四洲集團有限公司

Four Seas Mercantile Holdings Limited

Stock Code 股份代號 : 374

Interim Report 2017-18 中期報告

The board of directors (the "Board") of Four Seas Mercantile Holdings Limited (the "Company") presents the unaudited condensed consolidated statement of financial position as at 30 September 2017 of the Company and its subsidiaries (the "Group") and the unaudited condensed consolidated statement of profit or loss, unaudited condensed consolidated statement of comprehensive income, unaudited condensed consolidated statement of changes in equity and unaudited condensed consolidated statement of cash flows for the six months ended 30 September 2017 as follows:

四洲集團有限公司(「本公司」)董事會(「董事會」)謹提呈本公司及其附屬公司(「本集團」)於二零一七年九月三十日之未經審核簡明綜合財務狀況表及截至二零一七年九月三十日止六個月之未經審核簡明綜合損益表、未經審核簡明綜合全面收益表、未經審核簡明綜合權益變動表及未經審核簡明綜合現金流量表如下:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

			Six months ended 30 September 截至九月三十日止六個月	
			2017	2016
			二零一七年	二零一六年
			Unaudited	Unaudited
			未經審核	未經審核
		Notes	***HK$'000***	*HK$'000*
		附註	***港幣千元***	*港幣千元*
REVENUE	**收入**	3	**1,436,297**	1,432,400
Cost of sales	銷售成本		**(962,160)**	(1,047,994)
Gross profit	毛利		**474,137**	384,406
Other income and gains	其他收入及收益	3	**326,035**	115,398
Selling and distribution expenses	銷售及分銷費用		**(292,547)**	(301,640)
Administrative expenses	行政開支		**(145,789)**	(145,372)
Other operating expenses	其他營運開支		**(4,464)**	(4,443)
Finance costs	融資成本	4	**(7,717)**	(7,633)
Share of profits and losses of associates	應佔聯營公司溢利及虧損		**5,996**	4,901
PROFIT BEFORE TAX	**除稅前溢利**	2 & 5	**355,651**	45,617
Income tax expense	所得稅開支	6	**(20,820)**	(11,259)
PROFIT FOR THE PERIOD	**期內溢利**		**334,831**	34,358
Attributable to:	歸屬於:			
Equity holders of the Company	本公司權益所有者		**329,099**	34,072
Non-controlling interests	非控股權益		**5,732**	286
			334,831	34,358
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	**本公司普通權益所有者應佔每股盈利**			
– Basic and diluted	**－基本及攤薄**	8	**HK85.6 cents港仙**	HK8.9 cents港仙

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

		Six months ended 30 September 截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		Unaudited	Unaudited
		未經審核	未經審核
		HK$'000	*HK$'000*
		港幣千元	*港幣千元*
PROFIT FOR THE PERIOD	**期內溢利**	**334,831**	34,358
OTHER COMPREHENSIVE INCOME/(LOSS)	**其他全面收益／(虧損)**		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	*將於往後期間重新分類至損益之其他全面收益／(虧損)：*		
Changes in fair value of available-for-sale investments	可供出售投資之公平值變動	**(14)**	37
Exchange differences on translation of foreign operations	換算海外業務的匯兑差額	**30,941**	(27,245)
Reclassification adjustments for foreign operations disposed of during the period	於期內出售海外業務之重新分類調整	**–**	(6,067)
Share of other comprehensive income/(loss) of associates	應佔聯營公司其他全面收益／(虧損)	**1,532**	(1,244)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX	**期內其他全面收益／(虧損)，除税後**	**32,459**	(34,519)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	**期內總全面收益／(虧損)**	**367,290**	(161)
Attributable to:	歸屬於：		
Equity holders of the Company	本公司權益所有者	**360,886**	490
Non-controlling interests	非控股權益	**6,404**	(651)
		367,290	(161)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

		Notes 附註	30 September 2017 二零一七年九月三十日 Unaudited 未經審核 HK$'000 港幣千元	31 March 2017 二零一七年三月三十一日 Audited 經審核 HK$'000 港幣千元
NON-CURRENT ASSETS	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	9	**516,028**	502,319
Investment property	投資物業		**19,371**	18,607
Prepaid land lease payments	預付土地租賃款項		**90,538**	88,277
Goodwill	商譽		**44,814**	43,680
Other intangible assets	其他無形資產		**3,262**	4,172
Investments in associates	於聯營公司之投資		**166,484**	158,735
Available-for-sale investments	可供出售投資		**1,174**	1,188
Deposits	訂金		**25,600**	30,721
Deferred tax assets	遞延稅項資產		**8,730**	8,629
Total non-current assets	非流動資產總值		**876,001**	856,328
CURRENT ASSETS	**流動資產**			
Inventories	存貨		**290,668**	273,836
Trade receivables	應收貿易賬款	10	**597,293**	551,098
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項		**133,802**	142,098
Tax recoverable	可收回稅項		**488**	8,211
Financial assets at fair value through profit or loss	按公平值透過損益入賬的金融資產		**42,083**	47,444
Cash and cash equivalents	現金及現金等值項目		**815,285**	839,440
			1,879,619	1,862,127
Assets held for sale	持作出售資產	16	**–**	45,307
Total current assets	流動資產總值		**1,879,619**	1,907,434
CURRENT LIABILITIES	**流動負債**			
Trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計負債	11	**376,692**	365,034
Interest-bearing bank borrowings	須繳付利息之銀行貸款		**733,256**	930,120
Tax payable	應付稅項		**30,587**	20,363
Total current liabilities	流動負債總值		**1,140,535**	1,315,517
NET CURRENT ASSETS	**流動資產淨額**		**739,084**	591,917
TOTAL ASSETS LESS CURRENT LIABILITIES	**總資產減流動負債**		**1,615,085**	1,448,245

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

簡明綜合財務狀況表*(續)*

		30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 *HK$'000 港幣千元*	31 March 2017 二零一七年 三月三十一日 Audited 經審核 *HK$'000 港幣千元*
NON-CURRENT LIABILITIES	**非流動負債**		
Interest-bearing bank borrowings	須繳付利息之銀行貸款	**23,741**	82,469
Deferred tax liabilities	遞延稅項負債	**13,209**	18,043
Total non-current liabilities	非流動負債總值	**36,950**	100,512
Net assets	資產淨額	**1,578,135**	1,347,733
EQUITY	**權益**		
Equity attributable to equity holders of the Company	**歸屬於本公司權益所有者的權益**		
Issued capital	已發行股本	**38,425**	38,425
Reserves	儲備	**1,503,808**	1,279,675
		1,542,233	1,318,100
Non-controlling interests	**非控股權益**	**35,902**	29,633
Total equity	權益總值	**1,578,135**	1,347,733

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

SIX MONTHS ENDED 30 SEPTEMBER 2017

簡明綜合權益變動表

截至二零一七年九月三十日止六個月

		Attributable to equity holders of the Company 歸屬於本公司權益所有者											
		Issued capital	Share premium account	Reserve funds	Revaluation reserve	Capital reserve	Available-for-sale investment revaluation reserve	Capital redemption reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	儲備金	重估儲備	資本儲備	可供出售投資重估儲備	資本贖回儲備	匯兑波動儲備	保留溢利	總計	非控股權益	權益總值
		Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核
		HK$'000 *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*
At 1 April 2016	於二零一六年四月一日	38,425	199,301	13,404	22,263	750	3	1,531	76,246	1,015,134	1,367,057	29,354	1,396,411
Total comprehensive loss for the period	期內總全面虧損	–	–	–	–	–	37	–	(33,619)	34,072	490	(651)	(161)
Disposal of subsidiaries	出售附屬公司	–	–	(1,739)	–	–	–	–	–	1,739	–	–	–
Release of revaluation reserve on leasehold land and buildings to retained profits	租賃土地及樓宇之重估儲備解除至保留溢利	–	–	–	(283)	–	–	–	–	283	–	–	–
Final 2016 dividend declared	宣派二零一六年末期股息	–	–	–	–	–	–	–	–	(24,977)	(24,977)	–	(24,977)
At 30 September 2016	於二零一六年九月三十日	38,425	199,301	11,665	21,980	750	40	1,531	42,627	1,026,251	1,342,570	28,703	1,371,273
At 1 April 2017	於二零一七年四月一日	38,425	199,301	12,929	21,728	750	26	1,531	13,497	1,029,913	1,318,100	29,633	1,347,733
Total comprehensive income for the period	期內總全面收益	–	–	–	–	–	(14)	–	31,801	329,099	360,886	6,404	367,290
Contribution by non-controlling interests	非控股權益注資	–	–	–	–	–	–	–	–	–	–	600	600
Dividends paid to non-controlling shareholders	已付予非控股股東股息	–	–	–	–	–	–	–	–	–	–	(735)	(735)
Deferred tax liabilities reversed upon disposal of assets held for sale	出售持作出售資產時回撥之遞延稅項負債	–	–	–	3,501	–	–	–	–	–	3,501	–	3,501
Transfer of revaluation reserve upon disposal of assets held for sale	出售持作出售資產時之重估儲備轉撥	–	–	–	(25,229)	–	–	–	–	25,229	–	–	–
Special interim dividend declared	宣派特別中期股息	–	–	–	–	–	–	–	–	(115,277)	(115,277)	–	(115, 277)
Final 2017 dividend declared	宣派二零一七年末期股息	–	–	–	–	–	–	–	–	(24,977)	(24,977)	–	(24,977)
At 30 September 2017	於二零一七年九月三十日	38,425	199,301*	12,929*	–*	750*	12*	1,531*	45,298*	1,243,987*	1,542,233	35,902	1,578,135

* These reserve accounts comprise the consolidated reserves of HK$1,503,808,000 (31 March 2017: HK$1,279,675,000) in the unaudited condensed consolidated statement of financial position.

