

BEST PACIFIC INTERNATIONAL HOLDINGS LIMITED



(Incorporated in the Cayman Islands with limited liability)



Stock Code 02111 : 2111

INTERIM REPORT 2020

BUILT ON
INNOVATION &
TECHNOLOGY



CONTENTS

目錄

Best Pacific International Holdings Limited / Interim Report 2020
超盈國際控股有限公司 / 二零二零年中期報告

Corporate Information 公司資料	2
Management Discussion and Analysis 管理層討論及分析	4
Disclosure of Interests 權益披露	23
Share Option Scheme 購股權計劃	29
Corporate Governance Code and Other Information 企業管治守則及其他資料	30
Report on Review of Condensed Consolidated Financial Statements 簡明綜合財務報表審閱報告	34
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	36
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	38
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	40
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	42
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	43

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lu Yuguang (*Chairman*)
Mr. Zhang Haitao (*Chief Executive Officer*)
Mr. Wu Shaolun
Ms. Zheng Tingting (*Chief Operating Officer*)

Independent non-executive Directors

Mr. Cheung Yat Ming
Mr. Ding Baoshan
Mr. Sai Chun Yu

AUDIT COMMITTEE

Mr. Sai Chun Yu (*Chairman*)
Mr. Cheung Yat Ming
Mr. Ding Baoshan

REMUNERATION COMMITTEE

Mr. Ding Baoshan (*Chairman*)
Mr. Zhang Haitao
Mr. Cheung Yat Ming

NOMINATION COMMITTEE

Mr. Lu Yuguang (*Chairman*)
Mr. Cheung Yat Ming
Mr. Ding Baoshan

AUTHORISED REPRESENTATIVES

Mr. Zhang Haitao
Mr. Chan Yiu Sing

COMPANY SECRETARY

Mr. Chan Yiu Sing

AUDITOR

Deloitte Touche Tohmatsu

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

董事會

執行董事

盧煜光先生 (*主席*)
張海濤先生 (*行政總裁*)
吳少倫先生
鄭婷婷女士 (*首席運營官*)

獨立非執行董事

張一鳴先生
丁寶山先生
余振宇先生

審核委員會

余振宇先生 (*主席*)
張一鳴先生
丁寶山先生

薪酬委員會

丁寶山先生 (*主席*)
張海濤先生
張一鳴先生

提名委員會

盧煜光先生 (*主席*)
張一鳴先生
丁寶山先生

授權代表

張海濤先生
陳耀星先生

公司秘書

陳耀星先生

核數師

德勤 • 關黃陳方會計師行

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖

Corporate Information

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
CTBC Bank Co., Ltd.
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
Taishin International Bank Co., Ltd., Hong Kong Branch
The Bank of East Asia, Limited
United Overseas Bank Limited, Hong Kong Branch

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Xinsha Port Industrial Park
Machong Town
Dongguan City
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

38th Floor
No. 9 Wing Hong Street
Lai Chi Kok
Kowloon
Hong Kong

COMPANY'S WEBSITE

www.bestpacific.com

STOCK CODE

2111

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
中國信託商業銀行股份有限公司
富邦銀行(香港)有限公司
恒生銀行有限公司
台新國際商業銀行股份有限公司香港分行
東亞銀行有限公司
大華銀行有限公司香港分行

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

總部及中國主要營業地點

中國
東莞市
麻涌鎮
新沙港工業園

香港主要營業地點

香港
九龍
荔枝角
永康街9號
38樓

公司網站

www.bestpacific.com

股份代號

2111

Management Discussion and Analysis

管理層討論及分析

The board (the “**Board**”) of directors (the “**Director(s)**”) of Best Pacific International Holdings Limited (the “**Company**” or “**Best Pacific**” or “**we**”) is pleased to present the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2020 (the “**Reporting Period**”).

BUSINESS REVIEW

The first six months of 2020 were extremely challenging for all businesses around the world. In late January 2020, the World Health Organization had declared the 2019 novel coronavirus disease (“**COVID-19**”) epidemic an international public health emergency, and subsequently a global pandemic in March 2020. Coupled with the ongoing political and trade tensions between the People’s Republic of China (the “**PRC**”) and the United States of America (the “**U.S.**”), the mixed uncertainties had caused general businesses to refrain from making investment decisions and individuals to control their spending, posting an unfavourable impact on the global consumer markets and inevitably an adverse impact on our financial performance for the six months ended 30 June 2020.

With the invasion of COVID-19 around the world, most countries, including the PRC, the Socialist Republic of Vietnam (“**Vietnam**”) and the Democratic Socialist Republic of Sri Lanka (“**Sri Lanka**”), had adopted various emergency public health measures. Nevertheless, the rapid global spread of the disease during the first half of 2020 had severely disrupted both economic and social activities in many countries. The implementation of the various health measures to contain the pandemic had affected the Group’s production at different points in time during the first half of 2020.

Apart from the disturbance in production and resumption of normal operation at the manufacturing sector, the retail, trade and tourism sectors had all been hard hit by COVID-19 and the overall unemployment is rising around the world. Certain lingerie and sportswear and apparel retailers had also announced their operations restructuring plan in the first half of 2020. All of these had negatively impacted our overall sales for the first half of 2020.

超盈國際控股有限公司(「**本公司**」或「**超盈國際**」或「**我們**»)董事(「**董事**»)會(「**董事會**»)欣然提呈本公司及其附屬公司(統稱「**本集團**»)截至二零二零年六月三十日止六個月(「**報告期間**»)的未經審核簡明綜合中期業績。

業務回顧

二零二零年首六個月對於全球所有企業而言極具挑戰。於二零二零年一月下旬，世界衛生組織宣佈二零一九年新型冠狀病毒疾病(「**COVID-19**»)疫情為國際關注的突發公共衛生事件，其後於二零二零年三月宣佈其為全球性流行病。加上中華人民共和國(「**中國**»)與美利堅合眾國(「**美國**»)之間持續的政治及貿易緊張局勢，綜合不確定性因素導致一般企業的投資意欲受到壓抑，個別人士控制支出，對全球消費市場產生不利影響，進而對我們截至二零二零年六月三十日止六個月的財務表現產生不利影響。

隨著COVID-19的入侵，包括中國、越南社會主義共和國(「**越南**»)及斯里蘭卡民主社會主義共和國(「**斯里蘭卡**»)在內的大多數國家均採取各種緊急公共衛生措施。此外，疾病於二零二零年上半年間在全球迅速蔓延已嚴重影響許多國家的經濟及社會活動。於二零二零年上半年，為遏制疫情而實施的各種衛生措施已在不同時間點對本集團的生產造成影響。

除製造業的生產及恢復正常營運受到影響外，零售、貿易及旅遊業均因COVID-19受到重創，且全球整體失業率正在上升。若干女性內衣以及運動服裝及服裝零售商亦於二零二零年上半年宣佈業務重組計劃。上述所有事件均對我們二零二零年上半年的整體銷售造成負面影響。

Management Discussion and Analysis

管理層討論及分析

In response to the above-mentioned uncertainties, the Group had considered its functions and areas including human resources, administrative and production efficiencies, and executed various measures effectively in order to save costs during this difficult time.

On the other hand, our farsighted internationalisation plan had given the Group the flexibility in adjusting our operations to cope with the adverse impacts from COVID-19. Sales orders had then been strategically processed at the specific manufacturing sites in the PRC, Vietnam and Sri Lanka. We aimed to cater for the best interests of our customers, which included reduction in production lead time, enhancement of production efficiencies as well as other trade and tariff considerations.

Nevertheless, the general public seems to have started to learn to live with the virus and the retail stores of most lingerie and sportswear and apparel brands had reopened since end of the second quarter of 2020. Recent statistics have indicated signs of economic recovery in the PRC and central governments around the world have been taking a proactive fiscal policy approach to promote economic growth. These all had contributed to the rebound of our sales orders since the end of the second quarter of 2020. In this exceptionally difficult time, the Group had also successfully secured a new syndicated loan amounting to HK\$1.8 billion in June 2020, which had contributed to the financial and risk management of the Group.

FINANCIAL PERFORMANCE

During the Reporting Period, COVID-19 and other uncertainties had resulted in disruptions to industrial, commercial and social activities, thereby reducing consumer spending appetite. The Group recorded a decline in its overall revenue of approximately 12.2% to approximately HK\$1,406.6 million, as compared to approximately HK\$1,602.8 million in the corresponding period of 2019.

為應對上述不確定因素，本集團已審視其職能及領域，包括人力資源、行政及生產效率，並已有效執行各種措施，以於此困難時期節省成本。

另一方面，我們具有遠見的國際化計劃使本集團能夠靈活地調整業務以應對COVID-19帶來的不利影響。我們接著策略性地在中國、越南及斯里蘭卡的特定生產基地處理銷售訂單。我們旨在滿足我們客戶的最佳利益，其中包括考量縮短生產交付期、提升生產效率以及其他貿易及關稅。

儘管如此，公眾開始學習與病毒共存，且自二零二零年第二季度末以來，多數女性內衣及運動服裝以及服裝品牌的零售商店已重新開業。最近的統計數據顯示，中國經濟出現復甦的跡象，世界各國中央政府都在採取積極的財政政策措施以促進經濟增長。上述活動促進我們銷售訂單自二零二零年第二季度末以來有所回升。於此特別艱難的時期，本集團亦於二零二零年六月成功取得一筆18億港元的新銀團貸款，為本集團的財務及風險管理作出貢獻。

財務表現

於報告期間，COVID-19及其他不確定因素導致工商業與社會活動延宕，從而降低了消費者的消費意願。本集團錄得整體收入較二零一九年同期約1,602.8百萬港元減少約12.2%至約1,406.6百萬港元。

Management Discussion and Analysis

管理層討論及分析

During the Reporting Period, our revenue from sales of elastic fabric decreased by approximately 6.9% to approximately HK\$1,064.5 million, and the revenue from sales of elastic webbing and sales of lace decreased by approximately 28.1% and 1.6%, to approximately HK\$299.5 million and HK\$42.6 million, respectively.

The Group's gross profit for the Reporting Period amounted to approximately HK\$341.6 million, representing a decrease of approximately 12.9% as compared to the six months ended 30 June 2019. The Group's gross profit margin decreased slightly by approximately 0.2 percentage point to approximately 24.3%, as compared to the six months ended 30 June 2019. On the other hand, due to the diseconomies of scale, the Group recorded a net profit margin of approximately 5.5% for the Reporting Period, representing a decrease of approximately 2.1 percentage points as compared to the six months ended 30 June 2019.

The profit attributable to owners of the Company amounted to approximately HK\$85.4 million for the Reporting Period, representing a decrease of approximately 29.4% as compared to the six months ended 30 June 2019.

During the Reporting Period, the decrease in orders received from customers had dragged down the overall utilisation of our production capacities as well as the respective economies of scale. Nevertheless, the Group had taken a proactive approach in controlling costs. The lower raw materials purchase cost had also helped ease some pressure on the Group's profitability.

Basic earnings per share was approximately HK8.21 cents for the Reporting Period, representing a decrease of approximately 29.4% from approximately HK11.63 cents for the six months ended 30 June 2019.

於報告期間，我們銷售彈性織物面料的收入減少約6.9%至約1,064.5百萬港元，而彈性織帶及蕾絲的銷售收入分別減少約28.1%及1.6%至約299.5百萬港元及42.6百萬港元。

本集團於報告期間的毛利為約341.6百萬港元，較截至二零一九年六月三十日止六個月減少約12.9%。本集團的毛利率較截至二零一九年六月三十日止六個月些微減少約0.2個百分點至約24.3%。另一方面，由於規模不經濟，本集團於報告期間錄得淨利潤率約5.5%，相比截至二零一九年六月三十日止六個月減少約2.1個百分點。

於報告期間，本公司擁有人應佔溢利為約85.4百萬港元，較截至二零一九年六月三十日止六個月減少約29.4%。

於報告期間，接獲的客戶訂單減少拖累我們整體產能的使用以及各自的規模經濟。然而，本集團已積極採取成本控制措施。較低的原材料購買成本亦減輕本集團盈利能力的壓力。

報告期間的每股基本盈利為約8.21港仙，較截至二零一九年六月三十日止六個月的約11.63港仙減少約29.4%。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue is primarily derived from the sales of its major products, including elastic fabric, lace and elastic webbing.

For the six months ended 30 June 2020, revenue amounted to approximately HK\$1,406.6 million, representing a decrease of approximately HK\$196.2 million, or approximately 12.2%, from approximately HK\$1,602.8 million for the six months ended 30 June 2019. The decrease in overall revenue during the Reporting Period was mainly attributable to the decrease in the volume of products sold, as a result of less orders from customers during the pandemic time of COVID-19.

A comparison of the Group's revenue for the six months ended 30 June 2020 and the six months ended 30 June 2019 by product categories is as follows:

財務回顧

收入

本集團的收入主要源自銷售其主要產品，包括彈性織物面料、蕾絲及彈性織帶。

截至二零二零年六月三十日止六個月，收入為約1,406.6百萬港元，較截至二零一九年六月三十日止六個月約1,602.8百萬港元減少約196.2百萬港元或約12.2%。於報告期間，整體收入減少主要由於COVID-19疫情期間的客戶訂單減少導致產品銷售量減少所致。

本集團截至二零二零年六月三十日止六個月與截至二零一九年六月三十日止六個月之收入按產品類別劃分的比較如下：

		Six months ended 30 June 截至六月三十日止六個月					
		2020 二零二零年		2019 二零一九年		Change 變動	
		Revenue (HK\$'000) 收入 (千港元)	% of Revenue 佔收入的 百分比	Revenue (HK\$'000) 收入 (千港元)	% of Revenue 佔收入的 百分比	(HK\$'000) (千港元)	% 百分比
Elastic fabric	彈性織物面料	1,064,511	75.7	1,142,818	71.3	(78,307)	(6.9)
Elastic webbing	彈性織帶	299,499	21.3	416,705	26.0	(117,206)	(28.1)
Lace	蕾絲	42,641	3.0	43,326	2.7	(685)	(1.6)
Total	總計	1,406,651	100.0	1,602,849	100.0	(196,198)	(12.2)

Management Discussion and Analysis 管理層討論及分析

For the six months ended 30 June 2020, revenue from the sales of elastic fabric amounted to approximately HK\$1,064.5 million, representing a decrease of approximately HK\$78.3 million, or approximately 6.9%, as compared to the six months ended 30 June 2019. Leveraging on the Group's high product quality, strong innovation and research and development capabilities, the Group had successfully entered into certain core programmes with some new partnering brands in the sportswear and apparel segment. Despite the adverse impacts as brought by COVID-19, the Group had recorded a period-on-period growth of approximately 13.6% in sales revenue of sportswear and apparel fabric materials. On the other hand, the Group had recorded a period-on-period decline of approximately 26.7% in sales revenue of lingerie fabric materials, which was mainly due to the general stagnant consumer markets as impacted by COVID-19 and the forced operations restructuring of some key lingerie retailers during the Reporting Period.

Revenue from the sales of elastic webbing amounted to approximately HK\$299.5 million during the Reporting Period, representing a decrease of approximately HK\$117.2 million, or approximately 28.1%, as compared to the six months ended 30 June 2019. The relatively weak lingerie and apparel markets during the Reporting Period has resulted in a decrease in the volume sold, as compared to the corresponding period in 2019.

Revenue from the sales of lace decreased from approximately HK\$43.3 million for the six months ended 30 June 2019 to approximately HK\$42.6 million for the six months ended 30 June 2020, representing a slight decrease of approximately 1.6%. Despite the negative impact from COVID-19, the Group has achieved an encouraging result in its lace segment by further penetrating the market and winning new orders from both existing and new customers.

Cost of sales

The Group's cost of sales mainly comprises cost of raw materials, manufacturing overheads, and direct labour costs.

