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GOOD FRIEND INTERNATIONAL HOLDINGS INC.

友佳國際控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號: 2398)

海外監管公告

本公告乃根據香港聯合交易所有限公司證券上市規則第13.09(2)條而作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零一一年八月二十六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，二零一一年八月二十六日

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

友佳國際控股有限公司及子公司

民國 100 年及 99 年上半年度合併財務報表暨
會計師複核報告

(募集與發行台灣存託憑證用外國公司財務報告)

友佳國際控股有限公司及子公司
民國 100 年及 99 年上半年度合併財務報表暨會計師複核報告
(募集與發行台灣存託憑證用外國公司財務報告)
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附 件 一

會計師複核報告

友佳國際控股有限公司 公鑒：

友佳國際控股有限公司及子公司按香港一般公認會計原則編製之民國 100 年 6 月 30 日及民國 99 年 6 月 30 日之簡明綜合資產負債表，暨民國 100 年 1 月 1 日至 6 月 30 日及民國 99 年 1 月 1 日至 6 月 30 日之簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表(金額以人民幣為單位)，業經羅兵咸永道會計師事務所(PricewaterhouseCoopers, Hong Kong)審閱完竣，分別於民國 100 年 8 月 18 日及民國 99 年 8 月 5 日出具審閱報告(詳附件五)。隨附友佳國際控股有限公司及子公司民國 100 年上半年度依新台幣換算之簡明綜合財務報表(詳附件二)，業經本會計師依照「募集與發行台灣存託憑證外國公司財務報告複核要點」，採行必要之複核程序予以複核竣事。由於本會計師並未依照中華民國一般公認審計準則查核，故無法對上開財務報告之整體是否允當表達表示意見。

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

如附件三所述，友佳國際控股有限公司及子公司之合併財務報表格式，係依香港一般公認會計原則及相關法令規定編製，致與中華民國規定部分不同，友佳國際控股有限公司業已依據中華民國一般公認會計原則及相關法令，予以重分類其民國 100 年 6 月 30 日及民國 99 年 6 月 30 日之合併資產負債表暨民國 100 年及民國 99 年上半年度之合併損益表。

友佳國際控股有限公司及子公司民國 100 年及民國 99 年上半年度財務報表附列之新台幣資訊，係將功能性貨幣依附件二所述之方法換算，該換算方法與一般公認會計原則規定之換算方法不同。

資 誠 聯 合 會 計 師 事 務 所

張淑瓊

會計師：

翁世榮

前財政部證券暨期貨管理委員會

核准簽證文號：金管證審字第 0990042602 號

前財政部證券暨期貨管理委員會

核准簽證文號：(88)台財證(六)第 95577 號

中華民國 100 年 8 月 25 日

附件二

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

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

民國 100 年上半年度及民國 99 年上半年度比較報表之所有科目金額，係分別以民國 100 年 6 月 30 日之人民幣對新台幣匯率(RMB\$1：NT\$4.4446)及民國 99 年 6 月 30 日之人民幣對新台幣匯率(RMB\$1：NT\$4.7409)換算。另民國 99 年度比較報表之所有科目金額，係以民國 99 年 12 月 31 日之人民幣對新台幣匯率(RMB\$1：NT\$4.4205)換算。

最近三年度人民幣對新台幣匯率最高、最低及平均匯率如下：

	月收盤最高	月收盤最低	月收盤平均
民國 99 年度	RMB\$1：NT\$4.7428	RMB\$1：NT\$4.4953	RMB\$1：NT\$4.6565
民國 98 年度	RMB\$1：NT\$5.0202	RMB\$1：NT\$4.7249	RMB\$1：NT\$4.8363
民國 97 年度	RMB\$1：NT\$4.8463	RMB\$1：NT\$4.3239	RMB\$1：NT\$4.5375

友佳國際控股有限公司及子公司
簡明綜合資產負債表
民國 100 年 6 月 30 日及 99 年 12 月 31 日

單位:仟元

	僅經審閱，未依一般公認審計準則審核		經審核	
	100 年 6 月 30 日		99 年 12 月 31 日	
	人民幣	新台幣	人民幣	新台幣
資產				
非流動資產				
物業、廠房及設備	\$ 261,507	\$ 1,162,294	\$ 228,404	\$ 1,009,660
投資物業	1,493	6,636	2,042	9,027
無形資產	17,304	76,909	16,623	73,482
於共同控制實體之投資	12,679	56,353	8,192	36,213
遞延稅項資產	5,180	23,023	5,545	24,512
購置廠房及設備之按金	15,282	67,922	20,146	89,055
土地使用權	40,839	181,513	41,310	182,611
非流動資產總額	354,284	1,574,650	322,262	1,424,560
流動資產				
存貨	474,866	2,110,589	341,829	1,511,055
應收帳款、按金及預付款項	600,062	2,667,036	428,298	1,893,291
應收客戶合約工程款項	26,322	116,991	22,943	101,420
應收最終控股公司款項	1,897	8,431	139	614
應收同系附屬公司及最終控股公 司的聯繫人款項	445	1,978	3,436	15,189
限制性銀行存款	68,507	304,486	29,158	128,893
現金及現金等值物	121,422	539,672	161,045	711,899
流動資產總額	1,293,521	5,749,183	986,848	4,362,361
總資產	\$ 1,647,805	\$ 7,323,833	\$ 1,309,110	\$ 5,786,921
權益				
本公司權益持有人應佔權益				
股本	\$ 4,022	\$ 17,876	\$ 4,022	\$ 17,779
儲備	393,894	1,750,701	393,894	1,741,209
保留盈利	282,843	1,257,124	220,447	974,486
總權益	680,759	3,025,701	618,363	2,733,474
負債				
非流動負債				
借貸及貸款	\$ -	\$ -	\$ 6,614	\$ 29,237
遞延稅項負債	14,988	66,616	15,788	69,791
非流動負債總額	14,988	66,616	22,402	99,028
流動負債				
應付帳款、其他應付帳款及應計 費用	641,843	2,852,735	454,057	2,007,159
應付客戶合約工程款項	17,701	78,674	15,674	69,287
應付中間控股公司款項	15,653	69,571	2,213	9,783
應付一間合營企業款項	-	-	7,335	32,424
應付稅項	15,238	67,727	11,783	52,087
保證撥備	9,606	42,695	8,099	35,801
借貸及貸款	252,017	1,120,114	169,184	747,878
流動負債總額	952,058	4,231,516	668,345	2,954,419
總負債	967,046	4,298,132	690,747	3,053,447
總權益及負債	\$ 1,647,805	\$ 7,323,833	\$ 1,309,110	\$ 5,786,921
流動資產淨額	\$ 341,463	\$ 1,517,667	\$ 318,503	\$ 1,407,942
總資產減流動負債	\$ 695,747	\$ 3,092,317	\$ 640,765	\$ 2,832,502

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

民國 99 年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 12 月 31 日之匯率 RMB 1=NTD 4.4205 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司
簡明綜合全面收益表
民國 100 年及 99 年 1 月 1 日至 6 月 30 日
(僅經審閱，未依一般公認審計準則審核)

單位：仟元
(除每股盈利為元外)

	100 年上半年度		99 年上半年度	
	人民幣	新台幣	人民幣	新台幣
收益	\$ 945,943	\$ 4,204,338	\$ 581,817	\$ 2,758,336
銷售成本及建築合約成本	(706,893)	(3,141,857)	(428,302)	(2,030,537)
毛利	239,050	1,062,481	153,515	727,799
其他收入	13,453	59,793	6,798	32,229
分銷及銷售費用	(73,768)	(327,869)	(48,532)	(230,085)
行政費用	(52,058)	(231,377)	(24,460)	(115,962)
其他開支	(1,480)	(6,578)	(1,980)	(9,387)
經營溢利	125,197	556,450	85,341	404,594
財務費用	(3,309)	(14,707)	(1,504)	(7,130)
除稅前溢利	121,888	541,743	83,837	397,464
所得稅開支	(19,172)	(85,212)	(13,716)	(65,026)
本公司權益持有人應佔溢利	102,716	\$ 456,531	70,121	332,438
其他全面收益	-	-	-	-
本公司權益持有人應佔全面收益				
總額	\$ 102,716	\$ 456,531	\$ 70,121	\$ 332,438
本公司權益持有人應佔溢利之				
每股盈利-基本及攤薄	人民幣 0.25 元	新台幣 1.11 元	人民幣 0.19 元	新台幣 0.90 元
股息	\$ 48,384	\$ 215,048	\$ 60,480	\$ 286,730

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

民國 99 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB 1=NTD 4.7409 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司

簡明綜合權益變動表

民國 100 年及 99 年 1 月 1 日至 6 月 30 日

(僅經審閱，未依一般公認審計準則審核)

單位：仟元

	股本		股本溢價		股本儲備		其他儲備		保留盈利		總權益	
	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣	人民幣	新台幣
於民國 99 年 1 月 1 日之結餘	\$ 3,431	\$ 16,078	\$ 66,596	\$ 312,056	\$ 77,338	\$ 362,390	\$ 37,179	\$ 174,213	\$ 178,311	\$ 835,530	\$ 362,855	\$ 1,700,267
截至 99 年 6 月 30 日止期間之全面收益總額	-	-	-	-	-	-	-	-	70,121	332,438	70,121	332,438
發行台灣存託憑證所得款項	591	2,802	205,228	972,965	-	-	-	-	-	-	205,819	975,767
撥付儲備	-	-	-	-	-	-	6,190	29,346	(6,190)	(29,346)	-	-
於 99 年 5 月派發有關 98 年度股息	-	-	-	-	-	-	-	-	(48,384)	(229,384)	(48,384)	(229,384)
匯率調整數	-	188	-	3,669	-	4,262	-	2,049	-	9,823	-	19,991
於民國 99 年 6 月 30 日之結餘	<u>\$ 4,022</u>	<u>\$ 19,068</u>	<u>\$ 271,824</u>	<u>\$ 1,288,690</u>	<u>\$ 77,338</u>	<u>\$ 366,652</u>	<u>\$ 43,369</u>	<u>\$ 205,608</u>	<u>\$ 193,858</u>	<u>\$ 919,061</u>	<u>\$ 590,411</u>	<u>\$ 2,799,079</u>
於民國 100 年 1 月 1 日之結餘	\$ 4,022	\$ 17,779	\$ 271,792	\$ 1,201,457	\$ 77,338	\$ 341,873	\$ 44,764	\$ 197,879	\$ 220,447	\$ 974,486	\$ 618,363	\$ 2,733,474
截至 100 年 6 月 30 日止期間之全面收益總額	-	-	-	-	-	-	-	-	102,716	456,531	102,716	456,531
於 100 年 5 月派發有關 99 年度股息	-	-	-	-	-	-	-	-	(40,320)	(179,206)	(40,320)	(179,206)
匯率調整數	-	97	-	6,550	-	1,863	-	1,079	-	5,313	-	14,902
於民國 100 年 6 月 30 日之結餘	<u>\$ 4,022</u>	<u>\$ 17,876</u>	<u>\$ 271,792</u>	<u>\$ 1,208,007</u>	<u>\$ 77,338</u>	<u>\$ 343,736</u>	<u>\$ 44,764</u>	<u>\$ 198,958</u>	<u>\$ 282,843</u>	<u>\$ 1,257,124</u>	<u>\$ 680,759</u>	<u>\$ 3,025,701</u>

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

民國 99 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB 1=NTD 4.7409 換算。

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

民國 99 年 1 月 1 日之股東權益科目金額，係以民國 98 年 12 月 31 日之匯率 RMB 1=NTD 4.6858 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司
簡明綜合現金流量表
民國 100 年及 99 年 1 月 1 日至 6 月 30 日
(僅經審閱，未依一般公認審計準則審核)