* 該等儲備賬為計入未經審核簡明綜合財務狀況表中之綜合儲備1,503,808,000港元(二零一七年三月三十一日：1,279,675,000港元)。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

			Six months ended 30 September 截至九月三十日止六個月	
			2017	2016
			二零一七年	二零一六年
			Unaudited	Unaudited
			未經審核	未經審核
		Note	***HK$'000***	*HK$'000*
		附註	***港幣千元***	*港幣千元*
CASH FLOWS FROM OPERATING ACTIVITIES	**經營業務之現金流量**			
Profit before tax	除稅前溢利		**355,651**	45,617
Total non-cash adjustments	總非現金之調整		**(283,032)**	(71,255)
Total working capital changes	總營運資本變動		**(5,375)**	17,794
Cash generated from/(used in) operations	經營業務所得／(所用)之現金		**67,244**	(7,844)
Income taxes paid	已付所得稅		**(4,695)**	(14,791)
Net cash flows from/(used in) operating activities	經營業務之現金流入／(流出)淨額		**62,549**	(22,635)
CASH FLOWS FROM INVESTING ACTIVITIES	**投資業務之現金流量**			
Bank interest received	已收銀行利息		**3,073**	1,123
Dividend received	已收股息		**1,194**	204
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目	9	**(33,467)**	(23,765)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		**1**	12,062
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值透過損益入賬之金融資產所得款項		**45,092**	5,916
Net proceeds from disposal of assets held for sale	出售持作出售資產所得淨款項		**328,807**	–
Purchases of financial assets at fair value through profit or loss	購入按公平值透過損益入賬之金融資產		**(29,892)**	(11,582)
Disposal of subsidiaries	出售附屬公司		**–**	4,062
Net cash flows from/(used in) investing activities	投資業務之現金流入／(流出)淨額		**314,808**	(11,980)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

簡明綜合現金流量表*(續)*

		Six months ended 30 September 截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		Unaudited	Unaudited
		未經審核	未經審核
		HK$'000	*HK$'000*
		港幣千元	*港幣千元*
CASH FLOWS FROM FINANCING ACTIVITIES	**融資活動之現金流量**		
New bank and trust receipt loans	新增銀行貸款及信託收據貸款	**576,543**	907,875
Repayment of bank and trust receipt loans	銀行貸款及信託收據貸款之還款	**(836,428)**	(861,242)
Interest paid	已付利息	**(7,717)**	(7,633)
Contribution by non-controlling interests	非控股權益注資	**600**	–
Special interim dividend paid	已付特別中期股息	**(115,277)**	–
Final dividend paid	已付末期股息	**(24,977)**	(24,977)
Dividend paid to non-controlling shareholders	已付予非控股股東股息	**(735)**	–
Net cash flows from/(used in) financing activities	融資活動之現金流入／(流出)淨額	**(407,991)**	14,023
NET DECREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等值項目減少淨額**	**(30,634)**	(20,592)
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	**839,440**	799,432
Effects of foreign exchange rate changes, net	匯率變動影響，淨額	**6,479**	(6,485)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**期末之現金及現金等值項目**	**815,285**	772,355
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	**現金及現金等值項目結存之分析**		
Cash and bank balances	現金及銀行結存	**507,780**	459,210
Time deposits with original maturity of less than three months when acquired	原有到期日少於三個月之定期存款	**307,505**	313,145
		815,285	772,355

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements are prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those adopted in the preparation of the annual financial statements for the year ended 31 March 2017.

In the current period, the Group has adopted, for the first time, a number of revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA, which are effective for accounting periods beginning on or after 1 April 2017.

Amendments to HKAS 7	*Disclosure initiative*
Amendments to HKAS 12	*Recognition of Deferred Tax Assets for Unrealised Losses*
Annual Improvements 2014-2016 Cycle	Amendments to HKFRS 12 *Disclosure of Interests in Other Entities*

The adoption of the above revised HKFRSs has had no significant financial effect on the unaudited condensed consolidated interim financial statements of the Group.

The Group has not adopted the new or revised HKFRSs that have been issued but are not yet effective for the current accounting period.

簡明綜合財務報表附註

1. 會計政策

本未經審核簡明綜合中期財務報表乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄16所載之適用披露規定以及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號*中期財務報告*編製。

編製本未經審核簡明綜合中期財務報表時所採納之會計政策及編製基準與編製截至二零一七年三月三十一日止年度全年財務報表所採用者相同。

於本期間，本集團首次應用香港會計師公會所頒佈之多項於二零一七年四月一日或之後開始會計期間生效之經修訂香港財務報告準則(「香港財務報告準則」)。

香港會計準則第7號之修訂	*披露計劃*
香港會計準則第12號之修訂	*確認未變現虧損之遞延稅項資產*
二零一四年至二零一六年週期之年度改進	香港財務報告準則第12號之修訂*於其他實體的權益披露*

採納上述經修訂香港財務報告準則對本集團之未經審核簡明綜合中期財務報表並無重大財務影響。

本集團並未應用已頒佈但於本會計期間仍未生效之新訂或經修訂香港財務報告準則。

2. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on geographical areas and has two reportable operating segments as follows:

(i) the Hong Kong segment is engaged in the manufacturing and trading of snack foods, confectionery, beverages, frozen food products, ham and ham-related products, noodles and the retailing of snack foods, confectionery and beverages, and the operations of restaurants; and

(ii) the Mainland China segment is engaged in the manufacturing and trading of snack foods, confectionery, beverages, frozen food products, noodles, ham and ham-related products, and the operations of restaurants.

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/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that interest income, dividend income and unallocated gains, finance costs, share of profits and losses of associates and corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude available-for-sale investments, deferred tax assets, tax recoverable, investments in associates, financial assets at fair value through profit or loss and cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

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

2. 經營分部資料

就管理而言，本集團根據區域而劃分業務單位，並有以下兩個須予報告之經營分部：

(i) 香港分部從事製造及銷售小食、糖果、飲料、冷凍食品、火腿及火腿類產品、麵食及零售小食、糖果及飲料，以及經營餐廳；及

(ii) 中國大陸分部從事製造及銷售小食、糖果、飲料、冷凍食品、麵食、火腿及火腿類產品，以及經營餐廳。

管理層獨立監察本集團之經營分部業績，以決定資源分配及評估表現。分部表現根據須予報告分部溢利／虧損(即經調整除稅前溢利／虧損之方式計算)評估。經調整除稅前溢利／虧損之計算方法與本集團之除稅前溢利一致，惟利息收入、股息收入及未分配收益、融資成本、應佔聯營公司溢利及虧損以及公司及其他未分配開支則不撥入該項計算中。

分部資產不包括可供出售投資、遞延稅項資產、可收回稅項、於聯營公司之投資、按公平值透過損益入賬的金融資產以及現金及現金等值項目，此乃由於該等資產作為整體資產進行管理。

分部負債不包括須繳付利息之銀行貸款、應付稅項及遞延稅項負債，此乃由於該等負債作為整體負債進行管理。

各業務分部間之銷售及轉讓乃經參考與第三方交易之售價，按當時現行市價進行交易。

2. OPERATING SEGMENT INFORMATION *(continued)* 2. 經營分部資料*(續)*

		Hong Kong 香港 Six months ended 30 September 截至九月三十日止六個月		Mainland China 中國大陸 Six months ended 30 September 截至九月三十日止六個月		Total 總計 Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元*	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*	**2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元***	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*	**2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元***	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*
Segment revenue:	**分部收入：**						
Sales to external customers*	銷售予外界客戶*	**956,256**	986,163	**480,041**	446,237	**1,436,297**	1,432,400
Intersegment sales	內部銷售	**6,019**	5,156	**85,861**	89,851	**91,880**	95,007
		962,275	991,319	**565,902**	536,088	**1,528,177**	1,527,407
Reconciliation:	*對賬：*						
Elimination of intersegment sales	內部銷售抵銷					**(91,880)**	(95,007)
Revenue	收入					**1,436,297**	1,432,400
Segment results	**分部業績**	**360,567**	1,688	**(6,295)**	48,035	**354,272**	49,723
Reconciliation:	*對賬：*						
Interest income	利息收入					**3,073**	1,123
Dividend income and unallocated gains	股息收入及未分配收益					**11,033**	7,649
Finance costs	融資成本					**(7,717)**	(7,633)
Share of profits and losses of associates	應佔聯營公司溢利及虧損					**5,996**	4,901
Corporate and other unallocated expenses	公司及其他未分配開支					**(11,006)**	(10,146)
Profit before tax	除稅前溢利					**355,651**	45,617
Other segment information:	**其他分部資料：**						
Impairment of trade receivables	應收貿易賬款減值	**72**	72	**125**	–	**197**	72
Write-down of slow-moving inventories	滯銷存貨撇銷	**123**	–	**2,744**	1,251	**2,867**	1,251
Depreciation and amortisation	折舊及攤銷	**14,653**	14,423	**19,933**	21,179	**34,586**	35,602
Gain on disposal of subsidiaries	出售附屬公司之收益	**–**	38,306	**–**	61,740	**–**	100,046
Gain on disposal of assets held for sale	出售持作出售資產之收益	**302,300**	–	**–**	–	**302,300**	–

2. OPERATING SEGMENT INFORMATION *(continued)*

2. 經營分部資料*(續)*

		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 *HK$'000 港幣千元*	31 March 2017 二零一七年 三月三十一日 Audited 經審核 *HK$'000 港幣千元*	**30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 *HK$'000 港幣千元***	31 March 2017 二零一七年 三月三十一日 Audited 經審核 *HK$'000 港幣千元*	**30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 *HK$'000 港幣千元***	31 March 2017 二零一七年 三月三十一日 Audited 經審核 *HK$'000 港幣千元*
Segment assets	**分部資產**	**1,104,089**	1,139,995	**941,581**	882,392	**2,045,670**	2,022,387
Reconciliation:	*對賬：*						
Elimination of intersegment receivables	內部應收款項抵銷					**(324,294)**	(322,272)
Investments in associates	於聯營公司之投資					**166,484**	158,735
Corporate and other unallocated assets	公司及其他未分配資產					**867,760**	904,912
Total assets	資產總值					**2,755,620**	2,763,762
Segment liabilities	**分部負債**	**352,305**	376,341	**348,681**	310,965	**700,986**	687,306
Reconciliation:	*對賬：*						
Elimination of intersegment payables	內部應付款項抵銷					**(324,294)**	(322,272)
Corporate and other unallocated liabilities	公司及其他未分配負債					**800,793**	1,050,995
Total liabilities	負債總值					**1,177,485**	1,416,029

* The revenue information above is based on the locations of the customers.

