# BRILLIANCE WORLDWIDE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

Stock Code : 8312

2013

## ANNUAL REPORT

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed in the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the "Directors") of Brilliance Worldwide Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This report, in both English and Chinese versions, is available on the Company's website at www.brillianceww.com.*

# Contents

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Executive Directors**

Mr. Ko Yuk Tong *(Chief Executive Officer)*
Mr. Ko Chun Hay, Kelvin *(Chairman)*
Madam Liu Lai Kuen

**Independent Non-executive Directors**

Mr. Li Kar Fai, Peter
Mr. Zhang Qing
Mr. Li Xiao Dong

## COMPANY SECRETARY

Mr. Chan Cho Chak *(FCCA, CPA)*

## AUDIT COMMITTEE

Mr. Li Kar Fai, Peter *(Chairman)*
Mr. Zhang Qing
Mr. Li Xiao Dong

## REMUNERATION COMMITTEE

Mr. Li Kar Fai, Peter *(Chairman)*
Mr. Ko Chun Hay, Kelvin
Mr. Li Xiao Dong

## NOMINATION COMMITTEE

Mr. Li Kar Fai, Peter *(Chairman)*
Mr. Ko Chun Hay, Kelvin
Mr. Li Xiao Dong

## AUTHORISED REPRESENTATIVES

Mr. Ko Chun Hay, Kelvin
Mr. Ko Yuk Tong

## PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
The Bank of East Asia Limited

## AUDITORS

CCIF CPA Limited
Certified Public Accountants

## REGISTERED OFFICE

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

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat 16, 1st Floor
Wah Yiu Industrial Centre
30–32 Au Pui Wan Street
Fotan, New Territories
Hong Kong

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
18/F, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## CORPORATE WEBSITE

www.brilliancew.com

# CHAIRMAN'S STATEMENT

On behalf of the board (the "Board") of directors (the "Directors") of Brilliance Worldwide Holdings Limited (the "Company") and its subsidiaries (the "Group), I am glad to present this statement to our business partners and shareholders.

The Group is an apparel manufacturer and exporter established in Hong Kong with its principal business of manufacturing and distributing a wide range of innerwear and other apparel products as well as selling its apparel products in China.

Apparel manufacturing business in China, experienced great difficulties when facing clean competition with other South East Asia countries like Vietnam, Cambodia, India, Malaysia etc. The effect of Euro bonds crisis together with the rising costs of manufacturing operation in China continues adversely against the manufacturers and exporters in China, like us, in particular supplying to the European countries. Our turnover has dropped and we have recorded loss during the year.

The Group has strategically targeted to develop sales in China and has acquired a brand name and registered a brand name in China. To promote our products, we have contracted with a Hong Kong artist and singer, Mr. Rico Kwok as our product representative. In the past years, we have sold our products in the biggest supermarket chain, the SPAR, in Dongguang of China, with more than 60 sales outlets. We have started our internet sales during the year. We also try to acquire a developed brandname with more than 10 years and operating over 20 shops but finally the deal has called off due to certain misrepresentations being discovered at the due diligence exercise stage. Inevitably, we shall continuously develop the market in mainland China. This is our plan to establish the collaboration with those reputable chain stores, of which have already set up their customers base in different Provinces. Currently, internet shopping is prevalent mode of consumers, especially in China. It is an advancement of market segment that we need to capture. In order to strengthen our competitiveness, the management of the Company would cautiously control the risk and enhance the efficiency of our business operation.

Owing to the strong Renminbi strategy and the rising standard of living in China, labour and raw material costs have shown an upward trend. Manufacturers in China are facing difficulties in reducing costs or reducing selling price to customers. On the other hand, the South East Asia countries are offering cheap labours together with their governmental support to encourage foreigner to invest in manufacturing business. The manufacturers in China continued facing great pressure in its operation. The Directors are of pessimistic about the future manufacturing operation in China and will consider various kinds of model of operation, not limited to sub-contract sales orders to South East Asia countries, to cope with the change of environment so as to have better utilization of resources.

The Directors would carefully consider other investment opportunities other than only focus on the manufacturing and sales of apparel products with the aim to maximize the return to the shareholders.

I would like to thank all the Board, the management team and staff for their dedication and contribution to the Group's development. I would also like to thank all the shareholders and business partners for their continuous support and trust.

**Ko Chun Hay, Kelvin**
*Chairman*

Hong Kong, 21 December 2013

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group's turnover contributed from innerwear, casual wear and baby and children wear for the nine months ended 30 September 2013 were HK$43.1 million, HK$12.8 million and HK$10.8 million (for the year ended 31 December 2012: HK$59.6 million, HK$22.6 million and HK$23.6 million), respectively.

The product mix of the Group reflects that the portion of sales of casual wear and sales of baby and children wear to the total sales has dropped from 21.4% to 19.2% and 22.3% to 16.2%, respectively. Due to the drop of sales in casual wear, the portion of sales of innerwear has increased from 56.3% to 64.6%. The innerwear products of the Group remain as the main products of the Group.

## FINANCIAL REVIEW

In view of well preparation of financial reports and better coordination with respective professional parties as well as the diminution in administrative expenses during the annual reporting peak season as the norm in the market, the financial year end date of the Company was changed from 31 December to 30 September in 2013, it should be noted that the 2013 financial information presented herein which covered the nine months from 1 January 2013 to 30 September 2013 are being compared with that for financial period which covered the twelve months ended 31 December 2012. The difference in duration of the two financial periods should be considered when making year-on-year comparisons.

The turnover and cost of sales for the nine months ended 30 September 2013 was approximately HK$66.7 million and HK$62.1 million (for the year ended 31 December 2012: HK$105.8 million and HK$98.6 million) respectively. The gross profit was approximately HK$4.6 million (for the year ended 31 December 2012: HK$7.3 million) with gross profit margin of 6.9% and 6.9% for the nine months ended 30 September 2013 and year ended 31 December 2012, respectively. The professional opines that the arrangement of providing raw materials to a PRC subsidiary may attract tax exposure and the tax provision of HK$2.7 million is thus provided.

The effect of Euro bond crisis is still strong affecting the purchasing power of the European importers, our major customers. Most of them shift their purchases to cheaper supplied South East Asia countries and sales to our major customers have reflected a significant drop. During the period, three of our major customers, Orsay, which had over 4 years' relationship with us; Unitessile SPA which had over 2 years' relationship with us; and also Ginkana SA which had over 9 years' relationship with us, have terminated purchases with us. In relation to the loss of customers, we have provided approximately HK$1.3 million doubtful debts and have written-down approximately HK$2.1 million inventory.

Growth of sales in China is far from satisfaction and we need additional time to familiarize the consumption pattern of Chinese market. Sales is minimal and mild loss appears in its initial operation stage.

## LIQUIDITY AND FINANCIAL RESOURCES

At 30 September 2013, cash and bank balances of the Group amounted to approximately HK$9.4 million (at 31 December 2012: HK$14.4 million). The current ratio (current asset divided by current liabilities) of the Group was 2.6 times and 2.6 times as at 31 December 2012 and 30 September 2013, respectively. Facing with business uncertainties and prudence sake, the Directors intentionally reduced the debts of the Group during the period. In view of the Group's current level of cash and bank balances, funds generated internally from our operations and the banking facilities available, the Board is confident that the Group will have sufficient resources to meet its finance needs for its operations.

# MANAGEMENT DISCUSSION AND ANALYSIS

## OUTLOOK

During the period, the Group continued facing with the difficult environment with lose of our main customers. Some of our customers terminated their buying office in Hong Kong or Guangdong Province while set up office in the North West of China. Some of them shifted their purchases to other South East Asia countries for cheaper products, or even terminated the apparel business because of its local poor business.

Owing to the strong Renminbi strategy and increasing social insurance protection, labour and raw material costs have shown an upward trend. Manufacturers in China are facing difficulties in reducing costs or increasing selling price to customers. Closure of small apparel and apparel-related manufacturers are noted in Huizhou because of the harsh environment. One of our major suppliers has terminated its business during the period. The Directors hold a pessimistic view in apparel manufacturing business in China.

With the rising standard of living, Chinese has created a huge purchasing force in China consumer market or even spreading to the world's consumption market. Not only local enterprises, but also many international enterprises have created or are creating their marketing team to develop business in China. Although competition is keen, the Directors are confident to occupy a portion of market share in the consumer market in China. The Group will continue to develop its sales in China cautiously, with careful consideration to the costs and returns of investment.

Supermarket sales in China have been started although the performance is far from satisfaction. Trial run of internet sales has been launched during the period. We are now discussing other sales channels including but not limit to wholesale distribution aiming to popularize our brand name with a short period of time. Although the consumer market in China is booming, the competition is keen. We will cautiously consider the costs and returns in each investment with the aim to achieve the best utilization of resources and to maximize the returns to shareholders. Bearing in mind of these, we shall also consider other kind of investments but not limited to apparel related business.

## FINAL DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the nine months ended 30 September 2013 (for the year ended 31 December 2012: Nil).

## CAPITAL MANAGEMENT

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the company will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt/(cash) is calculated as total borrowings (including "current and non-current borrowings" as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt, if any.

## CAPITAL COMMITMENT

As at the end of the reporting period, the Group does not have any significant capital commitment.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FOREIGN CURRENCY EXPOSURE

Presently, there is no hedging policy with respect policy with respect to the foreign exchange exposure. The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Renminbi and United States dollar.

## CONTINGENT LIABILITIES

As at the end of the reporting period, the Group did not have any significant contingent liabilities.

## SIGNIFICANT INVESTMENTS

As at the end of the reporting period, the Group did not have any significant investment plans.

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, there was no specific plan for material investments or capital assets as at 31 December 2012 and 30 September 2013.

## MATERIAL ACQUISITIONS OR DISPOSALS

During the year ended 31 December 2012 and nine months ended 30 September 2013, there was no material acquisition or disposal of subsidiaries and associated companies by the Group.

## EMPLOYEES AND REMUNERATION POLICY

Total staff costs, including Directors' emoluments, amounted to approximately HK$17.5 million for the nine months ended 30 September 2013. The Group's remuneration policies were determined with reference to the performance, qualification and experience of individual employee, as well as the results of the Group and the market conditions. The Group provided discretionary bonus, medical insurance, provident fund, education subsidy and training to its employees. The Company adopted a share option scheme on 3 November 2010, under which the Company can grant options to, among others, employees of the Group to subscribe for shares of the Company with a view to rewarding them for their contributions to the Group and giving incentives to them for optimizing their future contributions to the Group. Up to the date of this report, 27,600,000 share options have been granted but not yet exercised, to the following Directors under such share option scheme:

| Name of Directors | No. of share option | Exercise price | Exercised period |
|---|---|---|---|
| Mr. Ko Yuk Tong | 6,900,000 | HK$0.087 | 20/1/2012 to 19/1/2017 |
| | 6,900,000 | HK$0.091 | 9/2/2013 to 8/2/2020 |
| Mr. Ko Chun Hay, Kelvin | 6,900,000 | HK$0.087 | 20/1/2012 to 19/1/2017 |
| | 6,900,000 | HK$0.091 | 9/2/2013 to 8/2/2020 |

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. Ko Yuk Tong**, aged 60, is an executive director and the chief executive officer of the Group. He is responsible for overall corporate and business development of the Group. He is also involved in formulating and monitoring the Group's strategic plan and development of overseas sales and in charge of the supervision of the finance and manufacturing operations of the Group. He has over 30 years' experience in the apparel manufacturing factory in Hong Kong and the PRC. He is currently acting as one of the executives of the acting committee of Huizhou City Huicheng District Foreign Investment Enterprise Association. He is the spouse of Ms. Liu Lai Kuen and the elder brother of Mr. Ko Chun Hay, Kelvin.

