



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

(於香港註冊成立之有限公司) (股份代號：420)

## 截至2024年12月31日止年度 末期業績公告

福田實業(集團)有限公司(「公司」、「集團」)董事會欣然公布，本集團截至2024年12月31日止年度(「2024年」)之經審核合併年度業績，連同截止2023年12月31日止年度(「2023年」)之比較數字。

### 2024年集團財務摘要 (相對2023年)

2024年對於本集團來說，利潤顯著好轉，這歸因於幾個關鍵因素。首先，我們產供銷研緊密協作，聚集客戶需求，憑藉多年積累的技術研發能力和快速反應能力成功獲取一些戰略性客戶的增量訂單，全年訂單量增加；其次，在生產企業深入推進精细化管理，優化生產工藝流程，推進設備技術改造和節能降耗，全年單位生產成本明顯下降；第三，根據內外部形勢變化，主動關閉江陰福匯紡織有限公司(「江陰福匯」)染整產能，以成功降低固定成本。

- 除所得稅支出前盈利上升**224.94百萬元至77.06百萬元**，扣除2023年土地徵收的一次性出售收益259.01百萬元(「一次性出售收益」) 2023年實際除所得稅支出前虧損為147.88百萬元。
- 銷售成本減少**5.37%至3,897.15百萬元**。乃由於我們對成本和資本的動態管理的一致和堅定的關注。
- 毛利率由**7.30%上升4.70個百分點至12.00%**，乃由於營運效率提高。
- 營業額維持穩定於**4,426.56百萬元**。
- 分銷及銷售費用、行政費用及融資成本由**13.00%下跌至11.60%**，乃由於嚴格管控和測量成本。
- 於2024年12月31日的銀行結餘及現金和短期銀行存款總額為1,295.48百萬元(2023年：1,379.00百萬元)；於2024年12月31日的銀行結餘及現金和短期銀行存款淨額為1,246.68百萬元(2023年：1,179.44百萬元)；每股淨現金(包括短期銀行存款)為1.02港元(2023年：0.96港元)。
- 每股基本及攤薄盈利為**1.20港仙**，而每股基本及攤薄虧損則為16.99港仙(未計一次性出售收益)或4.20港仙(包括一次性出售收益)。
- 擬付現金每股末期股息為**1.16港仙**，派息比率為100.00%(2023年：每股為3.00港仙，派息比率為71.43%)。
- 55週年擬派發每股特別股息為4.34港仙**，恭賀集團自1969年成立55週年及向本公司股東致以最誠摯謝意(2023年：無)。

預期擬付每股末期股息及55週年特別股息共為5.50港仙，將於2025年6月30日(星期一)或前後發放予於2025年6月19日(星期四)名列本公司股東名冊的股東。

福田實業(集團)有限公司董事會(分別為「本公司」及「董事」)謹此宣佈截至2024年12月31日止年度本公司及其附屬公司(統稱為「本集團」或「福田集團」)之經審核綜合業績如下：

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

FOR THE YEAR ENDED 31 DECEMBER 2024 截至2024年12月31日止年度

		Notes 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Revenue</b>	<b>營業額</b>	<b>3</b>	<b>4,426,558</b>	4,440,235
Cost of sales	銷售成本		<b>(3,897,147)</b>	(4,118,246)
<b>Gross profit</b>	<b>毛利</b>		<b>529,411</b>	321,989
Other revenue	其他收入	6a	<b>73,567</b>	87,582
Other gains and losses	其他收益及虧損	6b	<b>(13,713)</b>	277,529
Distribution and selling expenses	分銷及銷售費用		<b>(92,602)</b>	(74,477)
Administrative expenses	行政費用		<b>(407,576)</b>	(476,389)
Finance costs	融資成本	4	<b>(13,126)</b>	(26,258)
Share of profit of an associate	應佔一間聯營公司之盈利		<b>1,099</b>	1,152
<b>Profit before income tax expense</b>	<b>除所得稅支出前盈利</b>		<b>77,060</b>	111,128
Income tax expense	所得稅支出	5	<b>(42,483)</b>	(43,284)
<b>Profit for the year</b>	<b>是年度盈利</b>	<b>6c</b>	<b>34,577</b>	67,844
Profit for the year attributable to:	應佔是年度盈利：			
Owners of the Company	本公司擁有人		<b>14,262</b>	50,903
Non-controlling interests	非控股權益		<b>20,315</b>	16,941
			<b>34,577</b>	67,844
			<b>HK cents 港仙</b>	<b>HK cents 港仙</b>
<b>Earnings per share</b>	<b>每股盈利</b>			
– Basic	– 基本	8	<b>1.2</b>	4.2
– Diluted	– 攤薄	8	<b>1.2</b>	4.2

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表**  
 FOR THE YEAR ENDED 31 DECEMBER 2024 截至2024年12月31日止年度

		Note 附註	2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Profit for the year</b>	是年度盈利	6c	<b>34,577</b>	67,844
<b>Other comprehensive expense, net of tax</b>	其他全面開支 (經扣除稅項)			
<b>Item that may be reclassified subsequently to profit or loss:</b>	其後可能重新分類至損益之項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		<b>(10,719)</b>	(4,130)
<b>Other comprehensive expense for the year</b>	是年度其他全面開支		<b>(10,719)</b>	(4,130)
<b>Total comprehensive income for the year</b>	是年度全面收益總值		<b>23,858</b>	63,714
<b>Total comprehensive income for the year attributable to:</b>	應佔是年度全面收益總值：			
Owners of the Company	本公司擁有人		<b>5,994</b>	47,279
Non-controlling interests	非控股權益		<b>17,864</b>	16,435
			<b>23,858</b>	63,714

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

AS AT 31 DECEMBER 2024 於2024年12月31日

		At 31 December 於12月31日 2024		At 31 December 於12月31日 2023
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業		56,692	62,609
Property, plant and equipment	物業、機器及設備		1,175,999	1,202,956
Right-of-use assets	使用權資產		191,575	171,364
Other intangible assets	其他無形資產		29,766	—
Deposit paid for purchase of plant and equipment	購買機器及設備的已付按金		45	28,215
Interest in an associate	於一間聯營公司之權益		26,018	24,919
Deferred tax assets	遞延稅項資產		38,227	41,969
			<b>1,518,322</b>	<b>1,532,032</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	9	784,735	783,908
Trade and bills receivables	營業及票據應收款項	10	802,069	808,091
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		210,366	370,052
Tax recoverable	可收回稅項		1,925	25,862
Restricted bank deposits	受限制銀行存款		1,726	1,897
Short-term bank deposits	短期銀行存款		380,973	373,870
Bank balances and cash	銀行結餘及現金		914,502	1,005,127
			<b>3,096,296</b>	<b>3,368,807</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	營業及票據應付款項	11	562,544	651,571
Other payables and accruals	其他應付款項及應計費用		268,491	289,962
Contract liabilities	合約負債		17,150	19,712
Lease liabilities – current portion	租賃負債—流動部分		22,350	26,239
Amounts due to non-controlling shareholders	欠非控股股東款項		23,040	37,027
Amount due to an associate	欠一間聯營公司款項		6,397	5,984
Deferred income – current portion	遞延收入—流動部分		5,470	4,699
Tax payable	應付稅項		18,752	21,626
Bank borrowings – due within one year	銀行借貸—一年內到期		48,795	108,471
			<b>972,989</b>	<b>1,165,291</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,123,307</b>	<b>2,203,516</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>3,641,629</b>	<b>3,735,548</b>

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

AS AT 31 DECEMBER 2024 於2024年12月31日

		At 31 December 於12月31日 2024	At 31 December 於12月31日 2023
		Note 附註 HK\$'000 千港元	HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Deferred income – non-current portion	遞延收入—非流動部分	67,556	67,732
Bank borrowings – due after one year	銀行借貸—一年後到期	–	91,086
Lease liabilities – non-current portion	租賃負債—非流動部分	111,522	99,234
Deferred tax liabilities	遞延稅項負債	6,778	8,830
		185,856	266,882
<b>Net assets</b>	<b>資產淨值</b>	<b>3,455,773</b>	3,468,666
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	12 889,810	889,810
Reserves	儲備	2,347,779	2,378,536
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,237,589	3,268,346
Non-controlling interests	非控股權益	218,184	200,320
<b>Total equity</b>	<b>權益總值</b>	<b>3,455,773</b>	3,468,666

# NOTES 附註

## 1. GENERAL INFORMATION

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

The financial information relating to the years ended 31 December 2024 and 31 December 2023 included in this final results announcement does not constitute the Company's statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance") is as follows:

The Company has delivered the financial statements of the Group for the year ended 31 December 2023 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance and will deliver the financial statements of the Group for the year ended 31 December 2024 in due course.