* 以上收入資料乃根據其客戶所在區域而劃分。

3. REVENUE, OTHER INCOME AND GAINS

Revenue represents the invoiced value of goods sold, net of discounts and returns. An analysis of revenue, other income and gains is as follows:

3. 收入、其他收入及收益

收入指除去折扣及退貨後售出貨品之發票價值。收入、其他收入及收益之分析如下：

			Six months ended 30 September 截至九月三十日止六個月	
			2017	2016
			二零一七年	二零一六年
			Unaudited	Unaudited
			未經審核	未經審核
		Notes	***HK$'000***	*HK$'000*
		附註	***港幣千元***	*港幣千元*
Revenue	**收入**		**1,436,297**	1,432,400
Other income	**其他收入**			
Bank interest income	銀行利息收入		**3,073**	1,123
Commission income	佣金收入		**40**	–
Dividend income	股息收入		**1,194**	204
Rental income	租金收入		**626**	634
Others	其他		**2,355**	3,827
			7,288	5,788
Gains	**收益**			
Gain on disposal of assets held for sale	出售持作出售資產之收益	16	**302,300**	–
Gain on disposal of items of property, plant and equipment, net	出售物業、廠房及設備項目之收益，淨額		**–**	2,119
Gain on disposal of subsidiaries	出售附屬公司之收益	15	**–**	100,046
Amortisation of deferred gain	攤銷遞延收益	16	**6,608**	–
Net fair value gain on financial assets at fair value through profit or loss	按公平值透過損益入賬的金融資產之公平值收益，淨額		**9,839**	7,445
			318,747	109,610
			326,035	115,398

4. FINANCE COSTS

An analysis of finance costs is as follows:

4. 融資成本

融資成本分析如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		Unaudited	Unaudited
		未經審核	未經審核
		HK$'000	*HK$'000*
		港幣千元	*港幣千元*
Interest on bank and trust receipt loans	銀行貸款及信託收據貸款利息	**7,717**	7,633

5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

5. 除税前溢利

本集團之除税前溢利已扣除：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元*	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*
Cost of inventories sold	已售存貨之成本	**962,160**	1,047,994
Depreciation	折舊	**32,246**	33,141
Amortisation of prepaid land lease payments	預付土地租賃款項之攤銷	**1,430**	1,550
Amortisation of other intangible assets	其他無形資產之攤銷	**910**	911

6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

6. 所得税

香港利得税乃按期內於香港所產生之估計應課税溢利按16.5%(二零一六年：16.5%)之税率作出撥備。其他地區之應課税溢利之税項乃根據本集團經營業務之國家／司法管轄區之現行税率計算。

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元*	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*
Current – Hong Kong	當期－香港		
Charge for the period	期內税項	**17,709**	4,362
Current – Elsewhere	當期－其他地區		
Charge for the period	期內税項	**5,108**	6,791
Overprovision in prior years	過往年度過度撥備	**(21)**	(195)
Deferred	遞延	**(1,976)**	301
Total tax charge for the period	本期之總税項支出	**20,820**	11,259

The share of tax attributable to associates amounting to HK$1,519,000 (2016: HK$1,591,000) is included in "Share of profits and losses of associates" in the unaudited condensed consolidated statement of profit or loss.

應佔聯營公司之税項共1,519,000港元(二零一六年：1,591,000港元)已包括於未經審核簡明綜合損益表之「應佔聯營公司溢利及虧損」項內。

7. DIVIDENDS

(a) Interim dividend on ordinary shares payable to equity holders of the Company is as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元*	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*
Interim dividend declared – HK3.0 cents (2016: HK3.0 cents) per ordinary share	宣派中期股息 －每股普通股3.0港仙 (二零一六年：3.0港仙)	**11,528**	11,528

The interim dividend are based on 384,257,640 ordinary shares (2016: 384,257,640 ordinary shares), being the total number of issued shares of the Company at the end of the reporting period.

The interim dividend is not recognised as a liability as at 30 September 2017 because it has been declared after the end of reporting period.

(b) Dividends on ordinary shares declared/approved and paid to equity holders of the Company during the interim period is as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 Unaudited 未經審核 *HK$'000 港幣千元*	2016 二零一六年 Unaudited 未經審核 *HK$'000 港幣千元*
Special interim dividend for year ended 31 March 2017 declared and paid – HK30.0 cents (2016: Nil) per ordinary share	已宣派及派付之 截至二零一七年三月三十一日止 年度之特別中期股息 －每股普通股30.0港仙 (二零一六年：無)	**115,277**	–
Final dividend for year ended 31 March 2017 approved and paid – HK6.5 cents (2016: HK6.5 cents) per ordinary share	已批准及派付之 截至二零一七年三月三十一日止 年度之末期股息 －每股普通股6.5港仙 (二零一六年：6.5港仙)	**24,977**	24,977
		140,254	24,977

7. 股息

(a) 應付予本公司普通股權益所有者之中期股息如下：

中期股息以本公司報告期末已發行股本總數，即384,257,640股普通股(二零一六年：384,257,640股普通股)計算。

中期股息乃於報告期末後宣派，故於二零一七年九月三十日並無確認為負債。

(b) 於期內宣派／批准及派付予本公司普通股權益所有者之股息如下：

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the six months ended 30 September 2017 and 2016 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during these periods.

The calculations of basic and diluted earnings per share are based on:

8. 本公司普通權益所有者應佔每股盈利

每股基本盈利乃根據期內本公司普通權益所有者應佔溢利及期內已發行普通股之加權平均數計算。

由於本集團於截至二零一七年及二零一六年九月三十日止六個月期間並無具攤薄潛力之已發行普通股份，因此並無就攤薄該等期間所呈列之每股基本盈利作出調整。

每股基本及攤薄盈利乃根據下列基準計算：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年	2016 二零一六年
		Unaudited 未經審核	Unaudited 未經審核
		HK$'000 港幣千元	*HK$'000 港幣千元*
Earnings	**盈利**		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利所使用之本公司普通權益所有者應佔溢利	**329,099**	34,072

		Number of shares 股份數目	
		2017 二零一七年	2016 二零一六年
		Unaudited 未經審核	Unaudited 未經審核
Shares	**股份**		
Weighted average number of ordinary shares in issue during the period used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利所使用之期內已發行普通股之加權平均數	**384,257,640**	384,257,640

9. PROPERTY, PLANT AND EQUIPMENT

Acquisitions and disposals
During the six months ended 30 September 2017, the Group acquired items of property, plant and equipment with a cost of HK$33,467,000 (2016: HK$23,765,000). Items of property, plant and equipment with a net book value of HK$612,000 (2016: HK$9,943,000) were disposed of during the six months ended 30 September 2017, resulting in a net loss on disposal of HK$611,000 (2016: gain of HK$2,119,000).

9. 物業、廠房及設備

添置及出售
本集團於二零一七年九月三十日止六個月，購入價值33,467,000港元(二零一六年：23,765,000港元)之物業、廠房及設備項目。於二零一七年九月三十日止六個月，出售賬面值612,000港元(二零一六年：9,943,000港元)之物業、廠房及設備項目，導致出售之虧損淨額為611,000港元(二零一六年：2,119,000港元收益)。

10. TRADE RECEIVABLES

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 period is generally for a period of one to three months, extending up to four to five months for major customers.

An aged analysis of trade receivables as at 30 September 2017 and 31 March 2017, based on the invoice date and net of provisions, is as follows:

10. 應收貿易賬款

本集團與客戶之貿易賬期以信貸為主，惟新客戶一般需要預先付款。信貸賬期一般為一至三個月，就主要客戶而言，可延長至最多四至五個月。

於二零一七年九月三十日及二零一七年三月三十一日，根據發票日期及扣除撥備之應收貿易賬款之賬齡分析如下：

		30 September 2017 二零一七年九月三十日 Unaudited 未經審核 *HK$'000 港幣千元*	31 March 2017 二零一七年三月三十一日 Audited 經審核 *HK$'000 港幣千元*
Within 1 month	1個月內	**254,521**	224,648
1 to 2 months	1至2個月	**124,323**	94,584
2 to 3 months	2至3個月	**80,192**	89,117
Over 3 months	3個月以上	**138,257**	142,749
		597,293	551,098

Included in trade receivables is an amount due from a subsidiary of Hong Kong Food Investment Holdings Limited, a substantial shareholder of the Company, of HK$266,000 (31 March 2017: HK$314,000), which is repayable on similar credit terms to those offered to the major customers of the Group.