**Mr. Ko Chun Hay, Kelvin** Msc, FCPA, ACMA, aged 50, is the chairman and an executive director of the Group. He is responsible for managing and ensuring that the board of director of the Group functions effectively and formulates the strategic plan of the Group. He holds a master degree of Science in Finance from the City University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants. He has over 20 years' experience in finance, audit, taxation and management spanning a diverse range of businesses from manufacturing to property development group. He is the younger brother of Mr. Ko Yuk Tong.

**Ms. Liu Lai Kuen**, aged 55, is an executive Director of the Group. She is responsible for the Group's finance and general administration. She has over 20 years' experience in the apparel manufacturing industry. She is the spouse of Mr. Ko Yuk Tong.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Li Kar Fai, Peter**, BA, CPA, aged 49, was appointed as an independent non-executive director on 3 November 2010. He is an independent non-executive director of Asia Coal Limited, a company listed on the Main Board of the Hong Kong Stock Exchange. He holds a Bachelor degree in Accountancy from the City University of Hong Kong and is an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in audit, corporate finance and accounting.

**Mr. Zhang Qing**, BA, CICPA, aged 44, was appointed as an independent non-executive director on 3 November 2010. He is the financial controller of Carlsberg Group, a multinational brewery company with its manufacturing operations in the PRC and he is in charge of the financial management of the divisions in Yunnan Province. He holds a bachelor degree in industrial enterprise management from Jiangxi Radio and Television University, the PRC and is a member of The Chinese Institute of Certified Public Accountants and a certified accountant conferred by the Ministry of Finance, the PRC. He has over 15 years of experience in accounting and financial management with industrial and electronics companies based in the PRC.

**Mr. Li Xiao Dong**, MBA, BA, aged 45, was appointed as an independent non-executive director on 3 November 2010. He is currently the audit manager of Azona Group and is in charge of internal audit and overall financial management. He holds a bachelor degree in finance from Hunan University in the PRC and a master degree of business administration from New York Institute of Technology, US. He worked for a number of multinational companies and listed companies in Hong Kong and has over 15 years of experience in internal audit, financial management and corporate governance. He is a member of the Certified Internal Auditor of the PRC.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## SENIOR MANAGEMENT

**Mr. Pu Li Wei**, aged 40, is the financial controller responsible for the overall financial management and accounting of the Group. He is responsible of executing, auditing and monitoring the internal control; verifying and managing on the foreign exchange and processing trade custom accounts; auditing payment; preparing management accounts; and preparing and filing tax returns. He graduated with a bachelor degree in accountancy from Zhejiang University in the PRC. He is also an accountant conferred by the Ministry of Finance, the PRC. He has over 15 years of experience in accounting, finance and administration.

**Mr. Li Xiao Zhong**, aged 33, is the plant manager and is responsible for supervising and monitoring the overall management and daily operations of factory. He is responsible of participating purchase order review meetings; organising master production schedules; computing material requirements plan; issuing production task orders and production materials orders; approving subcontracting orders, such as dyeing and embroidery; managing the utilisation and storage level of raw materials; and coordinating the operation progress and shipping schedule. He has over 10 years of experience in the apparel manufacturing industry in the PRC.

**Ms. Wei Mei E**, aged 54, is the head of the quality control unit and is responsible for the quality control operations of factory. Her daily responsibilities include maintaining the quality control manual and the quality control system; cooperating with the customers on assessing factory operations; participating purchase order review meetings to define specific needs of the customers; improving the quality control on different production divisions; assessing the terms and quality of supplies; executing the input quality control and production quality control; assisting customers on accomplishing exporting inspection; and training the quality control team. She has 31 years of experience in quality control in the apparel manufacturing industry.

**Ms. Xu Qiu Ping**, aged 27, is the manager of the operation and in charge of the operation of the production of factory. She has worked in a handbag manufacturing factory as an administrative clerk from 2002 to 2003. Her daily responsibilities include participating purchase order review meetings to confirm the production and delivery dates; organising production task paid rate and applying for approvals from general manager; organising the production according to the approved production task; monitoring production lines and reporting production progress; convening production management meetings to review production; and managing emergency incident during production.

**Ms. Lau Pin Suan**, aged 44, is the production manager. Ms. Lau was graduated in West North Textile College in Kwangtung Province. Ms. Lau joined the Group since 1999. She worked from a production supervisor and promoted to the manager of production since 2001. Her daily responsibilities include participating meeting with the sales to confirm production schedule, coordinating sales orders to production lines, monitoring production lines, reporting production progress, management production lines labors and taking charge of any emergency incidents during production.

**Mr. Zhang You Qiang**, aged 40, is the manager of the product safety and environmental protection department of factory. Prior to joining the Group in 1999, Mr. YQ Zhang worked in a property development company as an assistant in the engineering department from 1993 to 1999. Mr. YQ Zhang worked in a decoration materials company as an electricity technician from 1991 to 1993. He is responsible of formulating the quality control strategy in compliance with the environmental protection; requirements of the customers; participating purchase order review meetings to provide environmental protection comments; assessing suppliers to meet the requirement of environmental protection; adjusting the production lines to cope with the production plan; providing maintenance of equipments; providing training on the application of equipment; managing production safety and fire safety; and preparing treatment plans for industrial accidents.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## COMPANY SECRETARY

**Mr. Chan Cho Chak**, aged 51, was appointed as the company secretary of the Company on 1 September 2010. He is a practising accountant in Hong Kong and has over 15 years of professional experience in public accounting and company secretarial work. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He holds a Professional Diploma in accountancy from the Hong Kong Polytechnic University. He is the founder partner of Chan Fan & Co., an audit firm established in Hong Kong.

# CORPORATE GOVERNANCE REPORT

The Company has complied with the required code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") during the nine months ended 30 September 2013.

## COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

During the period, the Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding directors' securities transactions in securities of the Company. Upon the Group's specific enquiry, each Director confirmed that during the nine months ended 30 September 2013, he or she had fully complied with the required standard of dealings and there was no event of non-compliance.

## BOARD OF DIRECTORS

The Board comprises three executive Directors and three independent non-executive Directors and the Board is accountable to shareholders. The management and control of the business of the Company is vested in its Board. It is the duty of the Board to enhance value to the shareholders of the Company. The composition of the Board and biographies of the Directors are set out on page 7 of this annual report.

The three executive Directors are responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances and is collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The three independent non-executive Directors are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as to provide a balance in the Board in order to protect shareholders' interest and overall interest of the Group.

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

### Number of Meetings and Directors' Attendance

Regular board meetings should be held at least four times a year at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company.

During the nine months ended 30 September 2013, 5 regular board meetings, 2 audit committee meetings, 1 remuneration committee meeting and 1 nomination committee meeting were held. The individual attendance record of each Director at the meetings during the financial year is set out below:

| | Attendance/Number of meetings | | | |
|---|---|---|---|---|
| Name of Directors | Board | Audit committee | Remuneration committee | Nomination committee |
| Executive Directors | | | | |
| Mr. Ko Yuk Tong (Chief Executive Officer) | 5/5 | – | – | – |
| Mr. Ko Chun Hay, Kelvin (Chairman) | 5/5 | – | 1/1 | 1/1 |
| Madam Liu Lai Kuen | 5/5 | – | – | – |
| Independent Non-executive Directors | | | | |
| Mr. Li Kar Fai, Peter (Chairman of audit committee, remuneration committee and nomination committee) | 5/5 | 2/2 | 1/1 | 1/1 |
| Mr. Zhang Qing | 5/5 | 2/2 | 1/1 | 1/1 |
| Mr. Li Xiao Dong | 5/5 | 2/2 | 1/1 | 1/1 |

The company secretary attended all the scheduled Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance.

### Practice and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance.

Code Provision A.1.3 stipulates that at least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given. Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting or audit committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All Directors are given an opportunity to include matters in the agenda for regular Board meetings. The Board and each director also have separate and independent access to the senior executives whenever necessary. With the support of the senior executives, the Chairman is responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the company secretary of the meetings and opened for inspection by the Directors.

The Company's articles of association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

### Training of Directors

Pursuant to Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Up to the date of this annual report, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations.

The individual training record of each Director received for the nine months ended 30 September 2013 is summarized below:

| Name of Directors | Attending seminar(s)/ relevant materials in relation to the business or directors' duties Yes/No |
|---|---|
| Executive Directors | |
| Mr. Ko Yuk Tong | Yes |
| Mr. Ko Chun Hay, Kelvin | Yes |
| Madam Liu Lai Kuen | Yes |
| Independent Non-executive Directors | |
| Mr. Li Kar Fai, Peter | Yes |
| Mr. Zhang Qing | Yes |
| Mr. Li Xiao Dong | Yes |

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training or reading relevant materials in order to develop and refresh their knowledge and skills.

## AUDIT COMMITTEE

The Company has established an audit committee on 3 November 2010 with written terms of reference in compliance with the GEM Listing Rules. The audit committee has three members comprising all the independent non-executive Directors, namely, Mr. Li Kar Fai, Peter as the chairman of the audit committee, Mr. Zhang Qing and Mr. Li Xiao Dong.

All committee members possess appropriate industry and financial experience to advise on the Group's strategy and other matters. The composition of the audit committee meets the requirements of Rule 5.28 of the GEM Listing Rules. The primary duties of the audit committee are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

The audit committee has reviewed the Company's annual audited results for the nine months ended 30 September 2013.

## REMUNERATION COMMITTEE

The Company has established a remuneration committee on 3 November 2010 with written terms of reference in compliance with the GEM Listing Rules. The remuneration committee comprises one non-executive Director, namely, Mr. Ko Chun Hay, Kelvin and two independent non-executive Directors, namely, Mr. Li Kar Fai, Peter and Mr. Li Xiao Dong, with Mr. Li Kar Fai, Peter being appointed as the chairman of the remuneration committee. During the period, the remuneration committee held one meeting to recommend to the Board the policy and structure for the remuneration of the executive Directors and senior management, determining the specific remuneration packages of all the executive Directors and senior management, reviewing and approving performance based remuneration and compensation for loss or termination of office payable to executive Directors and senior management, ensuring no Director is involved in deciding his own remuneration and approving the service contracts of Directors and senior management.

## NOMINATION COMMITTEE

The Company has established a nomination committee on 3 November 2010 with written terms of reference in compliance with the GEM Listing Rules. The nomination committee comprises one non-executive Director namely, Mr. Ko Chun Hay, Kelvin and two independent non-executive Directors, namely, Mr. Li Kar Fai, Peter and Mr. Li Xiao Dong, with Mr. Li Kar Fai, Peter has been appointed as the chairman of the nomination committee. The nomination committee is mainly responsible for making recommendations to the Board on appointment of Directors and succession planning of the Directors.

## COMMUNICATION WITH SHAREHOLDERS

The Company endeavors to maintain an on-going dialogue with the shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation.

The Company will ensure that there are separate resolutions for separate issues proposed at the general meetings.

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group's business in a timely manner, subject to relevant regulatory requirements.

## GENERAL MEETINGS WITH SHAREHOLDERS

The Company's annual general meeting provides a useful platform for direct communication between the Board and shareholders. Separate resolutions are proposed on each substantially separate issue at the general meetings.

The 2013 annual general meeting ("2013 AGM") was held on 11 June 2013. The attendance record of the Directors at the 2013 AGM is set out below:

| Name of Directors | Meetings attended/held |
|---|---|
| Executive Directors | |
| Mr. Ko Yuk Tong | 1/1 |
| Mr. Ko Chun Hay, Kelvin | 1/1 |
| Ms. Liu Lai Kuen | 1/1 |
| Independent Non-executive Directors | |
| Mr. Li Kar Fai, Peter | 1/1 |
| Mr. Zhang Qing | 1/1 |
| Mr. Li Xiao Dong | 1/1 |

The Company's external auditors also attended the 2013 AGM.

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting

Pursuant to article 64 of the Articles of Association, extraordinary general meetings of the Company (the "EGM(s)") shall be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s), as a result of the failure of the Board to convene the EGM(s), shall be reimbursed to the requisitionist(s) by the Company.

