       | 13,453                 | 13,453                   |
| 分銷及銷售費用     |                        |                         |                       | (73,768)               | (73,768)                 |
| 行政費用        |                        |                         |                       | (52,058)               | (52,058)                 |
| 其他開支        |                        |                         |                       | (1,480)                | (1,480)                  |
| 經營溢利        |                        |                         |                       | (113,853)              | 125,197                  |
| 財務費用        |                        |                         |                       | (3,309)                | (3,309)                  |
| 除稅前溢利       |                        |                         |                       | (117,162)              | 121,888                  |
| 所得稅開支       |                        |                         |                       | (19,172)               | (19,172)                 |
| 期內溢利        |                        |                         |                       |                        | <u>102,716</u>           |

## 7 其他收入

|               | 截至六月三十日止六個月              |                          |
|---------------|--------------------------|--------------------------|
|               | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 淨匯兌收益         | —                        | 6,525                    |
| 銷售廢料          | 3,082                    | 1,055                    |
| 政府補貼          | 2,825                    | 820                      |
| 維修收入          | 4,076                    | 2,515                    |
| 投資物業所得之租金收入   | 165                      | 336                      |
| 出售物業、廠房及設備之收益 | 158                      | 11                       |
| 利息收入          | 1,827                    | 1,784                    |
| 其他            | 666                      | 407                      |
|               | <u>12,799</u>            | <u>13,453</u>            |

## 8 經營溢利

經營溢利已扣除／(計入)下列各項：

|               | 截至六月三十日止六個月              |                          |
|---------------|--------------------------|--------------------------|
|               | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 呆壞賬撥備，淨額      | 68                       | (2,917)                  |
| 無形資產攤銷        | 1,033                    | 1,550                    |
| 土地使用權攤銷       | 471                      | 471                      |
| 物業、廠房及設備折舊    | 13,192                   | 10,322                   |
| 投資物業折舊        | 45                       | 50                       |
| 存貨撥備，淨額       | 742                      | 648                      |
| 研發開支          | 23,022                   | 28,746                   |
| 淨匯兌虧損／(收益)    | 896                      | (6,525)                  |
| 出售物業、廠房及設備之虧損 | 57                       | 174                      |

## 9 所得稅開支

|       | 截至六月三十日止六個月              |                          |
|-------|--------------------------|--------------------------|
|       | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 企業所得稅 | 7,857                    | 19,607                   |
| 遞延稅項  | (788)                    | (435)                    |
|       | <u>7,069</u>             | <u>19,172</u>            |

於兩個期間內，由於本集團並無任何於香港產生的應課稅溢利，因此並無就香港利得稅作出撥備。此外，於兩個期間內並無就意大利的溢利作出撥備，理由是本集團的意大利業務並無任何應課稅溢利。

企業所得稅（「企業所得稅」）乃按12.5%至15%（二零一一年：12.5%至15%）之中國企業所得稅率就中國的企業計提撥備。於二零一一年，杭州友佳精密機械有限公司（「杭州友佳」）獲相關政府當局批准延續其高新技術企業稱號，可於二零一一年起計的三年期間享受15%的優惠稅率。因此，杭州友佳於截至二零一二年六月三十日止六個月適用的稅率為15%（二零一一年：15%）。

## 10 每股盈利

|                     | 截至六月三十日止六個月     |                 |
|---------------------|-----------------|-----------------|
|                     | (每股人民幣元)        |                 |
|                     | 二零一二年<br>(未經審核) | 二零一一年<br>(未經審核) |
| 本公司權益持有人應佔期內溢利之每股盈利 |                 |                 |
| — 基本                | <u>0.07</u>     | <u>0.25</u>     |

每股基本盈利是按本公司權益持有人應佔溢利人民幣26,762,000元（截至二零一一年六月三十日止六個月：人民幣102,716,000元），以及403,200,000股（二零一一年：403,200,000股）已發行普通股計算。

於兩個期間內，並無具潛在攤薄效應之已發行股份。

## 11 股息

|                                | 截至六月三十日止六個月              |                          |
|--------------------------------|--------------------------|--------------------------|
|                                | (人民幣千元)                  |                          |
|                                | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 中期股息每股人民幣0.05元（二零一一年：人民幣0.12元） | <u>20,160</u>            | <u>48,384</u>            |

於二零一二年八月二十八日舉行之董事會會議上，董事宣派截至二零一二年六月三十日止六個月之中期股息每股人民幣0.05元（二零一一年：人民幣0.12元）。此中期股息並無於截至二零一二年六月三十日止六個月之未經審核簡明綜合財務資料內確認為應付股息。



## 12 物業、廠房及設備

人民幣千元  
(未經審核)

## 截至二零一一年六月三十日止六個月

|                   |          |
|-------------------|----------|
| 於二零一一年一月一日之期初賬面淨值 | 228,404  |
| 添置                | 43,880   |
| 出售                | (954)    |
| 轉撥自投資物業           | 499      |
| 折舊及攤銷             | (10,322) |

於二零一一年六月三十日之期末賬面淨值 261,507

## 截至二零一二年六月三十日止六個月

|                   |          |
|-------------------|----------|
| 於二零一二年一月一日之期初賬面淨值 | 288,677  |
| 添置                | 15,248   |
| 出售                | (484)    |
| 轉撥自投資物業(附註a)      | 144      |
| 折舊及攤銷             | (13,192) |

於二零一二年六月三十日之期末賬面淨值 290,393

附註a：於截至二零一二年六月三十日止六個月期間，本集團已終止其投資物業若干部分之若干租賃協議，並且將該等物業保留作為自用。因此，於用途改變當日，相關部分投資物業之相關賬面值轉撥至固定資產。

## 13 投資物業

|                      | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
|----------------------|--------------------------|--------------------------|
| 於一月一日之期初賬面淨值         | 1,442                    | 2,042                    |
| 轉撥至物業、廠房及設備(附註12(a)) | (144)                    | (499)                    |
| 折舊                   | (45)                     | (50)                     |
| 於六月三十日之期末賬面淨值        | <u>1,253</u>             | <u>1,493</u>             |

## 14 無形資產

人民幣千元  
(未經審核)

### 截至二零一一年六月三十日止六個月

|                   |         |
|-------------------|---------|
| 於二零一一年一月一日之期初賬面淨值 | 16,623  |
| 添置                | 2,231   |
| 攤銷                | (1,550) |

### 於二零一一年六月三十日之期末賬面淨值

17,304

### 截至二零一二年六月三十日止六個月

|                   |         |
|-------------------|---------|
| 於二零一二年一月一日之期初賬面淨值 | 14,779  |
| 添置                | 788     |
| 攤銷                | (1,033) |

### 於二零一二年六月三十日之期末賬面淨值

14,534

## 15 於共同控制實體的投資

於二零一零年一月及七月以及二零一一年三月，本公司向中國一間共同控制實體Anest Iwata Feeler Corporation (「AIF」) 注入約630,000美元(相當於人民幣4,301,000元)、525,000美元(相當於人民幣3,560,000元)及683,000美元(相當於人民幣4,487,000元)之繳足股本。AIF由本公司、第三方公司Anest Iwata Corporation (「AIC」) 及本公司最終控股公司之共同控制實體Anest Iwata Taiwan (「AIT」) 於二零零九年成立。於二零一二年六月三十日，本公司、AIC及AIT於AIF分別持有35%、35%及30%之權益。本公司使用權益法確認其於AIF之權益。

## 16. 於一間聯營公司之投資

於二零一二年一月十六日，天盛香港實業有限公司（本公司的全資附屬公司）與ETG Machine Tools S.r.l.（「ETGMT」，為獨立第三方）就按代價1,651,000歐元（相當於人民幣13,374,000元）向ETGMT收購Jobs Automazione S.p.A（「Jobs」，為於意大利註冊成立的企業）15%權益訂立買賣協議。有關交易已於二零一二年一月十九日完成。本公司有一名代表加入Jobs的董事會。因此，本集團於財務報表內認列該項投資為一間聯營公司。

|             | 截至二零一二年<br>六月三十日<br>止六個月<br>人民幣千元<br>(未經審核) |
|-------------|---|
| 期初          | -   |
| 增添          | 13,374                                      |
| 分佔聯營公司除稅後虧損 | (1,232)                                     |
| 期終          | <u>12,142</u>                               |

本集團分佔Jobs的業績及其總資產及負債列示如下：

|       | 截至二零一二年<br>六月三十日<br>止六個月<br>人民幣千元<br>(未經審核) |
|-------|---|
| 資產    | 80,255                                      |
| 負債    | 72,994                                      |
| 收益    | 27,863                                      |
| 分佔虧損  | (1,232)                                     |
| 持有百分比 | <u>15%</u>                                  |

## 17 土地使用權

該等金額指與於中國獲授10至50年批地期間之土地使用權有關之預付經營租賃租金。餘額變動分析如下：

|               | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
|---------------|--------------------------|--------------------------|
| 於一月一日之期初賬面淨值  | 40,367                   | 41,310                   |
| 攤銷            | (471)                    | (471)                    |
| 於六月三十日之期末賬面淨值 | <u>39,896</u>            | <u>40,839</u>            |

