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Interim Report 2019 二零一九年中期報告

NVC 雷士照明

雷士照明控股有限公司
NVC LIGHTING HOLDING LIMITED

(Incorporated in the Cayman Islands with Limited Liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 2222

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Corporate Information

公司資料

Executive Directors	WANG Donglei WANG Dongming XIAO Yu WANG Keven Dun CHAN Kim Yung, Eva	執行董事	王冬雷 王冬明 肖宇 王頓 陳劍榕
Non-executive Director	YE Yong	非執行董事	叶勇
Independent Non-executive Directors	LEE Kong Wai, Conway WANG Xuexian WEI Hongxiong SU Ling	獨立非執行董事	李港衛 王學先 魏宏雄 蘇嶺
Company Secretary	LEUNG Ching Ching	公司秘書	梁晶晶
Authorized Representatives	WANG Dongming LEUNG Ching Ching	授權代表	王冬明 梁晶晶
Registered Office	Cricket Square Hutchins Drive, P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands	註冊辦事處	Cricket Square Hutchins Drive, P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Principal Place of Business in Hong Kong	Unit 608, 6/F, Lakeside 1 No.8 Science Park West Avenue Hong Kong Science Park Pak Shek Kok, Sha Tin, Hong Kong	香港主要營業地點	香港沙田白石角 香港科學園 科技大道西8號 尚湖樓6樓608室
Corporate Website	www.nvc-lighting.com.cn	公司網址	www.nvc-lighting.com.cn
Investor Relations	E-mail: ir@nvc-lighting.com	投資者關係	電郵: ir@nvc-lighting.com

Corporate Information

公司資料

Principal Share Registrar and Transfer Office	SMP Partners (Cayman) Limited Royal Bank House-3rd Floor 24 Shedden Road P.O. Box 1586 Grand Cayman, KY1-1110 Cayman Islands	股份過戶 登記總處	SMP Partners (Cayman) Limited Royal Bank House-3rd Floor 24 Shedden Road P.O. Box 1586 Grand Cayman, KY1-1110 Cayman Islands
Hong Kong Share Registrar	Computershare Hong Kong Investor Services Limited Shops 1712-1716 17th Floor, Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong	香港證券 登記處	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號舖
Principal Legal Advisor as to Hong Kong Laws	Freshfields Bruckhaus Deringer	香港法律主要 法律顧問	富而德律師事務所
Auditor	BDO Limited (<i>Certified Public Accountants</i>)	核數師	香港立信德豪會計師事務所有限公司 (<i>執業會計師</i>)
Principal Bankers	Industrial Bank, Huizhou Branch Hongkong and Shanghai Banking Corporation Limited China Guangfa Bank, Huizhou Branch	主要往來銀行	興業銀行惠州分行 香港上海滙豐銀行有限公司 廣發銀行惠州分行
Investor and Media Relations Consultant	Wonderful Sky Financial Group Holdings Limited	投資者及傳媒 關係顧問	皓天財經集團控股有限公司

Financial Highlights

財務摘要

Six months ended 30 June 截至6月30日止6個月

		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Revenue	收入	2,696,922	1,973,936
Gross profit	毛利	901,654	542,651
Profit before income tax	稅前利潤	483,660	226,167
Profit for the period (Note 1)	本期利潤(附註1)	393,216	101,641
Profit for the period attributable to	以下各方應佔本期利潤		
Owners of the parent	母公司擁有人	374,281	91,851
Non-controlling interests	非控制性權益	18,935	9,790
Earnings per share attributable to ordinary equity holders of the parent	母公司普通股權益擁有人 應佔每股盈利		
Basic	基本	8.85 cents 分	2.56 cents 分
Diluted	攤薄	8.85 cents 分	2.56 cents 分

Note 1: Profit for the period represents profit before netting off profit for the period attributable to non-controlling interests.

附註1: 本期利潤為扣除非控制性權益應佔本期利潤前的利潤。

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Non-current assets	非流動資產	3,255,176	3,371,817
Current assets	流動資產	3,543,153	4,229,285
Current liabilities	流動負債	2,954,957	3,974,163
Net current assets	淨流動資產	588,196	255,122
Total assets less current liabilities	總資產減流動負債	3,843,372	3,626,939
Non-current liabilities	非流動負債	260,825	231,423
Total equity	總權益	3,582,547	3,395,516
Attributable to:	以下各方應佔:		
Owners of the parent	母公司擁有人	3,462,463	3,286,696
Non-controlling interests	非控制性權益	120,084	108,820

Management Discussion and Analysis

管理層討論與分析

Market and Performance Review

Since the second half of 2018, due to the impact of trade tensions and tightening financial environment, the global economy remained weak till early 2019. In the latest World Economic Outlook issued by the International Monetary Fund (IMF) in July 2019, the IMF restated its concerns about the global economic slowdown. According to the report, the IMF further reduced its global economic growth rate for 2019 to 3.2%, which is 0.1% lower than its forecast in April. Despite that, emerging markets and developing economies such as China and India still contribute a major share to global economic growth. During the period from January to June 2019, China's gross domestic product (GDP) grew by 6.3% compared with the Corresponding Period in 2018, which was in line with market expectations.

The Group has been deeply engaged in the lighting industry for more than 20 years and has established sales networks and channels in major countries and regions including Europe, Australia, South America, the Middle East and Southeast Asia, while stably developing its domestic businesses in China. In 2018, the Group successfully acquired Elec-Tech Solid State Lighting (HK) Limited (怡達(香港)光電科技有限公司), thus extending its reach to North America, developing businesses in overseas markets and increasing overseas sales. It is a key step for the strategic transformation of the Group to seek new breakthroughs in the international lighting market through enhancing development of overseas markets. During the Period under Review, the sales revenue of the Group amounted to RMB2,696,922,000, representing an increase of 36.6% as compared with the Corresponding Period, of which the sales revenue from international market increased by 43.8% as compared with the Corresponding Period.

市場及業績回顧

自2018年下半年開始，受貿易緊張局勢和金融環境收緊的影響，全球經濟表現疲弱並持續影響至2019年初。國際貨幣基金組織(IMF)於2019年7月份發佈的最新《世界經濟展望報告》中再次傳遞出對全球經濟增長放緩的擔憂情緒，IMF在報告中將2019年全球經濟增速進一步下調至3.2%，較4月份的預測降低0.1個百分點。儘管如此，新興市場和發展中經濟體如中國、印度等仍承擔著全球經濟增長的重任。於2019年1至6月份，中國國內生產總值(GDP)比2018年同期增長6.3%，整體符合市場預期。

本集團於照明行業深耕逾20年，在中國國內業務穩定發展的同時，目前已於歐洲、澳洲、南美、中東及東南亞等主要國家及地區建立銷售網路及渠道，2018年本集團成功收購了怡達(香港)光電科技有限公司，打通了北美通道，拓展了海外市場業務及增加了海外銷售量，通過加大海外市場開拓力度以尋求在國際照明市場的新突破，是本集團完成戰略轉型的關鍵一步。於回顧期內，本集團實現銷售收入人民幣2,696,922千元，與同期比較增長36.6%，其中國際銷售與同期比較增長43.8%。

Management Discussion and Analysis

管理層討論與分析

PRC sales

The Group mainly sells its products using NVC brand in the PRC market. NVC brand products of the Group were sold mainly through 34 exclusive regional distributors who had over 2,700 exclusive outlets by the end of Period under Review (100.0% coverage rate in the provincial capital; approximately 93.0% coverage rate in the prefecture-level cities). During the Period under Review, the Group continued to focus on the commercial lighting, household product retail and e-commerce channels, and adopted differentiation strategies to increase market shares in different segment markets.

In the commercial lighting sector, the Group has continuously built its engineering business capability through market segmentation and specialized operation of sales organizations. As for the professional lighting sector, the Group continued to improve the 400 engineering systems, built or upgraded 90 exclusive outlets, and further optimized product combinations to enhance cost effectiveness and competitiveness of products. As for the outdoor lighting sector, the Group integrated production, research and sales resources to enhance its project operation capabilities, and jointly won the bid for numerous national landmark engineering projects with exclusive regional distributors, including the Beijing Expo, the Lighting Project for Wuhan Military World Games, the Lighting Improvement of Hengshui City and the Beijing Daxing International Airport, which demonstrated the Group's high quality of products and brand attractions. As for the real estate and commercial chain sectors, through organizational reform and matching professional products and sales resources, the Group continued to expand strategic sourcing advantages, and successfully gained new strategic customers, including China Merchants Property, R&F and Oppein Group.

中國銷售

本集團於中國市場的銷售以雷士品牌為主，並主要通過34個獨家區域經銷商進行銷售，截至回顧期末獨家區域經銷商已開發2,700餘家專賣店（其中省會城市覆蓋率為100.0%；地級城市覆蓋率約為93.0%）。回顧期內本集團繼續精耕商業照明、家居零售及電商渠道，並採取差異化戰略以提升各細分市場佔有率。

在商業照明領域，本集團通過市場細分和銷售組織的專業化運作，持續打造工程業務能力。在專業照明領域，本集團繼續完善400工程體系，新建或升級改造專賣店90家，並進一步優化產品組合，提升產品性價比和競爭力；在戶外照明領域，本集團整合產、研、銷資源提升工程項目運作能力，聯合獨家區域經銷商成功中標「北京世園會」、「武漢軍運會夜景亮化工程」、「衡水市亮化提升」及「北京大興國際機場」等國家級標誌性工程項目，再次彰顯了本集團良好的產品品質和強大的品牌魅力；在地產及商業連鎖領域，本集團則通過組織變革，匹配專業產品及銷售資源，繼續擴大戰略採購優勢並成功新簽招商地產、富力地產及歐派等戰略客戶。

Management Discussion and Analysis

管理層討論與分析

In the home lighting sector, the Group has continuously promoted the construction of home-style stores and terminal promotion activities. While maintaining existing revenue of the NVC brand, the Group has accelerated the construction of stores and increase of terminal sales of medium and high-end sub-brands including Zhidongfang and Leeds Castle. During the Period under Review, the Group successfully opened or upgraded over 500 exclusive outlets, and carried out more than 9,000 terminal promotion activities, covering more than 90% of its exclusive outlets. The Group also established dedicated teams to help exclusive regional distributors to implement more than 50 spring group buying and factory purchase activities, contributing sales revenue of over RMB200 million. In addition, during the Period under Review, the Group made efforts to strengthen the standardized management of exclusive regional distributors with rating and classification of exclusive regional distributors, increased the visiting rate and the conversion rate of stores through hierarchical management, and strengthened the operating standard of terminal stores.

In the e-commerce sector, the Group adopted prudent business strategies during the Period under Review. The Group continued to invest in online brands, markets, channels and personnel with focus on mainstream platforms such as Tmall, JD, Suning and VIPs. During the Period under Review, the Group increased the terminal sales through expanding the product portfolio including ceiling lamps, bath heaters and reading lamps and increasing the product exposure, and reduced supply chain costs by strengthening integration of suppliers and quality control, which improved overall gross profit margin. We actively planned promotion activities on various platforms, and the number of our lamps sold at the e-commerce “618” campaign reached a total of over 3 million pieces through various online channels.

在家居照明領域，本集團持續推進家居風格店建設及終端推廣活動，在保持現有雷士品牌收入的基礎上，加快致東方、里茲城堡等中高端子品牌的建店及終端銷量提升。本集團於回顧期內完成專賣店新建或升級500餘家，完成終端推廣活動9,000餘場，覆蓋90%以上的專賣店，本集團亦組建專門團隊助力獨家區域經銷商開展春季團購會及工廠購共50餘場，貢獻超過人民幣2億元的銷售收入。此外，回顧期內本集團著力加強獨家區域經銷商的標準化管理，對獨家區域經銷商進行評級分類，通過分級管理提升門店客流進店率及轉化率，強化終端門店營運水準。

在電子商務領域，回顧期內本集團採取穩健的經營策略，持續進行線上品牌、市場、渠道及人員投入，重點佈局天貓、京東、蘇寧及唯品會等主流平台。回顧期內本集團通過擴充吊燈、浴霸和閱讀檯燈等產品陣容，增加品類曝光度以提高終端銷售額，通過加強供應商的整合及品質管控，縮減供應鏈成本以提升整體毛利率水準。本集團亦積極籌劃平台活動大促，並在電商「618」活動中，各網路渠道累計出售燈具產品突破300萬件。

Management Discussion and Analysis

管理層討論與分析

International sales

Leveraging our years of operating experience in the domestic market segment, the Group has gradually shifted its strategic focus to overseas markets in recent years, and refined its operation in developed markets and emerging markets which were classified by regions. Developed markets, including the UK, Australia and North America, remained the key markets for the Group's development. In North America, during the Period under Review, the Group strengthened in-depth cooperation with key customers, optimized existing product lines and accelerated the launch of new products by using its technical advantages, and continuously carried out sales promotion activities for lines of products in great demand. Meanwhile, the Group adopted various incentive measures and helped customers reserve inventories to reduce the impact of trade frictions between China and the United States on sales, to ensure steady increase in sales. In the UK and Australia, during the Period under Review, the Group continued to maintain its wholesale businesses with major channel wholesalers, and further improved and optimized its cooperative product lines to increase the profit margin of products, reduce inventories and increase the inventory turnover. The Group also made new breakthroughs in engineering projects, winning the bid for major projects including "Royal Albert Dock", and started to supply products to them. Meanwhile, the Group actively expanded its business in Northern Europe, establishing formal cooperation with distributors in Denmark, Sweden, Finland and other major countries, and has started to supply products successively, which is expected to bring about continuous revenue contributions. In addition, during the Period under Review, the Group obtained the exclusionary right from Toshiba Lighting in the Japanese market, and successfully introduced new series of bulb lamps and ceiling lights to more than 9,000 home appliance stores in the Japanese market, which marked another upgrade of the Group's overseas strategy and represented a major breakthrough in meeting the goal of entering into global middle and high-end markets.

國際銷售

憑藉多年在國內細分市場豐富的運作經驗，近幾年，本集團逐步將戰略重點投向海外市場，並按區域特徵劃分成熟市場和新興市場進行精細化運作。英國、澳大利亞及北美區域等成熟市場仍然是本集團重點攻克的主戰場。在北美區域，回顧期內本集團加強與關鍵客戶的深度合作，利用技術優勢優化現有產品線及加快新品上市速度，並持續推進爆款產品線的促銷活動。同時採取各項激勵措施，協助客戶進行庫存儲備以緩沖中美貿易摩擦對銷售的影響，確保銷售額的穩步提升。在英國及澳大利亞區域，回顧期內本集團繼續保持與主要渠道批發商的批發業務，並進一步改善和優化合作產品線，提升產品利潤率，降低庫存並提高庫存周轉率。本集團在工程項目上亦有新突破，成功中標「Royal Albert Dock」等大項目並已開始供貨。同時本集團亦積極拓展北歐業務，與丹麥，瑞典，芬蘭等主要國家的渠道商建立正式合作並開始陸續供貨，預計將帶來持續的收入貢獻。此外，回顧期內本集團獲得了東芝照明在日本市場的獨辦權，並已成功將全新多個系列的球泡燈及吸頂燈導入到日本市場的9,000多個家電量販店，這標誌著本集團海外戰略的再度升級，是本集團實現中高端市場全球化征程目標的重大突破。

Management Discussion and Analysis

管理層討論與分析

In emerging markets, the Group continued to explore potential markets with high demand in the Middle East and Southeast Asia countries, and actively adjusted its business models to adapt to rapidly changing market demands. In virtue of opportunities from major international tournaments such as Expo 2020 Dubai and 2022 Qatar World Cup, the Group established dedicated internal project support teams to follow up major engineering projects with various resources, such as the Outdoor Lighting of Qatar Vendome Mall, the Dubai Expo and the Schools under Ministry of Education of Saudi Arabia, seeking to acquire more engineering orders. During the Period under Review, with increasing terminal sales as its main goal, the Middle East office also actively transformed its functions to focus on the development of new customers and projects and to follow up projects in North Africa, including Egypt and Algeria. In the Southeast Asia market, we continued to promote the 1,000-Store Program in the Indonesian market. During the Period under Review, we have established 18 regional distributors with 1,700 retail stores in the channel terminal, and carried out the pilot operation model of Store-in-Store in Eastern Europe and Italy. In line with China's development strategy of the Belt and Road Initiative, the Group also began to expand its presence in the ASEAN markets such as Vietnam and Cambodia during the Period under Review. A trade representative office has been established in Vietnam to implement initial market research and business development, while new engineering partnerships were also successfully developed in the Cambodian market to actively explore engineering projects in cooperation with local Chinese-funded enterprises and provide sound supporting services.

在新興市場，本集團繼續深挖照明需求活躍的中東及東南亞國家市場潛力，並積極調整業務模式以適應快速變化的市場需求。借助2020年迪拜世博會及2022年卡塔爾世界杯等重大國際賽事的契機，本集團於內部組建專門的項目支持小組，調動各項資源重點跟進「卡塔爾Vendome Mall戶外亮化」、「迪拜世博會」、「沙特教育部學校」等重大工程項目，力求斬獲更多的工程訂單。回顧期內中東辦事處亦積極轉變職能，專注新客戶和新項目開發，重點跟進北非市場包括埃及、阿爾及利亞等國家的重點項目，以提升終端銷量為主要目標。東南亞市場則繼續推進印尼市場的千店計劃，回顧期內完成區域經銷商設立18家，渠道終端零售店面設立1,700家，並開始在東歐和意大利市場試點店中店經營模式。順應國家一帶一路發展戰略，本集團於回顧期內也開始越南和柬埔寨等東盟市場的佈局，已於越南成立貿易代表處並開始前期的市場調研和商務拓展，而於柬埔寨市場亦成功建立了新的工程合作夥伴關係，並積極配合當地中資企業拓展工程項目，做好配套服務工作。

Management Discussion and Analysis

管理層討論與分析

Product Research and Development and Brand Honour

During the Period under Review, the Group focused on research and development of products and brand promotion closely in line with our goal to become a global leading provider for smart lighting solutions. Based on the development of new products, popular products and smart projects, our research and development focused on the demand of front-end markets to boost our terminal sales. During the Period under Review, the Group successfully developed 12 new commercial lighting products series, and closely followed the performance of new products, among which, the sales of NLED401 LED lamp holders and NLED100 LED ceiling spotlights ranked top 10 among commercial lighting products. In addition, the UFO light series, self-developed and designed by the Group, won the 2019 German Red Dot Award, which is an authoritative evidence of the Group's research and development strength. In the home lighting sector, based on its design philosophy of making quality products, the Branch Light Research Institute of the Group has completed 162 self-designed solutions for household products, while the Modern Light Research Institute has completed 98 self-designed solutions for household products during the Period under Review. Meantime, in the smart home lighting sector, the Group continued to promote its cooperation with Alibaba Artificial Intelligence Lab, Huawei, Hangzhou Research Institute of China Mobile, Google and Amazon in the IoT ecology, with an aim to strengthen the research and development of mid- and high-end smart home lighting solutions and accelerate the layout of smart lighting. In the 16th World International Brand Conference hosted by the World Brand Lab, the Group ranked first in the lighting industry brand for eight consecutive years with the brand value of RMB32.695 billion, which further improved the Group's brand reputation.

產品研發及品牌榮譽

於回顧期內，本集團圍繞全球領先的智慧照明解決方案服務商的目標進行產品研發和品牌推廣。研發工作以新品開發、打造爆品及推進智慧項目為主線，聚焦前端市場需求以助力終端銷量增長。本集團於回顧期內成功開發商業照明新品12個系列產品，並重點跟進新品上市表現，其中NLED401系列LED燈盤及NLED100系列LED天花射燈躍居商業照明產品銷量前十。此外，由本集團自主研發設計的飛碟燈系列獲得「2019德國紅點獎」，是本集團研發實力的權威印證。而家居照明領域則堅持鍛造精品的設計理念，於回顧期內枝型燈研究所共完成自主設計家居產品方案162套，現代燈研究所共完成自主設計家居產品方案98套。同時，在智慧家居照明領域，本集團繼續推進與阿里人工智慧實驗室、華為、中移杭研、Google、Amazon等的物聯網生態合作，強化中高端智慧家居照明解決方案研發，加快了智慧照明的佈局。在由世界品牌實驗室主辦的第十六屆「世界品牌大會」上，本集團以人民幣326.95億元的品牌價值再次榮登照明行業品牌榜首，連續八年蟬聯行業第一，品牌美譽度持續提升。

Management Discussion and Analysis

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Future Prospects

In August 2019, the Company entered into a strategic cooperation with KKR, an international investment firm, in which KKR will hold 70% equity interests in the PRC lighting business, while the Group will hold the remaining 30% equity interests. KKR will, through investment, support the PRC lighting business to improve performance and create value, while the Group will receive cash consideration to pay back shareholders and develop overseas markets, and both parties will achieve win-win development. Such disposal is a key step for the Group's strategic transformation and business optimization, and is expected to contribute to the continuous expansion of overseas businesses.

Meanwhile, the Group will continue to make efforts over its existing channels and businesses. As for retail channels in North America, as a strategic supplier of the world's leading building material retailers, the Group will continue to maintain its characteristics and advantages of pioneering innovation and quick response, to ensure the supply of quarterly new products. Meanwhile, the Group will coordinate the development of new products with existing products, and further deepen and expand its product lines. In terms of commercial channels, the Group will adhere to the market positioning of providing highly cost-effective products, reorganize the sales team and streamline the sales agency hierarchy to enhance the overall profitability. In terms of product development, the Group will thoroughly analyse the existing product lines and focus on improving and expanding those profitable and market-leading product lines in existing product lines. In the Japanese market, while continuing to expand our consumer-oriented B2C business, we will gradually expand distributor-oriented B2B channels and introduce developed product lines, thus comprehensively enhancing our business in the Japanese market. In the Middle East market, the Group will continue to increase its resource investment in the Middle East and North Africa so as to enhance its acquisition of large and medium-sized projects. Meantime, the Group will upgrade the image and products of existing exclusive outlets in countries of the Gulf Region to enhance their ability to acquire small projects. The Middle East office will focus on the development of large projects and regional distributors in North Africa and the Levant region to improve the Group's sales network throughout the Middle East and North Africa. In the Southeast Asian market, we will continue to deepen sales channels in Indonesia, and explore a successful Indonesian model which will be reproduced in Vietnam and Cambodia.

未來展望

於2019年8月，本公司與國際投資機構KKR達成戰略合作，KKR將持有中國照明業務70%股權，而本集團將持有剩餘30%股權，KKR將通過投資協助中國照明業務提升業績並創造價值，而本集團將獲得現金代價以回報股東及發展海外市場，雙方將實現共贏發展。該出售業務是本集團戰略轉型和業務優化的關鍵一步，預期將為持續拓展海外業務提供增長動力。

同時，本集團也將繼續深耕現有渠道及業務。在北美零售渠道，作為全球建材零售龍頭企業的戰略供應商，本集團將繼續保持創新領先、快速反應的特點和優勢，確保季度新品的供應，同時將新品與現有產品進行協調發展，將產品線做深做廣。在商用渠道方面，本集團將堅持產品性價比較高的市場定位，重新梳理銷售隊伍，縮減銷售代理層級以提升整體盈利能力。在產品開發上，本集團將徹底梳理現有產品線，重點完善、擴大現有產品線中利潤好、領先市場的產品線的擴展。在日本市場，在持續擴大面向消費者的B2C業務的同時，逐步擴展面向經銷商的B2B渠道，並逐步導入成熟產品線，以全面提升日本市場業務。在中東市場，本集團將繼續加大在中東與北非地區的資源投入以提升大中型項目的獲取能力，同時將對海灣國家現有專賣店進行形象和產品升級，提升店面獲取小型項目的能力。中東辦事處將聚焦對北非與黎凡特地區的大項目和區域經銷商的開發，以盡快完善本集團在整個中東與北非地區的銷售網路佈局。而東南亞市場將繼續深耕印尼銷售渠道，做好印尼模式的探索，成功後複製到越南、柬埔寨等市場。

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In terms of internal management, the Group will continue to adhere to the established policy of reducing cost and improving efficiency, and improve the overall operation of the Group through adjusting and optimizing organizational structure, promoting refined management and innovating technological process. Meanwhile, the Group will also accelerate the overall arrangement for smart lighting and explore peripheral digital products in relation to lighting. In other words, the Group will focus on the combination of non-pure lighting and artificial intelligence, develop innovative products by using innovative technologies, and concentrate on researching technically innovative products and application in relation to intelligence and lighting environment, so as to provide more consumers with matched smart lighting solutions.

The Group's Main Products

The Group focuses on developing creative R&D capability, provides customers with professional LED lighting integrated optimization solutions, and aims to promote the national energy-saving and emission-reduction scheme and develop green lighting industry to propel sustainable, healthy and well-regulated growth on LED lighting industry. The revenue generated from LED lighting products accounts for about 90% of the Group's total sales revenue during the Period under Review.

在內部管理上，本集團將繼續堅持既定的降成本及提效率方針，通過調整優化組織結構、推進精細化管理及技術工藝創新等舉措配合改善本集團整體營運水準。同時，本集團也將加快智慧照明佈局，探索照明周邊相關的數碼產品，即圍繞非純照明與人工智慧結合，利用創新科技研發創新的產品，重點研究智慧與光環境關聯的技術創新產品和應用，為更多消費者提供配套的智慧照明解決方案。

本集團主要產品

本集團致力於打造創新性研發能力，為客戶提供專業的LED照明集成式優化解決方案，並以推進國家節能減排，發展綠色照明環保產業為使命，推進LED照明產業持續、健康、有序的發展。於回顧期內，LED照明產品的收入佔本集團總銷售收入的90%左右。

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Currently, the Group is mainly engaged in research and development, production and sale of commercial and home lighting luminaire products, lamp products, lighting electronic products and other products, and provides distributors and project customers with products and services in the form of own NVC brand + ODM. In the future, the Group will gradually transform itself to a channel service-oriented enterprise and focus on the development of overseas markets. Main commercial lighting luminaire products of the Group include downlights, ceiling lights, spotlights, ceiling lamps, panel lights, high bay lights, lamp panels, batten lights, flood lights, wall lights, street lights and emergency lights series, which can be widely used in the domestic and international large conference halls, hotels, supermarkets, offices, landed properties, roads and airports, etc. Main home lighting luminaire products of the Group include aluminum lights, candle lights, wrought iron lights, flat-panel low-voltage lights, brass lights, Acrylic lights, etc., which can be widely used in the living room, dining room, bedroom, children's room, kitchen, bathroom, balcony and many other indoor applications. Main lamp products of the Group include strip lights, energy-saving lamps and energy-saving lamp tubes. Lighting electronic products and other products of the Group include driving power, electronic ballasts, bath heaters, ventilators and integrated ceiling lights.

目前本集團主要從事商業照明燈具、家居照明燈具、光源、照明電器及其他產品的研發、生產和銷售，並採用自有雷士品牌+ODM的形式為廣大經銷商及工程客戶提供產品及服務，未來本集團將逐步轉型為渠道服務型企業並重點發展海外市場。本集團的商業照明燈具的主要產品包括筒燈、天花燈、射燈、吸頂燈、面板燈、高棚燈、燈盤、支架、投光燈、壁燈、路燈及消防應急燈系列產品，主要的應用場所包括國內外大型會場、酒店、商超、寫字樓、地產、道路、機場等；家居照明燈具的主要產品包括鋁材燈、蠟燭燈、鐵藝燈、平板低壓燈、全銅燈及亞克力燈等，涵蓋客廳、餐廳、臥室、兒童房、廚衛、陽台等多個室內應用場所。光源產品主要是燈帶、節能燈及節能燈管；照明電器及其他包含驅動電源、電子鎮流器、浴霸、排氣扇及集成吊頂等。

Samples of Main Products of Commercial Lighting Luminaire: 商業照明燈具主要產品示例：



Downlight Series
筒燈系列



Ceiling Light Series
天花燈系列



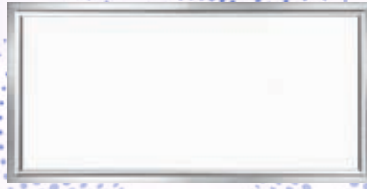
Multiple Light Series
格柵射燈系列

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Ceiling Lamp Series
吸頂燈系列



Panel Light Series
面板燈系列



High Bay Light Series
高棚燈系列



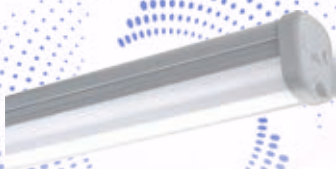
Track Light Series
軌道射燈系列



Flood Light Series
投光燈系列



Wall Light Series
壁燈系列



Batten Light Series
支架系列



Lamp Panel Series
燈盤系列



Street Light Series
路燈系列



Emergency Light Series 1
消防應急系列一



Emergency Light Series 2
消防應急系列二

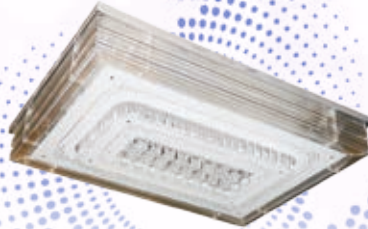
Management Discussion and Analysis

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Samples of Main Products of Home Lighting Luminaire:
家居照明燈具主要產品示例：



Aluminum Light Series
鋁材燈系列



Flat-panel Low-voltage Light Series
平板低壓燈系列



Candle Light Series
蠟燭燈系列



Brass Light Series
全銅燈系列



Wrought Iron Light Series
鐵藝燈系列



Acrylic Light Series
亞克力燈系列

Samples of Lamp Products:
光源產品示例：



Bulb Lamp Series
球泡燈系列



Candle Lamp Series
蠟燭燈系列



Spiral Energy-saving Lamp Series
螺旋節能燈系列

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Energy-saving
Lamp Tube Series
節能燈管系列

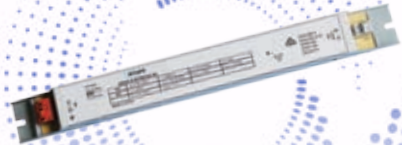


Strip Light
燈帶

Samples of Lighting Electronic Products and Others: 照明電器及其他產品示例：



American Standard
LED Drive Series
美標LED驅動電源系列



European Standard
LED Drive Series
歐標LED驅動電源系列



Electronic Ballast Series
電子鎮流器系列



Ventilator Series
換氣扇系列



Bath Heater Series
浴霸系列



Integrated Ceiling Light Series
集成吊頂系列

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Financial Review

Sales Revenue

Sales revenue represents the invoiced value of goods sold, after allowances for returns and trade discounts. During the Period under Review, the sales revenue of the Group amounted to RMB2,696,922,000, representing an increase of 36.6% as compared with the Corresponding Period.

