

GIORDANO
Giordano International Limited
佐丹奴國際有限公司
Annual Report 2008 年報

(Stock Code 股份代號: 709)

十年財務與業務摘要 Ten-Year Financial and Operation Highlights	2
公司資料 Corporate Information	4
主席報告書 Chairman's Statement	6
管理層之論述及分析 Management Discussion and Analysis	8
董事及高級管理人員簡介 Directors and Senior Management Profiles	22
企業管治報告書 Corporate Governance Report	27
董事會報告書 Directors' Report	50
獨立核數師報告書 Independent Auditor's Report	58
綜合損益表 Consolidated Profit and Loss Account	60
資產負債表 Balance Sheets	62
綜合現金流量表 Consolidated Cash Flow Statement	64
權益變動表 Statements of Changes in Equity	66
財務報表附註 Notes to the Financial Statements	69
購股權資料 Share Option Information	144
股東週年大會通告 Notice of Annual General Meeting	150
說明函件 Explanatory Statement	154
建議重選退任董事之資料 Information of Retiring Directors Proposed to be Re-elected	158
投資者參考資料 Information for Investors	160

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

(除特別註明外，以港幣百萬元為單位)

(In HK\$ millions unless otherwise specified)

營業額	Turnover
毛利	Gross profit
毛利率	Gross margin
經營溢利(附註1及2)	Operating profit (notes 1 & 2)
經營溢利率(附註1及2)	Operating margin (notes 1 & 2)
股東應佔溢利(附註1及2)	Profit attributable to shareholders (notes 1 & 2)
銷售回報率(附註1及2)	Return on sales (notes 1 & 2)
現金及銀行結存減銀行貸款	Cash and bank balances less bank loans
營運資金(附註1)	Working capital (note 1)
資產總額(附註2)	Total assets (note 2)
負債總額(附註2及3)	Total liabilities (notes 2 & 3)
股東資金(附註2及3)	Shareholders' funds (notes 2 & 3)
每股盈利—基本(港仙)(附註1、2及4)	Earnings per share – Basic (HK cents) (notes 1, 2 & 4)
每股中期股息(港仙)(附註4)	Interim dividend per share (HK cents) (note 4)
每股特別中期股息(港仙)	Special interim dividend per share (HK cents)
每股末期股息(港仙)(附註4)	Final dividend per share (HK cents) (note 4)
每股特別末期股息(港仙)(附註4)	Special final dividend per share (HK cents) (note 4)
平均資產總額回報率(附註1及2)	Return on average total assets (notes 1 & 2)
平均股東資金回報率(附註1及2)	Return on average shareholders' funds (notes 1 & 2)
存貨對銷售之流轉比率(日數)(附註5)	Inventory turnover on sales (days) (note 5)
流動比率(倍數)(附註1)	Current ratio (times) (note 1)
市場流通股份數目(千股)(附註4)	Number of shares outstanding (in thousands) (note 4)
市值總額	Market capitalization
直接管理門市	Directly managed stores
門市數目(附註6)	Number of stores (note 6)
零售面積(以千平方呎為單位)(附註6)	Retail floor area (in thousands of square feet) (note 6)
可比較門市之銷售額(減少)/增加(附註7)	Comparable store sales (decrease)/increase (note 7)
門市總數(附註6)	Total stores (note 6)
分部間採購之百分率	Inter-segment purchases percentage

附註：

- 二零零四年之數字已因採納HKAS17「租賃」及HKFRS2「以股份支付的支出」而作出調整，該會計準則於二零零五年一月一日或以後開始之會計年度生效
- 二零零二年之數字已因採納SSAP12「所得稅」(經修訂)而作出調整，該會計實務準則於二零零三年一月一日或以後開始之會計年度生效
- 一九九九年至二零零零年之數字已因採納SSAP9「結算日後事項」(經修訂)而作出調整，該會計實務準則於二零零一年一月一日或以後開始之會計年度生效
- 一九九九年之數字已按股份一拆為二而作出調整
- 年結日之存貨除全年營業額乘三百六十六日或三百六十五日

Notes:

- Figures from 2004 are adjusted for the adoption of HKAS 17 "Leases" and HKFRS 2 "Share-based Payment" which are effective for accounting years commencing on or after January 1, 2005
- Figures for 2002 are adjusted for the adoption of SSAP 12 "Income Taxes" (revised) which is effective for accounting years commencing on or after January 1, 2003
- Figures from 1999 to 2000 are adjusted for the adoption of SSAP 9 "Events after the Balance Sheet Date" (revised) which is effective for accounting years commencing on or after January 1, 2001
- Figures for 1999 are adjusted for the effect of the 1-to-2 share subdivision
- Inventory held at year end divided by full year turnover times 366 or 365 days

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999
	5,048	4,950	4,372	4,413	4,003	3,389	3,588	3,479	3,431	3,092
	2,439	2,357	2,178	2,243	2,035	1,634	1,677	1,544	1,516	1,352
	48.3%	47.6%	49.8%	50.8%	50.8%	48.2%	46.7%	44.4%	44.2%	43.7%
	325	384	376	518	491	364	385	372	425	351
	6.4%	7.8%	8.6%	11.7%	12.3%	10.7%	10.7%	10.7%	12.4%	11.4%
	311	295	205	406	387	266	328	377	416	360
	6.2%	6.0%	4.7%	9.2%	9.7%	7.8%	9.1%	10.8%	12.1%	11.6%
	454	474	665	827	689	784	614	494	747	803
	742	736	862	1,029	861	911	861	798	1,014	960
	2,557	2,935	2,984	2,970	2,717	2,555	2,419	2,371	2,110	1,913
	651	909	894	755	684	685	564	625	511	456
	1,855	1,927	1,987	2,122	1,954	1,799	1,794	1,695	1,558	1,449
	20.80	19.80	13.80	27.50	26.70	18.50	22.80	26.30	29.30	25.65
	4.50	4.50	4.50	4.50	4.00	1.50	4.50	4.50	4.25	3.25
	2.00	2.00	2.00	2.00	1.50	3.00	-	-	-	-
	3.00	5.00	5.00	5.00	4.50	4.50	4.50	4.50	6.00	5.50
	-	10.00	15.00	15.00	13.00	12.00	10.00	5.00	5.00	8.50
	11.5%	10.3%	7.3%	15.2%	15.9%	11.8%	14.7%	17.3%	21.4%	21.6%
	16.4%	15.1%	10.0%	19.9%	20.6%	14.8%	18.8%	23.2%	27.7%	27.9%
	23	33	35	31	30	24	26	30	32	28
	2.3	1.9	2.1	2.6	2.4	2.5	2.8	2.3	3.1	3.2
	1,491,647	1,491,513	1,490,853	1,489,631	1,450,592	1,442,199	1,440,345	1,436,029	1,430,683	1,413,118
	2,909	5,578	6,336	6,480	7,072	5,192	4,393	4,954	5,150	5,652
	1,036	1,000	962	914	811	550	473	456	367	317
	1,046	995	957	918	846	650	599	598	466	359
	(2%)	2%	(3%)	(1%)	7%	(9%)	(2%)	(4%)	4%	21%
	1,970	1,895	1,767	1,694	1,585	1,363	1,256	1,159	920	740
	11%	16%	26%	30%	27%	28%	26%	24%	25%	22%

6. 年結日數字

6. Figures as at year end

7. 指於兩個作比較之財政年度內經營滿十二個月之門市

7. For stores which were operated for the full 12 months in each of the two fiscal years under comparison

8. 持續經營業績:

8. Operating results on continuing operations:

(除特別註明外，以港幣百萬元為單位)

(In HK\$ millions unless otherwise specified)

	2008	2007
營業額	4,710	4,429
毛利	2,362	2,239
毛利率	50.1%	50.6%
經營溢利	330	381
經營溢利率	7.0%	8.6%
股東應佔溢利	290	294
銷售回報率	6.2%	6.6%

公司資料

CORPORATE INFORMATION

董事會

執行董事

劉國權
(主席及行政總裁)
馬灼安

非執行董事

梁覺教授

獨立非執行董事

畢滌凡
鄭其志, GBS, JP
李鵬飛, JP

集團首席財務總監

呂志雄

公司秘書

翁美儀

審核委員會

畢滌凡
鄭其志, GBS, JP
李鵬飛, JP
梁覺教授

補償委員會

劉國權
畢滌凡
李鵬飛, JP
梁覺教授

授權代表

劉國權
翁美儀

核數師

羅兵咸永道會計師事務所
執業會計師

BOARD OF DIRECTORS

Executive Directors

LAU Kwok Kuen, Peter
(Chairman and Chief Executive)
MAH Chuck On, Bernard

Non-Executive Director

Professor LEUNG Kwok

Independent Non-Executive Directors

Barry John BUTTIFANT
KWONG Ki Chi, GBS, JP
LEE Peng Fei, Allen, JP

GROUP CHIEF FINANCIAL OFFICER

LUI Chi Hung

COMPANY SECRETARY

YUNG Mei Yee

AUDIT COMMITTEE

Barry John BUTTIFANT
KWONG Ki Chi, GBS, JP
LEE Peng Fei, Allen, JP
Professor LEUNG Kwok

COMPENSATION COMMITTEE

LAU Kwok Kuen, Peter
Barry John BUTTIFANT
LEE Peng Fei, Allen, JP
Professor LEUNG Kwok

AUTHORIZED REPRESENTATIVES

LAU Kwok Kuen, Peter
YUNG Mei Yee

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

律師

香港律師

羅拔臣律師事務所

夏佳理 方和 吳正和 律師事務所

中國律師

金杜律師事務所

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

主要營業地點

香港
九龍
長沙灣道七七七至七七九號
天安工業大廈五樓

主要股份過戶 登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

股份過戶登記處 香港分處

卓佳雅柏勤有限公司
香港
灣仔
皇后大道東二十八號
金鐘匯中心二十六樓

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
法國巴黎銀行

LAWYERS

Hong Kong lawyers

Robertsons

Arculli Fong & Ng

PRC lawyers

King & Wood

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL PLACE OF BUSINESS

5th Floor, Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

BRANCH SHARE REGISTRARS AND TRANSFER OFFICE IN HONG KONG

Tricor Abacus Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
BNP Paribas

主席報告書

CHAIRMAN'S STATEMENT

致各位股東：

「全球金融海嘯」對各行各業帶來前所未見之不明朗因素，並對整個零售業造成不利影響。儘管佐丹奴所受打擊不如「奢侈品」嚴重，然而，金融海嘯所帶來種種挑戰，令我們需要靈活並迅速應變。

於二零零八年最後一季，本集團推行一連串現金留存措施，以確保本集團不會因現金週轉問題而阻礙未來的發展。該等措施包括減持零售及分銷存貨，銷售流轉比率由二零零七年底之二十六日減至二零零八年底之二十三日。其他措施包括檢討所有開支之成本效益，以及結束沒有正現金流之門市。通過推行該等措施，現金及銀行結餘淨額於二零零八年底達港幣四億五千四百萬元。

本集團於年內已大致出售其所持製造業務之權益，與長遠以零售及分銷為業務重心之策略相符。因此，本集團能夠把握於經濟下滑期間時常出現之削減成本機會。本集團並已達成多個重要合作項目。

由二零零八年第四季起，我們看到消費信心顯著下跌。於此傳統零售旺季期間，本集團不可能在無損害利潤之同時錄得合理銷售額。由於配合本集團把保險存貨轉為現金的決策，故毛利率及經營溢利均低於「全球金融海嘯」前之預算。

因此，本集團持續經營業務於二零零八年之經營溢利減少百分之十三點四至港幣三億三千萬元。股東應佔溢利因本集團於年中出售製造業務之權益錄得收益，而增加百分之五點四至港幣三億一千一百萬元。本人謹請閣下參閱年報內「管理層之論述及分析」一節，有關本集團業務之進一步詳述。

Dear Shareholders:

The “global financial tsunami” is creating unprecedented uncertainty in all sectors of the economy. Its adverse impact is felt across all segments in the retail sector. Although it does not hurt Giordano as badly as “luxury” goods, it nonetheless creates challenges calling for our agility and quick responses.

In the final quarter of 2008, the Group implemented cash conservation moves to ensure that its future growth would not be hampered by cash flow difficulties. These moves included slashing retail and distribution inventory levels, measured in turnover on sales, from 26 days at the end of 2007 to 23 days at the end of 2008. Other measures included a review of all expenditures for cost-effectiveness and a retrenchment of outlets not contributing positive cash flow. These moves resulted in net cash and bank balances position of HK\$454 million at the end of 2008.

The Group substantially disposed of its interests in manufacturing during the year, in line with a long term retail and distribution focus. As such, the Group has been able to exploit cost reduction opportunities which often arise during economic downturns. Several major collaborations have been achieved.

Commencing from the fourth quarter of 2008, we saw a sharp decline in consumer sentiment. This traditionally peak selling season of retailers could not have generated reasonable sales without compromising margins. Coupled with our resolve to turn safety inventory into cash, both gross margins and operating profits were lower than those budgeted prior to the “global financial tsunami”.

Consequently, the Group's operating profits from continuing operations for 2008 decreased by 13.4 percent to HK\$330 million. Profit attributable to shareholders, due to the gains on disposals of the Group's manufacturing interests earlier in the year, rose by 5.4 percent to HK\$311 million. I refer you to a more detailed discussion of the Group's operations in the “Management Discussion and Analysis” section of the Annual Report.

根據本集團之一貫股息政策，會以現金盈餘回饋股東。現金盈餘按照董事會對本集團於下一財政期間之現金需要之預測而定，當中會考慮經營現金流量淨額，以及可維持及提升未來盈利能力之投資機會。經審慎評估未來之不明朗因素，並考慮到本集團持續大力拓展於中國大陸之零售及分銷渠道，董事會建議派發末期股息每股港幣三仙。連同已宣布及派付之中期現金股息每股港幣四點五仙及特別中期股息每股港幣兩仙，全年派發現金股息合共每年港幣九點五仙，派息率為百分之四十五點七。

於撰文時，一如預期，消費者仍然猶有餘悸，消費信心尚未回復正常。受惠於我們部分市場之店舖恢復採購，補充新貨，有關市場現已出現利好跡象。鑑於我們一直錄得甚低之存貨對銷售流轉比率，本人同時深信，我們能夠配合客戶步伐，靈活而適時地提供產品。雖然二零零九年對本集團整體而言將是一個考驗，本人欣然報告，本集團八千三百名員工士氣高昂，而本集團亦已採取周全行動，務求於此混亂時刻繼續穩健發展。

是次因貪婪導致的金融經濟危機開始後，眼見我們忠誠的員工及供應商自發奉獻，本人深受感動。今日所見的無私與團結，誠為本人在長期效力本集團以來首次遇見。我們的股東及董事會也會繼續信任及支持本集團之員工，讓他們得以在每個艱難時刻竭盡所能為本集團之利益相關人士服務。

最後，本集團已銳意藉此危機創造機遇，透過集中發展中國大陸市場，制定新供應鏈策略，加強管理組合以及開發創新設計，以求取得長遠增長。

劉國權
主席

二零零九年三月二十六日

The Group's dividend philosophy has consistently rested on returning surplus cash to shareholders. Surplus cash is based on the Board's outlook of the Group's cash requirements in the next fiscal period having considered operating net cash flow and investment opportunities in the maintenance and enhancement of future revenue producing capacity. Prudently evaluating the uncertainties ahead and the Group's continued push in the expansion of our Mainland China retail and distribution channels, the Board has proposed a final dividend of 3.0 HK cents per share. With the interim cash dividend of 4.5 HK cents per share and special interim dividend of 2.0 HK cents per share declared and paid, this brings the total cash dividend for the year to 9.5 HK cents per year, reflecting a payout ratio of 45.7 percent.

As of writing and as expected, consumers are still in a state of shock and consumer sentiments have not yet returned to normal. There are positive signs in some of our markets benefiting from re-merchandising of their stores with fresh stock. Our historically low inventory days on sales also give me optimism that we can be quite nimble in launching timely products in tune with the pulse of our consumers. Although 2009 will be one that tests us all, I am happy to report that spirit of the Group's 8,300 staff is high and that solid actions are taking place aimed at thriving in these chaotic times.

On a personal note, I am deeply touched by the voluntary sacrifices made by our loyal staff and suppliers since the beginning of this greed-induced financial and economic crisis. During my long service with the Group, I had never experienced the extent of such selfless solidarity seen today. Our shareholders and the Board have also continued to show their trust and support to the Group's staff, allowing them to fully dedicate their effort serving the Group's stakeholders in these very difficult times.

Finally, the Group has resolved to turn this crisis into an opportunity for its long term growth initiative vested in Mainland China focus, new supply chain strategy, strengthened management mix, and design innovation.

LAU Kwok Kuen, Peter
Chairman

March 26, 2009

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本集團經營業績

回溯至二零零七年，本集團定下策略，淡出製造業務並專注於零售方面，而於二零零八年，本公司大致出售其所持兩項製造業務之權益，包括本集團成衣貿易及製造部門（「製造部門」）之主要業務單位兼附屬公司Placita Holdings Limited（「Placita」）。因此，本集團已大致淡出成衣製造業務。根據香港財務報告準則，本公司須於「非持續經營業務」一節另行呈列Placita之業績。除非另有指明，否則下文之論述僅涉及本集團之持續經營業務，並不包括Placita之業績。

營業額及毛利

本集團於本年度取得良好開始。於上半年，本集團於中國大陸市場之營業額增加百分之三十四點一，整體營業額亦增加百分之十一點六。即使金融海嘯沖擊亞洲國家令增長放緩，本集團全年仍然能夠在中國大陸市場取得百分之二十五點二之營業額增長，協助本集團持續經營業務於二零零八年之營業額增長百分之六點三至港幣四十七億一千萬元。

儘管本集團於第四季度積極進行秋/冬清貨活動，二零零八年之毛利率仍然維持於約百分之五十，毛利更增加百分之五點五。

RESULTS OF GROUP OPERATIONS

Back in 2007, the Group made a strategic decision to disengage from manufacturing to focus on retailing, and in 2008 the Company substantially disposed of its holdings in two manufacturing businesses, including that in Placita Holdings Limited (“Placita”), a subsidiary and the principal business unit of the Group’s Garment Trading & Manufacturing Division (the “Manufacturing Division”). As a result, the Group substantially exited from the garment manufacturing line of business. Under Hong Kong Financial Reporting Standards, the Company is required to present Placita’s results separately under the heading “Discontinued Operations” so the discussion below pertains to the Group’s continuing operations and excludes Placita’s results unless otherwise stated.

Turnover and Gross Profit

The year got off to a good start, with the Group achieving turnover increase of 34.1 percent in Mainland China and 11.6 percent overall in the first half. Although growth slowed with the arrival of the financial tsunami at Asian shores, the Group still managed to increase its Mainland China turnover by 25.2 percent for the full year, which helped the Group to achieve a 6.3 percent increase in its turnover from continuing operations to HK\$4,710 million in 2008.

Despite our aggressive clearance of fall/winter stock during the fourth quarter, the Group’s gross margin remained at about 50 percent and gross profit increased by 5.5 percent in 2008.

持續經營業務	Continuing Operations	2008	2007	對比去年同期變動 YOY Change
(以港幣百萬元為單位) (In HK\$ millions)				
零售及分銷營業額	Retail & Distribution turnover	4,709	4,420	+6.5%
成衣貿易及製造 營業額	Garment Trading & Manufacturing turnover	119	109	+9.2%
本集團內公司間抵銷	Intra-group elimination	118	100	+18.0%
本集團營業額	Group turnover	4,710	4,429	+6.3%
本集團毛利	Group gross profit	2,362	2,239	+5.5%
本集團毛利率	Group gross margin	50.1%	50.6%	-50 bps 基點
零售及分銷部門之 可比較門市銷售額 ¹	Retail & Distribution comparable store sales ¹	-1.5%	+2.4%	N/A

¹ 指於兩個作比較之財政年度內經營滿十二個月之直接管理門市

¹ For directly managed stores which were open for the full 12 months in each of the two fiscal years under comparison

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

經營費用、經營溢利及未計利息、稅項、折舊及攤銷費用之盈利(EBITDA)

管理層於去年市況開始轉壞之際，已迅速推行全面成本控制計劃。除於中國大陸以外市場推行凍薪及暫停招聘外，因應租金及店舖開支高企，香港、台灣及新加坡亦削減三十間店舖。因此，本集團成功將其下半年之經營費用增幅限制於百分之七點一，全年則為百分之十點六。因應本集團於上半年獲得中國大陸再投資之退稅港幣三千三百萬元，本集團其他收入增加百分之三十三至港幣一億四千一百萬元（二零零七年：港幣一億六百萬）。

本集團持續經營業務之經營溢利減少百分之十三點四，而經營溢利率則下跌一百六十個基點至百分之七。本集團持續經營業務之EBITDA下跌百分之二點六至港幣五億二千八百萬元（二零零七年：港幣五億四千二百萬元），而其EBITDA利潤率則下跌一百個基點至百分之十一點二（二零零七年：百分之十二點二）。

Operating Expenses, Operating Profit and Earnings before Interest, Taxation, Depreciation and Amortisation Expense (EBITDA)

Management quickly implemented a comprehensive program of cost discipline when market conditions began to weaken last year. In addition to a wage and hiring freeze outside Mainland China, high rental and shop overhead were also contained by a reduction of 30 stores in Hong Kong, Taiwan and Singapore. As a result, we managed to limit the increase in operating expense to 7.1 percent in the second half and 10.6 percent for the full year. Other income rose by 33.0 percent to HK\$141 million (2007: HK\$106 million) due to the HK\$33 million PRC reinvestment tax refund we received in the first half.

The Group's operating profit from continuing operations decreased by 13.4 percent and operating margin decreased by 160 basis points to 7.0 percent. The Group's EBITDA from continuing operations decreased by 2.6 percent to HK\$528 million (2007: HK\$542 million) and its EBITDA margin fell by 100 basis points to 11.2 percent (2007: 12.2 percent).

持續經營業務	Continuing operations	2008	2007	對比去年同期變動 YOY Change
(以港幣百萬元為單位) (In HK\$ millions)				
零售及分銷	Retail & Distribution			
經營溢利	Operating profit	324	384	-15.6%
經營溢利率	Operating margin	6.9%	8.7%	-180 bps 基點
成衣貿易及製造	Garment Trading & Manufacturing			
經營溢利	Operating profit	6	(3)	+300.0%
經營溢利率	Operating margin	5.0%	N/A	N/A
本集團	Group			
經營溢利	Operating profit	330	381	-13.4%
經營溢利率	Operating margin	7.0%	8.6%	-160 bps 基點

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

股東應佔溢利

本集團合營製衣公司迅捷環球製衣(香港)有限公司(「迅捷環球」)之溢利貢獻因本集團於二零零八年減持權益而減少。本集團之中東聯營公司之溢利貢獻亦輕微下滑。然而，本集團南韓合營公司之溢利貢獻增長足以抵銷跌幅。因此，本集團共同控制公司及聯營公司之除稅後溢利貢獻總額上升至港幣三千六百萬元(二零零七年：港幣三千五百萬元)。

根據二零零八年一月一日生效之新企業所得稅法，中國企業所得稅率由百分之三十三減至百分之二十五，稅項開支因此減少至港幣八千二百萬元(二零零七年：港幣一億一千二百萬元)。本集團之實際稅率為百分之二十四點八(二零零七年：百分之二十九點四)，如不計入於中國再投資之退稅(本集團之非課稅收入)，實際稅率則為百分之二十七點六。

本公司錄得出售迅捷環球之收益達港幣一千七百萬元，連同所得稅開支減少，已大致抵銷經營溢利之跌幅。因此，來自持續經營業務之股東應佔溢利僅減少百分之一點四至港幣二億九千萬元(二零零七年：港幣二億九千四百萬元)。如不計入於中國再投資之退稅及迅捷環球之出售收益，來自持續經營業務之股東應佔溢利將對比去年同期下跌百分之十八點四。

於二零零八年八月二十五日，本集團完成一項交易，大致出售本集團之主要成衣製造附屬公司Placita百分之五十一權益。本公司錄得出售Placita之收益達港幣二千四百萬元，然而，是項收益有部份被Placita於年內錄得之經營虧損港幣五百萬元(二零零七年：經營溢利港幣三百萬元)所抵銷。總體而言，本集團持續及非持續經營業務之股東應佔溢利總額達港幣三億一千一百萬元(二零零七年：港幣二億九千五百萬元)，增幅為百分之五點四。

Profit Attributable to Shareholders

Profit contribution from the Group's manufacturing joint venture Speedy Garment Manufacturing (Hong Kong) Company Limited ("Speedy Garment") was lower due to its divestment in 2008. Profit contribution from our Middle East associate also declined slightly. However, the decrease was more than made up by increased profit contribution from our South Korean joint venture. Accordingly, total after-tax profit contribution from the Group's jointly controlled and associated companies increased to HK\$36 million (2007: HK\$35 million).

Taxation expense decreased to HK\$82 million (2007: HK\$112 million) due mainly to the reduction in the PRC's corporate income tax rate from 33.0 percent to 25.0 percent under the new Enterprise Income Tax Law which took effect on January 1, 2008. The Group's effective tax rate was 24.8 percent (2007: 29.4 percent) or 27.6 percent if we exclude the non-taxable PRC reinvestment tax refund from the Group's income.

The Company recorded a gain of HK\$17 million from the Speedy Garment disposal. This, together with the reduction in income taxation expense, largely overcame the reduction in operating profit so that profit attributable to shareholders from continuing operations decreased by only 1.4 percent to HK\$290 million (2007: HK\$294 million). Excluding the PRC reinvestment tax refund and the gain on the Speedy Garment disposal, profit attributable to shareholders from continuing operations would have seen an 18.4 percent year-on-year decline.

On August 25, 2008, the Group substantially divested its 51.0 percent interest in Placita, the Group's principal garment manufacturing subsidiary. The Company recorded a gain of HK\$24 million from the Placita disposal but this gain was partially offset by the HK\$5 million in operating loss incurred by Placita during the year (2007: operating profit of HK\$3 million). Overall, the Group's total profit attributable to shareholders from continuing and discontinued operations was HK\$311 million (2007: HK\$295 million), an increase of 5.4 percent.

持續及非持續經營業務之現金流量

來自經營業務之現金（包括於中國再投資之退稅港幣三千三百萬元）減少港幣七千七百萬元至港幣四億五千八百萬元。然而，已付海外稅項因並無如二零零七年錄得的非經常性支出而減少港幣八千四百萬元，故此足以抵銷有關跌幅。因此，經營業務之現金流入淨額增加港幣四百萬元至港幣三億四千七百萬元（二零零七年：港幣三億四千三百萬元）。

投資活動之現金流出淨額減少港幣四千九百萬元至港幣一億四百萬元（二零零七年：港幣一億五千三百萬元），主要由於出售迅捷環球所得款項港幣四千二百萬元及資本開支減少港幣三千三百萬元至港幣一億九百萬元（二零零七年：港幣一億四千二百萬元）所致，惟部份為租金預付款項增加港幣三千九百萬元所抵銷。

最後，融資活動之現金流出淨額減少港幣八千六百萬元至港幣二億八千一百萬元（二零零七年：港幣三億六千七百萬元），主要由於已付股息減少港幣七千四百萬元及新增銀行貸款港幣二千九百萬元所致。

本集團之財務狀況

本集團秉承審慎財務管理以及有效控制成本及存貨之方針，有助將其現金及銀行結餘淨額維持於健康水平，於二零零八年十二月三十一日達港幣四億五千四百萬元（二零零七年：港幣四億七千四百萬元），全部存置於商業銀行。

存貨狀況亦維持於理想水平。於年底，有賴出售 Placita（Placita 於二零零七年十二月三十一日之存貨為港幣一億二千七百萬元）以及管理層即時果斷控制及清理存貨之行動，本集團之存貨減少至港幣二億九千七百萬元（二零零七年十二月三十一日：港幣四億四千一百萬元）。存貨對銷售之流轉比率¹改善至二十三日（二零零七年：本集團整體為三十三日，如不計入 Placita 則為二十六日）。

¹ 年結日之存貨除全年營業額乘三百六十六日或三百六十五日

Cash Flow from Continuing and Discontinued Operations

Cash generated from operations (which included the HK\$33 million PRC reinvestment tax refund) decreased by HK\$77 million to HK\$458 million. This, however, was more than offset by a HK\$84 million reduction in overseas tax paid, attributable largely to the absence of non-recurrent charges recorded in 2007. Therefore, net cash inflow from operating activities increased by HK\$4 million to HK\$347 million (2007: HK\$343 million).

Net cash outflow from investing activities decreased by HK\$49 million to HK\$104 million (2007: HK\$153 million) due mainly to the HK\$42 million in proceeds received from the Speedy Garment disposal plus a HK\$33 million decrease in capital expenditure to HK\$109 million (2007: HK\$142 million) which was partially offset by a HK\$39 million increase in rental prepayments.

Finally, net cash outflow for financing activities decreased by HK\$86 million to HK\$281 million (2007: HK\$367 million) due mainly to a HK\$74 million decrease in dividends paid and additional bank loans of HK\$29 million.

GROUP FINANCIAL POSITION

The Group's prudent financial management and rigorous cost and inventory controls enabled it to maintain a healthy net cash and bank balance of HK\$454 million as at December 31, 2008 (2007: HK\$474 million), all of which is deposited with commercial banks.

Inventory position has also remained strong. At the end of the year, the Group's inventories decreased to HK\$297 million (December 31, 2007: HK\$441 million), with the reduction attributable to the Placita disposal (Placita's inventories were HK\$127 million as at December 31, 2007) and Management's swift and decisive action to control and clear inventories. Inventory turnover on sales¹ improved to 23 days (2007: 33 days for the Group as a whole or 26 days if we excluded Placita).

¹ Inventory held at year end divided by full year turnover times 366 or 365 days

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

於二零零八年十二月三十一日，本集團之負債總額為港幣六億五千一百萬元（二零零七年：港幣九億九百萬元）。負債總額減少乃由於不再將Placita綜合入賬所致。Placita於二零零七年十二月三十一日之負債總額為港幣一億九千六百萬元。股東權益為港幣十八億五千五百萬元（二零零七年：港幣十九億二千七百萬元）。本集團之流動比率改善至二點三倍（二零零七年：一點九倍），而資本負債比率則改善至百分之四點二（二零零七年：百分之五）。

資本開支於年內為港幣一億九百萬元（二零零七年：港幣一億四千二百萬元），佔經營業務現金流入淨額百分之三十一點四（二零零七年：百分之四十一點四）。

本集團於年底之融資信貸合共為港幣三億四千七百萬元（二零零七年：港幣三億六千八百萬元），當中僅港幣七千八百萬元為已被提取而尚未償還之循環貸款信貸。

業務摘要

成衣貿易及製造部門

於出售Placita後，本集團製造部門僅餘兩間從事即時供貨之小型製衣附屬公司。該兩間公司全年合共錄得營業額港幣一億一千九百萬元（二零零七年：港幣一億九百萬元），絕大部份來自向佐丹奴集團公司之銷售，而經營溢利為港幣六百萬元（二零零七年：經營虧損為港幣三百萬元）。本集團現正將該兩間附屬公司合併，以提升效率及盈利能力。

於二零零八年六月二日，本公司減持其合營製衣公司迅捷環球之權益，由百分之四十九減至百分之九點九，作價港幣四千二百萬元，並錄得一次性出售收益港幣一千七百萬元。由於是項出售，本集團來自迅捷環球之除稅後溢利貢獻減少至港幣三百萬元（二零零七年：港幣一千萬元）。於二零零八年十二月三十一日，本集團持有迅捷環球百分之九點九權益。

On December 31, 2008, the Group had total liabilities of HK\$651 million (2007: HK\$909 million), with the decrease attributable to the deconsolidation of Placita. Placita's total liabilities as at December 31, 2007 were HK\$196 million. Shareholders' equity was HK\$1,855 million (2007: HK\$1,927 million). The Group's current ratio improved to 2.3 times (2007: 1.9 times) and its gearing improved to 4.2 percent (2007: 5.0 percent).

Capital expenditure during the year was HK\$109 million (2007: HK\$142 million), representing 31.4 percent (2007: 41.4 percent) of net cash inflow from operating activities.

The Group had financing facilities totaling HK\$347 million at the end of the year (2007: HK\$368 million), of which only HK\$78 million in revolving loan facilities had been drawn and were outstanding.

OPERATIONS HIGHLIGHTS

Garment Trading & Manufacturing Division

Following the Placita disposal, only two small manufacturing subsidiaries engaged in just-in-time stock replenishment remain in the Group's Manufacturing Division. Together they generated full year turnover of HK\$119 million (2007: HK\$109 million), practically all of which consisted of sales to Giordano Group companies, and an operating profit of HK\$6 million (2007: operating loss of HK\$3 million). The Group is in the process of consolidating these two subsidiaries to improve efficiency and profitability.

On June 2, 2008 the Company reduced its interest in Speedy Garment, the Company's garment manufacturing joint venture, from 49.0 percent to 9.9 percent for a consideration of HK\$42 million and recorded a one-time gain on disposal of HK\$17 million. As a result of the disposal, Speedy Garment's after-tax profit contribution to the Group decreased to HK\$3 million (2007: HK\$10 million). The Group held a 9.9 percent shareholding in Speedy Garment as at December 31, 2008.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

零售及分銷部門

在中國大陸之業績帶動下，本集團零售部門之營業額增長百分之六點五至港幣四十七億九百萬元（二零零七年：港幣四十四億二千萬元），而毛利率則輕微下跌至百分之四十九點九（二零零七年：百分之五十點六）。零售部門之經營溢利減少百分之十五點六至港幣三億二千四百萬元（二零零七年：港幣三億八千四百萬元），而經營溢利率則為百分之六點九（二零零七年：百分之八點七）。

零售及分銷部門 – 按市場回顧

中國大陸

中國大陸	Mainland China	2008	2007	2006	2005	2004
銷售額 (港幣百萬元) ¹	Sales (HK\$ millions) ¹	1,689	1,349	1,090	987	952
每平方呎銷售額 (港元) ²	Sales per sq. ft. (HK\$) ²	3,400	2,900	2,400	2,400	2,400
可比較門市之銷售額增加 ³	Comparable store sales increase ³	6.1%	15.2%	8.5%	5.5%	6.9%
零售面積 (平方呎) ⁴	Retail floor area (sq. ft.) ⁴	816,800	690,700	605,100	585,600	557,800
門市數目 ⁴	Number of outlets ⁴	909	820	729	706	671

¹ 包括售予特許專賣商之銷售淨額

² 按加權平均基準計算之直接管理之門市

³ 以當地貨幣計算，指於兩個作比較之財政年度內經營滿十二個月之直接管理門市

⁴ 於十二月三十一日直接管理及特許專賣商門市總數

Retail & Distribution Division

Buoyed by our results in Mainland China, turnover at the Group's Retail Division grew by 6.5 percent to HK\$4,709 million (2007: HK\$4,420 million) on slightly lowered gross margin of 49.9 percent (2007: 50.6 percent). The Retail Division's operating profit decreased by 15.6 percent to HK\$324 million (2007: HK\$384 million) and its operating margin was 6.9 percent (2007: 8.7 percent).

Retail & Distribution Division – Review by Market

Mainland China

¹ Including net sales to authorized dealers

² On a weighted-average basis for directly managed outlets

³ In local currency for directly managed outlets which were open for the full 12 months in each of the two fiscal years under comparison

⁴ Total directly managed and authorized dealer outlets as at December 31

儘管消費信心轉弱，本集團仍然維持其於中國大陸之增長勢頭，二零零八年營業額增加百分之二十五點二至港幣十六億八千九百萬元。可比較門市之銷售額上升百分之六點一，而全年毛利率則擴大一百八十個基點。年內，本集團於中國大陸增設八十九間門市，將分銷網絡擴大至二零零八年底之九百零九間門市。

Despite softening consumer confidence, the Group maintained its growth momentum in Mainland China, with turnover increasing by 25.2 percent in 2008 to HK\$1,689 million. Comparable store sales were up by 6.1 percent and full year gross margin expanded by 180 basis points. We added 89 stores in Mainland China to expand our distribution network to 909 outlets at the end of 2008.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

香港及新加坡

Hong Kong and Singapore

香港 (包括澳門)	Hong Kong (including Macau)	2008	2007	2006	2005	2004
銷售額 (港幣百萬元)	Sales (HK\$ millions)	850	892	873	867	810
每平方呎銷售額 (港元) ¹	Sales per sq. ft. (HK\$) ¹	9,000	7,800	7,600	7,400	7,100
可比較門市之銷售額 增加/(減少) ²	Comparable store sales increase/(decrease) ²	(1.7%)	8.1%	5.4%	4.4%	11.0%
零售面積 (平方呎) ³	Retail floor area (sq. ft.) ³	98,700	110,900	117,300	119,500	113,700
門市數目 ³	Number of outlets ³	82	92	98	101	92

新加坡	Singapore	2008	2007	2006	2005	2004
銷售額 (港幣百萬元)	Sales (HK\$ millions)	368	390	403	403	391
每平方呎銷售額 (港元) ¹	Sales per sq. ft. (HK\$) ¹	6,900	6,900	7,700	8,300	8,700
可比較門市之銷售額 增加/(減少) ²	Comparable store sales increase/(decrease) ²	(7.7%)	(10.9%)	(11.9%)	(1.2%)	12.6%
零售面積 (平方呎) ³	Retail floor area (sq. ft.) ³	54,300	57,300	55,100	50,500	48,600
門市數目 ³	Number of outlets ³	51	53	53	48	47

¹ 按加權平均基準計算

² 以當地貨幣計算，指於兩個作比較之財政年度內經營滿十二個月之門市

³ 於十二月三十一日

¹ On a weighted-average basis

² In local currency for outlets which were open for the full 12 months in each of the two fiscal years under comparison

³ As at December 31

由於香港及新加坡均屬高度依賴旅遊業之市場，故兩地之表現皆受全球金融海嘯重挫。全年整體計算，香港市場之營業額減少百分之四點七至港幣八億五千萬元，新加坡則下跌百分之五點六至港幣三億六千八百萬元。本集團於二零零八年在香港及新加坡分別削減十間及兩間門市。

As markets that are highly reliant on tourist traffic, both Hong Kong and Singapore's performance were heavily affected by the global financial tsunami. For the year as a whole, Hong Kong's turnover decreased by 4.7 percent to HK\$850 million and Singapore's declined by 5.6 percent to HK\$368 million. We reduced our network by ten stores and two stores respectively in Hong Kong and Singapore in 2008.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

台灣

Taiwan

台灣	Taiwan	2008	2007	2006	2005	2004
銷售額 (港幣百萬元)	Sales (HK\$ millions)	634	649	658	732	707
每平方呎銷售額 (港元) ¹	Sales per sq. ft. (HK\$) ¹	3,300	2,800	2,800	3,000	2,900
可比較門市之銷售額增加/(減少) ²	Comparable store sales increase/(decrease) ²	(3.2%)	(4.2%)	(9.1%)	(5.8%)	0.8%
零售面積 (平方呎) ³	Retail floor area (sq. ft.) ³	204,900	218,700	235,800	243,900	245,800
門市數目 ³	Number of outlets ³	192	210	239	237	236

¹ 按加權平均基準計算

² 以當地貨幣計算，指於兩個作比較之財政年度內經營滿十二個月之門市

³ 於十二月三十一日

¹ On a weighted-average basis

² In local currency for outlets which were open for the full 12 months in each of the two fiscal years under comparison

³ As at December 31

台灣業務的重組已初見成效，二零零八年上半年之營業額增長百分之四點七，而可比較門市之銷售額則增加百分之二點二。二零零八年全年，台灣業務之營業額錄得百分之二點三跌幅至港幣六億三千四百萬元，而年底之存貨較去年減少百分之三十六點九。本集團於二零零八年減少十八個網絡點至一百九十二間門市，並將於二零零九年進一步重整網絡以調整業務。

The restructuring of our Taiwanese operations started to show results, with turnover growing by 4.7 percent and comparable store sales increasing by 2.2 percent in the first half of 2008. For 2008 as a whole Taiwan recorded a 2.3 percent decrease in its turnover to HK\$634 million and achieved a 36.9 percent reduction in its year-end inventory compared to the previous year. We reduced our network by 18 locations in 2008 to 192 and will further consolidate our network in 2009 to rightsize the operations.

