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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二零二一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，二零二一年九月二十九日

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110及109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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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 110 年 6 月 30 日及 109 年 12 月 31 日

單位：仟元

	未經查核		經查核	
	110年6月30日		109年12月31日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
資 產				
非流動資產				
物業、廠房及設備	\$ 195,492	\$ 842,375	\$ 204,098	\$ 891,704
使用權資產	121,205	522,272	122,251	534,115
無形資產	3,044	13,117	1,047	4,574
於合營企業的投資	21,877	94,268	22,261	97,258
於聯營公司的投資	15,046	64,833	88,274	385,669
遞延所得稅資產	27,738	119,523	28,551	124,739
	<u>384,402</u>	<u>1,656,388</u>	<u>466,482</u>	<u>2,038,059</u>
流動資產				
存 貨	399,810	1,722,781	431,164	1,883,756
貿易應收帳款及其他應收款項及 預付款項	207,680	894,893	166,688	728,261
合約資產	69,077	297,653	52,653	230,041
應收貸款	47,593	205,078	49,691	217,100
按公平值計入其他全面收益的應 收款項	108,311	466,712	120,105	524,739
應收最終控股公司款項	3,824	16,478	1,008	4,404
應收直接控股公司款項	136	586	8	35
應收同系附屬公司及最終控股公 司的聯營公司款項	30,299	130,558	28,087	122,712
應收合營企業款項	455	1,961	644	2814
應收聯營公司及一間聯營公司的 附屬公司款項	397,479	1,712,737	370,849	1,620,239
限制性銀行結餘	68,089	293,396	139,426	609,152
銀行及現金結餘	40,031	172,494	104,014	454,437
	<u>1,372,784</u>	<u>5,915,327</u>	<u>1,464,337</u>	<u>6,397,690</u>
總 資 產	<u>\$ 1,757,186</u>	<u>\$ 7,571,715</u>	<u>\$ 1,930,819</u>	<u>\$ 8,435,749</u>

註一：民國 110 年第 2 季及 109 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 110 年 6 月 30 日及 109 年 12 月 31 日之匯率 RMB 1 = NTD4.3090 及 RMB 1 = NTD4.3690 換算。

註二：110 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
110.1.1-110.6.30	RMB1 : NT4.4080	RMB1 : NT4.3050	RMB1 : NT4.3535
109.1.1-109.12.31	RMB1 : NT4.3940	RMB1 : NT4.1800	RMB1 : NT4.2817
108.1.1-108.12.31	RMB1 : NT4.6120	RMB1 : NT4.2990	RMB1 : NT4.4722
107.1.1-107.12.31	RMB1 : NT4.7080	RMB1 : NT4.4320	RMB1 : NT4.5600

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
 簡明綜合財務狀況表
 民國 110 年 6 月 30 日及 109 年 12 月 31 日

單位：仟元

	未經查核		經查核	
	110年6月30日		109年12月31日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
權 益				
本公司權益持有人應佔權益				
股本	\$ 4,021	\$ 17,326	\$ 4,021	\$ 17,568
股份溢價	82,183	354,127	82,183	359,057
資本儲備	77,338	333,249	77,338	337,890
其他儲備	41,173	177,414	53,202	232,440
保留盈利	186,346	802,965	226,125	987,940
總 權 益	391,061	1,685,081	442,869	1,934,895
負 債				
非流動負債				
其他借貸	39,421	169,865	38,506	168,233
遞延收益	71,565	308,374	72,270	315,748
租賃負債	3,055	13,164	2,489	10,874
	114,041	491,403	113,265	494,855
流動負債				
貿易應付賬款及其他應付款項及 應計開支	439,630	1,894,366	471,137	2,058,398
合約負債	343,685	1,480,939	260,711	1,139,046
遞延收益	1,410	6,076	1,410	6,160
應付最終控股公司款項	153	659	1,503	6,567
應付直接控股公司款項	15,599	67,216	15,627	68,274
應付同系附屬公司款項	1,985	8,553	2,005	8,760
應付合營企業款項	437	1,883	517	2,259
應付一間聯營公司款項	22,886	98,616	24,111	105,341
租賃負債	2,431	10,475	2,623	11,460
訴訟申索撥備	-	-	36,335	158,748
退貨負債	-	-	106,211	464,036
即期稅項負債	23,087	99,482	25,272	110,413
銀行及其他借貸	397,368	1,712,259	423,814	1,851,643
保證撥備	3,413	14,707	3,409	14,894
	1,252,084	5,395,231	1,374,685	6,005,999
總 負 債	\$ 1,366,125	\$ 5,886,634	\$ 1,487,950	\$ 6,500,854
總負債及權益	\$ 1,757,186	\$ 7,571,715	\$ 1,930,819	\$ 8,435,749
流動資產淨值	\$ 120,700	\$ 520,096	\$ 89,652	\$ 391,691
總資產減流動負債	\$ 505,102	\$ 2,176,484	\$ 556,134	\$ 2,429,750

註一：民國 110 年第 2 季及 109 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 110 年 6 月 30 日及 109 年 12 月 31 日之匯率 RMB 1 = NTD4.3090 及 RMB 1 = NTD4.3690 換算。

註二：110 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
110.1.1-110.6.30		RMB1	: NT4.4080	RMB1	: NT4.3050	RMB1	: NT4.3535
109.1.1-109.12.31		RMB1	: NT4.3940	RMB1	: NT4.1800	RMB1	: NT4.2817
108.1.1-108.12.31		RMB1	: NT4.6120	RMB1	: NT4.2990	RMB1	: NT4.4722
107.1.1-107.12.31		RMB1	: NT4.7080	RMB1	: NT4.4320	RMB1	: NT4.5600

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 110 年及 109 年 1 月 1 日至 6 月 30 日

單位：仟元
除每股虧損為元外

	未經查核			
	110年1月1日至6月30日		109年1月1日至6月30日	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
收 益	472,756	\$ 2,037,106	\$ 382,660	\$ 1,599,519
收益成本	(365,250)	(1,573,862)	(294,324)	(1,230,274)
毛 利	107,506	463,244	88,336	369,245
其他收入	26,747	115,253	26,656	111,422
分銷及銷售費用	(49,567)	(213,585)	(44,085)	(184,276)
行政費用	(28,488)	(122,755)	(29,062)	(121,479)
研發成本	(19,665)	(84,736)	(10,600)	(44,308)
貿易應收賬款及合約資產之減值虧損撥回	2,605	11,225	3,836	16,034
其他收益及虧損	(2,745)	(11,828)		
其他營運費用	-	-	(2,022)	(8,452)
經營溢利	36,393	156,818	33,059	138,186
財務費用	(7,590)	(32,705)	(9,646)	(40,320)
分佔合營企業虧損	(384)	(1,655)	(705)	(2,947)
分佔聯營公司虧損	(61,243)	(263,896)	(111,828)	(467,441)
除所得稅前虧損	(32,824)	(141,438)	(89,120)	(372,522)
所得稅開支	(6,999)	(30,159)	(6,167)	(25,778)
本公司擁有人應佔虧損	(39,823)	(171,597)	(95,287)	(398,300)
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	44	190	(137)	(573)
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	7,391	31,848	(1,423)	(5,948)
換算海外業務產生之匯兌差額	(19,420)	(83,681)		
本公司擁有人應佔全面收益總額	\$ (51,808)	\$ (223,240)	\$ (93,587)	\$ (391,194)
每股虧損-基本	\$ (0.10)	\$ (0.43)	\$ (0.24)	\$ (1.00)

註一：民國 110 及 109 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 110 年及 109 年 6 月 30 日之匯率 RMB 1 = NTD4.3090 及 RMB 1 = NTD4.1800 換算。

註二：110 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：

<u>年</u>	<u>度</u>	<u>最</u>	<u>高</u>	<u>最</u>	<u>低</u>	<u>平</u>	<u>均</u>
110.1.1-110.6.30		RMB1	: NT4.4080	RMB1	: NT4.3050	RMB1	: NT4.3535
109.1.1-109.12.31		RMB1	: NT4.3940	RMB1	: NT4.1800	RMB1	: NT4.2817
108.1.1-108.12.31		RMB1	: NT4.6120	RMB1	: NT4.2990	RMB1	: NT4.4722
107.1.1-107.12.31		RMB1	: NT4.7080	RMB1	: NT4.4320	RMB1	: NT4.5600

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 110 年及 109 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
109 年 1 月 1 日餘額	\$ 4,021	\$ 82,183	\$ 77,338	\$ 66,454	\$ 478,483	\$ 708,479
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)
109 年 6 月 30 日餘額 (未經查核)	\$ 4,021	\$ 82,183	\$ 77,338	\$ 68,291	\$ 383,059	\$ 614,892
109 年 12 月 31 日餘額 (經查核)	\$ 4,021	\$ 82,183	\$ 77,338	\$ 53,202	\$ 226,125	\$ 442,869
全面收益：						
期內虧損	-	-	-	-	(39,823)	(39,823)
其他全面收益：						
分佔聯營公司其他全面收益	-	-	-	7,391	44	7,435
換算海外業務產生之匯兌差額	-	-	-	(19,420)	-	(19,420)
截至 110 年 6 月 30 日止期間全面收益總額	-	-	-	(12,029)	(39,779)	(51,808)
110 年 6 月 30 日餘額 (未經查核)	\$ 4,021	\$ 82,183	\$ 77,338	\$ 41,173	\$ 186,346	\$ 391,061

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 110 年及 109 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
109年1月1日餘額	\$ 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：						
分估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)
匯率影響數	(543)	(11,095)	(10,440)	(8,972)	(64,594)	(95,644)
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
109年12月31日餘額(經查核)	\$ 17,568	\$ 359,057	\$ 337,890	\$ 232,440	\$ 987,940	\$ 1,934,895
全面收益：						
期內虧損	-	-	-	-	(171,597)	(171,597)
其他全面收益：						
分估聯營公司其他全面收益	-	-	-	31,848	190	32,038
換算海外業務產生之匯兌差額	-	-	-	(83,681)	-	(83,681)
截至 110 年 6 月 30 日止期間全面收益總額	-	-	-	(51,833)	(171,407)	(223,240)
匯率影響數	(242)	(4,930)	(4,641)	(3,193)	(13,568)	(26,574)
於 110 年 6 月 30 日餘額(未經查核)	\$ 17,326	\$ 354,127	\$ 333,249	\$ 177,414	\$ 802,965	\$ 1,685,081

註一：註一：民國 110 及 109 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 110 年及 109 年 6 月 30 日之匯率 RMB 1 = NTD4.3090 及 RMB 1 = NTD4.1800 換算。

