



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

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

Annual Report
年報

2010/2011

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

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

Non-executive Directors

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. LAU Yiu Tong

Independent Non-executive Directors

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

COMPANY SECRETARY

Mr. LAM Hing Chau, Leon, *FCPA*

PRINCIPAL BANKERS

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

董事局

執行董事

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

非執行董事

蔡建中先生
葉炳燦先生
劉耀棠先生

獨立非執行董事

陳裕光先生
伍清華先生
施國榮先生

審核委員會

施國榮先生 (*主席*)
陳裕光先生
伍清華先生

薪酬委員會

陳裕光先生 (*主席*)
伍清華先生
施國榮先生
林榮德先生
曾鏡波先生

提名委員會

伍清華先生 (*主席*)
陳裕光先生
施國榮先生
林榮德先生
曾鏡波先生

公司秘書

林興就先生 · *FCPA*

主要往來銀行

法國巴黎銀行香港分行
花旗銀行
星展銀行(香港)有限公司
恒生銀行有限公司
香港上海匯豐銀行有限公司
渣打銀行(香港)有限公司

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL PLACE OF BUSINESS IN THE PRC

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

PRINCIPAL SHARE REGISTRAR

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

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712 – 1716, 17/F., Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

HONG KONG STOCK EXCHANGE STOCK CODE

01382

COMPANY WEBSITE

www.pacific-textiles.com

核數師

羅兵咸永道會計師事務所
香港執業會計師

註冊辦事處

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

總辦事處及香港主要營業地點

香港新界葵涌
大連排道48-56號
東海工業大廈B座8樓

中國主要營業地點

中國廣東省
廣州市南沙
萬頃沙鎮
六涌同興村

主要股份過戶登記處

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

股份過戶登記處香港分處

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

香港聯合交易所股份代號

01382

公司網址

www.pacific-textiles.com

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the Board, it is my pleasure to present the Group's consolidated financial results for the 2011 Financial Year and to give an overview of the Group's strategy and business outlook.

ECONOMIC OVERVIEW AND FINANCIAL PERFORMANCE

The 2011 Financial Year was a very challenging year for the industry. Although the world economy recovered with a reasonable upswing in the first half of 2010, the momentum subdued with a rise in unemployment in most industrial economies in the latter half of the year. Inflationary pressure was mounting, in particular, the prices of cotton and cotton yarns reached record high levels. During the year under review, cotton prices went up by more than double, a result of global shortage and poor harvest in Pakistan and China which made the supply concern prominent. As cotton is the major raw material for producing cotton yarn, the sharp hikes in cotton price had exerted pressure on our operating cost. Though the cotton price had eased slightly in the last few months, however, with the volatility of cotton prices, the upsurge of labour costs and the appreciation of Renminbi, we faced unprecedented challenges during the year under review. Despite the tough and fragile business climate, the Group spearheaded with its growth and operating strategies: a combination of improved efficient operational capabilities, stringent cost control, financial vigilance, strong commitment to our customers, and investment for the future.

The financial year under review saw the Group continues to stay as one of the strongest players in the highly competitive textile industry. Driven by strengthened marketing activities, we have registered consolidated revenue of HK\$7,180.7 million for the 2011 Financial Year, which is a growth of 22.1% over previous year. The Group's sales volume achieved a growth rate of 6.8% and reached 209.1 million pounds, compared to 195.8 million pounds of the last financial year.

Profit attributable to shareholders amounted to HK\$876.4 million, while earnings per share was HK\$ 0.61, compared to HK\$0.56 in the previous financial year, representing an increase of 8.9%.

The Board has proposed a final dividend of HK19 cents per share. Together with an interim dividend of HK 14 cents per share, the total dividend for the 2011 Financial Year will be HK33 cents per share.

BUSINESS OVERVIEW

The 2011 Financial Year was a year of consolidating the Group's core pillars. With a reputable history of service and product reliability, we continued to strengthen our position as one of the leading fabric manufacturers in the industry. The Group persisted to maintain strict monitoring of cost control, optimisation improvements of existing production process and introduction of technological innovations to enhance operational efficiency. The Group also regularly adopted programs to achieve effective inventory management by analysing inventory adjustments.

During the 2011 Financial Year, the Group took the initiative to diversify its production base to Vietnam by establishing a joint venture with Crystal International Limited, GSI Trading Hong Kong Limited and Toray Industries (H.K.) Limited for knitted fabric manufacturing business in Vietnam. This joint venture enjoys access to market in Japan with no tariffs and quotas and the low operating cost in Vietnam offers a cost effective production base for the Group. I am delighted to inform you that the investment licence was approved by the government authorities of Vietnam earlier this year and construction plans for the production facilities would be underway soon.

致各股東：

本人謹代表董事會欣然提呈本集團2011年財政年度之綜合財務業績，並提供本集團策略及業務展望之概覽。

經濟綜覽及財務表現

2011年財政年度對業界而言可說是充滿挑戰的一年。雖然世界經濟於2010年上半年復甦且有相當程度的好轉，但上升動力於下半年因大部分工業國家的失業率上升而受到壓抑。通脹壓力不斷上升，尤其是棉花及棉紗價格已創下歷史新高。回顧年度內，由於全球供應短缺與巴基斯坦及中國棉花失收，棉花價格上升超過一倍，令市場對供應更為擔憂。由於棉花是生產棉紗的主要原材料，故棉花價格急升已對我們的營運成本構成壓力。雖然棉花價格於過去數月微降，但在棉花價格波動、勞工成本高漲及人民幣升值的影響下，我們於回顧年度內面對前所未有的挑戰。即使面對嚴峻及疲弱的營商環境，但本集團仍貫徹執行其發展及經營策略—結合強而有效的業務能力、嚴謹的成本監控、財務警覺性、堅守對客戶的承諾及投資未來—勇往直前。

於回顧財政年度內，本集團在競爭極為激烈的紡織業內仍然獨當一面。在加大市場推廣活動力度的帶動下，我們於2011年財政年度錄得綜合收入7,180.7百萬港元，較上年度增長22.1%。與上一財政年度的195.8百萬磅比較，本集團銷售額的增長率為6.8%，達209.1百萬磅。

股東應佔溢利為876.4百萬港元，而每股盈利為0.61港元，相較上一財政年度的0.56港元，增長8.9%。

董事會擬派末期股息每股港幣19仙。連同中期股息每股港幣14仙，2011年財政年度股息總額將為每股港幣33仙。

業務回顧

2011年財政年度為本集團鞏固核心支柱的一年。憑藉超卓服務及產品可靠的往績，我們持續鞏固我們作為業內其中一家主要布料生產商的地位。本集團堅持對成本進行嚴密監控，對現有生產工序進行優化改善，並引進創新科技提升經營效率。本集團亦以分析存貨調整的方式定期實施有效管理存貨的計劃。

於2011年財政年度內，本集團主動將生產基地擴展至越南，與晶苑國際有限公司、郡產香港有限公司及東麗(香港)有限公司成立合營公司在越南經營針織布製造業務。合營公司可出口產品往日本市場而毋須支付關稅及受到配額限制，而越南的低營運成本亦為本集團提供了一個具成本效益的生產基地。本人欣然知會閣下，投資許可證已於本年初獲越南政府機關批出，生產設施的建設計劃將於不久後進行。

BUSINESS OVERVIEW (Cont'd)

In November 2010, the Company was awarded China Knitting Industry Technology Award (中國針織行業科技貢獻獎) by the 4th Council of the China Knitting Industry Association (中國針織工業協會第四屆理事會). The award recognizes the Group's dedicated effort in technology innovation in textiles industry. In addition, Mr. Choi Kin Chung, our Emeritus Chairman and non-executive Director, was awarded the China Knitting Industry Lifetime Achievement Award (中國針織行業終身成就獎) to recognize Mr. Choi's dedication and contribution to the textiles industry.

As disclosed in the various announcements made by the Company in the past few months, the Group had disposed part of its shareholding interest in PT Sri Lanka under the Pre-IPO Private Placement to certain institutional and non-institutional investors in May this year. The Pre-IPO Private Placement was very successful. The Proposed Spin-off of PT Sri Lanka for separate listing on the Main Board of the Colombo Stock Exchange is progressing well. This move will undoubtedly enhance the profile of PT Sri Lanka and provide the operation a funding platform for future business development. After the PT Sri Lanka IPO, we will still be the largest shareholder of PT Sri Lanka and will continue to enjoy the benefits from the growth and development of the business through our shareholding interest.

OUTLOOK

We look forward to the next year with confidence. We will continue to build on the achievements made this year. We will implement further measures to improve our production yield and quality assurance, enlarge product mix and technical capabilities to capture the increasing demand of fabrics from different markets underpinned by the rebound in the global economy. However, recent events in the Middle East, North Africa and Japan, coupled with less than satisfactory economic data from developed economies are yet another reminders of the ongoing uncertainties in the global economy. Other factors that call for caution include fluctuating commodity prices, appreciation of the Renminbi and increasing operating costs. We will ensure that the Group will remain focused on sustainable growth and progressively strengthen our base in terms of products, technologies, production capacities and organisational efficiency.

With our strong business strategy and competent execution, we believe that we have the unique capabilities to forge ahead.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my appreciation to our loyal customers, business partners, suppliers and bankers for their continuous support to the Group at such challenging times and I would also like to express my gratitude to all the colleagues who endeavoured to lead the Group into another year of success.

I would also thank our shareholders for their kind support and confidence in the Group during the past year.

On behalf of the Board

Wan Wai Loi
CHAIRMAN

Hong Kong, 24 June 2011

業務回顧 (續)

於2010年11月，本公司獲中國針織工業協會第四屆理事會頒發中國針織行業科技貢獻獎。獎項表彰本集團在紡織業技術創新方面所取得的成就。此外，我們的榮譽主席兼非執行董事蔡建中先生獲頒中國針織行業終身成就獎，以表彰蔡先生對紡織業所作的努力和貢獻。

誠如本公司於過去數個月發表的多份公佈所披露，本集團已於本年五月通過首次公開發售前私人配售方式向若干機構及非機構投資者出售其於PT斯里蘭卡的部分股權。首次公開發售前私人配售取得空前成功。建議分拆PT斯里蘭卡在科倫坡證券交易所主板獨立上市的進展順利。此舉無疑將提升PT斯里蘭卡的形象，並為其未來業務發展提供一個營運融資平台。於完成PT斯里蘭卡首次公開發售後，我們仍為PT斯里蘭卡之最大股東，並將繼續透過所持的股權享有業務增長及發展帶來的裨益。

展望

我們對來年充滿信心。我們將在本年度取得的成績基礎上再接再厲。我們將實施進一步措施提高產量及保證質素，擴大產品種類及提升技術實力，以把握不同市場在全球經濟反彈支持下不斷增加的布料需求。然而，中東、北非及日本近期發生之事件，加上發達國家之經濟數據表現欠缺理想，已勾起另一輪對全球經濟持續不明朗的憂慮。其他值得注意的因素包括商品價格持續波動、人民幣升值及經營成本不斷上漲。我們會確保本集團仍會將重點放在可持續發展之上，並逐步鞏固我們在產品、技術、產能及組織效率方面的根基。

憑藉積極進取的業務策略及出色的執行力，我們相信我們具備超卓能力突圍而出。

鳴謝

本人謹代表董事局藉此向我們忠實的客戶、業務夥伴、供應商及往來銀行於這充滿挑戰的時間對本集團之不斷支持致以謝意，並衷心感謝全體成員盡力帶領本集團邁向成功的另一年。

本人感謝我們的股東於往年對本集團之鼎力支持與信心。

承董事局命

主席
尹惠來

香港，2011年6月24日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Overview

The 2011 Financial Year was marked by the world economy's entry into a recovery phase, whereby we saw an overall growth in global output and an increase in consumer confidence and spending. Unfortunately the global economy was also severely floundering with high public deficits, debt problems and rising commodity prices. The prices of cotton and cotton yarns had reached record high levels owing to global supply shortage driven by production fall in Pakistan and India. As cotton is the major raw material for producing cotton yarn, the sharp hikes in cotton price had exerted foremost pressure on our operating cost. Though the cotton price had eased recently, however, with the volatility in cotton prices, coupled with the upsurge of production costs and the appreciation of Renminbi, the industry faced unprecedented challenges during the year under review. Despite the still tough operating climate, for the Group, it was a period of differentiation, improved operating efficiency and continued industrial consolidation. The Group performed satisfactorily against the backdrop of challenging economic environment.

Across all the Group's markets, the successful execution of our effective business strategy drove consistently satisfactory financial outcomes. For the 2011 Financial Year, the Group achieved revenue of HK\$ 7,180.7 million, representing an increase of 22.1% as compared to the previous financial year (2010: HK\$ 5,883.4 million). The revenue increase was primarily due to the production capacity expansion and increase in average selling price which was driven by the high yarn cost and sales mix. Our total sales volume increased by 6.8% to 209.1 million pounds whereas our average selling price has improved by 14.3% to HK\$34.4 per pound.

During the 2011 Financial Year, surging oil and commodity prices created upward price pressure for yarns and other raw materials. The advancement in the value of the Renminbi also increased our cost. In view of this, the Group continued to scrutinize production and operation cost carefully to mitigate the cost pressure and maintain our competitiveness. Hence, the Group's operating profit and the gross profit reached HK\$1,095.9 million and HK\$1,290.0 million respectively, representing a year-on-year increase of 13.1% and 5.6% respectively. Gross profit margin and operating profit margin were 18.0% and 15.3% respectively.

The Group's other income, which consists of subcontracting income, sales of residual materials, rental income and government grants, was HK\$90.9 million (2010: HK\$67.2 million), representing a jump of 35.3%. The increase was mainly due to the higher selling prices for residual materials as resulted from the rising commodity prices and the receipt of government grants during the year under review.

For the year under review, net profit attributable to equity holders of the Company was HK\$876.4 million, which represents a modest increase of 9.1% over the previous year of HK\$803.2 million. Net profit margin was 12.2% (2010: 13.7%) and earnings per share was HK\$0.61 (2010: HK\$0.56).

With the improved operational efficiency and enhanced production scheduling, the Group has managed to reduce customers' claims for late delivery significantly. As a result, the Group's distribution and selling expenses decreased 32.6% from HK\$135.7 million in the previous year to HK\$91.4 million. As a percentage of total revenue, distribution and selling expenses decreased from 2.3% to 1.3% during the 2011 Financial Year.

General and administrative expenses were HK\$193.5 million (2010: HK\$184.2 million), representing an increase of 5.0% from last year. The Group maintained an efficient cost mechanism during the year and will continue to ensure cost reduction goals are regularly evaluated and achieved. General and administrative expenses represented about 2.7% of total revenue (2010: 3.1%).

業務回顧

綜述

2011年財政年度標誌世界經濟進入復甦期，全球產量全面增長，消費信心及支出增加。可惜，由於公共赤字高企、債務問題及商品價格不斷上升，全球經濟仍處於舉步為艱之中。由於巴基斯坦及印度的產量下跌引發全球供應短缺，故棉花及棉紗價格已創下歷史新高。由於棉花是生產棉紗的主要原材料，故棉花價格急升已對我們的營運成本構成重大壓力。雖然棉花價格近期已稍為下跌，但在棉花價格波動加上生產成本高漲及人民幣升值的影響下，業界於回顧年度內面對前所未有的困難。雖然本集團的經營環境仍然嚴峻，但亦處於汰弱留強、經營效率改善及行業持續合併之時期。在艱難的經濟環境下，本集團表現仍然理想。

本集團在所有市場成功執行有效的業務策略，持續取得理想的財務業績。於2011年財政年度，本集團獲得收入7,180.7百萬港元，較上一財政年度（2010年：5,883.4百萬港元）增加22.1%。收入增加主要由於產能擴充及紗線成本高企帶動平均售價上升及銷售的貨品種類增加所致。總銷售額增加6.8%至209.1百萬磅，而平均售價則上升14.3%至每磅34.4港元。

於2011年財政年度內，石油及商品價格不斷上升對紗線及其他原材料價格構成上升壓力。人民幣升值亦增加了我們的成本。有鑑於此，本集團持續對生產及經營成本進行仔細審查，以舒緩成本壓力及保持競爭力。因此，本集團之經營溢利及毛利分別達1,095.5百萬港元及1,290.0百萬港元，分別按年增加13.1%及5.6%。毛利率及經營溢利率分別為18.0%及15.3%。

本集團的其他收入（包括分包收入、出售剩餘物料、租金收入及政府補貼）為90.9百萬港元（2010年：67.2百萬港元），上升35.3%。上升主要由於商品價格不斷上升導致剩餘物料價格上升及於回顧年度內獲得政府補貼所致。

於回顧年度，本公司權益持有人應佔純利為876.4百萬港元，較上年的803.2百萬港元輕微增加9.1%。純利率為12.2%（2010年：13.7%）及每股盈利為0.61港元（2010年：0.56港元）。

隨著提高運營效率與提高生產調度，本集團已成功地顯著降低因逾期交貨之客戶索賠。因此，本集團的分銷及銷售開支由上年的135.7百萬港元減少32.6%至91.4百萬港元。分銷及銷售開支佔收入總額的百分比於2011年財政年度內由2.3%減至1.3%。

一般及行政開支為193.5百萬港元（2010年：184.2百萬港元），較去年增加5.0%。本集團於年內維持高效率的成本機制，並將繼續確保定期評估並達到削減成本的目標。一般及行政開支佔收入總額約2.7%（2010年：3.1%）。

BUSINESS REVIEW (Cont'd)

Focused Development on Customers, Products and Markets

The process of industry consolidation triggered by the global financial crisis continued during the 2011 Financial Year. The Group, with its strong financial position and solid footing in the industry, further strengthened itself to become one of the leading players. By sharpening its competitive edge in value-added product offering, and improving in production facilities, the Group was able to work with existing core customer base as well as attracting new quality customers.

Despite the chaotic signals of the scale of the economic recovery, there was an increase in purchase orders from the Group's customers. Our core clientele base performed strongly in the retail market as consumers returned to the stores and shopping malls. In China, where consumer spending continued to grow rapidly, we saw an encouraging increase in orders from our renowned customers. The top five customers and brand owners accounted for approximately 49.5% and 52.2% respectively of the Group's total revenue during the year under review, versus 47.6% and 50.9% of the previous year.

As part of the strategy of market diversification, we continued our efforts to develop the mainland market. China has experienced extraordinary economic growth in the last two decades, resulting in the rise of demand for quality apparel products. Our proactive business development and steady marketing strategy ensure the Group is well placed to take advantage of further expected growth.

Expanded Production Capacity and Improved Operating Efficiency

Structural improvement works to expand production capacity were carried out in the Group's factory in Panyu, China. The newly added infrastructure and advanced machinery helped contribute to the Group's increase in operational efficiency and cost effectiveness. Improvements in dyeing machines and water treatment facilities were made.

With a focus on cost reduction and improved operation, investments in technological solutions and IT systems were made. IT solutions helped provide data and the correlations on purchases, warehousing, production, inventory control and logistics. This allowed the Group to monitor the process more effectively. The concerted approach further optimized the Group's operational efficiency and lowered production cost.

Environmental Best Practice and Awards

The Group is committed to corporate social responsibility and environmental protection. The Group actively pursues work safety as a company policy and ensures that safety standards in the manufacturing procedures are met. We are dedicated to conducting all our activities in an environmentally responsible and prudent manner, thereby minimizing impact and risks in the environment. The Group's environmental best practices have earned recognition from both local and regional authorities as well as leading environment agencies.

It has been a honor that our practice of good environmental effort has been well recognized with the Panyu plant accredited Environmentally Trustworthy Enterprise-Green Label (環保誠信企業—綠牌標示) by the Guangdong Environmental Protection Bureau (廣東省環境保護局) and the Certificate of Merit awarded by the Environmental Campaign Committee, Hong Kong for environmental excellence. In addition, we were the first textile entity in China awarded the Certificate of Registration issued by BSI (China) on meeting the Energy Management System GB/T 23331. We also received Greenhouse Gases Emissions Verification Statement from BSI (China) for meeting the principals set out in ISO 14064. We will continue to reinforce environmental compliance through audits and reviews and are ready to meet ever-higher standards of environment performance.

業務回顧 (續)

客戶、產品之市場重點發展

全球金融危機引發的行業合併過程於2011年財政年度持續進行。本集團藉其穩健的財務狀況及在業內的穩固根基，進一步提升自身實力成為翹楚之一。通過強化在提供增值產品方面的競爭優勢與改善生產設施，本集團能與現有核心客戶通力合作，同時吸納新的優質客戶。

儘管市場對經濟復甦的程度眾說紛紜，但來自本集團客戶的購買訂單仍然增加。由於消費者重返店舖及購物商場，故我們的核心客戶在零售市場取得不俗的表現。在消費開支持續高速增長的中國，我們來自信譽良好的客戶之訂單增幅令人鼓舞。五大客戶及品牌擁有人於回顧年度內分別佔本集團收入總額約49.5%及52.2%，而上年則分別為47.6%及50.9%。

作為多元化市場策略的一部分，我們持續發展內地市場。中國過去二十年經濟發展一日千里，導致優質成衣產品的需求增加。我們積極進取的業務發展及穩健的市場推廣策略確保本集團處於可從預期進一步增長獲益的有利地位。

擴大產能與提高營運效率

本集團已在其位於中國番禺的工廠進行擴充產能的結構改善工程。新增基建及先進的機器有助本集團提升經營效率及成本效益。漂染機及污水處理設施經已進行改良。

本集團已在技術解決方案及資訊科技系統方面作出投資，並著重降低成本及改善運作。資訊科技解決方案有助提供有關採購、倉儲、生產、存貨控制及物流的數據和它們之間的關聯性，讓本集團可更有效地監察有關程序。此種相互配合的策略進一步優化了本集團的經營效率及降低生產成本。

最佳環保實踐與獎項

本集團致力於履行企業社會責任及環保。本集團的公司政策是積極確保工作安全，並確保生產程序達到安全標準。我們致力於以對環境保持負責任及謹慎的態度從事所有活動，盡量減少對環境的影響及危害。本集團的最佳環境做法已得到本地及地區部門及著名環保機構的認可。

值得驕傲的是，我們在環保工作方面的成績得到廣泛認可，番禺廠房獲廣東省環境保護局頒授環保誠信企業—綠牌標示及獲香港環境保護運動委員會頒發優異證書以表彰在環保方面的卓越成績。此外，我們為中國首家符合能源管理系統GB/T 23331而獲BSI (China)頒發註冊證書的紡織業機構。我們亦因符合ISO 14064所載原則而獲BSI (China)發出溫室氣體排放查證證明書。我們將繼續透過審查及檢討加強對環保法例的遵守，並準備達到越來越高的環境保護標準。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Cont'd)

Environmental Best Practice and Awards (Cont'd)

With our solid footing in the textile industry and our continuous investment in technology, several of our premium products were awarded Honor Certificates by the Guangzhou Textile Industry Association (廣州市紡織行業協會) and we were also awarded an Advanced Collective Title of the Country's Textile Industry (全國紡織工業先進集體稱號) Certificate by both the Division of Human Resources and Social Security (人力資源和社會保障部) and the China Textile Industry Association (中國紡織工業協會). We were also awarded China Knitting Industry Technology Award (中國針織行業科技貢獻獎) by the 4th Council of the China Knitting Industry Association (中國針織工業協會第四屆理事會). In addition, Mr. Choi Kin Chung, the emeritus Chairman and non-executive director, was awarded the China Knitting Industry Lifetime Achievement Award (中國針織行業終身成就獎) to recognize Mr. Choi's contribution, dedication and achievement in the textiles industry.

The Chinese Government is committed to ensuring the industry participants to operate their business activities in environmental responsible standard. In line with this, we, as a foremost fabric manufacturer, not only improve our techniques and measures with aims at conforming to environmental protection standard set down by the government, and also articulate our commitment in environmental protection and share our best practice. We took part in the consultative committee in formulating policies and laying down the standard in respect of the calculation method of water usage in knitted goods, wet processing and unit consumption quota (針織印染產品取水計算辦法及單耗基本定額) organized by the China Textile Industry Association and that such standard has been formally adopted by the Ministry of Industry and Information Technology (工業和信息化部) as textile industry model.

Diversification of Production Base

The establishment of the joint venture for knitted fabric manufacturing business in Vietnam was progressing well. The investment license was approved by the government authorities in Vietnam recently and the plans for construction of the factory was underway. It is projected that commercial production will start in two years' time.

The construction of the fabric mill in Bangladesh has been put on hold until the natural gas supply issue is resolved. The Bangladesh joint venture group currently operates a small garment production facility to maintain a presence in the country and to enhance our understanding of the local business environment. In view of the change, the Group's joint venture in Bangladesh has been scaled back in the year under review. It is anticipated that the financial position of the joint venture will be significantly improved in the coming financial years.

Proposed Spin-off of PT Sri Lanka

The Group had disposed part of its shareholding interest in its Sri Lanka subsidiary under the Pre-IPO Private Placement in May this year. The Pre-IPO Private Placement was very successful and the gross proceeds received by the Group before deducting the related legal and professional expenses is approximately US\$11.4 million (approximately HK\$89.1 million). Immediately after the Pre-IPO Private Placement, the Group's shareholding in the PT Sri Lanka was reduced from 60% to 45.57% and PT Sri Lanka would be accounted for by the Group on equity basis as an associate starting from June 2011.

業務回顧 (續)

最佳環保實踐與獎項 (續)

由於我們在紡織業的穩固根基及持續對技術作出投資，我們的多項優質產品已獲廣州市紡織行業協會頒授榮譽證書，而我們亦獲人力資源和社會保障部及中國紡織工業協會授予全國紡織工業先進集體稱號。我們亦獲中國針織工業協會第四屆理事會頒授中國針織行業科技貢獻獎。此外，榮譽主席兼非執行董事蔡建中先生獲頒中國針織行業終身成就獎，以表彰蔡先生在紡織業所作的貢獻、努力和成就。

中國政府一直致力確保行業按照環境保護的標準經營業務。就此而言，我們作為一家領先布料生產商，不僅要以遵守政府制訂的環保標準為目標改善我們的技術及措施，還要闡明我們對環保的承諾，並分享我們的最佳做法。我們參與諮詢委員會制訂政策，並就中國紡織工業協會統籌的針織印染產品取水計算辦法及單耗基本定額制訂標準，該標準已正式獲工業和信息化部採納為紡織業標準。

多元化的生產基地

在越南成立針織布料生產業務合營公司的進展順利。投資許可證最近已獲越南政府機關批准，而工廠的建設計劃正在進行。預期兩年內可投入商業生產。

位於孟加拉的布料廠的建設工程已擱置，直至天然氣供應問題得到解決為止。孟加拉合營公司集團目前經營一座小型成衣生產設施，以在該國維持一定的業務並提升我們對當地營商環境的認識。鑑於上述變動，本集團於孟加拉之合營公司於回顧年度內已將規模縮減。預期未來數個財政年度之合營公司財務狀況將有顯著改善。

PT斯里蘭卡之建議分拆

本集團已於今年五月以首次公開發售前私人配售方式出售其於斯里蘭卡附屬公司的部分股權。首次公開發售前私人配售非常成功，而本集團所得款項總額(未扣除相關的法律與專業服務費用)約為11.4百萬美元(約89.1百萬港元)。緊隨首次公開發售前私人配售，本集團於PT斯里蘭卡之股權由60%降至45.57%，而PT斯里蘭卡由2011年6月開始被本集團以聯營公司方式按權益列賬。

BUSINESS REVIEW (Cont'd)

Proposed Spin-off of PT Sri Lanka (Cont'd)

The listing of the PT Sri Lanka on the Main Board of the Colombo Stock Exchange is progressing well. The approval for listing has been received from the Colombo Stock Exchange and it is anticipated that the listing will be completed by August this year. Upon the success of listing, the PT Sri Lanka will issue new shares to the public and the equity interest held by the Group is expected to be further diluted to 40%. Nevertheless, the Group will still be the largest shareholder of the PT Sri Lanka and will continue to enjoy the benefits from the growth and development of the business through our shareholding interest. The gross proceeds to be received by the PT Sri Lanka before deducting the related legal and professional expenses is expected to be approximately US\$11.0 million (approximately HK\$85.9 million).

This move will further strengthen the financial position of both the Group and that of the PT Sri Lanka. In addition, the Proposed Spin-off will enhance the profile of the PT Sri Lanka and provide the operation a funding platform for future business development.

In accordance with Hong Kong Accounting Standard 27 (Revised), the Group will re-measure its 40% retained interest in the PT Sri Lanka to its fair value with the change in carrying amount recognised in profit or loss. As a result, a total gain on disposal (including the change in the carrying amount of the Group's 40% interest in the PT Sri Lanka) of approximately HK\$230 million and a goodwill for the remaining 40% equity interest in the PT Sri Lanka of approximately HK\$150 million are expected to be recognized in the consolidated financial statements of the Group for the financial year ending 31 March 2012.

FINANCIAL REVIEW

Liquidity and Financial Information

As at 31 March 2011, our cash and bank balances and time deposits totalled HK\$947.5 million (2010: HK\$689.4 million), including HK\$382.8 million, the equivalent of HK\$310.9 million in US\$, the equivalent of HK\$231.8 million in Renminbi and the equivalent of HK\$22.0 million in other currencies. The cash and bank balances and time deposits are to finance the Group's working capital and capital expenditure plans.

The loans are mostly short-term, principally ranging from 1 to 12 months, and are mainly denominated in US dollars.

For the 2011 Financial Year, the Group's total assets amounted to HK\$5,299.9 million (2010: HK\$4,656.3 million), representing an increase of 13.8%. Non-current assets and current assets were HK\$1,572.2 million and HK\$3,727.7 million respectively. The above assets were financed by current liabilities of HK\$1,383.1 million, non-current liabilities of HK\$29.2 million, non-controlling interests of HK\$87.0 million and equity attributable to shareholders of HK\$3,800.6 million.

As at 31 March 2011, the current ratio (which is calculated on the basis of current assets over current liabilities) was 2.7 (2010: 2.2). The gearing ratio, being the ratio of total debts (including current and non-current borrowings and finance lease obligations) to total equity, was 4.5% (2010: 2.2%). The increase in gearing ratio was attributable mainly to an increase in borrowings by PT Sri Lanka. As at 31 March 2011, the Group was in a net cash position of HK\$773.3 million (2010: HK\$615.0 million).

The Group adopted measures and fine-tuned its capital expenditure in response to the market demand. During the year under review, total capital expenditure declined 18.7% to HK\$205.1 million (2010: HK\$252.3 million), which was mainly used to purchase plant and machinery, and on construction projects of the Panyu Plant and others.