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

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

### (a) Adoption of amendments to HKFRSs

In the current year, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for the Group's financial year beginning 1 January 2024:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

## 1. 一般資料

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

本末期業績公告所載有關截至2024年12月31日及2023年12月31日止年度之財務資料，並不構成本公司於該等年度之法定年度綜合財務報表，但摘錄自該等財務報表。有關根據香港法例第622章公司條例（「公司條例」）第436條須予披露之該等法定財務報表之進一步資料如下：

本公司已根據公司條例第662(3)條及附表6第3部規定向公司註冊處處長呈交本集團截至2023年12月31日止年度之財務報表，並將會在適當時間遞交本集團截至2024年12月31日止年度之財務報表。

本公司獨立核數師已就本集團該兩個年度之財務報表作出報告。獨立核數師報告並無保留意見；並無載有獨立核數師在不對其報告出具保留意見之情況下，以強調的方式提請使用者注意的任何事項；及並無載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

### (a) 採納香港財務報告準則之修訂本

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈並於本集團自2024年1月1日開始之財政年度生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號之修訂本	售後租回之租賃負債
香港會計準則第1號之修訂本	流動或非流動負債分類及香港詮釋第5號（2020年），財務報表的呈報— 借款人對載有按要求償還條款的定期貸款的分類之相關修訂
香港會計準則第1號之修訂本	附帶契諾之非流動負債
香港會計準則第7號及香港財務報告準則第7號之修訂本	供應商融資安排

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### (a) Adoption of amendments to HKFRSs (continued)

Except as described below, the application of the amendments to HKFRSs in the current year has had no material effect on the Group's financial performance and position for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

#### ***Impact on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”); and Amendments to HKAS 1 – Non-current Liabilities with Covenants (the “2022 Amendments”)***

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

Upon adoption of the amendments, the Group has reassessed the terms and conditions of its loan arrangements. The application of the amendments has no material impact on the classification of the Group's liabilities.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

### (a) 採納香港財務報告準則之修訂本（續）

除下文所述外，於本年度應用香港財務報告準則之修訂本並無對本集團於當前及過往期間的財務表現及狀況及／或該等綜合財務報表所載的披露資料造成重大影響。

#### ***應用香港會計準則第1號之修訂本流動或非流動負債分類及香港詮釋第5號（2020年）之相關修訂（「2020年修訂本」）；及香港會計準則第1號之修訂本－附帶契諾之非流動負債（「2022年修訂本」）的影響***

2020年修訂本闡明有關負債分類為流動或非流動的規定，包括推遲清償權利的定義及推遲的權利須於報告期結束時存續。負債的分類不受實體將行使其推遲清償權利的可能性影響。該修訂本亦闡明負債可透過其自身權益工具來清償，並且只有當可轉換負債的轉換選擇權本身被作為權益工具處理時，負債的條款方不會影響其分類。2022年修訂本進一步澄清，在貸款安排產生的負債契諾中，只有實體於報告日期或之前必須遵守的契諾才會影響該負債分類為流動或非流動。對於報告期後12個月內視乎該實體遵守未來契諾情況而定的非流動負債，須作出額外披露。

採納該修訂本後，本集團已重新評估其貸款安排的條款及條件。應用該修訂本對本集團的負債分類並無重大影響。



## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### (b) New and amendments to HKFRSs that have been issued but are not yet effective

The following new and amendments to HKFRSs have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

HKFRS 18	Presentation and Disclosure in Financial Statements <sup>3</sup>
HKFRS 19	Subsidiaries without Public Accountability: Disclosures <sup>3</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>1</sup>
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>2</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027.

<sup>4</sup> Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that, except as described below, the application of the new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

下列新訂香港財務報告準則及其修訂本已經頒佈，惟尚未生效，且未經本集團提早採納。本集團目前擬於該等變動生效日期應用該等變動。

香港財務報告準則第18號	呈列和披露財務報表 <sup>3</sup>
香港財務報告準則第19號	無公共責任的附屬公司：披露 <sup>3</sup>
香港會計準則第21號之修訂本	缺乏可兌換性 <sup>1</sup>
香港財務報告準則第9號及香港財務報告準則第7號之修訂本	金融工具分類及計量之修訂 <sup>2</sup>
香港財務報告準則會計準則之修訂本	香港財務報告準則會計準則年度改進—第11冊 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>4</sup>

<sup>1</sup> 於2025年1月1日或之後開始之年度期間生效。

<sup>2</sup> 於2026年1月1日或之後開始之年度期間生效。

<sup>3</sup> 於2027年1月1日或之後開始之年度期間生效。

<sup>4</sup> 於有待釐定的日期或之後開始之年度期間生效。

除下文所述外，本公司董事預計應用新訂及經修訂香港財務報告準則將不會對本集團的業績及財務狀況造成重大影響。



## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### (b) New and amendments to HKFRSs that have been issued but are not yet effective (continued)

#### ***HKFRS 18 – Presentation and Disclosure Financial Statements***

HKFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to HKAS 7 “Statement of Cash Flows” and HKAS 33 “Earnings per Share” are also made.

HKFRS 18, and the consequential amendments to other HKFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted.

The application of the HKFRS 18 is not expected to have material impact on the financial position of the Group. The directors of the Company are in the process of making an assessment of the impact of HKFRS 18, but is not yet in a position to state whether the adoption would have a material impact on the presentation and disclosures of consolidated financial statements of the Group.

#### ***Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments***

The amendments include requirements on classification of financial assets with environmental, social or governance (ESG) targets and similar features; settlement of financial liabilities through electronic payment systems; and disclosures regarding investments in equity instruments designed at fair value through other comprehensive income and financial instruments with contingent feature.

The amendments are effective for annual periods beginning on or after 1 January 2026. Early adoption is permitted, with an option to early adopt the amendments for contingent feature only. The directors are currently assessing the impact of these amendments.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

#### ***香港財務報告準則第18號—呈列和披露財務報表***

香港財務報告準則第18號載列財務報表的呈列及披露規定，並將取代香港會計準則第1號財務報表之呈列。香港財務報告準則第18號引入於損益表中呈列指定類別及定義小計之新規定；於財務報表附註提供有關管理層界定之表現計量之披露，並改進財務報表中將予披露之合併及細分資料，亦對香港會計準則第7號「現金流量表」及香港會計準則第33號「每股盈利」作出細微修訂。

香港財務報告準則第18號及其他香港財務報告準則會計準則之後續修訂本將於2027年1月1日或之後開始之年度期間生效，並允許提前應用。

預期應用香港財務報告準則第18號將不會對本集團的財務狀況造成重大影響。本公司董事正在評估香港財務報告準則第18號的影響，惟尚未能表明採納該準則是否會對本集團綜合財務報表的呈列及披露產生重大影響。

#### ***香港財務報告準則第9號及香港財務報告準則第7號之修訂本金融工具分類及計量之修訂***

該修訂本包括具有環境、社會及管治目標及類似特徵的金融資產的分類；透過電子支付系統結算金融負債；及有關指定按公平價值計入其他全面收益的權益工具投資及具有或然特徵的金融工具的披露。

該修訂本於2026年1月1日或之後開始的年度期間生效，並允許提前應用，且可選擇僅提前採納針對或然特徵的修訂。董事目前正在評估該修訂本的影響。

### 3. REVENUE AND SEGMENT INFORMATION

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

The following is an analysis of the Group's revenue and profit from the production and sales of dyed fabrics, yarns and garments and results by reportable segments for the year.

2024	2024年	Hong Kong 香港 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Taiwan 台灣 HK\$'000 千港元	Korea 韓國 HK\$'000 千港元	Sri Lanka 斯里蘭卡 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	Segment total 分類總值 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	營業額											
External sales	對外銷售	676,679	1,626,542	154,331	215,136	885,001	127,391	36,470	705,008	4,426,558	-	4,426,558
Inter-segment sales (note)	分類間銷售(附註)	1,801,403	657,309	-	-	221,676	-	-	18,360	2,698,748	(2,698,748)	-
Total segment revenue	分類營業額總值	2,478,082	2,283,851	154,331	215,136	1,106,677	127,391	36,470	723,368	7,125,306	(2,698,748)	4,426,558
Results	業績											
Segment profit	分類盈利	56,355	126,377	12,928	18,011	70,975	1,194	3,014	58,615			347,469
Interest income	利息收入											27,931
Unallocated income	未分配收入											11,762
Depreciation, amortisation and impairment loss	折舊、攤銷及減值損失											(175,244)
Other unallocated expenses	其他未分配支出											(122,831)
Finance costs	融資成本											(13,126)
Share of profit of an associate	應佔一間聯營公司之盈利											1,099
Profit before income tax expense	除所得稅支出前盈利											77,060

### 3. 營業額及分類資料

執行董事(即主要營運決策者)根據客戶所在地區不同的地域位置定期審閱經營業績及財務資料,包括香港(本公司所屬地)、中國、台灣、韓國、斯里蘭卡、美洲、歐洲及其他地區(即指其他地域位置,主要為孟加拉國、越南、新加坡及澳門)。所有該等地域位置為營運分類,而「其他地區」則為綜合之營運分類。

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

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

The following is an analysis of the Group's revenue and profit from the production and sales of dyed fabrics, yarns and garments and results by reportable segments for the year. (continued)

2023	2023年	Hong Kong 香港 HK\$'000 千港元	The PRC 中國 HK\$'000 千港元	Taiwan 台灣 HK\$'000 千港元	Korea 韓國 HK\$'000 千港元	Sri Lanka 斯里蘭卡 HK\$'000 千港元	America 美洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Others 其他地區 HK\$'000 千港元	Segment total 分類總值 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue	營業額											
External sales	對外銷售	664,027	1,776,404	158,784	205,839	739,165	223,007	66,827	606,182	4,440,235	-	4,440,235
Inter-segment sales (note)	分類間銷售(附註)	1,925,160	732,943	-	-	174,051	-	-	85,914	2,918,068	(2,918,068)	-
Total segment revenue	分類營業額總值	2,589,187	2,509,347	158,784	205,839	913,216	223,007	66,827	692,096	7,358,303	(2,918,068)	4,440,235
Results	業績											
Segment profit	分類盈利	22,912	80,689	5,394	7,138	56,619	11,231	2,307	26,602			212,892
Interest income	利息收入											30,442
Unallocated income	未分配收入											267,906
Depreciation, amortisation and impairment loss	折舊、攤銷及減值損失											(180,160)
Other unallocated expenses	其他未分配支出											(194,846)
Finance costs	融資成本											(26,258)
Share of profit of an associate	應佔一間聯營公司之盈利											1,152
Profit before income tax expense	除所得稅支出前盈利											111,128

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

The Group's assets, liabilities and capital expenditure are predominately attributable to geographical regions. Therefore, no analysis by geographical regions is presented.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of central administration costs and other expenses (including non-production related employee benefits expenses, directors' emoluments, bank charges, etc.), depreciation and amortisation of investment properties, property, plant and equipment and other intangible assets, interest income, impairment loss and gain/loss on disposal/written-off of property, plant and equipment and investment properties, finance costs, share of profit of an associate, etc. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment. No analysis on segment assets and liabilities is disclosed as it is not presented to the chief operating decision makers.

