

# 0910

# JOYCE

JOYCE BOUTIQUE HOLDINGS LIMITED

ANNUAL REPORT 2009/2010

二〇〇九 / 二〇一〇年年報

STOCK CODE 股份代號 : 647



# JOYCE

More than three decades have seemingly flown by since JOYCE first opened its doors in Hong Kong – in terms of fashion and decorative currents, a decidedly different city than in the early 1970s. We are proud of the unique contribution which JOYCE has made to the development of local and regional sensibilities and our role in shaping one of the world's leading retail capitals. With the support of our shareholders, employees and partners, we remain committed to building on these accomplishments.

# JOYCE



Spedder

SHIRT AND ACCESSORIES  
AND FOOTWEAR

## **BOARD OF DIRECTORS**

Mr. Stephen T. H. Ng (*Chairman*)

Mr. Antonio Chan\*

Ms. Doreen Y. F. Lee

Mr. Eric F. C. Li\*

Mr. Eric K. K. Lo\*

Mr. Paul Y. C. Tsui

\* *Independent Non-executive Directors*

## **SECRETARY**

Mr. Wilson W. S. Chan, *FCIS*

## **REGISTERED OFFICE**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## **PRINCIPAL OFFICE IN HONG KONG**

First Floor, Joyce Building  
38 Wong Chuk Hang Road  
Hong Kong

## **PRINCIPAL REGISTRARS**

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

## **REGISTRARS IN HONG KONG**

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

## **PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation  
Limited  
Hang Seng Bank Limited

## **AUDITOR**

PricewaterhouseCoopers,  
*Certified Public Accountants*



### OVERVIEW AND PROSPECTS

The Group's performance for the year ended 31 March 2010 reflects the stabilisation of the Group's China retail operations and the gradual return of consumer confidence to Hong Kong in the second half of the financial year.

Net profit attributable to Shareholders was HK\$35.2 million (2009: HK\$3.1 million). Earnings per share were 2.2 cents (2009: 0.2 cents).

Group turnover for the year totaled HK\$1,063.8 million (2009: HK\$979.9 million), representing a year-on-year increase of 8.6% compared with 5.7% in the preceding year.

Hong Kong retail turnover grew by 9.7% to HK\$912.4 million (2009: HK\$832.0 million), compared with just 0.2% in the preceding year, reflecting early signs of a very gradual recovery in the economy and the financial markets in the second half of the financial year.

In mainland China, with a more efficient retail portfolio in place following the closure of under-performing outlets, the Group managed to break even this year, versus the substantial operating loss of a year earlier. Turnover grew by 2.7%.

Closely monitored cost controls continue to be key to steering the Group's business through an indefinite period of global economic uncertainty and currency fluctuations, particularly in Europe, where many of JOYCE's principal brands are based.

The Group's business model and growth strategy continue to evolve, with a clear emphasis on the core JOYCE multi-label operation and customer loyalty. Going forward, we are well-positioned to capitalise on opportunities in Hong Kong and even more significantly, longer-term, in the less-developed mainland China market.

Having said that, the outlook for the specialty-retailing sector in Hong Kong and mainland China is difficult to forecast. Resistant as both Hong Kong and mainland China have proven to be to global economic disruptions, our optimism remains somewhat guarded, and our expectations for the pace and consistency of growth are moderate. Large, unresolved macroeconomic questions remain, most recently the sovereign debt problems and currency weakness that bedevil the euro zone. There are, as well, very real operating challenges ahead, including escalating rental costs for prime retail locations, inflationary pressure on purchasing power, and exchange rate fluctuations. Competition in the sector remains keen.

### **BUSINESS REVIEW**

At the financial year-end, the Group operated a total of 54 shops (2009: 63), comprising 3 multi-label JOYCE stores, 20 mono-brand shops (including 4 Boss shops) and 6 JOYCE Beauty outlets in Hong Kong, 10 Marni shops in Hong Kong and Taiwan under the joint venture business with Marni International S.A., and 15 shops in mainland China including 9 directly operated shops and 6 sub-franchised Etro shops.

#### **Hong Kong**

A total of four new shops were opened during the year, including a 1,100-square-foot Balenciaga store at The Landmark in Central.

In August 2009, renovations to the multi-label JOYCE Pacific Place, historically the edgiest of the Group's multi-label stores and still widely perceived as such, were completed. Some 50% of the labels now carried are exclusive to the store, an important additional differentiator which has helped the store attract a wider customer base.

In October 2009, in collaboration with the On Pedder group, the multi-label JOYCE flagship store at New World Tower on Queen's Road Central opened a women's footwear and accessories area on the store's first floor. Subsequently, the collaboration has been extended to the multi-label JOYCE stores on Canton Road in Tsimshatsui and at Plaza 66 in Shanghai.

The multi-label JOYCE store on Canton Road in Tsimshatsui is undergoing a complete renovation in phases, begun in April 2010 and due to be completed at the end of August 2010. The store has remained open throughout the renovation. The redesigned store features a new On Pedder footwear and accessories concession, as noted above, and a new-look JOYCE Beauty corner, both of which were opened in April 2010.

Three JOYCE Beauty outlets were opened in September 2009, marking a strategic investment in this division, which includes stepped-up marketing and visual merchandising. JOYCE Beauty corners were opened in the Lane Crawford stores at Pacific Place (relocated from a corner in JOYCE Pacific Place) and the International Finance Centre. A corner was also opened in the Lane Crawford store at Times Square in Causeway Bay (relocated from a previous Times Square location). The JOYCE Beauty shop-in-shop at JOYCE flagship store at New World Tower was renovated and its size doubled to 2,500 square feet. Together with the freestanding shop at Festival Walk in Kowloon Tong, the newly renovated shop-in-shop at the JOYCE store on Canton Road in Tsimshatsui and the new freestanding shop at Lee Gardens Two in Causeway Bay, the JOYCE Beauty division now operates seven retail outlets offering customers an unprecedented choice of unique brands.



## **Mainland China**

The Group has consolidated its China retail operations with a view to improving the division's profitability and positioning the retail portfolio for continued development in the country's key first- and second-tier cities, closing a total of eight under-performing shops during the financial year, seven of these during the first half.

The 7,800-square-foot JOYCE multi-label flagship at Plaza 66 on Shanghai's Nanjing West Road performed well in its third year of operation. In line with the Group's strategic emphasis on its multi-label operations, upon renewal of the store's lease it will fully renovate the store, with work to be completed in the fourth quarter of calendar 2010.

At year-end, the Group's retail network in mainland China comprised nine directly operated outlets in Shanghai, Beijing, Hangzhou and Dalian, and six sub-franchised Etro outlets including shops in Harbin, Shenyang, Chengdu and Beijing.

## **Marni Joint Venture Business**

The joint venture business currently operates ten Marni boutiques in Hong Kong and Taiwan, including a new warehouse outlet at Ap Lei Chau opened in August 2009. In September 2009, the concession corner at Pacific Place was relocated within the mall from the JOYCE store to the Lane Crawford store and increased its size to 800 square feet. The joint venture business achieved an improvement in sales for the financial year.

## **Marketing**

The year's marketing and promotional programs were notable for their innovativeness, reach and measurable effectiveness.

In October 2009, JOYCE brought Mike Figgis, the acclaimed British film director, to Hong Kong to present "SoHo Composites #3 Hong Kong", an exciting initiative that fused photography, performance art, fashion and philanthropy in support of two local organisations, The Photographer's Gallery and the Hong Kong Fashion Designers Association. A gala reception to celebrate the success of the exhibition, hosted at the JOYCE flagship store at New World Tower, drew hundreds of Hong Kong's leading tastemakers and fashionistas. Interactive promotions exclusive to JOYCE Card holders drew a strong response.

In January 2010, a private preview of the Spring/Summer 2010 collections, showcasing 21 leading labels carried by JOYCE, was held at Hullett House in Tsimshatsui, the restored former Marine Police Headquarters, a local heritage site.

## Chairman's Statement

In a further promotion of the Spring/Summer 2010 season, JOYCE invited sisters Laura and Kate Mulleavy, the celebrated designers of the Rodarte label, the luxury jewelry brand SWAROVSKI ELEMENTS, the award-winning actress Maggie Cheung, filmmaker Wing Shya and composer Peter Kam, and popular singers Rebecca Pan and Jenny Lewis to collaborate on a series of in-store exhibits, a silent auction to benefit UNICEF and a short film for screening at the JOYCE Gallery in Paris during the city's September 2010 fashion week. Ancillary events included private appointments for VIP customers with the Mulleavy sisters, and a gala party at The Conservancy Association Centre, a heritage site in Hong Kong's Sai Ying Pun district.

In March 2010, the JOYCE flagship store at New World Tower celebrated the launch of the Spring/Summer 2010 Versace Ready-to-Wear and Atelier collections with an in-window, live-model display of the collections and a cocktail reception, attended by Versace's Creative Director and Vice President, Donatella Versace.

The JOYCE Card continues to be a potent and valuable marketing platform. New, well-received bonus programs were launched in Hong Kong and mainland China. The number of cardholders has increased by 9% for the financial year.

### Proposed Privatisation

In February 2010, following the acquisition by Allied Wisdom International Limited ("Allied Wisdom"), the immediate parent company of the Group, of the Ma family's entire shareholding interest in the Company, a proposal by way of a scheme of arrangement was put forward by Allied Wisdom as a courtesy to the remaining Shareholders to dispose of their shares at the same price of HK\$0.20 per share as that paid to the Ma family. The scheme did not gain the requisite approval and the Company remains publicly listed.

### Final Dividend

In view of the Group's solid financial situation and profitable performance, the Board recommends the payment of a final dividend of 1.0 cent per share (2009: Nil) for the financial year.

In conclusion, the Board remains grateful to the Group's employees, managers, partners and other stakeholders for their unwavering commitment to and stewardship of the JOYCE brand, now in its fourth decade of industry leadership.

**Stephen T. H. Ng**

*Chairman*

14 July 2010



stop at the workshop even though the trade show is as busy as  
Mike Haggard's to attend newly announced photos of models in Hong Kong  
Make a donation and you're in a lucky draw to support  
The Photography Gallery and the Hong Kong Photography Association

Set out below is information disclosed pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”):

### **(A) MANAGEMENT DISCUSSION AND ANALYSIS**

#### **(1) Business Review**

An analysis on the Group’s business for the year under review is given in the Chairman’s Statement under the section headed “Business Review”.

#### **(2) Financial Review**

##### **(i) Review of 2009/10 Results**

The Group reported net profit attributable to Shareholders of HK\$35.2 million for the year ended 31 March 2010 (2009: HK\$3.1 million). Earnings per share were 2.2 cents (2009: 0.2 cents).

With signs of a stabilising global economy and a revival of local consumer confidence apparent in the second half of the year, the Group managed to achieve an 8.6% annual growth in turnover, to HK\$1,063.8 million.

Hong Kong retail operations continue to be the core business of the Group. The Hong Kong division reported 9.7% growth in turnover for the year, representing 85.8% (2009: 84.9%) of total Group turnover.

The China division reported an increase of 2.7% in annual turnover, representing 14.2% (2009: 15.0%) of total Group turnover. The Group trimmed its China retail operations, closing several under-performing shops during the year. With improved sales contributions from a leaner and more efficient portfolio, including, notably, turnover growth at the multi-label JOYCE store at Plaza 66 in Shanghai, the China division managed to achieve breakeven in annual operating profit, compared with its operating loss in the previous year.

Improved consumer sentiment in the second half of the year enabled the Group to minimise discounting during the Fall/Winter sales period, which improved gross profit margins by 2.7 percentage points. However, retail rental costs exerted pressure on profitability, although the Group managed to improve its operating overheads-to-turnover ratio through stringent cost containment measures. During the year, a total impairment loss for fixed assets of HK\$7.7 million was provided for under-performing shops in Hong Kong and China.

The profit contribution from the joint venture business with Marni International S.A., in which the Group holds a 49% interest, increased to HK\$3.3 million (2009: HK\$0.4 million) as a result of improved sales.

**(II) Liquidity and Financial Resources**

At 31 March 2010, the Group's financial position remained liquid with total cash deposits and cash on hand amounting to HK\$315.3 million. No bank borrowings were outstanding at 31 March 2010.

**(III) Foreign Exchange Risk Management**

Most of the Group's imported purchases are denominated in foreign currencies, primarily in Euros. To minimise exposure to foreign exchange fluctuations, the Group from time to time reviews its foreign exchange positions and, when it considers appropriate and necessary, will hedge its foreign exchange exposure by means of forward foreign exchange contracts.

**(IV) Finance**

At 31 March 2010, the Group had banking facilities totalling HK\$233.0 million (2009: HK\$233.0 million).

**(V) Employees**

The Group employed 507 staff as at 31 March 2010. Employees are remunerated according to the nature of their positions and market trends, with merit components incorporated in annual salary increments to reward and motivate individual performance. The Group provides appropriate various job-related training programs to staff. Total staff costs for the year ended 31 March 2010 amounted to HK\$128.6 million.

## **(B) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

### **(1) Directors**

**Stephen T. H. NG, Chairman** (Age: 57)

Mr. Ng has been a Director of the Company since 2000 and became the Chairman of the Company in November 2007. Mr. Ng is the deputy chairman of publicly-listed Wheelock and Company Limited ("Wheelock"). He is also the deputy chairman and managing director of The Wharf (Holdings) Limited ("Wharf") and the chairman and chief executive officer of i-CABLE Communications Limited ("i-CABLE") as well as the chairman of Harbour Centre Development Limited ("HCDL"), all such companies being publicly-listed subsidiaries of Wheelock.

## Disclosure of Further Corporate Information

### **Antonio CHAN, Director** (Age: 62)

Mr. Chan, *FCA(AUST)*, *FCPA*, *FCIS*, *FHKIoD*, has been an Independent Non-executive Director of the Company since 2004. He also serves as a member and the chairman of the Company's Audit Committee and a member of the Company's Remuneration Committee. Mr. Chan has spent 36 years in the accounting profession and practised as a certified public accountant in Hong Kong for over 20 years. He has had extensive experience in management, auditing and investigation, executive recruitment, business consulting, corporate finance and administration. He is also an independent non-executive director of Surface Mount Technology (Holdings) Limited, a company listed in Singapore. He serves as a pastor with Asian Outreach International. Mr. Chan is a Chartered Accountant and Certified Practising Accountant in Australia and senior member of a number of professional bodies, including fellow of the Hong Kong Institute of Certified Public Accountants, fellow of The Institute of Chartered Secretaries and Administrators and fellow of The Hong Kong Institute of Directors.

### **Doreen Y. F. LEE, Director** (Age: 54)

Ms. Lee has been a Director of the Company since 2003. She is an executive director of Wharf, the senior managing director of Wharf China Estates Limited, the managing director of Harbour City Estates Limited, Times Square Limited and Wharf Estates Limited, all being wholly-owned subsidiaries of Wharf. Furthermore, she has become a director of HCDL since 1 July 2010. Ms. Lee is a graduate of The University of Hong Kong where she obtained her bachelor's degree in Arts (Hon).

### **Eric F. C. LI, Director** (Age: 81)

Mr. Li, *BscEE*, *MscEE*, *MBA*, *FIM*, has been an Independent Non-executive Director of the Company since 1990. He is the chairman and chief executive officer of The Kowloon Dairy Limited and a non-executive director of publicly-listed The Bank of East Asia, Limited, as well as a director of BEA Life Limited, Blue Cross (Asia-Pacific) Insurance Limited and several other companies in Hong Kong. Mr. Li holds a Bachelor of Science Degree in Electrical Engineering from the University of Arkansas, United States, a Master of Science Degree in Electrical Engineering from the University of Michigan, United States, and a Master Degree in Business Administration from the University of California, United States. He is also a fellow of the Chartered Management Institute.

### **Eric K. K. LO, Director** (Age: 61)

Mr. Lo has been an Independent Non-executive Director of the Company since 1998. He also serves as a member of the Company's Audit Committee and Remuneration Committee. Mr. Lo is an independent non-executive director of publicly-listed The Sincere Company, Limited as well as a director of several companies in Hong Kong.

**Paul Y. C. TSUI, Director** (Age: 63)

Mr. Tsui, *FCCA, FCPA, FCMA, FCIS, CGA-Canada*, has been a Director of the Company since 2000. He also serves as a member and the chairman of the Company's Remuneration Committee and a member of the Company's Audit Committee. Mr. Tsui is also a director of certain subsidiaries of the Company. Furthermore, he is an executive director and the group chief financial officer of both Wheelock and Wharf, and also a director of four publicly-listed subsidiaries of Wheelock, namely, HCDL, i-CABLE, Wheelock Properties Limited and Wheelock Properties (Singapore) Limited in Singapore.

*Note: The Company confirms that it has received written confirmation from each of the Independent Non-executive Directors confirming their independence pursuant to Rule 3.13 of the Listing Rules, and considers them independent.*

## **(2) Senior Management**

**Andrew D. F. KEITH, President** (Age: 40)

Mr. Andrew Keith has been appointed President of the Company since May 2008. With more than 17 years of extensive international experience in product, design and brand management, Mr. Andrew Keith has a proven record of success in maximising business opportunities, increasing sales and growing bottom line profitability. Before joining the Group, he was employed by the Lane Crawford group and led the repositioning of Lane Crawford's merchandising in all product categories, women's, men's, home, cosmetics and fine jewellery.

## **(C) DIRECTORS' INTERESTS IN SHARES**

As recorded in the register kept by the Company under section 352 of the Securities and Futures Ordinance (the "SFO") in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or Chief Executive of the Company pursuant to the SFO or to the Model Code for Securities Transactions by Directors of Listed Issuers, there were no interests, both long and short positions, held as at 31 March 2010 by any Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company held by any of them at any time during the financial year.

## (D) SUBSTANTIAL SHAREHOLDERS' INTERESTS

Given below are the names of all parties, who/which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital of the Company as at 31 March 2010, the respective relevant numbers of shares in which they were, and/or were deemed to be, interested as at that date as recorded in the register kept by the Company under section 336 of the SFO (the "Register") and the percentages which the shares represented to the issued share capital of the Company:

| <b>Names</b>                            | <b>No. of Ordinary Shares</b><br>(percentage of issued capital) |
|---|---|
| (i) Allied Wisdom International Limited | 1,183,838,723 (72.90%)  |
| (ii) Wisdom Gateway Limited             | 1,183,838,723 (72.90%)  |
| (iii) HSBC Trustee (Guernsey) Limited   | 1,183,838,723 (72.90%)  |
| (iv) Mr. Peter K. C. Woo                | 1,183,838,723 (72.90%)  |

*Note: Duplication occurs in respect of all of the shareholdings stated above in that they all represent the same block of shares.*

All the interests stated above represented long positions and as at 31 March 2010, there were no short position interests recorded in the Register.

## (E) PENSION SCHEMES

Details of the pension schemes of the Group and the employers' pension costs charged to the consolidated income statement for the year under review are set out in Notes 2.17(c) and 7 to the Financial Statements on pages 90 and 105 respectively.

The total employers' pension cost in respect of all pension schemes of the Group, including the cost related to the Mandatory Provident Fund which is not operated by the Group, charged to consolidated income statement during the year ended 31 March 2010 amounted to HK\$6.1 million.



## **(F) SHARE OPTION SCHEME**

### **(1) Summary of the Share Option Scheme (the “Scheme”)**

(a) Purpose of the Scheme:

To provide employees and the executives of the Group with the opportunity of acquiring an equity interest in the Company, to continue to provide them with the motivation and incentive to give best contribution towards the Group’s continued growth and success.

(b) Participants of the Scheme:

Any full-time employee or executive director of the Company or any of its subsidiaries (the “Executive”) who has on the day preceding the date of offer been an employee or executive director of the Company or any of its subsidiaries for at least three years and any other employee or executive director of the Company or any subsidiary nominated by the Directors of the Company to be an Executive.

(c) (i) Total number of ordinary shares of HK\$0.1 each in the capital of the Company (the “Shares”) available for issue under the Scheme and any other share option schemes as at 31 March 2010:

136,380,000

(ii) Percentage of the issued share capital that it represents as at 31 March 2010:

8.4%

(d) Maximum entitlement of each participant under the Scheme as at 31 March 2010:

No option may be granted to any one Executive which if exercised in full would result in the total number of Shares already issued and issuable to him under all the options previously granted to him under the Scheme and also under other share option schemes and of Shares issuable to that Executive under the proposed option exceeding 25% of the maximum aggregate number of Shares in respect of which options may at that time be granted under the Scheme and any such other schemes.

Furthermore, the total number of Shares issued and to be issued upon exercise of options (including both exercised and outstanding options) granted to each Executive in any 12-month period must not exceed 1% of the Shares in issue unless approved by Shareholders of the Company.

## Disclosure of Further Corporate Information

- (e) Period within which the Shares must be taken up under an option:

Within five years from the date on which the option is offered.

- (f) Minimum period for which an option must be held before it can be exercised:

One year from the date on which the option is offered.

- (g) (i) Price payable on application or acceptance of the option:

HK\$10

- (ii) The period within which payments or calls must or may be made:

28 days after the offer date of an option

- (iii) The period within which loans for purposes of the payments or calls must be repaid:

Not applicable

- (h) Basis of determining the exercise price:

The exercise price shall be determined by the Directors, but in any event must be at least the higher of:

- (i) the indicative price per Share for the subscription of Shares under the option as specified in the written offer;
- (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day;
- (iii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (iv) the nominal value of a Share.

- (i) The remaining life of the Scheme:

Four years

## (2) Details of share options granted under the Scheme

Set out below are particulars and movements during the financial year of the Company's outstanding share options under the Scheme which were granted to 11 employees (none of them being Director of the Company), all of them working under employment contracts that are regarded as "continuous contracts" for the purposes of the Employment Ordinance and all being participants with options not exceeding the respective individual limits:

| <b>Date granted<br/>(Day/Month/Year)</b> | <b>No. of ordinary<br/>shares represented<br/>by unexercised<br/>options<br/>outstanding as at<br/>01/04/2009</b> | <b>No. of<br/>ordinary shares<br/>represented<br/>by options<br/>lapsed during<br/>the financial year</b> | <b>No. of ordinary<br/>shares represented<br/>by unexercised<br/>options<br/>outstanding as at<br/>31/03/2010</b> | <b>Period during<br/>which rights<br/>exercisable<br/>(Day/Month/Year)</b> | <b>Price per<br/>share<br/>payable<br/>on exercise<br/>of options<br/>(HK\$)</b> |
|--|---|---|---|--|--|
| 17/09/2004                               | 10,250,000  | 10,250,000  | Nil   | 01/09/2005 to<br>31/08/2009  | 0.405  |

Except as disclosed above, no share option of the Company was issued, exercised, cancelled, lapsed or outstanding throughout the financial year.

## (G) MAJOR CUSTOMERS & SUPPLIERS

For the year under review, sales to the five largest customers accounted for approximately 2% of the total sales for the year. Purchases from the five largest suppliers accounted for approximately 42% of the total purchases for the year and the purchases from the largest supplier included therein amounted to approximately 19%.

As far as the Directors are aware, neither the Directors, their associates, nor those Shareholders whom to the knowledge of the Directors own more than 5% of the Company's share capital, had any interest in the Group's five largest customers or suppliers.

## **(H) DIRECTORS' INTERESTS IN COMPETING BUSINESS**

Set out below is information disclosed pursuant to Rule 8.10 of the Listing Rules.

Mr. Paul Y. C. Tsui, being also a director of certain subsidiaries of the Company's parent company, namely, Wisdom Gateway Limited ("WGL"), is considered under Rule 8.10 of the Listing Rules as having an interest in certain subsidiary(ies) of WGL which is/are engaged in retail businesses or an interest in certain sub-holding company(ies) of the relevant subsidiary(ies).

The Lane Crawford store and some other retail businesses carried on by the relevant subsidiary(ies) of WGL to a certain extent constitute competing businesses of the Group. Nevertheless, since the retail businesses of the Group are primarily targeted at different sectors of the market and would attract customers of different spending power or habit compared to those carried on by the relevant subsidiary(ies) of WGL, the Group considers that its interests in the relevant sector of retailing business is adequately safeguarded.

For safeguarding the interests of the Group, the Independent Non-executive Directors and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's retailing businesses are and continue to be run on the basis that they are independent of, and at arm's length from, that of WGL group.

