



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)



中期報告 INTERIM  
2009/2010 REPORT

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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  
Mr. LAM Hing Chau, Leon (Appointed on 21 September 2009)

#### Non-executive Directors

Mr. CHOI Kin Chung  
Mr. IP Ping Im  
Mr. HO Hsiang Ming, James (Resigned on 28 August 2009)  
Mr. LAU Yiu Tong  
Mr. Vivek KALRA (Resigned on 28 August 2009)  
(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  
林興就先生 (於2009年9月21日獲委任)

#### 非執行董事

蔡建中先生  
葉炳樑先生  
賀象民先生 (於2009年8月28日辭任)  
劉耀榮先生  
Vivek Kalra先生 (於2009年8月28日辭任)  
(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

### 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  
香港上海匯豐銀行有限公司  
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)

### 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)

### 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)

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

#### Recorded Encouraging Results Amid Challenging Environment

The operating environment in the first half of the 2009/2010 financial year was full of challenges for the textile industry. Although the global economic downturn has shown signs of easing in recent months, consumer confidence and discretionary spending remained lackluster during the reporting period. Nevertheless, the Group was able to achieve encouraging performance amid the unfavorable market conditions. Thanks to the Group's enhanced operational efficiency as well as strong financial position, and the industry consolidation following the global financial crisis, the Group managed to increase its market share and recorded notable improvement in both sales and profitability.

For the six months ended 30 September 2009, the Group reported revenue of HK\$3,032.9 million, representing a 18.9% growth over the same period last year, mainly driven by strong volume gains. Total sales volume during the period surged 17.4% to 100.3 million pounds, attributable to our expanded production capacity, our broadened customer base, as well as increased orders from existing clients. We also saw a slight growth in average selling price year-on-year despite strong pricing pressure during the period.

In virtue of our enhanced operational efficiency, effective cost control measures, expanded manufacturing facilities as well as the optimal utilization of the Group's production capacity, gross profit during the period jumped 82.1% to HK\$616.3 million during the period. The drop in commodity prices during the reporting period also contributed to the improvement of the gross margin from 13.3% to 20.3% year-on-year. Our effort in expanding production capacity and upgrading production facilities has enabled the Group to enjoy better economy of scale and higher productivity.

For the period under review, profit attributable to equity holders of the Company was HK\$388.5 million, which represents a notable increase of 113.7% over the corresponding period of last year. Net profit margin rose to 12.8% (2008: 7.1%). Basic earnings per share was HK27 cents (2008: HK 13 cents).

The Group's distribution and selling expenses increased by 12.2% from HK\$78.4 million in the last corresponding period to HK\$88.0 million. Yet, as a percentage of total revenue, distribution and selling expenses decreased from 3.1% to 2.9% during the review period.

During the period, general and administrative expenses were HK\$82.4 million (2008: HK\$90.2 million), representing a decrease of 8.7% from the same period last year. The Group maintained an efficient cost structure during the reporting period and will continue to manage its costs in a proactive manner.

#### Grasping opportunities in downturns

During the period, weakened demand stemming from the uncertain economic climate and a further tightening in credit facilities by banks as well as environmental regulations by the government had exerted pressures on all players of the industry, in particular the small and medium enterprises, washing out companies which failed to meet the immediate financial and economic challenges. On the other hand, the global economic downturn also resulted in some strong industry players enhancing propositions and actively pursuing new opportunities to fill gaps in the market. During the period under review, Pacific Textiles managed to uphold its competitive edge and leverage its core competencies to maintain competitiveness, thus not only able to weather the storm and increased its market share, but also built a stronger company benefiting both customers and business partners.

### 業務回顧

#### 於充滿挑戰的環境中取得令人鼓舞的成績

於2009/2010年財政年度上半年，紡織業的經營環境充滿挑戰，儘管全球經濟衰退於近月呈好轉跡象，惟報告期間的消費信心及非必要消費依然疲弱。然而，有賴本集團已提升之營運效率和強健的財務狀況，以及全球金融危機過後行業出現整合，本集團仍能在不明朗的市況中取得佳績，提高市場佔有率，顯著改善銷售額及盈利能力。

截至2009年9月30日止六個月，本集團錄得收入3,032.9百萬港元，較去年同期增長18.9%，主要受銷售量強勁增長所帶動。期內總銷量因產能提升、客戶基礎增長以及現有客戶訂單增加而上升17.4%至100.3百萬磅。儘管我們於期內承受龐大定價壓力，惟平均銷售價亦按年略有增長。

憑藉營運效率的提升、有效的成本控制措施、生產設施擴充，加上本集團產能的優化利用，期內毛利躍升82.1%至616.3百萬港元。於報告期間，商品價格下跌亦有助毛利率由13.3%按年改善至20.3%。我們致力擴充產能及提升生產設施亦令本集團的規模效益及生產能力得以提高。

於回顧期內，本公司股東應佔溢利為388.5百萬港元，較去年同期顯著增加113.7%。純利率上升至12.8%（2008年：7.1%）。每股基本盈利為港幣27仙（2008年：港幣13仙）。

本集團的分銷及銷售開支為88.0百萬港元，較去年同期78.4百萬港元增加12.2%。然而，於回顧期內，分銷及銷售開支佔收入總額比例按年由3.1%下降至2.9%。

期內，一般及行政開支為82.4百萬港元（2008年：90.2百萬港元），較去年同期減少8.7%。於報告期間，本集團維持具效益的成本架構，亦將繼續積極實行監控成本的措施。

#### 逆市中把握機遇

期內，經濟氣候不穩令需求疲弱、銀行進一步收緊信貸以及政府的環境條例均對業者構成沉重壓力，中小企首當其衝，一些公司因未能應付突如其來的金融及經濟挑戰而被淘汰。另一方面，全球經濟衰退亦導致實力雄厚的業者積極尋找新的機遇以填補市場空缺。於回顧期內，互太紡織利用核心優勢保持競爭力，不但能夠在逆境中搶佔市場份額，亦能令公司更強大，從而讓客戶及業務夥伴受惠。

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW (Cont'd)

#### An Integral Partner for Leading International Brands

Our top five customers accounted for approximately 52.1% of the Group's turnover compared to 36.7% in the same period last year. Though the industry was confronted with uncertain market conditions and weakened demand in the US, through our active expansion strategy to diversify our geographical market reach with a focus on China and Japan, and the Group's comprehensive production facilities and quality management, coupled with growing demand for quality and value-added products, the Group was able to make satisfactory progress in expanding its sales to the target markets and sustained business growth.

Riding on its solid relationships with leading brands, including, Maidenform, Marks & Spencer, Triumph, UNIQLO, VF Intimates and Victoria's Secret, as well as well known Chinese brands such as ANTA Sports and Maniform, the Group continued to enjoy stable purchase orders despite the trying business environment. The Group's top five brand owners contributed approximately 53.8% to our overall sales versus 43.2% for the same period last year.

#### Enhanced Manufacturing Competencies

For the six months ended 30 September 2009, the Group continued to expand its production capacity to meet demand. Overall capacity increased slightly over 10% year-on-year, with utilization rate further improved to over 90%. With the expansion at the plant in Sri Lanka completed in 2008, the Group was able to take full advantage of the increased capacity during the reviewing period.

The Group also continued to improve its operational efficiency through technological reform and constant upgrades of equipment. Critical supporting facilities upgraded or installed at the production plant in Panyu include dyeing machines, power plant, water treatment facilities and a new water recycling plant, to optimize production capacity and enhance efficiency, allowing lower production cost.

Apart from developing and implementing technologies and techniques to minimize environmental impact, the Group has actively participated in a wide range of activities to promote environmental best practice. During the review period, the Panyu plant was accredited Environmentally Trustworthy Enterprise – Green Label (環保誠信企業 – 綠牌標示) by Guangdong Environmental Protection Bureau (廣東省環境保護局), and received 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). The Group was also awarded Hang Seng Pearl River Delta Environmental Awards (恒生珠三角環保獎) as well as Hang Seng Pearl River Delta Environmental Category Awards - Air Emissions and Noise Abatement (恒生珠三角環保項目獎 – 廢氣排放及噪音消滅) jointly issued by the Federation of Hong Kong Industries (香港工業總會) and Hang Seng Bank in 2009, recognizing its efforts in taking steps to enhance its environmental contributions.

The garment operation and fabric production of the Bangladesh joint venture, which was established in November 2008, are expected to commence in early 2010 and 2011 respectively. Capitalizing on Bangladesh's access to European and Japan markets with no tariffs and quotas barriers and its cost effective production capacity and low operating costs, the management believes this initiative will allow the Group to further penetrate into the burgeoning Japan market and extend its presence in other markets. Our aims are to continuously improve our production technology and efficiency, and to develop more value-added products.