民國 110 年及 109 年 1 月 1 日股東權益科目金額，係以民國 109 年及 108 年 12 月 31 日之匯率 RMB 1 = NTD4.3690 及 RMB 1 = NTD 4.3150 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 110 年及 109 年 1 月 1 日至 6 月 30 日
 (未經查核)

單位：仟元

	110年1月1日至6月30		109年1月1日至6月30	
	人 民 幣	新 台 幣	人 民 幣	新 台 幣
經營活動產生的現金流量				
營運所得現金	70,644	304,405	42,718	178,561
已繳所得稅及預扣稅	(6,999)	(30,159)	(6,167)	(25,778)
經營活動所得現金淨額	<u>63,645</u>	<u>274,246</u>	<u>36,551</u>	<u>152,783</u>
投資活動產生的現金流量				
收購物業、廠房及設備以及無形資產	(5,838)	(25,156)	(4,042)	(16,895)
聯營公司及一間聯營公司的附屬公司之還款	11,975	51,600	36,352	151,951
聯營公司及一間聯營公司的附屬公司作出的墊款	(39,830)	(171,627)	(149,199)	(623,652)
出售物業、廠房及設備所得款項	1,855	7,993	4	17
已收利息	1,323	5,701	2,174	9,087
存入限制性銀行結餘	-	-	(5,131)	(4,969,385)
提取限制性銀行結餘	71,337	307,391	-	4,947,937
投資活動所得／(所用)現金淨額	<u>40,822</u>	<u>175,902</u>	<u>(119,842)</u>	<u>(500,940)</u>
融資活動產生的現金流量				
銀行借貸所得款項	652,629	2,812,178	1,462,804	6,114,521
償還銀行借貸	(679,075)	(2,926,134)	(1,367,658)	(5,716,810)
償還租賃負債	(1,508)	(6,498)	(1,891)	(7,904)
已收政府補貼	12,386	53,371	6,006	25,105
已付利息	(7,590)	(32,705)	(9,646)	(40,320)
支付訴訟申索及負債	(142,546)	(614,231)	-	-
融資活動(所用)／所得現金淨額	<u>(165,704)</u>	<u>(714,019)</u>	<u>89,615</u>	<u>374,591</u>
現金及現金等值物(減少)／增加淨額	(61,237)	(263,871)	6,324	26,434
期初現金及現金等值物	104,014	448,196	74,860	312,915
匯率調整數	(2,746)	(11,832)	(1,889)	(7,896)
期末現金及現金等值物	<u>\$ 40,031</u>	<u>\$ 172,493</u>	<u>\$ 79,295</u>	<u>\$ 331,453</u>

註一：民國 110 及 109 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 110 年及 109 年 6 月 30 日之匯率 RMB 1 = NTD4.3090 及 RMB 1 = NTD4.1800 換算。民國 110 及 109 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 109 年及 108 年 12 月 31 日之匯率 RMB 1 = NTD4.3690 及 RMB 1 = NTD4.31500 換算。

註二：110 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
110.1.1-110.6.30		RMB1	: NT4.4080	RMB1	: NT4.3050	RMB1	: NT4.3535
109.1.1-109.12.31		RMB1	: NT4.3940	RMB1	: NT4.1800	RMB1	: NT4.2817
108.1.1-108.12.31		RMB1	: NT4.6120	RMB1	: NT4.2990	RMB1	: NT4.4722
107.1.1-107.12.31		RMB1	: NT4.7080	RMB1	: NT4.4320	RMB1	: NT4.5600

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及發布生效之 IFRSs 重編後合併資產負債表
民國 110 年 6 月 30 日暨民國 109 年 12 月 31 日及 6 月 30 日

單位：新台幣仟元

代 碼	資 產	110年6月30日				109年12月31日				109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及發布生效之 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及發布生效之 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及發布生效之 IFRSs 編製金額	%
	流動資產												
1100	現金及約當現金	\$ 172,494	\$ -	\$ 172,494	2	\$ 454,437	\$ -	\$ 454,437	5	\$ 331,453	\$ -	\$ 331,453	4
1136	按攤銷後成本衡量之金融資產－流動	293,396	-	293,396	4	609,152	-	609,152	7	465,920	-	465,920	5
1140	合約資產－流動	297,653	-	297,653	4	230,041	-	230,041	3	218,673	-	218,673	2
1170	應收帳款淨額	1,096,464	-	1,096,464	15	1,085,667	-	1,085,667	13	1,404,195	-	1,404,195	15
1180	應收帳款－關係人	94,720	-	94,720	1	88,490	-	88,490	1	11,056	-	11,056	-
1200	其他應收款	386,440	-	386,440	5	335,395	-	335,395	4	377,759	-	377,759	4
1210	其他應收款－關係人	1,767,600	-	1,767,600	23	1,661,714	-	1,661,714	20	1,442,711	-	1,442,711	16
130X	存 貨	1,722,781	-	1,722,781	23	1,883,756	-	1,883,756	22	1,931,900	-	1,931,900	21
1410	預付款項	83,780	-	83,780	1	49,038	-	49,038	1	180,902	-	180,902	2
11XX	流動資產合計	<u>5,915,328</u>	<u>-</u>	<u>5,915,328</u>	<u>78</u>	<u>6,397,690</u>	<u>-</u>	<u>6,397,690</u>	<u>76</u>	<u>6,364,569</u>	<u>-</u>	<u>6,364,569</u>	<u>69</u>
	非流動資產												
1550	採權益法之投資	159,101	-	159,101	2	482,927	-	482,927	6	1,267,121	-	1,267,121	14
1600	不動產、廠房及設備	842,375	-	842,375	11	891,704	-	891,704	11	880,400	-	880,400	10
1755	使用權資產	522,272	-	522,272	7	534,115	-	534,115	6	518,257	-	518,257	6
1780	無形資產	13,117	-	13,117	-	4,574	-	4,574	-	4,652	-	4,652	-
1840	遞延所得稅資產	119,523	-	119,523	2	124,739	-	124,739	1	114,691	-	114,691	1
15XX	非流動資產合計	<u>1,656,388</u>	<u>-</u>	<u>1,656,388</u>	<u>22</u>	<u>2,038,059</u>	<u>-</u>	<u>2,038,059</u>	<u>24</u>	<u>2,785,121</u>	<u>-</u>	<u>2,785,121</u>	<u>31</u>
1XXX	資 產 總 計	<u>\$ 7,571,716</u>	<u>\$ -</u>	<u>\$ 7,571,716</u>	<u>100</u>	<u>\$ 8,435,749</u>	<u>\$ -</u>	<u>\$ 8,435,749</u>	<u>100</u>	<u>\$ 9,149,690</u>	<u>\$ -</u>	<u>\$ 9,149,690</u>	<u>100</u>

註一：民國 110 及 109 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 110 年及 109 年 6 月 30 日之匯率 RMB 1 = NTD 4.3090 及 RMB 1 = NTD 4.180 換算。
民國 109 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 109 年 12 月 31 日之匯率 RMB 1 = NTD 4.3690 換算。

註二：110 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
110.1.1-110.6.30	RMB1 : NT4.4080	RMB1 : NT4.3050	RMB1 : NT4.3535
109.1.1-109.12.31	RMB1 : NT4.3940	RMB1 : NT4.1800	RMB1 : NT4.2817
108.1.1-108.12.31	RMB1 : NT4.6120	RMB1 : NT4.2990	RMB1 : NT4.4722
107.1.1-107.12.31	RMB1 : NT4.7080	RMB1 : NT4.4320	RMB1 : NT4.5600

註三：揭露之報表格式業已依中華民國金管會認可及發布生效之 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及發布生效之 IFRSs 重編後合併資產負債表
民國 110 年 6 月 30 日暨民國 109 年 12 月 31 日及 6 月 30 日

單位：新台幣仟元

代 碼	資 產	110年6月30日				109年12月31日				109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及發布生效之 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及發布生效之 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及發布生效之 IFRSs 編製金額	%
	流動負債												
2100	短期借款	\$ 1,712,259	\$ -	\$ 1,712,259	23	\$ 1,851,643	\$ -	\$ 1,851,643	22	\$ 2,070,007	\$ -	\$ 2,070,007	23
2130	合約負債—流動	1,480,939	-	1,480,939	20	1,139,046	-	1,139,046	14	1,408,234	-	1,408,234	15
2150	應付票據	943,279	-	943,279	13	1,019,646	-	1,019,646	12	708,213	-	708,213	8
2170	應付帳款	690,065	-	690,065	9	674,709	-	674,709	8	714,784	-	714,784	8
2180	應付帳款—關係人	176,919	-	176,919	2	191,192	-	191,192	2	163,489	-	163,489	2
2219	其他應付款	261,022	-	261,022	3	364,043	-	364,043	5	255,933	-	255,933	3
2220	其他應付款—關係人	9	-	9	-	9	-	9	-	-	-	-	-
2230	本期所得稅負債	99,482	-	99,482	1	110,413	-	110,413	1	88,394	-	88,394	1
2250	負債準備—流動	14,707	-	14,707	-	173,642	-	173,642	2	265,957	-	265,957	3
2280	租賃負債—流動	10,475	-	10,475	-	11,460	-	11,460	-	13,221	-	13,221	-
2310	預收款項	6,076	-	6,076	-	6,160	-	6,160	-	5,894	-	5,894	-
2399	其他流動負債	-	-	-	-	464,036	-	464,036	6	421,774	-	421,774	5
21XX	流動負債合計	5,395,232	-	5,395,232	71	6,005,999	-	6,005,999	72	6,115,900	-	6,115,900	68
	非流動負債												
2540	長期借款	169,865	-	169,865	2	168,233	-	168,233	2	153,657	-	153,657	2
2580	租賃負債—非流動	13,164	-	13,164	-	10,874	-	10,874	-	9,012	-	9,012	-
2630	預收款項—非流動	308,374	-	308,374	4	315,748	-	315,748	4	300,872	-	300,872	3
25XX	非流動負債合計	491,403	-	491,403	6	494,855	-	494,855	6	463,541	-	463,541	5
2XXX	負債總計	5,886,635	-	5,886,635	77	6,500,854	-	6,500,854	78	6,579,441	-	6,579,441	73
	股東權益												
	股本												
3110	普通股股本	17,326	-	17,326	-	17,568	-	17,568	-	16,808	-	16,808	-
3200	資本公積	687,376	-	687,376	9	696,947	-	696,947	7	666,798	-	666,798	7
	保留盈餘												
3310	法定盈餘公積	191,401	-	191,401	3	194,067	-	194,067	2	185,671	-	185,671	2
3350	未分配盈餘	802,965	-	802,965	11	987,940	-	987,940	12	1,601,187	-	1,601,187	17
3400	其他權益	(13,987)	-	(13,987)	-	38,373	-	38,373	1	99,785	-	99,785	1
3XXX	權益總計	1,685,081	-	1,685,081	23	1,934,895	-	1,934,895	22	2,570,249	-	2,570,249	27
	負債及權益總計	\$ 7,571,716	\$ -	\$ 7,571,716	100	\$ 8,435,749	\$ -	\$ 8,435,749	100	\$ 9,149,690	\$ -	\$ 9,149,690	100

