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 上市之台灣存託憑證用外國公司財務報告

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二零一九年九月二十七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,二零一九年九月二十七日

於本公佈日期,本公司董事會成員包括(i)四名執行董事:朱志洋先生、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108及107年第2季 合併財務報表 (上市之台灣存託憑證用外國公 司財務報告)

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(一) 綜合財務狀況表					
(二) 綜合損益及其他全面收益表					
(三) 綜合權益變動表					
(四) 綜合現金流量表					
依中華民國金管會認可之 IFRSs 重編後之主要財務報表			تـ	_	
(一) 重編後合併資產負債表					
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(四) 合併財務報表重編說明(含合併財務報表重編原則					
暨中華民國及香港所採用之會計原則差異彙總說明)					
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財務報表及其相關附註或附表(原文)			P	9	



單位:仟元

			未經	查核					經五	查核		
		10	8年6	月30	日			10	7年12	2月31	日	
	人	民	幣	新	台	幣	人	民	幣	新	台	幣
<u>資 産</u>												
非流動資產												
物業、廠房及設備	\$	213,5		\$	965,2	92	\$	204,7	10	\$	915,4	63
使用權資產		127,0	30		574, 3	603			-			-
預付租賃款項—非流動部分			-			-		120,1			537,2	
無形資產		1,80	08		8,1	74		2,2	15		9,9	05
於合營企業的投資		21,8	22		98,6	57		20,5	05		91,6	98
於聯營公司的投資		251,9			1,139,1	.38		331,3			1,481,6	76
遞延所得稅資產		25,3			114,7			27,5			123,0	
		641,5	<u>20</u>		2,900,3	<u> 12</u>		706,4	<u>20</u>		3,159,1	<u>08</u>
流動資產												
存。貨		508,5	56		2,299,1	.82		524,7	52		2,346,6	91
貿易應收帳款及其他應收款項及												
預付款項		321,6			1,454,1			345,8			1,546,4	
合約資產		43,6			197,4			46,7			208,9	
應收貸款		35,6	27		161,0	70		35,6	27		159,3	24
按公平值計入其他全面收益之應												
收帳款		55,42	29		250,5	94		106,4			475,8	
預付租賃款項一流動部分			-			-		2,9	05		12,9	91
應收最終控股公司款項		93	36		4,2	31			-			-
應收同系附屬公司及最終控股公												
司的聯營公司的款項		2,4	66		11,1	49			23		1	03
應收合營企業款項		49	97		2,2	47		4	61		2,0	62
應收聯營公司及聯營公司的附屬												
公司款項		459,3	74		2,076,8	30		151,0	59		675,5	37
限制性銀行存款及銀行結餘		75,6)9		341,8	28		69,9	87		312,9	82
按公平值計入損益的金融資產		63	35		2,8	71		108,0	20	483,065		65
銀行結餘及現金		151,89	<u> 96</u>		686,7	<u> 22</u>	112,673			503,874		<u>74</u>
	1,656,346			7,488,340			1,504,444				6,727,8	<u>76</u>
總 資 產	\$	<u>2,297,8</u>	<u>66</u>	<u>\$1</u>	0,388,6	52	\$	2,210,8	<u>64</u>	\$	9,886,9	<u>84</u>

註一:民國 108 年第 2 季及 107 年度財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年 6 月 30 日及 107 年 12 月 31 日之匯率 RMB 1 = NTD4.5210及 RMB 1 = NTD4.4720 換算。

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

年 度	最高	最低	平 均
108.1.1-108.6.30	RMB1: NT4.6120	RMB1: NT4.4830	RMB1: NT4.5598
107.1.1-107.12.31	RMB1: NT4.7080	RMB1: NT4.4320	RMB1: NT4.5600
106.1.1-106.12.31	RMB1: NT4.6880	RMB1: NT4.3600	RMB1: NT4.5068
105.1.1-105.12.31	RMB1: NT5.1050	RMB1: NT4.5910	RMB1: NT4.8489

董事長:朱志洋



經理人:朱志洋



会計士答: 笹卅路





單位:仟元

			未經	查核					經	查核		
		10	8年6	月30	日			10	07年1	2月31	日	
	人	民	幣	新	台	幣	人	民	幣	新	台	幣
權益												
本公司權益持有人應佔權益												
股 本	\$	4,02	22	\$	18,1	84	\$	4,0	022	\$	17,9	986
股份溢價		82,28	31		371,9	92		82,2	281		367,9	961
資本儲備		77,33	38		349,6	45		77,3	338		345,8	356
其他儲備		63,97	77		289,2	40		58,3	361		260,9	990
保留盈利		515,00	<u>)1</u>		2,328,3	<u> 20</u>		494,4	<u>404</u>		2,210,9	<u>975</u>
總 權 益		742,62	<u> 19</u>		3,357,3	<u>81</u>	_	716,4	<u>406</u>		3,203,7	<u>768</u>
<u>負 債</u>												
非流動負債												
租賃負債		1,50	05		6,8	04			-			-
其他借貸		35,92	27		162,4	26		35,0	093		156,9	936
遞延收益		78,83	<u> 39</u>		356,4	<u>31</u>		70,	<u> 192</u>		313,8	<u> 899</u>
		116,27	<u>71</u>		525,6	<u>61</u>		105,2	<u> 285</u>		470,8	<u> 35</u>
流動負債												
貿易應付賬款及其他應付款項及												
應計開支		292,17	78		1,320,9	37		242,9	969		1,086,5	557
合約負債		315,86	54		1,428,0	21		358,	751		1,604,3	334
應付最終控股公司款項		82	24		3,7	25		(538		2,8	353
應付直接控股公司款項		3,2	10		14,5	12		2,8	332		12,6	65
應付同系附屬公司及最終控股												
公司的聯營公司款項		3,41	12		15,4	26		3,0	537		16,2	265
應付合營企業款項		20	00		9	04			362		1,6	519
應付一間聯營公司及一間聯營公												
司的附屬公司款項		24,90)1		112,5	77		28,4	435		127,1	.61
租賃負債		3,98	31		17,9	98			-			-
訴訟申索撥備		60,11	17		271,7	89		60,	117		268,8	343
退款負債		100,90)3		456,1	82		100,9	903		451,2	238
即期所得稅負債		12,85	50		58,0	95		21,9	979		98,2	290
銀行借貸		615,74	16		2,783,7	88		563,2	239		2,518,8	305
保證撥備		4,79	90		21,6	<u>56</u>		5,3	<u>311</u>		23,7	<u>′51</u>
		1,438,97	<u> 76</u>	_	6,505,6	<u>10</u>		1,389,	<u>173</u>		6,212, 3	<u>881</u>
總 負 債		1,555,24	<u> 17</u>		7,031,2	<u>71</u>		1,494,4	<u> 458</u>		6,683,2	<u> 216</u>
總負債及權益	\$	2,297,86	<u> 66</u>	<u>\$1</u>	0,388,6	<u>52</u>	\$	2,210,8	<u>864</u>	\$	9,886,9	<u> 84</u>
流動資產淨值	\$	217,37	70	\$ 982,730		\$ 115,271		\$	515,4	<u>195</u>		
總資產減流動負債	\$	858,89	90	\$	3,883 <u>,</u> 0	<u>42</u>	\$	821,	<u> 691</u>	\$	3,674,6	603

註一:民國 108 年第 2 季及 107 年度財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年 6 月 30 日及 107 年 12 月 31 日之匯率 RMB 1 = NTD4.5210及 RMB 1 = NTD4.4720 換算。

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

高 年 度 最 最 低 108.1.1-108.6.30 RMB1: NT4.6120 RMB1: NT4.4830 RMB1: NT4.5598 107.1.1-107.12.31 RMB1: NT4.7080 RMB1: NT4.4320 RMB1: NT4.5600 106.1.1-106.12.31 RMB1: NT4.6880 RMB1: NT4.3600 RMB1: NT4.5068 RMB1: NT5.1050 RMB1: NT4.5910 RMB1: NT4.8489 105.1.1-105.12.31

董事長:朱志洋



經理人:朱志洋



會計主管:葉世強





單位:仟元 除每股盈餘為元外

未	經	杏	核	

		108年1月	1日	至6)	月30日	,		107年	1月1日	3 至 6	月30日	
	人	民	幹	新	台	幣	人	民	幣	新	台	幣
收 益	\$	496,105		\$	2,242,89	1	\$	558,6	538	\$	2,565,8	324
收益成本	(381,127)	(1,723,07	<u>′5</u>)	(409,5	5 <u>29</u>)	(1,880,9	<u>967</u>)
毛利	_	114,978			519,81	<u>.6</u>		149,1	<u>109</u>		684,8	<u> 857</u>
其他收入		116,262			525,62			29,9	925		137,4	
分銷及銷售費用	(61,824	/	(279,50	,	(529)	(310,6	,
行政費用	(29,566	/	(133,66	,	(713)	(159,4	,
研發成本	(14,508)	(65,59	,	(030)	(33)
其他收益及虧損		3,558			16,08	86	(16,4	144)	(75,5	527)
其他營運費用	(178)	(80	<u>)5</u>)	((<u>688</u>)	(3,1	<u>.60</u>)
經營溢利		128,722			581,95	52		44,5	530		204,5	526
財務費用	(11,550)	(52,21	7)	(6,0)96)	(27,9	99)
分佔合營企業溢利		1,317			5,95	54		1,6	520		7,4	41
分佔聯營公司虧損	(80,756)	(365,09	<u>98</u>)	(9,9	9 <u>13</u>)	(45,5	<u>30</u>)
扣除所得稅前溢利		37,733			170,59	1		30,1	141		138,4	38
所得稅開支	(16,606)	(75,07	<u>'6</u>)	(10,3	<u>316</u>)	(47,3	<u>881</u>)
本公司擁有人應佔溢利		21,127			95,51	.5		19,8	325		91,0)57
其他全面收益(開支)												
將不會重新分類至損益的項目:												
分佔聯營公司其他全面收益		108			48	88			41		1	.88
其後可能重新分類至損益的項目:												
分佔聯營公司其他全面收益		4,370			19,75	57		11,3	359		52,1	.72
换算海外業務產生之匯兌												
差額		253			1,14	4	(5,8	374)	(26,9	79)
按公平值計入其他全面收益之							`		,	`		,
應收款項之公平值收益淨額		355			1,60)5		1,2	292		5,9	934
本公司擁有人應佔全面收益總額	\$	26,213		\$	118,50	19	\$	26,6		\$	122,3	372
本公司擁有人應佔每股盈利												
每股基本盈利	\$	0.05		\$	0.2	<u> 24</u>	\$	0	.05	\$	0	.23

註一:民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD4.5930 換算。

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

年	度	最	高 最		低 平	均
108.1.1-10	08.6.30	RMB1: NT4.6	120 RI	MB1: NT4.4830) RMB	1: NT4.5598
107.1.1-10	7.12.31	RMB1: NT4.7	080 RI	MB1: NT4.4320) RMB	1:NT4.5600
106.1.1-10	6.12.31	RMB1: NT4.6	880 RI	MB1: NT4.3600) RMB	1:NT4.5068
105.1.1-10	5.12.31	RMB1: NT5.1	050 RI	MB1: NT4.5910) RMB	1:NT4.8489

董事長:朱志洋



經理人:朱志洋



會計主管:葉世引





單位:人民幣仟元

	股	本	股	份	溢	價	資	本	儲 備	其	他	储 備	保	留	盈 利	總	權 益
於 106 年 12 月 31 日	\$	4,022	\$		82,281		\$		77,338	\$		39,576	\$		624,187	\$	827,404
採納香港財務報告準則第9號產生之																	
影響		-			-				-	(3,106)	(5,755)	(8,861)
採納香港財務報告準則第15號產生之																	
影響			_			_						_	(22,973)	(22,973)
於107年1月1日之經調整結餘		4,022			82,281	_			77,338	_		36,470	_		595,459		795,570
全面收益:																	
期內溢利		-			-				-			-			19,825		19,825
其他全面收益(開支):																	
分佔聯營公司其他全面收益		-			-				-			11,359			41		11,400
换算海外業務產生之匯兌差額		-			-				-	(5,874)			-	(5,874)
按公平值計入其他全面收益之應收款																•	
項之公平值收益淨額		<u> </u>				<u>.</u>						1,292			<u>-</u>		1,292
截至107年6月30日止期間全面收益總額		-			-				-			6,777			19,866		26,643
確認為分派之股息		<u>-</u>				<u>.</u>			<u>-</u>	_		<u> </u>	(24,192)	(24,192)
於107年6月30日(未經查核)	\$	4,022	\$		82,281	<u>.</u>	\$		77,338	\$		43,247	\$		591,133	\$	798,021
於 107 年 12 月 31 日 (經查核)	\$	4,022	\$		82,281	_	\$		77,338	\$		58,361	\$		494,404	\$	716,406
全面收益:						-	-										
期內溢利		-			-				-			-			21,127		21,127
其他全面收益:																	
分佔聯營公司其他全面收益		-			-				-			4,370			108		4,478
换算海外業務產生之匯兌差額		-			-				-			253			-		253
按公平值計入其他全面收益之應收款																	
項之公平值收益淨額		<u>-</u>			-	_				_		355	_		<u>-</u>		355
截至108年6月30日止期間全面收益總額		-			-				-			4,978			21,235		26,213
轉撥至法定儲備					-	_						638	(638)		
於108年6月30日(未經查核)	\$	4,022	\$		82,281	Ė	\$		77,338	\$		63,977	\$		515,001	\$	742,619
董事長:朱志洋		經理	人:	朱志	洋				400		會	計主管:	葉世	強	Tata	ΨΨ	



單位:新台幣仟元

	股	本	股	份 溢 價	資	本 儲 備	其	他 儲 備	保	留 盈 利	總	權 益
於106年12月31日	\$	18,360	\$	375,613	\$	353,048	\$	180,664	\$	2,849,414	\$	3,777,099
採納香港財務報告準則第9號產生之							,		,		,	
影響		-		-		-	(14,179)	(26,272)	(40,451)
採納香港財務報告準則第15號產生之												
影響		<u>-</u>		<u>-</u>		<u>-</u>		<u>-</u>	(104,872)	(104,872)
於107年1月1日之經調整結餘		18,360		375,613		353,048		166,485		2,718,270		3,631,776
全面收益: 期內溢利										91,057		91,057
州179/四个1		-		-		-		-		91,037		91,037
其他全面收益(開支):												
分佔聯營公司其他全面收益		-		-		-		52,172		188		52,360
换算海外業務產生之匯兌差額		-		-		-	(26,979)		-	(26,979)
按公平值計入其他全面收益之應收款												
項之公平值收益淨額		<u>-</u>		<u>-</u>		<u>-</u>		5,934		<u>-</u>		5,934
截至107年6月30日止期間全面收益總額		-		-		-		31,127		91,245		122,372
確認為分派之股息		-		-		-		-	(111,114)	(111,114)
匯率影響數		113		2,304		2,165		1,021		16,673		22,276
於107年6月30日(未經查核)	\$	18,473	\$	377,917	\$	355,213	\$	198,633	\$	2,715,074	\$	3,665,310
於 107 年 12 月 31 日 (經查核)	\$	17,986	\$	367,961	\$	345,856	\$	260,990	\$	2,210,975	\$	3,203,768
全面收益:												
期內溢利		-		-		-		-		95,515		95,515
其他全面收益:												
分佔聯營公司其他全面收益		-		-		-		19,757		488		20,245
换算海外業務產生之匯兌差額		-		-		-		1,144		-		1,144
按公平值計入其他全面收益之應收款												
項之公平值收益淨額		<u>-</u>		<u>-</u>		<u>-</u>		1,605		<u>-</u>		1,605
截至108年6月30日止期間全面收益總額		-		-		-		22,506		96,003		118,509
轉撥至法定儲備		-		-		-		2,884	(2,884)		-
影響匯率數	<u></u>	197		4,031	<u></u>	3,789	<u></u>	2,860	-	24,226		35,103
於108年6月30日餘額(未經查核)	\$	18,183	\$	371,992	\$	349,645	\$	289,240	\$	2,328,320	\$	3,357,380

註一: 民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD 4.5210 及 RMB 1 = NTD 4.5930 換算。

民國 108 年及 107 年 1 月 1 日股東權益科目金額,係以民國 107 年及 106 年 12 月 31 日之匯率 RMB 1 = NTD 4.4720 及 RMB 1 = NTD 4.5650 換算。

董事長:朱志洋



經理人:朱志洋



會計主管:葉世強



友佳國際控股有限公司及子公司

明綜合現金流量表

民國 108 年及 107 年 1 月 1 日至 6 月 30 日

未經查核)