### 3. 營業額及分類資料 (續)

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

附註：分類間銷售之價格乃參照當時之市場價格而釐定。

本集團之資產、負債及資本開支乃主要來自於地理區域。因此，概無呈列地理區域分析。

可申報分類之會計政策與本集團會計政策相同。分類盈利指各分類所賺取的盈利，當中並無計入中央行政成本及其他費用（包括與非生產有關之僱員福利開支、董事酬金、銀行費用等）、投資物業、物業、機器及設備及其他無形資產之折舊及攤銷、利息收入、物業、機器及設備及投資物業之減值損失及出售／撇銷收益／虧損、融資成本、應佔一間聯營公司之盈利等。此乃為資源分配及績效評估而向主要營運決策者匯報之基準。對分類資產及負債並沒有作出分析披露，因該資料沒有向主要營運決策者呈列。

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

#### Disaggregation of revenue

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

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Revenue from contracts with customers within the scope of HKFRS 15:</b>	<b>香港財務報告準則第15號範圍內的客戶合同收入：</b>		
Production and sales of dyed fabrics and yarns	製造及銷售色布及紗	3,793,728	3,639,699
Production and sales of garments	製造及銷售成衣	632,830	800,536
		<b>4,426,558</b>	<b>4,440,235</b>
<b>Timing of revenue recognition:</b>	<b>確認收入的時間：</b>		
At a point in time	在某時間點	<b>4,426,558</b>	<b>4,440,235</b>

The following table provides information about trade and bills receivables and contract liabilities from contracts with customers.

下表提供有關營業及票據應收款項以及來自客戶合同的合約負債資料。

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Trade and bills receivables (note 10)	營業及票據應收款項 (附註10)	802,069	808,091
Contract liabilities	合約負債	17,150	19,712

#### Information about major customers

No revenue from individual customer contributed over 10% of the total revenue of the Group for the years ended 31 December 2024 and 31 December 2023.

#### 有關主要客戶之資料

截至2024年12月31日及2023年12月31日止年度，來自個別客戶之收入佔本集團營業額總值均無超過10%。

#### Transaction price allocated to the remaining performance obligations for contracts with the customers

Sales of goods were made in a short period of time and the performance obligation was mostly satisfied in one year or less at the end of each year, thus the Group applied the expedient of not to disclose the transaction price allocated to unsatisfied performance obligation.

#### 分配至客戶合同剩餘履約責任的交易價格

商品銷售於短時間內完成，其履約責任大致在一年或以內（於各年年底）被履行，因此，本集團採用不披露分配至未被履行履約責任的交易價格的權宜方法。

#### 4. FINANCE COSTS

#### 4. 融資成本

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Finance costs on:	融資成本：		
Bank borrowings	銀行借貸	6,991	19,258
Lease liabilities	租賃負債	6,135	7,000
		<b>13,126</b>	26,258

#### 5. INCOME TAX EXPENSE

#### 5. 所得稅支出

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Current tax:	是年度稅項：		
Hong Kong	香港	1,758	562
The PRC	中國	18,719	15,046
Other jurisdictions	其他司法地區	19,412	19,418
		<b>39,889</b>	35,026
Under provision in prior years:	過往年度撥備不足：		
Hong Kong	香港	183	(12)
The PRC	中國	(1,016)	(22)
Other jurisdictions	其他司法地區	1,795	1,461
		<b>962</b>	1,427
		<b>40,851</b>	36,453
Deferred tax:	遞延稅項：		
Hong Kong	香港	(2,506)	230
The PRC	中國	5,691	11,777
Other jurisdictions	其他司法地區	(1,553)	(5,176)
		<b>1,632</b>	6,831
		<b>42,483</b>	43,284

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

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

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

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個年度之稅率均為25%。

## 5. INCOME TAX EXPENSE (continued)

Pursuant to the relevant laws and regulations in Sri Lanka, the tax rate of Sri Lanka subsidiary is 30% for both years.

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

## 6. OTHER REVENUE, OTHER GAINS AND LOSSES AND PROFIT FOR THE YEAR

(a) An analysis of the Group's other revenue is as follows:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Amortisation of deferred income (note i)	遞延收入之攤銷 (附註i)	5,325	5,206
Compensation income	補償收入	13,308	23,059
Government grants (note iii)	政府補貼 (附註iii)	1,960	4,076
Interest income	利息收入	27,931	30,442
Net rental income from investment properties	投資物業之租金收入淨值	11,042	13,702
Others	其他	14,001	11,097
		<b>73,567</b>	87,582

(b) An analysis of the Group's other gains and losses is as follows:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Net exchange losses	匯兌虧損淨值	(1,678)	(1,543)
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	2,577	9,600
Loss on written-off of investment properties	撇銷投資物業之虧損	-	(3,552)
Gain on compensation of land resumption (note iv)	土地徵收之補償收益 (附註iv)	-	259,011
Impairment of property, plant and equipment	物業、機器及設備之減值	(15,430)	-
Impairment loss (recognised)/reversed on trade and bills receivables, net	營業及票據應收款項之減值損失 (確認) / 撥回淨值	(6,115)	13,275
Gain on lease modification	租約修改之收益	10,431	777
Others	其他	(3,498)	(39)
		<b>(13,713)</b>	277,529

## 5. 所得稅支出 (續)

根據斯里蘭卡有關之法律及法規，斯里蘭卡附屬公司於兩個年度之稅率均為30%。

其他司法地區之稅項是以有關司法地區當時之稅率計算。

## 6. 其他收入、其他收益及虧損以及是年度盈利

(a) 本集團其他收入之分析如下：

	2024 HK\$'000 千港元	2023 HK\$'000 千港元
Amortisation of deferred income (note i)	5,325	5,206
Compensation income	13,308	23,059
Government grants (note iii)	1,960	4,076
Interest income	27,931	30,442
Net rental income from investment properties	11,042	13,702
Others	14,001	11,097
	<b>73,567</b>	87,582

(b) 本集團其他收益及虧損之分析如下：

	2024 HK\$'000 千港元	2023 HK\$'000 千港元
Net exchange losses	(1,678)	(1,543)
Gain on disposal of property, plant and equipment	2,577	9,600
Loss on written-off of investment properties	-	(3,552)
Gain on compensation of land resumption (note iv)	-	259,011
Impairment of property, plant and equipment	(15,430)	-
Impairment loss (recognised)/reversed on trade and bills receivables, net	(6,115)	13,275
Gain on lease modification	10,431	777
Others	(3,498)	(39)
	<b>(13,713)</b>	277,529

## 6. OTHER REVENUE, OTHER GAINS AND LOSSES AND PROFIT FOR THE YEAR (continued)

(c) An analysis of the Group's profit for the year is as follows:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
Profit for the year has been arrived at after charging:	是年度盈利已扣減：		
Amortisation of other intangible assets <sup>1</sup>	其他無形資產之攤銷 <sup>1</sup>	763	3,015
Auditors' remuneration	核數師之薪酬	2,641	2,645
Cost of sales (note ii)	銷售成本 (附註ii)	3,897,147	4,118,246
Depreciation of investment properties	投資物業之折舊	5,148	5,308
Depreciation of property, plant and equipment	物業、機器及設備之折舊	153,903	171,837
Depreciation of right-of-use assets	使用權資產之折舊	28,867	28,314
Employee costs (including directors' emoluments)	僱員成本 (包括董事酬金)	681,457	691,167
Research and development costs	研發成本	41,761	56,659
Redundancy costs	冗餘成本	-	70,100

<sup>1</sup>Included in administrative expenses

<sup>1</sup>包括在行政費用內

Notes:

附註：

- (i) Amortisation of deferred income mainly represents i) grants received from the PRC local government authority as subsidies to the Group for acquiring property, plant and equipment for business development and energy saving scheme implemented by the PRC local government, and ii) rental income received in advance for the leasing of three investment properties.
- (ii) Cost of sales includes HK\$1,215,140,000 (2023: HK\$1,308,542,000) of staff costs, depreciation and impairment of property, plant and equipment, depreciation of right-of-use assets, subcontracting fee and other manufacturing overheads. Staff costs, depreciation of property, plant and equipment and depreciation of right-of-use assets are also included in the respective total amounts disclosed above for each of these types of expenses.
- (iii) For the year ended 31 December 2024, government grants mainly included grants of HK\$1,896,000 (2023: HK\$4,076,000) received from the PRC local government authority as subsidies to the Group for incentive of foreign trade and steady growth of business and there were no restrictions with the use of such government grants.

- (i) 遞延收入之攤銷主要指i)收取來自中國當地政府機構授予本集團用作購入物業、機器及設備之補貼，該等補貼乃用於業務發展及中國當地政府執行的節能計劃及ii)租賃三個投資物業而預收的租金收入。
- (ii) 銷售成本包括1,215,140,000港元（2023年：1,308,542,000港元）之員工成本、物業、機器及設備折舊及減值、使用權資產折舊、加工費用及其他製造費用。員工成本、物業、機器及設備折舊以及使用權資產折舊亦已包括在上文所披露各類開支之相關總額內。
- (iii) 截至2024年12月31日止年度，政府補貼主要包括收取來自中國當地政府機構授出作為本集團鼓勵外貿及業務穩定增長之補貼1,896,000港元（2023年：4,076,000港元），而該等政府補貼的使用並無限制。



## 6. OTHER REVENUE, OTHER GAINS AND LOSSES AND PROFIT FOR THE YEAR (continued)

Notes: (continued)

- (iv) On 19 November 2023, the local government of Jiangyin City People's Government Chengdong Subdistrict Office (the "Local Government") and Jiangyin Fuhui, an indirect wholly-owned subsidiary of the Company, entered into a land resumption agreement in respect of the land use rights owned by Jiangyin Fuhui (the "Government Acquired Land") together with all buildings, structures (the "Land Buildings") and attachments threat located in Jiangyin City, the PRC (the "Land Resumption Agreement"). Pursuant to the Land Resumption Agreement, Jiangyin Fuhui shall surrender the land use rights to the Local Government for an aggregate compensation of approximately RMB259 million (equivalent to HK\$284 million). Jiangyin Fuhui returned the Government Acquired Land together with the Land Buildings to the Local Government on 25 December 2023 and thus, the corresponding right-of-use assets and property, plant and equipment amounting to approximately HK\$6,466,000 and HK\$17,973,000 respectively, were disposed during the year ended 31 December 2023.