## **(I) PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the laws or regulations of Bermuda (in which country the Company was incorporated) which, in the event of new shares being issued by the Company, would oblige the Company to offer new shares to existing Shareholders, or, in the event of any Shareholders intending to dispose of any of their shareholdings in the Company, would require such Shareholders to offer to sell the relevant shares to other Shareholders of the Company.

## **(J) BANK LOANS, OVERDRAFTS AND OTHER BORROWINGS**

No bank borrowings were outstanding as at 31 March 2010.

## **(K) INTEREST CAPITALISED**

No interest was capitalised by the Group during the financial year.

## **(L) PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year ended 31 March 2010.

## **(M) DISCLOSURE OF CONTINUING CONNECTED TRANSACTIONS**

Set out below is information in relation to certain continuing connected transactions involving the Company and/or its subsidiaries, particulars of which were previously disclosed in the announcements of the Company dated 1 April 2008 and 4 September 2009 and are required under the Listing Rules to be disclosed in the Annual Report and Financial Statements of the Company.

### **(I) Master Concession Agreement for retail spaces at Lane Crawford stores**

During the financial year under review, there existed a renewal master concession agreement (the "Renewal Agreement") for a term of three years from 1 April 2008 to 31 March 2011 entered into between the Company and Lane Crawford (Hong Kong) Limited ("LCHK") for the purpose of regulating certain concession arrangements with LCHK for the use of premises by the Group at various retail spaces inside various Lane Crawford Stores operated by LCHK at different premises, and among other things, adopting a revised annual cap amount in respect of the rental and/or turnover commission payable by the Group to LCHK. Such retail spaces inside Lane Crawford Stores are needed by the Group for operation of its retail businesses and generate additional retail revenue which is beneficial to the Group.

LCHK is a wholly-owned subsidiary of WGL, which in turn is a substantial shareholder of the Company. Consequently, the Renewal Agreement together with various concession agreements and/or individual concession agreements governed by the Renewal Agreement constitute continuing connected transactions for the Company.

Under the Renewal Agreement, the aggregate annual rental/turnover commission payable by the Group to LCHK is subject to an annual cap amount previously disclosed in the abovementioned announcement of the Company dated 1 April 2008. The aggregate annual rental/turnover commission paid by the Group to LCHK under the individual concession agreements as covered by the Renewal Agreement amounted HK\$9.9 million for the financial year ended 31 March 2010.

**(II) Master Concession Agreement for retail spaces at JOYCE shops**

On 4 September 2009, a master concession agreement (the “Master Concession Agreement”) for a term of two years and six months from 1 October 2009 to 31 March 2012 was entered into between the Company and WGL for the purpose of regulating various concession arrangements relating to the leasing from time to time by the subsidiaries and/or associated companies of WGL as concessionaires (the “Eligible Concessionaire(s)”), and subsidiaries of the Company as tenants (the “Eligible Head Tenant(s)”), in respect of various retail spaces inside various JOYCE shops, and among other things, adopting an annual cap amount in respect of the rental and/or turnover commission payable by the Eligible Concessionaires to the Eligible Head Tenants during the term of the Master Concession Agreement. On 4 September 2009, a concession agreement (the “Existing Concession Agreement”), which is covered by the Master Concession Agreement, was entered into between a subsidiary of the Company, as an Eligible Head Tenant, and a subsidiary of WGL, as an Eligible Concessionaire, for leasing of certain retail spaces inside the JOYCE shop in Queen’s Road Central. The entering into of the Master Concession Agreement together with various individual concessional agreements will offer flexibility for further expansion of the trading format and is considered beneficial to the Group.

As WGL is a substantial shareholder of the Company, the Master Concession Agreement and the various concession arrangements, including all the individual concession agreements, constitute continuing connected transactions for the Company

Under the Master Concession Agreement, the rental and/or turnover commission payable by WGL group to the Group is subject to the aggregate annual cap amounts previously disclosed in the abovementioned announcement of the Company dated 4 September 2009. The aggregate annual rental/turnover commission paid by WGL group to the Group under individual concession agreements as covered by the Master Concession Agreement amounted HK\$1.4 million for the financial year ended 31 March 2010.

### **Confirmation from Directors etc.**

The Directors, including the Independent Non-executive Directors, of the Company have reviewed the continuing connected transactions mentioned above (the “Transactions”) and confirmed that the Transactions were entered into:

- (a) by the Group in the ordinary and usual course of its business;
- (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms that are no less favourable than those available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreements governing such Transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Furthermore, the auditor of the Company has advised the following:

- (1) the Transactions had received the approval of the Company's Board of Directors;
- (2) the Transactions had been entered into in accordance with the relevant agreements governing the Transactions; and
- (3) the relevant cap amounts have not been exceeded during the financial year ended 31 March 2010.

# JOYCE







## (A) CORPORATE GOVERNANCE PRACTICES

During the financial year ended 31 March 2010, all the code provisions as set out in the Code on Corporate Governance Practices in Appendix 14 (the “Code”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) were met by the Company.

## (B) DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors of the Company who were in office during the financial year ended 31 March 2010, they have confirmed that they have complied with the Model Code during the financial year.

## (C) BOARD OF DIRECTORS

### (i) Composition of the Board, number of Board meetings and Directors’ attendance

The Company’s Board has a balance of skills and experience and a balanced composition of executive and non-executive directors. Five Board meetings were held during the financial year ended 31 March 2010. The composition of the Board and attendance of the Directors are set out below:

| <b>Directors</b>                           | <b>Attendance/Number of Meetings</b> |
|--|--------------------------------------|
| <i>Chairman</i>                            |                                      |
| Stephen T. H. Ng                           | 5/5                                  |
| <i>Non-executive Directors</i>             |                                      |
| Doreen Y. F. Lee                           | 3/5                                  |
| Paul Y. C. Tsui                            | 5/5                                  |
| <i>Independent Non-executive Directors</i> |                                      |
| Antonio Chan                               | 4/5                                  |
| Eric F. C. Li                              | 4/5                                  |
| Eric K. K. Lo                              | 5/5                                  |

Each Director of the Company has been appointed on the strength of his/her calibre, experience and stature, and his/her potential to contribute to the proper guidance of the Group and its businesses. Apart from formal meetings, matters requiring board approval were arranged by means of circulation of written resolutions.

## **(ii) Operation of the Board**

The Company is headed by an effective Board which takes decisions objectively in the interests of the Company. The Company's management has closely monitored changes to regulations that affect its corporate affairs and businesses, and changes to accounting standards, and adopted appropriate reporting format in its interim report, annual report and other related documents to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Where these changes are pertinent to the Company or Directors' disclosure obligations, the Directors are either briefed during Board meetings or issued with regular updates and materials to keep them abreast of their responsibilities and of the conduct, business activities and development of the Group. Newly appointed Directors receive briefings and orientation on their legal and other responsibilities as a Director and the role of the Board. The Company has also provided appropriate information in a timely manner to the Directors to enable them to make an informed decision and to discharge their duties and responsibilities as Directors of the Company.

There is a clear division of responsibilities between the Board and the management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

## **(D) CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

The posts of Chairman and Chief Executive Officer are distinct and separate.

The Chairman, namely, Mr. Stephen T. H. Ng, who is a Non-executive Director, is responsible for leading and managing the operation of the Board, focuses on Group strategies and Board issues, and ensures a cohesive working relationship between members of the Board and management. He also monitors the performance of the senior management of the Group. Presently, no employee of the Company holds the office of chief executive officer. The job functions of chief executive officer of the Company and the Group are performed by Mr. Andrew D. F. Keith and he is accountable to the Chairman.

## (E) NON-EXECUTIVE DIRECTORS

All existing Non-executive Directors of the Company have their respective terms of appointment coming to an end normally one year after re-election as Directors at the last Annual General Meeting.

## (F) REMUNERATION OF DIRECTORS

The Company has set up a Remuneration Committee consisting of one Non-executive Director and two Independent Non-executive Directors.

One Remuneration Committee meeting was held during the financial year ended 31 March 2010. Attendance of the Members is set out below:

| Members                          | Attendance/Number of Meeting |
|----------------------------------|------------------------------|
| Paul Y. C. Tsui, <i>Chairman</i> | 1/1                          |
| Antonio Chan                     | 1/1                          |
| Eric K. K. Lo                    | 1/1                          |

- (i) The terms of reference of the Remuneration Committee are aligned with the provisions set out in the Code. Given below are the main duties of the Remuneration Committee:
- (a) to consider the Company's policy and structure for all remuneration of Directors and senior management;
  - (b) to determine the specific remuneration packages of all executive Directors and senior management;
  - (c) to review performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
  - (d) to review the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment; and
  - (e) to review compensation arrangements relating to dismissal or removal of Directors for misconduct.

- (ii) The work performed by the Remuneration Committee for the financial year ended 31 March 2010 is summarised below:
- (a) review of the Company's policy and structure for all remuneration of Directors and senior management;
  - (b) consideration of the emoluments for all Directors and senior management; and
  - (c) review of the level of fees for Directors and Audit Committee Members.

The basis of determining the emoluments payable to its Directors and senior management by the Company is by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors and senior executives of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. Apart from a fee at the rate of HK\$45,000 per annum payable to Mr. Antonio Chan by reason of his being a Member and the Chairman of the Audit Committee, there was no other Director receiving any emoluments. The basis of determining such Audit Committee Member's fee is by reference to the level of fees of similar nature normally paid by a listed company in Hong Kong to its audit committee members.

## **(G) NOMINATION OF DIRECTORS**

The Company does not have a nomination committee as the role and function of such committee are performed by the Board.

The Board is responsible for the formulation of the nomination policies, making recommendations to Shareholders on Directors standing for re-election, providing sufficient biographical details of Directors to enable Shareholders to make an informed decision on the re-election, and where necessary, nominate Directors to fill casual vacancies. The Chairman from time to time reviews the composition of the Board with particular regard to ensuring that there is an appropriate number of Directors on the Board independent of management. He also identifies and nominates qualified individuals for appointment as new Directors of the Company. New Directors of the Company will be appointed by the Board. Any and all new Directors are subject to retirement from the Board at the Annual General Meeting of the Company immediately following his or her appointment and may stand for re-election at the Annual General Meeting.

## (H) AUDITOR'S REMUNERATION

The fees in relation to services, all related to the audit and taxation, provided by PricewaterhouseCoopers, the external auditor of the Company, amounted to HK\$1.0 million and HK\$0.2 million respectively.

## (I) AUDIT COMMITTEE

The Audit Committee of the Company consists of one Non-executive Director and two Independent Non-executive Directors.

All Members have sufficient experience in reviewing audited financial statements as aided by the auditor of the Group whenever required. In addition, Mr. Antonio Chan and Mr. Paul Y. C. Tsui have the appropriate professional qualifications and experience in financial matters.

Two Audit Committee meetings were held during the financial year ended 31 March 2010. Attendance of the Members is set out below:

| <b>Members</b>                | <b>Attendance/Number of Meetings</b> |
|-------------------------------|--------------------------------------|
| Antonio Chan, <i>Chairman</i> | 1/2                                  |
| Eric K. K. Lo                 | 2/2                                  |
| Paul Y. C. Tsui               | 2/2                                  |

- (i) The terms of reference of the Audit Committee are aligned with the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants. Given below are the main duties of the Audit Committee:
- (a) to consider the appointment of the external auditor and any questions of resignation or dismissal;
  - (b) to discuss with the external auditor before the audit commences, the nature and scope of the audit;

- (c) to review the half-year and annual financial statements before submission to the Board, focusing particularly on:
    - (1) any changes in accounting policies and practices;
    - (2) major judgmental areas;
    - (3) significant adjustments resulting from the audit;
    - (4) the going concern assumption;
    - (5) compliance with accounting standards; and
    - (6) compliance with Stock Exchange and legal requirements;
  - (d) to discuss problems and reservations arising from the audits, and any matters the external auditor may wish to discuss (in the absence of management where necessary); and
  - (e) to review the audit programme, and ensure co-ordination with external auditor and the internal audit function.
- (ii) The work performed by the Audit Committee for the financial year ended 31 March 2010 is summarised below:
- (a) approval of the remuneration and terms of engagement of the external auditor;
  - (b) review of the external auditor's independence and objectivity and the effectiveness of audit process in accordance with applicable standards;
  - (c) review of the half-year and annual financial statements before submission to the Board, with particular consideration of the points mentioned in paragraph (i)(c) above regarding the duties of the Audit Committee;
  - (d) discussion with the external auditor before the audit commences, the nature and scope of the audit;
  - (e) review of the audit programme and co-ordination between the external auditor and the internal audit function;
  - (f) review of the Group's financial controls, internal control and risk management systems; and
  - (g) meeting with the external auditor.

## **(J) INTERNAL CONTROL**

The Directors are ultimately responsible for the internal control system of the Group and, through the Audit Committee, have reviewed the effectiveness of the system. The internal control system comprises a well-defined organisational structure with specified limits of authority in place. Areas of responsibility of each business and operational units are also clearly defined to ensure effective checks and balances.

Procedures have been designed for safeguarding assets against unauthorised use or disposition, maintenance of proper accounting records, assurance of the reliability of financial information for internal use or publication and compliance with relevant legislation and regulations. Such procedures are designed to manage risks of failure in operational systems and can provide reasonable assurance against material errors, losses or fraud.

The internal control function was set up to monitor compliance with policies and standards and the effectiveness of internal control structures across the whole Group. The internal control function reports to the Audit Committee. A full set of internal control reports will also be provided to the external auditor.

A review of the effectiveness of the Group's internal control system and procedures covering all controls, including financial, operational and compliance and risk management, was conducted by the Audit Committee and subsequently reported to the Board during the financial year ended 31 March 2010. Based on the result of the review, in respect of the financial year ended 31 March 2010, the Directors considered that the internal control system and procedures of the Group were effective and adequate.

## **(K) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

The Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 March 2010, which give a true and fair view of the affairs of the Company and of the Group and of the Group's results and cash flows for the year then ended and in compliance with the requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Listing Rules.



In preparing the financial statements for the financial year ended 31 March 2010:

- (i) appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards;
- (ii) reasonable judgements and estimates are made; and
- (iii) the reasons for any significant departure from applicable accounting standards are stated, if applicable.

## **(L) COMMUNICATION WITH SHAREHOLDERS**

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performances and activities. Annual and interim reports are printed and sent to all Shareholders. The Company's website [www.irasia.com/listco/hk/joyce/index.htm](http://www.irasia.com/listco/hk/joyce/index.htm) provides email address, postal address, fax number and telephone number by which enquiries may be put to the Company's Board. Constantly being updated in a timely manner, the website also contains a wide range of additional information on the Group's business activities. As a standard part of the investor relations programme to maintain a constant dialogue on the Group's performance and objectives, senior executives hold regular briefings and attend conferences with institutional investors and financial analysts.

The Company encourages its Shareholders to attend Annual General Meetings to ensure a high level of accountability and to stay informed of the Group's strategy and goals.

The Board and external auditor attend the Annual General Meetings to answer Shareholders' questions.

## **(M) SHAREHOLDERS' RIGHTS TO CONVENE A SPECIAL GENERAL MEETING**

Pursuant to the Bermuda Companies Act, on requisition of one or more Shareholders in aggregate holding not less than 10% of the paid-up capital of the Company carrying the right to vote at general meetings, the Directors of the Company must convene a special general meeting.



**JOYCE**  
B E A U T Y

## **Report of the Directors**

The Directors have pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 March 2010.

### **PRINCIPAL ACTIVITIES AND TRADING OPERATIONS**

The principal activities of the Company are investment holding and provision of management services to Group companies and those of its principal subsidiaries are set out on page 130.

### **RESULTS, APPROPRIATIONS AND RESERVES**

The results of the Group and appropriations of profits for the financial year ended 31 March 2010 are set out in the Consolidated Income Statement on page 68.

Movements in reserves during the financial year are set out in Note 28 to the Financial Statements on pages 123 and 124.

### **DIVIDENDS**

The Directors have now recommended for adoption at the Annual General Meeting to be held on 31 August 2010 the payment on 7 September 2010 to Shareholders on record as at 31 August 2010 of a final dividend of 1.0 cent per share in respect of the financial year ended 31 March 2010. This recommendation has been disclosed in the Financial Statements.

### **PROPERTY, PLANT AND EQUIPMENT**

Movements in property, plant and equipment during the financial year are set out in Note 15 to the Financial Statements on pages 110 to 111.

### **DIRECTORS**

The Directors of the Company during the financial year were Mr. Stephen T. H. Ng, Mr. Antonio Chan, Ms. Doreen Y. F. Lee, Mr. Eric F. C. Li, Mr. Eric K. K. Lo and Mr. Paul Y. C. Tsui.

In accordance with the Company's bye-laws, all Directors will retire from the Board at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election. None of the retiring Directors proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

## **INTERESTS IN CONTRACTS**

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

## **MANAGEMENT CONTRACTS**

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

## **ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES**

At no time during the financial year was the Company, any of its subsidiaries or its holding company or any subsidiary of that holding company a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

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

## **AUDITOR**

The Financial Statements now presented have been audited by PricewaterhouseCoopers, Certified Public Accountants, who retire and being eligible, offer themselves for re-appointment.

By Order of the Board

**Wilson W. S. Chan**

*Secretary*

Hong Kong, 14 July 2010



羅兵咸永道會計師事務所

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

## **TO THE SHAREHOLDERS OF JOYCE BOUTIQUE HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Joyce Boutique Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 68 to 130, which comprise the consolidated and Company statements of financial position as at 31 March 2010, 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 consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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.



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

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

## **OPINION**

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 14 July 2010



**2009/2010 Audited Financial Statements**

二〇〇九/二〇一〇年已審核財務報表

**Consolidated Income Statement**  
綜合收益表

For the year ended 31 March 2010  
截至二〇一〇年三月三十一日止年度

|   |                        | Note | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---|------------------------|------|-----------------------------------|-----------------------------------|
|   |                        | 附註   |                                   |                                   |
| Turnover  | 營業額                    | 5    | <b>1,063,776</b>                  | 979,953                           |
| Other income  | 其他收入                   | 6    | <b>6,778</b>                      | 10,351                            |
| Direct costs and operating expenses                                       | 直接成本及營業費用              | 7    | <b>(904,783)</b>                  | (881,582)                         |
| Selling and marketing expenses  | 銷售及推銷費用                | 7    | <b>(40,757)</b>                   | (37,906)                          |
| Administrative expenses   | 行政費用                   | 7    | <b>(74,322)</b>                   | (64,346)                          |
| Other losses, net   | 其他淨虧損                  | 8    | <b>(9,014)</b>                    | (8,695)                           |
| Operating profit/(loss)   | 營業盈利／（虧損）              |      | <b>41,678</b>                     | (2,225)                           |
| Finance costs   | 融資成本                   | 9    | <b>(10)</b>                       | (707)                             |
| Share of profit of an associate   | 所佔聯營公司盈利               | 20   | <b>3,288</b>                      | 416                               |
| Profit/(loss) before income tax   | 扣除所得稅前盈利／（虧損）          |      | <b>44,956</b>                     | (2,516)                           |
| Income tax (expense)/credit   | 所得稅（費用）／抵免             | 11   | <b>(9,717)</b>                    | 5,643                             |
| <b>Profit attributable to equity holders of the Company</b>               | <b>公司權益持有人應佔盈利</b>     | 12   | <b>35,239</b>                     | 3,127                             |
| Final dividend proposed after the date of statement of financial position | 於結算日後擬派發的末期股息          | 13   | <b>1.0 cent</b>                   | —                                 |
| <b>Earnings per share</b><br>- Basic and diluted                          | <b>每股盈利</b><br>— 基本及攤薄 | 14   | <b>2.2 cents</b>                  | 0.2 cents                         |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份



**Consolidated Statement of Comprehensive Income**  
**綜合全面收益表**

For the year ended 31 March 2010  
 截至二〇一〇年三月三十一日止年度

|   |                           | <b>2010</b>     | 2009     |
|---|---------------------------|-----------------|----------|
|   |                           | 二〇一〇年           | 二〇〇九年    |
|   |                           | <b>HK\$'000</b> | HK\$'000 |
|   |                           | 港幣千元            | 港幣千元     |
| <b>Profit for the year</b>                                    | <b>年度盈利</b>               | <b>35,239</b>   | 3,127    |
| <b>Other comprehensive income:</b>                            | <b>其他綜合收益：</b>            |                 |          |
| Net translation differences<br>on foreign operations          | 海外營運之匯兌淨差額                | <b>102</b>      | 478      |
| Fair value gains/(losses)<br>on cash flow hedge, net of tax   | 除稅後之現金流動對沖之公平值<br>收益／(虧損) | <b>4,863</b>    | (22,707) |
| <b>Total other comprehensive<br/>income/(expense)</b>         | <b>其他綜合總收益／(開支)</b>       | <b>4,965</b>    | (22,229) |
| <b>Total comprehensive income<br/>/(expense) for the year</b> | <b>年內綜合總收益／(開支)</b>       | <b>40,204</b>   | (19,102) |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

**Consolidated Statement of Financial Position**  
**綜合財務狀況表**

As at 31 March 2010  
 於二〇一〇年三月三十一日

|  |              |      | <b>2010</b>     | 2009     |
|--|--------------|------|-----------------|----------|
|  |              | Note | <b>二〇一〇年</b>    | 二〇〇九年    |
|  |              | 附註   | <b>HK\$'000</b> | HK\$'000 |
|  |              |      | 港幣千元            | 港幣千元     |
| <b>ASSETS</b>                          | <b>資產</b>    |      |                 |          |
| <b>Non-current assets</b>              | <b>非流動資產</b> |      |                 |          |
| Property, plant and equipment          | 物業、廠房及設備     | 15   | <b>27,258</b>   | 65,218   |
| Deposits, prepayments and other assets | 訂金、預付費用及其他資產 | 17   | <b>34,037</b>   | 33,018   |
| Interest in an associate               | 於聯營公司的權益     | 20   | <b>11,315</b>   | 19,586   |
| Deferred income tax assets             | 遞延所得稅資產      | 29   | <b>5,327</b>    | 4,478    |
|  |              |      | <b>77,937</b>   | 122,300  |
| <b>Current assets</b>                  | <b>流動資產</b>  |      |                 |          |
| Inventories                            | 存貨           |      | <b>192,440</b>  | 263,398  |
| Trade and other receivables            | 貿易及其他應收賬項    | 19   | <b>49,944</b>   | 31,992   |
| Deposits, prepayments and other assets | 訂金、預付費用及其他資產 | 17   | <b>21,629</b>   | 17,435   |
| Amount due from an associate           | 應收聯營公司款項     | 20   | <b>12,710</b>   | —        |
| Cash and cash equivalents              | 現金及現金等值項目    | 23   | <b>315,307</b>  | 213,275  |
|  |              |      | <b>592,030</b>  | 526,100  |
| <b>Total assets</b>                    | <b>資產總額</b>  |      | <b>669,967</b>  | 648,400  |

**Consolidated Statement of Financial Position**  
綜合財務狀況表

|  |                       | Note<br>附註 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|-----------------------|------------|-----------------------------------|-----------------------------------|
| <b>EQUITY</b>  | <b>權益</b>             |            |                                   |                                   |
| <b>Capital and reserves attributable to the Company's equity holders</b> | <b>公司權益持有人應佔股本及儲備</b> |            |                                   |                                   |
| Share capital  | 股本                    | 27         | 162,400                           | 162,400                           |
| Reserves   | 儲備                    | 28         | 342,690                           | 302,486                           |
| <b>Total equity</b>  | <b>權益總額</b>           |            | <b>505,090</b>                    | 464,886                           |
| <b>LIABILITIES</b>   | <b>負債</b>             |            |                                   |                                   |
| <b>Non-current liabilities</b>   | <b>非流動負債</b>          |            |                                   |                                   |
| Financial liability at fair value through profit or loss                 | 按公平值透過損益記賬的金融負債       | 21         | 3,966                             | 1,394                             |
| Deferred income tax liabilities  | 遞延所得稅負債               | 29         | —                                 | 645                               |
|  |                       |            | <b>3,966</b>                      | 2,039                             |
| <b>Current liabilities</b>   | <b>流動負債</b>           |            |                                   |                                   |
| Trade and bills payables   | 應付貿易賬項及應付票據           | 24         | 41,440                            | 57,040                            |
| Other payables and accruals  | 其他應付賬項及應計項目           | 25         | 102,835                           | 84,936                            |
| Amount due to an associate   | 應付聯營公司款項              | 20         | —                                 | 22,779                            |
| Financial derivative liabilities   | 衍生金融工具負債              | 22         | 5,380                             | 12,844                            |
| Current income tax liabilities   | 本期所得稅負債               |            | 11,256                            | —                                 |
| Bank borrowings  | 銀行借款                  | 26         | —                                 | 3,876                             |
|  |                       |            | <b>160,911</b>                    | 181,475                           |
| <b>Total liabilities</b>   | <b>負債總額</b>           |            | <b>164,877</b>                    | 183,514                           |
| <b>Total equity and liabilities</b>                                      | <b>權益及負債總額</b>        |            | <b>669,967</b>                    | 648,400                           |
| <b>Net current assets</b>  | <b>流動資產淨值</b>         |            | <b>431,119</b>                    | 344,625                           |
| <b>Total assets less current liabilities</b>                             | <b>資產總額減流動負債</b>      |            | <b>509,056</b>                    | 466,925                           |