馬來西亞、印尼、泰國、澳洲及其他市場

Malaysia, Indonesia, Thailand, Australia, and Other Markets

銷售額 (港幣百萬元)	Sales (HK\$ millions)	2008	2007	對比去年同期 增加/(減少) Year-on-year increase/(decrease)
澳洲	Australia	218	235	(7.2%)
馬來西亞	Malaysia	168	151	11.3%
印尼	Indonesia	175	169	3.6%
泰國	Thailand	126	121	4.1%
其他市場	Others	481	464	3.7%

馬來西亞、印尼及泰國之經濟均受到金融海嘯不同程度打擊。本集團於印尼及泰國之業務所受影響尤為顯著：前者受到商品價格下跌及印尼盾貶值拖累，後者則面對長期政治危機，嚴重影響其經濟命脈之旅遊業。儘管如此，二零零八年，本集團來自馬來西亞、印尼及泰國之銷售額仍錄得合共百分之六點三之增長至港幣四億六千九百萬元。

The economies of Malaysia, Indonesia and Thailand were all impacted to varying degrees by the financial tsunami. Our operations in Indonesia and Thailand were especially affected, the former from the decline in commodity prices plus the depreciation of the Indonesian Rupiah and the latter from a protracted political crisis which hurt tourism, a vital part of the Thai economy. Nevertheless, for 2008, the Group's sales in Malaysia, Indonesia and Thailand together increased by 6.3 percent to HK\$469 million.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

商品價格下跌及澳元貶值均打擊消費信心及開支。本集團於二零零八年減少五個網絡點，使年底之門市數目為五十六間。因此，本集團來自澳洲之銷售額於二零零八年下跌百分之七點二至港幣二億一千八百萬元。

The decline in commodity prices and the devaluation of the Australian Dollar hurt consumer confidence and spending. We reduced our network by five locations in 2008 to 56 outlets at the end of the year. As a result, our sales in Australia decreased by 7.2 percent to HK\$218 million in 2008.

南韓

South Korea

南韓	South Korea	2008	2007	2006	2005	2004
銷售額 (港幣百萬元)	Sales (HK\$ millions)	835	982	1,014	995	895
每平方呎銷售額 (港元) ¹	Sales per sq. ft. (HK\$) ¹	6,200	6,700	7,500	6,300	5,900
可比較門市之銷售額增加/(減少) ²	Comparable store sales Increase/(decrease) ²	(4.1%)	(8.6%)	(6.5%)	(4.0%)	(13.4%)
零售面積 (平方呎) ³	Retail floor area (sq. ft.) ³	133,700	145,600	135,600	157,000	150,600
門市數目 ³	Number of outlets ³	167	173	148	168	172

¹ 按加權平均基準計算

² 以當地貨幣計算，指於兩個作比較之財政年度內經營滿十二個月之門市

³ 於十二月三十一日

¹ On a weighted-average basis

² In local currency for outlets which were open for the full 12 months in each of the two fiscal years under comparison

³ As at December 31

本集團於南韓之合營公司之銷售額及溢利率於上半年持續改善，惟因韓圓下跌導致消費信心下挫，以致收益於下半年遭抵銷。全年整體計算，來自南韓之營業額下跌百分之十五至港幣八億三千五百萬元，惟採購改善、成本控制得宜加上適時出售物業提升其盈利。因此，本集團於南韓之共同控制公司之除稅後溢利貢獻增加港幣九百萬元至港幣二千二百萬元（未計入出售物業收益則為港幣一千二百萬元）。於南韓之網絡共減少六個銷售點，使年底之門市數目為一百六十七間。於二零零八年十二月三十一日，本集團持有南韓共同控制公司百分之四十八點七權益。

Sales and margins at our South Korean joint venture continued to improve in the first half but the gains were overcome in the second half as consumer confidence waned due to the declining Korean Won. For the year as a whole, turnover in South Korea decreased by 15.0 percent to HK\$835 million but improved merchandising and cost controls plus a well-timed property disposal boosted its bottom line. As a result, after-tax profit contribution from our South Korean jointly controlled company increased by HK\$9 million to HK\$22 million (HK\$12 million excluding the gain on the property disposal). South Korea reduced its network by six locations to 167 outlets at the end of the year. On December 31, 2008, the Group held 48.7 percent in its South Korean jointly controlled company.

中東

Middle East

中東	Middle East	2008	2007	2006	2005	2004
銷售額 (港幣百萬元)	Sales (HK\$ millions)	539	465	359	332	288
每平方呎銷售額 (港元) ¹	Sales per sq. ft. (HK\$) ¹	3,100	3,100	2,700	3,100	3,200
可比較門市之銷售額增加/(減少) ²	Comparable store sales increase/(decrease) ²	10.1%	10.9%	1.6%	2.4%	6.1%
零售面積 (平方呎) ³	Retail floor area (sq. ft.) ³	176,600	149,900	132,600	107,500	90,800
門市數目 ³	Number of outlets ³	157	142	129	107	89

¹ 按加權平均基準計算

² 以當地貨幣計算，指於兩個作比較之財政年度內經營滿十二個月之門市

³ 於十二月三十一日

¹ On a weighted-average basis

² In local currency for outlets which were open for the full 12 months in each of the two fiscal years under comparison

³ As at December 31

本集團於中東之業務因油價下跌而增長放緩，全年營業額增長百分之十五點九至港幣五億三千九百萬元，但本集團來自中東聯營公司之除稅後溢利貢獻因經營成本增加而微跌至港幣一千一百萬元（二零零七年：港幣一千二百萬元）。於二零零八年十二月三十一日，本集團持有中東聯營公司百分之二十權益。

本集團繼續在印度發展業務，並增設七間門市，使二零零八年底之網絡增至十二間。

零售及分銷部門 – 按品牌回顧

主系列 *Giordano* 之營業額增長百分之八點一至港幣四十億六百萬。本集團開設合共一百零二間 *Giordano* 及 *Giordano Junior* 門市，至二零零八年底將全球網絡增至一千八百二十五間。

Giordano Ladies 之營業額增長百分之八點二至港幣二億六千五百萬元，而可比較門市之銷售額對比去年保持平穩。期內，本集團新增七間門市，至二零零八年底門市總數達四十六間。

於二零零八年，本集團之 *Giordano Concepts* 網絡擴充十九間至年底之三十三間，營業額在網絡擴充帶動下增加百分之十一點九，惟現有店舖表現因消費信心下挫而受到影響，可比較門市之銷售額減少百分之十一點四。

Our business in the Middle East saw growth slowing in tandem with declining oil prices. Full year turnover nonetheless increased by 15.9 percent to HK\$539 million but after-tax profit contribution from our Middle East associated company decreased slightly to HK\$11 million (2007: HK\$12 million) due to higher operating costs. The Group held a 20.0 percent shareholding in its Middle East associate at December 31, 2008.

We continued to build our operations in India, adding seven stores to expand our network to 12 stores at the end of 2008.

Retail & Distribution Division – Review by Brand

Turnover of the core *Giordano* brand grew by 8.1 percent to HK\$4,006 million. We added a total of 102 *Giordano* and *Giordano Junior* outlets, bringing our global network to 1,825 by the end of 2008.

Turnover of *Giordano Ladies* grew by 8.2 percent to HK\$265 million while comparable store sales held steady against the year before. During the period we added seven outlets to bring the brand's network to 46 by the end of 2008.

In 2008 the Group expanded the *Giordano Concepts* network by 19 stores to bring the total number to 33 at the end of the year. Turnover grew by 11.9 percent from network expansion but with existing stores impacted by the slump in consumer confidence comparable store sales declined by 11.4 percent in 2008.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

本集團繼續推行 *Bluestar Exchange* 易名為 *BSX* 之品牌再造計劃，將其門市數目進一步削減二十一間至二零零八年底之九十六間。因此，營業額為港幣二億六百萬元，較二零零七年下跌百分之二十四點八。

As part of the Group's ongoing program of re-branding *Bluestar Exchange* to *BSX*, we further reduced the network by 21 stores to 96 at the end of 2008. As a result, turnover came in at HK\$206 million, 24.8 percent lower than 2007.

零售及分銷 部門	Retail & Distribution Division	營業額 Turnover			可比較門市之銷售額 增加/(減少) ¹ Comparable store sales increase/(decrease) ¹	
		2008	2007	變動 Change	2008	2007
(以港幣百萬元為單位) (In HK\$ millions)						
<i>Giordano</i> 及 <i>Giordano Junior</i>	<i>Giordano & Giordano Junior</i>	4,006	3,707	+8.1%	(0.9%)	2.0%
<i>Giordano Ladies</i>	<i>Giordano Ladies</i>	265	245	+8.2%	(0.1%)	9.1%
<i>Giordano Concepts</i>	<i>Giordano Concepts</i>	217	194	+11.9%	(11.4%)	N/A
<i>BSX/Bluestar Exchange</i>	<i>BSX/Bluestar Exchange</i>	206	274	-24.8%	(1.2%)	(2.3%)
其他	Others	15	-	N/A	N/A	N/A
部門合計	Division Total	4,709	4,420	+6.5%	(1.5%)	2.4%

¹ 指於兩個作比較之財政年度內經營滿十二個月之直接管理門市

¹ For directly managed outlets which were open for the full 12 months in each of the two fiscal years under comparison

展望

全球金融海嘯對各行各業帶來嚴重打擊及許多不明朗因素，有關影響之嚴重程度實為前所未見，並已超越一九九七/九八年之亞洲金融危機。所有本集團經營之市場（包括原先預期能倖免於難之中國大陸市場）均受到影響。歐美之經濟不利消息接踵而來，即使在最樂觀的估計下，全球經濟最早於二零零九年底，甚至二零一零年中方有轉機。在此困境下本集團亦無法倖免，於二零零九年首兩個月之營業額對比去年同期已減少百分之十二點九。儘管未來將面對種種挑戰，管理層均相信目前危機亦潛藏不少機遇，並對本集團長遠前景充滿信心。

OUTLOOK

The global financial tsunami has caused unprecedented havoc and uncertainty in all sectors of the economy, and its impact has already surpassed that of the 1997/98 Asian financial crisis. All our markets have been affected, including Mainland China which was previously expected to remain unscathed. With bad economic news still emerging from the US and Europe, even by the most optimistic estimates a turnaround in the global economy is not likely to happen at the earliest until late in 2009, if not the middle of 2010. The Group has not been immune and the first two months of 2009 have seen its turnover declining by 12.9 percent compared to the same period last year. Notwithstanding the challenges ahead, Management believes the present crisis also presents many opportunities and is confident of the Group's long term prospects.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

佐丹奴多年來不論環境順逆，一直恪守物超所值、服務優質的宗旨，成功在客戶心目中建立聲譽。然而面對新形勢，本集團更應迅速反應。因此，本集團之市場推廣及採購計劃著眼於「基本需要」、「必需品」及「物有所值」，以配合客戶要求之改變。本集團將繼續投資於發展設計及產品開發能力，對此，本集團將於二零零九年上半年在華南地區新設一設計中心。該中心鄰近本集團眾多主要銷售商，最終可容納約二百名設計及產品開發人員，讓本集團與其主要供應商之合作更為鞏固緊密。

此外，佐丹奴已成為一家以高營運效率、高成本控制效益以及精準現金及存貨管理為宗旨之機構。當市況於去年開始轉差時，我們立時收緊成本、存貨及現金管理，於中國大陸以外市場推行凍薪及暫停招聘，將香港、台灣及新加坡之門市數目削減合共三十間，並於第四季度積極進行秋/冬清貨活動，使現金及存貨維持穩健水平。因此，本集團手持約港幣四億五千四百萬元（二零零七年十二月三十一日：港幣四億七千四百萬元）現金及銀行結餘淨額踏入二零零九年，二零零八年存貨對銷售之流轉比率為二十三日，錄得顯著改善。未來數月將繼續收緊開支預算及控制其他支出，以確保盈利及維持穩健之資產負債水平。

出口市場不景，本集團預期可向供應商爭取更佳條件，而目標為於二零零九年將到岸價成本大幅減少。本集團亦會致力將運費及其他經營成本大幅減低。

儘管中國經濟於過去數月放緩，惟長遠而言中國仍具備持續增長之實力。因此，本集團將繼續把注意力及資源集中於中國市場，尤其於現時佐丹奴網絡尚未臻完善之二線及較小型城市擴充本集團業務。與此同時，隨著區內主要都會中心之黃金零售地點爭奪戰開始放緩，租金已逐步回落至較為合理水平。即使本集團精簡於香港、台灣及新加坡之門市數目，但鑒於更多地點優越的店舖騰空，租金亦較以往相宜，故本集團仍審慎評估將現有店舖遷往更有利地段的可能性。

Over the years, Giordano has built an enviable reputation among customers for unwavering quality, value and service – no matter in good times or bad. But the new circumstances require swift action. Therefore, we have positioned our marketing and merchandising programs to emphasize “basics”, “essentials” and “value” to capitalize on a re-alignment in consumer priorities. We will continue to invest in our design and product development capabilities, and to this end we will open a new design center in Southern China during the first half of 2009. Located in close proximity to many of our key vendors, the center will eventually house about 200 design and product development staff and allow for greater and closer collaboration with our key suppliers.

Giordano has also built an organization centered on operational efficiency, effective cost controls and rigorous cash and inventory management. When market conditions began to weaken last year, we quickly tightened our cost, inventory and cash controls by implementing a wage and hiring freeze outside Mainland China, reducing our store network by a total of 30 in Hong Kong, Taiwan and Singapore and aggressively clearing fall/winter stocks in the fourth quarter to keep cash and inventory levels healthy. As a result the Group entered 2009 with approximately HK\$454 million (December 31, 2007: HK\$474 million) in net cash and bank balances, while inventory turnover on sales for 2008 was 23 days, a notable improvement. The coming months will continue to see tightened expense budgets and other spending controls to protect the bottom line and maintain a strong balance sheet.

With export markets in the doldrums, we expect to be able to drive better bargains with our suppliers and have targeted to achieve significant FOB cost savings in 2009. We are also pushing for substantial reduction in freight and other operating costs.

Although its economy has slowed in the last few months, China's long term growth story remains intact. As such, the Group will continue to focus its attention and resources there, especially on growing our business in second tier and smaller cities where Giordano is relatively under-represented at the moment. Meanwhile competition for prime retail space in key metropolitan centers throughout the region has begun to ease and rentals are beginning to revert to more reasonable levels. Even as we are rationalizing our store network in Hong Kong, Taiwan and Singapore, we are also carefully evaluating opportunities to upgrade our store portfolio by trading up into better locations as they become increasingly available and affordable.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

目前危機誠然為各機構財務及經營能力之考驗。本集團憑藉其品牌優勢，致力發展創新意念，同時審慎管理現金及存貨以及循序漸進地推行各種策略，我們有信心佐丹奴將能應對種種挑戰，以最佳的狀況及定位達致長遠增長及成功。

人力資源

招聘、挽留、發展及鼓勵優秀員工一直為本集團成功之基石。本公司為各級員工提供具競爭力之薪津組合，並發放按目標為本計算之優厚花紅。為酬報並留用優秀幹練之管理團隊，高級管理人員亦可參與優厚之花紅獎勵計劃及獲發購股權。

多項研究及經驗顯示，優厚的薪津組合固然重要，但卻不足以吸引及挽留員工。價值觀、公平以及未來專業及個人發展之機會，也是人才選擇公司時之重要考慮因素。因此，本集團大力投資於完善之員工培訓及發展計劃，不單著眼於基本銷售及服務培訓，更涵蓋其他課題，例如管理培訓、領導能力講座，以及其他計劃，課程設計旨在針對員工在個人及專業發展之需要。本公司亦鼓勵員工自發自主學習，設立僱員自學計劃。本集團在考慮僱員個人加薪及晉升時亦會看重僱員在該計劃之整體表現。

於二零零八年十二月三十一日，本集團有八千三百名僱員（二零零七年：一萬二千一百名僱員，包括三千九百名Placita僱員）。總員工成本（不包括董事酬金但包括僱員購股權開支）為港幣七億六千八百萬元（二零零七年：港幣七億三千三百萬元）。年內，本集團授出四千一百萬份購股權（二零零七年：八百萬份購股權）予其僱員。

The current crisis truly is a time which tests an organization's financial and operational mettle. Based on our brand equity, focus on innovation, prudent cash and inventory management and disciplined execution, we are confident that Giordano will weather the challenges ahead to emerge stronger and better positioned for long term growth and success.

HUMAN RESOURCES

The recruitment, retention, development and motivation of quality employees have always been the foundation of our success. The Company offers competitive remuneration packages and generous, goal-oriented bonuses to different levels of staff. Senior managers are also offered generous incentive bonus schemes and share options as a means to reward and retain a high caliber management team.

Although a competitive remuneration package is important, numerous studies and experience have shown that it is not sufficient in attracting and retaining staff. Values, fairness and opportunities for further professional and personal development are also important considerations for people. As such, the Group invests heavily not only in a comprehensive staff training and development programs in basic sales and service, but also other topics such as management training, leadership seminars and other programs designed to address our people's personal and professional development needs. The Company has also instituted an Employee Self Learning Program to foster individual initiative and responsibility for development. Performance in the program is an important consideration in evaluating an employee's total performance for compensation and career advancement.

On December 31, 2008, the Group had 8,300 employees (2007: 12,100 employees, of which 3,900 were employed by Placita). Total staff cost (excluding directors' emoluments but including employees' share option charges) amounted to HK\$768 million (2007: HK\$733 million). During the year, 41 million share options (2007: 8 million share options) were granted to employees of the Group.

股息

本公司擬透過定期派發股息將現金盈餘回饋其股東，並一直根據本公司之股息政策派發約相當於其盈利三分之一的普通股股息，另外考慮現金結存水平、未來投資需要，以及眾多其他因素後，酌情派發特別股息。

經審慎考慮經濟前景不明朗及本集團會持續投資於擴展中國大陸之業務後，董事會議決建議向股東派發截至二零零八年十二月三十一日止年度之末期股息每股港幣三仙（二零零七年：末期股息港幣五仙及特別末期股息港幣十仙）。連同於二零零八年九月二十三日派付的中期股息每股港幣四點五仙（二零零七年：港幣四點五仙）及特別中期股息每股港幣二仙（二零零七年：港幣二仙），二零零八年之股息合共為每股港幣九點五仙（二零零七年：港幣二十一點五仙），代表二零零八年的派息率為每股盈利的百分之四十五點七。待於應屆股東週年大會上取得股東批准後，末期股息將約於二零零九年六月十二日（星期五）派發予於二零零九年六月三日（星期三）名列於本公司股東名冊上之股東。

DIVIDENDS

It is the Company's intention to return surplus cash to its shareholders through the regular payment of dividends and, in line with its dividend philosophy, the Company has been paying an ordinary dividend amounting to about one-third of its earnings plus a special dividend the amount of which may vary depending on cash on hand, future investment requirements and other considerations.

After due consideration of the uncertain economic outlook and the Group's continued investment to expand in Mainland China, the Board has resolved to recommend to shareholders the payment of a final dividend of 3.0 HK cents for the year ended December 31, 2008 (2007: final dividend of 5.0 HK cents and special final dividend of 10.0 HK cents) per share. Taking into account the interim dividend of 4.5 HK cents (2007: 4.5 HK cents) per share and the special interim dividend of 2.0 HK cents (2007: 2.0 HK cents) per share paid on September 23, 2008, total 2008 dividend amounted to 9.5 HK cents (2007: 21.5 HK cents) per share, representing a payout of 45.7 percent of 2008 per share earnings. Subject to the approval of the shareholders at the forthcoming Annual General Meeting, the final dividend will be payable on or about Friday, June 12, 2009 to shareholders whose names appear on the register of members of the Company on Wednesday, June 3, 2009.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

劉國權博士(主席)，現年五十六歲，為本集團行政總裁，彼亦為本公司補償委員會成員。彼於一九八七年加入本集團，並於一九九四年二月八日成為行政總裁，同年八月十日獲選為本集團董事會主席。劉博士亦為新昌營造集團有限公司及大快活集團有限公司之獨立非執行董事，該兩間公司均於香港聯合交易所上市。劉博士持有香港理工大學工商管理博士學位及加拿大卡加里大學工商管理碩士學位。彼為加拿大特許會計師公會會員。於加入本集團前，劉博士於加拿大之私營及公營機構有超過十二年的會計工作經驗。

馬灼安先生(執行董事)，現年五十九歲，於一九九六年加入本集團，並於一九九九年六月十四日獲本公司委任現職銜。馬先生亦為本集團中國大陸業務之執行主席及海外業務拓展執行董事。彼畢業於加拿大阿伯特大學，取得商業管理學士學位。彼亦為加拿大特許會計師公會會員。於加入本集團前，馬先生擁有豐富工商投資經驗，並曾於加拿大政府之會計及核數部門出任高職達十五年。

Dr. LAU Kwok Kuen, Peter (*Chairman*), aged 56, is the Group's Chief Executive and a member of the Compensation Committee of the Company. He joined the Group in 1987, became the Chief Executive on February 8, 1994, and was elected Chairman of the Board of Directors of the Group on August 10 in the same year. Dr. Lau is also an independent non-executive director of Hsin Chong Construction Group Ltd. and Fairwood Holdings Limited, both of which are listed on the Stock Exchange of Hong Kong. Dr. Lau holds a Doctorate degree in Business Administration from The Hong Kong Polytechnic University and an MBA degree from the University of Calgary in Canada. He is a member of The Canadian Institute of Chartered Accountants. Prior to joining the Group, Dr. Lau had over 12 years of accounting experience in the private and public sectors in Canada.

Mr. MAH Chuck On, Bernard (*Executive Director*), aged 59, joined the Group in 1996 and was appointed to the current position of the Company on June 14, 1999. Mr. Mah is also the Executive Chairman of the Group's operations in Mainland China and Group Executive Director – Global Business Development. He graduated from the University of Alberta in Canada with a bachelor degree in Business Administration and is a member of The Canadian Institute of Chartered Accountants. Prior to joining the Group, Mr. Mah had gained extensive experience in industrial and commercial investment sectors and had held senior government positions in accounting and auditing in Canada for 15 years.

董事及高級管理人員簡介 DIRECTORS AND SENIOR MANAGEMENT PROFILES

畢滌凡先生(獨立非執行董事)，現年六十四歲，於一九九一年五月加入本集團，彼並為本公司審核委員會主席及補償委員會成員。彼為台和商事控股有限公司及華訊股份有限公司之獨立非執行董事。畢滌凡先生亦分別為於納斯達克及紐約聯合交易所上市之Global-Tech Advanced Innovations Inc. 及中國海王星辰連鎖藥店有限公司之非執行董事。畢滌凡先生曾為駿豪集團(「駿豪集團」)之集團財務執行董事，而於二零零八年十二月成為該集團之顧問。畢滌凡先生仍繼續擔任新昌營造集團有限公司(「新昌營造集團」)及新昌管理集團有限公司(「新昌管理集團」)之董事。於二零零九年二月，畢滌凡先生加入一間專業會計師事務所，呂禮恒會計師事務所，成為該事務所之主管及KCL Transactions Limited之董事總經理。於加入駿豪集團前，彼曾於建築公司新昌營造集團(於二零零七年十一月獲駿豪集團收購)及物業管理服務公司新昌管理集團(於二零零八年九月獲新昌營造集團收購)這兩間公司之控股股東Hsin Chong International Holdings Limited擔任董事總經理職務。畢滌凡先生亦為這兩間上市公司之替代董事，及曾為霸菱亞洲投資有限公司之營運合夥人。彼於二零零一年至二零零二年期間亦擔任和記行(集團)有限公司(「和記行」)之董事總經理，並於二零零二年十一月至二零零四年四月期間出任和記行之業務及企業發展顧問。於加入和記行前，彼於萬威國際有限公司擔任董事總經理超過八年，並曾於寶麗碧集團和森那美香港有限公司工作超過十一年，期間曾出任財務董事及董事總經理職務。畢滌凡先生為特許公認會計師公會、香港會計師公會、Chartered Management Institute、香港管理專業協會及香港董事學會之資深會員。

Mr. Barry John BUTTIFANT (*Independent Non-executive Director*), aged 64, joined the Group in May 1991. He is also chairman of the Audit Committee and a member of the Compensation Committee of the Company. He is an independent non-executive director of Daiwa Associate Holdings Limited and Alltronics Holdings Limited. Mr. Buttifant also serves as a non-executive director of Global-Tech Advanced Innovations Inc. and China Nepstar Chain Drugstore Ltd., both of which are NASDAQ and New York Stock Exchange-listed companies, respectively. Mr. Buttifant was the Executive Director – Finance of the Mission Hills Group (“MHG”) but became a Consultant to the Group in December 2008. Mr. Buttifant continues as a Director of Hsin Chong Construction Group Ltd. (“HCCG”) and Synergis Holdings Limited (“Synergis”). In February 2009, Mr. Buttifant joined KLC Kennic Lui & Co, a professional accounting firm, as a Principal of the firm and Managing Director of KCL Transactions Limited. Prior to joining MHG, he was the managing director of Hsin Chong International Holdings Limited, a controlling shareholder of both the construction company HCCG (which was acquired by MHG in November 2007) and a property management service company, Synergis (which was acquired by HCCG in September 2008). Mr. Buttifant was also an alternate director to both public companies. Mr. Buttifant was an operating partner of Baring Private Equity Asia Limited. He was also the managing director of Wo Kee Hong (Holdings) Limited (“Wo Kee Hong”) from 2001 to 2002 and was the Advisor to the board of directors of Wo Kee Hong from November 2002 to April 2004. Prior to joining Wo Kee Hong, he was the managing director of IDT International Limited for over eight years and had worked for Polly Peck Group and Sime Darby Hong Kong Limited for more than 11 years in the capacity of finance director and managing director. Mr. Buttifant is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Chartered Management Institute, the Hong Kong Management Association and the Hong Kong Institute of Directors.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭其志先生，GBS，JP（獨立非執行董事），現年五十八歲，於二零零四年四月二十六日加入本公司為獨立非執行董事，彼亦為本公司審核委員會成員。鄭先生持有香港大學物理及數學理學士學位，亦在英國劍橋大學獲取經濟及政治發展（Economics and Politics of Development）哲學碩士學位。彼在香港政府服務二十七年，主要擔任經濟及金融事務之職位。彼於一九九五年至一九九八年擔任庫務司/庫務局局長，主要負責公共財政事務，及於一九九八年至二零零零年三月擔任資訊及廣播局局長，主要負責資訊科技、電信及廣播事務。隨著香港聯合交易所、香港期貨交易所及其相關結算所改革及合併，彼於二零零零年三月離開香港特別行政區政府加入香港交易及結算所有限公司擔任執行董事及首位行政總裁直至二零零三年四月卸任。於二零零四年一月至六月期間，鄭先生受聘為新昌國際集團之董事總經理，並分別於二零零四年八月至二零零七年八月及二零零四年九月至二零零七年九月期間出任新昌營造集團有限公司（「新昌營造」）及新昌管理集團有限公司（「新昌管理」）之非執行董事，該兩間公司均於香港聯合交易所上市。彼於擔任新昌營造及新昌管理之非執行董事前，曾分別於二零零四年一月至八月及二零零四年一月至九月期間出任新昌營造及新昌管理之替代董事。鄭先生於二零零三年六月至二零零五年九月期間獲委任為於納斯達克（NASDAQ）上市的CDC Corporation之獨立非執行董事，並於二零零四年七月至二零零六年七月期間出任偉新（國際）有限公司之董事總經理。彼現出任於澳門從事娛樂業務的澳門勵駿創建有限公司之執行董事。

鄭先生為香港非官守太平紳士及獲香港特別行政區政府頒授金紫荊星章。彼亦擔任多項公職，其中包括香港公益金名譽副會長。

Mr. KWONG Ki Chi, GBS, JP (*Independent Non-executive Director*), aged 58, joined the Company as an Independent Non-executive Director on April 26, 2004 and is a member of the Audit Committee of the Company. Mr. Kwong graduated from The University of Hong Kong with a Bachelor of Science degree in Physics and Mathematics and was awarded a Master of Philosophy degree in Economics and Politics of Development by the University of Cambridge, England. He has served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields. He was the Secretary for the Treasury from 1995 to 1998, with responsibility for the public finances, and Secretary for Information Technology and Broadcasting from 1998 to March 2000, with responsibility for information technology, telecommunications and broadcasting. He left the Government of Hong Kong Special Administrative Region in March 2000 to join the Hong Kong Exchanges and Clearing Limited as executive director and first Chief Executive, following the demutualization and merger of the Stock Exchange of Hong Kong, the Hong Kong Futures Exchange and their associated clearing houses and retired in April 2003. From January to June 2004, Mr. Kwong was the managing director of Hsin Chong International Holdings Ltd.. He was a non-executive director of Hsin Chong Construction Group Ltd. ("Hsin Chong") from August 2004 to August 2007 and Synergis Holdings Limited ("Synergis") from September 2004 to September 2007, the shares of both Hsin Chong and Synergis are listed on the Stock Exchange of Hong Kong. Prior to acting as a non-executive director of Hsin Chong and Synergis, he was an alternate director of Hsin Chong from January to August 2004 and Synergis from January to September 2004. Mr. Kwong was also an independent non-executive director of CDC Corporation, a NASDAQ listed company, from June 2003 to September 2005 and the managing director of Hongkong Sales (Int'l) Limited from July 2004 to July 2006. He is currently an executive director of Macau Legend Development Ltd., a company based in Macau and engaged in the leisure industry.

Mr. Kwong is a non-official Justice of the Peace in Hong Kong and has been awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region. He holds a number of public service positions, including Vice Patron of The Community Chest of Hong Kong.

董事及高級管理人員簡介 DIRECTORS AND SENIOR MANAGEMENT PROFILES

李鵬飛博士，JP（獨立非執行董事），現年六十八歲，於一九九九年九月十日加入本公司，彼亦為本公司審核委員會及補償委員會成員。彼持有香港理工大學工程博士榮譽學位及香港中文大學法學博士榮譽學位。李博士現為下述於香港聯合交易所上市公司之獨立非執行董事：進智公共交通控股有限公司、ITE (Holdings) Limited、彩星集團有限公司、三和集團有限公司、卓越金融有限公司及宏安集團有限公司。

李博士曾為中華人民共和國第九及第十屆全國人民代表大會香港特別行政區代表、一九七八年至一九九七年香港立法局成員、一九八八年至一九九一年香港立法局資深成員、一九八五年至一九九二年香港行政局成員。彼積極參與公共事務。

梁覺教授（非執行董事），現年五十歲，於二零零八年七月一日獲委任為本公司非執行董事。彼乃本公司補償委員會兼審核委員會成員。彼曾為本集團董事會顧問及為本集團提供顧問服務超過二十年。梁教授於美國伊利諾大學 Urbana-Champaign 分校獲得心理學博士學位，現任香港城市大學管理學系講座教授。梁教授為國際知名學者，亦擁有在香港及中國大陸不同機構及政府部門資深的顧問經驗。

Dr. LEE Peng Fei, Allen, JP (*Independent Non-executive Director*), aged 68, joined the Company on September 10, 1999. He is also a member of the Audit Committee and the Compensation Committee of the Company. He holds an honorary degree of Doctor of Engineering from The Hong Kong Polytechnic University and an honorary degree of Doctor of Laws from The Chinese University of Hong Kong. Dr. Lee is currently an independent non-executive director of AMS Public Transport Holdings Limited, ITE (Holdings) Limited, Playmates Holdings Limited, Sam Woo Holdings Limited, VXL Capital Limited and Wang On Group Limited, all of which are listed on the Stock Exchange of Hong Kong.

Dr. Lee was formerly a deputy of Hong Kong SAR, the 9th and 10th National People's Congress, PRC, a member of the Hong Kong Legislative Council from 1978 to 1997, a senior member of the Hong Kong Legislative Council from 1988 to 1991 and a member of the Hong Kong Executive Council from 1985 to 1992. He has taken an active role in public service.

Professor LEUNG Kwok (*Non-executive Director*), aged 50, was appointed as Non-executive Director of the Company on July 1, 2008. He is a member of the Compensation Committee and the Audit Committee of the Company. He was the Board Advisor and provided consulting services to the Group for more than 20 years. Professor Leung received his Ph.D. in Psychology from University of Illinois, Urbana-Champaign, U.S.A. He holds a chair in management at the City University of Hong Kong. In addition to his international reputation for his scholarly work, he has extensive consulting experience with a wide range of organizations and government departments in Hong Kong and Mainland China.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

呂志雄先生，現年四十七歲，集團首席財務總監。彼持有香港科技大學工商管理碩士學位及香港中文大學財務碩士學位。彼為特許公認會計師公會資深會員，亦為英格蘭及威爾斯特許會計師公會、香港會計師公會及加拿大公認會計師公會會員。彼於二零零二年加入本集團，擁有超過二十六年財務及會計方面之經驗。

Mr. LUI Chi Hung, aged 47, is the Group Chief Financial Officer. He holds an MBA degree from The Hong Kong University of Science and Technology and a Master degree in Finance from The Chinese University of Hong Kong. He is a fellow member of The Association of Chartered Certified Accountants, and an associate member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Certified General Accountants Association of Canada. He joined the Group in 2002 and has over 26 years of experience in finance and accounting field.

顏麗真博士，現年四十六歲，集團人力資源總監及劉黃顧問有限公司之首席顧問。彼持有香港理工大學工商管理博士學位及香港中文大學工商管理學士學位。顏博士亦為法國巴黎高等商學院之畢業生。彼乃美國註冊會計師、特許公認會計師公會及香港會計師公會資深會員和加拿大公認會計師公會會員。顏博士亦是香港特許秘書公會和英國特許秘書及行政人員公會之會員。彼於二零零六年加入本集團，擁有二十年豐富的銀行業務經驗。

Dr. NGAN Lei Tjen, aged 46, is the Group Human Resources Director and Principal Consultant of Lau, Wong & Associates Consultants Limited. She holds a Doctorate degree in Business Administration from The Hong Kong Polytechnic University and a BBA degree from The Chinese University of Hong Kong. Dr. Ngan is also a diplômée HEC Paris, France. She is a US Certified Public Accountant, a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a member of the Certified General Accountants Association of Canada. Dr. Ngan is also a member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators (UK). She joined the Group in 2006 and has 20 years of broad experience in the banking field.

本公司董事會（「董事會」）致力在合理可行的架構中保持最高水平的企業管治。董事會堅信，透明、問責和獨立三項原則對於保障全體利益相關者的利益及提升股東的價值至為重要。

董事會一直致力於卓越的企業管治，甚至早在香港聯合交易所有限公司（「香港聯交所」）引入證券上市規則（「上市規則」）之《企業管治常規守則》（「企業管治常規守則」）之前，董事會已定期檢討並提升本公司之企業管治守則。企業管治常規守則於二零零五年一月一日開始之會計期內生效，並且分為兩個遵例的層次。上市公司必須遵守守則條文，建議最佳常規只屬指引。任何偏離守則條文之舉則需要解釋。鑑於上市規則的修訂於二零零九年一月一日起生效，董事會因此於二零零九年一月更新了本公司的企業管治守則，與企業管治常規守則更加密切配合。以下為本公司實踐企業管治的過程中優於、符合或偏離企業管治常規守則之重點：

The board of directors (the “Board”) of the Company is committed to the highest standard of corporate governance within a sensible and practical framework in the firm belief that the principles of transparency, accountability and independence are essential for upholding the interests of all stakeholders and maximizing shareholder value.

The Board has long been committed to excellence in corporate governance and reviewed and upgraded the Company’s Code on Corporate Governance on a regular basis even before The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) introduced the Code on Corporate Governance Practices (the “CG Code”) of the Rules Governing the Listing of Securities (the “Listing Rules”). The CG Code came into effect during the accounting period from January 1, 2005 and has two levels of compliance. The Code Provisions are mandatory for listed companies while Recommended Best Practices are for guidance. Any deviations from the Code provisions are to be explained. In light of the amendments to the Listing Rules that took effect on January 1, 2009, the Board accordingly updated the Company’s Code on Corporate Governance in January 2009 to bring it into closer alignment with the CG Code. The following items highlight where the Company’s corporate governance practice surpasses, attains or deviates from the CG Code:

遵例情況

優於

- 董事會成員半數是獨立非執行董事，超過企業管治常規守則之建議最佳常規所要求的最少有三分之一董事會成員為獨立非執行董事之規定。
- 本公司設有風險管理委員會，檢討所有重大監察及風險管理，該委員會每年向董事會匯報兩次，更勝企業管治常規守則之守則條文的規定。

COMPLIANCE

Surpass

- Independent Non-executive Directors comprise half of the Board, exceeding the CG Code Recommended Best Practices minimum of one-third.
- The Company has a Risk Management Committee that reviews all material controls and risk management functions and reports to the Board twice a year, surpassing the CG Code Code Provisions.

企業管治報告書

CORPORATE GOVERNANCE REPORT

符合

- 董事會包括三名獨立非執行董事，此舉符合上市規則之規定。
- 本公司為董事及高級管理人員購買合適之責任保險，此舉符合企業管治常規守則之建議最佳常規的規定。
- 任何服務董事會超過九年之獨立非執行董事，將獲股東以獨立決議案批准方可連任，此舉符合企業管治常規守則之建議最佳常規的規定。
- 本公司採納了企業管治常規守則中有關檢討內部監控制度的指引。
- 除以下所載之偏離情況外，本公司符合所有企業管治常規守則之守則條文。

偏離

- 本公司之主席及行政總裁之角色同時由一人出任，偏離了企業管治常規守則之守則條文。此舉之優點及本公司為保障股東利益而採取的制衡機制在本報告「主席及行政總裁」一節中有詳細論述。
- 根據本公司之公司細則（「細則」），主席及董事總經理毋須輪值告退。

Attain

- The Board includes three Independent Non-executive Directors, in line with the requirement under the Listing Rules.
- The Company maintains appropriate director's and officer's liability insurance in line with the CG Code Recommended Best Practices.
- Any Independent Non-executive Director who serves more than nine years will be subject to a separate resolution on further appointment to be approved by shareholders in line with the CG Code Recommended Best Practices.
- The Company adopts the CG Code guidelines on the review of internal control system.
- The Company meets all the CG Code Code Provisions except the deviations below.

Deviate

- The Company deviates from the CG Code Code Provisions by having the roles of Chairman and Chief Executive performed by the same person. The advantages of doing so and the balancing measures that the Company has adopted to protect shareholder interests are discussed in detail under the section Chairman and Chief Executive of this report.
- The Chairman and the Managing Director are not subject to retirement by rotation according to the Bye-Laws of the Company (the "Bye-Laws").