註一：民國 110 及 109 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 110 年及 109 年 6 月 30 日之匯率 RMB 1 = NTD 4.3090 及 RMB 1 = NTD 4.180 換算。
民國 109 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 109 年 12 月 31 日之匯率 RMB 1 = NTD 4.3690 換算。

註二：110 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
110.1.1-110.6.30	RMB1：NT4.4080	RMB1：NT4.3050	RMB1：NT4.3535
109.1.1-109.12.31	RMB1：NT4.3940	RMB1：NT4.1800	RMB1：NT4.2817
108.1.1-108.12.31	RMB1：NT4.6120	RMB1：NT4.2990	RMB1：NT4.4722
107.1.1-107.12.31	RMB1：NT4.7080	RMB1：NT4.4320	RMB1：NT4.5600

註三：揭露之報表格式業已依中華民國金管會認可及發布生效之 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及發布生效之IFRSs重編後合併綜合損益表

民國110年及109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	110年1月1日至6月30日				109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及發布生效之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及發布生效之IFRSs 編製金額	%
4000	營業收入	\$ 2,037,106	\$ -	\$ 2,037,106	100	\$ 1,599,519	\$ -	\$ 1,599,519	100
5000	營業成本	(1,573,862)	-	(1,573,862)	(77)	(1,230,274)	-	(1,230,274)	(77)
5900	營業毛利	463,244	-	463,244	23	369,245	-	369,245	23
	營業費用								
6100	銷售費用	(213,585)	-	(213,585)	(10)	(184,276)	-	(184,276)	(12)
6200	管理費用	(122,755)	-	(122,755)	(6)	(121,479)	-	(121,479)	(7)
6300	研發費用	(84,736)	-	(84,736)	(4)	(44,308)	-	(44,308)	(3)
6450	預期信用減損撥回	11,225	-	11,225	1	-	16,039	16,039	1
6000	營業費用合計	(409,851)	-	(409,851)	(20)	(350,063)	16,039	(334,024)	(21)
6500	其他收益及費損淨額	103,425	(103,425)	-	-	119,004	(119,004)	-	-
6900	營業淨利	156,818	(103,425)	53,393	3	138,186	(102,965)	35,221	2
	營業外收入及支出								
7010	其他收入	-	115,253	115,253	6	-	111,422	111,422	7
7020	其他利益及損失	-	(11,828)	(11,828)	(1)	-	(8,457)	(8,457)	(1)
7050	財務成本	(32,705)	-	(32,705)	(2)	(40,320)	-	(40,320)	(2)
7060	採用權益法之關聯企業及合資損益份額	(265,551)	-	(265,551)	(13)	(470,388)	-	(470,388)	(29)
7000	營業外收入及支出合計	(298,256)	103,425	(194,831)	(10)	(510,708)	102,965	(407,743)	(25)
7900	稅前虧損	(141,438)	-	(141,438)	(7)	(372,522)	-	(372,522)	(23)
7950	所得稅費用	(30,159)	-	(30,159)	(2)	(25,778)	-	(25,778)	(2)
8200	本期虧損	(171,597)	-	(171,597)	(8)	(398,300)	-	(398,300)	(25)
	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	190	-	190	-	(573)	-	(573)	-
	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	(83,681)	-	(83,681)	(4)	13,627	-	13,627	1
8370	採權益法之關聯企業及合資之其他綜合損益份額	31,848	-	31,848	2	(5,948)	-	(5,948)	-
8500	本期其他綜合損益總額	(\$ 223,240)	\$ -	(\$ 223,240)	(11)	(\$ 391,194)	\$ -	(\$ 391,194)	(24)
8600	淨利歸屬於								
8610	本公司業主	(\$ 171,597)	\$ -	(\$ 171,597)	(8)	(\$ 398,300)	\$ -	(\$ 398,300)	(24)
8700	綜合損益總額歸屬於								
8710	本公司業主	(\$ 223,240)	\$ -	(\$ 223,240)	(11)	(\$ 391,194)	\$ -	(\$ 391,194)	(24)
	每股盈餘								
9750	基本	(\$ 0.43)	\$ -	(\$ 0.43)		(\$ 1.00)	\$ -	(\$ 1.00)	
9850	稀釋	(\$ 0.43)	\$ -	(\$ 0.43)		(\$ 1.00)	\$ -	(\$ 1.00)	

註一：民國110及109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110年及109年6月30日之匯率RMB 1 = NTD 4.3090及RMB 1 = NTD 4.180換算。

註二：110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
110.1.1-110.6.30	RMB1: NT4.4080	RMB1: NT4.3050	RMB1: NT4.3535
109.1.1-109.12.31	RMB1: NT4.3940	RMB1: NT4.1800	RMB1: NT4.2817
108.1.1-108.12.31	RMB1: NT4.6120	RMB1: NT4.2990	RMB1: NT4.4722
107.1.1-107.12.31	RMB1: NT4.7080	RMB1: NT4.4320	RMB1: NT4.5600

註三：揭露之報表格式業已依中華民國金管會認可及發布生效之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及發布生效之IFRSs重編後合併現金流量表
民國110年及109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	110年1月1日至6月30日			109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及發布生效之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及發布生效之IFRSs編製金額
營業活動之現金流量						
本期稅前淨利	(\$ 141,438)	\$ -	(\$ 141,438)	(\$ 372,522)	\$ -	(\$ 372,522)
不影響現金流量之收益費損項目						
折舊費用	30,189	-	30,189	49,153	-	49,153
攤銷費用	2,142	-	2,142	1,229	-	1,229
預期信用減損損失	(11,225)	-	(11,225)	(16,039)	-	(16,039)
財務成本	32,705	-	32,705	40,320	-	40,320
利息收入	(5,701)	-	(5,701)	(9,087)	-	(9,087)
採權益法之關聯企業及合資損益份額	265,551	-	265,551	470,388	-	470,388
處分不動產、廠房及設備損失	263	-	263	1,618	-	1,618
存貨跌價損失	(832)	-	(832)	5,238	-	5,238
營業資產及負債之淨變動數						
合約資產	(70,771)	-	(70,771)	(33,085)	-	(33,085)
應收帳款	(14,483)	-	(14,483)	(185,149)	-	(185,149)
應收帳款－關係人	(7,446)	-	(7,446)	50,712	-	50,712
其他應收款	(55,651)	-	(55,651)	(64,740)	-	(64,740)
存 貨	153,491	-	153,491	123,824	-	123,824
預付款項	(35,416)	-	(35,416)	(119,251)	-	(119,251)
合約負債	357,535	-	357,535	152,829	-	152,829
應付票據	(62,364)	-	(62,364)	80,611	-	80,611
應付帳款	24,622	-	24,622	33,925	-	33,925
應付帳款－關係人	(11,647)	-	(11,647)	49,420	-	49,420
其他應付款	(97,836)	-	(97,836)	(62,554)	-	(62,554)
其他應付帳款－關係人	-	-	-	(4)	-	(4)
負債準備	(156,550)	-	(156,550)	(2,132)	-	(2,132)
其他流動負債	(457,663)	-	(457,663)	(2,132)	-	(2,132)
營運產生之現金流入	(262,525)	-	(262,525)	194,704	-	194,704
支付之所得稅	(36,071)	-	(36,071)	(7,992)	-	(7,992)
營業活動之淨現金流入	(298,596)	-	(298,596)	186,712	-	186,712
投資活動之現金流量						
取得按攤銷後成本衡量之金融資產	307,391	-	307,391	(21,448)	-	(21,448)
購置不動產、廠房及設備	(6,485)	-	(6,485)	(4,932)	-	(4,932)
處分不動產、廠房及設備價款	7,993	-	7,993	17	-	17
購置無形資產	(10,747)	-	(10,747)	-	-	-
其他應收款－關係人	(128,706)	-	(128,706)	(493,274)	-	(493,274)
遞延收入	(3,038)	-	(3,038)	(7,110)	-	(7,110)
收取之利息	5,701	-	5,701	9,087	-	9,087
投資活動之淨現金流出	172,109	-	172,109	(517,660)	-	(517,660)
籌資活動之現金流量						
短期借款增加	2,812,178	-	2,812,178	397,711	-	397,711
短期借款減少	(2,926,134)	-	(2,926,134)	-	-	-
長期借款增加	3,943	-	3,943	-	-	-
支付之利息	(32,705)	-	(32,705)	(40,320)	-	(40,320)
租賃本金償還	(6,498)	-	(6,498)	(7,904)	-	(7,904)
籌資活動淨現金流入	(149,216)	-	(149,216)	349,487	-	349,487
匯率變動對現金及約當現金之影響	(6,240)	-	(6,240)	(10,107)	-	(10,107)
本期現金及約當現金增加數	(281,943)	-	(281,943)	8,432	-	8,432
期初現金及約當現金餘額	454,437	-	454,437	323,021	-	323,021
期末現金及約當現金餘額	\$ 172,494	\$ -	\$ 172,494	\$ 331,453	\$ -	\$ 331,453

註一：民國110及109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110年及109年6月30日之匯率 RMB 1 = NTD 4.3090 及 RMB 1 = NTD 4.180 換算。

民國110及109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109年及108年12月31日之匯率 RMB 1 = NTD 4.3690 及 RMB 1 = NTD 4.3150 換算。

註二：110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
110.1.1-110.6.30		RMB1	NT4.4080	RMB1	NT4.3050	RMB1	NT4.3535
109.1.1-109.12.31		RMB1	NT4.3940	RMB1	NT4.1800	RMB1	NT4.2817
108.1.1-108.12.31		RMB1	NT4.6120	RMB1	NT4.2990	RMB1	NT4.4722
107.1.1-107.12.31		RMB1	NT4.7080	RMB1	NT4.4320	RMB1	NT4.5600

