



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

2014

INTERIM REPORT 中期報告

Knit Different · Live Different  
編織創意 · 活出新意



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## **GROUP PROFILE**

### **About Fountain Set (Holdings) Limited**

Fountain Set (Holdings) Limited and its subsidiaries are one of the world's largest circular knitted fabric manufacturers, providing vertically integrated operations in fabric knitting, dyeing, printing and finishing. In addition to its core business of manufacturing and sale of knitted fabric which generates majority of the total revenue, the Group's product range also includes dyed yarns, sewing threads and garments. As a major knitted fabric supplier to garment manufacturers in over 40 countries that supply apparel products including sportswear, casual wear, sleep wear and inner wear to many internationally renowned retailers and brands, Fountain Set's worldwide sales reached HK\$6.94 billion (US\$892 million) in the year ended 31 December 2013.

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 Toronto, Ho Chi Minh City, Seoul, Shanghai and Singapore, and a global staff force of approximately 12,300.

Since June 2012, Chinatex Corporation has become the largest shareholder of Fountain Set (Holdings) Limited. Chinatex is under direct administration of the State-Owned Assets Supervision and Administration Commission of the State Council of the PRC and is one of the 500 largest enterprises in the PRC.

To learn more about Fountain Set, please visit [www.fshl.com](http://www.fshl.com)

To learn more about Chinatex, please visit [www.chinatex.com](http://www.chinatex.com)

## **集團簡介**

### **有關福田實業(集團)有限公司**

福田實業(集團)有限公司及其附屬公司是世界最大的圓筒針織面料生產商之一，提供針織、染色、印花及整理等高度垂直之綜合服務。除了佔總營業額大部份之生產及銷售針織面料的核心業務外，集團產品亦包括色紗、縫紉線及成衣。作為主要針織面料供應商，集團向超過40個國家的成衣製造商提供面料，以製成包括運動服、休閒服、睡衣和內衣等眾多國際知名零售商和品牌的成衣。集團截至2013年12月31日止年度的環球銷售額達69.4億港元(8.92億美元)。

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；而在多倫多、胡志明市、首爾、上海及新加坡設有市場推廣辦事處／代表處，全球共聘用僱員約12,300人。

從2012年6月起，中國中紡集團公司成為福田實業集團第一大股東。中紡集團乃由中國國務院國有資產監督管理委員會直接管理，並為中國500強企業之一。

欲知更多福田實業集團資料，請瀏覽[www.fshl.com](http://www.fshl.com)

欲知更多中紡集團資料，請瀏覽[www.chinatex.com](http://www.chinatex.com)

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務資料審閱報告****TO THE BOARD OF DIRECTORS OF FOUNTAIN SET (HOLDINGS) LIMITED**

(incorporated in Hong Kong with limited liability)

**Introduction**

We have reviewed the interim financial information set out on pages 3 to 30, which comprises the condensed consolidated statement of financial position of Fountain Set (Holdings) Limited (the "Company") and its subsidiaries as of 30 June 2014 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and cash flows for the six months period then ended, and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Financial Reporting Standards. Our responsibility is to express a conclusion on this interim financial information based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

**Scope of review**

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

致福田實業(集團)有限公司董事會

(於香港註冊成立之有限公司)

**引言**

本行已審閱載於第3至30頁之中期財務資料，當中包括福田實業(集團)有限公司(「貴公司」)及其附屬公司於2014年6月30日之簡明綜合財務狀況報表，以及截至該日止6個月期間之相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表，以及其他附註解釋。香港聯合交易所有限公司主板證券上市規則規定，編製中期財務資料之報告須遵守其項下相關條文，以及香港會計師公會頒佈之香港會計準則第34號「中期財務申報」。董事須負責根據香港財務報告準則編製及呈列此中期財務資料。本行之責任乃根據本行之審閱結果就中期財務資料提出結論。本報告乃按照與本行協定之聘用條款，僅向閣下全體報告。除此以外，本報告不作其他用途。本行概不就本報告之內容對任何其他人士負責或承擔法律責任。

**審閱範圍**

本行已根據香港會計師公會頒佈之《香港審閱委聘準則》第2410號「實體獨立核數師對中期財務資料之審閱」進行審閱。審閱中期財務資料包括向負責財務及會計事務之人士作出查詢，並應用分析性及其他審閱程序。審閱範圍遠小於根據香港核數準則進行審核之範圍，故本行未能保證本行將知悉在審核中可能發現之所有重大事項。因此，本行不會發表審核意見。

## REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務資料審閱報告

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

### 結論

根據本行之審閱，本行並無發現任何事項致使本行相信中期財務資料未有於各重大方面根據香港會計準則第34號編製。

### BDO Limited

Certified Public Accountants

Hong Kong, 26 August 2014

香港立信德豪會計師事務所有限公司

執業會計師

香港，2014年8月26日

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

### 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2014 截至2014年6月30日止6個月

			Six months ended 截至下列日期止6個月	
			30 June 2014 2014年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2013 2013年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)
			NOTES 附註	
Revenue	營業額	3	<b>3,367,926</b>	3,317,989
Cost of sales	銷售成本		<b>(3,039,950)</b>	(2,957,994)
Gross profit	毛利		<b>327,976</b>	359,995
Other income	其他收入		<b>31,492</b>	21,103
Other gains and losses	其他收益及虧損		<b>(29,604)</b>	6,323
Distribution and selling expenses	分銷及銷售費用		<b>(84,440)</b>	(86,444)
Administrative expenses	行政費用		<b>(203,578)</b>	(258,930)
Finance costs	融資成本	4	<b>(18,960)</b>	(17,119)
Net gain on disposal of subsidiaries	出售附屬公司之所得收益淨額	19	<b>4,694</b>	-
Profit before taxation	除稅前盈利		<b>27,580</b>	24,928
Income tax	所得稅	5	<b>(14,944)</b>	9,625
Profit for the period	是期間盈利	6	<b>12,636</b>	34,553
Profit/(loss) for the period attributable to:	應佔是期間盈利／(虧損)：			
Owners of the Company	本公司擁有人		<b>14,383</b>	31,160
Non-controlling interests	非控股權益		<b>(1,747)</b>	3,393
			<b>12,636</b>	34,553
			<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
Earnings per share	每股盈利	8		
Basic and diluted	基本及攤薄		<b>1.2</b>	2.6

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2014 截至2014年6月30日止6個月

		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2013 2013年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)
Profit for the period	是期間盈利	<b>12,636</b>	34,553
Items that will be reclassified to profit or loss in subsequent periods:	其後期間將重新分類至 損益之項目：		
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	<b>(989)</b>	18,226
Reclassification adjustment of translation reserve upon disposal of a subsidiary	出售附屬公司時匯兌儲備之 重新分類調整	<b>(1,435)</b>	-
Other comprehensive (expenses)/income for the period	是期間其他全面(開支)/收益	<b>(2,424)</b>	18,226
Total comprehensive income for the period	是期間全面收益總值	<b>10,212</b>	52,779
Total comprehensive income/(expenses) for the period attributable to:	應佔是期間全面收益/ (開支)總值：		
Owners of the Company	本公司擁有人	<b>12,714</b>	47,512
Non-controlling interests	非控股權益	<b>(2,502)</b>	5,267
		<b>10,212</b>	52,779

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION** 簡明綜合財務狀況表

As at 30 June 2014 於2014年6月30日

			At 30 June 2014 於2014 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元 (audited) (經審核)
	NOTES 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties		投資物業	37,696	33,800
Property, plant and equipment		物業、機器及設備	1,609,472	1,624,510
Prepaid lease payments – non-current portion		預付租賃款項 – 非流動部份	106,066	107,784
Other intangible assets		其他無形資產	29,218	30,284
Investment in an associate		聯營公司之投資	16,204	–
Investment in life insurance policies		人壽保險保單之投資	37,621	37,346
Deferred tax assets		遞延稅項資產	29,472	34,043
			<b>1,865,749</b>	<b>1,867,767</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	1,449,070	1,636,772
Trade and bills receivables		營業及票據應收款項	1,352,820	1,265,935
Prepayments, deposits and other receivables		預付款項、按金及 其他應收款項	145,928	191,146
Prepaid lease payments – current portion		預付租賃款項 – 流動部份	2,610	2,610
Derivative financial instruments		衍生金融工具	–	14,170
Tax recoverable		可收回稅項	1,854	4,282
Short-term bank deposits		短期銀行存款	399,631	346,889
Bank balances and cash		銀行結餘及現金	699,251	803,074
			<b>4,051,164</b>	<b>4,264,878</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and bills payables		營業及票據應付款項	841,813	1,001,781
Other payables and accruals		其他應付款項及應計費用	296,425	339,799
Amounts due to non-controlling shareholders		欠非控股股東款項	80,100	80,100
Deferred income – current portion		遞延收入 – 流動部份	1,458	1,458
Derivative financial instruments		衍生金融工具	17,653	–
Tax payable		應付稅項	13,084	9,555
Bank and other borrowings – due within one year		銀行及其他借貸 – 一年內到期	984,763	838,946
Bank overdrafts		銀行透支	2,179	–
			<b>2,237,475</b>	<b>2,271,639</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>1,813,689</b>	<b>1,993,239</b>
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	<b>3,679,438</b>	<b>3,861,006</b>

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION** 簡明綜合財務狀況表

As at 30 June 2014 於2014年6月30日

			<b>At 30 June 2014 於2014 6月30日 HK\$'000 千港元 (unaudited) (未經審核)</b>	<b>At 31 December 2013 於2013年 12月31日 HK\$'000 千港元 (audited) (經審核)</b>
	<i>NOTES</i> 附註			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income – non-current portion	遞延收入 – 非流動部份		<b>62,947</b>	63,676
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	14	<b>364,484</b>	516,598
Deferred tax liabilities	遞延稅項負債		<b>6,977</b>	2,085
			<b>434,408</b>	582,359
<b>Net assets</b>	<b>資產淨值</b>		<b>3,245,030</b>	3,278,647
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	15	<b>862,211</b>	240,609
Reserves	儲備	15	<b>2,244,617</b>	2,876,611
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>3,106,828</b>	3,117,220
Non-controlling interests	非控股權益		<b>138,202</b>	161,427
<b>Total equity</b>	<b>權益總值</b>		<b>3,245,030</b>	3,278,647



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 June 2014 截至2014年6月30日止6個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Capital redemption reserve	Translation reserve	Share options reserve	Statutory reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本贖回儲備	匯兌儲備	購股權儲備	法定儲備	滾存盈利	總值	非控股權益	權益總值
		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
At 1 January 2014 (audited)	於2014年1月1日(經審核)	240,609	621,392	210	(33,047)	13,586	80,179	2,194,291	3,117,220	161,427	3,278,647
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	(234)	-	-	-	(234)	(755)	(989)
Reclassification adjustment of translation reserve upon disposal of a subsidiary	出售附屬公司時匯兌儲備之重新分類調整	-	-	-	(1,435)	-	-	-	(1,435)	-	(1,435)
Profit/(loss) for the period	是期間盈利/(虧損)	-	-	-	-	-	-	14,383	14,383	(1,747)	12,636
Total comprehensive (expenses)/income for the period	是期間全面(開支)/收益總值	-	-	-	(1,669)	-	-	14,383	12,714	(2,502)	10,212
Transfers upon abolition of par value under the new Hong Kong Companies Ordinance (note 15)	根據新香港公司條例廢除股份面值之調撥(附註15)	621,602	(621,392)	(210)	-	-	-	-	-	-	-
Equity-settled share-based payments	以權益結算以股份為基礎之付款	-	-	-	-	955	-	-	955	-	955
Dividend recognised as distribution	已確認為分派之股息	-	-	-	-	-	-	(24,061)	(24,061)	-	(24,061)
Transfer	調撥	-	-	-	-	-	(19)	19	-	-	-
Dividends paid to non-controlling shareholders	已付股息予非控股股東	-	-	-	-	-	-	-	-	(20,723)	(20,723)
At 30 June 2014 (unaudited)	於2014年6月30日(未經審核)	862,211	-	-	(34,716)	14,541	80,160	2,184,632	3,106,828	138,202	3,245,030
At 1 January 2013 (audited)	於2013年1月1日(經審核)	240,609	621,392	210	(49,318)	13,663	43,302	2,139,864	3,009,722	170,058	3,179,780
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	16,352	-	-	-	16,352	1,874	18,226
Profit for the period	是期間盈利	-	-	-	-	-	-	31,160	31,160	3,393	34,553
Total comprehensive income for the period	是期間全面收益總值	-	-	-	16,352	-	-	31,160	47,512	5,267	52,779
Equity-settled share-based payments reverse	以權益結算以股份為基礎之付款撥回	-	-	-	-	(1,701)	-	-	(1,701)	-	(1,701)
Dividends paid to non-controlling shareholders	已付股息予非控股股東	-	-	-	-	-	-	-	-	(18,643)	(18,643)
At 30 June 2013 (unaudited)	於2013年6月30日(未經審核)	240,609	621,392	210	(32,966)	11,962	43,302	2,171,024	3,055,533	156,682	3,212,215