截至二零二零年六月三十日止六個月，銷售彈性織物面料的收入為約1,064.5百萬港元，較截至二零一九年六月三十日止六個月減少約78.3百萬港元或約6.9%。憑藉優秀的產品質量、強大的創新及研發能力，本集團已成功與一些新的合作品牌訂立若干運動服裝及服裝分部的核心計劃。儘管COVID-19帶來不利影響，本集團錄得運動服裝及服裝面料物料的銷售收入同比增長約13.6%。另一方面，本集團於報告期間錄得女性內衣面料物料銷售收入同比下降約26.7%，主要是由於受COVID-19影響導致消費市場普遍停滯及部分主要女性內衣零售商被迫進行業務重組。

於報告期間，銷售彈性織帶的收入為約299.5百萬港元，較截至二零一九年六月三十日止六個月減少約117.2百萬港元或約28.1%。於報告期間，相對疲弱的女性內衣及服裝市場的銷售量與二零一九年同期相比有所降低。

銷售蕾絲的收入由截至二零一九年六月三十日止六個月約43.3百萬港元減少至截至二零二零年六月三十日止六個月約42.6百萬港元，些微下降約1.6%。儘管受COVID-19的負面影響，本集團的蕾絲分部通過現有客戶及新客戶進一步打入市場及贏得新訂單，達到令人鼓舞的成果。

銷售成本

本集團的銷售成本主要包括原材料成本、生產開支及直接人工成本。

Management Discussion and Analysis

管理層討論及分析

Cost of sales – by nature of expenses

銷售成本 – 按開支性質劃分

		Six months ended 30 June 截至六月三十日止六個月					
		2020 二零二零年		2019 二零一九年		Change 變動	
		(HK\$'000) (千港元)	% 百分比	(HK\$'000) (千港元)	% 百分比	(HK\$'000) (千港元)	% 百分比
Raw materials	原材料	522,780	49.1	635,472	52.5	(112,692)	(17.7)
Manufacturing overheads	生產開支	412,249	38.7	446,804	36.9	(34,555)	(7.7)
Direct labour	直接人工	120,789	11.3	119,158	9.8	1,631	1.4
Others	其他	9,226	0.9	9,421	0.8	(195)	(2.1)
Total	總計	1,065,044	100.0	1,210,855	100.0	(145,811)	(12.0)

The Group's cost of sales for the six months ended 30 June 2020 amounted to approximately HK\$1,065.0 million, representing a decrease of approximately HK\$145.8 million or 12.0%, as compared to the six months ended 30 June 2019. The decrease in the cost of sales was primarily due to (i) the decrease in overall sales volume and (ii) the decrease in major raw materials purchase cost as a result of the drop in crude oil price during the Reporting Period.

As a response to the pandemic, the Group had adopted various cost-saving measures so as to curb with the adverse impact brought by COVID-19. However, the continuous expansion of the Group in recent few years had added burden on various manufacturing costs and the overall capacity was underutilised due to the decline in consumer demands during the Reporting Period.

本集團截至二零二零年六月三十日止六個月的銷售成本為約1,065.0百萬港元，較截至二零一九年六月三十日止六個月減少約145.8百萬港元或12.0%。銷售成本減少主要是由於(i)整體銷量減少及(ii)於報告期間原油價格下降致使主要原材料購買成本減少。

為了應對疫情，本集團採取各種節省成本的措施，以遏制COVID-19帶來的不利影響。然而，本集團於最近幾年的持續擴張使製造成本增加許多負擔，並且由於報告期間消費者需求下降，導致整體產能利用率不足。

Management Discussion and Analysis

管理層討論及分析

Cost of sales – by product category

銷售成本 – 按產品類別劃分

Six months ended 30 June

截至六月三十日止六個月

		2020		2019		Change	
		二零二零年		二零一九年		變動	
		(HK\$'000)	%	(HK\$'000)	%	(HK\$'000)	%
		(千港元)	百分比	(千港元)	百分比	(千港元)	百分比
Elastic fabric	彈性織物面料	826,254	77.6	897,478	74.1	(71,224)	(7.9)
Elastic webbing	彈性織帶	214,018	20.1	291,021	24.0	(77,003)	(26.5)
Lace	蕾絲	24,772	2.3	22,356	1.9	2,416	10.8
Total	總計	1,065,044	100.0	1,210,855	100.0	(145,811)	(12.0)

As a result of the increased revenue contribution from the elastic fabric business segment, the percentage of cost of sales of elastic fabric business segment over the total cost of sales of the Group continued to rise during the Reporting Period.

由於彈性織物面料業務分部貢獻的收入增加，彈性織物面料業務分部的銷售成本佔本集團整體銷售成本的百分比於報告期間持續攀升。

Gross profit, gross profit margin and net profit margin

毛利、毛利率及淨利潤率

Six months ended 30 June

截至六月三十日止六個月

		2020		2019	
		二零二零年		二零一九年	
		Gross profit		Gross profit	
		Gross profit	margin	Gross profit	margin
		(HK\$'000)	%	(HK\$'000)	%
		(千港元)	百分比	(千港元)	百分比
Elastic fabric	彈性織物面料	238,257	22.4	245,340	21.5
Elastic webbing	彈性織帶	85,481	28.5	125,684	30.2
Lace	蕾絲	17,869	41.9	20,970	48.4
		341,607	24.3	391,994	24.5

Management Discussion and Analysis 管理層討論及分析

The overall gross profit decreased from approximately HK\$392.0 million for the six months ended 30 June 2019 to approximately HK\$341.6 million for the six months ended 30 June 2020. Despite the disruptions brought by COVID-19, the Group had maintained an overall stable gross profit margin. In particular, the gross profit margin of elastic fabric business for the Reporting Period had increased by approximately 0.9 percentage point to approximately 22.4%, as compared to the six months ended 30 June 2019.

Net profit for the six months ended 30 June 2020 of the Group amounted to approximately HK\$77.2 million, representing a decrease of approximately 36.3% as compared to approximately HK\$121.2 million for the six months ended 30 June 2019. The Group recorded a reduced net profit margin of approximately 5.5% for the six months ended 30 June 2020 as compared to approximately 7.6% for the six months ended 30 June 2019. The overall decrease in the volume of products sold, the rising operating expenses and the ramping up of our overseas production plants have dragged the overall profitability of the Group to a certain extent.

本集團整體毛利由截至二零一九年六月三十日止六個月約392.0百萬港元減少至截至二零二零年六月三十日止六個月約341.6百萬港元。儘管COVID-19帶來干擾，本集團仍維持整體穩定的毛利率。尤其，報告期間彈性織物面料業務的毛利率較截至二零一九年六月三十日止六個月增加約0.9個百分點至約22.4%。

本集團截至二零二零年六月三十日止六個月的淨利潤為約77.2百萬港元，較截至二零一九年六月三十日止六個月約121.2百萬港元下降約36.3%。於截至二零二零年六月三十日止六個月本集團錄得淨利潤率減少至約5.5%，於截至二零一九年六月三十日止六個月則為約7.6%。產品銷售量整體下降、海外生產廠房的經營開支上升及擴建，在一定程度上影響了本集團的整體盈利能力。

Management Discussion and Analysis

管理層討論及分析

Other income

The Group's other income mainly consisted of bank interest income, net proceeds from sales of scrap materials, government grants and others. The following table sets forth the breakdown of the Group's other income for the periods indicated:

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 (HK\$'000) (千港元)	2019 二零一九年 (HK\$'000) (千港元)
Bank interest income	銀行利息收入	4,055	2,881
Net proceeds from sales of scrap materials	銷售廢料所得款項淨額	2,936	4,113
Government grants	政府補助	2,886	1,276
Others	其他	3,288	4,138
Total	總計	13,165	12,408

The increase in other income by approximately 6.1%, from approximately HK\$12.4 million for the six months ended 30 June 2019 to approximately HK\$13.2 million for the six months ended 30 June 2020, was mainly driven by the increase in bank interest income and government grants received during the Reporting Period.

Other gains and losses

Other gains and losses mainly consisted of net foreign exchange (loss) gain, customer claims, gain from change in fair value of a derivative financial instrument and others. The following table sets forth the breakdown of the Group's other gains and losses for the periods indicated:

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 (HK\$'000) (千港元)	2019 二零一九年 (HK\$'000) (千港元)
Net foreign exchange (loss) gain	匯兌(虧損)收益淨額	(1,032)	5,191
Customer claims	客戶索償	(311)	(1,767)
Gain from change in fair value of a derivative financial instrument	衍生金融工具公平值變動收益	-	1,180
Others	其他	727	(460)
Total	總計	(616)	4,144

其他收入

本集團的其他收入主要包括銀行利息收入、銷售廢料所得款項淨額、政府補助及其他。下表載列本集團於所示期間的其他收入明細：

其他收入由截至二零一九年六月三十日止六個月的約12.4百萬港元增加約6.1%至截至二零二零年六月三十日止六個月的約13.2百萬港元，主要是由於報告期間的銀行利息收入及所獲政府補助增加所致。

其他收益及虧損

其他收益及虧損主要包括外匯(虧損)收益淨額、客戶索償、衍生金融工具的公平值變動收益及其他。下表載列本集團於所示期間的其他收益及虧損明細：

Management Discussion and Analysis

管理層討論及分析

Net remeasurement of credit loss allowance for trade receivables

Net remeasurement of credit loss allowance for trade receivables represented the result of impairment assessment under expected credit loss model on trade receivables. For the six months ended 30 June 2020, the net remeasurement of credit loss allowance for trade receivables amounted to approximately HK\$12.9 million, representing an increase of approximately HK\$9.2 million from approximately HK\$3.7 million for the six months ended 30 June 2019. Such increase was mainly the results of the delay in settlement of payments by our customers as caused by their deteriorating financial position during the outbreak of COVID-19.

Selling and distribution expenses

Selling and distribution expenses primarily consisted of employee benefit expenses, transportation, marketing and promotional expenses and other selling and distribution expenses. For the six months ended 30 June 2019 and 2020, the Group's selling and distribution expenses represented approximately 5.0% and 4.9% of its total revenue, respectively.

Administrative expenses

Administrative expenses primarily consisted of employee benefit expenses, depreciation, motor vehicle expenses, bank charges and other administrative expenses. For the six months ended 30 June 2019 and 2020, the Group's administrative expenses represented approximately 6.4% and 7.7% of its total revenue, respectively. The increase in ratio of administrative expenses against total revenue was mainly due to the diseconomies of scale during the Reporting Period.

Research and development costs

The Group is dedicated to catering to the changing market preferences by introducing innovative lingerie, sportswear and apparel materials. For the six months ended 30 June 2019 and 2020, our research and development costs represented approximately 3.1% and 2.5% of the revenue of the Group, respectively. The decrease in research and development costs was mainly due to the integration of research and development projects and other new cost-saving measures launched during the Reporting Period.

貿易應收款項信貸虧損撥備重新計量淨額

貿易應收款項信貸虧損撥備重新計量淨額乃指貿易應收款項預期信貸虧損模式項下的減值評估結果。截至二零二零年六月三十日止六個月，貿易應收款項信貸虧損撥備重新計量淨額為12.9百萬港元，較截至二零一九年六月三十日止六個月的約3.7百萬港元增加約9.2百萬港元。該增加乃主要由於我們的客戶於COVID-19爆發期間財務狀況惡化因此延遲向我們支付款項所致。

銷售及分銷開支

銷售及分銷開支主要包括僱員福利開支、運輸、市場推廣及宣傳開支以及其他銷售及分銷開支。截至二零一九年及二零二零年六月三十日止六個月，本集團的銷售及分銷開支分別佔總收入的約5.0%及4.9%。

行政開支

行政開支主要包括僱員福利開支、折舊、汽車開支、銀行費用及其他行政開支。截至二零一九年及二零二零年六月三十日止六個月，本集團的行政開支分別佔其總收入的約6.4%及7.7%。行政費用佔總收入的比例增加，主要是由於報告期間的規模不經濟。

研發費用

本集團致力於引入創新的女性內衣、運動服裝及服裝物料，藉以迎合不斷變化的市場喜好。截至二零一九年及二零二零年六月三十日止六個月，我們的研發費用分別佔本集團收入的約3.1%及2.5%。研發費用減少主要由於將研發專案與於報告期間推出的其他新的節省成本措施進行整合。

Management Discussion and Analysis

管理層討論及分析

Finance costs

The Group's finance costs mainly represented interest expenses for bank and other borrowings and lease liabilities. The finance costs decreased by approximately 3.8% from approximately HK\$43.2 million for the six months ended 30 June 2019 to approximately HK\$41.6 million for the six months ended 30 June 2020. The decrease in finance costs during the Reporting Period was primarily due to the decrease in overall market interest rate.

Income tax expense

Under the two-tiered profits tax rates regime passed by the Hong Kong Legislative Council in March 2018, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to any year of assessment commencing on or after 1 April 2018.

Accordingly, starting from the financial year ended 31 December 2018, the Hong Kong Profits Tax for the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% during the six months ended 30 June 2019 and 2020, unless there is any preferential tax treatment applicable.

融資成本

本集團的融資成本主要指銀行及其他借款及租賃負債的利息開支。融資成本由截至二零一九年六月三十日止六個月約43.2百萬港元減少約3.8%至截至二零二零年六月三十日止六個月約41.6百萬港元。報告期間的融資成本減少乃主要由於市場利率整體減少。

所得稅開支

根據香港立法會於二零一八年三月通過之該利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。利得稅兩級制適用於自二零一八年四月一日或之後起計的任何評估年度。

因此，自截至二零一八年十二月三十一日止財政年度起，合資格集團實體之香港利得稅按首2百萬港元之估計應課稅溢利的8.25%及超過2百萬港元之估計應課稅溢利的16.5%計算。

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，除非有任何適用優惠稅率待遇，否則中國公司於截至二零一九年及二零二零年六月三十日止六個月的稅率為25%。

Management Discussion and Analysis 管理層討論及分析

The Company's subsidiaries, Dongguan Best Pacific Textile Company Limited (“**Dongguan BPT**”) and Dongguan New Horizon Elastic Fabric Company Limited (“**Dongguan NHE**”), obtained the qualification as high and new technology enterprises since 2010 and 2016, respectively, which had been renewed for an additional three years from the financial year ended 31 December 2019. Hence, Dongguan BPT and Dongguan NHE are subject to the preferential tax treatment and the applicable tax rate for the six months ended 30 June 2019 and 2020 has been 15%.

Withholding tax on dividends is calculated at 5% of the dividend received from the subsidiaries estimated in the PRC during the year.

Pursuant to the relevant Vietnam Enterprises Income Tax rules and regulations, the applicable tax rate for the subsidiary operating in Vietnam is 20%. The subsidiary in Vietnam is eligible for tax holiday for two financial years since the first financial year of taxable profit and tax concession at a tax rate of 10% for the following four financial years. With the new incentive in place during the year ended 31 December 2018 and by fulfilling certain stated requirements as set by the Ministry of Industry and Trade, the subsidiary in Vietnam is eligible for tax holiday for four financial years since 2018, tax concession at a tax rate of 5% for the following nine financial years and tax concession at a tax rate of 10% for the next following two financial years.

本公司的附屬公司東莞超盈紡織有限公司（「**東莞超盈**」）及東莞潤信彈性織物有限公司（「**東莞潤信**」）分別自二零一零年及二零一六年起獲得高新技術企業資格，已申請自截至二零一九年十二月三十一日止財政年度起有效期額外延長三年。因此，東莞超盈及東莞潤信享有優惠稅率待遇，於截至二零一九年及二零二零年六月三十日止六個月的適用稅率為15%。

股息的預扣稅乃按年內自於中國設立的附屬公司收取之股息的5%計算。

根據相關越南企業所得稅規則及規例，於越南營運之附屬公司的適用稅率為20%。越南附屬公司於首個錄得應課稅溢利的財政年度起合資格享有兩個財政年度的稅項豁免，及於其後四個財政年度享有稅率10%的稅務優惠。於截至二零一八年十二月三十一日止年度獲授新的激勵並滿足若干自工貿部的規定要求後，越南附屬公司自二零一八年起合資格享有四個財政年度的稅項豁免，及於其後九個財政年度享有稅率5%的稅務優惠，以及於接下來的兩個財政年度享有稅率10%的稅務優惠。

Management Discussion and Analysis

管理層討論及分析

Pursuant to the Inland Revenue Act, No. 24 of 2017 in Sri Lanka, the applicable tax rate for the subsidiaries operating in Sri Lanka is 28%. By fulfilling certain export requirements as set by the Board of Investment of Sri Lanka, the subsidiaries of the Group in Sri Lanka have enjoyed a preferential tax rate of 14% for the six months ended 30 June 2019 and 2020. In addition, one of these subsidiaries is currently eligible for tax holiday till the year ending 31 December 2024.

