

EMBRY

*Striving for
EXCELLENCE*
追求卓越

Annual
Report
2009 年報



EMBRY HOLDINGS LIMITED
安莉芳控股有限公司

Embery Form

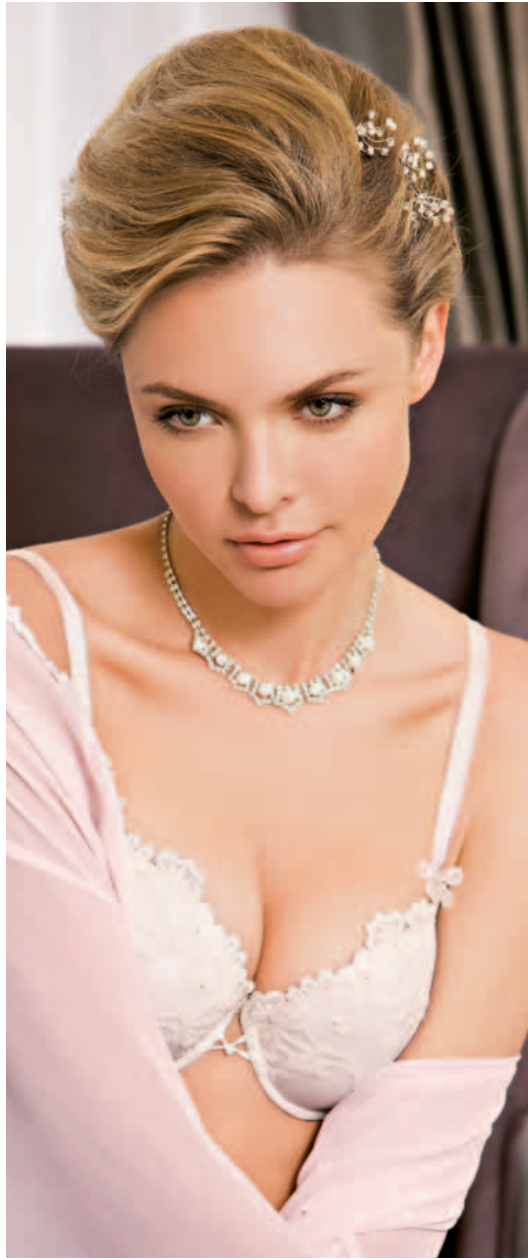
The Group's signature brand,
was accredited as

“The Best-Selling
Lingerie Products
in the Industry
in China”

in 2009 for
the fourteenth
consecutive year.

安莉芳，本集團的旗艦品牌，
於2009年連續十四年榮膺
「全國市場同類
產品銷量第一名」。





The Charisma From Within
魅力的呼唤



fandecie

0-50
可愛性感





Comfit







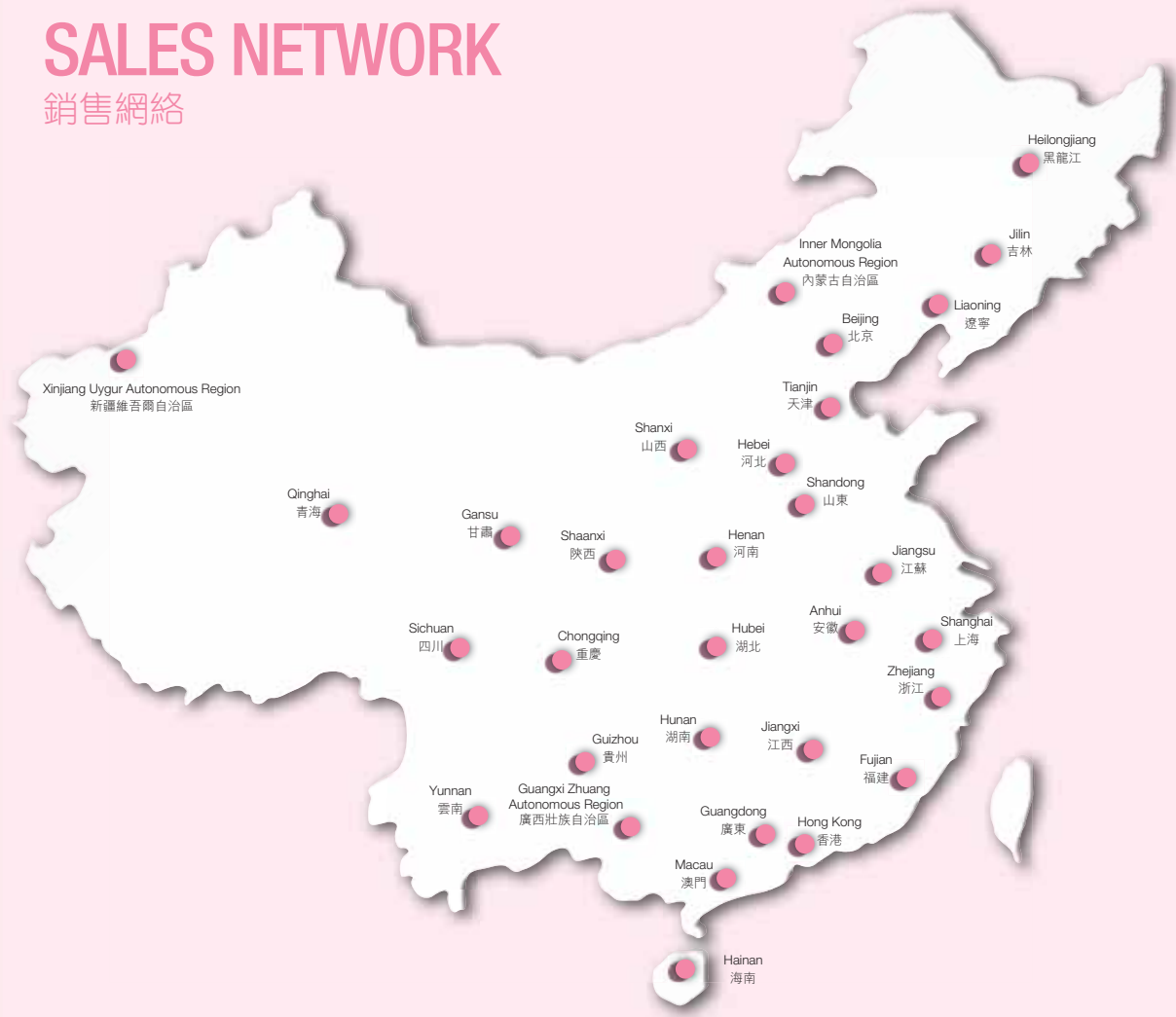



LIZA CHENG



SALES NETWORK

銷售網絡



OVER 超過 **1,600** RETAIL OUTLETS 個零售點

AN EXTENSIVE NETWORK CAPTURING GROWING OPPORTUNITIES IN CHINA

The Group's sales points span the whole nation, with footprints in all major cities such as Beijing, Shanghai, Chongqing, Tianjin, Guangzhou, Hong Kong and Macau. Such an extensive network enables the Group to efficiently respond to customer needs and deepen its market penetration in China.

As at 31 December 2009, the Group had a total of 1,680 retail outlets, comprising 1,534 concessionary counters and 146 retail shops in Mainland China, Hong Kong and Macau.

龐大網絡 中國市場潛力無限

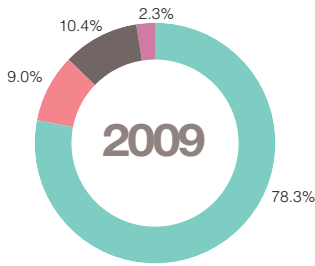
本集團的銷售點遍佈全國各地，覆蓋所有主要城市，如北京、上海、重慶、天津、廣州、香港及澳門。透過這個龐大的銷售網絡，本集團能迅速有效地回應消費者需要，進一步滲透中國市場。

截至二零零九年十二月三十一日止，本集團共有1,680個零售點，包括在中國大陸、香港及澳門1,534個百貨公司專櫃及146個零售商舖。

FINANCIAL HIGHLIGHTS

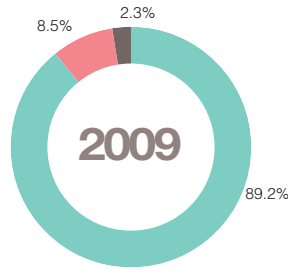
財務摘要

BY BUSINESS ACTIVITIES 按業務活動



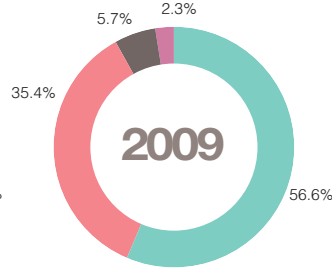
	2009	2008
Concessionary counters (銷售專櫃)	78.3%	79.3%
Retail stores (零售店舖)	9.0%	8.8%
Wholesale (批發)	10.4%	9.2%
Original design manufacturer ("ODM") (原設計製造商 (「ODM」))	2.3%	2.7%

BY LOCATIONS 按地區



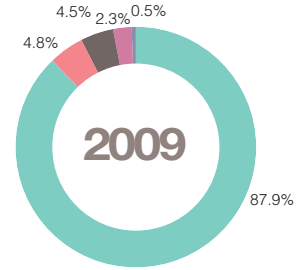
	2009	2008
Mainland China (中國大陸)	89.2%	88.0%
Hong Kong (香港)	8.5%	9.3%
Other (其他)	2.3%	2.7%

BY BRANDS 按品牌



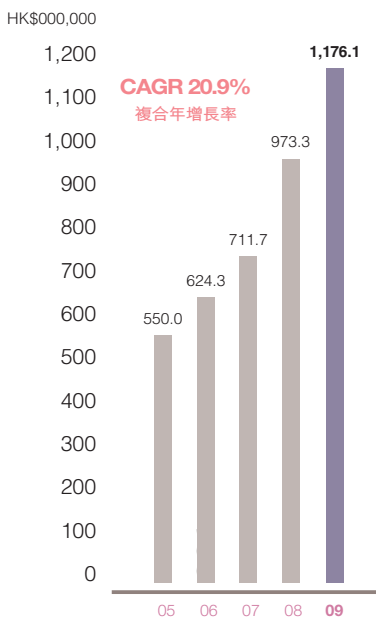
	2009	2008
Embry Form (安莉芳)	56.6%	60.2%
Fandecie (芬狄詩)	35.4%	31.5%
Comfit (康飛特)	5.7%	5.6%
ODM products (ODM產品)	2.3%	2.7%

BY PRODUCTS 按產品



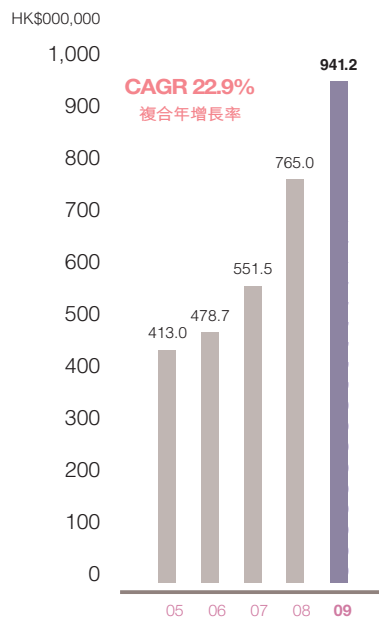
	2009	2008
Lingerie (女性內衣)	87.9%	86.7%
Sleepwear (睡衣)	4.8%	5.3%
Swimwear (泳衣)	4.5%	4.9%
ODM products (ODM產品)	2.3%	2.7%
Other products (其他產品)	0.5%	0.4%

REVENUE 收益



For the year ended December 31
截至十二月三十一日止年度

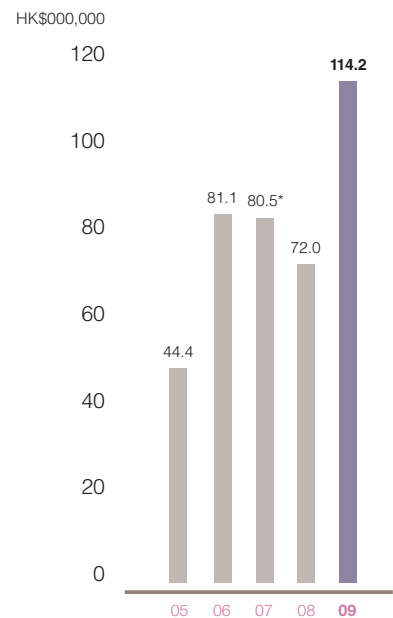
GROSS PROFIT 毛利



For the year ended December 31
截至十二月三十一日止年度

PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

本公司擁有人
應佔年度溢利



For the year ended December 31
截至十二月三十一日止年度
* excluding the one-off gain of HK\$42.0 million
* 不包括一次性收益42,000,000港元

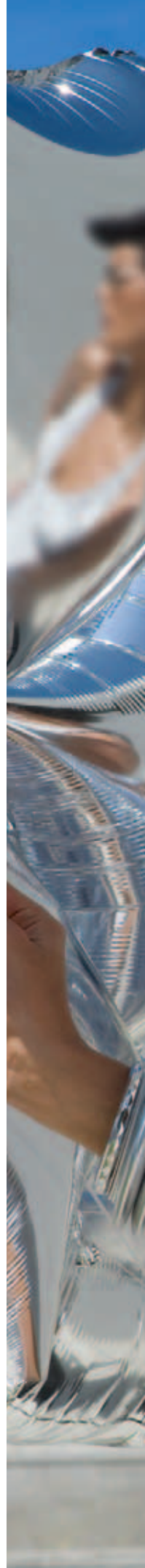
Corporate *MISSION*

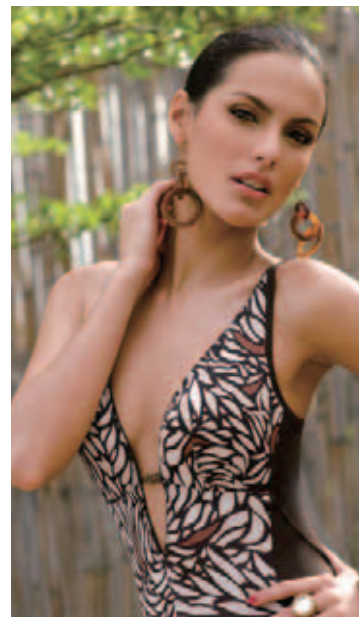
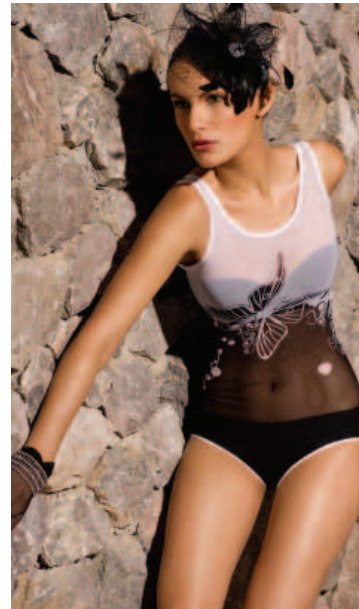
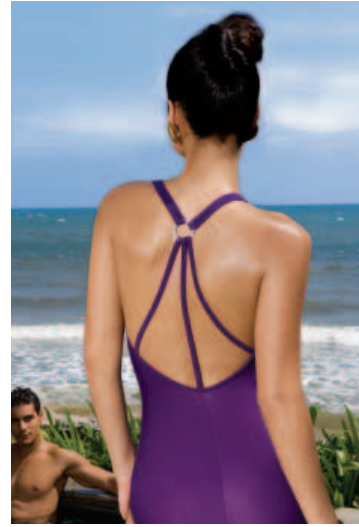
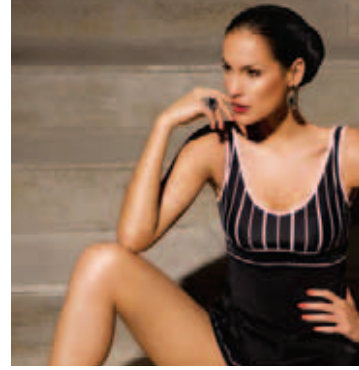
企業理念

Creating Value for All
提供需求，創造價值

Generating Synergy
協調和諧，提高效率

Striving for Excellence
追求卓越，永無止境





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CORPORATE INFORMATION

DIRECTORS AND BOARD COMMITTEES

Directors

Executive Directors

CHENG Man Tai (*Chairman*)
 CHENG Pik Ho Liza (*Chief Executive Officer*)
 NGOK Ming Chu
 HUNG Hin Kit

Independent Non-executive Directors

LAU Siu Ki (alias, Kevin Lau)
 LEE Kwan Hung
 LEE T. S. (alias, Lee Tien-sheng)

Board Committees

Audit Committee

LAU Siu Ki (alias, Kevin Lau) (*Chairman*)
 LEE Kwan Hung
 LEE T. S. (alias, Lee Tien-sheng)

Remuneration Committee

CHENG Pik Ho Liza (*Chairman*)
 LAU Siu Ki (alias, Kevin Lau)
 LEE Kwan Hung
 LEE T. S. (alias, Lee Tien-sheng)

Nomination Committee

CHENG Pik Ho Liza (*Chairman*)
 LAU Siu Ki (alias, Kevin Lau)
 LEE Kwan Hung
 LEE T. S. (alias, Lee Tien-sheng)

COMPLIANCE OFFICER

CHENG Pik Ho Liza

COMPANY SECRETARY

CHAU Kwok Ming

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

7th Floor, Wylar Centre II
 200 Tai Lin Pai Road
 Kwai Chung, New Territories
 Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank Limited
 The Hongkong and Shanghai Banking Corporation Limited
 Nanyang Commercial Bank, Limited
 Bank of China – Shenzhen Shangbu Branch
 China Construction Bank – Shenzhen Tianbei Branch
 China Merchants Bank – Shenzhen Dongmen Branch
 China Merchants Bank – Shenzhen Shekou Branch
 China Construction Bank – Shenzhen Buxin Branch

LEGAL ADVISERS

As to PRC law:

GFE Law Office

AUDITORS

Ernst & Young
 18th Floor
 Two International Finance Centre
 8 Finance Street, Central
 Hong Kong

SHARE REGISTRARS

Principal Share Registrar and Transfer Office in the Cayman Islands

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

Branch Share Registrar and Transfer Office in Hong Kong

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

INVESTOR RELATIONS

iPR Ogilvy Limited

WEBSITE

www.embryform.com

STOCK CODE

1388



CHAIRMAN'S STATEMENT

Dear shareholders,

In 2009, the financial crisis swept across the world, resulting in economic downturn in many countries. The Chinese government was swift to launch a number of economic stimulus measures in response to the changes of the external business environment, enabling China's economy to recover rapidly from the challenge in early 2009 and continue its stable growth throughout the year. According to the preliminary estimation of the National Bureau of Statistics, China's gross domestic product (GDP) increased by 8.7% over the last year to RMB33,535.3 billion, representing a modest decline in growth rate of about 0.9 percentage points as compared with that of the previous year. The annual disposable income per capita for urban residents was around RMB17,175 and the income per capita for rural residents was around RMB5,153, representing increases of about 9.8% and 8.5% respectively. The income of urban and rural residents in China continued to see stable growth.

“Over the past three decades, the Group has been upholding its business mission of “Creating Value for All”. Embry places substantial importance upon sustainable development and brand equity.”

Cheng Man Tai
Chairman

Bolstered by sound economic fundamentals, the sentiments of the retail market stayed positive. Thanks to a multitude of stimulus measures to boost domestic consumption, consumer confidence was further improved and the retail market, driven by positive changes of the macro economic climate, gradually recovered from the sluggish start of the year. According to the National Bureau of Statistics, the annual total sales of consumer goods reached RMB12,534.3 billion for the whole year, up 15.5% over the previous year, indicating an overall increase in the consumption power of Chinese consumers.

Lingerie has become a necessity in daily consumption as the living environment improves. Supported by the growing demand for lingerie among Chinese women and the ever-increasing appetite for a wider variety of products, the lingerie industry has been heading towards rapid development. The actual impacts of the financial crisis on the knitting and underwear industry were far less than expected, and the industry continued to maintain a stable growth. With improving purchasing power, Chinese people have correspondingly higher expectations of corporate awareness of environmental protection and social responsibilities, and such demands have evolved into a trend. It is expected that the growth momentum will continue with a growth rate of approximately 20% per year in the Chinese underwear market and this trend in growth will remain strong.

CHAIRMAN'S STATEMENT *(CONTINUED)*

As a leading lingerie enterprise in China, Embry's excellent brand reputation was reinforced during the year as a result of the Group's efforts to leverage its nation-wide sales network and solid business foundation. The Group also continued its efforts to promote its brands across China and, taking into account market conditions and demand, made strategic adjustments to its product portfolio while refining product quality, with a view to fulfilling consumer demand. All these efforts have paid off handsomely.

For the year ended 31 December 2009, the Group recorded a net profit of approximately HK\$114,188,000 representing an increase of 58.6% from approximately HK\$71,983,000 last year. In return for the support of all shareholders, the Board has recommended the payment of a final dividend of HK5.0 cents per share and a special dividend of HK2.0 cents per share.

Over the past three decades, the Group has been upholding its business mission of "Creating Value for All". Embry places substantial importance upon sustainable development and brand equity. To further enhance brand image in innovative ways, the Group held a variety of promotional events strategically across China. Meanwhile, the Group has been committed to developing new products and breaking new grounds on the research and development front, with a view to creating products that meet the specific needs of women. This helped the Group win the warm support from consumers and numerous accolades in brand development.

In 2009, **EMBRY FORM** was accredited the "**Superbrands**" and "**Hong Kong Top Brand**" in Hong Kong again. These honours are a reflection of the full affirmation and recognition by the market.

As the signature brand of the Group, **EMBRY FORM** was named "**The Best-Selling Lingerie Products in the Industry in China in terms of Volume, Sales and Market Share**" in 2009 for the fourteenth year in a row. **FANDECIE**, the Group's younger brand, was named "**Top 10 Best Sellers in the Industry in China**" for the fourth consecutive year. Among all the brands of the Group, **FANDECIE** delivered the fastest growth rate last year and won widespread market recognition.

During the year, the Group further perfected its sales network that covers various major provinces and municipalities in China. During the year, the Group's sales network expanded further, with the number of retail outlets increasing from 1,557 to 1,680. The Group will adhere to its steady and pragmatic approach and take into account of the current economic and market conditions as it strategically seeks to add more retail outlets to its sales network and strives for a wider market coverage. In addition, the Group will focus on launching businesses in second- and third-tier cities, with the aim of exploring the enormous potential demand and driving up the market penetration rate. We will also assess the efficiency of different retail outlets on a regular basis, with a view to enhancing operation efficiency to a higher level.

In addition, the Group's production bases are strategically located in Shenzhen, Changzhou and Shandong, whereby the Group can adjust its productivity flexibly and enjoy the maximum synergy and a greater support as it seeks business expansion. With the production scale of the Shandong factory gradually expanding, the Group has been able to relocate the production lines of some types of products to the Shandong factory to enjoy lower labour costs, bring down the overall cost and boost production and operation efficiency, thus achieving greater economies of scale.

CHAIRMAN'S STATEMENT *(CONTINUED)*

Looking ahead, the management expects that the growth momentum of China's economy will continue due in part to the economic stimulus measures designed to boost domestic demand. The high-speed economic growth in coastal provinces and the annual increase in per capita income and consumption will also drive up demand for lingerie products. The Group will remain cautiously optimistic as it continues to follow the business development strategy of seeking sustainable growth, grasp the business opportunities afforded by China's steady economic growth in order to realise the Group's vision of beauteous projects.

In 2010, the Group plans to open more than 100 retail outlets across China and dedicate efforts to markets with high growth potential in order to improve and expand the market coverage. The Group will also adopt a diverse range of marketing and promotion strategies, with a view to reinforcing the brand reputation and brand effects. Meanwhile, the Group will strive to break new grounds in research and development and take the lead to apply a variety of exclusive and patented technologies to develop more patented products, refine its product portfolio and achieve healthy business growth.

I would like to express my heartfelt gratitude to all employees for their contributions towards Embry's steady growth during the past year. I would also like to take this opportunity to thank all shareholders for their long-standing support and their recognition of the Group's aspirations and strategies for the future. To show our gratitude to our shareholders for their faith in us, all of us at Embry will continue to strive for greater success and higher returns, and will work hand in hand with our shareholders, business partners and customers to create a brighter future.

Cheng Man Tai

Chairman

Hong Kong, 31 March 2010

AWARDS IN 2009



- **EMBRY FORM** was accredited as **The 2009 Best-Selling Lingerie Products in the Industry in China** by the China Industrial Information Issuing Centre. It has been the fourteenth consecutive year for **EMBRY FORM** to rank the **first in volume, sales and market share**
- **FANDECIE** was accredited as the **Top 10 Best Sellers in the Industry in China** from 2006 to 2009 by the China Industrial Information Issuing Centre
- **EMBRY FORM** received the **Hong Kong Top Brand (2007–2009)** award from the Hong Kong Brand Development Council and The Chinese Manufacturers' Association of Hong Kong
- **EMBRY FORM** achieved the **Superbrands** status (2005–2009) in Hong Kong which was accredited by Superbrands Hong Kong
- **EMBRY GROUP** received the **Award of Charity Pioneer in Supporting the Welfare of Chinese Women** from the China Women's Development Foundation

MANAGEMENT DISCUSSION AND ANALYSIS

“...while carrying out effective marketing strategies, ... the Group’s profitability continued to be strong.”

BUSINESS AND OPERATION REVIEW

China recorded steady growth in 2009 against the backdrop of global economic recession. Thanks to the effective economic stimulus measures implemented by the Central Government, the domestic market saw impressive growth momentum. The Group adhered to its cautious business approach with a modest expansion of sales network, while carrying out effective marketing strategies, thereby maintaining its strong growth in profitability, the Group’s profitability continued to be strong. For the year ended 31 December 2009 (the “Current Year”), the Group posted revenue of HK\$1,176.1 million, representing a year-on-year growth of 20.8%. Profit attributable to owners of the Company surged by 58.6% to HK\$114.2 million as compared to the year ended 31 December 2008 (the “Prior Year”). Basic earnings per share of the Company grew substantially by 58.4% to HK28.44 cents (2008: HK17.95 cents) per share. The Board of Directors of the Company has resolved to declare a final dividend of HK5.0 cents (2008: HK3.0 cents) and a special dividend of HK2.0 cents (2008: HK3.0 cents) per share for the Current Year.

The younger brand, **FANDECIE**, continued to be one of the key growth drivers of the Group in the Current Year, and attracted most of the young customers with its competitive pricing strategy and rising brand awareness. The Group also organised a series of promotional campaigns for **FANDECIE** during the Current Year in order to strengthen the brand.





Brand management

The Group continued to promote and consolidate its three major brands, namely **EMBRY FORM**, **FANDECIE** and **COMFIT** in an effort of maintaining the long-term growth momentum.

