



PACIFIC TEXTILES HOLDINGS LIMITED  
互太紡織控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)  
(Stock Code 股份代號: 01382)

ANNUAL REPORT 年報

2009

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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Mr. WAN Wai Loi (*Chairman*)  
Mr. TSANG Kang Po (*Vice Chairman*)  
Mr. LAM Wing Tak (*Chief Executive Officer*)  
Dr. LAM King Man

#### Non-executive Directors

Mr. CHOI Kin Chung  
Mr. IP Ping Im  
Mr. HO Hsiang Ming, James  
Mr. LAU Yiu Tong  
Mr. Vivek KALRA  
(*Alternate Director to Mr. Ho Hsiang Ming, James*)

#### Independent Non-executive Directors

Mr. CHAN Yue Kwong, Michael  
Mr. NG Ching Wah  
Mr. SZE Kwok Wing, Nigel

### Audit Committee

Mr. SZE Kwok Wing, Nigel (*Chairman*)  
Mr. CHAN Yue Kwong, Michael  
Mr. NG Ching Wah

### Remuneration Committee

Mr. CHAN Yue Kwong, Michael (*Chairman*)  
Mr. NG Ching Wah  
Mr. SZE Kwok Wing, Nigel  
Mr. LAM Wing Tak  
Mr. TSANG Kang Po

### Nomination Committee

Mr. NG Ching Wah (*Chairman*)  
Mr. CHAN Yue Kwong, Michael  
Mr. SZE Kwok Wing, Nigel  
Mr. LAM Wing Tak  
Mr. TSANG Kang Po

### Company Secretary

Mr. WU Tai Cheung, CPA, HKICS

### Principal Bankers

BNP Paribas, Hong Kong Branch  
Citibank N.A.  
DBS Bank (Hong Kong) Ltd.  
Hang Seng Bank Ltd.  
The Hongkong and Shanghai Banking Corp. Ltd.  
Industrial and Commercial Bank of China (Asia) Ltd.  
Standard Chartered Bank (Hong Kong) Ltd.

### 董事局

#### 執行董事

尹惠來先生(*主席*)  
曾鏡波先生(*副主席*)  
林榮德先生(*行政總裁*)  
林景文博士

#### 非執行董事

蔡建中先生  
葉炳棧先生  
賀象民先生  
劉耀棠先生  
Vivek Kalra先生  
(*賀象民先生之替任董事*)

#### 獨立非執行董事

陳裕光先生  
伍清華先生  
施國榮先生

### 審核委員會

施國榮先生(*主席*)  
陳裕光先生  
伍清華先生

### 薪酬委員會

陳裕光先生(*主席*)  
伍清華先生  
施國榮先生  
林榮德先生  
曾鏡波先生

### 提名委員會

伍清華先生(*主席*)  
陳裕光先生  
施國榮先生  
林榮德先生  
曾鏡波先生

### 公司秘書

胡大祥先生 · CPA, HKICS

### 主要往來銀行

法國巴黎銀行香港分行  
花旗銀行  
星展銀行(香港)有限公司  
恆生銀行有限公司  
香港上海滙豐銀行有限公司  
中國工商銀行(亞洲)有限公司  
渣打銀行(香港)有限公司

# Corporate Information

## 公司資料

### Auditor

PricewaterhouseCoopers  
Certified Public Accountants

### Legal Advisers

Linklaters (as to Hong Kong Laws)  
King & Wood (as to PRC Laws)

### Compliance Adviser

Anglo Chinese Corporate Finance, Limited

### Registered Office

P.O. Box 309GT, Uglund House  
South Church Street  
George Town, Grand Cayman  
Cayman Islands

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

7/F, Block B, Eastern Sea Industrial Building  
48-56 Tai Lin Pai Road, Kwai Chung  
New Territories, Hong Kong

### Principal Place of Business in the PRC

Liu Chong Tong Xin County,  
Wan Qing Sha Town  
Nansha, Guangzhou City,  
Guangdong Province, PRC

### Principal Share Registrar

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman, Cayman Islands

### Hong Kong Branch Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### Hong Kong Stock Exchange Stock Code

01382

### Company Website

[www.pacific-textiles.com](http://www.pacific-textiles.com)

### 核數師

羅兵咸永道會計師事務所  
香港執業會計師

### 法律顧問

年利達律師事務所(香港法律)  
金杜律師事務所(中國法律)

### 合規顧問

英高財務顧問有限公司

### 註冊辦事處

P.O. Box 309GT, Uglund House  
South Church Street  
George Town, Grand Cayman  
Cayman Islands

### 總辦事處及香港主要營業地點

香港新界葵涌  
大連排道48-56號  
東海工業大廈B座8樓

### 中國主要營業地點

中國廣東省  
廣州市南沙  
萬頃沙鎮  
六涌同興村

### 主要股份過戶登記處

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman, Cayman Islands

### 股份過戶登記處香港分處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17樓1712-1716室

### 香港聯合交易所股份代號

01382

### 公司網址

[www.pacific-textiles.com](http://www.pacific-textiles.com)



# Chairman's Statement

## 主席報告書

### Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report of the Group for the year ended 31 March 2009.

The global financial turmoil triggered by the US subprime crisis in 2008 has had major impacts on economy around the world. As a result, the textile industry was faced with unprecedented challenges during the year under review. Despite the challenging environment, the Group continued to grow and firmly established the Group as the leading manufacturer of customized knitted fabrics in the textile industry.

### Sustained Business Growth Despite Challenging Environment

Despite the unfavorable market conditions, the Group enjoyed a solid financial position during the 2009 Financial Year and continued to maintain a satisfactory performance with revenue reaching HK\$4,734.8 million for the 2009 Financial Year, representing an increase of 10.6% over the previous year.

During the 2009 Financial Year, surging commodity prices and appreciation of Renminbi had led to an increase in production costs. With proven diversified business model and stringent cost management, the Group managed to mitigate the impact. Gross profit for the year and profit attributable to the equity holders of the Company dropped slightly to HK\$687.0 million and HK\$376.5 million respectively. Earnings per share was HK\$0.26. (2008: HK\$0.28)

The Group further improved cash and working capital management, and managed capital expenditure prudently in accordance with market demand. As a result, the Group's net cash inflow before financing activities increased 117.1% to HK\$655.5 million, further strengthening its financial position and balance sheet.

In view of the Group's positive business performance and sound financial conditions, the Board has recommended the payment of a final dividend of HK 12.0 cents per share. Together with the interim dividend of HK 3.0 cents per share, total dividend for the 2009 Financial Year amounted to HK 15.0 cents per share.

### 至各股東：

本人謹代表董事局欣然提呈本集團截至2009年3月31日止年度之年報。

於2008年，美國次按危機引發全球金融風暴，對世界各地經濟造成巨大衝擊。紡織業於回顧年內因而面對前所未見之挑戰，儘管營商環境充滿挑戰，本集團仍能維持業務取得增長，奠定本集團作為紡織業內主要訂製針織布生產商之翹楚地位。

### 縱然環境充滿挑戰，仍能維持業務增長

儘管市況不甚明朗，本集團於2009年財政年度之財務狀況仍然相當穩健，並繼續維持理想表現，於2009年財政年度收益達4,734.8百萬港元，較去年躍升10.6%。

於2009年財政年度，商品價格飆升及人民幣升值導致生產成本上漲。憑藉多元化之業務模式及嚴謹的成本管理，本集團得以減輕有關影響。年內毛利及本公司股權持有人應佔溢利分別微跌至687.0百萬港元及376.5百萬港元。每股盈利為0.26港元(2008年：0.28港元)。

本集團進一步改善現金及營運資金管理，並因應市場需求而審慎監控資本開支。因此，本集團之融資活動前現金流入淨額增加117.1%至655.5百萬港元，進一步加強本集團財務狀況及資產負債狀況。

鑑於本集團業務表現理想及財務狀況穩健，董事局建議派付末期股息每股12.0港仙。連同中期股息每股3.0港仙計算，於2009年財政年度派付之股息總額為每股15.0港仙。

# Chairman's Statement

## 主席報告書

### Demonstrated Resilience and Achieved Milestones

The 2009 Financial Year was a year of both opportunities and challenges for the textiles industry. A plunging world economy had posed serious challenges for exports during the year under review. Consumer confidence was adversely impacted by the unprecedented global financial crisis which led to a slowdown in purchase orders. At the same time, manufacturers in China, including the Group, experienced a volatile operating environment partly driven by surging raw material and overhead costs. The appreciation of Renminbi and tighter environmental laws also exerted pressure on the industry and helped speed up industry consolidation. Nevertheless, riding on the Group's well-established environmental-conscious infrastructure and equipment, enhanced operational efficiency and strategic initiatives together with its sound financial position, the Group was able to maintain its core competencies and increased its market share despite the challenging environment. These core competencies also further enhanced competitiveness and strengthened the Group's relationships with international apparel brand owners.

During the 2009 Financial Year, sales volume of the Group increased 1.4% to 157.2 million pounds and the Group has successfully strengthened its foothold in the Asian markets and diversified the geographical reach to reduce reliance on the US market. Sales to Japan and China increased satisfactorily during this financial year and the Group will also continue to dedicate effort in expanding into China to capture the strong growth in its domestic market. In November 2008, the Group also took the initiative to diversify its production base to Bangladesh by establishing a joint venture with three strategic partners including the holding company of UNIQLO Japan. Apart from offering lower production costs, the Bangladesh project would enable the Group to further expand into the Japan and EU markets and capture new opportunities as there are no tariffs and quota restrictions in Japan and Europe for textiles products imported from Bangladesh.

Expansion works at the Sri Lanka plant were completed in 2008, contributing significantly to the business growth of the Group during the 2009 Financial Year.

In line with its business strategy, the Group also continued to maintain high standards in environmental protection and sustainability initiatives and has been recognized by government agencies. In May 2009, its Panyu plant was accredited as Environmentally Trustworthy Enterprise – Green Label (環保誠信企業 – 綠牌標示) in the China Environmental Labelling Programme (中國環境標誌計劃) launched by National Environmental Protection Bureau (國家環保總局). The Group has also participated in the Cleaner Production Partnership Programmes organized by Hong Kong Productivity Council. In April 2009, the Panyu plant was awarded as Cleaner Production Corporation (清潔生產企業) by Economic and Trade Commission of Guangdong Province (廣東省經濟貿易委員會) and Guangdong Bureau of Science and Technology (廣東省科學技術廳) in recognition of the Group's achievement on maintaining clean production first-class standards (清潔生產一級技術指標).

### 克服逆境，實現多項里程碑

2009年財政年度對紡織業而言，乃機會及挑戰並存的一年。於回顧年度，全球經濟持續下滑對出口造成嚴峻挑戰。前所未見之全球金融危機對顧客的信心造成負面影響，以致採購訂單放緩。同時，包括本集團在內之中國生產商須面對部分因原料及間接成本上升引致經營環境變得波動。人民幣升值及環保法規的收緊亦對業界帶來壓力，並有助加速行業整合。然而，全賴本集團根基穩固之環保基建及設備，已提升之營運效率及策略性舉措，加上穩固的財務狀況，本集團能夠維持核心實力，於嚴峻的環境下仍能增加市場佔有率。該等核心實力亦進一步提升本集團競爭力，且鞏固本集團與國際服裝品牌擁有人之關係。

於2009年財政年度，本集團之銷售量增加1.4%至157.2百萬磅，且成功加強於亞洲市場據點，擴展區域市場以減低對美國市場之依賴。日本及中國之銷售額於本財政年度取得令人滿意的增幅，本集團亦將繼續加大擴展中國市場之力度，以抓緊內銷市場之強勁增長。本集團於2008年11月與日本UNIQLO之控股公司等三個策略夥伴建立合營企業，將生產基地擴展至孟加拉。該孟加拉項目除了減低生產成本，亦由於從孟加拉入口紡織品往歐洲及日本並無關稅或配額限制，讓本集團可進一步擴展業務至日本及歐盟市場，把握新機遇。

斯里蘭卡廠房的擴展工程已於2008年完成，為本集團2009年財政年度之業務增長帶來顯著的貢獻。

本集團亦將不斷維持高水平之環保及可持續發展措施以配合業務策略，且已獲政府機構認可。在2009年5月國家環保總局所舉辦的中國環境標誌計劃中，番禺廠房獲評定為環保誠信企業 – 綠牌標示。本集團亦參與生產力促進局籌辦之清潔生產伙伴計劃，於2009年4月，番禺廠房獲廣東省經濟貿易委員會及廣東省科學技術廳頒授清潔生產企業獎項，表揚本集團於維持清潔生產一級技術指標之成績。

# Chairman's Statement

## 主席報告書

### Continue to Maintain Core Competencies to Capture Opportunities

Looking ahead, the operating environment will remain tough and industry consolidation will continue. The Group believes textiles manufacturers with a solid business foundation and competitive advantages will benefit from the consolidation. The Group, with its strong manufacturing capabilities, well-established and environmentally-conscious infrastructure, and unique offering of value-added products and service, is well positioned to capture opportunities and increase market share, thereby strengthening and consolidating its leading market position.

Notwithstanding the challenges that lie ahead, the Group will stay on track and continue to execute its stated strategy. Moreover, the Group will seek to further expand its production volume and continue to focus on maintaining its competitiveness by pursuing market diversification, implementing technology upgrades and enhancing operational efficiency. At the same time, the Group will closely monitor the changes in the macroeconomic environment and adjust its business strategy accordingly if necessary.

The future holds considerable opportunities for Pacific Textiles. Track record of the Group has demonstrated the resilience and strength of the strategy and diversified business platform. Through its increased capabilities, I am confident that Pacific Textiles will be able to deliver more encouraging returns and increase value further for our shareholders in the times ahead.

I would like to thank our shareholders for their continuing support. I also would like to take this opportunity to express my gratitude to our management and staff for their contribution and hard work during this challenging period.

On behalf of the Board

**Wan Wai Loi**  
CHAIRMAN

Hong Kong, 17 July 2009

### 保持核心能力以把握機遇

展望未來，經營環境仍然艱巨，行業整合亦將持續。本集團相信穩固業務基礎及具競爭優勢的紡織生產商將受惠於行業整合。本集團將憑藉強勁的生產能力、完善之環保基建以及獨特之增值產品及服務，把握市場機遇及擴大市場佔有率，並藉此加強及鞏固本集團之市場領導地位。

儘管前景充滿挑戰，本集團將堅定不移，繼續推行上述各項策略。此外，本集團將進一步擴大產量，並透過拓展多元化市場、提升技術及提高營運效率，致力維持競爭力。與此同時，本集團將密切監察宏觀經濟環境之變動，並於需要時調整業務策略。

對互太紡織而言，未來充滿不少的機會。本集團之往績反映策略和拓展多元化業務平台之抗禦能力和優勢。我相信透過增加產能，互太紡織將能夠進一步為股東提供更令人鼓舞的回報與增加價值。

本人衷心感謝股東對本集團的不斷支持。並藉此向管理層與全體員工在這充滿挑戰的時期所作出的貢獻與辛勤工作致以誠摯的謝意。

承董事局命

主席  
尹惠來

香港，2009年7月17日

# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

#### Overview

The 2009 Financial Year was a period of challenges and opportunities for the Group and the industry. The subprime crisis had struck the global economy and resulted in poor consumption sentiment hence reducing market demand, posing challenges to the industry. On the other hand, it accelerated industry consolidation, providing enormous expansion opportunities to strong industry players. In spite of the challenging and uncertain operating environment, the Group maintained growth in sales volume and selling price during the year under review.

Despite the weakened demand, rapid industry consolidation had enabled stronger players to increase market share. As a result, sales volume of the Group for the year under review increased 1.4% to 157.2 million pounds. The Group achieved a revenue of HK\$4,734.8 million for the year under review, representing an increase of 10.6% as compared to the previous financial year. In order to reduce reliance on the U.S. market, the Group diversified its geographic market reach to Japan and China. During the year, the Group also further strengthened its presence in the EU market.

During the 2009 Financial Year, rising crude oil and commodity prices had driven higher the costs of yarns, fuel, dyestuff and other raw materials, resulting in higher production costs. Due to a combination of inflationary pressure and appreciation of Renminbi, cost of sales as a percentage of revenue rose to 85.5% from 83.7% last year. As a result, the Group's gross profit and profit attributable to the equity holders of the Company dropped slightly to HK\$687.0 million and HK\$376.5 million respectively. Gross profit margin and net profit margin were 14.5% and 8.0% respectively. The management of the Group strived to mitigate impacts through improving operational efficiency, upgrading production facilities and adjusting selling prices. Furthermore, quality products and well-established client relationships had allowed the Group to increase its blended average selling price ("ASP") by about 9.1% to HK\$30.1 per pound (2008: HK\$27.6 per pound), alleviating the magnitude brought about by higher costs.

The Group's other revenue was HK\$58.5 million (2008: HK\$57.8 million) for the 2009 Financial Year, representing an increase of 1.2%. Other revenue comprised mainly sub-contracting income and sales of residual materials.

Other net gains, mainly fair value gains from derivative financial instruments and foreign exchange difference, decreased by 98% to HK\$1 million (2008: HK\$50.7 million). The Group entered forward contracts to hedge against currency fluctuations of US dollar and Renminbi. In view of the volatile financial market, the Group reduced its exposure to those financial instruments during the year under review.

### 業務回顧

#### 綜述

2009年財政年度對本集團以至整體行業而言乃充滿挑戰與機遇的一年。次按危機打擊全球經濟，導致消費信心疲弱，從而令市場需求減少，為行業帶來挑戰。另一方面，亦加快了行業整合，為實力雄厚的業者提供許多大幅擴張的機會。儘管經營環境充滿挑戰和不明朗，本集團於回顧年內保持銷售量和銷售價格增長。

儘管需求疲弱，快速的行業整合有助提升實力雄厚的業者的市場佔有率。本集團的銷售量於回顧年內，增加1.4%至157.2百萬磅。本集團於回顧年內錄得收入為4,734.8百萬港元，較上一財政年度增加了10.6%。為減少對美國市場的依賴，本集團拓展區域市場覆蓋到日本和中國。年內，本集團亦進一步鞏固了其於歐洲的市場地位。

2009年財政年度內，原油及商品價格上升導致紗線、燃料、染料及其他原料成本增加，導致生產成本上升。受累於通貨膨脹壓力加上人民幣升值，本集團銷售成本佔收入的比例由去年83.7%增加至85.5%。因此，本集團的毛利和本公司權益持有人應佔溢利略為下降至分別687.0百萬港元與376.5百萬港元。毛利率和淨利潤率分別為14.5%和8.0%。本集團的管理層通過提高生產效率、改善生產設施與提高銷售價格，以減輕其影響。此外，優質的產品和良好的客戶關係使本集團能夠提高其綜合平均銷售價（「綜合平均銷售價」）約9.1%至每磅30.1港元（2008年：每磅27.6港元），以舒緩高成本的影響。

本集團2009年財政年度之其他收入為58.5百萬港元（2008年：57.8百萬港元），增長1.2%。其他收入主要包括分包收入和出售剩餘物料。

其他淨收益主要指衍生金融工具公平值及外匯變動之收益，減少98%，至1百萬港元（2008年：50.7百萬港元）。本集團為對沖美元及人民幣之匯兌波動而訂立遠期合約。於回顧年度，鑑於金融市場波動，本集團已減少利用金融工具，以減低風險。



# Management Discussion and Analysis

## 管理層討論與分析

### Business Review (Continued)

#### Overview (Continued)

Distribution and selling expenses dropped 17.2% to HK\$149.9 million (2008: HK\$181.0 million). The notable decrease was mainly due to a significant amount of customer claims resulting from teething problems caused by the new production equipment in the previous financial year. Related equipment installation has been completed and the management believes the upgraded facilities will help to improve the operational efficiency and competitiveness of the Group in the long run.

During the year, general and administrative expenses were HK\$170.6 million (2008: HK\$170.9 million), representing a slight decrease of HK\$0.3 million or 0.2%. The Group maintained an efficient cost structure and will continue to exercise a tight control on costs. For the 2009 Financial Year, operating profit was HK\$426.1 million (2008: HK\$453.5 million), representing a decrease of 6.0%.

#### Customers and Products

Despite the adverse operating environment and poor consumption sentiment, the weakened global economies had triggered rapid industry consolidation and washed out less competitive players in the industry as orders were switched to the stronger players. As a result, sales volume of the Group increased 1.4% to 157.2 million pounds compared to 155 million pounds last year.

On the other hand, the capability to produce value-added and complex fabric enabled the Group to transfer part of the cost increment to the customers, leading to a 9.1% increase in ASP to HK\$30.1 per pound (2008: HK\$27.6 per pound), mitigating the effect of the higher costs. Capabilities to provide customized fabrics that suit client's specific needs are one of the key strengths of the Group securing its leading position in the market.

The Group has developed close and long-standing relationships with major brand owners, including Calvin Klein, Liz Claiborne, Maidenform, Marks & Spencer, Triumph, UNIQLO, VF Intimates and Victoria's Secret, as well as well-known Chinese brands such as ANTA Sports and Aimer, which allows the Group to enjoy stable purchase orders. The top five customers and brand owners accounted for approximately 39.5% and 41.1% respectively of the Group's total revenue during the year under review.

In response to weakened demand in the US, the Group has been proactively diversifying its geographical market reach with a focus on China and Japan and has made encouraging progress in expanding its sales to these markets. Although it is still at a start-up phase in China, the Group will continue to invest in the country as it is now one of the key markets for growth thanks to its rising domestic brands and their growing appetite for quality fabrics. Moreover, when the Group's plant in Bangladesh commences operation in 2011, sales to Japan and EU markets are expected to increase further as there are no tariffs and quota restrictions in Japan and Europe for goods from Bangladesh.

### 業務回顧(續)

#### 綜述(續)

分銷及銷售開支下跌17.2%至149.9百萬港元(2008年:181.0百萬港元)。此顯著下降主要由於上個財政年度裝置的新生產設備所造成的短暫性問題令大量的客戶索賠所致。相關的設備安裝已經完成，而管理層認為，惟長遠而言，優化設施將可改善本集團之營運效率及競爭力。

年內，一般及行政開支為170.6百萬港元(2008年:170.9百萬港元)，微跌0.3百萬港元或0.2%。本集團維持具效益之成本架構並將繼續實行嚴謹監控成本之措施。於2009年財政年度，本集團經營溢利為426.1百萬港元(2008年:453.5百萬港元)，減少6.0%。

#### 客戶與產品

儘管經營環境充滿挑戰和消費信心疲弱，全球經濟不景氣加速了行業整合，淘汰競爭力較弱的業者，訂單轉向實力雄厚的業者。因此，本集團的銷售量增加1.4%至157.2百萬磅，去年同期為155百萬磅。

另一方面，本集團能生產高增值和複雜的布料，使本集團能夠把部分成本轉嫁至客戶，導致綜合平均銷售價上升9.1%至每磅30.1港元(2008年:每磅27.6港元)和減輕高成本的影響。本集團能提供符合客戶指定要求之布料迎合客戶之特定需要，實為本集團其中一個主要優勢，確保其於市場之領導地位。

本集團與主要品牌擁有人如Calvin Klein、Liz Claiborne、Maidenform、馬莎、黛安芬、UNIQLO、VF Intimates及Victoria's Secret以及中國著名品牌如安踏體育與愛慕已建立了緊密而長期的關係，令本集團能夠獲得穩定之購買訂單。於回顧年內，五大客戶與品牌擁有人客戶分別佔本集團銷售總額之39.5%與41.1%。

針對美國需求減弱，本集團一直積極主動地拓展多元化地域市場并把中國與日本定為重點市場，本集團在這些市場的銷售進程令人鼓舞。雖然本集團在中國市場的業務仍處於起步階段，但國產品牌對優質布料日益增長的需求，使中國成為一個主要市場，本集團將繼續增加投資。此外，由於從孟加拉出口貨物往日本和歐洲並無關稅和配額限制，當本集團之孟加拉工廠於2011年開始投產，預計將進一步增加日本和歐盟市場的銷售。

# Management Discussion and Analysis

## 管理層討論與分析

### Business Review (Continued)

#### Production and Capacity Expansion

During the year, the Group took several strategic moves to expand its production capacity and enhance its operation.

##### *Bangladesh plant*

In November 2008, the Company established a joint venture in Singapore with Fast Retailing Co., Ltd., the holding company of UNIQLO Japan, Crystal International Limited and Trendit Corporation, to jointly set up fabric and garment production facilities in Bangladesh. It is expected that the facilities will commence operation by 2011. This strategic move enables the Group to further expand its presence in the Japan and EU markets as there are no tariffs or quota restrictions on goods exported to EU and Japan from Bangladesh, and production costs are relatively low in the country.

##### *Sri Lanka plant*

Expansion works at the Sri Lanka plant were completed last financial year. Apart from enhancing the operational efficiency and competitiveness, the expansion contributed a significant part of the growth in volume for the Group during the year.

##### *Panyu plant*

During the year under review, the Group completed the improvement works at the production plant in Panyu. Critical supporting facilities such as power plant, water treatment facilities and a new water recycling plant were upgraded or installed. The Group carried out upgrades on equipment such as dyeing machines, which are now more cost effective. The Group also equipped the power plant with a desulfurizer and undertook an anti-dust process by deploying infrastructure that is more environmentally friendly.

The Group endeavors to be an environmentally friendly producer and has participated in the Cleaner Production Partnership Programmes organized by Hong Kong Productivity Council. In May 2009, its Panyu plant was accredited as Environmentally Trustworthy Enterprise – Green Label (環保誠信企業 – 綠牌標示) in the China Environmental Labelling Programme (中國環境標誌計劃) launched by National Environmental Protection Bureau (國家環保總局). In April 2009, the Panyu plant was also among the first group of companies to receive the Cleaner Production Corporation (清潔生產企業) recognition from the Economic and Trade Commission of Guangdong Province (廣東省經濟貿易委員會) and Guangdong Bureau of Science and Technology (廣東省科學技術廳). This is a recognition to the Group's dedicated efforts to maintain and promote the ongoing adoption of clean production first-class standards (清潔生產一級技術指標).

All these years, the Group has been striving to become a responsible corporate and endeavors to contribute to the sustainability of the environment. These kinds of recognition serve as a testament to the Group's high standards in energy saving and emission reduction during production. By adopting more cost effective and environmentally friendly production technology, the management believes that the Group is able to enhance its cost competitiveness in the long run. The adoption of cleaner production technology has also enhanced the Group's brand image among its clients, who are mostly international brands that prefer to deal with ethical and environmentally responsible corporations.

### 業務回顧(續)

#### 擴大生產與產能

年內，本集團採取若干策略性舉措，以擴大其產能和優化其營運。

##### *孟加拉廠房*

於2008年11月，本公司與Fast Retailing Co., Ltd.、日本UNIQLO之控股公司、Crystal International Limited與Trendit Corporation於新加坡建立了合營企業，在孟加拉共同成立了布料和服裝的生產設施。該設施預計將於2011年開始投產。由於孟加拉之商品出口到歐盟和日本沒有關稅或配額限制，而且生產成本相對較低，這策略性舉措有助本集團進一步擴大其在日本和歐盟市場的地位。

##### *斯里蘭卡廠房*

斯里蘭卡廠房的擴展工程已於上個財政年度完成，此擴展於年內除了加強公司的經營效率和競爭力，亦為本集團之產量增長作出明顯的貢獻。

##### *番禺廠房*

本集團於回顧年內已完成番禺生產廠房之改善工程，安裝和提昇關鍵配套設施如發電廠、淨水廠及新再生水廠等工程。本集團提昇了設備，如成本效益較高的染色機。本集團為發電廠安裝脫硫器及採用更符合環保原則的基礎設施實施防塵工序。

本集團致力於成為環保生產者，並已參加由香港生產力促進局舉辦之清潔生產伙伴計劃。在2009年5月國家環保總局所舉辦的中國環境標誌計劃中，番禺廠房獲評定為環保誠信企業 – 綠牌標示。番禺廠房於2009年4月更成為首批企業獲得廣東省經濟貿易委員會與廣東省科學技術廳授予清潔生產企業，以表揚本集團於維持和宣揚持續採用清潔生產一級技術指標。

這些年來，本集團一直致力成為負責任的企業，並努力為環境的可持續性作出貢獻。這些認證反映本集團在節能和減少排放的生產過程中，已達到高的水平。管理層認為，通過採用更具成本效益而環保的生產技術，本集團長遠能夠提高成本之競爭力。通過採用清潔生產技術，本集團也加強了其品牌形象。許多主要的國際品牌，屬意與具道德和對環保負責的企業進行交易。

# Management Discussion and Analysis

## 管理層討論與分析

### Financial Review

#### Liquidity and Financial Information

As at 31 March 2009, the Group's bank and cash equivalents and time deposits totalled HK\$1,431.7 million (2008: HK\$1,175.5 million), including HK\$950.6 million, the equivalent of HK\$296.9 million in US\$, the equivalent of HK\$141.8 million in Renminbi and the equivalent of HK\$42.4 million in other currencies. The bank and cash balances and time deposits are to finance the Group's working capital and capital expenditure plans. The loans, with the exception of a syndicated loan, are generally short-term, principally ranging from two weeks to three months, and are denominated mainly in Hong Kong and US dollars.

For the 2009 Financial Year, the Group's total assets amounted to HK\$4,385.5 million (2008: 4,403.0 million), representing an decrease of 0.4%. Non-current assets and current assets were HK\$1,572.2 million and HK\$2,813.3 million respectively. The above assets were financed by current liabilities of HK\$1,098.8 million, non-current liabilities of HK\$125.4 million, minority interests of HK\$50.3 million and equity attributable to shareholders of HK\$3,111.0 million. The current ratio (which is calculated on the basis of current assets over current liabilities) was 2.6 (2008: 2.5). The gearing ratio, being the ratio of total debts (including current and non-current borrowings and finance lease obligations) to total assets, was 9.2% (2008: 15.2%). Such decrease was mainly attributable to the reduction in borrowings and an increased level of cash and bank balances resulting from positive operating cash flow. As at 31 March 2009, the Group was in a net cash position of HK\$1,021.3 million (31 March 2008: HK\$504.4 million).

The Group adopted prudent measures and reviewed its capital expenditure needs in response to the market demand. During the year under review, total capital expenditure declined 53.6% to HK\$211.8 million (2008: HK\$456.9 million), which was mainly used to purchase plant and machinery, and on construction projects of the Panyu plant and others.

#### Foreign Exchange Risk Management

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollars and Renminbi. The Group manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. The Group will hedge against the exposure and reduce the risk involved when appropriate.

#### Pledge of Assets

As at 31 March 2009, the Group's bank loans of HK\$70.9 million (2008: HK\$98.3 million) were secured by certain property, plant and equipment with a carrying amount of HK\$92.9 million (2008: HK\$94.8 million) and inventories with net realizable value of HK\$78.0 million (2008: HK\$78.0 million).

### 財務回顧

#### 資金流動性與財務資料

於2009年3月31日，本集團的銀行及現金結餘連同定期存款合共1,431.7百萬港元(2008年：1,175.5百萬港元)，當中包括950.6百萬港元，相等於296.9百萬港元之美元，相等於141.8百萬港元之人民幣及相等於42.4百萬港元之其他貨幣。銀行及現金結餘連同定期存款為本集團之營運資金及資本開支計劃提供資本來源。除銀團貸款外，本集團的貸款一般屬為期兩星期至三個月不等之短期貸款，主要以港元和美元計值。

於2009年財政年度，本集團資產總值為4,385.5百萬港元(2008年：4,403.0百萬港元)，減少0.4%。非流動資產及流動資產分別為1,572.2百萬港元及2,813.3百萬港元。本集團並有流動負債1,098.8百萬港元、非流動負債125.4百萬港元、少數股東權益50.3百萬港元及股東應佔權益3,111.0百萬港元。流動資產比率(根據流動資產除以流動負債計算)為2.6(2008年：2.5)。資產負債比率即負債總額(包括流動及非流動借貸和融資租賃承擔)與資產總值之比率為9.2%(2008年：15.2%)。此下降主要由於借貸減少，以及由於經營現金流入使現金及銀行結餘增加所致。於2009年3月31日，本集團之淨現金水平為1,021.3百萬港元(2008年3月31日：504.4百萬港元)。

本集團採取謹慎的措施，並根據市場的需求而審閱資本開支。於回顧年度，本集團錄得資本開支總額減少53.6%至211.8百萬港元(2008年：456.9百萬港元)，主要應用於購買設備及機器及興建番禺廠房及其他項目。

#### 匯率風險管理

本集團面對多項貨幣之匯率風險，主要涉及美元及人民幣。本集團通過定期檢討與監察其持有外幣之情況以管理匯兌風險。本集團將在適當時對沖風險與減少風險。

#### 資產抵押

於2009年3月31日，本集團之銀行貸款70.9百萬港元(2008年：98.3百萬港元)，以賬面值92.9百萬港元(2008年：94.9百萬港元)之若干物業、廠房及設備和可變現淨值為78.0百萬港元(2008年：78.0百萬港元)之存貨作為抵押。



# Management Discussion and Analysis

## 管理層討論與分析

### Financial Review (Continued)

#### Employees and Remuneration Policies

As at 31 March 2009, the Group had a total of 7,373 full-time employees (2008: 7,962), 6,097 of whom were based in China, 1,130 in Sri Lanka, 134 in Hong Kong and 12 in other regions. There is no significant change in the Group's remuneration policy. The Group's remuneration package for its employees includes salary, bonuses, allowances and retirement benefits, based on employee's performance, skills and knowledge. The Group will continue to provide trainings regularly and to offer competitive remuneration packages to its staff. The Group also provides additional benefits to its employees, such as subsidized accommodation and meals for workers at the production facilities, and accident and medical insurance.