董事會

董事會肩負有效和負責任的職責以領導本公司。董事會訂立本集團之整體方向和策略、監管及評估本集團之營運與財務上的表現、以及檢討本公司之企業管治水平。董事會也會決定關於全年及中期業績、主要交易、董事聘任或續聘、股息及會計政策的事情。董事會成員，無論個別或集體，都致力以誠為本公司及其股東獲取最佳利益。

BOARD

The Board is charged with providing effective and responsible leadership for the Company. It sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the standard of corporate governance of the Company. It also decides on matters related to annual and interim results, major transactions, director appointments or re-appointments, and dividend and accounting policies. The Directors, individually and collectively, are committed to act in good faith in the best interests of the Company and its shareholders.

歐文柱先生於二零零八年五月十四日退任獨立非執行董事一職，馮永昌先生辭任執行董事的職位，由二零零八年七月十五日起生效，以及曾任獨立董事會顧問的梁覺教授由二零零八年七月一日起獲委任為非執行董事。於本報告日期，董事會由三位獨立非執行董事、一位非執行董事、和兩位執行董事組成。非執行董事均帶來多方面的經驗和專業知識，為本集團提供有效指引，並以局外人的角度為本集團面對的所有重要決策帶出新穎觀點。為幫助董事履行職責，董事可隨時與本公司之外聘核數師及內部審計師直接接觸，本公司亦已訂立程序，讓董事尋求獨立專業意見，費用由本公司支付。本公司亦已為董事及高級管理人員購買合適之責任保險，此舉符合企業管治常規守則之建議最佳常規的規定。

基於董事會的整體組合，以及每位董事之個別技能、學識和專業知識，本集團相信董事會架構能恰當地提供足夠之監察及平衡，以保障本公司和股東的利益。董事會將定期檢討其組合，確保其於專業知識、技能及經驗各方面都維持適當的平衡及多元化，以繼續有效地指導及監管本公司之業務。本公司董事之個人資料詳情載於本年報第二十二頁至二十六頁。

作為良好企業管治的重要一環，董事會設立了兩個董事委員會，即審核委員會及補償委員會。此外，本公司也成立了管理委員會及風險管理委員會，給董事會及董事委員會提供支援。董事會、審核委員會及補償委員會之組成如下，而管理委員會及風險管理委員會於本報告的相關部份論述。

Mr. AU Man Chu, Milton retired as Independent Non-executive Director on May 14, 2008, Mr. FUNG Wing Cheong, Charles resigned as Executive Director effective on July 15, 2008 and Professor LEUNG Kwok, previously the Independent Board Advisor of the Company, was appointed Non-executive Director with effect from July 1, 2008. As at the date of this report, the Board is comprised of three Independent Non-executive Directors, one Non-executive Director and two Executive Directors. The Non-executive Directors bring a diverse range of experience and expertise to give effective guidance and a fresh, outside perspective to all major decisions facing the Group. To assist them in discharging their duties, the Directors have free and direct access to both the Company's external and internal auditors and procedures are in place to allow Directors to obtain independent professional advice at the Company's expense. The Company has appropriate directors' and officers' liability insurance in line with the CG Code Recommended Best Practices.

Given the overall composition of the Board and the skills, knowledge and expertise that each Director brings individually, the Group is of the belief that the Board is appropriately structured to provide sufficient checks and balances to protect the interests of the Company and its shareholders. The Board will review its composition regularly to ensure that it has the proper balance and diversity of expertise, skills and experience to continue to effectively guide and oversee the business of the Company. Biographical details of the Directors of the Company are set out on pages 22 to 26 of this annual report.

As an important part of good corporate governance, the Board established two Board Committees, namely the Audit Committee and the Compensation Committee. In addition, a Management Committee and a Risk Management Committee were set up to support the Board and the Board Committees. The composition of the Board, the Audit Committee and the Compensation Committee is given below. The Management and Risk Management committees are discussed in the relevant sections in this report.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會成員	Members of the Board	審核委員會 Audit Committee	補償委員會 Compensation Committee
獨立非執行董事	Independent Non-executive Directors		
歐文柱先生 (於二零零八年五月十四日退任)	Mr. AU Man Chu, Milton (retired on May 14, 2008)	✓	
畢滌凡先生	Mr. Barry John BUTTIFANT	✓	✓
鄭其志先生, GBS, JP	Mr. KWONG Ki Chi, GBS, JP	✓	
李鵬飛博士, JP	Dr. LEE Peng Fei, Allen, JP	✓	✓
非執行董事	Non-executive Director		
梁覺教授 (於二零零八年七月一日獲委任)	Professor LEUNG Kwok (appointed on July 1, 2008)	✓	✓
執行董事	Executive Directors		
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)		✓
馮永昌先生 (於二零零八年七月十五日辭任)	Mr. FUNG Wing Cheong, Charles (resigned on July 15, 2008)		
馬灼安先生	Mr. MAH Chuck On, Bernard		

董事會成員之間並沒有財務、業務、親屬或其他重大或相關之關係，惟畢滌凡先生及劉博士在新昌營造集團有限公司董事會中分別擔任非執行董事及獨立非執行董事。

The Board members have no financial, business, family or other material or relevant relationships with each other except that Mr. Buttifant and Dr. Lau both serve on the board of Hsin Chong Construction Group Ltd. as non-executive director and independent non-executive director respectively.

董事會認為，此等關係並不影響該兩位董事於執行職務時之獨立判斷能力及個人誠信。

It is the Board's opinion that these relationships do not affect the Directors' independent judgment and integrity in executing their roles and responsibilities.

直至本報告日期為止，概無獨立非執行董事擁有本公司之股份。

None of the Independent Non-executive Directors owned any shares of the Company up to the date of this report.

根據上市規則之規定，各獨立非執行董事已根據相關指引向本公司書面確認其獨立性。因此，本公司認為所有獨立非執行董事確屬獨立人士。

董事會每年定期召開四次會議，也會在有需要時召開更多會議。董事會的定期會議舉行日期會預先訂定，使董事會成員能盡量安排出席。公司秘書協助主席擬訂董事會會議議程，而每位董事均獲邀提出任何擬在會議中討論和動議的事項。此外，全體董事可與公司秘書接觸，要求公司秘書提供意見和服務，以確保董事會的程序和適用的規則和條例得以遵守。董事會會議文件在會議舉行前不少於三天發送予所有董事及其他列席人士參閱，以確保彼等可及時獲得一切有關會議之資料。會議紀錄之初稿及最終定稿亦會發送予所有董事供彼等提供意見。根據細則，任何董事未能親身出席任何董事會會議，可藉著電子方式的電話會議或其他安排，參與董事會會議。根據細則，當召開董事會會議是不可行時，可藉著傳閱有關緊急事宜之書面決議案而取得董事會批准。於傳閱書面決議案之同時，本公司也會向董事提供足夠的資料和說明材料。

董事會於截至二零零八年十二月三十一日止之年度，舉行了四次董事會會議，會議上，董事會檢討了季度業績表現和商討了本集團之未來發展策略以及其他事務。此外，董事會通過了六套書面決議案。

Pursuant to the requirements of the Listing Rules, each of the Independent Non-executive Directors has confirmed with the Company in writing his independence from the Company in accordance with the relevant guidelines. The Company therefore considers all of the Independent Non-executive Directors to be independent.

The Board holds four regular meetings a year and additional meetings as and when required. Regular Board meetings are scheduled in advance to facilitate the fullest possible attendance. The Company Secretary assists the Chairman in setting the agenda of the Board meetings and each Director is invited to present any businesses that he wishes to discuss or propose at such meetings. Furthermore, all Directors have access to the Company Secretary for advice and services to ensure that board procedures and applicable rules and regulations are adhered to. Board papers are circulated to all Directors and other attendees not less than three days before the Board meetings to ensure timely access to relevant information. Draft and final versions of the minutes are circulated to all Directors for comments. Any Director who is unable to physically attend any Board meeting may participate electronically by conference call or via alternate arrangements in accordance with the Bye-Laws. Pursuant to the Bye-Laws, Board approval may also be obtained by way of circulation of a resolution in writing on urgent matters when convening a Board meeting is not practicable. Sufficient information and explanatory materials will be provided to the Directors at the same time when a resolution in writing is circulated.

During the year ended December 31, 2008, four Board meetings were held during which the Board reviewed the quarterly performance results and discussed the Group's strategy going forward, as well as other business. In addition, six sets of resolutions in writing were passed.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事於二零零八年的全體董事會會議之出席記錄如下：

Attendances of Directors of the full Board meetings in 2008 are as follows:

董事會會議	Board Meeting	出席次數/會議舉行次數 Meetings attended/held
獨立非執行董事	Independent Non-executive Directors	
歐文柱先生 (於二零零八年五月十四日退任)	Mr. AU Man Chu, Milton (retired on May 14, 2008)	1/1
畢滌凡先生	Mr. Barry John BUTTIFANT	4/4
鄺其志先生, GBS, JP	Mr. KWONG Ki Chi, GBS, JP	4/4
李鵬飛博士, JP	Dr. LEE Peng Fei, Allen, JP	3/4
非執行董事	Non-executive Director	
梁覺教授 (於二零零八年七月一日獲委任)	Professor LEUNG Kwok (appointed on July 1, 2008)	3/4*
執行董事	Executive Directors	
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	4/4
馮永昌先生 (於二零零八年七月十五日辭任)	Mr. FUNG Wing Cheong, Charles (resigned on July 15, 2008)	1/2
馬灼安先生	Mr. MAH Chuck On, Bernard	4/4

* 梁覺教授在獲委任為非執行董事以前，以獨立董事會顧問身份出席過一次董事會會議，並於獲委任後以非執行董事身份出席過兩次董事會會議。

* Professor LEUNG Kwok attended one Board meeting in the capacity of an Independent Board Advisor before being appointed as a Non-executive Director and two Board meetings as Non-executive Director after the said appointment.

為了促進對問題作出坦誠和公開的討論，獨立非執行董事會不時在沒有執行董事出席下會面討論。

In order to facilitate free and open discussion of issues, Independent Non-executive Directors also meet without the presence of Executive Directors from time to time.

董事之委任及重選

本公司特意安排董事會全體成員參議新董事的委任，因此並沒有根據企業管治常規守則之建議最佳常規成立代表性有限的提名委員會。董事會擬委任董事時會以專業知識、經驗、誠信及承擔能力各方面作考慮的因素。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Instead of establishing a nomination committee in line with CG Code Recommended Best Practices which would only have limited representation, the Company intentionally involves the full Board in the appointment of new Directors. The Board takes into account criteria such as expertise, experience, integrity and commitment in its deliberations.

根據細則，任何由董事會委任之新董事（主席或董事總經理除外）於其獲委任後本公司舉行之下一次股東大會上（如屬填補臨時空缺）或本公司下一次股東週年大會上（如屬增加董事人數）告退，並由股東重選。於每屆之股東週年大會上，三分之一（或最接近但不超過三分之一）之董事（主席或董事總經理除外）會輪值告退，並且每位董事（主席或董事總經理除外）最少每三年輪值告退一次。

現時，所有獨立非執行董事的指定任期為三年，並且根據細則輪值告退及重選。為進一步加強企業管治水平，本公司依照企業管治常規守則之建議最佳守則，要求任何服務董事會超過九年之獨立非執行董事需要獲得股東以獨立決議案方式批准方可連任。董事會會在本年報中向股東列明其認為該董事仍屬獨立人士以及應獲重選之原因。

本公司董事概不知悉有資料可合理地指出本公司並無遵守企業管治常規守則，惟(i)主席及行政總裁之角色同時由一人出任（守則條文A.2.1）；及(ii)主席及董事總經理毋須輪值告退（守則條文A.4.2）。

區文柱先生於二零零八年五月十四日退任獨立非執行董事一職。當時還是本公司獨立董事會顧問的梁覺教授獲委任為非執行董事，並於二零零八年七月一日起生效。除梁覺教授外，董事會曾考慮過一些外部候選人，但最終決定委任梁教授，因為董事會認為他作為一位備受尊重的管理學教授將會對董事會的決策提供不同和有效的觀點。

馮永昌先生辭任執行董事一職，於二零零八年七月十五日起生效。董事會未能於本公司內外揀選合適的候選人，故決定不委任任何人接替執行董事一職。

In accordance with the Bye-Laws, any new Director (other than the Chairman or the Managing Director) appointed by the Board is subject to retirement and re-election by shareholders at the next general meeting of the Company (in the case of filling a casual vacancy) or at the next annual general meeting of the Company (in the case of an addition to their number) following his appointment. At each annual general meeting, one-third (or the number nearest to but not exceeding one-third) of the Directors (other than the Chairman or the Managing Director) will retire from office by rotation and every Director (other than the Chairman or the Managing Director) is subject to retirement by rotation at least once every three years.

Currently, all Independent Non-executive Directors are appointed for a specific term of three years and subject to retirement by rotation and re-election pursuant to the Bye-Laws. To further strengthen the standard of corporate governance, the Company follows the CG Code Recommended Best Practices and requires any re-appointment of an Independent Non-executive Director who has served on the Board for over nine years to be subject to a separate resolution to be approved by shareholders. The Board will set out in this annual report the reasons it considers such Director to continue to be independent and should be re-elected.

None of the Directors of the Company is aware of information that would reasonably indicate that the Company is not in compliance with the CG Code, except that (i) the roles of the Chairman and Chief Executive are vested in the same person (Code Provision A.2.1); and (ii) the Chairman and the Managing Director are not subject to retirement by rotation (Code Provision A.4.2).

Mr. AU Man Chu, Milton retired as Independent Non-executive Director on May 14, 2008 and Professor LEUNG Kwok, at the time the Independent Board Advisor of the Company, was appointed as Non-executive Director with effect from July 1, 2008. The Board considered a number of outside candidates in addition to Professor Leung and ultimately decided on Professor Leung because it was felt his background as a well respected professor in management would provide a different and useful perspective to the Board's decision-making.

Mr. FUNG Wing Cheong, Charles resigned as Executive Director effective on July 15, 2008 and the Board decided not to appoint a replacement after failing to identify suitable candidates either within or outside the Company.

企業管治報告書

CORPORATE GOVERNANCE REPORT

主席及行政總裁

目前，劉國權博士同時出任主席及行政總裁之職位。鑒於劉博士的豐富業內經驗以及對本集團業務的深入認識，董事會認為由劉博士出任主席及行政總裁之職位能強勢地和堅定地領導本集團，並且進行更有效的規劃和推行長期商業策略，以及提高決策的效率。董事會也相信本公司已擁有配合公司實際情況的穩固企業管治架構，確保能有效地監管本公司之管理層。該架構的主要內容包括：

- 董事會之成員有半數為獨立非執行董事；
- 審核委員會包括三位獨立非執行董事和一位非執行董事；
- 確保全體非執行董事可隨時與本公司之外聘核數師及內部審計師直接接觸，並在有需要時尋求獨立專業意見；
- 設立「密函檢舉」機制，允許本集團員工以匿名和機密形式向內部審計主管舉報高級管理人員（包括主席及行政總裁）的欺詐或嚴重不當的行為，詳情載於「內部監控」一節。

董事會相信，這些機制能確保獨立非執行董事及非執行董事嚴格地監督本集團之管理層和有效地監管有關策略、風險和誠信的重要決策。董事會不斷檢討本集團企業管治架構之成效，用以評估是否需要作任何修改。

CHAIRMAN AND CHIEF EXECUTIVE

Currently Dr. LAU Kwok Kuen, Peter, holds the positions of Chairman and Chief Executive. In view of Dr. Lau's extensive experience in the industry and deep understanding of the Group's businesses, the Board believes that vesting the roles of both Chairman and Chief Executive in Dr. Lau provides the Group with strong and consistent leadership, allows for more effective planning and execution of long term business strategies and enhances efficiency in decision-making. The Board also believes that the Company already has a strong corporate governance structure appropriate for its circumstances in place to ensure effective oversight of Management. The main elements of this structure include:

- Having Independent Non-executive Directors comprise half of the Board;
- Having all three Independent Non-executive Directors and the Non-executive Director to comprise the Audit Committee;
- Ensuring that all Non-executive Directors have free and direct access to both the Company's external and internal auditors and independent professional advice where necessary;
- Having a "whistle-blowing" mechanism in place to allow the Group's staff members to anonymously and confidentially report any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive, to the Head of Internal Audit, the details of which are discussed under the section "Internal Control".

The Board believes that these measures enable our Independent Non-executive Directors and Non-executive Director to rigorously supervise the Group's Management and to provide effective control of key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

審核委員會

審核委員會由三位獨立非執行董事及一位非執行董事組成，並由畢滌凡先生出任主席，彼為一位在處理財務滙報及監控方面具資深經驗的合資格會計師。審核委員會負責委任外聘核數師、審閱本集團之財務資料、監察本集團之財務滙報系統和內部監控程序事宜。該委員會也負責評核本集團中期及全年業績後，向董事會作出建議批准有關業績。因此，審核委員會可不受限制地與本公司之外聘核數師及內部審計師接觸。審核委員會的職權範圍可供索取，並且已載於本公司之網站<http://www.giordano.com.hk/web/HK/investors/2005AC.pdf>。

審核委員會每年最少舉行兩次會議，會上審閱財務滙報及內部監控事宜。集團首席財務總監、風險管理委員會主席、內部審計主管、公司秘書及本公司外聘核數師之代表將會出席審核委員會之會議。委員會亦可酌情邀請其他管理層成員出席會議。於二零零八年，審核委員會共舉行了兩次會議，按成員姓名分列之會議出席記錄載列如下：

審核委員會會議

獨立非執行董事

歐文柱先生

(於二零零八年五月十四日退任)

畢滌凡先生

鄺其志先生，GBS，JP

李鵬飛博士，JP

非執行董事

梁覺教授

(於二零零八年七月一日獲委任)

審核委員會於會上與外聘核數師審閱審核策略摘要、截至二零零七年十二月三十一日止全年業績和截至二零零八年六月三十日止六個月中期賬目、以及檢討本集團內部審計部門的工作和本集團業務運作的內部審計報告、調查結果及建議。

AUDIT COMMITTEE

The Audit Committee comprises all three Independent Non-executive Directors and the Non-executive Director and is chaired by Mr. Buttifant, a qualified accountant with extensive experience in financial reporting and controls. The committee is responsible for the appointment of external auditors, review of the Group's financial information and oversight of the Group's financial reporting system and internal control procedures. It is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. To this end, the Audit Committee has unrestricted access to both the Company's external and internal auditors. Its terms of reference are available on request and also accessible on the Company's website at <http://www.giordano.com.hk/web/HK/investors/2005AC.pdf>.

The Audit Committee reviews financial reporting and internal control matters in the Audit Committee meeting which is held at least twice a year. The Group Chief Financial Officer, the Chairman of the Risk Management Committee, the Head of Internal Audit, the Company Secretary and representatives of the External Auditor of the Company are expected to attend meetings of the Committee. At the discretion of the Committee, other members of Management may also be invited to attend its meetings. In 2008, the Audit Committee held two meetings and the attendance record, on a named basis, is set out below:

Audit Committee Meeting	出席次數/會議舉行次數 Meetings attended/held
Independent Non-executive Directors	
Mr. AU Man Chu, Milton (retired on May 14, 2008)	1/1
Mr. Barry John BUTTIFANT	2/2
Mr. KWONG Ki Chi, GBS, JP	2/2
Dr. LEE Peng Fei, Allen, JP	2/2
Non-executive Director	
Professor LEUNG Kwok (appointed on July 1, 2008)	1/1

During the meetings, the Audit Committee reviewed the audit strategy summary and the final results for the year ended December 31, 2007 and the interim accounts for the six months ended June 30, 2008 with external auditors; as well as the activities of the Group's Internal Audit Department and its internal audit report, findings and recommendations on the Group's business operations.

企業管治報告書

CORPORATE GOVERNANCE REPORT

補償委員會

本公司已成立補償委員會以處理薪酬事宜。補償委員會由兩位獨立非執行董事、一位非執行董事及主席組成，負責檢討及批准董事及高級管理人員之酬金、補償及福利。於每次會議開始時，委員會成員會選出一位成員為會議主席。當審閱個別董事之薪酬組合時，相關董事為免涉及任何利益衝突須放棄投票權。補償委員會的職權範圍可供索取，並且已載於本公司之網站<http://www.giordano.com.hk/web/HK/investors/2005CC.pdf>。

補償委員會會議

獨立非執行董事

畢滌凡先生
李鵬飛博士，JP

執行董事

劉國權博士
(主席及行政總裁)

非執行董事

梁覺教授

* 會議於梁覺教授獲委任為非執行董事前舉行。因此，梁覺教授以獨立董事會顧問身份出席會議。

於二零零八年，補償委員會舉行了一次會議，檢討主席及行政總裁之酬金及花紅、確認給予主席二零零七年的保證花紅、以及批准和認可支付予董事和高級管理人員的二零零七年花紅。主席及行政總裁並無出席是次補償委員會會議，並放棄投票權利，避免涉及任何利益衝突。是次會議按成員姓名分列之會議出席記錄載於上文。另通過了兩套書面決議案，分別批准獨立非執行董事和非執行董事的年度袍金。

COMPENSATION COMMITTEE

The Company established a Compensation Committee to deal with matters of remuneration. It is composed of two Independent Non-executive Directors, the Non-executive Director and the Chairman. It is responsible for reviewing and determining the remuneration, compensation and benefits of Directors and senior management. The committee members elect one member to act as chair at the commencement of each meeting. When the remuneration package of an individual Director is under review, the Director in question is required to abstain from voting to avoid any conflict of interest. The terms of reference of the Compensation Committee are available on request and also accessible on the Company's website at <http://www.giordano.com.hk/web/HK/investors/2005CC.pdf>.

Compensation Committee Meeting	出席次數/會議舉行次數 Meeting attended/held
Independent Non-executive Directors	
Mr. Barry John BUTTIFANT	1/1
Dr. LEE Peng Fei, Allen, JP	1/1
Executive Director	
Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	0/1
Non-executive Director	
Professor LEUNG Kwok	1/1*

* The meeting was held before Professor LEUNG Kwok being appointed as a Non-executive Director of the Board. Therefore Professor LEUNG Kwok attended the meeting in the capacity of an Independent Board Advisor.

In 2008, the Committee held a meeting to review the remuneration and bonus of the Chairman and Chief Executive, to confirm the 2007 guaranteed bonus to the Chairman and to ratify and approve the 2007 bonus payment to directors and senior management. The Chairman and Chief Executive absented himself from attending the said meeting and abstained from voting to avoid any conflict of interest. Attendance record of the meeting, on a named basis, is set out above. Two other sets of resolutions in writing were passed approving the annual fees of Independent Non-executive Directors and Non-executive Director respectively.

薪酬政策

本公司明白，合理而全面的薪酬組合是吸引、留用以及激勵高質素人才的重要因素。因此，本公司之政策是確保薪酬具競爭力，並且符合本公司之目標、宗旨和表現。本公司於釐定薪酬政策時考慮多項相關因素，包括可比較公司所支付之薪金，員工在本公司及其附屬公司之職責、職務與職權範圍和其他方面的聘用條件，市場慣例，以及本公司的財務和非財務表現。

如上一節所討論，補償委員會檢討並且訂出董事之薪酬。為確保非執行董事可以就彼等為本公司付出的時間和職責獲得合理的薪酬，委員會考慮的因素，包括可比較公司所支付的袍金，非執行董事所付出的時間、責任、預計的工作量，以及於本公司其他方面的聘用條件。

本公司為其僱員（包括主席及行政總裁和執行董事）訂出的薪酬結構，包括固定薪酬、現金績效花紅、浮動現金獎勵、長期服務獎勵以及退休計劃，於下文討論。

固定薪酬包括僱員的基本薪金、津貼及福利（例如醫療福利）。每年每個職位的基本薪金和津貼是根據本公司之薪酬政策、本公司和僱員的個人表現，以及市場情況和慣例作出考慮後訂定和檢討。本公司會定期檢討僱員的福利，主要是按照當地標準及慣例而釐定。

REMUNERATION POLICY

The Company understands that a reasonable and comprehensive remuneration package is an important factor in attracting, retaining and motivating high quality personnel. As such, it is the Company's policy to ensure that remuneration is competitive and aligns with the Company's goals, objectives and performance. The Company takes into consideration a number of relevant factors including salaries paid by comparable companies, job responsibilities, duties and scope, employment conditions elsewhere in the Company and its subsidiaries, market practices and financial and non-financial performance in determining its remuneration policy.

As discussed in the previous section, the Compensation Committee reviews and determines the remuneration of the Directors. To ensure that Non-executive Directors are appropriately paid for their time and responsibilities to the Company, the Committee considers factors such as fees paid by comparable companies, time commitment, the responsibilities and likely workload of the Non-executive Directors, and employment conditions elsewhere in the Company.

The Company's remuneration structure for its employees, including the Chairman and Chief Executive and the Executive Director, is composed of fixed compensation, cash performance bonuses, variable cash incentives, long-term incentives, and retirement schemes as discussed below.

Fixed compensation includes an employee's base salary, allowances and benefits (e.g. medical). Base salary and allowances are set and reviewed annually for each position taking into consideration the Company's remuneration policy, the Company's and the individual's performance as well as market conditions and practices. Benefits are reviewed regularly and determined largely on the basis of local standards and practices.

企業管治報告書

CORPORATE GOVERNANCE REPORT

僱員會因其所隸屬的業務單位及其個人的表現而獲得年度現金花紅。發放給主席及行政總裁、執行董事以及高級管理層成員的花紅，由補償委員會每年檢討。於二零零八年，現金績效花紅佔主席及行政總裁和執行董事之總薪酬的百分之五十點七。詳情請參閱財務報表附註9(a)。此外，本公司設有銷售及業務相關獎勵計劃，藉此激勵某些員工如前線銷售人員，以實現本公司訂出的特定銷售或業務目標。

本公司也設有購股權計劃以提供長期獎勵，從而酬謝和留住精銳的管理團隊。年內，本公司在該計劃下，向選定的管理層成員授出約四千一百萬份購股權。計劃詳情以及於二零零八年十二月三十一日執行董事已行使及未行使之購股權的資料，載於本年報「購股權資料」一節中。

根據強制性公積金計劃條例本公司參與一項強積金計劃，該計劃已經在強制性公積金計劃管理局登記。

以下為董事會成員之總薪酬（不包括以股份支付的開支）。

(以港幣百萬元為單位)

袍金
薪酬、津貼及其他福利

浮動的績效薪酬

購股權
退休計劃供款

Employees are also eligible to receive an annual cash bonus based on business unit and individual performance. The bonuses awarded to the Chairman and Chief Executive, the Executive Director and members of senior management are reviewed annually by the Compensation Committee. In 2008, the cash performance bonus component accounted for 50.7 percent of the total remuneration of the Chairman and Chief Executive and the Executive Directors. Please refer to note 9(a) to the financial statements for details. In addition, the Company operates sales and business-related incentive schemes to motivate certain staff such as front-line sales associates to achieve specific sales or business targets of the Company.

The Company also operates a share option scheme to provide long-term incentives to reward and retain a high calibre management team. During the year, the Company granted approximately 41 million share options to selected members of management under the scheme. The details of the scheme, together with information on options exercised and outstanding in respect of the Executive Directors as at December 31, 2008 under the scheme are set out in the section of Share Option Information of this annual report.

Pursuant to the Mandatory Provident Fund Schemes Ordinance, the Company participates in an MPF scheme which has been registered with the Mandatory Provident Fund Schemes Authority.

The total remuneration of the members of the Board (excluding share-based payments) is shown below:

(In HK\$ millions)

		2008	2007
Fees		1	1
Salaries, allowances and other benefits		8	8
Variable remuneration related to performance		9	12
Share Options		1	–
Retirement scheme contributions		–	–
		19	21

非執行董事、執行董事（其中兩位為前任董事）及五位最高薪職員（當中兩位為執行董事）之總薪酬（不包括以股份支付的開支）按酬金組別歸類如下：

The total remuneration (excluding share-based payments) of Non-executive, Executive Directors (two of whom were ex-directors) and the five highest paid employees (two of whom were Executive Directors) fell within the following bands:

薪酬	Remuneration	2008 人數 Number	2007 人數 Number
港幣0元－港幣1,000,000元	HK\$0 – HK\$1,000,000	5	4
港幣1,000,001元－港幣2,000,000元	HK\$1,000,001 – HK\$2,000,000	1	–
港幣2,000,001元－港幣3,000,000元	HK\$2,000,001 – HK\$3,000,000	2	3
港幣3,000,001元－港幣4,000,000元	HK\$3,000,001 – HK\$4,000,000	1	1
港幣5,000,001元－港幣6,000,000元	HK\$5,000,001 – HK\$6,000,000	1	–
港幣12,000,001元－港幣13,000,000元	HK\$12,000,001 – HK\$13,000,000	1	–
港幣13,000,001元－港幣14,500,000元	HK\$13,000,001 – HK\$14,500,000	–	1
		11	9

全體非執行董事之薪酬全數屬於第一薪酬組別，詳情請參閱財務報表附註9(a)。

All Non-executive Directors' emoluments all fell within the first remuneration band. Please refer to note 9(a) to the financial statements for details.

管理委員會

董事會已授權管理委員會負責推行其商業策略及管理本集團之日常商業運作。管理委員會對董事會承擔全部責任，並且由兩位現時服務董事會之執行董事及一位負責本集團中東及印度業務之董事組成。

MANAGEMENT COMMITTEE

The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to a Management Committee. The Management Committee is fully accountable to the Board and comprises the two Executive Directors who currently serve on the Board and a director of the Group's Middle East and India operations.

企業管治報告書

CORPORATE GOVERNANCE REPORT

內部監控

本公司之內部監控制度屬董事會的主要職責之一。因此，本公司已實行政策和制訂程序，確保資產不會於未獲授權下使用或處置，備存正確的會計紀錄，和提高財務報告之可靠性，以及確保遵守適用之法律法規。此等政策和程序旨在針對重大失實報告或損失提供合理（但並非絕對）的保證，以及管理及減低（而並非完全消除）本集團營運系統的失誤風險。本集團之內部監控制度由以下主要部份組成：

- 一個有組織和管治權的架構，並帶有明確的責任和下放的權力；
- 於採納前的營運預算檢討；
- 就評核、檢討及審批重大資本及經常性開支之嚴謹政策及程序；
- 給董事會就營運業績是否與預算相符的定期報告；
- 「密函檢舉」機制，允許本集團員工以匿名形式向內部審計主管舉報高級管理人員（包括主席及行政總裁）的欺詐或嚴重不當行為。內部審計主管會將該等密函轉交本公司之獨立非執行董事作進一步行動；及
- 就處理及發布股價敏感資料採取嚴謹的內部程序和監控措施。

INTERNAL CONTROL

One of the Board's main areas of responsibility is the Company's system of internal controls. To this end, policies and procedures have been put in place to safeguard assets against unauthorized use or disposition; to maintain proper accounting records and enhance the reliability of financial reporting and to ensure compliance with applicable laws and regulations. Such policies and procedures are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage and minimize rather than eliminate the risk of failure in the Group's operational systems. The Group's internal control system includes following major components:

- An organizational and governance structure with defined responsibility and delegated authority;
- Operational budgets review prior to being adopted;
- Stringent policies and procedures for the appraisal, review and approval of major capital and recurrent expenditures;
- Regular reports of operations results against budgets to the Board;
- A "whistle-blowing" mechanism to allow the Group's staff to anonymously report any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive, to the Head of Internal Audit who will refer the report to the Company's Independent Non-executive Directors for further action; and
- Strict internal procedures and controls for the handling and dissemination of price sensitive information.

董事會已授權風險管理委員會負責本集團之內部監控制度及檢討其效能。風險管理委員會共有五位成員，包括執行董事馬先生，聯同集團財務總監、內部審計主管及兩位高級管理層代表。該委員會根據本公司之企業管治守則中有關內部監控的守則條文，檢討所有重要的監控，包括在財務、營運和守法各方面，以及風險管理功能，並每年向董事會滙報兩次。風險管理委員會對董事會承擔全部責任。該委員會就內部監控制度已於二零零八年中報告中向董事會滙報，在所有重要方面，內部監控制度對於零售和製造業務上的風險在持續的基礎上足夠、恰當和有效運作的。

透過與風險管理委員會緊密合作，內部審計部於監管本集團的內部監控事宜上扮演著重要角色。該部門就風險和內部監控事宜提供明確的指引和訊息。內部審計部採取以風險為本的方法，履行審核委員會及管理層已批准的審計計劃，並且定期向審核委員會及管理層直接滙報。審核委員會可隨時直接接觸內部審計主管，而毋須知會主席或管理層。

證券交易的標準守則

本公司於二零零四年八月已採納了一套依照上市規則附錄十規定之《董事進行證券交易的標準守則》，並於二零零九年一月更新該守則。全體董事均確認於本年度內已遵守上述標準守則。

本公司也於二零零五年三月採納了一套《指定員工進行證券交易的標準守則》，並於二零零九年一月更新該標準守則，以監管那些擁有及得悉影響股價敏感資料的僱員之證券交易。上述標準守則涵蓋之範疇如禁止和進行本公司證券之交易、避免利益衝突，以及保持本公司資料之機密等。這些僱員於年內已一直遵守上述守則。

The Board has delegated the authority and responsibility for the Group's internal control system and the reviewing of its effectiveness to a Risk Management Committee. The Risk Management Committee composed of five members including one Executive Director, Mr. Mah, together with the Group Chief Financial Officer, the Head of Internal Audit and two senior management representatives. It reviews all material controls, including financial, operational and compliance controls and risk management functions in accordance with the code provisions on internal control of the Company's Code on Corporate Governance and reports to the Board twice a year. The Risk Management Committee is fully accountable to the Board. The Committee reported to the Board in its 2008 Interim Report on Internal Control Systems that in all material respects the system of internal control over risks associated with the retail and manufacturing operations of the Group was sufficient, appropriate and operated effectively on a continuous basis.

Co-operating closely with the Risk Management Committee, the Internal Audit Department plays a major role in monitoring the internal controls of the Group. It provides specific guidance and communications on risk and internal control matters. Adopting a risk-based approach, the Internal Audit Department implements the audit plan approved by the Audit Committee and Management. Regular reports are made directly to the Audit Committee and Management. The Audit Committee has free and direct access to the Head of Internal Audit without reference to the Chairman or Management.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company adopted in August 2004 and updated in January 2009 a Code of Conduct for Securities Transactions by Directors on terms required by Appendix 10 of the Listing Rules. All directors confirmed that they complied with the aforesaid code throughout the year.

The Company also adopted in March 2005 and updated in January 2009 a Code of Conduct for Securities Transactions by Specified Employees to govern securities transactions of those employees who may possess or have access to price sensitive information. The said code covers areas such as prohibitions and conduct in the dealing of Company's securities, avoidance of conflict of interests and confidentiality of Company's information, etc. These employees have complied with the aforesaid code throughout the year.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事及核數師就財務報表所承擔之責任

董事負責監督每個財政期間財務報表的編製，以確保該報表能夠真實和公平地反映該期間本集團之財政狀況、營運業績與現金流量。本公司財務報表是根據所有有關之法定要求及適用的會計準則而編製。董事有責任確保揀選及貫徹地應用合適之會計政策，並當作出判斷和評估時，該等判斷和評估是審慎和合理的。

本公司的主要核數師羅兵咸永道會計師事務所就本集團財務報表作出之申報責任聲明載於第五十八頁至五十九頁之獨立核數師報告書內。

核數師之酬金

本集團之主要核數師羅兵咸永道會計師事務所和其關連機構就其非審核及法定審核服務收取之費用如下：

(以港幣百萬元為單位)

非審核服務
法定審核

總數

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period to ensure that they give a true and fair view of the state of affairs of the Group, its operational results and cash flow for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that where judgment has been applied and estimates made, they are prudent and reasonable.

The statement by the principal auditor of the Company, PricewaterhouseCoopers, regarding their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 58 to 59.

AUDITOR'S REMUNERATION

The remuneration charged by the Group's principal auditor PricewaterhouseCoopers and its affiliated firms for non-audit and statutory audit services is set out below:

(In HK\$ millions)

Non-audit services
Statutory audit

Total

2008

2007

1

1

4

3

5

4

與投資者及股東之關係

本公司堅信，清晰和有效地傳達本集團之業務策略和發展，有助提升股東價值。因此，本集團之高級管理層透過公司專訪、信息交流會以及參與大型投資者研討會，與投資界保持定期和公開的對話。總括而言，高級管理層於二零零八年與機構投資者及研究分析員舉行了超過一百二十次會議。

INVESTOR AND SHAREHOLDER RELATIONS

The Company firmly believes that clear and effective communication of the Group's business strategies and developments helps to enhance shareholder value. As such, the Group's senior management maintains a constant and open dialogue with the investment community through company visits, information sessions and participation in major investor conferences. In all, senior management held over 120 meetings with institutional investors and research analysts in 2008.

本公司的股東為機構和散戶投資者，成員廣泛和多元化。為確保全體股東均可公平及適時地取得重要的公司資訊，本公司廣泛使用公司網站來發布最新消息，例如業績公布和新聞稿。為了讓股東掌握本公司表現之餘又不會過份看重短期成績，本公司決定不依照企業管治常規守則之建議最佳常規刊發季度財務業績。本公司於公司網站刊登其首三個月及九個月期間之最新業務資料。公司網站上也載有年報、中期報告以及其他向交易所提交的資料。

董事會歡迎股東對影響本集團的事項提出意見，並鼓勵他們出席股東大會，藉以直接向董事會或管理層反映他們關注的事項。本公司之股東週年大會（「股東週年大會」）是尤其重要的平台。為了鼓勵及方便股東出席股東週年大會，本公司於大會舉行日期前發出最少二十個工作日的通知，連同詳盡的會議議程。為確保清楚達意，各項獨立議題是以獨立的決議案提出。股東要求按點算股數方式進行表決的權利以及於股東大會上按點算股數方式進行表決之程序，有關詳情在細則中有訂明，並且會收錄於與召開股東大會有關之各份通函。大會主席也會於股東大會開始時講解按點算股數方式進行表決之程序。

根據細則，持有本公司不少於十分之一的實繳股本，並且在股東大會上擁有投票權的任何股東，有權以書面請求形式要求董事會就該書面請求中指明的任何業務交易召開特別股東大會。

The Company has a wide and diverse shareholder base of institutional and retail investors. To ensure all shareholders have equal and timely access to important company information, the Company makes extensive use of its corporate website to deliver up-to-date information such as results announcements and press releases. In the interest of striking a balance between keeping shareholders abreast of the Company's performance on one hand and avoiding an unhealthy focus on short term results on the other, the Company decided against following the CG Code Recommended Best Practice of publishing quarterly financial results. Instead, the Company publishes operations updates for the first three and nine month periods on its corporate website. Annual and interim reports, together with other stock exchange filings, are also accessible on the corporate website.

The Board welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders' meetings to communicate any concerns they may have with the Board or Management directly. The Company's Annual General Meeting ("AGM") is an especially important forum. In order to encourage and facilitate shareholder attendance at its AGM, the Company gives at least 20 clear business days' prior notice together with a detailed agenda. To ensure clear communication, each substantially separate issue is proposed under a separate resolution. Details of the right of shareholders to demand a poll and procedures of poll voting at general meeting are stipulated in the Bye-Laws and included in each circular related to the convening of a general meeting. The chairman of the meeting will also explain the poll voting procedures at the commencement of the general meeting.

In accordance with the Bye-Laws, any shareholder holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meeting shall have the right, by written requisition, to require a special general meeting to be called by the Board for transaction of any business specified in such requisition.