註三：揭露之報表格式業已依中華民國金管會認可及發布生效之 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 110 及 109 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 110 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及發布生效之 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及發布生效之 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 110 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及發布生效之 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及發布生效之 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及發布生效之 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 110 年及 109 年第 2 季合併資產負債表及民國 110 年度及 109 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 IFRSs	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： 110年第2季： 115,253 仟元 109年第2季： 111,422 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： 110年第2季： 支出 11,828 仟元 109年第2季： 收益 8,457 仟元
(三) 現金流量表表達方式	依據中華民國金管會認可及發布生效之 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及發布生效之 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



2021
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

大華銀行

中國工商銀行

凱基銀行

兆豐國際商業銀行

台新國際商業銀行

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

二零二一年上半年，中國疫情得到了有效控制，經濟穩定恢復。根據中國國家統計局所發佈的資料顯示，二零二一年上半年中國國內生產總值(GDP)同比增長12.7%。

財務回顧

收益

截至二零二一年六月三十日止六個月，本集團錄得收益約人民幣472,760,000元，與二零二零年同期比較上升約23.5%。於回顧期內，CNC工具機業務的銷售額為約人民幣410,690,000元，較去年同期上升約39.8%，佔本集團整體收益約86.9%。另一方面，於回顧期內本集團的叉車業務並無銷售。此外，停車設備業務於回顧期內之銷售額為約人民幣62,070,000元，比較去年同期下跌約17.2%，佔總收益約13.1%。

毛利及毛利率

於回顧期內，本集團之毛利約人民幣107,510,000元，而整體毛利率約為22.7%，與去年同期比較大致持平。

分銷及銷售費用

截至二零二一年六月三十日止六個月，分銷及銷售費用為約人民幣49,570,000元，與去年同期比較增加約12.4%。於回顧期內，分銷及銷售費用佔本集團收益百分比約10.5%，而去年同期為約11.5%。

行政費用

於回顧期內行政費用比較去年同期減少約2.0%至約人民幣28,490,000元。

財務費用

於回顧期內，財務費用減少至約人民幣7,590,000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

截至二零二一年六月三十日止六個月，分佔聯營公司虧損為約人民幣61,240,000元（二零二零年同期：分佔虧損約人民幣111,830,000元）。乃指於回顧期內分佔其位於德國的聯營公司「FFG European and American Holdings GmbH」的業績。

本公司擁有人應佔虧損

截至二零二一年六月三十日止六個月，本公司擁有人應佔虧損約人民幣39,820,000元。而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。

前景展望

二零二一年上半年，中國經濟繼續從新冠疫情的影響中復甦。本集團的CNC工具機業務於二零二一年上半年的訂單量保持增勢，致令這業務的收入比較去年同期相比錄得顯著增長。雖然本集團於回顧期內的業績因仍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，本集團於截至二零二一年六月三十日止六個月，乃錄得除稅前溢利約人民幣28,420,000元。因此，管理層認為本集團的整體財務狀況仍然維持穩健。

展望未來，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，本集團將繼續透過高效的管理，持續提升營運效率。而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。管理層因此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。於二零二一年六月三十日，本集團的銀行及現金結餘約為人民幣40,030,000元（二零二零年十二月三十一日：人民幣104,010,000元）。於二零二一年六月三十日，本集團的流動資產淨額約為人民幣120,700,000元（二零二零年十二月三十一日：人民幣89,650,000元），而短期銀行借款約為人民幣397,370,000元（二零二零年十二月三十一日：人民幣423,810,000元）。於二零二一年六月三十日，本集團的流動比率（流動資產總額對流動負債總額）約為1.1倍（二零二零年十二月三十一日：1.1倍）。於二零二一年六月三十日，資本負債比率（含利息的債項總額對資產總值）約為22.6%（二零二零年十二月三十一日：21.9%），反映本集團整體財務狀況仍保持穩健。

資本架構

於二零二一年六月三十日，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（二零二零年十二月三十一日：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

於二零二一年六月三十日，本集團在香港及中國僱用合共約940位（二零二零年十二月三十一日：950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

於二零二一年六月三十日，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24,250,000元（二零二零年十二月三十一日：人民幣24,250,000元）。於二零二一年六月三十日，本集團並無任何重大或然負債（二零二零年十二月三十一日：無）。

集團資產押記

於二零二一年六月三十日，本集團有限制性銀行結餘約人民幣68,090,000元（二零二零年十二月三十一日：人民幣139,430,000元）。

於二零二一年六月三十日，本公司之附屬公司以總賬面值人民幣79,650,000元（二零二零年十二月三十一日：人民幣80,630,000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

於二零二一年六月三十日，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	證券數目	於二零二一年 六月三十日 佔已發行股份 的概約百分比
朱志洋先生（「朱先生」）	受控制公司 的權益	20,000,000 (附註1)	4.96%
余玉堂先生（「余先生」）	實益擁有人	20,000 (附註2)	0.00%

附註：

- 1 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。
- 2 此20,000股相當於在台灣證券交易所發行及上市的20,000單位的台灣存託憑證，並由余先生持有。

(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	於二零二一年
				六月三十日 持股概約 百分比
朱先生	友嘉實業	實益擁有人	9,905,473股 普通股股份	9.67%
	友嘉實業	配偶權益 (附註1)	2,210,969 普通股股份	2.16%
	友嘉實業	受控制公司的 權益 (附註2)	15,232,267股 普通股股份	14.87%
	Fair Fine (Hangzhou) Industrial Co., Ltd. (附註3)	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2.16%，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. 朱先生持有若干公司超過三分之一的已發行股份/控制董事會之權力，這些公司合計持有友嘉實業已發行股本14.87%。因此，根據證券及期貨條例，朱先生被視為於該等公司於友嘉實業持有的所有股份中擁有權益。
3. 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，於二零二一年六月三十日，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

於二零二一年六月三十日，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

於二零二一年六月三十日，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	於二零二一年 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	實益擁有人	1,806,000股	0.45%
	受控制公司的權益	232,000,000股 (附註)	57.26%

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，於二零二一年六月三十日，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)條予以披露之自二零二零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二零二一年六月三十日止六個月之中期股息（二零二零年：無）。

私有化建議

於二零二一年七月二十九日，要約人友佳實業（香港）有限公司要求董事會向協議安排股東提出建議以協議安排方式將本公司私有化的建議事項，當中涉及註銷協議安排股份，以及作為其代價，向協議安排股東支付1.50港元註銷價，並分別撤銷股份及台灣存託憑證於香港聯合交易所及台灣證券交易所之上市地位。有關建議之詳情請參閱本公司及要約人刊發日期為二零二一年八月十二日的聯合公佈。

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二零二一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

於截至二零二一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其他業務活動未能出席本公司於二零二一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二零二一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，二零二一年八月三十一日

簡明綜合損益及其他全面收益表

截至二零二一年六月三十日止六個月

	附註	截至六月三十日止六個月	
		二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
收益	4	472,756	382,660
收益成本	5	(365,250)	(294,324)
毛利		107,506	88,336
其他收入	6	26,747	26,656
分銷及銷售費用		(49,567)	(44,085)
行政費用		(28,488)	(29,062)
研發成本		(19,665)	(10,600)
貿易應收賬款及合約資產之減值虧損撥回		2,605	-
其他收益及虧損		(2,745)	3,836
其他營運費用		-	(2,022)
財務費用		(7,590)	(9,646)
分佔合營企業虧損		(384)	(705)
分佔聯營公司虧損	13	(61,243)	(111,828)
除所得稅前虧損	7	(32,824)	(89,120)
所得稅開支	8	(6,999)	(6,167)
本公司擁有人應佔虧損		(39,823)	(95,287)
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		44	(137)

截至六月三十日止六個月

	附註	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
可能重新分類至損益的項目：			
分佔聯營公司其他全面收益		7,391	(1,423)
換算海外業務產生之匯兌差額		<u>(19,420)</u>	<u>3,260</u>
		<u>(12,029)</u>	<u>1,837</u>
		<u>(11,985)</u>	<u>1,700</u>
本公司擁有人應佔全面收益總額		<u>(51,808)</u>	<u>(93,587)</u>
每股虧損 (以每股人民幣元列示)			
— 基本	9	<u>(0.10)</u>	<u>(0.24)</u>

簡明綜合財務狀況表

於二零二一年六月三十日

	附註	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
非流動資產			
物業、廠房及設備	11	195,492	204,098
使用權資產	11	121,205	122,251
無形資產		3,044	1,047
於合營企業的投資	12	21,877	22,261
於聯營公司的投資	13	15,046	88,274
遞延所得稅資產	14	27,738	28,551
		<u>384,402</u>	<u>466,482</u>
流動資產			
存貨		399,810	431,164
貿易應收賬款及其他應收款項及預付款項	15	207,680	166,688
合約資產	16	69,077	52,653
應收貸款		47,593	49,691
按公平值計入其他全面收益的應收款項		108,311	120,105
應收最終控股公司款項	23	3,824	1,008
應收直接控股公司款項		136	8
應收同系附屬公司及最終控股公司的 聯營公司款項	23	30,299	28,087
應收合營企業款項	23	455	644
應收聯營公司及一間聯營公司的 附屬公司款項	23	397,479	370,849
限制性銀行結餘		68,089	139,426
銀行及現金結餘		40,031	104,014
		<u>1,372,784</u>	<u>1,464,337</u>

	附註	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
流動負債			
貿易應付賬款及其他應付款項及應計開支	18	439,630	471,137
合約負債		343,685	260,711
遞延收益	21	1,410	1,410
應付最終控股公司款項	23	153	1,503
應付直接控股公司款項	23	15,599	15,627
應付同系附屬公司款項	23	1,985	2,005
應付合營企業款項	23	437	517
應付一間聯營公司款項	23	22,886	24,111
租賃負債		2,431	2,623
訴訟申索撥備		-	36,335
退貨負債		-	106,211
即期稅項負債		23,087	25,272
銀行及其他借貸	19	397,368	423,814
保證撥備		3,413	3,409
		<u>1,252,084</u>	<u>1,374,685</u>
流動資產淨值		<u>120,700</u>	<u>89,652</u>
總資產減流動負債		<u>505,102</u>	<u>556,134</u>
非流動負債			
其他借貸		39,421	38,506
遞延收益	21	71,565	72,270
租賃負債		3,055	2,489
		<u>114,041</u>	<u>113,265</u>
資產淨值		<u>391,061</u>	<u>442,869</u>
資本及儲備			
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		41,173	53,202
保留盈利		186,346	226,125
		<u>391,061</u>	<u>442,869</u>
總權益		<u>391,061</u>	<u>442,869</u>

