



**Win Hanverky Holdings Limited**

**永嘉集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

(Stock Code 股票編號: 3322)

***WINNING WAYS IN SPORTSWEAR***

Annual Report 2007  
二零零七年年報

## 企業簡介 Corporate Profile

永嘉集團控股有限公司及其附屬公司經營運動服與活動及戶外服裝綜合生產、國際體育品牌分銷及零售業務。本集團的業務分為三大類，即運動服生產業務、運動服分銷及零售業務與活動及戶外服裝業務，市場遍佈歐洲、北美、中國及香港。本集團與adidas集團交易20年，為該集團全球最大體育用品供應商之一。本集團是Umbro產品在大中華地區的運動服及配件獨家特許分銷商。本集團相信基於在運動服與活動及戶外服裝行業所掌握的專長及知識、穩固的客戶網絡，加上全面、優質和大規模的生產能力，將足以把握接下來二零零八年北京奧運會所促使全球運動服及相關服裝市場的商機。

本公司股份自二零零六年九月六日起於聯交所主板上市。

Win Hanverky Holdings Limited and its subsidiaries are an integrated sportswear and active and outer wear manufacturer, distributor and retailer for international sports brands. We have three broad lines of businesses, namely, Sportswear Manufacturing Business, Sportswear Distribution and Retail Business and Active and Outer Wear Business, with geographical markets spanning over Europe, North America, the PRC and Hong Kong. With 20 years of business relationship, we are one of the largest apparel sportswear suppliers of the adidas group on a global basis. We are also the exclusive licensed distributor of Umbro Products in the Greater China. We believe that our expertise and knowledge in the sportswear and active and outer wear industries, our established customer network and our integrated, quality and large-scaled production capability will enable us to capture the anticipated growth in the global sportswear and related apparel markets ahead of the 2008 Beijing Olympics.

The Shares of the Company have been listed on the Main Board of the Stock Exchange since 6 September 2006.

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## 公司資料 Corporate Information

### 董事會

#### 執行董事

李國棟先生 (主席)  
黎清平先生 (副主席兼行政總裁)  
張智先生 (首席財務官)  
李國樑先生  
周志偉先生

#### 獨立非執行董事

陳光輝博士  
關啟昌先生  
馬家駿先生  
溫澤光先生

### 公司秘書及合資格會計師

張智先生

### 授權代表

李國棟先生  
張智先生

### 董事會主要委員會

#### 審核委員會

關啟昌先生 (主席)  
陳光輝博士  
馬家駿先生  
溫澤光先生

#### 薪酬委員會

陳光輝博士 (主席)  
關啟昌先生  
李國棟先生

#### 提名委員會

溫澤光先生 (主席)  
馬家駿先生  
李國棟先生  
黎清平先生

### 註冊辦事處

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

### Board of Directors

#### Executive Directors

Mr. LI Kwok Tung Roy (Chairman)  
Mr. LAI Ching Ping (Deputy Chairman and Chief Executive Officer)  
Mr. CHEUNG Chi (Chief Financial Officer)  
Mr. LEE Kwok Leung  
Mr. CHOW Chi Wai

#### Independent Non-Executive Directors

Dr. CHAN Kwong Fai  
Mr. KWAN Kai Cheong  
Mr. MA Ka Chun  
Mr. WUN Kwang Vincent

### Company Secretary and Qualified Accountant

Mr. CHEUNG Chi

### Authorised Representatives

Mr. LI Kwok Tung Roy  
Mr. CHEUNG Chi

### Key Board Committees

#### Audit Committee

Mr. KWAN Kai Cheong (Chairman)  
Dr. CHAN Kwong Fai  
Mr. MA Ka Chun  
Mr. WUN Kwang Vincent

#### Remuneration Committee

Dr. CHAN Kwong Fai (Chairman)  
Mr. KWAN Kai Cheong  
Mr. LI Kwok Tung Roy

#### Nomination Committee

Mr. WUN Kwang Vincent (Chairman)  
Mr. MA Ka Chun  
Mr. LI Kwok Tung Roy  
Mr. LAI Ching Ping

### Registered Office

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

## 香港總辦事處及主要營業地點

香港九龍  
青山道481-483號  
香港紗廠工業大廈  
6期6樓

## 合規顧問

星展亞洲融資有限公司

## 核數師

羅兵咸永道會計師事務所  
執業會計師

## 主要股份過戶登記處

Butterfield Fund Services (Cayman) Limited  
Butterfield House  
68 Fort Street  
P.O. Box 705  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東28號  
金鐘滙中心26樓

## 主要往來銀行

香港上海滙豐銀行有限公司  
花旗集團

## 投資者查詢

縱橫財經公關顧問有限公司

## 股份資料

上市： 香港聯合交易所有限公司主板

每手買賣單位： 2,000股

股份代號： 3322

## 公司網址

[www.winhanverky.com](http://www.winhanverky.com)

## Head Office and Principle Place of Business in Hong Kong

6th Floor, Phase 6  
Hong Kong Spinners Industrial Building  
481-483 Castle Peak Road  
Kowloon, Hong Kong

## Compliance Advisor

DBS Asia Capital Limited

## Auditor

PricewaterhouseCoopers  
Certified Public Accountants

## Principal Share Registrar and Transfer Office

Butterfield Fund Services (Cayman) Limited  
Butterfield House  
68 Fort Street  
P.O. Box 705  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## Hong Kong Branch Share Registrar and Transfer Office

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

## Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
Citigroup, N.A.

## Investor Relations Contact

Strategic Financial Relations Limited

## Share Information

Listing: the Main Board of  
The Stock Exchange of Hong Kong Limited

Board lot: 2,000 Shares

Stock code: 3322

## Company Website

[www.winhanverky.com](http://www.winhanverky.com)

## 財務摘要 Financial Highlights

### 過往五年主要財務資料

### Key Financial Information for the Last Five Years

		截至十二月三十一日止年度/ 於十二月三十一日 For the year ended 31 December/ As at 31 December				
		2007	2006	2005	2004	2003
<b>財務表現</b>	<b>Financial Performance</b>					
(千港元)	(HK\$'000)					
收益	Revenue	3,322,400	2,487,519	2,054,091	1,366,056	978,417
經營溢利	Operating profit	400,123	352,967	345,038	167,900	55,545
除所得稅前溢利	Profit before income tax	410,219	360,805	332,834	163,253	51,550
年度溢利	Profit for year	334,694	283,420	255,459	132,466	33,134
本公司股權持有人 應佔溢利	Profit attributable to equity holders of the Company	290,259	260,600	241,542	123,294	26,788
<b>財務狀況</b>	<b>Financial Position</b>					
(千港元)	(HK\$'000)					
非流動資產	Non-current assets	719,938	584,317	433,801	345,376	326,083
流動資產	Current assets	1,896,482	1,364,808	820,975	729,446	513,770
流動負債	Current liabilities	702,582	442,971	517,851	584,769	462,713
流動資產淨值	Net current assets	1,193,900	921,837	303,124	144,677	51,057
資產總值	Total assets	2,616,420	1,949,125	1,254,776	1,074,822	839,853
資產總值減流動負債	Total assets less current liabilities	1,913,838	1,506,154	736,925	490,053	377,140
總權益	Total equity	1,901,098	1,372,147	552,518	263,962	141,218
現金及現金等價物	Cash and cash equivalents	580,280	567,387	200,985	123,712	99,807
<b>營運指標</b>	<b>Operation Indicators</b>					
毛利率(%)	Gross profit margin (%)	32.3	34.7	36.7	36.0	33.3
淨利潤率(%)	Net profit margin (%)	10.1	11.4	12.4	9.7	3.4
負債資產比率(%) <sup>(附註)</sup>	Gearing ratio (%) <sup>(Note)</sup>	4.2	0.8	0.4	1.2	2.0
流動比率(倍)	Current ratio (times)	2.7	3.1	1.6	1.2	1.1
應收帳款之週轉期(日)	Trade receivable sales period (days)	66	62	58	63	66
存貨之週轉期(日)	Inventory sales period (days)	63	54	49	54	54

附註：

負債資產比率即借貸總額除以總權益。

Note:

Gearing ratio represents the ratio between total borrowings and total equity.

## 主席報告 Chairman's Statement

本人謹代表董事會欣然向閣下呈報永嘉集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零七年十二月三十一日止年度的全年業績。

### 營商環境 – 機遇與挑戰

二零零七年對中國生產業的大部分公司而言是極為艱難的一年。人民幣升值及原材料價格普遍上漲大幅削減生產商的邊際利潤。除此以外，中國政府頒布一系列新政策和規例，包括但不限於企業所得稅法、勞動合同法、增值稅保證金及減少出口稅退稅等，均令營商環境更加困難。然而，儘管業務環境充滿挑戰，本人很高興公佈永嘉集團於年內仍錄得令人滿意的業績。

運動服生產業務方面，本集團繼續以優質產品、準時付運及具競爭力的價格贏取客戶信任。年內，本集團加強了管理團隊及產能，並提高廠房使用率，盡量降低生產成本上漲對盈利率的影響。

本集團預計中國的營商環境在未來數年將持續艱難，更多中小型生產商將被市場淘汰。然而，這將有利於滿足客戶需求的大規模生產商。本集團計劃於二零零八年於廣東、廣西及浙江興建新廠房，將產能提高25%，以滿足現有客戶日益殷切的需求。

隨著中國經濟增長及鼓勵本土消費的政策，加上經濟增長帶動零售市場健康發展，本集團的運動服分銷及零售業務於去年錄得令人滿意的增長。儘管美國經濟不明朗，集團整體業績仍維持上升。

此外，本集團年內採取以下策略加快整體業務發展，特別是運動服分銷及零售業務：

On behalf of the Board, I am pleased to present the annual results of Win Hanverky Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended 31 December 2007.

### Business Environment – Opportunities and Challenges

2007 was a very tough year for most companies in manufacturing business in the PRC. The appreciating RMB and general inflation of raw material cost had squeezed profit margins of manufacturers. Apart from that, a series of new policies and regulations launched by the PRC Government, including but not limited to, the corporate tax law, labour contract law, VAT deposit and export tax rebate, also worsened the business environment. However, despite the testing business environment, I am delighted to report that the Group made satisfactory achievement for the year.

On the Sportswear Manufacturing Business front, the Group continued to have the trust of customers for its product quality, reliable delivery and competitive prices. During the year, the Group enhanced its management team and production capacity and also the utilisation rates of its factories, which have helped to minimise the impact of increasing production overhead cost on profit margins.

The Group expects business environment in the PRC to remain tough in coming years and many small- and medium-size factories to be ousted from the market. The phenomenon, however, will benefit the big players in the market with strong capability in fulfilling customers' demand. The Group intends to set up new factories in 2008 in Guangdong, Guangxi and Zhejiang to increase production capacity by 25% to meet rising demand from existing customers.

Braced by the growing economy and policies that encourage domestic consumption in the PRC and the growing economy with a healthy retail market, the Group's Sportswear Distribution and Retail Business had satisfactory growth last year. Despite the economic uncertainties in the US, the Group sustained growth momentum overall.

It also made several strategic moves to accelerate overall business development, particularly the Sportswear Distribution and Retail Business, during the year as follows:

## 主席報告 Chairman's Statement

為了把握運動服零售市場的機會，本集團於二零零七年三月收購嘉運體育用品有限公司（「嘉運體育」）額外25%權益，將持股量提高至75%。嘉運體育現時在香港經營11間零售店，正進行一系列重組和精簡計劃。該收購可擴大本集團的平台，加強發展香港的零售及批發業務，最終帶動中國市場業務發展。

此外，Umbro International Limited（「Umbro International」）增持與本集團附屬公司Team & Sports (BVI) Limited（「T&S (BVI)」）成立的合資企業天運洋行有限公司（「天運洋行」）的權益，由25%提高至40%，並與天運洋行簽訂的Umbro分銷協議延長至二零二零年。透過提高於天運洋行的權益，Umbro International加強與本集團的夥伴關係，同時顯示與本集團共同促進Umbro產品在大中華市場分銷業務的決心。除了擴充運動服分銷業務以外，本集團亦正物色收購目標，提升於中國的分銷品牌組合，乘著中國運動服零售市場不斷擴大之際，把握當中衍生的商機。

本集團的目標是在二零零八年底前將運動服分銷業務在中國的零售店總數增至1,500間。

與此同時，本集團進行業務整合，終止由嘉運體育經營而虧損的獨家分銷曼聯、巴塞隆拿、祖雲達斯及巴黎聖日耳門四個歐洲足球隊的產品的業務。

年內，美國營商環境困難嚴重影響活動及戶外服裝業務的業績。本集團的客戶的銷售額下跌，加上對前景悲觀，迫使本集團提供優惠或扣款，令業績出現大幅倒退。

To capture opportunities in the sportswear retail market, the Group acquired an additional 25% stake in Win Sports Limited (“Win Sports”), increasing its shareholding to 75%, in March 2007. Win Sports currently has 11 retail shops in Hong Kong and is undergoing a series of re-engineering and streamlining programmes. The acquisition has given the Group an enhanced platform to develop its retail and wholesale business more extensively in Hong Kong and ultimately the PRC.

Furthermore, Umbro International Limited (“Umbro International”) had increased its stake in Team & Sports HK (“T&S HK”), a joint venture it formed with Team & Sports (BVI) Limited (“T&S (BVI)”), a subsidiary of the Group, from 25% to 40%, and extended the Umbro Distributor Agreement with T&S HK to Year 2020. By increasing its stake in T&S HK, Umbro International has strengthened its partnership with the Group and also demonstrated its commitment to growing the Umbro Products’ distribution business in the Greater China together with the Group. On top of expanding the Sportswear Distribution Business, the Group will also look for acquisition targets to boost its distribution brand portfolio in the PRC, which will allow it to reap benefit from the growing sportswear retail market in the PRC.

The Group targets to increase the total number of outlets under its Sportswear Distribution Business to 1,500 in the PRC by the end of 2008.

At the same time, the Group consolidated the business segment by terminating the loss making exclusive distribution business associated with four European soccer teams, namely Manchester United Football Club, Barcelona Football club, Juventus Football Club and Paris Saint-Germain Football Club. The business was previously run by Win Sports.

The tough business environment in the US, however, had seriously affected the result of the Active and Outer Wear Business of the Group for the year. Customers of the Group experiencing drop in sales or were pessimistic about the future, therefore pressured the Group to offer them special discounts or charge backs, which explained the retarded results of the segment.



## 主席報告 Chairman's Statement

## 分銷及生產業務表現出色

受惠於經濟持續增長、消費意慾上升及北京奧運會令市民更熱愛運動，中國成為本集團分銷業務的增長動力。憑藉產能上升及效益提升，本集團生產業務亦錄得滿意的收益增長。儘管活動及戶外服裝業務表現遠為遜色，但本集團截至二零零七年十二月三十一日止年度的整體收益仍達到3,322,400,000港元，按年增加33.6%。股權持有人應佔溢利亦上升11.4%的整體收益至290,300,000港元。

作為傳統英國足球品牌，UMBRO在中國市場廣受歡迎，銷售額不斷擴大。由於國內對Umbro產品的需求日益殷切，配合新零售店開幕營業，令本集團分銷業務的營業額比去年增加37.7%。

本集團不斷努力改善生產力及提升產能，令其成為一眾國際運動品牌首選的業務夥伴。於回顧年內，其生產業務的營業額錄得2,148,000,000港元，按年增長44.3%。品質優良及準時交貨一向是本集團的重要資產，令本集團在運動服生產行業穩佔領先地位。這項獨特優勢正是adidas等僅與頂級生產商夥拍的大型國際運動品牌不斷向集團訂貨的原因之一。

本集團的整體營業額雖錄得令人滿意的增長，若非活動及戶外服裝業務受美國市場疲弱影響，有望更進一步。業績理想清楚顯示管理層策略性決定在過去數年致力發展運動服生產業務和運動服分銷及零售業務乃正確之舉。

## Growing Distribution and Manufacturing Business

Enjoying persistent economic growth, rising consumption sentiment and with people's passion for sports growing in the advent of the Beijing Olympics, the PRC has been a key growth driver of the Group's distribution business. Backed by expanding production capacity and improving efficiency, the Group's manufacturing business also reported satisfactory revenue growth. Although the Active and Outer Wear Business did not performed satisfactorily, the Group achieved overall turnover of HK\$3,322.4 million, a 33.6% year-on-year increase for the year ended 31 December 2007. Profit attributable to equity holders also increased by 11.4% to HK\$290.3 million.

Well received as a soccer brand originated from England in the PRC, UMBRO enjoys an enlarging share in the market. With growing demand in Umbro Products and having opened new retail outlets, the Group's distribution business grew by 37.7% in turnover when compared with last year.

The Group's constant efforts to improve productivity and increase production capacity have helped making it a favourable partner of international sports brands. For the year under review, its manufacturing business reported turnover of HK\$2,148.0 million, a 44.3% growth year-on-year. Production quality and reliable delivery schedule have been our important asset and gaining us the current market position in the sportswear manufacturing sector. This unique edge is one of the reasons for key international sports brands such as adidas, which only partner with top tier manufacturers, to keep placing orders with the Group.

The Group achieved satisfactory growth in overall turnover, which would have been better if Active and Outer Wear Business had not experienced setback in the weakening US market. The achievement reflects the merits of the management's strategic decision to grow the Sportswear Manufacturing Business and Sportswear Distribution and Retail Business in the past couple of years.

## 主席報告 Chairman's Statement

### 大中華業務蒸蒸日上

於回顧年度，本集團成功促進運動服分銷及零售業務於中國的發展。為了把握運動服零售市場的商機，本集團於去年增設共240個銷售點，令分別在中國、香港(包括澳門)及台灣的銷售點提高至1,113、148及18個，令總數約達1,280個。為了繼續擴大市場覆蓋面，本集團計劃在中國二、三線城市增加更多銷售點，分別由本集團自行經營或由分銷商經營。

本集團實行多項市場推廣措施，加強UMBRO在中國的形象，當中包括贊助兩隊國內頂級足球隊－長春亞泰及河南建業。這些措施大大提高了UMBRO在中國的品牌知名度，預期將有望為本集團帶來實際收益。

展望未來，我們有信心本集團將可應付未來的挑戰，持續增長，最終為股東帶來可觀回報。最後，本人謹藉此機會答謝管理人員及僱員於年內努力不懈，全心全意為本集團效力，以及各供應商的鼎力支持。

李國棟  
主席

香港，二零零八年三月二十六日

### Growing Greater China Business

During the year under review, the Group managed to speed up the growth of its Sportswear Distribution and Retail Business in the PRC. To seize opportunities in the sportswear retail market, the Group added 240 points of sale last year. The Group currently has 1,113, 148 and 18 points of sale in China, Hong Kong (including Macau) and Taiwan respectively, bringing the total to approximately 1,280. To continue to extend its geographical reach, the Group plans to add more points of sale, operated by itself or distributors, in second and third tier cities in the PRC.

The Group also implemented marketing programmes to strengthen the image of UMBRO in the PRC, including sponsorship of two premier soccer teams, namely Chang Chun Ya Tai and Henan Jian Ye. These initiatives have raised the brand profile of UMBRO in the PRC and are expected to translate into tangible gains for the Group in the years to come.

Looking ahead, we are confident of the Group's ability to overcome the challenges ahead and maintain growth momentum to ultimately bring maximum returns to Shareholders. Lastly, I would like to take this opportunity to thank the management and staff for their dedication and contribution and our suppliers for their unfailing support during the year.

Chairman  
**LI Kwok Tung Roy**

Hong Kong, 26 March 2008

## 管理層討論及分析 Management Discussion and Analysis

### 財務回顧

截至二零零七年十二月三十一日止年度，本集團的銷售額較二零零六年2,487,500,000港元上升33.6%至3,322,400,000港元。銷售額上升主要是由於運動服生產和運動服分銷及零售業務表現理想。本集團的毛利上升24.4%達1,074,200,000港元，而毛利率則受活動及戶外服裝業務毛利率下跌影響，由去年的34.7%降至32.3%。

經營溢利較二零零六年上升47,200,000港元至400,100,000港元，增幅為13.4%，主要由於運動服生產及分銷業務的經營溢利分別增加90,100,000港元及26,100,000港元。然而，升幅大部份被活動及戶外服裝業務經營溢利減少72,600,000港元所抵銷。

由於二零零六年首次公開發售超額認購所產生的相關利息收入屬一次性，縱使二零零七年銀行存款平均餘額較高使利息收入上升，融資收入於回顧年度仍由二零零六年的29,900,000港元減少至24,800,000港元。融資成本則由21,600,000港元下降至6,000,000港元，主要由於二零零七年三月不再確認應付專營權費後，其利息因此減少11,200,000港元所致。所得稅由二零零六年的77,400,000港元降至二零零七年的75,500,000港元。而實際稅率則由二零零六年的21.4%跌至二零零七年的18.4%。少數股東權益由二零零六年的22,800,000港元升至44,400,000港元，主要由於運動服分銷業務的稅後純利大幅增加，加上於二零零七年三月向Umbro International Limited (「Umbro Group」) (天運洋行的其他股東) 出售天運洋行有限公司 (「天運洋行」) 額外15%股本權益後進一步攤薄了權益。

本集團股權持有人應佔溢利上升11.4%至290,300,000港元，純利率為10.1%。

董事會建議派付截至二零零七年十二月三十一日止年度末期股息每股3.5港仙。

### FINANCIAL REVIEW

For the year ended 31 December 2007, the Group's sales increased by 33.6% to HK\$3,322.4 million from HK\$2,487.5 million in 2006. The rise in sales was mainly attributable to satisfactory performance of Sportswear Manufacturing Business and Sportswear Distribution and Retail Business. The Group's gross profit amounted to HK\$1,074.2 million, representing an increase of 24.4%; while gross profit margin decreased to 32.3% against 34.7% last year resulting mainly from the decreased gross profit margin of Active and Outer Wear Business.

Operating profit increased by HK\$47.2 million, or 13.4%, to HK\$400.1 million, as compared with 2006. This reflected primarily the increase in operating profit of HK\$90.1 million and HK\$26.1 million from Sportswear Manufacturing Business and Sportswear Distribution Business respectively. The increase, however, was significantly offset by the decrease in operating profit of HK\$72.6 million from Active and Outer Wear Business.

During the year under review, finance income decreased to HK\$24.8 million from HK\$29.9 million in 2006, mainly because of the absence of the one-off interest income in relation to the IPO over subscription in 2006 this year, although more interest income has been derived from a higher average level of bank deposits in 2007. Finance costs decreased from HK\$21.6 million to HK\$6.0 million mainly because of the decrease in interest on licence fees payable by HK\$11.2 million after de-recognition of licence fees payable in March 2007. Income tax decreased to HK\$75.5 million from HK\$77.4 million in 2006 and the effective tax rate also decreased to 18.4% in 2007 from 21.4% in 2006. Minority interest increased to HK\$44.4 million from HK\$22.8 million in 2006 mainly due to the significant increase in net profit after tax in Sportswear Distribution Business together with the further dilution of interest from the disposal of an additional 15% equity interest in Team & Sports Limited ("T&S HK") to Umbro International Limited ("Umbro Group"), the other shareholder of T&S HK in March 2007.

The Group's profit attributable to its equity holders increased by 11.4% to HK\$290.3 million, achieving a net profit margin of 10.1%.

The Board of Directors recommends the payment of a final dividend of HK3.5 cents per Share for the year ended 31 December 2007.

## 管理層討論及分析 Management Discussion and Analysis

### 業務回顧

本集團為國際著名體育品牌生產、分銷和零售運動服與活動及戶外服裝，是一家綜合生產商、分銷商及零售商。業務分為三類，覆蓋不同地域市場。三大業務的銷售表現概述如下：

#### 運動服生產業務

本集團運動服生產業務主要以OEM方式為國際品牌生產運動服產品，客戶包括但不限於adidas、Reebok、Umbro、Diadora、Puma及Jako等。大部分貨品出口至歐洲。截至二零零七年十二月三十一日止年度，運動服生產業務錄得理想升幅，銷售額與去年比較增加44.3%至2,148,000,000港元，原因是本集團龐大的產能及優質產品吸引adidas等主要客戶提供更多訂單，使本集團在客戶整合供應商名單後仍保其地位。該分部佔總銷售額的比率由二零零六年58.5%升至63.9%。

於回顧年度，本集團致力加強生產力，包括加強中國所有廠房的使用率及關閉效率偏低的菲律賓廠房。此外，本集團亦將產能由二零零六年每月2,600,000件成衣增至二零零七年每月3,400,000件。得到客戶不斷信任和支持，在提高主要廠房的生產力和使用率，以及加強管理團隊後，大幅推動該分部的經營溢利。

然而，該分部的營商環境仍充滿挑戰，本集團需要面對持續通漲及人民幣升值帶來的問題。鑒於本集團未能把全部成本升幅轉嫁給客戶，使該分部的毛利率由去年的27.6%下降至26.9%，分部毛利則由410,200,000港元升至577,200,000港元。

### BUSINESS REVIEW

The Group is an integrated manufacturer, distributor and retailer for renowned international sports brands and active and outer wear. It runs three broad lines of business that serve diverse geographical markets. Sales performances of different business lines are summarised below:

#### SPORTSWEAR MANUFACTURING BUSINESS

The Group's Sportswear Manufacturing Business mainly manufactures sportswear products on an OEM basis for international sports brands, including but not limited to adidas, Reebok, Umbro, Diadora, Puma and Jako. Most of the goods it made are exported to Europe. For the year ended 31 December 2007, Sportswear Manufacturing Business achieved satisfactory growth, sales from the segment increased by 44.3% to HK\$2,148.0 million when compared with last year. The main reasons behind the sales growth were the Group's expanded production capacity and top quality products, which stimulated orders from key customers who have kept the Group on their consolidated supplier base. The segment's contribution accounted for 63.9% of the Group's total sales, up from 58.5% in 2006.

During the year under review, efforts were made by the Group to enhance productivity. These included enhancing capacity utilisation of all factories in the PRC and closing the under performing factory in the Philippines. The Group also managed to expand production capacity from 2.6 million pieces of garments per month in 2006 to 3.4 million pieces in 2007. Continuous trust and support from customers, enhanced productivity and utilisation of major factories and a strengthened management team together have boosted the operating profit of the segment.

The operating environment of the segment, however, was highly challenging in 2007. The Group had to cope with continuous inflation and the appreciation of RMB. Since the inflated cost could not be fully transferred to our customers, gross profit margin of the segment had a slight decrease to 26.9% with gross profit at HK\$577.2 million this year (2006: 27.6% at HK\$410.2 million).

## 管理層討論及分析 Management Discussion and Analysis

該分部的營運開支上升29.2%（營運開支為75,900,000港元），低於銷售額增長的44.3%。分部經營溢利率因此由二零零六年的10.2%（151,400,000港元）升至11.2%（241,500,000港元）。經營溢利上升主要由於一般及行政開支僅上升21.8%，反映本集團管理效率有所改善。

The segmental operating expense increased by 29.2%, or at HK\$75.9 million, which was lower than the 44.3% growth in sales. Segmental operating profit margin therefore increased to 11.2% with operating profit at HK\$241.5 million (2006: 10.2% at HK\$151.4 million). The higher operating margin mainly comes from the mere 21.8% increase of general and administrative expenses. This reflected the improvement of management efficiency of the Group.

### 按地區劃分的運動服生產業務銷售額

### Breakdown of sales of our Sportswear Manufacturing Business by geographical locations

		二零零七年 2007		二零零六年 2006	
		千港元 HK\$'000	%	千港元 HK\$'000	%
出口銷售額 (附註1)	Export Sales (Note 1)				
歐洲	Europe	1,361,338	64.5	988,886	69.1
北美	North America	101,628	4.8	80,447	5.6
亞洲 (不包括中國及香港)	Asia excluding PRC and Hong Kong	229,292	10.9	181,369	12.7
其他 (附註2)	Others (Note 2)	136,425	6.5	26,168	1.8
		<b>1,828,683</b>	<b>86.7</b>	1,276,870	89.2
本地銷售額	Domestic Sales				
中國	PRC	246,428	11.7	93,239	6.5
香港	Hong Kong	34,926	1.6	61,687	4.3
		<b>281,354</b>	<b>13.3</b>	154,926	10.8
		<b>2,110,037</b>	<b>100.0</b>	1,431,796	100.0
分部之間的銷售額	Inter-segment sales	37,995		56,554	
合計	Total	<b>2,148,032</b>		1,488,350	

附註：

1. 銷售額的地區以付運產品的最終目的地而定。
2. 其他包括澳洲、中美洲及中東。

Notes:

1. The geographical location of our sales is determined by the final destination to where our products are delivered.
2. Others include Australia, Central America and Middle East.

## 管理層討論及分析 Management Discussion and Analysis

儘管歐洲仍是最大市場，但中國的銷售額亦由二零零六年的93,200,000港元上升153,200,000港元至二零零七年的246,400,000港元。人民幣收入的提高能為集團對沖人民幣開支上升所承受的部份損失。

### 運動服分銷及零售業務

該分部包括本集團自二零零七年三月持有60%股本權益的天運洋行銷售Umbro產品的業務，及持有75%股本權益的嘉運體育的多品牌產品的零售業務及歐洲足球隊（「四大球會」，包括曼聯、巴塞隆拿、祖雲達斯及巴黎聖日耳門）分銷業務。

運動服分銷及零售業務的整體銷售額上升61.0%至669,800,000港元，佔本集團總銷售額的百分比由二零零六年的16.4%升至20.0%。分部毛利率則由去年的39.1%（162,700,000港元）提高至46.2%（309,700,000港元）。

分部經營溢利增加至137,900,000港元，經營溢利為20.6%，而二零零六年則為111,800,000港元及26.9%。經營溢利的升幅包括於二零零七年三月不再確認專營權及應付專營權費產生的其他收益33,500,000港元（列於下文）、天運洋行向嘉運體育出售Umbro產品（當中於二零零七年底仍未售出的存貨）產生「未實現利潤」13,500,000港元作出的撥備及自二零零七年三月計入嘉運體育業績所產生的總虧損18,900,000港元（列於下文）。由於這是本集團計入嘉運體育業績的第一年，因此於二零零七年由零計起的未實現溢利、從業務和網絡重組產生的經營虧損及終止四大球會業務的影響對二零零八年業績影響將不及二零零七年。本集團相信營運虧損及終止四大球會業務的影響將不會於二零零九年再產生。

Although Europe still accounted for the largest sales in 2007, sales to the PRC has increased by HK\$153.2 million to HK\$246.4 million from HK\$93.2 million in 2006. The higher RMB income allowed the Group to hedge to some extent against the increase in RMB expenses resulting from appreciation of the currency.

### SPORTSWEAR DISTRIBUTION AND RETAIL BUSINESS

This segment includes the distribution of Umbro Products under T&S HK, retail of multi-brand products and distribution of merchandise of four European soccer teams (“Four Soccer Teams”), namely Manchester United Football Club, Barcelona Football Club, Juventus Football Club and Paris Saint-Germain Football Club under Win Sports. T&S HK and Win Sports are 60%-owned and 75%-owned by the Group respectively starting from March 2007.

Overall sales of Sportswear Distribution and Retail Business increased by 61.0% to HK\$669.8 million, accounting for 20.0% of the Group’s total sales as compared to 16.4% in 2006. The segment’s gross profit margin increased to 46.2% with gross profit at HK\$309.7 million (2006: 39.1% at HK\$162.7 million).

Segmental operating profit increased to HK\$137.9 million, with operating profit margin at 20.6%, against (2006: HK\$111.8 million at 26.9%). The increase in operating profit has included other gains amounting HK\$33.5 million arising from the de-recognition of licence rights and licence fees payables in March 2007 (as described below), provision for unrealised profit of HK\$13.5 million in relation to sales of Umbro Products from T&S HK to Win Sports (of which the inventories remained unsold as at the year end of 2007) and inclusion of Win Sports starting from March 2007, which created a total loss of HK\$18.9 million (as described below). As it is the first year to include Win Sports’ results into the Group, the impact of unrealised profit, building up from zero in 2007, and operating loss arising from operation and network reengineering and termination of the business associated with the Four Soccer Teams will not be as significant in 2008 as in 2007. The impact arising from operation loss and termination of Four Soccer Teams will not recur in 2009.

## 管理層討論及分析 Management Discussion and Analysis

### 分銷UMBRO品牌

天運洋行在中國、香港、澳門及台灣擁有獨家分銷UMBRO品牌運動服、鞋類、配件及體育器材的權利。該業務的銷售額於二零零七年增加37.7%至573,000,000港元。分部業績穩步上升是由於中國市場對Umbro產品的需求上升，以及於回顧年度為該品牌增加了大概240個銷售點。截至本年度，本集團已設立約1,280個銷售點，其中約1,110個位於中國（二零零六年：890個銷售點），而其餘銷售點則遍佈香港、澳門及台灣。

於二零零七年三月，天運洋行與Umbro International Limited（「Umbro International」）訂立新協議（「分銷協議」），取得Umbro產品於二零零七年三月至二零二零年十二月在中國、香港、澳門及台灣的獨家分銷權。根據分銷協議，本集團僅需於新合約有效期內就全部售出的Umbro產品按協定支付專營權費，而毋須支付最低專營權費。以往確認為資產及負債的專營權及應付專營權費於二零零七年三月已刪除，因而錄得收益33,500,000港元。由於分銷協議是於二零零七年三月簽訂，由二零零七年一月至二零零七年三月期間專營權的攤銷及應付專營權費的利息開支影響分別為8,800,000港元及3,200,000港元，將計入損益表內。自二零零七年四月起，專營權費將撥入銷售及分銷成本，數額為53,600,000港元。為方便比較，假設分銷協議於二零零六年初及二零零七年初已訂立，即僅有專營權費，而沒有專營權的攤銷、應付專營權費的利息開支，及收回應付專營權費的其他收益，則Umbro分銷業務的毛利及毛利率亦由二零零六年的192,900,000港元及46.4%分別升至二零零七年的274,900,000港元及48.0%。經營溢利由二零零六年的93,100,000港元升至二零零七年的117,500,000港元，但經營溢利率則由二零零六年的22.4%跌至二零零七年的20.5%。

### Distribution of UMBRO Brand

T&S HK has the exclusive rights to distribute sportswear, footwear, accessories and sports equipment under the UMBRO brand in the PRC, Hong Kong, Macau and Taiwan. Sales from this Business increased by 37.7% to HK\$573.0 million in 2007. The steady segmental growth was mainly the result of increased demand for Umbro Products in the PRC and the addition of approximately 240 points-of-sale of the brand during the year under review. At the end of the year, the Group had approximately 1,280 points-of-sale in operation of which approximately 1,110 were in the PRC (2006: 890 points-of-sales) while others were in Hong Kong, Macau and Taiwan.

In March 2007, T&S HK entered into a new agreement (the "Distributor Agreement") with Umbro International Limited ("Umbro International") giving it exclusive distributorship of Umbro Products in the PRC, Hong Kong, Macau and Taiwan from March 2007 and December 2020. Under the Distributor Agreement, the requirement to pay a fixed minimum royalty amount has been removed, instead the Group is only required to pay royalty on all the Umbro Products sold at a fixed rate during the new contract term. Licence rights and licence fees payable previously recognised as assets and liabilities were de-recognised in March 2007, resulting in a gain of HK\$33.5 million. As the Distributor Agreement was signed in March 2007, the impact of amortisation resulting from license rights and interest expense on licence fees payable for the period from January 2007 and March 2007, amounted HK\$8.8 million and HK\$3.2 million respectively, were charged to the consolidated income statement. Royalty expense as an item in selling and distribution costs came into effect starting from April 2007 amounted to HK\$53.6 million. For comparative purpose, assuming the Distributor Agreement was valid from the beginning of 2006 and 2007, there would only be royalty expense without amortisation on licence rights, interest expense on licence fees payable and other gain on de-recognition, the gross profit and gross profit margin of Umbro distribution business would then have increased from HK\$192.9 million in 2006 to HK\$274.9 million in 2007 and 46.4% in 2006 to 48.0% in 2007 respectively. The operating profit and operating profit margin would have been increased from HK\$93.1 million in 2006 to HK\$117.5 million in 2007 and decreased from 22.4% in 2006 to 20.5% in 2007 respectively.

## 管理層討論及分析 Management Discussion and Analysis

當簽訂分銷協議時，本集團亦以現金代價16,500,000美元(相等於128,600,000港元)向Umbro Group出售於附屬公司天運洋行額外15%的股本權益。因此，本集團於天運洋行及其附屬公司的股本權益亦由75%降低至60%。由於權益被攤薄，少數股東權益上升了10,200,000港元。

### 多品牌零售業務

於二零零七年三月，本集團亦完成增購共同控制實體嘉運體育的額外25%股權，將本集團於該公司的股權提高至75%。嘉運體育從事運動服零售業務，在中國及香港出售多個體育品牌的產品。收購可加強本集團的策略平台，拓展運動服零售和批發業務。於回顧年度，本集團已開始重整嘉運體育的業務和網絡，包括終止虧損之四大球會的獨家分銷業務。於收購前，嘉運體育需進行盤點清貨、為呆帳作出撥備及整合中港的營運網絡和營運架構，本集團以權益會計方式將嘉運體育的虧損入帳，於二零零七年首季本集團應佔嘉運體育的虧損為11,400,000港元。收購後，該分部的銷售額已全數計入本集團，為本集團帶來156,700,000港元的銷售額，毛利率為37.5%，經營虧損則為7,600,000港元。

於二零零七年一月，本集團的運動服零售業務採取重要部署，於香港旺角開設首間足球概念店「Futbol Trend」，新店銷售世界知名足球品牌，如adidas、Nike及Umbro的產品，以及英格蘭超級足球聯賽多個球會的產品。去年夏天，二零零六年歐洲金靴獎得主盧卡東尼(Luca Toni)及利物浦球會和樸次茅夫球會一眾球星亦親臨該概念店，令Futbol Trend正式成為足球愛好者的必去朝聖地。此外，本集團亦在香港增設了10間自行經營的「運動站」零售店及在中國開始了130個單一品牌店舖銷售Umbro產品。

At the time the Distributorship Agreement was signed, the Group also disposed of an additional 15% equity interest in its subsidiary T&S HK to Umbro Group for a cash consideration of US\$16.5 million (equivalent to HK\$128.6 million). Consequently, the Group's equity interest in T&S HK and its subsidiaries decreased from 75% to 60%. Resulting from such dilution of interest, profit attributable to minority interest increased by HK\$10.2 million.

### Retail of Multi Brands

Also in March 2007, the Group completed subscription of an additional 25% stake (the "Subscription") in Win Sports Limited ("Win Sports"), a previously 50%-owned jointly-controlled entity, increasing its equity interest in Win Sports to 75%. Win Sports is engaging in the sportswear retail business selling products of many sportswear brands in the PRC and Hong Kong. The Subscription has given the Group a strengthened strategic platform to expand its sportswear retail and wholesale business. During the year under review, the Group had begun to re-engineer the operation and network of Win Sports, including terminating the loss making exclusive distribution business associated with the Four Soccer Teams. Before the Subscription, Win Sports was equity accounted for and the Group shared its loss of HK\$11.4 million in the first quarter of 2007, resulting from clearance of old inventories, provision of doubtful debts and consolidation of the operation networks and organizational structure in Hong Kong and the PRC. After the Subscription, sales of this segment has been fully consolidated into the Group. Its sales contribution to the Group's results thereafter amounted to HK\$156.7 million, while gross profit margin at 37.5% and operating loss of HK\$7.6 million.

In January 2007, the Group made a critical step forward for its Sportswear Retail Business by opening its first soccer concept mega store "Futbol Trend" in Mongkok, Hong Kong. The store mainly carries products of world famous soccer brands such as adidas, Nike and Umbro, and other football clubs in the FA Premier League. The concept store also received the 2006 European Golden Boot winner Luca Toni, team members of the Liverpool Football Club and Portsmouth Football Club last summer, making it a real "mecca" for football fans. Furthermore, the Group expanded its sales network by adding 10 self-managed "Sport Corners" retail shops in Hong Kong and 130 mono-brand shops for Umbro in the PRC.



## 管理層討論及分析 Management Discussion and Analysis

按產品劃分的運動服分銷及零售業務銷售額

Breakdown of sales of the Sportswear Distribution and Retail Business by product categories

		二零零七年 2007		二零零六年 2006	
		千港元 HK\$'000	%	千港元 HK\$'000	%
<b>分銷UMBRO品牌</b>	<b>Distribution of UMBRO brand</b>				
服裝	Apparel	323,736	44.4	277,440	66.7
鞋類	Footwear	219,336	30.0	118,790	28.6
配件	Accessories	27,404	3.8	16,640	4.0
體育器材	Sports equipment	2,537	0.3	3,178	0.7
小計	Sub-total	573,013	78.5	416,048	100.0
<b>多品牌零售</b>	<b>Retail of multi brands</b>				
服裝	Apparel	98,317	13.5	—	—
鞋類	Footwear	48,928	6.7	—	—
配件	Accessories	9,486	1.3	—	—
體育用品	Sports equipment	—	—	—	—
小計	Sub-total	156,731	21.5	—	—
		729,744	100.0	416,048	100.0
分部之間的銷售額	Intra-segment sales	(59,894)		—	
合計	Total	669,850		416,048	

附註：嘉運體育的業績於二零零七年四月成為本集團的附屬公司後計入本集團，以反映運動服分銷及零售業務的總銷售額。

Note: The results of Win Sports were consolidated to the Group when it became a subsidiary in April 2007 and therefore reflected in the total sales of Sportswear Distribution and Retail Business.