單位：仟元

	100 年上半年度		99 年上半年度	
	人民幣	新台幣	人民幣	新台幣
經營活動產生/(所用)的現金流量				
持續經營業務	\$ 28,210	\$ 125,382	\$ 6,492	\$ 30,778
-已付所得稅	(16,152)	(71,789)	(11,085)	(52,553)
經營活動產生/(所用)的現金淨額	<u>12,058</u>	<u>53,593</u>	<u>(4,593)</u>	<u>(21,775)</u>
投資活動產生的現金流量				
-於一間合營企業之投資	(4,487)	(19,943)	(4,301)	(20,391)
-收購物業、廠房及設備及無形資產	(46,079)	(204,803)	(13,264)	(62,883)
-收購物業、廠房及設備之償還/(已付)按金	4,864	21,619	(38,919)	(184,511)
-出售物業、廠房及設備的所得款項	780	3,467	1,376	6,523
-限制性銀行存款(增加)/減少	(39,349)	(174,891)	1,034	4,902
投資活動所用現金淨額	<u>(84,271)</u>	<u>(374,551)</u>	<u>(54,074)</u>	<u>(256,360)</u>
融資活動產生的現金流量				
-發行台灣存託憑證的所得款項	-	-	205,819	975,767
-新增借貸的所得款項	145,581	647,049	91,158	432,171
-償還借貸	(69,362)	(308,286)	(94,297)	(447,053)
-已付權益持有人的股息	(40,320)	(179,206)	(48,384)	(229,384)
-已付利息	(3,309)	(14,707)	(1,504)	(7,130)
融資活動產生的現金淨額	<u>32,590</u>	<u>144,850</u>	<u>152,792</u>	<u>724,371</u>
現金及現金等值物(減少)/增加淨額	<u>(39,623)</u>	<u>(176,108)</u>	<u>94,125</u>	<u>446,236</u>
期初現金及現金等值物	161,045	711,899	68,137	319,276
匯率調整數	-	3,881	-	3,756
期末現金及現金等值物	<u>\$ 121,422</u>	<u>\$ 539,672</u>	<u>\$ 162,262</u>	<u>\$ 769,268</u>

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

民國 99 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB 1=NTD 4.7409 換算。

民國 100 年上半年度期初現金及現金等值物之金額，係以民國 99 年 12 月 31 日之匯率 RMB 1=NTD 4.4205 換算。

民國 99 年上半年度期初現金及現金等值物之金額，係以民國 98 年 12 月 31 日之匯率 RMB 1=NTD 4.6858 換算。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

附件三

友佳國際控股有限公司及子公司

合併資產負債表

(依中華民國會計原則重編)

民國100年及99年6月30日

單位：新台幣仟元

資 產	100年6月30日			99年6月30日		
	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額
流動資產						
現金及約當現金	\$ 539,672	\$ -	\$ 539,672	\$ 769,268	\$ -	\$ 769,268
應收帳款淨額	2,174,072	-	2,174,072	1,591,729	-	1,591,729
應收帳款-關係人	10,409	-	10,409	4,869	-	4,869
應收客戶合約工程款項(差異說明(一))	116,991	(116,991)	-	40,568	(40,568)	-
其他應收款	183,460	-	183,460	179,486	-	179,486
其他金融資產-流動	304,486	-	304,486	108,495	-	108,495
存貨	2,110,589	-	2,110,589	1,225,200	-	1,225,200
在建工程-減預收工程款後之淨額(差異說明(一))	-	116,991	116,991	-	40,568	40,568
預付款項	309,504	-	309,504	237,310	-	237,310
遞延所得稅資產-流動(差異說明(二))	-	1,080	1,080	-	1,891	1,891
流動資產合計	5,749,183	1,080	5,750,263	4,156,925	1,891	4,158,816
基金及投資						
採權益法評價之長期股權投資	56,353	-	56,353	20,391	-	20,391
預付長期投資款	-	-	-	44,996	-	44,996
基金及投資合計	56,353	-	56,353	65,387	-	65,387
固定資產淨額(差異說明(三)及(六))	1,230,216	(9,862)	1,220,354	1,075,155	9,999	1,085,154
無形資產						
商標及特許權(差異說明(七))	36,868	(36,868)	-	-	-	-
電腦軟體成本	10,751	-	10,751	11,568	-	11,568
土地使用權	181,513	-	181,513	198,084	-	198,084
其他無形資產(差異說明(七))	29,290	(29,290)	-	-	-	-
無形資產合計	258,422	(66,158)	192,264	209,652	-	209,652
其他資產						
出租資產(差異說明(三))	6,636	(6,636)	-	9,999	(9,999)	-
遞延所得稅資產-非流動(差異說明(二))	-	-	-	1,891	(1,891)	-
其他資產合計	6,636	(6,636)	-	11,890	(11,890)	-
資產總計	\$ 7,300,810	(\$ 81,576)	\$ 7,219,234	\$ 5,519,009	\$ -	\$ 5,519,009

友佳國際控股有限公司及子公司
 合併資產負債表
 (依中華民國會計原則重編)
 民國 100 年及 99 年 6 月 30 日

單位：新台幣仟元

	100 年 6 月 30 日			99 年 6 月 30 日		
	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額
負債及股東權益						
流動負債						
短期借款	\$ 1,120,114	\$ -	\$ 1,120,114	\$ 525,372	\$ -	\$ 525,372
應付帳款	1,294,009	-	1,294,009	997,690	-	997,690
應付帳款-關係人	69,571	-	69,571	15,858	-	15,858
應付客戶合約工程款項(差異說明(四))	78,674	(78,674)	-	53,501	(53,501)	-
應付費用	168,886	-	168,886	104,513	-	104,513
應付所得稅	67,727	-	67,727	55,203	-	55,203
其他應付款項	161,686	-	161,686	121,798	-	121,798
其他應付款項-關係人	-	-	-	12,241	-	12,241
預收款項	1,228,154	-	1,228,154	737,736	-	737,736
預收工程款-減在建工程後之淨額(差異說明(四))	-	78,674	78,674	-	53,501	53,501
售後服務準備	42,695	-	42,695	31,627	-	31,627
流動負債合計	4,231,516	-	4,231,516	2,655,539	-	2,655,539
長期負債						
遞延所得稅負債-非流動(差異說明(二)及(九))	43,593	(22,480)	21,113	-	-	-
長期借款	-	-	-	64,391	-	64,391
負債總計	4,275,109	(22,480)	4,252,629	2,719,930	-	2,719,930
股東權益						
股本	\$ 17,876	\$ -	\$ 17,876	\$ 19,068	\$ -	\$ 19,068
資本公積	1,551,743	-	1,551,743	1,655,342	-	1,655,342
保留盈餘						
法定盈餘公積	199,674	-	199,674	205,608	-	205,608
未分配盈餘	1,257,124	(59,096)	1,198,028	919,061	-	919,061
累積換算調整數	(716)	-	(716)	-	-	-
股東權益總計	3,025,701	(59,096)	2,966,605	2,799,079	-	2,799,079
負債及股東權益總計	\$ 7,300,810	(\$ 81,576)	\$ 7,219,234	\$ 5,519,009	\$ -	\$ 5,519,009

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

民國 99 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB 1=NTD 4.7409 換算。

註 2：揭露之報表格式業已依據中華民國一般公認會計原則之規定予以調整。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司
合併損益表
 (依中華民國會計原則重編)
 民國 100 年及 99 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元
 (除每股盈餘為新台幣元外)

	100 年 上 半 年 度			99 年 上 半 年 度		
	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額	依香港一般公認會計原則編製之金額	調節金額增(減)	依中華民國會計原則編製之金額
營業收入	\$ 4,204,338	\$ -	\$ 4,204,338	\$ 2,758,336	\$ -	\$ 2,758,336
營業成本(差異說明(八))	(3,141,857)	3,449	(3,138,408)	(2,030,537)	-	(2,030,537)
營業毛利	1,062,481	3,449	1,065,930	727,799	-	727,799
其他收入(差異說明(五))	59,793	(59,793)	-	32,229	(32,229)	-
營業費用(差異說明(八))	(559,246)	2,333	(556,913)	(346,047)	-	(346,047)
營業淨利	563,028	(54,011)	509,017	413,981	(32,229)	381,752
營業外收入及利益(差異說明(五))	-	59,793	59,793	-	32,229	32,229
營業外費用及損失(差異說明(八))	(21,285)	(6,086)	(27,371)	(16,517)	-	(16,517)
繼續營業單位稅前淨利	541,743	(304)	541,439	397,464	-	397,464
所得稅費用(差異說明(九))	(85,212)	(3,608)	(88,820)	(65,026)	-	(65,026)
合併總損益	\$ 456,531	(\$ 3,912)	\$ 452,619	\$ 332,438	\$ -	\$ 332,438
歸屬於						
合併淨損益	\$ 456,531		\$ 452,619	\$ 332,438		\$ 332,438
基本每股盈餘						
合併淨損益	\$ 1.11	(\$ 0.01)	\$ 1.10	\$ 0.90		\$ 0.90

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

民國 99 年上半年度財務報表之所有資產、負債、股東權益及損益科目金額，係以民國 99 年 6 月 30 日之匯率 RMB 1=NTD 4.7409 換算。

註 2：揭露之報表格式業已依據中華民國一般公認會計原則之規定予以調整。

董事長：朱志洋

經理人：陳向榮

會計主管：葉世強

友佳國際控股有限公司及子公司
合併資產負債表及損益表重編說明
民國 100 年及 99 年上半年度
(除另予註明者外，金額係以新台幣仟元為單位)

一、合併財務報表重編原則

友佳國際控股有限公司及子公司(以下簡稱合併公司)如附件四所列之民國 100 年及 99 年上半年度合併財務報表，係包括友佳國際控股有限公司(以下簡稱本公司)及子公司之合併財務資訊。

合併公司民國 100 年及 99 年上半年度依香港法令及香港財務報告準則(以下簡稱香港一般公認會計原則)編製之合併資產負債表及合併損益表，因適用之會計原則及報表格式，與「證券發行人財務報告編製準則」、「商業會計法」、「商業會計處理準則」及「中華民國財務會計準則」(以下簡稱中華民國一般公認會計原則)規定部分不同，爰依中華民國行政院金融監督管理委員會(原財政部證券暨期貨管理委員會)82 年 8 月 24 日(82)台財證(六)第 01972 號函「募集與發行台灣存託憑證外國公司財務報告複核要點」規定，就上述合併資產負債表及合併損益表，依中華民國一般公認會計原則及報表格式予以重編(以下簡稱重編合併財務報表)。

惟因適用之會計原則不同，對合併公司民國 100 年及 99 年上半年度合併損益表之損益影響金額，已達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表已依中華民國一般公認會計原則規定之格式與分類，將上述合併資產負債表及合併損益表予以重分類，並執行相關損益調整。

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

現行已發布生效之中華民國與香港一般公認會計原則在特定方面可能有重大差異；其中影響合併公司民國 100 年及 99 年 6 月 30 日合併資產負債表及民國 100 年及 99 年上半年度合併損益表，進而影響重編合併財務報表之

主要差異，彙總說明如下：

	合併公司所適用之		對重編合併 財務報表之影響
	中華民國一般 公認會計原則	香港一般 公認會計原則	
(一) 在建工程-減 預收工程款 後之淨額	同一工程之在建工程 成本餘額超過預收工 程款餘額時，預收工 程款列為在建工程成 本之減項，並列為流 動資產項下。	已投入成本加計累積 認列工程損益大於已 計價款項，帳列應收 工程合約客戶款項。	已予重分類 100 年上半年度： \$ 116,991 99 年上半年度： \$ 40,568
(二) 遞延所得稅資 產及遞延所 得稅負債	應予淨額表達並區分 流動及非流動之遞延 所得稅資產。	僅以非流動表達。	已予重分類 100 年上半年度： \$ 1,080 99 年上半年度： \$ 1,891
(三) 投資物業	無此類資產之規範， 故分類為固定資產項 下，以成本認列，並 計提折舊。	符合規定之不動產需 分類為投資物業，並 得以採成本法或公平 價值評價，合併公司 係採成本法評價。	已予重分類 100 年上半年度： \$ 6,636 99 年上半年度： \$ 9,999
(四) 預收工程款- 減在建工程 後之淨額	預收工程款餘額超過 在建工程成本餘額 時，在建工程成本列 為預收工程款之減 項，並列為流動負債 項下。	已投入成本加計累積 認列工程損益小於已 計價款項，帳列應付 工程合約客戶款項。	已予重分類 100 年上半年度： \$ 78,674 99 年上半年度： \$ 53,501
(五) 其他收入	非因經常營業活動所 發生之收入或利益應 帳列營業外收入項 下。	分類為營業溢利之一 部分。	已予重分類 100 年上半年度： \$ 59,793 99 年上半年度： \$ 32,229
(六) 固定資產淨額	因收購而取得之可辨 認淨資產公平價值大 於收購成本，差額應 就非流動資產分別將 其價值等比例減少 之。	收購符合業務合併條 件，依公平價值認列 併購之固定資產。	已予調整 100 年上半年度： \$ 16,498
(七) 無形資產淨額	因收購而取得之可辨 認淨資產公平價值大 於收購成本，差額應 就非流動資產分別將 其價值等比例減少 之。	收購符合業務合併條 件，依公平價值認列 併購之無形資產。	已予調整 100 年上半年度： \$ 66,158