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

The effective tax rate was approximately 11.3% and 6.7% for the six months ended 30 June 2020 and 2019, respectively. The increase in the effective tax rate was mainly due to the over provision in the PRC Enterprise Income Tax in prior years being reversed in the six months ended 30 June 2019 and that our operations in Sri Lanka recorded loss in the Reporting Period due to the local government's lockdown policy to prevent further spreading of COVID-19 from March to May 2020.

Liquidity, financial resources and bank borrowings

As at 30 June 2020, net working capital (calculated as current assets less current liabilities) was approximately HK\$276.4 million, representing an increase of approximately HK\$269.4 million as compared to approximately HK\$7.0 million as at 31 December 2019. The current ratio (calculated as current assets/current liabilities) is 1.1 times as at 30 June 2020, as compared to 1.0 time as at 31 December 2019.

For the six months ended 30 June 2020, net cash generated from operating activities was approximately HK\$287.4 million, as compared to approximately HK\$177.9 million for the six months ended 30 June 2019, which was mainly due to better working capital management, as well as the new cost-saving measures launched and the results achieved.

Net cash used in investing activities amounted to approximately HK\$13.5 million for the six months ended 30 June 2020, as compared to approximately HK\$199.7 million for the six months ended 30 June 2019. The decrease in net cash used in investing activities was mainly due to less investments being spent on purchase of property, plant and equipment for the six months ended 30 June 2020.

根據斯里蘭卡國內稅收法(二零一七年第24號)，於斯里蘭卡營運之附屬公司的適用稅率為28%。本集團於斯里蘭卡的附屬公司藉由滿足斯里蘭卡投資局制定的若干出口要求而於截至二零一九年及二零二零年六月三十日止六個月享有14%的優惠稅率。此外，其中一家附屬公司現享有稅項豁免直至截至二零二四年十二月三十一日止年度為止。

其他司法權區之稅項乃按有關司法權區當時之稅率計算。

截至二零二零年及二零一九年六月三十日止六個月的實際稅率分別約為11.3%及6.7%。實際稅率增加乃主要由於過往年度之中國企業所得稅超額撥備於二零一九年六月三十日止六個月撥回，及當地政府為了防止COVID-19進一步蔓延而於二零二零年三月至五月實施封鎖政策，致使我們的斯里蘭卡業務於報告期間錄得虧損所致。

流動資金、財務資源及銀行借款

於二零二零年六月三十日，營運資金淨額(按流動資產減流動負債計算)為約276.4百萬港元，較二零一九年十二月三十一日之約7.0百萬港元增加約269.4百萬港元。流動比率(按流動資產/流動負債計算)於二零二零年六月三十日為1.1倍，於二零一九年十二月三十一日則為1.0倍。

截至二零二零年六月三十日止六個月，經營活動所得現金淨額為約287.4百萬港元，而截至二零一九年六月三十日止六個月則為約177.9百萬港元，乃主要由於更好的營運資金管理以及新推出節省成本措施及所達到的業績所致。

截至二零二零年六月三十日止六個月，投資活動所用現金淨額為約13.5百萬港元，而截至二零一九年六月三十日止六個月為約199.7百萬港元。投資活動所用現金淨額減少乃主要由於截至二零二零年六月三十日止六個月購買物業、廠房及設備的投資較少所致。

Management Discussion and Analysis

管理層討論及分析

For the six months ended 30 June 2020, net cash used in financing activities amounted to approximately HK\$29.2 million, as compared to net cash from financing activities amounted to approximately HK\$118.6 million for the six months ended 30 June 2019. The cash used in financing activities for the six months ended 30 June 2020 was mainly for the repayment of syndicated loan and bank borrowings.

As at 30 June 2020, the Group's net gearing ratio was approximately 55.0% (as at 31 December 2019: approximately 59.1%), which was calculated on the basis of the amount of net debt position (sum of total bank and other borrowings and bank overdrafts, less bank deposits and bank balances and cash) as a percentage of total equity. The Group was in a net debt position of approximately HK\$1,421.0 million as at 30 June 2020, as compared to approximately HK\$1,546.7 million as at 31 December 2019.

Working capital management

Caused by COVID-19, certain shipments of finished goods were delayed upon customers' request. There was also temporary delay in settlement of payments by some customers whose businesses were adversely impacted by COVID-19. As a result, the trade and bills receivables turnover days was approximately 83.8 days for the six months ended 30 June 2020, as compared to approximately 74.5 days for the year ended 31 December 2019. The inventory turnover days was approximately 168.7 days for the six months ended 30 June 2020, as compared to approximately 127.4 days for the year ended 31 December 2019. On the other hand, the trade and bills payables turnover days remained relatively stable at approximately 81.1 days for the six months ended 30 June 2020, as compared to approximately 81.7 days for the year ended 31 December 2019.

截至二零二零年六月三十日止六個月的融資活動所用現金淨額為約29.2百萬港元，而截至二零一九年六月三十日止六個月的融資活動所得現金淨額為約118.6百萬港元。於截至二零二零年六月三十日止六個月的融資活動所用現金主要為償還銀團貸款及銀行借款。

於二零二零年六月三十日，本集團的淨資產負債比率為約55.0%（於二零一九年十二月三十一日：約59.1%），乃按債務淨額（銀行及其他借款及銀行透支總額減銀行存款及銀行結餘及現金的總和）佔權益總額的百分比基準計算。於二零二零年六月三十日，本集團錄得債務淨額約1,421.0百萬港元，而於二零一九年十二月三十一日則錄得約1,546.7百萬港元。

營運資金管理

受COVID-19影響，若干成品出貨在客戶的要求下延後。同時，我們的客戶於COVID-19爆發期間財務狀況惡化因此延遲向我們支付款項。因此，截至二零二零年六月三十日止六個月，貿易應收款項及應收票據週轉天約83.8天，而截至二零一九年十二月三十一日止年度的則為約74.5天。截至二零二零年六月三十日止六個月，存貨週轉天數約168.7天，而截至二零一九年十二月三十一日止年度的則為約127.4天。另一方面，同期之應付帳款和應付票據週轉天數保持相對穩定，截至二零二零年六月三十日止六個月的約為81.1天，而截至二零一九年十二月三十一日止年度的則為約81.7天。

Management Discussion and Analysis

管理層討論及分析

Capital expenditures

For the six months ended 30 June 2020, total addition to property, plant and equipment amounted to approximately HK\$132.9 million (for the six months ended 30 June 2019: approximately HK\$188.3 million), which was mainly attributed to the addition to construction in progress of approximately HK\$120.4 million (for the six months ended 30 June 2019: approximately HK\$129.2 million) and the investment in machinery of approximately HK\$7.2 million (for the six months ended 30 June 2019: approximately HK\$50.0 million), in order to cope with the Group's overall business expansion.

Pledge of assets

As at 30 June 2020, the Group pledged bank deposits of approximately HK\$26.3 million (as at 31 December 2019: approximately HK\$76.8 million) to secure the bills payables issued by the Group.

Segment information

Details of segment information are set out in Note 4 to the unaudited condensed consolidated financial statements.

資本開支

截至二零二零年六月三十日止六個月，物業、廠房及設備的添置總額為約132.9百萬港元（截至二零一九年六月三十日止六個月：約188.3百萬港元），主要由於新增在建工程約120.4百萬港元（截至二零一九年六月三十日止六個月：約129.2百萬港元）以及機器投資約7.2百萬港元（截至二零一九年六月三十日止六個月：約50.0百萬港元），以應對本集團整體業務擴張。

資產抵押

於二零二零年六月三十日，本集團已抵押銀行存款約26.3百萬港元（於二零一九年十二月三十一日：約76.8百萬港元）作為本集團發出的應付票據的抵押。

分部資料

分部資料的詳情載於未經審核簡明綜合財務報表附註4。

Management Discussion and Analysis

管理層討論及分析

Foreign exchange risk

A substantial portion of the Group's revenue is denominated in US\$ and HK\$ and a portion of its purchases and expenses are denominated in RMB, Vietnam Dong and Sri Lanka Rupee. The Group manages its foreign exchange risk by performing regular reviews and monitoring its foreign exchange exposure. Our finance department monitors our foreign exchange risk on a continuous basis by analysing our domestic and overseas sales orders on hand, expected domestic and overseas orders from customers and estimated foreign currency payments for our purchases and expenses. We intend to manage our foreign exchange risks by (i) managing our sales, purchases and expenses denominated in HK\$ and RMB through our subsidiaries in Hong Kong and the PRC, respectively, managing our sales, purchases and expenses denominated in US\$ through our subsidiaries in Hong Kong, Vietnam and Sri Lanka, and managing our purchases and expenses denominated in Vietnam Dong and Sri Lanka Rupee through our subsidiaries in Vietnam and Sri Lanka, respectively; and (ii) holding cash and bank deposits denominated in HK\$ primarily by the Company and its subsidiaries in Hong Kong, holding cash and bank deposits denominated in US\$ primarily by the Company and its subsidiaries in Hong Kong, Vietnam and Sri Lanka, and holding cash and bank deposits denominated in RMB, Vietnam Dong and Sri Lanka Rupee primarily by our subsidiaries in the PRC, Vietnam and Sri Lanka, respectively.

外匯風險

本集團的收入大部分以美元及港元計值，而我們的一部分採購及開支則以人民幣、越南盾及斯里蘭卡盧比計值。本集團通過定期檢討及監察其外匯風險以管理其外匯風險。我們的財務部門通過分析我們手上來自國內及海外的銷售訂單，以及預期國內及海外客戶的訂單及預期需要以外幣支付的採購及開支款項，持續地監控我們的外匯風險。我們擬通過以下方式管理外匯風險 (i) 分別透過我們的香港及中國附屬公司管理我們以港元及人民幣計值的銷售、採購及開支，透過我們的香港、越南及斯里蘭卡附屬公司管理我們以美元計值的銷售、採購及開支，及分別透過我們的越南及斯里蘭卡附屬公司管理我們以越南盾及斯里蘭卡盧比計值的採購及開支；及(ii) 以港元計值的現金及銀行存款主要由本公司及其香港附屬公司持有、以美元計值的現金及銀行存款主要由本公司及其香港、越南及斯里蘭卡附屬公司持有，及以人民幣、越南盾及斯里蘭卡盧比計值的現金及銀行存款主要分別由我們的中國、越南及斯里蘭卡附屬公司持有。

Management Discussion and Analysis

管理層討論及分析

Contingent liabilities

As at 30 June 2020, the Group did not have any significant contingent liabilities.

Employees and remuneration policies

As at 30 June 2020, the Group employed a total of 6,555 full-time employees (as at 31 December 2019: 7,437). The decrease in the number of employees was mainly due to the outbreak of COVID-19 causing the temporary suspension of the staff recruitment activities of the Group. Subsequently, the Group had resumed normal staff recruitment in June 2020. There has been no significant change in the Group's remuneration policy, and the Group will continue to provide regular training and competitive remuneration packages to its staff. The Group's remuneration packages include salary, bonuses, allowances and retirement benefits based on employee's performance, skills and knowledge. The Group also provides additional benefits to its employees that include subsidised accommodation, meals, accident and medical insurance and share options granted to eligible employees under the share option scheme of the Company from time to time.

或然負債

於二零二零年六月三十日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零二零年六月三十日，本集團僱用總共 6,555 名全職僱員（於二零一九年十二月三十一日：7,437 名）。僱員人數減少主要由於 COVID-19 爆發導致本集團僱員招聘活動暫時停擺。隨後，本集團於二零二零年六月恢復正常的僱員招聘。本集團薪酬政策並無重大變動，而本集團將繼續向其僱員提供定期培訓及具競爭力的薪酬待遇。本集團的薪酬待遇包括薪資、花紅、津貼及退休福利，乃以僱員的表現、技能及知識為基礎。本集團亦不時向其僱員提供額外福利，包括住宿、膳食、意外事故及醫療保險等補貼及根據本公司購股權計劃向合資格僱員授出的購股權。

Management Discussion and Analysis

管理層討論及分析

FUTURE STRATEGIES AND PROSPECTS

2020 is a year full of challenges for most businesses and industries around the world. Looking ahead, COVID-19, geopolitical and trade tensions, and other uncertainties at home and abroad are expected to bring continuous disruption to the industrial and commercial landscapes at least for a period of time, which in turn may suppress consumer spending and corporate investment willingness. In late July 2020, the government of the U.S reported its advance estimate on the gross domestic product (“GDP”) of the U.S., representing a decrease in the annual rate of approximately 32.9% in the second quarter of 2020, following an approximately 5.0% reduction in the first quarter of 2020. The Euro area also recorded a period-on-period decrease in GDP of approximately 3.1% and 15.0% in the first and second quarters of 2020, respectively. The further decreases in GDP in the second quarter in these countries were the reflection of the inevitable damages brought to the economy by the necessary confinement measures pinpointing the COVID-19 pandemic.

Despite the above market-driven factors, Best Pacific believes that our competitive edge in innovation and diverse geographical manufacturing base will help us capture more market share, especially during this challenging market condition. Best Pacific has laid a solid foundation regarding its international expansion in recent years, which included its investment in Vietnam and the joint ventures in Sri Lanka. We have also walked out from our comfort zone in the lingerie materials market and penetrated the sportswear and apparel materials market, which has provided us with the momentum to keep growing and expanding. As at 30 June 2020, the overall designed production capacities of elastic fabric, elastic webbing and lace of the Group were approximately 216.5 million meters, 1,872.5 million meters and 45.0 million meters, respectively. During the Reporting Period, while the sales of all of our other products recorded decline to a certain extent, our revenue from the sales of elastic fabric materials for sportswear and apparel segment still achieved a promising growth of approximately 13.6%. Once again, it has proved that there is still huge potential in the sportswear and apparel materials market and our international setup allows us to seize the market opportunities more timely and effectively.

未來策略及展望

對於全球大多數企業及行業而言，二零二零年充滿挑戰。展望未來，COVID-19、地緣政治和貿易緊張局勢以及國內外其他不明朗因素對工商業佈局造成的持續干擾預計將至少延續一段時間，進而可能抑制消費者花費及企業投資意願。於二零二零年七月下旬，美國政府呈報對美國國內生產總值（「GDP」）的預先估計，GDP於二零二零年第一季度以約5.0%的速度下降之後，於二零二零年第二季度以每年約32.9%的速度下降。歐元區於二零二零年第一季度及第二季度的GDP亦分別同比下降約3.1%及15.0%。該等國家於第二季度的國內生產總值進一步下跌反映出針對COVID-19疫情實施必要限制措施對經濟造成不可避免的損失。

儘管受到上述市場驅動因素的影響，尤其在此充滿挑戰的市場條件下，超盈相信我們在創新及多元地域製造基地的競爭優勢將有助我們獲取更多市場份額。近年來，超盈在國際拓展方面奠定堅實基礎，其中包括在越南的投資以及在斯里蘭卡的合營企業。我們亦走出女性內衣物料市場的舒適圈並打入運動服裝及服裝物料市場，為我們提供繼續增長及擴張的動能。於二零二零年六月三十日，本集團彈性織物面料、彈性織帶及蕾絲的整體設計產能分別為約216.5百萬米、1,872.5百萬米及45.0百萬米。於報告期內，雖然我們所有其他產品的銷售錄得一定程度的下降，但我們運動服裝及服裝分部的彈性織物面料物料銷售的收入仍錄得樂觀的增長約13.6%，再次證明運動服裝及服裝物料市場仍具有莫大潛力，且我們的國際體系使我們能夠更及時且有效地把握市場機遇。

Management Discussion and Analysis 管理層討論及分析

On the other hand, the GDP of the PRC, when compared to the same period last year, decreased by approximately 6.8% in the first quarter of 2020, but then dramatically rebounded by approximately 3.2% in the second quarter of 2020. Such a V-shape rebound was led by the resumption of industrial activities in the second quarter of 2020. Besides, the China Manufacturing Purchasing Managers Index for July 2020 had risen to 51.1, which was the fifth consecutive month being over 50.0, suggesting the improvement trend in the PRC manufacturing business since March 2020. Best Pacific intends to divert incremental resources and seize further business opportunities from the newly established relationships in the PRC market, with an eminent focus on the sportswear and apparel segment, in which the health awareness of the general public has been greatly enhanced.

