

香港交易及結算所有限公司及香港聯合交易所有限公司對本公佈的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公佈全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

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13.10B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二零一三年九月二十三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，二零一三年九月二十三日

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 102 年及 101 年第二季  
合併財務報表暨會計師複核報告

(上市之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 102 年及 101 年第二季合併財務報表暨會計師複核報告  
(上市之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 102 年 6 月 30 日及民國 101 年 6 月 30 日之簡明綜合資產負債表，暨民國 102 年 1 月 1 日至 6 月 30 日及民國 101 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(金額以人民幣為單位)，業經羅兵咸永道會計師事務所(PricewaterhouseCoopers, Hong Kong)審閱完竣，並於民國 102 年 8 月 29 日及民國 101 年 8 月 28 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 102 年第二季及民國 101 年第二季依新台幣換算之簡明綜合財務報表(詳附件二)暨合併財務報表之中譯本(詳附件四)，業經本會計師依照金融監督管理委員會民國 101 年 12 月 13 日金管證審字第 1010056540 號令公告之「第二上市(櫃)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。

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，是以友佳國際控股有限公司業已依據「第二上市(櫃)公司財務報告複核要點」、中華民國金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告(以下簡稱「金管會認可之 IFRSs」)及相關法令予以調節，本會計師並據此複核其重編之合併資產負債表、合併綜合損益表及合併現金流量表(詳附件三)。

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金管會認可之 IFRSs 及相關法令重編後之合併資產負債表、合併綜合損益表及合併現金流量表，有違反「第二上市(櫃)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；本會計師亦未發現第一段所述友佳國際控股有限公司及子公司合併財務報表之中譯本內容與原文有重大不符而需作修正之情事。

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 102 年 9 月 20 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 102 年及 101 年第二季及民國 101 年度比較報表之所有科目金額，係分別以民國 102 年 6 月 30 日之人民幣對新台幣匯率(RMB\$1：NT\$4.8880)、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 101 年 12 月 31 日之人民幣對新台幣匯率(RMB\$1：NT\$4.6611) 換算。

最近三年度及民國 102 年上半年度人民幣對新台幣匯率最高、最低及平均匯率如下：

	<u>月收盤最高</u>	<u>月收盤最低</u>	<u>月收盤平均</u>
民國 102 年上半年度	RMB\$1：NT\$4.8795	RMB\$1：NT\$4.6758	RMB\$1：NT\$4.7948
民國 101 年度	RMB\$1：NT\$4.7571	RMB\$1：NT\$4.6615	RMB\$1：NT\$4.6889
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



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102年6月30日及101年12月31日

(單位:仟元)

	未經審核		經審核	
	102年6月30日		101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	261,513	1,278,276	278,454	1,297,902
投資物業	1,293	6,320	1,343	6,260
無形資產	1,290	6,306	1,406	6,554
於共同控制實體之投資	19,875	97,149	18,093	84,333
於一間聯營公司之投資	23,320	113,988	-	-
遞延所得稅資產	4,390	21,458	4,541	21,166
購置廠房及設備之按金	8,170	39,935	2,010	9,369
土地使用權	38,953	190,402	39,424	183,759
<b>非流動資產總額</b>	<u>358,804</u>	<u>1,753,834</u>	<u>345,271</u>	<u>1,609,343</u>
<b>流動資產</b>				
存貨	292,931	1,431,848	354,545	1,652,570
應收帳款、按金及預付款項	576,879	2,819,785	621,284	2,895,867
應收客戶合約工程款項	25,496	124,624	27,902	130,054
應收最終控股公司款項	556	2,718	-	-
應收及預付同系附屬公司及最終 控股公司一間聯營公司的款項	1,624	7,938	2,374	11,065
應收共同控制實體款項	174	851	315	1,468
應收一間聯營公司款項	-	-	411	1,916
應收本集團一間聯營公司的附 屬公司款項	13,026	63,671	-	-
限制性銀行存款	21,257	103,904	22,964	107,037
現金及現金等值物	188,776	922,737	109,547	510,610
	1,120,719	5,478,076	1,139,342	5,310,587
列為持作出售之出售企業之資產	-	-	84,185	392,395
<b>流動資產總額</b>	<u>1,120,719</u>	<u>5,478,076</u>	<u>1,223,527</u>	<u>5,702,982</u>
<b>總資產</b>	<u>1,479,523</u>	<u>7,231,910</u>	<u>1,568,798</u>	<u>7,312,325</u>

註：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101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12月31日之匯率 RMB 1=NTD 4.6611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  
簡明綜合資產負債表(續)  
民國102年6月30日及101年12月31日

(單位:仟元)

	未經審核		經審核	
	102年6月30日		101年12月31日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
<b>權益</b>				
<b>本公司權益持有人應佔權益</b>				
股本	\$ 4,022	\$ 19,660	\$ 4,022	\$ 18,747
儲備	248,192	1,213,163	241,710	1,126,635
保留盈利	410,783	2,007,907	416,159	1,939,759
<b>總權益</b>	662,997	3,240,730	661,891	3,085,141
<b>負債</b>				
<b>非流動負債</b>				
遞延所得稅負債	18,775	91,772	23,180	108,044
	18,775	91,772	23,180	108,044
<b>流動負債</b>				
應付帳款、其他應付款項及應計費用	\$ 388,346	\$ 1,898,235	\$ 406,327	\$ 1,893,933
應付客戶合約工程款項	38,856	189,928	37,479	174,693
應付最終控股公司款項	379	1,853	5,898	27,491
應付直接控股公司款項	5,791	28,306	1,980	9,229
應付一間聯營公司款項	-	-	521	2,428
應付本集團一間聯營公司的附屬公司款項	3,196	15,622	-	-
應付一間同系附屬公司款項	1,104	5,396	1,911	8,907
即期所得稅負債	8,781	42,922	7,903	36,837
保證撥備	6,760	33,043	6,702	31,238
借貸	344,538	1,684,103	372,823	1,737,765
	797,751	3,899,408	841,544	3,922,521
列為持作出售之出售企業之負債	-	-	42,183	196,619
<b>流動負債總額</b>	797,751	3,899,408	883,727	4,119,140
<b>總負債</b>	816,526	3,991,180	906,907	4,227,184
<b>總權益及負債</b>	\$ 1,479,523	\$ 7,231,910	\$ 1,568,798	\$ 7,312,325
<b>流動資產淨值</b>	\$ 322,968	\$ 1,578,668	\$ 339,800	\$ 1,583,842
<b>總資產減流動負債</b>	\$ 681,772	\$ 3,332,502	\$ 685,071	\$ 3,193,185

註：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101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12月31日之匯率 RMB 1=NTD 4.6611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102年及101年1月1日至6月30日  
(未經審核)

(單位：仟元)  
(除每股盈餘為元外)

	102年1月1日至6月30日		101年1月1日至6月30日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
收益	\$ 666,521	\$ 3,257,955	\$ 779,413	\$ 3,682,103
收益成本	( 519,578)	( 2,539,697)	( 621,847)	( 2,937,730)
<b>毛利</b>	<b>146,943</b>	<b>718,258</b>	<b>157,566</b>	<b>744,373</b>
其他收入	16,879	82,505	12,799	60,465
分銷及銷售費用	( 75,511)	( 369,098)	( 75,985)	( 358,968)
行政費用	( 40,552)	( 198,218)	( 50,318)	( 237,712)
其他開支	( 1,240)	( 6,061)	( 1,873)	( 8,848)
<b>經營溢利</b>	<b>46,519</b>	<b>227,386</b>	<b>42,189</b>	<b>199,310</b>
財務費用	( 4,250)	( 20,774)	( 6,607)	( 31,213)
分佔共同控制實體虧損	( 1,676)	( 8,192)	( 519)	( 2,452)
分佔聯營公司虧損	( 8,940)	( 43,699)	( 1,232)	( 5,820)
出售企業之虧損	( 9,742)	( 47,619)	-	-
<b>除稅前溢利</b>	<b>21,911</b>	<b>107,102</b>	<b>33,831</b>	<b>159,825</b>
所得稅開支	( 7,127)	( 34,837)	( 7,069)	( 33,395)
<b>本公司權益持有人應佔溢利</b>	<b>\$ 14,784</b>	<b>\$ 72,265</b>	<b>\$ 26,762</b>	<b>\$ 126,430</b>
<b>其他全面收益</b>				
<b>其後可能重新分類至損益的項目</b>				
貨幣換算差額	6,482	30,622	( 1,119)	( 5,286)
<b>本公司權益持有人應佔全面收益總額</b>	<b>\$ 21,266</b>	<b>\$ 102,887</b>	<b>\$ 25,643</b>	<b>\$ 121,144</b>
<b>本公司權益持有人應佔溢利之每股盈利</b>				
-基本及攤薄	<u>人民幣 0.04元</u>	<u>新台幣 0.18元</u>	<u>人民幣 0.07元</u>	<u>新台幣 0.31元</u>
<b>股息</b>	<b>\$ 20,160</b>	<b>\$ 98,542</b>	<b>\$ 20,160</b>	<b>\$ 95,240</b>

註：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101年第二季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。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

左佳國際控股有限公司及子公司  
簡明綜合權益變動表  
民國102年及101年1月1日至6月30日  
(未經審核)

(單位:仟元)

	股本		股本溢價		股本儲備		其他儲備		保留盈餘		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
<b>於民國101年1月1日之結餘</b>	\$ 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
<b>全面收益：</b>												
期內溢利	-	-	-	-	-	-	-	-	26,762	126,429	26,762	126,429
<b>其他全面收益：</b>												
貨幣換算差額	-	-	-	-	-	-	(1,119)	(5,286)	-	-	(1,119)	(5,286)
截至101年6月30日止期間之全面收益總額	-	-	-	-	-	-	(1,119)	(5,286)	26,762	126,429	25,643	121,143
匯率影響數	-	(345)	-	(15,728)	-	(6,644)	-	(3,762)	-	(32,138)	-	(58,617)
<b>於民國101年6月30日之結餘</b>	<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>
<b>於民國102年1月1日之結餘</b>	\$ 4,022	\$ 18,747	\$ 122,601	\$ 571,456	\$ 77,338	\$ 360,480	\$ 41,771	\$ 194,699	\$ 416,159	\$ 1,939,759	\$ 661,891	\$ 3,085,141
<b>全面收益：</b>												
期內溢利	-	-	-	-	-	-	-	-	14,784	72,265	14,784	72,265
<b>其他全面收益：</b>												
貨幣換算差額	-	-	-	-	-	-	6,482	31,684	-	-	6,482	31,684
截至102年6月30日止期間之全面收益總額	-	-	-	-	-	-	6,482	31,684	14,784	72,265	21,266	103,949
102年6月派付的101年度股息	-	-	-	-	-	-	-	-	(20,160)	(98,542)	(20,160)	(98,542)
匯率影響數	-	913	-	27,818	-	17,548	-	9,478	-	94,425	-	150,182
<b>於民國102年6月30日之結餘</b>	<u>\$ 4,022</u>	<u>\$ 19,660</u>	<u>\$ 122,601</u>	<u>\$ 599,274</u>	<u>\$ 77,338</u>	<u>\$ 378,028</u>	<u>\$ 48,253</u>	<u>\$ 235,861</u>	<u>\$ 410,783</u>	<u>\$ 2,007,907</u>	<u>\$ 662,997</u>	<u>\$ 3,240,730</u>

註：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。  
民國101年第二季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102年1月1日股東權益科目金額，係以民國101年12月31日之匯率 RMB 1=NTD 4.6611換算。  
民國101年1月1日股東權益科目金額，係以民國100年12月31日之匯率 RMB 1=NTD 4.8101換算。

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102年及101年1月1日至6月30日  
(未經審核)

(單位:仟元)

	102年1月1日至6月30日		101年1月1日至6月30日	
	人民幣	新台幣	人民幣	新台幣
<b>經營活動產生/(所用)的現金流量</b>				
營運產生/(所用)的現金	\$ 145,804	\$ 712,690	(\$ 4,589)	(\$ 21,679)
- 已付所得稅	( 6,098)	( 29,807)	( 11,184)	( 52,835)
<b>經營活動產生/(所用)的現金淨額</b>	<u>139,706</u>	<u>682,883</u>	<u>( 15,773)</u>	<u>( 74,514)</u>
<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	( 3,458)	( 16,903)	-	-
-收購物業、廠房及設備及無形資產	( 6,158)	( 30,100)	( 14,925)	( 70,509)
-出售物業、廠房及設備的所得款項	132	645	427	2,017
-限制性銀行存款減少	1,707	8,344	13,272	62,700
-來自出售附屬公司的現金淨額	( 2,277)	( 11,130)	-	-
<b>投資活動所用現金淨額</b>	<u>( 10,054)</u>	<u>( 49,144)</u>	<u>( 14,600)</u>	<u>( 68,973)</u>
<b>融資活動產生的現金流量</b>				
-新增借貸的所得款項	711,998	3,480,246	791,609	3,739,719
-償還借貸	( 740,283)	( 3,618,503)	( 736,250)	( 3,478,192)
-已付權益持有人的股息	( 20,160)	( 98,542)	-	-
-已付利息	( 4,255)	( 20,798)	( 6,607)	( 31,213)
<b>融資活動產生/(所用)的現金淨額</b>	<u>( 52,700)</u>	<u>( 257,597)</u>	<u>48,752</u>	<u>230,314</u>
<b>現金及現金等值物增加淨額</b>	76,952	376,142	18,379	86,827
期初現金及現金等值物	111,824	521,223	140,482	675,732
匯率調整數	-	25,372	-	( 12,068)
<b>期末現金及現金等值物</b>	<u>\$ 188,776</u>	<u>\$ 922,737</u>	<u>\$ 158,861</u>	<u>\$ 750,491</u>