With the continuous development of our businesses, the product segment classification of luminaire products, lamp products and lighting electronic products as originally disclosed was not suitable for the existing scope of business, so we no longer classify sales revenue by product segment. For business management need and the nature of business units based on the products and market, the Group reclassified the reporting operating segments as follows:

Revenue by geographical locations, NVC brand sales and non-NVC brand sales

The table below sets forth the sales revenue by geographical locations, NVC brand products and non-NVC brand products and the growth rate of each item. Our non-NVC brand products primarily consist of ODM products.

財務回顧

銷售收入

銷售收入指已售貨物的發票價值，經扣除退貨和折扣的淨額。回顧期內，本集團取得銷售收入為人民幣2,696,922千元，較同期增長36.6%。

隨著本集團業務的不斷拓展，原先披露的燈具、光源及照明電器產品分部分類法已不適用現有的業務範圍，因此銷售收入不再按產品分部劃分。出於經營管理需要及其產品和市場組成業務單元的性質，本集團重新劃分以下報告業務分部：

按地理位置及雷士品牌與非雷士品牌銷售劃分的收入

下表載列按地理位置及雷士品牌產品和非雷士品牌產品劃分的銷售收入及各項目的增長率。我們的非雷士品牌產品主要由ODM產品組成。

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管理層討論與分析

		Six months ended 30 June 截至6月30日止6個月		
		2019 2019年 RMB'000 千人民幣	2018 2018年 RMB'000 千人民幣	Growth rate (%) 增長率(%)
Sales revenue from PRC	來自中國的銷售收入			
NVC brand	雷士品牌	1,655,598	1,213,938	36.4%
Non-NVC brands	非雷士品牌	141,238	133,967	5.4%
<i>Subtotal</i>	<i>小計</i>	1,796,836	1,347,905	33.3%
Sales revenue from international market	來自國際市場的銷售收入			
NVC brand	雷士品牌	86,472	93,595	(7.6%)
Non-NVC brands	非雷士品牌	813,614	532,436	52.8%
<i>Subtotal</i>	<i>小計</i>	900,086	626,031	43.8%
Total	合計	2,696,922	1,973,936	36.6%

During the Period under Review, the sales from the PRC increased by 33.3%, of which the sales of NVC brand increased by 36.4%, mainly due to the revenue contribution from the newly acquired e-commerce business; the sales of the non-NVC brand increased by 5.4%, mainly due to the rise in the number of sales orders for non-NVC brand LED lighting sources and lighting electronic products; the international sales increased by 43.8%, of which the sales of the NVC brand decreased by 7.6%, mainly due to the fluctuation of international economy and the decrease in main customers' demands, while the sales of the non-NVC brand grew by 52.8% as compared with the Corresponding Period, mainly due to the revenue contribution from the newly acquired Elec-Tech business, which is expected to become an important sales growth point in the international market.

於回顧期內，中國銷售增長33.3%，其中雷士品牌銷售增長36.4%，主要是新收購的電商業務帶來的收入貢獻；非雷士品牌銷售增長5.4%，主要得益於非雷士品牌LED光源及照明電器產品銷售訂單的提升；國際銷售增長43.8%，其中雷士品牌下降7.6%，主要是國際經濟波動以及主要客戶需求的減少所致；而非雷士品牌與同期比較增長52.8%，主要是新收購的怡達業務的收入貢獻，預期將成為國際市場重要的銷售增長點。

Management Discussion and Analysis

管理層討論與分析

Cost of Sales

Cost of sales mainly consists of the cost of raw materials, outsourced manufacturing costs, direct and indirect labor costs and indirect costs. Major raw materials of the Group include iron, aluminum and alloys, fluorescent powder, glass tubes, electronics components and LED packaged chips. Outsourced manufacturing costs primarily include the cost of purchased semi-finished products used in the production of our products and finished products produced by other manufacturers. Indirect costs primarily include water, electricity, depreciation and amortisation and others. The table below sets forth the composition of our cost of sales:

銷售成本

銷售成本主要包括原材料成本、外包生產成本、直接和間接勞工成本及間接費用。本集團的主要原材料包括鐵、鋁及合金、螢光粉、玻璃管、電子元器件以及LED封裝芯片等。外包生產成本主要包括採購其他製造商生產的用於我們的產品生產的半成品以及成品的成本。間接費用成本主要包括水、電、折舊和攤銷以及其他。下表列示銷售成本的組成：

Six months ended 30 June

截至6月30日止6個月

		2019 2019年		2018 2018年	
		RMB' 000 千人民幣	Percentage in revenue (%) 佔收入比例(%)	RMB' 000 千人民幣	Percentage in revenue (%) 佔收入比例(%)
Raw materials (including outsourced manufacturing costs)	原材料 (含外包生產成本)	1,591,058	59.0%	1,248,792	63.3%
Labor costs	勞工成本	132,147	4.9%	129,438	6.6%
Indirect costs	間接費用	72,063	2.7%	53,055	2.7%
Total cost of sales	銷售成本合計	1,795,268	66.6%	1,431,285	72.5%

During the Period under Review, the cost of sales as a percentage in revenue decreased from 72.5% to 66.6%, while the corresponding gross profit margin increased from 27.5% to 33.4%, mainly due to, on the one hand, the impact of the acquisition of subsidiaries, which resulted in an increase in the overall gross profit margin as a result of the increase in the proportion of e-commerce products with high gross profit margins, and on the other hand, the performance of the Group's continuous efforts in reducing cost, as well as the combined effect of the structural change of product sales.

回顧期內，銷售成本佔收入的百分比從72.5%下降至66.6%，相應的毛利率從27.5%上升至33.4%，一方面是收購附屬公司的影響，毛利率高的電商產品佔比提升導致綜合毛利率上升；另一方面主要是本集團持續推行的降本取得良好成效以及產品銷售結構變動的綜合影響。

Management Discussion and Analysis

管理層討論與分析

Gross Profit and Gross Profit Margin

Gross profit is calculated as the net value of sales revenue less cost of sales.

During the Period under Review, gross profit of sales of the Group was RMB901,654,000, representing an increase of 66.2% as compared with the Corresponding Period, and gross profit margin of sales increased from 27.5% to 33.4%. The gross profit and gross profit margin by segments are shown as follows:

The table below shows the gross profit and gross profit margin by geographical locations and NVC brand products and non-NVC brand products for the periods indicated:

毛利及毛利率

毛利指銷售收入減去銷售成本後的淨額。

回顧期內，本集團實現銷售毛利為人民幣901,654千元，較同期增長66.2%，銷售毛利率從27.5%上升至33.4%。各分部的毛利及毛利率列示如下：

下表列示所示期間的按地理位置及雷士品牌產品及非雷士品牌產品劃分的毛利及毛利率：

		Six months ended 30 June 截至6月30日止6個月			
		2019 2019年		2018 2018年	
		Gross Profit		Gross Profit	
		RMB' 000	Margin (%)	RMB' 000	Margin (%)
		千人民幣	毛利率(%)	千人民幣	毛利率(%)
Gross profit from PRC sales:	中國銷售產生的毛利：				
NVC brand	雷士品牌	628,215	37.9%	431,720	35.6%
Non-NVC brands	非雷士品牌	29,739	21.1%	22,535	16.8%
<i>Subtotal</i>	<i>小計</i>	657,954	36.6%	454,255	33.7%
Gross profit from international sales:	國際銷售產生的毛利：				
NVC brand	雷士品牌	25,987	30.1%	29,607	31.6%
Non-NVC brands	非雷士品牌	217,713	26.8%	58,789	11.0%
<i>Subtotal</i>	<i>小計</i>	243,700	27.1%	88,396	14.1%
Total	合計	901,654	33.4%	542,651	27.5%

Management Discussion and Analysis

管理層討論與分析

During the Period under Review, gross profit margin from PRC sales increased from 33.7% to 36.6%, mainly due to the positive impact of the higher gross profit margin from newly acquired e-commerce business, the structural change of product sales and the overall cost reduction. Gross profit margin from international sales increased from 14.1% to 27.1%, mainly due to the combined effect of the gross profit contribution from the acquisition of Elec-Tech business and the gradual entry of LED lighting products with higher gross profit margin into our main customer channels during the Period under Review.

Other Income and Gains

Our other income and gains mainly consist of rental income, fair value gain of derivative component of convertible bonds, logistic income, government grants and interest income (the breakdown of other income and gains is provided in note 5 to the interim condensed consolidated financial statements on page 85 of this report). We received various types of government grants in the form of tax subsidies and incentives for research and development activities and expansion of production capacity of energy-saving lamp. Government subsidies are provided by relevant authorities at their discretion, and may not be recurring in nature. During the Period under Review, other income and gains decreased to RMB77,449,000 as compared with the Corresponding Period, which was mainly due to gain on fair value change of the derivative component of convertible bonds of RMB75,138,000 in the Corresponding Period. No such gain incurred during the Period under Review as the convertible bonds were fully converted into Shares of the Company in 2018.

Selling and Distribution Costs

Our selling and distribution costs mainly consist of freight costs, advertising and promotion expenses, staff costs and other costs including office expenses, custom clearance expenses, travelling expenses, depreciation and amortisation, insurance fees and other miscellaneous costs.

於回顧期內，中國銷售產生的毛利率從33.7%上升至36.6%，主要為新收購的電商業務毛利率較高、產品銷售結構變動以及全面降本帶來的積極影響；國際銷售產生的毛利率從14.1%上升到27.1%，主要是收購怡達業務帶來的毛利貢獻以及回顧期內毛利率較高的LED照明產品逐步進入主要客戶渠道等的綜合影響。

其他收入及收益

我們的其他收入及收益主要包括租金收入、可換股債券衍生工具部份公允價值收益、物流收入、政府補助及利息收入等（其他收入及收益的組成請參照本報告第85頁之中期簡明合併財務報表附註5）。同時我們收到各種作為稅收補貼以及鼓勵進行科技研發和擴大節能燈產能的政府補助。這些政府補助由相關機構酌情發放，未必屬於經常性。回顧期內，其他收入及收益較同期下降至人民幣77,449千元，主要是同期可換股債券衍生工具部份公允價值變動收益為人民幣75,138千元。由於可換股債券已於2018年全數轉換為本公司股份，故於回顧期內並無該等收益產生。

銷售及分銷費用

我們的銷售及分銷費用主要包括運費、宣傳和推廣費、員工成本和其他費用，包括辦公費、報關費、交通費、折舊和攤銷、保險費和其他雜項。

Management Discussion and Analysis

管理層討論與分析

During the Period under Review, our selling and distribution costs were RMB386,323,000, representing an increase of 115.5% as compared with the Corresponding Period. The increase was mainly due to the increase in the staff cost, network platform commission and warehouse and installing fee resulting from the acquisition of subsidiaries. Our selling and distribution costs as a percentage in revenue increased from 9.1% to 14.3%.

Administrative Expenses

Our administrative expenses mainly consist of staff costs, amortisation and depreciation, research and development expenses, office expenses and other expenses including tax expenses, audit fees, other professional fees, impairment on other receivables and other miscellaneous expenses. These taxes mainly include land use tax and stamp duty in connection with our administrative functions.

During the Period under Review, our administrative expenses were RMB814,104,000, representing an increase of 394.1% as compared with the Corresponding Period. The increase was mainly due to the impairment on trade and other receivables amounting to RMB576,423,000, which mainly arose from the disposal of a subsidiary during the Period under Review and the increase in the staff cost and amortisation and depreciation resulting from the acquisition of subsidiaries. Our administrative expenses as a percentage in revenue increased from 8.3% to 30.2%.

Other Expenses

Other expenses mainly consist of loss on modification of terms and extension of maturity of convertible bonds, losses on disposal of property, plant and equipment, donations and other miscellaneous expenses. During the Period under Review, other expenses decreased to RMB21,591,000 as compared with the Corresponding Period, which was mainly due to a loss of RMB78,387,000 on modification of terms and extension of maturity of convertible bonds during the Corresponding Period. No such loss incurred during the Period under Review as the convertible bonds were fully converted into Shares of the Company in 2018.

回顧期內，我們的銷售及分銷費用較同期增長115.5%，達人民幣386,323千元，主要是由於收購附屬公司所導致的員工成本、網絡平台佣金及倉儲安裝費等上升所致。我們的銷售及分銷費用佔收入的比例由9.1%上升至14.3%。

管理費用

管理費用主要包括員工成本、攤銷和折舊、研發費、辦公費用及其他費用，其他費用主要包括稅項、審計費、其他專業費用、其他應收賬款減值和其他雜項。這些稅項主要包括與我們的行政部門有關的土地使用稅和印花稅。

回顧期內，我們的管理費用較同期增長394.1%，達人民幣814,104千元，該增長主要是貿易及其他應收賬款減值人民幣576,423千元，主要是由於回顧期內出售一家附屬公司所致，以及收購附屬公司所導致的員工成本及折舊攤銷等的增加。我們的管理費用佔收入的比例由8.3%上升至30.2%。

其他費用

其他費用主要包括可換股債券條款變更延期產生的損失、處置物業、廠房及設備的損失、捐贈支出和其他雜項開支。回顧期內，其他費用較同期下降至人民幣21,591千元，主要是由於同期可換股債券條款變更及延期產生的損失為人民幣78,387千元。由於可換股債券已於2018年全數轉換為本公司股份，故於回顧期內並無該等虧損產生。

Management Discussion and Analysis

管理層討論與分析

Finance Costs

Finance costs represent interests on bank loans, interest from lease liabilities, interest expenses on convertible bonds and other interest expenses.

Share of Results of Associates

This item represents the Group's share of net profits or net losses in the associates during the Period under Review.

Gain on Disposal of a Subsidiary

During the Period under Review, the Company disposed of its entire interest in NVC Lighting (China) Co., Ltd. ("NVC China"), a subsidiary of the Company to an independent third party at a consideration of RMB100,000 and recorded a gain of RMB761,273,000. The net carrying liabilities of the subsidiary before the disposal was RMB761,173,000.

Income Tax

During the Period under Review, the Group's income tax amounted to RMB90,444,000, representing a decrease of 27.4% as compared with the Corresponding Period. It is mainly due to the effect of deferred income tax of the Corresponding Period arising from potential distribution of the unremitted distributable earnings by the Company's subsidiaries in the PRC to the Company.

財務費用

財務費用為銀行貸款利息、租賃負債利息、可換股債券利息開支及其他利息支出。

應佔聯營公司業績

本項反映回顧期內本集團在聯營公司中享有的淨利潤或承擔的淨虧損份額。

出售一家附屬公司收益

回顧期內，本公司以人民幣100千元的代價將一家附屬公司雷士照明(中國)有限公司(「雷士中國」)的全部權益出售予獨立第三方，並錄得處置收入人民幣761,273千元，出售前該附屬公司的賬面淨負債為人民幣761,173千元。

所得稅

回顧期內，本集團所得稅達人民幣90,444千元，較同期下降27.4%，主要是同期遞延所得稅的影響，該遞延所得稅是由本公司於中國的附屬公司擬向本公司分配未匯出可分配盈利引起的。

Management Discussion and Analysis

管理層討論與分析

Profit for the Period (including Profit Attributable to Non-controlling Interests)

Due to the factors mentioned above, our net profit for the period (including profit attributable to non-controlling interests) was RMB393,216,000 during the Period under Review.

本期利潤（包括非控制性權益應佔部份）

由於上述因素，回顧期內我們本期淨利潤（包括非控制性權益應佔部份）為人民幣393,216千元。

Exchange Differences on Translation of Foreign Operations

During the Period under Review, our exchange differences on translation of foreign operations were RMB18,079,000. These exchange differences primarily arose from the translation of the financial statements of the Company and its overseas subsidiaries which are denominated in foreign currencies.

換算海外業務產生的匯兌差額

回顧期內，換算海外業務產生的匯兌差額為人民幣18,079千元，此匯兌差額主要是以外幣計價的本公司及其海外附屬公司財務報表的換算造成。

Profit Attributable to Owners of the Parent for the Period

Due to the factors mentioned above, profit attributable to owners of the parent for the period was RMB374,281,000 during the Period under Review.

母公司擁有人應佔的本期利潤

由於上述因素，回顧期內母公司擁有人應佔的本期利潤為人民幣374,281千元。

Profit Attributable to Non-controlling Interests for the Period

During the Period under Review, profit attributable to non-controlling interests for the period was RMB18,935,000.

非控制性權益應佔的本期利潤

回顧期內，非控制性權益應佔的本期利潤為人民幣18,935千元。

Management Discussion and Analysis

管理層討論與分析

Cash Flow and Liquidity

Cash Flows

The table below sets out selected cash flow data from our consolidated statement of cash flows.

現金流量及流動性

現金流量

下表載列從我們的合併現金流量表中節選的現金流量數據。

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣	2018 2018年 RMB' 000 千人民幣
Net cash flows generated from operating activities	經營活動所得現金流量淨額	354,006	154,130
Net cash flows generated from/(used in) investing activities	投資活動所得／(所用)現金流量淨額	287,582	(785,463)
Net cash flows used in/(generated from) financing activities	融資活動(所用)／所得現金流量淨額	(792,523)	350,744
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(150,935)	(280,589)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	912,998	1,265,589
Effect of foreign exchange rate changes, net	匯率變動影響淨額	1,257	6,040
Cash and cash equivalents as stated in the statement of financial position and cash flows	於財務狀況表及現金流量表中呈列的現金及現金等價物	763,320	991,040

As at the end of the Period under Review, the cash and bank balances of the Group were mainly denominated in RMB, HK\$, GBP, BRL and US\$. The RMB is not freely convertible into other currencies, however, under Mainland China's Regulations on the Management of Foreign Exchanges and Administration of Settlement, Sale and Payment of Foreign Exchange Provisions, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於回顧期末，本集團的現金及銀行結餘主要以人民幣、港元、英鎊、巴幣及美元計值。人民幣不可自由轉換為其他貨幣。然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

Management Discussion and Analysis

管理層討論與分析

Liquidity

Net current assets and working capital sufficiency

The table below sets out our current assets, current liabilities and net current assets as at the end of the Period under Review.

流動性

淨流動資產及營運資金的充足性

下表列示我們於回顧期末的流動資產、流動負債及淨流動資產。

		30 June 2019 2019年 6月30日 RMB'000 千人民幣	31 December 2018 2018年 12月31日 RMB'000 千人民幣
CURRENT ASSETS	流動資產		
Inventories	存貨	704,765	683,524
Trade and bills receivables	貿易及票據應收賬款	1,431,517	1,504,176
Prepayments, deposits and other receivables	預付款、保證金及其他應收賬款	331,028	361,313
Income tax recoverable	預付所得稅	1,458	568
Other current assets	其他流動資產	33,857	45,014
Financial assets held for trading	交易性金融資產	32,582	44,190
Restricted bank balances and short-term deposits	受限制的銀行餘額及短期存款	244,626	677,502
Cash and cash equivalents	現金及現金等價物	763,320	912,998
Sub-total current assets	流動資產小計	3,543,153	4,229,285
CURRENT LIABILITIES	流動負債		
Trade and bills payables	貿易及票據應付賬款	1,470,113	1,385,298
Other payables and accruals	其他應付賬款及預提費用	741,311	1,324,472
Interest-bearing loans and borrowings	計息貸款及借款	489,370	1,064,924
Lease liabilities	租賃負債	25,039	-
Government grants	政府補助	561	1,612
Income tax payable	應付所得稅	228,563	187,168
Derivative financial instruments	衍生金融工具	-	10,689
Sub-total current liabilities	流動負債小計	2,954,957	3,974,163
NET CURRENT ASSETS	淨流動資產	588,196	255,122

Management Discussion and Analysis

管理層討論與分析

As at 30 June 2019 and 31 December 2018, the total net current assets of the Group amounted to RMB588,196,000 and RMB255,122,000 respectively, and the current ratio was 1.20 and 1.06, respectively. In light of our current liquidity position, the unutilised banking facilities available to the Group and our projected cash inflows generated from operations, the Directors believe that we have sufficient working capital for our present requirements and for the next 12 months.

Capital Management

The following table presents our gearing ratios as at the end of the Period under Review.

於2019年6月30日和2018年12月31日，本集團的淨流動資產總額分別為人民幣588,196千元和人民幣255,122千元，流動比率分別為1.20和1.06。鑒於我們目前的流動性狀況、本集團在銀行尚未使用的信貸餘額以及預期因經營而產生的現金，董事認為我們擁有充足的營運資金來應付目前及未來12個月的資金需求。

資本管理

下表呈列我們於回顧期末的資本負債比率。

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣	31 December 2018 2018年 12月31日 RMB' 000 千人民幣
Interest-bearing loans and borrowings	計息貸款及借款	489,370	1,064,924
Total debt	債務合計	489,370	1,064,924
Less: cash and cash equivalents and short-term deposits	減：現金及現金等價物及短期存款	(1,007,946)	(1,590,500)
Net debt	淨債務	N/A 不適用	N/A 不適用
Total equity attributable to owners of the parent	母公司擁有人應佔總權益	3,462,463	3,286,696
Gearing ratio	資本負債比率	N/A 不適用	N/A 不適用

Management Discussion and Analysis

管理層討論與分析

The primary goal of our capital management is to maintain the stability and growth of our financial position. We regularly review and manage our capital structure and make corresponding adjustments, after taking into consideration changes in economic conditions, our future capital requirements, prevailing and projected profitability and operating cash flows, projected capital expenditures and projected strategic investment opportunities. We manage our capital by monitoring our gearing ratio (which is calculated as net debt divided by the total equity attributable to owners of the parent). Net debt is the balance of interest-bearing loans and borrowings less cash and cash equivalents and short-term deposits.

Inventories

The balance of inventories represented our balance of stock of raw materials, work in progress and finished goods as at the end of the Period under Review. We monitor our inventories on a regular basis. During the Period under Review, turnover of average inventories (in days) (average inventories equal to the inventories at the beginning of the period plus inventories at the end of the period (after provision), divided by two. Turnover of average inventories (in days) equals to the average inventories divided by the cost of sales and then multiplied by 180) was 61.4 days, while it was 59.4 days in the Corresponding Period. More details about the inventories are provided in note 13 to the interim condensed consolidated financial statements on page 93 of this report.

我們資本管理的主要目標是保持公司財務狀況的穩定性及增長。我們定期審查並管理我們的資本結構，並在考慮經濟狀況的轉變、未來資本需要、當前及預期的盈利能力及營運現金流量、預期資本支出及預期策略性投資機會後作出相應的調整。我們透過監控公司的資本負債比率（淨債務除以母公司擁有人應佔總權益）來管理資本。淨債務為計息貸款以及借款扣除現金及現金等價物及短期存款之餘額。

存貨

存貨結餘指本集團在回顧期末的原材料、在製品及產成品庫存餘額。本集團對存貨進行定期監控。於回顧期內，平均存貨週轉天數（平均存貨等於期初存貨加上期末存貨（減去存貨跌價準備後）除以二。平均存貨週轉天數等於平均存貨除以銷售成本，然後乘以180）為61.4天，而同期為59.4天。有關存貨的詳細情況請參照本報告第93頁的中期簡明合併財務報表附註13。

Management Discussion and Analysis

管理層討論與分析

Trade and Bills Receivables, Prepayment, Deposits and Other Receivables

Trade receivables of the Group represented proceeds receivable mainly from sale of goods. The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance is normally required. The credit periods generally range from 30 to 180 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balance. Overdue interests of several trade receivables are calculated at an annual interest rate of 12%.

During the Period under Review, turnover of average trade and bills receivables (in days) (average gross trade and bills receivables equal to the trade and bills receivables at the beginning of the period plus trade and bills receivables at the end of the period (before provision), divided by two. Turnover of average trade and bills receivables (in days) equals to the average trade and bills receivables divided by revenue and then multiplied by 180) was 95.9 days, while it was 116.5 days in the Corresponding Period. More details about the trade and bills receivables, prepayment, deposits and other receivables are provided in note 14 to the interim condensed consolidated financial statements on page 93 to page 96 of this report.

貿易及票據應收賬款、預付款、保證金及其他應收賬款

本集團的貿易應收賬款主要來自貨物銷售的應收所得款項。本集團與客戶之間主要通過信用交易，但新客戶一般需要提前支付。主要客戶的信用期限一般介於30天至180天不等。每位主要客戶均設置最高信用限額。本集團尋求對其未結清應收賬款維持嚴格監控，並已建立一個信用控制部門以將信用風險降至最低。高級管理人員定期複核逾期結餘。鑒於上述情況及本集團貿易應收賬款與大量分散客戶有關，信用風險的集中度並不高。本集團並無就其貿易應收賬款結餘持有任何抵押品或採取其他信用增級。若干貿易應收賬款的逾期利息以年利率12%計算。

於回顧期內，平均貿易及票據應收賬款週轉天數（平均貿易及票據應收賬款總額等於期初貿易及票據應收賬款加上期末貿易及票據應收賬款（扣除撥備前）除以二。平均貿易及票據應收賬款週轉天數等於平均貿易及票據應收賬款除以收入，然後乘以180）為95.9天，而同期為116.5天。有關貿易及票據應收賬款、預付款、保證金及其他應收賬款的詳細情況請參照本報告第93頁至第96頁的中期簡明合併財務報表附註14。

Management Discussion and Analysis

管理層討論與分析

Trade and Bills Payables

During the Period under Review, turnover of average trade and bills payables (in days) (average trade and bills payables equal to trade and bills payables at the beginning of the period plus trade and bills payables at the end of the period, divided by two. Turnover of average trade and bills payables (in days) equals to average trade and bills payables divided by cost of sales and then multiplied by 180) was 120.9 days, while it was 110.8 days in the Corresponding Period. More details about the trade and bills payables are provided in note 15 to the interim condensed consolidated financial statements on page 97 of this report.

Interest-bearing Loans and Borrowings

More details about the interest-bearing loans and borrowings are provided in note 16 to the interim condensed consolidated financial statements on page 98 to page 99 of this report.

Convertible Bonds

More details about the Convertible Bonds are provided in note 17 to the interim condensed consolidated financial statements on page 99 to page 102 of this report.

Capital Expenditure

We funded our capital expenditure with cash generated from operations and bank loans and cash generated from issue of shares. Our capital expenditure is primarily related to expenditure on property, plant and equipment, prepaid land lease payments and other intangible assets. During the Period under Review, the Group's capital expenditure amounted to RMB66,388,000, mainly attributable to the increase in cost of leasehold improvements, machinery equipment, moulds and non-productive equipment.

貿易及票據應付賬款

於回顧期內，平均貿易及票據應付賬款週轉天數（平均貿易及票據應付賬款等於期初貿易及票據應付賬款加上期末貿易及票據應付賬款除以二。平均貿易及票據應付賬款週轉天數等於平均貿易及票據應付賬款除以銷售成本，然後乘以180）為120.9天，而同期為110.8天。有關貿易及票據應付賬款的詳細情況請參照本報告第97頁的中期簡明合併財務報表附註15。

計息貸款及借款

有關計息貸款及借款的詳細情況請參照本報告第98頁至第99頁的中期簡明合併財務報表附註16。

可換股債券

有關可換股債券的詳細情況請參照本報告第99頁至第102頁的中期簡明合併財務報表附註17。

資本支出

我們的資本支出來源為經營業務所產生的現金、銀行貸款所取得的現金以及發行股份所取得的現金。資本支出主要為有關物業、廠房及設備，預付土地租金及其他無形資產。回顧期內，本集團資本支出為人民幣66,388千元，主要是裝修費、機器設備、模具以及非生產設備的增加。

Management Discussion and Analysis

管理層討論與分析

Off-balance Sheet Arrangement

Except for the derivative financial liabilities in relation to forward exchange contracts as at 31 December 2018, as at 30 June 2019, we did not have any outstanding derivative financial instruments or off-balance sheet guarantees for outstanding loans. We did not engage in trading activities involving non-exchange traded contracts.