企業管治報告書

CORPORATE GOVERNANCE REPORT

投資者與股東如有意在股東大會上提出建議，又或向董事會提出查詢，可聯絡本公司之投資者關係部門，其聯絡詳情載於本年報第一百六十頁。

Investors and shareholders who wish to put forward proposals at shareholder's meetings or to make enquiries of the Board may do so by contacting our Investor Relations Department whose contact details are listed on page 160 of this annual report.

本公司於二零零八年五月十四日舉行二零零八年股東週年大會及於二零零八年八月十三日舉行股東特別大會（「股東特別大會」）。兩個會議都是假座香港九龍長沙灣道七七七至七七九號天安工業大廈三樓B座舉行。出席兩個會議的個別董事會成員如下：

The Company held its 2008 AGM on May 14, 2008 and a Special General Meeting ("SGM") on August 13, 2008. Both meetings were held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong. Attendance of individual Board members at the general meetings is set out below:

於二零零八年舉行之 股東會議	Shareholders' Meetings in 2008	股東週年大會 出席次數/ 舉行次數 AGM attended/held	股東特別大會 出席次數/ 舉行次數 SGM attended/held
獨立非執行 董事	Independent Non-executive Directors		
歐文柱先生 (於二零零八年五月十四日退任)	Mr. AU Man Chu, Milton (retired on May 14, 2008)	0/1	0/0
畢滌凡先生	Mr. Barry John BUTTIFANT	0/1	0/1
鄺其志先生，GBS，JP	Mr. KWONG Ki Chi, GBS, JP	0/1	1/1
李鵬飛博士，JP	Dr. LEE Peng Fei, Allen, JP	1/1	1/1
非執行董事	Non-executive Director		
梁覺教授 (於二零零八年七月一日獲委任)	Professor LEUNG Kwok (appointed on July 1, 2008)	0/0	0/1
執行董事	Executive Directors		
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	1/1	1/1
馮永昌先生 (於二零零八年七月十五日辭任)	Mr. FUNG Wing Cheong, Charles (resigned on July 15, 2008)	0/1	0/0
馬灼安先生	Mr. MAH Chuck On, Bernard	1/1	1/1

主席宣布二零零八年股東週年大會正式開始後，講解了投票表決之程序以及所收到之代表委任文件之數目。會上處理之事務如下：

- 採納經審核財務報表及董事會與獨立核數師的報告書；
- 決議有關末期股息及特別末期股息；
- 告退及重選退任董事，以及重新委聘核數師；
- 重續一般授權以發行股份及購回股份；及
- 擴大發行股份之一般授權。

本公司建議於二零零九年六月三日舉行二零零九年股東週年大會。載於股東週年大會通告上的每項議案將會根據上市規則以投票方式表決。

本公司之細則於年內並無變動。若需修訂細則，根據規管本公司之相關法律，本公司將於本公司股東大會上提呈修訂案，並由股東批准。

社會責任

本公司一向致力成為負責任的企業公民，期望在營運中為社區帶來正面的影響。事實上，本公司於二零零五年一月正式採納其企業社會責任政策聲明之前，本公司早已在利益相關人士關係、社區參與、以及環境保護各方面遵守「為善者諸事順」的行事原則。

The Chairman opened formal business at the 2008 AGM by advising on the voting procedures and the level of proxies received. The following items of business were considered at the meeting:

- Adoption of the audited financial statements and the reports from the directors and the independent auditor;
- Resolutions on final and special final dividends;
- Retirement and re-election of retiring directors and re-appointment of auditor;
- Renewal of general mandates to issue shares and to repurchase shares; and
- Extension of general mandate to issue shares.

The 2009 AGM is proposed to be held on June 3, 2009. Each of the resolutions as set out in the notice of the AGM will be voted on by poll pursuant to the Listing Rules.

There was no change in the Company's Bye-Laws during the year. If any amendment to the Bye-Laws is necessary, according to the relevant law governing the Company, the Company will propose the amendment for shareholders' approval at a general meeting of the Company.

SOCIAL RESPONSIBILITY

The Company has long been committed to being a responsible corporate citizen, with a view to creating a positive impact in the communities where we do business. Indeed, well before the Company formally adopted its Corporate Social Responsibility policy statement in January 2005, it has followed the principle of "doing well by doing good" in the areas of the stakeholder relations, community involvement and the environment protection.

企業管治報告書

CORPORATE GOVERNANCE REPORT

僱員關係

佐丹奴相信其持續成功，全賴機構內每一位僱員的貢獻。因此，本公司致力以公平和尊重的態度對待我們的僱員。我們相信，通力合作、上下一心和互相信賴是集團根基所在。我們評選應徵者時考慮其能力和長處，並按照僱員的個人表現決定酬報和擢升。

佐丹奴也認定持續的專業及個人發展至為重要。因此，本集團大力投資於完善的僱員培訓及發展計劃，不單着重基本銷售及服務培訓，更涵蓋其他課題，例如管理培訓、領導能力講座及其他為僱員的個人及專業全面發展需要而設的項目。

本集團也提倡在工作與生活之間取得更佳平衡。例如，我們的香港業務於二零零六年採納五天工作週。各個興趣小組也積極籌辦不同的體育或文娛活動，讓僱員可以最低費用甚至免費參與。

最後，我們會每年進行僱員滿意度調查，該等調查可讓我們取得有用的回應，以作為制訂公司政策時的參考。

Relationship with employees

Giordano believes that its continued success depends on the contribution of each and every individual in the organization. As such, the Company is committed to treating our employees with fairness and respect. We believe in co-operation, teamwork, and trust. We hire on the basis of ability and merit, and reward and promote on the basis of performance.

Giordano also recognizes the critical importance of continued professional and personal development. As such, the Group invests heavily in a comprehensive staff training and development program that focuses not only on basic sales and service training, but also includes topics such as management training, leadership seminars and other programs designed to address our people's personal and professional development needs.

The Group also works to foster a better work-life balance. For example, our Hong Kong operations adopted a 5-day work week in 2006. Various interest groups are also active in organizing different sports events or leisure activities which employees can participate at minimal or no cost.

Finally, we conduct employee satisfaction surveys annually and such surveys allow us to obtain useful feedback for reference in setting company policies.

供應鏈管理是佐丹奴的成功關鍵，我們與供應商緊密合作，確保供應商符合我們的質量、表現還有勞務準則。因此，我們期望供應商及銷售商遵守我們的核心道德採購規定，詳情如下：

- 供應商聘用的工人必須符合當地法定的合法工作年齡。
- 供應商在其生產設施的任何部份或任何方面均不得使用被強迫或被監禁的勞工。
- 工人不受到身體虐待或身體虐待的威脅。
- 供應商不得抵觸當地環保法律和法規。
- 供應商為員工提供安全健康的工作環境。

若本公司或本公司委聘的第三方審核人員進行供應商審核期間發現任何問題，供應商必須致力糾正。

本集團的品質保證隊伍會不時進行突擊調查，確保廠方符合本集團各方面的標準。

Supply chain management is critical for Giordano's success and we work closely with suppliers to ensure that they comply with our quality, performance and not least labor standards. As such, we expect our suppliers and vendors to comply with our Core Ethical Sourcing Requirements as listed below:

- The supplier only employs workers that are above the local legal minimum age.
- The supplier does not use forced or prison labour in any part or aspects of its facilities.
- The workers are not subjected to physical abuse, or the threat of physical abuse.
- The supplier does not contravene local environmental laws and regulations.
- The supplier provides a safe and healthy work environment for its workers.

The supplier is committed to rectifying any areas of concern identified during supplier audits by the Company or its appointed third party auditors.

The Group's Quality Assurance team would conduct surprise inspections from time to time to ensure that factories comply with the Group's various standards.

企業管治報告書

CORPORATE GOVERNANCE REPORT

社區參與

本集團也大力支持各慈善機構及慈善活動。秉承我們「沒有陌生人的世界」的信念，佐丹奴聯同其中國內地、香港及澳門的員工以及佐丹奴於世界各地之附屬公司及聯屬公司捐助現金及衣物，為中國四川五一二大地震災民提供緊急援助。此外，強烈熱帶氣旋納爾吉斯於五月二日吹襲南緬，本集團也捐出物資，協助當地的災民。

當然，除救急扶危之外，我們更為不同的慈善機構提供長期穩定的支持，並特別關注與教育、兒童及弱勢社群有關的項目。本集團的其中一個項目是在希望工程協助下營辦的佐丹奴希望小學。希望工程是中國青少年發展基金會的一項社會公益事業。此項目自二零零零年開始運作，旨在為中國內地貧困農村的兒童提供小學教育，而於二零零八年五月，本集團在廣西省西林縣開辦第十九所佐丹奴希望小學。

環境保護

本公司也致力減低其營運對環境造成的影響。於二零零七年年底，本公司著手研究旗下店舖全數改用節能照明設備的可行性。鑑於在香港試行五個月期間成績理想，本集團宣布旗下全球各地門市將於二零一一年七月前全面轉用節能照明設備。截至二零零八年年底，全球共有三十八間門市（包括香港的二十一間）已轉用節能照明設備。單是香港二十一間門市計算，全年節省的能源估計達458,559千瓦，即年內減少二氧化碳排放量約三百一十八噸。

Community Involvement

The Group also actively supports various charitable organizations and causes. Acting on our belief in a “World Without Strangers”, Giordano, together with its staff in Mainland China, Hong Kong and Macau as well as Giordano subsidiaries and affiliates worldwide, made both cash and clothing donations for emergency relief for victims of the May 12 earthquake in Sichuan, China. The Group also donated supplies to aid to the victims of severe tropical cyclone Nargis which hit southern Myanmar on May 2.

However, we do not confine ourselves to assisting only in emergencies, but also provide stable and long term support to various charitable organizations, especially those associated with education, children and the underprivileged. One such program is the Giordano Hope Primary School project operating under the umbrella of Project Hope, a public service project organized by the China Youth Development Foundation (CYDF). Launched in 2000, the program aims to provide children in poverty-stricken rural areas of Mainland China with access to primary school education, and in May 2008, the 19th Giordano Hope Primary Schools was opened in Xi Lin county of Guangxi Province.

Environment Protection

The Company is also committed to minimizing the environmental impact of its operations. At the end of 2007, the Company began studying the feasibility of converting its shops to use only energy saving lighting. In light of the promising results from our five-month trial in Hong Kong, the Group announced that it will convert all its stores worldwide to using energy saving lights by July 2011. By the end of 2008, a total of 38 stores worldwide (including 21 in Hong Kong) have been converted to using energy saving lighting. The annual energy savings from the 21 stores in Hong Kong alone have been estimated at 458,559 kW, resulting in the reduction of approximately 318 tons in CO₂ emission a year.

本集團推出的其他環境保育計劃，包括採用環保購物袋及包裝，進行辦公室紙張回收，利用電話會議和視像會議減少非必要商務行程等等。節能和環保均為本集團的長遠承擔，我們將繼續尋求各種新途徑，以減少廢物，節約能源和其他天然資源。

不斷提升企業管治水平

為表揚佐丹奴在企業管治方面的卓越成就，本公司獲香港上市公司商會及香港浸會大學公司管治與金融政策研究中心合頒「其他主板及創業板公司組別」二零零八年度香港公司管治卓越獎。本公司也獲香港社會服務聯會嘉許為二零零八至二零零九年度商界展關懷公司，以表彰本公司努力推動企業社會責任。雖然二零零九年對我們而言充滿挑戰，佐丹奴會繼續致力在企業管治及企業社會責任方面爭取更佳表現。

Other conservation programs that the Group has introduced including the adoption of eco-friendly shopping bags and packaging, office paper recycling, and teleconferencing and video-conferencing to reduce non-essential business travel, among others. Energy conservation and environmental protection are long term commitments for the Group and we will continue to look for new ways to reduce wastage and conserve energy and other natural resources.

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

In recognition of Giordano's achievements in corporate governance excellence, the Company was presented with the 2008 Hong Kong Corporate Governance Excellence Award in the category "Other Main Board and GEM Board Companies" by the Chamber of Hong Kong Listed Companies and the Centre for Corporate Governance and Financial Policy of the Hong Kong Baptist University. The Company was also awarded Caring Company 08/09 by The Hong Kong Council of Social Service in recognition of its efforts to promote corporate social responsibility. Although 2009 will be a challenging year for us, Giordano remains committed to enhancing its performance in corporate governance and corporate social responsibility.

董事會報告書

DIRECTORS' REPORT

董事會欣然提呈本公司及本集團截至二零零八年十二月三十一日止年度之董事會報告書及經審核財務報表。

主要業務

本公司為一投資控股公司。本集團之主要業務為經營零售及分銷Giordano、Giordano Concepts、Giordano Ladies、Giordano Junior及BSX等品牌之基本及時尚男女服裝、童裝及配襯用品。該等品牌儘管以不同市場部分為銷售目標，皆致力為消費者提供優良品質、物有所值的服裝及服務。本集團亦經營成衣貿易及製造，供應本集團零售業務的需求，並向本集團以外之人士供應製成品。

分部資料

本集團截至二零零八年十二月三十一日止年度按照主要業務及地區之表現分析載於財務報表附註5。

業績

本集團截至二零零八年十二月三十一日止年度之業績及本公司與本集團於該日之財政狀況俱載於第六十頁至一百四十三頁之財務報表內。

股息

中期股息每股港幣四點五仙及特別中期股息每股港幣二仙已於二零零八年九月二十三日派發。

董事會向股東建議派發截至二零零八年十二月三十一日止年度末期股息每股港幣三仙予二零零九年六月三日名列本公司股東名冊上之股東。

儲備

本年度內，儲備之變動情況載於第六十六頁至六十八頁之權益變動表。

可供分派儲備

於二零零八年十二月三十一日，本公司之可供分派滾存溢利及繳入盈餘為港幣六億六千五百萬元（二零零七年：港幣八億三千八百萬元）。

The directors have pleasure in submitting their report together with the audited financial statements of the Company and of the Group for the year ended December 31, 2008.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal business of the Group is the retail and distribution of men's, women's and children's basic and fashion apparel and accessories under the Giordano, Giordano Concepts, Giordano Ladies, Giordano Junior and BSX brands. Although targeted at different market segments, the brands all strive to deliver excellent quality, value and service to consumers. The Group also engages in garment trading and manufacturing, supporting the Group's retail business and supplying products to third parties.

SEGMENT INFORMATION

An analysis of the Group's performance by principal activity and geography for the year ended December 31, 2008 is set out in note 5 to the financial statements.

RESULTS

The results of the Group for the year ended December 31, 2008 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 60 to 143.

DIVIDENDS

An interim dividend of 4.5 HK cents per share and a special interim dividend of 2.0 HK cents per share were paid on September 23, 2008.

The directors recommend to shareholders the payment of a final dividend of 3.0 HK cents per share for the year ended December 31, 2008 to those shareholders whose names appear on the register of members of the Company on June 3, 2009.

RESERVES

Movements in reserves during the year are set out in the Statements of Changes in Equity on pages 66 to 68.

DISTRIBUTABLE RESERVES

As at December 31, 2008, the retained profits of the Company together with the contributed surplus available for distribution amounted to HK\$665 million (2007: HK\$838 million).

慈善捐款

本集團於本年度內之慈善捐款為港幣一百一十萬元（二零零七年：港幣二百一十萬元）。

固定資產

本年度內，本集團共添置約港幣一億零九百萬元（二零零七年：港幣一億四千二百萬元）之固定資產。本年度固定資產變動情況載於財務報表附註14、15及21。

主要附屬公司

本公司於二零零八年十二月三十一日之主要附屬公司之詳情載於財務報表附註36。

銀行貸款

於二零零八年十二月三十一日，本集團須即付或於一年內償還之銀行貸款約為港幣七千八百萬元（二零零七年：港幣九千六百萬元）。

主要供應商及客戶

本集團首五大供應商及客戶所佔的購買及銷售總額均低於百分之三十。

十年財務資料

本集團過去十個財政年度之業績、資產及負債摘要載於第二頁及三頁。

股本

本公司之股本於本年度內之變動詳情載於財務報表附註24。

購股權資料

本公司購股權計劃之摘要及本公司購股權於本年度內變動詳情載於第一百四十四頁至一百四十九頁。

股份優先購買權

本公司之細則中並無股份優先購買權之規定，惟百慕達法例則無限制該等權利。

CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to HK\$1.1 million (2007: HK\$2.1 million).

FIXED ASSETS

During the year, the Group acquired fixed assets of approximately HK\$109 million (2007: HK\$142 million). Movements in fixed assets during the year are set out in notes 14, 15 and 21 to the financial statements.

PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at December 31, 2008 are set out in note 36 to the financial statements.

BANK LOANS

As at December 31, 2008, the Group's bank loans of approximately HK\$78 million (2007: HK\$96 million) were repayable on demand or within one year.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate percentages of purchases and sales attributable to the Group's five largest suppliers and customers respectively are less than 30.0 percent.

TEN-YEAR FINANCIAL INFORMATION

A summary of the results, assets and liabilities of the Group for the last ten fiscal years is set out on pages 2 and 3.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are shown in note 24 to the financial statements.

SHARE OPTION INFORMATION

A summary of the Company's share option scheme and details of the movement in share options of the Company during the year are set out on pages 144 to 149.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws although there are no restrictions against having such rights under the laws of Bermuda.

董事會報告書 DIRECTORS' REPORT

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於本年度內並無購買、出售或贖回本公司之任何上市證券。

董事會

於本年度內及截至本報告書之日期止，本公司之董事為：

劉國權博士

馬灼安先生

畢滌凡先生*

鄺其志先生，GBS，JP*

李鵬飛博士，JP*

梁覺教授#（於二零零八年七月一日獲委任）

歐文柱先生*（於二零零八年五月十四日退任）

馮永昌先生（於二零零八年七月十五日辭任）

* 獨立非執行董事

非執行董事

根據本公司細則第九十八條，馬灼安先生及李鵬飛博士於即將舉行之股東週年大會上輪值告退，惟彼等均合資格膺選連任。

於本報告日，本公司董事之個人資料詳載於本年報第二十二頁至二十六頁。有關將退任並獲推薦重選之董事的進一步資料詳載於本年報第一百五十八頁至一百五十九頁。

董事服務合約

擬於即將召開之股東週年大會上膺選連任之董事，概無與本公司或其附屬公司訂立本集團不可於一年內毋須賠償（法定補償除外）而終止之服務合約。

董事享有權益之合約

本公司或其任何附屬公司概無參與訂立於年內或年終任何時間使本公司任何董事擁有不論直接或間接之重大權益之合約。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

DIRECTORS

The directors of the Company during the year and up to the date of this report are:

Dr. LAU Kwok Kuen, Peter

Mr. MAH Chuck On, Bernard

Mr. Barry John BUTTIFANT*

Mr. KWONG Ki Chi, GBS, JP*

Dr. LEE Peng Fei, Allen, JP*

Professor LEUNG Kwok# (appointed on July 1, 2008)

Mr. AU Man Chu, Milton* (retired on May 14, 2008)

Mr. FUNG Wing Cheong, Charles (resigned on July 15, 2008)

* Independent non-executive directors

Non-executive director

In accordance with Bye-Law 98 of the Company's Bye-Laws, Mr. MAH Chuck On, Bernard and Dr. LEE Peng Fei, Allen will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Biographical details of the directors of the Company as at the date of this report are set out on pages 22 to 26 of this annual report. Further information of the retiring directors proposed to be re-elected are set out on pages 158 to 159 of this annual report.

DIRECTORS' SERVICE CONTRACT

The directors being proposed for re-election at the forthcoming annual general meeting do not have any service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors had a material interest, whether directly or indirectly, in any contract of significance subsisted during or at the end of the year to which the Company or any of its subsidiaries was a party.

董事之證券權益

於二零零八年十二月三十一日，本公司董事及行政總裁在本公司或其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據該條例第三百五十二條須予備存的登記冊所載或根據香港聯合交易所有限公司（「聯交所」）之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司和聯交所之任何權益及淡倉如下：

DIRECTORS' INTERESTS IN SECURITIES

As at December 31, 2008, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under section 352 of the SFO; or as 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 Issuers (the "Model Code"), were as follows:

董事姓名 Name of director	權益性質 Nature of interest	非上市之 相關股份 實益權益 (附註)		
		股份實益權益 (附註) Beneficial interest in shares (Note)	Beneficial in unlisted underlying shares (Note)	總權益 百分率概約 Approximate aggregate percentage of interests
劉國權 LAU Kwok Kuen, Peter	個人 Personal	24,118,000	1,800,000	1.74%
馬灼安 MAH Chuck On, Bernard	個人 Personal	1,619,086	6,200,000	0.52%

附註：擁有之股份及股本衍生工具之相關股份權益均為好倉。非上市之股本衍生工具之相關股份乃按本公司採納之購股權計劃而授予董事之購股權，有關資料載列於第一百四十七頁。

Note: Interests in the shares and underlying shares of equity derivatives were long position. Underlying unlisted shares are share options granted to the directors pursuant to the share option scheme of the Company and details of which are set out on page 147.

除上述披露外，於二零零八年十二月三十一日，本公司董事及行政總裁概無在本公司及其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有或被視作擁有根據該條例第三百五十二條須予備存的登記冊所載或根據「標準守則」須知會本公司和聯交所之任何權益或淡倉。此外，除上述披露外，本公司或其任何附屬公司於截至二零零八年十二月三十一日止整年內概無訂立任何安排，令本公司董事或彼等之配偶或未滿十八歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

Save as disclosed above, as at December 31, 2008, none of the directors and chief executive of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as notified to the Company and the Stock Exchange pursuant to the Model Code. Furthermore, save as disclosed above, at no time during the year ended December 31, 2008 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事會報告書

DIRECTORS' REPORT

主要股東

於二零零八年十二月三十一日，根據證券及期貨條例第三百三十六條記錄於本公司存置之登記冊，下列人士（除本公司董事及行政總裁外）擁有本公司之股份或相關股份之權益或淡倉百分之五或以上：

SUBSTANTIAL SHAREHOLDERS

As at December 31, 2008, the following persons, other than directors and chief executive of the Company, having interests or short positions of five percent or more in the Company's shares or underlying shares were recorded in the register kept by the Company pursuant to section 336 of the SFO:

名稱 Name	附註 Note	好倉股份及 相關股份總數 Aggregate long position in shares and underlying shares of interests	總權益 百分率概約 Approximate aggregate percentage of interests
Aberdeen Asset Management Plc and its associates	1	219,420,018	14.71%
Franklin Templeton Investments Corp.	2	101,933,440	6.83%
Sanderson Asset Management Limited	3	88,530,000	5.94%

附註：

Notes:

1. Aberdeen Asset Management Plc 及其聯繫人以投資經理身份持有二億一千九百四十二萬零十八股股份。

1. Aberdeen Asset Management Plc and its associates held 219,420,018 shares in the capacity of Investment Manager.

由Aberdeen Asset Management Plc及其多間全資附屬公司代表其所管理的賬戶持有下列股份：

Aberdeen Asset Management Plc and its various wholly owned subsidiaries held the following shares on behalf of the accounts they managed:

附屬公司名稱 Name of subsidiary

好倉股份總數 Aggregate long position in shares

Aberdeen Asset Management Asia Limited	219,420,018
Aberdeen Asset Management Inc	1,764,000
Aberdeen Asset Management Limited	1,460,000
Aberdeen Asset Managers Limited	48,779,816
Aberdeen Fund Management Limited	27,724,808
Aberdeen International Fund Managers Limited	113,398,000
Aberdeen Unit Trust Managers Limited	39,107,816
Edinburgh Fund Management Limited	14,000,000

2. 由Franklin Resources, Inc. 之間接全資附屬公司Franklin Templeton Investments Corp. 以投資經理身份持有一億零一百九十三萬三千四百四十股股份被視作彼擁有之權益。

2. Franklin Resources, Inc. had a deemed interest in respect of 101,933,440 shares held by its indirect wholly-owned subsidiary, Franklin Templeton Investments Corp., in the capacity of Investment Manager.

3. Sanderson Asset Management Limited 以投資經理身份持有八千八百五十三萬股股份。

3. Sanderson Asset Management Limited held 88,530,000 shares in the capacity of Investment Manager.

管理合約

本年度內，本公司並無訂立或進行任何與本公司全部或重要業務有關之管理及行政合約。

持續關連交易

本集團兩間附屬公司於二零零六年三月二十九日根據聯交所證券上市規則（「上市規則」）第14A.35(1)條對持續關連交易之規定分別與Placita Holdings Limited（「Placita」）訂立就本集團向Placita及其附屬公司採購Giordano品牌貨品（「該等採購」）之舊生產許可合同（「舊生產許可合同」）設有三年期限。該舊生產許可合同項目下之該等採購構成本公司之持續關連交易，並於二零零六年五月九日舉行之股東特別大會（「二零零六年股東特別大會」）上，本公司之獨立股東已經批准了該等採購及其採購之截至二零零六年，二零零七年及二零零八年十二月三十一日止財政年度之最高合共金額上限，分別為港幣四億元、港幣四億四千萬元及港幣四億八千四百萬元（「舊金額上限」）。

本公司可不時修改標準生產許可合同，恰當地保障佐丹奴集團之利益，並已於二零零八年六月更新。於此更新後，本集團旗下一間附屬公司與Placita於二零零八年六月二十七日訂立兩份新生產許可合同（「新生產許可合同」），新生產許可合同之條款與舊生產許可合同大致相同，並於二零零八年八月二十五日起生效。根據二零零八年六月二十七日之買賣協議，本公司於該生效日期當日正式完成出售Placita全部已發行股本百分之二十一予Gloss Mind Holdings Limited（「Gloss Mind」）及重新定類本公司所持有Placita餘下百分之三十為無投票權之優先股（「交易完成」）。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

CONTINUING CONNECTED TRANSACTIONS

Two subsidiaries of the Group each entered into a previous manufacturing license agreement (the “Previous Manufacturing License Agreements”) on March 29, 2006 with Placita Holdings Limited (“Placita”) in respect of the purchases of *Giordano* branded merchandise by the Group from Placita and its subsidiaries (the “Purchases”) with a finite term of three years as required under Rule 14A.35(1) in the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange for continuing connected transactions. The Purchases governed by the Previous Manufacturing License Agreements constitute continuing connected transactions of the Company and the maximum aggregate value of all the Purchases for the three years ending December 31, 2008 were approved at a special general meeting held on May 9, 2006 (the “2006 SGM”) by the independent shareholders with annual cap amounts of HK\$400 million, HK\$440 million and HK\$484 million (“Previous Cap Amount(s)”) for the financial years ended December 31, 2006, 2007 and 2008 respectively.

The standard manufacturing license agreement is subject to revision from time to time by the Company to properly safeguard the Giordano Group’s interest and was updated in June 2008. Following such update, a subsidiary of the Group entered into two new manufacturing license agreements (the “New Manufacturing License Agreements”) with Placita on June 27, 2008, the terms of which are essentially identical to the Previous Manufacturing License Agreements and took effect from August 25, 2008 upon completion of the disposal of 21.0 percent of the entire issued share capital of Placita by the Company to Gloss Mind Holdings Limited (“Gloss Mind”) and the redesignation of the remaining 30.0 percent held by the Company into non-voting preference shares in Placita pursuant to the Sale and Purchase Agreement dated June 27, 2008 (“Completion”).

董事會報告書

DIRECTORS' REPORT

持續關連交易 (續)

交易完成後，Placita 之所有附帶投票權之資本由 Gloss Mind 擁有，而因 Gloss Mind 由 Placita 董事張國良先生全資擁有，根據上市規則，於交易完成後十二個月之期間內，Placita 亦被視為本公司之關連人士。因此，於交易完成後十二個月期間內，新生產許可合同項下進行之該等採購構成本公司之持續關連交易（「該等交易」）。

於二零零八年八月十三日舉行之股東特別大會（「二零零八年股東特別大會」）上，本公司之獨立股東已經批准了該等交易完成後十二個月期間內之採購新金額上限為港幣四億五千萬元，該金額於二零零八年及二零零九年之分配如下：

期間 Period	新金額上限 New Cap Amounts
	(港元) (HK\$)
自交易完成之日直至 二零零八年十二月三十一日 From the day after Completion to December 31, 2008	一億五千萬元 150 million
自二零零九年一月一日直至 交易完成後第一週年 From January 1, 2009 to the first anniversary of Completion	三億元 300 million

截至二零零八年十二月三十一日止財政年度該等採購總值約達港幣一億五千九百萬元。

本公司之核數師就該等交易進行了若干議定程序，並已向董事會匯報在本年度內：(i)該等交易已獲本公司董事會批准；(ii)已按規管該等交易之有關協議或其他訂貨合約之條款進行；及(iii)沒有超逾於截至二零零八年十二月三十一日止財政年度之金額上限港幣四億八千四百萬元及由交易完成後至二零零八年十二月三十一日之金額上限港幣一億五千萬元。

CONTINUING CONNECTED TRANSACTIONS (continued)

Following Completion, the entire voting capital of Placita is owned by Gloss Mind, which in turn is wholly owned by Mr. CHEUNG Kwok Leung, a director of Placita and Placita is therefore considered a connected person of the Company under the Listing Rules for a period of 12 months following Completion. Accordingly, the Purchases contemplated under the New Manufacturing License Agreements during the 12-month period following Completion constitute continuing connected transactions (the "Transactions") of the Company.

At a special general meeting held on August 13, 2008 (the "2008 SGM"), shareholders of the Company independent of the Transactions approved the Transactions with the new cap amount of HK\$450 million covering the 12-month period following Completion, which is allocated between the year of 2008 and 2009 as follows:

The Purchases during the financial year ended December 31, 2008 totalled approximately HK\$159 million.

The auditor of the Company has performed certain agreed-upon procedures on the Transactions and reported to the Board that during the year (i) the Transactions have received approval from the Board; (ii) the Transactions have been entered into in accordance with the terms of the relevant agreements or other order contracts governing the Transactions; and (iii) the cap amount of HK\$484 million for the financial year ended December 31, 2008 and the cap amount of HK\$150 million for the period from the day after Completion to December 31, 2008 have not been exceeded.

持續關連交易 (續)

本公司之獨立非執行董事已審閱本年度之該等交易，並確認該等交易已(i)在本集團之一般及日常業務運作中進行；(ii)按正常商業條款進行，或不遜於獨立第三者之條款進行；及(iii)根據有關的協議之條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。獨立非執行董事並確認該等交易之總金額沒有超逾本公司日期為二零零八年七月二十一日之通函內所載及於二零零八年股東特別大會上獲獨立股東批准之截至二零零八年十二月三十一日止財政年度之港幣四億八千四百萬元之金額上限以及由交易完成後至二零零八年十二月三十一日期間之港幣一億五千萬元之金額上限。

公眾持股量

於本報告日，根據本公司可以得悉之公開資料及本公司董事亦知悉之情況下，本公司已按上市規則之要求，維持足夠公眾持股量。

核數師

羅兵咸永道會計師事務所將退任，惟願膺選連任，而重聘彼等之有關決議案於即將舉行之股東週年大會上提呈。

承董事會命
劉國權
主席

香港，二零零九年三月二十六日

CONTINUING CONNECTED TRANSACTIONS (continued)

The independent non-executive directors of the Company have reviewed the Transactions during the year and confirmed that they have been (i) entered into in the ordinary and usual course of business of the Group; (ii) conducted either on normal commercial terms or terms no less favorable to the Group than terms available to independent third parties; and (iii) entered into in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. The independent non-executive directors have also confirmed that the Transactions have not exceeded the maximum amounts of HK\$484 million capped for the financial year ended December 31, 2008 and HK\$150 million capped for the period from the day after Completion to December 31, 2008 in accordance with the circular of the Company dated July 21, 2008 and approved by the independent shareholders at the 2008 SGM.

PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float required under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the directors.

AUDITOR

PricewaterhouseCoopers shall retire and being eligible, offer itself for re-appointment, and a resolution to this effect will be proposed at the forthcoming annual general meeting.

On behalf of the Board
LAU Kwok Kuen, Peter
Chairman

Hong Kong, March 26, 2009

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



羅兵咸永道會計師事務所

致佐丹奴國際有限公司股東
(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第六十頁至一百四十三頁佐丹奴國際有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零零八年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達一九八一年《公司法》第九十條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

TO THE SHAREHOLDERS OF
GIORDANO INTERNATIONAL LIMITED
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Giordano International Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 60 to 143, which comprise the consolidated and company balance sheets as at December 31, 2008, and the consolidated profit and loss account, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT

我們已根據香港會計師公會頒布之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執行情序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零八年十二月三十一日的事務狀況及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零零九年三月二十六日

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at December 31, 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, March 26, 2009

綜合損益表

CONSOLIDATED PROFIT AND LOSS ACCOUNT

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(除每股盈利外， 以港幣百萬元為單位)	(In HK\$ millions, except earnings per share)	附註 Note	2008	2007
持續經營業務	Continuing operations			
營業額	Turnover	5	4,710	4,429
銷售成本	Cost of sales		(2,348)	(2,190)
毛利	Gross profit		2,362	2,239
其他收入	Other income	5	141	106
分銷費用	Distribution expense		(1,680)	(1,538)
行政費用	Administrative expense		(168)	(152)
其他經營費用	Other operating expense		(325)	(274)
經營溢利	Operating profit	5, 6	330	381
出售一共同控制公司 溢利	Gain on disposal of a jointly controlled company	19	17	–
融資費用	Finance expense	7	(2)	(1)
應佔共同控制公司 溢利	Share of profit of jointly controlled companies	17	25	23
應佔一聯營公司溢利	Share of profit of an associate	18	11	12
除稅前溢利	Profit before taxation		381	415
稅項	Taxation	10	(82)	(112)
來自持續經營業務之 本年度溢利	Profit for the year from continuing operations		299	303
非持續經營業務	Discontinued operations			
來自非持續經營業務之 本年度(虧損)/溢利	(Loss)/Profit for the year from discontinued operations		(6)	1
出售一附屬公司溢利	Gain on disposal of a subsidiary		24	–
		20	18	1
本年度溢利	Profit for the year		317	304

綜合損益表 (續)

CONSOLIDATED PROFIT AND LOSS ACCOUNT (continued)

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(除每股盈利外， 以港幣百萬元為單位)	(In HK\$ millions, except earnings per share)	附註 Note	2008	2007
應佔溢利：	Profit attributable to:			
本公司股東	Shareholders of the Company			
持續經營業務	Continuing operations		290	294
非持續經營業務	Discontinued operations		21	1
		11	311	295
少數股東	Minority interests			
持續經營業務	Continuing operations		9	9
非持續經營業務	Discontinued operations		(3)	-
			6	9
			317	304
股息	Dividends	12(a)	142	321
本公司股東應佔溢利之 每股盈利	Earnings per share for profit attributable to shareholders of the Company	13		
來自持續及 非持續經營業務	From continuing and discontinued operations			
基本 (港仙)	Basic (HK cents)		20.8	19.8
攤薄 (港仙)	Diluted (HK cents)		20.8	19.8
來自持續經營業務	From continuing operations			
基本 (港仙)	Basic (HK cents)		19.4	19.7
攤薄 (港仙)	Diluted (HK cents)		19.4	19.7
來自非持續經營業務	From discontinued operations			
基本 (港仙)	Basic (HK cents)		1.4	0.1
攤薄 (港仙)	Diluted (HK cents)		1.4	0.1

資產負債表

BALANCE SHEETS

二零零八年十二月三十一日
December 31, 2008

(以港幣百萬元為單位)	(In HK\$ millions)	附註 Note	集團 Group		公司 Company	
			2008	2007	2008	2007
資產	ASSETS					
非流動資產	Non-current assets					
物業、機器及設備	Property, plant and equipment	14	227	287	9	9
投資物業	Investment property	15	81	84	-	-
附屬公司權益	Interest in subsidiaries	16	-	-	817	898
共同控制公司 權益	Interest in jointly controlled companies	17	262	375	-	-
一聯營公司權益	Interest in an associate	18	43	43	-	-
可出售之金融資產	Available-for-sale financial asset	19	9	-	-	-
於損益帳按公平值處理之 金融資產	Financial asset at fair value through profit or loss	20	25	-	25	-
租賃土地及 租金預付款項	Leasehold land and rental prepayments	21	326	311	150	155
租賃按金	Rental deposits		264	262	-	-
遞延稅項資產	Deferred tax assets	26	26	37	-	-
			1,263	1,399	1,001	1,062
流動資產	Current assets					
存貨	Inventories	22	297	441	-	-
租賃土地及 租金預付款項	Leasehold land and rental prepayments	21	42	21	5	5
應收賬款及其他應收款	Trade and other receivables	23	423	504	3	1
應收附屬公司款項	Amounts due from subsidiaries	16	-	-	409	499
現金及銀行結存	Cash and bank balances	30	532	570	11	12
			1,294	1,536	428	517
資產總額	Total assets		2,557	2,935	1,429	1,579

資產負債表 (續)

BALANCE SHEETS (continued)

二零零八年十二月三十一日
December 31, 2008

(以港幣百萬元為單位)	(In HK\$ millions)	附註 Note	集團 Group		公司 Company	
			2008	2007	2008	2007
權益及負債	EQUITY AND LIABILITIES					
股本及儲備	Capital and reserves					
股本	Share capital	24	75	75	75	75
儲備	Reserves	25	1,735	1,628	1,249	1,232
擬派股息	Proposed dividends	12	45	224	45	224
本公司股東 應佔權益	Equity attributable to shareholders of the Company		1,855	1,927	1,369	1,531
少數股東權益	Minority interests		51	99	-	-
權益總額	Total equity		1,906	2,026	1,369	1,531
非流動負債	Non-current liabilities					
遞延稅項負債	Deferred tax liabilities	26	77	109	-	-
其他應付款	Other payables	27	22	-	-	-
			99	109	-	-
流動負債	Current liabilities					
應付賬款及其他應付款	Trade and other payables	27	451	646	2	2
銀行貸款	Bank loans	31	78	96	58	46
稅項	Taxation		23	58	-	-
			552	800	60	48
負債總額	Total liabilities		651	909	60	48
權益及負債總額	Total equity and liabilities		2,557	2,935	1,429	1,579

劉國權
LAU Kwok Kuen, Peter
董事
Director

馬灼安
MAH Chuck On, Bernard
董事
Director

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(以港幣百萬元為單位)	(In HK\$ millions)	附註 Note	2008	2007
經營業務：	Operating activities:			
除稅前溢利	Profit before taxation		399	417
調整：	Adjustments for:			
出售一共同控制公司之溢利	Gain on disposal of a jointly controlled company		(17)	-
出售一附屬公司之溢利	Gain on disposal of a subsidiary		(24)	-
應佔共同控制公司溢利	Share of profit of jointly controlled companies	17	(25)	(23)
應佔一聯營公司溢利	Share of profit of an associate	18	(11)	(12)
攤薄一共同控制公司權益之虧損	Loss on dilution of a jointly controlled company		-	3
租賃土地及租金預付款項攤銷	Amortization of leasehold land and rental prepayments	21	31	18
利息收入	Interest income	5	(10)	(13)
折舊	Depreciation	6	130	118
物業、機器及設備減值	Impairment of property, plant and equipment	6	8	3
出售物業、機器及設備之淨虧損	Net loss on disposal of property, plant and equipment	6	2	3
於損益表按公平值入賬金融資產之增加收益	Gain on financial asset at fair value through profit or loss		(1)	-
銀行貸款利息	Interest on bank loans	7	3	2
購股權費用	Share option expense	8	12	1
營運資金、利息及稅項變動前之經營現金流入	Operating cash inflow before changes in working capital, interest and tax		497	517
存貨之減少/(增加)	Decrease/(increase) in inventories		67	(19)
應收賬款及其他應收款之增加	Increase in trade and other receivables		(60)	(4)
應付賬款及其他應付款之(減少)/增加—短期部分	(Decrease)/increase in trade and other payables – current portion		(68)	41
其他應付款之增加—長期部分	Increase in other payables – long-term portion		22	-
經營活動所產生之現金	Cash generated from operations		458	535
已付利息	Interest paid		(3)	(2)
已付香港利得稅	Hong Kong profits tax paid		(23)	(21)
已付海外稅項	Overseas tax paid		(85)	(169)
經營業務之現金流入淨額	Net cash inflow from operating activities		347	343

