建滔積層板控股有限公司

KINGBOARD LAMINATES HOLDINGS LIMITED

Stock Code: 1888



RESULTS

The board of directors (the "Board") of Kingboard Laminates Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2015 together with the comparative figures for the corresponding period in 2014 as follows:

Condensed Consolidated Statement of Profit or Loss

		Six months ended 30 June			
		2015	2014		
	Notes	HK\$'000	HK\$'000		
		(Unaudited)	(Unaudited)		
Revenue	3	6,559,700	6,432,286		
Cost of sales		(5,419,014)	(5,395,751)		
Gross profit		1,140,686	1,036,535		
Other income, gains and losses	5	67,168	81,588		
Distribution costs		(149,194)	(142,334)		
Administrative costs		(250,282)	(233,811)		
Share-based payments		-	(2,129)		
Gain on disposal of available-for-sale investments		22,857	493		
Finance costs	6	(53,393)	(50,565)		
Profit before taxation		777,842	689,777		
Income tax expense	8	(151,848)	(95,211)		
Profit for the period		625,994	594,566		
Profit for the period attributable to:					
Owners of the Company		621,100	591,066		
Non-controlling interests		4,894	3,500		
		625,994	594,566		
Earnings per share – Basic and diluted	10	HK\$0.207	HK\$0.197		

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Six months ended 30		
	2015	2014	
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Profit for the period	625,994	594,566	
Other comprehensive income (expenses) for the period: Item that will not be reclassified to profit or loss: Translation reserve: Exchange differences arising from translation to			
presentation currency	20,760	(122,312)	
Items that may be reclassified subsequently to profit or loss: Investment revaluation reserve:			
Fair value changes of available-for-sale investments	87,353	(196)	
Reclassification adjustment relating to disposal of available-for-sale investments	(22,857)	(493)	
	64,496	(689)	
Other comprehensive income (expenses) for the period	85,256	(123,001)	
Total comprehensive income for the period	711,250	471,565	
Total comprehensive income for the period attributable to: Owners of the Company Non-controlling interests	704,827 6,423	475,330 (3,765)	
	711,250	471,565	

Condensed Consolidated Statement of Financial Position

	Notes	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Non-current assets Investment properties Properties, plant and equipment Prepaid lease payments Available-for-sale investments Non-current deposits Other non-current assets Deferred tax assets Goodwill	11	1,341,324 5,211,151 449,555 1,820,522 13,986 732,671 3,760 238	1,268,646 5,496,837 450,869 1,588,646 68,597 732,430 3,913 238 9,610,176
Current assets Inventories Trade and other receivables and prepayments Bills receivables Properties held for development Prepaid lease payments Amounts due from fellow subsidiaries Taxation recoverable Bank balances and cash	12 12	1,480,145 4,631,937 1,116,003 4,440,904 10,235 212,036 7,063 2,549,960	1,463,633 4,554,430 972,739 3,757,111 10,581 99,257 7,063 2,447,596
Current liabilities Trade and other payables Bills payables Deposits received from pre-sale of residential units Amounts due to fellow subsidiaries Taxation payable Derivative financial instruments Bank borrowings – amount due within one year	13 13	1,642,423 239,911 1,340,648 40,796 316,377 4,701 827,092	1,690,572 329,021 1,030,577 40,116 299,610 6,779 2,802,287
Net current assets		10,036,335	7,113,448
Total assets less current liabilities		19,609,542	16,723,624

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Non-current liabilities Deferred tax liabilities	98,857	98,008
Bank borrowings – amount due after one year	4,739,960	2,231,956
	4,838,817	2,329,964
	14,770,725	14,393,660
Capital and reserves		
Share capital	300,000	300,000
Reserves	13,409,263	12,999,975
Equity attributable to owners of the Company	13,709,263	13,299,975
Non-controlling interests	1,061,462	1,093,685
Total equity	14,770,725	14,393,660