The Group has adopted a share option scheme. Pursuant to the scheme, the Company granted options to the eligible employees. The amortised fair value of share options granted totalled approximately HK\$8.9 million was charged to the income statement for the 2009 Financial Year. (2008: HK\$6.5 million).

#### Dividends

The Board proposed to pay a final dividend of HK 12 cents (2008: HK 7.5 cents) per share for the 2009 Financial Year. Together with the interim dividend of HK 3 cents (2008: HK6.5 cents) per share, the total dividend for the 2009 Financial Year amount to HK 15 cents (2008: HK14 cents) per share. The final dividend, if approved by shareholders at the forthcoming AGM, will be paid in September 2009.

#### Outlook and Prospect

While the financial markets are still volatile and the outlook of the textile industry remains uncertain in the short run, there are signs that the global economy is back on the road to recovery, thanks to the stimulus measures implemented by governments around the world. The Group believes the present consolidation in the industry provides expansion opportunities to strong and established industry players who are competitive and resilient. Riding on this opportunity, the Group will seek to increase its market share and further consolidate its leading position in the industry.

The Group imposed a stringent cash and working capital management process during the year and has preserved sufficient capital for future development. In the year ahead, the Group will continue to purchase new machinery and upgrade the facilities where appropriate, with a view to expanding its production capacity as well as improving operational efficiency. The expansion will help lay a more solid foundation for the long term development and enable the Group to take advantage of opportunities when the market recovers. When the Bangladesh plant commences operation in 2011, the Group will be able to further expand its market reach and enlarge its share of the market. Moreover, the Group will continue to invest its production facilities in order to promote clean production, and maintain sustainable business development. Through enhanced capabilities, the management is confident that the Group will be able to deliver more encouraging results and increase value further for its shareholders in the times ahead.

### 財務回顧(續)

#### 僱員及薪酬政策

於2009年3月31日，本集團共僱用合共7,373名全職僱員(2008年：7,962名)，其中6,097名駐於中國、1,130名駐於斯里蘭卡、134名駐於香港及12名駐於其他地區。本集團薪酬政策並無重大的變動。本集團僱員薪酬待遇組合包括基本薪金、花紅、津貼及退休福利其乃根據僱員表現、技能及知識釐訂。本集團將持續提供定期訓練與具競爭性的薪酬予員工。本集團亦提供額外福利予僱員，如食宿津貼予駐生產設施之工人、提供意外及醫療保險等。

本集團授出購股權計劃。根據該計劃，本公司授出購股權予合資格僱員。於2009年財政年度，購股權之經攤銷公平值總計約8.9百萬港元(2008年：6.5百萬港元)已於收益表內入賬。

#### 股息

董事局建議就2009年財政年度派發末期股息每股港幣12仙(2008年：港幣7.5仙)。連同中期股息每股港幣3仙(2008年：港幣6.5仙)，2009年財政年度之股息總額為每股港幣15仙(2008年：港幣14仙)。倘獲股東於應屆股東週年大會上批准，末期股息將於2009年9月派付。

#### 前景及展望

雖然金融市場依然動盪，而紡織業的前景於短期內仍然不明朗，但世界各地政府實施的刺激措施令全球經濟有望復甦。本集團相信目前的行業整合，為實力較雄厚具競爭力的行業參與者提供擴展的機會。本集團將把握此機會，增加其市場佔有率，並進一步鞏固在業內之領先地位。

本集團於年內實行嚴格的現金和流動資本的管理程序，並保留足夠的資金以應付未來的發展。在今後一年裡，本集團將繼續採購新型機器和酌情提升設備，以改善營運效率。擴張將為集團的長遠發展奠定更堅實的基礎，使本集團能夠把握市場復甦時帶來的機遇。當孟加拉廠房於2011年開始運作，本集團將能夠進一步擴大市場，增加市場佔有率。此外，本集團將繼續投資生產設施，以促進清潔生產，維持可持續發展的業務。憑藉已提升的能力，管理層相信本集團將能夠為股東提供更加令人鼓舞的業績與進一步增加價值。



# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### Executive Directors

**Mr. WAN Wai Loi**, aged 59, is an executive Director and Chairman and a founder of the Group. Mr. Wan is responsible for production of the products and the formulation of the overall corporate direction and business strategies of the Group. Mr. Wan has over 36 years of experience in the textile industry. He obtained a Bachelor of Science Degree in Chemical Engineering from Taiwan National Cheng Kung University. Mr. Wan joined the Group in 1997 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

**Mr. TSANG Kang Po**, aged 58, is an executive Director and the vice Chairman and a founder of the Group. Mr. Tsang is responsible for sales and marketing and the formulation of the overall corporate direction and business strategies for the Group. Mr. Tsang has over 30 years of experience in the textile industry. He is the vice chairman of Hong Kong Intimate Apparel Industries' Association. Mr. Tsang obtained a MBA degree from The Open University of Hong Kong and a Master of Science in Business Economics from The Chinese University of Hong Kong. Mr. Tsang joined the Group in 1997 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

**Mr. LAM Wing Tak**, aged 58, is an executive Director and the Chief Executive Officer of the Company. Mr. Lam is responsible for sales and marketing and the formulation of the overall corporate direction and business strategies for the Group. Mr. Lam has over 34 years of experience in the textile industry. Mr. Lam obtained a MBA degree from The University of Macau and a Bachelor of Business Administration from The Chinese University of Hong Kong. Mr. Lam is a member of Board of Trustee of New Asia College, The Chinese University of Hong Kong. Mr. Lam joined the Group in 1998 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

**Dr. LAM King Man**, aged 53, is an executive Director. Dr. Lam is responsible for overseeing manufacturing and research and development. Dr. Lam has over 27 years of experience in the textile, garment, dyeing and finishing industry. Dr. Lam obtained a Ph.D. degree from the Postgraduate School of Colour Chemistry and Colour Technology at the University of Bradford, United Kingdom and a Higher Diploma in Textile Chemistry from Hong Kong Polytechnic. He is a Chartered Colourist and a Fellow of The Society of Dyers and Colourists, United Kingdom. Dr. Lam joined the Group in 1998 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

### 執行董事

尹惠來先生，59歲，本集團執行董事兼主席及創辦人之一。尹先生負責本集團產品生產，並為本集團制定整體企業方向及業務策略。尹先生有逾36年紡織業經驗。彼持有台灣國立成功大學頒授之化學工程學理學士學位。尹先生於1997年加入本集團，並於2004年獲委任為董事。彼亦是本集團多間附屬公司的董事。

曾鏡波先生，58歲，本集團執行董事兼副主席及創辦人之一。曾先生負責本集團銷售及市場推廣工作，並為本集團制定整體企業方向及業務策略。曾先生在紡織業有逾30年經驗，現為香港內衣業聯會副主席。曾先生持有香港公開大學頒授之工商管理學碩士學位及香港中文大學頒授之商業經濟學理碩士學位。曾先生於1997年加入本集團，並於2004年獲委任為董事。彼亦是本集團多間附屬公司的董事。

林榮德先生，58歲，本公司執行董事兼行政總裁。林先生負責銷售及市場推廣工作，並為本集團制定整體企業方向及業務策略。林先生在紡織業有逾34年經驗。林先生持有澳門大學頒授之工商管理學碩士學位及香港中文大學頒授之工商管理學學士學位。林先生為香港中文大學新亞書院校董會成員。林先生於1998年加入本集團，並於2004年獲委任為董事。彼亦是本集團多間附屬公司的董事。

林景文博士，53歲，執行董事。林博士負責生產、研究及開發工作。林博士於紡織、成衣、漂染及整理業有逾27年經驗。林博士持有英國 University of Bradford 之 Postgraduate School of Colour Chemistry and Colour Technology 頒授之博士學位及香港理工學院頒授之紡織化學高級文憑。彼為特許著色師 (Chartered Colourist) 及英國 The Society of Dyers and Colourists 之資深會員。林博士於1998年加入本集團，並於2004年獲委任為董事。彼亦是本集團多間附屬公司的董事。

# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### Non-executive Directors

**Mr. CHOI Kin Chung**, aged 73, is a non-executive Director and a founder of the Group. Mr. Choi co-founded the Group in 1997 and has been the chairman of the Group since its inception until 2005. Mr. Choi is the emeritus chairman of the Company and is a director of various subsidiaries of the Group. He has approximately 41 years of experience in the textile industry. Mr. Choi was educated in the 華南理工大學·建築系 (School of Architecture, South China University of Technology) and is a Honorary Professor of the University. He is also a Honorary Citizen of Guangzhou City and Jiangmen City. Mr. Choi was appointed as a Director in 2004.

**Mr. IP Ping Im**, aged 72, is a non-executive Director. He is a co-founder and senior partner of the Group. He is also a director of various subsidiaries of the Group. Mr. Ip has over 32 years of experience in the textile industry. Mr. Ip was appointed as a Director in 2004.

**Mr. HO Hsiang Ming, James**, aged 50, is a non-executive Director. Mr. Ho is a vice president of Capital International, Inc., responsible for private equity in Asia. Prior to joining Capital International, Inc. in 1996, Mr. Ho was a vice president of global equity investments at the Bank of America in Hong Kong. Mr. Ho is a director of China Digital TV Holding Co. Limited, a New York Stock Exchange listed company since November 2006 and was a director of ON\*Media Corporation, a Korea listed company, from June 2000 to March 2007. He received a Bachelor of Arts in Economics from the National Taiwan University and an MBA from the Wharton School of Business at the University of Pennsylvania. Mr. Ho was appointed as a Director in 2004.

**Mr. LAU Yiu Tong**, aged 61, is a non-executive Director. Mr. Lau has over 32 years of experience in the textile industry. Mr. Lau holds a Higher Diploma in Textile Technology from the Hong Kong Technical College. He is a member of the General Committee of Federation of Hong Kong Industries. Mr. Lau was appointed as a non-executive Director in 2007. He is also a director of various subsidiaries of the Group.

**Mr. Vivek Kalra**, aged 45, alternate Director to Mr. Ho Hsiang Ming, James, non-executive Director of the Company. Mr. Kalra is a Vice President of Capital International, Inc., responsible for private equity business in Asia, including India. Prior to joining Capital International, Inc. in 1999, Mr. Kalra worked for McKinsey & Company, Inc. in New York and India. Mr. Kalra holds directorship in Manipal Universal Learning Private Limited, India since September 2006. Mr. Kalra previously held directorships in Mindtree Consulting Limited, India from August 2001 to January 2008 and Deccan Aviation Limited (now known as Kingfisher Airlines Limited) from March 2005 to July 2007, both companies are listed on the National Stock Exchange of India. He holds an MBA from the Stanford Graduate School of Business, USA and a Bachelor of Technology degree in Electrical Engineering from the Indian Institute of Technology in Bombay, India. Mr. Kalra was appointed as an alternate Director in 2008.

### 非執行董事

蔡建中先生，73歲，本集團非執行董事及創辦人之一。蔡先生於1997年連同其他人士共同創辦本集團，由本公司開業至2005年出任本集團主席與本集團多間附屬公司的董事。蔡先生為本公司榮譽主席，在紡織業擁有約41年經驗。蔡先生曾就讀於華南理工大學建築系，現為該大學榮譽教授。彼亦為廣州市與江門市榮譽市民。蔡先生於2004年獲委任為董事。

葉炳燦先生，72歲，非執行董事，彼為本集團創辦人之一，並為資深合夥人。彼亦是本集團多間附屬公司的董事。葉先生在紡織業有逾32年經驗。葉先生於2004年獲委任為董事。

賀象民先生，50歲，非執行董事。賀先生為Capital International, Inc.之副總裁，負責亞洲私募基金業務。於1996年加入Capital International, Inc.前，彼曾任香港美國銀行全球證券投資部副總裁。賀先生自2006年11月起出任於紐約證券交易所上市公司中華數位電視控股有限公司之董事與自2000年6月至2007年3月為韓國上市公司ON\*Media Corporation之董事。彼持有國立台灣大學頒授之經濟學文學士學位以及賓夕凡尼亞大學華頓學院(Wharton School of Business at the University of Pennsylvania)頒授之工商管理學碩士學位。賀先生於2004年獲委任為董事。

劉耀棠先生，61歲，非執行董事。劉先生在紡織業有逾32年經驗。劉先生持有香港工業學院頒授之紡織工藝高級文憑，並為香港工業總會理事。劉先生於2007年獲委任為非執行董事。彼亦是本集團多間附屬公司的董事。

**Vivek Kalra**先生，45歲，非執行董事賀象民先生之替任董事，Kalra先生為Capital International, Inc.之副總裁，負責亞洲包括印度之私募基金業務。於1999年加入Capital International, Inc.前，彼曾於麥肯錫公司紐約與印度辦事處工作。Kalra先生自2006年9月起為印度Manipal Universal Learning Private Limited之董事。Kalra先生曾於2001年8月至2008年1月為印度Mindtree Consulting Limited及於2005年3月至2007年7月為印度Deccan Aviation Limited(現名為Kingfisher Airlines Limited)之董事，此兩間公司皆於印度國家證券交易所上市。Kalra先生持有美國Stanford Graduate School of Business 頒授之工商管理學碩士學位及印度孟買Indian Institute of Technology 頒授之電機工程學科技學士學位。Kalra先生於2008年獲委任為替任董事。

# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### Independent Non-executive Directors

**Mr. CHAN Yue Kwong, Michael**, aged 57, is an independent non-executive Director. He is currently the executive chairman of Café de Coral Holdings Limited, a Hong Kong listed company which he joined in 1984, and has considerable experience in planning and management. Mr. Chan is also an independent non-executive director of Starlite Holdings Limited since 1993 and Kingboard Laminates Holdings Limited since 2006 and a non-executive director of Tao Heung Holdings Limited in 2007, all three companies are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Chan holds a Bachelor of Arts, a Master's degree in City Planning from the University of Manitoba, Canada and an Honorary Doctorate Degree in Business Administration from Southern California University for Professional Studies, U.S.A. He is currently an executive committee member of the Hong Kong Retail Management Association, general committee member of the Employers' Federation of Hong Kong, elected member of the Quality Tourism Services Association, a full member of the Canadian and the Hong Kong Institute of Planners, a Fellow of the Chartered Institute of Marketing, Honorary President of Hong Kong Foodstuffs Association and the Honorary Adviser of the Hong Kong Institute of Marketing. He is currently the chairman of Business Enterprise Management Centre of the Hong Kong Management Association and a member of the Hong Kong Tourism Board. Mr. Chan was appointed as an independent non-executive Director in 2007.

**Mr. NG Ching Wah**, aged 60, is an independent non-executive Director. Mr. Ng has over 22 years of senior management experience in the telecommunications industry. Mr. Ng is currently the non-executive independent director of HKC International Holdings Limited, a Hong Kong listed company and director and member of the executive committee for Advanced Info Service Public Company Limited, a Thailand listed company. He was the chief executive officer of Hong Kong CSL Limited. He was the chief executive officer of SmarTone Telecommunications Holdings Limited, a Hong Kong listed company and the President of PCCW Mobility Services Limited. Mr. Ng is the Honorary Advisor of the Communications Association of Hong Kong and was a member of the Digital 21 Strategy Advisory Committee (D21SAC). Mr. Ng graduated from the Chinese University of Hong Kong in 1975, with a Bachelor of Business and Administration. Mr. Ng was appointed as an independent non-executive Director in 2007.

**Mr. SZE Kwok Wing, Nigel**, aged 52, is an independent non-executive Director. Mr. Sze has senior management experience in the private and investment banking industry serving high net worth clients and institutions. He was the managing director, head of investment of Citi Wealth Management for Asia Pacific region, the chief executive officer of Asia-Pacific for International Private Bank, Barclays Wealth and an executive director in the private clients division at Morgan Stanley Asia Limited, Hong Kong. Mr. Sze holds a Master of Business from the University of Newcastle, Australia. He is a Fellow of CPA Australia. Mr. Sze was appointed as an independent non-executive Director in 2007.

### 獨立非執行董事

陳裕光先生，57歲，獨立非執行董事。彼現為香港上市公司大家樂集團有限公司之執行主席。彼於1984年加入該公司，於策劃及管理工作方面擁有豐富經驗。陳先生自1993年起出任星光集團有限公司之獨立非執行董事，自2006年起出任建滔積層板控股有限公司之獨立非執行董事及於2007年出任稻香控股有限公司之非執行董事。此三間公司均於香港聯交所主板上市。陳先生持有加拿大曼尼托巴大學(University of Manitoba)頒授之文學士學位及城市規劃碩士學位，以及美國南加州大學(Southern California University)頒授之工商管理學榮譽博士學位。彼現為香港零售管理協會執委會成員、香港僱主聯合會理事會成員、優質旅遊服務協會選任委員、加拿大及香港規劃師學會會員、英國特許市務學會資深會員、香港食品商會永遠名譽會長及香港市務學會之榮譽顧問。陳先生是香港管理專業協會企業管理發展中心現任主席與香港旅遊發展局成員。陳先生於2007年獲委任為獨立非執行董事。

伍清華先生，60歲，獨立非執行董事。伍先生於電訊業有逾22年資深管理經驗。伍先生現為香港上市公司香港通訊國際控股有限公司之非執行董事及泰國上市公司Advanced Info Service Public Company Limited之董事與執行委員會成員。彼曾出任香港流動通訊有限公司行政總裁，香港上市公司數碼通電訊集團有限公司行政總裁及PCCW Mobility Services Limited總裁。伍先生為香港通訊業聯合榮譽顧問及曾為數碼21資訊科技策略委員會(D21SAC)委員。伍先生於1975年自香港中文大學畢業，獲頒工商管理學學士學位。伍先生於2007年獲委任為獨立非執行董事。

施國榮先生，52歲，獨立非執行董事。施先生於私人及投資銀行業擁有高級管理經驗，服務高資產淨值客戶及機構。彼曾出任Citi Wealth Management亞太區投資部主管與董事總經理；International Private Bank, Barclays Wealth亞太區之行政總裁與香港Morgan Stanley Asia Limited私人客戶部之執行董事。施先生持有澳洲University of Newcastle頒授之工商管理學碩士學位，並為澳洲註冊會計師公會資深會員。施先生於2007年獲委任為獨立非執行董事。



# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### Senior Management

**Mr. LAM Hing Chau Leon**, aged 51, joined the Group in 2005 and is the chief financial officer. Mr. Lam holds a Bachelor's Degree in Social Sciences from the University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Lam also holds Master's degrees in Business Administration, Information Systems, Applied Finance and Electronic Commerce. Prior to joining the Group, he was the executive director, vice president and chief financial officer of CK Life Sciences Int'l (Holdings) Inc., a company listed on the Stock Exchange.

**Mr. PANG Ping Hung**, aged 58, joined the Group in 2005 and is the general manager, responsible for the printing and finishing division of the Group. Mr. Pang has over 32 years of experience in the textile industry. He is the director of a subsidiary of the Group.

**Mr. GOONETILLEKE Rohan**, aged 56, is the managing director of Textured Jersey Lanka (Private) Limited, a subsidiary of the Company since June 2003. Mr. Goonetilleke holds a Bachelor of Science degree in Mechanical Engineering from the University of Portsmouth, United Kingdom. Prior to joining the Group, he was the managing director of Linea Clothing (Private) Limited.

**Mr. Ng Ching Wa, Daniel**, aged 44, joined the Group in 2009 and is the Head of Management Information System responsible for the managing the information system of the Group. Mr. Ng holds Master's degrees in Accounting, IT Management and Finance. He is a Certified SAP Consultant, Certified Information System Auditor and full member of Hong Kong Computer Society.

**Mr. WU Tai Cheung**, aged 51, joined the Group in 2006 and is the company secretary and head of internal audit. Mr. Wu has over 24 years of experience in the field of financials, auditing, accounting and secretarial matters. He holds an MBA and is a member of the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.

### 高級管理人員

林興就先生，51歲，於2005年加入本集團，獲委任為本公司財務總監。林先生持有香港大學頒授之社會科學學士學位，為香港會計師公會、澳洲註冊會計師公會、英國特許公認會計師公會以及英格蘭及威爾斯特許會計師公會會員。林先生另持有工商管理學、資訊系統、應用財務及電子商貿多個碩士學位。於加入本集團前，他曾出任聯交所上市公司長江生命科技集團有限公司之執行董事、副總裁及財務總監。

彭炳雄先生，58歲，總經理。於2005年加入本集團，負責本公司印花及整理部工作。彭先生在紡織業有逾32年經驗。彼是本集團一間附屬公司的董事。

GOONETILLEKE Rohan先生，56歲，自2003年6月起出任Textured Jersey Lanka (Private) Limited (本公司附屬公司)董事總經理。Goonetilleke先生持有英國University of Portsmouth頒授之機械工程學理學士學位。加入本集團前，他曾出任Linea Clothing (Private) Limited之董事總經理。

吳靖華先生，44歲，於2009年加入本集團，獲委任為管理資訊系統部主管，負責本集團資訊系統管理。吳先生持有會計、資訊科技管理與財務多個碩士學位。彼為SAP國際認證(Certified SAP Consultant)、信息系統審計師與香港電腦學會正式會員。

胡大祥先生，51歲，2006年加入本集團，獲委任為本公司秘書與內部審計主管。胡先生擁有逾24年財務、核數、會計及秘書事務經驗。彼持有工商管理學碩士學位及為英國特許公認會計師公會、香港稅務學會、香港會計師公會及香港特許秘書公會會員。



# Directors' Report

## 董事局報告

The Board is pleased to present the annual report and the audited consolidated financial statements of the Company and the Group for 2009 Financial Year.

### Principal Activities

The Company acts as an investment holding company. Its subsidiaries are principally engaged in manufacturing and trading of textiles products. The activities of its principal subsidiaries are set out in note 8 to the financial statements.

### Results and Dividends

The results of the Group for the 2009 Financial Year are set out in the consolidated income statement on page 41 of this annual report.

An interim dividend of 3 cents (2008: HK 6.5 cents) per share was paid on 22 January 2009 to shareholders. The Board has recommended the payment of a final dividend of HK 12 cents (2008: HK 7.5 cents) per share to shareholders whose names appear on the Register of Members at the close of business on 28 August 2009.

### Closure of Register of Members

The Register of Members will be closed from 25 August 2009 to 28 August 2009 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited not later than 4:30 p.m. on 24 August 2009. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### Financial Summary

A summary of the consolidated results and consolidated balance sheet of the Group for the last five financial years is set out on page 110 of this annual report.

### Share Capital

Details of the movements in the issued share capital of the Company during the 2009 Financial Year are set out in note 16 to the financial statements.

### Purchase, Sale or Redemption of Listed Securities of the Company

During the 2009 Financial Year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

### Pre-emptive Rights

There are no provisions for pre-emptive rights under the Articles, or the law of Cayman Islands, being the jurisdiction in which the Company is incorporated under which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

董事局欣然提呈本公司及本集團2009年財政年度之年報及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司，其附屬公司主要從事紡織產品之製造及貿易。其主要附屬公司的業務載於財務報表附註8。

### 業績及股息

本集團之2009年財政年度業績載於本年報第41頁綜合收益表內。

本公司已於2009年1月22日派發中期股息每股港幣3仙(2008年：港幣6.5仙)予股東。董事局已建議派發末期股息每股港幣12仙(2008年：港幣7.5仙)予2009年8月28日辦公時間結束時，名列於股東名冊之股東。

### 暫停辦理股份過戶登記

股東名冊將由2009年8月25日至2009年8月28日(首尾兩天包括在內)，暫停辦理股份過戶登記手續。為符合獲派末期股息資格，股東須於2009年8月24日下午四時三十分之前，將所有過戶文件連同有關股票送達本公司股份過戶登記處香港分處之香港中央證券登記有限公司。香港中央證券登記有限公司之地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

### 財務概要

本集團於過去五個財政年度之綜合業績和綜合資產負債表概要載於本年報第110頁。

### 股本

本公司已發行股本於2009年財政年度之變動詳情載於財務報表附註16。

### 購入、出售或贖回本公司之上市證券

於2009年財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司上市之證券。

### 優先權

本公司之章程細則或開曼群島公司法例(公司註冊地點)並無關於優先權之規定，要求本公司依比例向現有股東發行新股。

# Directors' Report

## 董事局報告

### Reserves

Details of the movements in the reserves of the Group during the 2009 Financial Year are set out in note 17 to the financial statements.

In addition to the retained earnings of the Company, the share premium and capital reserves of the Company are also available for distribution to shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

At 31 March 2009, the sum of the share premium, the capital reserve, share-based reserve and the retained earnings of the Company amounted to approximately HK\$2,092,854,000 (2008: HK\$1,882,242,000).

### Property, Plant and Equipment

Expenditure of approximately HK\$211,835,000 (2008: HK\$456,948,000) was incurred during the 2009 Financial Year primarily to expand the production capacity of the Group.

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

### Principal Subsidiaries

Details of the Company's principal subsidiaries at 31 March 2009 are set out in note 8 to the financial statements.

### Donations

During the 2009 Financial Year, the Group made charitable and other donation totalling approximately HK\$126,000 (2008: HK\$1,567,000).

### Capitalised Interests

During the 2009 Financial Year, no interest had been capitalised.

### Major Customers and Suppliers

During the 2009 Financial Year, sales to the Group's five largest customers accounted for approximately 39.5% of the Group's total sales and the percentage of sales attributable to the Group's largest customer amounted to approximately 12.5%. Purchases from the Group's five largest suppliers accounted for approximately 32.7% of the total purchases and the percentage of purchase attributable to the Group's largest supplier amounted to approximately 16.5%.

None of the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) had any interests in the Group's five largest customers or suppliers noted above.

### 儲備

本集團儲備於2009年財政年度變動詳情載於財務報表附註17。

除本公司之保留溢利外，本公司之股份溢價和資本儲備亦可向股東分派，惟於緊隨建議進行上述分派當日之後，本公司必須仍有能力償還在日常業務中到期支付之欠款。

於2009年3月31日，本公司之股份溢價、資本儲備、以股份為基準儲備及保留溢利總額約為2,092,854,000港元（2008年：1,882,242,000港元）。

### 物業、廠房及設備

於2009年財政年度，主要就擴充本集團生產設施之支出約211,835,000港元（2008年：456,948,000港元）。

本集團物業、廠房及設備的變動詳情載於財務報表附註7。

### 主要附屬公司

本公司主要附屬公司於2009年3月31日之詳情載於財務報表附註8。

### 捐款

本集團於2009年財政年度作出之慈善及其他捐款共約126,000港元（2008年：1,567,000港元）。

### 利息資本化

本集團於2009年財政年度並無將利息資本化。

### 主要客戶及供應商

於2009年財政年度，銷售予本集團五大客戶的銷量佔本集團年度總銷量約39.5%，而本集團最大客戶應佔的銷量百分比約為12.5%。從本集團五大供應商處採購的數量佔本集團年度總採購約32.7%，而本集團最大供應商應佔採購百分比約為16.5%。

本公司各董事、其聯繫人或任何股東（就董事所知擁有本公司已發行股份5%以上）概無於上述本集團五大客戶或供應商中有任何權益。

# Directors' Report

## 董事局報告

### Directors and Directors' Service Contracts

The Directors of the Company during the 2009 Financial Year and up to the date of this report were:

#### Executive Directors

Mr. WAN Wai Loi (*Chairman*)  
Mr. TSANG Kang Po (*Vice Chairman*)  
Mr. LAM Wing Tak (*Chief Executive Officer*)  
Dr. LAM King Man

#### Non-executive Directors

Mr. CHOI Kin Chung  
Mr. IP Ping Im  
Mr. HO Hsiang Ming, James  
Mr. LAU Yiu Tong  
Mr. Vivek KALRA (appointed on 19 May 2008)  
(*Alternate Director to Mr. Ho Hsiang Ming, James*)

#### Independent Non-executive Directors

Mr. CHAN Yue Kwong, Michael  
Mr. NG Ching Wah  
Mr. SZE Kwok Wing, Nigel

Pursuant to article 130 of the Articles, at every AGM one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. Accordingly, Mr. Lam Wing Tak, Mr. Ip Ping Im, Mr. Lau Yiu Tong and Mr. Ng Ching Wah will retire by rotation from the Board at the forthcoming AGM and, being eligible, will offer themselves for re-election as Directors.

Each of the executive Directors had entered into a service agreement with the Company for an initial term of two years with effect from 1 April 2007. Each service agreement will continue thereafter until terminated by either party by giving to the other party at least six months' prior notice in writing.

Each of the non-executive and independent non-executive Directors had been appointed for an initial term of two years on the terms and conditions effective from 1 May 2007 and subsequently the term of the appointment has been extended for a further two years. All Directors are subject to retirement by rotation in accordance with the Articles and the Listing Rules.

Profile of the above Directors are set out on pages 12 to 14 of this annual report.

None of the Directors proposed for re-election at the forthcoming AGM of the Company has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事及董事之服務合約

於2009年財政年度期間及直至本報告日期止之本公司董事如下：

#### 執行董事

尹惠來先生(*主席*)  
曾鏡波先生(*副主席*)  
林榮德先生(*行政總裁*)  
林景文博士

#### 非執行董事

蔡建中先生  
葉炳棧先生  
賀象民先生  
劉耀棠先生  
Vivek Kalra先生(於2008年5月19日被委任)  
(*賀象民先生之替任董事*)

#### 獨立非執行董事

陳裕光先生  
伍清華先生  
施國榮先生

根據章程細則第130條，三分之一董事(如人數不是三的倍數，以最接近且不少於三分之一)將於每次股東週年大會輪席告退，各董事(包括以特別條件委任)須最少每三年輪席退任一次。因此，林榮德先生、葉炳棧先生、劉耀棠先生和伍清華先生將於即將舉行之股東週年大會輪席告退，惟彼等合資格並願膺選連任。

各執行董事已與本公司訂立服務協議，任期由2007年4月1日起，初步為期二年。每份服務合約於其後將繼續有效，直至其中一方向另一方發出不少於六個月書面通知終止合約為止。

各非執行董事及獨立非執行董事之任期由2007年5月1日起，初步為期兩年，並隨後其委任條款已延長了二年。全體董事須根據章程細則及上市規則輪值退任。

上述董事之簡介詳列於本年報第12至14頁。

擬於本公司應屆股東週年大會重選連任之董事概無與本公司或任何附屬公司訂有任何於一年內終止而須作出賠償(法定賠償除外)之服務合約。

# Directors' Report

## 董事局報告

### Directors' Interests and Short Positions in Shares and Underlying Shares

As at 31 March 2009, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the 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 they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

#### Long positions in Shares

### 董事於本公司股份和相關股份之權益及淡倉

於2009年3月31日，董事及本公司行政總裁於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及／或淡倉(包括彼等根據證券及期貨條例之規定被當作或視為擁有的權益或淡倉)；或根據證券及期貨條例第352條已登記於根據該條須予存置的登記冊或根據上市規則之上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及／或淡倉如下：

#### 本公司股份之好倉

#### Number of issued Shares held and nature of interest

持已發行本公司股份數目及權益性質

Name of Director/ Chief Executive	Note	Personal interests	Family interests	Corporate interests	Trust interests	Total	Approximate percentage of issued share capital of the Company 於本公司已發行股本之概約百分比
董事／行政總裁名稱	附註	個人權益	家屬權益	法團權益	信託權益	總數	
Choi Kin Chung 蔡建中	1	-	-	-	171,102,000	171,102,000	11.94%
Ip Ping Im 葉炳棧	2	-	1,800,000	400,940,000	-	402,740,000	28.11%
Lam King Man 林景文	3	137,000	-	30,000,000	-	30,137,000	2.10%
Lam Wing Tak 林榮德	4	5,008,000	200,000	100,000,000	-	105,208,000	7.34%
Lau Yiu Tong 劉耀棠		51,766,000	-	-	-	51,766,000	3.61%
Tsang Kang Po 曾鏡波	5	1,676,000	-	100,000,000	-	101,676,000	7.10%
Wan Wai Loi 尹惠來	6	3,507,000	820,000	100,350,000	-	104,677,000	7.30%



# Directors' Report

## 董事局報告

### Directors' Interests and Short Positions in Shares and Underlying Shares (Continued)

Notes:

1. These Shares are directly held by Silver Bay International Holdings Limited, whose issued share capital is wholly-owned by Trustcorp Limited, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung is the founder of the Cypress Pacific Trust.
2. These Shares are directly held by Far East Asia Limited, whose issued share capital is wholly-owned by Mr. Ip Ping Im.
3. These Shares are directly held by Effective Approach Technology Limited, whose issued share capital is 50% owned by Dr. Lam King Man and 50% owned by the spouse of Dr. Lam King Man. Those Shares under personal interests are held jointly by Dr. Lam King Man and his spouse.
4. These Shares are directly held by Fifth Element Enterprises Limited, whose issued share capital is 75% owned by Mr. Lam Wing Tak and 25% owned by the spouse of Mr. Lam Wing Tak.
5. These Shares are directly held by Top Strong Holdings Limited, whose issued share capital is 50% owned by Mr. Tsang Kang Po and 50% owned by the spouse of Mr. Tsang Kang Po.
6. These Shares are directly held by Hollywood Pacific Limited, whose issued capital is 25% owned by Mr. Wan Wai Loi and 25% owned by the spouse of Mr. Wan Wai Loi.