綜合現金流量表 (續)

CONSOLIDATED CASH FLOW STATEMENT (continued)

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(以港幣百萬元為單位)	(In HK\$ millions)	附註 Note	2008	2007
投資業務：	Investing activities:			
購買物業、	Purchase of property,			
機器及設備	plant and equipment	14	(109)	(142)
出售物業、	Proceeds from sale of property,			
機器及設備之收入	plant and equipment		2	3
租賃土地及	Increase in leasehold land and			
租金預付款項之增加	rental prepayments	21	(58)	(19)
租賃按金之增加	Increase in rental deposits		(7)	(15)
銀行定期存款之減少	Decrease in bank time deposits	30	1	-
已收利息	Interest received		10	13
已收共同控制公司	Dividends received from			
股息	jointly controlled companies		5	7
已收一聯營公司股息	Dividends received from an associate		10	-
共同控制公司償還	Repayment of shareholder loan			
股東貸款	from jointly controlled companies		2	-
出售一共同控制公司之	Net cash inflow from the disposal			
現金流入淨額	of a jointly controlled company		42	-
出售一附屬公司之	Net cash outflow from			
現金流出淨額	the disposal of a subsidiary	20	(2)	-
投資業務之	Net cash outflow from			
 現金流出淨額	 investing activities		(104)	(153)
融資業務：	Financing activities:			
發行股份之收入	Proceeds from issue of shares		-	2
已付少數股東股息	Dividends paid to minority shareholders		(27)	(12)
已付股息	Dividends paid		(321)	(395)
銀行貸款之增加	Additions of bank loans		67	38
融資業務之	Net cash outflow from			
 現金流出淨額	 financing activities		(281)	(367)
現金及現金等值之	Decrease in cash and			
減少	 cash equivalents		(38)	(177)
年初現金及現金等值	Cash and cash equivalents			
結存	 at the beginning of the year		567	720
外幣匯率變動之	Effect of foreign exchange			
影響	 rate changes		1	24
年終現金及現金等值	Cash and cash equivalents			
結存	 at the end of the year	30	530	567

權益變動表

STATEMENTS OF CHANGES IN EQUITY

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(a) 集團 Group

	本公司股東應佔權益 Attributable to shareholders of the Company											少數股東 權益 Minority interests	權益總額 Total equity
	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	(附註25) 其他儲備 (note 25) Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits	合計 Total			
(以港幣百萬元為單位) (In HK\$ millions)													
於二零零八年一月一日 At January 1, 2008	75	383	3	608	7	57	113	-	681	1,927	99	2,026	
海外附屬公司及分公司換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries and branches	-	-	-	-	-	(73)	-	-	-	(73)	(9)	(82)	
出售一共同控制公司之變現匯兌儲備 Realization of exchange reserve upon disposal of a jointly controlled company	-	-	-	-	-	(5)	-	-	-	(5)	-	(5)	
可出售金融資產公平值之增加 Increase in fair value of available-for-sale financial asset	-	-	-	-	-	-	-	3	-	3	-	3	
遞延稅項資產淨額之變動(附註26) Movement in net deferred tax assets (note 26)	-	-	-	-	-	5	-	-	-	5	-	5	
淨收益直接於權益中確認 Net gain recognized directly in equity	-	-	-	-	-	(73)	-	3	-	(70)	(9)	(79)	
本年度溢利 Profit for the year	-	-	-	-	-	-	-	-	311	311	6	317	
確認收益總額 Total recognized gain	-	-	-	-	-	(73)	-	3	311	241	(3)	238	
儲備間撥轉 Transfer among reserves	-	-	-	-	(1)	-	-	-	1	-	-	-	
購股權計劃 Share option scheme	-	-	-	-	12	-	-	-	-	12	-	12	
資本投入於一附屬公司 Capital contributions to a subsidiary	-	-	-	-	-	-	-	-	(5)	(5)	5	-	
出售一附屬公司 Disposal of a subsidiary	-	-	-	-	-	1	(12)	-	12	1	(23)	(22)	
少數股東股息 Dividends to minority shareholders	-	-	-	-	-	-	-	-	-	-	(27)	(27)	
二零零七年末期及特別股息 (附註12(b)) 2007 final and special dividends (note 12(b))	-	-	-	-	-	-	-	-	(224)	(224)	-	(224)	
二零零八年中期及特別股息 (附註12(a)) 2008 interim and special dividends (note 12(a))	-	-	-	-	-	-	-	-	(97)	(97)	-	(97)	
	-	-	-	-	11	1	(12)	-	(313)	(313)	(45)	(358)	
於二零零八年十二月三十一日 At December 31, 2008	75	383	3	608	18	(15)	101	3	679	1,855	51	1,906	

權益變動表 (續)

STATEMENTS OF CHANGES IN EQUITY (continued)

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(a) 集團 Group

二零零七年之比較數字如下：
The comparative figures for 2007 are set out as follows:

(以港幣百萬元為單位) (In HK\$ millions)	本公司股東應佔權益 Attributable to shareholders of the Company											少數股東 權益 Minority interests	權益總額 Total equity
	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	(附註25) 其他儲備 (note 25) Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits	合計 Total			
於二零零七年一月一日 At January 1, 2007	75	383	3	606	10	20	113	-	777	1,987	103	2,090	
海外附屬公司及分公司換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries and branches	-	-	-	-	-	39	-	-	-	39	(1)	38	
遞延稅項負債淨額之變動 (附註26) Movement in net deferred tax liabilities (note 26)	-	-	-	-	-	(2)	-	-	-	(2)	-	(2)	
淨收益直接於權益中確認 Net gain recognized directly in equity	-	-	-	-	-	37	-	-	-	37	(1)	36	
本年度溢利 Profit for the year	-	-	-	-	-	-	-	-	295	295	9	304	
確認收益總額 Total recognized gain	-	-	-	-	-	37	-	-	295	332	8	340	
儲備間撥轉 Transfer among reserves	-	-	-	-	(4)	-	-	-	4	-	-	-	
購股權計劃 Share option scheme													
— 因行使購股權而發行之股份 — Shares issue upon exercise of share options	-	-	-	2	-	-	-	-	-	2	-	2	
— 購股權費用 — Share option expense	-	-	-	-	1	-	-	-	-	1	-	1	
少數股東股息 Dividends to minority shareholders	-	-	-	-	-	-	-	-	-	-	(12)	(12)	
二零零六年末期及特別股息 (附註12(b)) 2006 final and special dividends (note 12(b))	-	-	-	-	-	-	-	-	(298)	(298)	-	(298)	
二零零七年中期及特別股息 (附註12(a)) 2007 interim and special dividends (note 12(a))	-	-	-	-	-	-	-	-	(97)	(97)	-	(97)	
	-	-	-	2	(3)	-	-	-	(391)	(392)	(12)	(404)	
於二零零七年十二月三十一日 At December 31, 2007	75	383	3	608	7	57	113	-	681	1,927	99	2,026	

權益變動表 (續)

STATEMENTS OF CHANGES IN EQUITY (continued)

截至二零零八年十二月三十一日止年度
For the year ended December 31, 2008

(b) 公司 Company

(以港幣百萬元為單位)	(In HK\$ millions)	股本	繳入盈餘	資本 贖回儲備	股份溢價	購股權儲備	滾存溢利	權益總額
		Share capital	Contributed surplus	Capital redemption reserve	Share premium	Share options reserve	Retained profits	Total equity
於二零零八年一月一日	At January 1, 2008	75	540	3	608	7	298	1,531
本年度溢利 (附註11)	Profit for the year (note 11)	-	-	-	-	-	147	147
確認收益總額	Total recognized gain	-	-	-	-	-	147	147
儲備間撥轉	Transfer among reserves	-	-	-	-	(1)	1	-
購股權計劃	Share option scheme							
— 購股權費用	— Share option expense	-	-	-	-	12	-	12
二零零七年末期及特別股息 (附註12(b))	2007 final and special dividends (note 12(b))	-	-	-	-	-	(224)	(224)
二零零八年中期及特別股息 (附註12(a))	2008 interim and special dividends (note 12(a))	-	-	-	-	-	(97)	(97)
		-	-	-	-	11	(320)	(309)
於二零零八年十二月三十一日	At December 31, 2008	75	540	3	608	18	125	1,369

二零零七年之比較數字如下：

The comparative figures for 2007 are set out as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	股本	繳入盈餘	資本 贖回儲備	股份溢價	購股權儲備	滾存溢利	權益總額
		Share capital	Contributed surplus	Capital redemption reserve	Share premium	Share options reserve	Retained profits	Total equity
於二零零七年一月一日	At January 1, 2007	75	540	3	606	10	628	1,862
本年度溢利 (附註11)	Profit for the year (note 11)	-	-	-	-	-	61	61
確認收益總額	Total recognized gain	-	-	-	-	-	61	61
儲備間撥轉	Transfer among reserves	-	-	-	-	(4)	4	-
購股權計劃	Share option scheme							
— 因行使購股權而發行之 股份	— Shares issue upon exercise of share options	-	-	-	2	-	-	2
— 購股權費用	— Share option expense	-	-	-	-	1	-	1
二零零六年末期及特別股息 (附註12(b))	2006 final and special dividends (note 12(b))	-	-	-	-	-	(298)	(298)
二零零七年中期及特別股息 (附註12(a))	2007 interim and special dividends (note 12(a))	-	-	-	-	-	(97)	(97)
		-	-	-	2	(3)	(391)	(392)
於二零零七年十二月三十一日	At December 31, 2007	75	540	3	608	7	298	1,531

二零零八年十二月三十一日
December 31, 2008

1. 一般資料

Giordano International Limited (「本公司」) 及其附屬公司 (統稱「本集團」) 透過一個擁有超過一千八百間店舖並遍布二十多個國家之零售網絡分銷及銷售 *Giordano*、*Giordano Concepts*、*Giordano Ladies*、*Giordano Junior* 及 *Bluestar Exchange/BSX* 等品牌之便服。本集團亦於中國大陸有限度經營製衣業務。

本公司為一間於百慕達註冊成立的有限責任公司，其註冊辦事處位於 Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda。本公司的證券於香港聯合交易所有限公司以第一市場上市 (股份代號：709)。

除特別註明外，本綜合財務報表以港幣百萬元為單位。此綜合財務報表已於二零零九年三月二十六日獲董事會通過。

2. 主要會計政策

本財務報表中所採用之主要會計政策現列載如下：

(a) 編製基準

本財務報表乃按照香港會計師公會頒布之香港財務報告準則 (「HKFRS」)、香港會計準則 (「HKAS」) 及詮釋編製。本財務報表按照歷史成本法編製，再就可出售之金融資產及於損益帳按公平值處理之金融資產重估其公平值而修改。

1. GENERAL INFORMATION

Giordano International Limited (the "Company") and its subsidiaries (together the "Group") distribute and sell casual apparel under the brand names of *Giordano*, *Giordano Concepts*, *Giordano Ladies*, *Giordano Junior* and *Bluestar Exchange/BSX* through an extensive retailing network with over 1,800 shops spanning over 20 countries. It also operates a limited manufacturing capacity in Mainland China.

The Company is a limited liability company incorporated in Bermuda. Its registered office is situated at Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda. The Company has its primary listing on The Stock Exchange of Hong Kong Limited (stock code: 709).

The consolidated financial statements are presented in million of units of Hong Kong dollars (HK\$ million) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on March 26, 2009.

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below:

(a) Basis of preparation

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial asset and financial asset at fair value through profit or loss.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(a) 編製基準 (續)

在遵照HKFRS及HKAS編製財務報表時需要運用一些重要會計估計。管理層亦需要在應用本集團之會計政策時作出判斷。一些需要高度判斷或涉及複雜範疇；或對綜合財務報表有重大影響之假設和估計於附註4披露。

除了採納於下列附註2(b)列出於二零零八年一月一日或之後開始之會計年度生效之新增及經修訂之HKAS及HKFRS外，編製此財務報表所採用之會計政策及計算方法與編製二零零七年度之財務報表所採用相同。

(b) 新增及經修訂之HKFRS及HKAS的影響

於本年度，本集團已採納由香港會計師公會頒布以下準則之修訂及對已頒布的準則作出之詮釋，並於二零零八年一月一日或之後開始之本集團財政年度生效但與本集團營運無關或並無構成重大影響。

HKAS 39 (修訂)	金融工具：確認及計量
HKFRS 7 (修訂)	金融工具：披露
HK(IFRIC) - 詮釋11	HKFRS 2 – 集團及庫存股份交易
HK(IFRIC) - 詮釋12	服務特許權安排
HK(IFRIC) - 詮釋14	HKAS19 – 界定福利資產限額、最低資金要求及兩者相互關係

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

The preparation of financial statements in conformity with HKFRSs and HKASs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

The accounting policies and methods of computation used in the preparation of these financial statements are consistent with those used in 2007 except for the adoption of new and revised HKASs and HKFRSs which are effective for accounting periods beginning on or after January 1, 2008 as set out in note 2(b) below.

(b) Impact of new and revised HKFRSs and HKASs

In the current year, the Group has adopted the following amendments and interpretations to published standards issued by HKICPA, which are effective for the Group's financial year beginning on or after January 1, 2008 but are not relevant or have no material effect to the Group's operations:

HKAS 39 (Amendments)	Financial instruments: Recognition and measurement
HKFRS 7 (Amendments)	Financial instruments: Disclosures
HK(IFRIC) - INT 11	HKFRS 2 – Group and treasury share transactions
HK(IFRIC) - INT 12	Service concession arrangements
HK(IFRIC) - INT 14	HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(b) 新增及經修訂之HKFRS及HKAS的影響 (續)

與本集團業務相關而必須於本集團二零零九年一月一日或之後開始之會計年度採用之若干新增準則和現有準則之修訂及詮釋經已頒布；惟本集團並未於截至二零零八年十二月三十一日止年度的財務報表內提早採納以下新增準則和現有準則之修訂及詮釋：

HKAS 1 「財務報表的呈報」
(修訂) (由二零零九年一月一日起或之後開始之年度生效)。

HKFRS 8 「營運分部」
(由二零零九年一月一日起或之後開始之年度生效)。

HK(IFRIC) 「忠實客戶計劃」
- 詮釋13 (由二零零八年七月一日起或之後開始之年度生效)。

採納以上之新增準則和現有準則之修訂及詮釋，除編列上的若干變動及額外披露外，並無對本集團之財務報表造成重大影響。而該等新增及修訂準則生效後，本集團會採納該等準則。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(b) Impact of new and revised HKFRSs and HKASs (continued)

Certain new standards, amendments and interpretations to existing standards have been published that are relevant to the Group's business and are mandatory for the Group's accounting periods beginning on or after January 1, 2009 or later periods. The Group has not early adopted the following new standards, amendments and interpretations in the financial statements for the year ended December 31, 2008:

HKAS 1 「Presentation of financial statements (effective for annual periods beginning on or after January 1, 2009).
(Revised)

HKFRS 8 Operating segments (effective for annual periods beginning on or after January 1, 2009).

HK(IFRIC) Customer loyalty programmes (effective for annual periods beginning on or after July 1, 2008).
- INT 13

Apart from certain presentational changes and additional disclosures, the adoption of the above new standards, amendments and interpretations will have no significant impact on the Group's financial statements. The Group will adopt these new and revised HKFRSs when they become effective.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(c) 綜合基準

綜合財務報表包括本公司及其附屬公司截至二零零八年十二月三十一日止之財務報表。

集團內所有公司間之重大交易及結餘均於綜合報表內抵銷。

於本年度內收購或出售之附屬公司，其業績由收購或直至出售之生效日起計入綜合損益表內。

出售附屬公司之收益或虧損，指出售所得之收入與集團應佔該公司之資產淨值（連同以前並未於綜合損益表內支銷或入賬之任何商譽）之差額。

少數股東權益指外界股東在附屬公司之經營業績及資產淨值中所佔之權益。

(d) 附屬公司

附屬公司是指本公司直接或間接持有該公司多於百分之五十投票權或已發行股本或擁有組成其董事會之控制權或有權監控其財務及經營政策。

附屬公司之賬目由控制權轉移予本集團當日起完全綜合於本集團賬目內，而於控制權終止當日剔除。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to December 31, 2008.

All material inter-company transactions and balances within the Group are eliminated on consolidation.

The results of subsidiaries acquired or disposed of during the year are dealt with in the consolidated profit and loss account from or up to the effective dates of acquisition or disposal.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill which was not previously charged or recognized in the consolidated profit and loss account.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

(d) Subsidiaries

A subsidiary is a company in which the Company, directly or indirectly, controls more than 50 percent of its voting power or issued share capital or controls the composition of its board of directors or has power to govern its financial and operating policies.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2. 主要會計政策 (續)**(d) 附屬公司 (續)**

本集團收購附屬公司時以購買會計法入賬。收購成本乃按轉讓日所給予資產、所發行股本工具及所引致或承擔的負債的公平值，加收購事項直接引致之成本計算。業務合併時所收購之可識別資產及所承擔之負債及或然負債初步以於收購日之公平值計算，而不計入任何少數股東權益。收購成本超出本集團應佔所收購可識別資產淨值之公平值部分則記錄為商譽。倘收購成本低於所購附屬公司資產淨值之公平值，該差異則直接於綜合損益表中確認。

集團公司之間的交易、結餘及交易之未變現收益乃予抵銷。除非該交易提供證據證明所轉移資產出現減值，否則未變現虧損亦予以抵銷。附屬公司之會計政策在需要情況下已作修訂，以確保與本集團所採納之政策一致。

附屬公司之投資，以成本值扣除減值虧損之撥備納入本公司之資產負債表內。本公司將附屬公司之業績按已收及應收股息入賬。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(d) Subsidiaries (continued)**

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the consolidated profit and loss account.

Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries are changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are carried in the Company's balance sheet at cost, less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(e) 共同控制公司

共同控制公司乃每位投資者擁有其權益而該公司之財務及營運決策乃根據合約安排由投資者共同控制。

本集團採納權益法處理於共同控制公司之權益。綜合損益表包括本集團於年內應佔共同控制公司之業績，而集團資產負債表包括本集團所佔共同控制公司之淨資產。當本集團與共同控制公司有交易時，未變現溢利及虧損會根據本集團所佔權益予以抵銷。

於本公司之資產負債表，共同控制公司之權益以成本值扣除減值虧損之撥備入賬。本公司將共同控制公司之業績按已收及應收股息入賬。

(f) 聯營公司

聯營公司是指本集團對其有重大影響但不擁有控制權的公司，一般擁有其百分之二十至百分之五十股本權益。聯營公司之投資乃按權益會計法處理並以最初成本入帳。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(e) Jointly controlled companies

A jointly controlled company is an entity in which each venturer has an interest and of which its financial and operating policies are under contractual arrangements jointly controlled by the venturers.

The Group adopts the equity method to account for the interests in jointly controlled companies. The consolidated profit and loss account includes the Group's share of the results of jointly controlled companies for the year, and the Group's balance sheet includes the Group's share of net assets of the jointly controlled companies. When the Group transacts with its jointly controlled companies, unrealized profits and losses are eliminated to the extent of the Group's interests in jointly controlled companies.

In the Company's balance sheet, the interests in jointly controlled companies are stated at cost less provision for impairment losses. The results of jointly controlled companies are accounted for by the Company on the basis of dividend received and receivable.

(f) Associates

An associate is a company over which the Group has significant influence but does not control, generally accompanying an equity interest of between 20 percent and 50 percent. Investments in an associate is accounted for using the equity method of accounting and is initially recognized at cost.

2. 主要會計政策 (續)**(f) 聯營公司 (續)**

本集團對收購後應佔聯營公司的利潤或虧損於損益表中確認，而應佔收購後的聯營公司的儲備變動在儲備中確認。收購後的累積變動乃於投資之賬面值作調整。當本集團應佔聯營公司的虧損相等於或大於其佔聯營公司的權益（包括任何其他無擔保之應收賬款），除非本集團有該責任或已代聯營公司支付款項，本集團不再確認額外的損失。

因本集團與聯營公司之間交易而產生的未變現收益按本集團所佔權益予以抵銷。除非該交易提供證據證明所轉移資產出現減值，否則未變現虧損亦予抵銷。

於本公司之資產負債表內，聯營公司之投資以成本值扣除減值虧損之撥備入賬。本公司將聯營公司之業績按已收及應收股息入賬。

(g) 分部報表

一個業務分部是指從事提供產品或服務之一組資產及業務，而該組資產及業務之風險及回報有別於其他業務分部。一個地區分部乃在某一特定經濟環境下從事提供產品或服務，而該分部之風險及回報有別於在其他經濟環境經營的分部。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(f) Associates (continued)**

The Group's share of its associate's post-acquisition profits or losses is recognized in the profit and loss account, and its share of post-acquisition movements in reserves is recognized in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, the investments in associates are stated at cost less provision for impairment losses. The results of associates are accounted for by the Company on the basis of dividend received and receivable.

(g) Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(h) 外幣換算

(i) 功能性及呈列貨幣

本集團內各企業的財務報表內的項目均以該企業經營之主要經濟環境之通行貨幣(「功能性貨幣」)計量。綜合財務報表以港元呈列，而該貨幣為本公司的功能性及呈列貨幣。

(ii) 交易及結餘

外幣交易均按交易當日之匯率折算為功能性貨幣入賬。上述交易結算過程中以及按年終兌換匯率換算以外幣為單位之貨幣性資產和負債時出現的匯兌收益及虧損均於損益表中確認。

(iii) 集團公司

所有本集團之公司若其功能性貨幣與呈列貨幣不同(各公司均無極高通脹經濟之貨幣)，其業績及財務狀況均按以下方法換算為呈列貨幣：

- 每份呈列於資產負債表之資產及負債均以該資產負債表結算日之收市匯率換算；

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's companies are measured using the currency of the primary economic environment in which the company operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the profit and loss account.

(iii) Group companies

The results and financial position of all the group companies (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at balance sheet date;

2. 主要會計政策 (續)**(h) 外幣換算 (續)****(iii) 集團公司 (續)**

- 每份損益表之收入及支出項目乃按平均匯率換算 (除非該平均匯率對交易日通行匯率之累計影響並非是一個合理的接近匯率; 在此情況下, 收入及支出乃按交易當日的匯率換算); 及
- 所有兌換差異乃於匯兌儲備中確認。

於綜合賬目時, 換算境外公司投資淨值, 以及借款和作為上述投資之對沖之其他貨幣投資時產生之匯兌差額乃列入匯兌儲備內。當出售或出售部份境外業務時, 該匯兌差額於損益表中確認為出售收益或虧損。

(i) 物業、機器及設備

永久業權土地以成本值入賬及不作攤銷。

樓宇、租賃物業裝修及其他固定資產以成本值扣除累積折舊及累積減值虧損列賬。成本值指資產之購買價及將資產達至現行用途之其他有關費用。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(h) Foreign currency translation (continued)****(iii) Group companies (continued)**

- income and expenses for each profit and loss account are translated at average exchange rates (unless this average rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at the exchange rate on transaction dates); and
- all resulting exchange differences are recognized in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign companies, and of borrowings and other currency instruments designated as hedges of such investments, are taken to exchange reserve. When a foreign operation is partially disposed of or sold, such exchange differences are recognized in the profit and loss account as part of the gain or loss on sale.

(i) Property, plant and equipment

Freehold land is stated at cost and is not amortized.

Buildings, leasehold improvements and other fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(i) 物業、機器及設備 (續)

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出該項目成本之情況下，其後之成本才會包括於資產賬面值或確認為獨立之資產（如適用）。所有其他維修及保養支出於其產生之財務期內計入損益表。

物業、機器及設備之折舊乃以資產成本值按其估計於本集團可使用年期以直線方式撇銷如下：

- 永久業權之土地不作折舊。
- 位於永久業權土地上之樓宇是按估計可使用年期，以其完成日不多於五十年計算。
- 位於租賃土地上之樓宇是按估計剩餘租賃年期或其估計可使用年期，以完成日不多於五十年計算，兩者之較短者折舊。
- 機器 五年
- 其他物業及設備 三至五年

於每個結算日，資產之剩餘價值及可使用年期，會於適當情況下重新審閱及作出調整。

倘某資產之賬面值大於其估計可收回金額，該資產之賬面值將即時減值至其可收回之金額。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Property, plant and equipment (continued)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the profit and loss account during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost over their estimated useful lives, as follows:

- Freehold land is not depreciated.
- Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 50 years after the date of completion.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease or their estimated useful lives, being no more than 50 years after the date of completion.
- Plant 5 years
- Other property and equipment 3 – 5 years

Assets' residual values and useful lives are reviewed and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

2. 主要會計政策 (續)**(i) 物業、機器及設備 (續)**

出售物業、機器及設備之收益或虧損是指出售淨收益與有關資產賬面金額之差額，並於損益表內列賬。

(j) 投資物業

投資物業是指持有作為長期收租或資本增值，或兩者皆是。

投資物業包括融資租賃之樓宇，以成本值扣除累積折舊及累積減值虧損列賬。成本值是指投資物業之購買價及將物業達至現行用途之其他有關費用。投資物業之折舊是按剩餘租賃年期將其成本值撇銷計算。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出項目成本之情況下，其後的支出才會包括於資產賬面值。所有其他維修及保養支出於其產生之財務期內計入損益表。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(i) Property, plant and equipment (continued)**

Gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in the profit and loss account.

(j) Investment property

An investment property is a property which is held for long term rental yield or for capital appreciation, or both.

Investment property comprises buildings held under finance leases. It is stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the investment property and other costs incurred to bring the property into its existing use. Depreciation of investment property is calculated to write off its cost over the unexpired period of the lease.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the profit and loss account during the financial period in which they are incurred.

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(k) 資產減值

無指定使用年期之資產毋需攤銷及每年測試是否需要減值或每當有事項或情況轉變顯示不可收回賬面值時就檢討是否需要減值。減值虧損即時按資產賬面值超出其可收回金額之差額確認。可收回金額為資產之公平值減銷售成本與使用價值之較高者。於評估減值時，資產應按可分開確認現金流量之最低水平（現金產生單位）分類評估。

(l) 金融資產

分類

本集團將其金融資產分類為以下類別：按公平值透過損益記賬、貸款及應收款，以及可供出售。分類視乎購入該金融資產之目的。管理層在初次確認時釐定金融資產的分類。

(i) 按公平值透過損益記賬的金融資產

按公平值透過損益記賬的金融資產指持有作買賣用途的金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作買賣用途。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(k) Impairment of assets

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units).

(l) Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivable and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determine the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or so designated at inception. Derivatives are also classified in this category unless they are designated as hedges.

2. 主要會計政策 (續)**(I) 金融資產 (續)****分類 (續)****(ii) 貸款及應收款**

貸款及應收款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但若到期日由結算日起計超過12個月者，則分類為非流動資產。貸款及應收款列在資產負債表中「應收賬款及其他應收款」與「現金及現金等值」內。

(iii) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別之非衍生工具。除非管理層有意在結算日後12個月內出售該項投資，否則此等資產列在非流動資產內。

確認及計量

來自「按公平值透過損益記賬的金融資產」類別的公平值變動所產生的盈虧，列入產生期間綜合損益表內的其他收入中。來自按公平值透過損益記賬的金融資產的股息，當本集團收取有關款項的權利確定時，在綜合損益表內確認為其他收入部份。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(I) Financial assets (continued)****Classification (continued)****(ii) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Recognition and measurement

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated profit and loss account as other income. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated profit and loss account as part of other income when the Group's right to receive payments is established.

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(I) 金融資產 (續)

確認及計量 (續)

當分類為可供出售的證券售出或減值時，在權益中確認的累計公平值調整列入綜合損益表內。

至於可供出售權益工具的股息，當本集團收取有關款項的權利確定時，在綜合損益表內確認為其他收入部份。

本集團在每個結算日評估是否有客觀證據證明某項金融資產或某組金融資產經已減值。對於分類為可供出售的股權證券，證券公平值若大幅度或長期跌至低於其成本值，會被視為證券已經顯示減值。若可供出售金融資產存在此等證據，累計虧損 — 按收購成本與當時公平值的差額，減該金融資產之前在綜合損益表確認的任何減值虧損計算 — 自權益中剔除並在綜合損益表記賬。在綜合損益表確認的股權工具減值虧損不會透過綜合損益表撥回。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(I) Financial assets (continued)

Recognition and measurement (continued)

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated profit and loss account.

Dividends on available-for-sale equity instruments are recognised in the consolidated profit and loss account as part of other income when the Group's right to receive payments is established.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in consolidated profit and loss account — is removed from equity and recognised in the consolidated profit and loss account. Impairment losses recognised in the consolidated profit and loss account on equity instruments are not reversed through the consolidated profit and loss account.

2. 主要會計政策 (續)**(m) 存貨**

存貨按成本值與可變現淨值兩者中之較低者入賬。成本值乃按加權平均之基準並按下列方法計算：

- (i) 原料及購入貨品—按發票價加採購成本；
- (ii) 在製貨品及製成品—直接物料成本、直接勞工成本及應佔之生產費用，不包括借貸成本。

可變現淨值乃存貨在正常業務情況下之預計售價扣除變賣費用，及扣除將其轉換成製成產品之成本（如適用）。

(n) 應收賬款及其他應收款

應收賬款及其他應收款乃按其公平值確認入賬，其後以實際利率攤銷成本計量；若在折現的影響並不重要的情況下應收賬款及其他應收款則以成本扣除減值撥備列賬。應收賬款及其他應收款之減值撥備在有客觀證據證明將不能按應收款項之原有條款收回全數金額時確立。撥備金額為資產賬面值與估計未來現金流量之現值(按實際利率折現)之差額。撥備金額於損益表內確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(m) Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and is arrived at as follows:

- (i) Raw materials and purchased goods – invoiced prices plus procurement costs;
- (ii) Work in progress and finished goods – cost of direct materials, direct labor and an appropriate proportion of production overheads, excluding borrowing costs.

Net realizable value is the estimated price at which inventories can be sold in the normal course of business after allowing for the costs of realization and, where appropriate, the cost of conversion from their existing state to a finished condition.

(n) Trade and other receivables

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the profit and loss account.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(o) 現金及現金等值

現金及現金等值包括手頭現金、銀行通知存款、其他短期高度流通和於三個月內到期之投資及銀行透支。銀行透支於資產負債表流動負債之銀行貸款內呈列。

(p) 應付賬款及其他應付款

應付賬款及其他應付款以公平值確認，其後按攤銷成本計算，若貼現後的影響不大，在此情況下，可按成本值確認。

(q) 借貸成本

所有借貸成本於發生期間內於損益表支銷，除非此等成本直接歸屬於收購、建造或生產資產，而該資產需要長時間達至其預設用途或用作出售，才可作資本化。

(r) 遞延稅項

遞延稅項採用負債法就資產及負債之稅基與其在財務報表之賬面值兩者之短暫性差異作全數撥備。於結算日已頒布或實質上頒布的稅率，將用作為決定遞延稅項。

因稅務虧損所產生之遞延稅項資產不會確認入賬，除非預期日後應課稅溢利可抵銷此短暫性差異。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(o) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within bank loans in current liabilities on the balance sheet.

(p) Trade and other payables

Trade and other payables are initially recognized at fair value and are subsequently stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Borrowing costs

Borrowing costs are expensed in the profit and loss account in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

(r) Deferred taxation

Deferred taxation is provided in full, using liability method, on temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. Taxation rates enacted or substantially enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets generated from taxable losses are not recognized unless it is probable that future taxable profit will be available against which the temporary differences can be utilized.

2. 主要會計政策 (續)**(r) 遞延稅項 (續)**

遞延稅項就投資於附屬公司、共同控制公司及聯營公司所產生之短暫性差異而撥備，惟母公司若可以控制此時差之撥回，並有可能在可預見未來不會撥回則除外。

(s) 僱員福利**(i) 退休金責任**

除台灣之退休計劃安排外，本集團為所有合資格的僱員實行界定供款計劃及(如適用)參與中央界定供款公積金計劃。界定供款計劃之資產與本集團之資產分開持有，並由獨立基金管理。僱主與僱員雙方均須就該等計劃作供款，而供款額乃取決於僱員薪金之百分比，最高為百分之二十。

本集團就該界定供款計劃及強制性公積金計劃所作出之供款在發生時作為費用支銷，而員工在取得全數既得之利益前退出計劃而被沒收之僱主供款將會用作扣減此供款。本集團於作出供款後，便再無其他付款的責任。

集團全資附屬公司之台灣分公司依據台灣勞動基準法條例參與「確定給付制」之退休金計劃(「舊制」)；同時，自二零零五年七月一日起，依據台灣勞工退休金條例參與「確定提撥制」之退休金計劃(「新制」)。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(r) Deferred taxation (continued)**

Deferred taxation is provided on the temporary differences arising on investment in subsidiaries, jointly controlled companies and associates, except where the timing of the reversal of the temporary differences can be controlled by the parent company and it is probable that the temporary difference will not reverse in the foreseeable future.

(s) Employee benefits**(i) Pension obligations**

Except for the pension scheme arrangements in Taiwan, the Group operates defined contributions schemes and, if applicable, participates in central defined contribution provident fund schemes for all qualified employees. The assets of the said schemes are held by independently administered funds separated from those of the Group. Contributions to these schemes are made by both the employers and employees at rates up to 20 percent on the employees' salaries.

The Group's contributions to the defined contribution plans and mandatory provident fund scheme are expensed as incurred and, if applicable, are reduced by contributions forfeited by those employees who leave the scheme or the plan prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been made.

The branches of wholly-owned subsidiaries of the Group in Taiwan have a defined benefit scheme ("Old Scheme") governed by the Labor Standard Law and a defined contribution scheme ("New Scheme") governed by the Labor Pension Act which became effective on July 1, 2005.

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(s) 僱員福利 (續)

(i) 退休金責任 (續)

在舊制下，集團有責任確保有足夠的資金支付員工之退休金包含在新制實施前舊年資應保留之退休金及選擇繼續參與舊制的員工之隨後年資，台灣分公司現行按參與員工薪金總額之百分之二提撥退休金，此提撥比率是經相關政府單位批准的，舊制的退休金資產乃是由中央信託局投資。

在新制下，台灣分公司依據選擇參與新制的員工之每月薪金，按月提撥百分之六的退休金，並存入員工於勞工保險局之個人賬戶內。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(i) Pension obligations (continued)

Under the Old Scheme, the Group has an obligation to ensure that there are sufficient funds in the scheme to pay the benefits earned for the service years of all employees before the New Scheme was effective and the subsequent service years of employees who chose to continue to participate in the Old Scheme. The branches currently contribute at two percent of the total salaries of participating employees as determined and approved by the relevant government authorities. The assets of the Old Scheme are invested by the Central Trust of China.

Under the New Scheme, the branches contribute each month at six percent of the salary of employees who choose to participate in the New Scheme into individual pension accounts at the Bureau of Labor Insurance.

2. 主要會計政策 (續)**(s) 僱員福利 (續)****(ii) 以股份支付的補償**

本集團設有一項以股權結算、以股份支付之補償計劃。本集團就授出購股權而取得僱員服務之公平值被確認並列作開支。購股權歸屬期間之支銷總額乃參考已授出購股權之公平值而釐定，惟不計及任何非市場歸屬情況之影響（例如盈利能力及銷售增長目標）。非市場歸屬情況包括於預期可予行使之購股權數目之假設內。於各結算日，本集團均會修訂其估計預期可予行使之購股權之數目。修訂原來估計數字如有影響，則於損益表內確認，以及在餘下歸屬期間對股東權益作相應調整。

當購股權獲行使時，已收取所得款項於扣除任何直接交易成本後均列入股本（面值）及股份溢價中。

(t) 撥備

當本集團對已發生的事件須承擔法律性或推定性的責任，則會確認撥備，而解除該責任時可能有資源之流出，並可確實地估計該數額。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(s) Employee benefits (continued)****(ii) Share-based compensation**

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the profit and loss account, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(t) Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

二零零八年十二月三十一日
December 31, 2008

2. 主要會計政策 (續)

(u) 收入確認

收入包括產品及服務銷售的公平值扣減增值稅、回扣和折扣及減除集團內銷售。收入確認如下：

(i) 產品銷售－批發

貨品之銷售收益在貨品付運予客戶，而客戶已接納該貨品及有關應收款項已合理地確定收到時確認。

(ii) 產品銷售－零售

貨品之銷售於出售產品予客戶時確認。零售銷售通常以現金或信用卡結算；而紀錄之收益為銷售總額，其中未扣減交易中應付的信用卡費用；此等費用包括在分銷成本中。

(iii) 服務銷售

服務銷售於提供服務時之會計期間內確認。

(iv) 利息收入

利息收入根據尚未償還之本金及適用之利率，按時間比例使用實際利率法確認。

(v) 專利權收入

專利權收入按照相關協議之實質以應計基準確認。

(vi) 股息收入

股息收入於擁有權利收取股息時確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(u) Revenue recognition

Revenue comprises the fair value for the sales of goods and services, net of value-added tax, rebates return and discounts and after eliminating sales within the Group. Revenue is recognized as follows:

(i) Sales of goods – wholesale

Sales of goods are recognized when products are delivered to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

(ii) Sales of goods – retail

Sales of goods are recognized when products are sold to the customer. Retail sales are usually in cash or by credit card. The recorded revenue is the gross amount of sales, before netting off credit card fees payable for the transactions. Such fees are included in distribution costs.

(iii) Sales of services

Sales of services are recognized in the accounting period in which the services are rendered.

(iv) Interest income

Interest income is recognized on a time-proportion basis using the effective interest method, taking into account the principal amount outstanding and the interest rates applicable.

(v) Royalty income

Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreements.

(vi) Dividend income

Dividend income is recognized when the right to receive payment is established.

2. 主要會計政策 (續)**(v) 衍生金融工具**

若干衍生工具(包括不符合對沖會計的遠期外匯兌換合約)先按其於衍生合約訂立日期當日的公平值列賬, 再按其後的公平值重新計算。該等衍生工具公平值的變化, 會即時於損益表內確認。

(w) 租賃 (作為承租人)**經營租賃**

凡出租公司將保留擁有資產之大部分回報及風險之資產租賃, 皆列為經營租賃。經營租賃之租金在租賃期內以直線法於損益表內支銷。

(x) 派息

向本公司股東派發之股息, 於批准派息的財務期間被確認為本集團財務報表中的一項負債。

(y) 或然負債

或然負債是指因為過往事件而可能引起之承擔, 而其存在只能就集團不能完全控制之一宗或多宗不確定未來事件之出現與否而確認。或然負債亦可能因過往事件引致之現有承擔, 但由於可能不需要有經濟資源流出, 或所須承擔之金額未能可靠衡量而未有記賬。

除了當或然負債於商業合併中被一同收購時, 根據附註2(d), 其值最初會以公平值被確認(假設該公平值能合理地計量), 或然負債不會被確認, 但會在財務報表附註中披露。倘若資源流出之可能性改變而導致可能出現資源流出, 則確認為撥備。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(v) Derivative financial instruments**

Certain derivatives, including forward foreign exchange contracts, which do not qualify for hedge accounting, are initially recognized at fair value on the date on which a derivative contract is entered into and subsequently re-measured at their fair value. Changes in fair value of the derivatives are recognized immediately in the profit and loss account.