Condensed Consolidated Statement of Changes in Equity

Attributable	to owners	of the	Company
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					Attributable to	o owners of th	e Company						
	Share capital HK\$'000	Share premium HK\$'000	Translation reserve HK\$'000	Property revaluation reserve HK\$'000	Investment revaluation reserve HK\$'000	Share options reserve HK\$*000	Special reserve HK\$'000	Statutory reserve HK\$'000 (note a)	Goodwill reserve HK\$'000 (note b)	Retained earnings HK\$'000	Sub-total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$*000
Balance at 1 January 2015	300,000	1,097,104	1,753,076	7,268	12,296	93,105	757,689	68,956	2,023	9,208,458	13,299,975	1,093,685	14,393,660
Profit for the period Exchange differences arising from translation to presentation currency Fair value changes of available-for-	-	-	19,231	-	-	-	-	-	-	621,100	621,100 19,231	4,894 1,529	625,994 20,760
sale investments Reclassification adjustment relating to disposal of available-for-sale investments	-	-	-	-	87,353 (22,857)	-	-	-	-	-	87,353 (22,857)	-	87,353 (22,857)
Total comprehensive income for the period			19,231		64,496		-	_	-	621,100	704,827	6,423	711,250
Acquisition of additional interest in a subsidiary (note c) Final dividend paid for the year	-	-	-	-	-	-	-	-	4,461	-	4,461	(38,646)	(34,185)
ended 31 December 2014										(300,000)	(300,000)		(300,000)
							-		4,461	(300,000)	(295,539)	(38,646)	(334,185)
Balance at 30 June 2015	300,000	1,097,104	1,772,307	7,268	76,792	93,105	757,689	68,956	6,484	9,529,558	13,709,263	1,061,462	14,770,725
Balance at 1 January 2014	300,000	1,097,104	1,894,091	7,268	72,948	112,815	757,689	65,636	2,646	8,608,096	12,918,293	1,106,243	14,024,536
Profit for the period	-	-	-	-	-	-	-	-	-	591,066	591,066	3,500	594,566
Exchange differences arising from translation to presentation currency Fair value changes of available-for-sale	-	-	(115,047)	-	-	-	-	-	-	-	(115,047)	(7,265)	(122,312)
investments Reclassification adjustment relating to disposal of available-for-sale investments	-	-	-	-	(196)	-	-	-	-		(196)	_	(196)
Total comprehensive (expenses) income for the period	-	_	(115,047)		(689)	_	_	_	_	591,066	475,330	(3,765)	471,565
Recognition of equity-settled share- based payments Dividend paid to non-controlling interests Final dividend paid for the year	-	-	-	-	-	2,129	-	-	-	-	2,129	(9,273)	2,129 (9,273)
ended 31 December 2013 Transfer to reserve	-	-	-	-		-	-	3,323	-	(360,000)	(360,000)		(360,000)
	-	-	-	-	-	2,129	-	3,323	_	(363,323)	(357,871)	(9,273)	(367,144)
Balance at 30 June 2014	300,000	1,097,104	1,779,044	7,268	72,259	114,944	757,689	68,959	2,646	8,835,839	13,035,752	1,093,205	14,128,957

Notes:

- (a) Statutory reserve comprises statutory fund, which is non-distributable, represents capitalisation of retained earnings of certain subsidiaries established in the People's Republic of China (the "PRC") for capital re-investment in these subsidiaries and funds shall be used to (i) make up prior year losses or (ii) expand production operations.
- (b) Goodwill reserve represents the effect of changes in ownership in certain subsidiaries when there is no change in control.
- (c) During the six months ended 30 June 2015, the Group acquired additional interests in a non-wholly owned subsidiary from non-controlling shareholders. As a result of the acquisition, the difference of HK\$4,461,000 between the consideration paid of HK\$34,185,000 and the amount of non-controlling interests acquired of HK\$38,646,000 was directly recognised in equity.

Condensed Consolidated Statement of Cash Flows

	Six months ended 30 June		
	2015	2014	
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Net cash from operating activities	76,877	546,050	
Net cash used in investing activities	(153,929)	(209,185)	
Net cash from (used in) financing activities	179,416	(695,245)	
Net increase (decrease) in cash and cash equivalents	102,364	(358,380)	
Cash and cash equivalents at the beginning of the period	2,447,596	2,427,697	
Cash and cash equivalents at the end of the period, representing bank balances and cash	2,549,960	2,069,317	

Notes:

1. Basis of preparation

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

2. Principal accounting policies

The condensed consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments, which are measured at fair values.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2015 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014.

In the current interim period, the Group has applied, for the first time, certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by HKICPA that are mandatorily effective for the current interim period.

Amendments to HKAS 19 Defined benefit plans: Employee contributions

Amendments to HKFRSs Annual improvements to HKFRSs 2010-2012 cycle

Amendments to HKFRSs Annual improvements to HKFRSs 2011-2013 cycle

The application of the amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. Revenue

Revenue represents the amounts received and receivable by the Group from the sales of goods, provision of drilling services, income from property investment and licence fee income provided to outside customers, net of discounts, returns and sales related taxes. Analysis of revenue for the period is as follows:

Six month	ns end	led 30	June
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	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Sales of glass epoxy laminates	4,274,862	3,946,095
Sales of paper laminates	1,003,763	1,212,774
Sales of upstream materials	741,321	782,331
Others	481,639	423,448
Income from property investment	58,115	67,638
	6,559,700	6,432,286

Sales of laminates include glass epoxy laminates and paper laminates manufactured according to specifications required by customers. Sales of upstream materials include sales of copper foil, epoxy resin, glass fabric and bleached kraft paper. Others comprise drilling services, which involve the drilling of holes into the laminates required by customers, sales of specialty resin and other materials and licence fee income. Income from property investment includes rental income from leasing of investment properties, income from hotel accommodation and income from food and beverage and other ancillary services of the hotel operation.