Save as disclosed above, none of the Directors or chief executive of the Company, as at 31 March 2009, had any interests and/or short positions in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be 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 they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

At no time during the 2009 Financial Year were the rights to acquire benefits by means of the acquisition of Shares in the Company granted to any directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 董事於本公司股份和相關股份之權益及淡倉(續)

附註：

1. 該等本公司股份由Silver Bay International Holdings Limited直接持有，而Trustcorp Limited全數擁有Silver Bay International Holdings Limited之已發行股本。Trustcorp Limited為酌權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，蔡建中先生為Cypress Pacific Trust之創辦人。
2. 該等本公司股份由Far East Asia Limited直接持有，而葉炳棧先生全數擁有Far East Asia Limited之已發行股本。
3. 該等本公司股份由Effective Approach Technology Limited直接持有，而林景文博士及其配偶分別擁有Effective Approach Technology Limited之50%已發行股本。該等於個人權益之本公司股份由林景文博士及其配偶共同持有。
4. 該等本公司股份由Fifth Element Enterprises Limited直接持有，而林榮德先生及其配偶分別擁有Fifth Element Enterprises Limited之75%及25%已發行股本。
5. 該等本公司股份由Top Strong Holdings Limited直接持有，而曾鏡波先生及其配偶分別擁有Top Strong Holdings Limited之50%已發行股本。
6. 該等本公司股份由Hollywood Pacific Limited直接持有，而尹惠來先生及其配偶分別擁有Hollywood Pacific Limited之25%已發行資本。

除上文披露者外，於2009年3月31日，概無董事及本公司行政總裁於本公司或其相聯法團（定義見證券及期貨條例第XV部）的本公司股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及／或淡倉（包括彼等根據證券及期貨條例之規定被當作或視為擁有的權益及淡倉）；或擁有根據載於上市規則的上市公司董事進行證券交易的標準守則須知會本公司及聯交所的權益及／或淡倉。

於2009年財政年度任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授可藉購入本公司股份而獲益的權利，或彼等行使任何此等權利而獲利；或本公司、其控股公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

# Directors' Report

## 董事局報告

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

So far as any Director or the chief executive of the Company is aware, as at the 31 March 2009, the following persons (not being Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was (directly or indirectly) interested in 10% or more of the nominal value of any class of the share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group were as follows:

#### Long positions in Shares

Name of substantial shareholder	Note	Nature of interest	Number of issued Shares	Aggregate long position	Approximate percentage interest of issued share capital of the Company 於本公司已發行股本之概約百分比
主要股東名稱	附註	權益性質	本公司股份數目	好倉總數	
Chiu Bo Lan 趙寶蘭	1	Beneficial owner 實益擁有人	820,000	104,677,000	7.30%
		Interest of a controlled corporation 於共同控制實體之權益	100,350,000		
	2	Interest of spouse 配偶之權益	3,507,000		
Hollywood Pacific Limited	1	Beneficial owner 實益擁有人	100,350,000	100,350,000	7.00%
Lam Wai Yee 林慧儀		Beneficial owner 實益擁有人	1,800,000	402,740,000	28.11%
	3	Interest of spouse 配偶之權益	400,940,000		
Far East Asia Limited	4	Beneficial owner 實益擁有人	400,940,000	400,940,000	27.98%
Wong Bik Ha 黃碧霞		Beneficial owner 實益擁有人	200,000	105,208,000	7.34%
	5	Interest of a controlled corporation 於共同控制實體之權益	100,000,000		
	6	Interest of spouse 配偶之權益	5,008,000		
Fifth Element Enterprises Limited	5	Beneficial owner 實益擁有人	100,000,000	100,000,000	6.98%
Law Oi Mui 羅愛梅	7	Interest of spouse 配偶之權益	171,102,000	171,102,000	11.94%
Trustcorp Limited	8	Trustee 信託人	171,102,000	171,102,000	11.94%

### 主要股東於本公司股份和相關股份之權益及淡倉

就任何董事或本公司行政總裁所知悉，於2009年3月31日，以下人士（非董事或本公司行政總裁）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部規定向本公司披露的權益或淡倉，或直接或間接擁有附有權利可在任何情況下於本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上權益或淡倉：

#### 本公司股份之好倉

# Directors' Report

## 董事局報告

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares (Continued)

#### Long positions in Shares (Continued)

### 主要股東於本公司股份和相關股份之權益及淡倉(續)

#### 本公司股份之好倉(續)

Name of substantial shareholder	Note	Nature of interest	Number of issued Shares	Aggregate long position	Approximate percentage interest of issued share capital of the Company 於本公司已發行股本之概約百分比
主要股東名稱	附註	權益性質	本公司股份數目	好倉總數	
Silver Bay International Holdings Limited	8	Beneficial owner 實益擁有人	171,102,000	171,102,000	11.94%
Wong Mei Ling 黃美玲	9	Interest of a controlled corporation 於共同控制實體之權益	100,000,000	101,676,000	7.10%
	10	Interest of spouse 配偶之權益	1,676,000		
Top Strong Holdings Limited	9	Beneficial owner 實益擁有人	100,000,000	100,000,000	6.98%
The Capital Group Companies, Inc.		Interest of a controlled corporation 於共同控制實體之權益	123,600,000	123,600,000	8.63%
Capital Group International, Inc.		Interest of a controlled corporation 於共同控制實體之權益	123,600,000	123,600,000	8.63%
Capital International, Inc.	11	Interest of a controlled corporation 於共同控制實體之權益 Investment manager 投資經理	123,600,000	123,600,000	8.63%
Capital International Investments IV, LLC	11	Interest of a controlled corporation 於共同控制實體之權益	123,600,000	123,600,000	8.63%
Capital International Investments IV, L.P.	11	Interest of a controlled corporation 於共同控制實體之權益	119,620,100	119,620,100	8.35%
Capital International Private Equity Fund IV, L.P.	11	Beneficial owner 實益擁有人	119,620,100	119,620,100	8.35%

#### Notes:

- Hollywood Pacific Limited is 25% owned by Mr. Wan Wai Loi and 25% owned by Ms. Chiu Bo Lan, the spouse of Mr. Wan Wai Loi.
- Ms. Chiu Bo Lan is the spouse of Mr. Wan Wai Loi, a Director.
- Ms. Lam Wai Yee is the spouse of Mr. Ip Ping Im, a Director.
- Far East Asia Limited is wholly-owned by Mr. Ip Ping Im, a Director.
- Fifth Element Enterprises Limited is 75% owned by Mr. Lam Wing Tak and 25% owned by Ms. Wong Bik Ha, the spouse of Mr. Lam Wing Tak.

#### 附註:

- 尹惠來先生及其配偶趙寶蘭女士分別擁有 Hollywood Pacific Limited 之 25% 權益。
- 趙寶蘭女士為董事尹惠來先生之配偶。
- 林慧儀女士為董事葉炳焯先生之配偶。
- Far East Asia Limited 由董事葉炳焯先生全資擁有。
- 林榮德先生及其配偶黃碧霞女士分別擁有 Fifth Element Enterprises Limited 之 75% 及 25% 權益。

# Directors' Report

## 董事局報告

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares (Continued)

#### Long positions in Shares (Continued)

Notes: (Continued)

6. Ms. Wong Bik Ha is the spouse of Mr. Lam Wing Tak, a Director.
7. Ms. Law Oi Mui is the spouse of Mr. Choi Kin Chung, a Director.
8. Silver Bay International Holdings Limited is wholly-owned by Trustcorp Limited, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung, a Director, is the founder of the Cypress Pacific Trust.
9. Top Strong Holdings Limited is 50% owned by Mr. Tsang Kang Po and 50% owned by Ms. Wong Mei Ling, the spouse of Mr. Tsang Kang Po.
10. Ms. Wong Mei Ling is the spouse of Mr. Tsang Kang Po, a Director.
11. Capital International Private Equity Fund IV, L.P. is a private equity fund managed by Capital International, Inc. Capital International Investments IV, L.P. is the general partner of Capital International Private Equity Fund IV, L.P. The general partner of Capital International Investments IV, L.P. is Capital International Investments IV, LLC, which is also the general partner of CGPE IV L.P., an employee securities fund formed to invest side-by-side with Capital International Private Equity Fund IV, L.P. Capital International, Inc. is the managing member of Capital International Investments IV, LLC.

### 主要股東於本公司股份和相關股份之權益及淡倉(續)

#### 本公司股份之好倉(續)

附註：(續)

6. 黃碧霞女士為董事林榮德先生之配偶。
7. 羅愛梅女士為董事蔡建中先生之配偶。
8. Silver Bay International Holdings Limited 由 Trustcorp Limited 全資擁有，Trustcorp Limited 為酌權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，董事蔡建中先生為Cypress Pacific Trust之創辦人。
9. 曾鏡波先生及其配偶黃美玲女士分別擁有Top Strong Holdings Limited之50%權益。
10. 黃美玲女士為董事曾鏡波先生之配偶。
11. Capital International Private Equity Fund IV, L.P.乃由Capital International, Inc.管理之私募證券基金。Capital International Investments IV, L.P.為Capital International Private Equity Fund IV, L.P.之普通合夥人。Capital International Investments IV, L.P.之普通合夥人為Capital International Investments IV, LLC，該公司亦為CGPE IV, L.P.之普通合夥人。CGPE IV L.P.為僱員證券基金，成立之目的為與Capital International Private Equity Fund IV, L.P.共同投資。Capital International, Inc.為Capital International Investments IV, LLC之管理成員公司。

### Long positions in shares and underlying shares of any other member in the Group

### 於本集團任何其他成員公司之股份及相關股份之好倉

Name of member of the Group	Name of substantial shareholder	Note	Nature of interest	Number of issued shares	Approximate percentage of issued share capital of the Company
本集團成員公司名稱	主要股東名稱	附註	權益性質	股份數目	概約百分比
Textured Jersey Lanka (Private) Limited	Brandix Lanka Limited	1	Beneficial owner 實益擁有人	76,666,992	40%

Note:

1. Textured Jersey Lanka (Private) Limited is owned as to 60% by Pacific Textured Jersey Holdings Ltd., a wholly-owned subsidiary of the Company, and 40% by Brandix Lanka Limited.

附註：

1. Pacific Textured Jersey Holdings Ltd. 及Brandix Lanka Limited分別擁有Textured Jersey Lanka (Private) Limited 60% 及40% 權益，Pacific Textured Jersey Holdings Ltd.為本公司之全資附屬公司。

Save as disclosed above, so far as is known to any Director or chief executive of the Company, as at 31 March 2009, no other person had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

除上文所披露者外，就本公司任何董事或行政總裁所知，於2009年3月31日，概無其他人士於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉，或直接或間接擁有附帶於所有情況下可於本集團任何成員公司股東大會上投票之任何類別股本面值達10%或以上之權益或淡倉。



# Directors' Report

## 董事局報告

### Arrangements to Purchase Shares or Debentures

At no time during the 2009 Financial Year was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### Directors' Interests in Contracts

There was no contract of significance, to which the Company, or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the 2009 Financial Year or at any time during the 2009 Financial Year.

### Competing Interest and Non-compete Undertaking

None of Directors had, either directly or indirectly, an interest in a business which causes or may cause any significant competition with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

### Share Option Scheme

Pursuant to the written resolutions of shareholder of the Company passed on 27 April 2007, the Company adopted a Share Option Scheme.

#### A. Summary of the Share Option Scheme

##### 1. Purpose

The purpose of the Share Option Scheme is to provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons (as defined in paragraph 2 below).

##### 2. Participants

The Board may grant options to any "Eligible Person", namely an employee, director or non-executive director (including INED) of any Member of the Group.

"Member of the Group" means the Company, any holding company, subsidiaries or affiliates of the Company or other companies or associated companies of the Company which the Board determines will be subject to the Share Option Scheme.

##### 3. Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the Shares in issue as at the date of Listing (the "Listing Date"), representing 143,293,600 Shares or 30% of the Shares of the Company in issue from time to time.

### 購買股份或債券之安排

本公司、其控股公司或其任何附屬公司或同系附屬公司於2009年財政年度任何時間概無參與訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

### 董事於合同的權益

本公司、或其任何子子公司概無訂立於2009年財政年度年末或年內任何時間仍然生效，且董事直接或間接於其中佔有重大權益之重大合約。

### 競爭權益及不競爭承諾

董事概無在與本集團業務構成或可能構成任何重大競爭的業務中直接或間接擁有任何權益，而任何該等人士與本集團亦無存在或可能存在其他利益衝突。

### 購股權計劃

根據本公司股東於2007年4月27日透過一項書面決議案及採納之購股權計劃。

#### A. 購股權計劃概要

##### 1. 目的

購股權計劃之目的為使本公司能靈活地挽留、激勵、回饋、酬報、補償合資格人士(定義見下文第2段)及/或為合資格人士提供利益。

##### 2. 參與者

董事局可向任何「合資格人士」，包括任何本集團任何成員公司之僱員、董事或非執行董事(包括獨立非執行董事)授出購股權。

「本集團成員公司」指本公司、任何本公司之控股公司、附屬公司或聯屬公司或董事局認定為符合購股權計劃之其他公司或本公司聯營公司。

##### 3. 最高本公司股份數目

根據購股權計劃及任何其他計劃可能授出之所有購股權獲行使而可發行之本公司股份總數，合共不得超過於上市日期(「上市日」)本公司已發行股本10%，相當於143,293,600股本公司股份或不時已發行本公司股份之30%。

# Directors' Report

## 董事局報告

### Share Option Scheme (Continued)

#### A. Summary of the Share Option Scheme (Continued)

##### 4. Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person (including exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue at the date of grant of the option.

##### 5. Time of exercise of options and duration of Share Option Scheme

###### (a) General vesting period

The general vesting period for options granted under the Share Option Scheme is 5 anniversary of grant date unless the Board specifies a different vesting period under the terms of the offer. The option period will not be more than 10 years from the date of grant.

An option may be exercised to the extent that it has vested and any performance conditions or targets set by the Board have been met.

###### (b) Duration of the Share Option Scheme

The duration of the Share Option Scheme shall be 10 years from the Listing Date.

##### 6. Exercise price and payment on grant

###### (a) Exercise price

The exercise price for the Shares under the Share Option Scheme shall be the price determined by the Board and notified to the option holder which shall not be less than the higher of:

- (i) the average closing price of the Shares for the five business days immediately preceding the date of grant of the option as stated in the Stock Exchange's daily quotation sheets;
- (ii) the closing price of the Shares as stated on the Stock Exchange's daily quotations sheet of the Shares on the date of grant of the option; and
- (iii) the nominal value of the Shares.

###### (b) Payment on grant

Eligible Persons are not required to pay for the acceptance of an option granted to them.

##### 7. Remaining life of the Share Option Scheme

The Share Option Scheme will terminate automatically at midnight on the day immediately before the 10th anniversary of the Listing Date.

### 購股權計劃(續)

#### A. 購股權計劃概要(續)

##### 4. 每名參與者可獲授權益上限

在任何十二個月期間，因合資格人士行使獲授之購股權(包括已行使及尚未行使之購股權)而已經或將予發行之股份總數，不得超過購股權授出之日已發行股份1%。

##### 5. 行使購股權之時間及購股權計劃之有效期

###### (a) 一般歸屬期

根據購股權計劃授出購股權之一般歸屬期為授出日期5週年，除非董事局根據授予之條款指明另一歸屬期。購股權期間將不會超過授出日期起計10年。

購股權按已歸屬程度於達致任何由董事局釐定之表現條件或目標時行使。

###### (b) 購股權計劃之期限

購股權計劃之期限為上市日期起計10年。

##### 6. 行使價及授出時付款

###### (a) 行使價

購股權計劃項下之股份行使價將由董事局釐定並通知購股權持有人，惟該價格不得低於以下各項之最高者：

- (i) 緊接購股權授出日期前五個營業日根據聯交所每日報價表所示股份之平均收市價；
- (ii) 於購股權授出日期根據聯交所每日報價表所示股份之收市價；及
- (iii) 股份之面值。

###### (b) 授出時付款

合資格人士毋須於接納授予購股權時付款。

##### 7. 購股權計劃尚餘的有效期

購股權計劃將於緊接上市日期第10週年屆滿當日前一日零晨起自動終止。

# Directors' Report

## 董事局報告

### Share Option Scheme (Continued)

#### B. Options granted by the Company

As at 31 March 2009, options to subscribe for an aggregate of 20,790,000 Shares granted to eligible full-time employees pursuant to the terms of the Share Option Scheme remained outstanding, details of which were as follows:

Date of grant	Outstanding as at 1 April 2008 於2008年4月1日 尚未行使	Granted during the period 於期間內授出	Number of share options 購股權數目			Outstanding as at 31 March 2009 於2009年3月31日 尚未行使
			Exercised during the period 於期間內行使	Lapsed during the period 於期間內失效	Cancelled during the period 於期間內註銷	
18 July 2007 2007年7月18日	22,230,000	-	-	1,440,000	-	20,790,000

The fair value of options granted is approximately at an average of HK\$1.222 per share on the basis of binomial model (the "Model"). The significant inputs into the Model were the closing price of the Share of the Company at the date of grant of HK\$4.8 per share, annual risk-free interest rate of approximately 4.8%, an expected option life of approximate 6 years, expected volatility of 32% and annual dividend yield of 4%. The amortised fair value of share options for the year ended 31 March 2009 amounting to approximately HK\$8.9 million (2008: HK\$6.5 million) was charged to the income statement.

The Model was developed for use in estimating fair value of traded options that are fully transferable. The Model requires input of highly subjective assumptions, including the expected stock price volatility. Since the Company's share options have characteristics significantly different from those of traded options, and because change 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 options are exercisable from 18 July 2010 to 17 July 2017 (both days inclusive) up to 100% of the options at an exercise price of HK\$5.04 per share and shall expire on 18 July 2017. The closing price of the share of the Company immediately before the date of grant was HK\$4.86 per share.

No option had been granted to the Directors, chief executive or substantial shareholders of the Company or their respective associates under the Share Option Scheme since its adoption.

### 購股權計劃(續)

#### B. 本公司已授出之購股權

於2009年3月31日，根據購股權計劃之條款授予合資格全職僱員以認購合共20,790,000股本公司股份之購股權尚未行使，有關詳情如下：

根據二項式期權定價模式(「定價模式」)，所授出購股權之公平值平均約為每股1.222港元。該定價模式主要基於本公司股份於授出購股權日期之收市價為每股4.8港元、每年約4.8%的無風險利率、約6年的預期購股權有效期、32%的預期引伸波幅及每年4%的股息回報率計算。於截至2009年3月31日止年度，購股權之經攤銷公平值總計約8.9百萬港元(2008年：6.5百萬港元)已於收益表內入賬。

定價模式是為評估所買賣的可悉數轉讓期權的公平值而設。該定價模式涉及大量主觀假設，包括預期股價波動。由於本公司的購股權與所買賣的期權截然不同，加上主觀假設更改可能對公平值估計有重大影響，故此該定價模式不一定能對購股權的公平值作出可靠的評估。

該等購股權可由2010年7月18日至2017年7月17日(首尾兩天包括在內)期間行使，最高可全數100%行使，行使價為每股5.04港元，並於2017年7月18日屆滿。本公司股份於緊接授出購股權日期前之收市價為每股4.86港元。

自採納購股權計劃，本公司董事、最高行政人員或主要股東或彼等個別的聯繫人士概無根據購股權計劃獲授購股權。

# Directors' Report

## 董事局報告

### Connected Transactions

The related party transactions set out in note 33 to the financial statements also constitute continuing connected transaction under the Listing Rules.

During the 2009 Financial Year, the Group had the following continuing connected transactions not exempted under the Listing Rule 14A.33:

#### A. Continuing Connected Transaction

##### (1) Sale of products to Bandix group and its associates

Sale of knitted fabric to Brandix together with its subsidiaries ("Brandix Group") and its associate pursuant to a sale of products master agreement (the "Brandix Sale of Products Master Agreement") dated 27 August 2007 between the Company and Brandix Group. Details of the Brandix Sale of Products Master Agreement are set out in the circular of the Company dated 14 September 2007 (the "Circular"). Transactions took place under the Brandix Sale of Products Master Agreement for the 2009 Financial Year did not exceed the annual cap of HK\$616 million (2008: HK\$363 million).

According to the Listing Rules, Brandix, by virtue of its shareholding in PT Sri Lanka, a subsidiary of the Company, is a substantial shareholder (as defined in the Listing Rules) and hence a connected person of the Company. Brandix Group and its associates are therefore also regarded as connected persons of the Company.

##### (2) Sale of Products to PT Sri Lanka

Sale of knitted fabrics and greige fabrics to PT Sri Lanka pursuant to a master agreement (the "PT Sri Lanka Sale of Products Master Agreement") dated 30 April 2007 between the Company and PT Sri Lanka. Details of PT Sri Lanka Sale of Products Master Agreement are set out in the Prospectus. Transactions took place under the PT Sri Lanka Sale Products Master Agreement for the 2009 Financial Year did not exceed the annual cap of HK\$58 million (2008: HK\$43 million).

According to the Listing Rules, PT Sri Lanka is regarded as a connected person as PT Sri Lanka is an associate of connected persons as mentioned above.

### 關連交易

詳載於財務報表附註33的關連人士交易，亦屬上市規則所界定的持續關連交易。

於2009年財政年度，本集團有下列不獲上市規則14A.33豁免之持續關連交易：

#### A. 持續關連交易

##### (1) 向Brandix集團及其聯繫人銷售產品

向Brandix連同其附屬公司(「Brandix集團」)及其聯繫人銷售針織布是根據本公司與Brandix於2007年8月27日訂立之產品銷售總協議(「Brandix產品銷售總協議」)作出。Brandix產品銷售總協議之詳情載於2007年9月14日之通函(「通函」)。於2009年財政年度，根據Brandix產品銷售總協議進行之交易不多於年度上限616百萬港元(2008年：363百萬港元)。

根據上市規則，基於Brandix擁有本公司附屬公司PT 斯里蘭卡股權，Brandix為主要股東(依上市規則之定義)因而為本公司之關連人士。因此，Brandix集團及其聯繫人亦被視為本公司之關連人士。

##### (2) 向PT斯里蘭卡銷售產品

向PT斯里蘭卡銷售針織布與胚布是根據本公司與PT斯里蘭卡於2007年4月30日訂立之總協議(「PT斯里蘭卡產品銷售總協議」)進行。PT斯里蘭卡產品銷售總協議之詳情載於招股章程。於2009年財政年度，根據PT斯里蘭卡產品銷售總協議進行之交易不多於年度上限58百萬港元(2008年：43百萬港元)。

根據上市規則，PT斯里蘭卡被視為本公司之關連人士基於PT斯里蘭卡被視為如上述本公司關連人士之聯繫人。



# Directors' Report

## 董事局報告

### Connected Transactions (Continued)

#### A. Continuing Connected Transaction (Continued)

##### (3) Sale of Products to HC Companies

Sale of knitted fabrics to companies in which Mr. Henry Choi has substantial interest (the "HC Companies") pursuant to a master agreement (the "HC Companies Sale of Products Master Agreement") dated 30 April 2007 between the Company and the HC Companies. Details of HC Companies Sale of Products Master Agreement are set out in the Prospectus. Transactions took place under the HC Companies Sale Products Master Agreement for the 2009 Financial Year did not exceed the annual cap of HK\$22.5 million (2008: HK\$19.6 million).

Mr. Henry Choi, who is the son of Mr. Choi Kin Chung (a Director), is regarded as a connected person of the Company by virtue of Listing Rule 14A.11(4)(b).

The Directors, including the INED, have reviewed the above-mentioned continuing connected transactions made during the 2009 Financial Year 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; and
- (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.

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 for the 2009 Financial Year (the "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 Transactions had been approved by the Directors;
- (2) the pricing of the Transactions (for the sample selected) were in accordance with the pricing policies of the Group;
- (3) the Transactions were entered into in accordance with the relevant agreements governing the Transactions (for the sample selected); and
- (4) the amounts of the Transactions had not exceeded the relevant caps as disclosed in the Prospectus and the Circular respectively.

### 關連交易(續)

#### A. 持續關連交易(續)

##### (3) 向HC公司銷售產品

向蔡穎剛先生擁有重大權益之公司(「HC公司」)銷售針織布是根據本公司與HC公司於2007年4月30日訂立之總協議(「HC公司產品銷售總協議」)。HC公司產品銷售總協議之詳情載於招股章程。於2009年財政年度，根據HC公司產品銷售總協議進行之交易不多於年度上限22.5百萬港元(2008年：19.6百萬港元)。

根據上市規則第14A.11(4)(b)條，董事蔡建中先生之兒子蔡穎剛先生被視為本公司的關連人士。

董事(包括獨立非執行董事)已審閱截至2009年財政年度進行的持續關連交易，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；及
- (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。

根據上市規則第14A.38條，董事局聘用本公司核數師按照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」以抽樣方式對上述於2009年財政年度進行的持續關連交易(「交易」)進行若干實證查閱程序。核數師已向董事局匯報根據協定程序對所抽選樣本進行的實證查閱結果，當中指出：

- (1) 交易已獲董事批准；
- (2) 交易價格(就所抽選樣本而言)乃根據本集團的定價政策進行；
- (3) 交易(就所抽選樣本而言)乃根據規管有關交易之協議條款進行；及
- (4) 交易金額並無超逾分別於招股章程及通函所披露的有關限額。

# Directors' Report

## 董事局報告

### Connected Transactions (Continued)

#### A. Continuing Connected Transaction (Continued)

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. Save as disclosed above, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules and no contracts of significance to which the 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 2009 Financial Year or at any time during the 2009 Financial Year.

### Remuneration Policy

The remuneration of the Directors are reviewed and determined by the Remuneration Committee on the basis of the relevant Director's experience, responsibility and the time devoted to the business of the Group.

### Tax Relief and Exemption

The Directors are not aware of any tax relief and exemption available to the shareholders of the Company by reason of their holdings of the Shares.

### Audit Committee

An audit committee (the "Audit Committee") was established by the Board with written terms of reference in compliance with the CG Code contained in Appendix 14 to the Listing Rules. The Audit Committee comprises three INEDs, namely Mr. Sze Kwok Wing, Nigel, Mr. Ng Ching Wah and Mr. Chan Yue Kwong, Michael. Mr. Sze Kwok Wing, Nigel is the chairman of the Audit Committee.

### Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from page 31 to page 38 of this annual report.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as the latest practicable date prior to the issue of this annual report, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares as required under the Listing Rules.

### Subsequent Events

The Group had no significant events after the balance sheet date.

### 關連交易(續)

#### A. 持續關連交易(續)

本公司確認已符合上市規則第14A章的披露規定。除上述披露外，概無於2009年財政年度終結時或在2009年財政年度內任何時間仍然生效之交易為須根據上市規則之規定披露為關連交易者，而本公司或其附屬公司亦無訂立任何與董事有直接或間接重大利益之重要合約。

### 薪酬政策

董事之薪酬由薪酬委員會按有關董事之經驗、職責及於本集團所投放之時間而審閱與釐定。

### 稅務減免與豁免

董事並不知悉任何本公司之股東因持有本公司股份而可享有任何稅務減免與豁免。

### 審核委員會

董事局成立審核委員會，其職權範圍符合上市規則附錄14所載的企業管治守則。審核委員會的成員由三位獨立非執行董事組成，即施國榮先生、伍清華先生及陳裕光先生。施國榮先生為審核委員會的主席。

### 企業管治

本公司所採納的主要企業管治常規載列於本年報第31頁至38頁企業管治報告中。

### 充足公眾持股量

根據本公司可獲得之公開資料顯示及就董事所知，於刊發本年報前之最後實際可行日期，本公司一直維持上市規則規定的足夠公眾持股量，由公眾持有超過25%的本公司已發行股份。

### 結算日後事項

本集團於結算日後並無重大事項。

# Directors' Report

## 董事局報告

### Auditor

The financial statements for 2009 Financial Year have been audited by PricewaterhouseCoopers. A resolution to re-appoint PricewaterhouseCoopers as auditor of the Company will be proposed for approval by shareholders of the Company at the forthcoming AGM of the Company.

On behalf of the Board

**Wan Wai Loi**

CHAIRMAN

Hong Kong, 17 July 2009

### 核數師

羅兵咸永道會計師事務所已審核2009年財政年度的財務報表。於應屆股東週年大會將提出決議案續聘羅兵咸永道會計師事務所為本公司核數師。

承董事局命

主席

尹惠來

香港，2009年7月17日

# Corporate Governance Report

## 企業管治報告

The Board is committed to maintaining high standards of corporate governance practices to safeguard the interests of the shareholders of the Company and to enhance corporate value and accountability.

### Corporate Governance Practices

The Company complied with the code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules throughout the 2009 Financial Year. In addition to the CG Code, the Board also observed certain recommended best practices (“Recommended Best Practices”) contained in the Appendix 14 to the Listing Rules where suitable to the Company so as to enhance the corporate governance standards of the Company.

### Directors’ Securities Transactions

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. After specific enquiries made by the Company, all Directors confirmed that they have complied with the Model Code for the 2009 Financial Year.

### Directors The Board

The Board currently has 11 members (excluding alternate director) consisting of 4 executive Directors and 7 non-executive Directors of which 3 are INEDs. The composition is as follows:

#### Executive Directors

Mr. WAN Wai Loi (*Chairman*)  
Mr. TSANG Kang Po (*Vice Chairman*)  
Mr. LAM Wing Tak (*Chief Executive Officer*)  
Dr. LAM King Man

#### Non-executive Directors

Mr. CHOI Kin Chung  
Mr. IP Ping Im  
Mr. HO Hsiang Ming, James  
Mr. LAU Yiu Tong  
Mr. Vivek KALRA (*appointed on 19 May 2008*)  
(*Alternate Director to Mr. Ho Hsiang Ming, James*)

#### Independent Non-executive Directors

Mr. CHAN Yue Kwong, Michael  
Mr. NG Ching Wah  
Mr. SZE Kwok Wing, Nigel

Profile of the Directors is set out on pages 12 to 14 of this annual report and is updated on the website of the Company.

The composition of the Board is well balanced with each Director having sales and marketing experience and technical knowledge in fabric business, administration and management experience in the PRC factories, financial and accounting skill is appropriate for effective decision making, taking into account the nature and scope of the business operations and development of the Group.

董事局致力維持高水平的企業管治常規，以保障本公司股東利益，提升企業價值及問責性。

### 企業管治常規

在2009年財政年度，本公司遵守上市規則附錄14所載的企業管治守則載列的守則條文。除企業管治守則外，董事局亦遵守適合本公司之上市規則附錄14所載的若干建議最佳常規（「最佳常規」），以提高本公司的企業管治標準。

### 董事的證券交易

本公司已採納上市規則附錄10所載列的標準守則，作為其內部有關董事所進行證券交易的行為守則。經本公司向全體董事作出具體查詢，全體董事確認於2009年財政年度，彼等已遵守本公司所採納的標準守則。

### 董事 董事局

董事局現由11位成員（不包括替任董事）組成，包括4位執行董事和7位非執行董事，當中3位為獨立非執行董事。其組成載列如下：

#### 執行董事

尹惠來先生（*主席*）  
曾鏡波先生（*副主席*）  
林榮德先生（*行政總裁*）  
林景文博士

#### 非執行董事

蔡建中先生  
葉炳樞先生  
賀象民先生  
劉耀棠先生  
Vivek Kalra先生（*於2008年5月19日被委任*）  
（*賀象民先生之替任董事*）

#### 獨立非執行董事

陳裕光先生  
伍清華先生  
施國榮先生

有關各董事的簡介載於本年報第12頁至14及於本公司網頁更新。

董事局成員具備有關布料業務之銷售及市場推廣經驗及技術知識、中國工廠之行政及管理經驗、財務及會計技能，考慮到本公司之業務經營與發展性質及規模，董事局成員組成對其決策效率而言實屬合適。



# Corporate Governance Report

## 企業管治報告

### Directors (Continued)

#### The Board (Continued)

The overall management of the business of the Group is vested to the Board. The Board is responsible for the formulation of strategic, management and financial objectives of the Group and ensuring that the interest of shareholders including those minority shareholders are protected. Daily operations and administration of the Group are delegated to the executive Directors and the management.

The Board meets at least 4 times per year and additional meetings are convened when deemed necessary by Board. The schedule of regular meetings for the whole year has been informed to each Director. Notices of Board meeting will be served to all the Directors at least 14 days before the meeting. Notices and agenda of the Board meeting are prepared by the Company Secretary as delegated by the Chairman. All the Directors are given the opportunity to include any matters which they believe to be appropriate in the agenda of the Board meetings.

Agenda and relevant information of Board meeting with adequate background information and supporting analysis are made available to the Directors at least 3 days before the intended date of the Board meeting. All the Directors are given separate and independent access to the Company's senior management for further information and enquiries. The Company Secretary and senior management attends all the meetings of the Board and Board committees to advise on corporate governance, statutory compliance and financial matters.

Any material matters that would have conflict of interest between the directors/substantial shareholders and the Company will be dealt with in the Board meeting. Pursuant to the Articles, a Director is not entitled to vote on (nor is counted in the quorum) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his associates (including any person who would be deemed to be an "associate" of the Directors under the Listing Rules) has any material interest, except in certain special circumstances. The chairman of the Board meeting is required to ensure that each Director is aware of such requirement at the commencement of each Board meeting and declaration of interest is properly made in the Board meeting where conflicts of interest arise.

Directors have access to the advices and services of the Company Secretary and key officers of the Company in relation to the board procedures. Draft minutes of Board/Board committee meetings recorded in sufficient details the matters considered by the participants of such meetings and decisions reached are forwarded to the participants for comments within a reasonable time after the meetings and final versions of minutes of Board meetings and meetings of Board committee are kept by the Company Secretary, which are open for inspection by any Directors at any reasonable time on reasonable notice.

Board members are provided with complete, adequate and timely information to allow the Directors to fulfill their duties properly. Directors may seek independent professional advice at the Company's expense, if necessary, with the approval of the Board.

