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福田實業(集團)有限公司

Fountain Set (Holdings) Limited

(Incorporated in Hong Kong with limited liability) (Stock Code: 420)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2021

The board of directors of Fountain Set (Holdings) Limited (the "Company" and the "Directors", respectively) announces that the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2021 are as follows:

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

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021	2020
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Revenue	營業額	3,218,999	2,099,734
Cost of sales	銷售成本	(2,764,337)	(1,886,090)
Gross profit	毛利	454,662	213,644
Other revenue	其他收入	40,408	31,959
Other gains and losses	其他收益及虧損	(5,181)	(18,345)
Distribution and selling expenses	分銷及銷售費用	(68,334)	(52,896)
Administrative expenses	行政費用	(224,981)	(172,999)
Finance costs	融資成本	(7,850)	(10,800)
Share of profit of an associate	應佔一間聯營公司之盈利	218	226
Profit/(loss) before income tax expense	除所得稅支出前盈利／(虧損)	188,942	(9,211)
Income tax expense	所得稅支出	(37,221)	(7,221)
Profit/(loss) for the period	是期間盈利／(虧損)	151,721	(16,432)
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	136,248	(15,154)
Non-controlling interests	非控股權益	15,473	(1,278)
		151,721	(16,432)
		HK cents 港仙	HK cents 港仙
Earnings/(loss) per share	每股盈利／(虧損)		
– Basic	— 基本	11.1	(1.2)
– Diluted	— 攤薄	11.1	(1.2)

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

(Unaudited)

(未經審核)

Six months ended 30 June

截至6月30日止6個月

		Note 附註	2021 HK\$'000 千港元	2020 HK\$'000 千港元
Profit/(loss) for the period	是期間盈利／(虧損)	7	151,721	(16,432)
Other comprehensive income/(loss), net of tax	其他全面收益／(虧損) (經扣除稅項)			
Item that may be reclassified subsequently to profit or loss: Exchange differences arising on translation of foreign operations	其後可能重新分類至損益之 項目： 換算海外業務產生之 匯兌差額		4,825	(8,241)
Other comprehensive income/(loss) for the period	是期間其他全面收益／(虧損)		4,825	(8,241)
Total comprehensive income/(loss) for the period	是期間全面收益／(虧損) 總值		156,546	(24,673)
Total comprehensive income/(loss) for the period attributable to:	應佔是期間全面 收益／(虧損) 總值：			
Owners of the Company	本公司擁有人		139,970	(21,280)
Non-controlling interests	非控股權益		16,576	(3,393)
			156,546	(24,673)

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

		(Unaudited) (未經審核)		(Audited) (經審核)
		At 30 June 於6月30日		At 31 December 於12月31日
		2021		2020
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業		71,264	72,524
Property, plant and equipment	物業、機器及設備	10	1,304,835	1,341,494
Right-of-use assets	使用權資產	11	211,711	217,398
Other intangible assets	其他無形資產		7,538	9,045
Deposit paid for purchase of plant and equipment	購買機器及設備的已付按金		16,011	12,506
Interest in an associate	於一間聯營公司之權益		23,012	22,793
Deferred tax assets	遞延稅項資產		72,001	71,062
			1,706,372	1,746,822
Current assets	流動資產			
Inventories	存貨	12	1,527,748	1,218,169
Trade and bills receivables	營業及票據應收款項	13	1,215,085	1,027,493
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	13	167,998	166,967
Tax recoverable	可收回稅項		865	3,342
Restricted bank deposits	受限制銀行存款		4,130	7,351
Short-term bank deposits	短期銀行存款		95,191	229,313
Bank balances and cash	銀行結餘及現金		1,040,020	1,026,254
			4,051,037	3,678,889
Current liabilities	流動負債			
Trade and bills payables	營業及票據應付款項	14	978,115	964,731
Other payables and accruals	其他應付款項及應計費用	14	311,785	280,312
Contract liabilities	合約負債		28,317	22,014
Lease liabilities – current portion	租賃負債—流動部份		27,790	31,399
Amounts due to non-controlling shareholders	欠非控股股東款項		64,525	64,525
Amount due to an associate	欠一間聯營公司款項		3,870	5,861
Deferred income – current portion	遞延收入—流動部份		3,789	3,701
Tax payable	應付稅項		33,599	17,487
Bank borrowings – due within one year	銀行借貸—一年內到期	15	456,612	229,606
			1,908,402	1,619,636
Net current assets	流動資產淨值		2,142,635	2,059,253
Total assets less current liabilities	資產總值減流動負債		3,849,007	3,806,075

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

		(Unaudited) (未經審核)		(Audited) (經審核)
		At 30 June 於6月30日		At 31 December 於12月31日
		2021		2020
	Notes 附註	HK\$'000 千港元		HK\$'000 千港元
Non-current liabilities	非流動負債			
Deferred income – non-current portion	遞延收入—非流動部分	71,697		66,311
Bank borrowings – due after one year	銀行借貸—一年後到期	–	15	7,142
Lease liabilities – non-current portion	租賃負債—非流動部分	139,687		146,037
Deferred tax liabilities	遞延稅項負債	5,663		6,796
		217,047		226,286
Net assets	資產淨值	3,631,960		3,579,789
Capital and reserves	資本及儲備			
Share capital	股本	889,810	16	889,810
Reserves	儲備	2,558,980		2,504,762
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,448,790		3,394,572
Non-controlling interests	非控股權益	183,170		185,217
Total equity	權益總值	3,631,960		3,579,789

NOTES

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Hong Kong and its issued shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and the principal place of business of the Company are Block A, 6/F., Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong.

The financial information relating to the year ended 31 December 2020 that is included in this interim results announcement as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “Companies Ordinance”) is as follows:

The Company has delivered the statutory annual consolidated financial statements for the year ended 31 December 2020 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company’s independent auditor has reported on those financial statements. The independent auditor’s report was unqualified; did not include a reference to any matters to which the independent auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

2. 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 (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”).

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared under the historical cost basis. These condensed consolidated financial statements have been prepared with the same accounting policies adopted in the 2020 annual financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2021.

附註

1. 一般資料

本公司為在香港註冊成立的公眾有限公司，其已發行股份於香港聯合交易所有限公司（「聯交所」）上市。本公司的註冊辦事處地址及主要營業地點為香港新界葵涌葵昌路29-39號東海工業大廈A座6樓。

本中期業績公告所載作為比較資料之有關截至2020年12月31日止年度之財務資料並不構成本公司於該年度之法定年度綜合財務報表，但摘錄自該等財務報表。有關根據香港法例第622章公司條例（「公司條例」）第436條須予披露之該等法定財務報表之進一步資料如下：

本公司已根據公司條例第662(3)條及附表6第3部規定向公司註冊處處長呈交截至2020年12月31日止年度之法定年度綜合財務報表。

本公司獨立核數師已就該等財務報表作出報告。獨立核數師報告並無保留意見；並無載有獨立核數師在不對其報告出具保留意見之情況下，以強調的方式提請使用者注意的任何事項；及並無載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

2. 編製基準

本簡明綜合財務報表乃根據聯交所證券上市規則（「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。

3. 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。此等簡明綜合財務報表所採用之會計政策與編製2020年全年財務報表所採用者相同，惟與開始期間於2021年1月1日或之後首次生效的新訂準則或詮釋相關的會計政策除外。

3. PRINCIPAL ACCOUNTING POLICIES (continued)

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2021.

Amendments to HKAS 39 and Interest Rate Benchmark Reform –
Hong Kong Financial Reporting Phase 2
Standard ("HKFRS") 7,
HKFRS 9 and HKFRS 16

The new and revised standards, amendments and interpretations that are effective from 1 January 2021 did not have any significant impact on the Group's accounting policies.

