

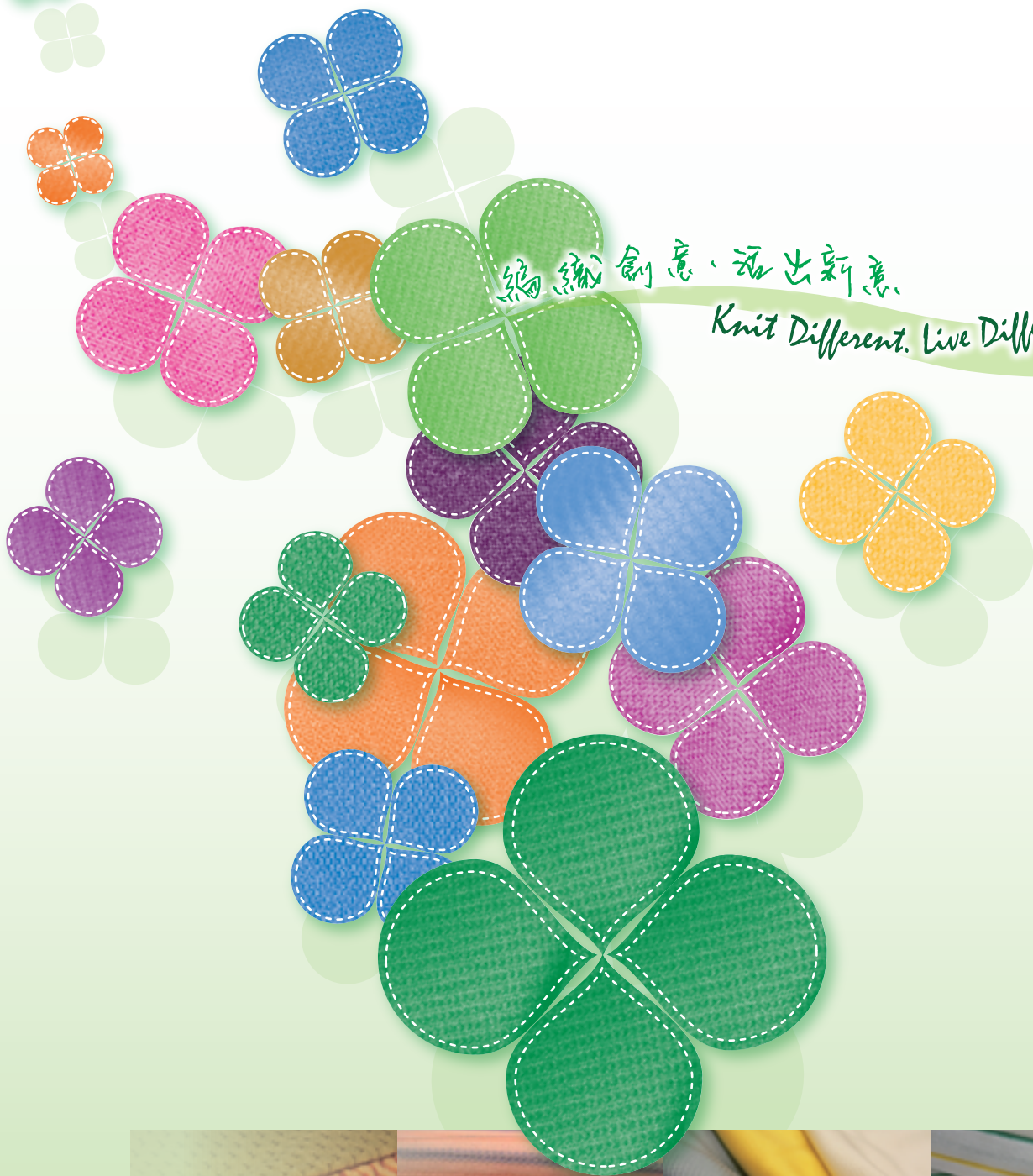
福田實業(集團)有限公司
Fountain Set (Holdings) Limited

The World's Finest Circular Knits. Since 1969.
世界優質圓筒針織，始於1969

SEHK: 420

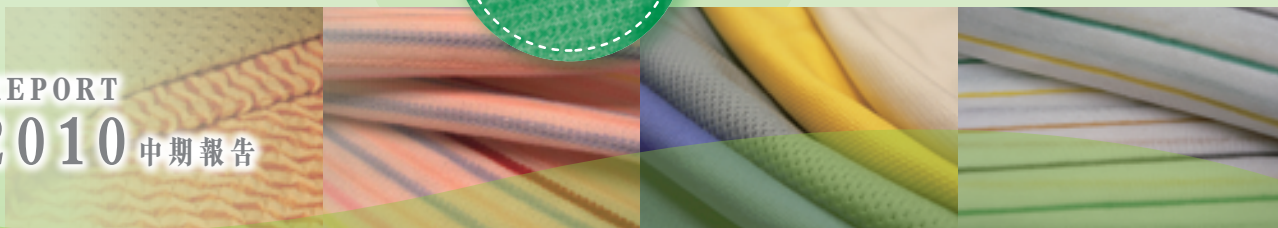
編織創意，活出新意

Knit Different. Live Different.



INTERIM REPORT

2010 中期報告



GROUP PROFILE

Fountain Set (Holdings) Limited and its subsidiaries are recognized in the industry as one of the world's largest circular knitted fabric manufacturers and has long been a driving force in the global market through its vertically integrated operations in spinning, knitting, dyeing, printing and finishing. The Group's product range also includes dyed yarns, sewing threads and garments. As a major fabric supplier to garment manufacturers in over 40 countries that supply to internationally renowned retail brands, Fountain Set's worldwide sales reached HK\$5.5 billion (US\$699 million) in the financial year 2009.

Headquartered in Hong Kong and listed on The Stock Exchange of Hong Kong Limited, Fountain Set (Holdings) Limited (SEHK: 420) has production facilities in the PRC, Sri Lanka and Indonesia, with marketing and representative offices in 6 countries and a global staff force of approximately 14,200.

To learn more about Fountain Set, please visit www.fshl.com

集團簡介

福田實業(集團)有限公司及其附屬公司被業界譽為世界最大的圓筒針織面料生產商之一，並一直通過提供紡紗、針織、染色、印花及整理等高度垂直之綜合服務而成為環球紡織行業的翹楚。集團產品亦包括色紗、縫紉線及成衣。福田實業向超過40個國家的成衣製造商提供面料，以製成國際知名品牌的成衣。福田實業於2008年財政年度的環球銷售額達55億港元(6.99億美元)。

福田實業(集團)有限公司之總部位於香港，並於香港聯合交易所有限公司上市(香港聯交所編號：420)，在中國、斯里蘭卡及印尼設有生產設施；海外市場推廣辦事處／代表處分佈6個國家，全球共聘用僱員約14,200人。

欲知更多福田實業資料，請瀏覽 www.fshl.com

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表

The Board of Directors would like to announce that the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the "Group") for the six months ended 28th February, 2010 are as follows:

董事會宣佈截至二零一零年二月二十八日止六個月本公司及其附屬公司(「本集團」)之未經審核簡明綜合財務報表如下：

Condensed Consolidated Income Statement 簡明綜合收益表

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

			Six months ended 28th February, 2010 截至 二零一零年 二月二十八日止 六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日止 六個月 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	營業額	3	2,589,347	2,488,319
Cost of sales	銷售成本		(2,193,297)	(2,132,134)
Gross profit	毛利		396,050	356,185
Other income	其他收入		37,471	35,744
Gain on disposal of property interests	出售物業權益之所得收益	9	96,387	-
Distribution and selling expenses	分銷及銷售費用		(102,152)	(166,645)
Administrative expenses	行政費用		(258,956)	(304,014)
Other expenses	其他費用		(23,396)	(47,386)
Finance costs	融資成本	4	(21,177)	(28,006)
Profit (loss) before taxation	除稅前盈利(虧損)		124,227	(154,122)
Income tax (expense) credit	所得稅(支出)計入	5	(5,229)	4,630
Profit (loss) for the period	是期間盈利(虧損)	6	118,998	(149,492)
Attributable to:	應佔：			
Owners of the Company	本公司擁有人		113,111	(166,158)
Minority interests	少數股東權益		5,887	16,666
			118,998	(149,492)
			HK cents 港仙	HK cents 港仙
Basic earnings (loss) per share	每股基本盈利(虧損)	8	14.2	(20.9)

Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日止 六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日止 六個月 HK\$'000 千港元 (unaudited) (未經審核)
Profit (loss) for the period	是期間盈利(虧損)	118,998	(149,492)
Other comprehensive income (expense):	其他全面收益(開支):		
Exchange difference arising on translation of foreign operations	換算海外業務產生之 匯兌差額	4,792	(22,881)
Release of translation reserve upon disposal of a subsidiary	出售一間附屬公司時轉出之 匯兌儲備	(766)	-
Other comprehensive income (expense) for the period	是期間其他全面收益(開支)	4,026	(22,881)
Total comprehensive income (expense) for the period	是期間全面收益(開支)總值	123,024	(172,373)
Attributable to:	應佔:		
Owners of the Company	本公司擁有人	114,139	(178,607)
Minority interests	少數股東權益	8,885	6,234
		123,024	(172,373)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 28th February, 2010
於二零一零年二月二十八日