單位: 仟元

										甲位·	什兀
		108年1月		.6月30			107年		日至6	月30	
	人	民 幣	新	台	幣	人	民	幣	新	台	幣
經營活動產生的現金流量											
營運所得(所用)現金		135,567		612,898	8	(\$	38,87	73)	(\$	178,5	44)
已繳所得稅及預扣稅	(_	<u>19,071</u>)	(_	86,220	<u>0</u>)	(9,10	<u> </u>	(41,8	<u>33</u>)
經營活動所得(所用)現金淨額	_	116,496	-	526,678	8	(47,98	<u>31</u>)	(220,3	<u>77</u>)
投資活動產生的現金流量											
收購物業、廠房及設備以及無形資產	(18,173)	(82,160	0)	(21,22	24)	(97,4	82)
聯營公司及一間聯營公司的附屬	•	•	•		,	•		,	`		,
公司還款		16,367		73,995	5		48,39	93		222,2	69
向聯營公司及一間聯營公司的附屬											
公司作出的墊款	(232,564)	(1,051,422	2)	(63,57	70)	(291,9	77)
出售物業、廠房及設備所得款項		27		122	2		33	35		1,5	39
購入按公平值計入損益之金融資產	(131,905)	(596,342	2)	(220,2	10)	(1,011,4	25)
提取按公平值計入損益之金融資產		239,290		1,081,830	0		179,65	50		825,1	32
已收利息		875		3,956	6		1,65	52		7,5	88
存入限制性銀行存款	(20,892)	(94,453	3)	(2,7	16)	(12,4	75)
提取限制性銀行存款	_	15,270	_	69,036	<u>6</u>		19,14	<u> 16</u>		87,9	38
投資活動所用現金淨額	(131,705)	(_	595,438	<u>8</u>)	(58,54	<u>44</u>)	(268,8	<u>193</u>)
融資活動產生的現金流量											
銀行借貸所得款項		1,663,563		7,520,968	8		481,86	67		2,213,2	15
償還銀行借貸	(1,605,381)	(7,257,928	8)	(377,15	53)	(1,732,2	(64)
償還租賃負債	(1,450)	(6,555	5)			-			-
政府補貼所得款項		8,647		39,093	3			-			-
已付股息		-			-	(24,19	92)	(111,1	14)
已付利息	(<u>11,446</u>)	(_	51,747	<u>7</u>)	(6,09	<u>96</u>)	(27,9	<u>199</u>)
融資活動所得現金淨額	_	53,933	_	243,831	<u>1</u>		74,42	<u> 26</u>		341,8	<u>38</u>
現金及現金等值物增加(減少)淨額		38,724		175,071	1	(32,09	99)	(147,4	.32)
期初現金及現金等值物		112,673		503,874	4		98,07	71		447,6	94
匯率調整數	_	499	_	7,777	<u> </u>		1,1	<u>11</u>		7,8	50
期末現金及現金等值物	\$	151,896	<u>\$</u>	686,722	2	\$	67,08	<u>33</u>	\$	308,1	12

註一:民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以 民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD4.5210 及 RMB 1 = NTD4.5930 換算。 民國 108 及 107 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額,分別以 民國 107 年及 106 年 12 月 31 日之匯率 RMB 1 = NTD 4.4720 及 RMB 1 = NTD 4.5650 換算。 註二: 108 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下:

年		度	最	高	最	低	平		均
10	08.1.1-108.6.30		RMB1: NT4.6120		RMB1 : N	Γ4.4830	F	RMB1: NT4.5598	
10'	7.1.1-107.12.31		RMB1: NT4.7080		RMB1:N	Γ4.4320	F	RMB1: NT4.5600	
100	6.1.1-106.12.31		RMB1: NT4.6880		RMB1:N	Γ4.3600	F	RMB1: NT4.5068	
10	5.1.1-105.12.31		RMB1: NT5.1050		RMB1:N	Γ4.5910	F	RMB1: NT4.8489	

董事長:朱志洋



經理人:朱志洋



會計士等:華州3



附件二

單位:新台幣仟元

			108年6月30)日			107年12月3	1日		107年6月30日					
		依香港一般公認會 計原則編製之金額		依中華民國金管會 認可之 IFRSs		依香港一般公認會 計原則編製之金額		依中華民國金管會 認可之 IFRSs		依香港一般公認會 計原則編製之金額		依中華民國金管會 認可之 IFRSs			
代 碼	資產	(註 3)	調節金額增(減)	編製金額	%	(註 3)	調節金額増(減)	編製金額	%	(註 3)	調節金額増(減)	編製金額	%		
	流動資產														
1100	現金及約當現金	\$ 686,722	\$ -	\$ 686,722	7	\$ 503,874	\$ -	\$ 503,874	5	\$ 308,112	\$ -	\$ 308,112	3		
1110	透過損益按公允價值衡量之金融資產—														
	流動	2,871	-	2,871	-	483,065	-	483,065	5	536,003	-	536,003	6		
1136	按攤銷後成本衡量之金融資產一流動	341,828	-	341,828	3	312,982	-	312,982	3	74,802	-	74,802	1		
1140	合約資產 一流動	197,482	-	197,482	2	208,963	-	208,963	2	=	-	=	-		
1170	應收帳款淨額	1,362,304	-	1,362,304	13	1,713,935	-	1,713,935	17	2,038,176	-	2,038,176	21		
1180	應收帳款-關係人	6,123	=	6,123	-	6,102	-	6,102	-	57,936	-	57,936	1		
1200	其他應收款	308,074	-	308,074	3	267,716	-	267,716	3	256,335	-	256,335	3		
1210	其他應收款-關係人	2,088,334	=	2,088,334	20	671,600	-	671,600	7	581,855	-	581,855	6		
130X	存货	2,299,182	-	2,299,182	22	2,346,691	-	2,346,691	24	2,351,915	-	2,351,915	24		
1410	預付款項	195,420	-	195,420	2	199,957	-	199,957	2	195,639	-	195,639	2		
1412	預付租賃款					12,991		12,991		13,343		13,343			
11XX	流動資產合計	7,488,340		7,488,340	<u>72</u>	<u>6,727,876</u>	=	6,727,876	<u>68</u>	6,414,116	=	6,414,116	<u>66</u>		
	非流動資產														
1550	採權益法之投資	1,237,795	-	1,237,795	12	1,573,374	-	1,573,374	16	1,702,179	-	1,702,179	18		
1600	不動產、廠房及設備	965,292	-	965,292	9	915,463	-	915,463	9	874,778	-	874,778	9		
1755	使用權資產	574,303	-	574,303	6	-	-	-	-	-	-	-	-		
1780	無形資產	8,174	=	8,174	-	9,905	-	9,905	-	11,717	-	11,717	-		
1840	遞延所得稅資產	114,748	-	114,748	1	123,069	-	123,069	1	126,229	-	126,229	1		
1985	預付租賃款-非流動	<u>=</u>	<u>=</u>	_		537,297	<u>=</u>	537,297	6	558,509		558,509	<u>6</u>		
15XX	非流動資產合計	2,900,312		2,900,312	28	3,159,108		3,159,108	32	3,273,412	_	3,273,412	34		
1XXX	資產總計	<u>\$ 10,388,652</u>	<u>\$</u>	<u>\$ 10,388,652</u>	<u>100</u>	\$ 9,886,984	<u>\$</u>	\$ 9,886,984	<u>100</u>	\$ 9,687,528	<u>\$</u>	<u>\$ 9,687,528</u>	<u>100</u>		

註一:民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB1 = NTD 4.5210 及 RMB1 = NTD 4.5930 换算。 民國 107 年度財務報表之所有之資產、負債、股東權益及損益科目金額,係以民國 107 年 12 月 31 日之匯率 RMB1 = NTD 4.4720 换算。

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

年	度	最	高	最	低	平	均
108.1.1-108.6.30		RMB1: NT4.6120		RMB1: NT4.4830		RMB1: NT4.	5598
107.1.1-107.12.31	L	RMB1: NT4.7080		RMB1: NT4.4320		RMB1: NT4.	5600
106.1.1-106.12.31	L	RMB1: NT4.6880		RMB1: NT4.3600		RMB1: NT4.	5068
105.1.1-105.12.31	L	RMB1: NT5.1050		RMB1: NT4.5910		RMB1: NT4.	8489

註三:揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長:朱志洋



會計主管:葉世強



單位:新台幣仟元

				108年6月30	日			107年12月3	1日			107年6月30)日	
			依香港一般公認會		依中華民國金管會		依香港一般公認會		依中華民國金管會		依香港一般公認會		依中華民國金管會	
			計原則編製之金額		認可之 IFRSs		計原則編製之金額		認可之 IFRSs		計原則編製之金額		認可之 IFRSs	
代 碼	資	產	(註 3)	調節金額増(減)	編製金額	%	(註 3)	調節金額増(減)	編製金額	%	(註 3)	調節金額増(減)	編製金額	%
	流動負債													
2100	短期借款		\$ 2,783,788	\$ -	\$ 2,783,788	27	\$ 2,518,805	\$ -	\$ 2,518,805	25	\$ 2,168,548	\$ -	\$ 2,168,548	22
2130	合約負債-流動		1,428,021	-	1,428,021	14	1,604,334	-	1,604,334	16	2,005,267	-	2,005,267	21
2170	應付帳款		931,588	-	931,588	9	733,216	-	733,216	7	818,160	-	818,160	9
2180	應付帳款-關係人		147,144	-	147,144	1	156,485	-	156,485	2	185,402	-	185,402	2
2219	其他應付款		389,349	-	389,349	4	353,341	-	353,341	4	411,277	-	411,277	4
2220	其他應付款-關係人		-	-	-	-	4,078	-	4,078	-	1,382	-	1,382	-
2230	本期所得稅負債		58,095	-	58,095	1	98,290	-	98,290	1	89,067	-	89,067	1
2250	負債準備一流動		293,445	-	293,445	3	292,594	-	292,594	3	24,742	-	24,742	-
2280	租賃負債一流動		17,998	-	17,998	-	-	-	-	-	-	-	-	_
2399	其他流動負債		456,182	<u>-</u>	456,182	4	451,238	<u>-</u> _	451,238	5	<u>-</u> _	<u>-</u> _	_	
21XX	流動負債合計		6,505,610	<u>-</u> _	6,505,610	63	6,212,381		6,212,381	63	5,703,845	_	5,703,845	59
	非流動負債													
2540	非流動貝俱 長期借款		162,426		162,426	2	156,936		156,936	2				
2540	在 期 信 私 租 賃 負 債 一 非 流 動		6,804	-	6,804		130,930	-		2	-	-	-	-
2630	超貝貝頂 — 升 / · · · · · · · · · · · · · · · · · ·		356,431	-	356,431	- 2	313,899	-	313,899	2	281,000	-	281,000	2
25XX	<u> </u>		525,661	<u>-</u>	525,661	<u>3</u> <u>5</u>	470,835	-	470,835	3	281,000		281,000	3
2XXX 2XXX	負債總計		7,031,271	_	7,031,271	68	6,683,216	_	6,683,216	<u>5</u> 68	5,984,845	_	5,984,845	<u>3</u> <u>62</u>
														
	股東權益													
	股本													
3110	普通股股本		18,184	-	18,184	-	17,986	-	17,986	-	18,473	-	18,473	-
3200	資本公積		721,637	-	721,637	7	713,817	-	713,817	7	733,130	-	733,130	8
	保留盈餘													
3310	法定盈餘公積		203,703	-	203,703	2	198,642	-	198,642	2	206,341	-	206,341	2
3350	未分配盈餘		2,328,320	-	2,328,320	22	2,210,975	-	2,210,975	22	2,715,074	-	2,715,074	28
3400	其他權益		85,537		85,537	1	62,348		62,348	1	29,665	<u>-</u>	29,665	
3XXX	權益總計		3,357,381	=	3,357,381	<u>32</u>	3,203,768		3,203,768	32	3,702,683		3,702,683	38
	負債及權益總計		<u>\$ 10,388,652</u>	<u>\$</u>	<u>\$ 10,388,652</u>	100	<u>\$ 9,886,984</u>	<u>\$</u>	\$ 9,886,984	100	<u>\$ 9,687,528</u>	<u>\$</u>	<u>\$ 9,687,528</u>	100

註一:民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD 4.5210 及 RMB 1 = NTD 4.5930 換算。 民國 107 年度財務報表之所有之資產、負債、股東權益及損益科目金額,係以民國 107 年 12 月 31 日之匯率 RMB 1 = NTD 4.4720 換算。

經理人:朱志洋

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

年	度	最	高	最	低	平	均
108.1.1-108.6.30		RMB1: NT4.6120	<u>_</u>	RMB1: NT4.4830		RMB1: NT4.5598	3
107.1.1-107.12.31		RMB1: NT4.7080		RMB1: NT4.4320		RMB1: NT4.5600	Э
106.1.1-106.12.31		RMB1: NT4.6880		RMB1: NT4.3600		RMB1: NT4.5068	3
105.1.1-105.12.31		RMB1: NT5.1050		RMB1: NT4.5910		RMB1: NT4.8489	9

註三:揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。







會計主管:葉世強



單位:新台幣仟元,惟 每股盈餘為元

			108年1月1日至	6月30日			107年1月1日至	6月30日	
		依香港一般公認				依香港一般公			
		會計原則編製之		依中華民國金管		認會計原則編		依中華民國金管	
		金 額	調節金額	會認可之 IFRSs		製之金額	調節金額	會認可之 IFRSs	
代碼	項目	(註3)	増(減)	編製金額	%	(註3)	增(減)	編製金額	%
4000	營業收入	\$ 2,242,891	\$ -	\$ 2,242,891	100	\$ 2,565,824	\$ -	\$ 2,565,824	100
5000	營業成本	(1,723,075)	_	(1,723,075)	((1,880,967)		(1,880,967)	(
5900	營業毛利	519,816		519,816	23	684,857		684,857	27
	營業費用								
6100	銷售費用	(279,506)	_	(279,506)	(12)	(310,620)	_	(310,620)	(12)
6200	管理費用	(133,668)	_	(133,668)	(6)	(159,437)	_	(159,437)	(6)
6300	研發費用	(65,591)	_	(65,591)	(3)	(69,033)	_	(69,033)	(3)
6450	預期信用減損損失	(00,011)		(00,0)1)	(3)	(10,610)		(10,610)	()
6000	營業費用合計	(478,765)		(478,765)	(21)	(549,700)		(549,700)	()
6500	其他收溢及費損淨額	540,901	(540,901)			69,369	(69,369)		
6900	營業淨利	581,952	(540,901_)	41,051	2	204,526	(69,369_)	135,157	6
	營業外收入及支出								
7010	其他收入	-	525,620	525,620	23	-	137,446	137,446	5
7020	其他利益及損失	_	15,281	15,281	1	-	(68,077)	(68,077)	(3)
7050	財務成本	(52,217)	· <u>-</u>	(52,217)	(2)	(27,999)	-	(27,999)	(1)
7060	採用權益法之關聯企業及	, ,		,	, ,	,		, ,	` /
	合資損益份額	(359,144)	_	(359,144)	(16)	(38,089)	_	(38,089)	(1)
7000	營業外收入及支出合計	(411,361)	540,901	129,540	6	(66,088)	69,369	3,281	
7900	稅前淨利	170,591	-	170,591	8	138,438		138,438	6
7950	所得稅費用	(75,076_)	=	(75,076)	(3)	(47,381)	=	(47,381)	(2)
8200	本期淨利	95,515		95,515	5	91,057		91,057	4
	其他綜合損益								
	不重分類至損益之項目								
8320	採權益法之關聯企業及								
0320	合資之其他綜合損益								
	份額	488		488		188		188	
		400	-	400	-	100	-	100	-
	後續可能重分類至損益之								
00.64	項目								
8361	國外營運機構財務報表	1 1 4 4		1 144		(26.070.)		(26.070.)	(1)
00/7	換算之兌換差額	1,144	-	1,144	-	(26,979)	-	(26,979)	(1)
8367	透過其他綜合損益按公								
	允價值衡量之債務工								
	具投資未實現評價損								
	益	1,605	-	1,605	-	5,934	-	5,934	-
8370	採權益法之關聯企業及								
	合資之其他綜合損益								
	份額	19,757		19,757	1	52,172		52,172	2
8500	本期其他綜合損益總額	<u>\$ 118,509</u>	<u>\$</u>	\$ 118,509	6	<u>\$ 122,372</u>	<u>\$ -</u>	<u>\$ 122,372</u>	5
8600	淨利歸屬於								
		Φ 05.545	Φ.	Φ 05.54.5	_	Φ 01.055		A 01.055	
8610	本公司業主	<u>\$ 95,515</u>	<u>\$ -</u>	<u>\$ 95,515</u>	5	<u>\$ 91,057</u>	<u>\$</u>	<u>\$ 91,057</u>	<u>4</u>
8700	綜合損益總額歸屬於								
8710	林台頂血總額蹄屬水 本公司業主	¢ 110 E00	¢	¢ 110 E00	4	¢ 100.070	¢	¢ 100.070	
0/10	平公司系土	<u>\$ 118,509</u>	<u>\$ -</u>	<u>\$ 118,509</u>	<u>6</u>	<u>\$ 122,372</u>	<u>s -</u>	<u>\$ 122,372</u>	5
	每股盈餘								
9750	基本	\$ 0.24	¢.	\$ 0.24		\$ 0.22	\$	\$ 0.22	
9850	本 平 稀 釋	\$ 0.24	\$ -	\$ 0.24 \$ 0.24		\$ 0.23 \$ 0.23	<u>ψ -</u>	\$ 0.23 \$ 0.23	
7030	7P 77	ψ 0.24	Ψ -	<u>Ψ 0.24</u>		<u>ψ 0.23</u>	Ψ -	<u>ψ 0.23</u>	