業務回顧(續)

PT斯里蘭卡之建議分拆(續)

PT斯里蘭卡於科倫坡主板證券交易所上市之進展順利。上市申請已獲科倫坡證券交易所批准，並預計上市於今年8月完成。一旦成功上市，PT斯里蘭卡將向公眾發行新股票，而本集團持有權益預期將進一步攤薄至40%。儘管如此，本集團將仍然是PT斯里蘭卡之最大股東，並將繼續透過我們的股權而享有PT斯里蘭卡業務增長與發展之裨益。PT斯里蘭卡所得款項總額(未扣除相關的法律和專業服務費用)預期約為11.0百萬美元(約為85.9百萬港元)。

此舉將加強本集團與PT斯里蘭卡之雙方財務狀況。建議分拆亦將提升PT斯里蘭卡之形象，並為未來業務發展提供一個融資平台。

根據香港會計準則第27號(經修訂)，本集團將會對PT斯里蘭卡之40%權益以公允價值來重新估值，而賬面值之變動將會確認為損益。因此，收益總額(包括本集團的於PT斯里蘭卡之40%權益之賬面值的變動)預期約為230百萬港元，而餘下PT斯里蘭卡40%股權而產生的商譽約為150百萬港元，將於本集團截至2012年3月31日止財政年度之綜合財務報表入賬。

財務回顧

資金流動性與財務資料

於2011年3月31日，本集團的現金及銀行結餘連同定期存款合共947.5百萬港元(2010年：689.4百萬港元)，當中包括382.8百萬港元，相等於310.9百萬港元之美元，相等於231.8百萬港元之人民幣及相等於22.0百萬港元之其他貨幣。現金及銀行結餘連同定期存款為本集團之營運資金及資本開支計劃提供資本來源。

本集團的貸款一般屬為期1至12個月不等之短期貸款，主要以美元計值。

於2011年財政年度，本集團資產總值為5,299.9百萬港元(2010年：4,656.3百萬港元)，增加13.8%。非流動資產及流動資產分別為1,572.2百萬港元及3,727.7百萬港元。上述資產由流動負債1,383.1百萬港元、非流動負債29.2百萬港元、非控制性權益87.0百萬港元及股東應佔權益3,800.6百萬港元提供融資。

於2011年3月31日，流動比率(根據流動資產除以流動負債計算)為2.7(2010年：2.2)。負債比率即負債總額(包括流動及非流動借貸和融資租賃承擔)與權益總額之比率為4.5%(2010年：2.2%)。負債比率增加主要由於PT斯里蘭卡借貸增加所致。於2011年3月31日，本集團之淨現金水平為773.3百萬港元(2010年：615.0百萬港元)。

本集團採取謹慎的措施，並根據市場的需求而微調資本支出。於回顧年度，本集團錄得資本開支總額減少18.7%至205.1百萬港元(2010年：252.3百萬港元)，主要應用於購買設備及機器及興建番禺廠房及其他項目。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Cont'd)

Foreign Exchange Risk Management

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

Pledge of Assets

As at 31 March 2011, the Group's bank loans of HK\$160.5 million (2010: HK\$24.6 million) were secured by certain properties, plants and equipment with carrying amount of HK\$88.8 million (2010: HK\$86.4 million) and inventories with net realizable value of HK\$77.8 million (2010: HK\$77.6 million).

Employees and Remuneration Policies

As at 31 March 2011, the Group had approximately 7,360 full-time employees (2010: 8,064). There is no significant change in the Group's remuneration policy. The Group's remuneration package for its employees includes salary, bonuses, allowances and retirement benefits, based on employee's performance, skills and knowledge. The Group will continue to provide regular training and competitive remuneration packages to its staff. The Group also provides additional benefits to its employees, such as subsidised accommodation and meals for workers at the production facilities, and accident and medical insurance.

The Group has adopted a Share Option Scheme. Pursuant to the scheme, the Company granted options to eligible employees. The amortised fair value of share options granted, which totaled approximately HK\$1.4 million was charged to the consolidated income statement for the 2011 Financial Year. (2010: HK\$6.8 million).

Dividends

The Board proposed to pay a final dividend of HK 19 cents (2010: HK 17 cents) per share for the 2011 Financial Year. Together with an interim dividend of HK 14 cents (2010: HK 13 cents) per share, the total dividend for the 2011 Financial Year amount to HK 33 cents (2010: HK 52 cents) per share. The final dividend, if approved by shareholders at the forthcoming AGM, will be paid on or around 29 August 2011.

Outlook and Prospect

Looking ahead to the next financial year and beyond, the Group expects that the competitive pressure and unstable economic climate under which the Group operates will remain. However, we are confident that the Group will be able to reach new targets as we continue to leverage our strengths, bring innovations and values to customers, and pursue growth initiatives. Concurrently, we will continue to manage our Group with financial discipline, with a strong focus on cost curtailment and revenue generation. The Group firmly believes that we will be able to deliver satisfactory returns for our shareholders against the business challenges ahead.

財務回顧 (續)

匯率風險管理

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

資產抵押

於2011年3月31日，本集團之銀行貸款為160.5百萬港元(2010年：24.6百萬港元)，以賬面值88.8百萬港元(2010年：86.4百萬港元)之若干物業、廠房及設備和可變現淨值為77.8百萬港元(2010年：77.6百萬港元)之存貨作為抵押。

僱員及薪酬政策

於2011年3月31日，本集團共僱用約7,360名全職僱員(2010年：8,064名)。本集團薪酬政策並無重大的變動。本集團僱員薪酬待遇組合包括基本薪金、花紅、津貼及退休福利，其乃根據僱員表現、技能及知識釐訂。本集團將持續提供定期訓練與具競爭性的薪酬予員工。本集團亦提供額外福利予僱員，如食宿津貼予駐生產設施之工人、提供意外及醫療保險等。

本集團授出購股權計劃。根據該計劃，本公司授出購股權予合資格僱員。於2011年財政年度，購股權之經攤銷公平值總計約1.4百萬港元(2010年：6.8百萬港元)已於綜合收益表內入賬。

股息

董事局建議就2011年財政年度派發末期股息每股港幣19仙(2010年：港幣17仙)。連同中期股息每股港幣14仙(2010年：港幣13仙)，2011年財政年度之股息總額為每股港幣33仙(2010年：港幣52仙)。末期股息將於2011年8月29日後派付，惟須待股東於應屆股東週年大會上批准，方可作實。

前景及展望

展望下一個財政年度及以後，本集團預期競爭壓力和不穩定的經濟氣候將持續。然而，我們有信心，本集團將會朝著新目標邁進，我們將繼續憑藉我們的優勢，推陳出新並為客戶提昇價值，與積極尋求增長發展。與此同時，我們將繼續採取嚴謹之財務政策，加強重點放於成本削減與收入增加方面。本集團深信面對企業未來的挑戰，我們將會為我們的股東帶來理想的回報。

Profiles of Directors and Senior Management 董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. WAN Wai Loi, aged 61, is an executive Director and Chairman and a founder of the Group. Mr. Wan is responsible for production of the products and the formulation of the overall corporate direction and business strategies of the Group. Mr. Wan has over 38 years of experience in the textile industry. He obtained a Bachelor of Science Degree in Chemical Engineering from Taiwan National Cheng Kung University. Mr. Wan joined the Group in 1997 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

Mr. TSANG Kang Po, aged 60, is an executive Director and the Vice Chairman and a founder of the Group. Mr. Tsang is responsible for sales and marketing and the formulation of the overall corporate direction and business strategies for the Group. Mr. Tsang has over 32 years of experience in the textile industry. Mr. Tsang obtained a MBA degree from The Open University of Hong Kong and a Master of Science in Business Economics from The Chinese University of Hong Kong. Mr. Tsang joined the Group in 1997 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

Mr. LAM Wing Tak, aged 60, is an executive Director and the Chief Executive Officer of our Company. Mr. Lam is responsible for sales and marketing and the formulation of the overall corporate direction and business strategies for the Group. Mr. Lam has over 36 years of experience in the textile industry. Mr. Lam obtained a MBA degree from The University of Macau and a Bachelor of Business Administration from The Chinese University of Hong Kong. Mr. Lam is a member of Board of Trustee of New Asia College, The Chinese University of Hong Kong. Mr. Lam joined the Group in 1998 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

Dr. LAM King Man, aged 55, is an executive Director. Dr. Lam is responsible for overseeing manufacturing, research and development. Dr. Lam has over 29 years of experience in the textile, garment, dyeing and finishing industry. Dr. Lam obtained a Ph.D. degree from the Postgraduate School of Colour Chemistry and Colour Technology at the University of Bradford, United Kingdom and a Higher Diploma in Textile Chemistry from Hong Kong Polytechnic. He is a Chartered Colourist and a Fellow of The Society of Dyers and Colourists, United Kingdom. Dr. Lam joined the Group in 1998 and was appointed as a Director in 2004. He is also a director of various subsidiaries of the Group.

Mr. LAM Hing Chau, Leon, aged 53, is an executive Director, Chief Financial Officer and Company Secretary of our Group. Mr. Lam holds a Bachelor's Degree in Social Sciences from the University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Lam also holds Master's degrees in Business Administration, Information Systems, Applied Finance and Electronic Commerce. Prior to joining the Group, he was the executive director, vice president and chief financial officer of CK Life Sciences Int'l (Holdings) Inc., a company listed on the Stock Exchange. Mr. Lam joined the Group in 2005 and was appointed as a Director in 2009 and Company Secretary in 2010.

執行董事

尹惠來先生，61歲，本集團執行董事兼主席及創辦人之一。尹先生負責本集團產品生產，並為本集團制定整體企業方向及業務策略。尹先生有逾38年紡織業經驗。彼持有台灣國立成功大學頒授之化學工程學理學士學位。尹先生於1997年加入本集團，並於2004年獲委任為董事。彼亦為本集團多間附屬公司的董事。

曾鏡波先生，60歲，本集團執行董事兼副主席及創辦人之一。曾先生負責本集團銷售及市場推廣工作，並為本集團制定整體企業方向及業務策略。曾先生在紡織業有逾32年經驗。曾先生持有香港公開大學頒授之工商管理學碩士學位及香港中文大學頒授之商業經濟學理碩士學位。曾先生於1997年加入本集團，並於2004年獲委任為董事。彼亦為本集團多間附屬公司的董事。

林榮德先生，60歲，本公司執行董事兼行政總裁。林先生負責銷售及市場推廣工作，並為本集團制定整體企業方向及業務策略。林先生在紡織業有逾36年經驗。林先生持有澳門大學頒授之工商管理學碩士學位及香港中文大學頒授之工商管理學學士學位。林先生為香港中文大學新亞書院校董會成員。林先生於1998年加入本集團，並於2004年獲委任為董事。彼亦為本集團多間附屬公司的董事。

林景文博士，55歲，執行董事。林博士負責生產、研究及開發工作。林博士於紡織、成衣、漂染及整理業有逾29年經驗。林博士持有英國University of Bradford之Postgraduate School of Colour Chemistry and Colour Technology頒授之博士學位及香港理工學院頒授之紡織化學高級文憑。彼為特許著色師(Chartered Colourist)及英國The Society of Dyers and Colourists之資深會員。林博士於1998年加入本集團，並於2004年獲委任為董事。彼亦是本集團多間附屬公司的董事。

林興就先生，53歲，本集團執行董事、財務總監及公司秘書。林先生持有香港大學頒授之社會科學學士學位，為香港會計師公會、澳洲註冊會計師公會、英國特許公認會計師公會及英格蘭及威爾斯特許會計師公會會員。林先生另持有工商管理學、資訊系統、應用財務及電子商貿多個碩士學位。於加入本集團前，他曾出任聯交所上市公司長江生命科技集團有限公司之執行董事、副總裁及財務總監。林先生於2005年加入本集團，並於2009年獲委任為董事及於2010年獲委任為公司秘書。

Profiles of Directors and Senior Management 董事及高級管理人員簡介

NON-EXECUTIVE DIRECTORS

Mr. CHOI Kin Chung, aged 75, is a non-executive Director and a founder of the Group. Mr. Choi co-founded our Group in 1997 and has been the chairman of the Group since its inception until 2005. Mr. Choi is the emeritus chairman of the Company and is a director of several subsidiaries of the Group. He has approximately 43 years of experience in the textile industry. Mr. Choi was educated in 華南理工大學，建築系 (School of Architecture, South China University of Technology) and is a Honorary Professor of the University. He is also a Honorary Citizen of Guangzhou City and Jiangmen City. Mr. Choi has been awarded 中國針織行業終身成就獎 (China Knitting Industry Lifetime Achievement Award) by 中國針織工業協會第四屆理事會 (4th Council of the China Knitting Industry Association) in 2010. Mr. Choi was appointed as a Director in 2004.

Mr. IP Ping Im, aged 74, is a non-executive Director. He is a co-founder and senior partner of our Group. Mr. Ip has over 34 years of experience in the textile industry. Mr. Ip was appointed as a Director in 2004. He is also a director of several subsidiaries of the Group.

Mr. LAU Yiu Tong, aged 63, is a non-executive Director. Mr. Lau has over 34 years of experience in the textile industry. Mr. Lau holds a Higher Diploma in Textile Technology from the Hong Kong Technical College. He is a member of the General Committee of Federation of Hong Kong Industries. Mr. Lau was appointed as a non-executive Director in 2007. He is also a director of several subsidiaries of the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Yue Kwong, Michael, aged 59, is an independent non-executive Director. He is currently the executive chairman of Café de Coral Holdings Limited, a Hong Kong listed company which he joined in 1984, and has considerable experience in planning and management. Mr. Chan is also an independent non-executive director of Starlite Holdings Limited since 1993, Kingboard Laminates Holdings Limited since 2006 and Tse Sui Luen Jewellery (International) Limited since 2010 and a non-executive director of Tao Heung Holdings Limited in 2007, all four companies are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Chan holds a Bachelor of Arts, a Master degree in City Planning from the University of Manitoba, Canada, an Honorary Doctorate Degree in Business Administration and is also bestowed as Honorary Fellow from Lingnan University. He is currently an executive committee member of the Hong Kong Retail Management Association, the general committee member of the Employers' Federation of Hong Kong, an appointed member of the Quality Tourism Services Association, a full member of the Canadian and the Hong Kong Institute of Planners, a Fellow of the Chartered Institute of Marketing, a Court Member of the Hong Kong University of Science and Technology, the Honorary President of Hong Kong Foodstuffs Association as well as being appointed by the HKSAR Government as member of the Hong Kong Tourism Board. He is also the Honorary Chairman of the Hong Kong Institute of Marketing and the chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. Mr. Chan was appointed as an independent non-executive Director in 2007.

非執行董事

蔡建中先生，75歲，本集團非執行董事及創辦人之一。蔡先生於1997年連同其他人士共同創辦本集團，由本公司開業至2005年出任本集團主席。蔡先生為本公司榮譽主席與本集團數間附屬公司的董事，在紡織業擁有約43年經驗。蔡先生曾就讀於華南理工大學建築系，現為該大學榮譽教授。彼亦為廣州市與江門市榮譽市民。蔡先生於2010年獲中國針織工業協會第四屆理事會頒授中國針織行業終身成就獎。蔡先生於2004年獲委任為董事。

葉炳棧先生，74歲，非執行董事。彼為本集團創辦人之一，並為資深合夥人。葉先生在紡織業有逾34年經驗。葉先生於2004年獲委任為董事。彼亦是本集團數間附屬公司的董事。

劉耀棠先生，63歲，非執行董事。劉先生在紡織業有逾34年經驗。劉先生持有香港工業學院頒授之紡織工藝高級文憑，並為香港工業總會理事。劉先生於2007年獲委任為非執行董事。彼亦為本集團數間附屬公司的董事。

獨立非執行董事

陳裕光先生，59歲，獨立非執行董事。彼現為香港上市公司大家樂集團有限公司之執行主席。彼於1984年加入該公司，於策劃及管理工作方面擁有豐富經驗。陳先生自1993年起出任星光集團有限公司之獨立非執行董事，自2006年起出任建滔積層板控股有限公司之獨立非執行董事、於2010年獲委任為謝瑞麟珠寶(國際)有限公司之獨立非執行董事及於2007年出任稻香控股有限公司之非執行董事，此四間公司均於香港聯交所主板上市。陳先生持有加拿大曼尼托巴大學(University of Manitoba)文學士學位及城市規劃碩士學位，更獲頒授工商管理榮譽博士學位及榮膺嶺南大學之榮譽院士殊榮。彼現為香港零售管理協會執委會成員、香港僱主聯合會理事會成員、優質旅遊服務協會委任委員、加拿大及香港規劃師學會會員、英國特許市務學會資深會員、香港科技大學顧問委員會委員、香港食品商會永遠名譽會長，並獲香港特別行政區政府委任為香港旅遊發展局成員。陳先生現時擔任香港市務學會榮譽主席及香港管理專業協會企業管理發展中心主席。陳先生於2007年獲委任為獨立非執行董事。

Profiles of Directors and Senior Management 董事及高級管理人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Mr. NG Ching Wah, aged 62, is an independent non-executive Director. Mr. Ng has over 24 years of senior management experience in the telecommunications industry. Mr. Ng is currently an independent director of China Digital TV Holding Co. Ltd., a New York Stock Exchange listed company and director and member of the executive committee for Advanced Info Service Public Company Limited, a Thailand listed company. He was a non-executive director of HKC International Holdings Limited, a Hong Kong listed company. He was the chief executive officer of Hong Kong CSL Limited. He was the chief executive officer of SmarTone Telecommunications Holdings Limited, a Hong Kong listed company and the President of PCCW Mobility Services Limited. Mr. Ng is the Honorary Advisor of the Communications Association of Hong Kong and was a member of the Digital 21 Strategy Advisory Committee (D21SAC). Mr. Ng graduated from the Chinese University of Hong Kong in 1975, with a Bachelor of Business and Administration. Mr. Ng was appointed as an independent non-executive Director in 2007.

Mr. SZE Kwok Wing, Nigel, aged 54, is an independent non-executive Director. Mr. Sze has senior management experience in the private and investment banking industry serving high net worth clients and institutions. He currently serves as deputy chief executive of EFG Bank AG, Hong Kong Branch for Asia Pacific Region. He was the managing director, head of investment of Citi Wealth Management for Asia Pacific region, the chief executive officer of Asia-Pacific for International Private Bank, Barclays Wealth and an executive director in the private clients division at Morgan Stanley Asia Limited, Hong Kong. Mr. Sze holds a Master of Business from the University of Newcastle, Australia. He is a Fellow of CPA Australia. Mr. Sze was appointed as an independent non-executive Director in 2007.

獨立非執行董事 (續)

伍清華先生，62歲，獨立非執行董事。伍先生於電訊業有逾24年資深管理經驗。伍先生現為於紐約證券交易所上市之公司中華數字電視控股有限公司之獨立董事及泰國上市公司Advanced Info Service Public Company Limited之董事與執行委員會成員。他曾出任香港上市公司香港通訊國際控股有限公司之非執行董事。他曾出任香港流動通訊有限公司行政總裁，香港上市公司數碼通電訊集團有限公司行政總裁及PCCW Mobility Services Limited總裁。伍先生為香港通訊業聯會榮譽顧問及曾為數碼21資訊科技策略委員會(D21SAC)委員。伍先生於1975年自香港中文大學畢業，獲頒工商管理學士學位。伍先生於2007年獲委任為獨立非執行董事。

施國榮先生，54歲，獨立非執行董事。施先生於私人及投資銀行業擁有高級管理經驗，服務高資產淨值客戶及機構。彼現為瑞士盈豐銀行股份有限公司香港分行之亞太區副行政總裁。他曾出任Citi Wealth Management亞太區投資部主管與董事總經理；International Private Bank, Barclays Wealth亞太區之行政總裁與香港Morgan Stanley Asia Limited私人客戶部之執行董事。施先生持有澳洲University of Newcastle頒授之工商管理學碩士學位，並為澳洲註冊會計師公會資深會員。施先生於2007年獲委任為獨立非執行董事。

Directors' Report

董事局報告

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Company and the Group for the 2011 Financial Year.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in manufacturing and trading of textile products.

An analysis of the performance of the Group for the 2011 Financial Year by geographical location of business operation is set out in note 5 to the financial statements.

SUBSIDIARIES

Details of the principal activities of the Company's subsidiaries at 31 March 2011 are set out in note 8 to the financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the 2011 Financial Year are set out in the consolidated income statement and consolidated statement of comprehensive income on pages 38 to 39 of this annual report.

An interim dividend of HK 14 cents (2010:HK 13 cents) per share was paid on 6 January 2011 to shareholders. The Board has recommended the payment of a final dividend of HK 19 cents (2010:HK 17 cents) per share to shareholders whose names appear on the Register of Members on 22 August 2011.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 9 August 2011 to 12 August 2011 (both days inclusive) for the purpose of determining the identity of members who are entitled to attend and vote at the AGM, during which period no transfer of shares can be registered. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8 August 2011.

The Register of Members of the Company will be closed from 18 August 2011 to 22 August 2011 (both days inclusive) for the purpose of determining the identity of members who are entitled to the final dividend for the year ended 31 March 2011, during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 17 August 2011.

RESERVES

Details of the movements in the reserves of the Group during the 2011 Financial Year are set out in note 19 to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 March 2011, the distributable reserves of the Company amounted to approximately HK\$2,381 million (2010: HK\$1,927 million), comprising the share premium, the capital reserve, share-based reserve and the retained earnings of the Company.

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

董事局欣然提呈本公司及本集團2011年財政年度之年報連同經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，其附屬公司主要從事紡織產品之製造及貿易。

本集團按商業營運之地區劃分的2011年財政年度之表現分析載於財務報表附註5。

附屬公司

本公司附屬公司於2011年3月31日之主要業務詳情載於財務報表附註8。

業績及股息

本集團之2011年財政年度業績載於本年報第38至39頁綜合收益表與綜合全面收益表。

本公司已分別於2011年1月6日派發中期股息每股港幣14仙(2010年：港幣13仙)予股東。董事局已建議派發末期股息每股港幣19仙(2010年：港幣17仙)予2011年8月22日結束時，名列於股東名冊之股東。

暫停辦理股份過戶登記

股東名冊將由2011年8月9日至2011年8月12日(首尾兩天包括在內)，暫停辦理股份過戶登記手續，以便釐定有權出席股東週年大會並於會上投票之股東身份。為符合出席股東週年大會資格，股東須於2011年8月8日下午4時30分之前，將所有過戶文件連同有關股票送達本公司股份過戶登記處香港分處即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

本公司將於2011年8月18日至2011年8月22日(首尾兩天包括在內)暫停辦理股份過戶登記手續，以便釐定有權獲派截至2011年3月31日止年度之末期股息資格。為符合獲派末期股息資格，股東必須將所有過戶文件連同有關股票最遲須於2011年8月17日下午4時30分前交回本公司股份過戶登記處香港分處之香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

儲備

本集團儲備於2011年財政年度期間變動詳情載於財務報表附註19。

可供分派儲備

於2011年3月31日，本公司之可供分派儲備總額約為2,381百萬港元(2010年：1,927百萬港元)，包括股份溢價、資本儲備、以股份為基準儲備及保留溢利。

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

SHARE CAPITAL

Details of the movements in the issued share capital of the Company during the 2011 Financial Year are set out in note 18 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Expenditure of approximately HK\$205 million (2010: HK\$252 million) was incurred during the 2011 Financial Year primarily to expand the production capacity of the Group.

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

DONATIONS

During the 2011 Financial Year, the Group made charitable and other donation totalling approximately HK\$7,430,000 (2010: HK\$12,000).

CAPITALIZED INTERESTS

During the 2011 Financial Year, no interest had been capitalized (2010: Nil).

FINANCIAL SUMMARY

A summary of the consolidated results and consolidated balance sheet of the Group for the last five financial years is set out on page 118 of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

During the 2011 Financial Year, sales to the Group's five largest customers accounted for approximately 49.5% of the Group's total sales and sales to the Group's largest customer included therein amounted to approximately 22.0%. Purchases from the Group's five largest suppliers accounted for approximately 34.9% of the Group's total purchases and purchase from the Group's largest supplier included therein amounted to approximately 19.9%.

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the 2011 Financial Year.

PRE-EMPTIVE RIGHTS

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

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the 2011 Financial Year was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

股本

本公司已發行股本於2011年財政年度期間之變動詳情載於財務報表附註18。

物業、廠房及設備

於2011年財政年度期間，主要就擴充本集團生產設施之支出約205百萬港元（2010年：252百萬港元）。

本集團物業、廠房及設備的變動詳情載於財務報表附註7。

捐款

本集團於2011年財政年度期間作出之慈善及其他捐款共約7,430,000港元（2010年：12,000港元）。

利息資本化

本集團於2011年財政年度期間並無將利息資本化（2010年：無）。

財務概要

本集團於過去五個財政年度之綜合業績和綜合資產負債表概要載於本年報第118頁。

主要客戶及供應商

於2011年財政年度期間，銷售予本集團五大客戶佔本集團銷售總額約為49.5%，而當中包括銷售予本集團最大客戶約為22.0%。向本集團五大供應商作出之採購佔本集團採購總額約為34.9%，而當中包括向本集團最大供應商作出之採購約為19.9%。

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

購入、出售或贖回本公司之上市證券

於2011年財政年度期間，本公司或其任何附屬公司概無購買、出售或贖回本公司上市之證券。

優先認購權

本公司之章程細則或本公司註冊成立地點開曼群島之法例並無關於優先認購權之規定，要求本公司須按比例向現有股東發行新股。

購買股份或債券之安排

本公司、其控股公司或其任何附屬公司或同系附屬公司於2011年財政年度期間任何時間概無參與訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

Directors' Report

董事局報告

DIRECTORS

The Directors during the 2011 Financial Year and up to the date of this report were:

Executive Directors

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

Non-executive Directors

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. LAU Yiu Tong

Independent Non-executive Directors

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

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

PROFILES OF DIRECTORS

Profiles of the above Directors are set out on pages 11 to 13 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

Each of the non-executive and independent non-executive Directors had been appointed for an initial term of two years with effect from 1 May 2007. The term of the appointment has been extended for a further two years and ended 30 April 2011. The term has further been extended for a period of two years from 1 May 2011 to 30 April 2013. All Directors are subject to retirement by rotation in accordance with the Articles and the Listing Rules.

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

董事

於2011年財政年度期間及截至本報告日期止之董事如下：

執行董事

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

非執行董事

蔡建中先生
葉炳樑先生
劉耀棠先生

獨立非執行董事

陳裕光先生
伍清華先生
施國榮先生

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

董事之簡介

上述董事之簡介詳列於本年報第11至13頁。

董事之服務合約

各執行董事已與本公司訂立服務協議，任期由2007年4月1日起，初步為期兩年。每份服務合約於其後將繼續有效，直至其中一方向另一方發出不少於六個月書面通知終止合約為止。

各非執行董事及獨立非執行董事之任期由2007年5月1日起，初步為期兩年。委任任期已延長了兩年至2011年4月30日止。其任期已進一步延長期限兩年，由2011年5月1日至2013年4月30日止。全體董事須根據章程細則及上市規則輪值退任。

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

REMUNERATION POLICY

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

Details of the emoluments of every Director for the 2011 Financial Year is set out in note 26 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS

There was no contract of significance, to which the Company, or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the 2011 Financial Year or at any time during the 2011 Financial Year.

COMPETING INTEREST AND NON-COMPETE UNDERTAKING

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

SHARE OPTION SCHEME

Pursuant to the written resolutions of shareholders of the Company passed on 27 April 2007, the Company adopted the Share Option Scheme subject to the terms and conditions therein. The options shall expire on 18 July 2017. The closing price of the share of the Company immediately before the date of grant was HK\$4.86 per share.

A. Summary of the Share Option Scheme

1. Purpose

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

2. Participants

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

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

3. Maximum number of Shares

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the Shares in issue as at the date of Listing of the Shares on the Stock Exchange on 18 May 2007 (the "Listing Date"), representing 143,293,600 Shares or 30% of the Shares of the Company in issue from time to time.

薪酬政策

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

董事酬金於2011年財政年度之詳情載於財務報表附註26。

董事於合同的權益

本公司、或其任何附屬公司概無訂立於2011年財政年度終結或於2011年財政年度期間任何時間仍然生效，董事直接或間接於其中佔有重大權益之重大合約。

競爭權益及不競爭承諾

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

購股權計劃

根據本公司股東於2007年4月27日通過之書面決議案，本公司已採納購股權計劃所訂之條款及條件。購股權將於2017年7月18日屆滿。本公司股份於緊接授出購股權日期前之收市價為每股4.86港元。

A. 購股權計劃概要

1. 目的

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

2. 參與者

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

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

3. 最高本公司股份數目

根據購股權計劃及任何其他計劃可能授出之所有購股權獲行使而可發行之本公司股份總數，合共不得超過於本公司股份於2007年5月18日於聯交所上市日期(「上市日」)本公司已發行股本10%，相當於143,293,600股本公司股份或不時已發行本公司股份之30%。

SHARE OPTION SCHEME (Cont'd)

A. Summary of the Share Option Scheme (Cont'd)

4. Maximum entitlement of each participant

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

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

(a) General vesting period

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

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

(b) Duration of the Share Option Scheme

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

6. Exercise price and payment on grant

(a) Exercise price

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

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

(b) Payment on grant

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

7. Remaining life of the Share Option Scheme

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

購股權計劃 (續)

A. 購股權計劃概要 (續)

4. 每名參與者可獲授權益上限

在任何12個月期間，因合資格人士行使獲授之購股權(包括已行使及尚未行使之購股權)而已經或將予發行之股份總數，不得超過購股權授出之日已發行股份1%。

5. 行使購股權之時間及購股權計劃之有效期

(a) 一般歸屬期

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

購股權按已歸屬程度於達致任何由董事局釐定之表現條件或目標時行使。

(b) 購股權計劃之期限

購股權計劃之期限為上市日期起計10年。

6. 行使價及授出時付款

(a) 行使價

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

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

(b) 授出時付款

合資格人士毋須於接納授予購股權時付款。

7. 購股權計劃尚餘的有效期

購股權計劃將於緊接上市日期第10週年屆滿當日前一日零晨起自動終止。

SHARE OPTION SCHEME (Cont'd)

B. Options granted by the Company

As at 31 March 2011, options to subscribe for an aggregate of 18,630,000 Shares granted to a director and eligible full-time employees pursuant to the terms of the Share Option Scheme remained outstanding, details of which were as follows:

Grantee 承授人	Date of Grant 授出日期	Exercise Price HK\$ 港元	Exercisable Period 行使期	As at 01/04/2010 於 2010 年 4月1日	Granted 授出	Number of share options 購股權數目			As at 31/03/2011 於 2011 年 3月31日
						Changes during the period 期內變動			
						Exercised 行使	Lapsed 失效	Cancelled 註銷	
Executive Director 執行董事									
Lam Hing Chau, Leon 林興就	18/07/2007	5.04	18/07/2010- 17/07/2017	600,000	—	—	—	—	600,000
Eligible Employees 合資格僱員									
	18/07/2007	5.04	18/07/2010- 17/07/2017	18,810,000	—	—	780,000	—	18,030,000
				19,410,000	—	—	780,000	—	18,630,000

The fair value of options granted is approximately at an average of HK\$1.222 per share on the basis of binomial model (the "Model"). The significant inputs into the Model were the closing price of the Share of the Company at the date of grant of HK\$4.8 per share, annual risk-free interest rate of approximately 4.8%, an expected option life of approximate 6 years, expected volatility of 32% and annual dividend yield of 4%. The amortised fair value of share options for the year ended 31 March 2011 amounting to approximately HK\$1.4 million (2010: HK\$6.8 million) was charged to the consolidated income statement.