應收貿易賬款包括本公司一名主要股東香港食品投資控股有限公司的一間附屬公司結欠之款項266,000港元(二零一七年三月三十一日：314,000港元)，而還款期與本集團授予其主要客戶之信貸賬期類同。

11. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

Included in trade payables, other payables and accruals is trade payables balance of HK$196,816,000 (31 March 2017: HK$164,943,000). An aged analysis of the trade payables as at 30 September 2017 and 31 March 2017 based on the invoice date, is as follows:

11. 應付貿易賬款、其他應付款項及應計負債

應付貿易賬款、其他應付款項及應計負債包括應付貿易賬款結餘共196,816,000港元(二零一七年三月三十一日:164,943,000港元)。於二零一七年九月三十日及二零一七年三月三十一日,根據發票日期之應付貿易賬款之賬齡分析如下:

		30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 *HK$'000* *港幣千元*	31 March 2017 二零一七年 三月三十一日 Audited 經審核 *HK$'000* *港幣千元*
Within 1 month	1個月內	**137,939**	112,067
1 to 2 months	1至2個月	**36,323**	25,884
2 to 3 months	2至3個月	**9,912**	11,710
Over 3 months	3個月以上	**12,642**	15,282
		196,816	164,943

Included in the trade payables are amounts due to the Group's associates of HK$46,496,000 (31 March 2017: HK$40,687,000), which are normally settled on 30-day to 60-day terms.

應付貿易賬款已包括結欠本集團聯營公司之款項46,496,000港元(二零一七年三月三十一日:40,687,000港元),彼等一般按30至60日期限結付。

The trade payables are non-interest-bearing and are normally settled on 30-day to 60-day terms. Other payables are non-interest-bearing and have an average term of three months.

應付貿易賬款為免息及一般按30至60日期限結付。其他應付款項乃免息,信貸期平均為三個月。

12. COMMITMENTS

The Group had capital commitments in respect of property, plant and equipment as follows:

12. 承擔

本集團就物業、廠房及設備之資本承擔如下：

		30 September 2017 二零一七年 九月三十日 Unaudited 未經審核 HK$'000 港幣千元	31 March 2017 二零一七年 三月三十一日 Audited 經審核 HK$'000 港幣千元
Contracted, but not provided for	已訂約但未撥備	**1,901**	9,313

13. RELATED PARTY TRANSACTIONS

(a) The Group had the following material transactions with its related parties during the period:

13. 關連人士交易

(a) 期內，本集團與其關連人士訂立下列重大交易：

		Notes 附註	Six months ended 30 September 截至九月三十日止六個月 2017 二零一七年 Unaudited 未經審核 HK$'000 港幣千元	2016 二零一六年 Unaudited 未經審核 HK$'000 港幣千元
Associates:	聯營公司:			
Purchases of goods	採購貨品	(i)	**185,053**	185,717
Sales of goods	銷售貨品	(ii)	**967**	1,077
Promotion expenses reimbursed by associates	聯營公司退還宣傳開支	(iii)	**14,263**	16,382
Rental income	租金收入	(iv)	**626**	634
A subsidiary of a substantial shareholder of the Company:	本公司主要股東之附屬公司:			
Commission income	佣金收入	(v)	**40**	188
Commission expenses	佣金開支	(v)	**600**	604

Notes:

(i) The cost of purchases from associates was made at pre-determined prices agreed between the parties.

(ii) The selling prices of goods sold to associates were determined by reference to prices and conditions similar to those offered to other major customers.

(iii) The promotion expenses reimbursed by associates were determined by reference to the costs incurred by the Group.

附註：

(i) 向聯營公司採購之成本乃根據訂約方預先議定之價格而釐定。

(ii) 向聯營公司銷售貨品之售價乃參照向其他主要客戶提出之類似價格及條件釐定。

(iii) 聯營公司退還宣傳開支乃根據本集團之實際交易成本釐定。

13. RELATED PARTY TRANSACTIONS *(continued)*

(a) *(continued)*

Notes: (continued)

(iv) The rental income from an associate was determined between the Group and the associate.

(v) The commission income/expenses were determined between the Group and the subsidiary of the substantial shareholder on normal commercial terms.

The related party transactions in respect of item (v) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. Since the amounts in respect of item (v) are below de minimis threshold for the purposes of Rule 14A.76 of the Listing Rules, item (v) is fully exempt from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

(b) Outstanding balances with related parties:

Details of the Group's trade balances with its associates and a subsidiary of a substantial shareholder of the Company as at 30 September 2017 and 31 March 2017 are disclosed in notes 10 and 11 to the unaudited condensed consolidated interim financial statements.

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

13. 關連人士交易*(續)*

(a) *(續)*

附註：(續)

(iv) 來自聯營公司之租金收入乃由本集團與聯營公司釐定。

(v) 佣金收入／開支乃由本集團及主要股東之附屬公司按照一般商務條款釐定。

上文第(v)項之關連人士交易構成上市規則第14A章所界定之持續關連交易。由於第(v)項之金額低於上市規則第14A.76條之最低豁免水平限額，第(v)項獲全面豁免遵守上市規則項下之股東批准、年度審閱及所有披露規定。

(b) 與關連人士之尚未償還結餘：

於二零一七年九月三十日及二零一七年三月三十一日，本集團與其聯營公司及一名主要股東之附屬公司之貿易結餘詳情於本未經審核簡明綜合中期財務報告附註10及11披露。

(c) 本集團主要管理人員之報酬：

		Six months ended 30 September 截至九月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		Unaudited	Unaudited
		未經審核	未經審核
		HK$'000	*HK$'000*
		港幣千元	*港幣千元*
Short term employee benefits	短期僱員福利	**7,055**	7,290
Pension scheme contributions	退休金計劃供款	**171**	203
		7,226	7,493

14. FAIR VALUE AND FAIR VALUE HIERARCHY

Except for certain unlisted equity investments classified as available-for-sale for which the fair value could not be measured reliably and were carried at costs, available-for-sale investments and financial assets at fair value through profit or loss were carried at fair value.

Fair value hierarchy

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

Assets measured at fair value:

As at 30 September 2017

14. 公平值及公平值架構

除若干分類為可供出售之非上市權益投資，其公平值不能可靠地計量而按成本列賬外，可供出售投資及按公平值透過損益入賬之金融資產以公平值列賬。

公平值架構

下表顯示本集團金融工具的公平值計量架構：

按公平值計量之資產：

於二零一七年九月三十日

		Fair value measurement using 公平值計量採用		
		Quoted prices in active markets (Level 1) 活躍市場報價（第一層）	Significant observable inputs (Level 2) 重大可觀察輸入值（第二層）	Total 合計
		Unaudited 未經審核	Unaudited 未經審核	Unaudited 未經審核
		HK$'000 港幣千元	*HK$'000 港幣千元*	*HK$'000 港幣千元*
Available-for-sale investments:	可供出售投資：			
Listed equity investments	上市權益投資	**190**	**–**	**190**
Unlisted club debenture	非上市會所債券	**–**	**627**	**627**
Financial assets at fair value through profit or loss	按公平值透過損益入賬之金融資產	**42,083**	**–**	**42,083**
		42,273	**627**	**42,900**

14. FAIR VALUE AND FAIR VALUE HIERARCHY *(continued)*

Fair value hierarchy *(continued)*

Assets measured at fair value: (continued)

As at 31 March 2017

14. 公平值及公平值架構*(續)*

公平值架構*(續)*

按公平值計量之資產：(續)

於二零一七年三月三十一日

		Fair value measurement using 公平值計量採用		
		Quoted prices in active markets (Level 1) 活躍市場報價(第一層)	Significant observable inputs (Level 2) 重大可觀察輸入值(第二層)	Total 合計
		Audited 經審核	Audited 經審核	Audited 經審核
		HK$'000 *港幣千元*	*HK$'000* *港幣千元*	*HK$'000* *港幣千元*
Available-for-sale investments:	可供出售投資：			
Listed equity investments	上市權益投資	204	–	204
Unlisted club debenture	非上市會所債券	–	627	627
Financial assets at fair value through profit or loss	按公平值透過損益入賬之金融資產	47,444	–	47,444
		47,648	627	48,275

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for the financial assets of the Group (31 March 2017: Nil).

期內，本集團之金融資產在第一層及第二層之間並無轉移公平值計量，而第三層並無轉入或轉出之情況(二零一七年三月三十一日：無)。

The Group did not have any financial liabilities measured at fair value as at 30 September 2017 (31 March 2017: Nil).

於二零一七年九月三十日，本集團並無任何按公平值計量之金融負債(二零一七年三月三十一日：無)。

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in trade payables, other payables and accruals, and bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments or with floating interest rates.

管理層已經評估，由於有關工具的短期到期性質或按浮動利率計息，現金及現金等值項目、應收貿易賬款、包括於預付款項、訂金及其他應收款項之金融資產、包括於應付貿易賬款、其他應付款項及應計負債之金融負債、以及銀行貸款的公平值大致上與其賬面值相若。

The Group's finance team is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance team reports directly to the executive directors and the audit committee. At each reporting date, the finance team 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 executive directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

本集團的財務團隊負責決定金融工具公平值計量的政策及程序。財務團隊直接向執行董事及審核委員會匯報。於每個報告日期，財務團隊分析金融工具價值的變動，並決定應用於估值的主要輸入值。估值由執行董事審閱及批准。估值過程及結果每年兩次於中期及全年財務報告時與審核委員會討論。

14. FAIR VALUE AND FAIR VALUE HIERARCHY *(continued)*

Fair value hierarchy *(continued)*

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

The fair values of listed equity investments are based on quoted market prices. The fair value of the club debenture is based on market observable transactions.