4. Segment information

HKFRS 8 "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM") in order to allocate resources to segments and to assess their performance. Specifically, the Group's operating and reportable segments under HKFRS 8 were organized into two main operating divisions – (i) manufacturing and sale of laminates and (ii) properties. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Under HKFRS 8, segment information is based on internal management reporting information that is regularly reviewed by the executive directors, being the CODM of the Group. The measurement policies the Group used for segment reporting under HKFRS 8 are the same as those used in its HKFRS financial statements. The CODM assess segment profit or loss using a measure of operating profit whereby certain items are not included in arriving at the segment results of the operating segments (gain on disposal of available-for-sale investments, share-based payments, unallocated corporate income and expenses and finance costs).

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating segments:

Six months ended 30 June 2015	Laminates HK\$'000 (Unaudited)	Properties HK\$'000 (Unaudited)	Consolidated HK\$'000 (Unaudited)
Segment revenue	6,501,585	58,115	6,559,700
Segment results	801,800	8,075	809,875
Gain on disposal of available-for-sale investments Unallocated corporate income Unallocated corporate expenses Finance costs Profit before taxation			22,857 59,648 (61,145) (53,393)
Six months ended 30 June 2014	Laminates	Properties	Consolidated
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Segment revenue	6,364,648	67,638	6,432,286
Segment results	704,135	16,582	720,717
Gain on disposal of available-for-sale investments Share-based payments Unallocated corporate income Unallocated corporate expenses Finance costs			493 (2,129) 75,274 (54,013) (50,565)
Profit before taxation			689,777

Revenue from one of the Group's customers amounted to HK\$809,533,000 (six months ended 30 June 2014: HK\$818,149,000), which individually accounted for over 10% of the Group's revenue for the period.

5. Other income, gains and losses

	Six months ended 30 June		
	2015 2		
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Other income, gains and losses include:			
Dividend income from available-for-sale investments	9,614	10,870	
Interest income from available-for-sale investments	49,907	62,394	
Other interest income	5,249	3,597	

6. Finance costs

2015	2014	
HK\$'000	HK\$'000	
(Unaudited)	(Unaudited)	
54,466	53,249	
898	998	
55,364	54,247	
(1,971)	(3,682)	
53.393	50,565	
	HK\$'000 (Unaudited) 54,466 898 55,364	

The weighted average capitalisation rate on funds borrowed generally is 1.9% per annum (six months ended 30 June 2014: 2% per annum).

7. Depreciation

During the period, depreciation of approximately HK\$382.5 million (six months ended 30 June 2014: HK\$366.7 million) was charged in respect of the Group's properties, plant and equipment.

Six months ended 30 June

8. Income tax expense

Siv	months	ended	30 June

	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
The amount comprises:		
Hong Kong Profits Tax PRC Enterprise Income Tax Taxation arising in other jurisdiction	5,389 145,370 937 151,696	4,676 90,042 94,718
Deferred taxation Charge for the period	152 151,848	493 95,211

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

9. Interim dividend

The directors of the Company (the "Directors") have resolved to declare an interim dividend for the six months ended 30 June 2015 of HK6.4 cents (six months ended 30 June 2014: HK6 cents) per share to the shareholders whose names appear on the register of members of the Company on Wednesday, 23 September 2015. The dividend warrants will be dispatched on or around Thursday, 15 October 2015.

10. Earnings per share

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

Six months end	ed 30) June
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2015	2014
HK\$'000	HK\$'000
(Unaudited)	(Unaudited)

Profit for the period attributable to owners of the Company

591,000

Number of shares

30 June 2015	30 June 2014

3.000.000.000

Number of ordinary shares for the purpose of calculating basic earnings per share

3.000.000.000

The computation of diluted earnings per share does not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price of shares for the six months ended 30 June 2015 and 2014.

11. Additions to properties, plant and equipment

During the reporting period, the Group spent approximately HK\$111.6 million (six months ended 30 June 2014: HK\$422.1 million) on acquisition of properties, plant and equipment.