### 董事(續)

#### 董事局(續)

本集團整體業務由董事局負責管理。董事局負責制定本集團策略、管理和財務目標，以及確保股東(包括少數股東)的利益得以保障。而本集團的日常營運及行政管理委派執行董事和管理層處理。

董事局每年召開會議不少於4次並根據需要隨時增開會議。全年定期會議時間表已通知各董事。召開董事局會議通告將會於會議舉行前不少於14天送呈全體董事。召開董事局會議通告及議程由董事局主席委派公司秘書負責編製。全體董事皆有機會提出任何認為合適商討之事項列入董事局會議議程。

董事局會議議程及相關文件附有適時的背景資料與相關支持的分析在預期的董事局會議前最少3天送呈各董事查閱。所有董事可各自接觸本公司高級管理人員索取進一步的資訊與查詢。公司秘書與高級管理人員參與所有董事局會議，與董事局成員就企業管治、遵守法則和財務方面提供意見。

任何重要事項中存有董事／大股東和公司有利益衝突時，將在董事局會議上處理。根據章程細則規定，除若干特殊情況外，董事無權就彼或彼任何聯繫人(包括上市規則項下被視為董事「聯繫人」之任何人士)擁有任何重大權益之任何合約或安排或任何其他建議，就董事局決議案投票(或就此計入法定人數)。董事局主席須於每次董事局會議舉行時確保每名董事均知悉有關規定，並於出現利益衝突時妥為向董事局申報其權益。

董事有權要求本公司公司秘書和主要職員提供有關董事局程序的意見和服務。董事局／其轄下委員會會議草稿詳細記錄該等會議所考慮的事項及達致的決定。於會議後的合理時間內送呈會議草稿與議會者表達意見。董事局／其轄下委員會會議最後定稿由公司秘書存檔。任何董事於合理時間內，發出合理通知後可查閱有關文件。

董事局向其成員提供完整、適當、及時之資料，以使董事能夠恰當地履行其職責。董事如有需要時，於得到董事局批准後，可尋求獨立專業意見，費用由本公司支付。

# Corporate Governance Report

## 企業管治報告

### Directors (Continued)

#### The Board (Continued)

As permitted under the Articles, the Company has arranged Directors and Officers Liability Insurance in respect of any legal actions which may be taken against Directors and management in execution and discharge of their duties or in relation thereto.

During the 2009 Financial Year, the Board held 5 meetings to approve interim and final results announcements, interim reports and annual reports, to consider dividend policy and to discuss significant issues and the general operation of the Company. The attendance record of the Directors is set out in the table on page 35 of this annual report.

#### The 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 and not exercised by the same individual. The Board is headed by the Chairman Mr. Wan Wai Loi, with the assistance of the Vice Chairman, Mr. Tsang Kang Po and the Chief Executive Officer is Mr. Lam Wing Tak.

There is a clear segregation between the Chairman's responsibility and the Chief Executive Officer's responsibility. The Chairman is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is responsible for the management of the day-to-day operations of the Group's business and the implementation of the approved strategies of the Group. In addition, each executive Director is responsible for the management of the different functions of the business of the Group.

With the support of the Company Secretary, the Chairman ensures all the Directors are properly briefed on issues arising at Board meetings and be provided with adequate information in a timely manner.

#### INEDs

During the 2009 Financial Year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

The INEDs serve the relevant function of bringing independent judgment on the issues of strategic direction, development, performance and risk management of the Group. The Company has received an annual written confirmation from each of the INEDs of their independence pursuant to Rule 3.13 of the Listing Rules and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment. The Board considers that each of the Non-executive Directors and INEDs brings his/her own relevant expertise to the Board.

#### Appointment and Re-election of Directors

The Board is empowered under the Articles to appoint any person as a Director to fill a casual vacancy or as an additional member of the Board. Suitable candidates who are experienced and competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be recommended to the Board.

### 董事(續)

#### 董事局(續)

於章程細則允許下，本公司已為董事和管理層就履行其職責或相關事宜時可能承擔之法律行動安排董事和管理人員責任保險。

於2009年財政年度，董事局舉行5次會議以批准中期與全年業績之公佈、中期報告與年報、商討派息政策、討論本公司重要事項及一般運作。董事出席會議記錄載於本年報第35頁之表內。

#### 主席及行政總裁

為確保權力平衡，主席及行政總裁各有獨立職務，非由一人擔任。董事局由主席尹惠來先生領導，副主席曾鏡波先生協助，而行政總裁為林榮德先生。

主席與行政總裁的職責有清楚的劃分。主席負責董事局的領導及有效管理，並須確保董事局以合時及建設性的方式討論一切重大事項。行政總裁則負責經營本集團業務的日常運作及執行本集團所批准的策略。再者，各執行董事於本集團的業務上擔當不同的職責。

在公司秘書協助下，主席致力確保董事局會議上所有董事均適當知悉當前的事項，並適時獲得充份及可靠的資料。

#### 獨立非執行董事

於2009年財政年度，董事局於所有時間均符合上市規則之規定，委任最少3名獨立非執行董事，而其中一名獨立非執行董事具備適當專業資格，或會計或有關財務管理之專業知識。

獨立非執行董事負責就本集團策略方針、發展、表現及風險管理作出獨立判斷。本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定發出之年度獨立性書面確認函，並認同獨立非執行董事乃獨立於管理層，且並無任何足以重大干預彼等進行獨立判斷之任何關係。董事局認為各非執行董事及獨立非執行董事均能將其本身之專業知識帶入董事局。

#### 董事委任及重選

董事局依照章程細則有權委任任何人士出任董事以補替臨時空缺或作為董事局新增成員。具豐富經驗及才能，有能力履行受託職責，有技能、盡職審查及處理能力之候選人將獲推薦予董事局。

# Corporate Governance Report

## 企業管治報告

### Directors (Continued)

#### Appointment and Re-election of Directors (Continued)

Each of the non-executive Directors (including the INEDs) was appointed for a specific term of 2 years but are subject to retirement by rotation and are eligible for re-election pursuant to the Articles.

Pursuant to the Articles, any Director appointed by the Board either to fill a casual vacancy or as addition to the Board shall retire and be eligible for re-appointment at the next following general meeting after appointment. The appointment of Directors are fixed for a specified term, but at every AGM one-third of the Directors, including the Chairman, shall be subject to retirement by rotation and re-election by shareholders. The Directors appointed by the Board who are subject to retirement and re-election as mentioned above shall be taken into account in calculating the total number of Directors for the time being but shall not be taken into account in calculating the number of Directors who are to retire by rotation. All Directors eligible for re-election shall have their biographical details made available to the shareholders to enable them to make an informed decision on their re-election. Any appointment, resignation, removal or re-designation of Director shall be timely disclosed to the shareholders by announcement and shall include in such announcement, the reasons given by the Director for his resignation.

#### Responsibilities of Directors

The Company and the Board require each Director to keep abreast of his responsibilities as a Director of the Company and of the business and operating activities and development of the Company. Every Director is required to devote sufficient time and involvement in the affairs of the Board and the material matters of the Company and to serve the Board with such degree of care and due diligence given his own expertise, qualification and professionalism.

Every newly appointed Director has been provided with comprehensive and tailored induction of business operation of the Group, including a site visit of our factory in China on the first occasion of his appointment. A comprehensive Compliance Manual has been provided to each Director and has been updated. All Directors have been updated and briefed the relevant changes in legal and regulatory matters to ensure that they have a proper understanding of the operations and the business of the Company and that they are fully aware of their responsibilities under the applicable laws and regulations.

The non-executive Directors attended the Board meetings and advised their opinion on the business strategy of the Company and reviewed the financial and operation performance of the Group.

INEDs are all or a majority of members of the Audit Committee, the Remuneration Committee and the Nomination Committee.

#### Management Function

The Articles set out matters which are specifically reserved to the Board for its decision. Executive Directors normally meet on an informal basis and participate in senior management meetings on a regular basis to keep abreast of the latest operations and performance of the Group and to monitor and ensure the management carry out the directions and strategies set by the Board of directors correctly and appropriately.

### 董事(續)

#### 董事委任及重選(續)

根據章程細則，各非執行董事(包括獨立非執行董事)之委任指定任期為2年，惟須輪值退任並符合資格膺選連任。

根據章程細則，董事局委任之任何董事(不論為填補臨時空缺或屬董事局新增成員)均須於獲委任後首個股東週年大會退任並合資格膺選連任。董事之委任設有固定任期，惟於每屆股東週年大會上，三分之一之董事(包括主席)均須輪值退任及由股東重選。於計算當時董事總數時，將會計入按上文所述由董事局委任而須退任及膺選連任之董事，惟於計算將輪值退任董事人數時則不予計算。所有符合資格膺選連任之董事均須向股東披露個人履歷，以便股東於重選時作出知情決定。任何董事委任、辭任、罷免或調任事宜均須以公佈形式及時向股東披露，並須在公佈中註明該董事辭任之理由。

#### 董事責任

本公司及董事局要求每名董事清楚彼作為本公司董事之職責，以及了解本公司之經營和業務活動及發展。每名董事均須投入足夠時間及精神處理董事局事務及本公司重要事宜，並按照各自之專門知識、資歷及專業技能，以謹慎盡責之態度為董事局服務。

每名新委任董事均會獲得本集團詳盡而合適的業務營運導言包括實地考察本集團於中國的廠房。詳盡的合規守則已提供給每一位董事，並會不時更新。每位董事皆獲得最新有關法例和監管事項的變動簡要提示，以確保彼等清楚了解本公司之營運及業務，且充分明瞭彼等於法律及規定下之責任。

非執行董事參與董事局會議及就本公司業務策略提供意見和審閱本集團財務和營運表現。

獨立非執行董事為審核委員會、薪酬委員會和提名委員會全部或大部分成員。

#### 管理功能

章程細則載列指明須由董事局決定之事項。執行董事一般定期舉行非正式會議，並定期參與高級管理層之會議，以便掌握本集團近期之營運及表現，且監察及確保管理層正確及恰當地執行董事局制訂之指示及策略。







# Corporate Governance Report

## 企業管治報告

### Board Committees (Continued)

#### Audit Committee (Continued)

The members of the Audit Committee are Mr. Sze Kwok Wing, Nigel; Mr. Ng Ching Wah and Mr. Chan Yue Kwong, Michael (who are INEDs). Mr. Sze Kwok Wing, Nigel, a Fellow of CPA Australia, is the chairman of the Audit Committee.

The Audit Committee held 4 meetings during 2009 Financial Year. The major work performed by the Audit Committee in respect of 2009 Financial Year included approving the terms of engagement (including the remuneration) of the external auditor; reviewing the unaudited interim financial information and interim results announcement for the six months ended 30 September 2008; reviewing the audited annual financial information and final results announcement for 2009 Financial Year; reviewing the work of the Group's internal audit department and assessing the effectiveness of the Group's systems of risk management and internal control. The terms of reference of the Audit Committee have been reviewed by the Board with reference to the CG Code. The Audit Committee recommended to the Board on the re-appointment of PricewaterhouseCoopers as the Company's external auditor for the ensuing year and the related resolutions shall be put forth in the coming AGM. The attendance of the Directors for the Audit Committee meetings is set out in the table on page 35 of this annual report.

The Audit Committee has reviewed the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Company's auditor. For 2009 Financial Year, the fees in respect of audit and non-audit services provided by the Company's auditor were as follows:

		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
Audit Services	審核服務	1,730	2,139
Non-audit Services	非審核服務		
– Tax consultation services and review interim financial information	– 稅務顧問服務與 審閱中期財務資料	780	472

The Audit Committee has undertaken a review of all the non-audit services provided by the Company's auditor and concluded that in their opinion such services did not affect the independence of the auditor.

During 2009 Financial Year, the Audit Committee met with the external auditor without the presence of executive Directors and management present to discuss matters arising from the audit and any matters may be raised by auditor.

The Audit Committee has reviewed with the management in conjunction with the auditor, the audited annual financial statements of the Group for the 2009 Financial Year and the accounting principles and practices adopted by the Group. The Annual Report for the 2009 Financial Year has been reviewed by the Audit Committee.

### 董事局委員會 (續)

#### 審核委員會 (續)

審核委員會之成員為施國榮先生、伍清華先生及陳裕光先生(彼等為獨立非執行董事)。施國榮先生，澳洲註冊會計師公會資深會員，為審核委員會主席。

於2009年財政年度，審核委員會舉行了4次會議。有關於2009年財政年度，審核委員會已履行之主要職務包括向董事局提出重新聘任外聘核數師之建議、批准核數師之聘任條款(包括酬金)、審閱截至2008年9月30日止六個月之未經審核中期財務資料及中期業績公佈、審閱於2009年財政年度經審核全年財務資料及全年業績公佈、審閱本集團內部審計部之工作及評估本集團之風險管理系統與內部監控系統之成效。審核委員會之職權範圍已由董事局參照企業管治守則而作出審閱。審核委員會向董事局提出向董事局建議重新聘任羅兵咸永道會計師事務所為本公司下年度之外聘核數師，並建議於來屆週年股東大會提呈有關決議。董事出席審核委員會會議記錄載於本年報第35頁之表內。

審核委員會已檢討審核之範疇、結果及成本效益，以及本公司核數師的獨立性和客觀性。就2009年財政年度，本公司核數師向本集團提供的審核或非審核服務之費用如下：

審核委員會已檢討本公司外聘核數師所提供之全部非審核服務，認為該等服務並不影響核數師之獨立性。

於2009年財政年度，審核委員會在執行董事與管理層不在場之情況下已與外聘核數師會面，以討論審核事宜與考慮任何由核數師提出的事宜。

審核委員會已和管理層聯同核數師審閱經審核本集團2009年財政年度之年度財務報表，及本集團所採納之會計原則及常規。2009年財政年度之年報已由審核委員會審閱。

# Corporate Governance Report

## 企業管治報告

### Board Committees (Continued)

#### Nomination Committee

The Nomination Committee was established on 27 April 2007 with written terms of reference in compliance with the Recommended Best Practice. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and the management of the Board succession.

The members of the Nomination Committee are Mr. Ng Ching Wah; Mr. Chan Yue Kwong, Michael; Mr. Sze Kwok Wing, Nigel (who are INEDs); Mr. Tsang Kang Po and Mr. Lam Wing Tak (who are executive Directors). Mr. Ng Ching Wah is the chairman of the Nomination Committee.

The Nomination Committee met twice during the 2009 Financial Year. The major work performed by the Nomination Committee in respect of the 2009 Financial Year included assessing the independence of the INEDs and make recommendation on the appointment of alternate Director to Mr. Ho Hsiang Ming, James, re-election of Mr. Lam Wing Tak, Mr. Ip Ping Im, Mr. Lau Yiu Tong and Mr. Ng Ching Wah as the Directors of the Company to be proposed for shareholders' approval at the coming AGM. The Group has a formal and transparent procedure for the appointment of the Directors. The Nomination Committee makes references to the criteria including professional knowledge, experience, education background and integrity in nomination of the Directors. The attendance of the Directors for the Nomination Committee meetings is set out in the table on page 35 of this annual report.

#### Remuneration Committee

The Remuneration Committee was established on 27 April 2007 with written terms of reference in compliance with the CG Code. The primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management of the Group with reference to the nature of their work, complexity of the responsibilities and performance. No director is allowed to take part in any discussion about his own remuneration.

The members of the Remuneration Committee are Mr. Chan Yue Kwong, Michael; Mr. Sze Kwok Wing, Nigel and Mr. Ng Ching Wah (who are INEDs) and Mr. Lam Wing Tak and Mr. Tsang Kang Po (who are executive Directors). Mr. Chan Yue Kwong, Michael is the chairman of the Remuneration Committee.

The Remuneration Committee met once during the 2009 Financial Year. The major work performed by the Remuneration Committee for the 2009 Financial Year included reviewing the remuneration of the Directors with reference to the remuneration level of directors of comparable listed companies. The attendance of the Directors for the Remuneration Committee meetings is set out in the table on page 35 of this annual report.

Particulars of the Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance and Appendix 16 of the Listing Rules are set out in note 25 to the accounts on page 100. The Directors' fee shall be subject to shareholders' approval at general meetings. Other emoluments shall from time to time be determined by the Board with reference to the Directors' duties and responsibilities and subject to a review by the Remuneration Committee.

### 董事局委員會(續)

#### 提名委員會

提名委員會於2007年4月27日成立，並符合最佳常規規定明書面職權範圍。提名委員會之主要職責為就委任董事及董事局繼任之管理向董事局提供建議。

提名委員會之成員為伍清華先生、陳裕光先生、施國榮先生(彼等為獨立非執行董事)，以及曾鏡波先生及林榮德先生(彼等為執行董事)。伍清華先生為提名委員會主席。

於2009年財政年度，提名委員會舉行了2次會議。有關於2009年財政年度，提名委員會已履行之主要職務包括審閱獨立非執行董事之獨立性，以及就委任賀象民先生之替代董事與於委任應屆股東週年大會上須獲股東批准重選林榮德先生、葉炳松先生、劉耀棠先生及伍清華先生連任本公司董事之事宜作出建議。本集團有一個正式及具透明度之委任董事程序。提名委員會在提名董事人選時，參考準則包括專業知識、工作經驗、教育背景及個人誠信。董事出席提名委員會會議記錄載於本年報第35頁之表內。

#### 薪酬委員會

薪酬委員會於2007年4月27日成立，並符合企業管治守則定明書面職權範圍。薪酬委員會之主要職責為參照其工作性質、負責範圍的複雜性和表現、審閱及釐定付予本集團董事及高級管理人員之薪酬組合條款、花紅及其他應付補償。任何董事是不可參與討論其個人薪酬。

薪酬委員會之成員為陳裕光先生、施國榮先生及伍清華先生(彼等為獨立非執行董事)及林榮德先生及曾鏡波先生(彼等為執行董事)。陳裕光先生為薪酬委員會主席。

於2009年財政年度，薪酬委員會舉行了1次會議。有關於2009年財政年度，薪酬委員會已履行之主要職務包括審閱參照可資比較上市公司之董事薪酬水平以審閱董事酬金。董事出席薪酬委員會會議記錄載於本年報第35頁之表內。

依照香港公司條例第161條及上市規則附錄16而披露之董事酬金資料詳列於第100頁財務報表附註25中。董事收取之袍金須於股東大會上經股東同意。董事之其他酬金則由董事局不時參照董事之職責以釐定及經薪酬委員會審閱。

# Corporate Governance Report

## 企業管治報告

### Accountancy and Audit

#### Financial reporting

The Directors acknowledge their responsibilities for preparing the Company's financial statements for 2009 Financial Year which give a true and fair view of the financial position of the Group. The Company's interim report and annual report are prepared and published in accordance with statutory requirements and Hong Kong Financial Reporting Standards in a timely manner required under the Listing Rules. Directors are provided with adequate information to enable them to make an informed assessment of financial and other information on matters for their approval.

The statement by the auditor of the Company regarding their reporting responsibility to the shareholders on the financial statements of the Group is set out in the Independent Auditor's Report on pages 39 to 40 of this annual report.

#### Internal controls

The Group has in place the sound and effective internal controls to safeguard the shareholders' investment and the assets of the Group. The Company has from time to time reviewed the effectiveness of the internal control systems in order to ensure that they meet with the dynamic and ever changing business environment.

During the 2009 Financial Year, the Board has reviewed the effectiveness of the Group's internal control systems, including financial, operational and compliance controls and risk management functions, the adequacy of resources, qualifications and experience of staff of the the Company's accounting and financial reporting function, and the training programmes and budget through the Internal Audit Department and the Audit Committee with the assistance of an international independent risk consulting firm.

### Communication With Shareholders

#### Effective Communication

The Board recognizes the importance of continuing communications with shareholders and strives to ensure the timeliness, completeness and accuracy of information disclosure to shareholders and to the protection in the interests of shareholders. The Board maintains an on-going dialogue with shareholders through general meeting of the Company to communicate with shareholders. The Chairman of the Board and the representative of each committee have attended the general meeting to answer any questions from shareholders. As a channel to further promote effective communication, the Group maintains a website, allowing shareholders to access updates on the Company's particulars where the Company's announcements, financial information and other information are posted.

Separate resolutions are proposed at general meetings on each substantially separate issue. A shareholder is permitted to appoint any number of proxies to attend and vote in his stead. The notice of AGM was sent to all shareholders at least 20 clear business days before the meeting and the notice of all other general meetings to be sent at least 10 clear business days.

#### Voting by Poll

The Articles has set out the rights of shareholders and procedures demanding and conducting a poll on resolutions at general meeting, procedures for and shareholders' right to demand a poll have been specified in corporate communications to shareholders and explained details of such rights at the commencement of the general meeting of shareholders by the Chairman. As required by the Listing Rules, all the general meeting will be voted by way of poll. The results of the poll, if any, are published on the websites of the Stock Exchange and the Company.

### 問責及審核

#### 財務匯報

董事知悉其有編製2009年財政年度本公司財務報表的責任，賬目須真實公平地反映本集團的財政狀況。本公司中期報告及年報乃根據上市規則要求與香港財務報告準則而適時編製與刊發。董事獲提供適當資料，以便彼等就批准的事項作出財務和其他的知情決定。

本公司核數師就其對本集團財務報表向股東承擔之申報責任作出之聲明載於本年報第39頁至第40頁之獨立核數師報告。

#### 內部監控

本集團已設立穩健及有效的內部監控，以保障股東的投資和本集團的資產。本公司不時檢討內部監控系統之效益，以確保系統能應付瞬息萬變之商業環境。

於2009年財政年度內，董事局透過內部審計部及審核委員會與國際獨立風險顧問公司協助下，檢討本集團內部監控系統之有效性，包括財務監控、運作監控及合規監控以及風險管理功能，本公司會計及財務匯報職能方面的資源運用、員工的資歷及經驗，以及員工接受的培訓課程及有關預算。

### 與股東溝通

#### 有效溝通

董事局明瞭與股東維持溝通的重要性，並致力確保能適時向股東披露完整準確的資料及保障股東的利益。董事局通過股東大會作為與股東溝通之橋樑，與股東保持持續對話。董事局主席及各委員會代表均須出席股東大會，回應股東所作出之任何提問。本集團已設立網頁，以作為增進有效溝通之渠道，讓股東查閱本公司最新資料，而本公司之公佈、財務資料及其他資料皆於網頁刊登。

本公司須就各項實質上個別事項於股東大會上個別提呈決議案。股東可委派任何數目之代表出席大會及代其投票。召開股東周年大會通告在股東周年大會舉行前不少於20個營業日寄發予所有股東，而就所有其他股東大會舉行前不少於10個營業日寄發召開所有其他股東大會通告。

#### 以投票方式表決

本公司之組織章程細則已載列股東權利及於股東大會要求及進行以投票方式表決決議案之程序，以及於致股東之公司通訊載列股東要求投票方式表決之權利及主席於股東大會開始時亦會闡釋該等股東權利。為符合上市規則，所有股東大會將以投票方式表決。投票方式表決的結果(如有)在聯交所網頁及本公司網頁公佈。



# Independent Auditor's Report

獨立核數師報告

PRICEWATERHOUSECOOPERS 

羅兵咸永道會計師事務所

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

## TO THE SHAREHOLDERS OF PACIFIC TEXTILES HOLDINGS LIMITED

*(incorporated in Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Pacific Textiles Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 41 to 109, which comprise the consolidated and company balance sheets as at 31 March 2009, 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.

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.

致互太紡織控股有限公司股東

*(在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41至109頁互太紡織控股有限公司(「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2009年3月31日的綜合及公司資產負債表與截至該日止年度的綜合收益表、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及其他附註解釋。

### 董事就財務報表須承擔的責任

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

### 核數師的責任

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

我們已根據香港會計師公會頒佈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。



# Independent Auditor's Report

## 獨立核數師報告

### Auditor's responsibility (Continued)

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 March 2009 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, 17 July 2009

### 核數師的責任(續)

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於2009年3月31日的事務狀況及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

### 羅兵咸永道會計師事務所

執業會計師  
香港，2009年7月17日

# Financial Information

## 財務資料

### Consolidated Income Statement For the year ended 31 March 2009

#### 綜合收益表 截至2009年3月31日止年度

		Note	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
		附註		
Revenue	收入	5	<b>4,734,816</b>	4,280,646
Cost of sales	銷售成本	24	<b>(4,047,859)</b>	(3,583,759)
<b>Gross profit</b>	<b>毛利</b>		<b>686,957</b>	696,887
Other revenue	其他收入	23	<b>58,525</b>	57,781
Other gains – net	其他收益—淨	23	<b>1,027</b>	50,712
Distribution and selling expenses	分銷及銷售開支	24	<b>(149,850)</b>	(181,020)
General and administrative expenses	一般及行政開支	24	<b>(170,580)</b>	(170,901)
<b>Operating profit</b>	<b>經營溢利</b>		<b>426,079</b>	453,459
Finance income	財務收入	26	<b>16,584</b>	44,351
Finance costs	財務成本	26	<b>(14,767)</b>	(33,283)
Share of profit of associates	分佔聯營公司溢利	9	<b>1,423</b>	886
<b>Profit before income tax</b>	<b>所得稅前溢利</b>		<b>429,319</b>	465,413
Income tax expense	所得稅開支	27	<b>(48,713)</b>	(68,599)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>380,606</b>	396,814
Attributable to:	下列人士應佔：			
Equity holders of the Company	本公司權益持有人	34	<b>376,515</b>	392,093
Minority interests	少數股東權益		<b>4,091</b>	4,721
			<b>380,606</b>	396,814
Earnings per share for profit attributable to the equity holders of the Company during the year – basic and diluted (HK\$)	本公司股權持有人應佔年度溢利之每股盈利—基本及攤薄(港元)	28	<b>0.26</b>	0.28
Dividends	股息	29	<b>214,940</b>	980,610

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

附註乃綜合財務報表之部份。

# Financial Information

## 財務資料

### Consolidated Balance Sheet As at 31 March 2009

綜合資產負債表 於2009年3月31日

		Note 附註	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Leasehold land and land use rights	租賃土地及土地使用權	6	27,931	28,336
Property, plant and equipment	物業、廠房及設備	7	1,499,192	1,522,587
Interest in associates	於聯營公司之權益	9	23,201	15,086
Interest in jointly controlled entities	於共同控制實體之權益	10	20,141	–
Deferred taxation	遞延稅項	19	–	3,467
Available-for-sale financial assets	可供出售金融資產	11	1,760	1,808
			<b>1,572,225</b>	1,571,284
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	12	761,640	993,285
Trade and bills receivables	應收賬款及票據	13	600,116	608,708
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	14	18,289	35,390
Derivative financial instruments	衍生金融工具	22	1,596	18,813
Cash and bank balances	現金及銀行結餘	15	1,431,664	1,175,481
			<b>2,813,305</b>	2,831,677
<b>Total assets</b>	<b>資產總值</b>		<b>4,385,530</b>	4,402,961
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔資本及儲備</b>			
Share capital	股本	16	1,433	1,433
Reserves	儲備	17	3,109,533	2,838,332
			<b>3,110,966</b>	2,839,765
<b>Minority interests</b>	<b>少數股東權益</b>		<b>50,335</b>	46,244
<b>Total equity</b>	<b>權益總額</b>		<b>3,161,301</b>	2,886,009

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

附註乃綜合財務報表之部份。

# Financial Information

## 財務資料

### Consolidated Balance Sheet As at 31 March 2009

綜合資產負債表 於2009年3月31日

	Note	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
	附註		
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	18	120,377	393,687
Finance lease obligations	18	232	871
Deferred taxation	19	4,825	–
		<b>125,434</b>	394,558
<b>Current liabilities</b>			
Trade and bills payables	20	551,432	611,021
Accruals and others payables	21	239,264	221,792
Borrowings	18	284,258	275,022
Finance lease obligations	18	657	1,462
Derivative financial instruments	22	61	1,327
Current income tax liabilities		23,123	11,770
		<b>1,098,795</b>	1,122,394
<b>Total liabilities</b>		<b>1,224,229</b>	1,516,952
<b>Total equity and liabilities</b>		<b>4,385,530</b>	4,402,961
<b>Net current assets</b>		<b>1,714,510</b>	1,709,283
<b>Total assets less current liabilities</b>		<b>3,286,735</b>	3,280,567

Approved by the Board of Director on 17 July 2009:

董事局於2009年7月17日批准通過：

**Mr. Wan Wai Loi**

尹惠來先生

Director

董事

**Mr. Tsang Kang Po**

曾鏡波先生

Director

董事

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

附註乃綜合財務報表之部份。



# Financial Information

## 財務資料

### Balance Sheet As at 31 March 2009

資產負債表 於2009年3月31日

		Note 附註	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in subsidiaries	於附屬公司之投資	8	8	8
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	33	2,041,394	1,121,826
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	14	292	850
Derivative financial instruments	衍生金融工具	22	392	–
Cash and bank balances	現金及銀行結餘	15	58,181	834,253
			<b>2,100,259</b>	1,956,929
<b>Total assets</b>	<b>資產總值</b>		<b>2,100,267</b>	1,956,937
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	16	1,433	1,433
Reserves	儲備	17	2,092,854	1,882,242
			<b>2,094,287</b>	1,883,675
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to subsidiaries	應付附屬公司款項	33	–	69,435
Accruals and others payables	應計項目及其他應付款項	21	5,980	3,827
<b>Total liabilities</b>	<b>負債總額</b>		<b>5,980</b>	73,262
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>2,100,267</b>	1,956,937
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,094,279</b>	1,883,667
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,094,287</b>	1,883,675

Approved by the Board of Director on 17 July 2009:

董事局於2009年7月17日批准通過：

**Mr. Wan Wai Loi**

尹惠來先生

Director

董事

**Mr. Tsang Kang Po**

曾鏡波先生

Director

董事

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

附註乃綜合財務報表之部份。

# Financial Information

## 財務資料

### Consolidated Statement of Changes in Equity For the year ended 31 March 2009

綜合權益變動表 截至2009年3月31日止年度

		Attributable to equity holders of the Company			Minority interests	Total
		本公司權益持有人應佔			少數股東 權益	權益總額
		Share capital	Reserves	Total		
		股本	儲備	總計		
Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註	千港元	千港元	千港元	千港元	千港元	
		(Note 16)	(Note 17)			
		(附註16)	(附註17)			
<b>Balance at 1 April 2007</b>	於 <b>2007年4月1日</b> 之結餘	11	1,440,734	1,440,745	50,748	1,491,493
Profit for the year	年內溢利	-	392,093	392,093	4,721	396,814
Issuance of share capital by global offering	以全球發售方式發行股本	16	358	1,916,194	-	1,916,552
Global offering expenses	全球發售支出	17	-	(120,597)	-	(120,597)
Shares issued by capitalization from share premium account	於股份溢價賬 資本化發行股份	16	1,064	(1,064)	-	-
Acquisition of additional interest in a subsidiary from a minority shareholder	向一名少數股東增購一間 附屬公司之權益	17	-	(3,559)	(9,225)	(12,784)
Currency translation differences	外幣換算差額	-	-	81,138	-	81,138
Share-based compensation expenses	股份報酬支出	16	-	6,533	-	6,533
Dividends paid	已付股息	29	-	(873,140)	-	(873,140)
<b>Balance at 31 March 2008</b>	於 <b>2008年3月31日</b> 之結餘	1,433	2,838,332	2,839,765	46,244	2,886,009
<b>Balance at 1 April 2008</b>	於 <b>2008年4月1日</b> 之結餘	1,433	2,838,332	2,839,765	46,244	2,886,009
Profit for the year	年內溢利	-	-	376,515	4,091	380,606
Currency translation differences	外幣換算差額	-	-	36,253	-	36,253
Share-based compensation expenses	股份報酬支出	16	-	8,891	-	8,891
2007/08 final dividend	2007/08末期股息	29	-	(107,470)	-	(107,470)
2008/09 interim dividend	2008/09中期股息	29	-	(42,988)	-	(42,988)
<b>Balance at 31 March 2009</b>	於 <b>2009年3月31日</b> 之結餘	1,433	3,109,533	3,110,966	50,335	3,161,301

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

附註乃綜合財務報表之部份。

# Financial Information

## 財務資料

### Consolidated Cash Flow Statement For the year ended 31 March 2009

綜合現金流量表 截至2009年3月31日止年度

		Note 附註	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
<b>Cash flow from operating activities</b>	經營業務之現金流量			
<b>Cash generated from operations</b>	經營業務產生之現金	30(a)	<b>917,447</b>	787,206
Interest paid	已付利息		<b>(14,767)</b>	(33,283)
Hong Kong profits tax paid	已付香港利得稅		<b>(12,901)</b>	(41,134)
Overseas tax paid	已付海外稅款		<b>(16,523)</b>	(25,901)
<b>Net cash generated from operating activities</b>	經營業務產生之現金淨額		<b>873,256</b>	686,888
<b>Cash flow from investing activities</b>	投資活動之現金流量			
Purchase of property, plant and equipment	購置物業、廠房及設備		<b>(211,835)</b>	(425,436)
Prepayment of leasehold land and land use rights	租賃土地及土地使用權預付款項		-	(5,265)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	30(b)	<b>4,033</b>	14,123
Acquisition of additional interest in a subsidiary from a minority shareholder	向一名少數股東增購一間附屬公司之權益	30(c)	-	(12,784)
Investment in associates	於聯營公司之投資	9	<b>(6,435)</b>	-
Investment in jointly controlled entities	於共同控制實體之投資	10	<b>(20,141)</b>	-
Interest income received	已收利息收入		<b>16,584</b>	44,351
Dividend income	股息收益		<b>7</b>	9
<b>Net cash used in investing activities</b>	投資活動動用之現金淨額		<b>(217,787)</b>	(385,002)
Net cash inflow before financing activities	融資活動前現金流入淨額		<b>655,469</b>	301,886
<b>Cash flow from financing activities</b>	融資活動之現金流量			
Proceeds from issuance of shares (net of share issue expenses)	發行股份所得款項(淨發行股份支出)		-	1,795,955
Advance from a minority shareholder	一名少數股東之墊款		-	28,786
Net decrease in trust receipt loans	信託收據貸款減少淨額		<b>(12,082)</b>	(8,090)
New borrowings	新造借貸		<b>64,820</b>	945,234
Repayment of borrowings	償還借貸		<b>(301,105)</b>	(1,215,623)
Repayment of capital element of finance lease obligations	償還融資租賃承擔之資本部分		<b>(1,493)</b>	(3,611)
Dividends paid	已付股息		<b>(150,458)</b>	(873,140)
<b>Net cash (used in)/generated from financing activities</b>	融資活動(動用)/所得之現金淨額		<b>(400,318)</b>	669,511
<b>Net increase in cash and cash equivalents</b>	現金及現金等值項目增加淨額		<b>255,151</b>	971,397
<b>Cash and cash equivalents at 1 April</b>	於4月1日現金及現金等值項目		<b>1,146,769</b>	186,445
<b>Foreign exchange adjustment</b>	外幣換算調整		<b>16,739</b>	(11,073)
<b>Cash and cash equivalents at 31 March</b>	於3月31日現金及現金等值項目		<b>1,418,659</b>	1,146,769
<b>Analysis of cash and cash equivalents</b>	現金及現金等值項目分析			
Cash and bank balances	現金及銀行結餘	15(a)	<b>1,431,664</b>	1,175,481
Bank overdrafts	銀行透支	18(a)	<b>(13,005)</b>	(28,712)
			<b>1,418,659</b>	1,146,769

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

附註乃綜合財務報表之部份。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements

#### 1. General information

Pacific Textiles Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacture and trading of textile products. Its production bases are primarily located in the People’s Republic of China (the “PRC”) and Sri Lanka.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

These consolidated financial statements are presented in thousands of units of HK dollars (HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 17 July 2009.