During the Current Year, the Group sought to increase the brand awareness, refine the image of its brands and enhance brand equity by organising various promotional campaigns in department stores or shopping malls. Aside from participating in regular lingerie trade fairs, the Group also carried out various promotional-oriented activities for its brands during the Current Year, including “Embry Form Lingerie Roadshow” (“安莉芳舒適之旅巡展”) in Beijing, Tianjin, Guangzhou and Hangzhou for **EMBRY FORM**, its signature brand. Furthermore, “Embry Form Show in Wuxi – Sharing the Secrets of Beauty” (“安莉芳無錫沙龍 分享內外兼修的美麗秘笈”) also received positive feedback from customers. The response to the marketing event, called “Q-Sexy Night”, for the younger brand **FANDECIE** was also overwhelming, which attracted more than 200 senior management representatives from various department stores nationwide to participate. In order to fuel the frenzy of “Q-Sexy” fads and deepen customers’ perception of the **FANDECIE** brand, the Group organised “Fandecie Lingerie Show in Shanghai” (“芬狄詩炫秀巡禮上海站”) in the Current Year, which also successfully attracted many customers. Various marketing events received excellent response, which enabled the Group to maintain its growth momentum in the long run.

Sales network

In light of the changes in overall economic conditions and pace of development, the Group continued to adopt a cautious but effective approach in enhancing its sales network and sought to expand the network coverage by strategically increasing the number of retail outlets during the Current Year. The Group had a net increase of 123 retail outlets nationwide during the Current Year. As at 31 December 2009, the Group operated a total number of 1,680 retail outlets, which comprised 1,534 concessionary counters and 146 retail shops.



MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Product design and development

Always striving for excellence, the Group continued to devote resources to the design, research and development of quality products that meet market needs. By fulfilling the ever-growing consumer demand, the Group has been able to create value and generate returns. During the Current Year, the Group has launched various product collections with its unique and patented designs such as Heart Space Design, 3D Contour Support, Supportflex, Breathable Cup, Invisible Cup, Intelligent Straps, Seamless Back and Self-Lock Antiskid Adjusting Buckle in response to market trends and customer preferences. All these products with patented designs were widely popular among customers.

As at 31 December 2009, the Group had 21 applications patents and 13 appearance design patents registered in China and/or elsewhere in the world.

Production capacity

With the additional production capacity brought by the Group's new factory in Jinan City, Shandong Province (the "Shandong Factory"), the Group will be able to achieve economies of scale and better efficiency, while catering for the rising market demand. As at 31 December 2009, the annual production capacity of the Group's production bases remained at 14.8 million standard product units in aggregate.

Awards

For the Current Year, **EMBRY FORM** was named "**The Best-Selling Lingerie Products in the Industry in China in terms of Volume, Sales and Market Share**" for fourteen consecutive years by the China Industrial Information Issuing Centre (中國行業企業信息發佈中心) (the "Issuing Centre") in China. The Group's younger brand **FANDECIE** was also accredited with the "**Top 10 Best Sellers in the Industry in China**" award for four consecutive years by the Issuing Centre. In addition, **EMBRY FORM** was granted the "**Superbrands**" status by Superbrands Hong Kong from 2005–2009 and accredited as the "**Hong Kong Top Brand**" by the Hong Kong Brand Development Council and The Chinese Manufacturers' Association of Hong Kong for three consecutive years. All these accolades speak volumes for the Group's excellent reputation and leading market position.

Human resources

As at 31 December 2009, the Group had approximately 6,900 employees (2008: 6,800). The Group's total staff costs (including wages and basic salaries, commission, bonus, retirement benefits scheme contributions) amounted to approximately HK\$285.2 million in the Current Year (2008: HK\$232.1 million).

Remuneration of employees is determined with reference to the prevailing market levels, individual performance and working experience, and certain staff members are entitled to commissions and share options.



In addition to the basic salaries, the Group also provides, depending on the results of the Group and individual performance, discretionary bonuses in order to motivate quality employees. In addition to offering competitive remuneration packages, the Group also put great emphasis on the investment in human resources. The Group organised various staff training courses regularly, with a view to enhancing the skills and knowledge of its employees.

FINANCIAL REVIEW

Revenue

By sales channel and location

For the Current Year, the Group's revenue was HK\$1,176.1 million, representing a 20.8% increase from HK\$973.3 million recorded in the Prior Year. The increase was mainly attributable to stable growth achieved in same-store sales, coupled with a steady network expansion nationwide. Retail sales were HK\$1,026.9 million in the Current Year, accounting for 87.3% of the Group's revenue and representing an increase of 19.7% over the Prior Year. Wholesale business was HK\$122.0 million in the Current Year, representing an increase of 36.7% over the Prior Year and accounting for 10.4% of the Group's revenue.

Mainland China remained to be the Group's core market. Revenue in Mainland China was HK\$1,049.5 million in the Current Year, accounting for 89.2% of the Group's revenue and representing an increase of 22.6% over the Prior Year. Although Hong Kong is a relatively mature market, the Group was able to deliver a growth in revenue of 9.6% in the Hong Kong market with sales amounting to HK\$99.5 million in the Current Year.

By brand and product line

As for brands, the Group's multi-brand strategy continues to generate synergy effects and enhances its competitive edges to capture growing market potential. While **EMBRY FORM**, its signature brand, delivered a stable growth of 13.7% in revenue to HK\$665.4 million, **FANDECIE**, its younger brand with competitive pricing, continued to register robust sales growth and achieved a remarkable growth of 35.7% in revenue to HK\$416.2 million. **COMFIT** was also able to attract those consumers in the market who have been pursuing good functionality and quality of products. Its revenue grew by 23.2% to HK\$67.0 million.

Lingerie has always been the Group's core product line reflecting the core competencies of the Group in the research and development, and production of lingerie. Sales of lingerie were HK\$1,033.6 million in the Current Year, accounting for 87.9% of the Group's revenue and representing an increase of 22.5% over the Prior Year. Sleepwear and swimwear also delivered modest growth of 8.2% and 11.8% respectively in the Current Year. Sales of sleepwear and swimwear were HK\$56.0 million and HK\$53.0 million respectively, accounting for 4.8% and 4.5% respectively of the Group's revenue in the Current Year. These two product lines help complement the product range that the Group offers to consumers.



MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Gross profit

The Group's gross profit was HK\$941.2 million in the Current Year, representing a growth of approximately 23.0% over the Prior Year. Benefiting from the economies of scale, effective management of supply chain and cost control measures, the Group managed to maintain its cost of sales at a reasonable level. As a result of the above favourable factors, the overall gross profit margin improved by 140 basis points from 78.6% in the Prior Year to 80.0% in the Current Year.

Other income and gains

Other income decreased by 50.5% to HK\$9.3 million in the Current Year. In the Prior Year, there was an exchange gain of HK\$6.7 million resulting from the appreciation of Renminbi derived from the business operations in Mainland China. As the exchange rate in Renminbi remained at approximately the same level, the Group did not have a similar exchange gain during the Current Year. In addition, the Group's interest income has decreased by more than 50.0% to HK\$2.6 million due to continuously low interest rates both in China and Hong Kong.

Selling and distribution expenses

Selling and distribution expenses were HK\$654.6 million in the Current Year, representing an increase of 14.9% over the Prior Year and accounting for 55.7% of the Group's revenue in the Current Year compared to 58.5% in the Prior Year. The reduction in selling and distribution expenses as a percentage of the Group's revenue was partly due to effective cost control measures. The decrease in decoration expenses resulted from the reduction in the number of the Group's new shops opened during the Current Year. As a result, advertising and counter decoration expenses decreased significantly by 19.3% to HK\$67.0 million, accounting for 5.7% (2008: 8.5%) of the Group's revenue.

Administrative expenses

Administrative expenses were HK\$125.1 million in the Current Year, representing an increase of 7.5% over the Prior Year and accounting for 10.6% of the Group's revenue in the Current Year compared to 12.0% in the Prior Year. The reduction in the administrative expenses as a percentage of the Group's revenue was mainly attributable to the Group's economies of scale. Despite the increase in all items of expenditure during the year, benefiting from the stable improvement of China's economy, the Group posted impressive growth in net profit resulting from higher growth rate of overall revenue than that of expenses.



MANAGEMENT DISCUSSION AND ANALYSIS *(CONTINUED)*

Tax

The Group's effective tax rate was 31.9% in the Current Year, compared to 24.3% in the Prior Year. The increase in effective tax rate was mainly due to an increase of deferred tax to HK\$9.0 million (2008: HK\$0.6 million) and the changes in the tax law in China. For instance, the Group's principal subsidiary in Shenzhen was subject to corporate income tax at a rate of 20.0% in the Current Year as opposed to 18.0% in the Prior Year.

Net profit

The profit attributable to owners of the Company was HK\$114.2 million in the Current Year, representing an increase of 58.6% over the Prior Year. The increase was due to constant growth in revenue and improvement in gross profit margin and operation efficiency. The net profit margin increased by 230 basis points to 9.7% in the Current Year from 7.4% in the Prior Year.

Liquidity and financial resources

The Group generally finances its operations with internally generated cash flow. The financial position of the Group remained sound and healthy during the Current Year. As at 31 December 2009, the Group had cash and cash equivalents of approximately HK\$289.0 million (2008: HK\$336.5 million). The Group did not have any interest-bearing bank borrowings during the Current Year. As at 31 December 2009 and 31 December 2008, the gearing ratio, being total interest-bearing bank loans divided by total assets, was nil.

Capital structure

As at 31 December 2009, the total issued share capital of the Company was approximately HK\$4.0 million (2008: approximately HK\$4.0 million), comprising 402,148,000 (2008: 401,130,500) ordinary shares of HK\$0.01 each. The increase in the number of issued shares resulted from the exercise of share options granted under the pre-initial public offering share option scheme and the share option scheme by certain Directors and employees of the Group, details of which are set out in note 31 to the financial statements.



Significant investment held, material acquisitions and disposal of subsidiaries and associated companies

Pursuant to the agreement between a subsidiary of the Company and an independent third party on 15 October 2009, the Group has agreed to acquire the property located in Shanghai, the PRC at a consideration of approximately RMB380,638,000 (approximately HK\$433,927,000), which is for office and commercial use with 14 floors with an estimated construction area of approximately 11,430 square metres. During the Current Year, the deposit amounting to approximately RMB190,319,000 (approximately HK\$216,271,000), which represents 50% of the total consideration, was paid on schedule. Subsequent to the reporting period, the property is still under construction and the vendor undertakes to hand over the completed property to the Group on or before 30 September 2010.

During the Current Year, the deposit amounting to HK\$21.1 million was paid for the land use rights, which is the total consideration for the land with an area of 123,350 square metres in adjacent to the land of the Group's factory located in Jinan City, Shandong Province, the PRC.

Save for the above disclosure, during the year, the Group was neither involved in other significant investment nor any material acquisition or disposal of subsidiaries and associated companies.



MANAGEMENT DISCUSSION AND ANALYSIS *(CONTINUED)*

Capital expenditure

In the Current Year, the Group's capital expenditure amounted to HK\$21.2 million (2008: HK\$55.3 million).

Charges on the Group's assets

As at 31 December 2009, the Group did not have any assets pledged.

Foreign currency exposure

The Group carries on its trading transactions mainly in Hong Kong dollars and Renminbi. As the Group's foreign currency risks generated from the sales and purchases can largely be set off with each other, the foreign currency risk is considered as minimal to the Group. It is the policy of the Group to continue maintaining the balance of its sales and purchases in the same currency. The Group does not use derivative financial instruments to protect itself against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of business.

Contingent liabilities

The Group had no significant contingent liabilities or any litigation or arbitration of material importance as at 31 December 2009.

PROSPECT

Looking ahead, the economic stabilisation measures implemented by the PRC government will further strengthen China's economy and domestic consumption, thereby improving the overall market condition in 2010 continually. It is expected that there will be modest inflation in China with a slight rise in the consumer price index, which will boost the same-store sales growth of the retail industry. While maintaining a cautiously optimistic outlook, the Group, as the best seller of lingerie products in China, will continue to adopt a sustainable business growth strategy to take advantage of the steady economic growth ahead.

The Group will continue to improve and expand its sales network cautiously in 2010. At present, the Group has established a number of strategic presence in the first- and second-tier cities of China. In 2010, the Group will continue to develop its sales network in key cities of China and increase retail outlets in the second- and third-tier cities in an effort to achieve its target of opening 100 retail outlets across the country.

On the other hand, the Group will step up its efforts in promoting its brands and continue to improve product design and development capability in order to develop top quality products for its brands, with a view to satisfying the needs of consumers and enhancing brand equity.

On the production front, the Shandong Factory has commenced production since the Prior Year. The Group expected that the production capacity





of the factory would be further established by recruiting and training more staff members. Meanwhile, the factory features energy-saving and energy-efficient environmental designs with the state-of-the-arts technology of geothermal energy to supply air-conditioning and heating, which effectively reduce pollutants as well as operating costs. The Group believes that its overall production capacity could achieve better economies of scale and boost operating efficiency.

Leveraging its enhanced brand equity and strengthened market leading position, the Group will continue to promote healthy business growth by reinforcing its research and development capabilities to meet different needs of customers. It will also be carrying out various advertising and promotional campaigns to increase brand awareness among customers. The Group is confident that the growth momentum can be sustained in 2010 and endeavours to deliver satisfactory returns to its shareholders.

CORPORATE SOCIAL RESPONSIBILITIES



In 2009, while actively developing its business for maximising returns for its shareholders, Embry persistently strived to fulfil its social responsibility as a corporate citizen and continued to contribute to the community.

CARE FOR THE WOMEN

With a view to helping the impoverished women in China as well as expressing care and love to them, Embry made a contribution in kind of a total value of RMB 2 million to the less affluent women in Shandong Province on 7 May 2009 as an early special gift for the Mother's Day through the All China Women's Federation. Meanwhile, the Group was granted the "Award of Charity Pioneer in Supporting the Welfare of Chinese Women" ("支持中國婦女公益事業慈善先鋒獎") by the China Women's Development Foundation. It has been the second consecutive year that Embry joined hands with the All China Women's Federation to send love to the impoverished women.

Upholding the spirit of making contributions to the society and women, Embry initiated the "Blue Ribbon Campaign" in order to raise the public awareness of the physical and mental health of women. The campaign also aimed at guiding women to pursue a healthier lifestyle. Embry's "Blue Ribbon Campaign" launched a roving exhibition across China and a series of thematic fashion shows called "To My Fervent Love" ("獻

給至愛 — 安莉芳2009舒適之旅"). Such campaign promoted the green eco concept of lingerie to the public in a lively and fashionable way while arousing women's attention towards the relationship between lingerie and health. In addition, the Group issued quarterly information-rich publications with an aim of popularizing the knowledge of women's health and cultivating new and positive concepts about healthy lifestyle and beauty.

CONCERN FOR ENVIRONMENTAL PROTECTION

With the spirit of "Do Our Best and Ask for No Return", Embry takes actions for shouldering its social responsibility. The Group adopted "Beauty Engineering" in its new Shandong plant. The whole industrial park is designed around the concept of "Green Energy-Saving"

CORPORATE SOCIAL RESPONSIBILITIES *(CONTINUED)*



which can lead to a saving in energy of over 70% by the utilization of insulation wall, renewable energy – geothermal energy, natural rooftop lighting for production area and other environmental-friendly construction facilities as part of the efforts in protecting the environment of the world.

With a view to leading a green living, staff members in Shandong joined hands with guests to carry out four sessions of voluntary tree planting activities in the Industrial Park during the year under review. Both parties made joint contributions to environmental protection aiming to induce a cooling effect, save energy and reduce carbon emissions through tree planting. The total number of attendances reached 800 with 6,660 sq.m. of land cleared up and a total of 610 trees and 13,000 shrubs planted.

STAFF PARTICIPATION

Embry and its staff members have endeavoured to join public welfare and participated in various charity and fundraising events. During the year under review, the Group sponsored the “ACCA Charity Fun Day” organized by the Association of Chartered Certified Accountants in Hong Kong for the first time. The Group spared no efforts to participate in fundraising activities to help the elderly, youth and needy in the society.



In addition, the Group's staff members in Hong Kong not only contributed funds for Médecins Sans Frontières Day and the Dress Special Day of the Community Chest, but also donated generously materials to the Salvation Army in Hong Kong to help promote a harmonious community.

Furthermore, Embry Hong Kong, for the first time, joined “Work-Life Balance Day 2009”, which was held by the Community Business, a non-profit making organization. This event aimed at promoting the importance of work-life balance and creating a better working environment for the employees. Embry Hong Kong took part in this event by providing health food to all of its staff members.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Cheng Man Tai, aged 80, is the Chairman and founder of the Group, and an Executive Director of the Company. Mr. Cheng is in charge of the Group's corporate strategy. He has over 34 years of experience in the lingerie industry. Mr. Cheng graduated from Beijing Agricultural Engineering University (now known as China Agricultural University) with a Bachelor's degree. He is an Honorary Professor of China Agricultural University. Mr. Cheng obtained the World Outstanding Chinese Award and Honorary Doctorate of Business Management from Armstrong University in July 2006. He was elected Fellow of the Asian Knowledge Management Association in December 2008, and was awarded Honorary Fellowship and admitted as Honorary Professor by Canadian Chartered Institute of Business Administration and Lincoln University respectively in September 2009. Mr. Cheng is the spouse of Madam Ngok Ming Chu and the father of Ms. Cheng Pik Ho Liza.

Madam Ngok Ming Chu, aged 73, is an Executive Director of the Company. Madam Ngok is in charge of the Group's business planning. She joined the Group in 1980 and has over 29 years of experience in the lingerie industry. Madam Ngok graduated from and is currently an Honorary Professor of Beijing Agricultural Engineering University (now known as China Agricultural University). She is the spouse of Mr. Cheng Man Tai and the mother of Ms. Cheng Pik Ho Liza.

Ms. Cheng Pik Ho Liza, aged 47, is the Chief Executive Officer of the Group and an Executive Director of the Company. Ms. Cheng is also the Chairman of the Remuneration Committee and Nomination Committee of the Company. She is responsible for overseeing the marketing and product development functions of the Group. Ms. Cheng joined the Group in 1993 and has over 17 years of experience in the lingerie industry. She obtained a Bachelor's degree in Business Administration from the University of Southern California and a Master of Business Administration (Executive) degree from the City University of Hong Kong. Ms. Cheng was awarded the prize for Young Industrialist in Hong Kong in 1999 and was appointed as Vice Chairman of Shanghai Garment Trade Association in 2008. She obtained the World Outstanding Chinese Award and Honorary Doctorate of Business Administration from International American University in March 2009, and was awarded Fellowship and admitted as Visiting Professor by Canadian Chartered Institute of Business Administration and Lincoln University respectively in September 2009. Furthermore, Ms. Cheng was elected Vice Chairman of the Shenzhen Enterprise Confederation and Shenzhen Entrepreneur Association, and a committee member of the Underwear Commission of the China National Garment Association in December 2009. She is currently a member of the Jinan Committee of the Chinese People's Political Consultative Conference in Shandong and a member of the China Trade Advisory Committee of Hong Kong Trade Development Council. Ms. Cheng is the daughter of Mr. Cheng Man Tai and Madam Ngok Ming Chu.

Mr. Hung Hin Kit, aged 54, is an Executive Director of the Company and the Manufacturing Director of the Group. Mr. Hung is responsible for the overall supervision of the purchasing, production and quality control functions of the Group. He holds a Master's degree in Procurement Management from the University of Strathclyde, Glasgow in Scotland. Mr. Hung has over 24 years of experience in production and procurement management in Mainland China and Hong Kong. He joined the Group in 1990.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Siu Ki, alias, Kevin Lau, aged 51, is an Independent Non-executive Director and the Chairman of the Audit Committee of the Company. Mr. Lau is currently running his own management consultancy firm, Hin Yan Consultants Limited. Mr. Lau has previously worked at an international accounting firm for over 15 years. He graduated from the Hong Kong Polytechnic in 1981. Mr. Lau is a member of both the Association of Chartered Certified Accountants ("ACCA") and the Hong Kong Institute of Certified Public Accountants. He is also a member of the Council of ACCA. Mr. Lau is currently the company secretary of Yeebo (International Holdings) Limited and Times Ltd. and an independent non-executive director of Binhai Investment Company Limited, Carry Wealth Holdings Limited, COL Capital Limited, Comba Telecom Systems Holdings Limited, Foxconn International Holdings Limited, Greenfield Chemical Holdings Limited, Proview International Holdings Limited, Samson Holding Ltd. and TCL Communication Technology Holdings Limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He had been an independent non-executive director of Forefront International Holdings Limited (now known as Forefront Group Limited, the shares of which are listed on the Stock Exchange) until his resignation on 18 April 2007. Mr. Lau joined the Company in November 2006.

DIRECTORS AND SENIOR MANAGEMENT *(CONTINUED)*

Mr. Lee Kwan Hung, aged 44, is an Independent Non-executive Director of the Company. Mr. Lee is a partner of Woo, Kwan, Lee & Lo and the chief representative of Woo, Kwan, Lee & Lo's Beijing Office. He received his LL.B (Honours) degree and Postgraduate Certificate in Laws from the University of Hong Kong in 1988 and 1989 respectively. He was then admitted as a solicitor in Hong Kong in 1991 and the United Kingdom in 1997. Mr. Lee is currently an independent non-executive director of GZI REIT Asset Management Limited (the manager of GZI Real Estate Investment Trust), NetDragon Websoft Inc., Asia Cassava Resources Holdings Limited and Futong Technology Development Holdings Limited, the shares of these companies and the units of the said trust are listed on the Stock Exchange. He was also a non-executive director of Mirabell International Holdings Limited and GST Holdings Limited, the shares of which were formerly listed on the Stock Exchange. Mr. Lee joined the Company in November 2006.

Prof. Lee T. S., alias, Lee Tien-sheng, aged 61, is an Independent Non-executive Director of the Company. Prof. Lee is currently a Professor and the Vice-President (Academic and Research) of Hang Seng School of Commerce. He was the Dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 2002 to 2008. Prof. Lee obtained his PhD in Business Administration and Master's degree in Business Administration from the University of Missouri-Columbia, the US in 1982 and 1978 respectively. He also holds a Master's degree in Management Science and a Bachelor's degree in Electronic Engineering from the National Chiao Tung University of Taiwan. Prof. Lee's research and teaching interests include supply chain management, quality management and business process reengineering. He has published his research in many academic journals. Prof. Lee joined the Company in November 2006.

SENIOR MANAGEMENT

Ms. Fung Kam Lai Katie, aged 43, is the Group's Internal Audit Director. Ms. Fung is responsible for the internal audit work of the Group. She joined the Group in March 2007. Ms. Fung obtained a Master's degree in Business Administration (Executive) from the City University of Hong Kong. She is a member of Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants. Ms. Fung has over 20 years of experience in auditing, financial accounting, corporate investment and financing, as well as management.

Ms. Lu Qun, aged 56, is the Assistant General Manager (Strategic Management) of Embry (China) Garments Ltd. She is responsible for the functions of strategic management, project management and information management in Mainland China. Ms. Lu obtained a Master's degree in Business Administration from Beijing University of Aeronautics and Astronautics in 2001. She also obtained an undergraduate diploma in international trade from University of International Business and Economics in 1992. Ms. Lu obtained the International Project Management Professional Certification in 2002 and has over 30 years of experience in management and administration. She joined the Group in April 2003.

Mr. Ma Rui, aged 39, is the Assistant General Manager (Marketing) of Embry (China) Garments Ltd. He is responsible for the functions of sales planning and marketing management in Mainland China. Mr. Ma graduated from Changsha University with a diploma in applied computer science in 1992, and is at present studying a master of business administration programme offered by the Shanghai University of Finance and Economics. Mr. Ma has been engaged in various positions in sales and marketing since joining the Group in October 1998. He possesses over 16 years of practical experience in sales and marketing management.

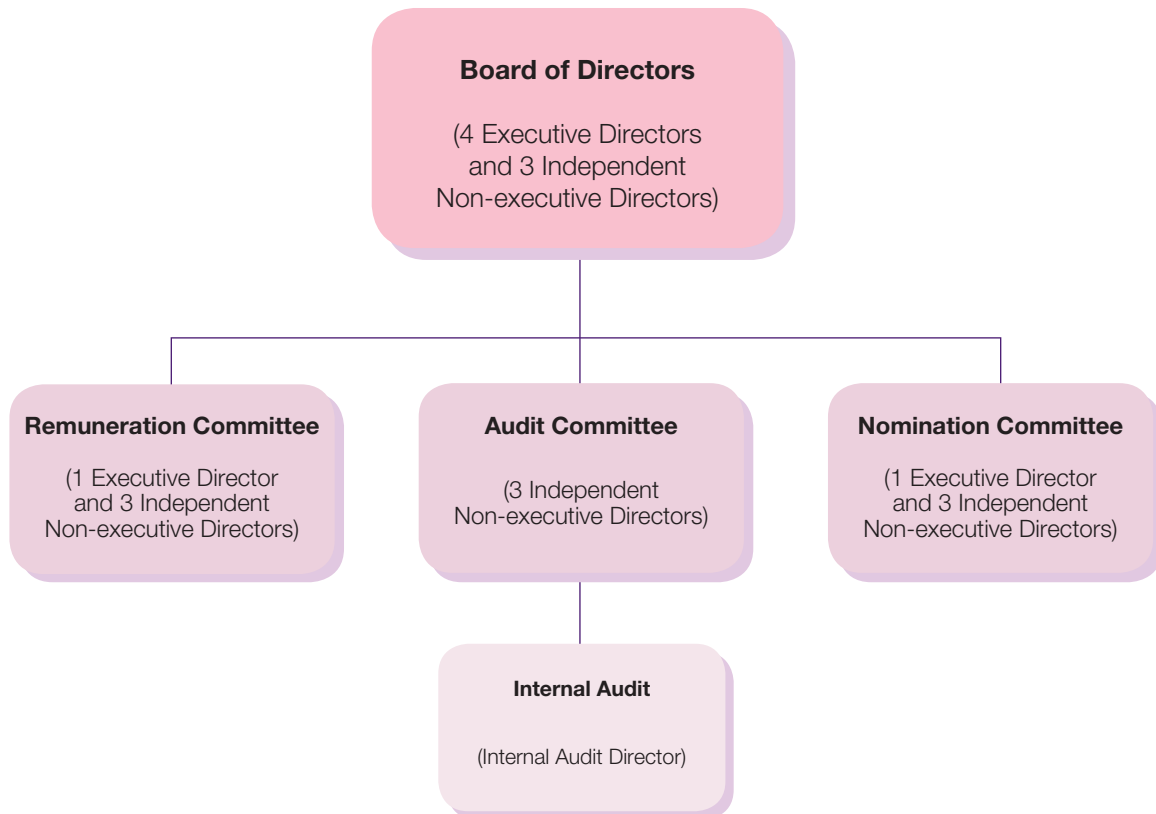
CORPORATE GOVERNANCE REPORT

The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value.

On 25 November 2006, the Company adopted the Code on Corporate Governance Practices (the "CG Code") as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") as its own code of corporate governance practices.

The Company complied with the code provisions under the CG Code so far as they are applicable and a majority of the recommended best practices under the CG Code throughout the year ended 31 December 2009 (the "Review Period").

GOVERNANCE STRUCTURE



CORPORATE GOVERNANCE REPORT *(CONTINUED)*

DIRECTORS

Board Composition

The Directors place great emphasis on the fiduciary nature of the Board's responsibilities and strive to be answerable to the shareholders of the Company as a whole.