The Model was developed for use in estimating fair value of traded options that are fully transferable. The Model requires input of highly subjective assumptions, including the expected stock price volatility. Since the Company's share options have characteristics significantly different from those of traded options, and because change in the subjective input assumptions can materially affect the fair value estimate, the Model does not necessarily provide a reliable measure of the fair value of the share options.

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

購股權計劃 (續)

B. 本公司已授出之購股權

於2011年3月31日，根據購股權計劃之條款授予一名董事及合資格全職僱員以認購合共18,630,000股本公司股份之購股權尚未行使，有關詳情如下：

承授人	授出日期	行使價 港元	行使期	於 2010 年 4月1日	授出	購股權數目			於 2011 年 3月31日
						期內變動			
						行使	失效	註銷	
執行董事									
林興就	18/07/2007	5.04	18/07/2010- 17/07/2017	600,000	—	—	—	—	600,000
合資格僱員									
	18/07/2007	5.04	18/07/2010- 17/07/2017	18,810,000	—	—	780,000	—	18,030,000
				19,410,000	—	—	780,000	—	18,630,000

根據二項式期權定價模式(「定價模式」)，所授出購股權之公平值平均約為每股1.222港元。該定價模式主要基於本公司股份於授出購股權日期之收市價為每股4.8港元、每年約4.8%的無風險利率、約6年的預期購股權有效期、32%的預期引伸波幅及每年4%的股息回報率計算。於截至2011年3月31日止年度，購股權之經攤銷公平值總計約1.4百萬港元(2010年：6.8百萬港元)已於綜合收益表內入賬。

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

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

Directors' Report

董事局報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2011, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in Shares

董事於本公司股份和相關股份之權益及淡倉

於2011年3月31日，董事及本公司行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有須根據證券及期貨條例第352條須予存置的登記冊所記錄或根據標準守則須知會本公司及聯交所的權益及淡倉如下：

本公司股份之好倉

Name of Director/ Chief Executive 董事／行政總裁名稱	Number of issued Shares held and nature of interest 持已發行本公司股份數目及權益性質				Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)	Trusts and similar interests 信託及 類似權益		
Choi Kin Chung 蔡建中	—	—	—	171,102,000 (Note 1) (附註 1)	171,102,000	11.94%
Ip Ping Im 葉炳棧	—	2,000,000	401,055,000 (Note 2) (附註 2)	—	403,055,000	28.13%
Lam Hing Chau, Leon 林興就	100,000	—	—	—	100,000	0.01%
Lam King Man 林景文	697,000 (Note 3) (附註 3)	—	30,000,000 (Note 4) (附註 4)	—	30,697,000	2.14%
Lam Wing Tak 林榮德	14,241,000	1,087,000	—	100,000,000 (Note 5) (附註 5)	115,328,000	8.05%
Lau Yiu Tong 劉耀棠	51,866,000	—	—	—	51,866,000	3.62%
Tsang Kang Po 曾鏡波	1,988,000	2,501,000	100,000,000 (Note 6) (附註 6)	—	104,489,000	7.29%
Wan Wai Loi 尹惠來	14,000,000	820,000	—	101,304,000 (Note 7) (附註 7)	116,124,000	8.10%

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

Long positions in Shares (Cont'd)

Notes:

1. These Shares are directly held by Silver Bay International Holdings Limited, whose issued share capital is wholly-owned by KF Suisse SA, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung is the founder of the Cypress Pacific Trust.
2. These Shares are directly held by Far East Asia Limited, whose issued share capital is wholly-owned by Mr. Ip Ping Im.
3. These Shares are held jointly by Dr. Lam King Man and the spouse of Dr. Lam King Man.
4. These Shares are directly held by Effective Approach Technology Limited, whose issued share capital is 50% owned by Dr. Lam King Man and 50% owned by the spouse of Dr. Lam King Man.
5. These Shares are directly held by Fifth Element Enterprises Limited, whose issued share capital is wholly-owned by BLWT Company Limited. The issued share capital of BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
6. These Shares are directly held by Top Strong Holdings Limited, whose issued share capital is 50% owned by Mr. Tsang Kang Po and 50% owned by the spouse of Mr. Tsang Kang Po.
7. These Shares are directly held by Hollywood Pacific Limited, whose issued share capital is 50% owned by Mr. Wan Wai Loi and 50% owned by WWL Assets Limited. The issued share capital of WWL Assets Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Wan Wai Loi. For the purpose of the SFO, Mr. Wan Wai Loi is the founder of the family trust.

Save as disclosed above, as at 31 March 2011, none of the Directors or chief executive of the Company, had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the 2011 Financial Year were the rights to acquire benefits by means of the acquisition of Shares in the Company granted to any directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事於本公司股份和相關股份之權益及淡倉 (續)

本公司股份之好倉 (續)

附註：

1. 該等本公司股份由Silver Bay International Holdings Limited直接持有，而KF Suisse SA全數擁有Silver Bay International Holdings Limited之已發行股本。KF Suisse SA為酌權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，蔡建中先生為Cypress Pacific Trust之創辦人。
2. 該等本公司股份由Far East Asia Limited直接持有，而葉炳樑先生全數擁有Far East Asia Limited之已發行股本。
3. 該等本公司股份由林景文博士及其配偶共同持有。
4. 該等本公司股份由Effective Approach Technology Limited直接持有，而林景文博士及其配偶分別擁有Effective Approach Technology Limited之50%已發行股本。
5. 該等本公司股份由Fifth Element Enterprises Limited直接持有，而BLWT Company Limited全數擁有Fifth Element Enterprises Limited之已發行股本。HSBC International Trustee Limited 為林榮德先生之家族信託之信託人，全數擁有BLWT Company Limited之已發行股本。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
6. 該等本公司股份由Top Strong Holdings Limited直接持有，而曾競波先生及其配偶分別擁有Top Strong Holdings Limited之50%已發行股本。
7. 該等本公司股份由Hollywood Pacific Limited直接持有，而尹惠來先生及WWL Assets Limited分別擁有Hollywood Pacific Limited之50%已發行股本。HSBC International Trustee Limited 為尹惠來先生之家族信託之信託人，全數擁有WWL Assets Limited之已發行股本。就證券及期貨條例而言，尹惠來先生為家族信託之創辦人。

除上文披露者外，於2011年3月31日，根據證券及期貨條例第352條規定須予存置的登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，概無董事或本公司行政總裁於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有任何權益及淡倉。

於2011年財政年度期間任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授權可藉購入本公司股份而獲益的權利，或彼等行使任何此等權利而獲利；或本公司、其控股公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

Directors' Report

董事局報告

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

As at 31 March 2011, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in Shares

主要股東及其他人士於本公司股份和相關股份之權益及淡倉

於2011年3月31日，根據本公司按證券及期貨條例第336條規定存置之登記冊所紀錄，以下人士（董事或本公司行政總裁除外）於本公司股份或相關股份中擁有之權益或淡倉：

本公司股份之好倉

Number of issued Shares held and nature of interest
持已發行本公司股份數目及權益性質

Name of shareholder 股東名稱	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests	Trusts and similar interests 信託及 類似權益	Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
			(interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)			
Chiu Bo Lan 趙寶蘭	820,000	14,000,000 (Note 1) (附註 1)	—	101,304,000 (Note 2) (附註 2)	116,124,000	8.10%
WWL Assets Limited	—	—	—	101,304,000 (Note 2) (附註 2)	101,304,000	7.07%
Hollywood Pacific Limited	—	—	—	101,304,000 (Note 2) (附註 2)	101,304,000	7.07%
Lam Wai Yee 林慧儀	2,000,000	401,055,000 (Note 3) (附註 3)	—	—	403,055,000	28.13%
Far East Asia Limited	401,055,000 (Note 4) (附註 4)	—	—	—	401,055,000	27.99%
Wong Bik Ha 黃碧霞	1,087,000	14,241,000 (Note 5) (附註 5)	—	100,000,000 (Note 6) (附註 6)	115,328,000	8.05%
BLWT Company Limited	—	—	—	100,000,000 (Note 6) (附註 6)	100,000,000	6.98%
Fifth Element Enterprises Limited	—	—	—	100,000,000 (Note 6) (附註 6)	100,000,000	6.98%
HSBC International Trustee Limited	—	—	—	201,304,000 (Note 2 & 6) (附註 2 和 6)	201,304,000	14.04%

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

Long positions in Shares (Cont'd)

主要股東及其他人士於本公司股份和相關股份之權益及淡倉(續)

本公司股份之好倉(續)

Name of shareholder 股東名稱	Number of issued Shares held and nature of interest 持已發行本公司股份數目及權益性質				Trusts and similar interests 信託及 類似權益	Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)			
Law Oi Mui 羅愛梅	—	—	—	—	171,102,000 (Note 7 & 8) (附註 7 和 8)	171,102,000	11.94%
KF Suisse SA	—	—	—	—	171,102,000 (Note 8) (附註 8)	171,102,000	11.94%
Silver Bay International Holdings Limited	—	—	—	—	171,102,000 (Note 8) (附註 8)	171,102,000	11.94%
Wong Mei Ling 黃美玲	2,501,000	1,988,000 (Note 9) (附註 9)	100,000,000 (Note 10) (附註 10)	—	—	104,489,000	7.29%
Top Strong Holdings Limited	100,000,000 (Note 10) (附註 10)	—	—	—	—	100,000,000	6.98%

Notes:

- Ms. Chiu Bo Lan is the spouse of Mr. Wan Wai Loi, a Director.
- Hollywood Pacific Limited is 50% owned by Mr. Wan Wai Loi and 50% owned by WWL Assets Limited. WWL Assets Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Wan Wai Loi. For the purpose of the SFO, Mr. Wan Wai Loi is the founder of the family trust.
- Ms. Lam Wai Yee is the spouse of Mr. Ip Ping Im, a Director.
- Far East Asia Limited is wholly-owned by Mr. Ip Ping Im, a Director.
- Ms. Wong Bik Ha is the spouse of Mr. Lam Wing Tak, a Director.
- Fifth Element Enterprises Limited is wholly-owned by BLWT Company Limited. BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.

附註：

- 趙寶蘭女士為董事尹惠來先生之配偶。
- 尹惠來先生及 WWL Assets Limited 分別擁有 Hollywood Pacific Limited 之 50% 權益。HSBC International Trustee Limited 為尹惠來先生之家族信託之信託人，全數擁有 WWL Assets Limited 之權益。就證券及期貨條例而言，尹惠來先生為家族信託之創辦人。
- 林慧儀女士為董事葉炳焯先生之配偶。
- Far East Asia Limited 由董事葉炳焯先生全數擁有。
- 黃碧霞女士為董事林榮德先生之配偶。
- Fifth Element Enterprises Limited 由 BLWT Company Limited 全數擁有。HSBC International Trustee Limited 為林榮德先生之家族信託之信託人，全數擁有 BLWT Company Limited 之權益。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。

Directors' Report

董事局報告

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

Notes: (Cont'd)

- Ms. Law Oi Mui is the spouse of Mr. Choi Kin Chung, a Director.
- Silver Bay International Holdings Limited is wholly-owned by KF Suisse SA, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung, a Director, is the founder of the Cypress Pacific Trust.
- Ms. Wong Mei Ling is the spouse of Mr. Tsang Kang Po, a Director.
- Top Strong Holdings Limited is 50% owned by Mr. Tsang Kang Po and 50% owned by Ms. Wong Mei Ling, the spouse of Mr. Tsang Kang Po.

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

Name of member of the Group 本集團成員公司名稱	Name of substantial shareholder 主要股東名稱	Note 附註	Nature of interest 權益性質	Number of issued shares 股份數目	Approximate percentage of issued share capital 於本公司權益之概約百分比
Textured Jersey Lanka Limited	Brandix Lanka Limited	1, 2 & 3	Beneficial owner 實益擁有人	230,000,976	40%
PCGT Limited	Crystal Peak International Limited 激峰國際有限公司	4 & 5	Beneficial owner 實益擁有人	975,000	25%

Notes:

- Textured Jersey Lanka Limited is owned as to 60% by Pacific Textured Jersey Holdings Ltd., a wholly-owned subsidiary of the Company, and 40% by Brandix Lanka Limited.
- On 25 March 2011, Textured Jersey Lanka (Private) Limited had effected a sub-division of the shares on a 3.6:1 basis, resulting in the total number of shares in issue to 575,002,440 shares from 159,722,900 shares.
- On 28 March 2011, the board of directors of Textured Jersey Lanka (Private) Limited resolved to change the company name to Textured Jersey Lanka Limited.
- PCGT Limited is owned as to 75% by Pacific GT Limited and 25% by Crystal Peak International Limited, a wholly-owned subsidiary of Crystal.
- Pacific GT Limited is owned as to 95% by Product Champion Limited, a wholly-owned subsidiary of the Company, and 2.5% by GSI Trading Hong Kong Limited and 2.5% by Toray Industries (H.K.) Limited.

Save as disclosed above, so far as is known to any Director or chief executive of the Company, as at 31 March 2011, no other person had an interest or short position in the Shares or underlying Shares of the Company that was required to be kept pursuant to Section 336 of the SFO.

主要股東及其他人士於本公司股份和相關股份之權益及淡倉 (續)

附註：(續)

- 羅愛梅女士為董事蔡建中先生之配偶。
- Silver Bay International Holdings Limited由KF Suisse SA全數擁有，KF Suisse SA為前權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，董事蔡建中先生為Cypress Pacific Trust之創辦人。
- 黃美玲女士為董事曾鏡波先生之配偶。
- 曾鏡波先生及其配偶黃美玲女士分別擁有Top Strong Holdings Limited之50%權益。

於本集團任何其他成員公司之股份及相關股份之好倉

附註：

- Textured Jersey Lanka Limited由本公司之全資附屬公司Pacific Textured Jersey Holdings Ltd. 擁有60%權益及Brandix Lanka Limited擁有40%權益。
- 於2011年3月25日，Textured Jersey Lanka (Private) Limited按3.6比1細分，使得已發行股份總數由159,722,900股增至575,002,440股。
- 於2011年3月28日，Textured Jersey Lanka (Private) Limited董事局決議通過更改公司名稱為Textured Jersey Lanka Limited。
- PCGT Limited由Pacific GT Limited擁有75%權益及晶苑之全資附屬公司激峰國際有限公司擁有25%權益。
- Pacific GT Limited由本公司之全資附屬公司Product Champion Limited擁有95%權益及郡產香港有限公司擁有2.5%權益及東麗(香港)有限公司擁有2.5%權益。

除上文所披露者外，就本公司任何董事或行政總裁所知，於2011年3月31日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定紀錄之權益或淡倉。

CONNECTED TRANSACTIONS

The related party transactions set out in note 34 to the financial statements also constitute continuing connected transaction under the Listing Rules.

During the 2011 Financial Year, the Group had the following connected transaction and continuing connected transactions not exempted under the Listing Rules 14A.31 and 14A.33 respectively:

A. Connected Transaction

(1) Proposed Spin-off, the Pre-IPO Private Placement, the PT Sri Lanka IPO and the Proposed Listing

On 30 March 2011, Pacific Textured Jersey Holdings Limited ("PTJH") and Brandix entered into the PT Sri Lanka Shareholders' Agreement whereby PTJH and Brandix agreed to effect the Pre-IPO Private Placement and the PT Sri Lanka IPO and Proposed Listing. Details of the Proposed Spin-off, the Pre-IPO Placement, the PT Sri Lanka IPO and Proposed Listing were set out in the announcements of the Company dated 18 March 2011 and 30 March 2011.

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

B. Continuing Connected Transactions

(1) Sale of Products to Brandix Group and its associates

Sale of knitted fabric to Brandix together with its subsidiaries ("Brandix Group") and its associate pursuant to a sale of products master agreement (the "Brandix Sale of Products Master Agreement") dated 27 August 2007 between the Company and Brandix Group. The term of the Brandix Sale of Products Master Agreement has been automatically renewed for a further term of three years ending 31 March 2013. Details of the Brandix Sale of Products Master Agreement, annual caps and revised annual caps were set out in the circular of the Company dated 14 September 2007, the circular of the Company dated 11 March 2010 (the "2010 Circular") and the announcement of the Company dated 10 March 2011 (the "2011 Announcement") where appropriate.

關連交易

詳載於財務報表附註34的關連人士交易，亦屬上市規則所界定的持續關連交易。

於2011年財政年度期間，本集團有下列分別不獲上市規則第14A.31條與第14A.33條豁免之關連交易與持續關連交易：

A. 關連交易

(1) 建議分拆、首次公開發售前私人配售、PT斯里蘭卡首次公開發售與建議上市

於2011年3月30日，Pacific Textured Jersey Holdings Limited (「PTJH」) 與 Brandix 已訂立 PT 斯里蘭卡股東協議，即 PTJH 與 Brandix 協定有關首次公開發售前私人配售、PT 斯里蘭卡首次公開發售與建議上市。建議分拆、首次公開發售前私人配售、PT 斯里蘭卡首次公開發售與建議上市之詳情載於本公司於 2011 年 3 月 18 日與 2011 年 3 月 30 日之公告。

根據上市規則，基於 Brandix 擁有本公司一間附屬公司 PT 斯里蘭卡股權，Brandix 為主要股東（依上市規則之定義）因而為本公司之關連人士。因此，Brandix 集團及其聯繫人亦被視為本公司之關連人士。

B. 持續關連交易

(1) 向 Brandix 集團及其聯繫人銷售產品

向 Brandix 連同其附屬公司（「Brandix 集團」）及其聯繫人銷售針織布是根據本公司與 Brandix 於 2007 年 8 月 27 日訂立之產品銷售總目協議（「Brandix 產品銷售總目協議」）作出。Brandix 產品銷售總目協議之年期自動續期三年至 2013 年 3 月 31 日止。Brandix 產品銷售總目協議、年度上限與修訂年度上限之詳情載於 2007 年 9 月 14 日之通函、2010 年 3 月 11 日之通函（「2010 年通函」）與 2011 年 3 月 10 日之修訂年度上限之公告（「2011 年公告」）（倘適用）。

CONNECTED TRANSACTIONS (Cont'd)

B. Continuing Connected Transactions (Cont'd)

(1) Sale of Products to Bandix Group and its associates (Cont'd)

Due to the sharp increase in the costs of yarn, the transaction amount of the aggregate sale of knitted fabrics from the Group to the Brandix Group (other than PT Sri Lanka) under the Brandix Sale of Products Master Agreement for the 2011 Financial Year was expected to exceed the annual cap disclosed in the 2010 Circular; therefore, the Company revised the annual caps for the continuing connected transactions for each of the three years ending 31 March 2013. Details of the revised annual caps for the continuing connected transactions were set out in the 2011 Announcement and the circular of the Company dated 11 April 2011. Transactions under the Brandix Sale of Products Master Agreement for the 2011 Financial Year did not exceed the revised annual cap of 2011 Announcement of HK\$450 million (2010: HK\$1,045 million).

As mentioned above, Brandix is a connected person of the Company under the Listing Rules.

(2) Fabric Printing Services from Brandix Group

Fabric printing services from Brandix Group to the Group pursuant to a printing service master agreement (the "Brandix Printing Services Master Agreement") dated 27 August 2007 between the Company and Brandix Group. The term of the Brandix Printing Services Master Agreement has been automatically renewed for a further term of three years ending 31 March 2013. Details of the Brandix Printing Services Master Agreement and annual caps were set out in the announcement of the Company dated 30 August 2007 and the announcement of the Company dated 26 February 2010. Transactions under the Brandix Printing Services Master Agreement for the 2011 Financial Year did not exceed the annual cap of HK\$33 million (2010: HK\$29.6 million).

As mentioned above, Brandix is a connected person of the Company under the Listing Rules.

(3) Sale and Purchase of Knitted Fabric to Crystal Group

Sale and purchase of knitted fabrics to Crystal together with its subsidiaries ("Crystal Group") and associates pursuant to a master agreement (the "Crystal Group Sale and Purchase of Knitted Fabric Master Agreement") dated 19 August 2010 between the Company and Crystal. Details of the Crystal Group Sale and Purchase of Knitted Fabric Master Agreement and annual caps were set out in the circular of the Company dated 8 September 2010. Transactions under the Crystal Group Sale and Purchase of Knitted Fabric Master Agreement for the 2011 Financial Year did not exceed the annual cap of HK\$494 million (2010: Not Applicable).

According to the Listing Rules, Crystal, by virtue of its shareholding in PCGT Limited, an indirect non-wholly-owned subsidiary of the Company, is a substantial shareholder (as defined in the Listing Rules) and hence a connected person of the Company. Crystal Group is therefore also regarded as connected person of the Company.

關連交易 (續)

B. 持續關連交易 (續)

(1) 向Brandix集團及其聯繫人銷售產品 (續)

由於紗線的成本大幅上升所致，本集團根據Brandix產品銷售總目協議於2011年財政年度售予Brandix集團(PT斯里蘭卡除外)之針織布總銷售交易金額預期超出載於2010年通函之年度上限，因此，本公司修訂截至2013年3月31日止三個年度各年之持續關連交易之年度上限。修訂持續關連交易之年度上限之詳情載於2011年公告與2011年4月11日之本公司通函內。於2011年財政年度，根據Brandix產品銷售總目協議之交易不多於2011年公告之修訂年度上限450百萬港元(2010年：1,045百萬港元)。

如上述者，根據上市規則，Brandix為本公司之關連人士。

(2) Brandix集團提供之布料印刷服務

Brandix集團向本集團提供之布料印刷服務是根據本公司與Brandix於2007年8月27日訂立之印刷服務總目協議(「Brandix印刷服務總目協議」)作出。Brandix印刷服務總目協議之年期自動續期三年至2013年3月31日止。Brandix印刷服務總目協議與年度上限之詳情載於2007年8月30日之本公司公告與2010年2月26日之本公司公告。於2011年財政年度，根據Brandix印刷服務總目協議之交易不多於年度上限33百萬港元(2010年：29.6百萬港元)。

如上述者，根據上市規則，Brandix為本公司之關連人士。

(3) 向晶苑集團銷售與採購針織布

向晶苑連同其附屬公司(「晶苑集團」)及其聯繫人銷售與採購針織布是根據本公司與晶苑於2010年8月19日訂立之總目協議(「晶苑針織布產品銷售與採購總目協議」)作出。晶苑針織布產品銷售與採購總目協議與年度上限之詳情載於本公司於2010年9月8日之通函。於2011年財政年度，根據晶苑針織布產品銷售與採購總目協議之交易不多於年度上限494百萬港元(2010年：不適用)。

根據上市規則，基於晶苑擁有本公司間接非全資附屬公司PCGT Limited股權，晶苑為主要股東(依上市規則之定義)因而為本公司之關連人士。因此，晶苑集團亦被視為本公司之關連人士。

CONNECTED TRANSACTIONS (Cont'd)

B. Continuing Connected Transactions (Cont'd)

(4) Sale of Products to PT Sri Lanka

Sale of knitted fabrics and greige fabrics to PT Sri Lanka pursuant to a master agreement (the "PT Sri Lanka Sale of Products Master Agreement") dated 30 April 2007 between the Company and PT Sri Lanka. The term of the PT Sri Lanka Sale of Products Master Agreement has been automatically renewed for a further term of three years ending 31 March 2013. Details of PT Sri Lanka Sale of Products Master Agreement and annual caps were set out in the Prospectus and the announcement of the Company dated 26 February 2010. Transactions under the PT Sri Lanka Sale of Products Master Agreement for the 2011 Financial Year did not exceed the annual cap of HK\$37million (2010: HK\$79million).

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

(5) Sale of Products to HC Companies

Sale of knitted fabrics to companies in which Mr. Henry Choi has substantial interest (the "HC Companies") pursuant to a master agreement (the "HC Companies Sale of Products Master Agreement") dated 30 April 2007 between the Company and the HC Companies. The term of the HC Companies Sale of Products Master Agreement has been automatically renewed for a further term of three years ending 31 March 2013. Details of HC Companies Sale of Products Master Agreement and annual caps were set out in the Prospectus and the announcement of the Company dated 26 February 2010. Transactions under the HC Companies Sale of Products Master Agreement for the 2011 Financial Year did not exceed the annual cap of HK\$16million (2010: HK\$25.9million).

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

The Directors, including the INEDs, have reviewed the above-mentioned continuing connected transactions made during the 2011 Financial Year and confirmed that these transactions were entered into:

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

關連交易 (續)

B. 持續關連交易 (續)

(4) 向PT斯里蘭卡銷售產品

向PT斯里蘭卡銷售針織布與胚布是根據本公司與PT斯里蘭卡於2007年4月30日訂立之總目協議(「PT斯里蘭卡產品銷售總目協議」)作出。PT斯里蘭卡產品銷售總目協議之年期自動續期三年至2013年3月31日止。PT斯里蘭卡產品銷售總目協議與年度上限之詳情載於本公司之招股章程與2010年2月26日之公告。於2011年財政年度，根據PT斯里蘭卡產品銷售總目協議之交易不多於年度上限37百萬港元(2010年：79百萬港元)。

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

(5) 向HC公司銷售產品

向蔡穎剛先生擁有重大權益之公司(「HC公司」)銷售針織布是根據本公司與HC公司於2007年4月30日訂立之總目協議(「HC公司產品銷售總目協議」)作出。HC公司產品銷售總目協議之年期自動續期三年至2013年3月31日止。HC公司產品銷售總目協議與年度上限之詳情載於招股章程與2010年2月26日之公告。於2011年財政年度，根據HC公司產品銷售總目協議之交易不多於年度上限16百萬港元(2010年：25.9百萬港元)。

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

董事(包括獨立非執行董事)已審閱截至2011年財政年度期間進行的上述持續關連交易，並確認該等交易：

- (1) 於本集團日常業務過程中訂立；
- (2) 按一般商業條款或不遜於本公司給予獨立第三方或獲獨立第三方提供的條款訂立；及
- (3) 根據規管有關交易的相關協議按公平合理且對本公司股東整體有利的條款進行。

Directors' Report

董事局報告

CONNECTED TRANSACTIONS (Cont'd)

B. Continuing Connected Transactions (Cont'd)

The auditor of the Company was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group above in accordance with the Listing Rules 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

TAX RELIEF AND EXEMPTION

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

AUDIT COMMITTEE

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

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 29 to 35 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

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

EVENTS AFTER REPORTING PERIOD

Details of the Company's events after the 2011 Financial Year are set out in note 36 to the financial statements.

AUDITOR

The financial statements for the 2011 Financial Year have been audited by PricewaterhouseCoopers. A resolution to re-appoint PricewaterhouseCoopers as auditor of the Company will be proposed for approval by shareholders of the Company at the forthcoming AGM of the Company.

On behalf of the Board

Wan Wai Loi
CHAIRMAN
Hong Kong, 24 June 2011

關連交易 (續)

B. 持續關連交易 (續)

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.38條，核數師已就本集團以上披露的持續關連交易，發出函件，並載有其發現和結論。本公司已將核數師函件副本向聯交所提供。

稅務減免與豁免

董事並不知悉任何本公司之股東因持有本公司股份而可享有任何稅務減免與豁免。

審核委員會

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

企業管治

本公司所採納的主要企業管治常規載列於本年報第29至35頁企業管治報告中。

充足公眾持股量

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

報告期後事項

本集團於2011年財政年度後事項之詳情載於財務報表附註36。

核數師

羅兵咸永道會計師事務所已審核2011年財政年度的財務報表。於應屆股東週年大會將提呈決議案以取得股東批准續聘羅兵咸永道會計師事務所為本公司核數師。

承董事局命

主席
尹惠來
香港，2011年6月24日

The Board recognises the importance of maintaining high standard of corporate governance practices so as to ensure that the business activities and decision making processes are properly regulated.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions and certain recommended best practices ("Recommended Best Practices") set out in the CG Code contained in Appendix I4 to the Listing Rules where suitable to the Company so as to enhance the corporate governance standard of the Company throughout the 2011 Financial Year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix I0 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiries of all Directors, all Directors have confirmed that they had complied with the Model Code for the 2011 Financial Year.

THE BOARD

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

The Board Composition

The Board currently has 11 members consisting of 5 executive Directors and 6 non-executive Directors of which 3 are INEDs and its composition is as follows:

Executive Directors

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

Non-executive Directors

Mr. CHOI Kin Chung
Mr. IP Ping Im
Mr. LAU Yiu Tong

Independent Non-executive Directors

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

Profiles of the Directors are set out on pages 11 to 13 of this annual report and is updated on the website of the Company.

The composition of the Board is well balanced with Directors having sales and marketing experience and technical knowledge in fabric business, administration and management experience in the PRC factories, financial and accounting skill is appropriate for effective decision making, taking into account the nature and scope of the business operations and development of the Group. The Board considers that each of the Non-executive Directors and INEDs brings his own relevant expertise to the Board.

董事局深明維持高水平的企業管治常規之重要性，藉以確保業務及決策程序受到適當的規管。

企業管治常規

在2011年財政年度內，本公司一直遵守上市規則附錄14所載的企業管治守則載列的守則條文與若干建議最佳常規（「最佳常規」），以提高本公司的企業管治標準。

董事的證券交易

本公司已採納上市規則附錄10所載列的標準守則，作為其內部有關董事所進行證券交易的行為守則。經向全體董事作出特別查詢，全體董事已確認，彼等於2011年財政年度內已遵守標準守則。

董事局

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

董事局之組成

董事局現由11位成員組成，包括5位執行董事和6位非執行董事，當中3位為獨立非執行董事，其組成載列如下：

執行董事

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

非執行董事

蔡建中先生
葉炳樑先生
劉耀棠先生

獨立非執行董事

陳裕光先生
伍清華先生
施國榮先生

有關各董事的簡介載於本年報第11至13頁及於本公司網頁更新。

董事局之均衡組成，董事具備有關布料業務之銷售及市場推廣經驗及技術知識、中國工廠之行政及管理經驗、財務及會計技能，而鑑於本集團之業務營運與發展性質及規模，對其決策效率而言實屬合適。董事局認為各非執行董事及獨立非執行董事均能將其本身之專業知識帶入董事局。

Corporate Governance Report

企業管治報告

THE BOARD (Cont'd)

The Board Meeting

The Board meets at least 4 times per year and additional meetings are convened when deemed necessary by Board. During the 2011 Financial Year, the Board held 6 meetings to approve interim and final results announcements, interim report and annual report, to consider dividend policy and to discuss significant issues and the general operation of the Company. The attendance record of the Directors is set out in the table on page 31 of this annual report.