註：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。  
民國101年第二季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102年度期初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12月31日之匯率 RMB 1=NTD 4.6611換算。  
民國101年度期初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

# 附 件 三

友佳國際控股有限公司及子公司  
合併資產負債表  
(依中華民國金管會認可之IFRSs重編)

(單位：新台幣仟元)

資 產	102年6月30日					101年12月31日					101年6月30日					
	依香港一般 公認會計原則編		依我國法令及 會計原則規定		依我國規定	依香港一般 公認會計原則編		依我國法令及 會計原則規定		依我國規定	依香港一般 公認會計原則編		依我國法令及 會計原則規定		依我國規定	
	製之金額(註2)	%	調節之金額	編製之金額	%	製之金額(註2)	%	調節之金額	編製之金額	%	製之金額(註2)	%	調節之金額	編製之金額	%	
<b>流動資產</b>																
1100 現金及約當現金	\$ 922,737	13	\$ -	\$ 922,737	13	\$ 510,610	7	\$ -	\$ 510,610	7	\$ 750,491	9	\$ -	\$ 750,491	9	
1170 應收帳款淨額	2,554,562	35	-	2,554,562	35	2,566,961	35	-	2,566,961	35	2,534,448	32	-	2,534,448	32	
1180 應收帳款-關係人	75,178	1	-	75,178	1	14,449	-	-	14,449	-	51,177	1	-	51,177	1	
1190 應收建造合約款	124,624	2	-	124,624	2	130,054	2	-	130,054	2	166,382	2	-	166,382	2	
1200 其他應收款	153,102	2	-	153,102	2	174,675	2	-	174,675	2	205,583	3	-	205,583	3	
130X 存貨	1,431,848	20	-	1,431,848	20	1,652,570	23	-	1,652,570	23	2,267,734	28	-	2,267,734	28	
1410 預付款項	112,121	2	-	112,121	2	154,231	2	-	154,231	2	135,944	2	-	135,944	2	
1460 待出售非流動資產	-	-	-	-	-	392,395	5	-	392,395	5	-	-	-	-	-	
1470 其他流動資產	103,904	1	-	103,904	1	107,037	1	-	107,037	1	103,616	1	-	103,616	1	
11XX 流動資產合計	5,478,076	76	-	5,478,076	76	5,702,982	78	-	5,702,982	78	6,215,375	77	-	6,215,375	77	
<b>非流動資產</b>																
1550 採權益法之投資	211,137	3	-	211,137	3	84,333	1	-	84,333	1	149,166	2	-	149,166	2	
1600 不動產、廠房及設備	1,318,211	18	-	1,318,211	18	1,307,271	18	-	1,307,271	18	1,381,682	17	-	1,381,682	17	
1760 投資性不動產淨額	6,320	-	-	6,320	-	6,260	-	-	6,260	-	5,919	-	-	5,919	-	
1780 無形資產	6,306	-	-	6,306	1	6,554	-	-	6,554	-	68,662	1	-	68,662	1	
1840 遞延所得稅資產	21,458	-	-	21,458	-	21,166	-	-	21,166	-	20,059	-	-	20,059	-	
1985 長期預付租金	190,402	3	-	190,402	3	183,759	3	-	183,759	3	188,477	2	-	188,477	2	
15XX 非流動資產合計	1,753,834	24	-	1,753,834	24	1,609,343	22	-	1,609,343	22	1,813,965	23	-	1,813,965	23	
1XXX 資產總計	7,231,910	100	-	7,231,910	100	7,312,325	100	-	7,312,325	100	8,029,340	100	-	8,029,340	100	
<b>負債及股東權益</b>																
<b>流動負債</b>																
2100 短期借款	\$ 1,684,103	23	\$ -	\$ 1,684,103	23	\$ 1,737,765	24	\$ -	\$ 1,737,765	24	\$ 1,981,868	25	\$ -	\$ 1,981,868	25	
2170 應付帳款	881,565	12	-	881,565	12	747,923	10	-	747,923	10	1,054,205	13	-	1,054,205	13	
2180 應付帳款-關係人	51,177	1	-	51,177	1	48,055	1	-	48,055	1	50,015	1	-	50,015	1	
2190 應付建造合約款	189,928	3	-	189,928	3	174,693	2	-	174,693	2	143,531	2	-	143,531	2	
2200 其他應付款	294,556	4	-	294,556	4	281,931	4	-	281,931	4	259,226	3	-	259,226	3	
2230 當期所得稅負債	42,922	1	-	42,922	1	36,837	1	-	36,837	1	38,682	-	-	38,682	-	
2250 負債準備-流動	33,043	-	-	33,043	-	31,238	-	-	31,238	-	35,904	-	-	35,904	-	
2260 與待出售非流動資產直接相關之負債	-	-	-	-	-	196,619	3	-	196,619	3	-	-	-	-	-	
2310 預收款項	722,114	10	-	722,114	10	864,079	12	-	864,079	12	1,023,224	13	-	1,023,224	13	
21XX 流動負債合計	3,899,408	54	-	3,899,408	54	4,119,140	57	-	4,119,140	57	4,586,655	57	-	4,586,655	57	
<b>非流動負債</b>																
2570 遞延所得稅負債	91,772	1	-	91,772	1	108,044	1	-	108,044	1	97,900	1	-	97,900	1	
25XX 非流動負債合計	91,772	1	-	91,772	1	108,044	1	-	108,044	1	97,900	1	-	97,900	1	
2XXX 負債總計	3,991,180	55	-	3,991,180	55	4,227,184	58	-	4,227,184	58	4,684,555	58	-	4,684,555	58	
<b>股東權益</b>																
<b>股本</b>																
3110 普通股股本	19,660	-	-	19,660	-	18,747	-	-	18,747	-	19,001	-	-	19,001	-	
3200 資本公積	977,302	14	-	977,302	14	931,936	13	-	931,936	13	1,230,304	15	-	1,230,304	15	
<b>保留盈餘</b>																
3310 法定盈餘公積	219,594	3	-	219,594	3	209,400	3	-	209,400	3	212,234	3	-	212,234	3	
3350 未分配盈餘	2,007,907	28	-	2,007,907	28	1,939,759	27	-	1,939,759	27	1,893,927	24	-	1,893,927	23	
3400 其他權益	16,267	-	-	16,267	-	(14,701)	-	-	(14,701)	-	(10,681)	-	-	(10,681)	-	
3XXX 股東權益總計	3,240,730	45	-	3,240,730	45	3,085,141	42	-	3,085,141	42	3,344,785	42	-	3,344,785	42	
<b>負債及股東權益合計</b>	<b>7,231,910</b>	<b>100</b>	<b>-</b>	<b>7,231,910</b>	<b>100</b>	<b>7,312,325</b>	<b>100</b>	<b>-</b>	<b>7,312,325</b>	<b>100</b>	<b>8,029,340</b>	<b>100</b>	<b>-</b>	<b>8,029,340</b>	<b>100</b>	

註1：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101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12月31日之匯率 RMB 1=NTD 4.6611換算。

民國101年第二季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。

註2：揭露之報表格式業已依中華民國金管會認可之IFRSs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**  
**合併綜合損益表**  
(依中華民國金管會認可之IFRSs重編)

(單位：新臺幣仟元)  
(除每股盈餘為元外)

	102年1月1日至6月30日						101年1月1日至6月30日					
	依香港一般		依我國法令及		依我國規定		依香港一般		依我國法令及		依我國規定	
	公認會計原則編 製之金額(註2)	%	會計原則規定 調節之金額	編製之金額	%	公認會計原則編 製之金額(註2)	%	會計原則規定 調節之金額	編製之金額	%		
4000 營業收入	\$ 3,257,955	100	\$ -	\$ 3,257,955	100	\$ 3,682,103	100	\$ -	\$ 3,682,103	100		
5000 營業成本	( 2,539,697)	( 78)	-	( 2,539,697)	( 78)	( 2,937,730)	( 80)	-	( 2,937,730)	( 80)		
5900 營業毛利	718,258	22	-	718,258	22	744,373	20	-	744,373	20		
營業費用												
6100 推銷費用	( 369,098)	( 11)	-	( 369,098)	( 11)	( 358,968)	( 10)	-	( 358,968)	( 10)		
6200 管理費用	( 96,939)	( 3)	-	( 96,939)	( 3)	( 128,961)	( 3)	-	( 128,961)	( 3)		
6300 研發費用	( 101,279)	( 3)	-	( 101,279)	( 3)	( 108,751)	( 3)	-	( 108,751)	( 3)		
6000 營業費用合計	( 567,316)	( 17)	-	( 567,316)	( 17)	( 596,680)	( 16)	-	( 596,680)	( 16)		
6500 其他收益及費損淨額	76,444	1	( 76,444)	-	-	51,617	1	( 51,617)	-	-		
6900 營業利益	227,386	6	( 76,444)	150,942	5	199,310	5	( 51,617)	147,693	4		
營業外收入及支出												
7010 其他收入	-	-	66,731	66,731	3	-	-	59,719	59,719	1		
7020 其他利益及損失	( 47,619)	( 1)	9,713	( 37,906)	( 1)	-	-	( 8,102)	( 8,102)	-		
7050 財務成本	( 20,774)	( 1)	-	( 20,774)	( 1)	( 31,213)	( 1)	-	( 31,213)	( 1)		
7060 採用權益法之關聯企業及合資損益之份額	( 51,891)	( 2)	-	( 51,891)	( 2)	( 8,272)	-	-	( 8,272)	-		
7000 營業外收入及支出合計	( 120,284)	( 4)	76,444	( 43,840)	( 1)	( 39,485)	( 1)	51,617	12,132	-		
7900 稅前淨利	107,102	3	-	107,102	3	159,825	4	-	159,825	4		
7950 所得稅費用	( 34,837)	( 1)	-	( 34,837)	( 1)	( 33,395)	( 1)	-	( 33,395)	( 1)		
8200 本期淨利	\$ 72,265	2	\$ -	\$ 72,265	2	\$ 126,430	3	\$ -	\$ 126,430	3		
其他綜合損益												
8310 國外營運機構財務報表換算之兌換差額	30,622	1	-	30,622	1	( 5,286)	-	-	( 5,286)	-		
8500 本期綜合利益總額	\$ 102,887	3	\$ -	\$ 102,887	3	\$ 121,144	3	\$ -	\$ 121,144	3		
淨利歸屬於：												
8610 母公司業主	\$ 72,265	2	\$ -	\$ 72,265	2	\$ 126,430	3	\$ -	\$ 126,430	3		
綜合損益總額歸屬於：												
8710 母公司業主	\$ 102,887	3	\$ -	\$ 102,887	3	\$ 121,144	3	\$ -	\$ 121,144	3		
基本每股盈餘												
9750 基本每股盈餘合計	\$ 0.18			\$ 0.18		\$ 0.31			\$ 0.31			
稀釋每股盈餘												
9850 稀釋每股盈餘合計	\$ 0.18			\$ 0.18		\$ 0.31			\$ 0.31			

註1：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101年第二季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。

註2：揭露之報表格式業已依中華民國金管會認可之IFRSs之規定予以調整。



友佳國際控股有限公司及子公司  
合併現金流量表  
(依中華民國金管會認可之IFRSs重編)

(單位：新臺幣仟元)