Capital Commitments

The details to capital commitments are provided in note 23 to the interim condensed consolidated financial statements on page 129 of this report.

Continuing Connected Transactions

During the Period under Review, the continuing connected transactions of the Group do not exceed the annual caps previously disclosed in the relevant announcements of the Company.

Mergers, Acquisitions, Investments and Disposals

On 23 May 2019, Huizhou NVC, a wholly-owned subsidiary of the Company, invested an amount of RMB900,000 to acquire the remaining 90% of the equity interests in Zhongshan Leiya Lighting Company Limited* ("Zhongshan Leiya"). Upon the completion of the acquisition, Zhongshan Leiya became a wholly-owned subsidiary of Huizhou NVC. Subsequently, Huizhou NVC contributed an additional capital amount of RMB5,000,000 to Zhongshan Leiya whose main business covers the development, production and sales of lighting luminaire products.

Save as disclosed above, the Group made no material acquisition, merger or sale of subsidiaries, associates and joint ventures during the Period under Review.

表外安排

除了於2018年12月31日的遠期外匯合同的衍生金融負債外，於2019年6月30日，我們概無任何已發行的衍生金融工具及未還貸款的表外擔保。我們概未從事涉及非交易所買賣合約的交易活動。

資本承諾

資本承諾詳細情況請參照本報告第129頁的中期簡明合併財務報表附註23。

持續關連交易

本集團於回顧期內的持續關連交易沒有超過本公司早前於相關公告中所披露的年度上限。

兼併、收購、投資及出售

於2019年5月23日，本公司全資附屬公司惠州雷士投資人民幣900千元收購中山市雷雅照明有限公司（「中山雷雅」）另外90%的股權，收購完成後，中山雷雅成為惠州雷士的全資附屬公司。隨後，惠州雷士向中山雷雅增資人民幣5,000千元，中山雷雅的主營業務為照明燈具產品的開發、生產和銷售等。

除上述披露之外，於回顧期內，本集團沒有進行重大附屬公司、聯營公司及合營公司的收購、兼併或出售。

Management Discussion and Analysis

管理層討論與分析

Use of Proceeds from the Global Offering

We did not use the proceeds from the Global Offering in a manner different from those set out in the prospectus of the Company dated 7 May 2010.

Other Significant Investment and Performance

Huizhou NVC, a wholly-owned subsidiary of the Company, entered into a partnership agreement with the general partner to establish a limited partnership. In April 2018, Huizhou NVC transferred its interests in this limited partnership to Zhuhai NVC Technology Company Limited, which is a wholly-owned subsidiary of the Company. Through the establishment of the limited partnership, the Company will be able to benefit from a wealth of attractive investment opportunities in the lighting industry and achieve economies of scale and synergies. For more details, please refer to the announcement of the Company dated 4 May 2016. During the Period under Review, the limited partnership has not yet commenced its external investment. The Company has entered into a share purchase agreement to intend to sell the limited partnership. For further details, please refer to “Management Discussion and Analysis - Events after the Period Under Review” of this report and the announcement of the Company dated 11 August 2019.

Loans and Guarantee

During the Period under Review, the Group did not grant any loans to any entities, nor did it offer any financial assistance to its associates or make any guarantee for the facilities granted to its associates.

During the Period under Review, the Group did not breach the terms of any loan agreement for loans which are significant to its operations.

全球發售取得資金的使用

我們沒有改變本公司於2010年5月7日刊發之招股說明書中規定的有關全球發售取得資金的用途。

其他重大投資及表現

本公司的全資附屬公司惠州雷士與普通合夥人訂立合夥協議成立有限合夥企業。於2018年4月，惠州雷士將其持有的該有限合夥企業權益轉讓予本公司的全資附屬公司珠海雷士科技有限公司。通過成立有限合夥企業，本公司將獲益於照明行業中具有吸引力之投資機會並實現規模經濟和協同效益。詳情請參照本公司2016年5月4日的公告。於回顧期內，該有限合夥企業尚未開始對外投資。本公司已簽訂購股協議擬出售該有限合夥企業，進一步詳情請參照本報告「管理層討論與分析－期後事項」一節及本公司日期為2019年8月11日的公告。

貸款及擔保

於回顧期內，本集團沒有向任何實體提供貸款，也沒有向其聯屬公司提供財務資助或為聯屬公司融資作出擔保。

於回顧期內，本集團未違反任何對自身業務運作影響重大的貸款之貸款協議。

Management Discussion and Analysis

管理層討論與分析

Events after the Period under Review

In July 2019, NVC Global Solutions Limited, a wholly-owned subsidiary of the Company, proposed to invest an amount of RMB5,000,000 to establish a wholly-owned subsidiary, NVC Overseas Corporation (Huizhou)* (怡迅(惠州)光電科技有限公司) (“NVC Overseas”). NVC Overseas is principally engaged in the development, production and sales of lighting products. As at the date of this report, the registered capital of NVC Overseas has not been fully paid.

In July 2019, NVC Global Solutions Limited, a wholly-owned subsidiary of the Company, invested an amount of SGD100 to acquire 100% of the equity of NVC Lighting & Electrical Technology Singapore Pte. Ltd. (“NVC Singapore”). NVC Singapore is a former subsidiary of Mr. WANG Dongming, a Director of the Company. Upon the completion of the acquisition, NVC Singapore is no longer a connected person of the Company. NVC Singapore is principally engaged in the development, production and sales of lighting luminaire products.

期後事項

於2019年7月，本公司全資附屬公司雷士國際(香港)有限公司擬投資人民幣5,000千元成立全資附屬公司怡迅(惠州)光電科技有限公司(「怡迅(惠州)」)，怡迅(惠州)的主營業務為照明產品的開發、生產和銷售等，截至本報告日，怡迅(惠州)之註冊資金尚未繳足。

於2019年7月，本公司全資附屬公司雷士國際(香港)有限公司出資100新幣收購新加坡雷士照明電氣技術有限公司(「新加坡雷士」)的100%股權，新加坡雷士原為本公司董事王冬明先生之附屬公司，收購完成後，新加坡雷士不再為本公司之關連人士。新加坡雷士的主營業務為照明燈具產品的開發、生產和銷售等。

Management Discussion and Analysis

管理層討論與分析

On 10 August 2019, the Company, LED Holdings Limited (“LED Holdings”), Brilliant Lights International Holding Pte. Ltd., Brilliant Lights Investment Pte. Ltd. (“Purchaser”) and KKR entered into a share purchase agreement (“Share Purchase Agreement”), pursuant to which the Company and LED Holdings have conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire three wholly-owned subsidiaries of the Company (“Target Companies”), which are principally engaged in the manufacturing, sales and distribution of commercial lighting products and home lighting products as well as e-commerce business in the Mainland China market under the “NVC” brand, with a valuation of 100% of the equity of the Target Companies of RMB5,559,010,897, subject to the terms of the Share Purchase Agreement. After the closing of the disposal (“Closing”), the Company and KKR will respectively indirectly hold 30% and 70% of the total equity interests in the Target Companies and the Target Companies will not be consolidated into the consolidated financial statements of the Group. Subject to, among other things, the approval of the shareholders of the Company at an extraordinary general meeting and the Closing, the Board intends to declare a special dividend of not less than HK\$0.9 per Share to the shareholders of the Company whose names appear on the register of members of the Company on a record date to be determined. Further details are contained in the announcement of the Company dated 11 August 2019.

Pledge of Assets

As at 30 June 2019, save for those disclosed elsewhere in these interim condensed consolidated financial statements, the following assets of the Group were pledged, as applicable:

- (1) As at 30 June 2019, right-of-use assets related to leasehold land with aggregate carrying amounts of RMB45,016,000 (31 December 2018: land-use rights with aggregate carrying amounts of RMB45,676,000) and certain buildings included in property, plant and equipment with aggregate carrying amounts of RMB259,692,000 (31 December 2018: RMB257,642,000) were pledged for the Group’s bank loan facilities.

於2019年8月10日，本公司、耀能控股有限公司（「耀能控股」）、Brilliant Lights International Holding Pte. Ltd.、Brilliant Lights Investment Pte. Ltd.（「買方」）及KKR訂立一項購股協議（「購股協議」），據此並在購股協議條款規限下本公司及耀能控股有條件同意出售及買方有條件同意收購本公司之三家全資附屬公司（「目標公司」），目標公司主要從事以「雷士」品牌在中國內地市場生產、銷售及分銷商業照明產品及家居照明產品以及電子商務業務，而對目標公司100%股權的估值為人民幣5,559,010,897元。本次出售交割（「交割」）後，本公司及KKR將分別間接持有目標公司權益總額中的30%及70%，而目標公司將不會綜合入賬至本集團綜合財務報表。在（其中包括）本公司股東於股東特別大會上批准及交割的前提下，董事會擬向於待定記錄日期名列本公司股東名冊的本公司股東宣派不少於每股股份0.9港元的特別股息。進一步詳情載於本公司日期為2019年8月11日的公告。

抵押資產

於2019年6月30日，除該等中期簡明合併財務報表另行披露者外，本集團下列資產已被抵押（視情況而定）：

- (1) 於2019年6月30日，賬面值合計人民幣45,016千元（2018年12月31日：賬面值合計人民幣45,676千元的土地使用權）的與租賃土地有關的使用權資產及若干計入物業、廠房及設備的賬面值合計人民幣259,692千元（2018年12月31日：人民幣257,642千元）的樓宇作為本集團銀行貸款融資的抵押。

Management Discussion and Analysis

管理層討論與分析

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| <p>(2) As at 30 June 2019, certain trade and bills receivables with carrying amounts of RMB240,147,000 (31 December 2018: RMB353,031,000) were pledged to secure the bank borrowings.</p> <p>(3) In accordance with several letters of guarantee, deposits with carrying amounts of RMB204,626,000 (31 December 2018: RMB612,792,000) were pledged for issuing letters of guarantee and borrowing facilities.</p> <p>(4) As at 31 December 2018, the amount represented deposits with carrying amounts of RMB710,000 pledged for the Group's applications of assets preservation in certain PRC legal proceedings.</p> | <p>(2) 於2019年6月30日，賬面值人民幣240,147千元（2018年12月31日：人民幣353,031千元）的若干貿易及票據應收賬款已質押作為銀行借款的抵押。</p> <p>(3) 根據數封銀行保函協議，賬面值為人民幣204,626千元的存款（2018年12月31日：人民幣612,792千元）已質押以發出銀行保函及作為貸款融資。</p> <p>(4) 於2018年12月31日，為在本集團的某些中國法律訴訟中申請資產保全，賬面值為人民幣710千元的存款已進行質押。</p> |
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Employees

As at 30 June 2019, the Group had approximately 7,122 employees in total (31 December 2018: 7,642). The Group regularly reviews remuneration and benefits of its employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits including social insurance contributions, employee provident fund schemes, discretionary incentive and share option schemes.

Market Risks

We are exposed to various market risks in the ordinary course of business. Our risk management strategy aims to minimise the adverse effects of these risks to our financial results.

僱員

於2019年6月30日，本集團的總員工人數約7,122名（2018年12月31日：7,642名）。本集團會定期就有關市場慣例及個別僱員的表現檢討僱員薪酬及福利。除支付基本薪金外，僱員也享受其他福利包括社會保險、員工公積金計劃、酌情性獎勵及購股權計劃。

市場風險

在日常業務過程中，我們面臨下述各種市場風險。我們的風險管理策略旨在將這些風險對我們財務業績的影響降至最低。

Management Discussion and Analysis

管理層討論與分析

Foreign Currency Risk

We are exposed to transactional currency risk. Such risk arises from sales or procurement by operating units in currencies other than its functional currency. As a result, we are exposed to fluctuations in the exchange rate between the functional currencies and foreign currencies. During the Period under Review, the Group had entered into several forward currency contracts in place to hedge the foreign exchange exposure and did not experience any material difficulties or negative impacts on our operations or liquidity as a result of fluctuations on currency exchange rates.

Commodity Price Risk

We are exposed to fluctuations in the prices of raw materials which are influenced by global changes as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect our financial performance. We did not enter into any commodity derivative instruments to hedge the potential commodity price changes.

Liquidity Risk

We monitor our risk of having a shortage of funds by considering the maturity of our financial instruments, financial assets and liabilities and projected cash flows from operations. Our goal is to maintain a balance between continuity and flexibility of funding through the use of bank loans and other interest-bearing loans. Our Directors have reviewed our working capital and capital expenditure requirements and determined that we have no significant liquidity risk.

外幣風險

我們承受貨幣交易風險。交易風險因運營單位以其功能貨幣以外的貨幣進行銷售或採購而產生。因此，我們面臨功能貨幣與外幣之間的匯率波動的風險。回顧期內，本集團簽訂若干匯率遠期合同以對沖匯率風險，因此並無因貨幣匯率的波動而令我們營運或流動資金出現任何重大困難或負面影響。

商品價格風險

我們承受原材料價格波動的風險。原材料價格受全球變動及地區性供求狀況的影響。原材料價格的波動可能對我們的財務業績產生不利影響。本公司未簽訂任何商品衍生工具以對沖潛在的商品價格變化。

流動資金風險

我們通過考慮我們的金融票據、金融資產及負債的到期日和預計從營運產生的現金流量來監控資金短缺的風險。我們的目標是通過使用銀行貸款和其他計息貸款使資金的連續性和靈活性保持平衡。我們的董事已審核我們的營運資金及資本開支要求，並確定我們沒有重大流動資金風險。

Management Discussion and Analysis

管理層討論與分析

Credit Risk

Our major credit risk arises from exposure to a substantial number of trade and bills receivables, deposits and other receivables from debtors. We have policies in place to ensure that the sales of products are made to customers with an appropriate credit limit, and we have strict control over credit limits of trade receivables. Our cash and short-term deposits are mainly deposited with registered banks in Mainland China and Hong Kong. We also have policies that limit our credit risk exposure to any financial institutions. The carrying amounts of trade and bills receivables, deposits and other receivables, cash and cash equivalents and short-term deposits included in the condensed consolidated statement of financial position represent our maximum exposure to credit risk in relation to our financial assets. We have no other financial assets which carry significant exposure to credit risk. In 2018, we entered into a number of one-year insurance contracts with China Export & Credit Insurance Corporation, which covered 90% uncollectible receivables from international sales between the period from 1 December 2018 to 30 November 2019 with a maximum compensation amount of US\$40,000,000 (equivalent to approximately RMB274,528,000). We purchased such insurance in order to minimise our exposure to credit risk as we expand our business. We plan to renew such insurance contracts when they become due. In respect of the exposure to domestic credit risk, we took the approach of requiring the customers to provide relevant guarantee to cover the credit risk arising from domestic sales.

信用風險

我們的主要信用風險來自於債務人的大量貿易及票據應收賬款、保證金及其他應收賬款。我們已訂立政策確保產品出售予有適當信用額度的客戶，且我們嚴格控制貿易應收賬款的信用額度。我們的現金和短期存款主要存於中國大陸及香港的註冊銀行。我們亦有限制暴露於任何金融機構的信用風險政策。簡明合併財務狀況表中的貿易及票據應收賬款、保證金及其他應收賬款的賬面值、現金和現金等價物及短期存款反映了本集團就有關金融資產的最大信用風險。我們沒有其他帶有重大信用風險的金融資產。2018年，我們與中國出口信用保險公司訂立若干一年期保險合同，在其承保範圍內，覆蓋於2018年12月1日至2019年11月30日期間的海外銷售應收賬款不可回收金額的90%，最高賠償金額為40,000千美元（折合約人民幣274,528千元）。我們購買上述保險是為了最大程度降低我們擴張業務所帶來的信用風險。我們計劃於到期時將該等保險合同續期。而對於國內信用風險敞口部份，我們採取要求客戶提供相應擔保的方式，以覆蓋國內銷售所產生的信用風險。

Disclosure of Interests

權益披露

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures

As at 30 June 2019, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained pursuant to Section 352 of Part XV of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the provisions of the Model Code were as follows:

Long positions in the Company

Name of Director	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Percentage of the total issued Shares
董事姓名	權益性質	股份類別	股份或相關股份數目	佔已發行股份總數的百分比
YE Yong 叶勇	Beneficial owner 實益擁有人	Ordinary Shares 普通股	274,039,000 (L) (Note 1) (附註1)	6.48%
	Spouse's interest 配偶的權益	Ordinary Shares 普通股	7,433,000 (L) (Note 2) (附註2)	0.18%

Notes:

- (L) represents long position.
- As these Shares are held by Ms. GAO Xia, the spouse of Mr. YE Yong, Mr. YE Yong is deemed to be interested in these Shares.

Save as disclosed above, as at 30 June 2019, none of the Directors or chief executives of the Company have or are deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notifiable to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or recorded in the register required to be maintained by the Company pursuant to Section 352 of the SFO, or which were notifiable to the Company and the Stock Exchange pursuant to the provisions of the Model Code.

董事及最高行政人員於股份、相關股份或債權證中擁有的權益及淡倉

於2019年6月30日，本公司董事及最高行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部份）的股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部份第7及8部份須知會本公司及聯交所（包括根據《證券及期貨條例》規定，彼等當作或視為擁有之權益或淡倉）或根據《證券及期貨條例》第XV部份第352條規定須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

本公司的好倉

Name of Director	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Percentage of the total issued Shares
董事姓名	權益性質	股份類別	股份或相關股份數目	佔已發行股份總數的百分比
YE Yong 叶勇	Beneficial owner 實益擁有人	Ordinary Shares 普通股	274,039,000 (L) (Note 1) (附註1)	6.48%
	Spouse's interest 配偶的權益	Ordinary Shares 普通股	7,433,000 (L) (Note 2) (附註2)	0.18%

附註：

- (L)代表好倉。
- 該等股份由叶勇先生的配偶高霞女士持有，因此叶勇先生被視為於該等股份中擁有權益。

除上文所披露者外，於2019年6月30日，本公司董事或最高行政人員並無於本公司或其相聯法團（定義見《證券及期貨條例》第XV部份）之股份、相關股份或債權證中擁有或被視為擁有任何根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》彼等被當作或被視為持有的權益及淡倉）或須記入根據《證券及期貨條例》第352條規定本公司存置之記錄冊或根據標準守則須知會本公司及聯交所之權益或淡倉。

Disclosure of Interests

權益披露

Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares

主要股東所持股份及相關股份的權益及淡倉

As at 30 June 2019, so far as the Directors and chief executives of the Company are aware, the following shareholders (other than Directors or chief executives of the Company) had 5% or more interests or short positions in the issued Shares and underlying Shares of the Company which were recorded in the register required to be maintained by the Company pursuant to Section 336 of the SFO:

於2019年6月30日，就本公司董事及最高行政人員所知，根據《證券及期貨條例》第336條所存置的主要股東登記名冊顯示，下列股東（非本公司董事或最高行政人員）於本公司已發行股份及相關股份中擁有5%或以上的權益或淡倉：

Name of shareholder	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Percentage of the total issued Shares
股東名稱	權益性質	股份類別	股份或相關股份數目	佔已發行股份總數的百分比
Elec-Tech International (H.K.) Company Limited 德豪潤達國際(香港)有限公司	Beneficial owner 實益擁有人	Ordinary Shares 普通股	870,346,000 (L) (Note 1) (附註1)	20.59%
ETIC 德豪潤達	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	870,346,000 (L) (Note 2) (附註2)	20.59%
Haitong International Credit Company Limited	Security interest in shares 股份中的保證權益	Ordinary Shares 普通股	870,346,000 (L)	20.59%
Haitong International Securities Group Limited	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	870,346,000 (L) (Note 3) (附註3)	20.59%
Haitong International Holdings Limited	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	870,346,000 (L) (Note 3) (附註3)	20.59%
Haitong Securities Co., Ltd.	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	870,346,000 (L) (Note 3) (附註3)	20.59%

Disclosure of Interests

權益披露

Name of shareholder	Nature of interests	Class of Shares	Number of Shares or underlying Shares	Percentage of the total issued Shares
股東名稱	權益性質	股份類別	股份或相關股份數目	佔已發行股份總數的百分比
SU Lixin 蘇立新	Beneficial owner 實益擁有人	Ordinary Shares 普通股	649,350,649 (L)	15.36%
Schneider Electric Asia Pacific Limited	Beneficial owner 實益擁有人	Ordinary Shares 普通股	288,371,000 (L)	6.82%
Schneider Electric Industries SAS	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	288,371,000 (L) (Note 4) (附註4)	6.82%
Schneider Electric SE	Interest of corporation controlled by the substantial shareholders 主要股東所控制的法團的權益	Ordinary Shares 普通股	288,371,000 (L) (Note 4) (附註4)	6.82%

Notes:

- (L) represents long position.
- These Shares were held by Elec-Tech International (H.K.) Company Limited. As Elec-Tech International (H.K.) Company Limited is a wholly-owned subsidiary of ETIC, ETIC is deemed to be interested in all these Shares.
- Haitong International Credit Company Limited has a security interest in these Shares. As Haitong International Credit Company Limited is a wholly-owned subsidiary of Haitong International Finance Company Limited, which in turn is a wholly-owned subsidiary of Haitong International Securities Group Limited, 63.08% interest of Haitong International Securities Group Limited is held by Haitong International Holdings Limited, which is a wholly-owned subsidiary of Haitong Securities Co., Ltd., Haitong Securities Co., Ltd., Haitong International Holdings Limited and Haitong International Securities Group Limited are deemed to be interested in these Shares.

附註：

- (L)代表好倉。
- 該等股份由德豪潤達國際(香港)有限公司持有。德豪潤達國際(香港)有限公司是德豪潤達的全資附屬公司，因此德豪潤達被視為於該等股份中擁有權益。
- Haitong International Credit Company Limited對該等股份擁有保證權益。Haitong International Credit Company Limited是Haitong International Finance Company Limited的全資附屬公司，Haitong International Finance Company Limited是Haitong International Securities Group Limited的全資附屬公司，Haitong International Holdings Limited持有Haitong International Securities Group Limited 63.08%的權益，而Haitong International Holdings Limited又是Haitong Securities Co., Ltd.的全資附屬公司，因此Haitong Securities Co., Ltd.、Haitong International Holdings Limited及Haitong International Securities Group Limited被視為於該等股份中擁有權益。

Disclosure of Interests

權益披露

4. These Shares were held by Schneider Electric Asia Pacific Limited. As Schneider Electric Asia Pacific Limited is a wholly-owned subsidiary of Schneider Electric Industries SAS, which in turn is a wholly-owned subsidiary of Schneider Electric SE, Schneider Electric Industries SAS and Schneider Electric SE are deemed to be interested in these shares.

Save as disclosed above, as at 30 June 2019, so far as the Directors are aware, no other person (except the Directors and chief executive) or corporation had 5% or more interests or short positions in the Shares and underlying Shares of the Company which were recorded in the register required to be maintained by the Company pursuant to Section 336 of the SFO.

Share Option Scheme

A share option scheme (the "Share Option Scheme") was conditionally approved and adopted at an extraordinary general meeting held on 27 April 2010. The purpose of the Share Option Scheme is to provide the Company with a means of incentivizing and retaining employees, encouraging employees to work towards enhancing the value of the Company and promoting the long-term growth of the Company. This scheme will link the value of the Company with the interests of the participants, enabling participants and the Company to develop together and promoting the Company's corporate culture. The Directors may, at their discretion, invite any Directors (including executive Directors, non-executive Directors and independent non-executive Directors), employees and advisors, consultants, distributors, contractors, contract manufacturers, agents, customers, business partners and service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group to participate in the Share Option Scheme. The period within which the options must be exercised shall be determined by the Directors at the time of grant and such period must expire no later than 10 years from the date when the Board resolves to make the offer of options to the grantees. All outstanding options shall lapse when the grantee is dead or retired, the employment of the grantee ceases or where the grantee is no longer an employee of the Group.

4. 該等股份由Schneider Electric Asia Pacific Limited持有。Schneider Electric Asia Pacific Limited是Schneider Electric Industries SAS的全資附屬公司，而Schneider Electric Industries SAS又是Schneider Electric SE的全資附屬公司，因此Schneider Electric Industries SAS及Schneider Electric SE被視為於該等股份中擁有權益。

除上文所披露者外，就董事所知，於2019年6月30日，概無任何人士（本公司董事或最高行政人員除外）或法團擁有須登記於根據《證券及期貨條例》第336條規定本公司須備存的登記冊內的本公司股份及相關股份5%或以上的權益或淡倉。

購股權計劃

本公司為提供激勵和挽留僱員，並鼓勵僱員努力提升本公司的價值，促進本公司的長期發展，在2010年4月27日經股東特別大會條件批准和採納購股權計劃（「購股權計劃」）。該計劃將本公司的價值與參與者的利益緊密相連，促進參與者與本公司共同發展，並提升本公司的企業文化。董事可酌情邀請任何董事（包括執行董事、非執行董事和獨立非執行董事）、僱員以及董事會全權酌情認為已對或將對本集團作出貢獻的本集團任何成員公司的顧問、專業顧問、經銷商、承包商、訂約生產商、代理人、客戶、業務夥伴和服務供應商參與購股權計劃。董事授出購股權時決定購股權的行使期限，而有關行使期必須不遲於董事會決議向承授人授出購股權當日起計滿10年時屆滿。承授人身故、退休、離職或不再為本集團成員時，所有未行使購股權會失效。

Disclosure of Interests

權益披露

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme or any other share option schemes adopted by the Company shall not exceed 10% (the Company may refresh the 10% limit in certain conditions) of the aggregate of the shares in issue on the listing date or 30% of the shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the options granted to each participant under the Share Option Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the shares in issue. Any further grant of options which would result in the number of shares issued as aforesaid exceeding the said 1% limit requires shareholders' prior approval with the relevant participant and his associates abstaining from voting. At the time of grant of the options, our Company may specify any minimum period(s) for which an option must be held before it can be exercised. The Share Option Scheme does not contain any such minimum period.

The subscription price for the shares granted under the options shall be no less than the highest of (a) the closing price of the shares as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (b) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five Stock Exchange business days immediately preceding the date of grant; and (c) the nominal value of a share upon its issue. The amount payable by a grantee on acceptance of a grant of options is US\$1. The Share Option Scheme will expire on the date of the tenth anniversary of the adoption of the Share Option Scheme. Further details of the Share Option Scheme are set out in the prospectus of the Company dated 7 May 2010.

During the Period under Review, no option has been granted under the Share Option Scheme.

Controlling Shareholders

During the Period under Review, the Company did not have any controlling shareholder.

根據購股權計劃或本公司採納的任何其他購股權計劃所授出的所有購股權獲行使時可發行的股份數目上限不得超過本公司上市日期已發行股份的10% (本公司可在某些情況下更新此10%上限) 或本公司不時已發行股份的30%。每名參與者於任何12個月期間行使根據購股權計劃或本公司採納的任何其他購股權計劃授予每名參與者的購股權獲行使時已發行及將發行的股份總數不得超過已發行股份的1%。如果再授出購股權會導致按上述方式發行的股份數目超過1%，則須經股東事先批准，而相關參與者及其聯繫人必須放棄投票。於授出購股權時，本公司可指明行使購股權前須持有有關購股權的任何最短時限。購股權計劃並無包括任何該等最短時限。

根據購股權可認購的股份的認購價不得低於以下三者的最高者：(a) 聯交所於授出日期發出的每日報價表所列的股份收市價；(b) 聯交所於緊接授出日期前五個聯交所營業日發出的每日報價表所列的股份平均收市價；及(c) 一股股份於發行時的賬面值。承授人接納購股權的應付金額為1美元。購股權計劃於其獲採納後滿十年到期。購股權計劃的進一步詳情載於本公司於2010年5月7日刊發的招股書。

回顧期內，並無根據購股權計劃授出任何購股權。

控股股東

回顧期內，本公司沒有控股股東。

Disclosure of Interests

權益披露

Adoption of Restricted Share Unit Scheme

On 20 December 2018, the Board has approved the adoption of a restricted share unit scheme. Pursuant to the restricted share unit scheme, the Company may direct and procure the trustee to purchase Shares (either on-market or off-market) to satisfy the restricted share units upon vesting and to hold the purchased Shares on trust for the relevant participants until such restricted share units are vested with the relevant participants in accordance with the restricted share units scheme rules. Further details are set out in the announcement of the Company dated 20 December 2018. The restricted share units scheme has been approved at the extraordinary general meeting held on 25 January 2019.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Period under Review, the Company repurchased a total of 914,000 Shares at prices ranging from HK\$0.495 to HK\$0.50 per Share on the Stock Exchange, with an aggregate consideration of approximately HK\$453,750 (equivalent to approximately RMB392,000). The repurchased Shares have been cancelled in April 2019. The Company considered that it was the best way of enhancing shareholder value and that it was in the best interests of the shareholders by returning a substantial part of the surplus funds to the shareholders.