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

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

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

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

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

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

董事局 (續)

董事局會議

董事局每年召開會議不少於4次，並根據需要隨時增開會議。於2011年財政年度期間，董事局舉行6次會議以批准中期與全年業績之公佈、中期報告與年報、商討派息政策、討論本公司重要事項及一般運作。董事出席會議記錄載於本年報第31頁之表內。

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

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

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

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

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

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

ATTENDANCE RECORD AT MEETINGS

The attendance record of Director at the meetings of the Board, the Audit Committee, Remuneration Committee and Nomination Committee during the 2011 Financial Year are set out in the following table:

		Board 董事局	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors	執行董事				
Mr. WAN Wai Loi	尹惠來先生	6/6	N/A	N/A	N/A
Mr. TSANG Kang Po	曾鏡波先生	6/6	N/A	0/1	1/1
Mr. LAM Wing Tak	林榮德先生	4/6	N/A	1/1	1/1
Dr. LAM King Man	林景文博士	5/6	N/A	N/A	N/A
Mr. LAM Hing Chau, Leon	林興就先生	6/6	N/A	N/A	N/A
Non-executive Directors	非執行董事				
Mr. CHOI Kin Chung	蔡建中先生	5/6	N/A	N/A	N/A
Mr. IP Ping Im	葉炳棧先生	2/6	N/A	N/A	N/A
Mr. LAU Yiu Tong	劉耀棠先生	5/6	N/A	N/A	N/A
Independent Non-executive Directors	獨立非執行董事				
Mr. CHAN Yue Kwong, Michael	陳裕光先生	5/6	4/4	1/1	1/1
Mr. NG Ching Wah	伍清華先生	6/6	4/4	1/1	1/1
Mr. SZE Kwok Wing, Nigel	施國榮先生	6/6	4/4	1/1	1/1

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated and not exercised by the same individual. The Chairman is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is responsible for the management of the day-to-day operations of the Group's business and the implementation of the approved strategies of the Group. The Board is headed by the Chairman Mr. Wan Wai Loi, with the assistance of the Vice Chairman, Mr. Tsang Kang Po and the Chief Executive Officer is Mr. Lam Wing Tak.

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

INEDS

The Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise throughout the 2011 Financial Year.

The Company has received an annual written confirmation from each of the INEDs of their independence pursuant to Rule 3.13 of the Listing Rules and considers them to be independent of the management and free of any relationship that could materially interfere with the exercise of their independent judgment.

MANAGEMENT FUNCTION

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

會議之出席記錄

下表載列於2011年財政年度期間董事出席董事局、審核委員會、薪酬委員會及提名委員會會議之出席記錄：

		Meetings attended / Meetings held 出席會議次數 / 會議次數			
		Board 董事局	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors	執行董事				
Mr. WAN Wai Loi	尹惠來先生	6/6	N/A	N/A	N/A
Mr. TSANG Kang Po	曾鏡波先生	6/6	N/A	0/1	1/1
Mr. LAM Wing Tak	林榮德先生	4/6	N/A	1/1	1/1
Dr. LAM King Man	林景文博士	5/6	N/A	N/A	N/A
Mr. LAM Hing Chau, Leon	林興就先生	6/6	N/A	N/A	N/A
Non-executive Directors	非執行董事				
Mr. CHOI Kin Chung	蔡建中先生	5/6	N/A	N/A	N/A
Mr. IP Ping Im	葉炳棧先生	2/6	N/A	N/A	N/A
Mr. LAU Yiu Tong	劉耀棠先生	5/6	N/A	N/A	N/A
Independent Non-executive Directors	獨立非執行董事				
Mr. CHAN Yue Kwong, Michael	陳裕光先生	5/6	4/4	1/1	1/1
Mr. NG Ching Wah	伍清華先生	6/6	4/4	1/1	1/1
Mr. SZE Kwok Wing, Nigel	施國榮先生	6/6	4/4	1/1	1/1

主席及行政總裁

為確保權力平衡，主席及行政總裁各有獨立職務，非由一人擔任。主席負責董事局的領導及有效管理，並須確保董事局以合時及建設性的方式討論一切重大事項。行政總裁則負責經營本集團業務的日常運作及執行本集團所批准的策略。董事局由主席尹惠來先生領導，副主席曾鏡波先生協助，而行政總裁為林榮德先生。

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

獨立非執行董事

董事局於2011年財政年度期間所有時間均符合上市規則之規定，委任最少3名獨立非執行董事，而其中一名獨立非執行董事具備適當專業資格，或會計或有關財務管理之專業知識。

本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定發出之年度獨立性書面確認函，並認同獨立非執行董事乃獨立於管理層，且並無任何足以重大干預彼等進行獨立判斷之任何關係。

管理功能

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

Corporate Governance Report

企業管治報告

RESPONSIBILITIES OF DIRECTORS

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

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

Each executive Director is responsible for the management of the different functions of the business of the Group. The non-executive Directors attended the Board meetings and advised their opinion on the business strategy of the Company and reviewed the financial and operation performance of the Group.

The INEDs serve the relevant function of bringing independent judgment on the issues of strategic direction, development, performance and risk management of the Group. The INEDs are all or a majority of members of the Audit Committee, the Remuneration Committee and the Nomination Committee.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

Each of the executive Directors was appointed for an initial term of two years and each service agreement will continue thereafter until terminated by either party by giving to the other party at least six months' prior notice in writing.

Each of the non-executive Directors (including the INEDs) was appointed for a specific term of two years. The term of the appointment has been extended for a further two years and ended 30 April 2011. The term has further been extended for a period of two years from 1 May 2011 to 30 April 2013. All Directors are subject to retirement by rotation and are eligible for re-election pursuant to the Articles.

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

董事責任

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

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

各執行董事於本集團的業務上擔當不同的職責。非執行董事參與董事局會議及就本公司業務策略提供意見和審閱本集團財務和營運表現。

獨立非執行董事負責就本集團策略方針、發展、表現及風險管理作出獨立判斷。獨立非執行董事為審核委員會、薪酬委員會和提名委員會全部或大部分成員。

董事委任及重選

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

各執行董事之委任初步為期兩年，並於其後各服務協議將繼續有效，直至其中一方向另一方發出不少於六個月書面通知終止協議為止。

各非執行董事(包括獨立非執行董事)之委任指定任期為兩年。委任任期已延長了兩年至2011年4月30日止。其任期已進一步延長期限兩年，由2011年5月1日至2013年4月30日止。根據章程細則，全體董事須輪值退任並符合資格膺選連任。

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

BOARD COMMITTEES

The Board has established 3 main Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, each chaired by different INED, to assist the Board for overseeing particular aspects of the Company's affairs. The terms of reference setting out the principles, procedures and arrangements of the Audit Committee, the Remuneration Committee and the Nomination Committee are available on the website of the Company. Board Committees report to the Board of their decisions and recommendations at the Board meetings.

The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Audit Committee

The Audit Committee was established on 27 April 2007 with written terms of reference in compliance with the CG Code. The members of the Audit Committee are Mr. Sze Kwok Wing, Nigel; Mr. Ng Ching Wah and Mr. Chan Yue Kwong, Michael (who are INEDs). Mr. Sze Kwok Wing, Nigel, a Fellow of CPA Australia, is the chairman of the Audit Committee.

The primary duties of the Audit Committee are reviewing, overseeing and supervision of the effectiveness of the Group's financial reporting process, internal control systems and risk management. The terms of reference of the Audit Committee have been reviewed by the Board with reference to the CG Code.

The Audit Committee held 4 meetings during 2011 Financial Year. The major work performed by the Audit Committee in respect of 2011 Financial Year included approving the terms of engagement (including the remuneration) of the external auditor; reviewing the unaudited interim financial information and interim results announcement for the six months ended 30 September 2010; reviewing the audited annual financial information and final results announcement for 2011 Financial Year; reviewing the work of the Group's internal audit department and assessing the effectiveness of the Group's systems of risk management and internal control. The attendance of the Directors for the Audit Committee meetings is set out in the table on page 31 of this annual report.

The Audit Committee recommended to the Board on the re-appointment of PricewaterhouseCoopers as the Company's external auditor for the ensuing year and the related resolution shall be put forth in the coming AGM.

The Audit Committee has reviewed the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Company's auditor. For 2011 Financial Year, the fees in respect of audit and non-audit services provided by the Company's auditor were as follows:

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Audit Services	審核服務	1,828	1,781
Non-audit Services	非審核服務		
– Tax consultation services and review interim financial information	– 稅務顧問服務與 審閱中期財務資料	424	402

董事局委員會

董事局已成立3個主要董事局委員會，分別為審核委員會、薪酬委員會及提名委員會，分別由不同獨立非執行董事出任主席，以協助董事局以監督本公司事務之各項特定範疇。審核委員會、薪酬委員會及提名委員會之原則、程序及安排之職權範圍刊載於本公司網頁。董事局委員會於董事局會議向董事局匯報其決定和建議。

董事局委員會獲提供充足資源以履行其職責，並於提出合理要求後，可於適當情況下尋求獨立專業意見，費用概由本公司承擔。

審核委員會

審核委員會於2007年4月27日成立，並符合企業管治守則定明書面職權範圍。審核委員會之成員為施國榮先生、伍清華先生及陳裕光先生(彼等為獨立非執行董事)。施國榮先生，澳洲註冊會計師公會資深會員，為審核委員會主席。

審核委員會之主要職責為檢討、管理及監督本集團之財務匯報程序、內部監控制度及風險管理的成效。審核委員會之職權範圍已由董事局參照企業管治守則而作出審閱。

審核委員會於2011年財政年度期間舉行了4次會議。審核委員會於2011年財政年度已履行之主要職務包括向董事局提出重新聘任外聘核數師之建議、批准核數師之聘任條款(包括酬金)、審閱截至2010年9月30日止六個月之未經審核中期財務資料及中期業績公佈、審閱於2011年財政年度經審核全年財務資料及全年業績公佈、審閱本集團內部審計部之工作及評估本集團之風險管理系統與內部監控系統之成效。董事出席審核委員會會議記錄載於本年報第31頁之表內。

審核委員會向董事局建議重新聘任羅兵咸永道會計師事務所為本公司下年度之外聘核數師，並建議於來屆週年股東大會提呈有關決議。

審核委員會已檢討審核之範疇、結果及成本效益，以及本公司核數師的獨立性和客觀性。就2011年財政年度，本公司核數師向本集團提供的審核或非審核服務之費用如下：

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BOARD COMMITTEES (Cont'd)

Audit Committee (Con'd)

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

The Audit Committee has reviewed with the management in conjunction with the auditor, the audited annual financial statements of the Group for the 2011 Financial Year and the accounting principles and practices adopted by the Group. The Annual Report for the 2011 Financial Year has been reviewed by the Audit Committee.

Nomination Committee

The Nomination Committee was established on 27 April 2007 with written terms of reference in compliance with the Recommended Best Practice. The members of the Nomination Committee are Mr. Ng Ching Wah; Mr. Chan Yue Kwong, Michael; Mr. Sze Kwok Wing, Nigel (who are INEDs); Mr. Tsang Kang Po and Mr. Lam Wing Tak (who are executive Directors). Mr. Ng Ching Wah is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment of Directors and the management of the Board succession.

The Nomination Committee met once during the 2011 Financial Year. The major work performed by the Nomination Committee in respect of the 2011 Financial Year included assessing the independence of the independent non-executive directors and make recommendation on the re-election of Mr. Wan Wai Loi, Dr. Lam King Man, Mr. Lau Yiu Tong and Mr. Ng Ching Wah as the Directors of the Company at the forthcoming annual general meeting. The attendance of the Directors for the Nomination Committee meeting is set out in the table on page 31 of this annual report.

Remuneration Committee

The Remuneration Committee was established on 27 April 2007 with written terms of reference in compliance with the CG Code. The members of the Remuneration Committee are Mr. Chan Yue Kwong, Michael; Mr. Sze Kwok Wing, Nigel and Mr. Ng Ching Wah (who are INEDs) and Mr. Lam Wing Tak and Mr. Tsang Kang Po (who are executive Directors). Mr. Chan Yue Kwong, Michael is the chairman of the Remuneration Committee.

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

The Remuneration Committee met once during the 2011 Financial Year. The major work performed by the Remuneration Committee for the 2011 Financial Year included reviewing the remuneration of the Directors with reference to the remuneration level of directors of comparable listed companies. The attendance of the Directors for the Remuneration Committee meeting is set out in the table on page 31 of this annual report.

Particulars of the Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance and Appendix 16 of the Listing Rules are set out in note 26 to the accounts on page 107. The Directors' fee shall be subject to shareholders' approval at general meetings. Other emoluments shall from time to time be determined by the Board with reference to the Directors' duties and responsibilities and subject to a review by the Remuneration Committee.

董事局委員會 (續)

審核委員會 (續)

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

審核委員會已和管理層聯同核數師審閱經審核本集團2011年財政年度之財務報表，及本集團所採納之會計原則及常規。2011年財政年度之年報已由審核委員會審閱。

提名委員會

提名委員會於2007年4月27日成立，並符合最佳常規定明書面職權範圍。提名委員會之成員為伍清華先生、陳裕光先生、施國榮先生(彼等為獨立非執行董事)，以及曾鏡波先生及林榮德先生(彼等為執行董事)。伍清華先生為提名委員會主席。

提名委員會之主要職責為就委任董事及董事局繼任之管理向董事局提供建議。

提名委員會於2011年財政年度期間舉行了1次會議。提名委員會於2011年財政年度已履行之主要職務包括審閱獨立非執行董事之獨立性，以及於應屆股東週年大會上重選尹惠來先生、林景文博士、劉耀棠先生和伍清華先生連任本公司董事之事宜作出建議。董事出席提名委員會會議記錄載於本年報第31頁之表內。

薪酬委員會

薪酬委員會於2007年4月27日成立，並符合企業管治守則定明書面職權範圍。薪酬委員會之成員為陳裕光先生、施國榮先生及伍清華先生(彼等為獨立非執行董事)及林榮德先生及曾鏡波先生(彼等為執行董事)。陳裕光先生為薪酬委員會主席。

薪酬委員會之主要職責為參照其工作性質、負責範圍的複雜性和表現、審閱及釐定付予本集團董事及高級管理人員之薪酬組合條款、花紅及其他應付補償。任何董事是不可參與討論其個人薪酬。

薪酬委員會於2011年財政年度期間舉行了1次會議。薪酬委員會於2011年財政年度已履行之主要職務包括參照可比較上市公司之董事薪酬水平以審閱董事酬金。董事出席薪酬委員會會議記錄載於本年報第31頁之表內。

依照香港公司條例第161條及上市規則附錄16而披露之董事酬金資料詳列於第107頁財務報表附註26中。董事收取之袍金須於股東大會上經股東同意。董事之其他酬金則由董事局不時參照董事之職責以釐定及經薪酬委員會審閱。

ACCOUNTANCY AND AUDIT

Financial reporting

The Board acknowledges its responsibility for preparing the Company's financial statements for 2011 Financial Year which give a true and fair view of the financial position of the Group and in accordance with the statutory requirements and applicable accounting standards. The Company's interim report and annual report are prepared and published in accordance with statutory requirements and Hong Kong Financial Reporting Standards in a timely manner required under the Listing Rules. Directors are provided with adequate information to enable them to make an informed assessment of financial and other information on matters for their approval.

The statement by the auditor of the Company regarding their reporting responsibility to the shareholders on the financial statements of the Group is set out in the Independent Auditor's Report on pages 36 to 37 of this annual report.

Internal controls

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

During the 2011 Financial Year, the Board has reviewed the effectiveness of the Group's internal control systems, including financial, operational and compliance controls and risk management functions, the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and the training programmes and budget through the Internal Audit Department and the Audit Committee.

COMMUNICATION WITH SHAREHOLDERS

Effective Communication

The Board recognizes the importance of continuing communications with shareholders and strives to ensure the timeliness, completeness and accuracy of information disclosure to shareholders and to the protection in the interests of shareholders. As a channel to further promote effective communication, the Group maintains a website, allowing shareholders to access updates on the Company's particulars where the Company's announcements, financial information and other information are posted.

The Board maintains an on-going dialogue with shareholders through general meeting of the Company to communicate with shareholders. The Chairman of the Board and the representative of each committee have attended the general meeting to answer any questions from shareholders. Separate resolutions are proposed at general meetings on each substantially separate issue. A shareholder is permitted to appoint any number of proxies to attend and vote in his stead. The notice of AGM was sent to all shareholders at least 20 clear business days before the meeting and the notice of all other general meetings to be sent at least 10 clear business days.

Voting by Poll

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

問責及審核

財務匯報

董事局知悉其有編製2011年財政年度本公司財務報表的責任，賬目須真實而公平地反映本集團的財政狀況，並根據法定規定與適用會計準則編製。本公司中期報告及年報乃根據上市規則要求與香港財務報告準則而適時編製與刊發。董事獲提供適當資料，以便彼等就批准的事項作出財務和其他的知情決定。

本公司核數師就其對本集團財務報表向股東承擔之申報責任作出之聲明載於本年報第36至37頁之獨立核數師報告。

內部監控

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

於2011年財政年度內，董事局透過內部審計部及審核委員會，檢討本集團內部監控系統之有效性，包括財務監控、運作監控及合規監控以及風險管理功能，本公司會計及財務匯報職能方面的資源運用、員工的資歷及經驗，以及員工接受的培訓課程及有關預算。

與股東溝通

有效溝通

董事局明瞭與股東維持溝通的重要性，並致力確保能適時向股東披露完整準確的資料及保障股東的利益。本集團已設立網頁，以作為增進有效溝通之渠道，讓股東查閱本公司最新資料，而本公司之公佈、財務資料及其他資料皆於網頁刊登。

董事局通過股東大會作為與股東溝通之橋樑，與股東保持持續對話。董事局主席及各委員會代表均出席股東大會，回應股東所作出之任何提問。本公司須就各項實質上個別事項於股東大會上個別呈提決議案。股東可委派任何數目之代表出席大會及代其投票。召開股東周年大會通告在股東周年大會舉行前不少於20個營業日寄發予所有股東，而就所有其他股東大會舉行前不少於10個營業日寄發召開所有其他股東大會通告。

以投票方式表決

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

Independent Auditor's Report

獨立核數師報告



羅兵咸永道會計師事務所

PricewaterhouseCoopers
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TO THE SHAREHOLDERS OF PACIFIC TEXTILES HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Pacific Textiles Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 38 to 117, which comprise the consolidated and Company balance sheets as at 31 March 2011, 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 information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 consolidated financial statements.

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

致互太紡織控股有限公司股東
(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審計列載於第38至117頁互太紡織控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於2011年3月31日的綜合和公司資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

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

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執行程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷,包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時,核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制,以設計適當的審計程序,但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性,以及評價綜合財務報表的整體列報方式。

我們相信,我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

Independent Auditor's Report

獨立核數師報告

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 2011 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, 24 June 2011

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於2011年3月31日的事務狀況，及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，2011年6月24日

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財務資料

CONSOLIDATED INCOME STATEMENT For the year ended 31 March 2011

綜合收益表 截至2011年3月31日止年度

		Note 附註	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Revenue	收入	5	7,180,664	5,883,413
Cost of sales	銷售成本	25	(5,890,705)	(4,661,649)
Gross profit	毛利		1,289,959	1,221,764
Other income and other gains/(losses) - net	其他收入及其他收益／（虧損）－淨	24	90,918	67,219
Distribution and selling expenses	分銷及銷售開支	25	(91,421)	(135,694)
General and administrative expenses	一般及行政開支	25	(193,526)	(184,164)
Operating profit	經營溢利		1,095,930	969,125
Finance income	財務收入	27	4,710	4,946
Finance costs	財務成本	27	(3,223)	(3,833)
Share of profits of associates	分佔聯營公司溢利	9(a)	4,249	6,706
Share of losses of jointly controlled entities	分佔共同控制實體虧損	10	(23,978)	(8,413)
Profit before income tax	所得稅前溢利		1,077,688	968,531
Income tax expense	所得稅開支	28	(183,438)	(149,680)
Profit for the year	年度溢利		894,250	818,851
Profit attributable to:	下列人士應佔溢利：			
Equity holders of the Company	本公司權益持有人		876,374	803,186
Non-controlling interests	非控制性權益		17,876	15,665
			894,250	818,851
Earnings per share for profit attributable to the equity holders of the Company during the year — basic and diluted (HK\$)	年內本公司權益持有人應佔溢利之每股盈利－基本及攤薄（港元）	29	0.61	0.56
Dividends	股息	30	472,869	745,127

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

隨附之附註乃此等綜合財務報表之部份。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME For the year ended 31 March 2011
綜合全面收益表 截至2011年3月31日止年度

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
	Note 附註		
Profit for the year	年度溢利	894,250	818,851
Other comprehensive income:	其他全面收入：		
Currency translation differences	外幣換算差額	112,859	6,488
Available-for-sale financial assets	可供出售金融資產	16	—
	//		
Total comprehensive income for the year	年度全面收入總額	1,007,125	825,339
Attributable to:	下列人士應佔：		
Equity holders of the Company	本公司權益持有人	989,090	809,951
Non-controlling interests	非控制性權益	18,035	15,388
Total comprehensive income for the year	年度全面收入總額	1,007,125	825,339

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

隨附之附註乃此等綜合財務報表之部份。

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財務資料

CONSOLIDATED BALANCE SHEET As at 31 March 2011 綜合資產負債表 於2011年3月31日

	Note 附註	As at 31 March 於 3 月 31 日		As at 1 April 於 4 月 1 日
		2011 2011 年 HK\$'000 千港元	2010 2010 年 HK\$'000 千港元	2009 2009 年 HK\$'000 千港元
			(Restated — Note 2.1(a)(i)) (經重列— 附註 2.1(a)(i))	(Restated — Note 2.1(a)(i)) (經重列— 附註 2.1(a)(i))
ASSETS				
Non-current assets				
Leasehold land and land use rights	6	23,693	23,590	24,237
Property, plant and equipment	7	1,407,251	1,448,159	1,502,886
Interests in an associate	9	33,382	27,752	23,201
Interests in jointly controlled entities	10	99,508	102,199	20,141
Deferred income tax assets	21	6,580	4,950	—
Available-for-sale financial assets	11	1,796	1,780	1,760
Structured deposits and bonds	12	—	130,301	—
		1,572,210	1,738,731	1,572,225
Current assets				
Inventories	13	1,501,452	1,173,632	761,640
Trade and bills receivables	14	1,109,893	788,820	600,116
Deposits, prepayments and other receivables	15	46,355	66,490	18,289
Derivative financial instruments	16	5,669	4,961	1,596
Structured deposits and bonds	12	116,883	194,267	—
Cash and bank balances	17	947,468	689,383	1,431,664
		3,727,720	2,917,553	2,813,305
Total assets		5,299,930	4,656,284	4,385,530
EQUITY				
Equity attributable to equity holders of the Company				
Share capital	18	1,433	1,433	1,433
Share premium	18	1,371,817	1,371,817	1,687,063
Reserves	19	2,427,306	1,880,980	1,422,470
		3,800,556	3,254,230	3,110,966
Non-controlling interests		87,024	65,723	50,335
Total equity		3,887,580	3,319,953	3,161,301

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

隨附之附註乃此等綜合財務報表之部份。

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財務資料

CONSOLIDATED BALANCE SHEET As at 31 March 2011

綜合資產負債表 於2011年3月31日

	Note 附註	As at 31 March 於 3 月 31 日		As at 1 April 於 4 月 1 日
		2011 2011 年 HK\$'000 千港元	2010 2010 年 HK\$'000 千港元	2009 2009 年 HK\$'000 千港元
LIABILITIES				
Non-current liabilities				
Borrowings	20	98	848	120,609
Derivative financial instruments	16	—	72	—
Deferred income tax liabilities	21	29,114	16,751	4,825
		29,212	17,671	125,434
Current liabilities				
Trade and bills payables	22	774,513	805,291	551,432
Accruals and other payables	23	360,470	354,356	239,264
Amount due to an associate	9	2,736	5,250	—
Borrowings	20	174,024	73,509	284,915
Derivative financial instruments	16	587	1,240	61
Current income tax liabilities		70,808	79,014	23,123
		1,383,138	1,318,660	1,098,795
Total liabilities		1,412,350	1,336,331	1,224,229
Total equity and liabilities		5,299,930	4,656,284	4,385,530
Net current assets		2,344,582	1,598,893	1,714,510
Total assets less current liabilities		3,916,792	3,337,624	3,286,735

The financial statements were approved by the Board of Directors on 24 June 2011 and were signed on its behalf:

財務報表已獲董事局於 2011 年 6 月 24 日批准通過，並代表董事局簽署：

Wan Wai Loi
尹惠來
Director
董事

Tsang Kang Po
曾鏡波
Director
董事

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

隨附之附註乃此等綜合財務報表之部份。

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財務資料

BALANCE SHEET As at 31 March 2011

資產負債表 於2011年3月31日

	Note 附註	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
ASSETS			
Non-current assets			
Interests in subsidiaries	8	1,786,674	1,287,089
Current assets			
Amounts due from subsidiaries	8	600,000	643,267
Deposits, prepayments and other receivables	15	8	149
Cash and bank balances	17	4,443	2,195
		604,451	645,611
Total assets		2,391,125	1,932,700
EQUITY			
Share capital	18	1,433	1,433
Share premium	18	1,371,817	1,371,817
Reserves	19	1,009,565	555,279
		2,382,815	1,928,529
LIABILITIES			
Current liabilities			
Accruals and other payables	23	3,576	3,109
Amounts due to subsidiaries	8	4,734	1,062
Total liabilities		8,310	4,171
Total equity and liabilities		2,391,125	1,932,700
Net current assets		596,141	641,440
Total assets less current liabilities		2,382,815	1,928,529

The financial statements were approved by the Board of Directors on 24 June 2011 and were signed on its behalf:

財務報表已獲董事局於2011年6月24日批准通過，並代表董事局簽署：

Wan Wai Loi
尹惠來
Director
董事

Tsang Kang Po
曾鏡波
Director
董事

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

隨附之附註乃此等綜合財務報表之部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the year ended 31 March 2011

綜合權益變動表 截至2011年3月31日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔				Non- controlling interests 非控制 性權益	Total 總額
		Share capital 股本 HK\$'000 千港元 (Note 18) (附註18)	Share premium 股本溢價 HK\$'000 千港元 (Note 18) (附註18)	Reserves 儲備 HK\$'000 千港元 (Note 19) (附註19)	Sub-total 小計 HK\$'000 千港元		
Balance at 1 April 2009	於2009年4月1日之結餘	1,433	1,687,063	1,422,470	3,110,966	50,335	3,161,301
Comprehensive income:	全面收入：						
Profit for the year	年度溢利	—	—	803,186	803,186	15,665	818,851
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	—	—	6,765	6,765	(277)	6,488
Total comprehensive income	全面收入總額	—	—	809,951	809,951	15,388	825,339
Transactions with owners:	與擁有人交易：						
Share-based compensation expense	股份報酬支出	18(c)	—	6,793	6,793	—	6,793
2008/09 final dividend	2008/09年末期股息		—	(171,952)	(171,952)	—	(171,952)
2009/10 interim dividend	2009/10年中期股息	30	—	(186,282)	(186,282)	—	(186,282)
2009/10 special dividend	2009/10年特別股息	30	—	(315,246)	(315,246)	—	(315,246)
Total transactions with owners	與擁有人交易總額	—	(315,246)	(351,441)	(666,687)	—	(666,687)
Balance at 31 March 2010	於2010年3月31日之結餘	1,433	1,371,817	1,880,980	3,254,230	65,723	3,319,953
Balance at 1 April 2010	於2010年4月1日之結餘	1,433	1,371,817	1,880,980	3,254,230	65,723	3,319,953
Comprehensive income:	全面收入：						
Profit for the year	年度溢利	—	—	876,374	876,374	17,876	894,250
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	—	—	112,700	112,700	159	112,859
Fair value gains on available-for-sale financial assets	可供出售金融資產 公允價值收益	—	—	16	16	—	16
Total comprehensive income	全面收入總額	—	—	989,090	989,090	18,035	1,007,125
Transactions with owners:	與擁有人交易：						
Share-based compensation expense	股份報酬支出	18(c)	—	1,446	1,446	—	1,446
2009/10 final dividend	2009/10年末期股息	30	—	(243,599)	(243,599)	—	(243,599)
2010/11 interim dividend	2010/11年中期股息	30	—	(200,611)	(200,611)	—	(200,611)
Contributions from non-controlling interests of subsidiaries	附屬公司之非控制性 權益之貢獻	8	—	—	—	3,266	3,266
Total transactions with owners	與擁有人交易總額	—	—	(442,764)	(442,764)	3,266	(439,498)
Balance at 31 March 2011	於2011年3月31日之結餘	1,433	1,371,817	2,427,306	3,800,556	87,024	3,887,580

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

隨附之附註乃此等綜合財務報表之部份。

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CONSOLIDATED STATEMENT OF CASH FLOWS For the year ended 31 March 2011

綜合現金流量表 截至2011年3月31日止年度

	Note 附註	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Cash flow from operating activities	經營業務之現金流量		
Cash generated from operations	經營業務產生之現金	758,083	955,225
Interest paid	已付利息	(3,223)	(3,833)
Hong Kong profits tax paid	已付香港利得稅	(124,785)	(41,043)
PRC income tax paid	已付中國所得稅	(56,895)	(45,810)
Net cash generated from operating activities	經營業務產生之現金淨額	573,180	864,539
Cash flow from investing activities	投資活動之現金流量		
Purchases of property, plant and equipment	購置物業、廠房及設備	(174,666)	(240,645)
Redemption/(purchase) of structured deposit and bond	結構性存款及債券之贖回/(購置)	207,685	(324,568)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	1,462	17,147
Loan to a jointly controlled entity	共同控制實體之貸款	(4,960)	—
Capital injections into jointly controlled entities	於共同控制實體之注資	(6,548)	(90,471)
Acquisition of additional interests in jointly controlled entities	收購共同控制實體之額外權益	(13,293)	—
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司，現金收購淨值	—	2,384
Interest income received	已收利息收入	4,710	4,946
Net cash generated from/(used in) investing activities	投資活動產生/(動用)之現金淨額	14,390	(631,207)
Cash flow from financing activities	融資活動之現金流量		
Contributions from non-controlling interests of subsidiaries	附屬公司之非控制性權益之貢獻	3,266	—
Repayment of loan from a non-controlling interest of a subsidiary	償還一間附屬公司之非控制性權益貸款	(49,638)	(9,591)
Loan from a non-controlling interest of a subsidiary	一間附屬公司非控制性權益貸款	13,616	—
Proceeds from bank loans	銀行貸款所得款項	62,246	12,399
Repayment of bank loans	償還銀行貸款	(719)	(297,764)
Repayment of capital element of finance lease obligations	償還融資租賃承擔之資本部分	(79)	(810)
Dividends paid	已付股息	(444,210)	(673,480)
Net cash used in financing activities	融資活動動用之現金淨額	(415,518)	(969,246)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	172,052	(735,914)
Cash and cash equivalents and bank overdrafts at 1 April	於4月1日現金及現金等值項目與銀行透支	686,476	1,418,659
Currency translation differences	外幣換算差額	59,625	3,731
Cash and cash equivalents and bank overdrafts at 31 March	於3月31日現金及現金等值項目與銀行透支	918,153	686,476

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

隨附之附註乃此等綜合財務報表之部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

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

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

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

These consolidated financial statements are presented in Hong Kong dollars (HK\$), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 24 June 2011.