註一:民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD 4.5210 及 RMB 1 = NTD 4.5930 換算。 註二:108 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下:

度 最 RMB1: NT4.6120 RMB1: NT4.4830 RMB1: NT4.5598 108.1.1-108.6.30 RMB1: NT4.7080 107.1.1-107.12.31 RMB1: NT4.4320 RMB1: NT4.5600 RMB1: NT4.5068 RMB1: NT4.8489 RMB1: NT4.6880 RMB1: NT4.3600 106.1.1-106.12.31 RMB1: NT5.1050 RMB1: NT4.5910 105.1.1-105.12.31

註三:揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長:朱志洋



經理人:朱志洋



會計主管: 葉世強



單位:新台幣仟元,惟 每股盈餘為元

	1	08年1月1日至6月30	日	10	07年1月1日至6月30	日
	依香港一般公認		依中華民國金管	依香港一般公認		依中華民國金管
	會計原則編製之		會認可之 IFRSs	會計原則編製之		會認可之 IFRSs
項 目	金額(註3)	調節金額増(減)	編製金額	金額(註3)	調節金額增(減)	編製金額
營業活動之現金流量 + 期報前漁利	¢ 170 F01	¢.	¢ 170 E01	e 120.420	¢.	¢ 120.420
本期稅前淨利	\$ 170,591	\$ -	\$ 170,591	\$ 138,438	\$ -	\$ 138,438
不影響現金流量之收益費損項目	42,156		42,156	48,837		48,837
折舊費用 攤銷費用	42,136 14,806	-	42,156 14,806	10,036	-	10,036
强期 員	(986)	-	(986)	10,610	-	10,610
財務成本	52,217	-	52,217	27,999	-	27,999
利息收入	(4,643)	-	(4,643)	(7,588)	-	(7,588)
村心收入 採權益法之關聯企業及合資損益份	(4,043)	-	(4,043)	(7,366)	-	(7,366)
額	359,144		359,144	38,090		38,090
處分不動產、廠房及設備損失(利	339,144	-	339,144	30,090	-	30,090
益)	18		18	537		537
存貨跌價損失	10	-	10	3,849	-	3,849
營業資產及負債之淨變動數	-	-	-	3,049	-	3,049
合約資產	14,757		14,757			
應收帳款	370,410	-	370,410	143,972	-	143,972
應收帳款一關係人	45	-	45	(7,606)	-	(7,606)
其他應收款	(37,425)	-	(37,425)	(151,546)	-	(151,546)
存 貨	73,222	-	73,222	(213,207)	-	(213,207)
預付款項	6,727	-	6,727	(4,285)	-	(4,285)
合約負債	(193,892)	_	(193,892)	547	_	547
應付帳款	190,339	-	190,339	(84,190)	-	(84,190)
應付帳款一關係人	(11,054)	-	(11,054)	(18,547)	-	(18,547)
其他應付款	32,135	-	32,135	(33,997)	-	(33,997)
其他應付帳款一關係人	(4,078)	_	(4,078)	(29,515)		(29,515)
負債準備	2,355	_	2,355	(1,690)		(1,690)
營運產生之現金流(出)入	1,076,844		1,076,844	(129,256)		(129,256)
支付之所得稅	(31,886)	_	(31,886)	(83,667)	_	(83,667)
營業活動之淨現金流(出)入	1,044,958		1,044,958	(212,923)		(212,923)
				((
投資活動之現金流量						
取得按攤銷後成本衡量之金融資產	(25,417)	-	(25,417)	-	-	-
取得透過損益按公允價值衡量之金融資						
產	-	-	-	(186,292)	-	(186,292)
處分透過損益按公允價值衡量之金融資						
產	485,488	-	485,488	-	-	-
購置不動產、廠房及設備	(82,095)	-	(82,095)	(97,110)	-	(97,110)
處分不動產、廠房及設備價款	122	-	122	1,539	-	1,539
購置無形資產	(63)	-	(63)	(372)	-	(372)
其他金融資產	-	-	-	75,463	-	75,463
其他應收款-關係人	(1,409,377)	-	(1,409,377)	(69,708)	-	(69,708)
遞延收入	39,093	-	39,093		-	
收取之利息	4,643		4,643	7,588		7,588
投資活動之淨現金流入出	(<u>987,606</u>)		(<u>987,606</u>)	(<u>268,892</u>)	_	(<u>268,892</u>)
籌資活動之現金流量						
短期借款增加	263,041	_	263,041	462,938	_	462,938
長期借款增加	3,771	_	3,771		_	
發放現金股利	-	_	-	(111,114)	_	(111,114)
支付之利息	(52,217)	_	(52,217)	(27,999)	-	(27,999)
租賃本金償還	(6,555)	_	(6,555)	(-)	-	(
籌資活動淨現金流入	208,040		208,040	323,825	-	323,825
匯率變動對現金及約當現金之影響	(82,544)	-	(82,544)	18,408	-	18,408
本期現金及約當現金增加(減少)數	182,848	-	182,848	(139,582)	-	(139,582)
期初現金及約當現金餘額	503,874	_	503,874	447,694	<u>-</u> _	447,694
期末現金及約當現金餘額	\$ 686,722	\$ -	\$ 686,722	\$ 308,112	\$ -	\$ 308,112
,	<u> </u>	*	<u> </u>	<u> </u>	<u>*</u>	<u> </u>

註一: 民國 108 及 107 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 108 年及 107 年 6 月 30 日之匯率 RMB 1 = NTD 4.5210 及 RMB 1 = NTD 1.5210 及 RMB 1 = NTD 1.5210 及 RMB 1 = NTD 1.5210 及 RMB 1.52100 及 RMB 1.5210 及 RMB 1.52100 及 RMB 1.521

民國 108 及 107 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額,分別以民國 107 年及 106 年 12 月 31 日之匯率 RMB 1 = NTD 4.4720 及 RMB 1 = NTD4.5650 換算。

註二:108年上半年及最近3年度人民幣對新台幣最高、最低及平均匯率如下:

年		度	最		高	最		低	平		均
	108.1.1-108.6.30			RMB1: NT4.6120			RMB1: NT4.4830			RMB1: NT4.5598	
	107.1.1-107.12.31			RMB1: NT4.7080			RMB1: NT4.4320			RMB1: NT4.5600	
	106.1.1-106.12.31			RMB1: NT4.6880			RMB1: NT4.3600			RMB1: NT4.5068	
	105.1.1-105.12.31			RMB1: NT5.1050			RMB1: NT4.5910			RMB1: NT4.8489	

註三:揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。







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 108 及 107 年度第 2 季

(金額除另予註明者外,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 108 年第 2 季合併財務報告,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,因與中華民國「證券發行人財務報告編製準則」及經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「中華民國金管會認可之 IFRSs」)規定不符,爰依中華民國金融監督管理委員會 101 年 12 月 13 日發布之「第二上市(櫃)公司財務報告複核要點」規定,就合併資產負債表、合併綜合損益表及合併現金流量表依中華民國金管會認可之 IFRSs 予以重編(以下簡稱重編合併財務報表)。

因適用之會計原則不同對合併公司民國 108 年第 2 季合併綜合損益 表之損益影響金額,並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,故上述重編合併財務報表僅依中華民國金管會認可之 IFRSs 規定之格式與分類,將上述合併資產負債表、合併綜合損益表及合併現 金流量表予以重分類。

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存有重大差異;其中影響合併公司民國 108 年及 107 年第 2 季合併資產負債表及民國 108 年度及 107 年第 2 季合併綜合損益表及合併現金流量表,進而影響重編合併財務報表之主要差異,彙總說明如下:

中華民國金管會香港一般公認對合併重編 目認可之 IFRSs 會 計 原 則財務報表之影響

(一) 其他收入

發生之收入或利益

應帳列營業外收入 項下。

非因經常營業活動所 分類為營業溢利之一 已予重分類:

部分。

108年第2季:

525,620 仟元

107年第2季:

137,446 仟元

(二) 其他收益及開 非因經常性營業活動 分類為營業溢利之一 已予重分類: 支

所發生之收益或損 失應帳列營業外收

益或支出項下。

部分。

108 年第2季: 收益 15,281 仟元 107年第2季:

支出 68,077 仟元

達方式

認可之 IFRSs,來 自營業活動之淨現 金流量,係於現金 流量表中詳細列示 其組成項目,包含 本年度稅前淨利、 當期存貨及營業應 收款與應付款之變 動、非現金項目(諸 如折舊、攤銷費 用、呆帳費用等)。

計原則之慣例,經 營活動所得現金淨 額之組成項目,可 詳細列示於現金流 量表中,亦得僅列 示彙總之營運所得 現金金額及所得稅 支付數於現金流量 表,再於附註中詳 細揭露其組成項

(三) 現金流量表表 依據中華民國金管會 依據香港一般公認會 已依中華民國金管會 認可之 IFRSs 規定 予以拆分列示來自 營業活動淨現金流 量之組成項目。

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,故不予以調整或重分類。

目。

附 件 三

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



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公司資料

董事會

執行董事

朱志洋(主席及行政總裁)

陳明河

温吉堂

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

朱志洋

邱榮賢

香港法律的法律顧問

胡關李羅律師行

核數師

德勤 • 關黃陳方會計師行

註冊辦事處

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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

皇后大道東183號

合和中心54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

凱基銀行

兆豐國際商業銀行

臺灣新光銀行

永豐銀行

盤谷銀行

股份代號

2398

網站

http://www.goodfriend.hk

管理層討論及分析

業務回顧

根據中國國家統計局所發佈的經濟資料顯示,二零一九年上半年中國國內生產總值(GDP)同 比增長6.3%。顯示中國經濟總體平穩發展。

財務回顧

收益

截至二零一九年六月三十日止六個月,本集團錄得收益約人民幣496,110,000元,與二零一八年同期比較下跌約11.2%。於回顧期內,CNC工具機業務的銷售額為約人民幣409,200,000元,較去年同期下跌約13.3%,佔本集團整體收益約82.5%。另一方面,於回顧期內本集團的叉車業務之銷售額較去年同期增加約6.4%至約人民幣34,870,000元,佔本集團整體收益約7.0%。此外,停車設備業務於回顧期內之銷售額為約人民幣52,030,000元,比較去年同期下跌約3.8%,佔總收益約10.5%。

毛利及毛利率

於回顧期內,本集團之毛利約人民幣114,980,000元,而整體毛利率約為23.2%,而去年同期 之毛利率為26.7%。

其他收入

於回顧期內·其他收入包含了一項賠償收入約人民幣80,440,000元。乃為FFG Werke GmbH (有關CNC工具機產品之供應商)就於本公司二零一八年年報內披露之一客戶向本集團之附屬公司提出訴訟而向本集團作出之賠償。

分銷及銷售費用

截至二零一九年六月三十日止六個月,分銷及銷售費用為約人民幣61,820,000元,與去年同期比較下跌約8.6%。於回顧期內,分銷及銷售費用佔本集團收益百分比約12.5%,而去年同期為約12.1%。

行政費用

於回顧期內行政費用比較去年同期減少約14.8%至約人民幣29,570,000元。主要由於管理層嚴格控制開支所致。

其他收益及虧損

其他收益及虧損主要包含於回顧期內之匯兑收益(二零一八年:匯兑虧損)。

財務費用

於回顧期內,財務費用增加至約人民幣11.550.000元,主要由於本集團於回顧期間的平均銀行借貸增加所致。

分佔聯營公司虧損

截至二零一九年六月三十日止六個月,分佔聯營公司虧損為約人民幣80,760,000元(二零一八年同期:分佔虧損約人民幣9,910,000元)。乃指於回顧期內分佔其位於德國的聯營公司的業績。

本公司擁有人應佔溢利

截至二零一九年六月三十日止六個月,本公司擁有人應佔溢利約人民幣21,130,000元,較去年同期增加約6.6%。

前景展望

由於中美貿易關係緊張,將是影響中國經濟增長的一個不確定因素。因此,管理層對二零一九年下半年中國的經濟前景維持謹慎的態度。本集團會密切注意全球經濟走勢及市場變化,以能抓緊機遇及減低營運風險。另一方面,管理層亦會繼續管理營運成本以使本集團能達致更理想的營運效益。管理層對於本集團的長遠發展前景保持樂觀。

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。於二零一九年六月三十日,本集團的銀行結餘及現金約為人民幣151,900,000元(二零一八年十二月三十一日:人民幣112,670,000元)。於二零一九年六月三十日,本集團的流動資產淨額約為人民幣217,370,000元(二零一八年十二月三十一日:人民幣115,270,000元),而短期銀行借款約為人民幣615,750,000元(二零一八年十二月三十一日:人民幣563,240,000元)。於二零一九年六月三十日,本集團的流動比率(流動資產總額對流動負債總額)約為1.2倍(二零一八年十二月三十一日:1.1倍)。於二零一九年六月三十日,資本負債比率(含利息的債項總額對資產總值)約為26.8%(二零一八年十二月三十一日:25.5%),反映本集團整體財務狀況仍保持穩健。

資本架構

於二零一九年六月三十日,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(二零一八年十二月三十一日: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

於二零一九年六月三十日,本集團在香港及中國僱用合共約1,130位(二零一八年十二月三十一日:1,160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)可能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

於二零一九年六月三十日,本集團就樓宇建設已訂約但尚未於綜合財務報表撥備的資本支出承擔約人民幣41,580,000元(二零一八年十二月三十一日:人民幣53,130,000元)。於二零一九年六月三十日,本集團並無任何重大或然負債(二零一八年十二月三十一日:無)。

集團資產押記

於二零一九年六月三十日,本集團有限制性銀行存款約人民幣75,610,000元(二零一八年十二月三十一日:人民幣69,990,000元),主要指有關銀行收到訴訟(於本公司二零一八年年報內披露的)的法院通知而凍結的銀行結餘。

於二零一九年六月三十日,本公司之附屬公司以總賬面值人民幣83,410,000元(二零一八年十二月三十一日:人民幣95,360,000元)之土地使用權及樓宇抵押作本集團獲授之銀行貸款。



董事的股份權益

於二零一九年六月三十日,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

(a) 於本公司之權益

於二零一九年 六月三十日 證券數目 佔已發行股份

董事姓名 權益性質 及類別 的概約百分比

朱志洋先生(「朱先生」) 公司權益 20,000,000 4.96% (*附註*)

附註: 該20,000,000股股份由金日環球投資有限公司(「金日」)所持有。朱先生持有金日已 發行股份之72.22%,故根據證券及期貨條例,朱先生被視為於金日持有之20,000,000 股股份中擁有權益。

(b) 於本公司相聯法團之權益

六月三十日 持股概約 董事姓名 相聯團名稱 權益性質 證券數目及類別 百分比 朱先生 友嘉實業 實益擁有人 15,572,255股 15.20% 普通股股份 友嘉實業 配偶權益 2,585,926股 2.52% (附註1) 普通股股份 Fair Fine (Hangzhou) 實益擁有人 0.03% 750股 Industrial Co., Ltd. 普通股股份 (附註2)

於二零一九年

附註:

- 1. 朱先生之配偶王紫緹女士(「王女士」)持有友嘉實業已發行股本2.52%,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。
- Fair Fine (Hangzhou) Industrial Co., Ltd.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。

除上文所披露者外,於二零一九年六月三十日,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)的好倉股份、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

於二零一九年六月三十日,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權益。

董事認購股份或債券的權利

除於二零一六年六月二日採納之本公司購股權計劃外,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

本公司於二零一六年六月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二零一六年四月二十九日寄 發之誦函內。

自採納該計劃以來並無授出任何購股權。

主要股東

於二零一九年六月三十日,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

於二零一九年 六月三十日 佔已發行股份

股東名稱	權益性質	所持普通股數目	佔已發行股份 的概約百分比
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 <i>(附註)</i>	57.54%
友嘉實業	受控制公司的權益	232,208,000股 <i>(附註)</i>	57.59%

