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本公佈僅參考之用，並不構成收購、購買或認購任何證券之邀請或要約。

## **GOOD FRIEND INTERNATIONAL HOLDINGS INC.**

### **友佳國際控股有限公司**

(於開曼群島註冊成立之有限公司)

(股份代號: 2398)

### **海外監管公告**

### **上市之台灣存託憑證用外國公司財務報告**

本公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條而作出。

以下所附是本公司按臺灣證券交易所股份有限公司的規定於二零二零年九月二十九日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命

友佳國際控股有限公司

主席

朱志洋

香港，二零二零年九月二十九日

於本公告日期，本公司董事會成員包括 (i) 三名執行董事：朱志洋先生、陳明河先生及溫吉堂先生；及 (ii) 三名獨立非執行董事：顧福身先生、余玉堂先生及高文誠先生。

友佳國際控股有限公司及子公司

民國109及108年第2季

合併財務報表

(上市之台灣存託憑證用外國公  
司財務報告)

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## 附 件 一

簡明綜合財務狀況表

單位：仟元

註一：民國 109 年第 2 季及 108 年度財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年 6 月 30 日及 108 年 12 月 31 日之匯率 RMB 1 = NTD4.1800 及 RMB 1 = NTD4.3150 換算。

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
108.1.1-108.12.31	RMB1：NT4.6120	RMB1：NT4.4830	RMB1：NT4.5598
107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068



友佳國際控股有限公司及子公司  
簡明綜合財務狀況表  
民國 109 年 6 月 30 日及 108 年 12 月 31 日

單位：仟元

	未經查核		經查核	
	109年6月30日		108年12月31日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
<b>權 益</b>				
本公司權益持有人應佔權益				
股 本	\$ 4,021	\$ 16,808	\$ 4,021	\$ 17,351
股份溢價	82,183	343,525	82,183	354,620
資本儲備	77,338	323,273	77,338	333,713
其他儲備	68,291	285,456	66,454	286,749
保留盈利	<u>383,059</u>	<u>1,601,187</u>	<u>478,483</u>	<u>2,064,654</u>
總 權 益	<u>614,892</u>	<u>2,570,249</u>	<u>708,479</u>	<u>3,057,087</u>
<b>負 債</b>				
非流動負債				
租賃負債	2,156	9,012	1,784	7,698
其他借貸	36,760	153,657	36,760	158,619
遞延收益	<u>71,979</u>	<u>300,872</u>	<u>73,680</u>	<u>317,929</u>
	<u>110,895</u>	<u>463,541</u>	<u>112,224</u>	<u>484,246</u>
流動負債				
貿易應付賬款及其他應付款項及應計開支	401,658	1,678,930	389,300	1,679,830
合約負債	336,898	1,408,234	300,336	1,295,950
遞延收益	1,410	5,894	1,410	6,084
應付最終控股公司款項	1,077	4,502	157	677
應付直接控股公司款項	15,870	66,337	815	3,517
應付同系附屬公司及最終控股公司的聯營公司款項	2,168	9,062	2,457	10,602
應付合營企業款項	414	1,731	380	1,640
應付一間聯營公司及一間聯營公司的附屬公司款項	19,583	81,857	23,481	101,321
租賃負債	3,163	13,221	2,486	10,727
訴訟申索撥備	60,117	251,289	60,117	259,405
退貨負債	100,903	421,774	100,903	435,396
即期稅項負債	21,147	88,394	17,445	75,275
銀行借貸	495,217	2,070,007	400,071	1,726,306
保證撥備	<u>3,509</u>	<u>14,668</u>	<u>4,019</u>	<u>17,342</u>
	<u>1,463,134</u>	<u>6,115,900</u>	<u>1,303,377</u>	<u>5,624,072</u>
總 負 債	<u>\$ 1,574,029</u>	<u>\$ 6,579,441</u>	<u>1,415,601</u>	<u>6,108,318</u>
總負債及權益	<u>\$ 2,188,921</u>	<u>\$ 9,149,690</u>	<u>2,124,080</u>	<u>9,165,405</u>
流動資產淨值	<u>\$ 59,490</u>	<u>\$ 248,668</u>	<u>\$ 34,618</u>	<u>\$ 149,377</u>
總資產減流動負債	<u>\$ 725,787</u>	<u>\$ 3,033,790</u>	<u>\$ 820,703</u>	<u>\$ 3,541,333</u>

註一：民國 109 年第 2 季及 108 年度財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年 6 月 30 日及 108 年 12 月 31 日之匯率 RMB 1 = NTD4.1800 及 RMB 1 = NTD4.3150 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
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107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



友佳國際控股有限公司及子公司

簡明綜合損益及其他全面收益表

民國 109 年及 108 年 1 月 1 日至 6 月 30 日

單位：仟元  
除每股盈餘為元外

	未經查核			
	109年1月1日至6月30日		108年1月1日至6月30日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
收 益	\$ 382,660	\$ 1,599,519	\$ 496,105	\$ 2,242,891
收益成本	(294,324)	(1,230,274)	( 381,127)	( 1,723,075)
毛 利	88,336	369,245	114,978	519,816
其他收入	26,656	111,422	116,262	525,620
分銷及銷售費用	( 44,085)	( 184,276)	( 61,824)	( 279,506)
行政費用	( 29,062)	( 121,479)	( 29,566)	( 133,668)
研發成本	( 10,600)	( 44,308)	( 14,508)	( 65,591)
其他收益及虧損	3,836	16,034	3,558	16,086
其他營運費用	( 2,022)	( 8,452)	( 178)	( 805)
經營溢利	33,059	138,186	128,722	581,952
財務費用	( 9,646)	( 40,320)	( 11,550)	( 52,217)
分佔合營企業溢利	( 705)	( 2,947)	1,317	5,954
分佔聯營公司虧損	( 111,828)	( 467,441)	( 80,756)	( 365,098)
扣除所得稅前（虧損）溢利	( 89,120)	( 372,522)	37,733	170,591
所得稅開支	( 6,167)	( 25,778)	( 16,606)	( 75,076)
本公司擁有人應佔（虧損）溢利	( 95,287)	( 398,300)	21,127	95,515
其他全面收益				
將不會重新分類至損益的項目：				
分佔聯營公司其他全面收益	( 137)	( 573)	108	488
其後可能重新分類至損益的項目：				
分佔聯營公司其他全面收益	( 1,423)	( 5,948)	4,370	19,757
換算海外業務產生之匯兌 差額	3,260	13,627	253	1,144
按公平值計入其他全面收益之 應收款項之公平值收益淨額	-	-	355	1,605
本公司擁有人應佔全面收益總額	\$ ( 93,587)	\$ ( 391,194)	\$ 26,213	\$ 118,509
本公司擁有人應佔每股（虧損）盈利				
每股基本（虧損）盈利	\$ ( 0.24)	\$ ( 1.00)	\$ 0.05	\$ 0.24

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD4.1800 及 RMB 1 = NTD4.5210 換算。



註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
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107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



友佳國際控股有限公司及子公司  
簡明綜合權益變動表  
民國 109 年及 108 年 1 月 1 日至 6 月 30 日  
(未經查核)

單位：人民幣仟元

	股 本	股 份 溢 價	資 本 儲 備	其 他 儲 備	保 留 盈 利	總 權 益
於 108 年 1 月 1 日	4,022	82,281	77,338	58,361	494,404	716,406
全面收益：						
期內溢利	-	-	-	-	21,127	21,127
其他全面收益：						
分佔聯營公司其他全面收益	-	-	-	4,370	108	4,478
換算海外業務產生之匯兌差額	-	-	-	253	-	253
按公平值計入其他全面收益之應收款項之公平值收益淨額	-	-	-	355	-	355
截至 108 年 6 月 30 日止期間全面收益總額	-	-	-	4,978	21,235	26,213
轉撥至法定儲備	-	-	-	638	( 638 )	-
於 108 年 6 月 30 日 (未經查核)	<u>\$ 4,022</u>	<u>\$ 82,281</u>	<u>\$ 77,338</u>	<u>\$ 63,977</u>	<u>\$ 515,001</u>	<u>\$ 742,619</u>
於 108 年 12 月 31 日 (經查核)	<u>\$ 4,021</u>	<u>\$ 82,183</u>	<u>\$ 77,338</u>	<u>\$ 66,454</u>	<u>\$ 478,483</u>	<u>\$ 708,479</u>
全面收益：						
期內虧損	-	-	-	-	( 95,287 )	( 95,287 )
其他全面收益：						
分佔聯營公司其他全面收益	-	-	-	( 1,423 )	( 137 )	( 1,560 )
換算海外業務產生之匯兌差額	-	-	-	3,260	-	3,260
截至 109 年 6 月 30 日止期間全面收益總額	-	-	-	1,837	( 95,424 )	( 93,587 )
於 109 年 6 月 30 日 (未經查核)	<u>\$ 4,021</u>	<u>\$ 82,183</u>	<u>\$ 77,338</u>	<u>\$ 68,291</u>	<u>\$ 383,059</u>	<u>\$ 614,892</u>

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



友佳國際控股有限公司及子公司  
簡明綜合權益變動表  
民國 109 年及 108 年 1 月 1 日至 6 月 30 日  
(未經查核)

單位：新台幣仟元

	股 本	股 份 溢 價	資 本 儲 備	其 他 儲 備	保 留 盈 利	總 權 益
於 108 年 1 月 1 日餘額	17,986	367,961	345,856	260,990	2,210,975	3,203,768
全面收益：						
期內溢利	-	-	-	-	95,515	95,515
其他全面收益：						
分佔聯營公司其他全面收益	-	-	-	19,757	488	20,245
換算海外業務產生之匯兌差額	-	-	-	1,144	-	1,144
按公平值計入其他全面收益之應收款 項之公平值收益淨額	-	-	-	1,605	-	1,605
截至 108 年 6 月 30 日止期間全面收益總額	-	-	-	22,506	96,003	118,509
轉撥至法定儲備	-	-	-	2,884	( 2,884 )	-
匯率影響數	197	4,031	3,789	2,860	24,226	35,103
於 108 年 6 月 30 日 (未經查核)	\$ 18,183	\$ 371,992	\$ 349,645	\$ 289,240	\$ 2,328,320	\$ 3,357,380
於 108 年 12 月 31 日 (經查核)	\$ 17,351	\$ 354,620	\$ 333,713	\$ 286,749	\$ 2,064,654	\$ 3,057,087
全面收益：						
期內虧損	-	-	-	-	( 398,300 )	( 398,300 )
其他全面收益：						
分佔聯營公司其他全面收益	-	-	-	( 5,948 )	( 573 )	( 6,521 )
換算海外業務產生之匯兌差額	-	-	-	13,627	-	13,627
截至 109 年 6 月 30 日止期間全面收益總額	-	-	-	7,679	( 398,873 )	( 391,194 )
影響匯率數	( 543 )	( 11,095 )	( 10,440 )	( 8,972 )	( 64,594 )	( 95,644 )
於 109 年 6 月 30 日餘額 (未經查核)	\$ 16,808	\$ 343,525	\$ 323,273	\$ 285,456	\$ 1,601,187	\$ 2,570,249

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD4.1800 及 RMB 1 = NTD4.5210 換算。

民國 109 年及 108 年 1 月 1 日股東權益科目金額，係以民國 108 年及 107 年 12 月 31 日之匯率 RMB 1 = NTD4.3150 及 RMB 1 = NTD 4.4720 換算。

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



## 友佳國際控股有限公司及子公司

## 簡明綜合現金流量表

民國 109 年及 108 年 1 月 1 日至 6 月 30 日

(未經查核)

單位：仟元

	109年1月1日至6月30		108年1月1日至6月30	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
經營活動				
營運所得現金	42,729	178,607	135,567	612,898
已繳所得稅及預扣稅	( 6,167 )	( 25,778 )	( 19,071 )	( 86,220 )
經營活動所得現金淨額	36,562	152,829	116,496	526,678
投資活動				
收購物業、廠房及設備以及無形資產	( 4,053 )	( 16,942 )	( 18,173 )	( 82,160 )
聯營公司及一間聯營公司的附屬公司還款	36,352	151,951	16,367	73,995
向聯營公司及一間聯營公司的附屬公司作出的墊款	( 149,199 )	( 623,652 )	( 232,564 )	( 1,051,422 )
出售物業、廠房及設備所得款項	4	17	27	122
購入按公平值計入損益之金融資產	-	-	( 131,905 )	( 596,342 )
提取按公平值計入損益之金融資產	-	-	239,290	1,081,830
已收利息	2,174	9,087	875	3,956
存入限制性銀行存款	( 5,131 )	( 4,969,385 )	( 20,892 )	( 94,453 )
提取限制性銀行存款	-	4,947,937	15,270	69,036
投資活動所用現金淨額	( 119,853 )	( 500,986 )	( 131,705 )	( 595,438 )
融資活動				
銀行借貸所得款項	1,462,804	6,114,521	1,663,563	7,520,968
償還銀行借貸	( 1,367,658 )	( 5,716,810 )	( 1,605,381 )	( 7,257,928 )
償還租賃負債	( 1,891 )	( 7,904 )	( 1,450 )	( 6,555 )
政府補貼所得款項	6,006	25,105	8,647	39,093
已付利息	( 9,646 )	( 40,320 )	( 11,446 )	( 51,747 )
融資活動所得現金淨額	89,615	374,591	53,933	243,831
現金及現金等值物增加淨額	6,324	26,434	38,724	175,071
期初現金及現金等值物	74,860	312,915	112,673	503,874
匯率調整數	( 1,889 )	( 7,896 )	499	7,777
期末現金及現金等值物	\$ 79,295	\$ 331,453	\$ 151,896	\$ 686,722

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD4.1800 及 RMB 1 = NTD4.5210 換算。

民國 109 及 108 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 108 年及 107 年 12 月 31 日之匯率 RMB 1 = NTD4.3150 及 RMB 1 = NTD4.4720 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1 : NT4.3650	RMB1 : NT4.1800	RMB1 : NT4.2607
108.1.1-108.12.31	RMB1 : NT4.6120	RMB1 : NT4.4830	RMB1 : NT4.5598
107.1.1-107.12.31	RMB1 : NT4.7080	RMB1 : NT4.4320	RMB1 : NT4.5600
106.1.1-106.12.31	RMB1 : NT4.6880	RMB1 : NT4.3600	RMB1 : NT4.5068

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



## 附 件 二

友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併資產負債表  
民國 109 年 6 月 30 日暨民國 108 年 12 月 31 日及 6 月 30 日