The Board currently comprises four Executive Directors and three Independent Non-executive Directors. The number of Independent Non-executive Directors represents more than one third of the Board. The biographical details of and relationships among the members of the Board are disclosed under the section headed "Directors and Senior Management" on pages 19 to 20 of this annual report.

The Directors believe that the composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership as all the Executive Directors possess extensive experience in management and the design, production and marketing of lingerie products. Among the Independent Non-executive Directors, one possesses financial expertise and the other two possess substantial knowledge and experience in legal and management aspects respectively. The Directors are of the opinion that the present structure of the Board can ensure the independence and objectivity of the Board and provide a system of checks and balances to safeguard the interests of the shareholders and the Company.

Appointment, Re-election and Removal of Directors

Article 108 (A) of the articles of association of the Company provides that all the Directors, including the Chairman and the Chief Executive Officer, are subject to retirement from office by rotation at least once every three years at each annual general meeting and shall be eligible for re-election. Under Article 105, the office of a Director of the Company is liable to be vacated in certain circumstances and the Company may remove any Director of the Company by an ordinary resolution at a general meeting as prescribed in Article 114.

The appointment of new Directors and nomination of Directors for re-election at annual general meetings are first considered by the Nomination Committee. The recommendations of the Nomination Committee will then be put to the Board for decision. New Directors appointed by the Board are subject to re-election by shareholders at the next following annual general meeting pursuant to the articles of association of the Company. In considering the appointment of new Directors, the Nomination Committee will assess the candidate according to the criteria set out in Rules 3.08 and 3.09 of the Listing Rules. In the case of a candidate for an Independent Non-executive Director, he/she should also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

Executive Directors

Each of the Executive Directors has respectively entered into a service agreement with the Company for a fixed term of three years. Each Executive Director is entitled to a basic salary plus a guaranteed year-end bonus equivalent to the amount of the then monthly salary of the Executive Director at the time of payment of such bonus. In addition, each Executive Director is entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the Executive Directors for any financial year of the Company shall not exceed 8% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) for that financial year of the Company. An Executive Director shall not vote on any resolution of the Directors regarding the amount of the management bonus payable to him/her.

During the Review Period, the initial service term of all the four Executive Directors expired and the Company entered into a new service agreement with each of them for a further term of 3 years commencing from 1 December 2009.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

Independent Non-executive Directors

Each of the Independent Non-executive Directors was appointed for an initial term of two years commencing from 25 November 2006 with a formal letter of appointment setting out the key terms and conditions of his appointment. All of them were re-appointed for a further term of two years commencing from 25 November 2008 after the expiry of the initial term.

Save for the directors' fees and the share options granted under the Pre-IPO Share Option Scheme and Share Option Scheme (as defined on page 35 of this annual report) to each of them, none of the Independent Non-executive Directors is expected to receive any other remuneration for holding his office as an Independent Non-executive Director.

The Company annually assesses the independence of each Independent Non-executive Director during his term of appointment. In February and March 2010, the Company received from each of the Independent Non-executive Directors a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmations, the Company considers all the Independent Non-executive Directors to be independent.

Proceedings of Board Meetings and Board Committee Meetings

The Board considers that all meetings should be legally and properly convened. With the assistance of the Company Secretary, the Chairman of the Board takes the lead to ensure that Board meetings and Board committee meetings are convened in accordance with the requirements set out in the articles of association of the Company, the terms of reference of the respective Board committees and the Listing Rules.

In convening Board meetings, the Chairman is responsible for drawing up and approving the agenda for each meeting after consultation with all the Directors and the Company Secretary. Prior notice of each regular Board meeting is given to all the Directors at least 14 days in advance and the Directors are invited to include matters for discussion in the agenda. Agenda and accompanying Board papers are sent to all the Directors at least 3 days (or such other period as agreed) prior to meetings.

Board meetings are held at least four times a year. In addition, special Board meetings are held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of all the Directors.

Dates of regular Board meetings are scheduled in the prior year to provide sufficient notice to give all the Directors an opportunity to attend. For special Board meetings, reasonable notice is given.

The Directors have access to the advice and services of the Company Secretary to ensure that Board procedures and all applicable rules and regulations are followed.

The minutes of Board meetings record in sufficient detail the matters considered by the Board, including all concerns raised by the Directors and dissenting views expressed. The minutes of all Board meetings and Board committee meetings are kept by the Company Secretary and are available for inspection by any Director, auditors or any relevant eligible parties who can have access to such minutes.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

Directors' Attendance Records

The record of attendance of individual Directors at the Board and Board committee meetings held during 2009 is set out in the following table:

Directors	Number of Meetings Attended/Held			
	Board	Audit Committee	Nomination Committee	Remuneration Committee
Executive Directors				
Cheng Man Tai (<i>Chairman</i>)	9/9	N/A	N/A	N/A
Cheng Pik Ho Liza (<i>Chief Executive Officer</i>)	9/9	N/A	1/1	2/2
Ngok Ming Chu	9/9	N/A	N/A	N/A
Hung Hin Kit	9/9	N/A	N/A	N/A
Independent Non-executive Directors				
Lau Siu Ki	9/9	3/3	1/1	2/2
Lee Kwan Hung	9/9	3/3	1/1	2/2
Lee T. S.	9/9	3/3	1/1	2/2
Average Attendance Rate	100%	100%	100%	100%

Directors' and Officers' Liability Insurance

The Company has subscribed an insurance policy since December 2006 with an aim to indemnify its Directors and senior executives from any losses, claims, damages, liabilities and expenses arising from, including but not limited to, any proceedings brought against them during the performance of their duties pursuant to their respective service agreements entered into with the Company.

Securities Transactions by Directors

Pursuant to a resolution passed by the Directors on 25 November 2006, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") (with certain modifications but on terms no less exacting than the standard set out in the Model Code) as set out in Appendix 10 to the Listing Rules as its own code ("Securities Dealing Code") to regulate the securities dealings by all the Directors and relevant employees of the Group. In line with the amendments in Appendix 10 to the Listing Rules which became effective in early 2009, the Securities Dealing Code had been updated accordingly and endorsed by the Board during the Review Period.

The Company made specific enquiry of all the Directors who confirmed that they complied with the required standard set out in the Securities Dealing Code during the Review Period.

Procedure for Seeking Independent Professional Advice by Directors

There is a written procedure agreed by the Board to enable Directors, upon reasonable request, to seek and be provided with independent professional advice in appropriate circumstances, at the Company's expense in order to assist them to discharge their duties to the Company.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

FUNCTIONS OF THE BOARD

Distinctive Roles of the Chairman and the Chief Executive Officer

To avoid concentration of power in any one individual, a clear division of responsibilities between the Chairman and the Chief Executive Officer is crucial to the effective running of the Board and the day-to-day management of the Group's businesses. The positions of the Chairman and the Chief Executive Officer of the Company are held by two different Executive Directors namely, Mr. Cheng Man Tai and Ms. Cheng Pik Ho Liza respectively. Their roles and duties are segregated, with a clear division of responsibilities. Mr. Cheng Man Tai, the Chairman, is to provide leadership for the Board and ensure that the Board works effectively while Ms. Cheng Pik Ho Liza, the Chief Executive Officer, is answerable to the Board for the operations of the Group. Mr. Cheng is the father of Ms. Cheng.

Distinctive Roles of the Board and the Management

While at all times the Board retains full responsibility for guiding and monitoring the operations of the Group, in discharging its duties, certain responsibilities are delegated to:

- the standing Board committees of the Company namely: the Audit Committee, the Nomination Committee and the Remuneration Committee. Each committee's constitution, powers and duties are clearly defined by its terms of reference, and the committees are accountable to the Board. Ad hoc Board committees may also be established as required from time to time by the Board;
- the Chief Executive Officer, being delegated with the day-to-day management of the businesses of the Group, is accountable to the Board; and
- the senior management team of the Group, being delegated with the responsibilities to deal with daily operational functions, is answerable to the Executive Directors.

The Board believes that effective delegation of authority can ensure that the Board is provided with sufficient and timely information of the Group's businesses which is, in particular, relevant to the Group's performance, financial position and operating results, in order that the Board is able to make an informed assessment of matters put before the Board for approval. During the Review Period, each Executive Director had frequent meetings with operational managers in order to maintain an effective feedback system and enable the Company to react to changes or problems quickly and effectively.

The functions reserved to the Board are formalized in writing and include:

- any matters relating to the formulation of the Company's strategy and direction;
- any matters relating to financial controls, compliance and risk management;
- any changes in corporate structure such as the changes relating to the Company's capital structure, including reduction of share capital, share buy-back or issue of new securities;
- major appointments such as appointments to the Board, after taking into account the recommendations of the Nomination Committee; the appointment of the Chairman and the Chief Executive Officer; recommendations to the shareholders on the appointment or removal of external auditors after taking into consideration the recommendations of the Audit Committee; and the appointment or removal of the Chief Financial Officer and the Company Secretary; and
- any matters determined by the Board to be material, including dividend policy, significant changes in accounting policies, material contracts, major financing arrangements and major investments.

The Board regularly reviews its arrangement for delegation of authority to ensure that such delegation is appropriate in view of the Company's prevailing circumstances and that appropriate reporting systems are in place.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

AUDIT COMMITTEE

At present, the Audit Committee consists of three Independent Non-executive Directors namely:

Mr. Lau Siu Ki (*Chairman*)
Mr. Lee Kwan Hung
Prof. Lee T. S.

Members of the Audit Committee are appointed by the Board amongst the Independent Non-executive Directors only and the committee consists of not less than three members. The Board considers that each Audit Committee member has broad commercial experience and together form a suitable mix of expertise in the legal and accounting fields and that the composition and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules. The Board, after consultation with the chairman of the Audit Committee, provides sufficient resources to the Audit Committee to enable it to discharge its duties.

The Audit Committee has the responsibilities and powers set forth in its terms of reference. To maintain its independence, the Audit Committee is required to have at least one meeting with the external auditors without the Executive Directors present within a financial year. The function of the committee is to provide assistance to the Board in fulfilling its oversight responsibilities to shareholders, potential shareholders, the investment community and other stakeholders relating to:

- the integrity of accounts and financial reporting process of the Company;
- the assessment of the external auditors' qualifications and independence; and
- the performance of the Company's internal audit function and the performance of the external auditors.

In line with the amendments to code provision C.3.3 of the CG Code which became effective on 1 January 2009, the terms of reference of the Audit Committee have been updated accordingly and are available for inspection on the Company's website at www.embryform.com.

During 2009, the Audit Committee held three meetings including one meeting with the external auditors without the Executive Directors and the management present. The record of attendance of individual Directors at the committee meetings is set out on page 24 of this annual report.

The following is a summary of the work performed by the Audit Committee during the Review Period:

- (i) review of the annual report and results announcement of the Company for the year ended 31 December 2008, with a recommendation to the Board for approval;
- (ii) review of the external auditors' independence and their report, with a recommendation to the Board for the re-appointment of the external auditors by the shareholders of the Company at its 2009 annual general meeting;
- (iii) review of continuing connected transactions;
- (iv) review of the interim report and results announcement of the Company for the six months ended 30 June 2009, with a recommendation to the Board for approval;
- (v) review of quarterly financial reports of the Company prepared by the Finance and Accounts Department;
- (vi) consideration of audit and non-audit services provided by the external auditors;
- (vii) review of the effectiveness of the system of internal control of the Company and its subsidiaries;

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

- (viii) review of periodic reports prepared by the Internal Audit Department;
- (ix) review of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (x) review of the report prepared by an independent accounting firm on the financial reporting, internal control and corporate governance processes of the Group; and
- (xi) review of the audit fees payable to the external auditors for the year ended 31 December 2009, with a recommendation to the Board for approval.

AUDITORS' REMUNERATION

The Audit Committee has reviewed the remuneration paid/payable to Messrs. Ernst & Young, the external auditors of the Company, for the following services provided during the Review Period:

Services Rendered	Remuneration Paid/Payable
Audit services	HK\$2,000,000
Non-audit services	HK\$789,000
Total:	<u>HK\$2,789,000</u>

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditors is reasonable. There was no major disagreement between the auditors and the management of the Company during the Review Period.

NOMINATION COMMITTEE

The Company has established a Nomination Committee with written terms of reference. At present, the Nomination Committee has four members comprising one Executive Director and three Independent Non-executive Directors:

Ms. Cheng Pik Ho Liza (*Chairman*)
 Mr. Lau Siu Ki
 Mr. Lee Kwan Hung
 Prof. Lee T. S.

Members of the Nomination Committee are appointed by the Board and the committee consists of a majority of Independent Non-executive Directors. The main functions of the Nomination Committee are to review the structure, size and composition of the Board, to identify individuals who are suitably qualified to become Directors, and to assess the independence of the Independent Non-executive Directors. After considering the independence and qualifications of nominees, the Nomination Committee makes recommendations to the Board so as to ensure that all nominations are fair and transparent. The Nomination Committee is also responsible for reviewing the succession planning of Directors, in particular the Chairman and the Chief Executive Officer. The Board, after consultation with the chairman of the Nomination Committee, provides sufficient resources to the Nomination Committee to enable it to discharge its duties.

The Nomination Committee met once in 2009 to assess the independence of the Independent Non-executive Directors and to make recommendations to the Board on the re-election of Directors. The record of attendance of individual Directors at the committee meeting is set out on page 24 of this annual report.

The terms of reference of the Nomination Committee are available for inspection on the Company's website at www.embryform.com.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

REMUNERATION COMMITTEE

The Company has established a Remuneration Committee with written terms of reference. The Board has delegated authority to the Remuneration Committee to review and recommend to the Board the compensation scheme of the Company's Directors and senior management.

The Remuneration Committee at present has four members comprising one Executive Director and three Independent Non-executive Directors, namely:

Ms. Cheng Pik Ho Liza (*Chairman*)
Mr. Lau Siu Ki
Mr. Lee Kwan Hung
Prof. Lee T. S.

The main function of the Remuneration Committee is to assist the Board in establishing a formal and transparent procedure for setting policy on Executive Directors' remuneration and for fixing the remuneration packages for all Directors. The Board, after consultation with the chairman of the Remuneration Committee, provides sufficient resources to the Remuneration Committee to enable it to discharge its duties.

In recommending the remuneration of the Directors, the Remuneration Committee makes reference to companies of comparable business or scale, and the nature and volume of work in order to compensate the Directors reasonably for their time and efforts spent. The Remuneration Committee regularly reviews and makes recommendations to the Board on the remuneration of the Directors and senior management.

The Remuneration Committee met twice in 2009. The record of attendance of individual Directors at the committee meetings is set out on page 24 of this annual report.

The following is a summary of the work performed by the Remuneration Committee during the Review Period:

- (i) review of the salaries of Executive Directors, staff in Hong Kong and senior management staff in China, with a recommendation to the Board for approval;
- (ii) consideration of the payment of a discretionary management bonus to the Executive Directors in respect of the final results of the Company for the year ended 31 December 2008, with a recommendation to the Board for approval;
- (iii) review of the new service agreements between the Company and the Executive Directors, with a recommendation to the Board for approval;
- (iv) review of the revised terms of reference of the Remuneration Committee, with a recommendation to the Board for approval; and
- (v) consideration of the payment of bonuses to the Executive Directors and senior management in respect of the interim results of the Company for the six months ended 30 June 2009, with a recommendation to the Board for approval.

The terms of reference of the Remuneration Committee are available for inspection on the Company's website at www.embryform.com.

CORPORATE GOVERNANCE REPORT *(CONTINUED)*

FINANCIAL REPORTING

The Board acknowledges its responsibility for the preparation of the financial statements for each financial period, which shall give a true and fair view of the state of affairs of the Company. During the Review Period, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis.

All the Directors acknowledged their responsibility for preparing the financial statements of the Company for the year ended 31 December 2009.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on pages 76 to 77.

The Company announces its interim and annual results as soon as reasonably practicable after the end of the relevant financial period and the financial year respectively pursuant to the requirements of the Listing Rules, disclosing all such information as would enable the Company's shareholders to assess the performance, financial position and prospects of the Company.

INTERNAL CONTROL

The Board is responsible for the internal controls of the Group and reviewing their effectiveness. The Board acknowledges that the objectives of internal control are to safeguard the Company's assets against unauthorised use or disposition and to ensure that the Company's accounting records are properly maintained and all the financial information is accurate and reliable.

During the Review Period, the Board appointed an independent accounting firm to conduct an application controls review over the Group's ERP system in respect of the revenue, expenditures, inventory and information technology cycles. The findings and recommendations have been reviewed by the members of the Audit Committee and the Board who are of the view that the internal control system of the Group has been established without the occurrence of any significant failure.

The Internal Audit Department of the Group continued to provide independent assurance to the Board and management on the adequacy and effectiveness of the internal controls for the Group during the Review Period. The Internal Audit Director reports directly to the Audit Committee.

The Board undertakes to periodically review the internal control and risk management systems of the Group to ensure their effectiveness and efficiency.

In compliance with the new code provision C.2.2 of the CG Code which became effective on 1 January 2009, the Board reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget during the Review Period and considered that the Group had adequate staff resources with the competence, qualifications and experience necessary for the effective performance of its accounting and financial reporting function.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

Since 2006, the Company has engaged a professional public relations consultancy firm to organise various investor relations programs (including regular briefing meetings with analysts) aiming at increasing the transparency of the Company, enhancing communication with shareholders and investors, increasing their understanding of and confidence in the Group's businesses. It also aims at promoting market recognition of and support to the Company.

The Company recognises the importance of maintaining on-going communications with its shareholders and encourages them to attend shareholders' meetings to stay informed of the Group's businesses and convey any concerns they may have to the Directors and senior management.

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 24 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2009 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 78 to 169.

An interim dividend of HK3 cents per ordinary share was paid on 8 October 2009. The directors recommend the payment of a final dividend of HK5 cents and a special dividend of HK2 cents per ordinary share in respect of the year, to shareholders on the register of members on 24 May 2010. Details are set out in note 15 to the financial statements.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years, prepared on the basis as set out herein, is set out below.

Results

	Year ended 31 December				
	2009	2008	2007	2006	2005
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
REVENUE	1,176,089	973,342	711,668	624,324	550,014
PROFIT BEFORE TAX	167,709	95,103	143,239	102,579	56,394
INCOME TAX EXPENSE	(53,521)	(23,120)	(20,723)	(19,974)	(10,717)
PROFIT FOR THE YEAR	114,188	71,983	122,516	82,605	45,677
Attributable to:					
Owners of the Company	114,188	71,983	122,516	81,105	44,431
Minority interests	–	–	–	1,500	1,246
	114,188	71,983	122,516	82,605	45,677

REPORT OF THE DIRECTORS *(CONTINUED)*

SUMMARY FINANCIAL INFORMATION *(continued)*

Assets, Liabilities and Minority Interests

	As at 31 December				
	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
TOTAL ASSETS	1,186,274	1,029,173	934,478	834,298	394,201
TOTAL LIABILITIES	(192,037)	(120,743)	(95,018)	(110,061)	(107,835)
MINORITY INTERESTS	—	—	—	—	(3,554)
	<u>994,237</u>	<u>908,430</u>	<u>839,460</u>	<u>724,237</u>	<u>282,812</u>

The summary of the consolidated results of the Group for the year ended 31 December 2005 and the assets, liabilities and minority interests as at 31 December 2005 has been extracted from the Company's listing prospectus dated 5 December 2006. Such summary was prepared as if the current structure of the Group has been in existence throughout these financial years. The consolidated results of the Group for the four years ended 31 December 2006, 2007, 2008 and 2009 and the consolidated assets and liabilities of the Group as at 31 December 2006, 2007, 2008 and 2009 are those set out in the audited financial statements.

The above summary does not form a part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Details of movements in the property, plant and equipment, and the investment property of the Group during the year are set out in notes 17 and 18 to the financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 30 and 31 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

REPORT OF THE DIRECTORS *(CONTINUED)*

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 32(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 December 2009, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to HK\$753,975,000, of which HK\$28,159,000 has been proposed as final and special dividends for the year after the reporting period. The amount of HK\$753,975,000 includes the Company's share premium account and contributed surplus of HK\$715,962,000 in aggregate at 31 December 2009, which may be distributed 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.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$2,336,000.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers and purchases from the five largest suppliers accounted for less than 30% of the total sales and purchases for the year, respectively.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The directors of the Company during the year were:

Executive directors

Mr. Cheng Man Tai (*Chairman*)
Ms. Cheng Pik Ho Liza (*Chief Executive Officer*)
Madam Ngok Ming Chu
Mr. Hung Hin Kit

Independent non-executive directors

Mr. Lau Siu Ki
Mr. Lee Kwan Hung
Prof. Lee T. S.

In accordance with article 108(A) of the Company's articles of association, Mr. Cheng Man Tai, Mr. Hung Hin Kit and Mr. Lee Kwan Hung will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T. S. pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), and as at the date of this report, still considers them to be independent.

REPORT OF THE DIRECTORS *(CONTINUED)*

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 19 to 20 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service agreement with the Company for a term of three years commencing on 1 December 2006 and the service agreements have been renewed for a term of three years commencing on 1 December 2009. Each of the independent non-executive directors has been appointed for a term of two years commencing on 25 November 2008.

Under the service agreements, after each complete year of service, the remuneration payable to each of the executive directors may, subject to the discretion of the Company's board of directors, be increased by not more than 10% and the executive directors are entitled to a discretionary management bonus provided that the total amount of bonuses payable to all the directors for that year shall not exceed 8% of the audited consolidated profit after tax of the Group.

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

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The Group's emolument policy is formulated based on the performance of individual employees and is reviewed regularly. Subject to the Group's profitability, the Group may also provide discretionary bonuses to its employees as an incentive for their contribution to the Group. The primary goal of the emolument policy with regard to the remuneration packages of the Group's executive directors is to enable the Group to retain and motivate executive directors by linking their compensation with performance as measured against corporate objectives achieved.

The principal elements of the Group's remuneration packages include basic salaries, discretionary bonuses and housing benefits.

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN CONTRACTS

Save for transactions as disclosed in note 13 to the financial statements, no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries and fellow subsidiaries was a party during the year.

REPORT OF THE DIRECTORS *(CONTINUED)*

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2009, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

Name	Capacity and nature of interest	Shares/equity derivatives	Number of shares/equity derivatives held	Percentage of the Company's issued share capital
Mr. Cheng Man Tai	Interest of controlled corporations	Ordinary shares <i>(Note 1)</i>	287,550,850	71.50
	Beneficial owner	Ordinary shares	2,276,500	0.57
	Beneficial owner	Share options <i>(Note 2)</i>	1,436,500	0.36
Ms. Cheng Pik Ho Liza	Beneficial owner	Ordinary shares	8,063,555	2.01
	Beneficial owner	Share options <i>(Note 2)</i>	1,250,000	0.31
Madam Ngok Ming Chu	Interest of controlled corporations	Ordinary shares <i>(Note 1)</i>	287,550,850	71.50
	Beneficial owner	Ordinary shares	536,500	0.13
	Beneficial owner	Share options <i>(Note 2)</i>	1,386,500	0.34
Mr. Hung Hin Kit	Beneficial owner	Ordinary shares	83,000	0.02
	Beneficial owner	Share options <i>(Note 2)</i>	1,249,000	0.31
Mr. Lau Siu Ki	Beneficial owner	Share options <i>(Note 2)</i>	768,000	0.19
Mr. Lee Kwan Hung	Beneficial owner	Share options <i>(Note 2)</i>	768,000	0.19
Prof. Lee T. S.	Beneficial owner	Share options <i>(Note 2)</i>	768,000	0.19

REPORT OF THE DIRECTORS *(CONTINUED)*

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

(continued)

Long positions in shares of an associated corporation:

Name	Name of associated corporation	Relationship with the Company	Shares/equity derivatives	Number of shares	Capacity and nature of interest	Percentage of the associated corporation's issued share capital
Mr. Cheng Man Tai	Harmonious World Limited ("Harmonious World")	Ultimate holding company	Ordinary shares	57.91 shares of US\$1 each	Directly beneficially owned	59.09
Madam Ngok Ming Chu	Harmonious World	Ultimate holding company	Ordinary shares	40.09 shares of US\$1 each	Directly beneficially owned	40.91

Notes:

- These shares are held as to 286,279,660 shares by Harmonious World and as to 1,271,190 shares by Fairmout Investments Limited ("Fairmout Investments"). Harmonious World is owned as to 59.09% by Mr. Cheng Man Tai and as to 40.91% by Madam Ngok Ming Chu. Fairmout Investments is owned as to 50% by Mr. Cheng Man Tai and as to 50% by Madam Ngok Ming Chu.
- These represent the number of shares which will be allotted and issued to the respective directors upon the exercise of the share options granted to each of them under the pre-initial public offering share option scheme adopted on 25 November 2006 (the "Pre-IPO Share Option Scheme") and the share option scheme adopted on 18 December 2006 (the "Share Option Scheme").

Save as disclosed above, as at 31 December 2009, none of the directors had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section "Directors' interests and short positions in shares and underlying shares" above and in the section "Share option schemes" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

REPORT OF THE DIRECTORS *(CONTINUED)*

SHARE OPTION SCHEMES

The Company adopted the Pre-IPO Share Option Scheme and the Share Option Scheme. Details of these schemes are set out in note 31 to the financial statements.

Details of the share option movements during the year are separately disclosed in note 31 to the financial statements.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2009, the following interests of 5% or more of the issued share capital of the Company (other than the interests of the directors of the Company as disclosed above) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions:

Name	Capacity and nature of interest <i>(Note)</i>	Number of ordinary shares held	Percentage of the Company's issued share capital
Harmonious World	Directly beneficially owned	286,279,660	71.19
FIL Limited (formerly known as "Fidelity International Limited")	Investment manager	28,729,000	7.14

Note: The relationship between Harmonious World and Mr. Cheng Man Tai and Madam Ngok Ming Chu is disclosed under the heading "Directors' interests and short positions in shares and underlying shares" above.

Save as disclosed above, as at 31 December 2009, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

REPORT OF THE DIRECTORS *(CONTINUED)*

CONTINUING CONNECTED TRANSACTIONS

During the year, the Group had the following continuing connected transactions, details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

(1) Purchase of furniture

Certain subsidiaries of the Group had entered into services agreements with related companies controlled by a son of a director of the Company, pursuant to which these subsidiaries of the Group agreed to purchase furniture for their counters and shops from the related companies. These services agreements expired on 31 December 2008 and the Company therefore entered into a new services agreement (the "2009 Agreement") with the related companies in 2008. Under the 2009 Agreement, the Group agreed to purchase furniture from the related companies for a period of three years starting from 1 January 2009. The Company sought the approval of its independent shareholders to approve the continuing connected transactions to be carried out by the Group under the 2009 Agreement subject to the annual cap amounts as set out in the announcement of the Company dated 6 November 2008. Such approval was granted by the independent shareholders at the extraordinary general meeting on 19 December 2008.

(2) Lease of industrial complex

On 27 November 2007, a subsidiary of the Company had entered into a tenancy agreement with the related company controlled by a director of the Company and two sons of a director of the Company in relation to the lease of an industrial complex in Changzhou for a period of three years starting from 1 January 2008. The continuing connected transaction would only be subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirement under the Listing Rules.

(3) Lease of warehouse

A subsidiary of the Company has been leasing a warehouse in Hong Kong from a director of the Company. The continuing connected transaction would only be subject to the disclosure requirements of the Listing Rules.