**Stephen T. H. NG**  
Chairman  
吳天海  
主席

**Paul Y. C. TSUI**  
Director  
徐耀祥  
董事

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

**Company Statement of Financial Position**  
**公司財務狀況表**

As at 31 March 2010  
 於二〇一〇年三月三十一日

|  | Note<br>附註 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元               | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|------------|---|-----------------------------------|
| <b>ASSETS</b>  |            |   |                                   |
| <b>Non-current assets</b>  |            |   |                                   |
| Property, plant and equipment  | 15         | 2,010   | 2,537                             |
| Interests in subsidiaries  | 18         | 97,243  | 97,243                            |
| Deposits, prepayments and other assets                                   | 17         | 18  | 461                               |
|  |            | <b>99,271</b>                                   | 100,241                           |
| <b>Current assets</b>  |            |   |                                   |
| Deposits, prepayments and other assets                                   | 17         | 298   | 360                               |
| Amounts due from subsidiaries  | 18         | 315,836   | 319,798                           |
| Cash and cash equivalents  | 23         | 1,122   | 1,137                             |
|  |            | <b>317,256</b>                                  | 321,295                           |
| <b>Total assets</b>  |            | <b>416,527</b>                                  | 421,536                           |
| <b>EQUITY</b>  |            |   |                                   |
| <b>Capital and reserves attributable to the Company's equity holders</b> |            |   |                                   |
| Share capital  | 27         | 162,400   | 162,400                           |
| Reserves   | 28         | 218,133   | 227,822                           |
|  |            | <b>380,533</b>                                  | 390,222                           |
| <b>LIABILITIES</b>   |            |   |                                   |
| <b>Current liabilities</b>   |            |   |                                   |
| Other payables and accruals  |            | 9,138   | 4,458                             |
| Amounts due to subsidiaries  | 18         | 26,856  | 26,856                            |
|  |            | <b>35,994</b>                                   | 31,314                            |
| <b>Total liabilities</b>   |            | <b>35,994</b>                                   | 31,314                            |
| <b>Total equity and liabilities</b>                                      |            | <b>416,527</b>                                  | 421,536                           |
| <b>Net current assets</b>  |            | <b>281,262</b>                                  | 289,981                           |
| <b>Total assets less current liabilities</b>                             |            | <b>380,533</b>                                  | 390,222                           |
| <b>Stephen T. H. NG</b><br>Chairman<br>吳天海<br>主席                         |            | <b>Paul Y. C. TSUI</b><br>Director<br>徐耀祥<br>董事 |                                   |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

**Consolidated Statement of Changes in Equity**  
**綜合權益轉變報表**

For the year ended 31 March 2010  
 截至二〇一〇年三月三十一日止年度

|      |  | Attributable to equity holders of the Company<br>本公司權益持有人應佔 |               |                 |                     |                              |                               |                 |                  |          |         |
|------|--|---|---------------|-----------------|---------------------|------------------------------|-------------------------------|-----------------|------------------|----------|---------|
|      |  | Share capital   | Share premium | Capital surplus | Contributed surplus | Exchange fluctuation reserve | Employee compensation reserve | Hedging reserve | Retained profits | Total    |         |
|      |  | 股本  | 股份溢價          | 資本盈餘            | 繳入盈餘                | 匯兌波動儲備                       | 僱員酬金儲備                        | 對沖儲備            | 累積盈利             | 總額       |         |
| Note |  | HK\$'000  | HK\$'000      | HK\$'000        | HK\$'000            | HK\$'000                     | HK\$'000                      | HK\$'000        | HK\$'000         | HK\$'000 |         |
| 附註   |  | 港幣千元  | 港幣千元          | 港幣千元            | 港幣千元                | 港幣千元                         | 港幣千元                          | 港幣千元            | 港幣千元             | 港幣千元     |         |
|      | Balance at 1 April 2009                            | 二〇〇九年四月一日結存   | 162,400       | 3,728           | 76                  | 139,196                      | (1,964)                       | 2,645           | (7,378)          | 166,183  | 464,886 |
|      | <b>Comprehensive income</b>                        | <b>綜合收益</b>   |               |                 |                     |                              |                               |                 |                  |          |         |
|      | Profit attributable to equity holders              | 權益持有人應佔盈利   | -             | -               | -                   | -                            | -                             | -               | 35,239           | -        | 35,239  |
|      | <b>Other comprehensive income/(expense)</b>        | <b>其他綜合收益/(開支)</b>  |               |                 |                     |                              |                               |                 |                  |          |         |
|      | Net translation differences on foreign operations: | 海外營運之匯兌淨差額:   |               |                 |                     |                              |                               |                 |                  |          |         |
|      | - Subsidiaries                                     | - 附屬公司  | -             | -               | -                   | 98                           | -                             | -               | -                | -        | 98      |
|      | - Associate  | - 聯營公司  | -             | -               | -                   | 4                            | -                             | -               | -                | -        | 4       |
|      | Cash flow hedges:                                  | 現金流動對沖:   |               |                 |                     |                              |                               |                 |                  |          |         |
|      | - Fair value gains for the year                    | - 本年度的公平價值收益  | -             | -               | -                   | -                            | -                             | 6,095           | -                | -        | 6,095   |
|      | - Deferred income tax recognised                   | - 確認的遞延所得稅  | 29            | -               | -                   | -                            | -                             | (1,232)         | -                | -        | (1,232) |
|      | <b>Total other comprehensive income</b>            | <b>其他綜合總收益</b>  | -             | -               | -                   | 102                          | -                             | 4,863           | -                | -        | 4,965   |
|      | <b>Total comprehensive income</b>                  | <b>綜合總收益</b>  | -             | -               | -                   | 102                          | -                             | 4,863           | 35,239           | -        | 40,204  |
|      | <b>Transactions with owners</b>                    | <b>與權益持有者的交易</b>  |               |                 |                     |                              |                               |                 |                  |          |         |
|      | Employee share option scheme:                      | 僱員認股權計劃:  |               |                 |                     |                              |                               |                 |                  |          |         |
|      | - transfer of reserve upon lapse of share options  | - 因認股權期滿失效而轉賬儲備   | -             | -               | -                   | -                            | (2,645)                       | -               | 2,645            | -        | -       |
|      | Balance at 31 March 2010                           | 二〇一〇年三月三十一日結存   | 162,400       | 3,728           | 76                  | 139,196                      | (1,862)                       | -               | (2,515)          | 204,067  | 505,090 |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

Attributable to equity holders of the Company  
本公司權益持有人應佔

|  | Note<br>附註             | Share<br>capital<br>股本<br>HK\$'000<br>港幣千元 | Share<br>premium<br>股份溢價<br>HK\$'000<br>港幣千元 | Capital<br>surplus<br>資本盈餘<br>HK\$'000<br>港幣千元 | Contributed<br>surplus<br>繳入盈餘<br>HK\$'000<br>港幣千元 | Exchange<br>fluctuation<br>reserve<br>匯兌波動<br>儲備<br>HK\$'000<br>港幣千元 | Employee<br>com-<br>pensation<br>reserve<br>僱員<br>酬金儲備<br>HK\$'000<br>港幣千元 | Hedging<br>reserve<br>對沖儲備<br>HK\$'000<br>港幣千元 | Retained<br>profits<br>累積盈利<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
|--|------------------------|--|--|--|--|--|--|--|---|---------------------------------|
|  |                        |  |  |  |  |  |  |  |   |                                 |
| Balance at 1 April 2008                              | 二〇〇八年四月一日結存            | 162,400                                    | 3,728  | 76   | 139,196  | (2,442)  | 2,892  | 15,329   | 185,545   | 506,724                         |
| <b>Comprehensive income</b>                          | <b>綜合收益</b>            |  |  |  |  |  |  |  |   |                                 |
| Profit attributable to equity holders                | 權益持有人應佔盈利              | -  | -  | -  | -  | -  | -  | -  | 3,127   | 3,127                           |
| <b>Other comprehensive income/(expense)</b>          | <b>其他綜合收益/(開支)</b>     |  |  |  |  |  |  |  |   |                                 |
| Net translation differences                          | 海外營運之匯兌淨差額：            |  |  |  |  |  |  |  |   |                                 |
| on foreign operations:                               |                        |  |  |  |  |  |  |  |   |                                 |
| - Subsidiaries                                       | - 附屬公司                 | -  | -  | -  | -  | 475  | -  | -  | -   | 475                             |
| - Associate  | - 聯營公司                 | -  | -  | -  | -  | 3  | -  | -  | -   | 3                               |
| Cash flow hedges:                                    | 現金流動對沖：                |  |  |  |  |  |  |  |   |                                 |
| - Fair value losses for the year                     | - 本年度的公平價值虧損           | -  | -  | -  | -  | -  | -  | (28,810)                                       | -   | (28,810)                        |
| - Deferred income tax recognised                     | - 確認的遞延所得稅             | 29   | -  | -  | -  | -  | -  | 6,103  | -   | 6,103                           |
| <b>Total other comprehensive income/(expense)</b>    | <b>其他綜合總收益/(開支)</b>    | -  | -  | -  | -  | 478  | -  | (22,707)                                       | -   | (22,229)                        |
| <b>Total comprehensive income/(expense)</b>          | <b>綜合總收益/(開支)</b>      | -  | -  | -  | -  | 478  | -  | (22,707)                                       | 3,127   | (19,102)                        |
| <b>Transactions with owners</b>                      | <b>與權益持有者的交易</b>       |  |  |  |  |  |  |  |   |                                 |
| Employee share option scheme:                        | 僱員認股權計劃：               |  |  |  |  |  |  |  |   |                                 |
| - transfer of reserve upon lapse of share options    | - 因認股權期滿失效而轉賬儲備        | -  | -  | -  | -  | -  | (247)  | -  | 247   | -                               |
| Final dividend paid for the year ended 31 March 2008 | 就二〇〇八年三月三十一日止年度之已付末期股息 | 13   | -  | -  | -  | -  | -  | -  | (22,736)  | (22,736)                        |
| <b>Total transactions with owners</b>                | <b>全部與權益持有者的交易</b>     | -  | -  | -  | -  | -  | (247)  | -  | (22,489)  | (22,736)                        |
| Balance at 31 March 2009                             | 二〇〇九年三月三十一日結存          | 162,400                                    | 3,728  | 76   | 139,196  | (1,964)  | 2,645  | (7,378)  | 166,183   | 464,886                         |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

**Company Statement of Changes in Equity**  
**公司權益轉變報表**

For the year ended 31 March 2010  
 截至二〇一〇年三月三十一日止年度

|            |  | Attributable to equity holders of the Company<br>本公司權益持有人應佔 |                          |                                |   |                             |                  |          |
|------------|--|---|--------------------------|--------------------------------|---|-----------------------------|------------------|----------|
|            |  | Share<br>capital<br>股本                                      | Share<br>premium<br>股份溢價 | Contributed<br>surplus<br>繳入盈餘 | Employee<br>compensation<br>reserve<br>僱員<br>酬金儲備 | Retained<br>profits<br>累積盈利 | Total<br>總額      |          |
| Note<br>附註 |  | HK\$'000<br>港幣千元  | HK\$'000<br>港幣千元         | HK\$'000<br>港幣千元               | HK\$'000<br>港幣千元                                  | HK\$'000<br>港幣千元            | HK\$'000<br>港幣千元 |          |
|            | Balance at 1 April 2009                              | 二〇〇九年四月一日結存   | 162,400                  | 3,728                          | 159,375   | 2,645                       | 62,074           | 390,222  |
|            | <b>Comprehensive expense</b>                         | 綜合開支  |                          |                                |   |                             |                  |          |
|            | Loss attributable to equity holders                  | 權益持有人應佔虧損   | -                        | -                              | -   | -                           | (9,689)          | (9,689)  |
|            | <b>Transactions with owners</b>                      | 與權益持有者的交易   |                          |                                |   |                             |                  |          |
|            | Employee share option scheme:                        | 僱員認股權計劃：  |                          |                                |   |                             |                  |          |
|            | - transfer of reserve upon lapse of share options    | - 因認股權期滿失效而轉賬儲備   | -                        | -                              | -   | (2,645)                     | 2,645            | -        |
|            | Balance at 31 March 2010                             | 二〇一〇年三月三十一日結存   | 162,400                  | 3,728                          | 159,375   | -                           | 55,030           | 380,533  |
|            | Balance at 1 April 2008                              | 二〇〇八年四月一日結存   | 162,400                  | 3,728                          | 159,375   | 2,892                       | 49,455           | 377,850  |
|            | <b>Comprehensive income</b>                          | 綜合收益  |                          |                                |   |                             |                  |          |
|            | Profit attributable to equity holders                | 權益持有人應佔盈利   | -                        | -                              | -   | -                           | 35,108           | 35,108   |
|            | <b>Transactions with owners</b>                      | 與權益持有者的交易   |                          |                                |   |                             |                  |          |
|            | Employee share option scheme:                        | 僱員認股權計劃：  |                          |                                |   |                             |                  |          |
|            | - transfer of reserve upon lapse of share options    | - 因認股權期滿失效而轉賬儲備   | -                        | -                              | -   | (247)                       | 247              | -        |
|            | Final dividend paid for the year ended 31 March 2008 | 已付末期股息  | -                        | -                              | -   | -                           | (22,736)         | (22,736) |
|            | <b>Total transactions with owners</b>                | 全部與權益持有者的交易   | -                        | -                              | -   | (247)                       | (22,489)         | (22,736) |
|            | Balance at 31 March 2009                             | 二〇〇九年三月三十一日結存   | 162,400                  | 3,728                          | 159,375   | 2,645                       | 62,074           | 390,222  |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

**Consolidated Statement of Cash Flows**  
綜合現金流量表

For the year ended 31 March 2010  
截至二〇一〇年三月三十一日止年度

|  |                         | Note | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|-------------------------|------|-----------------------------------|-----------------------------------|
|  |                         | 附註   |                                   |                                   |
| <b>Cash flows from operating activities</b>              | <b>營業活動的現金流量</b>        |      |                                   |                                   |
| Cash generated from operations                           | 營業產生的現金                 | (a)  | <b>104,909</b>                    | 13,712                            |
| Interest paid  | 已付利息                    |      | <b>(10)</b>                       | (707)                             |
| Interest received  | 已收利息                    |      | <b>441</b>                        | 3,929                             |
| Income tax paid  | 已付所得稅                   |      | <b>(1,187)</b>                    | (1,105)                           |
| Net cash generated from operating activities             | 營業活動產生的淨現金              |      | <b>104,153</b>                    | 15,829                            |
| <b>Cash flows from investing activities</b>              | <b>投資活動的現金流量</b>        |      |                                   |                                   |
| Purchase of property, plant and equipment                | 購買物業、廠房及設備              |      | <b>(10,557)</b>                   | (36,307)                          |
| Proceeds from disposal of property, plant and equipment  | 出售物業、廠房及設備所得款項          |      | <b>703</b>                        | 1,112                             |
| Dividend income from an associate                        | 聯營公司所發之股息收入             |      | <b>11,563</b>                     | —                                 |
| Net cash generated from/(used in) investing activities   | 投資活動所得／(所用) 淨現金         |      | <b>1,709</b>                      | (35,195)                          |
| <b>Cash flows from financing activities</b>              | <b>融資活動的現金流量</b>        |      |                                   |                                   |
| Dividend paid  | 已付股息                    |      | <b>—</b>                          | (22,736)                          |
| (Decrease)/increase in bank borrowings                   | 銀行貸款之(減少)／增加            |      | <b>(3,876)</b>                    | 3,876                             |
| Net cash used in financing activities                    | 融資活動所用淨現金               |      | <b>(3,876)</b>                    | (18,860)                          |
| <b>Increase/(decrease) in cash and cash equivalents</b>  | <b>現金及現金等值項目增加／(減少)</b> |      | <b>101,986</b>                    | (38,226)                          |
| Effect of foreign exchange rate changes, net             | 匯兌調整淨額                  |      | <b>46</b>                         | 372                               |
| Cash and cash equivalents at beginning of year           | 於年初之現金及現金等值項目           |      | <b>213,275</b>                    | 251,129                           |
| Cash and cash equivalents at end of year                 | 於年末之現金及現金等值項目           |      | <b>315,307</b>                    | 213,275                           |
| <b>Analysis of balances of cash and cash equivalents</b> | <b>現金及現金等值項目結存分析</b>    |      |                                   |                                   |
| Cash at bank and in hand                                 | 銀行及庫存現金                 | 23   | <b>233,931</b>                    | 105,085                           |
| Short-term bank deposits                                 | 短期銀行存款                  | 23   | <b>81,376</b>                     | 108,190                           |
|  |                         |      | <b>315,307</b>                    | 213,275                           |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份



**Consolidated Statement of Cash Flows**  
綜合現金流量表

**NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**

**綜合現金流量表附註**

**(a) Reconciliation of operating profit/(loss) to cash generated from operations**

**(a) 營業盈利／（虧損）與營業活動所產生的現金對賬**

|  |                            | <b>2010</b>     | 2009     |
|--|----------------------------|-----------------|----------|
|  |                            | 二〇一〇年           | 二〇〇九年    |
|  |                            | <b>HK\$'000</b> | HK\$'000 |
|  |                            | 港幣千元            | 港幣千元     |
| Operating profit/(loss)  | 營業盈利／（虧損）                  | <b>41,678</b>   | (2,225)  |
| Interest income  | 利息收入                       | <b>(441)</b>    | (3,929)  |
| Depreciation of property, plant and equipment                                      | 物業、廠房及設備折舊                 | <b>27,617</b>   | 32,962   |
| Impairment charge of property, plant and equipment                                 | 物業、廠房及設備減值                 | <b>7,705</b>    | 9,919    |
| Loss/(gain) on disposal of property, plant and equipment                           | 出售物業、廠房及設備之虧損／（盈利）         | <b>12,544</b>   | (1,070)  |
| Write back of provision for unfulfilled purchase commitment                        | 未履行採購承諾的撥備回撥               | <b>(1,263)</b>  | (2,773)  |
| Net cost of transferring shares in jointly controlled entity                       | 轉讓共同發展公司股份之成本淨額            | —               | 3,931    |
| Fair value loss/(gain) on financial liability at fair value through profit or loss | 按公平值透過損益記賬的金融負債之公平值虧損／（收益） | <b>2,572</b>    | (2,382)  |
| Operating profit before working capital changes                                    | 營運資金變動前之營業盈利               | <b>90,412</b>   | 34,433   |
| Decrease/(increase) in inventories   | 存貨之減少／（增加）                 | <b>69,589</b>   | (22,184) |
| (Increase)/decrease in trade and other receivables                                 | 貿易及其他應收賬項之（增加）／減少          | <b>(17,952)</b> | 17,170   |
| (Increase)/decrease in deposits, prepayments and other assets                      | 訂金、預付費用及其他資產之（增加）／減少       | <b>(5,213)</b>  | 12,447   |
| Decrease in trade and bills payables   | 應付貿易賬項及應付票據之減少             | <b>(15,600)</b> | (13,663) |
| Increase/(decrease) in other payables and accruals                                 | 其他應付賬項及應計項目之增加／（減少）        | <b>19,162</b>   | (6,184)  |
| Decrease in amount due to an associate   | 應付聯營公司款項之減少                | <b>(35,489)</b> | (8,307)  |
| Cash generated from operations   | 營業產生的現金                    | <b>104,909</b>  | 13,712   |

The notes on pages 78 to 130 are an integral part of these financial statements.

載於第 78 至 130 頁之附註為綜合財務報表的整體部份

## **1 GENERAL INFORMATION**

Joyce Boutique Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in sales of designer fashion garments, cosmetics and accessories.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda. The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 14 July 2010.

## **2 PRINCIPAL ACCOUNTING POLICIES**

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

### **2.1 Basis of preparation**

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

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The assumptions and estimates that are significant to the consolidated financial statements are disclosed in Note 4.

## **1 一般資料**

Joyce Boutique Holdings Limited (本公司) 及其附屬公司 (統稱「集團」) 主要從事名牌時裝、化妝品及飾物銷售。

本公司為一家於百慕達註冊成立的有限公司，其註冊辦事處位於 Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda。本公司的證券於香港聯合交易所有限公司以第一市場上市。

除特別註明外，本綜合財務報表以港幣千元為單位。此綜合財務報表已於二〇一〇年七月十四日獲董事會通過。

## **2 主要會計政策**

編製本綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

### **2.1 編製基準**

本綜合財務報表是按照香港財務報告準則編製。本綜合財務報表乃按歷史成本常規編製，並就按公平值透過損益記賬的金融資產和金融負債的重估（包括衍生工具）而作出修訂。

編製符合財務準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及對綜合財務報表屬重大假設和估計的範疇，在附註 4 中披露。

**2 PRINCIPAL ACCOUNTING POLICIES (Continued)**

**2.1 Basis of preparation (Continued)**

In the current year, the Group has adopted the following new standards, amendments to and interpretations of existing standards issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to the Group’s business and effective for the Group’s financial year beginning on or after 1 April 2009:

|                     |  |
|---------------------|--|
| HKAS 1 (Revised)    | Presentation of Financial Statements                         |
| HKAS 23 (Revised)   | Borrowing Costs  |
| HKFRS 2 (Amendment) | Share - based Payment - vesting conditions and cancellations |
| HKFRS 7 (Amendment) | Financial Instruments: Disclosures                           |
| HKFRS 8             | Operating Segments   |
| HK(IFRIC) – Int 13  | Customer Loyalty Programmes                                  |

HKAS 1 (Revised), “Presentation of Financial Statements”. The revised standard prohibits the presentation of items of income and expenses (that is, ‘non-owner changes in equity’) in the statement of changes in equity, requiring ‘non-owner changes in equity’ to be presented separately from owner changes in equity in a statement of comprehensive income. As a result, the Group presents in the consolidated statement of changes in equity all owner changes in equity, whereas all non-owner changes in equity are presented in the consolidated statement of comprehensive income. Comparative information has been re-presented so that it also is in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on earnings per share.

HKFRS 7 (Amendment), “Financial Instruments – Disclosures”. The amendment requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of fair value measurements by level of a fair value measurement hierarchy. As the change in accounting policy only results in additional disclosures, there is no impact on earnings per share.

**2 主要會計政策 (續)**

**2.1 編製基準 (續)**

集團於本年度採用了下列於二〇〇九年四月一日或之後開始之會計期間強制實行之新準則以及對現行準則的修訂及詮釋：

|                                    |                        |
|------------------------------------|------------------------|
| 香港會計準則第 1 號<br>(經修訂)               | 財務報表之呈報                |
| 香港會計準則第 23 號<br>(經修訂)              | 借貸成本                   |
| 香港財務報告準則<br>第 2 號 (修訂本)            | 以股份為基礎之付款<br>— 歸屬條件及註銷 |
| 香港財務報告準則<br>第 7 號 (修訂本)            | 金融工具：披露                |
| 香港財務報告準則<br>第 8 號                  | 經營分部                   |
| 香港 (國際財務報告<br>詮釋委員會)<br>— 詮釋第 13 號 | 客戶忠誠計劃                 |

香港會計準則第 1 號 (經修訂)「財務報表之呈報」。此項經修訂準則禁止於權益轉變報表呈列收入及開支項目 (即「非擁有人權益變動」)，並要求將「非擁有人權益變動」與擁有人權益變動分開而另行於全面收益表中呈列。因此，本集團將所有擁有人權益變動呈列於綜合權益轉變報表內，而所有非擁有人權益變動則於綜合全面收益表內呈列。比較資料亦已重新呈列，以符合此項經修訂準則。由於會計政策變動僅對呈列方面構成影響，因此並無影響每股盈利。

香港財務報告準則第 7 號 (修訂本)「金融工具：披露」。此項修訂要求加強對公平值計量及流動資金風險的披露。特別是，此項修訂要求以公平值計量層次的方式對公平值計量作出披露。由於會計政策之變動僅導致作出額外披露，因此並無對每股盈利構成影響。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

HKFRS 8, “Operating Segments”. HKFRS 8 replaces HKAS 14, “Segment reporting”. It requires a “management approach” under which segment information is presented on the same basis as that used for internal reporting purposes. The Group has applied HKFRS 8 from 1 April 2009 with no impact on the number of reportable segments and the manner in which the segments are reported.