			At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元 (unaudited) (未經審核)	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元 (audited) (已經審核)
Non-current assets	非流動資產			
Investment properties	投資物業	9	–	12,755
Property, plant and equipment	物業、機器及設備	9	2,289,253	2,283,789
Prepaid lease payments	預付租賃款項			
– non-current portion	– 非流動部份	9	134,865	138,512
Consideration receivable	應收代價			
– non-current portion	– 非流動部份	10	83,582	168,672
Deferred tax assets	遞延稅項資產		17,760	16,111
			<u>2,525,460</u>	<u>2,619,839</u>
Current assets	流動資產			
Inventories	存貨	11	1,535,713	1,180,756
Trade, bills and other receivables	營業、票據及其他應收款項	12	1,310,674	1,352,190
Prepaid lease payments	預付租賃款項			
– current portion	– 流動部份	9	3,057	3,093
Consideration receivable	應收代價			
– current portion	– 流動部份	10	122,523	64,042
Derivative financial instruments	衍生金融工具	13	1,127	–
Tax recoverable	可收回稅項		26,849	26,267
Bank deposits with restricted use	有限制用途之銀行存款		568	2,127
Short-term bank deposits	短期銀行存款		61,700	58,015
Bank balances and cash	銀行結存及現金		606,814	742,400
			<u>3,669,025</u>	<u>3,428,890</u>
Assets classified as held for sale	分類為持作出售之資產		3,706	5,493
			<u>3,672,731</u>	<u>3,434,383</u>
Current liabilities	流動負債			
Trade and other payables	營業及其他應付款項	14	680,457	635,233
Bills payable	應付票據	14	383,521	254,759
Amounts due to minority shareholders	欠少數股東款項		80,100	80,100
Consideration payable	應付代價			
– current portion	– 流動部份	15	52,721	28,672
Deferred income	遞延收入		1,458	1,458
Derivative financial instruments	衍生金融工具	13	1,106	–
Tax payable	應付稅項		26,229	20,572
Restructuring provisions	重組撥備		3,636	4,689
Bank borrowings	銀行借貸			
– due within one year	– 一年內到期	16	839,722	839,538
Bank overdrafts	銀行透支		7,748	969
			<u>2,076,698</u>	<u>1,865,990</u>
Net current assets	流動資產淨值		<u>1,596,033</u>	<u>1,568,393</u>
Total assets less current liabilities	資產總值減流動負債		<u>4,121,493</u>	<u>4,188,232</u>

Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

At 28th February, 2010
於二零一零年二月二十八日

			At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元 (unaudited) (未經審核)	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元 (audited) (已經審核)
Non-current liabilities	非流動負債			
Consideration payable	應付代價			
– non-current portion	– 非流動部份	15	23,079	46,316
Deferred income	遞延收入		69,266	69,996
Derivative financial instruments	衍生金融工具	13	30,887	30,898
Bank borrowings	銀行借貸			
– due after one year	– 一年後到期	16	1,323,114	1,489,018
Deferred tax liabilities	遞延稅項負債		3,366	3,247
			<u>1,449,712</u>	<u>1,639,475</u>
Net assets	資產淨值		<u>2,671,781</u>	<u>2,548,757</u>
Capital and reserves	資本及儲備			
Share capital	股本		158,802	158,802
Reserves	儲備		2,349,218	2,235,079
Equity attributable to owners of the Company	本公司擁有人應佔權益		<u>2,508,020</u>	<u>2,393,881</u>
Minority interests	少數股東權益		163,761	154,876
Total equity	權益總值		<u>2,671,781</u>	<u>2,548,757</u>

Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Capital						Minority	Total	
		Share	Share	redemption	Translation	Statutory	Retained	Total	interests	
		capital	premium	reserve	reserve	reserves	profits			
		資本							少數	權益總值
		股本	股份溢價	贖回儲備	匯兌儲備	法定儲備	滾存盈利	總值	股東權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1st September, 2008 (audited)	於二零零八年九月一日 (已經審核)	158,802	197,124	210	(45,438)	37,785	2,099,672	2,448,155	251,039	2,699,194
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(12,449)	-	-	(12,449)	(10,432)	(22,881)
(Loss) profit for the period	是期間(虧損)盈利	-	-	-	-	-	(166,158)	(166,158)	16,666	(149,492)
Total comprehensive (expense) income for the period	是期間全面(開支)收益總值	-	-	-	(12,449)	-	(166,158)	(178,607)	6,234	(172,373)
Dividend paid to minority shareholders	已付股息予少數股東	-	-	-	-	-	-	-	(25,729)	(25,729)
At 28th February, 2009 (unaudited)	於二零零九年二月二十八日 (未經審核)	158,802	197,124	210	(57,887)	37,785	1,933,514	2,269,548	231,544	2,501,092
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	7,673	-	-	7,673	4,797	12,470
Release upon disposal of a subsidiary	出售一間附屬公司時轉出	-	-	-	(570)	-	-	(570)	-	(570)
Profit for the period	是期間盈利	-	-	-	-	-	117,230	117,230	28,067	145,297
Total comprehensive income for the period	是期間全面收益總值	-	-	-	7,103	-	117,230	124,333	32,864	157,197
Acquisition of additional interest in a subsidiary	收購一間附屬公司額外權益	-	-	-	-	-	-	-	(94,260)	(94,260)
Dividend paid to minority shareholders	已付股息予少數股東	-	-	-	-	-	-	-	(15,272)	(15,272)
At 31st August, 2009 (audited)	於二零零九年八月三十一日 (已經審核)	158,802	197,124	210	(50,784)	37,785	2,050,744	2,393,881	154,876	2,548,757
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	1,794	-	-	1,794	2,998	4,792
Release upon disposal of a subsidiary	出售一間附屬公司時轉出	-	-	-	(766)	-	-	(766)	-	(766)
Profit for the period	是期間盈利	-	-	-	-	-	113,111	113,111	5,887	118,998
Total comprehensive income for the period	是期間全面收益總值	-	-	-	1,028	-	113,111	114,139	8,885	123,024
Transfer	調撥	-	-	-	-	4,408	(4,408)	-	-	-
At 28th February, 2010 (unaudited)	於二零一零年二月二十八日 (未經審核)	158,802	197,124	210	(49,756)	42,193	2,159,447	2,508,020	163,761	2,671,781

Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日 止 六個月 HK\$'000 千港元 (unaudited) (未經審核)	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日 止 六個月 HK\$'000 千港元 (unaudited) (未經審核)
Net cash from operating activities	營運項目所得之現金淨值	126,463	136,490
Net cash used in investing activities:	投資項目所用之現金淨值：		
Purchase of property, plant and equipment	購買物業、機器及設備	(132,286)	(143,630)
Consideration received for sale of assets classified as held for sale (note 10)	出售分類為持作出售之資產之所收代價 (附註10)	34,474	-
Net proceeds from disposal of property interests, net of direct transaction costs of HK\$283,000 (note 9)	出售物業權益之所得款項淨值 (扣除直接交易成本 283,000港元) (附註9)	11,997	-
Other investing cash flows	其他投資之現金流量	6,378	7,056
		(79,437)	(136,574)
Net cash used in financing activities:	融資項目所用之現金淨值：		
Repayment of bank borrowings	償還銀行借貸	(1,275,248)	(701,528)
New bank borrowings raised	新籌集之銀行借貸	1,108,575	737,808
Dividend paid to minority shareholders	已付股息予少數股東	-	(25,729)
Other financing cash flows	其他融資之現金流量	(20,605)	(31,876)
		(187,278)	(21,325)
Net decrease in cash and cash equivalents	現金及等同現金項目之減少淨值	(140,252)	(21,409)
Cash and cash equivalents at beginning of the period	於是期間開始時之現金及等同現金項目	799,446	676,714
Effect of foreign exchange rate changes	匯率變動之影響	1,572	(7,280)
Cash and cash equivalents at end of the period	於是期間終結時之現金及等同現金項目	660,766	648,025
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金項目結存之分析		
Being:	作為：		
Short-term bank deposits	短期銀行存款	61,700	40,240
Bank balances and cash	銀行結存及現金	606,814	610,493
Bank overdrafts	銀行透支	(7,748)	(2,708)
		660,766	648,025

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of annual financial statements of the Group for the year ended 31st August, 2009.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1st September, 2009.

HKAS 1 (Revised 2007) "Presentation of Financial Statements"

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.

HKAS 27 (Revised) "Consolidated and Separate Financial Statements"

HKAS 27 (Revised) affects the accounting treatment for changes in the Group's ownership interest in a subsidiary.

HKFRS 3 (Revised) "Business Combinations"

HKFRS 3 (Revised) affects the Group's accounting for business combination for which the acquisition date is on or after 1st September, 2009.

HKFRS 8 "Operating Segments"

HKFRS 8 is a disclosure standard that has not resulted in a redesignation of the Group's reportable segments (see note 3), nor change in measurement of segment information.