簡明綜合權益變動表

截至二零二一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
於二零二零年一月一日	4,021	82,183	77,338	66,454	478,483	708,479
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 (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
於二零二零年十二月三十一日 (經審核)	4,021	82,183	77,338	53,202	226,125	442,869

	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					(39,823)	(39,823)
其他全面收益						
分佔聯營公司其他全面收益 (附註13)	-	-	-	7,391	44	7,435
換算海外業務產生之匯兌差額	-	-	-	(19,420)	-	(19,420)
	-	-	-	(12,029)	44	(11,985)
全面收益總額	-	-	-	(12,029)	(39,779)	(51,808)
於二零二一年六月三十日 (未經審核)	4,021	82,183	77,338	41,173	186,346	391,061

簡明綜合現金流量表

截至二零二一年六月三十日止六個月

	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
經營活動		
營運所得現金	70,644	42,718
已繳所得稅及預扣稅	(6,999)	(6,167)
經營活動所得現金淨額	63,645	36,551
投資活動		
收購物業、廠房及設備以及無形資產	(5,838)	(4,042)
聯營公司及一間聯營公司的附屬公司之還款	11,975	36,352
聯營公司及一間聯營公司的附屬公司作出的墊款	(39,830)	(149,199)
出售物業、廠房及設備所得款項	1,855	4
已收利息	1,323	2,174
存入限制性銀行結餘	-	(5,131)
提取限制性銀行結餘	71,337	-
投資活動所得／(所用) 現金淨額	40,822	(119,842)

	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
融資活動		
銀行借貸所得款項	652,629	1,462,804
償還銀行借貸	(679,075)	(1,367,658)
償還租賃負債	(1,508)	(1,891)
已收政府補貼	12,386	6,006
已付利息	(7,590)	(9,646)
支付訴訟申索及負債	(142,546)	-
融資活動(所用)／所得現金淨額	(165,704)	89,615
現金及現金等值物(減少)／增加淨額	(61,237)	6,324
期初現金及現金等值物	104,014	74,860
匯率變動之影響	(2,746)	(1,889)
期終現金及現金等值物，指銀行及現金結餘	40,031	79,295

簡明綜合財務報表附註

截至二零二一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二零二一年八月三十一日批准刊發。

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」）編製之截至二零二零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9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂，*利率基準改革—第二階段*

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	
	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
工具機	410,684	293,710
停車設備	62,072	74,945
叉車	—	14,005
	<u>472,756</u>	<u>382,660</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。

截至二零二一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)	410,684	62,072	-	472,756
收益成本	(309,607)	(54,789)	(854)	(365,250)
分類溢利	101,077	7,283	(854)	107,506

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

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	
	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
銷售原材料	3,532	2,341
與收入相關的政府補貼*	12,386	6,006
維修收入	7,669	6,491
租金收入	437	621
利息收入	1,323	2,174
諮詢收入	-	8,368
其他	1,400	655
	<u>26,747</u>	<u>26,656</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

除所得稅前虧損已扣除(計入)下列各項：

	截至六月三十日止六個月	
	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
使用權資產折舊	2,885	3,248
物業、廠房及設備折舊	8,195	8,511
無形資產攤銷	497	295
	<hr/>	<hr/>
折舊及攤銷總額	11,577	12,054
資本化於存貨	(4,074)	(4,239)
	<hr/>	<hr/>
	7,503	7,815
對下列各項進行分析：		
於銷售費用扣除	435	571
於行政費用扣除	6,095	5,644
於其他費用扣除	645	1,358
於研究開支扣除	328	242
	<hr/>	<hr/>
	7,503	7,815
確認為開支的存貨成本	345,370	294,324
(存貨減值撥回) / 存貨減值淨額	(193)	1,253
出售物業、廠房及設備之淨虧損	61	387
淨匯兌虧損	2,745	1,889
保證撥備	2,503	1,151
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8. 所得稅開支

	截至六月三十日止六個月	
	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
即期企業所得稅（「企業所得稅」）	8,103	7,223
遞延稅項（開支）抵免	(1,104)	(1,056)
	<u>6,999</u>	<u>6,167</u>

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。於二零二零年，杭州友佳獲相關政府當局批准延續其高新技術企業稱號，有權於二零二零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%（截至二零二零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

每股基本虧損乃按本公司擁有人應佔虧損人民幣39,823,000元(截至二零二零年六月三十日止六個月期間：本公司擁有人應佔虧損人民幣95,287,000元)除以期內已發行普通股數目403,074,000股股份(截至二零二零年六月三十日止六個月期間：403,074,000股股份)計算。

	截至六月三十日止六個月	
	二零二一年 (未經審核)	二零二零年 (未經審核)
每股基本虧損(每股人民幣元)	(0.10)	(0.24)

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。

10. 股息

於本中期期間，並無宣派及派付有關截至二零二零年十二月三十一日止年度之股息予本公司擁有人(截至二零二零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(截至二零二零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1,916,000元(截至二零二零年六月三十日止六個月：人民幣391,000元)的物業、廠房及設備，所得款項為人民幣1,855,000元(截至二零二零年六月三十日止六個月：人民幣4,000元)，導致出售虧損人民幣61,000元(截至二零二零年六月三十日止六個月：出售虧損淨額人民幣387,000元)。此外，本集團花費人民幣1,500,000元(截至二零二零年六月三十日止六個月：人民幣1,180,000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121,205,000元及租賃負債人民幣5,486,000元。

12. 於合營企業的投資

	於	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 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	(5,789)	(5,405)
	<u>21,877</u>	<u>22,261</u>

13. 於聯營公司的投資

	於	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 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	(562,445)	(508,637)
換算海外業務產生之匯兌差額	21,111	40,531
	<u>15,046</u>	<u>88,274</u>

13. 於聯營公司的投資(續)

本集團分佔聯營公司截至二零二一年及二零二零年六月三十日止六個月的業績及聯營公司於二零二一年及二零二零年六月三十日的總資產及負債列示如下：

	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
資產	3,059,415	3,587,680
負債	2,835,785	2,849,831
分佔虧損	(61,243)	(111,828)
分佔其他全面收益*	7,435	(1,560)

* 分佔其他全面收益指合分佔換算海外業務產生之匯兌差額人民幣7,391,000元(二零二零年：人民幣(1,423,000)元)及界定福利計劃之重新計量收益人民幣44,000元(二零二零年：人民幣(137,000)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：

	貿易 應收賬款 及合約資產 減值 人民幣千元	存貨減值 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
於二零二一年一月一日(經審核)	4,830	1,840	519	16,167	5,195	28,551
於損益內扣除	(726)	(91)	4	-	-	(813)
於二零二一年六月三十日(未經審核)	4,104	1,749	523	16,167	5,195	27,738

15. 貿易應收賬款及其他應收款項及預付款項

	於	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
貿易應收賬款	174,048	168,234
減：貿易應收賬款減值撥備	(27,900)	(39,846)
	146,148	128,388
預付款項	19,443	11,224
其他應收款項	42,089	27,076
貿易應收賬款及其他應收款項及預付款項總額	<u>207,680</u>	<u>166,688</u>

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	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
0 – 30天	21,268	16,127
31 – 60天	14,153	11,620
61 – 90天	1,799	1,631
91 – 180天	24,261	21,304
180天以上	84,667	77,706
	<u>146,148</u>	<u>128,388</u>

16. 合約資產

	於	二零二零年
	二零二一年	十二月三十一日
	六月三十日	人民幣千元
	(未經審核)	(經審核)
收入來自：		
—工具機	42,318	30,498
—停車設備	<u>26,759</u>	<u>22,155</u>
	69,077	52,653
減：合約資產減值	<u>—</u>	<u>—</u>
	<u>69,077</u>	<u>52,653</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

截至二零二一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，與編製本集團截至二零二零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	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
貿易應付賬款	160,145	154,431
應付票據	218,909	233,382
其他應付款項	34,724	43,719
應計開支	<u>25,852</u>	<u>39,605</u>
貿易應付賬款及其他應付款項及應計開支總額	<u><u>439,630</u></u>	<u><u>471,137</u></u>

本集團一般從其供應商獲得30至90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	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
0 – 30天	98,796	100,386
31 – 60天	75,348	78,736
61 – 90天	69,413	68,407
91 – 180天	119,216	118,333
180天以上	<u>16,281</u>	<u>21,951</u>
	<u><u>379,054</u></u>	<u><u>387,813</u></u>

19. 銀行借款

於本中期期間，本集團取得人民幣652,629,000元之新銀行貸款（截至二零二零年六月三十日止六個月：人民幣1,462,804,000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：		
於二零二零年一月一日（經審核）、		
二零二零年六月三十日（未經審核）、		
二零二零年十二月三十一日（經審核）及		
二零二一年六月三十日（未經審核）	1,000,000	10,211
已發行及繳足：		
於二零二零年十二月三十一日（經審核）及		
二零二一年六月三十日（未經審核）	403,074	4,021

21. 遞延收益

	於	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 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>72,975</u>	<u>73,680</u>
對下列各項進行分析：		
流動負債	1,410	1,410
非流動負債	<u>71,565</u>	<u>72,270</u>
	<u>72,975</u>	<u>73,680</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元的由本地政府補貼免息貸款。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	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
就建築廠已訂約但尚未撥備之資本支出	<u>24,246</u>	<u>24,246</u>

23. 關連人士交易

(1) 交易及結餘

於本中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	
			二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
最終控股公司				
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	4,855 415	11,516 815
直接控股公司				
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	24,987	15,914
同系附屬公司及 最終控股公司的聯營公司				
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	686 21 540	296 22 659
FFG DMC Co., Ltd (「FFG DMC」)	同系附屬公司	銷售貨品 採購貨品	43 7,286	- 3,537
SMS Holding Co., Inc	同系附屬公司	銷售貨品	-	209

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	
			二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
合營企業				
AIF	合營企業	提供服務	464	501
		租金收入	23	23
Feeler Mectron	合營企業	提供服務	134	181
		採購貨品	-	572
		租金收入	37	9
UFM	合營企業	採購貨品	1,066	898
		提供服務	71	48
		利息收入	4	8
Nippon Cable Feeler	合營企業	購買服務	34	8
		提供服務	11	11
聯營公司及一間聯營公司的 附屬公司				
友嘉歐美(上海)工業 自動化系統有限公司 (「友嘉歐美(上海)」)	一間聯營公司之 附屬公司	利息收入	587	367
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	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
最終控股公司				
友嘉實業	最終控股公司	貿易應付賬款 (附註(a)) 墊款 (附註(b))	(153) 3,824	(1,503) 1,008
應收最終控股公司款項			3,824	1,008
應付最終控股公司款項			(153)	(1,503)
直接控股公司				
友佳實業香港	直接控股公司	其他應收賬款 貿易應付賬款 (附註(a)) 墊款 (附註(b))	136 (3,528) (12,071)	8 (3,556) (12,071)
應收直接控股公司款項			136	8
應付直接控股公司款項			(15,599)	(15,627)
同系附屬公司及 最終控股公司的聯營公司				
Sanco Machine & Tools Corp	同系附屬公司	其他應收賬款 貿易應付賬款 (附註(a))	- (1,985)	127 (2,005)
FFG DMC	同系附屬公司	墊款 (附註(b))	18,158	18,955
友嘉高松	最終控股公司的 聯營公司	其他應收賬款 (附註(b)) 貿易應收賬款 (附註(a))	284 -	45 215