### 業務回顧 (續)

#### 領先國際品牌的綜合夥伴

我們的五大客戶佔本集團營業額約52.1%，去年同期則為36.7%。儘管紡織業面對不明朗的市場情況及美國需求疲弱，惟我們一直積極拓展多元化地域市場並把中國與日本定為重點市場，加上本集團具備全面的生產設施及品質管理，以及高質素及增值產品需求暢旺，本集團在擴展銷售至目標市場及維持業務增長方面均達至理想成績。

儘管營商環境困難，本集團憑藉其與領先品牌(包括 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曼妮芬的穩固關係，仍能取得穩定的購買訂單。本集團的五大品牌擁有人客戶佔整體銷售額的53.8%，去年同期則為43.2%。

#### 生產能力提升

截至2009年9月30日止六個月，本集團持續擴充產能以應付需求。整體產能按年略增10%，利用率進一步改善至90%水平以上。隨著斯里蘭卡廠房於2008年完成擴充，本集團於回顧期內能夠充份利用已增加的產能。

本集團亦繼續透過技術改革及定期提升設備以改善營運效率。於番禺生產廠房提升或安裝的關鍵配套設施包括漂染機、發電廠、淨水廠及新再生水廠，藉以優化產能及提升效率，從而減低生產成本。

除了開發及運用不同技術及方法以減低對環境影響外，本集團已積極參與一連串活動，推廣對環境負責的最佳實踐。於回顧期內，番禺廠房獲廣東省環境保護局評定為環保誠信企業 – 綠牌標示，並獲廣東省經濟貿易委員會及廣東省科學技術廳認定為清潔生產企業。本集團亦獲得由香港工業總會和恒生銀行於2009年聯合頒授的恒生珠三角環保獎以及恒生珠三角環保項目獎 – 廢氣排放及噪音消滅，以肯定本集團在提升環保表現方面所作的貢獻。

於2008年11月在孟加拉成立的服裝和布料生產的合營公司，預計分別於2010年年初和2011年開始投產。憑藉孟加拉之商品出口到歐洲市場和日本均無關稅和配額限制，以及其具成本效益的生產能力和低營運成本，管理層相信這一舉措將使本集團進一步拓展蓬勃發展的日本市場和加強其在其他市場的發展。我們的目標是不斷改善我們的生產技術和效率，開發更多增值產品。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW

#### Liquidity and Financial Information

The Group continued to maintain a strong financial position. As at 30 September 2009, the Group had total cash and bank balances, of HK\$1,120.8 million (31 March 2009: HK\$1,431.7 million). The drop in the total cash and bank balances is due to the early retirement of a syndicated loan amounting to HK\$274.5 million during the reporting period and the investment in structured deposits and bond of HK\$117.0 million. The cash and bank balances finance the Group's working capital, capital expenditure plans and future expansion projects.

As at 30 September 2009, the current ratio was 2.3 (31 March 2009: 2.6). The gearing ratio, the ratio of total debts (including current and non-current borrowings and finance lease obligations) to total assets, was 2.4% (31 March 2009: 9.2%). The improvement was attributable mainly to a reduction in borrowings. As at 30 September 2009, the Group was in a net cash position of HK\$1,006.3 million (31 March 2009: HK\$1,026.4 million).

The Group adopted prudent measures and reviewed its capital expenditure needs in response to market demand. During the period under review, total capital expenditure slightly increased to HK\$117.5 million (2008: HK\$110.8 million), which was mainly used to purchase plant and machinery.

The Group has invested HK\$54.2 million in the Bangladesh joint venture during the reporting period.

#### Foreign Exchange Risk Management

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and Renminbi. The Group will continue to enter into foreign currency contracts to manage and reduce risk associated with the net position in each foreign currency.

#### Employees and Remuneration Policies

As at 30 September 2009, the Group had a total of 7,923 full-time employees, representing an increase of 7.5% compared with that as of 31 March 2009 (31 March 2009: 7,373). There is no significant change in the Group's remuneration policy. The Group has adopted a share option scheme to provide the Company with a flexible means of retaining, incentivising, rewarding and providing benefits to eligible participants and granted options to eligible employees. The amortised fair value of share options granted totaling approximately HK\$4.6 million was charged to the income statement for the six months ended 30 September 2009 (2008: HK\$4.3 million).

#### Pledge of Assets

As at 30 September 2009, the Group's property, plant and equipment with book value of approximately HK\$91.9 million (31 March 2009: HK\$92.9 million) were pledged to secure banking facilities.

### 財務回顧

#### 資金流動性與財務資料

本集團繼續保持穩健的財政狀況。於2009年9月30日，本集團擁有銀行及現金結餘總額合共1,120.8百萬港元(2009年3月31日：1,431.7百萬港元)。於報告期間，銀行及現金結餘總額下降主要由於提早償還274.5百萬港元之銀團貸款及投資於結構性存款及債券為117.0百萬港元。銀行及現金結餘為本集團之營運資金、資本開支計劃及將來擴展計劃提供資本來源。

於2009年9月30日，流動資產比率為2.3(2009年3月31日：2.6)。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2.4%(2009年3月31日：9.2%)。此資產負債比率下降主要由於借貸減少所致。於2009年9月30日，本集團之淨現金水平為1,006.3百萬港元(2009年3月31日：1,026.4百萬港元)。

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。於回顧期間，本集團錄得資本開支總額輕微上升至117.5百萬港元(2008年：110.8百萬港元)，主要應用於購買設備及機器。

於報告期間，本集團已對孟加拉合營公司投資54.2百萬港元。

#### 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。本集團將繼續訂立外幣合約及減低持有各種外幣淨額所涉及之風險。

#### 僱員及薪酬政策

於2009年9月30日，本集團共僱用合共7,923名全職僱員，較2009年3月31日增加7.5%(2009年3月31日：7,373名)。本集團薪酬政策並無重大變動。本集團已採納之購股權計劃，為本公司提供一種靈活方式，藉以保留、激勵、獎勵及提供福利予合資格參與者，並授出購股權予合資格僱員。於截至2009年9月30日止六個月，購股權之經攤銷公平值總計約4.6百萬港元(2008年：4.3百萬港元)已於收益表內入賬。

#### 資產抵押

於2009年9月30日，本集團以賬面值約91.9百萬港元(2009年3月31日：92.9百萬港元)之物業、廠房及設備抵押予銀行，作為本集團銀行信貸之抵押品。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Cont'd)

#### Segmental Information

Details of segmental information are set out in Note 4 to the interim financial information.

#### Material Acquisition and Disposal of Subsidiaries, Associates and Jointly Controlled Entities

There was no material acquisition or disposal of the Company's subsidiaries, associates and jointly controlled entities during the six months ended 30 September 2009.

#### Contingent Liabilities

The Group has no material contingent liabilities as at 30 September 2009 (31 March 2009: HK\$ Nil).

#### Capital Commitments

Details of capital commitments are set out in Note 19 to the interim financial information.

#### Outlook and Prospect

##### Strong Fundamentals Offer Room For Growth Amid Challenging Environment

Amid the adverse business climate worldwide, the Group is pleased to report that we were able to achieve significant growth for the review period, which is a reflection of our strong fundamentals. Looking ahead, it is anticipated that the prevailing challenging market conditions are likely to continue in the near future while overall consumer demand is yet to fully recover. However, the Group believes the changing operating environment caused by industry consolidation is presenting new opportunities to the Group and we expect our market share still has ample room for growth during this challenging period.

##### Well-placed to seize opportunities when market recovers

Going forward, the Group will continue to upgrade its facilities and explore new technologies while streamlining its operation and enforcing stringent capital management and cost control. We will also strive to increase market share through enhanced production capacity. With our solid customer base, enhanced production capacity and our ability to develop niche products of high-value that meet customer demands, we are more competitive than ever in the sector. Leveraging our core strengths and competitiveness, the Group will be able to adapt to changing operating conditions quickly and effectively. With our unique positioning as a provider of quality value-added products with strong manufacturing capabilities and financial strengths, the management is confident that the Group will be able to ride out the current trying operating environment and emerge stronger in the long run.

### 財務回顧 (續)

#### 分部資料

分部資料詳情載於中期財務資料附註第4項。

#### 重大收購及出售附屬、聯營公司及共同控制實體

於2009年9月30日止六個月期間，本集團並無作出有關本公司之附屬公司、聯營公司及共同控制實體之重大收購或出售。

#### 或有負債

於2009年9月30日，本集團並無重大或有負債(2009年3月31日：無)。

#### 資本承擔

資本承擔詳情載於中期財務資料附註19。

#### 前景及展望

##### 強健的基礎於充滿挑戰的環境提供發展空間

無礙於全球商業不景氣，本集團欣然報告我們於回顧期間能夠取得顯著增長，此反映我們的基礎穩固。展望將來，整體消費需求尚未完全恢復，目前嚴峻的市場形勢預計很可能在不久的將來會繼續。然而，本集團認為不斷變化的經營環境所造成的行業整合，正為本集團帶來新的機遇，我們預期在這充滿挑戰的期間，我們的市場佔有率仍有很大發展空間。

##### 當市場復甦之時搶佔先機

展望未來，本集團將繼續提升其設施和探索新技術，同時精簡其運作和執行嚴格的資金管理和成本控制。我們還將通過提高生產能力，努力擴大市場佔有率。憑藉我們強大的客戶基礎，經提升之生產能力和開發高增值產品以滿足客戶需求的能力，我們較以往更具有競爭力。利用我們的核心優勢和競爭力，本集團將能夠迅速和有效地適應不斷變化的經營狀況。憑藉我們獨特的定位—提供優質增值產品，加上具有強大的生產能力和財務實力，管理層有信心本集團將能克服目前艱難的經營環境所帶來的挑戰，並最終發展成為更強大的企業。



# Report on Review of Interim Financial Information

## 中期財務資料的審閱報告



羅兵咸永道會計師事務所

PricewaterhouseCoopers  
22nd Floor, Prince's Building  
Central, Hong Kong

TO THE BOARD OF DIRECTORS OF PACIFIC TEXTILES HOLDINGS LIMITED  
(incorporated in Cayman Islands with limited liability)

致互太紡織控股有限公司董事局  
(在開曼群島註冊成立的有限公司)

### Introduction

We have reviewed the interim financial information set out on pages 9 to 34, which comprises the condensed consolidated balance sheet of Pacific Textiles Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2009 and the related condensed consolidated income statement, condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

PricewaterhouseCoopers  
Certified Public Accountants  
Hong Kong, 7 December 2009

### 引言

本核數師(以下簡稱「我們」)已審閱列載於第9至34頁的中期財務資料,此中期財務資料包括互太紡織控股有限公司(「貴公司」)及其子公司(合稱「貴集團」)於2009年9月30日的簡明綜合資產負債表與截至該日止六個月期間的相關簡明綜合收益表、簡明綜合全面收益表、簡明綜合權益變動表和簡明綜合現金流量表,以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司主板證券上市規則規定,就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並按照委聘之條款僅向整體董事局報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小,故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此,我們不會發表審核意見。

### 結論

按照我們的審閱,我們並無發現任何事項,令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

羅兵咸永道會計師事務所  
執業會計師  
香港, 2009年12月7日

# Financial Information

## 財務資料

The Board of Directors (the "Board") of Pacific Textiles Holdings Limited (the "Company") has pleasure in presenting the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2009 together with the comparative figures for the corresponding period in 2008. The interim results have been reviewed by the Company's auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The interim results have also been reviewed by the Company's audit committee.