#### 2. Summary of Significant Accounting Policies

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.

##### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

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 financial statements, are disclosed in Note 4.

##### (a) Amendment and interpretation effective in 2008/2009

In 2008/09, the Group adopted the following interpretations and amendment to existing standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which became effective for accounting periods beginning on or after 1 January 2008:

- The HKAS 39, “Financial Instruments: Recognition and Measurement”, amendment on reclassification of financial assets permits reclassification of certain financial assets out of the held-for-trading and available-for-sale categories if specified conditions are met. The related amendment to HKFRS 7, “Financial Instruments: Disclosures”, introduces disclosure requirements with respect to financial assets reclassified out of the held-for-trading and available-for-sale categories. The amendment is effective prospectively from 1 July 2008. This amendment has not had any impact on the Group’s financial statements, as the Group has not reclassified any financial assets;

### 綜合財務報表附註

#### 1. 一般資料

互太紡織控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事紡織產品之製造及貿易。其生產基地主要位於中華人民共和國(「中國」)及斯里蘭卡。

本公司是於開曼群島註冊成立之有限公司。其註冊地址為P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands。

除另有說明外，該等綜合財務報表以千港元呈報。該等綜合財務報表於2009年7月17日經董事局批准刊發。

#### 2. 主要會計政策概要

編製此等綜合財務報表所採納之主要會計政策載於下文。除另有說明外，此等政策已於所有呈報年度貫徹應用。

##### 2.1 編製基準

本集團綜合財務報表乃按照香港財務報告準則(「香港財務報告準則」)編製。彼等乃根據歷史成本慣例編製，並就重估之可供出售金融資產及按公允值計入損益賬之金融資產與金融負債(包括衍生工具)而予以修訂。

遵照香港財務報告準則編製財務報表須運用若干重要會計估計，而管理層於應用本集團會計原則時亦須作出判斷。涉及較高程度之判斷或複雜性，或假設及估計屬重大之範圍，乃於附註4中披露。

##### (a) 於2008/2009年生效修訂及詮釋

於2008/09年，本集團採用的香港會計師公會(「香港會計師公會」)頒佈的下列現行準則之詮釋與修訂須於2008年1月1日或其後開始的會計期間採用：

- 香港會計準則第39號「金融工具：確認及計量」，對財務資產重新分類的修訂容許若干財務資產如符合注明的條件，從「持有作買賣用途」及「可供出售」類別中重新分類。香港財務報告準則7「金融工具：披露」的相關修訂引入了有關從「持有作買賣用途」及「可供出售」類別中重新分類財務資產的披露規定。此項修訂自2008年7月1日起生效。此項修訂對本集團財務報表並無任何影響，因為本集團並無重新分類任何財務資產；



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.1 Basis of preparation (Continued)

###### (a) Amendment and interpretation effective in 2008/2009 (Continued)

- HK(IFRIC) – Int 11 “HKFRS 2 – Group and Treasury Share Transactions”, 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 adoption of this interpretation has not had any significant impact on the Group’s financial statements;
- HK(IFRIC) – Int 12 “Service Concession Arrangements” applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. The adoption of this interpretation has not had any significant impact on the Group’s financial statements; and
- HK(IFRIC) – Int 14 “HKAS19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction” provides guidance on assessing the limit in HKAS 19 on the amount of the surplus that can be recognised as an asset. It also explains how the pension asset or liability may be affected by a statutory or contractual minimum funding requirement. The adoption of this interpretation has not had any significant impact on the Group’s financial statements.

###### (b) The following new standards, amendments and interpretations to the standards have been issued but are not effective for 2008/2009 and have not been early adopted by the Group

HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards (effective for annual periods beginning on or after 1 January 2009)
HKFRS 1 and HKAS 27	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate (effective for (Amendments) annual periods beginning on or after 1 January 2009)
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations (effective for annual periods beginning on or after 1 January 2009)

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.1 編製基準(續)

###### (a) 於2008/2009年生效修訂及詮釋(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」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。此項詮釋之採納對本集團之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12號「服務特許權安排」適用於合同安排，即私營部門的營運商參與公共部門的服務之開發、融資、營運和維護的基礎設施。此項詮釋之採納對本集團之財務報表並無任何重大影響；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」，對香港會計準則第19號有關評估可確認為資產的盈餘金額的限額提供指引。此項準則亦解釋了退休金資產或負債如何可能受法定或合約性的最低資金要求所影響。此項詮釋之採納對本集團之財務報表並無任何重大影響。

###### (b) 下列為已頒佈但於2008/09年未生效而本集團並無提前採納的新訂準則及準則修訂與詮釋

香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則(自2009年1月1日起或期後開始之年度期間生效)
香港財務報告準則第1號與香港會計準則第27號	附屬公司、共同控制實體或聯營公司的投資成本(自2009年1月1日起或期後開始之年度期間(修訂本)生效)
香港財務報告準則第2號(修訂本)	股份形式付款歸屬條款及取消(自2009年1月1日起或期後開始之年度期間生效)

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.1 Basis of preparation (Continued)

(b) *The following new standards, amendments and interpretations to the standards have been issued but are not effective for 2008/2009 and have not been early adopted by the Group (Continued)*

HKFRS 3 (Revised)	Business Combinations (effective for annual periods beginning on or after 1 July 2009)
HKFRS 7 (Amendments)	Improving Disclosures about Financial Instruments (effective for annual periods beginning on or after 1 January 2009)
HKFRS 8	Operating Segments (effective for annual periods beginning on or after 1 January 2009)
HKAS 1 (Revised)	Presentation of Financial Statements (effective for annual periods beginning on or after 1 January 2009)
HKAS 23 (Revised)	Borrowing Costs (effective for annual periods beginning on or after 1 January 2009)
HKAS 27 (Revised)	Consolidated and Separate Financial Statements (effective for annual periods beginning on or after 1 July 2009)
HKAS 32 and HKAS 1	Puttable Financial Instruments and Obligations arising on Liquidation (effective for annual (Amendments) periods beginning on or after 1 January 2009)
HKAS 39 (Amendment)	Eligible Hedged Items (effective for annual periods beginning on or after 1 July 2009)
HK(IFRIC) – Int 9 and HKAS 39	Embedded Derivatives (effective for annual periods ending on or after 30 June 2009) (Amendments)
HK(IFRIC) – Int 13	Customer Loyalty Programmes (effective for annual periods beginning on or after 1 July 2008)

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.1 編製基準(續)

(b) *下列為已頒佈但於2008/09年未生效而本集團並無提前採納的新訂準則及準則修訂與詮釋(續)*

香港財務報告準則第3號(經修訂)	業務合併(自2009年7月1日起或期後開始之年度期間生效)
香港財務報告準則第7號(修訂本)	金融工具披露之改善(自2009年1月1日起或期後開始之年度期間生效)
香港財務報告準則第8號	經營分部(自2009年1月1日起或期後開始之年度期間生效)
香港會計準則第1號(經修訂)	財務報表的呈報(自2009年1月1日起或期後開始之年度期間生效)
香港會計準則第23號(經修訂)	借貸成本(自2009年1月1日起或期後開始之年度期間生效)
香港會計準則第27號(經修訂)	綜合及獨立財務報表(自2009年7月1日起或期後開始之年度期間生效)
香港會計準則第32號和香港會計準則第1號	可認沽金融工具及清盤時產生的責任(自2009年1月1日起或期後開始之年度期間(修訂本)生效)
香港會計準則第39號(修訂本)	符合條件的對沖項目(自2009年7月1日起或期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9號和香港會計準則第39號	嵌入式衍生工具(自2009年6月30日起或期後開始之年度期間(修訂本)生效)
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2008年7月1日起或期後開始之年度期間生效)

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.1 Basis of preparation (Continued)

(b) *The following new standards, amendments and interpretations to the standards have been issued but are not effective for 2008/2009 and have not been early adopted by the Group (Continued)*

HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate (effective for annual periods beginning on or after 1 January 2009)
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation (effective for annual periods beginning on or after 1 October 2008)
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners (effective for annual periods beginning on or after 1 July 2009)
HK(IFRIC) – Int 18	Transfers of Assets from Customers (effective for transfers of assets from customers received on or after 1 July 2009)

The effect that the adoption of HKFRS 3 (Revised) and HKAS 27 (Revised) will have on the results and financial position of the Group will depend on the incidence and timing of business combinations occurring on or after 1 January 2010. The directors anticipate that the adoption of other new standards, amendments and interpretations to standards will not result in a significant impact on the results and financial position of the Group.

In addition, the HKICPA also published a number of amendments for the existing standards under its annual improvement project. These amendments are not expected to have a significant financial impact on the results and financial position of the Group.

##### 2.2 Consolidation

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

###### (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.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.1 編製基準(續)

(b) 下列為已頒佈但於2008/09年末生效而本集團並無提前採納的新訂準則及準則修訂與詮釋(續)

香港(國際財務報告詮釋委員會) – 詮釋第15號	房地產建築合同(自財務報告2009年1月1日起或期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16號	海外經營淨投資套期(自2008年10月1日起或期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17號	向擁有人分派非現金資產(自2009年7月1日起或期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18號	自客戶轉讓資產(自財務報告2009年7月1日起或期後開始之年度期間生效)

本集團採納香港財務報告準則第3號(經修訂)及香港會計準則第27號(經修訂)將產生的結果和本集團財務狀況之影響，將取決於企業合併於2010年1月1日起或期後發生的影響範圍和時間。董事預計採用其他新準則、準則修訂和詮釋不會對本集團之業績與財務狀況產生重大之影響。

此外，香港會計師公會亦根據其年度改進項目，頒佈了一些現行準則修訂。這些修訂預計不會對本集團之業績與財務狀況產生重大之影響。

##### 2.2 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至3月31日之財務報表。

###### (a) 附屬公司

附屬公司指本集團有權控制其財務及營運政策之實體(包括特定用途實體)，一般擁有其過半數表決權之股權。在評估本集團是否控制另一實體時，會考慮目前是否存在可行使或可兌換的潛在表決權及其影響。附屬公司於控制權轉移至本集團之日起全面綜合入賬，及於該控制權終止之日起終止綜合入賬。

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.2 Consolidation (Continued)

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

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured 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.

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 asset transferred. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements 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 dividend received and receivable.

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

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recorded in the consolidated income statement. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

###### (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 investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.2. 綜合賬目(續)

###### (a) 附屬公司(續)

本集團收購附屬公司以會計收購方法列賬。收購成本乃按交易日期所提供資產、所發行權益工具及所引致或所承擔負債之公平值，加收購直接應佔成本計算。企業合併時所收購可識別資產及所承擔負債及或有負債，初步以收購日之公平值計量，而不考慮任何少數股東權益。收購成本超出本集團應佔所收購可識別資產淨值公平值之差額乃記錄為商譽。倘收購成本低於所收購附屬公司資產淨值之公平值，則該差額直接於收益表確認。

集團內公司間之交易、結餘及未變現收入會作對銷。除非交易顯示所轉讓資產出現減值，否則未變現虧損亦予對銷。綜合財務報表內附屬公司之會計政策已按需要作出改變，以確保與本集團所採納者一致。

本公司之資產負債表內，於附屬公司之投資按成本扣除減值虧損撥備列賬。附屬公司之業績由本公司按已收及應收股息入賬。

###### (b) 與少數股東權益之交易

本集團應用的政策視與少數股東進行的交易為與本集團以外之人士進行的交易。向少數股東進行出售所帶來的盈虧乃記錄於綜合收益表內。向少數股東進行收購所產生的商譽，相當於已支付的任何代價與相關應佔所收購附屬公司資產淨值賬面值有關部分之間的差額。

###### (c) 聯營公司

聯營公司指本集團對其行使重大影響力但並無控制權之實體，一般擁有佔其表決權20%至50%之股權。於聯營公司之投資按權益會計法列賬，並初步按成本確認。本集團於聯營公司之投資包括收購時確定之商譽(扣除任何累計減值虧損)。



### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.2 Consolidation (Continued)

###### (c) Associates (Continued)

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 the associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

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

###### (d) Jointly controlled entities

A jointly controlled entity is a joint venture in which 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. The Group's interests in jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost.

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 other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.2 綜合賬目(續)

###### (c) 聯營公司(續)

本集團應佔其聯營公司之收購後損益於收益表確認，應佔收購後儲備變動則於儲備確認。累計收購後變動對投資賬面值作出調整。倘本集團應佔聯營公司虧損相等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款項)，本集團不會進一步確認虧損，除非其已代表該聯營公司產生債務或付款則作別論。

本集團與其聯營公司間進行交易之未變現收入會作對銷，惟以本集團於適用聯營公司之權益為限。未變現虧損亦作對銷，除非交易有證據顯示所轉讓資產出現減值則作別論。聯營公司之會計政策已按需要作出修訂，以確保與本集團採納之政策貫徹一致。

來自聯營公司的投資所產生的攤薄盈虧於綜合收益表確認。

於本公司之資產負債表內，於聯營公司之投資按成本扣除減值虧損撥備列賬。聯營公司之業績由本公司按已收及應收股息入賬。

###### (d) 共同控制實體

共同控制實體為合營公司，本集團與其他訂約方經營一項由各方共同控制之經濟活動，而參與各方概無任何一方可單獨控制該項經濟活動。本集團於共同控制實體之權益按權益會計法列賬，並初步按成本確認。

本集團應佔收購後共同控制實體的溢利或虧損於損益表內確認，而應佔收購後儲備的變動則於儲備內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家共同控制實體之虧損等於或超過其在該共同控制實體之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代表共同控制實體承擔責任或作出付款則除外。

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.2 Consolidation (Continued)

###### (d) Jointly controlled entities (Continued)

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 entities. 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.

##### 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 Dollar ("HK\$"), which is the Company's functional and the Group'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 or valuation where items are re-measured. 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 consolidated income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the consolidated income statement with 'other (losses)/gains - net'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in the amortised cost are recognised in income statement and other changes in the carrying amount are recognised in equity.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.2 綜合賬目(續)

###### (d) 共同控制實體(續)

本集團與其共同控制實體進行交易的未變現收益，與本集團於共同控制實體的權益對銷。除非交易顯示被轉讓資產出現減值的證據，否則交易的未變現虧損亦予以對銷。共同控制實體的會計政策已在有需要時作出改變，以確保與本集團採納的政策一致。

##### 2.3 分部呈報

業務分部指提供產品或服務之一組資產及業務，其所涉及之風險及回報與其他業務分部不同。地區分部乃於特定經濟環境內提供產品或服務之業務，而其所涉及之風險及回報與其他經濟環境內經營之分部不同。

##### 2.4 外幣換算

###### (a) 功能及呈列貨幣

本集團各實體之財務報表所列項目，均以該實體經營所在主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表乃以本公司之功能貨幣及本集團之呈列貨幣港元呈列。

###### (b) 交易及結餘

外幣交易按交易或項目重新計量日之匯率換算為功能貨幣。結算該等交易及按年結日之匯率換算以外幣列值之貨幣資產及負債所產生外匯盈虧均於綜合收益表確認。

有關借貸與現金及現金等值物之匯兌盈虧於綜合收益表「財務收入或成本」中呈現。所有其他匯兌盈虧於綜合收益表「其他(虧損)/收益--淨」中呈現。

分類為可供出售之外幣列值貨幣證券之公平值變動，分析為證券攤銷成本變動產生之換算差額及證券賬面值之其他變動。攤銷成本變動相關之換算差額乃於收益表確認，而賬面值其他變動則於權益確認。

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.4 Foreign currency translation (Continued)

###### (b) Transactions and balances (Continued)

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the available-for-sale reserve in equity.

###### (c) Group companies

The results and financial position of all the Group's 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;
- (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 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 consolidated 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 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 the land use rights, or when there is impairment, the impairment is expensed in the consolidated income statement.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.4 外幣換算(續)

###### (b) 交易及結餘(續)

非貨幣金融資產及負債(例如按公平值計入損益之權益)之換算差額乃於損益中確認為公平值損益之一部分。分類為可供出售之權益等非貨幣金融資產之換算差額會列入權益內之可供出售儲備中。

###### (c) 集團公司

集團旗下所有實體(當中不持有嚴重通脹經濟之貨幣)之功能貨幣倘有別於呈列貨幣,則其業績及財務狀況須按以下方式換算為呈列貨幣:

- (i) 每份資產負債表內所呈列資產及負債按該結算日之收市匯率換算;
- (ii) 每份收益表所列收益及開支按平均匯率換算,除非此平均匯率不足以合理反映於交易日期適用匯率之累計影響,則在此情況下,收益及開支按交易日期之匯率換算;及
- (iii) 所有由此產生之匯兌差額均確認為權益獨立部分。

於綜合賬目時,因換算海外業務之淨投資以及借貸及其他指定對沖該等投資之貨幣工具而產生之匯兌差額均計入股東權益內。當出售部份海外業務時,該等已列入權益之匯兌差額會於綜合收益表確認為部分出售盈虧。

收購海外實體時產生之商譽及公平值調整視為該海外實體之資產及負債處理,並按收市匯率換算。

##### 2.5 租賃土地及土地使用權

就租賃土地及土地使用權作出之前期預付款項按經營租約列賬,並於該租約年期或按土地使用權以直線法在收益表支銷,或倘出現減值,則於綜合收益表支銷減值。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.6 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.

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 period in which they are incurred.

Depreciation of property, plant and equipment other than construction in progress are calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	2% – 4%
Leasehold improvements	20%
Plant and machinery	10% – 20%
Furniture and equipment	12.5% – 25%
Motor vehicles	20% – 25%

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.

Construction in progress represents buildings or leasehold improvements on which construction work has not been completed. 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. No depreciation is provided for construction in progress until they are completed and available for use.

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

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.6 物業、廠房及設備

除在建工程外，物業、廠房及設備乃按歷史成本法減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購項目直接產生之開支。

只有當與項目相關之日後經濟效益有可能流入本集團及能可靠地計算項目成本之情況下，往後成本方會計入資產之賬面值或確認為獨立資產(按適用情況)。所有其他維修及保養於其產生期間在收益表支銷。

除在建工程外，物業、廠房及設備以直線法計算折舊，以按其估計可使用年期分配成本至其餘值如下：

樓宇	2% – 4%
租賃物業裝修	20%
廠房及機器	10% – 20%
傢具及設備	12.5% – 25%
汽車	20% – 25%

資產之餘值及可使用年期會於每個結算日檢討及(倘適用)作出調整。倘資產之賬面值超過其估計可收回金額，則資產之賬面值將即時撇減至其可收回金額。

在建工程指建設工程尚未完成之樓宇或租賃物業裝修，乃按成本(包括工程開支及其他直接成本)減任何減值虧損列賬。完成時，在建工程會按成本減累計減值虧損轉撥至適當類別的物業、廠房及設備。在建工程於落成及可投入使用時方就折舊撥備。

出售盈虧按比較所得款項與賬面值釐定，並自收益表扣除。



### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

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

Assets that have an indefinite useful life or have not yet been available for use are not subject to amortisation and are tested annually for impairment. Other assets 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). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

##### 2.8 Financial assets

The Group classifies its financial assets as available-for-sale or loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) *Available-for-sale financial assets*

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

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payment 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 the trade-date – the date on which the Group commits to purchase or sell the asset. Investments 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 investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. The fair values of quoted investments are based on current bid prices. Changes in the fair value of financial assets classified as available-for-sale are recognised in equity. Loans and receivables are carried at amortised cost using the effective interest method.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.7 於附屬公司、聯營公司、共同控制實體之投資及其他非金融資產之減值

無確定可使用年期或未投入使用之資產毋須攤銷，會每年最少檢測減值一次。其他資產在出現顯示未必能收回賬面值之事件或情況變化時檢討有否減值。減值虧損按資產賬面值超逾其可收回金額之差額確認。可收回金額為資產公平值減出售成本與使用價值兩者間之較高者。就評估減值而言，資產按可獨立識別之現金流量之最低層次(現金產生單位)分類。已減值之非金融資產(商譽除外)於每個報告日期檢討是否可能撥回減值。

##### 2.8 金融資產

本集團將其金融資產分類為可供出售金融資產或貸款及應收款項，分類視乎購入金融資產之目的而定。管理層在初步確認時釐定其金融資產分類。

(i) *可供出售金融資產*

可供出售金融資產乃指定為此類別或並無歸類為任何其他類別之非衍生金融工具。除非管理層擬在結算日後12個月內出售有關投資，否則列為非流動資產。

(ii) *貸款及應收款項*

貸款及應收款項為附帶固定或待定期款而並無活躍市場報價之非衍生金融資產，均列入流動資產，惟到期日為結算日後超過12個月者，則歸類為非流動資產。貸款及應收款項於資產負債表中列為應收賬款及其他應收款項。

金融資產之買賣於交易日(即本集團承諾購買或出售該資產當日)予以確認。所有並非按公平值計入損益之金融資產投資初步按公平值加交易成本確認。當獲取投資所產生現金流量之權利已屆滿或轉讓，及本集團已轉讓絕大部分擁有權之風險及回報時，將剔除確認金融資產。可供出售金融資產其後按公平值入賬。具市場報價之投資之公平值乃按現行買入價計算。分類為可供出售之金融資產之公平值變動於權益內確認。貸款及應收款項以實際利率法按攤銷成本列賬。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.8 Financial assets (Continued)

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

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

##### 2.9 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.

##### 2.10 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 and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. 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 original effective interest rate. The amount of the provision or subsequent recoveries of amounts previously written off are recognised in the income statement within distribution and selling expenses in the income statement.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.8 金融資產(續)

當分類為可供出售之證券出售或出現減值時，其於權益確認之累計公平值調整將列入收益表為投資證券之盈虧。

本集團在每個結算日評估是否存在客觀證據顯示一項金融資產或一組金融資產出現減值。對於分類為可供出售之股本證券，其公平值重大或長期下跌至低於其成本會視為證券已減值之指標。倘可供出售金融資產出現任何該等跡象，則其累計虧損金額(即收購成本與當前公平值間之差額)減先於損益確認之金融資產的任何減值虧損，會從權益中剔除，並於收益表確認。就股本工具於收益表中確認之減值虧損不會於收益表撥回。

##### 2.9 存貨

存貨以成本與可變現淨值之較低者列賬。成本以加權平均法釐定。製成品及在製品之成本包括原料、直接勞工、其他直接成本及相關生產間接費用(按正常營運能力計算)，而不包括借款成本。可變現淨值為日常業務過程中之估計售價減適用之變動銷售開支。

##### 2.10 應收賬款及其他應收款項

應收賬款及其他應收款項初步按公平值確認，其後則按實際利率法以攤銷成本扣除減值撥備計量。應收賬款及其他應收款項減值撥備於有客觀跡象顯示本集團將無法按應收款項之原定條款收回所有到期金額時作出。債務人出現重大財務困難、可能破產或進行財務重組及延誤繳付或拖欠款項均被視為應收賬款已減值之指標。撥備金額為資產賬面值與估計日後現金流量按實際利率貼現之現值間之差額。撥備金額或其後收回早前撇銷之金額會於收益表內分銷及銷售開支中確認。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

##### 2.12 Derivative financial instruments

Derivatives instruments which do not qualify for hedge accounting are accounted for at fair value through profit and loss. Changes in the fair value of these derivative instruments are recognized immediately in income statement.

##### 2.13 Share capital

Shares are classified as equity.

##### 2.14 Trade and other payables

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

##### 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 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 and its subsidiaries and associates 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 substantially 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.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.11 現金及現金等值項目

現金及現金等值物包括手持現金、活期銀行存款及銀行透支。銀行透支列入資產負債表中流動負債之借款內。

##### 2.12 衍生金融工具

衍生工具不符合採用對沖會計法並按公允價值透過損益記賬。衍生工具的公允價值任何變動，即時於收益表中確認。

##### 2.13 股本

股份分類為權益。

##### 2.14 應付賬款及其他應付款項

應付賬款及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

##### 2.15 借貸

借貸初步按公平值扣除所產生之交易成本確認。借款其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值間任何差額乃以實際利率法按借款期於收益表確認。

借貸分類為流動負債，惟本集團有無條件權利遞延償還負債之日期至結算日後最少12個月者除外。

##### 2.16 即期及遞延所得稅

當期所得稅費用根據本公司、其附屬公司及聯營公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報表的狀況，並在適當情況下根據預期須向稅務機關支付之稅款設定撥備。

遞延所得稅以負債法就資產與負債之稅基與綜合財務報表內之賬面值間之暫時差額作全數撥備。然而，倘遞延所得稅因初次確認一項交易(業務合併除外)之資產或負債而產生，而交易時並無對會計或應課稅溢利或虧損造成影響，則該等遞延所得稅不予計算。遞延所得稅乃按於結算日已經頒佈或大致上已頒佈，及預期在有關遞延所得稅資產變現或遞延所得稅負債清償時適用之稅率及稅務法例釐定。



### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.16 Current and deferred income tax (Continued)

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 and associates, 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.

##### 2.17 Employee benefits

###### (i) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

###### (ii) Retirement benefits

Group companies participate in various defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed 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.

The schemes are generally funded through payments to insurance companies or state/trustee-administered funds. The Group pays contributions 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 employment costs when they are due.

###### (iii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is 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 entity 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(續)

#### 2. 主要會計政策概要(續)

##### 2.16 即期及遞延所得稅(續)

遞延所得稅資產於可能出現日後應課稅溢利抵銷暫時差額時方會確認。

遞延所得稅按於附屬公司及聯營公司之投資所產生之暫時差額作出撥備，惟本集團可控制撥回暫時差額之時間，且暫時差額在可見未來不會撥回則除外。

##### 2.17 僱員福利

###### (i) 僱員假期福利

僱員可享有之年假及長期服務假期之權利於該等假期累計予僱員時確認。本集團就僱員截至結算日止所提供服務而享有之年假及長期服務假期之估計負債作出撥備。僱員可享有之病假及產假於提取假期時方予確認。

###### (ii) 退休福利

本集團旗下公司推行多項定額供款退休福利計劃。定額供款計劃為本集團向獨立實體作出定額供款之退休福利計劃。倘有關基金並無足夠資產就僱員於現行及過往期間所提供服務支付所有僱員福利，本集團並無法律或推定責任作出進一步供款。

計劃一般透過向保險公司或國家受託人管理之基金作出供款撥資。本集團按強制性、合約或自願基準作出供款。一經作出供款後，本集團並無進一步付款責任。供款於到期應付時確認為僱員成本。

###### (iii) 股份酬金

本集團實行兩項以股本結算的股份酬金計劃。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。



### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.17 Employee benefits (Continued)

###### (iii) 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.

###### (iv) Bonus plan

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liability for bonus plan is expected to be settled within 12 months and is measured at the amounts expected to be paid when they are settled.

##### 2.18 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 passage of time is recognised as interest expense.

##### 2.19 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, returns, 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.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.17 僱員福利(續)

###### (iii) 股份酬金(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。

###### (iv) 花紅計劃

當本集團因為僱員提供之服務而產生現有法律或推定性責任，而責任金額能可靠估算時，則將花紅計劃之預計成本確認為負債入賬。

花紅計劃負債預計在12個月內支付，及當支付時以預計支付金額測量。

##### 2.18 撥備

倘本集團須就過去事件承擔現有法律或推定責任，而有可能須產生資源流出以履行該責任，並能可靠估計金額，則會確認撥備。日後營運虧損不予確認撥備。

倘出現多項類似責任，會否導致資源流出以履行責任之可能性乃於整體考慮該責任類別後確定。即使同一責任類別中任何一項可能流出資源的機會不大，仍會確認撥備。

撥備採用反映當時市場對金錢時間價值之評估及該責任之特定風險之稅前貼現率，計算預期須履行責任之開支現值作為計量準則。因時間流逝而產生之撥備增加確認為利息開支。

##### 2.19 收入確認

收入包括於本集團日常業務過程中銷售貨品及提供服務之已收或應收代價之公平值，並於扣除增值稅、回扣及折扣，以及對銷集團內銷售後呈列。

本集團於收入金額能可靠計算，及日後可能有經濟利益流入實體，且已符合下述本集團各業務之特定條件時確認收入。與銷售相關之所有可能發生之附帶項目解決後，收入金額方視為能可靠計算。本集團按過往業績作出估計，並考慮客戶種類、交易種類及各項安排之細節。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.19 Revenue recognition (Continued)

(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.

Advance payments received from customers prior to delivery of goods and provision of services are recorded as receipts in advance.

(b) *Sub-contracting income*

Sub-contracting income is recognized when service is rendered.

(c) *Interest income*

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

##### 2.20 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 assets for its intended use. Other borrowing costs are expensed in the period in which they are incurred.

##### 2.21 Leases (as the lessee)

(a) *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.

(b) *Finance leases*

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance lease balance outstanding. The corresponding rental obligations, net of finance charges, are included in current and non-current borrowings. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.19 收入確認(續)

(a) *銷售貨品*

銷售貨品於本集團實體向客戶交付產品，及客戶接納有關產品，並可合理確定收回相關應收款項時確認。

於交付貨品及提供服務前自客戶獲取之預付款項列賬為預收款項。

(b) *分包收入*

分包收入以提供服務時確認。

(c) *利息收入*

利息收益以實際利率法按時間比例基準確認。

##### 2.20 借貸成本

建造任何合資格資產時，於完成及籌備資產作其擬定用途期間所發生的借貸成本將予以資本化。在期間，其他借貸成本予以支出處理。

##### 2.21 租賃(作為承租人)

(a) *經營租賃*

資產擁有權之絕大部分風險及回報仍屬出租人所有之租賃，分類為經營租賃。根據經營租賃支付之款項扣除自出租人獲得之任何優惠後，按直線法於租期內自收益表扣除。

(b) *融資租賃*

本集團租借若干物業、廠房及設備。本集團擁有權絕大部分風險及回報之物業、廠房及設備租約分類為融資租賃。融資租賃於租賃開始時按所租物業之公平值與最低租金付款現值之較低者撥充資本。

每項租金付款會於負債與財務支出間劃撥，以就尚餘融資租賃結餘達致固定支銷率。相關租金承擔於扣除財務支出後，列入即期借貸及非即期借貸。財務成本之利息部份乃於租期內自收益表扣除，以就各段期間餘下負債結餘達致固定之周期利息率。根據融資租賃購入之物業、廠房及設備按資產可使用年期與租期之較短者折舊。

### Notes to the Consolidated Financial Statements (Continued)

#### 2. Summary of Significant Accounting Policies (Continued)

##### 2.22 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 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.

##### 2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

#### 3. Financial Risk Management

##### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including commodities price risk, foreign exchange risk, and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Because of the simplicity of the financial structure and current operations of the Group, no major hedging activities other than the use of external forward currency contracts are undertaken by management. However, the forward currency contracts do not qualify for hedge accounting and are accounted for at fair value through profit and loss.

###### (a) Market risk

###### (i) Commodities price risk

Most of the raw materials used by the Group are yarn, dye and other chemical and are subject to market price risk. The Group has not used any hedging activities to hedge its exposure to commodities price risk.

At 31 March 2009, if the market price of the yarn had increased/decreased by 1% with all other variables held constant, post-tax profit for the year would have been approximately HK\$19,167,000 (2008: HK\$18,962,000) lower/higher as a result of the change in market price of yarn.

### 綜合財務報表附註(續)

#### 2. 主要會計政策概要(續)

##### 2.22 或有負債

或有負債指可能因過往事件而產生之可能責任，而有關責任存在須透過一或多項並非本集團控制範圍內無法肯定之日後事件發生或不發生與否方能確定。或有負債亦指因過往事件而產生之現有責任，由於可能不需要流出經濟資源或責任金額無法可靠計量而未有確認。

或有負債不予確認，惟會於財務報表內披露。倘資源流出之可能性有變，以致可能流出資源，則將確認為撥備。

##### 2.23 股息分派

分派予本公司股東之股息於本公司股東或董事(倘適用)批准股息之期間，在本集團之財務報表確認為負債。

#### 3. 財務風險管理

##### 3.1 財務風險因素

本集團業務面臨多種財務風險：市場風險(包括商品價格風險、外匯風險、現金流量及公平值利率風險)、信貸風險及流動資金風險。本集團之整體風險管理程序專注於金融市場之不可預測性，並尋求將對本集團財務表現之潛在不利影響降至最低。為了簡化本集團的財務架構與現行的營運，管理層除了採用遠期合約外，並沒有重大的對沖活動。然而，遠期合約不符合採用對沖會計法並按公允價值透過損益記賬。

###### (a) 市場風險

###### (i) 商品價格風險

本集團所用原料主要包括紗線、染料及其他化學品，須面對市場價格之風險。本集團並無採取任何對沖活動對沖其商品價格風險。

於2009年3月31日，倘紗線價格增加/減少1%，而全部其他可變因素保持不變，於本年度的除稅後溢利將會減少/增加約19,167,000港元(2008年：8,962,000港元)，主要由於紗線價格改變所致。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 3. Financial Risk Management (Continued)

##### 3.1 Financial risk factors (Continued)

###### (a) Market risk (Continued)

###### (i) Commodities price risk (Continued)

At 31 March 2009, if the market price of the dye and other chemical had increased/decreased by 1% with all other variables held constant, post-tax profit for the year would have been approximately HK\$3,288,000 (2008: HK\$3,143,000) lower/higher as a result of the change in market price of dye and other chemical.