Particulars of the repurchases are as follows:

Date of repurchase 回購日期	Number of Shares 股份數量	Price per Share 每股價格		Aggregate consideration 總代價 HKD 港元	
		Highest 最高 HKD 港元	Lowest 最低 HKD 港元		
4 January 2019	2019年1月4日	914,000	0.50	0.495	453,750
Total:	總數：	914,000			453,750

採納受限制股份單位計劃

於2018年12月20日，董事會批准採納受限制股份單位計劃。根據該受限制股份單位計劃，本公司可指示和促使受託人購買股份（不論是在場內或場外）以於受限制股份單位歸屬後償付受限制股份單位，並以信託方式為相關參與人持有已購入股份直至此等受限制股份單位按照受限制股份單位計劃規則歸屬於相關的參與人。進一步詳情載於本公司日期為2018年12月20日的公告。該受限制股份單位計劃已於2019年1月25日之股東特別大會上獲得通過。

收購、出售或贖回本公司任何上市證券

於回顧期內，本公司於聯交所以每股股價0.495港元至0.50港元購回合計914,000股股份，其代價總額合計約453,750港元（折合約人民幣392,000元）。所購回股份已於2019年4月份註銷。本公司認為，此乃提升股東價值之最佳方法，而向股東退回大部份盈餘資金亦符合股東之最佳利益。

回購詳情如下：

Corporate Governance and Other Information

企業管治及其他資料

Corporate Governance

The Directors are of the opinion that, during the Period under Review, the Company had complied with the principles and codes provisions set out in the Code, except for the following code provision.

Code Provision A.2.1 requires that the role of chairman and chief executive officer should be separate and should not be performed by the same person. Given that Mr. WANG Donglei assumed the roles of both chairman and chief executive officer of the Company before 22 February 2019, the Company deviated from this code provision. Mr. WANG Donglei is a director of ETIC, which is the controlling corporation of the largest shareholder of the Company, Elec-Tech International (H.K.) Company Limited. Mr. WANG Donglei has many years of experience in product research and development, manufacturing and business management. The dual role arrangement provides strong and consistent market leadership and is critical for efficient business planning and decision making of the Company. As all major decisions are made in consultation with the Board and its relevant committees, and there are four Independent Non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure the balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purposes of complying with the Code and maintaining a high standard of corporate governance practices of the Company. However, Mr. WANG Donglei resigned as the chief executive officer of the Company on 22 February 2019 and Ms. CHAN Kim Yung, Eva was appointed as the chief executive officer of the Company on the same day. Since then, the roles of the chairman and chief executive officer of the Company have been separated and the requirement under Code Provision A.2.1 has been complied with. Currently, Mr. WANG Donglei serves as the chairman of the Company and Ms. CHAN Kim Yung, Eva serves as the chief executive officer of the Company. Save as disclosed above, the Company had fully complied with the principles and code provisions as set out in the Code.

企業管治

董事認為，回顧期內，本公司一直遵守守則所載的原則和守則條文，惟以下守則條文除外。

守則條文第A.2.1條規定主席與行政總裁的角色應分開及不應由同一個人擔任。由於王冬雷先生於2019年2月22日之前同時擔任本公司董事長及首席執行官，故本公司偏離此條文。王冬雷先生為德豪潤達的董事，而德豪潤達為本公司第一大股東德豪潤達國際(香港)有限公司的控股公司，且王冬雷先生擁有多年的產品研發、生產製造及企業管理經驗。這雙重角色有助於貫徹有力而統一的市場領導，對本公司有效率之業務規劃和決策至為重要。由於所有主要決策均會諮詢董事會及其有關委員會，並且董事會有四名獨立非執行董事提出獨立見解，故董事會認為有足夠保障措施確保董事會權力平衡。董事會亦會繼續檢討及監察本公司的常規，以符合守則規定及保持本公司高水準的企業管治常規。然而，王冬雷先生於2019年2月22日辭任本公司首席執行官及陳劍瑢女士於同日獲委任為本公司首席執行官。自此，本公司董事長與行政總裁的角色已分開而守則條文A.2.1條之規定已獲遵守。目前，王冬雷先生擔任本公司董事長，而陳劍瑢女士則擔任本公司首席執行官。除上文披露外，本公司已全面遵守了守則所載的原則和守則條文。

Corporate Governance and Other Information

企業管治及其他資料

Model Code for Securities Transactions

The Company has adopted the Model Code as its code of conduct regarding directors' securities transactions. Specific enquiry has been made to all Directors, and all the Directors have confirmed that they had complied with all relevant requirements as set out in the Model Code during the Period under Review.

Risk Management and Internal Controls

The Board continuously oversees the Group's risk management and internal control systems on an ongoing basis. During the Period under Review, the Board, through the audit committee of the Company, conducted a review of the effectiveness of the internal control system of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Company has set up the audit and risk control department to regularly monitor and assess the internal risk and control system of each department in order to determine the risk which may affect the business and other aspects of the Group (including key operational and financial processes, regulatory compliance and information safety). It is complementary to the duties of the external auditor and plays an important role in the Company's internal governance.

After receiving the confirmation from the management to the Board regarding the effectiveness of these systems, the Board is of the view that the Group's risk management and internal control systems are well-established, effective and adequate.

證券交易標準守則

本公司已採納標準守則作為有關董事進行證券交易的行為守則。本公司已向所有董事作出個別查詢，而所有董事已確認在回顧期內已遵從標準守則所載的所有相關規定。

風險管理和內部監控

董事會持續監督本集團的風險管理及內部監控體系運行情況。於回顧期內，董事會已通過本公司審核委員會對本集團內部監控系統的有效性作出審核，包括資源充足性、僱員資格及經驗、培訓項目及本集團會計及財務申報職能的預算。

本公司設立審計風控部門，以定期對各部門的內部風險和控制系統進行監控和評估，以確定可能影響本集團業務及其他方面（包括關鍵營運及財務流程、監管合規及信息安全）的風險。內部審核系統與外部核數師在功能上相輔相成，在監察公司內部治理的工作上擔當重要角色。

在管理層向董事會提供有關係統有效性的確認後，董事會認為本集團風險管理及內部監控系統妥善、有效而且足夠。

Corporate Governance and Other Information

企業管治及其他資料

Audit Committee

The Company established an audit committee (the “Audit Committee”) in compliance with the Listing Rules with written terms of reference. The primary duties of the Audit Committee include maintaining relationship with the auditor of the Group, reviewing financial information of the Group, supervising the financial reporting system, risk management and internal control system of the Group, and the duties of corporate governance designated by the Board. Currently, the Audit Committee consists of three members, namely, Independent Non-executive Director Mr. LEE Kong Wai, Conway, Independent Non-executive Director Mr. WANG Xuexian and Independent Non-executive Director Mr. SU Ling, respectively. Mr. LEE Kong Wai, Conway has been appointed as the chairman of the Audit Committee. The Audit Committee has reviewed and discussed the interim results for the Period under Review.

Remuneration Committee

The Company established a remuneration committee (the “Remuneration Committee”) in compliance with the Listing Rules with written terms of reference. The primary duties of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, the remuneration policy and structure for all Directors and senior management, and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration. During the Period under Review, Ms. CHAN Kim Yung, Eva has been appointed as a member of the Remuneration Committee with effect from 25 January 2019. Currently, the Remuneration Committee consists of three members, namely, Executive Director Ms. CHAN Kim Yung, Eva, Independent Non-executive Director Mr. LEE Kong Wai, Conway and Independent Non-executive Director Mr. WEI Hongxiong, respectively. Mr. WEI Hongxiong has been appointed as the chairman of the Remuneration Committee.

審核委員會

本公司已依照上市規則的規定設立審核委員會（「審核委員會」），並制定書面職權範圍。審核委員會的主要職責包括維持與本集團核數師的關係；審閱本集團的財務資料；監督本集團的財務報告制度、風險管理及內部監控系統；以及董事會轉授的企業管治職責。審核委員會現由三名成員組成，分別為獨立非執行董事李港衛先生、獨立非執行董事王學先先生和獨立非執行董事蘇嶺先生。李港衛先生已被委任為審核委員會的主席。審核委員會已經審閱並討論了回顧期內的中期業績。

薪酬委員會

本公司已依照上市規則的規定設立薪酬委員會（「薪酬委員會」），並制定書面職權範圍。薪酬委員會的主要職責包括審閱個別執行董事及高級管理層的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並就此向董事會提供意見，及設立透明程序以制定有關薪酬政策及架構，從而確保概無董事或任何彼等的聯繫人士參與釐定彼等自身的薪酬。回顧期內，陳劍瑢女士已獲委任為薪酬委員會成員，自2019年1月25日生效。薪酬委員會現由三名成員組成，分別為執行董事陳劍瑢女士、獨立非執行董事李港衛先生和獨立非執行董事魏宏雄先生。魏宏雄先生已被委任為薪酬委員會的主席。

Corporate Governance and Other Information

企業管治及其他資料

Nomination Committee

The Company established a nomination committee (the “Nomination Committee”) in compliance with the Code with written terms of reference. The primary duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of Independent Non-executive Directors. Currently, the Nomination Committee consists of three members, namely, Executive Director Mr. WANG Donglei, Independent Non-executive Director Mr. LEE Kong Wai, Conway and Independent Non-executive Director Mr. WEI Hongxiong, respectively. Mr. WANG Donglei has been appointed as the chairman of the Nomination Committee.

Strategy and Planning Committee

The Company established a strategy and planning committee (the “Strategy and Planning Committee”) under the Board with written terms of reference. The primary duty of the Strategy and Planning Committee is to propose and formulate the strategic development plan of the Company for the Board’s consideration. During the Period under Review, Ms. CHAN Kim Yung, Eva has been appointed as a member of the Strategy and Planning Committee with effect from 25 January 2019. Currently, the Strategy and Planning Committee consists of four members, namely, Executive Director Mr. WANG Donglei, Executive Director Mr. XIAO Yu, Executive Director Ms. CHAN Kim Yung, Eva and Independent Non-executive Director Mr. WANG Xuexian, respectively. Mr. WANG Donglei has been appointed as the chairman of the Strategy and Planning Committee.

提名委員會

本公司已依照守則規定設立提名委員會（「提名委員會」），並制定書面職權範圍。提名委員會的主要職責包括檢討董事會的架構，發展及制定提名及委任董事的相關程序，就董事委任及繼任計劃向董事會提供意見，以及評估獨立非執行董事的獨立性。提名委員會現由三名成員組成，分別為執行董事王冬雷先生、獨立非執行董事李港衛先生和獨立非執行董事魏宏雄先生。王冬雷先生已被委任為提名委員會的主席。

戰略與規劃委員會

本公司於董事會下設立戰略與規劃委員會（「戰略與規劃委員會」），並制定書面職權範圍。戰略與規劃委員會的主要職責為建議及制定本公司戰略發展計劃以供董事會考慮。回顧期內，陳劍瑢女士已獲委任為戰略與規劃委員會成員，自2019年1月25日生效。戰略與規劃委員會現由四名成員組成，分別為執行董事王冬雷先生、執行董事肖宇先生、執行董事陳劍瑢女士和獨立非執行董事王學先先生。王冬雷先生已被委任為戰略與規劃委員會的主席。

Corporate Governance and Other Information

企業管治及其他資料

Independent Investigations Committee

To advance the internal investigations into matters involving Mr. WU Changjiang, the former Executive Director and chief executive officer of the Company, the Company has established an independent investigations committee (the “Independent Investigations Committee”) under the Board. The Independent Investigations Committee has been authorised by the Board to exercise powers and perform duties on behalf of the Board in relation to the conduct of the investigations into, among other things, the alleged wrongdoing of Mr. WU Changjiang. The Independent Investigations Committee has also been authorised to consider and make recommendations to the Board with respect to any potential proceedings arising from the internal investigations. In connection with the Company’s investigations of the alleged wrongdoing of Mr. WU Changjiang, the Independent Investigations Committee has instructed a third-party service provider to conduct a forensic review of related irregularities and an internal controls assessment of the Company and its key subsidiaries. The forensic review and internal controls assessment has been completed. Please refer to the announcements of the Company dated 17 July 2015 and 17 September 2015 for details. Currently, the Independent Investigations Committee consists of three members, namely, Independent Non-executive Director Mr. LEE Kong Wai, Conway, Independent Non-executive Director Mr. WEI Hongxiong and Independent Non-executive Director Mr. WANG Xuexian, respectively.

獨立調查委員會

為推進本公司前任執行董事及首席執行官吳長江先生參與的有關事件的內部調查的進行，本公司在董事會下成立了獨立調查委員會（「獨立調查委員會」）。董事會已授權獨立調查委員會在本公司對吳長江先生可能的不法行為進行內部調查時，代表董事會行使相關權力並履行相關職責。獨立調查委員會亦獲授權對內部調查可能引致的任何訴訟程序予以考量並向董事會提出相關建議。就本公司對吳長江先生涉嫌的違規行為的調查，獨立調查委員會指示第三方服務機構對有關違規行為展開法務調查，並對本公司及其主要附屬公司進行內控評估，法務調查及內部監控評估現已完成。詳情請參閱本公司日期為2015年7月17日及2015年9月17日之公告。獨立調查委員會現由三名成員組成，分別為獨立非執行董事李港衛先生、獨立非執行董事魏宏雄先生以及獨立非執行董事王學先先生。

Corporate Governance and Other Information

企業管治及其他資料

Appointment and Resignation of Directors and Change in Directors' Information

From 1 January 2019 to the date of this report, the appointment and resignation of Directors and changes in the Directors' information of the Company are as follows:

Ms. CHAN Kim Yung, Eva has been appointed as a member of the Remuneration Committee and a member of the Strategy and Planning Committee with effect from 25 January 2019; and the chief executive officer of the Company with effect from 22 February 2019.

Mr. WANG Donglei has resigned as the chief executive officer of the Company with effect from 22 February 2019.

Mr. LI Huating has resigned as a Non-executive Director with effect from 28 February 2019.

Interim Dividend

The Board proposed not to declare an interim dividend for the six months ended 30 June 2019.

董事任免及資料變更

自2019年1月1日至本報告之日，本公司董事委任、辭任及資料變更情況如下：

陳劍瑢女士獲委任為薪酬委員會成員及戰略與規劃委員會成員，自2019年1月25日起生效；並獲委任為本公司首席執行官，自2019年2月22日起生效。

王冬雷先生辭任本公司首席執行官，自2019年2月22日起生效。

李華亭先生辭任非執行董事，自2019年2月28日起生效。

中期股息

董事會建議不派發截至2019年6月30日止6個月的中期股息。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告



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To the Board of Directors of NVC LIGHTING HOLDING LIMITED
(Incorporated in the Cayman Islands with limited liability)

致雷士照明控股有限公司董事會
(於開曼群島註冊成立的有限公司)

Introduction

We have reviewed the interim condensed consolidated financial statements set out on pages 58 to 132, which comprise the condensed consolidated statement of financial position of NVC Lighting Holding Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as of 30 June 2019 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of cash flows and condensed consolidated statement of changes in equity for the six months then ended, and a summary of significant accounting policies and other explanatory notes (the “interim condensed consolidated financial statements”). The Rules Governing the Listing of Securities on 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 International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of the interim condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on the interim condensed consolidated financial statements based on our review. This report is made 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.

緒言

我們已審閱載於第58至第132頁之中期簡明合併財務報表，包括雷士照明控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2019年6月30日的簡明合併財務狀況表，以及截至該日止6個月的簡明合併損益表、簡明合併全面收入表、簡明合併現金流量表及簡明合併權益變動表，以及主要會計政策概要和其他說明性資料（「中期簡明合併財務報表」）。《香港聯合交易所有限公司證券上市規則》要求有關中期財務資料的報告須根據其相關條文規定及國際會計準則委員會所頒佈之國際會計準則第34號「中期財務報告」（「國際會計準則第34號」）予以編製。貴公司董事會須負責根據國際會計準則第34號編製和呈列該等中期簡明合併財務報表。我們的責任為根據審閱的結果，對該等中期簡明合併財務報表作出結論，並根據已協定的委聘條款，僅向貴公司（作為一個整體）編製本報告，除此之外，別無其他目的。我們概不會就本報告的內容向任何其他人士負責或承擔責任。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Scope of Review

Except as explained in the “Basis for Qualified Conclusion” paragraphs below, 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.

Basis for Qualified Conclusion

(a) Impairment of other receivables and uncertainties relating to financial guarantee contracts

As set out in Note 18 to the interim condensed consolidated financial statements, a subsidiary of the Company (the “Subsidiary”) entered into several pledge and guarantee agreements in 2013 and 2014 (the “Pledge and Guarantee Agreements”) with certain banks in the People’s Republic of China (the “PRC”), providing guarantees to the banks for their loan facilities granted to certain borrowers. Certain counter guarantees were provided by one of the borrowers of the bank loans (the “Borrower”) to the Group. During 2014, aggregate pledged time deposits of RMB550,924,000 of the Subsidiary had been withdrawn by the banks due to default of the bank loans under the guarantees of the Subsidiary.

審閱範圍

除以下「保留結論基礎」段落所闡釋者外，我們已按照香港會計師公會所頒佈之香港審閱準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱工作。審閱中期財務資料包括主要向負責財務及會計事務的人員作出查詢，並應用分析性及其他審閱程序。審閱範圍遠遠小於根據香港核數準則進行審核的範圍，故未能令我們確保我們將知悉在審核中可能發現的所有重大事項。因此，我們不會發表審核意見。

保留結論基礎

(a) 其他應收賬款減值及關於財務擔保合約的不確定性

誠如載於中期簡明合併財務報表附註18，貴公司一家附屬公司（「該附屬公司」）於2013年及2014年與中華人民共和國（「中國」）境內若干銀行訂立數項質押及擔保協議（「質押及擔保協議」），就該等銀行向其若干借款人授予貸款融資而提供擔保。各筆銀行貸款其中一名借款人（「借款人」）向貴集團提供若干反擔保。數家銀行基於該附屬公司擔保的數項銀行貸款違約，已於2014年度提取該附屬公司質押定期存款總額為人民幣550,924千元。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Basis for Qualified Conclusion *(continued)*

(a) Impairment of other receivables and uncertainties relating to financial guarantee contracts *(continued)*

The Group initiated legal actions to claim the counter guarantees provided by the Borrower. The directors were of the opinion that an amount of RMB265,564,000 (the “Recoverable Amount”) was recoverable in prior periods. Therefore other receivables of RMB550,924,000 due from the Borrower were included in “Prepayments, deposits and other receivables” in the consolidated statement of financial position as at 31 December 2014 and a provision for the irrecoverable amount of RMB285,360,000 had been recognised in profit or loss for the year ended 31 December 2014. There was no subsequent reversal of the provision or further provision recognised up to 30 June 2018. As at 31 December 2018, full provision in respect of the Recoverable Amount was recognised and during the six months ended 30 June 2019, the Company’s entire equity interest in the Subsidiary has been disposed of, further details of which are set out in Notes 18 and 24 to the interim condensed consolidated financial statements.

As set out in Note 18 to the interim condensed consolidated financial statements, the Subsidiary also entered into guarantee agreements with another PRC bank in 2013 (the “Guarantee Agreement 1”) and a PRC finance company in 2014 (the “Guarantee Agreement 2”) respectively, providing guarantees to the PRC bank and the PRC finance company for their loan facilities granted to their borrowers. The outstanding loans of RMB35,497,000 and RMB34,000,000 in relation to the Guarantee Agreements 1 and 2 were in default in 2015 and 2014 respectively. The PRC bank and the PRC finance company took legal actions against the respective borrowers and the guarantors (including the Borrower and the Subsidiary as guarantors) to recover the loan balances and interests.

保留結論基礎 (續)

(a) 其他應收賬款減值及關於財務擔保合約的不確定性 (續)

貴集團已採取法律行動，就借款人提供的反擔保提出索償。董事認為過往期間可收回金額人民幣265,564千元（「可收回金額」）。因此，其他應收借款人款項人民幣550,924千元已於2014年12月31日計入合併財務狀況表內「預付款、保證金及其他應收賬款」一項，且對不可收回金額人民幣285,360千元計提的撥備於截至2014年12月31日止年度的損益內確認。直至2018年6月30日並無後續撥回撥備或進一步確認的撥備。於2018年12月31日，就可收回金額計提的全額撥備已確認，且截至2019年6月30日止6個月，貴公司於該附屬公司的全部股權均已出售，進一步詳情載於中期簡明合併財務報表附註18及附註24。

誠如中期簡明合併財務報表附註18所載，該附屬公司亦分別於2013年與另一家中國銀行訂立擔保協議（「擔保協議1」）以及於2014年與一家中國財務公司訂立擔保協議（「擔保協議2」），為該家中國銀行及該家中國財務公司向其借款人授予貸款融資提供擔保。擔保協議1及擔保協議2的未償還貸款人民幣35,497千元及人民幣34,000千元分別於2015年及2014年違約。該家中國銀行及該家中國財務公司已採取法律行動向各借款人及一眾擔保人（包括借款人及該附屬公司，作為擔保人）追討貸款結餘及利息。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Basis for Qualified Conclusion *(continued)*

(a) Impairment of other receivables and uncertainties relating to financial guarantee contracts *(continued)*

For the Guarantee Agreement 1, according to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC bank of the outstanding loan, plus interest and costs. The Subsidiary filed application of retrial of the PRC court judgements and the commencement thereof was accepted by the PRC court in January 2018, but the application was rejected according to the court judgement received by the Subsidiary in May 2018.

For the Guarantee Agreement 2, according to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC finance company of the outstanding loan, plus interest and costs.

As of 30 June 2018, the Subsidiary was in the process of applying for protests of the PRC court judgements in relation to Guarantee Agreements 1 and 2. Accordingly, the Group was of the view that the legal proceedings in relation to Guarantee Agreements 1 and 2 were still in progress notwithstanding the respective final court judgements and the rejection of the application of retrial in relation to Guarantee Agreement 1.

保留結論基礎 (續)

(a) 其他應收賬款減值及關於財務擔保合約的不確定性 (續)

就擔保協議1而言，根據於2016年的首次法院判決及2017年的最終法院判決，該附屬公司被裁定須就向該家中國銀行支付的未償還貸款另加利息及成本承擔共同責任。該附屬公司已就中國法院判決申請重審，該申請起初於2018年1月獲中國法院接納，惟於2018年5月根據該附屬公司收到的法院判決被駁回。

就擔保協議2而言，根據於2016年的首次法院判決及2017年的最終法院判決，該附屬公司被裁定須就向該家中國財務公司支付的未償還貸款另加利息及成本承擔共同責任。

於2018年6月30日，該附屬公司正就擔保協議1及擔保協議2的中國法院判決申請抗辯。因此，貴集團認為，儘管已作出相關最終法院判決且有關擔保協議1的重審申請遭駁回，但與擔保協議1及擔保協議2有關的法律訴訟仍在進行中。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Basis for Qualified Conclusion *(continued)*

(a) Impairment of other receivables and uncertainties relating to financial guarantee contracts *(continued)*

Based on the view that the legal proceedings were still in progress and with reference to legal opinions obtained and other factors, the directors considered that the likelihood of the Group sustaining losses from the Guarantee Agreements 1 and 2 was remote as it was considered that the loans had sufficient underlying securities including the Borrower's guarantees and the Subsidiary is only one of the guarantors for the loans. As a result, the directors considered that no provision thereon was considered necessary as at 30 June 2018. Full provisions for outstanding loans in relation to the Guarantee Agreements 1 and 2 were recognised as at 31 December 2018, further details of which are set out in Note 18 to the interim condensed consolidated financial statements.

In our review of the Company's interim condensed consolidated financial statements for the six months ended 30 June 2018, due to the inability to obtain sufficient evidence to ascertain whether the assessment on recoverability of the Recoverable Amount due from the Borrower and RMBNil provision for the Guarantee Agreements 1 and 2 for the six months ended 30 June 2018 were appropriate, our review conclusion on the Company's interim condensed consolidated financial statements for the six months ended 30 June 2018 was qualified on the above matters. Our review conclusion on the Company's interim condensed consolidated financial statements for the six months ended 30 June 2019 was also qualified because of the possible effect of limitations on the scope of our work on the comparability of the related figures in the interim condensed consolidated financial statements for the six months ended 30 June 2018.

保留結論基礎 (續)

(a) 其他應收賬款減值及關於財務擔保合約的不確定性 (續)

基於法律訴訟仍在進行中及經參考取得的法律意見及其他因素，董事認為 貴集團須就擔保協議1及擔保協議2承擔損失的可能性輕微，因據悉該貸款具有足夠的相關擔保（包括借款人的擔保），而該附屬公司亦僅為該貸款的其中一名擔保人。因此，董事認為不需要於2018年6月30日作出相關撥備。有關擔保協議1及2的未償還貸款的全數撥備已於2018年12月31日確認，有關進一步詳情載於中期簡明合併財務報表附註18。

在我們對 貴公司截至2018年6月30日止6個月的中期簡明合併財務報表的審核中，由於未能取得充分證據以確定能否回收應收借款人的可收回金額，以及於截至2018年6月30日止6個月就擔保協議1及擔保協議2計提撥備人民幣零元是否合適。我們對 貴公司截至2018年6月30日止6個月的中期簡明合併財務報表的審核結論就上述事項作出保留。我們對 貴公司截至2019年6月30日止6個月的中期簡明合併財務報表的審核結論亦作出保留，乃由於我們工作範圍限制對截至2018年6月30日止6個月中期簡明合併財務報表相關數字的可比性可能帶來影響。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Basis for Qualified Conclusion *(continued)*

保留結論基礎 (續)

(b) Provision for loss on financial guarantee contract

(b) 務擔保合約虧損撥備

As set out in Note 18 to the interim condensed consolidated financial statements, in addition to the agreements as mentioned in the above paragraphs, the Subsidiary entered into a guarantee agreement (the “Guarantee Agreement 3”) with a PRC bank in 2014, providing guarantee to the bank for a loan facility granted to its borrower. The bank loan was in default in 2014 and the bank took legal actions against the borrower and the guarantors (including the Subsidiary) to recover the bank loan balance and interest. A court order was issued to freeze assets of the guarantors (including the Subsidiary) in the amount of RMB62,000,000. As a result of the court order, bank balance of the Subsidiary in the amount of RMB55,396,000 had been frozen by the bank in 2014. According to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC bank of RMB60,000,000, plus interest and costs. In February 2017, the frozen bank balance of the Subsidiary was withdrawn by the court for the purpose of settlement of the claim by the PRC bank. During 2017, the Subsidiary filed an application of retrial of the PRC court judgements in relation to Guarantee Agreement 3 which was rejected by the PRC court. During 2017, the Subsidiary filed an application of protest of the PRC court judgements and the commencement of related legal proceeding was accepted by the PRC court in March 2018. Accordingly, the Group was of the view that the legal proceeding was still in progress notwithstanding the final court judgement and the rejection of the application of retrial. As at 30 June 2018, the withdrawn amount recoverable of RMB55,396,000 (the “Withdrawn Amount Recoverable”) was included in “Prepayments, deposits and other receivables” in the condensed consolidated statement of financial position.

誠如中期簡明合併財務報表附註18所載，除以上段落所述的協議，該附屬公司於2014年與中國的一家銀行訂立一項擔保協議（「擔保協議3」），為銀行向其借款人授予貸款融資提供擔保。該銀行之貸款未能於2014年償還，而該銀行已採取法律行動向借款人及一眾擔保人（包括該附屬公司）追討銀行貸款結餘及利息。經已發出法院指令凍結擔保人（包括該附屬公司）資產，即金額人民幣62,000千元。鑒於該法院指令，該附屬公司金額為人民幣55,396千元的銀行結餘已於2014年被銀行凍結。根據於2016年的首次法院判決及2017年的最終法院判決，該附屬公司被裁定須就向該家中國銀行支付人民幣60,000千元款項另加利息及成本承擔共同責任。於2017年2月，該附屬公司被凍結銀行結餘被法院提取以支付該家中國銀行的索償。該附屬公司於2017年已就擔保協議3的中國法院判決申請重審，惟被中國法院駁回。該附屬公司於2017年已就中國法院判決申請抗辯，且中國法院已於2018年3月同意受理相關法律訴訟。因此，貴集團認為儘管已作出最終法院判決及駁回重審申請，法律訴訟現仍在進行中。於2018年6月30日，人民幣55,396千元的可收回被提取款項（「可收回被提取款項」）已計入簡明合併財務狀況表內「預付款、保證金及其他應收賬款」一項。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Basis for Qualified Conclusion *(continued)*

(b) Provision for loss on financial guarantee contract *(continued)*

As of 30 June 2018, the directors, with reference to legal opinion obtained and other factors, considered that the likelihood of the Group sustaining losses from the guarantee was remote as it was considered that the bank loan had sufficient underlying securities and the Subsidiary is only one of the guarantors for the bank loan. The directors believed that the Withdrawn Amount Recoverable would be fully recovered upon the conclusion of the protest of the PRC court judgements and no provision on the Withdrawn Amount Recoverable was considered necessary as at 30 June 2018. In addition, the directors were of the opinion that no provision on any shortfall between the amount to be ultimately settled by the Group under the Guarantee Agreement 3 and the Subsidiary's withdrawn amount was considered necessary as at 30 June 2018.