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

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

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

綜合財務報表附註

1. 一般資料

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

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

本公司主要於香港聯合交易所有限公司上市。

除另有說明外，該等綜合財務報表以港元呈報。該等綜合財務報表於2011年6月24日經董事局批准刊發。

2. 編製基準與重要會計政策概要

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

2.1 編製基準

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

遵照香港財務報告準則編製財務報表須運用若干重要會計估計，而管理層於應用本集團會計政策時亦須作出判斷。涉及較高程度之判斷或複雜性，與涉及對綜合財務報表作出重大假設及估計之範圍，乃於附註4中披露。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Changes in accounting policy and disclosures

(a) New and amended standards adopted by the Group

- (i) The following amendment to a standard is mandatory for the first time for the Group's financial year beginning 1 April 2010:

HKAS 17 (Amendment), 'Leases' deletes specific guidance regarding classification of leases of land, so as to eliminate inconsistency with the general guidance on lease classification. As a result, leases of land should be classified as either finance or operating leases using the general principles of HKAS 17, i.e. whether the lease transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Prior to the amendment, a land interest where title is not expected to pass to the Group by the end of the lease term was classified as operating lease under "Leasehold land and land use rights", and any premium paid was amortised over the lease term.

HKAS 17 (Amendment) has been applied retrospectively for annual periods beginning 1 April 2010 in accordance with the effective date and transitional provisions of the amendment. The Group has reassessed the classification of unexpired leasehold land interests and land use rights as at 1 April 2010 on the basis of information existing at the inception of those leases, and recognised the leasehold land interests in Hong Kong as finance leases retrospectively. As a result of the reassessment, the Group has reclassified the leasehold land interests in Hong Kong from operating leases to finance leases.

The leasehold land interests in Hong Kong is held for the Group's own use and are accounted for as property, plant and equipment at cost less accumulated depreciation. Depreciation is provided from the date the land is available for its intended use over the shorter of the useful life of the asset and the lease term.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.1 編製基準(續)

會計政策與披露之變動

(a) 本集團已採納之新訂及修訂準則

- (i) 下列現行準則修訂於2010年4月1日開始之本集團財政年度強制首次執行：

香港會計準則第17號(修訂本)「租賃」取消了租賃土地的特定分類指引，消除與租賃分類一般指引的分歧。根據香港會計準則第17號一般原則，不論資產所有權的絕大部分風險及回報有否轉讓予承租人，租賃土地應歸類為融資租賃或經營租賃。修訂前，預期於租期屆滿前本集團不會獲轉讓業權的土地權益分類為經營租賃，歸為「租賃土地及土地使用權」一類，任何已付溢價按租期攤銷。

香港會計準則第17號(修訂本)已根據該修訂本的生效日期及過渡性條文而對2010年4月1日開始之年度期間追溯應用。本集團已根據租賃開始時之現有資料，重新評估於2010年4月1日仍未屆滿之租賃土地權益及土地使用權的分類，並將香港租賃土地權益追溯確認為融資租賃。經重新評估後，本集團已將香港租賃土地權益自經營租賃重新分類為融資租賃。

香港土地租賃權益持作本集團自用，入賬列作物業、廠房及設備，按成本減累計折舊。供擬定用途之土地權益按資產可使用年期及租賃期兩者中較短者計算折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Changes in accounting policy and disclosures (Cont'd)

(a) New and amended standards adopted by the Group (Cont'd)

- (i) The following amendment to a standard is mandatory for the first time for the Group's financial year beginning 1 April 2010: (Cont'd)

The effect of the adoption of this amendment is as follows:

		As at 31 March 於 3 月 31 日 2011 2011 年 HK\$'000 千港元	As at 31 March 於 3 月 31 日 2010 2010 年 HK\$'000 千港元	As at 1 April 於 4 月 1 日 2009 2009 年 HK\$'000 千港元
Decrease in leasehold land and land use rights	租賃土地及土地使用權減少	(3,501)	(3,598)	(3,694)
Increase in property, plant and equipment	物業、廠房及設備增加	3,501	3,598	3,694

The adoption of this amendment also resulted in an increase in depreciation of property, plant and equipment of HK\$97,000 and a corresponding decrease in amortization of leasehold land and land use rights for the year ended 31 March 2011 (2010: HK\$96,000).

採納此項修訂亦導致截至 2011 年 3 月 31 日止年度，物業、廠房及設備之折舊增加 97,000 港元與租賃土地及土地使用權減少 (2010 年：96,000 港元)。

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.1 編製基準 (續)

會計政策與披露之變動 (續)

(a) 本集團已採納之新訂及修訂準則 (續)

- (i) 下列現行準則修訂於 2010 年 4 月 1 日開始之本集團財政年度強制首次執行：(續)

採納此項修訂之影響載列如下：

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Changes in accounting policy and disclosures (Cont'd)

(a) New and amended standards adopted by the Group (Cont'd)

- (ii) The following amendments to standards and interpretations are also mandatory for accounting periods beginning on or after 1 April 2010 and relevant to the Group. The adoption of these amendments to standards and interpretations does not have impact to the published results for the current and prior periods and financial position of the Group:

		Effective for accounting periods beginning on or after			於下列日期起或 期後開始之 會計期間生效
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	1 July 2009	香港會計準則 第 27 號 (經修訂)	綜合及獨立財務 報表	2009年7月1日
HKFRS 3 (Revised)	Business Combinations	1 July 2009	香港財務報告 準則第 3 號 (經修訂)	業務合併	2009年7月1日
HK- Int 5	Presentation of Financial Statements - Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause	Immediate effect from 29 November 2010	香港 - 詮釋 第 5 號	財務報表之 呈列 - 借款人 將載有要求 還款條文 之有期貸款 分類	2010年11月29日 起即時生效
HKFRSs (Amendments)	First Annual Improvements Project published in October 2008 and Second Annual Improvements Project published in May 2009 by HKICPA (excluding HKAS 17 (Amendment) - Leases)	1 July 2009	香港財務報告準則 (修訂本)	香港會計師公會 於 2008 年 10 月頒佈 的首批年度改進項目 及於 2009 年 5 月 頒佈的第二批年度 改進項目 (香港會計 準則第 17 號 (修訂本) 「租賃」除外)	2009年7月1日

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.1 編製基準 (續)

會計政策與披露之變動 (續)

(a) 本集團已採納之新訂及修訂準則 (續)

- (ii) 下列於 2010 年 4 月 1 日開始或之後亦會計期間強制執行與本集團有關之準則修訂與詮釋。採納該準則修訂與詮釋目前和以往期間未對本集團刊發業績與財務狀況產生影響：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Changes in accounting policy and disclosures (Cont'd)

(a) New and amended standards adopted by the Group (Cont'd)

- (iii) The following amendments to standards and interpretations to existing standards are mandatory for accounting periods beginning on or after 1 April 2010 but are not relevant to the Group's operations:

		Effective for accounting periods beginning on or after			於下列日期起或 期後開始之 會計期間生效
HKAS 32 (Amendment)	Classification of Rights Issues	1 February 2010	香港會計準則 第 32 號 (修訂本)	供股之分類	2010年2月1日
HKAS 39 (Amendment)	Eligible Hedged Items	1 July 2009	香港會計準則 第 39 號 (修訂本)	符合條件的對沖項目	2009年7月1日
HKFRS 1 (Revised)	First-time Adoption of HKFRS	1 July 2009	香港財務報告準則 第 1 號 (經修訂)	首次採納香港 財務報告準則	2009年7月1日
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters	1 January 2010	香港財務報告準則 第 1 號 (修訂本)	首次採納者之額外 豁免	2010年1月1日
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions	1 January 2010	香港財務報告準則 第 2 號 (修訂本)	集團以現金結算之以 股份形式付款交易	2010年1月1日
HK(IFRIC) - Int 17	Distributions of Non-cash Assets to Owners	1 July 2009	香港 (國際財務報告 詮釋委員會) - 詮釋第 17 號	向擁有人分派非 現金資產	2009年7月1日
HK(IFRIC) - Int 18	Transfers of Assets from Customers	1 July 2009	香港 (國際財務報告 詮釋委員會) - 詮釋第 18 號	自客戶轉讓資產	2009年7月1日

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.1 編製基準 (續)

會計政策與披露之變動 (續)

(a) 本集團已採納之新訂及修訂準則 (續)

- (iii) 以下為已頒佈準則修訂及現行準則詮釋於2010年4月1日或以後開始之會計期間或較後期間生效，惟與本集團營運無關：

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Changes in accounting policy and disclosures (Cont'd)

(b) New standards, amendments and interpretations to existing standards that have been issued but are not effective

The following standards, amendments to standards and interpretations to existing standards have been issued but are not effective for the accounting period beginning on or after 1 April 2010 and have not been early adopted:

		Effective for accounting periods beginning on or after			於下列日期起或 期後開始之 會計期間生效
HKAS 12 (Amendment)	Deferred tax: recovery of underlying assets	1 January 2012	香港會計準則 第 12 號 (修訂本)	遞延稅項： 相關資產收回	2012 年 1 月 1 日
HKAS 24 (Revised)	Related Party Disclosures	1 January 2011	香港會計準則 第 24 號 (經修訂)	有關連人士之披露	2011 年 1 月 1 日
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters	1 July 2010	香港財務報告 準則第 1 號 (修訂本)	首次採納者之香港 財務報告準則第 7 號 比較資料披露之 限度豁免	2010 年 7 月 1 日
HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 July 2011	香港財務報告 準則第 1 號 (修訂本)	嚴重高通胀及首次採納 者取消固定日期	2011 年 7 月 1 日
HKFRS 7 (Amendment)	Disclosures – Transfers of Financial Assets	1 July 2011	香港財務報告 準則第 7 號 (修訂本)	披露 – 金融資產轉讓	2011 年 7 月 1 日
HKFRS 9	Financial Instruments	1 January 2013	香港財務報告 準則第 9 號	金融工具	2013 年 1 月 1 日
HK(IFRIC) - Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement	1 January 2011	香港 (國際財務 報告詮釋委員會) – 詮釋第 14 號 (修訂本)	最低資金要求 之預付款項	2011 年 1 月 1 日
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2010	香港 (國際財務報告 詮釋委員會) – 詮釋第 19 號	以權益工具 抵銷金融負債	2010 年 7 月 1 日
HKFRSs (Amendments)	Third Annual Improvements Project Published in May 2010 by HKICPA	1 July 2010	香港財務報告準則 (修訂本)	香港會計師公會於 2010 年 5 月頒佈的 第三批年度改進項目	2010 年 7 月 1 日

The directors anticipate that the adoption of these new standards, amendments to standards and interpretations will not result in a significant impact on the results and financial position of the Group.

董事預期採用該等新訂準則、準則修訂與詮釋，亦未對本集團的業績和財務狀況產生重大影響。

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.1 編製基準 (續)

會計政策與披露之變動 (續)

(b) 已頒佈而未生效的新訂準則、現行準則修訂與詮釋

以下為已頒佈準則、準則修訂及現行準則詮釋，而於2010年4月1日開始或之後之會計期間未生效，惟並無提前採用：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation

(a) Subsidiaries

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

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income (Note 2.7).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. The financial statements of subsidiaries have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.2 綜合賬目

(a) 附屬公司

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

本集團採用會計收購法計算業務合併。收購一間附屬公司的轉讓代價為所轉讓資產、所產生負債及本集團所發行股本權益的公平值。所轉讓代價包括或然代價安排產生的任何資產或負債的公平值。收購相關成本於產生時列為開支。於業務合併時所收購的可辨別資產及所承擔的負債及或然負債，初步按收購日的公平值計量。按逐項收購基準，本集團以公平值或非控制性權益按比例應佔被收購人資產淨值，確認被收購人非控制性權益。

於附屬公司的投資乃以成本減減值的方法入賬。成本經調整以反映因或然代價修訂產生的代價變動。成本亦包括投資的直接應佔費用。附屬公司之業績由本公司按股息及應收款項入賬。

所轉讓代價、被收購人的任何非控制性權益金額及任何先前於被收購人的股本權益於收購日期的公平值超出所收購之可辨別資產淨值之公平值的差額乃列作商譽。倘在廉價購入的情況下，該數額低於所收購附屬公司資產淨值之公平值，則有關差額將直接在全面收益表內確認(附註2.7)。

集團內公司間之交易、結餘及未變現收入會作對銷。未變現虧損亦予對銷。附屬公司之財務報表如有需要作出改變，以確保與本集團所採納會計政策一致。

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation (Cont'd)

(b) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(c) Associates

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

The Group's share of its associates' post-acquisition profits or losses is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. 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.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.2 綜合賬目(續)

(b) 與非控制性權益之交易

本集團把與非控制性權益之交易視為與本集團股本持有人之交易。在向非控制性權益作出之收購中，任何已付代價與收購附屬公司有關股權之淨資產賬面值之差額於權益賬確認。向非控制性權益出售之收益或虧損亦於權益賬確認。

倘本集團不再擁有控制權或重大影響力，其於該實體之任何保留權益按其公平值重新計量，而賬面值變動則於損益中確認。就其後入賬列作聯營公司、合營企業或金融資產之保留權益而言，公平值指初始賬面值。此外，先前於其他全面收益內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。這可能意味著先前在其他全面收益內確認之金額重新分類為溢利或虧損。

倘於聯營公司之所有權權益減少，而重大影響力獲保留，則先前於其他全面收益內確認之金額僅有一定比例部分重新分類為溢利或虧損(如適用)。

(c) 聯營公司

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

本集團應佔收購後聯營公司的溢利或虧損於綜合收入報表內確認，而應佔收購後其他全面收入的變動則於其他全面收入內確認。投資賬面值會根據累計之收購後變動而作出調整。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。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation (Cont'd)

(c) Associates (Cont'd)

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

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

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

(d) Jointly controlled entities

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

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

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

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

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

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.2 綜合賬目(續)

(c) 聯營公司(續)

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

來自聯營公司的投資所產生的攤薄盈虧於綜合收益表確認。

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

(d) 共同控制實體

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

本集團應佔收購後共同控制實體的溢利或虧損於綜合收入報表內確認，而應佔收購後其他全面收入的變動則於其他全面收入內確認。投資賬面值會根據累計之收購後變動而作出調整。如本集團應佔一家共同控制實體之虧損等於或超過其在該共同控制實體之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代共同控制實體承擔責任或作出付款。

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

來自共同控制實體的投資所產生的攤薄盈虧於綜合收益表確認。

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

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors collectively, who make strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

All foreign exchange gains and losses are presented in the consolidated income statement within "other income and other gains/ (losses) – net".

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

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

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.3 分部呈報

報告經營分部之基準與向首席經營決策者(「首席經營決策者」)所提供的內部報告所採用之基準貫徹一致。首席經營決策者負責分配資源和評估經營分部的表現，其為執行董事共同作出策略決定。

2.4 外幣換算

(a) 功能及呈列貨幣

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

(b) 交易及結餘

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

所有匯兌盈虧於綜合收益表「其他收入及其他收益／(虧損)－淨」中呈現。

分類為可供出售之外幣列值貨幣證券之公平值變動，分析為證券攤銷成本變動產生之換算差額及證券賬面值之其他變動。攤銷成本變動相關之換算差額乃於溢利與虧損確認，而賬面值其他變動則於其他全面收入確認。

非貨幣金融資產及負債(例如按公平值計入損益之權益)之換算差額乃於損益中確認為公平值損益之一部分。分類為可供出售之權益等非貨幣金融資產之換算差額會列入其他全面收入內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.4 Foreign currency translation (Cont'd)

(c) Group companies

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

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each consolidated 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 rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to 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.

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

2.5 Leasehold land and land use rights

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

2.6 Property, plant and equipment

Land and buildings comprise mainly factories and offices. Leasehold land interests classified as finance lease and all other property, plant and equipment other than construction in progress are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司

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

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

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

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

2.5 租賃土地及土地使用權

就租賃土地權益一分類為經營租賃及土地使用權作出之前期預付款項按經營租約列賬,並於該租約年期或按土地使用權以直線法在綜合收益表支銷,或倘出現減值,則於綜合收益表支銷減值。

2.6 物業、廠房及設備

土地及樓宇主要包括廠房及辦公室。分類為融資租賃之租賃土地權益與所有其他物業、廠房及設備(在建工程除外)乃按歷史成本法減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購項目直接產生之開支。

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.6 Property, plant and equipment (Cont'd)

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 charged to the consolidated income statement during the financial period in which they are incurred.

Leasehold land classified as a finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets other than construction in progress are calculated using the straight-line method to allocate their costs over their estimated useful lives, as follows:

Leasehold land classified as finance lease	Over the remaining lease term
Buildings	2% – 4%
Plant and machinery	10% – 20%
Leasehold improvements, furniture and equipment	12.5% – 25%
Motor vehicles	20% – 25%

The assets' useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognized within "other income and other gain/(losses) – net" in the consolidated income statement.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.6 物業、廠房及設備(續)

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

分類為融資租賃之租賃土地，自土地權益可供其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產(在建工程除外)以直線法計算折舊，以按其估計可使用年期攤銷成本如下：

分類為融資租賃之租賃土地	剩餘租賃期內租賃土地
樓宇	2%-4%
廠房及機器	10%-20%
租賃物業裝修、傢具及設備	12.5%-25%
汽車	20%-25%

資產之可使用年期會於每個結算日檢討及(倘適用)作出調整。

倘資產之賬面值超過其估計可收回金額，則資產之賬面值將即時撇減至其可收回金額(附註2.8)。

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

出售盈虧按比較所得款項與賬面值釐定，並自綜合收益表「其他收益/(虧損) – 淨」中呈現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.7 Goodwill

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

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

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

Assets that have an indefinite useful life, including goodwill, 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 its 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 balance sheet date.

Impairment testing of the investments in subsidiaries or associates or jointly controlled entities is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiaries or associates or jointly controlled entities in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.7 商譽

商譽即收購成本高於本集團於收購日期佔所收購附屬公司可識別資產公平淨值的數額。收購附屬公司所產生的商譽計入「無形資產」。商譽須每年進行減值測試，並以成本值減累計減值虧損(如有)列帳。商譽的減值虧損不得撥回。已出售公司的商譽面值計入該次出售的盈虧。

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

2.8 於附屬公司、聯營公司、共同控制實體之投資及其他非金融資產之減值

擁有無限可使用年期的資產包括商譽，毋須攤銷，而須最少每年進行一次減值測試。資產在出現顯示未必能收回賬面值之事件或情況變化時檢討有否減值。減值虧損按資產賬面值超逾其可收回金額之差額確認。可收回金額為資產公平值減出售成本與使用價值兩者間之較高者。就評估減值而言，資產按可獨立識別之現金流量之最低層次(現金產生單位)分類。已減值之非金融資產(商譽除外)於每個資產負債表日期檢討是否可能撥回減值。

倘投資附屬公司或聯營公司或共同控制實體收取之股息超過附屬公司或聯營公司或共同控制實體於股息宣派期間之全面收益總額或於獨立財務報表之投資帳面值超過投資對象資產淨值(包括商譽)於綜合財務報表之帳面值，則自該等投資收取股息時須對附屬公司或聯營公司之投資進行減值測試。

2.9 金融資產

2.9.1 分類

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

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.9 Financial assets (Cont'd)

2.9.1 Classification (Cont'd)

- (a) Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.
- (b) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet (Notes 2.14 and 2.15).
- (c) Available-for-sale financial assets
Available-for-sale financial assets are non-derivative that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the balance sheet date.

綜合財務報表附註 (續)

2. 編製基準與重要會計政策概要 (續)

2.9 金融資產 (續)

2.9.1 分類 (續)

- (a) 按公平值透過損益記賬的金融資產
按公平值透過損益記賬的金融資產指持作買賣金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作交易性。倘預期於12個月內結算的資產分類為流動資產；否則，分類為非流動資產。
- (b) 貸款及應收款項
貸款及應收款項為附帶固定或待定付款而並無活躍市場報價之非衍生金融資產，均列入流動資產，惟到期日為結算日後超過12個月者，則歸類為非流動資產。本集團貸款及應收款項由資產負債表中「應收賬款及其他應收款項」與「現金與現金等值項目」組成（附註2.14與2.15）。
- (c) 可供出售金融資產
可供出售金融資產乃指定為此類別或並無歸類為任何其他類別之非衍生金融工具。除非投資到期或管理層擬在結算日後12個月內出售有關投資，否則列為非流動資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.9 Financial assets (Cont'd)

2.9.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date-the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated income statement within 'other income and other gains / (losses) - net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as 'other income and other gains / (losses) - net'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.9 金融資產(續)

2.9.2 確認與計量

常規購買及出售的金融資產在交易日確認—交易日指本集團承諾購買或出售該資產之日。對於並非按公平值透過損益記賬的所有金融資產，其投資初始按其公平值加交易成本確認。按公平值透過損益記賬的金融資產，初始按公平值確認，而交易成本則在綜合收益表支銷。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。可供出售金融資產及按公平值透過損益記賬的金融資產其後按公平值列賬。貸款及應收款項其後利用實際利率法按攤銷成本列賬。

來自「以公允價值計量且其變動計入損益的金融資產」類別的公允價值變動所產生的利得和損失，列入產生期間綜合收益表內的「其他收入及其他收益／(虧損)－淨」中。來自以公允價值計量且其變動計入損益的金融資產的股息收入，當本集團收取有關款項的權利確定時，在綜合收益表內確認為部份其他收益。

分類為可供出售的貨幣性及非貨幣性證券的公允價值變動在其他全面收益中確認。

當分類為可供出售之證券出售或出現減值時，其於權益確認之累計公平值調整將列入綜合收益表「其他收入及其他收益／(虧損)－淨」。

可供出售證券利用實際利率法計算的利息在綜合收益表內確認為部份其他收益。至於可供出售權益工具的股息，當本集團收取有關款項的權利確定時，在綜合收益表內確認為部份其他收益。

2.10 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表報告其淨額。

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.11 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the issuer or obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
 - (i) adverse changes in the payment status of borrowers in the portfolio;
 - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.11 金融資產減值

(a) 以攤銷成本列賬的資產

本集團於每個資產負債表期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值損失。

本集團用於釐定是否存在減值虧損客觀證據的標準如下：

- 發行人或欠債人遇上嚴重財政困難；
- 違反合約，例如逾期或拖欠償還利息或本金；
- 本集團基於與借款人的財政困難有關的經濟或法律原因，向借款人提供一般放款人不會考慮的特惠條件；
- 借款人有可能破產或進行其他財務重組；
- 因為財政困難而使該金融資產的活躍市場不再存在；或
- 可察覺的資料顯示自從初始確認後，某組金融資產的估計未來現金流量有可計量的減少，雖然該減少尚未能在該組別的個別金融資產內確定，有關資料包括：
 - (i) 該組別的借款人的還款狀況的不利變動；
 - (ii) 與該組別資產逾期還款相關連的全國性或地方經濟狀況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.11 Impairment of financial assets (Cont'd)

(a) Assets carried at amortised cost (Cont'd)

The Group first assesses whether objective evidence of impairment exists.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(b) Assets classified as available-for-sale

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

Impairment testing of trade and other receivables is described in Note 2.14.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.11 金融資產減值(續)

(a) 以攤銷成本列賬的資產(續)

本集團首先評估是否存在減值的客觀證據。

就貸款及應收款種類而言，損失金額乃根據資產賬面價值與按金融資產原實際利率折現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面價值予以削減，而損失金額則在綜合收益表確認。如借款或持有至到期投資有浮動利率，計量任何減值損失的折現率為按合同釐定的當前實際利率。在實際應用中，集團可利用可觀察的市場價格，按工具的公平價值計量減值。

如在後繼期間，減值損失的數額減少，而此減少可客觀地聯繫至確認減值後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值損失可在綜合收益表轉回。

(b) 分類為可供出售資產

本集團在每個資產負債表期評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。至於分類為可供出售的權益投資，證券公平價值大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若可供出售金融資產存在此等證據，累計虧損一按購買成本與當時公平價值的差額，減該金融資產之前在損益確認的任何減值損失計算一自權益中剔除並在單獨綜合收益表確認。在單獨綜合收益表確認的權益工具的減值損失不會透過單獨綜合收益表轉回。

應收賬款及其他應收款項之減值測試載於附註2.14。

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.12 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured 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.

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

2.13 Inventories

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

2.14 Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.16 Share capital

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.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.12 衍生金融工具

衍生工具初始按於衍生工具合同訂立日的公允價值確認，其後按其公允價值重新計量。確認所產生的利得或損失的方法取決於該衍生工具是否指定作套期工具，如指定為套期工具，則取決於其所套期項目的性質。

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

2.13 存貨

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

2.14 應收賬款及其他應收款項

應收賬款為在日常營運活動中就貨品銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款項的回收預期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產；否則分類為非流動資產。

應收賬款及其他應收款項初步按公平值確認，其後則按實際利率法以攤銷成本扣除減值撥備計量。

2.15 現金及現金等值項目

在綜合現金流量表中，現金及現金等值物包括手持現金、活期銀行存款、銀行通知存款以及原到期為三個月或以下的其他短期高流動性投資及銀行透支。在綜合資產負債表中，銀行透支列入流動負債之借貸內。

2.16 股本

股份分類為權益。直接歸屬於發行新股或購股權的新增成本在權益中列為所得款的減少(扣除稅項)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.17 Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

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

2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried 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.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

2.19 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 in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.17 應付賬款及其他應付款項

應付賬款及其他應付款項為在日常營運活動中購買貨品或服務而應支付的義務。如應付賬款及其他應付款項的支付日期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動負債;否則分類為非流動負債。

應付賬款及其他應付款項初步按公平值確認,其後以實際利率法按攤銷成本計量。

2.18 借貸

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

設立貸款融資時支付的費用倘部份或全部融資將會很可能提取,該費用確認為貸款的交易費用。在此情況下,費用遞延至貸款提取為止。如沒有證據證明部份或全部融資將會很可能被提取,則該費用資本化作為流動資金服務的預付款,並按有關的融資期間攤銷。

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

2.19 即期及遞延所得稅

期內的稅項支出包括即期和遞延稅項。除了在其他全面收入或直接在權益中確認的項目相關者外,稅項在綜合收益表中確認。在該情況下,稅項亦分別在其他全面收入或直接在權益中確認。

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

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財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.19 Current and deferred income tax (Cont'd)

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. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except for deferred income tax liability 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.

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 tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Employee benefits

(i) Employee leave entitlements

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

(ii) Retirement benefits

The Group participates in various defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.19 即期及遞延所得稅(續)

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

遞延所得稅資產只於可能出現日後應課稅溢利抵銷暫時差額時方會確認。

遞延所得稅按投資於附屬公司、聯營公司及共同控制實體所產生之暫時差額作出撥備，惟本集團可控制撥回暫時差額之遞延所得稅負債時間，且暫時差額在可見未來不會撥回者則除外。

當有法定可執行權力將即期稅項資產與即期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.20 僱員福利

(i) 僱員假期福利

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

(ii) 退休福利

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.20 Employee benefits (Cont'd)

(ii) Retirement benefits (Cont'd)

The schemes are generally funded through payments to insurance companies or state/trustee-administered funds. The Group pays contributions to publicly or privately administered funds on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. 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 is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each balance sheet date, 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 statements, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. 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.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.20 僱員福利(續)

(ii) 退休福利(續)

計劃一般透過向保險公司或國家受託人管理之基金作出供款撥資。本集團按強制性、合約或自願基準向公共或私人管理退休計劃作出供款。一經作出供款後，本集團並無進一步付款責任。供款於到期應付時確認為僱員福利支出。預付供款在可取得退回現金或可扣減日後付款的情況下確認為資產。

(iii) 股份酬金

本集團實行兩項以股本結算的股份酬金計劃，以本集團之權益工具(購股權)作為實體取得僱員服務之代價。授出購股權所相應獲得的僱員服務公平值確認為開支。列為開支的總額乃參考已授購股權的公平值釐定：

- 包括任何市場業績條件(例如實體股份價格)；
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括非歸屬條件影響(例如要求僱員儲蓄)。

非市場歸屬條件包括在預期歸屬購股權數目的假設。支銷的總金額於歸屬期間確認，歸屬期間為達成所有特定歸屬條件的期間。於各結算日，本集團根據非市場歸屬條件修訂預期歸屬購股權的估計。本集團會於綜合收益表確認修訂原來估計(如有)的影響，並相應調整股本。

於購股權獲行使時，本公司會發行新股。扣除任何直接應佔交易成本所收取的所得款項於購股權獲行使時計入股本(面值)及股份溢價。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.20 Employee benefits (Cont'd)

(iii) Share-based compensation (Cont'd)

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to the subsidiary. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

The social security contributions payable in connection with the grant of the share options is considered an integral part of the grant itself, and the charge will be treated as a cash-settled transaction.

(iv) Bonus plan

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

2.21 Provisions

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

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

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

2.22 Revenue recognition

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

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.20 僱員福利(續)

(iii) 股份酬金(續)

本公司向集團附屬公司的職工授予以其權益工具的購股權，被視為附屬公司資本投入。收取職工服務的公允價值，參考授出日的公允價值計量，並在等待期內確認，作為對附屬公司投資的增加，並相對應權益貸記。

就授出購股權應付的社會保障供款被視為授出本身的組成部分，及支出將被視為以現金結算的交易。

(iv) 花紅計劃

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

2.21 撥備

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

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

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

2.22 收入確認

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

本集團於收入金額能可靠計算，及日後可能有經濟利益流入實體，且已符合下述本集團各業務之特定條件時確認收入。本集團按過往業績作出估計，並考慮客戶種類、交易種類及各項安排之細節。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.22 Revenue recognition (Cont'd)

(a) Sales of goods

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

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

(b) Sub-contracting income

Sub-contracting income is recognized when services are rendered.

(c) Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

(d) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.23 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated income statement on a straight-line basis over the expected lives of the related assets.

2.24 Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalized during the period of time that is required to complete and prepare the assets for its intended use. Other borrowing costs are charged to the consolidated income statement in the period in which they are incurred.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.22 收入確認(續)

(a) 銷售貨品

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

於交付貨品及提供服務前自客戶獲取之預付款項列賬為預收款項。

(b) 分包收入

分包收入以提供服務時確認。

(c) 利息收入

利息收入採用實際利率法確認。倘貸款和應收款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具的原實際利率折現值，並繼續將折現計算並確認為利息收入。

(c) 股息收入

股息收入在收取款項的權利確定時確認。

2.23 政府補貼

當能夠合理地保證政府補貼將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公平值確認入賬。

與成本有關之政府補貼遞延入賬，並配合按擬補償之成本所需期間計入綜合收益表中。

與購買物業、機器及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法在綜合收益表列賬。

2.24 借貸成本

建造任何合資格資產時，於完成及籌備資產作其擬定用途期間所發生的借貸成本將予以資本化。期內，其他借貸成本於綜合收益表扣除處理。

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財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.25 Leases

(a) Operating leases

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

(b) Finance leases

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

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

2.26 Contingent liabilities

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

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

2.27 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 shareholders or directors, where appropriate.