12. Trade and other receivables and prepayments and bills receivables

	30 June	31 December
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade receivables	3,558,340	3,570,113
Advance to suppliers	478,163	278,513
Interest income receivables	33,098	27,694
Prepaid expenses and deposits	295,367	286,940
Value-added tax ("VAT") recoverable	168,454	307,305
Land appreciation tax on pre-sale properties	5,525	2,005
Other receivables	92,990	81,860
	4,631,937	4,554,430
Bills receivables	1,116,003	972,739
	5,747,940	5,527,169
	3,747,940	5,527,109

The Group allows credit periods of up to 120 days (31 December 2014: 120 days), depending on the products sold to its trade customers.

The following is an aged analysis of trade receivables based on invoice date at the end of the reporting period, which approximated the respective revenue recognition date:

	30 June	31 December
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
0-90 days	2,447,670	2,422,494
91-180 days	1,051,735	1,088,772
Over 180 days	58,935	58,847
	3,558,340	3,570,113

Bills receivables of the Group are aged within 90 days (31 December 2014: 90 days) at the end of the reporting period.

13. Trade and other payables and bills payables

	30 June	31 December
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade payables	746,251	817,642
Accrued expenses	239,373	201,607
Payables for acquisition of properties, plant and equipment	173,505	59,954
Receipts in advance	180,883	289,030
Other tax payables	50,938	114,693
VAT payables	164,907	132,406
Other payables (Note)	86,566	75,240
	1,642,423	1,690,572
Bills payables	239,911	329,021
	1,882,334	2,019,593

Note: Included in other payables as at 30 June 2015 is the consideration payable of HK\$20,173,000 (31 December 2014: HK\$8,559,000) to independent third parties for additional interest in a non-wholly owned subsidiary. The amount is repayable in the second half of 2015.

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period:

	30 June	31 December
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
0-90 days	651,525	735,294
91–180 days	53,256	47,704
Over 180 days	41,470	34,644
	746,251	817,642

Bills payables of the Group are aged within 90 days (31 December 2014: 90 days) at the end of the reporting period.

14. Share options

The share option scheme of the Company (the "Scheme") was approved by the shareholders of the Company and the shareholders of Kingboard Chemical Holdings Limited ("KCHL") on 18 May 2007 and 25 June 2007 respectively. The Scheme has taken effect after obtaining the approval from the Listing Committee of the Stock Exchange on 6 July 2007. The purpose of the Scheme is to provide incentive or reward to the eligible participants of the Scheme for their contribution to, and continuing efforts to promote the interests of the Group.

The Scheme would be valid for a period of 10 years. As at the date of this report, the remaining life of the Scheme is approximately 21 months. The Board may, at its discretion, grant options to subscribe for shares in the Company to eligible participants who contribute to the long-term growth and profitability of the Company and include (i) any employee or proposed employee (whether full-time or part-time and including any executive director), consultants or advisers of or to the Company, any of its subsidiaries or any entity ("Invested Entity") in which the Group holds an equity interest; (ii) any non-executive directors (including independent non-executive directors), any of its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of the Group or any Invested Entity; (v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

The subscription price of the Company's share in respect of any option granted under the Scheme must be at least the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the shares of the Company.

The option may be accepted by a participant within 28 days from the date of the offer for the grant of the option upon the payment of a consideration of HK\$1. An option may be exercised at any time during a period to be determined and notified by the Directors to each grantee, and in the absence of such determination, from the date upon which the offer for the grant of the option is accepted but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The Directors may, at their absolute discretion, fix any minimum period for which an option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the options can be exercised upon the grant of an option to a participant.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme (excluding, for this purpose, options lapsed in accordance with the terms of the Scheme and any other share option scheme of the Company) must not in aggregate exceed 10% of the total number of shares of the Company in issue as at the date of approval of the Scheme.

The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme of the Company must not exceed 30% of the issued share capital of the Company from time to time.

The total number of shares of the Company issued and to be issued upon exercise of the options granted (including both exercised and outstanding options) to each participant in any 12-month period must not exceed 1% of the share capital of the Company then in issue unless approved by the shareholders of the Company and KCHL in general meetings.

A summary of the movements of the share options under the Scheme for the period is as follow:

Ontions that

Date of grant	Balance at 1 January 2015	options that were granted, exercised, cancelled or lapsed during the period	Balance at 30 June 2015	Exercise price per share	Exercisable period
Granted to Directors 21 March 2011					
Mr. Cheung Kwok Wa	12,500,000	-	12,500,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
Mr. Cheung Kwok Keung	11,500,000	-	11,500,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
Mr. Cheung Kwok Ping	10,000,000	-	10,000,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
Mr. Lam Ka Po	10,000,000	-	10,000,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
Mr. Cheung Ka Ho	10,000,000		10,000,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
	54,000,000		54,000,000		
Granted to employees 21 March 2011	27,000,000		27,000,000	HK\$6.54	21 March 2011 to 17 May 2017 (Note)
	81,000,000		81,000,000		
Exercisable at: 1 January 2015	81,000,000				
30 June 2015	81,000,000				

Note: 25% of the total share options were vested immediately at the date of grant. The remaining 75% were split evenly into three lots and vested on 21 March 2012, 2013 and 2014. The closing price of the Company's shares immediately before the date of grant was HK\$6.3.