15. DISPOSAL OF SUBSIDIARIES

During the six months ended 30 September 2016, the Group had the following disposal of subsidiaries:

(a) the disposal of 100% equity interests in a subsidiary, which held the entire interests in a subsidiary in Mainland China engaging in raising and sale of livestocks, for a total consideration of HK$45,000,000. The gain on the disposal before tax amounted to approximately HK$40,326,000 and gain on the disposal net of tax amounted to approximately HK$37,816,000;

(b) the disposal of 100% equity interests in a subsidiary in Mainland China, which held a poultry farm, for a total consideration of approximately HK$25,562,000. The gain on the disposal before tax amounted to approximately HK$21,414,000 and gain on the disposal net of tax amounted to approximately HK$20,356,000; and

(c) the disposal of 100% equity interests in a subsidiary in Hong Kong, which held a property, for a total consideration of HK$62,000,000. The gain on the disposal (before and after tax) amounted to approximately HK$38,306,000.

16. ASSETS HELD FOR SALE, GAIN ON DISPOSAL OF ASSETS HELD FOR SALE AND AMORTISATION OF DEFERRED GAIN

On 20 March 2017, the Group entered into a sale and leaseback agreement with an independent third party to dispose of a property situated in Hong Kong (the "Property") for a cash consideration of HK$368,000,000 (the "Property Disposal"). The transaction was completed on 19 May 2017 (the "Completion Date"). As at 31 March 2017, the relevant leasehold land and building with a carrying amount of HK$45,307,000 included in Hong Kong operating segment was classified as held for sale.

14. 公平值及公平值架構*(續)*

公平值架構*(續)*

金融資產及負債的公平值以該工具與自願交易方(而非強迫或清盤出售)當前交易下的可交易金額入賬。

上市權益投資的公平值以市場報價為基礎。會所債券的公平值以可觀察市場交易為基礎。

15. 出售附屬公司

截止二零一六年九月三十日止六個月，集團出售了以下附屬公司：

(a) 出售一家附屬公司100%之權益，其持有一家位於中國內地，從事養殖及售賣牲畜之附屬公司之全部權益，總作價為45,000,000港元，除税前之收益約為40,326,000港元及除税後之收益約為37,816,000港元；

(b) 出售一家位於中國內地，擁有一家禽農場之附屬公司100%權益，總作價約為25,562,000港元，除税前之收益約為21,414,000港元及除税後之收益約為20,356,000港元；及

(c) 出售一家位於香港，擁有一項物業之附屬公司100%權益，總作價為62,000,000港元，收益(除税前及除税後)約為38,306,000港元。

16. 持作出售資產、出售持作出售資產之收益及攤銷遞延收益

於二零一七年三月二十日，本集團與獨立第三方訂立出售後租回協議，以出售一幅位於香港的物業(「該物業」)，現金作價368,000,000港元(「物業出售」)。該交易於二零一七年五月十九日完成(「完成日期」)。於二零一七年三月三十一日，有關租賃土地及樓宇之賬面值為45,307,000港元(歸入香港經營分部內)，已分類為持作出售。

16. ASSETS HELD FOR SALE, GAIN ON DISPOSAL OF ASSETS HELD FOR SALE AND AMORTISATION OF DEFERRED GAIN *(continued)*

Upon completion of the Property Disposal, the Group and the purchaser entered into a tenancy agreement, whereby the Group leased the Property from the purchaser for its own use for 1 year commencing on the Completion Date. The fair value of the Property near the Completion Date was determined by DTZ Cushman & Wakefield Limited, independent professionally qualified valuer. The excess of consideration over fair value of the Property has been deferred and amortised over the lease period, resulting in the recognition of a deferred gain amounting to HK$11,392,000 in the unaudited condensed consolidated statement of financial position as at 30 September 2017 and amortisation of the deferred gain amounting to HK$6,608,000 in the unaudited condensed consolidated statement of profit or loss for the six months ended 30 September 2017.

During the period, a gain on disposal of assets held for sale before tax of HK$302,300,000 has been recognised in the unaudited condensed consolidated statement of profit or loss.

16. 持作出售資產、出售持作出售資產之收益及攤銷遞延收益*(續)*

於完成物業出售後，本集團與買方訂立租賃協議，據此，本集團向買方租用該物業作自用，由完成日期起計為期一年。該物業於完成日期前後之公平值乃由獨立專業合資格估值師戴德梁行有限公司釐定。超出該物業之公平值之代價已遞延並於租賃期內攤銷，致使於二零一七年九月三十日之未經審核簡明綜合財務狀況表內確認遞延收益11,392,000港元及於截至二零一七年九月三十日止六個月之未經審核簡明綜合損益表內確認攤銷遞延收益6,608,000港元。

期內，除税前之出售持作出售資產收益302,300,000港元已於未經審核簡明綜合損益表內確認。

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK3.0 cents (2016: HK3.0 cents) in cash per ordinary share for the six months ended 30 September 2017, payable to shareholders whose names appear in the register of members of the Company at the close of business on Tuesday, 19 December 2017. The said dividend will be paid on Thursday, 18 January 2018.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 15 December 2017 to Tuesday, 19 December 2017, both dates inclusive, during such period no transfer of shares will be registered. In order to qualify for the interim dividend for the six months ended 30 September 2017, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 December 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS

The Group's consolidated turnover remained stable at HK$1,436,297,000 (2016: HK$1,432,400,000) for the six months ended 30 September 2017. Profit attributable to equity holders of the Company was HK$329,099,000 (2016: HK$34,072,000). Such increase was primarily due to the completion of the disposal of a property located at Sai Kung, New Territories.

During the period under review, the sales derived from Hong Kong stood at HK$956,256,000 (2016: HK$986,163,000), accounting for approximately 67% of the Group's total sales. The sales of Mainland China amounted to HK$480,041,000 (2016: HK$446,237,000), representing approximately 33% of the total sales.

中期股息

董事會議決宣派截至二零一七年九月三十日止六個月中期股息每股普通股為現金3.0港仙(二零一六年：3.0港仙)，有關股息將於二零一八年一月十八日(星期四)當日派付予於二零一七年十二月十九日(星期二)營業時間結束時名列在本公司股東名冊上之股東。

暫停辦理過戶登記手續

本公司將於二零一七年十二月十五日(星期五)至二零一七年十二月十九日(星期二)止(首尾兩天包括在內)暫停辦理股份過戶登記手續，於此期間將不會辦理任何股份過戶登記。為符合資格享有截至二零一七年九月三十日之中期股息，所有過戶文件連同有關股票須於二零一七年十二月十四日(星期四)下午四時三十分前，送達本公司在香港之股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。

管理層討論及分析

業績

本集團截至二零一七年九月三十日止六個月的綜合營業額保持平穩，為1,436,297,000港元(二零一六年：1,432,400,000港元)。本公司權益所有者應佔溢利為329,099,000港元(二零一六年：34,072,000港元)。是次溢利增長主要由於完成出售一項位於新界西貢之物業產生之出售收益。

於回顧期內，香港地區營業額為956,256,000港元(二零一六年：986,163,000港元)，佔總營業額約67%；國內地區營業額為480,041,000港元(二零一六年：446,237,000港元)，佔總營業額約33%。

BUSINESS REVIEW

The Group continued its steady growth from the second half of last year during the review period. The Group maintained its competitiveness and market share under the situation of reviving consumer sentiment and lessening weak players. Owing to its strong brand equity, exquisite food quality and comprehensive sales network, the Group's results demonstrated a solid performance with its market leading position preserved. In the external environment, the steady economic growth and the rising number of middle-class families in Mainland China helped drive the Group's sales. Also, the stable Japanese yen during the period under review reduced the exchange rate risk that translated to a positive impact on the Group's operation.

業務回顧

集團於回顧期內延續去年下半年的穩健發展，在消費市場回暖及市場沈弱留強的形勢下，成功維持市場競爭力及佔有率，配合卓越的品牌效應、出色的食品質素及完善的銷售網絡，令整體業績表現於期內得以鞏固，繼續保持領導地位。外圍方面，內地經濟的穩定增長及中產家庭數目上升，有助推動集團的食品銷售；而日圓匯價於回顧期內維持平穩，亦減少集團面對的匯率風險，對營運產生正面作用。

Distribution Business

The Group has been focusing on developing its distribution business to bring all types of good quality food from the world to Hong Kong consumers. The Group is currently distributing food from various countries, including Japan, China, Korea, Singapore, Malaysia, Indonesia, Thailand, the Philippines, Australia, Ireland, France, Germany, the Netherlands, Belgium, South Africa and the USA, and collaborating with over a hundred internationally renowned brands that offer high-quality products, including snacks, milk powder, milk, biscuits, cakes, candies, chocolates, instant noodles, ice-cream, health food, beverages, sauce, seasonings, ham and sausages. Through its diversified sales channels, including department stores, supermarkets, convenient stores, fast food shops, wholesalers, retailers, restaurants, bars and airways, the Group is capable of meeting different customer segments' needs.

食品代理業務

集團一直致力發展食品代理業務，務求將世界各地的各式美食帶給香港的消費者。集團現時代理日本、中國、韓國、新加坡、馬來西亞、印尼、泰國、菲律賓、澳大利亞、愛爾蘭、法國、德國、荷蘭、比利時、南非和美國等多個國家和地區，逾百家國際名牌優質食品，包括零食、奶粉、牛奶、餅乾、蛋糕、糖果、朱古力、即食麵、雪糕、健康食品、飲品、醬油、調味料、火腿及香腸等，並透過百貨公司、超級市場、便利店、快餐店、批發商、零售商、酒樓、酒吧及航空公司等不同的方式，滿足廣大客戶的需要。

Manufacturing Business

The Group has always placed food safety first. With stringent production management and quality control, the Group not only pursues high-quality food, but also emphasises safety and hygiene in its food manufacturing business. The Group has 20 food manufacturing and processing plants in Hong Kong and Mainland to produce a variety of outstanding products that meet international standards under the most rigorous and modern monitoring system. The Group gained recognition by receiving "HACCP", "ISO 9001", "ISO 22000" and "Hong Kong Q-Mark Product Scheme Certification" accreditations, which shows that the Group is trusted by the market and has secured consumer confidence. During the review period, the Group's "Four Seas Milk Beverage" in beverage carton was well received by consumers as soon as it was launched in the Mainland market.