Details of these continuing connected transactions of the Group are set out in notes 13(a)(i), (ii) and (iii) to the financial statements.

Pursuant to Rule 14A.37 of the Listing Rules, the independent non-executive directors have reviewed these continuing connected transactions and confirmed that these continuing connected transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and
- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The amounts in respect of the continuing connected transactions mentioned above during the year under review have not exceeded the annual cap, where appropriate, for the transactions.

REPORT OF THE DIRECTORS *(CONTINUED)*

CONTINUING CONNECTED TRANSACTIONS *(continued)*

In respect of the continuing connected transactions mentioned above, the directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the year under review.

The Company has also received a letter from the auditors in respect of the transactions stating that:

- (1) the transactions have received the approval of the Company's board of directors;
- (2) the transactions have been entered into and conducted in accordance with the relevant agreements governing the transactions; and
- (3) the annual amounts of the transactions have not exceeded the cap, where appropriate, disclosed in the announcements of the Company dated 6 November 2008 and 27 November 2007.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group are set out in note 38 to the financial statements.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Cheng Man Tai

Chairman

Hong Kong, 31 March 2010

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



To the shareholders of Embry Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements of Embry Holdings Limited set out on pages 78 to 169, which comprise the consolidated and company statements of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

致：安莉芳控股有限公司全體股東

(於開曼群島註冊成立的有限公司)

本核數師已審核列載於第78至169頁安莉芳控股有限公司的財務報表，此財務報表包括於二零零九年十二月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會所頒佈的香港財務報告準則及按照香港公司條例的披露規定編製真實而公平的財務報表。這責任包括設計、實施及維護與編製真實而公平財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用合適的會計政策；及按情況而作出合理的會計估計。

核數師的責任

本核數師的責任是根據本核數師審核工作的結果對該等財務報表作出意見，並僅向全體股東報告，除此之外本報告別無其他目的。本核數師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。

本核數師已根據香港會計師公會頒佈的香港審計準則進行審核工作。這些準則要求本核數師遵守道德規範，並規劃及執行審核工作，以合理確定該等財務報表是否不存有任何重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT (CONTINUED)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITY (continued)

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

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

OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
18th Floor
Two International Finance Centre
8 Finance Street, Central

Hong Kong, 31 March 2010

核數師的責任(續)

審核工作包括進行若干程序以獲取有關財務報表所載金額及披露資料的審核憑證。所採用的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。本核數師在評估該等風險時，會考慮與該公司編製真實而公平的財務報表的相關內部控制，以設計合適的審核程序，而並非為對公司的內部控制的效能發表意見。審核工作亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

本核數師相信，本核數師所獲得的審核憑證是充足和適當地為本核數師的審核意見提供基礎。

意見

本核數師認為，該等財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零九年十二月三十一日的財務狀況及貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

安永會計師事務所

執業會計師
中環金融街8號
國際金融中心2期
18樓

香港，二零一零年三月三十一日

CONSOLIDATED INCOME STATEMENT

綜合收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
REVENUE	收益	5	1,176,089	973,342
Cost of sales	銷售成本		(234,900)	(208,321)
Gross profit	毛利		941,189	765,021
Other income and gains	其他收入及收益	6	9,277	18,752
Selling and distribution expenses	銷售及分銷開支		(654,627)	(569,563)
Administrative expenses	行政開支		(125,084)	(116,385)
Other expenses	其他開支	7	(3,046)	(2,720)
Finance costs	融資成本	8	-	(2)
PROFIT BEFORE TAX	除稅前溢利	9	167,709	95,103
Income tax expense	所得稅開支	12	(53,521)	(23,120)
PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔 年度溢利	14	114,188	71,983
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人 應佔每股盈利	16		
- Basic (HK cents)	- 基本 (港仙)		28.44	17.95
- Diluted (HK cents)	- 攤薄 (港仙)		27.94	17.83

Details of the dividends are disclosed in note 15 to the financial statements.

股息的詳情載於財務報表附註15。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit for the year	年度溢利	114,188	71,983
Other comprehensive income:	其他全面收入：		
Exchange differences arising on translation of foreign operations	折算境外營運所產生之匯兌差額	1,060	24,304
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔年度全面收入總額	115,248	96,287

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	203,519	205,200
Investment property	投資物業	18	32,000	30,000
Prepaid land lease payments	預付土地租賃款項	19	3,781	3,863
Deferred tax asset	遞延稅項資產	29	2,609	3,361
Deposits	按金	22	238,078	455
Total non-current assets	非流動資產總值		479,987	242,879
CURRENT ASSETS	流動資產			
Inventories	存貨	20	345,556	360,342
Trade receivables	應收貿易賬款	21	48,228	41,703
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	23,546	24,735
Financial assets at fair value through profit or loss	透過損益賬以公平值列賬之金融資產	23	-	23,014
Cash and cash equivalents	現金及現金等價物	25	288,957	336,500
Total current assets	流動資產總值		706,287	786,294
CURRENT LIABILITIES	流動負債			
Trade and bills payables	應付貿易賬款及應付票據	26	36,823	33,021
Tax payable	應付稅項		17,996	11,425
Other payables and accruals	其他應付款項及應計款項	27	97,126	64,937
Total current liabilities	流動負債總值		151,945	109,383
NET CURRENT ASSETS	流動資產淨值		554,342	676,911
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,034,329	919,790
NON-CURRENT LIABILITIES	非流動負債			
Deferred liabilities	遞延負債	28	4,155	4,838
Deferred tax liabilities	遞延稅項負債	29	14,801	6,522
Other payables	其他應付款項	27	21,136	-
Total non-current liabilities	非流動負債總值		40,092	11,360
Net assets	資產淨值		994,237	908,430

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人 應佔權益			
Issued capital	已發行股本	30	4,021	4,011
Reserves	儲備	32(a)	990,216	904,419
Total equity	總權益		994,237	908,430

Cheng Man Tai

鄭敏泰

Director

董事

Cheng Pik Ho Liza

鄭碧浩

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Enterprise expansion and										
		Share	Asset	statutory	Exchange	Share				Total	Total	
		Issued	premium	Contributed	revaluation	reserve	fluctuation	Goodwill	option	Retained	Total	Total
		capital	account	surplus	reserve	funds	reserve	reserve	reserve	profits	reserves	equity
					資產重估	企業發展及	匯兌波動	商譽儲備	購股權	保留溢利	總儲備	總權益
		已發行股本	股份溢價賬	實繳盈餘	儲備	法定儲備金	儲備	商譽儲備	儲備	保留溢利	總儲備	總權益
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 32(a))		(note 32(a))		(note 32(a))				
				(附註32(a))		(附註32(a))		(附註32(a))				
At 1 January 2008	於二零零八年一月一日	4,003	329,240	122,610	2,539	11,768	26,474	(3,168)	5,369	340,625	835,457	839,460
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	71,983	71,983	71,983
Exchange differences arising on translation of foreign operations	折算境外營運所產生之匯兌差額	-	-	-	-	-	24,304	-	-	-	24,304	24,304
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	24,304	-	-	71,983	96,287	96,287
Issue of shares	發行股份	30(a)	8	2,337	-	-	-	-	(868)	-	1,469	1,477
Equity-settled share option arrangements	以權益支付之購股權安排	31	-	-	-	-	-	-	3,229	-	3,229	3,229
Share options lapsed	購股權失效		-	-	-	-	-	-	(1,034)	1,034	-	-
2007 final dividend declared and paid	宣派及支付二零零七年末期股息	15	-	-	-	-	-	-	-	(24,000)	(24,000)	(24,000)
2008 interim dividend	二零零八年中期股息	15	-	-	-	-	-	-	-	(8,023)	(8,023)	(8,023)
At 31 December 2008	於二零零八年十二月三十一日	4,011	331,577	122,610	2,539	11,768	50,778	(3,168)	6,696	381,619	904,419	908,430

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		167,709	95,103
Adjustments for:			
Finance costs	8	-	2
Interest income	6	(2,635)	(5,673)
Depreciation	9	21,939	23,621
Amortisation of prepaid land lease payments			
Loss on disposal/write-off of items of property, plant and equipment	9	82	60
Write-back of impairment allowance of trade receivables	9	710	65
Write-off of trade receivables	9	(228)	(730)
Provision for obsolete inventories, net	9	88	968
Fair value gains on financial assets at fair value through profit or loss	9	18,817	9,234
Changes in fair value of an investment property	9	(135)	(283)
Equity-settled share option expenses	31	(2,000)	1,000
		4,987	3,229
		209,334	126,596
Increase in inventories		(4,031)	(73,617)
Increase in trade receivables		(6,385)	(10,029)
Decrease/(increase) in prepayments, deposits and other receivables	33	782	(7,766)
Decrease/(increase) in financial assets at fair value through profit or loss		23,149	(22,731)
Increase in trade and bills payables			
Increase in other payables and accruals	33	3,802	179
Increase/(decrease) in deferred liabilities		53,325	31,205
		(683)	1,450
Cash generated from operations		279,293	45,287
Hong Kong profits tax refunded/(paid)		1,218	(2,525)
Overseas tax paid		(39,137)	(12,145)
Net cash flows from operating activities		241,374	30,617
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		2,758	9,244
Purchases of items of property, plant and equipment	17	(21,163)	(59,220)
Deposit paid for acquisition of a property in Shanghai	22	(216,271)	-
Deposit paid for the land use rights in Shandong	22	(21,068)	-
Proceeds from disposal of items of property, plant and equipment		195	-
Decrease in an amount due from a related company	13(b)	-	22,400
Decrease in non-pledged time deposits with original maturity of more than three months when acquired	25	11,364	88,636
Net cash flows from/(used in) investing activities		(244,185)	61,060

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

Year ended 31 December 2009 截至二零零九年十二月三十一日止年度

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Proceeds from issue of shares	股份發行所得款項 30	1,691	1,477
Dividends paid	已付股息 15	(36,119)	(32,023)
Interest paid	已付利息	-	(2)
Net cash flows used in financing activities	融資活動之現金流出淨額	(34,428)	(30,548)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之 增加/(減少), 淨額	(37,239)	61,129
Cash and cash equivalents at beginning of year	年初之現金及 現金等價物	325,136	249,247
Effect of foreign exchange rate changes, net	匯率變動之影響, 淨額	1,060	14,760
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及 現金等價物	288,957	325,136
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘 之分析		
Cash and bank balances	現金及銀行結餘	288,957	217,585
Non-pledged time deposits with original maturity of less than three months when acquired	於購入時原到期日為 三個月內之無抵押定期存款	-	107,551
Non-pledged time deposits with original maturity of more than three months when acquired	於購入時原到期日為多於 三個月之無抵押定期存款	-	11,364
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表載列之現金及 現金等價物 25	288,957	336,500
Less: non-pledged time deposits with original maturity of more than three months when acquired	扣除: 於購入時原到期日為多於 三個月之無抵押 定期存款 25	-	11,364
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表載列之現金及 現金等價物	288,957	325,136

STATEMENT OF FINANCIAL POSITION

財務狀況表

31 December 2009 二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Interests in subsidiaries	於附屬公司之權益	24	669,284	708,732
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	22	152	148
Cash and cash equivalents	現金及現金等價物	25	105,848	53,276
Total current assets	流動資產總值		106,000	53,424
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付款項及應計款項	27	7,084	3,180
NET CURRENT ASSETS	流動資產淨值		98,916	50,244
Net assets	資產淨值		768,200	758,976
EQUITY	權益			
Issued capital	已發行股本	30	4,021	4,011
Reserves	儲備	32(b)	764,179	754,965
Total equity	總權益		768,200	758,976

Cheng Man Tai
鄭敏泰
Director
董事

Cheng Pik Ho Liza
鄭碧浩
Director
董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2009 二零零九年十二月三十一日

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 29 August 2006 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands and the principal place of business of the Company is located at 7th Floor, Wyler Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 24 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

The Company is a subsidiary of Harmonious World Limited ("Harmonious World"), a company incorporated in the British Virgin Islands (the "BVI"), and is considered by the directors as the Company's ultimate holding company.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the investment property and financial assets at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all amounts are rounded to the nearest thousand (HK\$'000) except where otherwise indicated.

1. 公司資料

本公司於二零零六年八月二十九日根據開曼群島第22章公司法(一九六一年法例三·經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。而本公司的主要營業地點為香港新界葵涌大連排道200號偉倫中心二期7樓。

本公司的主要業務為投資控股。有關附屬公司的主要業務詳情載於財務報表附註24。年內本集團的主要業務性質並無重大變動。

本公司為 Harmonious World Limited (「Harmonious World」) 的附屬公司，Harmonious World 於英屬處女群島 (「英屬處女群島」) 註冊成立，董事認為 Harmonious World 為本公司的最終控股公司。

2.1 呈列基準

該等財務報表根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例披露規定編製。該等財務報表根據歷史成本法編製，惟投資物業及透過損益賬以公平值列賬之金融資產則按其公平值計量。除另有指明外，該等財務報表以港元呈列，所有金額均調整至最接近千元(千港元)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation.

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 First-time Adoption of HKFRSs and HKAS 27 Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 Amendments	Amendments to HKFRS 2 Share-based Payment – Vesting Conditions and Cancellations
HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HKAS 1 (Revised)	Presentation of Financial Statements

2.1 呈列基準(續)

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零零九年十二月三十一日止年度的財務報表。附屬公司的業績自收購日期(即本集團取得控制權當日)起開始綜合,直至該等控制權失效為止。集團內的公司之間交易所產生的所有重大收入、開支、未變現收益及虧損及結餘已於綜合時對銷。

2.2 會計政策變動及披露

本集團於本年度財務報表首次採納以下新訂及經修訂之香港財務報告準則。

香港財務報告準則第1號修訂及香港會計準則第27號修訂	香港財務報告準則第1號首次採納香港財務報告準則修訂及香港會計準則第27號綜合及獨立呈報財務報表修訂 – 於子公司、共同控制實體或聯營公司投資之成本
香港財務報告準則第2號修訂	香港財務報告準則第2號以股份支付的支出 – 修訂歸屬條件及註銷
香港財務報告準則第7號修訂	香港財務報告準則第7號金融工具: 披露 – 修訂金融工具披露之改進
香港財務報告準則第8號	經營分部
香港會計準則第1號(修訂)	呈報財務報表

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

HKAS 18 Amendment*	Amendment to Appendix to HKAS 18 Revenue – Determining Whether an Entity is Acting as a Principal or as an Agent
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 Financial Instruments: Presentation and HKAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives and HKAS 39 Financial Instruments: Recognition and Measurement – Embedded Derivatives
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
HK(IFRIC)-Int 18	Transfers of Assets from Customers (adopted from 1 July 2009)

2.2 會計政策變動及披露(續)

香港會計準則 第18號修訂*	香港會計準則第18號 收益附錄－修訂 釐定一間實體為 委托人或 代理
香港會計準則 第23號(修訂)	借貸成本
香港會計準則 第32號修訂及香港 會計準則第1號 修訂	香港會計準則第32號 金融工具修訂： 呈列及香港會計 準則第1號呈列 財務報表－可認沽 金融工具及清盤 產生之責任
香港(國際財務報告 詮釋委員會) －詮釋第9號及 香港會計準則 第39號修訂	香港(國際財務報告 詮釋委員會)－ 詮釋第9號重估 嵌入式衍生工具 修訂及香港會計 準則第39號 金融工具修訂： 確認及計量 －嵌入式衍生工具
香港(國際財務報告 詮釋委員會) －詮釋第13號	顧客忠誠計劃
香港(國際財務報告 詮釋委員會) －詮釋第15號	建造房地產之協議
香港(國際財務報告 詮釋委員會) －詮釋第16號	海外業務淨額投資之 對沖
香港(國際財務報告 詮釋委員會) －詮釋第18號	轉自顧客資產 (於二零零九年 七月一日起採納)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

Improvements to HKFRSs (October 2008)** Amendments to a number of HKFRSs

* Included in Improvements to HKFRSs 2009 (as issued in May 2009).

** The Group adopted all the improvements to HKFRSs issued in October 2008 except for the amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to sell the controlling interest in a subsidiary, which is effective for annual periods beginning on or after 1 July 2009.

Other than as further explained below regarding the impact of HKAS 1 (Revised), the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

HKAS 1 (Revised) introduces changes in the presentation and disclosures of financial statements. The revised standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, this standard introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group has elected to present two statements.

2.2 會計政策變動及披露(續)

香港財務報告準則之改進 (二零零八年十月)** 修訂若干香港財務報告準則

* 包括於香港財務報告準則2009之改進(於二零零九年五月發佈)

** 本集團採納於二零零八年十月發佈之香港財務報告準則之全部改進，惟於二零零九年七月一日或之後起之年度期間生效之香港財務報告準則第5號持有作銷售及非持續業務之非流動資產—計劃銷售一間附屬公司之控制權益之修訂除外

除以下有關香港會計準則第1號(修訂)之影響須進一步解釋外，採納此等新訂及經修訂香港財務報告準則並無對此等財務報表構成重大財務影響，及並無對此等財務報表所應用之會計政策造成重大變動。

香港會計準則第1號(修訂)加入數項與呈報及披露財務報表之變動。該經修訂準則區分擁有人及非擁有人之權益變動。權益變動表僅包括與擁有人進行之交易詳情，而所有非擁有人權益變動將獨立呈報。此外，該準則引入全面收益表，可選擇於單一報表或兩份相連報表中呈報於損益所有已確認收入及開支項目，連同所有其他直接於權益確認之已確認收支項目。本集團選擇呈列兩份報表。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective for the accounting year ended 31 December 2009, in these financial statements.

HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards
HKFRS 1 Amendments	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters
HKFRS 1 Amendment	Amendment to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HKFRS 2 Amendments	Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised)	Business Combinations
HKFRS 9	Financial Instruments
HKAS 24 (Revised)	Related Party Disclosures
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 32 Amendment	Amendment to HKAS 32 Financial Instruments: Presentation – Classification of Rights Issues

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並未在財務報表應用下列已頒佈但於截至二零零九年十二月三十一日止會計年度尚未生效的新頒佈及經修訂香港財務報告準則。

香港財務報告準則第1號(修訂)	首次採納香港財務報告準則
香港財務報告準則第1號修訂	香港財務報告準則第1號首次採納香港財務報告準則—修訂首次採納者的額外豁免
香港財務報告準則第1號修訂	香港財務報告準則第1號首次採納香港財務報告準則—修訂香港財務報告準則第7號首次採納者披露比較數字之有限度豁免
香港財務報告準則第2號修訂	香港財務報告準則第2號以股份支付的支出一修訂集團以現金結算以股份為基礎的付款交易
香港財務報告準則第3號(修訂)	業務合併
香港財務報告準則第9號	金融工具
香港會計準則第24號(修訂)	關連人士披露
香港會計準則第27號(修訂)	綜合及獨立財務報表
香港會計準則第32號修訂	香港會計準則第32號金融工具修訂：呈列—供股的分類

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKAS 39 Amendment	Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 Prepayments of a Minimum Funding Requirement
HK(IFRIC)-Int 17	Distributions of Non-cash Assets to Owners
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments
Amendments to HKFRS 5 included in Improvements to HKFRSs issued in October 2008	Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary
HK Interpretation 4 (Revised in December 2009)	Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases
Improvements to HKFRSs 2009	Amendments to a number of HKFRSs

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.3 已頒佈但尚未生效的香港財務報告準則 (續)

香港會計準則 第39號修訂	香港會計準則 第39號 金融工具修訂： 確認及計量 —合資格對沖 項目
香港(國際財務報告 詮釋委員會)— 詮釋第14號修訂	香港(國際財務報告 詮釋委員會)— 詮釋第14號 預付最低資金 需求修訂
香港(國際財務報告 詮釋委員會)— 詮釋第17號	向擁有人分派 非現金資產
香港(國際財務報告 詮釋委員會)— 詮釋第19號	以股本工具抵銷金 融負債
於二零零八年十月 發佈之香港財務 報告準則修訂中 香港財務報告準則 第5號之修訂	香港財務報告準則 第5號持有作 銷售及非持續 業務之非流動 資產—修訂計劃 銷售一間附屬 公司之控制權益
香港詮釋第4號 (於二零零九年 十二月修訂)	租賃—就香港土地 租賃釐定租賃 期限
對二零零九年香港 財務報告準則 之改進	多項香港財務報告 準則修訂

本集團正在評估該等新訂及修訂的香港財務報告準則對初始應用期間的影響。至今，本集團認為，該等新訂及修訂的香港財務報告準則應不會對本集團的經營業績和財務狀況造成重大影響。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the cost of the business combination over the Group's interest in the net fair value of the acquirees' identifiable assets, and liabilities and contingent liabilities assumed as at the date of acquisition. Goodwill arising on the acquisition of subsidiaries is recognised in the consolidated statement of financial position as an asset.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units expected to benefit from the combination's synergies. Impairment is determined by assessing the recoverable amount of the cash-generating unit, to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised.

An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured on the basis of the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要 附屬公司

附屬公司指本公司直接或間接控制其財務及營運政策，藉以從其業務獲益之實體。

附屬公司之業績按已收及應收股息計入本公司之收益表。本公司於附屬公司之權益按成本減任何減值虧損入賬。

商譽

收購附屬公司而產生之商譽代表業務合併成本超出本集團於收購日期獲得之可識別資產、負債和或然負債之公平淨值中分佔之權益之部分。收購附屬公司產生之商譽於綜合財務狀況表確認為資產。

商譽於首次確認後按照成本減去任何累計減值虧損進行計算。每年對商譽進行檢查以確定減值情況，如果有事件或情況變化顯示賬面值有可能發生減值，須進行更為頻繁之檢查。

於收購日，獲得之任何商譽被分配給每個預計將從合併所產生之協同效益中獲益之創現單位。減值通過評估與商譽相關之創現單位之可收回金額確定。如果創現單位之可收回金額低於賬面值，則會確認減值虧損。

商譽之已確認減值虧損不會於往後期間撥回。

如果商譽是某個創現單位之組成部分並且是被出售之創現單位內之業務之組成部分，則在確定出售該業務之收益或虧損時，與所出售之業務相關之商譽被包含於該業務之賬面值內。在此情況出售之商譽根據所出售之業務之相對價值和創現單位之保留部份進行計算。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Goodwill (continued)

Goodwill previously eliminated against the consolidated reserves

Goodwill arising on acquisitions before 1 January 2001 was eliminated against the consolidated goodwill reserve in the year of acquisition. The Group applied the transitional provisions of HKFRS 3 that permitted such goodwill to remain eliminated against the consolidated goodwill reserve and that required such goodwill not to be recognised in the consolidated income statement when the Group disposes of all or part of the business to which that goodwill relates or when a cash-generating unit to which the goodwill relates becomes impaired.

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its holding company;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

2.4 主要會計政策概要(續)

商譽(續)

先前與綜合儲備抵銷之商譽

二零零一年一月一日前因收購產生之商譽乃與收購年度之綜合商譽儲備抵銷。本集團採用香港財務報告準則第3號之過渡規定，該規定允許商譽繼續與綜合商譽儲備抵銷，而當本集團出售與上述商譽有關之全部或部份業務，又或與上述商譽有關之創現單位出現減值時，有關商譽將不會於綜合收益表確認。

關連人士

在下列情況下，關連人士將被視為與本集團有關連：

- (a) 有關人士直接或透過一名或多名中介人間接：(i)控制本集團或受本集團控制或與本集團受共同控制；(ii)擁有本公司之權益，並可對本集團發揮重大影響力；或(iii)與他人共同擁有本集團之控制權；
- (b) 有關人士是聯繫人；
- (c) 有關人士是共同控制實體；
- (d) 有關人士是本集團或其控股公司之主要管理人員；
- (e) 有關人士是(a)或(d)項所述任何人士之直系親屬；
- (f) 有關人士是直接或間接受(d)或(e)項所述之任何人士所控制、共同控制或重大影響，或由其擁有重大投票權而受重大影響之實體；或
- (g) 有關人士是為本集團僱員或屬於本集團關連人士之實體之僱員福利而設之離職後福利計劃。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, the investment property and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要(續)

非金融資產(商譽除外)減值

倘有跡象顯示資產出現減值，或須對資產進行年度減值測試(存貨、金融資產、投資物業及商譽除外)，則會估計該項資產之可收回金額。資產之可收回金額為資產或創現單位之使用價值或其公平值減出售成本之較高者，並就個別資產釐定，惟該項資產並無產生大部分獨立於其他資產或其他組別資產之現金流入則除外，在此情況，就該項資產所屬之創現單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以反映當時市場對貨幣時間價值之估計及該項資產之特有風險之除稅前折現率折減至現值。減值虧損於產生期間自收益表扣除，惟倘該資產按重估金額列賬，則減值虧損會根據該重估資產之有關會計政策列賬。

於各報告期間結算日，均會評估是否有跡象顯示過往已確認之減值虧損不再存在或可能減少。倘出現該跡象，則會估計可收回金額。過往確認之資產減值虧損(商譽及金融資產除外)僅於用於釐定該項資產之可收回金額所採用之估計出現變化時撥回，但有關金額不得超逾假設過往年度並無就該項資產確認減值虧損而應有之賬面值(已扣除任何折舊/攤銷)。撥回減值虧損於產生期間計入收益表，惟倘該資產按重估金額列賬，則減值虧損撥回會根據該重估資產之有關會計政策列賬。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of the reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land and buildings	Over the lease terms
Leasehold improvements	4.5% to 20%
Plant and machinery	10% to 20%
Furniture, fixtures and office equipment	10% to 20%
Motor vehicles	20% to 25%

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。

一項物業、廠房及設備之成本包括購買價及任何將資產達致其運作狀況與地點作擬定用途之直接成本。各項物業、廠房及設備投入運作後產生之開支(如維修及保養)一般於產生期間自收益表扣除。倘符合確認標準，一項主要視察之開支以替代方式於資產帳面值中資本化列賬，物業、廠房及設備之重要部分須不時替代，本集團確認該等部分為個別資產，具特別使用年限及折舊。

物業、廠房及設備之價值變動作為資產重估儲備之變動處理。倘若按每項資產為基準，儲備總額不足以彌補虧絀時，則多出之虧絀於收益表扣除。其後之重估盈餘乃計入收益表，惟以先前扣除之虧絀為限。出售重估資產時，資產重估儲備中就以往估值實現之部份乃轉入保留溢利，作為儲備之變動。

折舊按各項物業、廠房及設備之估計可使用年期以直線法計算，以撇銷成本至其剩餘價值。就此而言，所採用之主要年率如下：

租賃土地及樓宇	按租期
租賃物業裝修	4.5%—20%
廠房及機器	10%—20%
傢俬、裝置及辦公室設備	10%—20%
汽車	20%—25%

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Property, plant and equipment and depreciation

(continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant assets.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

Investment property

Investment property is an interest in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

倘某項物業、廠房及設備項目各部分之使用年限各有不同，該項目之成本乃按合理基準在各部分之間進行分配，而每部分則各自計算折舊。

剩餘價值、使用年限及折舊方法至少會於各財政年度年末進行檢討及調整(如適用)。

初步確認之物業、廠房及設備項目以及任何重要部分於出售時或預期日後不會因使用或出售而帶來經濟利益時停止確認。在停止確認該項資產之同一年度於收益表確認之出售或報廢之任何盈虧，為有關資產出售所得款項淨額與其賬面值之差額。

在建工程指興建中之樓宇，並以成本值減任何減值虧損列帳，且不予折舊。成本值包括建築期間之直接建築成本。在建工程於完成及投入服務時重新分類為合適類別之物業、廠房及設備或投資物業。

投資物業

投資物業乃土地及樓宇之權益。持有投資物業是為賺取租金收入及／或資本增值，而非用以生產或提供貨物或服務或作行政用途又或於日常業務中出售。如本集團以業主佔用物業形式而佔用之物業轉變為投資物業，本集團對該物業入賬時須根據於「物業、廠房及設備以及折舊」所述之政策計至更改用途之日，而於當日有關該物業之賬面值及公平值之差額作為重估，須根據於上文「物業、廠房及設備以及折舊」所述之政策入賬。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investment property (continued)

Gains or losses arising from changes in the fair value of an investment property are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and bank balances, trade and other receivables and quoted financial instruments.