While the Group continues to be vigilant in containing its overall operating costs and proactively managing its credit risks, the recent weakened U.S. dollar and the relatively weak market sentiment in the textile and apparel markets have made the tasks relatively more difficult.

Despite these ongoing challenges, Best Pacific remains confident in the strength of our customer-centric strategy. Our continual product innovation and proactive approach have helped us further develop in the new market segments. No doubt, the whole textile and garment industry has been experiencing adversity in 2020. The survivors will gain market share from those who fail and quit and we foresee that market consolidation will continue. We believe, with the profound relationships with our valued customers and partners, our diversified deployment in the PRC, Vietnam and Sri Lanka, as well as our core value "Built on Innovation and Technology" in action, Best Pacific will not just overcome the short-term difficulties brought by COVID-19, but also continue to grow our market share sustainably and be able to deliver a satisfactory return to our investors in the long run.

另一方面，與去年同期相比，中國的GDP於二零二零年第一季度下降約6.8%，但隨後於二零二零年第二季度大幅反彈約3.2%。該V形反彈為工業活動於二零二零年第二季度復工所致。此外，二零二零年七月中國製造業採購經理指數已攀升至51.1，連續五個月超過50.0，表明中國製造業自二零二零年三月起呈現好轉趨勢。超盈擬轉移增量資源，並把握在中國市場建立新業務所帶來的更多商業機遇，緊抓中國市場公眾已大幅提升的健康意識，特別專注於運動服裝及服裝分部。

儘管本集團持續保持警惕，控制其總體經營成本並積極管理其信用風險，但近日美元疲軟以及紡織品及服裝市場相對低迷的市場情緒使這項任務相對更加艱鉅。

儘管持續面臨挑戰，超盈仍然對以客戶為中心的戰略實力充滿信心。我們持續的產品創新及積極措施有助我們進一步開拓新市場分部。毫無疑問，二零二零年整個紡織品及服裝業均處於逆境。倖存者將從該等失利及退出的企業中取得市場份額，我們預計市場整合將持續。我們相信，憑藉與尊貴客戶及夥伴的深厚關係、於中國、越南及斯里蘭卡的多元化部署以及「以創新及技術為根基」的核心價值，超盈國際不僅將克服COVID-19引致的短期困難，亦將持續不斷地提高我們的市場份額，並能長期為我們的投資者帶來令人滿意的回報。

Disclosure of Interests 權益披露

DISCLOSURE OF INTERESTS – DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be entered into the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), were set out below:

權益披露 – 董事及主要行政人員 於股份、相關股份及／或債券的 權益及淡倉

於二零二零年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及／或債券（視情況而定）中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例的該等條文而當作或視作彼等擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於本公司存置的登記冊內的權益及淡倉，或根據聯交所證券上市規則（「上市規則」）附錄十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」）須另行知會本公司及聯交所的權益及淡倉如下：

Disclosure of Interests 權益披露

(I) The Company			(I) 本公司		
Name of Director	Long/ short position	Capacity	Number of shares/ underlying shares	Notes	Approximate percentage of shareholding (%) 持股概約百分比 (%)
董事姓名	好/淡倉	身份	股份/相關股份數目	附註	
Mr. Lu Yuguang 盧煜光先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000	1	
	Long position 好倉	Interest held by his controlled corporation 其受控法團持有的權益	637,500,000	2	
			640,500,000		61.59
Mr. Zhang Haitao 張海濤先生	Long position 好倉	Interest held by his spouse 其配偶持有的權益	2,794,000	3	
	Long position 好倉	Interest held by his controlled corporation 其受控法團持有的權益	75,000,000	4	
			77,794,000		7.48
Ms. Zheng Tingting 鄭婷婷女士	Long position 好倉	Beneficial owner 實益擁有人	2,794,000	5	
	Long position 好倉	Interest held by her spouse 其配偶持有的權益	75,000,000	6	
			77,794,000		7.48
Mr. Wu Shaolun 吳少倫先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000	7	
	Long position 好倉	Interest held by his controlled corporation 其受控法團持有的權益	37,500,000	8	
			40,500,000		3.89

Disclosure of Interests

權益披露

Notes:

- These 3,000,000 ordinary shares were issued by the Company to Mr. Lu Yuguang (“**Mr. Lu**”), the Chairman and an executive Director of the Company, upon exercise of his share options granted by the Company on 19 May 2014 pursuant to the pre-IPO share option scheme (the “**Pre-IPO Share Option Scheme**”) of the Company.
- These 637,500,000 ordinary shares were held by Grandview Capital Investment Limited (“**Grandview**”), which was wholly owned by Mr. Lu. Under the SFO, Mr. Lu was deemed to be interested in such shares held by Grandview.
- These shares represented 2,794,000 ordinary shares held by Ms. Zheng Tingting (“**Ms. Zheng**”), the Chief Operating Officer and an executive Director of the Company and the spouse of Mr. Zhang Haitao (“**Mr. Zhang**”), the Chief Executive Officer and an executive Director of the Company. Under the SFO, Mr. Zhang was deemed to be interested in such shares held by Ms. Zheng.
- These 75,000,000 ordinary shares were held by Sunbrilliant Capital Investment Limited (“**Sunbrilliant**”), which was wholly owned by Mr. Zhang. Under the SFO, Mr. Zhang was deemed to be interested in such shares held by Sunbrilliant.
- Among these 2,794,000 ordinary shares, 2,000,000 shares were held by Ms. Zheng upon exercise of her share options granted under the Pre-IPO Share Option Scheme, and 794,000 shares were acquired from the market.
- Ms. Zheng is the spouse of Mr. Zhang. Under the SFO, Ms. Zheng was deemed to be interested in the 75,000,000 ordinary shares held by Sunbrilliant as mentioned in Note 4 above.
- These 3,000,000 ordinary shares were issued by the Company to Mr. Wu Shaolun (“**Mr. Wu**”), an executive Director of the Company, upon exercise of his share options granted under the Pre-IPO Share Option Scheme.
- These 37,500,000 ordinary shares were held by Lakefront Capital Investment Limited (“**Lakefront**”), which was wholly owned by Mr. Wu. Under the SFO, Mr. Wu was deemed to be interested in such shares held by Lakefront.

附註：

- 該3,000,000股普通股乃本公司主席兼執行董事盧煜光先生(「**盧先生**」)行使本公司根據首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)於二零一四年五月十九日授出的購股權時由本公司配發給盧先生。
- 該637,500,000股普通股由Grandview Capital Investment Limited(「**Grandview**」)持有，而該公司由盧先生全資擁有。根據證券及期貨條例，盧先生被視為於Grandview所持有的該等股份中擁有權益。
- 該等股份指本公司首席運營官兼執行董事及本公司行政總裁兼執行董事張海濤先生(「**張先生**」)的配偶鄭婷婷女士(「**鄭女士**」)所持有的2,794,000股普通股。根據證券及期貨條例，張先生被視為於鄭女士所持有的該等股份中擁有權益。
- 該75,000,000股普通股由Sunbrilliant Capital Investment Limited(「**Sunbrilliant**」)持有，而該公司由張先生全資擁有。根據證券及期貨條例，張先生被視為於Sunbrilliant所持有的該等股份中擁有權益。
- 於該2,794,000股普通股中，2,000,000股普通股於鄭女士行使其根據首次公開發售前購股權計劃獲授的購股權後持有，及794,000股股份自市場購買。
- 鄭女士為張先生的配偶。根據證券及期貨條例，鄭女士被視為於上述附註4所提及由Sunbrilliant所持有的75,000,000股普通股中擁有權益。
- 該3,000,000股普通股乃由本公司執行董事吳少倫先生(「**吳先生**」)於行使其根據首次公開發售前購股權計劃獲授購股權時配發。
- 該37,500,000股普通股由Lakefront Capital Investment Limited(「**Lakefront**」)持有，而該公司由吳先生全資擁有。根據證券及期貨條例，吳先生被視為於Lakefront所持有的該等股份中擁有權益。

Disclosure of Interests 權益披露

(II) Associated Corporation (within the meaning of the SFO)

Grandview Capital Investment Limited

Name of Director	Long/short position	Capacity
董事姓名	好/淡倉	身份
Mr. Lu Yuguang 盧煜光先生	Long position 好倉	Beneficial owner 實益擁有人

(II) 相聯法團(定義見證券及期貨條例)

Grandview Capital Investment Limited

Number of shares	Approximate percentage of shareholding (%)
股份數目	持股概約百分比 (%)
10,001	100

Save as disclosed above, as at 30 June 2020, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DISCLOSURE OF INTERESTS – SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2020, so far as was known to the Board, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

除上文所披露者外，於二零二零年六月三十日，本公司董事或主要行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的該等條文而當作或視作彼等擁有的權益或淡倉)，或根據證券及期貨條例第352條須登記於該條所述的登記冊內任何權益或淡倉，或根據標準守則而須另行知會本公司及聯交所的任何權益或淡倉。

權益披露 – 主要股東於本公司股份及相關股份的權益及淡倉

於二零二零年六月三十日，就董事會所知，以下人士/實體(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記入本公司所存置登記冊的權益或淡倉：

Disclosure of Interests 權益披露

Name of substantial shareholder	Long/short position	Capacity	Number of shares/ underlying shares	Notes	Approximate percentage of shareholding (%) 持股概約百分比 (%)
主要股東姓名／名稱	好／淡倉	身份	股份／相關股份數目	附註	(%)
Grandview Capital Investment Limited	Long position 好倉	Beneficial owner 實益擁有人	637,500,000	1	61.30
Sunbrilliant Capital Investment Limited	Long position 好倉	Beneficial owner 實益擁有人	75,000,000	2	7.21
FMR LLC	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	103,200,125	3	9.92
Pandanus Associates Inc.	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	69,082,800	4	6.64
Pandanus Partners L.P.	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	69,082,800	4	6.64
FIL Limited	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	69,082,800	4	6.64

Disclosure of Interests 權益披露

Notes:

1. Grandview was wholly owned by Mr. Lu, the Chairman and an executive Director of the Company, and Mr. Lu was deemed to be interested in the 637,500,000 ordinary shares of the Company held by Grandview pursuant to the SFO. Mr. Lu's interests in shares are disclosed in this interim report in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES".
2. Sunbrilliant was wholly owned by Mr. Zhang, the Chief Executive Officer and an executive Director of the Company, and Mr. Zhang was deemed to be interested in the 75,000,000 ordinary shares of the Company held by Sunbrilliant pursuant to the SFO. Ms. Zheng, the Chief Operating Officer and an executive Director of the Company, is the spouse of Mr. Zhang and was accordingly deemed to be interested in the 75,000,000 ordinary shares which Mr. Zhang was deemed to be interested in for the purposes of the SFO. Mr. Zhang's and Ms. Zheng's interests in shares are disclosed in this interim report in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES".
3. FMR LLC was deemed to be interested in the 103,200,125 ordinary shares of the Company through its 100% controlled corporations and 483A Bay Street Holdings LP, which was owned or controlled as to 18% by Bay Street Holdings LLC.
4. Pandanus Associates Inc. is a general partner of and has 100% control over Pandanus Partners L.P., which owned or controlled 38.1% of the voting rights in FIL Limited. FIL Limited then indirectly owned or controlled 82% of the voting rights in 483A Bay Street Holdings LP. By virtue of Part XV of the SFO, each of Pandanus Associates Inc., Pandanus Partners L.P. and FIL Limited was deemed to be interested in the 69,082,800 ordinary shares of the Company via 483A Bay Street Holdings LP and its 100% controlled corporations.

Save as disclosed above, as at 30 June 2020, the Board was not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. Grandview由本公司主席兼執行董事盧先生全資擁有，而根據證券及期貨條例，盧先生被視為於Grandview所持有的本公司637,500,000股普通股中擁有權益。盧先生於股份的權益乃於本中期報告「權益披露－董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節披露。
2. Sunbrilliant由本公司行政總裁兼執行董事張先生全資擁有，而根據證券及期貨條例，張先生被視為於Sunbrilliant所持本公司75,000,000股普通股中擁有權益。本公司首席運營官兼執行董事鄭女士為張先生的配偶，因而根據證券及期貨條例被視為於張先生被視為擁有權益的75,000,000股普通股中擁有權益。張先生及鄭女士各自於股份中的權益乃於本中期報告「權益披露－董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節披露。
3. FMR LLC通過其100%受控法團及483A Bay Street Holdings LP(由Bay Street Holdings LLC擁有或控制18%股權)而被視為於本公司103,200,125股普通股中擁有權益。
4. Pandanus Associates Inc.為Pandanus Partners L.P.之普通合夥人並控制100%股權，其擁有或控制於FIL Limited的38.1%投票權，而FIL Limited間接擁有或控制於483A Bay Street Holdings LP的82%投票權。根據證券及期貨條例第XV部，Pandanus Associates Inc.、Pandanus Partners L.P.及FIL Limited均被視為通過483A Bay Street Holdings LP及其100%受控法團於本公司69,082,800股普通股中擁有權益。

除上文披露者外，於二零二零年六月三十日，董事會並不知悉任何其他人士／實體(董事及本公司主要行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記入本公司所存置登記冊的權益或淡倉。

Share Option Scheme 購股權計劃

On 8 May 2014, the Company has adopted the share option scheme (the “**Share Option Scheme**”) which is governed by Chapter 17 of the Listing Rules.

The Company has not granted any share option under the Share Option Scheme since its adoption on 8 May 2014.

於二零一四年五月八日，本公司已採納購股權計劃（「**購股權計劃**」），由上市規則第17章規管。

本公司自二零一四年五月八日採納購股權計劃以來並無授出任何購股權。

Corporate Governance Code and Other Information

企業管治守則及其他資料

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board is of the view that throughout the six months period ended 30 June 2020, the Company has complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code contained in Appendix 10 to the Listing Rules as the guidelines for the Directors' dealings in the securities of the Company. Upon specific enquiries made to all the Directors, each of them has confirmed that he/she has complied with the required standards set out in the Model Code for the six months ended 30 June 2020 in relation to his/her securities dealings, if any.

The Company has also adopted a securities dealing code as written guidelines on no less exacting terms than the Model Code for securities transactions by the senior management and relevant employees of the Group who are likely to be in possession of inside information of the Company.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2020.

遵守企業管治守則

董事會認為，於截至二零二零年六月三十日止六個月期間，本公司一直遵守上市規則附錄十四企業管治守則所載守則條文。

遵守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十所載標準守則作為董事買賣本公司證券的指引。經向全體董事作出具體查詢後，每一位董事已確認，就其證券買賣（如有）而言，其於截至二零二零年六月三十日止六個月期間一直遵守標準守則所列明的規定準則。

本公司亦已採納不遜於標準守則的證券交易守則作為本集團高級管理人員及有可能擁有本公司內幕消息的有關僱員進行證券交易的書面指引。

購買、贖回或出售本公司的上市證券

於截至二零二零年六月三十日止六個月，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

Corporate Governance Code and Other Information 企業管治守則及其他資料

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

As disclosed in the Company's announcement dated 15 June 2020, the Company (as guarantor) and its six wholly-owned subsidiaries (as borrowers) entered into a facility agreement with certain banks in Hong Kong for a syndicated loan comprising HK\$1.8 billion equivalent multicurrency term loan and revolving credit facilities, with a maturity of 42 months from the date of first drawdown of the term loan facility. The facility agreement contains specific performance obligations on Mr. Lu, the controlling shareholder of the Company, requiring that he shall at all times:

- (i) maintain, directly or indirectly, at least 30% of the issued share capital of the Company and that such issued share capital shall remain unencumbered;
- (ii) be the single largest shareholder of the Company;
- (iii) be the Chairman of the Board of the Company; and
- (iv) maintain control over the management and business of the borrowers, the Company and the material subsidiaries.