HK(IFRIC) - Int 13, “Customer Loyalty Programmes”. HK(IFRIC) - Int 13 addresses accounting by entities that grant loyalty awards credits (such as “points”) to customers who buy other goods or services. Specifically, it explains how such entities should account for their obligations to provide free or discounted goods or services (“awards”) to customers who redeem award credits. The Group has applied HK(IFRIC) – Int 13 from 1 April 2009 retrospectively, the adoption of which has no significant impact to the profit for the year ended 31 March 2009 and the consolidated statements of financial position for the previous years.

The adoptions of the other new standards, amendments to and interpretations of existing standards have no material impact to the financial statements.

The following amendments to and interpretations of existing standards are effective for the year ended 31 March 2010 but are not relevant to the Group’s operations.

|   |   |
|---|---|
| HKAS 32 and HKAS 1 (Amendment)            | Puttable Financial Instruments and Obligations Arising on Liquidation         |
| HKFRS 1 and HKAS 27 (Amendment)           | Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate |
| HK(IFRIC) – Int 9 and HKAS 39 (Amendment) | Reassessment of Embedded Derivatives  |
| HK(IFRIC) – Int 15                        | Agreements for the Construction of Real Estate                                |
| HK(IFRIC) – Int 16                        | Hedges of a Net Investment in a Foreign Operation                             |

## 2 主要會計政策 (續)

### 2.1 編製基準 (續)

香港財務報告準則第8號「經營分部」。香港財務報告準則第8號取代香港會計準則第14號「分部報告」，其規定使用「管理方法」，據此，分部資料按內部報告採用之相同基準呈列。集團已於二〇〇九年四月一日起應用香港財務報告準則第8號，並無影響有關報告分部的數字和表達形式。

香港（國際財務報告詮釋委員會）－詮釋第13號「客戶忠誠計劃」。香港（國際財務報告詮釋委員會）－詮釋第13號針對實體向購買其他貨品或服務的客戶授予長期支持獎勵優惠（例如「積分」）的會計處理。具體來說，此項詮釋說明實體應如何將向換領獎勵優惠的客戶提供的免費或折扣貨品或服務（「獎賞」）的義務之入賬處理。集團已於二〇〇九年四月一日起追溯應用香港（國際財務報告詮釋委員會）－詮釋第13號「客戶忠誠計劃」，對截至二〇〇九年三月三十一日止年度的盈利及以往年度之綜合財務狀況表並無重大影響。

採納其他新準則以及對現行準則的修訂及詮釋對集團的財務報表並無重大影響。

下列現行準則的修訂及詮釋乃於截至二〇一〇年三月三十一日止年度生效，但與集團的營運無關。

|                                       |                        |
|---------------------------------------|------------------------|
| 香港會計準則第32號及香港會計準則第1號（修訂本）             | 可沽售金融工具及於清盤產生之責任       |
| 香港財務報告準則第1號及香港會計準則第27號（修訂本）           | 於附屬公司、共同控制實體或聯營公司之投資成本 |
| 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（修訂本） | 重新評估內含衍生工具             |
| 香港（國際財務報告詮釋委員會）－詮釋第15號                | 房地產建築協議                |
| 香港（國際財務報告詮釋委員會）－詮釋第16號                | 海外業務投資淨額對沖             |

**2 PRINCIPAL ACCOUNTING POLICIES (Continued)**

**2.1 Basis of preparation (Continued)**

The following new standards, amendments to and interpretations of existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2010 or later periods, but the Group has not early adopted.

|                                |  |
|--------------------------------|--|
| HK(IFRIC) – Int 18             | Transfers of Assets from Customers                                       |
| HKAS 24 (Amendment)            | Related Party Disclosures <sup>4</sup>                                   |
| HKAS 27 (Revised)              | Consolidated and Separate Financial Statements <sup>1</sup>              |
| HKAS 32 (Amendment)            | Classification of Right Issues <sup>2</sup>                              |
| HKAS 39 (Amendment)            | Eligible Hedged Items <sup>1</sup>                                       |
| HKFRS 3 (Revised)              | Business Combinations <sup>1</sup>                                       |
| HKFRS 9                        | Financial Instruments <sup>5</sup>                                       |
| HK(IFRIC) – Int 14 (Amendment) | Prepayments of a Minimum Funding Requirement <sup>4</sup>                |
| HK(IFRIC) – Int 17             | Distributions of Non-cash Assets to Owners <sup>1</sup>                  |
| HK(IFRIC) – Int 19             | Extinguishing Financial Liabilities with Equity Instruments <sup>3</sup> |

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 February 2010

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2013

The Group is currently assessing the impact of these new standards, amendments to and interpretations of existing standards to the consolidated financial statements.

**2 主要會計政策 (續)**

**2.1 編製基準 (續)**

下列新準則、現行準則的修訂及詮釋已經刊發，並必須於集團二〇一〇年四月一日或之後開始的會計期間強制採用，但未獲本集團提早採用。

|  |                                      |
|--|--------------------------------------|
| 香港（國際財務報告<br>詮釋委員會）<br>— 詮釋第 18 號          | 獲客戶轉讓資產                              |
| 香港會計準則第 24 號<br>（修訂本）                      | 關聯方披露 <sup>4</sup>                   |
| 香港會計準則第 27 號<br>（經修訂）                      | 綜合及獨立財務報表 <sup>1</sup>               |
| 香港會計準則第 32 號<br>（修訂本）                      | 供股之分類 <sup>2</sup>                   |
| 香港會計準則第 39 號<br>（修訂本）                      | 金融工具：確認與計量<br>— 合資格對沖項目 <sup>1</sup> |
| 香港財務報告準則<br>第 3 號（經修訂）                     | 業務合併 <sup>1</sup>                    |
| 香港財務報告準則<br>第 9 號                          | 金融工具 <sup>5</sup>                    |
| 香港（國際財務報告<br>詮釋委員會）<br>— 詮釋第 14 號<br>（修訂本） | 預付最低撥款規定 <sup>4</sup>                |
| 香港（國際財務報告<br>詮釋委員會）<br>— 詮釋第 17 號          | 分派非現金資產予<br>擁有人 <sup>1</sup>         |
| 香港（國際財務報告<br>詮釋委員會）<br>— 詮釋第 19 號          | 以權益工具償還金融<br>負債 <sup>3</sup>         |

<sup>1</sup> 於二〇〇九年七月一日或之後開始的年度期間生效

<sup>2</sup> 於二〇一〇年二月一日或之後開始的年度期間生效

<sup>3</sup> 於二〇一〇年七月一日或之後開始的年度期間生效

<sup>4</sup> 於二〇一一年一月一日或之後開始的年度期間生效

<sup>5</sup> 於二〇一三年一月一日或之後開始的年度期間生效

集團目前正評估這些新準則、現行準則的修訂及詮釋對綜合財務報表的影響。

## **2 PRINCIPAL ACCOUNTING POLICIES** (Continued)

### **2.2 Consolidation**

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

#### **Subsidiaries**

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

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

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.7). The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### **2.3 Associate**

Associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investment in associate is accounted for using the equity method of accounting and is initially recognised at cost.

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

## **2 主要會計政策 (續)**

### **2.2 綜合賬目 (續)**

綜合財務報表包括本公司及其所有附屬公司截至三月三十一日止的財務報表。

#### **附屬公司**

附屬公司指本集團有權管控其財政及營業政策而控制所有實體(包括特殊目的實體)，一般附帶超過半數投票權的股權。在評定本集團是否控制另一實體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。

附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

集團內公司之間的交易、交易的結餘及未實現收益予以對銷。未實現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之財務狀況表內，於附屬公司之投資按成本值扣除減值虧損準備列賬(附註2.7)。附屬公司之業績由本公司按已收及應收股息入賬。

### **2.3 聯營公司**

聯營公司指所有本集團對其有重大影響力而無控制權的實體，通常附帶有20%-50%投票權的股權。聯營公司投資以權益會計法入賬，初始以成本確認。

本集團應佔聯營公司的收購後利潤或虧損於綜合收益表內確認，而應佔其收購後儲備的變動則於儲備賬內確認。累計之收購後變動於投資賬面值中調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.3 Associate (Continued)

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

### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the top management that makes strategic decisions.

### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

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

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement, except when deferred in other comprehensive income as qualifying cash flow hedges.

## 2 主要會計政策 (續)

### 2.3 聯營公司 (續)

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

### 2.4 分部匯報

營運分部之報告方式，與向主要營運決策者提供內部報告之方式一致。主要營運決策者負責就營運分部分配資源及評估分部之表現，而高級管理層被視為作出策略決定的主要營運決策者。

### 2.5 外幣換算

#### (a) 功能和列賬貨幣

本集團每個實體的財務報表所列項目均以該實體營業所在的主要經濟環境的貨幣計量（「功能貨幣」）。綜合財務報表以港幣呈報，港幣為本公司的功能及列賬貨幣。

#### (b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣。除了符合在其他綜合收益中遞延入賬的現金流量對沖和淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在綜合收益表確認。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.5 Foreign currency translation (Continued)

#### (c) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated income statement as part of the gain or loss on sale.

### 2.6 Property, plant and equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the consolidated income statement during the financial period in which they are incurred.

## 2 主要會計政策 (續)

### 2.5 外幣換算 (續)

#### (c) 集團公司

功能貨幣與列賬貨幣不同的所有集團實體(當中沒有嚴重通脹貨幣)的業績和財務狀況按如下方法換算為列賬貨幣:

- (i) 每份呈報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率換算;
- (ii) 每份收益表內的收入和費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支項目按交易日期的匯率換算);及
- (iii) 所有由此產生的匯兌差額確認為權益的獨立組成項目。

在綜合賬目時,換算海外業務的淨投資所產生的匯兌差額列入其他綜合收益。當售出或清理部份海外業務時,該等計入權益內的匯兌差額在綜合收益表確認為出售盈虧的一部份。

### 2.6 物業、廠房及設備

物業、廠房及設備乃以歷史成本減除累計折舊及減值虧損後入賬。歷史成本包括收購該項目直接應佔的開支。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團,而該項目的成本能可靠計量時,才包括在資產的賬面值或確認為獨立資產(按適用)。已更換零件的賬面值已被剔除入賬。所有其他維修及保養在產生的財政期間內於綜合收益表支銷。



**2 PRINCIPAL ACCOUNTING POLICIES (Continued)**

**2.6 Property, plant and equipment (Continued)**

Depreciation is calculated using the straight-line method to allocate the costs of items of property, plant and equipment over their estimated useful lives, as follows:

|                                   |                     |
|-----------------------------------|---------------------|
| Leasehold improvements            | Over the lease term |
| Furniture, fixtures and equipment | 3 to 6 years        |
| Motor vehicles                    | 4 years             |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

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

**2.7 Impairment of investments in subsidiaries, associate and non-financial assets**

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

**2.8 Derivative financial instruments and hedging activities**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Derivatives that are not designated as hedging instruments are classified as financial assets or liabilities at fair value through profit or loss. Gains or losses arising from changes in the fair value are recognised in the consolidated income statement.

**2 主要會計政策 (續)**

**2.6 物業、廠房及設備 (續)**

折舊乃按以下的估計可使用年期將成本依直線法計算：

|          |      |
|----------|------|
| 租賃物業裝修   | 按租賃期 |
| 傢俬、裝置及設備 | 3至6年 |
| 汽車       | 4年   |

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額。（附註 2.7）

出售之盈虧取決於銷售所得款項與賬面數額之比較，並於綜合收益表入賬。

**2.7 所佔附屬公司權益、所佔共同發展公司、聯營公司及非財務資產的減值**

沒有確定使用年期之資產無需攤銷，但最少每年就減值進行測試。當有事件出現或情況改變，顯示資產之賬面值可能無法收回時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額於收益表內確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時，資產將按可識辨現金流量（現金產生單位）的最低層次組合。除商譽以外的非財務資產減值將於每個財務報告日評估其逆轉的可能性。

**2.8 衍生金融工具及對沖活動**

衍生工具初步按於衍生工具合約訂立日之公平值確認，其後按公平值重新計量。確認所產生之收益或虧損的方法取決於該衍生工具是否指定作對沖工具，如指定為對沖工具，則取決於其所對沖項目之性質。非指定作為對沖之衍生工具分類為按公平值透過損益記賬之財務資產或負債，按公平值透過損益記賬。公平值變動的盈利或虧損在綜合收益表確認。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.8 Derivative financial instruments and hedging activities (Continued)

The Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedge). The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of derivative instruments used for hedging purposes are disclosed in Note 22. Movements on the hedging reserve in other comprehensive income are shown in the Consolidated Statement of Changes in Equity. The full fair value of hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedge item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated income statement.

Amounts accumulated in hedging reserve are recycled in the consolidated income statement in the periods when the hedged item affects profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory), the gains and losses previously deferred in hedging reserve are transferred from hedging reserve and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of inventories in case of inventory.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in hedging reserve at that time remains in hedging reserve and is recognised when the forecast transaction is ultimately recognised in the consolidated income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in hedging reserve is immediately transferred to the consolidated income statement.

## 2 主要會計政策 (續)

### 2.8 衍生金融工具及對沖活動 (續)

本集團指定衍生工具作為對沖非常可能的預測交易(現金流量對沖)。本集團於訂立交易時就對沖工具與對沖項目之關係，以至其風險管理目標及執行多項對沖交易之策略作檔記錄。本集團亦於訂立對沖交易時和按持續經營基準，記錄其對於該等用於對沖交易之衍生工具，是否高度有效地抵銷對沖項目公平值或現金流量變動的評估。

作對沖用途的衍生工具的公平值在附註 22 中披露。對沖儲備變動載於綜合權益轉變報表中的其他綜合收益。假若對沖衍生工具的公平價值餘下至到期日超過 12 個月，將會被分類為非流動資產或負債，但餘下至到期日少於 12 個月，則被分類為流動資產或負債。

被指定並符合資格作為現金流量對沖之衍生工具之公平值變動的有效部份於對沖儲備中確認。與無效部份有關的盈虧即時在綜合收益表確認。

在對沖儲備累計的金額當被對沖項目將影響盈利或虧損時於綜合收益表中確認。然而，當被對沖的預測交易導致一項非財務資產(例如：存貨)的確認，之前在對沖儲備中遞延入賬的收益和虧損自對沖儲備中撥出，並列入該資產成本的初步計量中。遞延金額最終在已售貨品成本(如屬存貨)中確認。

當一項對沖工具到期或售出後，或當對沖不再符合對沖會計處理的條件時，其時在對沖儲備中存有的任何累計盈虧仍保留在對沖儲備內，並於未來交易最終在綜合收益表內確認時確認入賬。當某項未來交易預期不會再出現時，在對沖儲備中申報的累計盈虧即時轉撥入綜合收益表。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.8 Derivative financial instruments and hedging activities (Continued)

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of these derivative instruments are recognised immediately in the consolidated income statement.

### 2.9 Inventories

Inventories comprise merchandise for resale and are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs of purchases, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling prices in the ordinary course of business, less applicable variable selling expenses. Costs of inventories include the transfer from hedging reserve of any gains/losses on qualifying cash flow hedges relating to purchases of merchandises for resale.

### 2.10 Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated income statement. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against consolidated income statement.

### 2.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturity of 3 months or less, and bank overdrafts.

### 2.12 Share capital

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

## 2 主要會計政策 (續)

### 2.8 衍生金融工具及對沖活動 (續)

若干衍生工具不符合採用對沖會計處理。任何不符合對沖會計處理的衍生工具的公平值變動，即時於綜合收益表內確認。

### 2.9 存貨

存貨包括作轉售的商品，按照成本值與可變現淨值兩者中的較低數額報值。成本乃按照加權平均法計算，包括所有購買成本，加工成本及將存貨付運至現址及達至現狀之其他成本。可變現淨值為在通常業務過程中的估計銷售價，減適用的變動銷售費用。存貨成本包括自對沖儲備轉撥的與購買作轉售的商品有關的合資格現金流量對沖的任何收益／損失。

### 2.10 應收賬項

應收賬項初步以公平值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。當有客觀證據證明本集團將無法按應收款的原有條款收回所有賬項時，即就應收賬項設定減值撥備。撥備金額為資產賬面值與按實際利率貼現的估計未來現金流量的現值兩者的差額。資產的賬面值透過使用備付賬戶削減，而有關的虧損數額則在綜合收益表中確認。如一項應收賬項無法收回，其會與應收賬項內的備付賬戶撇銷。之前已撇銷的賬項如其後收回，將撥回綜合收益表內。

### 2.11 現金及現金等值項目

現金及現金等價物包括現金、銀行通知存款、原到期日為三個月或以下的其他短期高流動性投資，以及銀行透支。

### 2.12 股本

普通股被列為權益。直接歸屬於發行新股或認股權的新增成本在權益中列為所得款的減少（扣除稅項）。

## **2 PRINCIPAL ACCOUNTING POLICIES (Continued)**

### **2.13 Payables**

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

### **2.14 Borrowings**

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

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

### **2.15 Current and deferred income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised directly in other comprehensive income or equity. In this case, tax is also recognised in other comprehensive income or equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of statement of financial position in the countries where the Company, its subsidiaries and associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of statement of financial position and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

## **2 主要會計政策 (續)**

### **2.13 應付賬項**

應付賬項初步以公平值確認，其後利用實際利息法按攤銷成本計量。

### **2.14 借貸成本**

貸款初步按公平值並扣除產生的交易成本確認。貸款其後按攤銷成本列賬；所得款（扣除交易成本）與贖回價值的任何差額利用實際利息法於貸款期間內在綜合收益表確認。

除非本集團有無條件權利將負債的結算遞延至結算日後最少 12 個月，否則貸款分類為流動負債。

### **2.15 當期及遞延所得稅**

本期間的稅項支出包括當期和遞延稅項。稅項在綜合收益表內確認，但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

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

遞延所得稅採用負債法就資產及負債之稅基與它們在綜合賬項之賬面值兩者之短暫時差作確認。遞延所得稅採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

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

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

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

### 2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provision are not recognised for future operating losses. The Group makes provision on onerous contracts when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be received from it.

### 2.17 Employee benefits

#### (a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the date of statement of financial position.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

#### (b) Bonus plan

Provision for bonus plan is recognised where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 主要會計政策 (續)

### 2.15 當期及遞延所得稅 (續)

遞延所得稅資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延所得稅乃就向附屬公司及聯營公司所作投資之短暫時差而撥備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

### 2.16 撥備

倘若本集團須就已發生的事件承擔法律或推定責任，而且履行責任可能涉及經濟效益的流出，並可作出可靠的估計，便會就不肯定時間或數額的負債確認撥備。不就未來營業虧損確認撥備。當履行某合約承擔所引致之不可避免的成本高於預期所產生之經濟利益時，集團會就此虧損性合約確立撥備。

### 2.17 僱員福利

#### (a) 僱員應享假期

僱員在年假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之年假之估計負債作出撥備。

僱員之病假及產假不作確認，直至僱員正式休假為止。

#### (b) 獎金計劃

本集團如有合約責任或依據過往做法產生推定責任，則確認獎金計劃之負債撥備。

## **2 PRINCIPAL ACCOUNTING POLICIES** (Continued)

### **2.17 Employee benefits** (Continued)

#### **(c) Pension schemes**

The Group operates the following principal defined contribution pension schemes:

##### Defined contribution schemes

Contributions to the schemes are expensed as incurred and are reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions. The assets of the schemes are held separately from those of the Group in independently administered funds.

##### Mandatory provident funds

Contributions to the Mandatory Provident Fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to the consolidated income statement when incurred.

The Group also participates in the employee pension schemes operated by the municipal governments of various cities in the People's Republic of China ("PRC"). The municipal governments are responsible for the entire pension obligations payable to retired employees. The only obligation of the Group is to pay the ongoing required contribution under these schemes. The contributions are charged to the consolidated income statement as incurred.

Under these plans, the Group has no legal or constructive obligation to make further payment once the required contributions have been paid. Contributions to these plans are expensed as incurred.

#### **(d) Long service payments**

The Group's net obligation in respect of amounts payable on cessation of employment in certain circumstances under the employment law of the respective countries in which the Group operates is the amount of future benefit that employees have earned in return for their services in the current and prior periods.

## **2 主要會計政策** (續)

### **2.17 僱員福利** (續)

#### **(c) 退休金計劃**

本集團設有下列主要的界定供款退休金計劃：

##### 界定供款計劃

本集團向該等計劃作出的供款均在產生時列支。倘若部分僱員在可全數獲享供款的利益前退出計劃而被沒收供款，則供款額或會減少。該等計劃的資產與本集團的資產是透過獨立管理的基金分開持有。

##### 強制性公積金

根據香港《強制性公積金計劃條例》的規定作出的強制性公積金供款，均於產生時在綜合收益表列支。

本集團亦參與中華人民共和國（「中國」）多個市政府所管理之僱員退休金計劃。市政府承擔向僱員支付退休金之全部責任。本集團之唯一責任乃根據該等計劃支付持續所需之供款有關供款於支出時計入綜合收益表。

在這些計劃下，於本集團支付所須供款後，再無作其他供款之法律或推定責任。該等計劃供款均於產生時列支。

#### **(d) 長期服務金**

本集團根據營運所在國家之僱傭條例在若干情況下就終止僱用應付金額之負擔淨額，為僱員於本期及前期提供服務賺取之回報之未來利益金額。

## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.17 Employee benefits (Continued)

#### (d) Long service payments (Continued)

Long service payments are assessed using the projected unit credit method. The cost of providing the long service payment liabilities is charged to the consolidated income statement so as to spread the cost over the service lives of employees in accordance with the advice of the actuaries.

Long service payments are discounted to determine the present value of obligation and reduced by entitlement accrued under the Group's defined contribution plans that are attributable to contributions made by the Group. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

#### (e) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market performance vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement with a corresponding adjustment to equity.

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

## 2 主要會計政策 (續)

### 2.17 僱員福利 (續)

#### (d) 長期服務金 (續)

長期服務金乃以預計單位貸記法評估。長期服務金負債之成本乃於綜合收益表扣除，以使成本按精算師之建議於僱員服務年期內分攤支銷。

長期服務金會予以折讓以確定其負擔之現值，並扣減本集團於定額供款計劃就本集團所作供款應佔部份。精算盈虧乃按僱員平均尚餘服務年期確認。過往之服務成本乃按平均年期以直線法支銷，直至僱員享有該等福利為止。

#### (e) 以股份為基礎的補償

本集團設有一項以權益償付、以股份為基礎的補償計劃。僱員為獲取授予認股權而提供的服務的公平值確認為費用。在歸屬期間內將予支銷的總金額參考授予的認股權的公平值釐定，不包括任何非市場既定條件（例如盈利能力和銷售增長目標）的影響。非市場既定條件包括在有關預期可予以行使的認股權數目的假設中。總支銷的金額在歸屬期間內確認，歸屬期間指符合所有特定歸屬條件的期間。

在每個結算日，本集團依據非市場既定條件修訂其對預期可予以行使認股權數目的估計。本集團在綜合收益表確認對原估算修訂（如有）的影響，並對權益作出相應調整。

在認股權行使時，所收到的款項扣除任何直接應佔的交易成本後，撥入股本（賬面值）和股本溢價。

## **2 PRINCIPAL ACCOUNTING POLICIES** (Continued)

### **2.18 Revenue recognition**

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

#### **(a) Sales of goods – retail**

Sales of goods are recognised when a group company sells a product to the customer. Retail sales are usually settled in cash or by credit card.