2.4 主要會計政策概要(續)

投資物業(續)

投資物業公平值變更所帶來之溢利或虧損於產生年度計入收益表。

報廢或出售投資物業之任何溢利或虧損於報廢或出售之年度在收益表確認。

投資及其他金融資產

初步確認及計量

根據香港會計準則第39號所界定的金融資產分類為以公平值按損益列賬的金融資產、貸款及應收款項及可供出售金融資產，或分類為指定為有效對沖之對沖工具之衍生工具(視情況而定)。本集團將在初步認定後決定金融資產的分類。對於並非屬於以公平值按損益列賬的金融資產，在初始確認時以公平值加上交易的直接成本計量。

以正常方式購買及銷售金融資產均在交易日(即本集團承諾購買或出售資產當日)確認。以正常方式購買或銷售資產是指須按照市場規定或慣例通常訂立的期限內交付資產。

本集團之金融資產包括現金及銀行結餘、應收貿易賬款及其他應收賬款及上市金融工具。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value, recognised in the income statement. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

後續計量

金融資產的後續計量取決於其分類，如下：

透過損益賬以公平值列賬之金融資產

透過損益賬以公平值列賬之金融資產包括以交易為目的而持有金融資產及於首次確認時指定為透過損益賬以公平值列賬之金融資產。金融資產如以短期賣出為目的而購買，則分類為以交易為目的而持有的投資。該類別包括本集團訂立而未按香港會計準則第39號定義指定為對沖關係中之對沖工具的金融衍生工具。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作交易金融資產，惟獲指定為實際對沖工具則除外。透過損益賬以公平值列賬之金融資產按公平值及其變動於財務狀況表內入賬，其損益淨額於收益表內確認。該等公平值盈虧淨額並不包括該等金融資產所產生的任何股息，有關股息乃根據下文「收益確認」所載的政策予以確認。

本集團透過損益賬按公平值評估其金融資產(持有作買賣)以確定於近期銷售彼等之目的是否仍合適。倘由於不活躍市場本集團未能買賣該等金融資產及管理層於可預見未來銷售彼等之意向發生重大變動，本集團會選擇於罕有之情況下重新分類該等金融資產。透過損益賬以公平值列賬之金融資產重新分類為貸款及應收款項，可供銷售金融資產或持至到期之投資取決於資產性質。該評估不會影響於指定時按公平值選擇指定為透過損益賬以公平值列賬之任何金融資產。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments and other financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. The loss arising from impairment is recognised in the income statement in finance costs.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models or other valuation models.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement;
- and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

貸款及應收款項

貸款及應收款項指具有固定或可釐定付款額且非於活躍市場報價之非衍生金融資產。於首次計量後，該等資產採用實際利息法按攤銷成本計量，並扣除任何減值撥備。計算攤銷成本時亦會計及收購所產生之任何折讓或溢價，並包括作為實際利率之不可或缺之費用或成本。實際利率攤銷包含於收益表之財務收入。因減值而產生之虧損於收益表內確認為融資成本。

金融工具之公平值

於活躍市場進行買賣之金融工具於結算日營業時間結束時之公平值，乃經參考所報市場價格或交易商報價(好倉之出價及淡倉之賣價)釐定，且未就交易成本作任何扣減。至於並無活躍市場之金融工具，其公平值則會使用適當之估值方法釐定。該等方法包括使用近期經公平磋商之交易；參考另一項大致相同之工具之目前市價；貼現現金流量分析；及期權定價模式或其他估值模式。

解除確認金融資產

於下列情況時，金融資產(或(如適用)金融資產之一部分或一組類似金融資產之一部分)將解除確認：

- 自資產收取現金流量之權利已屆滿；
- 本集團已轉讓自資產取得現金流量之權利，或已根據「轉付」安排承擔於無重大延誤之情況下向第三方全額支付已收取現金流量之責任；
- 且(a)本集團已轉讓該資產之大部分風險及回報，或(b)本集團並無轉讓或保留該等資產之大部分風險及回報，惟已轉讓該資產之控制權。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Derecognition of financial assets (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangements, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability, the transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要(續)

撤銷確認金融資產(續)

當本集團已轉讓自一項資產收取現金流量的權利或已訂立「轉付」安排，並無轉讓或保留該資產之大部分風險及回報，亦無轉讓該資產之控制權，則該資產將按本集團繼續參與有關資產之程度確認。於此情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反應本集團已保留權利及責任之基準計量。

形式為就已轉讓資產作出之繼續參與，乃按該資產之原賬面值及本集團或須償還之代價金額上限(以較低者為準)計量。

金融資產之減值

本集團於各報告期間結算日評估是否有任何客觀證據顯示一項金融資產或一組金融資產出現減值。倘，且僅倘，有客觀證據顯示由於資產首次確認之後發生之一件或多件事項(已發生之「虧損事項」)而出現減值，且虧損事項已對金融資產或一組金融資產的估計未來現金流造成可合理估計之影響，則金融資產或一組金融資產被視為減值。減值跡象可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先對具個別重要性之金融資產進行個別評估，評估個別資產是否存在可觀減值證據，或對非具個別重要性之金融資產進行共同評估。倘本集團釐定經個別評估之金融資產(無論具有重要性與否)並無存在可觀減值證據，則會將該資產歸入一組具有類似信貸風險特性之金融資產內，然後共同評估減值。個別評估減值及為其確認或繼續確認減值虧損之資產，在共同評估減值時不會包括在內。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the income statement.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本列賬之金融資產(續)

倘有客觀證據顯示已出現減值虧損，則虧損金額按資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計量。估計未來現金流量之現值乃按金融資產之原實際利率貼現(即按初步確認計算之實際利率)。倘為浮息貸款，則計量任何減值虧損之貼現率為現時之實際利率。

資產之賬面值可直接或通過採用撥備賬項減少，虧損金額在收益表中確認。利息收入按減少後賬面值持續產生，且採用計量減值虧損時用以貼現未來現金流量之利率累計。倘預期並無日後可收回金額，且所有抵押已變現或轉撥至本集團，則借貸及應收款項連同相關撥備予以撇銷。

以後期間，倘若由於減值確認後發生一個事件估計減值虧損之數額增加或減少，則先前確認之減值虧損透過調整撥備賬項予以增加或減少。倘未來攤銷隨後可收回，收回款項計入收益報表之融資成本。

金融負債

初步確認及計量

屬於香港會計準則第39號範圍之金融負債按適用情況分類為透過損益賬以公平值列賬之金融負債、貸款及借貸，或分類為指定為有效對沖之對沖工具之衍生工具(按適用情況)。本集團於初步確認時釐定其金融負債之分類。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial liabilities (continued)

Initial recognition and measurement (continued)

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

2.4 主要會計政策概要(續)

金融負債(續)

初步確認及計量(續)

所有財務負債初始時按公平值確認，惟貸款及借款則加上直接應佔交易成本確認。

本集團的財務負債包括應付貿易款項。

後續計量

財務負債的後續計量取決於其分類，如下：

貸款及借款

於初始確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量，倘折現的影響並不重大，則按成本列賬。當撤銷確認負債及在實際利率法攤銷過程中，收益及虧損會於收益表確認。

攤銷成本計入於購買時產生的任何折現或溢價及作為構成有效利率整體部分的費用或成本。有效利率攤銷計入收益表中的融資成本。

撤銷確認金融負債

當負債項下之責任被解除或取消或屆滿，金融負債將被撤銷確認。

如現有金融負債由同一放債人明顯不同的條款大致上相異之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於收益表確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Inventories

Inventories are stated at the lower of cost and net realisable value after making due allowances for obsolete or slow moving items. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the leasehold land and buildings as a finance lease in property, plant and equipment.

2.4 主要會計政策概要(續)

存貨

存貨按成本與可變現淨值之較低者入賬，並就陳舊或滯銷項目作適當撥備。成本按加權平均法計算，如屬在製品及製成品，則包括直接物料、直接工資及適當比例之間接成本。可變現淨值按估計售價減任何估計完成及出售所需之成本計算。

租賃

凡資產擁有權之絕大部分回報及風險仍歸出租人所有之租約，均列作經營租約。倘本集團是出租人，則本集團根據經營租約出租之資產均計入非流動資產，而經營租約之應收租金則以直線法在租賃期內計入收益表。倘本集團是承租人，則經營租約之應付租金以直線法在租賃期內自收益表扣除。

將資產所有權(法定業權除外)之大部份報酬與風險轉讓至本集團之租約列為融資租約處理，而自融資租約開始時，租賃資產之原值按最低租約費用之現值撥充資本，並連同債務(不計利息)列賬，以反映購入及融資情況。以撥作資本之融資租約持有之資產列為物業、廠房及設備，並按資產之租賃期及估計可用年期(以較短者為準)攤銷。該等租約之融資成本於收益表內扣除，以按租期計算固定費用。

經營租約之預付土地租約付款初步按成本列賬，其後於租賃期內以直線法確認。倘租賃付款無法可靠地在土地及樓宇之間進行分配，所有租賃付款會作為物業、廠房及設備之融資租賃列作租賃土地及樓宇之成本。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Borrowing costs

Borrowing costs are expensed as incurred.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

2.4 主要會計政策概要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金與活期存款，以及可隨時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期之短期高流通性投資，減須於要求時償還之銀行透支並構成於本集團現金管理下一部份。

就財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，包括用途不受限制之定期存款。

借貸成本

借貸成本於產生時支銷。

撥備

當由於過往事件導致現時須承擔法律或推定責任而未來可能須流失資源以履行責任，且能可靠估計責任之數額，則會確認撥備。

倘若貼現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支在報告期間結算日之現值。隨時間流逝使貼現值增加之款項計入收益表之融資成本。

所得稅

所得稅包括即期及遞延稅項。與於損益表以外確認之項目有關之所得稅，於損益外確認，或確認為其他全面收益亦或直接確認為權益。

現時及過往期間的即期稅項資產及負債，按預期可從稅務機構收回或支付予稅務機構之金額、以報告期間結算日之前已實施或實質已實施之稅率(及稅法)、經考慮本集團業務所在國現行之詮釋及慣例而計量。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Income tax (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項乃使用負債法，就於報告期間結算日資產及負債之稅基與其作財務申報目的而言之賬面值之間之所有暫時性差異作出撥備。

遞延稅項負債就所有應課稅暫時差額確認，惟下列情況除外：

- 因業務合併以外之交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)下初步確認資產或負債所產生之遞延稅項負債；及
- 對附屬公司之投資相關之應課稅暫時差額而言，如暫時差額之撥回時間可予控制，且暫時差額不大可能在可預見將來撥回。

遞延稅項資產乃於可能取得應課稅溢利而可動用可扣稅暫時差額，以及未動用稅項抵免及未動用稅項虧損結轉可動用時，就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損結轉確認，惟下列情況除外：

- 遞延稅項資產涉及業務合併以外之交易(交易當時並無因而影響會計溢利或應課稅溢利或虧損者)下初步確認資產或負債所產生之可扣稅暫時差額；及
- 對附屬公司之投資相關之可扣稅暫時差額而言，僅於暫時差額可能在可預見將來撥回及有可能取得應課稅溢利而可動用暫時差額扣稅之情況下，遞延稅項資產方予確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (d) dividend income, where the shareholder's right to receive payment has been established.

2.4 主要會計政策概要(續)

所得稅(續)

於各報告期間結算日會檢討遞延稅項資產之賬面值，倘不再可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產扣稅，則會作出相應調減。尚未確認之遞延稅項資產，則會於各報告期間結算日重新評估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產扣稅時確認。

遞延稅項資產及負債乃根據預期於變現資產或清償債務期間適用之稅率計算，而該稅率乃基於報告期間結算日正式實施或實質採用之稅率(及稅法)釐定。

當存在可依法執行之權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及同一應課稅實體及同一稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

收益確認

當經濟利益有可能流入本集團和當收入能可靠地計量時，收益會按下列基準確認：

- (a) 銷售貨品所得之收益，於所有權之重大風險和回報已轉移至買方時確認，惟本集團對所售貨品必須不再享有通常與所有權相關之管理權，亦不得再有實際控制權；
- (b) 租金收入在租賃期內按時間比例確認；
- (c) 利息收入按應計基準以實際利率法利用將金融工具在預計可用年期期間估計在日後收取之現金貼現至金融資產賬面淨值之利率確認；及
- (d) 股息收入於確立股東收款權利時確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Government grants

Government grants, including a subsidy for the expenditure incurred in construction cost of infrastructure project, are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

研究及開發成本

所有研究成本均於產生時自收益表扣除。

開發新產品之項目開支將撥充資本，並僅於以下情況延遲入賬：本集團能表現出完成該無形資產之技術可行性，以供使用或銷售；表現其有意完成該項資產及其使用或出售該項資產之能力；顯示該項資產如何產生日後經濟利益；顯示其能夠提供完成有關項目之資源；及顯示其有能力於開發期間可靠計量開支。不符合上述標準之產品開發開支於產生時支銷。

政府補助

政府補助(包括有關基建項目建築成本所招致開支之補助)於可合理地確定將會收取補助及將符合所有附帶條件時按公平值確認。倘補助涉及開支項目，則會於相關期間確認為收入，使該補助有系統地對應其擬補助之成本入賬。倘補助與資產有關，其公平值從資產之賬面值中扣減並透過扣減之折舊開支而轉撥至收益表。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Employee benefits

Share-based payment transactions

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 31 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of award are met. In addition, an expense is recognised for any modification, that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

僱員福利

以股份支付的交易

本公司訂立購股權計劃，以向為本集團成功營運作出貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)以股份支付交易的形式收取酬金，據此僱員提供服務作為權益工具的代價(「以股份支付的交易」)。

僱員於二零零二年十一月七日後授予的以股份支付交易的成本乃參照該權益工具於授予日期的公平值計量。公平值由外聘估值師採用二項式模型釐定，有關詳情載於財務報表附註31。

權益支付交易的成本於表現及／或服務條件履行期間確認，同時相應增加權益。在歸屬日期之前於各報告期間結算日於權益支付交易所確認的累計開支反映歸屬期屆滿的程度及本集團認為對最終歸屬的權益工具數量的最佳估計。於期內綜合收益表扣除或計入的金額指於期初及期終確認的累計開支變動。

除須視乎市場有條件歸屬或非歸屬條件的權益支付交易外，對於最終未予歸屬的回報，則不確認任何開支。而對於須視乎市場或非歸屬條件歸屬的回報，在其他所有表現及／或服務條件都符合情況下，不管市場條件是否達到要求，都視作已歸屬。

於修訂權益支付回報的條款時，將會至少確認開支，猶如倘最初回報條款均得到滿足，有關條款並無作出修訂。此外，亦會就任何修訂確認開支，增加股份付款安排交易的總公平值，或於修訂當日計算時對僱員有利。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Employee benefits (continued)

Share-based payment transactions (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as an additional share dilution in the computation of earnings per share.

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal government. These subsidiaries are required to contribute certain percentages of its payroll costs to the central pension schemes. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension schemes.

2.4 主要會計政策概要(續)

僱員福利(續)

以股份支付的交易(續)

倘若註銷權益支付的回報，則會視作已於註銷當日歸屬，而任何未就回報確認的開支將立即確認。該報酬包括當非歸屬條件在本集團或僱員的控制下未能得到滿足時的報酬。然而，倘以新回報取代所註銷的回報，並於授出當日列作取代回報，則所註銷及新授出的回報將視作原有回報的修訂，有關詳情載於上段。任何權益支付交易回報的註銷均平等對待。

尚未行使購股權的攤薄影響列作計算每股盈利的額外股份攤薄。

退休福利計劃

本集團根據香港強制性公積金計劃條例為合資格參與定額供款強制性公積金退休福利計劃(「強積金計劃」)之僱員設立強積金計劃。供款乃按僱員基本薪金之某百分比計算，並根據強積金計劃之規則於應付時在收益表扣除。強積金計劃資產與本集團資產分開存放，由獨立管理之基金持有。本集團一經向強積金計劃供款，有關僱主供款即全數歸僱員所有。

本集團於中國大陸經營之附屬公司之僱員須參與地方市政府管理之中央退休金計劃。該等附屬公司須按其薪酬成本之若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃之規則應付時於收益表扣除。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 主要會計政策概要(續)

外幣

該等財務報表以港元(本公司之功能及呈列貨幣)呈列。本集團屬下各實體自行決定功能貨幣，而各實體財務報表內之項目均以該功能貨幣計算。外幣交易首先按交易日期本集團屬下各實體以其功能貨幣匯率入賬。於結算日以外幣為單位之貨幣資產與負債按報告期間結算日適用之功能貨幣匯率重新換算。所有差額列入收益表。根據外幣歷史成本計算之非貨幣項目按首次交易日期之匯率換算。根據外幣公平值計算之非貨幣項目按釐定公平值當日之匯率換算。

若干海外附屬公司之功能貨幣並非港元。於報告期間結算日，該等實體之資產及負債均按報告期間結算日之匯率換算為本公司之呈列貨幣，而該等公司之收益表按年內之加權平均匯率換算為港元。因此而產生之匯兌差額計入其他全面收入及於匯兌波動儲備累積。於出售境外營運時，就特定海外實體在其他全面收入的組成部分將於收益表確認。

就編製綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港元。海外附屬公司在年內產生之經常性現金流量會按該年度之加權平均匯率換算為港元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification between leasehold land element from leasehold land and buildings

The Group has determined that the carrying value of the land element of the leasehold land and buildings held in Hong Kong in relation to the value of the entire lease is insignificant and cannot be reliably allocated. Accordingly, the leasehold land and buildings held in Hong Kong has been treated as a single unit and accounted for under HKAS 16 Property, plant and equipment.

Operating lease commitments - Group as lessor

The Group has entered into a commercial property lease on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of this property which is leased out on an operating lease.

Estimation uncertainty

Estimation of fair value of an investment property

As described in note 18 to the financial statements, the investment property was revalued at the end of the reporting period on an open market value, existing state basis by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of each reporting period.

3. 主要會計判斷及估計

於編制本集團之財務報表時，管理層需對影響於報告期間結算日之收入、支出、資產及負債以及或然負債之申報數額之披露事項作出判斷、估計及假設。然而，該等假設及估計之不明朗因素可能導致需就日後受影響資產或負債之賬面值作出重大調整。

判斷

管理層於應用本集團之會計政策時已作出以下判斷(不包括涉及估計者)，對財務報表內確認之款項構成最重要影響者如下：

自租賃土地及樓宇重新分類租賃土地部分

本集團釐定於香港持有的租賃土地及樓宇內租賃土地部分的賬面值所佔整項租賃價值並不重大及不一定可靠地分配。因此，於香港持有的租賃土地及樓宇當作一個單位處理，並根據香港會計準則第16號物業、廠房及設備入賬。

經營租約承擔 - 本集團作為出租人

本集團已就旗下之投資物業組合訂立商業物業租約。本集團已根據各安排之條款及條件之評估確定其保留經營租約出租之物業之擁有權的所有重大風險及回報。

估計之不明朗因素

投資物業公平值估計

如財務報表附註18所述，投資物業已由獨立專業估值師於報告期間結算日按現況以公開市值基準重新估值。有關估值乃根據若干假設進行，故當中仍有不明確因素且或會與實際結果有重大差異。於作出判斷時，本集團已考慮活躍市場中類似物業之當前市價，並運用主要根據各報告期間結算日之市況作出之假設。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)**Estimation uncertainty** (continued)*Valuation of share options*

The fair value of options granted under share option schemes is determined using the binomial model. The significant inputs into the model were share price at the grant date, exercise price, risk-free interest rate, dividend yield, expected volatility and suboptimal exercise factor. When the actual results of the inputs differ from the management's estimate, it will have impact on share option expenses and the related share option reserve of the Company.

4. SEGMENT INFORMATION

The Group's primary operating segment is the manufacture and sale of ladies' brassieres, panties, swimwear and sleepwear. Since this is the only operating segment of the Group, no further analysis thereof is presented. In determining the Group's geographical information, the revenue information is based on the location of the customers, and the total non-current assets information, other than deferred tax asset, is based on the location of the assets.

3. 主要會計判斷及估計(續)**估計之不明朗因素(續)***購股權的估值*

根據購股權計劃授出的購股權計公平值採用二項式模型釐定，模型所採用的重大計算數據為授出日期的股價、行使價、無風險利率、派息率、預期波幅及預期行使價值。倘計算數據的實際結果與管理層的估計不同，則會導致本公司的購股權開支及相關購股權儲備出現變動。

4. 分部資料

本集團之主要經營分部是女仕胸圍、內褲、泳衣及睡衣之製造及銷售。由於此為本集團之唯一經營分部，故並無呈列進一步之分析。決定本集團之地區資料時，收益資料乃按客戶所在地為基礎，總非流動資產(遞延稅項資產除外)資料按資產所在地為基礎。

	Mainland China 中國大陸		Hong Kong 香港		Others 其他		Total 合併	
	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue from external customers 外界客戶之收益	<u>1,049,479</u>	856,113	<u>99,488</u>	90,743	<u>27,122</u>	26,486	<u>1,176,089</u>	973,342
Non-current assets 非流動資產	<u>422,998</u>	186,265	<u>54,380</u>	53,253	-	-	<u>477,378</u>	239,518
Capital expenditure incurred during the year 年內資本開支	<u>20,986</u>	55,095	<u>177</u>	190	-	-	<u>21,163</u>	55,285

For the year ended 31 December 2009, as no customer of the Group has individually accounted for over 10% of the Group's total revenue, no information about major customers is presented under HKFRS 8.

截至二零零九年十二月三十一日止年度，由於並無本集團客戶個別佔本集團總收益10%以上，故並未根據香港財務報告準則第8號呈報主要客戶的資料。

5. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

5. 收益

收益，即本集團之營業額，指扣除退貨及交易折扣款額後售出貨品之發票淨值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

6. OTHER INCOME AND GAINS

6. 其他收入及收益

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Other income	其他收入		
Bank interest income	銀行利息收入	2,635	5,392
Other interest income (note 13(a)(iv))	其他利息收入(附註13(a)(iv))	-	281
Gross rental income	租金收入總額	2,099	2,074
Royalty income	專利權收入	98	-
Subsidy income from the People's Republic of China (the "PRC") government:	來自中華人民共和國 (「中國」)政府之 津貼收入：		
Technological innovation development subsidies *	技術創新發展津貼*	454	-
Patent subsidies *	專利津貼*	239	56
Energy saving technology and product award fund *	節能科技及產品獎金*	227	561
Clothing and accessories fair subsidies *	服裝及配飾展津貼*	85	-
Reinvestment tax refunds **	再投資退稅**	-	2,852
Enterprises development fund *	企業發展基金*	-	132
Others	其他	1,904	1,398
		7,741	12,746
Gains	收益		
Fair value gains on financial assets at fair value though profit or loss	透過損益賬以公平值列賬之 金融資產公平值收益	135	283
Foreign exchange differences, net	匯兌差異，淨額	(599)	6,723
Changes in fair value of an investment property (note 18)	投資物業公平值變動 (附註18)	2,000	(1,000)
		1,536	6,006
		9,277	18,752

* There are no unfulfilled conditions or contingencies relating to this income.

** According to the Income Tax Law of the PRC, the Group is entitled to refund of corporate income tax, subject to the approval from the relevant offices of the Tax Bureau in the PRC. In prior years, the Group reinvested the profit distributions received from its subsidiary in a new entity established in the PRC and received approvals from the Tax Bureau in relation to the reinvestment tax refunds. The refunds are determined based on certain percentages of the profit distribution reinvested in prior years.

* 此收入並無涉及任何未達成之條件或或然事項。

** 根據中國所得稅法，本集團可於中國有關稅務局辦公室批准後獲得企業所得稅退稅。於過往年度，本集團將自其附屬公司收取的溢利分派重新投資於在中國新成立的附屬公司，並已獲稅務局批准再投資退稅。收取的退稅額按過往年度再投資的溢利分派的若干百分比釐定。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

7. OTHER EXPENSES

7. 其他開支

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Charitable donation	慈善捐款	2,336	2,635
Loss on disposal/write-off of items of property, plant and equipment	出售／撇銷物業、廠房及設備項目之虧損	710	65
Others	其他	-	20
		3,046	2,720

8. FINANCE COSTS

8. 融資成本

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interest on bank overdrafts repayable within five years	須於五年內償還之銀行透支之利息	-	2

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

9. 除稅前溢利

本集團之除稅前溢利已扣除/(計入)：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	234,900	208,321
Depreciation	折舊	21,939	23,621
Amortisation of prepaid land lease payments	預付土地租賃款項之攤銷	82	60
Minimum lease payments under operating leases in respect of:	有關以下各項之經營租約之最低租賃款項：		
Land and buildings	土地及樓宇	51,273	40,940
Contingent rents of retail outlets in department stores	百貨公司內零售點的或然租金	287,211	243,527
Employee benefit expenses (excluding directors' remuneration - note 10):	僱員福利開支(不包括董事薪酬—附註10)：		
Wages and salaries	工資及薪金	263,023	212,972
Provision/(write-back of provision) for long service payments	長期服務金撥備/(撥備撥回)	(585)	1,521
Retirement benefits scheme contributions	退休福利計劃供款	20,301	16,118
Equity-settled share option expenses	以股權支付購股權開支	2,438	1,475
		285,177	232,086
Auditors' remuneration	核數師酬金	2,000	2,560
Advertising and counter decoration expenses	廣告及櫃位裝飾開支	66,909	82,890
Provision for obsolete inventories, net	陳舊存貨撥備，淨額	18,817	9,234
Write-back of impairment allowance of trade receivables	撥回應收貿易賬款減值撥備	(228)	(730)
Write-off of trade receivables	撇銷應收貿易賬款	88	968
Research and development expenditure	研究及開發開支	3,037	2,764
Loss on disposal/write-off of items of property, plant and equipment	出售/撇銷物業、廠房及設備項目之虧損	710	65
Fair value gains on financial assets at fair value through profit or loss	公平值收益，透過損益賬以公平值列賬之金融資產	(135)	(283)
Gross and net rental income	租金收入總額及淨額	(2,099)	(2,074)
Changes in fair value of an investment property	投資物業公平值變動	(2,000)	1,000
Foreign exchange differences, net	匯兌差異，淨額	599	(6,723)
Bank interest income	銀行利息收入	(2,635)	(5,392)
Other interest income	其他利息收入	-	(281)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance is as follows:

10. 董事薪酬

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)及香港公司條例第161節披露的年內董事薪酬如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Fees	袍金	720	720
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,330	8,658
Bonuses*	花紅*	6,671	4,231
Equity-settled share option expenses	以股權支付之購股權開支	2,549	1,754
Retirement benefit scheme contributions	退休福利計劃供款	48	48
		17,318	15,411

* Executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.