營業活動之現金流量	102年1月1日至6月30日			101年1月1日至6月30日		
	依香港一般	依我國法令及		依香港一般	依我國法令及	
	公認會計原則編	會計原則規定	依我國規定	公認會計原則編	會計原則規定	依我國規定
	製之金額(註2)	調節之金額	編製之金額	製之金額(註2)	調節之金額	編製之金額
合併稅前淨利	\$ 107,102	\$ -	\$ 107,102	\$ 159,825	\$ -	\$ 159,825
調整項目						
不影響現金流量之收益費損項目						
折舊費用	67,313	-	67,313	62,534	-	62,534
攤銷費用	3,886	-	3,886	7,105	-	7,105
呆帳費用提列數	5,563	-	5,563	321	-	321
利息費用	20,774	-	20,774	31,213	-	31,213
利息收入	9,116	-	9,116	8,631	-	8,631
採用權益法之關聯企業及合資損失之份額	51,891	-	51,891	8,272	-	8,272
處分不動產、廠房及設備(利益)損失	( 934)	-	( 934)	269	-	269
處分待出售非流動資產損失	47,619	-	47,619	-	-	-
與營業活動相關之資產/負債變動數						
與營業活動相關之資產之淨變動						
應收帳款	131,795	-	131,795	( 29,408)	-	( 29,408)
應收帳款－關係人淨額	( 60,025)	-	( 60,025)	( 49,812)	-	( 49,812)
應收建造合約款	11,761	-	11,761	( 28,742)	-	( 28,742)
其他應收款	23,262	-	23,262	( 2,173)	-	( 2,173)
存貨淨額	301,169	-	301,169	249,277	-	249,277
預付款項	49,618	-	49,618	87,832	-	87,832
與營業活動相關之負債之淨變動						
應付帳款	97,237	-	97,237	( 373,916)	-	( 373,916)
應付帳款－關係人	782	-	782	( 34,206)	-	( 34,206)
應付建造合約款	6,731	-	6,731	18,982	-	18,982
其他應付款	11,599	-	11,599	( 78,974)	-	( 78,974)
預收款項	( 184,028)	-	( 184,028)	( 50,218)	-	( 50,218)
負債準備－流動	284	-	284	( 3,204)	-	( 3,204)
營運產生之現金流入(流出)	702,515	-	702,515	( 16,392)	-	( 16,392)
支付之所得稅	( 29,807)	-	( 29,807)	( 52,835)	-	( 52,835)
營業活動之淨現金流入(流出)	672,708	-	672,708	( 69,227)	-	( 69,227)

(續次頁)

註1：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。  
民國101年第二季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102年度期初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12月31日之匯率 RMB 1=NTD 4.6611換算。  
民國101年度期初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12月31日之匯率 RMB 1=NTD 4.8101換算。  
註2：揭露之報表格式業已依中華民國金管會認可之IFRSs之規定予以調整。

友佳國際控股有限公司及子公司  
合併現金流量表(續)  
(依中華民國金管會認可之IFRSs重編)

(單位：新臺幣仟元)

	102年1月1日至6月30日			101年1月1日至6月30日		
	依香港一般	依我國法令及	依我國規定	依香港一般	依我國法令及	依我國規定
	公認會計原則編	會計原則規定		公認會計原則編	會計原則規定	
	製之金額(註2)	調節之金額	編製之金額	製之金額(註2)	調節之金額	編製之金額
<b>投資活動之現金流量</b>						
取得採用權益法之投資	(\$ 16,903)	\$ -	(\$ 16,903)	(\$ 63,181)	\$ -	(\$ 63,181)
取得不動產、廠房及設備	( 29,083)	-	( 29,083)	( 66,786)	-	( 66,786)
處分不動產、廠房及設備	645	-	645	2,017	-	2,017
取得無形資產	( 1,017)	-	( 1,017)	( 3,723)	-	( 3,723)
其他非流動資產減少	8,344	-	8,344	62,700	-	62,700
處分待出售非流動資產	( 11,130)	-	( 11,130)	-	-	-
投資活動之淨現金流出	( 49,144)	-	( 49,144)	( 68,973)	-	( 68,973)
<b>籌資活動之現金流量</b>						
短期借款增加	3,480,246	-	3,480,246	3,739,719	-	3,739,719
短期借款減少	( 3,618,503)	-	( 3,618,503)	( 3,478,192)	-	( 3,478,192)
發放現金股利	( 98,542)	-	( 98,542)	-	-	-
支付之利息	( 20,798)	-	( 20,798)	( 31,213)	-	( 31,213)
籌資活動之淨現金流入	( 257,597)	-	( 257,597)	230,314	-	230,314
匯率影響數	35,547	-	35,547	( 5,470)	-	( 5,470)
本期現金及約當現金增加(減少)數	401,514	-	401,514	74,759	-	74,759
期初現金及約當現金餘額	521,223	-	521,223	675,732	-	675,732
期末現金及約當現金餘額	\$ 922,737	\$ -	\$ 922,737	\$ 750,491	\$ -	\$ 750,491

註1：民國102年第二季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102年6月30日之匯率 RMB 1=NTD 4.8880換算。

民國101年第二季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102年度期初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12月31日之匯率 RMB 1=NTD 4.6611換算。

民國101年度期初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12月31日之匯率 RMB 1=NTD 4.8101換算。

註2：揭露之報表格式業已依中華民國金管會認可之IFRSs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  
合併財務報表重編說明  
民國 102 年及 101 年第二季  
(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 102 年及 101 年第二季合併財務報表，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 102 年及 101 年第二季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)編製之主要報表格式，因適用之會計原則不同，與中華民國規定不符，爰依「第二上市(櫃)公司財務報告複核要點」規定，將合併資產負債表、合併綜合損益表及合併現金流量表予以重編(以下簡稱重編合併財務報表)。

二、中華民國金管會認可之 IFRSs 與香港一般公認會計原則之差異彙總說明

現行已發布生效之中華民國金管會認可之 IFRSs 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		對重編合併 財務報表之影響
	中華民國一般 公認會計原則	香港一般 公認會計原則	
(一) 其他收入	非因經常營業活動所發生之收入或利益應帳列營業外收入項下。	分類為營業溢利之一部分。	已予重分類 102年第二季： \$ 82,505 101年第二季： \$ 60,465
(二) 其他開支	非因經常性營業活動所發生之費用或損失應帳列營業外支出項下。	分類為營業溢利之一部分。	已予重分類 102年第二季： \$ 6,061 101年第二季： \$ 8,848
(三) 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  
2013



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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

於二零一三年上半年，CNC工具機、停車設備及叉車的銷售數量分別為1,056台、5,194台及1,132台（二零一二年同期：1,232台、4,275台及1,661台）。本集團約76.8%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。二零一三年上半年，全球經濟狀況仍然波動，在持續疲弱和不明朗的全球環境中，中國的經濟增長放緩。第二季度的中國國內生產總值（GDP）增長率由第一季度的7.7%下降至7.5%，而二零一三年上半年中國國內GDP增長為7.6%。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。截至二零一三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1,056台及約人民幣512,010,000元，與二零一二年同期比較均呈現下跌。然而，由於原材料價格已穩定下來，於回顧期內CNC工具機業務之毛利率亦因而上升至約25.4%。

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由意大利廠家生產之銑床及加工中心於本年度之銷售額合共約為人民幣63,450,000元，佔本集團CNC工具機銷售額約12.4%。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。

### 意大利聯營公司

本集團就成立合營企業「FFG Europe」及注入資產之交易於二零一三年一月一日完成，本集團持有FFG Europe約30.16%股本權益，而FFG Europe則全資擁有意大利企業JOBS及Rambaudi之權益。而本集團亦因此認列其於JOBS及Rambaudi之投資作為「聯營公司之投資」。

成立合營企業及注入資產將讓JOBS及Rambaudi可於具備行業寶貴專業知識及豐富經驗之JOBS的管理層的統一領導和監督下，精簡彼等之運作及整合其產品組合（尤其是航太工業、汽車、模具及一般工程應用領域），繼而達致製造、採購、銷售及售後服務和支援等方面的經濟規模，以及締造研發和生產流程方面的協同效應。

## 財務回顧

### 收益

截至二零一三年六月三十日止六個月，本集團錄得收益約人民幣666,520,000元，與二零一二年同期比較下跌約14.5%。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512,010,000元，較去年同期下跌約16.6%，佔本集團整體收益約76.8%。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26.7%至約人民幣72,590,000元，佔本集團整體收益約10.9%。此外，停車設備業務於回顧期內之銷售額為約人民幣81,930,000元，比較去年同期增加約23.9%，佔總收益約12.3%。

### 毛利及毛利率

於回顧期內，本集團之毛利約人民幣146,940,000元，而整體毛利率約為22.0%，而去年同期之毛利率為20.2%。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上升，從而令回顧期內的整體毛利率上升。

### 分銷及銷售費用

截至二零一三年六月三十日止六個月，分銷及銷售費用約為人民幣75,510,000元，與去年同期比較大致持平。於回顧期內，分銷及銷售費用佔本集團收益百分比約11.3%，而去年同期為約9.7%。

### 行政費用

於管理層致力管控營運成本之下，於回顧期內行政費用比較去年同期減少約19.4%至約人民幣40,550,000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20,720,000元（二零一二年同期：人民幣23,020,000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。

### **財務費用**

於回顧期內，財務費用下跌至約人民幣4,250,000元，主要由於本集團於回顧期內的平均銀行借貸減少所致。

### **分佔聯營公司虧損**

截至二零一三年六月三十日止六個月，分佔聯營公司虧損為約人民幣8,940,000元（二零一二年同期：人民幣1,230,000元）。主要由於聯營公司「FFG Europe」（持有JOBS及Rambaudi的100%股本權益）於回顧期內錄得虧損。

### **權益持有人應佔溢利**

截至二零一三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14,780,000元，較去年同期減少約44.8%。

### **前景展望**

於二零一三年下半年，本集團的營商環境仍然充滿挑戰。儘管中國經濟增長有放緩跡象，中國仍是全球最高經濟增長的國家，市場潛力依然龐大。另外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（二零一二年至二零一五年）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。這將有利本集團的CNC工具機業務。另一方面，管理層對JOBS及Rambaudi之業務前景保持樂觀。JOBS及Rambaudi之高端CNC工具機產品除了優化本集團之產品組合及提升其附加值外，亦加大開拓本集團之客戶應用領域，以保持本集團在中國市場上的競爭優勢。

展望未來，管理層對本集團的營商環境維持正面的審慎態度，在嚴峻的市場競爭下將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、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。管理層亦會致力管控營運成本，以使本集團能獲得更理想的營運效益，並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。於二零一三年六月三十日，本集團的現金及現金等值物為約人民幣188,780,000元（二零一二年十二月三十一日：人民幣109,550,000元）。於二零一三年六月三十日，本集團的流動資產淨額約為人民幣322,970,000元（二零一二年十二月三十一日：人民幣339,800,000元），而短期銀行借款約為人民幣344,540,000元（二零一二年十二月三十一日：人民幣372,820,000元）。於二零一三年六月三十日，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（二零一二年十二月三十一日：1.4倍）。於二零一三年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為23.3%（二零一二年十二月三十一日：23.8%），反映本集團整體財務狀況仍保持強勁。

### 資本架構

於二零一三年六月三十日，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（二零一二年十二月三十一日：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

於二零一三年六月三十日，本集團在香港及中國僱用合共約1,480位（二零一二年十二月三十一日：1,600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1,630,000元（二零一二年十二月三十一日：人民幣2,400,000元），屬已訂約但尚未於財務報表作出撥備。本集團並無任何重大或然負債（二零一二年十二月三十一日：無）。

### 集團資產押記

於二零一三年六月三十日，本集團有限制性銀行存款約人民幣21,260,000元（二零一二年十二月三十一日：人民幣22,960,000元），乃作為競投合約的銀行保證按金。

於二零一三年六月三十日，本公司之附屬公司以總賬面值人民幣5,460,000元（二零一二年十二月三十一日：人民幣5,530,000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

於二零一三年六月三十日，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 （「友嘉實業」）	實益擁有人	24,323,347股股份	15.45%
朱志洋先生（附註1）	友嘉實業	配偶權益	4,361,925股股份	2.77%
陳向榮先生	友嘉實業	實益擁有人	3,714,841股股份	2.36%
朱志洋先生	友迦工業股份有限公司 （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 （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 （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	持股量概約百分比
朱志洋先生 (附註4)	佑泰興實業股份有限公司 (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 (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 (附註3)	實益擁有人	2,940股股份	0.12%
朱志洋先生	Fair Fine (Hongzhou) Industrial 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 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2.77%，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，於二零一三年六月三十日，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**

於二零一三年六月三十日，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二零一二年年報內。

自採納計劃以來並無授出任何購股權。

## 主要股東

於二零一三年六月三十日，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 （「友佳實業香港」）	實益擁有人	232,000,000股 (附註)	57.54%
友嘉實業	受控制公司的權益	232,000,000股 (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，友嘉實業被視為為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，於二零一三年六月三十日，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，自二零一二年年報日期以來之本公司董事資料變動如下：

江俊德先生於二零一三年一月辭任德鎂實業股份有限公司之總經理，及於二零一三年六月辭任上緯企業股份有限公司（臺灣證券交易所股份有限公司上市公司）之獨立董事。

除上文所披露外，本公司並不知悉須根據上市規則第13.51B(1)條予以披露之其他資料。

### 中期股息

董事會宣佈派發截至二零一三年六月三十日止六個月之每股中期股息人民幣0.05元（相當於根據於二零一三年八月二十九日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0.0629港元）（二零一二年：人民幣0.05元），合共約為人民幣20,160,000元（相當於約25,360,000港元）（二零一二年：人民幣20,160,000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二零一三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

於截至二零一三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企業管治守則（「企業管治守則」），惟下列除外。

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。由於本公司董事會主席朱志洋先生因商務工幹未能出席本公司於二零一三年五月三十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。