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

除上文所披露者外,於二零一九年六月三十日,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

本公司並不知悉須根據上市規則第13.51B(1)條予以披露之自二零一八年年報以來之本公司董事資料變動。

中期股息

董事不建議派發截至二零一九年六月三十日止六個月之中期股息(二零一八年:每股為人民幣0.05元)。

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二零一九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

本公司已採納聯交所證券上市規則(「上市規則」)附錄十所載之標準守則,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。

企業管治守則

於截至二零一九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二零一九年六月五日舉行之股東週年大會,根據本公司之章程細則,該股東週年大會由本公司之執行董事邱榮賢先生出任會議主席。

守則條文第A.2.1條規定主席與行政總裁之角色應有區分,並不應由一人同時兼任。本公司當時的行政總裁及執行董事陳向榮先生於二零一八年十一月八日離世。本公司董事會主席朱志洋先生於二零一八年十二月七日獲委任為行政總裁。儘管此兩角色從二零一八年十二月七日起由同一位人士擔任,其部份責任由其他執行董事分擔以平衡權力。此外,所有重大決定均經由董事會及高級管理層商議後才作出。另董事會包含三位獨立非執行董事,彼等帶來不同獨立之觀點。因此,董事會認為已具備足夠的權力平衡及保障。董事會將定期進行檢討及監督,確保目前結構不會削弱本公司的權力平衡。

審核委員會

本公司已成立審核委員會(「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。審核委員會已審閱本集團截至二零一九年六月三十日止六個月的未經審核財務資料。

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。

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撰董事作出推薦建議。

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)、江俊德先生及余玉堂先生。

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,二零一九年八月三十日



截至二零一九年六月三十日止六個月

截至六月三十日止六個月

	附註	二零一九年 <i>人民幣千元</i> (未經審核)	二零一八年 人民幣千元 (未經審核)
收益 收益成本	<i>4 5</i>	496,105 (381,127)	558,638 (409,529)
毛利	-	114,978	149,109
其他收入 分銷及銷售費用 行政費用	6	116,262 (61,824) (29,566)	29,925 (67,629) (34,713)
研發成本 其他收益及虧損 其他營運費用		(14,508) 3,558 (178)	(15,030) (16,444) (688)
財務費用 分佔合營企業溢利	12	(11,550) 1,317	(6,096) 1,620
分佔聯營公司虧損 除所得税前溢利	13 7	(80,756)	(9,913)
所得税開支	8	(16,606)	(10,316)
本公司擁有人應佔溢利 其他全面收益(開支):		21,127	19,825
將不會重新分類至損益的項目: 分佔聯營公司其他全面收益		108	41

截至六月三十日止六個月

	附註	二零一九年 <i>人民幣千元</i> (未經審核)	二零一八年 <i>人民幣千元</i> (未經審核)
其後可能重新分類至損益的項目 : 分佔聯營公司其他全面收益		4,370	11,359
換算海外業務產生之匯兑差額 按公平值計入其他全面收益 (「按公平值計入其他全面收益」)之		253	(5,874)
應收款項之公平值收益淨額		355	1,292
		<u>4,978</u> 5,086	6,818
本公司擁有人應佔全面收益總額		26,213	26,643
每股盈利(以每股人民幣元列示)			
- 基本	9	0.05	0.05



於二零一九年六月三十日

		二零一九年	二零一八年
		六月三十日	十二月三十一日
	附註	人民幣千元	人民幣千元
		(未經審核)	(經審核)
非流動資產			
物業、廠房及設備	11	213,513	204,710
使用權資產	11	127,030	_
預付租賃款項		· _	120,147
無形資產		1,808	2,215
於合營企業的投資	12	21,822	20,505
於聯營公司的投資	13	251,966	331,323
遞延所得税資產	14	25,381	27,520
		641,520	706,420
流動資產			
存貨		508,556	524,752
貿易應收賬款及其他應收款項及預付款項	15	321,640	345,810
合約資產	16	43,681	46,727
應收貸款		35,627	35,627
按公平值計入其他全面收益之應收款項		55,429	106,400
預付租賃款項		_	2,905
應收最終控股公司款項	25	936	-
應收同系附屬公司及最終控股公司的			
聯營公司的款項	25	2,466	23
應收合營企業款項	25	497	461
應收聯營公司及聯營公司的附屬公司款項	25	459,374	151,059
限制性銀行存款及銀行結餘		75,609	69,987
按公平值計入損益(「按公平值計入損益」)的			
金融資產	18	635	108,020
銀行結餘及現金		151,896	112,673
		1,656,346	1,504,444

		二零一九年	二零一八年
		,	
		六月三十日	十二月三十一日
	附註	人民幣千元	人民幣千元
		(未經審核)	(經審核)
流動負債			
貿易應付賬款及其他應付款項及應計開支	19	292,178	242,969
合約負債	, ,	315,864	358,751
應付最終控股公司款項	25	824	638
應付直接控股公司款項	25 25	3,210	2,832
應付同系附屬公司及最終控股公司的	23	3,210	2,032
聯營公司款項	25	3,412	3,637
應付合營企業款項	25 25	•	
	23	200	362
應付一間聯營公司及一間聯營公司的	25	04.004	20.425
附屬公司款項	25	24,901	28,435
租賃負債		3,981	-
訴訟申索撥備		60,117	60,117
退款負債		100,903	100,903
即期所得稅負債		12,850	21,979
銀行借貸	20	615,746	563,239
保證撥備		4,790	5,311
		1,438,976	1,389,173
流動資產淨值		217,370	115,271
總資產減流動負債		858,890	821,691
非流動負債			
租賃負債		1,505	_
其他借貸	20	35,927	35,093
遞延收益	22	78,839	70,192
			l —
		116,271	105,285
資產淨值		742,619	716,406
資本及儲備			
股本	21	4,022	4,022
股份溢價		82,281	82,281
資本儲備		77,338	77,338
其他儲備		63,977	58,361
保留盈利		515,001	494,404
總權益		742,619	716,406



截至二零一九年六月三十日止六個月

	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
於二零一七年十二月三十一日 (經審核)	4,022	82,281	77,338	39,576	624,187	827,404
採納香港財務報告準則第9號產生之影響	-	-	-	(3,106)	(5,755)	(8,861)
採納香港財務報告準則第15號產生 之影響					(22,973)	(22,973)
於二零一八年一月一日之經調整結餘	4,022	82,281	77,338	36,470	595,459	795,570
期內溢利	-	-	-	-	19,825	19,825
其他全面收益(開支) 分佔聯營公司其他全面收益 (附註13) 換算海外業務產生之匯兑差額 按公平值計入其他全面收益之 應收款項之公平值收益淨額	- - -	- - -	- - -	11,359 (5,874) 1,292	41 - -	11,400 (5,874) 1,292
				6,777	41	6,818
全面收益總額	-	-	-	6,777	19,866	26,643
確認為分派之股息(附註10)					(24,192)	(24,192)
於二零一八年六月三十日 (未經審核)	4,022	82,281	77,338	43,247	591,133	798,021
於二零一八年十二月三十一日 (經審核)	4,022	82,281	77,338	58,361	494,404	716,406

	股本 <i>人民幣千元</i>	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
期內溢利					21,127	21,127
其他全面收益 分佔聯營公司其他全面收益						
(附註13)	-	-	-	4,370	108	4,478
換算海外業務產生之匯兑差額 按公平值計入其他全面收益之	-	-	-	253	-	253
應收款項之公平值收益淨額				355		355
				4,978	108	5,086
全面收益(開支)總額	-	-	-	4,978	21,235	26,213
轉撥至法定儲備				638	(638)	
於二零一九年六月三十日 (未經審核)	4,022	82,281	77,338	63,977	515,001	742,619



截至二零一九年六月三十日止六個月

	二零一九年	二零一八年
	(未經審核)	(未經審核)
經營活動		
營運所得(所用)現金	135,567	(38,873)
	,	
已繳所得税及預扣税	(19,071)	(9,108)
經營活動所得(所用)現金淨額	116,496	(47,981)
投資活動		
收購物業、廠房及設備以及無形資產	(18,173)	(21,224)
聯營公司及一間聯營公司的附屬公司還款	16,367	48,393
向聯營公司及一間聯營公司的附屬公司作出的墊款	(232,564)	(63,570)
出售物業、廠房及設備所得款項	27	335
購入按公平值計入損益之金融資產	(131,905)	(220,210)
提取按公平值計入損益之金融資產	239,290	179,650
已收利息	875	1,652
存入限制性銀行存款	(20,892)	(2,716)
提取限制性銀行存款	15,270	19,146
投資活動所用現金淨額	(131,705)	(58,544)

	二零一九年 <i>人民幣千元</i>	二零一八年 <i>人民幣千元</i>
	(未經審核)	(未經審核)
融資活動		
銀行借貸所得款項	1,663,563	481,867
償還銀行借貸	(1,605,381)	(377,153)
償還租賃負債	(1,450)	-
政府補貼所得款項	8,647	_
已付股息	-	(24,192)
已付利息	(11,446)	(6,096)
融資活動所得現金淨額	53,933	74,426
現金及現金等值物增加(減少)淨額	38,724	(32,099)
期初現金及現金等值物	112,673	98,071
匯率變動之影響	499	1,111
期終現金及現金等值物,指銀行結餘及現金	151,896	67,083

簡明綜合財務報表附註

截至二零一九年六月三十日止六個月

1. 一般資料

友佳國際控股有限公司(「本公司」)及其附屬公司(統稱「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 KY1-1111, 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主板上市。此外,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,相當於本公司67,200,000股新近發行的股份。友佳實業(香港)有限公司(一間在香港註冊成立的公司)及友嘉實業股份有限公司(「友嘉」)(一間在台灣註冊成立的公司)分別為直接控股公司及最終控股公司。

本簡明綜合財務報表均以本公司功能貨幣人民幣(「人民幣」)呈報。本簡明綜合財務報表已由董事會於二零一九年八月三十日批准刊發。

2. 編製基準

簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。簡明綜合財務報表應與根據香港財務報告準則(「香港財務報告準則」)編製之截至二零一八年十二月三十一日止年度之年度財務報表一併閱讀。

3. 主要會計政策

除若干財務工具以公平值計算之外,簡明綜合財務報表乃按歷史成本基準編製。

除應用新訂及經修訂香港財務報告準則導致會計政策變動外,截至二零一九年六月三十日止六個 月之簡明綜合財務報表所使用之會計政策和計算方法,與本集團截至二零一八年十二月三十一日 止年度之年度財務報表所呈列者一致。

應用新訂及經修訂香港財務報告準則

於本中期期間·本集團已初次應用以下由香港會計師公會頒佈並於二零一九年一月一日或之後開始之年度期間強制生效之新訂及經修訂香港財務報告準則·以編製本集團簡明綜合財務報表:

香港財務報告準則第16號 租賃

香港(國際財務報告詮釋 所得稅處理的不確定因素

委員會)一詮釋第23號

香港財務報告準則第9號 具有負補償的提前還款特性

(修訂本)

香港會計準則第19號(修訂本) 計劃修訂、縮減或結算

香港會計準則第28號(修訂本) 於聯營公司及合營企業的長期權益

香港財務報告準則的修訂 二零一五年至二零一七年週期香港財務報告準則的年度改進

除下文所述外,於本期間採納香港財務報告準則之新訂準則及修訂本對本集團本期間及過往期間 之財務表現及狀況及/或本簡明綜合財務報表所載之披露並無重大影響。

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動

本集團於本中期期間已首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋。

3.1.1 應用香港財務報告準則第16號所產生的會計政策主要變動

本集團已根據香港財務報告準則第16號的過渡性條文應用下列會計政策。

租賃定義

倘某合約將某項已識別資產在某一時期的使用控制權轉讓以獲取代價·則該合約為租 賃或包含租賃。

就首次應用日期或之後訂立或修改的合約,本集團根據香港財務報告準則第16號項下 定義評估於開始或修訂之日合約是否為租賃或包含租賃。除非合約的條款及條件其後 出現變動,否則該等合約將不會予以重新評估。

作為承租人

分配代價至合約組合部分

對於包含一項租賃組合部分及一項或多項額外租賃或非租賃組合部分的合約,本集團 根據租賃組合部分的相對單獨價格及非租賃組合部分的單獨價格總額把合約代價分配 至每個租賃組合部分。

作為一個實際權宜方法,當本集團合理預期於一個組合內的個別租賃不會對財務報表 產生重大差異影響,擁有類似特徵的租賃會按組合基準入賬。

- 3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)
 - 3.1.1 應用香港財務報告準則第16號所產生的會計政策主要變動(續)

作為承租人(續)

分配代價至合約組成部分(續)

本集團亦採用可行權宜方法,不會分開呈列非租賃組成部分與租賃組成部分,而將租 賃組成部分及任何相關的非租賃組成部分入賬列作單一租賃組成部分。

短期租賃

本集團將短期租賃確認豁免應用於自開始日期起計租期為十二個月或以內且不包括購 買選擇權之物業租賃。短期租賃之租賃付款按租期以直線法確認為開支。

使用權資產

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

使用權資產成本包括:

- 租賃負債的初始計量金額;及
- 在開始日期或之前作出的任何租賃付款。

使用權資產於資產的估計可使用年期及租期(以較短者為準)以直線法折舊。

本集團於簡明綜合財務狀況表將使用權資產作為獨立項目呈列。

- 3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)
 - 3.1.1 應用香港財務報告準則第16號所產生的會計政策主要變動(續)

作為承租人(續)

租賃負債

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

租賃付款包括租賃負債的計量,指租賃的固定付款。

於開始日期後,租賃負債通過利息增加及租賃付款進行調整。

税項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延税項而言·本集團首 先確定減税是否歸屬於使用權資產或租賃負債。

就其中減稅歸屬於租賃負債的租賃交易而言,本集團將香港會計準則第12號「所得稅」 規定分別應用於使用權資產及租賃負債。由於應用初始確認豁免,與使用權資產及租 賃負債有關的暫時差額不會於初始確認時及在租期內確認。

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要

租賃的定義

本集團已選擇可行權宜方法,就先前應用香港會計準則第17號及香港(國際財務報告 詮釋委員會)一詮釋第4號釐定安排是否包含租賃獲識別為租賃的合約應用香港財務 報告準則第16號,而不對先前未被識別為包含租賃的合約應用此準則。因此,本集團並 無重新評估於首次應用日期前已存在的合約。

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



3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號·而累計影響於首次應用日期(即二零一九年一月一日)確認。於首次應用日期的任何差異於年初保留盈利中確認·而並無重列比較資料。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時,本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法:

- i. 依賴通過應用香港會計準則第37號撥備、或然負債及或然資產對租賃是否有償的評估以替代減值檢討:
- ii. 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃 負債:及
- iii. 對於類似經濟環境中相似類別相關資產的具有類似剩餘租期的租賃組合應用單一貼現率。

於過渡時,本集團已於應用香港財務報告準則第16號後作出以下調整:

本集團於二零一九年一月一日確認租賃負債人民幣3,322,000元及使用權資產人民幣 126,374,000元。

於確認先前分類為經營租賃的租賃之租賃負債時,本集團已於首次應用日期應用相關 集團實體的增量借款利率。所應用的加權平均承和人的增量借款利率為每年4.75%。

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續) 3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要(續) 作為承租人(續)

	於二零一九年 一月一日 <i>人民幣千元</i>
於二零一八年十二月三十一日披露的經營租賃承擔	6,246
按有關增量借款利率貼現的租賃負債	6,006
減:確認豁免-短期租賃	(2,684)
截至二零一九年一月一日於應用香港財務報告準則第16號後	
確認的與經營租賃有關的租賃負債	3,322
分析為	
流動	1,975
非流動	1,347
	3,322



3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續) 3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要(續) 作為承租人(續)

	附註	使用權資產 人民幣千元
應用香港財務報告準則第16號後		
所確認與經營租賃有關的使用權資產		3,322
自預付租賃款項重新分類	(a)	123,052
		126,374
按類別劃分:		
租賃土地		123,052
土地及樓宇		3,322
		126,374

(a) 於二零一八年十二月三十一日,於中華人民共和國(「中國」)的租賃土地預付款項分類為預付租賃款項。應用香港財務報告準則第16號後,預付租賃款項的即期及非即期部分分別為人民幣2,905,000元及人民幣120,147,000元,重新分類至使用權資產。

作為出租人

根據香港財務報告準則第16號的過渡條文,本集團於過渡時無須就本集團作為出租人的租賃作出任何調整,惟須於首次應用日期起按香港財務報告準則第16號入賬該等租賃,且並未重列比較資料。

於應用香港財務報告準則第16號後,已訂立但於首次應用日期後開始的新租賃合約 (與現有租賃合約的相關資產相同)按猶如現有租賃已於二零一九年一月一日修訂般入 脹。應用有關準則對本集團於二零一九年一月一日的簡明綜合財務狀況表並無影響。 然而,由二零一九年一月一日起,有關修訂後的經修訂租期的租賃付款於延長後的租 期內按直線基準確認為收入。