* 本公司執行董事有權獲派發花紅，而花紅金額則按本集團除稅後溢利的一定百分比釐定。

The fair value of these share options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

就於歸屬期內在收益表確認的購股權，其公平值於授出日期釐定，計入本年度財務報表的金額載入上述董事薪酬披露事項內。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

10. DIRECTORS' REMUNERATION (continued)
200910. 董事薪酬(續)
二零零九年

	Fees	Salaries, allowances and benefits in kind	Bonuses	Equity-settled share option expenses	Retirement benefit scheme contributions	Total remuneration
	袍金	薪金、津貼及實物利益	花紅	以股權支付之購股權開支	退休福利計劃供款	總薪酬
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<i>Executive directors:</i>						
Mr. Cheng Man Tai	–	2,146	2,220	547	12	4,925
Ms. Cheng Pik Ho Liza	–	2,077	1,634	436	12	4,159
Madam Ngok Ming Chu	–	1,835	1,882	517	12	4,246
Mr. Hung Hin Kit	–	1,272	935	386	12	2,605
	–	7,330	6,671	1,886	48	15,935
<i>Independent non-executive directors:</i>						
Mr. Lau Siu Ki	240	–	–	221	–	461
Mr. Lee Kwan Hung	240	–	–	221	–	461
Prof. Lee T. S.	240	–	–	221	–	461
	720	–	–	663	–	1,383
	720	7,330	6,671	2,549	48	17,318

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

10. DIRECTORS' REMUNERATION (continued)
200810. 董事薪酬(續)
二零零八年

	Fees	Salaries, allowances and benefits in kind	Bonuses	Equity-settled share option expenses	Retirement benefit scheme contributions	Total remuneration
	袍金	薪金、津貼及實物利益	花紅	以股權支付之購股權開支	退休福利計劃供款	總薪酬
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<i>Executive directors: 執行董事:</i>						
Mr. Cheng Man Tai 鄭敏泰先生	-	2,639	1,377	524	12	4,552
Ms. Cheng Pik Ho Liza 鄭碧浩女士	-	2,401	1,039	321	12	3,773
Madam Ngok Ming Chu 岳明珠女士	-	2,237	1,089	469	12	3,807
Mr. Hung Hin Kit 孔憲傑先生	-	1,381	726	230	12	2,349
	-	8,658	4,231	1,544	48	14,481
<i>Independent non-executive directors: 獨立非執行董事:</i>						
Mr. Lau Siu Ki 劉紹基先生	240	-	-	70	-	310
Mr. Lee Kwan Hung 李均雄先生	240	-	-	70	-	310
Prof. Lee T. S. 李天生教授	240	-	-	70	-	310
	720	-	-	210	-	930
	720	8,658	4,231	1,754	48	15,411

There were no arrangements under which a director waived or agreed to waive any remuneration during the year.

有關期間內並無董事免收或同意免收任何薪酬之安排。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

11. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid employees during the year included four (2008: four) directors, details of whose remuneration are set out in note 10 to the financial statements above. Details of the remuneration of the remaining one (2008: one) non-director, highest paid employee for the year are as follows:

Salaries and allowances	薪金及津貼
Equity-settled share option expenses	以股權支付購股權開支
Retirement benefit scheme contributions	退休福利計劃供款

11. 五名最高薪人士

年內五名最高薪人士包括四名董事(二零零八年：四名)，其薪酬詳情已於上文財務報表附註10載述。年內其餘一名非董事最高薪僱員(二零零八年：一名)的薪酬詳情如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		2,064	1,629
		192	18
		12	12
		2,268	1,659

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元

薪酬屬於以下組別之非董事最高薪僱員人數如下：

		Number of employees 僱員人數	
		2009 二零零九年	2008 二零零八年
		-	-
		-	-
		-	1
		1	-
		1	1

The fair value of these share options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

就於歸屬期內在收益表確認的購股權，其公平值於授出日期釐定，計入本年度財務報表的金額載入上述非董事最高薪僱員酬金披露事項內。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

12. INCOME TAX

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

Pursuant to the Enterprise Income Tax Law (the “New PRC Tax Law”) of the PRC being effective on 1 January 2008, the PRC income tax rate is unified to 25% for all enterprises. Under an implementation guidance note of the New PRC Tax Law (the “Implementation Guidance”), enterprises established before the publication of the New PRC Tax Law were entitled to preferential treatments of a reduced corporate income tax rate (the “CIT rate”) granted by the relevant tax authorities. The new CIT rate would be gradually increased from the preferential rate to 25% within 5 years after the effective date of the New PRC Tax Law on 1 January 2008. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires.

In addition, taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

12. 所得稅

香港利得稅乃根據年內估計在香港產生之應課稅溢利，按16.5%（二零零八年：16.5%）之稅率作出撥備。

根據於二零零八年一月一日開始生效之中國企業所得稅法（「新中國所得稅法」），中國所得稅稅率對於所有企業統一為25%。根據新中國所得稅法之實施指引（「實施指引」），於公佈新中國所得稅法前成立之企業有權享有相關稅務機構授予減免企業所得稅率（「企業所得稅率」）之優惠待遇。新企業所得稅率可於二零零八年一月一日新中國所得稅法生效日期後五年內逐漸由優惠稅率增加至25%。現時於固定期限內可享有標準所得稅稅率豁免或減免之企業可繼續享有此待遇，直至該固定期限屆滿為止。

此外，其他地方應課稅溢利之稅項已按本集團經營業務國家之目前稅率計算。

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Group:	本集團：		
Current – Hong Kong	即期稅項－香港		
Charge for the year	年內稅項	1,010	715
Overprovision in prior years	過往年度之超額撥備	(133)	-
Current – Mainland China	即期稅項－中國大陸		
Charge for the year	年內稅項	43,614	21,812
Overprovision in prior years	過往年度之超額撥備	(1)	(36)
Deferred (note 29)	遞延(附註29)	9,031	629
Total tax charge for the year	年度之總稅項支出	53,521	23,120

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

12. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the regions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

12. 所得稅(續)

以本公司及其大部份附屬公司註冊地區之法定稅率及除稅前溢利計算之稅項開支，與使用實際稅率計算之稅項開支的對賬如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Profit before tax	除稅前溢利	167,709	95,103
Tax at the applicable rates to profits in the countries concerned	按有關國家適用於溢利之稅率計算之稅項	42,502	22,717
Lower tax rate for specific provinces in Mainland China	中國大陸特定省份之較低稅率	(3,866)	(4,565)
Lower tax rate due to tax holiday	因稅務優惠而下調之稅率	(1,355)	(2,049)
Effect on opening deferred tax of decrease in rate (note 29)	稅率降低對期初遞延稅項之影響(附註29)	-	(145)
Adjustments in respect of current tax of previous years	對以往年度之即期稅項的調整	(134)	(36)
Income not subject to tax	毋須課稅之收入	(176)	(1,570)
Expenses not deductible for tax	不可扣稅之開支	7,565	3,663
Effect of withholding tax at 5% and 10% on the distributable profits of the Group's PRC subsidiaries	對本集團之中國附屬公司可供分派溢利徵收5%及10%預扣稅之影響	7,850	4,200
Utilisation of tax losses not recognised in previous years	動用於以往年度未確認稅項虧損	-	(126)
Tax losses not recognised	未確認稅項虧損	1,135	1,031
Tax charge at the Group's effective rate	按本集團之實際稅率計算之稅項支出	53,521	23,120

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

13. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

13. 有關連人士交易

- (a) 除該等財務報表其他部份所述之交易外，本集團於年內與有關連人士進行之重大交易如下：

	Notes 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
<i>Continuing transactions</i>	<i>持續交易</i>		
Purchases of furniture for counters and shops from related companies	向關連公司購買櫃位及店舖之傢俬 (i)	15,949	17,190
Rental expenses for a property paid to a related company	向關連公司支付物業之租金開支 (ii)	2,455	2,422
Rental expenses for a warehouse paid to a director of the Company	向本公司董事支付倉庫之租金開支 (iii)	144	144
<i>Discontinued transaction</i>	<i>已終止交易</i>		
Interest income on promissory note received from a related company	向關連公司收取承兌票據之利息收入 (iv)	-	281

Notes:

- (i) The purchases of furniture for counters and shops from related companies controlled by a son of a director of the Company were made according to the terms similar to those offered by the Group's independent suppliers. The balances owing to related companies as at 31 December 2009 were HK\$9,093,000 (2008: HK\$3,715,000) and were unsecured, interest-free and repayable in accordance with normal trading terms. The amounts have been included in the other payables and accruals as at the end of the reporting period.
- (ii) The rental expenses which were paid to a related company controlled by a director of the Company and two sons of a director of the Company were determined with reference to the then prevailing market conditions.
- (iii) The rental expenses were determined with reference to the then prevailing market conditions.
- (iv) The promissory note issued by a related company controlled by a director of the Company and two sons of a director of the Company carried interest which was determined after considering the prevailing interest rates offered by commercial banks in Hong Kong for commercial loans. The promissory note was fully settled in March 2008.

附註：

- (i) 向本公司之一董事兒子控制之關連公司購買櫃位及店舖之傢俬之條款與本集團獨立供應商所提供之條款相若。於二零零九年十二月三十一日欠付關連公司之結餘9,093,000港元（二零零八年：3,715,000港元）乃無抵押、免息及需按一般買賣條款償還。該等款額已於報告期間結算日列作其他應付款項及應計款項。
- (ii) 向本公司董事及本公司之一董事的兩名兒子所控制之關連公司支付之租金開支乃參考當時之市況釐定。
- (iii) 租金開支乃參考當時之市況釐定。
- (iv) 本公司董事及本公司之一董事的兩名兒子所控制之關連公司所發行之承兌票據之利息以參考香港商業銀行就商業貸款提供之利率釐定。票據已於二零零八年三月已全數清償。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

13. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

The above continuing transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

The directors are of the opinion that the above transactions were conducted in the ordinary course of business of the Group.

(b) Disposal of subsidiaries to a related company

On 27 November 2007, the Group disposed of certain subsidiaries to a related company controlled by a director of the Company and two sons of a director of the Company for a total consideration of HK\$56,000,000, comprising cash of HK\$33,600,000 which was fully settled in December 2007 and the issuance of a promissory note in the amount of HK\$22,400,000 which was fully settled in March 2008.

(c) Compensation of key management personnel of the Group

Short term employee benefits	短期僱員福利
Post-employment benefits	離職後福利
Equity-settled share option expenses	以股權支付之購股權開支
Total compensation paid to key management personnel	支予予主要管理人員之總薪酬

Further details of directors' remuneration are included in note 10 to the financial statements.

13. 有關連人士交易(續)

(a) (續)

根據上市規則第14A章，以上持續交易構成持續關連交易。

董事認為上述交易是於本集團日常業務過程中進行。

(b) 出售附屬公司予一間關連公司

於二零零七年十一月二十七日，本集團向本公司董事及本公司之一董事的兩名兒子所控制之關連公司出售若干附屬公司，總代價為56,000,000港元，包括已於二零零七年十二月悉數清償之現金33,600,000港元及已於二零零八年三月悉數清償之發行承兌票據22,400,000港元。

(c) 本集團主要管理人員之薪酬

2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
23,333	19,749
251	309
3,046	2,231
26,630	22,289

董事薪酬的詳情載於財務報表附註10。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

14. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated profit attributable to owners of the Company for the year ended 31 December 2009 includes a profit of HK\$38,665,000 (2008: HK\$40,320,000) which has been dealt with in the financial statements of the Company (note 32(b)).

14. 本公司擁有人應佔溢利

截至二零零九年十二月三十一日止年度本公司擁有人應佔綜合溢利包括溢利38,665,000港元(二零零八年:40,320,000港元),該等溢利已於本公司財務報表內列賬(附註32(b))。

15. DIVIDENDS**15. 股息**

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Dividends paid during the year	年內已付股息		
Final and special in respect of the financial year ended 31 December 2008 – HK3.0 cents and HK3.0 cents, respectively, per ordinary share (2008: final dividend of HK6.0 cents per ordinary share, in respect of the financial year ended 31 December 2007)	截至二零零八年十二月三十一日止財政年度末期及特別股息 – 分別為每股普通股3.0港仙及3.0港仙(二零零八年:截至二零零七年十二月三十一日止財政年度每股普通股末期股息6.0港仙)	24,068	24,000
Interim – HK3.0 cents (2008: HK2.0 cents) per ordinary share	中期股息 – 每股普通股3.0港仙(二零零八年:2.0港仙)	12,051	8,023
		36,119	32,023
Proposed final and special dividends	擬派末期及特別股息		
Final and special – HK5.0 cents (2008: HK3.0 cents) and HK2.0 cents (2008: HK3.0 cents), respectively, per ordinary share	末期及特別股息 – 分別為每股普通股5.0港仙(二零零八年:3.0港仙)及2.0港仙(二零零八年:3.0港仙)	28,159	24,068

The proposed final and special dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the dividend payable.

年內擬派末期及特別股息須待本公司股東於應屆股東週年大會上批准。該等財務報表並未反映應付股息。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

16. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of the basic and diluted earnings per share are based on the following data:

16. 本公司擁有人應佔每股盈利

每股基本及攤薄盈利乃按下列數據計算：

		Group 集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Earnings	盈利		
Earnings for the purpose of basic and diluted earnings per share (profit for the year attributable to owners of the Company)	就計算每股基本及攤薄盈利為目的之盈利(本公司擁有人年內應佔溢利)	114,188	71,983
		'000	'000
Number of ordinary shares	普通股數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利為目的之普通股加權平均數	401,463	400,989
Effect of diluted share options	攤薄購股權之影響	7,267	2,679
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就計算每股攤薄盈利為目的之普通股加權平均數	408,730	403,668

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

17. PROPERTY, PLANT AND EQUIPMENT
Group17. 物業、廠房及設備
本集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2009	二零零九年十二月三十一日							
Cost:	成本:							
At 1 January 2009	於二零零九年一月一日	145,434	3,690	58,961	109,750	14,582	8,956	341,373
Additions	添置	-	-	1,233	3,310	1,058	15,562	21,163
Disposals/write-off	出售/撇銷	-	-	(1,347)	(10,721)	(1,475)	-	(13,543)
Transfers	轉撥	12,073	-	-	4,613	-	(16,686)	-
At 31 December 2009	於二零零九年 十二月三十一日	157,507	3,690	58,847	106,952	14,165	7,832	348,993
Accumulated depreciation:	累計折舊:							
At 1 January 2009	於二零零九年一月一日	25,435	3,690	35,288	60,961	10,799	-	136,173
Provided during the year	年內撥備	4,094	-	2,592	13,937	1,316	-	21,939
Disposals/write-off	出售/撇銷	-	-	(1,262)	(10,033)	(1,343)	-	(12,638)
At 31 December 2009	於二零零九年 十二月三十一日	29,529	3,690	36,618	64,865	10,772	-	145,474
Net book value:	賬面淨值:							
At 31 December 2009	於二零零九年 十二月三十一日	127,978	-	22,229	42,087	3,393	7,832	203,519

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

17. PROPERTY, PLANT AND EQUIPMENT (continued)
Group17. 物業、廠房及設備(續)
本集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and office equipment 傢私、裝置及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2008	二零零八年十二月三十一日							
Cost:	成本:							
At 1 January 2008	於二零零八年一月一日	56,146	3,690	46,557	76,296	13,544	76,832	273,065
Additions	添置	-	-	9,322	19,683	1,087	25,193	55,285
Write-off	撇銷	-	-	(46)	(1,462)	(635)	-	(2,143)
Transfers	轉撥	82,590	-	-	10,599	-	(93,189)	-
Exchange realignment	匯兌調整	6,698	-	3,128	4,634	586	120	15,166
At 31 December 2008	於二零零八年 十二月三十一日	145,434	3,690	58,961	109,750	14,582	8,956	341,373
Accumulated depreciation:	累計折舊:							
At 1 January 2008	於二零零八年一月一日	21,005	3,690	29,976	44,849	9,251	-	108,771
Provided during the year	年內撥備	3,413	-	3,347	15,068	1,793	-	23,621
Write-off	撇銷	-	-	(41)	(1,414)	(623)	-	(2,078)
Exchange realignment	匯兌調整	1,017	-	2,006	2,458	378	-	5,859
At 31 December 2008	於二零零八年 十二月三十一日	25,435	3,690	35,288	60,961	10,799	-	136,173
Net book value:	賬面淨值:							
At 31 December 2008	於二零零八年 十二月三十一日	119,999	-	23,673	48,789	3,783	8,956	205,200

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

17. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's leasehold land and buildings at cost included above are held under the following lease terms:

Medium term leases in Hong Kong	於香港之中期租約
Short term leases outside Hong Kong	香港境外之短期租約
Medium term leases outside Hong Kong	香港境外之中期租約
Long term leases outside Hong Kong	香港境外之長期租約

At 31 December 2009, the buildings in Mainland China included certain buildings with a net book value of approximately HK\$96,170,000 (2008: HK\$86,159,000) for which the Group is still in the process of obtaining the building ownership certificates. These buildings are erected on land for which the relevant land use rights certificates have been obtained by the Group.

17. 物業、廠房及設備(續)

本集團根據以下租賃年期持有上述以成本列賬之租賃土地及樓宇：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		28,605	28,605
		13,919	-
		111,964	113,810
		3,019	3,019
		157,507	145,434

於二零零九年十二月三十一日，在中國大陸的樓宇包括若干賬面淨值約96,170,000港元(二零零八年：86,159,000港元)的樓宇，本集團仍在獲取該等樓宇的所有權證明。本集團擁有該等樓宇所在土地的相關土地使用權證。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

18. INVESTMENT PROPERTY

18. 投資物業

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	30,000	31,000
Changes in fair value (notes 6 and 9)	公平值變動(附註6及9)	2,000	(1,000)
Carrying amount at 31 December	於十二月三十一日之賬面值	32,000	30,000

The Group's investment property is held under the medium term lease and is situated at 6th Floor, Wylar Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, as office building.

The Group's investment property was revalued on 31 December 2009 by DTZ Debenham Tie Leung Limited, an independent professionally qualified valuer, at HK\$32,000,000 on an open market, existing state basis. The investment property is leased to a third party under an operating lease, further summary details of which are included in note 34(a) to the financial statements.

本集團之投資物業乃以中期租約持有作辦公室樓宇，位於香港新界葵涌大連排道200號偉倫中心2期6樓。

本集團之投資物業由獨立專業合資格估值師戴德梁行有限公司按現況基準於二零零九年十二月三十一日重估之公開市值為32,000,000港元。該投資物業乃根據經營租約出租予第三方，其詳情載於財務報表附註34(a)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

19. PREPAID LAND LEASE PAYMENTS

19. 預付土地租賃款項

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost:	成本：		
At 1 January	於一月一日	4,006	3,768
Exchange realignment	匯兌調整	-	238
		<hr/>	<hr/>
At 31 December	於十二月三十一日	4,006	4,006
		<hr/>	<hr/>
Amortisation:	攤銷：		
At 1 January	於一月一日	61	-
Recognised during the year	年內確認	82	60
Exchange realignment	匯兌調整	-	1
		<hr/>	<hr/>
At 31 December	於十二月三十一日	143	61
		<hr/>	<hr/>
Carrying amount at 31 December	於十二月三十一日之賬面值	3,863	3,945
Current portion included in prepayments, deposits and other receivables (note 22)	計入預付款項、按金及其他應收款項之即期部份(附註22)	(82)	(82)
		<hr/>	<hr/>
Non-current portion	非即期部份	3,781	3,863
		<hr/>	<hr/>

The leasehold lands are situated in Mainland China and the respective prepaid land lease payments are held under medium term leases.

有關租賃土地位於中國大陸，相關預付土地租賃款項乃根據中期租約持有。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

20. INVENTORIES

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Raw materials	原材料	32,892	28,470
Work in progress	在製品	22,091	31,806
Finished goods	製成品	290,573	300,066
		345,556	360,342

21. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit, except for wholesalers, where payment in advance is normally required. The credit period is generally for a period of one month, extending up to three months for major customers. The Group seeks to maintain strict control over its outstanding receivables from the sales department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the Group's trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

20. 存貨

21. 應收貿易賬款

本集團主要以信貸期形式與客戶進行買賣，惟一般會要求批發商預先付款。信貸期一般為一個月，主要客戶之信貸期則可延至三個月。本集團之銷售部嚴控未繳之應收款項，以減低信貸風險。逾期結餘由高級管理層定期檢討。鑑於上文所述及本集團之應收貿易賬款涉及多元化之客戶群且客戶人數眾多，故並無信貸過度集中之風險。應收貿易賬款並不計息。

本集團於報告期間結算日之應收貿易賬款根據發票日期之賬齡分析如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within 90 days	90日內	46,270	40,376
91 to 180 days	91至180日	1,958	1,330
181 to 360 days	181至360日	39	174
Over 360 days	360日以上	74	164
		48,341	42,044
Less: Impairment allowance	減：減值撥備	(113)	(341)
		48,228	41,703

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

21. TRADE RECEIVABLES (continued)

At 31 December 2009, trade receivables of HK\$113,000 (2008: HK\$341,000) were individually determined to be impaired. The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances. Movements in provision for impairment of trade receivables are as follows:

At 1 January	於一月一日
Amount written-off as uncollectible	無法收回款項撇銷
Impairment losses written-back (note 9)	減值虧損撥回 (附註9)
At 31 December	於十二月三十一日

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

Neither past due nor impaired	未逾期亦未減值
1 to 3 months past due	已逾期1個月至3個月

Trade receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

21. 應收貿易賬款(續)

於二零零九年十二月三十一日，本集團個別釐定應予以減值的應收貿易賬款為113,000港元(二零零八年：341,000港元)。個別減值之應收貿易賬款乃與出現財務困難之客戶有關，預期只可收回部份應收賬款。本集團並無就該等結餘持有任何抵押品或其他信貸加強措施。應收貿易賬款之減值撥備變動如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		341	1,678
		-	(607)
		(228)	(730)
		113	341

視作為未減值之應收貿易賬款賬齡分析如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
		46,270	40,376
		1,958	1,327
		48,228	41,703

未逾期亦未減值之應收貿易賬款乃與大量近期並無違約記錄之多名客戶有關。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

21. TRADE RECEIVABLES (continued)

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

21. 應收貿易賬款(續)

已逾期但未減值之貿易應收賬款乃與多名與本集團維持良好往績記錄之獨立客戶有關。根據以往經驗，由於信貸質素並無出現重大變動，且有關結餘仍被視為可全數收回，本公司董事認為毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品或採取其他信貸加強措施。

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**22. 預付款項、按金及其他應收款項**

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Notes 附註					
Prepaid land lease payments	預付土地租賃款項	19	82	82	-
Deposit paid for acquisition of property in Shanghai	收購上海物業已付按金	(i)	216,271	-	-
Deposit paid for the land use rights in Shandong	收購山東土地使用權已付按金	(ii)	21,068	-	-
Deposits for acquisition of items of property, plant and equipment	收購物業、廠房及設備項目已付按金		739	455	-
Prepayments	預付款項		3,564	4,303	148
Deposits and other receivables	按金及其他應收款項		19,900	20,350	-
			261,624	25,190	148
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之即期部份		(23,546)	(24,735)	(148)
Non-current portion	非即期部份		238,078	455	-

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產概無逾期或減值。計入上述結餘的金融資產為最近未有拖欠的應收款項。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(continued)

Notes:

- (i) Pursuant to an agreement entered into between a subsidiary of the Company and an independent third party on 15 October 2009, the Group has agreed to acquire the property located in Shanghai City, the PRC, at a consideration of approximately RMB380,638,000 (approximately HK\$433,927,000), which is for office and commercial use with 14 floors with an estimated construction area of approximately 11,430 square metres. The property is still under construction and the vendor undertakes to hand over the completed property to the Group on or before 30 September 2010. At the end of the reporting period, the deposit paid was approximately RMB190,319,000 (approximately HK\$216,271,000).
- (ii) The deposit paid for the land use rights is the total consideration for the land with an area of 123,350 square metres (the "Shandong Factory Phase 2") adjacent to the land of the Group's factory located in Jinan City, Shandong province, the PRC.

22. 預付款項、按金及其他應收款項(續)

附註：

- (i) 根據本公司一間附屬公司與獨立第三方於二零零九年十月十五日訂立之協議，本集團同意收購位於中國上海的物業，代價約人民幣380,638,000元(約433,927,000港元)，合共14層作辦公室及商業用途，估計建築面積約11,430平方米。該物業仍在興建中，賣方承諾於二零一零年九月三十日或之前向本集團交付落成物業。報告期間結算日，已付按金約為人民幣190,319,000元(約216,271,000港元)。
- (ii) 就土地使用權已付按金為毗鄰本集團位於中國山東省濟南市廠房面積為123,350平方米之土地(「山東廠房二期」)之總代價。

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 透過損益賬以公平值列賬之金融資產

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Quoted investment in the PRC, at fair value	在中國之投資，按公平值報價	-	23,014

The above investment at 31 December 2008 was classified as held for trading upon initial recognition, designated by the Group as financial assets at fair value through profit or loss.

於二零零八年十二月三十一日上述投資在初步確認時歸類為持作買賣，本集團指定其為透過損益賬以公平值列賬之金融資產。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

24. INTERESTS IN SUBSIDIARIES

24. 於附屬公司之權益

		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本	381,448	381,448
Due from subsidiaries	應收附屬公司款項	288,161	327,609
Due to a subsidiary	應付一間附屬公司款項	(325)	(325)
		669,284	708,732

The balances with subsidiaries are unsecured, interest-free and not expected to be settled within the next twelve months from the end of the reporting period.

