

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而引致之任何損失承擔任何責任。



匯豐銀行有限公司

HSBC Bank (China) Limited

(Incorporated in the People's Republic of China)

2015

2015年12月31日止年度本

及其他全面收益表

2014  
2014年  
港元

Revenue

Cost of sales

Gross profit

Other revenue

Other gains and losses

Distribution and selling expenses

Administrative expenses

Finance costs

Gain on disposal of subsidiaries

Share of profit/(loss) of an associate

Profit before taxation

Income tax expense

Profit for the year

Profit for the year attributable to:

Owners of the Company

Non-controlling interests

Earnings per share

- Basic

- Diluted

毛利

其他收入

其他收益及虧損

分銷及銷售費用

行政費用

融資成本

出售附屬公司之所得收益

應佔一間聯營公司之

盈利 (虧損)

除稅前盈利

所得稅支出

是年度盈利

應佔是年度盈利：

本公司擁有人

非控股權益

每股盈利

- 基本

- 攤薄

3

4

5

7

7

(191,362)

(469,362)

(26,166)

-

839

152,207

(24,133)

128,074

99,860

28,214

128,074

HK cents 港仙

8.3

8.3

4,000

123,829

(28,068)

95,761

90,590

5,171

95,761

HK cents 港仙

7.5

7.5

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

FOR THE YEAR ENDED 31 DECEMBER 2015 截至2015年12月31日止年度

			2015	2014
			2015年	2014年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Profit for the year</b>	是年度盈利	5	<u>128,074</u>	<u>95,761</u>
<b>Other comprehensive income, net of tax</b>	其他全面收益 (經扣除稅項)			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益之項目:			
Net gain arising on revaluation of available-for-sale financial assets during the year	年內重估可供出售 金融資產產生之 收益淨值		426	-
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額		(10,288)	(2,286)
Reclassification adjustment of translation reserve upon disposal of a subsidiary	出售一間附屬公司時 匯兌儲備之 重新分類調整		<u>-</u>	<u>(1,435)</u>
<b>Other comprehensive expense for the year</b>	是年度其他全面開支		<u>(9,862)</u>	<u>(3,721)</u>
<b>Total comprehensive income for the year</b>	是年度全面收益總值		<u>118,212</u>	<u>92,040</u>
<b>Total comprehensive income for the year attributable to:</b>	應佔是年度全面收益 總值:			
Owners of the Company	本公司擁有人		94,368	88,125
Non-controlling interests	非控股權益		<u>23,844</u>	<u>3,915</u>
			<u>118,212</u>	<u>92,040</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

AS AT 31 DECEMBER 2015 於2015年12月31日

			At 31 December 2015 於2015年12月31日	At 31 December 2014 於2014年12月31日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業		74,551	55,094
Property, plant and equipment	物業、機器及設備		1,412,120	1,520,174
Prepaid lease payments – non-current portion	預付租賃款項 - 非流動部份		102,020	104,763
Other intangible assets	其他無形資產		24,888	27,646
Interest in an associate	於一間聯營公司之權益		16,305	15,466
Investment in life insurance policies	人壽保險保單之投資	8	38,345	37,850
Deferred tax assets	遞延稅項資產		39,721	28,204
			<u>1,707,950</u>	<u>1,789,197</u>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	9	1,410,330	1,301,897
Trade and bills receivables	營業及票據應收款項	10	1,313,533	1,387,513
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		116,765	124,419
Prepaid lease payments – current portion	預付租賃款項 - 流動部份		2,606	2,610
Tax recoverable	可收回稅項		2,104	2,573
Restricted bank deposits	受限制銀行存款		7,043	–
Short-term bank deposits	短期銀行存款		183,917	509,513
Bank balances and cash	銀行結餘及現金		686,306	448,011
			<u>3,722,604</u>	<u>3,776,536</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	營業及票據應付款項	11	851,477	801,396
Other payables and accruals	其他應付款項及應計費用		343,499	269,688
Amounts due to non-controlling shareholders	欠非控股股東款項		80,100	80,100
Amount due to an associate	欠一間聯營公司款項		7,080	–
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		–	1,686
Tax payable	應付稅項		31,376	17,338
Bank and other borrowings – due within one year	銀行及其他借貸 - 一年內到期		494,619	784,831
Bank overdrafts	銀行透支		–	1,439
			<u>1,809,609</u>	<u>1,957,936</u>
<b>Net current assets</b>	<b>流動資產淨值</b>		<u>1,912,995</u>	<u>1,818,600</u>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<u>3,620,945</u>	<u>3,607,797</u>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

AS AT 31 DECEMBER 2015 於2015年12月31日

		At 31 December 2015 於2015年12月31日	At 31 December 2014 於2014年12月31日
		Note 附註 HK\$'000 千港元	HK\$'000 千港元
<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	60,760	62,218
Bank and other borrowings – due after one year	銀行及其他借貸 - 一年後到期	159,225	213,669
Deferred tax liabilities	遞延稅項負債	6,204	6,287
		<u>226,189</u>	<u>282,174</u>
<b>Net assets</b>	<b>資產淨值</b>	<u>3,394,756</u>	<u>3,325,623</u>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	865,716	862,211
Other reserves	其他儲備	2,364,829	2,320,317
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,230,545	3,182,528
Non-controlling interests	非控股權益	164,211	143,095
<b>Total equity</b>	<b>權益總值</b>	<u>3,394,756</u>	<u>3,325,623</u>

## NOTES 附註

### 1. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – first effective on 1 January 2015

HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions

The adoption of these amendments has no material impact on the Group’s financial statements.