- 3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動(續)
 - 3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要(續)

作為出租人(續)

於二零一九年一月一日之簡明綜合財務狀況表所確認的金額已作出以下調整。未受變動影響的項目並不包括在內。

三十一日 報告 呈報的賬面值 調整 計 水流動資產 120,147 (120,147) 使用權資產 126,374 流動資產 2,905 (2,905) 流動負債 126,374 非流動負債 127,975 非流動負債	於二零一九年
三十一日 報告 呈報的賬面值 調整 計 非流動資產 120,147 (120,147) 使用權資產 - 126,374 流動資產 2,905 (2,905) 流動資債 - (1,975) 非流動負債 - (1,975) 非流動負債	一月一日
呈報的賬面值 調整 計 水流動資產 120,147 (120,147) 使用權資產 - 126,374 流動資產 10,147 (2,905) 預付租賃付款 2,905 (2,905) 流動負債 - (1,975) 非流動負債 - (1,975)	艮據香港財務
非流動資產 預付租賃付款 120,147 (120,147) 使用權資產 - 126,374 流動資產 2,905 (2,905) 流動負債 - (1,975) 非流動負債 - (1,975)	告準則第16號
非流動資產 預付租賃付款 120,147 (120,147) 使用權資產 - 126,374 流動資產 2,905 (2,905) 流動負債 - (1,975) 非流動負債	計量的賬面值
預付租賃付款 使用權資產 120,147 126,374 流動資產 預付租賃付款 2,905 (2,905) 流動負債 租賃負債 - (1,975) 非流動負債	人民幣千元
使用權資產 - 126,374 流動資產 預付租賃付款 2,905 (2,905) 流動負債 租賃負債 - (1,975) 非流動負債	
流動資產 2,905 (2,905) 流動負債 - (1,975) 非流動負債 - (1,975)	-
預付租賃付款 2,905 (2,905) 流動負債 - (1,975) 非流動負債	126,374
流動負債 租賃負債 – (1,975) 非流動負債	
租賃負債 – (1,975) 非流動負債	-
非流動負債	
	(1,975)
知 信 各 信 (1 247)	
租賃負債 – (1,347)	(1,347)

附註: 就截至二零一九年六月三十日止六個月按間接法呈報經營活動所得現金流量 而言,營運資金變動已根據上文所披露的於二零一九年一月一日之期初財務狀 況表計算。



截至六月三十日止六個月

	二零一九年	二零一八年
	人民幣千元	人民幣千元
	(未經審核)	(未經審核)
工具機	409,201	471,784
停車設備	52,031	54,096
叉車	34,873	32,758
	496,105	558,638

5. 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的內部報告,以評估表現及分配資源。管理層根據執行董事用於作出策略決定所審議的該等報告釐定經營分類。

執行董事認為本集團有三個呈報分類:(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報表所採納者一致之各自的毛利評估經營分類之表現。

本集團並無分配分銷及銷售費用、行政費用、其他營運費用或資產至其分類,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的表現。因此,本集團並無報告各呈報分類的溢利 及總資產的計量。

5. 分類資料(續)

截至二零一九年六月三十日止六個月	工具機	停車設備	叉車	集團總計 人民幣千元
(未經審核)	<i>人民幣千元</i>	<i>人民幣千元</i>	<i>人民幣千元</i>	
收益(均來自外部銷售)	409,201 (301,383)	52,031	34,873	496,105
收益成本		(46,303)	(33,441)	(381,127)
分類溢利	107,818	5,728	1,432	114,978
截至二零一八年六月三十日止六個月	工具機	停車設備	叉車	集團總計
(未經審核)	<i>人民幣千元</i>	<i>人民幣千元</i>	<i>人民幣千元</i>	人 <i>民幣千元</i>
收益(均來自外部銷售)	471,784	54,096	32,758	558,638
收益成本	(337,150)	(43,270)	(29,109)	(409,529)
分類溢利	134,634	10,826	3,649	149,109

本集團大部分業務及資產位於中國,及本集團主要向中國市場出售產品。

分部資產及負債

由於並無向執行董事定期提供分部資產及負債資料以作資源分配及表現評估的決定·故並無提供該等資料。



截至六月三十日止六個月

	二零一九年 <i>人民幣千元</i> (未經審核)	二零一八年 <i>人民幣千元</i> (未經審核)
來自FFG Werke GmbH之賠償收入 銷售廢料	80,437 3,362	- 6,736
與收入相關的政府補貼* 維修收入 租金收入	12,488 3,306 766	13,266 5,585 248
利息收入諮詢收入	1,027 11,046	1,704
其他	116,262	2,386

^{*} 政府補貼主要指返還有關銷售工具機及停車設備所涉及軟件之增值税。該等補貼入賬列作即 時財務支援,預計未來不會產生相關成本,亦不會與任何資產有關連。

7. 除所得税前溢利

除所得税前(虧損)溢利已扣除(計入)下列各項:

截至六月三十日止六個月

		二零一八年
	人民幣千元	人民幣千元
	(未經審核)	(未經審核)
使用權資產折舊	2,854	_
物業、廠房及設備折舊	10,159	10,633
無形資產攤銷	422	732
預付租賃款項攤銷	<u></u>	1,452
折舊及攤銷總額	13,435	12,817
資本化於存貨	(4,975)	(5,573)
	8,640	7,244
對下列各項進行分析:		
於銷售費用扣除	571	466
於行政費用扣除	5,879	4,801
於其他費用扣除	1,651	1,132
於研究開支扣除	359	845
	8,460	7,244
確認為開支的存貨成本	381,127	409,529
存貨撇減淨額	793	838
出售物業、廠房及設備之淨虧損(收益)	4	(117)
淨匯兑(收益)虧損	(1,981)	11,964
保證撥備	1,599	2,120
產生租金收入的直接經營開支	313	611



截至六月三十日止六個月

	二零一九年 <i>人民幣千元</i> (未經審核)	二零一八年 <i>人民幣千元</i> (未經審核)
即期企業所得税(「企業所得税」) 遞延税項開支(抵免)	14,530 2,076	10,953 (637)
	16,606	10,316

於兩個期間內·由於本集團並無於開曼群島產生任何應課税溢利·因此並無就開曼群島利得税作出 撥備。

於兩個期間內,由於本集團並無於香港產生任何應課稅溢利,因此並無就香港利得稅作出撥備。

企業所得税乃就中國的企業按25%計提撥備,惟杭州友佳精密機械有限公司(「杭州友佳」)除外。 於二零一八年,杭州友佳獲相關政府當局批准延續其高新技術企業稱號,有權於二零一八年起計的 三年期間享有15%的優惠税率。因此,杭州友佳於本回顧期間的適用税率為15%(截至二零一八年 六月三十日止六個月:15%)。

根據二零零七年十二月六日頒佈的《中國企業所得税法實施條例》,自二零零八年一月一日起於中國成立的公司向其當時海外投資者匯付的股息應按10%的稅率繳納預扣稅。倘中國內地與海外投資者所在司法權區訂有稅項安排,則可採用較低的預扣稅稅率。根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》(或稱中港兩地稅務安排),合資格香港稅務居民如身為中國居民企業的「實益擁有人」並持有其25%或以上股權,則有權享有按5%的減低預扣稅稅率納稅。

於本中期期間,本公司董事已評定任何中國附屬公司將不會於可見將來宣派任何股息。由於本集團 有能力控制撥回該等暫時性差額之時間且該等暫時性差額不大可能於可見將來撥回,因此,本公司 董事認為中國附屬公司無須就其未分派保留盈利繳納預扣稅。

9. 每股盈利

每股基本盈利乃按本公司擁有人應佔溢利人民幣21,127,000元(截至二零一八年六月三十日止六個月期間:本公司擁有人應佔溢利人民幣19,825,000元)除以期內已發行普通股數目403,200,000股股份(截至二零一八年六月三十日止六個月期間:403,200,000股股份)計算。

截至六月三十日止六個月

	二零一九年 (未經審核)	二零一八年 (未經審核)
每股基本盈利(每股人民幣元)	0.05	0.05

由於兩個期間內並無已發行潛在攤薄普通股,故並無呈列每股攤薄(虧損)盈利。

10. 股息

於本中期期間,並無宣派及派付有關截至二零一八年十二月三十一日止年度之股息予本公司擁有人(截至二零一八年六月三十日止六個月:有關截至二零一七年十二月三十一日止年度之每股普通股為人民幣0.06元)。

於本中期期間概無派付、宣派或擬派付任何股息。本公司董事已決定將不派付有關本中期期間的股息(截至二零一八年六月三十日止六個月:每股普通股為人民幣0.05元)。



於本中期期間,本集團出售若干賬面值合共為人民幣31,000元(截至二零一八年六月三十日止六個月:人民幣218,000元)的物業、廠房及設備,所得款項為人民幣27,000元(截至二零一八年六月三十日止六個月:人民幣335,000元),導致出售虧損人民幣4,000元(截至二零一八年六月三十日止六個月:出售收益淨額人民幣117,000元)。此外,本集團花費人民幣18,159,000元(截至二零一八年六月三十日止六個月:人民幣21,143,000元)添置物業、廠房及設備。

於本中期期間,本集團訂立新租賃協議,就辦公室用途租賃為1至4年。本集團於合約期間須按月作出固定付款。於租賃開始時,本集團確認使用權資產人民幣3,510,000元及租賃負債人民幣3,510,000元。

12. 於合營企業的投資

	於		
	二零一九年 二零一八		
	六月三十日	十二月三十一日	
	人民幣千元	人民幣千元	
	(未經審核)	(經審核)	
於合營企業非上市投資的成本	27,666	27,666	
分佔收購後虧損	(5,844)	(7,161)	
	21,822	20,505	

13. 於聯營公司的投資

於

	二零一九年 六月三十日 <i>人民幣千元</i>	二零一八年 十二月三十一日 <i>人民幣千元</i>
	(未經審核)	(經審核)
於聯營公司非上市投資的成本 分佔收購後虧損及其他全面開支 換算海外業務產生之匯兑差額	415,701 (195,595) 31,860	415,701 (119,317) 34,939
	251,966	331,323

本集團分佔聯營公司截至二零一九年及二零一八年六月三十日止六個月的業績及聯營公司於二零 一九年及二零一八年六月三十日的總資產及負債列示如下:

	二零一九年	二零一八年
	人民幣千元	人民幣千元
	(未經審核)	(未經審核)
資產	5,420,183	5,381,154
負債	5,096,738	4,746,967
收益	2,054,034	2,167,394
分佔虧損	(80,756)	(9,913)
分佔其他全面收益*	4,478	11,400

* 分佔其他全面收益指合共分佔換算海外業務產生之匯兑差額人民幣4,370,000元(二零一八年:人民幣11,359,000元)及界定福利計劃之重新計量收益人民幣108,000元(二零一八年:人民幣41,000元)。



下表載列於本中期及上個中期期間確認的主要遞延税項資產及相關變動:

	應收款項 呆賬撥備 人 <i>民幣千元</i>	存貨撥備 人民幣千元	保證撥備 人民幣千元	銷售佣金 人民幣千元	遞延收入 人民幣千元	其他 人 <i>民幣千元</i>	總計 人民幣千元
於二零一八年一月一日(經審核)	4,245	1,066	819	976	15,295	-	22,401
採用香港財務報告準則 第15號產生的影響 採用香港財務報告準則 第9號產生的影響	- 619	- 	-	-	- 	4,054	4,054 619
於二零一八年一月一日的經調整結餘	4,864	1,066	819	976	15,295	4,054	27,074
於其他全面收益扣除 於損益內計入(扣除)	(228) 462	(35)	(46)	256			(228)
於二零一八年六月三十日 (未經審核)	5,098	1,031	773	1,232	15,295	4,054	27,483
於二零一九年一月一日(經審核) 於其他全面收益扣除	4,744 (63)	1,195 -	766 -	1,466	15,295 -	4,054 -	27,520 (63)
於損益內扣除 於二零一九年六月三十日	(247)	(14)	(76)	(82)	-	(1,657)	(2,076)
(未經審核)	4,434	1,181	690	1,384	15,295	2,397	25,381

15. 貿易應收賬款及其他應收賬款及預付款項

	二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)
	(TIME HIM)	(// 14 1// /
貿易應收賬款	289,389	323,790
減:貿易應收賬款減值撥備	(43,490)	(46,931)
	245,899	276,859
預付款項	43,225	44,713
其他	32,516	24,238
貿易應收賬款及其他應收賬款及預付款項總額	321,640	345,810

本集團一般授予其客戶30至180天信貸期。

貿易應收賬款總額根據逾期日的賬齡分析如下:

於

	二零一九年	二零一八年
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
即期-30天	156,928	207,953
31-60天	10,293	2,365
61-90天	6,642	4,568
91-180天	10,911	10,353
180天以上	104,615	98,551
	289,389	323,790



	JK.	
	二零一九年 二零一八:	
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
工具機	28,350	30,692
停車設備	15,343	16,265
	43,693	46,957
減:合約資產減值虧損	(12)	(230)
	43,681	46,727

17. 預期信貸虧損(「預期信貸虧損」)模式下的金融資產及其他項目的減值評估

截至二零一九年六月三十日止之六個月之簡明綜合財務報表中使用的輸入數據及假設的確定基礎 以及估計方法,與編製本集團截至二零一八年十二月三十一日止之年度之年度財務報表應用的輸 入數據及假設的確定基礎以及估計方法一致。

18. 按公平值計入損益之金融資產

本集團已與多間銀行簽訂結構性存款,該等投資並無保證回報。

19. 貿易應付賬款及其他應付款項及應計開支

	二零一九年	二零一八年	
	六月三十日	十二月三十一日	
	人民幣千元	人民幣千元	
	(未經審核)	(經審核)	
貿易應付賬款	206,058	163,957	
其他應付款項	40,429	32,474	
應計開支	45,691	46,538	
貿易應付賬款及其他應付款項及應計開支總額	292,178	242,969	

本集團一般授予30至60天信貸期。貿易應付賬款根據到期日呈列的賬齡分析如下:

於

		i
	二零一九年	二零一八年
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
即期-30天	136,523	92,947
31-60天	39,666	44,181
61-90天	5,995	5,447
91-180天	6,050	6,926
180天以上	17,824	14,456
	206,058	163,957



於本中期期間·本集團取得人民幣1,663,563,000元之新銀行貸款(截至二零一八年六月三十日止六個月:人民幣481,867,000元)。此類貸款按每年介乎0.9%至5.66%之可變動市場利率付息·並於一年內分期償付。

21. 股本

千股 人民幣千元

股份數目

法定:

於二零一八年一月一日(經審核)、

每股面值0.01港元之普通股

二零一八年六月三十日(未經審核)、

二零一八年十二月三十一日(經審核)及

二零一九年六月三十日(未經審核)

1,000,000

10,211

面值

已發行及繳足:

於二零一八年一月一日(經審核)、

二零一八年六月三十日(未經審核)、

二零一八年十二月三十一日(經審核)及

二零一九年六月三十日(未經審核)

403,200

4.022

22. 遞延收入

	於	
	二零一九年	二零一八年
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
與資產相關之政府補貼	78,839	70,192

於二零一六年十一月,本公司一間全資擁有的附屬公司友嘉(河南)精密機械有限公司(「友嘉河南」)就其投資廠房及設備之特定目的獲得若干政府補貼及補助人民幣61,180,000元。該等補貼及補助將按相關資產的可使用年期於損益內確認。於二零一九年六月,友嘉河南就其投資廠房及設備之特定目的獲得另一筆於去年並未足額發放的政府補貼人民幣8,647,000元。直至中期報告獲批准日期,廠房及設備之相關建設仍在施工,故遞延收益尚未於損益中確認。

此外,於二零一八年四月,友嘉河南收到一筆免息貸款政府補貼為人民幣9,012,000元。

23. 資本承擔

		R
	二零一九年	二零一八年
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
就廠房建設已訂約但尚未撥備之資本支出	41,577	53,134



按經常性基準以公平值計量之本集團金融資產及金融負債之公平值。

本集團之部分金融資產乃於各報告期結束時按公平值計量。下表是根據公平值計量輸入之可觀察數據程度,提供如何釐定有關該等金融資產之公平值,及劃分公平值計量之公平值級別(第一級至第三級)之資料(特別是所使用之估值技術及數據輸入)。

- 第一級公平值計量由相同資產或負債於活躍市場之報價(未經調整)得出:
- 第二級公平值計量由資產或負債直接(即價格)或間接(即由價格得出)可觀察輸入數據(第 一級內的報價除外)得出:及
- 第三級公平值計量採用估值技術得出,包括並非根據可觀察市場數據得出的資產或負債的輸入數據(不可觀察輸入數據)。