附屬公司結餘為無抵押、免息及預期毋須於報告期間結算日起計未來12個月內償付。

Particulars of the subsidiaries are as follows:

附屬公司的詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益 百分比		Principal activities 主要業務
			2009 二零零九年	2008 二零零八年	
Concepts Paris (HK) Limited [#] 概念巴黎(香港)有限公司 [#]	Hong Kong 香港	HK\$100 100港元	100	-	Provision of design and consulting services 提供設計及諮詢服務
Embry Asia Limited [#] 安莉芳亞洲有限公司 [#]	Hong Kong 香港	HK\$100 100港元	100	-	Investment holding 投資控股
Embry (Changzhou) Garments Ltd. ("Embry CZ") ^{**} 安莉芳(常州)服裝有限公司 (「安莉芳常州」) ^{**}	PRC/ Mainland China 中國/ 中國大陸	RMB23,900,000 人民幣23,900,000元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、內褲、泳衣及睡衣

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

24. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the subsidiaries are as follows: (continued)

24. 於附屬公司之權益(續)

附屬公司的詳情如下：(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益 百分比		Principal activities 主要業務
			2009 二零零九年	2008 二零零八年	
Embry (China) Garments Ltd. ("Embry SZ")** 安莉芳(中國)服裝有限公司 (「安莉芳深圳」)**	PRC/ Mainland China 中國/ 中國大陸	HK\$11,000,000 11,000,000港元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、內褲、 泳衣及睡衣
Embry (H.K.) Limited ("Embry HK") 安莉芳(香港)有限公司 (「安莉芳香港」)	Hong Kong 香港	Ordinary HK\$45,000 * Non-voting deferred HK\$4,500,000 普通股 45,000港元 *無投票權 遞延股 4,500,000港元	100	100	Trading of ladies' brassieres, panties, swimwear and sleepwear 買賣女性胸圍、內褲、 泳衣及睡衣
Embry (Macau) Fashion Company Limited (Embry (Macau) Pronto A Vestir, Limitada)	Macau 澳門	MOP100,000 100,000澳門幣	100	100	Trading of ladies' brassieres, panties, swimwear and sleepwear 買賣女性胸圍、內褲、 泳衣及睡衣
Embry (Shandong) Garments Limited ("Embry SD")** 安莉芳(山東)服裝有限公司 (「安莉芳山東」)**	PRC/ Mainland China 中國/ 中國大陸	US\$10,000,000 10,000,000美元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、 內褲、泳衣及睡衣

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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24. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the subsidiaries are as follows: (continued)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益 百分比		Principal activities 主要業務
			2009 二零零九年	2008 二零零八年	
Embry (Shanghai) Trading Company Limited ("Embry SH")** 安莉芳(上海)貿易有限公司 (「安莉芳上海」)**	PRC/ Mainland China 中國/ 中國大陸	HK\$1,000,000 1,000,000港元	100	-	Design, research and development and trading of ladies' brassieres, panties, swimwear and sleepwear 設計、研究、開發及買賣女性胸圍、內褲、泳衣及睡衣
Embry Garments Limited	BVI 英屬處女群島	US\$1 1美元	100	100	Investment holding 投資控股
Embry Group Limited ("EGL")	BVI 英屬處女群島	US\$472 472美元	100	100	Investment holding 投資控股
Embry International Limited# 安莉芳國際有限公司#	BVI 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Gallin Investments Limited 吉年投資有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Investment holding 投資控股
Prime Force Advertising Limited	Hong Kong 香港	HK\$20 20港元	100	100	Property investment 物業投資
Whistleblower Limited	BVI 英屬處女群島	US\$1 1美元	100	100	Holding of trademarks 持有商標

Newly incorporated during the year.

* The non-voting deferred shares carry no rights to dividends (other than for any financial year during which the net profit of Embry HK available for dividend exceeds HK\$1,000,000,000,000), no rights to vote at general meetings and no rights to receive any surplus in return of capital in a winding-up in respect of the first HK\$500,000,000,000,000.

** Embry CZ, Embry SZ, Embry SD and Embry SH are registered as wholly-foreign-owned enterprises under the PRC law.

Except for EGL, all of the above subsidiaries are indirectly held by the Company.

24. 於附屬公司之權益(續)

附屬公司的詳情如下:(續)

年內新註冊成立。

* 無投票權遞延股並無附帶權利收取股息(於安莉芳香港可供派息的純利超過1,000,000,000,000港元的任何財政年度除外)、於股東大會上投票及於清盤時收取首500,000,000,000,000港元退回資本的任何盈餘。

** 安莉芳常州、安莉芳深圳、安莉芳山東及安莉芳上海均根據中國法例註冊為全外資企業。

除EGL外，上述所有附屬公司均由本公司間接持有。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

25. CASH AND CASH EQUIVALENTS

25. 現金及現金等價物

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	288,957	217,585	105,848	53,276
Time deposits with original maturity of less than three months when acquired	於購入時原到期日為三個月內之定期存款	-	107,551	-	-
Time deposits with original maturity of more than three months when acquired	於購入時原到期日為多於三個月之定期存款	-	11,364	-	-
		288,957	336,500	105,848	53,276

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$163,228,000 (2008: HK\$164,911,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for approximately one week on average depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

本集團於報告期間結算日以人民幣(「人民幣」)計值之現金及銀行結餘為163,228,000港元(二零零八年:164,911,000港元)。人民幣是不可自由兌換為其他貨幣,惟根據中國大陸之外匯管理條例,以及結匯、售匯及付匯管理規定,本集團獲准透過獲授權進行外匯交易業務之銀行將人民幣兌換為其他貨幣。

銀行存款根據每日銀行存款利率釐定之浮動利率計息。短期定期存款平均為期約一星期,視乎本集團當時之現金需求而定,並按有關之短期定期存款利率計息。銀行結餘及定期存款存放於近期並無違約記錄之信譽良好銀行。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

26. TRADE AND BILLS PAYABLES

An aged analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within 90 days	90日內	33,759	27,517
91 to 180 days	91至180日	1,787	1,938
181 to 360 days	181至360日	312	764
Over 360 days	360日以上	965	2,802
		36,823	33,021

The trade payables are non-interest-bearing and are normally settled on 30 to 90 days terms.

26. 應付貿易賬款及應付票據

本集團於報告期間結算日之應付貿易賬款及應付票據根據發票日期之賬齡分析如下：

應付貿易賬款並不計息，一般於30至90日內結清。

27. OTHER PAYABLES AND ACCRUALS

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Other payables	其他應付款項	61,196	24,898	-	-
Accruals	應計款項	57,066	40,039	7,084	3,180
		118,262	64,937	7,084	3,180
Current portion included in other payables and accruals	計入其他應付款項及應計款項的即期部份	(97,126)	(64,937)	(7,084)	(3,180)
Non-current portion	非即期部份	21,136	-	-	-

27. 其他應付款項及應計款項

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

27. OTHER PAYABLES AND ACCRUALS (continued)

Other payables of the Group at 31 December 2009 included a subsidy of RMB18,600,000 (approximately HK\$21,136,000) (2008: Nil) received from the People's Government of Jinan, Shandong Province, the PRC, for the construction cost of basic infrastructure to be incurred by the Group for the Shandong Factory Phase 2 development.

Other payables of the Group also included an amount of HK\$9,093,000 due to related companies as at 31 December 2009 (2008: HK\$3,715,000). The balances were unsecured, interest-free and repayable in accordance with normal trading terms.

Other than the above, the remaining balance of other payables are non-interest-bearing.

28. DEFERRED LIABILITIES

Deferred liabilities represent the estimated provision in respect of long service payments which may become payable in the future under the Hong Kong Employment Ordinance to employees in proportion to their periods of services with the Group up to the end of the reporting period.

27. 其他應付款項及應計款項(續)

本集團於二零零九年十二月三十一日之其他應付賬款包括從中國山東省濟南市人民政府收取有關本集團就山東廠房二期發展而產生基本設施建築成本之補貼為人民幣18,600,000元(約21,136,000港元)(二零零八年:零)。

於二零零九年十二月三十一日本集團其他應付款項包括應付關連公司之款項9,093,000港元(二零零八年:3,715,000港元)。該等結餘為無抵押、免息及需按一般買賣條款償還。

除上述者外,其餘其他應付款項為不計息。

28. 遞延負債

遞延負債指截至報告期間結算日有關長期服務金之估計撥備。長期服務金可能須根據香港僱傭條例按僱員於本集團之年資而向僱員支付。

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
At 1 January	於一月一日	4,838	3,388
Provision/(write-back of provision) for the year (note 9)	年度之撥備/(撥備撥回) (附註9)	(585)	1,521
Payments during the year	年度之付款	(98)	(71)
At 31 December	於十二月三十一日	<u>4,155</u>	<u>4,838</u>

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

29. DEFERRED TAX

The movements in deferred tax liabilities and asset during the year are as follows:

Group

29. 遞延稅項

年內遞延稅項負債及資產變動如下：

本集團

		Revaluation of a property 物業重估 HK\$'000 千港元	Depreciation allowance in excess of related depreciation 折舊減免額 超逾相關 折舊 HK\$'000 千港元	Unrealised profit of inventories 未變現 存貨溢利 HK\$'000 千港元	Withholding taxes on undistributed profits on PRC subsidiaries 中國附屬公司 未分派溢利之 預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	1,575	957	-	-	2,532
Effect on opening deferred tax of decrease in rate (note 12)	稅率下調對期初遞延稅項之影響(附註12)	(90)	(55)	-	-	(145)
Deferred tax charged/(credited) to the income statement during the year (note 12)	年內在收益表扣除/(抵免)之遞延稅項(附註12)	(165)	100	(3,361)	4,200	774
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日	1,320	1,002	(3,361)	4,200	3,161
Deferred tax charged to the income statement during the year (note 12)	年內在收益表扣除之遞延稅項(附註12)	330	99	752	7,850	9,031
At 31 December 2009	於二零零九年十二月三十一日	1,650	1,101	(2,609)	12,050	12,192

The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

以下為本集團就財務申報而言之遞延稅項結餘分析：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項資產	(2,609)	(3,361)
Deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認之遞延稅項負債	14,801	6,522
		12,192	3,161

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

29. DEFERRED TAX (continued)

The Group has tax losses arising in Hong Kong of approximately HK\$17,298,000 (2008: HK\$10,567,000) that are available indefinitely for offsetting against future taxable profits of the company in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

29. 遞延稅項(續)

本集團於香港產生之稅項虧損約17,298,000港元(二零零八年:10,567,000港元)可無限期供抵銷產生虧損公司之未來應課稅溢利。由於該等虧損乃來自已持續虧損一段時間之附屬公司且被認為可能不會有應課稅溢利可供動用稅項虧損,故並無就該等虧損確認遞延稅項資產。

根據中國企業所得稅法,於中國成立之外資企業向外國投資者宣派之股息須繳納10%之預扣稅。有關規定於二零零八年一月一日起生效,且適用於二零零七年十二月三十一日後之盈利。倘中國大陸與外國投資者所屬司法權區訂有稅務條約,則適用之預扣稅稅率可能較低。就本集團而言,適用稅率為5%及10%。因此,本集團須就其於中國成立之附屬公司就二零零八年一月一日後產生之盈利分派之股息繳納預扣稅。

本公司向其股東派付股息概無附帶任何所得稅稅務後果。

30. SHARE CAPITAL**30. 股本**

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Authorised:	法定:		
1,000,000,000 ordinary shares of HK\$0.01 each	1,000,000,000股每股面值0.01港元的普通股	10,000	10,000
Issued and fully paid:	已發行及繳足:		
402,148,000 (2008: 401,130,500) ordinary shares of HK\$0.01 each	402,148,000股(二零零八年:401,130,500股)每股面值0.01港元的普通股	4,021	4,011

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

30. SHARE CAPITAL (continued)

A summary of the transactions during the year with reference to the above movements in the Company's issued share capital is as follows:

30. 股本(續)

年內與上述本公司已發行股本變動有關之交易概要如下：

		Notes 附註	Number of ordinary shares of HK\$0.01 each 每股面值0.01 港元的普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：			
As at 31 December 2008 and 31 December 2009	於二零零八年 十二月三十一日及 二零零九年 十二月三十一日		1,000,000,000	10,000
Issued:	已發行：			
As at 1 January 2008	於二零零八年 一月一日		400,314,500	4,003
Share options exercised	已行使購股權	(a)	816,000	8
As at 31 December 2008	於二零零八年 十二月三十一日		401,130,500	4,011
Share options exercised	已行使購股權	(b)	1,017,500	10
As at 31 December 2009	於二零零九年 十二月三十一日		402,148,000	4,021

Notes:

- (a) During the year ended 31 December 2008, the subscription rights attaching to 816,000 share options were exercised at the subscription price of HK\$1.81 per share (note 31), at a consideration of approximately HK\$1,477,000, of which HK\$8,000 was credited to share capital and the balance of HK\$1,469,000 was credited to the share premium account. An amount of HK\$868,000 has been transferred from the share option reserve to the share premium account when the options were exercised.
- (b) During the year ended 31 December 2009, the subscription rights attaching to 597,500 and 420,000 share options were exercised at the subscription price of HK\$1.81 and HK\$1.45 per share, respectively (note 31), resulting in the issue of 1,017,500 shares of HK\$0.10 each at a total cash consideration of approximately HK\$1,691,000, of which HK\$10,000 was credited to share capital and the balance of HK\$1,681,000 was credited to the share premium account. An amount of HK\$1,456,000 has been transferred from the share option reserve to the share premium account when the options were exercised.

附註：

- (a) 截至二零零八年十二月三十一日止年度，按認購價每股股份1.81港元行使816,000份購股權之所附認購權(附註31)，代價約1,477,000港元，其中8,000港元列賬為股本，而1,469,000港元之結餘則列入股份溢價賬。當購股權獲行使時，868,000港元由購股權儲備轉撥至股份溢價賬。
- (b) 截至二零零九年十二月三十一日止年度，分別按認購價每股股份1.81港元及1.45港元行使597,500份及420,000份購股權之所附認購權(附註31)，導致發行1,017,500股每股面值0.10港元之股份，總現金代價約1,691,000港元，其中10,000港元列賬為股本，而1,681,000港元之結餘則列入股份溢價賬。當購股權獲行使時，1,456,000港元由購股權儲備轉撥至股份溢價賬。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

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31. SHARE OPTION SCHEMES

The Company has adopted a pre-initial public offering share option scheme on 25 November 2006 (the "Pre-IPO Share Option Scheme") and a share option scheme on 18 December 2006 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group.

Pre-IPO Share Option Scheme

Eligible participants of the Pre-IPO Share Option Scheme include (i) any employee (whether full time or part time, including directors) of the Company, its subsidiaries or invested entity; (ii) any directors or proposed directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any advisor (professional or otherwise), consultant, individual or entity who is in the opinion of the directors of the Company has contributed or will contribute to the growth and development of the Group and the listing of the shares of the Company on the Stock Exchange; and (iv) any company wholly-owned by one or more eligible participants as referred to in (i) to (iii) above.

The offer of a grant of share options under the Pre-IPO Share Option Scheme (the "Pre-IPO Share Options") may be accepted not later than the earlier of 21 days from the date of offer or 28 November 2006, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the Pre-IPO Share Options is determinable by the directors, which period may commence from the date of the offer of the Pre-IPO Share Options, and ends on a date which is not later than ten years from the date of the offer of the Pre-IPO Share Options or the expiry date of the Pre-IPO Share Option Scheme, if earlier.

The exercise price of the Pre-IPO Share Options is determinable by the directors, but shall not be less than the nominal value of the Company's shares.

There is no individual limit under the Pre-IPO Share Option Scheme. No further option can be granted under the Pre-IPO Share Option Scheme.

31. 購股權計劃

本公司於二零零六年十一月二十五日採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及於二零零六年十二月十八日採納購股權計劃(「購股權計劃」)，為對本集團的成功作出貢獻的合資格參與者提供鼓勵及獎賞。

首次公開發售前購股權計劃

首次公開發售前購股權計劃的合資格參與者包括(i)本公司、其任何附屬公司或所投資公司的任何全職或兼職僱員；(ii)本公司、其任何附屬公司或所投資公司的現任董事或候任董事(包括獨立非執行董事)；(iii)本公司董事認為曾經或將會對本集團增長及發展以及本公司股份於聯交所上市作出貢獻的任何諮詢人(專業或其他方面)、顧問、個人或公司；及(iv)由上述第(i)至(iii)項所述的一名或多名合資格參與者全資擁有的任何公司。

根據首次公開發售前購股權計劃授出的購股權(「首次公開發售前購股權」)建議可不遲於(以較早者為準)建議日期或二零零六年十一月二十八日起計21日內由承授人支付合共1港元的象徵式代價接納。首次公開發售前購股權的行使期由董事釐定，該期間可自首次公開發售前購股權建議授出日期起計直至最遲為首次公開發售前購股權建議授出當日起計十年止或首次公開發售前購股權計劃屆滿之日止(以較早者為準)。

首次公開發售前購股權的行使價由董事釐定，但不得低於本公司股份面值。

首次公開發售前購股權計劃並無個別人士限額，再無購股權可根據首次公開發售前購股權計劃授出。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)

Pre-IPO Share Option Scheme (continued)

Pre-IPO Share Options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Set out below are the outstanding Pre-IPO Share Options as at 31 December 2009:

Name or category of participant	Number of share options 購股權數目					Date of grant of share options	Exercise period of share options*	Exercise price of share options** HK\$ per share
	At 1 January 2009	Granted during the year	Cancelled or lapsed during the year	Exercised during the year	At 31 December 2009			
參與者姓名 或類別	於二零零九年 一月一日	年內授出	年內註銷 或失效	於二零零九年 年內已行使	於二零零九年 十二月三十一日	購股權 授出日期	購股權 行使期*	購股權 行使價** 每股港元
Executive directors								
執行董事								
Mr. Cheng Man Tai	655,000	-	-	(218,500)	436,500	25 November 2006	18 December 2007 to 17 December 2011	1.81
鄭敬泰先生						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Ms. Cheng Pik Ho Liza	375,000	-	-	(125,000)	250,000	25 November 2006	18 December 2007 to 17 December 2011	1.81
鄭碧浩女士						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Madam Ngok Ming Chu	580,000	-	-	(193,500)	386,500	25 November 2006	18 December 2007 to 17 December 2011	1.81
岳明珠女士						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Mr. Hung Hin Kit	249,000	-	-	-	249,000	25 November 2006	18 December 2007 to 17 December 2011	1.81
孔憲傑先生						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	

31. 購股權計劃(續)

首次公開發售前購股權計劃(續)

首次公開發售前購股權並不賦予持有人獲取股息或於股東大會上投票的權利。

以下載列於二零零九年十二月三十一日尚未行使首次公開發售前購股權：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)

Pre-IPO Share Option Scheme (continued)

Set out below are the outstanding Pre-IPO Share Options as at 31 December 2009: (continued)

Name or category of participant	Number of share options 購股權數目					Date of grant of share options	Exercise period of share options*	Exercise price of share options** HK\$ per share
	At 1 January 2009	Granted during the year	Cancelled or lapsed during the year	Exercised during the year	At 31 December 2009			
參與者姓名 或類別	於二零零九年 一月一日	年內授出	年內註銷 或失效	於二零零九年 年內已行使	於二零零九年 十二月三十一日	購股權 授出日期	購股權 行使期*	購股權 行使價** 每股港元
Independent non-executive directors								
獨立非執行董事								
Mr. Lau Siu Ki	68,000	-	-	-	68,000	25 November 2006	18 December 2007 to 17 December 2011	1.81
劉紹基先生						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Mr. Lee Kwan Hung	68,000	-	-	-	68,000	25 November 2006	18 December 2007 to 17 December 2011	1.81
李均雄先生						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Prof. Lee T. S.	68,000	-	-	-	68,000	25 November 2006	18 December 2007 to 17 December 2011	1.81
李天生教授						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
Other employees								
其他僱員								
In aggregate	1,796,000	-	(18,000)	(60,500)	1,717,500	25 November 2006	18 December 2007 to 17 December 2011	1.81
總計						二零零六年十一月二十五日	二零零七年十二月十八日至 二零一一年十二月十七日	
	3,859,000	-	(18,000)	(597,500)	3,243,500			

31. 購股權計劃(續)

首次公開發售前購股權計劃(續)

以下載列於二零零九年十二月三十一日尚未行使首次公開發售前購股權：(續)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)**Pre-IPO Share Option Scheme (continued)**

Notes to the reconciliation of the Pre-IPO Share Options outstanding during the year:

- * The Pre-IPO Share Options are vested to the grantees in the following manner:
 - 25% of such options were vested on 18 December 2007 with an exercise period from 18 December 2007 to 17 December 2011;
 - 25% of such options were vested on 18 December 2008 with an exercise period from 18 December 2008 to 17 December 2011;
 - 25% of such options were vested on 18 December 2009 with an exercise period from 18 December 2009 to 17 December 2011; and
 - the remaining 25% of such options will be vested on 18 December 2010 with an exercise period from 18 December 2010 to 17 December 2011.
- ** The exercise price of each of the Pre-IPO Share Options per share is 50% of the final offer price of HK\$3.62 and is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The fair value of the Pre-IPO Share Options granted during the year ended 31 December 2006 was estimated at approximately HK\$13,525,000 (HK\$2.08 each) of which the Company recognised share option expenses of HK\$1,422,000, HK\$2,636,000, HK\$6,225,000 and HK\$584,000 for the years ended 31 December 2009, 2008, 2007 and 2006, respectively.

At as 31 December 2009, the equity-settled option expenses under the Pre-IPO Share Option Scheme of HK\$2,658,000 had not been recognised in the income statement.

31. 購股權計劃(續)**首次公開發售前購股權計劃(續)**

年內尚未行使首次公開發售前購股權的對賬附註：

- * 首次公開發售前購股權按以下方式歸屬予承授人：
 - 該等購股權的25%已於二零零七年十二月十八日歸屬，行使期為二零零七年十二月十八日至二零一一年十二月十七日；
 - 該等購股權的25%已於二零零八年十二月十八日歸屬，行使期為二零零八年十二月十八日至二零一一年十二月十七日；
 - 該等購股權的25%已於二零零九年十二月十八日歸屬，行使期為二零零九年十二月十八日至二零一一年十二月十七日；及
 - 該等購股權餘下的25%將於二零一零年十二月十八日歸屬，行使期為二零一零年十二月十八日至二零一一年十二月十七日。
- ** 各份首次公開發售前購股權的行使價為最終發售價3.62港元的50%，惟受到供股或紅股、或本公司股本中其他類似變動所影響。

截至二零零六年十二月三十一日止年度授出之首次公開發售前購股權的公平值估計約為13,525,000港元(每份購股權2.08港元)，其中本公司於截至二零零九年、二零零八年、二零零七年及二零零六年十二月三十一日止年度確認購股權開支分別為1,422,000港元、2,636,000港元、6,225,000港元及584,000港元。

於二零零九年十二月三十一日，收益表並未確認以股份支付之首次公開發售前購股權計劃下購股權開支2,658,000港元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)**Pre-IPO Share Option Scheme (continued)**

The fair value of the Pre-IPO Share Options granted during the year ended 31 December 2006 was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used:

Dividend yield (%)	0
Expected volatility (%)	49
Risk-free interest rate (%)	3.8
Suboptimal exercise factor (times)	3

The suboptimal exercise factor is based on the directors' estimation and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

Share Option Scheme

Eligible participants of the Share Option Scheme include, (i) any employee (whether full time or part time, including directors but excluding any non-executive director) of the Company, its subsidiaries or invested entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any supplier or customer of the Group or any invested entity; (iv) any person or entity that provides research, development or other technological support to the Group or any invested entity; (v) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity; (vi) any advisor (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (viii) any company wholly-owned by one or more eligible participants as referred in to (i) to (vii) above. The Share Option Scheme became effective on 18 December 2006 and, unless otherwise cancelled or amended, will remain in force for a period of ten years to 17 December 2016.

31. 購股權計劃(續)**首次公開發售前購股權計劃(續)**

截至二零零六年十二月三十一日止年度授出之首次公開發售前購股權的公平值乃使用二項式模式於授出日期進行估計，並已計及該等購股權授出後的條款及條件。下表列載使用該模式的計入項目：

股息率(%)	0
預期波幅(%)	49
無風險利率(%)	3.8
提早行使購股權因素(倍)	3

提早行使購股權因素為根據董事估計釐定，並不一定能指示可能出現的行使規律。預期波幅反映假設歷史波幅具有未來趨勢的指示作用，亦可能與實際結果不符。

計算公平值時概無列入其他所授出購股權的特質。

購股權計劃

購股權計劃的合資格參與者包括(i)本公司、其附屬公司或所投資公司的任何全職或兼職僱員(包括董事，但不包括任何非執行董事)；(ii)本公司、其附屬公司或所投資公司的任何非執行董事(包括獨立非執行董事)；(iii)本集團任何成員公司或所投資公司的任何供應商或客戶；(iv)任何為本集團或任何所投資公司提供研究、開發或其他技術支援的個人或公司；(v)本集團任何成員公司或所投資公司的任何股東或本集團任何成員公司或所投資公司所發行任何證券的持有人；(vi)本集團或任何所投資公司在任何業務範疇或業務發展的專業或其他諮詢人或顧問；(vii)曾經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他類別參與者；及(viii)由上述第(i)至(vii)項所述的一名或多名合資格參與者全資擁有的任何公司。購股權計劃由二零零六年十二月十八日起生效，除非被註銷或修正，否則有效期將維持十年至二零一六年十二月十七日。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)

Share Option Scheme (continued)

The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting. Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company.

In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of the offer of the share options or the expiry date of the Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet on the date of the offer of the share options; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

31. 購股權計劃(續)

購股權計劃(續)

因行使根據購股權計劃及本集團任何其他購股權計劃已授出但尚未行使的購股權而發行的股份總數，不得超過當時本公司已發行股本的30%。因行使向每名購股權計劃合資格參與者授出購股權可發行的股份總數於任何十二個月期間不得超過本公司任何時間已發行股份的1%。凡超過此限制而授出購股權，必須獲股東於東大會上批准後方可作實。向本公司董事、行政總裁或主要股東或任何彼等聯繫人士授予購股權，必須獲本公司獨立非執行董事事先批准後，方可作實。

此外，倘任何十二個月期間內，向本公司主要股東或獨立非執行董事或任何彼等之聯繫人士授出任何購股權，超過本公司任何時間已發行股份0.1%或(根據本公司股份於授出日期的收市價計算的)總值超過5,000,000港元，則須獲股東於股東大會上作出事先批准，方可作實。

承授人可於建議授出購股權日期起計21日內支付象徵式代價1港元以接納有關購股權。購股權行使期由董事釐定，該期間或自購股權建議授出日期起計直至購股權建議授出當日起計十年止或購股權計劃屆滿之日止(以較早者為準)。

購股權行使價由董事釐定，惟不得低於下列最高者：(i)本公司股份於建議授出購股權當日在聯交所的每日報價表所報的收市價；(ii)本公司股份於截至建議授出當日止前五個營業日聯交所每日報價表所報的平均收市價；或(iii)本公司股份的面值。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)**Share Option Scheme (continued)**

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Set out below are the outstanding share options under the Share Option Scheme as at 31 December 2009:

Name or category of participant	Number of share options 購股權數目					Date of grant of share options	Exercise period of share options*	Exercise price of share options HK\$ per share
	At 1 January 2009	Granted during the year	Cancelled or lapsed during the year	Exercised during the year	At 31 December 2009			
參與者姓名 或類別	於二零零九年 一月一日	年內授出	年內註銷 或失效	年內已行使	於二零零九年 十二月三十一日	購股權 授出日期	購股權 行使期*	購股權 行使價 每股港元
Executive directors								
執行董事								
Mr. Cheng Man Tai	1,000,000	-	-	-	1,000,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
鄭敬泰先生						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Ms. Cheng Pik Ho Liza	1,000,000	-	-	-	1,000,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
鄭碧浩女士						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Madam Ngok Ming Chu	1,000,000	-	-	-	1,000,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
岳明珠女士						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Mr. Hung Hin Kit	1,000,000	-	-	-	1,000,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
孔憲傑先生						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	

31. 購股權計劃(續)**購股權計劃(續)**

購股權並無賦予持有人權利收取股息或於股東大會上投票。

以下載列於二零零九年十二月三十一日購股權計劃下尚未行使購股權：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)

Share Option Scheme (continued)

Set out below are the outstanding share options under the Share Option Scheme as at 31 December 2009: (continued)

Name or category of participant	Number of share options 購股權數目					Date of grant of share options	Exercise period of share options*	Exercise price of share options HK\$ per share 購股權 行使價 每股港元
	At 1 January 2009	Granted during the year	Cancelled or lapsed during the year	Exercised during the year	At 31 December 2009			
參與者姓名 或類別	於二零零九年 一月一日	年內授出	年內註銷 或失效	於二零零九年 年內已行使 十二月三十一日		購股權 授出日期	購股權 行使期*	
Independent non-executive directors								
獨立非執行董事								
Mr. Lau Siu Ki	700,000	-	-	-	700,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
劉紹基先生						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Mr. Lee Kwan Hung	700,000	-	-	-	700,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
李均雄先生						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Prof. Lee T. S.	700,000	-	-	-	700,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
李天生教授						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
Other employees								
其他僱員								
In aggregate	6,600,000	-	-	(420,000)	6,180,000	5 November 2008	5 November 2009 to 4 November 2012	1.45
總計						二零零八年十一月五日	二零零九年十一月五日至 二零一二年十一月四日	
	12,700,000	-	-	(420,000)	12,280,000			

31. 購股權計劃(續)

購股權計劃(續)

以下載列於二零零九年十二月三十一日購股權計劃下尚未行使購股權：(續)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)**Share Option Scheme (continued)**

Notes to the reconciliation of share options under the Share Option Scheme outstanding during the year:

- * The share options are vested to the grantees in the following manner:
- 30% of such options were vested on 5 November 2009 with an exercise period from 5 November 2009 to 4 November 2012;
 - 30% of such options will be vested on 5 November 2010 with an exercise period from 5 November 2010 to 4 November 2012; and
 - the remaining 40% of such options will be vested on 5 November 2011 with an exercise period from 5 November 2011 to 4 November 2012.