(w) Leases (as the lessee)**Operating leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payments applicable to such operating leases are charged to the profit and loss account on the straight-line basis over the lease periods.

(x) Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved.

(y) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

With the exception of a contingent liability acquired as part of a business combination which is initially recognized at fair value (provided that the fair value can be reasonably measured) in accordance with note 2(d), a contingent liability is not recognized but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognized as a provision.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

3. 財務風險管理

(a) 財務風險因素

本集團之業務使其主要受到貨幣及信貸風險之影響。本集團整體風險管理計劃尋求將對本集團財務表現有不良影響之潛在風險減至最低。如需要時，本集團會使用金融衍生工具管理若干所面對的風險。

(i) 匯兌風險

本集團之國際營運業務面對匯兌風險，來自商業交易、已確認之資產及負債和海外業務投資淨額。

於年結時，來自商業交易、已確認之資產及負債之匯兌風險對本集團之影響不大，因本集團的各有關實體一般以當地的功能貨幣作交易單位。本集團之各有關實體一般皆準時結算以非功能貨幣作交易單位之結餘，而使於結算日時未償付的外幣結餘極少。

為管理來自商業交易和已確認之資產及負債的外匯風險影響，當預期有關貨幣會有重大浮動時，本集團之公司將可能訂立遠期外匯兌換合約。

本集團擁有若干海外業務投資，其淨資產易受外匯換算風險。本集團於海外業務之淨資產，如日本業務，所帶來的匯兌風險部份是透過以其相關外匯為單位的借貸來管理。

3. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities exposed it mainly to currency risk and credit risk. The Group's overall risk management programme seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to manage certain risk exposure when necessary.

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from commercial transactions, recognized assets and liabilities and net investments in foreign operations.

As at the year end, the foreign exchange risk of the Group arising from commercial transactions, recognized assets and liabilities is considered to be insignificant. This is due to the Group's transactions being generally denominated in the functional currencies of the respective group entities, while balances denominated in currencies other than the functional currency of the relevant group entity are generally settled promptly leaving minimal outstanding foreign currency position as at the balance sheet date

To manage foreign exchange risk arising from commercial transactions, recognized assets and liabilities, companies in the Group may use forward foreign exchange contracts when major fluctuation in the relevant foreign currency is anticipated.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operation such as Japan is managed partially through borrowings denominated in their relevant foreign currencies.

二零零八年十二月三十一日
December 31, 2008

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險

本集團之信貸風險主要來自現金及現金等值物、應收賬款及其他應收款、租賃按金、及應收關聯人士款項。該等結餘之賬面值為本集團就金融資產所面對的最高信貸風險。於二零零八年十二月三十一日，所有銀行存款均存於優質財務機構，並無重大信貸風險。

本集團就限制信貸風險，制訂只存款於有信貸評級B+級或以上之財務機構之政策。

下表呈列於二零零八年及二零零七年十二月三十一日存款於不同評級之銀行存款結餘。管理層預期不會因該等銀行不履約而產生任何虧損。

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
訂約方	Counterpart		
評級A+之銀行	Banks with A+ rating	29	227
評級A或A-之銀行	Banks with A or A- rating	454	259
評級B+之銀行	Banks with B+ rating	1	33
		484	519

現有信貸評級源自標準普爾。

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(ii) Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, trade and other receivables, rental deposits and amounts due from related parties. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. As at December 31, 2008, all the bank deposits are deposited in the high quality financial institutions without significant credit risk.

The Group will limit the amount of credit exposure to place deposits in reputable financial institutions with credit rating of B+ or above only.

The table below shows the deposit balances with banks of various rating as at December 31, 2008 and 2007. Management does not expect any losses from non-performance by these banks.

The source of current credit rating is from Standard & Poor.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

零售銷售一般透過現金、普及信用卡或有信譽及分散之百貨公司付款。本集團僅與具備良好信貸記錄之批發客戶進行信貸銷售，信貸期為六十天內。

下表呈列於二零零八年及二零零七年十二月三十一日之主要債務人。

(以港幣百萬元為單位)

		集團 Group	
	(In HK\$ millions)	2008	2007
訂約方	Counterpart		
業主	Landlords	280	277
百貨公司	Department stores	166	158
跨國公司	Multinational companies	-	63
關聯人士 (附註35)	Related parties (note 35)	32	29
應收信用卡賬款	Credit card receivables	8	12
		486	539

此等訂約方於過往並無壞賬記錄。本集團持有由一業主發出之銀行擔保為港幣七千萬元 (二零零七年：港幣七千三百萬元)。

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Retail sales are usually made in cash, via popular credit cards or through reputable and dispersed department stores. The Group's credit sales are only made to wholesale customers with an appropriate credit history and on credit terms within 60 days.

The table below shows the major types of debtors as at December 31, 2008 and 2007.

These counterparts have no default history in the past. The Group holds a bank guarantee of HK\$70 million (2007: HK\$73 million) from a landlord.

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險

本集團透過維持充裕銀行融資以及來自經營現金流量及融資現金流量的現金及現金等值物，來控制流動資金風險。

下表根據於結算日至合約到期日餘下期間劃分本集團之財務負債至相關到期組別之分析。表中所披露金額為合約未折現現金流量。

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

The liquidity risk of the Group is controlled by maintaining sufficient banking facilities and cash and cash equivalents, which is generated from the operating cash flow and financing cash flow.

The table below analyzes the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(以港幣百萬元為單位)	(In HK\$ millions)	一年內	一至三年	總額
		Within 1 year	Between 1 and 3 years	
應付賬款	Trade payables	231	-	231
應計費用及其他應付款	Accruals and other payables	220	22	242
銀行貸款	Bank loans	78	-	78
於二零零八年十二月三十一日	As at December 31, 2008	529	22	551
應付賬款	Trade payables	300	-	300
應計費用及其他應付款	Accruals and other payables	343	3	346
銀行貸款	Bank loans	97	-	97
於二零零七年十二月三十一日	As at December 31, 2007	740	3	743

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

3. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iv) 現金流量利率風險

除按實際利率百分之二點四 (二零零七年: 百分之二點六) 計息之短期銀行借貸港幣七千八百萬元 (二零零七年: 港幣九千六百萬元) 外, 本集團並無重大計息負債。以浮動息率計息之短期銀行借貸令本集團面對現金流量利率風險, 惟該等風險對本集團之影響並不重大。本集團之收入及經營現金流量大致上不受市場利率變動影響。管理層預期來自利率變動的影響並不重大。

(b) 資金管理風險

本集團的資金管理目標, 是保障本集團能持續營運之能力, 以及為股東提供最大回報及令其他權益持有人獲益。

本集團之負債比率為百分之四點二 (二零零七年: 百分之五), 為優化資本結構, 本集團可能會增加長期借貸、調整派付予股東的股息金額、向股東發還資本及發行新股。

下表為本集團之資本結構分析。

(以港幣百萬元為單位)

權益總額

本集團的策略為維持穩固的資本基礎, 以為長期經營及業務發展提供支持。於二零零八年及二零零七年十二月三十一日年度內, 本集團之宗旨、政策或過程未有改變。

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(iv) Cash flow interest rate risk

Except for the short-term bank borrowings of HK\$78 million (2007: HK\$96 million) held at effective interest rates of 2.4 percent (2007: 2.6 percent); the Group has no significant interest-bearing liabilities. The short-term bank borrowings at floating rate expose the Group to cash flow interest rate risk which is insignificant to the Group. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact resulted from the changes in interest rates.

(b) Capital risk management

The Group's objectives on managing capital are to safeguard the Group's ability to continue as a going concern as well as maximizing returns for shareholders and benefits for other stakeholders.

The Group has a low gearing ratio of 4.2 percent (2007: 5.0 percent). In order to improve the capital structure, the Group may raise long term debts, adjust the amount of dividends paid to shareholders, return capital to shareholders and issue new shares.

The table below analyzes the Group's capital structure.

	集團 Group	
	2008	2007
(In HK\$ millions)		
Total equity	1,906	2,026

The Group's strategy is to maintain a solid base to support the operations and development of its business in the long term. No changes were made in the objectives, policies or processes during the years ended December 31, 2008 and 2007.

4. 重要會計估計及判斷

估計及判斷之評估會持續地進行，並以過往使用經驗及其他因素作為基礎，包括在目前情況下對未來事件的合理預期。

重要會計估計及假設

本集團對未來作出估計及假設。所得之會計估計理論上難以與相關的實際結果相同。以下所論述之估計及假設有相當風險會引致須於下個財政年度對資產和負債之賬面值作重大調整。

(i) 所得稅

本集團須於多個司法權區繳納利得稅。在為利得稅釐定全球撥備時需要運用相當程度的判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之期間內的利得稅及遞延稅項撥備。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

二零零八年十二月三十一日
December 31, 2008

4. 重要會計估計及判斷 (續)

重要會計估計及假設 (續)

(ii) 評估非流動資產減值

每當有事件或情況之改變顯示須作折舊及攤銷之非流動資產之入賬值可能不可收回時，本集團便對該等資產進行減值審閱。管理層評估各非流動資產之可回收金額時，乃按預期未來使用該等資產之計劃，根據其使用價值或其售價淨值(參照市場價格)進行評估。該等計算須使用判斷及估計。

(iii) 折舊

物業、機器及設備乃按其預計使用年期以直線法折舊。本集團定期審閱該等資產之預計使用年期以釐定於任何報告期內支出之數額。使用年期乃根據本集團對相類似之資產之過往經驗而釐定。如過往之估計有重大改變，則調整在將來期間之折舊支出。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

Critical accounting estimates and assumptions (continued)

(ii) Assessment of impairment of non-current assets

The Group conducts impairment reviews of non-current assets that are subject to depreciation and amortization whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Management assesses the recoverable amount of each non-current asset based on its value in use or on its net selling price (by reference to market prices), depending upon the anticipated future plans for the assets. These calculations require the use of judgments and estimates.

(iii) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation for future periods is adjusted if there are material changes from previous estimates.

二零零八年十二月三十一日
December 31, 2008

4. 重要會計估計及判斷 (續)

重要會計估計及假設 (續)

(iv) 存貨可變現淨值

存貨可變現淨值指日常業務估計售價扣除估計銷售開支。有關估計根據現行市況及過往出售類似產品之經驗而作出。相關估計可能因本集團經營地點之經濟狀況出現變動以及客戶口味及競爭對手就回應市況變動所採取措施而出現重大變動。管理層於各結算日重新評估此等估計。

(v) 於損益帳按公平值處理的金融資產之公平值

在沒有交投活躍之市場下，於損益帳按公允值處理的金融資產之公平價值，將採用估值方法釐定。該等方法包括參考以往發生之公平市場交易，其他大致同類之金融工具現行市場價格、折現現金流量之分析 and 期權定價模式。

(vi) 估計可供出售之金融資產的公平值

由於類似之可出售投資在活躍市場上並無現價，故本集團根據多個來源之不同資料（包括可供出售之投資最新財務資料），以估值技術釐定可供出售之金融資產的公允值。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

Critical accounting estimates and assumptions (continued)

(iv) Net realizable value of inventories

Net realizable value of inventories is the estimated selling prices in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date.

(v) Fair value of financial asset at fair value through profit or loss

The fair value of financial asset at fair value through profit or loss that are not traded in an active market is determined by using valuation techniques. Such techniques include using historical arm's length market transaction; reference to current market value of another instrument; discounting cash flow analysis and option pricing models.

(vi) Estimated fair value of available-for-sale financial asset

In the absence of current prices in an active market for similar available-for-sale financial asset, the Group determines the fair values by using valuation technique which based on information from a variety of sources, including the latest financial information of the available-for-sale financial asset.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

5. 營業額、其他收入及分部資料

本集團主要業務為零售及分銷其*Giordano*、*Giordano Concepts*、*Giordano Ladies*、*Giordano Junior*及*BSX*等品牌之便服及配襯用品。於年內，本集團出售其主要製造業務（附註20）並有限度繼續經營成衣貿易及製造業務。

本年度已確認之營業額及其他收入如下：

5. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION

The principal business of the Group is retail and distribution of casual apparel and accessories under *Giordano*, *Giordano Concepts*, *Giordano Ladies*, *Giordano Junior* and *BSX* brands. During the year, the Group has disposed of its principal manufacturing operation (note 20) and continues to carry on limited garment trading and manufacturing operation.

Turnover and other income recognized during the year are as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團	
		2008	2007
持續經營業務	Continuing operations		
營業額	Turnover		
零售及分銷業務之 銷售收入	Sales revenue from retail and distribution operation	4,709	4,420
成衣貿易及製造業務之 銷售收入	Sales revenue from garment trading and manufacturing operation	1	9
		4,710	4,429
其他收入	Other income		
利息收入	Interest income	10	13
佣金收入	Commission income	14	6
租金收入	Rental income	39	31
特許權收入	Royalty income	14	17
匯兌收益淨額	Net exchange gain	10	24
再投資退稅（附註）	Reinvestment tax refund (note)	33	-
於損益表按公平值入賬金融資產 之收益	Gain on financial asset at fair value through profit or loss	1	-
其他收入	Other income	20	15
		141	106

二零零八年十二月三十一日
December 31, 2008

5. 營業額、其他收入及分部資料 (續)

附註:

本年度內，本集團再投資約港幣一億六千八百萬元於中國若干附屬公司已被中國政府確認為合資格再投資退稅。該等附屬公司之已經繳納之企業所得稅項，因此項再投資而獲得中國政府退回百分之四十共約港幣三千三百萬元之退稅。

5. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION (continued)

Note:

During the year, approximately HK\$168 million of the Group's reinvestment in certain subsidiaries had been approved by the PRC government as qualified for a reinvestment tax refund and accordingly, 40.0 percent of the enterprise income tax previously levied on the subsidiaries in relation to such reinvestment totalling approximately HK\$33 million has been refunded by the PRC government.

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
非持續經營業務	Discontinued operations		
營業額	Turnover		
成衣貿易及製造業務之 銷售收入	Sales revenue from garment trading and manufacturing operation	338	521
其他收入	Other income		
匯兌(虧損)/收益淨額	Net exchange (loss)/gain	(2)	2
其他收入	Other income	5	0
		3	2

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

5. 營業額、其他收入及分部資料 (續)

(a) 主要報告形式－業務分部

分部資產主要包括物業、機器及設備、存貨、個別業務分類應佔應收款項及經營現金。分部資產並不包括未可分配之企業資產。

分部負債包括經營負債。分部負債並不包括項目如稅項及未可分配之企業借貸。

如附註14所載，資本開支包括物業、機器及設備之添置。

分部間銷售是在正常業務範圍內進行，交易價格及條款可與集團其他第三者客戶相比。

		持續經營業務		非持續經營業務		抵銷項 Eliminations	集團 Group
		零售及 分銷業務 Retail and distribution	成衣貿易及 製造業務 Garment trading and manufacturing	成衣貿易及 製造業務 Garment trading and manufacturing			
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2008	2008	2008	2008	2008
營業額	Turnover						
對外銷售	External sales	4,709	1	338	-		
分部間銷售	Inter-segment sales	-	118	147	(265)		
		4,709	119	485	(265)		5,048
分部業績	Segment results						
經營溢利/(虧損)	Operating profit/(loss)	324	6	(5)	-		325
融資費用	Finance expense	(2)	-	(1)	-		(3)
出售一共同控制公司之溢利	Gain on disposal of a jointly controlled company	-	17	-	-		17
出售一附屬公司之溢利	Gain on disposal of a subsidiary	-	-	24	-		24
應佔共同控制公司溢利	Share of profit of jointly controlled companies	22	3	-	-		25
應佔一聯營公司溢利	Share of profit of an associate	11	-	-	-		11
除稅前溢利	Profit before taxation						399
稅項	Taxation	(82)	-	-	-		(82)
除稅後溢利	Profit after taxation						317
少數股東權益	Minority interests	(9)	-	3	-		(6)
股東應佔溢利	Profit attributable to shareholders						311
資產	Assets						
分部資產	Segment assets	1,868	175	-	-		2,043
共同控制公司權益	Interest in jointly controlled companies	262	-	-	-		262
一聯營公司權益	Interest in an associate	43	-	-	-		43
未可分配之資產	Unallocated corporate assets						209
資產總額	Total assets						2,557
負債	Liabilities						
分部負債	Segment liabilities	439	28	-	-		467
未可分配之負債	Unallocated corporate liabilities						184
負債總額	Total liabilities						651
其他資料	Other information						
資本開支 (附註14)	Capital expenditure (note 14)	105	2	2	-		109
折舊 (附註6)	Depreciation (note 6)	116	4	10	-		130
物業、機器及設備減值 (附註6)	Impairment of property, plant and equipment (note 6)	8	-	-	-		8
租賃土地預付款項攤銷 (附註6)	Amortization of leasehold land prepayments (note 6)	9	-	-	-		9

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

5. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION (continued)

(a) Primary reporting format – business segments

Segment assets consist of primarily property, plant and equipment, inventories, receivables and operating cash attributable to individual business segment. They exclude unallocated corporate assets.

Segment liabilities comprise operating liabilities. They exclude items such as taxation and unallocated corporate borrowings.

Capital expenditure comprises additions to property, plant and equipment as set out in note 14.

Inter-segment sales were conducted in the normal course of business at prices and terms comparable to the other third party customers of the Group.

		持續經營業務		非持續經營業務		抵銷項	集團
		Continuing operations	Discontinued operations	Continuing operations	Discontinued operations		
		零售及分銷業務 Retail and distribution	成衣貿易及製造業務 Garment trading and manufacturing	成衣貿易及製造業務 Garment trading and manufacturing			
(以港幣百萬元為單位)	(In HK\$ millions)	2007	2007	2007	2007	2007	2007
營業額	Turnover						
對外銷售	External sales	4,420	9	521	-		
分部間銷售	Inter-segment sales	-	100	306	(406)		
		4,420	109	827	(406)		4,950
分部業績	Segment results						
經營溢利/(虧損)	Operating profit/(loss)	384	(3)	3	-		384
融資費用	Finance expense	(1)	-	(1)	-		(2)
應佔共同控制公司溢利	Share of profit of jointly controlled companies	13	10	-	-		23
應佔一聯營公司溢利	Share of profit of an associate	12	-	-	-		12
除稅前溢利	Profit before taxation						417
稅項	Taxation	(112)	-	(1)	-		(113)
除稅後溢利	Profit after taxation						304
少數股東權益	Minority interests	(9)	-	-	-		(9)
股東應佔溢利	Profit attributable to shareholders						295
資產	Assets						
分部資產	Segment assets	1,945	177	285	-		2,407
共同控制公司權益	Interest in jointly controlled companies	342	33	-	-		375
一聯營公司權益	Interest in an associate	43	-	-	-		43
未可分配之資產	Unallocated corporate assets						110
資產總額	Total assets						2,935
負債	Liabilities						
分部負債	Segment liabilities	453	29	157	-		639
未可分配之負債	Unallocated corporate liabilities						270
負債總額	Total liabilities						909
其他資料	Other information						
資本開支 (附註14)	Capital expenditure (note 14)	126	2	14	-		142
折舊 (附註6)	Depreciation (note 6)	103	4	11	-		118
物業、機器及設備減值 (附註6)	Impairment of property, plant and equipment (note 6)	3	-	-	-		3
租賃土地預付款項攤銷 (附註6)	Amortization of leasehold land prepayments (note 6)	9	-	-	-		9

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

5. 營業額、其他收入及分部資料 (續)

(b) 次要報告形式 – 地區分部

營業額乃根據客戶所在地分配。資產總額及資本開支乃根據該等資產所在地分配。

下表為本集團營業額、資本開支及資產總額按地域的分析。

		持續經營業務		非持續經營業務		總計		資產總額
		Continuing operations		Discontinued operations		Total		
		營業額	資本開支	營業額	資本開支	營業額	資本開支	Total assets
		Turnover	expenditure	Turnover	expenditure	Turnover	expenditure	assets
		2008	2008	2008	2008	2008	2008	2008
(以港幣百萬元為單位)	(In HK\$ millions)							
中國大陸	Mainland China	1,690	52	86	2	1,776	54	998
香港	Hong Kong	802	17	51	-	853	17	638
台灣	Taiwan	634	13	22	-	656	13	180
新加坡	Singapore	368	8	8	-	376	8	84
中東	Middle East	249	-	-	-	249	-	-
澳洲	Australia	218	1	5	-	223	1	39
馬來西亞	Malaysia	168	5	19	-	187	5	52
韓國	Korea	117	-	42	-	159	-	-
日本	Japan	27	-	11	-	38	-	15
其他	Others	437	11	94	-	531	11	185
		4,710	107	338	2	5,048	109	2,191
共同控制公司權益	Interest in jointly controlled companies							262
一聯營公司權益	Interest in an associate							43
未可分配之資產	Unallocated corporate assets							61
資產總額	Total assets							2,557

5. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION (continued)

(b) Secondary reporting format – geographical segments

Turnover is allocated based on the location of customers. Total assets and capital expenditure are allocated based on the location of those assets.

The following table provides an analysis of the Group's turnover, capital expenditure and total assets by geographical locations.

二零零八年十二月三十一日
December 31, 2008

5. 營業額、其他收入及分部資料 (續)

5. TURNOVER, OTHER INCOME AND SEGMENT INFORMATION (continued)

(b) 次要報告形式 – 地區分部 (續)

(b) Secondary reporting format – geographical segments (continued)

		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total		資產總額 Total assets
		營業額 Turnover	資本開支 Capital expenditure	營業額 Turnover	資本開支 Capital expenditure	營業額 Turnover	資本開支 Capital expenditure	
(以港幣百萬元為單位) (In HK\$ millions)		2007	2007	2007	2007	2007	2007	2007
中國大陸	Mainland China	1,358	27	107	14	1,465	41	1,087
香港	Hong Kong	860	20	103	-	963	20	608
台灣	Taiwan	649	27	28	-	677	27	231
新加坡	Singapore	390	15	19	-	409	15	122
中東	Middle East	203	-	-	-	203	-	-
澳洲	Australia	235	13	12	-	247	13	65
馬來西亞	Malaysia	151	9	13	-	164	9	49
韓國	Korea	145	-	38	-	183	-	-
日本	Japan	39	1	54	-	93	1	23
其他	Others	399	16	147	-	546	16	294
		4,429	128	521	14	4,950	142	2,479
共同控制公司權益	Interest in jointly controlled companies							375
一聯營公司權益	Interest in an associate							43
未可分配之資產	Unallocated corporate assets							38
資產總額	Total assets							2,935

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

6. 經營溢利

6. OPERATING PROFIT

		集團 Group					
		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007	2008	2007	2008	2007
經營溢利已扣除下列各項：	The operating profit is stated after charging:						
租賃土地預付款項攤銷	Amortization of leasehold land prepayments	9	9	-	-	9	9
核數師酬金	Auditor's remuneration	4	3	1	1	5	4
物業、機器及設備折舊	Depreciation of property, plant and equipment	117	105	10	11	127	116
投資物業折舊	Depreciation of investment property	3	2	-	-	3	2
物業、機器及設備減值	Impairment of property, plant and equipment	8	3	-	-	8	3
出售物業、機器及設備之淨虧損	Net loss on disposal of property, plant and equipment	2	3	-	-	2	3
土地及樓宇之經營租賃費用	Operating lease rentals in respect of land and buildings						
– 最低租金支出	– minimum lease payments	688	609	7	10	695	619
– 或然租金費用	– contingent rent	215	193	-	-	215	193
陳舊存貨(撥回)/準備及存貨撇銷	(Written back)/provision for obsolete stock and stock written off	(3)	12	10	11	7	23
員工成本(附註8)	Staff costs (note 8)	725	678	62	76	787	754

7. 融資費用

7. FINANCE EXPENSE

		集團 Group					
		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007	2008	2007	2008	2007
銀行貸款利息	Interest on bank loans	2	1	1	1	3	2

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

8. 員工成本

8. STAFF COSTS

		集團 Group					
		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007	2008	2007	2008	2007
薪金及工資 (包括董事酬金)	Salaries and wages (including directors' emoluments)	645	623	62	76	707	699
購股權費用	Share option expense	12	1	-	-	12	1
退休金 — 界定供款計劃	Pension cost — defined contribution plans	68	54	-	-	68	54
		725	678	62	76	787	754

本年度內，本集團沒有運用未能領取之供款（二零零七年：無）以減低供款水平。於二零零八年及二零零七年十二月三十一日，沒有可供來年使用之未能領取供款。

During the year, no unvested benefits were utilized by the Group to reduce the level of contributions (2007: Nil). As at December 31, 2008 and 2007, no unvested benefits were available to be utilized in the future years.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

9. 董事及高級管理人員 酬金

(a) 董事酬金

截至二零零八年十二月三十一日止年度
內各董事的酬金詳列如下：

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments of every director for the year ended
December 31, 2008 is set out below:

董事姓名	Name of Directors	袍金 Fees	薪金 Salaries	花紅 Bonuses	認股權 Share options	其他津貼 [#] Other benefits [#]	僱主退休金 供款 Employer's contribution to pension schemes	合計 Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
2008								
劉國權	LAU Kwok Kuen, Peter	-	2,689	7,963	514	1,452	12	12,630
馮永昌 ¹	FUNG Wing Cheong, Charles ¹	-	1,218	-	-	100	32	1,350
馬灼安	MAH Chuck On, Bernard	-	2,132	1,000	343	218	12	3,705
區文柱 ^{#2}	AU Man Chu, Milton ^{#2}	115	-	-	-	-	-	115
畢滌凡 [*]	Barry John BUTTIFANT [*]	350	-	-	-	-	-	350
鄺其志 [*]	KWONG Ki Chi [*]	350	-	-	-	-	-	350
李鵬飛 [*]	LEE Peng Fei, Allen [*]	350	-	-	-	-	-	350
梁覺 ^{#3}	LEUNG Kwok ^{#3}	138	-	-	-	-	-	138
		1,303	6,039	8,963	857	1,770	56	18,988
2007								
劉國權	LAU Kwok Kuen, Peter	-	2,618	10,344	-	1,386	12	14,360
馮永昌	FUNG Wing Cheong, Charles	-	1,919	-	-	104	50	2,073
馬灼安	MAH Chuck On, Bernard	-	2,132	1,500	-	218	12	3,862
歐文柱 [*]	AU Man Chu, Milton [*]	275	-	-	-	-	-	275
畢滌凡 [*]	Barry John BUTTIFANT [*]	275	-	-	-	-	-	275
鄺其志 [*]	KWONG Ki Chi [*]	275	-	-	-	-	-	275
李鵬飛 [*]	LEE Peng Fei, Allen [*]	275	-	-	-	-	-	275
		1,100	6,669	11,844	-	1,708	74	21,395

* 獨立非執行董事

* Independent non-executive directors

[^] 非執行董事

[^] Non-executive director

[#] 其他收益包括保險供款、房屋及稅項津貼

[#] Other benefits include insurance premium, housing and tax allowances

¹ 於二零零八年七月十五日辭退董事

¹ Resigned as a director on July 15, 2008

² 於二零零八年五月十四日退任董事

² Retired as a director on May 14, 2008

³ 於二零零八年七月一日委任董事

³ Appointed as a director on July 1, 2008

二零零八年十二月三十一日
December 31, 2008

9. 董事及高級管理人員 酬金 (續)

(a) 董事酬金 (續)

於本年度內，向本公司董事支付之酬金總額如下：

(以港幣百萬元為單位)

袍金
其他酬金：
 基本薪金、房屋津貼、
 其他津貼及實物收益
花紅
購股權
退休金供款

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

The aggregate amount of emoluments payable to directors of the Company during the year is as follows:

(In HK\$ millions)

	2008	2007
Fees	1	1
Other emoluments:		
Basic salaries, housing allowances, other allowances and benefits in kind	8	8
Bonuses	9	12
Share options	1	-
Pension contributions	-	-
	19	21

(b) 五位最高薪職員

於本年度內，本集團五位最高薪職員中包括兩位 (二零零七年：三位) 董事，其酬金之詳情已於上文披露。付予餘下三位 (二零零七年：兩位) 最高薪職員酬金總額如下：

(以港幣百萬元為單位)

基本薪金、房屋津貼、
 其他津貼及實物收益
花紅

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2007: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining three (2007: two) individuals during the year are as follows:

(In HK\$ millions)

	2008	2007
Basic salaries, housing allowances, other allowances and benefits in kind	7	3
Bonuses	2	1
	9	4

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

9. 董事及高級管理人員 酬金 (續)

(b) 五位最高薪職員 (續)

餘下最高薪職員按酬金組別歸類如下：

酬金組別 Emolument bands	人數 Number of individuals	
	2008	2007
港幣 HK\$		
2,000,001 – 2,500,000	2	1
2,500,001 – 3,000,000	–	1
5,000,001 – 5,500,000	1	–

9. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(b) Five highest paid individuals (continued)

The emoluments of the remaining highest paid individuals fell within the following bands:

10. 稅項

綜合損益表內之
稅項支出為：

10. TAXATION

The charge for taxation in the consolidated profit and loss account represents:

(以港幣百萬元為單位) (In HK\$ millions)		集團 Group					
		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total	
		2008	2007	2008	2007	2008	2007
所得稅項	Income tax						
本年度所得稅項	Current income tax						
– 香港利得稅	– Hong Kong profits tax	15	22	–	1	15	23
– 香港以外	– Outside Hong Kong	61	82	–	–	61	82
– 附屬公司及 共同控制公司 之可分配扣繳稅項	– Withholding tax on distribution from subsidiaries and a jointly controlled company	7	6	–	–	7	6
遞延稅項	Deferred tax						
關於短暫性差異之衍生及 撥回	Relating to the origination and reversal of temporary differences	4	1	–	–	4	1
稅率改變之影響	Effect of changes in tax rate	–	1	–	–	–	1
過往期間準備剩餘	Over provision in previous year						
– 香港利得稅	– Hong Kong profits tax	(1)	–	–	–	(1)	–
– 香港以外	– Outside Hong Kong	(4)	–	–	–	(4)	–
稅項支出	Taxation charge	82	112	–	1	82	113

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

10. 稅項 (續)

10. TAXATION (continued)

本集團之稅項支出與本公司以本港稅率而計算之除稅前溢利稅項之調節表如下：

Reconciliation of the Group's profit before taxation at the tax rate of Hong Kong to the taxation charge is as follows:

		集團 Group					
		持續經營業務 Continuing operations		非持續經營業務 Discontinued operations		總計 Total	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007	2008	2007	2008	2007
除稅前溢利 (不包括應佔共同控制公司及聯營公司溢利)	Profit before taxation (before share of profit of jointly controlled companies and an associate)	345	380	18	2	363	382
按稅率百分之十六點五 (二零零七年：百分之十七點五) 計算	Calculated at a taxation rate of 16.5% (2007: 17.5%)	57	67	3	-	60	67
其他國家不同稅率之影響	Effect of different tax rates in other countries	12	28	-	1	12	29
不可扣稅之支出	Expenses not deductible for tax purpose	9	8	2	-	11	8
未確認之遞延稅項資產	Deferred tax assets not recognized	22	10	-	-	22	10
無須課稅之收入	Income not subject to tax	(23)	(14)	(5)	-	(28)	(14)
使用早前未有確認之稅損	Utilization of previously unrecognized tax losses	(1)	(1)	-	-	(1)	(1)
扣繳稅項	Withholding tax	11	13	-	-	11	13
過往年度準備剩餘	Over provision in previous year	(5)	-	-	-	(5)	-
稅率改變之影響	Effect of changes in tax rates	-	1	-	-	-	1
稅項支出	Taxation charge	82	112	-	1	82	113

本公司及其香港附屬公司之稅項準備是根據本年度從香港賺取或源自香港之估計應課稅溢利按現稅率百分之十六點五 (二零零七年：百分之十七點五) 計算。

The provision for taxation of the Company and its Hong Kong subsidiaries is calculated by applying the current rate of taxation of 16.5 percent (2007: 17.5 percent) to the estimated assessable profits earned in or derived from Hong Kong during the year.

其他於香港以外之附屬公司之利得稅項是根據適用於各司法權區之稅率而計算。

Taxation on the profits of other subsidiaries operating outside Hong Kong is calculated at the rates applicable in the respective jurisdictions.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

11. 股東應佔溢利

股東應佔集團之綜合溢利為港幣三億一千一百萬元（二零零七年：港幣二億九千五百萬元），包括在本公司財務報表內已計入之股東應佔溢利為港幣一億四千七百萬元（二零零七年：港幣六千一百萬元）。

11. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The Group's consolidated profit attributable to shareholders of the Company of HK\$311 million (2007: HK\$295 million) includes a profit of HK\$147 million (2007: HK\$61 million) which has been dealt with in the financial statements of the Company.

12. 股息

(a) 本年度股息如下：

(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
已宣布及已派發之中期股息 每股港幣四點五仙 (二零零七年：每股港幣四點五仙)	Interim dividend declared and paid of 4.5 HK cents (2007: 4.5 HK cents) per share	67	67
已宣布及已派發之特別中期股息 每股港幣二仙 (二零零七年：每股港幣二仙)	Special interim dividend declared and paid of 2.0 HK cents (2007: 2.0 HK cents) per share	30	30
		97	97
於結算日後建議之末期股息 每股港幣三仙 (二零零七年：每股港幣五仙)	Final dividend proposed after the balance sheet date of 3.0 HK cents (2007: 5.0 HK cents) per share	45	75
於結算日後建議之特別末期股息 每股港幣零仙 (二零零七年：每股港幣一角)	Special final dividend proposed after the balance sheet date of 0.0 HK cent (2007: 10.0 HK cents) per share	-	149
		45	224
		142	321

(a) Dividends attributable to the year:

於二零零九年三月二十六日舉行之董事會會議上，董事建議派發末期股息每股港幣三仙。此項擬派息在結算當日並無確認為負債。

At the board meeting held on March 26, 2009, the directors proposed a final dividend of 3.0 HK cents per share. This proposed dividend has not been recognized as a liability at the balance sheet date.

二零零八年十二月三十一日
December 31, 2008

12. 股息 (續)

(b) 屬於上一年度，並於本年度內通過及支付的股息：

(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
已批准及派發二零零七年末期股息 每股港幣五仙 (二零零六年：每股港幣五仙)	2007 final dividend approved and paid of 5.0 HK cents (2006: 5.0 HK cents) per share	75	75
已批准及派發二零零七年特別末期股息 每股港幣一角 (二零零六年：每股港幣一角五仙)	2007 special final dividend approved and paid of 10.0 HK cents (2006: 15.0 HK cents) per share	149	223
		224	298

12. DIVIDENDS (continued)

(b) Dividends attributable to the previous year, approved and paid during the year:

13. 每股盈利

每股基本及攤薄盈利乃按下列本年度股東應佔綜合溢利計算：

(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
持續經營業務	Continuing operations	290	294
非持續經營業務	Discontinued operations	21	1
		311	295

The calculations of basic and diluted earnings per share are based on the consolidated profit attributable to shareholders for the year as set out below:

每股基本盈利乃按本年度內已發行股份之加權平均股數十四億九千一百六十萬八千三百七十六股(二零零七年：十四億九千一百三十二萬二千四百四十七股)計算。

The basic earnings per share is based on the weighted average of 1,491,608,376 shares (2007: 1,491,322,447 shares) in issue during the year.

每股攤薄盈利乃按十四億九千一百六十萬八千三百七十六股(二零零七年：十四億九千一百三十二萬二千四百四十七股)，即本年內已發行股份之加權平均股數，加上假設根據本公司購股權計劃授出之所有未行使購股權皆已行使而發行之股份之加權平均股數九萬一千一百四十四股(二零零七年：七十八萬七千零三十七股)計算。

The diluted earnings per share is based on 1,491,608,376 shares (2007: 1,491,322,447 shares) which is the weighted average number of shares in issue during the year plus the weighted average of 91,144 shares (2007: 787,037 shares) deemed to be issued if all outstanding share options granted under the share option scheme of the Company had been exercised.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

14. 物業、機器及設備

14. PROPERTY, PLANT AND EQUIPMENT

集團

Group

		永久業權之 土地及樓宇 Freehold land & buildings	樓宇 Buildings	機器 Plant	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
(以港幣百萬元為單位)	(In HK\$ millions)						
成本值	Cost						
於二零零八年一月一日	At January 1, 2008	42	24	98	844	22	1,030
換算差額	Translation difference	(1)	-	2	(24)	(1)	(24)
添置	Additions	-	-	1	107	1	109
出售-附屬公司時轉出	Disposal of a subsidiary	-	-	(45)	(35)	(1)	(81)
出售	Disposals	-	-	(5)	(85)	(2)	(92)
於二零零八年十二月三十一日	At December 31, 2008	41	24	51	807	19	942
累積折舊及 減值	Accumulated depreciation and impairment						
於二零零八年一月一日	At January 1, 2008	7	2	76	643	15	743
換算差額	Translation difference	-	-	-	(24)	-	(24)
本年度折舊	Charge for the year	1	1	5	118	2	127
減值	Impairment	-	-	-	8	-	8
出售-附屬公司時轉出	Disposal of a subsidiary	-	-	(27)	(23)	(1)	(51)
出售	Disposals	-	-	(5)	(81)	(2)	(88)
於二零零八年十二月三十一日	At December 31, 2008	8	3	49	641	14	715
於二零零八年十二月三十一日之賬面淨值	Net book value at December 31, 2008	33	21	2	166	5	227

減值已分別於二零零八年及二零零七年十二月三十一日止年度支銷。減值金額為租賃物業裝修、傢俬及辦公室設備之賬面值超出其可收回金額之差額。可收回金額乃管理層根據有關資產分別於二零零八年及二零零七年十二月三十一日之估計使用價計算。

Impairment had been charged for the year ended December 31, 2008 and 2007 respectively. The impairment charge was the amount by which the carrying amount of the leasehold improvements, furniture and office equipment exceeded its recoverable amount which was determined based on the value-in-use of the relevant assets estimated by management as at December 31, 2008 and 2007 respectively.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

14. 物業、機器及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

集團

Group

(以港幣百萬元為單位)	(In HK\$ millions)	永久業權之 土地及樓宇 Freehold land & buildings	樓宇 Buildings	機器 Plant	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
成本值	Cost						
於二零零七年一月一日	At January 1, 2007	37	24	88	722	19	890
換算差額	Translation difference	-	-	2	32	1	35
添置	Additions	5	-	9	124	4	142
出售	Disposals	-	-	(1)	(34)	(2)	(37)
於二零零七年十二月三十一日	At December 31, 2007	42	24	98	844	22	1,030
累積折舊及 減值	Accumulated depreciation and impairment						
於二零零七年一月一日	At January 1, 2007	7	1	69	538	14	629
換算差額	Translation difference	-	-	1	24	1	26
本年度折舊	Charge for the year	-	1	6	107	2	116
減值	Impairment	-	-	-	3	-	3
出售	Disposals	-	-	-	(29)	(2)	(31)
於二零零七年十二月三十一日	At December 31, 2007	7	2	76	643	15	743
於二零零七年十二月三十一日之賬面淨值	Net book value at December 31, 2007	35	22	22	201	7	287

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

14. 物業、機器及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

集團

Group

- (a) 於二零零八年及二零零七年十二月三十一日，並無物業、機器及設備以融資租賃方式持有。
- (b) 永久業權之土地及樓宇位於台灣及印尼。
- (c) 樓宇之賬面淨值分析如下：

- (a) As at December 31 of 2008 and 2007, no property, plant and equipment was held under finance lease.
- (b) The freehold land and buildings are situated in Taiwan and Indonesia.
- (c) The analysis of the net book value of buildings is as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		Group	2007	Company	2007
在香港持有	In Hong Kong, held on				
– 十年至五十年租約	– leases of between 10 and 50 years	18	18	9	9
在香港以外持有	Outside Hong Kong, held on				
– 十年至五十年租約	– leases of between 10 and 50 years	1	1	–	–
– 多於五十年租約	– leases of over 50 years	2	3	–	–
		3	4	–	–
於十二月三十一日	At December 31	21	22	9	9

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

14. 物業、機器及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

公司

Company

(以港幣百萬元為單位)	(In HK\$ millions)	樓宇 Buildings	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	合計 Total
成本值	Cost			
於二零零八年一月一日及 二零零八年十二月三十一日	At January 1, 2008 and December 31, 2008	11	3	14
累積折舊	Accumulated depreciation			
於二零零八年一月一日	At January 1, 2008	2	3	5
本年度折舊	Charge for the year	-	-	-
於二零零八年十二月三十一日	At December 31, 2008	2	3	5
於二零零八年十二月三十一日之 賬面淨值	Net book value at December 31, 2008	9	-	9

(以港幣百萬元為單位)	(In HK\$ millions)	樓宇 Buildings	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	合計 Total
成本值	Cost			
於二零零七年一月一日及 二零零七年十二月三十一日	At January 1, 2007 and December 31, 2007	11	3	14
累積折舊	Accumulated depreciation			
於二零零七年一月一日	At January 1, 2007	1	3	4
本年度折舊	Charge for the year	1	-	1
於二零零七年十二月三十一日	At December 31, 2007	2	3	5
於二零零七年十二月三十一日之 賬面淨值	Net book value at December 31, 2007	9	-	9

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

15. 投資物業

15. INVESTMENT PROPERTY

本集團持有一物業作長期收租。

The Group has a property which is held for long-term rental yields.