As of 31 December 2018, the Withdrawn Amount Recoverable of RMB55,396,000 was fully impaired, further details of which are set out in Note 18 to the interim condensed consolidated financial statements.

In our review of the Company's interim condensed consolidated financial statements for the six months ended 30 June 2018, due to the inability to obtain sufficient evidence regarding whether the Group would be held liable for the PRC bank's loss and the probability that the Group would incur loss under Guarantee Agreement 3, our review conclusion on the Company's interim condensed consolidated financial statements for the six months ended 30 June 2018 was qualified on the above matters. Our review conclusion on the Company's interim condensed consolidated financial statements for the six months ended 30 June 2019 was also qualified because of the possible effect of limitations on the scope of our work on the comparability of the related figures in the interim condensed consolidated financial statements for the six months ended 30 June 2018.

保留結論基礎 (續)

(b) 務擔保合約虧損撥備 (續)

截至2018年6月30日，經參考取得的法律意見及其他因素，董事認為貴集團須承擔該項擔保損失的可能性輕微，因據悉該銀行貸款具有足夠的相關擔保，而該附屬公司亦僅為該銀行貸款的其中一名擔保人。董事相信當中國法院判決抗辯完結時，可收回被提取款項將可悉數收回，且無需於2018年6月30日對可收回被提取款項計提撥備。此外，董事認為，貴集團根據擔保協議3最終作出的付款金額與該附屬公司的被提取金額之間的差額亦不需要於2018年6月30日計提撥備。

截至2018年12月31日，可收回被提取款項人民幣55,396千元已悉數減值，進一步詳情載於中期簡明合併財務報表附註18。

在我們對貴公司截至2018年6月30日止6個月的中期簡明合併財務報表的審核中，由於未能就貴集團是否會承擔中國銀行的虧損以及貴集團根據擔保協議3將承擔虧損的可能性取得充分恰當的證據，我們對貴公司截至2018年6月30日止6個月的中期簡明合併財務報表的審核結論亦就上述事項作出保留。由於我們的工作範圍受到限制可能對截至2018年6月30日止6個月的中期簡明合併財務報表相關數字的可比性產生影響，我們對貴公司截至2019年6月30日止6個月的中期簡明合併財務報表的審核結論亦就此作出保留。

Report on Review of Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表審閱報告

Qualified Conclusion

Except for the adjustments to the corresponding figures included in the interim condensed consolidated financial statements that we might have become aware of had it not been for the situation described in the “Basis for Qualified Conclusion” paragraphs above, based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

保留結論

除倘非因上文「保留結論基礎」各段所述情況我們應會知悉對包含在中期簡明合併財務報表之相應數需作的調整外，根據我們的審閱工作，我們並沒有注意到任何事項，足以令我們相信中期簡明合併財務報表並非在所有重大方面均按照國際會計準則第34號編製。

BDO Limited

Certified Public Accountants

Lam Siu Fung

Practising Certificate Number P05308

Hong Kong, 26 August 2019

香港立信德豪會計師事務所有限公司

執業會計師

林兆豐

執業證書編號P05308

香港，2019年8月26日

Condensed Consolidated Statement of Profit or Loss

簡明合併損益表

		Six months ended 30 June 截至6月30日止6個月		
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)	
		Notes 附註		
REVENUE	收入	3	2,696,922	1,973,936
Cost of sales	銷售成本		(1,795,268)	(1,431,285)
GROSS PROFIT	毛利		901,654	542,651
Other income and gains	其他收入及收益	5	77,449	131,742
Selling and distribution costs	銷售及分銷費用		(386,323)	(179,253)
Administrative expenses	管理費用		(814,104)	(164,753)
Other expenses	其他費用		(21,591)	(81,579)
Finance costs	財務費用	6	(14,655)	(25,751)
Share of results of associates	應佔聯營公司業績		(1,946)	3,110
Share of results of a joint venture	應佔一家合營公司業績		(18,097)	-
Gain on disposal of a subsidiary	處置一家附屬公司收益	24	761,273	-
PROFIT BEFORE INCOME TAX	稅前利潤	4	483,660	226,167
Income tax	所得稅	7	(90,444)	(124,526)
PROFIT FOR THE PERIOD	本期利潤		393,216	101,641
Attributable to:	以下各方應佔：			
Owners of the parent	母公司擁有人		374,281	91,851
Non-controlling interests	非控制性權益		18,935	9,790
			393,216	101,641
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益擁有人應佔每股盈利			
Basic	基本	9	8.85 cents	2.56 cents
			8.85分	2.56分
Diluted	攤薄	9	8.85 cents	2.56 cents
			8.85分	2.56分

Details of the dividend are disclosed in Note 10 to the interim condensed consolidated financial statements.

股息的詳情已在中期簡明合併財務報表附註10披露。

Condensed Consolidated Statement of Comprehensive Income

簡明合併全面收入表

Six months ended 30 June
截至6月30日止6個月

		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
PROFIT FOR THE PERIOD	本期利潤	393,216	101,641
OTHER COMPREHENSIVE INCOME	其他全面收入		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後或會重新分類至損益表的項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	(18,079)	(3,881)
<i>Item that may not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益表的項目：</i>		
Fair value gain on financial assets at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收入的金融資產的公允價值收益(扣除稅項)	5,428	7,400
		(12,651)	3,519
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	本期全面收入合計	380,565	105,160
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	361,526	94,378
Non-controlling interests	非控制性權益	19,039	10,782
		380,565	105,160

Condensed Consolidated Statement of Financial Position

簡明合併財務狀況表

			30 June 2019 2019年 6月30日 RMB'000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 千人民幣 (Audited) (經審核)
	<i>Notes 附註</i>			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	11	物業、廠房及設備	658,750	653,576
Prepaid land lease payments		預付土地租金	-	44,800
Right-of-use assets	1.2(d)	使用權資產	286,204	-
Goodwill		商譽	1,129,734	1,127,376
Other intangible assets		其他無形資產	665,508	678,857
Investments in associates		於聯營公司投資	42,440	44,386
Investment in a joint venture		於一家合營公司投資	48,703	64,800
Long term investments	12	長期投資	37,738	235,996
Deferred tax assets		遞延稅項資產	75,875	72,029
Prepayments for purchases of property, plant and equipment		購買物業、廠房及設備預付款項	310,224	449,997
Total non-current assets		非流動資產合計	3,255,176	3,371,817
CURRENT ASSETS		流動資產		
Inventories	13	存貨	704,765	683,524
Trade and bills receivables	14	貿易及票據應收賬款	1,431,517	1,504,176
Prepayments, deposits and other receivables	14	預付款、保證金及其他應收賬款	331,028	361,313
Income tax recoverable		預付所得稅	1,458	568
Other current assets		其他流動資產	33,857	45,014
Held-for-trading investments		持作買賣投資	32,582	44,190
Restricted bank balances and short-term deposits		受限制銀行結餘及短期存款	244,626	677,502
Cash and cash equivalents		現金及現金等價物	763,320	912,998
Total current assets		流動資產合計	3,543,153	4,229,285
CURRENT LIABILITIES		流動負債		
Trade and bills payables	15	貿易及票據應付賬款	1,470,113	1,385,298
Other payables and accruals		其他應付賬款及應計費用	741,311	1,324,472
Interest-bearing loans and borrowings	16	計息貸款及借款	489,370	1,064,924
Lease liabilities	1.2(d)	租賃負債	25,039	-
Government grants		政府補助	561	1,612
Income tax payable		應繳所得稅	228,563	187,168
Derivative financial liabilities		衍生金融負債	-	10,689
Total current liabilities		流動負債合計	2,954,957	3,974,163
NET CURRENT ASSETS		淨流動資產	588,196	255,122
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	3,843,372	3,626,939

Continued/...
續/...

Condensed Consolidated Statement of Financial Position

簡明合併財務狀況表

		Note 附註	30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	1.2(d)	73,894	-
Government grants	政府補助		10,974	9,138
Deferred tax liabilities	遞延稅項負債		175,957	222,285
Total non-current liabilities	非流動負債合計		260,825	231,423
Net assets	淨資產		3,582,547	3,395,516
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本		3	3
Reserves	儲備		3,462,460	3,101,326
Proposed dividend	建議宣派股息		-	185,367
			3,462,463	3,286,696
Non-controlling interests	非控制性權益		120,084	108,820
Total equity	總權益		3,582,547	3,395,516

WANG Donglei
王冬雷
Director
董事

CHAN Kim Yung, Eva
陳劍瑛
Director
董事

Condensed Consolidated Statement of Cash Flows

簡明合併現金流量表

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB'000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB'000 千人民幣 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	454,906	209,476
Tax paid	已繳稅款	(100,900)	(55,346)
		354,006	154,130
Net cash flows generated from operating activities	經營活動所得現金流量淨額		
		354,006	154,130
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	23,428	11,824
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備項目的所得款項	942	2,133
Prepayments for and purchases of items of property, plant and equipment	預付及購買物業、廠房及設備項目	(62,827)	(58,170)
Prepayments for potential acquisitions	潛在收購事項預付款項	-	(540,205)
Acquisitions of subsidiaries	收購附屬公司	(306,004)	-
Purchases of long term investment	購買長期投資	(500)	(100)
Proceeds from disposal of long term investment	處置長期投資的所得款項	210,461	-
Investment in an associate	於一家聯營公司的投資	-	(5,000)
Investment in a joint venture	於一家合營公司的投資	(2,000)	-
Disposal of a subsidiary	處置一家附屬公司	(99)	-
Dividend received from an associate	收取一家聯營公司股息	-	9,000
Additions to other intangible assets	添置其他無形資產	(8,695)	(1,348)
Decrease/(increase) in the restricted bank balances and short term deposits	受限制銀行結餘及短期存款減少/(增加)	432,876	(203,597)
		432,876	(203,597)
Net cash flows generated from/(used in) investing activities	投資活動所得/(所用)現金流量淨額		
		287,582	(785,463)

Condensed Consolidated Statement of Cash Flows

簡明合併現金流量表

Six months ended 30 June

截至6月30日止6個月

		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Cash flows from financing activities	融資活動所得現金流量		
Dividends paid to non-controlling shareholders	向非控制性股東派付股息	(7,775)	-
Dividends paid	已付股息	(185,367)	-
New bank loans	新增銀行貸款	277,803	395,786
Repayment of bank loans	償還銀行貸款	(853,357)	(23,955)
Lease payments	租賃款項	(11,992)	-
Interest paid	已付利息	(11,443)	(21,087)
Shares repurchased	購回股份	(392)	-
Net cash flows (used in)/generated from financing activities	融資活動(所用)/所得現金流量淨額	(792,523)	350,744
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(150,935)	(280,589)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	912,998	1,265,589
Effect of foreign exchange rate changes, net	匯率變動影響淨額	1,257	6,040
Cash and cash equivalents as stated in the statement of financial position and cash flows	於財務狀況表及現金流量表中呈列的現金及現金等價物	763,320	991,040

Condensed Consolidated Statement of Changes in Equity

簡明合併權益變動表

Six months ended 30 June 2019

截至2019年6月30日止6個月

	Attributable to owners of the parent 母公司擁有人應佔											
	Treasury shares (Note 25) 庫存股份 RMB'000 千人民幣	Share premium RMB'000 千人民幣	Equity reserve RMB'000 千人民幣	Other reserve RMB'000 千人民幣	Shareholders' contribution RMB'000 千人民幣	Statutory reserve RMB'000 千人民幣	Foreign currency translation reserve RMB'000 千人民幣	Retained profits RMB'000 千人民幣	Proposed dividends RMB'000 千人民幣	Total RMB'000 千人民幣	Non-controlling interests RMB'000 千人民幣	Total equity RMB'000 千人民幣
Share capital 股本 RMB'000 千人民幣	3	1,579,173	(4,158)	4,500	6,416	296,236	(141,396)	1,361,926	185,367	3,286,696	108,820	3,395,516
Profit for the period (經審核) 本期利潤	-	-	-	-	-	-	-	374,281	-	374,281	18,935	393,216
Other comprehensive income: Exchange differences on translation of foreign operations 匯兌差額 按公允價值計入其他全面收入的金融資產的公允價值收益	-	-	-	-	-	-	(16,183)	-	-	(16,183)	104	(18,079)
Total comprehensive income for the period 本期全面收入合計	-	-	-	5,428	-	-	-	-	-	5,428	-	5,428
Transfer to statutory reserve 轉入法定公積金	-	-	-	5,428	-	-	(16,183)	374,281	-	361,526	19,039	380,565
Shares repurchased (Note 25) 購回股份 (附註25)	-	-	-	-	-	7,005	-	(7,005)	-	-	-	-
Cancellation of treasury shares (Note 25) 註銷庫存股份 (附註25)	(392)	-	-	-	-	-	-	-	-	(392)	-	(392)
Transfer upon disposal of a subsidiary 處置一家附屬公司後轉移	1,763	(1,763)	-	-	-	-	-	-	-	-	-	-
Dividends paid to non-controlling shareholders 向非控制性股東派付股息	-	-	-	-	-	(2,617)	-	2,617	-	-	(7,775)	(7,775)
Dividend paid 已付股息	-	-	-	-	-	-	-	-	(185,367)	-	-	(185,367)
Proposed dividend 建議宣派股息	-	-	-	-	-	-	-	-	-	-	-	-
At 1 January 2019 (audited) (經審核) 於2019年1月1日	3	1,579,173	(4,158)	4,500	6,416	296,236	(141,396)	1,361,926	185,367	3,286,696	108,820	3,395,516
At 30 June 2019 (Unaudited) (未經審核) 於2019年6月30日	3	1,577,410	(4,158)	9,928	6,416	300,624	(159,579)	1,731,819	-	3,462,463	120,084	3,582,547

Continued/...
續/...

Condensed Consolidated Statement of Changes in Equity

簡明合併權益變動表

Six months ended 30 June 2019

截至2019年6月30日止6個月

		Attributable to owners of the parent 母公司擁有人應佔											
		Share capital 股本	Share premium 股份溢價	Equity reserve 權益儲備	Other reserve 其他儲備	Shareholders' contribution 股東出資	Statutory reserve 法定公積金	Foreign currency translation reserve 外幣換算儲備	Retained profits 留存利潤	Proposed final dividend 建議派發末期股息	Total 合計	Non-controlling interests 非控制性權益	Total equity 總權益
		RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	RMB'000 千人民幣	
At 1 January 2018	於2018年1月1日	3	1,336,737	(4,158)	(2,000)	6,416	182,655	(130,051)	1,933,089	29,940	3,222,641	88,177	3,310,818
Profit for the period	本期利潤	-	-	-	-	-	-	-	91,851	-	91,851	9,790	101,641
Other comprehensive income:	其他全面收入：												
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	(4,873)	-	-	(4,873)	992	(3,881)
Fair value gain on financial assets at fair value through other comprehensive income	按公允價值計入其他全面收入的金融資產的公允價值收益	-	-	-	7,400	-	-	-	-	-	7,400	-	7,400
Total comprehensive income for the period	本期全面收入合計	-	-	-	7,400	-	-	(4,873)	91,851	-	94,378	10,782	105,160
Transfer to statutory reserve	轉入法定公積金	-	-	-	-	-	1,040	-	(1,040)	-	-	-	-
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(29,940)	(29,940)	-	(29,940)
At 30 June 2018 (Unaudited)	於2018年6月30日 (未經審核)	3	1,336,737	(4,158)	5,400	6,416	183,695	(134,924)	1,893,910	-	3,287,079	98,959	3,386,038

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.1 Basis of Preparation

These interim condensed consolidated financial statements of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2019 (the “Period under Review”) have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and International Accounting Standard 34 (“IAS 34”), “Interim Financial Reporting” issued by the International Accounting Standards Board. These interim condensed consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (‘000) except when otherwise indicated.

The accounting policies and basis of preparation used in the preparation of these interim condensed consolidated financial statements are the same as those used in the Group’s annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of the new and revised International Financial Reporting Standards (“IFRSs”) (which also include International Accounting Standards (“IASs”) and Interpretations) effective for the first time for periods beginning on or after 1 January 2019. Details of any changes in accounting policies are set out in Note 1.2 below.

In preparing these interim condensed consolidated financial statements in compliance with IAS 34, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those applied to annual consolidated financial statements for the year ended 31 December 2018 except for new significant judgements and key sources of estimation uncertainty related to the application of IFRS 16 as set out in Note 1.2 below.

These interim condensed consolidated financial statements do not include all information and disclosures required in the Group’s annual consolidated financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2018.

1.1 編製基礎

本公司及其附屬公司（統稱「本集團」）截至2019年6月30日止6個月（「回顧期」）的中期簡明合併財務報表乃遵照《香港聯合交易所有限公司證券上市規則》附錄十六的適用披露規定及國際會計準則理事會頒佈的國際會計準則第34號（「國際會計準則第34號」）「中期財務報告」編製。該等中期簡明合併財務報表均以人民幣（「人民幣」）呈列，除非另有指明，所有數值均四捨五入到最接近的千位（‘000）。

編製該等中期簡明合併財務報表所採用的會計政策及編製基準與編製本集團截至2018年12月31日止年度的年度合併財務報表所採用者一致，惟採納新訂及經修訂的自2019年1月1日或之後開始的期間首次生效的國際財務報告準則（「國際財務報告準則」）（其中亦包括國際會計準則（「國際會計準則」）及詮釋）除外。有關會計政策變更的詳情請參閱下文附註1.2。

編製該等符合國際會計準則第34號的中期簡明合併財務報表時，管理層於應用本集團會計政策時所作出的重大判斷以及估計不確定性的主要來源與截至2018年12月31日止年度的年度合併財務報表所應用者相同，惟下文附註1.2所載與應用國際財務報告準則第16號有關的新重大判斷及估計不確定性的主要來源除外。

該等中期簡明合併財務報表並不包括本集團年度合併財務報表所需的所有資料及披露，並應連同本集團截至2018年12月31日止年度的年度合併財務報表一併閱讀。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures

Adoption of new or revised standards and interpretations effective for the Period under Review that are relevant to the Group is as follows:

IFRS 16	Leases
IFRIC-Int 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long Term Interests in Associates and Joint Ventures
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 3, Business Combinations
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 11, Joint Arrangements
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IAS 12, Income Taxes
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IAS 23, Borrowing Costs

Except for IFRS 16 Leases (“IFRS 16”), none of the new or revised standards and interpretation have had a material effect on the Group’s accounting policies. The Group has not applied any new standard or interpretation that is not yet effective for the Period under Review. The impact of the adoption of IFRS 16 is summarised below.

1.2 會計政策及披露的更改

採納於回顧期內生效並與本集團有關的新訂或經修訂的準則及詮釋如下：

國際財務報告準則第16號	租賃
國際財務報告詮釋委員會 – 詮釋第23號	所得稅處理之不确定性
國際財務報告準則第9號之修訂	具有負面賠償之預付款項特徵
國際會計準則第19號之修訂	計劃修訂、縮減或結清
國際會計準則第28號之修訂	於聯營公司及合營公司之長期權益
2015年至2017年週期國際財務報告準則之年度改進	國際財務報告準則第3號之修訂，業務合併
2015年至2017年週期國際財務報告準則之年度改進	國際財務報告準則第11號之修訂，合營安排
2015年至2017年週期國際財務報告準則之年度改進	國際會計準則第12號之修訂，所得稅
2015年至2017年週期國際財務報告準則之年度改進	國際會計準則第23號之修訂，借貸成本

除國際財務報告準則第16號租賃（「國際財務報告準則第16號」）外，新訂或經修訂準則及詮釋對本集團的會計政策並無任何重大影響。本集團並無應用於回顧期內尚未生效之任何新訂準則或詮釋。採納國際財務報告準則第16號的影響已於下文概述。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16

IFRS 16 supersedes IAS 17 Leases (“IAS 17”), IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model.

Lessor accounting under IFRS 16 is substantially unchanged under IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have an impact for leases where the Group is the lessor.

The Group adopted IFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect on initial adoption as an adjustment to opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under IAS 17.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號

國際財務報告準則第16號取代國際會計準則第17號租賃(「國際會計準則第17號」)、國際財務報告詮釋委員會詮釋第4號釐定安排是否包括租賃、準則詮釋委員會詮釋第15號經營租賃－優惠以及準則詮釋委員會詮釋第27號評估涉及租賃法律形式的交易實質。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人以單一資產負債表入賬模型將所有租賃入賬。

國際財務報告準則第16號大致沿用國際會計準則第17號內出租人的會計處理。出租人將繼續使用與國際會計準則第17號所載者相似的原則將租賃分類為經營或融資租賃。因此，國際財務報告準則第16號對本集團為出租人的租賃並無影響。

本集團於首次應用日期2019年1月1日按經修訂追溯採納方法採納國際財務報告準則第16號。根據此方法，本集團追溯應用該準則，並將初始採納該準則的累積影響確認為對2019年1月1日留存利潤期初餘額的調整，而2018年的比較資料並無重列並繼續根據國際會計準則第17號列報。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

New definition of a lease

Under IFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC-Int 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC-Int 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their standard-alone prices. A practical expedient is available to a lessee, which the Group has adopted, not to separate non-lease components and to account for the lease and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

租賃的新定義

根據國際財務報告準則第16號，一項合約如讓渡權利於一段時間內控制一項已識別資產的用途以獲取代價，則屬於或包含租賃。倘客戶有權透過使用該項已識別資產獲取絕大部份經濟利益及有權操控該項已識別資產用途，則讓渡控制權。在首次應用日期，本集團選擇採用的過渡期可行權宜方法，僅對於之前應用國際會計準則第17號及國際財務報告詮釋委員會－詮釋第4號識別為租賃的合約應用該準則。並無根據國際會計準則第17號及國際財務報告詮釋委員會－詮釋第4號識別為租賃的合約不予重新評估。因此，國際財務報告準則第16號的租賃定義僅適用於在2019年1月1日或之後訂立或更改的合約。

在開始或重新評估包含租賃組成部份的合約時，本集團以各租賃組成部份和非租賃組成部份的單獨價格為基礎將合約內的代價分配至該等組成部份。本集團已作為承租人採用可行權宜方法，選擇不分拆非租賃組成部份，而是將租賃組成部份及與其相關的非租賃組成部份（如租賃物業的物業管理服務）作為單一租賃組成部份入賬。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

As a lessee – Leases previously classified as operating leases

(a) *Nature of the effect of adoption of IFRS 16*

The Group has lease contracts for various items of land and buildings. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets (e.g., laptop computers and telephones); and (ii) leases, that at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (“short-term leases”). Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

作為承租人 – 之前分類為經營租賃的租賃

(a) *採納國際財務報告準則第16號影響之性質*

本集團擁有多個土地及樓宇項目的租賃合約。本集團之前作為承租人根據對租賃是否將資產擁有權的絕大部份報酬與風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據國際財務報告準則第16號，本集團對所有租賃應用單一方法確認及計量使用權資產與租賃負債，惟低價值資產（基於每一項租賃選擇）及短期租賃（基於每一類相關資產選擇）兩類租賃的選擇性豁免除外。本集團選擇不就(i)低價值資產（如手提電腦及電話）租賃；及(ii)於租賃開始之日租賃期為12個月或以下且不包含購買選擇權的租賃（「短期租賃」）確認使用權資產及租賃負債。相反，本集團在租賃期內以直線法將與該等租賃相關的租賃付款確認為開支。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(a) *Nature of the effect of adoption of IFRS 16 (continued)*

Leases previously accounted for as operating leases

Lease liabilities were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The weighted average of the incremental borrowing rates used for determination of the remaining lease payments was 7.08%. The Group recognised right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets were recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments recognised in the statement of financial position immediately before 1 January 2019.

The Group also applied the short-term leases exemptions to leases with lease term that ends within 12 months at the date of initial application.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(a) *採納國際財務報告準則第16號影響之性質 (續)*

先前作為經營租賃入賬之租賃

租賃負債按剩餘租賃付款的現值確認，並使用於首次應用日期的增量借款利率貼現。用於釐定剩餘租賃付款之加權平均增量借款利率為7.08%。本集團就先前分類為經營租賃的租賃確認使用權資產及租賃負債，惟短期租賃及低價值資產租賃除外。使用權資產按相等於租賃負債的金額確認，並於緊接2019年1月1日前就於財務狀況表確認的任何相關預付及應計租賃付款進行調整。

本集團亦應用短期租賃豁免於在首次應用日期起12個月內終止的租賃期限的租賃。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(a) Nature of the effect of adoption of IFRS 16 (continued)

Leases previously accounted for as operating leases (continued)

The effect of adoption IFRS 16 as at 1 January 2019 (increase/(decrease)) is as follows:

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(a) 採納國際財務報告準則第16號影響之性質 (續)

先前作為經營租賃入賬之租賃 (續)

國際財務報告準則第16號於2019年1月1日採用的影響 (增加/(減少)) 如下:

		RMB'000 千人民幣 (Unaudited) (未經審核)
Assets	資產	
<i>Non-current assets</i>	<i>非流動資產</i>	
Right-of-use assets	使用權資產	73,487
Prepaid land lease payments	預付土地租金	(44,800)
Total non-current assets	非流動資產合計	28,687
<i>Current assets</i>	<i>流動資產</i>	
Prepayments, deposits and other receivables	預付款、保證金及其他應收賬款	(979)
Total current assets	流動資產合計	(979)
Total assets	總資產	27,708
Liabilities	負債	
<i>Current liabilities</i>	<i>流動負債</i>	
Lease liabilities	租賃負債	8,349
Total current liabilities	流動負債合計	8,349
<i>Non-current liabilities</i>	<i>非流動負債</i>	
Lease liabilities	租賃負債	19,359
Total non-current liabilities	非流動負債合計	19,359
Total liabilities	總負債	27,708

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(a) Nature of the effect of adoption of IFRS 16 (continued)

The lease liabilities as at 1 January 2019 can be reconciled to the operating lease commitments as of 31 December 2018 as follows:

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(a) 採納國際財務報告準則第16號影響之性質 (續)

於2019年1月1日的租賃負債與截至2018年12月31日的經營租賃承擔的對賬如下：

		RMB'000 千人民幣
Operating lease commitments as at 31 December 2018 (audited)	於2018年12月31日的經營租賃承擔 (經審核)	37,194
Less: commitments relating to short-term leases	減：與短期租賃有關的承諾	(506)
Less: total future interest expense	減：日後利息開支總額	(8,980)
Lease liabilities as at 1 January 2019 (unaudited)	於2019年1月1日的租賃負債 (未經審核)	27,708

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(b) Summary of new accounting policies

Set out below are the new accounting policies of the Group upon adoption of IFRS 16, which have been applied from the date of initial application:

Right-of-use assets

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 assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(b) 新訂會計政策概要

以下載列本集團採納國際財務報告準則第16號後的新訂會計政策，自首次應用日期起適用：

使用權資產

本集團於租賃開始日期（即相關資產可供使用的日期）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，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本，以及於開始日期或之前作出的租賃付款減已收取的任何租賃優惠。除非本集團合理確定在租賃期屆滿時取得租賃資產的所有權，否則已確認的使用權資產在其估計可使用年期及租賃期（以較短者為準）內按直線基準計提折舊。使用權資產可能出現減值。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(b) Summary of new accounting policies (continued)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period in which the event or condition that triggers the payment occurs.

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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(b) 新訂會計政策概要 (續)

租賃負債

於租賃開始日期，本集團確認以租賃期內的租賃付款之現值計量租賃負債。租賃付款包括定額付款（包括實質定額付款）減已收取的任何租賃優惠、取決於指數或利率的可變租賃付款，以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理地肯定行使的購買選擇權之行使價，及倘租賃期反映本集團行使終止選擇權，則終止租賃而需支付的罰款。於觸發付款的事件或條件發生時，不依賴於指數或利率的可變租賃付款將於該期間確認為開支。

在計算租賃付款的現值時，如果租賃中所隱含的利率不易確定，則本集團在租賃開始日期使用累計的借款利率。在開始日期之後，租賃負債的金額將會增加，以反映利息的增加及減少租賃付款。此外，如有修改、租賃期限發生變更、實質定額租賃付款的變化或購買有關資產的評估的變更，租賃負債的賬面價值將重新計量。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(b) Summary of new accounting policies (continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(c) Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases to lease the assets for additional terms of one to ten years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(b) 新訂會計政策概要 (續)

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於短期租賃。本集團亦將低價值資產租賃確認豁免應用於被視為低價值的租賃。短期租賃及低價值資產租賃的租賃付款在租賃期內按直線基準確認為開支。

(c) 釐定有重續選擇權合約的租期時所用重大判斷

本集團將租期釐定為不可撤銷租賃期限，而如果能合理確定將行使延長租賃的選擇權，租期還應包括該選擇權所涵蓋的任何期間，或在合理確定將不會行使終止租賃的選擇權時，還應包括該選擇權所涵蓋的任何期間。

本集團根據其部份租賃可選擇按額外一至十年的期限租賃有關資產。本集團於評估行使重續選擇權是否合理確定時運用判斷。換言之，其考慮所有會對行使重續構成經濟激勵的相關因素。於開始日期後，本集團於有影響其行使（或不行使）重續選擇權能力的可控範圍內重大事件或情況變動（如業務策略的變更）時，會重新評估租期。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(c) *Significant judgement in determining the lease term of contracts with renewal options (continued)*

The Group included the renewal period as part of the lease term for leases of certain buildings due to the significance of these assets to its operations. These leases have a short non-cancellable period (i.e., one to three years) and there will be a significant negative effect on production if a replacement is not readily available.