During the year ended 31 December 2024, Jiangyin Fuhui has engaged an independent third party qualified investigator and issued the soil pollution investigation report with respect the land pursuant to the relevant PRC laws and regulations, after demolition of housing structure with satisfactory result.

## 7. DIVIDENDS

Dividend attributable to the previous financial year, approved and recognised as distribution during the year:	上一財政年度應佔之股息， 本年度已批准及確認為分派：
2023 final dividend of HK3.00 cents (2022 final dividend of nil) per share	2023年末期股息每股為3.00港仙 (2022年末期股息：無)

The final dividend of HK1.16 cents in respect of the year ended 31 December 2024 (2023: HK3.00 cents) per share, amounting to approximately HK\$14,262,000 (2023: HK\$36,751,000), and the special dividend of HK4.34 cents in respect of the year ended 31 December 2024 per share, amounting to approximately HK\$53,114,000 (2023: nil), have been recommended by the Board and will be subject to the approval of the shareholders at the forthcoming annual general meeting of the Company.

Final dividend in respect of the year ended 31 December 2017 of HK10.40 cents per share, payable on 31 May 2018 and remaining unclaimed on 20 July 2024, were forfeited and reverted to the Company. Details are refer to announcement on 21 June 2024.

## 6. 其他收入、其他收益及虧損以及是年度盈利 (續)

附註：(續)

- (iv) 於2023年11月19日，江陰市人民政府城東街道辦事處（「當地政府」）與江陰福匯（本公司的間接全資附屬公司）就江陰福匯擁有的位於中國江陰市的土地使用權（「政府徵收的土地」）連同其中的所有建築物、構築物（統稱「土地建築物」）及附屬物簽訂土地徵收協議（「土地徵收協議」）。根據土地徵收協議，江陰福匯須將土地使用權移交給當地政府，補償金總額約為人民幣259,000,000元（相當於284,000,000港元）。江陰福匯於2023年12月25日將政府徵收的土地連同土地建築物歸還當地政府，因此於截至2023年12月31日止年度已出售相應的使用權資產及物業、機器及設備，金額分別約為6,466,000港元及17,973,000港元。

截至2024年12月31日止年度，於房屋建築拆除並取得令人滿意的結果後，江陰福匯已根據相關中國法律法規就土地委聘獨立第三方合資格調查機構出具土壤污染調查報告。

## 7. 股息

2024  
HK\$'000 千港元

2023  
HK\$'000 千港元

**36,751**                      **—**

董事會建議派付截至2024年12月31日止年度之末期股息每股1.16港仙（2023年：3.00港仙），合共約14,262,000港元（2023年：36,751,000港元）以及截至2024年12月31日止年度之特別股息每股4.34港仙，合共約53,114,000港元（2023年：無），惟須待股東於本公司應屆股東週年大會上批准後，方可作實。

截至2017年12月31日止年度之末期股息每股10.40港仙，須於2018年5月31日派付及於2024年7月20日之餘下未被領取之股息將予以沒收並撥歸本公司所有。詳情請參閱日期為2024年6月21日之公告。

## 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:

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Earnings for the year attributable to owners of the Company for the purpose of computation of basic and diluted earnings per share	就計算每股基本及攤薄盈利所用之本公司擁有人應佔是年度盈利	14,262	50,903
		2024	2023
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of computation of basic and diluted earnings per share	就計算每股基本及攤薄盈利所用之普通股加權平均數目	1,225,026,960	1,225,026,960

### (a) Basic earnings per share

The computation of basic earnings per share for the year ended 31 December 2024 is based on the earnings attributable to owners of the Company of HK\$14,262,000 (2023: HK\$50,903,000) and the weighted average of 1,225,026,960 ordinary shares (2023: 1,225,026,960 ordinary shares) during the year.

### (b) Diluted earnings per share

The Company had no potentially dilutive ordinary shares outstanding for the years ended 31 December 2024 and 31 December 2023.

## 8. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

		2024 HK\$'000 千港元	2023 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Earnings for the year attributable to owners of the Company for the purpose of computation of basic and diluted earnings per share	就計算每股基本及攤薄盈利所用之本公司擁有人應佔是年度盈利	14,262	50,903
		2024	2023
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of computation of basic and diluted earnings per share	就計算每股基本及攤薄盈利所用之普通股加權平均數目	1,225,026,960	1,225,026,960

### (a) 每股基本盈利

截至2024年12月31日止年度之每股基本盈利乃按年內本公司擁有人應佔盈利14,262,000港元（2023年：50,903,000港元）及1,225,026,960股普通股（2023年：1,225,026,960股普通股）的加權平均數目計算。

### (b) 每股攤薄盈利

截至2024年12月31日及2023年12月31日止年度，本公司並無已發行之具潛在攤薄影響之普通股。

## 9. INVENTORIES

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Spare parts	備件	24,879	29,129
Raw materials	原料	217,545	228,013
Work-in-progress	半製品	307,211	266,623
Finished goods	製成品	235,100	260,143
		784,735	783,908

## 9. 存貨

## 10. TRADE AND BILLS RECEIVABLES

## 10. 營業及票據應收款項

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Trade receivables	營業應收款項	744,337	720,569
Bills receivables	票據應收款項	97,923	122,661
Less: allowance for expected credit loss ("ECL")	減：預期信貸虧損（「預期信貸虧損」）撥備	(40,191)	(35,139)
		<b>802,069</b>	<b>808,091</b>

The Group normally allows a credit period ranging from 30 days to 60 days to its trade customers.

本集團通常提供介乎30天至60天信貸期予其營業客戶。

The Group's bills receivables were all aged within two months and were neither past due nor impaired. The expected credit losses for bills receivables are assessed to be minimal.

本集團之票據應收款項賬齡均於兩個月內及並無逾期或減值。票據應收款項的預期信貸虧損經評估屬微乎其微。

The following is an ageing analysis of trade and bills receivables based on the invoice dates, which approximates the respective revenue recognition dates, as at the end of the reporting period:

營業及票據應收款項按發票日期（與有關收入確認日期相若）於報告期終的賬齡分析如下：

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Within 1 month	1個月內	338,956	384,120
1 to 2 months	1至2個月	254,840	267,879
2 to 3 months	2至3個月	103,191	98,811
Over 3 months	3個月以上	145,273	92,420
		<b>842,260</b>	<b>843,230</b>
Less: allowance for ECL	減：預期信貸虧損撥備	(40,191)	(35,139)
		<b>802,069</b>	<b>808,091</b>

## 11. TRADE AND BILLS PAYABLES

## 11. 營業及票據應付款項

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Trade payables	營業應付款項	494,187	533,243
Bills payables	票據應付款項	68,357	118,328
		<b>562,544</b>	<b>651,571</b>

## 11. TRADE AND BILLS PAYABLES (continued)

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

		At 31 December 於12月31日 2024 HK\$'000 千港元	At 31 December 於12月31日 2023 HK\$'000 千港元
Within 1 month	1個月內	346,916	430,215
1 to 2 months	1至2個月	122,921	135,777
2 to 3 months	2至3個月	40,917	30,212
Over 3 months	3個月以上	51,790	55,367
		<b>562,544</b>	651,571

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

As at 31 December 2023, bills payables of HK\$1,103,000 (2024: nil) were secured by the Group's restricted bank deposits of HK\$221,000 (2024: nil).

The credit period on purchase of goods ranges from 30 days to 120 days.

## 11. 營業及票據應付款項 (續)

營業及票據應付款項按發票日期於報告期終的賬齡分析如下：

於報告期終，本集團之所有票據應付款項均未到期。

於2023年12月31日，票據應付款項1,103,000港元(2024年：無)乃由本集團之受限制銀行存款221,000港元(2024年：無)作為抵押。

購貨的信貸期介乎30天至120天。

## 12. SHARE CAPITAL

## 12. 股本

		At 31 December 於12月31日 2024		At 31 December 於12月31日 2023	
		No. of shares 股份數目	HK\$'000 千港元	No. of shares 股份數目	HK\$'000 千港元
Ordinary shares, issued and fully paid	普通股，已發行及繳足				
At beginning and at end of the year	於年初及於年終	1,225,026,960	889,810	1,225,026,960	889,810

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

根據香港公司條例(第622章)第135條，本公司的普通股並無票面價值。

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group's core operations encompass the production and sale of circular knitted dyed fabrics and yarns, alongside the production and sale of garments. The textile and apparel industry, within which the Group operates, has recently been navigating increasingly complex and challenging internal and external conditions. Global economic growth has been sluggish, geopolitical risks have escalated, and this has impacted industry efficiency and supply chain integration, resulting in an overall contraction in external demand. The restructuring of textile and apparel supply chains for export markets has accelerated, favoring a shift towards regional distribution. Combined with the global economic recovery being slower than anticipated and ongoing supply chain restructuring, downstream customers have continued destocking, albeit at a relatively lower rate compared to the same period last year. Domestically, consumption demand remained weak, particularly in the third and fourth quarters of 2024, as recovery in consumer purchasing power in the textile and apparel market continued to lag.

For the financial year 2024, our group's profitability has significantly improved, attributed to several key factors. First, through close collaboration between production, supply, sales, and research, we have focused on customer needs. With our accumulated technical research and development capabilities and fast responsiveness, we successfully secured additional orders from some strategic clients, leading to an increase in the total order volume for the year. Second, we have deeply implemented refined management in production enterprises, optimized production processes, and promoted equipment technological upgrades and energy-saving measures, resulting in a noticeable decrease in unit production costs throughout the year. Third, in response to changes in internal and external situations, we proactively closed the dyeing and finishing capacity at Jiangyin Fuhui.

In 2024, the Group experienced a positive recovery in both the US and Japan markets, primarily driven by stronger performance from several key clients compared to the same period in 2023. The improved business results led these clients to actively replenish their inventories, resulting in increased orders for the Group. However, within the China domestic market, consumer behavior remained cautious due to the sluggish economy, which resulted in comparatively weaker domestic sales as opposed to the export market.