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	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 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))	-	-
杭州友科電子有限公司	關聯公司	其他應收賬款(附註(b))	11,857	8,745
應收同系附屬公司及 最終控股公司的 聯營公司的款項			30,299	28,087
應付同系附屬公司的款項			(1,985)	(2,005)
合營企業				
AIF	合營企業	其他應收賬款(附註(b))	239	248
Feeler Mectron	合營企業	貿易應收賬款(附註(a))	-	75
		其他應收賬款(附註(b))	30	8
UFM	合營企業	貿易應收賬款(附註(a))	-	1
		其他應收賬款(附註(b))	186	312
		貿易應付賬款(附註(a))	(435)	(515)
Nippon Cable Feeler	合營企業	其他應收賬款(附註(b))	(2)	(2)
		其他應付款項(附註(b))		
應收合營企業款項			455	644
應付合營企業款項			(437)	(517)
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))	(22,886)	(24,111)
		其他應收賬款(附註(b))	1,357	1,357
		股東貸款(附註(c))	61,651	53,981
		應收賠償(附註(c))	72,667	72,667

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	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
FFG Europe S.p.A	聯營公司	其他應收賬款(附註(b)) 股東貸款(附註(c))	766 39,316	766 40,812
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))	35,951	24,225
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)) 股東貸款(附註(c))	3,178 5,957	3,306 6,219
FFG European and American Holdings GmbH	聯營公司	其他應收賬款(附註(b))	143,601	139,900
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))	9,072	9,307
友嘉歐美(上海)	一間聯營公司之 附屬公司	其他應收賬款(附註(b))	23,388	17,734
MAG Global Holdings GmbH	一間聯營公司之 附屬公司	其他應收賬款(附註(b))	575	575
應收聯營公司及一間 聯營公司的附屬公司的款項			394,479	370,849
應付一間聯營公司及一間 聯營公司的附屬公司的款項			(22,886)	(24,111)

(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。

23. 關連人士交易(續)

(2) 董事及主要管理人員薪酬

	截至六月三十日止六個月	
	二零二一年 人民幣千元 (未經審核)	二零二零年 人民幣千元 (未經審核)
薪金及補貼	1,103	1,238
表現相關花紅	107	112
退休福利計劃供款	43	28
	<u>1,253</u>	<u>1,378</u>

24. 資產抵押

	於	
	二零二一年 六月三十日 人民幣千元 (未經審核)	二零二零年 十二月三十一日 人民幣千元 (經審核)
使用權資產	79,650	80,631
貿易融資信貸的受限制銀行結餘	<u>68,089</u>	<u>72,585</u>
	<u>147,739</u>	<u>153,216</u>

本集團已抵押其使用權資產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貿易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
2021

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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

United Overseas Bank Limited

Industrial and Commercial Bank of China

KGI Bank

Mega International Commercial Bank

Taishin International Bank

Bank SinoPac

Bangkok Bank

STOCK CODE

2398

WEBSITE

<http://www.goodfriend.hk>

MANAGEMENT DISCUSSION AND ANALYSIS

The pandemic was effectively controlled in China and the economy recovered steadily in the first half of 2021. According to the data released by the National Bureau of Statistics of China, China's gross domestic product (GDP) grew by a year-on-year rate of 12.7% in the first half of 2021.

Financial Review

Revenue

For the six months ended 30 June 2021, the Group recorded revenue of approximately RMB472.76 million, representing an increase of approximately 23.5% as compared to the corresponding period in 2020. During the period under review, sales revenue of CNC machine tools business amounted to approximately RMB410.69 million, representing an increase of 39.8% as compared to the corresponding period in last year. Revenue of CNC machine tools accounted for approximately 86.9% of the Group's total revenue. On the other hand, the Group had no sales to customers in respect of its forklift trucks business. Moreover, sales revenue of parking garage structures amounted to approximately RMB62.07 million during the period under review, representing a decrease of approximately 17.2% as compared to corresponding period in last year and accounted for approximately 13.1% of the total revenue.

Gross profit and margin

During the period under review, gross profit of the Group amounted to approximately RMB107.51 million. Overall gross profit margin was approximately 22.7%, 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 2021 amounted to approximately RMB49.57 million, representing an increase of 12.4% as compared to corresponding period in last year. During the period under review, distribution and selling expenses as a percentage of the Group's revenue was approximately 10.5%, compared to 11.5% for the corresponding period in last year.

Administrative expenses

Administrative expenses decreased by approximately 2.0% to approximately RMB28.49 million during the period under review.

Finance costs

During the period under review, finance costs decreased to approximately RMB7.59 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 2021, share of loss of associates amounted to approximately RMB61.24 million (2020 comparative figures: share of loss of approximately RMB111.83 million). The amount represented the Group's share of results of the associate located in Germany "FFG European and American Holdings GmbH" for the period under review.

Loss attributable to owners of the Company

For the six months ended 30 June 2021, loss attributable to owners of the Company amounted to approximately RMB39.82 million. For the six months ended 30 June 2020, loss attributable to owners of the Company amounted to approximately RMB95.29 million.

Prospects

In the first half of 2021, China's economy continued to recover from the impact of the COVID-19. The Group's CNC machine tools business sustained high order intake momentum for the first half of 2021, with the revenue of this business recorded notable growth as compared to the corresponding period last year. 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 RMB28.42 million for the six months ended 30 June 2021. The management therefore considers that the overall financial position of the Group remain solid.

Looking ahead, 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 Group will continue to improve its operational efficiency through efficient management; whilst the management will continue to control operating costs for achieving better operating results of the Group. The management is therefore 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 2021, the Group's bank and cash balances amounted to approximately RMB40.03 million (at 31 December 2020: RMB104.01 million). As at 30 June 2021, the Group had net current assets of approximately RMB120.70 million (at 31 December 2020: RMB89.65 million) and short-term bank borrowings of approximately RMB397.37 million (at 31 December 2020: RMB423.81 million). The current ratio (total current assets to total current liabilities) of the Group as at 30 June 2021 was approximately 1.1 (at 31 December 2020: 1.1). The gearing ratio as at 30 June 2021 (total interest bearing liabilities to total assets) was approximately 22.6% (at 31 December 2020: 21.9%), indicated that the Group's overall financial position remained solid.

Capital structure

The share capital of the Company as at 30 June 2021 was HK\$4,030,740 divided into 403,074,000 shares of HK\$0.01 each (at 31 December 2020: HK\$4,030,740 divided into 403,074,000 shares of HK\$0.01 each).

Staff and remuneration policies

As at 30 June 2021, the Group employed a total of approximately 940 full time employees (31 December 2020: 950) 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 2021, the Group had capital expenditure commitments mainly for construction of buildings of approximately RMB24.25 million (at 31 December 2020: RMB24.25 million) which were contracted but not provided in the financial statements. The Group had no material contingent liabilities as at 30 June 2021 (at 31 December 2020: Nil).

Charges on the group's assets

As at 30 June 2021, the Group had restricted bank balances of approximately RMB68.09 million (at 31 December 2020: RMB139.43 million).

A subsidiary of the Company had pledged their land use rights and building with an aggregate carrying amount of RMB79.65 million (31 December 2020: RMB80.63 million) as at 30 June 2021 in order to secure other borrowings granted to the Group.

DISCLOSURE OF INTERESTS

Directors' interest in shares

As at 30 June 2021, 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 of Shares	Approximate percentage of the issued shares as at 30 June 2021
Mr. Chu Chih-Yaung ("Mr. Chu")	Interest in controlled corporation	20,000,000 <i>(Note 1)</i>	4.96%
Mr. Yu Yu-Tang ("Mr. Yu")	Beneficial owner	20,000 <i>(Note 2)</i>	0.00%

Notes:

- 1 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.
- 2 These 20,000 Shares represented by 20,000 units of Taiwan depository receipts issued and listed on the Taiwan Stock Exchange and held by Mr. Yu.

(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 2021
Mr. Chu	Taiwan FF	Beneficial owner	9,905,473 ordinary shares	9.67%
	Taiwan FF	Spouse interest (Note 1)	2,210,969 ordinary shares	2.16%
	Taiwan FF	Interest of controlled corporation (Note 2)	15,232,267 ordinary shares	14.87%
	Fair Fine (Hangzhou) Industrial Co., Ltd. (Note 3)	Beneficial owner	750 ordinary shares	0.03%

Notes:

1. Ms. Wang Tz-Ti ("Ms. Wang"), the spouse of Mr. Chu, held 2.16% 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. Mr. Chu held more than one-third of issued shares/controlled board of certain corporations which held in aggregate 14.87% issued share capital of Taiwan FF. Accordingly, Mr. Chu was deemed to be interested in all the shares held by these corporations in Taiwan FF under the SFO.
3. 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 SFO.

Save as disclosed above, as at 30 June 2021, 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 2021, 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 2021, 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 2021
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Beneficial owner	232,000,000 shares <i>(Note)</i>	57.56%
Taiwan FF	Beneficial owner	1,806,000 shares	0.45%
	Interest of controlled corporation	232,000,000 shares <i>(Note)</i>	57.56%

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 2021.

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 2020 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 2021 (2020 interim dividend: Nil).

Proposed privatisation

On 29 July 2021, the Offeror Good Friend (H.K.) Corporation Limited requested the Board to put forward the Proposal to the Scheme Shareholders for the proposed privatisation of the Company by way of the Scheme involving the cancellation of the Scheme Shares and, in consideration thereof, the payment of the Cancellation Price of HK\$1.50 to the Scheme Shareholders, and the withdrawal of the listing of the Shares and the TDRs on the Stock Exchange of Hong Kong and the Taiwan Stock Exchange, respectively. For details of the Proposal, please refer to the joint announcement published by the Company and the Offeror dated 12 August 2021.

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 2021.

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 2021 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 2021 due to other business engagements. 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 2021.