(b) New/revised HKFRSs that have been issued but are not yet effective

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

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle <sup>1</sup>
Amendments to HKAS 1	Disclosure Initiative <sup>1</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>1</sup>
Amendments to HKAS 27	Equity Method in Separate Financial Statements <sup>1</sup>
HKFRS 9 (2014)	Financial Instruments <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>3</sup> Effective date is deferred

### 1. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂 經修訂之香港財務報告準則 - 於2015年1月1日首次生效

香港財務報告準則 (修訂本)	2010年至2012年週期之年度改進
香港財務報告準則 (修訂本)	2011年至2013年週期之年度改進
香港會計準則第19號之修訂本(2011年)	定額福利計劃: 僱員供款

採納該等修訂本對本集團的財務報表並無重大影響。

(b) 已頒佈但尚未生效之新訂 經修訂香港財務報告準則

下列可能與本集團財務報表有關之新訂 經修訂香港財務報告準則已經頒佈, 惟尚未生效亦未經本集團提早採納。

香港財務報告準則 (修訂本)	2012年至2014年週期之年度改進 <sup>1</sup>
香港會計準則第1號之修訂本	主動披露 <sup>1</sup>
香港會計準則第16號及香港會計準則第38號之修訂本	折舊及攤銷可接受方法的澄清 <sup>1</sup>
香港會計準則第27號之修訂本	獨立財務報表的權益法 <sup>1</sup>
香港財務報告準則第9號(2014年)	金融工具 <sup>2</sup>
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 <sup>3</sup>
香港財務報告準則第11號之修訂本	收購合營業務權益的會計處理 <sup>1</sup>
香港財務報告準則第15號	客戶合同收入 <sup>2</sup>

<sup>1</sup> 於2016年1月1日或之後開始之年度期間生效

<sup>2</sup> 於2018年1月1日或之後開始之年度期間生效

<sup>3</sup> 生效日期延遲

## 2. 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 year.

2015

		Hong Kong	The PRC	Taiwan	Korea	Sri Lanka	America	Europe	Others	Segment total	Eliminations	Consolidated
		香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	分類總值	對銷	綜合
		HK\$'000	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	千港元
Revenue	營業額											
External sales	對外銷售	1,430,114	1,194,748	770,123	1,059,345	814,559	390,323	81,006	912,833	6,653,051	-	6,653,051
Inter-segment sales (note)	分類間銷售 (附註)	4,774,710	2,677,060	-	-	421,331	72,388	-	172,293	8,117,782	(8,117,782)	-
Total segment revenue	分類營業額總值	6,204,824	3,871,808	770,123	1,059,345	1,235,890	462,711	81,006	1,085,126	14,770,833	(8,117,782)	6,653,051
Results	業績											
Segment profit	分類盈利	123,890	90,677	68,940	96,395	92,648	30,808	7,493	83,865			594,716
Interest income	利息收入											8,324
Unallocated income	未分配收入											8,815
Depreciation and amortisation	折舊及攤銷											(200,033)
Other unallocated expenses	其他未分配支出											(234,288)
Finance costs	融資成本											(26,166)
Share of profit of an associate	應佔一間聯營公司之盈利											839
Profit before taxation	除稅前盈利											152,207

## 2. 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。

以下為本集團於是年度源自製造及銷售色布、縫紉線、紗及成衣按可申報分類劃分之營業額及盈利以及業績所作之分析。

2015年

## 2. REVENUE AND SEGMENT INFORMATION (Continued)

2014

## 2. 營業額及分類資料(續)

2014年

		Hong Kong	The PRC	Taiwan	Korea	Sri Lanka	America	Europe	Others	Segment total	Eliminations	Consolidated
		香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	分類總值	對銷	綜合
		HK\$'000	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	千港元
Revenue	營業額	1,494,114	1,321,674	857,416	1,094,666	686,119	420,585	150,703	865,856	6,891,133	-	6,891,133
External sales	對外銷售											
Inter-segment sales (note)	分類間銷售 (附註)	4,944,412	2,531,113	-	-	386,361	112,848	-	176,289	8,151,023	(8,151,023)	-
Total segment revenue	分類營業額總值	6,438,526	3,852,787	857,416	1,094,666	1,072,480	533,433	150,703	1,042,145	15,042,156	(8,151,023)	6,891,133
Results	業績											
Segment profit	分類盈利	133,252	87,660	74,915	96,269	42,741	37,038	13,196	76,499			561,570
Interest income	利息收入											17,903
Unallocated income	未分配收入											2,917
Depreciation and amortisation	折舊及攤銷											(210,024)
Other unallocated expenses	其他未分配支出											(217,510)
Finance costs	融資成本											(34,983)
Gain on disposal of subsidiaries	出售附屬公司之 所得收益											4,694
Share of loss of an associate	應佔一間聯營公司 之虧損											(738)
Profit before taxation	除稅前盈利											123,829

Note: Inter-segment sales are charged at price 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。

## 2. 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, interest income, loss on disposal/written-off of property, plant and equipment, net gain/(loss) from derivative financial instruments, finance costs, 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. No analysis on segment assets and liabilities is disclosed as it is not presented to the board of directors of the Company.