互太紡織控股有限公司(「本公司」)之董事局(「董事局」)欣然宣佈本公司及其子公司(「本集團」)截至2009年9月30日止六個月之未經審核簡明綜合業績，連同2008年同期的比較數字。此中期業績已由本公司核數師根據香港會計師公會(「香港會計師公會」)頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。此中期業績亦已由本公司審核委員會審閱。

### CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2009

### 簡明綜合收益表

截至2009年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月		
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)	
	Note 附註			
Revenue	收入	4	3,032,856	2,551,607
Cost of sales	銷售成本		(2,416,521)	(2,213,134)
<b>Gross profit</b>	<b>毛利</b>		<b>616,335</b>	<b>338,473</b>
Other revenue	其他收入	5	28,419	31,381
Other (losses) / gains - net	其他(虧損) / 收益 - 淨	5	(1,231)	545
Distribution and selling expenses	分銷及銷售開支		(87,986)	(78,415)
General and administrative expenses	一般及行政開支		(82,397)	(90,239)
<b>Operating profit</b>	<b>經營溢利</b>	6	<b>473,140</b>	<b>201,745</b>
Finance income	財務收入		2,841	7,601
Finance costs	財務成本		(1,915)	(7,390)
Share of profit of associates	分佔聯營公司溢利		3,041	527
Share of loss of jointly controlled entities	分佔共同控制實體之虧損		(3,131)	—
<b>Profit before income tax</b>	<b>所得稅前溢利</b>		<b>473,976</b>	<b>202,483</b>
Income tax expense	所得稅開支	7	(77,010)	(21,673)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>396,966</b>	<b>180,810</b>
Attributable to:	下列人士應佔：			
Equity holders of the Company	本公司權益持有人		388,503	181,799
Minority interests	少數股東權益		8,463	(989)
			<b>396,966</b>	<b>180,810</b>
Earnings per share for profit attributable to the equity holders of the Company — basic and diluted (HK\$)	本公司股權持有人應佔溢利之每股盈利 — 基本及攤薄 (港元)	9	0.27	0.13
Dividends	股息	8	186,282	42,988

# Financial Information

## 財務資料

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2009

### 簡明綜合全面收益表

截至2009年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	396,966	180,810
Other comprehensive income:	其他全面收入：		
Currency translation differences	外幣換算差額	2,311	36,918
<b>Total comprehensive income for the period, net of tax</b>	<b>期內稅後全面收入總額</b>	<b>399,277</b>	<b>217,728</b>
<b>Total comprehensive income attributable to:</b>	<b>應佔全面收入總額：</b>		
Equity holders of the Company	本公司權益持有人	390,814	218,717
Minority interests	少數股東權益	8,463	(989)
		<b>399,277</b>	<b>217,728</b>

# Financial Information

## 財務資料

### CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2009

### 簡明綜合資產負債表

於2009年9月30日

		Note	30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
<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	10	27,565	27,931
Property, plant and equipment	物業、廠房及設備	11	1,465,861	1,499,192
Interests in associates	於聯營公司之權益		24,038	23,201
Interests in jointly controlled entities	於共同控制實體之權益	12	71,162	20,141
Deferred income tax assets	遞延所得稅資產		4,230	—
Available-for-sale financial assets	可供出售金融資產		1,775	1,760
Structured deposits and bond	結構性存款及債券	13	117,000	—
			<b>1,711,631</b>	<b>1,572,225</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		848,048	761,640
Trade and bills receivables	應收賬款及票據	14	961,492	600,116
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		32,076	18,289
Derivative financial instruments	衍生金融工具		183	1,596
Cash and cash equivalents	現金及現金等值項目		1,120,791	1,431,664
			<b>2,962,590</b>	<b>2,813,305</b>
<b>Total assets</b>	<b>資產總值</b>		<b>4,674,221</b>	<b>4,385,530</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>			
Share capital	股本	15	1,433	1,433
Share premium	股份溢價	15	1,687,063	1,687,063
Reserves	儲備	16	1,645,966	1,422,470
			<b>3,334,462</b>	<b>3,110,966</b>
<b>Minority interests</b>	<b>少數股東權益</b>		<b>58,798</b>	<b>50,335</b>
<b>Total equity</b>	<b>權益總額</b>		<b>3,393,260</b>	<b>3,161,301</b>

# Financial Information

## 財務資料

### CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2009

### 簡明綜合資產負債表

於2009年9月30日

		Note	30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
		附註		
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借貸	17	1,559	120,377
Finance lease obligations	融資租賃承擔		—	232
Deferred income tax liabilities	遞延所得稅負債		12,934	4,825
			14,493	125,434
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	18	811,917	551,432
Accruals and others payables	應計項目及其他應付款項		264,335	239,264
Borrowings	借貸	17	112,450	284,258
Finance lease obligations	融資租賃承擔		469	657
Derivative financial instruments	衍生金融工具		841	61
Current income tax liabilities	本期所得稅負債		76,456	23,123
			1,266,468	1,098,795
<b>Total liabilities</b>	<b>負債總額</b>		1,280,961	1,224,229
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		4,674,221	4,385,530
<b>Net current assets</b>	<b>流動資產淨值</b>		1,696,122	1,714,510
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		3,407,753	3,286,735

# Financial Information

## 財務資料

### CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2009

### 簡明綜合權益變動表

截至2009年9月30日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔				Minority Interests 少數股東 權益	
		Share capital 股本 HK\$'000 千港元 (Unaudited) (未經審核)	Share premium 股份溢價 HK\$'000 千港元 (Unaudited) (未經審核)	Reserves 儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)	Total 權益總額 HK\$'000 千港元 (Unaudited) (未經審核)	Total 權益總額 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Balance at 1 April 2008</b>	<b>於 2008 年 4 月 1 日之結餘</b>	1,433	1,794,533	1,043,799	2,839,765	46,244	2,886,009
Profit for the period	期內溢利	—	—	181,799	181,799	(989)	180,810
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	—	—	36,918	36,918	—	36,918
<b>Total comprehensive income for the period ended 30 September 2008</b>	<b>期內截至 2008 年 9 月 30 日 全面收入總值</b>	—	—	218,717	218,717	(989)	217,728
Share-based compensation expenses	股份報酬支出	—	—	4,282	4,282	—	4,282
Dividends	股息	8	(107,470)	—	(107,470)	—	(107,470)
		—	(107,470)	4,282	(103,188)	—	(103,188)
<b>Balance at 30 September 2008</b>	<b>於 2008 年 9 月 30 日之結餘</b>	1,433	1,687,063	1,266,798	2,955,294	45,255	3,000,549
<b>Balance at 1 April 2009</b>	<b>於 2009 年 4 月 1 日之結餘</b>	1,433	1,687,063	1,422,470	3,110,966	50,335	3,161,301
Profit for the period	期內溢利	—	—	388,503	388,503	8,463	396,966
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	—	—	2,311	2,311	—	2,311
<b>Total comprehensive income for the period ended 30 September 2009</b>	<b>期內截至 2009 年 9 月 30 日 全面收入總值</b>	—	—	390,814	390,814	8,463	399,277
Share-based compensation expenses	股份報酬支出	—	—	4,634	4,634	—	4,634
Dividends	股息	8	—	(171,952)	(171,952)	—	(171,952)
		—	—	(167,318)	(167,318)	—	(167,318)
<b>Balance at 30 September 2009</b>	<b>於 2009 年 9 月 30 日之結餘</b>	1,433	1,687,063	1,645,966	3,334,462	58,798	3,393,260

# Financial Information

## 財務資料

### CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2009

### 簡明綜合現金流量表

截至2009年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月		
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)	
		Note 附註		
Net cash generated from operating activities	經營業務產生之現金淨額		430,799	297,780
Net cash used in investing activities	投資活動動用之現金淨額		(280,206)	(109,174)
Net cash used in financing activities	融資活動動用之現金淨額		(458,538)	(281,601)
Net decrease in cash, cash equivalents and bank overdrafts	現金、現金等值項目及銀行透支減少淨額		(307,945)	(92,995)
Cash, cash equivalents and bank overdrafts at 1 April	於4月1日現金、現金等值項目及銀行透支		1,418,659	1,146,769
Foreign exchange adjustment	外幣換算調整		1,532	13,000
Cash, cash equivalents and bank overdrafts at 30 September	於9月30日現金、現金等值項目及銀行透支		1,112,246	1,066,774
Analysis of cash, cash equivalents and bank overdrafts	現金、現金等值項目及銀行透支分析			
Cash and cash equivalents	現金及現金等值項目		1,120,791	1,109,242
Bank overdrafts	銀行透支	17	(8,545)	(42,468)
			1,112,246	1,066,774

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

#### 1. GENERAL INFORMATION

The Group is principally engaged in the manufacture and trading of textile products. Its production bases are primarily located in the People's Republic of China (the "China") 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.