## 18 應收賬款、按金及預付款項

|                | 於<br>二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 於<br>二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|----------------|--|---|
| 貿易應收賬款及應收票據    | 558,010                                | 553,407                                 |
| 減：貿易應收賬款減值撥備   | <u>(21,528)</u>                        | <u>(23,082)</u>                         |
| 貿易應收賬款－淨額      | 536,482                                | 530,325                                 |
| 預付款項           | 28,776                                 | 47,368                                  |
| 其他             | <u>43,517</u>                          | <u>44,884</u>                           |
| 應收賬款、按金及預付款項合計 | <u>608,775</u>                         | <u>622,577</u>                          |

## 18 應收賬款、按金及預付款項（續）

本集團一般給予其客戶30至180天賒賬期。本集團亦允許客戶保留若干比例的未償還結餘作為一年保證期的保留金。貿易應收賬款及應收票據的賬齡分析如下：

|         | 於                                 |                                    |
|---------|-----------------------------------|------------------------------------|
|         | 二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
| 目前－30天  | 441,080                           | 451,349                            |
| 31－60天  | 16,161                            | 10,388                             |
| 61－90天  | 12,877                            | 9,257                              |
| 91－180天 | 28,867                            | 25,565                             |
| 180天以上  | 59,025                            | 56,848                             |
|         | <u>558,010</u>                    | <u>553,407</u>                     |

## 19 股本

|                          | 股份數目<br>千股       | 面值<br>人民幣千元   |
|--------------------------|------------------|---------------|
| 每股面值0.01港元之普通股           |                  |               |
| 法定：                      |                  |               |
| 於二零一二年六月三十日及二零一一年十二月三十一日 | <u>1,000,000</u> | <u>10,211</u> |
| 已發行及繳足：                  |                  |               |
| 於二零一二年一月一日及二零一二年六月三十日    | <u>403,200</u>   | <u>4,022</u>  |

## 20 借貸

|                          | 於<br>二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|--------------------------|--|------------------------------------|
| 一年內                      | 394,856                                | 364,155                            |
| 於一年後還款並且載有應要求還款條款之部分銀行借貸 | 24,658                                 | —                                  |
|                          | <u>419,514</u>                         | <u>364,155</u>                     |

借貸之變動分析如下：

|                         |                  |
|-------------------------|------------------|
|                         | 人民幣千元<br>(未經審核)  |
| <b>截至二零一二年六月三十日止六個月</b> |                  |
| 於二零一二年一月一日之期初金額         | 364,155          |
| 新借貸之提取                  | 791,609          |
| 償還借貸                    | <u>(736,250)</u> |
| <b>於二零一二年六月三十日之期末金額</b> | <u>419,514</u>   |

借貸乃按市場利率介乎每年1.70%至7.87%（二零一一年六月三十日：每年0.46%至6.44%）之間計息。

於二零一一年六月三十日，本公司之附屬公司已分別抵押其總賬面值為人民幣13,382,000元及人民幣24,319,000元（二零一一年十二月三十一日：人民幣13,537,000元及人民幣24,849,000元）之土地使用權及樓宇，以擔保若干銀行向彼等授出之一般銀行融資。

## 21 應付賬款、其他應付款項及應計費用

|           | 於<br>二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|-----------|--|------------------------------------|
| 貿易應付賬款    | 223,150                                | 302,299                            |
| 來自客戶的預付按金 | 216,592                                | 227,222                            |
| 其他應付款項    | 21,012                                 | 39,356                             |
| 應計費用      | 33,860                                 | 31,224                             |
|           | <u>494,614</u>                         | <u>600,101</u>                     |

本集團一般獲授30至60天的信貸期。應付賬款之賬齡分析如下：

|         | 於<br>二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|---------|--|------------------------------------|
| 目前－30天  | 141,357                                | 224,490                            |
| 31－60天  | 63,063                                 | 57,619                             |
| 61－90天  | 11,177                                 | 7,752                              |
| 91－180天 | 3,921                                  | 2,253                              |
| 180天以上  | 3,632                                  | 10,185                             |
|         | <u>223,150</u>                         | <u>302,299</u>                     |

## 22 資本承擔

|                                   | 於<br>二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|-----------------------------------|--|------------------------------------|
| 就下列各項已訂約但尚未撥備之資本支出<br>－收購物業、廠房及設備 | <u>6,524</u>                           | <u>6,502</u>                       |

## 23 關連人士交易

### (a) 交易及結餘

於期內及結算日，本集團與其關連人士曾進行以下交易及持有結餘：

#### 交易：

| 公司名稱   | 關係             | 交易性質         | 截至六月三十日止六個月              |                          |
|--|----------------|--------------|--------------------------|--------------------------|
|  |                |              | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 友嘉實業股份有限公司<br>(「友嘉實業」)   | 最終控股公司         | 銷售貨品<br>採購貨品 | 468<br>15,496            | 815<br>16,166            |
| 友佳實業(香港)有限公司<br>(「友佳實業(香港)」)   | 直接控股公司         | 採購貨品         | 46,099                   | 90,395                   |
| 杭州友嘉高松機械<br>有限公司   | 最終控股公司之<br>聯繫人 | 銷售貨品<br>採購貨品 | 31<br>17                 | 40<br>—                  |
| 杭州友維機電有限公司<br>(「友維」)   | 同系附屬公司         | 銷售貨品         | 115                      | 105                      |
| Hangzhou Anest Iwata<br>Feeler Corporation<br>(「Anest Iwata Feeler」) | 共同控制實體         | 銷售貨品<br>採購貨品 | 5,934<br>87              | 6,274<br>281             |
| Hangzhou Best Friend<br>Technology Co., Ltd.<br>(「Best Friend」)      | 最終控股公司之<br>聯繫人 | 銷售貨品         | 27                       | 133                      |
| Sanco Machine & Tools<br>Corporation (「SANCO」)                       | 最終控股公司之<br>聯繫人 | 採購貨品         | 27,449                   | 690                      |
| 友迦工業股份有限公司   | 最終控股公司之<br>聯繫人 | 銷售貨品         | —                        | 169                      |

上述交易的條款乃根據本公司與各相關關連人士訂立的框架協議規管。



## 23 關連人士交易(續)

## (a) 交易及結餘(續)

## 結餘

| 公司名稱               | 關係         | 結餘性質          | 二零一二年<br>六月三十日<br>人民幣千元<br>(未經審核) | 二零一一年<br>十二月三十一日<br>人民幣千元<br>(經審核) |
|--------------------|------------|---------------|-----------------------------------|------------------------------------|
| 友嘉實業               | 最終控股公司     | 應收貿易款項(附註(a)) | 3,891                             | -                                  |
|                    |            | 應付貿易款項(附註(b)) | -                                 | (1,542)                            |
| 友雄                 | 同系附屬公司     | 應收貿易款項(附註(a)) | -                                 | 48                                 |
| 友佳實業(香港)           | 直接控股公司     | 應付貿易款項(附註(b)) | (4,155)                           | (4,624)                            |
| Anest Iwata Feeler | 共同控制實體     | 應收貿易款項(附註(a)) | 6,942                             | -                                  |
|                    |            | 應付貿易款項(附註(b)) | (102)                             | -                                  |
| Best Friend        | 最終控股公司之聯繫人 | 應收貿易款項(附註(a)) | -                                 | 241                                |
| SANCO              | 同系附屬公司     | 應付貿易款項(附註(b)) | (6,330)                           | (11,661)                           |

(a) 就與同系附屬公司及最終控股公司以及其聯繫人進行的銷售而言，本集團一般給予的信貸期為90天。於二零一二年及二零一一年十二月三十一日，上列結餘的賬齡大部份為六至十二個月內。

(b) 結餘為無抵押、免息及須於要求時償還。

## 23 關連人士交易（續）

### (b) 主要管理人員補償

|         | 截至六月三十日止六個月              |                          |
|---------|--------------------------|--------------------------|
|         | 二零一二年<br>人民幣千元<br>(未經審核) | 二零一一年<br>人民幣千元<br>(未經審核) |
| 薪金及其他津貼 | 1,745                    | 1,586                    |

## 24 控股公司

董事將友佳實業（香港）有限公司（一間於香港註冊成立之公司）及友嘉實業股份有限公司（一間在台灣註冊成立之公司）分別視為直接控股公司及最終控股公司。

## 25 結算日後發生之事項

於二零一二年六月三十日後直至此等財務報表獲批准當日，並無發生重大結算日後事項。

## 附 件 五

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2398

Interim Report 2012



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

CHU Chih-Yaung (*Chairman*)

CHEN Hsiang-Jung (*Chief Executive Officer*)