		集團 Group	
		2008	2007
(以港幣百萬元為單位)		(In HK\$ millions)	
成本值	Cost		
於一月一日及十二月三十一日	At January 1 and December 31	101	101
累積折舊	Accumulated depreciation		
於一月一日	At January 1	17	15
本年度折舊	Charge for the year	3	2
於十二月三十一日	At December 31	20	17
於十二月三十一日之賬面淨值	Net book value at December 31	81	84

該投資物業於二零零八年及二零零七年十二月三十一日之公平值由一獨立及持有專業資格之評值公司估值。估值乃根據土地現有市價及樓宇樓齡、現有狀況及功能老化等因素調整後之重置價而作出估計。於二零零八年十二月三十一日，該物業（包括租賃土地及樓宇部分）之總公平值為港幣一億四千五百萬元（二零零七年：港幣一億五千八百萬元）。在損益表中已包括該投資物業之租金收入為港幣一千一百萬元（二零零七年：港幣一千萬元）。

The fair value of the investment property at December 31, 2008 and 2007 was assessed by an independent professional valuation firm. Valuation was based on current market value of the land and on estimate of the replacement cost of building adjusted for age, condition and functional obsolescence. The total fair value of the property, including leasehold land and the building portion, was HK\$145 million as at December 31, 2008 (2007: HK\$158 million). In the profit and loss account, rental income relating to investment property of HK\$11 million (2007: HK\$10 million) was included.

二零零八年十二月三十一日
December 31, 2008

15. 投資物業 (續)

投資物業之賬面淨值分析如下:

		集團 Group	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
在香港以外持有 十年至五十年租約	Outside Hong Kong, held on lease of between 10 and 50 years	81	84

15. INVESTMENT PROPERTY (continued)

The net book value of the investment property is analyzed as follows:

16. 附屬公司權益

		公司 Company	
(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
非上市投資 (成本值)	Unlisted investment (at cost)	817	898
應收附屬公司款項	Amounts due from subsidiaries	409	499

16. INTEREST IN SUBSIDIARIES

於二零零八年及二零零七年結算日，應收附屬公司款項均為免息、無抵押及按要求還款。

As at the balance sheet date of 2008 and 2007, amounts due from subsidiaries are non-interest bearing, unsecured and repayable on demand.

主要附屬公司之詳情載於財務報表附註36。

Details of principal subsidiaries are set out in note 36 to the financial statements.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

17. 共同控制公司 權益

下列只包括主要影響本集團業績或資產之非上市共同控制公司之資料：

17. INTEREST IN JOINTLY CONTROLLED COMPANIES

The following list contains only the particulars of jointly controlled companies, all of which are unlisted, which principally affected the results or assets of the Group:

共同控制公司名稱 Name of jointly controlled company	成立及經營地點 Place of incorporation and operation	持有股份百分比率 Percentage of equity holding	已發行及全數繳足股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務 Principal activities
		2008	2007	
Giordano Corporation Limited*	大韓民國 Republic of Korea	48.7	48.8 一百零二萬七千六百六十股 每股面值五千韓圓之普通股 1,027,660 common stock of WON5,000 each	經營零售服裝及配襯用品 Retail of apparel and accessories
昌耀企業有限公司* Cheong Yiu Enterprises Limited*	香港 Hong Kong	49.0	49.0 二十萬股每股面值 港幣一元之普通股 200,000 ordinary shares of HK\$1 each	經營包裝物料貿易 Trading of packaging products
迅捷環球製衣(香港)有限公司# Speedy Garment Manufacturing (Hong Kong) Company Limited#	香港 Hong Kong	9.9	49.0 一股每股面值港幣一元之普通股 1 ordinary share of HK\$1 each	經營成衣貿易及投資控股 Trading of garments and investment holding
東莞迅捷環球製衣有限公司#	中國大陸 Mainland China	9.9	49.0 港幣一千萬元 HK\$10,000,000	從事生產及銷售服裝及配襯用品 Manufacturing and trading of apparel and accessories

於本年度減持權益之公司(附註19)

Companies whose shareholdings were reduced during the year (note 19)

* 間接持有之共同控制公司

* jointly controlled companies held indirectly

二零零八年十二月三十一日
December 31, 2008

17. 共同控制公司 權益 (續)

以下為本集團所佔該等非上市共同控制公司之資產、負債、業績及承擔：

17. INTEREST IN JOINTLY CONTROLLED COMPANIES (continued)

The Group's share of the assets, liabilities, results and commitments of its unlisted jointly controlled companies are as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團	
		2008	2007
流動資產	Current assets	206	333
流動負債	Current liabilities	(25)	(136)
非流動資產	Non-current assets	82	181
非流動負債	Non-current liabilities	(1)	(3)
所佔資產淨值	Share of net assets	262	375
收益	Revenue	565	789
費用	Expense	(531)	(759)
除稅前溢利	Profit before taxation	34	30
稅項	Taxation	(9)	(7)
應佔除稅後溢利	Share of profit after taxation	25	23
營業租賃之承擔	Operating lease commitments	57	57

本集團所持有之共同控制公司之權益並沒有涉及任何或然負債及資本承擔，而該等共同控制公司本身亦無任何或然負債及資本承擔。

There are no contingent liabilities and capital commitments relating to the Group's interest in the jointly controlled companies, and the jointly controlled companies have no contingent liabilities and capital commitments themselves.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

18. 一聯營公司權益

18. INTEREST IN AN ASSOCIATE

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
非上市股份 (成本值)	Unlisted shares (at cost)	1	1
所佔收購後溢利	Share of post-acquisition profits	41	41
所佔收購後儲備	Share of post-acquisition reserves	1	1
		43	43

下表只包括主要影響本集團業績或資產之非上市聯營公司之資料：

The following list contains only the particulars of an associate which is unlisted and principally affected the results or assets of the Group:

聯營公司名稱 Name of associate	成立及經營地點 Place of incorporation and operation	持有股份百分比率 Percentage of equity holding		已發行及全數繳足股本 Issued and fully paid share capital	主要業務 Principal activities
		2008	2007		
Giordano Fashions L.L.C.*	阿拉伯聯合酋長國 United Arab Emirates	20.0	20.0	三千股每股面值一千 沙地阿拉伯聯合酋長國 迪拉姆之股份 3,000 shares of AED1,000 each	經營零售服裝及配襯用品 Retail of apparel and accessories

* 間接持有之一聯營公司

* an associate held indirectly

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

18. 一聯營公司權益 (續)

本集團持有之非上市聯營公司權益如下:

18. INTEREST IN AN ASSOCIATE (continued)

The Group's interest in its unlisted associate is as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
資產	Assets	62	59
負債	Liabilities	(19)	(16)
所佔資產淨值	Share of net assets	43	43
收益	Revenue	108	93
除稅前溢利	Profit before taxation	11	12
稅項	Taxation	-	-
應佔除稅後溢利	Share of profit after taxation	11	12

19. 出售一共同控制公司溢利及可出售之金融資產

於二零零八年五月二十七日，本集團訂立買賣協議以現金價港幣四千二百二十萬元出售持有之Higrowth Ventures Limited (迅捷環球製衣(香港)有限公司之直接控股公司)百分之三十九點一權益，該公司原為本集團百分之四十九擁有之共同控制公司。該交易於二零零八年六月二日完成後，本集團錄得出售溢利港幣一千七百萬元。

於Higrowth Ventures Limited餘下之百分之九點九權益已重新分類為可出售之金融資產及於二零零八年十二月三十一日按公平值計算。

19. GAIN ON DISPOSAL OF A JOINTLY CONTROLLED COMPANY AND AVAILABLE-FOR-SALE FINANCIAL ASSET

On May 27, 2008, the Group entered into a sale and purchase agreement to dispose of its 39.1 percent interest in Higrowth Ventures Limited (the immediate holding company of Speedy Garment Manufacturing (Hong Kong) Company Limited), a jointly controlled company owned by the Group as to 49.0 percent at a cash consideration of HK\$42.2 million. Upon the completion of the transaction on June 2, 2008, the Group recorded a gain on disposal of HK\$17 million.

The remaining 9.9 percent interest in Higrowth Ventures Limited was reclassified as available-for-sale financial asset and was measured at fair value as at December 31, 2008.

二零零八年十二月三十一日
December 31, 2008

20. 非持續經營業務及於損益帳按公平 值處理之金融資產

於二零零八年六月二十七日，本公司訂立買賣協議以現金價港幣二千二百九十萬元出售主要從事成衣製造之 Placita Holdings Limited (「Placita」) 百分之二十一權益。根據該協議，餘下之六百零五萬五千四百四十股普通股代表本集團持有餘下百分之三十已發行之股本將會重新分類為六百零五萬五千四百四十股 Placita 之優先股 (「優先股」)。此外，買方將會授予本公司優先股之認沽期權，而本公司將會授予買方優先股之認購期權。買方可向本公司在五年內以港幣三千二百七十萬元收購該優先股，而本公司可向買方於二年後以港幣二千七百八十萬元出售該優先股。該交易已於二零零八年八月十三日舉行之股東特別大會上獲股東通過。並於二零零八年八月二十五日完成交易。

該優先股連同認購及認沽期權會於損益帳以公平值估量。公平價值將於年末及其後之每年年末由專業估值公司重新評估。

於二零零八年十二月三十一日該優先股及有關期權之公平價值為港幣二千五百四十萬元。於損益表按公平值處理之金融資產之公平值變動會於損益表記錄為其他收入 (附註5)。

20. DISCONTINUED OPERATIONS AND FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

On June 27, 2008, the Company entered into a sale and purchase agreement to dispose of its 21.0 percent interest in Placita Holdings Limited ("Placita"), which is principally engaged in garment manufacturing businesses, at a cash consideration of HK\$22.9 million. As part of the agreement, the remaining 6,055,440 Ordinary Shares representing the Group's remaining 30.0 percent of the total issued share capital of Placita held by the Company were redesignated into 6,055,440 preference shares of Placita (the "Preference Shares"). Furthermore, the Purchaser shall grant to the Company a put option and the Company shall grant to the Purchaser a call option on the Preference Shares, under which the Purchaser may acquire the Preference Shares from the Company at HK\$32.7 million within five years whilst the Company may sell the Preference Shares to the Purchaser at HK\$27.8 million after two years. The transaction was approved by the shareholders in the Special General Meeting on August 13, 2008 and was completed on August 25, 2008.

The Preference Shares and the related options are measured at fair value through profit or loss. The fair value will be re-assessed by a professional valuation firm at year end and the end of each subsequent period.

The fair value of the Preference Shares and the related options is HK\$25.4 million as at December 31, 2008. Changes in fair values of financial assets at fair value through profit or loss are recorded in other income in the profit and loss account (note 5).

二零零八年十二月三十一日
December 31, 2008

20. 非持續經營業務及於損益帳按公平 值處理之金融資產 (續)

歸入綜合損益表及綜合現金流量表內之非持續經營業務業績及現金流量呈列如下：

20. DISCONTINUED OPERATIONS AND FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

The results and cash flows of the discontinued operations up to the completion date included in the consolidated profit and loss account and the consolidated cash flow statement are set out below:

(以港幣百萬元為單位)	(In HK\$ millions)	2008	2007
營業額	Turnover	338	521
銷售成本	Cost of sales	(261)	(402)
毛利	Gross profit	77	119
其他收入	Other income	3	2
分銷、行政及 其他經營費用	Distribution, administrative and other operating expenses	(85)	(118)
經營(虧損)/溢利	Operating (loss)/profit	(5)	3
融資費用	Finance expense	(1)	(1)
除稅前(虧損)/溢利	(Loss)/Profit before taxation	(6)	2
稅項	Taxation	-	(1)
來自非持續經營業務之 本年度(虧損)/溢利	Discontinued operations (Loss)/Profit for the year	(6)	1
出售一附屬公司溢利	Gain on disposal of a subsidiary	24	-
		18	1
應佔(虧損)/溢利：	(Loss)/Profit attributable to:		
本公司股東	Shareholders of the Company	21	1
少數股東	Minority interests	(3)	-
		18	1
經營業務之現金流入淨額	Net cash inflow from operating activities	53	30
投資業務之現金流出淨額	Net cash outflow from investing activities	(3)	(16)
融資業務之現金流出淨額	Net cash outflow from financing activities	(49)	(15)
來自非持續經營業務之 現金流入/(流出)淨額	Net cash inflow/(outflow) from discontinued operations	1	(1)

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

20. 非持續經營業務及於損益帳按公平 值處理之金融資產 (續)

20. DISCONTINUED OPERATIONS AND FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

(以港幣百萬元為單位)	(In HK\$ millions)	2008
已收取之現金代價	Cash consideration received	23
重新定類後優先股之 公平值	Fair value on redesignation of preference share	24
		47
減：出售項目之資產淨值：	Less: Net assets disposed of:	
物業、機器及設備	Property, plant and equipment	30
存貨	Inventories	77
應收賬款及其他應收款	Trade and other receivables	148
銀行結餘及現金等值	Bank balances and cash equivalents	25
應付賬款及其他應付款	Trade and other payables	(136)
銀行貸款	Bank loans	(97)
少數股東益	Minority interests	(23)
		24
出售一附屬公司之收益	Gain on disposal of a subsidiary	23
變現匯兌儲備	Realisation of exchange reserve	1
出售一附屬公司之總收益	Total gain on disposal of a subsidiary	24
出售一附屬公司之 現金流入淨額之分析：	Analysis of the net cash inflow from the disposal of a subsidiary:	
已收取之現金代價	Cash consideration received	23
減：出售銀行結存及現金 專業費用	Less: Bank balances and cash disposed of Professional fee	(25) -
出售一附屬公司之 現金流出淨額之分析	Analysis of the net cash outflow from the disposal of a subsidiary	(2)

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

21. 租賃土地及租金預付款項

21. LEASEHOLD LAND AND RENTAL PREPAYMENTS

集團

Group

		租賃土地	租金	合計	
		預付款項	預付款項		
		Leasehold	Rental	Total	
		land	prepayments	prepayments	Total
		prepayments	prepayments	prepayments	Total
		2008	2008	2008	2007
(以港幣百萬元為單位)	(In HK\$ millions)				
於一月一日之賬面淨值	Net book value at January 1	238	94	332	321
換算差額	Translation difference	2	7	9	10
添置	Additions	-	58	58	19
本年度攤銷	Amortization for the year	(9)	(22)	(31)	(18)
於十二月三十一日之賬面淨值	Net book value at December 31	231	137	368	332
短期部分	Current portion	(9)	(33)	(42)	(21)
長期部分	Long-term portion	222	104	326	311

公司

Company

租賃土地預付款項分析如下:

Leasehold land prepayments are analyzed as follows:

		2008	2007
(以港幣百萬元為單位)	(In HK\$ millions)		
於一月一日之賬面淨值	Net book value at January 1	160	165
本年度攤銷	Amortization for the year	(5)	(5)
於十二月三十一日之賬面淨值	Net book value at December 31	155	160
短期部分	Current portion	(5)	(5)
長期部分	Long-term portion	150	155

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

21. 租賃土地及租金預付款項 (續)

租賃土地預付款項乃指已預付的經營租賃支出。該等成本值是按剩餘租賃年期攤銷，其賬面淨值分析如下：

21. LEASEHOLD LAND AND RENTAL PREPAYMENTS (continued)

Leasehold land prepayments represent prepaid operating lease payments. The costs are amortized over the leasehold period and their net book values are analyzed as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		Group	2007	Company	2007
		2008		2008	
在香港持有	In Hong Kong, held on				
– 十年至五十年租約	– leases of between 10 and 50 years	164	170	155	160
在香港以外持有	Outside Hong Kong, held on				
– 十年至五十年租約	– leases of between 10 and 50 years	43	43	–	–
– 多於五十年租約	– leases of over 50 years	24	25	–	–
		231	238	155	160

22. 存貨

22. INVENTORIES

(以港幣百萬元為單位)	(In HK\$ millions)	集團	
		Group	2007
		2008	
原料	Raw materials	9	56
在製貨品	Work in progress	8	70
製成品	Finished goods	280	315
		297	441

存貨值已確認為費用並記賬在銷售成本中為港幣二十六億零九百萬元（二零零七年：港幣二十五億九千三百萬元）。

The cost of inventories recognized as expense and included in cost of goods sold amounted to HK\$2,609 million (2007: HK\$2,593 million).

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

23. 應收賬款及其他應收款

23. TRADE AND OTHER RECEIVABLES

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		2008	2007	2008	2007
應收賬款	Trade receivables	253	343	-	-
減：減值撥備	Less: Provision for impairment	(5)	(10)	-	-
應收賬款淨值	Trade receivables – net	248	333	-	-
其他應收款，包括 訂金及預付款項	Other receivables, including deposits and prepayments	175	171	3	1
		423	504	3	1

除現金及信用卡銷售外，本集團在正常情況下給予其貿易客戶平均六十日信貸期。

Other than cash and credit card sales, the Group normally allows an average credit period of 60 days to its trade customers.

雖然部份應收賬款會於信貸期後結算，但管理層預期此等賬款可於年內收回，所以於資產負債表內分類為流動資產。

Despite some of the trade receivables being settled after the credit period, management expects that the balances are recoverable within one year; therefore, these balances are classified as current assets.

(a) 賬齡分析

(a) Ageing analysis

於結算日應收賬款(扣除呆賬撥備)之賬齡根據發票日分析如下：

As at the balance sheet date, the ageing analysis from the invoice date of trade receivables (net of allowance for doubtful debts) is as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團	
		2008	2007
零至三十日	0 – 30 days	196	227
三十一至六十日	31 – 60 days	37	70
六十一至九十日	61 – 90 days	10	21
逾九十日	Over 90 days	5	15
		248	333

應收賬款之賬面值約以公平值列賬。因集團之顧客分散於世界各地，故有關之應收賬款並無集中性之信貸風險。

The carrying amount of trade receivables are stated approximately at fair value. There is no concentration of credit risk with respect to trade receivables as the Group has a large number of internationally dispersed customers.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

23. 應收賬款及其他應收款 (續)

(a) 賬齡分析 (續)

於二零零八年十二月三十一日，逾期但並無減值之應收賬款為港幣一千五百萬元（二零零七年：港幣三千六百萬元）。而若干有關客戶在最近並無壞賬記錄。根據到期日劃分之賬齡分析如下：

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
零至三十日	0 – 30 days	10	18
逾三十日	Over 30 days	5	18
		15	36

(b) 應收賬款的減值

應收賬款的減值虧損，乃以撥備賬戶入賬，除非本集團認為收回賬款的機會極微，在此情況下，減值虧損將直接在應收賬款中撇銷。

年內呆賬撥備的變動（包括特定及整體虧損部分）如下：

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
於一月一日	At January 1	10	10
出售一附屬公司時轉出	Disposal of a subsidiary	(2)	–
抵銷應收賬款	Set off against trade receivables	(7)	–
本年撥備	Provision for the year	4	–
於十二月三十一日	At December 31	5	10

23. TRADE AND OTHER RECEIVABLES (continued)

(a) Ageing analysis (continued)

As at December 31, 2008, trade receivables of HK\$15 million (2007: HK\$36 million) were past due but not impaired. These related to a number of customers for whom there had been no recent history of default. Their ageing analysis from the due date is as follows:

(b) Impairment of trade receivables

Impairment loss in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

23. 應收賬款及其他應收款 (續)

(b) 應收賬款的減值 (續)

個別已減值的應收賬款與出現財政困難的客戶，經管理層評估預期只可收回部份應收賬款，因此確認為特定呆賬撥備。本集團並無就有關欠款持有任何抵押品。

23. TRADE AND OTHER RECEIVABLES (continued)

(b) Impairment of trade receivables (continued)

The individually impaired receivables relate to customers that are in financial difficulties and management assesses that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts were recognized. The Group does not hold any collateral over these balances.

24. 股本

24. SHARE CAPITAL

(以港幣百萬元為單位)

(In HK\$ millions)

		2008	2007
法定：	Authorized:		
二十億股每股面值港幣五仙之 普通股	2,000,000,000 ordinary shares of HK\$0.05 each	100	100
已發行及全數繳足：	Issued and fully paid:		
十四億九千一百六十四萬六千五百一十八股 (二零零七年：十四億九千一百五十一萬 二千五百一十八股) 每股面值港幣五仙之普通股	1,491,646,518 ordinary shares (2007: 1,491,512,518 ordinary shares) of HK\$0.05 each	75	75

於本年度內，已發行股本之變動情況如下：

Details of the movement in the issued share capital during the year are set out below:

		股份數目 Number of shares	
		2008	2007
每股面值港幣五仙之普通股	Ordinary shares of HK\$0.05 each		
於一月一日	At January 1	1,491,512,518	1,490,852,518
發行股份	Issue of shares	134,000	660,000
於十二月三十一日	At December 31	1,491,646,518	1,491,512,518

二零零八年十二月三十一日
December 31, 2008

24. 股本 (續)

(a) 發行股份

按本公司之購股權計劃，本公司於本年度內因購股權持有人行使購股權附予之權利而發行每股面值港幣五仙之新普通股股份共十三萬四千股。

本公司於本年度內發行之所有新普通股與本公司當時之現有股份在各方面均享有同等權益。

(b) 購股權資料

購股權計劃之摘要及本公司購股權於本年度內之變動詳情載於第一百四十四頁至一百四十九頁。

(c) 回購股份

本公司於本年度內並無購回其任何股份。

(d) 一共同控制公司所持有的股份

於二零零八年十二月三十一日，一共同控制公司持有本公司一百八十萬股普通股股份（二零零七年：一百八十萬股）。

24. SHARE CAPITAL (continued)

(a) Issue of shares

Pursuant to the share option scheme of the Company, the Company issued 134,000 new ordinary shares of HK\$0.05 each in the capital of the Company to option-holders who exercised their rights attached to share options during the year.

All the new ordinary shares issued by the Company in the year ranked pari passu with the then existing shares of the Company in all respects.

(b) Share option information

A summary of the share option scheme and details of the movement in share options of the Company during the year are set out on pages 144 to 149.

(c) Repurchase of shares

During the year, the Company did not repurchase any of its shares.

(d) Shares held by a jointly controlled company

As at December 31, 2008, 1,800,000 ordinary shares (2007: 1,800,000 shares) were held by a jointly controlled company.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

25. 儲備

於二零零八年十二月三十一日，本集團及本公司之儲備分析如下：

25. RESERVES

The reserves of the Group and the Company as at December 31, 2008 are analyzed as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		2008	2007	2008	2007
繳入盈餘	Contributed surplus	383	383	540	540
資本贖回儲備	Capital redemption reserve	3	3	3	3
股份溢價	Share premium	608	608	608	608
購股權儲備	Share options reserve	18	7	18	7
匯兌儲備	Exchange reserve	(15)	57	-	-
其他儲備	Other reserves	101	113	-	-
可出售之金融資產 儲備	Available-for-sale financial asset reserve	3	-	-	-
滾存溢利	Retained profits	679	681	125	298
		1,780	1,852	1,294	1,456
擬派末期及 特別股息(附註12(a))	Proposed final and special dividends (note 12(a))	(45)	(224)	(45)	(224)
儲備總額	Total reserves	1,735	1,628	1,249	1,232

本集團及本公司之繳入盈餘乃指因集團重組而產生之進賬額，而集團重組乃根據於一九九五年五月二十九日完成之協議計劃而進行。根據百慕達一九八一年公司法（經修訂），繳入盈餘可分派予股東。

The contributed surplus of the Group and the Company represents credit arising from a group reorganisation pursuant to a scheme of arrangement which was completed on May 29, 1995. Under the Companies Act 1981 of Bermuda (as amended) the contributed surplus is distributable to the shareholders.

其他儲備之主要項目詳情如下：

Details of the main items in other reserves are as follows:

(a) 根據中國大陸有關法律及財務法規，中國大陸之附屬公司之法定儲備基金可用於彌補往年虧損（如有）及用以增加該等附屬公司之資本額。

(a) According to the relevant laws and financial regulations, the statutory reserve funds of the subsidiaries in Mainland China may be used to make up prior years' losses, if any, and to increase the capital of the subsidiaries.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

25. 儲備 (續)

- (b) 根據韓國稅務獎勵限制法例及韓國商業準則，大韓民國之共同控制公司之法定儲備基金及其他儲備只可以用作抵銷未來虧損或轉作資本，而不可用作現金股息派發。
- (c) 根據阿拉伯聯合酋長國商業公司法例，阿拉伯聯合酋長國之聯營公司之法定儲備基金，除聯邦法規定外，不可作分配之用。

25. RESERVES (continued)

- (b) In accordance with the Korean Tax Incentive Limitation Law and Korean Commercial Code, the statutory reserve fund and other reserves of the jointly controlled company in the Republic of Korea may only be used to offset a future deficit or be transferred to capital stock, but not for cash dividends.
- (c) According to the United Arab Emirates Commercial Companies Law, the statutory reserve fund of the associate in United Arab Emirates is not available for distribution except as provided in the Federal Law.

26. 遞延稅項

遞延稅項採用負債法就短暫性差異按適用於各司法權區之稅率而作全數撥備。

本集團於年內的遞延稅項資產及負債之變動（在同一徵稅地區之結餘抵銷前）如下：

遞延稅項 (資產) / 負債

26. DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

The movement in the Group's deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax (assets)/liabilities

(以港幣百萬元為單位)	(In HK\$ millions)	加速	未分派之	其他	合計
		會計折舊	滾存溢利		
		Accelerated	Unremitted	Others	Total
		accounting	profits		
		depreciation			
於二零零八年一月一日	At January 1, 2008	(3)	96	(21)	72
換算差額	Translation difference	-	(24)	1	(23)
於損益表中(計入)/	(Credited)/charged to profit				
列支	and loss account	(4)	4	7	7
於權益中計入	Credited to equity	-	-	(5)	(5)
於二零零八年十二月三十一日	At December 31, 2008	(7)	76	(18)	51
於二零零七年一月一日	At January 1, 2007	(3)	89	(17)	69
換算差額	Translation difference	-	-	(1)	(1)
於損益表中列支/	Charged/(credited) to profit				
(計入)	and loss account	-	7	(5)	2
於權益中列支	Charged to equity	-	-	2	2
於二零零七年十二月三十一日	At December 31, 2007	(3)	96	(21)	72

二零零八年十二月三十一日
December 31, 2008

26. 遞延稅項 (續)

遞延稅項 (資產) / 負債 (續)

年內於權益中計入的遞延稅項內包含長期貸款予一附屬公司之未變現外匯兌換收益而引至之稅項。

本集團有未確認遞延稅項資產港幣八千六百萬元 (二零零七年: 港幣六千七百萬元) 主要源於稅損。此等未確認遞延稅項資產當中港幣五千六百萬元 (二零零七年: 港幣三千六百萬元) 將於二零零八年十二月三十一日起一至十年內屆滿。餘下之部分主要由澳洲及德國附屬公司之無限期稅損引致。

在法定權利許可下, 若遞延所得稅涉及同一財政機關, 遞延稅項資產可與遞延稅項負債互相抵銷。下列金額是在計入適當抵銷後, 於綜合資產負債表內列賬。

26. DEFERRED TAXATION (continued)

Deferred tax (assets)/liabilities (continued)

The deferred taxation credited to equity during the year comprised the tax on the unrealized exchange gain of a long-term loan to a subsidiary.

The Group has unrecognized deferred tax assets of HK\$86 million (2007: HK\$67 million) arising mainly from tax losses. These unrecognized deferred tax assets to the extent of HK\$56 million (2007: HK\$36 million) will expire within 1 to 10 years from December 31, 2008. The remaining portion is mainly related to the losses of subsidiaries in Australia and Germany which has no expiry date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet.

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
遞延稅項資產	Deferred tax assets	(26)	(37)
遞延稅項負債	Deferred tax liabilities	77	109
		51	72

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

27. 應付賬款及其他應付款

27. TRADE AND OTHER PAYABLES

(以港幣百萬元為單位)	<i>(In HK\$ millions)</i>	集團		公司	
		Group	2007	Company	2007
應付賬款	Trade payables	231	300	-	-
其他應付款及 應付費用	Other payables and accrued expenses	242	346	2	2
		473	646	2	2
長期部分	Long-term portion	(22)	-	-	-
短期部分	Current portion	451	646	2	2

以下為應付賬款之賬齡分析：

The ageing analysis of trade payables is as follows:

(以港幣百萬元為單位)	<i>(In HK\$ millions)</i>	集團	
		Group	2007
零至三十日	0 – 30 days	184	251
三十一至六十日	31 – 60 days	35	36
六十一至九十日	61 – 90 days	11	7
逾九十日	Over 90 days	1	6
		231	300

應付賬款之賬面值約以公平值列賬。

The carrying amount of trade payables are stated approximately at fair value.

二零零八年十二月三十一日
December 31, 2008

28. 淨流動資產

本集團之淨流動資產指流動資產扣除流動負債。本集團於二零零八年及二零零七年之淨流動資產分別為港幣七億四千二百萬元及港幣七億三千六百萬元。本公司於二零零八年及二零零七年之淨流動資產分別為港幣三億六千八百萬元及港幣四億六千九百萬元。

29. 資產總額扣除流動負債

本集團於二零零八年及二零零七年之資產總額扣除流動負債分別為港幣二十億零五百萬元及港幣二十一億三千五百萬元。本公司於二零零八年之資產總額扣除流動負債為港幣十三億六千九百萬元，而二零零七年則為港幣十五億三千一百萬元。

30. 現金及現金等值結存之分析

(以港幣百萬元為單位)

現金及銀行結存
減：存款日起
三個月以上到期之
銀行定期存款

28. NET CURRENT ASSETS

The Group's net current assets, defined as current assets less current liabilities, amounted to HK\$742 million and HK\$736 million in 2008 and 2007 respectively. The Company's net current assets was HK\$368 million and HK\$469 million in 2008 and 2007 respectively.

29. TOTAL ASSETS LESS CURRENT LIABILITIES

The Group's total assets less current liabilities amounted to HK\$2,005 million and HK\$2,135 million in 2008 and 2007 respectively. The Company's total assets less current liabilities was HK\$1,369 million in 2008 compared with HK\$1,531 million in 2007.

30. ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS

		集團	
		2008	2007
	(In HK\$ millions)		
現金及銀行結存	Cash and bank balances	532	570
減：存款日起 三個月以上到期之 銀行定期存款	Less: Bank deposits with maturity over three months from date of deposits	(2)	(3)
		530	567

本集團以上之現金及銀行結存包括等值港幣二億四千五百萬元（二零零七年：港幣二億七千七百萬元）之人民幣現金及銀行結存。

本集團定期存款的實際利率為百分之三點六（二零零七年：百分之三點四），該等存款之平均到期期限為少於三個月。

Included in the cash and bank balances of the Group are cash and bank balances totaling HK\$245 million (2007: HK\$277 million) denominated in Renminbi.

The effective interest rate on bank deposits of the Group was 3.6 percent (2007: 3.4 percent); these deposits have an average maturity of less than 3 months.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

31. 銀行貸款

31. BANK LOANS

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		Group	2007	Company	2007
信託票據貸款 (無抵押)	Trust receipts bank loans (unsecured)	2008	2007	2008	2007
短期銀行貸款 (無抵押)	Short-term bank loans (unsecured)	78	76	58	46
		78	96	58	46

於二零零七年，若干存貨是在信託票據貸款安排下持有。

In 2007, certain inventories were held under trust receipts bank loans arrangements.

本集團之信託票據貸款及銀行貸款的實際利率為百分之二點四(二零零七年：百分之二點六)。該等銀行貸款之平均到期期限為少於三個月。

The effective interest rate of Group's trust receipts and short term bank loans was 2.4 percent (2007: 2.6 percent); these bank loans have an average maturity of less than 3 months.

32. 承擔

32. COMMITMENTS

經營租賃之承擔

Commitments under operating leases

(a) 於二零零八年十二月三十一日，本集團及本公司就零售店舖、辦公室、工廠及貨倉之不可於未來撤銷之經營租賃的最低應付租賃費用如下：

(a) As at December 31, 2008, the Group and the Company had future aggregate minimum lease charges payable under non-cancellable operating leases in respect of retail shops, office premises, factories and warehouses as set out below:

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		Group	2007	Company	2007
一年內	Within one year	622	624	4	2
一年後但 五年內	After one year but within five years	668	834	7	-
五年以上	Over five years	2	32	-	-
		1,292	1,490	11	2

經營租賃合約包含不同種類條款，租金遞升協定及續租權。若干門市之經營租賃租金乃根據最低保證租金或以銷售額計算之租金(以較高者為準)。上述承擔乃按最低保證租金計算。

The leases have varying terms, escalation clauses and renewal rights. The operating lease rentals of certain outlets are based on the higher of a minimum guaranteed rental or a sales level based rental. The minimum guaranteed rental has been used to arrive at the above commitments.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

32. 承擔 (續)

經營租賃之承擔 (續)

(b) 於二零零八年十二月三十一日，本集團及本公司就零售店舖及工廠之不可於未來撤銷之經營租賃的最低應收租賃收入如下：

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		2008	2007	2008	2007
一年內	Within one year	24	24	16	17
一年後但 五年內	After one year but within five years	24	39	14	29
		48	63	30	46

32. COMMITMENTS (continued)

Commitments under operating leases (continued)

(b) As at December 31, 2008, the Group and the Company has future aggregate minimum lease income receivable under non-cancellable operating leases in respect of retail shops and factories as set out below:

33. 資本承擔

於二零零八年十二月三十一日，本集團有以下關於租賃物業裝修、傢俬及辦公室設備之資本承擔：

(以港幣百萬元為單位)	(In HK\$ millions)	集團		公司	
		2008	2007	2008	2007
已簽約但未撥備	Contracted but not provided for	-	1	-	-
已授權但未簽約	Authorized but not contracted for	-	-	-	-
		-	1	-	-

33. CAPITAL COMMITMENTS

As at December 31, 2008, the Group has the following capital commitments in respect of leasehold improvement, furniture and fixtures:

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

34. 衍生金融工具

於二零零八年十二月三十一日，本集團已承擔但未行使之遠期外匯兌換合約之設定總額如下：

(以港幣百萬元為單位)

遠期外匯
兌換合約

34. DERIVATIVE FINANCIAL INSTRUMENTS

As at December 31, 2008, the total notional amount of outstanding forward foreign exchange contracts to which the Group has committed are as follows:

	集團 Group		公司 Company	
	2008	2007	2008	2007
(In HK\$ millions)				
Forward foreign exchange contracts	-	13	-	-

於二零零八年十二月三十一日，本集團並無已承擔但未行使之遠期外匯兌換合約之設定總額。亦無因該等合約而產生之公平價值收益或虧損（二零零七年：虧損為港幣二百萬元）。該公平值乃根據同等工具於資產負債表日之市場價值釐定，並包括於其他應付款內。

As at December 31, 2008, there was no notional amount of outstanding forward foreign exchange contracts to which the Group had committed. There was no fair value gain or loss of the outstanding forward foreign exchange contracts as at December 31, 2008 (2007: loss of HK\$2 million). The fair value was calculated based on market values of equivalent instruments at the balance sheet date and was included in other payables.

二零零八年十二月三十一日
December 31, 2008

35. 重要關聯人士交易

有關聯人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有有關聯人士。

- (a) 於本年度內，本集團若干附屬公司按一般及日常業務過程與若干共同控制公司及一聯營公司進行正常交易。有關該等交易詳述如下：

35. MATERIAL RELATED PARTIES TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) During the year, certain subsidiaries traded with jointly controlled companies and an associate in the ordinary and usual course of business. Details relating to these transactions are as follows:

(以港幣百萬元為單位)	(In HK\$ millions)	集團 Group	
		2008	2007
銷售給：	Sales to:		
共同控制公司	jointly controlled companies	130	159
一聯營公司	an associate	249	204
		379	363
購貨自：	Purchases from:		
共同控制公司	jointly controlled companies	248	438
租金收入自：	Rental income from:		
一共同控制公司	a jointly controlled company	5	10

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

35. 重要關聯人士交易 (續)

(a) 於十二月三十一日應收/應付關聯人士款項：

(以港幣百萬元為單位)

應收關聯人士款項：
共同控制公司
一聯營公司

應付關聯人士款項：
共同控制公司

35. MATERIAL RELATED PARTIES TRANSACTIONS (continued)

(a) Amounts due from/to these related parties at December 31 are:

		集團 Group	
	(In HK\$ millions)	2008	2007
應收關聯人士款項：	Amounts due from:		
共同控制公司	jointly controlled companies	5	9
一聯營公司	an associate	27	20
		32	29
應付關聯人士款項：	Amounts due to:		
共同控制公司	jointly controlled companies	1	2

於二零零八年十二月三十一日，上述應收關聯人士與應付關聯人士等款項已分別反映在應收賬款及其他應收款與其他應付款。

As at December 31, 2008, the above amounts due from related parties and amounts due to related parties are reflected in trade and other receivables and other payables respectively.