單位：新台幣仟元

代 碼	資 產	109年6月30日				108年12月31日				108年6月30日			
		依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%	依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%	依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%
	流動資產												
1100	現金及約當現金	\$ 331,453	\$ -	\$ 331,453	4	\$ 323,021	\$ -	\$ 323,021	4	\$ 686,722	\$ -	\$ 686,722	7
1110	透過損益按公允價值衡量之金融資產－ 流動	-	-	-	-	-	-	-	-	2,871	-	2,871	-
1136	按攤銷後成本衡量之金融資產－流動	465,920	-	465,920	5	458,827	-	458,827	5	341,828	-	341,828	3
1140	合約資產－流動	218,673	-	218,673	2	191,582	-	191,582	2	197,482	-	197,482	2
1170	應收帳款淨額	1,404,195	-	1,404,195	15	1,241,870	-	1,241,870	14	1,362,304	-	1,362,304	13
1180	應收帳款－關係人	11,056	-	11,056	-	63,763	-	63,763	1	6,123	-	6,123	-
1200	其他應收款	377,759	-	377,759	4	323,120	-	323,120	4	308,074	-	308,074	3
1210	其他應收款－關係人	1,442,711	-	1,442,711	16	980,100	-	980,100	11	2,088,334	-	2,088,334	20
130X	存 貨	1,931,900	-	1,931,900	21	2,127,524	-	2,127,524	23	2,299,182	-	2,299,182	22
1410	預付款項	<u>180,902</u>	<u>-</u>	<u>180,902</u>	<u>2</u>	<u>63,642</u>	<u>-</u>	<u>63,642</u>	<u>1</u>	<u>195,420</u>	<u>-</u>	<u>195,420</u>	<u>2</u>
11XX	流動資產合計	<u>6,364,569</u>	<u>-</u>	<u>6,364,569</u>	<u>69</u>	<u>5,773,449</u>	<u>-</u>	<u>5,773,449</u>	<u>63</u>	<u>7,488,340</u>	<u>-</u>	<u>7,488,340</u>	<u>72</u>
	非流動資產												
1550	採權益法之投資	1,267,121	-	1,267,121	14	1,786,289	-	1,786,289	19	1,237,795	-	1,237,795	12
1600	不動產、廠房及設備	880,400	-	880,400	10	942,154	-	942,154	10	965,292	-	965,292	9
1755	使用權資產	518,257	-	518,257	6	536,661	-	536,661	6	574,303	-	574,303	6
1780	無形資產	4,652	-	4,652	-	6,071	-	6,071	-	8,174	-	8,174	-
1840	遞延所得稅資產	<u>114,691</u>	<u>-</u>	<u>114,691</u>	<u>1</u>	<u>120,781</u>	<u>-</u>	<u>120,781</u>	<u>-</u>	<u>114,748</u>	<u>-</u>	<u>114,748</u>	<u>1</u>
15XX	非流動資產合計	<u>2,785,121</u>	<u>-</u>	<u>2,785,121</u>	<u>31</u>	<u>3,391,956</u>	<u>-</u>	<u>3,391,956</u>	<u>35</u>	<u>2,900,312</u>	<u>-</u>	<u>2,900,312</u>	<u>28</u>
1XXX	資 產 總 計	<u>\$ 9,149,690</u>	<u>\$ -</u>	<u>\$ 9,149,690</u>	<u>100</u>	<u>\$ 9,165,405</u>	<u>\$ -</u>	<u>\$ 9,165,405</u>	<u>100</u>	<u>\$ 10,388,652</u>	<u>\$ -</u>	<u>\$ 10,388,652</u>	<u>100</u>

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD 4.1800 及 RMB 1 = NTD 4.5210 換算。  
民國 108 年度財務報表之所有之資產、負債、股東權益及損益科目金額，係以民國 108 年 12 月 31 日之匯率 RMB 1 =NTD 4.3150 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
108.1.1-108.12.31	RMB1：NT4.6120	RMB1：NT4.4830	RMB1：NT4.5598
107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長：朱志洋

經理人：朱志洋

會計主管：葉世強

友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併資產負債表  
民國 109 年 6 月 30 日暨民國 108 年 12 月 31 日及 6 月 30 日

單位：新台幣仟元

代 碼	資 產	109年6月30日				108年12月31日				108年6月30日			
		依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%	依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%	依香港一般公認會計原則編製之金額 ( 註 3 )	調節金額增 ( 減 )	依中華民國金管會認可之 IFRSs 編 製 金 額	%
	流動負債												
2100	短期借款	\$ 2,070,007	\$ -	\$ 2,070,007	23	\$ 1,726,306	\$ -	\$ 1,726,306	19	\$ 2,783,788	\$ -	\$ 2,783,788	27
2130	合約負債－流動	1,408,234	-	1,408,234	15	1,295,950	-	1,295,950	14	1,428,021	-	1,428,021	14
2150	應付票據	708,213	-	708,213	8	647,871	-	647,871	7	-	-	-	-
2170	應付帳款	714,784	-	714,784	8	702,849	-	702,849	8	931,588	-	931,588	9
2180	應付帳款－關係人	163,489	-	163,489	2	117,753	-	117,753	1	147,144	-	147,144	1
2219	其他應付款	255,933	-	255,933	3	329,110	-	329,110	4	389,349	-	389,349	4
2220	其他應付款－關係人	-	-	-	-	4	-	4	-	-	-	-	-
2230	本期所得稅負債	88,394	-	88,394	1	75,275	-	75,275	1	58,095	-	58,095	1
2250	負債準備－流動	265,957	-	265,957	3	276,747	-	276,747	3	293,445	-	293,445	3
2280	租賃負債－流動	13,221	-	13,221	-	10,727	-	10,727	-	17,998	-	17,998	-
2310	預收款項	5,894	-	5,894	-	6,084	-	6,084	-	-	-	-	-
2399	其他流動負債	421,774	-	421,774	5	435,396	-	435,396	5	456,182	-	456,182	4
21XX	流動負債合計	6,115,900	-	6,115,900	68	5,624,072	-	5,624,072	62	6,505,610	-	6,505,610	63
	非流動負債												
2540	長期借款	153,657	-	153,657	2	158,619	-	158,619	2	162,426	-	162,426	2
2580	租賃負債－非流動	9,012	-	9,012	-	7,698	-	7,698	-	6,804	-	6,804	-
2630	預收款項－非流動	300,872	-	300,872	3	317,929	-	317,929	3	356,431	-	356,431	3
25XX	非流動負債合計	463,541	-	463,541	5	484,426	-	484,426	5	525,661	-	525,661	5
2XXX	負債總計	6,579,441	-	6,579,441	73	6,108,318	-	6,108,318	67	7,031,271	-	7,031,271	68
	股東權益												
	股本												
3110	普通股股本	16,808	-	16,808	-	17,351	-	17,351	-	18,184	-	18,184	-
3200	資本公積	666,798	-	666,798	7	688,333	-	688,333	7	721,637	-	721,637	7
	保留盈餘												
3310	法定盈餘公積	185,671	-	185,671	2	191,668	-	191,668	2	203,703	-	203,703	2
3350	未分配盈餘	1,601,187	-	1,601,187	17	2,064,654	-	2,064,654	23	2,328,320	-	2,328,320	22
3400	其他權益	99,785	-	99,785	1	95,081	-	95,081	1	85,537	-	85,537	1
3XXX	權益總計	2,570,249	-	2,570,249	27	3,057,087	-	3,057,087	33	3,357,381	-	3,357,381	32
	負債及權益總計	\$ 9,149,690	\$ -	\$ 9,149,690	100	\$ 9,165,405	\$ -	\$ 9,165,405	100	\$ 10,388,652	\$ -	\$ 10,388,652	100

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD 4.1800 及 RMB 1 = NTD 4.5210 換算。

民國 108 年度財務報表之所有之資產、負債、股東權益及損益科目金額，係以民國 108 年 12 月 31 日之匯率 RMB 1 =NTD 4.3150 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
108.1.1-108.12.31	RMB1：NT4.6120	RMB1：NT4.4830	RMB1：NT4.5598
107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併綜合損益表  
民國 109 年及 108 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元，惟  
每股盈餘為元

代碼	項 目	109年1月1日至6月30日				108年1月1日至6月30日			
		依香港一般公認會計原則編製之金額 (註 3)	調節金額 增(減)	依中華民國金管會認可之 IFRSs 編製金額	%	依香港一般公認會計原則編製之金額 (註 3)	調節金額 增(減)	依中華民國金管會認可之 IFRSs 編製金額	%
4000	營業收入	\$ 1,599,519	\$ -	\$ 1,599,519	100	\$ 2,242,891	\$ -	\$ 2,242,891	100
5000	營業成本	( 1,230,274 )	-	( 1,230,274 )	( 77 )	( 1,723,075 )	-	( 1,723,075 )	( 77 )
5900	營業毛利	369,245	-	369,245	23	519,816	-	519,816	23
	營業費用								
6100	銷售費用	( 184,276 )	-	( 184,276 )	( 12 )	( 279,506 )	-	( 279,506 )	( 12 )
6200	管理費用	( 121,479 )	-	( 121,479 )	( 7 )	( 133,668 )	-	( 133,668 )	( 6 )
6300	研發費用	( 44,308 )	-	( 44,308 )	( 3 )	( 65,591 )	-	( 65,591 )	( 3 )
6450	預期信用減損損失	-	16,039	16,039	1	-	-	-	-
6000	營業費用合計	( 350,063 )	16,039	( 334,024 )	( 21 )	( 478,765 )	-	( 478,765 )	( 21 )
6500	其他收益及費損淨額	119,004	( 119,004 )	-	-	540,901	( 540,901 )	-	-
6900	營業淨利	138,186	( 102,965 )	35,221	2	581,952	( 540,901 )	41,051	2
	營業外收入及支出								
7010	其他收入	-	111,422	111,422	7	-	525,620	525,620	23
7020	其他利益及損失	-	( 8,457 )	( 8,457 )	( 1 )	-	15,281	15,281	1
7050	財務成本	( 40,320 )	-	( 40,320 )	( 2 )	( 52,217 )	-	( 52,217 )	( 2 )
7060	採用權益法之關聯企業及合資損益份額	( 470,388 )	-	( 470,388 )	( 29 )	( 359,144 )	-	( 359,144 )	( 16 )
7000	營業外收入及支出合計	( 510,708 )	102,965	( 407,743 )	( 25 )	( 411,361 )	540,901	129,540	6
7900	稅前(虧損)淨利	( 372,522 )	-	( 372,522 )	( 23 )	170,591	-	170,591	8
7950	所得稅費用	( 25,778 )	-	( 25,778 )	( 2 )	( 75,076 )	-	( 75,076 )	( 3 )
8200	本期(虧損)淨利	( 398,300 )	-	( 398,300 )	( 25 )	95,515	-	95,515	5
	其他綜合損益								
	不重分類至損益之項目								
8320	採權益法之關聯企業及合資之其他綜合損益份額	( 573 )	-	( 573 )	-	488	-	488	-
	後續可能重分類至損益之項目								
8361	國外營運機構財務報表換算之兌換差額	13,627	-	13,627	1	1,144	-	1,144	-
8367	透過其他綜合損益按公允價值衡量之債務工具投資未實現評價損益	-	-	-	-	1,605	-	1,605	-
8370	採權益法之關聯企業及合資之其他綜合損益份額	( 5,948 )	-	( 5,948 )	-	19,757	-	19,757	1
8500	本期其他綜合損益總額	( \$ 391,194 )	\$ -	( \$ 391,194 )	( 24 )	\$ 118,509	\$ -	\$ 118,509	6
8600	淨利歸屬於								
8610	本公司業主	( \$ 398,300 )	\$ -	( \$ 398,300 )	( 24 )	\$ 95,515	\$ -	\$ 95,515	5
8700	綜合損益總額歸屬於								
8710	本公司業主	( \$ 391,194 )	\$ -	( \$ 391,194 )	( 24 )	\$ 118,509	\$ -	\$ 118,509	6
	每股盈餘								
9750	基本	( \$ 1.00 )	\$ -	( \$ 1.00 )		\$ 0.24	\$ -	\$ 0.24	
9850	稀釋	( \$ 1.00 )	\$ -	( \$ 1.00 )		\$ 0.24	\$ -	\$ 0.24	

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD 4.1800 及 RMB 1 = NTD 4.5210 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年 度	最 高	最 低	平 均
109.1.1-109.6.30	RMB1：NT4.3650	RMB1：NT4.1800	RMB1：NT4.2607
108.1.1-108.12.31	RMB1：NT4.6120	RMB1：NT4.4830	RMB1：NT4.5598
107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600
106.1.1-106.12.31	RMB1：NT4.6880	RMB1：NT4.3600	RMB1：NT4.5068

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長：朱志洋

經理人：朱志洋

會計主管：葉世強



友佳國際控股有限公司及子公司  
依中華民國金管會認可之 IFRSs 重編後合併現金流量表  
民國 109 年及 108 年 1 月 1 日至 6 月 30 日

單位：新台幣仟元，惟  
每股盈餘為元

項 目	109年1月1日至6月30日			108年1月1日至6月30日		
	依香港一般公認會計原則編製之金額（註3）	調節金額增（減）	依中華民國金管會認可之 IFRSs 編製金額	依香港一般公認會計原則編製之金額（註3）	調節金額增（減）	依中華民國金管會認可之 IFRSs 編製金額
營業活動之現金流量						
本期稅前淨利	(\$ 372,522)	\$ -	(\$ 372,522)	\$ 170,591	\$ -	\$ 170,591
不影響現金流量之收益費損項目						
折舊費用	49,153	-	49,153	42,156	-	42,156
攤銷費用	1,229	-	1,229	14,806	-	14,806
預期信用減損損失	( 16,039 )	-	( 16,039 )	( 986 )	-	( 986 )
財務成本	40,320	-	40,320	52,217	-	52,217
利息收入	( 9,087 )	-	( 9,087 )	( 4,643 )	-	( 4,643 )
採權益法之關聯企業及合資損益份額	470,388	-	470,388	359,144	-	359,144
處分不動產、廠房及設備損失	1,618	-	1,618	18	-	18
存貨跌價損失	5,238	-	5,238	-	-	-
營業資產及負債之淨變動數						
合約資產	( 33,085 )	-	( 33,085 )	14,757	-	14,757
應收帳款	( 185,149 )	-	( 185,149 )	370,410	-	370,410
應收帳款－關係人	50,712	-	50,712	45	-	45
其他應收款	( 64,740 )	-	( 64,740 )	( 37,425 )	-	( 37,425 )
存 貨	123,824	-	123,824	73,222	-	73,222
預付款項	( 119,251 )	-	( 119,251 )	6,727	-	6,727
合約負債	152,829	-	152,829	( 193,892 )	-	( 193,892 )
應付票據	80,611	-	80,611	-	-	-
應付帳款	33,925	-	33,925	190,339	-	190,339
應付帳款－關係人	49,420	-	49,420	( 11,054 )	-	( 11,054 )
其他應付款	( 62,554 )	-	( 62,554 )	32,135	-	32,135
其他應付帳款－關係人	( 4 )	-	( 4 )	( 4,078 )	-	( 4,078 )
負債準備	( 2,132 )	-	( 2,132 )	2,355	-	2,355
營運產生之現金流入	194,704	-	194,704	1,076,844	-	1,076,844
支付之所得稅	( 7,992 )	-	( 7,992 )	( 31,886 )	-	( 31,886 )
營業活動之淨現金流入	<u>186,712</u>	<u>-</u>	<u>186,712</u>	<u>1,044,958</u>	<u>-</u>	<u>1,044,958</u>
投資活動之現金流量						
取得按攤銷後成本衡量之金融資產	( 21,448 )	-	( 21,448 )	( 25,417 )	-	( 25,417 )
處分透過損益按公允價值衡量之金融資產	-	-	-	485,488	-	485,488
購置不動產、廠房及設備	( 4,932 )	-	( 4,932 )	( 82,095 )	-	( 82,095 )
處分不動產、廠房及設備償款	17	-	17	122	-	122
購置無形資產	-	-	-	( 63 )	-	( 63 )
其他應收款－關係人	( 493,274 )	-	( 493,274 )	( 1,409,377 )	-	( 1,409,377 )
遞延收入	( 7,110 )	-	( 7,110 )	39,093	-	39,093
收取之利息	9,087	-	9,087	4,643	-	4,643
投資活動之淨現金流出	<u>( 517,660 )</u>	<u>-</u>	<u>( 517,660 )</u>	<u>( 987,606 )</u>	<u>-</u>	<u>( 987,606 )</u>
籌資活動之現金流量						
短期借款增加	397,711	-	397,711	263,041	-	263,041
長期借款增加	-	-	-	3,771	-	3,771
支付之利息	( 40,320 )	-	( 40,320 )	( 52,217 )	-	( 52,217 )
租賃本金償還	( 7,904 )	-	( 7,904 )	( 6,555 )	-	( 6,555 )
籌資活動淨現金流入	<u>349,487</u>	<u>-</u>	<u>349,487</u>	<u>208,040</u>	<u>-</u>	<u>208,040</u>
匯率變動對現金及約當現金之影響	( 10,107 )	-	( 10,107 )	( 82,544 )	-	( 82,544 )
本期現金及約當現金增加數	8,432	-	8,432	182,848	-	182,848
期初現金及約當現金餘額	<u>323,021</u>	<u>-</u>	<u>323,021</u>	<u>503,874</u>	<u>-</u>	<u>503,874</u>
期末現金及約當現金餘額	<u>\$ 331,453</u>	<u>\$ -</u>	<u>\$ 331,453</u>	<u>\$ 686,722</u>	<u>\$ -</u>	<u>\$ 686,722</u>