On 21 March 2011, the share options were granted and the estimated fair values were approximately HK\$114.945,000.

As at the date of this report, the total number of shares available for issue under the Scheme was 300,000,000 shares representing 10% of the issued share capital.

The Group did not recognise any expense for the six months ended 30 June 2015 (six months ended 30 June 2014: approximately HK\$2,129,000) in relation to share options granted by the Company.

15. Capital and other commitments

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Capital expenditure contracted for but not provided in the consolidated financial statements for:		40.000
acquisition of properties, plant and equipment capital injection in an unlisted equity investment	39,649 3,347	49,932 6,308
	42,996	56,240
Other expenditure contracted for but not provided in the consolidated financial statements for: – acquisition and other expenditure relating to		
properties held for development	1,145,490	257,562
	1,188,486	313,802

16. Contingent liabilities

(a) The Group provided guarantees amounting to approximately HK\$841,860,000 as at 30 June 2015 (31 December 2014: HK\$593,458,000) in respect of bank mortgage loans granted to purchasers of the properties that were developed by the Group. In the opinion of the Directors, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the Directors consider that the possibility of default of the parties involved is remote. Accordingly, no value has been recognised at the inception of the guarantee contracts and at the end of the reporting period as at 30 June 2015 and 31 December 2014.

Guarantees are given to banks with respect to loans procured by the purchasers of the properties that were developed by the Group. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the relevant mortgaged properties.

(b) During the year ended 31 December 2011, the ultimate holding company, certain subsidiaries of the Company and the Company were named as respondents in a petition filed with the Supreme Court of Bermuda on the basis of an allegation that the affairs of Kingboard Copper Foil Holdings Limited ("KBCF"), a 64.87%-owned subsidiary of the Company as at the end of reporting period and whose shares are listed on the Singapore Exchange Securities Trading Limited, had been and or were being conducted in a manner which was oppressive or unfairly prejudicial to the petitioner as a shareholder of KBCF. The petitioner is seeking an order requiring the respondents to buy out all of the KBCF's shares held by petitioner at a price to be fixed by a court appointed valuer or the Supreme Court of Bermuda. The trial for the petition is fixed for 9 to 18 September 2015. After taken the advice from the Company's Bermuda lawyer, the Directors are of the opinion that there is no evidential basis for the claim and it is speculative in nature. Accordingly, no provision for liability has been made in connection with this claim by the Group.

17. Related party transactions

The Group entered into the following significant transactions with related parties during the period:

		Six months ended 30 June	
		2015	2014
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
(i)	Sales of goods and drilling services provided to		
	fellow subsidiaries	809,532	818,149
(ii)	Purchase of goods from fellow subsidiaries	377,933	404,815
(iii)	Sales of laminates and copper to a shareholder with		
	significant influence over the ultimate holding company	339,880	362,246
(i∨)	Purchase of drill bits and machineries from a shareholder with		
	significant influence over the ultimate holding company	111,334	156,219

BUSINESS REVIEW

On behalf of the Board, I am delighted to report to our shareholders that Kingboard Laminates Holdings Limited ("the Company") and its subsidiaries ("the Group") delivered satisfactory results for the six months ended 30 June 2015 (the "Period"). The Group has remained the leader in the global laminates market for ten consecutive years, commanding a worldwide market share of 13.5% in 2014 according to the latest reports of Prismark Partners LLC. Growth during the Period was mainly led by the steady growth of the global electronics market, as well as the expedited intelligent and electronic development of the appliance and automotive sectors. The Group's management team implemented a market-driven expansion of the production capacity of high-performance laminates during the Period. As a result, Group revenue increased 2% year on year to HK\$6,559.7 million. As the new capacity in the laminates sector has declined, the problem of over-capacity in the laminates market has gradually been relieved. The Group's profit margin was consequently improved and net profit attributable to owners of the Company rose 5% year on year to HK\$621.1 million. The Board resolved to declare an interim dividend of HK6.4 cents per share, increased by 7%.