### Revenue from the Group's products

The following is an analysis of the Group's revenue from external customers by products:

## 2. 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(包括非與生產有關之僱員福利開支、董事酬金、銀行費用等)、折舊及攤銷、利息收入、出售註銷物業、機器及設備之虧損、衍生金融工具之收益(虧損)淨值、融資成本及出售附屬公司之所得收益等。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。對分類資產及負債並沒有作出分析披露，因該資料沒有向本公司董事會呈列。

### 本集團產品之營業額

以下為按產品劃分本集團來自外部客戶營業額之分析：

2015	2014
2015年	2014年
<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元

Production and sales of dyed fabrics, sewing threads

ⓧ ⓧ - ⓧ ⓧ ⓧ ⓧ - , b ⓧ v ⓧ ⓧ # Y x v

## 2. REVENUE AND SEGMENT INFORMATION (Continued)

### Geographical information

The following is an analysis of geographical location of the Group's non-current assets (*note*) at the end of the reporting period:

		At 31 December 2015 於2015年12月31日 HK\$'000 千港元	At 31 December 2014 於2014年12月31日 HK\$'000 千港元
The PRC	中國	1,427,220	1,501,882
Hong Kong	香港	42,903	46,745
America	美洲	87	134
Sri Lanka	斯里蘭卡	159,465	173,598
Others	其他地區	209	784
		<u>1,629,884</u>	<u>1,723,143</u>

*Note:* Non-current assets excluded deferred tax assets and investment in life insurance policies.

## 2. 營業額及分類資料(續)

### 地域資料

於報告期終,本集團之非流動資產(附註)按地域位置之分析如下:

		At 31 December 2015 於2015年12月31日 HK\$'000 千港元	At 31 December 2014 於2014年12月31日 HK\$'000 千港元
The PRC	中國	1,427,220	1,501,882
Hong Kong	香港	42,903	46,745
America	美洲	87	134
Sri Lanka	斯里蘭卡	159,465	173,598
Others	其他地區	209	784
		<u>1,629,884</u>	<u>1,723,143</u>

*附註:* 非流動資產不包括遞延稅項資產及人壽保險保單之投資。

### Information about major customers

No revenue from individual customer contributed over 10% of the total revenue of the Group for the years ended 31 December 2015 and 31 December 2014.

### 有關主要客戶之資料

截至2015年12月31日止年度及截至2014年12月31日止年度,來自個別客戶之營業額佔本集團營業總額均無超過10%。

## 3. FINANCE COSTS

Finance costs on:

Bank and other borrowings wholly repayable  
within five years

融資成本:

須於5年內全部償還之銀行及  
其他借貸

## 3. 融資成本

2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元
<u>26,166</u>	<u>34,983</u>

#### 4. INCOME TAX EXPENSE

#### 4. 所得稅支出

		2015	2014
		2015年	2014年
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Current tax:	是年度稅項：		
Hong Kong	香港	4,449	278
The PRC	中國	20,307	12,111
Other jurisdictions	其他司法地區	<u>11,421</u>	<u>4,758</u>
		<u>36,177</u>	<u>17,147</u>
(Over)/under provision in prior years:	過往年度( 超額撥備 ) 撥備不足：		
Hong Kong	香港	(48)	(20)
The PRC	中國	167	(330)
Other jurisdictions	其他司法地區	<u>(568)</u>	<u>1,230</u>
		<u>(449)</u>	<u>880</u>
		<u>35,728</u>	<u>18,027</u>
Deferred tax:	遞延稅項：		
Hong Kong	香港	2	(133)
The PRC	中國	(11,421)	5,795
Other jurisdictions	其他司法地區	<u>(176)</u>	<u>4,379</u>
		<u>(11,595)</u>	<u>10,041</u>
		<u>24,133</u>	<u>28,068</u>

Hong Kong Profits Tax is calculated at 16.5% (31 December 2014: 16.5%) of the estimated assessable profit for the year.

香港利得稅乃按是年度之估計應課稅盈利以16.5%(2014年12月31日:16.5%)之稅率計算。

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%.

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%。

#### 4. INCOME TAX EXPENSE (Continued)

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. Since then, the tax rate of Sri Lanka income tax is 12%.

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

#### 5. PROFIT FOR THE YEAR

#### 4. 所得稅支出(續)

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。此後，斯里蘭卡之所得稅稅率為12%。

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。

#### 5. 是年度盈利

		2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	是年度盈利已扣減下列各項：		
Auditors' remuneration	核數師之薪酬	2,908	3,044
Cost of inventories sold (note i)	存貨銷售成本(附註i)	5,845,406	6,176,316
Depreciation of investment properties	投資物業之折舊	4,049	2,198
Depreciation of property, plant and equipment	物業、機器及設備之折舊	190,128	202,084
Employee costs (including directors' emoluments)	僱員成本(包括董事酬金)	988,758	953,404
Loss on disposal/written-off of property, plant and equipment and prepaid lease payments #	出售 註銷物業、機器及設備及預付租賃款項之虧損#	5,161	2,187
Net exchange losses #	匯兌虧損淨值#	-	3,212
Net loss from derivative financial instruments #	衍生金融工具之虧損淨值#	-	23,737
Impairment loss recognised on trade and bills receivables, net #	確認為營業及票據應收款項之減值損失淨值#	25,159	-
Impairment loss recognised on other receivables #	確認為其他應收款項之減值損失#	1,665	-
Release of prepaid lease payments	預付租賃款項轉出	2,610	2,609
Amortisation of other intangible assets	其他無形資產之攤銷	3,246	3,133
and after crediting:	及已計入下列各項：		
Amortisation of deferred income*	遞延收入的攤銷*	1,458	1,458
Interest income*	利息收入*	8,324	17,903
Net rental income from investment properties*	投資物業的租金收入淨值*	9,331	7,762
Net exchange gain #	匯兌收益淨值#	5,441	-
Net gain from derivative financial instruments #	衍生金融工具之收益淨值#	48	-
Impairment loss reversed on trade and bills receivables, net#	營業及票據應收款項之減值損失撥回淨值#	-	2,935
Compensation income for factory demolition*	廠房拆除之賠償收入*	-	8,930
Government grants (note ii)*	政府補貼(附註ii)*	3,739	7,349

\* 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

## 5. 是年度盈利(續)

附註:

- (i) 存貨銷售成本包括1,684,468,000港元(2014年:  
1,619,628,000港元)員工成本、折舊、加工費用、註銷

## 7. EARNINGS PER SHARE (Continued)

## 7. 每股盈利(續)

	2015	2014
	2015年	2014年
<b>Number of shares</b>		
Weighted average number of ordinary shares		
for the purposes of basic earnings		
and diluted earnings per share	<u>1,204,050,522</u>	<u>1,203,046,960</u>

The computation of diluted earnings per share for the years ended 31 December 2015 and 31 December 2014 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 both years.