### 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二零一三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」對本集團截至二零一三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，二零一三年八月二十九日

## 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15至42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」)於二零一三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、中期簡明綜合權益變動表和中期簡明綜合現金流量表,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,二零一三年八月二十九日

## 簡明綜合全面收益表

	附註	未經審核 截至六月三十日止六個月	
		二零一三年 人民幣千元	二零一二年 人民幣千元
收益	6	666,521	779,413
收益成本		(519,578)	(621,847)
<b>毛利</b>		<b>146,943</b>	157,566
其他收入	7	16,879	12,799
分銷及銷售費用		(75,511)	(75,985)
行政費用		(40,552)	(50,318)
其他開支		(1,240)	(1,873)
<b>經營溢利</b>	6, 8	<b>46,519</b>	42,189
財務費用		(4,250)	(6,607)
分佔共同控制實體虧損		(1,676)	(519)
分佔聯營公司虧損	17	(8,940)	(1,232)
出售企業之虧損	16	(9,742)	-
<b>除稅前溢利</b>		<b>21,911</b>	33,831
所得稅開支	9	(7,127)	(7,069)
<b>本公司權益持有人應佔溢利</b>		<b>14,784</b>	26,762
<b>其他全面收益</b>			
<b>其後可能重新分類至損益的項目</b>			
貨幣換算差額		6,482	(1,119)
<b>本公司權益持有人應佔全面收益總額</b>		<b>21,266</b>	25,643
<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	0.04	0.07

第20至42頁之附註為本簡明綜合中期財務資料之重要組成部份。

		人民幣千元	人民幣千元
<b>股息</b>	11	<b>20,160</b>	20,160

## 簡明綜合資產負債表

	附註	未經審核 二零一三年 六月三十日 人民幣千元	經審核 二零一二年 十二月三十一日 人民幣千元
<b>資產</b>			
<b>非流動資產</b>			
物業、廠房及設備	12	261,513	278,454
投資物業	13	1,293	1,343
無形資產	14	1,290	1,406
於共同控制實體之投資	15	19,875	18,093
於一間聯營公司之投資	17	23,320	-
遞延所得稅資產	21	4,390	4,541
購置廠房及設備之按金		8,170	2,010
土地使用權	18	38,953	39,424
<b>非流動資產總值</b>		<b>358,804</b>	<b>345,271</b>
<b>流動資產</b>			
存貨		292,931	354,545
應收賬款、按金及預付款項	19	576,879	621,284
應收客戶合約工程款項		25,496	27,902
應收最終控股公司款項	25	556	-
應收及預付同系附屬公司及最終控股公司 一間聯營公司的款項	25	1,624	2,374
應收共同控制實體款項	25	174	315
應收一間聯營公司款項	25	-	411
應收本集團一間聯營公司的附屬公司款項	25	13,026	-
限制性銀行存款		21,257	22,964
現金及現金等值物		188,776	109,547
		<b>1,120,719</b>	<b>1,139,342</b>
列為持作出售之出售企業之資產	16	-	84,185
<b>流動資產總值</b>		<b>1,120,719</b>	<b>1,223,527</b>
<b>總資產</b>		<b>1,479,523</b>	<b>1,568,798</b>
<b>權益</b>			
<b>本公司權益持有人應佔權益</b>			
股本	20	4,022	4,022
儲備		248,192	241,710
保留盈利		410,783	416,159
<b>總權益</b>		<b>662,997</b>	<b>661,891</b>

	附註	未經審核 二零一三年 六月三十日 人民幣千元	經審核 二零一二年 十二月三十一日 人民幣千元
<b>負債</b>			
<b>非流動負債</b>			
遞延所得稅負債	21	18,775	23,180
<b>流動負債</b>			
應付賬款、其他應付款項及應計費用	23	388,346	406,327
應付客戶合約工程款項		38,856	37,479
應付最終控股公司款項	25	379	5,898
應付直接控股公司款項	25	5,791	1,980
應付一間聯營公司款項	25	-	521
應付本集團一間聯營公司的附屬公司款項	25	3,196	-
應付一間同系附屬公司款項	25	1,104	1,911
即期所得稅負債		8,781	7,903
保證撥備		6,760	6,702
借貸	22	344,538	372,823
		797,751	841,544
列為持作出售之出售企業之負債	16	-	42,183
<b>流動負債總額</b>		<b>797,751</b>	<b>883,727</b>
<b>總負債</b>		<b>816,526</b>	<b>906,907</b>
<b>總權益及負債</b>		<b>1,479,523</b>	<b>1,568,798</b>
<b>流動資產淨值</b>		<b>322,968</b>	<b>339,800</b>
<b>總資產減流動負債</b>		<b>681,772</b>	<b>685,071</b>

第20至42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 人民幣千元	股份溢價 人民幣千元	資本儲備 人民幣千元	其他儲備 人民幣千元	保留盈利 人民幣千元	總權益 人民幣千元
於二零一二年一月一日之結餘	4,022	183,088	77,338	43,783	374,137	682,368
<b>全面收益：</b>						
期內溢利	-	-	-	-	26,762	26,762
<b>其他全面收益：</b>						
貨幣換算差額	-	-	-	(1,119)	-	(1,119)
截至二零一二年六月三十日 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
	未經審核					
	股本 人民幣千元	股份溢價 人民幣千元	資本儲備 人民幣千元	其他儲備 人民幣千元	保留盈利 人民幣千元	總權益 人民幣千元
於二零一三年一月一日之結餘	4,022	122,601	77,338	41,771	416,159	661,891
<b>全面收益：</b>						
期內溢利	-	-	-	-	14,784	14,784
<b>其他全面收益：</b>						
貨幣換算差額	-	-	-	6,482	-	6,482
截至二零一三年六月三十日 止期間之全面收益總額	-	-	-	6,482	14,784	21,266
二零一三年六月派付的 二零一二年股息	-	(20,160)	-	-	-	(20,160)
於二零一三年六月三十日之結餘	4,022	102,441	77,338	48,253	430,943	662,997

第20至42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

	附註	未經審核 截至六月三十日止六個月	
		二零一三年 人民幣千元	二零一二年 人民幣千元
<b>經營活動產生／(所用)的現金流量</b>			
營運產生／(所用)的現金		145,804	(4,589)
— 已付所得稅		(6,098)	(11,184)
<b>經營活動產生／(所用)的現金淨額</b>		<b>139,706</b>	<b>(15,773)</b>
<b>投資活動產生的現金流量</b>			
— 收購一間聯營公司		—	(13,374)
— 於一間共同控制實體之投資	15	(3,458)	—
— 收購物業、廠房及設備及無形資產		(6,158)	(14,925)
— 出售物業、廠房及設備的所得款項		132	427
— 限制性銀行存款減少		1,707	13,272
— 來自出售附屬公司的現金淨額	16	(2,277)	—
<b>投資活動所用現金淨額</b>		<b>(10,054)</b>	<b>(14,600)</b>
<b>融資活動產生的現金流量</b>			
— 新增借貸的所得款項		711,998	791,609
— 償還借貸		(740,283)	(736,250)
— 已付權益持有人的股息		(20,160)	—
— 已付利息		(4,255)	(6,607)
<b>融資活動(所用)／產生的現金淨額</b>		<b>(52,700)</b>	<b>48,752</b>
<b>現金及現金等值物增加淨額</b>		<b>76,952</b>	<b>18,379</b>
期初現金及現金等值物		111,824	140,482
<b>期末現金及現金等值物</b>		<b>188,776</b>	<b>158,861</b>

第20至42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，本簡明綜合中期財務資料均以人民幣（「人民幣」）呈報。本簡明綜合中期財務資料已由董事會於二零一三年八月二十九日批准刊發。

本簡明綜合中期財務資料乃未經審核。

### 2 編製基準

截至二零一三年六月三十日止六個月之本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」）編製之截至二零一二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二零一二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）

#### (a) 本集團採納的新訂及經修訂準則

下列準則的修訂以及詮釋首次須於二零一三年一月一日開始的財政年度採納，但對本集團並無重大影響：

香港會計準則第1號修訂本	財務報表的呈列
香港會計準則第19號修訂本	僱員福利
香港會計準則第27號（二零一一年）	獨立財務報表
香港會計準則第28號（二零一一年）	於聯營公司及合營企業的投資
香港財務報告準則第7號修訂本	披露一抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	披露於其他實體的權益
香港財務報告準則第13號	公平值計量

除香港會計準則第1號修訂本「財務報表的呈列」所規定的額外披露外，採納該等新訂準則以及對現有準則的修訂對本集團的中期財務資料並無重大影響。

#### (b) 下列為於二零一三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準則修訂本：

- 香港會計準則第32號（修訂本）「金融工具：呈列－抵銷金融資產及金融負債」澄清在財務狀況表中抵銷金融工具的規定：
  - 「目前已具有法律強制性執行抵銷權利」的含義；及
  - 若干總額結算系統或視為等同於淨額結算。本集團有待評估香港會計準則第32號修訂本的全面影響，並擬於其生效日期（二零一四年一月一日或其後開始的會計期間）採納該修訂本。
- 香港財務報告準則第10號、香港財務報告準則第12號及香港財務報告準則第27號（於二零一一年修訂之修訂本）「投資實體」提供國際財務報告準則第10號綜合要求的例外情況，並要求投資實體按公平值透過損益計量特定附屬公司，而非將其綜合處理。該等修訂本亦載有投資實體的披露規定。本集團有待評估香港財務報告準則第10號、香港財務報告準則第12號及香港財務報告準則第27號修訂本的影響，該等修訂本將於二零一四年一月一日或其後開始的會計期間生效。

### 3 會計政策（續）

#### (b) 下列為於二零一三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準則修訂本：（續）

- 香港財務報告準則第9號「金融工具」是作為取代香港會計準則第39號的一部份而頒佈的首個準則。香港財務報告準則第9號保留但簡化了混合計量模式，並推出了有關金融資產的兩個基本計量分類：攤銷成本和公平值。分類基準視乎主體的經營模式，以及金融資產的合約現金流量特點。香港會計準則第39號有關金融資產減值以及對沖會計的指引將繼續使用。本集團有待評估香港財務報告準則第9號的影響，該準則將於二零一五年一月一日或其後開始的會計期間生效。
- 香港財務報告準則第7號及香港財務報告準則第9號（修訂本）「強制性生效日期及過渡披露」將生效日期延遲至二零一五年一月一日或其後開始的年度期間，並對寬免就先前期間作出重列的情形作出修訂。作為該項寬免之一部份，須就從香港會計準則第39號過渡至香港財務報告準則第9號作出額外披露。本集團有待評估香港財務報告準則第7號及香港財務報告準則第9號修訂本的影響，該等修訂本將於二零一五年一月一日或其後開始的會計期間生效。

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。

於聯營公司的投資的公平值乃採用估值技術並參考獨立估值釐定。本集團釐定適當的折現率及採用折現現金流量分析，以對於聯營公司的投資進行列賬。本集團運用其判斷及主要根據收購日期存在的市況所作的假設釐定未來現金流量。

於編製本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其他重大判斷及估計不明朗因素之主要來源與截至二零一二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 金融風險管理及金融工具

### 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及事項，並應連同本集團於二零一二年十二月三十一日之年度財務報表一併閱讀。

自年末以來，風險管理部門或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

於二零一三年六月三十日，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。

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。

### 截至二零一三年六月三十日止六個月

	工具機 人民幣千元 (未經審核)	停車設備 人民幣千元 (未經審核)	叉車 人民幣千元 (未經審核)	本集團總計 人民幣千元 (未經審核)
收益（均來自對外銷售）	512,009	81,926	72,586	666,521
銷售成本	(382,056)	(72,315)	(65,207)	(519,578)
分類溢利	<u>129,953</u>	<u>9,611</u>	<u>7,379</u>	146,943
其他收入				16,879
分銷及銷售費用				(75,511)
行政費用				(40,552)
其他開支				(1,240)
經營溢利				<u>46,519</u>
財務費用				(4,250)
分佔共同控制實體虧損				(1,676)
分佔一間聯營公司虧損				(8,940)
出售企業之虧損				(9,742)
除稅前溢利				21,911
所得稅開支				(7,127)
期內溢利				<u>14,784</u>

## 6 分類資料(續)

截至二零一二年六月三十日止六個月

	工具機 人民幣千元 (未經審核)	停車設備 人民幣千元 (未經審核)	叉車 人民幣千元 (未經審核)	本集團總計 人民幣千元 (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	<u>(474,191)</u>	<u>(57,541)</u>	<u>(90,115)</u>	<u>(621,847)</u>
分類溢利	<u>140,028</u>	<u>8,571</u>	<u>8,967</u>	157,566
其他收入				12,799
分銷及銷售費用				(75,985)
行政費用				(50,318)
其他開支				<u>(1,873)</u>
經營溢利				<u>42,189</u>
財務費用				(6,607)
分佔共同控制實體虧損				(519)
分佔一間聯營公司虧損				<u>(1,232)</u>
除稅前溢利				33,831
所得稅開支				<u>(7,069)</u>
期內溢利				<u>26,762</u>