As of the date of this interim report, Mr. Lu is the Chairman of the Board and an executive Director as well as the controlling shareholder of the Company, holding direct and indirect interests in 640,500,000 shares of the Company, representing approximately 61.59% of the issued share capital of the Company as at the date of this report, and is treated as the single largest shareholder of the Company.

Pursuant to the facility agreement, if Mr. Lu breaches any of his specific performance covenants as mentioned above, the borrowers shall prepay the syndicated loan together with the interests and all other amounts accrued in connection therewith in full within 21 days (or such longer period as the borrowers and the agent of the syndicated loan may agree) from the date of the notice delivered by the agent to the borrowers.

根據上市規則第13.21條進行的披露

誠如本公司日期為二零二零年六月十五日的公告所披露，本公司(作為擔保人)及其六間全資附屬公司(作為借方)與香港的若干銀行就銀團貸款(包括18億港元等值多元幣值的定期貸款及循環信貸融資，於定期貸款融資首次提取日期起計42個月到期)訂立一項融資協議。融資協議載有關於本公司控股股東盧先生的特定履約責任，要求其始終：

- (i) 直接或間接持有本公司已發行股本至少30%且該等已發行股本應始終為無抵押；
- (ii) 作為本公司的單一最大股東；
- (iii) 擔任本公司董事會主席；及
- (iv) 維持對借方、本公司及重要附屬公司的管理及業務的控制權。

截至本中期報告日期，盧先生為本公司董事會主席及執行董事以及控股股東，於640,500,000股本公司股份中持有直接及間接權益，約佔於本報告日期本公司已發行股本的約61.59%，被視為本公司的單一最大股東。

根據融資協議，如盧先生違反其任何上述特定履約契諾，借方須於代理向借方發出通告日期起計21日內(或借方與銀團貸款的代理可能協定的有關較長期限)悉數提前歸還銀團貸款及與之有關的累計利息及其他所有金額。

Corporate Governance Code and Other Information 企業管治守則及其他資料

DISCLOSURE PURSUANT TO RULE 13.51B OF THE LISTING RULES

Subsequent to publication of the 2019 annual report of the Company, the Company received notifications regarding the following changes of Directors' information:

Mr. Sai Chun Yu, an independent non-executive Director of the Company

With effect from 29 April 2020, Mr. Sai Chun Yu has been appointed as an independent non-executive director of Pak Wing Group (Holdings) Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8316).

Mr. Cheung Yat Ming, an independent non-executive Director of the Company

With effect from 17 February 2020, Mr. Cheung Yat Ming has resigned of his own accord as the chief executive officer, the executive director, responsible officer and authorised representative of New Century Asset Management Limited ("REIT Manager"), which is the manager of New Century Real Estate Investment Trust, a REIT listed on the Stock Exchange (Stock Code: 1275). Accordingly, Mr. Cheung Yat Ming has also ceased to be the chairman of the finance and investment committee and disclosures committee of the REIT Manager.

With the privatisation and delisting of Springland International Holdings Limited ("Springland"), effective from 2 March 2020, a company previously listed on the Main Board of the Stock Exchange (Stock Code: 1700), Mr. Cheung Yat Ming has resigned as an independent non-executive director of Springland with effect from 9 March 2020.

INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2020 (for the six months ended 30 June 2019: nil).

根據上市規則第13.51B條的須予 披露資料

自刊發本公司二零一九年年報後，本公司收到有關下列董事資料變更之通知：

本公司獨立非執行董事余振宇先生

自二零二零年四月二十九日起，余振宇先生獲委任為柏榮集團(控股)有限公司(聯交所創業板上市公司，股份代號：8316)的獨立非執行董事。

本公司獨立非執行董事張一鳴先生

自二零二零年二月十七日起，張一鳴先生已自願提出辭任開元資產管理有限公司(「產業信託管理人」)的行政總裁、執行董事、負責人員及授權代表，該公司為開元產業投資信託基金(聯交所上市的產業投資基金，股份代號：1275)的經理。因此，張一鳴先生亦不再擔任產業信託管理人融資及投資委員會以及披露委員會的主席。

華地國際控股有限公司(「華地」)(先前於聯交所主板上市的公司，股份代號：1700)私有化及撤銷上市自二零二零年三月二日起生效，張一鳴先生已於二零二零年三月九日辭任華地的獨立非執行董事職務。

中期股息

董事會已議決不就截至二零二零年六月三十日止六個月宣派任何中期股息(截至二零一九年六月三十日止六個月：無)。

Corporate Governance Code and Other Information

企業管治守則及其他資料

REVIEW OF INTERIM RESULTS

The unaudited condensed consolidated results of the Group for the six months ended 30 June 2020 have been reviewed in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants, by Deloitte Touche Tohmatsu, certified public accountants and registered public interest entity auditors in Hong Kong, and the Audit Committee of the Company has no disagreement.

AUDIT COMMITTEE

The Audit Committee of the Company, comprising the three independent non-executive Directors (being Mr. Sai Chun Yu, Mr. Cheung Yat Ming and Mr. Ding Baoshan), has reviewed with the management the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2020 and the internal control procedures of the Group, and discussed the relevant financial reporting matters.

By order of the Board
Lu Yuguang
Chairman

Hong Kong, 27 August 2020

審閱中期業績

本集團截至二零二零年六月三十日止六個月的未經審核簡明綜合業績已由香港執業會計師及註冊公眾利益實體核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱，且本公司審核委員會並無不同意見。

審核委員會

本公司審核委員會（由三名獨立非執行董事余振宇先生、張一鳴先生及丁寶山先生組成）已與管理層共同審閱本集團截至二零二零年六月三十日止六個月的未經審核簡明綜合財務報表及本集團內部控制程序，並已商討相關財務報告事宜。

承董事會命
盧煜光
主席

香港，二零二零年八月二十七日

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

The Deloitte logo is displayed in a large, bold, black font. To its left, there is a decorative graphic consisting of a grid of small, light-colored squares.The Chinese characters "德勤" (Deloitte) are displayed in a large, bold, black font.

TO THE BOARD OF DIRECTORS OF
BEST PACIFIC INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of Best Pacific International Holdings Limited (the “**Company**”) and its subsidiaries set out on pages 36 to 72, which comprise the condensed consolidated statement of financial position as at 30 June 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致超盈國際控股有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

吾等已審閱載於第36至72頁超盈國際控股有限公司(「**貴公司**」)及其附屬公司的簡明綜合財務報表，當中包括於二零二零年六月三十日的簡明綜合財務狀況表及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干解釋附註。香港聯合交易所有限公司證券上市規則規定就中期財務資料編製的報告必須符合當中有關條文以及香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則(「**香港會計準則**」)第34號「中期財務報告」。貴公司董事負責根據香港會計準則第34號編製及呈列此等簡明綜合財務報表。吾等的責任是根據吾等的審閱對此等簡明綜合財務報表作出結論，且吾等的結論僅按照協定委聘條款，為閣下(作為一個整體)報告，及不為其他任何目的。吾等並不就本報告的內容對任何其他人士承擔任何責任或接受任何義務。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

SCOPE OF REVIEW

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

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

27 August 2020

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。審閱此等簡明綜合財務報表包括主要向負責財務及會計事務的人員作出查詢，並應用分析及其他審閱程序。審閱範圍遠小於根據香港審計準則進行審核的範圍，故不能令吾等保證吾等將知悉在審核中可能發現的所有重大事項。因此，吾等不會發表審核意見。

結論

根據吾等的審閱，吾等並無發現任何事項，致使吾等相信簡明綜合財務報表在各重大方面並無根據香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師
香港

二零二零年八月二十七日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 (unaudited) 截至二零二零年六月三十日止六個月 (未經審核)

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	4	1,406,651	1,602,849
Cost of sales		(1,065,044)	(1,210,855)
Gross profit		341,607	391,994
Other income		13,165	12,408
Other gains and losses		(616)	4,144
Net remeasurement of credit loss allowance for trade receivables	10	(12,895)	(3,745)
Selling and distribution expenses		(69,568)	(80,428)
Administrative expenses		(108,754)	(103,178)
Research and development costs		(34,871)	(49,228)
Share of result of a joint venture		508	1,189
Finance costs		(41,551)	(43,212)
Profit before taxation	5	87,025	129,944
Income tax expense	6	(9,844)	(8,753)
Profit for the period		77,181	121,191
Profit (loss) for the period attributable to			
– Owners of the Company		85,406	120,924
– Non-controlling interests		(8,225)	267
		77,181	121,191
Earnings per share			
Basic (HK cents)	8	8.21	11.63
Diluted (HK cents)		N/A 不適用	11.63

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 (unaudited) 截至二零二零年六月三十日止六個月 (未經審核)

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)
Profit for the period	期內溢利	77,181	121,191
Other comprehensive (expense) income	其他全面(開支)收益		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences arising on translation of foreign operations	換算海外業務時產生的匯兌差額	(59,904)	(23,112)
Share of translation reserve of a joint venture	分佔合營企業的換算儲備	541	(89)
Item that will not be reclassified to profit or loss:	其後不會重新分類至損益的項目：		
Fair value gain on investment in a partnership	投資合夥公司的公平值收益	-	984
Other comprehensive expense for the period	期內其他全面開支	(59,363)	(22,217)
Total comprehensive income for the period	期內全面收益總額	17,818	98,974
Total comprehensive income (expense) for the period attributable to	以下各項應佔期內全面收益(開支)總額		
- Owners of the Company	- 本公司擁有人	26,043	98,707
- Non-controlling interests	- 非控股權益	(8,225)	267
		17,818	98,974

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2020 (unaudited) 於二零二零年六月三十日 (未經審核)

		Notes	30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	2,881,126	2,893,902
Right-of-use assets	使用權資產	9	274,824	246,804
Interest in a joint venture	於合營企業的權益		32,457	31,408
Deposits	按金		18,928	87,881
Deferred tax assets	遞延稅項資產		15,216	8,824
			3,222,551	3,268,819
Current assets	流動資產			
Inventories	存貨		908,993	1,065,160
Trade and bills receivables	貿易應收款項及應收票據	10	541,007	754,490
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		61,108	86,777
Tax recoverables	可收回稅項		16,656	17,375
Pledged bank deposits	已抵押銀行存款		26,250	76,823
Short term bank deposits	短期銀行存款		1,261	19,010
Bank balances and cash	銀行結餘及現金		783,171	576,773
			2,338,446	2,596,408
Current liabilities	流動負債			
Trade payables	貿易應付款項	11	212,655	246,337
Bills payables	應付票據	11	103,654	386,546
Other payables and accrued charges	其他應付款項及應計費用		218,294	237,261
Dividend payables	應付股息		60,309	–
Lease liabilities	租賃負債		14,245	10,474
Contract liabilities	合約負債		25,904	40,964
Bank borrowings	銀行借款	12	1,424,736	1,612,894
Tax payables	應繳稅項		806	22,713
Bank overdrafts	銀行透支	12	–	32,225
Derivative financial instrument	衍生金融工具		1,403	–
			2,062,006	2,589,414
Net current assets	流動資產淨值		276,440	6,994
Total assets less current liabilities	總資產減流動負債		3,498,991	3,275,813

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2020 (unaudited) 於二零二零年六月三十日 (未經審核)

		Note	30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借款	12	806,917	574,201
Lease liabilities	租賃負債		82,481	62,926
Deferred income	遞延收入		7,586	3,860
Deferred tax liabilities	遞延稅項負債		8,894	11,423
Retirement benefit obligations	退休福利責任		7,446	6,922
Derivative financial instrument	衍生金融工具		–	1,403
Other liabilities	其他負債		3,525	–
			916,849	660,735
Net assets	資產淨值		2,582,142	2,615,078
Capital and reserves	資本及儲備			
Share capital	股本		10,398	10,398
Reserves	儲備		2,487,231	2,521,497
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,497,629	2,531,895
Non-controlling interests	非控股權益		84,513	83,183
Total equity	權益總額		2,582,142	2,615,078

The condensed consolidated financial statements on pages 36 to 72 were approved and authorised for issue by the Board of Directors on 27 August 2020 and are signed on its behalf by:

第36至72頁的簡明綜合財務報表獲董事會於二零二零年八月二十七日批准及授權刊發且獲以下代表簽署：

Lu Yuguang
盧煜光
Chairman
主席

Zhang Haitao
張海濤
Executive Director
執行董事

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2020 (unaudited) 截至二零二零年六月三十日止六個月 (未經審核)

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests	Total equity	
		Share capital	Share premium	Investment revaluation reserve	Other reserve	Retirement benefit reserve	Special reserve	PRC statutory reserve	Translation reserve	Share options reserve	Retained profits			Total
		股本	股份溢價	儲備	其他儲備	退休福利儲備	特別儲備	中國法定儲備	換算儲備	購股權儲備	保留溢利	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	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	千港元	千港元
At 1 January 2020 (audited)	於二零二零年一月一日 (經審核)	10,398	593,250	-	106,715	1,134	(13,070)	182,393	(222,428)	-	1,873,503	2,531,895	83,183	2,615,078
Profit (loss) for the period	期間溢利(虧損)	-	-	-	-	-	-	-	-	-	85,406	85,406	(8,225)	77,181
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	-	(59,904)	-	-	(59,904)	-	(59,904)
Share of translation reserve of a joint venture	分佔合營企業換算儲備	-	-	-	-	-	-	-	541	-	-	541	-	541
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	-	(59,363)	-	-	(59,363)	-	(59,363)
Total comprehensive (expenses) income for the period	期內全面(開支)收益總額	-	-	-	-	-	-	-	(59,363)	-	85,406	26,043	(8,225)	17,818
Capital injection from non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	-	-	9,555	9,555
Dividends recognised as distribution (Note 7)	確認分派的股息(附註7)	-	-	-	-	-	-	-	-	-	(60,309)	(60,309)	-	(60,309)
At 30 June 2020 (unaudited)	於二零二零年六月三十日 (未經審核)	10,398	593,250	-	106,715	1,134	(13,070)	182,393	(281,791)	-	1,898,600	2,497,629	84,513	2,582,142
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	10,397	592,218	(15)	106,715	1,062	(13,070)	152,758	(148,465)	942	1,670,115	2,372,657	84,763	2,457,420
Profit for the period	期間溢利	-	-	-	-	-	-	-	-	-	120,924	120,924	267	121,191
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	-	(23,112)	-	-	(23,112)	-	(23,112)
Share of translation reserve of a joint venture	分佔合營企業換算儲備	-	-	-	-	-	-	-	(89)	-	-	(89)	-	(89)
Fair value gain on investment in a partnership	投資合夥公司的公平值收益	-	-	984	-	-	-	-	-	-	-	984	-	984
Other comprehensive income (expense) for the period	期內其他全面收益(開支)	-	-	984	-	-	-	-	(23,201)	-	-	(22,217)	-	(22,217)
Total comprehensive income (expense) for the period	期內全面收益(開支)總額	-	-	984	-	-	-	-	(23,201)	-	120,924	98,707	267	98,974
Issue of new ordinary shares of the Company	發行本公司新普通股	1	1,032	-	-	-	-	-	-	(942)	-	91	-	91
Dividends recognised as distribution (Note 7)	確認分派的股息(附註7)	-	-	-	-	-	-	-	-	-	(69,667)	(69,667)	-	(69,667)
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	10,398	593,250	969	106,715	1,062	(13,070)	152,758	(171,666)	-	1,721,372	2,401,788	85,030	2,486,818

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2020 (unaudited) 截至二零二零年六月三十日止六個月（未經審核）

Notes:

- (a) Other reserve of the Group amounting to approximately HK\$106,715,000 represents the difference between the nominal value of the shares issued by the Company and the carrying value of the non-controlling interests held by Sunbrilliant Capital Investment Limited and Lakefront Capital Investment Limited and the share capital of Best Pacific Textile Holdings Limited prior to the completion of a group reorganisation on 16 January 2014.
- (b) Several subsidiaries of the Company provide financial guarantees to its related companies and the fair value of the financial guarantee is recognised as deemed distribution to the shareholders at initial recognition. These financial guarantees were released in previous years.
- (c) The People's Republic of China (the "PRC") statutory reserve is non-distributable and the transfer to this reserve is determined according to the relevant law in the PRC and by the board of directors of the PRC subsidiaries in accordance with the articles of association of the subsidiaries. It can be used to make up for previous year's losses or convert into additional capital of the PRC subsidiaries of the Company.