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

For the six months ended 30 June 2014 截至2014年6月30日止6個月

		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日 HK\$'000 千港元 (unaudited) (未經審核)	30 June 2013 2013年 6月30日 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	<b>19,485</b>	49,920
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	<b>(93,061)</b>	(22,553)
Purchase of other intangible assets	購買其他無形資產	<b>(495)</b>	-
Deposits paid for acquisition of other intangible assets	購買其他無形資產之已付按金	-	(3,036)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	<b>23,573</b>	-
Other investing cash flows	其他投資之現金流量	<b>42,329</b>	(14,504)
		<b>(27,654)</b>	(40,093)
Net cash used in financing activities:	融資項目所用之現金淨值：		
New bank and other borrowings raised	新籌集之銀行及其他借貸	<b>1,247,197</b>	1,005,573
Repayment of bank and other borrowings	償還銀行及其他借貸	<b>(1,254,421)</b>	(1,275,594)
Dividends paid to non-controlling shareholders	已付股息予非控股股東	<b>(20,723)</b>	(18,643)
Other financing cash flows	其他融資之現金流量	<b>(16,963)</b>	(16,429)
		<b>(44,910)</b>	(305,093)
Net decrease in cash and cash equivalents	現金及等同現金項目的減少淨值	<b>(53,079)</b>	(295,266)
Cash and cash equivalents at beginning of the period	於是期間開始時的現金及等同現金項目	<b>1,149,963</b>	1,210,292
Effect on cash and cash equivalents exchange rate changes	匯率變動對現金及等同現金項目的影響	<b>(181)</b>	861
Cash and cash equivalents at end of the period	於是期間終結時的現金及等同現金項目	<b>1,096,703</b>	915,887
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS:</b>	現金及等同現金項目結餘的分析：		
Short-term bank deposits	短期銀行存款	<b>399,631</b>	174,286
Bank balances and cash	銀行結餘及現金	<b>699,251</b>	774,556
Bank overdrafts	銀行透支	<b>(2,179)</b>	(32,955)
		<b>1,096,703</b>	915,887

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2014 截至2014年6月30日止6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 (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 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 and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2014 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2013.

In the current interim period, the Group has applied, for the first time, the following 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 1 January 2014.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Interpretation 21	Levies

The application of the above new and revised standards, amendments and interpretations 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.

#### 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（「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（「香港會計準則」）第34號「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乃按歷史成本基準編製，惟若干金融工具按公平價值列賬除外。截至2014年6月30日止6個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至2013年12月31日止年度之全年財務報表所遵循者相同。

於本中期期間，本集團已首次應用下列由香港會計師公會頒佈並於本集團2014年1月1日開始之財政年度生效之新訂及經修訂準則、修訂本及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則第10號、 香港財務報告準則第12號 及香港會計準則第27號之 修訂本（2011）	投資實體
香港會計準則第32號 之修訂本	抵銷金融資產及金融負債
香港會計準則第36號 之修訂本	非金融資產可收回金額的披露
香港會計準則第39號 之修訂本	衍生工具之更替與對沖會計法之延續
香港（國際財務報告詮釋 委員會）－詮釋第21號	徵費

於本中期期間應用上述新訂及經修訂準則、修訂本及詮釋並無對該等簡明綜合財務報表所呈報之金額及／或該等簡明綜合財務報表所披露之事項造成重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 2. PRINCIPAL ACCOUNTING POLICIES (continued)

The following new/revised HKFRSs, potentially relevant to the Group's condensed consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRS 9	Financial Instruments <sup>3</sup>
Amendments to HKFRS 9, HKFRS 7 and HKAS 39	Hedge Accounting <sup>3</sup>
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle <sup>2</sup>
HKFRSs (Amendments)	Annual Improvements 2010-2013 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>2</sup> Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014

<sup>3</sup> No mandatory effective date yet determined but is available for early adoption

The directors of the Company anticipate that the application of the new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

### 3. REVENUE AND SEGMENT INFORMATION

The board of directors of the Company, i.e. the chief operating decision maker, regularly reviews the operating results and financial information based on distinct geographical areas of location of customers, including Hong Kong (place of domicile of the Group), the People's Republic of China (the "PRC"), Taiwan, Korea, Sri Lanka, America, Europe and Others (i.e. representing other geographical locations mainly Singapore, Vietnam and Macau). All of these geographical areas are operating segments except "Others" which is an aggregation of operating segments.

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

### 2. 主要會計政策(續)

下列可能與本集團之簡明綜合財務報表有關之新訂/經修訂香港財務報告準則經已頒佈,惟尚未生效亦未經本集團提早採納。

香港財務報告準則第9號	金融工具 <sup>3</sup>
香港財務報告準則第9號、 香港財務報告準則第7號 及香港會計準則第39號 之修訂本	對沖會計法 <sup>3</sup>
香港會計準則第19號之修訂 本(2011)	定額福利計劃:僱員 供款 <sup>1</sup>
香港財務報告準則 (修訂本)	2010年至2012年週 期之年度改進 <sup>2</sup>
香港財務報告準則 (修訂本)	2010年至2013年週 期之年度改進 <sup>1</sup>

<sup>1</sup> 於2014年7月1日或之後開始之年度期間生效

<sup>2</sup> 於2014年7月1日或之後開始之年度期間生效,或適用於該日或之後出現之交易

<sup>3</sup> 尚未釐定強制生效日期,惟可提早採納

本公司董事預期應用該等新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

### 3. 營業額及分類資料

本公司董事會(即主要營運決策者)根據客戶所在地區位於不同的地域位置定期審閱經營業績及財務資料,包括香港(本集團所屬地)、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(即指其他地域位置,主要為新加坡、越南及澳門)。所有該等地域位置為營運分類,而「其他地區」則為綜合之營運分類。

以下為本集團於回顧期間源自製造及銷售色布、縫紉線、紗及成衣之營業額及盈利以及按可申報分類所呈報業績之分析。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註 (續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 3. REVENUE AND SEGMENT INFORMATION (continued)

#### 3. 營業額及分類資料 (續)

Six months ended 30 June 2014

截至2014年6月30日止6個月

		Hong Kong 香港 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Taiwan 台灣 HK\$'000 千港元	Korea 韓國 HK\$'000 千港元	Sri Lanka 斯里蘭卡 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	Segment total 分類總值 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>營業額</b>											
External sales	對外銷售	759,994	591,413	399,621	571,732	309,875	229,517	65,614	440,160	3,367,926	-	3,367,926
Inter-segment sales (note)	分類間銷售 (附註)	2,560,472	1,296,606	-	-	148,809	61,027	-	105,081	4,171,995	(4,171,995)	-
Total segment revenue	分類營業額總值	3,320,466	1,888,019	399,621	571,732	458,684	290,544	65,614	545,241	7,539,921	(4,171,995)	3,367,926
<b>RESULTS</b>	<b>業績</b>											
Segment profit	分類盈利	60,860	33,707	33,306	47,819	11,538	14,171	5,466	35,635			242,502
Interest income	利息收入											8,590
Unallocated income	未分配收入											1,473
Unallocated expenses	未分配支出											(210,719)
Finance costs	融資成本											(18,960)
Net gain on disposal of subsidiaries	出售附屬公司之 所得收益淨額											4,694
Profit before taxation	除稅前盈利											27,580

Six months ended 30 June 2013

截至2013年6月30日止6個月

		Hong Kong 香港 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Taiwan 台灣 HK\$'000 千港元	Korea 韓國 HK\$'000 千港元	Sri Lanka 斯里蘭卡 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	Segment total 分類總值 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>營業額</b>											
External sales	對外銷售	751,609	513,496	421,954	517,976	405,458	194,022	118,024	395,450	3,317,989	-	3,317,989
Inter-segment sales (note)	分類間銷售 (附註)	2,493,213	1,490,683	-	-	310,756	36,610	-	79,773	4,411,035	(4,411,035)	-
Total segment revenue	分類營業額總值	3,244,822	2,004,179	421,954	517,976	716,214	230,632	118,024	475,223	7,729,024	(4,411,035)	3,317,989
<b>RESULTS</b>	<b>業績</b>											
Segment profit	分類盈利	66,999	46,144	44,394	54,462	23,931	10,099	12,463	38,519			297,011
Interest income	利息收入											3,343
Unallocated income	未分配收入											20,576
Unallocated expenses	未分配支出											(278,883)
Finance costs	融資成本											(17,119)
Profit before taxation	除稅前盈利											24,928

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

附註：分類間銷售之價格乃參照當時之市場價格而釐定。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 3. REVENUE AND SEGMENT INFORMATION (continued)

Segment profit represents the profit earned by each segment without allocation of central administration costs and other expenses (including non-production related employee benefits expense, directors' emoluments, bank charges, etc.), depreciation and amortisation, interest income, gain on disposal of property, plant and equipment, net gain or loss from derivative financial instruments, finance costs, net gain on disposal of subsidiaries, etc. This is the measure reported to the board of directors of the Company for the purposes of resource allocation and performance assessment.

### 4. FINANCE COSTS

### 3. 營業額及分類資料(續)

分類盈利乃指各分類所賺取的盈利，當中並無計入中央行政成本及其他費用(包括非有關生產之僱員福利支出、董事酬金、銀行費用等)、折舊及攤銷、利息收入、出售物業、機器及設備之收益、衍生金融工具之收益或虧損淨值、融資成本及出售附屬公司之所得收益淨額等。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。

### 4. 融資成本

		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日 HK\$'000 千港元	30 June 2013 2013年 6月30日 HK\$'000 千港元
Finance costs on:	融資成本：		
Bank and other borrowings wholly repayable within five years	須於五年內全數償還之銀行及其他借貸	<b>18,960</b>	17,119

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 5. INCOME TAX

#### 5. 所得稅

		Six months ended	
		截至下列日期止6個月	
		30 June	30 June
		2014	2013
		2014年	2013年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
Current tax:	是期間稅項：		
Hong Kong	香港	-	366
The PRC	中國	4,890	7,635
Other jurisdictions	其他司法地區	1,312	1,193
		<u>6,202</u>	<u>9,194</u>
Over provision in prior years:	過往年度超額撥備：		
Hong Kong	香港	-	(25)
The PRC	中國	(603)	(174)
Other jurisdictions	其他司法地區	(115)	(281)
		<u>(718)</u>	<u>(480)</u>
Over provision for the total tax undercharged in previous years	過往年度少收稅務總額超額撥備	-	(8,040)
Deferred tax:	遞延稅項：		
Hong Kong	香港	7	-
The PRC	中國	5,131	(10,493)
Other jurisdictions	其他司法地區	4,322	194
		<u>9,460</u>	<u>(10,299)</u>
		<u>14,944</u>	<u>(9,625)</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 30 June 2014 截至2014年6月30日止6個月

### 5. INCOME TAX (continued)

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

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%.

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 April 2014.

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

In February 2008, the Hong Kong Inland Revenue Department (the "IRD") initiated a tax audit on the Company and its subsidiaries for the years of assessment from 2001/02 onwards. In March 2008, 2009 and 2010, February 2011, January 2012 and February 2012, notices of estimated additional assessment (the "Protective Assessments") for the years of assessment 2001/02, 2002/03, 2003/04, 2004/05, 2005/06 and 2005/06 in an aggregate amount of HK\$14,352,000, HK\$19,844,000, HK\$18,390,000, HK\$62,834,000, HK\$35,019,000 and HK\$12,343,000, 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. Regarding the Protective Assessments for the year of assessment 2004/05, out of the aggregate amount of HK\$62,834,000, two Protective Assessments of HK\$2,266,000 and HK\$23,194,000 issued to the Company and a Hong Kong subsidiary, respectively, were also in effect alternative assessments to that of the above overseas subsidiary. Regarding the Protective Assessments for the year of assessment 2005/06, out of the aggregate amount of HK\$47,362,000, two Protective Assessments of HK\$1,687,000 and HK\$15,985,000 issued to the Company and a Hong Kong subsidiary, respectively, were also in effect alternative assessments to that of the above overseas subsidiary.