CHEN Min-Ho

WEN Chi-Tang

CHIU Rung-Hsien

#### Independent Non-Executive Directors

KOO Fook Sun, Louis

CHIANG Chun-Te

YU Yu-Tang

### COMPANY SECRETARY

LO Tai On

### AUTHORISED REPRESENTATIVES

CHEN Hsiang-Jung

CHIU Rung-Hsien

### LEGAL ADVISERS AS TO HONG KONG LAW

Woo Kwan Lee & Lo

### AUDITORS

PricewaterhouseCoopers

### REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2003, 20th Floor

Kai Tak Commercial Building

317-319 Des Voeux Road Central

Hong Kong

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 120 Shixin North Road

Xiaoshan Economic and Technological

Development Zone

Xiaoshan District

Hangzhou City

Zhejiang Province

The PRC

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

26th Floor, Tesbury Centre

28 Queen's Road East, Wanchai

Hong Kong

### PRINCIPAL BANKERS

Bank of China

Cathay United Bank

Hang Seng Bank Limited

Industrial and Commercial Bank of China

Industrial Bank of Taiwan

Mega International Commercial Bank

Yuantan Bank

Bank Sinopac

### STOCK CODE

2398

### WEBSITE

<http://www.goodfriend.hk>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

During the first half of 2012, sales volume of CNC machine tools, parking garage structures and forklift trucks amounted to 1,232 units, 4,275 units and 1,661 units respectively (2011 comparative figures: 1,865 units, 2,794 units and 2,299 units). Approximately 80% of the Group's revenue was generated from the mainstream product CNC machine tools. CNC machine tools focus mainly on China market, with the major customers of the product being those automobile parts and mechanical manufacturers. During the first half of 2012, eurozone sovereign debt crisis worsened, China's economic performance was also affected by external factors with its growth eased. In early 2012, the central government of China has adjusted downward its annual economic growth target to 7.5%. Under this economic environment, sales orders for the Group's CNC machine tools business were also affected. For the six months ended 30 June 2012, sales volume and sales revenue of CNC machine tools amounted to 1,232 units and approximately RMB614.22 million respectively, both representing a decrease when compared to corresponding period in 2011. Moreover, the gross profit margin of CNC machine tools business decreased to approximately 22.8% during the period under review. This was mainly attributable to the increase in raw material prices and labour costs in Mainland China.

Despite being affected by the slowdown of China's economic growth, the Group's high-end CNC machine tools products still recorded satisfactory sales revenue during the period under review. Sales revenue of double column machining centre (manufactured at factory in Hangzhou) and milling centre (manufactured at Rambaudi factory in Italy) amounted to approximately RMB114.6 million for the period under review, accounted for approximately 18.7% of sales revenue of the Group's CNC machine tools, whilst selling price of the Rambaudi milling centre is approximately 10 times or more the average selling price of the Group's CNC machine tools products. These high-end products could optimise the product portfolio of the Group, and strengthen its core competitiveness.

## **Financial Review**

### ***Revenue***

For the six months ended 30 June 2012, the Group recorded revenue of approximately RMB779.41 million, representing a decrease of approximately 17.6% as compared to the corresponding period in 2011. CNC machine tools remained the major source of the Group's revenue. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB614.22 million, representing a decrease of 20.2% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 78.8% of the Group's total revenue. On the other hand, sales revenue of the Group's forklift trucks business during the period under review was also decreased by 26.8%, as compared to corresponding period in last year, to approximately RMB99.08 million and approximately 12.7% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB66.11 million during the period under review, representing an increase of approximately 62.4% as compared to corresponding period in last year and accounted for approximately 8.5% of the total revenue.

### ***Gross profit and margin***

During the period under review, gross profit of the Group amounted to approximately RMB157.57 million. Overall gross profit margin was approximately 20.2%, compared to 25.3% for the corresponding period in last year. The gross profit margin of CNC machine tools (the Group's major product) during the period under review decreased as compared to last year. As a result, the overall gross profit margin for the period under review decreased.

### ***Distribution and selling expenses***

Distribution and selling expenses increased by approximately 3.0% to approximately RMB75.99 million for the six months ended 30 June 2012. The increase was mainly due to the increase in sales of milling centre manufactured at Rambaudi factory in Italy during the period under review. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was increased to approximately 9.7%, compared to 7.8% for the corresponding period in last year.



***Administrative expenses***

As compared to the corresponding period in last year, administrative expenses decreased by approximately 3.3% to approximately RMB50.32 million for the period under review. Included in the administrative expenses for the period under review were those research and development expenses amounted to approximately RMB23.02 million. (2011 comparative figures: RMB28.75 million). Such decrease of the research and development expenses was in line with the decrease of the sales revenue of CNC machine tools (the Group's major product) during the period under review. Moreover, the Group had no significant reversal of allowance for bad and doubtful debts (2011 comparative figures: RMB2.92 million) during the period under review.

Despite that, general administrative expenses increased by approximately 3.8%. This was mainly attributable to the increase of the depreciation charges.

***Finance costs***

During the period under review, finance costs increased to approximately RMB6.61 million. The increase was primarily due to the increase of average bank borrowings of the Group during the period under review.

***Profit attributable to the equity holders of the Company***

For the six months ended 30 June 2012, profit attributable to the equity holders of the Company amounted to approximately RMB26.76 million, representing a decrease of approximately 73.9% as compared to the same period last year.

***Strategic acquisition***

In January 2012, the Group has (together with the parent company Fair Friend Enterprise Co., Ltd.) entered into agreement for the acquisition of the share capital of Jobs Automazione S.p.A. ("JOBS"), an Italian entity. This acquisition has been completed in January 2012, with the Group holding 15% share capital of JOBS.

JOBS is a well-known Italian machine tools manufacturer and has over 30 years history. The entity was principally engaged in the design and production of 5-axis milling machines, using advanced motor technology, for aerospace, energy and mechanical engineering applications. JOBS is a leader in the machining centre in Europe. This acquisition provides an opportunity for the Group to enhance its product portfolio in particular for the application sectors of aerospace, which is beneficial to the Group's overall business development.

## Prospects

Due to the adverse macroeconomic factors including the uncertainty of Eurozone's sovereign debt crisis and slowdown of the economic growth of China, the Group will continue to face challenging operating environment in 2012. Nevertheless, China is the largest machine tools consuming country. The formulation of the 12th Five Year Plan (2011-2015) by the central government of China would stimulate the demand of machine tools from the industries of high-speed railway, aerospace, motor vehicle and energy especially demand of those hi-tech CNC machine tools. Moreover, due to increasing labor shortage in China, manufacturers are prompted to use more automatic equipment such as CNC machines in order to raising production efficiency. This in turn will benefit the Group's CNC machine tools business. On the other hand, the Group will continue to strengthen the R&D capabilities and optimise the product portfolio of its CNC machine tools products, in order to provide high quality CNC machine tools to the customers as well as maintain the Group's competitive edge in the China market.

Looking ahead, the management is optimistic on the long-term development prospects of the Group. The Group will continue to strengthen its business foundation in a prudent manner under tough market environment. The management believes that with its extensive sales network and comprehensive after-sales service, solid business foundation as well as outstanding product quality, the Group is capable of meeting customers' different needs and continue to strengthen its market position. The management will also strive to strengthen the cost control and production efficiency for achieving better results, in order to bring favorable returns to the shareholders of the Company.

## Liquidity and financial resources

The working capital of the Group was mainly financed by internal cash flows generated from its operation and its existing banking facilities. As at 30 June 2012, the Group's cash and cash equivalents amounted to approximately RMB158.86 million (at 31 December 2011: RMB140.48 million). As at 30 June 2012, the Group had net current assets of approximately RMB344.76 million (at 31 December 2011: RMB332.24 million) and short-term bank borrowings of approximately RMB419.51 million (at 31 December 2011: RMB364.16 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2012 was approximately 1.4 (at 31 December 2011: 1.3). The gearing ratio as at 30 June 2012 (total interest bearing liabilities to total assets) was approximately 24.7% (at 31 December 2011: 21.0%), indicated that the Group's overall financial position remained strong.

**Capital structure**

The share capital of the Company as at 30 June 2012 was HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each (at 31 December 2011: HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each).

**Staff and remuneration policies**

As at 30 June 2012, the Group employed a total of approximately 1,680 full time employees (31 December 2011: 1,970) in Hong Kong and the PRC. The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, share options (if any) will also be awarded to employees according to assessment of individuals' performance.

**Capital commitments and contingencies**

The Group had capital expenditure commitments mainly for property, plant and equipment of approximately RMB6.52 million (at 31 December 2011: RMB6.50 million) which were contracted but not provided in the financial statements. The Group had no commitments (at 31 December 2011: Nil) in respect of capital contribution to a joint venture company. The Group had no material contingent liabilities as at 30 June 2012 (at 31 December 2011: Nil).

**Charges on the group's assets**

As at 30 June 2012, the Group had restricted bank deposits with an amount of approximately RMB21.93 million (at 31 December 2011: RMB35.21 million) which represented guarantee deposit in banks for the purpose of bidding contracts.

Subsidiaries of the Company had pledged their land use rights and building with an aggregate carrying amount of RMB37.70 million (31 December 2011: RMB38.39 million) as at 30 June 2012 in order to secure banking facilities granted to the Group.