食品製造業務

集團一向將食品安全放在首位，在食品製造業務方面，不但追求味美，更重視安全衛生，因此對生產管理及品質監控一絲不苟。集團在香港和內地設有二十個食品生產及加工廠房，透過最嚴格及現代化的監察系統，製造不同類型的優質食品，不但符合國際標準，更屢獲殊榮，獲得「HACCP」、「ISO 9001」和「ISO 22000」系統認證及「香港Q嘜優質產品認證證書」，深受市場信賴，亦成功建立及鞏固消費者對集團的信心。在回顧期間，集團的紙包裝「四洲牛奶含乳飲料」甫推出內地市場，便大受消費者歡迎。

BUSINESS REVIEW *(continued)*

業務回顧*(續)*

Retail and Catering Businesses

零售及餐飲業務

The Group strives to introduce innovative retail and catering businesses that surpass consumer expectation. On the retail front, "Okashi Land", Japanese cookie store "YOKU MOKU" and "Calbee PLUS" have remained popular among consumers. On the catering front, Shanghai vegetarian cuisine "Kung Tak Lam" in Hong Kong continued to receive the Bib Gourmand by the 2018 Michelin Guide Hong Kong Macau, the only vegetarian restaurant in Hong Kong that has ever received such recognition. Moreover, restaurants in Hong Kong and Guangdong Province, including "Blue Brick Bistro by YOKU MOKU", Japanese style restaurant "Shiki•Etsu", Japanese style dumpling fast food shop "Osaka Ohsho" and Kagoshima fried fish cake shop "Qjiki" in Hong Kong, "Panxi Restaurant" in Guangzhou, Japanese restaurant "Mori Café" and sushi restaurant chain "Sushi Oh" in Mainland China are widely acclaimed.

集團致力引入不同形式及類型的創新零售及餐飲服務，為消費者帶來驚喜。零售業務方面，旗下的「零食物語」專門店、「YOKU MOKU」曲奇餅店及「Calbee PLUS」大受歡迎。餐飲業務方面，「功德林」上海素食繼續榮獲「米芝蓮指南香港／澳門2018」必比登推介，成為全港唯一獲推介的素食餐廳。此外，在港經營的「Blue Brick Bistro by YOKU MOKU」、「四季•悅」日本料理、「大阪王將」日式餃子店和以鹿兒島薩摩魚餅聞名的日本品牌「玖子貴」，及位於廣州市的「泮溪」園林酒家、「喫茶屋」日式餐廳及「壽司皇」日本迴轉壽司餐廳等，亦廣受各界讚譽。

BRAND DEVELOPMENT

集團品牌發展

Founded in 1971, the Group stays true to its core values of placing customer recognition and food safety first. After 46 years of operation, the Group upholds the motto of "Eating Safely, Eating Happily" and becomes a well-established integrated food company in Hong Kong.

集團始創於1971年，經過46年的銳意經營，一直不忘初心，將顧客的認同及食品的安全放於首位，本著「食得放心、食得開心」的服務宗旨，成為全香港具規模的食品綜合企業。

Rooted in Hong Kong, the Group is a typical Hong Kong legend that has a special place in the heart of Hong Kong consumers. Riding on this advantage, the Group is actively expanding into the Mainland market, serving as an intermediary between the Mainland and the world in the food market. On one hand, the Group introduces oversea delicacies to the Mainland, offering a vibrant selection of high-quality products for Mainland consumers. On the other hand, it penetrates into international markets with Mainland products, allowing overseas consumers to have a taste of refined Chinese cuisine.

集團以香港為根，與香港一起成長，是典型的香港傳奇。集團在香港深入民心，下一步會積極拓展內地市場，擔當內地與世界的食品中介人角色，一方面將海外美食引入國內，為內地消費者提供更多元優質的食品選擇，另一方面亦將內地食品帶進國際市場，讓更多海外國家可以品嘗中國美食。

CORPORATE SOCIAL RESPONSIBILITY

The Group strongly believes in "receiving from the society and giving back to the society". It has been actively promoting community services and building a harmonious society, including sponsoring different charitable groups such as Junior Police Call, schools, elderly and women's organisations, youth associations, Kaifong welfare organisations and other federations. Besides, the Group's effort in promoting the development of social services is highly recognised. It has been awarded the "Caring Company" by the Hong Kong Council of Social Service.

The Group has received numerous awards during the period, including "Asia Business Achiever Awards 2017" presented by Asia Business Consultancy Association, and also "Hong Kong Outstanding Enterprise 2017" and "Hong Kong Outstanding Enterprise – Excellence Award" presented by Economic Digest. In addition, the food products of the Group have been accredited with various awards. Four Seas Seaweed has received the "Most Popular Snack Series" of "Health Beauty Well-being Award" presented by Mannings China and Calbee has received "Outstanding Category Performance Awards of Favourite Brands Awards" by Wellcome Supermarket.

企業社會責任

集團一直實踐「取之社會，用之社會」的精神，不遺餘力推動社會公益事務，建立和諧社會，包括贊助不同團體，如少年警訊、學校、護老和婦女組織、青年團體、街坊福利會及社團聯會等。此外，集團在推動社會服務發展方面的努力備受肯定，獲香港社會服務聯會頒發《商界展關懷》嘉許獎狀。

集團業務於期內亦獲得多項殊榮，包括由亞洲生意顧問協會頒發之《亞洲企業成就大獎2017》，以及再度榮獲經濟一週評選為《香港傑出企業2017》及獲得《非凡企業大獎》。此外，集團的食品繼續獲獎無數。四洲紫菜及卡樂B分別獲萬寧中國頒發《2017年HBWA健美賞》之《樂活非凡零食品牌》及惠康超級市場頒發《2017超市名牌》之《出類拔萃獎》。

PROSPECTS AND GROWTH

In parallel with expanding its market share in the Hong Kong food market, the Group will continue to proactively explore opportunities in the Mainland market.

Hong Kong Business

Based in Hong Kong, the Group will continue to introduce new food distribution, manufacturing, retailing and catering businesses that widen the spectrum of choices for Hong Kong consumers and lead the future development of the market. With the unprecedented success of "Calbee PLUS" and "Qjiki", the Group will continue the momentum in the second half of the year by riding onto its unique network in the food industry and bringing various types of delicacies together in one place. The Group plans to launch a one-stop platform that consists of an ice cream house that sells ice creams from multiple imported brands, "Okashi Land" and "Qjiki" in Tsim Sha Tsui. This will create a new gourmet experience for consumers.

展望發展

集團將一如既往積極拓展業務，在進一步擴大香港食品市場佔有率的同時，亦會全力開拓內地市場，為集團帶來新的增長動力。

香港業務

香港市場是集團的根據地，未來在食品代理、製造和零售及餐飲業務方面，會繼續推陳出新，為香港的消費者帶來更多選擇，領導市場的發展方向。隨着「Calbee PLUS」及「玖子貴」得到空前成功，深受市場注目及食客支持，集團將在下半年再接再勵，把握在食品界中獨有之網絡優勢，集合各種類形的美食，在尖沙咀推出集銷售多種進口品牌雪糕的雪糕屋、「零食物語」及「玖子貴」等的一站式美食平台，為消費者打造新時代的美食全新體驗。

PROSPECTS AND GROWTH *(continued)*

展望發展*(續)*

Mainland China Business

內地業務

The Group plans to expand in Mainland China abiding by its principle of "excellent quality, great variety and sufficient safety" together with the traditional trading model and emerging cross-border e-commerce transaction arrangement. The China (Guangdong) Pilot Free Trade Zone and the Guangdong-Hong Kong-Macao Bay Area will bring new opportunities to the Group that will strengthen its future development. By introducing different sales channels and a wide variety of food choices, the Group will continue its effort to widen the income source from the Mainland market.

集團將繼續以「食品優、種類多、安全足」的經營策略，結合傳統的貿易模式及新興的跨境電商交易安排，開拓龐大的內地市場。廣東自貿區及「粵港澳」大灣區建設，將為集團未來的發展帶來新機遇。集團會不斷努力，透過不同的銷售渠道及以類型眾多的食品，逐漸開拓內地的收入來源。

CAPITAL, LIQUIDITY AND FINANCIAL RESOURCES

資本、流動資金及財政資源

The Group generally finances its operations with internally generated cash flows and facilities granted by its principal bankers. As at 30 September 2017, the Group held cash and cash equivalents of HK$815,285,000. As at 30 September 2017, the Group had banking facilities of HK$2,524,852,000 of which 30% had been utilised. The Group had a gearing ratio of 49% as at 30 September 2017. This is expressed as the total bank borrowings to equity attributable to equity holders of the Company. Bank borrowings of the Group, denominated in Hong Kong dollars, Japanese yen, Renminbi and United States dollars, mainly comprise trust receipt loans and bank loans (the "Interest-Bearing Bank Borrowings") at prevailing market interest rates. The Interest-Bearing Bank Borrowings which are classified as current liabilities are repayable on demand or within one year and the Interest-Bearing Bank Borrowings in non-current liabilities are repayable in the second year.