The escalating tariff policies between countries introduced instability in purchasing behaviors among brand buyers and retailers. Many buyers expressed concerns about committing to buy large quantities from suppliers, thereby favoring increased flexibility in purchasing. This shift resulted in a preference for "smaller batches, diverse product varieties, high quality, and expedited delivery". Meanwhile, consumer demand in the apparel industry has evolved, with a greater focus on personalization, functionality, and value for money. Additionally, the textile and apparel sector continued to experience a decline in factory prices, intensifying price competition.

In response to an extraordinarily severe market situation and a complex, volatile operating environment, the Group implemented decisive measures throughout 2024. These efforts were aimed at stabilizing operations and laying the groundwork for overcoming challenges and achieving recovery and growth in 2025.

## 管理層討論及分析

### 業務回顧

集團的核心業務涵蓋環繞圓筒針織染色面料和紗線的生產和銷售，以及服裝的生產和銷售。集團所處的紡織及服裝行業最近一直在應對日益複雜和具有挑戰性的內部和外部環境。全球經濟增長緩慢，地緣政治風險升級，這影響了行業效率和供應鏈整合，導致外部需求整體收縮。紡織及服裝供應鏈為出口市場進行重組的動作加快，偏向區域分銷轉變。加上全球經濟復甦速度比預期慢和持續進行的供應鏈重組，下游客戶持續進行去庫存，盡管去庫存速度相對去年同期有所降低。在國內方面，消費需求仍然疲弱，特別是在2024年第三和第四季度，因消費者購買力在紡織及服裝市場的恢復仍然滯後。

2024年財政年度對於我們的集團來說，利潤顯著好轉，這歸因於幾個關鍵因素。首先，我們產供銷研緊密協作，聚集客戶需求，憑藉多年積累的技術研發能力和快速反應能力成功獲取一些戰略性客戶的增量訂單，全年訂單量增加；其次，在生產企業深入推進精細化管理，優化生產工藝流程，推進設備技術改造和節能降耗，全年單位生產成本明顯下降；第三，根據內外部形勢變化，主動關閉江陰福匯染整產能。

在2024年，集團在美國和日本市場均出現正向回升，主要受幾家關鍵客戶表現較2023年同期更強的推動。業務改善的結果使這些客戶積極補充庫存，從而增加了對集團的訂單。然而，在中國國內市場，由於經濟增長緩慢，消費者行為仍然謹慎，導致相對於出口市場，國內銷售相對疲軟。

各國之間不斷升級的關稅政策引入了品牌買家和零售商購買行為的不穩定性。許多買家對向供應商承諾購置大量商品表示擔憂，因此更青睞增加購買靈活性。這種轉變導致對較「小批次、多樣化、高質量和快交貨」的偏好。與此同時，服裝行業的消費需求發生了變化，更加關注「個性化、功能性和高性價比」。此外，紡織及服裝行業繼續面臨出廠價格下降，加劇了價格競爭。

鑒於極端嚴峻的市場環境和複雜多變的營運環境，集團在整個2024年實施了果斷措施。這些努力旨在穩定營運並奠定克服挑戰、實現2025年復甦和增長的基礎。

## I. Adapting to Market Changes and Expanding Customer Base

The Group took proactive steps to adapt to market changes by closely monitoring market and customer dynamics. This involved targeted research and development of new products, resulting in positive outcomes and customer acclaim. The new product lines, developed by the Group, demonstrated strong competitiveness and received positive feedback from both internationally and domestically renowned sports and leisure brands. Throughout 2024, the Group focused not only on maintaining the stability of orders with existing customers but also actively pursued market expansion and customer acquisition. Through various channels, the Group successfully secured partnerships with over twelve prestigious domestic and international brand customers.

## II. Adjusting Production Capacity and Advancing Strategic Plan

The Group responded proactively to changes in the global textile and apparel supply chain, characterized by accelerated restructuring and new strategic plans. This involved actively adjusting production capacities and order allocations. In light of these new market dynamics, the Group stabilize the production capacity of Yancheng Fuhui Textiles Limited, a wholly-owned subsidiary. The Group successfully completed the land resumption agreement for the Jiangyin Fuhui living area and proactively reduced fabric production capacity at Jiangyin Fuhui. We are also actively in negotiation and discussion with the relevant parties in aims to complete the remaining land resumption deal in 2025.

## III. Refinement: Fabric Production and Procurement Excellence

In the fabric production domain, the Group instituted a comprehensive quality control system and enhanced the tracking mechanisms for product production. This initiative was supported by the development of standardized operating procedures, assessment criteria, and a robust system of rewards and penalties to rigorously manage product quality issues. The Group's commitment to continuous improvement in manufacturing standards, alongside ongoing optimization of production processes and technological advancements, garnered significant acclaim from customers. Notably, in 2024, Ocean Lanka was recognized at the Victoria's Secret & Co. Partner Summit 2024 with the Raw Material Supplier Cost Efficiency Award, as well as the NEXT brand's Supplier Awards 2023/2024 with an Appreciation Award.

## 一、順應市場變化並擴大客戶基礎

集團積極順應市場變化，通過密切監控市場和客戶動態來實現這一目標。這包括針對性地進行新產品的研發，帶來了積極的成果和客戶讚譽。集團開發的新產品系列展現出強大的競爭力，並受到國內外知名的體育和休閒品牌的好評。在整個2024年，集團不僅專注於維持與現有客戶的訂單穩定，還積極開拓市場和努力獲得新客戶。通過各種管道，集團成功與超過12個知名的國內和國際品牌客戶建立了合作夥伴關係。

## 二、調整生產能力並推進戰略計劃

集團積極應對全球紡織及服裝供應鏈加速重組和新的布局加速演進的新變化。這包括積極調整生產能力和訂單分配。鑒於這些新的市場動態，集團穩定了其全資子公司鹽城福匯紡織有限公司的生產能力。集團成功完成了江陰福匯生活區的土地徵收協議，並積極減少了江陰福匯的面料生產能力。我們還正在與相關方進行談判和討論，旨在2025年完成剩餘的土地徵收協議。

## 三、精煉：面料生產和採購卓越

在面料生產領域，集團建立了全面的質量控制系統，加強了產品生產的跟蹤機制。這一舉措得到了標準化運營程式、評估標準以及嚴格管理產品質量問題的獎懲制度的支持。集團致力於不斷提高製造標準，並通過持續優化生產流程和技術進步，贏得了客戶的高度讚譽。值得一提的是，在2024年，海洋蘭卡於2024年度維多利亞的秘密合作夥伴高峰會中榮獲「原材料供應商成本效率獎」，以及於2023/2024年度NEXT品牌供應商頒獎典禮中榮獲「表揚獎」。



#### IV. Centralized Procurement and Supplier Management Improvement

To enhance procurement efficiency, the Group fortified its centralized procurement organizational framework, developing comprehensive procurement policies and documentation. Additionally, the expert database for procurement specialists and supplier directories was established and refined. Leveraging the power of information systems, online monitoring, and approval processes were strengthened to fully exploit the advantages of centralized procurement. Supplier management and evaluation processes also saw enhancement with the implementation of clear assessment criteria and improved admission and exit mechanisms. The Group strategically removed underperforming suppliers and minimized intermediary usage by procuring resources directly from resource owners, effectively achieving a reduction in procurement costs.

#### V. Enhancement of Production Management and Efficiency

The Group undertook a systematic approach to upgrading and transforming process technology equipment. By continuously optimizing production workflows and order scheduling, we identified and addressed hidden inefficiencies, minimized unnecessary waste, and consistently reduced defect rates. Management processes for cotton yarn procurement and fabric production were refined with clearly assigned responsibilities. By effectively controlling inventory and safety stock levels, as well as regulating raw material procurement schedules and quantities, we aimed to alleviate inventory pressures. Prompt utilization of inventory further diminished capital occupation. Additionally, the Group continuously streamlined its personnel structure, reducing managerial roles while increasing frontline staffing, thus fostering a hands-on, workshop-focused factory environment.

#### VI. Advancing R&D Innovation and Capability Building

The Group established a professional R&D management system and framework, systematically advancing research and development initiatives. By enhancing R&D and sampling capabilities for new fibers and functional fabric products, customer service levels were significantly improved. Continuous endeavors were made to enhance the performance and functionalities of traditional pure cotton fabrics while expanding the features of new fiber products and intensifying research and development for new fabric innovations.

#### VII. Commitment to Safety and Environmental Sustainability

The Group maintained a stable production safety record, consistently meeting all operational standards. In response to the requirements of prestigious clientele, we actively pursued the creation of a green and environmentally sustainable factory. Notably, Fountain Set (Holdings) Limited was honored with the “Hong Kong ESG Awards” organized by The Chinese Manufacturers’ Association of Hong Kong as well as the Outstanding ESG Improvement Award at the Hong Kong ESG Reporting Awards 2024 (HERA), recognizing our commitment to environmental, social, and governance excellence.

#### 四、集中採購和供應商管理改進

為了提高採購效率，集團加強了集中採購組織框架，制定了全面的採購政策和工作文檔。此外，建立和完善了採購專家和供應商目錄的專家資料庫。利用資訊系統的力量，加強了線上監控和批准流程，以充分利用集中採購的優勢。供應商管理和評估流程也得到加強，實施明確的評估標準和改進的准入和退出機制。集團戰略性地淘汰表現不佳的供應商，並通過直接從資源擁有者採購資源，最大限度地減少中間商，有效降低了採購成本。

#### 五、生產管理和效率提升

集團採取系統性方法升級和轉型工藝技術設備。通過不斷優化生產工作流程和訂單排程，我們識別和解決了隱藏的低效問題，減少了不必要的浪費，並持續降低了次品率。棉紗採購和面料生產的管理流程得到改進，責任分配明確。通過有效控制庫存和安全庫存水平控制，以及調節原材料採購計劃和數量，我們目標是減輕了庫存壓力。及時利用庫存進一步減少了資本佔用。此外，集團不斷精簡人員結構，減少管理層角色，同時增加一線人員，從而培養出一個注重實踐、以車間為重心的工廠環境。

#### 六、推進研發創新和能力建設

集團建立了專業的研發管理系統和框架，系統性地推進研究和開發工作。通過增強對新纖維和功能性面料產品的研發和取樣能力，顯著提升了客戶服務水平。持續努力改進傳統純棉面料的性能和功能，同時擴展新纖維產品的特性，加強對新面料創新的研究和開發工作。

#### 七、致力於安全和環境可持續性

集團保持了穩定的生產安全記錄，始終符合所有運營標準。為了滿足尊貴客戶的要求，我們積極追求建立一個綠色和環境可持續的工廠。值得一提的是，福田實業（集團）有限公司於香港中華廠商聯合會主辦的2024年度「香港ESG獎」中榮獲「香港ESG獎」，以及於香港環境、社會及管治報告大獎(HERA)2024中榮獲「傑出ESG進步獎嘉許獎」，這些獎項表彰了我們在環境、社會和治理卓越方面的承諾。



## Events after the Reporting Period

The Group did not have any significant events after the end of the reporting period (i.e. 31 December 2024) and up to the date of this announcement.