## DISCLOSURE OF INTERESTS

### Directors' interest in shares

As at 30 June 2012, the interests or short positions of the Directors or chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

#### 1. *Aggregate long position in the shares, underlying shares and debentures of the Company and its associated corporations*

| Name of Director               | Name of associated corporation  | Nature of interest | Number and class of securities | Approximate percentage of shareholding |
|--------------------------------|---|--------------------|--------------------------------|--|
| Mr. Chu Chih-Yaung             | 友嘉實業股份有限公司<br>(Fair Friend Enterprise Company Limited)<br>("Taiwan FF") | Beneficial owner   | 24,403,347 shares              | 15.50%                                 |
| Mr. Chu Chih-Yaung<br>(Note 1) | Taiwan FF   | Spouse interest    | 4,441,925 shares               | 2.82%                                  |
| Mr. Chen Hsiang-Jung           | Taiwan FF   | Beneficial owner   | 4,480,841 shares               | 2.85%                                  |
| Mr. Chu Chih-Yaung             | 友迦工業股份有限公司<br>(Fairskq (Taiwan) Co., Ltd.)<br>(Note 3)                  | Beneficial owner   | 21,988 shares                  | 0.22%                                  |
| Mr. Chu Chih-Yaung<br>(Note 2) | 友迦工業股份有限公司<br>(Fairskq (Taiwan) Co., Ltd.)<br>(Note 3)                  | Spouse interest    | 21,988 shares                  | 0.22%                                  |
| Mr. Chu Chih-Yaung             | 佑泰興實業股份有限公司<br>(Yu Thai Xin Ent. Co., Ltd.)<br>(Note 3)                 | Beneficial owner   | 1,000 shares                   | 0.01%                                  |

| Name of Director               | Name of associated corporation                          | Nature of interest | Number and class of securities | Approximate percentage of shareholding |
|--------------------------------|---|--------------------|--------------------------------|--|
| Mr. Chu Chih-Yaung<br>(Note 4) | 佑泰興實業股份有限公司<br>(Yu Thai Xin Ent. Co., Ltd.)<br>(Note 3) | Spouse interest    | 1,000 shares                   | 0.01%                                  |
| Mr. Chu Chih-Yaung<br>(Note 5) | 友嘉國際股份有限公司<br>(Decaview Asia Corporation)<br>(Note 3)   | Spouse interest    | 14,700 shares                  | 0.59%                                  |
| Mr. Chen Hsiang-Jung           | 友嘉國際股份有限公司<br>(Decaview Asia Corporation)<br>(Note 3)   | Beneficial owner   | 2,940 shares                   | 0.12%                                  |
| Mr. Chu Chih-Yaung             | Fair Fine (Hongzhou) Industrial Co., Ltd. (Note 3)      | Beneficial owner   | 750 shares                     | 0.03%                                  |
| Mr. Chen Hsiang-Jung           | Fair Fine (Hongzhou) Industrial Co., Ltd. (Note 3)      | Beneficial owner   | 750 shares                     | 0.03%                                  |

*Notes:*

1. Ms. Wang Tz-Ti (formerly known as Wang Jin-Zu) ("Ms. Wang"), the spouse of Mr. Chu Chih-Yaung ("Mr. Chu"), held 2.82% of the issued share capital of Taiwan FF. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Taiwan FF under the SFO.
2. Ms. Wang held 0.22% of the issued share capital of Fairseq (Taiwan) Co., Ltd.. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Fairseq (Taiwan) Co., Ltd. under the SFO.
3. These companies were non-wholly-owned subsidiaries of Taiwan FF and are therefore associated corporations of the Company for the purpose of the SFO.

4. Ms. Wang held 0.01% of the issued share capital of Yu Thai Xin Ent. Co., Ltd.. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Yu Thai Xin Ent. Co., Ltd. under the SFO.
5. Ms. Wang held 0.59% of the issued share capital of Decaview Asia Corporation. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Decaview Asia Corporation under the SFO.

Save as disclosed above, as at 30 June 2012, none of the Directors or chief executive of the Company had any interest in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

**2. *Aggregate short position in the shares, underlying shares and debentures of the Company and its associated corporations***

As at 30 June 2012, none of the Directors or chief executive of the Company, had any short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

**Directors' rights to acquire shares or debentures**

At no time during the period under review, were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age; or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement (other than the share option scheme as disclosed below) to enable the Directors to acquire such rights or benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

### Share option scheme

The Company adopted a share option scheme (the "Scheme") on 22 December 2005, pursuant to which the Board may, at its discretion, grant options to Directors and other eligible persons (as defined in the Scheme) to enable them to subscribe for shares of the Company as incentives and/or rewards for their contribution to the success of the Group. Particulars of the Scheme are set out in the 2011 annual report of the Company.

No share option was granted by the Company since adoption of the scheme.

### Substantial shareholders

As at 30 June 2012, the interests or short positions of every person, other than a Director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

#### 1. Aggregate long position in the shares and underlying shares of the Company

| Name of shareholder                                     | Nature of interest                 | Number of ordinary shares held     | Approximate percentage of the Company's issued share capital |
|---|------------------------------------|------------------------------------|--|
| Good Friend (H.K.) Corporation Limited ("Hong Kong GF") | Beneficial owner                   | 232,000,000 shares ( <i>Note</i> ) | 57.54%   |
| Taiwan FF   | Interest of controlled corporation | 232,000,000 shares ( <i>Note</i> ) | 57.54%   |

*Note:* Hong Kong GF was owned as to approximately 99.99% by Taiwan FF. Accordingly, Taiwan FF was deemed to be interested in the long position of 232,000,000 shares of the Company held by Hong Kong GF under the SFO.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 June 2012.

## OTHER INFORMATION

### **Changes of director's information under rules 13.51B(1) of the Listing Rules**

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of directors' information of the Company since the date of the 2011 Annual Report is as follows:

Mr. Koo Fook Sun, Louis resigned as an independent non-executive director of Weichai Power Co., Ltd., which is listed on the Main Board of the Stock Exchange in June 2012.

Mr. Chiang Chun-Te, resigned as an independent director of Feng Sheng Technology Co., Ltd. (listed on the Taiwan Stock Exchange Corporation) in March 2012.

### **Interim dividend**

The Board declared an interim dividend of RMB0.05 (equivalent to approximately HK\$0.061 according to the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China at the date of this announcement) per share for the six months ended 30 June 2012 (2011: RMB0.12), in aggregate amounting to approximately RMB20.16 million (equivalent to approximately HK\$24.60 million) (2011: RMB48.384 million).

The interim dividend is declared and calculated in Renminbi and will be paid in Hong Kong dollars. The dates of closure of register of members of the Company for the purpose of determining the identity of the shareholders of the Company entitled to the interim dividend and payment date will be announced later.

### **Purchase, redemption or sale of listed securities of the Company**

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2012.

### **Model code for securities transactions by directors**

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code during the period under review.



**Code on corporate governance practices**

The Company has complied with the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) ("CG Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2012 except the following.

The Chairman of the Board, Mr. Chu Chih-Yaung and two independent non-executive directors were unable to attend the annual general meeting of the Company held on 25 May 2012 due to business trip and other commitment respectively. Mr. Chen Hsiang-Jung as executive Director of the Company took the chair of the annual general meeting pursuant to the Articles of the Association of the Company. Code provision of A.6.7 of the CG code requires independent non-executive directors and other non-executive directors to attend general meetings and code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

**Audit committee**

The Company established an audit committee (the "Audit Committee") on 22 December 2005 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee comprises three independent non-executive Directors, Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang. The Audit Committee has reviewed the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2012. The Company's external auditor, PricewaterhouseCoopers, has conducted a review of the interim financial information of the Group for the six months ended 30 June 2012 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 HKICPA.

**Nomination committee**

The Company established a nomination committee (the “Nomination Committee”), with written terms of reference in compliance with the CG Code and consists of two independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman) and Mr. Chiang Chun-Te, and one executive Director, namely Mr. Chen Hsiang-Jung.

The functions of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

**Remuneration committee**

The Company established a remuneration committee (the “Remuneration Committee”), with written terms of reference in compliance with the CG Code and consists of two independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman) and Mr. Chiang Chun-Te, and one executive Director, namely Mr. Chen Hsiang-Jung.

The functions of the Remuneration Committee are establishing and reviewing the policy and structure of the remuneration for the Directors and senior management.