The following amendments to HKASs and 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.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and Hong Kong Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause⁴

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies⁴

Amendments to HKAS 8 Definition of Accounting Estimates⁴

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction⁴

Amendments to HKAS 16 Proceeds before Intended Use²

Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract²

Amendments to HKFRS 3 Reference to the Conceptual Framework³

3. 主要會計政策 (續)

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2021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。

香港會計準則第39號及 利率基準改革
香港財務報告準則 一第二階段
(「香港財務報告準則」)
第7號、香港財務報告
準則第9號及香港財務
報告準則第16號之修訂本

自2021年1月1日起生效之新訂及經修訂準則、修訂本及詮釋並無對本集團之會計政策造成任何重大影響。

下列可能與本集團簡明綜合財務報表有關之香港會計準則及香港財務報告準則之修訂本已經頒佈，惟尚未生效，且未經本集團提早採納。

香港會計準則第1號之 流動或非流動負債
修訂本 分類及香港詮
釋第5號(2020)，
財務報表的呈
報—借款人對載
有按要求償還
條款的定期貸
款的分類⁴

香港會計準則第1號及香港 會計政策披露⁴
財務報告準則作業準則
第2號之修訂本

香港會計準則第8號之 會計估計定義⁴
修訂本

香港會計準則第12號之 有關單獨交易產生
修訂本 的資產及負債
的遞延稅項⁴

香港會計準則第16號之 用作擬定用途前的
修訂本 所得款項²

香港會計準則第37號之 虧損合約—履行合
修訂本 約的成本²

香港財務報告準則第3號之 概念框架的引用³
修訂本

3. PRINCIPAL ACCOUNTING POLICIES (continued)

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendment to HKFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021 ¹
Annual Improvements to HKFRSs 2018-2020 Cycle	Amendment to HKFRS 9, Financial Instruments ²
Annual Improvements to HKFRSs 2018-2020 Cycle	Amendment to illustrative examples accompanying HKFRS 16, Leases ²

- ¹ Effective for annual periods beginning on or after 1 April 2021.
- ² Effective for annual periods beginning on or after 1 January 2022.
- ³ Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.
- ⁴ Effective for annual periods beginning on or after 1 January 2023.
- ⁵ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of these amendments to HKFRSs and HKASs will have no material impact on the Group's financial performance and positions and/or the disclosures to these condensed consolidated financial statements of the Group.

4. REVENUE AND SEGMENT INFORMATION

The board of directors of the Company (the "Board"), 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 Company), the People's Republic of China (the "PRC"), Taiwan, Korea, Sri Lanka, America, Europe and Others (i.e. representing other geographical locations mainly Bangladesh, Vietnam, Singapore 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/(loss) from the production and sales of dyed fabrics, yarns and garments and results by reportable segments for the period under review.

3. 主要會計政策 (續)

香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁵
香港財務報告準則第16號之修訂本	2021年6月30日後與COVID-19有關的租金減讓 ¹
香港財務報告準則2018年至2020年週期之年度改進	香港財務報告準則第9號之修訂本，金融工具 ²
香港財務報告準則2018年至2020年週期之年度改進	香港財務報告準則第16號隨附的闡釋範例之修訂本，租賃 ²

- ¹ 於2021年4月1日或之後開始之年度期間生效。
- ² 於2022年1月1日或之後開始之年度期間生效。
- ³ 對收購日期為2022年1月1日或之後開始之首個年度期間開始當日或之後的業務合併有效。
- ⁴ 於2023年1月1日或之後開始之年度期間生效。
- ⁵ 該等修訂將追溯應用於有待釐定的日期或之後開始的年度期間產生的資產出售或注資。

本公司董事預計應用香港財務報告準則及香港會計準則的該等修訂將不會對本集團的財務表現及狀況及／或本集團的該等簡明綜合財務報表披露資料造成重大影響。

4. 營業額及分類資料

本公司董事會(「董事會」)(即主要營運決策者)根據客戶所在地區不同的地域位置定期審閱經營業績及財務資料,包括香港(本公司所屬地)、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,主要為孟加拉國、越南、新加坡及澳門)。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、紗及成衣按可申報分類劃分之營業額及盈利／(虧損)以及業績所作之分析。

4. REVENUE AND SEGMENT INFORMATION (continued)

4. 營業額及分類資料 (續)

Six months ended 30 June 2021 (unaudited)

截至2021年6月30日止六個月 (未經審核)

		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
REVENUE	營業額											
External sales	對外銷售	402,784	878,844	228,905	205,011	515,600	264,428	28,712	694,715	3,218,999	-	3,218,999
Inter-segment sales (note)	分類間銷售 (附註)	1,833,589	1,008,694	-	-	196,937	-	-	88,653	3,127,873	(3,127,873)	-
Total segment revenue	分類營業額總值	2,236,373	1,887,538	228,905	205,011	712,537	264,428	28,712	783,368	6,346,872	(3,127,873)	3,218,999
RESULTS	業績											
Segment profit	分類盈利	46,764	104,024	26,749	23,913	47,497	30,709	3,355	79,987			362,998
Interest income	利息收入											3,970
Unallocated income	未分配收入											1,190
Unallocated expenses	未分配支出											(171,584)
Finance costs	融資成本											(7,850)
Share of profit of an associate	應佔一間聯營公司之盈利											218
Profit before income tax expense	除所得稅支出前盈利											188,942

Six months ended 30 June 2020 (unaudited)

截至2020年6月30日止六個月 (未經審核)

		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
REVENUE	營業額											
External sales	對外銷售	279,009	638,620	176,899	156,503	279,407	79,493	19,563	470,240	2,099,734	-	2,099,734
Inter-segment sales (note)	分類間銷售 (附註)	1,203,913	405,270	-	-	66,517	-	-	46,034	1,721,734	(1,721,734)	-
Total segment revenue	分類營業額總值	1,482,922	1,043,890	176,899	156,503	345,924	79,493	19,563	516,274	3,821,468	(1,721,734)	2,099,734
RESULTS	業績											
Segment profit	分類盈利	15,920	52,227	13,235	11,720	13,315	1,178	1,465	33,948			143,008
Interest income	利息收入											3,856
Unallocated income	未分配收入											2,449
Unallocated expenses	未分配支出											(147,950)
Finance costs	融資成本											(10,800)
Share of profit of an associate	應佔一間聯營公司之盈利											226
Loss before income tax expense	除所得稅支出前虧損											(9,211)

Note: Inter-segment sales are charged at price by 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。

4. 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 expenses, directors' emoluments, bank charges, etc.), depreciation and amortisation of investment properties, property, plant and equipment and other intangible assets, interest income, impairment loss and loss on disposal/written-off of property, plant and equipment, finance costs, share of profit of an associate, etc.. This is the measure reported to the Board for the purposes of resource allocation and performance assessment.

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by products and timing of revenue recognition are as follows:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內的客戶合同收入：		
Production and sales of dyed fabrics and yarns	製造及銷售色布及紗	2,867,089	1,851,603
Production and sales of garments	製造及銷售成衣	351,910	248,131
		3,218,999	2,099,734
Timing of revenue recognition:	確認收入的時間：		
At a point in time	在某時間點	3,218,999	2,099,734

5. FINANCE COSTS

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Finance costs on:	融資成本：		
Bank borrowings	銀行借貸	3,496	6,266
Lease liabilities	租賃負債	4,354	4,534
		7,850	10,800

4. 營業額及分類資料 (續)

分類盈利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（包括與非生產有關之僱員福利開支、董事酬金、銀行費用等）、投資物業、物業、機器及設備及其他無形資產之折舊及攤銷、利息收入、物業、機器及設備之減值損失及出售／撇銷虧損、融資成本、應佔一間聯營公司之盈利等。此乃為資源分配及績效評估而向董事會匯報之基準。

營業額分列

按產品及按確認收入時間劃分的客戶合同收入分列如下：

5. 融資成本

6. INCOME TAX EXPENSE

6. 所得稅支出

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Current tax:	是期間稅項：		
Hong Kong	香港	16,320	152
The PRC	中國	15,988	9,644
Other jurisdictions	其他司法地區	7,409	755
		39,717	10,551
(Over)/under provision in prior years:	過往年度(超額撥備)/撥備不足：		
The PRC	中國	(613)	(454)
Other jurisdictions	其他司法地區	161	555
		(452)	101
Deferred tax:	遞延稅項：		
Hong Kong	香港	(1,504)	(1,900)
The PRC	中國	743	(1,041)
Other jurisdictions	其他司法地區	(1,283)	(490)
		(2,044)	(3,431)
		37,221	7,221

Under the Hong Kong two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of one subsidiary of the Company, which is a qualifying corporation, is taxed at 8.25% and the remaining assessable profits at 16.5%. The profits of other group entities not elected for the two-tiered profits tax rates regime will continue to be taxed at 16.5%.

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 tax rate of Sri Lanka subsidiary is 14%.