The Company's shares are listed on The Stock Exchange of Hong Kong Limited.

The condensed consolidated interim financial information are presented in thousands of units of HK dollars (HK\$'000), unless otherwise stated. The condensed consolidated interim financial information was approved for issue by the Board of Directors on 7 December 2009.

This condensed consolidated interim financial information has not been audited.

#### 2. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 September 2009 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the HKICPA. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2009, which were prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

#### 3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 March 2009, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

The following new standards and amendments to standards are mandatory for the first time for the financial period beginning 1 April 2009:

- HKAS 1 (Revised), 'Presentation of financial statements'. The revised standard prohibits the presentation of items of income and expenses (that is 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All 'non-owner changes in equity' are required to be shown in a performance statement.

### 簡明綜合中期財務資料附註

#### 1. 一般資料

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。

本公司於香港聯合交易所有限公司上市。

除另有說明外，簡明綜合中期財務資料以千港元呈報。簡明綜合中期財務資料於2009年12月7日經董事局批准刊發。

本簡明綜合中期財務資料未經審核。

#### 2. 編製基準

本截至2009年9月30日止六個月之簡明綜合中期財務資料乃根據香港會計師公會頒佈之香港會計準則(「香港會計準則」)第34號(「中期財務報告」)編製。本簡明綜合中期財務資料須與截至2009年3月31日止年度財務報告(根據香港財務報告準則(「香港財務報告準則」)編製)一併閱讀。

#### 3. 會計政策

除下述者外，所應用之會計政策與截至2009年3月31日止年度之年度財務報表所採用者一致，如年度財務報表內所述。

中期的所得稅以適用的全年預期總收入的應計稅率計算。

下列與本集團相關的新準則及準則修訂於2009年4月1日開始的財政期內強制首次採用：

- 香港會計準則第1號(經修訂)「財務報表的呈報」。該經修訂準則禁止收支項目(即「非所有者權益變動」)於權益變動表呈列，要求「非所有者權益變動」與所有者權益變動分開呈列。所有「非所有者權益變動」須列於一份業績報表。



# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 3. ACCOUNTING POLICIES (Cont'd)

Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income).

The Group has elected to present two statements: an income statement and a statement of comprehensive income. The interim financial statements have been prepared under the revised disclosure requirements.

- Amendment to HKFRS 7, 'Financial instruments: disclosures'. The amendment increases the disclosure requirements about fair value measurement and amends the disclosure about liquidity risk. The amendment introduces a three-level hierarchy for fair value measurement disclosures about financial instruments and requires some specific quantitative disclosures for those instruments classified in the lowest level in the hierarchy. These disclosures will help to improve comparability between entities about the effects of fair value measurements. In addition, the amendment clarifies and enhances the existing requirements for the disclosure of liquidity risk primarily requiring a separate liquidity risk analysis for derivative and non-derivative financial liabilities. It also requires a maturity analysis for financial assets where the information is needed to understand the nature and context of liquidity risk. The Group will make additional relevant disclosures in its financial statements ending 31 March 2010.
- HKFRS 8, 'Operating segments'. HKFRS 8 replaces HKAS 14, 'Segment reporting'. It requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. The adoption of HKFRS 8 has not resulted in significant change in the number of reportable segments presented by the Group. The reportable segment remains the "manufacturing and trading of textile products" segment.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM has been identified as the executive directors that make strategic decisions.

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 April 2009, but currently do not impact the Group's accounting policies:

- HKAS 23 (Revised), 'Borrowing costs'
- HKAS 32 and HKAS 1 (Amendment), 'Puttable financial instruments and obligations arising on liquidation'

### 簡明綜合中期財務資料附註(續)

#### 3. 會計政策(續)

實體可選擇呈報一份業績報表(全面收益表)或兩份報表(收益表及全面收益表)。

本集團選擇呈報兩份報表：收益表及全面收益表。此中期財務報表乃按照經修訂之披露規定編製。

- 香港財務報告準則第7號之修訂「金融工具：披露」。此項修訂新增有關計量公允值之披露規定及修訂有關流動資金風險之披露事項。此項修訂就金融工具之計量公允值披露事項引入三層級系，並規定就最低層級系中之金融工具作出若干指定量化披露事項。該等披露事項將有助改善實體間有關計量公允值之影響之可比性。此外，此修訂澄清並提高披露流動資金風險之現有規定，主要要求就衍生及非衍生金融負債分別進行流動資金風險分析。其亦要求對金融資產作出到期日分析，以便獲得所需資料了解流動資金風險之性質及內容。本集團將於截至2010年3月31日止之財務報表內作出相關額外披露。
- 香港財務報告準則第8號「經營分部」。香港財務報告準則第8號取代香港會計準則第14號「分部報告」。此項新準則要求採用「管理方法」，即分部資料須按照與內部報告所採用之相同基準予以呈列。採用國際財務報告準則第8號並無導致本集團所呈報的可申報分部數目出現重大變化。可申報分部仍然為「製造及買賣紡織品」分部。

報告經營分部之基準與向首席經營決策者(「首席經營決策者」)所提供之內部報告所採用基準貫徹一致。首席經營決策者為執行董事並作出策略決定。

以下新準則、準則修訂及詮釋須於2009年4月1日開始之財政年度強制首次採納，惟現時對本集團會計政策無影響：

- 香港會計準則第23號(經修訂)「借貸成本」
- 香港會計準則第32號及香港會計準則第1號(修訂本)「可認沽金融工具及清盤引致之責任」

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 3. ACCOUNTING POLICIES (Cont'd)

- HKFRS 1 and HKAS 27 (Amendment), 'Cost of an investment in a subsidiary, jointly controlled entity or associate'
- HKFRS 2 (Amendment), 'Share-based payment vesting conditions and cancellations'
- HK(IFRIC) – Int 13, 'Customer loyalty programmes'
- HK(IFRIC) – Int 15, 'Agreements for the construction of real estate'
- HK(IFRIC) – Int 16, 'Hedges of a net investment in a foreign operation'

The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial year beginning 1 April 2009 and have not been early adopted:

- HKAS 27 (Revised), 'Consolidated and separate financial statements'
- HKAS 39 (Amendment), 'Eligible hedged items'
- HKFRS 1 (Revised), 'First-time adoption of HKFRS'
- HKFRS 3 (Revised), 'Business combinations'
- HK(IFRIC) – Int 9 and HKAS 39 (Amendment), 'Reassessment of embedded derivatives'
- HK(IFRIC) – Int 17, 'Distributions of non-cash assets to owners'
- HK(IFRIC) – Int 18, 'Transfers of assets from customers'

In addition, the HKICPA also published a number of amendments to the existing standards under its annual improvement project. The Group plans to adopt these new/ revised standards, amendments to existing standards and interpretations when they become effective.

### 簡明綜合中期財務資料附註(續)

#### 3. 會計政策(續)

- 香港財務報告準則第1號及香港會計準則第27號(修訂本)「附屬公司、共同控制實體或聯營公司之投資成本」
- 香港財務報告準則第2號(修訂本)「以股份為基礎付款之歸屬條款及取消」
- 香港(國際財務報告詮釋委員會) – 第13號「客戶忠誠計劃」
- 香港(國際財務報告詮釋委員會) – 第15號「房地產建築協議」
- 香港(國際財務報告詮釋委員會) – 第16號「海外經營淨投資套期」

以下已頒佈之新準則、準則修訂及詮釋於2009年4月1日開始之財政年度尚未生效，且並無提前採納：

- 香港會計準則第27號(經修訂)「綜合及獨立財務報表」
- 香港會計準則第39號(修訂本)「符合條件的對沖項目」
- 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」
- 香港財務報告準則第3號(經修訂)「業務合併」
- 香港(國際財務報告詮釋委員會) – 第9號及香港會計準則第39號(修訂本)「嵌入式衍生工具重新評估」
- 香港(國際財務報告詮釋委員會) – 第17號「向擁有人分派非現金資產」
- 香港(國際財務報告詮釋委員會) – 第18號「自客戶轉讓資產」

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。本集團計劃於新/經修訂準則、現行準則修訂及詮釋生效時採用。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 4. SEGMENT INFORMATION

The CODM has been identified collectively as the executive directors of the Company. The executive directors review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The executive directors review the performance of the Group mainly from textiles manufacturing segment by geographic perspective. The operating segment represents manufacturing of textile products in China, Sri Lanka, the associate in China and the jointly controlled entities in Bangladesh. As each of the operations of Sri Lanka, the associate and the jointly controlled entities is less than 10% of the Group's revenue, profit and assets, their segment results are not separately reported. Moreover, all of the Group's business operations relate to the manufacturing and trading of textiles products, and therefore are aggregately reported. The CODM also reviews the resources allocation and perform performance assessment based on the entity-wide financial information disclosed below.