By order of the Board  
**Good Friend International Holdings Inc.**  
**Chu Chih-Yaung**  
*Chairman*

Hong Kong, 28 August 2012

## **REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF GOOD FRIEND INTERNATIONAL HOLDINGS INC.**

*(incorporated in Cayman Islands with limited liability)*

### **Introduction**

We have reviewed the interim financial information set out on pages 16 to 38, which comprises the interim condensed consolidated balance sheet of Good Friend International Holdings Inc. (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2012 and the related interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on Main Board of 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" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information 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 interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

### **PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 28 August 2012

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|  |      | Unaudited                |                 |
|--|------|--------------------------|-----------------|
|  |      | Six months ended 30 June |                 |
|  | Note | 2012<br>RMB'000          | 2011<br>RMB'000 |
| Revenue  | 6    | 779,413                  | 945,943         |
| Cost of revenue  |      | (621,847)                | (706,893)       |
| <b>Gross profit</b>  |      | <b>157,566</b>           | 239,050         |
| Other income   | 7    | 12,799                   | 13,453          |
| Share of loss of jointly controlled entities   |      | (519)                    | —               |
| Share of loss of an associate  |      | (1,232)                  | —               |
| Distribution and selling expenses  |      | (75,985)                 | (73,768)        |
| Administrative expenses  |      | (50,318)                 | (52,058)        |
| Other expenses   |      | (1,873)                  | (1,480)         |
| <b>Operating profit</b>  | 6, 8 | <b>40,438</b>            | 125,197         |
| Finance costs  |      | (6,607)                  | (3,309)         |
| <b>Profit before taxation</b>  |      | <b>33,831</b>            | 121,888         |
| Income tax expense   | 9    | (7,069)                  | (19,172)        |
| <b>Profit attributable to equity holders of the Company</b>                            |      | <b>26,762</b>            | 102,716         |
| Other comprehensive income   |      | (1,119)                  | —               |
| <b>Total comprehensive income attributable to equity holders of the Company</b>        |      | <b>25,643</b>            | 102,716         |
| <b>Earnings per share for profit attributable to the equity holders of the Company</b> |      |                          |                 |
| – basic and diluted  | 10   | 0.07                     | 0.25            |
| <b>Dividends</b>   | 11   | <b>20,160</b>            | 48,384          |

The notes on page 21 to 38 form an integral part of this condensed consolidated interim financial information.

## CONDENSED CONSOLIDATED BALANCE SHEET

|   | <i>Note</i> | Unaudited<br>30 June<br>2012<br>RMB'000 | Audited<br>31 December<br>2011<br>RMB'000 |
|---|-------------|---|---|
| <b>ASSETS</b>   |             |   |   |
| <b>Non-current assets</b>                                       |             |   |   |
| Property, plant and equipment                                   | 12          | 290,393                                 | 288,677                                   |
| Investment properties   | 13          | 1,253                                   | 1,442                                     |
| Intangible assets   | 14          | 14,534                                  | 14,779                                    |
| Investments in jointly controlled entities                      | 15          | 19,433                                  | 19,952                                    |
| Investment in an associate                                      | 16          | 12,142                                  | –   |
| Deferred tax assets   |             | 4,246                                   | 4,534                                     |
| Deposits for purchases of plant and equipment                   |             | 2,076                                   | 2,178                                     |
| Land use rights   | 17          | 39,896                                  | 40,367                                    |
| <b>Total non-current assets</b>                                 |             | <b>383,973</b>                          | <b>371,929</b>                            |
| <b>Current assets</b>   |             |   |   |
| Inventories   |             | 480,025                                 | 532,791                                   |
| Debtors, deposits and prepayments                               | 18          | 608,775                                 | 622,577                                   |
| Amounts due from customers<br>for contract work                 |             | 35,219                                  | 29,135                                    |
| Amount due from ultimate holding company                        | 23          | 3,891                                   | –   |
| Amounts due from a fellow subsidiary                            | 23          | –                                       | 48  |
| Amount due from jointly controlled entities                     | 23          | 6,942                                   | –   |
| Amount due from an associate of ultimate<br>holding company     | 23          | –                                       | 241                                       |
| Restricted bank deposits  |             | 21,933                                  | 35,205                                    |
| Cash and cash equivalents                                       |             | 158,861                                 | 140,482                                   |
| <b>Total current assets</b>                                     |             | <b>1,315,646</b>                        | <b>1,360,479</b>                          |
| <b>Total assets</b>   |             | <b>1,699,619</b>                        | <b>1,732,408</b>                          |
| <b>EQUITY</b>   |             |   |   |
| <b>Equity attributable to equity holders of<br/>the Company</b> |             |   |   |
| Share capital   | 19          | 4,022                                   | 4,022                                     |
| Reserves  |             | 303,090                                 | 304,209                                   |
| Retained earnings   |             | 400,899                                 | 374,137                                   |
| <b>Total equity</b>   |             | <b>708,011</b>                          | <b>682,368</b>                            |

|   | <i>Note</i> | Unaudited<br>30 June<br>2012<br>RMB'000 | Audited<br>31 December<br>2011<br>RMB'000 |
|---|-------------|---|---|
| <b>LIABILITIES</b>                            |             |   |   |
| <b>Non-current liabilities</b>                |             |   |   |
| Deferred tax liabilities                      |             | <u>20,723</u>                           | <u>21,800</u>                             |
| <b>Total non-current liabilities</b>          |             | <u>20,723</u>                           | <u>21,800</u>                             |
| <b>Current liabilities</b>                    |             |   |   |
| Creditors, other payables and accrued charges | 21          | 494,614                                 | 600,101                                   |
| Amounts due to customers for contract work    |             | 30,382                                  | 26,364                                    |
| Amount due to ultimate holding company        | 23          | –                                       | 1,542                                     |
| Amount due to immediate holding company       | 23          | 4,155                                   | 4,624                                     |
| Amount due to a jointly controlled entity     | 23          | 102                                     | –   |
| Amount due to a fellow subsidiary             | 23          | 6,330                                   | 11,661                                    |
| Current income tax liabilities                |             | 8,188                                   | 11,515                                    |
| Warranty provision                            |             | 7,600                                   | 8,278                                     |
| Borrowings                                    | 20          | <u>419,514</u>                          | <u>364,155</u>                            |
| <b>Total current liabilities</b>              |             | <u>970,885</u>                          | <u>1,028,240</u>                          |
| <b>Total liabilities</b>                      |             | <u>991,608</u>                          | <u>1,050,040</u>                          |
| <b>Total equity and liabilities</b>           |             | <u>1,699,619</u>                        | <u>1,732,408</u>                          |
| <b>Net current assets</b>                     |             | <u>344,761</u>                          | <u>332,239</u>                            |
| <b>Total assets less current liabilities</b>  |             | <u>728,734</u>                          | <u>704,168</u>                            |

The notes on page 21 to 38 form an integral part of this condensed consolidated interim financial information.

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|  | Unaudited                |                          |                             |                           |                              |                         |
|--|--------------------------|--------------------------|-----------------------------|---------------------------|------------------------------|-------------------------|
|  | Share capital<br>RMB'000 | Share premium<br>RMB'000 | Capital reserves<br>RMB'000 | Other reserves<br>RMB'000 | Retained earnings<br>RMB'000 | Total equity<br>RMB'000 |
| Balance at 1 January 2011                                    | 4,022                    | 271,792                  | 77,338                      | 44,764                    | 220,447                      | 618,363                 |
| Comprehensive income:  |                          |                          |                             |                           |                              |                         |
| Profit for the period  | —                        | —                        | —                           | —                         | 102,716                      | 102,716                 |
| Total comprehensive income for the period ended 30 June 2011 | —                        | —                        | —                           | —                         | 102,716                      | 102,716                 |
| Dividends relating to 2010 paid in May 2011                  | —                        | —                        | —                           | —                         | (40,320)                     | (40,320)                |
| Balance at 30 June 2011                                      | 4,022                    | 271,792                  | 77,338                      | 44,764                    | 282,843                      | 680,759                 |

|  | Unaudited                |                          |                             |                           |                              |                         |
|--|--------------------------|--------------------------|-----------------------------|---------------------------|------------------------------|-------------------------|
|  | Share capital<br>RMB'000 | Share premium<br>RMB'000 | Capital reserves<br>RMB'000 | Other reserves<br>RMB'000 | Retained earnings<br>RMB'000 | Total equity<br>RMB'000 |
| Balance at 1 January 2012                                    | 4,022                    | 183,088                  | 77,338                      | 43,783                    | 374,137                      | 682,368                 |
| Comprehensive income:  |                          |                          |                             |                           |                              |                         |
| Profit for the period  | —                        | —                        | —                           | —                         | 26,762                       | 26,762                  |
| Other comprehensive income:                                  |                          |                          |                             |                           |                              |                         |
| Currency translation difference                              | —                        | —                        | —                           | (1,119)                   | —                            | (1,119)                 |
| Total comprehensive income for the period ended 30 June 2012 | —                        | —                        | —                           | (1,119)                   | 26,762                       | 25,643                  |
| Balance at 30 June 2012                                      | 4,022                    | 183,088                  | 77,338                      | 42,664                    | 400,899                      | 708,011                 |

The notes on page 21 to 38 form an integral part of this condensed consolidated interim financial information.