1. 編製基準

本簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則附錄16之適用披露規定及按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34條「中期財務申報」而編製。

2. 主要會計政策

本簡明綜合財務報表(除部份金融工具以公平價值列出外)乃按歷史成本基準編製。

本簡明綜合財務報表所採用之會計政策與編製本集團截至二零零九年八月三十一日止年度之全年財務報表所遵循者一致。

本中期期間本集團已首次應用香港會計師公會頒佈之多項新訂及修訂準則、修正及詮釋(「新訂及修訂之香港財務申報準則」),於本集團財政年度二零零九年九月一日開始時生效。

香港會計準則第1條(二零零七年修訂)「財務報表的呈列」

香港會計準則第1條(二零零七年修訂)引入詞彙變動(包括修訂財務報表之標題)及財務報表之格式及內容之變動。

香港會計準則第27條(修訂)「綜合及個別財務報表」

香港會計準則第27條(修訂)對本集團在其附屬公司的應佔權益變動的會計處理有所影響。

香港財務申報準則第3條(修訂)「業務合併」

香港財務申報準則第3條(修訂)影響收購日期在二零零九年九月一日或其後本集團業務合併的會計處理。

香港財務申報準則第8條「營運分類」

香港財務申報準則第8條為一項披露準則,該準則並無導致本集團需重新釐定可報告分類(見附註3),亦無改變分類資料之計量。

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註 (續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

The adoption of the new and revised HKFRSs has had no material effect on the results and financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)

香港財務申報準則 (修正)

HKAS 24 (Revised)

香港會計準則第24條 (修訂)

HKAS 32 (Amendment)

香港會計準則第32條 (修正)

HKFRS 1 (Amendment)

香港財務申報準則第1條 (修正)

HKFRS 1 (Amendment)

香港財務申報準則第1條 (修正)

HKFRS 2 (Amendment)

香港財務申報準則第2條 (修正)

HKFRS 9

香港財務申報準則第9條

HK(IFRIC) – Int 14 (Amendment)

香港 (國際財務申報詮釋委員會) – 詮釋第14條 (修正)

HK(IFRIC) – Int 19

香港 (國際財務申報詮釋委員會) – 詮釋第19條

2. 主要會計政策 (續)

採納新訂及修訂之財務申報準則對本會計期間及過往會計期間本集團之業績及財務狀況並無重大影響。據此，毋須就過往期間作出調整。

本集團並無提早應用以下已頒佈但尚未生效的新訂及修訂的準則、修正或詮釋。

Improvements to HKFRSs 2009¹

二零零九年頒佈之香港財務申報準則的改進¹

Related Party Disclosures²

關聯方的披露²

Classification of Rights Issues³

供股之分類³

Additional Exemptions for First-time Adopters⁴

首次採納的額外豁免⁴

Limited Exemption from Comparative HKFRS 7

Disclosures for First-time Adopters⁵

首次採納就香港財務申報準則第7條

披露的比較資料之有限度豁免⁵

Group Cash-settled Share-based Payment Transactions⁴

集團現金結算之股權支付交易⁴

Financial Instruments⁶

金融工具⁶

Prepayments of a Minimum Funding Requirement²

最低資金要求之預付款²

Extinguishing Financial Liabilities with Equity
Instruments⁵

以股本工具抵銷金融負債⁵

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

- ¹ Amendments that are effective for annual periods beginning on or after 1st January, 2010.
- ² Effective for annual periods beginning on or after 1st January, 2011.
- ³ Effective for annual periods beginning on or after 1st February, 2010.
- ⁴ Effective for annual periods beginning on or after 1st January, 2010.
- ⁵ Effective for annual periods beginning on or after 1st July, 2010.
- ⁶ Effective for annual periods beginning on or after 1st January, 2013.

The directors of the Company have commenced considering the potential impact of these new and revised standards, amendments or interpretations but are not yet in a position to determine whether they would have material impact on the results and the financial position of the Group.

3. SEGMENT INFORMATION

The Group has adopted HKFRS 8 "Operating Segments" with effect from 1st September, 2009. HKFRS 8 is a disclosure standard that 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 (i.e. the board of directors of the Company) for the purposes of allocating resources to segments and assessing their performance. In contrast, the predecessor standard (HKAS 14 "Segment Reporting") required an entity to identify two sets of segments (business and geographical) using a risks and returns approach.

In the past, the Group's primary reporting format was geographical segments by location of customers. The application of HKFRS 8 has not resulted in a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. The adoption of HKFRS 8 has neither changed the basis of measurement of segment information. The Group's reportable segments include Hong Kong, the People Republic of China (the "PRC"), Taiwan, Korea, Sri Lanka, America, Europe and other geographical locations (mainly represent Singapore and Macau).

2. 主要會計政策(續)

- ¹ 修正於二零一零年一月一日或之後開始的年度期間生效
- ² 於二零一一年一月一日或之後開始的年度期間生效
- ³ 於二零一零年二月一日或之後開始的年度期間生效
- ⁴ 於二零一零年一月一日或之後開始的年度期間生效
- ⁵ 於二零一零年七月一日或之後開始的年度期間生效
- ⁶ 於二零一三年一月一日或之後開始的年度期間生效

本公司董事已開始考慮該等新訂及修訂準則、修正及詮釋的潛在影響，惟目前仍未能確定該等準則會否對業績及財務狀況有重大影響。

3. 分類資料

本集團已於二零零九年九月一日起採納香港財務申報準則第8條「營運分類」。香港財務申報準則第8條為一項披露準則要求以主要營運決策者(即本公司之董事會)在決定資源分配及績效評估上所定期審閱之本集團不同部門之內部呈報作為識別營運分類之基準。相反，前身準則(香港會計準則第14條「分類報告」)要求實體以風險及回報方式識別兩組分類(業務及地區)。

以往，本集團之主要報告格式為按客戶所在地區劃分之地域分類。與根據香港會計準則第14條釐定之主要報告分類相比，應用香港財務申報準則第8條並無導致本集團之報告分類需重新釐定。而採納香港財務申報準則第8條亦無改變分類資料之計量基準。本集團之報告分類包括香港、中華人民共和國(「中國」)、台灣、韓國、斯里蘭卡、美洲、歐洲及其他地區(主要指新加坡及澳門)。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

3. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue (representing revenue from the production and sales of dyed fabrics, sewing threads, yarns and garments) and results by reportable segment for the period under review.

Six months ended 28th February, 2010

		Hong Kong				Sri Lanka				Consolidated	
		Kong	The PRC	Taiwan	Korea	Lanka	America	Europe	Others	Eliminations	Consolidated
		香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
REVENUE	營業額										
External sales	對外銷售	668,997	430,865	324,857	309,467	307,861	93,780	34,666	418,854	-	2,589,347
Inter-segment sales (note)	分類間銷售(附註)	1,808,241	1,228,137	-	-	176,643	14,524	-	54,260	(3,281,805)	-
Total revenue	營業額總值	<u>2,477,238</u>	<u>1,659,002</u>	<u>324,857</u>	<u>309,467</u>	<u>484,504</u>	<u>108,304</u>	<u>34,666</u>	<u>473,114</u>	<u>(3,281,805)</u>	<u>2,589,347</u>
RESULTS	業績										
Segment profit (loss)	分類盈利(虧損)	<u>70,909</u>	<u>48,679</u>	<u>44,305</u>	<u>42,358</u>	<u>33,344</u>	<u>(574)</u>	<u>2,942</u>	<u>56,682</u>		<u>298,645</u>
Interest income	利息收入										9,200
Gain on disposal of property interests	出售物業權益之所得收益										96,387
Unallocated expenses	未分配支出										(258,828)
Finance costs	融資成本										(21,177)
Profit before taxation	除稅前盈利										<u>124,227</u>

3. 分類資料 (續)

以下為本集團按報告分類於回顧期內之營業額(指營業額源自製造及銷售色布、縫紉線、紗及成衣)及業績所作之分析:

截至二零一零年二月二十八日止六個月

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

3. SEGMENT INFORMATION (Continued)

Six months ended 28th February, 2009

		Hong Kong	The PRC	Taiwan	Korea	Sri Lanka	America	Europe	Others	Eliminations	Consolidated
		香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
REVENUE	營業額										
External sales	對外銷售	732,058	362,542	288,311	223,171	327,218	174,272	23,754	356,993	-	2,488,319
Inter-segment sales (note)	分類間銷售(附註)	1,684,325	1,017,090	-	-	166,315	12,828	-	42,899	(2,923,457)	-
Total revenue	營業額總值	2,416,383	1,379,632	288,311	223,171	493,533	187,100	23,754	399,892	(2,923,457)	2,488,319
RESULTS	業績										
Segment profit	分類盈利	48,437	16,835	19,735	15,095	37,473	8,082	1,253	24,585		171,495
Interest income	利息收入										3,233
Unallocated expenses	未分配支出										(300,844)
Finance costs	融資成本										(28,006)
Loss before taxation	除稅前虧損										(154,122)

Note: Inter-segment sales are charged at prices with reference to the prevailing market rates.