## 管理層討論及分析 Management Discussion and Analysis

按地區劃分的運動服分銷及零售業務銷售額

Breakdown of sales of the Sportswear Distribution and Retail Business by geographical regions

		二零零七年 2007		二零零六年 2006	
		千港元 HK\$'000	%	千港元 HK\$'000	%
<b>分銷UMBRO品牌</b>	<b>Distribution of UMBRO brand</b>				
中國 (附註1)	<b>PRC (Note 1)</b>				
華東	Eastern region	191,586	26.3	143,529	34.5
華北	Northern region	160,788	22.0	90,445	21.7
華南	Southern region	69,745	9.6	57,615	13.8
華西	Western region	114,618	15.7	85,536	20.6
		<b>536,737</b>	<b>73.6</b>	377,125	90.6
香港及澳門 (附註2)	<b>Hong Kong and Macau (Note 2)</b>	<b>32,764</b>	<b>4.5</b>	36,476	8.8
台灣	<b>Taiwan</b>	<b>3,512</b>	<b>0.5</b>	2,447	0.6
小計	Sub-total	<b>573,013</b>	<b>78.6</b>	416,048	100.0
<b>多品牌零售</b>	<b>Retail of multi brands</b>				
中國 (附註1)	<b>PRC (Note 1)</b>				
華東	Eastern region	53,091	7.2	—	—
華南	Southern region	34,872	4.8	—	—
		<b>87,963</b>	<b>12.0</b>	—	—
香港	<b>Hong Kong</b>	<b>68,768</b>	<b>9.4</b>	—	—
小計	Sub-total	<b>156,731</b>	<b>21.4</b>	416,048	100.0
		<b>729,744</b>	<b>100.0</b>	416,048	100.0
分部之間的銷售額	<b>Intra-segment sales</b>	<b>(59,894)</b>		—	
合計	<b>Total</b>	<b>669,850</b>		416,048	

## 管理層討論及分析 Management Discussion and Analysis

附註：

1. 華東包括安徽省、江蘇省、上海市及浙江省。

華北包括北京市、甘肅省、河北省、黑龍江省、吉林省、遼寧省、內蒙古自治區、青海省、山東省、山西省、陝西省、天津市、寧夏回族自治區及新疆維吾爾族自治區。

華南包括福建省、廣東省、廣西壯族自治區、海南省、河南省、湖北省、江西省及湖南省。

華西包括貴州省、四川省、雲南省、西藏自治區及重慶市。

2. 由於澳門的銷售額太少，故計入香港的銷售額。

Notes:

1. Eastern region included Anhui Province, Jiangsu Province, Shanghai Municipal and Zhejiang Province.

Northern region included Beijing Municipal, Gansu Province, Hebei Province, Heilongjiang Province, Jilin Province, Liaoning Province, Inner Mongolia Autonomous Region, Qinghai Province, Shandong Province, Shanxi Province, Shaanxi Province, Tianjin Municipal, Ningxia Hui Autonomous Region and Xinjiang Uygur Autonomous Region.

Southern region included Fujian Province, Guangdong Province, Guangxi Zhuang Autonomous Region, Hainan Province, Henan Province, Hubei Province, Jiangxi Province and Hunan Province.

Western region included Guizhou Province, Sichuan Province, Yunnan Province, Tibet Autonomous Region and Chongqing Municipal.

2. Sales generated in Macau were minimal and hence, were grouped under sales generated in Hong Kong.

## 管理層討論及分析 Management Discussion and Analysis

本集團在大中華地區有龐大的Umbro產品分銷網絡。於二零零七年十二月三十一日，本集團合共有超過110名Umbro產品分銷商，在中國各地經營的網絡約有1,100間零售店（其中130間零售店由嘉運體育擁有）。此外，本集團亦透過香港、澳門及台灣超過170間零售店及專櫃出售Umbro產品。該零售店網絡包括獨家銷售Umbro產品的專門店，以及銷售Umbro產品及其他品牌產品的體育用品專賣店或專賣櫃。下圖顯示二零零七年十二月三十一日的零售店位置：

We have an extensive distribution network for Umbro Products in the Greater China region. As at 31 December 2007, we had a total of over 110 Umbro Product distributors operating a network of approximately 1,100 retail outlets across the PRC (of which 130 outlets are owned by Win Sports). Additionally, we also sell Umbro Products at over 170 retail outlets and concession counters in Hong Kong, Macau and Taiwan. This network of retail outlets includes stand-alone stores selling exclusively Umbro Products and sports specialty stores or concession counters selling Umbro Products and products of other brands. The following map shows the locations of these retail outlets as at 31 December 2007:



## 管理層討論及分析 Management Discussion and Analysis

下表列出二零零六及二零零七年十二月三十一日在大中華出售Umbro產品的零售店及專賣櫃的地區分佈：

The following table sets forth the geographical distribution of the retail outlets and concession counters selling Umbro Products in the Greater China as at 31 December 2006 and 2007:

		零售店及專賣櫃 概約數目 Approximate number of retail outlets and concession counters	
		二零零七年 2007	二零零六年 2006
本集團分銷商經營的零售店	<b>Retail outlets operated by our distributors</b>		
中國	<b>PRC</b>		
華東	Eastern region	397	316
華北	Northern region	309	263
華南	Southern region	184	146
華西	Western region	223	163
		<b>1,113</b>	<b>888</b>
香港	<b>Hong Kong</b>	<b>143</b>	140
澳門	<b>Macau</b>	<b>3</b>	3
台灣	<b>Taiwan</b>	<b>18</b>	10
本集團以寄賣方式 經營的專賣櫃	<b>Concession counters operated under concession arrangement</b>		
香港(附註)	Hong Kong (Note)	8	5
合計	<b>Total</b>	<b>1,285</b>	<b>1,046</b>

附註：專賣櫃根據寄賣安排在百貨店或體育用品專賣店經營

Note: The concession counters are operated in department stores or sports specialty stores under concession arrangements.

## 管理層討論及分析 Management Discussion and Analysis

### 活動及戶外服裝業務

本集團為NYL品牌（由「Martin Stuart Limited」持有）活動服裝的主要生產商及批發商，向約30間百貨店及零售連鎖店提供貨品，當中涉及遍佈美國約5,000間店舖。本集團亦為Sears Canada採購戶外服及其他成衣。

於回顧期內，分部銷售下降15.2%至542,500,000港元，主要由於美國經濟衰退，市場客戶的銷售額下跌，加上對前景悲觀，迫使本集團提供折扣優惠，令業績出現倒退。分部銷售佔集團總銷售額由25.1%下降至16.1%，提供折扣優惠予客戶則使毛利率由去年的45.4%下降至34.5%。

分部經營溢利率下降至5.2%，經營溢利則由二零零六年的100,700,000港元下降至28,000,000港元，主要由於毛利率的大幅下降和整體生產成本、一般及行政費用及纖維和成品運輸費用的上升所至。由於經營溢利所佔集團整體比重較小，不會對集團造成重大影響。

按業務劃分的本集團活動及戶外服裝業務銷售額

### ACTIVE AND OUTER WEAR BUSINESS

The Group is the dominant manufacturer and wholesaler of active wear for the NYL brand (a brand owned by "Martin Stuart Limited") to about 30 department stores and retail store chains, comprising a total of approximately 5,000 stores, across the US. The Group is also engaged in sourcing outer wear and other apparels for Sears Canada.

For the year under review, sales of the segment dropped by 15.2% to HK\$542.5 million. The retarded results of segment is mainly attributable to the economic downturn in the US, where customers experiencing drop in sales or were pessimistic about the future pressured the Group to offer them special discounts. The segment's contribution to the Group's total sales decreased from 25.1% to 16.1% and the offer of special discounts to customers dragged down gross profit margin to 34.5% from last year's 45.4%.

Segmental operating profit margin decreased to 5.2% with operating profit at HK\$28.0 million (2006: HK\$100.7 million). The decrease was mainly the result of the significant decrease of gross profit margin together with the general inflation of production cost, general and administrative expenses and the transportation cost for fabric and finished goods. As the operating profit became a relatively small portion to the Group, it will not significantly affect the Group as a whole.

### Breakdown of sales of our Active and Outer Wear Business by business activities

業務	Business activities	二零零七年 2007		二零零六年 2006	
		千港元 HK\$'000	%	千港元 HK\$'000	%
NYL業務	NYL Business	445,053	82.0	532,494	83.2
戶外服裝業務	Outer Wear Business	97,459	18.0	107,181	16.8
<b>總數</b>	<b>Total</b>	<b>542,512</b>	<b>100.0</b>	<b>639,675</b>	<b>100.0</b>

## 管理層討論及分析 Management Discussion and Analysis

### 財務狀況及流動資金

於二零零七年十二月三十一日，本集團的總資產為2,616,400,000港元，較去年上升約34.2%。集團的財務狀況維持良好及穩健。

於回顧期內，本集團經營業務所得現金淨額為92,600,000港元，而二零零六年所耗現金淨額為40,900,000港元。有關轉變主要因為二零零六年應付關聯方款項上升所致。除此因素外，集團從經營業務所獲得的現金流於兩年均保持穩定。於二零零七年十二月三十一日，本集團的現金淨額（現金及現金等價物減銀行借貸）為500,300,000港元，較二零零六年減少56,100,000港元。2006年和2007年穩健的現金淨額顯示出集團能以經營業務所得淨現金支持其投資活動。

於二零零七年十二月三十一日，本集團的平均應收貿易帳款周轉日為66.4日（二零零六年十二月三十一日：62.3日）；平均應付貿易帳款周轉日為54.1日（二零零六年十二月三十一日：53.5日）；平均存貨周轉日為63.3日（二零零六年十二月三十一日：53.9日）。

本集團一般以內部產生之資源作為業務之營運資金。於二零零七年十二月三十一日，本集團的流動資產淨額為1,193,900,000港元（二零零六年十二月三十一日：921,800,000港元）。流動比率由二零零六年十二月三十一日的3.1倍下降至2.7倍。

於二零零七年十二月三十一日，本公司的資本架構全部為1,268,400,000股每股面值0.1港元的普通股。尚未清償還的借貸總額為79,800,000港元（二零零六年：10,700,000港元），包括67,800,000港元短期貸款及12,000,000港元長期貸款。所有借貸須按浮動利率支付利息。本集團並無利用任何利率掉期以對沖利率風險。本集團的資本負債比率維持於4.2%的低水平（二零零六年：0.8%）。

### FINANCIAL POSITION AND LIQUIDITY

As at 31 December 2007, the total assets of the Group were HK\$2,616.4 million, representing an increase of approximately 34.2% as compared the year ended 31 December 2006. The Group maintained a strong and healthy financial position.

During the year under review, the Group's net cash generated from operating activities amounted to HK\$92.6 million, compared to net cash used of HK\$40.9 million in 2006. The change was mainly the result of settlement made to related parties in 2006. Excluding this factor, net cash generated from operating activities remained stable for both years. Net cash (cash and cash equivalents less bank borrowings) of the Group as at 31 December 2007 amounted to HK\$500.3 million, a decrease of HK\$56.1 million compared to a year ago. The stable cash balances in 2006 and 2007 reflected the Group's ability to finance its investment activities (net of divesting activities) by net cash inflow from operating activities.

As at 31 December 2007, the Group's average trade receivables turnover was 66.4 days (2006: 62.3 days) and average trade payables turnover was 54.1 days (2006: 53.5 days). Average inventory turnover was 63.3 days (2006: 53.9 days).

The Group generally finances its operations and business development with internally generated resources. As at 31 December 2007, the Group's net current assets amounted to HK\$1,193.9 million (2006: HK\$921.8 million). The current ratio decreased from 3.1 times as at 31 December 2006 to 2.7 times as at 31 December 2007.

As at 31 December 2007, the capital structure of the Company constituted exclusively of 1,268,400,000 ordinary shares of HK\$0.1 each. The total amount of outstanding borrowings was HK\$79.8 million (2006: HK\$10.7 million), including short-term loans of HK\$67.8 million and long-term loans of HK\$12.0 million. All the borrowings were subject to interest payable at floating rates. The Group did not enter into any interest rate swap to hedge against risks associated with interest rates. And the gearing ratio of the Group stood at a low of 4.2% (2006: 0.8%).

## 管理層討論及分析 Management Discussion and Analysis

本集團銷售額及大部分原料採購均主要以美元結算，惟若干採購及開支除外，例如員工成本及中國當地原料成本均以其他貨幣（如港元及人民幣）結算。由於董事認為外幣風險並不顯著，因此本集團於年內並無使用任何衍生工具對沖該等風險。

### 員工及薪酬政策

於二零零七年十二月三十一日，本集團共有約17,000名員工（二零零六年十二月三十一日：約13,000名員工）。本集團乃根據各員工表現、工作經驗及當時市況釐定報酬。其他員工福利包括強積金、保險、醫療津貼及購股權計劃。

### 展望

二零零八年是本集團的投資期，將重點開發中國市場而減少注意美國的呆滯市場。為維持增長勢頭，本集團將(1)與國際體育品牌客戶緊密合作，擴充其運動服生產業務；(2)把握中國大陸的運動服分銷及零售業務的增長潛力，擴展集團的分銷網絡及強化產品設計，並透過130間Umbro產品單一品牌專賣店和增設「Futbol Trend」多品牌銷售店以爭取蓬勃中國運動服市場；及(3)積極與品牌擁有者及客戶更緊密合作，以保障活動及戶外服裝業務不會惡化。

The Group's sales and major materials purchase are mostly denominated in US Dollars, while certain purchases or expenses, e.g. staff cost and China domestic raw material cost, are settled in other currencies, such as HK Dollars and RMB. During the review period, the Group did not use any derivative instruments to hedge against foreign currency exposure as the Directors considered such exposure to be insignificant.

### EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2007, the Group had approximately 17,000 employees (31 December 2006: approximately 13,000 employees). The Group remunerates employees based on their performance, working experience and prevailing market conditions. Other employee benefits include mandatory provident fund, insurance, medical coverage and a share option scheme.

### PROSPECTS

Year 2008 will be a year for investment for the Group with the China market as the primary focus and less emphasis on the stagnant US market. To sustain growth momentum, the Group will (1) work closely with customers owning international sports brands to expand its Sportswear Manufacturing Business; (2) capture the growth prospects of Sportswear Distribution Business for Umbro in the PRC by continuing to expand the distribution network there, enhancing product designs and expanding sales of Umbro Products through the 130 mono-brand shops and replicating the multi-brand Futbol Trend to seize the thriving China sportswear market; and (3) work even more closely with brand owners and customers to assure income from the Active and Outer Wear Business will not be further deteriorated.



## 管理層討論及分析 Management Discussion and Analysis

### 運動服生產業務

本集團預期運動服生產業務將於未來繼續增長，因此計劃將產能由現時每月約3,400,000萬件成衣增至二零零八年年底每月約4,300,000萬件成衣，按年增幅達25%。此外，本集團將改善廠房的生產力及使用率，尤以越南為主，藉以減低部份來自員工薪酬、生產成本及人民幣升值所帶來的壓力。此外，本集團將增加運動服生產業務的銷售比例，以開拓快速增長的內銷零售市場。此舉亦可間接透過國內上升的運動服市場及分散生產業務分部之收益來源以達致最大化的利潤。同時，集團亦會自行生產分銷業務的Umbro產品，以確保產品質素及準確運送時間，從而獲享垂直整合的效益及提高回報。

雖然美國經濟處於衰退期，但是目前主要客戶的出口訂單令人滿意。由於出口業務包括亞洲地區的客戶，因此美國經濟所帶來的負面影響會有所緩和。考慮到這些因素，本集團對未來業務仍保持樂觀。

此外，集團將加強管理團隊和有效控制原材料、人工及運輸成本。通過控制一般及行政開支，集團的溢利率將有所提高。我們期望運動服生產業務能維持穩步增長，在未來數年為集團創造穩定的現金流。

### SPORTSWEAR MANUFACTURING BUSINESS

Anticipating growth for its Sportswear Manufacturing Business, the Group plans to increase monthly production capacity from approximately 3.4 million pieces of garments currently to 4.3 million pieces by the end of 2008, representing about a 25% increase year-on-year. It will seek to further enhance productivity and utilisation of its factories particularly the one in Vietnam, which is expected to help in partly mitigating the pressure from labour cost and production overhead and also the impact of RMB appreciation. In addition, the Group will increase the sales proportion of Sportswear Manufacturing Business in its manufacturing segment by exploiting the fast growing domestic retail market in the PRC. It will seek to derive maximum benefit, though indirectly, from the rising domestic sportswear market and diversify the income source of the manufacturing segment. The Group will also manufacture by itself the products covered by the Umbro Products distribution business in the PRC to enhance return, as well as assure quality and timely delivery, reaping the benefit of vertical integration.

Despite the laggard US economy, current orders from major customers in export markets have been satisfactory. And, since the export business segment includes customers in Asian countries, the negative impact from the uncertain US economy was mitigated. Taking that into consideration, the Group remains optimistic about the business segment in the near future.

Furthermore, efforts will be made to strengthen the management team and effectively control material, human and transportation costs. The overall profit margin will be heightened through controlling general and administrative expenses. We expect our Sportswear Manufacturing Business to maintain satisfactory growth and provide the Group with stable cash flow in coming years.

## 管理層討論及分析 Management Discussion and Analysis

### 運動服分銷及零售業務

於二零零七年三月，Umbro集團增持與本公司的附屬公司天運洋行的權益，由25%提高至40%，並將與集團簽訂的Umbro產品獨家分銷權延長至二零二零年。此舉令集團與Umbro集團的夥伴關係得以加強，同時顯示兩者共同促進Umbro產品在大中華市場的分銷業務的決心。

隨著中國內地人民消費力急速增長，加上即將來臨的二零零八年北京奧運將可令大眾更關注健康及對運動感興趣。為把握此等強勁趨勢，本集團將：

- 在二零零八年底前將中國的銷售點增加至1,500個；
- 繼續從銷售額中預算若干資源作廣告、市場推廣及贊助活動之用，提高品牌的知名度及顧客對特許品牌的忠誠；
- 收購新品牌於中國分銷；
- 二零零八年在中國大陸建立adidas和Nike的品牌足球概念店及以「Futbol Trend」為名的多品牌零售店；及
- 增加自行生產Umbro產品，貫徹其產品質素及配合產品推出時間。

最近Umbro集團被Nike集團收購並私有化，本集團未有同Nike集團的管理層進行對話。儘管如何，本集團相信Nike集團的於市場推廣實力將有助Umbro品牌進一步擴展其於中國的覆蓋面及知名度。

本集團將在發展零售業務，尤其是在營運Umbro單一品牌銷售店方面投放更多資源。由於中國的運動服零售市場急速增長，管理層預期二零零八年春、夏兩季的銷售訂單將非常可觀。此外，本集團將繼續在中國主要城市開設足球概念店及銷售Umbro、Nike及adidas品牌的零售店。集團期望其零附屬公司嘉運體育在二零零九年可轉虧為盈。

### SPORTSWEAR DISTRIBUTION AND RETAIL BUSINESS

The Umbro Group had increased its stake in T&S HK, a subsidiary of the Company, from 25% to 40% in March 2007. It also extended the term of the Group's exclusive distributorship of Umbro Products in the Greater China region to 2020. These moves have enhanced the relationship between the Group and Umbro Group and are evidence of commitment of both parties to growing the distribution business of Umbro in the PRC.

With the Chinese population gaining spending power and the 2008 Beijing Olympics approaching, public interest in and awareness of sports and fitness is expected to increase notably. To capitalise on these trends, the Group will:

- increase points-of-sales to 1,500 in the PRC by the end of 2008;
- continue to invest resources of amount equivalent to a certain proportion of sales into advertising, marketing and sponsorship to enhance brand awareness and customer loyalty to licensed brands;
- acquire new brands for distribution in the PRC;
- open mono-brand soccer concept stores for adidas and Nike and multi-brand "Futbol Trend" in the PRC in 2008; and
- increase self-manufactured Umbro Products to ensure product quality and time-to-market.

The Umbo Group has been recently acquired and privatised by Nike Group. The Group hasn't started the dialogue with Nike's management. However, the Group believes that Nike's strength in the marketing aspect may help the brand to extend its coverage even further and enhance brand recognition in the PRC region.

The Group will put more effort into developing its retail business especially in the operation of mono-brand shops of UMBRO. The management expects sales orders for Spring and Summer 2008 to be promising given the lucrative sportswear retail market in the PRC. Moreover, the Group will continue to set up soccer concept shops in major Chinese cities and open new retail shops for brands such as Umbro, Nike and adidas. The Group expects its retail arm Win Sports to achieve a turnaround in business by 2009.

## 管理層討論及分析 Management Discussion and Analysis

### 活動及戶外服裝業務

由於美國的經濟疲弱，集團預計該業務的銷售將會進一步減少。集團已經開始與NYL的品牌擁有人Martin Stuart Limited商討如何維持利潤率於合理水平。二零零八年上半年的銷售訂單比二零零七年同期相比下降10%。集團的目標是希望在美國當前市況不景氣和不穩定的大環境下，仍能維持利潤率。

### ACTIVE AND OUTER WEAR BUSINESS

Given the weak US economy, the Group expects sales of this segment will be further reduced. The Group has started dialogue with Martin Stuart Limited, owner of the NYL brand, about how to keep margins at reasonable levels for parties concerned. Orders for the first half year of 2008 are 10% lower than the sales of the corresponding period in 2007. The Group's target is to maintain margin of the business amidst the tough and uncertain business environment in the US.

## 董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

### 執行董事

李國棟，57歲，執行董事，為本集團創辦人之一兼主席，亦為李國樑先生的兄長及李俊豪先生的父親。李先生負責本集團策略規劃及整體管理，累積逾三十年成衣業及客戶關係經驗。李先生為中國人民政治協商會議廣東省河源市委員會委員。

黎清平，57歲，執行董事，為本集團創辦人之一、副主席兼行政總裁。黎先生負責管理本集團運動服生產業務的採購工作(包括生產及購買隊伍)以及集團整體管理。黎先生有逾三十年成衣業經驗。黎先生為中國人民政治協商會議廣東省雲浮市委員會委員。

李國樑，45歲，執行董事，為李先生的弟弟。李先生負責科技應用及管理本集團布料織造及印染業務。李先生自一九八七在約克大學取得文學士學位後，一直為本集團服務逾十八年。

周志偉，49歲，執行董事，由二零零八年三月一日起，周先生由日常管理本集團運動服生產業務轉為制定策略及產品開發。周先生在一九八五年加入本集團，擁有逾二十年成衣生產管理經驗。周先生在香港接受教育，並先後於一九八三年及一九八五年取得香港理工學院的紡織技術高級證書及紡織管理專修證書，並於二零零五年四月獲 International Academy for Quality Certification 頒授六西格瑪黑帶證書。周先生為中國人民政治協商會議廣東省雲浮市雲城區委員會委員、雲浮市雲城區人民政府招商顧問以及香港六西格瑪學會榮譽主席。

### EXECUTIVE DIRECTORS

**LI Kwok Tung Roy**, aged 57, is our executive Director, our co-founder and chairman. Mr. LI is the elder brother of Mr. LEE Kwok Leung and the father of Mr. LI Chun Ho Fredrick. Mr. LI is responsible for strategic planning and overall management of our Group. Mr. LI has over 30 years of experience in the apparel industry and handling client relationship. Mr. LI is a committee member of the Chinese People's Political Consultative Conference in He Yuan city, Guangdong province of the PRC.

**LAI Ching Ping**, aged 57, is our executive Director, our co-founder, deputy chairman and chief executive officer. Mr. LAI oversees the merchandising functions including production and purchasing teams within the Sportswear Manufacturing Business of our Group and is also responsible for the overall management of our Group. Mr. LAI has over 30 years of experience in the apparel industry. Mr. LAI is a committee member of the Chinese People's Political Consultative Conference in Yun Fu city, Guangdong province of the PRC.

**LEE Kwok Leung**, aged 45, is our executive Director and the younger brother of Mr. LI. Mr. LEE is responsible for technology implementation and overseeing the fabric knitting and dyeing business of our Group. Mr. LEE has been with us for over 18 years after his graduation from the York University in 1987 with a Bachelor of Arts degree.

**CHOW Chi Wai**, aged 49, is our executive Director. Mr. CHOW has repositioned his role from day-to-day management to strategy setting and product development of our Sportswear Manufacturing Business with effect from 1 March 2008. Mr. CHOW joined us in 1985 and has over 20 years of experience in apparel production management. Mr. CHOW received his education in Hong Kong and obtained a Higher Certificate in Textile Technology and an Endorsement Certificate in Textile Management, both from the Hong Kong Polytechnic, in 1983 and 1985, respectively. Mr. CHOW was conferred a Certified Six Sigma Black Belt by International Academy for Quality Certification in April 2005. Mr. CHOW is also a committee member of the Chinese People's Political Consultative Conference in Yucheng district, Yun Fu city, Guangdong province of the PRC and an adviser of foreign investment to Yucheng district, People's Government of Yun Fu city and the honorary chairman of the Six Sigma Society of Hong Kong.

## 董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

張智，41歲，執行董事、首席財務官、公司秘書及合資格會計師。張先生負責整體財務管理、合併與收購及企業融資項目。彼在二零零五年加入本集團前，曾出任中國移動通信集團公司屬下之卓望控股有限公司的執行副總裁及首席財務官。張先生協助該公司建立業務模式以及與Vodafone及Hewlett Packard成立策略聯盟。張先生亦曾出任eBIS Co., Ltd.的首席財務官、柳州採埃孚機械有限公司的財務總監及安達信公司的高級顧問，負責數個首次招股計劃。張先生擁有逾十五年財務管理經驗，並先後於一九九二年及二零零四年取得香港城市理工學院會計學文學士學位及香港中文大學高級管理人員工商管理碩士學位，並為香港會計師公會及特許公認會計師公會的資深會員。

### 獨立非執行董事

陳光輝，61歲，獨立非執行董事，於二零零六年四月加入本集團。陳博士投身學術工作逾三十年，現時為香港理工大學管理及市場學系的副教授，同時亦為工商管理界若干著作的作者。陳博士在一九七一年畢業於香港中文大學，持有社會科學學士學位，並先後於一九八一年及二零零四年取得University of Adelaide工商管理碩士學位及University of South Australia哲學博士。

**CHEUNG Chi**, aged 41, is our executive Director, chief financial officer, company secretary and qualified accountant. Mr. CHEUNG is responsible for our overall financial management, merger and acquisition and corporate finance projects. Prior to joining us in 2005, Mr. CHEUNG had been the executive vice president and chief financial officer of Aspire Holdings Ltd. which is a member of China Mobile Communications Corporation. Mr. CHEUNG had helped to set up its business model and establish a strategic alliance with Vodafone and Hewlett Packard. Mr. CHEUNG had also been the chief financial officer of eBIS Co, Ltd., and the financial controller of Liuzhou ZF Machinery Co. Ltd. and a senior consultant of Arthur Andersen & Co. in which he was responsible for several initial public offering projects. He has over 15 years of experience in financial management. Mr. CHEUNG obtained a Bachelor of Arts degree in accountancy from the City Polytechnic of Hong Kong and an Executive Master of Business Administration degree from the Chinese University of Hong Kong in 1992 and 2004, respectively. Mr. CHEUNG is a fellow member of the Hong Kong Institute of Certified Public Accountant and the Association of Chartered Certified Accountant.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**CHAN Kwong Fai**, aged 61, is our independent non-executive Director. Dr. CHAN joined us in April 2006. Dr. CHAN has been in the academic field for over 30 years and is currently an Associate Professor at the Department of Management and Marketing of the Hong Kong Polytechnic University. Dr. CHAN is also an author of several publications in the business management area. Dr. CHAN graduated from the Chinese University of Hong Kong with a bachelor degree in Social Science in 1971 and obtained his Master of Business Management from the University of Adelaide and Doctor of Philosophy from the University of South Australia in 1981 and 2004 respectively.

## 董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

關啟昌，58歲，獨立非執行董事，於二零零六年四月加入本集團。關先生現時為業務顧問公司Morrison & Company Limited的主席及中國地產集團有限公司與中華藥業生物科學有限公司非執行董事。在此以前，關先生在美林證券集團任職，並出任亞太區總裁。關先生現時為數間香港上市公司的獨立非執行董事，包括和記電訊國際有限公司、和記港陸有限公司、捷豐家居用品有限公司、金朝陽集團有限公司、恆基陽光資產管理有限公司及盛高置地(控股)有限公司。關先生於一九九二年修畢士丹福行政人員課程，並持有University of Singapore的會計學(榮譽)學士學位，同時亦為澳洲特許會計師公會及香港會計師公會的會員及香港董事學會會員。關先生於一九九七年出任太平協和集團有限公司(「太平協和」)執行董事時，獲委任為Yaohan International Holdings Limited(「Yaohan」)董事，代表太平協和擁有的19%股權，但並沒有參與Yaohan日常管理。Yaohan於百慕達註冊成立，其主要業務為投資控股及為其集團公司提供管理服務。Yaohan於一九九九年二月二十六日根據香港法院命令清盤。

馬家駿，56歲，獨立非執行董事，於二零零六年六月加入本集團。馬先生從事成衣業逾二十年，現時為Fashionmark Holdings Limited的董事。該集團主要為若干國際品牌生產成衣，生產基地位於中國珠海及中山。馬先生持有香港大學的社會科學學士學位。

溫澤光，58歲，獨立非執行董事，於二零零六年四月加入本集團。溫先生現時為木製產品生產商Pinefield Industries Ltd的董事總經理。彼於一九七九年取得哈佛大學工商管理碩士學位。

**KWAN Kai Cheong**, aged 58, is our independent non-executive Director. He joined us in April 2006. Mr. KWAN is currently the president of Morrison & Company Limited, a business consultancy firm, and a non-executive director of China Properties Group Limited and China Medical and Bio Science Limited. He previously worked for Merrill Lynch & Co. Inc. and was president for its Asia Pacific region. Mr. KWAN is currently an independent non-executive director of several listed companies in Hong Kong including Hutchison Telecommunications International Limited, Hutchison Harbour Ring Limited, JF Household Furnishings Limited, Soundwill Holdings Limited, Henderson Sunlight Asset Management Limited and SPG Land (Holdings) Limited. Mr. KWAN completed the Stanford Executive Program in 1992. He also holds a Bachelor of Accountancy (Honours) degree from the University of Singapore. Mr. KWAN is a member of the Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants and a Fellow of the Hong Kong Institute of Directors. In 1997, whilst being an executive director of Pacific Concord Holding Limited (“PCH”), Mr. KWAN was appointed as a director of Yaohan International Holdings Limited (“Yaohan”) to represent the 19% equity interests of PCH in Yaohan but without any involvement in Yaohan’s day-to-day management. Yaohan was incorporated in Bermuda and its principal activities were investment holdings and the provision of management services to its group companies. Yaohan was formally wound up by order of the court in Hong Kong on 26 February 1999.

**MA Ka Chun**, aged 56, is our independent non-executive Director. Mr. MA joined us in June 2006. Mr. MA has been in the apparel industry for over 20 years and is currently a director of Fashionmark Holdings Limited, principally engaging in the manufacture of apparels for some international fashion brands with production bases in Zhuhai and Zhongshan, the PRC. Mr. MA holds a Bachelor of Social Science degree from the University of Hong Kong.

**WUN Kwang Vincent**, aged 58, is our independent non-executive Director. Mr. WUN joined us in April 2006. He is currently the managing director of Pinefield Industries Ltd, a manufacturer of wooden products. Mr. WUN obtained a Master of Business Administration degree from the Harvard University in 1979.

## 董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

### 高級管理人員

黃偉德，47歲，運動服生產業務的首席營運官。黃先生於二零零七年十二月加入本集團，在成衣業擁有超過二十年經驗。於加盟本集團前，黃先生為管理顧問業務公司 Demokritus Consultancy Co.的創辦人。黃先生亦曾為Liz Claiborne Inc.的董事、高華集團國際有限公司的首席營運官、利豐(貿易)有限公司的集團產品經理、Levi Strauss Eximco的布料採購經理及業務發展經理，以及Mountain Rose Limited的高級商品經理(為香港的Polo Ralph Lauren工作)。黃先生於一九八二年獲得倫敦Greenwich Business College的商業管理及通訊、廣告及媒體高級文憑。彼為香港內衣業聯會會員。

陳錦昌，52歲，為Al-Aham的行政總裁，負責管理本集團在約旦的生產設施及NYL業務。加入本集團以前，陳先生擁有自己的業務，以發展、生產及出口成衣到美國。陳先生在本集團於二零零零年收購裕金有限公司的60%權益時加入本集團。陳先生於一九七九年在香港理工學院取得紡織技術高級文憑。

王曉文，41歲，運動服批發業務的董事總經理。王先生於一九九八年加入本集團出任集團財務主管，並於二零零七年三月獲薦升出任運動服分銷業務董事總經理，管理Umbro產品的分銷業務。在投身本集團以前，他曾出任不同職位，包括在香港滙豐銀行出任企業關係副經理及進出口部分區副經理達五年。彼於一九九零年至一九九二年在英國的BP Chemicals Limited工作，並在一九八六年獲得Hong Kong Bank Foundation的獎學金前往英國University of Bath修讀工商管理學士學位，其後於一九八八年獲授Arthur Andersen Prize for Financial Management。

### SENIOR MANAGEMENT

**WONG Wai Tak Victor**, aged 47, is the chief operating officer of our Sportswear Manufacturing Business. Mr. WONG joined us in December 2007 and has over 20 years of experience in garment industry. Prior to joining us, Mr. WONG had been the founder of Demokritus Consultancy Co., a management consulting business. Mr. WONG had also been the director of Liz Claiborne Inc., chief operation officer of Clover Group International Limited, group product manager of Li & Fung (Trading) Limited, fabric sourcing manager and business development manager of Levi Strauss Eximco and the senior merchandising manager of Mountain Rose Limited (for Polo Ralph Lauren in Hong Kong). Mr. WONG obtained a High Diploma in Business Administration and Communication, Advertising and Media from Greenwich Business College, London in 1982. He is a member of Hong Kong Intimate Apparel Industries Association.

**CHAN Kam Cheong**, aged 52, is the chief executive of Al-Aham and is responsible for overseeing our production facility in Jordan and the NYL Business. Before joining our Group, Mr. CHAN had his own business of developing, manufacturing and exporting apparel to the US. Mr. CHAN joined our Group in 2000 when we acquired a 60% interest in Gold Chase Limited. He obtained a higher diploma in textile technology from the Hong Kong Polytechnic in 1979.

**WONG Hiu Man**, aged 41, is the managing director of our Sportswear Wholesale Business. Mr. WONG joined us in 1998 and became the group financial controller and was promoted to be our managing director of our Sportswear Distribution Business in March 2007, overseeing the distribution business of Umbro Products. Prior to joining us, he held various positions, including assistant corporate relationship manager and assistant division manager in the import/export department in HSBC in Hong Kong for 5 years. He also worked for BP Chemicals Limited in UK from 1990 to 1992. He was awarded a scholarship from the Hong Kong Bank Foundation in 1986 to study for a Bachelor Degree in Business Administration at the University of Bath in UK, and in 1988, he was also granted the Arthur Andersen Prize for Financial Management.

## 董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

林欽華，53歲，於回顧年內為運動服零售業務董事總經理。林先生於二零零七年一月加入本集團，並於二零零八年二月辭任。林先生在零售及批發業務領域擁有逾10年經驗。於加盟本集團前，林先生為四川黃龍電力有限公司的董事兼總經理。林先生於一九九六年獲得香港中文大學工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。

蕭慧貞，43歲，運動零售業務的董事總經理。蕭女士於二零零三年加入本集團為總經理，並於二零零八年一月獲擢升為運動零售業務的董事總經理。蕭女士在零售及批發業務擁有超過八年經驗。於加盟本集團前，蕭女士為利寶製品有限公司的助理總經理，該公司從事中國市場的玩具產品製造、批發及零售業務。蕭女士於香港管理專業協會取得工商管理高級文憑。

李俊豪，31歲，本集團運動服生產業務的銷售及推廣總監，並為李國棟先生的兒子。李先生負責管理運動服生產業務的銷售及推廣。在二零零四年一月加入本集團前，李先生任職於TD Securities。李先生於二零零零年取得University of Toronto商學士學位。

**LAM Yen Wah Henry**, aged 53, had been the managing director of our Sportswear Retail Business during the year under review. Mr. LAM joined us in January 2007 and resigned in February 2008. He has over 10 years of experience in retail & wholesales business. Prior to joining us, Mr. LAM had been the director and general manager of SiChuan Yellow Dragon Electric Power Limited. Mr. LAM obtained a Master Degree in Business Administration from the Chinese University of Hong Kong in 1996. Mr. LAM is a fellow member of the Association of Certified Chartered Accountants and the Hong Kong Institute of Certified Public Accountants.

**SHIU Wai Ching Rita**, aged 43, is the managing director of our Sportswear Retail Business. Ms. SHIU joined us in 2003 and became the general manager and was promoted to be the managing director of our Sportswear Retail Business in January 2008. Ms. SHIU has over 8 years of experience in retail and wholesales business. Prior to joining us, she had been the assistant general manager for Lovable Products (Hong Kong) Limited, a company engaging in the manufacturing, wholesaling and retailing of toys products in the PRC market. She obtained a higher diploma in business administration from Hong Kong Management Association.

**LI Chun Ho Fredrick**, aged 31, is the sales and marketing director of our Sportswear Manufacturing Business and a son of Mr. LI. Kwok Tung Roy. Mr. Fredrick LI is responsible for overseeing the sales and marketing functions of our Sportswear Manufacturing Business. Prior to joining us in January 2004, Mr. Fredrick LI had worked at TD Securities. Mr. Fredrick LI obtained a bachelor degree in commerce from the University of Toronto in 2000.



# 企業管治報告 Corporate Governance Report

董事會深明良好的企業管治對本集團管理架構及內部監控程序相當重要，藉以確保妥善規管本集團所有業務及決策程序。

於回顧年內，本公司一直遵守上市規則附錄十四所載企業管治常規守則（「守則」）之適用守則條文及大部分建議最佳常規。

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」）所載有關董事證券交易的標準守則。經向全體董事作出查詢後，彼等均確認於本年報所涵蓋會計期內一直遵守標準守則所載之規定。

## 董事會

本集團業務的整體管理由董事會負責。

董事會負責監管本集團及管理股東所託管的資產，主要職責包括制訂本集團業務策略及管理目標、監管本集團的表現、釐訂本集團之價值及標準以及確保推行審慎有效的內部監控，以評估及管理風險。

本集團的日常運作由行政總裁及本集團管理層負責。所負責職務及工作會定期檢討。

The Board recognises the importance of incorporating elements of good corporate governance into the management structure and the internal control procedures of the Group so as to ensure that all business activities of the Group and the decision making process are properly regulated.

During the year under review, the Company has complied with the applicable code provisions and most of the recommended best practices set out in the Code on Corporate Governance Practices (the “Code”) in Appendix 14 of the Listing Rules.

## Model Code for Securities Transactions by Directors

The Company has adopted the code of conduct regarding directors’ securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in Appendix 10 of the Listing Rules. Having made enquiry of all Directors, they all have confirmed that they have complied with the required standard as set out in the Model Code throughout the accounting period covered by this annual report.

## Board of Directors

The overall management of the Group’s business is vested in the Board.

The Board is responsible for governing the Group and managing assets entrusted by the Shareholders. Its principal responsibilities include the formulation of the Group’s business strategies and management objectives, monitoring and overseeing the performance of the Group, setting the Group’s values and standards and ensuring a prudent and effective framework of internal control is in place to enable risks to be assessed and managed.

The day-to-day operations of the Group are delegated to the Chief Executive Officer and the management of the Group. The delegated functions and work task are periodically reviewed.

## 企業管治報告 Corporate Governance Report

### 組成

董事會成員現時包括五名執行董事及四名獨立非執行董事，有關董事的履歷詳情及董事間的家屬關係載於第26至30頁「董事及高級管理人員履歷」一節。董事會成員具備與本集團業務經營及發展相關的豐富知識、經驗及／或專長。

全體董事均瞭解彼等共同及個別對股東應負的責任，且勤勉竭誠，盡忠職守，致力為本集團的卓越表現作出貢獻。

### 主席及行政總裁

為確保權力平衡，主席及行政總裁由不同人士擔任。董事會主席為李國棟先生，而行政總裁為黎清平先生。主席負責管理董事會，而行政總裁則負責管理本集團業務的日常營運，兩者的職責清楚劃分。

### 委任獨立非執行董事

獨立非執行董事負責就本集團發展、表現及風險管理作出獨立判斷。本集團的獨立非執行董事任期為三年，並須最少三年輪流退任一次。

所有獨立非執行董事均符合獨立身份的規定，且本公司確認已收到其各自根據上市規則第3.13條作出的確認。董事認為彼等具獨立身份。

### Composition

The Board currently comprises five executive Directors and four independent non-executive Directors, whose biographical details and family relationships among certain Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 26 to 30. The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business operation and development of the Group.

All Directors are aware of their collective and individual responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, contributing to the successful performance of the Group.

### Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. The Chairman of the Board is Mr. LI Kwok Tung Roy. The Chief Executive Officer is Mr. LAI Ching Ping. There is a clear segregation between the Chairman's responsibility for the management of the Board and the Chief Executive Officer's responsibility for the management of the day-to-day operations of the Group's business.

### Appointment of Independent Non-Executive Directors

Independent non-executive Directors serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group. The Group's independent non-executive Directors have been appointed for terms of three years and subject to retirement by rotation at least once every three years.

All of them have satisfied the independence criteria and the Company confirmed that it has received a confirmation from each of them pursuant to rule 3.13 of the Listing Rules. The Directors consider them to be independent.

# 企業管治報告 Corporate Governance Report

董事會已成立若干委員會，負責監督本集團的管理及行政，包括：

## 薪酬委員會

本公司於二零零六年四月十八日成立薪酬委員會，並制訂書面職權範圍。薪酬委員會主要職責包括向董事會作出有關董事和高級管理人員的所有薪酬政策及架構以及就釐定該等酬金設立正式及具透明度的程序建議。本公司之薪酬政策旨在確保向僱員，包括執行董事及高級管理人員提供之薪酬乃基於其技能、知識、職責及參與本公司事務而釐定。薪酬組合亦參照本公司之業務及盈利狀況、行業薪酬水平以及當前市場狀況而釐定。獨立非執行董事之薪酬政策，主要包括董事袍金，須參照市場標準每年進行評估。個別董事及高級管理層將不得參與其各自薪酬之釐定。

以下為薪酬委會於二零零七年的工作摘要：

- 審閱本集團的長期獎勵政策，包括(但不限於)授出購股權；
- 釐定高級行政人員的薪酬福利；
- 審閱及設定高級管理層的主要表現指標；及
- 按照本公司的主要表現指標，審閱及設定本公司的年度分紅計劃。

董事酬金包括底薪、退休金及酌情花紅。截至二零零七年十二月三十一日止年度之董事酬金詳情載於綜合財務報表附註25(b)。

薪酬委員會成員包括陳光輝博士(主席)、李國棟先生及關啟昌先生，其中兩位為獨立非執行董事。

Certain committees have been set up under the Board to supervise the management and administrative functions of the Group. They include:

## Remuneration Committee

The Company established the Remuneration Committee on 18 April 2006 with written terms of reference. The primary duties of the Remuneration Committee include making recommendations to the Board on the policy and structure of all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Company's emolument policy is to ensure that the remuneration offered to employees including executive Directors and senior management is based on the skills, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages are also determined by reference to the Company's performance and profitability, remuneration level in the industry and the prevailing market conditions. The emolument policy for independent non-executive Directors, mainly comprising directors' fees, is subject to an annual assessment with reference to the market standard. Individual director and senior management would not be involved in deciding their own remuneration.