## 7 其他收入

	截至六月三十日止六個月	
	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
淨匯兌收益	2,910	-
銷售廢料	3,748	3,082
政府補貼	5,837	2,825
維修收入	949	4,076
投資物業所得之租金收入	161	165
出售物業、廠房及設備之收益	317	158
利息收入	1,865	1,827
其他	1,092	666
	<b>16,879</b>	<b>12,799</b>

## 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	
	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
呆壞賬撥備，淨額	1,138	68
無形資產攤銷	324	1,033
土地使用權攤銷	471	471
物業、廠房及設備折舊	13,721	13,192
投資物業折舊	50	45
存貨撥備，淨額	1,174	742
研發開支	20,720	23,022
淨匯兌(收益)／虧損	(2,910)	896
出售物業、廠房及設備之(收益)／虧損	(191)	57



## 9 所得稅開支

	截至六月三十日止六個月	
	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
企業所得稅	6,976	7,858
遞延稅項	151	(789)
	<u>7,127</u>	<u>7,069</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，於截至二零一二年六月三十日止六個月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15%至25%（二零一二年：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，杭州友佳於截至二零一三年六月三十日止六個月適用的稅率為15%（二零一二年：15%）。

## 10 每股盈利

	截至六月三十日止六個月 (每股人民幣元)	
	二零一三年 (未經審核)	二零一二年 (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>0.04</u>	<u>0.07</u>

每股基本盈利是按本公司權益持有人應佔溢利人民幣14,784,000元(截至二零一二年六月三十日止六個月: 人民幣26,762,000元)及403,200,000股(二零一二年: 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	
	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
中期股息每股人民幣0.05元(二零一二年: 人民幣0.05元)	<u>20,160</u>	<u>20,160</u>

於二零一三年八月二十九日舉行之董事會會議上, 董事宣派截至二零一三年六月三十日止六個月之中期股息每股人民幣0.05元(二零一二年: 人民幣0.05元)。此中期股息並無於截至二零一三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)

<b>截至二零一二年六月三十日止六個月</b>	
<b>於二零一二年一月一日之期初賬面淨值</b>	288,677
添置	15,248
出售	(484)
轉撥自投資物業	144
折舊	(13,192)
	<u>290,393</u>
<b>於二零一二年六月三十日之期末賬面淨值</b>	
	<u>290,393</u>
<b>截至二零一三年六月三十日止六個月</b>	
<b>於二零一三年一月一日之期初賬面淨值</b>	278,454
添置	2,192
出售	(5,412)
折舊	(13,721)
	<u>(13,721)</u>
	<u>261,513</u>
<b>於二零一三年六月三十日之期末賬面淨值</b>	<u>261,513</u>

## 13 投資物業

	<b>二零一三年 人民幣千元 (未經審核)</b>	二零一二年 人民幣千元 (未經審核)
<b>於一月一日之期初賬面淨值</b>	<b>1,343</b>	1,442
轉撥至物業、廠房及設備	-	(144)
折舊	(50)	(45)
	<u>1,293</u>	<u>1,253</u>
<b>於六月三十日之期末賬面淨值</b>	<b>1,293</b>	1,253

## 14 無形資產

	人民幣千元 (未經審核)
<b>截至二零一二年六月三十日止六個月</b>	
<b>於二零一二年一月一日之期初賬面淨值</b>	14,779
添置	788
攤銷	(1,033)
	<u>14,534</u>
<b>於二零一二年六月三十日之期末賬面淨值</b>	
	<u>14,534</u>
<b>截至二零一三年六月三十日止六個月</b>	
<b>於二零一三年一月一日之期初賬面淨值</b>	1,406
添置	208
攤銷	(324)
	<u>1,290</u>
<b>於二零一三年六月三十日之期末賬面淨值</b>	
	<u><u>1,290</u></u>

## 15 於共同控制實體的投資

於二零一三年三月，本公司向中國一間新的共同控制實體杭州友群機械有限公司（「杭州友群」）注入約550,000美元（相當於人民幣3,458,000元）之繳足股本。杭州友群由本公司與高松機械工業株式會社、Yamasan鐵工株式會社及株式會社炭澤鐵工（均為獨立第三方）四間公司共同成立。於二零一三年六月三十日，各公司分別於杭州友群擁有55%、15%、15%及15%股權。

根據杭州友群的組織章程，董事會會議的決定將於有關決議案獲得過半數贊成票條件下生效。本公司於杭州友群共四位董事組成的董事會中擁有兩名代表，因此，本集團將其於杭州友群的投資作為共同控制實體列賬，並採用權益法確認其權益。

## 16 出售一間附屬公司及聯營公司

本集團宣佈於二零一二年九月二十七日，天盛香港實業有限公司（「天盛」，本集團之附屬公司）、金友國際有限公司（「金友」，本公司最終控股公司之全資附屬公司）、和騰有限公司（「和騰」，本公司最終控股公司持有其8.35%已發行股本）及Alma S.r.l（獨立第三方）就透過注入資產／業務的方式成立FFG Europe S.p.A.（「FFG Europe」）訂立協議，據此（其中包括），天盛將提供資本出資，形式為以(i)其於Jobs Automazione S.p.A（「Jobs」）所持的所有900,000股股份（佔Jobs的15%權益）；及(ii)其於Sky Thrive Rambaudi S.r.l.（「Rambaudi」）的全部股權，交換FFG Europe的30.16%股權。

與Rambaudi及於Jobs的投資有關的資產及負債於二零一二年十二月三十一日呈列為持作出售。Rambaudi及Jobs均從事工具機業務。該交易已於二零一三年一月一日完成。

有關交易之虧損詳情如下：

		人民幣千元 (未經審核)
於二零一三年一月一日出售之Rambaudi之資產淨值之賬面值	(a)	28,431
於二零一三年一月一日出售之於Jobs之投資之賬面值		13,571
		42,002
於二零一三年一月一日於FFG Europe之投資之公平值(附註17)		32,260
交易虧損		9,742

## 16 出售一間附屬公司及聯營公司(續)

### (a) 所出售之Rambaudi之資產淨值如下：

	人民幣千元 (未經審核)
物業、廠房及設備	3,417
無形資產	14,542
存貨	39,588
應收賬款、按金及預付款項	15,664
現金及現金等值物	2,277
應付賬款、其他應付款項及應計費用	(32,202)
即期所得稅負債	(469)
借貸	(9,981)
遞延所得稅負債	(4,405)
	<u>28,431</u>
所出售之資產淨值	<u>28,431</u>

期內出售Rambaudi產生之現金流出淨額：

	人民幣千元 (未經審核)
所收取之現金代價	-
減：Rambaudi持有之現金及現金等值物	<u>(2,277)</u>
所出售之現金及現金等值物淨額	<u>(2,277)</u>

## 17 於一間聯營公司之投資

FFG Europe之成立於二零一三年一月一日完成。於完成後，FFG Europe分別由天盛、金友、和騰及Alma S.r.l擁有約30.16%、15.05%、14.79%及40%（附註16）。

本集團於FFG Europe董事會擁有兩名代表，且本集團對FFG Europe擁有重大影響力。因此，本集團於財務報表內將該項投資列賬為聯營公司。有關詳情列示如下：

	<b>截至 六月三十日 止六個月 人民幣千元 (未經審核)</b>
期初	—
增添	32,260
分佔虧損	(8,940)
期末	<u>23,320</u>

本集團分佔FFG Europe的業績及其總資產及負債列示如下：

	<b>截至 六月三十日 止六個月 人民幣千元 (未經審核)</b>
資產	221,417
負債	208,468
收益	65,942
分佔虧損	(8,940)
持有百分比	<u>30.16%</u>

## 18 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：

	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
於一月一日之期初賬面淨值	39,424	40,367
攤銷	(471)	(471)
於六月三十日之期末賬面淨值	<u>38,953</u>	<u>39,896</u>

## 19 應收賬款、按金及預付款項

	二零一三年 六月三十日 人民幣千元 (未經審核)	於 二零一二年 十二月三十一日 人民幣千元 (經審核)
貿易應收賬款及應收票據	544,276	573,960
減：貿易應收賬款減值撥備	(21,657)	(23,240)
<b>貿易應收賬款－淨額</b>	<b>522,619</b>	<b>550,720</b>
預付款項	22,938	33,089
其他	31,322	37,475
重列為持作出售	576,879	621,284
	—	10,790
應收賬款、按金及預付款項合計	<u>576,879</u>	<u>632,074</u>



## 19 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天除賬期。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 二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
目前-30天	464,126	461,395
31-60天	5,704	11,825
61-90天	4,465	5,353
91-180天	11,305	25,656
180天以上	58,676	69,731
	<u>544,276</u>	<u>573,960</u>

## 20 股本

	股份數目 千股	面值 人民幣千元
<b>每股面值0.01港元之普通股</b>		
<b>法定：</b>		
於二零一三年六月三十日及二零一二年十二月三十一日	<u>1,000,000</u>	<u>10,211</u>
<b>已發行及繳足：</b>		
於二零一三年一月一日及二零一三年六月三十日	<u>403,200</u>	<u>4,022</u>

## 21 遞延所得稅資產及負債

	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
遞延所得稅資產		
於一月一日之期初結餘	4,541	4,534
於綜合全面收益表扣除	(151)	(288)
於六月三十日之期末結餘	<u>4,390</u>	<u>4,246</u>
遞延所得稅負債		
於一月一日之期初結餘	23,180	21,800
出售一間附屬公司	(4,405)	-
於綜合全面收益表扣除	-	(1,077)
於六月三十日之期末結餘	<u>18,775</u>	<u>20,723</u>

## 22 借貸

	於 二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
一年內	<u>344,538</u>	<u>372,823</u>

借貸之變動分析如下：

	人民幣千元 (未經審核)
<b>截至二零一三年六月三十日止六個月</b>	
於二零一三年一月一日之期初金額	372,823
新借貸之提取	711,998
償還借貸	<u>(740,283)</u>
<b>於二零一三年六月三十日之期末金額</b>	<u>344,538</u>

借貸乃按市場利率介乎每年1.80%至6.72%（二零一二年六月三十日：每年1.70%至7.87%）之間計息。

於二零一三年六月三十日，本集團已抵押其賬面值約為人民幣5,459,744元（二零一二年十二月三十一日：人民幣5,525,526元）之土地使用權，以擔保若干銀行向其授出之一般銀行融資。於二零一三年六月三十日，本集團並無使用該等抵押銀行融資（二零一二年十二月三十一日：無）。

## 23 應付賬款、其他應付款項及應計費用

	於	
	二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
貿易應付賬款	180,353	160,460
來自客戶的預付按金	147,732	185,381
其他應付款項	28,343	35,077
應計費用	31,918	25,409
	<u>388,346</u>	<u>406,327</u>
重列為持作出售	-	32,202
	<u>388,346</u>	<u>438,529</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	
	二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
目前-30天	168,113	107,195
31-60天	6,528	40,426
61-90天	1,596	5,906
91-180天	1,502	2,645
180天以上	2,614	4,288
	<u>180,353</u>	<u>160,460</u>

## 24 資本承擔

	於	
	二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
就下列各項已訂約但尚未撥備之資本支出		
— 收購物業、廠房及設備	1,634	2,395

## 25 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	
			二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
友嘉實業股份有限公司 (「友嘉實業」)	最終控股公司	銷售貨品 採購貨品	678 4,172	468 15,496
友佳實業(香港)有限公司 (「友佳實業(香港)」)	直接控股公司	採購貨品	55,524	46,099
杭州友嘉高松機械有限公司 (「友嘉高松」)	最終控股公司之 聯營公司	銷售貨品 採購貨品	75 -	31 17
杭州友維機電有限公司 (「友維」)	同系附屬公司	銷售貨品	1,410	115
阿耐思特岩田 友佳空壓機有限公司 (「阿耐思特岩田」)	共同控制實體	銷售貨品 採購貨品	290 31	5,934 87
杭州友科電子有限公司 (「友科」)	最終控股公司之 聯營公司	銷售貨品	10	27
松穎機械工業股份有限公司 (「松穎」)	同系附屬公司	採購貨品	10,477	27,449
SIGMA technology S.r.l	本集團聯營公司之 附屬公司	採購貨品	2,637	-
杭州友嘉萬客隆 精密機械有限公司	共同控制實體	銷售貨品 採購貨品	26 276	- -