### Putting enquiries to the Board

To ensure effective communication between the Board and the shareholders, the Company has adopted a Shareholders' communication policy (the "Policy"). Under the Policy, the Company's information shall be communicated to the Shareholders mainly through general meetings, including annual general meetings, the Company's financial reports (annual, interim and quarterly reports), and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website.

Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. Any such questions shall be first directed to the company secretary of the Company at the Company's principal place of business in Hong Kong at Flat 16, 1st Floor Wah Yiu Industrial Centre, 30-32 Au Pui Wan Street, Fotan, New Territories, Hong Kong.

### Putting forward proposals at Shareholders' meeting

The number of shareholders necessary for putting forward a proposal at a Shareholders' meeting shall be any number of shareholders representing not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings at the date of the request.

## COMPANY SECRETARY

Mr. Chan Cho Chak was appointed as the company secretary of the Company on 1 September 2010. He is responsible to the Board for ensuring the board procedures are followed and that the Board is briefed on legislative, regulatory and corporate governance developments.

Up to the date of this report, he has undertaken not less than 15 hours of relevant professional training.

## DIRECTORS' AND AUDITOR'S RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment of annual, interim and quarterly reports, other price-sensitive announcements and other financial disclosures required under the GEM Listing Rules and other statutory requirements.

The Directors acknowledged their responsibility for preparing the consolidated financial statements of the Company for the nine months ended 30 September 2013. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, therefore the Directors continue to adopt the going concern approach in preparing the consolidated financial statements.

The auditors to the Company acknowledge their reporting responsibilities in the independent auditor's report on the consolidated financial statements for the nine months ended 30 September 2013.

## AUDITOR'S REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services for the nine months ended 30 September 2013 amounted to HK$280,000 (for the year ended 31 December 2012: HK$320,000).

## INTERNAL CONTROLS

The Board has overall responsibility for the internal control system of the Company. The Board has developed its systems of internal control and risk management and is also responsible for reviewing and maintaining an adequate internal control system to safeguard the interests of the shareholders and the assets of the Company. During the year under review, the Board has conducted a review of the effectiveness of the internal control system of the Company.

## INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company (www.brilliancew.com) has provided an effective communication platform to the public and the shareholders.

During the nine months ended 30 September 2013, there had been no significant change in the Company's constitutional documents.

# REPORT OF THE DIRECTORS

The Directors present their annual report and the audited consolidated financial statements for the nine months ended 30 September 2013.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the activities of its subsidiaries are set out in note 15 to the consolidated financial statements. There were no significant changes in nature of Group's principal activities during the period.

## SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2012 and 30 September 2013 are set out in note 15 to the consolidated financial statements.

## RESULTS AND DIVIDEND

The results of the Group for the nine months ended 30 September 2013 are set out in the consolidated statement of comprehensive income on page 24 of this annual report.

The Directors do not recommend the payment of any dividend in respect of the nine months ended 30 September 2013 (for the year ended 31 December 2012: Nil).

## SEGMENTAL INFORMATION

Details of segment reporting are set out in note 29 to the consolidated financial statements.

## MAJOR CUSTOMERS AND SUPPLIERS

For the nine months ended 30 September 2013, the aggregate amount of turnover attribute to the Group's five largest customers was 82.4% of the total value of the Group's turnover. The Group's purchase to the five largest suppliers accounted for 33.5% of the total value of the Group's purchase.

At no time during the period have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in major customers or suppliers.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the period are set out in note 14 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the period are set out in note 26 to the consolidated financial statements.

## RESERVES

Movements in reserves of the Group during the period are set out in the consolidated statement of changes in equity on page 27.

# REPORT OF THE DIRECTORS

## DISTRIBUTABLE RESERVES

At 30 September 2013, the Company's reserves, calculated in accordance with the provisions of Cayman Islands' legislation, amounted to HK$33,879,000 (at 31 December 2012: HK$34,408,000).

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the nine months ended 30 September 2013, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's shares.

## FINANCIAL SUMMARY

A summary of the results of the Group for the past 5 financial years is set out on page 78 of this annual report.

## DIRECTORS AND DIRECTORS' SERVICE CONTRACT

In accordance with the Articles of the Company, one-third of the Directors are subject to retirement by rotation or, if their number is not three or a multiple of three, then the nearest to but not less than one-third shall retire from the office and, being eligible, will offer themselves for re-election, at the forthcoming annual general meeting of the Company.

The service contracts between the Company and each of the Directors are for a term of two years which commenced on 3 November 2010 and are subject to renewal by agreement for one or more consecutive terms of three years. Their terms of office are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from Mr. Li Kar Fai, Peter, Mr. Zhang Qing, and Mr. Li Xiao Dong pursuant to the Rules Governing the Listing of Securities on the GEM Listing Rules. The Company considers the independent non-executive Directors to be independent pursuant to Rule 5.09 of the GEM Listing Rules as at the date of this annual report.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 7 to 9 of this annual report.

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 30 to the consolidated financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its subsidiaries was a party during the period.

## COMPETING INTEREST

For the nine months ended 30 September 2013, the Directors were not aware of any business or interest of the Directors, the controlling shareholder, the management shareholder and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

# REPORT OF THE DIRECTORS

## GROUP'S EMOLUMENT POLICY

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group. Each Director may also receive a year-end bonus in respect of each financial year. The amount of such bonus will be determined by the remuneration committee of the Board, subject to shareholders' approval at general meeting.

The emolument policy of the Group is on the basis of the qualifications and contributions of individuals to the Group. The Company has adopted a share option scheme as an incentive to eligible participants, details of which are set out below in the section "Share option".

Details of the emoluments of the Directors and five highest paid individuals pursuant to Rules 18.28 to 18.30 of the GEM Listing Rules are set out in notes 8 and 9 to the consolidated financial statements, respectively.

## CONTRACT OF SIGNIFICANCE

There is no contract of significance between the Company or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries for the nine months ended 30 September 2013.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND DEBENTURES OF THE COMPANY

At 30 September 2013, the interests and short positions of the Directors and chief executive of the Company in the ordinary shares (the "Shares") of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

### Long positions in the Shares

| Name | Notes | Capacity | Number of shares | Percentage of the Company's issued share capital |
|---|---|---|---|---|
| Mr. Ko Yuk Tong | 1 | Interest of controlled corporation | 519,000,000 (L) | 75% |
| Mr. Ko Chun Hay, Kelvin | 2 | Interest of controlled corporation | 519,000,000 (L) | 75% |
| Madam Liu Lai Kuen | 3 | Interest of controlled corporation | 519,000,000 (L) | 75% |

Notes:

1. Mr. Ko Yuk Tong is deemed to be interested in 519,000,000 Shares held by Magic Ahead Investments Limited under the SFO.

2. Mr. Ko Chun Hay, Kelvin is deemed to be interested in 519,000,000 Shares held by Magic Ahead Investments Limited under the SFO.

3. Madam Liu Lai Kuen is deemed to be interested in 519,000,000 Shares held by Magic Ahead Investments Limited under the SFO.

During the nine months ended 30 September 2013, there were no debt securities issued by the Group and the Company at any time.

Save as disclosed above, as at 30 September 2013, none of the Directors or the chief executive of the Company or their respective associates had registered any other interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2013, so far as is known to the Directors, the following persons, not being Directors or the chief executive of the Company had, or were deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

### Long positions in the Shares

| Name | Capacity | Number of shares | Percentage of the Company's issued share capital |
|---|---|---|---|
| Magic Ahead Investments Limited (Note 1) | Beneficial owner | 519,000,000 (L) | 75% |

Note:

1. Magic Ahead Investments Limited, a company incorporated in British Virgin Islands on 15 October 2009 with limited liability and an investment holding company where the entire issued share capital of which is held by Mr. Ko Yuk Tong, Mr. Ko Chun Hay, Kelvin and Madam Liu Lai Kuen in the proportion of 24.54%, 75.0% and 0.46% respectively as at the 30 September 2013.

For the nine months ended 30 September 2013, there were no debt securities issued by the Group and the Company at any time.

Save as disclosed above, as at 30 September 2013, the Directors were not aware of any other person, other than the Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the Shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or options in respect of such share capital.

# REPORT OF THE DIRECTORS

## SHARE OPTION

A share option scheme (the "Scheme") was adopted by the Shareholders by way of written resolutions passed on 3 November 2010. Details of the Scheme are as follows:

**(i) Purpose**

The purpose of the Option Scheme is to attract and retain the best quality personnel for the development of the Company's businesses; to provide additional incentive to the employees including any executive or non-executive director and officer of the Company or any affiliate, consultants, agents, representatives, advisers, customers, contractors, business allies and joint venture partners; and to promote the long term financial success of the Company by aligning the interests of the option holders to the shareholders of the Company.

**(ii) Qualifying participants**

Any employee including any executive or non-executive director of the Company or any affiliate, any consultant, agent, representative, adviser, customer, contractor, business ally or joint venture partner of the Company or any affiliate.

**(iii) Maximum number of shares**

The total number of shares which may be issued upon exercise of all options to be granted under the Option Scheme must not in aggregate exceed 10% of the issued share capital of the Company at the date of approval of the Option Scheme or 30% of the issued share capital of the Company from time to time. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme and any other share option scheme(s) of the Company must be, in aggregate, exceed 30% of the total number of issued shares of the Company from time to time.

**(iv) Limit for each participant**

The total number of Shares of the Company issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to each participant must not exceed 1% of the Shares of the Company in issue.

**(v) Option period**

The period within which the Shares must be taken up an option shall be determined by the Board in its absolute discretion at the time of grant, but such period must not exceed 10 years from the date of grant of the relevant option.

The Board has the authority to determine the minimum period for which an option must be held before it can vest. The Option Scheme itself does not specify any minimum holding period.

**(vi) Acceptance and payment on acceptance**

The Options will be offered for acceptance for a period of 28 days from the date on which the Options are offered to an eligible person. Upon acceptance of the Options, the eligible person shall pay HK$1 to the Company as consideration for the grant.

**(vii) Subscription price**

The subscription price for each Share subject to and upon the exercise of the Options will be a price determined by the Board and notified to each Participant and shall be at least the highest of (i) the closing price of each Share on GEM as stated in the daily quotations sheet of Stock Exchange on the date of grant of the Options, which must be a business day; (ii) the average closing price of each Share on GEM as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the Option; and (iii) the nominal value of one Share.

**(viii) Remaining life of the Option Scheme**

The Scheme will remain valid for a period of 10 years commenting from 3 November 2010.

On 19 January 2012, as approved by the Board of Directors, a total of 13,800,000 Options, have been granted to 2 executive directors at an exercise price of HK$0.087 per Share. On 8 February 2013, as approved by the Board of Directors, a total of 13,800,000 Options, have been granted to 2 executive directors at an exercise price of HK$0.091 per Share. As at the date of this report, a total of 27,600,000 Shares, representing 3.99% of the existing issued share capital of the Group are available for issue in respect of the remaining options which may be granted under the Scheme. Up to the date of this report, the 27,600,000 Options have not yet been exercise by the Participants.

## RELATED PARTY TRANSACTION

Details of the related party transactions of the Group and the Company are set out in note 30 to the consolidated financial statements.

## CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report section set out on pages 10 to 15.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge, as at the date of this report, there is sufficient public float of 25% of the Company's issued shares as required under the GEM Listing Rules.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## EVENTS AFTER THE REPORTING PERIOD

As at the reporting date, the Group did not have any significant events after the reporting period.

## AUDITORS

The financial statements have been audited by CCIF CPA Limited who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board
**Brilliance Worldwide Holdings Limited**

**Ko Chun Hay, Kelvin**
*Chairman*

Hong Kong, 21 December 2013

# INDEPENDENT AUDITOR'S REPORT

CCIF
**CCIF CPA LIMITED**
9/F Leighton Centre
77 Leighton Road
Causeway Bay Hong Kong

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRILLIANCE WORLDWIDE HOLDINGS LIMITED**
*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Brilliance Worldwide Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 24 to 76, which comprise the consolidated and company statements of financial position as at 30 September 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the nine months ended 30 September 2013, and a summary of significant accounting policies and other explanatory information.

## Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 consolidated financial statements.

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

# INDEPENDENT AUDITOR'S REPORT

**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 30 September 2013, and of the Group's loss and cash flows for the nine months ended 30 September 2013 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.

**CCIF CPA Limited**
*Certified Public Accountants*
Hong Kong, 21 December 2013

**Kwok Cheuk Yuen**
Practising Certificate Number P02412

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the nine months ended 30 September 2013

| | Notes | 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|---|
| **TURNOVER** | 4 | **66,691** | 105,824 |
| Cost of sales | | **(62,087)** | (98,565) |
| **GROSS PROFIT** | | **4,604** | 7,259 |
| Other revenue | 5 | **27** | 116 |
| Selling and distribution expenses | | **(3,879)** | (4,380) |
| Administrative expenses | | **(12,184)** | (10,562) |
| **LOSS FROM OPERATIONS** | | **(11,432)** | (7,567) |
| Finance costs | 6(c) | **(152)** | (618) |
| **LOSS BEFORE TAXATION** | 6 | **(11,584)** | (8,185) |
| Taxation | 7(a) | **(2,666)** | 474 |
| **LOSS FOR THE PERIOD/YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY** | | **(14,250)** | (7,711) |
| **Other comprehensive income** | | | |
| Exchange differences arising on translation of foreign operations, with no income tax effects | | **50** | 31 |
| **TOTAL COMPREHENSIVE LOSS FOR THE PERIOD/YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY** | | **(14,200)** | (7,680) |
| **Loss per share** | | | |
| Basic and diluted (HK$) | 12 | **(0.021)** | (0.011) |

The notes on pages 29 to 76 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2013

| | Notes | At 30 September 2013 HK$'000 | At 31 December 2012 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Property, plant and equipment | 14 | **2,588** | 3,841 |
| Intangible asset | 16 | **223** | 267 |
| | | **2,811** | 4,108 |
| **Current assets** | | | |
| Inventories | 17 | **16,679** | 18,892 |
| Trade and other receivables | 18 | **12,110** | 21,413 |
| Amount due from ultimate holding company | 20 | **445** | 445 |
| Pledged bank deposits | 21 | **–** | 3,008 |
| Tax recoverable | 7(c) | **–** | 347 |
| Cash and bank balances | 22 | **9,435** | 14,417 |
| | | **38,669** | 58,522 |
| **Current liabilities** | | | |
| Trade and other payables | 23 | **9,895** | 15,451 |
| Bank borrowings | 24 | **2,836** | 7,266 |
| Tax payables | 7(c) | **2,348** | – |
| | | **15,079** | 22,717 |
| **Net current assets** | | **23,590** | 35,805 |
| **Total assets less current liabilities** | | **26,401** | 39,913 |
| **Non-current liabilities** | | | |
| Deferred tax liabilities | 25 | **120** | 120 |
| **NET ASSETS** | | **26,281** | 39,793 |
| **EQUITY** | | | |
| Share capital | 26 | **6,920** | 6,920 |
| Reserves | | **19,361** | 32,873 |
| **TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY** | | **26,281** | 39,793 |

Approved and authorised for issue by the board of directors on 21 December 2013.

**Ko Chun Hay, Kelvin**
*Chairman*

**Ko Yuk Tong**
*Chief Executive Officer*

The notes on pages 29 to 76 form part of these financial statements.

# STATEMENT OF FINANCIAL POSITION

As at 30 September 2013

| | Notes | At 30 September 2013 HK$'000 | At 31 December 2012 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Investments in subsidiaries | 15 | **19,047** | 19,047 |
| **Current assets** | | | |
| Trade and other receivables | 18 | **66** | 243 |
| Amounts due from subsidiaries | 19 | **16,996** | 10,420 |
| Amount due from ultimate holding company | 20 | **686** | 686 |
| Pledged bank deposits | 21 | **–** | 3,008 |
| Cash and bank balances | 22 | **5,760** | 9,106 |
| | | **23,508** | 23,463 |
| **Current liabilities** | | | |
| Trade and other payables | 23 | **437** | 551 |
| **Net current assets** | | **23,071** | 22,912 |
| **NET ASSETS** | | **42,118** | 41,959 |
| **EQUITY** | | | |
| Share capital | 26 | **6,920** | 6,920 |
| Reserves | 27 | **35,198** | 35,039 |
| **TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY** | | **42,118** | 41,959 |

Approved and authorised for issue by the board of directors on 21 December 2013.

**Ko Chun Hay, Kelvin**
*Chairman*

**Ko Yuk Tong**
*Chief Executive Officer*

The notes on pages 29 to 76 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2013

| | Attributable to owners of the Company | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Share capital HK$'000 | Share premium HK$'000 | Share-based compensation reserve HK$'000 | Capital reserve HK$'000 | Merger reserve HK$'000 | Exchange reserve HK$'000 | Retained profits/ (accumulated loss) HK$'000 | Total HK$'000 |
| At 1 January 2012 | 6,920 | 16,489 | – | 3,718 | (383) | – | 20,098 | 46,842 |
| Other comprehensive income: Exchange differences arising on translation of foreign operations | – | – | – | – | – | 31 | – | 31 |
| Loss for the year | – | – | – | – | – | – | (7,711) | (7,711) |
| Total comprehensive loss for the year | – | – | – | – | – | 31 | (7,711) | (7,680) |
| Equity-settled share-based transactions | – | – | 631 | – | – | – | – | 631 |
| At 31 December 2012 and 1 January 2013 | 6,920 | 16,489 | 631 | 3,718 | (383) | 31 | 12,387 | 39,793 |
| Other comprehensive income: Exchange differences arising on translation of foreign operations | – | – | – | – | – | 50 | – | 50 |
| Loss for the period | – | – | – | – | – | – | (14,250) | (14,250) |
| Total comprehensive loss for the period | – | – | – | – | – | 50 | (14,250) | (14,200) |
| Equity-settled share-based transactions | – | – | 688 | – | – | – | – | 688 |
| At 30 September 2013 | 6,920 | 16,489 | 1,319 | 3,718 | (383) | 81 | (1,863) | 26,281 |

The notes on pages 29 to 76 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the nine months ended 30 September 2013

| | Notes | 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|---|
| **OPERATING ACTIVITIES** | | | |
| Loss before taxation | | **(11,584)** | (8,185) |
| Finance costs | 6(c) | **152** | 618 |
| Depreciation on property, plant and equipment | 14 | **972** | 2,242 |
| Amortisation on intangible asset | 16 | **51** | 67 |
| Bank interest income | 5 | **(27)** | (116) |
| Share-based payment expenses | 6(a) | **688** | 631 |
| Written down of inventories | 17(b) | **2,144** | – |
| Loss on disposal of property, plant and equipment | 6(b) | **292** | – |
| Impairment loss on trade receivables | 18(b) | **1,269** | – |
| | | **(6,043)** | (4,743) |
| **Changes in working capital** | | | |
| Decrease/(increase) in inventories | | **69** | (1,958) |
| Decrease/(increase) in trade and other receivables | | **8,034** | (2,342) |
| Increase in amount due from ultimate holding company | | **–** | (250) |
| Decrease in trade and other payables | | **(5,556)** | (1,047) |
| **CASH USED IN OPERATIONS** | | **(3,496)** | (10,340) |
| Hong Kong profits tax paid | 7(c) | **–** | (267) |
| **NET CASH USED IN OPERATING ACTIVITIES** | | **(3,496)** | (10,607) |
| **INVESTING ACTIVITIES** | | | |
| Purchase of property, plant and equipment | | **(8)** | (261) |
| Purchase of intangible asset | | **–** | (334) |
| Decrease in pledged bank deposits | | **3,008** | 4,994 |
| Bank interest received | | **27** | 116 |
| **NET CASH GENERATED FROM INVESTING ACTIVITIES** | | **3,027** | 4,515 |
| **FINANCING ACTIVITIES** | | | |
| Proceeds from packing loans | | **2,059** | – |
| Net fund (paid)/arising from discounted bills with recourse | | **(2,583)** | 750 |
| Interests paid | | **(152)** | (618) |
| **NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES** | | **(676)** | 132 |
| **NET DECREASE IN CASH AND CASH EQUIVALENTS** | | **(1,145)** | (5,960) |
| **EFFECT OF FOREIGN EXCHANGE RATE CHANGES** | | **69** | 32 |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD/YEAR** | | **9,761** | 15,689 |
| **CASH AND CASH EQUIVALENTS AT END OF PERIOD/YEAR** | 22 | **8,685** | 9,761 |

The notes on pages 29 to 76 form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the nine months ended 30 September 2013

## 1. CORPORATE INFORMATION

Brilliance Worldwide Holdings Limited (the "Company") was incorporated and domiciled in the Cayman Islands as an exempted company with limited liability on 24 February 2010. The Company has established a principal place of business in Hong Kong at Flat 16, 1st Floor, Wah Yiu Industrial Centre, 30–32 Au Pui Wan Street, Fotan, New Territories, Hong Kong and has been registered as a non-Hong Kong company under part XI of the Hong Kong Companies Ordinance on 27 October 2010. Its shares have been listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 25 November 2010.

The Company is an investment holding company. The Company's subsidiaries as set out in note 15 are principally engaged in garment manufacturing and sale of apparel products.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules"). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### b) Basis of preparation of the financial statements

As set out in the announcement of the Company issued on 18 September 2013, in view of well preparation of financial reports and better coordination with respective professional parties as well as the diminution in administrative expenses during the annual reporting peak season as the norm in the market and also to cope with the statutory year end date of the Group's major subsidiary, the financial year end date of the Company and the Group has been changed from 31 December to 30 September. Accordingly, the current accounting period covers a period of nine months from 1 January 2013 to 30 September 2013. The corresponding comparative amounts shown for the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes cover a period of twelve months from 1 January 2012 to 31 December 2012 are therefore not entirely comparable with those of the current period.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These financial statements are presented in Hong Kong dollars ("HK$"), rounded to the nearest thousand except for per share data. Hong Kong dollar is the Company's functional and the Group's presentation currency.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 34.

### c) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

*Changes in the Group's ownership interests in existing subsidiaries*

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(g)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### d) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statements of financial position at cost less accumulated depreciation and accumulated impairment losses (see note 2(g)).

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

— leasehold land classified as held under finance lease is depreciated over the unexpired term of lease.

— building situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.

— other property, plant and equipment are depreciated on a straight-line method over their estimated useful lives as follows:

| | |
|---|---|
| Plant and machinery | 20% per annum |
| Furniture, fixtures and equipment | 20% per annum |
| Motor vehicles | 20% per annum |

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised 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. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are recognised in profit or loss during the financial period in which they are incurred.

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.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in the profit or loss on the date of retirement or disposal.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### e) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

| | |
|---|---|
| — Trademark | 5 years |

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

### f) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

*i) Classification of assets leased to the Group*

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

— land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

*ii) Assets acquired under finance leases*

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(d). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(g). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### f) Leased assets (Continued)

*iii) Operating lease charges*

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the accounting period in which they are incurred.

*iv) Leasehold land and building*

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

### g) Impairment of assets

*i) Impairment of trade and other receivables*

Trade and other receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

— significant financial difficulty of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and

— a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### g) Impairment of assets (Continued)

*i) Impairment of trade and other receivables (Continued)*

If any such evidence exists, any impairment loss is determined and recognised as follows:

— For investments in subsidiaries, the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(g)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(g)(ii).

— For trade receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivables included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### g) Impairment of assets (Continued)

*ii) Impairment of other assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

— property, plant and equipment; and

— intangible asset.

If any such indication exists, the asset's recoverable amount is estimated.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing its value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in the profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal, or value in use, if determinable.

— Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

*iii) Interim financial reporting and impairment*

Under GEM Listing Rules, the Group is required to prepare a quarterly financial report in compliance with HKAS 34, Interim Financial Reporting, in respect of each quarter of the financial year. At the end of the quarterly period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 2(g)(i) and (ii)).

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### h) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### i) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2(g)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see note 2(g)).

### j) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

### k) Trade and other payables

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

### l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### m) Employee benefits

*i) Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

*ii) Share-based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

*iii) Termination benefits*

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### n) Income tax

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences related to investments in subsidiaries to the extent that, in the case of taxable difference, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### n) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### o) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### p) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

i) *Sale of goods*

Revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

ii) *Interest income*

Interest income is recognised as it accrues using the effective interest method.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### q) Translation of foreign currencies

Foreign currency transactions during the period are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss, except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

### r) Borrowing costs

Borrowing costs that are 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 are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### s) Related parties

a) A person, or a close member of that person's family, is related to the Group if that person:

   i) has control or joint control over the Group;

   ii) has significant influence over the Group; or

   iii) is a member of the key management personnel of the Group or the Group's parent.

b) An entity is related to the Group if any of the following conditions applies:

   i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

   ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

   iii) Both entities are joint ventures of the same third party.

   iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

   v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

   vi) The entity is controlled or jointly controlled by a person identified in (a).

   vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### t) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

| | |
|---|---|
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2009–2011 Cycle |
| Amendments to HKAS 1 (Revised) | Presentation of Items of Other Comprehensive Income |
| Amendments to HKFRS 1 | Government loans |
| Amendments to HKFRS 7 | Disclosures — Offsetting Financial Assets and Financial Liabilities |
| Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 | Consolidated financial statements, joint arrangement and disclosure of interests in other entities: Transition guidance |
| HKFRS 10 | Consolidated Financial Statements |
| HKFRS 11 | Joint Arrangements |
| HKFRS 12 | Disclosure of Interests in Other Entities |
| HKFRS 13 | Fair Value Measurement |
| HKAS 27 (as revised in 2011) | Separate Financial Statements |
| HKAS 28 (as revised in 2011) | Investments in Associates and Joint Ventures |
| HKAS 19 (as revised in 2011) | Employee Benefits |
| HK(IFRIC)-INT 20 | Stripping Costs of the Production Phase of a Surface Mine |

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

## 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

### Amendments to HKAS 1, Presentation of financial statements — Presentation of items of other comprehensive income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly.

### HKFRS 10, Consolidated financial statements

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and HK-SIC 12 *Consolidation — Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

### Amendments to HKFRS 7 — Disclosures — Offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32, *Financial instruments: Presentation* and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7 during the periods presented.

## 4. TURNOVER

The principal activity of the Group is garment manufacturing and sale of apparel products.

Turnover represents the sales value of goods supplied to customers as follows:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Sales of garments | **66,691** | 105,824 |

## 5. OTHER REVENUE

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Bank interest income, being total interest income on financial assets not at fair value through profit or loss | **27** | 116 |

## 6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging the following:

**a) Staff costs (including directors' and chief executive officer's remuneration (Note 8))**

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Salaries, wages and other benefits | **16,016** | 30,710 |
| Equity-settled share-based payment expenses | **688** | 631 |
| Contributions to defined contribution retirement plans | **796** | 1,110 |
| | **17,500** | 32,451 |

## 6. LOSS BEFORE TAXATION (CONTINUED)

### b) Other items

| | 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Auditor's remuneration | **280** | 320 |
| Cost of inventories (note i) | **62,087** | 98,565 |
| Depreciation of property, plant and equipment | **972** | 2,242 |
| Amortisation of intangible asset | **51** | 67 |
| Impairment loss on trade receivables | **1,269** | – |
| Operating lease charges: minimum lease payments | **706** | 789 |
| Loss on disposal of property, plant and equipment | **292** | – |
| Exchange loss, net | **155** | 30 |

Note:

i) Cost of inventories for the nine months ended 30 September 2013 includes HK$12,554,000 (For the year ended 31 December 2012: HK$28,471,000) relating to staff costs, depreciation of property, plant and equipment and operating lease charges, which amount is also included in the respective total amounts disclosed separately above for each of these types of expenses. Cost of inventories also includes the written-down of inventories amounting to HK$2,144,000 for the nine months ended 30 September 2013 (for the year ended 31 December 2012: HK$nil) (note 17).

### c) Finance costs

| | 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Interest on bank advances repayable within five years, being total interest expense on financial liabilities not at fair value through profit or loss | **152** | 618 |

## 7. TAXATION

a) Income tax in the consolidated statement of comprehensive income represents:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| **Current tax** | | |
| — Overprovision of Hong Kong profits tax in respect of prior years | **–** | (153) |
| — PRC enterprise income tax | **2,666** | – |
| **Deferred tax (Note 25)** | | |
| Reversal of temporary differences | **–** | (321) |
| | **2,666** | (474) |

No Hong Kong profits tax has been provided for in the consolidated financial statements as the Group has no assessable profits for the nine months ended 30 September 2013 (for the year ended 31 December 2012: no assessable profits).

PRC enterprise income tax at 25% has been provided for a subsidiary in the consolidated financial statements for the nine months ended 30 September 2013. No PRC enterprise income tax has been provided for in the consolidated financial statements as the Group had no income assessable for tax for the year ended 31 December 2012 as determined in accordance with the relevant income tax rules and regulation of the PRC.

No profits tax in the Cayman Islands and BVI has been provided for in the consolidated financial statements as the Group has no income assessable for tax for the nine months ended 30 September 2013 in these jurisdictions (for the year ended 31 December 2012: Nil).

## 7. TAXATION (CONTINUED)

b) Reconciliation between tax expenses and accounting loss at the applicable tax rates:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Loss before taxation | **(11,584)** | (8,185) |
| Notional tax on loss before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned | **(1,754)** | (1,401) |
| Overprovision in prior years | **–** | (153) |
| Tax effect of non-taxable income | **(4)** | (34) |
| Tax effect on non-deductible expenses | **63** | 301 |
| Tax effect of unused tax losses not recognised | **1,695** | 813 |
| Tax effect of deemed income | **2,666** | – |
| Actual tax expense/(credit) | **2,666** | (474) |

As at 30 September 2013, the Group has unused tax losses of HK$17,770,000 (as at 31 December 2012: HK$5,274,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

c) Tax payables/(recoverable) in the consolidated statement of financial position represents:

| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
|---|---|---|
| At the beginning of reporting period | **(347)** | 73 |
| Provision for the period/year | | |
| — PRC enterprise income tax | **2,666** | – |
| Tax paid for Hong Kong profits tax | **–** | (267) |
| Overprovision in respect of prior years | **–** | (153) |
| Exchange adjustment | **29** | – |
| At the end of reporting period | **2,348** | (347) |

## 8. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

Directors' and chief executive officer's remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

| | 1 January 2013 to 30 September 2013 | | | | |
|---|---|---|---|---|---|
| | Fees HK$'000 | Salaries, allowances and benefits in kind HK$'000 | Share-based payments HK$'000 | Retirement scheme contributions HK$'000 | Total HK$'000 |
| **Chairman and executive director** | | | | | |
| Ko Chun Hay, Kelvin | 360 | – | 344 | – | 704 |
| **Executive directors** | | | | | |
| Ko Yuk Tong (Chief Executive Officer) | 180 | – | 344 | – | 524 |
| Liu Lai Kuen | 90 | – | – | – | 90 |
| Ko Kam Lun (Note i) | 10 | – | – | – | 10 |
| **Independent non-executive directors** | | | | | |
| Li Xiao Dong | 14 | – | – | – | 14 |
| Zhang Qing | 14 | – | – | – | 14 |
| Li Kar Fai, Peter | 18 | 4 | – | – | 22 |
| | 686 | 4 | 688 | – | 1,378 |

| | 1 January 2012 to 31 December 2012 | | | | |
|---|---|---|---|---|---|
| | Fees HK$'000 | Salaries, allowances and benefits in kind HK$'000 | Share-based payments HK$'000 | Retirement scheme contributions HK$'000 | Total HK$'000 |
| **Chairman and executive director** | | | | | |
| Ko Chun Hay, Kelvin | 480 | – | 316 | – | 796 |
| **Executive directors** | | | | | |
| Ko Yuk Tong (Chief Executive Officer) | 240 | – | 315 | 6 | 561 |
| Liu Lai Kuen | 120 | – | – | 3 | 123 |
| Ko Kam Lun (Note i) | 120 | – | – | 14 | 134 |
| **Independent non-executive directors** | | | | | |
| Li Xiao Dong | 18 | – | – | – | 18 |
| Zhang Qing | 18 | – | – | – | 18 |
| Li Kar Fai, Peter | 24 | – | – | – | 24 |
| | 1,020 | – | 631 | 23 | 1,674 |

## 8. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (CONTINUED)

Note:

i) Mr. Ko Kum Lun resigned as executive director of the Company on 1 February 2013.

During the period/year, no director of the Company waived any emoluments and no emoluments were paid or payable by the Group as an inducement to join or upon joining the Group, or as compensation for loss of office.

## 9. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (for the year ended 31 December 2012: four) were directors of the Company whose emoluments are included in the disclosures in note 8. The emoluments of the remaining two (for the year ended 31 December 2012: one) was as follows:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Salaries and other benefits | **258** | 176 |
| Contributions to retirement benefits schemes | **6** | – |
| | **264** | 176 |

During the period/year, no emolument was paid by the Group to the five highest paid individuals (including directors and other employees) as inducement to join or upon joining the Group or as compensation for loss of office and no bonus was paid or payable by the Group to the five highest paid individuals based on the performance of the Group.

The employments of individuals other than the directors with the highest emoluments are whose emoluments fall within the following band were as follows:

| | **1 January 2013 to 30 September 2013** | 1 January 2012 to 31 December 2012 |
|---|---|---|
| **Number of individuals** | | |
| HK$Nil up to HK$1,000,000 | **2** | 1 |

## 10. LOSS ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated loss attributable to equity shareholders of the Company includes a loss of HK$529,000 (for the year ended 31 December 2012: loss of HK$689,000) which has been dealt with in the financial statements of the Company.

## 11. DIVIDEND

The directors do not recommend any payment of dividend for the nine months ended 30 September 2013 (for the year ended 31 December 2012: Nil).

## 12. LOSS PER SHARE

The calculation of loss per share for the period/year is based on the loss for the period/year attributable to owners of the Company of HK$14,250,000 (for the year ended 31 December 2012: HK$7,711,000) and the weighted average number of 692,000,000 shares in issue during the period (for the year ended 31 December 2012: 692,000,000 shares in issue).

The computation of diluted loss per share does not assume the exercise of the Company's share options outstanding during the period as the exercise price of those options is higher than the average market price for shares for both 2013 and 2012.

## 13. EMPLOYEE RETIREMENT BENEFITS

### Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$25,000. Contributions to the plan vest immediately.