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

根據香港利得稅兩級制，本公司一間為合資格企業的附屬公司的首2,000,000港元應課稅盈利之稅率為8.25%，而餘下的應課稅盈利之稅率為16.5%。不選取利得稅兩級制的其他集團實體之盈利將繼續按稅率16.5%課稅。

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，斯里蘭卡附屬公司之稅率為14%。

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。

7. PROFIT/(LOSS) FOR THE PERIOD

7. 是期間盈利／（虧損）

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Profit/(loss) for the period has been arrived at after charging/(crediting):	是期間盈利／（虧損）已扣減／（計入）下列各項：		
Amortisation of other intangible assets	其他無形資產之攤銷	1,508	1,508
Depreciation of investment properties	投資物業之折舊	2,479	1,748
COVID-19-related rent concessions*	與COVID-19有關的租金減讓*	-	(1,813)
Depreciation and impairment of property, plant and equipment	物業、機器及設備之折舊及減值	85,385	80,013
Depreciation of right-of-use assets	使用權資產之折舊	14,401	15,521
Employee costs (including directors' emoluments)	僱員成本（包括董事酬金）	507,252	354,492
Gain on disposal/written-off of property, plant and equipment#	出售／撇銷物業、機器及設備之收益#	(562)	(1,440)
Government grants* (note)	政府補貼* (附註)	(6,192)	(9,081)
Provision for impairment loss recognised on trade and bills receivables, net#	營業及票據應收款項之減值損失撥備確認淨值#	6,183	11,858
Interest income*	利息收入*	(3,970)	(3,856)
Net exchange (gains)/losses#	匯兌（收益）／虧損淨值#	(440)	7,927
Net rental income from investment properties*	投資物業之租金收入淨值*	(6,736)	(5,643)

* Included in other revenue

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

Note: For the six months ended 30 June 2021, government grants included grants of HK\$6,192,000 (six months ended 30 June 2020: HK\$4,473,000) received from the PRC local government authority as subsidies to the Group for incentive of foreign trade and steady growth of business and there were no restrictions with the use of such government grants. For the six months ended 30 June 2020, the Group also applied for government support programs introduced in response to the COVID-19 pandemic. Included in profit or loss was HK\$4,608,000 of government grants obtained relating to supporting the payroll of the Group's employees from the Hong Kong Government. The Group elected to present this government grant separately, rather than reducing the related expense. The Group had to commit to spending the assistance on payroll expenses, and not to reduce employee head count below prescribed levels for a specified period of time. The Group did not have any unfulfilled obligations relating to this program. No such government grants were obtained for the six months ended 30 June 2021.

*附註：*截至2021年6月30日止6個月，政府補貼包括收取來自中國當地政府機構授出作為本集團鼓勵外貿及業務穩定增長之補貼6,192,000港元（截至2020年6月30日止6個月：4,473,000港元），而該等政府補貼的使用並無限制。截至2020年6月30日止6個月，本集團亦申請應對COVID-19疫情而引入之政府支持計劃。就支持本集團支付僱員之工資而取得香港政府之政府補貼4,608,000港元計入損益。本集團選擇單獨呈列該政府補貼，而非扣減相關開支。本集團須承諾將補貼用於支付工資開支，且於特定期間內不可將員工人數減少至低於所規定的水平。本集團就該計劃並無任何尚未履行之責任。截至2021年6月30日止6個月，概無獲取該政府補貼。

8. DIVIDENDS

8. 股息

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Dividend recognised as distribution during the period:	是期間已確認為分派之股息：		
2020 final dividend of HK7.00 cents (2019 final dividend: HK9.28 cents) per share	2020年末期股息 每股7.00港仙 (2019年 末期股息：每股9.28港仙)	85,752	113,683
2020 nil special dividend (2019 special dividend: HK1.16 cents) per share	2020年無特別股息 (2019年特別股息： 每股1.16港仙)	-	14,210
		85,752	127,893

No interim dividend in respect of the six months ended 30 June 2021 has been declared by the Board (six months ended 30 June 2020: Nil).

董事會並無宣派截至2021年6月30日止6個月之中期股息 (截至2020年6月30日止6個月：無)。

The final dividend of HK7.00 cents in respect of the year ended 31 December 2020 (2019: HK9.28 cents and special dividend of HK1.16 cents) per share, amounting to approximately HK\$85,752,000 (2019: HK\$113,683,000 and special dividend of HK\$14,210,000), had been approved by the shareholders at the annual general meeting of the Company held on 7 May 2021 and was paid during the six months ended 30 June 2021.

截至2020年12月31日止年度之末期股息每股7.00港仙 (2019年：9.28港仙及特別股息1.16港仙)，約85,752,000港元 (2019年：113,683,000港元及特別股息14,210,000港元)，已於2021年5月7日舉行之本公司股東週年大會上獲股東批准，並已於截至2021年6月30日止6個月期間內派付。

9. EARNINGS/(LOSS) PER SHARE

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

9. 每股盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(虧損) 乃根據下列數據計算：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至6月30日止6個月	
		2021 HK\$'000 千港元	2020 HK\$'000 千港元
Earnings/(loss)	盈利／(虧損)		
Profit/(loss) for the period attributable to owners of the Company for the purpose of calculation of basic and diluted earnings/(loss) per share	就計算每股基本及攤薄盈利／(虧損) 所用之本公司擁有人應佔是期間盈利／(虧損)	136,248	(15,154)

9. EARNINGS/(LOSS) PER SHARE (continued)**9. 每股盈利／（虧損）（續）****(Unaudited)****(未經審核)****Six months ended 30 June****截至6月30日止6個月****2021****2020**

Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of computation of basic and diluted earnings/(loss) per share	就計算每股基本及攤薄盈利／（虧損）所用之普通股加權平均數目		
		1,225,026,960	1,225,026,960

(a) Basic earnings/(loss) per share

The computation of basic earnings per share for the six months ended 30 June 2021 (six months ended 30 June 2020: basic loss per share) is based on the profit attributable to ordinary equity shareholders of the Company of HK\$136,248,000 (six months ended 30 June 2020: loss attributable to ordinary equity shareholders of the Company of HK\$15,154,000) and on the weighted average of 1,225,026,960 ordinary shares (six months ended 30 June 2020: the weighted average of 1,225,026,960 ordinary shares) in issue during the period.

(a) 每股基本盈利／（虧損）

截至2021年6月30日止6個月之每股基本盈利（截至2020年6月30日止6個月：每股基本虧損）乃按期內本公司普通股股權持有人應佔盈利136,248,000港元（截至2020年6月30日止6個月：本公司普通股股權持有人應佔虧損15,154,000港元）及已發行普通股加權平均數目1,225,026,960股（截至2020年6月30日止6個月：普通股加權平均數目1,225,026,960股）計算。

(b) Diluted earnings/(loss) per share

The Company had no potentially dilutive ordinary shares in issue during the periods ended 30 June 2021 and 30 June 2020.

(b) 每股攤薄盈利／（虧損）

截至2021年6月30日及2020年6月30日止期間內，本公司並無已發行之具潛在攤薄影響之普通股。

10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

The Group incurred expenditure of HK\$47,340,000 during the six months ended 30 June 2021 (six months ended 30 June 2020: HK\$48,257,000) on property, plant and equipment to expand and upgrade the Group's manufacturing facilities.

10. 物業、機器及設備之變動

本集團截至2021年6月30日止6個月期間內，為擴大及提升本集團之生產設施而用於物業、機器及設備的開支為47,340,000港元（截至2020年6月30日止6個月：48,257,000港元）。

11. MOVEMENTS IN RIGHT-OF-USE ASSETS

During the six months ended 30 June 2021, the Group entered into a new lease agreement for use of production equipment for 3 years and therefore recognised the additions to right-of-use assets of HK\$1,534,000 (six months ended 30 June 2020: HK\$1,295,000).

11. 使用權資產之變動

截至2021年6月30日止6個月期間內，本集團就使用生產設備訂立一份3年期的新租賃協議，因此確認使用權資產增加1,534,000港元（截至2020年6月30日止6個月：1,295,000港元）。

12. INVENTORIES

12. 存貨

		(Unaudited) (未經審核)	(Audited) (經審核)
		At 30 June 於6月30日 2021 HK\$'000 千港元	At 31 December 於12月31日 2020 HK\$'000 千港元
Spare parts	備件	32,383	26,165
Raw materials	原料	600,443	437,988
Work-in-progress	半製品	448,048	380,750
Finished goods	製成品	446,874	373,266
		1,527,748	1,218,169

13. 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 ageing analysis of trade and bills receivables based on the invoice dates, as at the end of the reporting period:

13. 營業及票據應收款項／預付款項、按金及其他應收款項

本集團提供介乎30天至60天信貸期予其營業客戶。營業及票據應收款項根據發票日期於報告期終的賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		At 30 June 於6月30日 2021 HK\$'000 千港元	At 31 December 於12月31日 2020 HK\$'000 千港元
Within 1 month	1個月內	657,604	586,759
1 to 2 months	1至2個月	335,133	278,901
2 to 3 months	2至3個月	168,679	116,324
Over 3 months	3個月以上	85,040	70,565
		1,246,456	1,052,549
Less: allowance for doubtful debts	減：呆賬撥備	(31,371)	(25,056)
		1,215,085	1,027,493

Other receivables as at 30 June 2021 represented value-added tax recoverable of HK\$54,711,000 (31 December 2020: HK\$61,161,000) and prepayments, deposits and other receivables of HK\$113,287,000 (31 December 2020: HK\$105,806,000).