The following is a summary of the work attended by the Remuneration Committee in 2007:

- review of the Group's long-term incentive policy including, among others, granting of share options;
- determination of remuneration packages for senior executives;
- review and setting of key performance indicators for senior management; and
- review and setting of the Company's annual bonus plan according to the Company's key performance indicators.

The remuneration of Directors comprises basic salary, pensions and discretionary bonus. Details of the amount of emoluments of Directors for the year ended 31 December 2007 are set out in note 25(b) to the consolidated financial statements.

Members of the Remuneration Committee comprise Dr. CHAN Kwong Fai (Chairman), Mr. LI Kwok Tung Roy and Mr. KWAN Kai Cheong, two of whom are independent non-executive Directors.

## 企業管治報告 Corporate Governance Report

### 提名委員會

本公司於二零零六年四月十八日成立提名委員會，並制訂書面職權範圍。提名委員會主要負責向董事會作出有關委任董事及董事會管理層承繼的建議。提名委員會負責甄選及推薦董事人選，所參考的甄選指引包括適合的專業知識及行業經驗、個人品格、誠信及處事技巧。提名委員會當有需要時亦考慮外界專業招聘機構的推薦，向董事會提出有關甄選及批准的建議。

於回顧年度，提名委員會向董事會建議批准重選所有董事。

提名委員會成員包括溫澤光先生（主席）、李國棟先生、黎清平先生及馬家駿先生，其中兩位為獨立非執行董事。

### 審核委員會

本公司於二零零六年四月十八日根據守則成立審核委員會，並制訂書面職權範圍。審核委員會的主要職責包括檢討、管理及監督本公司財務申報程序、內部監控制度及風險管理的成效。審核委員會最少由三名成員組成，且大部分成員須為獨立非執行董事。

審核委員會已於回顧年內審閱截至二零零七年十二月三十一日止年度綜合財務報表及截至二零零七年六月三十日止六個月未經審核中期綜合財務資料，並向董事會作出推薦建議以供董事會通過，以及與管理人員及外部核數師討論可能影響本集團及財務申報事宜的會計政策及常規。

審核委員會成員包括獨立非執行董事關啟昌先生（主席）、溫澤光先生、陳光輝博士及馬家駿先生。

### Nomination Committee

The Company established the Nomination Committee on 18 April 2006 with written terms of reference. The Nomination Committee is mainly responsible for making recommendations to the Board on the appointment of Directors and the management of the Board succession. It carries out the process of selecting and recommending candidates for directorship with reference to the selection guidelines which include appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills. The Nomination Committee also considers referrals and engagement of external recruitment professionals when necessary and makes recommendations to the Board for selection and approval.

During the year under review, the Nomination Committee has recommended the re-election of all the Directors to the Board for approval.

Members of the Nomination Committee comprise Mr. WUN Kwang Vincent (Chairman), Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping and Mr. MA Ka Chun, two of whom are independent non-executive Directors.

### Audit Committee

The Company established the Audit Committee on 18 April 2006 with written terms of reference in compliance with the Code. The primary duties of the Audit Committee include reviewing, overseeing and supervision of the effectiveness of our financial reporting processes, internal control systems and risk management. The Audit Committee shall comprise at least three members with the majority being independent non-executive Directors.

During the year under review, the Audit Committee has reviewed the consolidated financial statements for the year ended 31 December 2007 and the unaudited interim consolidated financial information for the six months ended 30 June 2007 with recommendations to the Board for approval. It has also discussed with the management and the external auditor on the accounting policies and practices which may affect the Group and the financial reporting matters.

Members of the Audit Committee comprise Mr. KWAN Kai Cheong (Chairman), Mr. WUN Kwang Vincent, Dr. CHAN Kwong Fai and Mr. MA Ka Chun, all being independent non-executive Directors.

## 企業管治報告 Corporate Governance Report

### 會議出席率

董事會定期舉行董事會會議、薪酬委員會會議、提名委員會會議及審核委員會會議，討論本集團的業務、營運、發展及操守。所有重要事宜均經過充分討論。各董事出席上述會議記錄載列如下：

### Attendance of Meetings

The Board holds regular Board meetings, Remuneration Committee meeting, Nomination Committee meeting and Audit Committee meetings to discuss the Group's businesses, operations, development and conduct. All important issues are discussed in a timely manner. The attendance record of each Director at the aforesaid meetings is set out below:

		截至二零零七年十二月三十一日止 年度出席／合資格出席會議次數 Number of meetings attended/ eligible to attend for the year ended 31 December 2007			
董事姓名	Name of Director	董事會會議 Board Meeting	薪酬委員會 會議 Remuneration Committee Meeting	提名委員會 會議 Nomination Committee Meeting	審核委員會 會議 Audit Committee Meeting
<b>執行董事</b> <i>Executive Directors</i>					
李國棟先生 <sup>1,3</sup>	Mr. LI Kwok Tung Roy <sup>1,3</sup>	4/4	1/1	1/1	N/A
黎清平先生 <sup>3</sup>	Mr. LAI Ching Ping <sup>3</sup>	4/4	N/A	1/1	N/A
張智先生	Mr. CHEUNG Chi	4/4	N/A	N/A	N/A
李國樑先生	Mr. LEE Kwok Leung	4/4	N/A	N/A	N/A
周志偉先生	Mr. CHOW Chi Wai	4/4	N/A	N/A	N/A
<b>獨立非執行董事</b> <i>Independent Non-Executive Directors</i>					
陳光輝博士 <sup>2,5</sup>	Dr. CHAN Kwong Fai <sup>2,5</sup>	3/4	1/1	N/A	2/2
關啟昌先生 <sup>1,6</sup>	Mr. KWAN Kai Cheong <sup>1,6</sup>	4/4	1/1	N/A	2/2
馬家駿先生 <sup>3,5</sup>	Mr. MA Ka Chun <sup>3,5</sup>	4/4	N/A	1/1	2/2
溫澤光先生 <sup>4,5</sup>	Mr. WUN Kwang Vincent <sup>4,5</sup>	4/4	N/A	1/1	2/2

附註：

1. 薪酬委員會成員
2. 薪酬委員會主席
3. 提名委員會成員
4. 提名委員會主席
5. 審核委員會成員
6. 審核委員會主席

Notes:

1. Members of Remuneration Committee
2. Chairman of Remuneration Committee
3. Members of Nomination Committee
4. Chairman of Nomination Committee
5. Member of Audit Committee
6. Chairman of Audit Committee

## 企業管治報告 Corporate Governance Report

### 責任及審核

董事會明白其責任為編製本集團財務報表。編製財務報表時，已應用香港會計師公會頒佈的香港財務報告準則，本集團於編製財務報表所採納並於所有年度貫徹應用的主要會計政策載列於綜合財務報表附註2。

本公司外聘核數師所編製有關其就本集團財務報表的責任聲明載於本年報第63至64頁的獨立核數師報告。

回顧年內，向本公司外部核數師羅兵咸永道會計師事務所支付的酬金如下：

#### 服務性質

核數服務  
非核數服務 (附註)

附註：非核數服務包括審閱中期財務資料、若干協定程序及稅務相關服務。

### 內部監控

董事會負責本集團的內部監控程序，並會檢討本集團內部監控(包括財務、營運及合規控制及風險管理)的成效。董事會已檢討本集團內部監控制度的成效，並對此感到滿意。

本集團致力鑑別、監督及管理本集團業務所面對的風險。本集團的內部監控制度合理確保避免重大錯誤陳述或損失，並管理及減低營運制度失敗的風險，以及實現業務目標。

於回顧年內，董事會已透過審核委員會檢討本集團內部監控系統的成效。

### Accountability and Audit

The Board acknowledges its responsibility for preparing the financial statements of the Group. In preparing the financial statements, the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants have been adopted. The principal accounting policies, which have been consistently applied to all the years, adopted for the preparation of financial statements of the Group are set out in Note 2 to the consolidated financial statements.

The Company's external auditor's responsibility on the financial statements of the Group is set out in the independent auditor's report on pages 63 to 64 of this annual report.

During the year under review, the remuneration paid to the Company's external auditor, PricewaterhouseCoopers is set out as follows:

<i>Nature of services</i>	千港元 <b>HK\$'000</b>
Audit services	4,300
Non-audit services (Note)	688
	4,988

Note: Non-audit services include review of interim financial information, certain agreed-upon procedures and taxation related services.

### Internal Control

The Board is responsible for the Group's internal control procedures and for reviewing the effectiveness of the Group's internal control system which includes financial, operational and compliance controls and risk management functions. It has conducted a review of, and is satisfied with, the effectiveness of the internal control system of the Group.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control is designed to provide reasonable assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objective.

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Group.

# 董事會報告 Report of the Directors

董事謹此呈列本公司與本集團的年報以及截至二零零七年十二月三十一日止年度的經審核財務報表。

The Directors have pleasure in presenting their annual report together with the audited financial statements of the Company and of the Group for the year ended 31 December 2007.

## 主要業務及經營地區分析

## Principal Activities and Geographical Analysis of Operations

本集團主要從事生產、分銷及零售成衣產品，包括運動服、活動及戶外服裝及相關配件。銷售主要以原設備生產方式外銷至美國及歐洲客戶，及以批發及零售模式在中國及香港銷售。

The Group is principally engaged in the manufacturing, distribution and retailing of garment products, including sportswear, active and outer wear, and related accessories. Sales are primarily under OEM arrangement to customers in the US and Europe, and wholesale and retail modes in the PRC and Hong Kong.

本集團按業務及地區分部劃分的本年度業績分析載於綜合財務報表附註5。

An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the consolidated financial statements.

## 業績及股息

## Results and Dividends

本集團截至二零零七年十二月三十一日止年度的業績載於本報告第67頁綜合損益表內。

The results of the Group for the year ended 31 December 2007 are set out in the consolidated income statement on page 67 of this report.

董事會建議派發截至二零零七年十二月三十一日止年度末期股息每股3.5港仙，予於二零零八年五月七日(星期三)營業時間結束時名列本公司股東名冊的股東，惟須由股東於二零零八年五月十三日(星期二)舉行之下屆股東週年大會批准。末期股息將約於二零零八年五月三十日(星期五)派付。

The Board recommend a payment of final dividend of HK3.5 cents per Share for the year ended 31 December 2007, subject to Shareholders' approval at the forthcoming annual general meeting to be held on Tuesday, 13 May 2008, payable to the Shareholders whose name appear on the register of members of the Company at the close of business on Wednesday, 7 May 2008. The final dividend will be paid on or about Friday, 30 May 2008.

董事會亦已就截至二零零七年六月三十日止六個月宣派中期股息每股3.3港仙。

The Board has also declared an interim dividend of HK3.3 cents per Share for the six months ended 30 June 2007.

## 董事會報告 Report of the Directors

### 暫停辦理股份過戶登記手續

本公司將由二零零八年五月八日(星期四)至二零零八年五月十三日(星期二)(包括首尾兩日)期間暫停辦理股份過戶登記手續,在此其間股份不能過戶。為符合獲派截至二零零七年十二月三十一日止年度末期股息的資格,股東最遲須於二零零八年五月七日(星期三)下午四時三十分前將所有股份過戶文件連同有關股票送達本公司香港股份過戶登記分處卓佳證券登記有限公司,地址為香港皇后大道東28號金鐘匯中心26樓。

### 儲備

本公司及本集團年內的儲備變動詳情分別載於綜合財務報表附註22及本報告第68至69頁的綜合權益變動表。

### 本公司可分派儲備

於二零零七年十二月三十一日,本公司可供分派予股東的儲備為1,247,900,000港元,包括股份溢價666,900,000港元、以股份付款儲備7,700,000港元、出資盈餘528,300,000港元及保留盈利45,000,000港元。

根據開曼群島公司法,本公司股份溢價儲備及出資盈餘可在符合本公司組織章程細則的規定下分派,惟於建議分派股息當日後,本公司必須可償清於日常業務中到期的債項。

### 股本

本公司股本變動詳情載於綜合財務報表附註21。

### 物業、機器及設備

本集團物業、機器及設備變動詳情載於綜合財務報表附註7。

### Closure of Register of Members

The register of members of the Company will be closed from Thursday, 8 May 2008 to Tuesday, 13 May 2008 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitlement to the final dividend for the year ended 31 December 2007, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 May 2008.

### Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in note 22 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 68 to 69 of this report, respectively.

### Distributable Reserves of the Company

As at 31 December 2007, the Company's reserves available for distributions to Shareholders were HK\$1,247.9 million, comprising share premium of HK\$666.9 million, share-based payment reserve of HK\$7.7 million, contributed surplus of HK\$528.3 million and retained earnings of HK\$45.0 million.

Under the Companies Law of the Cayman Islands, the share premium reserve and the contributed surplus of the Company may be distributed subject to the provision of the Company's Articles of Association and 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 debt as and when they fall due in the ordinary course of business.

### Share Capital

Details of movements in the share capital of the Company are set out in note 21 to the consolidated financial statements.

### Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group are set out in note 7 to the consolidated financial statements.



# 董事會報告 Report of the Directors

## 捐款

本集團於回顧年內的慈善及其他捐款合共為607,000港元。

## 財務概要

本集團過往五個財政年度的業績及資產和負債概要載於本報告第4頁。

## 優先認購權

本公司組織章程細則並無優先認購權的規定，而本公司註冊成立地點開曼群島的法例對該等權力並無限制，故並無規定本公司須按比例向現有股東出售新股份。

## 購買、出售或贖回證券

於回顧年內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 董事

於年內及截至本報告日期為止之董事如下：

### 執行董事

李國棟先生  
黎清平先生  
張智先生  
李國樑先生  
周志偉先生

### 獨立非執行董事

陳光輝博士  
關啟昌先生  
馬家駿先生  
溫澤光先生

根據本公司組織章程細則第87(1)條，李國棟先生、黎清平先生及張智先生將於應屆股東週年大會輪流告退，並可重選連任。

## Donation

During the year under review, the Group made charitable and other donations totaling HK\$607,000.

## Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4 of this report.

## Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such rights under the laws of Cayman Islands where the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## Purchase, Sale or Redemption of Securities

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

## Directors

The Directors during the year and up to the date of this report were:

### Executive Directors

Mr. LI Kwok Tung Roy  
Mr. LAI Ching Ping  
Mr. CHEUNG Chi  
Mr. LEE Kwok Leung  
Mr. CHOW Chi Wai

### Independent Non-Executive Directors

Dr. CHAN Kwong Fai  
Mr. KWAN Kai Cheong  
Mr. MA Ka Chun  
Mr. WUN Kwang Vincent

In accordance with Article 87(1) of the Company's Articles of Association, Mr. Li Kwok Tung Roy, Mr. Lai Ching Ping and Mr. Cheung Chi shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## 董事會報告 Report of the Directors

### 董事及高級管理人員履歷

本集團董事及高級管理人員的履歷詳情載於第26至30頁。

### 董事服務合約

各執行董事已和本公司訂立為期三年的服務合約，可由任何一方發給另一方發出不少於六個月書面通知而終止。根據該等服務合約，倘經董事會批准，各執行董事可於本集團各個完整財政年度獲得年度酌情管理層花紅。

各獨立非執行董事並無與本公司訂立任何服務合約，惟有固定服務年期三年。

### 董事於合約的利益

於財政年度完結時或財政年度任何時間內，概無存續任何與本集團業務相關的重大合約，其中本公司、其控股公司或其任何附屬公司為訂約方或董事直接或間接擁有重大權益。

### Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set out on pages 26 to 30.

### Directors' Service Contracts

Each of the executive Directors has a service contract with the Company for a term of three years and is subject to termination by either party giving not less than six months' written notice. Under the service contracts, each of the executive Directors is entitled to an annual discretionary management bonus in respect of each complete financial year of the Group as the Board may approve.

Each of the independent non-executive Directors does not enter into any service agreements with the Company but has a fixed term of office for three years.

### Directors' Interest in Contracts

No contract of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

## 董事會報告 Report of the Directors

## 董事權益披露

於二零零七年十二月三十一日，董事及本公司行政總裁(如有)在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例規定有關董事或行政總裁當作或視為擁有的權益及淡倉)，及根據證券及期貨條例第352條須登記於本公司置存的登記名冊的權益及淡倉，或根據標準守則須知會本公司及聯交所的權益及淡倉如下：

## (a) 本公司股份好倉

董事姓名 Name of Directors	身份 Capacity	股份數目 Number of Shares	佔本公司 權益百分比* Percentage of interest in the Company*
李國棟先生 Mr. LI Kwok Tung Roy	受控制公司權益 Interests in controlled company	742,985,967 (附註1) (Note 1)	58.58%
周志偉先生 Mr. CHOW Chi Wai	個人權益 Personal interest	35,520,000 (附註2) (Note 2)	2.80%
張智先生 Mr. CHEUNG Chi	個人權益 Personal interest	10,650,000 (附註3) (Note 3)	0.84%
李國樑先生 Mr. LEE Kwok Leung	個人權益 Personal interest	2,000,000 (附註4) (Note 4)	0.16%

\* 百分比乃根據本公司截至二零零七年十二月三十一日已發行1,268,400,000股股份計算。

## Directors' Disclosure of interests

As at 31 December 2007, the interests and short positions of the Directors and chief executive(s) of the Company (if any) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive has taken or deemed to have under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## (a) Long positions in the Shares of the Company

\* The calculation of percentages is based on 1,268,400,000 Shares of the Company in issue as at 31 December 2007.

## 董事會報告 Report of the Directors

### 董事權益披露 (續)

#### (a) 本公司股份好倉 (續)

附註：

1. 李國棟先生持有 Quinta Asia Limited (「Quinta」) 已發行股本70%。由於擁有 Quinta 的控制權益，根據證券及期貨條例，李國棟先生因此視為擁有 Quinta 所持本公司的權益。黎清平先生持有 Quinta 已發行股本其餘30% (即間接擁有 222,895,790 股股份的權益或約佔本公司股權約 17.57%)。
2. 周志偉先生擁有 26,520,000 股股份，並視為承授人而擁有購股權，可根據首次公開售股前購股權計劃認購 9,000,000 股股份。
3. 張智先生擁有 650,000 股股份，並視為承授人而擁有購股權，可根據首次公開售股前購股權計劃認購 10,000,000 股股份。
4. 李國棟先生為承授人而擁有購股權，可根據首次公開售股前購股權計劃認購 2,000,000 股股份。

#### (b) 本公司相聯法團 (定義見證券及期貨條例) 的股份好倉

董事姓名 Name of Directors	相聯法團 Associated corporation	身份 Capacity	股份數目 Number of shares	佔相聯法團 權益百分比
				Percentage of interest in associated corporation
李國棟先生 Mr. LI Kwok Tung Roy	Quinta	個人權益 Personal interest	7	70%
黎清平先生 Mr. LAI Ching Ping	Quinta	個人權益 Personal interest	3	30%

除上文所披露者外，於二零零七年十二月三十一日，董事、行政總裁或彼等各自的聯繫人並無實益或非實益擁有本公司及其相聯法團 (定義見證券及期貨條例第 XV 部) 之股份、相關股份及債券之任何權益或淡倉。

### Directors' Disclosure of Interests (Continued)

#### (a) Long positions in the Shares of the Company (Continued)

Notes:

1. Mr. LI Kwok Tung Roy holds 70% of the issued share capital of Quinta Asia Limited ("Quinta"). Mr. LI Kwok Tung Roy has a controlling interest in Quinta and is therefore deemed to be interested in Quinta's interest in the Company for the purposes of the SFO. Mr. Lai Ching Ping holds the remaining 30% of the issued share capital of Quinta (representing an indirect interest in 222,895,790 Shares or approximately 17.57% shareholding in the Company).
2. Mr. CHOW Chi Wai is interested in 26,520,000 Shares held and is also taken to be interested as a grantee of options to subscribe for 9,000,000 Shares under the Pre-IPO Share Option Scheme.
3. Mr. CHEUNG Chi is interested in 650,000 Shares held and is also taken to be interested as a grantee of options to subscribe for 10,000,000 Shares under the Pre-IPO Share Option Scheme.
4. Mr. LEE Kwok Leung is interested as a grantee of options to subscribe for 2,000,000 Shares under the Pre-IPO Share Option Scheme.

#### (b) Long positions in the shares of Associated Corporations of the Company (as defined in the SFO)

Save as disclosed above, as at 31 December 2007, none of the Directors, chief executive(s) or any of their respective associates had any interest or short position, whether beneficial or non-beneficial, in the shares, the underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

## 董事會報告 Report of the Directors

### 主要股東所持本公司股份的權益及淡倉

於二零零七年十二月三十一日，除本公司董事或行政總裁之外，就董事所知，以下人士擁有根據證券及期貨條例第XV部第2及3分部規定而須知會本公司及／或根據證券及期貨條例第336條登記於所置存登記冊的股份或相關股份之權益或淡倉。

#### 本公司股份好倉

名稱 Name	身份 Capacity	證券數目 Number of securities	佔本公司權益 概約百分比* Approximate percentage of interest in the Company*
Quinta	實際權益 Beneficial interest	742,985,967	58.58%
Templeton Asset Management Ltd	實際權益 Beneficial interest	114,447,814	9.02%

\* 百分比乃根據本公司於二零零七年十二月三十一日已發行1,268,400,000股股份計算。

### Substantial Shareholders' Interests and Short Positions in the Shares of the Company

As at 31 December 2007, as far as the Directors were aware, the following persons (other than the Directors or chief executive(s) of the Company) had 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 were recorded in the register required to be kept under Section 336 of the SFO.

#### Long positions in the Shares of the Company

\* The calculation of percentages is based on 1,268,400,000 Shares of the Company in issue as at 31 December 2007.

除上文所披露者外，於二零零七年十二月三十一日，本公司並無接獲任何人士（本公司董事及行政總裁除外）通知，表示擁有本公司股份及相關股份的權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之條文知會本公司或根據證券及期貨條例第336條須登記於本公司置存的登記冊。

### 董事於競爭業務之權益

除本集團業務外，董事並無在與本集團業務存在競爭或極可能直接或間接存在競爭之任何業務擁有權益。

Save as disclosed above, as at 31 December 2007, the Company had not been notified by any person (other than the Directors or chief executive(s) of the Company) who had interests or short position in the Shares and underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or which were recorded in the register kept by the Company under section 336 of the SFO.

### DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors is interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

## 董事會報告 Report of the Directors

### 首次公開售股前購股權

為嘉許本集團僱員及一位顧問對本集團發展及成功的貢獻，本公司於二零零六年五月十日向該等僱員及顧問授出首次公開售股前購股權，該等僱員及顧問已接納有關購股權售股前購股權。(該等承授人行使該等購股權合共可獲發44,400,000股股份)。

截至二零零七年十二月三十一日止年度的首次公開售股前購股權變動如下：

### Pre-IPO Share Options

In recognition of the contributions made by employees and a consultant of the Group towards its growth and success, on 10 May 2006, Pre-IPO Share Options (the exercise of which would entitle these grantees to an aggregate of 44,400,000 Shares) have been granted by the Company to, and accepted by, certain employees and the relevant consultant.

Movements of the Pre-IPO Share Options for the year ended 31 December 2007 are as follows:

承授人 Grantee	每股行使價 Exercise Price per Share 港元 HK\$	歸屬日期 Vesting date	行使期間 Exercise Period	首次公開售股前購股權數目 Number of Pre-IPO Share Options			
				於二零零七年 一月一日 As at 01/01/2007	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於二零零七年 十二月三十一日 As at 31/12/2007
張智先生 執行董事 Mr. CHEUNG Chi Executive Director	1.596	06/09/2006	06/09/2006- 09/05/2016	3,960,000	(2,000,000)*	—	1,960,000
		30/06/2007	30/06/2007- 09/05/2016	3,960,000	—	—	3,960,000
		30/06/2008	30/06/2008- 09/05/2016	4,080,000	不適用 n/a	不適用 n/a	4,080,000
				12,000,000	(2,000,000)	—	10,000,000
周志偉先生 執行董事 Mr. CHOW Chi Wai Executive Director	1.14	06/09/2006	06/09/2006- 09/05/2016	6,000,000	(6,000,000)*	—	—
		30/06/2007	30/06/2007- 09/05/2016	9,000,000	(9,000,000)*	—	—
		30/06/2008	30/06/2008- 09/05/2016	9,000,000	不適用 n/a	不適用 n/a	9,000,000
				24,000,000	(15,000,000)	—	9,000,000

## 董事會報告 Report of the Directors

## 首次公開售股前購股權 (續)

## Pre-IPO Share Options (Continued)

承授人 Grantee	每股行使價 Exercise Price per Share 港元 HK\$	歸屬日期 Vesting date	行使期間 Exercise Period	首次公開售股前購股權數目 Number of Pre-IPO Share Options			
				於二零零七年 一月一日 As at 01/01/2007	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於二零零七年 十二月三十一日 As at 31/12/2007
李國樑先生 執行董事 Mr. LEE Kwok Leung Executive Director	2.28	06/09/2006	06/09/2006- 09/05/2016	804,000	(400,000)*	—	404,000
		30/06/2007	30/06/2007- 09/05/2016	804,000	—	—	804,000
		30/06/2008	30/06/2008- 09/05/2016	792,000	不適用 n/a	不適用 n/a	792,000
				2,400,000	(400,000)	—	2,000,000
Apex Link Enterprises Limited 顧問(附註) Apex Link Enterprises Limited Consultant (Note)	2.28	06/09/2006	06/09/2006- 09/05/2016	6,000,000	(6,000,000)*	—	—
				6,000,000	(6,000,000)	—	—
總計 Total				44,400,000	(23,400,000)	—	21,000,000

\* 緊接行使首次公開售股前購股權計劃日期前的每股加權平均收市價為2.94港元。

附註：

Apex Link Enterprises Limited (「Apex」) 是一間於香港提供管理及顧問服務的公司，Apex一直受聘為本公司顧問，由於為本公司提供服務而獲授首次公開售股前購股權。

\* The weighted average closing price per Share immediately before the date of exercise of the Pre-IPO Share Options is HK\$2.94.

Note:

Apex Link Enterprises Limited ("Apex") is a company which provides management and consultancy services in Hong Kong. Apex has been engaged by the Company as a consultant and has been granted certain Pre-IPO Share Options for its provision of services to the Company.

## 董事會報告 Report of the Directors

### 首次公開售股前購股權 (續)

首次公開售股前購股權的主要條款概要如下：

#### 1. 代價

首次公開售股前購股權各承授人已支付現金代價1.00港元。

#### 2. 購股權有效期

除下列其他條件另有規定外，各首次公開售股前購股權有效期為10年，惟董事會可全權酌情書面延期（並須由獨立非執行董事批准）。各首次公開售股前購股權有效期屆滿後，所有未行使的該等購股權將會自動失效。

#### 3. 行使期及行使價

載於第44至45頁。

#### 4. 其他條件

授出及／或行使各首次公開售股前購股權均須符合下列附帶條件：

- (a) 股份開始買賣後首六個月內不得行使首次公開售股前購股權；
- (b) 除本公司、聯交所及／或保薦人為爭取聯交所批准股份上市買賣而另有限制外，首次公開售股前購股權可部分或全數行使；
- (c) 行使首次公開售股前購股權亦須遵守本公司不時為符合上市規則而實施的指引；

### Pre-IPO Share Options (Continued)

A summary of the principal conditions attached to the Pre-IPO Share Options is set out below:

#### 1. Consideration

A cash consideration of HK\$1.00 has been paid by each grantee of the Pre-IPO Share Options.

#### 2. Option Period

Subject to other conditions as set out below, 10 years from the date of the offer of the respective Pre-IPO Share Options unless extended in writing by the Board (and approved by the Independent Non-Executive Directors) in its absolute discretion. Each of the Pre-IPO Share Options (to the extent not already exercised) shall lapse automatically at the end of such option period.

#### 3. Exercised Periods and Exercise Price

As set out in pages 44 to 45.

#### 4. Other conditions

The grant and/or exercise of each of the Pre-IPO Share Options is subject to the following additional conditions:

- (a) the Pre-IPO Share Option cannot be exercised within the first six months after the commencement of dealings in the Shares;
- (b) any exercise of the Pre-IPO Share Option may be made in part or in full subject to any further restrictions imposed by the Company, the Stock Exchange and/or the Sponsor as any of them see fit for the purposes of obtaining the Stock Exchange approval to the listing of and permission to deal in the Shares;
- (c) any exercise of the Pre-IPO Share Option shall be further subject to any guidelines issued by the Company from time to time in order to ensure full compliance with the Listing Rules;



## 董事會報告 Report of the Directors

## 首次公開售股前購股權 (續)

## 4. 其他條件 (續)

- (d) 首次公開售股前購股權屬有關承授人所有，不可轉讓或承讓；
- (e) 未行使的首次公開售股前購股權將於上文第2段所述的有效期屆滿後失效，否則會在下列情況下失效：
  - (i) 承授人的個人代表 (如有) 可於承授人身故後12個月內行使首次公開售股前購股權，其後未行使的首次公開售股前購股權將會自動失效，惟董事會有全權酌情延期；
  - (ii) 承授人行使首次公開售股前購股權的權利不會由於終止受僱而終止，除非終止受僱是由於嚴重失職、破產或裁定干犯涉及誠信的刑事罪行，則其首次公開售股前未行使的購股權由本集團終止聘用日期起自動失效；
  - (iii) 如承授人違反本文所載首次公開售股前購股權任何條款或條件，則未行使的首次公開售股前購股權會自動失效，惟董事會可全權酌情另有書面指示；及
- (f) 首次公開售股前購股權承授人須遵守聯交所或保薦人可能額外要求的承諾或限制。

## Pre-IPO Share Options (Continued)

## 4. Other conditions (Continued)

- (d) the Pre-IPO Share Option is personal to the relevant grantee and may not be transferred or assigned;
- (e) the Pre-IPO Share Option (to the extent not already exercised) shall lapse at the expiry of the option period as described in paragraph 2 above or otherwise in the following manner:
  - (i) the grantee's personal representatives (if any) may exercise the Pre-IPO Share Option within 12 months from his death, upon the expiry of which the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically unless extended by the Board in its absolute discretion;
  - (ii) the grantee's right to exercise the Pre-IPO Share Option shall not be affected by his/its cessation of employment, unless such cessation of employment arises from any serious misconduct, bankruptcy or conviction of any criminal offence involving integrity or honesty, in which case the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically on the his/its last date of employment with the Group;
  - (iii) if the grantee breaches any term or condition of the Pre-IPO Share Option as described herein, the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically (unless otherwise directed by the Board in writing in its absolute discretion); and
- (f) the grantee of the Pre-IPO Share Option shall adhere to any undertakings or restrictions that may be further imposed on them by the Stock Exchange or the Sponsor.

## 董事會報告 Report of the Directors

### 購股權計劃

本公司已根據股東於二零零六年八月八日通過的書面決議案設立購股權計劃(「計劃」)，據此董事會可酌情邀請本集團任何董事、僱員、諮詢顧問、專家、客戶、供應商、代理、合夥人或顧問或承包商(須符合本文所載之資格規定)接納購股權，以認購最多相當於本公司不時已發行股本面值30%的股份。根據該計劃及任何其他計劃可認購的股份總數，合共不得超過本公司於上市日期的已發行股本之10%，惟取得股東進一步批准除外。於截至授出日期止任何十二個月期間內，因行使授出及將予授出購股權(包括已行使及未行使購股權)而向主要股東或獨立非執行董事或彼等之聯繫人士發行及將予發行的股份總數，不得超過已發行股份的0.1%或總值超過5,000,000港元，惟取得股東進一步批准除外；而每名其他合資格人士獲發的股份不得超過已發行股份1%。

該計劃旨在確認及表揚為本集團曾經或可能作出貢獻的合資格參與者。計劃亦給與合資格參與者機會收購本公司專有權益，以(a)推動合資格參與者提升其表現及效率，以符合本集團利益；及(b)吸引及挽留有貢獻的合資格參與者或與有貢獻的合資格參與者維持持續業務關係，預期對本集團有利。

計劃的有效期為十年，於二零一六年八月七日屆滿。購股權的行使價由董事會決定，惟不得低於授出購股權當日的收市價及緊接授出當日前五個營業日股份於聯交所每日報價表所列的平均收市價及股份面值三者中最高者。購股權可於董事會釐定的期內由授出日期起計十年期間內任何時間行使，惟須受計劃條款的提前終止條文所限。

### Share Option Scheme

Pursuant to the written resolutions of the Shareholders passed on 8 August 2006, the Company has established a share option scheme (the "Scheme") whereby the Board may, at their discretion, invite any Directors, employees, consultants, professionals, customers, suppliers, agents, partners or advisers of or contractors to the Group (subject to the eligibility requirements as set out therein) to take up options which entitle them to subscribe for Shares representing up to a maximum in nominal value of 30% of the issued share capital of the Company from time to time. The total number of Shares available for issue under the Scheme and any other schemes must not in aggregate exceed 10% of the issued share capital of the Company as at the Listing Date unless further Shareholders' approval has been obtained. The total number of Shares issued and to be issued upon the exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12 months' period up to the date of grant to a substantial Shareholder or an independent non-executive director or their associates would not exceed 0.1% of the shares in issue or an aggregate value of HK\$5,000,000 unless further Shareholders' approval has been obtained; and to each other eligible person would not exceed 1% of the Shares in issue.

The purpose of the Scheme is to recognise and acknowledge the contributions that eligible participants have made or may make to the Group. It also provides the eligible participants with an opportunity to acquire proprietary interests in the Company with a view to (a) motivate the eligible participants to optimise the performance and efficiency for the benefit of the Group; and (b) attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are, will or expected to be beneficial to the Group.

The Scheme shall be valid and effective for a period of ten years ending on 7 August 2016. The exercise price of options shall be determined by the Board and shall not be less than the highest of the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the options and the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer and the nominal value of a Share. An option may be exercised at any time during a period as the Board may determine which shall not be more than ten years from the date of grant of the option subject to the provisions of early termination thereof.

## 董事會報告 Report of the Directors

按柏力克－舒爾斯估值模式（「估值模式」）計算，二零零七年授出的購股權的平均加權公平值為每份0.81港元（二零零六年：0.45港元）。估值法用作估計可全面轉讓的已買賣購股權的公平值。該估值法涉及大量主觀假設，包括預期股價波動。由於本公司的購股權與其他買賣商品截然不同，加上主觀假設更改可能對公平值估計有重大影響，故此該估值法未必能可靠計算購股權的公平值。

有關購股權的會計政策載於綜合財務報表附註21。

截至二零零七年十二月三十一日止年度，購股權計劃項下的購股權詳情及變動如下（該等購股權授予一名按僱用合約正擔任本公司附屬公司董事的僱員）：

The weighted average fair values of options granted in 2007 as determined using the Black-Scholes valuation model (the "Model") was HK\$0.81 (2006: HK\$0.45) per option. The Model was developed for use in estimating the fair value of traded options that are fully transferable. Such Model requires input of highly subjective assumptions, including the expected stock price volatility. Because the Company's share options have characteristics significantly different from those of traded goods, and because changes in the subjective input assumptions can materially affect the fair value estimate, the Model does not necessarily provide a reliable measure of the fair value of the share options.

The accounting policy adopted for the share options is described in note 21 to the consolidated financial statements.

Set out below are particulars and movements of the share options under the Share Option Scheme for the year ended 31 December 2007 which were granted to an employee, who is one of the directors of the Company's subsidiaries and is working under an employment contract:

承授人 Grantee	授出日期 Date of grant	每股行使價 Exercise Price per Share 港元 HK\$	歸屬日期 Vesting date	行使期間 Exercise period	購股權計劃項下的購股權數目 Number of share options under the Share Option Scheme			
					於二零零七年 一月一日 As at 01/01/2007	於年內授出 Granted during the year	於年內 行使/失效 Exercised/ lapsed during the year	於二零零七年 十二月三十一日 As at 31/12/2007
本集團的僱員 Employees of the Group	30/11/2007	2.06	01/12/2008	01/12/2008- 07/08/2016	—	500,000	—	500,000
			01/12/2009	01/12/2009- 07/08/2016	—	500,000	—	500,000
			01/12/2010	01/12/2010- 07/08/2016	—	500,000	—	500,000
					—	1,500,000	—	1,500,000

### 管理層合約

年內概無訂立或存在有關本公司全部或任何重大部分業務的管理及行政方面的合約。

### Management Contracts

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

## 董事會報告 Report of the Directors

### 主要客戶及供應商

截至二零零七年十二月三十一日止年度，本集團主要客戶及供應商分別佔本集團的銷售及採購百分比如下：

最大客戶／供應商  
五大客戶／供應商

本公司的關連人士Umbro集團為截至二零零七年十二月三十一日止年度本集團的五大客戶其中一名。就董事所知及所信，董事、彼等的聯繫人或擁有本公司已發行股本5%以上的股東，概無擁有上述所披露本集團五大客戶或供應商的任何權益。

### 關連交易

綜合財務報表附註34所披露的若干關連交易亦屬上市規則所界定的持續關連交易，故須根據上市規則第14A章披露。下列若干關連人士(上市規則所定義者)與本公司間已訂立之交易，而本公司已根據上市規則規定刊發所需的有關公佈。

### Major customers and suppliers

Sales and purchases of the Group attributable to its major customers and suppliers respectively for the year ended 31 December 2007 were as follows:

	佔銷售百分比 % of Sales	佔採購百分比 % of Purchases
The largest customer/supplier	51.0	8.8
Five largest customers/suppliers	66.7	24.7

Umbro Group, being a connected person, is one of the five largest customers to the Group during the year ended 31 December 2007. To the best knowledge and belief of the Directors, none of the Directors, their associates or any Shareholder owning more than 5% of the issued share capital of the Company, has any interest in any of the Group's five largest customers or suppliers as disclosed above.

### Connected Transactions

Certain related party transactions, disclosed in note 34 to the consolidated financial statements also constitute connected transactions under the Listing Rules, required to be disclosed in accordance with chapter 14A of the Listing Rules. The following transactions between certain connected parties (as defined in the Listing Rules) and the Company have been entered into for which relevant announcements, if necessary, had been made by the Company in accordance with the requirements of the Listing Rules.

## 董事會報告 Report of the Directors

## 1. 關連交易

## (A) 為嘉運集團提供擔保

於二零零七年一月十日，本公司就向嘉運集團提供的貸款融資給予香港上海滙豐銀行有限公司、上海商業銀行有限公司及香港上海滙豐銀行有限公司深圳分行分別達6,250,000港元、4,827,733港元及5,250,000港元的擔保（「擔保」）。擔保的目的為使嘉運集團能夠取得相關貸款融資用作其相關的一般營運資本。擔保按本公司於嘉運集團的權益比例作出，其條款按公平基準商定。

在提供擔保時（誠如下文1(B)段所述認購嘉運額外25%股權前），嘉運集團為本集團與天生集團共同擁有及控制的公司集團，而天生集團由何建陽先生及其親屬擁有及控制。由於何建陽先生於本年報日期前十二個月內曾擔任本集團若干成員公司董事，故天生集團為何建陽先生的聯繫人，因此屬於關連人士。此外，天生集團應視為天生集團的聯繫人，故屬於本公司的關連人士。

由於擔保的總額根據適用比率超過0.1%但低於2.5%，提供擔保僅須遵守上市規則第14A.45至14A.47條項下的申報及公佈規定，獲豁免獨立股東批准規定。

## 1. Connected Transactions

## (A) Provision of guarantees to Win Sports Group

On 10 January 2007, the Company has granted guarantees (“Guarantees”) in favour of The Hongkong and Shanghai Banking Corporation Limited, Shanghai Commercial Bank Ltd. and The Hongkong and Shanghai Banking Corporation Limited, Shenzhen Branch, amounting HK\$6,250,000, HK\$4,827,733 and HK\$5,250,000 respectively, in relation to the loan facilities made available to Win Sports Group. The purpose of the Guarantees is to enable Win Sports Group to obtain the relevant loan facilities for use as their respective general working capital. The Guarantees are in proportion to the interest of the Company in Win Sports Group and terms were negotiated on an arm’s length basis.

At the same time when the Guarantees were provided (which was prior to its subscription of an additional 25% interest in Win Sports as referred to in paragraph 1(B) below), the Win Sports Group was a group of companies jointly owned by us and the TSG Group, which in turn owned and controlled by Mr. Samuel Ho and his relative. Given that Mr. Samuel Ho was a director of certain members of the Group within the preceding 12 months from the date of this annual report, the TSG Group is therefore an associate of Mr. Samuel Ho and is therefore a Connected Person. Further, the Win Sports Group should be regarded as associates of the TSG Group and therefore a Connected Person of the Company.

As the aggregate amount of the Guarantees is more 0.1% but less than 2.5% under the applicable percentage ratios, the provision of the Guarantees are only subject to the reporting and announcement requirements under Rules 14A.45 to 14A.47, and are exempt from the independent shareholders’ approval requirement of the Listing Rules.