### 5. 所得稅(續)

香港利得稅乃按兩個期間之估計應課稅盈利以16.5%計算。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例,中國附屬公司之稅率為25%。

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2014年4月為止。

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2008年2月,香港稅務局(「稅務局」)就本公司及其附屬公司由2001/02及其後之課稅年度進行一項稅務審查。於2008年3月、2009年3月及2010年3月、2011年2月、2012年1月以及2012年2月,稅務局就2001/02、2002/03、2003/04、2004/05、2005/06及2005/06各課稅年度分別發出合共14,352,000港元、19,844,000港元、18,390,000港元、62,834,000港元、35,019,000港元及12,343,000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2003/04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港元分別發予本公司及一間香港附屬公司實為發予一間海外附屬公司的保障性評稅之交替式的估計評稅。就2004/05課稅年度之保障性評稅合共62,834,000港元之金額,當中兩張保障性評稅金額2,266,000港元及23,194,000港元分別發予本公司及一間香港附屬公司亦實為發予上述海外附屬公司的保障性評稅之交替式的估計評稅。就2005/06課稅年度之保障性評稅合共47,362,000港元之金額,當中兩張保障性評稅金額1,687,000港元及15,985,000港元分別發予本公司及一間香港附屬公司亦實為發予上述海外附屬公司的保障性評稅之交替式的估計評稅。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 5. INCOME TAX (continued)

Objections against the Protective Assessments were lodged. For the years of assessment 2001/02 and 2002/03, full amounts were held over unconditionally. For the years of assessment 2003/04, 2004/05 and 2005/06, amounts were held over on the condition that Tax Reserve Certificates in the amount of HK\$1,600,000, HK\$23,000,000 and HK\$10,000,000 were purchased in May 2010, April 2011 and March 2012, respectively.

During the period ended 30 June 2013, the Group has submitted a settlement proposal, on a complete without prejudice basis, to the IRD in order to finalise the tax audit and the tax provision of the Group for the years of assessment 2001/02 to 2011/12. After negotiations, the Group has finally come up with an agreement with the IRD that the total tax undercharged for the years of assessment 2001/02 to 2011/12 is approximately HK\$33,000,000, and the related interest payable and compound penalty is approximately HK\$9,300,000 in aggregate (collectively referred as "Total Tax Payment"), while the Group has purchased tax reserve certificates totaling HK\$34,600,000 for the aforesaid years of assessment. The Group has then redeemed the tax reserve certificates to offset part of the Total Tax Payment and settle the remaining portion by cash. Since a tax provision of HK\$41,000,000 has been made for the year ended 31 August 2011, the Group has concluded the Total Tax Payment and credited the tax being over-provided during the period ended 30 June 2013.

#### 5. 所得稅(續)

就此項保障性評稅已提出反對，2001/02及2002/03課稅年度之全數金額已獲無條件緩繳，而2003/04、2004/05及2005/06各課稅年度之金額已分別於2010年5月、2011年4月及2012年3月購買1,600,000港元、23,000,000港元及10,000,000港元之儲稅券時獲緩繳。

截至2013年6月30日止期間，本集團已向稅務局提交全面無損權利的和解建議書，以達致完成本集團2001/02至2011/12課稅年度的稅務審查及稅務撥備。經磋商後，本集團最終與稅務局達成協議，同意2001/02至2011/12課稅年度少收稅務總額約33,000,000港元，及應付相關利息及累計罰款合共約為9,300,000港元（統稱為「總稅款」），而本集團已就上述課稅年度購買合共34,600,000港元之儲稅券。因此，本集團已贖回儲稅券以抵銷部分總稅款，並以現金償付餘下部分。由於截至2011年8月31日止年度已作出稅務撥備41,000,000港元，本集團於截至2013年6月30日止期間總結總稅款及計入稅項超額撥備。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 6. PROFIT FOR THE PERIOD

### 6. 是期間盈利

		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日 HK\$'000 千港元	30 June 2013 2013年 6月30日 HK\$'000 千港元
Profit for the period has been arrived	是期間盈利		
at after charging:	已扣減下列各項：		
Amortisation of other intangible assets	其他無形資產之攤銷	1,561	-
Release of prepaid lease payments	預付租賃款項轉出	1,305	1,304
Depreciation of investment properties	投資物業之折舊	925	55
Depreciation of property, plant and equipment	物業、機器及設備之折舊	100,687	139,688
Net exchange losses #	匯兌虧損淨值#	-	12,950
Net loss from derivative financial instruments #	衍生金融工具之虧損淨值#	33,190	-
Employee benefits expense (including directors' emoluments)	僱員福利支出(包括董事酬金)	462,435	459,151
and after crediting:	及已計入下列各項：		
Gain on disposal of property, plant and equipment #	出售物業、機器及設備之收益#	84	424
Interest income *	利息收入*	8,590	3,343
Net rental income from investment properties *	投資物業之租金收入淨值*	2,779	1,078
Net exchange gain #	匯兌收益淨值#	3,502	-
Net gain from derivative financial instruments #	衍生金融工具之收益淨值#	-	18,849

\* Included in other income

# Included in other gains and losses

\* 包括在其他收入內

# 包括在其他收益及虧損內

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 7. DIVIDENDS

#### 7. 股息

		Six months ended	
		截至下列日期止6個月	
		30 June	30 June
		2014	2013
		2014年	2013年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
Dividend recognised as distribution during the period:	是期間已確認為分派之股息：		
2013 final dividend of HK2 cents (2012 final dividend: Nil) per share	2013年末期股息每股2港仙 (2012年末期股息：零)	<b>24,061</b>	-

No interim dividend in respect of the six months ended 30 June 2014 has been proposed by the directors of the Company (Six months ended 30 June 2013: Nil).

本公司董事並無建議派付截至2014年6月30日止6個月之中期股息(截至2013年6月30日止6個月：零)。

The final dividend of HK2 cents per share in respect of the year ended 31 December 2013, amounting to approximately HK\$24,061,000 (2012 final dividend: Nil) in total, has been approved in the annual general meeting and paid after interim period.

截至2013年12月31日止年度之末期股息每股2港仙，合共約24,061,000港元(2012年末期股息：零)已於股東週年大會上獲批准，並已於中期後支付。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 8. EARNINGS PER SHARE

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

### 8. 每股盈利

本公司擁有人應佔每股基本盈利及攤薄盈利乃根據下列數據計算：

		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日 HK\$'000 千港元	30 June 2013 2013年 6月30日 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit for the period attributable to owners of the Company for the purposes of basic earnings and diluted earnings per share	就計算每股基本盈利及攤薄盈利所用之本公司擁有人應佔是期間盈利	<b>14,383</b>	31,160
		Six months ended 截至下列日期止6個月	
		30 June 2014 2014年 6月30日	30 June 2013 2013年 6月30日
<b>Number of shares</b>	<b>股份數目</b>		
Number of ordinary shares for the purposes of basic earnings and diluted earnings per share	就計算每股基本盈利及攤薄盈利所用之普通股數目	<b>1,203,046,960</b>	1,203,046,960

The computation of diluted earnings per share for the six months ended 30 June 2014 and 30 June 2013 does not assume the exercise of the Company's outstanding share options because the adjusted exercise prices of those options calculated in accordance with HKAS 33 "Earnings Per Share" are higher than the average market price of the shares for the period.

由於根據香港會計準則第33號「每股盈利」計算，本公司尚未行使購股權之經調整行使價高於股份於期間之平均市價，因此計算截至2014年6月30日及2013年6月30日止6個月期間之每股攤薄盈利時並無假設該等購股權已獲行使。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

The Group incurred expenditure of HK\$93,556,000 during the six-months ended 30 June 2014 (six months ended 30 June 2013: HK\$22,553,000) on property, plant and equipment and other intangible assets to expand and upgrade the Group's manufacturing facilities.

#### 10. INVESTMENT IN LIFE INSURANCE POLICIES

In prior period, the Group entered into contracts with two insurance companies which contain life insurance policies to insure against the death of certain key members of management of the Group, with an aggregate insured sum of approximately US\$18.8 million (equivalent to approximately HK\$145.8 million). Under these contracts, the beneficiary and policy holder is the Company. The Company has made upfront payments of HK\$36,178,000 in prior period. The monthly insurance costs and administrative charges determined by the insurance companies will be deducted from the account value. The insurers will declare interest (including the guaranteed interest) to the Company on a monthly basis, based on the amount of account value, at a rate to be determined at their own discretion. Two of the key members left the Group on 7 December 2012 and 1 May 2013, the Group is in the process of changing the life insured person to other key member(s).

#### 11. INVENTORIES

#### 9. 物業、機器及設備以及其他無形資產之變動

本集團於截至2014年6月30日止6個月，為擴大及增強本集團之生產設施而用於物業、機器及設備以及其他無形資產的開支為93,556,000港元（截至2013年6月30日止6個月：22,553,000港元）。

#### 10. 人壽保險保單之投資

於過往期間，本集團與兩間保險公司訂立合約，當中包含人壽保險保單，為本集團若干名主要管理層成員之身故事宜投保，投保金額合共約為18,800,000美元（相等於約145,800,000港元）。根據該等合約，受益人及保單持有人為本公司。本公司於過往期間已支付預付款項36,178,000港元。每月支付的保費及保險公司釐定的行政費用將從賬戶價值中扣除。保險公司每月可根據賬戶價值按其酌情決定之利率向本公司宣派利息（包括保證利息）。本集團2名主要成員於2012年12月7日及2013年5月1日辭任，本集團正在將受保人更改為其他主要成員。

#### 11. 存貨

		At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Spare parts	備件	69,045	70,657
Raw materials	原料	640,690	829,755
Work in progress	半製品	350,085	334,255
Finished goods	製成品	389,250	402,105
		1,449,070	1,636,772

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 12. TRADE AND BILLS RECEIVABLES/PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

The Group allows a credit period ranging from 30 days to 60 days to its trade customers. The following is an aging analysis of trade and bills receivables based on the payment due date net of allowance for doubtful debts:

### 12. 營業及票據應收款項／預付款項、按金及其他應收款項

本集團提供平均30天至60天數期予其營業客戶。營業及票據應收款項根據付款到期日(經扣除呆賬撥備)的賬齡分析如下:

		At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Not yet due	未到期	959,420	838,616
Overdue 1 – 30 days	逾期1-30天	215,262	214,253
Overdue 31 – 60 days	逾期31-60天	42,223	101,191
Overdue > 60 days	逾期超過60天	135,915	111,875
		<u>1,352,820</u>	<u>1,265,935</u>

Other receivables as at 30 June 2014 represented value-added tax recoverable of HK\$37,368,000 (31 December 2013: HK\$36,816,000) and prepayments, deposits and other receivables of HK\$108,560,000 (31 December 2013: HK\$154,330,000).

於2014年6月30日，其他應收款項乃指可收回增值稅37,368,000港元(2013年12月31日：36,816,000港元)及預付款項、按金及其他應收款項108,560,000港元(2013年12月31日：154,330,000港元)。

### 13. TRADE AND BILLS PAYABLES/OTHER PAYABLES AND ACCRUALS

### 13. 營業及票據應付款項／其他應付款項及應計費用

		At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Trade payables	營業應付款項	606,801	515,406
Bills payables	票據應付款項	235,012	486,375
		<u>841,813</u>	<u>1,001,781</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 30 June 2014 截至2014年6月30日止6個月

#### 13. TRADE AND BILLS PAYABLES/OTHER PAYABLES AND ACCRUALS (continued)

The following is an aging analysis of trade payables based on the payment due date:

		At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Not yet due	未到期	492,142	458,408
Overdue 1 – 30 days	逾期1-30天	90,719	42,833
Overdue 31 – 60 days	逾期31-60天	12,007	6,450
Overdue > 60 days	逾期超過60天	11,933	7,715
		<u>606,801</u>	<u>515,406</u>

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

Other payables and accruals as at 30 June 2014 represented other payables of HK\$120,555,000 (31 December 2013: HK\$123,971,000) and accruals of HK\$175,870,000 (31 December 2013: HK\$215,828,000).