Segment profit (loss) represents the profit earned by each segment without allocation of central administration costs and other expenses (including non production-related employee benefits costs, directors' emoluments, bank charges, etc), depreciation charges, interest income, gain or loss on disposal/written-off of assets and finance costs. This is the measure reported to the board of directors of the Company for the purposes of resource allocation and performance assessment. No further analysis on segment assets and liabilities is disclosed as it is not presented to the board of directors.

3. 分類資料(續)

截至二零零九年二月二十八日止六個月

附註：分類間銷售的價格乃參照當時的市場價格而釐定。

分類盈利(虧損)乃指各分類所賺取的盈利，當中並沒有計入中央行政成本及其他費用(包括非關生產之僱員福利成本、董事酬金、銀行費用等)，折舊、利息收入、出售資產/資產撇值之收益或虧損及融資成本。此乃為資源分配及績效評估而向本公司董事會匯報之基準。對分類資產及負債並沒有作出分析披露，因該資料沒有向董事會呈列。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

4. FINANCE COSTS

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日 止 六個月 HK\$'000 千港元	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日 止 六個月 HK\$'000 千港元
Interest on bank borrowings wholly repayable within five years	須於五年內全部償還的 銀行借貸之利息	21,837	31,584
Imputed interest expense on consideration payable (note 15)	應付代價之推算利息 開支 (附註15)	812	-
Total finance costs	融資成本總值	22,649	31,584
Less: amounts capitalised	減：化作資產金額	(1,472)	(3,578)
		<u>21,177</u>	<u>28,006</u>

Finance costs capitalised during the period arose on the general borrowing and have been calculated by applying a capitalisation rate of 1.9% (six months ended 28th February, 2009: 2.68%) per annum on expenditure of qualifying assets.

4. 融資成本

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日 止 六個月 HK\$'000 千港元	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日 止 六個月 HK\$'000 千港元
Interest on bank borrowings wholly repayable within five years	須於五年內全部償還的 銀行借貸之利息	21,837	31,584
Imputed interest expense on consideration payable (note 15)	應付代價之推算利息 開支 (附註15)	812	-
Total finance costs	融資成本總值	22,649	31,584
Less: amounts capitalised	減：化作資產金額	(1,472)	(3,578)
		<u>21,177</u>	<u>28,006</u>

本期間化作資產之融資成本乃由一般借貸項目產生，並以年息率1.9% (截至二零零九年二月二十八日止六個月：2.68%) 計算，轉至合資格資產內。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

5. INCOME TAX EXPENSE (CREDIT)

5. 所得稅支出(計入)

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日 止 六個月 HK\$'000 千港元	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日 止 六個月 HK\$'000 千港元
Current tax:	是期間稅項：		
The PRC	中國	358	1,496
Other jurisdictions	其他司法地區	-	390
		<u>358</u>	<u>1,886</u>
Under(over)provision in prior years:	過往年度(超額撥備)撥備不足：		
The PRC	中國	6,689	354
Other jurisdictions	其他司法地區	(288)	27
		<u>6,401</u>	<u>381</u>
Deferred tax:	遞延稅項：		
Hong Kong	香港	-	(4,994)
The PRC	中國	(1,527)	102
Other jurisdictions	其他司法地區	(3)	(2,005)
		<u>(1,530)</u>	<u>(6,897)</u>
Taxation attributable to the Group	本集團應佔稅項	<u>5,229</u>	<u>(4,630)</u>

Hong Kong Profits Tax is calculated at 16.5% (six months ended 28th February, 2009: 16.5%) of the estimated assessable profit for the period. No provision for Hong Kong Profits Tax has been made as the Group's operations in Hong Kong incurred tax losses for both periods.

香港利得稅乃按是期間之估計應課稅盈利以16.5% (截至二零零九年二月二十八日止六個月：16.5%) 計算。由於兩個期間本集團於香港之業務錄得稅項虧損，故並無作出香港利得稅撥備。

Pursuant to the relevant laws and regulations in the PRC, certain of the Company's PRC subsidiaries are entitled to exemption from PRC Enterprise Income Tax for two calendar years commencing from their first profit-making years of operation and thereafter, they are entitled to 50% relief from the PRC Enterprise Income Tax for the following three calendar years (the "Tax Holiday"). The reduced tax rate for the relief period is 12.5%. The Tax Holiday will expire by 31st December, 2012.

根據中國有關法律及法規，本公司若干中國附屬公司可於首個業務獲利年度起兩個曆年內，獲豁免繳納中國企業所得稅及其後三個曆年獲減免50%的中國企業所得稅(「免稅期」)。免稅期的經調低稅率為12.5%。免稅期將於二零一二年十二月三十一日屆滿。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

5. INCOME TAX EXPENSE (CREDIT) (Continued)

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT law, the tax rate of the PRC subsidiaries is 25% starting from 1st January, 2008 onwards, while certain of the Company's PRC subsidiaries will continue to enjoy the reduced tax rate under the Tax Holiday.

Pursuant to the relevant laws and regulations in Sri Lanka, the profit generated from a subsidiary of the Company is entitled to exemption from the Sri Lanka income tax until 31st August, 2015. Accordingly, no provision for income tax was made on the profit for the current period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

In February 2008, the Hong Kong Inland Revenue Department ("IRD") initiated a tax audit on the Company and its subsidiaries for the years of assessment from 2001/02 onwards and is obtaining information and documents from the Group. In March 2008, 2009 and 2010, notices of estimated additional assessment (the "Protective Assessments") for the years of assessment 2001/02, 2002/03 and 2003/04 in an aggregate amount of HK\$14,352,000, HK\$19,844,000 and HK\$18,390,000, respectively were issued to the Company and certain subsidiaries of the Company by the IRD. Regarding the Protective Assessments for the year of assessment 2003/04, out of the aggregate amount of HK\$18,390,000, two Protective Assessments of HK\$4,375,000 issued to the Company and a Hong Kong subsidiary respectively were in effect alternative assessments to that of an overseas subsidiary. Objections against the Protective Assessments were lodged. For the years of assessment 2001/02 and 2002/03, full amount was held over unconditionally. For the year of assessment 2003/04, amount will be held over on the condition that Tax Reserve Certificates in the amount of HK\$1,600,000 will be purchased. The scope and outcome of the tax audit cannot be readily ascertained at this stage. The directors of the Company consider that no significant amount of additional profits tax will be payable under the Protective Assessments and no provision for additional Hong Kong profits tax is therefore necessary.

5. 所得稅支出(計入)(續)

根據中國的企業所得稅法(「企業所得稅法」)及企業所得稅法實施規定,自二零零八年一月一日起,中國附屬公司的稅率為25%,而本公司亦有若干中國附屬公司將繼續根據免稅期享有經調低稅率。

根據斯里蘭卡有關之法律及法規,由本公司一間附屬公司所產生之盈利可獲豁免斯里蘭卡所得稅,直至二零一五年八月三十一日為止。據此,本期間並無就是期間盈利作出所得稅撥備。

其他司法地區之稅項是以有關各自司法地區當時之稅率計算。

於二零零八年二月,香港稅務局(「稅務局」)就本公司及其附屬公司由二零零一/零二及其後之課稅年度進行一項稅務審查,並正向本集團搜集資料及文件。於二零零八年三月、二零零九年三月及二零一零年三月,稅務局就二零零一/零二、二零零二/零三及二零零三/零四課稅年度分別發出合共14,352,000港元、19,844,000港元及18,390,000港元金額之估計補加評稅通知(「保障性評稅」)予本公司及本公司若干附屬公司。就二零零三/零四課稅年度之保障性評稅合共18,390,000港元之金額,當中兩張保障性評稅金額各4,375,000港元分別發出給本公司及一間香港附屬公司實為發出給一間海外附屬公司的保障性評稅之交替式的估計評稅。就此項保障性評稅已提出反對,二零零一/零二及二零零二/零三課稅年度之全數金額已獲無條件緩繳,而二零零三/零四課稅年度之金額將於購買1,600,000港元之儲稅券方可獲緩繳。此項稅務審查之範圍及結果於現階段還未能確定。本公司董事認為就此項保障性評稅需償付之補加利得稅金額並不重大及無需作出補加香港利得稅之撥備。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

6. PROFIT (LOSS) FOR THE PERIOD

6. 是期間盈利(虧損)

		Six months ended 28th February, 2010 截至 二零一零年 二月二十八日止 六個月 HK\$'000 千港元	Six months ended 28th February, 2009 截至 二零零九年 二月二十八日止 六個月 HK\$'000 千港元
Profit (loss) for the period has been arrived at after charging:	是期間盈利(虧損)已扣減下列：		
Release of prepaid lease payments	預付租賃款項轉出	865	2,416
Depreciation of investment properties	投資物業之折舊	121	241
Depreciation of property, plant and equipment	物業、機器及設備之折舊	114,377	103,986
Loss on disposal/written off of property, plant and equipment, other than property interests	出售物業、機器及設備／撇值之虧損(物業權益除外)	4,476	-
Net foreign exchange loss (included in other expenses)	匯兌虧損淨值(包括在其他費用內)	7,218	10,905
Net loss on derivative financial instruments (included in other expenses)	衍生金融工具之虧損淨值(包括在其他費用內)	11,702	36,481
and after crediting to other income:	已計入其他收入：		
Imputed interest income on consideration receivable (note 10)	應收代價之推算利息收入(附註10)	(7,290)	-
Interest income	利息收入	(1,910)	(3,233)
Net rental income from investment properties	投資物業的租金收入淨值	(2,849)	(2,732)
Reversal of impairment losses on property, plant and equipment	物業、機器及設備之減值損失撥回	(871)	-
Gain on disposal of assets classified as held for sale	出售分類為持作出售之資產所得收益	(91)	(43)
Gain on disposal of property, plant and equipment, other than property interests	出售物業、機器及設備之所得收益(物業權益除外)	-	(201)
		<u> </u>	<u> </u>

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

7. DIVIDEND

No interim dividend was proposed by the directors for the six months ended 28th February, 2010 (six months ended 28th February, 2009: Nil).