綜合財務報表附註(續)

2. 編製基準與重要會計政策概要(續)

2.25 租賃

(a) 經營租賃

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

(b) 融資租賃

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

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

2.26 或有負債

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

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

2.27 股息分派

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

(a) Market risk

(i) Foreign exchange risk

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

The Group mainly operates in HK, the PRC and Macau. Except for those cash and bank balances denominated in foreign currency, transactions are mainly conducted in the functional currency of each group entity. The foreign currency risk arising from recognised assets and liabilities is considered to be minimal.

The conversion of Renminbi ("RMB") into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

For the year ended 31 March 2011, the cash and bank balance denominated in US dollar ("US\$") of the subsidiary in the PRC exposes the Group to foreign exchange risk. If US\$ had strengthened/weakened by 4% against the RMB with all other variables held constant, profit for the year would have been approximately HK\$1,863,140 (2010: HK\$2,422,336) higher/lower mainly as a result of foreign exchange gains/losses on translation of US\$ denominated cash and bank balance.

綜合財務報表附註(續)

3. 財務風險管理

3.1 財務風險因素

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

(a) 市場風險

(i) 外匯風險

本集團涉及多種貨幣之風險，主要為美元與人民幣。本集團透過定期審閱和不斷監察所承受外匯風險而管理其外匯風險。本集團以適當參與對沖產生與減低風險。

本集團主要於中國、香港和斯里蘭卡營運。除了該現金及銀行結餘以外幣計算，交易主要以每個集團實體之功能貨幣進行。確認為資產與負債所產生之外幣風險被認為低。

兌換人民幣(「人民幣」)為外幣，須遵守的由中國政府頒佈有關外匯管制的規則和條例。

截至2011年3月31日止年度，現金及銀行結餘以美元(「美元」)計算之番禺附屬公司產生本集團外匯風險。倘美元兌人民幣增強/轉弱4%，而其他可變因素保持不變，年度溢利將增加/減少1,863,140港元(2010年：2,422,336港元)，主要由於轉換為美元計算之現金及銀行結餘之外匯風險。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(a) Market risk (Cont'd)

(ii) Cash flow and fair value interest rate risk

Except for the structured deposits and bonds, cash at bank, short-term bank deposits and borrowings, details of which are disclosed in Notes 12, 17 and 20 respectively, the Group has no other significant interest-bearing assets or liabilities.

Structured deposit and bonds, bank deposits and borrowings at variable rates expose the Group to cash flow interest rate risk. The Group manages its interest rate risk by performing regular reviews and continually monitoring its interest rate exposures. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

For the year ended 31 March 2011, if the market interest rates for structured deposits and bonds, and short-term bank deposits had been 50 basis points (2010: 50 basis points) higher/lower with all other variables held constant, the Group's net profit would have been approximately HK\$690,000 (2010: HK\$1,881,000) higher/lower.

For the year ended 31 March 2011, if the market interest rates for floating rate bank borrowings had been 50 basis points (2010: 50 basis points) higher/lower with all other variables held constant, the Group's net profit would have been approximately HK\$803,000 (2010: HK\$123,000) lower/higher.

(b) Credit risk

Credit risk arises from structured deposits and bonds, trade and bills receivables, deposits and other receivables, derivative financial instruments and cash and bank balances.

At 31 March 2011 and 2010, substantially all the structured deposits and bonds, cash and bank balances as detailed in Notes 12 and 17 are held in major financial institutions located in Hong Kong, PRC, Sri Lanka and Macau; all derivative financial instruments are also entered into with major financial institutions which management believes are of high credit quality. Management does not expect any losses arising from non-performance by these financial institutions.

綜合財務報表附註(續)

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險
除結構性存款與債券、銀行現金及短期銀行存款與借貸，其詳情分別載列於附註12、附註17與附註20外，本集團並無其他重大計息資產或負債。

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

截至2011年3月31日止年度，倘結構性存款與債券及短期銀行存款之市場利率上升/下降50基點(2010年：50基點)，而其他可變因數維持不變，本集團純利將增加/減少約690,000港元(2010年：1,881,000港元)。

截至2011年3月31日止年度，倘以浮動利率計算之銀行借貸之市場利率上升/下降50基點(2010年：50基點)，而其他可變因數維持不變，本集團純利將減少/增加約803,000港元(2010年：123,000港元)。

(b) 信貸風險

信貸風險來自結構性存款與債券、應收賬款及票據、存款與其他應收賬款、衍生金融工具及現金及銀行結餘。

於2011年與2010年3月31日，誠如附註12與附註17所詳列，所有結構性存款與債券、現金及銀行存款存放於香港、中國、斯里蘭卡及澳門主要金融機構；所有衍生金融工具均由管理層認為屬高信貸質素的主要金融機構訂立。管理層並不預期會出現任何因該等金融機構不履約而產生的虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(b) Credit risk (Cont'd)

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

(c) Liquidity risk

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

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

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

The table below analyse the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows.

綜合財務報表附註(續)

3. 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團亦有政策確保銷售予有良好信貸記錄的客戶，而且本集團會定期評估客戶信貸。客戶信貸質素乃按其財務狀況、過往經驗及其他因素作出評估。一般而言，本集團並無要求借款人提供抵押品。現有借款人於過往期間並無重大欠付記錄。本集團過往未收回的應收賬款及其他應收款一般並沒有超出已計提的壞賬準備金額，並且董事認為財務報表中就不可收回的應收款項已計提足夠的壞帳準備。

(c) 流動性風險

審慎的流動性風險管理，意味著維持充足的現金並通過充足的信貸額度獲得資金。

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

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

下表為本集團和本公司於結算日至合約到期日的剩餘期間的財務負債情況的分析。於表中披露的金額為合約性未折算現金流量。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

(i) Group

At 31 March 2011:	於 2011 年 3 月 31 日 :	Within 1 year 1 年內 HK\$'000 千港元	Between 1 and 2 years 1 年至 2 年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Borrowings	借貸	174,024	98	174,122
Trade and bills payables	應付賬款及票據	774,513	—	774,513
Net settled derivatives	淨額結算衍生工具	472	—	472
Accruals and other payables	應計項目及其他應付款項	360,470	—	360,470
Amount due to an associate	應付聯營公司款項	2,736	—	2,736
Total	總計	1,312,215	98	1,312,313
At 31 March 2010:	於 2010 年 3 月 31 日 :			
Borrowings	借貸	75,351	882	76,233
Trade and bills payables	應付賬款及票據	805,291	—	805,291
Accruals and other payables	應計項目及其他應付款項	354,356	—	354,356
Amount due to an associate	應付聯營公司款項	5,250	—	5,250
Total	總計	1,240,248	882	1,241,130

The table below analyses the Group's derivative financial instruments which will be settled on a gross basis into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

下表為本集團資產負債表至合約到期日的剩餘期間的以毛額基準結算的衍生金融工具的分析。於表中披露的金額為合約性未折算現金流量。

		Less than 1 month 少於 1 個月 HK\$'000 千港元	Between 1 and 3 months 1 至 3 個月 HK\$'000 千港元	Between 3 months and 1 year 3 個月至 1 年 HK\$'000 千港元	Over 1 year 1 年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2011	於 2011 年 3 月 31 日					
Forward currency contracts:	遠期貨幣合約 :					
Inflow	流入	62,246	396,819	1,050,403	—	1,509,468
Outflow	流出	(61,871)	(394,593)	(1,044,454)	—	(1,500,918)
At 31 March 2010	於 2010 年 3 月 31 日					
Forward currency contracts:	遠期貨幣合約 :					
Inflow	流入	104,512	305,408	642,868	38,820	1,091,608
Outflow	流出	(104,465)	(304,448)	(642,161)	(38,693)	(1,089,767)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

(ii) Company

		Within 1 year 1 年內 HK\$'000 千港元
At 31 March 2011:	於 2011 年 3 月 31 日 :	
Accruals and other payables	應計項目及其他應付款項	3,576
Amounts due to subsidiaries	應付附屬公司款項	4,734
		8,310
At 31 March 2010:	於 2010 年 3 月 31 日 :	
Accruals and other payables	應計項目及其他應付款項	3,109
Amounts due to a subsidiary	應付一間附屬公司款項	1,062
		4,171

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.

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowing divided by total capital. Total borrowings include current and non-current borrowings as shown in the consolidated balance sheet, and total capital is the amount of 'equity' as shown in the consolidated balance sheet. The gearing ratios were as follows:

3.2 資金風險管理

本集團的資金管理政策為保障本集團能繼續營運，以為股東提供回報，同時兼顧其他股權持有人之利益，並維持最佳之資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整向股東派付之股息金額、向股東發還資金、發行新股或出售資產以減低債務。

與其他同業相同，本集團以資本負債比率監察資本。此比率按照借貸總額除以資本總額計算。借貸總額包括綜合資產負債表所列的流動與非流動借貸及資本總額為綜合資產負債表所列的「權益」。資本負債比率如下：

		2011 2011 年 千港元 HK\$'000	2010 2010 年 千港元 HK\$'000
Total borrowings	借貸總額	174,122	74,357
Total capital	資本總額	3,887,580	3,319,953
Gearing ratio	資本負債比率	4%	2%

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.2 Capital risk management (Cont'd)

The increase in the gearing ratio during the year ended 31 March 2011 was mainly resulted from the new borrowings obtained by a subsidiary in Sri Lanka, Textured Jersey Lanka Limited ("PT Sri Lanka" and formerly known as Textured Jersey Lanka (Private) Limited) for its expansion of operations.

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different methods have been defined, by level; as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- 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 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value at 31 March 2011.

		Level 1 第 1 層 HK\$'000 千港元	Level 2 第 2 層 HK\$'000 千港元	Level 3 第 3 層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Derivative financial instruments (Note 16)	衍生金融工具 (附註 16)	—	5,669	—	5,669
Available-for-sale financial assets (Note 11)	可供出售金融資產 (附註 11)				
– Equity securities	– 權益證券	55	—	—	55
– Club debentures	– 會籍債券	—	1,741	—	1,741
Total assets	資產總額	55	7,410	—	7,465
Liabilities	負債				
Derivative financial instruments (Note 16)	衍生金融工具 (附註 16)	—	(587)	—	(587)

綜合財務報表附註 (續)

3. 財務風險管理 (續)

3.2 資金風險管理 (續)

截至2011年3月31日止年度期間，資本負債比率增加主要因一間斯里蘭卡附屬公司Textured Jersey Lanka Limited (「PT斯里蘭卡」，前稱Textured Jersey Lanka (Private) Limited) 用作擴充營運之新造借貸所致。

3.3 公平值估計

以下表為以估值法分析按公平值入賬的金融工具。不同方法以層級的定義如下：

- 相同資產或負債在活躍市場的報價(未經調整)(第1層)。
- 除了第1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2層)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)。

下表顯示本集團資產和負債按2011年3月31日計量的公允價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.3 Fair value estimation (Cont'd)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 March 2010.

		Level 1 第 1 層 HK\$'000 千港元	Level 2 第 2 層 HK\$'000 千港元	Level 3 第 3 層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Derivative financial instruments (Note 16)	衍生金融工具 (附註 16)	—	4,961	—	4,961
Available-for-sale financial assets (Note 11)	可供出售金融資產 (附註 11)				
– Equity securities	– 權益證券	39	—	—	39
– Club debentures	– 會籍債券	—	1,741	—	1,741
Total assets	資產總額	39	6,702	—	6,741
Liabilities	負債				
Derivative financial instruments (Note 16)	衍生金融工具 (附註 16)	—	(1,312)	—	(1,312)

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise equity investments traded on The Stock Exchange of Hong Kong Limited and are classified as available-for-sale.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) 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.

綜合財務報表附註 (續)

3. 財務風險管理 (續)

3.3 公平值估計 (續)

下表顯示本集團資產和負債按2010年3月31日計量的公允價值。

在活躍市場買賣的金融工具的公允價值根據資產負債表日的市場報價列賬。當報價可即時和定期從證券交易所、交易商、經紀、業內人士、定價服務者或監管代理獲得，而該等報價代表按公平交易基準進行的實際和常規市場交易時，該市場被視為活躍。本集團持有的金融資產的市場報價為當時買方報價。此等工具包括在第1層。工具包括在第1層包括在香港聯合交易所有限公司股權投資交易，並分類為可供出售。

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術儘量利用可觀察市場數據(如有)，儘量少依賴主體的特定估計。如計算一金融工具的公允價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2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3層。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

3. FINANCIAL RISK MANAGEMENT (Cont'd)

3.3 Fair value estimation (Cont'd)

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

There were no transfers of financial assets between level 1 and level 2 fair value hierarchy classifications.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in the future periods.

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

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

綜合財務報表附註(續)

3. 財務風險管理(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:

- 同類型工具的市場報價或交易商報價。
- 利率互換的公允價值根據可觀念收益曲線，按估計未來現金流量的現值計算。
- 遠期外匯合同的公允價值利用資產負債表日期的遠期匯率釐定，而所得價值折算至現值。
- 其他技術，例如折算現金流量分析，用以釐定其餘金融工具的公允價值。

第1與第2層公允價值層級分類之間並無金融資產的重大轉撥。

4. 重大會計估計及判斷

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

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

(a) 物業、廠房及設備之可使用年期

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

(b) 物業、廠房及設備、租賃土地及土地使用權減值

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

(b) Impairment of property, plant and equipment, leasehold land and land use rights (Cont'd)

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

(c) Net realisable value of inventories

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

(d) Provision for impairment of trade and other receivables

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

(e) Income taxes and deferred tax

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

綜合財務報表附註(續)

4. 重大會計估計及判斷(續)

(b) 物業、廠房及設備、租賃土地及土地使用權減值(續)

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

(c) 存貨可變現淨值

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

(d) 應收賬款及其他應收款項之減值撥備

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

(e) 所得稅及遞延稅項

本集團須在數個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大假設。有若干交易及計算無法確定最終稅款。本集團按是否須繳納額外稅項而確認預計稅務審核事宜的負債。倘該等事宜的最終稅務結果有異於最初紀錄的數額，有關差額將會影響釐定有關數額期間的即期及遞延所得稅資產撥備。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

5. SEGMENT INFORMATION

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

As all of the Group's business operations relate to the manufacturing and trading of textile products with similar economic characteristic, the executive directors review the performance of the Group as a single textile manufacturing segment. The operating segment representing manufacturing of textile products in the PRC, Sri Lanka, the associate in the PRC and the jointly controlled entities in Bangladesh, aggregately reported as one operating segment in these consolidated financial statements. The CODM also reviews the resources allocation and performs performance assessment based on the entity-wide financial information disclosed below.

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

綜合財務報表附註(續)

5. 分部資料

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

由於本集團之主要業務為具有類似經濟特徵的製造及買賣紡織品，執行董事審閱本集團之表現來自單一紡織製造部分。經營分部代表於中國、斯里蘭卡、中國的聯營公司及孟加拉共同控制實體製造紡織產品，而總計報告作為一個經營分部於綜合財務報表。首席經營決策者亦基於下文所披露實體性的財務資料，審閱資源分配和進行表現評估。

首席經營決策者定期審閱關鍵表現指標之摘要載列如下：

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Revenue	收入	7,180,664	5,883,413
Gross profit	毛利	1,289,959	1,221,764
Gross profit margin (%)	毛利率 (%)	18.0%	20.8%
EBITDA	利息、稅項、折舊及攤銷前溢利	1,378,025	1,269,692
EBITDA margin (%)	利息、稅項、折舊及攤銷前溢利率 (%)	19.2%	21.6%
Operating expenses	經營開支	284,947	319,858
Operating expenses /Revenue (%)	經營開支／收入 (%)	4.0%	5.4%
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	876,374	803,186
Net profit margin (%)	純利率 (%)	12.2%	13.7%
Total assets	資產總額	5,299,930	4,656,284
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	3,800,556	3,254,230
Inventories	存貨	1,501,452	1,173,632
Inventories turnover days	存貨周轉日數	83	76
Trade and bills receivables	應收賬款與票據	1,109,893	788,820
Trade and bills receivables turnover days	應收賬款與票據周轉日數	48	43
Trade and bills payables	應付賬款與票據	774,513	805,291
Trade and bills payables turnover days	應付賬款與票據周轉日數	49	53

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

5. SEGMENT INFORMATION (Cont'd)

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

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
PRC	中國	2,561,417	1,823,245
South East Asia	東南亞	1,683,907	1,215,817
Hong Kong	香港	954,623	1,126,974
Sri Lanka	斯里蘭卡	1,111,377	1,048,882
Africa	非洲	203,465	95,775
Others	其他	665,875	572,720
		7,180,664	5,883,413

Revenues of approximately HK\$1,582,637,000 (2010: HK\$1,270,135,000) are derived from a single external customer, accounting for approximately 22% (2010: 22%) of the Group's revenue.

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

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
PRC	中國	1,223,904	1,239,460
Hong Kong	香港	48,771	46,810
Sri Lanka	斯里蘭卡	191,491	213,064
Others	其他	99,668	102,366
		1,563,834	1,601,700

綜合財務報表附註(續)

5. 分部資料(續)

本集團按地區劃分之銷售乃以產品交付之最終目的地分類：

收入約1,582,637,000港元(2010年：1,270,135,000港元)乃來自單一外來客戶，佔本集團收入約22%(2010年：22%)。

本集團按地區劃分之非流動資產(金融工具與遞延稅項資產除外)如下：

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

6. LEASEHOLD LAND AND LAND USE RIGHTS

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

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))
At 1 April, as previously reported	於 4 月 1 日，如前呈報	27,188	27,931
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	(3,598)	(3,694)
At 1 April, as restated	於 4 月 1 日，經重列	23,590	24,237
Currency translation differences	外幣換算差額	774	21
Amortisation of prepaid operating lease payment	預付經營租約款項之攤銷	(671)	(668)
At 31 March	於 3 月 31 日	23,693	23,590

		Group 本集團		
		As at 31 March 於 3 月 31 日	As at 1 April 於 4 月 1 日	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))	2009 2009年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))
In PRC, held on:	於中國，持有：			
Leases of between 10 to 50 years	年期介乎 10 至 50 年之租約	17,299	17,005	17,409
In Sri Lanka, held on:	於斯里蘭卡，持有：			
Leases of between 10 to 50 years	年期介乎 10 至 50 年之租約	6,394	6,585	6,828
		23,693	23,590	24,237

綜合財務報表附註 (續)

6. 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益為預付經營租約款項，其賬面淨值分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

7. PROPERTY, PLANT AND EQUIPMENT

Group

綜合財務報表附註(續)

7. 物業、廠房及設備

本集團

		Leasehold land 租賃土地 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))	Buildings 樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvements, furniture and equipment 租賃 物業裝修、 傢具及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日							
Cost, as previously reported	成本，如前呈報	—	679,455	1,892,502	190,983	25,565	164,643	2,953,148
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	4,260	—	—	—	—	—	4,260
Cost, as restated	成本，經重列	4,260	679,455	1,892,502	190,983	25,565	164,643	2,957,408
Accumulated depreciation, as previously reported	累計折舊，如前呈報	—	(96,647)	(1,209,987)	(131,735)	(15,587)	—	(1,453,956)
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	(566)	—	—	—	—	—	(566)
Accumulated depreciation, as restated	累計折舊，經重列	(566)	(96,647)	(1,209,987)	(131,735)	(15,587)	—	(1,454,522)
Net book amount, as restated	賬面淨值，經重列	3,694	582,808	682,515	59,248	9,978	164,643	1,502,886
Year ended 31 March 2010	截至 2010 年 3 月 31 日止年度							
Opening net book amount, as previously reported	年初賬面淨值，如前呈報	—	582,808	682,515	59,248	9,978	164,643	1,499,192
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	3,694	—	—	—	—	—	3,694
Opening net book amount, as restated	年初賬面淨值，經重列	3,694	582,808	682,515	59,248	9,978	164,643	1,502,886
Currency translation differences	外幣換算差額	—	1,403	1,036	(16)	1	278	2,702
Additions	添置	—	—	146,844	10,552	2,465	92,465	252,326
Disposals	出售	—	(5,183)	(1,016)	(50)	(1,900)	—	(8,149)
Depreciation charge	折舊支出	(96)	(28,476)	(248,137)	(21,307)	(3,590)	—	(301,606)
Transfers	轉撥	—	181,948	26,139	7,097	—	(215,184)	—
Closing net book amount	年終賬面淨值	3,598	732,500	607,381	55,524	6,954	42,202	1,448,159

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財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

7. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Group (Cont'd)

綜合財務報表附註(續)

7. 物業、廠房及設備(續)

本集團(續)

		Leasehold land 租賃土地 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))	Buildings 樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvements, furniture and equipment 租賃 物業裝修、 傢具及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2010	於 2010 年 3 月 31 日							
Cost, as previously reported	成本，如前呈報	—	854,905	2,034,313	208,619	23,594	42,202	3,163,633
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	4,260	—	—	—	—	—	4,260
Cost, as restated	成本，經重列	4,260	854,905	2,034,313	208,619	23,594	42,202	3,167,893
Accumulated depreciation, as previously reported	累計折舊，如前呈報	—	(122,405)	(1,426,932)	(153,095)	(16,640)	—	(1,719,072)
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	(662)	—	—	—	—	—	(662)
Accumulated depreciation, as restated	累計折舊，經重列	(662)	(122,405)	(1,426,932)	(153,095)	(16,640)	—	(1,719,734)
Net book amount, as restated	賬面淨值，經重列	3,598	732,500	607,381	55,524	6,954	42,202	1,448,159
Year ended 31 March 2011	截至 2011 年 3 月 31 日止年度							
Opening net book amount, as previously reported	年初賬面淨值，如前呈報	—	732,500	607,381	55,524	6,954	42,202	1,444,561
Effect of adoption of HKAS17 (Amendment)	採納香港會計準則第 17 號 (修訂本)	3,598	—	—	—	—	—	3,598
Opening net book amount, as restated	年初賬面淨值，經重列	3,598	732,500	607,381	55,524	6,954	42,202	1,448,159
Currency translation differences	外幣換算差額	—	29,328	21,088	1,281	104	3,561	55,362
Additions	添置	—	3,922	99,952	9,104	1,066	91,028	205,072
Disposals	出售	—	—	(179)	(10)	—	—	(189)
Depreciation charge	折舊支出	(97)	(33,736)	(244,057)	(20,354)	(2,909)	—	(301,153)
Transfers	轉撥	—	6,025	53,003	3,016	—	(62,044)	—
Closing net book amount	年終賬面淨值	3,501	738,039	537,188	48,561	5,215	74,747	1,407,251
At 31 March 2011	於 2011 年 3 月 31 日							
Cost	成本	4,260	900,094	2,264,653	226,511	25,215	74,747	3,495,480
Accumulated depreciation	累計折舊	(759)	(162,055)	(1,727,465)	(177,950)	(20,000)	—	(2,088,229)
Net book amount	賬面淨值	3,501	738,039	537,188	48,561	5,215	74,747	1,407,251

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

7. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

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

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))
Cost of sales	銷售成本	296,881	295,419
General and administrative expenses	一般及行政開支	4,272	6,187
		301,153	301,606

At 31 March 2011, the carrying amount of property, plant and equipment pledged to secure banking facilities of the Group amounted to approximately HK\$88,759,000 (2010: HK\$86,415,000).

At 31 March 2011, property, plant and equipment of Nil (2010: HK\$1,494,000) were held under a finance lease.

綜合財務報表附註(續)

7. 物業、廠房及設備(續)

於綜合收益表內確認之折舊開支分析如下:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 - 附註 2.1(a)(i))
Cost of sales	銷售成本	296,881	295,419
General and administrative expenses	一般及行政開支	4,272	6,187
		301,153	301,606

於2011年3月31日，本集團獲取銀行融資而抵押之物業、廠房及設備的賬面值約為88,759,000港元(2010年：86,415,000港元)。

於2011年3月31日，融資租約持有之物業、廠房及設備為零港元(2010年：1,494,000港元)。

8. INTERESTS IN AND AMOUNTS DUE FROM / (TO) SUBSIDIARIES

8. 於附屬公司之權益與應收/(付)款項

		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	8	8
Loans to subsidiaries (Note (a))	附屬公司貸款(附註(a))	1,786,666	1,287,081
		1,786,674	1,287,089
Amounts due from subsidiaries (Note (b))	應收附屬公司款項(附註(b))	600,000	643,267
Amounts due to subsidiaries (Note (b))	應付附屬公司款項(附註(b))	4,734	1,062

Notes:

- (a) Loans to subsidiaries are unsecured and non-interest bearing. These loans have no fixed terms of repayment and are regarded as equity contributions to the subsidiaries.
- (b) The amounts due from/(to) subsidiaries are unsecured, non-interest bearing and repayable on demand.

附註:

- (a) 附屬公司貸款項為無抵押與免息。該貸款沒固定還款期，並確認為附屬公司權益貢獻。
- (b) 應收/(付)附屬公司款項為無抵押、免息及須要求償還。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

8. INTERESTS IN AND AMOUNTS DUE FROM / (TO) SUBSIDIARIES (Cont'd)

The following is a list of the principal subsidiaries as at 31 March 2011 and 2010:

Name of subsidiary 附屬公司名稱	Place of incorporation / establishment / operation 註冊／成立／運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之股本／註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
Shares held directly: 直接持有股份：					
Pacific Textured Jersey Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Pacific Textiles Overseas Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Pacific HK & China Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Pacific SPM Holdings Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Solid Ally International Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Lehan Resources Ltd.	British Virgin Islands 英屬處女群島	HK\$1 1 港元	100%	100%	Investment holding 投資控股
Fast Right Group Ltd. 正迅集團有限公司	British Virgin Islands 英屬處女群島	US\$1,000 1,000 美元	100%	100%	Investment holding 投資控股
Goodscore Ltd. 高績有限公司	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	100%	Investment holding 投資控股
Product Champion Limited	British Virgin Islands 英屬處女群島	US\$1 1 美元	100%	—	Investment holding 投資控股
Shares held indirectly: 間接持有股份：					
Pacific GT Limited (Note(i)) (附註 (i))	British Virgin Islands 英屬處女群島	US\$5,900,000 5,900,000 美元	95%	—	Investment holding 投資控股
Fillattice-Pacific Limited 互力有限公司	Hong Kong 香港	HK\$3,900,000 3,900,000 港元	100%	100%	Inactive 不活躍
Pacific Textiles Limited 互太紡織有限公司	Hong Kong 香港	HK\$103,000,000 103,000,000 港元	100%	100%	Trading of textile products 紡織品貿易
Pacific SPM Investment Limited 互太汽車紡織投資有限公司	Hong Kong 香港	HK\$1 1 港元	100%	100%	Investment holding 投資控股

綜合財務報表附註 (續)

8. 於附屬公司之權益與應收／(付)款項 (續)

以下表列於2011年與2010年3月31日之主要附屬公司：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

8. INTERESTS IN AND AMOUNTS DUE FROM / (TO) SUBSIDIARIES (Cont'd)

The following is a list of the principal subsidiaries as at 31 March 2011 and 2010: (Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation / establishment / operation 註冊／成立／運作地點	Issued and fully paid up share capital/registered capital 已發行及繳足之股本／註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
Shares held indirectly: (Cont'd) 間接持有股份：(續)					
Pacific (Nansha) Investments Limited 互太(南沙)投資有限公司	Hong Kong 香港	HK\$22,000,000 22,000,000 港元	100%	100%	Investment holding 投資控股
PCGT Limited (Note (i)) (附註(i))	Hong Kong 香港	HK\$3,900,000 3,900,000 港元	71.25%	—	Investment holding 投資控股
Pacific Overseas Textiles Macao Commercial Offshore Limited 互太海外紡織澳門離岸商業服務有限公司	Macau 澳門	MOPI,030,000 1,030,000 澳門幣	100%	100%	Trading of textile products 紡織品貿易
Pacific (Panyu) Textiles Limited 互太(番禺)紡織印染有限公司	PRC 中國	Registered/ paid up capital US\$89,700,000/ US\$72,700,000 註冊／繳足股本 89,700,000 美元／ 72,700,000 美元	100%	100%	Manufacturing and trading of textile products 紡織品製造及貿易
Pacific/Textured Jersey Ltd.	United Kingdom 英國	GBP100 100 英鎊	100%	100%	Fabrics agency 布匹代理
PT Sri Lanka	Sri Lanka 斯里蘭卡	Rs1,597,229,000 1,597,229,000 斯里蘭卡盧布	60%	60%	Manufacturing and trading of textile products 紡織品製造及貿易

Note:

(i) Contributions of approximately HK\$3,266,000 were received from non-controlling shareholders as share capital of these subsidiaries during the year ended 31 March 2011.

附註：

(i) 截至2011年3月31日止年度期間，收到非控制性股東約為3,266,000港元之貢獻為該附屬公司股本。

9. INTERESTS IN AN ASSOCIATE AND AMOUNT DUE TO AN ASSOCIATE

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Share of net assets (Note (a))	應佔資產淨值 (附註(a))	33,382	27,752
Amount due to an associate (Note(b))	應付聯營公司款項 (附註(b))	2,736	5,250

綜合財務報表附註(續)

8. 於附屬公司之權益與應收／(付)款項(續)

以下表列於2011年與2010年3月31日之主要附屬公司：(續)

9. 於聯營公司之權益與應付款項

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

9. INTERESTS IN AN ASSOCIATE AND AMOUNT DUE TO AN ASSOCIATE (Cont'd)

(a) Share of net assets

Movements of share of net assets of an associate is as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
At 1 April	於4月1日	27,752	23,201
Currency translation differences	外幣換算差額	1,381	74
Share of profit	分佔溢利	4,249	6,706
Disposal	出售	—	(2,229)
At 31 March	於3月31日	33,382	27,752

The Group's share of results, assets and liabilities, all of which are unlisted, are as follows:

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Total assets	資產總值	46,951	40,890
Total liabilities	負債總額	13,569	13,138
Revenue	收入	55,348	57,751
Profit for the year	年度溢利	4,249	6,706

The particulars of the associate as at 31 March 2011 and 2010 are set out as follows:

Name of an associate 聯營公司名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Registered capital 註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
SPM Automotive Textile Co., Ltd. 住江互太(廣州)汽車紡織產品有限公司	PRC 中國	US\$7,500,000 7,500,000 美元	33%	33%	Manufacturing and trading of vehicles related textile products 汽車相關紡織品製造及貿易

綜合財務報表附註(續)

9. 於聯營公司之權益與應付款項(續)

(a) 應佔資產淨值

應佔聯營公司資產淨值之變動如下:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
At 1 April	於4月1日	27,752	23,201
Currency translation differences	外幣換算差額	1,381	74
Share of profit	分佔溢利	4,249	6,706
Disposal	出售	—	(2,229)
At 31 March	於3月31日	33,382	27,752

本集團應佔非上市公司之業績、資產及負債如下:

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Total assets	資產總值	46,951	40,890
Total liabilities	負債總額	13,569	13,138
Revenue	收入	55,348	57,751
Profit for the year	年度溢利	4,249	6,706

於2011年及2010年3月31日聯營公司之詳情載列如下:

Name of an associate 聯營公司名稱	Place of incorporation/ establishment/ operation 註冊/成立/ 運作地點	Registered capital 註冊資本	Equity interest attributable to the Group 本集團應佔 股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
SPM Automotive Textile Co., Ltd. 住江互太(廣州)汽車紡織產品有限公司	PRC 中國	US\$7,500,000 7,500,000 美元	33%	33%	Manufacturing and trading of vehicles related textile products 汽車相關紡織品製造及貿易

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

9. INTERESTS IN AN ASSOCIATE AND AMOUNT DUE TO AN ASSOCIATE (Cont'd)

(b) Amount due to an associate

The amount due to an associate is unsecured, non-interest bearing and repayable on demand. The amount is denominated in RMB.