註一：民國 109 及 108 年第 2 季財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 109 年及 108 年 6 月 30 日之匯率 RMB 1 = NTD 4.1800 及 RMB 1 = NTD 4.5210 換算。

民國 109 及 108 年度期初財務報表之所有之資產、負債、股東權益及損益科目金額，分別以民國 108 年及 107 年 12 月 31 日之匯率 RMB 1 = NTD 4.3150 及 RMB 1 = NTD 4.4720 換算。

註二：109 年上半年及最近 3 年度人民幣對新台幣最高、最低及平均匯率如下：

年	度	最	高	最	低	平	均
109.1.1-109.6.30		RMB1	NT4.3650	RMB1	NT4.1800	RMB1	NT4.2607
108.1.1-108.12.31		RMB1	NT4.6120	RMB1	NT4.4830	RMB1	NT4.5598
107.1.1-107.12.31		RMB1	NT4.7080	RMB1	NT4.4320	RMB1	NT4.5600
106.1.1-106.12.31		RMB1	NT4.6880	RMB1	NT4.3600	RMB1	NT4.5068

註三：揭露之報表格式業已依中華民國金管會認可之 IFRSs 規定予以調整。

董事長：朱志洋



經理人：朱志洋



會計主管：葉世強



友佳國際控股有限公司及子公司

合併財務報表重編說明

民國 109 及 108 年度第 2 季

(金額除另予註明者外，係以新台幣仟元為單位)

一、合併財務報表重編原則

友佳國際控股有限公司及子公司（以下簡稱合併公司）如附件四所列之民國 109 年第 2 季合併財務報告，係包括友佳國際控股有限公司（以下簡稱本公司）及子公司之合併財務資訊。

合併公司依香港法令及香港財務報告準則（以下簡稱香港一般公認會計原則）編製之主要報表格式，因與中華民國「證券發行人財務報告編製準則」及經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告（以下簡稱「中華民國金管會認可之 IFRSs」）規定不符，爰依中華民國金融監督管理委員會 101 年 12 月 13 日發布之「第二上市（櫃）公司財務報告複核要點」規定，就合併資產負債表、合併綜合損益表及合併現金流量表依中華民國金管會認可之 IFRSs 予以重編（以下簡稱重編合併財務報表）。

因適用之會計原則不同對合併公司民國 109 年第 2 季合併綜合損益表之損益影響金額，並未達證券交易法施行細則第六條所訂應重編財務報表之標準，故上述重編合併財務報表僅依中華民國金管會認可之 IFRSs 規定之格式與分類，將上述合併資產負債表、合併綜合損益表及合併現金流量表予以重分類。

二、中華民國金管會認可之 IFRSs 與香港一般公認會計原則之差異彙總說明

現行已發布生效之中華民國金管會認可之 IFRSs 與香港一般公認會計原則在特定方面存有重大差異；其中影響合併公司民國 109 年及 108 年第 2 季合併資產負債表及民國 109 年度及 108 年第 2 季合併綜合損益表及合併現金流量表，進而影響重編合併財務報表之主要差異，彙總說明如下：

項 目	中 華 民 國 金 管 會 認 可 之 I F R S s	香 港 一 般 公 認 會 計 原 則	對 合 併 重 編 財 務 報 表 之 影 響
(一) 其他收入	非因經常營業活動所發生之收入或利益應帳列營業外收入項下。	分類為營業溢利之一部分。	已予重分類： 109年第2季： 111,422 仟元 108年第2季： 525,620 仟元
(二) 其他利益及損失	非因經常性營業活動所發生之收益或損失應帳列營業外收益或支出項下。	分類為營業溢利之一部分。	已予重分類： 109年第2季： 支出 8,457 仟元 108年第2季： 收益 15,281 仟元
(三) 現金流量表表達方式	依據中華民國金管會認可之 IFRSs，來自營業活動之淨現金流量，係於現金流量表中詳細列示其組成項目，包含本年度稅前淨利、當期存貨及營業應收款與應付款之變動、非現金項目(諸如折舊、攤銷費用、呆帳費用等)。	依據香港一般公認會計原則之慣例，經營活動所得現金淨額之組成項目，可詳細列示於現金流量表中，亦得僅列示彙總之營運所得現金金額及所得稅支付數於現金流量表，再於附註中詳細揭露其組成項目。	已依中華民國金管會認可之 IFRSs 規定予以拆分列示來自營業活動淨現金流量之組成項目。

註：影響金額未達證券交易法施行細則第六條所訂應重編財務報表之標準，未具重大性，故不予以調整或重分類。

# 附 件 三

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(於開曼群島註冊成立之有限公司)

股份代號: 2398



**2020**  
中期報告



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## 公司資料

### 董事會

#### 執行董事

朱志洋 (主席及行政總裁)

陳明河

溫吉堂

#### 獨立非執行董事

顧福身

余玉堂

高文誠

### 公司秘書

羅泰安

### 法定代表

朱志洋

溫吉堂

### 香港法律的法律顧問

胡關李羅律師行

### 核數師

羅申美會計師事務所

### 註冊辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

### 香港的主要營業地點

香港德輔道中317至319號

啟德商業大廈

20樓2003室

### 中國的主要營業地點

中國

浙江省

杭州市

蕭山區

蕭山經濟技術開發區

市心北路120號

### 股份過戶登記處香港分處

卓佳證券登記有限公司

香港

皇后大道東183號

合和中心54樓

### 主要往來銀行

中國銀行

恒生銀行有限公司

中國工商銀行

凱基銀行

兆豐國際商業銀行

臺灣新光銀行

永豐銀行

盤谷銀行

### 股份代號

2398

### 網站

<http://www.goodfriend.hk>



## 管理層討論及分析

二零二零年上半年，新冠疫情給全球經濟帶來巨大衝擊。但得益於中國政府強效的措施，疫情防控形勢不斷向好，復工復產有序推進，中國整體經濟穩步復甦。根據中國國家統計局所發佈的資料顯示，二零二零年第一季度中國國內生產總值(GDP)觸底後，第二季度GDP較去年同期增長3.2%，經濟增長實現了由負轉正。

### 財務回顧

#### 收益

截至二零二零年六月三十日止六個月，本集團錄得收益約人民幣382,660,000元，與二零一九年同期比較下跌約22.9%。於回顧期內，CNC工具機業務的銷售額為約人民幣293,710,000元，較去年同期下跌約28.2%，佔本集團整體收益約76.8%。另一方面，於回顧期內本集團的叉車業務之銷售額較去年同期下跌約59.8%至約人民幣14,000,000元，佔本集團整體收益約3.7%。此外，停車設備業務於回顧期內之銷售額為約人民幣74,950,000元，比較去年同期增加約44.1%，佔總收益約19.5%。

#### 毛利及毛利率

於回顧期內，本集團之毛利約人民幣88,340,000元，而整體毛利率約為23.1%，與去年同期比較大致持平。

#### 分銷及銷售費用

截至二零二零年六月三十日止六個月，分銷及銷售費用為約人民幣44,090,000元，與去年同期比較下跌約28.7%。主要由於管理層嚴格控制開支所致。於回顧期內，分銷及銷售費用佔本集團收益百分比約11.5%，而去年同期為約12.5%。

## 行政費用

於回顧期內行政費用比較去年同期減少約1.7%至約人民幣29,060,000元。

## 財務費用

於回顧期內，財務費用減少至約人民幣9,650,000元，主要由於回顧期內的銀行借款利率下跌所致。

## 分佔聯營公司虧損

截至二零二零年六月三十日止六個月，分佔聯營公司虧損為約人民幣111,830,000元（二零一九年同期：分佔虧損約人民幣80,760,000元）。乃指於回顧期內分佔其位於德國的聯營公司的業績。

## 本公司擁有人應佔虧損

截至二零二零年六月三十日止六個月，本公司擁有人應佔虧損約人民幣95,290,000元。而截至二零一九年六月三十日止六個月，本公司擁有人應佔溢利約人民幣21,130,000元。

## 前景展望

二零二零年初，新冠疫情對本集團生產經營帶來前所未有的挑戰。儘管如此，隨著中國政府採取的各項嚴格防控政策取得了階段性成果，加上本集團實施有效的業務策略，經營情況持續好轉。本集團於今年第二季度的整體表現較第一季度明顯恢復過來。雖然本集團於回顧期內的業績因需分佔位於德國的聯營公司之虧損而錄得虧損，惟此分佔聯營公司虧損屬非現金項目，因此對本集團的經營現金流量並無影響。另外，在計入此項目前，本集團於截至二零二零年六月三十日止六個月在此嚴峻經營環境下乃錄得除稅前溢利約人民幣22,710,000元。因此，管理層認為本集團的整體財務狀況仍然維持穩健。

展望二零二零年下半年，持續緊張的中美關係及揮之不去的新冠疫情影响，宏觀環境仍存在不確定性。中國政府明確提出要紮實做好「六穩」工作，落實「六保」任務，在此政策下預計中國經濟將穩步向好。本集團會密切注意全球經濟走勢及市場變化，以能抓緊機遇及減低營運風險。另一方面，管理層亦會繼續管控營運成本以使本集團能達致更理想的營運效益。管理層對於本集團的長遠發展前景保持樂觀。

### 流動資金及財務資源

本集團的營運資金主要由內部經營活動現金流及現有銀行貸款作融資。於二零二零年六月三十日，本集團的銀行及現金結餘約為人民幣79,300,000元（二零一九年十二月三十一日：人民幣74,860,000元）。於二零二零年六月三十日，本集團的流動資產淨額約為人民幣59,490,000元（二零一九年十二月三十一日：人民幣34,620,000元），而短期銀行借款約為人民幣495,220,000元（二零一九年十二月三十一日：人民幣400,070,000元）。於二零二零年六月三十日，本集團的流動比率（流動資產總額對流動負債總額）約為1.0倍（二零一九年十二月三十一日：1.0倍）。於二零二零年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為22.6%（二零一九年十二月三十一日：18.8%），反映本集團整體財務狀況仍保持穩健。

### 資本架構

於二零二零年六月三十日，本公司的股本為4,030,740港元，分403,074,000股每股0.01港元的股份（二零一九年十二月三十一日：4,030,740港元，分為403,074,000股每股0.01港元的股份）。

### 僱員及薪酬政策

於二零二零年六月三十日，本集團在香港及中國僱用合共約1,010位（二零一九年十二月三十一日：1,080位）全職僱員。本集團的薪酬政策將定期依據市場趨勢、未來計劃及檢討僱員的個人表現而制訂。除提供公積金計劃及國家管理社會福利計劃外，購股權（如有）可能根據對個別僱員表現的評估向僱員授出，以作獎勵。

### 資本承擔及或然負債

於二零二零年六月三十日，本集團就樓宇建設已訂約但尚未於財務報表撥備的資本支出承擔約人民幣24,040,000元（二零一九年十二月三十一日：人民幣24,250,000元）。於二零二零年六月三十日，本集團並無任何重大或然負債（二零一九年十二月三十一日：無）。

### 集團資產押記

於二零二零年六月三十日，本集團有限制性銀行存款約人民幣111,460,000元（二零一九年十二月三十一日：人民幣106,330,000元）。

於二零二零年六月三十日，本公司之附屬公司以總賬面值人民幣86,340,000元（二零一九年十二月三十一日：人民幣82,480,000元）之土地使用權及樓宇抵押作本集團獲授之其他借貸。

## 權益披露

### 董事的股份權益

於二零二零年六月三十日，董事或行政總裁於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有根據證券及期貨條例第352條須存置的本公司登記冊所記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉如下：

#### 1. 於本公司及其相聯法團的股份、相關股份及債券的好倉總額

##### (a) 於本公司之權益

董事姓名	權益性質	於二零二零年 六月三十日	
		證券數目 及類別	佔已發行股份 的概約百分比
朱志洋先生（「朱先生」）	公司權益	20,000,000 (附註)	4.96%

附註：該20,000,000股股份由金日環球投資有限公司（「金日」）所持有。朱先生持有金日已發行股份之72.22%，故根據證券及期貨條例，朱先生被視為於金日持有之20,000,000股股份中擁有權益。

(b) 於本公司相聯法團之權益

董事姓名	相聯團名稱	權益性質	證券數目及類別	於二零二零年
				六月三十日 持股概約 百分比
朱先生	友嘉實業	實益擁有人	15,527,255股 普通股股份	15.16%
	友嘉實業	配偶權益 (附註1)	2,540,969股 普通股股份	2.48%
	Fair Fine (Hangzhou) Industrial Co., Ltd. (附註2)	實益擁有人	750股 普通股股份	0.03%

附註：

1. 朱先生之配偶王紫緹女士(「王女士」)持有友嘉實業已發行股本2.48%，故根據證券及期貨條例，朱先生被視為於王女士所持的友嘉實業所有股份中擁有權益。
2. Fair Fine (Hangzhou) Industrial Co., Ltd.為友嘉實業的非全資附屬公司，故根據證券及期貨條例為本公司的相聯法團。

除上文所披露者外，於二零二零年六月三十日，本公司董事或高級行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的好倉股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊，或根據標準守則須知會本公司及聯交所的任何權益。