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, 31 August 2021

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2021

	Notes	Six months ended 30 June	
		2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Revenue	4	472,756	382,660
Cost of revenue	5	<u>(365,250)</u>	<u>(294,324)</u>
Gross profit		107,506	88,336
Other income	6	26,747	26,656
Distribution and selling expenses		(49,567)	(44,085)
Administrative expenses		(28,488)	(29,062)
Research and development costs		(19,665)	(10,600)
Reversal of impairment loss on trade receivables and contract assets		2,605	–
Other gains and losses		(2,745)	3,836
Other operating expenses		–	(2,022)
Finance costs		(7,590)	(9,646)
Share of loss of joint ventures		(384)	(705)
Share of loss of associates	13	<u>(61,243)</u>	<u>(111,828)</u>
Loss before income tax	7	(32,824)	(89,120)
Income tax expense	8	<u>(6,999)</u>	<u>(6,167)</u>
Loss attributable to owners of the Company		<u>(39,823)</u>	<u>(95,287)</u>
Other comprehensive income: Items that will not be reclassified to profit or loss:			
Share of other comprehensive income of associates		<u>44</u>	<u>(137)</u>

		Six months ended 30 June	
		2021	2020
		RMB'000	RMB'000
		(Unaudited)	(Unaudited)
<i>Notes</i>			
<i>Items that may be reclassified to profit or loss:</i>			
Share of other comprehensive income of associates		7,391	(1,423)
Exchange difference arising on translation of foreign operations		(19,420)	3,260
		(12,029)	1,837
		(11,985)	1,700
Total comprehensive income attributable to owners of the Company		(51,808)	(93,587)
Loss per share (expressed in RMB per share)			
– Basic		(0.10)	(0.24)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	Notes	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Non-current assets			
Property, plant and equipment	11	195,492	204,098
Right-of-use assets	11	121,205	122,251
Intangible assets		3,044	1,047
Investments in joint ventures	12	21,877	22,261
Investments in associates	13	15,046	88,274
Deferred tax assets	14	27,738	28,551
		384,402	466,482
Current assets			
Inventories		399,810	431,164
Trade and other receivables and prepayments	15	207,680	166,688
Contract assets	16	69,077	52,653
Loans receivable		47,593	49,691
Receivables at FVTOCI		108,311	120,105
Amount due from ultimate holding company	23	3,824	1,008
Amount due from immediate holding company		136	8
Amount due from fellow subsidiaries and associates of ultimate holding company	23	30,299	28,087
Amounts due from joint ventures	23	455	644
Amounts due from associates and subsidiaries of associates	23	397,479	370,849
Restricted bank balances		68,089	139,426
Bank and cash balances		40,031	104,014
		1,372,784	1,464,337

		30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
	<i>Notes</i>		
Current liabilities			
Trade and other payables and accrued expenses	18	439,630	471,137
Contract liabilities		343,685	260,711
Deferred income	21	1,410	1,410
Amount due to ultimate holding company	23	153	1,503
Amount due to immediate holding company	23	15,599	15,627
Amounts due to fellow subsidiaries	23	1,985	2,005
Amounts due to joint ventures	23	437	517
Amounts due to an associate	23	22,886	24,111
Lease liabilities		2,431	2,623
Provision for litigation claim		–	36,335
Refund liabilities		–	106,211
Current tax liabilities		23,087	25,272
Bank and other borrowings	19	397,368	423,814
Warranty provision		3,413	3,409
		<u>1,252,084</u>	<u>1,374,685</u>
Net current assets		<u>120,700</u>	<u>89,652</u>
Total assets less current liabilities		<u>505,102</u>	<u>556,134</u>
Non-current liabilities			
Other borrowings		39,421	38,506
Deferred income	21	71,565	72,270
Lease liabilities		3,055	2,489
		<u>114,041</u>	<u>113,265</u>
Net assets		<u>391,061</u>	<u>442,869</u>
Capital and Reserves			
Share capital	20	4,021	4,021
Share premium		82,183	82,183
Capital reserves		77,338	77,338
Other reserves		41,173	53,202
Retained earnings		186,346	226,125
Total equity		<u>391,061</u>	<u>442,869</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2021

	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>
At 1 January 2020	4,021	82,183	77,338	66,454	478,483	708,479
Loss for the period					(95,287)	(95,287)
Other comprehensive income						
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
	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,837</u>	<u>(137)</u>	<u>1,700</u>
Total comprehensive income	-	-	-	1,837	(95,424)	(93,587)
At 30 June 2020 (unaudited)	<u>4,021</u>	<u>82,183</u>	<u>77,338</u>	<u>68,291</u>	<u>383,059</u>	<u>614,892</u>
At 31 December 2020 (audited)	<u>4,021</u>	<u>82,183</u>	<u>77,338</u>	<u>53,202</u>	<u>226,125</u>	<u>442,869</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					(39,823)	(39,823)
Other comprehensive income						
Share of other comprehensive income of associates (<i>note 13</i>)	-	-	-	7,391	44	7,435
Exchange difference arising on translation of foreign operations	-	-	-	(19,420)	-	(19,420)
	-	-	-	(12,029)	44	(11,985)
Total comprehensive income	-	-	-	(12,029)	(39,779)	(51,808)
At 30 June 2021 (unaudited)	4,021	82,183	77,338	41,173	186,346	391,061

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2021

	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Operating activities		
Cash generated from operations	70,644	42,718
Income tax and withholding tax paid	<u>(6,999)</u>	<u>(6,167)</u>
Net cash generated from operating activities	<u>63,645</u>	<u>36,551</u>
Investing activities		
Acquisition of property, plant and equipment, and intangible assets	(5,838)	(4,042)
Repayment from associates and subsidiaries of an associate	11,975	36,352
Advance to associates and subsidiaries of an associate	(39,830)	(149,199)
Proceeds from disposal of property, plant and equipment	1,855	4
Interest received	1,323	2,174
Placement of restricted bank balances	–	(5,131)
Withdrawal of restricted bank balances	<u>71,337</u>	<u>–</u>
Net cash generated from/(used in) investing activities	<u>40,822</u>	<u>(119,842)</u>

	2021 <i>RMB'000</i> (Unaudited)	2020 <i>RMB'000</i> (Unaudited)
Financing activities		
Proceeds from bank borrowings	652,629	1,462,804
Repayments of bank borrowings	(679,075)	(1,367,658)
Repayments of lease liabilities	(1,508)	(1,891)
Government subsidy received	12,386	6,006
Interest paid	(7,590)	(9,646)
Settlement of litigation claims and liabilities	(142,546)	-
Net cash (used in)/generated from financing activities	<u>(165,704)</u>	<u>89,615</u>
Net (decrease)/increase in cash and cash equivalents	(61,237)	6,324
Cash and cash equivalents at the beginning of the period	104,014	74,860
Effect of foreign exchange rate changes	(2,746)	(1,889)
Cash and cash equivalent at the end of the period, represented by bank and cash balances	<u><u>40,031</u></u>	<u><u>79,295</u></u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2021

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 depository 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 31 August 2021.

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 2020, 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 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, *Interest rate benchmark reform – phase 2*

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	
	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Machine tools	410,684	293,710
Parking garage structures	62,072	74,945
Forklift trucks	–	14,005
	<u>472,756</u>	<u>382,660</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 2021 (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)	410,684	62,072	–	472,756
Cost of revenue	(309,607)	(54,789)	(854)	(365,250)
Segment profit	101,077	7,283	(854)	107,506

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	74,238	13,966	132	88,336

Majority of the Group’s operations and assets are located in the PRC and the Group mainly sells products 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	
	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Sales of raw materials	3,532	2,341
Government subsidies related to income*	12,386	6,006
Repair income	7,669	6,491
Rental income	437	621
Interest income	1,323	2,174
Consultancy income	–	8,368
Others	1,400	655
	<u>26,747</u>	<u>26,656</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 BEFORE INCOME TAX

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

	Six months ended 30 June	
	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Depreciation of right-of-use assets	2,885	3,248
Depreciation of property, plant and equipment	8,195	8,511
Amortisation of intangible assets	497	295
Total depreciation and amortization	11,577	12,054
Capitalised in inventories	(4,074)	(4,239)
	7,503	7,815
Analysed as:		
Charged in selling expense	435	571
Charged in administrative expenses	6,095	5,644
Charged in other expenses	645	1,358
Charged in research expenditure	328	242
	7,503	7,815
Cost of inventories recognised as an expense	345,370	294,324
Net (reversal of inventories written off)/written off of inventories	(193)	1,253
Net loss on disposal of property, plant and equipment	61	387
Net exchange loss	2,745	1,889
Provision for warranty	2,503	1,151

8. INCOME TAX EXPENSE

	Six months ended 30 June	
	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Current Enterprise Income Tax ("EIT")	8,103	7,223
Deferred tax (charge) credit	(1,104)	(1,056)
	<u>6,999</u>	<u>6,167</u>

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 2020, 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 2020. Accordingly, the applicable tax rate for Hangzhou Good Friend for the current period under review is 15% (six months ended 30 June 2020: 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 PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company amounted to RMB39,823,000 (six months period ended 30 June 2020: loss attributable to owners of the Company amounted to RMB95.29 million) by the number of ordinary shares in issue during the period of 403,074,000 shares (six months period ended 30 June 2020: 403,074,000 shares).

	Six months ended 30 June	
	2021 (Unaudited)	2020 (Unaudited)
Basic loss per share (RMB per share)	<u>(0.10)</u>	<u>(0.24)</u>

No diluted loss 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 2020 (six months ended 30 June 2020: 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 2020: 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 RMB1,916,000 (six months ended 30 June 2020: RMB391,000) for proceeds of RMB1,855,000 (six months ended 30 June 2020: RMB4,000), resulting in a loss on disposal of RMB61,000 (six months ended 30 June 2020: loss on disposal of RMB387,000). In addition, the Group spent RMB1,500,000 (six months ended 30 June 2020: RMB1,180,000) 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 RMB121,205,000 and lease liabilities of RMB5,486,000.