## FINANCIAL REVIEW

The key operating and financial indicators of the Group for the year ended 31 December 2024 are set out below:

## 報告期後事項

本集團自報告期末（即2024年12月31日）後至本公告日期止，並沒有任何重大事項發生。

## 財務回顧

本集團截至2024年12月31日止年度之主要經營及財務指標呈列如下：

		2024	2023
<b>Statement of Profit or Loss Items</b>	<b>損益表項目</b>		
(All amounts in HK\$ thousands unless otherwise stated)	(除特別註明外所有金額均以千港元列示)		
Revenue	營業額	<b>4,426,558</b>	4,440,235
Gross profit	毛利	<b>529,411</b>	321,989
EBITDA*	息稅折舊及攤銷前利潤	<b>273,983</b>	328,919
Profit for the year	是年度盈利	<b>34,577</b>	67,844
Profit attributable to owners of the Company	本公司擁有人應佔盈利	<b>14,262</b>	50,903
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>1.2</b>	4.2
<b>Key Financial Ratios</b>	<b>主要財務比率</b>		
<b>Profitability ratios</b>	<b>盈利能力比率</b>		
Gross profit margin (%)	毛利率(%)	<b>12.0%</b>	7.3%
EBITDA* margin (%)	息稅折舊及攤銷前利潤率(%)	<b>6.2%</b>	7.4%
<b>Expenses as a % of revenue</b>	<b>開支佔營業額比率</b>		
Distribution and selling expenses	分銷及銷售費用	<b>2.1%</b>	1.7%
Administrative expenses	行政費用	<b>9.2%</b>	10.7%
Finance costs	融資成本	<b>0.3%</b>	0.6%
<b>Asset efficiency</b>	<b>資產效率</b>		
Inventory turnover period (days)	存貨周轉期 (日)	<b>74</b>	69
Trade and bills receivables turnover period (days)	營業及票據應收款項周轉期 (日)	<b>66</b>	66
Trade and bills payables turnover period (days)	營業及票據應付款項周轉期 (日)	<b>53</b>	58

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

\* EBITDA解釋為息稅折舊及攤銷前利潤。

		At 31 December 於12月31日 2024	At 31 December 於12月31日 2023
<b>Asset ratios</b>	<b>資產比率</b>		
Current ratio <sup>#</sup>	流動比率 <sup>#</sup>	3.2	2.9
Net debt/EBITDA ratio	淨債務／息稅折舊及攤銷前利潤率	(4.6)	(3.6)
<b>Gearing ratio</b>	<b>資本負債比率</b>		
Total liabilities/Equity attributable to owners of the Company	負債總額／本公司擁有人應佔權益	0.4	0.4

<sup>#</sup> Current ratio is calculated by dividing current assets by current liabilities.

<sup>#</sup> 流動比率的計算方法是將流動資產除以流動負債。

## Revenue

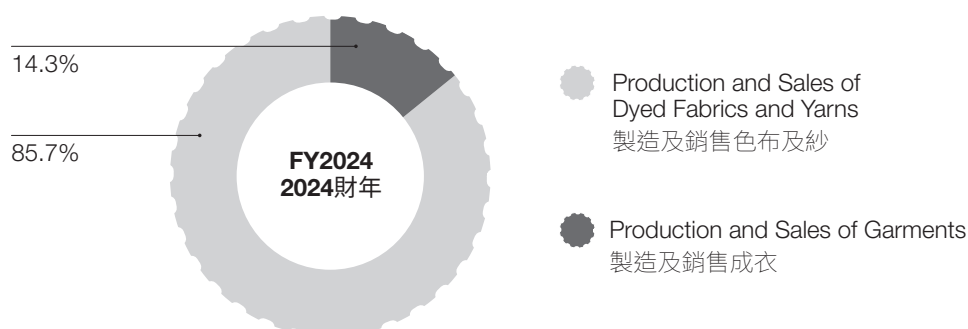
The Group's revenue for the year ended 31 December 2024 amounted to approximately HK\$4,426,558,000 (2023: HK\$4,440,235,000).

## 營業額

集團截至2024年12月31日止年度的營業額約為4,426,558,000港元（2023年：4,440,235,000港元）。

## Revenue by business segments

## 營業額按業務分類



For the year under review, the Group's core business, production and sales of dyed fabrics and yarns, generated revenue of approximately HK\$3,793,728,000 (2023: HK\$3,639,699,000), which accounted for 85.7% (2023: 82.0%) of the Group's total revenue. Revenue from production and sales of garments was approximately HK\$632,830,000 (2023: HK\$800,536,000), which accounted for 14.3% (2023: 18.0%) of the Group's total revenue.

於回顧年度，集團核心業務－製造及銷售色布及紗的營業額約為3,793,728,000港元（2023年：3,639,699,000港元），佔集團營業額總值的85.7%（2023年：82.0%）。製造及銷售成衣的營業額約為632,830,000港元（2023年：800,536,000港元），佔集團營業額總值的14.3%（2023年：18.0%）。

## Cost of Sales and Gross Profit

For the year ended 31 December 2024, overall cost of sales of the Group amounted to approximately HK\$3,897,147,000 (2023: HK\$4,118,246,000) and overall gross profit margin was 12.0% (2023: 7.3%).

## 銷售成本及毛利

集團截至2024年12月31日止年度之整體銷售成本約為3,897,147,000港元（2023年：4,118,246,000港元），整體毛利率為12.0%（2023年：7.3%）。

During the year under review, the Group's revenue decreased by 0.3% compared with the last year, which was basically flat. Overall cost of sales when compared with the same period last years was significantly decreased by approximately HK\$220,000,000, representing a reduction of 5%. Though overall revenue was flat, gross profit noticeably increased by HK\$210,000,000 and gross profit margin rose by 4.7 percentage points with the effective stringent cost control.

於回顧年內，本集團的營業額與去年同期相比下跌0.3%，基本持平，而總銷售成本較去年同期大幅下降2.2億港元，跌幅約5%。儘管整體營業額持平，但在銷售成本有效壓下，令毛利大幅上漲了2.1億港元及毛利率上漲4.7個百分點。

## Distribution and Selling Expenses

For the year ended 31 December 2024, the Group's overall distribution and selling expenses amounted to approximately HK\$92,602,000 (2023: HK\$74,477,000), which accounted for 2.1% (2023: 1.7%) of the Group's total revenue.

## Administrative Expenses

For the year ended 31 December 2024, the Group's overall administrative expenses amounted to approximately HK\$407,576,000 (2023: HK\$476,389,000), which accounted for 9.2% (2023: 10.7%) of the Group's total revenue.

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

For the year ended 31 December 2024, the Group's EBITDA amounted to approximately HK\$273,983,000 (2023: HK\$328,919,000) and the EBITDA margin was 6.2% (2023: 7.4%).

## Finance Costs

For the year ended 31 December 2024, the Group's finance costs amounted to approximately HK\$13,126,000 (2023: HK\$26,258,000), representing 0.3% (2023: 0.6%) of the Group's total revenue.

## Capital Expenditure

During the year under review, the Group invested approximately HK\$174,737,000 (2023: HK\$87,871,000) in additions of property, plant and equipment. The Group's commitments primarily relate to the acquisition of property, plant and equipment. As at 31 December 2024, the Group had contracted capital commitments of approximately HK\$29,538,000 (31 December 2023: HK\$86,721,000) in relation to the acquisition of property, plant and equipment.

## Income Tax Expense

For the year ended 31 December 2024, income tax expense of the Group amounted to approximately HK\$42,483,000 (2023: HK\$43,284,000).

## Profit Attributable to Owners of the Company

For the year ended 31 December 2024, profit attributable to owners of the Company was approximately HK\$14,262,000 (2023: HK\$50,903,000) and the corresponding profit margin was 0.3% (2023: 1.1%).

## Inventories

As at 31 December 2024, the Group's inventories amounted to approximately HK\$784,735,000 (31 December 2023: HK\$783,908,000). The inventory turnover period was 74 days, an increase of 5 days compared with 69 days in 2023.

## 分銷及銷售費用

集團截至2024年12月31日止年度之整體分銷及銷售費用約為92,602,000港元（2023年：74,477,000港元），佔集團營業額總值的2.1%（2023年：1.7%）。

## 行政費用

集團截至2024年12月31日止年度之整體行政費用約為407,576,000港元（2023年：476,389,000港元），佔集團營業額總值的9.2%（2023年：10.7%）。

## 息稅折舊及攤銷前利潤(EBITDA)

集團截至2024年12月31日止年度之息稅折舊及攤銷前利潤約為273,983,000港元（2023年：328,919,000港元），息稅折舊及攤銷前利潤率為6.2%（2023年：7.4%）。

## 融資成本

集團截至2024年12月31日止年度之融資成本約為13,126,000港元（2023年：26,258,000港元），佔集團營業額總值的0.3%（2023年：0.6%）。

## 資本開支

於回顧年內，集團已投資約174,737,000港元（2023年：87,871,000港元）以增加物業、機器及設備。集團的資本承擔主要涉及購買物業、機器及設備。於2024年12月31日，集團有關購買物業、機器及設備的已簽約資本承擔約為29,538,000港元（2023年12月31日：86,721,000港元）。

## 所得稅支出

集團截至2024年12月31日止年度之所得稅支出約為42,483,000港元（2023年：43,284,000港元）。

## 本公司擁有人應佔盈利

集團截至2024年12月31日止年度之本公司擁有人應佔盈利約為14,262,000港元（2023年：50,903,000港元），其相關盈利率為0.3%（2023年：1.1%）。

## 存貨

集團於2024年12月31日之存貨約為784,735,000港元（2023年12月31日：783,908,000港元）。存貨周轉期為74天，與2023年69天相比增加5天。

## Trade and Bills Receivables

As at 31 December 2024, the Group's trade and bills receivables amounted to approximately HK\$802,069,000 (31 December 2023: HK\$808,091,000). Trade and bills receivables turnover period was 66 days, same as 66 days in 2023.