## **2. 於本公司及其相聯法團的股份、相關股份及債券中的淡倉總額**

於二零二零年六月三十日，本公司董事或高級行政人員概無於本公司或其相聯法團的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置的登記冊或根據標準守則須知會本公司及聯交所的任何淡倉權益。

### **董事認購股份或債券的權利**

除於二零一六年六月二日採納之本公司購股權計劃外，於期內任何時間，任何本公司董事或高級行政人員、彼等各自之配偶或未滿十八歲的子女概無獲授可透過收購本公司股份或債券而獲益之任何權利，彼等過往亦從無行使任何有關權利；本公司或其任何附屬公司概無訂立任何安排（下述購股權計劃除外），使董事可藉購入本公司或任何其他法團的股份或債券而獲得上述權利或利益。

### **購股權計劃**

本公司於二零一六年六月二日採納購股權計劃（「該計劃」），據此，董事會可酌情向董事及其他合資格人士（如該計劃所定義）授出購股權以供彼等認購本公司股份，作為彼等對本集團的成功作出貢獻的獎勵及／或回饋。有關該計劃載於本公司二零一六年四月二十九日寄發之通函內。

自採納該計劃以來並無授出任何購股權。

## 主要股東

於二零二零年六月三十日，每位人士（本公司董事或高級行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉如下：

### 1. 於本公司股份及相關股份的好倉總額

股東名稱	權益性質	所持普通股數目	於二零二零年
			六月三十日 佔已發行股份 的概約百分比
友佳實業（香港） 有限公司 （「友佳實業香港」）	實益擁有人	232,000,000股 （附註）	57.56%
友嘉實業	受控制公司的權益	232,208,000股 （附註）	57.61%

附註：友嘉實業擁有友佳實業香港約99.99%權益，故根據證券及期貨條例，友嘉實業被視為於友佳實業香港所持有的232,000,000股本公司股份的好倉中擁有權益。

除上文所披露者外，於二零二零年六月三十日，根據證券及期貨條例第336條規定須予存置的本公司登記冊所記錄，並無其他人士於本公司股份或相關股份中擁有權益或淡倉。

## 其他資料

### 根據上市規則第13.51B(1)條之董事資料變動

本公司並不知悉須根據上市規則第13.51B(1)條予以披露之自二零一九年年報以來之本公司董事資料變動。

### 中期股息

董事不建議派發截至二零二零年六月三十日止六個月之中期股息（二零一九年：無）。

### 購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於截至二零二零年六月三十日止六個月內概無購買、贖回或出售任何本公司上市證券。

### 董事進行證券交易的標準守則

本公司已採納聯交所證券上市規則（「上市規則」）附錄十所載之標準守則（「標準守則」），作為董事進行證券交易的守則。經向全體董事作出特定查詢後，本公司確認全體董事於回顧期內均一直遵守標準守則所載的標準規定。

### 企業管治守則

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（「企業管治守則」），惟下列除外。

守則條文第E.1.2條規定董事會主席應出席股東週年大會。由於本公司董事會主席朱志洋先生因商務工幹未能出席本公司於二零二零年六月三十日舉行之股東週年大會，根據本公司之章程細則，該股東週年大會由本公司之獨立非執行董事顧福身先生出任會議主席。

守則條文第A.2.1條規定主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司當時的行政總裁及執行董事陳向榮先生於二零一八年十一月八日離世。本公司董事會主席朱志洋先生於二零一八年十二月七日獲委任為行政總裁。儘管此兩角色從二零一八年十二月七日起由同一位人士擔任，其部份責任由其他執行董事分擔以平衡權力。此外，所有重大決定均經由董事會及高級管理層商議後才作出。另董事會包含三位獨立非執行董事，彼等帶來不同獨立之觀點。因此，董事會認為已具備足夠的權力平衡及保障。董事會將定期進行檢討及監督，確保目前結構不會削弱本公司的權力平衡。



### 審核委員會

本公司已成立審核委員會（「審核委員會」），並遵循企業管治守則以書面制訂職權範圍。審核委員會成員包括本公司三位獨立非執行董事，分別為顧福身先生（擔任主席）、余玉堂先生及高文誠先生。審核委員會的主要職責為檢討及監管本集團的財務匯報程序及內部監控系統。審核委員會已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財務資料。

### 提名委員會

本公司已成立提名委員會（「提名委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括三位獨立非執行董事，分別為顧福身先生（擔任主席）、余玉堂先生及高文誠先生。

提名委員會的功能為檢討及監督董事會的架構、規模及組成；物色合資格人士出任董事會成員；評估獨立非執行董事的獨立性，以及向董事會就委任或重選董事作出推薦建議。

### 薪酬委員會

本公司已成立薪酬委員會（「薪酬委員會」），並遵循企業管治守則以書面制訂職權範圍，成員包括三位獨立非執行董事，分別為顧福身先生（擔任主席）、余玉堂先生及高文誠先生。

薪酬委員會的功能為制定及檢討董事及高級管理層的薪酬政策及架構。

承董事會命  
友佳國際控股有限公司  
主席  
朱志洋

香港，二零二零年八月二十八日

## 簡明綜合損益及其他全面收益表

截至二零二零年六月三十日止六個月

		截至六月三十日止六個月	
	附註	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
收益	4	382,660	496,105
收益成本	5	(294,324)	(381,127)
毛利		88,336	114,978
其他收入	6	26,656	116,262
分銷及銷售費用		(44,085)	(61,824)
行政費用		(29,062)	(29,566)
研發成本		(10,600)	(14,508)
其他收益及虧損		3,836	3,558
其他營運費用		(2,022)	(178)
財務費用		(9,646)	(11,550)
分佔合營企業溢利		(705)	1,317
分佔聯營公司虧損	13	(111,828)	(80,756)
除所得稅前(虧損)溢利	7	(89,120)	37,733
所得稅開支	8	(6,167)	(16,606)
本公司擁有人應佔(虧損)溢利		(95,287)	21,127
<b>其他全面收益：</b>			
<b>將不會重新分類至損益的項目：</b>			
分佔聯營公司其他全面收益		(137)	108

		截至六月三十日止六個月	
	附註	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
<b>可能重新分類至損益的項目：</b>			
分佔聯營公司其他全面收益		(1,423)	4,370
換算海外業務產生之匯兌差額		3,260	253
按公平值計入其他全面收益 （「按公平值計入其他全面收益」）之 應收款項之公平值收益淨額		<u>—</u>	<u>355</u>
		<u>1,837</u>	<u>4,978</u>
		<u>1,700</u>	<u>5,086</u>
本公司擁有人應佔全面收益總額		<u>(93,587)</u>	<u>26,213</u>
每股（虧損）盈利（以每股人民幣元列示）			
— 基本	9	(0.24)	0.05

## 簡明綜合財務狀況表

於二零二零年六月三十日

	附註	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
<b>非流動資產</b>			
物業、廠房及設備	11	210,622	218,344
使用權資產	11	123,985	124,371
無形資產		1,113	1,407
於合營企業的投資	12	20,941	21,646
於聯營公司的投資	13	282,198	392,326
遞延稅項資產	14	27,438	27,991
		<u>666,297</u>	<u>786,085</u>
<b>流動資產</b>			
存貨		462,177	493,053
貿易應收賬款及其他應收款項及預付款項	15	303,341	227,096
合約資產	16	52,314	44,399
應收貸款		49,295	48,394
按公平值計入其他全面收益之應收款項		116,947	101,945
應收最終控股公司款項	23	2,645	—
應收同系附屬公司及最終控股公司的 聯營公司的款項	23	475	6,248
應收合營企業款項	23	567	512
應收聯營公司及聯營公司的附屬公司款項	23	344,104	235,155
限制性銀行結餘		111,464	106,333
銀行及現金結餘		79,295	74,860
		<u>1,522,624</u>	<u>1,337,995</u>

	附註	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
<b>流動負債</b>			
貿易應付賬款及其他應付款項及應計開支	18	401,658	389,300
合約負債		336,898	300,336
遞延收益	21	1,410	1,410
應付最終控股公司款項	23	1,077	157
應付直接控股公司款項	23	15,870	815
應付同系附屬公司及最終控股公司的 聯營公司款項	23	2,168	2,457
應付合營企業款項	23	414	380
應付一間聯營公司及一間聯營公司的 附屬公司款項	23	19,583	23,481
租賃負債		3,163	2,486
訴訟申索撥備		60,117	60,117
退貨負債		100,903	100,903
即期稅項負債		21,147	17,445
銀行借貸	19	495,217	400,071
保證撥備		3,509	4,019
		<u>1,463,134</u>	<u>1,303,377</u>
<b>流動資產淨值</b>		<u>59,490</u>	<u>34,618</u>
<b>總資產減流動負債</b>		<u>725,787</u>	<u>820,703</u>
<b>非流動負債</b>			
租賃負債		2,156	1,784
其他借貸		36,760	36,760
遞延收益	21	71,979	73,680
		<u>110,895</u>	<u>112,224</u>
<b>資產淨值</b>		<u>614,892</u>	<u>708,479</u>
<b>資本及儲備</b>			
股本	20	4,021	4,021
股份溢價		82,183	82,183
資本儲備		77,338	77,338
其他儲備		68,291	66,454
保留盈利		383,059	478,483
<b>總權益</b>		<u>614,892</u>	<u>708,479</u>

## 簡明綜合權益變動表

截至二零二零年六月三十日止六個月

	股本 人民幣千元	股份溢價 人民幣千元	資本儲備 人民幣千元	其他儲備 人民幣千元	保留盈利 人民幣千元	總權益 人民幣千元
於二零一九年一月一日	4,022	82,281	77,338	58,361	494,404	716,406
期內溢利					21,127	21,127
<b>其他全面收益</b>						
分佔聯營公司其他全面收益 (附註13)	-	-	-	4,370	108	4,478
換算海外業務產生之匯兌差額	-	-	-	253	-	253
按公平值計入其他全面收益之 應收款項之公平值收益淨額	-	-	-	355	-	355
	-	-	-	4,978	108	5,086
<b>全面收益總額</b>	-	-	-	4,978	21,235	26,213
轉撥至法定儲備	-	-	-	638	(638)	-
於二零一九年六月三十日 (未經審核)	4,022	82,281	77,338	63,977	515,001	742,619
於二零一九年十二月三十一日 (經審核)	4,021	82,183	77,338	66,454	478,483	708,479

	股本 人民幣千元	股份溢價 人民幣千元	資本儲備 人民幣千元	其他儲備 人民幣千元	保留盈利 人民幣千元	總權益 人民幣千元
期內虧損					(95,287)	(95,287)
其他全面收益(開支)						
分佔聯營公司其他全面收益 (附註13)	-	-	-	(1,423)	(137)	(1,560)
換算海外業務產生之匯兌差額	-	-	-	3,260	-	3,260
	-	-	-	1,837	(137)	1,700
全面收益(開支)總額	-	-	-	1,837	(95,424)	(93,587)
於二零二零年六月三十日 (未經審核)	4,021	82,183	77,338	68,291	383,059	614,892

## 簡明綜合現金流量表

截至二零二零年六月三十日止六個月

	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
<b>經營活動</b>		
營運所得現金	42,718	135,567
已繳所得稅及預扣稅	(6,167)	(19,071)
<b>經營活動所得現金淨額</b>	<b>36,551</b>	<b>116,496</b>
<b>投資活動</b>		
收購物業、廠房及設備以及無形資產	(4,042)	(18,173)
聯營公司及一間聯營公司的附屬公司還款	36,352	16,367
向聯營公司及一間聯營公司的附屬公司作出的墊款	(149,199)	(232,564)
出售物業、廠房及設備所得款項	4	27
購入按公平值計入損益之金融資產	—	(131,905)
提取按公平值計入損益之金融資產	—	239,290
已收利息	2,174	875
存入限制性銀行存款	(5,131)	(20,892)
提取限制性銀行存款	—	15,270
<b>投資活動所用現金淨額</b>	<b>(119,842)</b>	<b>(131,705)</b>



	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
<b>融資活動</b>		
銀行借貸所得款項	1,462,804	1,663,563
償還銀行借貸	(1,367,658)	(1,605,381)
償還租賃負債	(1,891)	(1,450)
政府補貼所得款項	6,006	8,647
已付利息	(9,646)	(11,446)
<b>融資活動所得現金淨額</b>	<b>89,615</b>	<b>53,933</b>
<b>現金及現金等值物增加(減少)淨額</b>	<b>6,324</b>	<b>38,724</b>
期初現金及現金等值物	74,860	112,673
匯率變動之影響	(1,889)	499
<b>期終現金及現金等值物，指銀行結餘及現金</b>	<b>79,295</b>	<b>151,896</b>

## 簡明綜合財務報表附註

截至二零二零年六月三十日止六個月

### 1. 一般資料

友佳國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）從事設計及生產電腦數控工具機、立體停車設備及叉車。

本公司於開曼群島註冊成立，其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司之股份自二零零六年一月十一日起在香港聯合交易所有限公司主板上市。此外，本公司於二零一零年三月十八日在台灣證券交易所（「台灣證券交易所」）發行及上市67,200,000份台灣存託憑證，相當於本公司67,200,000股新近發行的股份。友佳實業（香港）有限公司（一間在香港註冊成立的公司）及友嘉實業股份有限公司（「友嘉」）（一間在台灣註冊成立的公司）分別為直接控股公司及最終控股公司。

本簡明綜合財務報表均以本公司功能貨幣人民幣（「人民幣」）呈報。本簡明綜合財務報表已由董事會於二零二零年八月二十八日批准刊發。

### 2. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。簡明綜合財務報表應與根據香港財務報告準則（「香港財務報告準則」）編製之截至二零一九年十二月三十一日止年度之年度財務報表一併閱讀。

### 3. 主要會計政策

香港會計師公會已頒佈下列於本集團本會計期間首次生效之香港財務報告準則之修訂本：

- 香港財務報告準則第3號之修訂本，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號之修訂本，利率基準改革
- 香港會計準則第1號及香港會計準則第8號之修訂本，重大的定義

該等發展對本集團當前或過往期間業績及財務狀況之編製或呈列方式並無重大影響。本集團並無採用於當前會計期間尚未生效的任何新訂準則或詮釋。

### 4. 來自貨品的收入 收入的細分

	截至六月三十日止六個月	
	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
工具機	293,710	409,201
停車設備	74,945	52,031
叉車	14,005	34,873
	<u>382,660</u>	<u>496,105</u>

## 5. 分類資料

主要經營決策者已確定為本公司執行董事（「執行董事」）。執行董事審閱本集團的內部報告，以評估表現及分配資源。管理層根據執行董事用於作出策略決定所審議的該等報告釐定經營分類。

執行董事認為本集團有三個呈報分類：(1)工具機、(2)停車設備，及(3)叉車。

執行董事根據與簡明綜合財務報表所採納者一致之各自的毛利評估經營分類之表現。

本集團並無分配分銷及銷售費用、行政費用、其他營運費用或資產至其分類，因為執行董事並無使用此等資料分配資源至經營分類或評估經營分類的表現。因此，本集團並無報告各呈報分類的溢利及總資產的計量。

截至二零二零年六月三十日止六個月  
(未經審核)