The Group also participates in a state-managed scheme. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The subsidiaries are required to contribute certain percentages of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

## 14. PROPERTY, PLANT AND EQUIPMENT

**The Group**

| | Leasehold land and building held for own use carried at cost HK$'000 | Plant and machinery HK$'000 | Furniture, fixtures and equipment HK$'000 | Motor vehicles HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| **Cost** | | | | | |
| At 1 January 2012 | 1,000 | 11,807 | 10,424 | 1,890 | 25,121 |
| Additions | – | – | 261 | – | 261 |
| Disposals | – | (82) | (1) | – | (83) |
| Exchange adjustment | – | – | (1) | – | (1) |
| At 31 December 2012 and 1 January 2013 | 1,000 | 11,725 | 10,683 | 1,890 | 25,298 |
| Additions | – | – | 8 | – | 8 |
| Disposals | – | – | (1,240) | – | (1,240) |
| Exchange adjustment | – | 2 | 1 | 1 | 4 |
| At 30 September 2013 | 1,000 | 11,727 | 9,452 | 1,891 | 24,070 |
| **Accumulated depreciation** | | | | | |
| At 1 January 2012 | 40 | 8,183 | 9,807 | 1,268 | 19,298 |
| Charge for the year | 20 | 1,467 | 575 | 180 | 2,242 |
| Written back on disposals | – | (82) | (1) | – | (83) |
| At 31 December 2012 and 1 January 2013 | 60 | 9,568 | 10,381 | 1,448 | 21,457 |
| Charge for the period | 15 | 820 | 2 | 135 | 972 |
| Written back on disposals | – | – | (948) | – | (948) |
| Exchange adjustment | – | 1 | – | – | 1 |
| At 30 September 2013 | 75 | 10,389 | 9,435 | 1,583 | 21,482 |
| **Carrying amount** | | | | | |
| At 30 September 2013 | 925 | 1,338 | 17 | 308 | 2,588 |
| At 31 December 2012 | 940 | 2,157 | 302 | 442 | 3,841 |

The leasehold land and building held for own use in Hong Kong under medium term lease and are pledged to a bank to secure banking facilities granted to the Group (note 24).

## 15. INVESTMENTS IN SUBSIDIARIES

| | The Company | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Unlisted shares, at cost | **19,047** | 19,047 |

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated:

| Name | Place of incorporation and kind of legal entity | Principal activities and place of operation | Nominal value of issued and paid up share capital/ registered capital | Proportion of ownership interest | | |
|---|---|---|---|---|---|---|
| | | | | Group's effective interest | Held by the Company | Held by a subsidiary |
| Prosperity Global Investments Limited | British Virgin Islands, Limited liability company | Investment holding in Hong Kong | US$20,000 | 100% | 100% | – |
| Yoko Garment Limited ("Yoko Garment") | Hong Kong, Limited liability company | Sales of garment in Hong Kong | HK$10,800 | 100% | – | 100% |
| Koko Garment (Huizhou) Limited | Hong Kong, Limited liability company | Sales of garment in Hong Kong | HK$100,000 | 100% | – | 100% |
| Brilliance Investment Holdings Limited | Hong Kong, Limited liability company | Investment holding in Hong Kong | HK$10,000 | 100% | – | 100% |
| 高高製衣(惠州)有限公司 ("惠州高高") (note a) | PRC, Limited liability company | Manufacturing and sales of garment in the PRC | Registered capital HK$1,117,500 Paid-up capital HK$1,000,000 | 100% | – | 100% |
| 惠州市再高商貿有限公司 ("再高商貿") (note b) | PRC, Limited liability company | Sales of garment in the PRC | HK$1,000,000 | 100% | – | 100% |

Notes:

a) 惠州高高 was established on 8 June 2012. It is a wholly foreign-owned enterprise established in the PRC to be operated for 30 years up to 8 June 2042.

b) 再高商貿 was established on 5 September 2012. It is a wholly foreign-owned enterprise established in the PRC to be operated for 10 years up to 5 September 2022.

## 16. INTANGIBLE ASSET

### The Group

| | HK$'000 |
|---|---|
| **Cost** | |
| At 1 January 2012 | – |
| Additions | 334 |
| At 31 December 2012 | 334 |
| Exchange adjustment | 9 |
| At 30 September 2013 | 343 |
| **Accumulated amortisation** | |
| At 1 January 2012 | – |
| Charge for the year | 67 |
| At 31 December 2012 and 1 January 2012 | 67 |
| Charge for the period | 51 |
| Exchange adjustment | 2 |
| At 30 September 2013 | 120 |
| **Carrying amount** | |
| At 30 September 2013 | 223 |
| At 31 December 2012 | 267 |

Intangible asset represents the trademark of "JAZZBOAT" held by the Group.

The amortisation charge for the period/year is included in "administrative expenses" in the consolidated statement of comprehensive income.

## 17. INVENTORIES

a) Inventories in the consolidated statement of financial position comprise:

| | The Group At 30 September 2013 HK$'000 | At 31 December 2012 HK$'000 |
|---|---|---|
| Raw materials | **5,945** | 8,911 |
| Work-in-progress | **7,952** | 4,343 |
| Finished goods | **2,782** | 5,638 |
| | **16,679** | 18,892 |

b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

| | The Group 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Carrying amount of inventories sold | **59,943** | 98,565 |
| Written down of inventories (note 6(b)) | **2,144** | – |
| | **62,087** | 98,565 |

## 18. TRADE AND OTHER RECEIVABLES

| | The Group | | The Company | |
|---|---|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Trade receivables | **11,557** | 9,270 | **–** | – |
| Bills discounted with recourse | **29** | 3,394 | **–** | – |
| Less: allowance for doubtful debts (note (b)) | **(1,269)** | – | **–** | – |
| Loans and receivables | **10,317** | 12,664 | **–** | – |
| Deposits, prepayments and other receivables | **1,793** | 8,749 | **66** | 243 |
| | **12,110** | 21,413 | **66** | 243 |

## 18. TRADE AND OTHER RECEIVABLES (CONTINUED)

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

### a) Aging analysis

Included in trade and other receivables are trade and bills receivables (net of allowance for doubtful debt) with the following aging analysis presented based on invoice date as of the end of the reporting period:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| 0–90 days | **10,304** | 12,640 |
| 91–180 days | **12** | 24 |
| 181–365 days | **1,270** | – |
| | **11,586** | 12,664 |
| Less: allowance for doubtful debt | **(1,269)** | – |
| | **10,317** | 12,664 |

Trade and bills receivables are normally due within 15 to 60 days from the date of billing. Further details on the Group's credit policy are set out in note 33(a)(i).

### b) Allowance for doubtful debt

Impairment losses 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 (see note 2(g)).

*Movements in the allowance for doubtful debt*

| | The Group | |
|---|---|---|
| | **HK$'000** | HK$'000 |
| At the beginning of period/year | **–** | – |
| Impairment loss recognised | **1,269** | – |
| At the end of period/year | **1,269** | – |

As at 30 September 2013, trade receivables of the Group amounting to HK$1,269,000 (as at 31 December 2012: Nil) were individually determined to be impaired. These individually impaired receivables were outstanding over the credit period at the end of the reporting period or were due from customers with financial difficulties. Accordingly, specific allowances for doubtful debts of approximately HK$1,269,000 were recognised (for the year ended 31 December 2012: Nil).

## 18. TRADE AND OTHER RECEIVABLES (CONTINUED)

### c) Trade and bills receivables that are not impaired

The aging analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Neither past due nor impaired | **9,975** | 12,483 |
| Past due but not impaired | | |
| Less than 3 months past due | **339** | 157 |
| 3 to 12 months past due | **3** | 24 |
| | **342** | 181 |
| | **10,317** | 12,664 |

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### d) Transfer of financial assets

During the period, the Group discounted bills receivables with an aggregate carrying amount of HK$29,000 (for the year ended 31 December 2012: HK$10,490,000) to a bank for cash proceeds of HK$27,000 (for the year ended 31 December 2012: HK$10,372,000). If the bills receivables are not paid at maturity, the bank has the right to request the Group to pay the unsettled balance. As the Group has not transferred the significant risks and rewards relating to these bills receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a secured borrowing.

At the end of the reporting period, the carrying amount of the bills receivables that have been transferred but have not been derecognised amounted to HK$29,000 and the carrying amount of the associated liability is HK$27,000.

## 19. AMOUNTS DUE FROM SUBSIDIARIES

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

## 20. AMOUNT DUE FROM ULTIMATE HOLDING COMPANY

Particulars of amount due from ultimate holding company disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

### The Group

| | Maximum amount outstanding | | | |
|---|---|---|---|---|
| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Magic Ahead Investments Limited ("Magic Ahead") | **445** | 445 | **445** | 445 |

### The Company

| | Maximum amount outstanding | | | |
|---|---|---|---|---|
| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Magic Ahead | **686** | 686 | **686** | 686 |

The amount due from ultimate holding company is unsecured, interest-free and has no fixed terms of repayment.

## 21. PLEDGED BANK DEPOSITS

### The Group and the Company

There is no bank deposits pledged for securing banking facilities granted to the Group and the Company as at 30 September 2013. As at 31 December 2012, deposit amounting to HK$3,008,000 had been pledged to secure short-term bank borrowings (note 24) and was therefore classified as current asset.

The interest rate on the pledged deposit as at 31 December 2012 was 0.3% per annum.

## 22. CASH AND CASH EQUIVALENTS

| | The Group | | The Company | |
|---|---|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Cash at banks and on hand | **4,379** | 5,383 | **5,760** | 72 |
| Deposits with banks | **5,056** | 9,034 | **–** | 9,034 |
| Cash and bank balances | **9,435** | 14,417 | **5,760** | 9,106 |
| Bank overdrafts, secured (note 24) | **(750)** | (4,656) | | |
| Cash and cash equivalents in the consolidated statements of financial position and consolidated statement of cash flows | **8,685** | 9,761 | | |

The interest rates on the cash at bank and deposits with banks ranged from 0.01% to 0.93% (for the year ended 31 December 2012: 0.01% to 0.62%) per annum.

The bank overdraft bore interests at 2.5% per annum over Hong Kong prime rate, was secured by the Group's leasehold land and building held for own use (note 14).

The bank overdraft bore interests at 1% per annum below Hong Kong prime rate, was secured by the Group's pledged bank deposits (note 21).

## 23. TRADE AND OTHER PAYABLES

| | The Group | | The Company | |
|---|---|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Trade payables | **7,402** | 10,750 | **–** | – |
| Other payables and accruals | **2,493** | 4,701 | **437** | 551 |
| | **9,895** | 15,451 | **437** | 551 |

## 23. TRADE AND OTHER PAYABLES (CONTINUED)

The following is an aging analysis of trade payables presented based on invoice date as at the end of the reporting period:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| 0–90 days | **7,243** | 9,219 |
| 91–180 days | **92** | 1,529 |
| 181–365 days | **67** | 2 |
| | **7,402** | 10,750 |

## 24. BANK BORROWINGS

At the end of the reporting period, the bank borrowings were repayable as follows:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Within 1 year or on demand | **2,836** | 7,266 |

At the end of the reporting period, the bank borrowings were secured as follows:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Packing loans, secured | **2,059** | – |
| Financial liabilities on bills discounted with recourse | **27** | 2,610 |
| Bank overdrafts, secured (note 22) | **750** | 4,656 |
| | **2,836** | 7,266 |

As at 30 September 2013, the banking facilities of a subsidiary were secured by the leasehold land and buildings with an aggregate carrying value of HK$925,000 (as at 31 December 2012: HK$940,000). Such banking facilities amounted to HK$5,000,000 (as at 31 December 2012: HK$5,000,000) were utilised to the extent of HK$5,000,000 (As at 31 December 2012: HK$1,634,000).

As at 30 September 2013, the banking facilities of certain subsidiaries are secured by bank deposits amounting to HK$Nil (as at 31 December 2012: HK$3,008,000) (see note 21). Such banking facilities amounting to HK$18,000,000 (as at 31 December 2012: HK$18,000,000) were utilised to the extent of HK$2,836,000 (as at 31 December 2012: HK$3,022,000).

## 24. BANK BORROWINGS (CONTINUED)

All of the Group's banking facilities are subject to the fulfillment of covenants relating to certain of the Group's statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 33(a)(ii). As at 30 September 2013, none of the covenants relating to drawn down facilities had been breached (as at 31 December 2012: Nil).

At the end of the reporting period, the Group had United States dollars denominated bank borrowings of HK$27,000 (as at 31 December 2012: HK$2,610,000). All other bank borrowings are denominated in Hong Kong dollars.