Financial Highlights

	Six months ended 30 dune		
	2015	2014	Change
	HK\$'million	HK\$'million	
Revenue	6,559.7	6,432.3	+2%
EBITDA	1,218.0	1,111.3	+10%
Profit before tax	777.8	689.8	+13%
Net profit attributable to owners			
of the Company	621.1	591.1	+5%
Earnings per share	HK20.7 cents	HK19.7 cents	+5%
Interim dividend per share	HK6.4 cents	HK6.0 cents	+7%
Dividend payout ratio	31%	30%	
Net asset value per share	HK\$4.57	HK\$4.35	+5%
Net gearing	20%	22%	

Six months anded 30 June

PERFORMANCE

Growth of mobile phones and other portable gadgets eased off slightly during the Period, but the market for high-performance laminates has demonstrated strong growth driven by innovations in the functions of telecommunications networks, growth of cloud storage equipment, and the further proliferation of smart devices. This has resulted in a 5% growth in the Group's overall laminates shipments during the first half, aggregating to average monthly shipments of 9.55 million square metres. Composite epoxy material ("CEM") laminates and glass epoxy laminates ("FR4") in aggregate contributed 65% of the Group's turnover during the first half of 2015. Paper laminates sales represented 15% of total turnover, whereas the remainder was accounted for by sales of upstream materials and other products.

Prices of copper, the main material for laminates production, have been on the downtrend during the Period. However, owing to improving demand-supply conditions in the laminates market, the impact of material price declines on laminates' average selling price was reduced. Earnings before interest, tax, depreciation and amortisation ("EBITDA") therefore went up 10% year on year to HK\$1,218.0 million, while net profit also grew 5% to HK\$621.1 million. As shipments increased, distribution and administrative costs were 5% and 7% respectively higher than the same period last year. Finance costs increased 6% during the Period mainly as a result of higher average bank borrowings against same period last year.

LIQUIDITY AND CAPITAL RESOURCES

The Group's consolidated financial and liquidity position remained robust. As at 30 June 2015, net current assets and current ratio of the Group were approximately HK\$10,036.3 million (31 December 2014: HK\$7,113.4 million) and 3.27 (31 December 2014: 2.15) respectively.

The net working capital cycle increased to 119 days as at 30 June 2015 from 110 days as at 31 December 2014, on the following key metrics:

- Inventories, in terms of stock turnover days, increased to 49 days (31 December 2014: 47 days).
- Trade receivables, including amounts due from fellow subsidiaries, in terms of debtors turnover days, increased to 104 days (31 December 2014: 101 days).
- Trade and bills payables, including amounts due to fellow subsidiaries, in terms of creditors turnover days, were shortened to 34 days (31 December 2014: 38 days).

The Group's net gearing ratio (ratio of interest-bearing borrowings, net of cash and cash equivalents, to total equity) increased to 20% (31 December 2014: 18%). The ratio of bank borrowings between short term and long term stood at 15%:85% (31 December 2014: 56%:44%).

The Group continued to adopt a prudent financial management policy. It has entered into forward currency contracts in order to minimize the Group's foreign exchange exposure. As at 30 June 2015, such contracts had a fair value of HK\$4.7 million (31 December 2014: HK\$6.8 million). Other than the aforesaid instrument which was related to the Group's normal course of business, the Group did not enter into any other types of derivative financial instruments, nor did the Group have any material foreign exchange exposure during the Period. The Group's revenue, mostly denominated in Hong Kong dollars, RMB and US dollars, was fairly matched with the currency requirements of its operating expenses.

HUMAN RESOURCES

As at 30 June 2015, the Group had a workforce of approximately 10,600 (31 December 2014: 10,400). In addition to offering competitive salary packages, the Group grants share options and discretionary bonuses to eligible employees based on the Group's overall financial achievements and employees' individual performance.

PROSPECTS

The second half of the year is the traditional peak season for electronic product sales. While the laminates market is on an upturn on the back of strong demand, the Group will commit further resources to enhancing facilities utilisation to stand prepared to capture market opportunities. We will also continue to expand the production of high-performance laminates. On the solid foundation of a vertically-integrated production set-up and with enhanced operating efficiency, the Group aims to deliver greater returns to shareholders.

The new PVB facilities in Qingyuan, Guangdong Province, went smoothly into operation with shipments consistently expanding. The Group's existing PVB products are used in automotive glass of various world-renowned brands, as well as curtain wall of some landmark buildings in southern and eastern China. The Group plans to expand the PVB business further, in line with demand growth.

The glass fabric plant in Longhua, Shenzhen, has been relocated to new premises in Qingyuan, Guangdong Province. Meanwhile, glass fabric capacities will be increased by 12% to 37 million metres per month. The site for the Shenzhen plant will be designated for renewal development, and be converted into a mixed-use property comprising residences, shops and offices. The project is wholly owned by the Group and is planned to commence construction during the year. Competitively located, the project will yield a gross floor area of approximately 350,000 square metres.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, banks, the management and employees for their unreserved support to the Group during the reporting period.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 September 2015 to Wednesday, 23 September 2015 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for receiving an interim dividend, the Company's shareholders are reminded to ensure all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Monday, 21 September 2015.