本集團一般以內部流動現金及主要往來銀行授出之信貸作為業務之融資。於二零一七年九月三十日，本集團擁有之現金及現金等值項目為815,285,000港元。於二零一七年九月三十日，本集團擁有銀行信貸額共2,524,852,000港元，其中30%經已動用。本集團於二零一七年九月三十日之負債資本比率為49%，亦即銀行借款總額與本公司權益所有者應佔權益之比例。本集團之銀行借款以港元、日圓、人民幣及美元為結算貨幣，並主要為根據當時通行市場息率之信託收據貸款及銀行貸款(「須繳付利息之銀行貸款」)。分類為流動負債之須繳付利息之銀行貸款須按要求或於一年內償還，而分類為非流動負債之須繳付利息之銀行貸款須於第二年償還。

The proceeds from the Property Disposal have been utilised as to (i) approximately HK$115,277,000 for the distribution of the special interim dividend to the shareholders of the Company; (ii) approximately HK$2,500,000 for the associated direct costs for the Property Disposal; and (iii) approximately HK$250,223,000 for the general working capital of the Group.

物業出售所得之款項已用於(i)向本公司股東分派特別中期股息約為115,277,000港元；(ii)與出售物業相關直接成本約為2,500,000港元；及(iii)本集團之一般營運資金約為250,223,000港元。

KEY FINANCIAL RATIOS

主要財務比率

		Notes 附註	Six months ended 30 September 截至九月三十日止六個月 2017 二零一七年	2016 二零一六年
Gross profit margin	毛利率		**33.0%**	26.8%
Net profit margin	純利率	1	**22.9%**	2.4%

			Six months ended 30 September 2017 截至二零一七年九月三十日止六個月	Year ended 31 March 2017 截至二零一七年三月三十一日止年度
Inventory turnover days	存貨周轉天數	2	**54**	55
Trade receivables turnover days	應收貿易賬款周轉天數	3	**73**	69
Trade payables turnover days	應付貿易賬款周轉天數	2	**34**	31

Notes:

1. Net profit margin is calculated as profit attributable to equity holders of the Company divided by revenue.

2. The calculation of inventory and trade payables turnover days is based on the average of the opening and closing balances divided by cost of sales multiplied by number of days in the relevant period.

3. The calculation of trade receivables turnover days is based on the average of the opening and closing balances divided by revenue and multiplied by number of days in the relevant period.

附註：

1. 純利率按本公司權益所有者應佔溢利除以收入計算。

2. 存貨及應付貿易賬款周轉天數的計算按期初及期末結餘的平均數除以銷售成本再乘以期間天數計算。

3. 應收貿易賬款周轉天數的計算按期初及期末結餘的平均數除以收入再乘以期間天數計算。

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

CHARGES ON ASSETS AND CONTINGENT LIABILITIES

As at 30 September 2017, the Group did not pledge any assets and had no significant contingent liabilities.

CAPITAL COMMITMENTS

The Group had capital commitments in respect of property, plant and equipment which were contracted but not provided for in the financial statements of HK$1,901,000 as at 30 September 2017.

FOREIGN CURRENCY EXPOSURE

The Group has transactional currency exposures mainly from sales and purchases transactions in Japanese yen and Renminbi. The appreciation or devaluation of Japanese yen or Renminbi against Hong Kong dollars may have impact on the Group's operating results.

The Group's foreign exchange position is monitored on an ongoing basis in order to minimise the impact from the unfavourable fluctuation of foreign currencies. The Group currently does not maintain a foreign currency hedging policy.

STAFF EMPLOYMENT AND REMUNERATION POLICIES

The total number of employees of the Group as at 30 September 2017 was approximately 3,800. Remuneration packages are generally structured by reference to market terms and individual qualifications. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors.

管理層討論及分析*(續)*

資產抵押及或然負債

於二零一七年九月三十日，本集團並無任何資產抵押及重大或然負債。

資本承擔

於二零一七年九月三十日，本集團就物業、廠房及設備之已訂約但未於財務報告撥備之資本承擔為1,901,000港元。

外匯風險

本集團之交易貨幣風險主要來自以日圓及人民幣進行之買賣交易。日圓或人民幣兑港元升值或貶值可能對本集團之經營業績造成影響。

本集團持續監察外匯狀況，以將不利之外幣波動影響降至最低。本集團現時並無維持外幣對沖政策。

員工聘用及薪酬政策

本集團於二零一七年九月三十日之聘用員工總數約3,800人。僱員薪酬一般參考市場條款及個別資歷而釐定。薪金及工資一般按表現及其他相關因素而作每年檢討。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2017, the interests and short positions of the directors and chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules were as follows:

董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉

於二零一七年九月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中，擁有本公司根據證券及期貨條例第352條規定所存置之登記冊所記錄，或根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

Long positions in the ordinary shares of the Company:

於本公司普通股股份之好倉：

Name of director	董事名稱	*Notes* *附註*	Capacity	身份	Number of ordinary shares held/interested 持有／擁有普通股股份數目	Approximate percentage of the Company's total issued shares 佔本公司已發行股份總數概約百分比
Tai Tak Fung, Stephen	戴德豐	(i)	Interest of controlled corporations	控制公司權益	259,478,000	67.52%
Wu Mei Yung, Quinly	胡美容	(ii)	Interest of spouse and interest of controlled corporations	配偶權益及控制公司權益	259,478,000	67.52%

Notes:

(i) Such shares comprise:

(a) 70,000,000 shares, representing approximately 18.22% of the Company's total issued shares, are held by Careful Guide Limited ("CGL") which is wholly owned by Mr. Tai Tak Fung, Stephen;

(b) 74,250,000 shares, representing approximately 19.32% of the Company's total issued shares, are held by Special Access Limited ("SAL") which is wholly owned by Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly. Accordingly, Mr. Tai Tak Fung, Stephen and Ms. Wu Mei Yung, Quinly are deemed to be interested in the 74,250,000 shares of the Company held by SAL; and

附註：

(i) 有關股份包括：

(a) 70,000,000股股份(佔本公司已發行股份總數約18.22%)乃由Careful Guide Limited(「CGL」)持有，該公司由戴德豐先生全資擁有；

(b) 74,250,000股股份(佔本公司已發行股份總數約19.32%)乃由Special Access Limited(「SAL」)持有，該公司由戴德豐先生及其配偶胡美容女士全資擁有。因此，戴德豐先生及胡美容女士均被視為於SAL所持有之74,250,000股本公司股份中擁有權益；及

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION *(continued)*

Notes: (continued)

(i) Such shares comprise: *(continued)*

(c) 115,228,000 shares, representing approximately 29.98% of the Company's total issued shares, are held by Capital Season Investments Limited ("CSI"). CSI is wholly owned by Advance Finance Investments Limited ("AFI") which is a wholly-owned subsidiary of Hong Kong Food Investment Holdings Limited ("HKFH"). Accordingly, HKFH is deemed to be interested in the 115,228,000 shares of the Company. HKFH is owned as to 0.07% by the Company, 2.59% by Mr. Tai Tak Fung, Stephen, 20.38% by SAL, and 11.91% by CGL. As Ms. Wu Mei Yung, Quinly is the spouse of Mr. Tai Tak Fung, Stephen, Ms. Wu Mei Yung, Quinly is deemed to be interested in the shares of Mr. Tai Tak Fung, Stephen and vice versa. Therefore, Mr. Tai Tak Fung, Stephen and his spouse, Ms. Wu Mei Yung, Quinly are considered to have deemed interests in the 115,228,000 shares of the Company by virtue of their interests in HKFH.

(ii) As mentioned in note (i)(b) above, Ms. Wu Mei Yung, Quinly and her spouse, Mr. Tai Tak Fung, Stephen are deemed to be interested in the 74,250,000 shares of the Company held by SAL. In addition to the deemed interests of 115,228,000 shares in the Company's total issued shares as stated in note (i)(c) above, Ms. Wu Mei Yung, Quinly is also deemed to be interested in the 70,000,000 shares of the Company through the interests of her spouse, Mr. Tai Tak Fung, Stephen, in CGL as mentioned in note (i)(a) above.

Save as disclosed above, as at 30 September 2017, none of the directors and chief executive of the Company had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

During the six months ended 30 September 2017, none of the directors and chief executive of the Company (including their spouses and children under 18 years of age) had been granted or exercised any rights to subscribe for shares of the Company required to be disclosed pursuant to the SFO.

董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉*(續)*

附註：(續)

(i) 有關股份包括：*(續)*

(c) 115,228,000股股份(佔本公司已發行股份總數約29.98%)乃由Capital Season Investments Limited(「CSI」)持有。CSI由Advance Finance Investments Limited(「AFI」)全資擁有，而AFI則為香港食品投資控股有限公司(「香港食品」)之全資附屬公司。因此，香港食品被視為持有本公司115,228,000股股份。香港食品分別由本公司擁有0.07%，戴德豐先生擁有2.59%，SAL擁有20.38%，及CGL擁有11.91%。由於胡美容女士為戴德豐先生之配偶，胡美容女士被視為持有戴德豐先生之股份權益，反之亦然。因此，戴德豐先生及其配偶胡美容女士透過彼等於香港食品之權益被視為持有本公司115,228,000股股份。

(ii) 誠如上文附註(i)(b)所述，胡美容女士及其配偶戴德豐先生均被視為於SAL所持有之74,250,000股本公司股份中擁有權益。除上文附註(i)(c)所述被視為於本公司已發行股份之115,228,000股股份中擁有權益外，誠如上文附註(i)(a)所述，胡美容女士亦透過其配偶戴德豐先生之權益而被視為於CGL之70,000,000股本公司股份中擁有權益。

除上述所披露者外，於二零一七年九月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中，均無擁有本公司根據證券及期貨條例第352條所須存置之登記冊所記錄，或根據標準守則須知會本公司及聯交所之權益或淡倉。

於截至二零一七年九月三十日止六個月內，本公司董事及最高行政人員(包括彼等之配偶及未滿十八歲的子女)均無獲授予或行使任何權利藉以認購本公司股份，而須根據證券及期貨條例予以披露。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