由於根據香港會計準則第33號「每股盈利」計算之本公司尚未行使購股權之經調整行使價高於股份於兩個年度之平均市價，因此計算截至2015年12月31日止年度及2014年12月31日止年度之每股攤薄盈利時並無假設該等購股權已獲行使。

## 8. 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. Three of the key members left the Group on 7 December 2012, 1 May 2013 and 18 March 2015, the Group is in the process of shifting the life insured quota to other key member(s).

## 8. 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3名主要成員分別於2012年12月7日、2013年5月1日及2015年3月18日辭任，本集團正在將受保人名額轉為其他主要成員。

## 9. INVENTORIES

## 9. 存貨

		At 31 December 2015	At 31 December 2014
		於2015年12月31日	於2014年12月31日
		HK\$'000 千港元	HK\$'000 千港元
Spare parts	備件	44,370	63,935
Raw materials	原料	603,230	531,633
Work-in-progress	半製品	417,943	336,041
Finished goods	製成品	344,787	370,288
		<u>1,410,330</u>	<u>1,301,897</u>

## 10. TRADE AND BILLS RECEIVABLES

## 10. 營業及票據應收款項

		At 31 December 2015	At 31 December 2014
		於2015年12月31日	於2014年12月31日
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables	營業應收款項	1,061,359	1,169,921
Bills receivables	票據應收款項	295,506	238,978
Less: allowance for doubtful debts	減：呆賬撥備	(43,332)	(21,386)
		<u>1,313,533</u>	<u>1,387,513</u>

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 payment due dates net of allowance for doubtful debts:

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付款到期日(經扣除呆賬撥備)的賬齡分析如下：

		At 31 December 2015	At 31 December 2014
		於2015年12月31日	於2014年12月31日
		HK\$'000 千港元	HK\$'000 千港元
Not yet due	未到期	834,044	873,404
Overdue 1-30 days	逾期1-30天	285,435	239,743
Overdue 31-60 days	逾期31-60天	86,352	130,519
Overdue >60 days	逾期超過60天	107,702	143,847
		<u>1,313,533</u>	<u>1,387,513</u>

## 11. TRADE AND BILLS PAYABLES

## 11. 營業及票據應付款項

		At 31 December 2015 於2015年12月31日 HK\$'000 千港元	At 31 December 2014 於2014年12月31日 HK\$'000 千港元
Trade payables	營業應付款項	561,234	482,710
Bills payables	票據應付款項	290,243	318,686
		<u>851,477</u>	<u>801,396</u>

The following is an ageing analysis of trade payables based on the payment due dates:

營業應付款項按付款到期日的賬齡分析如下：

		At 31 December 2015 於2015年12月31日 HK\$'000 千港元	At 31 December 2014 於2014年12月31日 HK\$'000 千港元
Not yet due	未到期	490,001	394,750
Overdue 1-30 days	逾期1-30天	48,131	41,069
Overdue 31-60 days	逾期31-60天	8,473	21,784
Overdue >60 days	逾期超過60天	14,629	25,107
		<u>561,234</u>	<u>482,710</u>

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

於報告期終，本集團之所有票據應付款項均未到期。

As at 31 December 2015, bills payables of HK\$22,682,000 (31 December 2014: Nil) were secured by the Group's restricted bank deposits of HK\$7,043,000 (31 December 2014: Nil).

於2015年12月31日，票據應付款項22,682,000港元(2014年12月31日：零)乃由本集團為數7,043,000港元(2014年12月31日：零)之受限制銀行存款作為抵押。

The average credit period on purchase of goods ranges from 30 days to 120 days. The Group has financial risk management policies in place to ensure that payables are within the credit time frame.

購貨的平均信貸期為30天至120天。本集團已設有財務風險管理政策，以確保應付賬款均處於信貸期限內。

## 12. SHARE CAPITAL

## 12. 股本

		At 31 December 2015		At 31 December 2014	
		於2015年12月31日		於2014年12月31日	
		<i>No. of shares</i>	<i>HK\$'000</i>	<i>No. of shares</i>	<i>HK\$'000</i>
		股份數目	千港元	股份數目	千港元
<b>Authorised:</b>	法定股本：				
At beginning of the year	於是年度開始時	-	-	1,400,000,000	280,000
The concept of authorised share capital was abolished on 3 March 2014 ( <i>Note</i> )	已於2014年3月3日廢除之法定股本的概念(附註)	-	-	(1,400,000,000)	(280,000)
At the end of the year	於是年度終結時	-	-	-	-

		At 31 December 2015		At 31 December 2014	
		於2015年12月31日		於2014年12月31日	
		<i>No. of shares</i>	<i>HK\$'000</i>	<i>No. of shares</i>	<i>HK\$'000</i>
		股份數目	千港元	股份數目	千港元
<b>Issued and fully paid:</b>	已發行及繳足股本：				
At beginning of the year	於是年度開始時	1,203,046,960	862,211	1,203,046,960	240,609
Exercise of share options	行使購股權	1,980,000	3,505	-	-
Transfer from share premium and capital redemption reserve upon abolition of nominal value under the new Hong Kong Companies Ordinance effective on 3 March 2014 ( <i>Note</i> )	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(附註)	-	-	-	621,602
At the end of the year	於是年度終結時	1,205,026,960	865,716	1,203,046,960	862,211

*Note:* The Hong Kong Companies Ordinance, Cap. 622 (the Ordinance) came into effect on 3 March 2014. Under s.135 of the Ordinance, shares in a company do not have a nominal value. Accordingly, the concept of authorised share capital is abolished. The no nominal value regime applies to the Company. Following the transitional provisions in the Ordinance, any amount standing to the credit of the share premium account and capital redemption reserve at the beginning of 3 March 2014 became part of the Company's share capital.