附註：

- (a) 本集團的其他儲備約106,715,000港元，指本公司發行之股份面值與Sunbrilliant Capital Investment Limited及Lakefront Capital Investment Limited持有的非控股權益賬面值及超盈紡織控股有限公司於完成二零一四年一月十六日的集團重組前的股本之差額。
- (b) 本公司若干附屬公司為其關聯公司提供財務擔保，財務擔保的公平值於首次確認時確認為視作向股東分派。該等財務擔保已於過往年度解除。
- (c) 中華人民共和國（「中國」）法定儲備為不可分派，對該儲備的轉撥由中國附屬公司的董事會根據附屬公司的組織章程細則按中國有關法律釐定。該儲備可用作彌補本公司中國附屬公司的去年虧損或轉換為額外資本。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2020 (unaudited) 截至二零二零年六月三十日止六個月 (未經審核)

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	287,397	177,881
INVESTING ACTIVITIES	投資活動		
Placement of pledged bank deposits	存放已抵押銀行存款	(37,942)	(83,935)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	87,398	106,011
Interests received	已收利息	4,111	2,904
Purchase of property, plant and equipment	購買物業、廠房及設備	(78,450)	(201,374)
Payment for right-of-use assets	支付使用權資產	(7,332)	(60,818)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,187	25,794
Capital withdrawal from investment in joint venture	自於合營企業的投資撤資	-	6,935
Placement of short term bank deposits with original maturity over three months	存放原到期日超過三個月之短期銀行存款	(1,424)	(7,725)
Withdrawal of short term bank deposits with original maturity over three months	提取原到期日超過三個月之短期銀行存款	18,930	12,529
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(13,522)	(199,679)
FINANCING ACTIVITIES	融資活動		
Dividends paid	已付股息	-	(69,667)
Interests paid	已付利息	(37,779)	(35,877)
Proceeds from issue of new shares	發行新股份所得款項	-	91
Capital injection from a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	9,555	-
New syndicated loan raised	新增銀團貸款	800,000	100,000
Transaction cost paid on syndicated loan	銀團貸款已付交易成本	(25,200)	-
New bank borrowings raised	新增銀行借款	1,165,803	540,154
Loan from a non-controlling shareholder	來自一名非控股股東的貸款	9,067	13,650
Repayment of lease liabilities	償還租賃負債	(8,443)	(7,559)
Repayment of syndicated loan	償還銀團貸款	(962,087)	(178,000)
Repayment of bank borrowings	償還銀行借款	(980,132)	(244,216)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(29,216)	118,576
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	244,659	96,778
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及現金等價物	544,548	447,509
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	(6,036)	(4,793)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by	期末之現金及現金等價物，以下列項目代表	783,171	539,494
Bank balances and cash	銀行結餘及現金	783,171	564,752
Bank overdrafts	銀行透支	-	(25,258)
		783,171	539,494

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 14 June 2013. Its immediate and ultimate holding company is Grandview Capital Investment Limited, which is incorporated in the British Virgin Islands and is wholly owned by Mr. Lu Yuguang, who is an executive director and the Chairman of the Company. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 23 May 2014.

The functional currency of the Company is Hong Kong dollar ("HK\$"), which is the same as the presentation currency of the condensed consolidated financial statements.

Significant events in the current interim period

The outbreak of the 2019 novel coronavirus disease ("COVID-19") and the various public health measures put in place in many countries to curb the spread of the disease, causing temporary disruption to the Group's production at its different production bases at different times during the six months ended 30 June 2020. The operations restructuring of some key lingerie and sportswear and apparel retailers and the lockdowns and restrictions on public life in many cities around the world have resulted in temporary and permanent closure of stores by various retailers, which in turn have caused delays in shipment and/or cancellation of sales orders of the Group by some of its customers.

As such, the financial performance of the Group was affected in different aspects, including a reduction in revenue and net profit and an increase in the expected credit losses provided on trade receivables balances during the current period.

1. 一般資料

本公司於二零一三年六月十四日根據開曼群島法例第22章公司法（一九六一年第三號法案，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。其直接及最終控股公司Grandview Capital Investment Limited為於英屬處女群島註冊成立並由本公司執行董事兼主席盧煜光先生全資擁有的公司。本公司股份已自二零一四年五月二十三日起在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司的功能貨幣為港元（「港元」），亦為簡明綜合財務報表的呈列貨幣。

本中期期間重大事件

二零一九年新型冠狀病毒疾病（「COVID-19」）爆發及許多國家採取多項公共衛生措施遏制該疾病蔓延，使得本集團不同生產基地的生產於截至二零二零年六月三十日止六個月不同時間點發生臨時中斷。部分主要女性內衣以及運動服裝及服裝零售商進行業務重組，加上全球多個城市的封鎖及公共生活限制，導致多家零售商臨時及永久性關閉店舖，進而導致交貨延遲及／或部分客戶取消本集團的銷售訂單。

由於上述原因，本集團的財務表現於各個方面受到影響，包括收入和淨利潤的減少，以及本期間貿易應收款項結餘的預期信貸虧損撥備的增加。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

2. BASIS OF PREPARATION

The condensed consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2020 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

3. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) as disclosed below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2019.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group’s condensed consolidated financial statements:

2. 編製基準

本公司及其附屬公司（統稱「本集團」）截至二零二零年六月三十日止六個月之簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則附錄16的適用披露規定編製。

3. 主要會計政策

除若干以公平值計量（若適用）的金融工具外，簡明綜合財務報表乃按歷史成本基準編製。

除下文所披露應用香港財務報告準則（「香港財務報告準則」）（修訂本）所導致的新增會計政策外，截至二零二零年六月三十日止六個月之簡明綜合財務報表所用之會計政策及計算方法與呈列於本集團截至二零一九年十二月三十一日止年度之年度財務報表者相同。

應用香港財務報告準則（修訂本）

於本中期期間，為編製本集團的簡明綜合財務報表，本集團已首次應用由香港會計師公會頒佈並於二零二零年一月一日或之後開始的年度期間強制生效的提述香港財務報告準則概念框架的修訂及以下香港財務報告準則（修訂本）：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of amendments to HKFRSs (Continued)

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity". The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

3. 主要會計政策 (續)

應用香港財務報告準則 (修訂本) (續)

香港會計準則第1號及香港會計準則第8號 (修訂本)	重大的定義
香港財務報告準則第3號 (修訂本)	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號 (修訂本)	利率基準改革

除下文所述者外，本期間應用提述香港財務報告準則概念框架的修訂及香港財務報告準則 (修訂本) 並未對本集團當前及過往期間的財務狀況及表現及／或該等簡明綜合財務報表所載之披露有重大影響。

應用香港會計準則第1號及香港會計準則第8號 (修訂本)「重大的定義」之影響

該等修訂本為重大提供了新的定義，「倘遺漏，誤報或掩蓋資訊，將能合理預期通用財務報表的主要使用者基於該等提供特定報告實體的財務資訊的財務報表做出的決策將受到影響，則該資訊為重大」。該等修訂本亦澄清，資料的重要性視乎其性質或影響力，透過單獨或與其他資料綜合評估資料對財務報表整體而言是否重大。

於本期間應用該等修訂並未對簡明綜合財務報表造成影響。應用該等修訂產生的呈列及披露變動 (如有) 將反映於截至二零二零年十二月三十一日止年度的綜合財務報表。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Revenue

The Group's revenue is derived from manufacturing and trading of elastic fabric, lace and elastic webbing in Hong Kong, the PRC, Vietnam and Sri Lanka, net of discounts and sales related taxes.

Disaggregation of revenue from contracts with customers

Revenue from manufacturing and trading of elastic fabric, lace and elastic webbing are recognised at a point in time.

For the six months ended 30 June 2020
(unaudited)

4. 收入及分部資料

收入

本集團收入來自於香港、中國、越南及斯里蘭卡製造及買賣彈性織物面料、蕾絲及彈性織帶，扣除折扣及銷售相關稅項。

來自客戶合約之收入細分

來自製造及買賣彈性織物面料、蕾絲及彈性織帶的收入於某一時點確認。

截至二零二零年六月三十日止六個月
(未經審核)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
Types of goods	貨品類別			
Sales of products	產品銷售			
Elastic fabric	彈性織物面料			
– Lingerie	– 女性內衣	425,834	–	425,834
– Sportswear and apparel	– 運動服裝及服裝	638,677	–	638,677
		1,064,511	–	1,064,511
Lace	蕾絲	42,641	–	42,641
Elastic webbing	彈性織帶	–	299,499	299,499
		1,107,152	299,499	1,406,651

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with customers (Continued)

For the six months ended 30 June 2019 (unaudited)

4. 收入及分部資料 (續)

來自客戶合約之收入細分 (續)

截至二零一九年六月三十日止六個月 (未經審核)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
Types of goods	貨品類別			
Sales of products	產品銷售			
Elastic fabric	彈性織物面料			
– Lingerie	– 女性內衣	580,575	–	580,575
– Sportswear and apparel	– 運動服裝及服裝	562,243	–	562,243
		1,142,818	–	1,142,818
Lace	蕾絲	43,326	–	43,326
Elastic webbing	彈性織帶	–	416,705	416,705
		1,186,144	416,705	1,602,849

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information

The financial information reported to executive directors of the Company, being the chief operating decision makers (“**CODM**”), for the purpose of assessment of segment performance and resources allocation focuses on types of goods delivered.

The Group’s operating and reportable segments under HKFRS 8 are as follows:

- Manufacturing and trading of elastic fabric and lace

This segment derives its revenue from manufacturing and trading of elastic fabric and lace made from synthetic fibres that are commonly used in high-end knitted lingerie, sportswear and apparel products.

- Manufacturing and trading of elastic webbing

This segment derives its revenue from manufacturing and trading of elastic webbing made from synthetic fibres that are commonly used as shoulder straps, lingerie trims and waistbands.

4. 收入及分部資料 (續)

分部資料

向本公司執行董事（即主要經營決策者（「**主要經營決策者**」））呈報以評估分部表現及分配資源的財務資料專注於交付貨品類別。

本集團根據香港財務報告準則第8號的經營及可報告分部如下：

- 製造及買賣彈性織物面料及蕾絲

此分部收入來自製造及買賣合成纖維製造的彈性織物面料及蕾絲，一般用於高級針織女性內衣、運動服裝及服裝產品。

- 製造及買賣彈性織帶

此分部收入來自製造及買賣合成纖維製造的彈性織帶，一般用於肩帶、女性內衣襖邊及腰帶。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

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

For the six months ended 30 June 2020 (unaudited)

4. 收入及分部資料 (續)

分部收入及業績

以下為本集團按經營及可報告分部劃分的收入及業績分析：

截至二零二零年六月三十日止六個月 (未經審核)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
Segment revenue from external customers	來自外界客戶的分部收入	1,107,152	299,499	1,406,651
Segment profits	分部溢利	94,198	38,510	132,708
Unallocated other income	未分配其他收入			5,665
Unallocated other gains and losses	未分配其他收益及虧損			(1,032)
Unallocated corporate expenses	未分配企業開支			(9,273)
Share of result of a joint venture	分佔合營企業業績			508
Finance costs	融資成本			(41,551)
Profit before taxation	除稅前溢利			87,025

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the six months ended 30 June 2019 (unaudited)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
Segment revenue from external customers	來自外界客戶的分部收入	1,186,144	416,705	1,602,849
Segment profits	分部溢利	85,643	93,808	179,451
Unallocated other income	未分配其他收入			6,145
Unallocated other gains and losses	未分配其他收益及虧損			6,364
Unallocated corporate expenses	未分配企業開支			(19,993)
Share of result of a joint venture	分佔合營企業業績			1,189
Finance costs	融資成本			(43,212)
Profit before taxation	除稅前溢利			129,944

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies. Segment profits represent the results of each segment without any allocation of corporate items including mainly bank interest income, change in fair value of a derivative financial instrument, net foreign exchange (loss) gain, corporate expenses, share of result of a joint venture and finance costs. Corporate expenses include directors' remuneration paid or payable by the Group and certain administrative expenses for corporate functions. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

4. 收入及分部資料 (續)

分部收入及業績 (續)

截至二零一九年六月三十日止六個月
(未經審核)

	Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
--	--	---	---------------------------------

經營及可報告分部的會計政策與本集團會計政策相同。分部溢利指各分部的業績，當中並未分配任何企業項目，主要包括銀行利息收入、衍生金融工具公平值變動、外匯(虧損)收益淨額、企業開支、分佔合營企業業績及融資成本。企業開支包括本集團已付或應付董事酬金及用作企業用途的若干行政開支。此乃向主要經營決策者匯報分配資源及評估表現的計量方法。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

As at 30 June 2020 (unaudited)

4. 收入及分部資料 (續)

分部資產及負債

以下為本集團按經營及可報告分部劃分的資產及負債分析：

於二零二零年六月三十日 (未經審核)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$' 000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
ASSETS	資產			
Segment assets	分部資產	4,029,270	648,208	4,677,478
Property, plant and equipment	物業、廠房及設備			151
Interest in a joint venture	於合營企業的權益			32,457
Deferred tax assets	遞延稅項資產			15,216
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項			8,357
Tax recoverables	可收回稅項			16,656
Pledged bank deposits	已抵押銀行存款			26,250
Short term bank deposits	短期銀行存款			1,261
Bank balances and cash	銀行結餘及現金			783,171
Total assets	資產總值			5,560,997
LIABILITIES	負債			
Segment liabilities	分部負債	502,506	159,567	662,073
Bank and other borrowings	銀行及其他借款			2,231,653
Other payables and accrued charges	其他應付款項及應計費用			13,717
Dividend payables	應付股息			60,309
Tax payables	應繳稅項			806
Derivative financial instrument	衍生金融工具			1,403
Deferred tax liabilities	遞延稅項負債			8,894
Total liabilities	總負債			2,978,855

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

As at 31 December 2019 (audited)

4. 收入及分部資料 (續)

分部資產及負債 (續)

於二零一九年十二月三十一日 (經審核)

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產			
Segment assets	分部資產	4,348,295	718,831	5,067,126
Property, plant and equipment	物業、廠房及設備			318
Interest in a joint venture	於合營企業的權益			31,408
Deferred tax assets	遞延稅項資產			8,824
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項			67,570
Tax recoverables	可收回稅項			17,375
Pledged bank deposits	已抵押銀行存款			76,823
Short term bank deposits	短期銀行存款			19,010
Bank balances and cash	銀行結餘及現金			576,773
Total assets	總資產			5,865,227
LIABILITIES	負債			
Segment liabilities	分部負債	802,530	182,435	984,965
Bank and other borrowings	銀行及其他借款			2,187,095
Other payables and accrued charges	其他應付款項及應計費用			10,325
Bank overdrafts	銀行透支			32,225
Tax payables	應繳稅項			22,713
Derivative financial instrument	衍生金融工具			1,403
Deferred tax liabilities	遞延稅項負債			11,423
Total liabilities	總負債			3,250,149

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION *(Continued)*

Segment assets and liabilities *(Continued)*

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments, other than property, plant and equipment for corporate use, interest in a joint venture, deferred tax assets, tax recoverables, pledged bank deposits, short term bank deposits, bank balances and cash and certain corporate assets.
- all liabilities are allocated to operating and reportable segments, other than bank and other borrowings, bank overdrafts, dividend payables, tax payables, derivative financial instrument, deferred tax liabilities and certain corporate liabilities.