## 25. DEFERRED TAX LIABILITIES

The deferred tax liabilities arising from the difference between the depreciation allowances and related depreciation recognised in the consolidated statement of financial position and the movements during the period/year are as follows:

| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
|---|---|---|
| At the beginning of the reporting period | **120** | 441 |
| Credited to profit or loss (note 7(a)) | **–** | (321) |
| At the end of the reporting period | **120** | 120 |

## 26. SHARE CAPITAL

| | **At 30 September 2013** | | At 31 December 2012 | |
|---|---|---|---|---|
| | **No. of shares** | **Amount HK$'000** | No. of shares | Amount HK$'000 |
| Authorised: | | | | |
| Ordinary shares of HK$0.01 each | **10,000,000,000** | **100,000** | 10,000,000,000 | 100,000 |
| Ordinary shares issued and fully paid: | | | | |
| At 1 January 2012, 31 December 2012 and 30 September 2013 | **692,000,000** | **6,920** | 692,000,000 | 6,920 |

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

## 27. RESERVES

### a) The movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

| | Share premium (note 27(b)(i)) HK$'000 | Contributed surplus (note 27(b)(iv)) HK$'000 | Share-based compensation reserves (note 27(b)(vi)) HK$'000 | Retained profit/ (accumulated losses) HK$'000 | Total HK$'000 |
|---|---|---|---|---|---|
| At 1 January 2012 | 16,489 | 18,497 | – | 111 | 35,097 |
| Total comprehensive loss for the year | – | – | – | (689) | (689) |
| Equity-settled share-based transactions | – | – | 631 | – | 631 |
| At 31 December 2012 and 1 January 2013 | 16,489 | 18,497 | 631 | (578) | 35,039 |
| Total comprehensive loss for the period | – | – | – | (529) | (529) |
| Equity-settled share-based transactions | – | – | 688 | – | 688 |
| At 30 September 2013 | 16,489 | 18,497 | 1,319 | (1,107) | 35,198 |

### b) Nature and purpose of reserves

*i) Share premium*

The application of the share premium account of the Company is governed by the Companies Law of the Cayman Islands. Under the Companies Law of the Cayman Islands, the funds in the share premium account are distributable to shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

On initial listing of the shares of the Company on the Stock Exchange on 25 November 2010 when the share premium account of the Company was being credited, directors of the Company were authorised to capitalise an amount of HK$5,185,000 from such account and applying such sum in paying up in full as par a total of 518,500,000 shares of allotment and issued to the shareholders of the Company whose names appeared on the register of members of the Company at the close of business on 12 November 2010.

## 27. RESERVES (CONTINUED)

### b) Nature and purpose of reserves (Continued)

*i) Share premium (Continued)*

On 25 November 2010, 118,500,000 new shares of the Company with par value of HK$0.01 each were issued for subscription and purchase by selected institutional, professional and other investors at the placing price of HK$0.23 per share. As a result, share premium of HK$26,070,000 was credited to the share premium account. The transaction costs directly attributable to the issue of new shares of HK$4,396,000 were deducted from the share premium account.

*ii) Capital reserve*

On 18 March 2011, Yoko Garment capitalised the indebtedness of HK$3,719,432 including the loan from a director and amount due to a director of HK$2,747,267 and HK$972,165 respectively, owed by Yoko Garment to Mr. Ko Chun Hay, Kelvin in consideration of the allotment and issue of a total 800 ordinary shares of HK$1.00 each in the share capital of Yoko Garment, all credited as fully paid, to Mr. Ko Chun Hay, Kelvin. As a result, share premium of HK$3,718,633 was credited to the share premium account of Yoko Garment. This share premium of Yoko Garment of HK$3,718,633 is governed by Section 48B of the Hong Kong Companies Ordinance and it is not distributable to the owners of Yoko Garment. Upon reorganisation of the Group, it is recognised as capital reserve on group level.

*iii) Merger reserve*

Merger reserve represents the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation in prior years.

*iv) Contributed surplus*

Contributed surplus represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of subsidiaries acquired through an exchange of shares pursuant to the reorganisation in prior years.

*v) Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(q).

*vi) Share-based compensation reserve*

The share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of a subsidiary recognised in accordance with the accounting policy adopted for share-based payments set out in note 2(m)(ii).

### c) Distributability of reserves

The Company's reserves as at 30 September 2013 available for distribution to owners of the Company as calculated under the provision of the Companies Law of the Cayman Islands are approximately HK$33,879,000 (As at 31 December 2012: HK$34,408,000).

## 28. SHARE OPTIONS SCHEME

The Share Option Scheme of the Company was adopted pursuant to a resolution in writing of all shareholders passed on 3 November 2010. The purposes of the Share Option Scheme are to provide incentives or rewards to full time or part-time employees, executives, officers, directors, business consultants, agents, legal and financial advisers of the Company and the Company's subsidiaries for their contribution to the success of the Group's operations. The Share Option Scheme became effective on 3 November 2010 ("Effective Date"), unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The total number of shares of the Company available for issue under the Share Option Scheme must not in aggregate, exceed 69,200,000 shares, representing 10% of the issued share capital of the Company (692,000,000 shares) at the Effective Date.

The maximum number of shares issuable upon exercise of the options which may be granted under the Share Option Scheme (including exercised, cancelled or outstanding options) to each participant (other than a substantial shareholder, chief executive or director as explained below) in any 12-month period shall not exceed 10% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates (as defined under the GEM Listing Rules), are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, (as defined under the GEM Listing Rules) in excess of 0.1% of the shares of the Company in issue with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK$5,000,000, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted in writing by a participant within 28 days from the date of offer upon payment of a nominal consideration of HK$1 by the grantee. The exercise period of the share options granted is determined by the directors, which period may commence from the date of acceptance of the offer for the grant of share options but shall end, in any event, not later than 10 years from the date of the conditional adoption of the Share Option Scheme by the shareholders subject to the provisions for early termination under the Share Option Scheme.

The exercise price is determined by the directors of the Company, and shall not be less than the highest of (i) the closing price of the shares on the date of grant, (ii) the average closing price of the share for the five business days immediately preceding the date of grant, and (iii) the nominal value of the Company's shares.

On 19 January 2012, the Company granted 13,800,000 share options to its directors under the Share Option Scheme. Options granted must be taken up within 28 days of the date of grant, upon payments of HK$1 by each of the grantees. The options may be exercised at any time after the date of grant of the share options to the fifth anniversary of the date of grant.

On 8 February 2013, the Company granted options to its directors to subscribe for additional 13,800,000 shares under the Share Option Scheme. Options granted must be taken up within 28 days of the date of grant, upon payments of HK$1 by each of the grantees. The options may be exercised at any time after the date of grant of share options to the seventh anniversary of the date of grant.

## 28. SHARE OPTIONS SCHEME (CONTINUED)

The following table discloses movements of the Company's share options granted under the Share Option Scheme and movements in such holdings:

| Category of grantee | Exercise price per share HK$ | Date of grant | Exercisable period | Contractual life of option |
|---|---|---|---|---|
| Directors | 0.087 | 19 January 2012 | 20 January 2012 to 19 January 2017 | 5 years |
| Directors | 0.091 | 8 February 2013 | 9 February 2013 to 8 February 2020 | 7 years |

**a)** The number and weighted average exercise prices of share options are as follows:

| | **At 30 September 2013** | | At 31 December 2012 | |
|---|---|---|---|---|
| | **Weighted average exercise price HK$ per share** | **Number of options HK$'000** | Weighted average exercise price HK$ per share | Number of options HK$'000 |
| Outstanding at the beginning of the period/year | **0.087** | **13,800** | – | – |
| Granted during the period/year | **0.091** | **13,800** | 0.087 | 13,800 |
| Exercised during the period/year | **–** | **–** | – | – |
| Forfeited during the period/year | **–** | **–** | – | – |
| Expired during the period/year | **–** | **–** | – | – |
| Outstanding at the end of the period/year | **0.089** | **27,600** | 0.087 | 13,800 |
| Exercisable at the end of the period/year | **0.089** | **27,600** | 0.087 | 13,800 |

## 28. SHARE OPTIONS SCHEME (CONTINUED)

### b) Fair value of share options at measurement date and assumption

The fair value of services received in return of share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Binomial Option Pricing Model. The contractual life of the option is used as an input into this model.

| Grant date | 8 February 2013 | 19 January 2012 |
|---|---|---|
| Fair value of shares options and assumptions: | | |
| Fair value at measurement date (HK$) | 0.04983 | 0.046 |
| Share price (HK$) | 0.086 | 0.085 |
| Exercise price (HK$) | 0.091 | 0.087 |
| Expected volatility (expressed as weighted average volatility used in the modeling under the Binomial Option Pricing Model) | 75.49% | 77.18% |
| Option life (expressed as weighted average volatility used in the modeling under the Binomial Option pricing model) | 7 years | 5 years |
| Expected dividends | 0% | 0% |
| Risk-free interest rate (based on Hong Kong Exchange Fund Notes) | 0.86% | 0.72% |

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grant.

## 29. SEGMENT REPORTING

### Segment revenue, results, assets and liabilities

The Group is principally engaged in garment manufacturing. For management purposes, the Group operates in one business unit based on their products, and has one operating segment which is garment manufacturing. Although the garments are sold to domestic and overseas customers, the Group's Board of Directors, being the chief operating decision-maker ("CODM"), regularly reviews their consolidated financial information to assess the performance and makes resource allocation decisions. Accordingly, no segmental revenue, results, assets and liabilities are presented.

## 29. SEGMENT REPORTING (CONTINUED)

### Geographical information

The Group's operations are located in Hong Kong.

The Group's turnover from external customers and information about its non-current assets by geographical location of the assets are detailed below:

| | 1 January 2013 to 30 September 2013 Revenue HK$'000 | At 30 September 2013 Non-current assets HK$'000 | 1 January 2012 to 31 December 2012 Revenue HK$'000 | At 31 December 2012 Non-current assets HK$'000 |
|---|---|---|---|---|
| Sweden | 22,082 | – | 34,822 | – |
| U.K. | 26,025 | – | 33,545 | – |
| Spain | 2,029 | – | 15,678 | – |
| Germany | – | – | 3,397 | – |
| Hong Kong | 12,815 | 2,580 | 10,057 | 3,831 |
| Japan | – | – | 1,389 | – |
| Italy | – | – | 2,489 | – |
| The PRC, excluding Hong Kong | 27 | 231 | 58 | 277 |
| Others | 3,713 | – | 4,389 | – |
| | 66,691 | 2,811 | 105,824 | 4,108 |

### Information about products

| | 1 January 2013 to 30 September 2013 HK$'000 | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Innerwear | 43,113 | 59,550 |
| Casual wear | 12,793 | 22,646 |
| Baby and children wear | 10,785 | 23,628 |
| | 66,691 | 105,824 |

## 29. SEGMENT REPORTING (CONTINUED)

### Information about major customers

Revenues from external customers contributing 10% or more of the Group's total revenue are as follows:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Customer A | **24,458** | 31,271 |
| Customer B | **18,970** | 28,939 |
| Customer C | **5,538** | 13,277 |
| | **48,966** | 73,487 |

## 30. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed in these financial statements, the Group had the following materials transactions with related parties during the period/year:

### Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9 is as follows:

| | **1 January 2013 to 30 September 2013 HK$'000** | 1 January 2012 to 31 December 2012 HK$'000 |
|---|---|---|
| Salaries and other short-term benefits | **1,092** | 1,464 |
| Post-employment benefits | **–** | 34 |
| Share-based payment expenses | **688** | 631 |
| | **1,780** | 2,129 |

## 31. OPERATING LEASES

**The Group as lessee**

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

| | The Group | |
|---|---|---|
| | **At 30 September 2013 HK$'000** | At 31 December 2012 HK$'000 |
| Within 1 year | **798** | 889 |
| After 1 year but within 5 years | **339** | – |
| | **1,137** | 889 |

The Group leases a number of properties under operating leases. The lease typically run for an initial period of one to two years. None of the leases include contingent rentals.