Sales of goods that resulted in award credits for customers are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods sold and the award credits granted. The consideration allocated to the award credits is measured by reference to their fair values, taking into the account the fair value of the products for which award credits could be redeemed. Such consideration is not recognised as revenue at the time of the initial sale transaction, but is deferred and recognised as revenue upon the expiration or redemption of award credits.

#### **(b) Sales of goods – wholesale**

Sales of goods are recognised when a group company has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

#### **(c) Interest income**

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

#### **(d) Rental income**

Rental income is recognised on a straight-line accrual basis over the terms of lease agreement.

#### **(e) Management fee and commission income**

Management fee and commission income is recognised in the accounting period in which the services are rendered.

## **2 主要會計政策 (續)**

### **2.18 收入確認**

收益指本集團在通常活動過程中出售貨品及服務的已收或應收代價的公平值。收益在扣除增值稅、退貨、回扣和折扣，以及對銷集團內部銷售後列賬。

#### **(a) 貨品銷售 – 零售**

貨品銷售在本集團公司向顧客出售產品後確認。零售銷售一般以現金或信用卡結賬。

因貨品銷售而產生客戶獎勵積分的收入應以包含多個銷售的交易入賬，已收或應收對價的公平價值在已銷售貨品和所授予的獎勵積分之間分攤。分攤給獎勵積分之對價乃參照其公平值及考慮該獎勵積分可兌現之貨品的公平值作計量。分攤給獎勵積分之對價在首次銷售交易時不會確認為收入，並會遞延入賬，在獎勵積分過期或兌現時確認為收入。

#### **(b) 貨品銷售 – 批發**

貨品銷售在本集團公司已將貨品交付予顧客，顧客接收產品後，以及有關應收款的收回可合理確保時確認。

#### **(c) 利息收入**

利息收入乃按時間比例使用實際利率法確認。

#### **(d) 租金收入**

租金收入乃利用直線攤銷法在租賃合同期內確認。

#### **(e) 管理費及佣金收入**

管理費及佣金收入在提供服務時按該會計期間確認。



## 2 PRINCIPAL ACCOUNTING POLICIES (Continued)

### 2.19 Operating leases

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

### 2.20 Dividend distribution

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

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it mainly to foreign exchange risk, credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme seeks to minimise potential adverse effects on the Group's financial performance. It is the policy of the Group not to enter into derivative transactions for speculative purposes.

#### (i) Foreign exchange risk

The Group operates mainly in Hong Kong and the PRC, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro dollars ("Euro"), Renminbi ("RMB") and United States dollars ("USD"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Exposure to movements in exchange rates on individual transactions of the Group denominated in Euro is minimised using forward foreign exchange contracts where active markets exist.

The Group's risk management policy is to hedge all highly probable transactions in Euro, provided that the cost of the foreign exchange forward or derivative contract is not prohibitively expensive in comparison to the underlying exposure.

As the Group has effectively hedged against Euro for both years, the Group is exposed to minimal foreign exchange risk against Euro.

## 2 主要會計政策 (續)

### 2.19 經營租賃

如租賃擁有權的重大部份風險和回報由出租人保留，分類為經營租賃。根據經營租賃收取或支付的款項，扣除繳付予承租人或自出租人收取之任何優惠後，於租賃期內以直線法在綜合收益表確認為收入或開支。

### 2.20 股息分派

向本公司股東分派的股息在股息獲本公司董事或股東批准的期間內於本集團及本公司的賬項內列為負債。

## 3 金融風險管理

### 3.1 金融風險因素

本集團之業務主要受到外匯風險、信貸風險、流動資金風險及現金流量利率風險之影響。本集團的整體風險管理計劃尋求儘量減低對本集團財務表現的潛在不利影響。本集團的政策是不作投機性的衍生工具交易。

#### (i) 外匯風險

本集團主要於香港及中國經營，並承受多種不同貨幣產生的外匯風險，而主要涉及歐元、人民幣及美元的風險。外匯風險來自未來商業交易、已確認資產和負債以及海外業務的淨投資。

當本集團個別歐元交易承受匯率變動影響的風險，而有關貨幣有活躍市場時，本集團會以外匯期貨合約把有關風險減至最低。

集團的風險管理政策是假若期貨或衍生外匯合約的成本與基本風險比較並非異常高昂，則會對歐元所有可能性甚高的交易作對沖。

由於本集團於兩年來均對歐元進行有效對沖，故集團所受的歐元匯率風險極低。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (i) Foreign exchange risk (Continued)

As at 31 March 2010, if HK\$ had weakened/strengthened by 2% (2009: 2%) against the RMB with all other variables held constant, pre-tax profit (2009: pre-tax loss) would have been HK\$108,000 higher/lower (2009: HK\$143,000 lower/higher), arising mainly as a result of foreign exchange gains/losses on translation of RMB - denominated trade receivables.

As at 31 March 2010 if HK\$ had weakened/strengthened by 0.5% (2009: 0.5%) against the USD with all other variables held constant, pre-tax profit (2009: pre-tax loss) for the year would have been HK\$327,000 higher/lower (2009: HK\$433,000 lower/higher), mainly as a result of foreign exchange gains/losses on translation of USD-denominated bank deposits and trade payables.

##### (ii) Credit risk

The Group is exposed to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Credit risk is managed on a group basis and individual basis. Credit risk arises from deposits with banks, as well as credit exposures to wholesale and retail customers, including outstanding receivables.

Impairment provisions are made for losses that have been incurred at the date of statement of financial position. The Group limits its exposure to credit risk by rigorously selecting the counterparties including the deposits-takers and debtors and by diversification. Deposits are placed only with major and sizeable banks approved by the Board from time to time and there was no significant concentration risk to a single counterparty. The Group mitigates its exposure to risks relating to trade receivable by its established procedures in granting credit only to customers with sound credit track records. Sales to retail customers are settled in cash or using major credit cards. No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by these counterparties.

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (i) 外匯風險 (續)

於二〇一〇年三月三十一日，倘港幣兌人民幣貶值/升值2%（二〇〇九年：2%），而所有其他因素維持不變，則除稅前盈利（二〇〇九年：除稅前虧損）將增加/減少港幣108,000元（二〇〇九年：減少/增加港幣143,000元），主要由於換算以人民幣為單位的應收賬項所產生之匯兌收益/虧損。

於二〇一〇年三月三十一日，倘港幣兌美元貶值/升值0.5%（二〇〇九年：0.5%），而所有其他因素維持不變，則年度除稅前盈利（二〇〇九年：除稅前虧損）將會增加/減少港幣327,000元（二〇〇九年：減少/增加港幣433,000元），主要因為換算以美元為單位的銀行存款及應付貿易賬項的匯兌收益/虧損。

##### (ii) 信貸風險

本集團須承受信貸風險，而信貸風險為對方未能支付到期付款之風險。信貸風險按整體及個別基準管理。信貸風險來自銀行存款，以及就批發及零售客戶而承受之信貸（包括未償還應收賬項）。

就於結算日已產生之虧損而言，將會作出減值撥備。本集團透過嚴選對手方（包括接受存款人及債務人）及分散方式為所承受之信貸風險設限。存款僅存放於董事會不時審批之主要及具規模銀行，且對單一對手方並無重大集中風險。本集團以其既有僅向具備良好信貸記錄之客戶授予信貸之程序盡量減低須承受有關之業務應收賬項之風險。對主要零售客戶進行之銷售乃以現金或主要信用卡結付。於呈報期內並無超越信貸限額，而管理層並不預期有任何因此等對手方未能還款而導致之虧損。

**3 FINANCIAL RISK MANAGEMENT** (Continued)

**3.1 Financial risk factors** (Continued)

(ii) **Credit risk** (Continued)

As at 31 March 2010, the financial assets of the Group that were exposed to credit risk and their maximum exposure were as follows:

|                              |           | 31 March 2010<br>二〇一〇年三月三十一日   |   | 31 March 2009<br>二〇〇九年三月三十一日   |   |
|------------------------------|-----------|--|---|--|---|
|                              |           | Carrying<br>amount in<br>statement<br>of financial<br>position<br>於財務狀況表<br>之賬面值<br>HK\$'000<br>港幣千元 | Maximum<br>exposure to<br>credit risk<br>須承受之最高<br>信貸風險<br>HK\$'000<br>港幣千元 | Carrying<br>amount in<br>statement<br>of financial<br>position<br>於財務狀況表<br>之賬面值<br>HK\$'000<br>港幣千元 | Maximum<br>exposure to<br>credit risk<br>須承受之<br>最高信貸風險<br>HK\$'000<br>港幣千元 |
| Financial assets:            | 財務資產：     |  |   |  |   |
| Cash and cash equivalents    | 現金及現金等值項目 | 315,307  | 314,540   | 213,275  | 212,579   |
| Trade and other receivables  | 貿易及其他應收賬項 | 49,944   | 49,944  | 31,992   | 31,992  |
| Deposits and other assets    | 訂金及其他資產   | 54,632   | 54,632  | 48,518   | 48,518  |
| Amount due from an associate | 應收聯營公司款項  | 12,710   | 12,710  | —  | —   |

(iii) **Liquidity risk**

Liquidity risk is the risk that funds will not be available to meet liabilities as and when they fall due, and it results from amount and maturity mismatches of assets and liabilities. Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the Group to ensure that all liabilities due and known funding requirements could be met. In addition, banking facilities have been put in place for contingency purposes. The Group had aggregate borrowing facilities of approximately HK\$233,000,000 as at 31 March 2010 (2009: HK\$233,000,000). Borrowing facilities utilised as at 31 March 2010 amounted to approximately HK\$26,327,000 (2009: HK\$14,774,000). The banking facilities were secured by corporate guarantees from the Company.

**3 金融風險管理** (續)

**3.1 金融風險因素** (續)

(ii) **信貸風險** (續)

於二〇一〇年三月三十一日，本集團須承受信貸風險之財務資產及有關財務資產之最高風險如下：

(iii) **流動資金風險**

流動資金風險為資金未能應付到期債項之風險，因資產及負債之金額及年期錯配所致。審慎流動資金風險管理包括維持足夠的現金、由足額的已承諾信貸額提供可用的資金、及有能力結束市場倉位。本集團使用預測現金流分析管理信貸風險，方法為預測所需現金數額及監管本集團之營運資金，以確保能應付所有到期債項及已知資金需求。此外，銀行信貸已準備作或然用途。於二〇一〇年三月三十一日，本集團之可動用借貸總額為港幣 233,000,000 元（二〇〇九年：港幣 233,000,000 元）。於二〇一〇年三月三十一日，已動用的借貸總額約為港幣 26,327,000 元（二〇〇九年：港幣 14,774,000 元）。銀行信貸以本公司之企業擔保作保證。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (iii) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities which have contractual maturities less than 1 year.

|                             |             | Less than 1 year<br>一年以下          |                                   |
|-----------------------------|-------------|-----------------------------------|-----------------------------------|
|                             |             | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Trade and bills payable     | 應付貿易賬項及應付票據 | 41,440                            | 57,040                            |
| Other payables and accruals | 其他應付賬項及應計項目 | 92,346                            | 75,302                            |
| Amount due to an associate  | 應付聯營公司款項    | —                                 | 22,779                            |
| Bank borrowings             | 銀行借款        | —                                 | 3,876                             |
| Total                       | 總額          | 133,786                           | 158,997                           |

The table below analyses the Group's derivative financial instruments which have contractual maturities less than 1 year. The gross settlement contracts require undiscounted contractual cash inflows and outflows as follows:

下表顯示本集團合約到期日為一年以下的衍生金融工具。以總額方式結算之合約所需之未折現現金流入及流出如下：

|                                    |             | Less than 1 year<br>一年以下<br>HK\$'000<br>港幣千元 |           |
|------------------------------------|-------------|--|-----------|
| At 31 March 2010                   | 二〇一〇年三月三十一日 |  |           |
| Forward foreign exchange contracts | 遠期外匯合約      |  |           |
| - cash flow hedges:                | — 現金流量對沖：   |  |           |
| Inflows                            | — 流入        |  | 186,122   |
| Outflows                           | — 流出        |  | (190,475) |
| At 31 March 2009                   | 二〇〇九年三月三十一日 |  |           |
| Forward foreign exchange contracts | 遠期外匯合約      |  |           |
| - cash flow hedges:                | — 現金流量對沖：   |  |           |
| Inflows                            | — 流入        |  | 77,182    |
| Outflows                           | — 流出        |  | (90,026)  |

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (iv) Cash flow interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's income and operating cash flows are substantially independent of changes in market interest rates, except for the interest income derived from bank deposits. As at 31 March 2010, if interest rates on the bank deposits had been 10 basis points (2009: 100 basis points) higher/lower with all other variables held constant, pre-tax profit (2009: pre-tax loss) for the year would have been HK\$315,000 higher/lower (2009: HK\$2,126,000 lower/higher), mainly as a result of higher/lower interest income on bank deposits. Apart from the bank deposits, the Group has no significant interest bearing assets or liabilities.

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

### 3 金融風險管理 (續)

#### 3.1 金融風險因素 (續)

##### (iv) 現金流量利率風險

現金流量利率風險為因市場利率變動而導致金融工具之未來現金流波動之風險。除來自銀行存款之利息收入外，本集團之收入及經營現金流量大致不受市場利率變動影響。在二〇一〇年三月三十一日，假若銀行存款利率高出／低了10基點（二〇〇九年：100基點），而所有其他因素維持不變，則該年度的除稅前盈利（二〇〇九年：除稅前虧損）應增加／減少港幣315,000元（二〇〇九年：減少／增加2,126,000元），主要因為銀行存款利息收入之增加／減少。除銀行存款外，本集團並無巨額之計息資產或負債。

#### 3.2 資金風險管理

本集團的資金管理政策，是保障集團能繼續營運，以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本。

本集團積極定期檢討及管理資本架構，力求達到最理想的資本架構及股東回報；過程中，本集團考慮的因素計有：本集團日後的資本需求與資本效率、當前及預期之盈利能力、預期之營運現金流、預期資本開支及預期策略投資機會等。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東發還之資金、發行新股或出售資產。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation

Effective 1 April 2009, the Group adopted the amendment to HKFRS 7 for financial instruments that are measured in the statement of financial position at fair value. This requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Group did not have any financial assets that are measured at fair value as at 31 March 2010. The following table presents the Group's financial liabilities that were measured at fair value as at 31 March 2010.

|  |                 | Level 1<br>第一層<br>HK\$'000<br>港幣千元 | Level 2<br>第二層<br>HK\$'000<br>港幣千元 | Level 3<br>第三層<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
|--|-----------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------|
| Liabilities  | 負債              |                                    |                                    |                                    |                                 |
| Financial derivative liabilities                         | 衍生金融工具負債        | —                                  | 5,380                              | —                                  | 5,380                           |
| Financial liability at fair value through profit or loss | 按公平值透過損益記賬的金融負債 | —                                  | —                                  | 3,966                              | 3,966                           |
| Total  | 總額              | —                                  | 5,380                              | 3,966                              | 9,346                           |

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data. The instrument is included in level 3.

### 3 金融風險管理 (續)

#### 3.3 公平值估計

由二〇〇九年一月一日起，本集團採納香港財務報告準則第7號有關金融工具在財務狀況表按公平值計量的修訂，其規定按下列公平值計量架構披露公平值計量：

第一層— 相同資產或負債在交投活躍市場的報價（未經調整）

第二層— 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）

第三層— 資產或負債並非依據可觀察市場數據的輸入（即非可觀察輸入）

於二〇一〇年三月三十一日，本集團的財務狀況表內並沒有任何財務資產以公平值計量。下表顯示本集團的財務負債按二〇一〇年三月三十一日計量的公平值。

沒有在活躍市場買賣的金融工具的公平值利用估值技術釐定。估值技術盡量利用可觀察市場數據，儘量少依賴主體的特定估計。如計算一金融工具的公平值所需的所有重大輸入為可觀察數據，則該金融工具列入第二層。

如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具列入第三層。

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

Specific valuation techniques used to value financial liabilities include:

- (i) The fair value of forward foreign exchange contracts was determined using forward exchange rates at the date of statement of financial position, with the resulting value discounted back to present value.
- (ii) Binomial model was adopted to measure the net fair value of the call and put options which required the assessment of the fair market value of the equity interest of Marni (Hong Kong) Limited. Fair market value of the equity interest of Marni (Hong Kong) Limited was determined by the income approach with the use of free cash flows to equity in discounted cash flow method.

The carrying amounts of the Group's financial assets, including cash and cash equivalents, trade and other receivables, deposits and other assets and amount due from an associate; and the Group's financial liabilities, including trade and bills payables, other payables and accruals and amount due to an associate, approximate their fair values due to their short maturities.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

#### 4.1 Critical accounting estimates and assumptions

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

### 3 金融風險管理 (續)

#### 3.3 公平值估計 (續)

用以估值金融工具的特定估值技術包括：

- (i) 遠期外匯合同的公平值利用財務狀況表日期的遠期匯率釐定，而所得價值折算至現值。
- (ii) 認購及認沽期權淨公平值之計量採用了二項式模型，此模型需要評估 Marni (Hong Kong) Limited 的股權的公平市場價值。Marni (Hong Kong) Limited 的股權的公平市場價值是利用收入所得計算法及貼現現金流量模型中之股權自由現金流量作出評估。

由於將在短期內到期，本集團流動金融資產包括現金及現金等值項目、應收賬款、其他應收款項、訂金及其他資產以及應收聯營公司款項，而流動金融負債包括應付貿易賬項、應付票據、其他應付賬項及應計項目以及應付聯營公司款項之賬面值與其公平值相若。

### 4 關鍵會計估計及判斷

估計和判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下相信對未來事件的合理預測。

#### 4.1 關鍵會計估計及假設

本集團對未來作出估計和假設。所得的會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度的資產和負債的賬面值作出重大調整的估計和假設討論如下。

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

### 4.1 Critical accounting estimates and assumptions (Continued)

#### (a) Estimated impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment exhibit any indications of impairment. The recoverable amounts are determined based on value-in-use calculation. The value-in-use calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and applying the appropriate discount rate to those future cash flows. The estimation of future cash flows and selection of discount rate require the use of judgments and estimates. Management believes that any reasonably foreseeable change in any of the above key elements in the value-in-use calculation would not result in material additional impairment charges.

#### (b) Income taxes

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

#### (c) Provision for inventories

The Group makes provision for inventories based on an assessment of the net realisable value of inventories. Provision for inventories is recorded where events or changes in circumstances indicate that the carrying cost of inventories will not be fully realised. The quantification of inventory provisions requires the use of judgement and estimates. Where the outcomes are different from the original estimates, such differences will impact the carrying value of inventories and provisions for inventories in the years in which such estimates have been changed.

#### (d) Fair value of financial liability at fair value through profit or loss

The fair value of a financial liability at fair value through profit or loss that is not traded in an active market is determined by using valuation techniques, such as discounted cash flow analysis and option pricing models. The fair value derived from these valuation techniques is based on a number of assumptions. Any changes in these assumptions will impact the fair value determined and the amount recorded in the consolidated statement of financial position.

## 4 關鍵會計估計及判斷 (續)

### 4.1 關鍵會計估計及假設 (續)

#### (a) 物業、廠房及設備的估計減值

本集團每年審閱物業、廠房及設備是否出現減值。可收回數額按照使用價值計算而釐定。使用價值計算需要估計倘持續使用該資產而衍生之現金流入和流出，再以適當之貼現率應用到此等現金流量。估計現金流量和選擇貼現率均需運用判斷及估計。管理層相信任何合理可預見的使用價值計算之估計均不會令減值出現重大增加。

#### (b) 所得稅

本集團需要在香港、中國及台灣繳納所得稅。在釐定全球所得稅撥備時，需要作出重大判斷。在一般業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的所得稅和遞延稅撥備。

#### (c) 存貨撥備

本集團按存貨的可變現淨值評估作出存貨撥備。存貨撥備會於當有事件出現或情況改變顯示存貨賬面值會無法完全變現時記錄。存貨撥備的確認及量化需要運用判斷及估計。當結果與原來的估計不同，此等差額將會影響該估計轉變年度的存貨賬面值及存貨撥備。

#### (d) 按公平值透過損益記賬的金融負債之公平值

沒有在活躍市場買賣的按公平值透過損益記賬的金融負債之公平值，將利用估值技術釐定，例如貼現現金流量分析和期權定價模式。利用該等估值技術所釐定的公平值是根據多個假設所得。任何假設的更改均對公平值的釐定有所影響並記錄在綜合財務狀況表。



## 5 TURNOVER AND SEGMENT INFORMATION

The Group is principally engaged in sales of designer fashion garments, cosmetics and accessories. Turnover recognised during the year are as follows:

Sale of goods 貨品銷售

2010  
二〇一〇年  
HK\$'000  
港幣千元

2009  
二〇〇九年  
HK\$'000  
港幣千元

**1,063,776**      979,953

The Group determines its operating segments based on the reports reviewed by the top management who makes strategic decisions.

The top management assesses the business by geographic location, the reportable operating segments identified are Hong Kong, Mainland China and other markets.

Segment profit represents the profit earned by each segment before finance cost, tax and share of profit of an associate. This is the measurement basis reported to the top management for the purpose of resource allocation and assessment of segment performance.

An analysis of the Group's reportable segment turnover and operating profit/(loss) by geographical location is as follows:

## 5 營業額及分部資料

本集團主要從事名牌時裝、化妝品及配飾銷售。年內營業額確認如下：

集團已根據經高級管理層審議並用於制訂策略性決策的報告釐定經營分部。

高級管理層以地區之角度來評估業務，而被確認為報告經營分部之地區有中國大陸、香港及其他市場。

分部盈利指各分部所賺取之利潤未計融資費用、稅項及所佔聯營公司盈利。並以此計量基準向高級管理層匯報以作資源分配及評估分部表現之用。

茲將本集團是年內按地域分部而劃分的營業額及分部資料分析列述如下：

|  |              | 2010<br>二〇一〇年                       |                               |                                  |                                 |
|--|--------------|-------------------------------------|-------------------------------|----------------------------------|---------------------------------|
|  |              | Hong Kong<br>香港<br>HK\$'000<br>港幣千元 | PRC<br>中國<br>HK\$'000<br>港幣千元 | Others<br>其他<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Turnover   | 營業額          | 912,445                             | 151,007                       | 324                              | 1,063,776                       |
| Operating profit/(loss)                                    | 營業盈利／（虧損）    | 42,976                              | 307                           | (1,605)                          | 41,678                          |
| Finance costs  | 融資成本         |                                     |                               |                                  | (10)                            |
| Share of profit of an associate                            | 所佔聯營公司盈利     |                                     |                               |                                  | 3,288                           |
| Profit before income tax                                   | 除稅前盈利        |                                     |                               |                                  | 44,956                          |
| Income tax expense   | 所得稅費用        |                                     |                               |                                  | (9,717)                         |
| Profit attributable to equity holders                      | 權益持有人應佔盈利    |                                     |                               |                                  | 35,239                          |
| Other segment information                                  | 其他分部資料       |                                     |                               |                                  |                                 |
| Segment capital expenditures                               | 分部資本性開支      | 10,423                              | 134                           | —                                | 10,557                          |
| Segment depreciation of property, plant and equipment      | 分部物業、廠房及設備折舊 | 24,589                              | 3,028                         | —                                | 27,617                          |
| Segment impairment charge of property, plant and equipment | 分部物業、廠房及設備減值 | 6,543                               | 1,162                         | —                                | 7,705                           |

## 5 TURNOVER AND SEGMENT INFORMATION (Continued)

The top management manages the assets from geographic location perspective. Assets of reportable segments exclude interest in an associate, amount due from an associate and deferred income tax assets, of which are managed on a central basis. Liabilities of reportable segments exclude amount due to an associate, deferred and current income tax liabilities.