#### 14. BANK AND OTHER BORROWINGS

During the current interim period, the Group obtained new bank and other borrowings of HK\$1,247,197,000 (Six months ended 30 June 2013: HK\$1,005,573,000) and made repayments of HK\$1,254,421,000 (Six months ended 30 June 2013: HK\$1,275,594,000). These bank borrowings obtained and repaid are mainly denominated in Hong Kong dollar and US dollar. The bank borrowings raised were mainly used to repay the existing bank borrowings or as working capital of the Group.

#### 13. 營業及票據應付款項／其他應付款項及應計費用(續)

營業應付款項按付款到期日之賬齡分析如下：

於報告期終，本集團之所有票據應付款項均未到期。

於2014年6月30日，其他應付款項及應計費用指其他應付款項120,555,000港元（2013年12月31日：123,971,000港元）及應計費用175,870,000港元（2013年12月31日：215,828,000港元）。

#### 14. 銀行及其他借貸

於本中期期間，本集團取得新銀行及其他借貸1,247,197,000港元（截至2013年6月30日止6個月：1,005,573,000港元）及已償還1,254,421,000港元（截至2013年6月30日止6個月：1,275,594,000港元），該等已取得及已償還之銀行借貸主要以港元及美元計值。所籌集之銀行借貸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。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 14. BANK AND OTHER BORROWINGS (continued)

The borrowings mainly carry floating interest at the weighted average effective interest rate of 2.46% (31 December 2013: 2.54%) per annum and are repayable by installments over a period from one to three years. Except for borrowings of HK\$68,272,000 (31 December 2013: HK\$88,278,000) which are secured by certain life insurance policies as detailed in note 10, all other borrowings are unsecured.

### 15. CAPITAL AND RESERVES

#### (a) Share Capital

As at 31 December 2013, 1,400,000,000 ordinary shares, with par value of HK\$0.20 each were authorised for issue. Under the new Hong Kong Companies Ordinance (Cap. 622), which commenced operation on 3 March 2014, the concepts of "authorised share capital" and "par value" no longer exist. As part of the transition to the no-par value regime, the amounts standing to the credit of the share premium account and the capital redemption reserve on 3 March 2014 have become part of the company's share capital, under the transitional provisions set out in section 37 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622). These changes do not have an impact on the number of shares in issue or the relative entitlement of any of the members.

Movements of the Company's ordinary shares are set out below:

### 14. 銀行及其他借貸(續)

有關借貸主要按浮息以加權平均實際年利率2.46% (2013年12月31日: 2.54%) 計算利息, 並須於介乎1年至3年期間內分期償還。除附註10所詳述以若干人壽保險保單抵押之借貸68,272,000港元(2013年12月31日: 88,278,000港元)外, 所有其他借貸均為無抵押。

### 15. 資本及儲備

#### (a) 股本

於2013年12月31日, 1,400,000,000股每股面值0.20港元之普通股獲授權發行。根據於2014年3月3日開始生效之新香港公司條例(第622章), 「法定股本」及「面值」之概念不再存在。為過渡至無面值制度, 於2014年3月3日股份溢價及資本贖回儲備之貸方餘額, 已根據新香港公司條例(第622章)附表11第37條所載之過渡性條文成為本公司股本之一部分。上述變動對已發行股份數目或任何股東之相對權利並無影響。

本公司之普通股變動載列如下:

		At 30 June 2014 於2014年6月30日		At 31 December 2013 於2013年12月31日	
		No. of shares 股份數目	HK\$'000 千港元	No. of shares 股份數目	HK\$'000 千港元
<b>Ordinary shares, issued and fully paid:</b>	普通股, 已發行及繳足股本:				
At 1 January	於1月1日	1,203,046,960	240,609	1,203,046,960	240,609
Transfer from share premium and capital redemption reserve upon abolition of par value under the new Hong Kong Companies Ordinance effective on 3 March 2014	根據於2014年3月3日生效之新香港公司條例, 就廢除股份面值由股份溢價及資本贖回儲備之調撥	-	621,602	-	-
At 30 June/31 December	於6月30日/12月31日	1,203,046,960	862,211	1,203,046,960	240,609

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 15. CAPITAL AND RESERVES (continued)

##### (b) Share premium and capital redemption reserves

Prior to 3 March 2014, the application of the share premium account and the capital redemption reserve was governed by sections 48B and 49H respectively of the predecessor Hong Kong Companies Ordinance (Cap. 32). In accordance with the transitional provisions set out in section 37 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622), on 3 March 2014 any amount outstanding to the credit of the share premium account and the capital redemption reserve has become part of the company's share capital (see note 15(a)). The use of share capital as from 3 March 2014 is governed by the new Hong Kong Companies Ordinance (Cap. 622).

#### 15. 資本及儲備(續)

##### (b) 股份溢價及資本贖回儲備

於2014年3月3日前，股份溢價及資本贖回儲備之應用分別受前香港公司條例(第32章)第48B條及第49H條所監管。根據新香港公司條例(第622章)附表11第37條所載之過渡性條文，於2014年3月3日股份溢價及資本贖回儲備之貸方餘額已成為本公司股本之一部分(參看附註15(a))。於2014年3月3日之後股本之應用受新香港公司條例(第622章)所監管。

#### 16. CAPITAL COMMITMENTS

#### 16. 資本承擔

		At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:	已簽約但於簡明綜合財務報表未有作出撥備之資本開支：		
– acquisition of property, plant and equipment	– 購買物業、機器及設備	53,114	86,950
– additions to intangible assets	– 添置無形資產	385	14,909
		<u>53,499</u>	<u>101,859</u>
Capital expenditure authorised but not contracted for in respect of:	已批准但未簽約的資本開支：		
– acquisition of property, plant and equipment	– 購買物業、機器及設備	86,232	122,418
– additions to intangible assets	– 添置無形資產	–	314
		<u>86,232</u>	<u>122,732</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 30 June 2014 截至2014年6月30日止6個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

#### The 2002 Scheme

The Company has a share option scheme (the “2002 Scheme”), which was adopted by the Company at the extraordinary general meeting held on 25 January 2002 and early terminated on 20 January 2011. The primary purpose of the 2002 Scheme is to provide the Company with a flexible mean of giving incentives to, rewarding, remunerating, compensating and/or providing benefits to the employees and for such other purposes as the board of directors of the Company may approve from time to time.

#### The 2011 Scheme

On 20 January 2011, the Company adopted a new share option scheme (the “2011 Scheme”) pursuant to a resolution passed at the extraordinary general meeting held on the same date. The 2011 Scheme will expire on 20 January 2021.

The terms and conditions of the 2011 Scheme are basically the same as those of the 2002 Scheme except that the eligible participants of the 2011 Scheme include, among others, directors and full-time or part-time employees whereas the eligible participants of the 2002 Scheme cover only directors and full-time employees.

### 17. 以股份為基礎之付款交易

#### 2002年計劃

本公司擁有一項購股權計劃(「2002年計劃」)，乃由本公司於2002年1月25日舉行之股東特別大會上採納並於2011年1月20日提前終止。2002年計劃的主要目的為讓本公司可向僱員給予鼓勵、獎賞、報酬、補償及／或提供福利及就本公司董事會不時批准的其他目的而言提供一個靈活方式。

#### 2011年計劃

於2011年1月20日，本公司根據於同日舉行之股東特別大會上通過之一項決議案採納一項新購股權計劃(「2011年計劃」)。2011年計劃將於2021年1月20日屆滿。

2011年計劃之條款及條文基本上與2002年計劃相同，惟2011年計劃之合資格參與者包括(其中包括)董事及全職或兼職僱員，而2002年計劃之合資格參與者僅包括董事及全職僱員。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 17. SHARE-BASED PAYMENT TRANSACTIONS (continued)

The following table discloses movements of the Company's share options granted under the 2002 Scheme and the 2011 Scheme during the period.

#### 17. 以股份為基礎之付款交易(續)

下表披露本公司於是期間根據2002年計劃及2011年計劃已授出購股權之變動情況。

	Scheme	Date of grant	Exercise price	Outstanding at 1 January 2014 於2014年1月1日 尚未行使	Forfeited during the period 期內已沒收	Outstanding at 30 June 2014 於2014年6月30日 尚未行使
	計劃	授出日期	行使價			
Category 1: Directors 第1類：董事	2002 2002年	17 September 2010 2010年9月17日	HK\$1.29 1.29港元	4,600,000	-	4,600,000
	2011 2011年	18 August 2011 2011年8月18日	HK\$1.21 1.21港元	6,600,000	-	6,600,000
				11,200,000	-	11,200,000
Category 2: Employees 第2類：僱員	2002 2002年	17 September 2010 2010年9月17日	HK\$1.29 1.29港元	4,600,000	-	4,600,000
	2011 2011年	18 May 2011 2011年5月18日	HK\$1.91 1.91港元	2,448,000	(204,000)	2,244,000
	2011 2011年	18 August 2011 2011年8月18日	HK\$1.21 1.21港元	8,300,000	(750,000)	7,550,000
				15,348,000	(954,000)	14,394,000
Two categories 兩類別合共				26,548,000	(954,000)	25,594,000
Exercisable at the end of the period 於期結時 可予行使				8,846,000		11,768,000

Further details of the exercisable period of the options granted are set out in the 2013 annual report.

有關已授出購股權之行使期間之進一步詳情已載於2013年年報內。

The Group recognised the total expense of HK\$955,000 (Six months ended 30 June 2013: net reversal of HK\$1,701,000) for the current interim period in relation to share options granted by the Company.

本集團於本中期期間已就本公司授出之購股權確認總開支955,000港元(截至2013年6月30日止6個月：淨撥回1,701,000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 30 June 2014 截至2014年6月30日止6個月

### 18. FINANCIAL INSTRUMENTS

#### Fair value

#### (i) Financial instruments not measured at fair value

Financial instruments not measured at fair value include cash and cash equivalents, trade and bills receivables, other receivables, amounts due from/to subsidiaries, trade and bills payables, other payables, amounts due to non-controlling shareholders, bank overdrafts, financial guarantees issued and bank and other borrowings.

Due to their short term nature, the carrying value of cash and cash equivalents, trade and bills receivables, other receivables, trade and bills payables, other payables and bank overdrafts approximates fair value.

The directors consider that the carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values except for derivative financial instruments and investment in life insurance policies.

#### (ii) Financial instruments measured at fair value

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified and is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 18. 金融工具

#### 公平價值

#### (i) 並非以公平價值計量之金融工具

並非以公平價值計量之金融工具包括現金及等同現金項目、營業及票據應收款項、其他應收款項、附屬公司欠款／欠附屬公司款項、營業及票據應付款項、其他應付款項、欠非控股股東款項、銀行透支、已發出的財務擔保以及銀行及其他借貸。

由於屬短期性質，現金及等同現金項目、營業及票據應收款項、其他應收款項、營業及票據應付款項、其他應付款項及銀行透支的賬面值與其公平價值相若。

董事認為除衍生金融工具和人壽保險保單之投資外，本集團按成本或攤銷成本列值的金融工具的賬面值與彼等的公平價值並無重大差異。

#### (ii) 以公平價值計量之金融工具

##### 公平價值架構

下表呈列按經常性基準於報告期終計量的本集團金融工具的公平價值，並按香港財務報告準則第13號「公平價值計量」所界定的3級公平價值層級分類。公平價值層級的分類及釐定乃根據估值技術所使用輸入參數的可觀察性及重要性作出，詳情如下：

- 第1級估值：公平價值僅使用第1級輸入參數計量，即相同資產或負債於計量日期在活躍市場中的未經調整報價。
- 第2級估值：公平價值乃使用第2級輸入參數計量，即不符合第1級標準的可觀察輸入參數，且不會使用不可觀察的重大輸入參數。不可觀察輸入參數為並無市場數據可作參考者。
- 第3級估值：公平價值乃使用重大不可觀察輸入參數計量。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註 (續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 18. FINANCIAL INSTRUMENTS (continued)

##### Fair value (continued)

##### (ii) Financial instruments measured at fair value (continued)

##### Fair value hierarchy (continued)

At the end of the reporting period, all of the Group's investment in life insurance policies and derivative financial instruments are grouped into Level 2 category.