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。

## 25 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	二零一三年 六月三十日 人民幣千元 (未經審核)	二零一二年 十二月三十一日 人民幣千元 (經審核)
友嘉實業	最終控股公司	應收貿易款項(附註(a)) 應付貿易款項(附註(b))	556 (379)	- (5,898)
友維	同系附屬公司	應收貿易款項(附註(a))	115	17
友科	最終控股公司之聯營公司	應收貿易款項(附註(a))	7	1
松穎	同系附屬公司	應收貿易款項及 預付款項(附註(a)) 應付貿易款項(附註(b))	1,430 (1,104)	2,356 (1,911)
友嘉高松	最終控股公司之聯營公司	應收貿易款項(附註(a))	72	-
友佳實業(香港)	直接控股公司	應付貿易款項(附註(b))	(5,791)	(1,980)
阿耐思特岩田	共同控制實體	應收貿易款項(附註(a))	152	315
杭州友嘉萬客隆 精密機械有限公司	共同控制實體	應收貿易款項(附註(a))	22	-
Jobs	本集團聯營公司之 附屬公司 (之前於二零一二年 十二月三十一日為 本集團之聯營公司)	應收貿易款項(附註(a)) 應付貿易款項(附註(b))	604 -	411 (521)
SIGMA	本集團聯營公司之 附屬公司	應收貿易款項(附註(a)) 應付貿易款項(附註(b))	2,458 (284)	- -
Rambaudi	本集團聯營公司之 附屬公司	應收貿易款項(附註(a)) 應付貿易款項(附註(b))	9,964 (2,912)	- -

## 25 關連人士交易(續)

### (a) 交易及結餘(續)

#### 結餘(續)

- (a) 就與同系附屬公司及最終控股公司以及其聯營公司進行的銷售而言，本集團一般給予的信貸期為90天。結餘為無抵押及免息。於二零一三年六月三十日及二零一二年十二月三十一日，上述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。

### (b) 主要管理人員補償

	截至六月三十日止六個月	
	二零一三年 人民幣千元 (未經審核)	二零一二年 人民幣千元 (未經審核)
薪金及其他津貼	1,854	1,745

## 26 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。

## 27 結算日後發生之事項

於二零一三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  
**2013**



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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  
Yuanta Bank  
Bank Sinopac

### STOCK CODE

2398

### WEBSITE

<http://www.goodfriend.hk>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business review

During the first half of 2013, sales volume of CNC machine tools, parking garage structures and forklift trucks amounted to 1,056 units, 5,194 units and 1,132 units respectively (2012 comparative figures: 1,232 units, 4,275 units and 1,661 units). Approximately 76.8% 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. The global economic conditions remained volatile in the first half of 2013. Amid continued weak and uncertain global conditions, China's economic growth slowed down. China's gross domestic product (GDP) growth in the second quarter declined to 7.5% from 7.7% recorded in the first quarter, while China's GDP growth was 7.6% in the first half of 2013. Under this economic environment, sales orders for the Group's CNC machine tools business were also affected. For the six months ended 30 June 2013, sales volume and sales revenue of CNC machine tools amounted to 1,056 units and approximately RMB512.01 million respectively, both representing a decrease when compared to corresponding period in 2012. Nevertheless, the gross profit margin of CNC machine tools business increased to approximately 25.4% during the period under review. This was mainly attributable to the stabilisation of the raw material prices.

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 and machining centre (manufactured by Italian vendors) amounted to approximately RMB63.45 million for the period under review, accounted for approximately 12.4% of sales revenue of the Group's CNC machine tools. These high-end products could optimise the product portfolio of the Group, and strengthen its core competitiveness.

### Associates in Italy

The transaction in relation to the Group's formation of the joint venture "FFG Europe" as well as the assets injection were completed on 1 January 2013. FFG Europe is owned approximately as to 30.16% by the Group, while JOBS and Rambaudi are then wholly owned by FFG Europe. The Group therefore accounted for its investments in JOBS and Rambaudi as "investment in associates".

The formation of the joint venture and the assets injection would allow JOBS and Rambaudi to streamline their operation and consolidate their product portfolios, in particular, in the sectors of aerospace, automotive, mould and die and general engineering application, under the unified leadership and supervision of the management of JOBS who possess valuable expertise and extensive experience in the industry, thereby derive economies of scale in manufacturing, sourcing, sales and after sales services and support as well as to promote synergies in research and development and production process.

## Financial Review

### *Revenue*

For the six months ended 30 June 2013, the Group recorded revenue of approximately RMB666.52 million, representing a decrease of approximately 14.5% as compared to the corresponding period in 2012. 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 RMB512.01 million, representing a decrease of 16.6% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 76.8% 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 26.7%, as compared to corresponding period in last year, to approximately RMB72.59 million and approximately 10.9% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB81.93 million during the period under review, representing an increase of approximately 23.9% as compared to corresponding period in last year and accounted for approximately 12.3% of the total revenue.

### *Gross profit and margin*

During the period under review, gross profit of the Group amounted to approximately RMB146.94 million. Overall gross profit margin was approximately 22.0%, compared to 20.2% 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 increased as compared to last year. As a result, the overall gross profit margin for the period under review increased.

### *Distribution and selling expenses*

Distribution and selling expenses for the six months ended 30 June 2013 amounted to approximately RMB75.51 million, and remained fairly stable as compared to corresponding period in last year. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was approximately 11.3%, compared to 9.7% for the corresponding period in last year.

### *Administrative expenses*

Under the stringent control of the operating expenses by the management, the administrative expenses decreased by approximately 19.4% to approximately RMB40.55 million during the period under review. Included in the administrative expenses for the period under review were those research and development expenses amounted to approximately RMB20.72 million. (2012 comparative figures: RMB23.02 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.

**Finance costs**

During the period under review, finance costs decreased to approximately RMB4.25 million. The decrease was primarily due to the decrease of average bank borrowings of the Group during the period under review.

**Share of loss of an associate**

For the six months ended 30 June 2013, share of loss of an associate amounted to approximately RMB8.94 million (2012 comparative figures: RMB1.23 million). This was mainly attributable to the loss recorded by the associate "FFG Europe" (holding 100% equity interests of JOBS and Rambaudi) during the period under review.

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

For the six months ended 30 June 2013, profit attributable to the equity holders of the Company amounted to approximately RMB14.78 million, representing a decrease of approximately 44.8% as compared to the same period last year.

**Prospects**

In the second half of 2013, the business environment of the Group remains challenging. Despite China's economic growth pace slows down, China is still the country experiencing the highest economic growth in the world, and its market potential remains enormous. Moreover, China is the largest machine tools consuming country. The formulation of the 12th Five Year Plan (2012-2015) 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. This will benefit the Group's CNC machine tools business. On the other hand, the management is optimistic on the business prospects of JOBS and Rambaudi. The high end CNC machine tools products of JOBS and Rambaudi not only optimise the production portfolio of the Group and increase its additional value, but also enhance application sector of customers of the Group as well as maintain the Group's competitive edge in the China market.

Looking ahead, the management remains positively cautious about the business environment of the Group. The Group will continue to strengthen its business foundation under tough market competition. The management believes that with its extensive sales network, 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 2013, the Group's cash and cash equivalents amounted to approximately RMB188.78 million (at 31 December 2012: RMB109.55 million). As at 30 June 2013, the Group had net current assets of approximately RMB322.97 million (at 31 December 2012: 339.80 million) and short-term bank borrowings of approximately RMB344.54 million (at 31 December 2012: RMB372.82 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2013 was approximately 1.4 (at 31 December 2012: 1.4). The gearing ratio as at 30 June 2013 (total interest bearing liabilities to total assets) was approximately 23.3% (at 31 December 2012: 23.8%), indicated that the Group's overall financial position remained strong.

### **Capital structure**

The share capital of the Company as at 30 June 2013 was HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each (at 31 December 2012: HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each).

### **Staff and remuneration policies**

As at 30 June 2013, the Group employed a total of approximately 1,480 full time employees (31 December 2012: 1,600) 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 RMB1.63 million (at 31 December 2012: RMB2.40 million) which were contracted but not provided in the financial statements. The Group had no material contingent liabilities as at 30 June 2013 (at 31 December 2012: Nil).

### **Charges on the group's assets**

As at 30 June 2013, the Group had restricted bank deposits with an amount of approximately RMB21.26 million (at 31 December 2012: RMB22.96 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 RMB5.46 million (31 December 2012: RMB5.53 million) as at 30 June 2013 in order to secure banking facilities granted to the Group.



## DISCLOSURE OF INTERESTS

### Directors' interest in shares

As at 30 June 2013, 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 (Fair Friend Enterprise Company Limited) ("Taiwan FF")	Beneficial owner	24,323,347 shares	15.45%
Mr. Chu Chih-Yaung (Note 1)	Taiwan FF	Spouse interest	4,361,925 shares	2.77%
Mr. Chen Hsiang-Jung	Taiwan FF	Beneficial owner	3,714,841 shares	2.36%
Mr. Chu Chih-Yaung	友迦工業股份有限公司 (Fairskq (Taiwan) Co., Ltd.) (Note 3)	Beneficial owner	21,988 shares	0.22%
Mr. Chu Chih-Yaung (Note 2)	友迦工業股份有限公司 (Fairskq (Taiwan) Co., Ltd.) (Note 3)	Spouse interest	21,988 shares	0.22%
Mr. Chu Chih-Yaung	佑泰興實業股份有限公司 (Yu Thai Xin Ent. Co., Ltd.) (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 (Note 4)	佑泰興實業股份有限公司 (Yu Thai Xin Ent. Co., Ltd.) (Note 3)	Spouse interest	1,000 shares	0.01%
Mr. Chu Chih-Yaung (Note 5)	友嘉國際股份有限公司 (Decaview Asia Corporation) (Note 3)	Spouse interest	14,700 shares	0.59%
Mr. Chen Hsiang-Jung	友嘉國際股份有限公司 (Decaview Asia Corporation) (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:*

- Ms. Wang Tz-Ti (formerly known as Wang Jin-Zu) ("Ms. Wang"), the spouse of Mr. Chu Chih-Yaung ("Mr. Chu"), held 2.77% 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.
- 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.
- These companies are 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 2013, 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 2013, 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 2012 annual report of the Company.

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

### Substantial shareholders

As at 30 June 2013, 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 2013.

## OTHER INFORMATION

### **Changes of director's information under rule 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 2012 Annual Report is as follows:

Mr. Chiang Chun-Te, resigned as a general manager of Istra Corporation in January 2013, and resigned as an independent director of Swancor Ind. Co., Ltd. (listed on the Taiwan Stock Exchange Corporation) in June 2013.

Save as disclosed above, the Company is not aware of other information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### **Interim dividend**

The Board declared an interim dividend of RMB0.05 (equivalent to approximately HK\$0.0629 according to the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China on 29 August 2013) per share for the six months ended 30 June 2013 (2012: RMB0.05), in aggregate amounting to approximately RMB20.16 million (equivalent to approximately HK\$25.36 million) (2012: RMB20.16 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 2013.

### **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.

**Corporate governance**

The Company has complied with the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2013 except the following.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. The Chairman of the Board, Mr. Chu Chih-Yaung was unable to attend the annual general meeting of the Company held on 30 May 2013 due to business trip. 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.

**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 2013. 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 2013 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.

**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, 29 August 2013

## 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 15 to 42, 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 2013 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, 29 August 2013



## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Unaudited Six months ended 30 June	
		2013 RMB'000	2012 RMB'000
Revenue	6	666,521	779,413
Cost of revenue		(519,578)	(621,847)
<b>Gross profit</b>		<b>146,943</b>	157,566
Other income	7	16,879	12,799
Distribution and selling expenses		(75,511)	(75,985)
Administrative expenses		(40,552)	(50,318)
Other expenses		(1,240)	(1,873)
<b>Operating profit</b>	6, 8	<b>46,519</b>	42,189
Finance costs		(4,250)	(6,607)
Share of loss of jointly controlled entities		(1,676)	(519)
Share of loss of an associate	17	(8,940)	(1,232)
Loss on disposal of companies	16	(9,742)	–
<b>Profit before taxation</b>		<b>21,911</b>	33,831
Income tax expense	9	(7,127)	(7,069)
<b>Profit attributable to equity holders of the Company</b>		<b>14,784</b>	26,762
<b>Other comprehensive income</b>			
<b>Item that may be reclassified subsequently to profit or loss</b>			
Currency translation difference		6,482	(1,119)
<b>Total comprehensive income attributable to equity holders of the Company</b>		<b>21,266</b>	25,643
<b>Earnings per share for profit attributable to the equity holders of the Company</b>			
– basic and diluted	10	0.04	0.07

The notes on page 20 to 42 form an integral part of this condensed consolidated interim financial information.