12. INVESTMENTS IN JOINT VENTURES

	As at	
	30 June 2021 <i>RMB'000</i> (Unaudited)	31 December 2020 <i>RMB'000</i> (Audited)
Cost of unlisted investments in joint ventures	27,666	27,666
Share of post-acquisition losses	(5,789)	(5,405)
	<u>21,877</u>	<u>22,261</u>

13. INVESTMENTS IN ASSOCIATES

	As at	
	30 June 2021 <i>RMB'000</i> (Unaudited)	31 December 2020 <i>RMB'000</i> (Audited)
Cost of unlisted investments in associates	556,380	556,380
Share of post-acquisition losses and other comprehensive income	(562,445)	(508,637)
Exchange difference arising on translation of foreign operations	<u>21,111</u>	<u>40,531</u>
	<u>15,046</u>	<u>88,274</u>

13. INVESTMENTS IN ASSOCIATES (Continued)

The Group's share of the results in associates for the six months ended 30 June 2021 and 2020 and the aggregate assets and liabilities of the associates as at 30 June 2021 and 2020 are shown below:

	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Assets	3,059,415	3,587,680
Liabilities	2,835,785	2,849,831
Share of loss	(61,243)	(111,828)
Share of other comprehensive income*	7,435	(1,560)

* The share of other comprehensive income represents the aggregate of the share of exchange differences on translation of foreign operations of RMB7,391,000 (2020: RMB(1,423,000)) and the re-measurement gains on defined benefit plans of RMB44,000 (2020: RMB(137,000)).

14. DEFERRED TAXATION

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

	Impairment on trade receivables and contract assets RMB'000	Impairment on inventories RMB'000	Warranty provision RMB'000	Deferred income RMB'000	Others RMB'000	Total RMB'000
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
As at 1 January 2021 (audited)	4,830	1,840	519	16,167	5,195	28,551
Charge to profit or loss	(726)	(91)	4	-	-	(813)
As at 30 June 2021 (unaudited)	4,104	1,749	523	16,167	5,195	27,738

15. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	As at	
	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Trade receivables	174,048	168,234
Less: provision for impairment of trade receivables	<u>(27,900)</u>	<u>(39,846)</u>
	146,148	128,388
Prepayments	19,443	11,224
Other receivables	<u>42,089</u>	<u>27,076</u>
Total trade and other receivables and prepayments	<u><u>207,680</u></u>	<u><u>166,688</u></u>

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 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
0 – 30 days	21,268	16,127
31 – 60 days	14,153	11,620
61 – 90 days	1,799	1,631
91 – 180 days	24,261	21,304
Over 180 days	<u>84,667</u>	<u>77,706</u>
	<u><u>146,148</u></u>	<u><u>128,388</u></u>

16. CONTRACT ASSETS

	As at	
	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Arising from revenue from:		
– Machine Tools	42,318	30,498
– Parking Garage Structures	<u>26,759</u>	<u>22,155</u>
	69,077	52,653
Less: impairment on contract assets	<u>–</u>	<u>–</u>
	<u><u>69,077</u></u>	<u><u>52,653</u></u>

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 2021 are the same as those used in the Group’s annual financial statements for the year ended 31 December 2020.

18. TRADE AND OTHER PAYABLES AND ACCRUED EXPENSES

	As at	
	30 June 2021 <i>RMB'000</i> (Unaudited)	31 December 2020 <i>RMB'000</i> (Audited)
Trade payables	160,145	154,431
Bills payable	218,909	233,382
Other payables	34,724	43,719
Accrued expenses	25,852	39,605
Total trade and other payables and accrued expenses	<u>439,630</u>	<u>471,137</u>

The Group normally received credit terms of 30 to 90 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 2021 <i>RMB'000</i> (Unaudited)	31 December 2020 <i>RMB'000</i> (Audited)
0 – 30 days	98,796	100,386
31 – 60 days	75,348	78,736
61 – 90 days	69,413	68,407
91 – 180 days	119,216	118,333
Over 180 days	16,281	21,951
	<u>379,054</u>	<u>387,813</u>

19. BANK BORROWINGS

During the current interim period, the Group obtained new bank loans amounting to RMB652,629,000 (six months ended 30 June 2020: RMB1,462,804,000). 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 2020 (audited), 30 June 2020 (unaudited), 31 December 2020 (audited) and 30 June 2021 (unaudited)	<u>1,000,000</u>	<u>10,211</u>
Issued and fully paid:		
As at 31 December 2020 (audited) and 30 June 2021 (unaudited)	<u>403,074</u>	<u>4,021</u>

21. DEFERRED INCOME

	As at	
	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Assets related government grants	<u>72,975</u>	<u>73,680</u>
Analysed as:		
Current liabilities	1,410	1,410
Non-current liabilities	<u>71,565</u>	<u>72,270</u>
	<u>72,975</u>	<u>73,680</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 from the local government 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 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Capital expenditure contracted for but not provided in respect of construction of plant	<u>24,246</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

Name of company	Relationship	Nature of transactions	Six months ended 30 June	
			2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Ultimate holding company				
Fair Friend Enterprise Company Limited ("Fair Friend")	Ultimate holding company	Purchase of goods	4,855	11,516
		Purchase of service	415	815
Immediate holding company				
Good Friend (H.K.) Corporation Limited ("Hong Kong GF")	Immediate holding company	Purchase of goods	24,987	15,914
Fellow subsidiaries and associates of ultimate holding company				
Hangzhou Feeler Takamatsu Machinery Co., Ltd. ("Feeler Takamatsu")	Associate of ultimate holding company	Sales of service	686	296
		Rental income	21	22
		Purchase of goods	540	659
FFG DMC Co., Ltd ("FFG DMC")	Fellow subsidiary	Sales of goods	43	–
		Purchase of goods	7,286	3,537
SMS Holding Co., Inc.	Fellow subsidiary	Sales of goods	–	209

23. RELATED PARTY TRANSACTIONS (Continued)

(1) Transactions and balances (Continued)

Transactions (Continued)

Name of company	Relationship	Nature of balances	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Joint ventures				
Anest Iwata Feeler Corporation ("AIF")	Joint venture	Sales of service	464	501
		Rental income	23	23
Hangzhou Feeler Mectron Machinery Co., Ltd. ("Feeler Mectron")	Joint venture	Sales of service	134	181
		Purchase of goods	–	572
		Rental income	37	9
Hangzhou Union Friend Machinery Co., Ltd. ("UFM")	Joint venture	Purchase of goods	1,066	898
		Sales of service	71	48
		Interest income	4	8
Hangzhou Nippon Cable Feeler Corporation ("Nippon Cable Feeler")	Joint venture	Purchase of service	34	8
		Sales of service	11	11
Associates and subsidiary of an associate				
FFG Europe & Americas (Shanghai) IAS Co., Ltd. (FFG Shanghai)	Subsidiary of an associate	Interest income	587	367
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 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Ultimate holding company				
Fair Friend	Ultimate holding company	Trade payables (note(a))	(153)	(1,503)
		Advance to (note(b))	3,824	1,008
Amount due from the ultimate holding company			3,824	1,008
Amount due to the ultimate holding company			(153)	(1,503)
Immediate holding company				
Hong Kong GF	Immediate holding company	Other receivables	136	8
		Trade payables (note(a))	(3,528)	(3,556)
		Advance from (note(b))	(12,071)	(12,071)
Amount due from immediate holding company			136	8
Amount due to the immediate holding company			(15,599)	(15,627)
Fellow subsidiaries and associates of the ultimate holding company				
Sanco Machine & Tools Corp.	Fellow subsidiary	Other receivables	–	127
		Trade payables (note(a))	(1,985)	(2,005)
FFG DMC	Fellow subsidiary	Advance to (note(b))	18,158	18,955
Feeler Takamatsu	Associate of ultimate holding company	Other receivables (note(b))	284	45
		Trade receivables (note(a))	–	215

23. RELATED PARTY TRANSACTIONS (Continued)

(1) Transactions and balances (Continued)

Balances (Continued)

Name of company	Relationship	Nature of balances	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
SMS Holding	Fellow subsidiary	Trade receivables (note(a))	–	–
Hangzhou Best Friend Technology Co., Ltd.	Related company	Other receivables (note(b))	11,857	8,745
Amounts due from fellow subsidiaries and associates of ultimate holding company			30,299	28,087
Amounts due to fellow subsidiaries			(1,985)	(2,005)
Joint ventures				
AIF	Joint venture	Other receivables (note(b))	239	248
Feeler Mectron	Joint venture	Trade receivables (note(a))	–	75
		Other receivables (note(b))	30	8
UFM	Joint venture	Trade receivables (note(a))	–	1
		Other receivables (note(b))	186	312
		Trade payables (note(a))	(435)	(515)
Nippon Cable Feeler	Joint venture	Other payables (note(b))	(2)	(2)
Amounts due from joint ventures			455	644
Amounts due to joint ventures			(437)	(517)
Associates and subsidiaries of an associate				
FFG Werke GmbH	Associate	Trade payables (note(a))	(22,886)	(24,111)
		Other receivables (note(b))	1,357	1,357
		Shareholder loan (note(c))	61,651	53,981
		Compensation receivables (note(c))	72,667	72,667

23. RELATED PARTY TRANSACTIONS (Continued)

(1) Transactions and balances (Continued)

Balances (Continued)

Name of company	Relationship	Nature of balances	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
FFG Europe S.p.A	Associate	Other receivables (note (b))	766	766
		Shareholder loan (note (c))	39,316	40,812
Jobs Automazione S.p.A	Subsidiary of an associate	Other receivables (note (b))	35,951	24,225
Sky Thrive Rambaudi S.r.l	Subsidiary of an associate	Other receivables (note (b))	3,178	3,306
		Shareholder loan (note (c))	5,957	6,219
FFG European and American Holdings GmbH	Associate	Other receivables (note (b))	143,601	139,900
Grinding technology S.r.l	Subsidiary of an associate	Other receivables (note (b))	9,072	9,307
FFG Shanghai	Subsidiary of an associate	Other receivables (note (b))	23,388	17,734
MAG Global Holdings GmbH	Subsidiary of an associate	Other receivables (note (b))	575	575
Amounts due from associates and subsidiaries of associates			397,479	370,849
Amounts due to an associate and subsidiaries of an associate			(22,886)	(24,111)

(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.

23. RELATED PARTY TRANSACTIONS (Continued)

(2) Compensation of directors and key management personnel

	Six months ended 30 June	
	2021 RMB'000 (Unaudited)	2020 RMB'000 (Unaudited)
Salaries and allowances	1,103	1,238
Performance related bonuses	107	112
Retirement benefit scheme contribution	43	28
	<u>1,253</u>	<u>1,378</u>

24. PLEDGE OF ASSETS

	As at	
	30 June 2021 RMB'000 (Unaudited)	31 December 2020 RMB'000 (Audited)
Right-of-use assets	79,650	80,631
Restricted bank balances for trade finance facilities	<u>68,089</u>	<u>72,585</u>
	<u>147,739</u>	<u>153,216</u>

The Group has pledged its right-of-use assets 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 trade finance facilities of the Group.