An analysis of the Group's reportable segment assets by geographical location is as follows:

|                              |          | 2010<br>二〇一〇年                       |                               |                                  |                                 |
|------------------------------|----------|-------------------------------------|-------------------------------|----------------------------------|---------------------------------|
|                              |          | Hong Kong<br>香港<br>HK\$'000<br>港幣千元 | PRC<br>中國<br>HK\$'000<br>港幣千元 | Others<br>其他<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Segment assets               | 分部資產     | 564,595                             | 74,987                        | 1,033                            | 640,615                         |
| Unallocated:                 | 未分配資產：   |                                     |                               |                                  |                                 |
| Amount due from an associate | 應收聯營公司款項 |                                     |                               |                                  | 12,710                          |
| Interest in an associate     | 於聯營公司的權益 |                                     |                               |                                  | 11,315                          |
| Deferred income tax assets   | 遞延所得稅資產  |                                     |                               |                                  | 5,327                           |
| Total assets                 | 資產總額     |                                     |                               |                                  | 669,967                         |

An analysis of the Group's reportable segment liabilities by geographical location is as follows:

|                                |         | 2010<br>二〇一〇年                       |                               |                                  |                                 |
|--------------------------------|---------|-------------------------------------|-------------------------------|----------------------------------|---------------------------------|
|                                |         | Hong Kong<br>香港<br>HK\$'000<br>港幣千元 | PRC<br>中國<br>HK\$'000<br>港幣千元 | Others<br>其他<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Segment liabilities            | 分部負債    | 134,051                             | 18,394                        | 1,176                            | 153,621                         |
| Unallocated:                   | 未分配負債：  |                                     |                               |                                  |                                 |
| Current income tax liabilities | 本期所得稅負債 |                                     |                               |                                  | 11,256                          |
| Total liabilities              | 負債總額    |                                     |                               |                                  | 164,877                         |

## 5 營業額及分部資料 (續)

高級管理層以地區之角度來管理分部資產。有關報告分部的資產不包括中央管理的於聯營公司的權益、應收聯營公司款項及遞延所得稅資產。有關報告分部的負債不包括應付聯營公司款項、遞延及本期所得稅債項。

茲將本集團是年內按地域分部而劃分的有關報告分部資產列述如下：

茲將本集團是年內按地域分部而劃分的有關報告分部負債列述如下：

**5 TURNOVER AND SEGMENT INFORMATION** (Continued)

Analysis of the Group's reportable segment turnover and operating profit/(loss) by geographical location is as follows:

|  |              | 2009<br>二〇〇九年                       |                               |                                  |                                 |
|--|--------------|-------------------------------------|-------------------------------|----------------------------------|---------------------------------|
|  |              | Hong Kong<br>香港<br>HK\$'000<br>港幣千元 | PRC<br>中國<br>HK\$'000<br>港幣千元 | Others<br>其他<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Turnover   | 營業額          | 832,034                             | 146,987                       | 932                              | 979,953                         |
| Operating profit/(loss)                                    | 營業盈利／(虧損)    | 33,053                              | (33,465)                      | (1,813)                          | (2,225)                         |
| Finance costs  | 融資成本         |                                     |                               |                                  | (707)                           |
| Share of profit of an associate                            | 所佔聯營公司盈利     |                                     |                               |                                  | 416                             |
| Loss before income tax                                     | 除稅前虧損        |                                     |                               |                                  | (2,516)                         |
| Income tax credit  | 所得稅抵免        |                                     |                               |                                  | 5,643                           |
| Profit attributable to equity holders                      | 權益持有人應佔盈利    |                                     |                               |                                  | 3,127                           |
| Other segment information                                  | 其他分部資料       |                                     |                               |                                  |                                 |
| Segment capital expenditures                               | 分部資本性開支      | 32,331                              | 3,976                         | —                                | 36,307                          |
| Segment depreciation of property, plant and equipment      | 分部物業、廠房及設備折舊 | 25,226                              | 7,736                         | —                                | 32,962                          |
| Segment impairment charge of property, plant and equipment | 分部物業、廠房及設備減值 | 723                                 | 9,196                         | —                                | 9,919                           |

An analysis of the Group's reportable segment assets by geographical location is as follows:

**5 營業額及分部資料** (續)

茲將本集團二〇〇九年內按地域分部而劃分的營業額及分部資料分析列述如下：

|                            |          | 2009<br>二〇〇九年                       |                               |                                  |                                 |
|----------------------------|----------|-------------------------------------|-------------------------------|----------------------------------|---------------------------------|
|                            |          | Hong Kong<br>香港<br>HK\$'000<br>港幣千元 | PRC<br>中國<br>HK\$'000<br>港幣千元 | Others<br>其他<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Segment assets             | 分部資產     | 541,613                             | 81,769                        | 954                              | 624,336                         |
| Unallocated:               | 未分配資產：   |                                     |                               |                                  |                                 |
| Interest in an associate   | 於聯營公司的權益 |                                     |                               |                                  | 19,586                          |
| Deferred income tax assets | 遞延所得稅資產  |                                     |                               |                                  | 4,478                           |
| Total assets               | 資產總額     |                                     |                               |                                  | 648,400                         |

茲將本集團二〇〇九年內按地域分部而劃分的有關報告分部資產列述如下：

**5 TURNOVER AND SEGMENT INFORMATION** (Continued)

An analysis of the Group's reportable segment liabilities by geographical location is as follows:

**5 營業額及分部資料** (續)

茲將本集團二〇〇九年內按地域分部而劃分的有關報告分部負債列述如下：

|                                 |          | 2009<br>二〇〇九年    |                  |                  |                  |
|---------------------------------|----------|------------------|------------------|------------------|------------------|
|                                 |          | Hong Kong<br>香港  | PRC<br>中國        | Others<br>其他     | Total<br>總額      |
|                                 |          | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 |
| Segment liabilities             | 分部負債     | 123,544          | 34,552           | 1,994            | 160,090          |
| Unallocated:                    | 未分配負債：   |                  |                  |                  |                  |
| Amount due to an associate      | 應付聯營公司款項 |                  |                  |                  | 22,779           |
| Deferred income tax liabilities | 遞延所得稅負債  |                  |                  |                  | 645              |
| Total liabilities               | 負債總額     |                  |                  |                  | 183,514          |

**6 OTHER INCOME****6 其他收入**

|                         |         | 2010<br>二〇一〇年    | 2009<br>二〇〇九年    |
|-------------------------|---------|------------------|------------------|
|                         |         | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 |
| Interest income         | 利息收入    | 441              | 3,929            |
| Management fee income   | 管理服務收入  | 2,318            | 1,965            |
| Consignment commission  | 寄銷佣金    | 1,722            | 2,336            |
| Rental income           | 租金收入    | 1,350            | —                |
| Sample and sundry sales | 樣辦及雜項銷售 | 947              | 2,121            |
|                         |         | <b>6,778</b>     | 10,351           |

**7 EXPENSES BY NATURE**

**7 費用種類**

|   |                   | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| Cost of inventories (including provision for inventories) | 存貨成本（包括存貨撥備）      | 570,646                           | 551,924                           |
| Depreciation of property, plant and equipment             | 物業、廠房及設備折舊        | 27,617                            | 32,962                            |
| Operating lease rentals in respect of land and buildings  | 土地及樓宇之經營租賃租金      |                                   |                                   |
| - minimum lease payments                                  | —最低租金付款           | 173,803                           | 182,968                           |
| - contingent rents  | —或然租金             | 21,840                            | 23,196                            |
| Auditor's remuneration                                    | 核數師酬金             | 1,000                             | 1,213                             |
| Loss/(gain) on disposal of property, plant and equipment  | 出售物業、廠房及設備虧損／（盈利） | 12,544                            | (1,070)                           |
| Net exchange losses/(gains)                               | 匯兌盈利淨額            | 514                               | (1,290)                           |
| Staff costs (including directors' remuneration (Note 10)) | 職工成本（包括董事酬金—附註10） |                                   |                                   |
| Wages and salaries  | 工資及薪酬             | 122,526                           | 113,951                           |
| Pension costs – defined contribution schemes              | 退休金成本—界定供款計劃      | 6,053                             | 5,901                             |
|   |                   | 128,579                           | 119,852                           |
| Other expenses  | 其他費用              | 83,319                            | 74,079                            |
|   |                   | <b>1,019,862</b>                  | <b>983,834</b>                    |

**8 OTHER LOSSES, NET**

**8 其他淨虧損**

|  |                                  | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|----------------------------------|-----------------------------------|-----------------------------------|
| Impairment charge of property, plant and equipment   | 物業、廠房及設備減值                       | 7,705                             | 9,919                             |
| Net cost of transferring shares in jointly controlled entity (Note 20)                       | 轉讓共同發展公司股份之成本淨額（附註20）            | —                                 | 3,931                             |
| Write back of provision for unfulfilled purchase commitment                                  | 未履行的採購承諾的回撥                      | (1,263)                           | (2,773)                           |
| Fair value loss/(gain) on financial liability at fair value through profit or loss (Note 21) | 按公平值透過損益記賬的金融負債之公平值虧損／（收益）（附註21） | 2,572                             | (2,382)                           |
|  |                                  | <b>9,014</b>                      | <b>8,695</b>                      |

**9 FINANCE COSTS**

**9 融資成本**

|                                       |           | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---------------------------------------|-----------|-----------------------------------|-----------------------------------|
| Interest on bank loans and overdrafts | 銀行貸款透支的利息 | 10                                | 707                               |

## 10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

### (a) Directors' emoluments

The emoluments of every director for the year ended 31 March 2010 are set out below:

| Name of Director<br>董事名稱 | Fee<br>袍金<br>HK\$'000<br>港幣千元 | Salaries,<br>allowances<br>and benefits<br>in kind<br>薪金、津貼<br>及實物福利<br>HK\$'000<br>港幣千元 | Discretionary<br>bonuses<br>and/or<br>performance-<br>related<br>bonuses<br>非硬性及/或按<br>業績而定的花紅<br>HK\$'000<br>港幣千元 | Pension<br>scheme<br>contributions<br>退休金<br>計劃供款<br>HK\$'000<br>港幣千元 | 2010                                     | 2009                                     |
|--------------------------|-------------------------------|--|--|---|--|--|
|                          |                               |  |  |   | Total<br>二〇一〇年<br>總額<br>HK\$'000<br>港幣千元 | Total<br>二〇〇九年<br>總額<br>HK\$'000<br>港幣千元 |
| Mr. Antonio Chan# 陳思孝先生# | —                             | 45   | —  | —   | 45                                       | 45                                       |

# An independent non-executive director

Except for the director as disclosed above, no other directors of the Company received any emoluments for the years ended 31 March 2009 and 2010.

The aggregate amounts of emoluments payable to directors of the Company during the year are as follows:

## 10 董事及高級管理人員酬金

### (a) 董事酬金

截至二〇一〇年三月三十一日止年度內各董事的酬金詳列如下：

截至二〇〇九年及二〇一〇年三月三十一日止年度，除上述所列的董事外，本公司並無其他董事收取任何酬金。

年內本公司應付的董事酬金總額分述如下：

|   |                     | Group<br>集團                       |                                   |
|---|---------------------|-----------------------------------|-----------------------------------|
|   |                     | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Fees  | 袍金                  | —                                 | —                                 |
| Other emoluments:<br>Salaries, allowances<br>and benefits in kind | 其他報酬：<br>薪金、津貼及實物福利 | 45                                | 45                                |
| Pension scheme contributions                                      | 退休金計劃供款             | —                                 | —                                 |
|   |                     | 45                                | 45                                |
|   |                     | 45                                | 45                                |

**10 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS** (Continued)

**(b) Five highest paid employees**

The five employees whose emoluments were the highest in the Group for the year include no directors (2009: nil), details of whose emoluments are set out in Note 10(a) above. Emoluments payable to the 5 (2009: 5) highest paid employees during the year are as follows:

|  |                | Group<br>集團                       |                                   |
|--|----------------|-----------------------------------|-----------------------------------|
|  |                | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Salaries, allowances and benefits in kind                | 薪金、津貼及實物福利     | 7,011                             | 7,150                             |
| Discretionary bonuses and/or performance-related bonuses | 非硬性及／或按業績而定的花紅 | 1,414                             | 677                               |
| Pension scheme contributions                             | 退休金計劃供款        | 283                               | 309                               |
|  |                | <b>8,708</b>                      | <b>8,136</b>                      |

The emoluments of the highest paid employees fell within the following bands:

|                                |                            | Number of employees<br>僱員人數 |               |
|--------------------------------|----------------------------|-----------------------------|---------------|
|                                |                            | 2010<br>二〇一〇年               | 2009<br>二〇〇九年 |
| Bands                          | 級別                         |                             |               |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 | 4                           | 4             |
| 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 | —                           | —             |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001 港元至 3,000,000 港元 | —                           | —             |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001 港元至 3,500,000 港元 | —                           | 1             |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001 港元至 4,000,000 港元 | 1                           | —             |
|                                |                            | <b>5</b>                    | <b>5</b>      |

**11 INCOME TAX EXPENSE/CREDIT**

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year. No provision for Hong Kong profits tax has been made for the year ended 31 March 2009 as the Group has no estimated assessable profit.

No provision for overseas profits tax has been made as the Group has no estimated assessable profit in the current year (2009: Nil).

**10 董事及高級管理人員酬金 (續)**

**(b) 五名最高薪酬僱員**

年內五名最高薪酬之僱員並無董事（二〇〇九年：無），其酬金詳情已載於上文附註10(a)。五名（二〇〇九年：五名）最高薪酬僱員之酬金如下：

|  |                | Group<br>集團                       |                                   |
|--|----------------|-----------------------------------|-----------------------------------|
|  |                | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Salaries, allowances and benefits in kind                | 薪金、津貼及實物福利     | 7,011                             | 7,150                             |
| Discretionary bonuses and/or performance-related bonuses | 非硬性及／或按業績而定的花紅 | 1,414                             | 677                               |
| Pension scheme contributions                             | 退休金計劃供款        | 283                               | 309                               |
|  |                | <b>8,708</b>                      | <b>8,136</b>                      |

最高薪酬僱員之酬金級別如下：

|                                |                            | Number of employees<br>僱員人數 |               |
|--------------------------------|----------------------------|-----------------------------|---------------|
|                                |                            | 2010<br>二〇一〇年               | 2009<br>二〇〇九年 |
| Bands                          | 級別                         |                             |               |
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001 港元至 1,500,000 港元 | 4                           | 4             |
| 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 | —                           | —             |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001 港元至 3,000,000 港元 | —                           | —             |
| HK\$3,000,001 to HK\$3,500,000 | 3,000,001 港元至 3,500,000 港元 | —                           | 1             |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001 港元至 4,000,000 港元 | 1                           | —             |
|                                |                            | <b>5</b>                    | <b>5</b>      |

**11 所得稅費用／抵免**

香港所得稅已按照本年度估計應課稅利潤以稅率16.5% 提撥準備。由於本集團於截至二〇〇九年三月三十一日止年度並無產生任何估計應課稅盈利，因此並無就香港利得稅作出任何撥備。

由於本集團於本年度並無產生任何估計應課稅海外盈利，因此並無就海外利得稅作出任何撥備（二〇〇九年：無）。

**11 INCOME TAX EXPENSE/CREDIT** (Continued)

(a) The amount of taxation charged/(credited) to the consolidated income statement represents:

|  |                 | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|-----------------|---|-----------------------------------|
| Hong Kong profits tax                  | 香港利得稅           | <b>11,850</b>                                   | —                                 |
| – Current income tax                   | – 本期所得稅         | —   | —                                 |
| – Under/(over)provision in prior years | – 以往年度撥備的低／(高)估 | <b>593</b>                                      | (8,230)                           |
| Deferred income tax (Note 29)          | 遞延所得稅 (附註 29)   | <b>(2,726)</b>                                  | 2,587                             |
|  |                 | <b>9,717</b>                                    | (5,643)                           |

(b) The taxation on the Group's profit/(loss) before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

|  |                               | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|-------------------------------|---|-----------------------------------|
| Profit/(loss) before income tax                              | 除稅前盈利／(虧損)                    | <b>44,956</b>                                   | (2,516)                           |
| Calculated at a taxation rate of 16.5% (2009:16.5%)          | 按 16.5% 稅率計算之稅項 (二〇〇九年：16.5%) | <b>7,418</b>                                    | (415)                             |
| Effect of different taxation rate in other country           | 其他國家不同稅率之影響                   | <b>(188)</b>                                    | (2,619)                           |
| Effect of share of profit of an associate                    | 所佔聯營公司盈利之影響                   | <b>(542)</b>                                    | (69)                              |
| Expenses not deductible for taxation purpose                 | 不可扣稅之支出                       | <b>4,054</b>                                    | 7,114                             |
| Income not subject to taxation                               | 無須課稅之收入                       | <b>(434)</b>                                    | (1,601)                           |
| Effect of tax losses unrecognised                            | 未確認應課稅虧損之影響                   | <b>2,020</b>                                    | 2,019                             |
| Utilisation of unrecognised tax losses of previous years     | 使用前年度未有確認之應課稅虧損               | <b>(1,582)</b>                                  | (4,323)                           |
| Recognition of previously unrecognised temporary differences | 確認早前未確認之短暫差距                  | <b>(338)</b>                                    | 1,878                             |
| Under/(over)provision in prior years                         | 以往年度撥備的低／(高)估                 | <b>593</b>                                      | (8,230)                           |
| Effect of change in tax rates                                | 稅率改變的影響                       | —   | 246                               |
| Others   | 其他                            | <b>(1,284)</b>                                  | 357                               |
| Income tax expense/(credit)                                  | 所得稅費用／(抵免)                    | <b>9,717</b>                                    | (5,643)                           |

**11 所得稅費用／抵免** (續)

(a) 從綜合收益表內扣除／(計入)的稅項金額為：

|  | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|---|-----------------------------------|
| Hong Kong profits tax                  | <b>11,850</b>                                   | —                                 |
| – Current income tax                   | —   | —                                 |
| – Under/(over)provision in prior years | <b>593</b>                                      | (8,230)                           |
| Deferred income tax (Note 29)          | <b>(2,726)</b>                                  | 2,587                             |
|  | <b>9,717</b>                                    | (5,643)                           |

(b) 本集團有關除稅前盈利／(虧損)之稅項與採用香港利得稅稅率而計算之理論稅額之差額如下：

|  | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|---|-----------------------------------|
| Profit/(loss) before income tax                              | <b>44,956</b>                                   | (2,516)                           |
| Calculated at a taxation rate of 16.5% (2009:16.5%)          | <b>7,418</b>                                    | (415)                             |
| Effect of different taxation rate in other country           | <b>(188)</b>                                    | (2,619)                           |
| Effect of share of profit of an associate                    | <b>(542)</b>                                    | (69)                              |
| Expenses not deductible for taxation purpose                 | <b>4,054</b>                                    | 7,114                             |
| Income not subject to taxation                               | <b>(434)</b>                                    | (1,601)                           |
| Effect of tax losses unrecognised                            | <b>2,020</b>                                    | 2,019                             |
| Utilisation of unrecognised tax losses of previous years     | <b>(1,582)</b>                                  | (4,323)                           |
| Recognition of previously unrecognised temporary differences | <b>(338)</b>                                    | 1,878                             |
| Under/(over)provision in prior years                         | <b>593</b>                                      | (8,230)                           |
| Effect of change in tax rates                                | —   | 246                               |
| Others   | <b>(1,284)</b>                                  | 357                               |
| Income tax expense/(credit)                                  | <b>9,717</b>                                    | (5,643)                           |



**12 LOSS/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS**

The loss attributable to equity holders is dealt with in the financial statements of the Company to the extent of HK\$9,689,000 (2009: profit of HK\$35,108,000).

**13 DIVIDEND**

Final, proposed, of 1.0 Hong Kong cent 末期，擬派股息—普通股每股港幣 1.0 仙  
(2009: Nil) per ordinary share (二〇〇九年：無)

At a meeting held on 14 July 2010, the directors proposed a final dividend of 1.0 Hong Kong cent per ordinary share (2009: Nil).

The proposed dividend is not reflected as dividend payable in these financial statements, but will be reflected as an appropriation of retained profits for the year ended 31 March 2010.

**14 EARNINGS PER SHARE**

The calculation of basic earnings per share is based on the consolidated profit attributable to equity holders for the year of HK\$35,239,000 (2009: HK\$3,127,000) and the weighted average number of ordinary shares of 1,624,000,000 (2009: 1,624,000,000) shares in issue during the year.

As the exercise price of the Company's share options were higher than the average market price of the Company's ordinary shares during the year ended 31 March 2009 and 2010, the share options have no dilutive effect on the earnings per share. As at 31 March 2010, there was no outstanding share option.

**12 權益持有人應佔虧損／盈利**

權益持有人應佔虧損港幣 9,689,000 元（二〇〇九年：盈利港幣 35,108,000 元）已計入本公司賬項內。

**13 股息**

| 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|-----------------------------------|-----------------------------------|
|-----------------------------------|-----------------------------------|

**16,240**

—

於二〇一〇年七月十四日舉行之會議上，董事會建議派發末期股息每股港幣 1.0 仙（二〇〇九年：無）。

此項擬派股息並未於本財務報表內當作應付股息，惟將呈列為截至二〇一〇年三月三十一日止年度之保留溢利分配。

**14 每股盈利**

每股基本盈利乃按是年權益持有人應佔盈利港幣 35,239,000 元（二〇〇九年：港幣 3,127,000 元）及是年內一直皆已發行的 1,624,000,000 股（二〇〇九年：1,624,000,000 股）普通股加權平均數而計算。

由於本公司已授出的認股權之行使價較本公司普通股於年內平均市價為高，故認股權並無對截至二〇〇九及二〇一〇年三月三十一日止年度內的每股盈利造成任何攤薄影響。於二〇一〇年三月三十一日，並無尚未行使的認股權。

**15 PROPERTY, PLANT AND EQUIPMENT**
**15 物業、廠房及設備**

|  |             | Group<br>集團   |   |   |                                 |
|--|-------------|---|---|---|---------------------------------|
|  |             | Leasehold<br>improvements<br>租賃物業<br>裝修<br>HK\$'000<br>港幣千元 | Furniture,<br>fixtures and<br>equipment<br>傢俬、裝置<br>及設備<br>HK\$'000<br>港幣千元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Year ended 31 March 2009                   | 二〇〇九年三月三十一日 |   |   |   |                                 |
| Opening net book value                     | 期初賬面淨值      | 41,316  | 30,098  | 316   | 71,730                          |
| Additions                                  | 添置          | 20,048  | 16,259  | —   | 36,307                          |
| Disposals/write-off                        | 出售/撇銷       | (15)  | (27)  | —   | (42)                            |
| Depreciation                               | 折舊          | (18,840)  | (13,976)  | (146)                                       | (32,962)                        |
| Impairment charge                          | 減值          | (8,931)   | (988)   | —   | (9,919)                         |
| Exchange differences                       | 匯兌差額        | 90  | 14  | —   | 104                             |
| Closing net book value                     | 期終賬面淨值      | 33,668  | 31,380  | 170   | 65,218                          |
| At 31 March 2009                           | 二〇〇九年三月三十一日 |   |   |   |                                 |
| Cost                                       | 成本          | 113,471   | 114,036   | 1,286                                       | 228,793                         |
| Accumulated depreciation<br>and impairment | 累計折舊<br>及減值 | (79,803)  | (82,656)  | (1,116)                                     | (163,575)                       |
| Net book value                             | 賬面淨值        | 33,668  | 31,380  | 170   | 65,218                          |
| Year ended 31 March 2010                   | 二〇一〇年三月三十一日 |   |   |   |                                 |
| Opening net book value                     | 期初賬面淨值      | 33,668  | 31,380  | 170   | 65,218                          |
| Additions                                  | 添置          | 5,191   | 5,366   | —   | 10,557                          |
| Disposals/write-off                        | 出售/撇銷       | (6,158)   | (7,089)   | —   | (13,247)                        |
| Depreciation                               | 折舊          | (14,496)  | (13,004)  | (117)                                       | (27,617)                        |
| Impairment charge                          | 減值          | (4,203)   | (3,502)   | —   | (7,705)                         |
| Exchange differences                       | 匯兌差額        | 46  | 6   | —   | 52                              |
| Closing net book value                     | 期終賬面淨值      | 14,048  | 13,157  | 53  | 27,258                          |
| At 31 March 2010                           | 二〇一〇年三月三十一日 |   |   |   |                                 |
| Cost                                       | 成本          | 74,166  | 88,894  | 1,010                                       | 164,070                         |
| Accumulated depreciation<br>and impairment | 累計折舊<br>及減值 | (60,118)  | (75,737)  | (957)                                       | (136,812)                       |
| Net book value                             | 賬面淨值        | 14,048  | 13,157  | 53  | 27,258                          |

**15 PROPERTY, PLANT AND EQUIPMENT (Continued)**

The directors have reviewed the carrying values of assets and an impairment charge of HK\$7,705,000 (2009: HK\$9,919,000) was made against the property, plant and equipment of certain retail shops. The carrying values of assets exceeded their recoverable amounts which were determined based on the value-in-use of relevant assets estimated by directors as at 31 March 2010 and 2009, respectively.