There were no transfers between the three Levels during both periods.

##### Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of derivative financial instruments are calculated using generally accepted pricing models based on quoted forward exchange rates and discounted cash flow analysis based on the applicable yield curves of interest rates provided by counterparty financial institutions.

The fair value of investment in life insurance policies is determined based on account value as stated in cash surrender value statement issued by insurers.

#### 19. DISPOSAL OF SUBSIDIARIES

During the current interim period, the Group sold its 70% equity interests in 東莞欣潤水務有限公司 to an independent third party, at an aggregate consideration of RMB18,858,000 (equivalent to HK\$23,743,000). In addition, the Group sold its 100% equity interests in Cadicol Management Consultants Limited to Mr. HA Kam On, Victor (Executive Director of the Company), at an aggregate consideration of HK\$1,673,000.

東莞欣潤水務有限公司 is engaged in construction and managing of sewage treatment plant and Cadicol Management Consultants Limited continues to hold a corporate club debenture.

#### 18. 金融工具 (續)

##### 公平價值 (續)

##### (ii) 以公平價值計量之金融工具 (續)

##### 公平價值架構 (續)

於報告期終，本集團所有人壽保險保單之投資及衍生金融工具均歸類為第2級別。

於兩個期間內並無於3個級別之間作出轉撥。

第2級公平價值計量所使用的估值技術及輸入參數衍生金融工具的公平價值乃按公認定價模式，並根據對手方財務機構所報的遠期匯率及按其所提供的適用利率收益曲線所釐定的貼現現金流量分析基準而計算。

於人壽保險保單之投資的公平價值乃根據保險公司所簽發的保單現金價值表所列的賬戶價值計算。

#### 19. 出售附屬公司

於本中期期間，本集團出售其於東莞欣潤水務有限公司之70%股權予1名獨立第三方，總代價為人民幣18,858,000元（相等於23,743,000港元）。此外，本集團出售其於Cadicol Management Consultants Limited之100%股權予夏錦安先生（本公司執行董事），總代價為1,673,000港元。

東莞欣潤水務有限公司從事污水處理廠的建設及管理，而Cadicol Management Consultants Limited持續持有企業會所債券。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 19. DISPOSAL OF SUBSIDIARIES (continued)

The net assets of these disposed subsidiaries and effects on cash flows of the Group at the respective dates of disposal were as follows:

### 19. 出售附屬公司(續)

該等已出售之附屬公司於各自出售日期之資產淨值及對本集團現金流量之影響如下:

		Cadicol Management Consultants Limited		Six months ended 截至下列日期止6個月	
		東莞欣潤水務有限公司	東莞欣潤水務有限公司	30 June 2014 2014年6月30日	30 June 2013 2013年6月30日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Cash consideration</b>	現金代價	1,673	23,743	<b>25,416</b>	-
Analysis of assets and liabilities over which control was lost:	對已失去控制權之資產及負債之分析:				
Bank balances and cash	銀行結餘及現金	-	1,843	<b>1,843</b>	-
Trade and other receivables	營業及其他應收款項	195	48,788	<b>48,983</b>	-
Trade and other payables	營業及其他應付款項	-	(12,465)	<b>(12,465)</b>	-
Net assets disposed of	所出售之資產淨值	195	38,166	<b>38,361</b>	-
Net gain on disposal of subsidiaries:	出售附屬公司之所得收益淨額:				
Consideration	代價	1,673	23,743	<b>25,416</b>	-
Net assets disposed of	所出售之資產淨值	(195)	(38,166)	<b>(38,361)</b>	-
Fair value of 30% interest retained	所保留30%權益之公平價值	-	16,204	<b>16,204</b>	-
Translation reserve released	撥回匯兌儲備	-	1,435	<b>1,435</b>	-
		1,478	3,216	<b>4,694</b>	-
Net cash inflow arising on disposal:	出售時所產生的現金流入淨額:				
Cash consideration	現金代價	1,673	23,743	<b>25,416</b>	-
Less: bank balances and cash disposed of	減: 所出售的銀行結餘及現金	-	(1,843)	<b>(1,843)</b>	-
		1,673	21,900	<b>23,573</b>	-

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

#### 20. RELATED PARTY DISCLOSURES

##### (a) Related party balance

Details of the Group's transaction and outstanding balances with related parties are set out in note 19 and as follows respectively:

	At 30 June 2014 於2014年 6月30日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元
Amounts due to non-controlling shareholders 欠非控股股東款項	<b>80,100</b>	80,100

The amounts are unsecured, interest-free and repayable on demand.

#### 20. 關聯人士的披露

##### (a) 關聯人士的結餘

本集團與關聯人士的交易及結餘詳情載列於附註19並分別列示如下：

有關款項為無抵押、免息及應要求償還。

##### (b) Compensation of key management personnel

The remuneration of directors and key management during the period is as follows:

##### (b) 主要管理人員的補償

是期間董事及主要管理人員的薪酬如下：

	Six months ended 截至下列日期止6個月	
	30 June 2014 於2014年 6月30日 HK\$'000 千港元	30 June 2013 於2013年 12月31日 HK\$'000 千港元
Short-term benefits 短期福利	<b>6,888</b>	4,275
Post-employment benefits 離職後福利	<b>51</b>	236
Equity-settled share-based payments 以權益結算以股份為基礎之付款	<b>439</b>	608
	<b>7,378</b>	5,119

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2014 截至2014年6月30日止6個月

### 20. RELATED PARTY DISCLOSURES (continued)

#### (c) Transactions with other state-owned entities in the PRC

The Group operates in an economic environment currently predominated by enterprises directly or indirectly owned, jointly controlled or significantly influenced by the PRC government (collectively the “state-owned entities”). The Company’s directors consider that state-owned entities are independent third parties so far as the Group’s business transactions with them are concerned.

During the period, the Group had transactions with other state-owned entities including, but not limited to, the sales of finished goods, purchases of raw materials/utilities and transactions with state-owned banks.

The sales of finished goods and purchase of raw materials/utilities to these state-owned entities are individually not significant. In addition, approximately 54% and 46% (31 December 2013: 48% and 39% respectively) of the Group’s bank balances (including short-term bank deposits) and borrowings are placed/arranged with state-owned banks as at 30 June 2014.

### 20. 關聯人士的披露(續)

#### (c) 與其他中國國有實體進行的交易

本集團經營所在的經濟環境現時主要由中國政府直接或間接擁有、共同控制或可對其行使重大影響力的實體(統稱「國有實體」)主導。本公司董事認為,至今曾與本集團進行商業交易的國有實體均為獨立第三方。

於期內,本集團曾與其他國有實體進行交易,包括但不限於銷售製成品、購買原料/水電,以及與國有銀行間的交易。

向該等國有實體銷售製成品及購買原料/水電的個別交易並非重大。此外,於2014年6月30日,本集團的銀行結餘(包括短期銀行存款)及借款中分別有約54%及46%(2013年12月31日:分別為48%及39%)為存放於國有銀行/由國有銀行安排。



## BUSINESS REVIEW 業務回顧

During the first half of 2014, the GDP growth of the U.S., which is the Group's major target market, recorded a reduction of 2.1% in the first quarter, being the largest decline since 2009. The decrease was mainly attributable to weaker consumer sentiment due to extremely cold weather, and lower-than-expected employment rate, coupled with the Federal Reserve System's continued tampering of Quantitative Easing (which had last for years). It is expected that the GDP growth of the U.S. rebounded to around 4% in the second quarter, which indicated that the U.S. economy was gradually coming out of difficulty and embracing a brighter prospect. In terms of other major markets, the economy of Europe had been showing a mild recovery in the first half of the year, and the China economy maintained the trend of "Seeking progress through stability" with microstimulation policies in place. Amidst a relatively stable environment for international and PRC apparel consumer markets, the turnover of the Group improved as compared to corresponding period of last year.

Impacted by the adjustment of cotton reserve policy in mainland China, the yarn price kept coming down in the first half of the year and had dampened the procurement sentiment of the downstream fabrics enterprises, which in turns increased the cost of short term turnover of raw material inventories of the Group.

Meanwhile, the substantial depreciation of RMB, which fell 2.6% in the first quarter against the U.S. dollar and did not stabilise until June, also had a negative impact on the Group.

In view of the reasons aforementioned, the Group's overall gross profits in the first half of 2014 were lower than that of the corresponding period in 2013, although our turnover increased as compared to the corresponding period of last year and a series of measures were constantly adopted by the Group to reduce operating and management costs, together with the efforts in optimizing the management structure and operational processes.

### Production and Sales of Dyed Fabrics, Sewing Threads and Yarns

The Group's production capacity among four fabric mills in both China and Sri Lanka remained at approximately 25 million pounds of fabric dyeing per month which is basically the same level compared with last year.

For the period under review, the Group's core business, production and sales of dyed fabrics, sewing threads and yarns, generated revenue of approximately HK\$2,872,472,000 and accounted for 85.3% of the Group's total revenue.

於2014年上半年，作為集團主要目標市場的美國第1季度國內生產總值縮減2.1%，是2009年以來最大跌幅。下跌的主要原因是嚴寒氣候導致美國民眾消費意欲疲弱及就業情況未如理想，加上美國聯邦儲備局不斷縮減持續數年的量化寬鬆政策。預期第2季度國內生產總值才「反彈」到4%左右的水平，顯示美國經濟逐漸步出寒冬，前景轉佳。其他主要市場方面，歐洲經濟上半年緩慢復甦，而中國經濟政策在微刺激中，維持了「穩中求進」的方向，在國際及國內服裝消費市場相對平穩的大環境下，集團的營業額較去年同期有所提升。

上半年受內地棉花儲備政策調整的影響，棉紗價格一直下跌，抑制了下游面料企業的採購意願，使得集團短期原料周轉庫存成本有所上升。

另一方面，人民幣匯率在首季度出現大幅貶值，離岸美元兌人民幣匯率貶值幅度達2.6%，該匯率至6月份方趨於穩定，亦對集團造成負面影響。

鑒於上述原因，儘管集團在經營和管理上繼續堅持採取降低成本、控制費用等一系列措施，並優化管理架構和運營流程，2014年上半年營業額雖然較去年同期有所增長，但集團整體毛利水平仍不及2013年同期。

### 製造及銷售色布、縫紉線及紗

集團位於中國大陸和斯里蘭卡的4家面料工廠的印染能力維持在每月約2千5百萬磅，與去年同期相比基本持平。

在回顧期內，集團核心業務－製造及銷售色布、縫紉線及紗的營業額達到約2,872,472,000港元，佔集團營業額總值的85.3%。

## BUSINESS REVIEW (continued) 業務回顧(續)

### Production and Sales of Garments

Revenue from the production and sales of garments for the first half of 2014 was approximately HK\$495,454,000 and accounted for 14.7% of the Group's total revenue.

### 製造及銷售成衣

2014年上半年製造及銷售成衣的營業額約為495,454,000港元，佔集團營業額總值的14.7%。

### Dividend

In view of the current business and financial situation of the Group, the Board has resolved not to pay any interim dividend for the six months ended 30 June 2014.