		RMB'000	RMB'000
<b>Dividends</b>	11	<b>20,160</b>	20,160

## CONDENSED CONSOLIDATED BALANCE SHEET

	<i>Note</i>	<b>Unaudited 30 June 2013 RMB'000</b>	Audited 31 December 2012 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	<b>261,513</b>	278,454
Investment properties	13	<b>1,293</b>	1,343
Intangible assets	14	<b>1,290</b>	1,406
Investments in jointly controlled entities	15	<b>19,875</b>	18,093
Investment in an associate	17	<b>23,320</b>	–
Deferred income tax assets	21	<b>4,390</b>	4,541
Deposits for purchases of plant and equipment		<b>8,170</b>	2,010
Land use rights	18	<b>38,953</b>	39,424
<b>Total non-current assets</b>		<b>358,804</b>	345,271
<b>Current assets</b>			
Inventories		<b>292,931</b>	354,545
Debtors, deposits and prepayments	19	<b>576,879</b>	621,284
Amounts due from customers for contract work		<b>25,496</b>	27,902
Amount due from ultimate holding company	25	<b>556</b>	–
Amounts due from and prepayment to fellow subsidiaries and an associate of ultimate holding company	25	<b>1,624</b>	2,374
Amounts due from jointly controlled entities	25	<b>174</b>	315
Amounts due from an associate	25	–	411
Amount due from subsidiaries of an associate of the Group	25	<b>13,026</b>	–
Restricted bank deposits		<b>21,257</b>	22,964
Cash and cash equivalents		<b>188,776</b>	109,547
		<b>1,120,719</b>	1,139,342
Assets of disposal companies classified as held for sale	16	–	84,185
<b>Total current assets</b>		<b>1,120,719</b>	1,223,527
<b>Total assets</b>		<b>1,479,523</b>	1,568,798
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	20	<b>4,022</b>	4,022
Reserves		<b>248,192</b>	241,710
Retained earnings		<b>410,783</b>	416,159
<b>Total equity</b>		<b>662,997</b>	661,891

	<i>Note</i>	<b>Unaudited 30 June 2013 RMB'000</b>	Audited 31 December 2012 RMB'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities	21	<u>18,775</u>	<u>23,180</u>
<b>Current liabilities</b>			
Creditors, other payables and accrued charges	23	<b>388,346</b>	406,327
Amounts due to customers for contract work		<b>38,856</b>	37,479
Amount due to an ultimate holding company	25	<b>379</b>	5,898
Amount due to an immediate holding company	25	<b>5,791</b>	1,980
Amount due to an associate	25	–	521
Amount due to subsidiaries of an associate of the Group	25	<b>3,196</b>	–
Amount due to a fellow subsidiary	25	<b>1,104</b>	1,911
Current income tax liabilities		<b>8,781</b>	7,903
Warranty provision		<b>6,760</b>	6,702
Borrowings	22	<u>344,538</u>	<u>372,823</u>
		<b>797,751</b>	841,544
Liabilities of disposal companies classified as held for sale	16	–	<u>42,183</u>
<b>Total current liabilities</b>		<u>797,751</u>	<u>883,727</u>
<b>Total liabilities</b>		<u>816,526</u>	<u>906,907</u>
<b>Total equity and liabilities</b>		<u>1,479,523</u>	<u>1,568,798</u>
<b>Net current assets</b>		<u>322,968</u>	<u>339,800</u>
<b>Total assets less current liabilities</b>		<u>681,772</u>	<u>685,071</u>

The notes on page 20 to 42 form an integral part of this condensed consolidated interim financial information.

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

	Unaudited					
	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Capital reserves <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Retained earnings <i>RMB'000</i>	Total equity <i>RMB'000</i>
<b>Balance at 1 January 2013</b>	4,022	122,601	77,338	41,771	416,159	661,891
<b>Comprehensive income:</b>						
Profit for the period	-	-	-	-	14,784	14,784
<b>Other comprehensive income:</b>						
Currency translation difference	-	-	-	6,482	-	6,482
<b>Total comprehensive income for the period ended 30 June 2013</b>	-	-	-	6,482	14,784	21,266
<b>Dividends relating to 2012 paid in June 2013</b>	-	(20,160)	-	-	-	(20,160)
<b>Balance at 30 June 2013</b>	4,022	102,441	77,338	48,253	430,943	662,997

The notes on page 20 to 42 form an integral part of this condensed consolidated interim financial information.

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

		Unaudited	
		Six months ended 30 June	
Note		2013 RMB'000	2012 RMB'000
<b>Cash flows from/(used in) operating activities</b>			
	Cash generated/(used in) from operations	145,804	(4,589)
	– income tax paid	(6,098)	(11,184)
	<b>Net cash generated/(used in) from operating activities</b>	<u>139,706</u>	<u>(15,773)</u>
<b>Cash flows from investing activities</b>			
	– acquisition of an associate	–	(13,374)
	– investment in a jointly controlled entity	15 (3,458)	–
	– acquisition of property, plant and equipment and intangible assets	(6,158)	(14,925)
	– proceeds from disposal of property, plant and equipment	132	427
	– decrease in restricted bank deposit	1,707	13,272
	– net cash paid from disposal of a subsidiary	16 (2,277)	–
	<b>Net cash used in investing activities</b>	<u>(10,054)</u>	<u>(14,600)</u>
<b>Cash flows from financing activities</b>			
	– proceeds from new borrowings	711,998	791,609
	– repayments of borrowings	(740,283)	(736,250)
	– dividends paid to equity holders	(20,160)	–
	– interest paid	(4,255)	(6,607)
	<b>Net cash (used in)/generated from financing activities</b>	<u>(52,700)</u>	<u>48,752</u>
	<b>Net increase in cash and cash equivalents</b>	76,952	18,379
	Cash and cash equivalents at the beginning of the period	<u>111,824</u>	<u>140,482</u>
	<b>Cash and cash equivalents at end of the period</b>	<u><u>188,776</u></u>	<u><u>158,861</u></u>

The notes on page 20 to 42 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 29 August 2013.

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 2013 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 2012, 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 2012, 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)

#### (a) New and amended standards adopted by the Group

The following amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2013 but do not have a material impact on the Group:

HKAS 1 Amendment	Presentation of financial statements
HKAS 19 Amendment	Employee benefits
HKAS 27 (2011)	Separate financial statements
HKAS 28 (2011)	Investments in associates and joint ventures
HKFRS 7 Amendment	Disclosures – Offsetting financial assets and financial liabilities
HKFRS 10	Consolidated financial statements
HKFRS 11	Joint arrangements
HKFRS 12	Disclosure of interests in other entities
HKFRS 13	Fair value measurement

The adoption of these new standards and amendments to existing standards does not have significant impact on the Group's interim financial information except for additional disclosures as required by HKAS 1 Amendment "Presentation of financial statements".

#### (b) The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2013 and have not been early adopted:

- HKAS 32 (Amendment) "Financial instruments: Presentation – Offsetting financial assets and financial liabilities" clarifies the requirements for offsetting financial instruments on the statement of financial position:
  - (i) the meaning of currently has a legally enforceable right of set – off; and
  - (ii) that some gross settlement systems may be considered equivalents to net settlement. The Group is yet to assess the amendment to HKAS 32's full impact and intends to adopt the amendment upon its effective date, which is for the accounting period beginning on or after 1 January 2014.
- HKFRS 10, HKFRS 12 and HKFRS 27 (Amendments revised in 2011) "Investment entities" provide an exception to the consolidation requirements in IFRS 10 and require investment entities to measure particular subsidiaries at fair value through profit or loss, rather than consolidate them. The amendments also set out disclosure requirements for investment entities. The Group is yet to assess the amendments to HKFRS 10, HKFRS 12 and HKFRS 27's impacts, which will become effective for the accounting period beginning on or after 1 January 2014.

### 3 ACCOUNTING POLICY (Continued)

**(b) The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2013 and have not been early adopted: (Continued)**

- HKFRS 9 “Financial Instruments” is the first standard issued as part of a wider project to replace HKAS 39. HKFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortised cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. The guidance in HKAS 39 on impairment of financial assets and hedge accounting continues to apply. The Group is yet to assess HKFRS 9’s impact, which will become effective for the accounting period beginning on or after 1 January 2015.
- HKFRS 7 and HKFRS 9 (Amendments) “Mandatory effective date and transition disclosures” delay the effective date to annual periods beginning on or after 1 January 2015, and also modify the relief from restating prior periods. As part of this relief, additional disclosures on transition from HKAS 39 to HKFRS 9 are required. The Group is yet to assess the amendments to HKFRS 7 and HKFRS 9’s impact, which will become effective for the accounting period beginning on or after 1 January 2015.

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.

The fair value of investment in an associate is determined by using valuation techniques and with reference to independent valuations. The Group determines the appropriate discount rate and adopts discounted cash flow analysis to account for the investment in an associate. The Group uses its judgement and makes assumptions that are mainly based on market conditions existing at the acquisition date in determining the future cash flow.

In preparing these condensed consolidated interim financial statements, other 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 2012.



## 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

### 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 2012.

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

### 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 2013, 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.

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 for each reportable segment.

### Six months ended 30 June 2013

	Machine Tools <i>RMB'000</i> (Unaudited)	Parking Garage Structures <i>RMB'000</i> (Unaudited)	Forklift Trucks <i>RMB'000</i> (Unaudited)	Total Group <i>RMB'000</i> (Unaudited)
Revenue (all from external sales)	512,009	81,926	72,586	666,521
Cost of Sales	<u>(382,056)</u>	<u>(72,315)</u>	<u>(65,207)</u>	<u>(519,578)</u>
Segment profit	<u>129,953</u>	<u>9,611</u>	<u>7,379</u>	146,943
Other income				16,879
Distribution and selling expenses				(75,511)
Administrative expenses				(40,552)
Other expenses				<u>(1,240)</u>
Operating profit				<u>46,519</u>
Finance costs				(4,250)
Share of loss of jointly controlled entities				(1,676)
Share of loss of an associate				(8,940)
Loss on disposal of companies				<u>(9,742)</u>
Profit before taxation				21,911
Income tax expense				<u>(7,127)</u>
Profit for the period				<u>14,784</u>

## 6 SEGMENT INFORMATION (Continued)

Six months ended 30 June 2012

	Machine Tools <i>RMB'000</i> (Unaudited)	Parking Garage Structures <i>RMB'000</i> (Unaudited)	Forklift Trucks <i>RMB'000</i> (Unaudited)	Total Group <i>RMB'000</i> (Unaudited)
Revenue (all from external sales)	614,219	66,112	99,082	779,413
Cost of Sales	<u>(474,191)</u>	<u>(57,541)</u>	<u>(90,115)</u>	<u>(621,847)</u>
Segment profit	<u>140,028</u>	<u>8,571</u>	<u>8,967</u>	157,566
Other income				12,799
Distribution and selling expenses				(75,985)
Administrative expenses				(50,318)
Other expenses				<u>(1,873)</u>
Operating profit				<u>42,189</u>
Finance costs				(6,607)
Share of loss of jointly controlled entities				(519)
Share of loss of an associate				<u>(1,232)</u>
Profit before taxation				33,831
Income tax expense				<u>(7,069)</u>
Profit for the period				<u>26,762</u>

## 7 OTHER INCOME

	Six months ended 30 June	
	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Net exchange gain	2,910	–
Sales of scrap materials	3,748	3,082
Government subsidies	5,837	2,825
Repair income	949	4,076
Rental income from investment properties	161	165
Gain on disposal of property, plant and equipment	317	158
Interest income	1,865	1,827
Others	1,092	666
	<b>16,879</b>	<b>12,799</b>

## 8 OPERATING PROFIT

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

	Six months ended 30 June	
	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Allowance for bad and doubtful debts, net	1,138	68
Amortisation of intangible assets	324	1,033
Amortisation of land use rights	471	471
Depreciation of property, plant and equipment	13,721	13,192
Depreciation of investment properties	50	45
Allowance for inventories, net	1,174	742
Research and development expenses	20,720	23,022
Net exchange (gain)/loss	(2,910)	896
(Gain)/loss on disposal of property, plant and equipment	(191)	57

## 9 INCOME TAX EXPENSE

	Six months ended 30 June	
	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Enterprise income tax	6,976	7,858
Deferred tax	151	(789)
	<u>7,127</u>	<u>7,069</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 tax provision for Italian profits had been made for the six months ended 30 June 2012 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 15% to 25% (2012: 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 2013 is 15% (2012: 15%).

## 10 EARNINGS PER SHARE

	<b>Six months ended 30 June</b> <i>(RMB per share)</i>	
	<b>2013</b> <b>(Unaudited)</b>	2012 (Unaudited)
Earnings per share for profit for the period attributable to the equity holders of the Company – basic	<b>0.04</b>	0.07

The calculation of the basic earnings per share is based on the profit attributable to equity holders of the Company of RMB14,784,000 (six months period ended 30 June 2012: RMB26,762,000) and 403,200,000 (2012: 403,200,000) ordinary shares in issue.

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

## 11 DIVIDENDS

	<b>Six months ended 30 June</b>	
	<b>2013</b> <b>RMB'000</b> <b>(Unaudited)</b>	2012 <i>RMB'000</i> (Unaudited)
Interim dividend of RMB0.05 (2012: RMB0.05) per share	<b>20,160</b>	20,160

At a meeting of the board of directors held on 29 August 2013, the directors declared an interim dividend of RMB0.05 (2012: RMB0.05) per share for the six months ended 30 June 2013. This interim dividend was not recognised as dividend payable in the unaudited condensed consolidated financial information for the six months ended 30 June 2013.