DIRECTORS' INTERESTS IN SHARES

As at 30 June 2015, the interests of the Directors (including the Managing Director of the Company) and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to 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, were as follows:

Long Position

(a) Ordinary shares of HK\$0.10 each of the Company ("Shares")

Name of Director	Capacity	Number of issued Shares held	Approximate percentage of the issued share capital of the Company
Mr. Cheung Kwok Wa ¹	Beneficial owner/ Interest of spouse	9,675,000	0.323
Mr. Cheung Ka Ho	Beneficial owner	89,000	0.003

Note:

(b) Share options of the Company ("Share Options")

Name of Director	Capacity	Interest in underlying shares pursuant to Share Options
Mr. Cheung Kwok Wa	Beneficial owner	12,500,000
Mr. Cheung Kwok Keung	Beneficial owner	11,500,000
Mr. Cheung Kwok Ping	Beneficial owner	10,000,000
Mr. Lam Ka Po	Beneficial owner	10,000,000
Mr. Cheung Ka Ho	Beneficial owner	10,000,000

¹ 75,000 Shares were held by his spouse.

(c) Non-voting deferred shares of HK\$1 each of Kingboard Laminates Limited, a wholly-owned subsidiary of the Company

Name of Director	Capacity	Number of non-voting deferred shares held
Mr. Cheung Kwok Wa	Beneficial owner	1,058,000
Mr. Cheung Kwok Keung	Beneficial owner	529,000
Mr. Cheung Kwok Ping	Beneficial owner	952,200
Mr. Lam Ka Po	Beneficial owner	581,900

None of the non-voting deferred shares of Kingboard Laminates Limited are held by the Group. Such deferred shares carry no rights to receive notice of or to attend or vote at any general meeting of Kingboard Laminates Limited and have practically no rights to dividends or to participate in any distribution on winding up.

(d) Ordinary shares of HK\$0.10 each of KCHL, the ultimate holding company of the Company

Name of Director	Capacity	Number of issued ordinary shares held	Approximate percentage of the issued share capital of KCHL
Mr. Cheung Kwok Wa ¹	Beneficial owner/ Interest of spouse	10,411,600	1.015
Mr. Cheung Kwok Keung	Beneficial owner	432,422	0.042
Mr. Cheung Kwok Ping ²	Beneficial owner/ Interest of spouse	3,656,383	0.357
Mr. Lam Ka Po	Beneficial owner	2,917,360	0.284
Mr. Cheung Ka Ho	Beneficial owner	384,000	0.037
Mr. Liu Min ³	Beneficial owner/ Interest of spouse	554,300	0.054

Notes:

¹ 74,400 KCHL's shares were held by his spouse

² 36,000 KCHL's shares were held by his spouse

^{3 321,800} KCHL's shares were held by his spouse

(e) Share options of KCHL

Name of Director	Capacity	underlying shares of KCHL pursuant to share options
Mr. Cheung Kwok Keung	Beneficial owner	2,928,000

(f) Ordinary shares ("EEIC Shares") in the share capital of Elec & Eltek International Company Limited ("EEIC"), a fellow subsidiary of the Company

Name of Director	Capacity	Number of issued EEIC Shares held	Approximate percentage of the issued share capital of EEIC
Mr. Cheung Kwok Wa	Beneficial owner	706,200	0.378
Mr. Cheung Kwok Ping	Beneficial owner	520,000	0.278
Mr. Lam Ka Po	Beneficial owner	486,600	0.260

Other than as disclosed above, none of the Directors (including the Managing Director of the Company) nor their respective associate, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 June 2015.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2015, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interests disclosed above in respect of certain Directors (including the Managing Director of the Company), the following shareholders had notified the Company of their relevant interests in the issued share capital of the Company.

Interest in

Shares

Name of shareholder	Notes	Nature of interest	Number of issued Shares held	percentage of the issued share capital of the Company
Hallgain Management Limited ("Hallgain")	(a) & (b)	Interest of controlled corporations	2,237,995,500(L)	74.59
KCHL	(c)	Beneficial owner Interest of controlled corporations	144,717,500(L) 2,093,278,000(L)	4.82 69.77
Jamplan (BVI) Limited ("Jamplan")	(d)	Beneficial owner Interest of controlled corporation	1,790,000,000(L) 303,278,000(L)	59.67 10.10
Capital Research and Management Company		Investment manager	177,205,851(L)	5.91
Citigroup Inc.	(e)	Investment manager	174,619,675(L) 415,366(S) 19,952,342(P)	5.82 0.01 0.67

- (L) The letter "L" denotes a long position.
- (S) The letter "S" denotes a short position.
- (P) The letter "P" denotes interest in a lending pool.