###### (ii) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Chinese Renminbi ("RMB") and United States dollar ("US\$"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group's transactions in the PRC are settled from RMB resources, therefore the foreign exchange risk is considered to be insignificant. In addition, the conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the PRC government.

As the HK\$ is pegged against the US\$, the related foreign exchange risk is considered to be insignificant.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group manages its foreign exchange risks by performing regular reviews and continuously monitoring its foreign exchange exposure.

At 31 March 2009, if RMB had strengthened/weakened by 2% (2008: strengthened/weakened by 2%) against HK\$ with all other variables held constant, the Group's profit for the year would have been HK\$224,000 (2008: HK\$9,914,000) higher/lower, mainly as a result of net foreign exchange gains/losses on translation of cash and bank balance and balances with group companies denominated in HK\$.

### 綜合財務報表附註(續)

#### 3. 財務風險管理(續)

##### 3.1 財務風險因素(續)

###### (a) 市場風險(續)

###### (i) 商品價格風險(續)

於2009年3月31日，倘染料及其他化學品價格增加／減少1%，而全部其他可變因素保持不變，於本年度的除稅後溢利將會減少／增加約3,288,000港元（2008年：3,143,000港元），主要由於染料及其他化學品價格價格改變所致。

###### (ii) 外匯風險

本集團涉及多種貨幣之風險，主要涉及中國人民幣（「人民幣」）和美元（「美元」）。外匯風險來自未來商業交易，已確認為資產及負債及於海外業務淨投資。

本集團於中國的交易以人民幣進行，因此，外匯風險被認為微不足道。此外，人民幣轉換成外幣是受到中國政府的所頒佈的外匯管制規則與規例約束。

鑑於港元與美元掛鈎，相關的外匯風險被認為微不足道。

本集團擁有若干境外營運投資，其資產淨值面臨外幣換算風險。本集團管理外匯風險是以定期審閱和不斷監測外匯風險。

於2009年3月31日，倘人民幣升值／貶值2%（2008年：升值／貶值2%），而港元與全部其他可變因素保持不變，本集團的年度溢利增加／減少224,000港元（2008年：9,914,000港元）高／低，主要是由於換算以港元列值的現金和銀行存款結餘和集團公司結餘所引致的外匯盈利／虧損。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 3. Financial Risk Management (Continued)

##### 3.1 Financial risk factors (Continued)

###### (a) Market risk (Continued)

###### (ii) Foreign exchange risk (Continued)

At 31 March 2009, if RMB had strengthened/weakened by 2% (2008: strengthened/weakened by 2%) against US\$ with all other variables held constant, the Group's profit for the year would have been HK\$11,705,000 (2008: HK\$8,132,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of cash and bank balance and balances with group companies denominated in US\$.

###### (iii) Cash flow and fair value interest rate risk

Except for the cash at bank and short-term bank deposits and borrowings, details of which are disclosed in Notes 15 and 18 respectively, the Group has no other significant interest-bearing assets or liabilities.

Bank deposits and borrowings at variable rates expose the Group to cash flow interest rate risk. Bank deposits and borrowings at fixed rates expose the Group to fair value interest rate risk. The Group manages its interest rate risk by performing regular review and continually monitoring its interest rate exposures. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

At 31 March 2009, if the market interest rates for bank deposits had been 50 basis points higher/lower with all other variables held constant, the Group's net profit would have been approximately HK\$2,058,000 (2008: HK\$4,359,000) higher/lower.

At 31 March 2009, if the market interest rates for floating bank borrowing had been 50 basis points higher/lower with all other variables held constant, the Group's net profit would have been approximately HK\$2,683,000 (2008: HK\$3,995,000) lower/higher.

### 綜合財務報表附註(續)

#### 3. 財務風險管理(續)

##### 3.1 財務風險因素(續)

###### (a) 市場風險(續)

###### (ii) 外匯風險(續)

於2009年3月31日，倘人民幣升值／貶值2%（2008年：升值／貶值2%），而美元與全部其他可變因素保持不變，本集團的年度溢利增加／減少11,705,000港元（2008年：8,132,000港元）高／低，主要是由於換算以美元列值的現金和銀行存款結餘和集團公司結餘所引致的外匯盈利／虧損。

###### (iii) 現金流量及公平值利率風險

除銀行現金及短期銀行存款與借貸，其詳情分別載列於附註15與附註18外，本集團並無其他重大計息資產或負債。

按浮動利率計息之銀行存款及借貸令本集團面對現金流量利率風險。按固定利率計息之銀行存款及借貸令本集團面對公平值利率風險。本集團透過定期審閱及不斷監察其利率所承受風險而管理其利率風險。本集團並無利用任何利率掉期交易以對沖其所承受之利率風險。

於2009年3月31日，倘銀行存款之市場利率上升／下降50基點，而其他可變因數維持不變，本集團純利將增加／減少約2,058,000港元（2008年：4,359,000港元）。

於2009年3月31日，倘以浮動利率計算之銀行借貸之市場利率上升／下降50基點，而其他可變因數維持不變，本集團純利將增加／減少約2,683,000港元（2008年：3,995,000港元）。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 3. Financial Risk Management (Continued)

##### 3.1 Financial risk factors (Continued)

###### (b) Credit risk

Credit risk arises from cash at bank and short-term bank deposits with banks and financial institutions and credit exposures to customers, including outstanding receivables.

At 31 March 2009 and 2008, substantially all the bank balances and short-term bank deposits as detailed in Note 15 are held in major financial institutions located in Hong Kong, Mainland China, Sri Lanka and Macau; all derivative financial instruments are also entered into with these financial institutions, which management believes are of high credit quality. The Group has a policy to limit the amount of credit exposure to any individual financial institution and management does not expect any losses arising from non-performance by these financial institutions.

The Group has no significant concentrations of credit risk with customers. The Group has policies in place to ensure that sales are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The credit quality of the customers is assessed based on its financial position, past experience and other factors. Normally the Group does not require collateral from trade debtors. The existing debtors have no significant defaults in the past. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

###### (c) Liquidity risk

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

The Group's primary cash requirements have been for additions of and upgrades on property, plant and equipment, payment of debts and payment for purchases and operating expenses. The Group finances its working capital requirements through a combination of funds generated from its operations and bank borrowings.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and has available funding through adequate amount of committed credit facilities to meet its working capital requirements.

### 綜合財務報表附註(續)

#### 3. 財務風險管理(續)

##### 3.1 財務風險因素(續)

###### (b) 信貸風險

信貸風險來自存放於銀行之現金，及銀行與金融機構的銀行現金及短期銀行存款，與及客戶之信貸風險(包括尚未償還之應收款項)。

誠如附註15所詳列，於2009年及2008年3月31日，所有銀行結餘及短期銀行存款及存放於香港、中國內地、斯里蘭卡及澳門主要金融機構；所有衍生金融工具均由管理層認為屬高信貸質素的金融機構訂立。本集團採取限額政策限制對任何個別金融機構的信貸風險且管理層並不預期會出現任何因該等金融機構不履約而產生的虧損。

本集團並無高度集中之客戶信貸風險。本集團亦有政策確保銷售予有良好信貸記錄的客戶，而且本集團會定期評估客戶信貸。客戶信貸質素乃按其財務狀況、過往經驗及其他因素作出評估。一般而言，本集團並無要求借款人提供抵押品。現有借款人於過往期間並無重大欠付記錄。本集團過往未收回的應收賬款及其他應收款並沒有超出已計提的壞賬準備金額，並且董事認為財務報表中就不可收回的應收款項已計提足夠的壞賬準備。

###### (c) 流動資金風險

審慎的流動性風險管理，意味著維持充足的現金並通過充足的信貸額度獲得資金。

本集團的現金需求主要用添置及更新於物業、廠房及設備、償還債務及支付採購費用及營運開支。本集團通過營運產生之資金及銀行借款以撥付營運資金所需要求。

本集團的政策為定期監察現時及預期流動資金要求，從而確保本集團有足夠的現金及現金等值項目及通過充足的信貸額度獲得資金，以符合營運資金之要求。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 3. Financial Risk Management (Continued)

#### 3. 財務風險管理(續)

##### 3.1 Financial risk factors (Continued)

##### 3.1 財務風險因素(續)

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

###### (c) 流動資金風險(續)

The table below analyses the Group's and the Company's financial liabilities and net-settled derivative financial instruments into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

下表為本集團和本公司於結算日至合約到期日的剩餘期間的財務負債情況與以淨額基準結算的衍生金融工具的分析。於表中披露的金額為合約性未折算現金流量。由於折算的影響輕微，於12個月內到期的結餘與其賬面結餘相同。

###### (i) Group

###### (i) 本集團

		Within 1 year 1年內 HK\$'000 千港元	Between 1 and 2 years 1年至2年 HK\$'000 千港元	Between 2 and 5 years 2年至5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Borrowings</b>	借貸	<b>284,258</b>	<b>60,068</b>	<b>60,309</b>	<b>404,635</b>
<b>Financial lease obligations</b>	融資租賃承擔	<b>657</b>	<b>232</b>	-	<b>889</b>
<b>Trade and bills payables</b>	應付賬款及票據	<b>551,432</b>	-	-	<b>551,432</b>
<b>Accruals and other payables</b>	應計項目及其他應付款項	<b>239,264</b>	-	-	<b>239,264</b>
<b>Derivate financial instruments</b>	衍生金融工具	<b>61</b>	-	-	<b>61</b>
<b>At 31 March 2009</b>	於2009年3月31日	<b>1,075,672</b>	<b>60,300</b>	<b>60,309</b>	<b>1,196,281</b>
Borrowings	借貸	275,022	260,992	132,695	668,709
Financial lease obligations	融資租賃承擔	1,462	756	115	2,333
Trade and bills payables	應付賬款及票據	611,021	-	-	611,021
Accruals and other payables	應計項目及其他應付款項	221,792	-	-	221,792
Derivate financial instruments	衍生金融工具	1,327	-	-	1,327
<b>At 31 March 2008</b>	於2008年3月31日	<b>1,110,624</b>	<b>261,748</b>	<b>132,810</b>	<b>1,505,182</b>

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 3. Financial Risk Management (Continued)

##### 3.1 Financial risk factors (Continued)

- (c) Liquidity risk (Continued)  
(ii) Company

#### 3. 財務風險管理(續)

##### 3.1 財務風險因素(續)

- (c) 流動資金風險(續)  
(i) 本公司

		Within 1 year 1年內 HK\$'000 千港元	Between 1 and 2 years 1年至2年 HK\$'000 千港元	Between 2 and 5 years 2年至5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Accruals and other payables	應計項目及其他應付款項	5,980	-	-	5,980
At 31 March 2009	於2009年3月31日	5,980	-	-	5,980
Amounts due to subsidiaries	應付附屬公司款項	69,435	-	-	69,435
Accruals and other payables	應計項目及其他應付款項	3,827	-	-	3,827
At 31 March 2008	於2008年3月31日	73,262	-	-	73,262

##### 3.2 Fair value estimation

The carrying amounts of the Group's current financial assets, including cash and bank balances, trade and bills receivables and other receivables, and the Group's current financial liabilities, including trade and bills payables, other payables and borrowings, approximate their fair values due to their short maturities. The nominal value less estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

The carrying amounts of the Group's non-current liabilities, including long-term bank loans and loan from a minority shareholder approximate their fair values as the impact of discounting is not significant.

##### 3.3 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for 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.

##### 3.2 公平值估計

本集團之流動金融資產(包括現金及銀行結餘、應收賬款及票據及其他應收款項)及本集團之流動金融負債(包括應付賬款及票據、其他應付款項及借款)之賬面值因其屬短期性質而與其公平值相若。到期日為一年內之金融資產及負債之面值減估計信貸調整假定為與其公平值相若。

由於貼現之影響輕微，本集團的非流動負債(包括長期銀行貸款及少數股東貸款)之賬面值與其公平值相若。

##### 3.3 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派付之股息金額、向股東發還資金、發行新股或出售資產以減低債務。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 3. Financial Risk Management (Continued)

##### 3.3 Capital risk management (Continued)

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings (including current and non-current borrowings and finance lease obligations as shown in the consolidated balance sheet) divided by total assets. The gearing ratios at 31 March 2009 and 2008 were as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Total borrowings	借貸總額	405,524	671,042
Total assets	資產總額	4,385,530	4,402,961
Gearing ratio	資本負債比率	9%	15%

#### 4. Critical Accounting Estimates and Judgements

Estimates and judgements used in preparing the financial statements 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, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, 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; 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 the future periods.

### 綜合財務報表附註(續)

#### 3. 財務風險管理(續)

##### 3.3 資本風險管理(續)

與其他同業相同，本集團以資本負債比率監察資本。該比率按借貸總額(包括綜合資產負債表所列的非流動借貸與融資租賃承擔)除以資產總值計算。於2009年與2008年3月31日之資本負債比率如下：

#### 4. 重大會計估計及判斷

編製財務報表時所作出估計及判斷會定期評估，並根據過往經驗及其他因素作出，包括於有關情況下相信為合理之日後事項預測。

本集團作出有關日後之估計及判斷。作出之會計估計顧名思義地甚少與相關實際結果相同。存有重大風險須對下一個財政年度資產及負債賬面值作出重大調整之估計及假設論述如下。

##### (a) 物業、廠房及設備之可使用年期及餘值

本集團管理層釐定物業、廠房及設備之估計可使用年期、餘值及相關折舊支出。此估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期的過往經驗作出。管理層將於可使用年期少於早前估計時增加折舊支出，並撇銷或撇減已廢棄或售出之技術上陳舊或非策略性資產。實際經濟年期可能有別於估計可使用年期；而實際餘值亦可能有別於估計餘值。定期作出之檢討可能導致可折舊年期及餘值出現變動，因而導致日後折舊開支有變。

### Notes to the Consolidated Financial Statements (Continued)

#### 4. Critical Accounting Estimates and Judgements (Continued)

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

Property, plant and equipment, leasehold land and land use rights are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair values less cost to sell. These calculations require the use of judgements and estimates.

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 values 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 condition 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 the current market condition 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 severe industry cycle. Management reassesses these estimates at each balance sheet date.

##### (d) Provision for impairment of 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 the current market condition, and requires the use of judgements and estimates. Management reassesses the provision at each balance sheet date.

### 綜合財務報表附註(續)

#### 4. 重大會計估計及判斷(續)

##### (b) 物業、廠房及設備、租賃土地及土地使用權減值

物業、廠房及設備、租賃土地及土地使用權於出現顯示可能無法收回賬面值之事件或狀況變化時檢討有否減值。可收回金額乃按使用價值或市場估值釐定。此等計算需要作出判斷及估計。

管理層須就資產檢測減值之情況作出判斷，特別是：(i)評估有否發生可能顯示有關資產價值可能無法收回之事件；(ii)評估資產之可收回金額能否支持其賬面值，可收回金額為公平值減出售成本，或估計於業務中持續使用該資產可產生之日後現金流量現值之較高者；及(iii)評估編製現金流量預測時所用適當主要假設，包括該等現金流量預測是否按適當比率貼現。管理層評估減值時所選用假設(包括現金流量預測所用貼現率或增長率假設)如有任何變化，均可能對減值檢測中所用淨現值，以致本集團財務狀況及營運業績造成重大影響。倘所預測表現及因此作出之日後現金流量預測出現重大負面變動，則或須於收益表作出減值支出。

##### (c) 存貨可變現淨值

存貨之可變現淨值乃按日常業務過程中之估計售價減估計完成成本及出售開支計算。該等估計乃按現行市況及製造及銷售類似性質產品之過往經驗作出。這可能因客戶口味轉變及競爭對手因應嚴峻行業周期而作出之行動而大幅變化。管理層於每個結算日重新評估該等估計。

##### (d) 應收賬款、票據及其他應收款項之減值撥備

本集團管理層按對應收款項之可收回程度之評估決定應收賬款、票據及其他應收款項之減值撥備。有關評估乃按其客戶及其他借入人之信貸記錄以及當前市況作出，並需要作出判斷及估計。管理層於每個結算日重新評估撥備。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 4. Critical Accounting Estimates and Judgements (Continued)

##### (e) Income taxes and deferred tax

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised as the management of the Group considers it is probable that future taxable profits will be available against which temporary differences or tax losses can be utilised. Where the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets in the period in which such estimates have been changed.

#### 5. Segment Information

##### (a) Analysis of sales by category

Sales for the year represent principally income derived from manufacturing and trading of textile products.

##### (b) Primary reporting format – business segments

No business segment analysis is shown as more than 90% of the Group's principal activity is manufacturing and trading of textile products.

##### (c) Secondary reporting format – geographical segments

The Group primarily operates in China and Hong Kong.

The Group's sales by geographical locations are determined by the final destination where the products are delivered:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
China	中國	1,299,765	1,050,030
South East Asia	東南亞	996,850	1,065,600
Hong Kong	香港	864,083	791,989
Sri Lanka	斯里蘭卡	909,719	710,267
Others	其他	664,399	662,760
		<b>4,734,816</b>	4,280,646

### 綜合財務報表附註(續)

#### 4. 重大會計估計及判斷(續)

##### (e) 所得稅及遞延稅項

本集團須在多個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大假設。日常業務過程中有若干無法確定最終稅款之交易及計算。倘該等事項最終稅款結果有別於最初記錄之金額，有關差額將影響作出有關決定之期間之所得稅及遞延稅項撥備。

當管理層認為未來應課稅溢利有可能出現可用作抵銷稅項虧損及時間差異時，相關稅項虧損及時間差異而產生之遞延稅項資產會予以確認。倘期望有別於原先估計，有關差異將影響作出有關估計更改之遞延稅項資產會予以確認。

#### 5. 分部資料

##### (a) 按銷售類別之分析

年內銷售主要為製造及買賣紡織品。

##### (b) 主要報告方式 – 業務分部

由於本集團超過90%之主要業務為製造及買賣紡織品，故並無呈示業務分部分析。

##### (c) 次要報告方式 – 地區分部

本集團主要於中國及香港經營。

本集團按地區劃分之銷售乃以產品交付之最終目的地分類：

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 5. Segment Information (Continued)

#### 5. 分部資料(續)

##### (c) Secondary reporting format – geographical segments (Continued)

##### (c) 次要報告方式 – 地區分部(續)

The Group's assets are located in the following geographical areas:

本集團之資產位於以下地區：

		<b>2009</b>	2008
		<b>2009年</b>	2008年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
China	中國	<b>2,027,962</b>	2,140,217
Hong Kong	香港	<b>1,733,552</b>	1,694,462
Sri Lanka	斯里蘭卡	<b>408,683</b>	401,599
Others	其他	<b>215,333</b>	166,683
		<b>4,385,530</b>	4,402,961

The Group's capital expenditure, based on where the assets are located, is allocated as follows:

本集團之資本開支按資產所在地劃撥如下：

		<b>2009</b>	2008
		<b>2009年</b>	2008年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
China	中國	<b>188,080</b>	352,355
Hong Kong	香港	<b>1,766</b>	1,946
Sri Lanka	斯里蘭卡	<b>21,970</b>	102,606
Others	其他	<b>19</b>	41
		<b>211,835</b>	456,948



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 6. Leasehold Land and Land Use Rights

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book value is analysed as follows:

#### 6. 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益為預付經營租約款項，其賬面淨值分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	28,336	22,050
Additions	添置	-	5,265
Amortisation	攤銷	(772)	(564)
Currency translation differences	外幣換算差額	367	1,585
At 31 March	於3月31日	27,931	28,336

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
In Hong Kong held on:	於香港持有：		
Leases of between 10 to 50 years	年期介乎10至50年之租約	3,694	3,791
In China held on:	於中國持有：		
Land use rights of between 10 to 50 years	年期介乎10至50年之土地使用權	17,409	17,497
In Sri Lanka held on:	於斯里蘭卡持有：		
Leases of between 10 to 50 years	年期介乎10至50年之租約	6,828	7,048
		27,931	28,336

Amortisation of prepaid operating lease payments for the years ended 31 March 2008 and 2009 have been included in general and administrative expenses in the income statements.

截止2008年及2009年3月31日止年度之預付經營租約款項之攤銷已計入收益表內一般及行政開支。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 7. Property, Plant and Equipment

#### 7. 物業、廠房及設備

		Buildings	Construction In progress	Leasehold improvements	Plant and machinery	Furniture and equipment	Motor vehicles and vessel	Total
		樓宇	在建工程	租賃物業 裝修	廠房及 機器	傢具及 設備	汽車及 船隻	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 31 March 2007</b>	於2007年3月31日							
Cost	成本	379,016	271,039	7,865	1,282,032	130,330	21,794	2,092,076
Accumulated depreciation	累計折舊	(45,971)	-	(5,144)	(750,783)	(79,927)	(13,165)	(894,990)
Net book amount	賬面淨值	333,045	271,039	2,721	531,249	50,403	8,629	1,197,086
<b>Year ended 31 March 2008</b>	截至2008年3月31日止年度							
Opening net book amount	年初賬面淨值	333,045	271,039	2,721	531,249	50,403	8,629	1,197,086
Currency translation differences	外幣換算差額	40,290	13,181	-	51,617	3,400	233	108,721
Additions	添置	5,823	208,644	-	224,677	13,050	4,754	456,948
Disposals	出售	(3,171)	-	-	(441)	(31)	(884)	(4,527)
Depreciation	折舊	(20,214)	-	(1,733)	(192,106)	(18,645)	(2,943)	(235,641)
Transfers	轉撥	185,021	(306,486)	-	114,613	6,307	545	-
Closing net book amount	年終賬面淨值	540,794	186,378	988	729,609	54,484	10,334	1,522,587
<b>At 31 March 2008</b>	於2008年3月31日							
Cost	成本	611,232	186,378	7,864	1,715,240	158,030	23,277	2,702,021
Accumulated depreciation	累計折舊	(70,438)	-	(6,876)	(985,631)	(103,546)	(12,943)	(1,179,434)
Net book amount	賬面淨值	540,794	186,378	988	729,609	54,484	10,334	1,522,587
<b>Year ended 31 March 2009</b>	截至2009年3月31日止年度							
Opening net book amount	年初賬面淨值	540,794	186,378	988	729,609	54,484	10,334	1,522,587
Currency translation differences	外幣換算差額	10,368	2,021	-	13,245	841	68	26,543
Additions	添置	-	123,430	-	82,585	3,247	2,573	211,835
Disposals	出售	-	-	-	(1,451)	(24)	-	(1,475)
Depreciation	折舊	(24,831)	-	(988)	(211,564)	(19,467)	(3,448)	(260,298)
Transfers	轉撥	56,477	(147,186)	-	70,091	20,167	451	-
<b>Closing net book amount</b>	<b>年終賬面淨值</b>	<b>582,808</b>	<b>164,643</b>	<b>-</b>	<b>682,515</b>	<b>59,248</b>	<b>9,978</b>	<b>1,499,192</b>
<b>At 31 March 2009</b>	於2009年3月31日							
Cost	成本	679,455	164,643	7,864	1,892,502	183,119	25,565	2,953,148
Accumulated depreciation	累計折舊	(96,647)	-	(7,864)	(1,209,987)	(123,871)	(15,587)	(1,453,956)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>582,808</b>	<b>164,643</b>	<b>-</b>	<b>682,515</b>	<b>59,248</b>	<b>9,978</b>	<b>1,499,192</b>

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 7. Property, Plant and Equipment (Continued)

Depreciation expense recognised in the income statement is analysed as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Cost of sales	銷售成本	253,767	228,046
General and administrative expenses	一般及行政開支	6,531	7,595
		<b>260,298</b>	235,641

The carrying amount of property, plant and equipment pledged to secure bank facilities of the Group amounted to approximately HK\$92,913,000 (2008: HK\$94,881,000).

Property, plant and equipment held under finance leases are analysed as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Cost – capitalized finance leases	成本－融資租約撥充資本	4,922	4,922
Less: accumulated depreciation	減：累計折舊	(2,456)	(1,472)
Net book value	賬面淨值	2,466	3,450
Depreciation for the year	年內折舊	984	886

#### 8. Investments in Subsidiaries

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	8	8

### 綜合財務報表附註(續)

#### 7. 物業、廠房及設備(續)

於收益表內確認之折舊開支分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Cost of sales	銷售成本	253,767	228,046
General and administrative expenses	一般及行政開支	6,531	7,595
		<b>260,298</b>	235,641

本集團獲取銀行融資而抵押之物業、廠房及設備的賬面值約為92,913,000港元(2008年：94,881,000港元)。

根據融資租約持有之物業、廠房及設備分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Cost – capitalized finance leases	成本－融資租約撥充資本	4,922	4,922
Less: accumulated depreciation	減：累計折舊	(2,456)	(1,472)
Net book value	賬面淨值	2,466	3,450
Depreciation for the year	年內折舊	984	886

#### 8. 於附屬公司之投資

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	8	8

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 8. Investments in Subsidiaries (Continued)

As at 31 March 2009 and 2008, the Company has direct and indirect interests in the following subsidiaries:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之 股本/註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2009 2009年	2008 2008年	
<b>Shares held directly:</b> 直接持有股份：					
Pacific Textured Jersey Holdings Ltd. (Note (iii)) (附註(iii))	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Pacific Textiles Overseas Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Pacific HK & China Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Pacific SPM Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Solid Ally International Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Lehan Resources Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1港元	100%	100%	Investment holding 投資控股
Fast Right Group Ltd. 正迅集團有限公司	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	100%	100%	Investment holding 投資控股
Goodscore Limited 高績有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
<b>Shares held indirectly:</b> 間接持有股份：					
Pacific Textiles Limited 互太紡織有限公司	Hong Kong 香港	Hk\$103,000,000 103,000,000港元	100%	100%	Textiles trading 紡織品貿易
Pacific SPM Investment Limited 互太汽車紡織投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
Pacific (Nansha) Investments Limited 互太(南沙)投資有限公司	Hong Kong 香港	HK\$22,000,000 22,000,000港元	100%	100%	Investment holding 投資控股

### 綜合財務報表附註(續)

#### 8. 於附屬公司之投資(續)

於2009年與2008年3月31日，本公司於下列附屬公司擁有直接或間接權益：



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 8. Investments in Subsidiaries (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ operation 註冊／成立／ 運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之 股本／註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2009 2009年	2008 2008年	
Pacific Overseas Textiles Macao Commercial Offshore Limited 互太海外紡織澳門離岸商業服務有限公司	Macau 澳門	MOP1,030,000 1,030,000澳門幣	100%	100%	Textiles trading 紡織品貿易
Textured Jersey Lanka (Private) Limited (Note (iii)) (附註(iii))	Sri Lanka 斯里蘭卡	Rs1,597,229,000 1,597,229,000 斯里蘭卡盧布	60%	60%	Textiles manufacturing and trading 紡織品製造及貿易
Pacific (Panyu) Textiles Limited (Note (i)) 互太(番禺)紡織印染有限公司(附註(i))	Mainland China 中國內地	Registered/ paid up capital US\$55,700,000 註冊／繳足股本 55,700,000美元	100%	100%	Manufacture and sale of textiles products 紡織產品製造及銷售
Pacific/Textured Jersey Ltd.	United Kingdom 英國	GBP100 100英鎊	100%	100%	Fabrics agency 布匹代理

Notes:

- (i) Company established as wholly foreign owned enterprise in Mainland China.
- (ii) On 25 January 2008, Pacific Textured Jersey Holdings Ltd., a wholly owned subsidiary of the Company, acquired an additional 8% equity interest in Textured Jersey Lanka (Private) Limited at a cash consideration of approximately HK\$12,784,000. Consequently, the Group's equity interest in Textured Jersey Lanka (Private) Limited was increased from 52% to 60%.

### 綜合財務報表附註(續)

#### 8. 於附屬公司之投資(續)

附註：

- (i) 該本公司是在中國內地成立的全資外商企業。
- (ii) 於2008年1月25日，本公司全資附屬公司 Pacific Textured Jersey Holdings Ltd.收購 Textured Jersey Lanka (Private) Limited額外8%股本權益，現金代價約12,784,000港元。期後，本集團於Textured Jersey Lanka (Private) Limited之股本權益由52%增加至60%。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 9. Interest in Associates

Movements of share of net assets of associates are as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	15,086	13,070
Capital injection (Note)	注資(附註)	6,435	-
Currency translation differences	外幣換算差額	257	1,130
Share of results – profit for the year	應佔業績 – 一年內溢利	1,423	886
At 31 March	於3月31日	23,201	15,086

Note: On 14 August 2008, the Group further injected capital HK\$6,435,000 in SPM Automotive Textile Co., Ltd., in proportionate with other shareholders' capital injections into this associate.

The particulars of the associates as at 31 March 2009 and 2008 are set out as follows:

Name of associate 聯營公司名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之 股本/註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2009 2009年	2008 2008年	
SPM Automotive Textile Co., Ltd. (Note (i)) 住江互太(廣州)汽車紡織產品有限公司 (附註(i))	Mainland China 中國內地	US\$7,500,000 7,500,000美元	33%	33%	Manufacturing and trading of vehicles related textile products 製造及買賣汽車相關 紡織品
Fillattice-Pacific Limited (Note (ii)) 互力有限公司(附註(ii))	Hong Kong 香港	Hk\$3,900,000 3,900,000港元	50%	50%	Trading of textiles products 買賣紡織品

Notes:

- (i) Company established as wholly foreign owned enterprise in Mainland China.
- (ii) On 18 May 2009, Solid Ally International Ltd., a wholly owned subsidiary of the Company, acquired the remaining 50% equity interest in Fillattice-Pacific Ltd. at a cash consideration of approximately HK\$2,200,000. Consequently, the Group's equity interest in Fillattice-Pacific Ltd. was increased from 50% to 100%.

### 綜合財務報表附註(續)

#### 9. 於聯營公司之權益

應佔聯營公司資產淨值之變動如下：

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	15,086	13,070
Capital injection (Note)	6,435	-
Currency translation differences	257	1,130
Share of results – profit for the year	1,423	886
At 31 March	23,201	15,086

附註：於2008年8月14日，本集團對住江互太(廣州)汽車紡織產品有限公司進一步注資6,435,000港元，是按與其他股東之比例注資此聯營公司。

於2009年及2008年3月31日聯營公司之詳情載列如下：

Name of associate 聯營公司名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之 股本/註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2009 2009年	2008 2008年	
SPM Automotive Textile Co., Ltd. (Note (i)) 住江互太(廣州)汽車紡織產品有限公司 (附註(i))	Mainland China 中國內地	US\$7,500,000 7,500,000美元	33%	33%	Manufacturing and trading of vehicles related textile products 製造及買賣汽車相關 紡織品
Fillattice-Pacific Limited (Note (ii)) 互力有限公司(附註(ii))	Hong Kong 香港	Hk\$3,900,000 3,900,000港元	50%	50%	Trading of textiles products 買賣紡織品

附註：

- (i) 該本公司是在中國內地成立的全資外商企業。
- (ii) 於2009年5月18日，本公司全資附屬公司Solid Ally International Ltd.收購互力有限公司餘下50%股本權益，現金代價約2,200,000港元。期後，本集團於互力有限公司之股本權益由50%增加至100%。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 9. Interest in Associates (Continued)

The Group's associates did not have any significant capital commitments at 31 March 2009 (2008: Nil).

The Group's share of assets, liabilities and results of associates were as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Total assets	資產總值	34,822	22,750
Total liabilities	負債總額	11,621	7,665
Revenue	收入	38,047	23,238
Profit for the year	年內溢利	1,423	886

#### 10. Interest in Jointly Controlled Entities

Movement of share of net assets of jointly controlled entities are as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	-	-
Capital injection (Note)	注資(附註)	20,141	-
At 31 March	於3月31日	20,141	-

Note: On 13 March 2009, the Group injected HK\$20,141,000 into its jointly controlled entities as capital contributions.

The Group's jointly controlled entities did not have any significant capital commitments at 31 March 2009 (2008: Nil).

There are no contingent liabilities relating to the Group's interest in the jointly controlled entities, and no contingent liabilities of the jointly controlled entities themselves.

### 綜合財務報表附註(續)

#### 9. 於聯營公司之權益(續)

於2009年3月31日，本集團之聯營公司並無重大資本承擔(2008年：無)。

本集團應佔聯營公司之資產、負債及業績如下：

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Total assets	34,822	22,750
Total liabilities	11,621	7,665
Revenue	38,047	23,238
Profit for the year	1,423	886

#### 10. 於共同控制實體之權益

於共同控制實體資產淨值之變動如下：

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	-	-
Capital injection (Note)	20,141	-
At 31 March	20,141	-

附註：於2009年3月13日，本集團對共同控制實體注資20,141,000港元。

於2009年3月31日，本集團共同控制實體並無重大資本承擔(2008年：無)。

本集團於共同控制實體之權益並無或然負債，共同控制實體本身亦無或然負債。

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## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 10. Interest in Jointly Controlled Entities (Continued)

The particulars of the jointly controlled entities as at 31 March 2009 and 2008 are set out as follows:

Name of jointly controlled entities 共同控制實體名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之股本/註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2009 2009年	2008 2008年	
King Jumbo Investment Ltd.	British Virgin Islands 英屬處女群島	US\$5,030,000 5,030,000美元	51%	-	Investment holding 投資控股
Fortune Joy International Ltd. 福愉投資有限公司	British Virgin Islands 英屬處女群島	US\$100 100美元	51%	-	Investment holding 投資控股
CPAT (Singapore) Private Ltd.	Singapore 新加坡	Paid up share capital US\$100,000 繳足之股本 100,000美元	42.33%	-	Investment holding 投資控股

As at 31 March 2009, the Group's share of the net assets of the jointly controlled entities represented the capital contributions injected by the Group. These jointly controlled entities have not commenced operations as at 31 March 2009.