合併公司所適用之

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

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

附件 四

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

(於開曼群島註冊成立之有限公司)

股份代號：2398



中期報告 2011

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公司資料

董事會

執行董事

朱志洋 (主席)
陳向榮 (行政總裁)
陳明河
溫吉堂
邱榮賢

獨立非執行董事

顧福身
江俊德
余玉堂

公司秘書

羅泰安

法定代表

陳向榮
邱榮賢

香港法律的法律顧問

胡關李羅律師行

核數師

羅兵咸永道會計師事務所

註冊辦事處

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Hutchins Drive
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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
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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

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

主要往來銀行

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

股份代號

2398

網站

<http://www.goodfriend.hk>

管理層討論及分析

財務回顧

收益

截至二零一一年六月三十日止六個月，本集團錄得收益約人民幣945,940,000元，與2010年同期比較增加約62.6%。本集團之主要收益來源仍為銷售CNC工具機。於回顧期內，CNC工具機業務的銷售額為約人民幣769,840,000元，較去年同期增加約62.3%，佔本集團整體收益約81.4%。另一方面，於回顧期內本集團的叉車業務之銷售額亦較去年同期增加約122.8%至約人民幣135,410,000元，佔本集團整體收益約14.3%。此外，停車設備業務於回顧期內之銷售額為約人民幣40,700,000元，比較去年同期下跌約13.0%，佔總收益約4.3%。

毛利及毛利率

於回顧期內，本集團之毛利約人民幣239,050,000元，整體毛利率約為25.3%，而去年同期之毛利率為26.4%。本集團的主營產品CNC工具機於回顧期內之毛利率約為30.0%，與去年同期相若；另外叉車產品於回顧期內之毛利率較去年同期有所下跌，從而令回顧期內的整體毛利率稍為下跌。

其他收入

於回顧期內，其他收入增加約97.9%至約人民幣13,450,000元。於回顧期內，人民幣兌美元/港元升值約2.3%，本集團主要以美元/港元列值的銀行借貸所產生的匯兌收益增加約人民幣3,000,000元。另外，於回顧期內由於中國的人民幣存款利率上升，因此上市集團之銀行利息收入亦增加約人民幣1,370,000元。

分銷及銷售費用

截至二零一一年六月三十日止六個月，分銷及銷售費用增加約52.0%至約人民幣73,770,000元。由於本集團的主營產品CNC工具機之銷售額於回顧期內錄得增長，有關之費用如銷售人員成本、運輸費等亦因應增加。於回顧期內，分銷及銷售費用佔本集團收益百分比為約7.8%，而去年同期為約8.3%。

行政費用

行政費用比較去年同期增加約112.8%至回顧期內約人民幣52,060,000元。於回顧期內，行政費用內所包含之高新技術研發費用為約人民幣28,750,000元（二零一零年同期：人民幣10,270,000元），此研發費用之增加與本集團的主營產品CNC工具機於回顧期內之銷售額增長一致。另外，本集團於回顧期內亦增加了意大利Rambaudi事業部（於二零一零年六月收購）之相關行政費用約人民幣 5,260,000元。

撇除此等，一般的行政費用增加約27.2%，主要由於中國大陸之員工成本、折舊費用等增加所致。

財務費用

於回顧期內，財務費用增加至約人民幣3,310,000元，主要由於本集團於回顧期內的平均銀行借貸增加所致。

權益持有人應佔溢利

截至二零一一年六月三十日止六個月，本公司的權益持有人應佔溢利約人民幣102,720,000元，較去年同期增加約46.5%。

業務回顧

於二零一一年上半年，CNC工具機、停車設備及叉車的銷售數量分別為1,865台、2,794台及2,299台（二零一零年同期：1,077台、3,076台及894台）。本集團超過80%的收益來自主營產品CNC工具機，CNC工具機以中國市場為主，主要客戶為汽車零件及機械製造商。於二零一一年上半年，儘管中國政府實施適度緊縮的貨幣政策，中國經濟仍保持相對較高增長水平。於二零一一年上半年，中國大陸生產總值(GDP)達到人民幣20.4萬億元，較二零一零年同期增長9.6%。中國固定資產投資亦達到人民幣12.5萬億元，較二零一零年同期增長25.6%。而本集團CNC工具機業務的訂單亦同時錄得顯著增長。截至二零一一年六月三十日止六個月，CNC工具機之銷售數量及銷售額分別為1,865台及約人民幣769,840,000元，與二零一零年同期比較均有可觀的增幅。其中龍門加工中心於回顧期內之銷售額約為人民幣67,150,000元，龍門加工中心的銷售價格較本集團之平均CNC工具機價格高約2倍以上。另一方面，受惠於中國市場的需求增長所帶動下，本集團叉車業務於回顧期內之銷售額亦錄得約122.8%的可觀增幅；而叉車之內銷比例亦因而增至約61%。

另外，本集團之CNC工具機業務於截至二零一一年七月三十一日止七個月接獲客戶訂單總數為3,156台，計及總金額約（含稅）人民幣1,578,370,000元。這證明了客戶對本集團產品質素的肯定和認可。為滿足客戶強勁的需求，本集團位於杭州江東的第一期生產基地（屬於杭州友達機械科技有限公司）已於二零一一年五月投產。為本集團進一步擴大其CNC工具機業務之產能提供了堅實的後盾。

前景展望

環球經濟波動之風險仍然存在。中國經濟方面，中國政府目前在增長、通脹和轉型的難題中尋求平衡。若然通貨膨脹在二零一一年最後季度能得到控制，中國所實行的貨幣政策會有所放鬆，這將有利設備投資。另一方面，中國逐漸出現勞工短缺，這將會導致製造商更多使用CNC工具機等自動化設備，有利於本集團CNC工具機業務的持續增長。中國乃全球第一大工具機消耗國，為滿足本地市場的龐大需求，本集團將繼續擴充產能及提升生產效率，以及加大CNC工具機產品之研發力度，為客戶提供高品質的CNC工具機。

展望未來，本集團將繼續積極參與中國的大型工具機展銷會，加大推廣本集團之CNC工具機產品，以鞏固本集團在中國市場的份額。另一方面，管理層亦會繼續尋求開拓合適之投資合作或併購活動，從而提升本集團的競爭優勢，以帶領本集團邁向成為一家國際性的CNC工具機製造商。管理層相信憑藉本集團所擁有之龐大銷售網絡、先進技術及生產設施，以及品牌效應，定能充份滿足客戶不同的需求，管理層對本集團的發展前景是樂觀，並將竭誠為本公司的股東創造更佳的回報。

流動資金及財務資源

本集團的營運資金主要由內部經營活動現金流及現有銀行貸款作融資。於二零一一年六月三十日，本集團的現金及現金等值物為約人民幣121,420,000元（二零一零年十二月三十一日：人民幣161,050,000元）。於二零一一年六月三十日，本集團的流動資產約為人民幣341,460,000元（二零一零年十二月三十一日：人民幣318,500,000元），而短期銀行借款約為人民幣252,020,000元（二零一零年十二月三十一日：人民幣169,180,000元）。於二零一一年六月三十日，本集團的流動比率（流動資產總額對流動負債總額）約為1.4倍（二零一零年十二月三十一日：1.5倍）。於二零一一年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為15.3%（二零一零年十二月三十一日：13.4%），反映本集團整體財務狀況仍保持強勁。

資本架構

於二零一一年六月三十日，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（二零一零年十二月三十一日：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

於二零一一年六月三十日，本集團在香港及中國僱用合共約1,970位（二零一零年十二月三十一日：1,600位）全職僱員。本集團的薪酬政策將定期依據市場趨勢、未來計劃及檢討僱員的個人表現而制訂。除提供公積金計劃及國家管理社會福利計劃外，購股權（如有）將根據對個別僱員表現的評估向僱員授出，以作獎勵。

資本承擔及或然負債

本集團主要就物業、廠房及設備已作出資本支出承擔約人民幣13,660,000元（二零一零年十二月三十一日：人民幣27,100,000元），屬已訂約但尚未於財務報表作出撥備。本集團並且對出資合營企業承擔約人民幣8,380,000元（二零一零年十二月三十一日：約人民幣10,070,000元）於二零一一年六月三十日，本集團並無任何重大或然負債（二零一零年十二月三十一日：無）。

集團資產押記

於二零一一年六月三十日，本集團有限制性銀行存款約人民幣68,510,000元（二零一零年十二月三十一日：人民幣29,160,000元），乃作為競投合約的銀行保證按金。

於二零一一年六月三十日，本公司之附屬公司以總賬面值約人民幣39,070,000元（二零一零年十二月三十一日：人民幣39,760,000元）之土地使用權及樓宇抵押作本集團獲援之銀行貸款。

權益披露

董事的股份權益

於二零一一年六月三十日，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」）須知會本公司及聯交所的權益或淡倉如下：

1. 於本公司及其相聯法團的股份、相關股份及債券的好倉總額

董事姓名	相聯法團名稱	權益性質	證券數目及類別	持股量
				概約百分比
朱志洋先生	友嘉實業股份有限公司 (「友嘉實業」)	實益擁有人	24,490,347股股份	15.56%
朱志洋先生 (附註1)	友嘉實業	配偶權益	4,528,925股股份	2.88%
陳向榮先生	友嘉實業	實益擁有人	4,572,841股股份	2.90%
朱志洋先生	友迦工業股份有限公司 (附註3)	實益擁有人	21,988股股份	0.22%
朱志洋先生 (附註2)	友迦工業股份有限公司 (附註3)	配偶權益	21,988股股份	0.22%
朱志洋先生	佑泰興實業股份有限公司 (附註3)	實益擁有人	1,000股股份	0.01%

董事姓名	相聯法團名稱	權益性質	證券數目及類別	持股量 概約百分比
朱志洋先生 (附註4)	佑泰興實業股份有限公司 (附註3)	配偶權益	1,000股股份	0.01%
朱志洋先生 (附註5)	友嘉國際股份有限公司 (附註3)	配偶權益	14,700股股份	0.59%
陳向榮先生	友嘉國際股份有限公司 (附註3)	實益擁有人	2,940股股份	0.12%
朱志洋先生	Fair Fine (Hongzhou) Industrial Co., Ltd. (附註3)	實益擁有人	750股股份	0.03%
陳向榮先生	Fair Fine (Hongzhou) Industrial Co., Ltd. (附註3)	實益擁有人	750股股份	0.03%

附註：

1. 朱志洋先生(「朱先生」)之配偶王紫緹女士(前稱王錦足)(「王女士」)持有友嘉實業已發行股本2.88%，故根據證券及期貨條例，朱先生被視為於王女士所持的友嘉實業所有股份中擁有權益。
2. 王女士持有友迦工業股份有限公司已發行股本0.22%，故根據證券及期貨條例，朱先生被視為於王女士持有的友迦工業股份有限公司所有股份中擁有權益。
3. 該等公司為友嘉實業的非全資附屬公司，故根據證券及期貨條例為本公司的相聯法團。

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

除上文所披露者外，於二零一一年六月三十日，本公司董事或高級行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊，或根據標準守則須知會本公司及聯交所的任何權益。

2. 於本公司及其相聯法團的股份、相關股份及債券中的淡倉總額

於二零一一年六月三十日，本公司董事或高級行政人員概無於本公司或其相聯法團的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊或根據標準守則須知會本公司及聯交所的任何淡倉。

董事認購股份或債券的權利

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

購股權計劃

本公司於二零零五年十二月二十二日採納購股權計劃（「該計劃」），據此，董事會可酌情向董事及其他合資格人士（如該計劃所定義）授出購股權以供彼等認購本公司股份，作為彼等對本集團的成功作出貢獻的獎勵及／或回饋。有關該計劃載於本公司二零一零年年報內。

自採納計劃以來並無授出任何購股權。

主要股東

於二零一一年六月三十日，每位人士（本公司董事或高級行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉如下：

1. 於本公司股份及相關股份的好倉總額

股東名稱	權益性質	佔本公司	
		所持普通股 數目	已發行股本的 百分比
友佳實業（香港）有限公司（「友佳實業香港」）	實益擁有人	232,000,000股 (附註1)	57.54%
友嘉實業	受控制公司的權益	232,000,000股 (附註1)	57.54%
摩根士丹利	受控制公司的權益	20,600,000股 (附註2)	5.11%

附註： 1. 友嘉實業擁有友佳實業香港約99.99%權益，故根據證券及期貨條例，友嘉實業被視為為友佳實業香港所持有的232,000,000股本公司股份的好倉中擁有權益。