Notes:

- (a) At 30 June 2015, (i) no shareholder of Hallgain was entitled to exercise, or control the exercise of, directly or indirectly, one-third or more of the voting power at general meetings of Hallgain, and Hallgain and its directors are not accustomed to act in accordance with any shareholder's direction; and (ii) Messrs. Cheung Kwok Wa, Cheung Kwok Ping and Lam Ka Po, all of whom are Directors, are also directors of Hallgain.
- (b) The interests are held by KCHL directly and indirectly. KCHL is owned as to approximately 37% of the entire issued capital of KCHL by Hallgain as at 30 June 2015.

- (c) The interests are held by Jamplan directly and indirectly. Jamplan is a wholly-owned subsidiary of KCHL. Mr. Lam Ka Po, being a Director, is also a director of Jamplan.
- (d) The interests are indirectly held by Jamplan through its wholly-owned subsidiary, Kingboard Investments Limited ("KIL"). Messrs. Cheung Kwok Wa and Cheung Kwok Ping, being Directors, are also directors of KIL.
- (e) Citigroup Inc. wholly controlled (a) Citigroup Holdings Inc., a company wholly controlled Citibank N.A., was interested in a long position of 19,952,342 Shares as a beneficial owner; (b) Cititgroup Global Market Holdings Inc., a company wholly controlled Citigroup Financial Products Inc..

Umbrella Asset Services Hong Kong Limited, which was interested in a long position of 25,678,500 Shares and a short position of 6,333 Shares as a beneficial owner, was wholly controlled by Citigroup Financial Products Inc.

Citigroup Global Markets Inc., which was interested in a long position of 51,386,000 Share as a beneficial owner, was wholly controlled by Citigroup Financial Products Inc.

Citigroup Financial Products Inc. wholly controlled Citigroup Global Markets International LLC and Citigroup Global Markets (International) Finance AG. Citigroup Global Markets Limited, which was interested in a long position of 77,596,833 Shares and a short position of 409,033 Shares as a beneficial owner, was wholly controlled by Citigroup Global Markets Europe Limited, which was 64.67% controlled by Citigroup Financial Products Inc., 35.22% controlled by Citigroup Global Markets International LLC and 0.11% controlled by Citigroup Global Markets (International) Finance AG.

Citigroup Financial Products Inc. wholly controlled Citigroup Global Markets Switzerland Holding GmbH. Citigroup Global Markets Overseas Finance Limited, which was 51.86% controlled by Citigroup Global Markets (International) Finance AG and 48.14% controlled by Citigroup Global Markets Switzerland Holding GmbH, wholly controlled Citigroup Global Markets Hong Kong Holdings Limited. Citigroup Global Markets Asia Limited, which was interested in a long position of 6,000 Shares as a beneficial owner, was wholly controlled by Citigroup Global Markets Hong Kong Holdings Limited.

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions which fall to be disclosed to the Company under Section 336 of the SFO in the issued share capital of the Company as at 30 June 2015.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2015, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities on the Stock Exchange.

AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial statements of the Group for the six months ended 30 June 2015.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has been in compliance with the relevant code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the "Code") throughout the six months ended 30 June 2015, save for the deviation that the non-executive Director and independent non-executive Directors are not appointed for specific terms pursuant to Code A.4.1 of the Code. Notwithstanding the aforesaid deviation, all the Directors (including the non-executive Director and independent non-executive Directors) are subject to retirement by rotation and re-election at the Company's annual general meetings in compliance with the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Following a specific enquiry, each of the Directors has confirmed that he or she has complied with the required standards as set out in the Model Code and the code of conduct regarding director's securities transactions adopted by the Company throughout the six months ended 30 June 2015.

By Order of the Board

Kingboard Laminates Holdings Limited
Cheung Kwok Wa
Chairman

Hong Kong, 24 August 2015

Board of Directors

Executive Directors

Mr. Cheung Kwok Wa (Chairman)

Mr. Cheung Kwok Keung (Managing Director)

Mr. Cheung Kwok Ping

Mr. Lam Ka Po

Mr. Cheung Ka Ho

Mr. Liu Min

Mr. Zhou Pei Feng

Non-executive Director

Mr. Lo Ka Leong

Independent non-executive Directors

Mr. Leung Tai Chiu

Mr. Ip Shu Kwan, Stephen

Mr. Zhang Lu Fu

Mr. Lau Ping Cheung, Kaizer