**15 物業、廠房及設備 (續)**

董事已對資產的賬面值進行評估並以零售店舖的營運業績作為參考，因此為若干零售店舖的物業、廠房及設備作出減值為港幣 7,705,000 元（二〇〇九年：港幣 9,919,000 元）。於二〇〇九及二〇一〇年三月三十一日，資產的賬面值均超過按董事以使用價值計算的可收回總額。

|                          |             | Company<br>公司   |   |                                 |
|--------------------------|-------------|---|---|---------------------------------|
|                          |             | Leasehold<br>improvements<br>租賃物業<br>裝修<br>HK\$'000<br>港幣千元 | Furniture,<br>fixtures and<br>equipment<br>傢俬、裝置<br>及設備<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| Year ended 31 March 2009 | 二〇〇九年三月三十一日 |   |   |                                 |
| Opening net book value   | 期初賬面淨值      | 1,287   | 803   | 2,090                           |
| Additions                | 添置          | 568   | 791   | 1,359                           |
| Depreciation             | 折舊          | (343)   | (569)   | (912)                           |
| Closing net book value   | 期終賬面淨值      | 1,512   | 1,025   | 2,537                           |
| At 31 March 2009         | 二〇〇九年三月三十一日 |   |   |                                 |
| Cost                     | 成本          | 13,854  | 18,386  | 32,240                          |
| Accumulated depreciation | 累計折舊        | (12,342)  | (17,361)  | (29,703)                        |
| Net book value           | 賬面淨值        | 1,512   | 1,025   | 2,537                           |
| Year ended 31 March 2010 | 二〇一〇年三月三十一日 |   |   |                                 |
| Opening net book value   | 期初賬面淨值      | 1,512   | 1,025   | 2,537                           |
| Additions                | 添置          | 129   | 961   | 1,090                           |
| Disposal/write-off       | 出售／撇銷       | (505)   | —   | (505)                           |
| Depreciation             | 折舊          | (467)   | (645)   | (1,112)                         |
| Closing net book value   | 期終賬面淨值      | 669   | 1,341   | 2,010                           |
| At 31 March 2010         | 二〇一〇年三月三十一日 |   |   |                                 |
| Cost                     | 成本          | 2,192   | 19,347  | 21,539                          |
| Accumulated depreciation | 累計折舊        | (1,523)   | (18,006)  | (19,529)                        |
| Net book value           | 賬面淨值        | 669   | 1,341   | 2,010                           |

## 16 FINANCIAL INSTRUMENTS BY CATEGORY

## 16 按種類劃分的財務工具

|   |                  | Group<br>集團                       |                                   |
|---|------------------|-----------------------------------|-----------------------------------|
|   |                  | Loans and receivables<br>貸款及應收款   |                                   |
|   |                  | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| <b>Assets as per consolidated<br/>statement of financial position</b> | 綜合財務狀況表所示<br>之資產 |                                   |                                   |
| Trade and other receivables   | 貿易及其他應收賬項        | 49,944                            | 31,992                            |
| Deposits and other assets   | 訂金及其他資產          | 54,632                            | 48,518                            |
| Amount due from an associate  | 應收聯營公司款項         | 12,710                            | —                                 |
| Cash and cash equivalents   | 現金及現金等值項目        | 315,307                           | 213,275                           |
| Total   | 總額               | 432,593                           | 293,785                           |

16 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

16 按種類劃分的財務工具 (續)

|  |                          | Group<br>集團  |   |   |                                 |
|--|--------------------------|--|---|---|---------------------------------|
|  |                          | Liability at<br>fair value<br>through<br>profit or loss<br>按公平值<br>透過損益<br>記賬的負債<br>HK\$'000<br>港幣千元 | Derivatives<br>used for<br>hedging<br>用作對沖的<br>衍生工具<br>HK\$'000<br>港幣千元 | Other<br>financial<br>liabilities<br>其他財務<br>負債<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
| <b>Liabilities as per<br/>consolidated statement<br/>of financial position</b> | <b>綜合財務狀況表<br/>所示之負債</b> |  |   |   |                                 |
| At 31 March 2010   | 二〇一〇年三月三十一日              |  |   |   |                                 |
| Trade and bills payable  | 應付貿易賬項及應付票據              | —  | —   | 41,440  | 41,440                          |
| Other payables and accruals  | 其他應付賬項及應計項目              | —  | —   | 92,346  | 92,346                          |
| Financial derivative liabilities   | 衍生金融工具負債                 | —  | 5,380   | —   | 5,380                           |
| Financial liability at fair value<br>through profit or loss                    | 按公平值透過損益記賬<br>的金融負債      | 3,966  | —   | —   | 3,966                           |
| <b>Total</b>   | <b>總額</b>                | 3,966  | 5,380   | 133,786   | 143,132                         |
| At 31 March 2009   | 二〇〇九年三月三十一日              |  |   |   |                                 |
| Trade and bills payable  | 應付貿易賬項及應付票據              | —  | —   | 57,040  | 57,040                          |
| Other payables and accruals  | 其他應付賬項及應計項目              | —  | —   | 75,302  | 75,302                          |
| Amount due to an associate   | 應付聯營公司款項                 | —  | —   | 22,779  | 22,779                          |
| Bank borrowings  | 銀行借款                     | —  | —   | 3,876   | 3,876                           |
| Financial derivative liabilities   | 衍生金融工具負債                 | —  | 12,844  | —   | 12,844                          |
| Financial liability at fair value<br>through profit or loss                    | 按公平值透過損益記賬<br>的金融負債      | 1,394  | —   | —   | 1,394                           |
| <b>Total</b>   | <b>總額</b>                | 1,394  | 12,844  | 158,997   | 173,235                         |

**16 FINANCIAL INSTRUMENTS BY CATEGORY** (Continued)

**16 按種類劃分的財務工具** (續)

|   |                          | Company<br>公司                         |                                   |
|---|--------------------------|---------------------------------------|-----------------------------------|
|   |                          | Loans and receivables<br>貸款及應收款       |                                   |
|   |                          | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元     | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| <b>Assets as per company<br/>statement of financial position</b>      | <b>公司財務狀況表所示<br/>之資產</b> |                                       |                                   |
| Deposits and other assets   | 訂金及其他資產                  | 31                                    | 594                               |
| Amounts due from subsidiaries   | 應收附屬公司款項                 | 315,836                               | 319,798                           |
| Cash and cash equivalents   | 現金及現金等值項目                | 1,122                                 | 1,137                             |
| Total   | 總額                       | 316,989                               | 321,529                           |
|   |                          | Company<br>公司                         |                                   |
|   |                          | Other financial liabilities<br>其他財務負債 |                                   |
|   |                          | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元     | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| <b>Liabilities as per company<br/>statement of financial position</b> | <b>公司財務狀況表所示<br/>之負債</b> |                                       |                                   |
| Other payables and accruals   | 其他應付賬項及應計項目              | 9,138                                 | 4,458                             |
| Amounts due to subsidiaries   | 應付附屬公司款項                 | 26,856                                | 26,856                            |
| Total   | 總額                       | 35,994                                | 31,314                            |

**17 DEPOSITS, PREPAYMENTS AND OTHER ASSETS**

**17 訂金、預付費用及其他資產**

|                       |        | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|-----------------------|--------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                       |        | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Deposits              | 訂金     | 54,601                            | 48,431                            | —                                 | 594                               |
| Prepayments           | 預付費用   | 1,034                             | 1,935                             | 285                               | 227                               |
| Other assets          | 其他資產   | 31                                | 87                                | 31                                | —                                 |
|                       |        | <b>55,666</b>                     | 50,453                            | <b>316</b>                        | 821                               |
| Less: Current portion | 減：本期部分 | <b>(21,629)</b>                   | (17,435)                          | <b>(298)</b>                      | (360)                             |
| Non-current portion   | 長期部分   | <b>34,037</b>                     | 33,018                            | <b>18</b>                         | 461                               |

The carrying amounts of deposits, prepayments and other assets approximate their fair values.

訂金、預付費用及其他資產之賬面值與其公平值大致相符。

**18 INTERESTS IN SUBSIDIARIES**

**18 所佔附屬公司權益**

|  |                | Company<br>公司                     |                                   |
|--|----------------|-----------------------------------|-----------------------------------|
|  |                | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Unlisted shares, at cost less impairment | 非上市股份，按成本值扣除減值 | <b>97,243</b>                     | 97,243                            |

The amounts due from/to subsidiaries are unsecured, interest-free, and repayable on demand. The carrying amounts of the balances approximate their fair values.

應收／應付附屬公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

Details of principal subsidiaries at 31 March 2010 are shown on page 130.

於二〇一〇年三月三十一日各主要附屬公司之有關資料已詳列於第 130 頁。

**19 TRADE AND OTHER RECEIVABLES**

**19 貿易及其他應收賬項**

|                   |        | Group<br>集團                       |                                   |
|-------------------|--------|-----------------------------------|-----------------------------------|
|                   |        | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Trade receivables | 貿易應收賬項 | <b>45,751</b>                     | 29,384                            |
| Other receivables | 其他應收賬項 | <b>4,193</b>                      | 2,608                             |
|                   |        | <b>49,944</b>                     | 31,992                            |

**19 TRADE AND OTHER RECEIVABLES** (Continued)

Included in trade and other receivables are trade receivables with an ageing analysis at 31 March 2010 as follows:

|                       |          |
|-----------------------|----------|
| Within 30 days        | 三十日內     |
| Between 31 to 60 days | 三十一日至六十日 |
| Between 61 to 90 days | 六十一日至九十日 |
| Over 90 days          | 九十日以上    |

**19 貿易及其他應收賬項** (續)

於二〇一〇年三月三十一日的貿易及其他應收賬項內所包括的應收貿易賬項主要以港幣作為單位而其賬齡的分析列述如下：

|                       |          | <b>Group<br/>集團</b> |          |
|-----------------------|----------|---------------------|----------|
|                       |          | <b>2010</b>         | 2009     |
|                       |          | 二〇一〇年               | 二〇〇九年    |
|                       |          | <b>HK\$'000</b>     | HK\$'000 |
|                       |          | 港幣千元                | 港幣千元     |
| Within 30 days        | 三十日內     | <b>26,495</b>       | 20,330   |
| Between 31 to 60 days | 三十一日至六十日 | <b>10,128</b>       | 4,057    |
| Between 61 to 90 days | 六十一日至九十日 | <b>8,357</b>        | 3,589    |
| Over 90 days          | 九十日以上    | <b>771</b>          | 1,408    |
|                       |          | <b>45,751</b>       | 29,384   |

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

本集團的應收賬項的賬面值以下列貨幣為單位：

|                   |     | <b>Group<br/>集團</b> |          |
|-------------------|-----|---------------------|----------|
|                   |     | <b>2010</b>         | 2009     |
|                   |     | 二〇一〇年               | 二〇〇九年    |
|                   |     | <b>HK\$'000</b>     | HK\$'000 |
|                   |     | 港幣千元                | 港幣千元     |
| Hong Kong dollars | 港元  | <b>40,337</b>       | 22,235   |
| Renminbi          | 人民幣 | <b>5,414</b>        | 7,149    |
|                   |     | <b>45,751</b>       | 29,384   |

The Group has established credit policies and the general credit terms allowed range from 0 to 60 days.

本集團有既定的信貸政策，一般允許的信用期為零至六十日不等。



## 19 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables that are less than 60 days past due are not considered impaired. At 31 March 2010, trade receivables of HK\$9,128,000 (2009: HK\$4,997,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

|                       |          | Group<br>集團                       |                                   |
|-----------------------|----------|-----------------------------------|-----------------------------------|
|                       |          | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Between 61 to 90 days | 六十一日至九十日 | 8,357                             | 3,589                             |
| Over 90 days          | 九十日以上    | 771                               | 1,408                             |
|                       |          | <b>9,128</b>                      | 4,997                             |

Trade and other receivables do not contain impaired assets and the maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

Included in trade and other receivables is HK\$28,892,000 (2009: HK\$10,835,000) being amount due from fellow subsidiaries. The amount is unsecured, interest free and repayable in accordance to the Group's established credit policies.

## 19 貿易及其他應收賬項 (續)

逾期少於 60 日的貿易應收款不被視為經已減值。於二〇一〇年三月三十一日，貿易應收款港幣 9,128,000 元（二〇〇九年：港幣 4,997,000 元）經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄的獨立客戶。此等貿易應收款的賬齡分析如下：

貿易及其他應收賬項內沒有包含已減值資產。在報告日期，信貸風險的最高風險承擔為上述每類應收賬項的公平值。本集團不持有任何作為質押的抵押品。

包括在貿易應收賬項中的港幣 28,892,000 元（二〇〇九年：港幣 10,835,000 元）乃屬應收同系附屬公司款項。該款項乃無抵押、免息及按本集團既定的信貸政策還款。

## 20 INTEREST IN AN ASSOCIATE

|   |                   |               |        |
|---|-------------------|---------------|--------|
| At 1 April (Associate/Jointly controlled entity)          | 四月一日（聯營公司／共同發展公司） | 19,586        | 19,322 |
| Disposal of partial interest in jointly controlled entity | 出售部分共同發展公司權益      | —             | (155)  |
| Share of profit of an associate                           | 所佔聯營公司盈利          | 3,288         | 416    |
| Dividend received   | 已收股息              | (11,563)      | —      |
| Exchange differences                                      | 匯兌差額              | 4             | 3      |
| At 31 March (Associate)                                   | 三月三十一日（聯營公司）      | <b>11,315</b> | 19,586 |

## 20 聯營公司

|  |  | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|--|-----------------------------------|-----------------------------------|
|  |  | 19,586                            | 19,322                            |
|  |  | —                                 | (155)                             |
|  |  | 3,288                             | 416                               |
|  |  | (11,563)                          | —                                 |
|  |  | 4                                 | 3                                 |
|  |  | <b>11,315</b>                     | 19,586                            |

## 20 INTEREST IN AN ASSOCIATE (Continued)

On 1 April 2008, the Group disposed 1% equity interest in Marni (Hong Kong) Limited ("Marni HK"), a jointly controlled entity, to Marni International S.A. at a cash consideration of HK\$1, reducing its interest to 49%. Marni HK became an associated company of the Group thereafter as the Group has retained significant influence over Marni HK subsequent to the disposal. As part of the transaction, the Group granted to Marni International S.A. a call option and Marni International S.A. granted to the Group a put option on the Group's remaining 49% equity interest in Marni HK, whereby on 1 April 2013, both parties may exercise the options at formula-based prices specified in the shareholders agreement. The options are classified as financial asset/ (liability) at fair value through profit or loss and presented on a net basis in the consolidated statement of financial position. The net fair value of the options as at 1 April 2008 and 31 March 2009 were (HK\$3,776,000) and (HK\$1,394,000) respectively (Note 21). As a result of the disposal transaction, the Group recognised a net cost of transferring shares in jointly controlled entity of HK\$3,931,000 and a fair value gain on financial liability at fair value through profit or loss of HK\$2,382,000 in other losses, net, in the consolidated income statement (Note 8) for the year ended 31 March 2009. There is no such transaction for the year ended 31 March 2010.

Reconciliation of net cost of transferring shares in jointly controlled entity is as follows:

|   |                      | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| Cash consideration  | 現金代價                 | —                                 | —                                 |
| Net assets disposed   | 所出售的淨資產              | —                                 | 155                               |
| Fair value of financial liability at fair value through profit or loss as at date of disposal | 於出售當日按公平值透過損益記賬的金融負債 | —                                 | 3,776                             |
|   |                      | —                                 | 3,931                             |

At 31 March 2010, the particulars of the associate are as follows:

| Name of associate<br>聯營公司名稱 | Place of incorporation<br>註冊成立地方 | Percentage of equity holding<br>所持權益百分比 | Issued and fully paid share capital<br>已發行及繳足股本                   | Principal activities<br>主要業務         |
|-----------------------------|----------------------------------|---|---|--------------------------------------|
| Marni (Hong Kong) Limited   | Hong Kong<br>香港                  | 49                                      | 100 ordinary shares of HK\$1,000 each<br>100 股普通股<br>每股港幣 1,000 元 | Designer fashion retailing<br>零售名牌時裝 |

## 20 聯營公司 (續)

於二〇〇八年四月一日，本集團以港幣 1 元出售共同發展公司，即 Marni (Hong Kong) Limited ("Marni HK") 百分之一之股權予 Marni International S.A.，致其股權減至百分之四十九。由於在出售後本集團仍對 Marni HK 有重大影響力，故 Marni HK 自該日起成為本公司之聯營公司。作為交易的一部分，對於在 Marni HK 餘下的 49% 之權益，本集團給予 Marni International S.A. 一個認購期權，另 Marni International S.A. 亦給予本集團一個認沽期權，使雙方可於二〇一三年四月一日，按股東協議上所註明的經公式釐定的價格行使期權。該期權分類為按公平值透過損益記賬的金融資產／(負債)，並以淨值呈報在綜合財務狀況表內。於二〇〇八年四月一日及二〇〇九年三月三十一日，期權之公平淨值分別為港幣 3,776,000 元及港幣 1,394,000 元（附註 21）。此出售交易導致本集團在截至二〇〇九年三月三十一日年度的綜合收益表的其他淨虧損（附註 8）確認了港幣 3,931,000 元之轉讓共同發展公司股份之成本淨額及港幣 2,382,000 元之按公平值透過損益記賬的金融負債之公平值收益。在截至二〇一〇年三月三十一日止年度並沒有此類交易。

轉讓共同發展公司的淨成本的對賬如下：

於二〇一〇年三月三十一日，聯營公司的資料如下：

**20 INTEREST IN AN ASSOCIATE** (Continued)

The following amounts, representing the Group's share of the assets, liabilities and results of an associate, were included in the Group's consolidated statement of financial position and consolidated income statement:

|  |                 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| Current assets   | 流動資產            | 24,711                            | 36,105                            |
| Current liabilities  | 流動負債            | (14,808)                          | (18,487)                          |
| Non-current assets   | 非流動資產           | 1,412                             | 1,968                             |
| Share of net assets  | 所佔資產淨值          | 11,315                            | 19,586                            |
| Income   | 收入              | 56,479                            | 50,352                            |
| Expense  | 支出              | (52,495)                          | (50,114)                          |
| Profit before income tax   | 除稅前盈利           | 3,984                             | 238                               |
| Income tax (expense)/credit  | 所得稅 (費用) / 抵免   | (696)                             | 178                               |
| Share of profit after income tax                                     | 所佔除稅後盈利         | 3,288                             | 416                               |
| Proportionate interest in an associate's operating lease commitments | 按比例應佔聯營公司經營租賃承擔 | 4,872                             | 5,813                             |

At the date of statement of financial position, there are no contingent liabilities relating to the Group's interest in an associate, and no contingent liabilities of the entity itself.

Amount due from/(to) an associate is unsecured, interest-free, and repayable on demand. The carrying amount of the balance approximates its fair value.

**21 FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS**

The financial liability at fair value through profit or loss represented the net fair value of the call and put options as disclosed in Note 20. Valuations of these options were performed by an independent professional qualified valuer, Vigers Appraisal & Consulting Limited, using discounted cash flow analysis and option pricing models.

**20 聯營公司 (續)**

以下為本集團所佔聯營公司之資產、負債及業績，並已包括在本集團綜合財務狀況表及綜合收益表內：

截至結算日止，本集團所持有之聯營公司之權益並沒有涉及任何或然負債，而該等聯營公司本身亦無任何或然負債。

應收／（應付）聯營公司款項乃無抵押、免息及按要求還款。其賬面值與公平值大致相符。

**21 按公平值透過損益記賬的金融負債**

按公平值透過損益記賬的金融負債指在附註 20 披露的認購及認沽期權淨公平值。該期權的估值由合資格的獨立專業評估顧問威格斯資產評估顧問有限公司利用貼現現金流量分析和期權定價模式作出評估。

**21 FINANCIAL LIABILITY AT FAIR VALUE THROUGH PROFIT OR LOSS** (Continued)

**21 按公平值透過損益記賬的金融負債 (續)**

|   |                            | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---|----------------------------|-----------------------------------|-----------------------------------|
| At 1 April  | 四月一日                       | 1,394                             | —                                 |
| Addition in relation to the disposal of partial interest in jointly controlled entity | 因出售部分共同發展公司權益之增加           | —                                 | 3,776                             |
| Fair value loss/(gain) on financial liability at fair value through profit or loss    | 按公平值透過損益記賬的金融負債之公平值虧損／(收益) | 2,572                             | (2,382)                           |
| At 31 March   | 三月三十一日                     | 3,966                             | 1,394                             |

**22 FINANCIAL DERIVATIVE LIABILITIES**

**22 衍生金融工具負債**

|   |               | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
|---|---------------|-----------------------------------|-----------------------------------|
| Forward foreign exchange contracts-cash flow hedges | 外匯期貨合約—現金流量對沖 | 5,380                             | 12,844                            |

**23 CASH AND CASH EQUIVALENTS**

**23 現金及現金等值項目**

|                            |         | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|----------------------------|---------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                            |         | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Cash at bank and in hand   | 銀行及庫存現金 | 233,931                           | 105,085                           | 1,122                             | 1,137                             |
| Short - term bank deposits | 短期銀行存款  | 81,376                            | 108,190                           | —                                 | —                                 |
|                            |         | <b>315,307</b>                    | 213,275                           | <b>1,122</b>                      | 1,137                             |

The effective interest rate on short-term bank deposits was 0.3% (2009: 1.8%); these deposits had an average maturity of 18 days (2009: 28 days).

短期銀行存款的實際利率為0.3厘(二〇〇九年:1.8厘); 此等存款的平均到期日為18天(二〇〇九年:28天)。

**23 CASH AND CASH EQUIVALENTS (Continued)**

The Group's bank balances and cash are denominated in the following currencies:

|                       |     | Group<br>集團                       |                                   |
|-----------------------|-----|-----------------------------------|-----------------------------------|
|                       |     | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Hong Kong dollars     | 港元  | 197,773                           | 95,506                            |
| United States dollars | 美元  | 73,475                            | 99,330                            |
| Renminbi              | 人民幣 | 31,883                            | 7,757                             |
| Euro dollars          | 歐元  | 11,758                            | 10,321                            |
| Others                | 其他  | 418                               | 361                               |
|                       |     | <b>315,307</b>                    | 213,275                           |

All the Company's bank balances and cash are denominated in Hong Kong dollars.

所有公司之銀行結存及現金均以港幣作為單位。

**24 TRADE AND BILLS PAYABLES**

The ageing analysis of trade and bills payables at 31 March 2010 is as follows:

|                           |            | Group<br>集團                       |                                   |
|---------------------------|------------|-----------------------------------|-----------------------------------|
|                           |            | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Due within 30 days        | 三十日內到期     | 38,493                            | 45,072                            |
| Due between 31 to 60 days | 三十一日至六十日到期 | 2,199                             | 4,545                             |
| Due between 61 to 90 days | 六十一日至九十日到期 | 729                               | 1,502                             |
| Due after 90 days         | 九十日以上到期    | 19                                | 5,921                             |
|                           |            | <b>41,440</b>                     | 57,040                            |

The carrying amounts of the Group's trade and bills payables are denominated in the following currencies:

本集團的應付貿易賬項及應付票據的賬面值以下列貨幣為單位：

|                       |     | Group<br>集團                       |                                   |
|-----------------------|-----|-----------------------------------|-----------------------------------|
|                       |     | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Euro dollars          | 歐元  | 23,447                            | 27,452                            |
| Hong Kong dollars     | 港元  | 7,249                             | 10,286                            |
| United States dollars | 美元  | 7,978                             | 12,655                            |
| Japanese yen          | 日元  | 2,529                             | 5,751                             |
| Renminbi              | 人民幣 | 63                                | 302                               |
| Others                | 其他  | 174                               | 594                               |
|                       |     | <b>41,440</b>                     | 57,040                            |

## 25 OTHER PAYABLES AND ACCRUALS

Other payables and accruals of the Group at 31 March 2010 included a provision for onerous contract of HK\$Nil (2009: HK\$1,263,000) in respect of a purchase commitment to a vendor.

## 26 BANK BORROWINGS

At 31 March 2009, bank borrowings of the Group were denominated in Hong Kong dollars with effective interest rate of 5.08% per annum. The borrowings were repaid in the current year.