2. 根據證券及期貨條例，摩根士丹利被視為為其全資子公司及非全資子公司所持有的20,600,000股本公司股份的好倉中擁有權益。

2. 於本公司股份及相關股份的淡倉總額

股東名稱	權益性質	佔本公司	
		所持普通股 數目	已發行股本的 百分比
摩根士丹利	受控制公司的權益	600,000股 (附註)	0.15%

附註：故根據證券及期貨條例，摩根士丹利被視為於其全資子公司及非全資子公司所持有的600,000股本公司股份的淡倉中擁有權益。

除上文所披露者外，於二零一一年六月三十日，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

中期股息

董事會宣佈派發截至二零一一年六月三十日止六個月之中期股息每股人民幣0.12元（相當於根據於本公佈日期中國人民銀行公佈之人民幣兌港元之平均中間匯率計算所得約0.146港元），合共約為人民幣48,380,000元（相當於約58,870,000港元）。

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

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零一一年六月三十日止六個月內概無購買、贖回或出售任何本公司上市證券。

董事進行證券交易的標準守則

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

企業管治常規守則

本公司已採納上市規則附錄十四所載的企業管治常規守則（「企業管治守則」）條文，作為其企業管治常規。截至二零一一年六月三十日止六個月，本公司已應用企業管治守則之原則並且致力遵守企業管治守則之守則條文，惟企業管治守則E.1.2條之若干偏離行為除外。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二零一一年五月二十日舉行之股東週年大會，根據本公司之公司章程細則，該股東週年大會由本公司之執行董事陳向榮先生代為主持大會。

審核委員會

本公司於二零零五年十二月二十二日成立審核委員會（「審核委員會」），並遵循企業管治守則以書面制訂職權範圍。審核委員會的主要職責為檢討及監管本集團的財務匯報程序及內部監控系統。審核委員會成員包括本公司三位獨立非執行董事，分別為顧福身先生（擔任主席）、江俊德先生及余玉堂先生。審核委員會已審閱本集團截至二零一一年六月三十日止六個月的未經審核簡明綜合財務資料。而本公司之核數師羅兵咸永道會計師事務所已根據香港會計師公會所頒布的香港審閱準則2410號「由實體獨立核數師審閱中期財務資料」對本集團截至二零一一年六月三十日止六個月的中期財務資料進行審閱。

提名委員會

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

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

薪酬委員會

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

薪酬委員會的功能為制定及檢討董事及高級管理層的薪酬政策及架構。

承董事會命
友佳國際控股有限公司
主席
朱志洋

香港，二零一一年八月十八日

中期財務資料審閱報告

致友佳國際控股有限公司董事會

(於開曼群島註冊成立之有限公司)

引言

本核數師(以下簡稱「我們»)已審閱列載於第16至40頁的中期財務資料,此中期財務資料包括友佳國際控股有限公司(「貴公司»)及其子公司(合稱「貴集團»)於二零一一年六月三十日的簡明綜合資產負債表與截至該日止六個月期間的相關簡明綜合全面收入表、權益變動表和現金流量表及主要會計政策之摘要。香港聯合交易所有限公司主板證券上市規則規定,就中期財務資料編制的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編制及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並按照委聘之條款僅向整體董事會報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

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

結論

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

羅兵咸永道會計師事務所

執業會計師

香港,二零一一年八月十八日

簡明綜合全面收益表

	附註	未經審核	
		截至六月三十日止六個月	
		二零一一年 人民幣千元	二零一零年 人民幣千元
收益	6	945,943	581,817
銷售成本及建築合約成本		(706,893)	(428,302)
毛利		239,050	153,515
其他收入	7	13,453	6,798
分銷及銷售費用		(73,768)	(48,532)
行政費用		(52,058)	(24,460)
其他開支		(1,480)	(1,980)
經營溢利	6, 8	125,197	85,341
財務費用		(3,309)	(1,504)
除稅前溢利		121,888	83,837
所得稅開支	9	(19,172)	(13,716)
本公司權益持有人應佔溢利		102,716	70,121
其他全面收益		—	—
本公司權益持有人應佔全面收益總額		102,716	70,121
本公司權益持有人應佔溢利之每股盈利			
— 基本及攤薄	10	0.25	0.19
股息	11	48,384	60,480

簡明綜合資產負債表

	附註	未經審核 二零一一年 六月三十日 人民幣千元	經審核 二零一零年 十二月三十一日 人民幣千元
資產			
非流動資產			
物業、廠房及設備	12	261,507	228,404
投資物業	13	1,493	2,042
無形資產	14	17,304	16,623
於共同控制實體之投資	15	12,679	8,192
遞延稅項資產		5,180	5,545
購置廠房及設備之按金		15,282	20,146
土地使用權	16	40,839	41,310
非流動資產總額		354,284	322,262
流動資產			
存貨		474,866	341,829
應收賬款、按金及預付款項	17	600,062	428,298
應收客戶合約工程款項		26,322	22,943
應收最終控股公司款項	22	1,897	139
應收同系附屬公司及最終控股公司的 聯繫人款項		445	3,436
限制性銀行存款		68,507	29,158
現金及現金等值物		121,422	161,045
流動資產總額		1,293,521	986,848
總資產		1,647,805	1,309,110
權益			
本公司權益持有人應佔權益			
股本	18	4,022	4,022
儲備		393,894	393,894
保留盈利		282,843	220,447
總權益		680,759	618,363

	附註	未經審核 二零一一年 六月三十日 人民幣千元	經審核 二零一零年 十二月三十一日 人民幣千元
負債			
非流動負債			
借貸及貸款	19	-	6,614
遞延稅項負債		<u>14,988</u>	<u>15,788</u>
非流動負債總額		<u>14,988</u>	<u>22,402</u>
流動負債			
應付賬款、其他應付賬款及應計費用	20	641,843	454,057
應付客戶合約工程款項		17,701	15,674
應付中間控股公司款項		15,653	2,213
應付一間合營公司款項		-	7,335
應付稅項		15,238	11,783
保證撥備		9,606	8,099
借貸及貸款	19	<u>252,017</u>	<u>169,184</u>
流動負債總額		<u>952,058</u>	<u>668,345</u>
總負債		<u>967,046</u>	<u>690,747</u>
總權益及負債		<u>1,647,805</u>	<u>1,309,110</u>
流動資產淨額		<u>341,463</u>	<u>318,503</u>
總資產減流動負債		<u>695,747</u>	<u>640,765</u>

簡明綜合權益變動表

附註	未經審核					
	股本 人民幣千元	股本溢價 人民幣千元	股本儲備 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
於二零一零年一月一日之結餘	3,431	66,596	77,338	37,179	178,311	362,855
截至二零一零年六月三十日止期間之						
全面收入總額	-	-	-	-	70,121	70,121
發行台灣存託憑證所得款項	18 591	205,228	-	-	-	205,819
撥付儲備	-	-	-	6,190	(6,190)	-
於二零一零年五月派發有關二零零九年度股息	-	-	-	-	(48,384)	(48,384)
於二零一零年六月三十日之結餘	4,022	271,824	77,338	43,369	193,858	590,411

	未經審核					
	股本 人民幣千元	股本溢價 人民幣千元	股本儲備 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
於二零一一年一月一日之結餘	4,022	271,792	77,338	44,764	220,447	618,363
截至二零一一年六月三十日止期間之						
全面收入總額	-	-	-	-	102,716	102,716
於二零一一年五月派發有關二零一零年度股息	-	-	-	-	(40,320)	(40,320)
於二零一一年六月三十日之結餘	4,022	271,792	77,338	44,764	282,843	680,759

第21至40頁之附註為本簡明綜合中期財務資料之重要組成部份。

簡明綜合現金流量表

	未經審核	
	截至六月三十日止六個月	
	二零一一年 人民幣千元	二零一零年 人民幣千元
經營活動產生／(所用)的現金流量		
持續經營業務	28,210	6,492
— 已付所得稅	(16,152)	(11,085)
經營活動產生／(所用)的現金淨額	12,058	(4,593)
投資活動產生的現金流量		
— 於一間合營企業之投資	(4,487)	(4,301)
— 收購物業、廠房及設備及無形資產	(46,079)	(13,264)
— 收購物業、廠房及設備之償還／(已付)按金	4,864	(38,919)
— 出售物業、廠房及設備的所得款項	780	1,376
— 限制性銀行存款(增加)／減少	(39,349)	1,034
投資活動所用現金淨額	(84,271)	(54,074)
融資活動產生的現金流量		
— 發行台灣存託憑證的所得款項	—	205,819
— 新增借貸的所得款項	145,581	91,158
— 償還借貸	(69,362)	(94,297)
— 已付權益持有人的股息	(40,320)	(48,384)
— 已付利息	(3,309)	(1,504)
融資活動產生的現金淨額	32,590	152,792
現金及現金等值物(減少)／增加淨額	(39,623)	94,125
期初現金及現金等值物	161,045	68,137
期末現金及現金等值物	121,422	162,262

第21至40頁之附註為本簡明綜合中期財務資料之重要組成部分。

簡明綜合中期財務資料附註

1 一般資料

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

本公司於開曼群島註冊成立，其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman 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（「聯交所」）主板上市。本公司於二零一零年三月十八日在台灣證券交易所（「台灣證券交易所」）發行及上市67,200,000份台灣存託憑證（「台灣存託憑證」），相當於本公司之67,200,000股已發行新股份。

除另有說明者外，該等簡明綜合中期財務資料均以人民幣（「人民幣」）呈報。該等簡明綜合中期財務資料已由董事會於二零一一年八月十八日批准刊發。

本簡明綜合中期財務資料乃未經審核。

2 編製基準

截至二零一一年六月三十日止六個月之簡明綜合中期財務資料乃根據香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」編製。簡明綜合中期財務資料應與根據香港財務報告準則（「香港財務報告準則」）編製之截至二零一零年十二月三十一日止年度之年度財務報表一併閱讀。

3 會計政策

除下文所述者外，所採納之會計政策與截至二零一零年十二月三十一日止年度之年度財務報表所表述者一致。

本中期期間的所得稅乃按照全年盈利總額適用之稅率應計入賬。

(a) 集團採納之新訂及經修訂準則

以下新訂準則及準則之修訂首次須於二零一一年一月一日開始之財政年度採納。

- 香港會計準則第24號（經修訂）「關連人士披露」由二零一一年一月一日或之後開始的年度期間起生效。它引入政府有關的實體及政府的交易獲全部豁免香港會計準則第24號的披露規定。它亦澄清及簡化關連人士的定義。
- 香港會計準則第34號「中期財務報告」之修訂由二零一一年一月一日或之後開始的年度期間起生效。它加強現時香港會計準則第34號的披露原則及加入進一步指引，以說明如何應用這些原則。重大事項及交易的披露原則被進一步加強。額外規定包括披露公平值計量的改變（如屬重大），並需要更新最近期的年報內的相關資料。這項會計政策的改變僅導致額外的披露內容。

3 會計政策（續）

(b) 於二零一一年生效的現有準則的修訂和詮釋，但與本集團並無關連

- 香港會計準則第32號 供股之分類
- 香港（國際財務報告詮釋委員會）
— 詮釋第14號 最低資金規定的預付款
- 香港（國際財務報告詮釋委員會）
— 詮釋第19號 以股本工具抵銷金融負債
- 由國際會計標準局及香港會計師公會於二零一零年五月刊發的第三次改進的香港財務報告準則（二零一零年），除於附註3(a)所披露的香港會計準則第34號「中期財務報告」之修訂及澄清容許於附註內呈列按項目分析的其他全面收益的組成部分外，所有規定目前均與本集團無關。所有改進由二零一一年財政年度起生效。

(c) 以下新訂準則及準則之修訂於二零一一年一月一日開始之財政年度已頒佈但尚未生效及並無提早採納：

- 香港財務報告準則第9號 金融工具
- 香港會計準則第12號（修訂本） 遞延稅項
- 香港財務報告準則第7號（修訂本） 披露－轉讓金融資產

4 估計

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

於編製該等簡明綜合中期財務資料時，管理層於應用本集團會計政策時作出之重大判斷及估計不明朗因素之主要來源與截至二零一零年十二月三十一日止年度之綜合財務報表所應用者相同。

5 金融風險管理

5.1 金融風險因素

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

中期簡明綜合財務報表並不包括年度財務報表須披露的所有金融風險管理資料以及事項，並應連同本集團於二零一零年十二月三十一日之年度財務報表一併閱讀。

自年末起，風險管理部門或任何風險管理政策並無任何變動。

5.2 流動資金風險

與年末相比，金融負債之合約未折現現金流量並無重大變動。

5.3 公平值估計

於二零一一年六月三十日，本集團並無金融工具以公平值列賬。

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

6 分類資料

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

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

執行董事根據與簡明綜合財務資料所採納者一致之各自的毛利評估經營分類之表現。

6 分類資料 (續)