## 董事會報告 Report of the Directors

### (B) 認購嘉運股份

於二零零七年二月五日，本公司的全資附屬公司Frankton International Limited（「Frankton」）與TSG BVI及嘉運訂立認購及股東協議（「協議」），據此，（其中包括）Frankton及TSG BVI已分別同意按代價45,000,000港元及5,000,000港元認購嘉運股份。代價乃各方公平磋商後釐定。完成協議後，本公司將能夠控制嘉運的營運。嘉運目前為本集團的共同控制實體，故此，此舉符合本集團的策略，可加強對其分銷及零售業務的營運控制，以及增加在香港及中國的零售及批發市場的策略性業務。

於訂立協議時，嘉運集團為本集團與天生集團共同擁有及控制的公司集團，而天生集團由何建陽先生及其親屬擁有及控制。由於何建陽先生於本年報日期前十二個月內曾擔任本集團若干成員公司董事，故天生集團為何建陽先生的聯繫人，因此屬於關連人士。此外，天生集團應視為天生集團的聯繫人，故屬於本公司的關連人士。

由於代價超過10,000,000港元，以及上市規則第14.07條載列的一個或以上的適用百分比率將會超過2.5%，協議須遵守上市規則第14A條項下的申報、公佈及獨立股東批准規定。

### (B) Share subscription in Win Sports

On 5 February 2007, Frankton International Limited (“Frankton”), a wholly-owned subsidiary of the Company, has entered into the subscription and shareholders’ agreement (“Agreement”) with TSG BVI and Win Sports, pursuant to which, among others, Frankton and TSG BVI have agreed to subscribe for the shares of Win Sports at a consideration of HK\$45,000,000 and HK\$5,000,000 respectively. The consideration was determined after arm’s length negotiation between the parties. On completion of the Agreement, the Company will be able to control the operation of Win Sports, which is currently the Group’s jointly controlled entity, and therefore, in line with the Group’s strategy to increase operational control over its distribution and retail businesses and to enhance its strategic position in the retail and wholesale markets in Hong Kong and the PRC.

At the time when the Agreement was entered into, the Win Sports Group was a group of companies jointly owned by us and the TSG Group, which in turn owned and controlled by Mr. Samuel Ho and his relative. Given that Mr. Samuel Ho was a director of certain members of the Group within the preceding 12 months from the date of this annual report, the TSG Group is therefore an associate of Mr. Samuel Ho and is therefore a Connected Person. Further, the Win Sports Group should be regarded as associates of the TSG Group and therefore a Connected Person of the Company.

As the consideration is over HK\$10,000,000 and one or more of the applicable percentage ratios as set out in Rule 14.07 of the Listing Rules exceed 2.5%, the Agreement is subject to the reporting, announcement and independent shareholders’ approval requirements under Rule 14A of the Listing Rules.

## 董事會報告 Report of the Directors

## (C) 銷售天運洋行的15%予Umbro集團

於二零零七年二月八日，本公司的間接全資附屬公司T&S BVI(作為賣方)已與Umbro International Limited(「UIL」，作為買方)訂立買賣協議(「買賣協議」)，據此，T&S BVI已有條件同意出售而UIL已有條件同意收購天運洋行的15%股份，現金代價為1,650萬美元。同日，天運洋行及UIL已訂Umbro分銷協議，據此，UIL已有條件同意向天運洋行授出非獨家特許權，以給予於二零零七年三月一日至二零二零年十二月三十一日由認可生產商或UIL的採購部門生產Umbro品牌產品，以及在大中華銷售Umbro產品的獨家權利。代價已由雙方參考天運洋行及其附屬公司截至二零零五年十二月三十一日止年度的除所得稅後純利公平磋商釐定。交易將會加強本集團及UIL在發展大中華的Umbro產品分銷業務方面的策略性聯盟。

於買賣協議及Umbro分銷協議訂立時，由於Umbro集團為本公司一間附屬公司的主要股東，故其為關連人士。

由於出售天運洋行的15%股份的總資產比率及收益比率超過2.5%但低於25%，而代價超過1,000萬港元，買賣協議及Umbro分銷協議須遵守上市規則第14A條項下的申報、公佈及獨立股東批准規定。

## (C) Sale of 15% in T&amp;S HK to the Umbro Group

On 8 February 2007, T&S BVI, an indirectly wholly-owned subsidiary by the Company, as vendor has entered into the sale and purchase agreement (“SP Agreement”) with Umbro International Limited (“UIL”) as purchaser and others, pursuant to which T&S BVI has conditionally agreed to dispose of and UIL has conditionally agreed to acquire the 15% shares in T&S HK at a cash consideration of US\$16.5 million. On the same day, T&S HK and UIL have entered into the Umbro Distributor Agreement pursuant to which UIL has conditionally agreed to grant T&S HK a non-exclusive license to have the Umbro branded products manufactured by the authorised manufacturers or the sourcing division of UIL and an exclusive right in the Greater China to sell the Umbro Products during 1 March 2007 to 31 December 2020. The consideration was determined after arm’s length negotiation between the parties by reference to the consolidated net profit after income tax of T&S HK and its subsidiaries for the year ended 31 December 2005. This transaction would strengthen the strategic alliance between the Group and UIL for development of the distribution business of Umbro Products in the Greater China.

At the time when the SP Agreement and the Umbro Distributor Agreement were entered into, as the Umbro Group is a substantial shareholder of a subsidiary of our Company, hence it is a Connected Person.

As each of the total assets ratio and revenue ratio for the sale of the 15% shares in T&S HK is more than 2.5% but less than 25% and the consideration is more than HK\$10 million, the SP Agreement and the Umbro Distributor Agreement are subject to the reporting, announcement and independent shareholders’ approval requirements under Rule 14A of the Listing Rules.

## 董事會報告 Report of the Directors

### (D) 為天運洋行提供股東貸款及擔保

於上文1(C)段所述於二零零七年三月二十二日出售天運洋行15%完成(「完成」)時，股東貸款38,134,814港元，以及本集團及T&S集團先前及將會繼續分別向香港上海滙豐銀行有限公司及上海商業銀行有限公司提供5,000萬港元及855萬港元擔保，構成關連交易。完成後，天運洋行由 Umbro International Limited(「UIL」)擁有40%。由於UIL為天運洋行的主要股東，其屬於關連人士。由於天運洋行為UIL的聯繫人，天運洋行亦屬關連人士。

授出股東貸款旨在為天運洋行的一般營運資本融資，而提供擔保旨在讓T&S集團取得相關銀行融資來滿足一般營運資本需求及貿易融資。

由於股東貸款及擔保各自的相關百分比率超過2.5%但低於25%，而代價超過1,000萬港元，股東貸款及擔保須遵守上市規則第14A條項下的申報、公佈及獨立股東批准規定。

### (D) Provision of shareholders' loan and guarantees to T&S HK

On completion ("Completion") of the sale of 15% in T&S HK on 22 March 2007 as described in paragraph 1(C) above, shareholders' loans of HK\$38,134,814 and guarantees of HK\$50 million and HK\$8.55 million, in favour of The Hongkong and Shanghai Banking Corporation Limited and Shanghai Commercial Bank Ltd. respectively, previously provided, would continue to be provided by the Group to T&S Group, have constituted connected transactions. After Completion, T&S HK became owned as to 40% by Umbro International Limited ("UIL"). As UIL is a substantial shareholder of T&S HK, it is a Connected Person. As T&S HK is an associate of UIL, T&S HK is also a Connected Person.

The shareholders' loans are granted for financing T&S HK's general working capital and the provision of guarantees is to enable T&S Group to obtain the relevant banking facilities for general working capital requirement and trade financing.

As the relevant percentage ratios for each of the shareholders' loans and guarantees are more than 2.5% but less than 25% and the consideration are more than HK\$10 million, the shareholders' loans and guarantees are subject to the reporting, announcement and independent shareholders' approval requirements under Rule 14A of the Listing Rules.



## 董事會報告 Report of the Directors

## 2. 持續關連交易

- (A) 為本集團活動及戶外服裝業務提供承包服務

由於受本集團生產能力所局限，本公司的全資附屬公司 Al-Aham Garment Manufacturing Co. Ltd. (「Al-Aham」) 自二零零四年下半年起一直聘用 Diamond Needle Factory (Jordon) Co. Ltd (「Diamond Needle」) 為承包商，負責生產NYL品牌產品的配件。

陳錦昌先生(「陳先生」)為Al-Aham的行政總裁。基於Diamond Needle由陳先生的兄弟陳錦全先生實益全資擁有，因此Diamond Needle為陳先生的聯繫人，即關連人士。

截至二零零七年十二月三十一日止年度，本集團已付或應付Diamond Needle的承包費用為10,858,000港元，低於本公司二零零六年八月二十五日售股章程(「售股章程」)所披露聯交所批准的相關年度上限。

- (B) 本集團運動服分銷業務向嘉運集團銷售Umbro產品

天運洋行及其附屬公司一直以本集團根據Umbro分銷協議獲得的分銷權向嘉運集團供應Umbro產品。

Umbro集團為本公司一間附屬公司的主要股東，故此其為關連人士。由於天運洋行為Umbro集團的聯繫人，故此天運洋行為本公司的關連人士。

截至二零零七年十二月三十一日止年度，本集團向嘉運集團銷售Umbro產品的金額為67,634,000港元，低於聯交所批准及於二零零七年六月十一日向公眾公佈的相關年度上限。

## 2. Continuing Connected Transactions

- (A) Provision of sub-contracting services to Active and Outerwear Business of the Group

Al-Aham Garment Manufacturing Co. Ltd (「Al-Aham」), a wholly owned subsidiary of the Company, has been engaging Diamond Needle Factory (Jordon) Co. Ltd (「Diamond Needle」) as a sub-contractor for manufacturing components of products bearing the brand of NYL since the second half of the year 2004 due to the limitation in the production capacity of our Group.

Mr. CHAN Kam Cheong (「Mr. Chan」) is the chief executive of Al-Aham. Given that Diamond Needle is beneficially and wholly-owned by Mr. CHAN's brother, Mr. CHAN Kam Chuen, Diamond Needle is therefore an associate of Mr. Chan, and hence a Connected Person.

The sub-contracting fee that has been paid or payable by our Group to Diamond Needle amounted to HK\$10,858,000 for the year ended 31 December 2007, which was below the relevant annual cap approved by the Stock Exchange as disclosed in the Company's prospectus dated 25 August 2006 (the 「Prospectus」).

- (B) Sales of Umbro Products by Sportswear Distribution Business of the Group to Win Sports Group

T&S HK and its subsidiaries have been supplying Umbro Products to the Win Sports Group pursuant to our Group's distribution right under the Umbro Distributor Agreement.

The Umbro Group is a substantial shareholder of a subsidiary of our Company, hence it is a Connected Person. And as T&S HK is an associate of the Umbro Group, hence T&S HK is a connected person of our Company.

Our sales of Umbro Products to the Win Sports Group amounted to HK\$67,634,000 for the year ended 31 December 2007, which was below the relevant annual cap approved by the Stock Exchange and announced to the public on 11 June 2007.

## 董事會報告 Report of the Directors

### (C) 向本集團活動及戶外服裝業務供應布料

Oceanjade Corporation Limited (「Oceanjade」) 為本公司全資附屬公司裕方(香港)有限公司其中一位供應商，供應生產NYL品牌產品所需的布料及相關的布料樣品(「布料」)。本集團自二零零一年起與Oceanjade有業務關係，如Oceanjade可繼續按具競爭力的定價供應優質布料，則本集團會繼續與Oceanjade交易。

由於Oceanjade由陳先生的兄弟陳錦全先生實益全資擁有，而陳先生為本公司的間接全資附屬公司Al-Aham的行政總裁，因此Oceanjade為陳先生的聯繫人，屬於關連人士。

截至二零零七年十二月三十一日止年度，本集團向Oceanjade購買布料的金額為43,424,000港元，低於售股章程所披露聯交所批准的相關年度上限。

### (C) Purchases of fabrics by Active and Outwear Business of the Group

Oceanjade Corporation Limited ("Oceanjade") is one of the suppliers of Rich Form (HK) Limited, a wholly-owned subsidiary of our Company, for fabrics and related fabric-samples ("Fabrics") for the production of products bearing the brand of NYL. We established a business relationship with Oceanjade since 2001 and would like to continue our relationship so long as Oceanjade is able to continue to supply quality Fabrics at competitive pricing to us.

Given that Oceanjade is beneficially and wholly-owned by Mr. Chan's brother, Mr. CHAN Kam Chuen, and that Mr. Chan is a chief executive of Al-Aham, an indirect wholly-owned subsidiary of our Company, Oceanjade is therefore an associate of Mr. Chan, and hence a Connected Person.

Our purchases of Fabrics from Oceanjade amounted to HK\$ 43,424,000 for the year ended 31 December 2007, which was below the relevant annual cap approved by the Stock Exchange as disclosed in the Prospectus.

## 董事會報告 Report of the Directors

(D) (i) 運動服生產業務向Umbro集團銷售UMBRO品牌的產品

除身為Umbro集團的Umbro產品特許分銷商外，本集團亦為Umbro集團的認可供應商，供應UMBRO品牌的產品，由Umbro集團在歐盟地區分銷。本集團透過全資附屬公司永嘉集團(香港)有限公司自二零零四年八月起一直向Umbro集團供應該等產品。為更恰當調配生產資料及能力同時爭取成本效益，本集團聘用獨立第三方承包商生產該等產品。

Umbro集團為本公司附屬公司的主要股東，故此屬於關連人士。

截至二零零七年十二月三十一日止年度，本集團向Umbro集團的銷售額為57,702,000港元，低於售股章程所披露聯交所批准的相關年度上限。

(D) (i) Sales of products bearing UMBRO brand by Sportswear Manufacturing Business to the Umbro Group

In addition to being a licensed distributor of Umbro Products for the Umbro Group, we are also an authorised supplier of the Umbro Group for products bearing UMBRO brand for the Umbro Group's distribution in the EU. We, through, Win Hanverky Limited, our wholly-owned subsidiary, has been supplying such products to the Umbro Group since August 2004. To better allocate our production resources and capacity and for cost effectiveness, we engage independent third party contractors for the manufacture of such products.

The Umbro Group is a substantial shareholder of a subsidiary of our Company, hence it is a Connected Person.

Our sales to Umbro Group amounted to HK\$57,702,000 for the year ended 31 December 2007, which was below the relevant annual cap approved by the Stock Exchange as disclosed in the Prospectus.

## 董事會報告 Report of the Directors

- (D) (ii) 運動服分銷業務就分銷Umbro產品向Umbro集團支付專營權費及向Umbro集團購買Umbro產品

根據Umbro分銷協議，本集團在大中華分銷各種Umbro產品。該等產品由Umbro集團直接或透過其互聯網平台（「平台」）向其認可供應商採購直到二零零七年十二月三十一日。其後，所有Umbro產品必須通過Umbro International Limited（Umbro集團的其中一家成員公司）取得。Umbro分銷協議規定，本集團在大中華分銷Umbro產品須通過天運洋行、廣州白雲山公司（天運洋行的全資附屬公司）、天運體育用品（深圳）有限公司及天茵有限公司向Umbro集團支付專營權費。

Umbro為本公司附屬公司的主要股東，故此屬於關連人士。

截至二零零七年十二月三十一日止年度，本集團向Umbro集團支付的專營權費及購買費用分別為70,167,000港元及1,469,000港元，低於聯交所批准及於二零零七年二月八日公佈的相關年度上限。

- (D) (ii) Payment of royalty by Sportswear Distribution Business to the Umbro Group and purchases of Umbro Products from the Umbro Group for distribution of the Umbro Products

Pursuant to the Umbro Distributor Agreement, we distribute various Umbro Products in the Greater China. These products are sourced from suppliers approved by the Umbro Group directly or via an internet platform operated by the Umbro Group (“Platform”) until 31 December 2007. Thereafter all Umbro Products must be secured through Umbro International Limited, one of the members of the Umbro Group. As part of the Umbro Distributor Agreement, we pay, through T&S HK, Guangzhou BYS, Team & Sports (Shenzhen) Limited and Tien Yan Limited wholly-owned subsidiaries of T&S HK, royalty to the Umbro Group for our distribution of Umbro Products in the Greater China calculated in accordance with the terms set out therein.

The Umbro Group is a substantial shareholder of a subsidiary of our Company, hence it is a Connected Person.

Our royalty to and purchases from the Umbro Group amounted to HK\$70,167,000 and HK\$1,469,000 respectively for the year ended 31 December 2007, which was below the relevant annual caps approved by the Stock Exchange and announced to the public on 8 February 2007.

## 董事會報告 Report of the Directors

## (E) 運動服分銷業務向天生集團採購 Umbro 產品

本集團與 Umbro 集團及 Platform 的認可供應商天生集團已建立長久關係，天生集團一直向天運洋行、廣州白雲山公司，天運體育用品（深圳）有限公司及天茵有限公司供應 Umbro 產品，由本集團根據 Umbro 分銷協議所獲的分銷權進行分銷。

天生集團由何先生及其親屬擁有及控制。由於何先生於本年報日期前十二個月內曾擔任本集團若干成員公司董事，因此天生集團應視為何先生的聯繫人，屬於關連人士。

截至二零零七年十二月三十一日止年度，本集團向天生集團的採購額為 16,500,000 港元，低於售股章程所披露聯交所批准的相關年度上限。

## (F) 運動服生產業務向美海企業有限公司（「美海」）銷售產品

寶嘉製衣配料有限公司及其附屬公司（「寶嘉配料集團」）及本公司的附屬公司永嘉紡織有限公司自二零零七年起一直分別向美海及其附屬公司（「美海集團」）供應若干成衣配飾及布料。

誠如上文(E)所述，天生集團屬本公司的關連人士。而由於美海屬天生集團的全資附屬公司，此應視為本公司的關連交易。

## (E) Purchases of Umbro Products by Sportswear Distribution Business from the TSG Group

Due to the long established relationship with the TSG Group, TSG Group, one of the Umbro Group's approved suppliers which is also an approved supplier on the Platform, has been supplying Umbro Products to each of T&S HK, Guangzhou BYS, Team & Sports (Shenzhen) Limited and Tien Yan Limited for distribution pursuant to our Group's distribution right under the Umbro Distributor Agreement.

The TSG Group is owned and controlled by Mr. Samuel Ho and his relatives. Given that Mr. Samuel Ho was a director of certain members of the Group within the preceding 12 months from the date of this annual report, the TSG Group should be regarded as an associate of Mr. Samuel Ho and therefore a Connected Person.

Our purchases from the TSG Group amounted to HK\$16,500,000 for the year ended 31 December 2007, which was below the relevant annual cap approved by the Stock Exchange as disclosed in the Prospectus.

## (F) Sales by Sportswear Manufacturing Business to Amerseas Enterprises Limited ("Amerseas")

Bowker Garment Accessories Company Limited and its subsidiaries ("Bowker Accessories Group") and Win Hanverky Textile Limited, subsidiaries of our Company, have been supplying certain garment accessories and fabric, respectively, to Amerseas and its subsidiaries ("Amerseas Group") starting from 2007.

As mentioned in (E) above, the TSG Group is a Connected Person of the Company. And as Amerseas is a wholly-owned subsidiary of the TSG Group, therefore, it should be regarded as a Connected Person of the Company.

## 董事會報告 Report of the Directors

本集團通過寶嘉配料集團及永嘉紡織有限公司向美海集團的銷售額分別為 1,614,000 港元及 3,312,000 港元，低於聯交所批准及於二零零七年一月十五日向公眾公佈的相關年度上限。

董事(包括獨立非執行董事)已審核截至二零零七年十二月三十一日止年度的持續關連交易，並確認該等交易：

- (1) 於本集團日常業務過程中訂立；
- (2) 按一般商業條款或不遜於本公司給予獨立第三方或獲獨立第三方提供的條款訂立；
- (3) 根據規管有關交易的相關協議按公平合理且對本公司股東整體有利的條款進行；及
- (4) 並無超逾之前獲聯交所批准之豁免所規定的有關上限額或之前公佈的有關限額。

Our sales by Bowker Accessories Group and Win Hanverky Textile Limited to the Amerseas Group amounted to HK\$1,614,000 and HK\$3,312,000 respectively, which were below the relevant annual caps approved by the Stock Exchange and announced to the public on 15 January 2007.

The Directors, including the independent non-executive Directors, have reviewed the continuing connected transactions made during the year ended 31 December 2007 and confirmed that these transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or on terms no less favourable to the Company than terms available to or from independent third parties;
- (3) in accordance with each of the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (4) have not exceeded the relevant maximum amount capped in accordance to the waiver previously granted by the Stock Exchange or previous announcement.

## 董事會報告 Report of the Directors

根據上市規則第14A.38條，董事會聘用本公司核數師按相當於香港會計師公會頒佈的香港相關服務準則第4400號「就財務資料執行協定程序之應聘事宜」的方式對上述持續關連交易進行若干實際審查結果程序。核數師已向董事會匯報根據協定程序進行的有關抽樣審查實際結果，當中指出：

- (1) 獲抽樣審查的交易已獲本公司董事批准；
- (2) 有關本集團提供貨品及服務的抽樣交易乃根據本集團的定價政策進行；
- (3) 抽樣交易乃根據規管有關交易之協議條款進行；及
- (4) 有關交易（如適用）並無超逾之前獲聯交所批准之豁免所規定或之前公佈的有關限額。

### 企業管治常規守則

本公司採納原則及於本年報所涵蓋會計期間一直遵守上市規則附錄十四所載之企業管治常規守則的守則條文。本公司採納的主要企業管治常規載於本報告第31至36頁的企業管治報告。

### 足夠的公眾持股量

根據本公司可公開取得的資料及就董事所知，截至二零零七年十二月三十一日止年度全年及截至本報告日期，本公司一直維持上市規則規定的足夠公眾持股量，由公眾人士持有本公司已發行股本超過25%。

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to perform certain factual finding procedures on the above continuing connected transactions on a sample basis in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their factual findings for the selected samples based on the agreed procedures to the Board stating that:

- (1) the selected samples of the transactions had been approved by the Company’s Directors;
- (2) the selected samples of the transactions in respect of provision of goods or services by the Group were entered into in accordance with the pricing policies of the Group;
- (3) the selected samples of the transactions were entered into in accordance with the terms of the agreements governing such transactions; and
- (4) such transactions, where applicable, did not exceed the relevant caps in accordance to the waivers previously granted by the Stock Exchange or previous announcements.

### Code on Corporate Governance Practices

The Company has applied the principles and complied with the code provisions in the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by this annual report. Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 31 to 36 of this report.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the year ended 31 December 2007 and up to the date of this report, the Company has maintained a sufficient public float of more than 25% of the Company’s issued Shares as required under the Listing Rules.

## 董事會報告 Report of the Directors

### 核數師

截至二零零七年十二月三十一日止年度的財務報表已由羅兵咸永道會計師事務所審核，而羅兵咸永道會計師事務所將於應屆股東週年大會退任。將於應屆股東週年大會提呈決議案重新委任羅兵咸永道會計師事務所為本公司核數師。

承董事會命  
主席  
李國棟

香港，二零零八年三月二十六日

### Auditor

The financial statements for the year ended 31 December 2007 have been audited by PricewaterhouseCoopers who will retire at the forthcoming annual general meeting. A resolution will be proposed at the forthcoming annual general meeting to re-appoint PricewaterhouseCoopers as the auditor of the Company.

By order of the Board  
**LI Kwok Tung Roy**  
*Chairman*

Hong Kong, 26 March 2008



## 獨立核數師報告 Independent Auditor's Report



羅兵咸永道會計師事務所

PricewaterhouseCoopers  
22/F, Prince's Building  
Central, Hong Kong

致永嘉集團控股有限公司全體股東

(於開曼群島註冊成立之有限公司)

本核數師以下簡稱「我們」已審核列載於第65至169頁永嘉集團控股有限公司（「貴公司」）及其附屬公司（以下合稱「貴集團」）的綜合財務報表，此綜合財務報表包括於二零零七年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益帳、綜合權益變動表及綜合現金流量表，以及主要會計政策概要與其他附註解釋。

### 董事就財務報表須承擔的責任

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

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並僅向全體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### TO THE SHAREHOLDERS OF WIN HANVERKY HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Win Hanverky Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 65 to 169, which comprise the consolidated and company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### Directors' responsibility for the financial statements

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

### Auditor's responsibility

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

## 獨立核數師報告 Independent Auditor's Report

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

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零七年十二月三十一日的財務狀況及貴集團截至該日止年度的利潤及現金流量，並已根據香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所  
執業會計師

香港，二零零八年三月二十六日

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

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

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers  
Certified Public Accountants

Hong Kong, 26 March 2008

## 資產負債表 Balance Sheets

於二零零七年十二月三十一日 As at 31 December 2007

		附註 Note	綜合 Consolidated		本公司 Company	
			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>非流動資產</b>	<b>Non-current assets</b>					
租賃土地及土地使用權	Leasehold land and land use rights	6	53,086	31,476	—	—
物業、機器及設備	Property, plant and equipment	7	547,028	345,907	—	—
無形資產	Intangible assets	8	52,324	150,296	—	—
於附屬公司之投資	Investments in subsidiaries	9	—	—	1,232,338	1,025,578
於聯營公司之投資	Investments in associates	10	25,184	21,589	—	—
於共同控制實體之投資	Investments in jointly controlled entities	11	—	14,395	—	—
遞延所得稅資產	Deferred income tax assets	20	13,717	3,058	—	—
其他應收帳款	Other receivables	14	28,599	17,596	—	—
			<b>719,938</b>	584,317	<b>1,232,338</b>	1,025,578
<b>流動資產</b>	<b>Current assets</b>					
存貨	Inventories	12	486,155	282,725	—	—
應收貿易帳款及票據	Trade and bills receivable	13	704,067	478,536	—	—
按金、預付款項及其他應收帳款	Deposits, prepayments and other receivables	14	125,980	36,160	582	714
現金及現金等價物	Cash and cash equivalents	15	580,280	567,387	253,925	400,364
			<b>1,896,482</b>	1,364,808	<b>254,507</b>	401,078
<b>流動負債</b>	<b>Current liabilities</b>					
應付貿易帳款及票據	Trade and bills payable	16	376,877	228,393	—	—
應計帳款及其他應付帳款	Accruals and other payables	17	174,097	96,522	1,120	1,996
即期所得稅負債	Current income tax liabilities		79,330	48,559	—	—
借貸	Borrowings	18	68,242	10,749	—	—
應付專營權費	Licence fees payable	19	4,036	58,748	—	—
應付附屬公司款項	Amounts due to subsidiaries	34	—	—	110,966	119,107
			<b>702,582</b>	442,971	<b>112,086</b>	121,103
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>1,193,900</b>	921,837	<b>142,421</b>	279,975
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>1,913,838</b>	1,506,154	<b>1,374,759</b>	1,305,553

附註屬財務報表一部分。

The accompanying notes are an integral part of these financial statements.

## 資產負債表 Balance Sheets

於二零零七年十二月三十一日 As at 31 December 2007

		附註 Note	綜合 Consolidated		本公司 Company	
			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>非流動負債</b>	<b>Non-current liabilities</b>					
借貸	Borrowings	18	11,509	—	—	—
應付專營權費	Licence fees payable	19	—	131,266	—	—
遞延所得稅負債	Deferred income tax liabilities	20	1,231	2,741	—	—
			<b>12,740</b>	134,007	<b>—</b>	<b>—</b>
<b>淨資產</b>	<b>Net assets</b>		<b>1,901,098</b>	1,372,147	<b>1,374,759</b>	1,305,553
<b>權益</b>	<b>Equity</b>					
本公司股權持有人 應佔資本及儲備	<b>Capital and reserves attributable to equity holders of the Company</b>					
股本	Share capital	21	126,840	124,500	126,840	124,500
儲備	Reserves	22	1,686,336	1,211,463	1,247,919	1,181,053
			<b>1,813,176</b>	1,335,963	<b>1,374,759</b>	1,305,553
少數股東權益	<b>Minority interest in equity</b>		<b>87,922</b>	36,184	<b>—</b>	<b>—</b>
<b>總權益</b>	<b>Total equity</b>		<b>1,901,098</b>	1,372,147	<b>1,374,759</b>	1,305,553

附註屬財務報表一部分。

The accompanying notes are an integral part of these financial statements.

董事  
李國棟

董事  
黎清平

**Li Kwok Tung, Roy**  
Director

**Lai Ching Ping**  
Director

## 綜合損益表 Consolidated Income Statement

截至二零零七年十二月三十一日止年度 For the year ended 31 December 2007

		附註 Note	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
收益	Revenue	5	3,322,400	2,487,519
銷售成本	Cost of sales	24	(2,248,231)	(1,624,022)
毛利	Gross profit		1,074,169	863,497
銷售及分銷成本	Selling and distribution costs	24	(374,538)	(280,038)
一般及行政開支	General and administrative expenses	24	(334,260)	(241,258)
其他收入及收益	Other income and gains	23	34,752	10,766
經營溢利	Operating profit		400,123	352,967
融資收入	Finance income	26	24,821	29,914
融資成本	Finance costs	26	(6,019)	(21,602)
融資收入 — 淨額	Finance income – net		18,802	8,312
應佔聯營公司溢利	Share of profit of associates	10	2,647	131
應佔共同控制實體虧損	Share of loss of jointly controlled entities	11	(11,353)	(605)
除所得稅前溢利	Profit before income tax		410,219	360,805
所得稅開支	Income tax expense	27	(75,525)	(77,385)
年度溢利	Profit for the year		334,694	283,420
應佔：	Attributable to:			
本公司股權持有人	Equity holders of the Company		290,259	260,600
少數股東權益	Minority interest		44,435	22,820
			334,694	283,420
本公司股權持有人應佔 年度溢利之每股盈利 (以每股港元計)	Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in HK\$ per share)			
— 基本	— basic	28	0.231	0.259
— 攤薄	— diluted	28	0.228	0.255
股息	Dividends	29	86,251	—

附註屬財務報表一部分。

The accompanying notes are an integral part of these financial statements.

## 綜合權益變動表 Consolidated Statement of Changes in Equity

截至二零零七年十二月三十一日止年度 For the year ended 31 December 2007

		母公司股權持有人應佔 Attributable to equity holders of the Company				總權益
		股本 Share capital (附註21) (Note 21) 千港元 HK\$'000	儲備 Reserves (附註22) (Note 22) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	少數股東權益 Minority interest 千港元 HK\$'000	Total equity 千港元 HK\$'000
於二零零七年一月一日的結餘	<b>Balance at 1 January 2007</b>	124,500	1,211,463	1,335,963	36,184	1,372,147
貨幣換算差額	Currency translation differences					
— 本集團	— Group	—	28,011	28,011	6,590	34,601
— 聯營公司	— Associates	—	948	948	—	948
— 共同控制實體	— Jointly controlled entity	—	86	86	—	86
出售附屬公司權益估計 應收代價變動產生 的收益(附註14)	Gain resulting from change in estimated consideration receivable from disposal of interest in a subsidiary (Note 14)	—	23,299	23,299	—	23,299
權益直接確認收入淨額	Net income recognised directly in equity	—	52,344	52,344	6,590	58,934
年度溢利	Profit for the year	—	290,259	290,259	44,435	334,694
二零零七年確認收入總額	<b>Total recognised income for 2007</b>	—	342,603	342,603	51,025	393,628
收購附屬公司 (附註9(b)及33)	Acquisition of subsidiaries (Notes 9(b) and 33)	—	—	—	11,866	11,866
增購附屬公司權益 (附註9(c)、(d)及(e))	Acquisition of additional interests in subsidiaries (Notes 9(c), (d) and (e))	—	137	137	(1,862)	(1,725)
出售附屬公司權益 (附註9(f))	Disposal of interest in a subsidiary (Note 9(f))	—	134,116	134,116	(6,877)	127,239
購股權計劃	Share option scheme					
— 服務價值(附註21)	— value of services (Note 21)	—	7,330	7,330	—	7,330
— 發行股份所得款項(附註21)	— proceeds from issue of shares (Note 21)	2,340	32,544	34,884	—	34,884
已付股息	Dividend paid	—	(41,857)	(41,857)	—	(41,857)
已付附屬公司 少數股東股息	Dividends paid to minority shareholders of subsidiaries	—	—	—	(2,414)	(2,414)
		2,340	132,270	134,610	713	135,323
於二零零七年十二月三十一日 的結餘	<b>Balance at 31 December 2007</b>	126,840	1,686,336	1,813,176	87,922	1,901,098

附註屬財務報表一部分。 The accompanying notes are an integral part of these financial statements.

# 綜合權益變動表 Consolidated Statement of Changes in Equity

截至二零零七年十二月三十一日止年度 For the year ended 31 December 2007

		母公司股權持有人應佔 Attributable to equity holders of the Company				總權益
		股本 Share capital (附註21) (Note 21) 千港元 HK\$'000	儲備 Reserves (附註22) (Note 22) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	少數股東權益 Minority interest 千港元 HK\$'000	總權益 Total equity 千港元 HK\$'000
於二零零六年一月一日的結餘	<b>Balance at 1 January 2006</b>	10,000	529,628	539,628	12,890	552,518
貨幣換算差額	Currency translation differences	—	7,236	7,236	1,660	8,896
出售附屬公司權益估計 應收代價變動產生的虧損 (附註14)	Loss resulting from change in estimated consideration receivable from disposal of interest in a subsidiary (Note 14)	—	(7,548)	(7,548)	—	(7,548)
權益直接確認(開支)/ 收入淨額	Net (expense)/ income recognised directly in equity	—	(312)	(312)	1,660	1,348
年度溢利	Profit for the year	—	260,600	260,600	22,820	283,420
二零零六年確認收入總額	<b>Total recognised income for 2006</b>	—	260,288	260,288	24,480	284,768
發行股份	Issue of shares	34,500	752,100	786,600	—	786,600
發行股份的直接成本	Direct costs attributable to issue of shares	—	(42,884)	(42,884)	—	(42,884)
股份溢價撥作資本	Capitalisation of share premium	80,000	(80,000)	—	—	—
增購附屬公司權益	Acquisition of additional interests in subsidiaries	—	15	15	(15)	—
出資	Capital contributions	—	21,458	21,458	—	21,458
注資	Capital injection	—	5	5	2	7
授出購股權的服務價值 (附註21)	Value of services in respect of share options granted (Note 21)	—	10,853	10,853	—	10,853
重組前已付股息(附註1)	Dividends paid prior to the Reorganisation (Note 1)	—	(240,000)	(240,000)	—	(240,000)
已付附屬公司少數股東股息	Dividend paid to minority shareholders of a subsidiary	—	—	—	(1,173)	(1,173)
		114,500	421,547	536,047	(1,186)	534,861
於二零零六年十二月三十一日 的結餘	<b>Balance at 31 December 2006</b>	124,500	1,211,463	1,335,963	36,184	1,372,147

附註屬財務報表一部分。 The accompanying notes are an integral part of these financial statements.

## 綜合現金流量表 Consolidated Cash Flow Statement

截至二零零七年十二月三十一日止年度 For the year ended 31 December 2007

	附註 Note	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>經營業務現金流量</b>			
<b>Cash flows from operating activities</b>			
經營所得現金	30(a)	157,916	55,765
已付利息		(2,549)	(22,174)
已付香港利得稅		(28,215)	(36,003)
已付中國大陸企業所得稅		(34,533)	(38,442)
已付海外所得稅		—	(16)
經營業務所得／(所耗)現金淨額		92,619	(40,870)
<b>投資活動現金流量</b>			
<b>Cash flows from investing activities</b>			
已收利息		22,908	25,685
購置租賃土地及 土地使用權		(22,198)	(3,482)
購置物業、機器 及設備		(254,570)	(190,134)
出售物業、機器及 設備所得款項	30(b)	2,106	1,623
增購附屬公司權益	30(c)	(1,725)	—
收購附屬公司／業務權益	33	(27,105)	—
出售附屬公司若干 權益所得款項減 直接成本	30(d)	127,239	—
出售附屬公司權益 所得款項		5,709	22,085
收購共同控制實體		—	(15,000)
應收關聯方款項減少		—	43,556
已抵押銀行存款減少		—	5,279
投資活動所耗現金淨額		(147,636)	(110,288)

附註屬財務報表一部分。

The accompanying notes are an integral part of these financial statements.



# 綜合現金流量表 Consolidated Cash Flow Statement

截至二零零七年十二月三十一日止年度 For the year ended 31 December 2007

	附註 Note	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>融資活動現金流量</b>			
<b>Cash flows from financing activities</b>			
借貸所得款項		74,251	213,904
償還借貸		(13,794)	(205,598)
重組前已付股息			
Dividends paid prior to the Reorganisation		—	(240,000)
已付股息		(44,271)	(1,173)
發行股份		34,884	786,600
發行股份的直接成本			
Direct costs attributable to issue of shares		—	(42,884)
注資		—	7
Capital injections		—	7
融資活動所得現金淨額		51,070	510,856
Net cash generated from financing activities		51,070	510,856
<b>現金及現金等價物(減少)/增加 淨額</b>		<b>(3,947)</b>	<b>359,698</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(3,947)</b>	<b>359,698</b>
年初現金及現金等價物		567,387	200,985
Cash and cash equivalents at beginning of the year		567,387	200,985
現金及現金等價物匯兌收益		16,840	6,704
Exchange gains on cash and cash equivalents		16,840	6,704
年終現金及現金等價物	15	580,280	567,387
Cash and cash equivalents at end of the year	15	580,280	567,387

附註屬財務報表一部分。

The accompanying notes are an integral part of these financial statements.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 1 架構及主要業務

永嘉集團控股有限公司(「本公司」)於二零零五年十二月十三日在開曼群島根據開曼群島法例第22章公司法(一九六一年第3條法例，合併及修訂本)註冊成立的受豁免有限公司。

於二零零六年八月十四日，根據重組，本公司透過股份交換收購永嘉運動服裝有限公司、Portico Group Limited、Corus Investments Limited及Frankton International Limited(合稱「營運集團」)的所有權益，代價為本公司向營運集團唯一股東李國棟先生及黎清平先生發行100,000,000股入帳列為繳足股款的股份。於二零零六年八月十四日完成上述股份交換後，本公司成為營運集團及其附屬公司的最終控股公司，而本公司由李國棟先生及黎清平先生控制。於二零零六年八月十四日，李國棟先生及黎清平先生向Quinta Asia Limited(於英屬處女群島註冊成立的有限公司，由李國棟先生及黎清平先生控制)轉讓各自所持本公司的權益。自該日起，Quinta Asia Limited成為本公司最終控股公司。該重組(「重組」)視為共同控制權合併。

本公司及其附屬公司(合稱「本集團」)的業務為生產和分銷成衣產品，包括運動服、活動及戶外服裝以及有關配飾。其生產基地主要位於中國大陸、約旦哈希姆王國(「約旦」)及越南社會主義共和國(「越南」)。銷售以原設備生產安排為主，外銷至美國、歐洲及中國大陸客戶，以及以批發及零售模式在中國大陸及香港出售。本集團主要附屬公司的詳情載於綜合財務報表附註9。

## 1 General information

Win Hanverky Holdings Limited (the "Company") was incorporated in the Cayman Islands on 13 December 2005, as an exempted company with limited liability under the Companies Law, Cap. 22, (Law 3 of 1961, as combined and revised) of the Cayman Islands.

On 14 August 2006, pursuant to a reorganisation, the Company acquired all of the equity interests in Win Hanverky Sportswear Company Limited, Portico Group Limited, Corus Investments Limited and Frankton International Limited (together the "Operating Group"), through share exchanges. In this connection, as consideration, the Company issued and credited as fully paid up 100,000,000 shares to Mr Li Kwok Tung, Roy and Mr Lai Ching Ping, who were the sole shareholders of the Operating Group. Upon completion of the above-mentioned share exchanges on 14 August 2006, the Company became the ultimate holding company of the Operating Group and its subsidiaries and the Company was controlled by Mr Li Kwok Tung, Roy and Mr Lai Ching Ping. On 14 August 2006, Mr Li Kwok Tung, Roy and Mr Lai Ching Ping transferred their respective equity interests in the Company to Quinta Asia Limited, a company incorporated in the British Virgin Islands with limited liability and controlled by Mr Li Kwok Tung, Roy and Mr Lai Ching Ping, and Quinta Asia Limited has become the ultimate holding company of the Company since that date. This reorganisation (the "Reorganisation") has been considered as a common control combination.

The Company and its subsidiaries (together, the "Group") are engaged in the manufacturing and selling of garment products, including sportswear, active and outer wear, and related accessories. Its production bases are primarily located in Mainland China, the Hashemite Kingdom of Jordan ("Jordan") and the Socialist Republic of Vietnam ("Vietnam"). Sales are primarily under OEM (Original Equipment Manufacturing) arrangements to customers in the United States of America, Europe and Mainland China, and under wholesale and retail modes in Mainland China and Hong Kong. Details of the principal subsidiaries of the Group are set out in Note 9 to these consolidated financial statements.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 1 架構及主要業務 (續)

本公司的註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司於香港聯合交易所有限公司作第一上市。

除另有指明外，綜合財務報表以港元呈列，已獲本公司董事會於二零零八年三月二十六日批准刊發。

## 2 重要會計政策概要

該等綜合財務報表包括於二零零七年十二月三十一日的綜合及本公司資產負債表、截至該日止年度綜合損益表、綜合權益變動表及綜合現金流量表，以及重要會計政策概要與附註。

以下為編製該等綜合財務報表時應用的主要會計政策。除另有指明外，該等政策與過往年度所呈列者一致。

## 1 General information (Continued)

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

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), unless otherwise stated, and were approved for issue by the Company's Board of Directors on 26 March 2008.

## 2 Summary of significant accounting policies

These consolidated financial statements comprise the consolidated and Company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory notes.

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.1 編製基準

該等綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製，並按照歷史成本常規法編製。

編製符合香港財務報告準則的財務報表須應用若干主要會計估計，亦須管理層在應用本集團會計政策過程中運用其判斷。財務報表涉及高度判斷或複雜性，或綜合財務報表中的重大假設及估計在附註4披露。

#### (a) 於二零零七年生效的準則、修訂及詮釋

香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號「財務報表之呈報－資本披露」之修訂補充引入與金融工具有關之新披露規定，此項準則對本集團金融工具之分類及估值並無任何影響。

香港(國際財務報告詮釋委員會)－詮釋第8號「香港財務報告準則第2號的範圍」規定，如涉及發行股本工具之交易所收取可識別代價低於已發行股本工具之公平值，須確定該等交易是否屬於香港財務報告準則第2號範圍以內。此項準則對本集團之財務報表並無任何影響。

香港(國際財務報告詮釋委員會)－詮釋第10號「中期財務報告及減值」，禁止中期期間就商譽、股本工具投資及按成本列賬之財務資產投資確認之減值虧損在其後之結算日撥回。此項準則對本集團之財務報表並無任何影響。

### 2 Summary of significant accounting policies

(Continued)

#### 2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention.

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

#### (a) Standards, amendment and interpretations effective in 2007

HKFRS 7, ‘Financial instruments: Disclosures’, and the complementary amendment to HKAS 1, ‘Presentation of financial statements – Capital disclosures’, introduce new disclosures relating to financial instruments and do not have any impact on the classification and valuation of the Group’s financial instruments.