The fair value of the share options under the Share Option Scheme granted during the year ended 31 December 2009 was estimated at approximately HK\$6,664,000 (HK\$0.52 each) of which the Company recognised share option expenses of HK\$3,565,000 and HK\$593,000 during the years ended 31 December 2009 and 2008.

As at 31 December 2009, the equity-settled option expense of HK\$2,506,000 under the Share Option Scheme had not been recognised in the income statement.

31. 購股權計劃(續)**購股權計劃(續)**

年內購股權計劃下尚未行使的購股權對賬附註：

- * 購股權按以下方式歸屬予承授人：
- 該等購股權的30%已於二零零九年十一月五日歸屬，行使期為二零零九年十一月五日至二零一二年十一月四日；
 - 該等購股權的30%將於二零一零年十一月五日歸屬，行使期為二零一零年十一月五日至二零一二年十一月四日；及
 - 該等購股權的餘下40%將於二零一一年十一月五日歸屬，行使期為二零一一年十一月五日至二零一二年十一月四日。

截至二零零九年十二月三十一日止年度根據購股權計劃授出之購股權的公平值估計約為6,664,000港元(每份購股權0.52港元)，其中本公司於截至二零零九年及二零零八年十二月三十一日止年度確認購股權開支3,565,000港元及593,000港元。

於二零零九年十二月三十一日，購股權計劃下以股份支付的購股權開支為2,506,000港元。該金額並無於收益表中確認。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)**Share Option Scheme (continued)**

The fair value of the share options under the Share Option Scheme granted during the year ended 31 December 2008 was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	3
Expected volatility (%)	55
Risk-free interest rate (%)	1.8
Expected life of option (year)	4
Exit rate – director (%)	0
Exit rate – staff except director (%)	15
Weighted average share price (HK\$ per share)	1.45

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The exit rate is based on the historical data on staff/director turnover rates.

No other feature of the options granted was incorporated into the measurement of fair value.

31. 購股權計劃(續)**購股權計劃(續)**

截至二零零八年十二月三十一日止年度根據購股權計劃授出之購股權的公平值乃使用二項式模式於授出日期進行估計，並已計及該等購股權授出後的條款及條件。下表列載使用該模式的計入項目：

股息率(%)	3
預期波幅(%)	55
無風險利率(%)	1.8
購股權預期年期(年)	4
退出率－董事(%)	0
退出率－除董事外的員工(%)	15
加權平均股價(每股港元)	1.45

預期波幅反映假設歷史波幅具有未來趨勢的指示作用，亦可能與實際結果不符。退出率乃按照員工／董事流失率的歷史數據計算。

計算公平值時概無列入其他所授出購股權的特質。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

31. SHARE OPTION SCHEMES (continued)

The following share options were outstanding under the Pre-IPO Share Option Scheme and the Share Option Scheme during the year:

		2009 二零零九年		2008 二零零八年	
		Weighted average exercise price HK\$ per share 加權平均 行使價 每股港元	Number of options 購股權數目	Weighted average exercise price HK\$ per share 加權平均 行使價 每股港元	Number of options 購股權數目
At 1 January	於一月一日	1.53	16,559,000	1.81	5,753,500
Granted during the year	年內授出	-	-	1.45	12,700,000
Exercised during the year	年內行使	1.66	(1,017,500)	1.81	(816,000)
Cancelled or lapsed during the year	年內註銷或失效	1.81	(18,000)	1.81	(1,078,500)
At 31 December	於十二月三十一日	1.53	15,523,500	1.53	16,559,000

The weighted average share price at the date of exercise for share options exercised during the year was HK\$3.08 per share.

The 1,017,500 share options exercised during the year resulted in the issue of 1,017,500 ordinary shares of the Company and new share capital of HK\$10,000 and share premium account of HK\$1,681,000 (before issue expenses), as further detailed in notes 30 and 32(b) to the financial statements.

At the end of the reporting period, the Company had 15,523,500 share options outstanding under the Pre-IPO Share Option Scheme and the Share Option Scheme. The exercise in full of the share options would, under the present capital structure of the Company, result in the issue of 15,523,500 additional ordinary shares of the Company and additional share capital of HK\$155,000 and share premium account of HK\$23,522,000 (before issue expenses).

Subsequent to the end of the reporting period and at the date of approval of these financial statements, the Company had 14,903,500 share options outstanding under the Pre-IPO Share Option Scheme and Share Option Scheme, which represented approximately 3.70% of the issued share capital of the Company as at that date.

31. 購股權計劃(續)

以下為於年內首次公開發售前購股權計劃及購股權計劃項下尚未行使的購股權：

年內已行使的購股權於行使當日的加權平均股價為每股3.08港元。

於年內行使之1,017,500份購股權令本公司發行1,017,500股普通股，產生10,000港元之新股本及1,681,000港元之股份溢價賬(扣除發行開支前)。有關詳情載於財務報表附註30及32(b)。

於報告期間結算日，本公司擁有15,523,500份首次公開發售前購股權計劃及購股權計劃下之尚未行使購股權。根據本公司現時的股本架構，根據購股權計劃，全面行使該等購股權將導致本公司額外發行15,523,500股普通股以及產生額外股本155,000港元及股份溢價賬23,522,000港元(扣除發行開支前)。

報告期間結算日之後及於批准此等財務報表當日，本公司擁有14,903,500份首次公開發售前購股權計劃及購股權計劃下之尚未行使購股權，佔本公司於該日期已發行股本約3.70%。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

32. RESERVES**(a) Group**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents (i) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation of certain members of the Group which took place on 31 December 1992, over the nominal value of EGL's shares issued in exchange therefor; (ii) the premium arising from the share issues by EGL for settlement of the amount due to the ultimate holding company of HK\$15,841,000; (iii) the premium arising from the acquisition of Embry HK from the minority shareholders of HK\$5,000,000; and (iv) the excess of the nominal value of the share capital of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the share capital of the Company issued in exchange therefor and the then existing 10,000,000 shares of HK\$0.01 each credited as fully paid at par.

In accordance with the relevant regulations applicable in the PRC, subsidiaries of the Company established in the PRC are required to transfer a certain percentage of their profits after tax, if any, to the enterprise expansion and statutory reserve funds, which are non-distributable, before profit distributions to shareholders. The amounts of the transfers are subject to the approval of the board of directors of these subsidiaries.

The Group applied the transitional provision of HKFRS 3 which permits goodwill in respect of acquisitions which occurred prior to 1 January 2001, to remain eliminated against the consolidated reserves. The amount of goodwill remaining in consolidated reserves, arising from the acquisition of subsidiaries prior to 1 January 2001, was stated at cost, which amounted to HK\$3,168,000 as at 31 December 2009 (2008: HK\$3,168,000).

32. 儲備**(a) 本集團**

現時及過往年度本公司儲備金額以及其變動已呈列於財務報表內綜合權益變動表內。

本集團實繳盈餘指(i)根據重組於一九九二年十二月三十一日收購本集團若干成員公司，該等成員公司股份的面值超出就此作為交換所發行EGL股份的面值差額；(ii)EGL就償還欠付最終控股公司款項15,841,000港元而進行發行股份產生的溢價；(iii)向少數股東收購安莉芳香港所產生溢價5,000,000港元；及(iv)根據集團重組收購附屬公司的股本的面值超出本公司當時發行以作為交換的股本面值的部份以及按面值入賬列作繳足的10,000,000股每股面值0.01港元的當時現有股份。

根據中國適用的相關規例，本公司於中國成立的附屬公司須將其若干百分比的除稅後溢利(如有)在向股東作出溢利分派前轉撥至企業擴展及法定儲備基金(均為不可分派)。轉撥的金額須待該等附屬公司的董事會批准方可作實。

本集團已採用香港財務報告準則第3號的過渡性條文，容許二零零一年一月一日前進行收購所產生的商譽維持與綜合儲備的對銷。保留於綜合儲備內因二零零一年一月一日前收購附屬公司產生的商譽金額按成本列值，於二零零九年十二月三十一日為3,168,000港元(二零零八年：3,168,000港元)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

32. RESERVES (continued)
(b) Company32. 儲備(續)
(b) 本公司

			Share premium account	Contributed surplus	Share option reserve	Retained profits	Total
		Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		附註	千港元	千港元	千港元	千港元	千港元
At 1 January 2008	於二零零八年一月一日		329,240	381,248	5,369	26,113	741,970
Profit for the year	年度溢利		-	-	-	40,320	40,320
Total comprehensive income for the year	年內全面收入總額		-	-	-	40,320	40,320
Issue of shares	發行股份	30(a)	2,337	-	(868)	-	1,469
Equity-settled share option arrangements	以權益支付之購股權安排	31	-	-	3,229	-	3,229
Share options lapsed	購股權失效		-	-	(1,034)	1,034	-
2007 final dividend declared and paid	宣派及已付二零零七年末期股息	15	-	-	-	(24,000)	(24,000)
2008 interim dividend	二零零八年中期股息	15	-	-	-	(8,023)	(8,023)
At 31 December 2008 and 1 January 2009	於二零零八年十二月三十一日及二零零九年一月一日		331,577	381,248	6,696	35,444	754,965
Profit for the year	年度溢利		-	-	-	38,665	38,665
Total comprehensive income for the year	年內全面收入總額		-	-	-	38,665	38,665
Issue of shares	發行股份	30(b)	3,137	-	(1,456)	-	1,681
Equity-settled share option arrangements	以權益支付之購股權安排	31	-	-	4,987	-	4,987
Share options lapsed	購股權失效		-	-	(23)	23	-
2008 final and special dividends declared and paid	宣派及已付二零零八年末期及特別股息	15	-	-	-	(24,068)	(24,068)
2009 interim dividend	二零零九年中期股息	15	-	-	-	(12,051)	(12,051)
At 31 December 2009	於二零零九年十二月三十一日		334,714	381,248	10,204	38,013	764,179

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

32. RESERVES (continued)**(b) Company** (continued)

The contributed surplus of the Company represents the excess of the then net assets of the subsidiaries acquired by the Company pursuant to the group reorganisation, over the nominal value of the share capital of the Company issued in exchange therefor and the then existing 10,000,000 shares of HK\$0.01 each credited as fully paid at par.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

32. 儲備(續)**(b) 本公司**(續)

本公司的實繳盈餘乃本公司根據集團重組收購附屬公司的當時資產淨值超出本公司就此發行作為交換的股本面值以及按面值入賬列作繳足的10,000,000股每股面值0.01港元的當時現有股份。

購股權儲備指已授出但尚未行使的購股權的公平值，於財務報表附註2.4就以股份為基礎交易的會計政策中有所詳述。金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權屆滿或被沒收時轉撥至保留盈利。

33. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**Major non-cash transactions**

Pursuant to the agreement (the "Acquisition Agreement") entered into between a subsidiary of the Company and the People's Government of Zhangqiu, Shandong Province, the PRC (the "Zhangqiu Government") on 28 December 2005, the Group had agreed to acquire a 50 years' land use right of a piece of land located in Shandong Province at a consideration of RMB22,262,000.

33. 綜合現金流量表附註**主要非現金交易**

根據本公司的一間附屬公司與中國山東省章丘市人民政府(「章丘市政府」)於二零零五年十二月二十八日訂立之協議(「收購協議」)，本集團同意收購山東省內一幅土地之50年土地使用權，代價為人民幣22,262,000元。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

33. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)**Major non-cash transactions (continued)**

During the year ended 31 December 2006, the land lease payments of RMB16,697,000 were made by the Group and the Group received a subsidy of RMB16,631,000 from the Zhangqiu Government for the construction cost of the basic infrastructure to be incurred by the Group in Shandong Province, the PRC. On 28 October 2006, the deposit of RMB3,525,000 had been utilised for the grant of a land use right of a piece of land with an area of 167,870 square metres and its related certificate had been obtained from the government land bureau of Shandong Province, the PRC. Based on the Acquisition Agreement, the Group may request the People's Government of Zhangqiu to refund the unutilised deposits of RMB13,172,000 if no further land use right certificate was granted to the Group by 31 December 2008.

As at 31 December 2008, no further land use right certificate was granted to the Group. Pursuant to a supplementary agreement to the Acquisition Agreement, the Zhangqiu Government agreed to refund the unutilised deposits to the Group. Accordingly, the Group utilised the deposits of RMB13,172,000 (approximately HK\$14,985,000) with the subsidy from Zhangqiu Government. The remaining subsidy of RMB3,459,000 (approximately HK\$3,935,000) is deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

33. 綜合現金流量表附註(續)**主要非現金交易(續)**

於截至二零零六年十二月三十一日止年度期間，本集團已支付土地租賃款項人民幣16,697,000元，並從章丘市政府收取補助人民幣16,631,000元作為本集團將於中國山東省建設基礎建設所引致之建造成本。於二零零六年十月二十八日，已動用按金人民幣3,525,000元以授出一幅面積167,870平方米土地之土地使用權，而中國山東省政府土地局已授出有關證書。根據收購協議，倘於二零零八年十二月三十一日前並無進一步授予本集團土地使用權證，本集團可要求章丘市人民政府退還人民幣13,172,000元之未動用按金。

於二零零八年十二月三十一日，本集團並無進一步獲授土地使用權證，根據收購協議的補充協議，章丘市政府同意向本集團退還未動用按金。故本集團已從章丘市政府之補助中，動用人民幣13,172,000元(約14,985,000港元)之按金。餘下之補助人民幣3,459,000元(約3,935,000港元)則從資產之賬面值中扣減並透過扣減之折舊開支而轉撥至收益表。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

34. OPERATING LEASE ARRANGEMENTS**(a) As lessor**

The Group leases its investment property (note 18) under an operating lease arrangement, with a lease negotiated for a term of two years.

At 31 December 2009, the Group had total future minimum lease receivables under a non-cancellable operating lease with its tenant falling due as follows:

34. 經營租約安排**(a) 作為出租人**

本集團根據經營租約安排租用投資物業(附註18)，租約以兩年期進行磋商。

於二零零九年十二月三十一日，根據本集團與租戶訂立之不可撤銷經營租約，本集團於以下日期之未來最低應收租金總額如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	2,090	1,370
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	1,307	-
		3,397	1,370

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

34. OPERATING LEASE ARRANGEMENTS (continued)

(b) As lessee

The Group leases certain of its shops, counters, warehouses, office properties and office equipment under operating lease arrangements with leases negotiated for terms ranging from one to eight years.

At 31 December 2009, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)
After five years	五年後

In addition, the Group has entered into agreements with department stores to enable the Group to set up its retail outlets therein. The operating lease rentals for the use of their floor areas in department stores are based on the higher of a fixed rental or contingent rent based on sales of the retail outlets pursuant to the terms and conditions as set out in the respective agreements. As the future sales of these retail outlets could not be accurately determined, the relevant contingent rent has not been included above and only the minimum lease commitments have been included in the above table.

The Company has no operating lease arrangement at the end of the reporting period.

34. 經營租約安排(續)

(b) 作為承租人

本集團根據經營租約安排租用若干店舖、櫃位、倉庫、辦公室物業及辦公室設備，租約以一至八年的年期進行磋商。

於二零零九年十二月三十一日，本集團於以下日期根據不可撤銷經營租約應付之未來最低租金總額如下：

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within one year	一年內	55,341	57,054
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	21,219	32,661
After five years	五年後	388	766
		76,948	90,481

此外，本集團與百貨公司訂立協議，以便本集團在百貨公司內開設零售點。使用百貨公司之樓面面積而應付之經營租約租金乃根據固定租金與或然租金兩者中之較高者釐定。或然租金乃根據有關協議所載之條款及條件按零售點之銷售額釐定。由於該等零售點之未來銷售額未能準確地釐定，故有關或然租金並未包括在上表。上表僅載列最低租賃承擔。

於報告期間結束時，本公司並無經營租約安排。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

35. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Contracted for capital commitments in respect of its wholly-owned investments in the PRC	293,000	—
Contracted for commitments in respect of		
– the land lease payments in the PRC	7,599	—
– the acquisition of property, plant and equipment*	223,022	9,545
	230,621	9,545
Authorised, but not contracted for commitments in respect of investment in the Shandong Factory Phase 2 development	117,743	—

* As at 31 December 2009, the Group has contracted for HK\$223,022,000 in respect of the acquisition of the property, plant and equipment, which is also included in the above capital commitments in respect of its wholly-owned investments in the PRC.

The Company had no significant commitment at the end of the reporting period.

35. 承擔

於報告期間結算日，本集團之承擔如下：

* 於二零零九年十二月三十一日，本集團就收購物業、廠房及設備已訂約為223,022,000港元，並已計入上述本集團於中國全資擁有之投資之資本承擔。

本公司於報告期間結算日並無重大承擔。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

36. 按類別分析之金融工具

於報告期間結算日各類金融工具的賬面值如下：

金融資產

		2009 二零零九年			2008 二零零八年		
		Loans and receivables	Financial assets at fair value through profit or loss 透過損益賬以公平值列賬之金融資產	Total	Loans and receivables	Financial assets at fair value through profit or loss 透過損益賬以公平值列賬之金融資產	Total
		貸款及應收款項 HK\$'000 千港元	金融資產 HK\$'000 千港元	總計 HK\$'000 千港元	貸款及應收款項 HK\$'000 千港元	金融資產 HK\$'000 千港元	總計 HK\$'000 千港元
Trade receivables	應收貿易賬款	48,228	-	48,228	41,703	-	41,703
Financial assets included in prepayments, deposits and other receivables	列為預付款項、按金及其他應收款項之金融資產	1,899	-	1,899	2,292	-	2,292
Financial assets at fair value through profit or loss	透過損益賬以公平值列賬之金融資產	-	-	-	-	23,014	23,014
Cash and cash equivalents	現金及現金等價物	288,957	-	288,957	336,500	-	336,500
		339,084	-	339,084	380,495	23,014	403,509

Group
本集團

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Financial liabilities

Financial liabilities at amortised cost

		Group 本集團	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade and bills payables	應付貿易賬款及應付票據	36,823	33,021
Financial liabilities included in other payables and accruals	列為其他應付款項及 應計款項之金融負債	40,060	24,898
		76,883	57,919

Financial assets

Loans and receivables

		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Due from subsidiaries (note 24)	應收附屬公司款項(附註24)	288,161	327,609
Cash and cash equivalents	現金及現金等價物	105,848	53,276
		394,009	380,885

Financial liabilities

Financial liabilities at amortised cost

		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Due to a subsidiary (note 24)	應付一間附屬公司款項(附註24)	325	325

36. 按類別分析之金融工具(續)

金融負債

按攤銷成本計量之金融負債

金融資產

貸款及應收款項

金融負債

按攤銷成本計量之金融負債

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, comprise cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's financial instruments are short term in nature. The carrying amounts of these financial instruments reported on the statement of financial position approximate to their fair values, and hence there is no interest rate risk exposure in relation to these instruments.

37. 財務風險管理目標及政策

本集團之主要金融工具包括現金與短期存款。此等金融工具主要目的是為本集團經營業務融資。本集團有其他不同金融資產及負債，如應收貿易賬款及應付貿易賬款，乃直接透過經營業務產生。

本集團金融工具之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事審閱並協定管控以上各種風險之政策，有關資料概述如下。

利率風險

本集團之金融工具屬短期性質。該等金融工具於財務狀況表所呈報之賬面值與其公平值相若，故此等金融工具並無利率風險。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group carries on its sales and purchases transactions mainly in Hong Kong dollars and RMB. As the foreign currency risks generated from the sales and purchases can be set off with each other, the foreign currency risk is minimal for the Group. It is the policy of the Group to continue maintaining the balance of its sales and purchases in the same currency. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of the business. However, as the Group's net profit is reported in Hong Kong dollars, there will be a translation gain as a result of the RMB appreciation, and vice versa. The majority of the Group's operating assets are located in Mainland China and are denominated in RMB.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit after tax and equity (due to changes in the fair value of monetary assets and liabilities).

37. 財務風險管理目標及政策(續)

外匯風險

本集團主要以港元及人民幣進行買賣交易。由於有關買賣產生之外匯風險可互相抵銷，故本集團之外匯風險甚低。本集團之政策為繼續維持以相同貨幣進行買賣之平衡。本集團並無以衍生金融工具來對沖日常業務過程之外匯交易及其他金融資產及負債所附帶之波動。然而，由於本集團之純利以港元呈列，故人民幣升值可帶來匯兌收益，反之亦然。本集團大部份經營資產均位於中國大陸，並以人民幣列示。

下表列示於報告期間結算日，在所有其他可變因素維持不變的情況下，本集團的除稅後溢利及權益對人民幣匯率可能出現合理變動之敏感度(由於貨幣資產及負債的公平值變動)。

		Increase/ (decrease) in RMB rate	Increase/ (decrease) in profit after tax and equity
		人民幣 匯率上調/ (下調) %	除稅後溢利 及股權增加/ (減少) HK\$'000 千港元
2009	二零零九年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	13,310
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(13,310)
2008	二零零八年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	16,294
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	(16,294)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been attached with a trading limit and any excess to the limit must be approved by the general manager of the operation unit. Under the tight control of the credit term and detailed assessment to the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to the financial statements.

Liquidity risk

Liquidity risk is the risk of non-availability of funds to meet all contractual financial commitments as they fall due. The Group's objective is to maintain a prudent financial policy, to monitor liquidity ratios against risk limits and to maintain a contingency plan for funding to ensure that the Group maintains sufficient cash to meet its liquidity requirement.

The Group continued to enjoy a strong financial position with cash and cash equivalents amounting to HK\$288,957,000 as at 31 December 2009 (2008: HK\$336,500,000).

The Group financed its operations and investment activities by internally generated cash flows.

37. 財務風險管理目標及政策(續)

信貸風險

本集團僅與知名及信譽良好的客戶進行交易。根據本集團的政策，任何有意以信貸形式進行交易的客戶均須經過信貸核實程序。此外，本集團亦持續監察各項應收款項結餘。本集團對各名客戶設立貿易限額，超出限額之數必須得到營運單位之總經理批准。由於本集團嚴控信貸期，並且對個別客戶之信譽作詳盡評估，故本集團之壞賬風險極低。

本集團其他金融資產的信貸風險包括現金及現金等價物及其他應收款項，因對方違約產生的信貸風險，上限相等於該等工具之賬面值。

有關本集團因貿易應收賬款產生之信貸風險之進一步定量數據於財務報表附註21中披露。

流動資金風險

流動資金風險指未能取得資金以應付所有到期之合約財務承擔。本集團之目標是保持穩健之金融政策，藉著風險限額來監察流動資金比率，並設有應急資金計劃，確保本集團具備足夠現金以應付其流動資金需求。

於二零零九年十二月三十一日，本集團繼續擁有穩固之財務狀況，其現金及現金等價物達288,957,000港元(二零零八年：336,500,000港元)。

本集團透過內部產生之現金流，為其業務及投資活動提供資金。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Liquidity risk** (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Group

		On demand 按要求 HK\$'000 千港元	Less than one year 少於一年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2009	二零零九年			
Trade and bills payables	應付貿易賬款及應付票據	4,792	32,031	36,823
Other payables	其他應付款項	-	40,060	40,060
		<u>4,792</u>	<u>72,091</u>	<u>76,883</u>
2008	二零零八年			
Trade and bills payables	應付貿易賬款及應付票據	8,841	24,180	33,021
Other payables	其他應付款項	-	24,898	24,898
		<u>8,841</u>	<u>49,078</u>	<u>57,919</u>

Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to the owners through the optimisation of the debt and equity balance where appropriate. No change was made in the objectives, policies or processes for managing capital during the years ended 31 December 2009 and 2008.

As the Group has no debts, its capital is entirely represented by equity attributable to owners of the Company, which comprises issued capital and reserves as detailed in the consolidated statement of changes in equity.

37. 財務風險管理目標及政策(續)**流動資金風險(續)**

於報告期間結算日，本集團根據合約未貼現付款計算之金融負債到期日如下：

本集團**資本管理**

本集團管理其資本以確保本集團能持續營運，同時在適當時透過優化債務及權益結餘(如適用)將擁有人的回報增至最大。於截至二零零九年及二零零八年十二月三十一日止年度，管理資本之目標、政策或程序並無變動。

由於本集團並無債務，其所有股本均指本公司擁有人應佔權益(包括已發行資本及儲備)，詳情載於綜合權益變動表。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

31 December 2009 二零零九年十二月三十一日

38. EVENTS AFTER THE REPORTING PERIOD

On 26 February 2010, the Group obtained a bank facility from a bank for a 5-year term loan of HK\$190,000,000, which bears interest at 1.08% above Hong Kong Interbank Offered Rate per annum and repayable by 20 quarterly instalments. The bank loan is supported by a corporate guarantee given by the Company. The bank loan was utilised to the extent of HK\$100,000,000 at 31 March 2010.

39. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, due to the adoption of the new and revised HKFRSs during the current year, the presentation of certain balances in the financial statements have been revised to comply with the current year's presentation.

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2010.

38. 報告期間結束後事項

於二零一零年二月二十六日，本集團從一間銀行獲得一項五年期銀行融資，為數190,000,000港元，按香港銀行同業拆息加年利率1.08厘計算，並須分20個季度攤還。本公司已就銀行貸款提供擔保。於二零一零年三月三十一日，已動用100,000,000港元銀行貸款。

39. 比較數字

如財務報表附註2.2所詳述，由於在本年度採納新訂及經修訂香港財務報告準則，故財務報表若干結餘之呈列已修訂，以符合本年度之呈列方式。

40. 批准財務報表

財務報表於二零一零年三月三十一日獲董事會批准及授權刊發。



EMBRY HOLDINGS LIMITED
安莉芳控股有限公司

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：1388

Website 網址：www.embryform.com