The use of share capital from 3 March 2014 is governed by s.149 of the Ordinance. However, the application of the amount transferred from share premium account at the beginning of 3 March 2014 is governed by the transitional provision in s.38 of Schedule 11 to the Ordinance.

*附註：* 第622章香港公司條例( 條例 )於2014年3月3日生效。根據條例第135條，一間公司之股份並無面值。因此，法定股本的概念被廢除。無面值制度適用於本公司。根據條例之過渡性條文，股份溢價賬及資本贖回儲備之任何進賬額自2014年3月3日起成為本公司股本之一部份。

自2014年3月3日起，動用股本受條例第149條規管。然而，自2014年3月3日起，動用自股份溢價賬轉入之款項受條例附表11第38條之過渡性條文規管。

## BUSINESS REVIEW

### Overview

In 2015, the global economy, particularly in the second half year, continued to be volatile and unstable. The US economy was expanding at a moderate pace. The unemployment rate dropped to the lowest level since the 2008 financial crisis. However, US customers were still concerning about uncertainty on the economic front following the withdrawal of the quantitative easing policy and the rise in interest rates which provided some positive sentiments to the world economy. While in the Euro zone, the economy as a whole was moderate. The sovereign debt crisis and influx of refugees will continue to affect financial markets as Europe faces long term predicaments in its economic development. China's economic growth will continue to decelerate as annual gross domestic product (GDP) last year grew by only 6.9%, which were the weakest growth since 1990 and the first time in 25 years that it has fallen below 7%. The further slowing down of Mainland China's macroeconomic growth intensified competition. In addition, further depreciation on Renminbi currency led to downward declines in the domestic demand and economy. Despite the uncertain global economy, decline in overall demand and other risks such as deflation, Fountain Set (Holdings) Limited continued to uphold its prudent and pragmatic approach to deal with the ever-changing market conditions and prepare for the challenges. The Group maintained steady growth in the net profit and other financial performance despite the sales reduced by 3.5% during this financial year, mainly attributable to its focus on operation and management improvements including continuous business development on quality customers, consolidate customer groups, cost reduction and control initiatives to boost operating profitability.

During the year under review, the Group's fabric production volume remained flat compared with that of last year, however, 24 TDK - .cott23

## 業務回顧

### 概述

2015年,尤其是下半年的全球經濟局勢持續動盪不穩。美國經濟持續以溫和步伐擴張,失業率降至自2008年金融危機以來的最低水平。然而,美國客戶對退出量化寬鬆政策及加息對全球經濟帶來若干正面影響過後的經濟方面的不明朗性仍表示擔憂。歐元區的整體經濟保持溫和增長。鑒於歐洲面臨長期的經濟困境,主權債務危機及難民潮料會持續影響金融市場。中國經濟增長持續減速,去年國內生產總值僅增長6.9%,創下自1990年以來的最低增長幅度,也是25年以來首次跌破7%。中國內地宏觀經濟增長進一步放緩加劇競爭。此外,人民幣進一步貶值導致國內需求及經濟呈下行趨勢。儘管全球經濟不明朗,整體需求減少及面臨通縮等其他風險,福田實業(集團)有限公司繼續秉承審慎務實原則,為應對瞬息萬變的市場環境及挑戰作好準備。儘管集團於本財政年度的銷售減少3.5%,但純利及其他財務表現仍然維持平穩增長,這主要由於集團在經營和管理方面作出針對性措施,包括繼續實行拓展優質客戶、整合客戶群、降低成本及控制費用等一系列舉措,值以提升經營效益。

回顧年內,集團的布料產量與去年持平,然而,棉花價格持續下跌,故布料的平均售價降低。因此,集團於截至2015年12月31日止年度的營業額減少3.5%至約6,653,100,000港元(2014年:約6,891,100,000港元)。

儘管營業額略低於上一年度,集團截至2015年12月31日止年度的毛利顯著增至約807,600,000港元(2014年:約714,800,000港元)。帶動盈利率上升的因素包括去年能源價格處於歷史低位、原料價格低企穩定、收緊對原料採購的管理及更好地控制生產成本。毛利率相應增至12.1%(2014年:10.4%)。

## Total Production Management

During the first half of 2015, Total Production Management (“TPM”) was launched in the fabric production facilities with the aims to enhance production efficiency as well as to reduce operational costs through increase in the maintenance awareness on the production equipment among all production staff and to encourage staff to initiate operational improvement. As a result, staff moral and positive momentums have been advocated in all production facilities and meaningful costs saving efforts were generated in the second half of the financial year. At the same time, the Group has successfully kicked off a series of production training to all production staff in the fabric mills, to refresh and reinforce staff with updated knowledge on production operation, technical craftsmanship as well as management skills. Enormous positive feedbacks have been received from the staff.

## Production Facilities Replacement

During the year under review, the Group has replaced numerous relatively less updated and less efficient production facilities in our fabric mills including fabric dyeing machines, fabric finishing machines and fabric printing machines with new and latest models which provide better production efficiency, less wastage and higher energy saving. The Group has also set up a tender committee for standardizing the tender management policy and procedure for purchasing new production machines to ensure the process provides the best interest to the Company as well as our suppliers.