HK(IFRIC) – Int 8, ‘Scope of HKFRS 2’, requires consideration of transactions involving the issuance of equity instruments, where the identifiable consideration received is less than the fair value of the equity instruments issued in order to establish whether or not they fall within the scope of HKFRS 2. This standard does not have any impact on the Group’s financial statements.

HK(IFRIC) – Int 10, ‘Interim financial reporting and impairment’, prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date. This standard does not have any impact on the Group’s financial statements.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.1 編製基準 (續)

#### (b) 於二零零七年生效但與本集團業務無關之準則、修訂及詮釋

下列準則及已頒佈準則之修訂及詮釋須於二零零七年一月一日或之後開始之會計期間強制採納，惟與本集團之業務無關：

- 香港(國際財務報告詮釋委員會)－詮釋第7號「應用香港會計準則第29號嚴重通脹經濟中的財務報告之重列法」；及
- 香港(國際財務報告詮釋委員會)－詮釋第9號「重新評估嵌入式衍生工具」。

#### (c) 本集團並無提前採納之尚未生效準則及現行準則之修訂及詮釋

下列已頒佈之準則及現行準則之修訂及詮釋須於二零零八年一月一日或之後開始之會計期間或較後期間強制採納，惟本集團尚未提前採納：

- 香港會計準則第1號(修訂本)「財務報表的呈報」(由二零零九年一月一日起生效)。香港會計準則第1號(修訂本)要求權益中一切擁有權變動於權益變動報表中呈列。一切詳盡收入會呈列於一份詳盡收入報表或兩份報表(一份獨立收入報表及一份詳盡收入報表)。此規定倘有回逆調整或重新分類調整時，於一系列完整的財務報表中呈列在最早可比較期間開始時的財務狀況報表。然而，其不會修改其他香港財務報告準則規定的特定交易確認、計量或披露，以及其他事件。本集團將會自二零零九年一月一日起應用香港會計準則第1號(修訂本)。

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

#### (b) Standards, amendments and interpretations effective in 2007 but not relevant to the Group's operations

The following standards, amendments and interpretations to published standards are mandatory for accounting periods beginning on or after 1 January 2007 but they are not relevant to the Group's operations:

- HK(IFRIC) — Int 7, 'Applying the restatement approach under HKAS 29, Financial reporting in hyper-inflationary economies'; and
- HK(IFRIC) — Int 9, 'Re-assessment of embedded derivatives'.

#### (c) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group

The following standards, amendments and interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2008 or later periods, but the Group has not early adopted them:

- HKAS 1 (Revised), 'Presentation of financial statements' (effective from 1 January 2009). HKAS 1 (Revised) requires all owner changes in equity to be presented in a statement of changes in equity. All comprehensive income is presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). It requires presenting a statement of financial position as at the beginning of the earliest comparative period in a complete set of financial statements when there are retrospective adjustments or reclassification adjustments. However, it does not change the recognition, measurement or disclosure of specific transactions and other events required by other HKFRSs. The Group will apply HKAS 1 (Revised) from 1 January 2009.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### (c) 本集團並無提前採納之尚未生效準則及現行準則之修訂及詮釋 (續)

- 香港會計準則第23號(經修訂)「借貸成本」,自二零零九年一月一日起生效。該修訂規定實體將收購、建造或生產合資格資產(需經一段長時間方能使用或出售之資產)直接應佔借貸成本撥充資本,作為該資產成本其中部分,並取消即時支銷該等借貸成本之選擇權。本集團將自二零零九年一月一日起應用香港會計準則第23號(經修訂),但由於本集團有關借貸成本之現行會計政策符合經修訂規定,因此該修訂對本集團之會計政策並無重大影響。
- 香港財務報告準則第8號「經營分部」,自二零零九年一月一日起生效。香港財務報告準則第8號取代香港會計準則第14號,使分部申報方式符合美國財務會計準則第131號「企業及相關資料之分部披露」之規定。新準則規定遵從「管理方法」,據此,分部資料按內部申報採用之相同基準呈列。本集團將自二零零九年一月一日起應用香港財務報告準則第8號。管理層仍在詳細評估其預期影響,惟可申報分部數目及分部申報之方式似乎將與向營運總決策人提供之內部申報所採用者貫徹一致。

### 2 Summary of significant accounting policies

(Continued)

#### 2.1 Basis of preparation (Continued)

##### (c) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (Continued)

- HKAS 23 (Revised), 'Borrowing costs' (effective from 1 January 2009). The amendment requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply HKAS 23 (Revised) from 1 January 2009. The amendment has no material impact on the Group's accounting policies as the Group's existing accounting policy on borrowing costs comply with the amended requirements.
- HKFRS 8, 'Operating segments' (effective from 1 January 2009). HKFRS 8 replaces HKAS 14 and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosures about segments of an enterprise and related information'. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 January 2009. The expected impact is still being assessed in detail by management, but it appears that the number of reportable segments, as well as the manner in which the segments are reported, may change in a manner that is consistent with the internal reporting provided to the chief operating decision-maker.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.1 編製基準 (續)

#### (c) 本集團並無提前採納之尚未生效準則及現行準則之修訂及詮釋 (續)

- 香港(國際財務報告詮釋委員會) – 詮釋第11號「香港財務報告準則第2號 – 集團及庫存股份交易」, 於二零零七年三月一日或其後開始之年度期間生效。香港(國際財務報告詮釋委員會) – 詮釋第11號提供指引, 說明涉及庫存股份或集團實體(例如母公司股份的購股權)之股份基礎交易是否應於母公司及集團公司之獨立賬目內以權益計算或以現金計算的股份基礎交易入賬。本集團將自二零零八年一月一日起應用香港(國際財務報告詮釋委員會) – 詮釋第11號, 惟預期對本集團之綜合財務報表並無任何重大影響。
- 香港(國際財務報告詮釋委員會) – 詮釋第13號「客戶忠誠計劃」, 自二零零八年七月一日起生效。香港(國際財務報告詮釋委員會) – 詮釋第13號闡明, 倘貨品或服務連同客戶忠誠獎賞(如積分或贈品)售出, 有關安排屬多元安排, 而應收客戶代價應按公平值於安排之交付項目間分配。本集團將自二零零九年一月一日起應用香港(國際財務報告詮釋委員會) – 詮釋第13號。管理層目前仍在評估採納此詮釋對之影響, 惟預期對綜合財務報表並無任何重大影響。

## 2 Summary of significant accounting policies

(Continued)

### 2.1 Basis of preparation (Continued)

#### (c) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (Continued)

- HK(IFRIC) – Int 11, 'HKFRS 2 – Group and treasury share transactions' (effective for annual periods beginning on or after 1 March 2007). HK(IFRIC) – Int 11 provides guidance on whether share-based transactions involving treasury shares or involving Group entities (for example, options over a parent's shares) should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and Group companies. The Group will apply HK(IFRIC) – Int 11 from 1 January 2008, but it is not expected to have any significant impact on the consolidated financial statements.
- HK(IFRIC) – Int 13, 'Customer loyalty programmes' (effective from 1 July 2008). HK(IFRIC) – Int 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. The Group will apply HK(IFRIC) – Int 13 from 1 January 2009. Management is now assessing the impact of adoption of this interpretation, but it is not expected to have any significant impact on the consolidated financial statements.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.1 編製基準 (續)

##### (d) 尚未生效及與本集團業務無關之現行準則之詮釋

下列已頒佈現行準則之詮釋須於二零零八年一月一日或之後開始之本集團會計期間或較後期間強制採納，惟與本集團業務並不相關：

- 香港(國際財務報告詮釋委員會) – 詮釋第12號「服務特許權安排」，自二零零八年一月一日起生效；及
- 香港(國際財務報告詮釋委員會) – 詮釋第14號「香港會計準則第19號 – 界定福利資產限額、最低資金規定及其相互關係」，自二零零八年一月一日起生效。

### 2 Summary of significant accounting policies

(Continued)

#### 2.1 Basis of preparation (Continued)

##### (d) Interpretations to existing standards which are not yet effective and not relevant for the Group's operations

The following interpretations to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2008 or later periods but are not relevant for the Group's operations:

- HK(IFRIC) – Int 12, 'Service concession arrangements' (effective from 1 January 2008); and
- HK(IFRIC) – Int 14, 'HKAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction' (effective from 1 January 2008).



# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.2 綜合帳目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日的財務報表。

#### (a) 附屬公司

附屬公司指本集團有權控制其財務及營運決策的一切公司(包括為特殊目的成立的公司)，所持股權通常佔其過半數投票權。於評估本集團是否控制另一公司時，會考慮現時可行使或可轉換的潛在投票權的存在及影響。

當附屬公司控制權轉移至本集團之日將其全面綜合入帳，並在終止控制權時停止綜合入帳。

本集團採用收購會計法處理收購附屬公司入帳事宜。收購成本按於交易當日所獲資產的公平值、已發行股本工具及已產生或承擔的負債並加上收購直接應佔的成本計算。在商業合併過程中所收購的可識別資產、所承擔的負債及或然負債均於收購當日按其公平值作初步計量，而毋須計及任何少數股東權益。收購成本超出本集團應佔所收購的可識別淨資產公平值的差額列作商譽。倘收購成本低於所收購附屬公司淨資產的公平值，則有關差額將直接在損益表內確認。

## 2 Summary of significant accounting policies

(Continued)

### 2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

#### (a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

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

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.2 綜合帳目 (續)

##### (a) 附屬公司 (續)

集團內公司間交易、交易的結餘及未變現盈利已對銷。除非交易顯示相關資產出現減值，否則未變現虧損亦會對銷。附屬公司之會計政策如有需要已作出改變，以確保與本集團所採納者一致。

於本公司的資產負債表中，對附屬公司投資按成本扣除減值虧損撥備列帳。附屬公司的業績乃按本公司已收及應收股息入帳。

##### (b) 少數股東權益交易

本集團少數股東權益交易列作本集團股本擁有人的交易。購買少數股東權益時，已付代價及所收購附屬公司淨資產帳面值的相關股份的差額自股權扣除。出售少數股東權益的收益或虧損亦計入股權。出售少數股東權益時，已收所得款項與少數股東權益相關股份的差額計入股權。

### 2 Summary of significant accounting policies

(Continued)

#### 2.2 Consolidation (Continued)

##### (a) Subsidiaries (Continued)

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

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

##### (b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with equity owners of the Group. For purchases from minority interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is deducted from equity. Gains or losses on disposals to minority interests are also recorded in equity. For disposals to minority interests, differences between any proceeds received and the relevant share of minority interests are also recorded in equity.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.2 綜合帳目 (續)

#### (c) 聯營公司

聯營公司指本集團對其有重大影響力但不擁有控制權的公司，所持股權通常擁有20%至50%投票權。對聯營公司投資採用權益會計法列帳，初步按成本確認。本集團對聯營公司投資包括收購時產生的商譽扣除任何累計減值虧損。

本集團應佔聯營公司收購後的溢利或虧損於損益表中確認，而應佔收購後的儲備變動則在儲備中確認。收購後的累計變動在投資的帳面值調整。當本集團應佔聯營公司虧損等於或大於所佔聯營公司的權益(包括任何其他無抵押之應收款項)時，本集團不再確認超額的虧損，除非本集團有責任或已經代聯營公司付款。

本集團與聯營公司之間交易而產生的未變現收益按本集團所佔聯營公司權益數額抵銷。除非該交易顯示所轉移資產出現減值，否則未變現虧損亦抵銷。聯營公司之會計政策如有需要已作出改變，以確保與本集團所採納者一致。

聯營公司的攤薄收益及虧損會於損益表確認。

## 2 Summary of significant accounting policies

(Continued)

### 2.2 Consolidation (Continued)

#### (c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investments in associates include goodwill (net of any accumulated impairment loss) identified on acquisition.

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

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in associates are recognised in the consolidated income statement.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.2 綜合帳目 (續)

#### (d) 共同控制實體

共同控制實體乃合營企業，本集團與其他各方經營一項由各方共同控制之經濟活動，而參與方概無任何一方可單獨控制該項經濟活動。對共同控制實體的投資以權益會計法處理，最初按成本入帳。本集團對共同控制實體的投資包括於收購時已識別之商譽(扣除任何累計減值虧損)。

本集團應佔收購後共同控制實體溢利或虧損於損益表內確認，而其應佔收購後儲備的變動則於儲備帳內確認。累計的收購後儲備變動會按投資帳面值作出調整。當本集團應佔共同控制實體虧損相當於或多於所佔該共同控制實體權益時(包括其他任何無抵押應收款項)時，本集團不會確認超額的虧損，除非有責任或已經代表共同控制實體付款。

本集團與其共同控制實體之間之交易產生之未變現收益，以本集團所佔該共同控制實體權益為限而抵銷。除非交易有證據證明所轉移資產出現減值，否則未變現虧損亦應抵銷。共同控制實體之會計政策如有需要已作出改變，以確保與本集團所採納者一致。

共同控制實體的攤薄收益及虧損於綜合損益表確認。

## 2 Summary of significant accounting policies (Continued)

### 2.2 Consolidation (Continued)

#### (d) Jointly controlled entities

Jointly controlled entities are entities where the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity. Investments in jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investments in jointly controlled entities include goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its jointly controlled entities' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a jointly controlled entity equals or exceeds its interest in the jointly controlled entity, including any unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

Unrealised gains on transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entity. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of jointly controlled entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in jointly controlled entities are recognised in the consolidated income statement.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.3 分部報告

業務分部指從事提供產品或服務之一組資產及經營業務，而該組資產及業務的風險及回報有別於其他業務分部。地區分部指在某一特定經濟環境下從事提供產品或服務，其產品或服務的風險和回報與在其他經濟環境經營的分部不同。

### 2.4 外幣換算

#### (a) 功能及呈報貨幣

本集團各公司的財務報表所包括的項目，乃按有關公司經營所在的主要經濟環境的貨幣（「功能貨幣」）計量。此等綜合財務報表以本公司的呈報貨幣港元呈列。

#### (b) 交易及結餘

外幣交易均按交易當日通行的匯率換算為功能貨幣。因上述交易結算以及按年終匯率換算以外幣計值的貨幣資產及負債而產生的匯兌盈虧，均於損益表確認。

#### (c) 集團公司

其功能貨幣與呈報貨幣不同的所有集團公司（該等公司的貨幣概無出現惡性通貨膨脹的經濟狀況）的業績及財務狀況，乃按以下方式換算為呈報貨幣：

- (i) 各資產負債表上的資產及負債乃按結算日的收市匯率換算；

## 2 Summary of significant accounting policies (Continued)

### 2.3 Segment reporting

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

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

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

#### (b) Transactions and balances

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

#### (c) Group companies

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

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.4 外幣換算 (續)

##### (c) 集團公司 (續)

- (ii) 各收益表上的收支乃按平均匯率換算 (除非該平均匯率並非交易日期匯率累計影響的合理估計, 在該情況下, 收支則會按交易日期的匯率換算); 及

- (iii) 所有最終匯兌差額確認為權益的獨立項目。

於綜合帳目時, 因換算於海外公司或業務的投資淨額、借貸及其他指定為對沖該等投資的貨幣工具而產生的匯兌差額計入股東權益。當出售部分或全部海外業務時, 記入權益的匯兌差額在收益表中確認為部分出售收益或虧損。

於收購海外公司所產生的商譽及公平值調整被視為海外公司的資產與負債, 並按收市匯率換算。

#### 2.5 物業、機器及設備

所有物業、機器及設備 (在建工程除外) 按歷史成本扣除累計折舊及累計減值虧損 (如有) 列帳。歷史成本包括收購該等項目直接產生的開支。

### 2 Summary of significant accounting policies

(Continued)

#### 2.4 Foreign currency translation (Continued)

##### (c) Group companies (Continued)

- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities or operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### 2.5 Property, plant and equipment

Property, plant and equipment other than construction in progress are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.5 物業、機器及設備 (續)

在建工程指建造工程仍未完成的樓宇及租賃物業裝修及待安裝的機器、裝置及設備，按成本列帳。成本包括建造開支及其他直接成本，並扣除任何減值虧損。完工時，已扣除累計減值虧損(如有)的在建工程成本轉撥至適合的物業、機器及設備分類。在建工程不計提折舊直至有關工程已完工並可供使用。

僅在有關項目的未來經濟收益將流向本集團，而該項目的成本又能可靠計量時，其後成本方計入資產面值或單獨確認為資產(倘適用)。所有其他維修及保養費用於產生財務期間在收益表支銷。

有無限可使用年期的永久業權土地毋須攤銷。其他物業、機器及設備的折舊按以下的估計可使用年期，以直線法將成本攤銷至其餘值。

— 樓宇	10至50年
— 租賃物業裝修	3至10年
— 廠房及機器	5至10年
— 傢俬及設備	3至10年
— 汽車	5年

於每個結算日均會覆核資產餘值及可使用年期，並在適當情況下作出調整。倘資產帳面值高於其估計可收回金額時，則立即將該資產的面值減至其可收回金額。

出售的盈虧乃根據所得款項與面值的差額比較釐定，並計入損益表。

## 2 Summary of significant accounting policies (Continued)

### 2.5 Property, plant and equipment (Continued)

Construction in progress represents buildings and leasehold improvements in which construction work has not been completed and plant, machinery and equipment pending installation. It is carried at cost which includes construction expenditures and other direct costs less any impairment losses. On completion, construction in progress is transferred to the appropriate categories of property, plant and equipment at cost less accumulated impairment losses, if any. No depreciation is provided for construction in progress until it is completed and available for use.

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. All other repairs and maintenance are expensed in the income statement during the financial period in which they are incurred.

Freehold land with unlimited useful life is not depreciated. Depreciation of other property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

— Buildings	10 to 50 years
— Leasehold improvements	3 to 10 years
— Plant and machinery	5 to 10 years
— Furniture and equipment	3 to 10 years
— Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in the income statement.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.6 租賃土地及土地使用權

租賃土地及土地使用權的預付款項入帳列為經營租賃，以直線法在租期內於損益表支銷，或若有減值，減值則在損益表內支銷。

### 2.7 無形資產

#### (a) 專營權

專營權以歷史成本減累計攤銷及累計減值虧損(如有)入帳。專營權收購以收購當時所付代價的公平值首次入帳。所付代價包括根據專營業務未來收益的預設條件而釐定且於收購當時能可靠計量的預計可變付款。

專營權以可反映本集團未來因專營權所產生的預計經濟收益的模式，在專營權有效期內攤銷。

#### (b) 商譽

商譽即收購成本高於本集團於收購日期佔所收購附屬公司／聯營公司／共同控制實體可識別資產公平淨值的數額。收購附屬公司所產生的商譽計入無形資產，而收購聯營公司及共同控制實體所產生的商譽則分別計入於聯營公司之投資及於共同控制實體之投資。商譽須每年進行減值測試，並以成本值減累計減值虧損(如有)列帳。商譽的減值虧損不得撥回。已出售公司的商譽面值計入該次出售的盈虧。

## 2 Summary of significant accounting policies

(Continued)

### 2.6 Leasehold land and land use rights

The up-front prepayments made for leasehold land and land use rights are accounted for as operating leases. They are expensed in the income statement on a straight-line basis over the periods of the lease, or when there is impairment, the impairment is expensed in the income statement.

### 2.7 Intangible assets

#### (a) Licence rights

Licence rights are stated at historical cost less accumulated amortisation and accumulated impairment losses, if any. They are initially measured as the fair value of the consideration given to acquire the licence at the time of the acquisition. The consideration given represents expected variable payments based on pre-determined criteria on future revenues from the licensed business that can be reliably estimated at the time of the acquisition.

Licence rights are amortised over the licence periods on a basis that reflects the pattern in which the licence's future economic benefits are expected to be consumed by the Group.

#### (b) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate/jointly controlled entity at the date of acquisition. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates and jointly controlled entities is included in investments in associates and investments in jointly controlled entities, respectively. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses, if any. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.



# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.7 無形資產 (續)

#### (b) 商譽

商譽會分配至現金產生單位以進行減值測試。商譽會分配至預期可自產生商譽之商業合併中受惠之現金產生單位或一組現金產生單位。

#### (c) 客戶關係

客戶關係即因業務合併導致的客戶基礎或與客戶的現有合約投標應佔的公平值。該款項於預計可使用年期五年內攤銷。

### 2.8 於附屬公司、聯營公司、共同控制實體之投資及非金融資產減值

擁有無限可使用年期的資產毋須攤銷，而須最少每年進行一次減值測試，並在出現顯示面值可能無法收回的事件或轉變時檢討有否減值。須折舊及攤銷的資產須在出現顯示面值可能無法收回的事件或轉變時檢討有否減值。在資產面值高於可收回數額時須將差額確認為減值虧損。可收回數額即資產公平值高於銷售成本及使用值的數額較高者。為評估減值，資產按獨立可識別現金流量的最低水平（現金產生單位）分類。商譽以外的資產若出現減值，則須於各報告日期評估會否撥回減值。

## 2 Summary of significant accounting policies

(Continued)

### 2.7 Intangible assets

#### (b) Goodwill

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

#### (c) Customer relationships

Customer relationships represent the fair value attributable to the customer base or existing contractual bids with customers taken over as a result of business combination. The amount is amortised over the estimated useful life of five years.

### 2.8 Impairment of investments in subsidiaries, associates, jointly controlled entities and non-financial assets

Assets that have an indefinite useful life are not subject to amortisation, are tested at least annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Assets other than goodwill that suffer an impairment are reviewed for possible reversal of the impairment at each reporting date.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.9 金融資產

本集團主要將金融資產分類為貸款及應收帳款。分類方式視乎購入投資目的而定。管理層在初步確認時釐定其金融資產的分類。

- 借貸及應收帳款

借貸及應收帳款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生財務資產。此等款項包括在流動資產內，但到期日由結算日起計超過12個月者，則分類為非流動資產。應收貸款及應收帳款在資產負債表中分類為應收應收貿易及其他應收帳款內。

買賣金融資產於交易日(本集團承諾購入或出售資產之日期)確認。對於並非按公平值透過損益記賬的所有金融資產，金融資產按公平值加交易成本確認。當從資產收取現金流量之權利屆滿或轉移及本集團大致轉移其擁有權之一切風險及回報時，投資即終止確認。應收貸款及應收帳款運用實際利息法按攤銷成本入帳。本集團會於各結算日評估是否存在客觀證據證明某項財務資產或某組財務資產出現減值。

### 2.10 存貨

存貨按成本或可變現淨值兩者中的較低者列帳。成本按加權平均法計算。製成品及在製品的成本包括原材料、直接人工、其他直接成本及相關生產開支(根據正常經營業務能力)，惟不包括貸款成本。可變現淨值乃按正常業務的估計售價，減去相關的不定額銷售開支計算。

## 2 Summary of significant accounting policies

(Continued)

### 2.9 Financial assets

The Group's financial assets are mainly loans and receivables. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- Loans and receivables

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

Purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are carried at amortised cost using the effective interest method. The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

### 2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.11 應收貿易帳款及其他應收帳款

應收貿易帳款及其他應收帳款最初按公平值入帳，其後運用實際利息法按攤銷成本並扣除減值撥備入帳。倘有客觀證據顯示本集團將無法根據應收帳款的原來條款，全數收回所有款項，則須計提應收貿易帳款及其他應收帳款的減值撥備。若債務人出現重大財務困難、債務人可能破產或須進行財務重組及欠付或拖欠付款，有關情況將視作應收貿易帳款減值的指標。撥備數額為資產面值與按實際利率折現計算估計未來現金流量現值之差額。資產帳面減值自撥備帳目扣除，而虧損數額則於損益表的一般及行政開支內確認。當一項應收貿易帳款為不可收取，則會扣減應收貿易帳款撥備。先前已扣減而其後收回之數額則計入損益表的一般及行政開支。

### 2.12 現金及現金等價物

現金及現金等價物包括手頭現金及銀行通知存款。

### 2.13 股本

普通股份列作股本。

發行新股或購股權的直接相關新增成本，在權益中以所得款項的扣除數額列帳。

### 2.14 應付貿易帳款

應付貿易帳款最初按公平值入帳，其後運用實際利息法按攤銷成本計量。

## 2 Summary of significant accounting policies

(Continued)

### 2.11 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered as indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within general and administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance for trade receivables. Subsequent recoveries of amounts previously written off are credited against general and administrative expenses in the income statement.

### 2.12 Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks.

### 2.13 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

### 2.14 Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.15 借貸

借貸首先以公平值扣除有關交易成本後入帳。借貸其後按攤銷成本列帳；所得款項(扣除交易成本)與贖回價值之間的差額在貸款期內以實際利息法計入損益表。

除非本集團有權無條件將債項結算期限延長至結算日後最少十二個月，否則貸款分類為流動負債。

#### 2.16 應付專營權費

收購專營權的應付專營權費最初按收購專營權當時所付收購代價的公平值確認入帳。有關數額包括定期付款及於收購當時能可靠估計的預計可變付款二者的現值。預計可變付款乃根據未來收益的預設條件，並參考與專營權有關的業務過往表現與按業內情況及趨勢而作出的財務預算及預測，經考慮不肯定因素與多個結果的可能性而作出。其後有關費用則按實際利息法以攤銷成本入帳。

應付專營權費的利息計入利息開支。預計現金流量的估計增減確認為損益表的其他收入及收益。經修訂預計現金流量以原來實際利率折現為負債面值。

### 2 Summary of significant accounting policies

(Continued)

#### 2.15 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

#### 2.16 Licence fees payable

Licence fees payable in respect of the acquisition of a licence right are initially recognised at fair value of the consideration given to acquire the licence at the time of the acquisition, which represent the present values of expected variable payments that can be reliably estimated at the time of the acquisition. Expected variable payments are based on pre-determined criteria on future revenues by reference to budgets and forecasts based on past performance of the business associated with the underlying licence and industry situation and trends, and after considering uncertainties and different chances of various outcomes. They are subsequently stated at amortised cost using the effective interest method.

Interest is accrued on licence fees payable and charged to interest expense. Changes in estimates of the expected cash flows are recognised as other income and gains in the income statement. The revised expected cash flows are discounted using the original effective interest rate to arrive at the carrying amount of the liability.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.17 即期及遞延所得稅

當期所得稅費用根據本公司、附屬公司及聯營公司及共同控制實體在資產負債表經營並獲得應稅所得所在之國家已經頒布或已經實質頒布的稅法計算。管理層定期評價適用稅法規定之情況下的納稅申報情況，並且基於應當支付稅務機關的金額提取適當撥備。

遞延所得稅以負債法，就資產及負債的稅基與其於綜合財務報表所載面值兩者的暫時差額全數撥備。然而，倘若遞延所得稅乃因初步確認源自交易（不包括業務合併）並於交易時不影響會計或應課稅溢利或虧損的資產或負債，則不會將有關稅項入帳。遞延所得稅以結算日已實施或大致實施的稅率及法例釐定，且該等稅率預期將於相關遞延所得稅資產變現或遞延所得稅負債清償時生效。

倘若可能有未來應課稅溢利可予以抵銷可動用暫時差額，則會確認遞延所得稅資產。

因投資附屬公司、聯營公司及共同控制實體而產生的暫時差額將會計提遞延所得稅撥備，但若暫時差額撥回時間可由本集團控制，以及暫時差額可能不會在可見將來撥回者則除外。

## 2 Summary of significant accounting policies

(Continued)

### 2.17 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries, associates and jointly controlled entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.18 僱員福利

#### (i) 退休金責任

集團公司設有多項界定退休福利計劃。該等計劃一般均透過向保險公司或信托管理基金付款營運，並會定期作出精算釐訂。本集團設有定額福利及定額貢獻計劃。界定供款計劃為本集團據此向一獨立實體作出供款之退休金計劃。倘該基金並無足夠資產支付所有僱員就於本期間及過往期間有關僱員服務所得之福利，本集團亦無進一步供款的法定或推定責任。

就界定供款而言，本集團按強制、合約或自願基準向公共或私人管理退休金計劃作出供款。一旦支付供款後，本集團並無進一步責任付款。供款到期時確認為僱員福利開支，且不會就該等僱員於供款全數歸屬前離開計劃所沒收的供款而作出扣減。預付供款在可取得退回現金或日後付款減少的情況下確認為資產。

#### (ii) 股份報酬

本集團實行兩項以股本結算的股份報酬計劃。授出購股權所相應獲得的僱員服務公平值確認為開支。於歸屬期列為開支的總額乃參考已授購股權的公平值釐定，不包括非市場歸屬條件影響(例如獲盈及銷售增長目標)。非市場歸屬條件包括在預期歸屬購股權數目的假設。於各結算日，本集團修訂預期歸屬購股權的估計。本集團會於損益表確認修訂原來估計(如有)的影響，並相應調整股本。

## 2 Summary of significant accounting policies

(Continued)

### 2.18 Employee benefits

#### (i) Pension obligations

Group companies operate various defined contribution retirement benefit schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. A defined contribution plan is a pension plan under which the Group pays contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (ii) Share-based compensation

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

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.18 僱員福利 (續)

#### (ii) 股份報酬 (續)

已收所得款項減任何直接交易成本後計入股本(面值)，當行使時計入股份溢價。

#### (iii) 紅利計劃

本集團確認花紅為負債及開支，在本公司因合約或過往慣例而產生推定責任時，則須確認撥備。

### 2.19 撥備

當本集團因過往事件須承擔現有法律或推定責任，而解除責任可能須消耗資源，且有關金額已可靠估算時，則會確認撥備。但不會就日後之經營虧損確認任何撥備。

倘出現多項類似責任，須整體考慮是否須消耗資源以解除責任。即使就同類責任中個別項目消耗資源之可能不大，仍會確認撥備。

撥備按採用稅前利率折現解除責任預期所需支出所得現值計算，該稅前利率反映市場現時貨幣時間值及責任特定風險的評估。因時間流逝而增加的撥備確認為利息開支。

## 2 Summary of significant accounting policies

(Continued)

### 2.18 Employee benefits (Continued)

#### (ii) Share-based compensation (Continued)

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

#### (iii) Bonus plans

The Group recognises a liability and an expense for bonuses. It recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### 2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.20 收益確認

收益包括本集團業務一般過程中銷售貨物及服務的已收或應收代價，已扣除增值稅、回扣及折扣並撇銷集團內銷售。

當能夠可靠地計量收益金額，而很可能日後有經濟利益將流入公司，並如下文所述本集團的各業務符合特定條件時，本集團確認收益。直至所有關於銷售的或然事件獲得解決方會視為能可靠計量收益金額。本集團根據過往業績，並考慮客戶種類、交易形式及各安排的特徵估計。

#### (a) 貨物銷售

當一集團公司已將產品送付客戶，而客戶已接收該等產品，並有合理保證可收回有關應收帳款時，則會確認貨物銷售。

#### (b) 分包收入

分包收入於提供分包服務時確認入帳。

#### (c) 利息收入

利息收入按時間比例以實際利息法確認入帳。

### 2.21 借貸成本

凡與興建某項資產期間之有關之借貸成本，均資本化為該資產之部分成本。其他借貸成本在損益表支銷。

## 2 Summary of significant accounting policies

(Continued)

### 2.20 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of value-added tax, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

#### (a) Sales of goods

Sales of goods are recognised when a Group entity has delivered products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

#### (b) Subcontracting income

Subcontracting income is recognised when subcontracting services are provided.

#### (c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

### 2.21 Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed.



# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 2 重要會計政策概要 (續)

### 2.22 租賃 (作為經營租約的承租人)

凡資產擁有權的絕大部分風險和回報由出租人保留的租賃，均列作經營租約。根據經營租約所付款項 (扣除出租人已收的任何獎勵) 在租期以直線法於損益表扣除。

### 2.23 或然負債

或然負債乃因過去事件而可能產生的責任。有關責任存在與否有待一項或多項本集團未能全面控制的不肯定未來事件有否發生方可確認。或然負債亦可為因過去事件而產生的現時責任，並基於毋須損耗經濟資產或責任的數額無法可靠計量而無予以確認。

或然負債毋須確認，但會在財務報表披露。倘需要耗損的可能性有所變化而可能須要耗損資源，則會確認為撥備。

### 2.24 財務擔保

財務擔保 (一種保險合約) 為一種合約，規定在債務工具屆滿時若指定債務人未能根據原來或經修訂條款付款的情況下，由發行人向持有人支付指定款項以賠償其損失。本集團於訂約時並無確認財務擔保負債，但會於各個報告日期進行負債充裕度測試，比較財務擔保的淨負債與因財務擔保而產生的現時法律或推定責任所需數額的差額。倘負債少於其現時法律或推定責任的數額，將即時在損益表確認全部差額。

## 2 Summary of significant accounting policies

(Continued)

### 2.22 Leases (as the lessee for operating leases)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

### 2.23 Contingent liabilities

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

A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

### 2.24 Financial guarantees

A financial guarantee (a type of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. The Group does not recognise liabilities for financial guarantees at inception, but performs a liability adequacy test at each reporting date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee were to result in a present legal or constructive obligation. If the liability is less than the amount of the present legal or constructive obligation, the entire difference is recognised in the income statement immediately.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 2 重要會計政策概要 (續)

#### 2.25 股息分派

向本公司股東作出的股息分派在股息獲本公司股東批准期間於本集團財務報表確認為負債。

### 3 金融風險管理

#### 3.1 金融風險因素

本集團業務涉及多項金融風險：外匯風險、信貸風險、流動資金風險及現金流量與公平值利率風險。本集團之風險管理集中於不能預計的金融市場及尋求盡量減少對本集團財務表現之潛在不利影響。本集團並無使用衍生金融工具對沖風險。

##### (a) 外匯風險

本集團涉及多種貨幣(主要為中國人民幣)的外匯風險。未來商業交易所產生的外匯風險確認為於海外業務淨投資的資產與負債。本集團現時並無對沖外匯風險。

截至二零零七年十二月三十一日，倘中國人民幣兌港元增強／轉弱7% (二零零六年：7%)，而全部其他可變因素保持不變，年內溢利及股權持有人權益將增加／減少約21,406,000港元 (二零零六年：12,070,000港元)，主要由於轉換以中國人民幣列值的現金及現金等價物、借貸、應收貿易及其他應收帳款以及應付貿易及其他應付帳款時的外匯得益／虧損。

### 2 Summary of significant accounting policies

(Continued)

#### 2.25 Dividend distributions

Dividend distributions to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

### 3 Financial risk management

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and cash flow and fair value interest rate risk. The Group's risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group has not used derivative financial instruments to hedge the risk exposures.

##### (a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Chinese Renminbi. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group currently does not hedge its foreign exchange exposure.

As at 31 December 2007, if Chinese Renminbi had strengthened/weakened by 7% (2006: 7%) against the Hong Kong Dollars with all other variables held constant, profit for the year and equity holders' equity would have been approximately HK\$21,406,000 (2006: HK\$12,070,000) higher/lower mainly as a result of foreign exchange gains/losses on translation of Chinese Renminbi-denominated cash and cash equivalents, borrowings, trade and other receivables, and trade and other payables.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 3 金融風險管理 (續)

### 3.1 金融風險因素 (續)

#### (b) 信貸風險

截至二零零七年十二月三十一日，本集團來自一名客戶(二零零六年：兩名客戶)的應收貿易帳款佔來自第三方人士的應收貿易帳款總額約43%(二零零六年：49%)(附註13)。本集團並無其他高度集中的信貸風險。

本集團已實施政策，確保銷售予擁有良好信貸歷史的客戶。本集團定期就其客戶進行信貸評估／審閱。

應收貿易帳款主要來自擁有良好信貸歷史的客戶，信貸期介乎7至90天。本集團的銷售大部分為現金帳戶交易，而小數客戶的銷售使用銀行發出的信用狀支付或銀行發出的付款文件清算。

本集團已實施政策，現金及現金等價物僅存放在主要金融機構，且不預期該等金融機構的不良表現會招致任何虧損。

#### (c) 流動資金風險

審慎之流動資金風險管理包括維持現金充裕以及取得足夠之已承諾信貸融資。

管理層根據預期現金流量監控本集團流動資金儲備的滾存預測，流動儲備由未提取借貸融資(附註18)及現金及現金等價物(附註15)。

## 3 Financial risk management (Continued)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk

As at 31 December 2007, the Group's trade receivables due from one customer (2006: two customers) represent approximately 43% (2006: 49%) of its total trade receivables from third parties as at 31 December 2007 (Note 13). The Group has no other significant concentrations of credit risk.

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. It performs periodic credit evaluations/reviews of its customers.

Majority of trade receivables are with customers having an appropriate credit history and at credit terms of 7 to 90 days. Most of the Group's sales are on open account, while sales made to a small number of customers are covered by letter of credit issued by banks or settled by documents against payment issued by banks.

The Group has policies to place its cash and cash equivalents only with major financial institutions and does not expect any losses from non-performance by these financial institutions.

#### (c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding from an adequate amount of committed credit facilities.

Management monitors rolling forecasts of the Group's liquidity reserve comprising undrawn borrowing facility (Note 18) and cash and cash equivalents (Note 15) on the basis of expected cash flow.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (c) 流動資金風險 (續)

本集團及本公司之金融負債主要於一年內到期。於一年內到期之公平值結餘相若於其賬面值，原因為折現的影響並不重要。本集團之若干長期銀行借貸(二零零六年：應付專營權費)結算如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within 1 year	526	58,748
一年至兩年	Between 1 and 2 years	526	46,580
兩年至五年	Between 2 and 5 years	10,983	84,686
		<b>12,035</b>	190,014
預計公平值(附註18及19)	Estimated fair value (Notes 18 and 19)	<b>12,340</b>	207,288

##### (d) 現金流量及公平值利率風險

除二零零七年十二月三十一日按介乎每年1.1%(二零零六年：每年1.8%)至每年4.3%(二零零六年：每年4.9%)的實際利率計息的銀行現金及短期銀行存款577,542,000港元(二零零六年：566,206,000港元)外，本集團並無其他重大計息資產。該等結餘主要為浮息。

除於二零零七年十二月三十一日借貸約79,751,000港元(二零零六年：10,749,000港元)外，本集團並無其他重大計息負債。

於各自之結算日，倘利率增加/減少2%，而全部其他可變因素保持不變，本集團淨利潤將於截至二零零六年及二零零七年十二月三十一日止年度分別將減少/增加約7,700,000港元及4,900,000港元。浮動主要由於銀行存款之利息及銀行借貸之利息開支。

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

Financial liabilities of the Group and of the Company are primarily due within one year. The fair values of balances due within one year approximate equal their carrying balances as the impact of discounting is not significant. The Group has certain long-term bank borrowings (2006: licence fees payable), which are to be settled as follows:

##### (d) Cash flow and fair value interest-rate risk

Except for the cash at bank and short-term bank deposits as at 31 December 2007 of HK\$577,542,000 (2006: HK\$566,206,000) held at effective interest rates ranging from 1.1% per annum (2006: 1.8% per annum) to 4.3% per annum (2006: 4.9% per annum), the Group has no other significant interest-bearing assets. Majority of these balances are at floating rates.

Except for the borrowings as at 31 December 2007 of HK\$79,751,000 (2006: HK\$10,749,000) at floating rate, the Group has no other significant interest bearing liabilities.

At the respective balance sheet dates, if interest rates had been increased/decreased by 2% and all other variables were held constant, the Group's net profit would decrease/increase by approximately HK\$7.7 million and HK\$4.9 million for the years ended 31 December 2006 and 2007, respectively. The fluctuation is solely attributable to interest income from bank deposits and interest expenses on bank borrowings.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 3 金融風險管理 (續)

### 3.2 資本風險管理

本集團的資金管理政策為保障本集團能繼續營運，以為股東提供回報，同時兼顧其他股權持有人之利益，並維持最佳之資本結構以減低資金成本。為了維持或調整資本結構，本集團可能會調整向股東支付之股息金額、向股東發還資金、發行新股或出售資產以減低債務。

與同行其他公司一致，本集團根據資本負債比率監察資本。該比率按借貸總額除以權益總額計算。

截至二零零七年十二月三十一日之資本負債比率如下：

借貸總額(附註18)	Total borrowings (Note 18)
權益總額	Total equity
資本負債比率	Gearing ratio

上述資產負債比率增加主要由於業務合併而承擔之借貸增加。

### 3.3 公平值估計

賬面值減應收貿易帳款及應付貿易帳款減值虧損為其公平值之合理約數。由於要作出披露，以現時本集團就同類金融負債可獲市場利率折現計算未來合約現金流量而估計金融負債的公平值。

## 3 Financial risk management (Continued)

### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for the Company's shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The gearing ratio as at 31 December 2007 was as follows:

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
79,751	10,749
1,901,098	1,372,147
4%	1%

The increase in the gearing ratio above resulted primarily from the increase of borrowings assumed from business combinations.

### 3.3 Fair value estimation

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 4 關鍵會計估計及判斷

本公司根據過往經驗及其他因素(包括在該等情況下相信為合理的未來事項預計)，對估計及判斷作持續評估。

本集團對未來作出估計及假設。由於屬於估計，所得會計估計甚少相等於有關的實際業績。有重大可能致使下個財務年度資產與負債面值出現重大調整的估計及假設如下：

#### (a) 物業、機器及設備的可使用年期及餘值

本集團管理層負責釐定物業、機器及設備的估計可使用年期、餘值及有關折舊開支。該等估計建基於具相同性質或功用的物業、機器及設備實際可使用年期的過往經驗。倘可使用年期較之前估計的為短，管理層將提高折舊開支，或將已報廢或出售的技術上過期或非策略資產撇銷或減值。

實際經濟年期可能有異於估計可使用年期，實際餘值亦可能有異於估計餘值。定期檢討可能使折舊年期及餘值以致未來期間的折舊開支有所分別。

#### (b) 物業、機器及設備、租賃土地及土地使用權及無形資產減值

倘出現顯示物業、機器及設備、租賃土地、土地使用權及無形資產(不包括商譽)面值可能無法收回的事件或環境變動，則須進行減值檢討，而商譽則根據附註2.8所述之會計政策每年進行減值測試。可收回數額乃根據使用價值計算或市場估值而釐定。該等計算須運用判斷及估計。

### 4 Critical accounting estimates and judgements

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

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

#### (a) Useful lives and residual values of property, plant and equipment

The Group's management determines the estimated useful lives and residual values and consequently 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. Management will increase the depreciation charge where useful lives are less than previously estimated lives, and it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

Actual economic lives may differ from estimated useful lives; and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in future periods.