於2021年6月30日，其他應收款項乃指可收回增值稅54,711,000港元（2020年12月31日：61,161,000港元）及預付款項、按金及其他應收款項113,287,000港元（2020年12月31日：105,806,000港元）。

14. TRADE AND BILLS PAYABLES/OTHER PAYABLES AND ACCRUALS

14. 營業及票據應付款項／其他應付款項及應計費用

		(Unaudited) (未經審核)	(Audited) (經審核)
		At 30 June 於6月30日	At 31 December 於12月31日
		2021	2020
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	營業應付款項	703,209	631,840
Bills payables	票據應付款項	274,906	332,891
		978,115	964,731

The following is an ageing analysis of trade and bills payables based on the invoice dates, as at the end of the reporting period:

營業及票據應付款項按發票日期於報告期終的賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		At 30 June 於6月30日	At 31 December 於12月31日
		2021	2020
		HK\$'000 千港元	HK\$'000 千港元
Within 1 month	1個月內	560,087	726,372
1 to 2 months	1至2個月	240,900	146,890
2 to 3 months	2至3個月	85,744	49,141
Over 3 months	3個月以上	91,384	42,328
		978,115	964,731

Other payables and accruals as at 30 June 2021 represented other payables of HK\$93,094,000 (31 December 2020: HK\$89,156,000) and accruals of HK\$218,691,000 (31 December 2020: HK\$191,156,000).

於2021年6月30日，其他應付款項及應計費用指其他應付款項93,094,000港元（2020年12月31日：89,156,000港元）及應計費用218,691,000港元（2020年12月31日：191,156,000港元）。

15. BANK BORROWINGS

During the six months ended 30 June 2021, the Group obtained new bank borrowings of HK\$692,703,000 (six months ended 30 June 2020: HK\$432,426,000) and made repayments of HK\$472,999,000 (six months ended 30 June 2020: HK\$51,560,000). These bank borrowings obtained and repaid are mainly denominated in Hong Kong dollar ("HKD") and United States dollar ("USD"). The bank borrowings raised were mainly used to repay the existing bank borrowings or as working capital of the Group.

The bank borrowings of the Group are mainly variable rate borrowings. The average effective interest rate of bank borrowings of the Group is 1.62% (31 December 2020: 2.46%) per annum and are repayable within one year. All bank borrowings were unsecured for the six months ended 30 June 2021 and the year ended 31 December 2020.

15. 銀行借貸

截至2021年6月30日止6個月期間內，本集團取得新銀行借貸692,703,000港元（截至2020年6月30日止6個月：432,426,000港元）及已償還472,999,000港元（截至2020年6月30日止6個月：51,560,000港元）。該等已取得及已償還之銀行借貸主要以港元（「港元」）及美元（「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營運資金。

本集團銀行借貸主要為浮息借貸。本集團銀行借貸之平均實際年利率為1.62%（2020年12月31日：2.46%），並須於1年內償還。截至2021年6月30日止6個月及截至2020年12月31日止年度，所有銀行借貸均為無抵押。

16. SHARE CAPITAL

16. 股本

		(Unaudited) (未經審核)		(Audited) (經審核)	
		At 30 June 2021 於2021年6月30日		At 31 December 2020 於2020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
Ordinary shares, issued and fully paid	普通股，已發行及繳足				
At beginning and end of the period/year	於期／年初及於期／年終	1,225,026,960	889,810	1,225,026,960	889,810

In accordance with section 135 of the Hong Kong Companies Ordinance (Cap. 622), the ordinary shares of the Company do not have a par value.

根據香港公司條例（第622章）第135條，本公司的普通股並無票面價值。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is delighted to report the business review for the first half of 2021 (“1H2021”) and it is the best performed interim results of the Company in terms of gross profit margin, EBITDA margin and profit attributable to the owners of the Company, in the recent 10 years. The improvement in the performance of the Group was mainly due to a larger demand in textile and apparel products when the 2019 novel coronavirus disease (the “COVID-19”) worldwide (the “Pandemic”) became less serious as well as the continuous improvement in operation efficiency of the Group. During 1H2021, the Group’s orders and production have gradually rebounded from the impact of the Pandemic since the second half of 2020. Thanks to our existing, new customers and business partners who have worked closely with the Group through the challenging time and collaborated with support and embrace.

Our total sales volume of fabric increased significantly by approximately 46.1% as compared to the first half of 2020 (“1H2020”). Our total revenue was HK\$3,219,000,000 in 1H2021 (1H2020: HK\$2,099,700,000), a 53.3% increase as compared with 1H2020. The gross profit margin increased strongly by 3.9 percentage points from 10.2% in 1H2020 to 14.1% in 1H2021. Profit for the period in 1H2021 was HK\$151,700,000, a complete turnaround from loss for the period of HK\$16,400,000 in 1H2020.

Difficult and challenging time could make a person stronger and grow mature which is the same to corporations. What the Group and the textile and apparel industries faced during the Pandemic was completely overwhelming and phenomenal. It was the determination, fast to response attitude, persistency and hard works of the management team as well as all staff to breakthrough all obstacles. The Group won’t have such turnaround results without the great effort of the team. The Group successfully managed to reduce the percentage to sales noticeable of 1. distribution and selling expenses; 2. administrative expenses and 3. finance costs when compared to the same period last year. These 3 expenses represented 9.3% of the total revenue in 1H2021, a reduction of 1.9 percentage points from 11.2% in 1H2020.

Basic earnings per share was HK11.1 cents in 1H2021, an impressive turnaround from basic loss per share of HK1.2 cents in 1H2020.

With the continuous stringent control on the Group’s credit management and solid enforcement on our credit policies, the trade and bills receivables turnover period of the Company was impressively reduced 23 days from 91 days to 68 days, which was in-line with our normal and average trade and bills receivables turnover period.

管理層討論及分析

業務回顧

本集團欣然報告2021年上半年(「1H2021」)的業務回顧，這是本公司近10年就毛利率，息稅折舊及攤銷前利潤率及本公司擁有人應佔溢利而言表現最佳的中期業績。本集團業績的改善主要是由於2019年新型冠狀病毒病(「COVID-19」)在全球範圍內(「疫情」)漸趨緩和並持續改善，對紡織服裝產品的需求增加和本集團的營運效率持續提升。2021年上半年以及自2020年下半年以來，本集團的訂單和生產已逐漸從疫情的影響中恢復。以此感謝我們現有的、新的客戶和業務合作夥伴在充滿挑戰的時期與集團密切合作並與予以支持和包容。

本集團的面料總銷售量較2020年上半年(「1H2020」)大幅增長了近46.1%。本集團在1H2021的總營業額為3,219,000,000港元(1H2020: 2,099,700,000港元)，較1H2020上升53.3%。毛利率由1H2020的10.2%強勁上升3.9個百分點至1H2021的14.1%。於1H2021回顧期內盈利為151,700,000港元，完全扭轉1H2020期內虧損為16,400,000港元。

困難和具有挑戰性的時間可以使一個人變得更強大並成熟，這與企業一樣。疫情期間，集團和紡織服裝行業所面臨的情況完全是壓倒性的和巨大的。正是管理團隊和全體員工的決心、快速反應的態度、堅持不懈和努力拼搏，才得以衝破一切障礙。沒有團隊的巨大努力，本集團不會有這樣的扭轉結果。本集團成功地顯著降低了與上年同期相比的佔銷售額百分比1.分銷及銷售費用；2.管理費用及3.財務費用。這3項費用佔2021年上半年總收入的9.3%，低於2020年上半年的11.2%，1.9個百分點。

於1H2021，每股基本盈利為11.1港仙，一個驚人扭轉1H2020期內每股基本虧損為1.2港仙。

隨著集團持續對信貸管理和信貸政策的嚴格控制和紮實執行，公司營業及票據應收款項周轉期由91天大幅縮短23天至68天，與我們正常和一般的營業及票據應收款項周轉期相等。

According to the information published on the website of the China Cotton Association (中國棉花協會), the China cotton price index CCINDEX2129B (中國棉花價格指數) was RMB16,452/ton as at 30 June 2021 and was RMB15,365/ton as at 4 January 2021. The China cotton price index was at the highest in March 2021 at RMB16,667/ton and at the lowest in January 2021 at RMB15,365/ton. When compared with a year before, the China cotton price index CCINDEX2129B was RMB12,213/ton as at 30 June 2020, and RMB13,915/ton as at 2 January 2020. From the year-on-year comparison between 30 June 2020 and 30 June 2021, a 34.7% increase was recorded.