	工具機 人民幣千元	停車設備 人民幣千元	叉車 人民幣千元	集團總計 人民幣千元
收益（均來自外部銷售）	293,710	74,945	14,005	382,660
收益成本	(219,472)	(60,979)	(13,873)	(294,324)
分類溢利	74,238	13,966	132	88,336

截至二零一九年六月三十日止六個月  
(未經審核)

	工具機 人民幣千元	停車設備 人民幣千元	叉車 人民幣千元	集團總計 人民幣千元
收益（均來自外部銷售）	409,201	52,031	34,873	496,105
收益成本	(301,383)	(46,303)	(33,441)	(381,127)
分類溢利	107,818	5,728	1,432	114,978

本集團大部分業務及資產位於中國，及本集團主要向中國市場出售產品。

## 5. 分類資料(續)

### 分部資產及負債

由於並無向執行董事定期提供分部資產及負債資料以作資源分配及表現評估的決定，故並無提供該等資料。

## 6. 其他收入

	截至六月三十日止六個月	
	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
來自聯營公司FFG Werke GmbH的賠償收入	—	80,437
銷售原材料	2,341	3,362
與收入相關的政府補貼*	6,006	12,488
維修收入	969	3,306
租金收入	621	766
利息收入	2,174	1,027
諮詢收入	8,368	11,046
加工收入	5,522	—
其他	655	3,830
	<u>26,656</u>	<u>116,262</u>

- \* 政府補貼主要指返還有關銷售工具機所涉及軟件之增值稅。該等補貼入賬列作即時財務支援，預計未來不會產生相關成本，亦不會與任何資產有關連。

## 7. 除所得稅前（虧損）溢利

除所得稅前（虧損）溢利已扣除（計入）下列各項：

	截至六月三十日止六個月	
	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
使用權資產折舊	3,248	2,854
物業、廠房及設備折舊	8,511	10,159
無形資產攤銷	295	422
	<hr/>	<hr/>
折舊及攤銷總額	12,054	13,435
資本化於存貨	(4,239)	(4,975)
	<hr/>	<hr/>
	7,815	8,460
對下列各項進行分析：		
於銷售費用扣除	571	571
於行政費用扣除	5,644	5,879
於其他費用扣除	1,358	1,651
於研究開支扣除	242	359
	<hr/>	<hr/>
	7,815	8,460
確認為開支的存貨成本	294,324	381,127
存貨撇減淨額	1,253	793
出售物業、廠房及設備之淨虧損	40	4
淨匯兌虧損（收益）	1,889	(1,981)
保證撥備	1,151	1,599
產生租金收入的直接經營開支	288	313
	<hr/>	<hr/>

## 8. 所得稅開支

	截至六月三十日止六個月	
	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
即期企業所得稅(「企業所得稅」)	7,223	14,530
遞延稅項(抵免)開支	(1,056)	2,076
	<u>6,167</u>	<u>16,606</u>

於兩個期間內，由於本集團並無於開曼群島產生任何應課稅溢利，因此並無就開曼群島利得稅作出撥備。

於兩個期間內，由於本集團並無於香港產生任何應課稅溢利，因此並無就香港利得稅作出撥備。

企業所得稅乃就中國的企業按25%計提撥備，惟杭州友佳精密機械有限公司(「杭州友佳」)除外。於二零一九年，杭州友佳獲相關政府當局批准延續其高新技術企業稱號，有權於二零一九年起計的三年期間享有15%的優惠稅率。因此，杭州友佳於本回顧期間的適用稅率為15%(截至二零一九年六月三十日止六個月：15%)。

根據二零零七年十二月六日頒佈的《中國企業所得稅法實施條例》，自二零零八年一月一日起於中國成立的公司向其當時海外投資者匯付的股息應按10%的稅率繳納預扣稅。倘中國內地與海外投資者所在司法權區訂有稅項安排，則可採用較低的預扣稅稅率。根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》(或稱中港兩地稅務安排)，合資格香港稅務居民如身為中國居民企業的「實益擁有人」並持有其25%或以上股權，則有權享有按5%的減低預扣稅稅率納稅。

於本中期期間，本公司董事已評定任何中國附屬公司將不會於可見將來宣派任何股息。由於本集團有能力控制撥回該等暫時性差額之時間且該等暫時性差額不大可能於可見將來撥回，因此，本公司董事認為中國附屬公司無須就其未分派保留盈利繳納預扣稅。

## 9. 每股（虧損）盈利

每股基本（虧損）盈利乃按本公司擁有人應佔虧損人民幣95,287,000元（截至二零一九年六月三十日止六個月期間：本公司擁有人應佔溢利人民幣21,127,000元）除以期內已發行普通股數目403,074,000股股份（截至二零一九年六月三十日止六個月期間：403,200,000股股份）計算。

	截至六月三十日止六個月	
	二零二零年 (未經審核)	二零一九年 (未經審核)
每股基本（虧損）盈利（每股人民幣元）	(0.24)	0.05

由於兩個期間內並無已發行潛在攤薄普通股，故並無呈列每股攤薄（虧損）盈利。

## 10. 股息

於本中期期間，並無宣派及派付有關截至二零一九年十二月三十一日止年度之股息予本公司擁有人（截至二零一九年六月三十日止六個月：無）。

於本中期期間概無派付、宣派或擬派付任何股息。本公司董事已決定將不派付有關本中期期間的股息（截至二零一九年六月三十日止六個月：無）。

## 11. 物業、廠房及設備及使用權資產變動

於本中期期間，本集團出售若干賬面值合共為人民幣391,000元（截至二零一九年六月三十日止六個月：人民幣31,000元）的物業、廠房及設備，所得款項為人民幣4,000元（截至二零一九年六月三十日止六個月：人民幣27,000元），導致出售虧損人民幣387,000元（截至二零一九年六月三十日止六個月：出售收益淨額人民幣4,000元）。此外，本集團花費人民幣1,180,000元（截至二零一九年六月三十日止六個月：人民幣18,159,000元）添置物業、廠房及設備。

於本中期期間，本集團訂立新租賃協議，就辦公室用途租賃為1至4年。本集團於合約期間須按月作出固定付款。於租賃開始時，本集團確認使用權資產人民幣123,985,000元及租賃負債人民幣5,319,000元。



## 12. 於合營企業的投資

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	於 二零一九年 十二月三十一日 人民幣千元 (經審核)
於合營企業非上市投資的成本	27,666	27,666
分佔收購後虧損	(6,725)	(6,020)
	<u>20,941</u>	<u>21,646</u>

## 13. 於聯營公司的投資

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	於 二零一九年 十二月三十一日 人民幣千元 (經審核)
於聯營公司非上市投資的成本	556,380	556,380
分佔收購後虧損及其他全面收益	(305,237)	(191,849)
換算海外業務產生之匯兌差額	<u>31,055</u>	<u>27,795</u>
	<u>282,198</u>	<u>392,326</u>

### 13. 於聯營公司的投資（續）

本集團分佔聯營公司截至二零二零年及二零一九年六月三十日止六個月的業績及聯營公司於二零二零年及二零一九年六月三十日的總資產及負債列示如下：

	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
資產	3,587,680	4,041,452
負債	2,849,831	3,452,699
分佔虧損	(111,828)	(80,756)
分佔其他全面收益*	(1,560)	4,478

- \* 分佔其他全面收益指合共分佔換算海外業務產生之匯兌差額人民幣(1,423,000)元（二零一九年：人民幣4,370,000元）及界定福利計劃之重新計量收益人民幣(137,000)元（二零一九年：人民幣108,000元）。

### 14. 遞延稅項

下表載列於本中期及上個中期期間確認的主要遞延稅項資產及相關變動：

	應收款項 呆賬撥備 人民幣千元	存貨撥備 人民幣千元	保證撥備 人民幣千元	遞延收益 人民幣千元	其他 人民幣千元	總計 人民幣千元
於二零一九年一月一日	4,744	1,195	766	16,761	4,054	27,520
於其他全面收益扣除	(63)	—	—	—	—	(63)
於損益內扣除	(247)	(14)	(76)	(82)	(1,657)	(2,076)
於二零一九年六月三十日 (未經審核)	4,434	1,181	690	16,679	2,397	25,381
於二零二零年一月一日（經審核）	4,266	1,655	766	16,520	4,784	27,991
於損益內扣除	(553)	—	—	—	—	(553)
於二零二零年六月三十日 (未經審核)	3,713	1,655	766	16,520	4,784	27,438

## 15. 貿易應收賬款及其他應收款項及預付款項

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
貿易應收賬款	254,744	225,452
減：貿易應收賬款減值撥備	(35,759)	(39,596)
	218,985	185,856
預付款項	43,278	14,749
其他應收款項	41,078	26,491
貿易應收賬款及其他應收款項及預付款項總額	303,341	227,096

本集團一般授予其客戶30至180天信貸期。

貿易應收賬款總額根據逾期日的賬齡分析如下：

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
即期－30天	63,433	21,541
31－60天	23,553	18,300
61－90天	8,908	14,376
91－180天	2,855	23,947
180天以上	120,236	107,692
	218,985	185,856

## 16. 合約資產

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
工具機	49,352	34,041
停車設備	<u>3,181</u>	<u>10,577</u>
	52,533	44,618
減：合約資產減值虧損	<u>(219)</u>	<u>(219)</u>
	<u>52,314</u>	<u>44,399</u>

17. 預期信貸虧損(「預期信貸虧損」)模式下的金融資產及其他項目的減值評估截至二零二零年六月三十日止之六個月之簡明綜合財務報表中使用的輸入數據及假設的確定基礎以及估計方法，與編製本集團截至二零一九年十二月三十一日止之年度之年度財務報表應用的輸入數據及假設的確定基礎以及估計方法一致。

## 18. 貿易應付賬款及其他應付款項及應計開支

	於	
	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
貿易應付賬款	171,001	162,885
應付票據	169,429	150,144
其他應付款項	37,403	32,152
應計開支	23,825	44,119
貿易應付賬款及其他應付款項及應計開支總額	401,658	389,300

本集團一般從其供應商獲得30至60天信貸期。貿易應付賬款及應付票據根據到期日呈列的賬齡分析如下：

	於	
	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
即期－30天	67,468	54,647
31－60天	34,796	47,414
61－90天	39,831	45,400
91－180天	145,947	73,700
180天以上	52,388	91,868
	340,430	313,029

## 19. 銀行借款

於本中期期間，本集團取得人民幣1,462,804,000元之新銀行貸款（截至二零一九年六月三十日止六個月：人民幣1,663,563,000元）。此類貸款按每年介乎1.60%至5.55%之可變動市場利率付息，並於一年內分期償付。

## 20. 股本

	股份數目 千股	面值 人民幣千元
每股面值0.01港元之普通股		
法定：		
於二零一九年一月一日（經審核）、		
二零一九年六月三十日（未經審核）、		
二零一九年十二月三十一日（經審核）及		
二零二零年六月三十日（未經審核）	1,000,000	10,211
已發行及繳足：		
於二零一九年一月一日（經審核）及		
二零一九年六月三十日（未經審核）	403,200	4,022
購回及註銷股份	(126)	(1)
於二零一九年十二月三十一日（經審核）及		
二零二零年六月三十日（未經審核）	403,074	4,021

## 21. 遞延收益

	於	
	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
與資產相關之政府補貼	<u>73,389</u>	<u>75,090</u>
對下列各項進行分析：		
流動負債	1,410	1,410
非流動負債	<u>71,979</u>	<u>73,680</u>
	<u>73,389</u>	<u>75,090</u>

於二零一六年十一月及二零一九年七月，本公司一間全資擁有的附屬公司友嘉（河南）精密機械有限公司（「友嘉河南」）就其土地使用之具體目的獲得若干政府補貼及補助分別為人民幣61,180,000元及8,647,000元。該等補貼及補助將按土地租賃期間於損益內其他收入中確認。

此外，於二零一八年四月，友嘉河南收到一筆利益金額為人民幣9,012,000元的政府補貼免息貸款。而廠房及設備之相關建設仍在施工，故遞延收益尚未於損益中確認。

## 22. 資本承擔

	於	
	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
就樓宇建設已訂約但尚未撥備之資本支出	<u>24,036</u>	<u>24,246</u>

## 23. 關連人士交易

### (1) 交易及結餘

於本中期期間及截至報告期末，本集團與其關連人士曾進行以下交易及持有以下結餘：

#### 交易

公司名稱	關係	交易性質	截至六月三十日止六個月	
			二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
<b>最終控股公司</b>				
友嘉實業股份有限公司 (「友嘉」)	最終控股公司	採購貨品 購買服務	11,516 815	4,738 4,054
<b>直接控股公司</b>				
友佳實業(香港)有限公司 (「友佳實業香港」)	直接控股公司	採購貨品	15,914	25,516
<b>同系附屬公司及 最終控股公司的聯營公司</b>				
杭州友嘉高松機械有限公司 (「友嘉高松」)	最終控股公司的 聯營公司	提供服務 租金收入 採購貨品	296 22 659	1,080 36 -
友銓電子股份有限公司 (「友銓」)	最終控股公司的 聯營公司	銷售貨品 利息收入	- -	4 33
FFG DMC Co., Ltd (「FFG DMC」)	同系附屬公司	銷售貨品 採購貨品	- 3,537	581 2,465
SMS Holding Co., Inc	同系附屬公司	銷售貨品	209	63



## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

交易（續）

公司名稱	關係	交易性質	截至六月三十日止六個月	
			二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
合營企業				
AIF	合營企業	提供服務	501	610
		租金收入	23	23
Feeler Mectron	合營企業	提供服務	181	195
		採購貨品	572	–
		租金收入	9	34
UFM	合營企業	採購貨品	898	929
		提供服務	48	45
		利息收入	8	7
Nippon Cable Feeler	合營企業	購買服務	8	20
		提供服務	11	10
聯營公司及一間聯營公司的 附屬公司				
FFG (Shanghai)	一間聯營公司之 附屬公司	利息收入	367	36
MAG Automotive LLC	一間聯營公司之 附屬公司	提供服務	126	–

## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

上述交易的條款乃根據本公司與各相關關連人士訂立的框架協議規管：

#### 結餘

公司名稱	關係	結餘性質	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
<b>最終控股公司</b>				
友嘉實業	最終控股公司	貿易應付賬款（附註(a)）	(844)	(157)
		墊款（附註(b)）	2,645	-
		其他應付賬款（附註(b)）	(233)	-
應收最終控股公司款項			2,645	-
應付最終控股公司款項			(1,077)	(157)
<b>直接控股公司</b>				
友佳實業香港	直接控股公司	貿易應付賬款（附註(a)）	(3,544)	(815)
		其他應付賬款（附註(b)）	(12,326)	-
應付直接控股公司款項			(15,870)	(815)
<b>同系附屬公司及 最終控股公司的聯營公司</b>				
松穎機械	同系附屬公司	貿易應付賬款（附註(a)）	(2,168)	(2,144)
FFG DMC	同系附屬公司	貿易應收賬款（附註(a)）	167	160
		其他應收賬款（附註(b)）	-	2,931
		貿易應付賬款（附註(a)）	-	(303)
		預收（附註(b)）	-	(10)
友嘉高松	最終控股公司的 聯營公司	其他應收賬款（附註(b)）	99	39
		貿易應收賬款（附註(a)）	-	151

## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

#### 結餘（續）

公司名稱	關係	結餘性質	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
SMS Holding	同系附屬公司	貿易應收賬款（附註(a)）	209	17
友銓	同系附屬公司	其他應收賬款（附註(b)）	-	2,950
應收同系附屬公司及 最終控股公司的 聯營公司的款項			475	6,248
應付同系附屬公司及 最終控股公司的 聯營公司的款項			(2,168)	(2,457)
<b>合營企業</b>				
AIF	合營企業	其他應收賬款（附註(b)）	237	116
Feeler Mectron	合營企業	貿易應收賬款（附註(a)）	0	52
		其他應收賬款（附註(b)）	25	19
UFM	合營企業	貿易應付賬款（附註(a)）	0	(379)
		其他應收賬款（附註(b)）	305	316
		其他應付賬款（附註(b)）	(412)	0
Nippon Cable Feeler	合營企業	其他應收賬款（附註(b)）	0	9
		其他應付款項（附註(b)）	(2)	(1)
應收合營企業款項			567	512
應付合營企業款項			(414)	(380)

## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

#### 結餘（續）

公司名稱	關係	結餘性質	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
聯營公司及一間聯營公司的 附屬公司				
FFG Werke GmbH	聯營公司	貿易應付賬款（附註(a)）	(19,583)	(23,481)
		其他應收賬款（附註(b)）	3,245	1,724
		股東貸款（附註(c)）	63,475	38,893
		應收賠償（附註(c)）	72,667	72,667
FFG Europe S.p.A	聯營公司	其他應收賬款（附註(b)）	766	766
		股東貸款（附註(c)）	34,780	38,073
Jobs Automazione S.p.A	一間聯營公司之 附屬公司	其他應收賬款（附註(b)）	18,228	23,365
Sky Thrive Rambaudi S.r.l	一間聯營公司之 附屬公司	其他應收賬款（附註(b)）	3,293	3,227
		股東貸款（附註(c)）	6,158	6,057
FFG European and American Holdings GmbH	聯營公司	其他應收賬款（附註(b)）	116,891	7,683
Grinding technology S.r.l	一間聯營公司之 附屬公司	其他應收賬款（附註(b)）	9,688	9,531
友嘉歐美（上海）工業 自動化系統有限公司		其他應收賬款（附註(b)）	14,787	14,397

## 23. 關連人士交易（續）

### (1) 交易及結餘（續）

#### 結餘（續）

公司名稱	關係	結餘性質	二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
MAG IAS GmbH	一間聯營公司之 附屬公司	其他應收賬款（附註(b)）	126	18,772
應收聯營公司及一間 聯營公司的附屬公司的款項			344,104	235,155
應付一間聯營公司及一間 聯營公司的附屬公司的款項			(19,583)	(23,481)

(a) 就與上述各方進行的銷售而言，本集團一般給予的信貸期為30-180天。結餘為無抵押及免息。

(b) 結餘為無抵押、免息及須按要求償還。

(c) 結餘為無抵押、免息及須按要求償還並由友嘉擔保。

### (2) 董事及主要管理人員薪酬

	截至六月三十日止六個月	
	二零二零年 人民幣千元 (未經審核)	二零一九年 人民幣千元 (未經審核)
薪金及補貼	1,238	1,175
表現相關花紅	112	207
退休福利計劃供款	28	28
	<u>1,378</u>	<u>1,410</u>

## 24. 資產抵押

	於 二零二零年 六月三十日 人民幣千元 (未經審核)	二零一九年 十二月三十一日 人民幣千元 (經審核)
使用權資產	86,340	82,484
貿易融資信貸的受限制銀行結餘	<u>49,234</u>	<u>43,728</u>
	<u>135,574</u>	<u>126,212</u>

本集團已抵押其使用權資產及樓宇作本集團其他借貸之擔保。

本集團之受限制銀行結餘主要指本集團為就融資信貸出具擔保而存放於銀行的存款。

## 附 件 四

# GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2398



**INTERIM  
REPORT  
2020**



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

CHU Chih-Yaung (*Chairman and Chief Executive Officer*)

CHEN Min-Ho

WEN Chi-Tang

#### Independent Non-Executive Directors

KOO Fook Sun, Louis

YU Yu-Tang

KAO Wen-Cheng

### COMPANY SECRETARY

LO Tai On

### AUTHORISED REPRESENTATIVES

CHU Chih-Yaung

WEN Chi-Tang

### LEGAL ADVISERS AS TO HONG KONG LAW

Woo Kwan Lee & Lo

### AUDITOR

RSM Hong Kong

### REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2003, 20th Floor

Kai Tak Commercial Building

317-319 Des Voeux Road Central

Hong Kong

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 120 Shixin North Road

Xiaoshan Economic and Technological

Development Zone

Xiaoshan District

Hangzhou City

Zhejiang Province

The PRC

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

### PRINCIPAL BANKERS

Bank of China

Hang Seng Bank Limited

Industrial and Commercial Bank of China

KGI Bank

Mega International Commercial Bank

Taiwan Shin Kong Commercial Bank

Bank SinoPac

Bangkok Bank

### STOCK CODE

2398

### WEBSITE

<http://www.goodfriend.hk>

## MANAGEMENT DISCUSSION AND ANALYSIS

The novel coronavirus disease (COVID-19) pandemic in the first half of 2020 ravaged the global economy as a whole. Due to the effective and efficient measures taken by the Chinese government, the situation of pandemic prevention and control were continuously improved, along with the orderly promotion of resumption of work and production. The overall economy of China is showing steady recovery. According to the data released by the National Bureau of Statistics of China, China's gross domestic product (GDP) reached its bottom in the first quarter of 2020 while the GDP grew by a year-on-year rate of 3.2% in the second quarter of 2020. The economic growth has reversed from negative to positive.

### Financial Review

#### *Revenue*

For the six months ended 30 June 2020, the Group recorded revenue of approximately RMB382.66 million, representing a decrease of approximately 22.9% as compared to the corresponding period in 2019. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB293.71 million, representing a decrease of 28.2% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 76.8% of the Group's total revenue. On the other hand, sales revenue of the Group's forklift trucks business during the period under review was decreased by 59.8%, as compared to corresponding period in last year, to approximately RMB14.00 million and approximately 3.7% of the Group's total revenue. Moreover, sales revenue of parking garage structures amounted to approximately RMB74.95 million during the period under review, representing an increase of approximately 44.1% as compared to corresponding period in last year and accounted for approximately 19.5% of the total revenue.

#### **Gross profit and margin**

During the period under review, gross profit of the Group amounted to approximately RMB88.34 million. Overall gross profit margin was approximately 23.1%, which remained fairly stable when compared with the corresponding period in last year.

#### **Distribution and selling expenses**

Distribution and selling expenses for the six months ended 30 June 2020 amounted to approximately RMB44.09 million, representing a decrease of 28.7% as compared to corresponding period in last year. This was mainly attributable to the stringent control of the expenses by the management. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was approximately 11.5%, compared to 12.5% for the corresponding period in last year.



### **Administrative expenses**

Administrative expenses decreased by approximately 1.7% to approximately RMB29.06 million during the period under review.

### **Finance costs**

During the period under review, finance costs decreased to approximately RMB9.65 million. This was primarily due to the decrease of bank borrowings interest rates during the period under review.

### **Share of loss of associates**

For the six months ended 30 June 2020, share of loss of associates amounted to approximately RMB111.83 million (2019 comparative figures: share of loss of approximately RMB80.76 million). The amount represented the Group's share of results of the associate located in Germany for the period under review.

### **Loss attributable to owners of the Company**

For the six months ended 30 June 2020, loss attributable to owners of the Company amounted to approximately RMB95.29 million. For the six months ended 30 June 2019, profit attributable to owners of the Company amounted to approximately RMB21.13 million.

### **Prospects**

At the beginning of 2020, the COVID-19 pandemic had brought about unprecedented challenges on the production and operation of the Group. With the gains achieved by the Chinese government adopting various strict prevention and control policies coupled with the effective business strategies adopted by the Group, the business conditions continued to improve. The overall business performance of the Group in the second quarter of this year notably recovered from that in the first quarter. Though the Group recorded loss during the period under review which was due to the share of loss of associates located in Germany, the share of loss of associates is a non-cash item and hence there will be no effect on the operating cash flow of the Group. Moreover, before including this item, the Group recorded a profit before tax of approximately RMB22.71 million for the six months ended 30 June 2020 under this tough operating environment. The management considers that the overall financial position of the Group remain solid.

Looking ahead, the macro-environment remains uncertainty under the continued US-China tensions and lingering COVID-19 pandemic in the second half of 2020. The Chinese government unveiled its clear objective of implementation of the tasks of "six stables" and "six guarantees". The China's economy is expected to improve steadily under this strategy. The Group will keep close track of the global economic trend and market situation in order to capture business opportunities and reduce operation risks. On the other hand, the management will continue to control operating costs for achieving better operating results of the Group. The management is optimistic on the long-term development prospects of the Group.

### **Liquidity and financial resources**

The working capital of the Group was mainly financed by internal cash flows generated from its operation and its existing banking facilities. As at 30 June 2020, the Group's bank and cash balances amounted to approximately RMB79.30 million (at 31 December 2019: RMB74.86 million). As at 30 June 2020, the Group had net current assets of approximately RMB59.49 million (at 31 December 2019: RMB34.62 million) and short-term bank borrowings of approximately RMB495.22 million (at 31 December 2019: RMB400.07 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2020 was approximately 1.0 (at 31 December 2019: 1.0). The gearing ratio as at 30 June 2020 (total interest bearing liabilities to total assets) was approximately 22.6% (at 31 December 2019: 18.8%), indicated that the Group's overall financial position remained solid.

### **Capital structure**

The share capital of the Company as at 30 June 2020 was HK\$4,030,740 divided into 403,074,000 shares of HK\$0.01 each (at 31 December 2019: HK\$4,030,740 divided into 403,074,000 shares of HK\$0.01 each).

### **Staff and remuneration policies**

As at 30 June 2020, the Group employed a total of approximately 1,010 full time employees (31 December 2019: 1,080) in Hong Kong and the PRC. The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, share options (if any) may also be awarded to employees according to assessment of individuals' performance.

### **Capital commitments and contingencies**

As at 30 June 2020, the Group had capital expenditure commitments mainly for construction of buildings of approximately RMB24.04 million (at 31 December 2019: RMB24.25 million) which were contracted but not provided in the financial statements. The Group had no material contingent liabilities as at 30 June 2020 (at 31 December 2019: Nil).

### **Charges on the group's assets**

As at 30 June 2020, the Group had restricted bank balances of approximately RMB111.46 million (at 31 December 2019: RMB106.33 million).

A subsidiary of the Company had pledged their land use rights and building with an aggregate carrying amount of RMB86.34 million (31 December 2019: RMB82.48 million) as at 30 June 2020 in order to secure other borrowings granted to the Group.

## DISCLOSURE OF INTERESTS

### Directors' interest in shares

As at 30 June 2020, the interests or short positions of the Directors or chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

**1. Aggregate long position in the shares, underlying shares and debentures of the Company and its associated corporation**

(a) Interests in the Company

Name of Director	Nature of interest	Number and class of securities	Approximate percentage of the issued shares as at 30 June 2020
Mr. Chu Chih-Yaung ("Mr. Chu")	Corporate interest	20,000,000 (Note)	4.96%

*Note:* These 20,000,000 Shares were held by Sunward Gold Global Investments Limited ("Sunward"). Mr. Chu held 72.22% of the issued shares of Sunward and accordingly was deemed to be interested in the 20,000,000 Shares held by Sunward under the SFO.

(b) Interests in the associated corporations of the Company

Name of Directors	Name of associated corporations	Nature of interest	Number and class of securities	Approximate percentage of shareholdings as at 30 June 2020
Mr. Chu	Taiwan FF	Beneficial owner	15,527,255 ordinary shares	15.16%
	Taiwan FF	Spouse interest (Note 1)	2,540,969 ordinary shares	2.48%
	Fair Fine (Hangzhou) Industrial Co., Ltd. (Note 2)	Beneficial owner	750 ordinary shares	0.03%

*Notes:*

- (1) Ms. Wang Tz-Ti ("Ms. Wang"), the spouse of Mr. Chu, held 2.48% of the issued share capital of Taiwan FF. Mr. Chu was deemed to be interested in all the shares held by Ms. Wang in Taiwan FF under the SFO.
- (2) Fair Fine (Hangzhou) Industrial Co., Ltd. is a non-wholly-owned subsidiary of Taiwan FF and is therefore an associated corporation of the Company for the purpose of the SFO.

Save as disclosed above, as at 30 June 2020, none of the Directors or chief executive of the Company had any interest of long position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

## **2. *Aggregate short position in the shares, underlying shares and debentures of the Company and its associated corporations***

As at 30 June 2020, none of the Directors or chief executive of the Company, had any interest of short position in the shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

### **Directors' rights to acquire shares or debentures**

Save for the share option scheme of the Company adopted on 2 June 2016, no time during the period under review, were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age; or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement (other than the share option scheme as disclosed below) to enable the Directors to acquire such rights or benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

### **Share option scheme**

The Company adopted a share option scheme (the "Scheme") on 2 June 2016, pursuant to which the Board may, at its discretion, grant options to Directors and other eligible persons (as defined in the Scheme) to enable them to subscribe for shares of the Company as incentives and/or rewards for their contribution to the success of the Group. Particulars of the Scheme are set out in the circular of the Company dispatched on 29 April 2016.

No share option was granted by the Company since adoption of the Scheme.



### Substantial shareholders

As at 30 June 2020, the interests or short positions of every person, other than a Director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, are set out below:

#### 1. Aggregate long position in the shares and underlying shares of the Company

Name of shareholders	Nature of interest	Number of ordinary shares held	Approximate percentage of the issued shares as at 30 June 2020
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Beneficial owner	232,000,000 shares ( <i>Note</i> )	57.56%
Taiwan FF	Interest of controlled corporation	232,208,000 shares ( <i>Note</i> )	57.61%

*Note:* Hong Kong GF was owned as to approximately 99.99% by Taiwan FF. Accordingly, Taiwan FF was deemed to be interested in the long position of 232,000,000 shares of the Company held by Hong Kong GF under the SFO.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30 June 2020.



## OTHER INFORMATION

### **Changes of director's information under rule 13.51B(1) of the Listing Rules**

The Company is not aware of change of information of directors of the Company since the 2019 Annual Report which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### **Interim dividend**

The Directors resolved not to declare an interim dividend for the six months ended 30 June 2020 (2019 interim dividend: Nil).

### **Purchase, redemption or sale of listed securities of the Company**

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

### **Model code for securities transactions by directors**

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry, the Company confirmed that all Directors have complied with the required standard as set out in the Model Code during the period under review.

### **Corporate governance**

The Company has complied with the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2020 except the following.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. The Chairman of the Board, Mr. Chu Chih-Yaung, was unable to attend the annual general meeting of the Company held on 30 June 2020 due to business trip. Mr. Koo Fook Sun, Louis, an independent non-executive Director of the Company, took the chair of the annual general meeting pursuant to the Articles of Association of the Company.