10. INTERESTS IN JOINTLY CONTROLLED ENTITIES

綜合財務報表附註(續)

9. 於聯營公司之權益與應付款項(續)

(b) 應付聯營公司款項

應付聯營公司款項為無抵押、無利息及須要求償還。金額以人民幣列值。

10. 於共同控制實體之權益

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Share of net assets (Note (a))	應佔資產淨值 (附註(a))	94,548	24,452
Cash contributed to a jointly controlled entity (Note (b))	共同控制實體現金貢獻 (附註(b))	—	77,747
Amount due from a jointly controlled entity (Note (c))	應收共同控制實體款項 (附註(c))	4,960	—
		99,508	102,199

(a) Share of net assets

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

(a) 應佔資產淨值

應佔共同控制實體資產淨值之變動如下:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
At 1 April	於4月1日	24,452	20,141
Currency translation difference	外幣換算差額	(3,514)	—
Capital injection	注資	84,295	12,724
Acquisition of additional interests	收購額外權益	13,293	—
Share of loss	分佔虧損	(23,978)	(8,413)
At 31 March	於3月31日	94,548	24,452

The Group's share of the results, assets and liabilities of the jointly controlled entities, all of which are unlisted, are as follows:

本集團應佔共同控制實體之非上市公司之業績、資產及負債如下:

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Total assets	資產總值	125,693	104,906
Total liabilities	負債總額	31,145	80,454
Revenue	收入	37,647	—
Loss for the year	年度虧損	(23,978)	(8,413)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

10. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Cont'd)

(a) Share of net assets (Cont'd)

The particulars of the jointly controlled entities as at 31 March 2011 and 2010 are set out as follows:

Name of jointly controlled entities 共同控制實體名稱	Place of incorporation/ establishment/ operation 註冊／成立／ 運作地點	Issued and fully paid up share capital/ registered capital 已發行及繳足之股本／註冊資本	Equity interest attributable to the Group 本集團應佔股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
Amigo Bangladesh Ltd. (Note (i)) (附註(ii))	Bangladesh 孟加拉共和國	Taka 390,000,000 390,000,000 塔卡	49.93%	42.33%	Manufacturing and trading of textile and garment products 紡織與成衣產品製造及貿易
Ananta Knitwear Ltd. (Note (i)) (附註(ii))	Bangladesh 孟加拉共和國	Taka 10,000,000 10,000,000 塔卡	49.93%	42.33%	Investment holding 投資控股
Ever Smart Bangladesh Ltd. (Note (i)) (附註(ii))	Bangladesh 孟加拉共和國	Taka 390,000,000 390,000,000 塔卡	49.93%	42.33%	Manufacturing and trading of textile and garment products 紡織與成衣產品製造及貿易
Kingston Bangladesh Ltd. (Note (i)) (附註(ii))	Bangladesh 孟加拉共和國	Taka 331,282,000 331,282,000 塔卡	49.93%	42.33%	Investment holding 投資控股
Queenston Bangladesh Ltd.	Bangladesh 孟加拉共和國	Taka 100,000 100,000 塔卡	49.93%	—	Investment holding 投資控股
Elegance Pacific Trading Limited (Note (i)) 互太益力堅貿易有限公司 (附註(ii))	British Virgin Islands 英屬處女群島	US\$1 1 美元	49.93%	42.33%	Trading of textile and garment products 紡織與成衣產品貿易
Fortune Joy International Ltd. 福愉投資有限公司	British Virgin Islands 英屬處女群島	US\$100 100 美元	51%	51%	Investment holding 投資控股
King Jumbo Investment Ltd.	British Virgin Islands 英屬處女群島	US\$5,030,000 5,030,000 美元	51%	51%	Investment holding 投資控股
CPAT (Singapore) Private Ltd. (Note (i)) (附註(ii))	Singapore 新加坡	US\$33,500,000 33,500,000 美元	49.93%	42.33%	Investment holding 投資控股

Note:

(i) On 8 December 2010, the Group acquired an additional 7.6% equity interest in CPAT (Singapore) Private Limited and no material goodwill is resulted.

綜合財務報表附註(續)

10. 於共同控制實體之權益(續)

(a) 應佔資產淨值(續)

於2011年及2010年3月31日共同控制實體之詳情載列如下：

附註:

(i) 於2010年12月8日，本集團收購CPAT (Singapore) Private Limited額外7.6%之股權並無產生重大商譽。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

10. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Cont'd)

- (b) **Cash contributed to a jointly controlled entity**
Balance represents cash contributed to a jointly controlled entity and the amount was subsequently capitalized as share capital of the jointly controlled entity during the year ended 31 March 2011.
- (c) **Amount due from a jointly controlled entity**
The amount due from a jointly controlled entity is unsecured, non-interest bearing and repayable on demand.

11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Listed equity securities in Hong Kong	香港上市之證券	55	39
Club debentures	會籍債券	1,741	1,741
		1,796	1,780
At 1 April	於4月1日	1,780	1,760
Reversal of impairment loss	減值虧損撥回	—	20
Net fair value gains on available-for-sale financial assets (Note 19)	可供出售金融資產淨公平值(附註19)	16	—
At 31 March	於3月31日	1,796	1,780
Market value of listed securities	上市證券市場值	55	39

The fair values of listed equity securities and club debentures are based on second hand market prices.

Available-for-sale financial assets are denominated in the HK\$.

綜合財務報表附註(續)

10. 於共同控制實體之權益(續)

- (b) **共同控制實體現金貢獻**
結餘為截至2011年3月31日止年度期間共同控制實體現金貢獻與其後資本化金額為共同控制實體股本。
- (c) **應收共同控制實體款項**
應收共同控制實體款項為無抵押、無利息及須要求償還。

11. 可供出售金融資產

上市證券及會籍債券之公平值乃根據二手市價釐定。

可供出售金融資產按港元列值。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

12. STRUCTURED DEPOSITS AND BONDS

綜合財務報表附註(續)

12. 結構性存款及債券

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Non-current:	非即期：		
Structured deposits	結構性存款	—	76,319
Bonds	債券	—	53,982
		—	130,301
Current:	即期：		
Structured deposits	結構性存款	78,092	116,589
Bonds	債券	38,791	77,678
		116,883	194,267
		116,883	324,568

The structured deposits and bonds are not quoted in active markets.

The structured deposits and bonds are issued by various banks ("issuer") and are not insured or guaranteed by any governmental agency or deposit protection schemes. Therefore, the Group is exposed to general credit risk of the issuer (Note 3.1(b)). These investments are principal protected by the issuer, interest bearing at variable floating rates and have maturity dates during the year ending 31 March 2012.

結構性存款和債券沒有活躍市場報價。

結構性存款和債券由不同的銀行(「發行人」)發行，並且沒有受任何政府機構或存款保障計劃保障或擔保。因此，本集團面臨發行人的一般信貸風險(附註3.1(b))。此項投資的本金受發行人保障，計息率以可變浮息計算，並且截至2012年3月31日止年度期間為到期日。

13. INVENTORIES

13. 存貨

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Raw materials	原料	1,177,057	893,214
Work-in-progress	在製品	161,399	145,368
Finished goods	製成品	162,996	135,050
		1,501,452	1,173,632

The cost of raw materials and consumables recognised as expense and included in cost of sales during the year amounted to HK\$5,242,340,000 (2010: HK\$4,098,582,000).

Inventories pledged as security for the banking facilities available to the Group amounted to approximately HK\$77,808,000 (2010: HK\$77,639,000).

本年度確認為開支，並計入銷售成本之原料與消耗品成本分別為5,242,340,000港元(2010年：4,098,582,000港元)。

本集團所獲銀行融資作出抵押之存貨約為77,808,000港元(2010年：77,639,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)
14. TRADE AND BILLS RECEIVABLES

綜合財務報表附註(續)
14. 應收賬款及票據

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Trade receivables	應收賬款	845,837	576,687
Bills receivables	應收票據	289,035	234,920
		1,134,872	811,607
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	(24,979)	(22,787)
		1,109,893	788,820

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

應收賬款及票據之賬面值與公平值相若。

Majority of the Group's sales are with credit terms of 30 to 60 days. Trade and bills receivables, based on goods delivered date were aged as follows:

本集團大部分銷售之信貸期介乎30至60天。應收賬款及票據之賬齡按貨品交付日期如下：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
0 - 60 days	0 - 60天	973,597	626,575
61 - 120 days	61 - 120天	143,556	168,724
121 days - 1 year	121天 - 1年	16,892	13,046
Over 1 year	超過1年	827	3,262
		1,134,872	811,607

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

本集團應收賬款及票據之賬面值按以下貨幣列值：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
HK\$	港元	507,480	362,333
RMB	人民幣	125,433	56,504
US\$	美元	501,959	392,518
Others	其他	—	252
		1,134,872	811,607

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

14. TRADE AND BILLS RECEIVABLES (Cont'd)

As at 31 March 2011, trade receivables of HK\$42,586,000 (2010:HK\$53,817,000) were past due but not impaired. These relate to a number of customers for whom there is no recent history of default. These trade receivables are aged as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Past due by:	已逾期：		
0 - 60 days	0 - 60天	42,586	53,817

As at 31 March 2011, trade receivables of HK\$82,599,000 (2010:HK\$65,759,000) were impaired and partially provided for. The amount of the provision was HK\$24,979,000 as at 31 March 2011 (2010: HK\$22,787,000). The individually impaired receivables mainly relate to customers which are in unexpectedly difficult economic situations. It was assessed that a portion of the receivables is expected to be recovered. These trade receivables are aged as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Past due by:	已逾期：		
0 - 60 days	0 - 60天	57,580	42,652
61 - 120 days	61 - 120天	15,864	13,480
121 days - 1 year	121天 - 1年	8,288	6,433
Over 1 year	超過1年	827	3,194
		82,559	65,759

Movements on the Group's provision for impairment of trade receivables are aged as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
At 1 April	於4月1日	22,787	14,886
Currency translation differences	外幣換算差額	750	—
Provision for impairment of trade receivables	應收賬款減值撥備	1,442	7,901
At 31 March	於3月31日	24,979	22,787

綜合財務報表附註(續)

14. 應收賬款及票據(續)

於2011年3月31日，逾期但並無減值之應收賬款為42,586,000港元(2010年：53,817,000港元)與若干客戶在最近並無壞賬記錄有關。該等應收賬款之賬齡如下：

於2011年3月31日，已減值及撥備之應收賬款為82,599,000港元(2010年：65,759,000港元)。於2011年3月31日，撥備金額為24,979,000港元(2010年：22,787,000港元)。該等應收賬款與若干客戶(包括遭遇未能預期之經濟困難之客戶)有關。據評估，預計收回部分應收款項。該等應收賬款之賬齡如下：

本集團應收賬款作出減值撥備之變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

14. TRADE AND BILLS RECEIVABLES (Cont'd)

The creation and release of provision for impaired receivables have been included in distribution and selling expenses in the consolidated income statement (Note 25). Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the reporting date is the carrying value of the receivables mentioned above. The Group does not hold any collateral as security.

15. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

綜合財務報表附註(續)

14. 應收賬款及票據(續)

已減值應收款撥備的設立及撥回已計入綜合收益表之分銷及銷售開支內(附註25)。計入撥備賬戶之款項一般在預期無法收回額外現金時撇銷。

於報告日期，最大信貸風險為上述應收賬款之賬面值。本集團並無持有任何抵押品作擔保。

15. 按金、預付款項及其他應收款項

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Rental, utility and other deposits	按金、公用服務及其他按金	7,813	5,375	—	—
Prepayments	預付款項	11,851	19,774	8	149
VAT receivable	增值稅應收款項	25,348	14,064	—	—
Other receivables	其他應收款項	1,343	27,277	—	—
		46,355	66,490	8	149

Deposits, prepayments and other receivables are denominated in the following currencies:

按金、預付款項及其他應收款項按下列貨幣計值：

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
HK\$	港元	15,186	6,540	8	149
RMB	人民幣	23,460	54,505	—	—
US\$	美元	7,404	3,951	—	—
Others	其他	305	1,494	—	—
		46,355	66,490	8	149

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

按金、預付款項及其他應收款項之賬面值與公平值相若。

The maximum exposure to credit risk at the reporting date is the carrying value of deposits, prepayment and other receivables mentioned above. The Group does not hold any collateral as security.

於報告日期，最大信貸風險為上述租金、預付款項及其他應收款項之賬面值。本集團並無持有任何抵押品作擔保。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

16. DERIVATIVE FINANCIAL INSTRUMENTS

綜合財務報表附註(續)

16. 衍生金融工具

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Non-current portion:	非即期部份：		
Forward foreign exchange contracts	遠期外匯合約－持作買賣		
- held for trading			
- Liabilities	－負債	—	(72)
Current portion:	即期部份：		
Forward foreign exchange contracts	遠期外匯合約－持作買賣		
- held for trading			
- Assets	－資產	5,669	4,961
- Liabilities	－負債	(587)	(1,240)

The notional principal amount of the Group's outstanding forward foreign currency contracts at the balance sheet date is HK\$1,416,106,000 (2010: HK\$907,642,000).

於結算日，未到期之本集團遠期外匯合約之名義本金額為1,416,106,000港元（2010年：907,642,000港元）。

The maximum exposure to credit risk at the balance sheet date is the carrying value of the derivative assets in the balance sheet.

於結算日，信貸風險之最高風險承擔為於資產負債表內之衍生資產之賬面值。

17. CASH AND BANK BALANCES

17. 現金及銀行結餘

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Cash at bank and in hand	銀行及手持現金	926,402	637,665	4,443	2,195
Short-term bank deposits	短期銀行存款	21,066	51,718	—	—
		947,468	689,383	4,443	2,195

The maximum exposure to credit risk at the balance sheet date is the carrying value of the cash and bank balances in the balance sheet.

最大信貸風險於結算日為於資產負債表之現金及銀行結餘之賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

17. CASH AND BANK BALANCES (Cont'd)

Cash and bank balances are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
HK\$	港元	382,756	313,109	2,691	1,500
RMB	人民幣	231,820	151,024	—	608
US\$	美元	310,908	223,164	1,654	87
Japanese Yen	日圓	198	89	98	—
Euro	歐元	19,969	10	—	—
Others	其他	1,817	1,987	—	—
		947,468	689,383	4,443	2,195

The Group's cash and bank balances denominated in RMB are deposited with banks in the PRC. The conversion of these RMB denominated balances into foreign currencies and the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC Government.

Cash at bank earns interest at floating rates based on daily bank deposit rates.

The effective interest rate and maturities of short-term bank deposits are as follows:

		Group 本集團	
		2011 2011年	2010 2010年
Effective interest rate	實際利率	2.08%	1.71%
Maturities	到期日	1-90days	1-90days

Cash and cash equivalents include the following for the purposes of the statement of cash flows:

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	947,468	689,383	4,443	2,195
Bank overdrafts (Note 20)	銀行透支 (附註 20)	(29,315)	(2,907)	—	—
Cash and cash equivalents	現金及現金等值物	918,153	686,476	4,443	2,195

綜合財務報表附註 (續)

17. 現金及銀行結餘 (續)

現金及銀行結餘按以下貨幣列值：

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
HK\$	港元	382,756	313,109	2,691	1,500
RMB	人民幣	231,820	151,024	—	608
US\$	美元	310,908	223,164	1,654	87
Japanese Yen	日圓	198	89	98	—
Euro	歐元	19,969	10	—	—
Others	其他	1,817	1,987	—	—
		947,468	689,383	4,443	2,195

本集團以人民幣列值之現金及銀行結餘乃存放於中國之銀行。兌換該等人民幣列值結餘為外幣以及匯款至中國境外須遵守中國政府頒布之外匯管制規則及規定。

銀行存款按銀行每日存款利率以浮息賺取利息。

短期銀行存款實際利率與到期日如下：

		Group 本集團	
		2011 2011年	2010 2010年
Effective interest rate	實際利率	2.08%	1.71%
Maturities	到期日	1-90days	1-90days

現金與現金等值物按現金流量表包括以下項目：

		Group 本集團		Company 本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	947,468	689,383	4,443	2,195
Bank overdrafts (Note 20)	銀行透支 (附註 20)	(29,315)	(2,907)	—	—
Cash and cash equivalents	現金及現金等值物	918,153	686,476	4,443	2,195

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

18. SHARE CAPITAL AND SHARE PREMIUM

(a) Share capital

		Group and Company 本集團與本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Authorised: 5,000,000,000 shares of HK\$0.001 each	法定： 每股面值 0.001 港元之 5,000,000,000 股份	5,000	5,000
Issued and fully paid: 1,432,936,000 shares of HK\$0.001 each	已發行及繳足： 每股面值 0.001 港元之 1,432,936,000 股份	1,433	1,433

(b) Share premium

In accordance with the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

(c) Share option scheme

The Share Option Scheme was approved and adopted by the shareholders of the Company on 27 April 2007. On 9 July 2007, the Board of Directors approved to grant options to 88 eligible full-time employees on 18 July 2007 to subscribe for a total of 22,820,000 shares of the Company at an exercise price of HK\$5.04 per share with vesting period of 3 years. The options are exercisable from 18 July 2010 to 17 July 2017 (both days inclusive), and shall expire on 18 July 2017.

Movements in the above share options are as follows:

		Number of share options 購股權數目	
		2011 2011年	2010 2010年
Balance at 1 April	於 4 月 1 日之結餘	19,410,000	20,790,000
Forfeited	沒收	(780,000)	(1,380,000)
Balance at 31 March	於 3 月 31 日之結餘	18,630,000	19,410,000

The share-based compensation expense recognised in the consolidated income statement for the year ended 31 March 2011 was HK\$1,446,000 (2010: HK\$6,793,000).

No options were granted or exercised during the period.

綜合財務報表附註(續)

18. 股本及股本溢價

(a) 股本

		Group and Company 本集團與本公司	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Authorised: 5,000,000,000 shares of HK\$0.001 each	法定： 每股面值 0.001 港元之 5,000,000,000 股份	5,000	5,000
Issued and fully paid: 1,432,936,000 shares of HK\$0.001 each	已發行及繳足： 每股面值 0.001 港元之 1,432,936,000 股份	1,433	1,433

(b) 股本溢價

根據開曼群島公司法第22章(1961年第三法例，經合併及修訂)，股份溢價可供分派予本公司股東，惟本公司於緊隨建議派發股息當日後，須有能力償還日常業務中到期的債項。

(c) 購股權計劃

購股權計劃已於2007年4月27日獲本公司股東批准及採納。於2007年7月9日，董事局批准於2007年7月18日向88名合資格全職僱員授出購股權，可按行使價每股5.04港元認購本公司合共22,820,000股股份，歸屬期為三年。購股權可於2010年7月18日至2017年7月17日(包括首尾兩天在內)行使，並於2017年7月18日屆滿。

上述購股權之變動如下：

		Number of share options 購股權數目	
		2011 2011年	2010 2010年
Balance at 1 April	於 4 月 1 日之結餘	19,410,000	20,790,000
Forfeited	沒收	(780,000)	(1,380,000)
Balance at 31 March	於 3 月 31 日之結餘	18,630,000	19,410,000

截至2011年3月31日止年度，綜合收益表確認為股份酬金支出為1,446,000港元(2010年：6,793,000港元)。

期內並無授出與行使購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

19. RESERVES

(a) Group

綜合財務報表附註(續)

19. 儲備

(a) 本集團

		Capital reserve 資本儲備	Statutory reserves 法定儲備	Foreign currency translation reserve 外幣換算 儲備	Share- based com- pen- sation reserve 股份 酬金儲備	Available- for-sale financial assets reserve 可供出售 金融資產儲備	Other reserve 其他儲備	Retained earnings 保留溢利	Total 總計
	Note 附註	HK\$'000 千港元 (Note(i)) (附註(i))	HK\$'000 千港元 (Note(ii)) (附註(ii))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note(iii)) (附註(iii))	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日	1,000	55,805	201,515	15,424	—	(3,559)	1,152,285	1,422,470
Profit attribute to equity holders of the Company	本公司權益持有人 應佔溢利	—	—	—	—	—	—	803,186	803,186
Currency translation differences	外幣換算差額	—	—	6,765	—	—	—	—	6,765
Share-based compensation expense	股份酬金支出	—	—	—	6,793	—	—	—	6,793
2008/09 final dividend	2008/09 末期股息	—	—	—	—	—	—	(171,952)	(171,952)
2009/10 interim dividend	2009/10 中期股息	—	—	—	—	—	—	(186,282)	(186,282)
At 31 March 2010	於 2010 年 3 月 31 日	1,000	55,805	208,280	22,217	—	(3,559)	1,597,237	1,880,980
Representing:	表示:								
Proposed final dividend	建議末期股息							243,599	
Others	其他							1,353,638	
								1,597,237	
At 1 April 2010	於 2010 年 4 月 1 日	1,000	55,805	208,280	22,217	—	(3,559)	1,597,237	1,880,980
Profit attribute to equity holders of the Company	本公司權益持有人 應佔溢利	—	—	—	—	—	—	876,374	876,374
Currency translation differences	外幣換算差額	—	—	112,700	—	—	—	—	112,700
Share-based compensation expense	股份酬金支出	—	—	—	1,446	—	—	—	1,446
Fair value gains on available-for-sale financial assets	可供出售金融資產 公平值收益	—	—	—	—	16	—	—	16
2009/10 final dividend	2009/10 末期股息	—	—	—	—	—	—	(243,599)	(243,599)
2010/11 interim dividend	2010/11 中期股息	—	—	—	—	—	—	(200,611)	(200,611)
At 31 March 2011	於 2011 年 3 月 31 日	1,000	55,805	320,980	23,663	16	(3,559)	2,029,401	2,427,306
Representing:	表示:								
Proposed final dividend	建議末期股息							272,258	
Others	其他							1,757,143	
								2,029,401	

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

19. RESERVES (Cont'd)

(b) Company

		Share-based compensation reserve 股份酬金儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日	15,424	390,367	405,791
Profit for the year	年度溢利	—	500,929	500,929
Share-based compensation expense	股份酬金支出	6,793	—	6,793
2008/09 final dividend	2008/09 末期股息	—	(171,952)	(171,952)
2009/10 interim dividend	2009/10 中期股息	—	(186,282)	(186,282)
At 31 March 2010	於 2010 年 3 月 31 日	22,217	533,062	555,279
Representing:	表示：			
Proposed final dividend	建議末期股息		243,599	
Others	其他		289,463	
			533,062	
At 1 April 2010	於 2010 年 4 月 1 日	22,217	533,062	555,279
Profit for the year	年度溢利	—	897,050	897,050
Share-based compensation expense	股份酬金支出	1,446	—	1,446
2009/10 final dividend	2009/10 末期股息	—	(243,599)	(243,599)
2010/11 interim dividend	2010/11 中期股息	—	(200,611)	(200,611)
At 31 March 2011	於 2011 年 3 月 31 日	23,663	985,902	1,009,565
Representing:	表示：			
Proposed final dividend	建議末期股息		272,258	
Others	其他		713,644	
			985,902	

Notes:

- (i) Capital reserve represents the difference between the nominal value of shares of subsidiaries acquired pursuant to a reorganisation in November 2004 over the nominal value of the share capital of the Company issued in exchange thereof.
- (ii) Statutory reserves represent legal reserve for a subsidiary incorporated in Macau and statutory reserve for a subsidiary incorporated in the PRC.

In accordance with the Macao Commercial Code, the subsidiary incorporated in Macau, Pacific Overseas Textiles Macao Commercial Offshore Limited, is required to set aside a minimum of 25% of its after-tax profit to legal reserve until the balance of this reserve reaches a level equivalent to 50% of its capital. The amount of legal reserve of the subsidiary has reached 50% of its capital.

The subsidiary established in the PRC are required to make appropriations to certain statutory reserves from profit for the year after offsetting accumulated losses from prior years and before profit distribution to equity holders. The percentages to be appropriated to such statutory reserve funds are determined according to the relevant regulations in the PRC or at the discretion of the subsidiary. Such statutory reserves can only be used to offset accumulated losses, to increase capital, or for special bonus or collective welfare of employees. These statutory reserves cannot be distributed to equity holders of the subsidiary.

綜合財務報表附註 (續)

19. 儲備 (續)

(b) 本公司

		Share-based compensation reserve 股份酬金儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日	15,424	390,367	405,791
Profit for the year	年度溢利	—	500,929	500,929
Share-based compensation expense	股份酬金支出	6,793	—	6,793
2008/09 final dividend	2008/09 末期股息	—	(171,952)	(171,952)
2009/10 interim dividend	2009/10 中期股息	—	(186,282)	(186,282)
At 31 March 2010	於 2010 年 3 月 31 日	22,217	533,062	555,279
Representing:	表示：			
Proposed final dividend	建議末期股息		243,599	
Others	其他		289,463	
			533,062	
At 1 April 2010	於 2010 年 4 月 1 日	22,217	533,062	555,279
Profit for the year	年度溢利	—	897,050	897,050
Share-based compensation expense	股份酬金支出	1,446	—	1,446
2009/10 final dividend	2009/10 末期股息	—	(243,599)	(243,599)
2010/11 interim dividend	2010/11 中期股息	—	(200,611)	(200,611)
At 31 March 2011	於 2011 年 3 月 31 日	23,663	985,902	1,009,565
Representing:	表示：			
Proposed final dividend	建議末期股息		272,258	
Others	其他		713,644	
			985,902	

附註：

- (i) 資本儲備為根據2004年11月之重組所收購附屬公司股份之面值與本公司就此發行之股本面值之差額。
- (ii) 法定儲備指於澳門註冊成立之一間附屬公司之合法儲備與於中國成立之一間附屬公司之法定儲備。

根據有關澳門商法典，於澳門註冊成立之附屬公司互太海外紡織澳門離岸商業服務有限公司須將其除稅後溢利最少25%撥入合法儲備，直至該儲備結餘達至相當於其股本50%為止。劃撥至該附屬公司合法儲備之金額已達其股本50%。

於中國成立之附屬公司要求將抵銷以往年度累計虧損年度溢利與分派溢利予股權持有人之前，劃撥款項以提撥若干法定儲備。提撥該法定儲備資金比率按相關中國法規或附屬公司自行決定來計算。該法定儲備只可用作抵銷累計虧損、增加資本或特別花紅或員工集團福利。該法定儲備不能分派予附屬公司之股權持有人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

19. RESERVES (Cont'd)

(b) Company (Cont'd)

Notes: (Cont'd)

- (iii) Other reserve represent the difference between the consideration paid to acquire additional interest in a subsidiary from non-controlling interest and the relevant carrying value of net assets acquired.

20. BORROWINGS

綜合財務報表附註 (續)

19. 儲備 (續)

(b) 本公司 (續)

附註：(續)

- (iii) 其他儲備指向一名非控制性權益收購一間附屬公司之額外權益已支付之代價以及有關所收購之資產賬面值之差額。

20. 借貸

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Non-current:	非即期：		
Long-term bank loans - secured	長期銀行貸款－有抵押	98	848
Current:	即期：		
Current portion of long-term bank loans - secured	長期銀行貸款即期部分	784	753
Short-term bank loans - secured	短期銀行貸款－有抵押	62,246	—
Trust receipts bank loans - secured	信託收據銀行貸款－有抵押	68,063	20,132
Bank overdrafts - secured	銀行透支－有抵押	29,315	2,907
Loan from a non-controlling interest of a subsidiary (Note(a))	一間附屬公司非控制性權益提供貸款 (附註(a))	13,616	49,638
Finance lease obligation (Note(b))	融資租賃承擔 (附註(b))	—	79
		174,024	73,509
Total bank and other borrowings	銀行與其他借貸總額	174,122	74,357

The carrying amounts of the borrowings are denominated in the following currencies:

借貸之賬面值乃以下列貨幣列值：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
US\$	美元	171,174	69,843
Sri Lankan Rupee ("LKR")	斯里蘭卡盧比 (「盧比」)	2,948	4,435
RMB	人民幣	—	79
		174,122	74,357

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

20. BORROWINGS (Cont'd)

The borrowings are repayable as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Within 1 year	1年內	174,024	73,509
Between 1 and 2 years	1至2年	98	848
		174,122	74,357

The effective interest rates at the balance sheet date were as follows:

		Group 本集團			
		2011 2011年		2010 2010年	
		US\$ 美元	LKR 盧比	US\$ 美元	LKR 盧比
Bank overdrafts	銀行透支	4.1%	13.0%	4.0%	22.0%
Bank loans and trust receipts bank loans	銀行貸款及 信託收據銀行貸款	—	8.5%	—	8.5%

The carrying amounts of all bank borrowings approximate their fair values.

Property, plant and equipment of HK\$88,759,000 (2010: HK\$86,415,000) and inventories of HK\$77,808,000 (2010: HK\$77,639,000) of the Group (Notes 7 and 13) are pledged as collaterals for the secured bank borrowings of HK\$160,506,000 (2010: HK\$24,640,000) and the banking facilities of the Group.

(a) **Loan from a non-controlling interest of a subsidiary**

The loan from a non-controlling interest of subsidiary is unsecured, non-interest bearing and repayable on demand.

The balance at 31 March 2011 will be capitalized as share capital of the subsidiary. The balance at 31 March 2010 was fully repaid during the year ended 31 March 2011.

綜合財務報表附註(續)

20. 借貸(續)

借貸之還款狀況如下：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Within 1 year	1年內	174,024	73,509
Between 1 and 2 years	1至2年	98	848
		174,122	74,357

於結算日實際利率如下：

		Group 本集團			
		2011 2011年		2010 2010年	
		US\$ 美元	LKR 盧比	US\$ 美元	LKR 盧比
Bank overdrafts	銀行透支	4.1%	13.0%	4.0%	22.0%
Bank loans and trust receipts bank loans	銀行貸款及 信託收據銀行貸款	—	8.5%	—	8.5%

所有銀行借貸之賬面值均與其公平值相若。

本集團物業、廠房及設置88,759,000港元(2010年：86,415,000港元)與存貨77,808,000港元(2010年：77,639,000港元)(附註7與13)用作為本集團之有抵押銀行借貸160,506,000港元(2010年：24,640,000港元)與銀行信貸之抵押品。

(a) **一間附屬公司非控制性權益提供貸款**

附屬公司非控制性權益提供貸款為無抵押、無利息及須按的要求償還。

於2011年3月31日之結餘將資本化為附屬公司之股本。於2010年3月31日之結餘已於2011年3月31日止年度期間全數償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

20. BORROWINGS (Cont'd)

(b) Finance lease obligation

Lease liability is effectively secured as the rights to the leased asset revert to the lessor in the event of default.