According to the China coal market website, the monitoring data shown on 25 June 2021 based on the China coal price index (national comprehensive) was 208.7, an increase by 60.5 points year-on-year. The Group continued focusing on lean management, technology automation, machinery upgrade, cost reduction and control initiatives to boost overall operating profitability.

Continuous restructuring and consolidating of our subsidiaries with the aims to streamline operation and reduce costs was successfully implemented during the period under review.

Production and Sales of Dyed Fabrics and Yarns

The Group's total production capacity of 4 fabric mills in both the PRC and Sri Lanka was approximately 24.5 million pounds of fabric dyeing per month, which was a reduction of 3 million pounds as compared with the same period last year. The reason for the reduction is due to the Pandemic in last year.

For the period under review, the Group's core business, production and sales of dyed fabrics and yarns, generated revenue of approximately HK\$2,867,100,000 and accounted for 89.1% of the Group's total revenue.

Production and Sales of Garments

Revenue from the production and sales of garments for 1H2021 was approximately HK\$351,900,000 and accounted for 10.9% of the Group's total revenue.

Dividend

In view of the general practice of the Company to only recommend a final dividend, the Board has resolved not to declare any interim dividend for the six months ended 30 June 2021. The Group generously maintained a high dividend payout ratio of 80% to 90% in the past 4 years. Whether the Group is able to maintain a similar range of dividend payout ratio as our dividend policy will also depend on the results in second half of 2021. The Group is committed to providing rewarding investment return to the shareholders of the Company (the "Shareholders"), subject to the dividend policy stated in 2020 annual report of the Company.

根據中國棉花協會網站公佈資訊，中國棉花價格指數CCINDEX2129B於2021年6月30日為每噸人民幣16,452元，而2021年1月4日則為每噸人民幣15,365元。中國棉花價格指數分別於2021年3月及2021年1月錄得最高每噸人民幣16,667元和最低每噸人民幣15,365元的水平。對比上一年度，中國棉花價格指數CCINDEX2129B於2020年6月30日為每噸人民幣12,213元，於2020年1月2日則為每噸人民幣13,915元，於2020年6月30日至2021年6月30日期間，按年錄得34.7%上升。

根據中國煤炭市場網，中國煤炭價格指數（全國綜合指數）監測數據顯示於2021年6月25日中國煤炭指數為208.7，按年上升60.5點。集團繼續注重精益管理、技術自動化、機械升級、成本削減及管控措施，藉以提升整體經營效益。

於回顧期內，本集團持續重組及整合附屬公司的工作得以圓滿實施，成功精簡營運並降低成本。

製造及銷售色布及紗

本集團位於中國大陸和斯里蘭卡的4家面料工廠的印染產能每月約24.5百萬磅，與去年同期相比減少了3百萬磅，減少是由於去年疫情情況下所引致。

在回顧期內，本集團核心業務一色布及紗的製造及銷售，為集團帶來約2,867,100,000港元的營業額，佔集團總營業額的89.1%。

製造及銷售成衣

1H2021成衣製造及銷售的營業額約為351,900,000港元，佔集團總營業額的10.9%。

股息

鑒於本公司於一般情況下只建議派發末期股息，本公司董事會決定及宣佈就截至2021年6月30日止6個月內不予派發任何中期股息。本集團於過去4年均維持80%至90%的高派息比率。本集團能否維持與股息政策相類似的股息派息比率，亦取決於2021年下半年的業績。本集團承諾向本公司股東（「股東」）提供豐厚的投資回報，但須遵守本公司2020年年報之股息政策。

Awards and Certifications

Our awards and certificates accredited during 1H2021 were as follows:

獎項及認證

在2021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	Type of Award/ Certification 獎項／認證類型	Date of Issue (Year/Month) 頒發日期(年／月)	Issuing Unit/Organisation 發出單位／機構
Fountain Set (Holdings) Limited 福田實業(集團)有限公司				
1	COTTON USA™ Licensee COTTON USA™ 授權合作夥伴	Licensee 授權合作夥伴	2021/1	Cotton Council International 美國國際棉花協會
2	SUPIMA® Licensee SUPIMA® 授權合作夥伴*	Licensee 授權合作夥伴*	2021/1	SUPIMA® World's Finest Cottons SUPIMA® 世界頂級棉花*
3	"13th Five-Year Plan" China's Knitting Industry Excellent Technological Innovation Enterprise* 「十三五」中國針織行業優秀科技創新企業	Award 獎項	2021/5	China Knitting Industrial Association* 中國針織工業協會
Fountain Set Limited 福田實業有限公司				
4	Global Recycled Standard (GRS) 4.0 全球回收標準(GRS)4.0*	Certification 認證	2021/5	Intertek Group 天祥集團
Jiangyin Fuhui Textiles Limited 江陰福匯紡織有限公司				
5	2020 Outstanding Unit of Safety in Production of Jiangyin High-tech Zone* 2020年度江陰高新區安全生產先進單位	Award 獎項	2021/1	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
6	2020 Outstanding Unit of Ecological Civilisation* 2020年度生態文明建設先進單位	Award 獎項	2021/2	Working Committee of Jiangyin High-tech Industrial Development Zone of the Communist Party of China* 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
7	2020 Outstanding Enterprise of Foreign Investment* 2020年度外商投資先進企業	Award 獎項	2021/2	Working Committee of Jiangyin High-tech Industrial Development Zone of the Communist Party of China* 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
8	2020 Charitable Enterprise* 2020年度熱心慈善企業	Award 獎項	2021/2	Working Committee of Jiangyin High-tech Industrial Development Zone of the Communist Party of China* 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
9	2020 Enterprises with Inbound Taxes Exceeding 100 Millions* 2020年度入庫稅金超億元企業	Award 獎項	2021/2	Working Committee of Jiangyin High-tech Industrial Development Zone of the Communist Party of China* 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

No. 文件序號	Name of Award/Certification 獎項／認證名稱	Type of Award/ Certification 獎項／認證類型	Date of Issue (Year/Month) 頒發日期(年／月)	Issuing Unit/Organisation 發出單位／機構
10	2020 High Quality Development Outstanding Contribution Award* 2020年度高質量發展突出貢獻獎	Award 獎項	2021/2	Working Committee of Jiangyin High-tech Industrial Development Zone of the Communist Party of China* 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
11	ISO 50001 Energy Management System Certificate ISO 50001能源管理體系認證證書	Certification 認證	2021/2	Beijing Zhongjing Quality Certification Co., Ltd. 北京中經科環質量認證有限公司
12	ISO 14001 Environmental Management System Certificate ISO 14001環境管理體系認證證書	Certification 認證	2021/2	Beijing Zhongjing Quality Certification Co., Ltd. 北京中經科環質量認證有限公司
13	2019-2020 Advanced Unit of Quality and Safety Humanistic Award* 2019-2020年度質量與安全先進單位人本獎	Award 獎項	2021/3	COFCO Corporation 中糧集團有限公司
Dongguan Shatin Lake Side Textiles Printing & Dyeing Co., Ltd. 東莞沙田麗海紡織印染有限公司				
14	Oeko-Tex Standard 100 Oeko-Tex 標準100#	Certification 認證	2021/1	TESTEX AG, Swiss Textile Testing Institute TESTEX AG · 瑞士紡織檢定所#
15	Oeko-Tex Standard 100 Oeko-Tex 標準100#	Certification 認證	2021/2	TESTEX AG, Swiss Textile Testing Institute TESTEX AG · 瑞士紡織檢定所#
16	Marks & Spencer Premier Accreditation Scheme 瑪莎百貨高級認證計劃#	Certification 認證	2021/3	Marks & Spencer Group 瑪莎百貨集團#
17	Oeko-Tex Standard 100 Oeko-Tex 標準100#	Certification 認證	2021/4	TESTEX AG, Swiss Textile Testing Institute TESTEX AG · 瑞士紡織檢定所#
18	Advanced Chemical Management Training 高階化學品管理培訓#	Certification 認證	2021/4	TUV Rheinland
19	ZDHC ClearStream Report ZDHC清流報告#	Certification 認證	2021/4	ZDHC Foundation
20	2021 Completion Of Self-Assessment 2021自我評估完成#	Certification 認證	2021/6	Sustainable Apparel Coalition

* English names are only the translation of their respective official Chinese names. In case of inconsistencies, the Chinese names 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。

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

中文名稱僅為官方英文名稱之譯文。倘有歧異，概以英文名稱為準。

OUTLOOK

According to the Global Economic Prospects June 2021 issued by the World Bank Group, the world economy is experiencing an exceptionally strong but highly uneven recovery. Global growth rate is set to reach 5.6 percent in 2021, its strongest post-recession pace in 80 years. Global growth is concentrated in a few major economies, with most emerging market and developing economies (“EMDEs”) lagging behind. While about 90 percent of advanced economies are expected to regain their pre-pandemic per capita income levels by 2022, only about one-third of EMDEs are expected to do so.