## 32. ULTIMATE HOLDING COMPANY AND CONTROLLING PARTY

The ultimate holding company of the companies comprising the Group is Magic Ahead, a company incorporated in British Virgin Islands. In year 2012, the controlling party of the Group was Mr. Ko Yuk Tong. On 18 June 2013, as a result of internal transfers of the respective shareholdings in Magic Ahead, Mr. Ko Chun Hay, Kelvin became the controlling party of the Group, the ultimate holding company does not produce financial statements for public use.

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES

### a) Financial risk managements and policies

The Group's major financial instruments include cash and bank balance, bank borrowings, amount due from ultimate holding company, trade and other receivables, trade and other payables. Details of the financial instruments are disclosed in respective notes. The risk associated with these financial instruments include credit risk, liquidity risk, currency risk and interest rate risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

*i) Credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of merely dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of the financial position and condition of the customers and debtors of the Group are performed on all customers and debtors requiring credit over a certain amount. Debtors with overdue balances will be reviewed on a case-by-case basis, those with overdue balances exceeding the credit limit are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### a) Financial risk managements and policies (Continued)

*i) Credit risk (Continued)*

In respect of trade and other receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group has a certain concentration of credit risk as 55% (At 31 December 2012: 18%) and 72% (At 31 December 2012: 38%) of the total trade and other receivables was due from the Company's largest customer and the five largest customers respectively.

The credit risk on balances of cash is low as these balances are placed with reputable financial institutions.

Further quantitative disclosures in respect of the Group's exposure of credit risk arising from trade and other receivables are set out in note 18.

*ii) Liquidity risk*

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to approval by the directors. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash.

The following table set out the Group's and the Company's remaining contractual maturities at the end of the reporting period of the Group's and the Company's non-derivative financial liabilities on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay.

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### a) Financial risk managements and policies (Continued)

*ii) Liquidity risk (Continued)*

Specifically, for bank loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, i.e. if the lenders were to invoke their unconditional rights to call the loans with immediate effect. The maturity analysis for other bank borrowings is prepared based on the scheduled repayment dates.

**The Group**

| | Within 1 year or on demand HK$'000 | Total contractual undiscounted cash outflows HK$'000 | Carrying amount HK$'000 |
|---|---|---|---|
| **At 30 September 2013** | | | |
| Packing loans, secured | **2,059** | **2,059** | **2,059** |
| Financial liabilities on bills discounted with recourse | **27** | **27** | **27** |
| Bank overdrafts, secured | **750** | **750** | **750** |
| Trade and other payables | **9,895** | **9,895** | **9,895** |
| | **12,731** | **12,731** | **12,731** |
| **At 31 December 2012** | | | |
| Financial liabilities on bills discounted with recourse | 2,610 | 2,610 | 2,610 |
| Bank overdrafts, secured | 4,656 | 4,656 | 4,656 |
| Trade and other payables | 15,451 | 15,451 | 15,451 |
| | 22,717 | 22,717 | 22,717 |

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### a) Financial risk managements and policies (Continued)

*ii) Liquidity risk (Continued)*

**The Company**

| | Within 1 year or on demand HK$'000 | Total contractual undiscounted cash outflows HK$'000 | Carrying amount HK$'000 |
|---|---|---|---|
| **At 30 September 2013** | | | |
| Trade and other payables | **437** | **437** | **437** |
| **At 31 December 2012** | | | |
| Trade and other payables | 551 | 551 | 551 |

*iii) Interest rate risk*

The Group manages its interest rate exposure based on interest rate level and outlook as well as the potential impact on the Group's financial position arising from volatility. The Group currently does not have any interest rate hedging policy in relation to fair value and cash flow interest rate risks. The directors monitor the Group's exposure on an ongoing basis and will consider hedging the interest rate should the need arises.

The Group is exposed to interest rate risk through the impact of rates changes on interest-bearing borrowing, predominantly with variable interest rate.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see note 24 for details of these borrowings).

i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

| | **At 30 September 2013** Effective interest rate % | HK$'000 | At 31 December 2012 Effective interest rate % | HK$'000 |
|---|---|---|---|---|
| **Variable rate borrowings:** | | | | |
| Packing loans, secured | **4.25%–7.75%** | **2,059** | | – |
| Financial liabilities on bills discounted with recourse | **4.25%–7.75%** | **27** | 4.25%–7.75% | 2,610 |
| Bank overdrafts, secured | **4.25%–7.75%** | **750** | 4.25%–7.75% | 4,656 |
| | | **2,836** | | 7,266 |

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### a) Financial risk managements and policies (Continued)

*iii) Interest rate risk (Continued)*

ii) Sensitivity analysis

At 30 September 2013, it is estimated that a general increase/decrease of 100 basis points in interest rates for variable rate bank borrowings, with all other variables held constant, would increase/decrease the Group's loss after tax and accumulated losses by HK$24,000 (At 31 December 2012: increase/decrease the Group's loss after tax and accumulated losses by HK$61,000). Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

The sensitivity analyses above have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (As at 31 December 2012: 100 basis points) increase or decrease in interest rates is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The analysis is performed on the same basis for 2012.

*iv) Currency risk*

i) Exposure to currency risk

Presently, there is no hedging policy with respect to the foreign exchange exposure. The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Renminbi and United States dollar.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities that are denominated in a currency other than the functional currency of the entity to which they relate. The Company's exposure at the end of the reporting period to currency risk is insignificant. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

| | **Exposure to foreign currencies (expressed in Hong Kong dollars)** | | | |
|---|---|---|---|---|
| | **At 30 September 2013** | | At 31 December 2012 | |
| | **United States dollars HK$'000** | **Renminbi HK$'000** | United States dollars HK$'000 | Renminbi HK$'000 |
| Cash and cash balances | **39** | **1,429** | 341 | 1,345 |
| Trade and other receivables | **10,148** | **1,704** | 12,018 | 1,883 |
| Trade and other payables | **(283)** | **(7,477)** | – | (8,785) |
| Financial liabilities on bills discounted with recourse | **(27)** | **–** | (2,610) | – |
| Net exposure arising from recognised assets and liabilities | **9,877** | **(4,344)** | 9,749 | (5,557) |

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### a) Financial risk managements and policies (Continued)

*iv) Currency risk (Continued)*

ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after tax (and accumulated losses) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

**The Group**

| | **At 30 September 2013** | | At 31 December 2012 | |
|---|---|---|---|---|
| | **Increase/ (decrease) in foreign exchange rates** | **Effect on loss after tax and accumulated losses HK$'000** | Increase/ (decrease) in foreign exchange rates | Effect on loss after tax and accumulated losses HK$'000 |
| Renminbi | **5%** | **(167)** | 5% | (222) |
| | **(5%)** | **167** | (5%) | 222 |

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit/loss after tax and equity measured in the respective functional currencies, translated into Hong Kong Dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2012.

### b) Capital management

The Group's objectives when managing capital are to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the company will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt as it sees fit and appropriate.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt/(cash) is calculated as total borrowings (including "current and non-current borrowings" as shown in the consolidated statement of financial position) less cash and bank balances. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt, if any.

## 33. FINANCIAL RISK MANAGEMENT AND CAPITAL DISCLOSURES (CONTINUED)

### b) Capital management (Continued)

The debt to equity ratio of the Company as at 30 September 2013 and 31 December 2012 are as follows:

| | At 30 September 2013 HK$'000 | At 31 December 2012 HK$'000 |
|---|---|---|
| Bank borrowings | **2,836** | 7,266 |
| Less: cash and bank balances | **(9,435)** | (14,417) |
| Net cash | **(6,599)** | (7,151) |
| Total equity | **26,281** | 39,793 |
| Net debt to equity | **N/A** | N/A |

Neither the Company nor any its subsidiaries are subject to externally imposed capital requirements.

### c) Fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 September 2013 and 31 December 2012.

### d) Estimation of fair values

The major method and assumption applied in determining the fair values of the following financial instruments.

*Interest-bearing loans and borrowings*

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

## 34. CRITICAL ACCOUNTING ESTIMATES

### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

*i) Useful lives of property, plant and equipment*

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

## 34. CRITICAL ACCOUNTING ESTIMATES (CONTINUED)

### Key sources of estimation uncertainty (Continued)

*ii) Impairment of property, plant and equipment and intangible asset*

The recoverable amount of an asset is the higher of its fair value less costs to sell and value in use. In assessing its value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying amount of the assets and could result in additional impairment charge or reversal of impairment in future periods.

*iii) Impairment of receivables*

The Group maintains impairment allowance for doubtful debts based upon evaluation of the recoverability of the trade and other receivables, where applicable, at the end of the reporting period. The estimates are based on the aging of the trade and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required.

*iv) Write down of inventories*

The management of the Group reviews its inventories at the end of each reporting period and write-down inventories to net realisable value. Management estimates the net realisable value for such items based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of the reporting period and make allowance for obsolete items.

*v) Current taxation and deferred taxation*

Judgement is required in determining the amount of the provision for Hong Kong and PRC taxation and the timing of payment of the related taxation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. 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 periods in which such determination are made.

Deferred taxation relating to certain temporary differences and tax losses are recognised only if management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can utilise. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred taxation in the periods in which such estimate is changed.

## 35. POSSIBLE IMPACT OF NEW AND REVISED STANDARDS AMENDMENTS OR AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2013

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments, new Standards and Interpretations which are not yet effective for the nine months ended 30 September 2013 which have not been adopted in these financial statements.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

| | |
|---|---|
| HKFRS 9 | Financial Instruments[2] |
| Amendments to HKFRS 9 and HKFRS 7 | Mandatory effective date of HKFRS 9 and transition disclosures[2] |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 27 | Investment entities[1] |
| Amendments to HKAS 32 | Offsetting financial assets and financial liabilities[1] |
| Amendments to HKAS 36 | Recoverable amount disclosures for non-financial assets[1] |
| Amendments to HKAS 39 | Novation of derivatives and continuation of hedge accounting[1] |
| HK (IFRIC)-Int 21 | Levies[1] |

1 Effective for annual periods beginning on or after 1 January 2014.
2 Effective for annual periods beginning on or after 1 January 2015.

# FINANCIAL SUMMARY

For the nine months ended 30 September 2013

The financial results of the Group for the financial years 2009 to 2013 and the assets and liabilities of the Group as at 31 December 2009, 2010, 2011, 2012 and 30 September 2013 are as follows:

| | Year ended 31 December | | | | Period from 1 January to 30 September |
|---|---|---|---|---|---|
| | 2009 | 2010 | 2011 | 2012 | **2013** |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 | **HK$'000** |
| **Results** | | | | | |
| Turnover | 128,948 | 133,220 | 145,593 | 105,824 | **66,691** |
| Profit/(loss) before taxation | 10,994 | 8,641 | 4,003 | (8,185) | **(11,584)** |
| Taxation | (883) | (531) | (736) | 474 | **(2,666)** |
| Profit/(loss) attributable to owners of the Company | 10,111 | 8,110 | 3,267 | (7,711) | **(14,250)** |

| | As at 31 December | | | | At 30 September |
|---|---|---|---|---|---|
| | 2009 | 2010 | 2011 | 2012 | **2013** |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 | **HK$'000** |
| **Assets and liabilities** | | | | | |
| Total assets | 37,845 | 68,186 | 69,507 | 62,630 | **41,480** |
| Total liabilities | (29,114) | (24,611) | (22,665) | (22,837) | **(15,199)** |
| Total equity | 8,731 | 43,575 | 46,842 | 39,793 | **26,281** |

Note: The financial results of the Group for the year ended 31 December 2009 and the assets and liabilities of the Group as at 31 December 2009 have been prepared on combined basis and are extracted from the Prospectus.

# MAJOR PROPERTIES HELD BY THE GROUP

## Leasehold land and building

| Location | Existing use | Term of lease | Percentage of interest |
|---|---|---|---|
| Flat 16, 1st Floor<br>Wah Yiu Industrial Centre<br>30-32 Au Pui Wan Street<br>Fotan<br>New Territories<br>Hong Kong | Office | Medium | 100% |