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Chen Hsiang-Jung, the then Chief Executive Officer and executive Director of the Company was pass away on 8 November 2018. Mr. Chu Chih-Yaung, the Chairman of the Board, was appointed as Chief Executive Officer on 7 December 2018. Although these two roles are performed by the same individual since 7 December 2018, certain responsibilities have been shared with other executive Directors to balance the power and authority. In addition, all major decisions have been made in consultation with members of the Board as well as senior management. The Board has three independent non-executive Directors who offer different independent perspectives. Therefore, the Board is of the view that there is adequate balance of power and safeguards in place. The Board would review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Company.

### **Audit committee**

The Company established an audit committee (the “Audit Committee”) with written terms of reference in compliance with the CG Code which comprises three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Yu Yu-Tang and Mr. Kao Wen-Cheng. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee has reviewed the unaudited financial results of the Group for the six months ended 30 June 2020.

### **Nomination committee**

The Company established a nomination committee (the “Nomination Committee”), with written terms of reference in compliance with the CG Code and consists of three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Yu Yu-Tang and Mr. Kao Wen-Cheng.

The functions of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

### **Remuneration committee**

The Company established a remuneration committee (the “Remuneration Committee”), with written terms of reference in compliance with the CG Code and consists of three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis (as chairman), Mr. Yu Yu-Tang and Mr. Kao Wen-Cheng.

The functions of the Remuneration Committee are establishing and reviewing the policy and structure of the remuneration for the Directors and senior management.

By order of the Board  
Good Friend International Holdings Inc.  
Chu Chih-Yaung  
*Chairman*

Hong Kong, 28 August 2020

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

For the six months ended 30 June 2020

		Six months ended 30 June	
	Notes	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Revenue	4	382,660	496,105
Cost of revenue	5	<u>(294,324)</u>	<u>(381,127)</u>
Gross profit		88,336	114,978
Other income	6	26,656	116,262
Distribution and selling expenses		(44,085)	(61,824)
Administrative expenses		(29,062)	(29,566)
Research and development costs		(10,600)	(14,508)
Other gains and losses		3,836	3,558
Other operating expenses		(2,022)	(178)
Finance costs		(9,646)	(11,550)
Share of profit of joint ventures		(705)	1,317
Share of loss of associates	13	<u>(111,828)</u>	<u>(80,756)</u>
(Loss) profit before income tax	7	(89,120)	37,733
Income tax expense	8	<u>(6,167)</u>	<u>(16,606)</u>
(Loss) profit attributable to owners of the Company		<u>(95,287)</u>	<u>21,127</u>
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Share of other comprehensive income of associates		<u>(137)</u>	<u>108</u>

		Six months ended 30 June	
	Notes	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
<i>Items that may be reclassified to profit or loss:</i>			
Share of other comprehensive income of associates		(1,423)	4,370
Exchange difference arising on translation of foreign operations		3,260	253
Net fair value gain on receivables at fair value through other comprehensive income ("FVTOCI")		—	355
		<u>1,837</u>	<u>4,978</u>
		<u>1,700</u>	<u>5,086</u>
Total comprehensive income attributable to owners of the Company		<u>(93,587)</u>	<u>26,213</u>
(Loss) earnings per share (expressed in RMB per share)			
– Basic	9	<u>(0.24)</u>	<u>0.05</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2020

	Notes	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	11	210,622	218,344
Right-of-use assets	11	123,985	124,371
Intangible assets		1,113	1,407
Investments in joint ventures	12	20,941	21,646
Investments in associates	13	282,198	392,326
Deferred tax assets	14	27,438	27,991
		<u>666,297</u>	<u>786,085</u>
<b>Current assets</b>			
Inventories		462,177	493,053
Trade and other receivables and prepayments	15	303,341	227,096
Contract assets	16	52,314	44,399
Loans receivable		49,295	48,394
Receivables at FVTOCI		116,947	101,945
Amount due from ultimate holding company	23	2,645	–
Amount due from fellow subsidiaries and associates of ultimate holding company	23	475	6,248
Amounts due from joint ventures	23	567	512
Amounts due from associates and subsidiaries of associates	23	344,104	235,155
Restricted bank balances		111,464	106,333
Bank and cash balances		79,295	74,860
		<u>1,522,624</u>	<u>1,337,995</u>

	Notes	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
<b>Current liabilities</b>			
Trade and other payables and accrued expenses	18	401,658	389,300
Contract liabilities		336,898	300,336
Deferred income	21	1,410	1,410
Amount due to ultimate holding company	23	1,077	157
Amount due to immediate holding company	23	15,870	815
Amounts due to fellow subsidiaries and associates of ultimate holding company	23	2,168	2,457
Amounts due to joint ventures	23	414	380
Amounts due to an associate and subsidiaries of an associate	23	19,583	23,481
Lease liabilities		3,163	2,486
Provision for litigation claim		60,117	60,117
Refund liabilities		100,903	100,903
Current tax liabilities		21,147	17,445
Bank borrowings	19	495,217	400,071
Warranty provision		3,509	4,019
		<u>1,463,134</u>	<u>1,303,377</u>
<b>Net current assets</b>		<u>59,490</u>	<u>34,618</u>
<b>Total assets less current liabilities</b>		<u>725,787</u>	<u>820,703</u>
<b>Non-current liabilities</b>			
Lease liabilities		2,156	1,784
Other borrowings		36,760	36,760
Deferred income	21	71,979	73,680
		<u>110,895</u>	<u>112,224</u>
<b>Net assets</b>		<u>614,892</u>	<u>708,479</u>
<b>Capital and Reserves</b>			
Share capital	20	4,021	4,021
Share premium		82,183	82,183
Capital reserves		77,338	77,338
Other reserves		68,291	66,454
Retained earnings		383,059	478,483
<b>Total equity</b>		<u>614,892</u>	<u>708,479</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2020

	Share capital RMB'000	Share premium RMB'000	Capital reserves RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total equity RMB'000
At 1 January 2019	4,022	82,281	77,338	58,361	494,404	716,406
Profit for the period					21,127	21,127
<b>Other comprehensive income</b>						
Share of other comprehensive income of associates ( <i>note 13</i> )	–	–	–	4,370	108	4,478
Exchange difference arising on translation of foreign operations	–	–	–	253	–	253
Net fair value gain on receivables at FVTOCI	–	–	–	355	–	355
	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,978</u>	<u>108</u>	<u>5,086</u>
<b>Total comprehensive income</b>	–	–	–	4,978	21,235	26,213
Transfer to statutory reserves	–	–	–	638	(638)	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>638</u>	<u>(638)</u>	<u>–</u>
At 30 June 2019 (unaudited)	<u>4,022</u>	<u>82,281</u>	<u>77,338</u>	<u>63,977</u>	<u>515,001</u>	<u>742,619</u>
At 31 December 2019 (audited)	<u>4,021</u>	<u>82,183</u>	<u>77,338</u>	<u>66,454</u>	<u>478,483</u>	<u>708,479</u>



	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Capital reserves <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Retained earnings <i>RMB'000</i>	Total equity <i>RMB'000</i>
Loss for the period					(95,287)	(95,287)
Other comprehensive income (expense)						
Share of other comprehensive income of associates ( <i>note 13</i> )	–	–	–	(1,423)	(137)	(1,560)
Exchange difference arising on translation of foreign operations	–	–	–	3,260	–	3,260
	–	–	–	1,837	(137)	1,700
Total comprehensive income (expense)	–	–	–	1,837	(95,424)	(93,587)
At 30 June 2020 (unaudited)	4,021	82,183	77,338	68,291	383,059	614,892

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2020

	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
<b>Operating activities</b>		
Cash generated from operations	42,718	135,567
Income tax and withholding tax paid	(6,167)	(19,071)
<b>Net cash generated from operating activities</b>	<b>36,551</b>	<b>116,496</b>
<b>Investing activities</b>		
Acquisition of property, plant and equipment and intangible assets	(4,042)	(18,173)
Repayment from associates and subsidiaries of an associate	36,352	16,367
Advance to associates and subsidiaries of an associate	(149,199)	(232,564)
Proceeds from disposal of property, plant and equipment	4	27
Purchase of financial assets at FVTPL	–	(131,905)
Withdrawal of financial assets at FVTPL	–	239,290
Interest received	2,174	875
Placement of restricted bank deposits	(5,131)	(20,892)
Withdrawal of restricted bank deposits	–	15,270
<b>Net cash used in investing activities</b>	<b>(119,842)</b>	<b>(131,705)</b>

	2020 <i>RMB'000</i> (Unaudited)	2019 <i>RMB'000</i> (Unaudited)
<b>Financing activities</b>		
Proceeds from bank borrowings	1,462,804	1,663,563
Repayment of bank borrowings	(1,367,658)	(1,605,381)
Repayment of lease liabilities	(1,891)	(1,450)
Proceeds from government subsidy	6,006	8,647
Interest paid	(9,646)	(11,446)
<b>Net cash generated from financing activities</b>	<b>89,615</b>	<b>53,933</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>6,324</b>	<b>38,724</b>
Cash and cash equivalents at the beginning of the period	74,860	112,673
Effect of foreign exchange rate changes	(1,889)	499
<b>Cash and cash equivalent at the end of the period, represented by bank balances and cash</b>	<b>79,295</b>	<b>151,896</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 June 2020*

## 1. GENERAL INFORMATION

Good Friend International Holdings Inc. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are engaged in the design and production of computer numerical control machine tools, three dimensional car parking garage structures and forklift trucks.

The Company was incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 11 January 2006. In addition, 67,200,000 units of Taiwan depositary receipts, representing 67,200,000 newly issued shares of the Company, were issued and listed on the Taiwan Stock Exchange Corporation (the “Taiwan Stock Exchange”) on 18 March 2010. Good Friend (H.K.) Corporation Limited, a company incorporated in Hong Kong, and Fair Friend Enterprise Company Limited (“Fair Friend”), a company incorporated in Taiwan, are the immediate holding company and the ultimate holding company, respectively.

These condensed consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company. These condensed consolidated financial statements were approved for issue by the Board of Directors on 28 August 2020.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 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 of Hong Kong Limited. The condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2019, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3. PRINCIPAL ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

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

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 4. REVENUE FROM GOODS

#### Disaggregation of revenue

	Six months ended 30 June	
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Machine tools	293,710	409,201
Parking garage structures	74,945	52,031
Forklift trucks	14,005	34,873
	<u>382,660</u>	<u>496,105</u>

## 5. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors (the “Executive Directors”) of the Company. The Executive Directors review the Group’s internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports reviewed by the Executive Directors that are used to make strategic decisions.

The Executive Directors consider that the Group has three reportable segments: (1) machine tools, (2) parking garage structures, and (3) forklift trucks.

The Executive Directors assess the performance of the operating segments based on their respective gross profit, which is consistent with that in the condensed consolidated financial statements.

The Group does not allocate distribution and selling expenses, administrative expenses, other operating expenses or assets to its segments, as the Executive Directors do not use this information to allocate resources to or evaluate the performance of the operating segments. Therefore, the Group does not report a measure of profit and total assets for each reportable segment.

Six months ended 30 June 2020 (unaudited)	Machine Tools <i>RMB'000</i>	Parking Garage Structures <i>RMB'000</i>	Forklift Trucks <i>RMB'000</i>	Total Group <i>RMB'000</i>
Revenue (all from external sales)	293,710	74,945	14,005	382,660
Cost of revenue	(219,472)	(60,979)	(13,873)	(294,324)
Segment profit	<u>74,238</u>	<u>13,966</u>	<u>132</u>	<u>88,336</u>

Six months ended 30 June 2019 (unaudited)	Machine Tools <i>RMB'000</i>	Parking Garage Structures <i>RMB'000</i>	Forklift Trucks <i>RMB'000</i>	Total Group <i>RMB'000</i>
Revenue (all from external sales)	409,201	52,031	34,873	496,105
Cost of revenue	(301,383)	(46,303)	(33,441)	(381,127)
Segment profit	<u>107,818</u>	<u>5,728</u>	<u>1,432</u>	<u>114,978</u>

Majority of the Group’s operations and assets are located in the PRC and the Group mainly sells to the PRC market.

## 5. SEGMENT INFORMATION (Continued)

### Segment assets and liabilities

No segment assets and liabilities information is provided as no such information is regularly provided to the Executive Directors on making decision for resources allocation and performance assessment.

## 6. OTHER INCOME

	Six months ended 30 June	
	2020	2019
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Compensation income from an associate, FFG Werke GmbH	–	80,437
Sales of raw materials	2,341	3,362
Government subsidies related to income*	6,006	12,488
Repair income	969	3,306
Rental income	621	766
Interest income	2,174	1,027
Consultancy income	8,368	11,046
Processing income	5,522	–
Others	655	3,830
	<u>26,656</u>	<u>116,262</u>

- \* Government subsidies mainly represent the refund of value-added tax in relation to software embedded in the sales of machine tools. These subsidies are accounted for as immediate financial support with neither future related costs expected to be incurred nor related to any assets.

## 7. (LOSS) PROFIT BEFORE INCOME TAX

(Loss) profit before income tax has been arrived at after charging (crediting):

	Six months ended 30 June	
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Depreciation of right-of-use assets	3,248	2,854
Depreciation of property, plant and equipment	8,511	10,159
Amortisation of intangible assets	295	422
Total depreciation and amortization	12,054	13,435
Capitalised in inventories	(4,239)	(4,975)
	7,815	8,460
Analysed as:		
Charged in selling expense	571	571
Charged in administrative expenses	5,644	5,879
Charged in other expenses	1,358	1,651
Charged in research expenditure	242	359
	7,815	8,460
Cost of inventories recognised as an expense	294,324	381,127
Net write-down of inventories	1,253	793
Net loss on disposal of property, plant and equipment	40	4
Net exchange loss (gain)	1,889	(1,981)
Provision for warranty	1,151	1,599
Direct operating expenses incurred for rental income	288	313



## 8. INCOME TAX EXPENSE

	Six months ended 30 June	
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Current Enterprise Income Tax ("EIT")	7,223	14,530
Deferred tax (credit) charge	(1,056)	2,076
	<u>6,167</u>	<u>16,606</u>

No provision for Cayman Islands profits tax has been made as the Group did not have any assessable profit arising in Cayman Islands for both periods.

No provision for Hong Kong profits tax has been made as the Group did not have any assessable profit arising in Hong Kong for both periods.

EIT is provided at 25% for enterprises in the PRC except for Hangzhou Good Friend Precision Machinery Co., Ltd. ("Hangzhou Good Friend"). Hangzhou Good Friend renewed its New and High-Tech Enterprise status in 2019, which was approved by the relevant government authorities, and it is entitled to a reduced tax rate of 15% for a three-year period commencing from 2019. Accordingly, the applicable tax rate for Hangzhou Good Friend for the current period under review is 15% (six months ended 30 June 2019: 15%).