By 2022, global output will remain about 2 percent below pre-pandemic projections, and per capita income losses incurred last year will not be fully unwound in about two-thirds of EMDEs. The global outlook remains subject to significant downside risks, which include the possibility of large COVID-19 waves in the context of new virus variants and financial stress amid high EMDE debt levels. After declining in the first half of 2020, global inflation has rebounded quickly on recovering activity. While global inflation is likely to continue rising in the remainder of this year, inflation is expected to remain within target bands in most inflation-targeting countries.

Looking forward to the second half of 2021 (“2H2021”), the world economy and the retail market are expected to continue rebound from the Pandemic. The orders from our global clients continue to be active and normalised; hence, the Group holds a relatively optimistic attitude towards business and financial performance in the second half of this year. Nevertheless, the Group has been working closely with our existing clients in the Chinese domestic market to co-develop new collections using innovative fabrics, which provide attractive business potential going forward. As the economy in China has been rebounding speedily in 2021, we believe that the growth momentum will be concentrated in this market as well as several popular and quality Japanese brands that we have been working together. In addition, China has changed its family planning policy on 31 May 2021. With the implementation of the 3-child policy which encouraging families to have 3 children, the kidswear market is expected to become another sweet spot for fabric sales. The Group has long been the pioneer in developing innovative products together with our customers in the textile and apparel industry and will continue to allocate resources in this area in the future. If there are no unexpected negative circumstances happen in the 2H2021, the Group is confident that it will be another best performed annual results in the fiscal year of 2021 in the Group’s recent history.

Notwithstanding the ever-changing global economic and market conditions, the Group is determined to do the best altogether to bring long-term values and returns to all Shareholders through various measures on cost reduction.

OUR APPRECIATION

Finally, we would like to express our gratitude to the Shareholders, customers, business partners and suppliers for their continuous unfaltering support during the increase in economic instability. We would also like to thank our dedicated staff for their commitment and contributions to the success of the Group.

展望

根據世界銀行集團2021年6月的《全球經濟展望報告》，世界經濟正在經歷異常強勁但極不平衡的複蘇。在2021年全球增長率將達到5.6%，這是80年來最強勁的衰退後增速。全球增長集中在少數主要經濟體，大多數新興市場和發展中經濟體（「EMDEs」）增長落後。雖然預計到2022年約90%的發達經濟體將恢復疫情前的人均收入水平，但只有約三分之一的發達經濟體預計會有如此恢復。

到2022年，全球產出仍將比疫情前的預測低約2%。而在約三分之二的發展中經濟體中，去年發生的人均收入損失將無法完全消除。全球前景仍面臨重大下行風險，其中包括在病毒變種和發展中經濟體高債務水平下的財務壓力的背景下可能出現大的新型冠狀病毒浪潮。在經歷了2020年上半年的下滑之後，全球通脹在復甦後迅速反彈。雖然全球通脹可能在今年餘下時間繼續上漲，但通脹預計將保持在目標區間內在大多數以通脹為目標的國家。

展望2021年下半年（「2H2021」），世界經濟和零售市場有望繼續從疫情中反彈。來自全球客戶的訂單持續活躍和常態化，因此本集團對今年下半年的業務和財務表現持相對樂觀的態度。儘管如此，本集團一直與我們在中國國內市場的現有客戶緊密合作，使用創新面料共同開發新系列產品，這些產品具有廣闊的商業潛力。由於中國經濟在2021年迅速反彈，我們相信增長動力將集中在這個市場以及我們一直在努力的數個受歡迎和優質的日本品牌。此外，中國於2021年5月31日更新其生育政策。隨著中國3孩政策的實施並鼓勵家庭生育第3個孩子，童裝市場有望成為面料銷售的另一據點。本集團一直與紡織及服裝行業的客戶聯手走在開發創新產品的前端，日後在該方面將繼續投入資源。如果在2021年下半年沒有出現不可預計的負面情況，本集團有信心2021年全年將會是另一個於集團近年歷史中表現最好的年度業績。

儘管全球經濟市場形勢不斷地變化，本集團仍決心通過各項降低成本的措施方案，為所有股東帶來長期價值及回報。

致謝

最後，我們謹向所有股東、客戶、業務夥伴和供應商致謝，感謝他們在經濟不確定性增加的同時仍持續給予支持。我們亦感激各位員工為集團的成功所作出的投入、承諾和貢獻。

FINANCIAL REVIEW

The key operating and financial indicators of the Group for the six months ended 30 June 2021 are set out below:

財務回顧

本集團截至2021年6月30日止6個月之主要經營及財務指標呈列如下：

		Six months ended 30 June 截至6月30日止6個月	
		2021	2020
Statement of Profit or Loss Items	損益表項目		
(All amounts in HK\$ thousands unless otherwise stated)	(除特別註明外所有金額均以千港元列示)		
Revenue	營業額	3,218,999	2,099,734
Gross profit	毛利	454,662	213,644
EBITDA*	息稅折舊及攤銷前利潤	285,092	101,657
Profit/(loss) for the period	是期間盈利／(虧損)	151,721	(16,432)
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔盈利／(虧損)	136,248	(15,154)
Basic earnings/(loss) per share (HK cents)	每股基本盈利／(虧損) (港仙)	11.1	(1.2)
Key Financial Ratios	主要財務比率		
Profitability ratios	盈利能力比率		
Gross profit margin (%)	毛利率(%)	14.1%	10.2%
EBITDA* margin (%)	息稅折舊及攤銷前利潤率(%)	8.9%	4.8%
Expenses as a % of revenue	開支佔營業額比率		
Distribution and selling expenses	分銷及銷售費用	2.1%	2.5%
Administrative expenses	行政費用	7.0%	8.2%
Finance costs	融資成本	0.2%	0.5%
Asset efficiency	資產效率		
Inventory turnover period (days)	存貨周轉期(日)	100	94
Trade and bills receivables turnover period (days)	營業及票據應收款項周轉期(日)	68	91
Trade and bills payables turnover period (days)	營業及票據應付款項周轉期(日)	64	43

* EBITDA means earnings before interest, tax, depreciation and amortisation.

* EBITDA解釋為息稅折舊及攤銷前利潤。

		At 30 June 於6月30日	At 31 December 於12月31日
		2021	2020
Asset ratios	資產比率		
Current ratio [#]	流動比率 [#]	2.1	2.3
Net debt/EBITDA ratio (annualised)	淨債務／息稅折舊及攤銷前利潤率(年化)	(2.4)	(3.2)
Gearing ratio	資本負債比率		
Total liabilities/Equity attributable to owners of the Company	負債總額／本公司擁有人應佔權益	0.6	0.5

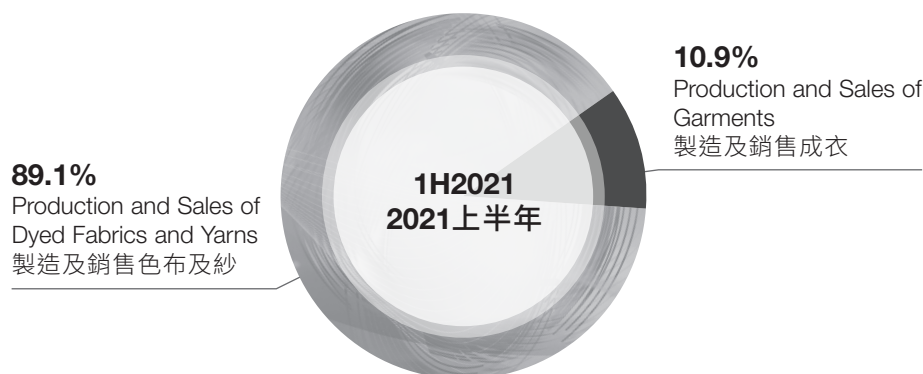
[#] Current ratio is calculated by dividing current assets by current liabilities.