8. BASIC EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of HK\$113,111,000 (six months ended 28th February, 2009: loss of HK\$166,158,000) and on 794,010,960 (six months ended 28th February, 2009: 794,010,960) ordinary shares in issue during the period.

9. MOVEMENTS IN INVESTMENT PROPERTIES, PROPERTY, PLANT AND EQUIPMENT AND PREPAID LEASE PAYMENTS

During the period, the Group disposed of certain of its property interests with an aggregate carrying amount of HK\$26,130,000 to an independent third party for a consideration of HK\$122,517,000 (net of direct expenses of HK\$283,000), resulting in a gain on disposal of HK\$96,387,000. An amount of HK\$12,280,000 has been received in the current period. Details of these transactions are set out in an announcement of the Company dated 13th November, 2009.

The Group incurred expenditure of HK\$133,758,000 during the six months ended 28th February, 2010 (six months ended 28th February, 2009: HK\$147,208,000) on property, plant and equipment to expand and upgrade the Group's manufacturing facilities.

7. 股息

董事不建議派發截至二零一零年二月二十八日止六個月之中期股息(截至二零零九年二月二十八日止六個月：無)。

8. 每股基本盈利(虧損)

本公司擁有人應佔每股基本盈利(虧損)乃根據本公司擁有人應佔是期間盈利113,111,000港元(截至二零零九年二月二十八日止六個月：虧損166,158,000港元)及按是期間已發行之普通股794,010,960股(截至二零零九年二月二十八日止六個月：794,010,960)計算。

9. 投資物業、物業、機器及設備和預付租賃款項之變動

於期內，本集團以122,517,000港元之款項(扣除直接費用283,000港元)出售賬面總值26,130,000港元之若干物業權益予獨立第三者，因而產生96,387,000港元之出售收益。本期內已收取12,280,000港元。有關交易之詳情載於本公司日期為二零零九年十一月十三日之通告內。

本集團於截至二零一零年二月二十八日止六個月，為擴大及增強本集團之生產設施而用於物業、機器及設備的開支為133,758,000港元(截至二零零九年二月二十八日止六個月：147,208,000港元)。

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

10. CONSIDERATION RECEIVABLE

On 27th April, 2009, Dongguan Fuan Textiles Limited ("Dongguan Fuan"), a non wholly-owned subsidiary of the Group, entered into an agreement with an independent third party to sell the parcels of land located at Dongguan Fuan Textiles Complex, Changan Town, Dongguan City, Guangdong, the PRC and certain buildings and furniture, fixtures and equipment (the "Properties") for a total cash consideration of Renminbi ("RMB") 255,000,000 (approximately HK\$288,136,000) payable in 5 installments (the "Property Agreement").

Of the above consideration, RMB30,000,000 was settled upon the signing of the Property Agreement as the first installment. The second installment of RMB30,000,000 (approximately HK\$34,474,000) was settled during the current period. The third instalment of RMB40,000,000 has also been settled subsequent to the reporting period. The remaining 2 installments of RMB77,500,000 and RMB77,500,000 are due for settlement in October 2010 and April 2011, respectively.

The receivable amounts are unsecured and interest-free. The fair value of the deferred consideration at the date of initial recognition has been determined to be RMB231,643,000 (approximately HK\$261,743,000) based on the estimated future cash flows by applying a discount rate of 9.8% per annum. Of the consideration receivable of HK\$206,105,000 as at 28th February, 2010 (31st August, 2009: HK\$232,714,000), an aggregate amount of HK\$122,523,000 (31st August, 2009: HK\$64,042,000) was classified under current assets, representing the total amounts falling due within one year of the reporting date.

Details of the above transaction are set out in the circular of the Company dated 30th July, 2009.

10. 應收代價

於二零零九年四月二十七日，本集團之一間全資附屬公司，東莞福安紡織印染有限公司(「東莞福安」)與一名獨立第三方訂立協議，以出售位於中國廣東省東莞市長安鎮宵邊大道福安紡織城內的土地及若干樓宇、傢俬、裝置及設備(「該等物業」)，總現金代價為人民幣(「人民幣」)255,000,000元(約288,136,000港元)，分五期支付(「物業合同」)。

於上述代價中，於年內簽訂物業合同時已支付人民幣30,000,000元作為第一期款項。第二期款項人民幣30,000,000元(約34,474,000港元)已於本期內支付，而第三期款項人民幣40,000,000元，亦已於本報告期後支付。餘下兩期款項為人民幣77,500,000元及人民幣77,500,000元須分別於二零一零年十月及二零一一年四月到期支付。

該等應收款項為無抵押及免息。於初步確認日期之遞延代價之公平價值為人民幣231,643,000元(約261,743,000港元)，乃根據估計未來現金流量按貼現年率9.8%計算。於二零一零年二月二十八日，應收代價206,105,000港元中(二零零九年八月三十一日：232,714,000港元)，總數122,523,000港元(二零零九年八月三十一日：64,042,000港元)分類為流動資產，乃指於報告日起一年內到期之合共金額。

有關上述交易之詳情載於本公司日期為二零零九年七月三十日之通函內。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

11. INVENTORIES

		At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元
Spare parts	備件	118,452	133,695
Raw materials	原料	782,160	529,883
Work in progress	半製品	319,995	270,332
Finished goods	製成品	315,106	246,846
		<u>1,535,713</u>	<u>1,180,756</u>

12. TRADE, BILLS AND OTHER RECEIVABLES

The Group allows an average credit period from 30 days to 90 days to its trade customers. The following is an aged analysis of trade and bills receivables net of allowance for doubtful debts:

		At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元
Not yet due	未到期	497,008	630,573
Overdue 1 – 30 days	過期1-30天	279,752	186,687
Overdue 31 – 60 days	過期31-60天	122,601	186,197
Overdue > 60 days	過期超過60天	105,997	131,625
		<u>1,005,358</u>	<u>1,135,082</u>

11. 存貨

12. 營業、票據及其他應收款項

本集團提供平均30天至90天數期予其營業客戶。營業及票據應收款項(經扣除呆賬撥備)之賬齡分析如下：

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

12. TRADE, BILLS AND OTHER RECEIVABLES (Continued)

Other receivables as at 28th February, 2010 represented value-added-tax recoverable of HK\$69,690,000 (31st August, 2009: HK\$84,533,000), deposits, prepayments and other receivables of HK\$125,106,000 (31st August, 2009: HK\$132,575,000) and receivables from disposal of property interests of HK\$110,520,000 (31st August, 2009: Nil) which has been subsequently settled in March 2010.

13. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments mainly represent interest rate swaps entered into by the Group to hedge against its interest rate risk by swapping the interest on bank borrowings floating with Hong Kong Interbank Offered Rate to fixed rates.

These contracts will mature within four (31st August, 2009: four) years from the end of the reporting period.

The fair values of the above derivative instruments are calculated in accordance with generally accepted pricing models based on quoted forward exchange rates and discounted cash flow analysis based on the applicable yield curves of interest rates which were provided by counterparty financial institutions.

12. 營業、票據及其他應收款項(續)

於二零一零年二月二十八日，其他應收款項乃指可收回增值稅69,690,000港元(二零零九年八月三十一日：84,533,000港元)、按金、預付款項及其他應收款項125,106,000港元(二零零九年八月三十一日：132,575,000港元)及已於二零一零年三月收到的出售物業權益之應收款項110,520,000港元(二零零九年八月三十一日：無)。

13. 衍生金融工具

衍生金融工具乃指本集團為對沖其利率風險所簽訂之利率掉期，由以香港銀行同業拆息為浮息之借貸轉至定息。

該等合約將自報告期終四年內(二零零九年八月三十一日：四年)到期。

上述衍生工具的公平價值乃根據公認定價模式，並以對手方財務機構提供的適用利率收益曲線所釐定的市場遠期匯率及貼現現金流量分析基準而計算。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

14. TRADE AND OTHER PAYABLES/BILLS PAYABLE

The following is an aged analysis of trade payables:

Not yet due	未到期
Overdue 1 – 30 days	過期1-30天
Overdue 31 – 60 days	過期31-60天
Overdue > 60 days	過期超過60天

14. 營業及其他應付款項／應付票據

營業應付款項之賬齡分析如下：

	At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元
	337,143	280,902
	57,982	34,074
	27,258	22,126
	16,028	18,998
	<u>438,411</u>	<u>356,100</u>

All bills payable of the Group are not yet due at the end of the reporting period.