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

|  |      | Unaudited                |                 |
|--|------|--------------------------|-----------------|
|  |      | Six months ended 30 June |                 |
|  | Note | 2012<br>RMB'000          | 2011<br>RMB'000 |
| <b>Cash flows (used in)/from operating activities</b>                |      |                          |                 |
| Cash (used in)/generated from operations                             |      | (4,589)                  | 28,210          |
| – income tax paid  |      | (11,184)                 | (16,152)        |
| <b>Net cash (used in) /generated from operating activities</b>       |      | <b>(15,773)</b>          | <b>12,058</b>   |
| <b>Cash flows from investing activities</b>                          |      |                          |                 |
| – acquisition of an associate  | 16   | (13,374)                 | –               |
| – investment in a jointly controlled entity                          |      | –                        | (4,487)         |
| – acquisition of property, plant and equipment and intangible assets |      | (14,925)                 | (41,215)        |
| – proceeds from disposal of property, plant and equipment            |      | 427                      | 780             |
| – decrease/(increase) in restricted bank deposit                     |      | 13,272                   | (39,349)        |
| <b>Net cash used in investing activities</b>                         |      | <b>(14,600)</b>          | <b>(84,271)</b> |
| <b>Cash flows from financing activities</b>                          |      |                          |                 |
| – proceeds from new borrowings                                       |      | 791,609                  | 145,581         |
| – repayments of borrowings   |      | (736,250)                | (69,362)        |
| – dividends paid to equity holders                                   |      | –                        | (40,320)        |
| – interest paid  |      | (6,607)                  | (3,309)         |
| <b>Net cash generated from financing activities</b>                  |      | <b>48,752</b>            | <b>32,590</b>   |
| <b>Net increase/(decrease) in cash and cash equivalents</b>          |      | <b>18,379</b>            | <b>(39,623)</b> |
| Cash and cash equivalents at the beginning of the period             |      | 140,482                  | 161,045         |
| <b>Cash and cash equivalents at end of the period</b>                |      | <b>158,861</b>           | <b>121,422</b>  |

The notes on page 21 to 38 form an integral part of this condensed consolidated interim financial information.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 1 GENERAL INFORMATION

Good Friend International Holdings Inc. ("the Company") and its subsidiaries ("the Group") are engaged in design and production of computer numerical control machine tools, three dimensional car parking garage structures and forklift trucks.

The Company was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman Ky-1111, Cayman Islands.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited ("the Stock Exchange") since 11 January 2006. The Company's 67,200,000 units of Taiwan depository receipts ("TDRs"), representing 67,200,000 newly issued shares of the Company, were issued and listed on the Taiwan Stock Exchange Corporation ("Taiwan Stock Exchange") on 18 March 2010.

This condensed consolidated interim financial information is presented in Renminbi ("RMB"), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 28 August 2012.

This condensed consolidated interim financial information has not been audited.

### 2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2012 has been prepared in accordance with Hong Kong Accounting Standard 34 ("HKAS 34"), "Interim financial reporting". The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2011, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

### 3 ACCOUNTING POLICY

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2011, as described in those annual financial statements.

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

### 3 ACCOUNTING POLICY (Continued)

The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted:

- HKFRS 9 'Financial instruments' addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption. When adopted, the standard will affect in particular the Group's accounting for its available-for-sale financial assets, as HKFRS 9 only permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not held for trading. Fair value gains and losses on available-for-sale debt investments, for example, will therefore have to be recognised directly in profit or loss. The Group is yet to assess the amendments to HKAS 9's impact.
- HKFRS 10 'Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. The Group is yet to assess HKFRS 10's full impact and intends to adopt HKFRS 10 upon its effective date, which is for the accounting period beginning on or after 1 January 2013.
- HKFRS 12 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. The Group is yet to assess HKFRS 12's full impact and intends to adopt HKFRS 12 upon its effective date, which is for the accounting period beginning on or after 1 January 2013.
- HKFRS 13 'Fair value measurement' aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs. The Group is yet to assess HKFRS 13's full impact and intends to adopt HKFRS 13 upon its effective date, which is for the accounting period beginning on or after 1 January 2013.
- HKAS 19 (Amendment) 'Employee benefits' eliminate the corridor approach and calculate finance costs on a net funding basis. The Group is yet to assess the amendments to HKAS 19's impact, which will become effective for the accounting period beginning on or after 1 January 2013.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the group.

## 4 ESTIMATES

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2011.

## 5 FINANCIAL RISK MANAGEMENT

### 5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2011.

There have been no changes in the risk management department since year end or in any risk management policies.

### 5.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

### 5.3 Fair value estimation

As at 30 June 2012, the Group had no financial instrument which had been stated at fair value.

The carrying amounts less impairment provision of receivables and payables are a reasonable approximation of their fair values due to their short-term maturities.

## 6 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors (the "Executive Directors") of the Company. The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports reviewed by the Executive Directors that are used to make strategic decisions.

## 6 SEGMENT INFORMATION (Continued)

The Executive Directors consider that the Group has three reportable segments: (1) machine tools; (2) parking garage structure; and (3) forklift trucks.

The Executive Directors assess the performance of the operating segments based on their respective gross profit, which is consistent with that in the condensed consolidated financial information.

The Group does not allocate operating costs or assets to its segments, as the Executive Directors do not use this information to allocate resources to or evaluate the performance of the operating segments. Therefore, the Group does not report a measure of profit for each reportable segment and total assets.

### Six months ended 30 June 2012

|  | Machine<br>Tools<br><i>RMB'000</i><br>(Unaudited) | Parking<br>Garage<br>Structures<br><i>RMB'000</i><br>(Unaudited) | Forklift<br>Trucks<br><i>RMB'000</i><br>(Unaudited) | Unallocated<br><i>RMB'000</i><br>(Unaudited) | Total<br>Group<br><i>RMB'000</i><br>(Unaudited) |
|--|---|--|---|--|---|
| Revenue (all from external sales)            | 614,219   | 66,112   | 99,082  | –  | 779,413   |
| Cost of Sales                                | (474,191)   | (57,541)   | (90,115)  | –  | (621,847)                                       |
| Segment profit                               | <u>140,028</u>                                    | <u>8,571</u>   | <u>8,967</u>  | <u>–</u>                                     | 157,566   |
| Other income                                 |   |  |   | 12,799                                       | 12,799  |
| Share of loss of jointly controlled entities |   |  |   | (519)  | (519)   |
| Share of loss of an associate                |   |  |   | (1,232)                                      | (1,232)   |
| Distribution and selling expenses            |   |  |   | (75,985)                                     | (75,985)  |
| Administrative expenses                      |   |  |   | (50,318)                                     | (50,318)  |
| Other expenses                               |   |  |   | (1,873)                                      | (1,873)   |
| Operating profit                             |   |  |   | (117,128)                                    | 40,438  |
| Finance costs                                |   |  |   | (6,607)                                      | (6,607)   |
| Profit before taxation                       |   |  |   | (123,735)                                    | 33,831  |
| Income tax expense                           |   |  |   | (7,069)                                      | (7,069)   |
| Profit for the period                        |   |  |   |  | <u>26,762</u>                                   |

## 6 SEGMENT INFORMATION (Continued)

Six months ended 30 June 2011

|                                   | Machine<br>Tools<br><i>RMB'000</i><br>(Unaudited) | Parking<br>Garage<br>Structures<br><i>RMB'000</i><br>(Unaudited) | Forklift<br>Trucks<br><i>RMB'000</i><br>(Unaudited) | Unallocated<br><i>RMB'000</i><br>(Unaudited) | Total<br>Group<br><i>RMB'000</i><br>(Unaudited) |
|-----------------------------------|---|--|---|--|---|
| Revenue (all from external sales) | 769,838   | 40,699   | 135,406   | –  | 945,943   |
| Cost of Sales                     | <u>(542,686)</u>                                  | <u>(34,563)</u>  | <u>(129,644)</u>                                    | <u>–</u>                                     | <u>(706,893)</u>                                |
| Segment profit                    | <u>227,152</u>                                    | <u>6,136</u>   | <u>5,762</u>  | <u>–</u>                                     | 239,050   |
| Other income                      |   |  |   | 13,453                                       | 13,453  |
| Distribution and selling expenses |   |  |   | (73,768)                                     | (73,768)  |
| Administrative expenses           |   |  |   | (52,058)                                     | (52,058)  |
| Other expenses                    |   |  |   | <u>(1,480)</u>                               | <u>(1,480)</u>                                  |
| Operating profit                  |   |  |   | (113,853)                                    | 125,197   |
| Finance costs                     |   |  |   | <u>(3,309)</u>                               | <u>(3,309)</u>                                  |
| Profit before taxation            |   |  |   | (117,162)                                    | 121,888   |
| Income tax expense                |   |  |   | <u>(19,172)</u>                              | <u>(19,172)</u>                                 |
| Profit for the period             |   |  |   |  | <u>102,716</u>                                  |

## 7 OTHER INCOME

|   | Six months ended 30 June              |                                       |
|---|---------------------------------------|---------------------------------------|
|   | 2012<br><i>RMB'000</i><br>(Unaudited) | 2011<br><i>RMB'000</i><br>(Unaudited) |
| Net exchange gain                                 | –                                     | 6,525                                 |
| Sales of scrap materials                          | 3,082                                 | 1,055                                 |
| Government subsidies                              | 2,825                                 | 820                                   |
| Repair income                                     | 4,076                                 | 2,515                                 |
| Rental income from investment properties          | 165                                   | 336                                   |
| Gain on disposal of property, plant and equipment | 158                                   | 11                                    |
| Interest income                                   | 1,827                                 | 1,784                                 |
| Others  | 666                                   | 407                                   |
|   | <u>12,799</u>                         | <u>13,453</u>                         |