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(c) *釐定有重續選擇權合約的租期時所用重大判斷 (續)*

本集團將重續期間計作若干樓宇租賃的一部份租期，此乃由於該等資產對本集團的經營而言具有重要性。該等租賃擁有短期不可撤銷期間（即一至三年），且倘不易可用替代者，會對生產構成重大負面影響。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

1.2 Changes in Accounting Policies and Disclosures (continued)

IFRS 16 (continued)

(d) Amounts recognised in the condensed consolidated statement of financial position and profit or loss

Set out below are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the Period under Review:

		Right-of-use assets 使用權資產			Lease liabilities 租賃負債
		Land 土地 RMB' 000 千人民幣 (Unaudited) (未經審核)	Buildings 樓宇 RMB' 000 千人民幣 (Unaudited) (未經審核)	Total 合計 RMB' 000 千人民幣 (Unaudited) (未經審核)	RMB' 000 千人民幣 (Unaudited) (未經審核)
As at 1 January 2019	於2019年1月1日	45,676	27,811	73,487	27,708
Additions	添置	-	226,329	226,329	78,860
Business combination	業務合併	-	592	592	601
Depreciation expense	折舊開支	(660)	(14,079)	(14,739)	-
Interest expense (Note 6)	利息開支 (附註6)	-	-	-	3,212
Payments	付款	-	-	-	(11,992)
Exchange realignment	外匯調整	-	535	535	544
As at 30 June 2019	於2019年6月30日	45,016	241,188	286,204	98,933

The Group recognised rent expense from short-term leases of RMB15,622,000 for the Period under Review.

於回顧期內，本集團確認短期租賃的租金開支為人民幣15,622千元。

1.2 會計政策及披露的更改 (續)

國際財務報告準則第16號 (續)

(d) 於簡明合併財務狀況及損益表中確認的金額

下文載列本集團使用權資產及租賃負債的賬面值以及於回顧期內的變動：

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

2. Seasonality of Operations

The principal operations of the Group are manufacture and sales of lamp products, luminaire products and lighting electronic products. Due to the seasonal nature of its products, higher revenues and operation profits are usually expected in the second half of the year rather than in the first six months.

3. Revenue and Segment Information

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

For management purposes, the Group is organised into business units based on their products and markets and has four reportable operating segments as follows:

- (a) NVC brand lighting products – domestic market segment
- (b) NVC brand lighting products – international market segment
- (c) Non-NVC brand lighting products – domestic market segment
- (d) Non-NVC brand lighting product – international market segment

2. 業務的季節性

本集團的主要業務為生產和銷售光源產品、燈具產品和照明電器產品。由於產品受季節性因素影響，預期下半年的收入及經營利潤一般較首六個月為高。

3. 收入及分部資料

收入指已售貨物的發票價值，經扣除退貨和折扣的淨額。

就管理而言，本集團根據產品及市場劃分業務單元並設有以下四個報告業務分部：

- (a) 雷士品牌照明產品 – 國內市場分部
- (b) 雷士品牌照明產品 – 國際市場分部
- (c) 非雷士品牌照明產品 – 國內市場分部
- (d) 非雷士品牌照明產品 – 國際市場分部

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

3. Revenue and Segment Information (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before income tax. The adjusted profit or loss before income tax is measured consistently with the Group's profit or loss before income tax except that interest income, finance costs, unallocated income and gains as well as head office and corporate expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third party at the then prevailing market prices.

Since total assets, liabilities and capital expenditures for each reportable segment are not regularly provided to the chief operating decision maker, the directors are of the opinion that the disclosure of such amounts is not necessary.

3. 收入及分部資料 (續)

為制定資源分配決策及評估業績，管理層將分別監控本集團業務分部的業績。分部業績按照報告分部利潤或虧損評估（根據經調整稅前利潤或虧損計量）。經調整稅前利潤或虧損的計量與本集團的稅前利潤或虧損相同，惟利息收入、財務費用、未分配收入及收益和總辦事處及企業開支則不包括在該計量中。

分部間的銷售及轉讓以在當時現行市場價格基礎上向第三方作出的銷售價格為參照進行交易。

由於各報告分部的總資產、負債及資本支出並不經常提供予主要經營決策人，董事認為該等金額的披露並非必要。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

3. Revenue and Segment Information (continued)

3. 收入及分部資料 (續)

		Revenue		Results	
		Six months ended 30 June		Six months ended 30 June	
		收入		業績	
		截至6月30日止6個月		截至6月30日止6個月	
		2019	2018	2019	2018
		(Unaudited)	(Restated)	(Unaudited)	(Restated)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		千人民幣	千人民幣	千人民幣	千人民幣
		(經重列)	(經重列)	(經重列)	(經重列)
		2019年	2018年	2019年	2018年
Domestic NVC brand	國內雷士品牌	1,655,598	1,213,938	628,215	431,720
International NVC brand	國際雷士品牌	86,472	93,595	25,987	29,607
Domestic non-NVC brand	國內非雷士品牌	141,238	133,967	29,739	22,535
International non-NVC brand	國際非雷士品牌	813,614	532,436	217,713	58,789
Total	合計	2,696,922	1,973,936	901,654	542,651
Reconciliation		調節項目			
Interest income	利息收入			23,428	11,824
Unallocated income and gains	未分配收入及收益			54,021	44,780
Corporate and other unallocated expenses [#]	企業及其他未分配費用 [#]			(662,874)	(347,198)
Finance costs	財務費用			(14,655)	(25,751)
Impairment of other receivables	其他應收賬款減值			(559,144)	-
Fair value change of derivative component of convertible bonds	可換股債券衍生工具部份的公允價值變動			-	75,138
Loss on modification of terms of convertible bonds	修訂可換股債券之條款產生之虧損			-	(78,387)
Share of results of associates	應佔聯營公司業績			(1,946)	3,110
Share of results of a joint venture	應佔一家合營公司業績			(18,097)	-
Gain on disposal of a subsidiary	處置一家附屬公司收益			761,273	-
Profit before income tax	稅前利潤			483,660	226,167

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

3. Revenue and Segment Information (continued)

Corporate and other unallocated expenses consist of unallocated depreciation, amortisation and staff costs, freight expenses, impairment loss of trade receivables and exchange losses.

Timing of revenue recognition:

For the Period under Review, the Group's revenue is recognised at a point in time save for the engineering service income of RMB20,595,000 (six months ended 30 June 2018: RMB21,435,000) in Domestic NVC brand segment which is recognised over time.

3. 收入及分部資料 (續)

企業及其他未分配費用包括未分配折舊、攤銷及員工成本、運費、貿易應收賬款減值虧損及匯兌損失。

收入確認時間：

回顧期內，除了國內雷士品牌分部中的人民幣20,595千元（截至2018年6月30日止6個月：人民幣21,435千元）的工程服務收入於一段時間內確認外，本集團的收入均於某個時間點確認。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

4. Profit Before Income Tax

This is arrived at after charging/(crediting):

4. 稅前利潤

為經扣除／(計入)下列項目所得：

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	1,786,414	1,434,075
Depreciation	折舊		
– Own assets	– 自有資產	49,399	44,361
– Right-of-use assets	– 使用權資產	14,739	–
		64,138	44,361
Amortisation of prepaid land lease payments	預付土地租金攤銷	–	660
Amortisation of computer software and patents*	電腦軟件及專利權攤銷*	1,121	1,632
Amortisation of trademarks and customer relationships*	商標及客戶關係攤銷*	15,534	–
Research and development costs:	研發成本：		
Deferred expenditure amortised*	已攤銷的遞延開支*	5,387	1,286
Current period expenditure	本期間開支	44,187	34,381
Less: Government grants released**	減：已發放政府補助**	(62)	(11)
		44,125	34,370
		49,512	35,656
Auditor's remuneration	核數師薪酬	1,200	1,180
Employee benefit expenses (including directors' and chief executive's remuneration):	僱員福利開支(包含董事及最高行政人員薪酬)：		
Wages and salaries	工資和薪金	293,382	245,515
Pension scheme contributions (defined contribution scheme)	退休金計劃供款(界定供款計劃)	30,130	26,553
Housing funds' contributions	住房公積金供款	7,802	6,150
Other welfare expenses	其他福利開支	6,922	6,314
		338,236	284,532

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

4. Profit Before Income Tax (continued)

This is arrived at after charging/(crediting): (continued)

4. 稅前利潤(續)

為經扣除/(計入)下列項目所得:(續)

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Impairment of other receivables	其他應收賬款減值	559,144	-
Impairment of trade receivables from contracts with customers	客戶合約貿易應收賬款減值	17,279	7,815
Write-down/(reversal of write-down) of inventories to net realisable value	撇減/(撥回撇減)存貨至可變現淨值	8,854	(2,790)
Loss on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的虧損	217	676
Fair value change of derivative component of convertible bonds	可換股債券衍生工具部份的公允價值變動	-	(75,138)
Loss on modification of terms of convertible bonds	修訂可換股債券之條款產生之虧損	-	78,387

* The amortisation of computer software, patents, trademarks and customer relationships and the amortisation of deferred development costs for the period are included in "Cost of sales" and "Administrative expenses" in the condensed consolidated statement of profit or loss.

* 本期間電腦軟件、專利、商標及客戶關係的攤銷以及遞延開發成本的攤銷計入簡明合併損益表「銷售成本」及「管理費用」。

** Various government grants have been received for setting up research activities in Chongqing City, Guangdong and Zhejiang Province, the People's Republic of China (the "PRC"), to support the development of energy-saving products and light emitting diode ("LED") products. The government grants released have been deducted from the research and development costs to which they relate. Government grants received for which related expenditure has not yet been undertaken are included in government grants in the condensed consolidated statement of financial position. There are no unfulfilled conditions or contingencies relating to these grants.

** 在中華人民共和國(「中國」)重慶市、廣東省及浙江省開展研究活動，以支持節能產品及發光二極體(「LED」)產品的開發，並已因此獲得多項政府補助。發放的政府補助已扣除相關研發成本。就尚未承擔的有關支出而獲得的政府補助計入簡明合併財務狀況表的政府補助。上述補助並無附有任何未實現的條件或或有事項。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

5. Other Income and Gains

5. 其他收入及收益

Six months ended 30 June
截至6月30日止6個月

		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Other income	其他收入		
Bank and other interest income	銀行及其他利息收入	23,428	11,824
Gain on disposal of long term investments	處置長期投資收益	4,565	-
Government grants	政府補助	17,896	24,029
Rental income	租金收入	2,938	3,927
Trademark licence fee income	商標許可費收入	4,772	1,539
Logistic income	物流收入	10,285	385
Others	其他	8,606	5,414
		72,490	47,118
Gains	收益		
Exchange gains, net	匯兌收益淨額	4,568	8,087
Sales of scrap materials	銷售廢料	-	1,399
Fair value change of derivative component of convertible bonds	可換股債券衍生工具部份的公允價值變動	-	75,138
Others	其他	391	-
		4,959	84,624
		77,449	131,742

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

6. Finance Costs

6. 財務費用

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Interest on bank loans	銀行貸款利息	8,380	3,323
Interest on lease liabilities (Note 1.2(d))	租賃負債利息 (附註1.2(d))	3,212	-
Interest expenses on convertible bonds	可換股債券利息支出	-	19,388
Other interest expenses	其他利息支出	3,063	3,040
		14,655	25,751

7. Income Tax

The Group is subject to income tax on an individual legal entity basis on profits arising in or derived from the tax jurisdictions in which most of the group entities are domiciled and operate. No provision for the United Kingdom (the "UK") corporation income tax and the United States (the "US") income tax have been made as the Group had no assessable profits arising in the UK and the US during the Period under Review (six months ended 30 June 2018: RMBNil). Taxes on the corporate income elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

7. 所得稅

本集團須根據大多數集團實體公司所處地及經營地的稅務司法管轄區所產生或賺取的利潤，按獨立法人實體基準繳納所得稅。回顧期內，由於本集團並無在英國或美國產生任何應課稅利潤，因此並無就英國（「英國」）企業所得稅計及美國（「美國」）所得稅提撥備（截至2018年6月30日止6個月：人民幣零元）。其他地區的企業所得稅已按本集團營運所在國家或司法管轄區的現行稅率計算。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

7. Income Tax (continued)

7. 所得稅 (續)

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Current – the PRC	即期 – 中國		
– Charge for the period	– 本期支出	99,032	72,875
– Under/(over) provision in prior years	– 過往年度撥備不足/ (超額)撥備	5,286	(4)
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 本期支出	38,101	–
		142,419	72,871
Deferred	遞延	(51,975)	51,655
Income tax for the period	本期稅項開支	90,444	124,526

The Company's subsidiaries located in the PRC are subject to enterprise income tax at the statutory tax rate of 25%. According to the preferential tax policies in the PRC, one of our subsidiaries (six months ended 30 June 2018: two) was recognised as western development enterprises by the local tax authorities and was entitled to the preferential tax rate of 15%, while three of our subsidiaries (six months ended 30 June 2018: one) were recognised as high-tech enterprises by PRC tax authorities and were entitled to the preferential tax rate of 15%.

本公司在中國的附屬公司按25%的法定稅率繳納企業所得稅。按照中國的稅收優惠政策，我們的一家（截至2018年6月30日止6個月：兩家）附屬公司獲當地稅務機關確認為西部開發企業，享受15%的優惠稅率；同時我們的三家（截至2018年6月30日止6個月：一家）附屬公司獲中國稅務機關確認為高新技術企業，享受15%的優惠稅率。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

8. Other Comprehensive Income

Tax effect relating to each component of other comprehensive income

8. 其他全面收入

有關其他全面收入各部份的稅務影響

		Six months ended 30 June 2019 截至2019年6月30日止6個月			Six months ended 30 June 2018 截至2018年6月30日止6個月		
		Before-tax amount	Tax expense	Net-of-tax amount	Before-tax amount	Tax expense	Net-of-tax amount
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		千人民幣	千人民幣	千人民幣	千人民幣	千人民幣	千人民幣
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Item that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益表的項目：						
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	(18,079)	-	(18,079)	(3,881)	-	(3,881)
Item that may not be reclassified subsequently to profit or loss:	其後不得重新分類至損益的項目：						
Fair value change on financial assets at fair value through other comprehensive income ("FVTOCI") – equity investments	按公允價值計入其他全面收入（「按公允價值計入其他全面收入」）的金融資產之公允價值變動 – 股本投資	7,238	(1,810)	5,428	9,200	(1,800)	7,400
		(10,841)	(1,810)	(12,651)	5,319	(1,800)	3,519

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

9. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of basic and diluted earnings per share attributable to ordinary equity holders of the Company is based on the following data:

9. 母公司普通股權益擁有人應佔每股盈利

本公司普通股權益擁有人應佔基本及攤薄每股盈利的計算是基於以下數據：

Six months ended 30 June
截至6月30日止6個月

		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
Earnings	盈利		
Earnings for the purpose of basic earnings per share	用於計算基本每股收益的盈利	374,281	91,851
Effect of dilutive potential ordinary shares:	潛在普通股的攤薄作用：		
- Interest on convertible bonds	- 可換股債券利息	N/A 不適用	N/A 不適用
- Fair value change of derivative component of convertible bonds	- 可換股債券衍生工具部份的公允價值變動	N/A 不適用	N/A 不適用
Earnings for the purpose of diluted earnings per share	用於計算攤薄每股收益的盈利	374,281	91,851

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

9. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent (continued)

9. 母公司普通股權益擁有人應佔每股盈利(續)

Six months ended 30 June
截至6月30日止6個月

		2019 2019年 '000 Shares 千股股份 (Unaudited) (未經審核)	2018 2018年 '000 Shares 千股股份 (Unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算基本每股盈利的普通股加權平均數	4,229,250	3,581,805
Effect of dilutive potential ordinary shares: – Convertible bonds	潛在普通股的攤薄作用： – 可換股債券	N/A 不適用	N/A 不適用
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算攤薄每股盈利的普通股加權平均數	4,229,250	3,581,805

No adjustment was made to the basic earnings per share amount presented for the six months ended 30 June 2018 as the convertible bonds outstanding during the period had an anti-dilutive effect on the basic earnings per share amount presented.

由於期內尚未轉換之可換股債券對所呈列基本每股盈利金額具反攤薄影響，故並無對截至2018年6月30日止6個月所呈列之基本每股盈利金額作出調整。

There were no dilutive potential shares during the Period under Review.

於回顧期內概無潛在攤薄股份。

10. Dividend

The directors do not recommend the payment of any dividend for the six months ended 30 June 2018 and 2019.

10. 股息

董事不建議宣派截至2018年及2019年6月30日止6個月之中期股息。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

11. Property, Plant and Equipment

During the Period under Review, the Group acquired assets with a cost of RMB55,131,000 (six months ended 30 June 2018: RMB42,456,000). Assets with a net book value of RMB584,000 were disposed of by the Group during the Period under Review (six months ended 30 June 2018: RMB2,809,000).

As at 30 June 2019, right-of-use assets related to leasehold land with aggregate carrying amounts of RMB45,016,000 (31 December 2018: land use rights of RMB45,676,000) (Note 19) and certain buildings included in property, plant and equipment with aggregate carrying amount of RMB259,692,000 (31 December 2018: RMB257,642,000) (Note 19) were pledged for the Group's bank loan facilities.

11. 物業、廠房及設備

於回顧期內，本集團以人民幣55,131千元(截至2018年6月30日止6個月：人民幣42,456千元)的成本購買資產。於回顧期內，本集團已出售賬面淨值為人民幣584千元的資產(截至2018年6月30日止6個月：人民幣2,809千元)。

於2019年6月30日，賬面值合計人民幣45,016千元的與租賃土地有關的使用權資產(2018年12月31日：土地使用權人民幣45,676千元)(附註19)及若干計入物業、廠房及設備的賬面值合計人民幣259,692千元(2018年12月31日：人民幣257,642千元)(附註19)的樓宇就本集團的銀行貸款融資已抵押。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

12. Long Term Investments

12. 長期投資

		30 June 2019 2019年 6月30日 RMB'000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 千人民幣 (Audited) (經審核)
Financial assets at FVTOCI:	按公允價值計入其他全面收入之 金融資產：		
Listed equity investments, at fair value	上市股本投資，以公允價值列賬	28,000	28,000
Unlisted equity investments, at fair value	非上市股本投資，以公允價值 列賬	9,738	2,100
Listed debt investments, at fair value	上市債券投資，以公允價值列賬	-	205,896
		37,738	235,996

During the Period under Review, the gross gain in respect of the Group's long term investments recognised in other comprehensive income amounted to RMB7,238,000 (six months ended 30 June 2018: RMB9,200,000).

於回顧期內，本集團於其他全面收入確認的長期投資的總收益為人民幣7,238千元（截至2018年6月30日止6個月：人民幣9,200千元）。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

13. Inventories

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Raw materials	原材料	117,748	131,001
Work in progress	在製品	35,793	16,803
Finished goods	成品	551,224	535,720
		704,765	683,524

During the Period under Review, write-down of inventories amounted to RMB8,854,000 (six months ended 30 June 2018: reversal of write-down of inventories of RMB2,790,000), which was recorded in "Cost of sales" in the condensed consolidated statement of profit or loss.

14. Trade and Bills Receivables and Prepayments, Deposits and Other Receivables

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Trade receivables	貿易應收賬款	1,292,681	1,286,103
Impairment	減值	(149,022)	(220,648)
Trade receivables, net	貿易應收賬款淨額	1,143,659	1,065,455
Bills receivables	票據應收賬款	287,858	438,721
		1,431,517	1,504,176

13. 存貨

於回顧期內，存貨減記金額為人民幣8,854千元（截至2018年6月30日止6個月：撥回存貨減記金額人民幣2,790千元），其被記錄為簡明合併損益表中的「銷售成本」。

14. 貿易及票據應收賬款及預付款、保證金及其他應收賬款

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

14. Trade and Bills Receivables and Prepayments, Deposits and Other Receivables (continued)

An ageing analysis of trade receivables as at the end of the Period under Review, based on the transaction date and net of impairment provision, is as follows:

		30 June 2019 2019年 6月30日 RMB'000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 千人民幣 (Audited) (經審核)
Within 3 months	3個月內	890,200	841,395
4 to 6 months	4至6個月	160,524	153,070
7 to 12 months	7至12個月	71,817	47,741
1 to 2 years	1至2年	12,025	14,040
Over 2 years	2年以上	9,093	9,209
		1,143,659	1,065,455

Trade receivables of the Group represented proceeds receivable mainly from sale of goods. The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance is normally required. The credit periods generally range from 30 to 180 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balance. Overdue interests of several trade receivables are calculated at annual interest of 12%.

14. 貿易及票據應收賬款及預付款、保證金及其他應收賬款 (續)

貿易應收賬款在回顧期末基於交易日期並扣除減值撥備的賬齡分析如下：

		30 June 2019 2019年 6月30日 RMB'000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB'000 千人民幣 (Audited) (經審核)
Within 3 months	3個月內	890,200	841,395
4 to 6 months	4至6個月	160,524	153,070
7 to 12 months	7至12個月	71,817	47,741
1 to 2 years	1至2年	12,025	14,040
Over 2 years	2年以上	9,093	9,209
		1,143,659	1,065,455

本集團的貿易應收賬款主要指來自貨物銷售的應收所得款項。本集團與客戶之間主要通過信用交易，但新客戶一般需要提前支付。主要客戶的信用期限一般介於30天至180天不等。每位客戶均設置最高信用限額。本集團尋求對其未結清應收賬款維持嚴格監控，並已建立一個信用控制部以將信用風險降至最低。高級管理人員定期複核逾期結餘。鑒於上述情況及本集團貿易應收賬款與大量分散客戶有關，信用風險的集中度並不高。本集團並無就其貿易應收賬款結餘持有任何抵押品或其他信用增級。若干貿易應收賬款的逾期利息以年利率12%計算。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

14. Trade and Bills Receivables and Prepayments, Deposits and Other Receivables (continued)

As at 30 June 2019, included in the Group's trade receivables are amounts due from related parties of RMB34,464,000 (31 December 2018: RMB67,568,000) which are repayable on similar credit terms to those offered to the major customers of the Group.

As at 30 June 2019, certain trade receivables of NVC Lighting Limited ("UKNVC") with carrying amounts of RMB19,827,000 (31 December 2018: RMB3,467,000) were pledged to secure the bank borrowings of UKNVC as further set out in Note 16.

At 30 June 2019, the Group factored certain bills receivables (the "Discounted Bills") with a carrying amount of RMB220,320,000 (31 December 2018: RMB349,564,000) to banks with recourse (the "Factoring Arrangement"). In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such Discounted Bills, and accordingly, it continued to recognise the full carrying amounts of the Discounted Bills and recognised the corresponding amount received from the banks under the Factoring Arrangement as secured borrowings which amounted to RMB218,707,000 (31 December 2018: RMB348,855,000) as at 30 June 2019. Subsequent to the Factoring Arrangement, the Group did not retain any rights on the use of the Discounted Bills, including the sale, transfer or pledge of the Discounted Bills to any other third party.

14. 貿易及票據應收賬款及預付款、保證金及其他應收賬款(續)

於2019年6月30日，應收關聯方款項人民幣34,464千元(2018年12月31日：人民幣67,568千元)計入本集團貿易應收賬款，該等款項的還款信貸期跟提供給本集團主要客戶的相若。

於2019年6月30日，NVC Lighting Limited(「英國雷士」)賬面值為人民幣19,827千元(2018年12月31日：人民幣3,467千元)的若干貿易應收賬款已質押作為英國雷士銀行借款的抵押，進一步詳情載於附註16。

於2019年6月30日，本集團已向銀行讓售賬面值為人民幣220,320千元(2018年12月31日：人民幣349,564千元)之若干附追溯權之票據應收賬款(「已貼現票據」)(「保理安排」)。董事認為，本集團保留絕大部份風險及回報，包括有關該等已貼現票據的違約風險，故其繼續確認已貼現票據的全數賬面值，並於2019年6月30日確認保理安排項下應收銀行相應金額人民幣218,707千元(2018年12月31日：人民幣348,855千元)為抵押借款。於保理安排後，本集團並無保留任何有關使用已貼現票據(包括向任何其他第三方銷售、轉讓或質押已貼現票據)的權利。

Notes to the Interim Condensed Consolidated Financial Statements 中期簡明合併財務報表附註

14. Trade and Bills Receivables and Prepayments, Deposits and Other Receivables (continued)

The maturity of the bills receivables of the Group as at 31 December 2018 and 30 June 2019 is within 6 months. As at 31 December 2018 and 30 June 2019, no bills receivables are due from related parties.

As at 31 December 2018 and 30 June 2019, the fair values of trade and bills receivables approximate to their carrying amounts largely due to the short-term maturities.

As at 31 December 2018, prepayments, deposits and other receivables included the followings:

- (a) Amounts due from a company of RMB550,924,000, net of impairment provision of RMB550,924,000, further details of which are set out in Note 18(a).
- (b) An amount of RMB55,396,000, net of impairment provision of RMB55,396,000, which represented an amount withdrawn by the court, further details of which are set out in Note 18(b)(ii).

Those balances were related to a subsidiary of the Company (the "Subsidiary") which was disposed of during the Period under Review, further details of which are set out in Note 24.

As at 30 June 2019, the Group recognised the impairment provision of RMB559,144,000 on its amount due from the Subsidiary after the related disposal taking into account the remote recoverability of such amount, which has been charged in the profit or loss for the Period Under Review.

14. 貿易及票據應收賬款及預付款、保證金及其他應收賬款 (續)

本集團於2018年12月31日及2019年6月30日的票據應收賬款於6個月內到期。於2018年12月31日及2019年6月30日，概無應收關聯方的票據應收賬款。

於2018年12月31日及2019年6月30日，貿易及票據應收賬款的公允價值與其賬面價值相若，這主要由於短期到期性質使然。

於2018年12月31日，預付款、保證金及其他應收賬款包括下列各項：

- (a) 人民幣550,924千元的應收一家公司款項，扣除減值撥備人民幣550,924千元，進一步詳情載於附註18(a)。
- (b) 人民幣55,396千元的款項，扣除減值撥備人民幣55,396千元，指被法院提取的金額，進一步詳情載於附註18(b)(ii)。

該等結餘與本公司一家附屬公司（「附屬公司」）有關，該附屬公司已於回顧期內被出售，進一步詳情載於附註24。

於2019年6月30日，本集團考慮到該等款項回收可能性甚微，於相關處置後就其應收附屬公司款項確認減值撥備人民幣559,144千元，該等款項已於回顧期在損益中扣除。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

15. Trade and Bills Payables

15. 貿易及票據應付賬款

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Trade and bills payables to third parties	應付第三方貿易及票據賬款	1,415,964	1,340,224
Trade and bills payables to related parties	應付關聯人士貿易及票據賬款	54,149	45,074
		1,470,113	1,385,298

An ageing analysis of trade and bills payables as at the end of the Period under Review, based on the transaction date, is as follows:

貿易及票據應付賬款在回顧期末基於交易日期的賬齡分析如下：

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Within 3 months	3個月內	1,224,561	1,322,961
4 to 6 months	4至6個月	186,508	34,811
7 to 12 months	7至12個月	47,376	14,653
1 to 2 years	1至2年	1,900	8,357
Over 2 years	2年以上	9,768	4,516
		1,470,113	1,385,298

As at 31 December 2018 and 30 June 2019, the fair values of trade and bills payables approximated to their carrying amounts largely due to the short-term maturities.

於2018年12月31日及2019年6月30日，貿易及票據應付賬款的公允價值與其賬面價值相若，這主要由於其短期到期性質使然。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

16. Interest-bearing Loans and Borrowings

16. 計息貸款及借款

		30 June 2019 2019年6月30日 (Unaudited) (未經審核)			31 December 2018 2018年12月31日 (Audited) (經審核)		
		Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	RMB' 000 千人民幣	Contractual interest rate (%) 合約利率 (%)	Maturity 到期期限	RMB' 000 千人民幣
Current	即期						
Bank loans – secured ¹	銀行貸款 — 有抵押 ¹	Base*+1.90% 基本利率*+1.90%	On demand ² 按要求即付 ²	19,827	Base*+1.90% 基本利率*+1.90%	On demand ² 按要求即付 ²	3,467
		3.22% – 5.66% 3.22% – 5.66%	On demand 按要求即付	418,707	3.30% 3.30%	On demand 按要求即付	411,815
		PRC BDI#+0.91% PRC BDI#+0.91%	On demand 按要求即付	50,000	PRC BDI#+0.91% PRC BDI#+0.91%	On demand 按要求即付	50,000
		N/A 不適用	N/A 不適用	N/A 不適用	3.80% – 6.00% 3.80% – 6.00%	On demand 按要求即付	268,635
		N/A 不適用	N/A 不適用	N/A 不適用	3.20% – 4.70% 3.20% – 4.70%	2019 2019年	330,220
Bank loan – unsecured	銀行貸款 — 無抵押	4.00% per month 每月4.00%	On demand 按要求即付	836	4.00% per month 每月4.00%	On demand 按要求即付	787
Total	合計			489,370			1,064,924

¹ The secured bank loans represented facilities secured by the pledge of certain trade and bills receivables (Note 14), time deposits (Note 19) and certain right-of-use assets related to leasehold land and buildings (Note 11); and corporate guarantees executed by certain subsidiaries of the Group.