於報告期終，本集團之所有應付票據均未到期。

Other payables as at 28th February, 2010 represented accruals of HK\$108,777,000 (31st August, 2009: HK\$142,622,000) and other payables of HK\$133,269,000 (31st August, 2009: HK\$136,511,000).

於二零一零年二月二十八日，其他應付款項乃指應計款項108,777,000港元（二零零九年八月三十一日：142,622,000港元）及其他應付款項133,269,000港元（二零零九年八月三十一日：136,511,000港元）。

15. CONSIDERATION PAYABLE

On 27th April, 2009, Folktune Limited (“Folktune”), a wholly-owned subsidiary of the Company, entered into an agreement with certain minority shareholders of Dongguan Fuan (the “Transferors”) to acquire from the Transferors in aggregate 39% of the equity interests in Dongguan Fuan at a total consideration of HK\$77,326,205 (the “Share Transfer Agreement”). Upon completion of the Share Transfer Agreement, Dongguan Fuan will become a 90% owned subsidiary of the Company.

15. 應付代價

於二零零九年四月二十七日，本公司之一間全資附屬公司福津有限公司（「福津」）與東莞福安若干少數股東（「轉讓方」）訂立協議，以總代價77,326,205港元從轉讓方收購於東莞福安總計39%之股本權益（「股權轉讓協議」）。於完成股權轉讓協議後，東莞福安成為本公司擁有90%權益之附屬公司。

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

15. CONSIDERATION PAYABLE (Continued)

Pursuant to the Share Transfer Agreement, the consideration is payable by 5 installments. The payable amounts are unsecured and interest-free. The fair value of the deferred consideration at the date of initial recognition has been determined as HK\$74,433,000 based on the estimated future cash flows by applying a discount rate of 3.7% per annum. Of the consideration payable of HK\$75,800,000 as at 28th February, 2010 (31st August, 2009: HK\$74,988,000), an amount of HK\$52,721,000 (31st August, 2009: HK\$28,672,000) was classified under current liabilities, representing the amounts repayable on demand or falling due within one year of the reporting date.

Details of the above transaction are set out in the circular of the Company dated 30th July, 2009.

16. BANK BORROWINGS

During the current period, the Group obtained new bank loans of HK\$1,108,575,000 (six months ended 28th February, 2009: HK\$737,808,000) and made repayments of HK\$1,275,248,000 (six months ended 28th February, 2009: HK\$701,528,000). The proceeds from the new loans were mainly used to repay the existing bank loans or as working capital of the Group.

The loans carry floating interest at the weighted average effective interest rate of 2.02% (31st August, 2009: 2.24%) per annum and are unsecured and repayable by instalments over a period from one to four years.

15. 應付代價(續)

根據股權轉讓協議，代價分五期支付。該等應付款項為無抵押及免息。於初步確認日期之遞延代價之公平價值為74,433,000港元，乃根據估計未來現金流量按貼現年率3.7%計算。於二零一零年二月二十八日，應付代價75,800,000港元中(二零零九年八月三十一日：74,988,000港元)，52,721,000港元(二零零九年八月三十一日：28,672,000港元)分類為流動負債，乃指按要求支付或於報告日起一年內到期之金額。

有關上述交易之詳情載於本公司日期為二零零九年七月三十日之通函內。

16. 銀行借貸

本期間本集團取得新銀行貸款1,108,575,000港元(截至二零零九年二月二十八日止六個月：737,808,000港元)及已償還1,275,248,000港元(截至二零零九年二月二十八日止六個月：701,528,000港元)。新貸款所得款項乃主要用作償還現有的銀行借貸或用作本集團之流動資金。

銀行貸款按浮息以平均有效年利率2.02%(二零零九年八月三十一日：2.24%)計算利息，為無抵押的並介乎一年至四年期內分期償還。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 28th February, 2010
截至二零一零年二月二十八日止六個月

17. CAPITAL COMMITMENTS

17. 資本承擔

		At 28th February, 2010 二零一零年 二月二十八日 HK\$'000 千港元	At 31st August, 2009 二零零九年 八月三十一日 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	就有關購買物業、機器及設備之已簽約但在簡明綜合財務報表未有作出撥備之資本開支	<u>41,891</u>	<u>73,268</u>
Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	就有關購買物業、機器及設備之已批准但未簽約之資本開支	<u>17,908</u>	<u>23,353</u>

BUSINESS REVIEW 業務回顧

We would like to report to shareholders the results of the Group for the six months ended 28th February, 2010. The Group's revenue was approximately HK\$2,589,347,000, an increase of 4.1% over the same period last year. Unaudited profit attributable to shareholders amounted to approximately HK\$113,111,000, a turnaround from a loss of HK\$166,158,000 over the same period last year. Gross profit margin for the period under review was 15.3%, an increase of 1 percentage point over the same period last year. Net profit margin for the period under review was 4.4%, an increase of 11.1 percentage point over the same period last year or an increase of 7.3 percentage point if excluding extraordinary gain in relation to the disposal of an industrial building during the current period in Tuen Mun, Hong Kong. Basic earnings per share was HK14.2 cents, compared to basic loss per share HK20.9 cents for the first half of financial year 2009. The Board has resolved not to pay any interim dividend for the period under review (2009: HK0.0 cent per share).

During the first half of financial year 2010, the world economy saw signs of gradual stabilization. However, most textiles and garments manufacturers and exporters were still facing difficulties in the challenging operating environment, especially those export-oriented manufacturers relying heavily on the consumer markets in the US and EU, as these regions were directly affected by the financial crisis. During the period under review, many brands and retailers in the US and Europe increased their placement of orders after an earlier round of heavy reduction in inventories during the previous year, thus the order volume for knitted fabrics of the Group has also experienced positive recovery.

The increase in the Group's revenue compared to the same period last year was due mainly to the increase in output and the overall utilization rate of facilities for the production of fabrics, sewing threads and yarns. This is a result of more proactive sales and marketing efforts by the Group during the period under review. At the same time, distribution and selling expenses were reduced by approximately HK\$64,493,000 or 38.7 percentage point, reflecting the benefits of more stringent cost control and streamlining measures. However, the overall prices of commodity such as cotton increased significantly during the period under review, which resulted in higher pressure on the production cost. In addition, the minimum wage increases imposed by the Chinese Government in 2010, part of which were effective since 1st February, also resulted in some negative impact on our costs for the period under review.

本集團向各股東匯報本集團截至二零一零年二月二十八日止六個月之業績。集團營業額約為2,589,347,000港元，與去年同期相比上升了4.1%。股東應佔未經審核盈利約為113,111,000港元，由去年同期虧損166,158,000港元轉虧為盈。回顧期內的毛利率為15.3%，與去年同期相比上升了1個百分點。回顧期內淨利率為4.4%，較去年同期上升了11.1個百分點。若扣除本期內因出售香港屯門工業大廈而獲得之非經常性收益，淨利率則比去年同期上升了7.3個百分點。每股基本盈利為14.2港仙，相對二零零九年上半年財政年度的每股基本虧損20.9港仙。董事會議決通過就回顧期內不予派發任何中期股息（2009：每股0.0港仙）。

在二零一零年上半財政年度期間，環球經濟漸見穩定跡象，然而大部份紡織及成衣製造商及出口商在嚴峻的營商環境下依然面對各種困難，當中尤以那些以出口、著重依賴歐美地區客戶之製造商為主。這是由於這些地區直接受到金融危機影響所致。在回顧期內，歐美許多品牌及零售商於前一年時大量減少庫存而增加落單，集團針織布之落單數量亦因而經歷正面的復蘇。

與去年同期相比營業額錄得上升，主要原因為出貨量及布料、縫紉線和色紗之生產廠房整體使用率錄得上升。這是本集團在回顧年度內積極地銷售和市場推廣努力的結果。同時，分銷及銷售費用減少了約64,493,000港元或38.7個百分點，反映了更嚴格的成本控制和精簡措施給集團帶來的效益。不過，整體物品價格（如棉花）在回顧期內大幅飆升，令生產成本備受壓力。再者，中國政府設定的最低工資（部分從二月一日起生效），亦在回顧期內為集團成本帶來負面影響。

BUSINESS REVIEW (Continued) 業務回顧(續)

On 26th February, 2010, the Group concluded as scheduled the completion of sale of our ownership in Tin's Centre Block No.9 ("Properties") in Tuen Mun, Hong Kong with an independent third party in Hong Kong. The sale amount of the disposal of the properties is HK\$122,800,000 and after deducting relevant costs, the gain on the disposal of the Properties is approximately HK\$96,387,000. The Group considered this a good opportunity for realizing its investment in the Properties and to reallocate the resources for strengthening the Group's financial position and supporting the principal business operations. The balance of proceeds was received on 1st March, 2010 and the Group has used the net proceeds for bank borrowings repayments and working capital.

Production and Sales of Dyed Fabrics, Sewing Threads and Yarns

For the period under review, due to intensified sales and marketing efforts and a gradual increase in demand from clients, revenue from the production and sales of dyed fabrics, sewing threads and yarns was approximately HK\$2,308,411,000, an increase of 10.6% as compared with the same period last year, and accounted for 89.2% of the Group's total revenue.