#### (b) Impairment of property, plant and equipment, leasehold land and land use rights and intangible assets

Property, plant and equipment, leasehold land and land use rights, and intangible assets (other than goodwill) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, and goodwill is tested annually for impairment in accordance with accounting policy stated in Note 2.8. The recoverable amounts are determined based on value-in-use calculations or market valuations. These calculations require the use of judgements and estimates.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 4 關鍵會計估計及判斷 (續)

### (b) 物業、機器及設備、租賃土地及土地使用權及無形資產減值 (續)

釐定資產減值須運用管理層判斷，尤其為釐定：(i)是否已出現顯示有關資產值可能無法收回的事件；(ii)資產面值是否足以支持可收回數額（即公平值減出售成本或估計繼續在業務中使用資產所帶來的未來現金流量現值淨額二者較高者）；及(iii)現金流量預測所用的適當主要假設，包括該等現金流量是否以適當利率折現。管理層所挑選用作評估減值的假設（包括折現率或現金流量預測所用的增長率假設）若有所變化，可能會對減值測試用的現值淨額帶來重大影響，從而影響本集團財務狀況及經營業績。若預計表現及有關未來現金流量預測出現重大不利變動，則可能須在損益表支銷減值開支。

### (c) 存貨可變現淨值

存貨的可變現淨值為一般業務中的估計出售價並扣除估計完工成本及出售開支。該等估計乃根據現時市況及生產與出售相近性質產品的過往經驗而作出，並會因客戶口味及競爭對手面對市況變動所作行動不同而有重大差異。管理層於各結算日重新評估該等估計。

## 4 Critical accounting estimates and judgements

(Continued)

### (b) Impairment of property, plant and equipment, leasehold land and land use rights and intangible assets (Continued)

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the income statement.

### (c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 4 關鍵會計估計及判斷 (續)

### (d) 應收貿易帳款、票據及其他應收帳款

本集團按應收貿易帳款、票據及其他應收帳款可收回程度的評估就應收帳款計提的減值撥備。該等評估乃根據客戶及其他債務人的信貸紀錄及現時市況而作出，須要運用判斷及估計。管理層於各結算日重新評估撥備。

### (e) 所得稅

本集團須繳納若干司法權區的所得稅。釐訂所得稅撥備時需要作出重大判斷。在日常業務中有大量未能確定最終稅項的交易及計算。本集團按是否須繳納額外稅項而確認預計稅務審核事宜的負債。倘該等事宜的最終稅務結果有異於最初紀錄的數額，有關差額將會影響釐定有關數額期間的所得稅及遞延稅項撥備。

### (f) 業務合併

或然代價涉及所購入公司收購後的表現，若可能須支付或然代價，而於收購日期有關數額又能可靠計量時，則計入收購成本。或然代價由管理層經考慮本集團收購後預期產生的協同效應後，根據內部財務預算及所收購公司的預測而釐定。在作出該等預算及預測時，管理層會考慮不明朗因素以及實現機會有所分別的各種結果。在決定預算及預測所用主要假設時須運用判斷，若主要假設有所變化將使該等預算及預測以至收購代價出現重大差異。

## 4 Critical accounting estimates and judgements

(Continued)

### (d) Trade, bills and other receivables

The Group's management determines the provision for impairment of trade, bills and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and current market conditions, and requires the use of judgements and estimates. Management reassesses the provision at each balance sheet date.

### (e) Income taxes

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

### (f) Business combinations

Contingent consideration involving the post acquisition performance of the purchased entity is included in the cost of the acquisition if the contingent consideration is likely to become payable and can be measured reliably at the date of the acquisition. Contingent consideration is estimated by management based on internal financial budgets and projections of the acquired entity after considering synergies expected to arise after the Group's acquisition. In making such budgets and projections, management considers uncertainties and that various outcomes have different chances of being realised. Judgement is required in determining key assumptions adopted in the budgets and projections and changes to key assumptions can significantly affect these budgets and projections and therefore the estimated consideration for the acquisitions.



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 5 分部資料

## 5 Segmental information

## (a) 主要呈報方式 — 業務分部

於二零零七年十二月三十一日，本集團在全球主要有三個業務分部：

- (1) 運動服生產；
- (2) 運動服分銷及零售；及
- (3) 活動及戶外服裝。

下列為截至二零零七年十二月三十一日止年度分部業績：

## (a) Primary reporting format – business segments

At 31 December 2007, the Group is organised on a worldwide basis into three main business segments:

- (1) Sportswear manufacturing
- (2) Sportswear distribution and retail
- (3) Active and outer wear

The segment results for the year ended 31 December 2007 are as follows:

		運動服 分銷及零售 運動服生產 Sportswear manufacturing 千港元 HK\$'000	運動服 分銷及零售 Sportsweat distribution and retail 千港元 HK\$'000	活動及 戶外服裝 Active and outer wear 千港元 HK\$'000	未分類 Unallocated 千港元 HK\$'000	集團 Group 千港元 HK\$'000
分部總收益	Total segment revenue	2,148,032	669,850	542,513	—	3,360,395
分部間收益	Inter-segment revenue	(37,995)	—	—	—	(37,995)
<b>收益</b>	<b>Revenue</b>	<b>2,110,037</b>	<b>669,850</b>	<b>542,513</b>	<b>—</b>	<b>3,322,400</b>
經營溢利／分部業績	Operating profit/segment result	241,507	137,914	28,032	(7,330)	400,123
融資收入	Finance income					24,821
融資成本	Finance costs					(6,019)
應佔聯營公司溢利	Share of profit of associates	2,647				2,647
應佔共同控制實體 虧損	Share of loss of jointly controlled entities		(11,353)			(11,353)
除所得稅前溢利	<b>Profit before income tax</b>					410,219
所得稅開支	Income tax expense					(75,525)
<b>年度溢利</b>	<b>Profit for the year</b>					<b>334,694</b>

下列為計入綜合損益表的其他分部項目：

Other segment items included in the consolidated income statement are as follows:

租賃土地及土地 使用權攤銷	Amortisation of leasehold land and land use rights	(832)	—	—	—	(832)
物業、機器及 設備折舊	Depreciation of property, plant and equipment	(50,873)	(10,523)	(2,888)	—	(64,284)
無形資產攤銷	Amortisation of intangible assets	—	(11,473)	—	—	(11,473)
存貨減值	Impairment of inventories	(796)	(111)	—	—	(907)
存貨撥回減值	Reversal of inventory impairment	—	368	—	—	368
應收帳款減值	Impairment of receivables	(1,667)	(5,081)	—	—	(6,748)
應收帳款撥回減值	Reversal of receivable impairment	—	362	—	—	362

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 5 分部資料(續)

## (a) 主要呈報方式 — 業務分部(續)

下列為截至二零零六年十二月三十一日止年度分部業績：

		運動服 分銷及零售 運動服生產 Sportswear manufacturing 千港元 HK\$'000	活動及 戶外服裝 Active and outer wear 千港元 HK\$'000	未分類 Unallocated 千港元 HK\$'000	集團 Group 千港元 HK\$'000	
分部總收益	Total segment revenue	1,488,350	416,048	639,675	—	2,544,073
分部間收益	Inter-segment revenue	(56,554)	—	—	—	(56,554)
<b>收益</b>	<b>Revenue</b>	<b>1,431,796</b>	<b>416,048</b>	<b>639,675</b>	<b>—</b>	<b>2,487,519</b>
經營溢利/分部業績	Operating profit/segment result	151,376	111,791	100,653	(10,853)	352,967
融資收入	Finance income					29,914
融資成本	Finance costs					(21,602)
應佔聯營公司溢利	Share of profit of associates	131				131
應佔共同控制實體 虧損	Share of loss of jointly controlled entities		(605)			(605)
除所得稅前溢利	<b>Profit before income tax</b>					<b>360,805</b>
所得稅開支	Income tax expense					(77,385)
<b>年度溢利</b>	<b>Profit for the year</b>					<b>283,420</b>

下列為計入綜合損益表的其他分部項目：

租賃土地及土地 使用權攤銷	Amortisation of leasehold land and land use rights	(643)	—	—	—	(643)
物業、機器及 設備折舊	Depreciation of property, plant and equipment	(37,930)	(1,579)	(4,715)	—	(44,224)
無形資產攤銷	Amortisation of intangible assets	—	(30,298)	—	—	(30,298)
存貨減值	Impairment of inventories	(213)	(1,082)	—	—	(1,295)
應收帳款減值	Impairment of receivables	(44)	(156)	—	—	(200)
應收帳款撥回減值	Reversal of receivable impairment	—	2,433	—	—	2,433

## 5 Segment information (Continued)

 (a) Primary reporting format – business segments  
(Continued)

The segment results for the year ended 31 December 2006 are as follows:

		Sportswear distribution and retail 千港元 HK\$'000	Active and outer wear 千港元 HK\$'000	Unallocated 千港元 HK\$'000	Group 千港元 HK\$'000	
Total segment revenue		1,488,350	416,048	639,675	—	2,544,073
Inter-segment revenue		(56,554)	—	—	—	(56,554)
<b>Revenue</b>		<b>1,431,796</b>	<b>416,048</b>	<b>639,675</b>	<b>—</b>	<b>2,487,519</b>
Operating profit/segment result		151,376	111,791	100,653	(10,853)	352,967
Finance income						29,914
Finance costs						(21,602)
Share of profit of associates		131				131
Share of loss of jointly controlled entities			(605)			(605)
<b>Profit before income tax</b>						<b>360,805</b>
Income tax expense						(77,385)
<b>Profit for the year</b>						<b>283,420</b>

Other segment items included in the consolidated income statement are as follows:

Amortisation of leasehold land and land use rights		(643)	—	—	—	(643)
Depreciation of property, plant and equipment		(37,930)	(1,579)	(4,715)	—	(44,224)
Amortisation of intangible assets		—	(30,298)	—	—	(30,298)
Impairment of inventories		(213)	(1,082)	—	—	(1,295)
Impairment of receivables		(44)	(156)	—	—	(200)
Reversal of receivable impairment		—	2,433	—	—	2,433

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 5 分部資料 (續)

## (a) 主要呈報方式 — 業務分部 (續)

分部間交易乃按照集團旗下公司協定之條款進行。

分部資產主要包括租賃土地及土地使用權、物業、機器及設備、無形資產、對聯營公司及共同控制實體之投資、存貨、應收貿易帳款、票據及其他應收帳款以及現金及現金等價物。未分類資產主要包括持作公司用途之現金及現金等價物、可收回稅項及遞延所得稅資產。

分部負債主要包括經營負債。未分類負債主要包括遞延所得稅負債、流動所得稅負債及公司借貸。

資本開支包括租賃土地及土地使用權、物業、機器及設備以及無形資產的添置，而無形資產的添置包括透過業務合併的收購所產生的添置。

下列為截至二零零七年十二月三十一日止年度分部資產、負債及截至該年度的資本開支：

## 5 Segment information (Continued)

## (a) Primary reporting format – business segments (Continued)

Inter-segment transactions are conducted at terms mutually agreed among group companies.

Segment assets consist primarily of leasehold land and land use rights, property, plant and equipment, intangible assets, investments in associates, investments in jointly controlled entities, inventories, trade, bills and other receivables, and cash and cash equivalents. Unallocated assets mainly comprise cash and cash equivalents held for corporate uses, tax recoverable and deferred income tax assets.

Segment liabilities comprise mainly operating liabilities. Unallocated liabilities mainly comprise deferred income tax liabilities, current income tax liabilities and corporate borrowings.

Capital expenditure comprises additions to leasehold land and land use rights, property, plant and equipment and intangible assets, including additions resulting from acquisitions through business combinations.

The segment assets and liabilities at 31 December 2007 and capital expenditure for the year then ended are as follows:

		運動服 分銷及零售 運動服生產	Sportswear distribution	活動及 戶外服裝	未分類	集團
		Sportswear manufacturing	and retail	Active and outer wear	Unallocated	Group
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產	Assets	1,441,326	635,845	240,850	273,214	2,591,235
聯營公司	Associates	25,185	—	—	—	25,185
<b>總資產</b>	<b>Total assets</b>	<b>1,466,511</b>	<b>635,845</b>	<b>240,850</b>	<b>273,214</b>	<b>2,616,420</b>
負債	Total liabilities	365,139	225,979	43,643	80,561	715,322
資本開支	Capital expenditure	238,748	47,965	348	—	287,061

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 5 分部資料(續)

#### (a) 主要呈報方式 — 業務分部(續)

下列為截至二零零六年十二月三十一日止年度分部資產及負債以及截至該年度止資本開支：

		運動服 分銷及零售 運動服生產 Sportswear manufacturing	Sportswe ar distrib ution and retail	活動及 戶外服裝 Active and outer wear	未分類 Unallocated	集團 Group
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產	Assets	825,199	430,232	252,930	404,780	1,913,141
聯營公司	Associates	21,589	—	—	—	21,589
共同控制實體	Jointly controlled entities	—	14,395	—	—	14,395
<b>總資產</b>	<b>Total assets</b>	<b>846,788</b>	<b>444,627</b>	<b>252,930</b>	<b>404,780</b>	<b>1,949,125</b>
<b>負債</b>	<b>Total liabilities</b>	<b>228,811</b>	<b>249,389</b>	<b>47,478</b>	<b>51,300</b>	<b>576,978</b>
<b>資本開支</b>	<b>Capital expenditure</b>	<b>178,863</b>	<b>13,076</b>	<b>1,677</b>	<b>—</b>	<b>193,616</b>

#### (b) 次要呈報方式 — 地區分部

本集團主要在香港及中國大陸經營，銷售對象包括海外以至香港及中國大陸客戶。

### 5 Segment information (Continued)

#### (a) Primary reporting format – business segments (Continued)

The segment assets and liabilities at 31 December 2006 and capital expenditure for the year then ended are as follows:

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

The Group primarily operates in Hong Kong and Mainland China. Sales are made to overseas customers as well as customers in Hong Kong and Mainland China.

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
收益	<b>Revenue</b>		
歐洲	Europe	<b>1,361,338</b>	988,886
美國	United States of America	<b>521,952</b>	609,857
加拿大	Canada	<b>109,335</b>	107,181
香港	Hong Kong	<b>132,572</b>	98,162
中國大陸	Mainland China	<b>829,466</b>	475,895
其他亞洲國家	Other Asian countries	<b>230,075</b>	181,369
其他	Others	<b>137,662</b>	26,169
		<b>3,322,400</b>	2,487,519

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 5 分部資料 (續)

## (b) 次要呈報方式 — 地區分部 (續)

本集團按地區分部劃分的銷售額乃根據產品最終付運目的地釐定。

總資產	<b>Total assets</b>
香港	Hong Kong
中國大陸	Mainland China
其他亞洲國家	Other Asian countries

總資產根據資產所在地劃分。

## 5 Segment information (Continued)

## (b) Secondary reporting format – geographical segments (Continued)

The Group's revenue by geographical location is determined by the final destination of delivery of the products.

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>1,123,153</b>	1,080,188
<b>1,369,460</b>	749,989
<b>123,807</b>	118,948
<b>2,616,420</b>	1,949,125

Total assets are allocated based on where the assets are located.

資本開支	<b>Capital expenditure</b>
香港	Hong Kong
中國大陸	Mainland China
其他亞洲國家	Other Asian countries

資本開支根據資產所在地劃分。

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>18,582</b>	5,889
<b>258,759</b>	165,322
<b>9,720</b>	22,405
<b>287,061</b>	193,616

Capital expenditure is allocated based on where the assets are located.

分類收益分析	<b>Analysis of revenue by category</b>
銷售貨品	Sales of goods
提供分包服務	Provision of subcontracting services

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>3,313,616</b>	2,477,411
<b>8,784</b>	10,108
<b>3,322,400</b>	2,487,519

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 6 租賃土地及土地使用權－綜合

本集團所擁有的租賃土地及土地使用權權益即預付經營租賃款項及其帳面淨值分析如下：

## 6 Leasehold land and land use rights - Consolidated

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book amounts are analysed as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
在香港持有：	In Hong Kong held on:		
租賃介乎10至50年	Leases of between 10 to 50 years	13,992	14,341
在中國大陸持有：	In Mainland China held on:		
土地使用權介乎10至50年	Land use rights of between 10 to 50 years	39,094	17,135
		<b>53,086</b>	31,476
年初	Beginning of the year	31,476	28,637
匯兌差額	Exchange differences	244	—
添置	Additions	22,198	3,482
攤銷	Amortisation	(832)	(643)
年終	End of the year	<b>53,086</b>	31,476

預付經營租賃款項的攤銷已計入綜合損益表內的一般及行政開支。

Amortisation of prepaid operating lease payments has been included in general and administrative expenses in the consolidated income statement.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 7 物業、機器及設備 – 綜合

## 7 Property, plant and equipment - Consolidated

		永久業權 土地 Freehold land 千港元 HK\$'000	樓宇 Buildings 千港元 HK\$'000	租賃物業 裝修 Leasehold improvements 千港元 HK\$'000	廠房及機器 Plant and machinery 千港元 HK\$'000	傢俬及設備 Furniture and equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	在建工程 Construction in progress 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零六年一月一日	At 1 January 2006								
成本	Cost	2,700	46,286	52,545	136,571	36,312	11,605	14,429	300,448
累計折舊	Accumulated depreciation	—	(6,732)	(20,888)	(52,049)	(18,825)	(7,846)	—	(106,340)
帳面淨值	Net book amount	2,700	39,554	31,657	84,522	17,487	3,759	14,429	194,108
截至二零零六年 十二月三十一日止年度	Year ended 31 December 2006								
年初帳面淨值	Opening net book amount	2,700	39,554	31,657	84,522	17,487	3,759	14,429	194,108
匯兌差額	Exchange differences	—	203	1,689	3,309	700	255	650	6,806
添置	Additions	—	—	7,540	84,959	22,033	1,464	74,138	190,134
出售	Disposals	—	—	(133)	(696)	(88)	—	—	(917)
折舊	Depreciation	—	(1,123)	(11,402)	(22,425)	(8,101)	(1,173)	—	(44,224)
轉撥	Transfers	—	804	25,596	—	—	—	(26,400)	—
年終帳面淨值	Closing net book amount	2,700	39,438	54,947	149,669	32,031	4,305	62,817	345,907
於二零零六年十二月三十一日	As at 31 December 2006								
成本	Cost	2,700	47,389	87,854	223,723	58,634	13,428	62,817	496,545
累計折舊	Accumulated depreciation	—	(7,951)	(32,907)	(74,054)	(26,603)	(9,123)	—	(150,638)
帳面淨值	Net book amount	2,700	39,438	54,947	149,669	32,031	4,305	62,817	345,907
截至二零零七年十二月 三十一日止年度	Year ended 31 December 2007								
年初帳面淨值	Opening net book amount	2,700	39,438	54,947	149,669	32,031	4,305	62,817	345,907
匯兌差額	Exchange differences	—	146	2,798	2,873	1,096	226	1,271	8,410
收購附屬公司(附註33)	Acquisition of subsidiaries (Note 33)	—	—	82	—	4,230	250	—	4,562
添置	Additions	—	4,178	23,331	104,172	54,303	5,830	62,756	254,570
出售	Disposals	—	—	—	(1,074)	(707)	(356)	—	(2,137)
折舊	Depreciation	—	(1,567)	(16,544)	(27,762)	(16,811)	(1,600)	—	(64,284)
轉讓	Transfers	—	41,284	28,915	11,633	136	—	(81,968)	—
年終帳面淨值	Closing net book amount	2,700	83,479	93,529	239,511	74,278	8,655	44,876	547,028
於二零零七年十二月三十一日	As at 31 December 2007								
成本	Cost	2,700	93,106	143,653	341,867	117,379	14,690	44,876	758,271
累計折舊	Accumulated depreciation	—	(9,627)	(50,124)	(102,356)	(43,101)	(6,035)	—	(211,243)
帳面淨值	Net book amount	2,700	83,479	93,529	239,511	74,278	8,655	44,876	547,028

永久業權土地位於約旦。

Freehold land is located in Jordan.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 7 物業、機器及設備－綜合（續）

在綜合收益表確認的折舊開支分析如下：

### 7 Property, plant and equipment - Consolidated (Continued)

Depreciation expense recognised in the consolidated income statement is analysed as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銷售成本	Cost of sales	27,762	22,425
一般及行政開支	General and administrative expenses	36,522	21,799
		<b>64,284</b>	44,224



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 8 無形資產 – 綜合

## 8 Intangible assets – Consolidated

		專營權 Licence rights 千港元 HK\$'000	商譽 Goodwill 千港元 HK\$'000	客戶關係 Customer relationships 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零六年一月一日	<b>At 1 January 2006</b>				
成本	Cost	227,743	11,361	—	239,104
累計攤銷	Accumulated amortisation	(58,510)	—	—	(58,510)
帳面淨值	Net book amount	169,233	11,361	—	180,594
截至二零零六年 十二月三十一日止年度	<b>Year ended 31 December 2006</b>				
年初帳面淨值	Opening net book amount	169,233	11,361	—	180,594
攤銷	Amortisation	(30,298)	—	—	(30,298)
年終帳面淨值	Closing net book amount	138,935	11,361	—	150,296
於二零零六年十二月三十一日	<b>At 31 December 2006</b>				
成本	Cost	227,743	11,361	—	239,104
累計攤銷	Accumulated amortisation	(88,808)	—	—	(88,808)
帳面淨值	Net book amount	138,935	11,361	—	150,296
截至二零零七年 十二月三十一日止年度	<b>Year ended 31 December 2007</b>				
年初帳面淨值	Opening net book amount	138,935	11,361	—	150,296
匯兌差額	Exchange differences	348	1,609	122	2,079
收購附屬公司/ 業務(附註33)	Acquisition of subsidiaries/ businesses (Note 33)	3,726	36,003	2,005	41,734
取消確認專營權	Derecognition of licence rights	(130,312)	—	—	(130,312)
攤銷	Amortisation	(11,206)	—	(267)	(11,473)
年終帳面淨值	Closing net book amount	1,491	48,973	1,860	52,324
於二零零七年十二月三十一日	<b>At 31 December 2007</b>				
成本	Cost	3,806	48,973	2,127	54,906
累計攤銷	Accumulated amortisation	(2,315)	—	(267)	(2,582)
帳面淨值	Net book amount	1,491	48,973	1,860	52,324

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 8 無形資產 – 綜合 (續)

專營權於二零零七年一月一日已撥作資本，並須根據專營權協議一直計費至二零一零年的預期專營權費(包括定期付款及於收購當時能可靠計量的預計可變付款，有關款項乃根據Umbro產品未來收益的預設條件而釐定)。有關數額根據相等於本集團於收購日期的加權平均借貸年利率約6.6厘的折現率計算而確認入帳。

於二零零七年二月，本公司之附屬公司天運洋行訂立新協議，自二零零七年三月起至二零二零年十二月止擔任Umbro產品在中國大陸、香港、澳門及台灣之獨家分銷商。其後，有關上文所提及專利權之協議已予以終止。根據新分銷協議，本集團須向天運洋行有限公司之一名股東Umbro International Limited支付全部Umbro產品之專營權費，協定費用由銷售價6%至25%，惟無責任支付任何定期專營權費用。其後，上文所提及之專營權及應付相關專營權費用(附註19)已取消確認。應付相關專營權費用賬面值及專營權賬面值之差額33,526,000港元於綜合損益表內已確認為其他得益。

二零零七年十二月三十一日之專營權在二零零七年三月收購嘉運體育用品有限公司時產生(附註33)。該等權利即於二零零八年四月內預計應付專營權費用之資本化(附註19)。

#### 商譽減值測試：

商譽分配至根據地理位置及業務分部劃分的本集團現金產生單位。於二零零七年十二月三十一日，11,361,000港元(二零零六年：11,361,000港元)及37,612,000港元(二零零六年：零)的商譽乃分配至中國之運動服分銷業務及中國之運動服零售業務，預計運動服分銷及零售業務之現金產生單位已識別類別可受益於合併之協同效益。

### 8 Intangible assets – Consolidated (Continued)

Licence rights at 1 January 2007 represented capitalisation of the expected licence fees, including fixed periodic payments and expected variable payments based on pre-determined criteria on future revenues from Umbro branded products that can be reliably estimated at the time of the acquisition, payable through 2010. It was recognised based on a discount rate equal to the Group's weighted average borrowing rate of approximately 6.6% per annum at the date of the inception.

In February 2007, Team & Sports Limited, a subsidiary of the Company, entered into a new agreement to act as an exclusive distributor of the Umbro branded products in Mainland China, Hong Kong, Macau and Taiwan from March 2007 to December 2020. Consequently, the agreement for the aforementioned licence rights was terminated. Under the new distribution agreement, the Group is required to pay Umbro International Limited, a shareholder of Team & Sports Limited, royalty on all Umbro branded products sold at an agreed rate ranging from 6% to 25% based on the selling price, but is not obligated to any fixed periodic royalty payment. Consequently, the aforementioned licence rights and the related licence fees payable (Note 19) were derecognised. The excess of the carrying amount of the licence fees payable over the carrying value of the licence rights of HK\$33,526,000 was recognised as other gains in the consolidated income statement.

Licence rights at 31 December 2007 arose from the acquisition of Win Sports Limited in March 2007 (Note 33). These rights represented capitalisation of the expected licence fees payable through April 2008 (Note 19).

#### Impairment tests for goodwill:

Goodwill is allocated to the Group's cash-generating units identified according to geographical location and business segment. As at 31 December 2007, goodwill of HK\$11,361,000 (2006: HK\$11,361,000) and HK\$37,612,000 (2006: Nil) are allocated to the sportswear distribution business in Mainland China and sportswear retail business in Mainland China respectively, the identified groups of cash-generating units within the sportswear distribution and retail segment that are expected to benefit from the synergies of the combinations.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 8 無形資產 – 綜合 (續)

商譽減值測試：(續)

現金產生單位的可回收金額乃根據使用價值計算方法釐定。該等計算使用根據管理層就運動服分銷及運動服零售業務批准的三年期及四年期財務預算而計算的稅前現金流量預測。超出期間之現金流量以下文所呈列之估計增長率推算。增長率不超過現金產生單位所經營業務的長期平均增長率。

### 8 Intangible assets – Consolidated (Continued)

Impairment tests for goodwill: (Continued)

The recoverable amounts of the cash-generating units are determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a three-year period for the sportswear distribution and a four-year period business for the sportswear retail business. Cash flows beyond the period covered in approved budgets are extrapolated using the key assumptions stated below. The growth rates do not exceed the long-term average growth rates for the businesses in which the cash-generating units operate.

		二零零七年 2007		二零零六年 2006	
		運動服分銷 Sportswear distribution	運動服零售 Sportswear retail	運動服分銷 Sportswear distribution	運動服零售 Sportswear retail
預算毛利率	Budgeted gross margin	48%	43%	39%	—
用作推算超出預算期 現金流量之增長率	Growth rate used to extrapolate cashflows beyond the budget period	0%	0%	0%	—
稅前貼現率	Pre-tax discount rate	4.5%	7%	4.5%	—

於二零零七年十二月三十一日，並無商譽減值(二零零六年：零元)。

As at 31 December 2007, there was no impairment of the value of goodwill (2006: Nil).

### 9 對附屬公司的投資 – 本公司

### 9 Investments in subsidiaries – Company

		二零零七年 2007	二零零六年 2006
		千港元 HK\$'000	千港元 HK\$'000
投資非上市股份，按成本入帳	Investment in unlisted shares, at cost	538,331	538,331
應收附屬公司數額(附註(a))	Amounts due from subsidiaries (Note (a))	694,007	487,247
		<b>1,232,338</b>	1,025,578

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 9 對附屬公司的投資－本公司(續)

下列為於二零零七年十二月三十一日主要附屬公司：

### 9 Investments in subsidiaries – Company (Continued)

The following is a list of the principal subsidiaries at 31 December 2007:

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本 Particulars of issued paid up capital	所持股權 Interest held		主要業務及營運地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
Al-Aham Garment Manufacturing Company Limited	約旦，有限責任公司 Jordan, limited liability company	125,000約旦元 J\$125,000	100%	100%	生產成衣產品／約旦 Manufacturing of garment products/ Jordan
寶嘉亞洲有限公司 Bowker Asia Limited	英屬處女群島 (「處女群島」)， 有限責任公司 British Virgin Islands ("BVI"), limited liability company	100美元 US\$100	100%	100%	買賣成衣產品／香港 Trading of garment products/ Hong Kong
寶盛製衣廠(東莞) 有限公司 Bowker Faith Garment Factory Limited	香港，有限責任公司 Hong Kong, limited liability company	2,000,000港元 HK\$2,000,000	71%	70%	生產及買賣成衣產品／ 香港及中國大陸 Manufacturing and trading of garment products/Hong Kong and Mainland China
寶嘉製衣配料(東莞)有限公司 Bowker Garment Accessories (Dongguan) Company Limited	中國大陸，外商獨資 企業 Mainland China, wholly foreign owned enterprise	4,205,454元人民幣 RMB4,205,454	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
寶嘉製衣配料有限公司 Bowker Garment Accessories Company Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	投資控股及買賣 成衣產品／香港 Investment holding and trading of garment products/Hong Kong
寶嘉製衣廠(雲浮) 有限公司(附註(e)) Bowker Garment Factory (Yunfu) Company Limited (Note (e))	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	23,440,000元 人民幣 RMB23,440,000	85%	70%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 9 對附屬公司的投資—本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本 Particulars of issued paid up capital	所持股權 Interest held		主要業務及營運地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
寶嘉製衣廠有限公司 Bowker Garment Factory Company Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元每股面值 200,000港元非投票 遞延普通股份(附註(g)) HK\$10,000 ordinary HK\$200,000 non-voting deferred (Note (g))	100%	100%	買賣成衣產品／香港 Trading of garment products/Hong Kong
寶嘉亞太(惠陽)製衣有限公司 (附註(d)) Bowker Pacific (Huiyang) Garment Company Limited (Note (d))	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	12,000,000港元 HK\$12,000,000	100%	70%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
寶嘉印花廠 (河源)有限公司 Bowker Printing Factory (Heyuan) Company Limited	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	38,641,020元 人民幣 RMB38,641,020	100%	100%	生產印花及刺繡產品／ 中國大陸 Manufacturing of printing and embroidery products/ Mainland China
寶嘉創業製衣廠 (雲浮)有限公司 Bowker Venture Garment (Yunfu) Company Limited	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	83,225,271元 人民幣 RMB83,225,271	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
Bowker (Vietnam) Garment Factory Company Limited	越南社會主義共和國 ([「越南」])， 有限責任公司 The Socialist Republic of Vietnam ("Vietnam"), limited liability company	31,792,800,000元 越南盾 VDN 31,792,800,000	100%	100%	生產成衣產品／越南 Manufacturing of garment products/ Vietnam
寶嘉越南(控股) 有限公司 Bowker Vietnam Holding Limited	香港，有限責任公司 Hong Kong, limited liability company	1,000,000港元 HK\$1,000,000	100%	100%	投資控股及買賣成衣 產品／香港 Investment holding and trading of garment products/Hong Kong

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 9 對附屬公司的投資－本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本 Particulars of issued paid up capital	所持股權 Interest held		主要業務及營運地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
寶嘉耀華(惠州) 工業有限公司(附註(d)) Bowker Yao Wa (Huizhou) Industry Limited (Note (d))	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	16,320,000元 人民幣 RMB16,320,000	100%	70%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
寶嘉怡昇製衣廠 (河源)有限公司 Bowker Yee Sing Garment Factory (Heyuan) Company Limited	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	118,870,078元 人民幣 RMB118,870,078	71%	71%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
Corus Investments Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	#100%	#100%	物業持有／香港 Property holding/ Hong Kong
裕金有限公司 Gold Chase Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	買賣成衣產品／香港 Trading of garment products/Hong Kong
廣州市番禺領新製衣有限公司 Guangzhou Panyu Newpurls Garment Factory Limited	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	4,000,000港元 HK\$4,000,000	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/ Mainland China
廣洲富堡體育用品 有限公司(附註(b)) Guangzhou Win Sports Ltd. (Note (b))	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	20,000,000港元 HK\$20,000,000	75%	50%	買賣成衣產品／中國大陸 Trading of garment products/ Mainland China
寶盛(亞太)有限公司 Provel Limited	香港，有限責任公司 Hong Kong, limited liability company	1,000港元 每股面值 1,000,000港元 非投票遞延 普通股(附註(g)) HK\$1,000 ordinary HK\$1,000,000 non-voting deferred (Note (g))	100% —	100% —	買賣成衣產品／香港 Trading of garment products/ Hong Kong

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 9 對附屬公司的投資—本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本 Particulars of issued paid up capital	所持股權 Interest held		主要業務及營運地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
裕方(香港)有限公司 Rich Form (HK) Limited	香港, 有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	買賣成衣產品/香港 Trading of garment products/Hong Kong
雲浮市寶城製衣廠 有限公司 Sport City Garment Factory Company Limited	中國大陸, 外資合營企業 Mainland China, foreign equity joint venture	4,476,392元 人民幣 RMB4,476,392	72.7%	72.7%	生產成衣產品/中國大陸 Manufacturing of garment products/ Mainland China
運動站有限公司(附註(b)) Sport Corners Limited (Note (b))	香港, 有限責任公司 Hong Kong, limited liability company	500,000港元 HK\$500,000	75%	50%	零售運動服產品/香港 Retailing of sportswear products/Hong Kong
天運體育用品(深圳) 有限公司 Team & Sports (Shenzhen) Ltd.	中國大陸, 外商獨資企業 Mainland China, wholly foreign owned enterprise	750,889元人民幣 RMB750,889	60%	—	買賣成衣產品/台灣 Trading of garment products/Mainland
天運洋行有限公司(附註(f)) Team & Sports Limited (Note (f))	Hong Kong, limited liability company	900,000港元 HK\$900,000	60%	75%	Trading of garment products/Hong Kong
天茵有限公司(附註(f)) Tien Yan Limited (Note (f))	台灣, 有限責任公司 Taiwan, limited liability company	1,000,000元台幣 TWD1,000,000	60%	75%	買賣成衣產品/台灣 Trading of garment products/Taiwan
Win Hanverky (Far East) Limited	香港, 有限責任公司 Hong Kong, limited liability company	200,000港元 HK\$200,000	100%	100%	買賣成衣產品/香港 Trading of garment products/Hong Kong
永嘉集團(香港)有限公司 Win Hanverky Limited	香港, 有限責任公司 Hong Kong, limited liability company	10,000港元每股面值 1,000,000港元 非投票遞延 普通股(附註(g)) HK\$10,000 ordinary HK\$1,000,000 non-voting deferred (Note (g))	100% —	100% —	買賣成衣產品/香港 Trading of garment products/ Hong Kong

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 9 對附屬公司的投資—本公司 (續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本 Particulars of issued paid up capital	所持股權 Interest held		主要業務及營運地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
永嘉紡織有限公司 Win Hanverky Textile Limited	香港，有限責任公司 Hong Kong, limited liability company	2,000,000港元 HK\$2,000,000	100%	100%	生產及買賣布料／ 香港及中國大陸 Manufacturing and trading of fabrics/ Hong Kong and Mainland China
嘉運體育用品有限公司 (附註(b)) Win Sports Limited (Note(b))	香港，有限責任公司 Hong Kong, limited liability company	80,000,000港元 HK\$80,000,000	75%	50%	買賣成衣產品／香港 Trading of garment products/ Hong Kong
富堡體育用品貿易(上海) 有限公司 Win Sports Trading (Shanghai) Co., Ltd.	中國大陸， 外商獨資企業 Mainland China, wholly foreign owned enterprise	1,000,000港元 HK\$1,000,000	75%	—	買賣成衣產品／中國大陸 Trading of garment products/ Mainland China

# 該公司的股份由本公司直接持有；其他則由本公司間接持有。

# The shares of this company are held directly by the Company; others are held indirectly by the Company.

附註：

Notes:

(a) 應收附屬公司數額為本公司向相關附屬公司提供的股本融資，乃按本公司對附屬公司投資的會計政策計量。

(a) Amounts due from subsidiaries represent equity funding by the Company to the respective subsidiaries and are measured in accordance with the Company's accounting policy for investments in subsidiaries.

(b) 於二零零七年三月，本集團以現金代價45,000,000港元收購嘉運體育用品有限公司(前為共同控制實體)額外25%股權。其後，本集團於嘉運體育用品有限公司及其全資附屬公司的股權(即運動站有限公司及廣州富堡體育用品有限公司)由50%增加至75%，上述公司成為本集團75%附屬公司。

(b) In March 2007, the Group acquired an additional 25% equity interest in Win Sports Limited, previously a jointly controlled entity, for a cash consideration of HK\$45,000,000. Thereafter, the Group's equity interest in Win Sports Limited and its wholly owned subsidiaries, namely Sport Corners Limited and Guangzhou Win Sports Ltd., was increased from 50% to 75% and they have become 75% owned subsidiaries.

(c) 於二零零七年三月，本集團以現金代價225,000港元收購永佳(亞太)有限公司額外45%股權。其後，本集團於永佳(亞太)有限公司的股權由54.9%增加至99.9%。

(c) In March 2007, the Group acquired an additional 45% equity interest in Win Gear (Asia Pacific) Company Limited, for a cash consideration of HK\$225,000. Consequently, the Group's equity interest in Win Gear (Asia Pacific) Company Limited, was increased from 54.9% to 99.9%.



# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 9 對附屬公司的投資—本公司(續)

附註：(續)

- (d) 於二零零七年九月，本集團以現金代價1,000,000港元收購寶嘉亞太製衣有限公司額外30%股權。其後，本集團於寶嘉亞太製衣有限公司及其全資附屬公司(即寶嘉亞太(惠陽)製衣有限公司及寶嘉耀華工業有限公司)的股權由70%增加至100%。
- (e) 於二零零七年九月，本集團以現金代價500,000港元收購Bowker International Company Limited額外15%股權。其後，本集團於Bowker International Company Limited及其全資附屬公司(即寶嘉製衣廠(雲浮)有限公司)的股權由70%增加至85%。
- (f) 於二零零七年三月，本集團以現金代價128,571,000港元(相等於16,500,000美元)出售附屬公司天運洋行有限公司(「天運」)之15%股權予Umbro International Limited(T&S之另一股東)。其後，本集團於T&S及其附屬公司的股權由75%減至60%；而Umbro International Limited於T&S及其附屬公司之股權則由25%增加至40%。由於上述出售，Umbro International Limited已同意放棄其獲得若干保留盈利30,873,000港元的權利。所得款項超出15%少數股東權益的帳面值的差額減交易成本所得的金額為134,116,000港元計入股本。
- (g) 無投票權優先股份並非由本集團所擁有。該等股份並無投票權，除非有關公司的純利超出100,000,000,000港元，否則無權獲得股息，而且除非有關公司於清盤時向其普通股持有人已分派100,000,000,000港元，否則亦無權收取分派。

若干附屬公司由於並無正式英文名稱，由本集團管理層根據有關的中文名稱盡力翻譯成英文。

## 9 Investments in subsidiaries – Company (Continued)

Notes: (Continued)

- (d) In September 2007, the Group acquired an additional 30% equity interest in Bowker Pacific Garments Limited, for a cash consideration of HK\$1,000,000. Consequently, the Group's equity interest in Bowker Pacific Garments Limited and its wholly owned subsidiaries, namely Bowker Pacific (Huiyang) Garment Company Limited and Bowker Yao Wao (Huizhou) Garment Company Limited, was increased from 70% to 100%.
- (e) In September 2007, the Group acquired an additional 15% equity interest in Bowker International Company Limited, for a cash consideration of HK\$500,000. Consequently, the Group's equity interest in Bowker International Company Limited and its wholly owned subsidiary, namely Bowker Garment Factory (Yunfu) Company Limited, was increased from 70% to 85%.
- (f) In March 2007, the Group disposed 15% equity interest in Team & Sports Limited ("T&S"), a subsidiary, to Umbro International Limited, the other shareholder of T&S, for a cash consideration of HK\$128,571,000 (equivalent of US\$16,500,000). Consequently, the Group's equity interest in T&S and its subsidiaries has decreased from 75% to 60%; while Umbro International Limited's equity interest in T&S and its subsidiaries was increased from 25% to 40%. In connection with the disposal, Umbro International Limited has agreed to surrender its entitlement to certain retained earnings amounting to HK\$30,873,000. The excess of the proceeds over the carrying value of the 15% minority interest less transaction costs amounting to HK\$134,116,000, which has been credited to equity.
- (g) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends unless the net profit of the relevant company exceeds HK\$100,000,000,000 and are not entitled to any distributions upon winding up unless a sum of HK\$100,000,000,000 has been distributed by the relevant company to the holders of its ordinary shares.