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

截至二零一一年六月三十日止六個月

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

6 分類資料 (續)

截至二零一零年六月三十日止六個月

	工具機 人民幣千元 (未經審核)	停車設備 人民幣千元 (未經審核)	叉車 人民幣千元 (未經審核)	未分配 人民幣千元 (未經審核)	本集團總計 人民幣千元 (未經審核)
收益 (均來自對外銷售)	474,255	46,779	60,783	-	581,817
銷售成本	<u>(335,804)</u>	<u>(40,050)</u>	<u>(52,448)</u>	<u>-</u>	<u>(428,302)</u>
分類溢利	<u>138,451</u>	<u>6,729</u>	<u>8,335</u>	<u>-</u>	153,515
其他收入				6,798	6,798
分銷及銷售費用				(48,532)	(48,532)
行政費用				(24,460)	(24,460)
其他開支				<u>(1,980)</u>	<u>(1,980)</u>
經營溢利				(68,174)	85,341
財務費用				<u>(1,504)</u>	<u>(1,504)</u>
除稅前溢利				(69,678)	83,837
所得稅開支				<u>(13,716)</u>	<u>(13,716)</u>
期內溢利					<u>70,121</u>

7 其他收入

	截至六月三十日止六個月	
	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
淨匯兌收益	6,525	-
銷售廢料	1,055	2,826
政府補貼	820	1,696
維修收入	2,515	1,122
投資物業所得之租金收入	336	291
出售物業、廠房及設備之收益	11	189
利息收入	1,784	418
其他	407	256
	<u>13,453</u>	<u>6,798</u>

8 經營溢利

經營溢利已扣除下列各項：

	截至六月三十日止六個月	
	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
撥回呆壞賬撥備	(2,917)	(2,818)
無形資產攤銷	1,550	615
土地使用權攤銷	471	471
物業、廠房及設備折舊	10,322	8,494
投資物業折舊	50	66
撇減／(撥回撥備)存貨	648	(935)
研發開支	28,746	10,273
匯兌(收益)／虧損	(6,525)	420
出售物業、廠房及設備之虧損	<u>174</u>	<u>869</u>

9 所得稅開支

	截至六月三十日止六個月	
	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
即期所得稅		
中國企業所得稅	19,607	13,323
遞延稅項	(435)	393
	<u>19,172</u>	<u>13,716</u>

於兩個期間內，由於本集團於香港並無產生任何應課稅溢利，故並無就香港利得稅作出撥備。

就中國企業而言，企業所得稅（「企業所得稅」）乃按法定財務申報其利潤作為基準計提撥備。於二零零八年，相關政府當局授予本集團之子公司，杭州友佳精密機械有限公司（「杭州友佳」）高新技術企業稱號，因此杭州友佳可於二零零八年起計之三年期間享有15%的優惠稅率。因此，杭州友佳於本期間內適用的稅率為15%（二零一零年：15%）。

於兩個期間內，其他集團公司並無任何應課稅溢利或有未使用之稅項虧損。

10 每股盈利

	截至六月三十日止六個月	
	(每股人民幣元)	
	二零一一年 (未經審核)	二零一零年 (未經審核)
本公司權益持有人應佔期內溢利之每股盈利 — 基本	<u>0.25</u>	<u>0.19</u>

每股基本盈利是按本公司權益持有人應佔溢利人民幣102,716,000元(截至二零一零年六月三十日止六個月:人民幣70,121,000元), 以及403,200,000股(二零一零年: 374,983,000股)普通股計算。

於兩個期間內, 並無潛在攤薄效應之已發行股份。

11 股息

	截至六月三十日止六個月	
	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
中期股息每股人民幣0.12元 (二零一零年: 人民幣0.15元)	<u>48,384</u>	<u>60,480</u>

於二零一一年八月十八日舉行之董事會會議上, 董事宣派截至二零一一年六月三十日止六個月之中期股息每股人民幣0.12元(二零一零年: 人民幣0.15元)。此中期股息並無於截至二零一一年六月三十日止六個月之未經審核簡明綜合財務資料內確認為應付股息。

12 物業、廠房及設備

人民幣千元
(未經審核)

截至二零一零年六月三十日止六個月	
於二零一零年一月一日之期初賬面淨值	183,615
添置	15,184
出售	(2,055)
轉撥至投資物業	6,662
折舊及攤銷	(8,494)
	<u>194,912</u>
於二零一零年六月三十日之期末賬面淨值	
	<u><u>194,912</u></u>
截至二零一一年六月三十日止六個月	
於二零一一年一月一日之期初賬面淨值	228,404
添置	43,880
出售	(954)
自投資物業轉撥(附註a)	499
折舊及攤銷	(10,322)
	<u>261,507</u>
於二零一一年六月三十日之期末賬面淨值	
	<u><u>261,507</u></u>

附註a：於截至二零一一年六月三十日止六個月期間，本集團已終止其投資物業若干部分之若干租賃協議，並且將該等物業保留作為自用。因此，於用途改變當日，相關部分投資物業之相關賬面值轉撥至固定資產。

13 投資物業

	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
於一月一日之期初賬面淨值	2,042	8,837
轉撥至物業、廠房及設備 (附註12(a))	(499)	(6,662)
折舊	(50)	(66)
於六月三十日之期末賬面淨值	<u>1,493</u>	<u>2,109</u>

14 無形資產

	人民幣千元 (未經審核)
截至二零一零年六月三十日止六個月	
於二零一零年一月一日之期初賬面淨值	2,726
添置	329
攤銷	(615)
於二零一零年六月三十日之期末賬面淨值	<u>2,440</u>
截至二零一一年六月三十日止六個月	
於二零一一年一月一日之期初賬面淨值	16,623
添置	2,231
攤銷	(1,550)
於二零一一年六月三十日之期末賬面淨值	<u>17,304</u>

15 於共同控制實體的投資

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

16 土地使用權

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

	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
於一月一日之期初賬面淨值	41,310	42,253
攤銷	<u>(471)</u>	<u>(471)</u>
於六月三十日之期末賬面淨值	<u><u>40,839</u></u>	<u><u>41,782</u></u>

17 應收賬款、按金及預付款項

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
貿易應收賬款	515,888	381,143
減：呆賬撥備	<u>(26,739)</u>	<u>(29,656)</u>
	489,149	351,487
提供予供應商的按金	69,636	42,091
其他應收賬款	<u>41,277</u>	<u>34,720</u>
應收賬款、按金及預付款項合計	<u><u>600,062</u></u>	<u><u>428,298</u></u>

本集團一般給予其客戶30至180天之信貸期。本集團亦允許客戶保留若干比例之未償還結餘作為一年保證期之保留金。貿易應收賬款(扣除呆賬撥備)之賬齡分析如下：

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
目前 - 30天	418,878	293,558
31 - 60天	19,483	10,508
61 - 90天	15,151	11,510
91 - 180天	18,098	17,326
180天以上	<u>44,278</u>	<u>48,241</u>
	<u><u>515,888</u></u>	<u><u>381,143</u></u>

18 股本

	股份數目 千股	面值 人民幣千元
每股面值0.01港元之普通股		
法定：		
於二零一一年六月三十日及 二零一零年十二月三十一日	1,000,000	10,211
已發行及繳足：		
於二零一零年一月一日之期初結餘	336,000	3,431
發行台灣存託憑證	67,200	591
於二零一零年六月三十日	<u>403,200</u>	<u>4,022</u>
於二零一一年一月一日及二零一一年六月三十日	<u>403,200</u>	<u>4,022</u>

於二零一零年三月十八日，本公司按每份14.5新台幣（人民幣3.121元）發行67,200,000份台灣存託憑證，及該等台灣存託憑證在台灣證券交易所上市。本公司獲取所得款項淨額約956,000,000新台幣（相當於約人民幣206,000,000元）。所得款項中約人民幣155,000,000元乃由本公司注入其於中國之附屬公司以作為額外註冊資本及餘額約人民幣51,000,000元乃動用以償付銀行借貸。

19 借貸及貸款

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
非即期	-	6,614
即期	<u>252,017</u>	<u>169,184</u>

借貸之變動分析如下：

	人民幣千元 (未經審核)
截至二零一一年六月三十日止六個月	
於二零一一年一月一日之期初金額	175,798
新借貸之提取	145,581
償還借貸	<u>(69,362)</u>
於二零一一年六月三十日之期末金額	<u>252,017</u>

借貸乃按市場利率介乎每年0.46%至6.44%（二零一零年六月三十日：每年1.61%至5.31%）之間計息。

於二零一一年六月三十日，本公司之附屬公司已分別抵押其總賬面值為人民幣13,692,000元及人民幣25,380,000元（二零一零年十二月三十一日：人民幣13,847,000元及人民幣25,911,000元）之土地使用權及樓宇，以擔保若干銀行向其授出之一般銀行融資。

20 應付賬款、其他應付賬款及應計費用

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
貿易應付賬款	291,142	167,285
來自客戶之預付按金	276,325	218,106
其他應付賬款	36,378	36,103
應計費用	37,998	32,563
	<u>641,843</u>	<u>454,057</u>

本集團一般獲得30至60天之信貸期。應付賬款之賬齡分析如下：

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
目前 - 30天	184,132	128,544
31 - 60天	86,560	25,296
61 - 90天	13,812	6,418
91 - 180天	4,896	4,373
180天以上	1,742	2,654
	<u>291,142</u>	<u>167,285</u>

21 資本承擔

	於	
	二零一一年 六月三十日 人民幣千元 (未經審核)	二零一零年 十二月三十一日 人民幣千元 (經審核)
就下列各項已訂約但尚未撥備之資本支出		
— 收購物業、廠房及設備	13,663	27,097
— 共同控制實體之資本注入	<u>8,377</u>	<u>10,067</u>
	<u>22,040</u>	<u>37,164</u>

22 關連人士交易

(a) 交易及結餘

於期內及結算日，本集團與其關連人士曾進行以下交易及持有結餘：

交易：

公司名稱	關係	交易性質	截至六月三十日止六個月	
			二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
友嘉實業股份有限公司 (「友嘉實業」)	最終控股公司	銷售貨品 採購貨品	815 16,166	184 24
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	90,395	70,115
杭州友嘉高松機械 有限公司(「友嘉高松」)	最終控股公司之聯繫 人	銷售貨品 採購貨品	40 -	118 5
杭州友維機電有限公司 (「友維」)	同系附屬公司	銷售貨品	105	1
Hangzhou Anest Iwata Feeler Corporation (「Anest Iwata Feeler」)	共同控制實體	銷售貨品 採購貨品	6,274 281	- -
Hangzhou Best Friend Technology Co., Ltd. (「Best Friend」)	最終控股公司之聯繫 人	銷售貨品	133	-
Sanco Machine & Tools Corporation	最終控股公司之聯繫 人	採購貨品	690	-
友迦工業股份有限公司	最終控股公司之聯繫 人	銷售貨品	169	-

上述交易的條款乃根據本公司與友嘉實業或其附屬公司／聯營公司／共同控制實體訂立的框架協議規管。

22 關連人士交易(續)

(a) 交易及結餘(續)

結餘

公司名稱	關係	結餘性質	二零一一年	二零一零年	二零一一年
			六月三十日	十二月三十一日	內最高未償還
			人民幣千元	人民幣千元	金額
			(未經審核)	(經審核)	(未經審核)
友嘉實業	最終控股公司	應收貿易款項(附註(a))	1,897	139	2,409
友維	同系附屬公司	應收貿易款項(附註(a))	5	22	5
		其他應收款項(附註(a))	80	-	80
友佳實業(香港)	直接控股公司	應付貿易款項(附註(b))	(15,653)	(2,213)	(18,007)
Anest Iwata Feeler Corporation	共同控制實體	應收貿易款項(附註(a))	4	-	-
		應付貿易款項(附註(b))	-	(7,335)	(344)
Feeler Takamatsu	最終控股公司之聯繫人	應收貿易款項(附註(a))	138	138	161
Best Friend	最終控股公司之聯繫人	採購預付款項及應收貿易款項(附註(a))	218	3,276	7,564

(a) 就與同系附屬公司及最終控股公司進行之銷售而言，本集團一般給予的信貸期為90日。結餘為無抵押及免息。

(b) 結餘為無抵押、免息及須於要求時償還。於二零一一年六月三十日及二零一零年十二月三十一日，上述結餘之賬齡大部分於六個月內。

22 關連人士交易 (續)**(b) 主要管理人員補償**

	截至六月三十日止六個月	
	二零一一年 人民幣千元 (未經審核)	二零一零年 人民幣千元 (未經審核)
薪金及其他津貼	<u>1,586</u>	<u>1,249</u>