Production and Sales of Garments

For the first half of financial year 2010, with the reduction in production capacity under an increasing competitive environment, revenue from the production and sales of garments was approximately HK\$280,936,000, a decrease of 30.1% as compared with the same period last year, and accounted for 10.8% of the Group's total revenue.

Analysis by Customer Geographical Regions

For the period under review, the Group's major customers were located in Asia and accounted for approximately 95.0% of the Group's total revenue. The remaining 5.0% was generated from sales to customers located in Europe and America.

於二零一零年二月二十六日，集團與一香港獨立第三者如期成交其擁有的位於香港屯門的田氏中心第九座（「物業」）。售價為122,800,000港元，扣除相關成本後，出售物業所得之利潤約為96,387,000港元。集團認為此乃套現其在該物業投資的好時機，並重新調配資源，加強集團的財政狀況。集團已於二零一零年三月一日收到款項餘款並已利用款項淨額償還銀行貸款和作為營運資金。

製造及銷售色布、縫紉線及紗

在回顧期內，由於加強了銷售和市場推廣的努力，以及客戶需求逐步提升，製造及銷售色布、縫紉線及紗的營業額約為2,308,411,000港元，與去年同期相比上升10.6%，佔集團營業額總值的89.2%。

製造及銷售成衣

在二零一零年上半年財政年度期間，由於競爭日益劇烈的環境導致產能下降，製造及銷售成衣的營業額約為280,936,000港元，較去年同期下跌30.1%，佔集團營業額總值的10.8%。

客戶所屬地域分析

在回顧期內，集團之主要客戶位於亞洲，佔集團營業額總值約95.0%。而餘下的5.0%則來自銷售予位於歐洲及美洲的客戶。

OUTLOOK 展望

Looking forward to the second half of the Group's financial year of 2010, it is expected that the world economy will continue to recover. As a result, the demand for textile and apparel products is anticipated to continue to grow. Our foreign customers have continuously expressed more positively over the near term outlook of the retail business, which may result in continuation of more active and increase in order placements of fabric and garment.

For the fabric business, following consolidation of fabric supply chain by some of our key customers and our implementation of more aggressive sales strategies, cost control and streamlining measures the Group has already seen some improvements in sales volume and business performance in the initial months of the second half of the current financial year. The Group currently possesses a total of approximately 25 million pounds of monthly fabric production capacity. Our new fabric mill in Yancheng has commenced production during this financial period. The Group targets to achieve an average of two million pounds of fabric dyeing per month in Yancheng plant and eventually the plant could be developed to achieve a maximum capacity of approximately ten million pounds per month upon completion of all phases.

The Group will monitor closely the market conditions and the upcoming order plan of our clients before further developing the Yancheng fabric mill. Meanwhile, the Group's plant in Jiangyin, Jiangsu Province remains the largest fabric production site within the Group and is expected to represent about half of the Group's total capacity. This phased plan of balancing the distribution of capacity between the Pearl River Delta and the Yangtze River Delta of the PRC will enable the Group to strategically diversify our geographical risk and lessen the impact of rising costs of producing in Southern part of the PRC in the long term.

展望二零一零年下半年財政年度，預料環球經濟將會繼續恢復，因此紡織品及服裝需求可望繼續增長。集團國外客戶已持續表示對近期零售業務前景持樂觀態度，這可能會繼續帶來更積極之布料及成衣落單增長。

有關布料業務，隨著集團部分主要客戶對布料供應鏈之整合，以及集團推行更進取之銷售策略、成本控制及精簡措施，集團於本財政年度的下半年的最初數月已在銷售量及業務表現上漸見改善。集團現時每月布料產能大約為2千5百萬磅，而位於鹽城的新廠房亦在此財政年度開始投產。集團計劃鹽城廠房每月的染布生產量達至平均約2百萬磅，而當所有分段建設完成後，廠房最終可發展至每月最多生產1千萬磅染布量。

集團在進一步發展鹽城布料廠房前，會繼續密切監察市場狀況和客戶未來的落單安排。同時，集團位於江蘇省江陰市的廠房仍然是集團內最大的布料生產廠房，預計其產能約佔集團總產能的一半。這在中國珠江三角洲及長江三角洲逐步平衡產能分佈的計劃，將有助集團策略性地分散地域風險，長遠減輕中國南方地區由生產成本上漲所帶來之衝擊。

OUTLOOK (Continued) 展望(續)

The recent minimum wage increases by the Chinese Government resulted in continuous pressure on the cost of labour and other labour intensive services. In addition, potential risks for the industry will stem from the possibility of appreciation of Reminbi, continuous high cost of cotton as well as possible surge on fuel prices, all of which are universal to the Group and the major competitors and would therefore contribute towards stronger momentum of increasing average selling price of fabrics.

Despite increase in sales of fabrics during the period under review, the demand for garment export from China remains volatile and highly competitive. Under such market conditions, the Group expects possibilities of continuing challenges for the garment business in the second half of this financial year.

The Group has continued to implement stringent cost control and efficiency improvement measures to reduce our overall operating costs. The number of employees of the Group has been reduced from 15,700 as of 31st August, 2009 to 14,200 as of 28th February, 2010.

Given the current assessment of the market environment, the Group maintains a relatively more optimistic view on the business outlook for the longer term.

中國政府最近上調最低工資，為勞工成本以及其他勞工密集之服務帶來持續壓力。另外，人民幣升值之可能，持續高企的棉花價格，以及燃料價格可能大幅攀升，亦將對行業構成潛在風險。由於集團及各主要競爭對手，均需面對以上各項因素，故該些因素將會形成一道強勁動力，引致布料的平均售價上漲。

儘管回顧期內布料銷售錄得增長，中國成衣出口市場的需求依舊波動，且競爭異常激烈。在此市場情形下，集團預料本財政年度下半年的成衣業務可能依然困難。

集團已持續實行嚴緊的成本控制措施及效率優化計劃，以減少集團的整體營運成本。集團僱員人數已由二零零九年八月三十一日的15,700，減少至二零一零年二月二十八日的14,200。

基於對市場現狀之評估，集團對長遠業務前景維持較樂觀的態度。

FINANCIAL REVIEW 財務回顧

Liquidity and Financial Information

At 28th February, 2010, the total amount of bank deposits, bank balances and cash of the Group was approximately HK\$668,514,000, a decrease of approximately HK\$131,901,000 compared with 31st August, 2009.

At 28th February, 2010, the financial ratios of the Group were as follows:

Gearing ratio	資本負債比率
Bank borrowings ratio	銀行借貸比率
Net bank borrowings ratio	銀行借貸淨值比率

The sales and the purchase of raw materials of the Group are mainly denominated in Hong Kong dollars, US dollars and Renminbi. Bank borrowings are also denominated in Hong Kong dollars, US dollars and Renminbi and interest are mainly charged on a floating rate basis. In addition, the Group mainly operates in China and is exposed to foreign exchange risk arising from Renminbi exposure. The fluctuations in the US dollars and Renminbi have always been the concern of the Group. In order to mitigate the foreign currency risk and interest rate risk, the Group will enter into appropriate hedging arrangements in accordance with the Group's risk management policies.

Capital Expenditure

During the period under review, the Group invested approximately HK\$133,758,000 in the property, plant and equipment, represented a reduction of about 9.1% from the capital expenditure of the same period in last year.

EMPLOYEES AND EMOLUMENT POLICIES 僱員及酬金政策

At 28th February, 2010, the Group had approximately 14,200 full time employees. There is no significant change in the Group's emolument policies.

流動資金及財務資料

於二零一零年二月二十八日，集團之銀行存款，銀行結存及現金總值約為668,514,000港元，相對於二零零九年八月三十一日減少約131,901,000港元。

於二零一零年二月二十八日，集團之財務比率如下：

28th February, 2010 二零一零年 二月二十八日	31st August, 2009 二零零九年 八月三十一日
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1.47	1.53
0.87	0.97
0.60	0.64

本集團之銷售及原材料採購以港元、美元及人民幣為主。銀行借貸亦以港元、美元及人民幣為單位，利息主要以浮動利率計算。另外，本集團主要於中國經營業務，故涉及人民幣所產生之外匯風險。本集團一直關注美元及人民幣匯率之波動。為降低外匯及利率風險，本集團會依據風險管理政策作出合適的對沖安排。

資本開支

在回顧期內，本集團已投資約133,758,000港元用於物業，廠房及設備，與去年同期資本開支金額相比下降了9.1%。

於二零一零年二月二十八日，集團全職僱員人數約為14,200人，而集團薪酬政策並無重大改變。

DIRECTORS' INTERESTS IN SECURITIES 董事之證券權益

At 28th February, 2010, the interests of the directors of the Company and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the "Model Code"), were as follows:

於二零一零年二月二十八日，根據本公司按證券及期貨條例（「證券及期貨條例」）第352條設置之名冊所記錄或按上市規則內上市公司董事進行證券交易之標準守則（「標準守則」）須通知本公司及香港聯合交易所有限公司（「聯交所」）之資料，本公司各董事及其聯繫人於本公司及其聯營公司所擁有之股份及相關股份權益如下：

Long positions in shares and underlying shares of the Company:

於本公司股份及相關股份的好倉情況：

Name of director 董事名稱	Number of shares held as 持有股份數目			Approximate % of the issued share capital 約佔已發行 股本比率
	Beneficial owner 實益擁有人	Other interests 其他權益	Total 總數	
Mr. HA Chung Fong 夏松芳先生	54,882,000	280,082,044 (note) (附註)	334,964,044	42.19
Mr. HA Kam On, Victor 夏錦安先生	798,000	-	798,000	0.10
Mr. LAU Hong Yon 柳康遠先生	280,000	-	280,000	0.04
Mrs. FUNG YEH Yi Hao, Yvette 馮葉儀皓女士	70,000	-	70,000	0.01

Note:

Mr. HA Chung Fong was deemed to be interested in 280,082,044 shares in the Company in virtue of the set up of a discretionary trust, the HA Trust, for the benefit of his family and Trustcorp Limited ("Trustcorp") is the trustee of the HA Trust. Trustcorp is the wholly owned subsidiary of Newcorp Holdings Limited ("Newcorp").