## 27 SHARE CAPITAL AND SHARE OPTIONS

|                                  |                |               |         |
|----------------------------------|----------------|---------------|---------|
| Authorised:                      | 法定：            |               |         |
| Ordinary shares of HK\$0.10 each | 每股面值港幣 0.10 元之 |               |         |
| Beginning and end of the year    | 普通股期初及期末       | 3,000,000,000 | 300,000 |
| Issued and fully paid:           | 已發行及繳足：        |               |         |
| Ordinary shares of HK\$0.10 each | 每股面值港幣 0.10 元之 |               |         |
| Beginning and end of the year    | 普通股期初及期末       | 1,624,000,000 | 162,400 |

### Share options

At the Annual General Meeting of the Company held on 27 August 2004, the Shareholders of the Company approved the adoption of an executive Share Incentive Scheme to grant share options to the employees and directors of the Company and its subsidiaries to subscribe for shares of the Company for a fixed period.

## 25 其他應付賬項及應計項目

截至二〇一〇年三月三十一日，其他應付賬項及應計項目中包括一項為數港幣零元（二〇〇九年：港幣 1,263,000 元）有關對某供應商作出的採購承諾的虧損性合約撥備。

## 26 銀行借款

於二〇〇九年三月三十一日，本集團的銀行借款以港元為單位，其實際年利率為 5.08%。銀行借款已於是年內全部清還。

## 27 股本及認股權

|                                  | Number of shares<br>股份數目 | HK\$'000<br>港幣千元 |
|----------------------------------|--------------------------|------------------|
| Authorised:                      |                          |                  |
| Ordinary shares of HK\$0.10 each |                          |                  |
| Beginning and end of the year    | 3,000,000,000            | 300,000          |
| Issued and fully paid:           |                          |                  |
| Ordinary shares of HK\$0.10 each |                          |                  |
| Beginning and end of the year    | 1,624,000,000            | 162,400          |

### 認股權

於二〇〇四年八月二十七日舉行的本公司股東週年大會上，本公司股東批准採納一項行政人員認股獎勵計劃，向本公司和其附屬公司的僱員及董事授出認股權以在指定時期認購本公司的股份。

## 27 SHARE CAPITAL AND SHARE OPTIONS (Continued)

### Share Incentive Scheme

Details of share options granted by the Company pursuant to the Share incentive Scheme and the share options outstanding at 31 March 2010 are as follows:

| Grant Date<br>Day/Month/<br>Year<br>賦授日期<br>日/月/年 | Exercise<br>Price<br>HK\$<br>行使價<br>港幣 | Exercisable<br>period<br>Day/Month/<br>Year<br>行使日期<br>日/月/年      | As at<br>1 April<br>2009<br>二〇〇九年<br>四月一日 | Number of Share Options<br>認股權數量 |                  |                 | As at<br>31 March<br>2010<br>二〇一〇年<br>三月三十一日 |
|---|--|---|---|----------------------------------|------------------|-----------------|--|
|   |  |   |   | Granted<br>已賦授                   | Exercised<br>已行使 | Lapsed<br>已期滿失效 |  |
| 17 September 2004<br>17/09/2004                   | 0.405                                  | 1 September<br>2005 to<br>31 August 2009<br>01/09/2005-31/08/2009 | 10,250,000                                | —                                | —                | (10,250,000)    | —  |

For the year ended 31 March 2009 and 2010, there were no employee share option expenses charged to the consolidated income statement as all share options are vested.

As at 31 March 2010, all the share options granted by the Company pursuant to the Share incentive Scheme have lapsed.

因所有認股權已為既得權益，故在截至二〇〇九及二〇一〇年三月三十一日止年度的綜合收益表中並無扣除員工認股權費用。

於二〇一〇年三月三十一日，所有本公司根據認股獎勵計劃所賦授的認股權已期滿失效。

## 28 RESERVES

The reserves of the Group and the Company as at 31 March 2010 are analysed as follows:

|                                    |                    | Group<br>集團                       |                                   | Company<br>公司                     |                                   |
|------------------------------------|--------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|                                    |                    | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Share premium                      | 股份溢價               | 3,728                             | 3,728                             | 3,728                             | 3,728                             |
| Capital surplus                    | 資本盈餘               | 76                                | 76                                | —                                 | —                                 |
| Contributed surplus                | 繳入盈餘               | 139,196                           | 139,196                           | 159,375                           | 159,375                           |
| Exchange fluctuation reserve       | 匯兌波動儲備             | (1,862)                           | (1,964)                           | —                                 | —                                 |
| Employee compensation reserve      | 僱員酬金儲備             | —                                 | 2,645                             | —                                 | 2,645                             |
| Hedging reserve                    | 對沖儲備               | (2,515)                           | (7,378)                           | —                                 | —                                 |
| Retained profits                   | 累積盈利               | 204,067                           | 166,183                           | 55,030                            | 62,074                            |
| Total reserves                     | 儲備總額               | 342,690                           | 302,486                           | 218,133                           | 227,822                           |
| Proposed final dividends (Note 13) | 擬派發末期股息<br>(附註 13) | (16,240)                          | —                                 | (16,240)                          | —                                 |
|                                    |                    | 326,450                           | 302,486                           | 201,893                           | 227,822                           |

## 28 儲備

於二〇一〇年三月三十一日，本集團及本公司之儲備分析如下：

## 28 RESERVES (Continued)

The Group's contributed surplus represents the excess of the nominal value of the subsidiaries' shares acquired over the nominal value of the Company's shares issued in exchange therefor during the group reorganisation in 1990. The Company's contributed surplus represents the excess of the fair value of the subsidiaries' shares acquired pursuant to the Group reorganisation in 1990 over the nominal value of the Company's shares issued in exchange therefor.

At 31 March 2010, the Company had reserves of HK\$55,030,000 (2009: HK\$62,074,000) available for distribution. The Company's share premium account, in the amount of HK\$3,728,000 (2009: HK\$3,728,000), may be distributed in the form of fully paid bonus shares. The contributed surplus of HK\$159,375,000 (2009: HK\$159,375,000) is distributable subject to the requirements under section 54 of the Companies Act 1981 of Bermuda and Bye-law 134 of the Company.

## 29 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The offset amounts are as follows:

## 28 儲備 (續)

本集團之繳入盈餘包括於一九九〇年集團重組時所購入之附屬公司之股份面值超出公司所發行以作交換之股份面值之金額。本公司之繳入盈餘包括於一九九〇年集團重組時收購附屬公司之公允價超出本公司所發行以作交換之股份面值之金額。

於二〇一〇年三月三十一日，本公司可用作分派之儲備為港幣 55,030,000 元（二〇〇九年：港幣 62,074,000 元）。本公司可以繳足紅股方式分派之股份溢價賬則為港幣 3,728,000 元（二〇〇九年：港幣 3,728,000 元）。本公司的繳入盈餘可按照 1981 年百慕達《公司條例》第 54 條及本公司的公司細則第 134 條的條款分派，可分派金額為港幣 159,375,000 元（二〇〇九年：港幣 159,375,000 元）。

## 29 遞延所得稅

遞延所得稅以負債法就短暫時差應用各區域的稅率計算。

當有法定可執行權力將現有稅項資產與現有稅務負債抵銷，且遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與負債互相抵銷。抵銷的金額如下：

|   |                         | Group<br>集團                       |                                   |
|---|-------------------------|-----------------------------------|-----------------------------------|
|   |                         | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Deferred income tax assets to be recovered after more than 12 months    | 超過 12 個月後<br>收回的遞延所得稅資產 | 5,327                             | 4,478                             |
| Deferred income tax liabilities to be settled after more than 12 months | 超過 12 個月後<br>清償的遞延所得稅負債 | —                                 | (645)                             |
|   |                         | <b>5,327</b>                      | <b>3,833</b>                      |



29 DEFERRED INCOME TAX (Continued)

29 遞延所得稅 (續)

|  |                 | Group<br>集團                       |                                   |
|--|-----------------|-----------------------------------|-----------------------------------|
|  |                 | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| At 1 April   | 四月一日            | 3,833                             | 317                               |
| Credited/(charged) to the consolidated income statement                    | 於綜合收益表計入／(記賬列支) | 2,726                             | (2,341)                           |
| (Charged)/credited directly to equity                                      | 在權益中直接(扣除)／記賬   | (1,232)                           | 5,876                             |
| Effect of change in tax rates charged to the consolidated income statement | 稅率改變在綜合收益表扣除    | —                                 | (246)                             |
| Effect of change in tax rates credited directly to equity                  | 稅率改變在權益直接記賬     | —                                 | 227                               |
| At 31 March  | 三月三十一日          | 5,327                             | 3,833                             |

The gross movement of deferred income tax assets account is as follows:

遞延所得稅資產的總變動如下：

|  |                  | Fair value<br>loss<br>公平值虧損<br>HK\$'000<br>港幣千元 | Tax<br>depreciation<br>稅項折舊<br>HK\$'000<br>港幣千元 | Provision<br>for<br>inventory<br>存貨撥備<br>HK\$'000<br>港幣千元 | Tax<br>losses<br>稅項虧損<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
|--|------------------|---|---|---|---|---------------------------------|
| At 31 March 2008 and 1 April 2008  | 二〇〇八年三月三十一日及四月一日 | —   | 4,284   | 16  | —   | 4,300                           |
| (Charged)/credited to the consolidated income statement                    | 於綜合收益表(記賬列支)／計入  | —   | (1,835)   | 3   | 138                                       | (1,694)                         |
| Credited directly to equity  | 在權益中直接記賬         | 2,120   | —   | —   | —   | 2,120                           |
| Effect of change in tax rates charged to the consolidated income statement | 稅率改變在綜合收益表扣除     | —   | (245)   | (1)   | —   | (246)                           |
| At 31 March 2009   | 二〇〇九年三月三十一日      | 2,120   | 2,204   | 18  | 138                                       | 4,480                           |
| Credited/(charged) to the consolidated income statement                    | 於綜合收益表計入／(記賬列支)  | —   | 2,219   | (2)   | (138)                                     | 2,079                           |
| Charged directly to equity   | 在權益中直接扣除         | (1,232)   | —   | —   | —   | (1,232)                         |
| At 31 March 2010   | 二〇一〇年三月三十一日      | 888   | 4,423   | 16  | —   | 5,327                           |

## 29 DEFERRED INCOME TAX (Continued)

The gross movement of deferred income tax liabilities amount is as follows:

|  |                      | Fair value<br>gain<br>公平值收益<br>HK\$'000<br>港幣千元 | Tax<br>depreciation<br>稅項折舊<br>HK\$'000<br>港幣千元 | Total<br>總額<br>HK\$'000<br>港幣千元 |
|--|----------------------|---|---|---------------------------------|
| At 31 March 2008<br>and 1 April 2008                         | 二〇〇八年三月三十一日<br>及四月一日 | (3,983)   | —   | (3,983)                         |
| Charged to the consolidated<br>income statement              | 於綜合收益表記賬列支           | —   | (647)   | (647)                           |
| Credited directly to equity                                  | 在權益直接記賬              | 3,756   | —   | 3,756                           |
| Effect of change in tax rates<br>credited directly to equity | 改變稅率在權益直接記賬          | 227   | —   | 227                             |
| At 31 March 2009   | 二〇〇九年三月三十一日          | —   | (647)   | (647)                           |
| Credited to the consolidated<br>income statement             | 於綜合收益表計入             | —   | 647   | 647                             |
| At 31 March 2010   | 二〇一〇年三月三十一日          | —   | —   | —                               |

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable.

The Group has potential unrecognised tax losses of HK\$99,855,000 (2009: HK\$105,972,000) to carry forward against future taxable income, HK\$29,431,000 (2009: HK\$46,999,000) of which will expire within 5 to 10 years. There is no expiry period for other tax losses.

## 29 遞延所得稅 (續)

遞延所得稅負債的總變動如下：

遞延所得稅資產乃因應相關稅務利益有機會透過未來應課稅溢利變現而就所結轉之稅務虧損作確認。

本集團有港幣 99,855,000 元（二〇〇九年：港幣 105,972,000 元）的潛在未確認稅務虧損可結轉以抵銷未來應課稅收入；其中為數港幣 29,431,000 元（二〇〇九年：港幣 46,999,000 元）的稅務虧損將於五至十年內屆滿。其他稅務虧損並無期限。

### 30 COMMITMENTS

#### (a) Operating lease commitments – as lessee

At 31 March 2010, the Group had future aggregate minimum lease payments under non - cancellable operating leases as follows:

|   |         |
|---|---------|
| Land and buildings:                               | 土地及樓宇：  |
| Not later than one year                           | 第一年內    |
| Later than one year and not later than five years | 第二至第五年內 |
| Later than five years                             | 五年後     |

Payment obligations in respect of operating leases where rentals vary with gross revenues are not included as future minimum lease payment.

#### (b) Operating lease commitments – as lessor

At 31 March 2010, the Group had future aggregate minimum lease receipts under an non-cancellable operating lease as follows:

|   |         |
|---|---------|
| Land and buildings:                               | 土地及樓宇：  |
| Not later than one year                           | 第一年內    |
| Later than one year and not later than five years | 第二至第五年內 |

### 30 承擔

#### (a) 經營租賃承擔－承租者

於二〇一〇年三月三十一日，本集團根據不可撤銷的經營租賃而應付之未來最低租賃付款總額如下：

|   |         | Group<br>集團                       |                                   |
|---|---------|-----------------------------------|-----------------------------------|
|   |         | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Land and buildings:                               | 土地及樓宇：  |                                   |                                   |
| Not later than one year                           | 第一年內    | 156,643                           | 155,468                           |
| Later than one year and not later than five years | 第二至第五年內 | 243,448                           | 238,673                           |
| Later than five years                             | 五年後     | 25,783                            | 53,911                            |
|   |         | 425,874                           | 448,052                           |

有關與總收入掛勾的租賃合約支付責任並不計入未來最低租賃支出。

#### (b) 經營租賃承擔－出租者

於二〇一〇年三月三十一日，本集團根據不可撤銷的經營租賃而應收之未來最低租賃收款總額如下：

|   |         | Group<br>集團                       |                                   |
|---|---------|-----------------------------------|-----------------------------------|
|   |         | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Land and buildings:                               | 土地及樓宇：  |                                   |                                   |
| Not later than one year                           | 第一年內    | 2,700                             | —                                 |
| Later than one year and not later than five years | 第二至第五年內 | 2,700                             | —                                 |
|   |         | 5,400                             | —                                 |

### 30 COMMITMENTS (Continued)

#### (c) Capital commitments

Capital expenditure at the date of statement of financial position but not yet incurred is as follows:

|   |                      | Group<br>集團                       |                                   |
|---|----------------------|-----------------------------------|-----------------------------------|
|   |                      | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Property plant and equipment<br>contracted but not provided for | 已簽約但未撥備的物業、<br>廠房及設備 | 4,080                             | 2,342                             |

### 31 RELATED PARTY TRANSACTIONS

The immediate parent of the Group is Allied Wisdom International Limited, a company incorporated in the British Virgin Islands. The ultimate parent of the Group is Wisdom Gateway Limited, a company incorporated in the British Virgin Islands.

During the year, the Group had the following significant related party transactions:

#### (a) Transaction with intermediate holding company

|  |                       | Group<br>集團                       |                                   |
|--|-----------------------|-----------------------------------|-----------------------------------|
|  |                       | 2010<br>二〇一〇年<br>HK\$'000<br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Management fee paid to<br>intermediate holding company | 已支付予中介控股公司<br>的管理服務費用 | 990                               | 990                               |

### 30 承擔 (續)

#### (c) 資本承擔

於結算日但仍未產生的資本開支如下：

### 31 與連繫人士的交易

本集團的直接母公司為 Allied Wisdom International Limited，於英屬處女群島成立之公司。本集團的最終母公司為 Wisdom Gateway Limited，於英屬處女群島成立之公司。

年內本集團所參與之與連繫人士的重大交易分述如下：

#### (a) 與中介控股公司的交易

**31 RELATED PARTY TRANSACTIONS** (Continued)  
**(b) Transactions with fellow subsidiaries**

|   |                 | <b>Group</b><br><b>集團</b>                       |                                   |
|---|-----------------|---|-----------------------------------|
|   |                 | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Rental expenses paid to a fellow subsidiary     | 已支付予同系附屬公司的租金支出 | <b>9,900</b>                                    | 9,900                             |
| Rental income received from a fellow subsidiary | 已收同系附屬公司的租金收入   | <b>1,350</b>                                    | —                                 |

**(c) Transaction with an associate**

**(c) 與聯營公司的交易**

|   |               | <b>Group</b><br><b>集團</b>                       |                                   |
|---|---------------|---|-----------------------------------|
|   |               | <b>2010</b><br>二〇一〇年<br><b>HK\$'000</b><br>港幣千元 | 2009<br>二〇〇九年<br>HK\$'000<br>港幣千元 |
| Management fee received from an associate | 已收聯營公司的管理服務費用 | <b>2,318</b>                                    | 1,965                             |

**(d) Key management compensation**  
Details of disclosure are shown in Note 10(a).

**(d) 主要管理人員酬金**  
有關披露已詳列於附註 10(a)。

**Principal Subsidiaries**  
主要附屬公司

**At 31 March 2010**  
二〇一〇年三月三十一日

| Name<br>公司名稱                         | Place of incorporation and kind of legal entity<br>註冊成立地方及法定實體類別       | Place of operations<br>經營地方 | Proportion held<br>所持股份百分比 |                  | Nominal value of issued and fully paid - up share capital/<br>registered capital<br>已發行及繳足股本<br>面值／註冊資本 | Principal activities<br>主要業務                           |
|--------------------------------------|--|-----------------------------|----------------------------|------------------|---|--|
|                                      |  |                             | Direct<br>直接持有             | Indirect<br>間接持有 |   |  |
| Joyce Boutique International Limited | British Virgin Islands, limited liability company<br>英屬處女群島，<br>有限責任公司 | Asia<br>亞洲                  | 100%                       | —                | Ordinary<br>US\$1,500<br>普通股 1,500 美元   | Investment holding<br>投資控股                             |
| Joyce Boutique Limited               | Hong Kong, limited liability company<br>香港，有限責任公司                      | Hong Kong<br>香港             | 100%                       | —                | Ordinary<br>HK\$100,000<br>普通股港幣 100,000 元  | Designer fashion retailing<br>零售名牌時裝                   |
| Joyce Beauty (Hong Kong) Limited     | Hong Kong, limited liability company<br>香港，有限責任公司                      | Hong Kong<br>香港             | —                          | 100%             | Ordinary<br>HK\$10,000<br>普通股港幣 10,000 元  | Cosmetics retailing<br>零售化妝品                           |
| Joyce Boutique (Hong Kong) Limited   | Hong Kong, limited liability company<br>香港，有限責任公司                      | Hong Kong<br>香港             | —                          | 100%             | Ordinary HK\$2<br>普通股港幣 2 元   | Designer fashion retailing & distribution<br>零售及經銷名牌時裝 |
| 載思（上海）商貿有限公司                         | PRC, wholly foreign-owned enterprise<br>中華人民共和國，<br>外商全資企業             | PRC<br>中華人民共和國              | —                          | 100%             | RMB 20,000,000<br>人民幣 20,000,000 元  | Designer fashion retailing & distribution<br>零售及經銷名牌時裝 |
| Ad Hoc (Hong Kong) Limited           | Hong Kong, limited liability company<br>香港，有限責任公司                      | Hong Kong<br>香港             | —                          | 100%             | Ordinary<br>HK\$1,000,000<br>普通股港幣 1,000,000 元  | Designer fashion retailing<br>零售名牌時裝                   |

## Five-year Summary Financial Information 五年財務摘要

A summary of the published results, assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out below.

本集團過去五個財政年度之已公佈業績及資產與負債概要乃摘錄自經審核財務報表，並已重新作出適當之歸類如下。

| <b>RESULTS</b><br>業績                         |              | <b>Year ended</b><br><b>31 March</b><br><b>2010</b><br>二〇一〇年<br>三月三十一日<br>年度止<br><b>HK\$'000</b><br>港幣千元 | Year ended<br>31 March<br>2009<br>二〇〇九年<br>三月三十一日<br>年度止<br>HK\$'000<br>港幣千元 | Year ended<br>31 March<br>2008<br>二〇〇八年<br>三月三十一日<br>年度止<br>HK\$'000<br>港幣千元 | Year ended<br>31 March<br>2007<br>二〇〇七年<br>三月三十一日<br>年度止<br>HK\$'000<br>港幣千元 | Year ended<br>31 March<br>2006<br>二〇〇六年<br>三月三十一日<br>年度止<br>HK\$'000<br>港幣千元 |
|--|--------------|--|--|--|--|--|
| TURNOVER                                     | 營業額          | <b>1,063,776</b>   | 979,953  | 927,116  | 790,395  | 755,684  |
| OPERATING PROFIT/(LOSS)                      | 營業盈利／（虧損）    | <b>41,678</b>  | (2,225)  | 45,447   | 56,790   | 73,671   |
| Finance costs                                | 融資成本         | <b>(10)</b>  | (707)  | (87)   | (19)   | (100)  |
| Share of profit of jointly controlled entity | 所佔共同發展公司盈利   | —  | —  | 11,113   | 4,812  | 3,347  |
| Share of profit of an associate              | 所佔聯營公司盈利     | <b>3,288</b>   | 416  | —  | —  | —  |
| PROFIT/(LOSS) BEFORE INCOME TAX              | 除稅前盈利／（虧損）   | <b>44,956</b>  | (2,516)  | 56,473   | 61,583   | 76,918   |
| Income tax (expense)/ credit                 | 所得稅（費用）／抵免   | <b>(9,717)</b>   | 5,643  | (4,390)  | (10,550)   | (2,900)  |
| PROFIT ATTRIBUTABLE TO EQUITY HOLDERS        | 權益持有人應佔盈利    | <b>35,239</b>  | 3,127  | 52,083   | 51,033   | 74,018   |
| Final proposed dividend                      | 擬派發的末期股息     | <b>16,240</b>  | —  | 22,736   | 22,736   | 32,401   |
| <b>ASSETS AND LIABILITIES</b><br>資產與負債       |              | <b>Year ended</b><br><b>31 March</b><br><b>2010</b><br>於二〇一〇年<br>三月三十一日<br><b>HK\$'000</b><br>港幣千元       | Year ended<br>31 March<br>2009<br>於二〇〇九年<br>三月三十一日<br>HK\$'000<br>港幣千元       | Year ended<br>31 March<br>2008<br>於二〇〇八年<br>三月三十一日<br>HK\$'000<br>港幣千元       | Year ended<br>31 March<br>2007<br>於二〇〇七年<br>三月三十一日<br>HK\$'000<br>港幣千元       | Year ended<br>31 March<br>2006<br>於二〇〇六年<br>三月三十一日<br>HK\$'000<br>港幣千元       |
| Property, plant and equipment                | 物業、廠房及設備     | <b>27,258</b>  | 65,218   | 71,730   | 54,404   | 55,530   |
| Deposits, prepayments and other assets       | 訂金、預付費用及其他資產 | <b>34,037</b>  | 33,018   | 40,127   | 42,659   | 28,257   |
| Interest in jointly controlled entity        | 共同發展公司權益     | —  | —  | 19,322   | 8,209  | 3,397  |
| Interest in an associate                     | 聯營公司權益       | <b>11,315</b>  | 19,586   | —  | —  | —  |
| Deferred income tax assets                   | 遞延所得稅資產      | <b>5,327</b>   | 4,478  | 317  | 2,500  | —  |
| Current assets                               | 流動資產         | <b>592,030</b>   | 526,100  | 580,244  | 519,324  | 493,510  |
| TOTAL ASSETS                                 | 總資產          | <b>669,967</b>   | 648,400  | 711,740  | 627,096  | 580,694  |
| Non-current liabilities                      | 非流動負債        | <b>(3,966)</b>   | (2,039)  | —  | —  | —  |
| Current liabilities                          | 流動負債         | <b>(160,911)</b>   | (181,475)  | (205,016)  | (168,592)  | (142,893)  |
| TOTAL LIABILITIES                            | 總負債          | <b>(164,877)</b>   | (183,514)  | (205,016)  | (168,592)  | (142,893)  |
| NET ASSETS                                   | 資產淨值         | <b>505,090</b>   | 464,886  | 506,724  | 458,504  | 437,801  |