23 控股公司

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

24 結算日後發生之事項

於二零一一年七月，本公司向Hangzhou Feeler Mectron Machinery Co., Ltd. (「Feeler Mectron」) (一間中國公司)注入499,500美元(相當於人民幣3,281,000元)作為註冊資本。Feeler Mectron由本公司、Mectron Inc. (「Mectron」)及高松機械工業株式會社(「高松」)(後兩方為本公司的獨立方)成立。本公司、Mectron及高松分別持有45%、45%及10%權益。

附件五

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

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2398



Interim Report 2011

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

CHU Chih-Yaung (*Chairman*)
CHEN Hsiang-Jung (*Chief Executive Officer*)
CHEN Min-Ho
WEN Chi-Tang
CHIU Rung-Hsien

Independent Non-Executive Directors

KOO Fook Sun, Louis
CHIANG Chun-Te
YU Yu-Tang

COMPANY SECRETARY

LO Tai On

AUTHORISED REPRESENTATIVES

CHEN Hsiang-Jung
CHIU Rung-Hsien

LEGAL ADVISERS AS TO HONG KONG LAW

Woo Kwan Lee & Lo

AUDITORS

PricewaterhouseCoopers

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2003, 20th Floor
Kai Tak Commercial Building
317-319 Des Voeux Road Central
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 120 Shixin North Road
Xiaoshan Economic and Technological
Development Zone
Xiaoshan District
Hangzhou City
Zhejiang Province
The PRC

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor
Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

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

STOCK CODE

2398

WEBSITE

<http://www.goodfriend.hk>

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

For the six months ended 30 June 2011, the Group recorded revenue of approximately RMB945.94 million, representing an increase of approximately 62.6% as compared to the corresponding period in 2010. CNC machine tools remained the major source of the Group's revenue. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB769.84 million, representing an increase of 62.3% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 81.4% of the Group's total revenue. On the other hand, sales revenue of the Group's forklift trucks business during the period under review was also increased by 122.8%, as compared to corresponding period in last year, to approximately RMB135.41 million and approximately 14.3% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB40.70 million during the period under review, representing a decrease of approximately 13.0% as compared to corresponding period in last year and accounted for approximately 4.3% of the total revenue.

Gross profit and margin

During the period under review, gross profit of the Group amounted to approximately RMB239.05 million. Overall gross profit margin was approximately 25.3%, compared to 26.4% for the corresponding period in last year. The gross profit margin of CNC machine tools (the Group's major product) during the period under review maintained at approximately 30.0%. Moreover, the gross profit margin of the forklift trucks during the period under review decreased as compared to last year. As a result, the overall gross profit margin for the period under review decreased slightly.

Other income

During the period under review, other income increased by approximately 97.9% to approximately RMB13.45 million. During the period under review, RMB appreciated by about 2.3% against USD/HKD. The exchange gain derived from bank borrowings of the Group (mainly denominated in USD/HKD) was accordingly increased by approximately RMB3 million. Moreover, interest rates of RMB deposits in China had been increasing during the period under review. As a result, interest income of the Group was also increased by approximately RMB1.37 million.

Distribution and selling expenses

Distribution and selling expenses increased by approximately 52.0% to approximately RMB73.77 million for the six months ended 30 June 2011. Such increase was mainly due to the increase in sales revenue of the Group's major product CNC machine tools during the period under review. The relevant expenditures including costs of sales staff, transportation costs therefore increased accordingly. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was approximately 7.8%, compared to 8.3% for the corresponding period in last year.

Administrative expenses

As compared to the corresponding period in last year, administrative expenses increased by approximately 112.8% to approximately RMB52.06 million for the period under review. Included in the administrative expenses for the period under review were those research and development expenses amounted to approximately RMB28.75 million. (2010 comparative figures: RMB10.27 million). Such increase of the research and development expenses was in line with the increase of the sales revenue of CNC machine tools (the Group's major product) during the period under review. Moreover, the Group also added relevant administrative expenses in relation to the Rambaudi business (acquired in June 2010) in Italy amounting to approximately RMB5.26 million during the period under review.

Despite that, general administrative expenses increased by approximately 27.2%. This was mainly attributable to the increase of the depreciation charges and the staff costs etc. deriving from the Group's operation in the mainland China.

Finance costs

During the period under review, finance costs increased to approximately RMB3.31 million. The increase was primarily due to the increase of average bank borrowings of the Group during the period under review.

Profit attributable to the equity holders of the Company

For the six months ended 30 June 2011, profit attributable to the equity holders of the Company amounted to approximately RMB102.72 million, representing an increase of approximately 46.5% as compared to the same period last year.

Business review

During the first half of 2011, sales volume of CNC machine tools, parking garage structures and forklift trucks amounted to 1,865 units, 2,794 units and 2,299 units respectively (2010 comparative figures : 1,077 units, 3,076 units and 894 units). More than 80% of the Group's revenue was generated from the mainstream product CNC machine tools. CNC machine tools focus mainly in China market, with the major customers of the product being those automobile parts and mechanical manufacturers. During the first half of 2011, notwithstanding the adequately tightening monetary policy implemented by the China Government, the economy of China has maintained a relatively high growth. The gross domestic product (GDP) of the mainland China reached RMB20.4 trillion for the first half of 2011, representing a growth of 9.6% over that for the corresponding period in 2010. The fixed assets investments of China also reached RMB12.5 trillion for the first half of 2011, representing a growth of 25.6% over the corresponding period in 2010. Sales orders for the Group's CNC machine tools business also recorded remarkable growth. For the six months ended 30 June 2011, sales volume and sales revenue of CNC machine tools amounted to 1,865 units and approximately RMB769.84 million respectively, representing encouraging growth when compared to corresponding period in 2010. During the period under review, the Group also recorded revenue of approximately RMB67.15 million for its double column machining centre, whilst selling price of such product is approximately 2 times or more the average selling price of the Group's CNC machine tools products. On the other hand, driven by robust demand in China market, sales revenue of the Group's forklift trucks business also recorded significant growth of 122.8% during the period under review. Accordingly the proportion of the domestic sales of the forklift trucks was increased to 61%.

Moreover, for the seven months ended 31 July 2011, the Group received sales orders from customers of 3,156 units in respect of its CNC machine tools business, amounting to approximately RMB1,578.37 million (including tax). This is a testimonial to the good acceptance of the Group's products by the customers. In order to meet the robust demand from the customers, the Group's phase one production base in Jiangdong, Hangzhou (owned by Hangzhou Glory Friend Machinery Technology Co., Ltd) has already commenced production since May 2011. With such solid backup, the Group could therefore further expand its production capacity in respect of its CNC machine tools business.

Prospects

The risk of further volatility in the global economy still remains. In respect of the economy of China, the China Government is trying to strike balance amongst growth, inflation and economic transition. Provided that the inflation in China could be under control in the last quarter of 2011, those austerity measures will then be loosened which will further facilitate the capital investment. On the other hand, due to increasing labor shortage in China, manufacturers are prompted to use more automatic equipment such as CNC machines, which will promote continuous growth of the Group's CNC machine tools business. China is the largest machine tools consuming country. The Group will continue to expand its production capacity and enhance its production efficiency, as well as strengthen the research and development capabilities of its CNC machine tools products, in order to meet the robust demand from the domestic market and provide high quality CNC machine tools to the customers.

Looking forward, the Group will continue to participate actively in machine tools fairs in China, and enhance the promotion of the Group's CNC machine tools products so as to solidify the Group's market share in China. On the other hand, the management will continue to looking for appropriate investing and acquisition activities so as to increase the competitive edge of our Group. The Group is committed to becoming an international CNC machine tools manufacturer. The management believes that with its extensive sales network, advanced technology and manufacturing facilities as well as brand effect, the Group is capable of meeting customers' different needs. The management therefore has optimistic outlook for the future growth of the Group and will strive to bringing favorable returns to the shareholders of the Company.

Liquidity and financial resources

The working capital of the Group was mainly financed by internal cash flows generated from its operation and its existing banking facilities. As at 30 June 2011, the Group's cash and cash equivalents amounted to approximately RMB121.42 million (at 31 December 2010: RMB161.05 million). As at 30 June 2011, the Group had current assets of approximately RMB341.46 million (at 31 December 2010: RMB318.50 million) and short-term bank borrowings of approximately RMB252.02 million (at 31 December 2010: RMB169.18 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2011 was approximately 1.4 (at 31 December 2010: 1.5). The gearing ratio as at 30 June 2011 (total interest bearing liabilities to total assets) was approximately 15.3% (at 31 December 2010: 13.4%), indicated that the Group's overall financial position remained strong.

Capital structure

The share capital of the Company as at 30 June 2011 was HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each (at 31 December 2010: HK\$4,032,000 divided into 403,200,000 shares of HK\$0.01 each).

Staff and remuneration policies

As at 30 June 2011, the Group employed a total of approximately 1,970 full time employees (31 December 2010: 1,600) in Hong Kong and the PRC. The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, share options (if any) will also be awarded to employees according to assessment of individuals' performance.

Capital commitments and contingencies

The Group had capital expenditure commitments mainly for property, plant and equipment of approximately RMB13.66 million (at 31 December 2010: RMB27.10 million) which were contracted but not provided in the financial statements. The Group also had commitments of approximately RMB8.38 million (at 31 December 2010: RMB10.07 million) in respect of capital contribution to a joint venture company. The Group had no material contingent liabilities as at 30 June 2011 (at 31 December 2010: Nil).

Charges on the group's assets

As at 30 June 2011, the Group had restricted bank deposits with an amount of approximately RMB68.51 million (at 31 December 2010: RMB29.16 million) which represented guarantee deposit in banks for the purpose of bidding contracts.

Subsidiaries of the Company had pledged their land use rights and building with an aggregate carrying amount of approximately RMB39.07 million (31 December 2010: RMB39.76 million) as at 30 June 2011 in order to secure banking facilities granted to the Group.

DISCLOSURE OF INTERESTS

Directors' interest in shares

As at 30 June 2011, the interests or short positions of the Directors or chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

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

Name of Director	Name of associated corporation	Nature of interest	Number and class of securities	Approximate percentage of shareholding
Mr. Chu Chih-Yaung	友嘉實業股份有限公司 (Fair Friend Enterprise Company Limited) ("Taiwan FF")	Beneficial owner	24,490,347 shares	15.56%
Mr. Chu Chih-Yaung (Note 1)	Taiwan FF	Spouse interest	4,528,925 shares	2.88%
Mr. Chen Hsiang-Jung	Taiwan FF	Beneficial owner	4,572,841 shares	2.90%
Mr. Chu Chih-Yaung	友迦工業股份有限公司 (Fairskq (Taiwan) Co., Ltd.) (Note 3)	Beneficial owner	21,988 shares	0.22%
Mr. Chu Chih-Yaung (Note 2)	友迦工業股份有限公司 (Fairskq (Taiwan) Co., Ltd.) (Note 3)	Spouse interest	21,988 shares	0.22%
Mr. Chu Chih-Yaung	佑泰興實業股份有限公司 (Yu Thai Xin Ent. Co., Ltd.) (Note 3)	Beneficial owner	1,000 shares	0.01%

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

Notes:

1. Ms. Wang Tz-Ti (formerly known as Wang Jin-Zu) ("Ms. Wang"), the spouse of Mr. Chu Chih-Yaung ("Mr. Chu"), holds 2.88% of the issued share capital of Taiwan FF. Mr. Chu is deemed to be interested in all the shares held by Ms. Wang in Taiwan FF under the SFO.
2. Ms. Wang holds 0.22% of the issued share capital of Fairseq (Taiwan) Co., Ltd.. Mr. Chu is deemed to be interested in all the shares held by Ms. Wang in Fairseq (Taiwan) Co., Ltd. under the SFO.
3. These companies are non-wholly-owned subsidiaries of Taiwan FF and are therefore associated corporations of the Company for the purpose of the SFO.

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

Save as disclosed above, as at 30 June 2011, none of the Directors or chief executive of the Company had any interest in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 June 2011, none of the Directors or chief executive of the Company, had any short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' rights to acquire shares or debentures

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

Share option scheme

The Company adopted a share option scheme (the "Scheme") on 22 December 2005, pursuant to which the Board may, at its discretion, grant options to Directors and other eligible persons (as defined in the Scheme) to enable them to subscribe for shares of the Company as incentives and/or rewards for their contribution to the success of the Group. Particulars of the Scheme are set out in the 2010 annual report of the Company.