金融資產	公平值於 二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)	公平值 層級	估值技術及主要輸入數據	重大不可觀察輸入數據
按公平值計入損益之金融資產	非上市金融產品及 結構性存款:635	非上市金融產品及 結構性存款: 108,020	第三級	收入法一此方法中·使用貼現現金流量法 獲得將自該等投資對象的擁有權取得 的預期未來經濟利益的現值。	實際投資收益
按公平值計入其他全面收益 之應收款項	按公平值計入 其他全面收益之 應收款項55,429	按公平值計入 其他全面收益之 應收款項106,400	第二級	使用貼現現金流量法獲得將自應收款項 取得的現金流量的現值。	不適用

24. 金融工具之公平值計量(續)

本公司董事認為按攤銷成本計入簡明綜合財務報表的金融資產的賬面值與其公平值相若。於本中期期間,第一級及第三級公平值間並無轉撥。

下表載列於截至二零一九年六月三十日止六個月之第三級按結構性存款之應收款項之變動:

	於二零一九年
	六月三十日
	按公平值計入
	損益之金融資產
	人民幣千元
	(未經審核)
期初	108,020
添置	131,905
出售	(239,290)
報告期末	635



(1) 交易及結餘

於本中期期間及截至報告期末,本集團與其關連人士曾進行以下交易及持有以下結餘:

交易

截至六月三十日止六個月

公司名稱	關係	交易性質	二零一九年 人民幣千元 (未經審核)	二零一八年 <i>人民幣千元</i> (未經審核)
最終控股公司 友嘉實業股份有限公司 (「友嘉」)	最終控股公司	銷售貨品 採購貨品 收取服務	- 4,738 4,054	429 13,400 -
最終控股公司的附屬公司 FFG DMC Co., Ltd (「FFG DMC」)	最終控股公司的 附屬公司	銷售貨品 採購貨品	581 2,465	- -
直接控股公司 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	25,516	27,027
同系附屬公司及 最終控股公司的聯營公司 池貝(上海)機械設備有限公司	同系附屬公司	採購貨品	-	1,463
杭州友嘉高松機械有限公司 (「友嘉高松」)	最終控股公司的 聯營公司	銷售服務 租金收入 銷售貨品	1,080 36 -	93 22 326
Hangzhou Best Friend Technology Co., Ltd (「Best Friend」)	最終控股公司的 聯營公司	銷售貨品 利息收入	4 33	- -

25. 關連人士交易(續)

(1) 交易及結餘(續) *交易(續)*

截至六月三十日止六個月

公司名稱	關係	交易性質	二零一九年 <i>人民幣千元</i>	二零一八年 <i>人民幣千元</i>
			(未經審核)	(未經審核)
合營企業				
Anest Iwata Feeler Corporation (「AIF」)	合營企業	採購貨品 銷售服務 租金收入 收取服務	- 610 23 -	39 17 602 32 7
Hangzhou Feeler Mectron Machinery Co., Ltd. (「Feeler Mectron」)	合營企業	銷售服務 採購貨品 租金收入	195 - 34	130 834 34
Hangzhou Union Friend Machinery Co., Ltd. (「UFM」)	合營企業	銷售貨品 採購貨品 銷售服務 利息收入	- 929 45 7	4 1,118 18 12
Hangzhou Nippon Cable Feeler Corporation (「Nippon Cable Feeler」)	合營企業	購買服務 銷售服務	20 10	13 9
聯營公司及一間聯營公司的附 屬公司				
SMS Holding Co., Ltd	本集團一間聯營公司之 附屬公司	銷售貨品	63	7
MAG IAS (Shanghai) Co., Ltd. (「MAS IAS」)	本集團一間聯營公司之 附屬公司	利息收入	36	-



(1) 交易及結餘(續)

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:

結餘

公司名稱	關係	結餘性質	二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)
最終控股公司 友嘉實業	最終控股公司	貿易應付賬款(<i>附註(b))</i> 墊款(<i>附註(b))</i> 預收(<i>附註(b))</i>	(696) 936 (128)	(510) - (128)
應收最終控股公司款項 應付最終控股公司款項			936 (824)	(638)
直接控股公司 友佳實業香港 應付直接控股公司款項	直接控股公司	貿易應付賬款 (附註(b))	(3,210) (3,210)	(2,832) (2,832)
同系附屬公司及 最終控股公司的聯營公司 SANC Machines & Tools Co., Ltd	同系附屬公司	貿易應付賬款 (<i>附註[b])</i>	(3,258)	(3,253)
EQUIPTOP HITECH CORP.	同系附屬公司	貿易應付賬款 <i>(附註(b))</i> 預收 <i>(附註(b))</i>	(144)	(144) (124)
FFG DMC	同系附屬公司	貿易應收賬款(附註(a)) 其他應收賬款(附註(b)) 預收(附註(b))	708 270 (10)	- - (116)
友嘉高松	最終控股公司的 聯營公司	其他應收賬款(<i>附註(b))</i>	38	22

25. 關連人士交易(續)

(1) 交易及結餘(續) *結餘(續)*

公司名稱	關係	結餘性質	二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)
Best Friend	最終控股公司的 聯營公司	貿易應收賬款(<i>附註(a))</i> 其他應收賬款(<i>附註(b))</i>	4 1,446	1 -
應收同系附屬公司及 最終控公司財 聯營公司財 應付同系的 應付同系的 最終 定公司的 聯營公司的 聯營公司的 聯營公司的 聯營公司的			2,466 (3,412)	23 (3,637)
合營企業 AIF	合營企業	其他應收賬款(附註(b)) 貿易應付賬款(附註(b))	123	127 (42)
Feeler Mectron	合營企業	貿易應收賬款(附註(a)) 其他應收賬款(附註(b)) 貿易應付賬款(附註(b))	24 18 (33)	- (33)
UFM	合營企業	貿易應付賬款(附註(b)) 其他應收賬款(附註(b)) 貿易應收賬款(附註(a))	(166) 326 –	(287) 319 6
Nippon Cable Feeler	合營企業	其他應收賬款(<i>附註(b))</i> 其他應付款項(<i>附註(b))</i>	6 (1)	9 -
應收合營企業款項 應付合營企業款項			497 (200)	461 (362)



(1) 交易及結餘(續) *結餘(續)*

公司名稱	關係	結餘性質	二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)
聯營公司及一間聯營公司的附 屬公司				
FFG Werke GmbH	聯營公司	墊款 (<i>附註(b)</i>) 貿易應付賬款 (<i>附註(b)</i>) 其他應收賬款 (<i>附註(b)</i>) 股東貸款 (<i>附註(c</i>))	1,357 (23,486) 80,804 62,327	1,357 (24,679) 386 20,978
FFG Europe S.p.A	聯營公司	其他應收賬款(<i>附註(b))</i>	766	766
(III o Ediope)		股東貸款 (<i>附註(c))</i>	28,298	36,089
Jobs Automazione S.p.A	本集團一間聯營公司之附屬公司	其他應收賬款(附註(b)) 貿易應付賬款(附註(b)) 其他應付款項(附註(b))	38,553 (1,415)	17,333 (2,844) (912)
Sky Thrive Rambaudi S.r.l	本集團一間聯營公司之 附屬公司	其他應收賬款 <i>(附註(b))</i> 股東貸款 <i>(附註(c))</i>	3,227 6,058	3,239 6,082
SMS Holding Co., Ltd	本集團一間聯營公司之 附屬公司	貿易應收賬款 <i>(附註(a))</i>	4	-
FFG European and American Holdings GmbH	聯營公司	其他應收賬款 <i>(附註(b))</i>	221,914	54,791
MAG Global Holding GmbH	本集團一間聯營公司之 附屬公司	其他應收賬款(<i>附註(b))</i>	575	575

25. 關連人士交易(續)

(1) 交易及結餘(續) 結餘(續)

公司名稱	關係	結餘性質	二零一九年 六月三十日 <i>人民幣千元</i> (未經審核)	二零一八年 十二月三十一日 <i>人民幣千元</i> (經審核)
Grinding technology S.r.l	本集團一間聯營公司之 附屬公司	其他應收賬款(<i>附註(b))</i>	9,455	9,463
MAG IAS	本集團一間聯營公司之 附屬公司	其他應收賬款(附註(b)) 股東貸款(附註(b))	6,000 36	-
應收聯營公司及 一間聯營公司的附屬公司 的款項			459,374	151,059
應付一間聯營公司及 一間聯營公司的附屬公司 的款項			(24,901)	(28,435)

- (a) 就與同系附屬公司、最終控股公司及其聯營公司以及聯營公司之附屬公司進行的銷售 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。於二零一九年六月三十 日及二零一八年十二月三十一日,上列結餘的賬齡大部分為六至十二個月內。
- (b) 結餘為無抵押、免息及須按要求償還。
- (c) 結餘為無抵押、免息及須按要求償還並由友嘉擔保。

(2) 董事及主要管理人員薪酬

截至六月三十日止六個月

	二零一九年 <i>人民幣千元</i> (未經審核)	二零一八年 <i>人民幣千元</i> (未經審核)
薪金 表現相關花紅 退休福利計劃供款	1,175 207 28	1,556 201 54
	1,410	1,811



於

	二零一九年	二零一八年
	六月三十日	十二月三十一日
	人民幣千元	人民幣千元
	(未經審核)	(經審核)
預付租賃款項	_	87,600
使用權資產	83,411	_
物業、廠房及設備	-	7,763
受限制銀行存款	16,850	15,900
	100,261	111,263

本集團已抵押其預付租賃款項、使用權資產及樓宇作本集團獲授之一般銀行信貸額度之擔保。

本集團之受限制銀行存款主要指本集團為就所使用的融資信貸出具保函而存放於銀行的存款。

27. 或然負債

於二零一九年六月三日·本公司根據彼等各自與獨立第三方的收購合約的最大額度分別為11,000,000歐元(相當於人民幣85,987,000元)及2,000,000歐元(相當於人民幣15,634,000元)就MAG IAS GmbH及FFG Werke各自的付款責任向獨立第三方出具擔保。

附件四

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





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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

CHU Chih-Yaung (Chairman and 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

CHU Chih-Yaung CHIU Rung-Hsien

LEGAL ADVISERS AS TO HONG KONG LAW

Woo Kwan Lee & Lo

AUDITOR

Deloitte Touche Tohmatsu

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL BANKERS

Bank of China
Cathay United Bank
Hang Seng Bank Limited
Industrial and Commercial Bank of China
KGI Bank
Mega International Commercial Bank

Taiwan Shin Kong Commercial Bank Bank SinoPac Bangkok Bank

STOCK CODE

2398

WEBSITE

http://www.goodfriend.hk



Business Review

According to the economic data released by the National Bureau of Statistics of China, China's gross domestic product (GDP) grew by a year-on-year rate of 6.3% in the first half of 2019, representing a generally stable economic development in China.

Financial Review

Revenue

For the six months ended 30 June 2019, the Group recorded revenue of approximately RMB496.11 million, representing a decrease of approximately 11.2% as compared to the corresponding period in 2018. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB409.20 million, representing a decrease of 13.3% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 82.5% 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 increased by 6.4%, as compared to corresponding period in last year, to approximately RMB34.87 million and approximately 7.0% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB52.03 million during the period under review, representing a decrease of approximately 3.8% as compared to corresponding period in last year and accounted for approximately 10.5% of the total revenue.

Gross profit and margin

During the period under review, gross profit of the Group amounted to approximately RMB114.98 million. Overall gross profit margin was approximately 23.2%, compared to 26.7% for the corresponding period in last year.

Other income

During the period under review, other income included a compensation income of approximately RMB80.44 million, representing compensation from FFG Werke GmbH (supplier of the corresponding CNC machine tools products) to the Group in respect of the litigation raised by a customer to the Group's subsidiaries as disclosed in the 2018 annual report of the Company.

Distribution and selling expenses

Distribution and selling expenses for the six months ended 30 June 2019 amounted to approximately RMB61.82 million, representing a decrease of 8.6% 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 12.5%, compared to 12.1% for the corresponding period in last year.

Administrative expenses

Administrative expenses decreased by approximately 14.8% to approximately RMB29.57 million during the period under review. This was mainly attributable to the stringent control of the expenses by the management.

Other gains and losses

Other gains and losses represented mainly foreign exchange gain (2018: foreign exchange loss) during the period under review.

Finance costs

During the period under review, finance costs increased to approximately RMB11.55 million. This was primarily due to the increase of average bank borrowings of the Group during the period under review.

Share of loss of associates

For the six months ended 30 June 2019, share of loss of associates amounted to approximately RMB80.76 million (2018 comparative figures: share of loss of approximately RMB9.91 million). The amount represented the Group's share of results of the associate located in Germany for the period under review.

Profit attributable to owners of the Company

For the six months ended 30 June 2019, profit attributable to owners of the Company amounted to approximately RMB21.13 million, representing an increase of approximately 6.6% as compared to the same period last year.

Prospects

Tension on trade between China and the United States will be a key uncertainty for China's economic growth. Therefore the management remain cautious about the prospects of the economy of China for the second half of 2019. The Group will keep close track of the global economic trend and market situation in order to capture business opportunities and reduce operation risks. On the other hand, the management will continue to control operating costs for achieving better operating results of the Group. The management is optimistic on the long-term development prospects of the Group.

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 2019, the Group's bank balances and cash amounted to approximately RMB151.90 million (at 31 December 2018: RMB112.67 million). As at 30 June 2019, the Group had net current assets of approximately RMB217.37 million (at 31 December 2018: RMB115.27 million) and short-term bank borrowings of approximately RMB615.75 million (at 31 December 2018: RMB563.24 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2019 was approximately 1.2 (at 31 December 2018: 1.1). The gearing ratio as at 30 June 2019 (total interest bearing liabilities to total assets) was approximately 26.8% (at 31 December 2018: 25.5%), indicated that the Group's overall financial position remained solid.

Capital structure

The share capital of the Company as at 30 June 2019 was HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each (at 31 December 2018: HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each).

Staff and remuneration policies

As at 30 June 2019, the Group employed a total of approximately 1,130 full time employees (31 December 2018: 1,160) 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) may also be awarded to employees according to assessment of individuals' performance.

Capital commitments and contingencies

As at 30 June 2019, the Group had capital expenditure commitments mainly for construction of buildings of approximately RMB41.58 million (at 31 December 2018: RMB53.13 million) which were contracted but not provided in the financial statements. The Group had no material contingent liabilities as at 30 June 2019 (at 31 December 2018: Nil).

Charges on the group's assets

As at 30 June 2019, the Group had restricted bank deposits with an amount of approximately RMB75.61 million (at 31 December 2018: RMB69.99 million) which mainly represented bank balances being frozen by banks as the respective banks had received notice from court with regard to the litigation as disclosed in the 2018 annual report of the Company.

Subsidiaries of the Company had pledged their land use rights and building with an aggregate carrying amount of RMB83.41 million (31 December 2018: RMB95.36 million) as at 30 June 2019 in order to secure banking facilities granted to the Group.

DISCLOSURE OF INTERESTS

Directors' interest in shares

As at 30 June 2019, 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:

- Aggregate long position in the shares, underlying shares and debentures of the Company and its associated corporation
 - (a) Interests in the Company

		Approximate	
			percentage of
			the issued
		Number	shares
	Nature of	and class of	as at
Name of Director	interest	securities	30 June 2019
Mr. Chu Chih-Yaung ("Mr. Chu")	Corporate	20,000,000	4.96%
	interest	(Note)	

Note: These 20,000,000 Shares were held by Sunward Gold Global Investments Limited ("Sunward"). Mr. Chu held 72.22% of the issued shares of Sunward and accordingly was deemed to be interested in the 20,000,000 Shares held by Sunward under the SEO.

(b) Interests in the associated corporations of the Company

Name of Directors	Name of associated corporations	Nature of interest	Number and class of securities	percentage of shareholdings as at 30 June 2019
Mr. Chu	Taiwan FF	Beneficial owner	15,572,255 ordinary shares	15.20%
	Taiwan FF	Spouse interest (Note 1)	2,585,926 ordinary shares	2.52%
	Fair Fine (Hangzhou) Industrial Co., Ltd. (Note 2)	Beneficial owner	750 ordinary shares	0.03%

Notes:

- (1) Ms. Wang Tz-Ti ("Ms. Wang"), the spouse of Mr. Chu, held 2.52% of the issued share capital of Taiwan FF. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Taiwan FF under the SFO.
- (2) Fair Fine (Hangzhou) Industrial Co., Ltd. is a non-wholly-owned subsidiary of Taiwan FF and is therefore an associated corporation of the Company for the purpose of the SFO.

Save as disclosed above, as at 30 June 2019, none of the Directors or chief executive of the Company had any interest of long position 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.

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

As at 30 June 2019, none of the Directors or chief executive of the Company, had any interest of 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

Save for the share option scheme of the Company adopted on 2 June 2016, 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 2 June 2016, 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 circular of the Company dispatched on 29 April 2016.