## Trade and Bills Payables

As at 31 December 2024, the Group's trade and bills payables amounted to approximately HK\$562,544,000 (31 December 2023: HK\$651,571,000). Trade and bills payables turnover period was 53 days, a decrease of 5 days compared with 58 days in 2023.

## Liquidity and Financial Resources

As at 31 December 2024, the Group's net assets amounted to approximately HK\$3,455,773,000 (31 December 2023: HK\$3,468,666,000). The key figures of the Group's financial position were as follows:

## 營業及票據應收款項

集團於2024年12月31日之營業及票據應收款項約為802,069,000港元（2023年12月31日：808,091,000港元）。營業及票據應收款項周轉期為66天，與2023年66天相同。

## 營業及票據應付款項

集團於2024年12月31日之營業及票據應付款項約為562,544,000港元（2023年12月31日：651,571,000港元）。營業及票據應付款項周轉期為53天，與2023年58天相比減少5天。

## 資金流動性及財政資源

於2024年12月31日，集團資產淨值約為3,455,773,000港元（2023年12月31日：3,468,666,000港元）。集團財務狀況的主要資料如下：

		At 31 December 於12月31日 2024 HK\$'000千港元	At 31 December 於12月31日 2023 HK\$'000千港元
Non-current assets	非流動資產	1,518,322	1,532,032
Current assets	流動資產	3,096,296	3,368,807
Total assets	資產總值	4,614,618	4,900,839
Current liabilities	流動負債	972,989	1,165,291
Non-current liabilities	非流動負債	185,856	266,882
Total liabilities	負債總值	1,158,845	1,432,173
Net assets	資產淨值	3,455,773	3,468,666

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

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

As at 31 December 2024, the principal financial covenant figures/ratios (according to the definitions of the Group's principal banks) were as follows:

於2024年12月31日，主要的財務契約數據／比率（根據本集團主要往來銀行的定義）如下：

		At 31 December 於12月31日 2024	At 31 December 於12月31日 2023
Consolidated tangible net worth	綜合淨有形資產	HK\$3,118,670,000港元	HK\$3,189,317,000港元
Consolidated total bank debt to consolidated tangible net worth	綜合總銀行負債對 綜合淨有形資產比例	0.0	0.1
Consolidated EBITDA to consolidated interest expense	綜合息稅折舊及攤銷前利潤對 綜合利息支出比例	20.9	12.5
Consolidated current assets to consolidated current liabilities	綜合流動資產對 綜合流動負債比例	3.2	2.9
Consolidated capital expenditure	綜合資本開支	HK\$174,737,000港元	HK\$87,871,000港元

During the years ended 31 December 2024 and 2023 the Group had complied with all covenant ratios and undertakings.

於截至2024年及2023年12月31日止年度內，本集團已遵守所有契約比率及承諾。

## Risk Management

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

## 風險管理

集團會依據嚴格及審慎的風險管理政策應對外匯及利率風險。

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

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

In addition, bank borrowings of the Group were denominated in HKD and interests were mainly charged on a floating rate basis. The average effective interest rate of bank borrowings of the Group was 6.24% per annum (2023: 5.99% per annum) for the year ended 31 December 2024 and the bank borrowings were repayable within one year (2023: within two years). All bank borrowings were unsecured for the years ended 31 December 2024 and 31 December 2023. The Group will continue to monitor the interest rates fluctuation in the market and will adopt appropriate measures to minimise the interest rate risk.

此外，集團的銀行借貸以港元為單位，利息主要以浮動利率計算。本集團銀行借貸之平均實際年利率6.24%（2023：5.99%），及銀行借貸須於一年內償還（2023：兩年內）。截至2024年12月31日及2023年12月31日止年度，所有銀行借貸均為無抵押。本集團將繼續留意市場的利率波動，並安排合適的措施以減低利率風險。

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group had approximately 5,500 (31 December 2023: 5,800) full-time employees. The Group will continue to implement streamlined production so as to further minimise its labour cost. The Group's emolument policies are formulated based on the performance of individual employee and the salary trends in various regions, which are reviewed regularly. The Group may, subject to the profitability, distribute a discretionary bonus to its employees as an incentive for their contribution to the Group.

The Company also provides regular training courses and subsidies for continuing education so as to improve the skills of its employees with respect to production, selling and management.

## OUTLOOK

According to the International Monetary Fund, global growth is projected at 3.3 percent both in 2025 and 2026, broadly unchanged from the October 2024 World Economic Outlook (WEO) forecast with an upward revision in the United States offsetting downward revisions elsewhere. The near-term outlook is characterized by divergent paths, while medium-term risks to growth are tilted to the downside. Renewed inflationary pressures could interrupt the monetary policy pivot, with implications for fiscal sustainability and financial stability. The policy mix should balance trade-offs and rebuild buffers.

The textile and apparel industry, in which our Group operates, faces hurdles including the restructuring of the international textile and apparel industry and supply chain, and heightened uncertainties in international trade dynamics with many new tariff implementations among countries. Nevertheless, opportunities arise from the rapid expansion of emerging markets, the steady enhancement of the domestic economy, and the ongoing recovery trajectory in the export market.

In 2024, the Group intensified its initiatives in international investment projects, aimed at expanding the production capacity of knitted fabrics and mitigating geographical risks. By strategically enhancing its global footprint in the coming years, the Group sought to not only increase its manufacturing capabilities but also distribute operational risks across various regions. This approach is intended to fortify the Group's resilience against localized economic disruptions and position it advantageously within the global market landscape. Through these strategic investments, the Group is focused on optimizing its supply chain efficacy strive to continue reducing costs and increasing profits, and reinforcing its commitment to sustainable growth in the textile industry.

## 僱員及酬金政策

本集團於2024年12月31日之全職僱員人數約為5,500人(2023年12月31日: 5,800人)。本集團將繼續實施精簡生產,以盡量減少勞動力成本。本集團的酬金政策是根據個別僱員的工作表現及各地區薪酬趨勢而制定並定期作出檢討。本集團亦會因應盈利情況,酌情發放花紅予僱員以鼓勵他們對本集團之貢獻。

本集團亦會提供定期培訓課程及資助進修計劃,以提高僱員之生產、銷售及管理技能。

## 前景

根據國際貨幣基金組織(IMF)的數據,全球經濟增長預計在2025年和2026年均為3.3%,與2024年10月的《世界經濟展望》(WEO)預測基本保持一致,美國的上行修訂抵消了其他地區的下行修訂。短期前景呈現不同的走向,而中期對經濟增長的風險偏向下行。重新出現的通脹壓力可能會打斷貨幣政策的轉變,對財政可持續性和金融穩定產生影響。政策組合應平衡權衡,重建緩衝。

我們集團所在的紡織服裝行業,面臨著重重障礙,包括國際紡織服裝行業和供應鏈的重組,以及國際貿易動態的不確定性加劇,許多國家實施了新的關稅措施。然而,隨著新興市場的快速擴張、國內經濟的穩步向好以及出口市場的持續恢復軌跡,也帶來了機遇。

在2024年,集團加強了其國際投資項目,旨在擴大針織面料的生產能力並減輕地理風險。未來數年,通過戰略性地加強其全球版圖,集團希望不僅提高其製造能力,還將營運風險分散到各個地區。這種方法旨在加強集團對地方經濟干擾的抵禦能力,並在全球市場格局中佔據有利地位。通過這些戰略投資,集團專注於優化其供應鏈效能,努力繼續降低成本,增加盈利,並加強其對紡織行業可持續增長的承諾。



## Striving to achieving the strategic development goals for the China's 14th Five-Year Plan (the "14th FYP") period with continued efforts

In recent years, the global economy has been sluggish, and the global textile and apparel industry supply chain has undergone reconstruction. The supply chain layout is rapidly evolving towards regional distribution, while competitors are accelerating their overseas expansion and implementing intelligent and automated upgrades to their factories. A new competitive landscape is emerging in the textile and apparel industry, where Fountain Set Group operates. The current and upcoming years remain a strategic opportunities period for Fountain Set Group, which must proactively adapt and accelerate its transformation and upgrading.

In the future, Fountain Set Group will pursue a path of innovation, specialization, and novelty with a focus on technological advancement. By leveraging technological innovations, we aim to expedite a balanced domestic and international expansion, fully integrating fabrics-to-garments production. Our emphasis will be on fabric products and R&D innovation services, driving high-quality development through continuous technological innovation. We aim to solidify our leading position in the cotton knitted fabric printing and dyeing arena while progressively improving in the synthetic fiber fabrics sector. Our objective is to constantly enhance product strength, value, and industry influence, offering customers high-quality, efficient products alongside comprehensive technical R&D service solutions that foster mutual growth. Our strategic emphasis will be on prominent international and domestic brands, delivering innovative products that prioritize comfort, ecological sustainability, functionality, and fashion tailored to specific needs.

We have unwavering confidence that all employees, under the guidance of the Board, will collaborate cohesively. Our commitment to enhancing and optimizing integrated production, supply chain, and marketing operations will drive this forward. We are dedicated to actively exploring new markets, fortifying technological R&D capabilities, refining operational management, and enhancing efficiency. Key initiatives will focus on overcoming challenges related to order fulfillment, strategic layout, cost management, and quality assurance.

Through the steadfast implementation of Fountain Set Group's long-term strategic plans, our mission is to deliver superior returns and benefits for shareholders, customers, employees, and society at large.