² The loan is repayable upon the collection of the factored trade receivables.

* “Base” refers to the Bank of England base rate.

“PRC BDI” refers to the PRC Benchmark deposit interest rate.

¹ 有抵押銀行貸款指以若干貿易及票據應收賬款(附註14)、定期存款(附註19)以及若干與租賃土地及樓宇有關的使用權資產(附註11)作抵押之融資；及本集團若干附屬公司簽立的公司擔保。

² 於收回已讓售的貿易應收賬款後，該筆貸款即須償還。

* 「基本利率」指英格蘭銀行的基本利率。

「PRC BDI」指中國基準存款利率。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

16. Interest-bearing Loans and Borrowings (continued)

As at 31 December 2018 and 30 June 2019, the fair values of interest-bearing loans and borrowings approximated to their carrying amounts largely due to the short-term maturities.

17. Convertible Bonds

On 20 May 2016, the Company and an independent third party entered into a subscription agreement (the "Subscription Agreement") in relation to the issue of convertible bonds denominated in Hong Kong dollar ("HK\$") in an aggregate principal amount of HK\$500,000,000 (the "Convertible Bonds"). The Convertible Bonds were issued on 7 June 2016.

Pursuant to the Subscription Agreement, the Convertible Bonds are convertible into fully paid ordinary shares:

- (a) on or after the issue date (i.e. 7 June 2016) and up to and excluding the close of business on the second anniversary of the issue date (the "First Maturity Date"), i.e. June 2018, at an initial conversion price of HK\$0.925 per share (subject to anti-dilutive adjustments); and
- (b) with extension up to and excluding the close of business on the fourth anniversary of the issue date if agreed by the Company and the bondholder in writing at least 30 days prior to the First Maturity Date (the "Second Maturity Date").

16. 計息貸款及借款 (續)

於2018年12月31日及2019年6月30日，計息貸款及借款的公允價值與其賬面價值相若，這主要由於其短期到期性質使然。

17. 可換股債券

於2016年5月20日，本公司與一名獨立第三方就發行本金額合共500,000千港元以港元（「港元」）計值的可換股債券（「可換股債券」）訂立認購協議（「認購協議」）。可換股債券已於2016年6月7日發行。

根據認購協議，可換股債券可轉換為已繳足普通股：

- (a) 於發行日（即2016年6月7日）或之後起直至發行日第二個週年當日營業時間結束（不包括該日）（「首個到期日」，即2018年6月）止期間按初始換股價每股0.925港元（須經反攤薄調整）；及
- (b) 倘本公司及債券持有人於首個到期日前最少30日以書面方式同意延期直至發行日第四個週年當日營業時間結束（不包括該日）（「第二個到期日」）。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

17. Convertible Bonds (continued)

The Convertible Bonds bear interest at the rate of 7.8% per annum on the principal amount of the bonds outstanding. The interest will be payable by the Company semi-annually in arrears. The outstanding amount of the Convertible Bonds will be redeemed on maturity (the date falling on the First Maturity Date or the Second Maturity Date, where applicable) at a value equal to the aggregate of (1) its principal amount outstanding; and (2) the interest accrued.

The Convertible Bonds that contain both liability and conversion option components were classified separately into their respective items on initial recognition. The embedded derivative of conversion option was therefore accounted for as a derivative. The fair values of the derivative component were determined based on the valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent firm of professionally qualified valuers, using the binomial option pricing model. Changes in fair value of that component between the measurement dates were recognised in profit or loss. The fair value of the liability component was measured as the present value of the expected payments and principal repayment at maturity on initial recognition and was carried as a liability on the amortised cost basis until extinguished on conversion or redemption.

On 4 May 2018, pursuant to an amendment deed approved by the bondholder, the Company and the bondholder agreed to amend the terms of the Convertible Bonds as follows:

- (a) The conversion price, which was originally HK\$0.925 per share was amended to HK\$0.77 per share (subject to anti-dilutive adjustments); and
- (b) The maturity date of the Convertible Bonds was extended to 7 June 2020.

17. 可換股債券 (續)

可換股債券按尚未贖回債券本金額以年利率7.8%計息。本公司將於每半年期後支付利息。可換股債券未償還金額將於到期時(首個到期日或第二個到期日當日(倘適用))按(1)其尚未償還本金額；及(2)應計利息之和贖回。

包含負債及換股權部份的可換股債券於初步確認時分開歸類為獨立項目。換股權的嵌入式衍生工具因此入賬列作衍生工具。衍生工具部份的公允價值乃根據一家獨立專業合資格評估師仲量聯行企業評估及諮詢有限公司以二項式期權定價模式進行的估值釐定。該部份於計量日期間的公允價值變動確認為損益。負債部份的公允價值於初步確認時按預期付款及本金還款於到期時的現值計量，並按攤餘成本計入負債，直至被轉換或被贖回為止。

於2018年5月4日，根據經債券持有人批准之修訂契據，本公司與債券持有人同意修訂可換股債券之以下條款：

- (a) 換股價原定為每股0.925港元，將修訂為每股0.77港元(須經反攤薄調整)；及
- (b) 可換股債券之到期日延長至2020年6月7日。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

17. Convertible Bonds (continued)

Save as disclosed above, all the other terms and conditions of the Convertible Bonds shall remain unchanged. The amendments were approved by the shareholders of the Company at the extraordinary general meeting on 15 June 2018.

Consequently, a loss on modification of the terms of RMB78,387,000, being the difference between the carrying amount and fair value of the liability components of the Convertible Bonds on the date of modification, was recognised in profit or loss during the six months ended 30 June 2018.

In August 2018, the Convertible Bonds were converted in full at the conversion price of HK\$0.77 per share (the "Conversion"). Accordingly, 649,350,649 shares were allotted to the bondholder pursuant to the terms and conditions of the Convertible Bonds. The liability and derivative components of the Convertible Bonds have been derecognised upon the Conversion resulting in amounts of RMB444 and RMB450,492,000 credited to share capital and share premium respectively.

17. 可換股債券 (續)

除上文所披露者外，可換股債券之所有其他條款及條件將保持不變。該等修訂於2018年6月15日的股東特別大會上獲本公司股東批准。

因此，修訂條款之虧損人民幣78,387千元，即可換股債券於修訂當日的賬面值與負債部份的公允價值之間的差額，於截至2018年6月30日止6個月的損益內確認。

於2018年8月，可換股債券已按每股換股價0.77港元悉數轉換（「轉換」）。因此，根據可換股債券的條款及條件，649,350,649股股份獲配發予債券持有人。可換股按債券的負債及衍生工具部份已於轉換後被終止確認，從而導致人民幣444元及人民幣450,492千元分別被計入股本及股份溢價。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

17. Convertible Bonds (continued)

The movements of the liability component and derivative component of the Convertible Bonds during the year ended 31 December 2018 were as follows:

		Liability component of Convertible Bonds	Derivative component of Convertible Bonds	Total
		可換股債券的 負債部份	可換股債券的 衍生工具部份	合計
		RMB' 000	RMB' 000	RMB' 000
		千人民幣	千人民幣	千人民幣
At 1 January 2018 (Audited)	於2018年1月1日(經審核)	421,229	11,933	433,162
Effective interest expense recognised in profit or loss	於損益表確認的實際利息支出	24,730	-	24,730
Interest paid	已付利息	(21,061)	-	(21,061)
Loss on modification of terms	修訂條款之虧損	(19,891)	98,278	78,387
Fair value change	公允價值變動	-	(82,903)	(82,903)
Conversion	轉換	(419,672)	(30,820)	(450,492)
Exchange realignment	外匯調整	14,665	3,512	18,177
At 31 December 2018 (Audited)	At 2018年12月31日(經審核)	-	-	-

The major inputs for the valuation of the fair value of the derivative component of the Convertible Bonds as at conversion date and modification date are shown as follows:

截至2018年12月31日止年度，可換股債券的負債部份及衍生工具部份的變動如下：

於轉換日及修訂日可換股債券衍生工具部份公允價值估值的主要輸入值列示如下：

		At conversion date 轉換日	At modification date 修訂日
Share price	股價	HK\$0.630 0.630港元	HK\$0.790 0.790港元
Conversion price	換股價	HK\$0.770 0.770港元	HK\$0.770 0.770港元
Risk-free rate	無風險利率	1.706%	1.837%
Volatility	波幅	38.81%	39.39%

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations

(a) The Group as a plaintiff

The Subsidiary entered into several pledge and guarantee agreements in 2013 and 2014 (the “Pledge and Guarantee Agreements”) with certain banks in the PRC, providing guarantees to the banks for their loan facilities granted to certain borrowers. Counter guarantees were provided by one of the borrowers of the bank loans, namely Chongqing Wu Ji Real Estate Development Co., Ltd. (“Wu Ji”), to the Group. During 2014, aggregate pledged time deposits of RMB550,924,000 of the Subsidiary had been withdrawn by the banks due to default of the bank loans under the guarantees of the Subsidiary.

18. 訴訟

(a) 本集團為原告

附屬公司於2013年及2014年在中國與若干銀行訂立數項質押及擔保協議（「質押及擔保協議」），為銀行向若干借款人授予貸款融資提供擔保。一位銀行貸款的借款人重慶無極房地產開發有限公司（「無極」）向本集團提供了反擔保。於2014年，由於由附屬公司擔保的銀行貸款未能償還，銀行已提取該附屬公司質押定期存款合共人民幣550,924千元。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(a) The Group as a plaintiff (continued)

The Group initiated a series of legal proceedings against Mr. WU Changjiang, a former director and former chief executive officer of the Company, Mrs. WU Lian (spouse of Mr. WU Changjiang), Mr. WU Xianming, Mrs. CHEN Min, Chongqing Lei Li Jie Industrial Development Co., Ltd., Wu Ji, Chongqing Jiang Te Surface Processing Co., Ltd. and Chongqing Hua Biao Lighting Manufacturing Co., Ltd., in the Intermediate People's Court of Huizhou for damages. In addition, as indicated in 8 letters of counter guarantee issued by Wu Ji with dates in 2013 and 2014, Wu Ji provided counter guarantees to the Group to reimburse any losses for provision of guarantees on the bank loans borrowed by certain PRC companies under the Pledge and Guarantee Agreements. An aggregate amount of RMB550,924,000 was recognised as other receivables due from a company since 2014 and as at 31 December 2018. The directors were of the opinion that an amount of RMB265,564,000 (the "Recoverable Amount") was recoverable since 2014 and as at 30 June 2018, and accordingly a provision for the irrecoverable amount of RMB285,360,000 had been charged to profit or loss of the Group since 2014 and up to 30 June 2018. However, as at 31 December 2018, the directors assessed the amount that the Group would recover from Wu Ji under the Pledge and Guarantee Agreements taking into consideration all information available, including the latest legal opinion obtained and additional claims from other creditors against Wu Ji as noted from a court announcement issued in December 2018 which became effective no later than February 2019. Based on the latest estimated value of Wu Ji's assets, the priority of other creditors over Wu Ji's assets, and the amounts of their claims, the directors considered that the Group would not be able to recover the Recoverable Amount even if the Subsidiary succeeds in the legal actions, and therefore full provision for the Recoverable Amount was recognised as at 31 December 2018 and disposal date of the Subsidiary with details set out in Note 24.

18. 訴訟(續)

(a) 本集團為原告(續)

本集團就有關損害向惠州市中級人民法院對本公司前董事兼前首席執行官吳長江先生、吳戀女士(吳長江先生的配偶)、吳憲明先生、陳敏女士、重慶雷立捷實業發展有限公司、無極、重慶江特表面處理有限公司及重慶華標燈具製造有限公司提出一連串的法律訴訟。此外，無極出具的落款時間為2013年及2014年的8封反擔保函顯示，無極向本集團提供反擔保以補償其就若干中國公司根據質押及擔保協議所借銀行貸款提供擔保而產生的任何損失。自2014年起並於2018年12月31日確認合共人民幣550,924千元的金額為其他應收一家公司款項。董事認為自2014年起並於2018年6月30日可收回金額為人民幣265,564千元(「可收回金額」)，並就不可收回金額人民幣285,360千元計提撥備及計入本集團自2014年起至截至2018年6月30日止的損益表內。然而，於2018年12月31日，董事根據質押及擔保協議及考慮所有可得資料(包括最近獲得的法律意見以及於2018年12月頒佈的一項法院公告(不遲於2019年2月生效)所提及之其他債權人對無極的額外索償)評估本集團將自無極收回的款額。根據無極資產的最新估值、其他債權人對無極資產的優先權及其索償金額，董事認為，即使附屬公司勝訴，本集團仍無法收回可收回金額，因此，可收回金額的全數撥備於2018年12月31日及該附屬公司的出售日期確認，詳情載於附註24。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant

- (i) The Subsidiary also entered into guarantee agreements with another PRC bank in 2013 (the “Guarantee Agreement 1”) and a PRC finance company in 2014 (the “Guarantee Agreement 2”) respectively, providing guarantees to the PRC bank and the PRC finance company for their loan facilities granted to their borrowers. Mrs. WU Lian is the borrower of the loan in relation to the Guarantee Agreement 2.

The outstanding loans of RMB35,497,000 and RMB34,000,000 in relation to the Guarantee Agreements 1 and 2 were in default in 2015 and 2014 respectively. The PRC bank and the PRC finance company took legal actions against the respective borrowers and the guarantors (including Wu Ji and the Subsidiary as guarantors) to recover the loan balances and interests.

18. 訴訟 (續)

(b) 本集團作為被告人

- (i) 附屬公司亦於2013年與另一家中國銀行(「擔保協議1」)及於2014年與一家中國財務公司(「擔保協議2」)分別訂立擔保協議，向該中國銀行及中國財務公司就彼等授予借款人的貸款融資提供擔保。吳戀女士為擔保協議2項下貸款的借款人。

按照擔保協議1及擔保協議2，分別仍有貸款人民幣35,497千元及人民幣34,000千元於2015年及2014年末獲償還。該家中國銀行及中國財務公司已採取法律行動，向相關借款人及擔保人(包括作為擔保人的無極及附屬公司)追索貸款結餘及利息。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations *(continued)*

(b) The Group as a defendant *(continued)*

(i) *(continued)*

For the Guarantee Agreement 1, according to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC bank of the outstanding loan, plus interest and costs. The Subsidiary filed application of retrial of the PRC court judgements and the commencement thereof was accepted by the PRC court in January 2018, but the application was subsequently rejected according to the court judgement received by the Subsidiary in May 2018.

For the Guarantee Agreement 2, according to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC finance company of the outstanding loan, plus interest and costs.

18. 訴訟 *(續)*

(b) 本集團作為被告人 *(續)*

(i) *(續)*

就擔保協議1而言，根據於2016年的首次法院判決及2017年的最終法院判決，該附屬公司被裁定須就向該家中國銀行支付的未償還貸款另加利息及成本承擔共同責任。附屬公司已就中國法院判決申請重審，該申請起初於2018年1月獲中國法院接納，惟其後於2018年5月根據該附屬公司收到的法院判決被駁回。

就擔保協議2而言，根據於2016年的首次法院判決及2017年的最終法院判決，該附屬公司被裁定須就向該家中國財務公司支付的未償還貸款另加利息及成本承擔共同責任。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant (continued)

(i) (continued)

As of 30 June 2018, the Subsidiary was in the process of applying for protests of the PRC court judgements in relation to Guarantee Agreements 1 and 2. Accordingly, the Group was of the view that the legal proceedings in relation to Guarantee Agreements 1 and 2 were still in progress notwithstanding the respective final court judgements and the rejection of the application of retrial in relation to Guarantee Agreement 1.

As of 30 June 2018, the directors, with reference to legal opinions obtained and other factors, considered that the likelihood of the Group sustaining losses from the guarantees was remote. In particular, it was considered that the loans had sufficient underlying securities including Wu Ji's guarantees and the Subsidiary is only one of the guarantors for the loans and it was considered not probable that an outflow of resources embodying economic benefits would be required to settle the obligation, and no provision was considered necessary.

18. 訴訟 (續)

(b) 本集團作為被告人 (續)

(i) (續)

截至2018年6月30日，該附屬公司正就與擔保協議1及擔保協議2有關中國法院判決申請抗訴。因此，本集團認為，儘管已作出相關最終法院判決且與擔保協議1有關的重審申請遭駁回，但與擔保協議1及擔保協議2有關的法律訴訟仍在進行中。

截至2018年6月30日，經參考取得的法律意見及其他因素，董事認為本集團須承擔該項擔保損失的可能性輕微，尤其是據悉該貸款具有足夠的相關擔保（包括無極的擔保），而附屬公司亦僅為該貸款的其中一名擔保人，並認為並無可能需要包含經濟利益的資源流出以償付該等責任。因此，董事認為不需要作出相關撥備。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant (continued)

(i) (continued)

The Group had another litigation (i.e. Guarantee Agreement 3 as defined and further detailed in Note 18(b)(ii) below) with circumstances similar to those of Guarantee Agreement 1 and Guarantee Agreement 2. As of 31 December 2018, the directors assessed whether to recognise any provision for losses arising from Guarantee Agreement 1 and Guarantee Agreement 2 with reference to all available information including the Group's experience in Guarantee Agreement 3 and latest legal opinion and considered that it was probable that the Group's application for protest of the PRC court judgements would not be successful and the Subsidiary would be adjudicated to be jointly liable for the payment to the PRC bank and PRC finance company for their losses. Accordingly full provisions for outstanding loans in relation to the Guarantee Agreements 1 and 2 plus interest and costs, totalling approximately RMB61,830,000 and RMB60,700,000 respectively were recognised as at 31 December 2018. During the Period under Review, the interest expenses in relation to Guarantee Agreements 1 and 2 amounting to RMB3,230,000 and RMB2,949,000 were recognised respectively up to the disposal date of the Subsidiary with details set out in Note 24.

18. 訴訟(續)

(b) 本集團作為被告人(續)

(i) (續)

本集團另一起訴訟(即擔保協議3, 定義及進一步詳情載於下文附註18(b)(ii)), 其情況類似於擔保協議1及擔保協議2。截至2018年12月31日, 董事已參考包括本集團於擔保協議3中的經驗及最新法律意見在內的所有可用資料評估是否確認任何因擔保協議1及擔保協議2而產生的虧損撥備, 並認為有可能本集團就中國法院判決的申請抗訴將不會成功, 而附屬公司將被裁定須就向該家中國銀行及中國財務公司支付的虧損承擔共同責任。因此, 有關擔保協議1及擔保協議2的未償還貸款的全數撥備另加利息及成本(分別合共為約人民幣61,830千元及約人民幣60,700千元), 於2018年12月31日確認。回顧期內, 有關擔保協議1及擔保協議2的利息支出人民幣3,230千元及人民幣2,949千元分別於該附屬公司出售日期確認, 詳情載於附註24。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant (continued)

- (ii) In addition to the above agreements, the Subsidiary entered into a guarantee agreement (the “Guarantee Agreement 3”) with a PRC bank in 2014, providing guarantee to the bank for a loan facility granted to its borrower. In addition, the bank loan was secured by the pledge of a piece of land owned by Wu Ji.

The bank loan was in default in 2014 and the bank took legal actions against the borrower and the guarantors (including the Subsidiary) to recover the bank loan balance and interest. A court order was issued to freeze assets of the guarantors (including the Subsidiary) in the amount of RMB62,000,000. As a result of the court order, bank balance of the Subsidiary in the amount of RMB55,396,000 had been frozen by the bank in 2014. According to the first court judgement in 2016 and the final court judgement in 2017, the Subsidiary was adjudicated to be jointly liable for the payment to the PRC bank of RMB60,000,000, plus interest and costs. In February 2017, the frozen bank balance of the Subsidiary was withdrawn by the court for the purpose of settlement of the claim by the PRC bank. Accordingly since 2017 and up to 31 December 2018, the withdrawn amount of RMB55,396,000 (before impairment loss) was included in “Prepayments, deposits and other receivables” in the condensed consolidated statement of financial position as set out in Note 14. During 2017, the Subsidiary filed an application of retrial of the PRC court judgements in relation to Guarantee

18. 訴訟 (續)

(b) 本集團作為被告人 (續)

- (ii) 除上述協議外，附屬公司亦於2014年與一家中國銀行訂立擔保協議（「擔保協議3」），向該銀行就其授予借款人的貸款融資提供擔保。此外，該銀行貸款由無極擁有的一塊土地作質押擔保。

該銀行貸款未能於2014年償還，且該銀行已對借款人及擔保人（包括附屬公司）採取法律行動追討銀行貸款結餘及利息。一項法院判令已發出以凍結擔保人（包括附屬公司）金額為人民幣62,000千元的資產。鑒於法院判令，該附屬公司金額為人民幣55,396千元的銀行結餘已於2014被該銀行凍結。根據於2016年的首次法院判決及於2017年的最終法院判決，該附屬公司被裁定須就向該家中國銀行支付人民幣60,000千元款項另加利息及成本承擔共同責任。於2017年2月，該附屬公司被凍結銀行結餘被法院提取以支付該家中國銀行的索償。因此自2017年

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant (continued)

(ii) (continued)

Agreement 3 which was rejected by the PRC court. During 2017, the Subsidiary filed an application of protest of the PRC court judgements and the commencement thereof was accepted by the PRC court in March 2018. As of 30 June 2018, the Group was of the view that the legal proceeding was still in progress notwithstanding the final court judgement and the rejection of the application of retrial.

18. 訴訟(續)

(b) 本集團作為被告人(續)

(ii) (續)

起並直至2018年12月31日，被提取的金額人民幣55,396千元(減值虧損前)已納入附註14所載之簡明合併財務狀況表內「預付款、保證金及其他應收賬款」一項。於2017年，該附屬公司已就與擔保協議3有關的中國法院判決申請重審，惟被中國法院駁回。於2017年，該附屬公司另行對中國法院判決提出抗訴，該申請起初於2018年3月獲中國法院接納。截至2018年6月30日，本集團認為儘管已作出最終法院判決及重審申請遭駁回，但相關法律訴訟現仍在進行中。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations *(continued)*

(b) The Group as a defendant *(continued)*

(ii) *(continued)*

As of 30 June 2018, the directors, with reference to legal opinion obtained and other factors, considered that the likelihood of the Group sustaining losses from the guarantee was remote. In particular, it was considered that the bank loan had sufficient underlying securities including a piece of land pledged by Wu Ji and the Subsidiary is only one of the guarantors for the bank loan. The directors believed that the withdrawn amount would be fully recovered upon the conclusion of the protest of the PRC court judgements and no provision on the frozen and subsequently withdrawn amount was considered necessary as at 30 June 2018. In addition, the directors were of the opinion that no provision on any shortfall between the amount to be ultimately settled by the Group under the Guarantee Agreement 3 and the Subsidiary's withdrawn amount was considered necessary as at 30 June 2018.

18. 訴訟 (續)

(b) 本集團作為被告人 (續)

(ii) (續)

截至2018年6月30日，經參考取得的法律意見及其他因素，董事認為本集團須承擔該項擔保損失的可能性輕微，尤其是據悉該銀行貸款具有足夠的相關擔保，包括一塊由無極質押的土地，而附屬公司僅為該銀行貸款的其中一名擔保人。董事認為當中國法院判決抗訴完結時，被提取的金額將可悉數收回，且於2018年6月30日無需對被凍結及其後被提取的金額計提撥備。此外，董事認為，於2018年6月30日，無需就本集團根據擔保協議3最終作出的付款金額與附屬公司被提取的金額之間的差額計提撥備。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

18. Litigations (continued)

(b) The Group as a defendant (continued)

(ii) (continued)

As of 31 December 2018, the directors assessed whether the Group would be held liable for the PRC bank's loss under Guarantee Agreement 3 and as a result, whether the Group would incur loss. The directors' assessment was made with reference to all available information and the latest circumstances including the fact that it has been a significant lapse of time since the Subsidiary filed its protest with the PRC court but no positive reply has been received. The legal opinion obtained considered the likelihood of the protest being successful was significantly lowered and became remote. Based on the assessment, the directors considered that it was probable for the Group to be held liable for the PRC bank's loss under Guarantee Agreement 3. The withdrawn amount recoverable of RMB55,396,000 was therefore determined to be irrecoverable. The directors also estimated there was a shortfall of RMB4,604,000 between the Group's liability under Guarantee Agreement 3 and the withdrawn amount. Accordingly full provisions for (i) impairment of the withdrawn amount recoverable of RMB55,396,000; and (ii) the further loss under Guarantee Agreement 3 being the shortfall of RMB4,604,000 between the outstanding principal under Guarantee Agreement 3 and the withdrawn amount, plus interest and costs, totalling approximately RMB28,989,000 were recognised as at 31 December 2018. During the Period under Review, the interest expenses in relation to Guarantee Agreement 3 amounting to RMB968,000 was recognised up to the disposal date of the Subsidiary with details set out in Note 24.

18. 訴訟(續)

(b) 本集團作為被告人(續)

(ii) (續)

截至2018年12月31日，董事評估本集團是否會根據擔保協議3承擔該中國銀行的虧損，及本集團是否會因此產生虧損。董事的評估乃參考所有可用資料及最新情況作出，包括附屬公司向中國法院提出抗訴長期未收到正面回覆這一事實。獲取的法律意見認為抗訴成功的可能性微乎其微。通過是次評估，董事認為本集團可能會據擔保協議3承擔該中國銀行的虧損。因此，可收回被提取款項人民幣55,396千元已確定為不可收回。董事亦估計，本集團於擔保協議3項下的負債與被提取金額之間的差額為人民幣4,604千元。因此，(i)人民幣55,396千元之可收回被提取款項減值；及(ii)根據擔保協議3的進一步虧損為擔保協議3項下未償還本金與被提取金額之間的差額人民幣4,604千元的全數撥備另加利息及成本，合共約人民幣28,989千元，於2018年12月31日確認。回顧期內，有關擔保協議3的利息支出人民幣968千元於該附屬公司出售日期確認，詳情載於附註24。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

19. Pledge of Assets

As at 30 June 2019, save for those disclosed elsewhere in these interim condensed consolidated financial statements, the following assets of the Group were pledged:

19. 抵押資產

於2019年6月30日，除本中期簡明合併財務報表另行披露者外，本集團下列資產已被抵押：

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	259,692	257,642
Right-of-use assets – leasehold land	使用權資產 – 租賃土地	45,016	–
Prepaid land lease payments	預付土地租金	–	45,676
Trade and bills receivables	貿易及票據應收賬款	240,147	353,031
Pledged time deposits	有抵押定期存款	204,626	613,502
		749,481	1,269,851

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

20. Related Party Transactions

- (a) None of the shareholders is the controlling entity of the Company.
- (b) In addition to the information disclosed elsewhere in these interim condensed consolidated financial statements, major related parties with which the Group had transactions during the Period under Review and six months ended 30 June 2018 are listed below:

An entity with significant influence over the Group

Elec-Tech International Co., Ltd. ("Elec-Tech")

Subsidiaries of Elec-Tech

Appliance Co. of America (Zhuhai) Co., Ltd.
Bengbu Songxin Technology Limited
Elec-Tech Lighting Engineering Co., Ltd

Wuhu Elec-Tech International Lighting Technology Co., Ltd.

Wuhu Retop Electronics Co., Ltd.

Wuhu 3E Lighting Co., Ltd.

Westar (Zhongshan) Electrical Appliance Manufacturing Co., Ltd.

Elec-Tech HK Limited

Elec-Tech International (H.K.) Company Limited

Dalian Elec-Tech Lighting Technology Co., Ltd.

Guangdong Elec-Tech Retop LED Display Co., Ltd.

Guangdong Elec-Tech Lighting Electrical Co., Ltd.

Zhuhai Elec-Tech International Co., Ltd.

20. 關聯方交易

- (a) 概無股東為本公司控股實體。
- (b) 除本中期簡明合併財務報表其他地方披露的信息外，於回顧期內及截至2018年6月30日止6個月與本集團進行交易的主要關聯方載列如下：

一家對本集團具有重大影響的實體

廣東德豪潤達電氣股份有限公司（「德豪潤達」）

德豪潤達的附屬公司

北美電器（珠海）有限公司
蚌埠崧欣電子科技有限公司
廣東德豪潤達照明系統工程有限公司
蕪湖德豪潤達光電科技有限公司
蕪湖銳拓電子有限公司
蕪湖三頤照明有限公司
威斯達電器（中山）製造有限公司
德豪潤達香港有限公司
德豪潤達國際（香港）有限公司
大連德豪光電科技有限公司
廣東德豪銳拓顯示技術有限公司
廣東德豪潤達照明電氣有限公司
珠海德豪潤達電氣有限公司

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

20. Related Party Transactions (continued)

(b) (continued)

Associates of the Group

Huizhou Thorled-opto Co., Ltd.