董事購買股份或債券之權利

除上文披露者外，期內，本公司並無授予權利給董事或彼等各自之配偶或未成年之子女以透過購買本公司之股份或債券而獲取利益或行使該等權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排以致董事購入任何其他法人團體之該等權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2017, the following parties (other than the directors and chief executive of the Company as disclosed above) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份及相關股份之權益及／或淡倉

於二零一七年九月三十日，以下人士(上文所披露之本公司董事及最高行政人員除外)於本公司根據證券及期貨條例第336條之規定所須存置之登記冊所記錄擁有本公司股份5%或以上之權益：

Long positions in the ordinary shares of the Company:

本公司普通股股份之好倉:

Name of substantial shareholder	主要股東名稱	*Note* *附註*	Capacity	身份	Number of ordinary shares held/ interested 持有／擁有普通股股份數目	Approximate percentage of the Company's total issued shares 佔本公司已發行股份總數概約百分比
SAL			Beneficial owner	實益擁有人	74,250,000	19.32%
CGL			Beneficial owner	實益擁有人	70,000,000	18.22%
CSI			Beneficial owner	實益擁有人	115,228,000	29.98%
AFI		(i)	Interest of controlled corporation	控制公司權益	115,228,000	29.98%
HKFH	香港食品	(i)	Interest of controlled corporation	控制公司權益	115,228,000	29.98%

Note:

(i) The entire issued share capital of CSI is held by AFI which in turn is wholly owned by HKFH. Accordingly, each of AFI and HKFH is deemed to be interested in the same 115,228,000 shares of the Company held by CSI.

附註：

(i) AFI持有CSI全部已發行股本，而AFI則由香港食品全資擁有。因此，AFI及香港食品均被視為於CSI所持有之本公司115,228,000股股份中擁有同等權益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY *(continued)*

Save as disclosed above, to the best knowledge of the directors of the Company, as at 30 September 2017, no persons (other than the directors and chief executive of the Company whose interests are set out in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation") had interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company has no outstanding share options at the beginning and at the end of the period under review. During the period under review, no share options have been granted under the share option scheme adopted by the Company on 28 August 2012 (the "Scheme") and there is no change in any terms of the Scheme. Details of the Scheme were disclosed in the 2017 Annual Report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2017.

CORPORATE GOVERNANCE

The Group strives to maintain high standards of corporate governance to enhance shareholders' value and safeguard shareholders' interests. The Company's directors are of the view that the Company has met the code provisions listed in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30 September 2017, except for the following deviations:

Code Provision A.4.1

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election.

主要股東於本公司股份及相關股份之權益及╱或淡倉*(續)*

除上述所披露者外，就本公司董事所深知，於二零一七年九月三十日，於本公司根據證券及期貨條例第336條所須設置登記冊之紀錄中，並無人士(本公司董事及最高行政人員除外，彼等之權益載於上文「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及╱或淡倉」一節)於本公司股份或相關股份中擁有權益或淡倉。

購股權計劃

本公司於回顧期期初及期末並無任何未行使之購股權。於回顧期內，本公司並無根據二零一二年八月二十八日採納之購股權計劃(「計劃」)授出購股權，以及計劃之條款並無任何變更。計劃之詳情載於二零一七年年報內。

本公司上市證券之購買、出售或贖回

本公司及其任何附屬公司於截至二零一七年九月三十日止六個月內，概無購買、出售或贖回本公司任何上市證券。

企業管治

本集團致力維持高水平之企業管治，以提升股東的投資價值及保障股東權益。本公司董事認為，本公司於截至二零一七年九月三十日止六個月內一直遵守上市規則附錄14所載之企業管治守則(「企管守則」)中所列的守則條文，惟以下偏離事項除外：

守則條文第A.4.1條

根據守則條文第A.4.1條，非執行董事應有特定委任期，並須膺選連任。

CORPORATE GOVERNANCE *(continued)*

Code Provision A.4.1 *(continued)*

Currently, all independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company (the "Articles of Association"). As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

Code Provision A.4.2

Under the code provision A.4.2, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the Articles of Association, any director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election. The Board considers that such a deviation is not material as casual vacancy seldom appears and interval between the appointment made to fill casual vacancy and the immediate following annual general meeting is short.

Code Provision E.1.2

Under the code provision E.1.2, the chairman of the board should attend the annual general meeting. The chairman of the board of the Company, Mr. TAI Tak Fung, Stephen, was unable to attend the annual general meeting of the Company held on 30 August 2017 ("2017 AGM") as he had another important engagement on the same day. Ms. WU Mei Yung, Quinly, the managing director of the Company, attended and took the chair of the 2017 AGM.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct regarding securities transactions by directors of the Company (the "Code of Conduct"). Having made specific enquiry of all directors of the Company, the directors have confirmed that they have complied with the required standard of dealings as set out in the Code of Conduct throughout the six months ended 30 September 2017.

企業管治*(續)*

守則條文第A.4.1條*(續)*

現時，本公司所有獨立非執行董事之委任並無特定任期，惟須根據本公司的組織章程細則(「組織章程細則」)於本公司股東周年大會上輪值退任及膺選連任。因此，董事會認為已採取足夠措施確保本公司的企業管治常規不低於企管守則之有關規定。

守則條文第A.4.2條

根據守則條文第A.4.2條，所有獲委任以填補臨時空缺之董事應由股東於彼等獲委任後首次股東大會上推選。每名董事(包括有特定委任期者)應至少每三年輪值退任一次。

根據組織章程細則，任何獲委任以填補臨時空缺之董事將留任至下屆股東周年大會，其後將合資格膺選連任。董事會認為，由於鮮有出現臨時空缺，加上委任人選填補臨時空缺與緊隨下屆股東周年大會相隔時間甚短，故有關偏離事項不屬重大。

守則條文第E.1.2條

根據守則條文第E.1.2條，董事會主席應出席股東周年大會。由於本公司董事會主席戴德豐先生於該日另有一項重要事務，未克出席於二零一七年八月三十日舉行之本公司股東周年大會(「二零一七年股東周年大會」)，本公司董事總經理胡美容女士出席並出任二零一七年股東周年大會主席。

證券交易標準守則

本公司已採納標準守則作為本公司董事進行證券交易之本公司操守守則(「操守守則」)。經向本公司全體董事作出特定查詢後，董事們確認，彼等於截至二零一七年九月三十日止六個月內一直遵守操守守則所規定之買賣標準。

MODEL CODE FOR SECURITIES TRANSACTIONS *(continued)*

The Company has also established the Code for Securities Transactions by Relevant Employees (the "Employees Code") on no less exacting terms than the Model Code for securities transactions by the employees who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Employees Code by the employees was noted by the Company throughout the six months ended 30 September 2017.

AUDIT COMMITTEE

The Audit Committee of the Company comprises all the three independent non-executive directors, namely Ms. LEUNG Mei Han (Chairperson of the Audit Committee), Mr. CHAN Yuk Sang, Peter and Mr. Tsunao KIJIMA. The Audit Committee has reviewed the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2017 and discussed with the management on the accounting principles and practices adopted by the Group, internal controls and financial reporting matters.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

The Company's 2017 interim results announcement was published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company's website at www.fourseasgroup.com.hk. The interim report of the Company for the six months ended 30 September 2017, containing information required by the Listing Rules, will be despatched to shareholders of the Company and published on the above websites in due course.

APPRECIATION

The Board would like to express its sincere appreciation to the shareholders, business partners and staff for their continuous support to the Group.

THE BOARD

As at the date of this report, the directors of the Company are Mr. TAI Tak Fung, Stephen, Ms. WU Mei Yung, Quinly, Mr. MAN Wing Cheung, Ellis, Mr. WU Wing Biu and Mr. NAM Chi Ming, Gibson as executive directors, Ms. LEUNG Mei Han, Mr. CHAN Yuk Sang, Peter and Mr. Tsunao KIJIMA as independent non-executive directors.

On behalf of the Board
Four Seas Mercantile Holdings Limited
TAI Tak Fung, Stephen, GBM, GBS, SBS, JP
Chairman

Hong Kong, 29 November 2017

證券交易標準守則*(續)*

本公司亦已按可能擁有本公司內幕消息之僱員訂定不遜於證券交易的標準守則之條款之有關僱員進行證券交易守則(「僱員守則」)。於截至二零一七年九月三十日止六個月內，本公司並無獲悉僱員未有遵守僱員守則之情況。

審核委員會

本公司之審核委員會包括全部共三名獨立非執行董事，計為梁美嫻女士(審核委員會主席)、陳玉生先生及木島綱雄先生。審核委員會已審閱本集團截至二零一七年九月三十日止六個月之未經審核簡明綜合中期財務報告，並已與管理層討論有關本集團採納之會計政策及準則、內部監控及財務報告之事宜。

中期業績公告及中期報告的公佈

本公司的二零一七年中期業績公告已登載於香港交易及結算所有限公司之網站www.hkexnews.hk及本公司之網站www.fourseasgroup.com.hk內。本公司截至二零一七年九月三十日止六個月之中期報告(載有上市規則規定之資料)將會寄發予本公司股東，並登載於以上網站。

鳴謝

董事會向一直全力支持本集團的各股東、業務夥伴及員工致以衷心謝意。

董事會

於本公告日期，本公司董事為執行董事戴德豐先生、胡美容女士、文永祥先生、胡永標先生及藍志明先生；以及獨立非執行董事梁美嫻女士、陳玉生先生及木島綱雄先生。

代表董事會
四洲集團有限公司
戴德豐 GBM GBS SBS 太平紳士
主席

香港，二零一七年十一月二十九日

FOUR SEAS GROUP BUILDING, NO. 1 HONG TING ROAD, SAI KUNG, HONG KONG