### 股息

鑒於集團現時的業務和財務狀況，董事會決定就截至2014年6月30日止6個月內不予派發任何中期股息。

### Awards & Certifications

Our awards and certificates accredited during the first half of 2014 are as follows:

### 獎項及認證

在2014年上半年，集團所獲獎項及認證如下：

No. 文件序號	Name of Award/Certification 獎項／認證名稱	Typ of Doc. 文件類型	Date of Issue 頒發日期	Issued by 發出單位
<b>Jiangyin Fuhui Textiles Limited</b> 江陰福匯紡織有限公司				
1	2013 Award for Building Ecological Civilization* 2013年度生態文明建設獎	Award 獎牌	2014/1	Jiangyin High-tech Industrial Development Committee of PRC* 中共江陰高新技術產業開發區工作委員會 Administration Committee of Jiangyin High-tech Industrial Development Zone* 江陰高新技術產業開發區管理委員會
2	2013 Outstanding Enterprise of Foreign Investment* 2013年度外商投資先進企業	Trophy 獎盃	2014/1	Jiangyin High-tech Industrial Development Committee of PRC* 中共江陰高新技術產業開發區工作委員會 Administration Committee of Jiangyin High-tech Industrial Development Zone* 江陰高新技術產業開發區管理委員會
3	2013 Outstanding Enterprise of Environment Protection* 2013年度環境保護先進集體	Award 獎牌	2014/1	Administration Committee of Jiangyin High-tech Industrial Development Zone* 江陰高新技術產業開發區管理委員會
4	2013 Top100 Star Enterprise* 2013年度百強名星企業	Award 獎牌	2014/2	The People's Government of Jiangyin 江陰市人民政府
5	Top 10 Caring Enterprise 十佳示範企業關工委	Award 獎牌	2014/3	Committee of caring for the next generation of Jiangyin 江陰市關心下一代工作委員會

**BUSINESS REVIEW (continued) 業務回顧 (續)**

No. 文件序號	Name of Award/Certification 獎項／認證名稱	Typr of Doc. 文件類型	Date of Issue 頒發日期	Issued by 發出單位
6	2013 Safety Enterprise Model* 2013年度安全文化建設示範企業	Award 獎牌	2014/3	Production Safety Committee of Jiangyin City Government* 江陰市人民政府安全生產委員會
7	Workers Vanguard* 工人先鋒號	Award 獎牌	2014/4	Jiangyin Federation of Trade Union* 江陰市總工會
8	2013 Outstanding Basic Party Organization* 2013年度先進基層黨組織	Award 獎牌	2014/6	Jiangyin High-tech Industrial Development Committee of PRC* 中共江陰高新區工作委員會
9	Organic Content Standard (OCS) 有機含量標準	Certification 證書	12/3/2014	The Institute for Marketecology (IMO) 瑞士生態市場研究所
10	Global Organic Textile Standard (GOTS) 全球有機紡織品標準(GOTS)	Certification 證書	12/3/2014	The Institute for Marketecology (IMO) 瑞士生態市場研究所
11	Oeko-Tex Standard 100	Certification 證書	8/11/2013	Swiss Textile Testing Institute
<b>Yancheng Fuhui Textiles Limited 鹽城福匯紡織有限公司</b>				
12	5.1 Labor Certificates of Yancheng City* 鹽城市五一勞動獎狀	Award 獎牌	2014/4	Yancheng City Federation of Trade Union* 鹽城市總工會
13	Oeko-Tex Standard 100	Certification 證書	15/5/2014	Swiss Textile Testing Institute
<b>Dongguan Shatin Lake Side Textiles Printing &amp; Dyeing Co., Ltd. 東莞沙田麗海紡織印染有限公司</b>				
14	Excellent Export Textiles Enterprise* 優秀出口紡織企業	Award 獎牌	2013/12	Guangdong Province Textile Association 廣東省紡織協會
15	Oeko-Tex Standard 100	Certification 證書	2014/4	Swiss Textile Testing Institute

\* English names are only translation of their official Chinese names. In case of inconsistencies, the Chinese name shall prevail.

\* 英文名稱僅為官方中文名稱之譯文。倘有歧異，概以中文名稱為準。

## OUTLOOK 展望

Looking forward to the second half of 2014, the economies and consumer markets in the U.S. and Europe are facing uncertain economic prospects, while the requirement was clearly stated in an executive meeting of State Council of the PRC held in May to strengthen the implementation of “Targeted RRR cuts” with the aim to achieve the annual growth target for the China economy which is favorable for textiles market. In overall, the Group will proactively confront its business prospect.

The challenges that the Group is facing in the second half of the year include the fluctuations in prices of raw material and exchange rate of RMB, concerns about more stringent environmental requirements by the PRC government and the continued rising labour costs. The Group will monitor closely the market conditions and upcoming sourcing plan of our customers while adjusting our operating and sales strategies, expanding the research and development of new products so as to enhance the Group’s competitiveness, proactively pursue business opportunities and maintain our leading position in the industry.

With the expected instability of the overall global economy but our continuing effort in operational enhancements, we will do our best to achieve the Group’s annual budget target and create greater value for our shareholders in the long run.

展望2014年下半年，預計美國與歐洲經濟前景尚未明朗。另一方面，中國國務院常務會議在5月份明確要求加大「定向降准」措施的力度，務求達到全年中國經濟發展目標，對紡織品市場帶來正面訊息。整體而言，集團對營商前景態度積極。

下半年集團面臨的挑戰主要來自原材料價格及人民幣匯率等波動，以及關注到中國政府對環保之嚴格要求及人力成本之上漲，集團將密切跟蹤市場狀況和客戶未來的採購安排，從而調整經營運作和銷售策略，開拓新產品之研發，以增加集團競爭優勢，努力把握每個業務機遇，保持集團於行業的領先地位。

在預期環球整體經濟不穩定，但集團不斷追求改善營運效率下，集團將儘最大努力，務求完成全年預算目標，為股東創造更高的長遠價值。

## FINANCIAL REVIEW 財務回顧

The key operating and financial indicators of the Group for the six months ended 30 June 2014 are set out below:

本集團截至2014年6月30日止6個月之主要經營及財務指標呈列如下：

		For the 6 months ended 30 June 2014 截至 2014年6月30日 止6個月	For the 6 months ended 30 June 2013 截至 2013年6月30日 止6個月
<b>Income Statement Items</b>	<b>收益表項目</b>		
(All amounts in HK\$ thousands unless otherwise stated)	(除特別註明外所有金額均以千元港幣列示)		
Revenue	營業額	<b>3,367,926</b>	3,317,989
Gross Profit	毛利	<b>327,976</b>	359,995
EBITDA	息稅前利潤加折舊及攤銷	<b>151,018</b>	183,094
Profit for the period	是期間盈利	<b>12,636</b>	34,553
Profit attributable to owners of the Company	本公司擁有人應佔盈利	<b>14,383</b>	31,160
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<b>1.2</b>	2.6
<b>Key Financial Ratios</b>	<b>主要財務比率</b>		
<b>Profitability ratios</b>	<b>盈利能力比率</b>		
Gross profit margin (%)	毛利率(%)	<b>9.7%</b>	10.8%
EBITDA margin (%)	息稅折舊攤銷前利潤率(%)	<b>4.5%</b>	5.5%
<b>Expenses as a % of revenue</b>	<b>開支佔營業額比率</b>		
Distribution and selling expenses	分銷及銷售費用	<b>2.5%</b>	2.6%
Administrative expenses	行政費用	<b>6.0%</b>	7.8%
Finance costs	融資成本	<b>0.6%</b>	0.5%
<b>Asset efficiency</b>	<b>資產效率</b>		
Inventory turnover period (days)	存貨周轉期(日)	<b>87</b>	97
Trade and bills receivables turnover period (days)	營業及票據應收款項 周轉期(日)	<b>73</b>	73
Trade and bills payables turnover period (days)	營業及票據應付款項 周轉期(日)	<b>50</b>	60
		<b>At 30 June 2014 於2014年 6月30日</b>	<b>At 31 December 2013 於2013年 12月31日</b>
<b>Asset ratios</b>	<b>資產比率</b>		
Current ratio	流動比率	<b>1.8</b>	1.9
Net debt/EBITDA ratio (annualised)	淨債務／息稅折舊 攤銷前利潤率(年化)	<b>0.8</b>	0.5

### Revenue

The Group's revenue for the period ended 30 June 2014 amounted to HK\$3,367,926,000 (2013: HK\$3,317,989,000).

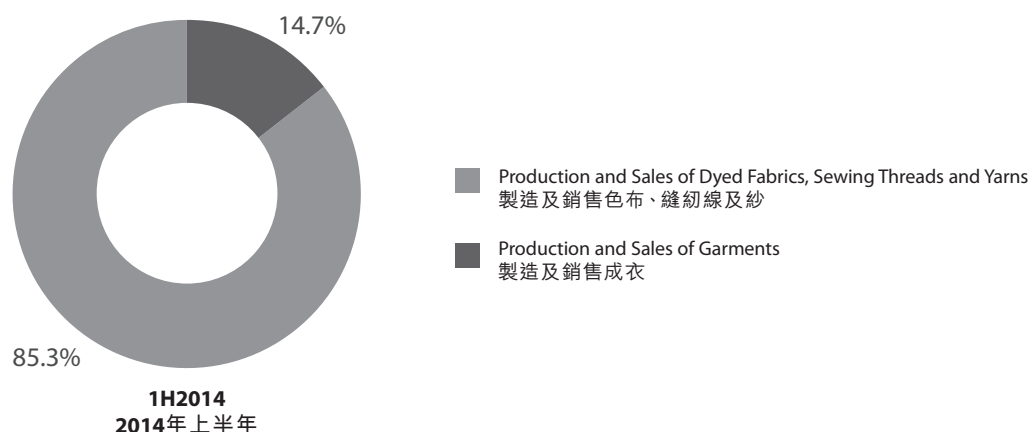
### 營業額

集團截至2014年6月30日止期內的營業額達3,367,926,000港元(2013年: 3,317,989,000港元)。

## FINANCIAL REVIEW (continued) 財務回顧(續)

### Revenue by business segments

### 營業額按業務分類



In first half of 2014, the Group's core business, production and sales of dyed fabrics, sewing threads and yarns, generated revenue of HK\$2,872,472,000 (six months ended 30 June 2013: HK\$2,769,891,000), which accounted for 85.3% (six months ended 30 June 2013: 83.5%) of the Group's total revenue. Revenue from production and sales of garments was HK\$495,454,000 (six months ended 30 June 2013: HK\$548,098,000), accounted for 14.7% (six months ended 30 June 2013: 16.5%) of the Group's total revenue.

於2014年上半年，集團核心業務－製造及銷售色布、縫紉線及紗的營業額達到2,872,472,000港元（截至2013年6月30日止6個月：2,769,891,000港元），佔集團營業額總值的85.3%（截至2013年6月30日止6個月：83.5%）。製造及銷售成衣的營業額為495,454,000港元（截至2013年6月30日止6個月：548,098,000港元），佔集團營業額總值的14.7%（截至2013年6月30日止6個月：16.5%）。

### Cost of Sales and Gross Profit

For the six months ended 30 June 2014, overall cost of sales of the Group amounted to HK\$3,039,950,000 (six months ended 30 June 2013: HK\$2,957,994,000) and overall gross profit margin was 9.7% (six months ended 30 June 2013: 10.8%).

### 銷售成本及毛利

集團截至2014年6月30日止6個月內之整體銷售成本為3,039,950,000港元（截至2013年6月30日止6個月：2,957,994,000港元），整體毛利率為9.7%（截至2013年6月30日止6個月：10.8%）。

### Distribution and Selling Expenses

For the six months ended 30 June 2014, the Group's overall distribution and selling expenses amounted to HK\$84,440,000 (six months ended 30 June 2013: HK\$86,444,000), accounting for 2.5% (six months ended 30 June 2013: 2.6%) of the Group's total revenue.

### 分銷及銷售費用

集團截至2014年6月30日止6個月內之整體分銷及銷售費用為84,440,000港元（截至2013年6月30日止6個月：86,444,000港元），佔集團營業額總值的2.5%（截至2013年6月30日止6個月：2.6%）。

### Administrative Expenses

In first half of 2014, the Group's overall administrative expenses amounted to HK\$203,578,000 (six months ended 30 June 2013: HK\$258,930,000), accounting for 6.0% (six months ended 30 June 2013: 7.8%) of the Group's total revenue.

### 行政費用

於2014年上半年，集團之整體行政費用為203,578,000港元（截至2013年6月30日止6個月：258,930,000港元），佔集團營業額總值的6.0%（截至2013年6月30日止6個月：7.8%）。

### Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)

In 1H2014, the Group's EBITDA approximately amounted to HK\$151,018,000 (six months ended 30 June 2013: HK\$183,094,000).

### 息稅前利潤加折舊及攤銷(EBITDA)

於2014年上半年，集團之息稅前利潤加折舊及攤銷約151,018,000港元（截至2013年6月30日止6個月：183,094,000港元）。



## FINANCIAL REVIEW (continued) 財務回顧(續)

### Finance costs

In first half of 2014, the Group's finance costs approximately amounted to HK\$18,960,000 (six months ended 30 June 2013: HK\$17,119,000), representing 0.6% (six months ended 30 June 2013: 0.5%) of the Group's total revenue.