Set out below is a summary of key performance indicators reviewed by the CODM on a regular basis:

### 簡明綜合中期財務資料附註(續)

#### 4. 分部資料

首席經營決策者已獲識別為本公司執行董事。執行董事審閱本集團之內部呈報，以評估表現並分配資源。首席經營決策者已根據此等報告釐定經營分部。

執行董事從地區角度來審閱本集團之表現主要來自紡織製造部分。經營分部代表於中國、斯里蘭卡、中國的聯營公司及孟加拉共同控制實體製造紡織產品。由於斯里蘭卡之業務、聯營公司及共同控制實體分別佔本集團的收入、利潤和資產少於10%，故該分部業績是不會單獨報告。再者，由於本集團之主要業務為製造及買賣紡織品，因此而總計報告。首席經營決策者亦基於下文所披露實體性的財務資料，審閱資源分配和進行表現評估。

首席經營決策者定期審閱關鍵表現指標之摘要載列如下：

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	3,032,856	2,551,607
Gross profit	毛利	616,335	338,473
Gross profit margin (%)	毛利率(%)	20.3%	13.3%
EBITDA	利息、稅項、折舊及攤銷前溢利	623,057	336,115
EBITDA margin (%)	利息、稅項、折舊及攤銷前溢利率(%)	20.5%	13.2%
Operating expenses	經營開支	170,383	168,654
Operating expenses/Revenue (%)	經營開支/收入(%)	5.6%	6.6%
Profit attributable to equity holders of the Company	本公司股東應佔溢利	388,503	181,799
Net profit margin (%)	純利率(%)	12.8%	7.1%

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

### 簡明綜合中期財務資料附註(續)

#### 4. SEGMENT INFORMATION (Cont'd)

#### 4. 分部資料(續)

		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 於 31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Total assets	資產總額	4,674,221	4,385,530
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	3,334,462	3,110,966
Inventories	存貨	848,048	761,640
Inventory days	存貨日數	61	79
Trade and bills receivables	應收賬款及票據	961,492	600,116
Trade and bills receivables days	應收賬款及票據日數	47	47
Trade and bills payables	應付賬款及票據	811,917	551,432
Trade and bills payables days	應付賬款及票據日數	51	52

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

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：

		Six months ended 30 September 截至9月30日止六個月 2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
China	中國	963,993	672,662
South East Asia	東南亞	590,042	530,091
Hong Kong	香港	638,765	490,492
Sri Lanka	斯里蘭卡	559,444	446,716
Others	其他	280,612	411,646
		3,032,856	2,551,607

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 4. SEGMENT INFORMATION (Cont'd)

The Group's non-current assets (other than financial instruments and deferred tax assets) are located in the following geographical areas:

		As at	
		30 September 2009	31 March 2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
China	中國	1,243,478	1,266,984
Hong Kong	香港	44,418	43,062
Sri Lanka	斯里蘭卡	229,413	240,147
Others	其他	71,317	20,272
		<b>1,588,626</b>	<b>1,570,465</b>

#### 5. OTHER REVENUE AND OTHER (LOSSES) / GAINS – NET

		Six months ended	
		30 September	
		截至9月30日止六個月	
		2009	2008
		2009年	2008年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other revenue:	其他收入：		
Sub-contracting income	分包收入	6,046	7,294
Sale of residual materials	出售剩餘物料	11,669	14,630
Sundry income	雜項收入	10,704	9,457
		<b>28,419</b>	<b>31,381</b>
Other (losses) / gains – net:	其他（虧損）／收益－淨：		
Derivative financial instruments	衍生金融工具		
– foreign exchange forward contracts	– 外匯遠期合約	3,025	(5,680)
Net foreign exchange (losses) / gains	外匯（虧損）／收益淨值	(4,256)	6,225
		<b>(1,231)</b>	<b>545</b>

### 簡明綜合中期財務資料附註（續）

#### 4. 分部資料（續）

本集團按地區劃分之非流動資產（金融工具與遞延稅項資產除外）如下：

#### 5. 其他收入及其他（虧損）／收益－淨

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 6. OPERATING PROFIT

The following items have been charged/(credited) to the operating profit during the period:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	149,621	133,457
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	386	386
Impairment loss on trade receivables	應收賬款減值虧損	6,959	615
Share-based compensation expenses	股份酬金支出	4,634	4,282
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(776)	(277)
Provision for / (reversal of) slow-moving and obsolete inventories	滯銷及陳舊存貨(撥回)/撥備	2,334	(10,602)

#### 7. INCOME TAX EXPENSE

Hong Kong profit tax has been provided at the rate of 16.5% (2008:16.5%) on the estimated assessable profits.

The subsidiary established and operated in China is subject to corporate income tax at the rate of 25% (2008:25%) on the estimated assessable profits. 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.

### 簡明綜合中期財務資料附註(續)

#### 6. 經營溢利

期內，經營溢利已扣除/(計入)下列各項：

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	149,621	133,457
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	386	386
Impairment loss on trade receivables	應收賬款減值虧損	6,959	615
Share-based compensation expenses	股份酬金支出	4,634	4,282
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(776)	(277)
Provision for / (reversal of) slow-moving and obsolete inventories	滯銷及陳舊存貨(撥回)/撥備	2,334	(10,602)

#### 7. 所得稅開支

香港利得稅乃就有關估計應課稅溢利按16.5%(2008年:16.5%)作出撥備。

於中國成立及經營之附屬公司之估計應課稅溢利按25%(2008年:25%)的稅率繳納企業所得稅。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。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 7. INCOME TAX EXPENSE (Cont'd)

The amount of taxation charged to the condensed consolidated income statement represents:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	47,440	15,779
– Mainland China income tax (Note)	– 中國內地所得稅 (附註)	25,702	2,485
Deferred income tax	遞延所得稅	3,868	3,409
		<b>77,010</b>	<b>21,673</b>
Weighted average domestic applicable tax rate	加權平均地方適用稅率	<b>14.5%</b>	9.7%

Note:

Included in the Mainland China income tax was a tax refund of approximately HK\$1,937,000 (2008: HK\$16,111,000) received in accordance with applicable tax regulations as a result of additional capital injections made in prior years to the subsidiary in Mainland China.

#### 8. DIVIDENDS

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Interim dividend of HK 13 cents (2008: HK 3 cents)	中期股息每股港幣 13 仙 (2008 年：港幣 3 仙)	<b>186,282</b>	42,988

The Board has declared an interim dividend of HK 13 cents per share (2008: HK 3 cents) for the six months ended 30 September 2009. The interim dividend will be paid on or around 8 January 2010 to shareholders whose names appear on the Register of Members at the close of business on 24 December 2009. This interim dividend, amounting to HK\$186,282,000 (2008: HK\$42,988,000), has not been recognised as liability in this interim financial information. It will be recognised in shareholders' equity in the year ending 31 March 2010.

### 簡明綜合中期財務資料附註 (續)

#### 7. 所得稅開支 (續)

於簡明綜合收益表扣除之稅項金額為：

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	47,440	15,779
– Mainland China income tax (Note)	– 中國內地所得稅 (附註)	25,702	2,485
Deferred income tax	遞延所得稅	3,868	3,409
		<b>77,010</b>	<b>21,673</b>
Weighted average domestic applicable tax rate	加權平均地方適用稅率	<b>14.5%</b>	9.7%

附註：

按照適用的稅務條例，由於前幾年額外注資中國內地的附屬公司而獲得退稅款項約為1,937,000港元 (2008年：16,111,000港元) 包含在中國內地所得稅內。

#### 8. 股息

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Interim dividend of HK 13 cents (2008: HK 3 cents)	中期股息每股港幣 13 仙 (2008 年：港幣 3 仙)	<b>186,282</b>	42,988

董事局已宣派截至2009年9月30日止之中期股息，每股港幣13仙 (2008年：港幣3仙)。此中期股息將於2010年1月8日前後派付給於2009年12月24日辦公時間結束前名字已登記於股東名冊內之股東。此中期股息總計為186,282,000港元 (2008年：42,988,000港元) 並未在此中期財務資料之負債中反映，並將於截至2010年3月31日止年度之股東權益內確認。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 8. DIVIDENDS (Cont'd)

On 17 July 2009, the Board declared a final dividend of HK 12 cents per share (2008: HK 7.5 cents), totaling HK\$171,952,000 (2008: HK\$107,470,000) for the year ended 31 March 2009. That amount was paid on 11 September 2009.

#### 9. EARNINGS PER SHARE

##### (a) Basic

Basic earnings per share is calculated by dividing the Group's profit attributable to equity holders of the Company by the weighted average number of shares in issue during the period under review.

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	388,503	181,799
Weighted average number of shares in issue (thousands)	已發行股份加權平均數 (千股)	1,432,936	1,432,936
Basic earnings per share (HK\$ per share)	每股基本盈利 (每股港元)	0.27	0.13

##### (b) Diluted

There was no dilutive effect on earnings per share since all outstanding share options were anti-dilutive. The diluted earning per share is therefore the same as basic earnings per share. As at 30 September 2009, outstanding options that could potentially dilute earnings per share amounted to 19,860,000 shares (2008: 21,330,000 shares).

### 簡明綜合中期財務資料附註 (續)

#### 8. 股息 (續)

於2009年7月17日，董事局已宣派截至2009年3月31日止年度之末期股息每股港幣12仙(2008年：港幣7.5仙)，總計171,952,000港元(2008年：107,470,000港元)。該等股息已於2009年9月11日派付。

#### 9. 每股盈利

##### (a) 基本

每股基本盈利按本公司權益持有人應佔本集團溢利除本回顧期間內已發行股份加權平均數計算。

##### (b) 攤薄

因全部尚未行使購股權具有反攤薄影響，故每股盈利並未受攤薄影響，攤薄每股盈利與基本每股盈利等同。於2009年9月30日，具有潛在攤薄每股盈利的尚未行使購股權為19,860,000股(2008年：21,330,000股)。



# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 10. 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 values are analysed as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening balances at 1 April	於4月1日初結餘	27,931	28,336
Amortisation	攤銷	(386)	(386)
Currency translation differences	外幣換算差額	20	390
Closing balance at 30 September	於9月30日終結餘	27,565	28,340
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 於 31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
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	3,646	3,694
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	17,201	17,409
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	6,718	6,828
		27,565	27,931

### 簡明綜合中期財務資料附註(續)

#### 10. 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：

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 11. PROPERTY, PLANT AND EQUIPMENT

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening net book amount at 1 April	於4月1日賬面淨值	1,499,192	1,522,587
Currency translation differences	外幣換算差額	1,419	28,267
Additions	添置	117,546	110,842
Disposals	出售	(2,675)	(218)
Depreciation	折舊	(149,621)	(133,457)
Closing net book amount at 30 September	於9月30日止賬面淨值	1,465,861	1,528,021

The carrying amount of property, plant and equipment pledged to secure bank facilities of the Group amounted to approximately HK\$91,929,000 (31 March 2009: HK\$92,913,000).