Wuhu NVC Electronic Business Co., Ltd.¹

NVC & OLLE Lighting (Wuhu) Company Limited

Entities controlled by Mr. WU Jiannong, a director and substantial shareholder of a subsidiary of the Company

Jiangshan World Bright Crystal Co., Ltd.

Quzhou Aushite Illumination Co., Ltd.

An entity controlled by Mr. WANG Dongming, a director of the Company

NVC Lighting & Electrical Technology Singapore Pte. Ltd.

¹ During 2018, the entity ceased to be a related party of the Group as it has become a subsidiary of the Group.

20. 關聯方交易 (續)

(b) (續)

本集團的聯營公司

惠州雷通光電器件有限公司

蕪湖雷士照明電子商務有限公司¹

蕪湖雷士歐樂照明貿易有限公司

由本公司一家附屬公司董事及主要股東吳建農先生控制的實體

江山世明水晶玻璃有限公司

衢州奧仕特照明有限公司

一家由本公司董事王冬明先生控制的實體

NVC Lighting & Electrical Technology Singapore Pte. Ltd.

¹ 於2018年，由於該實體已成為本集團一家附屬公司，其不再為本集團的關聯方。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

20. Related Party Transactions (continued)

(c) In addition to the transactions detailed elsewhere in the interim condensed consolidated financial statements, the Group had the following transactions with related parties during the Period under Review:

20. 關聯方交易 (續)

(c) 除中期簡明合併財務報表其他地方詳載的交易外，本集團於回顧期內有以下關聯方交易：

		Six months ended 30 June 截至6月30日止6個月		
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)	
		Notes 附註		
Elec-Tech:				
Purchases of raw materials and finished goods	德豪潤達：購買原材料及成品	(i)	1,180	8,257
Logistic income	物流收入	(i)	1,538	-
Subsidiaries of Elec-Tech:				
Sales of raw materials and finished goods	德豪潤達的附屬公司：銷售原材料及成品	(i)	3,788	8,019
Rental income	租金收入	(i)	240	-
Logistic income	物流收入	(i)	3,878	-
Trademark licence fee income	商標許可費收入	(i) & (ii)	4,772	-
Purchases of raw materials and finished goods	購買原材料及成品	(i)	61,457	62,591
Lease payment	租賃款項	(i)	343	121
Water and electricity expenses	水電費用	(i)	7	-
Other expenses	其他費用	(i)	131	-
Associates of the Group:				
Rental income	本集團的聯營公司：租金收入	(i)	-	571
Sales of finished goods	銷售成品	(i)	-	72,130
Trademark licence fee income	商標許可費收入	(i) & (ii)	-	1,539
Purchases of finished goods	購買成品	(i)	8,888	-
Entities controlled by Mr. WU Jiannong, a director and substantial shareholder of a subsidiary of the Company:				
Purchases of raw materials and finished goods	由本公司一家附屬公司董事及主要股東吳建農先生控制的實體：購買原材料及成品	(i)	-	1,038

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

20. Related Party Transactions (continued)

(c) (continued)

		Six months ended 30 June 截至6月30日止6個月	
		2019 2019年 RMB' 000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB' 000 千人民幣 (Unaudited) (未經審核)
		Notes 附註	
An entity controlled by Mr. WANG Dongming, a director of the Company:	一家由本公司董事 王冬明先生控制 的實體：		
Consultancy fee	諮詢費	(i) 4,681	2,363
Sales of finished goods	銷售成品	(i) 145	-

Notes:

- (i) The transactions were made at prices mutually agreed by both parties.
- (ii) Trademark licence fee income arose from licensing the "NVC" brand to related parties, and was charged at 3% to 5% of the related parties' annual sales. The royalty rate was mutually agreed by both parties.

In the opinion of the board of directors, the related party transactions were conducted on normal commercial terms and in the ordinary course of the Group's business.

20. 關聯方交易 (續)

(c) (續)

附註：

- (i) 交易乃根據雙方協定的價格進行。
- (ii) 授權關聯方使用「雷士」品牌所產生的商標許可費收入乃按關聯方全年銷售額的3%至5%計提。收費率乃由雙方協定。

董事會認為，關聯方交易乃按正常商業條款及於本集團一般正常業務過程中進行。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

20. Related Party Transactions (continued)

(d) Outstanding balances with related parties:

Except as disclosed elsewhere in the interim condensed consolidated financial statements, as at 30 June 2019, included in prepayments, deposits and other receivables, and other payables and accruals of the Group are the aggregate balances of RMB71,448,000 (31 December 2018: RMB62,541,000) and RMB1,566,000 (31 December 2018: RMB920,000) due with related parties respectively.

(e) Compensation of key management personnel of the Group:

20. 關聯方交易 (續)

(d) 關聯方的未清償結餘：

除中期簡明合併財務報表另行披露者外，於2019年6月30日計入應收關聯方的本集團預付款、保證金及其他應收賬款以及其他應付賬款及應計費用合共分別為人民幣71,448千元（2018年12月31日：人民幣62,541千元）及人民幣1,566千元（2018年12月31日：人民幣920千元）的結餘。

(e) 本集團主要管理人員薪酬：

Six months ended 30 June
截至6月30日止6個月

	2019 2019年 RMB'000 千人民幣 (Unaudited) (未經審核)	2018 2018年 RMB'000 千人民幣 (Unaudited) (未經審核)
Short-term employee benefits 短期僱員福利	17,093	11,694

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

21. Financial Instruments by Category

Set out below is an overview of financial instruments held by the Group as at 30 June 2019 and 31 December 2018:

21. 按類別劃分的金融工具

本集團於2019年6月30日及2018年12月31日持有的金融工具概覽如下：

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Financial assets:	金融資產：		
Financial assets at fair value through profit or loss ("FVTPL"):	按公允價值計入損益(「按公允價值計入損益」)之金融資產：		
Held-for-trading investments	持作買賣投資	32,582	44,190
Financial assets at amortised costs:	按攤銷成本入賬的金融資產：		
Trade receivables	貿易應收賬款	1,143,659	1,065,455
Financial assets included in prepayments, deposits and other receivables	納入預付款、保證金及其他應收賬款的金融資產	273,727	312,385
Restricted bank balances and short-term deposits	受限制的銀行結餘及短期存款	244,626	677,502
Cash and cash equivalents	現金及現金等價物	763,320	912,998
Total	總計	2,425,332	2,968,340
Financial assets at FVTOCI:	按公允價值計入其他全面收入之金融資產：		
Bills receivables	票據應收賬款	287,858	438,721
Unlisted and listed equity investments	非上市及上市股本投資	37,738	30,100
Listed debt investments	上市債券投資	-	205,896
Total	總計	325,596	674,717

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

21. Financial Instruments by Category (continued) 21. 按類別劃分的金融工具 (續)

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Financial liabilities:	金融負債：		
Financial liabilities at FVTPL:	按公允價值計入損益之金融負債：		
Derivative financial liabilities	衍生金融負債	-	10,689
Contingent consideration payable	應付或有代價	1,633	1,633
Total	總計	1,633	12,322
Financial liabilities at amortised cost:	按攤銷成本入賬的金融負債：		
Trade and bills payables	貿易及票據應付賬款	1,470,113	1,385,298
Financial liabilities included in other payables and accruals	納入其他應付賬款及應計費用的金融負債	539,065	1,104,146
Interest-bearing loans and borrowings	計息貸款及借款	489,370	1,064,924
Total	總計	2,498,548	3,554,368

22. Fair Value of Financial Instruments

(a) Financial instruments not measured at fair value

Management has assessed that the fair values of cash and cash equivalents, restricted bank balances and short-term deposits, trade receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and interest-bearing loans approximate to their carrying amounts largely due to the short-term maturities of these instruments.

22. 金融工具之公允價值

(a) 並非按公允價值計量之金融工具

管理層評估現金及現金等價物、受限制的銀行結餘及短期存款、貿易應收賬款、貿易及票據應付賬款、納入預付款、保證金及其他應收賬款的金融資產、納入其他應付賬款及應計費用的金融負債及計息貸款的公允價值與其賬面值相若，乃主要由於該等金融工具均於短期內到期所致。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

As at 30 June 2019 (Unaudited)

(b) 按公允價值計量之金融工具

下表展示本集團金融工具公允價值計量層級：

於2019年6月30日(未經審核)

Fair value measurement using
公允價值計量使用的輸入值

	Quoted prices in active markets (Level 1) 活躍市場報價 (第一層) RMB' 000 千人民幣	Significant observable inputs (Level 2) 重要可觀察輸入值 (第二層) RMB' 000 千人民幣	Significant unobservable inputs (Level 3) 重要不可觀察輸入值 (第三層) RMB' 000 千人民幣	Total 總計 RMB' 000 千人民幣
Financial asset:	金融資產：			
Financial assets at FVTPL	按公允價值計入損益之金融資產			
- Listed equity investments	32,582	-	-	32,582
Financial assets at FVTOCI	按公允價值計入其他全面收入之金融資產			
- Bills receivables	-	287,858	-	287,858
- Listed equity investments	28,000	-	-	28,000
- Unlisted equity investments	-	-	9,738	9,738
Financial liabilities:	金融負債：			
Financial liabilities at FVTPL	按公允價值計入損益之金融負債			
- Contingent consideration payable	-	-	1,633	1,633

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

As at 31 December 2018 (Audited)

(b) 按公允價值計量之金融工具 (續)

於2018年12月31日 (經審核)

		Fair value measurement using 公允價值計量使用的輸入值			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2) 重要可觀察 輸入值 (第二層)	Significant unobservable inputs (Level 3) 重要不可觀察 輸入值 (第三層)	Total 總計
		RMB' 000 千人民幣	RMB' 000 千人民幣	RMB' 000 千人民幣	RMB' 000 千人民幣
Financial assets:	金融資產：				
Held-for-trading investments	持作買賣投資				
Financial assets at FVTPL	按公允價值計入損益 之金融資產				
- Listed equity investments	- 上市股本投資	44,190	-	-	44,190
Financial assets at FVTOCI	按公允價值計入 其他全面收入之 金融資產				
- Bills receivables	- 票據應收賬款	-	438,721	-	438,721
- Listed equity investments	- 上市股本投資	28,000	-	-	28,000
- Unlisted equity investments	- 非上市股本投資	-	-	2,100	2,100
- Listed debt investments	- 上市債券投資	205,896	-	-	205,896
Financial liabilities:	金融負債：				
Financial liabilities at FVTPL	按公允價值計入損益 之金融負債				
- Derivative financial liabilities	- 衍生金融負債				
- Forward exchange contracts	- 遠期外匯合約	-	10,689	-	10,689
- Contingent consideration payable	- 應付或有代價	-	-	1,633	1,633

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

During the Period under Review, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance manager analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial offer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

22. 金融工具之公允價值 (續)

(b) 按公允價值計量之金融工具 (續)

回顧期內，金融資產及金融負債第一層與第二層之間概無公允價值計量轉撥，第三層亦無轉入或轉出。

財務部經理所領導之本集團企業財務團隊負責釐定金融工具公允價值計量的政策及程序。財務部經理直接向首席財務官及審核委員會報告。於各報告日期，財務經理分析金融工具價值變動及釐定應用於估值之主要輸入值。首席財務官審閱及批准估值。一年兩次與審核委員會討論估值程序及結果，以用於中期及年度財務報告。

金融資產及負債的公允價值乃各自願人士之間進行當前交易時買賣金融工具之價格，而該等交易並非在被迫或清盤下進行。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

Information about level 1 fair value measurements

The fair values of the listed equity and debt investments were determined based on quoted market price of the investment as at 31 December 2018 and 30 June 2019.

During the Period under Review, the fair value loss in respect of the listed equity investments of RMB11,608,000 (six months ended 30 June 2018: RMBNil) was recognised in other expenses.

Information about level 2 fair value measurements

Fair value of bills receivables was measured based on recent transaction prices at the end of the year/period.

Fair value of forward exchange contracts were measured based on the forward exchange rate at the end of the year/period.

22. 金融工具之公允價值(續)

(b) 按公允價值計量之金融工具(續)

有關第一層公允價值計量的資料

上市股本及債券投資的公允價值乃根據2018年12月31日及2019年6月30日投資的市場報價釐定。

於回顧期內，與上市股本投資有關的公允價值損失人民幣11,608千元(截至2018年6月30日止6個月：人民幣零元)於其他費用內確認。

有關第二層公允價值計量的資料

票據應收賬款的公允價值乃根據年末／期末最近期交易價格計量。

遠期外匯合約的公允價值乃根據年末／期末遠期匯率計量。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

Information about level 3 fair value measurements

Fair values of the unlisted equity investments were estimated using a discounted cash flows model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, the discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unlisted equity investments.

Financial instruments measured at fair value

Significant unobservable inputs	
- Weighted average cost of capital	18.23-24.35%
- Revenue growth rate	5-34.7%
- Long term perpetual growth rate	2-3%

The fair value of the conversion option embedded in the Convertible Bonds is measured using valuation technique, the Binomial Option Pricing Model.

Details of the valuation methodology and major inputs on determining the fair value of convertible bonds – derivative component are set out in Note 17.

22. 金融工具之公允價值 (續)

(b) 按公允價值計量之金融工具 (續)

有關第三層公允價值計量的資料

非上市股本投資的公允價值乃使用貼現現金流量模式估計。評估需要管理層須就模式輸入值作出一定假設，包括預測現金流量、貼現率、信用風險及波幅。範圍內不同估計的可能性可被合理地估計，且用於管理層對該等非上市股本投資的公允價值估計。

按公允價值計量之金融工具

重要不可觀察輸入值	
- 加權平均資本成本	18.23-24.35%
- 收入增長率	5-34.7%
- 長期永久增長率	2-3%

於可換股債券的嵌入式換股權的公允價值乃應用二項式期權定價模式的估值技術計量。

用於釐定可換股債券 – 衍生工具部份的公允價值的估值技術及主要輸入值詳情載於附註17。

Notes to the Interim Condensed Consolidated Financial Statements 中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

Financial instruments measured at fair value (continued)

The fair value of the contingent consideration payable was assessed based on budgeted profit after tax of the relevant acquired entities for the year ended 31 December 2018. The contingent consideration payable remained unchanged as at 30 June 2019 and 31 December 2018.

There were no changes in valuation techniques during the period.

22. 金融工具之公允價值(續)

(b) 按公允價值計量之金融工具(續)

按公允價值計量之金融工具 (續)

應付或有代價的公允價值乃根據相關之被收購公司於截至2018年12月31日止年度的預算稅後利潤估算。於2019年6月30日及2018年12月31日的應付或有代價保持不變。

期內估值技術並無變動。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued) 22. 金融工具之公允價值 (續)

(b) Financial instruments measured at fair value
(continued)

*Financial instruments measured at fair value
(continued)*

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

(b) 按公允價值計量之金融工具 (續)

*按公允價值計量之金融工具
(續)*

基於重要不可觀察輸入值 (第三層) 按公允價值列賬的金融工具之對賬如下:

Financial assets at FVTOCI
按公允價值計入其他全面
收入之金融資產

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Unlisted equity investments	非上市股本投資		
At beginning of period/year	期初 / 年初	2,100	2,000
Total gains recognised in other comprehensive income (Note 8)	於其他全面收入確認的總收益 (附註8)	7,238	-
Additions	添置	500	100
Business combination	業務合併	(100)	-
At end of period/year	期末 / 年末	9,738	2,100

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

22. Fair Value of Financial Instruments (continued)

(b) Financial instruments measured at fair value (continued)

Financial instruments measured at fair value (continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows: (continued)

Contingent consideration payable 應付或有代價

At beginning of period/year 期初／年初
Business acquisition 業務收購

At end of period/year 期末／年末

Details of the reconciliation for convertible bonds – derivative component at fair value are set out in Note 17.

22. 金融工具之公允價值 (續)

(b) 按公允價值計量之金融工具 (續)

按公允價值計量之金融工具 (續)

基於重要不可觀察輸入值 (第三層) 按公允價值列賬的金融工具之對賬如下: (續)

Financial liabilities at FVTPL 按公允價值計入損益之 金融負債

30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
1,633	–
–	1,633
1,633	1,633

有關按公允價值列賬的可換股債券 – 衍生工具部份的對賬詳情載於附註17。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

23. Capital Commitments

Save for those disclosed elsewhere in the interim condensed consolidated financial statements, as at 30 June 2019, the Group had the following capital commitments:

23. 資本承諾

除中期簡明合併財務報表其他部份披露的內容外，於2019年6月30日，本集團的資本承諾如下：

		30 June 2019 2019年 6月30日 RMB' 000 千人民幣 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 RMB' 000 千人民幣 (Audited) (經審核)
Contracted, but not provided for:	已訂約但尚未計提：		
Property, plant and equipment	物業、廠房及設備	101,967	83,899
Investment in a joint venture	於一家合營公司的投資	398,000	400,000
Acquisition of interest in investments	收購投資的權益	500	1,100
Investments in associates	於聯營公司投資	29,260	29,260
		529,727	514,259

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

24. Disposal of the Subsidiary

During the Period under Review, the Group disposed of its entire interest in the Subsidiary to an independent third party at a consideration of RMB100,000. The net liabilities of the Subsidiary at the date of disposal were as follows:

24. 出售附屬公司

於回顧期內，本集團以代價人民幣100千元向一名獨立第三方出售其於附屬公司的全部權益。附屬公司於出售日期的淨負債如下：

		RMB' 000 千人民幣 (Unaudited) (未經審核)
Net liabilities of subsidiary disposed of:	所出售附屬公司的淨負債：	
Tax recoverable	預付稅項	45
Other receivables	其他應收賬款	5,039
Cash and cash equivalents	現金及現金等價物	99
Trade payables	貿易應付賬款	(1,565)
Other payables	其他應付賬款	(764,791)
		(761,173)
Gain on disposal of a subsidiary	處置一家附屬公司收益	761,273
Total consideration	總代價	100
Satisfied by:	以下列方式支付：	
Cash	現金	100
Net cash outflow arising on disposal:	出售事項產生之現金流出淨額：	
Cash consideration	現金代價	100
Cash and cash equivalents disposed of	已出售之現金及現金等價物	(99)
Other receivable	其他應收賬款	(100)
		(99)

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

25. Treasury shares

25. 庫存股份

		2019 2019年		2018 2018年	
		Number of shares '000 股份數目千股 (Unaudited) (未經審核)	RMB equivalent (Unaudited) (未經審核)	Number of shares '000 股份數目千股 (Unaudited) (未經審核)	RMB equivalent (Unaudited) (未經審核)
As at 1 January	於1月1日	2,961	1,371,000	-	-
Purchases of own shares	購買自有股份	914	392,000	-	-
Cancellation of treasury shares	註銷庫存股份	(3,875)	(1,763,000)	-	-
As at 30 June	於6月30日	-	-	-	-

During the Period under Review, the Group repurchased its own shares on the Stock Exchange as follow:

於回顧期內，本集團於聯交所購回的自有股份如下：

Month/year	月份/年度	Number of shares repurchased '000 購回股份數目 千股 (Unaudited) (未經審核)	Highest price paid per share HK\$ 每股股份所支付之 最高價格港元 (Unaudited) (未經審核)	Lowest price paid per share HK\$ 每股股份所支付之 最低價格港元 (Unaudited) (未經審核)	Aggregate price paid RMB'000 所支付之價格總額 千人民幣 (Unaudited) (未經審核)
January 2019	2019年1月	914	0.50	0.50	392

The 3,875,000 repurchased shares were cancelled during the Period under Review. The issued share capital of the Company was reduced by the nominal value of these shares. Pursuant to section 37(4) of the Companies Law of the Cayman Islands, an amount equivalent to the par value of the shares cancelled of RMB3 was transferred from share premium to the capital redemption reserves. The premium paid on the purchase of the shares of RMB1,763,000 was charged to share premium.

3,875,000股購回股份已於回顧期內被註銷。本公司的已發行股本已予減少，減少金額相等於該等股份的面值。根據開曼群島公司法第37(4)條，相等於已註銷股份面值人民幣3元的金額已從股份溢價轉撥至資本贖回儲備。購買股份所支付的溢價人民幣1,763千元已計入股份溢價。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明合併財務報表附註

26. Significant Events after the Reporting Period

Pursuant to the share purchase agreement dated 10 August 2019 (the “SPA”) entered into between the Company, LED Holdings Limited (“LED Holdings”), a subsidiary of the Company, Brilliant Lights International Holding Pte. Ltd. (“Holdco”) (a company which owns 100% of the share capital of the Purchaser), Brilliant Lights Investment Pte. Ltd. (the “Purchaser”) and Lighting Holdings II Pte. Ltd. (“KKR”) (a company which owns 100% of the share capital of Holdco), the Company and LED Holdings have conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire Huizhou NVC Lighting Technology Company Limited, Blue Light (HK) Trading Co., Limited and Zhuhai Yaohui Technology Co., Ltd. (subsidiaries of the Company, collectively the “Target Companies”) with a valuation of 100% of the equity of the Target Companies of RMB5,559,010,897, subject to the terms of the SPA. The Target Companies are principally engaged in the NVC brand lighting products business in domestic market.

Before the disposal of the entire share capital of the Target Companies (the “Disposal”), the Company directly, and indirectly through LED Holdings, holds a 100% equity interest in the Target Companies. After the completion of the Disposal in accordance with the terms and conditions of SPA, the Company and KKR will respectively indirectly hold 30% and 70% of the total equity interests in the Target Companies. Further details of the Disposal are set out in the Company’s announcement dated 11 August 2019.

27. Approval of the Interim Condensed Consolidated Financial Statements

The unaudited interim condensed consolidated financial statements were approved and authorised for issue by the board of directors of the Company on 26 August 2019.

26. 重大報告期後事項

根據本公司、耀能控股有限公司（「耀能控股」，為本公司的附屬公司）、Brilliant Lights International Holding Pte. Ltd.（「控股公司」，一家擁有買方全部股本的公司）、Brilliant Lights Investment Pte. Ltd.（「買方」）及Lighting Holdings II Pte. Ltd.（「KKR」，一家擁有控股公司全部股本的公司）訂立日期為2019年8月10日的購股協議（「購股協議」），據此並在購股協議條款規限下本公司及耀能控股有條件同意出售及買方有條件同意收購惠州雷士光電科技有限公司、香港蔚藍芯光貿易有限公司及珠海耀輝科技有限公司（為本公司的附屬公司，統稱「目標公司」），而對目標公司100%股權的估值為人民幣5,559,010,897元。目標公司主要從事雷士品牌照明產品於國內市場的業務。

在出售目標公司全部股本（「出售事項」）之前，本公司直接及透過耀能控股間接持有目標公司100%股權。待根據購股協議的條款及條件完成出售事項後，本公司及KKR將分別間接持有目標公司權益總額中的30%及70%。出售事項的進一步詳情載於本公司日期為2019年8月11日的公告。

27. 批准中期簡明合併財務報表

未經審核中期簡明合併財務報表已於2019年8月26日經本公司董事會批准及授權發行。

Definitions

釋義

In this report, unless the context otherwise requires, the following words and expressions shall have the following meanings. 在本報告中，除文意另有所指外，下列詞彙及用語具有以下涵義。

“Board” 「董事會」	the board of Directors of the Company. 本公司董事會。
“BRL” 「巴幣」	Brazilian Real, the lawful currency of the Federative Republic of Brazil. 巴西雷亞爾，巴西的法定貨幣。
“China” or “PRC” 「中國」	the People’s Republic of China, but for the purpose of this report and for geographical reference only and except where the context requires, references in this report to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and the Hong Kong Special Administrative Region. 中華人民共和國，但僅就本報告及地理參考而言，除文意另有所指外，本報告中凡提述「中國」之處均不包括台灣、澳門特別行政區及香港特別行政區。
“Code” 「守則」	the Corporate Governance Code and the Corporate Governance Report as set out in the Appendix 14 to the Listing Rules. 上市規則附錄十四之《企業管治守則》及《企業管治報告》。
“Company” or “our Company” 「本公司」	NVC Lighting Holding Limited (雷士照明控股有限公司), a company incorporated in the British Virgin Islands on 2 March 2006 and subsequently redomiciled to the Cayman Islands on 30 March 2010 as an exempted company with limited liability under the laws of the Cayman Islands. The shares of the Company are listed on the main board of the Stock Exchange. 雷士照明控股有限公司，一家於2006年3月2日在英屬維爾京群島註冊成立，隨後於2010年3月30日將註冊地遷至開曼群島之公司，並根據開曼群島法例註冊為一家獲豁免有限公司，其股份於聯交所主板上市。
“Convertible Bonds” 「可換股債券」	the convertible bonds denominated in Hong Kong dollar in an aggregate principal amount of HKD500,000,000 issued on 7 June 2016 by the Company. 本公司於2016年6月7日發行之本金額合共500,000,000港元以港元計值的可換股債券。

Definitions

釋義

“Corresponding Period” 「同期」	the six months ended 30 June 2018 (as the context may require). 截至2018年6月30日止6個月（視乎文義而定）。
“Director(s)” 「董事」	the director(s) of the Company. 本公司董事。
“ETIC” 「德豪潤達」	Elec-Tech International Co., Ltd.* (廣東德豪潤達電氣股份有限公司), a PRC incorporated company, the shares of which are currently listed on the Shenzhen Stock Exchange. It is a substantial shareholder of the Company. 廣東德豪潤達電氣股份有限公司，一家在中國註冊成立的公司，其股份目前在深圳證券交易所上市，是本公司的一個主要股東。
“ETIC Group” 「德豪潤達集團」	ETIC and its subsidiaries. 德豪潤達及其附屬公司。
“Group” 「本集團」	our Company and its subsidiaries. 本公司及其附屬公司。
“GBP” 「英鎊」	Great Britain Sterling Pound, the lawful currency of the United Kingdom. 英鎊，英國法定貨幣。
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong. 港元，香港法定貨幣。
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of People Republic of China. 中華人民共和國香港特別行政區。
“Huizhou NVC” 「惠州雷士」	Huizhou NVC Lighting Technology Co., Ltd.* (惠州雷士光電科技有限公司), a wholly foreign-owned enterprise with limited liability incorporated in the PRC on 29 April 2006 and our direct wholly-owned subsidiary. 惠州雷士光電科技有限公司，一家於2006年4月29日在中國註冊成立的外商獨資有限責任公司，是我們的直接全資附屬公司。

Definitions

釋義

“KKR”	Lighting Holdings II Pte. Ltd., an entity indirectly controlled by KKR Asian Fund III L.P., which is a limited partnership established under the laws of Ontario, Canada.
「KKR」	Lighting Holdings II Pte. Ltd.，由KKR Asian Fund III L.P.間接控制的實體，KKR Asian Fund III L.P.為根據加拿大安大略省法律成立的有限合夥企業。
“LED”	Light-emitting diode.
「LED」	發光二極管。
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
「上市規則」	《香港聯合交易所有限公司證券上市規則》。
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules.
「標準守則」	上市規則附錄十之《上市發行人董事進行證券交易的標準守則》。
“ODM”	Original Design Manufacturing, a type of manufacturing under which the manufacturer is responsible for the design and production of the products and the products are marketed and sold under the customer’s brand name.
「ODM」	原設計製造，根據此種製造，製造商負責產品的設計和生產，而產品則以客戶品牌營銷和銷售。
“Period under Review”	the six months ended 30 June 2019.
「回顧期」	截至2019年6月30日止6個月。
“RMB”	Renminbi, the lawful currency of the PRC.
「人民幣」	人民幣，中國法定貨幣。
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).
「《證券及期貨條例》」	《證券及期貨條例》(香港法例第571章)。
“SGD”	Singapore dollars, the lawful currency of Singapore.
「新幣」	新幣，新加坡法定貨幣。

Definitions

釋義

“Share(s)” 「股份」	Ordinary share(s) of US\$0.0000001 each in the share capital of the Company. 本公司股本中每股面值0.0000001美元的普通股。
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited. 香港聯合交易所有限公司。
“USA” or “US” 「美國」	the United States of America, its territories, its possessions and all was subject to its jurisdiction. 美利堅合眾國，其領土、屬地及其管轄的所有地區。
“US\$” 「美元」	United States dollars, the lawful currency of the United States. 美元，美國法定貨幣。
“UK NVC” 「英國雷士」	NVC Lighting Limited, a private company incorporated in England and Wales on 31 May 2007, and our direct wholly-owned subsidiary. NVC Lighting Limited，一家於2007年5月31日在英格蘭及威爾士註冊成立的私人公司，是我們的直接全資附屬公司。
“we”, “us” or “our” 「我們」	our Company or our Group (as the context may require). 本公司或本集團（視乎文義而定）。
“Wu Ji” 「無極」	Chongqing Wu Ji Real Estate Development Co., Ltd. * (重慶無極房地產開發有限公司), a limited liability company incorporated in the PRC which may potentially be associated with Mr. WU Changjiang. 重慶無極房地產開發有限公司，一家在中國註冊成立並且可能與吳長江先生相關聯的有限公司。

* Denotes English translation of the name of a Chinese company or entity and is provided for identification purposes only.



NVC 雷士照明

雷士照明控股有限公司

NVC LIGHTING HOLDING LIMITED

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