### Capital Expenditure

For the six months ended 30 June 2014, the Group invested approximately HK\$93,556,000 (six months ended 30 June 2013: HK\$22,553,000) in the additions of property, plant and equipment and other intangible assets. The Group expects the capital expenditure for the whole financial year will be approximately HK\$180,000,000.

### Income Tax

For the period ended 30 June 2014, income tax of the Group (including deferred tax) approximately amounted to HK\$14,944,000 (six months ended 30 June 2013: income tax credit of HK\$9,625,000).

### Liquidity and Financial Resources

At 30 June 2014, the Group's total assets amounted to approximately HK\$5,916,913,000 (31 December 2013: HK\$6,132,645,000). The key figures of financial position were as follows:

### 融資成本

於2014年上半年，集團之融資成本約為18,960,000港元（截至2013年6月30日止6個月：17,119,000港元），佔本集團營業額總值的0.6%（截至2013年6月30日止6個月：0.5%）。

### 資本開支

截至2014年6月30日止6個月內，集團已投資約93,556,000港元（截至2013年6月30日止6個月：22,553,000港元）以增加物業、機器及設備以及其他無形資產。集團預期整個財政年度的資本開支約為180,000,000港元。

### 所得稅

截至2014年6月30日止期內，集團之所得稅（包含遞延稅項）約為14,944,000港元（截至2013年6月30日止6個月：所得稅計入為9,625,000港元）。

### 資金流動性及財政資源

於2014年6月30日，集團資產總值約5,916,913,000港元（2013年12月31日：6,132,645,000港元）。財務狀況的主要資料如下：

		At 30 June 2014 於2014年6月30日 HK\$'000 千港元	At 31 December 2013 於2013年12月31日 HK\$'000 千港元
Non-current assets	非流動資產	1,865,749	1,867,767
Current assets	流動資產	4,051,164	4,264,878
Total assets	資產總值	<u>5,916,913</u>	<u>6,132,645</u>
Current liabilities	流動負債	2,237,475	2,271,639
Non-current liabilities	非流動負債	434,408	582,359
Non-controlling interests	非控股權益	138,202	161,427
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>3,106,828</u>	<u>3,117,220</u>
Total liabilities and equity	負債及權益總值	<u>5,916,913</u>	<u>6,132,645</u>

## FINANCIAL REVIEW (continued) 財務回顧(續)

The Group met its funding requirements in its usual course of operation by cash flows from operations, as well as long-term and short-term bank borrowings. Capital expenditure was mainly financed by long-term bank borrowings and proceeds received from business disposals.

集團以營運所得現金流量及銀行的長短期貸款應付日常營運資金需要，而資本開支則主要由長期銀行貸款和業務出售的所得款項撥付。

At 30 June 2014, the principal financial covenant figure/ratios (according to the banks' definitions) were as follows:

於2014年6月30日，主要的財務契約數據／比率（根據銀行的定義）如下：

		At 30 June 2014 於2014年6月30日	At 31 December 2013 於2013年12月31日
Consolidated tangible net worth	綜合淨有形資產	<b>HK\$2,946,439,000</b>	HK\$2,920,523,000
Consolidated total bank debt to consolidated tangible net worth	綜合總銀行負債對 綜合淨有形資產比例	<b>0.5</b>	0.5
Consolidated EBITDA to consolidated interest expense	綜合息稅折舊攤銷前利潤 對綜合利息支出比例	<b>8.0</b>	10.3
Consolidated current assets to consolidated current liabilities	綜合流動資產對 綜合流動負債比例	<b>1.8</b>	1.9
Consolidated capital expenditure	綜合資本開支	<b>HK\$93,556,000</b>	HK\$132,227,000

The Group follows stringent and prudent risk management policy to manage foreign exchange and interest rate risks. The sales and the purchase of raw materials of the Group are mainly denominated in Hong Kong dollars, US dollars and Renminbi (RMB). Since the Group mainly produces in China thus is exposed to foreign exchange risk arising from RMB exposure. In order to mitigate this type of risk, the Group has entered into forward contracts to hedge against certain of its exposure to reduce currency risk.

本集團會依據嚴格及審慎的風險管理政策應對外匯及利率風險。集團之銷售及原料採購以港元、美元及人民幣為主，而主要的生產基地於中國，故涉及人民幣所產生之外匯風險。為降低此風險，集團已簽定遠期外匯合約以減低其匯率風險。

In addition, bank borrowings of the Group are denominated in Hong Kong dollars and US dollars, interests are mainly charged on a floating rate basis. Due to the slow recovery of the global economy in this year, it is expected that interest rates will remain at the current level in the second half of the year. The Group will continue monitor the interest rates fluctuation in the market and arrange appropriate financial instruments to minimize the interest rate risk.

此外，集團的銀行借貸以港元及美元為單位，利息主要以浮動利率計算。由於全球的經濟復甦於本年內仍然緩慢，預期利率於下半年將維持於現水平。本集團將繼續留意市場的利率波動，並將於適當時間安排合適的金融工具以減低利率上升的風險。

## EMPLOYEES AND EMOLUMENT POLICIES 僱員及酬金政策

At 30 June 2014, the Group had approximately 12,300 (30 June 2013: 12,500) full time employees. There is no significant change in the Group's emolument policies.

於2014年6月30日，本集團全職僱員人數約為12,300人（2013年6月30日：12,500人），而本集團薪酬政策並無重大改變。

## DIRECTORS' INTERESTS IN SECURITIES 董事之證券權益

As at 30 June 2014, the interests or short positions of the Directors and the chief executive and their respective associates in the shares of the Company (the "Share"), underlying Shares and debenture of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), (a) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or (b) 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 as set out in Appendix 10 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange (the "Model Code"), were as follows:

於2014年6月30日，根據本公司(a)按證券及期貨條例第352條須予設置之名冊所記錄；或(b)按香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄10所載上市公司董事進行證券交易之標準守則(「標準守則」)須通知本公司及聯交所之資料，本公司董事及行政總裁及彼等各自之聯繫人士於本公司及其相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之股份(「股份」、相關股份及債權證中擁有之權益或淡倉如下：

Long positions in Shares:

於股份的好倉情況：

Name of Director 董事姓名	Number of Shares 股份數目	Capacity 身份	Approximate % of the Company's total issued share capital 約佔本公司全部 已發行股本百分比
Mr. Ha Kam On, Victor 夏錦安先生	91,521,096	Beneficial owner 實益擁有人	7.61
	11,564,000 (Note) (附註)	Spouse interests 配偶權益	0.96
Dr. Yen Gordon 嚴震銘博士	6,400,000	Beneficial owner 實益擁有人	0.53

Note:

As at 30 June 2014, Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor held 11,564,000 Shares as beneficial owner. Mr. Ha Kam On, Victor, spouse of Ms. Law Ho Suen, Victoria, is deemed to be interested in 11,564,000 Shares held by Ms. Law Ho Suen, Victoria.

附註:

於2014年6月30日，羅可旋女士(即夏錦安先生之配偶)持有11,564,000股股份(作為實益擁有人)。夏錦安先生為羅可旋女士之配偶，被視作於羅可旋女士持有之11,564,000股股份中擁有權益。

## DIRECTORS' INTERESTS IN SECURITIES (continued) 董事之證券權益(續)

Long positions in underlying Shares – Share options:

於相關股份的好倉情況 – 購股權:

Name of Director 董事姓名	Date of grant 授出日期	Exercise period 行使期	Number of share options 購股權數目
Mr. Ha Kam On, Victor 夏錦安先生	17.09.2010	17.03.2014 – 17.03.2017 (Note 1) (附註1)	4,600,000
	18.08.2011	19.08.2012 – 18.08.2017 (Note 2) (附註2)	3,300,000
Dr. Yen Gordon 嚴震銘博士	18.08.2011	19.08.2012 – 18.08.2017 (Notes 2) (附註2)	3,300,000

Notes:

- 30% of the share options are exercisable from 17 March 2014 to 17 March 2017, up to 60% of the share options are exercisable from 17 March 2015 to 17 March 2017 and all share options are exercisable from 17 March 2016 to 17 March 2017.
- 20% of the share options are exercisable from 19 August 2012 to 18 August 2017, up to 40% of the share options are exercisable from 19 August 2013 to 18 August 2017, up to 60% of the share options are exercisable from 19 August 2014 to 18 August 2017, up to 80% of the share options are exercisable from 19 August 2015 to 18 August 2017 and all share options are exercisable from 19 August 2016 to 18 August 2017.

Save as disclosed above, none of the Directors, the chief executive nor their respective associates had any interests or short positions in any Shares, underlying Shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (a) which were recorded in the register required to be kept by the Company under Section 352 of the SFO or (b) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註:

- 由2014年3月17日起至2017年3月17日, 可行使30%購股權; 由2015年3月17日起至2017年3月17日, 最多可行使60%購股權; 及由2016年3月17日起至2017年3月17日, 可行使所有購股權。
- 由2012年8月19日起至2017年8月18日, 可行使20%購股權; 由2013年8月19日起至2017年8月18日, 最多可行使40%購股權; 由2014年8月19日起至2017年8月18日, 最多可行使60%購股權; 由2015年8月19日起至2017年8月18日, 最多可行使80%購股權; 及由2016年8月19日起至2017年8月18日, 可行使所有購股權。

除上述披露者外, 概無董事、行政總裁或彼等各自之聯繫人士於本公司或其任何相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之股份、相關股份及債權證中擁有根據本公司(a)按證券及期貨條例第352條須設置之名冊所記錄; 或(b)按標準守則須通知本公司及聯交所之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS

### 主要股東及其他股東權益

As at 30 June 2014, 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 or the chief executive, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

於2014年6月30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，除上述部份董事或行政總裁已披露之權益外，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:

於股份的好倉情況：

Name of substantial shareholder 主要股東名稱	Number of Shares 股份數目	Capacity 身份	Approximate % of the Company's total issued share capital 約佔本公司全部 已發行股本百分比
Chinatex Corporation ("Chinatex") 中國中紡集團公司(「中紡」)	433,098,000 (Note 1 and 2) (附註1及2)	Interest of controlled corporation 控制法團的權益	36.00
Chinatex Yieldfull Investment Co., Ltd. ("Yieldfull") 中紡盈豐投資管理有限公司(「盈豐」)	409,036,000 (Note 1) (附註1)	Beneficial owner 實益擁有人	34.00
Chinatex Jinhui Investment Management Co., Ltd. ("Jinhui")* 中紡錦輝投資管理有限責任公司 (「錦輝」)	409,036,000 (Note 1) (附註1)	Interest of controlled corporation 控制法團的權益	34.00
Mr. Ha Chung Fong 夏松芳先生	42,292,000 (Notes 3) (附註3)	Beneficial owner 實益擁有人	12.00
	102,108,948 (Notes 3 and 5) (附註3及5)	Other Interests 其他權益	
Ms. Tang Kuen Mui 鄧娟妹女士	144,400,948 (Notes 3) (附註3)	Spouse interest 配偶權益	12.00
Super Brilliance Company Limited ("Super Brilliance")	102,108,948 (Notes 4 and 5) (附註4及5)	Beneficial owner 實益擁有人	8.49

\* For identification purpose only

\* 僅供識別

## SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS (continued) 主要股東及其他股東權益(續)

Name of substantial shareholder 主要股東名稱	Number of Shares 股份數目	Capacity 身份	Approximate % of the Company's total issued share capital 約佔本公司全部已發行股本百分比
Island Treasure Investments Limited ("Island Treasure")	102,108,948 (Notes 4 and 5) (附註4及5)	Interest of controlled corporation 控制法團的權益	8.49
Onwide (H.K.) Limited ("Onwide") 安和(香港)有限公司(「安和」)	102,108,948 (Notes 4 and 5) (附註4及5)	Trustee 信託人	8.49
Mr. Wong Tak Leung, Charles 王德良先生	102,108,948 (Notes 4 and 5) (附註4及5)	Interest of controlled corporation 控制法團的權益	8.49
Ms. Law Ho Suen, Victoria 羅可旋女士	11,564,000 91,521,096 (Notes 6) (附註6)	Beneficial owner 實益擁有人 Spouse interests 配偶權益	0.96 7.61

Notes:

- Yieldfull is a wholly-owned subsidiary of Jinhui and Jinhui is a wholly-owned subsidiary of Chinatex. Therefore, each of Jinhui and Chinatex is deemed to be interested in the Shares held by Yieldfull.
- As at 30 June 2014, Chinatex (H.K.) Holding Limited held 24,062,000 Shares as beneficial owner. Chinatex (H.K.) Holding Limited is a wholly-owned subsidiary of Chinatex. Chinatex is deemed to be interested in the Shares held by Chinatex (H.K.) Holding Limited
- Ms. Tang Kuen Mui, spouse of Mr. Ha Chung Fong, is deemed to be interested in the Shares held by Mr. Ha Chung Fong.
- Super Brilliance is a wholly-owned subsidiary of Island Treasure, Island Treasure is a wholly-owned subsidiary of Onwide and Onwide is owned as to 100% by Mr. Wong Tak Leung, Charles. Therefore, each of Island Treasure, Onwide and Mr. Wong Tak Leung, Charles is deemed to be interested in the Shares held by Super Brilliance.
- Onwide is the trustee of the HA Trust, a discretionary trust set up by Mr. Ha Chung Fong for the benefit of his family.
- Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor, is deemed to be interested in the Shares held by Mr. Ha Kam On, Victor.