4. 收入及分部資料 *(續)*

分部資產及負債 *(續)*

為監察分部間的分部表現及資源分配：

- 所有資產均分配至經營及可報告分部，惟用作企業用途的物業、廠房及設備、於合營企業的權益、遞延稅項資產、可收回稅項、已抵押銀行存款、短期銀行存款、銀行結餘及現金以及若干企業資產除外。
- 所有負債均分配至經營及可報告分部，惟銀行及其他借款、銀行透支、應付股息、應繳稅項、衍生金融工具、遞延稅項負債及若干企業負債除外。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

5. PROFIT BEFORE TAXATION

5. 除稅前溢利

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列各項:		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	149,209	118,620
Depreciation of right-of-use assets	使用權資產折舊	12,193	8,387
Cost of inventories recognised as an expense	確認為開支的存貨成本	1,065,044	1,210,855
Including: allowance for obsolete inventories recognised	包括: 已確認陳舊存貨撥備	1,437	10,121
Net proceeds from sales of scrap materials (included in other income)	銷售廢料所得款項淨額(計入其他收入)	(2,868)	(4,113)
Bank interest income (included in other income)	銀行利息收入(計入其他收入)	(4,055)	(2,881)
Government grants (included in other income)	政府補助(計入其他收入)	(2,886)	(1,276)
Gain from change in fair value of a derivative financial instrument (included in other gains and losses)	衍生金融工具之公平值變動收益(計入其他收益及虧損)	-	(1,180)
Net foreign exchange loss (gain) (included in other gains and losses)	外匯虧損(收益)淨額(計入其他收益及虧損)	1,032	(5,191)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

6. INCOME TAX EXPENSE

6. 所得稅開支

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	792	2,947
The PRC Enterprise Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)	13,590	16,908
Withholding tax on dividends from subsidiaries	附屬公司股息之預扣額	5,790	–
Over provision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	(1,315)	–
The PRC EIT	中國企業所得稅	–	(9,505)
		18,857	10,350
Deferred taxation	遞延稅項	(9,013)	(1,597)
		9,844	8,753

Under the two-tiered profits tax rates regime passed by the Hong Kong Legislative Council in March 2018, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The two-tiered profits tax rates regime is applicable to any year of assessment commencing on or after 1 April 2018.

Accordingly, starting from the financial year ended 31 December 2018, the Hong Kong Profits Tax for the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

根據香港立法會於二零一八年三月通過的利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。利得稅兩級制將適用於自二零一八年四月一日或之後起計的任何評估年度。

因此，自截至二零一八年十二月三十一日止財政年度起，合資格集團實體之香港利得稅按首2百萬港元之估計應課稅溢利的8.25%及超過2百萬港元之估計應課稅溢利的16.5%計算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

6. INCOME TAX EXPENSE (Continued)

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% during the six months ended 30 June 2019 and 2020, unless there is any preferential tax treatment applicable.

The Company's subsidiaries, Dongguan Best Pacific Textile Company Limited ("Dongguan BPT") and Dongguan New Horizon Elastic Fabric Company Limited ("Dongguan NHE"), obtained the qualification as high and new technology enterprises since 2010 and 2016, respectively, which had been renewed for an additional three years from the financial year ended 31 December 2019. Hence, Dongguan BPT and Dongguan NHE are subject to the preferential tax treatment and the applicable tax rate for the six months ended 30 June 2019 and 2020 has been 15%.

Withholding tax on dividends is calculated at 5% of the dividend received from the subsidiaries estimated in the PRC during the year.

Pursuant to the relevant Vietnam Enterprises Income Tax rules and regulations, the applicable tax rate for the subsidiary operating in Vietnam is 20%. The subsidiary in Vietnam is eligible for tax holiday for two financial years since the first financial year of taxable profit and tax concession at a tax rate of 10% for the following four financial years. With the new incentive in place during the year ended 31 December 2018 and by fulfilling certain stated requirements as set by the Ministry of Industry and Trade, the subsidiary in Vietnam is eligible for tax holiday for four financial years since 2018, tax concession at a tax rate of 5% for the following nine financial years and tax concession at a tax rate of 10% for the next following two financial years.

6. 所得稅開支(續)

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，除非有任何適用優惠稅率待遇，否則中國公司於截至二零一九年及二零二零年六月三十日止六個月的稅率為25%。

本公司的附屬公司東莞超盈紡織有限公司(「東莞超盈」)及東莞潤信彈性織物有限公司(「東莞潤信」)分別自二零一零年及二零一六年起獲得高新技術企業資格，現正申請自截至二零一九年十二月三十一日止財政年度起有效期額外延長三年，且其亦已向主管稅務機關完成辦理相關備案手續。因此，東莞超盈及東莞潤信享有優惠稅率待遇，於截至二零一九年及二零二零年六月三十日止六個月的適用稅率為15%。

股息的預扣稅乃按年內自於中國設立的附屬公司收取之股息的5%計算。

根據相關越南企業所得稅規則及規例，於越南營運之附屬公司的適用稅率為20%。越南附屬公司於首個錄得應課稅溢利的財政年度起合資格享有兩個財政年度的稅項豁免，及於其後四個財政年度享有稅率10%的稅務優惠。於截至二零一八年十二月三十一日止年度獲授新的激勵並滿足若干自工貿部的規定要求後，越南附屬公司自二零一八年起合資格享有四個財政年度的稅項豁免，及於其後九個財政年度享有稅率5%的稅務優惠，以及於接下來的兩個財政年度享有稅率10%的稅務優惠。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

6. INCOME TAX EXPENSE (Continued)

Pursuant to the Inland Revenue Act, No. 24 of 2017 in Sri Lanka, the applicable tax rate for the subsidiaries operating in Sri Lanka is 28%. By fulfilling certain export requirements as set by the Board of Investment of Sri Lanka, the subsidiaries of the Group in Sri Lanka have enjoyed a preferential tax rate of 14% for the six months ended 30 June 2019 and 2020. In addition, one of these subsidiaries is currently eligible for tax holiday till the year ending 31 December 2024.

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

7. DIVIDENDS

During the current interim period, a final dividend of HK5.8 cents per ordinary share in respect of the year ended 31 December 2019 (2019: HK6.7 cents per ordinary share in respect of the year ended 31 December 2018) was declared to the shareholders of the Company. The aggregate amount of final dividend amounted to HK\$60,309,000 (2019: HK\$69,667,000).

Subsequent to the end of the current interim period, the directors of the Company have resolved not to declare any interim dividend for the six months ended 30 June 2020.

6. 所得稅開支 (續)

根據斯里蘭卡國內稅收法(二零一七年第24號)，於斯里蘭卡營運之附屬公司的適用稅率為28%。本集團於斯里蘭卡的附屬公司藉由滿足斯里蘭卡投資局制定的若干出口要求而於截至二零一九年及二零二零年六月三十日止六個月享有14%的優惠稅率。此外，其中一家附屬公司現享有稅項豁免直至截至二零二四年十二月三十一日止年度為止。

其他司法權區之稅項乃按有關司法權區當時之稅率計算。

7. 股息

於本中期期間，有關截至二零一九年十二月三十一日止年度末期股息每股普通股5.8港仙(二零一九年：有關截至二零一八年十二月三十一日止年度為每股普通股6.7港仙)已宣派予本公司股東。末期股息總額達60,309,000港元(二零一九年：69,667,000港元)。

於本中期期末後，本公司董事已決議不就截至二零二零年六月三十日止六個月宣派任何中期股息。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

8. EARNINGS PER SHARE

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

8. 每股盈利

按下列數據計算本公司擁有人應佔每股基本及攤薄盈利：

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 (unaudited) (未經審核)
Earnings	盈利		
Earnings for the purposes of basic and diluted earnings per share (profit for the period attributable to owners of the Company) (HK\$'000)	就計算每股基本及攤薄盈利之盈利 (本公司擁有人應佔期內溢利)(千港元)	85,406	120,924
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言的普通股加權平均數	1,039,808,000	1,039,761,039
Effect of dilutive potential ordinary shares: Share options issued by the Company	普通股之潛在攤薄影響： 本公司發行之購股權	N/A 不適用	48,827
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言的普通股加權平均數	N/A 不適用	1,039,809,866

No diluted earnings per share for the six months ended 30 June 2020 was presented as there was no potential ordinary shares in issue for the six months ended 30 June 2020.

由於截至二零二零年六月三十日止六個月並無已發行的潛在普通股，故截至二零二零年六月三十日止六個月並無呈列每股攤薄盈利。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

9. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 June 2020, total addition to property, plant and equipment were approximately HK\$132,925,000 (for the six months ended 30 June 2019: approximately HK\$188,289,000), which mainly included addition to construction in progress of approximately HK\$120,449,000 (for the six months ended 30 June 2019: approximately HK\$129,161,000) and addition of machinery of approximately HK\$7,188,000 (for the six months ended 30 June 2019: approximately HK\$50,028,000).

During the six months ended 30 June 2020, the Group entered into several new lease agreements with lease terms ranged from three to six years. On lease commencement, the Group recognised lease liabilities of approximately HK\$31,769,000 (for the six months ended 30 June 2019: approximately HK\$2,382,000) and total addition to right-of-use assets were approximately HK\$42,626,000 (for the six months ended 30 June 2019: approximately HK\$63,200,000), which mainly included addition of HK\$15,130,000 in relation to a new lease agreement entered by the Group for leasing of office premises in Hong Kong, HK\$16,638,000 in relation to various new lease agreements entered by the Group for the leasing of an office premise, warehouse and staff quarter in the PRC and HK\$7,332,000 in relation to two new lease agreements entered by the Group for the use of land in Vietnam for 38 years (for the six months ended 30 June 2019: approximately HK\$60,818,000 in relation to a new lease entered by the Group for the use of a piece of land in the PRC for 42 years). On lease commencement for the use of these lands, the Group is required to make full payments and the Group recognised approximately HK\$7,332,000 (for the six months ended 30 June 2019: approximately HK\$60,818,000) of right-of-use asset for such lease during the six months ended 30 June 2020.

9. 物業、廠房及設備變動及使用權資產

於截至二零二零年六月三十日止六個月，添置物業、廠房及設備總額為約136,450,000港元（截至二零一九年六月三十日止六個月：約188,289,000港元），其主要包括新增在建工程約120,449,000港元（截至二零一九年六月三十日止六個月：約129,161,000港元）以及添置機器約7,188,000港元（截至二零一九年六月三十日止六個月：約50,028,000港元）。

於截至二零二零年六月三十日止六個月，本集團訂立若干租期為期三至六年的新租賃協議。於租賃開始後，本集團確認租賃負債約31,769,000港元（截至二零一九年六月三十日止六個月：約2,382,000港元）及添置使用權資產總額為約42,626,000港元（截至二零一九年六月三十日止六個月：約63,200,000港元），主要包括本集團就租賃位於香港的辦公室物業訂立的新租賃協議產生的添置15,130,000港元、本集團就租賃位於中國的辦公室物業、倉庫及員工宿舍訂立的多項新租賃協議產生的添置16,638,000港元及本集團就使用位於越南的土地訂立為期38年的兩項新租賃協議產生的添置7,332,000港元（截至二零一九年六月三十日止六個月：本集團就使用一塊位於中國的土地訂立為期42年的新租賃協議產生約60,818,000港元）。於這些土地使用的租賃開始後，本集團須全額付款，及本集團於截至二零二零年六月三十日止六個月就有關租賃確認使用權資產約7,332,000港元（截至二零一九年六月三十日止六個月：約60,818,000港元）。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

10. TRADE AND BILLS RECEIVABLES

		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	560,865	746,950
Less: Allowance for credit losses	減：信貸虧損撥備	(39,797)	(26,902)
Total trade receivables	貿易應收款項總額	521,068	720,048
Bill receivables	應收票據	19,939	34,442
Total trade and bill receivables	貿易應收款項及應收票據總額	541,007	754,490

Trade receivables from third parties mainly represent receivables from customers in relation to the sale of elastic fabric, lace and elastic webbing. The credit period granted to the customers ranges from 30 to 90 days from the date of issuance of a monthly statement for sales delivered in that month.

The following is an ageing analysis of trade receivables net of credit loss allowance, presented based on the date of issuance of monthly statements at the end of each reporting period and ageing analysis of bills receivables presented based on the date of issuance of the bills at the end of each reporting period.

10. 貿易應收款項及應收票據

應收第三方貿易款項主要是與出售彈性織物面料、蕾絲及彈性織帶予客戶有關的應收客戶款項。授予客戶的信貸期為自出具銷售月份的月結單發出日期起計30至90日。

以下為於各報告期間結束時貿易應收款項扣除信貸虧損撥備按月結單出具日期呈列的賬齡分析及於各報告期間結束時應收票據按票據出具日期呈列的賬齡分析：

		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項		
0 – 90 days	0–90日	411,631	644,579
91 – 180 days	91–180日	81,722	49,948
Over 180 days	超過180日	27,715	25,521
		521,068	720,048
Bills receivables	應收票據		
0 – 90 days	0–90日	18,933	34,442
91 – 180 days	91–180日	1,006	–
		19,939	34,442
		541,007	754,490

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

10. TRADE AND BILLS RECEIVABLES

(Continued)

The following is the movement in the allowance for impairment in respect of trade receivables during the six months ended 30 June 2020:

		HK\$'000 千港元
Balance at 1 January 2020 (audited)	於二零二零年一月一日的結餘(經審核)	26,902
Net remeasurement of credit loss allowance	信貸虧損撥備重新計量淨額	12,895
Balance at 30 June 2020 (unaudited)	於二零二零年六月三十日的結餘(未經審核)	39,797

Trade receivables balances with related parties included in the Group's trade receivables balance are listed below:

		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Related companies	關聯公司		
A related company*	相關公司*	11,483	18,745
Other related companies#	其他關聯公司#	50,955	43,113
		62,438	61,858

* A related company controlled by close family members of directors of the Company (these directors are key management personnel of the Company).

The other related companies are fellow subsidiaries of the non-controlling shareholders who have significant influence over certain subsidiaries of the Group.

10. 貿易應收款項及應收票據 (續)

以下為截至二零二零年六月三十日止六個月的貿易應收款項減值撥備變動：

計入本集團貿易應收款項結餘的與關聯方的貿易應收款項結餘載列如下：

* 關聯公司由本公司董事的近親家族成員控制(該等董事為本公司的主要管理人員)。

其他關聯公司為對本集團若干附屬公司具有重大影響之兩位非控股股東的同系附屬公司。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

10. TRADE AND BILLS RECEIVABLES

(Continued)

The above trade receivables balances with related companies are unsecured, interest-free and with a credit term of 30 to 90 days from the date of issuance of a monthly statement for sales delivered in that month. The following is an ageing analysis of trade receivables balances with related companies presented based on the date of issuance of monthly statements at the end of each reporting period.

		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$' 000 千港元 (audited) (經審核)
0 – 90 days	0–90日	58,301	61,858
Over 90 days	超過90日	4,137	–
		62,438	61,858

11. TRADE AND BILLS PAYABLES

Trade payables

The credit period granted by the Group's creditors ranges from approximately 1 month to 3 months. The following is an ageing analysis of trade payables presented based on the invoice date at the end of each reporting period:

		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$' 000 千港元 (audited) (經審核)
0 – 90 days	0–90日	152,070	230,488
Over 90 days	超過90日	60,585	15,849
		212,655	246,337

10. 貿易應收款項及應收票據 (續)

以上與關聯公司的貿易應收款項結餘無抵押及免息，信貸期為自出具銷售月份的月結單發出日期起計30至90日。以下為與關聯公司的貿易應收款項結餘於各報告期間結束時按月結單發出日期呈列的賬齡分析。

11. 貿易應付款項及應付票據

貿易應付款項

本集團債權人給予的信貸期為約1個月至3個月。以下為貿易應付款項於各報告期間結束時按發票日期呈列的賬齡分析：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

11. TRADE AND BILLS PAYABLES

(Continued)

As at 30 June 2020, included in the Group's trade payables balance is an amount due to a joint venture of HK\$15,097,000 (as at 31 December 2019: HK\$13,480,000). Such balance due to a joint venture is unsecured, interest-free and with a credit term of 30 days from the date of issuance of a monthly statement for purchases delivered in that month. This balance is aged within 90 days at the end of the reporting period.