The English names of certain subsidiaries represent the best effort by the management of the Group to translate their Chinese names as they do not have official English names.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 10 於聯營公司之投資 — 綜合

## 10 Investments in associates – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
年初	Beginning of the year	21,589	—
收購	Acquisition	—	21,458
分佔儲備	Share of reserves	948	—
分佔溢利	Share of profit	2,647	131
年終	End of the year	25,184	21,589

本集團的聯營公司皆無上市，本集團應佔聯營公司權益詳情如下：

The particulars of the Group's associates, all of which are unlisted, and the Group's share of interests in the associates was as follows:

名稱 Name	註冊成立地點 及法團類別 Place of incorporation and type of legal entity	已發行繳足 股本詳情 Particulars of issued paid up capital	所持權益 Interest held		主要業務及營業地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
Fu Jin Bowker Company Limited	處女群島，有限公司 BVI, limited liability company	2,900,000美元 US\$2,900,000	30%	30%	採購布料／台灣 Sourcing of fabrics/ Taiwan
富順投資有限公 Fu Hsun Investment Company Limited	處女群島，有限公司 BVI, limited liability company	6,800,000美元 US\$6,800,000	30%	30%	投資控股及布料印染 及供應／台灣 Investment holding and fabrics dyeing and supply/Taiwan
富順寶嘉染整興業 (河源)有限公司 Fu Hsun Bowker Dyeing Factory (Heyuan) Company Limited	中國大陸， 外商全資企業 Mainland China, wholly foreign owned enterprise	54,889,000元 人民幣 RMB54,889,000	30%	30%	布料印染及供應／ 中國大陸 Fabrics dyeing and supply/Mainland China

本集團應佔資產、負債、收益及業績如下：

The Group's share of the assets, liabilities, revenue and results was as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
資產	Assets	36,913	34,888
負債	Liabilities	11,729	13,299
收益	Revenue	78,486	17,386
年度溢利	Profit for the year	2,647	131

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 11 於共同控制實體之投資 — 綜合

## 11 Investments in jointly controlled entities – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
年初	Beginning of the year	14,395	—
收購	Acquisitions	—	15,000
分佔儲備	Share of reserves	86	—
分佔虧損	Share of loss	(11,353)	(605)
成為附屬公司(附註9(b)及33)	Became subsidiaries (Notes 9(b) and 33)	(3,128)	—
年終	End of the year	—	14,395
代表—	Representing —		
分佔資產淨值	Share of net assets	—	10,084
商譽	Goodwill	—	4,311
		—	14,395

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 11 於共同控制實體之投資 — 綜合 (續)

本集團的共同控制實體皆無上市，該等共同控制實體詳情如下：

### 11 Investments in jointly controlled entities – Consolidated (Continued)

Details of the Group's jointly controlled entities, all of which are unlisted, were as follows:

名稱 Name	註冊成立地點 及法團類別 Place of incorporation and type of legal entity	已發行繳足 股本詳情 Particulars of issued paid up capital	所持權益 Interest held		主要業務及營業地點 Principal activities and place of operations
			二零零七年 2007	二零零六年 2006	
Gadlee International Inc. (附註)	加拿大，有限公司 Canada, limited	100元加幣 普通投票股份	50%	50%	活動及戶外服裝 銷售代理／加拿大
Gadlee International Inc. (Note)	liability company	C\$100 ordinary voting shares 100元加幣優先 非投票股份 C\$100 preferred non-voting shares	—	—	Sales agent of active and outer wear/Canada
廣州富堡體育用品 有限公司 (附註9(b))	中國大陸， 外資獨資企業	8,500,000元 人民幣	—	50%	買賣體育用品產品／ 中國大陸
Guangzhou Win Sports Limited (廣州富堡體育 用品有限公司) (Note 9(b))	Mainland China, wholly foreign owned enterprise	RMB8,500,000			Trading of garment products/Hong Kong
運動站有限公司 (附註9(b))	香港，有限公司 Hong Kong, limited liability company	500,000港元 HK\$500,000	—	50%	零售運動服 產品／香港
Sport Corners Limited (Note 9(b))					Retailing of sportswear products/Hong Kong
嘉運體育用品 有限公司 (附註9(b))	香港，有限公司 Hong Kong, limited liability company	30,000,000港元 HK\$30,000,000	—	50%	買賣成衣 產品／香港
Win Sports Limited (Note 9(b))					Trading of garment products/Hong Kong

附註：本集團持有普通投票股份的50%權益，而並無持有與普通投票權同樣具有分享權的優先非投票股份。實際上，本集團持有 Gadlee International Inc. 溢利及資產淨值 25% 實際權益。

Note: The Group holds a 50% interest in the ordinary voting shares and none of the preferred non-voting shares, which carry similar equity participation rights of the ordinary voting shares, in Gadlee International Inc. Effectively, the Group is entitled to 25% interest in the profit and net assets of Gadlee International Inc.

# 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 11 於共同控制實體之投資 — 綜合 (續)

本集團應佔收資產、負債、收益、業績及承擔如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
資產	Assets	—	59,953
負債	Liabilities	—	49,869
收益	Revenue	21,420	49,620
年度虧損	Loss for the year	(11,353)	(605)
承擔	Commitments	—	117

於截至二零零七年十二月三十一日止年度，本集團並無確認其應佔 Gadlee International Inc.溢利8,000港元(二零零六年：虧損168,000港元)，未確認累計虧損為742,000港元(二零零六年：750,000港元)。

The Group's share of the assets, liabilities, revenue, results and commitments were as follows:

The Group has not recognised its share of profit amounting to HK\$8,000 for Gadlee International Inc. during the year ended 31 December 2007 (2006: loss of HK\$168,000), The accumulated losses not recognised was HK\$742,000 (2006: HK\$750,000).

## 12 存貨—綜合

## 12 Inventories – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
原材料	Raw materials	188,398	105,903
在建工程	Work in progress	79,210	53,079
製成品	Finished goods	218,547	123,743
		<b>486,155</b>	<b>282,725</b>

存貨成本約2,236,486,000港元(二零零六年：1,592,429,000港元)確認為開支，並已計入銷售成本。

存貨減值為907,000港元(二零零六年：1,295,000港元)，已計入綜合損益表的銷售成本。

本集團撥回前存貨減值368,000港元(二零零六年：零)，因該等存貨的售價高於其原來成本減減值。該撥回金額計入損益表的銷售成本。

The costs of inventories recognised as expense and included in cost of sales amounted to approximately HK\$2,236,486,000 (2006: HK\$1,592,429,000).

Write-downs of inventories amounted to HK\$907,000 (2006: HK\$1,295,000), which have been included in cost of sales in the consolidated income statement.

The Group reversed HK\$368,000 (2006: Nil) of a previous inventory write-down as these inventories were sold at prices higher than their original costs less write-down. The amount reversed has been included in cost of sales in the income statement.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 13 應收貿易帳款及票據—綜合

### 13 Trade and bills receivable – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
應收貿易帳款	Trade receivables		
— 來自第三方	— from third parties	<b>687,422</b>	468,905
— 來自有關連人士 (附註34(d))	— from related parties (Note 34(d))	<b>8,556</b>	12,201
應收票據	Bills receivable	<b>23,776</b>	7,327
		<b>719,754</b>	488,433
減：應收貿易帳款減值撥備	Less: provision for impairment of trade receivables	<b>(15,687)</b>	(9,897)
		<b>704,067</b>	478,536

應收貿易帳款及票據帳面值與彼等的公平值相若。

於二零零七年十二月三十一日，一名(二零零六年：兩名)客戶的個別未清繳款項超出來自第三方人士的本集團應收貿易帳款總額10%，而合計的結餘則佔來自第三方人士的本集團應收貿易帳款總額約43%(二零零六年：49%)。除此等客戶外，由於客戶數目眾多，故並無有關應收貿易帳款及票據的集中信貸風險。

The carrying amounts of trade and bills receivable approximate their fair values.

As at 31 December 2007, there was one (2006: two) customer with individual outstanding balance exceeded 10% of the Group's total trade receivables from third parties, and the aggregated balances accounted for approximately 43% (2006: 49%) of the Group's total trade receivables from third parties. Other than this customer, there was no concentration of credit risk with respect to trade and bills receivable as there are a large number of customers.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 13 應收貿易帳款及票據—綜合(續)

應收貿易帳款主要來自擁有良好信貸紀錄的客戶，信貸期介乎7至90日。本集團的銷售大部份以記帳方式進行，而向少數客戶的銷售使用銀行發出的信用狀支付或由銀行發出的付款文件清算。應收貿易帳款的帳齡分析(自發票發出的日期起)如下：

0至30天	0 – 30 days
31至60天	31 – 60 days
61至90天	61 – 90 days
91至120天	91 – 120 days
121至180天	121 – 180 days
181至365天	181 – 365 days
超過365天	Over 365 days

應收貿易帳款逾期少於120天一般不視作減值。於二零零七年十二月三十一日，逾期超過120天但不視作減值之應收貿易帳款為14,936,000港元(二零零六年：16,809,000港元)，此與若干近期並無拖欠紀錄的獨立客戶有關。該等應收貿易帳款的逾期帳齡分析如下：

121至180天	121 – 180 days
181至365天	181 – 365 days
超過365天	Over 365 days

13 Trade and bills receivable – Consolidated  
(Continued)

Majority of trade receivables are with customers having an appropriate credit history and at credit terms of 7 to 90 days. Most of the Group's sales are on open account, while sales made to a small number of customers are covered by letter of credit issued by banks or settled by documents against payment issued by banks. The ageing analysis (from date of invoice) of trade receivables is as follows:

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
339,833	248,965
248,517	119,295
38,792	35,015
43,906	38,277
19,616	17,268
12,485	19,332
16,605	10,281
<b>719,754</b>	<b>488,433</b>

Trade receivables that are less than 120 days past due are generally not considered impaired. As at 31 December 2007, trade receivables of HK\$14,936,000 (2006: HK\$16,809,000) were more than 120 days past due but considered not to be impaired. These relate to a number of independent customers for whom there is no recent history of default. The past due ageing analysis of these trade receivables is as follows:

二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
7,073	6,397
7,202	10,286
661	126
<b>14,936</b>	<b>16,809</b>

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 13 應收貿易帳款及票據—綜合 (續)

於二零零七年十二月三十一日，已減值並悉數撥備之應收貿易帳款為15,687,000港元（二零零六年：9,897,000港元）。個別減值應收貿易帳款與若干客戶遭遇未能預期之經濟困難。該等應收帳款的逾期帳齡如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
0至30天	0 – 30 days	71	—
31至60天	31 – 60 days	58	—
61至90天	61 – 90 days	112	—
91至120天	91 – 120 days	276	1,437
121至180天	121 – 180 days	1,595	—
181至365天	181 – 365 days	5,243	1,670
超過365天	Over 365 days	8,332	6,790
		<b>15,687</b>	9,897

應收貿易帳款的減值撥備變動如下：

Movements on the provision for impairment of trade receivables are as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
年初	Beginning of the year	9,897	16,908
匯兌差額	Exchange differences	102	286
應收帳款減值撥備	Provision for receivable impairment	6,748	200
年內撇銷作呆帳的 應收帳款	Receivables written off during the year as uncollectible	(698)	(5,064)
撥回未用款項	Unused amounts reversed	(362)	(2,433)
年末	End of the year	<b>15,687</b>	9,897



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 13 應收貿易帳款及票據—綜合(續)

減值應收帳款撥備的增設及撥回已計入綜合損益表中「一般及行政開支」。計入撥備帳目之金額一般於再不預期可收回額外現金時撇銷。

本集團的應付貿易帳款及票據以下列貨幣計值：

港元	Hong Kong Dollars
中國人民幣	Chinese Renminbi
美元	United States Dollars
其他	Others

於報告日期最大之信貸風險為上述各級別應收帳款之公平值。本集團並無持有任何抵押品作擔保。

### 13 Trade and bills receivable – Consolidated (Continued)

The creation and release of provision for impaired receivables have been included in “general and administrative expenses” in the consolidated income statements. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The Group’s trade and bills receivable were denominated in the following currencies:

二零零七年	二零零六年
2007	2006
千港元	千港元
HK\$'000	HK\$'000
33,241	28,072
220,926	149,750
464,058	309,544
1,529	1,067
<b>719,754</b>	<b>488,433</b>

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 14 按金、預付款項及其他應收帳款 14 Deposits, prepayments and other receivables

		綜合 Consolidated		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
即期	<b>Current</b>				
可收回稅項	Tax recoverable	5,572	1,358	—	—
租金、水電費用 及其他按金	Rental, utility and other deposits	25,118	10,534	—	—
營運開支的 預付款項	Prepayments for operating expenses	10,726	4,638	—	—
存貨的預付款項	Prepayments for inventories	6,922	1,429	—	—
出售附屬公司 權益的應收帳款 (附註)	Receivables from disposal of interest in a subsidiary (Note)	18,234	9,734	—	—
可收回增值稅	Value-added tax recoverable	15,835	2,372	—	—
應收銷售代理款項	Amount due from a sales agent	32,370	—	—	—
其他應收帳款	Other receivables	11,203	6,095	582	714
		<b>125,980</b>	36,160	<b>582</b>	714
非即期	<b>Non-current</b>				
出售附屬公司 權益的應收帳款 (附註)	Receivables from disposal of interest in a subsidiary (Note)	28,599	17,596	—	—
		<b>154,579</b>	53,756	<b>582</b>	714

按金、預付款項及其他應收帳款面值與各自的公平值相若。於報告日最大之信貸風險為上述應收帳款的公平值。本集團並無持有任何抵押品。

The carrying amounts of deposits, prepayments and other receivables approximate their fair values. The maximum exposure to credit risk at the reporting date is the fair value of the above receivables. The Group does not hold any collateral.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 14 按金、預付款項及其他應收帳款 (續)

附註：

於二零零五年九月，本集團全資附屬公司 Team & Sports (BVI) Limited 以代價約 97,383,000 港元出售天運洋行有限公司 (「天運」) 25% 股權，應收帳款以分期付款方式支付，直至二零一零年。

於截至二零零七年十二月三十一日止年度，本集團重新評估天運洋行有限公司及其附屬公司的售後表現。未來收益估計於二零零八年至二零一零年期間增加，故最後估計應收代價將提升 23,299,000 港元。增額計入儲備。

於截至二零零六年十二月三十一日止年度，本集團重新評估天運洋行有限公司及其附屬公司的售後表現。未來收益估計於二零零七年至二零一零年期間減少，故最後估計應收代價將減少 7,548,000 港元。減額於儲備中扣除。

該等應收帳款分析如下：

## 14 Deposits, prepayments and other receivables (Continued)

Note:

In September 2005, Team & Sports (BVI) Limited, a wholly owned subsidiary of the Group, disposed of a 25% equity interest in Team & Sports Limited ("T&S") for a consideration of approximately HK\$97,383,000, receivable by instalments through 2010.

During the year ended 31 December 2007, the Group reassessed the post disposal performance of T&S and its subsidiaries. The estimated future revenues from 2008 to 2010 were increased and consequently the estimated consideration receivable was increased by HK\$23,299,000. The increase was credited to reserves.

During the year ended 31 December 2006, the Group reassessed the post disposal performance of T&S and its subsidiaries. The estimated future revenues from 2007 to 2010 were reduced and consequently the estimated consideration receivable was reduced by HK\$7,548,000. The reduction was charged against reserves.

An analysis of such receivables is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
應收帳款	Receivable		
— 一年內	— within one year	19,039	10,242
— 一年後但五年內	— after one year and not later than five years	33,976	21,523
		53,015	31,765
減：未賺取未來利息收入	Less: Unearned future interest income	(6,182)	(4,435)
應收帳款淨現值	Net present value of the receivable	46,833	27,330
包括 —	Analysed as —		
— 一年內應收帳款	Amount receivable within one year	18,234	9,734
— 一年後應收帳款	Amount receivable after one year	28,599	17,596
		46,833	27,330

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 15 現金及現金等價物

### 15 Cash and cash equivalents

		綜合 Consolidated		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行現金及手頭現金	Cash at bank and on hand	254,466	173,229	148	6,206
短期銀行存款	Short-term bank deposits	325,814	394,158	253,777	394,158
		<b>580,280</b>	567,387	<b>253,925</b>	400,364
最大信貸風險	Maximum exposure to credit risk	<b>577,542</b>	566,206	<b>253,925</b>	400,364

於二零零七年十二月三十一日，銀行現金及短期銀行存款實際年利率分別為1.1%（二零零六年：1.8%）及4.3%（二零零六年：4.9%）。短期銀行存款的存款期介乎14至61天。

As at 31 December 2007, the effective interest rates on cash at bank and short-term bank deposits were 1.1% per annum (2006: 1.8% per annum) and 4.3% per annum (2006: 4.9% per annum), respectively. The short-term bank deposits have maturities ranging from 14 to 61 days at inception.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 15 現金及現金等價物 (續)

現金及現金等價物以下列貨幣計值：

## 15 Cash and cash equivalents (Continued)

Cash and cash equivalents were denominated in the following currencies:

		綜合 Consolidated		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
港元	Hong Kong Dollars	54,685	131,390	29,852	119,659
中國人民幣	Chinese Renminbi	232,130	69,404	—	—
美元	United States Dollars	288,008	365,040	224,073	280,705
其他	Others	5,457	1,553	—	—
		<b>580,280</b>	567,387	<b>253,925</b>	400,364

本集團以中國人民幣計值的現金及現金等價物存放於中國大陸的銀行。換算該等中國人民幣存款為外幣以及將資金匯出中國大陸均受中國大陸政府所頒佈的外匯管制法律及規定所規管。

The Group's cash and cash equivalents denominated in Chinese Renminbi were deposited with banks in Mainland China. The conversion of these Chinese Renminbi denominated balances into foreign currencies and the remittance of funds out of Mainland China is subject to the rules and regulations of foreign exchange control promulgated by the Mainland China Government.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 16 應付貿易帳款及票據 — 綜合

### 16 Trade and bills payable – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
應付貿易帳款	Trade payables		
— 予第三方	— to third parties	342,112	206,079
— 予關聯方(附註34(d))	— to related parties (Note 34(d))	29,613	20,210
應付票據	Bills payable	5,152	2,104
		<b>376,877</b>	<b>228,393</b>

應付貿易帳款及票據的帳齡分析如下：

The ageing analysis of the trade and bills payable is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
0至30天	0 – 30 days	205,255	112,702
31至60天	31 – 60 days	101,575	76,613
61至90天	61 – 90 days	43,107	30,413
91至120天	91 – 120 days	17,502	4,585
121至365天	121 – 365 days	6,331	3,549
超過365天	Over 365 days	3,107	531
		<b>376,877</b>	<b>228,393</b>

本集團的應付貿易帳款及票據以下列貨幣計值：

The Group's trade and bills payable were denominated in the following currencies:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
港元	Hong Kong Dollars	123,166	70,930
中國人民幣	Chinese Renminbi	74,221	36,810
美元	United States Dollars	176,620	119,899
其他	Others	2,870	754
		<b>376,877</b>	<b>228,393</b>

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 17 應計帳款及其他應付帳款

## 17 Accruals and other payables

		綜合 Consolidated		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
僱員成本應計帳款	Accrual for employment costs	66,146	50,044	953	1,023
應付專營權費	Royalty payable	22,615	—	—	—
應付增值稅	Value added tax payable	5,854	10,260	—	—
已收客戶按金	Deposits received from customers	4,527	3,513	—	—
其他營運開支 應計帳款	Accrual for other operating expenses	37,338	20,750	164	922
購買物業、機器及 設備的應付帳款	Payable for purchases of property, plant and equipment	23,468	7,883	—	—
其他應付帳款	Other payables	14,149	4,072	3	51
		<b>174,097</b>	96,522	<b>1,120</b>	1,996

## 18 借貸 — 綜合

## 18 Borrowings – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>Current</b>			
即期			
長期銀行貸款的即期部分	Current portion of long-term bank loans	526	—
短期銀行貸款	Short-term bank loans	60,990	10,000
信託收據進口銀行貸款	Trust receipts import bank loans	6,726	749
		<b>68,242</b>	10,749
<b>Non-current</b>			
非即期			
長期銀行貸款的非即期部分	Non-current portion of long-term bank loans	11,509	—
		<b>79,751</b>	10,749
借貸總額	Total borrowings		

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 18 借貸 — 綜合 (續)

於二零零七年十二月三十一日，本集團須償還借貸如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within 1 year	68,242	10,749
第一至兩年	Between 1 and 2 years	526	—
第二至五年	Between 2 and 5 years	10,983	—
		<b>79,751</b>	10,749

短期借貸的帳面值與其公平值相若。非即期部分的公平值為11,814,000港元(二零零六年：零)，此乃根據使用本集團平均借貸率6.0%對估計現金流進行折現所計算(二零零六年：不適用)。

於二零零七年十二月三十一日，長期銀行借貸、短期銀行借貸及信託收據進口銀行貸款，分別為12,035,000港元、34,240,000港元及6,726,000港元，由本公司擔保。

於二零零六年十二月三十一日，短期銀行借貸及信託收據進口銀行貸款由本公司擔保。

此等借貸以下列貨幣計值：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
港元	Hong Kong Dollars	5,985	—
中國人民幣	Chinese Renminbi	73,025	10,000
美元	United States Dollars	741	749
		<b>79,751</b>	10,749

## 18 Borrowings – Consolidated (Continued)

As at 31 December 2007, the Group's borrowings were repayable as follows:

The carrying amounts of the short-term borrowings approximate their fair values. The fair value of the non-current borrowings is HK\$11,814,000 (2006: Nil), which is based on the estimated cash flows discounted using the Group's average borrowing rate of 6.0% (2006: Not applicable).

As at 31 December 2007, the long-term bank loans, short term bank loans and trust receipts import bank loans of HK\$12,035,000, HK\$34,240,000 and HK\$6,726,000, respectively, were guaranteed by the Company.

As at 31 December 2006, the short-term bank loans and the trust receipts import bank loans were guaranteed by the Company.

The borrowings were denominated in the following currencies:



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 18 借貸 — 綜合 (續)

本集團的所有借貸均按浮動息率計息(二零零六年：全部)，於結算日的實際(年)利率如下：

		二零零七年 2007			二零零六年 2006		
		港元 HK\$	人民幣 RMB	美元 USD	港元 HK\$	人民幣 RMB	美元 USD
長期銀行貸款	Long-term bank loans	—	6.7%	—	—	—	—
短期銀行貸款	Short-term bank loans	—	5.9%	—	—	6.0%	—
信託收據進口 銀行貸款	Trust receipts import bank loans	5.8%	—	8.8%	—	—	8.3%

本集團的未動用銀行貸款如下：

		二零零七年 2007	二零零六年 2006
		千港元 HK\$'000	千港元 HK\$'000
浮動利率	Floating rate		
— 於一年內到期	— expiring within one year	392,424	338,625

於一年內到期的貸款為年度貸款，須於二零零八年多個日期重新審核。

### 18 Borrowings – Consolidated (Continued)

All (2006: all) of the Group's borrowings are on floating rate. The effective interest rates (per annum) at the balance sheet date were as follows:

The Group has the following undrawn banking facilities:

The facilities expiring within one year are annual facilities subject to review at various dates during 2008.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 19 應付專營權費 — 綜合

### 19 Licence fees payable – Consolidated

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	4,036	58,748
第二年	In the second year	—	46,580
第三至五年	In the third to fifth year	—	84,686
		4,036	190,014
減：即期部分	Less: Current portion	(4,036)	(58,748)
非即期部分	Non-current portion	—	131,266
估計公平值：	Estimated fair value of:		
即期部分	Current portion	4,064	61,810
非即期部分	Non-current portion	—	145,478

應付專營權費為預期專營權費，包括定期付款及於收購當時能可靠計量的預計不定額付款，有關款項乃根據專營業務未來收益的預定準則而釐定。該費用於責任開始日期按折現年率5.25%（二零零六年：6.6%）確認，此折現率乃參考本集團的加權平均借貸利率而釐定。

於二零零七年三月，有關Umbro專營權的應付專營權費為163,838,000港元，於相關專營權協議（附註8）終止時取消確認。

於結算日的估計公平值按折現年率4%（二零零六年：4.5%）計算，此折現率乃本集團參考可獲的外部借貸率而釐訂。專營權費以港元入帳。

Licence fees payable represents the expected licence fees, including periodic payments and expected variable payments based on pre-determined criteria on future revenues from the licensed business that can be reliably estimated at the time of the acquisition. It is recognised based on a discount rate of 5.25% (2006: 6.6%) per annum at the date of inception of such an obligation, which was determined by reference to the Group's weighted average borrowing rate.

In March 2007, licence fees payable relating to the Umbro licence rights of HK\$163,838,000 was derecognised in connection with the termination of the related licence agreement (Note 8).

The estimated fair value at the balance sheet date was calculated based on a discount rate of 4% (2006: 4.5%) per annum, which was determined by reference to the external borrowing rate available to the Group. Licence fees payable is denominated in Hong Kong Dollar.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 20 遞延所得稅 — 綜合

遞延所得稅資產及負債僅可在即期稅項資產與即期稅項負債有合法權利互相抵銷及遞延所得稅相關於同一稅務機關時，方可互相抵銷。款項淨額如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
遞延稅項資產：	Deferred tax assets:		
— 12個月後收回的 遞延稅項資產	— Deferred tax assets to be recovered after more than 12 months	9,717	2,016
— 12個月內收回的 遞延稅項資產	— Deferred tax assets to be recovered within 12 months	4,000	1,042
		<b>13,717</b>	3,058
遞延稅項負債：	Deferred tax liabilities:		
— 12個月後結算的 遞延稅項負債	— Deferred tax liabilities to be settled after more than 12 months	(13)	(506)
— 12個月內結算的 遞延稅項負債	— Deferred tax liabilities to be settled within 12 months	(1,218)	(2,235)
		<b>(1,231)</b>	(2,741)
遞延稅項資產 — 淨額	Deferred tax assets — net	<b>12,486</b>	317

遞延所得稅帳目變動總額如下：

The gross movement on the deferred income tax account is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
年初	Beginning of the year	317	(2,751)
於損益表確認(附註27)	Recognised in the income statement (Note 27)	12,169	3,068
年終	End of the year	<b>12,486</b>	317

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 20 遞延所得稅 — 綜合 (續)

遞延稅項資產及負債變動 (未計及同一稅務司法權區內互相抵銷的結餘) 如下:

遞延稅項負債:

		稅務折舊 Tax depreciation 千港元 HK\$'000
於二零零六年一月一日	At 1 January 2006	(3,762)
於損益表確認	Recognised in the income statement	(205)
於二零零六年十二月三十一日	At 31 December 2006	(3,967)
於損益表確認	Recognised in the income statement	(895)
於二零零七年十二月三十一日	At 31 December 2007	(4,862)

遞延稅項資產:

		資產撥備		未變現		其他	總計
		稅務折舊	Provisions	稅務虧損	溢利		
		Tax	against	Tax	Unrealised	Others	Total
		depreciation	assets	losses	profit	Others	Total
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零六年一月一日	At 1 January 2006	327	—	170	—	514	1,011
於損益表確認	Recognised in the income statement	171	180	2,919	—	3	3,273
於二零零六年十二月三十一日	At 31 December 2006	498	180	3,089	—	517	4,284
於損益表確認	Recognised in the income statement	(277)	23	6,702	6,616	—	13,064
於二零零七年十二月三十一日	At 31 December 2007	221	203	9,791	6,616	517	17,348

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 20 遞延所得稅 — 綜合 (續)

如日後可能有應課稅溢利，則承前稅務虧損可變現為相關稅務利益的部分確認為遞延所得稅資產。於二零零七年十二月三十一日，本集團並無確認可結轉抵銷未來應課稅收入的遞延所得稅資產15,483,000港元（二零零六年：12,632,000港元）。累計稅務虧損27,632,000港元（二零零六年：26,084,000港元）可以無限期結轉，而稅務虧損37,827,000港元（二零零六年：27,870,000港元）將於五年內到期。

### 20 Deferred income tax — Consolidated (Continued)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2007, the Group has not recognised deferred income tax assets of HK\$15,483,000 (2006: HK\$12,632,000) that can be carried forward against future taxable income. The cumulative tax losses of HK\$27,632,000 (2006: HK\$26,084,000) can be carried forward indefinitely, while tax losses of HK\$37,827,000 (2006: HK\$27,870,000) will expire within five years.

### 21 股本

### 21 Share capital

		於十二月三十一日 As at 31 December	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
法定 3,000,000,000股普通股 每股面值0.1港元	Authorised 3,000,000,000 ordinary shares of HK\$0.1 each	<b>300,000</b>	300,000
		普通股股份數目 Number of ordinary shares	
		千股 '000	千港元 HK\$'000
已發行及繳清 於二零零六年一月一日	Issued and fully paid up At 1 January 2006	100,000	10,000
發行股份	Issue of shares	345,000	34,500
股份溢價撥作資本	Capitalisation of share premium	800,000	80,000
於二零零七年一月一日	At 1 January 2007	1,245,000	124,500
行使購股權	Exercise of share options	23,400	2,340
於二零零七年十二月三十一日	As at 31 December 2007	1,268,400	126,840

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 21 股本 (續)

#### 購股權

本公司設有的兩種購股權計劃如下：

#### (i) 首次公開售股前購股權計劃

由於若干董事及一名顧問為本集團服務，故本公司向彼等授出首次公開售股前購股權。於截至二零零六年十二月三十一日止年度，本公司根據首次公開售股前購股權計劃，授出合共44,400,000份購股權，可按每股1.14港元至2.28港元不等的價格認購本公司股份。根據預訂的時間表，此等購股權於三年內歸屬，並於二零一六年五月十日期到期。本集團並無法律或推定的責任以現金購回或繳付此等購股權。根據首次公開售股前購股權計劃，本公司不可再授出額外購股權。

#### (ii) 購股權計劃

本公司採納一項為期10年，至二零一六年八月到期的購股權計劃，可將購股權授予任何董事、僱員、顧問、客戶、供應商、代理人、合夥人或本集團顧問或承包商。行使價由董事會決定，惟不可低於(i)每股面值；(ii)香港聯合交易所有限公司(「聯交所」)於提呈日期(須為營業日)發出的日報表所示的每股收市價；及(iii)根據聯交所於緊接提呈日期前五個營業日發出的日報表計算的股份平均收市價的較高者。本集團並無法律或推定的責任以現金購回或繳付此等購股權。

### 21 Share capital (Continued)

#### Share options

The Company operates two share option schemes as described below:

#### (i) Pre-IPO share option scheme

Pre-IPO share options were granted by the Company to certain directors and a consultant for their services to the Group. During the year ended 31 December 2006, the Company granted 44,400,000 options under the Pre-IPO share option scheme to subscribe for shares in the Company at prices ranging from HK\$1.14 to HK\$2.28 per share. These options are vested according to a pre-determined schedule over three years and will expire on 10 May 2016. The Group has no legal or constructive obligation to repurchase or settle these options in cash. No additional options can be granted under the Pre-IPO share option scheme.

#### (ii) Share option scheme

The Company has adopted a share option scheme, which will remain in force for 10 years up to August 2016. Share options may be granted to any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to the Group. The exercise price is determined by the Board and shall not be less than the higher of (i) the nominal value of a share; (ii) the closing price of one share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer, which shall be a business day; and (iii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 21 股本 (續)

#### 購股權 (續)

#### (ii) 購股權計劃 (續)

未行使購股權數目及相關的加權平均行使價如下：

		二零零七年 2007		二零零六年 2006	
		每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000	每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000
於一月一日	At 1 January	1.479	44,400	—	—
授出	Granted	2.060	1,500	1.479	44,400
行使	Exercised	2.943	(23,400)	—	—
於十二月三十一日	At 31 December	1.505	22,500	1.479	44,400
於十二月三十一日 可行使	Exercisable at 31 December	1.712	7,128	1.479	—

於年終未行使購股權的到期日期及行使價如下：

		每股行使價 Exercise price per share 港元 HK\$	購股權 Share options	
到期日期 Expiry date			二零零七年 2007 千份 '000	二零零六年 2006 千份 '000
二零一六年五月十日	10 May 2016	1.140	9,000	24,000
二零一六年五月十日	10 May 2016	1.596	10,000	12,000
二零一六年五月十日	10 May 2016	2.280	2,000	8,400
二零一六年八月七日	7 August 2016	2.060	1,500	—
			22,500	44,400

### 21 Share capital (Continued)

#### Share options (Continued)

#### (ii) Share option scheme (Continued)

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

		二零零七年 2007		二零零六年 2006	
		每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000	每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000
於一月一日	At 1 January	1.479	44,400	—	—
授出	Granted	2.060	1,500	1.479	44,400
行使	Exercised	2.943	(23,400)	—	—
於十二月三十一日	At 31 December	1.505	22,500	1.479	44,400
於十二月三十一日 可行使	Exercisable at 31 December	1.712	7,128	1.479	—

Share options outstanding at the end of the year have the following expiry date and exercise prices:

		每股行使價 Exercise price per share 港元 HK\$	購股權 Share options	
到期日期 Expiry date			二零零七年 2007 千份 '000	二零零六年 2006 千份 '000
二零一六年五月十日	10 May 2016	1.140	9,000	24,000
二零一六年五月十日	10 May 2016	1.596	10,000	12,000
二零一六年五月十日	10 May 2016	2.280	2,000	8,400
二零一六年八月七日	7 August 2016	2.060	1,500	—
			22,500	44,400

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 21 股本 (續)

## 購股權 (續)

## (ii) 購股權計劃 (續)

以「柏力克－舒爾斯」估值模式釐定於二零零七年所授出購股權的加權平均公平值為每份購股權0.81港元(二零零六年：0.45港元)。該模式主要基於於授出日期的股價2.06港元(二零零六年：1.482港元)、上述所示的行使價、54.4%(二零零六年：36.7%)的波幅、每年3%(二零零六年：3%)的股息回報率、五年(二零零六年：五年)的預期購股權有效期及每年3.1%(二零零六年：4%)的無風險利率計算。以持續複合股份收益標準差計算的股價波動乃基於自本公司上市日期至授出購股權日期的每日股價作統計分析。

於截至二零零七年十二月三十一日止年度，於綜合損益表扣除的購股權成本約7,330,000港元(二零零六年：10,853,000港元)。

於截至二零零七年十二月三十一日止年度，合共23,400,000份購股權獲行使(二零零六年：無)，所得款項總額為34,884,000港元(二零零六年：無)。於行使時的加權平均市價為每股2.94港元。

## 21 Share capital (Continued)

## Share options (Continued)

## (ii) Share option scheme (Continued)

The weighted average fair value of options granted in 2007 as determined using the Black-Scholes valuation model was HK\$0.81 (2006: HK\$0.45) per option. The significant inputs into the model were share price of HK\$2.06 (2006: HK\$1.482) at the grant date, the exercise price shown above, volatility of 54.4% (2006: 36.7%), dividend yield of 3% (2006: 3%) per annum, an expected option life of five years (2006: five year), and annual risk-free interest rate of 3.1% (2006: 4%). The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices from the date of listing of the Company to the date of grant of the share options.

The share option cost charged to the consolidated income statement during the year ended 31 December 2007 was approximately HK\$7,330,000 (2006: HK\$10,853,000).

During the year ended 31 December 2007, a total of 23,400,000 share options were exercised (2006: Nil), with total proceeds of HK\$34,884,000 (2006: Nil). The weighted average market price at the time of exercise was HK\$2.94 per share.



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 22 儲備

## 22 Reserves

## (a) 綜合

## (a) Consolidated

		以股份付 款儲備 Share- based Share premium	法定儲備 Statutory reserve (附註) 千港元 HK\$'000	外幣換算 Foreign currency translation 千港元 HK\$'000	其他儲備 Other reserves 千港元 HK\$'000	保留盈利 Retained earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
於二零零六年一月一日	<b>At 1 January 2006</b>	(5,311)	—	1,032	22	45,361	488,524	529,628
貨幣換算差額	Currency translation differences	—	—	—	7,236	—	—	7,236
出售一家附屬公司權益的 估計應收代價變動的虧損 (附註14)	Loss resulting from change of estimated consideration receivable from disposal of interest in a subsidiary (Note 14)	—	—	—	—	(7,548)	—	(7,548)
授出購股權的相關服務價值 (附註21)	Value of services in respect of share options granted (Note 21)	—	10,853	—	—	—	—	10,853
發行股份	Issue of shares	752,100	—	—	—	—	—	752,100
發行股份的直接成本	Direct costs attributable to issue of shares	(42,884)	—	—	—	—	—	(42,884)
股份溢價撥作資本	Capitalisation of share premium	(80,000)	—	—	—	—	—	(80,000)
增購附屬公司權益	Acquisition of additional interests in subsidiaries	—	—	—	—	15	—	15
出資	Capital contributions	—	—	—	—	21,458	—	21,458
注資	Capital injection	—	—	—	—	5	—	5
重組前已付股息(附註1)	Dividends paid prior to the Reorganisation (Note 1)	—	—	—	—	—	(240,000)	(240,000)
本公司股權持有人 應佔溢利	Profit attributable to equity holders of the Company	—	—	—	—	—	260,600	260,600
於二零零六年十二月三十一日	<b>At 31 December 2006</b>	623,905	10,853	1,032	7,258	59,291	509,124	1,211,463
貨幣換算差額	Currency translation differences	—	—	—	28,011	—	—	28,011
— 集團	— Group	—	—	—	948	—	—	948
— 聯營公司	— Associate	—	—	—	86	—	—	86
— 共同控制實體	— Jointly controlled entities	—	—	—	—	—	—	—
出售一家附屬公司 權益的估計應收代價 變動的盈利 (附註14)	Gain resulting from change in estimated consideration receivable from disposal of interest in a subsidiary (Note 14)	—	—	—	—	23,299	—	23,299
出售一家附屬公司的權益 (附註9(f))	Disposal of interest in a subsidiary (Note 9(f))	—	—	—	—	134,116	—	134,116
增購附屬公司權益 (附註9(c)、(d)及(e))	Acquisition of additional interests in subsidiaries (Notes 9(c), (d) and (e))	—	—	—	—	137	—	137
僱員購股權計劃	Employee share option scheme	—	—	—	—	—	—	—
— 授出購股權的相關 服務價值(附註21)	— value of services in respect of share options granted (Note 21)	—	7,330	—	—	—	—	7,330
— 發行股份的所得款項 (附註21)	— proceeds from issue of shares (Note 21)	43,034	(10,490)	—	—	—	—	32,544
已付股息	Dividend paid	—	—	—	—	—	(41,857)	(41,857)
本公司股權持有人應佔溢利	Profit attributable to equity holders of the Company	—	—	—	—	—	290,259	290,259
轉入法定儲備	Transfer to statutory reserve	—	—	1,783	—	—	(1,783)	—
於二零零七年十二月三十一日	<b>At 31 December 2007</b>	666,939	7,693	2,815	36,303	216,843	755,743	1,686,336
指：	Representing:							
建議二零零七年末期股息	2007 final dividend proposed						44,394	
其他	Others						711,349	
							755,743	

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 22 儲備 (續)

## 22 Reserves (Continued)

## (b) 本公司

## (b) Company

		以股份付款 儲備				
		Share- based premium	Share- payment reserve	出資盈餘 Contributed surplus	保留盈利 Retained earnings	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零六年一月一日	<b>At 1 January 2006</b>	(5,311)	—	—	—	(5,311)
授出購股權的 相關服務價值 (附註21)	Value of services in respect of share options granted (Note 21)	—	10,853	—	—	10,853
重組影響 (附註1)	Effect of the Reorganisation (Note 1)	—	—	528,331	—	528,331
發行股份	Issue of shares	752,100	—	—	—	752,100
發行股份的直接成本	Direct costs attributable to issue of shares	(42,884)	—	—	—	(42,884)
股份溢價撥作資本	Capitalisation of share premium	(80,000)	—	—	—	(80,000)
本公司股權持有人應佔溢利	Profit attributable to equity holders of the Company	—	—	—	17,964	17,964
於二零零六年十二月三十一日	<b>At 31 December 2006</b>	623,905	10,853	528,331	17,964	1,181,053
僱員購股權計劃 — 授出購股權的相關服務 價值(附註21)	Employee share option scheme — value of services in respect of share options granted (Note 21)	—	7,330	—	—	7,330
— 發行股份所得款項 (附註21)	— proceeds from issue of shares (Note 21)	43,034	(10,490)	—	—	32,544
本公司股權持有人應佔溢利	Profit attributable to equity holders of the Company	—	—	—	68,849	68,849
已付股息	Dividend paid	—	—	—	(41,857)	(41,857)
於二零零七年十二月三十一日	<b>At 31 December 2007</b>	666,939	7,693	528,331	44,956	1,247,919
指：	Representing:					
建議二零零七年末期股息	2007 final dividend proposed				44,394	
其他	Others				562	
					44,956	

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 22 儲備 (續)

附註：

根據中國大陸的規例，本公司於中國大陸成立及經營的附屬公司須按相關董事會所釐定的比率將已抵銷過往年度虧損的除稅後溢利的部分適量撥入一般儲備及企業發展基金。一般儲備可用作抵銷過往年度虧損或發行紅股，而企業發展基金則用作拓展業務。

於截至二零零七年十二月三十一日止年度，1,783,000港元獲分配至一般儲備及企業擴展基金。

## 22 Reserves (Continued)

Note:

As stipulated by regulations in Mainland China, the Company's subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the general reserve and the enterprise expansion fund, at rates determined by their respective boards of directors. The general reserve can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations.

During the year ended 31 December 2007, HK\$1,783,000 was appropriated to the general reserve and the enterprise expansion fund.