#### 11. Available-for-sale Financial Assets

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	1,808	1,824
Impairment loss charged to the income statement	已計入收益表之減值虧損	(48)	(16)
At 31 March	於3月31日	1,760	1,808
Listed equity securities in Hong Kong, at fair value	於香港上市之證券，按公平值	19	67
Club debentures, at fair value	會籍債券，按公平值	1,741	1,741
		1,760	1,808
Maximum exposure to credit risk	最大信貸風險	1,760	1,808

The fair values of listed equity securities and club debentures are based on quoted/available market prices.

Available-for-sale financial assets are denominated in Hong Kong dollar.

### 綜合財務報表附註(續)

#### 10. 於共同控制實體之權益(續)

於2009年及2008年3月31日共同控制實體之詳情載列如下：

於2009年3月31日，本集團應佔共同控制實體之資產淨值乃指本集團資本注入。該共同控制實體於2009年3月31日並未投入運作。

#### 11. 可供出售金融資產

上市證券及會籍債券之公平值乃根據所報/當前市價釐定。

可供出售金融資產以港元列值。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 12. Inventories

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Raw materials	原料	501,778	695,366
Work-in-progress	在製品	111,629	119,565
Finished goods	製成品	103,451	132,923
Consumables	消耗品	44,782	45,431
		<b>761,640</b>	993,285

The cost of inventories recognised as expense and included in cost of sales during the year amounted to HK\$3,605,911,000 (2008: HK\$3,100,806,000).

Inventories pledged as security for the banking facilities available to the Group amounted to approximately HK\$78,000,000 (2008: HK\$78,000,000).

#### 12. 存貨

本年度確認為開支，並計入銷售成本之存貨成本分別為3,605,911,000港元(2008年：3,100,806,000港元)。

本集團所獲銀行融資作出抵押之存貨約為78,000,000港元(2008年：78,000,000港元)。

#### 13. Trade and Bills Receivables

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Trade receivables	應收賬款	480,956	481,130
Bills receivables	應收票據	134,046	137,565
		<b>615,002</b>	618,695
Less: provision for impairment of trade receivables	減：應收賬款 減值撥備	<b>(14,886)</b>	(9,987)
		<b>600,116</b>	608,708

The carrying amounts of trade and bills receivables approximate their fair values.

Majority of the Group's sales are with credit terms of 30 to 60 days. The ageing analysis of the trade and bills receivables was as follows:

#### 13. 應收賬款及票據

應收賬款及票據之賬面值與公平值相若。

本集團大部分銷售之信貸期介乎30至60天。應收賬款及票據之賬齡分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
0 – 60 days	0 – 60天	510,147	472,098
61 – 120 days	61 – 120天	91,444	122,646
Over 120 days	超過120天	13,411	23,951
		<b>615,002</b>	618,695

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 13. Trade and Bills Receivables (Continued)

As at 31 March 2009, trade receivables of HK\$14,886,000 (2008: HK\$9,987,000) were impaired. The amount of the provision was HK\$14,886,000 as at 31 March 2009 (2008: HK\$9,987,000). The ageing analysis of these trade receivables was as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Past due by:	已逾期：		
0 – 60 days	0 – 60天	–	3,759
61 – 120 days	61 – 120天	7,431	843
Over 120 days	超過120天	7,455	5,385
		<b>14,886</b>	9,987

Movements in the provision for impairment of trade receivables were as follows:

就應收賬款作出減值撥備之變動如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	9,987	15,000
Provision for impairment of trade receivables	應收賬款減值撥備	14,026	–
Write back of provision for impairment of trade receivables	撥回應收賬款減值撥備	(4,987)	(5,013)
Receivable written off during the year as uncollectible	攤銷年內無法收回賬款	(4,140)	–
At 31 March	於3月31日	<b>14,886</b>	9,987

The creation and release of provision for impaired receivables have been included in distribution and selling expenses in the income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

對已減值應收款撥備的設立及撥回已計入收益表之分銷及銷售開支內。計入撥備賬戶之款項在預期不能取得額外現金之情況下一般會撇銷。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 13. Trade and Bills Receivables (Continued)

As at 31 March 2009, trade receivables of HK\$144,021,000 (2008: HK\$107,415,000) were past due but not impaired. These relate to a number of customers for whom there is no recent history of default. The ageing analysis of these trade receivables was as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Past due by:	已逾期：		
0 – 60 days	0 – 60天	133,203	91,494
61 – 120 days	61 – 120天	10,582	11,659
Over 120 days	超過120天	236	4,262
		<b>144,021</b>	107,415

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. The Group does not hold any collateral as security.

Trade and bills receivables were denominated in the following currencies:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	279,840	302,933
RMB	人民幣	36,184	16,707
US\$	美元	298,731	297,827
Others	其他	247	1,228
		<b>615,002</b>	618,695

### 綜合財務報表附註(續)

#### 13. 應收賬款及票據(續)

於2009年3月31日，逾期但並無減值之應收賬款為144,021,000港元（2008年：107,415,000港元）與若干客戶在最近並無壞賬記錄有關。該等應收賬款之賬齡分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Past due by:	已逾期：		
0 – 60 days	0 – 60天	133,203	91,494
61 – 120 days	61 – 120天	10,582	11,659
Over 120 days	超過120天	236	4,262
		<b>144,021</b>	107,415

於報告日期，最大信貸風險為上述各級別應收賬款之公平值。本集團並無持有任何作為抵押品作擔保。

應收賬款及票據按下列貨幣計值：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	279,840	302,933
RMB	人民幣	36,184	16,707
US\$	美元	298,731	297,827
Others	其他	247	1,228
		<b>615,002</b>	618,695

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 14. Deposits, Prepayments and Other Receivables

##### (a) Group

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Rental, utility and other deposits	租金、公用服務及其他按金	449	464
Prepayments	預付款項	8,593	15,628
Tax recoverable	可收回稅項	8,241	18,406
Other receivables	其他應收款項	1,006	892
		<b>18,289</b>	<b>35,390</b>

Deposits, prepayments and other receivables were denominated in the following currencies:

按金、預付款項及其他應收款項按下列貨幣計值：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	1,563	2,649
RMB	人民幣	6,023	13,995
US\$	美元	6,739	12,153
Others	其他	3,964	6,593
		<b>18,289</b>	<b>35,390</b>

##### (b) Company

##### (b) 本公司

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Other receivables	其他應收款項	292	850

Other receivables were denominated in Hong Kong dollar.

其他應收賬款以港元列值。

The carrying amounts of deposits, prepayments and other receivables approximate their fair values.

按金、預付款項及其他應收款項之賬面值與公平值相若。

The maximum exposure to credit risk at the reporting date is the fair value of the receivable balances mentioned above. The Group does not hold any collateral as security.

於報告日期，最大信貸風險為上述應收款項結餘之公平值。本集團並無持有任何抵押品作擔保。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 15. Cash and Bank Balances

##### (a) Group

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Cash at bank and in hand	銀行及手持現金	1,019,974	303,684
Short-term bank deposits	短期銀行存款	411,690	871,797
		<b>1,431,664</b>	1,175,481
Maximum exposure to credit risk	最大信貸風險	<b>1,430,977</b>	1,173,895

The effective interest rate on short-term bank deposits was 2.7% (2008: 4.2%) for the year; these deposits have maturities between 1 to 120 days (2008: 1 to 90 days) at inception.

本年度短期銀行存款實際利率為2.7% (2008年：4.2%)；該等存款於確認到期日介乎1至120天(2008年：1至90天)。

Cash at bank earns interest at floating rates based on daily bank deposit rates.

於銀行之現金以每日銀行存款利率之浮息計息。

Cash and bank balances were denominated in the following currencies:

現金及銀行結餘按以下貨幣列值：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	950,737	681,937
RMB	人民幣	102,250	56,840
US\$	美元	335,061	409,584
Japanese Yen	日圓	2	24,638
Others	其他	43,614	2,482
		<b>1,431,664</b>	1,175,481

The Group's cash and cash equivalents denominated in RMB are deposited with banks in Mainland China. The conversion of these RMB 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.

本集團以人民幣列值之現金及現金等值物乃存放於中國大陸之銀行。兌換該等人民幣列值結餘為外幣以及匯款至中國內地境外須遵守中國內地政府頒布之外匯管制規則及規定。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 15. Cash and Bank Balances (Continued)

##### (b) Company

		<b>2009</b>	2008
		<b>2009年</b>	2008年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Cash at bank	銀行現金	<b>796</b>	25,584
Short-term bank deposits	短期銀行存款	<b>57,385</b>	808,669
		<b>58,181</b>	834,253
Maximum exposure to credit risk	最大信貸風險	<b>58,181</b>	834,253

The effective interest rate on short-term bank deposits was 2.5% (2008: 4.1%) for the year; these deposits have maturities between 1 to 90 days (2008: 1 to 90 days) at inception.

本年度短期銀行存款實際利率為2.5% (2008年：4.1%)；該等存款於確認到期日介乎1至90天(2008年：1至90天)。

Cash at bank earns interest at floating rates based on daily bank deposit rates.

於銀行之現金以每日銀行存款利率之浮息計息。

Cash and bank balances were denominated in the following currencies:

現金及銀行結餘按以下貨幣列值：

		<b>2009</b>	2008
		<b>2009年</b>	2008年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
HK\$	港元	<b>1,510</b>	566,523
US\$	美元	<b>56,671</b>	243,094
Japanese Yen	日圓	-	24,636
		<b>58,181</b>	834,253

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 16. Share Capital

##### (a) Share capital

#### 16. 股本

##### (a) 股本

		Number of shares 股份數目	Nominal value of shares 股份面值 HK\$'000 千港元
Authorised:	法定：		
Shares of HK\$0.001 each at 1 April 2007	於2007年4月1日 每股面值0.001港元之股份	50,000,000	50
Increase in authorised share capital of HK\$0.001 each (Note (i))	增加每股面值0.001港元之股份 之法定股本 (附註(i))	4,950,000,000	4,950
<b>At 31 March 2008 and 2009</b>	<b>於2008年與2009年3月31日</b>	<b>5,000,000,000</b>	<b>5,000</b>
Issued and fully paid:	已發行及繳足：		
Shares of HK\$0.001 each at 1 April 2007	於2007年4月1日 每股面值0.001港元之股份	10,747,020	11
Shares issued to the then equity shareholders of the Company credited as fully paid of HK\$0.001 each (Note (iii))	向當時之本公司股本權益 持有人發行每股0.001港元 之入賬列作繳足之股份(附註(iii))	1,063,954,980	1,064
Shares issued by global offering as fully paid of HK\$0.001 each (Note (iv))	以全球行方式發行每股面值 0.001港元之繳足股份(附註(iv))	358,234,000	358
<b>At 31 March 2008 and 2009</b>	<b>於2008年與2009年3月31日</b>	<b>1,432,936,000</b>	<b>1,433</b>

#### Notes:

- (i) On 27 April 2007, the Company's authorised share capital was increased by HK\$4,950,000 by the creation of 4,950,000,000 shares of HK\$0.001 each.
- (ii) Pursuant to the written resolution of shareholders of the Company passed on 27 April 2007, the Company adopted a share option scheme (the "Share Option Scheme") subject to the terms and conditions therein. The Board of Directors may, under the Share Option Scheme, grant options to eligible full-time employees, directors or non-executive directors of the Group. On 18 July 2007, the Company granted options to 88 eligible full-time employees to subscribe for a total of 22,820,000 shares of the Company at an exercise price of HK\$5.04 per share.
- (iii) On 17 May 2007, 1,063,954,980 shares of HK\$0.001 each were allotted and issued to the then equity shareholders of the Company in proportion to their respective shareholdings, by the capitalisation of HK\$1,063,955 from the share premium account as payment in full of par value.
- (iv) On 18 May 2007, the Company completed a global offering of 358,234,000 shares of HK\$0.001 each at a price of HK\$5.35 per share.

#### 附註：

- (i) 於2007年4月27日，本公司透過新增4,950,000,000股每股面值0.001港元之股份，將本公司之註冊股本增加4,950,000港元。
- (ii) 根據本公司股東於2007年4月27日透過一項書面決議案，本公司已採納購股權計劃(「購股權計劃」)，惟須遵從當中所定之條款及條件。根據購股權計劃，董事局可向本集團合資格全職僱員、董事或非執行董事授出購股權。於2007年7月18日，本公司授出購股權予88位合資格全職僱員，以每股5.04港元認購共22,820,000股本公司股份。
- (iii) 於2007年5月17日以其股權比例，配發及發行1,063,954,980股每股面值0.001港元之股份給當時權益持有人，於股份溢價賬中資本化1,063,955港元列作已繳足股份。
- (iv) 於2007年5月18日，本公司以每股5.35港元完成全球發售358,234,000股每股面值0.001港元之股份。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 16. Share Capital (Continued)

##### (b) Share option scheme

The Share Option Scheme was approved and adopted by the shareholders of the Company on 27 April 2007. On 9 July 2007, the Board of Directors approved to grant options to 88 eligible full-time employees on 18 July 2007 to subscribe for a total of 22,820,000 shares of the Company at an exercise price of HK\$5.04 per share with vesting periods of 3 years. The options are exercisable from 18 July 2010 to 17 July 2017 (both days inclusive), and shall expire on 18 July 2017.

Movements in the above share options are as follows:

		Number of share options 購股權數目
Granted on 18 July 2007	於2007年7月18日授出	22,820,000
Forfeited	沒收	(590,000)
Balance at 31 March 2008	於2008年3月31日之結餘	22,230,000
Balance at 1 April 2008	於2008年4月1日之結餘	22,230,000
Forfeited	沒收	(1,440,000)
Balance at 31 March 2009	於2008年3月31日之結餘	20,790,000

The fair value of the share options granted on 18 July 2007 was determined using the Binomial valuation model. The fair value determined was approximately HK\$27,755,000 of which approximately HK\$8,891,000 was recognised in the income statement for the year ended 31 March 2009 (2008: HK\$6,533,000). The significant inputs into the valuation model are as follows:

Share price at the date of grant	HK\$4.8
Annual risk-free interest rate	4.8%
Expected option life	6 years
Expected volatility	32%
Expected dividend yield	4%
Expected employee exit rate	11%

### 綜合財務報表附註(續)

#### 16. 股本(續)

##### (b) 購股權計劃

購股權計劃已於2007年4月27日獲本公司股東批准及採納。於2007年7月9日，董事局批准於2007年7月18日向88名合資格全職僱員授出購股權，可按行使價每股5.04港元認購本公司合共22,820,000股股份，歸屬期為三年。購股權可於2010年7月18日至2017年7月17日(包括首尾兩天在內)行使，並於2017年7月18日屆滿。

權之變動如下：

於2007年7月18日已授出購股權根據二項期權定價模式確定其公平值。其公平值約為27,755,000港元，當中約為8,891,000港元於截至2009年3月31日止年度收益表內確認(2008年：6,533,000港元)。輸入該模式的主要參數如下：

於授出當日之股份價格	4.8港元
無風險年利率	4.8%
預期購股權有效期	6年
預期波幅	32%
預期股息率	4%
預期僱員流失率	11%



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 17. Reserves

##### (a) Group

		Share premium	Capital reserve	Legal reserve	Statutory reserve	Foreign currency translation reserve	Share-based reserve	Other reserve	Retained earnings	Total
		股份溢價	資本儲備	合法儲備	法定儲備	外幣換算儲備	以股份為基準儲備	其他儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 April 2007</b>	於2007年4月1日	177,314	11,299	500	34,902	84,124	-	-	1,132,595	1,440,734
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	-	-	-	392,093	392,093
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	20,403	-	-	-	(20,403)	-
Premium from issuance for share capital by global offering (Note (v))	以全球發售方式發行股份溢價 (附註(v))	1,916,194	-	-	-	-	-	-	-	1,916,194
Global offering expenses	全球發售支出	(120,597)	-	-	-	-	-	-	-	(120,597)
Shares issued by capitalisation from share premium account	於股份溢價賬資本化發行股份	(1,064)	-	-	-	-	-	-	-	(1,064)
Acquisition of additional interest in a subsidiary from a minority shareholder (Note (iv))	向少數股東增購附屬公司權益 (附註(iv))	-	-	-	-	-	-	(3,559)	-	(3,559)
Currency translation differences	外幣換算差額	-	-	-	-	81,138	-	-	-	81,138
Share-based compensation expenses	股份酬金支出	-	-	-	-	-	6,533	-	-	6,533
Dividends paid	已派付股息	(177,314)	(10,299)	-	-	-	-	-	(685,527)	(873,140)
<b>At 31 March 2008</b>	於2008年3月31日	1,794,533	1,000	500	55,305	165,262	6,533	(3,559)	818,758	2,838,332
Representing:	表示:									
Final dividend proposed	建議末期股息	107,470							-	
Others	其他	1,687,063							818,758	
		1,794,533							818,758	
<b>At 1 April 2008</b>	於2008年4月1日	1,794,533	1,000	500	55,305	165,262	6,533	(3,559)	818,758	2,838,332
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	-	-	-	376,515	376,515
Currency translation differences	外幣換算差額	-	-	-	-	36,253	-	-	-	36,253
Share-based compensation expenses	股份酬金支出	-	-	-	-	-	8,891	-	-	8,891
Dividends paid	已派付股息	(107,470)	-	-	-	-	-	-	(42,988)	(150,458)
<b>At 31 March 2009</b>	於2009年3月31日	1,687,063	1,000	500	55,305	201,515	15,424	(3,559)	1,152,285	3,109,533
Representing:	表示:									
Final dividend proposed	建議末期股息	-							171,952	
Others	其他	1,687,063							980,333	
		1,687,063							1,152,285	

#### 17. 儲備

##### (a) 本集團

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 17. Reserves (Continued)

##### (b) Company

		Share premium	Capital reserve	Share-based reserve	Retained earnings	Total
		股份溢價	資本儲備 (Note (i)) (附註(i))	以股份為 基準儲備	保留溢利	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 April 2007</b>	於 <b>2007年4月1日</b>	177,314	10,299	–	1,534	189,147
Profit for the year	年度溢利	–	–	–	765,169	765,169
Premium from issuance for share capital by global offering (Note (v))	以全球發售方式發行股份溢價 (附註(v))	1,916,194	–	–	–	1,916,194
Global offering expenses	全球發售支出	(120,597)	–	–	–	(120,597)
Shares issued by capitalisation from share premium account	於股份溢價賬資本化發行股份	(1,064)	–	–	–	(1,064)
Share-based compensation expenses	股份酬金支出	–	–	6,533	–	6,533
Dividends paid	已派付股息	(177,314)	(10,299)	–	(685,527)	(873,140)
<b>At 31 March 2008</b>	於 <b>2008年3月31日</b>	1,794,533	–	6,533	81,176	1,882,242
Representing:	表示：					
Final dividend proposed	建議末期股息	107,470			–	
Others	其他	1,687,063			81,176	
		1,794,533			81,176	
<b>At 1 April 2008</b>	於 <b>2008年4月1日</b>	1,794,533	–	6,533	81,176	1,882,242
Profit for the year	年度溢利	–	–	–	352,179	352,179
Share-based compensation expenses	股份酬金支出	–	–	8,891	–	8,891
Dividends paid	已派付股息	(107,470)	–	–	(42,988)	(150,458)
<b>At 31 March 2009</b>	於 <b>2009年3月31日</b>	<b>1,687,063</b>	–	<b>15,424</b>	<b>390,367</b>	<b>2,092,854</b>
Representing:	表示：					
Final dividend proposed	建議末期股息	–			171,952	
Others	其他	1,687,063			218,415	
		1,687,063			390,367	

In accordance with the Companies Law (Revised) of Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

根據開曼群島公司法(經修訂)，股份溢價可向股東分派股息，惟只可在本公司於緊隨建議分派股息後，仍有能力償還於日常業務過程中到期的債務，方作出分派股息。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 17. Reserves (Continued)

Notes:

- (i) Capital reserve represents the difference between the nominal value of shares of subsidiaries acquired pursuant to a reorganisation in November 2004 over the nominal value of the share capital of the Company issued in exchange thereof.
- (ii) In accordance with relevant Macao Commercial Code, the subsidiary incorporated in Macau, Pacific Overseas Textiles Macao Commercial Offshore Limited, is required to set aside a minimum of 25% of its profit after taxation to legal reserve until the balance of this reserve reaches a level equivalent to 50% of its capital. As at 31 March 2005, the appropriation to legal reserve of the subsidiary has reached 50% of its capital.
- (iii) As stipulated by regulations in Mainland China, the Company's subsidiary established and operated in Mainland China is required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to statutory reserve at a rate of 10%. The statutory reserve is non-distributable.
- (iv) Other reserves represent the difference between any consideration paid to acquire additional interest in a subsidiary from a minority shareholder and the relevant carrying value of net assets acquired.
- (v) On 17 and 18 May 2007, the Company issued a total of 358,234,000 shares with a par value of HK\$0.001 each at a price of HK\$5.35 per share and raised an amount of approximately HK\$1,916,552,000. All these shares rank pari passu with the then existing shares. The Company's shares commenced trading on the Hong Kong Stock Exchange on 18 May 2007. The proceeds of the aforementioned shares, net of listing expenses amounted to approximately HK\$1,795,955,000. The resulting share premium amounted to approximately HK\$1,795,597,000.

#### 18. Borrowings

Borrowings are analysed as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Bank and other borrowings (Note (a))	銀行及其他借貸 (附註(a))	404,635	668,709
Finance lease obligations (Note (b))	融資租賃承擔 (附註(b))	889	2,333
		<b>405,524</b>	<b>671,042</b>

### 綜合財務報表附註(續)

#### 17. 儲備(續)

附註:

- (i) 資本儲備為根據2004年11月之重組所收購附屬公司股份之面值與本公司就此發行之股本面值之差額。
- (ii) 根據有關澳門商法典，於澳門註冊成立之附屬公司互太海外紡織澳門離岸商業服務有限公司須將其除稅後溢利最少25%撥入合法儲備，直至該儲備結餘達至相當於其股本50%為止。於2005年3月31日，劃撥至該附屬公司合法儲備之金額已達其股本50%。
- (iii) 按中國內地法規所規定，本公司於中國成立及經營之附屬公司須按10%比率，將其一部分除稅後溢利(抵銷往年度虧損後)劃撥至法定儲備。法定儲備不可供分派。
- (iv) 其他儲備指向一名少數股東收購一間附屬公司之額外權益已支付之任何代價與及有關所收購之資產賬面值之差額。
- (v) 於2007年5月17日及18日，本公司以每股5.35港元發行合共358,234,000股每股面值0.001港元之股份，並籌得約1,916,552,000港元。所有該等股份與當其時之現有股份享有同等權益。本公司股份於2007年5月18日在香港聯交所開始進行買賣。經扣除上市費用後，上述股份所得之款項約為1,795,955,000港元。因此股份溢價賬約為1,795,597,000港元。

#### 18. 借貸

借貸分析如下:

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 18. Borrowings (Continued)

##### (a) Bank and other borrowings

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Non-current	非即期		
Long-term bank loans — secured	長期銀行貸款—有抵押	12,456	12,051
Long-term bank loans — unsecured	長期銀行貸款—無抵押	274,510	511,200
Loan from a minority shareholder (Note)	一名少數股東提供貸款 (附註)	59,229	59,229
		<b>346,195</b>	582,480
Less: current portion of long-term bank loans	減：長期銀行貸款 即期部分	<b>(225,818)</b>	(188,793)
		<b>120,377</b>	393,687
Current	即期		
Current portion of long-term bank loans — secured	長期銀行貸款即期部分 —有抵押	10,628	9,393
Current portion of long-term bank loans — unsecured	長期銀行貸款即期部分 —無抵押	215,190	179,400
Trust receipts loans — secured	信託收據貸款—有抵押	45,435	57,517
Bank overdrafts — secured	銀行透支—有抵押	13,005	28,712
		<b>284,258</b>	275,022
Total borrowings	借貸總額	<b>404,635</b>	668,709

Note: In 2007, the loan was borrowed from Linea Clothing (Private) Limited ("Linea"), 48% minority shareholder of the Group's subsidiary Textured Jersey Lanka (Private) Limited.

附註：於2007年，該筆貸款乃向擁有本集團之附屬公司Textured Jersey Lanka (Private) Limited 48%權益之少數股東Linea Clothing (Private) Limited(「Linea」)借出。

On 24 August 2007, Brandix Lanka Limited ("Brandix") became the 48% minority shareholder of Textured Jersey Lanka (Private) Limited as a result of the acquisition of 48% shareholding in Textured Jersey Lanka (Private) Limited from Linea. Following the acquisition, the loan granted by Linea was assigned to Brandix.

於2007年8月24日，Brandix Lanka Limited(「Brandix」)透過向Linea收購其於Textured Jersey Lanka (Private) Limited 48%股權，成為Textured Jersey Lanka (Private) Limited 48%股權少數股東。繼該項收購後，Linea授出之貸款出讓予Brandix。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 18. Borrowings (Continued)

##### (a) Bank and other borrowings (Continued)

On 25 January 2008, Pacific Textured Jersey Holdings Ltd., a wholly owned subsidiary of the Company, acquired additional 8% interest in Textured Jersey Lanka (Private) Limited from Brandix. Consequently, the Group's interest in Textured Jersey Lanka (Private) Limited was increased from 52% to 60% and Brandix's interest in Textured Jersey Lanka (Private) Limited was reduced to 40%.

The loan is unsecured, interest-free and has no fixed repayment terms.

The carrying amounts of the borrowings are denominated in the following currencies:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	274,510	511,200
US\$	美元	127,549	154,053
Sri Lankan Rupee ("LKR")	斯里蘭卡盧比 (「盧比」)	2,576	3,456
		<b>404,635</b>	668,709

The effective interest rates at the balance sheet date were as follows:

		2009 2009年			2008 2008年		
		HK\$ 港元	US\$ 美元	LKR 盧比	HK\$ 港元	US\$ 美元	LKR 盧比
Bank overdrafts	銀行透支	5.5%	7.3%	24.0%	7% – 8%	3.8%	24.0%
Bank loans	銀行貸款	2.7%	4.7%	8.5%	4.5%	4.5%	8.5%

The carrying amounts of all bank borrowings approximate their fair values, as the impact of discounting is not significant.

The maturity of borrowings is as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Wholly repayable within 5 years	須於5年內悉數償還	404,635	668,709

#### 18. 借貸(續)

##### (a) 銀行及其他借貸(續)

於2008年1月25日，本公司全資附屬公司Pacific Textured Jersey Holdings Ltd向Brandix額外收購Textured Jersey Lanka (Private) Limited 8% 權益。因此，本集團於Textured Jersey Lanka (Private) Limited之權益由52%增加至60%，而Brandix於Textured Jersey Lanka (Private) Limited之權益減少為40%。

該筆貸款為無抵押、免息及無固定還款期。

借貸之賬面值乃以下列貨幣列值：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	274,510	511,200
US\$	美元	127,549	154,053
Sri Lankan Rupee ("LKR")	斯里蘭卡盧比 (「盧比」)	2,576	3,456
		<b>404,635</b>	668,709

於結算日實際利率如下：

		2009 2009年			2008 2008年		
		HK\$ 港元	US\$ 美元	LKR 盧比	HK\$ 港元	US\$ 美元	LKR 盧比
Bank overdrafts	銀行透支	5.5%	7.3%	24.0%	7% – 8%	3.8%	24.0%
Bank loans	銀行貸款	2.7%	4.7%	8.5%	4.5%	4.5%	8.5%

由於貼現之影響不大，故所有銀行借貸之賬面值均與其公平值相若。

借貸之到期日如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Wholly repayable within 5 years	須於5年內悉數償還	404,635	668,709

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 18. Borrowings (Continued)

##### (a) Bank and other borrowings (Continued)

The borrowings are repayable as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Within 1 year	1年內	284,258	275,022
Between 1 and 2 years	1至2年	60,068	260,992
Between 2 and 5 years	2至5年	60,309	132,695
		<b>404,635</b>	668,709

##### (b) Finance lease obligations

At 31 March 2009, the Group had obligations under finance lease repayable as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Finance lease liabilities – minimum lease payments:	融資租賃承擔—最低租賃款項：		
– Not later than 1 year	– 不超過1年	718	1,675
– Later than 1 year and not later than 5 years	– 1年後但不超過5年	246	944
		<b>964</b>	2,619
Future finance charges of finance leases	融資租賃日後財務支出	<b>(75)</b>	(286)
		<b>889</b>	2,333
		<b>2009 2009年 HK\$'000 千港元</b>	<b>2008 2008年 HK\$'000 千港元</b>
The present value of finance lease liabilities is as follows:	融資租賃負債之現值如下：		
– Not later than 1 year	– 不超過1年	657	1,462
– Later than 1 year and not later than 5 years	– 1年後但不超過5年	232	871
		<b>889</b>	2,333

Finance lease obligations are denominated in RMB.

#### 18. 借貸(續)

##### (a) 銀行及其他借貸(續)

借貸之還款狀況如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Within 1 year	1年內	284,258	275,022
Between 1 and 2 years	1至2年	60,068	260,992
Between 2 and 5 years	2至5年	60,309	132,695
		<b>404,635</b>	668,709

##### (b) 融資租賃承擔

於2009年3月31日，本集團的融資租賃應付賬款如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Finance lease liabilities – minimum lease payments:	融資租賃承擔—最低租賃款項：		
– Not later than 1 year	– 不超過1年	718	1,675
– Later than 1 year and not later than 5 years	– 1年後但不超過5年	246	944
		<b>964</b>	2,619
Future finance charges of finance leases	融資租賃日後財務支出	<b>(75)</b>	(286)
		<b>889</b>	2,333
		<b>2009 2009年 HK\$'000 千港元</b>	<b>2008 2008年 HK\$'000 千港元</b>
The present value of finance lease liabilities is as follows:	融資租賃負債之現值如下：		
– Not later than 1 year	– 不超過1年	657	1,462
– Later than 1 year and not later than 5 years	– 1年後但不超過5年	232	871
		<b>889</b>	2,333

融資租賃承擔乃以人民幣列值。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 19. Deferred Taxation

Deferred taxation is calculated in full on temporary differences under the liability method using the applicable tax rates which are expected to apply at the time of reversal of the temporary differences.

The movement in the deferred taxation account is as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
At 1 April	於4月1日	3,467	3,760
Recognised in the income statement (Note 27)	於收益表確認 (附註27)	(8,256)	(293)
Currency realignment	貨幣調整	(36)	-
At 31 March	於3月31日	(4,825)	3,467

The movement in deferred tax assets and liabilities during the year without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax liabilities:

		Accelerated tax depreciation and others 加速折舊稅項及其他 HK\$'000 千港元
At 1 April 2007	於2007年4月1日	(750)
Recognised in the income statement	於收益表確認	(1,143)
At 31 March 2008	於2008年3月31日	(1,893)
Recognised in the income statement	於收益表確認	(5,556)
Currency realignment	貨幣調整	(36)
<b>At 31 March 2009</b>	<b>於2009年3月31日</b>	<b>(7,485)</b>

Deferred tax assets:

		Provision 撥備 HK\$'000 千港元
At 1 April 2007	於2007年4月1日	4,510
Recognised in the income statement	於收益表確認	850
At 31 March 2008	於2008年3月31日	5,360
Recognised in the income statement	於收益表確認	(2,700)
<b>At 31 March 2009</b>	<b>於2009年3月31日</b>	<b>2,660</b>

#### 19. 遞延稅項

遞延稅項乃就當時差額以負債法按撥回時間預期適用之稅率全數計算。

遞延稅項賬之變動如下：

未經考慮抵銷同一稅務司法權區的年內遞延稅項資產及負債之變動結餘如下：

遞延稅項負債：

遞延稅項資產：

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 19. Deferred Taxation (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Deferred tax assets:	遞延稅項資產：		
– Deferred tax asset to be recovered after 12 months	– 超過12個月後收回之遞延稅項資產	2,660	5,360
Deferred tax liabilities:	遞延稅項負債：		
– Deferred tax liabilities to be recovered after 12 months	– 超過12個月後支付之遞延稅項負債	(7,485)	(1,893)
Net deferred tax (liabilities)/assets	遞延稅項(負債)/資產淨值	(4,825)	3,467

#### 19. 遞延稅項(續)

當有可依法強制執行之權利將即期稅項資產與即期稅項負債抵銷，並遞延所得稅涉及同一財務機關，遞延所得稅資產與負債可互相抵銷。有關抵銷金額如下：

#### 20. Trade and Bills Payables

#### 20. 應付賬款及票據

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Trade payables	應付賬款	417,852	432,511
Bills payables	應付票據	133,580	178,510
		551,432	611,021

Trade and bills payables approximate their fair value.

應付賬款及票據之賬面值與其公平值相若。

The credit period granted by the creditors generally ranges from 30 to 60 days.