## Customers

The Group is a knitted fabric manufacturer with products mainly marketed in the U.S., Europe and China, which are supplied to end-buyer customers primarily consisting of renowned international brands and retailers. Last year, the Group has successfully started collaboration with several new clients including a popular and quality Japanese brand, a few well-known Chinese casual wear brands as well as some notable North American retail brands which provide high potential going forward.

## 全員生產保全活動

2015年上半年，在面料生產設施推出全員生產保全活動(「生產保全活動」)，旨在透過增強所有生產員工對生產設備的保養意識而提高生產效率及降低營運成本，並鼓勵員工參與營運改進。因此，在所有生產設施均已倡導提振員工士氣及活力，並於財政年度下半年推行富有意義的節省成本措施。同時，集團已成功向面料廠房的全體生產員工提供一系列生產培訓，從而增強及充實員工的生產營運、技術工藝及管理技能方面的最新知識發展，獲得了員工的大量高度評價。

## 生產設施更換

回顧年內，集團已更換面料廠房多個相對較舊及效率較低的生產設施，使用節能增效及降低損耗的最新款面料染色機、面料整理機、面料印花機。集團亦設立招標委員會，以規範購買新生產機器的招標管理辦法及程序，從而確保整個流程為本公司及供應商帶來最佳利益。

## 客戶

作為針織面料生產商，集團的面料產品主要於美國、歐洲及中國等市場售賣，而最終買家大多為國際知名的品牌及零售商。去年，集團成功地開始與一受歡迎及優質之日本品牌、數家國內休閒服品牌及一些北美知名零售品牌合作，未來潛能龐大。

## Production Capacity and Operational Measurement

The Group's production capacity maintained at about 25 million pounds of fabric dyeing per month, which was diversified among four fabric mills in both China and Sri Lanka. The upgrade of equipment has leveraged the advantages of the integrated production and supply chain of knitting, dyeing and printing as well as the feature of rapid response, in addition to higher efficiency and lower energy consumption. In respect of lowering controllable costs, the Group has implemented the following measures: deregistrating inactive or non-profitable companies and business to reduce administrative costs, integrating the garment business to reduce operating costs, focusing on high value-added orders to ensure sufficient orders and greater competitiveness, and further implementing the methods of energy saving and emission reduction to comply with the government requirement on environmental protection and reduce the overall energy consumption of the production mills. These measures have achieved notable results, enabling the Group to allocate funds to other appropriate use. Last but not least, the Group has optimized the work allocation of employees, which helped to improve the management structure and operation procedure. By clearly identifying the work division of each department, the execution ability of the overall management was significantly enhanced.

## Capital Investment

The Group is committed in continuous investing in infrastructure, machinery and information systems according to the operation needs and future development plan. With ten mills and factories within the Group, regular infrastructure maintenance and machinery upgrade are necessary to ensure continuous improvement in operations. The Group plans to continue fine-tuning the enterprise resource planning system SAP during 2016. It is expected that the overall operational efficiency and productivity will be improved as a result of the full implementation of new system.

## Dividend

In view of the financial results and cash flow situation of the Group, the Board has recommended to pay a final dividend of HK4 cents per share for the year ended 31 December 2015 (2014: HK4 cents). The total dividend for the year would be HK4 cents per share as compared with HK4 cents per share for the year ended 31 December 2014. Subject to the approval of Shareholders at the forthcoming annual general meeting to be held on 24 June 2016 (Friday), it is expected that the payment of final dividend will be made on or before 21 July 2016 (Thursday).

## Events After the Reporting Period

The Group did not have any significant events since the end of 2015 and up to the date of this announcement.

## 生產能力及營運措施

集團共經營4個面料廠房，分別設立在中國和斯里蘭卡，總印染產能維持在每月約為2千5百萬磅。集團的廠房使用率因成功優化產能配置而提高；透過設備更新，不單提升效能及降低能源消耗量，更發揮出織造、染色、印花一體化生產供應鏈的優勢和快速反應的特點。在降低可控成本方面，註銷已無營運或虧損的公司和業務，使行政管理成本得以降低；整合成衣業務減少營運成本，集中高附加值訂單，確保訂單充足，及更具競爭力；進一步推行節能減排方案，既可符合政府對於環保的要求，亦減少整體生產廠房的能耗；由於以上措施帶來顯著的成效，令原有成本得以撥作資金投放於其他合適用途上。最後優化僱員的工作配置，既改善管理架構和作業流程，亦使各部門分工更為清晰明確，大大增強整體管理的執行能力。

## 資本投資

集團根據經營需要及未來發展計劃致力於持續投資於基礎設施、機械和資訊系統。集團擁有10家廠房，為確保能持續改進營運，定期維護基礎設施和機械升級是非常有必要的。集團計劃於2016年內繼續優化企業資源的規劃系統SAP，預期整體營運效率和生產力會因全面實施新系統而有所提高。

## 股息

鑒於集團之財務業績及現金流情況，董事會建議就截至2015年12月31日止年度派發每股4港仙末期股息（2014年：4港仙）。本年度總股息為每股4港仙，相對截至2014年12月31日止年度總股息為每股4港仙。待在即將於2016年6月24日（星期五）舉行的股東週年大會上獲股東批准後，末期股息預期於2016年7月21日（星期四）或之前派付。

## 報告期後事項

自2015年底以來及截至本公告日期，本集團並無任何重大事項。

## FINANCIAL REVIEW

The key operating and financial indicators of the Group for the year ended 31 December 2015 are set out below:

## 財務回顧

本集團截至2015年12月31日止年度之主要經營及財務指標呈列如下：

		2015 2015年	2014 2014年
<b>Statement of Profit or Loss Items</b>	<b>損益表項目</b>		
(All amounts in HK\$ thousands unless otherwise stated)	(除特別註明外所有金額均以千港元列示)		
Revenue	營業額	6,653,051	6,891,133
Gross Profit	毛利	807,645	714,817
EBITDA	息稅折舊及攤銷前利潤	350,192	363,665
Profit for the year	是年度盈利	128,074	95,761
Profit attributable to owners of the Company	本公司擁有人應佔盈利	99,860	90,590
Basic earnings per share (HK cents)	每股基本盈利(港仙)	8.3	7.5
<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(%)	12.1%	10.4%
EBITDA margin (%)	息稅折舊及攤銷前利潤率(%)	5.3%	5.3%
<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	2.9%	2.5%
Administrative expenses	行政費用	7.1%	6.4%
Finance costs	融資成本	0.4%	0.5%
<b>Asset efficiency</b>	<b>資產效率</b>		
Inventory turnover period (days)	存貨周轉期(日)	88	77
Trade and bills receivables turnover period (days)	營業及票據應收款項周轉期(日)	72	73
Trade and bills payables turnover period (days)	營業及票據應付款項周轉期(日)	53	47



## Cost of Sales and Gross Profit

For the year ended 31 December 2015, overall cost of sales of the Group

## 銷售成本及毛利

集團截至2015年12月31日止年度之整體銷售成本約為5,845,406,000港元(2014年:6,176,316,000港元),整體毛利率為12.1%(2014年:10.4%)。

## 分銷及銷售費用

集團截至2015年12月31日止年度之整體分銷及銷售費用約為191,745,000港元(2014年:171,917,000港元),佔集團營業額總值的2.9%(2014年:2.5%)。

## 行政費用

集團截至2015年12月31日止年度之整體行政費用約為469,362,000港元(2014年:440,515,000港元),佔集團營業額總值的7.1%(2014年:6.4%)。

## 息稅折舊及攤銷前利潤(EBITDA)

集團截至2015年12月31日止年度之息稅折舊及攤銷前利潤約為350,192,000港元(2014年:363,665,000港元),息稅折舊及攤銷前利潤率為5.3%(2014年:5.3%)。

## 融資成本

集團截至2015年12月31日止年度之融資成本約為26,166,000港元(2014年:34,983,000港元),佔集團營業額總值的0.4%(2014年:0.5%)。

## 資本開支

於回顧年內,集團已投資約118,322,000港元(2014年:129,249,000港元)以增加物業、機器及設備、其他無形資產和預付租賃款項。集團預期下一財政年度的資本開支將約為180,000,000港元。

## Income Tax Expense

For the year ended 31 December 2015, income tax expense of the Group approximately amounted to HK\$24,133,000 (2014: HK\$28,068,000).

## Profit for the year

For the year ended 31 December 2015, profit attributable to owners of the Company was approximately HK\$99,860,000 (2014: HK\$90,590,000) and corresponding profit margin was 1.5% (2014: 1.3%).

## Inventory

The Group's inventory approximately amounted to HK\$1,410,330,000 (2014: HK\$1,301,897,000) as at 31 December 2015. The inventory turnover period was 88 days, an increase of 11 days compared with 77 days in 2014.

## Trade and Bills Receivables

At 31 December 2015, the Group's trade and bills receivables approximately amounted to HK\$1,313,533,000 (2014: HK\$1,387,513,000). Trade and bills receivables turnover period was 72 days, a decrease of 1 day compared with 73 days in 2014.

## Trade and Bills Payables

At 31 December 2015, the Group's trade and bills payables approximately amounted to HK\$851,477,000 (2014: HK\$801,396,000). Trade and bills payables turnover period was 53 days, an increase of 6 days compared with 47 days in 2014.

## 所得稅支出

集團截至2015年12月31日止年度之所得稅支出為約24,133,000港元(2014年: 28,068,000港元)。

## 是年度盈利

集團截至2015年12月31日止年度之本公司擁有人應佔盈利約為99,860,000港元(2014年: 90,590,000港元), 其相關盈利率為1.5%(2014年: 1.3%)。

## 存貨

集團於2015年12月31日之存貨約為1,410,330,000港元(2014年: 1,301,897,000港元)。存貨周轉期為88天, 與2014年77天相比增加11天。

## 營業及票據應收款項

集團於2015年12月31日之營業及票據應收款項約為1,313,533,000港元(2014年: 1,387,513,000港元)。營業及票據應收款項周轉期為72天, 與2014年73天相比減少1天。

## 營業及票據應付款項

集團於2015年12月31日之營業及票據應付款項約為851,477,000港元(2014年: 801,396,000港元)。營業及票據應付款項周轉期為53天, 與2014年47天相比增加6天。

## Liquidity and Financial Resources

At 31 December 2015, the Group's net assets amounted to approximately HK\$3,394,756,000 (2014: 3,325,623,000). The key figures of financial position were as follows:

## 資金流動性及財政資源

於2015年12月31日，集團資產淨值約3,394,756,000港元(2014年：3,325,623,000港元)。財務狀況的主要資料如下：

		At 31 December 2015 於2015年12月31日 HK\$'000 千港元	At 31 December 2014 於2014年12月31日 HK\$'000 千港元
Non-current assets	非流動資產	1,707,950	1,789,197
Current assets	流動資產	<u>3,722,604</u>	<u>3,776,536</u>
Total assets	資產總值	<u>5,430,554</u>	<u>5,565,733</u>
Current liabilities	流動負債	1,809,609	1,957,936
Non-current liabilities	非流動負債	<u>226,189</u>	<u>282,174</u>
Total liabilities	負債總值	<u>2,035,798</u>	<u>2,240,110</u>
Net assets	資產淨值	<u>3,394,756</u>	<u>3,325,623</u>

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.