附註:

- 盈豐為錦輝的全資附屬公司，而錦輝為中紡的全資附屬公司，因此，錦輝及中紡各自被視作擁有盈豐所持股份的權益。
- 於2014年6月30日，中紡(香港)控股有限公司持有24,062,000股股份(作為實益擁有人)。中紡(香港)控股有限公司為中紡之全資附屬公司。因此，中紡被視作擁有中紡(香港)控股有限公司所持股份之權益。
- 鄧娟妹女士為夏松芳先生的配偶，因而被視作擁有夏松芳先生所持股份的權益。
- Super Brilliance為Island Treasure的全資附屬公司，Island Treasure為安和的全資附屬公司，而王德良先生擁有安和的全部權益。因此，Island Treasure、安和及王德良先生各自被視作擁有Super Brilliance所持股份的權益。
- 安和為the HA Trust的信託人，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。
- 羅可旋女士為夏錦安先生的配偶，因而被視作擁有夏錦安先生所持股份的權益。



## SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS (continued)

### 主要股東及其他股東權益 (續)

Long positions in underlying Shares – Deemed interests in share options:

於相關股份的好倉情況 – 於購股權中的視作權益：

Name of substantial shareholder 主要股東姓名	Date of grant 授出日期	Exercise period 行使期	Number of share options 購股權數目
Ms. Law Ho Suen, Victoria 羅可旋女士	17.09.2010	17.03.2014 – 17.03.2017 <i>(Note 1 and 3)</i> <i>(附註1及3)</i>	4,600,000
	18.08.2011	19.08.2012 – 18.08.2017 <i>(Note 2 and 4)</i> <i>(附註2及4)</i>	3,300,000

Notes:

- 30% of the share options are exercisable from 17 March 2014 to 17 March 2017, up to 60% of the share options are exercisable from 17 March 2015 to 17 March 2017 and all share options are exercisable from 17 March 2016 to 17 March 2017.
- 20% of the share options are exercisable from 19 August 2012 to 18 August 2017, up to 40% of the share options are exercisable from 19 August 2013 to 18 August 2017, up to 60% of the share options are exercisable from 19 August 2014 to 18 August 2017, up to 80% of the share options are exercisable from 19 August 2015 to 18 August 2017 and all share options are exercisable from 19 August 2016 to 18 August 2017.
- Mr. Ha Kam On, Victor was interested in 4,600,000 share options granted by the Company under the 2002 Share Option Scheme. Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor, is deemed to be interested in 4,600,000 share options held by Mr. Ha Kam On, Victor.
- Mr. Ha Kam On, Victor was interested in 3,300,000 share options granted by the Company under the 2011 Share Option Scheme. Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor, is deemed to be interested in 3,300,000 share options held by Mr. Ha Kam On, Victor.

Save 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 30 June 2014.

附註：

- 由2014年3月17日起至2017年3月17日，可行使30%購股權；由2015年3月17日起至2017年3月17日，最多可行使60%購股權；及由2016年3月17日起至2017年3月17日，可行使所有購股權。
- 由2012年8月19日起至2017年8月18日，可行使20%購股權；由2013年8月19日起至2017年8月18日，最多可行使40%購股權；由2014年8月19日起至2017年8月18日，最多可行使60%購股權；由2015年8月19日起至2017年8月18日，最多可行使80%購股權；及由2016年8月19日起至2017年8月18日，可行使所有購股權。
- 夏錦安先生於本公司根據於2002年購股權計劃授予之4,600,000份購股權中擁有權益。羅可旋女士為夏錦安先生之配偶，被視作於夏錦安先生所持有之4,600,000份購股權中擁有權益。
- 夏錦安先生於本公司根據於2011年購股權計劃授予之3,300,000份購股權中擁有權益。羅可旋女士為夏錦安先生之配偶，被視作於夏錦安先生所持有之3,300,000份購股權中擁有權益。

除上述披露者外，於2014年6月30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及淡倉通知。

## PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

### 購回、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回、出售或贖回本公司之任何上市證券。

## CORPORATE GOVERNANCE CODE 企業管治守則

Throughout the period from 1 January 2014 to 30 June 2014, the Company has applied the principles of, and complied with, all the applicable code provisions of Corporate Governance Code as set out in Appendix 14 of the Listing Rules. However, with effect from 21 March 2014, the Chairman and Executive Director of the Company, Madam Li Lan, takes up the position of Chief Executive Officer of the Company, details of which were set out in the announcement dated 21 March 2014. This deviates from Code Provision A.2.1 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules which stipulates that the responsibilities between the chairman and chief executive officer should be divided. However, having considered the current status of the Group, vesting the roles of both chairman and chief executive officer in the same person enables the Group to more efficiently plan its overall strategy and achieve the budgeted target. The Board believes that the balance of power and authority under this arrangement is adequately ensured by the Board which comprises experienced, professional and high caliber individuals with sufficient number thereof being independent non-executive directors.

於2014年1月1日至2014年6月30日止期間，本公司已應用及一直遵守上市規則附錄14所載之企業管治守則之原則及所有適用之守則條文。但自2014年3月21日起，本公司主席及執行董事李蘭女士開始兼任本公司行政總裁一職，詳情載於日期為2014年3月21日之公告。此會偏離上市規則附錄14(企業管治守則及企業管治報告)守則條文A.2.1的規定，主席與行政總裁的角色應有區分，不應由一人同時兼任，但考慮到本集團現時的情況，由同一名人士同時擔任本公司主席及行政總裁兩個職務可以讓本集團更有效率地計劃整體策略及完成預算目標。由於董事會由經驗豐富人士及專業人士的組成(包括充足的獨立非執行董事人數)，相信會有足夠能力確保職能及權力在此安排下得到平衡。

## 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 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.

本公司已採納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 REVIEW 審核委員會審閱

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 one Non-Executive Director and two Independent Non-Executive Directors of the Company, and one of the Independent Non-Executive Directors acts as the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited interim results of the Company for the six months ended 30 June 2014.

On behalf of the Board

**Fountain Set (Holdings) Limited**

**Li Lan**

*Chairman and Chief Executive Officer*

Hong Kong

26 August 2014

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。審核委員會現由本公司1名非執行董事及2名獨立非執行董事組成，並由其中1名獨立非執行董事擔任審核委員會主席。審核委員會已審閱本公司截至2014年6月30日止6個月之未經審核中期業績。

代表董事會

福田實業(集團)有限公司

李蘭

*主席兼行政總裁*

香港

2014年8月26日

## CORPORATE INFORMATION 公司資料

### Honorary Chairman

Mr. HA Chung Fong

名譽主席

夏松芳先生

### Board Of Directors

#### Executive Directors

Madam LI Lan (*Chairman*)

(Appointed as Chief Executive Officer with effect from 21 March 2014)

Mr. HA Kam On, Victor (*Vice-Chairman*)

Mr. GONG Zhengyi

Mr. ZHAO Yao

### 董事會

#### 執行董事

李蘭女士 (*主席*)

(於2014年3月21日起兼任行政總裁)

夏錦安先生 (*副主席*)

宮征誼先生

趙耀先生

#### Non-Executive Directors

Dr. YEN Gordon

Mr. ZHANG Chong

#### 非執行董事

嚴震銘博士

張湧先生

#### Independent Non-Executive Directors

Mr. NG Kwok Tung

Mr. CHOW Wing Kin, Anthony, *SBS, JP*

Mr. YANG Shibin

#### 獨立非執行董事

伍國棟先生

周永健先生, 銀紫荊星章, 太平紳士

楊世濱先生

### Company Secretary

Mr. CHAN Siu Man

公司秘書

陳少文先生

### Registered Office & Principal Place Of Business

Block A, 6/F., Eastern Sea Industrial Building

29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong

註冊辦事處及主要營業地點

香港新界葵涌葵昌路29-39號

東海工業大廈A座6字樓

### Website

www.fshl.com

網址

www.fshl.com

### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited

Bank of China (Hong Kong) Limited

Standard Chartered Bank (Hong Kong) Limited

China CITIC Bank International Limited

主要往來銀行

香港上海滙豐銀行有限公司

中國銀行(香港)有限公司

渣打銀行(香港)有限公司

中信銀行(國際)有限公司

### Solicitor

Vivien Chan & Co.

律師

陳韻雲律師行

### Auditor

BDO Limited

*Certified Public Accountants*

核數師

香港立信德豪會計師事務所有限公司

執業會計師

### Share Registrar

Tricor Secretaries Limited

Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

股份登記處

卓佳秘書商務有限公司

香港皇后大道東183號合和中心22樓

**SHAREHOLDER INFORMATION 股東資料**

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

**Stock Code** : 420

**Board Lot** : 2,000

**Shares Issued** : 1,203,046,960

**上市** : 自1988年4月20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

**已發行股份** : 1,203,046,960

**Financial Calendar 2014/2015**

Financial year ended 31 December 2014

2014 Interim results announced 26 August 2014

Register of members closed N/A

Distribution of dividend N/A

2014 full year results to be announced End of March 2015

**2014/2015年財務日誌**

財政年度結算 2014年12月31日

2014中期業績公佈 2014年8月26日

股份暫停登記 不適用

股息派發 不適用

2014全年業績公佈 2015年3月下旬

**Shareholder Services**

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

**Tricor Secretaries Limited**

Level 22, Hopewell Centre,  
183 Queen's Road East  
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的查詢，請聯絡本公司  
股份過戶登記處：

卓佳秘書商務有限公司  
香港皇后大道東183號  
合和中心22樓  
電話 +852 2980 1766  
傳真 +852 2861 1465

**Investor Relations**

Ms. Charmaine CHENG  
Assistant General Manager – Credit Management and Corporate Affairs  
Block A, 6/F., Eastern Sea Industrial Building  
29-39 Kwai Cheong Road, Kwai Chung  
New Territories, Hong Kong  
Tel +852 3478 7017  
Email pr@fshl.com

**投資者關係**

鄭惠嫻小姐  
助理總經理－信貸管理及企業事務  
香港新界葵涌葵昌路29-39號  
東海工業大廈A座6字樓  
電話 +852 3478 7017  
電郵 pr@fshl.com



## Global Network | 環球網絡

FOUNTAIN SET (HOLDINGS) LIMITED  
福田實業（集團）有限公司

Block A, 6/F, Eastern Sea Industrial Building,  
29-39 Kwai Cheong Road, Kwai Chung,  
New Territories, Hong Kong

香港新界葵涌葵昌路29-39號  
東海工業大廈A座6樓

Tel 電話 +852 2485 1881



Fountain Set has overseas marketing/representative offices in the following locations. Addresses, phone numbers and fax numbers are listed at [www.fshl.com](http://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](http://www.fshl.com)內

Toronto • Ho Chi Minh City • Seoul • Shanghai • Singapore  
多倫多 • 胡志明市 • 首爾 • 上海 • 新加坡

Production facilities are set up in the following countries:  
於下列國家設有生產設施:

China • Indonesia • Sri Lanka  
中國 • 印尼 • 斯里蘭卡