## 8 OPERATING PROFIT

Operating profit is stated after charging/(crediting) of the following:

|   | Six months ended 30 June              |                                       |
|---|---------------------------------------|---------------------------------------|
|   | 2012<br><i>RMB'000</i><br>(Unaudited) | 2011<br><i>RMB'000</i><br>(Unaudited) |
| Allowance for bad and doubtful debts, net         | 68                                    | (2,917)                               |
| Amortisation of intangible assets                 | 1,033                                 | 1,550                                 |
| Amortisation of land use rights                   | 471                                   | 471                                   |
| Depreciation of property, plant and equipment     | 13,192                                | 10,322                                |
| Depreciation of investment properties             | 45                                    | 50                                    |
| Allowance for inventories, net                    | 742                                   | 648                                   |
| Research and development expenses                 | 23,022                                | 28,746                                |
| Net exchange loss/(gain)                          | 896                                   | (6,525)                               |
| Loss on disposal of property, plant and equipment | 57                                    | 174                                   |

## 9 INCOME TAX EXPENSE

|                       | Six months ended 30 June       |                                |
|-----------------------|--------------------------------|--------------------------------|
|                       | 2012<br>RMB'000<br>(Unaudited) | 2011<br>RMB'000<br>(Unaudited) |
| Enterprise income tax | 7,857                          | 19,607                         |
| Deferred tax          | (788)                          | (435)                          |
|                       | <u>7,069</u>                   | <u>19,172</u>                  |

No provision for Hong Kong profits tax has been made since the Group did not have any assessable profit arising in Hong Kong for both periods. In addition, no provision for Italian profits had been made for both periods as the Italian operations of the Group did not have any assessable profits.

Enterprise income tax ("EIT") is provided for enterprises in the PRC at a range from 12.5% to 15% (2011: range from 12.5% to 15%). In 2011, Hangzhou Good Friend Precision Machinery Co., Ltd. ("Hangzhou Good Friend") renewed its New and High-Tech Enterprise status, which has been approved by the relevant government authorities, and it is entitled to a reduced tax rate of 15% for a three-year period commencing 2011. Accordingly, the applicable tax rate for Hangzhou Good Friend for the six months ended 30 June 2012 is 15% (2011: 15%).

## 10 EARNINGS PER SHARE

|  | Six months ended 30 June |                     |
|--|--------------------------|---------------------|
|  | <i>(RMB per share)</i>   |                     |
|  | 2012<br>(Unaudited)      | 2011<br>(Unaudited) |
| Earnings per share for profit for the period attributable to the equity holders of the Company |                          |                     |
| – basic  | <u>0.07</u>              | <u>0.25</u>         |

The calculation of the basic earnings per share is based on the profit attributable to equity holders of the Company of RMB26,762,000 (six months period ended 30 June 2011: RMB102,716,000) and 403,200,000 (2011: 403,200,000) ordinary shares in issue.

There were no potential dilutive shares in issue for both periods.

## 11 DIVIDENDS

|   | Six months ended 30 June |                     |
|---|--------------------------|---------------------|
|   | <i>RMB'000</i>           |                     |
|   | 2012<br>(Unaudited)      | 2011<br>(Unaudited) |
| Interim dividend of RMB0.05 (2011: RMB0.12) per share | <u>20,160</u>            | <u>48,384</u>       |

At a meeting of the board of directors held on 28 August 2012, the directors declared an interim dividend of RMB0.05 (2011: RMB0.12) per share for the six months ended 30 June 2012. This interim dividend was not recognised as dividend payable in the unaudited condensed consolidated financial information for the six months ended 30 June 2012.



## 12 PROPERTY, PLANT AND EQUIPMENT

|   | <i>RMB'000</i><br>(Unaudited) |
|---|-------------------------------|
| <b>Six months ended 30 June 2011</b>                  |                               |
| Opening net book amount as at 1 January 2011          | 228,404                       |
| Additions   | 43,880                        |
| Disposals   | (954)                         |
| Transfer from investment properties                   | 499                           |
| Depreciation and amortisation                         | <u>(10,322)</u>               |
| <b>Closing net book amount as at 30 June 2011</b>     | <u><u>261,507</u></u>         |
| <b>Six months ended 30 June 2012</b>                  |                               |
| Opening net book amount as at 1 January 2012          | 288,677                       |
| Additions   | 15,248                        |
| Disposals   | (484)                         |
| Transfer from investment properties ( <i>note a</i> ) | 144                           |
| Depreciation and amortisation                         | <u>(13,192)</u>               |
| <b>Closing net book amount as at 30 June 2012</b>     | <u><u>290,393</u></u>         |

*Note a:* During the six months period ended 30 June 2012, the Group terminated certain lease agreements of certain portion of its investment property and these properties were maintained for own use. Accordingly, the carrying amount of the relevant portion of the investment properties as at the date of change of usage was transferred to fixed assets.

## 13 INVESTMENT PROPERTIES

|  | <b>2012</b><br><i>RMB'000</i><br>(Unaudited) | 2011<br><i>RMB'000</i><br>(Unaudited) |
|--|--|---------------------------------------|
| <b>Opening net book amount as at 1 January</b>                   | <b>1,442</b>                                 | 2,042                                 |
| Transfer to property, plant and equipment ( <i>Note 12 (a)</i> ) | <b>(144)</b>                                 | (499)                                 |
| Depreciation   | <u><b>(45)</b></u>                           | <u>(50)</u>                           |
| <b>Closing net book amount as at 30 June</b>                     | <u><u><b>1,253</b></u></u>                   | <u><u>1,493</u></u>                   |

## 14 INTANGIBLE ASSETS

|   | <i>RMB'000</i><br>(Unaudited) |
|---|-------------------------------|
| <b>Six months ended 30 June 2011</b>                |                               |
| <b>Opening net book amount as at 1 January 2011</b> | 16,623                        |
| Additions   | 2,231                         |
| Amortisation  | (1,550)                       |
|   | <hr/>                         |
| <b>Closing net book amount as at 30 June 2011</b>   | <b>17,304</b>                 |
| <b>Six months ended 30 June 2012</b>                |                               |
| <b>Opening net book amount as at 1 January 2012</b> | 14,779                        |
| Additions   | 788                           |
| Amortisation  | (1,033)                       |
|   | <hr/>                         |
| <b>Closing net book amount as at 30 June 2012</b>   | <b>14,534</b>                 |

## 15 INVESTMENT IN JOINTLY CONTROLLED ENTITIES

In January and July 2010 and March 2011, the Company contributed approximately USD630,000 (equivalent to RMB4,301,000), USD525,000 (equivalent to RMB3,560,000) and USD683,000 (equivalent to RMB4,487,000) paid-in capital, respectively, into a jointly controlled entity in China, namely Anest Iwata Feeler Corporation ("AIF"). AIF was established in 2009 by three parties, including the Company, Anest Iwata Corporation ("AIC") which is a third party company, and a jointly controlled entity of the Company's ultimate holding company known as Anest Iwata Taiwan ("AIT"). Equity interests held by the Company, AIC and AIT in AIF as of 30 June 2012 were 35%, 35% and 30%, respectively. The Company uses equity method to account for its interests in AIF.

## 16 INVESTMENT IN AN ASSOCIATE

On 16 January 2012, Sky Thrive Hong Kong Enterprise Limited, a wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with ETG Machine Tools S.r.l. ("ETGMT"), an independent party, for the acquisition of 15% interests in Jobs Automazione S.p.A ("Jobs"), a company incorporated in Italy, from ETGMT at a consideration of EUR1,651,000 (equivalent to RMB13,374,000). The transaction was completed on 19 January 2012. There is one representation of the Company in the board of directors of Jobs. Accordingly, the Group accounted for such investment as an associate in the financial statements.

|  | Six months<br>ended<br>30 June 2012<br>RMB'000<br>(Unaudited) |
|--|---|
| <b>Beginning of the period</b>         | –   |
| Additions                              | 13,374  |
| Share of post-tax losses of associates | (1,232)   |
| <b>End of the period</b>               | <u>12,142</u>   |

The Group's share of the results in Jobs and its aggregated assets and liabilities are shown below:

|                 | Six months<br>ended<br>30 June 2012<br>RMB'000<br>(Unaudited) |
|-----------------|---|
| Assets          | 80,255  |
| Liabilities     | 72,994  |
| Revenues        | 27,863  |
| Share of loss   | (1,232)   |
| Percentage held | <u>15%</u>  |

## 17 LAND USE RIGHTS

The amounts represent prepaid operating lease rentals relating to land use rights in the PRC with land grant period ranging from 10 to 50 years. The movement of the balance is analysed as follows:

|   | 2012<br>RMB'000<br>(Unaudited) | 2011<br>RMB'000<br>(Unaudited) |
|---|--------------------------------|--------------------------------|
| Opening net book amount as at 1 January | 40,367                         | 41,310                         |
| Amortisation                            | (471)                          | (471)                          |
| Closing net book amount as at 30 June   | 39,896                         | 40,839                         |