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長期銀行貸款撥付。

At 31 December 2015, the principal financial covenant figure/ratios (according to the banks' definitions) were as follows:

於2015年12月31日, 主要的財務契約數據 比率 (根據銀行的定義)如下:

		At 31 December 2015 於2015年12月31日	At 31 December 2014 於2014年12月31日
Consolidated tangible net worth	綜合淨有形資產	<b>HK\$3,067,514,000</b>	HK\$2,977,470,000
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>0.2</b>	0.3
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	<b>13.4</b>	10.4
Consolidated current assets to consolidated current liabilities	綜合流動資產對 綜合流動負債比例	<b>2.1</b>	1.9
Consolidated capital expenditure	綜合資本開支	<b>HK\$118,322,000</b>	HK\$129,249,000

As at 31 December 2015 and 2014, the Group had complied with all financial covenant figure/ratios.

於2015及2014年12月31日, 本集團已遵守所有財務契約數據 比率。

## Risk Management

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

## 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。由於中國人民銀行擴闊人民幣雙向波動區間, 再加上強美元趨勢於本年度持續, 集團已停止所有外匯遠期合約, 並通過即期外匯市場兌換人民幣。由於預期人民幣在短線將會大幅波動, 我們會採取謹慎的方法, 適時審視外匯對沖政策以減低其風險。

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。雖然全球的經濟復甦於本年度仍然緩慢，但本集團預期美國於來年仍有加息的可能。本集團將繼續留意市場的利率波動，並將安排合適的金融工具以減低利率上升的風險。

## 僱員及酬金政策

集團於2015年12月31日之全職僱員人數約為

## 企業管治守則

由2015年1月1日起至2015年12月31日止年度(「本年度」),本公司一貫地採納及遵守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14所載之企業管治守則(「企管守則」)之全部適用守則條文,惟下文所披露的偏離情況除外,作為強化本公司企業管治原則之方針。

自2015年1月23日起,本公司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日之公司公告。此會偏離企管守則條文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主席及

## CLOSURE OF REGISTER OF SHAREHOLDERS

In relation to the AGM

The register of members of the Company will be closed from 22 June 2016 (Wednesday) to 24 June 2016 (Friday) inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on 21 June 2016 (Tuesday).

In relation to the proposed final dividend

Conditional on the passing of the resolution approving the declaration of a final dividend by the shareholders at the AGM, the register of members of the Company will be closed from 6 July 2016 (Wednesday) to 8 July 2016 (Friday) inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration, not later than 4:30 p.m. on 5 July 2016 (Tuesday).

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## AUDIT COMMITTEE REVIEW

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 1 Non-Executive Director and 2 Independent Non-Executive Directors of the Company, and 1 of the Independent Non-Executive Directors acts as the Chairman of the Audit Committee. The Audit Committee has reviewed the audited final results and the system of internal control of the Company for the Year.

## 暫停辦理股份過戶登記

就股東週年大會而言

本公司於2016年6月22日(星期三)至2016年6月24日(星期五)(首尾兩天包括在內),暫停辦理股份過戶登記手續。股東如欲出席股東週年大會並於會上投票,須於2016年6月21日(星期二)下午4時30分前,將所有過戶文件連同相關股票,一併送交本公司的股份過戶登記處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓,辦妥過戶登記手續。

就擬派末期股息而言

待股東於股東週年大會上通過批准宣派末期股息之決議案後,本公司將於2016年7月6日(星期三)至2016年7月8日(星期五)(首尾兩天包括在內),暫停辦理股份過戶登記手續。股東如欲收取建議派發之末期股息,須於2016年7月5日(星期二)下午4時30分前,將所有過戶文件連同相關股票,一併送交本公司的股份過戶登記處卓佳秘書商務有限公司,地址為香港皇后大道東183號合和中心22樓,辦妥過戶登記手續。

## 購回、出售或贖回證券

本年度內,本公司及其任何附屬公司並無購買、出售或贖回本公司之上市證券。

## 審核委員會審閱

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本年度之經審核末期業績及內部監控制度。

## RETIREMENT OF DIRECTORS

According to the articles of association of the Company, Mr. Ha Kam On, Victor (“Mr. Ha”), Mr. Chow Wing Kin, Anthony, SBS, JP (“Mr. Chow”), and Mr. Gong Zhengyi (“Mr. Gong”) will retire at the AGM and all of them are eligible for re-election. Mr. Ha has offered himself for re-election at the AGM whereas Mr. Chow and Mr. Gong have decided not to stand for re-election at the AGM as they desire to devote more time to their respective public appointments and Company’s business commitments. The Company will identify suitable candidates to fill up the vacancies arising from Mr. Chow and Mr. Gong’s decisions not to stand for re-election.

## PUBLICATION OF 2015 FINAL RESULTS AND ANNUAL REPORT

This results announcement is published on the websites of the Company

## 董事退任

根據本公司章程細則，夏錦安先生(「夏先生」)、周永健先生，銀紫荊星章，太平紳士(「周先生」)及宮征誼先生(「宮先生」)將於股東大會上輪值告退及均符合資格膺選連任。夏先生願意於股東週年大會上膺選連任，而周先生及宮先生因分別希望能投入更多時間用於公職及公司業務承擔而決定不會於股東週年大會上膺選連任。本公司將物色合適人選以填補周先生及宮先生因決定不膺選連任而引致的空缺。

## 刊發2015年末期業績及年報

本業績公告將於本公司網站([www.fshl.com](http://www.fshl.com))及聯交所網站([www.hkex.com.hk](http://www.hkex.com.hk))刊登。載有上市規則規定的所有資料之2015年年報將會於適當時候寄發予本公司股東，並且分別刊載於本公司及聯交所網站。