[#] 流動比率的計算方法是將流動資產除以流動負債。

Revenue

The Group's revenue for the six months ended 30 June 2021 amounted to approximately HK\$3,218,999,000 (six months ended 30 June 2020: HK\$2,099,734,000).

Revenue by Business Segments



In the first half of 2021, the Group's core business, production and sales of dyed fabrics and yarns, generated revenue of approximately HK\$2,867,089,000 (six months ended 30 June 2020: HK\$1,851,603,000), which accounted for 89.1% (six months ended 30 June 2020: 88.2%) of the Group's total revenue. Revenue from production and sales of garments was approximately HK\$351,910,000 (six months ended 30 June 2020: HK\$248,131,000), which accounted for 10.9% (six months ended 30 June 2020: 11.8%) of the Group's total revenue.

Cost of Sales and Gross Profit

For the six months ended 30 June 2021, overall cost of sales of the Group amounted to approximately HK\$2,764,337,000 (six months ended 30 June 2020: HK\$1,886,090,000) and overall gross profit margin was 14.1% (six months ended 30 June 2020: 10.2%).

During the period under review, the Group's revenue increased by 53.3% compared with the same period last year, which was mainly due to the increase in sales volume of fabric by approximately 46.1%. Compared with the same period last year, the increase in percentage of revenue was larger than the increase in percentage of production cost, which led to the increase in gross profit margin.

Distribution and Selling Expenses

For the six months ended 30 June 2021, the Group's overall distribution and selling expenses amounted to approximately HK\$68,334,000 (six months ended 30 June 2020: HK\$52,896,000), which accounted for 2.1% (six months ended 30 June 2020: 2.5%) of the Group's total revenue.

Administrative Expenses

For the six months ended 30 June 2021, the Group's overall administrative expenses amounted to approximately HK\$224,981,000 (six months ended 30 June 2020: HK\$172,999,000), which accounted for 7.0% (six months ended 30 June 2020: 8.2%) of the Group's total revenue.

營業額

集團截至2021年6月30日止6個月的營業額約為3,218,999,000港元(截至2020年6月30日止6個月：2,099,734,000港元)。

營業額按業務分類

於2021年上半年，集團核心業務－製造及銷售色布及紗的營業額約為2,867,089,000港元(截至2020年6月30日止6個月：1,851,603,000港元)，佔集團營業額總值的89.1%(截至2020年6月30日止6個月：88.2%)。製造及銷售成衣的營業額約為351,910,000港元(截至2020年6月30日止6個月：248,131,000港元)，佔集團營業額總值的10.9%(截至2020年6月30日止6個月：11.8%)。

銷售成本及毛利

集團截至2021年6月30日止6個月之整體銷售成本約為2,764,337,000港元(截至2020年6月30日止6個月：1,886,090,000港元)，整體毛利率為14.1%(截至2020年6月30日止6個月：10.2%)。

於回顧期內，本集團的營業額較去年同期上升53.3%，主要是由於面料銷售量增加約46.1%。與去年同期相比，營業額的上升幅度大於生產成本的上升幅度，引致毛利率上升。

分銷及銷售費用

集團截至2021年6月30日止6個月之整體分銷及銷售費用約為68,334,000港元(截至2020年6月30日止6個月：52,896,000港元)，佔集團營業額總值的2.1%(截至2020年6月30日止6個月：2.5%)。

行政費用

集團截至2021年6月30日止6個月之整體行政費用約為224,981,000港元(截至2020年6月30日止6個月：172,999,000港元)，佔集團營業額總值的7.0%(截至2020年6月30日止6個月：8.2%)。

Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA)

For the six months ended 30 June 2021, the Group's EBITDA amounted to approximately HK\$285,092,000 (six months ended 30 June 2020: HK\$101,657,000) and the EBITDA margin was 8.9% (six months ended 30 June 2020: 4.8%).

Finance Costs

For the six months ended 30 June 2021, the Group's finance costs amounted to approximately HK\$7,850,000 (six months ended 30 June 2020: HK\$10,800,000), representing 0.2% (six months ended 30 June 2020: 0.5%) of the Group's total revenue.

Capital Expenditure

During the period under review, the Group invested approximately HK\$47,340,000 (six months ended 30 June 2020: HK\$48,257,000) in additions of property, plant and equipment. The Group's capital commitments primarily related to the acquisition of property, plant and equipment. As at 30 June 2021, the Group had contracted capital commitments of approximately HK\$134,161,000 (31 December 2020: HK\$105,938,000) in relation to the acquisition of property, plant and equipment.

Income Tax Expense

For the six months ended 30 June 2021, income tax expense of the Group amounted to approximately HK\$37,221,000 (six months ended 30 June 2020: HK\$7,221,000).

Liquidity and Financial Resources

As at 30 June 2021, the Group's net assets amounted to approximately HK\$3,631,960,000 (31 December 2020: HK\$3,579,789,000). The key figures of the Group's financial position were as follows:

息稅折舊及攤銷前利潤(EBITDA)

集團截至2021年6月30日止6個月之息稅折舊及攤銷前利潤約為285,092,000港元(截至2020年6月30日止6個月: 101,657,000港元), 息稅折舊及攤銷前利潤率為8.9% (截至2020年6月30日止6個月: 4.8%)。

融資成本

集團截至2021年6月30日止6個月之融資成本約為7,850,000港元(截至2020年6月30日止6個月: 10,800,000港元), 佔集團營業額總值的0.2% (截至2020年6月30日止6個月: 0.5%)。

資本開支

於回顧期內, 集團已投資約為47,340,000港元(截至2020年6月30日止6個月: 48,257,000港元)以增加物業、機器及設備。集團的資本承擔主要涉及購買物業、機器及設備。於2021年6月30日, 集團有關購買物業、機器及設備的已簽約資本承擔約為134,161,000港元(2020年12月31日: 105,938,000港元)。

所得稅支出

集團截至2021年6月30日止6個月之所得稅支出約為37,221,000港元(截至2020年6月30日止6個月: 7,221,000港元)。

資金流動性及財政資源

於2021年6月30日, 集團資產淨值約為3,631,960,000港元(2020年12月31日: 3,579,789,000港元)。財務狀況的主要資料如下:

		At 30 June 於6月30日 2021 HK\$'000 千港元	At 31 December 於12月31日 2020 HK\$'000 千港元
Non-current assets	非流動資產	1,706,372	1,746,822
Current assets	流動資產	4,051,037	3,678,889
Total assets	資產總值	5,757,409	5,425,711
Current liabilities	流動負債	1,908,402	1,619,636
Non-current liabilities	非流動負債	217,047	226,286
Total liabilities	負債總值	2,125,449	1,845,922
Net assets	資產淨值	3,631,960	3,579,789

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 bank borrowings.

集團以營運所得現金流量及銀行的長短期貸款應付日常資金需要, 而資本開支則主要由銀行貸款撥付。

As at 30 June 2021, the Group's bank borrowings amounted to HK\$456,612,000 (31 December 2020: HK\$236,748,000). Details of the bank borrowings of the Group are set out in note 15 to the condensed consolidated financial statements.

As at 30 June 2021, the Group's bank balances and cash, including short-term bank deposits, amounted to HK\$1,135,211,000 (31 December 2020: HK\$1,255,567,000) and were mainly denominated in HKD, USD and Renminbi ("RMB").

As at 30 June 2021, the principal financial covenant figures/ratios (according to the definitions of the Group's principal banks) were as follows:

於2021年6月30日，本集團銀行借貸為456,612,000港元(2020年12月31日：236,748,000港元)。本集團的銀行借貸詳情已載於綜合財務報表附註15。

於2021年6月30日，本集團銀行結餘及現金(包括短期銀行存款)合共1,135,211,000港元(2020年12月31日：1,255,567,000港元)，主要是港幣、美元及人民幣。

於2021年6月30日，主要的財務契約數據／比率(根據本集團主要往來銀行的定義)如下：

		At 30 June 於6月30日 2021	At 31 December 於12月31日 2020
Consolidated tangible net worth	綜合淨有形資產	HK\$3,330,680,000港元	HK\$3,195,548,000港元
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	0.1	0.1
Consolidated EBITDA to consolidated interest expense	綜合息稅折舊及攤銷前利潤對 綜合利息支出比例	36.3	16.2
Consolidated current assets to consolidated current liabilities	綜合流動資產對 綜合流動負債比例	2.1	2.3
Consolidated capital expenditure	綜合資本開支	HK\$47,340,000港元	HK\$135,777,000港元

Risk Management

The Group follows a stringent and prudent risk management policy to manage foreign exchange and interest rate risks.