#### 12. INTERESTS IN JOINTLY CONTROLLED ENTITIES

The movement of the share of net assets of jointly controlled entities is as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening balance at 1 April	於4月1日初結餘	20,141	—
Capital injection	注資	54,152	—
Share of loss	分佔虧損	(3,131)	—
Closing balance at 30 September	於9月30日終結餘	71,162	—

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.

### 簡明綜合中期財務資料附註(續)

#### 11. 物業、廠房及設備

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening net book amount at 1 April	於4月1日賬面淨值	1,499,192	1,522,587
Currency translation differences	外幣換算差額	1,419	28,267
Additions	添置	117,546	110,842
Disposals	出售	(2,675)	(218)
Depreciation	折舊	(149,621)	(133,457)
Closing net book amount at 30 September	於9月30日止賬面淨值	1,465,861	1,528,021

本集團已抵押予銀行以獲取銀行融資之物業、廠房及設備的賬面值約為91,929,000港元(2009年3月31日: 92,913,000港元)。

#### 12. 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:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening balance at 1 April	於4月1日初結餘	20,141	—
Capital injection	注資	54,152	—
Share of loss	分佔虧損	(3,131)	—
Closing balance at 30 September	於9月30日終結餘	71,162	—

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。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 13. STRUCTURED DEPOSITS AND BOND

As at 30 September 2009, the balances represent structured deposits of HK\$78 million and a bond of HK\$39 million. These structured deposits and bond are not quoted in active markets and are initially recognized at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method.

These structured deposits and bond are issued by various banks ("issuer") and are not insured or guaranteed by any governmental agency or deposit protection schemes. Therefore, the Group is exposed to the general credit risk of the issuer.

These investments are principal protected by the issuer, interest bearing at rates ranging from 3-month USD London Interbank Offered Rate ("LIBOR") to 3-month USD LIBOR + 1.5% and have maturity dates in 2011.

#### 14. TRADE AND BILLS RECEIVABLES

		As at 於	
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables (Note)	應收賬款 (附註)	772,472	480,956
Bills receivables	應收票據	210,812	134,046
		<b>983,284</b>	615,002
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	(21,792)	(14,886)
		<b>961,492</b>	600,116

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

Note:

As at 30 September 2009, HK\$15,617,000 (31 March 2009: HK\$30,977,000) of the total trade receivables balance is due from related parties (Note 20(e)).

### 簡明綜合中期財務資料附註 (續)

#### 13. 結構性存款及債券

於2009年9月30日，結構性存款的結餘金額為78百萬港元，而債券的結餘金額為39百萬港元。這些結構性存款和債券沒有在活躍市場上報價，並首先按公平值加上交易成本確認其價值，其後用實際利息法按攤銷成本列賬。

這些結構性存款和債券由不同的銀行（「發行人」）發行，並且沒有受任何政府機構或存款保障計劃保障或擔保。因此，本集團面臨發行人的一般信貸風險。

此項投資的本金受發行人保障，計息率範圍介乎3個月美元倫敦銀行同業拆息（「倫敦銀行同業拆息」）至3個月美元倫敦銀行同業拆息加1.5%，並於2011年到期。

#### 14. 應收賬款及票據

應收賬款及票據之賬面值與公平值相若。

附註：

於2009年9月30日，應收有關連人士賬款結餘總額為15,617,000港元（2009年3月31日：30,977,000港元），（附註20(e)）。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 14. TRADE AND BILLS RECEIVABLES (Cont'd)

The 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:

		As at	
		30 September	31 March
		2009	2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0 – 60 days	0 - 60 天	841,993	510,147
61 – 120 days	61 - 120 天	124,433	91,444
Over 120 days	超過 120 天	16,858	13,411
		<b>983,284</b>	<b>615,002</b>

#### 15. SHARE CAPITAL AND SHARE PREMIUM

##### Share capital

		As at	
		30 September	31 March
		2009	2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Authorised: 5,000,000,000 shares of HK\$0.001 each	法定： 5,000,000,000 股每股面值 0.001 港元之 股份	5,000	5,000
Issued and fully paid: 1,432,936,000 shares of HK\$0.001 each	已發行及繳足： 1,432,936,000 股每股面值 0.001 港元之 股份	1,433	1,433

##### Share premium

In accordance with the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium 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 and when they fall due in the ordinary course of business.

### 簡明綜合中期財務資料附註(續)

#### 14. 應收賬款及票據(續)

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：

#### 15. 股本與股本溢價

##### 股本

		As at	
		30 September	31 March
		2009	2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Authorised: 5,000,000,000 shares of HK\$0.001 each	法定： 5,000,000,000 股每股面值 0.001 港元之 股份	5,000	5,000
Issued and fully paid: 1,432,936,000 shares of HK\$0.001 each	已發行及繳足： 1,432,936,000 股每股面值 0.001 港元之 股份	1,433	1,433

##### 股本溢價

根據開曼群島公司法第22章(1961年第3法例，經合併及修訂)，股份溢價可供分派予本公司股東，惟本公司於緊隨建議派發股息當日後，須有能力償還日常業務中到期的債項。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

### 簡明綜合中期財務資料附註(續)

#### 16. RESERVES

#### 16. 儲備

		Capital reserve 資本儲備 (Note (i)) HK\$'000 千港元 (Unaudited) (未經審核)	Legal reserve 合法儲備 (Note (ii)) HK\$'000 千港元 (Unaudited) (未經審核)	Statutory reserve 法定儲備 (Note (iii)) HK\$'000 千港元 (Unaudited) (未經審核)	Foreign currency translation reserve 外幣換算儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Share-based reserve 以股份為基準儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Other reserve 其他儲備 (Note (iv)) HK\$'000 千港元 (Unaudited) (未經審核)	Retained earnings 保留溢利 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>At 1 April 2008</b>	<b>於 2008 年 4 月 1 日</b>	1,000	500	55,305	165,262	6,533	(3,559)	818,758	1,043,799
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	—	—	—	—	—	—	181,799	181,799
Other comprehensive income: Currency translation differences	其他全面收入 外幣換算差額	—	—	—	36,918	—	—	—	36,918
<b>Total comprehensive income for the period ended 30 September 2008</b>	<b>期內截至 2009 年 9 月 30 日其他全面收入總值</b>	—	—	—	36,918	—	—	181,799	218,717
Share-based compensation expenses	股份酬金支出	—	—	—	—	4,282	—	—	4,282
<b>At 30 September 2008</b>	<b>於 2008 年 9 月 30 日</b>	1,000	500	55,305	202,180	10,815	(3,559)	1,000,557	1,266,798
<b>At 1 April 2009</b>	<b>於 2009 年 4 月 1 日</b>	1,000	500	55,305	201,515	15,424	(3,559)	1,152,285	1,422,470
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	—	—	—	—	—	—	388,503	388,503
Other comprehensive income: Currency translation differences	其他全面收入 外幣換算差額	—	—	—	2,311	—	—	—	2,311
<b>Total comprehensive income for the period ended 30 September 2009</b>	<b>期內截至 2009 年 9 月 30 日其他全面收入總值</b>	—	—	—	2,311	—	—	388,503	390,814
Share-based compensation expenses	股份酬金支出	—	—	—	—	4,634	—	—	4,634
Dividends	股息	—	—	—	—	—	—	(171,952)	(171,952)
		—	—	—	—	4,634	—	(171,952)	(167,318)
<b>At 30 September 2009</b>	<b>於 2009 年 9 月 30 日</b>	1,000	500	55,305	203,826	20,058	(3,559)	1,368,836	1,645,966

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.

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%。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 16. RESERVES (Cont'd)

Notes: (Cont'd)

- (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.

#### 17. BORROWINGS

##### Bank and other borrowings

		As at	
		30 September	31 March
		2009	2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Non-current	非即期		
Long-term bank loans – secured	長期銀行貸款－有抵押	1,559	1,828
Long-term bank loans – unsecured	長期銀行貸款－無抵押	—	59,320
Loan from a minority shareholder (Note)	一名少數股東提供貸款 (附註)	—	59,229
		1,559	120,377
Current	即期		
Current portion of long-term bank loans – secured	長期銀行貸款即期部分－有抵押	5,694	10,628
Current portion of long-term bank loans – unsecured	長期銀行貸款即期部分－無抵押	—	215,190
Loan from a minority shareholder (Note)	一名少數股東提供貸款 (附註)	57,668	—
Trust receipts loans – secured	信託收據貸款－有抵押	40,543	45,435
Bank overdrafts	銀行透支	8,545	13,005
		112,450	284,258
Total borrowings	借貸總額	114,009	404,635

Note:

The loan from a minority shareholder is unsecured, interest-free and repayable on demand.

As at 30 September 2009, the Group has undrawn bank loan facilities amounting to HK\$1,568,622,000 (31 March 2009: HK\$1,548,948,000).