Bills payables

The following is an ageing analysis of bills payables presented based on the date of issuance of bills at the end of each reporting period:

11. 貿易應付款項及應付票據 (續)

於二零二零年六月三十日，計入本集團貿易應付款項結餘的15,097,000港元（於二零一九年十二月三十一日：13,480,000港元）乃應付合營企業款項。該等應付合營企業結餘為無抵押及免息，信貸期為自出具購買月份的月結單發出日期起計30日。於報告期間結束時，該結餘的賬齡在90日內。

應付票據

以下為應付票據於各報告期間結束時按票據發出日期呈列的賬齡分析：

		30.6.2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 – 90 days	0–90日	26,488	266,328
91 – 180 days	91–180日	77,166	120,218
		103,654	386,546

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

12. BANK AND OTHER BORROWINGS/ BANK OVERDRAFTS

12. 銀行及其他借款／銀行透支

		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$' 000 千港元 (audited) (經審核)
Bank overdrafts	銀行透支	-	32,225
Unsecured syndicated loan	無抵押銀團貸款	766,996	949,401
Unsecured bank borrowings	無抵押銀行借款	1,436,090	1,218,194
Unsecured other borrowing (Note)	無抵押其他借款(附註)	28,567	19,500
		2,231,653	2,219,320
Carrying amount repayable*	應償還款項賬面值*		
Within one year	一年內	1,202,228	1,435,920
More than one year, but not exceeding two years	超過一年但不超過兩年	245,845	441,047
More than two years, but not more than five years	超過兩年但不超過五年	783,580	342,353
		2,231,653	2,219,320
Less: Amounts due within one year or contain a repayment on demand clause shown under current liabilities	減：流動負債所示須於一年內償還或包含按要求償還條款的款項	(1,424,736)	(1,645,119)
Amounts shown under non-current liabilities	非流動負債所示款項	806,917	574,201
Carrying amount of bank borrowings that are repayable within one year and contain a repayment on demand clause	須於一年內償還及包含按要求償還條款的銀行借款的賬面值	1,171,139	1,036,928
Carrying amount of bank borrowings that are repayable more than one year but contain a repayment on demand clause	超過一年後償還但包含按要求償還條款的銀行借款的賬面值	222,508	209,199
		1,393,647	1,246,127

* The amounts due are based on scheduled repayment dates set out in the loan agreements and included the unamortised portion of the prepaid transaction cost in relation to the unsecured syndicated loan.

* 到期款項乃根據貸款協議所載的計劃償還日期釐定，並包括有關無抵押銀團貸款預付交易成本之未攤銷部分。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

12. BANK AND OTHER BORROWINGS/ BANK OVERDRAFTS (Continued)

Note: Other borrowing represents loan from a non-controlling shareholder of a subsidiary which is unsecured, carries interest at London Interbank Offered Rate ("LIBOR") plus 2.4% per annum and repayable in December 2021 (as at 31 December 2019: repayable in December 2021). Such other borrowing is denominated in United States Dollar ("US\$").

During the period ended 30 June 2020, the Group entered into a new facility agreement for an unsecured syndicated loan, which is to be repayable by installments, from 31 December 2021 to 31 December 2023 and with an interest rate at Hong Kong Interbank Offered Rate plus 2.2% per annum for HK\$ loan tranche and LIBOR plus 2.2% per annum for US\$ loan tranche. The unsecured syndicated loan is guaranteed by the Company.

The unsecured bank borrowings (as at 31 December 2019: unsecured bank borrowings and bank overdrafts) was guaranteed by the Company and/or certain of its subsidiaries as at 30 June 2020.

13. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged certain bank deposits amounted to HK\$26,250,000 (31 December 2019: HK\$76,823,000) to secure the bills payables issued by the Group.

12. 銀行及其他借款／銀行透支 (續)

附註：其他借款指來自一間附屬公司非控股股東的貸款，為無抵押、按倫敦銀行同業拆息（「倫敦銀行同業拆息」）加年利率2.4%計息及須於二零二一年十二月償還（於二零一九年十二月三十一日：二零二一年十二月償還）。該等其他借款以美元（「美元」）計值。

截至二零二零年六月三十日止年度，本集團就無抵押銀團貸款訂立新融資協議，貸款將自二零二一年十二月三十一日至二零二三年十二月三十一日分批償還，港元貸款年利率為香港銀行同業拆息加上2.2%，而美元貸款年利率為倫敦銀行同業拆息加上2.2%。無抵押銀團貸款乃由本公司提供擔保。

於二零二零年六月三十日的無抵押銀行借款（於二零一九年十二月三十一日：無抵押銀行借款及銀行透支）乃由本公司及／或其若干附屬公司提供擔保。

13. 抵押資產

於報告期末，本集團抵押若干銀行存款為26,250,000港元（二零一九年十二月三十一日：76,823,000港元），作為本集團發出的應付票據的抵押。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

14. CAPITAL AND OTHER COMMITMENTS

	30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	31.12.2019 二零一九年 十二月三十一日 HK\$' 000 千港元 (audited) (經審核)
Capital expenditure in respect of the addition of property, plant and equipment contracted but not provided for	147,937	289,014

As disclosed in the Company's announcement dated 22 December 2016, Dongguan BPT and seven independent third parties entered into an agreement in relation to the formation of a company to be established in the PRC ("the Investee") to engage in insurance business and related financial activities in the PRC. Pursuant to such agreement, Dongguan BPT has agreed to make a capital contribution of RMB140,500,000 (equivalent to approximately HK\$153,888,000 as at 30 June 2020 and approximately HK\$158,765,000 as at 31 December 2019) in return for approximately 7.022% equity interest in the Investee. As at the date of issuance of these condensed consolidated financial statements, formation of the Investee is subject to the approval from China Insurance Regulatory Commission and no contribution was made by the Group to the Investee.

15. SHARE-BASED PAYMENTS

The Company's share option scheme (the "Share Option Scheme") were adopted pursuant to a resolution passed on 8 May 2014 for the primary purpose of providing incentives to directors and eligible employees, and will expire at the end of ten years from its adoption date. Details of the Share Option Scheme are set out in the annual report of the Company for the year ended 31 December 2019.

No share option was granted since its adoption.

No share-based payment was recognised for the six months ended 30 June 2019 and 2020.

14. 資本及其他承擔

誠如本公司日期為二零一六年十二月二十二日的公告所披露，東莞超盈與七名獨立第三方訂立一份協議，內容有關在中國組建公司（「被投資公司」），以在中國從事保險業務及相關財務活動。根據該協議，東莞超盈已同意注資人民幣140,500,000元（於二零二零年六月三十日相等於約153,888,000港元及於二零一九年十二月三十一日相等於約158,765,000港元），以持有被投資公司約7.022%的股權。於此等簡明綜合財務報表刊發日期，成立被投資公司須經中國保險監督管理委員會批准，且本集團並無向被投資公司作出供款。

15. 以股份為基礎的付款

根據於二零一四年五月八日通過的決議案採納本公司購股權計劃（「購股權計劃」），主要為董事及合資格僱員提供激勵，並將於其採納日期起十年結束時到期。有關購股權計劃的詳情載列於本公司截至二零一九年十二月三十一日止年度的年報。

自其採納起並無授出購股權。

截至二零一九年及二零二零年六月三十日止六個月並無確認以股份為基礎的付款。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

16. RELATED PARTY TRANSACTIONS

The Group had the following related party transactions:

(a)

Nature of transactions 交易性質

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
Sales of raw materials to a joint venture	向合營企業銷售原材料	758	871
Sales of goods to a related company*	向一間關聯公司銷售貨物*	13,836	7,698
Sales of goods to other related companies#	向其他關聯公司銷售貨物#	201,368	305,551
Purchase of goods from a joint venture	自合營企業購買貨物	20,334	34,752
Interest expense to an other related company##	向一間其他關聯公司支付利息開支##	370	447
Operating expenses to other related companies#	向其他關聯公司支付經營開支#	12,905	14,516

(b) Compensation to key management personnel of the Group which represents directors of the Company, during six months ended 30 June 2020 and 2019 are as follows:

		Six months ended 截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
Salary and allowances	薪金及津貼	4,964	5,698
Contributions to retirement benefit scheme	退休福利計劃供款	68	89
		5,032	5,787

16. 關聯方交易

本集團有以下關聯方交易：

(a)

Six months ended 截至以下日期止六個月

30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
--	--

(b) 截至二零二零年及二零一九年六月三十日止六個月，支付予本集團主要管理人員（指本公司董事）的薪酬如下：

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

16. RELATED PARTY TRANSACTIONS

(Continued)

- (c) The Group also has the following related party transactions and balance regarding to the lease arrangements entered into by the Group as a lessee.

16. 關聯方交易 (續)

- (c) 本集團亦就本集團作為承租人訂立的該等租賃協議有下列關聯方交易及結餘。

Nature of transaction/balance 交易／結餘性質		As at/six months ended 於／截至以下日期止六個月	
		30.6.2020 二零二零年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)	30.6.2019 二零一九年 六月三十日 HK\$' 000 千港元 (unaudited) (未經審核)
Interest expenses on lease liability to a related company*	向一間關聯公司 支付租賃負債利息開支*	238	364
Lease liability to a related company*	向一間關聯公司 償還租賃負債*	6,023	10,557
Interest expense on lease liability in respect of rental premises to Mr. Lu	向盧先生支付有關 租賃物業的租賃負債 利息開支	288	212
Lease liability in respect of rental premises to Mr. Lu	向盧先生支付的 租賃物業租賃負債	15,517	4,092
Interest expense on lease liability to an other related company#	向一間其他關聯公司 支付租賃負債利息開支#	286	164
Lease liability to an other related company#	向一間其他關聯公司 償還租賃負債#	11,211	7,036

* A related company controlled by close family members of directors of the Company (these directors are key management personnel of the Company).

The other related companies are fellow subsidiaries of the non-controlling shareholder who has significant influence over certain subsidiaries of the Group.

An other related company is a non-controlling shareholder of a subsidiary.

* 關聯公司由本公司董事的近親家族成員控制(該等董事為本公司的主要管理人員)。

其他關聯公司為對本集團若干附屬公司具有重大影響之非控股股東的同系附屬公司。

一間其他關聯公司為一間附屬公司的非控股股東。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

16. RELATED PARTY TRANSACTIONS

(Continued)

(d) Other than disclosed elsewhere in the condensed consolidated financial statements, as at 30 June 2020, included in the Group's other receivables balance is an aggregate amount due from related companies of HK\$5,406,000 (as at 31 December 2019: HK\$4,380,000) and included in the Group's other payables balance is an aggregate amount due to related companies of HK\$4,264,000 (as at 31 December 2019: HK\$6,136,000), these balances with related companies are arising from re-charge of operating costs, and are unsecured, interest-free and repayable on demand. Included in the Group's contract liabilities balance is an aggregate amount of HK\$17,000 (as at 31 December 2019: HK\$1,090,000) received from related companies.

17. CONTINGENT LIABILITIES

The Group does not have any contingent liability so far as the management is aware that is pending or threatened by or against the Group.

18. FAIR VALUE MEASUREMENT

Valuation process

The financial controller of the Group is responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of a liability, the Group uses market-observable data or information provided by counterparty financial institutions to the extent it is available. Where Level 1 inputs are not available or counterparty financial institutions cannot provide sufficient information in relation to fair value, the management of the Group will engage third party qualified valuers to perform the valuation or obtain the fair value as determined by the fund manager. The financial controller reports to management of the Group semi-annually to explain the cause of fluctuations in the fair value of the assets.

16. 關聯方交易 (續)

(d) 除簡明綜合財務報表其他部分所披露者外，於二零二零年六月三十日，計入本集團其它應收款項結餘的5,406,000港元乃應收關聯公司總額（於二零一九年十二月三十一日：4,380,000港元），而計入本集團其它應付款項結餘的4,264,000港元（於二零一九年十二月三十一日：6,136,000港元）乃應付關聯公司總額，該等關聯公司結餘乃因再收取經營成本所產生，為無抵押、免息及須按要求償還。計入本集團合約負債結餘的17,000港元（於二零一九年十二月三十一日：1,090,000港元），乃自其他關聯公司收取的總額。

17. 或然負債

本集團概無據管理層所知悉本集團待決或對其構成威脅的任何或然負債。

18. 公平值計量

估值程序

本集團財務總監負責釐定合適的公平值計量估值技術及輸入數據。

於估計負債的公平值時，本集團在可得情況下均採用市場可觀察數據或對手方金融機構提供的資料。倘並無第一級輸入數據或對手方金融機構未能提供有關公平值的足夠資料，本集團管理層將委聘第三方合資格估值師進行估值或獲得基金經理釐定的公平值。財務總監每半年向本集團管理層匯報，以解釋資產公平值波動的原因。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

18. FAIR VALUE MEASUREMENT

(Continued)

Valuation process (Continued)

Information about the valuation techniques and inputs used in determining the fair value of various financial instrument are disclosed below.

Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 inputs are quoted prices (unadjusted) in active market for identical liabilities that the Group can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within level 1, that are observable for the liabilities, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the liabilities.

18. 公平值計量 (續)

估值程序 (續)

有關釐定金融工具公平值時所採用的估值技術及輸入數據的資料於下文披露。

以經常性基準按公平值計量的本集團金融負債的公平值

於各報告期末，部分本集團金融負債乃按公平值計量。下表提供如何釐定該等金融負債之公平值的資料（特別是所使用的估值技術及輸入數據），以及基於公平值計量輸入數據的可觀察程度而劃分的公平值計量層級（第一級至第三級）。

- 第一級輸入數據為本集團可於計量日期評估的同類負債於活躍市場的報價（未調整）；
- 第二級輸入數據為不包括第一級報價的負債的可直接或間接觀察的輸入數據；及
- 第三級輸入數據為負債的不可觀察輸入數據。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

18. FAIR VALUE MEASUREMENT

(Continued)

Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis
(Continued)

	Fair value as at 公平值於		Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值技術及主要輸入數據
	30.6.2020 二零二零年 六月三十日 (unaudited) (未經審核) HK\$' 000 千港元	31.12.2019 二零一九年 十二月三十一日 (audited) (經審核) HK\$' 000 千港元		
Derivative financial liability 衍生金融負債	1,403	1,403	Level 3 第三級	Fair value is derived by valuation model, Monte Carlo Simulation Model. The key unobservable inputs used by the Group mainly included expected volatility of comparable companies, Weighted Average Cost of Capital and discount for lack of marketability. 公平值乃按估值模型蒙特卡羅模擬模型得出。本集團所用的主要不可觀察輸入數據主要包括可資比較公司的預期波幅、加權平均資本成本及缺少適銷性的折讓

In the opinion of the management of the Group, the fluctuations in the key unobservable inputs in determining the fair value of the derivative financial liability are not significant to the Group, accordingly, no sensitivity analysis is presented.

There is no transfers among Level 1, Level 2 and Level 3 during both periods.

18. 公平值計量 (續)

以經常性基準按公平值計量的本集團金融負債的公平值 (續)

本集團管理層認為，用於釐訂衍生金融負債的公平值的主要不可觀察輸入數據的波動對本集團而言乃非屬重大，因此並無呈列敏感性分析。

於兩個期間內，第一級、第二級及第三級間概無任何轉移。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

18. FAIR VALUE MEASUREMENT

(Continued)

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

18. 公平值計量 (續)

並非以經常性基準按公平值計量的本集團金融資產及金融負債的公平值

本集團管理層使用貼現現金流量分析估計按攤銷成本計量的金融資產及金融負債的公平值。

本集團管理層認為簡明綜合財務報表中按攤銷成本入賬的金融資產及金融負債的賬面值與其公平值相若。