The sale and the purchase of raw materials of the Group were mainly denominated in HKD, USD and RMB. Since the Group mainly carries out production in China, we are exposed to foreign exchange risk arising from RMB exposure. The Group has been closely monitoring the exchange rate fluctuation for USD and RMB and will continue to monitor the trend of the exchange rate and adopt appropriate measures in order to mitigate the foreign currency risk in a cautious manner.

In addition, bank borrowings of the Group were denominated in HKD and USD and interests were mainly charged on a floating rate basis. The average effective interest rate of bank borrowings of the Group was 1.62% per annum for the period under review (31 December 2020: 2.46% per annum) and the bank borrowings were repayable within one year. All bank borrowings were unsecured for the six months ended 30 June 2021 and the year ended 31 December 2020. The Group will continue to monitor the interest rates fluctuation in the market and will adopt appropriate measures to minimise the interest rate risk.

風險管理

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。

集團之銷售和原料採購以港元、美元及人民幣為主。而主要的生產基地位於中國，故涉及人民幣所產生之外匯風險。集團一直密切留意美元及人民幣匯率的變動，會採取謹慎的方法，適時審視匯率的走勢，安排合適的措施以減低外匯風險。

此外，集團的銀行借貸以港元和美元為單位，利息主要以浮動利率計算。回顧期內，本集團銀行借貸的平均實際年利率為1.62%（2020年12月31日：年利率為2.46%）及銀行借貸須於一年內償還。截至2021年6月30日止6個月及截至2020年12月31日止年度，所有銀行借貸均無抵押。本集團將繼續留意市場的利率波動，並安排合適的措施以減低利率上升的風險。

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2021, the Group had approximately 7,900 (30 June 2020: 7,700) full-time employees. The Group will continue to implement streamlined production processes so as to further minimise its labour cost. The Group's emolument policies are formulated based on the performance of individual employee and the salary trends in various regions, which are reviewed regularly. Subject to the Group's profitability, the Group may also distribute a discretionary bonus to its employees as an incentive for their contribution to the Group.

The Company has established a share option scheme for its employees (expired on 19 January 2021), and also provides regular training courses and subsidies for continuing education so as to improve the skills of its employees with respect to production, selling and management.

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

During the period under review, the Company had not redeemed its listed securities, nor did the Company or any of its subsidiaries purchase or sell any of such securities.

CORPORATE GOVERNANCE CODE

Throughout the period from 1 January 2021 to 30 June 2021, the Company has applied the principles of, and complied with, all the applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the "CG Code") except for code provision A.2.1 of the CG Code.

Since 23 January 2015, Mr. ZHAO Yao, the Chairman and an Executive Director, has taken up the position of chief executive officer of the Company, details of which were set out in the announcement of the Company dated 23 January 2015. This deviated from code provision A.2.1 of the CG Code, which stipulates that the responsibilities between the chairman and chief executive officer should be divided and should not be performed by the same person. 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 plan its overall strategy more efficiently 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 being INEDs, and all major decisions are made in consultation with all the Board members who meet on a regular basis to review the operations of the Group, and shall be approved by majority approval of the Board, with the INEDs on the Board scrutinising important decisions and offering independent perspectives.

The Board will continue to review and consider splitting the roles of the chairman and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

僱員及酬金政策

集團於2021年6月30日之全職僱員人數約7,900人（2020年6月30日：7,700人）。本集團將繼續實施精簡生產程序，以盡量減少勞動力成本。集團的酬金政策是根據個別僱員的工作表現及各地區薪酬趨勢而制定並定期作出檢討。集團亦會因應集團之盈利情況，酌情發放花紅予僱員以鼓勵他們對集團之貢獻。

本公司為僱員設有一項購股權計劃（已於2021年1月19日屆滿），亦會提供定期培訓課程及資助進修計劃，以提高僱員之生產、銷售及管理技能。

購回、出售及贖回本公司之上市證券

於回顧期內，本公司並無贖回其上市證券，本公司或其任何附屬公司亦無購回或出售任何有關證券。

企業管治守則

由2021年1月1日至2021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（「企管守則」）之原則及所有適用之守則條文，惟企管守則之守則條文第A.2.1條除外。

自2015年1月23日起，主席及執行董事趙耀先生開始兼任本公司行政總裁職務，詳情已載於本公司日期為2015年1月23日之公告。此會偏離企管守則之守則條文第A.2.1條的規定，主席與行政總裁的職責應有區分及不應由同一名人士擔任，但考慮到本集團現時的情況，由同一名人士同時擔任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。董事會相信會有足夠能力確保職能及權力在此安排下得到平衡。由於董事會由經驗豐富、專業及高質素人士出任獨立非執行董事，以及所有重大決策均透過定期會議上作審查及審閱本集團營運，並由所有董事會成員協商後制定，同時須獲董事會多數批准通過，包括由董事會中的獨立非執行董事審查重要決策及提供獨立觀點。

董事會將繼續檢討及考慮本集團的整體情況，並在適當及合適的時間分開主席及行政總裁的角色。

Furthermore, following the appointment of Mr. ZHANG Zheng as an executive Director with effect from 1 April 2021, the number of INEDs falls below one-third of the Board as required under Rule 3.10A of the Listing Rules. Following the appointment of Mr. WONG Kwong Chi as an INED with effect from 30 June 2021, the Board comprises 11 Directors, of which 4 are INEDs. As a result, the number of INEDs represents at least one-third of the Board, and hence, the Company has complied with the requirement of Rule 3.10A of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct regarding Directors' securities transactions. Following the specific enquiries made by the Company with all Directors, they have confirmed that they had complied with the required standard set out in the Model Code for the period under review.

AUDIT COMMITTEE'S REVIEW

The Company has established an audit committee of the Board (the "Audit Committee") for the purposes of reviewing and providing supervision over the Company's financial reporting process, risk management and internal control systems. The Audit Committee presently comprises 1 non-executive Director and 2 INEDs, and 1 of the INEDs acts as the chairman of the Audit Committee. The Audit Committee has reviewed the unaudited consolidated interim results of the Group for the six months ended 30 June 2021 and the 2021 interim report of the Company.

PUBLICATION OF 2021 INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

This results announcement is published on the respective websites of the Company (www.fshl.com) and the Stock Exchange (www.hkexnews.hk). The 2021 interim report of the Company containing all the information required by the Listing Rules will be dispatched to the Shareholders and available on the respective websites of the Company and the Stock Exchange in due course in the manner as required by the Listing Rules.

By Order of the Board

Fountain Set (Holdings) Limited

ZHAO Yao

Chairman and Chief Executive Officer

Hong Kong, 26 August 2021

As at the date of this announcement, the Board comprises 5 executive directors, namely Mr. ZHAO Yao (Chairman and Chief Executive Officer), Mr. LIU Xianfu, Mr. TAO Yongming, Mr. YAU Hang Tat Andrew and Mr. ZHANG Zheng; 2 non-executive directors, namely Dr. YEN Gordon (Non-executive Vice Chairman) and Mr. SUN Fujii; and 4 independent non-executive directors, namely Mr. NG Kwok Tung, Mr. YING Wei, Mr. William LAM and Mr. WONG Kwong Chi.

此外，自2021年4月1日起委任張正先生為執行董事後，董事會中獨立非執行董事的人數低於上市規則第3.10A條規定須佔董事會成員三分之一的要求。王幹芝先生獲委任為獨立非執行董事並自2021年6月30日起生效後，董事會由11名董事組成，其中4名為獨立非執行董事。獨立非執行董事的人數至少佔董事會的三分之一，因此，本公司已遵守上市規則第3.10A條的規定。

董事進行證券交易的標準守則

本公司已採納上市規則附錄10（「附錄10」）所載的上市發行人董事進行證券交易的標準守則（「標準守則」）為其有關董事進行證券交易之守則。經本公司向所有董事作出具體查詢後，所有董事已確認彼等於回顧期內均已遵守標準守則所要求的標準。

審核委員會審閱

本公司已成立董事會審核委員會（「審核委員會」），藉以檢討及監察本公司之財務申報程序、風險管理及內部監控制度。審核委員會現由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集團截至2021年6月30日止6個月之未經審核綜合中期業績及本公司2021年中期報告。

刊發2021年中期業績公告及中期報告

本業績公告分別於本公司網站(www.fshl.com)及聯交所網站(www.hkexnews.hk)刊登。載有上市規則規定的所有資料之本公司之2021年中期報告將會於適當時候寄發予股東，並且按上市規則要求的形式分別刊載於本公司及聯交所網站。