According to Detailed Implementation Regulations for implementation of the EIT law of the PRC issued on 6 December 2007, dividends paid out by companies established in the PRC to their then foreign investors is subject to 10% withholding tax from 1 January 2008 onwards. A lower withholding tax rate may be applied if there is a tax arrangement between Mainland China and the jurisdiction of the foreign investors. Under the Arrangement between the Mainland China and the Hong Kong Special Administration Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income, or China-HK Tax Arrangement, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% or more of the equity interest in a PRC-resident enterprise is entitled to a reduced withholding rate of 5%.

In the current interim period, the directors of the Company have assessed that no dividends will be declared by any of the PRC subsidiaries in the foreseeable future so it is concluded that no withholding tax shall be accrued on the undistributed retained earnings of the PRC subsidiaries as the Group is able to control the timing of the reversal of such temporary differences and it is probable that such temporary differences would not be reversed in foreseeable future.

## 9. (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share is calculated by dividing the loss attributable to owners of the Company amounted to RMB95,287,000 (six months period ended 30 June 2019: profit attributable to owners of the Company amounted to RMB21,127,000) by the number of ordinary shares in issue during the period of 403,074,000 shares (six months period ended 30 June 2019: 403,200,000 shares).

	Six months ended 30 June	
	2020 (Unaudited)	2019 (Unaudited)
Basic (loss) earnings per share (RMB per share)	<u>(0.24)</u>	<u>0.05</u>

No diluted (loss) earnings per share was presented as there were no potential dilutive ordinary shares in issue for both periods.

## 10. DIVIDENDS

During the current interim period, no dividend in respect of the year ended 31 December 2019 (six months ended 30 June 2019: Nil) was declared and paid to the owners of the Company.

No dividend was paid, declared or proposed during the current interim period. The directors of the Company have determined that no dividend will be paid in respect of the current interim period (six months ended 30 June 2019: Nil).

## 11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of RMB391,000 (six months ended 30 June 2019: RMB31,000) for proceeds of RMB4,000 (six months ended 30 June 2019: RMB27,000), resulting in a loss on disposal of RMB387,000 (six months ended 30 June 2019: net gain on disposal of RMB4,000). In addition, the Group spent RMB1,180,000 (six months ended 30 June 2019: RMB18,159,000) on additions to property, plant and equipment.

During the current interim period, the Group entered into new lease agreements for the use of office rental for 1 to 4 years. The Group is required to make fixed monthly payments during the contract period. On lease commencement, the Group recognised right-of-use assets of RMB123,985,000 and lease liabilities of RMB5,319,000.

## 12. INVESTMENTS IN JOINT VENTURES

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Cost of unlisted investments in joint ventures	27,666	27,666
Share of post-acquisition losses	(6,725)	(6,020)
	<u>20,941</u>	<u>21,646</u>

## 13. INVESTMENTS IN ASSOCIATES

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Cost of unlisted investments in associates	556,380	556,380
Share of post-acquisition losses and other comprehensive income	(305,237)	(191,849)
Exchange difference arising on translation of foreign operations	<u>31,055</u>	<u>27,795</u>
	<u>282,198</u>	<u>392,326</u>

### 13. INVESTMENTS IN ASSOCIATES (Continued)

The Group's share of the results in associates for the six months ended 30 June 2020 and 2019 and the aggregate assets and liabilities of the associates as at 30 June 2020 and 2019 are shown below:

	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Assets	3,587,680	4,041,452
Liabilities	2,849,831	3,452,699
Share of loss	(111,828)	(80,756)
Share of other comprehensive income*	(1,560)	4,478

\* The share of other comprehensive income represents the aggregate of the share of exchange differences on translation of foreign operations of RMB(1,423,000) (2019: RMB4,370,000) and the re-measurement gains on defined benefit plans of RMB(137,000) (2019: RMB108,000).

### 14. DEFERRED TAXATION

The followings are the major deferred tax assets recognised and movements thereon during the current and preceding interim periods:

	Allowance for doubtful receivables RMB'000	Allowance for inventories RMB'000	Warranty provision RMB'000	Deferred income RMB'000	Others RMB'000	Total RMB'000
At 1 January 2019	4,744	1,195	766	16,761	4,054	27,520
Charge to other comprehensive income	(63)	–	–	–	–	(63)
Charge to profit or loss	(247)	(14)	(76)	(82)	(1,657)	(2,076)
As at 30 June 2019 (unaudited)	4,434	1,181	690	16,679	2,397	25,381
As at 1 January 2020 (audited)	4,266	1,655	766	16,520	4,784	27,991
Charge to profit or loss	(553)	–	–	–	–	(553)
As at 30 June 2020 (unaudited)	3,713	1,655	766	16,520	4,784	27,438

## 15. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Trade receivables	254,744	225,452
Less: provision for impairment of trade receivables	(35,759)	(39,596)
	218,985	185,856
Prepayments	43,278	14,749
Other receivables	41,078	26,491
Total trade and other receivables and prepayments	303,341	227,096

The Group normally granted credit terms of 30 to 180 days to its customers.

The aging analysis of gross trade receivables based on past due date is as follows:

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Current – 30 days	63,433	21,541
31 – 60 days	23,553	18,300
61 – 90 days	8,908	14,376
91 – 180 days	2,855	23,947
Over 180 days	120,236	107,692
	218,985	185,856

## 16. CONTRACT ASSETS

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Machine Tools	49,352	34,041
Parking Garage Structures	3,181	10,577
	52,533	44,618
Less: impairment loss on contract assets	(219)	(219)
	52,314	44,399

## 17. IMPAIRMENT ASSESSMENT OF FINANCIAL ASSETS AND OTHER ITEMS UNDER EXPECTED CREDIT LOSS ("ECL") MODEL

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those used in the Group's annual financial statements for the year ended 31 December 2019.

## 18. TRADE AND OTHER PAYABLES AND ACCRUED EXPENSES

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Trade payables	171,001	162,885
Bills payable	169,429	150,144
Other payables	37,403	32,152
Accrued expenses	23,825	44,119
Total trade and other payables and accrued expenses	401,658	389,300

The Group normally received credit terms of 30 to 60 days from its suppliers. The aging analysis of trade payables and bills payable presented based on maturity date is as follows:

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Current – 30 days	67,468	54,647
31 – 60 days	34,796	47,414
61 – 90 days	39,831	45,400
91 – 180 days	145,947	73,700
Over 180 days	52,388	91,868
	340,430	313,029

## 19. BANK BORROWINGS

During the current interim period, the Group obtained new bank loans amounting to RMB1,462,804,000 (six months ended 30 June 2019: RMB1,663,563,000). The loans carry interest at variable market rates ranging from 1.60% to 5.55% per annum and are repayable in instalments within one year.

## 20. SHARE CAPITAL

	Number of shares '000	Nominal value RMB'000
Ordinary shares of HK\$0.01 each		
Authorised:		
As at 1 January 2019 (audited), 30 June 2019 (unaudited), 31 December 2019 (audited) and 30 June 2020 (unaudited)	<u>1,000,000</u>	<u>10,211</u>
Issued and fully paid:		
As at 1 January 2019 (audited) and 30 June 2019 (unaudited)	403,200	4,022
Share repurchased and cancelled	(126)	(1)
As at 31 December 2019 (audited) and 30 June 2020 (unaudited)	<u>403,074</u>	<u>4,021</u>



## 21. DEFERRED INCOME

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Assets related government grants	<u>73,389</u>	<u>75,090</u>
Analysed as:		
Current liabilities	1,410	1,410
Non-current liabilities	<u>71,979</u>	<u>73,680</u>
	<u>73,389</u>	<u>75,090</u>

In November 2016 and July 2019, Fair Friend (Henan) Precision Machinery Co., Ltd. ("Fair Friend Henan"), one of the Company's wholly-owned subsidiaries, received certain government grants and subsidies amounting to RMB61,180,000 and RMB8,647,000 respectively for its specified purpose of the usage of land. These grants and subsidies will be recognised as other income in profit or loss over the lease term of the land.

Furthermore, in April 2018, Fair Friend Henan received an interest-free loan government grant with the benefit amounted to RMB9,012,000. The related construction of the plant and equipment are still under construction and thus the deferred income is not yet recognised in profit or loss.

## 22. CAPITAL COMMITMENTS

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Capital expenditure contracted for but not provided in respect of construction of buildings	<u>24,036</u>	<u>24,246</u>

## 23. RELATED PARTY TRANSACTIONS

### (1) Transactions and balances

During the current interim period and by the end of the reporting period, the Group had the following transactions and balances with its related parties:

#### *Transactions*

			Six months ended 30 June	
Name of company	Relationship	Nature of transactions	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Ultimate holding company				
Fair Friend Enterprise Company Limited ("Fair Friend")	Ultimate holding company	Purchase of goods	11,516	4,738
		Purchase of service	815	4,054
Immediate holding company				
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchase of goods	15,914	25,516
Fellow subsidiaries and associates of ultimate holding company				
Hangzhou Feeler	Associate of ultimate holding company	Sales of service	296	1,080
Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")		Rental income	22	36
		Purchase of goods	659	–
Hangzhou Best Friend Technology Co., Ltd ("Best Friend")	Associate of ultimate holding company	Sales of goods	–	4
		Interest income	–	33
FFG DMC Co., Ltd ("FFG DMC")	Fellow subsidiary	Sales of goods	–	581
		Purchase of goods	3,537	2,465
SMS Holding Co., Inc.	Fellow subsidiary	Sales of goods	209	63

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transactions and balances (Continued)

#### *Transactions (Continued)*

			Six months ended 30 June	
Name of company	Relationship	Nature of transactions	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Joint ventures				
Anest Iwata Feeler Corporation ("AIF")	Joint venture	Sales of service	501	610
		Rental income	23	23
Hangzhou Feeler Mectron Machinery Co., Ltd. ("Feeler Mectron")	Joint venture	Sales of service	181	195
		Purchase of goods	572	—
		Rental income	9	34
Hangzhou Union Friend Machinery Co., Ltd. ("UFM")	Joint venture	Purchase of goods	898	929
		Sales of service	48	45
		Interest income	8	7
Hangzhou Nippon Cable Feeler Corporation ("Nippon Cable Feeler")	Joint venture	Purchase of service	8	20
		Sales of service	11	10
Associates and subsidiary of an associate				
FFG Europe & Americas (Shanghai) IAS Co., Ltd. (FFG Shanghai)	Subsidiary of an associate	Interest income	367	36
MAG Automotive LLC	Subsidiary of an associate	Sales of service	126	—

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transactions and balances (Continued)

The terms of the above transactions are governed based on framework agreements entered into between the Company and the respective related parties:

#### *Balances*

Name of company	Relationship	Nature of balances	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
<b>The ultimate holding company</b>				
Fair Friend	Ultimate holding company	Trade payables (note(a))	(844)	(157)
		Advance to (note(b))	2,645	–
		Other payables (note(b))	(233)	–
Amount due from the ultimate holding company			2,645	–
Amount due to the ultimate holding company			(1,077)	(157)
<b>The immediate holding company</b>				
Hong Kong GF	Immediate holding company	Trade payables (note(a))	(3,544)	(815)
		Other payables (note(b))	(12,326)	–
Amount due to the immediate holding company			(15,870)	(815)
<b>Fellow subsidiaries and associates of the ultimate holding company</b>				
SANCO	Fellow subsidiary	Trade payables (note(a))	(2,168)	(2,144)
FFG DMC	Fellow subsidiary	Trade receivables (note(a))	167	160
		Other receivables (note(b))	–	2,931
		Trade payables (note(a))	–	(303)
		Advance from (note(b))	–	(10)
Feeler Takamatsu	Associate of ultimate holding company	Other receivables (note(b))	99	39
		Trade receivables (note(a))	–	151

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transactions and balances (Continued)

#### Balances (Continued)

Name of company	Relationship	Nature of balances	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
SMS Holding	Fellow subsidiary	Trade receivables (note(a))	209	17
Best Friend	Fellow subsidiary	Other receivables (note(b))	–	2,950
Amounts due from fellow subsidiaries and associates of ultimate holding company			475	6,248
Amounts due to fellow subsidiaries and associates of ultimate holding company			(2,168)	(2,457)
<b>Joint ventures</b>				
AIF	Joint venture	Other receivables (note(b))	237	116
Feeler Mectron	Joint venture	Trade receivables (note(a))	0	52
		Other receivables (note(b))	25	19
UFM	Joint venture	Trade payables (note(a))	0	(379)
		Other receivables (note(b))	305	316
		Other payables (note(b))	(412)	0
Nippon Cable Feeler	Joint venture	Other receivables (note(b))	0	9
		Other payables (note(b))	(2)	(1)
Amounts due from joint ventures			567	512
Amounts due to joint ventures			(414)	(380)

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transactions and balances (Continued)

#### *Balances (Continued)*

Name of company	Relationship	Nature of balances	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
<b>Associates and subsidiaries of an associate</b>				
FFG Werke GmbH	Associate	Trade payables (note(a))	(19,583)	(23,481)
		Other receivables (note(b))	3,245	1,724
		Shareholder loan (note(c))	63,475	38,893
		Compensation receivables (note(c))	72,667	72,667
FFG Europe S.p.A	Associate	Other receivables (note (b))	766	766
		Shareholder loan (note (c))	34,780	38,073
Jobs Automazione S.p.A	Subsidiary of an associate	Other receivables (note (b))	18,228	23,365
Sky Thrive Rambaudi S.r.l	Subsidiary of an associate	Other receivables (note (b))	3,293	3,227
		Shareholder loan (note (c))	6,158	6,057
FFG European and American Holdings GmbH	Associate	Other receivables (note (b))	116,891	7,683
Grinding technology S.r.l	Subsidiary of an associate	Other receivables (note (b))	9,688	9,531
FFG Shanghai		Other receivables (note (b))	14,787	14,397

## 23. RELATED PARTY TRANSACTIONS (Continued)

### (1) Transactions and balances (Continued)

#### Balances (Continued)

Name of company	Relationship	Nature of balances	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
MAG IAS GmbH	Subsidiary of an associate	Other receivables (note (b))	126	18,772
Amounts due from associates and subsidiaries of associates			344,104	235,155
Amounts due to an associate and subsidiaries of an associate			(19,583)	(23,481)

- (a) The Group allows a normal credit period of 30 to 180 days for sales made to the above parties. Balances are unsecured and interest free.
- (b) Balances are unsecured, interest free and repayable on demand.
- (c) Balances are unsecured, interest free and repayable on demand and guaranteed by Fair Friend.

### (2) Compensation of directors and key management personnel

	Six months ended 30 June	
	2020 RMB'000 (Unaudited)	2019 RMB'000 (Unaudited)
Salaries and allowances	1,238	1,175
Performance related bonuses	112	207
Retirement benefit scheme contribution	28	28
	<u>1,378</u>	<u>1,410</u>

## 24. PLEDGE OF ASSETS

	As at	
	30 June 2020 RMB'000 (Unaudited)	31 December 2019 RMB'000 (Audited)
Right-of-use assets	86,340	82,484
Restricted bank balances for trade finance facilities	<u>49,234</u>	<u>43,728</u>
	<u><b>135,574</b></u>	<u><b>126,212</b></u>

The Group has pledged its right-of-use assets and buildings in order to secure other borrowings of the Group.

The Group also has restricted bank balances which mainly represent deposits placed in banks for guarantees issued for finance facilities of the Group.