貸方給予之信貸期一般介乎30至60天。

The ageing analysis of the trade and bills payables was as follows:

應付賬款及票據之賬齡分析如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
0 – 60 days	0 – 60天	453,747	539,578
61 – 120 days	61 – 120天	89,916	62,038
Over 120 days	超過120天	7,769	9,405
		551,432	611,021



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 20. Trade and Bills Payables (Continued)

Trade and bills payables were denominated in the following currencies:

#### 20. 應付賬款及票據(續)

應付賬款及票據以下列貨幣計值：

		<b>2009</b> <b>2009年</b> <b>HK\$'000</b> 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	<b>97,785</b>	187,235
RMB	人民幣	<b>81,261</b>	77,795
US\$	美元	<b>366,432</b>	345,506
Others	其他	<b>5,954</b>	485
		<b>551,432</b>	611,021

#### 21. Accruals and Other Payables

##### (a) Group

#### 21. 應計項目及其他應付款項

##### (a) 本集團

		<b>2009</b> <b>2009年</b> <b>HK\$'000</b> 千港元	2008 2008年 HK\$'000 千港元
Accruals for other operating expenses	其他營運開支之應計項目	<b>126,179</b>	85,765
Provision for staff welfare and other related costs	員工福利撥備及其他相關成本	<b>65,995</b>	88,836
Provision for customer claims	客戶索賠撥備	<b>24,642</b>	26,545
Provision for bonus	花紅撥備	<b>9,631</b>	13,281
Others	其他應計款項	<b>12,817</b>	7,365
		<b>239,264</b>	221,792

Accruals and other payables were denominated in the following currencies:

應計項目及其他應付款項以下列貨幣計值：

		<b>2009</b> <b>2009年</b> <b>HK\$'000</b> 千港元	2008 2008年 HK\$'000 千港元
HK\$	港元	<b>54,112</b>	62,472
RMB	人民幣	<b>159,153</b>	141,496
US\$	美元	<b>25,706</b>	17,439
Others	其他	<b>293</b>	385
		<b>239,264</b>	221,792

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 21. Accruals and Other Payables (Continued)

##### (b) Company

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Accruals for other operating expenses	其他營運開支之應計項目	5,973	3,820
Other payables	其他應付計款項	7	7
		<b>5,980</b>	<b>3,827</b>

Accruals and other payables were denominated in Hong Kong dollar.

#### 21. 應計項目及其他應付款項(續)

##### (b) 本公司

應計項目及其他應付款項均以港元計值。

#### 22. Derivative Financial Instruments

##### (a) Group

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Forward foreign exchange contracts	遠期外匯合約		
– held for trading	– 持作買賣		
– Assets	– 資產	1,596	18,813
– Liabilities	– 負債	61	1,327

The notional principal amounts of the outstanding forward exchange contracts at the balance sheet date are HK\$158,000,000 (2008: HK\$574,000,000).

The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the balance sheet.

#### 22. 衍生金融工具

##### (a) 本集團

於結算日，未到期之遠期外匯合約之名義本金額為158,000,000港元(2008年：574,000,000港元)。

於報告日期，信貸風險之最高風險承擔為於資產負債表內之衍生資產之公平值。

##### (b) Company

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Forward foreign exchange contracts	遠期外匯合約		
– held for trading	– 持作買賣		
– Assets	– 資產	392	–

The notional principal amounts of the outstanding forward exchange contracts at the balance sheet date are HK\$38,500,000 (2008: Nil).

The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the balance sheet.

##### (b) 本公司

於結算日，未到期之遠期外匯合約之名義本金額為38,500,000港元(2008年：無)。

於報告日期，信貸風險之最高風險承擔為於資產負債表內之衍生資產之公平值。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 23. Other Revenue and Gains – Net

#### 23. 其他收入及收益 – 淨

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Other revenue:	其他收入：		
– Sub-contracting income	– 分包收入	13,681	19,945
– Sale of residual materials	– 出售剩餘物料	24,521	23,426
– Dividend income from listed investments	– 上市投資股息收益	7	9
– Sundry income	– 雜項收入	20,316	14,401
		<b>58,525</b>	57,781
Other gains – net:	其他收益 – 淨：		
– Derivative financial instruments	– 衍生金融工具		
– forward foreign exchange contracts	– 遠期外匯合約	(4,545)	20,857
– New foreign exchange gains	– 外匯收益淨值	5,572	29,855
		<b>1,027</b>	50,712

#### 24. Expense by Nature

#### 24. 按性質細分的開支

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Depreciation of property, plant and equipment (Note 7)	物業、廠房及設備折舊(附註7)	260,298	235,641
Amortisation of leasehold land and land use rights (Note 6)	租賃土地及土地使用權攤銷(附註6)	772	564
Cost of inventories sold	存貨銷售成本	3,605,911	3,100,806
Reversal of provision for bad and doubtful debts (Note 13)	呆壞賬撥回(附註13)	(4,987)	(5,013)
Write-off of bad and doubtful debts	呆壞賬撇銷	14,177	4,568
Employment costs (Note 25)	僱員成本(附註25)	333,439	330,678
Operating lease rental of land and buildings	土地及樓宇經營租約租金	5,475	4,524
Gain on disposal of property, plant and equipment (Note 30(b))	出售物業、廠房及設備之收益(附註30(b))	(2,558)	(9,596)
(Reversal)/Provision for slow-moving and obsolete inventories	滯銷及陳舊存貨(撥回)/撥備	(21,963)	14,272
Impairment loss on available-for-sale financial assets	可供出售金融資產減值虧損	48	16
Auditor's remuneration	核數師酬金	2,400	2,139
Other expenses	其他開支	175,277	257,081
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售開支與一般及行政開支	<b>4,368,289</b>	3,935,680

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements

#### 25. Employment Costs (Including Directors' Emoluments)

### 綜合財務報表附註

#### 25. 僱員成本(包括董事酬金)

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Wages, salaries, bonus and allowances	工資、薪金、花紅及津貼	325,730	287,274
Termination benefit	長期服務金撥備	1,410	893
Retirement benefit – defined contribution schemes (Note (a))	退休福利 – 定額供款計劃(附註(a))	(2,933)	10,896
Staff welfare and benefits	員工福利及利益	341	25,082
Share-based compensation expenses	股份酬金支出	8,891	6,533
		<b>333,439</b>	<b>330,678</b>

##### (a) Retirement benefit costs – defined contribution schemes

The Company's subsidiary in Mainland China is a member of the state-managed retirement benefits scheme operated by the Government of Mainland China. The Group contributes a certain percentage of the basic salaries of the subsidiary's employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-managed retirement plans are responsible for the entire pension obligations payable to the retired employees.

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, the Group and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

The Group has arranged for its Sri Lanka employees to join the Employees' Provident Fund ("EPF") and Employees' Trust Fund ("ETF"). Under these defined contribution plans, the Group contributes 12% and 3% of the employees' monthly gross emoluments to the EPF and ETF, respectively.

##### (a) 退休福利 – 定額供款計劃

本公司於中國之附屬公司為中國內地政府所推行國家管理退休福利計劃之成員。本集團按附屬公司僱員基本薪金若干百分比作出供款，而除年度供款外，並無實際支付退休金或離職福利之進一步責任。國家管理之退休計劃負責向退休僱員支付所有退休金。

本集團已安排其香港僱員參加強制性公積金計劃(「強積金計劃」)。該計劃為由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員按強制性公積金條例定義之僱員收入之5%每月向計劃作出供款。本集團及僱員供款均以每月1,000港元為上限，其後作出之供款屬自願性質。

本集團已安排其斯里蘭卡僱員參加僱員公積金計劃(「公積金計劃」)及僱員信託基金(「僱員信託基金」)。根據該等定額供款計劃，本集團分別按僱員每月酬金總額之12%及3%向公積金計劃及僱員信託基金供款。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 25. Employment Costs (Including Directors' Emoluments)

#### 25. 僱員成本(包括董事酬金)(續)

(Continued)

##### (b) Directors' emoluments

The remuneration of every director for the year ended 31 March 2009 is set out below:

##### (b) 董事酬金

截至2009年3月31日止年度，各董事之酬金如下：

		Fees	Salaries	Discernatory bonuses	Employer's contribution to retirement scheme	Total
		袍金	薪金	酌情花紅	退休計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Ip Ping Im	葉炳棻	-	-	-	-	-
Choi Kin Chung	蔡建中	-	-	-	-	-
Wan Wai Loi	尹惠來	1,500	2,790	2,076	12	6,378
Tsang Kang Po	曾鏡波	1,000	2,900	1,474	12	5,386
Lam Wing Tak	林榮德	1,000	2,900	2,029	12	5,941
Lam King Man	林景文	1,000	1,730	1,403	12	4,145
Ho Hsiang Ming, James	賀象文	-	-	-	-	-
Lau Yiu Tong	劉耀棠	-	-	-	-	-
Chan Yue Kwong, Michael	陳裕光	150	-	-	-	150
Ng Ching Wah	伍清華	150	-	-	-	150
Sze Kwok Wing, Nigel	施國榮	150	-	-	-	150
		<b>4,950</b>	<b>10,320</b>	<b>6,982</b>	<b>48</b>	<b>22,300</b>

The remuneration of every director for the year ended 31 March 2008 is set out below:

截至2008年3月31日止年度，各董事之酬金如下：

		Fees	Salaries	Discernatory bonuses	Employer's contribution to retirement scheme	Total
		袍金	薪金	酌情花紅	退休計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Ip Ping Im	葉炳棻	-	-	-	-	-
Choi Kin Chung	蔡建中	-	-	-	-	-
Wan Wai Loi	尹惠來	1,500	2,790	2,222	12	6,524
Tsang Kang Po	曾鏡波	1,000	2,900	2,116	12	6,028
Lam Wing Tak	林榮德	1,000	2,900	1,816	12	5,728
Lam King Man	林景文	1,000	1,730	1,295	12	4,037
Ho Hsiang Ming, James	賀象文	-	-	-	-	-
Lau Yiu Tong	劉耀棠	-	-	-	-	-
Chan Yue Kwong, Michael	陳裕光	138	-	-	-	138
Ng Ching Wah	伍清華	138	-	-	-	138
Sze Kwok Wing, Nigel	施國榮	138	-	-	-	138
		<b>4,914</b>	<b>10,320</b>	<b>7,449</b>	<b>48</b>	<b>22,731</b>

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 25. Employment Costs (Including Directors' Emoluments)

#### 25. 僱員成本(包括董事酬金)(續)

(Continued)

##### (c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include 4 directors (2008: 4 directors), whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 1 individual (2008: 1 individual) are as follows:

##### (c) 五名最高薪人士

本集團之五名最高薪人士分別包括4名董事(2008年: 4名董事), 彼等之酬金已於上列分析反映。應付餘下1名人士(2008年: 1名人士)之酬金如下:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Basic salaries, housing allowance and other allowances	基本薪金、房屋津貼及其他津貼	2,134	1,426
Discretionary bonuses	酌情花紅	600	1,230
Retirement benefit – defined contribution schemes	退休福利 – 定額供款計劃	12	12
Share-based compensation expenses	股份酬金支出	253	134
		<b>2,999</b>	2,802

The number of non-directors with emoluments within the following bands:

非董事人士之酬金在以下範圍的人數:

		2009 2009年	2008 2008年
HK\$2,500,001 – HK\$3,000,000	2,500,001港元– 3,000,000港元	1	1
HK\$3,000,001 – HK\$3,500,000	3,000,001港元– 3,500,000港元	–	–

#### 26. Finance Income and Costs

#### 26. 財務收入及成本

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Finance income:	財務收入:		
– bank interest income	– 銀行利息收入	16,584	44,351
Finance costs:	財務成本:		
– bank loans and overdrafts	– 銀行貸款及透支	14,550	33,098
– finance lease obligations	– 融資租賃承擔	217	185
		<b>14,767</b>	33,283

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 27. Income Tax Expense

Hong Kong profits tax has been provided for at the rate of 16.5% (2008: 17.5%) on the estimated assessable profits for the year.

The subsidiary established and operated in Mainland China was subject to enterprise income tax at the rate of 12%, after a 50% reduction in accordance with the applicable tax regulations, for the year ended 31 March 2007. On 16 March 2007, the National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the "new CIT Law"). The new CIT Law standardises the corporate income tax rate to 25% with effect from 1 January 2008. However, the subsidiary continues to enjoy a 50% reduction in the corporate income tax rate in respect of certain portion of its taxable profit up to 31 December 2009 in accordance with the applicable tax regulations as a result of additional capital injections made in prior years to the subsidiary.

The subsidiary established and operated in Sri Lanka, Textured Jersey Lanka (Private) Limited, is exempted from income tax on its profits for a period of 12 years from the first year of commencement of commercial operations in September 2001.

The amount of taxation charged to the consolidated income statement represents:

### 綜合財務報表附註(續)

#### 27. 所得稅開支

香港利得稅乃就有關年內估計應課稅溢利按 16.5% (2008年: 17.5%) 作出撥備。

於截至2007年3月31日止年度，計及50%寬減後，於中國成立及經營之附屬公司須按 12% 稅率繳納企業所得稅。於2007年3月16日，全國人民代表大會通過《中華人民共和國企業所得稅法》(「新企業所得稅法」)，自2008年1月1日起，新企業所得稅法將企業所得稅統一為25%。然而，按照適用的稅務條例，由於前幾年增加注資於附屬公司，該附屬公司可就部分應課稅利潤繼續獲得寬減 50% 企業所得稅至2009年12月31日。

於斯里蘭卡成立及經營之附屬公司Textured Jersey Lanka (Private) Limited自2001年9月投入商業運作首個年度起計12年間，獲豁免就其溢利繳納所得稅。

於綜合收益表扣除之稅項為：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	29,858	32,182
– Mainland China income tax	– 中國內地所得稅	10,599	36,112
– Others	– 其他	–	12
Deferred taxation (Note 19)	遞延稅項(附註19)	8,256	293
		<b>48,713</b>	68,599

Note: Included in the Mainland China income tax was approximately HK\$16,111,000 tax refund received in July 2008 in accordance with the applicable tax regulations as a result of additional capital injections made in prior years to the subsidiary in Mainland China.

附註：此包括在中國內地的所得稅約為 16,111,000 港元，於2008年7月，按照適用的稅收法規，附屬公司由於前幾年額外注資而獲得退稅。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 27. Income Tax Expense (Continued)

The taxation 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 group companies as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Profit before income tax	所得稅前溢利	429,319	465,413
Tax calculated at weight average domestic tax rate applicable to profits in the respective places/countries	按適用於相關地區／國家之加權平均地方稅率計算之稅項	46,954	63,659
Income not subject to tax	毋須課稅收益	(1,499)	(1,346)
Expenses not deductible for tax purposes	不可扣稅開支	3,272	6,262
Others	其他	(14)	24
		<b>48,713</b>	68,599

The weighted average applicable tax rate was:

加權平均適用稅率如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Weighted average domestic applicable tax rate	加權平均地方適用稅率	<b>10.9%</b>	13.7%

The change in weighted average applicable tax rate above is mainly caused by a change in the corporate income tax rate for the PRC subsidiary from 1 January 2008.

上述加權平均適用稅率之變動主要由於2008年1月1日中國附屬公司之企業所得稅率出現變動。

#### 28. Earnings Per Share

##### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of shares in issue during the year.

#### 28. 每股盈利

##### (a) 基本

每股基本盈利按本公司權益持有人應佔溢利除年內已發行股份加權平均數計算。

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	376,515	392,093
Weighted average number of shares in issue (thousands)	已發行股份加權平均數(千股)	1,432,936	1,388,157
Basic earnings per share (HK\$ per share)	每股基本盈利(每股港元)	<b>0.26</b>	0.28



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 28. Earnings Per Share (Continued)

##### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares. The Company has one category of dilutive potential shares: share options.

As the exercise price of the share options granted by the Company was higher than the average market price of the Company's shares for the year ended 31 March 2009, those outstanding share options granted which amounted to 20,790,000 shares as at 31 March 2009 (2008: 22,230,000 shares) have no dilutive effect on earnings per share in 2009 and diluted earnings per share is therefore the same as basic earnings per share.

#### 29. Dividends

### 綜合財務報表附註(續)

#### 28. 每股盈利(續)

##### (b) 攤薄

每股攤薄盈利乃經調整未發行股份之加權平均數至假設兌換所有攤薄潛在股份計算。本公司有一類攤薄潛在股份：購股權。

由於本公司授出之購股權之行使價高於截至2009年3月31日止年度本公司股份之平均市價，於2009年3月31日已授出但尚未行使之購股權之數目為20,790,000股股份(2008年：22,230,000股股份)，對2009年每股盈利並無攤薄影響，因此，每股攤薄盈利與每股基本盈利相等。

#### 29. 股息

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Special dividend paid (Note (i))	已派付特別股息(附註(i))	-	779,999
Interim paid dividend of HK 3 cents (2008: HK 6.5 cents) (Note (ii))	已派付港幣3仙之中期股息 (2008年：港幣6.5仙)(附註(ii))	42,988	93,141
Proposed final dividend of HK 12 cents (2008: HK 7.5 cents) (Note (iii))	擬派付港幣12仙之末期股息 (2008年：港幣7.5仙)(附註(iii))	171,952	107,470
		<b>214,940</b>	980,610

##### Notes:

- (i) On 26 April 2007, the Board of Directors of the Company declared a special dividend of approximately HK\$780 million payable to the then equity holders of the Company. The amount was paid on 17 May 2007.
- (ii) On 19 December 2008, the Board of Directors of the Company declared an interim dividend of HK 3 cents per share, totalling HK\$42,988,000 for the six months ended 30 September 2008. The amount was paid on 22 January 2009.
- (iii) On 17 July 2009, the Board of Directors of the Company declared a final dividend of HK 12 cents per share for the year ended 31 March 2009. This proposed dividend is not reflected as dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 March 2010.

##### 附註：

- (i) 於2007年4月26日，本公司董事局宣派特別股息780百萬港元予當時本公司權益持有人。該等款項已於2007年5月17日支付。
- (ii) 於2008年12月19日，本公司董事局宣派截至2008年9月30日止六個月中期股息每股港幣3仙，合共42,988,000港元。該等款項已於2009年1月22日支付。
- (iii) 於2009年7月17日，本公司董事局宣派截至2009年3月31日止年度末期股息每股港幣12仙。擬派付股息並無於該等財務報表上反映為應付股息，但將於截至2010年3月31日止年度之保留溢利之分配中反映。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 30. Consolidated Cash Flow Statement

##### (a) Cash generated from operations

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Profit before income tax	所得稅前溢利	429,319	465,413
Adjustment for:	以下各項之調整：		
Share of profit of associates	應佔聯營公司溢利	(1,423)	(886)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	260,298	235,641
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	772	564
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之得益	(2,558)	(9,596)
Interest income	利息收益	(16,584)	(44,351)
Interest expenses	利息開支	14,767	33,283
Share-based compensation	股份酬金	8,891	6,533
Dividend income	股息收益	(7)	(9)
Impairment loss on available-for-sale financial assets	可供出售金融資產減值虧損	48	16
Net fair value losses/(gains) on derivative financial instruments	衍生金融工具公平值淨虧損/(收益)	15,951	(9,102)
Unrealised gains on exchange difference	匯兌差額未變現收益	(7,248)	(19,017)
Operating profit before working capital changes	營運資金變動前之經營溢利	702,226	658,489
Decrease/(Increase) in inventories	存貨減少/(增加)	231,645	(39,950)
Decrease/(Increase) in trade and bills receivables	應收賬款及票據減少/(增加)	8,592	(29,087)
Decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少	17,101	1
(Decrease)/Increase in trade and bills payables	應付賬款及票據(減少)/增加	(59,589)	146,447
Increase in accruals and other payables	應計項目及其他應付款項增加	17,472	51,306
Cash generated from operations	經營業務所產生現金	917,447	787,206

##### (b) In the cash flow statement, proceeds from disposals of property, plant and equipment comprise:

##### (b) 於現金流量表內，出售物業、廠房及設備所得款項包括：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Net book amount (Note 7)	賬面淨值(附註7)	1,475	4,527
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之得益	2,558	9,596
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	4,033	14,123

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

#### 30. Consolidated Cash Flow Statement (Continued)

#### 30. 綜合現金流量表(續)

##### (c) Acquisition of additional interest in a subsidiary from a minority shareholder

##### (c) 向一名少數股東增購一間附屬公司之權益

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Net assets attributable to minority interest acquired	—	9,225
Excess of consideration over the carrying value of the minority interest acquired	—	3,559
Purchase consideration settled by cash	—	12,784

##### (d) Significant non-cash transactions

##### (d) 重大非現金交易

(i) During the year, the Group did not enter into finance lease arrangements in respect of property, plant and equipment with a total capital value at the inception of the leases (2008: HK\$1,832,000).

(i) 年內，本集團並無就物業、廠房及設備訂立融資租賃安排，於訂立租約時之資本總值(2008年：1,832,000港元)。

(ii) At 31 March 2009, the amount of approximately HK\$41,440,000 (2008: HK\$29,680,000) in respect of purchase of property, plant and equipment has been provided for.

(ii) 於2009年3月31日，就物業、廠房及設備已作撥備約為41,440,000港元(2008年：29,680,000港元)。

#### 31. Contingent Liabilities

#### 31. 或有負債

As at 31 March 2009, the Group and the Company had no material contingent liabilities (2008: Nil).

於2009年3月31日，本集團與本公司並無重大或有負債(2008年：無)。

#### 32. Commitments

#### 32. 資本應承擔

##### (a) Capital commitments

Capital expenditure at the balance sheet date but committed not yet incurred is as follows:

##### (a) 資本承擔

於結算日承擔尚未產生之資本開支如下：

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Property, plant and equipment contracted but not provided for	97,396	155,211

As at 31 March 2009, the Group had authorised the injection of capital into a company to be established in Mainland China with an independent third party totalling approximately HK\$24,814,000 (RMB21,880,000) to sell surplus steam generated by the Group to potential users in the vicinity.

於2009年3月31日，本集團已批准向一家與獨立第三方合作而將於中國成立之公司注資合共約24,814,000港元(21,880,000人民幣)，以出售剩餘本集團所產生之蒸氣予鄰近潛在使用者。

As at 31 March 2009, the Group did not have any significant share of capital commitments of its associates and jointly controlled entities (2008: Nil).

於2009年3月31日，本集團聯營公司與共同控制實體並無重大資本承擔(2008年：無)。

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 32. Commitments (Continued)

##### (a) Capital commitments (Continued)

As at 31 March 2009, the Group had total financial commitments in respect of equity capital and shareholders' loans to be injected into jointly controlled entities of HK\$243,999,000 (2008: Nil).

##### (b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases of land and buildings, as follows:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Not later than 1 year	不超過1年	1,515	2,276
Later than 1 year and not later than 5 years	超過1年但不超過5年	283	644
		<b>1,798</b>	<b>2,920</b>

#### 33. 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.

The Company has no immediate or ultimate controlling party.

The following transactions were carried out with related parties:

##### (a) Sale of goods

*Continuing*

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
A minority shareholder and its related parties (Note (i))	一名少數股東及其有關連人士 (附註(i))	276,900	222,618
A related party (Note (ii))	一名有關連人士 (附註(ii))	13,607	14,574
		<b>290,507</b>	<b>237,192</b>

Goods are sold at prices mutually agreed by both parties.

### 綜合財務報表附註(續)

#### 32. 資本應承擔(續)

##### (a) 資本承擔(續)

於2009年3月31日，本集團共同控制實體之財務承擔總額為243,999,000港元，以股本權益與與股東貸款來注資共同控制實體(2008年：無)。

##### (b) 經營租約承擔

本集團根據土地及樓宇之不可撤銷經營租約未來最低租金款項總額如下：

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Not later than 1 year	不超過1年	1,515	2,276
Later than 1 year and not later than 5 years	超過1年但不超過5年	283	644
		<b>1,798</b>	<b>2,920</b>

#### 33. 有關連人士交易

倘任何一方有能力直接或間接控制另一方，或對另一方之財政及營運決策行使重大影響力，則此等人士被視為有關連。倘有關連人士受共同控制或共同重大影響，則亦被視為有關連。

本公司並無直接及最終控股人士。

與有關連人士進行之交易如下：

##### (a) 銷售貨品

*持續*

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
A minority shareholder and its related parties (Note (i))	一名少數股東及其有關連人士 (附註(i))	276,900	222,618
A related party (Note (ii))	一名有關連人士 (附註(ii))	13,607	14,574
		<b>290,507</b>	<b>237,192</b>

貨品乃按雙方協定之價格銷售。



# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

#### 33. Related Party Transactions (Continued)

##### (b) Management charges

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
A minority shareholder and its related parties (Note (i))	一名少數股東及其有關連人士 (附註(i))	281	224

##### (c) Rental income

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
An associate	聯營公司	3,831	1,928

##### (d) Year-end balances (included in trade receivables and trade payables) arising from sale/purchase of goods:

		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Receivables from related parties	應收有關連人士款項		
A minority shareholder and its related parties (Note (i))	一名少數股東及其有關連人士 (附註(i))	28,924	20,316
A related party (Note (ii))	一名有關連人士 (附註(ii))	2,053	2,030
		<b>30,977</b>	22,346
Payables to related parties	應付有關連人士款項		
A minority shareholder (Note (i))	一名少數股東 (附註(i))	281	176

#### 33. 有關連人士交易(續)

##### (b) 管理費用

##### (c) 租金收入

##### (d) 因銷售／採購貨品產生之年結日結餘 (列入應收賬款及應付賬款)：

# Financial Information

## 財務資料

### Notes to the Consolidated Financial Statements (Continued)

#### 33. Related Party Transactions (Continued)

##### (d) Year-end balances (included in trade receivables and trade payables) arising from sale/purchase of goods: (Continued)

Notes:

- (i) In 2007, Linea was a minority interest shareholder, with 48% equity interest, of Textured Jersey Lanka (Private) Limited. The related parties of Linea include its holding company and fellow subsidiaries.

On 24 August 2007, Brandix became a 48% minority shareholder of Textured Jersey Lanka (Private) Limited as a result of the acquisition of 48% shareholding in Textured Jersey Lanka (Private) Limited from Linea. Following the acquisition, Brandix owned 48% shareholding in Textured Jersey Lanka (Private) Limited.

On 25 January 2008, Pacific Textured Jersey Holdings Ltd., a wholly owned subsidiary of the Company, acquired additional 8% interest in Textured Jersey Lanka (Private) Limited from Brandix. Consequently, the Group's interest in Textured Jersey Lanka (Private) Limited was increased from 52% to 60% and Brandix's interest in Textured Jersey Lanka (Private) Limited is 40%. The related parties of Brandix include its holding company and fellow subsidiaries.

- (ii) Companies controlled by Mr. Henry Choi Wing Kong, son of Mr. Choi Kin Chung, a director of the Company, is a related party of the Company.

##### (e) Key management compensation

Wages, salaries, bonus and allowances	工資、薪金、花紅及津貼
Retirement benefits – defined contribution schemes	退休福利 – 定額供款計劃
Share-based compensation expenses	股份酬金支出

- (f) The amounts due from and due to subsidiaries are unsecured, interest free and repayable on demand.

#### 34. Profit Attributable to Equity Holders

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$352,179,000 (2008: HK\$765,169,000).

### 綜合財務報表附註(續)

#### 33. 有關連人士交易(續)

##### (d) 因銷售／採購貨品產生之年結日結餘(列入應收賬款及應付賬款)：(續)

附註：

- (i) 於2007年，Linea為Textured Jersey Lanka (Private) Limited之少數股東，擁有其48%股本權益。Linea有關連人士包括其控股公司及同系附屬公司。

於2007年8月24日，Brandix透過向Linea收購其於Textured Jersey Lanka (Private) Limited 48%股權，成為Textured Jersey Lanka (Private) Limited 48%股權少數股東。繼該項收購後，Brandix擁有Textured Jersey Lanka (Private) Limited 48%股權。

於2008年1月25日，本公司全資附屬公司Pacific Textured Jersey Holdings Ltd. 向Brandix額外收購Textured Jersey Lanka (Private) Limited 8%權益。因此，本集團於Textured Jersey Lanka (Private) Limited之權益由52%增加至60%，而Brandix於Textured Jersey Lanka (Private) Limited之權益為40%。Brandix有關連人士包括其控股公司及同系附屬公司。

- (ii) 由本公司董事蔡建中先生之兒子蔡穎剛先生控制之公司為本公司有關連人士。

##### (e) 主要管理人員酬金

	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元
Wages, salaries, bonus and allowances	25,198	23,957
Retirement benefits – defined contribution schemes	64	63
Share-based compensation expenses	253	134
	<b>25,515</b>	<b>24,154</b>

- (f) 應收及應付附屬公司款項為無抵押、免息及須按要求償還。

#### 34. 權益持有人應佔溢利

本公司權益持有人應佔溢利於財務報表所示約352,179,000港元(2008年：765,169,000港元)。

# Financial Summary

## 財務概要

### Consolidated Results

### 綜合業績

		Year ended 31 March 截至3月31日止年度				
		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元	2007 2007年 HK\$'000 千港元	2006 2006年 HK\$'000 千港元	2005 2005年 HK\$'000 千港元
Revenue	收入	<b>4,734,816</b>	4,280,646	4,203,357	3,363,029	2,922,840
Gross profit	毛利	<b>686,957</b>	696,887	922,091	802,256	639,461
Profit attributable to:	下列人士應佔溢利：					
Equity holders of the Company	本公司權益持有人	<b>376,515</b>	392,093	555,698	458,855	351,679
Minority interests	少數股東權益	<b>4,091</b>	4,721	7,948	10,495	(1,255)
		<b>380,606</b>	396,814	563,646	469,350	350,424

### Consolidated Balance Sheet

### 綜合資產負債表

		As at 31 March 於3月31日				
		2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元	2007 2007年 HK\$'000 千港元	2006 2006年 HK\$'000 千港元	2005 2005年 HK\$'000 千港元
Non-current assets	非流動資產	<b>1,572,225</b>	1,571,284	1,237,790	956,292	854,419
Current assets	流動資產	<b>2,813,305</b>	2,831,677	1,803,121	1,398,436	1,230,243
Total assets	資產總值	<b>4,385,530</b>	4,402,961	3,040,911	2,354,728	2,084,662
Current liabilities	流動負債	<b>1,098,795</b>	1,122,394	1,132,831	797,514	479,400
Total assets less current liabilities	資產總值減流動負債	<b>3,286,735</b>	3,280,567	1,908,080	1,557,214	1,605,262
Non-current liabilities	非流動負債	<b>125,434</b>	394,558	416,587	469,918	81,624
Total equity	權益總額	<b>3,161,301</b>	2,886,009	1,491,493	1,087,296	1,523,638
Net current assets	流動資產淨值	<b>1,714,510</b>	1,709,283	670,290	600,922	750,843
Equity attributable to:	下列人士應佔權益：					
Equity holders of the Company	本公司權益持有人	<b>3,110,966</b>	2,839,765	1,440,745	1,044,496	1,519,414
Minority interests	少數股東權益	<b>50,335</b>	46,244	50,748	42,800	4,224
		<b>3,161,301</b>	2,886,009	1,491,493	1,087,296	1,523,638

# Glossary

## 專用詞彙

In this annual report (other than the Independent Auditor's Report and Financial Information), unless the context otherwise requires, the following expressions shall have the following meanings:

### “2009 Financial Year”

For the year ended 31 March 2009

### “AGM”

Annual general meeting of the Company

### “Articles”

The Articles of Association of the Company, as amended from time to time

### “Board”

The board of Directors of the Company

### “Brandix”

Brandix Lanka Limited, a company with limited liability and incorporated in Sri Lanka

### “CG Code”

The Code on Corporate Governance Practices

### “Company”

Pacific Textiles Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange

### “Directors”

The director(s) of the Company

### “Group”

The Company and its subsidiaries

### “INED”

The independent non-executive Directors

### “Listing”

Listing of the Shares on the Stock Exchange on 18 May 2007

### “Listing Rules”

The Rules Governing the Listing of Securities on the Stock Exchange

### “Model Code”

Model Code for Securities Transactions by Directors of Listed Issuers

### “Prospectus”

The prospectus of the Company dated 7 May 2007

### “PT Sri Lanka”

Textured Jersey Lanka (Private) Limited, a limited liability company incorporated under the laws of Sri Lanka

於本年報內(獨立核數師報告與財務資料除外)，除非文義另有所指，下列詞彙具有以下含義：

### 「2009年財政年度」

截至2009年3月31日止年度

### 「股東週年大會」

本公司之股東週年大會

### 「章程細則」

本公司不時修訂之公司組織章程細則

### 「董事局」

本公司之董事局

### 「Brandix」

Brandix Lanka Limited，一間在斯里蘭卡註冊成立之有限公司

### 「企業管治守則」

企業管治常規守則

### 「本公司」

互太紡織控股有限公司，一間於開曼群島註冊成立之受豁免有限公司，其股份於聯交所上市

### 「董事」

本公司之董事

### 「本集團」

本公司及其附屬公司

### 「獨立非執行董事」

本公司的獨立非執行董事

### 「上市」

本公司股份於2007年5月18日於聯交所上市

### 「上市規則」

聯交所證券上市規則

### 「標準守則」

上市公司董事進行證券交易的標準守則

### 「招股章程」

本公司於2007年5月7日之招股章程

### 「PT斯里蘭卡」

Textured Jersey Lanka (Private) Limited，一間根據斯里蘭卡法律註冊成立之有限公司



# Glossary

## 專用詞彙

### “SFO”

The Securities and Futures Ordinance

### “Shares”

Shares issued by the Company, with a nominal value of HK\$0.001 each

### “Share Option Scheme”

The share option scheme adopted by the Company pursuant to the written resolutions of the Shareholders of the Company passed on 27 April 2007

### “Stock Exchange”

The Stock Exchange of Hong Kong Ltd.

### 「證券及期貨條例」

證券及期貨條例

### 「本公司股份」

本公司所發行每股面值0.001港元之股份

### 「購股權計劃」

根據本公司股東於2007年4月27日通過之書面決議案批准及採納之購股權計劃

### 「聯交所」

香港聯合交易所有限公司



PACIFIC TEXTILES HOLDINGS LIMITED  
互太紡織控股有限公司