## 接續奮鬥，努力實現「十四五」戰略發展目標

近年來，全球經濟增長緩慢，全球紡織服裝行業供應鏈經歷了重組。供應鏈佈局正迅速向區域分銷發展，競爭對手正在加速海外擴張，並對其工廠進行智能化和自動化升級。在福田集團所在的紡織服裝行業中，一個新的競爭格局正在形成。當前和未來幾年對福田集團來說是戰略機遇期，必須積極適應並加速轉型和升級。

福田集團未來將追求創新、專業和新穎之路，注重技術進步。通過利用技術創新，我們旨在加速平衡的國內和國際擴張，充分整合從面料到成衣的生產。我們將重點放在面料產品和研發創新服務上，通過持續的技術創新推動高質量發展。我們的目標是在棉質針織面料印染領域鞏固領先地位，同時在化纖面料領域逐步提升。我們的目標是不斷提升產品實力、價值和行業影響力，為客戶提供高質量、高效的產品，並提供全面的技術研發服務解決方案，促進共同成長。我們的戰略重點將放在知名國際和國內品牌上，提供舒適、生態可持續性、功能性和根據特定需求定制的時尚創新產品。

我們堅信，在董事會的指導下，所有員工將團結協作。我們致力於積極探索新市場，加強技術研發能力，完善運營管理，提高效率。關鍵舉措將集中解決與訂單履行、戰略佈局、成本管理和質量保證相關的挑戰。

通過堅定實施福田集團的長期戰略計劃，我們的使命是為股東、客戶、員工和整個社會提供優越的回報和更優業績。



## CORPORATE GOVERNANCE CODE

Throughout the year from 1 January 2024 to 31 December 2024 (the “Year”), the Company has consistently adopted and complied with all the applicable code provisions of the section headed “Part 2 – Principles of good corporate governance, code provisions and recommended best practices” of the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules” and the “CG Code”, respectively), as guidelines to reinforce our corporate governance principles.

Since 1 April 2023, Mr. LIU Xianfu, the Chairman and an ED, has taken up the position of CEO of the Company, details of which were set out in the Company’s announcement dated 31 March 2023. This deviates from code provision A.2.1 of the CG Code, which stipulates that the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. However, having considered the current status of the Group, vesting the roles of both Chairman and CEO in the same person enables the Group to plan its overall strategy more efficiently and achieve the budgeted target. The Board believes that the balance of power and authority under this arrangement is adequately ensured by the Board which comprises experienced, professional and high caliber individuals with a sufficient number thereof being INEDs.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as its own code of conduct regarding Directors’ securities transactions. In response to the specific enquiries made by the Company on all Directors, they have confirmed that they had complied with the required standard set out in the Model Code throughout the Year.

## ANNUAL GENERAL MEETING

It is proposed that the annual general meeting of the Company (the “AGM”) will be held on Friday, 6 June 2025. The notice of the AGM will be dispatched to the Shareholders and available on the respective websites of the Company and the Stock Exchange in due course in the manner as required by the Listing Rules.

## 企業管治守則

由2024年1月1日起至2024年12月31日止年度（「本年度」），本公司一貫地採納及遵守聯交所證券上市規則附錄14所載之企業管治守則「第二部分—良好企業管治的原則、守則條文及建議最佳常規」一節之全部適用守則條文（分別為「上市規則」及「企管守則」），作為強化本公司企業管治原則之方針。

自2023年4月1日起，本公司主席及執行董事劉賢福先生開始兼任本公司行政總裁職務，詳情已載於日期為2023年3月31日之公司公告。此會偏離企管守則條文C.2.1的規定，主席與行政總裁的角色應有區分，不應由一人同時兼任，但考慮到本集團現時的情況，由同一名人士同時擔任主席及行政總裁兩個職務可以讓本集團更有效率地計劃整體策略及完成預算目標。由於董事會由經驗豐富人士及專業人士組成（包括大多數的非執行董事及獨立非執行董事人數），相信會有足夠能力確保職能及權力在此安排下得到平衡。

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）為其有關董事進行證券交易之守則。就本公司向所有董事作出具體查詢後，彼等已確認於本年度內均已遵守標準守則所要求的標準。

## 股東週年大會

本公司之股東週年大會（「股東週年大會」）擬於2025年6月6日（星期五）舉行。股東週年大會之通告將於適當時候寄發予股東，並且按上市規則要求的形式分別刊載於本公司及聯交所網站。

## FINAL DIVIDEND AND SPECIAL DIVIDEND

After reviewing the financial results and cash flow situation of the Group, the Board has resolved to recommend the payment of a final dividend of HK1.16 cents per share (payout ratio: 100%) in respect of the year ended 31 December 2024. (2023: HK3.00 cents per share with a payout ratio of 71.43%). 2024 marks the 55th anniversary of the Group and to pay our utmost gratitude to the shareholders of the Company (the "Shareholders"), the Board has also proposed to distribute a 55th anniversary special dividend (the "Special Dividend") of HK4.34 cents per share in cash in respect of the year ended 31 December 2024. Subject to the approval of the Shareholders at the forthcoming annual general meeting of the Company to be held on Friday, 6 June 2025, it is expected that the payment of the final dividend and the special dividend will be made on or about Monday, 30 June 2025 whose names appear on the register of members of the Company on Thursday, 19 June 2025.

Going forward in upcoming years, the Group expects to maintain a similar range of dividend payout ratio as our dividend policy so as to provide rewarding investment return to the Shareholders, subject to the dividend policy stated in latest annual report.

## CLOSURE OF REGISTER OF MEMBERS

### In relation to the AGM

The Register of Members will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, the non-registered Shareholders must lodge all transfer documents accompanied by the relevant share certificates with the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration, not later than 4:30 p.m. on Monday, 2 June 2025.

### In relation to the proposed Final Dividend and Special Dividend

Conditional on the passing of the resolution approving the payment of the Final Dividend and the Special Dividend in respect of the Year by the Shareholders at the AGM, the Register of Members will be closed from Tuesday, 17 June 2025 to Thursday, 19 June 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed Final Dividend and Special Dividend, the non-registered Shareholders must lodge all transfer documents accompanied by the relevant shares certificates with the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration, not later than 4:30 p.m. on Monday, 16 June 2025.

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

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

## 末期股息及特別股息

在審查了集團的財務結果和現金流情況之後，董事會決議建議就截至2024年12月31日的年度支付每股1.16港仙的最終股息（派息比率：100%）。（2023年：每股3.00港仙的股息，派息比率為71.43%）。2024年標誌著本集團成立55週年，為了向公司股東（以下簡稱「股東」）表達最誠摯的感謝，董事會還提議在截至2024年12月31日的年度支付每股港幣4.34港仙的55週年特別股息（以下稱「特別股息」）。預計將於2025年6月6日星期五舉行的公司年度股東大會上獲得股東批准後，最終股息和特別股息將於2025年6月30日星期一或其前後支付給2025年6月19日（星期四）出現在公司股東登記冊上的股東。

展望未來數年，除受限於本年報之股息政策外，本集團期望能維持與派息政策類似的派息比率，以提供可觀投資回報予股東。

## 暫停辦理股份過戶登記

### 就股東週年大會而言

本公司於2025年6月3日（星期二）至2025年6月6日（星期五）（首尾兩天包括在內），暫停辦理股份過戶登記手續。股東如欲出席股東週年大會並於會上投票，非登記股東須於2025年6月2日（星期一）下午4時30分前，將所有過戶文件連同相關股票，一併送交本公司的股份過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室，辦妥過戶登記手續。

### 就擬派末期股息及特別股息而言

待股東於股東周年大會上通過批准宣派本年度之末期股息及特別股息之決議案後，本公司將於2025年6月17日（星期二）至2025年6月19日（星期四）（首尾兩天包括在內），暫停辦理股份過戶登記手續。股東如欲收取建議派發之末期股息及特別股息，非登記股東須於2025年6月16日（星期一）下午4時30分前，將所有過戶檔連同相關股票，一併送交本公司的股份過戶登記處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室，辦妥過戶登記手續。

## 購回、出售或贖回本公司之上市證券

本年度內，本公司並未有贖回其上市證券，本公司及其附屬公司亦無購買或出售該等證券。

## AUDIT COMMITTEE'S REVIEW

The Company has established an audit committee of the Board (the "Audit Committee") for the purposes of reviewing and providing supervision over the Company's financial reporting process, internal controls and risk management. The Audit Committee presently comprises three independent non-executive Directors (the "INEDs"), and one of the INEDs acts as the chairman of the Audit Committee. The Audit Committee has reviewed the audited consolidated final results as well as the systems of internal control and risk management of the Group for the year ended 31 December 2024.

## PUBLICATION OF 2024 FINAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This results announcement is published on the respective websites of the Company ([www.fshl.com](http://www.fshl.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The 2024 annual report of the Company containing all the information required by the Listing Rules will be dispatched to the Shareholders and available on the respective websites of the Company and the Stock Exchange in due course in the manner as required by the Listing Rules.

## 審核委員會審閱

本公司已成立董事會審核委員會（「審核委員會」），藉以檢討及監察本公司之財務申報程序、內部監控及風險管理制度。審核委員會現由3名獨立非執行董事（「獨立非執行董事」）組成，並由其中1名獨立非執行董事擔任審核委員會主席。審核委員會已審閱本集團截至2024年12月31日止年度之經審核綜合末期業績以及內部監控及風險管理制度。

## 刊發2024年末期業績公告及年報

本業績公告將分別於本公司網站([www.fshl.com](http://www.fshl.com))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))刊登。載有上市規則規定的所有資料之本公司之2024年年報將會於適當時候寄發予股東，並且按上市規則要求的形式分別刊載於本公司及聯交所網站。

承董事會命  
福田實業(集團)有限公司  
主席兼行政總裁  
劉賢福

香港，2025年3月21日

於本通告日期，董事會有5名執行董事，即劉賢福先生（主席兼行政總裁）、李剛博士、邱恒達先生、尹堅先生及張正先生；2名非執行董事，即嚴震銘博士（非執行副主席）及陶永銘先生；及4名獨立非執行董事，即伍國棟先生、應偉先生、林偉成先生及王幹芝先生。