## 18 DEBTORS, DEPOSITS AND PREPAYMENTS

|   | As at<br>30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
|---|--|---|
| Trade debtors and bills receivables                 | 558,010  | 553,407                                     |
| Less: provision for impairment of trade receivables | (21,528)   | (23,082)                                    |
| Trade receivables – net                             | 536,482  | 530,325                                     |
| Prepayments   | 28,776   | 47,368                                      |
| Others  | 43,517   | 44,884                                      |
| Total debtors, deposits and prepayments             | 608,775  | 622,577                                     |

## 18 DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

The Group generally allows a credit period of 30 to 180 days to its customers. The Group also allows its customers to retain certain percentage of the outstanding balances as retention money for a one-year warranty period. The ageing analysis of trade debtors and bills receivable were as follows:

|                   | As at                                     |   |
|-------------------|---|---|
|                   | 30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
| Current - 30 days | 441,080                                   | 451,349                                     |
| 31 - 60 days      | 16,161                                    | 10,388                                      |
| 61 - 90 days      | 12,877                                    | 9,257                                       |
| 91 - 180 days     | 28,867                                    | 25,565                                      |
| Over 180 days     | 59,025                                    | 56,848                                      |
|                   | <u>558,010</u>                            | <u>553,407</u>                              |

## 19 SHARE CAPITAL

|                                      | Number of<br>shares<br>'000 | Nominal value<br>RMB'000 |
|--------------------------------------|-----------------------------|--------------------------|
| Ordinary shares of HK\$0.01 each     |                             |                          |
| Authorised:                          |                             |                          |
| At 30 June 2012 and 31 December 2011 | <u>1,000,000</u>            | <u>10,211</u>            |
| Issued and fully paid:               |                             |                          |
| At 1 January 2012 and 30 June 2012   | <u>403,200</u>              | <u>4,022</u>             |

## 20 BORROWINGS

|   | As at  |  |
|---|--|--|
|   | 30 June<br>2012<br><i>RMB'000</i><br>(Unaudited) | 31 December<br>2011<br><i>RMB'000</i><br>(Audited) |
| Within one year   | 394,856  | 364,155  |
| Portion of bank borrowings for repayment after one year<br>which contain a repayment on demand clause | <u>24,658</u>                                    | <u>—</u>   |
|   | <u><b>419,514</b></u>                            | <u><b>364,155</b></u>                              |

Movements of borrowings are analysed as follows:

|  | <i>RMB'000</i><br>(Unaudited) |
|--|-------------------------------|
| <b>Six months ended 30 June 2012</b>     |                               |
| Opening amount as at 1 January 2012      | 364,155                       |
| New borrowings drawn down                | 791,609                       |
| Repayments of borrowings                 | <u>(736,250)</u>              |
| <b>Closing amount as at 30 June 2012</b> | <u><b>419,514</b></u>         |

The borrowings bear interest at market rates ranging from 1.70% to 7.87% per annum (30 June 2011: 0.46% to 6.44% per annum).

Subsidiaries of the Company had pledged their land use rights and buildings with an aggregate carrying amount RMB13,382,000 and RMB24,319,000, respectively (31 December 2011: RMB13,537,000 and RMB24,849,000) as at 30 June 2012 in order to secure the general banking facilities granted by certain banks to them.

## 21 CREDITORS, OTHER PAYABLES AND ACCRUED CHARGES

|                                 | As at                                     |   |
|---------------------------------|---|---|
|                                 | 30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
| Trade creditors                 | 223,150                                   | 302,299                                     |
| Advance deposits from customers | 216,592                                   | 227,222                                     |
| Other payables                  | 21,012                                    | 39,356                                      |
| Accrued charges                 | 33,860                                    | 31,224                                      |
|                                 | <u>494,614</u>                            | <u>600,101</u>                              |

The Group is normally granted credit terms of 30 to 60 days. The ageing analysis of the creditors is as follows:

|                   | As at                                     |   |
|-------------------|---|---|
|                   | 30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
| Current - 30 days | 141,357                                   | 224,490                                     |
| 31 - 60 days      | 63,063                                    | 57,619                                      |
| 61 - 90 days      | 11,177                                    | 7,752                                       |
| 91 - 180 days     | 3,921                                     | 2,253                                       |
| Over 180 days     | 3,632                                     | 10,185                                      |
|                   | <u>223,150</u>                            | <u>302,299</u>                              |

## 22 CAPITAL COMMITMENTS

|   | As at                                     |   |
|---|---|---|
|   | 30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
| Capital expenditure contracted for but not provided in respect of |   |   |
| – acquisition of property, plant and equipment                    | <u>6,524</u>                              | <u>6,502</u>                                |

## 23 RELATED-PARTY TRANSACTIONS

### (a) Transaction and balances

During the period and as at the balance sheet date, the Group had the following transactions and balances with its related parties:

#### *Transactions:*

| Name of company   | Relationship                          | Nature of transactions | Six months ended 30 June       |                                |
|---|---------------------------------------|------------------------|--------------------------------|--------------------------------|
|   |                                       |                        | 2012<br>RMB'000<br>(Unaudited) | 2011<br>RMB'000<br>(Unaudited) |
| Fair Friend Enterprise Company Limited ("Fair Friend")          | Ultimate holding company              | Sales of goods         | 468                            | 815                            |
|   |                                       | Purchases of goods     | 15,496                         | 16,166                         |
| Good Friend (H.K.) Corporation Limited ("Hong Kong GF")         | Immediate holding company             | Purchases of goods     | 46,099                         | 90,395                         |
| Hangzhou Feeler Takamatsu Machinery Co., Ltd.                   | Associate of ultimate holding company | Sales of goods         | 31                             | 40                             |
|   |                                       | Purchases of goods     | 17                             | –                              |
| Hangzhou Fair Fine Electric & Machinery Co., Ltd. ("Fair Fine") | Fellow subsidiary                     | Sales of goods         | 115                            | 105                            |
| Hangzhou Anest Iwata Feeler Corporation ("Anest Iwata Feeler")  | Jointly controlled entity             | Sales of goods         | 5,934                          | 6,274                          |
|   |                                       | Purchases of goods     | 87                             | 281                            |
| Hangzhou Best Friend Technology Co., Ltd. ("Best Friend")       | Associate of ultimate holding company | Sales of goods         | 27                             | 133                            |
| Sanco Machine & Tools Corporation ("SANCO")                     | Associate of ultimate holding company | Purchases of goods     | 27,449                         | 690                            |
| Fairsq (Taiwan) Co., Ltd  | Associate of ultimate holding company | Sales of goods         | –                              | 169                            |
|   |                                       |                        | <u>          </u>              | <u>          </u>              |

The terms of the above transactions are governed based on framework agreements entered into between the Company and the respective related parties.



## 23 RELATED-PARTY TRANSACTIONS (Continued)

### (a) Transaction and balances (Continued)

#### Balances

| Name of company    | Relationship                          | Nature of balances          | 30 June<br>2012<br>RMB'000<br>(Unaudited) | 31 December<br>2011<br>RMB'000<br>(Audited) |
|--------------------|---------------------------------------|-----------------------------|---|---|
| Fair Friend        | Ultimate holding company              | Trade receivable (note (a)) | 3,891                                     | –   |
|                    |                                       | Trade payable (note (b))    | –   | (1,542)                                     |
| Fair Fine          | Fellow subsidiary                     | Trade receivable (note (a)) | –   | 48  |
| Hong Kong GF       | Immediate holding company             | Trade payable (note (b))    | (4,155)                                   | (4,624)                                     |
| Anest Iwata Feeler | Jointly controlled entity             | Trade receivable (note (a)) | 6,942                                     | –   |
|                    |                                       | Trade payable (note (b))    | (102)                                     | –   |
| Best Friend        | Associate of ultimate holding company | Trade receivable (note (a)) | –   | 241   |
| SANCO              | Fellow subsidiary                     | Trade payable (note (b))    | (6,330)                                   | (11,661)                                    |

- (a) The Group allows a normal credit period of 90 days for sales made to the fellow subsidiary and the ultimate holding company and its associates. Balances are unsecured and interest free. As of 30 June 2012 and 31 December 2011, the ageing of above balances were mostly within 6 to 12 months.
- (b) Balances are unsecured, interest free and repayable on demand.

**23 RELATED-PARTY TRANSACTIONS (Continued)****(b) Compensation of key management personnel**

|                               | Six months ended<br>30 June           |                                       |
|-------------------------------|---------------------------------------|---------------------------------------|
|                               | 2012<br><i>RMB'000</i><br>(Unaudited) | 2011<br><i>RMB'000</i><br>(Unaudited) |
| Salaries and other allowances | <u>1,745</u>                          | <u>1,586</u>                          |

**24 HOLDING COMPANIES**

The directors regard Good Friend (H.K.) Corporation Limited, a company incorporated in Hong Kong, and Fair Friend Enterprise Company Limited, a company incorporated in Taiwan, as being the immediate holding company and the ultimate holding company respectively.

**25 EVENT OCCURRING AFTER THE BALANCE SHEET DATE**

There are no significant subsequent events occurred after 30 June 2012 and up to the date of approval of these financial statements.