### 簡明綜合中期財務資料附註 (續)

#### 16. 儲備 (續)

附註：(續)

- (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。

#### 17. 借貸

##### 銀行及其他借貸

		As at	
		30 September	31 March
		2009	2009
		2009年	2009年
		9月30日	3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Non-current	非即期		
Long-term bank loans – secured	長期銀行貸款－有抵押	1,559	1,828
Long-term bank loans – unsecured	長期銀行貸款－無抵押	—	59,320
Loan from a minority shareholder (Note)	一名少數股東提供貸款 (附註)	—	59,229
		1,559	120,377
Current	即期		
Current portion of long-term bank loans – secured	長期銀行貸款即期部分－有抵押	5,694	10,628
Current portion of long-term bank loans – unsecured	長期銀行貸款即期部分－無抵押	—	215,190
Loan from a minority shareholder (Note)	一名少數股東提供貸款 (附註)	57,668	—
Trust receipts loans – secured	信託收據貸款－有抵押	40,543	45,435
Bank overdrafts	銀行透支	8,545	13,005
		112,450	284,258
Total borrowings	借貸總額	114,009	404,635

附註：

一名少數股東提供貸款為無抵押、免息及於要求時還款。

於2009年9月30日，本集團未提取銀行貸款額度總額為1,568,622,000港元(2009年3月31日：1,548,948,000港元)。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 17. BORROWINGS (Cont'd)

Movements in borrowings are analyzed as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening amount at 1 April	於4月1日期初結餘	404,635	668,709
New borrowings	新造借貸	—	71,556
Repayment of borrowings	償還借貸	(290,626)	(231,154)
Closing amount at 30 September	於9月30日期終結餘	114,009	509,111

Interest expense on borrowings and loans for the six months ended 30 September 2009 amounted to HK\$1,870,000 (2008: HK\$7,255,000).

### 簡明綜合中期財務資料附註(續)

#### 17. 借貸(續)

借貸之變動分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Opening amount at 1 April	於4月1日期初結餘	404,635	668,709
New borrowings	新造借貸	—	71,556
Repayment of borrowings	償還借貸	(290,626)	(231,154)
Closing amount at 30 September	於9月30日期終結餘	114,009	509,111

截至2009年9月30日止六個月之借貸與貸款利息開支為1,870,000港元(2008年：7,255,000港元)。

#### 18. TRADE AND BILLS PAYABLES

The credit periods granted by the creditors generally range from 30 to 60 days.

The ageing analysis of the trade and bills payables was as follows:

		As at 於	
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 60 days	0 – 60天	500,367	453,747
61 – 120 days	61 – 120天	296,825	89,916
Over 120 days	超過120天	14,725	7,769
		811,917	551,432

The carrying amounts of trade and bills payables approximate their fair value.

As at 30 September 2009, nil (31 March 2009: HK\$281,000) of the total balance is due to related parties (Note 20(e)).

#### 18. 應付賬款及票據

貸款方給予之信貸期一般介乎30至60天。

應付賬款及票據之賬齡分析如下：

		As at 於	
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 60 days	0 – 60天	500,367	453,747
61 – 120 days	61 – 120天	296,825	89,916
Over 120 days	超過120天	14,725	7,769
		811,917	551,432

應付賬款及票據之賬面值與其公平值相若。

於2009年9月30日，並無應付有關連人士賬款結餘總額(2009年3月31日：281,000港元)，(附註20(e))。

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 19. CAPITAL COMMITMENTS

Capital expenditure at the balance sheet date committed but not yet incurred is as follows:

		As at 於	
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment contracted but not provided for	已訂約但未撥備之物業、 廠房及設備	62,325	97,396

As at 30 September 2009, the Group has authorised the injection of capital into a company to be established in Mainland China with an independent third party totalling approximately HK\$24,843,000 (RMB21,880,000) (31 March 2009: RMB21,880,000). This company will be principally engaged in selling surplus steam generated by the Group to the potential users in the vicinity.

As at 30 September 2009, the Group did not have any significant share of capital commitments of its associates and jointly controlled entities (31 March 2009: Nil).

As at 30 September 2009, the Group had total financial commitments in respect of equity capital and shareholders' loans to be injected into jointly controlled entities of HK\$189,846,000 (31 March 2009: HK\$243,999,000).

#### 20. 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.

### 簡明綜合中期財務資料附註(續)

#### 19. 資本承擔

於結算日承擔尚未產生之資本開支如下：

	As at 於	
	30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment contracted but not provided for	62,325	97,396

於2009年9月30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24,843,000港元（21,880,000人民幣）（2009年3月31日：21,880,000人民幣）。該公司將主要從事銷售以提供本集團所產生之剩餘蒸氣予鄰近潛在使用者。

於2009年9月30日，本集團聯營公司與共同控制實體並無重大資本承擔（2009年3月31日：無）。

於2009年9月30日，本集團共同控制實體之財務承擔總額為189,846,000港元，以股本權益與股東貸款來注資共同控制實體（2009年3月31日：243,999,000港元）。

#### 20. 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。



# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 20. RELATED PARTY TRANSACTIONS (Cont'd)

The following transactions were carried out with related parties:

(a) Sale of goods

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	150,740	136,071
A related party (Note (ii))	一名有關連人士 (附註(ii))	1,905	3,645
		<b>152,645</b>	<b>139,716</b>

Goods are sold at prices mutually agreed by both parties.

貨品乃按雙方協定之價格銷售。

(b) Management charges

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	140	—

(c) Sub-contracting charges

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	10,857	1,733

### 簡明綜合中期財務資料附註(續)

#### 20. 有關連人士交易(續)

與有關連人士進行之交易如下：

(a) 銷售貨品

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	150,740	136,071
A related party (Note (ii))	一名有關連人士 (附註(ii))	1,905	3,645
		<b>152,645</b>	<b>139,716</b>

貨品乃按雙方協定之價格銷售。

(b) 管理費用

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	140	—

(c) 分包費用

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
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))	10,857	1,733

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 20. RELATED PARTY TRANSACTIONS (Cont'd)

##### (d) Rental income

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
An associate	聯營公司	3,193	1,869

##### (e) Period-end balances (included in trade receivables and trade payables) arising from sales of goods, sub-contracting and management charges:

### 簡明綜合中期財務資料附註(續)

#### 20. 有關連人士交易(續)

##### (d) 租金收入

##### (e) 因銷售貨品、分包及管理費用產生之期末日結餘(列入應收賬款及應付賬款):

		As at 於	
		30 September 2009 2009年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2009 2009年 3月31日 HK\$'000 千港元 (Audited) (經審核)
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))	15,219	28,924
A related party (Note (ii))	一名有關連人士(附註(ii))	398	2,053
		15,617	30,977
Payables to related parties	應付有關連人士款項		
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))	—	281

# Financial Information

## 財務資料

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (Cont'd)

#### 20. RELATED PARTY TRANSACTIONS (Cont'd)

##### (f) Key management compensation

		Six months ended 30 September 截至9月30日止六個月	
		2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 2008年 HK\$'000 千港元 (Unaudited) (未經審核)
Wages, salaries, bonus and allowance	工資、薪金、花紅及津貼	18,818	14,547
Retirement benefits – defined contribution schemes	退休福利 – 定額供款計劃	30	28
Share-based compensation expenses	股份酬金支出	127	—
		<b>18,975</b>	<b>14,575</b>

Notes:

- (i) Brandix Lanka Limited is a minority interest shareholder, with 40% equity interest, of Textured Jersey Lanka (Private) Limited. Its related parties 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, are related parties of the Company.

附註：

- (i) Brandix Lanka Limited為Textured Jersey Lanka (Private) Limited之少數股東，擁有其40%股本權益。其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。

## Supplemental Information 補充資料

### INTERIM DIVIDEND

The Board has declared an interim dividend of HK 13 cents (2008: HK 3 cents) per share for the six months ended 30 September 2009. The interim dividend will be paid on or around 8 January 2010 to shareholders whose names appear on the Register of Members at the close of business on 24 December 2009.

### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 22 December 2009 to 24 December 2009 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the interim 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 21 December 2009. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 September 2009, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, they have all complied with the required standard set out in the Model Code, throughout the period for the six months ended 30 September 2009.

### CORPORATE GOVERNANCE

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has been in compliance with the applicable code provisions set out in the CG Code contained in Appendix 14 of the Listing Rules throughout the six month period ended 30 September 2009.

### CHANGES OF DIRECTORS' INFORMATION

The changes in the information of Directors, which are required to be disclosed pursuant to Rule 13.51B of the Listing Rules, are as follows:

Mr. Lam Hing Chau Leon was appointed as an executive Director of the Company on 21 September 2009.

Save as disclosed above, there is not other information required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

### 中期股息

董事局宣佈派發截至2009年9月30日止六個月之中期股息，每股港幣13仙（2008年：港幣3仙）。中期股息將於2010年1月8日前後派發予2009年12月24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12月22日至2009年12月24日（首尾兩天包括在內），暫停辦理股份過戶登記手續。為符合獲派中期股息資格，股東須於2009年12月21日下午4時30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。

### 購買、出售或贖回本公司之上市證券

於2009年9月30日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

### 董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則，作為本公司董事進行本公司證券交易之守則。按本公司向各董事之查詢，各董事已於2009年9月30日止六個月期間均遵守標準守則之規定。

### 企業管治

董事局已檢討本公司的公司管治常規，並確信本公司在截至2009年9月30日止六個月內已符合上市規則附錄14所載之企業管治守則之載列的守則條文。

### 董事資料之變更

根據上市規則第13.51B條規定，董事資料之變更披露如下：

林興就先生於2009年9月21日獲委任為本公司執行董事。

除上文披露者外，概無其他資料須根據上市規則第13.51B條規定而須予披露。

# Supplemental Information

## 補充資料

### SHARE OPTION SCHEME

Pursuant to the written resolution of shareholders of the Company passed on 27 April 2007, the Company adopted the Share Option Scheme subject to the terms and conditions therein. The summary of the Share Option Scheme is set out in the Annual Report of the Company for the year ended 31 March 2009. The options 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.