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

Substantial shareholders

As at 30 June 2011, the interests or short positions of every person, other than a Director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

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

Name of shareholder	Nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Beneficial owner	232,000,000 shares (Note 1)	57.54%
Taiwan FF	Interest of controlled corporation	232,000,000 shares (Note 1)	57.54%
Morgan Stanley	Interest of controlled corporation	20,600,000 shares (Note 2)	5.11%

Notes: 1. Hong Kong GF is 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.

2. Morgan Stanley was deemed to be interested in long position of 20,600,000 shares of the Company held by a number of its wholly-owned and non wholly-owned subsidiaries under the SFO.

2. Aggregate short position in the shares and underlying shares of the Company

Name of shareholder	Nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
Morgan Stanley	Interest of controlled corporation	600,000 shares <i>(Note)</i>	0.15%

Notes: Morgan Stanley was deemed to be interested in short position of 600,000 shares of the Company held by a number of its wholly-owned and non wholly-owned subsidiaries 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 2011.

OTHER INFORMATION

Interim dividend

The Board declared an interim dividend of RMB0.12 (equivalent to approximately HK\$0.146 according to the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China at the date of this announcement) per share for the six months ended 30 June 2011, in aggregate amounting to approximately RMB48.38 million (equivalent to approximately HK\$58.87 million).

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

Purchase, redemption or sale of listed securities of the Company

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2011.

Model code for securities transactions by directors

The Company has adopted 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 the code of conduct regarding securities transactions by the Directors. Having made specific enquiry, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code during the period under review.

Code on corporate governance practices

The Company has adopted the code provisions in the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 to the Listing Rules as its own code of corporate governance practices. The Company has applied the principles and made efforts to compile with code provisions of the CG Code for the six months ended 30 June 2011, except for the deviation from code provision E.1.2 of the CG Code, which 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 20 May 2011 due to business trip and Mr. Chen Hsiang-Jung as executive Director of the Company took the chair pursuant to the Articles of the Association of the Company.

Audit committee

The Company established an audit committee (the "Audit Committee") on 22 December 2005 with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee comprises three independent non-executive Directors, Mr. Koo Fook Sun, Louis (as chairman), Mr. Chiang Chun-Te and Mr. Yu Yu-Tang. The Audit Committee has reviewed the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2011. The Company's external auditor, PricewaterhouseCoopers, has conducted a review of the interim financial information of the Group for the six months ended 30 June 2011 in accordance with Hong Kong standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

Nomination committee

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

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

Remuneration committee

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

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

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

Hong Kong, 18 August 2011

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

(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 16 to 40, which comprises the condensed consolidated balance sheet of Good Friend International Holdings Inc. (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2011 and the related condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

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

Conclusion

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

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 18 August 2011

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Unaudited	
		Six months ended 30 June	
	Note	2011 <i>RMB'000</i>	2010 <i>RMB'000</i>
Revenue	6	945,943	581,817
Cost of sales and construction contract costs		<u>(706,893)</u>	<u>(428,302)</u>
Gross profit		239,050	153,515
Other income	7	13,453	6,798
Distribution and selling expenses		(73,768)	(48,532)
Administrative expenses		(52,058)	(24,460)
Other expenses		<u>(1,480)</u>	<u>(1,980)</u>
Operating profit	6, 8	125,197	85,341
Finance costs		<u>(3,309)</u>	<u>(1,504)</u>
Profit before taxation		121,888	83,837
Income tax expense	9	<u>(19,172)</u>	<u>(13,716)</u>
Profit attributable to equity holders of the Company		102,716	70,121
Other comprehensive income		<u>—</u>	<u>—</u>
Total comprehensive income attributable to equity holders of the Company		<u>102,716</u>	<u>70,121</u>
Earnings per share for profit attributable to the equity holders of the Company			
– basic and diluted	10	<u>0.25</u>	<u>0.19</u>
Dividends	11	<u>48,384</u>	<u>60,480</u>

CONDENSED CONSOLIDATED BALANCE SHEET

	<i>Note</i>	Unaudited 30 June 2011 RMB'000	Audited 31 December 2010 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	12	261,507	228,404
Investment properties	13	1,493	2,042
Intangible assets	14	17,304	16,623
Investment in joint controlled entities	15	12,679	8,192
Deferred tax assets		5,180	5,545
Deposits for purchases of plant and equipment		15,282	20,146
Land use rights	16	40,839	41,310
Total non-current assets		354,284	322,262
Current assets			
Inventories		474,866	341,829
Debtors, deposits and prepayments	17	600,062	428,298
Amounts due from customers for contract work		26,322	22,943
Amount due from ultimate holding company	22	1,897	139
Amounts due from a fellow subsidiary and an associate of ultimate holding company		445	3,436
Restricted bank deposits		68,507	29,158
Cash and cash equivalents		121,422	161,045
Total current assets		1,293,521	986,848
Total assets		1,647,805	1,309,110
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	18	4,022	4,022
Reserves		393,894	393,894
Retained earnings		282,843	220,447
Total equity		680,759	618,363

	<i>Note</i>	Unaudited 30 June 2011 RMB'000	Audited 31 December 2010 RMB'000
LIABILITIES			
Non-current liabilities			
Borrowings and loans	19	–	6,614
Deferred tax liabilities		14,988	15,788
Total non-current liabilities		14,988	22,402
Current liabilities			
Creditors, other payables and accrued charges	20	641,843	454,057
Amounts due to customers for contract work		17,701	15,674
Amount due to immediate holding company		15,653	2,213
Amount due to a joint venture company		–	7,335
Tax payable		15,238	11,783
Warranty provision		9,606	8,099
Borrowings and loans	19	252,017	169,184
Total current liabilities		952,058	668,345
Total liabilities		967,046	690,747
Total equity and liabilities		1,647,805	1,309,110
Net current assets		341,463	318,503
Total assets less current liabilities		695,747	640,765

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Note	Unaudited					
	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Capital reserves <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Retained earnings <i>RMB'000</i>	Total equity <i>RMB'000</i>
Balance at 1 January 2010	3,431	66,596	77,338	37,179	178,311	362,855
Total comprehensive income for the period ended 30 June 2010	-	-	-	-	70,121	70,121
Proceeds from issuance of Taiwan Depository Receipts ("TDRs")	18 591	205,228	-	-	-	205,819
Appropriations to reserve	-	-	-	6,190	(6,190)	-
Dividends relating to 2009 paid in May 2010	-	-	-	-	(48,384)	(48,384)
Balance at 30 June 2010	<u>4,022</u>	<u>271,824</u>	<u>77,338</u>	<u>43,369</u>	<u>193,858</u>	<u>590,411</u>

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

The notes on page 21 to 40 form an integral part of this condensed consolidated interim financial information.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Unaudited	
	Six months ended 30 June	
	2011 <i>RMB'000</i>	2010 <i>RMB'000</i>
Cash flows from/(used in) operating activities		
Continuing operations	28,210	6,492
– income tax paid	<u>(16,152)</u>	<u>(11,085)</u>
Net cash generated from/(used in) operating activities	<u>12,058</u>	<u>(4,593)</u>
Cash flows from investing activities		
– investment in a joint venture company	(4,487)	(4,301)
– acquisition of property, plant and equipment and intangible assets	(46,079)	(13,264)
– deposit repayment/(paid) for purchases of property, plant and equipments	4,864	(38,919)
– proceeds from disposal of property, plant and equipment	780	1,376
– (increase)/decrease in restricted bank deposit	<u>(39,349)</u>	<u>1,034</u>
Net cash used in investing activities	<u>(84,271)</u>	<u>(54,074)</u>
Cash flows from financing activities		
– proceeds from issuance of TDRs	–	205,819
– proceeds from new borrowings	145,581	91,158
– repayments of borrowings	(69,362)	(94,297)
– dividends paid to equity holders	(40,320)	(48,384)
– interest paid	<u>(3,309)</u>	<u>(1,504)</u>
Net cash generated from financing activities	<u>32,590</u>	<u>152,792</u>
Net (decrease)/increase in cash and cash equivalents	(39,623)	94,125
Cash and cash equivalents at the beginning of the period	<u>161,045</u>	<u>68,137</u>
Cash and cash equivalents at end of the period	<u><u>121,422</u></u>	<u><u>162,262</u></u>

The notes on page 21 to 40 form an integral part of this condensed consolidated interim financial information.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 GENERAL INFORMATION

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

The Company was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

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

This condensed consolidated interim financial information is presented in Renminbi (“RMB”), unless otherwise stated. This condensed consolidated interim financial information has been approved for issue by the Board of Directors on 18 August 2011.

This condensed consolidated interim financial information has not been audited.

2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2011 has been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”), “Interim financial reporting”. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2010, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

3 ACCOUNTING POLICY

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2010, as described in those annual financial statements.

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

(a) New and amended standards adopted by the Group

The following new standard and amendment to standard are mandatory for the first time for the financial year beginning 1 January 2011.

- HKAS 24 (Revised), "Related Party Disclosures" is effective for annual period beginning on or after 1 January 2011. It introduces an exemption from all of the disclosure requirements of HKAS 24 for transactions among government related entities and the government. It also clarifies and simplifies the definition of a related party.
- Amendment to HKAS 34 'Interim financial reporting' is effective for annual periods beginning on or after 1 January 2011. It emphasises the existing disclosure principles in HKAS 34 and adds further guidance to illustrate how to apply these principles. Greater emphasis has been placed on the disclosure principles for significant events and transactions. Additional requirements cover disclosure of changes to fair value measurement (if significant), and the need to update relevant information from the most recent annual report. The change in accounting policy only results in additional disclosures.

3 ACCOUNTING POLICY (Continued)

(b) Amendments and interpretations to existing standards effective in 2011 but not relevant to the Group

- HKAS 32 Classification of rights issues
- HK(IFRIC) - Int-14 Prepayments of a minimum funding requirement
- HK(IFRIC) - Int-19 Extinguishing financial liabilities with equity instruments
- Third improvements to Hong Kong Financial Reporting Standards (2010) were issued in May 2010 by both IASB and the HKICPA, except for amendment to HKAS 34 'Interim financial reporting' as disclosed in note 3(a) and the clarification to allow the presentation of an analysis of the components of other comprehensive income by item within the notes, all are not currently relevant to the Group. All improvements are effective in the financial year of 2011.

(c) The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2011 and have not been early adopted:

- HKFRS 9 Financial instruments
- HKAS 12 (Amendment) Deferred tax
- HKFRS 7 (Amendment) Disclosures – Transfers of financial assets

4 ESTIMATES

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

In preparing these condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2010.

5 FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

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

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2010.

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

5.2 Liquidity risk

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

5.3 Fair value estimation

As at 30 June 2011, the Group had no financial instrument which had been stated at fair value.

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

6 SEGMENT INFORMATION

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

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

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

6 SEGMENT INFORMATION (Continued)

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

Six months ended 30 June 2011

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

6 SEGMENT INFORMATION (Continued)

Six months ended 30 June 2010

	Machine Tools <i>RMB'000</i> (Unaudited)	Parking Garage structures <i>RMB'000</i> (Unaudited)	Forklift Trucks <i>RMB'000</i> (Unaudited)	Unallocated <i>RMB'000</i> (Unaudited)	Total Group <i>RMB'000</i> (Unaudited)
Revenue (all from external sales)	474,255	46,779	60,783	–	581,817
Cost of Sales	<u>(335,804)</u>	<u>(40,050)</u>	<u>(52,448)</u>	<u>–</u>	<u>(428,302)</u>
Segment profit	<u>138,451</u>	<u>6,729</u>	<u>8,335</u>	<u>–</u>	153,515
Other income				6,798	6,798
Distribution and selling expenses				(48,532)	(48,532)
Administrative expenses				(24,460)	(24,460)
Other expenses				<u>(1,980)</u>	<u>(1,980)</u>
Operating profit				(68,174)	85,341
Finance costs				<u>(1,504)</u>	<u>(1,504)</u>
Profit before taxation				(69,678)	83,837
Income tax expense				<u>(13,716)</u>	<u>(13,716)</u>
Profit for the period					<u>70,121</u>

7 OTHER INCOME

	Six months ended 30 June	
	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Net exchange gain	6,525	–
Sales of scrap materials	1,055	2,826
Government subsidies	820	1,696
Repair income	2,515	1,122
Rental income from investment properties	336	291
Gain on disposal of property, plant and equipment	11	189
Interest income	1,784	418
Others	407	256
	<u>13,453</u>	<u>6,798</u>

8. OPERATING PROFIT

Operating profit is stated after charging of the following:

	Six months ended 30 June	
	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Reversal of allowance for bad and doubtful debts	(2,917)	(2,818)
Amortisation of intangible assets	1,550	615
Amortisation of land use rights	471	471
Depreciation of property, plant and equipment	10,322	8,494
Depreciation of investment properties	50	66
Write down of/(Reversal of provision against) inventories	648	(935)
Research and development expenses	28,746	10,273
Exchange (gain)/loss	(6,525)	420
Loss on disposal of property, plant and equipment	174	869
	<u>174</u>	<u>869</u>

9 INCOME TAX EXPENSE

	Six months ended 30 June	
	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Current income tax		
PRC enterprise income tax	19,607	13,323
Deferred tax	<u>(435)</u>	<u>393</u>
	<u><u>19,172</u></u>	<u><u>13,716</u></u>

No provision for Hong Kong profits tax has been made since the Group did not have any assessable profit arising in Hong Kong for both periods.