(b) 重要管理層報酬

董事認為重要管理層為最新高五位職員，其酬金於財務報表附註9披露。

(b) Key management compensation

The directors regard the five highest paid individuals as the key management of the Group whose remuneration is disclosed in note 9 to the financial statements.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

36. 主要附屬公司

本公司於二零零八年十二月三十一日之主要附屬公司如下：

36. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries of the Company as at December 31, 2008:

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding	已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation	
		2008	2007		
寶斯特有限公司* Bluestar Exchange Limited *	香港 Hong Kong	100	100	三百萬股 每股面值港幣一元之普通股 3,000,000 ordinary shares of HK\$1 each	經營零售及分銷服裝及配襯用品/香港 Retail and distribution of apparel and accessories/Hong Kong
捷達環球貿易有限公司* Bluestar Exchange Worldwide Limited *	香港 Hong Kong	100	100	六十五萬股 每股面值港幣一元之普通股 650,000 ordinary shares of HK\$1 each	經營零售服裝及配襯用品/台灣 Retail of apparel and accessories/Taiwan
East Jean Limited *	香港 Hong Kong	100	100	十萬股 每股面值港幣十元之普通股 100,000 ordinary shares of HK\$10 each	經營零售服裝及配襯用品/台灣 Retail of apparel and accessories/Taiwan
智源澳門離岸商業服務有限公司* G & B Sourcing Macao Commercial Offshore Limited *	澳門 Macao	100	100	澳門幣十萬元 MOP100,000	成衣貿易/澳門 Garment trading/Macao
Giordano (Australia) Pty. Limited *	澳洲 Australia	86	79	七十萬股 每股面值一澳元之普通股 700,000 ordinary shares of AUD1 each	經營零售服裝及配襯用品/澳洲 Retail of apparel and accessories/Australia
Giordano (Japan) Limited *	日本 Japan	100	100	一千零二十股 每股面值五萬日元之普通股 1,020 ordinary shares of JPY50,000 each	經營零售服裝及配襯用品/日本 Retail of apparel and accessories/Japan
佐丹奴有限公司* Giordano Limited *	香港 Hong Kong	100	100	五萬股 每股面值港幣一百元之普通股 50,000 ordinary shares of HK\$100 each	經營零售及分銷服裝及配襯用品/香港 Retail and distribution of apparel and accessories/Hong Kong

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

二零零八年十二月三十一日
December 31, 2008

36. 主要附屬公司 (續)

36. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding	已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation	
		2008	2007		
Giordano (M) Sdn. Bhd.	馬來西亞 Malaysia	100	100	三十五萬股 每股面值馬來西亞幣一元之 普通股 350,000 ordinary shares of RM1 each	經營零售服裝及配襯用品/ 馬來西亞 Retail of apparel and accessories/Malaysia
佐丹奴澳門有限公司 * Giordano (Macau) Limited *	澳門 Macau	100	100	澳門幣五萬元 以兩股出資份額代表 MOP50,000 represented by 2 quotas	經營零售服裝及配襯用品/澳門 Retail of apparel and accessories/Macau
Giordano Originals (Singapore) Private Limited	新加坡 Singapore	100	100	新加坡幣一百九十萬零二元 S\$1,900,002	經營零售及貿易服裝及 配襯用品/新加坡 Retailing and trading of apparel and accessories/Singapore
PT. Giordano Indonesia *	印尼 Indonesia	40	40	一千五百股 每股面值一百萬印尼盾之普通股 1,500 ordinary shares of IDR1,000,000 each	經營零售服裝、配襯用品及 其有關產品/印尼 Retail of apparel, accessories and related products/ Indonesia
深圳虎威製衣有限公司 * (附註) Shenzhen Tiger Garment Ltd. * (note)	中國大陸 Mainland China	100	100	人民幣二億一千零十萬元 RMB210,100,000	投資控股、製造及銷售服裝及 配襯用品/中國大陸 Investment holding, manufacturing and retailing of apparel and accessories/ Mainland China
虎威企業有限公司 Tiger Enterprises Limited	香港 Hong Kong	100	100	一千股 每股面值港幣一元之普通股、 六千萬股每股面值港幣一元之 無投票權遞延股 1,000 ordinary shares of HK\$1 each, 60,000,000 non-voting deferred shares of HK\$1 each	投資控股、成衣貿易及 提供管理服務/中國大陸 Investment holding, trading of garment products and provision of management services/Mainland China
Walton International Ltd. *	開曼群島 Cayman Islands	100	100	一百零二股 每股面值一美元之普通股 102 ordinary shares of US\$1 each	批授商標專利權 Licensing of trademarks

二零零八年十二月三十一日
December 31, 2008

36. 主要附屬公司 (續)

36. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding	已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation
		2008	2007	
於本年度售出之附屬公司 Subsidiaries disposed during the year				
深圳亮志服裝有限公司* (附註)	中國大陸 Mainland China	-	51 港幣五百萬元 HK\$5,000,000	經營生產服裝/中國大陸 Manufacturing of apparel/ Mainland China
東莞亮智服裝有限公司* (附註)	中國大陸 Mainland China	-	51 港幣一千萬元 HK\$10,000,000	經營生產及銷售服裝/中國大陸 Manufacturing and trading of apparel/Mainland China
亮志服裝(香港)有限公司* Gloss Mind Apparel (Hong Kong) Limited *	香港 Hong Kong	-	51 二股 每股面值港幣一元之普通股 2 ordinary shares of HK\$1 each	經營服裝貿易及提供相關 貨源服務/香港 Trading of apparel products and providing apparel sourcing services/Hong Kong

附註：此等公司為外商獨資企業。

Note: These are wholly foreign owned enterprises.

* 間接持有之附屬公司

* Subsidiaries held indirectly

37. 財務報表通過

37. APPROVAL OF FINANCIAL STATEMENTS

本年度財務報表已於二零零九年三月二十六日
獲董事會通過。

The financial statements were approved by the board of directors
on March 26, 2009.

購股權資料

SHARE OPTION INFORMATION

購股權計劃

本公司購股權計劃（「該計劃」）之摘要如下：

(1) 目的

該計劃旨在鼓勵及獎勵對本集團作出貢獻或將可作出貢獻之選定合資格人士。

(2) 合資格人士

(i) (a) 任何董事或擬委任董事（不論是執行或非執行，包括任何獨立非執行董事）、僱員或擬聘請之僱員（不論是全職或兼職），或

(b) 其時借調之任何人；

而屬於本集團任何成員或任何控股股東或由控股股東控制之任何公司；或

(ii) 持有本集團任何成員或任何控股股東或任何控股股東控制公司所發行之任何證券之持有人；或

(iii) 本集團任何成員或任何控股股東或由控股股東控制之任何公司的：

(a) 任何業務或合作伙伴、特許經營權受讓人、承包商、代理或代表，

(b) 任何人士或個體提供研究、發展或其他技術支援或任何諮詢、顧問、專業或其他服務，

(c) 任何貨品或服務供應商，

(d) 任何客戶，或

(e) 任何業主及租客（包括分租租客）；

並就該計劃而言，將包括由一位或多位隸屬以上任何合資格人士所控制之任何公司。

SHARE OPTION SCHEME

Summary of the share option scheme of the Company (the "Scheme") is as follows:

(1) Purpose

As incentives or rewards for the contribution or potential contribution to the Group from the selected eligible persons.

(2) Eligible persons

(i) (a) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of, or

(b) any individual for the time being seconded to work for;

any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(iii) any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder:

(a) any business or joint venture partner, franchisee, contractor, agent or representative of,

(b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to,

(c) any supplier of goods or services to,

(d) any customer of, or

(e) any landlord or tenant (including any sub-tenant) of;

and, for the purposes of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of eligible persons.

(3) 股份數目上限

於二零零九年三月二十六日，可發行之股份數目上限為六千八百八十九萬二千八百五十一股，約相等於本公司已發行股份之百分之五。

(4) 每位合資格人士可獲授權益上限

每位合資格人士在任何十二個月內（直至授出購股權當日止），根據該計劃及本公司任何其他購股權計劃獲授之購股權（包括已註銷、已行使及尚未行使之購股權）予以行使時，所發行及將發行之股份上限不得超過本公司已發行股份之百分之一。

(5) 購股權行使期

購股權可根據該計劃條款之規定，於董事授出購股權時，決定授出之購股權當日或其後日子開始行使，直至董事授出購股權時已決定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日（即提出授出購股權要約當日，而該購股權要約獲接受）起計不可超過十年。

(6) 接受授出購股權之要約

購股權獲授人接受授出購股權之要約，必須於提出要約之日起三十日內（包括提出要約當日）接受有關之要約。於接受授出購股權之要約時，須繳付港幣一元。

(3) Maximum number of shares

As at March 26, 2009, the maximum number of shares available for issue is 68,892,851, representing approximately five percent of the issued share capital of the Company.

(4) Maximum entitlement of each eligible person

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option schemes of the Company to any eligible person (including canceled, exercised and outstanding options), in any 12-month period up to the date of grant shall not exceed one percent of the shares in issue.

(5) Time of exercise of option

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the directors may determine in granting the option and expiring at the close of business on such date as the directors may determine in granting the option but in any event shall not exceed ten years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

(6) Acceptance of offers

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.00.

購股權資料

SHARE OPTION INFORMATION

(7) 釐定購股權行使價之基準

行使購股權時須予支付之每股股份之購股權價將由董事決定，惟購股權價須以下列較高者釐定：

- (i) 要約授出購股權當日之股份收市價；
- (ii) 緊接要約授出購股權當日前五個交易日之平均收市價；及
- (iii) 每股股份之面值。

(8) 該計劃尚餘之有效期

該計劃有效期至二零一二年一月二十四日屆滿。

(7) Basis of determining the option exercise price

The option price per share payable on the exercise of an option is to be determined by the directors provided always that it shall be at least the higher of:

- (i) the closing price of the shares on the date of offer;
- (ii) the average closing price of the shares for the five business days immediately preceding the date of offer; and
- (iii) the nominal amount of a share.

(8) The remaining life of the Scheme

The Scheme remains in force until January 24, 2012.

購股權之變動

MOVEMENT OF SHARE OPTIONS

於本年度內，本公司購股權之變動詳情載列如下： During the year, movements of the Company's share options are set out below:

合資格人士 Eligible person	購股權數目 Number of share options					每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於二零零八年 一月一日 之結餘 Balance as at 01/01/2008	於本年度內 授出 Granted during the year	於本年度內 行使 Exercised during the year	於本年度內 註銷/失效 Canceled/ lapsed during the year	於二零零八年 十二月三十一日 之結餘 Balance as at 12/31/2008			
董事 Director						港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
劉國權 LAU Kwok Kuen, Peter	-	600,000	-	-	600,000	3.520	07/30/2008	10/01/2008 – 09/30/2018
	-	600,000	-	-	600,000	3.840	07/30/2008	10/01/2008 – 09/30/2018
	-	600,000	-	-	600,000	4.160	07/30/2008	10/01/2008 – 09/30/2018
	-	1,800,000	-	-	1,800,000			
馬灼安 MAH Chuck On, Bernard	1,666,000	-	-	-	1,666,000	4.650	04/08/2002	04/08/2003 – 04/07/2012
	1,666,000	-	-	-	1,666,000	4.650	04/08/2002	04/08/2004 – 04/07/2012
	1,668,000	-	-	-	1,668,000	4.650	04/08/2002	04/08/2005 – 04/07/2012
	-	400,000	-	-	400,000	3.520	07/30/2008	10/01/2008 – 09/30/2018
	-	400,000	-	-	400,000	3.840	07/30/2008	10/01/2008 – 09/30/2018
	-	400,000	-	-	400,000	4.160	07/30/2008	10/01/2008 – 09/30/2018
	5,000,000	1,200,000	-	-	6,200,000			
前董事(附註(1)) Ex-Director (Note (1))								
馮永昌 FUNG Wing Cheong, Charles	1,666,000	-	-	1,666,000	-	4.650	04/08/2002	04/08/2003 – 04/07/2012
	1,666,000	-	-	1,666,000	-	4.650	04/08/2002	04/08/2004 – 04/07/2012
	1,668,000	-	-	1,668,000	-	4.650	04/08/2002	04/08/2005 – 04/07/2012
	5,000,000	-	-	5,000,000	-			

購股權資料

SHARE OPTION INFORMATION

購股權之變動 (續)

MOVEMENT OF SHARE OPTIONS (continued)

合資格人士 Eligible person	購股權數目 Number of share options					每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於二零零八年 一月一日 之結餘 Balance as at 01/01/2008	於本年度內 授出 Granted during the year	於本年度內 行使 Exercised during the year	於本年度內 註銷/失效 Canceled/ lapsed during the year	於二零零八年 十二月三十一日 之結餘 Balance as at 12/31/2008			
						港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
連續合約僱員 Continuous Contract Employees	1,092,000	-	-	44,000	1,048,000	4.650	04/08/2002	04/08/2003 – 04/07/2012
	1,280,000	-	-	110,000	1,170,000	4.650	04/08/2002	04/08/2004 – 04/07/2012
	1,392,000	-	-	120,000	1,272,000	4.650	04/08/2002	04/08/2005 – 04/07/2012
	333,000	-	-	-	333,000	2.795	02/05/2003	02/05/2004 – 02/04/2013
	333,000	-	-	-	333,000	2.795	02/05/2003	02/05/2005 – 02/04/2013
	502,000	-	-	-	502,000	2.795	02/05/2003	02/05/2006 – 02/04/2013
	322,000	-	24,000	24,000	274,000	2.650	06/10/2003	06/10/2004 – 06/09/2013
	406,000	-	28,000	26,000	352,000	2.650	06/10/2003	06/10/2005 – 06/09/2013
	812,000	-	82,000	74,000	656,000	2.650	06/10/2003	06/10/2006 – 06/09/2013
	64,000	-	-	-	64,000	2.785	08/20/2003	08/20/2004 – 08/19/2013
	4,000	-	-	-	4,000	2.785	08/20/2003	08/20/2005 – 08/19/2013
	6,000	-	-	-	6,000	2.785	08/20/2003	08/20/2006 – 08/19/2013
	6,000	-	-	-	6,000	3.300	09/19/2003	09/19/2004 – 09/18/2013
	22,000	-	-	16,000	6,000	3.300	09/19/2003	09/19/2005 – 09/18/2013
	46,000	-	-	18,000	28,000	3.300	09/19/2003	09/19/2006 – 09/18/2013
	680,000	-	-	66,000	614,000	4.500	06/16/2004	06/16/2005 – 06/15/2014
	682,000	-	-	66,000	616,000	4.500	06/16/2004	06/16/2006 – 06/15/2014
	688,000	-	-	68,000	620,000	4.500	06/16/2004	06/16/2007 – 06/15/2014
	28,000	-	-	-	28,000	4.235	08/17/2004	08/17/2005 – 08/16/2014
	34,000	-	-	-	34,000	4.235	08/17/2004	08/17/2006 – 08/16/2014
	1,000,000	-	-	-	1,000,000	4.305	09/30/2004	09/30/2004 – 09/29/2014
	264,000	-	-	86,000	178,000	4.875	12/30/2004	12/30/2004 – 12/29/2014
	2,692,000	-	-	48,000	2,644,000	3.896	11/27/2007	11/27/2008 – 11/26/2017
	2,692,000	-	-	48,000	2,644,000	3.896	11/27/2007	11/27/2009 – 11/26/2017
	2,814,000	-	-	54,000	2,760,000	3.896	11/27/2007	11/27/2010 – 11/26/2017
	-	144,000	-	16,000	128,000	3.896	01/23/2008	01/23/2009 – 01/22/2018
	-	144,000	-	16,000	128,000	3.896	01/23/2008	01/23/2010 – 01/22/2018
	-	162,000	-	18,000	144,000	3.896	01/23/2008	01/23/2011 – 01/22/2018
	-	22,514,000	-	422,000	22,092,000	3.520	07/30/2008	10/01/2008 – 09/30/2018
	-	7,686,000	-	80,000	7,606,000	3.840	07/30/2008	10/01/2008 – 09/30/2018
	-	7,686,000	-	80,000	7,606,000	4.160	07/30/2008	10/01/2008 – 09/30/2018
	18,194,000	38,336,000	134,000	1,500,000	54,896,000			
其他 Others	1,640,000	-	-	-	1,640,000	4.150	01/27/2004	01/27/2005 – 01/26/2014
	1,860,000	-	-	-	1,860,000	4.975	12/29/2004	12/29/2004 – 12/28/2014
	3,500,000	-	-	-	3,500,000			
合計 Total	31,694,000	41,336,000	134,000	6,500,000	66,396,000			

購股權之變動(續)

附註：

1. 馮永昌先生辭任本公司董事職務，由二零零八年七月十五日起生效。
2. 連續合約僱員已行使之購股權於緊接行使日前之加權平均股份收市價為港幣三元三角九仙。
3. 於二零零八年十二月三十一日之每股市價為港幣一元九角五仙。
4. 購股權授出前一天之股份收市價如下：

購股權授出日	授出購股權日 前一天之 每股股份收市價
二零零八年一月二十三日	港幣三元四角
二零零八年七月三十日	港幣三元二角二仙

購股權價值

於二零零八年財政年度授出之購股權之每股公平價值為港幣三角。該公平價值乃採用柏力克•舒爾斯期權定價模式，並於授出日採用以下之假設數據計算：

無風險利率	： 百分之二點七至三點七（於授出日之十年期外匯基金債券的大約孳息）
預期股息	： 歷史股息平均每股為港幣二角一仙半
預期波幅	： 歷史波幅為百分之三十一點三至三十一點九
預期有效期	： 十年

柏力克•舒爾斯期權定價模式的設計旨在評估並無授出限制且可以自由轉讓之公開買賣期權之公平價值。此外，該期權定價模式亦須視乎若干高度主觀假設數據，包括預期股價波幅。任何主觀假設數據倘出現任何變動均會對購股權之公平價值造成重大影響。

MOVEMENT OF SHARE OPTIONS (continued)

Notes:

1. Mr. FUNG Wing Cheong, Charles resigned as a director of the Company with effect from July 15, 2008.
2. The weighted average closing price of the shares immediately before the date on which the options were exercised by the Continuous Contract Employees was HK\$3.39.
3. The market value per share as at December 31, 2008 was HK\$1.95.
4. The closing price of the shares immediately before the dates on which the options were granted were as follows:

Date of grant	Closing price per share immediately before the date of grant
January 23, 2008	HK\$3.40
July 30, 2008	HK\$3.22

VALUATION OF SHARE OPTIONS

The fair value per share option granted during the financial year 2008 was HK\$0.3. The fair value of each option granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	： 2.7 – 3.7 percent, being the approximate yield of ten-year Exchange Fund Note on the grant date
Expected dividend	： average historical dividends of 21.5 HK cents per share
Expected volatility	： 31.3 – 31.9 percent based on historical volatility
Expected life	： ten years

The Black-Scholes option pricing model is developed to estimate the fair value of publicly traded options that have no vesting restrictions and are fully transferable. In addition, such option pricing model requires input of highly subjective assumptions, including the expected stock price volatility. Any changes in the subjective input assumptions may materially affect the estimation of the fair value of an option.

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告佐丹奴國際有限公司（「本公司」）謹訂於二零零九年六月三日（星期三）上午九時三十分假座香港九龍長沙灣道七七七至七七九號天安工業大廈三樓B座舉行股東週年大會，議程如下：

作為普通事項：

- 一、省覽截至二零零八年十二月三十一日止年度之經審核財務報表及董事會與核數師報告書；
- 二、宣布派發截至二零零八年十二月三十一日止年度之末期股息；
- 三、重選退任董事；
- 四、重新委聘核數師及授權董事會釐定其酬金；

作為特別事項：

- 五、考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

「動議：

- (I) 無條件授予本公司董事一項一般性授權，可於有關期間內配發、發行或處理本公司股本中之額外股份，並作出或授予可能須行使該等權力之建議、協議及購股權，惟須符合下列條件：
 - (a) 該項授權之有效期不可超越有關期間，惟本公司董事可在有關期間內作出或授予可能於有關期間內或屆滿後行使該等權力之建議、協議及購股權；及

NOTICE IS HEREBY GIVEN that the annual general meeting of Giordano International Limited (the “Company”) will be held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, June 3, 2009 at 9:30 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the directors and auditor for the year ended December 31, 2008;
2. To declare a final dividend for the year ended December 31, 2008;
3. To re-elect retiring directors;
4. To re-appoint the auditor and authorize the directors to fix its remuneration;

As special business:

5. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**THAT:**

- (I) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

- (b) 本公司董事依據上述授權而配發、發行或處理本公司股本中之股份面值總額不得超過本公司於通過本決議案當日已發行股本面值總額之百分之十，惟依據(i)供股；或(ii)根據本公司所發行賦有權力認購或購買本公司股份之認股權證或其他證券之條款而行使之認購權或兌換股權；或(iii)根據本公司股東採納之任何購股權計劃，向合資格人士授出可認購本公司股份之購股權，而該等人士因行使有關購股權所發行之股份；或(iv)根據本公司細則訂立之以股息或其他類似計劃而發行之股份除外；及
- (b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to eligible persons options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Bye-Laws of the Company, shall not exceed ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and
- (II) 就本決議案而言：
- (II) for the purpose of this Resolution:
- 「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) 本公司下屆股東週年大會結束；
- (a) the conclusion of the next annual general meeting of the Company;
- (b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and
- (c) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.
- 「供股」乃指本公司董事於指定期間內向於指定記錄日期名列股東名冊之股份持有人，按照其當時之持股量比例向彼等提出之股份發售建議（惟本公司董事有權就零碎股權或根據任何香港以外地區之法例或任何認可管制機構或任何證券交易所之規定的限制或責任，而作出其認為必須或權宜之豁免或其他安排）。」；及
- “Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on its Register of Members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or stock exchange in any territory outside Hong Kong).”; and

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

六、考慮並酌情通過或經修訂後通過下列決議案為普通決議案：

「動議：

(I) 無條件授予本公司董事一項一般性授權，可於有關期間內行使本公司一切權力購回本公司股本中之股份，惟須符合下列條件：

(a) 根據該項授權行使一切權力，惟須遵守所有適用法例及聯合交易所證券上市規則或任何其他適用之證券交易所規定；及

(b) 本公司依據上述授權而購回之本公司股本中之股份面值總額，不得超過本公司於通過本決議案當日已發行股本面值總額之百分之十；及

(II) 就本決議案而言：

「有關期間」乃指本決議案獲通過之日起至下列最早日期止之期間：

(a) 本公司下屆股東週年大會結束；

(b) 依照本公司細則或百慕達適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及

(c) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案所給予之授權。」。

6. To consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“THAT:

(I) a general mandate be and is hereby unconditionally given to the directors of the Company during the Relevant Period to exercise all powers of the Company to purchase shares in the capital of the Company subject to the following conditions:

(a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other applicable stock exchange; and

(b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to such mandate shall not exceed ten percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(II) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-Laws or any applicable laws of Bermuda to be held; and

(c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

承董事會命
翁美儀
公司秘書

By Order of the Board
YUNG Mei Yee
Company Secretary

香港，二零零九年四月二十二日

Hong Kong, April 22, 2009

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

附註：

- (i) 凡有權出席上文通告所召開之大會並於大會上投票之股東，均有權委派一位或以上之代表代其出席會議，並於按點算股數方式表決時代其投票。受委代表毋須為本公司股東。
- (ii) 代表委任表格連同經簽署之授權書或其他授權文件（如有）或經由公證人簽署證明該等授權書或授權文件之副本，最遲須於大會或其任何續會指定舉行時間四十八小時前送達本公司於香港之股份過戶登記分處卓佳雅柏勤有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，方為有效。
- (iii) 本公司將由二零零九年六月一日（星期一）至二零零九年六月三日（星期三）（首尾兩天包括在內）暫停辦理股份過戶登記手續。為確定合資格享有建議派發之末期股息股東之身份（派發日期約為二零零九年六月十二日（星期五）），所有過戶文件連同有關股票最遲須於二零零九年五月二十九日（星期五）下午四時三十分前送達本公司於香港之股份過戶登記分處卓佳雅柏勤有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，辦理登記手續。
- (iv) 上述第五項及第六項決議案旨在徵求股東批准授予本公司董事一般授權配發本公司的股份和購回本公司的股份。
- (v) 年報中的「說明函件」詳列了有關第六項決議案的資料。
- (vi) 根據聯合交易所證券上市規則之有關規定及為實行良好的企業管治常規，董事會主席將指示以投票方式表決載於本會議通告的每項決議案。

Notes:

- (i) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (ii) To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrars in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
- (iii) The Register of Members of the Company will be closed from Monday, June 1, 2009 to Wednesday, June 3, 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend (which will be payable on or about Friday, June 12, 2009, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Friday, May 29, 2009.
- (iv) In relation to the above resolutions numbered 5 and 6, approval is being sought from shareholders for a general mandate to be given to the directors of the Company to allot new shares and to repurchase shares of the Company.
- (v) An Explanatory Statement which contains important information concerning the above resolution numbered 6 is appended to the annual report.
- (vi) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on the Stock Exchange and for good corporate governance practice, the Chairman of the Board will direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.

說明函件 EXPLANATORY STATEMENT

香港交易及結算所有限公司及香港聯合交易所有限公司對下列資料的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因下列全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

購回股份授權

以下說明函件乃遵照香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）向佐丹奴國際有限公司（「本公司」）股東提供資料，以便股東考慮是否批准授予本公司董事（「董事」）一般性授權購回本公司股份（「購回股份授權」）。倘若購回股份授權在本公司擬於二零零九年六月三日舉行之股東週年大會（「二零零九年股東週年大會」）上獲得通過，董事將獲得一般性授權，以便在直至本公司下屆股東週年大會或在相關普通決議案中所列明之較早期間內，隨時購回本公司股本中已發行並全數繳付之每股面值港幣五仙之普通股股份（「股份」），最多不超過於決議案通過當日本公司已發行股本之百分之十。

(A) 建議購回股份授權

建議董事可行使本公司之權力購回之股份數目不得超過購回股份授權決議案通過之日本公司已發行股份之百分之十。於二零零九年三月二十六日，即本年報付印之前最後可行日期（「最後可行日期」），本公司已發行股份數目為十四億九千一百六十四萬六千五百一十八股。倘若購回股份授權之決議案獲通過，並假定本公司於二零零九年股東週年大會舉行前再無發行或購回股份之情況下，本公司根據購回股份授權可購回最多一億四千九百一十六萬四千六百五十一股股份。

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SHARE REPURCHASE MANDATE

The following is the explanatory statement, as required by the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), to provide information to shareholders of Giordano International Limited (the “Company”) for their consideration of the proposed granting of a general mandate to the Company’s directors (the “Directors”) to repurchase shares of the Company (the “Share Repurchase Mandate”). The Share Repurchase Mandate, upon obtaining shareholders’ approval at the Company’s annual general meeting to be held on June 3, 2009 (the “2009 Annual General Meeting”), gives a general authority to the Directors to repurchase, at any time until the next annual general meeting of the Company or such earlier period as stated in the relevant resolution, the issued and fully paid ordinary shares of HK\$0.05 each in the capital of the Company (the “Shares”), up to a maximum of ten percent of its issued share capital at the date of passing of the relevant resolution.

(A) Proposed Share Repurchase Mandate

It is proposed that the Directors may exercise the powers of the Company to repurchase up to ten percent of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at March 26, 2009, being the latest practicable date prior to the printing of this annual report (the “Latest Practicable Date”), the number of Shares in issue was 1,491,646,518 Shares. Subject to the passing of the proposed resolution for approving the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the 2009 Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase up to a limit of 149,164,651 Shares.

(B) 購回原因

董事深信倘若股東授予董事該一般性授權在市場購回股份，可為本公司及其股東帶來最佳利益。董事根據市場實況及資金安排，並認為該購回股份可增加本公司資產淨值及/或每股盈利以及對本公司及其股東有裨益時，才會進行。

(C) 購回之資金

購回任何股份所需之資金，必須是依據百慕達法例及本公司組織章程大綱及細則所規定可合法使用於該用途之資金。董事建議根據購回股份授權而作出之股份購回將由本公司之內部資源或現有之銀行信貸支付。

對比本公司於其截至二零零八年十二月三十一日止年度之經審核財務報表所披露之狀況而言，購回股份授權倘若全面付諸實行，可能會對本公司之營運資金或負債情況有重大之不利影響，惟董事祇在彼等認為行使該授權並不會導致此等重大不利影響之情形下才會行使是項權力。

(B) Reasons for Repurchases

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from shareholders of the Company to repurchase Shares in the market. A repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and its shareholders.

(C) Funding of Repurchases

Repurchases must be funded out of funds legally available for such purposes in accordance with the laws of Bermuda and the Memorandum of Association and Bye-Laws of the Company. The Directors propose that repurchases of Shares under the Share Repurchase Mandate would be financed from the Company's internal resources or existing banking facilities.

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the Company's audited financial statements for the year ended December 31, 2008, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

說明函件

EXPLANATORY STATEMENT

(D) 股價

過去十二個月每月在聯交所錄得每股股份之最高及最低價如下：

(D) Share Prices

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous 12 months were as follows:

		最高 Highest	最低 Lowest
		港元 HK\$	港元 HK\$
二零零八年	2008		
三月	March	3.280	2.660
四月	April	3.620	3.010
五月	May	3.600	3.270
六月	June	3.580	3.100
七月	July	3.250	2.970
八月	August	3.280	2.820
九月	September	3.180	2.520
十月	October	2.800	0.860
十一月	November	1.740	1.230
十二月	December	2.030	1.590
二零零九年	2009		
一月	January	2.160	1.790
二月	February	1.950	1.670

(E) 一般資料

董事已向聯交所作出承諾，將根據上市規則、百慕達法例及本公司組織章程大綱及細則，按照購回股份授權行使本公司購回股份之權力。

董事或（於進行一切合理查詢後據彼等所知）其聯繫人（按上市規則定義）目前概無意於股東授予董事購回股份授權後按該授權出售任何股份予本公司。

本公司現時並無接獲本公司之關連人士（按上市規則定義）通知，彼等目前有意於股東授予董事購回股份授權後，出售股份予本公司，或已承諾不會向本公司出售股份。

(E) General Information

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the laws of Bermuda and the Memorandum of Association and Bye-Laws of the Company.

None of the Directors nor (to the best of their knowledge having made all reasonable enquiries) their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such is granted by the shareholders.

No other connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is granted by the shareholders.

於最後可行日期前六個月內，本公司概無在聯交所或以其他方式購回任何股份。

倘若因本公司根據購回股份授權行使購回股份之權力，而使股東所佔本公司投票權比例增加，則根據公司收購、合併及股份購回守則，該項增加將被視作一項收購。因此，某股東或一群一致行動之股東可取得或鞏固公司控制權，則須根據公司收購及合併守則第二十六條及第三十二條提出強制收購建議。

下列股東於最後可行日期已根據證券及期貨條例（「該條例」）第XV部第2及第3分部向本公司披露，並已根據該條例第三百三十六條列入記錄於本公司存置之登記冊，擁有本公司之股份或相關股份之權益或淡倉，及倘若董事行使全部權力購回股份，則各股東於本公司之股本權益會增加如下：

名稱 Name	股份數目 No. of shares	權益百分率概約 Approximate percentage of interests	若行使全部購回股份授權之權益百分率概約 Approximate percentage of interests if the Share Repurchase Mandate is exercised in full
Aberdeen Asset Management Plc and its associates	219,420,018	14.71%	16.34%
Franklin Templeton Investments Corp.	119,963,440	8.04%	8.94%
Sanderson Asset Management Limited	88,530,000	5.94%	6.59%

因此，董事並不知悉，任何原因根據購回股份授權購回股份，而就公司收購及合併守則而言可能出現之情況。

During the six months prior to the Latest Practicable Date, the Company has not repurchased any Shares whether on the Stock Exchange or otherwise.

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition for the purpose of The Codes on Takeovers and Mergers and Share Repurchases. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of The Code on Takeovers and Mergers.

The interests or short positions of the following shareholders in the shares or underlying shares of the Company which have been disclosed to the Company, at the Latest Practicable Date, pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (the "SFO") and have been recorded in the register kept by the Company pursuant to section 336 of the SFO; together with the respective total interests would be increased in the event that the Directors exercise in full the Share Repurchase Mandate:

Accordingly, the Directors are not aware of any consequences which may arise under The Code on Takeovers and Mergers as a result of any repurchase made under the Share Repurchase Mandate.

建議重選退任董事之資料

INFORMATION OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

根據本公司細則，本公司董事馬灼安先生及李鵬飛博士將於二零零九年股東週年大會上退任，並均願膺選連任。以下乃該等董事之個人資料簡介供股東參考：

馬灼安先生 (執行董事)，現年五十九歲，於一九九六年加入本集團，並於一九九九年六月十四日獲本公司委任現職銜。馬先生亦為本集團中國大陸業務之執行主席及海外業務拓展執行董事。彼畢業於加拿大阿伯特大學，取得商業管理學士學位。彼亦為加拿大特許會計師公會會員。於加入本集團前，馬先生擁有豐富工商投資經驗，並曾於加拿大政府之會計及核數部門出任高職達十五年。

馬先生於過往三年並無於其他上市公司擔任任何董事職務。彼與本公司之任何董事、高級管理人員或主要股東概無任何關連。按證券及期貨條例第XV部之涵義，於二零零九年三月二十六日，彼持有一百六十一萬九千零八十六股本公司股份及購股權以認購六百二十萬股本公司股份，合共約佔本公司現時已發行股本百分之零點五二。

本公司與馬先生之間並無任何服務合約，惟彼與一附屬公司訂立了僱用合約，雙方均可給予對方不少於三個月的書面通知終止該合約。彼須按本公司之細則輪值告退及膺選連任。彼每年的薪酬和固定花紅合共約為港幣二百六十三萬二千元。彼亦可獲發酌情酬金、享有僱主繳納之公積金供款及房屋津貼。該酬金乃根據彼於本集團之職務及職責以及現時市況釐定。

彼並無根據香港聯合交易所有限公司證券上市規則第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。

In accordance with the Bye-Laws of the Company, Mr. MAH Chuck On, Bernard and Dr. LEE Peng Fei, Allen, Directors of the Company, will retire from office at the 2009 annual general meeting and will offer themselves for re-election. The following are the brief biographical particulars of each of these Directors for the shareholders' information:

Mr. MAH Chuck On, Bernard (Executive Director), aged 59, joined the Group in 1996 and was appointed to the current position of the Company on June 14, 1999. Mr. Mah is also the Executive Chairman of the Group's operations in Mainland China and Group Executive Director – Global Business Development. He graduated from the University of Alberta in Canada with a bachelor degree in Business Administration and is a member of The Canadian Institute of Chartered Accountants. Prior to joining the Group, Mr. Mah had gained extensive experience in industrial and commercial investment sectors and had held senior government positions in accounting and auditing in Canada for 15 years.

Mr. Mah did not hold any directorship in other listed company in the last three years. He does not have any relationship with any directors, senior management or substantial shareholders of the Company. As at March 26, 2009, Mr. Mah has had interests in 1,619,086 shares of the Company and options to subscribe for 6,200,000 shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance), which in aggregate represent approximately 0.52 percent of the existing issued share capital of the Company.

There is no service contract entered into between the Company and Mr. Mah; however, he has an agreement with a subsidiary, which is terminable by either party by giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. His annual salary together with a guaranteed bonus amounts to approximately HK\$2,632,000. He is also entitled to discretionary bonus, provident fund contributed by employer and housing allowance. Such emolument is determined with reference to his duties and responsibilities with the Group and the prevailing market conditions.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

INFORMATION OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

李鵬飛博士，JP（獨立非執行董事），現年六十八歲，於一九九九年九月十日加入本公司，彼亦為本公司審核委員會及補償委員會成員。彼持有香港理工大學工程博士榮譽學位及香港中文大學法學博士榮譽學位。李博士現為下述於香港聯合交易所上市公司之獨立非執行董事：進智公共交通控股、ITE (Holdings) Limited、彩星集團有限公司、三和集團有限公司、卓越金融有限公司及宏安集團有限公司。

李博士曾為中華人民共和國第九及第十屆全國人民代表大會香港特別行政區代表、一九七八年至一九九七年香港立法局成員、一九八八年至一九九一年香港立法局資深成員、一九八五年至一九九二年香港行政局成員。彼積極參與公共事務。

李博士與本公司之任何董事、高級管理人員或主要股東概無任何關連，亦無於本公司或本集團其他公司擔任任何其他職位。按證券及期貨條例第XV部之涵義，彼於二零零九年三月二十六日無持有本公司任何股份之權益。

本公司與李博士之間並無任何服務合約。彼出任董事的任期為三年，並須按本公司之細則輪值告退及膺選連任。彼每年董事袍金為港幣三十五萬元，該酬金乃根據彼於本公司之職務及職責及現時市況而釐定。

李博士服務本集團已逾九年。彼符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條所載獨立性指引，並已向聯交所書面確認其對公司的獨立性，亦按年向公司確認其獨立身份。因此，董事會視彼仍為獨立人士，並鑒於彼之豐富經驗及對董事會之寶貴貢獻，深信彼應該被重選為董事。

彼並無根據上市規則第13.51(2)(h)條至第13.51(2)(v)條須予披露的資料，亦無涉及根據該等條文須予披露的事宜，且並無任何本公司股東需要知悉的其他事項。

Dr. LEE Peng Fei, Allen, JP (*Independent Non-executive Director*), aged 68, joined the Company on September 10, 1999. He is also a member of the Audit Committee and the Compensation Committee of the Company. He holds an honorary degree of Doctor of Engineering from The Hong Kong Polytechnic University and an honorary degree of Doctor of Laws from The Chinese University of Hong Kong. Dr. Lee is currently an independent non-executive director of AMS Public Transport Holdings Limited, ITE (Holdings) Limited, Playmates Holdings Limited, Sam Woo Holdings Limited, VXL Capital Limited and Wang On Group Limited, all of which are listed on the Stock Exchange of Hong Kong.

Dr. Lee was formerly a deputy of Hong Kong SAR, the 9th and 10th National People's Congress, PRC, a member of the Hong Kong Legislative Council from 1978 to 1997, a senior member of the Hong Kong Legislative Council from 1988 to 1991 and a member of the Hong Kong Executive Council from 1985 to 1992. He has taken an active role in public service.

Dr. Lee does not have any relationship with any directors, senior management or substantial shareholders of the Company nor hold any other position with the Company and other members of the Group. As at March 26, 2009, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Dr. Lee. He is appointed for a term of three years and subject to retirement by rotation and re-election pursuant to the Bye-Laws of the Company. He is entitled to receive an annual director's fee of HK\$350,000 which is determined with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Dr. Lee has served the Group for over nine years. He has met the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and has submitted to the Stock Exchange a written confirmation concerning his independence and given an annual confirmation of his independence to the Company. The Board, therefore, considers him to continue to be independent and believes he should be re-elected in view of his extensive experience and valuable contribution to the Board.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

投資者參考資料

INFORMATION FOR INVESTORS

重要日期

暫停辦理股份過戶登記

二零零九年六月一日至
二零零九年六月三日
(首尾兩天包括在內)

股東週年大會

二零零九年六月三日

股息

中期股息 : 每股港幣四點五仙
特別中期股息 : 每股港幣二仙
派發日期 : 二零零八年九月二十三日
建議末期股息 : 每股港幣三仙
建議派發日期 : 二零零九年六月十二日

股份代號

香港聯合交易所 : 709
彭博 : 709 HK
路透社 : 0709.HK

投資者聯絡

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IMPORTANT DATES

Closure of Register of Members

June 1, 2009 to June 3, 2009
(both days inclusive)

Annual General Meeting

June 3, 2009

Dividends

Interim Dividend : 4.5 HK cents per share
Special Interim Dividend : 2.0 HK cents per share
Paid on : September 23, 2008
Proposed Final Dividend : 3.0 HK cents per share
Payable on : June 12, 2009

STOCK CODE

Stock Exchange of Hong Kong : 709
Bloomberg : 709 HK
Reuters : 0709.HK

INVESTOR RELATIONS CONTACT

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