As at 30 September 2009, options to subscribe for an aggregate of 19,860,000 shares of the Company granted to eligible full-time employees pursuant to the terms of the Share Option Scheme remained outstanding, details of which were as follows:

Grantee 承授人	Date of Grant 授出日期	Exercise Price 行使價 HK\$ 港元	Exercisable Period 行使期	Number of share options 購股權數目					
				As at 01/04/2009 於2009年 4月1日	Changes during the period 期內變動				As at 30/09/2009 於2009年 9月30日
				Granted 授出	Exercised 行使	Lapsed 失效	Cancelled 註銷		
<b>Executive Director</b> <b>執行董事</b>									
Lam Hing Chau Leon (Note) 林興就(附註)	18/07/2007	5.04	18/07/2010- 17/07/2017	600,000	—	—	—	—	600,000
<b>Eligible Employees</b> <b>合資格僱員</b>	18/07/2007	5.04	18/07/2010- 17/07/2017	20,190,000	—	—	930,000	—	19,260,000
				20,790,000	—	—	930,000	—	19,860,000

Note: Mr. Lam Hing Chau Leon was appointed as an executive director of the Company on 21 September 2009.

The fair value of options granted is approximately at an average of HK\$1.222 per share on the basis of binominal 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 six months ended 30 September 2009 amounting to approximately HK\$4.6 million (2008: HK\$4.3 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.

Save as disclosed above, 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

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所訂定之條款及條件。購股權計劃概要列載於截至2009年3月31日止年度之年報內。該等購股權於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。

於2009年9月30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19,860,000股本公司股份之購股權尚未行使，有關詳情如下：

附註：林興就先生於2009年9月21日獲委任為本公司執行董事。

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9月30日止六個月，購股權之經攤銷公平值總計約4.6百萬港元（2008年：4.3百萬港元）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。

除上述者外，自採用購股權計劃，本公司董事、最高行政人員或主要股東或彼等個別的聯營人士概無根據購股權計劃獲授購股權。

## Supplemental Information

### 補充資料

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 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9月30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 董事/ 行政總裁名稱	Note 附註	Personal interests 個人權益	Family interests 家屬權益	Corporate interests 法團權益	Trust interests 信託權益	Total 總數	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
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	401,000,000	—	402,800,000	28.11%
Lam Hing Chau Leon 林興就	3	100,000	—	—	—	100,000	0.01%
Lam King Man 林景文	4	475,000	—	30,000,000	—	30,475,000	2.13%
Lam Wing Tak 林榮德	5	8,234,000	547,000	100,000,000	—	108,781,000	7.59%
Lau Yiu Tong 劉耀棠		51,766,000	—	—	—	51,766,000	3.61%
Tsang Kang Po 曾鏡波	6	1,676,000	500,000	100,000,000	—	102,176,000	7.13%
Wan Wai Loi 尹惠來	7	6,891,000	820,000	101,304,000	—	109,015,000	7.61%

## Supplemental Information

### 補充資料

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

##### Long positions in Shares (Cont'd)

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 Mr. Lam Hing Chau Leon, who was appointed as an executive Director of the Company on 21 September 2009.
4. 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.
5. 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.
6. 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.
7. 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 30 September 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.

#### 董事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：

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，而葉炳樑先生全數擁有 Far East Asia Limited 之已發行股本。
3. 該等本公司股份由林興就先生直接持有，而林興就先生於2009年9月21日獲委任為本公司執行董事。
4. 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。
5. 該等本公司股份由 Fifth Element Enterprises Limited 直接持有，而林樂德先生及其配偶分別擁有 Fifth Element Enterprises Limited 之75%及25%已發行股本。
6. 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。
7. 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9月30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。

## Supplemental Information

### 補充資料

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

##### Long positions in Shares (Cont'd)

At no time during the period under review 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.

#### 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 30 September 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 主要股東名稱	Note 附註	Nature of interest 權益性質	Number of issued Shares 本公司 股份數目	Aggregate long position 好倉總數	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
Chiu Bo Lan 趙寶蘭	1	Beneficial owner 實益擁有人	820,000	109,015,000	7.61%
		Interest of a controlled corporation 於共同控制實體之權益	101,304,000		
	2	Interest of spouse 配偶之權益	6,891,000		
Hollywood Pacific Limited	1	Beneficial owner 實益擁有人	101,304,000	101,304,000	7.07%
Lam Wai Yee 林慧儀	3	Beneficial owner 實益擁有人	1,800,000	402,800,000	28.11%
		Interest of spouse 配偶之權益	401,000,000		

#### 董事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)

於回顧期內任何時間，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。

#### 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9月30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



# Supplemental Information

## 補充資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

### 主要股東於本公司股份和相關股份 之權益及淡倉(續)

Long positions in Shares (Cont'd)

本公司股份之好倉(續)

Name of substantial shareholder 主要股東名稱	Note 附註	Nature of interest 權益性質	Number of issued Shares 本公司 股份數目	Aggregate long position 好倉總數	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
Far East Asia Limited	4	Beneficial owner 實益擁有人	401,000,000	401,000,000	27.98%
Wong Bik Ha 黃碧霞		Beneficial owner 實益擁有人	547,000	108,781,000	7.59%
	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	8,234,000		
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%
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		Beneficial owner 實益擁有人	500,000	102,176,000	7.13%
	9	Interest of a controlled corporation 於共同控制實體之權益	100,000,000		
	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%

# Supplemental Information

## 補充資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

Long positions in Shares (Cont'd)

### 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 主要股東名稱	Note 附註	Nature of interest 權益性質	Number of issued Shares 本公司 股份數目	Aggregate long position 好倉總數	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
Capital 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%
	11	Investment manager 投資經理			
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:

附註:

- 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.
  - Ms. Wong Bik Ha is the spouse of Mr. Lam Wing Tak, a Director.
  - Ms. Law Oi Mui is the spouse of Mr. Choi Kin Chung, a Director.
  - 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.
  - 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.
- 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燦先生之配偶。
  - Far East Asia Limited由董事葉炳燦先生全資擁有。
  - 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。
  - 黃碧霞女士為董事林榮德先生之配偶。
  - 羅愛梅女士為董事蔡建中先生之配偶。
  - 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。
  - 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。

## Supplemental Information

### 補充資料

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

##### Long positions in Shares (Cont'd)

Notes: (Cont'd)

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.

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

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

Note:

- I. 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.

Save as disclosed above, so far as is known to any Director or chief executive of the Company, as at 30 September 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.

#### AUDIT COMMITTEE

An audit committee has been established by the Company to review and to approve the Group's financial reporting process and internal control system. The audit committee has reviewed the unaudited condensed consolidated financial information of the Group for the six months ended 30 September 2009 in conjunction with the external auditor and the management of the Company.

#### 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)

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。

##### 於本集團任何其他成員公司之股份及相關股份之好倉

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。

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9月30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。

#### 審核委員會

本公司已成立審核委員會，以審閱及批准本集團之財務申報過程以及內部監控制度。審核委員會連同本公司外部核數師與管理層審閱本集團截至2009年9月30日止六個月之未經審核簡明綜合財務資料。

## Supplemental Information 補充資料

### AUDIT COMMITTEE (Cont'd)

The interim financial information have been reviewed by the external auditor of the Company in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

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

### REMUNERATION COMMITTEE

A remuneration committee has been established by the Company to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Group with reference to the nature of their work, complexity of the responsibilities and performance.

The members of the remuneration committee are Mr. Chan Yue Kwong, Michael; Mr. Sze Kwok Wing, Nigel and Mr. Ng Ching Wah (who are INED) 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.

### NOMINATION COMMITTEE

A nomination committee has been established by the Company to make recommendations to the Board on the appointment of Directors and the management of the Board succession. The Nomination Committee made recommendation on the appointment of Mr. Lam Hing Chau Leon as executive Director.

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

### APPRECIATION

The Board would like to express our sincere appreciation of the support from our customers, suppliers and shareholders, and thanks the management and all our staff for their hard work and dedication.

On behalf of the Board

**Wan Wai Loi**  
CHAIRMAN

Hong Kong, 7 December 2009

### 審核委員會 (續)

此中期財務資料已由本公司外部核數師根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

審核委員會之成員為獨立非執行董事施國榮先生、伍清華先生及陳裕光先生。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。

### 薪酬委員會

本公司已成立薪酬委員會，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。

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

### 提名委員會

本公司已成立提名委員會，就委任董事及董事局繼任之管理向董事局提供建議。提名委員會就委任林興就先生為執行董事之事宜提出建議。

提名委員會之成員為獨立非執行董事伍清華先生、陳裕光先生及施國榮先生及執行董事林榮德先生及曾鏡波先生。伍清華先生為提名委員會主席。

### 致謝

董事局謹此衷心感謝我們的客戶、供應商與股東之支持，亦向管理層和全體員工辛勤工作與貢獻致以謝意。

承董事局命

**主席**  
**尹惠來**

香港，2009年12月7日

## Glossary 專用詞彙

In this interim report (other than Report on Review of Interim Financial Information and Financial Information), unless the context otherwise requires, the following expression shall have the following meanings:

### “BOARD”

The board of Directors of the Company

### “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 RULES”

The Rules Governing the Listing of Securities on the Stock Exchange

### “MODEL CODE”

Model Code for Securities Transactions by Directors of Listed Issuers

### “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.

於本中期報告內(中期財務資料的審閱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：

### 「董事局」

本公司之董事局

### 「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

### 「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