附註：

由於夏松芳先生為其家族利益成立一項酌情信託the HA Trust，因此被當作擁有280,082,044股本公司股份權益。Trustcorp Limited（「Trustcorp」）為the HA Trust之受託人。Trustcorp是Newcorp Holdings Limited（「Newcorp」）之全資附屬公司。

Other than as disclosed above, none of the directors of the Company nor their associates had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations, which were recorded in the register as 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.

除上述披露外，根據本公司按證券及期貨條例第352條設置之名冊所記錄或按標準守則須通知本公司及聯交所之資料，本公司董事及其聯繫人並無擁有本公司或本公司任何聯營公司任何股份及相關股份權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS 主要股東及其他股東權益

At 28th February, 2010, 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, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

於二零一零年二月二十八日，根據本公司按證券及期貨條例第336條所設置的主要股東名冊顯示，除上述部份董事已披露之權益外，以下股東已通知本公司其擁有本公司已發行股本的有關權益。

Long positions in shares and underlying shares of the Company:

於本公司股份及相關股份的好倉情況：

Name of substantial shareholder 主要股東名稱	Number of shares 股份數目	Capacity 身份	Approximate % of the issued share capital 約佔已發行 股本比率
Ms. TANG Kuen Mui 鄧娟妹女士	334,964,044 (notes 1 and 3) (附註1及3)	Spouse interest 配偶權益	42.19
Newcorp	280,082,044 (notes 2 and 3) (附註2及3)	Interest of corporation controlled 所控制的法團的權益	35.27
Templeton Investment Counsel, LLC	46,724,566	Investment manager 投資經理	5.88
The Bank of New York Mellon Corporation	58,685,900 (note 4) (附註4)	Interest of corporation controlled 所控制的法團的權益	7.39
Franklin Templeton Investments Corp.	63,439,989	Investment manager 投資經理	7.99

Notes:

附註：

- Ms. TANG Kuen Mui, spouse of Mr. HA Chung Fong, was deemed to be interested in the shares.
- Newcorp is the ultimate controlling shareholder of Trustcorp and Trustcorp is the trustee of the HA Trust, a discretionary trust set up by Mr. HA Chung Fong for the benefit of his family.
- The interests of Mr. HA Chung Fong, Ms. TANG Kuen Mui and Newcorp were duplicated.
- The 58,685,900 shares included a lending pool of 42,903,900 shares.

- 鄧娟妹女士為夏松芳先生之配偶，因而被當作擁有該等股份權益。
- Newcorp乃Trustcorp之最終控股股東，而Trustcorp為the HA Trust之受託人，the HA Trust為夏松芳先生為其家族利益而成立的一項酌情信託。
- 夏松芳先生、鄧娟妹女士及Newcorp之權益是重複的。
- 於58,685,900股內包括42,903,900股可供借出的股份。

Other than as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at 28th February, 2010.

除上述披露外，於二零一零年二月二十八日，本公司並無收到任何其他擁有本公司已發行股本的有關權益或淡倉通知。

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES 購買、出售及贖回本公司之上市證券

For the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

於回顧期內本公司及其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

CODE OF CORPORATE GOVERNANCE PRACTICES 企業管治常規守則

None of the directors of the Company is aware of any information which would reasonably indicate that the Company is not, or, was not during the six months ended 28th February, 2010 in compliance with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules, with deviation from the Code provision as explained below.

本公司董事概不知悉任何資料，足以合理地顯示本公司於截至二零一零年二月二十八日止六個月期間未有或未曾遵守上市規則附錄14所載之企業管治常規守則（「守則」），惟下文所載之守則條文之偏離行為除外。

Under the Code provision A.2.1, the roles of chairman and chief executive officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Mr. HA Chung Fong ("Mr. HA") is presently the Chairman and Managing Director of the Company. Having considered the current business operation and nature of the Company, the Board is of the view that Mr. HA acting as both the roles of chairman and CEO is in the best interest of the Company. The Board will review this situation periodically.

按守則條文A.2.1規定，主席與行政總裁（「行政總裁」）的角色應有區分，不應由一人同時兼任。主席與行政總裁之間之職責分工應清楚界定並以書面列載。夏松芳先生（「夏先生」）現為本公司之主席兼董事總經理。經考慮本公司之現有業務運作及特性，董事會認為夏先生同時擔任主席及行政總裁之角色乃最符合本公司利益。董事會將定期檢討此情況。

本公司已採納上市規則內上市公司董事進行證券

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS 董事進行證券交易的標準守則

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the "Model Code") as its own code of conduct regarding directors' securities transactions. Having made specific enquiry of all directors of the Company, the Company considers that all directors of the Company have complied with the required standard set out in the Model Code for the period under review.

交易之標準守則（「標準守則」）為其有關董事進行證券交易之守則。經向本公司所有董事作出查詢後，本公司認為本公司所有董事於回顧期內均已遵守標準守則所要求的標準。

AUDIT COMMITTEE 審核委員會

The Company has established an Audit Committee for the purposes of reviewing and providing supervision over the Company's financial reporting process and internal controls. The Audit Committee presently comprises three independent non-executive directors of the Company (Mr. NG Kwok Tung, Mr. Wong Kwong Chi and Mr. CHOW Wing Kin, Anthony, SBS, JP). The Audit Committee has reviewed the unaudited interim results. In addition, the Group's external auditor has carried out a review of the unaudited interim results in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

本公司已成立審核委員會，藉以檢討及監察本公司之財務申報程序及內部監控制度。審核委員會現由三位本公司獨立非執行董事(伍國棟先生、王幹芝先生及周永健先生，銀紫荊星章，太平紳士)組成。審核委員會已審閱未經審核之中期業績。再者，本集團之外聘核數師已依照香港會計師公會頒佈的香港審閱工作準則第2410號「獨立核數師對中期財務資訊的審閱」對未經審核之中期業績進行審閱。

REMUNERATION COMMITTEE 薪酬委員會

The Company has established a Remuneration Committee for the purposes of making recommendations to the Board on the Company's remuneration policy and structure for directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remunerations. The Remuneration Committee presently comprises five directors of the Company, including the four independent non-executive directors of the Company and one executive director of the Company (Mr. LAU Hong Yon).

本公司已成立薪酬委員會，藉以向董事會就董事及高級管理人員的薪酬政策及架構，以及就設立正規而具透明度的程序制訂此等薪酬政策提供建議。薪酬委員會現由五位本公司董事組成，包括四位本公司獨立非執行董事及一位本公司執行董事(柳康遠先生)。

On behalf of the Board

HA Chung Fong

Chairman

Hong Kong

14th May, 2010

代董事會

主席

夏松芳

香港

二零一零年五月十四日

SHAREHOLDER INFORMATION 股東資料

Listing : Listed on the Main Board of
The Stock Exchange of Hong Kong Limited
since 20th April, 1988

Stock Code : 420

Board Lot : 2,000

Par Value : HK\$0.20

Shares Issued : 794,010,960

上市 : 自一九八八年四月二十日起於
香港聯合交易所有限公司主板
上市

股份代號 : 420

買賣單位 : 2,000

面值 : 0.20港元

已發行股份 : 794,010,960

Financial Calendar 2010

Financial year ended 31st August, 2010

Interim results announced 14th May, 2010

Register of members closed N/A

Distribution of dividend N/A

2010 full year results to be announced Mid-December 2010

2010年財務日誌

財政年度結算 二零一零年八月三十一日

中期業績公佈 二零一零年五月十四日

股份暫停登記 不適用

股息派發 不適用

2010年全年業績公佈 二零一零年十二月中旬

Shareholder Services

For enquiries about share transfer and registration, please contact the Company's share registrar:

Tricor Secretaries Limited

26/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong
Tel +852 2980 1766
Fax +852 2861 1465

股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司
股份過戶登記處：

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Fountain Set has overseas marketing/representative offices in the following locations. Addresses, phone numbers and fax numbers are listed at www.fshl.com

福田實業於下列地區設有海外市場推廣辦事處/代表處，地址、電話號碼及傳真號碼均列明在www.fshl.com內

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