## 12 PROPERTY, PLANT AND EQUIPMENT

	<i>RMB'000</i> (Unaudited)
<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	144
Depreciation	<u>(13,192)</u>
<b>Closing net book amount as at 30 June 2012</b>	<u><u>290,393</u></u>
<b>Six months ended 30 June 2013</b>	
Opening net book amount as at 1 January 2013	278,454
Additions	2,192
Disposals	(5,412)
Depreciation	<u>(13,721)</u>
<b>Closing net book amount as at 30 June 2013</b>	<u><u>261,513</u></u>

## 13 INVESTMENT PROPERTIES

	<b>2013</b> <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Opening net book amount as at 1 January	1,343	1,442
Transfer to property, plant and equipment	-	(144)
Depreciation	<u>(50)</u>	<u>(45)</u>
<b>Closing net book amount as at 30 June</b>	<u><u>1,293</u></u>	<u><u>1,253</u></u>

## 14 INTANGIBLE ASSETS

	<i>RMB'000</i>
	(Unaudited)
<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)
<b>Closing net book amount as at 30 June 2012</b>	<u>14,534</u>
<b>Six months ended 30 June 2013</b>	
<b>Opening net book amount as at 1 January 2013</b>	1,406
Additions	208
Amortisation	(324)
<b>Closing net book amount as at 30 June 2013</b>	<u><u>1,290</u></u>

## 15 INVESTMENT IN JOINTLY CONTROLLED ENTITIES

In March 2013, the Company contributed approximately USD550,000 (equivalent to RMB3,458,000) paid-in capital into a new jointly controlled entity in China, namely Hangzhou Union Friend Machinery Co., Ltd. (“UFM”). UFM is established by four parties, including the Company, Takamatsu Machinery Co., Ltd., Yamasan Tekko Co., Ltd. and Sumizawa Tekko Co., Ltd. which are all third party companies. Equity interests held by each company as of 30 June 2013 were 55%, 15%, 15% and 15%, respectively.

According to the articles of association of UFM, the decision of the meeting of the board of directors will be valid on the condition that more than half of the votes are cast in favour of the resolution. There are two representations of the Company in the board of UFM which consists of four directors. Accordingly, the Group accounts for the investment in UFM as a jointly controlled entity and adopts equity method to account for its interests.



## 16 DISPOSAL OF A SUBSIDIARY AND AN ASSOCIATE

The Group announced that on 27 September 2012, Sky Thrive Hong Kong Enterprise Limited (a subsidiary of the Group), Golden Friendship International Limited ("Golden Friendship") (a wholly owned subsidiary of the Company's ultimate holding company), World Ten Limited ("World Ten") (8.35% of its issued share capital held by the Company's ultimate holding company) and Alma S.r.l (an independent third party) entered into an agreement for the formation of FFG Europe S.p.A. ("FFG Europe") by way of asset/business injection, pursuant to which, amongst others, Sky Thrive will provide capital contribution in the form of (i) all of its 900,000 shares representing 15% interest held in Jobs Automazione S.p.A ("Jobs"); and (ii) its entire 100% equity interests in Sky Thrive Rambaudi S.r.l. ("Rambaudi"), in exchange of 30.16% equity interest in FFG Europe.

The assets and liabilities related to Rambaudi and investment in Jobs have been presented as held for sale as at 31 December 2012. Rambaudi and Jobs are both engaged in machine tools businesses. The transaction was completed on 1 January 2013.

Details of the loss in the transaction are as follows:

		<i>RMB'000</i>
		(Unaudited)
Carrying amount of net assets of Rambaudi being disposed of as at 1 January 2013	(a)	28,431
Carrying amount of investment in Jobs being disposed of as at 1 January 2013		<u>13,571</u>
		42,002
Fair value of investment in FFG Europe as at 1 January 2013 <i>(note 17)</i>		<u>32,260</u>
Loss in the transaction		<u><u>9,742</u></u>

## 16 DISPOSAL OF A SUBSIDIARY AND AN ASSOCIATE (Continued)

### (a) Net asset of Rambaudi disposed of are as follows:

	<i>RMB'000</i> (Unaudited)
Property, plant and equipment	3,417
Intangible assets	14,542
Inventories	39,588
Debtors, deposits and prepayments	15,664
Cash and cash equivalents	2,277
Creditors, other payable and accrued charges	(32,202)
Current income tax liabilities	(469)
Borrowings	(9,981)
Deferred income tax liabilities	(4,405)
	<hr/>
Net assets disposed of	28,431
	<hr/> <hr/>

Net cash outflow arising on disposal of Rambaudi for the period:

	<i>RMB'000</i> (Unaudited)
Cash consideration received	-
Less: Cash and cash equivalents held by Rambaudi	(2,277)
	<hr/>
Net cash and cash equivalents disposed of	(2,277)
	<hr/> <hr/>

## 17 INVESTMENT IN AN ASSOCIATE

The formation of FFG Europe was completed on 1 January 2013, and it is owned approximately as to 30.16% by Sky Thrive, 15.05% by Golden Friendship, 14.79% by World Ten and 40% by Alma S.r.l upon completion (note 16).

There are two representations of the Group in the board of directors of FFG Europe and the Group has significant influence in FFG Europe. Accordingly, the Group accounted for such investment as an associate in the financial statements. Details are shown below:

	<b>Six months ended 30 June</b> <i>RMB'000</i> (Unaudited)
Beginning of the period	–
Additions	32,260
Share of loss	(8,940)
	<hr/>
End of the period	<u>23,320</u>

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

	<b>Six months ended 30 June</b> <i>RMB'000</i> (Unaudited)
Assets	221,417
Liabilities	208,468
Revenues	65,942
Share of loss	(8,940)
Percentage held	<u>30.16%</u>

## 18 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:

	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
<b>Opening net book amount as at 1 January</b>	<b>39,424</b>	40,367
Amortisation	<u>(471)</u>	<u>(471)</u>
<b>Closing net book amount as at 30 June</b>	<b><u>38,953</u></b>	<b><u>39,896</u></b>

## 19 DEBTORS, DEPOSITS AND PREPAYMENTS

	As at	
	30 June 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Trade debtors and bills receivables	<b>544,276</b>	573,960
Less: provision for impairment of trade receivables	<u>(21,657)</u>	<u>(23,240)</u>
<b>Trade receivables – net</b>	<b>522,619</b>	550,720
Prepayments	<b>22,938</b>	33,089
Others	<u>31,322</u>	<u>37,475</u>
Reclassified as held for sale	<b>576,879</b>	621,284
	<u>–</u>	<u>10,790</u>
<b>Total debtors, deposits and prepayments</b>	<b><u>576,879</u></b>	<b><u>632,074</u></b>

## 19 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 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Current – 30 days	464,126	461,395
31 – 60 days	5,704	11,825
61 – 90 days	4,465	5,353
91 – 180 days	11,305	25,656
Over 180 days	58,676	69,731
	<u>544,276</u>	<u>573,960</u>

## 20 SHARE CAPITAL

	Number of shares <i>'000</i>	Nominal value <i>RMB'000</i>
<b>Ordinary shares of HK\$0.01 each</b>		
<b>Authorised:</b>		
At 30 June 2013 and 31 December 2012	<u>1,000,000</u>	<u>10,211</u>
<b>Issued and fully paid:</b>		
At 1 January 2013 and 30 June 2013	<u>403,200</u>	<u>4,022</u>

## 21 DEFERRED INCOME TAX ASSETS AND LIABILITIES

	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Deferred income tax assets		
Opening balance at 1 January	4,541	4,534
Charged to consolidated statement of comprehensive income	(151)	(288)
Closing balance at 30 June	<u>4,390</u>	<u>4,246</u>
Deferred income tax liabilities		
Opening balance at 1 January	23,180	21,800
Disposal of a subsidiary	(4,405)	-
Charged to consolidated statement of comprehensive income	-	(1,077)
Closing balance at 30 June	<u>18,775</u>	<u>20,723</u>

## 22 BORROWINGS

	As at	
	30 June 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Within one year	<b>344,538</b>	372,823

Movements of borrowings are analysed as follows:

	<i>RMB'000</i> (Unaudited)
<b>Six months ended 30 June 2013</b>	
Opening amount as at 1 January 2013	372,823
New borrowings drawn down	711,998
Repayments of borrowings	(740,283)
<b>Closing amount as at 30 June 2013</b>	<b>344,538</b>

The borrowings bear interest at market rates ranging from 1.80% to 6.72% per annum (30 June 2012: 1.70% to 7.87% per annum).

The Group has pledged its land use rights with carrying amount of approximately RMB5,459,744 (31 December 2012: RMB5,525,526) as at 30 June 2013 in order to secure the general banking facilities granted by certain banks to it. As at 30 June 2013, the Group has not utilised such secured bank facilities (31 December 2012: None).

## 23 CREDITORS, OTHER PAYABLES AND ACCRUED CHARGES

	As at	
	30 June 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Trade creditors	180,353	160,460
Advance deposits from customers	147,732	185,381
Other payables	28,343	35,077
Accrued charges	31,918	25,409
	<b>388,346</b>	406,327
Reclassified as held for sale	–	32,202
	<b>388,346</b>	438,529

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 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Current – 30 days	168,113	107,195
31 – 60 days	6,528	40,426
61 – 90 days	1,596	5,906
91 – 180 days	1,502	2,645
Over 180 days	2,614	4,288
	<b>180,353</b>	160,460



## 24 CAPITAL COMMITMENTS

	As at	
	30 June 2013 <i>RMB'000</i> (Unaudited)	31 December 2012 <i>RMB'000</i> (Audited)
Capital expenditure contracted for but not provided in respect of – acquisition of property, plant and equipment	<u>1,634</u>	<u>2,395</u>

## 25 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	
			2013 RMB'000 (Unaudited)	2012 RMB'000 (Unaudited)
Fair Friend Enterprise Company Limited ("Taiwan FF")	Ultimate holding company	Sales of goods	678	468
		Purchases of goods	4,172	15,496
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchases of goods	55,524	46,099
Hangzhou Feeler Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")	Associate of ultimate holding company	Sales of goods	75	31
		Purchases of goods	-	17
Hangzhou Fair Fine Electric & Machinery Co., Ltd. ("Fair Fine")	Fellow subsidiary	Sales of goods	1,410	115
Anest Iwata Feeler Corporation ("Anest Iwata Feeler")	Jointly controlled entity	Sales of goods	290	5,934
		Purchases of goods	31	87
Hangzhou Best Friend Technology Co., Ltd. ("Best Friend")	Associate of ultimate holding company	Sales of goods	10	27
Sanco Machine & Tools Corporation ("SANCO")	Fellow subsidiary	Purchases of goods	10,477	27,449
SIGMA technology S.r.l	Subsidiary of an associate of the Group	Purchases of goods	2,637	-
Hangzhou Feeler Mectron Machinery Co., Ltd.	Joint controlled entity	Sales of goods	26	-
		Purchases of goods	276	-

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

## 25 RELATED-PARTY TRANSACTIONS (Continued)

## (a) Transaction and balances (Continued)

*Balances*

Name of company	Relationship	Nature of balances	30 June 2013 RMB'000 (Unaudited)	31 December 2012 RMB'000 (Audited)
Taiwan FF	Ultimate holding company	Trade receivable (note (a))	556	-
		Trade payable (note (b))	(379)	(5,898)
Fair Fine	Fellow subsidiary	Trade receivable (note (a))	115	17
Best Friend	Associate of ultimate holding company	Trade receivable (note (a))	7	1
SANCO	Fellow subsidiary	Trade receivable and prepayment (note (a))	1,430	2,356
		Trade payable (note (b))	(1,104)	(1,911)
Feeler Takamatsu	Associate of ultimate holding company	Trade receivable (note (a))	72	-
Hong Kong GF	Immediate holding company	Trade payable (note (b))	(5,791)	(1,980)
Anest Iwata Feeler	Jointly controlled entity	Trade receivable (note (a))	152	315
Hangzhou Feeler Mectron Machinery Co., Ltd.	Joint controlled entity	Trade receivable (note (a))	22	-
Jobs	Subsidiary of an associate of the Group (formerly an associate of the Group as at 31 December 2012)	Trade receivable (note (a))	604	411
		Trade payable (note (b))	-	(521)
SIGMA	Subsidiary of an associate of the Group	Trade receivable (note (a))	2,458	-
		Trade payable (note (b))	(284)	-
Rambaudi	Subsidiary of an associate of the Group	Trade receivable (note (a))	9,964	-
		Trade payable (note (b))	(2,912)	-

## 25 RELATED-PARTY TRANSACTIONS (Continued)

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

#### *Balances (Continued)*

(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 2013 and 31 December 2012, the ageing of above balances was mostly within 6 to 12 months.

(b) Balances are unsecured, interest free and repayable on demand.

### (b) Compensation of key management personnel

	Six months ended 30 June	
	2013 <i>RMB'000</i> (Unaudited)	2012 <i>RMB'000</i> (Unaudited)
Salaries and other allowances	<u>1,854</u>	<u>1,745</u>

## 26 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.

## 27 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

There are no significant subsequent events occurred after 30 June 2013 and up to the date of approval of these financial statements.