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

Substantial shareholders

As at 30 June 2019, 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

	Approximate		
			percentage of
		Number of	the issued
		ordinary shares	shares as at
Name of shareholders	Nature of interest	held	30 June 2019
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	232,208,000 shares <i>(Note)</i>	57.59%

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 2019.

OTHER INFORMATION

Changes of director's information under rule 13.51B(1) of the Listing Rules

The Company is not aware of change of information of directors of the Company since the 2018 Annual Report which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Interim dividend

The Directors resolved not to declare an interim dividend for the six months ended 30 June 2019 (2018 interim dividend: RMB0.05 per share)

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 2019.

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 2019 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 5 June 2019 due to business trip. Mr. Chiu Rung-Hsien, an executive Director of the Company, took the chair of the annual general meeting pursuant to the Articles of Association of the Company.

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Chen Hsiang-Jung, the then Chief Executive Officer and executive Director of the Company was pass away on 8 November 2018. Mr. Chu Chih-Yaung, the Chairman of the Board, was appointed as Chief Executive Officer on 7 December 2018. Although these two roles are performed by the same individual since 7 December 2018, certain responsibilities have been shared with other executive Directors to balance the power and authority. In addition, all major decisions have been made in consultation with members of the Board as well as senior management. The Board has three independent non-executive Directors who offer different independent perspectives. Therefore, the Board is of the view that there is adequate balance of power and safeguards in place. The Board would review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Company.

Audit committee

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the CG Code which comprises three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang. 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 has reviewed the unaudited financial results of the Group for the six months ended 30 June 2019.

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 three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang.

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 three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang.

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, 30 August 2019

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2019

Six months ended 30 June

	Notes	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Revenue	4	496,105	558,638
Cost of revenue	5	(381,127)	(409,529)
Gross profit Other income Distribution and selling expenses Administrative expenses Research and development costs Other gains and losses Other operating expenses Finance costs Share of profit of joint ventures Share of loss of associates	6	114,978 116,262 (61,824) (29,566) (14,508) 3,558 (178) (11,550) 1,317 (80,756)	149,109 29,925 (67,629) (34,713) (15,030) (16,444) (688) (6,096) 1,620 (9,913)
Profit before income tax	7 8	37,733 (16,606)	30,141 (10,316)
Profit attributable to owners of the Company	0	21,127	19,825
Other comprehensive income (expense): Items that will not be reclassified to profit or loss: Share of other comprehensive income of associates		108	41

Six months ended 30 June

	Notes	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Items that may be reclassified subsequently to profit or loss:			
Share of other comprehensive income of associates		4,370	11,359
Exchange difference arising on translation of foreign operations Net fair value gain on receivables at fair		253	(5,874)
value through other comprehensive income ("FVTOCI")		355	1,292
		4,978	6,777
		5,086	6,818
Total comprehensive income attributable to owners of the Company		26,213	26,643
Earnings per share (expressed in RMB per share)			
– Basic	9	0.05	0.05

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As of 30 June 2019

		30 June	31 December
		2019	2018
	Notes	RMB'000	RMB'000
		(Unaudited)	(Audited)
N			
Non-current assets	4.4	040 540	004740
Property, plant and equipment	11	213,513	204,710
Right-of-use assets	11	127,030	
Prepaid lease payments		.	120,147
Intangible assets		1,808	2,215
Investments in joint ventures	12	21,822	20,505
Investments in associates	13	251,966	331,323
Deferred income tax assets	14	25,381	27,520
		641,520	706,420
Current assets			
Inventories		508,556	524,752
Trade and other receivables and prepayment	15	321,640	345,810
Contract assets	16	43,681	46,727
Loan receivable		35,627	35,627
Receivables at FVTOCI		55,429	106,400
Prepaid lease payments		_	2,905
Amount due from ultimate holding company	25	936	_
Amount due from fellow subsidiaries			
and associates of ultimate holding			
company	25	2,466	23
Amounts due from joint ventures	25	497	461
Amounts due from associates and			
subsidiaries of associates	25	459,374	151,059
Restricted bank deposits and bank balances		75,609	69,987
Financial assets at fair value			
through profit or loss ("FVTPL")	18	635	108,020
Bank balances and cash		151,896	112,673
		1,656,346	1,504,444

	Notes	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Current liabilities Trade and other payables and			
accrued expenses Contract liabilities	19	292,178 315,864	242,969 358,751
Amount due to ultimate holding company Amount due to immediate holding company Amounts due to fellow subsidiaries and	25 25	824 3,210	638 2,832
associates of ultimate holding company Amounts due to joint ventures Amounts due to an associate and	25 25	3,412 200	3,637 362
subsidiaries of an associate Lease liabilities	25	24,901 3,981	28,435 -
Provision for litigation claim Refund liabilities Current income tax liabilities Bank borrowings Warranty provision	20	60,117 100,903 12,850 615,746 4,790	60,117 100,903 21,979 563,239 5,311
		1,438,976	1,389,173
Net current assets		217,370	115,271
Total assets less current liabilities		858,890	821,691
Non-current liabilities Lease liabilities Other borrowings Deferred income	20 22	1,505 35,927 78,839	35,093 70,192
		116,271	105,285
Net assets		742,619	716,406
Capital and Reserves Share capital Share premium Capital reserves Other reserves Retained earnings	21	4,022 82,281 77,338 63,977 515,001	4,022 82,281 77,338 58,361 494,404
Total equity		742,619	716,406

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2019

	Share capital <i>RMB'000</i>	Share premium RMB'000	Capital reserves <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Retained earnings RMB'000	Total equity RMB'000
At 31 December 2017 (audited)	4,022	82,281	77,338	39,576	624,187	827,404
Effect arising from adoption of HKFRS 9	-	-	-	(3,106)	(5,755)	(8,861)
Effect arising from adoption of HKFRS 15					(22,973)	(22,973)
Adjusted balance at 1 January 2018	4,022	82,281	77,338	36,470	595,459	795,570
Profit for the period	-	-	-	-	19,825	19,825
Other comprehensive income (expense) Share of other comprehensive						
income of associates (note 13) Exchange difference arising on	-	-	-	11,359	41	11,400
translation of foreign operations Net fair value gain on receivables	-	-	-	(5,874)	-	(5,874)
at FVTOCI				1,292		1,292
				6,777	41	6,818
Total comprehensive income	-	-	-	6,777	19,866	26,643
Dividend recognized as distributions (note 10)					(24,192)	(24,192)
At 30 June 2018 (unaudited)	4,022	82,281	77,338	43,247	591,133	798,021
At 31 December 2018 (audited)	4,022	82,281	77,338	58,361	494,404	716,406

	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Capital reserves RMB'000	Other reserves <i>RMB'000</i>	Retained earnings RMB'000	Total equity <i>RMB'000</i>
Profit for the period					21,127	21,127
Other comprehensive income Share of other comprehensive income of associates (note 13)	_	_	_	4,370	108	4,478
Exchange difference arising on translation of foreign operations Net fair value gain on receivables	-	-	-	253	-	253
at FVTOCI				355		355
				4,978	108	5,086
Total comprehensive income (expense)	_	_	-	4,978	21,235	26,213
Transfer to statutory reserves				638	(638)	
At 30 June 2019 (unaudited)	4,022	82,281	77,338	63,977	515,001	742,619

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2019

	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Operating activities		
Cash generated from (used in) operations	135,567	(38,873)
Income tax and withholding tax paid	(19,071)	(9,108)
Net cash generated from (used in) operating activities	116,496	(47,981)
Investing activities		
Acquisition of property, plant and equipment		
and intangible assets	(18,173)	(21,224)
Repayment from associates and subsidiaries	, , ,	
of an associate	16,367	48.393
Advance to associates and subsidiaries		,,,,,,
of an associate	(232,564)	(63,570)
Proceeds from disposal of property, plant and	, , ,	
equipment	27	335
Purchase of financial assets at FVTPL	(131,905)	(220,210)
Withdrawal of financial assets at FVTPL	239,290	179,650
Interest received	875	1,652
Placement of restricted bank deposits	(20,892)	(2,716)
Withdrawal of restricted bank deposits	15,270	19,146
·		
Net cash used in investing activities	(131,705)	(58,544)

	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Financing activities		
Proceeds from bank borrowings	1,663,563	481,867
Repayment of bank borrowings	(1,605,381)	(377,153)
Repayment of lease liabilities	(1,450)	(3/7,133)
Proceeds from government subsidy	8,647	_
,	0,047	(24 102)
Dividends paid	(11 444)	(24,192)
Interest paid	(11,446)	(6,096)
Net cash generated from financing activities	53,933	74,426
Net increase (decrease) in cash and cash equivalents Cash and cash equivalents at the	38,724	(32,099)
beginning of the period	112,673	98,071
Effect of foreign exchange rate changes	499	1,111
Cash and cash equivalent at the end of the period,		
represented by bank balances and cash	151,896	67,083

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2019

1. GENERAL INFORMATION

Good Friend International Holdings Inc. (the "Company") and its subsidiaries (collectively referred to as the "Group") are engaged in the 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 KY1-1111, Cayman Islands.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 11 January 2006. In addition, 67,200,000 units of Taiwan depositary receipts, representing 67,200,000 newly issued shares of the Company, were issued and listed on the Taiwan Stock Exchange Corporation on 18 March 2010. Good Friend (H.K.) Corporation Limited, a company incorporated in Hong Kong, and Fair Friend Enterprise Company Limited, a company incorporated in Taiwan, are the immediate holding company and the ultimate holding company, respectively.

These condensed consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company. These condensed consolidated financial statements were approved for issue by the Board of Directors on 30 August 2019.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2018, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2018.

Application of new and amendments to HKFRSs

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

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

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

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

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

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

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

Definition of a lease

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

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

As a lessee

Allocation of consideration to components of a contract

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

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Allocation of consideration to components of a contract (Continued)

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

Short-term leases

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

Right-of-use assets

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

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability; and
- any lease payments made at or before the commencement date.

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

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

- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease liabilities

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

The lease payments included in the measurement of the lease liabilities represent the fixed payments of the lease.

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

Taxation

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 Definition of a lease

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

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

- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee

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

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

- relied on the assessment of whether leases are onerous by applying HKAS 37
 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment

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

The Group recognised lease liabilities of RMB3,322,000 and right-of-use assets of RMB126,374,000 at 1 January 2019.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 4.75% per annum.



- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

	At 1 January 2019 <i>RMB'000</i>
Operating lease commitments disclosed as at 31 December 2018	6,246
Lease liabilities discounted at relevant incremental borrowing rates Less: Recognition exemption – short-term leases Lease liabilities relating to operating leases recognised upon	6,006 (2,684)
application of HKFRS 16 as of 1 January 2019 Analysed as	3,322
Current Non-current	1,975 1,347
	3,322

- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

	Note	Right-of-use assets <i>RMB'000</i>
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16 Reclassification from prepaid lease payments	(a)	3,322 123,052
By class: Leasehold lands Land and buildings		126,374 123,052 3,322
		126,374

(a) Upfront payments for leasehold lands in People's Republic of China (the "PRC") were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to RMB2,905,000 and RMB120,147,000, respectively, were reclassified to right-of-use assets

As a Lessor

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

Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group's condensed consolidated statement of financial position at 1 January 2019. However, effective 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.



- 3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)
 - 3.1.2 Transition and summary of effects arising from initial application of HKFRS 16

 As a Lessor (Continued)

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

	Carrying		Carrying
	amounts		amounts
	previously		under
	reported at		HKFRS 16
	31 December		at 1 January
	2018	Adjustments	2019
	RMB'000	RMB'000	RMB'000
Non-current assets			
Prepaid lease payments	120,147	(120,147)	_
Right-of-use assets	_	126,374	126,374
Current assets			
Prepaid lease payments	2,905	(2,905)	-
Current liabilities			
Lease liabilities	-	(1,975)	(1,975)
Non-current liabilities			
Lease liabilities	_	(1,347)	(1,347)

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

4. REVENUE FROM GOODS

Disaggregation of revenue

Six months ended 30 June

	2019	2018
	RMB'000 (Unaudited)	RMB'000 (Unaudited)
	(1000000)	(3.33.33.7)
Machine tools	409,201	471,784
Parking garage structures	52,031	54,096
Forklift trucks	34,873	32,758
	496,105	558,638

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 structures, 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 statements.

The Group does not allocate distribution and selling expenses, administrative expenses, other operating expenses 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 and total assets for each reportable segment.

5. SEGMENT INFORMATION (Continued)

Six months ended 30 June 2019 (unaudited)	Machine Tools <i>RMB'000</i>	Parking Garage Structures <i>RMB'000</i>	Forklift Trucks <i>RMB'000</i>	Total Group <i>RMB'000</i>
Revenue (all from external sales) Cost of revenue	409,201 (301,383)	52,031 (46,303)	34,873 (33,441)	496,105 (381,127)
Segment profit	107,818	5,728	1,432	114,978
		Parking		
Six months ended 30 June 2018 (unaudited)	Machine Tools <i>RMB'000</i>	Garage Structures <i>RMB'000</i>	Forklift Trucks <i>RMB'000</i>	Total Group <i>RMB'000</i>
Revenue (all from external sales) Cost of revenue	471,784 (337,150)	54,096 (43,270)	32,758 (29,109)	558,638 (409,529)
OGSE OF TOVETIME				

Majority of the Group's operations and assets are located in the PRC and the Group mainly sells to the PRC market.

Segment assets and liabilities

No segment assets and liabilities information is provided as no such information is regularly provided to the Executive Directors on making decision for resources allocation and performance assessment.

6. OTHER INCOME

Six months ended 30 June

	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Compensation income from FFG Werke GmbH	80,437	-
Sales of scrap materials	3,362	6,736
Government subsidies related of income*	12,488	13,266
Repair income	3,306	5,585
Rental income	766	248
Interest income	1,027	1,704
Consultancy income	11,046	_
Others	3,830	2,386
	116,262	29,925

* Government subsidies mainly represent the refund of value-added tax in relation to software embedded in the sales of machine tools and parking garage structures. These subsidies are accounted for as immediate financial support with neither future related costs expected to be incurred nor related to any assets.

7. PROFIT BEFORE INCOME TAX

(Loss) profit before income tax has been arrived at after charging (crediting):

Six months ended 30 June

	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Depreciation of right-of-use assets	2,854	_
Depreciation of property, plant and equipment	10,159	10,633
Amortisation of intangible assets	422	732
Amortisation of prepaid lease payment		1,452
Total depreciation and amortization	13,435	12,817
Capitalised in inventories	(4,975)	(5,573)
	8,640	7,244
Analysed as:		
Charged in selling expense	571	466
Charged in administrative expenses	5,879	4,801
Charged in other expenses	1,651	1,132
Charged in research expenditure	359	845
	8,460	7,244
Cost of inventories recognised as an expense	381,127	409,529
Net write-down of inventories	793	838
Net loss (gain) on disposal of property,		
plant and equipment	4	(117)
Net exchange (gain) loss	(1,981)	11,964
Provision for warranty	1,599	2,120
Direct operating expenses incurred for rental income	313	611

8. INCOME TAX EXPENSE

Six months ended 30 June

	2019 <i>RMB'000</i>	2018 <i>RMB'000</i>
	(Unaudited)	(Unaudited)
Current Enterprise Income Tax ("EIT")	14,530	10,953
Deferred tax charge (credit)	2,076	(637)
	16,606	10,316

No provision for Cayman Islands profits tax has been made as the Group did not have any assessable profit arising in Cayman Islands for both periods.

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.

EIT is provided at 25% for enterprises in the PRC except for Hangzhou Good Friend Precision Machinery Co., Ltd. ("Hangzhou Good Friend"). Hangzhou Good Friend renewed its New and High-Tech Enterprise status in 2018, 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 2018. Accordingly, the applicable tax rate for Hangzhou Good Friend for the current review period is 15% (six months ended 30 June 2018: 15%).

In according to Detailed Implementation Regulations for implementation of the EIT law of PRC issued on 6 December 2007, dividends paid out by companies established in the PRC to their then foreign investors is subject to 10% withholding tax from 1 January 2008 onwards. A lower withholding tax rate may be applied if there is a tax arrangement between Mainland China and the jurisdiction of the foreign investors. Under the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, or China-HK Tax Arrangement, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% or more of the equity interest in a PRC-resident enterprise is entitled to a reduced withholding rate of 5%.

In the current interim period, the directors of the Company have assessed that no dividends will be declared by any of the PRC subsidiaries in the foreseeable future so it is concluded that no withholding tax shall be accrued on the undistributed retained earnings of the PRC subsidiaries as the Group is able to control the timing of the reversal of such temporary differences and it is probable that such temporary differences would not be reversed in the foreseeable future.

EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company amounted to RMB21,127,000 (six months period ended 30 June 2018: profit attributable to owners of the Company amounted to RMB19,825,000) by the number of ordinary shares in issue during the period of 403,200,000 shares (six months period ended 30 June 2018: 403,200,000 shares).

Six months ended 30 June

	2019 (Unaudited)	2018 (Unaudited)
Basic earnings per share (RMB per share)	0.05	0.05

No diluted (loss) earnings per share was presented as there were no potential dilutive ordinary shares In issue for both periods.

10. DIVIDENDS

During the current interim period, no dividend in respect of the year ended 31 December 2018 (six months ended 30 June 2018: RMB0.06 per ordinary share in respect of the year ended 31 December 2017) was declared and paid to the owners of the Company.

No dividends were paid, declared or proposed during the current interim period. The directors of the Company have determined that no dividend will be paid in respect of the current interim period (six months ended 30 June 2018: RMB0.05 per ordinary share).

MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of RMB31,000 (six months ended 30 June 2018: RMB218,000) for proceeds of RMB27,000 (six months ended 30 June 2018: RMB335,000), resulting in a loss on disposal of RMB4,000 (six months ended 30 June 2018: net gain on disposal RMB117,000). In addition, the Group spent RMB18,159,000 (six months ended 30 June 2018: RMB21,143,000) on additions to property, plant and equipment.

During the current interim period, the Group entered into new lease agreements for the use of office rental for 1 to 4 years. The Group is required to make fixed monthly payments during the contract period. On lease commencement, the Group recognised RMB3,510,000 of right-of-use assets and RMB3,510,000 lease liabilities.

12. INVESTMENTS IN JOINT VENTURES

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Cost of unlisted investments in joint ventures	27,666	27,666
Share of post-acquisition losses	(5,844)	(7,161)
	21,822	20,505



	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Cost of unlisted investments in associates Share of post-acquisition losses and other comprehensive expenses	415,701 (195,595)	415,701 (119,317)
Exchange difference arising on translation of foreign operations	31,860	34,939
	251,966	331,323

The Group's share of the results in associates for the six months ended 30 June 2019 and 2018 and the aggregate assets and liabilities of the associates as of 30 June 2019 and 2018 are shown below:

	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Assets	5,420,183	5,381,154
Liabilities	5,096,738	4,746,967
Revenue	2,054,034	2,167,394
Share of loss	(80,756)	(9,913)
Share of other comprehensive income*	4,478	11,400

* The share of other comprehensive income represents the aggregate of the share of exchange differences on translation of foreign operations of RMB4,370,000 (2018: RMB11,359,000) and the re-measurement gains on defined benefit plans of RMB108,000 (2018: RMB41,000).

14. DEFERRED TAXATION

The followings are the major deferred tax assets recognised and movements thereon during the current and preceding interim periods:

	Allowance for doubtful receivables RMB'000	Allowance for inventories RMB'000	Warranty provision RMB'000	Sales commission RMB'000	Deferred income RMB'000	Others RMB'000	Total RMB'000
As of 1 January 2018 (audited)	4,245	1,066	819	976	15,295		22,401
Effect arising on adoption of HKFRS 15	- 1,210	-	-	-	-	4,054	4,054
Effect arising on adoption of HKFRS 9	619						619
Adjusted balance at 1 January 2018	4,864	1,066	819	976	15,295	4,054	27,074
Charge to other comprehensive income	(228)	_	_	_	_	_	(228)
Credit (charge) to profit or loss	462	(35)	(46)	256			637
As of 30 June 2018 (unaudited)	5,098	1,031	773	1,232	15,295	4,054	27,483
As of 1 January 2019 (audited)	4,744	1,195	766	1,466	15,295	4,054	27,520
Charge to other comprehensive income	(63)	-	-	-	-	-	(63)
Charge to profit or loss As of 30 June 2019 (unaudited)	(247) 4,434	(14) 1,181	(76) 690	(82) 1,384	15,295	(1,657) 2,397	(2,076) 25,381



	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Trade receivables Less: provision for impairment of trade receivables	289,389 (43,490)	323,790 (46,931)
Prepayments Others	245,899 43,225 32,516	276,859 44,713 24,238

The Group generally allows a credit period of 30 to 180 days to its customers.

Total trade and other receivables and prepayment

The aging analysis of gross trade receivables based on past due date were as follows:

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Current – 30 days	156,928	207,953
31 – 60 days	10,293	2,365
61 – 90 days	6,642	4,568
91 – 180 days	10,911	10,353
Over 180 days	104,615	98,551
	289,389	323,790

As of

321,640

345,810

16. CONTRACT ASSETS

As of

	30 June 2019	31 December 2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Machine Tools	28,350	30,692
Parking Garage Structures	15,343	16,265
	43,693	46,957
Less: loss allowance on contract assets	(12)	(230)
	43,681	46,727

17. IMPAIRMENT ASSESSMENT OF FINANCIAL ASSETS AND OTHER ITEMS SUBJECT TO EXPECTED CREDIT LOSS ("ECL") MODEL

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

18. FINANCIAL ASSETS AT FVTPL

The Group entered into structured deposits with banks, the return of these investments is not quaranteed.

19. TRADE AND OTHER PAYABLES AND ACCRUED EXPENSES

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Trade payables	206,058	163,957
Other payables	40,429	32,474
Accrued expenses	45,691	46,538
Total trade and other payables and accrued expenses	292,178	242,969

The Group is normally granted credit terms of 30 to 60 days. The following is an aging analysis of trade payables presented based on maturity date:

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Current – 30 days	136,523	92,947
31 – 60 days	39,666	44,181
61 – 90 days	5,995	5,447
91 – 180 days	6,050	6,926
Over 180 days	17,824	14,456
	206,058	163,957

20. BANK BORROWINGS AND TRADE AND OTHER PAYABLES AND ACCRUED EXPENSES

During the current interim period, the Group obtained new bank loans amounting to RMB1,663,563,000 (six months ended 30 June 2018: RMB481,867,000). The loans carry interest at variable market rates ranging from 0.9% to 5.66% per annum and are repayable in instalments within one year.

21. SHARE CAPITAL

	Number of	
	shares	Nominal value
	RMB'000	RMB'000
Ordinary shares of HK\$0.01 each		
Authorised:		
As of 1 January 2018 (audited),		
30 June 2018 (unaudited),		
31 December 2018 (audited) and		
30 June 2019 (unaudited)	1,000,000	10,211
Issued and fully paid:		
As of 1 January 2018 (audited),		
30 June 2018 (unaudited),		
31 December 2018 (audited) and		
30 June 2019 (unaudited)	403,200	4,022

22. DEFERRED INCOME

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Assets related government grants	78,839	70,192

In November 2016, Fair Friend (Henan) Precision Machinery Co., Ltd. ("Fair Friend Henan"), one of the Company's wholly-owned subsidiaries, received certain government grants and subsidies amounting to RMB61,180,000 for its specified purpose to invest in plants and equipment. These grants and subsidies will be recognised in profit or loss over the useful lives of the relevant assets. In June 2019, Fair Friend Henan received another government grant of RMB8,647,000 which is not fully paid in the prior year for its specified purpose to invest in plants and equipment. Up to the date of the approval of the interim report, the related construction of the plants and equipment are still under construction and thus the deferred income is not yet recognised in profit or loss.

Furthermore, in April 2018, Fair Friend Henan received an interest-free loan government grant with the benefit amounted to RMB9,012,000.

23. CAPITAL COMMITMENTS

	As of	
	30 June	31 December
	2019	2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Capital expenditure contracted for but not provided		
in respect of construction of plant	41,577	53,134

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices
 included within Level 1 that are observable for the asset or liability, either directly (i.e. as
 prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that
 include inputs for the asset or liability that are not based on observable market data
 (unobservable inputs).

	Fair value a	Fair value as at		Valuation technique(s) and	Significant
Financial assets	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 RMB'000 (Audited)	hierarchy	key input(s)	unobservable input(s)
Financial assets at FVTPL	Unlisted financial products and structure deposits: 635	Unlisted financial products and structure deposits: 108,020	Level 3	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees.	Actual yield from the investment
Receivables at FVTOCI	Receivables at FVTOCI 55,429	Receivables at FVTOCI 106,400	Level 2	Discounted cash flow method was used to capture the present value of the cash flows to be derived from the receivables.	N/A

24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

The directors of the Company consider that the carrying amount of financial assets recorded at amortised cost in the condensed consolidated financial statements approximates their fair value. There was no transfer between Level 1 and 3 during the current interim period.

The following table represents the changes in Level 3 receivables at structured deposits during the six months ended 30 June 2019:

	Financial assets
	at FVTPL as of
	30 June
	2019
	RMB'000
	(Unaudited)
At beginning of the period	108,020
Addition	131,905
Disposal	(239,290)
At the end of the reporting period	635

25. RELATED PARTY TRANSACTIONS

(1) Transaction and balances

During the current interim period and by the end of the reporting period, the Group had the following transactions and balances with its related parties:

Transactions

			Six months e	nded 30 June
Name of company	Relationship	Nature of transactions	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Ultimate holding company	Ulaine and be folione	Calan of annula		429
Fair Friend Enterprise Company Limited	Ultimate holding company	Sales of goods Purchase of goods	4,738	13,400
("Fair Friend")	company	Receive of service	4,054	-
Subsidiary of ultimate holding company				
FFG DMC Co., Ltd	Subsidiary of ultimate	Sales of goods	581	-
("FFG DMC")	holding company	Purchase of goods	2,465	-
Immediate holding company				
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchase of goods	25,516	27,027
Fellow subsidiaries and associates of ultimate holding company				
Ikegai (Shanghai Machinery & Equipment Co., Ltd	Fellow subsidiary	Purchase of goods	-	1,463
Hangzhou Feeler	Associate of ultimate	Sales of service	1,080	93
Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")	holding company	Rental income Sales of goods	36 -	22 326
Hangzhou Best Friend	Associate of ultimate	Sales of goods	4	_
Technology Co., Ltd ("Best Friend")	holding company	Interest income	33	-



(1) Transaction and balances (Continued)

Transactions (Continued)

months		

Name of company	Relationship	Nature of transactions	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Joint ventures				
Anest Iwata Feeler Corporation ("AIF")	Joint venture	Purchase of goods Sales of goods Sales of service Rental income	- 610 23	39 17 602 32
		Receive of service	-	7
Hangzhou Feeler Mectron Machinery Co., Ltd. ("Feeler Mectron")	Joint venture	Sales of service Purchase of goods Rental income	195 - 34	130 834 34
Hangzhou Union Friend Machinery Co., Ltd. ("UFM")	Joint venture	Sales of goods Purchase of goods Sales of service Interest income	929 45 7	4 1,118 18 12
Hangzhou Nippon Cable Feeler Corporation ("Nippon Cable Feeler")	Joint venture	Purchase of service Sales of service	20 10	13 9
Associate and subsidiary of				
SMS Holding Co., Ltd	Subsidiary of an associate of the Group	Sales of goods	63	7
MAG IAS (Shanghai) Co., Ltd. ("MAS IAS")	Subsidiary of an associate of the Group	Interest Income	36	-

25. RELATED PARTY TRANSACTIONS (Continued)

(1) Transaction and balances (Continued)

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

Balances

Name of company	Relationship	Nature of Balances	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Ultimate holding company Fair Friend	Ultimate holding company	Trade payable (note (b)) Advance to (note (b)) Advance from (note (b))	(696) 936 (128)	(510) - (128)
Amount due from ultimate holding company Amount due to ultimate holding company			936 (824)	(638)
Immediate holding company Hong Kong GF Amount due to immediate holding company	Immediate holding company	Trade payable (note (b))	(3,210)	(2,832) (2,832)
Fellow subsidiaries and associates of ultimate holding company SANC Machines & Tools Co., Ltd	Fellow subsidiary	Trade payable (note (b))	(3,258)	(3,253)
EQUIPTOP HITECH CORP.	Fellow subsidiary	Trade payable (note (b)) Advance from (note (b))	(144) -	(144) (124)
FFG DMC	Fellow subsidiary	Trade receivable (note (a)) Other receivable (note (b)) Advance from (note (b))	708 270 (10)	- (116)
Feeler Takamatsu	Associate of ultimate holding company	Other receivable (note (b))	38	22



(1) Transaction and balances (Continued) Balances (Continued)

Name of company	Relationship	Nature of Balances	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Best Friend	Associate of ultimate holding company	Trade receivable (note (a)) Other receivable	1,446	1 -
		(note (b))		
Amount due from fellow subsidiaries and associates of ultimate holding			2,466	23
company Amounts due to fellow subsidiaries and associates of ultimate holding company			(3,412)	(3,637)
Joint ventures				
AIF	Joint venture	Other receivable (note (b))	123	127
		Trade payable (note (b))	-	(42)
Feeler Mectron	Joint venture	Trade receivable (note (a))	24	=
		Other receivable (note (b))	18	-
		Trade payable (note (b))	(33)	(33)
UFM	Joint venture	Trade payable (note (b)) Other receivable (note (b))	(166) 326	(287) 319
		Trade receivable (note (a))	-	6
Nippon Cable Feeler	Joint venture	Other receivable (note (b))	6	9
		Other payable (note (b))	(1)	_
Amounts due from joint ventures			497	461
Amounts due to joint ventures			(200)	(362)

25. RELATED PARTY TRANSACTIONS (Continued)

(1) Transaction and balances (Continued) Balances (Continued)

Name of company	Relationship	Nature of Balances	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Associates and subsidiaries of an associate				
FFG Werke GmbH	Associate	Advance to (note (b)) Trade payable (note (b)) Other receivable (note (b))	1,357 (23,486) 80,804	1,357 (24,679) 386
		Shareholder loan (note (c))	62,327	20,978
FFG Europe S.p.A ("FFG Europe")	Associate	Other receivable (note (b))	766	766
		Shareholder loan (note (c))	28,298	36,089
Jobs Automazione S.p.A	Subsidiary of an associate of the	Other receivable (note (b))	38,553	17,333
	Group	Trade payable (note (b)) Other payable (note (b))	(1,415)	(2,844) (912)
Sky Thrive Rambaudi S.r.l	Subsidiary of an associate of the	Other receivable (note (b))	3,227	3,239
	Group	Shareholder loan (note (c))	6,058	6,082
SMS Holding Co., Ltd	Subsidiary of an associate of the Group	Trade receivable (note (a))	4	-
FFG European and American Holdings GmbH	Associate	Other receivable (note (b))	221,914	54,791
MAG Global Holding GmbH	Subsidiary of an associate of the Group	Other receivable (note (b))	575	575



(1) Transaction and balances (Continued) Balances (Continued)

Name of company	Relationship	Nature of Balances	30 June 2019 <i>RMB'000</i> (Unaudited)	31 December 2018 <i>RMB'000</i> (Audited)
Grinding technology S.r.l	Subsidiary of an associate of the Group	Other receivables (note (b))	9,455	9,463
MAG IAS	Subsidiary of an associate of the Group	Other receivable (note (b)) Shareholder loan (note (b))	6,000	-
Amount due from associates and subsidiaries of an associate			459,374	151,059
Amount due to an associate and subsidiaries of an associate			(24,901)	(28,435)

- (a) The Group allows a normal credit period of 90 days for sales made to the fellow subsidiaries, the ultimate holding company and its associates, and subsidiaries of associate. Balances are unsecured and interest free. As of 30 June 2019 and 31 December 2018, the aging of above balances was mostly within 6 to 12 months.
- (b) Balances are unsecured, interest free and repayable on demand.
- (c) Balances are unsecured, interest free and repayable on demand and guaranteed by Fair Friend.

(2) Compensation of directors and key management personnel

Six months ended 30 June

	2019 <i>RMB'000</i> (Unaudited)	2018 <i>RMB'000</i> (Unaudited)
Salaries Performance related bonuses Retirement benefits scheme contributions	1,175 207 28	1,556 201 54
	1,410	1,811

26. PLEDGE OF ASSETS

	30 June 2019	31 December 2018
	RMB'000	RMB'000
	(Unaudited)	(Audited)
Prepaid lease payments	_	87,600
Right-of-use assets	83,411	
Property, plant and equipment	-	7,763
Restricted bank deposits	16,850	15,900
	100,261	111,263

The Group has pledged its prepaid lease payments, right-of-use assets and buildings in order to secure the general banking facilities granted to the Group.

The Group has restricted bank deposits which mainly represent deposits placed in banks for guarantees issued for finance facilities used by the Group.

27. CONTINGENT LIABILITY

On 3 June 2019, the Company issued a guarantee to an independent third party for each of the payment obligations of MAG IAS GmbH and FFG Werke under their respective purchase contracts with the independent third party with a maximum amount of Euro 11,000,000 (equivalent to RMB85,987,000) and Euro 2,000,000 (equivalent to RMB15,634,000), respectively.