Enterprise income tax ("EIT") is provided for enterprises in the PRC on the basis of their profit for statutory financial reporting purposes. In 2008, Hangzhou Good Friend Precision Machinery Co., Ltd. ("Hangzhou Good Friend"), a subsidiary of the Group, was approved the New and High-Tech Enterprise status by the relevant government authorities and it is entitled to a reduced tax rate of 15% for a three-year period commencing 2008. Accordingly, the applicable tax rate for Hangzhou Good Friend for the current period is 15% (2010: 15%).

Other Group companies did not have any assessable profits or have unused tax losses available for both periods.

10 EARNINGS PER SHARE

	Six months ended 30 June <i>(RMB per share)</i>	
	2011 (Unaudited)	2010 (Unaudited)
Earnings per share for profit for the period attributable to the equity holders of the Company – basic	0.25	0.19

The calculation of the basic earnings per share is based on the profit attributable to equity holders of the Company of RMB102,716,000 (six months period ended 30 June 2010: RMB70,121,000) and 403,200,000 (2010: 374,983,000) ordinary shares.

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

11 DIVIDENDS

	Six months ended 30 June	
	2011 RMB'000 (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Interim dividend of RMB0.12 (2010: RMB0.15) per share	48,384	60,480

At a meeting of the Board held on 18 August 2011, the directors declared an interim dividend of RMB0.12 (2010: RMB0.15) per share for the six months ended 30 June 2011. This interim dividend was not recognized as dividend payable in the unaudited condensed consolidated financial information for the six months ended 30 June 2011.

12 PROPERTY, PLANT AND EQUIPMENT

	<i>RMB'000</i>
	(Unaudited)
Six months ended 30 June 2010	
Opening net book amount as at 1 January 2010	183,615
Additions	15,184
Disposals	(2,055)
Transfer to investment properties	6,662
Depreciation and amortisation	(8,494)
	<u>194,912</u>
Closing net book amount as at 30 June 2010	<u>194,912</u>
Six months ended 30 June 2011	
Opening net book amount as at 1 January 2011	228,404
Additions	43,880
Disposals	(954)
Transfer from investment properties (<i>note a</i>)	499
Depreciation and amortisation	(10,322)
	<u>261,507</u>
Closing net book amount as at 30 June 2011	<u>261,507</u>

Note a: During the six months period ended 30 June 2011, the Group terminated certain lease agreements of certain portion of its investment property and these properties were maintained for own use. Accordingly, the carrying amount of the relevant portion of the investment properties as at the date of change of usage was transferred to fixed assets.

13 INVESTMENT PROPERTIES

	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Opening net book amount as at 1 January	2,042	8,837
Transfer to property, plant and equipment (<i>Note 12 (a)</i>)	(499)	(6,662)
Depreciation	(50)	(66)
Closing net book amount as at 30 June	<u>1,493</u>	<u>2,109</u>

14 INTANGIBLE ASSETS

	<i>RMB'000</i> (Unaudited)
Six months ended 30 June 2010	
Opening net book amount as at 1 January 2010	2,726
Additions	329
Amortisation	(615)
Closing net book amount as at 30 June 2010	<u>2,440</u>
Six months ended 30 June 2011	
Opening net book amount as at 1 January 2011	16,623
Additions	2,231
Amortisation	(1,550)
Closing net book amount as at 30 June 2011	<u>17,304</u>

15 INVESTMENT IN JOINT CONTROLLED ENTITIES

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

16 LAND USE RIGHTS

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

	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Opening net book amount as at 1 January	41,310	42,253
Amortisation	<u>(471)</u>	<u>(471)</u>
Closing net book amount as at 30 June	<u>40,839</u>	<u>41,782</u>

17 DEBTORS, DEPOSITS AND PREPAYMENTS

	As at	
	30 June 2011 <i>RMB'000</i> (Unaudited)	31 December 2010 <i>RMB'000</i> (Audited)
Trade debtors	515,888	381,143
Less: Allowance for doubtful debts	<u>(26,739)</u>	<u>(29,656)</u>
	489,149	351,487
Deposits to suppliers	69,636	42,091
Other debtors	<u>41,277</u>	<u>34,720</u>
Total debtors, deposits and prepayments	<u><u>600,062</u></u>	<u><u>428,298</u></u>

The Group generally allows a credit period of 30 to 180 days to its customers. The Group also allows its customers to retain certain percentage of the outstanding balances as retention money for a one-year warranty period. The aging analysis of trade debtors, net of allowance of doubtful debts, is as follows:

	As at	
	30 June 2011 <i>RMB'000</i> (Unaudited)	31 December 2010 <i>RMB'000</i> (Audited)
Current - 30 days	418,878	293,558
31 - 60 days	19,483	10,508
61 - 90 days	15,151	11,510
91 - 180 days	18,098	17,326
Over 180 days	<u>44,278</u>	<u>48,241</u>
	<u><u>515,888</u></u>	<u><u>381,143</u></u>

18 SHARE CAPITAL

	Number of shares <i>'000</i>	Nominal value <i>RMB '000</i>
Ordinary shares of HK\$0.01 each		
Authorised:		
At 30 June 2011 and 31 December 2010	<u>1,000,000</u>	<u>10,211</u>
Issued and fully paid:		
Opening balance 1 January 2010	336,000	3,431
Issuance of TDRs	<u>67,200</u>	<u>591</u>
At 30 June 2010	<u>403,200</u>	<u>4,022</u>
At 1 January 2011 and 30 June 2011	<u>403,200</u>	<u>4,022</u>

On 18 March 2010, the Company issued 67.2 million units of TDRs at NTD14.5 (RMB3.121) per unit and they were listed on the Taiwan Stock Exchange. The Company received net proceeds amounting to approximately NTD956 million (equivalent to approximately RMB206 million). Approximately RMB155 million of the proceeds were injected by the Company into its subsidiaries in the PRC as additional registered capital and the remaining balance of approximately RMB51 million was utilised for repayment of bank borrowings.

19 BORROWINGS AND LOANS

	As at	
	30 June 2011	31 December 2010
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Audited)
Non-current	–	6,614
Current	252,017	169,184

Movements of borrowings are analysed as follows:

	<i>RMB'000</i>
	(Unaudited)
Six months ended 30 June 2011	
Opening amount as at 1 January 2011	175,798
New borrowings drawn down	145,581
Repayments of borrowings	(69,362)
	<hr/>
Closing amount as at 30 June 2011	252,017
	<hr/> <hr/>

The borrowings bear interest at market rates ranging from 0.46% to 6.44% per annum (30 June 2010: 1.61% to 5.31% per annum).

Subsidiaries of the Company had pledged their land use rights and buildings with an aggregate carrying amount RMB13,692,000 and RMB25,380,000, respectively (31 December 2010: RMB13,847,000 and RMB25,911,000) as at 30 June 2011 in order to secure the general banking facilities granted by certain banks to it.

20 CREDITORS, OTHER PAYABLES AND ACCRUED CHARGES

	As at	
	30 June 2011 <i>RMB'000</i> (Unaudited)	31 December 2010 <i>RMB'000</i> (Audited)
Trade creditors	291,142	167,285
Advance deposits from customers	276,325	218,106
Other payables	36,378	36,103
Accrued charges	37,998	32,563
	<u>641,843</u>	<u>454,057</u>

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

	As at	
	30 June 2011 <i>RMB'000</i> (Unaudited)	31 December 2010 <i>RMB'000</i> (Audited)
Current - 30 days	184,132	128,544
31 - 60 days	86,560	25,296
61 - 90 days	13,812	6,418
91 - 180 days	4,896	4,373
Over 180 days	1,742	2,654
	<u>291,142</u>	<u>167,285</u>

21 CAPITAL COMMITMENTS

	As at	
	30 June 2011 RMB'000 (Unaudited)	31 December 2010 RMB'000 (Audited)
Capital expenditure contracted for but not provided in respect of		
– acquisition of property, plant and equipment	13,663	27,097
– capital injection into jointly controlled entities	8,377	10,067
	22,040	37,164

22 RELATED-PARTY TRANSACTIONS

(a) Transaction and balances

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

Transactions:

Name of company	Relationship	Nature of transactions	Six months ended 30 June	
			2011 RMB'000 (Unaudited)	2010 RMB'000 (Unaudited)
Fair Friend Enterprise Company Limited ("Fair Friend")	Ultimate holding company	Sales of goods	815	184
		Purchases of goods	16,166	24
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchases of goods	90,395	70,115
Hangzhou Feeler Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")	Associate of ultimate holding company	Sales of goods	40	118
		Purchase of goods	-	5
Hangzhou Fair Fine Electric & Machinery Co., Ltd. ("Fair Fine")	Fellow subsidiary	Sales of goods	105	1
Hangzhou Anest Iwata Feeler Corporation ("Anest Iwata Feeler")	Jointly controlled entity	Sales of goods	6,274	-
		Purchases of goods	281	-
Hangzhou Best Friend Technology Co., Ltd. ("Best Friend")	Associate of ultimate holding company	Sales of goods	133	-
Sanco Machine & Tools Corporation	Associate of ultimate holding company	Purchases of goods	690	-
Fairsq (Taiwan) Co., Ltd	Associate of ultimate holding company	Sales of goods	169	-

The terms of the above transactions are governed based on framework agreements entered into between the Company with Fair Friend or its subsidiaries/associates/jointly controlled entity.

22 RELATED-PARTY TRANSACTIONS (Continued)

(a) Transaction and balances (Continued)

Balances

Name of company	Relationship	Nature of balances	30 June 2011 RMB'000 (Unaudited)	31 December 2010 RMB'000 (Audited)	Maximum amount outstanding during 2011 RMB'000 (Unaudited)
Fair Friend	Ultimate holding company	Trade receivable (note (a))	1,897	139	2,409
Fair Fine	Fellow subsidiary	Trade receivable (note (a)) Other receivable (note (a))	5 80	22 –	5 80
Hong Kong GF	Immediate holding company	Trade payable (note (b))	(15,653)	(2,213)	(18,007)
Anest Iwata Feeler Corporation	Jointly controlled entity	Trade receivable (note (a)) Trade payable (note (b))	4 –	– (7,335)	– (344)
Feeler Takamatsu	Associate of ultimate holding company	Trade receivable (note (a))	138	138	161
Best Friend	Associate of ultimate holding company	Prepayments for purchase and trade receivable (note (a))	218	3,276	7,564

- (a) The Group allows a normal credit period of 90 days for sales made to the fellow subsidiary and the ultimate holding company. Balances are unsecured and interest free.
- (b) Balances are unsecured, interest free and repayable on demand. As of 30 June 2011 and 31 December 2010, the aging of above balances were mostly within 6 months.

22 RELATED-PARTY TRANSACTIONS (Continued)

(b) Compensation of key management personnel

	Six months ended 30 June	
	2011 <i>RMB'000</i> (Unaudited)	2010 <i>RMB'000</i> (Unaudited)
Salaries and other allowances	<u>1,586</u>	<u>1,249</u>

23 HOLDING COMPANIES

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

24 EVENT OCCURRING AFTER THE BALANCE SHEET DATE

In July 2011, the Company contributed US\$499,500 (equivalent to RMB3,281,000) as registered capital into Hangzhou Feeler Mectron Machinery Co., Ltd. ("Feeler Mectron"), a PRC corporation. Feeler Mectron was established by the Company, Mectron Inc. ("Mectron") and Takamatsu Machinery Co., Ltd ("Takamatsu"), the latter two being independent parties to the Company. Interests held by the Company, Mectron and Takamatsu are 45%, 45% and 10% respectively.