## 23 其他收入及收益

## 23 Other income and gains

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
取消確認專營權及相關 應付專營權費產生的 收益 (附註8)	Gain on derecognition of licence rights and related licence fees payable (Note 8)	33,526	—
應付專營權費用估計變動 產生的收益	Gain from change in estimated licence fees payable	655	9,227
其他	Others	571	1,539
		<b>34,752</b>	<b>10,766</b>

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 24 按性質劃分的開支

開支包括銷售成本、銷售及分銷成本以及一般及行政開支，分析如下：

## 24 Expenses by nature

Expenses included in cost of sales, selling and distribution costs and general and administrative expenses are analysed as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
已使用的原材料及消耗品	Raw materials and consumables used	1,153,640	823,080
購買製成品	Purchases of finished goods	621,257	438,588
加工及分包費用	Processing and subcontracting charges	182,169	132,393
生產經常開支及樣板開支	Manufacturing overheads and samples expenses	89,691	57,369
製成品及在製品存貨增減	Changes in inventories of finished goods and work in progress	(120,935)	(54,807)
物業、機器及設備折舊	Depreciation of property, plant and equipment	64,284	44,224
租賃土地及土地使用權攤銷	Amortisation of leasehold land and land use rights	832	643
無形資產攤銷	Amortisation of intangible assets	11,473	30,298
僱員福利開支(附註25)	Employment benefit expense (Note 25)	471,307	324,635
貨運、交付及保險開支	Freight, delivery and insurance expenses	125,118	94,737
銷售佣金	Sales commission	49,647	83,464
市場推廣、廣告及宣傳開支	Marketing, advertising and promotion expenses	29,317	29,842
配額費用	Quota charges	27,907	22,844
有關辦公室設備、土地及樓宇的經營租金	Operating lease rental in respect of office equipment and land and buildings		
— 最低租賃付款	— minimum lease payments	42,265	16,859
— 或然租金	— contingent rent	13,938	1,394
核數師酬金	Auditors' remuneration	4,592	4,061
應收帳款減值	Impairment of receivables	6,748	200
應收帳款減值撥回	Reversal of impairment of receivables	(362)	(2,433)
授予顧問之購股權(附註21)	Share options granted to a consultant (Note 21)	327	1,201
存貨撇減	Write-down of inventories	907	1,295
存貨減值撥回	Reversal of inventory impairment	(368)	—
專營權費用	Royalty expenses	53,561	—
出售物業、機器及設備之虧損/(收益)	Loss/(gain) on disposal of property, plant and equipment	31	(706)
匯兌虧損/(收益)淨值	Exchange loss/(gain), net	8,870	(4,614)
其他開支	Other expenses	120,813	100,751
銷售成本、銷售及分銷成本以及一般及行政開支總額	Total cost of sales, selling and distribution costs and general and administrative expenses	2,957,029	2,145,318

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 25 僱員成本

## 25 Employment benefit expense

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
工資、薪金、花紅及津貼	Wages, salaries, bonus and allowances	423,983	286,376
退休福利 — 界定供款計劃	Retirement benefit – defined contribution schemes	11,151	11,508
股份酬金開支 — 已授出購股權	Share-based compensation expense – share options granted	7,003	9,652
福利及其他利益	Welfare and other benefits	29,170	17,099
		<b>471,307</b>	<b>324,635</b>

## (a) 退休福利成本 — 界定供款計劃

本集團安排其香港僱員參加強制性公積金計劃（「強積金計劃」），此乃由獨立受託人管理的界定供款計劃。根據強積金計劃，本集團（僱主）及其香港僱員須根據強制性公積金的法例各自繳付僱員收入5%作為每月供款。僱主及僱員各自的每月供款上限為1,000港元，而其他的供款為自願供款。本集團除供款外毋須承擔退休後福利的責任。

根據中國大陸的規定及規例，本集團須為其中國大陸若干員工向國家資助退休金計劃作出供款。本集團僱員須每月按有關收入（包括工資、薪金、津貼及花紅）約8%向計劃供款，而本集團須就有關收入的12%至22%作出供款，而除供款外，本集團毋須承擔退休後福利實際付款的責任。國家資助退休金計劃負責向退休員工支付全部退休金。

## (a) Retirement benefit costs – defined contribution plans

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group (the employer) and its Hong Kong employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a cap of HK\$1,000 and thereafter contributions are voluntary. The Group has no further obligations for post-retirement benefits beyond the contributions.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement schemes for certain of its employees in Mainland China. The Group’s employees make monthly contributions to the schemes at approximately 8% of the relevant income (comprising wages, salaries, allowances and bonus), while the Group contributes 12% to 22% of such income and has no further obligations for the actual payment of post-retirement benefits beyond the contributions. The state-sponsored retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 25 僱員成本 (續)

#### (a) 退休福利成本 — 界定供款計劃 (續)

本集團為其台灣、菲律賓、越南及約旦的海外附屬公司合資格僱員參加退休計劃。本集團各公司(僱主)及其僱員每月按僱員有關收入(包括工資、薪金、津貼及花紅)的5.5%至17%向計劃供款。本集團除供款外毋須承擔退休後福利的責任。

除上述計劃供款外，本集團並無其他退休後福利的重大責任。

#### (b) 董事酬金

截至二零零七年十二月三十一日止年度，本公司各董事的酬金如下：

董事姓名	Name of Director	袍金 Fees 千港元 HK\$'000	薪金 Salaries 千港元 HK\$'000	酌情花紅 Discretionary bonuses 千港元 HK\$'000	房屋津貼 Housing allowances 千港元 HK\$'000	退休金計劃	有關購股權	總計 Total 千港元 HK\$'000
						僱主供款 Employer's contribution schemes 千港元 HK\$'000	的股份酬金 Share-based compensation in respect of share options 千港元 HK\$'000	
<i>Executive directors</i>								
執行董事	Li Kwok Tung, Roy	—	3,321	401	—	12	—	3,734
李國棟	Lai Ching Ping	—	2,722	358	—	12	—	3,092
黎清平	Chow Chi Wai	—	2,002	60	—	12	5,029	7,103
周志偉	Cheung Chi	—	1,681	120	—	12	1,748	3,561
張智	Lee Kwok Leung	—	701	174	120	12	226	1,233
李國樑								
<i>Independent non-executive directors</i>								
獨立非執行董事	Ma Ka Chun	100	—	—	—	—	—	100
馬家駿	Chan Kwong Fai	100	—	—	—	—	—	100
陳光輝	Kwan Kai Cheong	150	—	—	—	—	—	150
關啟昌	Wun Kwang, Vincent	100	—	—	—	—	—	100
溫澤光								
		450	10,427	1,113	120	60	7,003	19,173

### 25 Employment benefit expense (Continued)

#### (a) Retirement benefit costs – defined contribution plans (Continued)

The Group participates in retirement schemes for qualified employees of its overseas subsidiaries in Taiwan, the Philippines, Vietnam and Jordan. Each of the Group (the employer) and its employees make monthly contributions to the schemes at rates ranging from 5.5% to 17% of the employees' relevant income (comprising wages, salaries, allowances and bonus). The Group has no further obligations for post-retirement benefits beyond the contributions.

The Group has no material obligation for post-retirement benefits beyond contributions to the above schemes.

#### (b) Directors' emoluments

The remuneration of each director of the Company for the year ended 31 December 2007 is set out below:

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 25 僱員成本 (續)

## (b) 董事酬金 (續)

截至二零零六年十二月三十一日止年度，本公司各董事的酬金如下：

董事姓名	Name of Director	袍金 Fees 千港元 HK\$'000	薪金 Salaries 千港元 HK\$'000	酌情花紅 Discretionary bonuses 千港元 HK\$'000	房屋津貼 Housing allowances 千港元 HK\$'000	退休金計劃	有關購股權	總計 Total 千港元 HK\$'000
						僱主供款 Employer's contribution to retirement schemes 千港元 HK\$'000	的股份酬金 Share-based compensation in respect of share options 千港元 HK\$'000	
執行董事 <i>Executive directors</i>								
李國棟	Li Kwok Tung, Roy	—	2,779	213	540	21	—	3,553
黎清平	Lai Ching Ping	—	2,329	213	390	21	—	2,953
周志偉	Chow Chi Wai	—	2,002	1,427	—	12	6,731	10,172
張智	Cheung Chi	—	1,680	—	—	12	2,583	4,275
李國傑	Lee Kwok Leung	—	700	190	—	12	337	1,239
獨立非執行董事 <i>Independent non-executive directors</i>								
馬家駿	Ma Ka Chun	48	—	—	—	—	—	48
陳光輝	Chan Kwong Fai	68	—	—	—	—	—	68
關啟昌	Kwan Kai Cheong	101	—	—	—	—	—	101
溫澤光	Wun Kwang, Vincent	68	—	—	—	—	—	68
		285	9,490	2,043	930	78	9,651	22,477

於截至二零零七年十二月三十一日止年度，概無董事放棄任何酬金 (二零零六年：無)。

## 25 Employment costs (Continued)

## (b) Directors' emoluments (Continued)

The remuneration of each director of the Company for the year ended 31 December 2006 is set out below:

No directors waived any emoluments during the year ended 31 December 2007 (2006: Nil).

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 25 僱員成本 (續)

#### (c) 五名最高薪人士

本集團五名最高薪人士包括四名(二零零六年：五名)董事，彼等的酬金已載於上述分析。二零零七年十二月三十一日應付其餘人士的酬金如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
底薪、房屋津貼 及其他津貼	Basic salaries, housing allowances and other allowances	914	—
酌情花紅	Discretionary bonuses	661	—
退休福利 — 界定供款計劃	Retirement benefit — defined contribution schemes	12	—
		<b>1,587</b>	—

(d) 截至二零零七年十二月三十一日止年度，本公司並無支付酬金予任何董事或五名最高薪人士，作為加入或邀請加入本集團的獎勵或離職補償(二零零六年：無)。

### 25 Employment costs (Continued)

#### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include four (2006: five) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining individual at 31 December 2007 are as follows:

(d) During the year ended 31 December 2007, no emoluments were paid by the Company to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2006: Nil).



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 26 融資收入及成本

## 26 Finance income and costs

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
利息收入	Interest income from		
— 銀行存款	– Bank deposits	20,367	10,007
— 客戶延長信貸年期	– Customers for extended credit terms	2,541	465
— 出售附屬公司權益所 產生的其他應收帳款	– Other receivables from disposal of interest in a subsidiary	1,913	4,229
— 與股份認購有關的存款 (附註)	– Deposits relating to the share subscription (Note)	—	15,213
融資收入	Finance income	24,821	29,914
利息支出	Interest expense on		
— 銀行借貸及透支	– bank borrowings and overdrafts	(2,549)	(6,306)
— 董事結餘	– balances with directors	—	(582)
— 應付專營權費(附註19)	– licence fees payable (Note 19)	(3,470)	(14,714)
融資成本	Finance costs	(6,019)	(21,602)
融資收入淨值	Net finance income	18,802	8,312

附註：

根據有關本公司於二零零六年九月通過配售及公開發售按每股2.28港元發行300,000,000股每股面值0.1港元股份的股份認購協議，本公司有權收取於認購期內與股份認購(包括超額認購)有關的銀行存款賺取的利息收入。

Note:

In accordance with the share subscription agreements relating to the issue of 300,000,000 shares of HK\$ 0.1 each through a placing and public offering at HK\$ 2.28 per share by the Company in September 2006, the Company is entitled to the interest income earned from bank deposits relating to the share subscription, including over subscription, during the subscription period.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 27 所得稅開支

香港利得稅已根據本年度估計應課稅溢利按稅率17.5% (二零零六年：17.5%) 計提撥備。

在中國大陸成立及經營之附屬公司、聯營公司及共同控制實體於本年度須按15%至33% (二零零六年：27%至33%) 稅率繳納中國內地企業所得稅。根據有關稅法規定，該等在中國大陸成立的附屬公司、聯營公司及共同控制實體為外商獨資企業或中外合資企業，由經抵銷過往年度所有未到期承前稅務虧損後的首個獲利年度起計，首兩年可獲豁免繳付企業所得稅，而其後三年則獲半免。

海外 (香港及中國大陸除外) 溢利之稅項已就本年度估計應課稅溢利按本集團經營所在國家之有關現行稅率計算。

於綜合損益表扣除的稅項指：

## 27 Income tax expense

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profits for the year.

Subsidiaries, associates and jointly controlled entities established and operated in Mainland China are subject to Mainland China Enterprise Income Tax at rates ranging from 15% to 33% for the year (2006: 27% to 33%). In accordance with the applicable tax regulations, subsidiaries, associates and jointly controlled entities established in Mainland China as wholly owned foreign enterprises or sino-foreign joint ventures are entitled to full exemption from Enterprise Income Tax for the first two years and a 50% reduction in Enterprise Income Tax for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from previous years.

Taxation on overseas (other than Hong Kong and Mainland China) profits has been calculated on the estimated assessable profit for the year at the applicable rates of taxation prevailing in the countries in which the Group operates.

The amounts of taxation charged to the consolidated income statement represent:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
即期所得稅 —	Current income tax —		
香港所得稅	Hong Kong profits tax	50,012	46,884
中國大陸企業所得稅	Mainland China enterprise income tax	37,682	33,553
海外稅項	Overseas taxation	—	16
遞延所得稅 (附註20)	Deferred income tax (Note 20)	(12,169)	(3,068)
		<b>75,525</b>	<b>77,385</b>

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 27 所得稅開支 (續)

本集團除所得稅前溢利的稅項與使用適用於綜合實體溢利的加權平均稅率得出的理論金額的差別如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
不包括應佔聯營公司 及共同控制實體溢利/ 虧損的除所得稅前溢利	Profit before income tax excluding share of profit/loss of associates and jointly controlled entities	418,925	361,279
以適用於有關地方/ 國家溢利的加權平均 本地稅率計算的稅項	Tax calculated at weighted average domestic tax rates applicable to profits in the respective places/countries	81,900	88,041
毋須課稅收入	Income not subject to tax	(14,434)	(4,305)
不可扣稅的開支	Expenses not deductible for tax purposes	3,784	5,199
並無確認遞延所得稅的 稅務虧損淨額	Tax losses for which no deferred income tax was recognised, net	9,930	(3,205)
於過往年度撥備不足	Under provision in prior years	2,556	—
稅項減免之影響	Effect of tax concession	(8,042)	(7,920)
其他	Others	(169)	(425)
稅務開支	Tax charge	75,525	77,385
加權平均本地適用稅率	Weighted average domestic applicable tax rates	19.6%	22.0%

上述加權平均適用稅率變動主要由於混合不同集團公司的所得溢利變動所致。該等所得溢利須以不同稅率計算，惟相關稅率並無重大變動。

截至二零零七年十二月三十一日止年度，概無應佔聯營公司及共同控制實體所得稅開支(二零零六年：329,000港元)已計入綜合損益表的應佔聯營公司及共同控制實體溢利或虧損。

## 27 Income tax expense (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
Profit before income tax excluding share of profit/loss of associates and jointly controlled entities		418,925	361,279
Tax calculated at weighted average domestic tax rates applicable to profits in the respective places/countries		81,900	88,041
Income not subject to tax		(14,434)	(4,305)
Expenses not deductible for tax purposes		3,784	5,199
Tax losses for which no deferred income tax was recognised, net		9,930	(3,205)
Under provision in prior years		2,556	—
Effect of tax concession		(8,042)	(7,920)
Others		(169)	(425)
Tax charge		75,525	77,385
Weighted average domestic applicable tax rates		19.6%	22.0%

The change in weighted average domestic applicable tax rates above is mainly caused by a change in mix of profits earned in different group companies which are subject to different tax rates, while there were no significant changes in the respective tax rates.

There were no share of income tax expense of associates and jointly controlled entities for the year ended 31 December 2007 (2006: HK\$329,000) included in the consolidated income statement as share of profit or loss of associates and jointly controlled entities.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 28 每股盈利

#### (a) 基本

每股基本盈利乃根據本公司股權持有人應佔綜合溢利約290,259,000港元(二零零六年：260,600,000港元)及年內已發行普通股加權平均數約1,254,676,000股(二零零六年：1,007,671,000股)計算。

### 28 Earnings per share

#### (a) Basic

The calculation of basic earnings per share is based on the consolidated profit attributable to equity holders of the Company of approximately HK\$290,259,000 (2006: HK\$260,600,000) and on the weighted average number of approximately 1,254,676,000 (2006: 1,007,671,000) ordinary shares in issue during the year.

		二零零七年 2007	二零零六年 2006
本公司股權持有人 應佔溢利(千港元)	Profit attributable to equity holders of the Company (HK\$'000)	290,259	260,600
已發行普通股的 加權平均數(千股)	Weighted average number of ordinary shares in issue ('000)	1,254,676	1,007,671
每股基本盈利(港元)	Basic earnings per share (HK\$)	0.231	0.259

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 28 每股盈利 (續)

## (b) 攤薄

每股攤薄盈利乃假設兌換所有具潛在攤薄影響普通股而調整加權平均已發行普通股數目而計算。根據購股權計劃可予發行的股份為唯一具潛在攤薄影響的普通股。本公司根據已發行購股權所附認購權的貨幣價值作出計算以釐定可能按公平值(乃本公司股份於有關時期的平均市價)收購的股份數目。上述所計算的股份數目與假設行使購股權而發行的股份數目作出比較。

## 28 Earnings per share (Continued)

## (b) Diluted

Diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Shares issuable under the share option schemes are the only dilutive potential ordinary shares. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares in the relevant periods) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

		二零零七年 2007	二零零六年 2006
本公司股權持有人 應佔溢利(千港元)	Profit attributable to equity holders of the Company (HK\$'000)	290,259	260,600
加權平均已發行 普通股數目(千股)	Weighted average number of ordinary shares in issue ('000)	1,254,676	1,007,671
調整購股權(千份)	Adjustment for share options ('000)	19,815	15,835
每股攤薄盈利的加權平均 普通股數目(千股)	Weighted average number of ordinary shares for diluted earnings per share ('000)	1,274,491	1,023,506
每股攤薄盈利(港元)	Diluted earnings per share (HK\$)	0.228	0.255

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 29 股息

### 29 Dividends

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
每股已付普通股中期股息 3.3港仙(二零零六年：無)	Interim dividend paid of HK3.3 cents (2006: Nil) per ordinary share	41,857	—
建議每股普通股末期股息 3.5港仙(二零零六年：無)	Proposed final dividend of HK3.5 cents (2006: Nil) per ordinary share	44,394	—
		<b>86,251</b>	—

於二零零八年三月二十六日舉行的會議上，董事建議派發每股末期股息3.5港仙(二零零六年：無)。建議股息並無於該等財務報表上反映為應付股息，惟將會反映為截至二零零八年十二月三十一日止年度的保留盈利撥用。

At a meeting held on 26 March 2008, the Directors proposed a final dividend of HK3.5 cents (2006: Nil) per share. The proposed dividends are not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2008.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 30 營運所得現金

## 30 Cash generated from operations

## (a) 營運所得現金對帳

## (a) Reconciliation of cash generated from operations

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
除所得稅前溢利	Profit before income tax	410,219	360,805
按下列各項調整：	Adjustments for:		
— 無形資產攤銷	— Amortisation of intangible assets	11,473	30,298
— 租賃土地及土地 使用權攤銷	— Amortisation of leasehold land and land use right	832	643
— 物業、機器及 設備折舊	— Depreciation of property, plant and equipment	64,284	44,224
— 出售物業、機器及設備 的虧損／(收益)	— Loss/(gain) on disposal of property, plant and equipment	31	(706)
— 取消確認專營權及相關應付 專營權費之收益	— Gain on derecognition of licence rights and related licence fees payable	(33,526)	—
— 估計應付專營權費變動 所產生收益	— Gain from a change in estimate of licence fees payable	(655)	(9,227)
— 股份酬金	— Share-based compensation	7,330	10,853
— 存貨減值	— Impairment of inventories	907	1,295
— 存貨減值撥回	— Reversal of inventory impairment	(368)	—
— 應收帳款減值	— Impairment of receivables	6,748	200
— 應收帳款減值撥回	— Reversal of receivable impairment	(362)	(2,433)
— 融資收入－淨值	— Finance income – net	(18,802)	(8,312)
— 應佔聯營公司溢利	— Share of profit of associates	(2,647)	(131)
— 應佔共同控制實體虧損	— Share of loss of jointly controlled entities	11,353	605
— 匯兌虧損／(收益)淨值	— Exchange loss/(gain), net	8,870	(4,614)
營運資金變動：	Changes in working capital:		
— 存貨增加	— Increase in inventories	(136,788)	(102,187)
— 應收貿易帳款及應收票據增加	— Increase in trade and bills receivable	(233,318)	(133,068)
— 按金、預付款項及 其他應收帳款增加	— Increase in deposits, prepayments and other receivables	(65,054)	(4,052)
— 應付關聯方款項減少	— Decrease in amounts due to related parties	—	(145,291)
— 應付貿易帳款及應付票據增加	— Increase in trade and bills payable	96,341	34,184
— 應計款項及其他應付帳款增加	— Increase in accruals and other payables	63,128	22,771
— 支付應付專營權費	— Payment of licence fees payable	(32,080)	(40,092)
營運所得現金	Cash generated from operations	157,916	55,765

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 30 營運所得現金 (續)

(b) 於現金流量表中，出售物業、機器及設備所得款項包括

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
帳面淨值 (附註7)	Net book amount (Note 7)	2,137	917
出售物業、機器及設備的(虧損)/收益	(Loss)/ gain on disposal of property, plant and equipment	(31)	706
出售物業、機器及設備所得款項	Proceeds from disposal of property, plant and equipment	2,106	1,623

### 30 Cash generated from operations (Continued)

(b) In the cash flow statements, proceeds from disposal of property, plant and equipment comprise

(c) 增購附屬公司權益(附註9(c)、(d)及(e))

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
收購少數股東權益應佔資產淨值	Net assets attributable to minority interest acquired	1,862	—
代價較所收購的少數股東權益帳面值高出(附註22)	Excess of consideration over the carrying value of the minority interests acquired (Note 22)	(137)	—
收購代價以現金繳付	Purchase consideration settled by cash	1,725	—

(c) Acquisition of additional interests in subsidiaries (Notes 9(c), (d) and (e))



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 30 營運所得現金 (續)

## 30 Cash generated from operations (Continued)

## (d) 出售附屬公司權益 (附註9(f))

## (d) Disposal of interest in a subsidiary (Note 9(f))

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
所出售少數股東權益應佔 資產淨值	Net assets attributable to minority interest disposed	23,996	—
代價較所出售的淨資產 帳面值高出 (附註22)	Excess of consideration over the carrying value of the minority interests disposed (Note 22)	134,116	—
		<b>158,112</b>	
以下列方式繳付：	Satisfied by:		
現金 (減直接成本)	Cash, net of direct expenses	127,239	—
少數股東權益所獲股息	Minority interest's entitlement to dividend forgone	30,873	—
		<b>158,112</b>	—

## (e) 重大非現金經營活動

## (e) Significant non-cash operating activities

年內主要非現金交易為取消確認專營權及相關應付專營權費 (見附註8之討論)。

The principal non-cash transaction during the year is derecognition of licence rights and corresponding licence fees payable discussed in Note 8.

## 31 或然負債

## 31 Contingent liabilities

於二零零七年十二月三十一日，本集團並無重大或然負債 (二零零六年：無)。

As at 31 December 2007, the Group had no material contingent liabilities (2006: Nil).

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 32 承擔 — 本集團

## (a) 資本承擔

於結算日，已訂約但未撥備的資本開支如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
已訂約但未撥備的 物業、機器及設備	Property, plant and equipment Contracted but not provided for	37,000	26,343

於二零零七年十二月三十一日，本集團承諾向若干於中國大陸成立的附屬公司注入額外資本，注資總額約149,109,000港元（二零零六年：45,075,000港元）。

## 32 Commitments – Group

## (a) Capital commitments

Capital expenditure at the balance sheet date contracted but not yet provided for is as follows:

	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
已訂約但未撥備的 物業、機器及設備	37,000	26,343

As at 31 December 2007, the Group had commitments to inject additional capital into certain subsidiaries established in Mainland China, totalling approximately HK\$149,109,000 (2006: HK\$45,075,000).

## (b) 經營租賃承擔

本集團根據土地、樓宇及辦公室設備之不可撤銷經營租賃之未來最低租金總額如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	42,754	19,098
一年至五年	Later than one year and not later than five years	98,056	32,585
五年後	Later than five years	85,091	18,219
		225,901	69,902

## (b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases of office equipment and land and buildings, as follows:

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 33. 業務合併 — 本集團

於二零零七年三月，本集團以現金代價45,000,000港元收購嘉運體育用品有限公司額外25%股權。其後，本集團於嘉運體育用品有限公司及其附屬公司的權益由50%增加至75%，而嘉運體育用品有限公司及其附屬公司由共同控制實體改變為本集團的附屬公司。自收購起至二零零七年十二月三十一日止，本集團所收購業務所產生的收益為104,681,000港元及淨虧損為11,914,000港元（不包括應佔共同控制實體虧損）。倘收購於二零零七年一月一日發生，本集團截至二零零七年十二月三十一日止年度的收益將為3,357,501,000港元及股東應佔溢利為284,583,000港元。

於二零零七年四月，本集團以代價51,547,000港元收購上海惠特利實業有限公司的分銷及零售業務。上海惠特利實業有限公司於上海從事分銷及零售運動服的業務。自收購起至二零零七年十二月三十一日止，本集團所收購業務所產生的收益為52,051,000港元及純利為3,012,000港元。倘收購於二零零七年一月一日發生，本集團截至二零零七年十二月三十一日止年度的收益將為3,339,750,000港元及股東應佔溢利為291,012,000港元。

### 33 Business combinations – Group

In March 2007, the Group acquired an additional 25% equity interest in Win Sports Limited at a cash consideration of HK\$45,000,000. Thereafter, the Group's equity interest in Win Sports Limited and its subsidiaries was increased from 50% to 75%, and Win Sports Limited and its subsidiaries have been changed from jointly controlled entities to subsidiaries of the Group. The acquired business contributed revenue of HK\$104,681,000 and net loss of HK\$11,914,000 (excluding the share of loss of jointly controlled entities) to the Group for the period from acquisition to 31 December 2007. If the acquisition had occurred on 1 January 2007, Group's revenue would have been HK\$3,357,501,000 and profit attributable to shareholders would have been HK\$284,583,000 for the year ended 31 December 2007.

In April 2007, the Group acquired the distribution and retail business of Shanghai Huiteli Enterprise Company Limited (the "Shanghai Huiteli Business") at a consideration of HK\$51,547,000. Shanghai Huiteli Enterprise Company Limited is engaged in distribution and retailing of sportswear in Shanghai. The acquired business contributed revenue of HK\$52,051,000 and net profit of HK\$3,012,000 to the Group for the period from acquisition to 31 December 2007. If the acquisition had occurred on 1 January 2007, Group's revenue would have been HK\$3,339,750,000 and profit attributable to shareholders would have been HK\$291,012,000 for the year ended 31 December 2007.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 33. 業務合併 — 本集團 (續)

所收購資產淨值及商譽的詳情如下：

### 33 Business combinations – Group (Continued)

Details of net assets acquired and goodwill are as follows:

		嘉運 體育用品 有限公司 <b>Win Sports Limited</b> 千港元 HK\$'000	上海 惠特利實業 有限公司 <b>Shanghai Huiteli Business</b> 千港元 HK\$'000	合計 <b>Total</b> 千港元 HK\$'000
收購代價：	Purchase consideration:			
現金代價	Cash consideration	45,000	51,547	96,547
有關收購的直接開支	Direct expenses relating to the acquisitions	477	—	477
收購代價總額	Total purchase consideration	45,477	51,547	97,024
加：共同控制實體權益的 帳面值(附註11)	Add: carrying value of interests in jointly controlled entities (Note 11)	3,128	—	3,128
減：所收購淨資產的公平值	Less: fair value of net assets acquired	(35,597)	(28,552)	(64,149)
商譽	Goodwill	13,008	22,995	36,003

商譽來自所收購業務於中國的盈利能力及分銷業務的協同效應預期有所增加。

The goodwill is attributable to the profitability and the synergies of the distribution business in Mainland China expected to arise from the acquired businesses.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 33. 業務合併 — 本集團 (續)

## 33 Business combinations – Group (Continued)

收購所產生的資產及負債如下：

The assets and liabilities arising from the acquisitions are as follows:

		嘉運 體育用品 有限公司 <b>Win Sports Limited</b> 千港元 HK\$'000	上海 惠特利實業 有限公司 <b>Shanghai Huiteli Business</b> 千港元 HK\$'000	合計 <b>Total</b> 千港元 HK\$'000
所收購淨資產	Net assets acquired			
專營權	Licence rights	3,726	—	3,726
客戶關係	Customer relationships	—	2,005	2,005
物業、機器及設備	Property, plant and equipment	4,562	—	4,562
存貨	Inventories	44,492	22,689	67,181
應收貿易帳款及票據	Trade and bills receivable	31,067	—	31,067
按金、預付款項及 其他應收帳款	Deposits, prepayments and other receivables	8,194	3,858	12,052
現金及銀行結餘	Cash and bank balances	36,689	—	36,689
應付貿易帳款及票據	Trade and bills payable	(52,143)	—	(52,143)
應計帳款及其他應付帳款	Accruals and other payables	(13,685)	—	(13,685)
短期銀行貸款	Short-term bank loans	(8,545)	—	(8,545)
應付專營權費	Licence fees payable	(6,894)	—	(6,894)
		47,463	28,552	76,015
減：少數股東權益	Less: minority interest	(11,866)	—	(11,866)
所收購淨資產之公平值	Fair values of net assets acquired	35,597	28,552	64,149
收購代價總額	Total purchase consideration	45,477	51,547	97,024
所收購附屬公司的現金及 現金等價物	Cash and cash equivalents in subsidiaries acquired	(36,689)	—	(36,689)
抵銷貿易應收帳款結算	Settled by offsetting with trade receivable	—	(32,468)	(32,468)
應付代價(包括應計帳款及 其他應付帳款)	Consideration payable (included in accruals and other payables)	—	(762)	(762)
收購後現金流出	Cash outflow on acquisition	8,788	18,317	27,105

除了因業務合併所帶來的專營權及客戶關係外，所收購業務的資產及負債的帳面值與其公平值相若。

Except for the licence rights and customer relationships arising from business combinations, the carrying amounts of the assets and liabilities of the acquired businesses approximate their fair values.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 34 關聯方交易

若一方有能力直接或間接控制另一方或對另一方的財務及營運決策有重大影響力，以及受共同控制或有共同重大影響者，則視為關聯方。

除於此等綜合財務報表中所披露者外，本集團與關聯方曾進行以下主要交易：

#### (a) 銷售貨品

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
附屬公司少數股東 — Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	57,702	50,846
本集團共同控制實體 — 廣州嘉運體育用品有限公司* 運動站有限公司* 嘉運體育用品有限公司*	Jointly controlled entities of the Group – Guangzhou Win Sports Limited* Sport Corners Limited* Win Sports Limited*	6,579 1,160 —	4,621 6,919 730
		<b>65,441</b>	<b>63,116</b>

貨品按雙方協定的價格出售。

\* 向該等公司銷售貨品計入彼等為本集團共同控制實體的期間內。

### 34 Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Apart from those disclosed elsewhere in these consolidated financial statements, the following significant transactions were carried out with related parties:

#### (a) Sales of goods

Goods are sold at prices mutually agreed by both parties.

\* Sales of goods to these companies were included for the period when they were jointly controlled entities of the Group.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 34 關聯方交易 (續)

### 34 Related party transactions (Continued)

#### (b) 購買貨品

#### (b) Purchases of goods

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
附屬公司少數股東－ Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	1,469	—
本集團聯營公司－ Fu Jin Bowker Company Limited	Associate of the Group – Fu Jin Bowker Company Limited	180,123	126,656
		<b>181,592</b>	126,656

貨品按雙方協定的價格購買。

Goods are purchased at prices mutually agreed by both parties.

#### (c) 購買服務及專營權

#### (c) Purchases of services and royalty

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>購買服務</b>	<b>Purchases of services</b>		
附屬公司少數股東－ Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	1,790	1,191
本集團的共同控制實體－ 嘉運體育用品有限公司 Gdalee International Inc.	Jointly controlled entities of the Group – Win Sports Limited Gadlee International Inc.	— 5,619	848 6,075
本集團聯營公司－ 富順寶嘉染整興業 (河源)有限公司	Associate of the Group – Fu Hsun Bowker Dyeing Factory (Heyuan) Company Limited	—	30
		<b>7,409</b>	8,144
<b>應付／已付專營費</b>	<b>Royalty paid/payable</b>		
附屬公司少數股東－ Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	53,561	—

購買服務主要為按雙方協定的基礎向有關方予以支付的佣金。

Purchases of services primarily relate to commission paid to related parties on the basis mutually agreed by both parties.

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 34 關聯方交易 (續)

### 34 Related party transactions (Continued)

(d) 銷售／購買貨品及服務所產生  
之年終結餘

(d) Year-end balances arising from sales/purchases of  
goods and services

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
<b>應收關聯方款項</b> (包括應收貿易帳款) :	<b>Receivables from related parties</b> (included in trade receivables):		
附屬公司少數股東實益 Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	8,556	1,855
本集團共同控制實體 – 廣州嘉運體育用品有限公司 運動站有限公司 嘉運體育用品有限公司	Jointly controlled entities of the Group – Guangzhou Win Sports Limited Sport Corners Limited Win Sports Limited	— — —	5,622 4,647 59
本集團聯營公司 – Fu Jin Bowker Company Limited	Associate of the Group – Fu Jin Bowker Company Limited	—	18
		<b>8,556</b>	<b>12,201</b>
<b>應付關聯方款項</b> (包括應付貿易賬款) :	<b>Payables to related parties</b> (included in trade payables):		
附屬公司少數股東 – Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	781	455
本集團共同控制實體 – 嘉運體育用品有限公司	Jointly controlled entity of the Group – Win Sports Limited	—	882
本集團聯營公司 – Fu Jin Bowker Company Limited	Associate of the Group – Fu Jin Bowker Company Limited	28,832	18,873
		<b>29,613</b>	<b>20,210</b>



## 綜合財務報表附註 Notes to the Consolidated Financial Statements

## 34 關聯方交易 (續)

## 34 Related party transactions (Continued)

(d) 銷售／購買貨品及服務所產生之年終結餘

(d) Year-end balances arising from sales/purchases of goods and services

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
應付關聯方款項 (包括應計賬款及其他應付賬款)	<b>Payable to a related party (included in accruals and other payables):</b>		
附屬公司少數股東— Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	22,615	—
應付關聯方款項 (包括應付專營權費)	<b>Payable to a related party (included in licence fees payable):</b>		
附屬公司少數股東— Umbro International Limited	Minority shareholder of a subsidiary – Umbro International Limited	—	190,014

所有款項為無抵押及須於一般貿易信貸期內支付。

All amounts are unsecured and payable within normal trade credit terms.

(e) 應付附屬公司款項

(e) Amounts due to subsidiaries

應付附屬公司款項均為無抵押、免息及須於催繳時償還。

Amounts due to subsidiaries are unsecured, interest-free and are due on demand.

(f) 主要管理人員酬金

(f) Key management compensation

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
薪金、花紅及津貼	Salaries, bonus and allowances	14,934	15,199
退休福利 — 界定 供款計劃	Retirement benefits – defined contribution schemes	96	114
授出購股權	Share options granted	7,003	9,652
		22,033	24,965

## 綜合財務報表附註 Notes to the Consolidated Financial Statements

### 35 最終控股公司

本公司董事視Quinta Asia Limited(為於英屬處女群島註冊成立的公司)為最終控股公司。

### 36 結算日後事項

於二零零七年十二月三十一日後發生的重大事件概述如下：

於二零零七年十二月，本集團訂立收購上海羅衣集製衣有限公司(一家於中國註冊成立的外資全資企業)的100%權益及若干成衣業務的有條件協議，估計現金代價約為10,200,000港元(相等於約1,300,000美元)，將按照截至二零零八年十二月三十一日止年度上海羅衣集製衣有限公司及所收購業務的除稅後溢利總額調整。上海羅衣集製衣有限公司及所收購業務在中國大陸及香港從事成衣生產及買賣。本集團預期於二零零八年完成該等收購，並正在評估上海羅衣集製衣有限公司及所收購業務的資產、負債、或有負債及已識別無形資產(如有)的公平值，故此，在目前階段連同商譽披露其相應的金額並不可行。

### 35 Ultimate holding company

The Company's directors regard Quinta Asia Limited, a company incorporated in the British Virgins Islands, as being the ultimate holding company.

### 36 Subsequent event

The following significant event has taken place subsequent to 31 December 2007:

In December 2007, the Group entered into conditional agreements to acquire 100% interest in Union Garment Company Limited, a wholly foreign owned enterprise incorporated in Mainland China, and certain garment business, at an estimated cash consideration of approximately HK\$10.2 million (equivalent of approximately US\$1.3 million), which is to be adjusted based on the total after-tax profits of Union Garment Limited and the acquired business for the year ending 31 December 2008. Union Garment Limited and the acquired business are engaged in manufacturing and trading of garments in Mainland China and Hong Kong. The Group expects to complete these acquisitions in 2008, and is in the process of assessing the fair values of assets, liabilities, contingent liabilities and identified intangible assets, if any, of Union Garment Limited and the acquired garment business and it is impracticable to disclose their respective amounts together with the goodwill so arising at the current stage.

## 詞彙 Glossary

在本年報中，除文義另有所指外，以下詞語具有以下涵義：

「董事會」	本公司董事會	“Board”	the board of Directors of the Company
「本公司」	永嘉集團控股有限公司，於二零零五年十二月十三日在開曼群島註冊成立的受豁免有限公司	“Company”	Win Hanverky Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 13 December 2005
「關連人士」	上市規則所定義者	“Connected Person”	has the meaning ascribed to it under the Listing Rule
「董事」	本公司董事	“Director(s)”	the director(s) of the Company
「歐盟」	歐洲聯盟	“EU”	the European Union
「四大球會」	曼聯、巴塞隆拿、祖雲達斯及巴黎聖日耳門，該等球會的標誌及商標已根據球隊專營權協議授權嘉運使用	“Four Soccer Teams”	Manchester United Football Club, Barcelona Football Club, Juventus Football Club and Paris Saint-Germain Football Club, which logos and trademarks are licensed to Win Sports, pursuant to the Soccer Team Licence Agreement.
「大中華」	中國、澳門、香港及台灣地區	“Greater China”	the PRC, Macau, Hong Kong and Taiwan region
「本集團」	本公司及其附屬公司	“Group” or “we” or “our” or “us”	the Company and its subsidiaries
「港元」	香港法定貨幣港元	“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
「香港」	中國香港特別行政區	“Hong Kong”	the Hong Kong Special Administrative Region in the PRC
「上市日期」	本公司股份開始在主板買賣的日期，即二零零六年九月六日星期三	“Listing Date”	the date of commencement of dealings in our Shares on the Main Board, which is on Wednesday, 6 September 2006
「上市規則」	香港聯合交易所有限公司證券上市規則	“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

## 詞彙 Glossary

「主板」	成立聯交所創業板前由聯交所經營的股票市場(不包括期權市場)，現時與聯交所創業板同時由聯交所經營(謹此說明，主板不包括聯交所創業板)	“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange (for avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange)
「NYL」	New York Laundry的品牌名稱	“NYL”	a brand named New York Laundry
「OEM」	原設備生產商的簡稱，自行生產或向其他生產商採購可能須改良的貨品或設備，加上品牌再由第三方轉售	“OEM”	acronym for original equipment manufacturer, a business that manufactures or purchases from other manufacturers and possibly modifies goods or equipment for branding and resale by others
「發售價」	每股股份2.28港元的發售價	“Offer Price”	the offer price of HK\$2.28 per share
「首次公開售股前購股權」	於本公司上市前向本集團若干僱員及一名顧問授出的購股權	“Pre-IPO Share Option”	the options granted by the Company to certain employees and a consultant of the Group prior to the listing of the Company
「中國」或「中國大陸」	中華人民共和國，不包括香港、澳門及台灣	“PRC” or “Mainland China”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
「人民幣」	中國法定貨幣人民幣	“RMB”	Renminbi, the lawful currency of the PRC
「股份」	本公司股本中每股面值0.10港元的股份	“Share(s)”	the share(s) of HK\$0.10 each in the share capital of the Company
「股東」	本公司股東	“Shareholders”	shareholders of the Company
「球隊專營權協議」	嘉運與獨立第三方 Toy Island Manufacturing Company Limited於二零零五年四月二十八日訂立的專營權協議，協議有關在大中華區分銷、宣傳、推廣、促銷及銷售採用四大球會品牌的運動服及配件	“Soccer Team Licence Agreement”	the licence agreement entered into between Win Sports and Toy Island Manufacturing Company Limited, an independent third party, on 28 April 2005, in respect of the distribution, advertising, marketing, promotion and the sale of sportswear and accessories under the brand names of the Four Soccer Teams in the Greater China

## 詞彙 Glossary

「球隊產品」	根據球隊專營權協議授予嘉運特許權以採用四大球會品牌的指定運動服及配件	“Soccer Team Products”	a selection of sportswear and accessories bearing the brands of the Four Soccer Teams licensed to Win Sports pursuant to the Soccer Team License Agreement
「聯交所」	香港聯合交易所有限公司，為香港交易及結算所有限公司的全資附屬公司	“Stock Exchange”	the Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
「T&S BVI」	Team & Sports (BVI) Limited，為本公司的間接全資附屬公司	“T&S BVI”	Team & Sports (BVI) Limited, being an indirect wholly-owned subsidiary of our Company
「天運洋行」	天運洋行有限公司，於二零零六年十二月三十一日為本公司間接擁有75%權益的附屬公司，其隨後於二零零七年成為本公司擁有60%權益的附屬公司。	“T&S HK”	Team & Sports Limited, being an indirect 75% owned subsidiary of our Company as at 31 December 2006 which subsequently became a 60%-owned subsidiary of the Company in 2007
「TSG BVI」	TSG (BVI) Limited，於處女群島註冊成立的公司	“TSG BVI”	TSG (BVI) Limited, a company incorporated in the BVI
「天生集團」	TSG BVI及其附屬公司	“TSG Group”	TSG BVI and its subsidiaries
「Umbro集團」	Umbro plc，於倫敦證券交易所上市的公司，及其附屬公司、聯營公司及其本身或附屬公司或聯營公司控制的公司	“Umbro Group”	Umbro plc, a company listed on the Stock Exchange of London, and its subsidiaries, associates and entities or companies controlled by it or its subsidiaries or its associates
「Umbro分銷協議」	Umbro International Limited (Umbro集團的其中一家成員公司)與T&S HK於二零零七年二月八日訂立的分銷協議，取代就在大中華銷售及分銷Umbro產品及從Umbro集團購入Umbro產品而訂立的Umbro專營權協議	“Umbro Distributor Agreement”	the distributor agreement dated 8 February 2007 and entered between Umbro International Limited, one of the members of the Umbro Group, and T&S HK in respect of the sale and distribution of Umbro Products in the Greater China and purchases of Umbro Products from the Umbro Group, superseding the Umbro Licence Agreement

## 詞彙 Glossary

「Umbro 專營權協議」	天運洋行與Umbro集團成員 Umbro Licensing Limited於二零零一年五月二十四日訂立的專營權協議，以在中國及香港銷售及分銷Umbro產品	“Umbro Licence Agreement”	the licence agreement entered into between T&S HK and Umbro Licensing Limited, a member of the Umbro Group, on 24 May 2001 in respect of the sale and distribution of Umbro Products in the PRC and Hong Kong
「Umbro產品」	根據Umbro分銷協議採用Umbro品牌由本集團分銷的指定運動服及其他用品	“Umbro Products”	a selected range of sportswear and other products bearing the Umbro brand and distributed by us pursuant to the Umbro Distributor Agreement
「美國」	美利堅合眾國	“US”	the United States of America
「嘉運」	嘉運體育用品有限公司，為本公司共同控制實體，截至二零零六年十二月三十一日由本公司與TSG BVI各自間接擁有50%權益，其後於二零零七年成為本公司持有75%股權的附屬公司	“Win Sports”	Win Sports Limited, a jointly controlled company of our Company and indirectly owned as to 50% by our Company and 50% by TSG BVI as at 31 December 2006 which subsequently became a 75%-owned subsidiary of the Company in 2007
「嘉運集團」	嘉運及其附屬公司	“Win Sports Group”	Win Sports and its subsidiaries