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Finance lease obligation - minimum lease payments: -Not later than 1 year	融資租賃承擔－ 最低租賃款項： －不超過1年	—	83
Future finance charges of finance lease	融資租賃日後財務支出	—	(4)
Present value of finance lease obligation	融資租賃承擔現值	—	79

21. DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Deferred tax assets: -Deferred tax asset to be recovered after more than 12 months	遞延稅項資產： －超過12個月後收回之 遞延稅項資產	6,580	4,950
Deferred tax liabilities: -Deferred tax liabilities to be settled after more than 12 months	遞延稅項負債： －超過12個月後支付之 遞延稅項負債	(29,114)	(16,751)
Deferred tax liabilities, net	遞延稅項負債，淨值	(22,534)	(11,801)

The gross movement in the deferred income tax account is as follows:

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
At 1 April	於4月1日	(11,801)	(4,825)
Currency translation differences	外幣換算差額	(769)	(40)
Charged to the consolidated income statement (Note 28)	於綜合收益表支銷 (附註28)	(9,964)	(6,936)
At 31 March	於3月31日	(22,534)	(11,801)

綜合財務報表附註(續)

20. 借貸(續)

(b) 融資租賃承擔

由於出現違約時租賃資產權利會轉回至出租人，故此租賃負債實際上是有抵押的。

21. 遞延所得稅

遞延稅項資產與遞延稅項負債分析如下：

遞延所得稅賬目之變動總額如下：

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

21. DEFERRED INCOME TAX (Cont'd)

The movement in deferred income tax assets and liabilities, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets:

		Decelerated tax depreciation allowance 減速稅項 折舊撥備 HK\$'000 千港元	Provisions for doubtful debts and staff benefits 呆賬與員工 利益撥備 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日	100	2,660	—	2,760
Credited to the consolidated income statement	於綜合收益表 貸記	70	2,120	—	2,190
At 31 March 2010	於 2010 年 3 月 31 日	170	4,780	—	4,950
Currency translation differences Credited to the consolidated income statement	外幣換算差額 於綜合收益表 貸記	—	—	1	1
		400	1,635	889	2,924
At 31 March 2011	於 2011 年 3 月 31 日	570	6,415	890	7,875

Deferred income tax liabilities:

		Accelerated tax depreciation allowance 加速稅項 折舊撥備 HK\$'000 千港元	Group 本集團 Undistributed profits of subsidiaries and an associate 附屬公司 與聯營公司 未分配溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於 2009 年 4 月 1 日	—	(7,585)	(7,585)
Currency translation differences Charged to the consolidated income statement	外幣換算差額 於綜合收益表 支銷	—	(40)	(40)
		—	(9,126)	(9,126)
At 31 March 2010	於 2010 年 3 月 31 日	—	(16,751)	(16,751)
Currency translation differences Charged to the consolidated income statement	外幣換算差額 於綜合收益表 支銷	(4)	(766)	(770)
		(4,349)	(8,539)	(12,888)
At 31 March 2011	於 2011 年 3 月 31 日	(4,353)	(26,056)	(30,409)

綜合財務報表附註(續)

21. 遞延所得稅(續)

未經考慮抵銷同一稅務司法權區的遞延所得稅資產及負債之變動結餘如下：

遞延所得稅資產：

	Group 本集團	Total 總計
Provisions for doubtful debts and staff benefits 呆賬與員工 利益撥備	2,660	2,660
Others 其他	—	—
Total 總計	2,660	2,660

遞延所得稅負債：

	Group 本集團	Total 總計
Undistributed profits of subsidiaries and an associate 附屬公司 與聯營公司 未分配溢利	(7,585)	(7,585)
Others 其他	(40)	(40)
Total 總計	(7,625)	(7,625)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)
22. TRADE AND BILLS PAYABLES

綜合財務報表附註(續)
22. 應付賬款及票據

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Trade payables	應付賬款	536,699	536,549
Bills payables	應付票據	237,814	268,742
		774,513	805,291

Trade and bills payables approximate their fair value.

應付賬款及票據之賬面值與其公平值相若。

Credit period granted by creditors generally ranges from 30 to 60 days.

貸方給予之信貸期一般介乎30至60天。

Trade and bills payables based on delivery date were aged as follows:

應付賬款及票據之賬齡按交貨日期如下：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
0 - 60 days	0 - 60天	500,271	605,209
61 - 120 days	61 - 120天	249,209	187,429
121 days - 1 year	121天 - 1年	24,093	10,067
Over 1 year	超過1年	940	2,586
		774,513	805,291

Trade and bills payables were denominated in the following currencies:

應付賬款及票據以下列貨幣計值：

		Group 本集團	
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
HK\$	港元	124,114	103,650
RMB	人民幣	68,804	79,258
US\$	美元	581,227	622,383
Others	其他	368	—
		774,513	805,291

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

23. ACCRUALS AND OTHER PAYABLES

綜合財務報表附註(續)

23. 應計項目及其他應付款項

		Group 本集團		Company 本公司	
		2011 2011年	2010 2010年	2011 2011年	2010 2010年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Accruals for operating expenses	營運開支之應計項目	127,896	127,467	3,551	3,077
Payables for purchase of property, plant and equipment	物業、廠房及設備 購買應付款	30,406	53,121	—	—
Provision for employee benefit and other related costs	僱員福利撥備及 其他相關成本	84,952	78,738	—	—
Provision for bonus	花紅撥備	32,420	25,000	—	—
Provision for customer claims	客戶索賠撥備	18,110	30,762	—	—
Others	其他	66,686	39,268	25	32
		360,470	354,356	3,576	3,109

Accruals and other payables are denominated in the following currencies:

應計項目及其他應付款項以下列貨幣計值：

		Group 本集團		Company 本公司	
		2011 2011年	2010 2010年	2011 2011年	2010 2010年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	113,094	89,660	3,576	3,109
RMB	人民幣	214,916	232,773	—	—
US\$	美元	32,285	31,745	—	—
Others	其他	175	178	—	—
		360,470	354,356	3,576	3,109

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

24. OTHER INCOME AND OTHER GAINS/(LOSSES) – NET

綜合財務報表附註(續)

24. 其他收入及其他收益/(虧損) – 淨

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Other income:	其他收入：		
Sub-contracting income	分包收入	6,620	9,600
Sale of residual materials	出售剩餘物料	36,308	26,866
Rental income	租金收入	7,480	6,849
Government grants	政府補貼	10,332	3,376
Sundry income	雜項收入	26,673	21,352
		87,413	68,043
Other gains/(losses) - net:	其他收益/(虧損) – 淨：		
Derivative financial instruments- forward foreign exchange contracts held for trading	衍生金融工具 – 遠期外匯合約持作買賣	6,756	8,608
Net foreign exchange losses	外匯虧損淨值	(3,251)	(9,432)
		3,505	(824)
		90,918	67,219

25. EXPENSES BY NATURE

25. 按性質細分的開支

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元 (Restated - Note 2.1(a)(i)) (經重列 – 附註 2.1(a)(ii))
Depreciation charge of property, plant and equipment (Note 7)	物業、廠房及設備折舊支出(附註 7)	301,153	301,606
Amortisation expense of leasehold land and land use rights (Note 6)	租賃土地及土地使用權攤銷(附註 6)	671	668
Cost of raw materials and consumables used (Note 13)	原材料與消耗品應用成本(附註 13)	5,242,340	4,098,582
Provision for impairment of trade receivables (Note 14)	應收賬款減值撥備(附註 14)	1,442	7,901
Employee benefit expense (including directors' emoluments) (Note 26)	僱員福利支出(包括董事酬金)(附註 26)	466,534	388,530
Operating lease payments in respect of land and buildings	土地及樓宇經營租約開支	5,024	4,176
Gain on disposal of property, plant and equipment (Note 31(b))	出售物業、廠房及設備之收益(附註 31(b))	(1,273)	(8,998)
Reversal for slow-moving and obsolete inventories	滯銷及陳舊存貨撥回	(3,063)	(6,359)
Auditor's remuneration	核數師酬金	2,163	2,326
Other expenses	其他開支	160,661	193,075
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售開支與一般及行政開支	6,175,652	4,981,507

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

26. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

綜合財務報表附註(續)

26. 僱員福利支出(包括董事酬金)

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元
Wages, salaries, bonus and allowances	工資、薪金、花紅及津貼	430,795	377,972
Termination benefit	長期服務金撥備	885	437
Retirement benefit - defined contribution schemes (Note (a))	退休福利－定額供款計劃 (附註(a))	14,974	3,223
Staff welfare and benefits	員工福利及利益	18,434	105
Share-based compensation expense	股份酬金支出	1,446	6,793
		466,534	388,530

(a) Retirement benefit - defined contribution schemes

The Company's subsidiary in the PRC is a member of the state-managed retirement benefits scheme operated by the Government of the PRC. The Group contributes a certain percentage of the basic salaries of the subsidiary's employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-managed retirement plans are responsible for the entire pension obligations payable to the retired employees.

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

The Group has arranged for its Sri Lanka employees to join the Employees' Provident Fund ("EPF") and Employees' Trust Fund ("ETF"). Under these defined contribution plans, the Group contributes 12% and 3% of the employees' monthly gross emoluments to the EPF and ETF, respectively.

(a) 退休福利－定額供款計劃

本公司於中國之附屬公司為中國政府所推行國家管理退休福利計劃之成員。本集團按附屬公司僱員基本薪金若干百分比作出供款，而除年度供款外，並無實際支付退休金或離職福利之進一步責任。國家管理之退休計劃負責向退休僱員支付所有退休金。

本集團已安排其香港僱員參加強制性公積金計劃(「強積金計劃」)。該計劃為由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員按強制性公積金條例定義之僱員收入之5%每月向計劃作出供款。本集團及僱員供款均以每月1,000港元為上限，其後作出之供款屬自願性質。

本集團已安排其斯里蘭卡僱員參加僱員公積金計劃(「公積金計劃」)及僱員信託基金(「僱員信託基金」)。根據該等定額供款計劃，本集團分別按僱員每月酬金總額之12%及3%向公積金計劃及僱員信託基金供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

26. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Cont'd)

(b) Directors' emoluments

The remuneration of every director for the year ended 31 March 2011 is set out below:

		Fees 袍金	Salaries 薪金	Discretionary bonuses 酌情花紅	Employer's contribution to retirement schemes 退休計劃之 僱主供款	Share-based compensation expense 股份酬金 支出	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Ip Ping Im	葉炳棧	—	—	—	—	—	—
Choi Kin Chung	蔡建中	—	—	—	—	—	—
Wan Wai Loi	尹惠來	1,500	2,790	4,969	12	—	9,271
Tsang Kang Po	曾鏡波	1,000	2,900	4,468	12	—	8,380
Lam Wing Tak	林榮德	1,000	2,900	4,234	12	—	8,146
Lam King Man	林景文	1,000	1,710	2,897	12	—	5,619
Lam Hing Chau, Leon	林興就	1,000	1,445	878	12	84	3,419
Lau Yiu Tong	劉耀棠	—	—	—	—	—	—
Chan Yue Kwong, Michael	陳裕光	150	—	—	—	—	150
Ng Ching Wah	伍清華	150	—	—	—	—	150
Sze Kwok Wing, Nigel	施國榮	150	—	—	—	—	150
		5,950	11,745	17,446	60	84	35,285

The remuneration of every director for the year ended 31 March 2010 is set out below:

截至2010年3月31日止年度，各董事之酬金如下：

		Fees 袍金	Salaries 薪金	Discretionary bonuses 酌情花紅	Employer's contribution to retirement schemes 退休計劃之 僱主供款	Share-based compensation expense 股份酬金 支出	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Ip Ping Im	葉炳棧	—	—	—	—	—	—
Choi Kin Chung	蔡建中	—	—	—	—	—	—
Wan Wai Loi	尹惠來	1,500	2,790	5,786	12	—	10,088
Tsang Kang Po	曾鏡波	1,000	2,900	4,099	12	—	8,011
Lam Wing Tak	林榮德	1,000	2,900	4,317	12	—	8,229
Lam King Man	林景文	1,000	1,730	2,701	12	—	5,443
Lam Hing Chau, Leon (appointed on 21 September 2009)	林興就 (於2009年9月21日委任)	583	820	480	7	148	2,038
Ho Hsiang Ming, James (resigned on 28 August 2009)	賀象文 (於2009年8月28日辭任)	—	—	—	—	—	—
Lau Yiu Tong	劉耀棠	—	—	—	—	—	—
Chan Yue Kwong, Michael	陳裕光	150	—	—	—	—	150
Ng Ching Wah	伍清華	150	—	—	—	—	150
Sze Kwok Wing, Nigel	施國榮	150	—	—	—	—	150
		5,533	11,140	17,383	55	148	34,259

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

26. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Cont'd)

(c) **Five highest paid individuals**

The five individuals whose emoluments were the highest in the Group for the year ended 31 March 2011 and 2010 are directors, whose emoluments are reflected in the analysis presented above.

27. FINANCE INCOME AND COSTS

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Finance income:	財務收入：		
– Bank interest income	– 銀行利息收入	4,710	4,946
Finance costs:	財務成本：		
– Bank loans and overdrafts	– 銀行貸款及透支	3,219	3,508
– Finance lease obligations	– 融資租賃承擔	4	325
		3,223	3,833

28. INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% (2010:16.5%) on the estimated assessable profits for the year.

The new Corporate Income Tax Law of the People's Republic of China standardises the corporate income tax ("CIT") rate to 25% with effect from 1 January 2008. However, the subsidiary continues to enjoy a 50% reduction in the CIT rate in respect of certain portion of its taxable profit up to 31 December 2009 in accordance with the applicable tax regulations as a result of additional capital injections made in prior years to the subsidiary. The tax rate for the year ended 31 March 2010 is 25%.

The subsidiary established and operated in Sri Lanka, PT Sri Lanka, is exempted from income tax on its profits for 15 years from the first year of commencement of commercial operations in September 2001. After the expiration of the tax exemption period, the profits of PT Sri Lanka will be charged at the rate of 12% of a period of 8 years.

綜合財務報表附註(續)

26. 僱員福利支出(包括董事酬金)(續)

(c) **五名最高薪人士**

截至2011年及2010年3月31日止年度，本集團之最高薪人士為董事，彼等之酬金已於上列分析反映。

27. 財務收入及成本

28. 所得稅開支

香港利得稅乃就有關年內估計應課稅溢利按16.5% (2010年：16.5%) 作出撥備。

中華人民共和國新企業所得稅法自2008年1月1日起統一企業所得稅(「企業所得稅」)稅率為25%。然而，按照適用的稅務條例，由於前幾年增加注資於附屬公司，該附屬公司可就部分應課稅利潤繼續獲得寬減50%企業所得稅稅率至2009年12月31日。截至2010年3月31日止年度之稅率為25%。

於斯里蘭卡成立及經營之附屬公司PT斯里蘭卡自2001年9月投入商業運作首個年度起計15年，獲豁免就其溢利繳納所得稅。免稅期期滿後，PT斯里蘭卡的利潤將按稅率12%為期8年徵收。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

28. INCOME TAX EXPENSE (Cont'd)

The amount of income tax charged to the consolidated income statement represents:

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	120,180	94,660
– CIT	– 企業所得稅	67,415	48,084
– Overprovision in prior years	– 過往年度超額撥備	(14,121)	—
Deferred tax (Note 21)	遞延稅項 (附註 21)	9,964	6,936
		183,438	149,680

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

就本集團除所得稅前溢利之稅項與按適用於綜合實體溢利之加權平均稅率計算之理論金額之差異如下：

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Profit before income tax	所得稅前溢利	1,077,688	968,531
Tax calculated at weighted average domestic tax rate applicable to profits in respective countries	按適用於相關國家之加權平均地方稅率計算之稅項	184,206	138,904
Income not subject to tax	毋須課稅收益	(3,003)	(1,274)
Expenses not deductible for tax purposes	不可扣稅開支	7,817	2,924
Overprovision in prior year	過往年度超額撥備	(14,121)	—
Withholding tax on the distributable retained earnings of the Group's subsidiaries	本集團的附屬公司可分派保留溢利的預扣稅	8,539	9,126
		183,438	149,680

The weighted average domestic applicable tax rate was:

加權平均地方適用稅率如下：

		2011 2011年	2010 2010年
Weighted average domestic applicable tax rate	加權平均地方適用稅率	17.1%	14.3%

The increase in weighted average domestic applicable tax rate is caused by the increase in the PRC tax rate.

加權平均適用稅率增加因中國稅率增加所致。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

29. EARNINGS PER SHARE

(a) **Basic**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of shares in issue during the year.

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	876,374	803,186
Weighted average number of shares in issue (thousands)	已發行股份加權平均數 (千股)	1,432,936	1,432,936
Basic earnings per share (HK\$ per share)	每股基本盈利 (每股港元)	0.61	0.56

(b) **Diluted**

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares. The Company has one category of dilutive potential shares, which is shares options.

As the exercise price of the share options granted by the Company was higher than the average market price of the Company's shares for the year ended 31 March 2011, those outstanding share options granted, which amounted to 18,630,000 shares as at 31 March 2011 (2010: 19,410,000 shares) have no dilutive effect on earnings per share. Accordingly, diluted earnings per share is the same as basic earnings per share.

綜合財務報表附註 (續)

29. 每股盈利

(a) **基本**

每股基本盈利按本公司權益持有人應佔溢利除年內已發行股份加權平均數計算。

	2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Profit attributable to equity holders of the Company	876,374	803,186
Weighted average number of shares in issue (thousands)	1,432,936	1,432,936
Basic earnings per share (HK\$ per share)	0.61	0.56

(b) **攤薄**

每股攤薄盈利乃經調整未發行股份之加權平均數至假設兌換所有攤薄潛在股份計算。本公司有一類攤薄潛在股份，指購股權。

由於本公司授出之購股權之行使價高於截至2011年3月31日止年度本公司股份之平均市價，於2011年3月31日已授出但尚未行使之購股權之數目為18,630,000股（2010年：19,410,000股），對每股盈利並無攤薄影響。因此，每股攤薄盈利與每股基本盈利相等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)
30. DIVIDENDS

綜合財務報表附註(續)
30. 股息

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Interim dividend paid of HK 14 cents (2010: HK 13 cents) (Note(i))	已派付港幣 14 仙之中期股息 (2010 年：港幣 13 仙) (附註(i))	200,611	186,282
Special dividend paid of nil cents (2010: HK 22 cents)	已派付港幣零仙之特別股息 (2010 年：港幣 22 仙)	—	315,246
Proposed final dividend of HK19 cents (2010: HK17 cents) (Note (ii))	擬派付港幣 19 仙之末期股息 (2010 年：港幣 17 仙) (附註(ii))	272,258	243,599
		472,869	745,127

Notes:

- (i) On 25 November 2010, the Board of Directors of the Company declared an interim dividend of HK 14 cents per share, totalling HK\$200,611,000 for the six months ended 30 September 2010. The amount was paid on 6 January 2011.
- (ii) On 24 June 2011, the Board of Directors of the Company proposed a final dividend of HK19 cents per share for the year ended 31 March 2011. This proposed dividend is not reflected as dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 March 2012.

附註：

- (i) 於2010年11月25日，本公司董事局宣派截至2010年9月30日止六個月止中期股息每股港幣14仙，合共200,611,000港元。該等款項已於2011年1月6日支付。
- (ii) 於2011年6月24日，本公司董事局建議截至2011年3月31日止年度末期股息每股港幣19仙。擬派付股息並無於該等財務報表上反映為應付股息，但將於截至2012年3月31日止年度之保留溢利之分配中反映。

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash generated from operations

綜合財務報表附註(續)

31. 綜合現金流量表附註

(a) 經營業務所產生現金

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000 (Restated - Note 2.1(a)(i)) (經重列 - 附註2.1(a)(i))
Profit before income tax	所得稅前溢利	1,077,688	968,531
Adjustment for:	以下各項之調整：		
Share of profit of associates	應佔聯營公司溢利	(4,249)	(6,706)
Share of loss of jointly controlled entities	應佔共同控制實體虧損	23,978	8,413
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	301,153	301,606
Amortisation of leasehold land and land use rights	租賃土地及土地 使用權攤銷	671	668
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之得益	(1,273)	(8,998)
Interest income	利息收入	(4,710)	(4,946)
Interest expense	利息開支	3,223	3,833
Share-based compensation expense	股份酬金支出	1,446	6,793
Reversal of impairment loss on available-for-sale financial assets	可供出售金融資產之 減值虧損撥回	—	(20)
Operating profit before working capital changes	營運資金變動前之經營溢利	1,397,927	1,269,174
Increase in inventories	存貨增加	(327,820)	(411,992)
Increase in trade and bills receivables	應收賬款及票據增加	(321,073)	(188,690)
Decrease/(Increase) in deposits, prepayments and other receivables	按金、預付款項及其他 應收款項減少/(增加)	20,135	(48,201)
Increase in derivative financial instruments	衍生金融工具增加	(1,433)	(2,114)
(Decrease)/Increase in trade and bills payables	應付賬款及票據(減少)/增加	(30,778)	253,859
Increase/(Decrease) in trust receipts loans	信託收據貸款增加/(減少)	47,931	(25,303)
(Decrease)/Increase in accruals and other payables	應計項目及其他應付款項 (減少)/增加	(24,292)	103,242
(Decrease)/Increase in amount due to an associate	應付聯營公司款項 (減少)/增加	(2,514)	5,250
Cash generated from operations	經營業務所產生現金	758,083	955,225

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(Cont'd)

- (b) In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprise:

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Net book amount (Note 7)	賬面淨值 (附註 7)	189	8,149
Gain on disposal of property, plant and equipment (Note 25)	出售物業、廠房及設備之得益 (附註 25)	1,273	8,998
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,462	17,147

- (c) Acquisition of a subsidiary

On 18 May 2009, Solid Ally International Ltd., a wholly owned subsidiary of the Company, acquired the remaining 50% equity interest in Fillattice-Pacific Ltd. for a cash consideration of approximately HK\$2,229,000. Consequently, the Group's equity interest in Fillattice-Pacific Ltd. was increased from 50% to 100%.

Details of net assets acquired are as follows:

		HK\$'000 千港元
Purchase consideration	購買代價	
– Cash paid	– 已付現金	2,229

The assets and liabilities as of 18 May 2009 arising from the acquisition are as follows:

		Fair value 公平值 HK\$'000 千港元	Acquiree's carrying amount 收購方的賬面金額 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值物	4,613	4,613
Other receivables	其他應收賬款	14	14
Other payables	其他應付賬款	(169)	(169)
		4,458	4,458
Total purchase consideration for additional 50% equity interest	購買額外 50% 權益代價總值		2,229
Purchase consideration settled in cash	購買代價以現金支付		2,229
Cash and cash equivalents in subsidiary acquired	收購附屬公司現金及現金等值物		(4,613)
Cash inflow on acquisition of a subsidiary	收購一間附屬公司現金流入		(2,384)

綜合財務報表附註 (續)

31. 綜合現金流量表附註 (續)

- (b) 於綜合現金流量表內，出售物業、廠房及設備所得款項包括：

	2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Net book amount (Note 7)	189	8,149
Gain on disposal of property, plant and equipment (Note 25)	1,273	8,998
Proceeds from disposal of property, plant and equipment	1,462	17,147

- (c) 收購一間附屬公司

於2009年5月18日，一間本公司全資附屬公司Solid Ally International Ltd.以現金代價2,229,000港元收購互力有限公司餘下50%權益。因此，本集團於互力有限公司權益由50%增加至100%。

收購資產淨值詳情如下：

	HK\$'000 千港元
Purchase consideration	
– 已付現金	2,229

於2009年5月18日由收購而產生之資產與負債如下：

	Fair value 公平值 HK\$'000 千港元	Acquiree's carrying amount 收購方的賬面金額 HK\$'000 千港元
現金及現金等值物	4,613	4,613
其他應收賬款	14	14
其他應付賬款	(169)	(169)
	4,458	4,458
購買額外 50% 權益代價總值		2,229
購買代價以現金支付		2,229
收購附屬公司現金及現金等值物		(4,613)
收購一間附屬公司現金流入		(2,384)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

32. CONTINGENT LIABILITIES

As at 31 March 2011, the Group and the Company had no material contingent liabilities (2010: Nil).

33. COMMITMENTS

(a) Capital commitments

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

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Contracted but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	89,570	58,528

As at 31 March 2011 and 2010, the Group had authorised the injection of approximately RMB21,880,000 as capital of an associate to be established in the PRC.

於2011年與2010年3月31日，本集團已批准向一家將於中國成立之聯營公司注資約21,880,000人民幣。

As at 31 March 2011, the Group did not have any significant share of capital commitments of its associate and jointly controlled entities (2010: Nil).

於2011年3月31日，本集團聯營公司與共同控制實體並無重大資本承擔(2010年：無)。

As at 31 March 2011, the Group had authorised the injection of approximately HK\$180,666,000 (2010: HK\$152,820,000) as capital of the jointly controlled entities.

於2011年3月31日，本集團已批准向共同控制實體注資約為180,666,000港元(2010年：152,820,000港元)。

As at 31 March 2011, the Group had authorised the injection of capital of HK\$621,647,000 (equivalent of US\$79,895,000) into subsidiary in Vietnam.

於2011年3月31日，本集團已批准向越南附屬公司注資621,647,000港元(相等於79,895,000美元)。

(b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases of land and buildings, as follows:

(b) 經營租約承擔

本集團根據土地及樓宇之不可撤銷經營租約未來最低租金款項總額如下：

As lessee:

承租人：

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Not later than 1 year	不超過 1 年	533	593
Later than 1 year and not later than 5 years	超過 1 年但不超過 5 年	50	380
		583	973

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

33. COMMITMENTS (Cont'd)

(b) Operating lease commitments (Cont'd)

As lessor:

The future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Not later than 1 year	不超過 1 年	7,900	7,163
Later than 1 year and not later than 5 years	超過 1 年但不超過 5 年	23,310	28,650
		31,210	35,813

34. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

(a) The following transactions were carried out with related parties:

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Sales of goods	銷售貨品		
Related parties (Notes (i) and (ii))	有關連人士 (附註(i)與(ii))	13,920	5,721
A jointly controlled entity (Note (ii))	共同控制實體 (附註(ii))	17,133	3,446
		31,053	9,167
Rental income	租金收入		
An associate (Note (iii))	聯營公司 (附註(iii))	7,449	6,836
Sub-contracting income	分包收入		
An associate (Note (ii))	聯營公司 (附註(ii))	6,389	9,533

綜合財務報表附註 (續)

33. 資本應承擔 (續)

(b) 經營租約承擔 (續)

出租人：

不可撤銷經營租約未來最低租金款項總額如下：

34. 有關連人士交易

倘任何一方有能力直接或間接控制另一方，或對另一方之財政及營運決策行使重大影響力，則此等人士被視為有關連。倘有關連人士受共同控制或共同重大影響，則亦被視為有關連。

(a) 與有關連人士進行之交易如下：

Financial Information

財務資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

34. RELATED PARTY TRANSACTIONS (Cont'd)

- (b) Year-end balances (included in trade receivables) arising from sales of goods, rental income and sub-contracting income:

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Receivables from related parties	應收有關連人士款項		
Related parties (Note (i))	有關連人士 (附註(i))	614	232
Payables to related parties	應付有關連人士款項		
An associate (Note 9(b))	聯營公司 (附註 9(b))	2,736	5,250

- (c) Key management compensation

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Wages, Salaries, bonus and allowances	工資、薪金、花紅及津貼	35,141	35,364
Retirement benefits - defined contribution schemes	退休福利－定額供款計劃	60	60
Share-based compensation expense	股份酬金支出	84	253
		35,285	35,677

Notes:

- (i) Companies controlled by Mr. Henry Choi Wing Kong, son of Mr. Choi Kin Chung, a director of the Company, are related parties of the Company.
- (ii) Goods are sold and sub-contracting income are received at prices mutually agreed by both parties in the ordinary course of business.
- (iii) Rental income received from an associate is charged at an average of RMB534,000 per month for the year ended 31 March 2011 (2010: RMB502,000 per month).

綜合財務報表附註 (續)

34. 有關連人士交易 (續)

- (b) 因銷售貨品、租金收入及分包收入產生之期末結餘(列入應收賬款)：

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Receivables from related parties	應收有關連人士款項		
Related parties (Note (i))	有關連人士 (附註(i))	614	232
Payables to related parties	應付有關連人士款項		
An associate (Note 9(b))	聯營公司 (附註 9(b))	2,736	5,250

- (c) 主要管理人員酬金

		2011 2011年 千港元 HK\$'000	2010 2010年 千港元 HK\$'000
Wages, Salaries, bonus and allowances	工資、薪金、花紅及津貼	35,141	35,364
Retirement benefits - defined contribution schemes	退休福利－定額供款計劃	60	60
Share-based compensation expense	股份酬金支出	84	253
		35,285	35,677

附註：

- (i) 由本公司董事蔡建中先生之兒子蔡穎剛先生控制之公司為本公司有關連人士。
- (ii) 貨品與收到分包收入乃在日常業務過程中按雙方協定之價格銷售。
- (iii) 截至2011年3月31日止年度，向聯營公司收取租金收入是以平均每月534,000人民幣計算(2010年：每月502,000人民幣)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

35. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$897,050,000 (2010: HK\$500,929,000).

36. EVENTS AFTER REPORTING PERIOD

The Group proposes to spin-off a subsidiary, PT Sri Lanka, for separate listing on the Main Board of the Colombo Stock Exchange. This proposed separate listing has been approved by the Colombo Stock Exchange and it is anticipated that the listing will be completed by August 2011. As at 31 March 2011, the Group had 60% equity interest in PT Sri Lanka.

In connection with the proposed separate listing, the Group disposed 83,000,000 shares, representing 14.43% of equity interest in PT Sri Lanka under a pre-IPO private placement in May 2011. Upon the listing, PT Sri Lanka will issue new shares to the public and the equity interest held by the Group is expected to be further diluted to 40%.

The directors consider the above transactions as a single transaction. In accordance with HKAS 27 (Revised), the Group has remeasured its 40% retained interest in PT Sri Lanka to its fair value with the change in carrying amount recognised in profit or loss. Based on the planned listing and stock offering of PT Sri Lanka, the unaudited financial information of PT Sri Lanka and subject to the relevant fair value evaluation at the date of disposal, the Group anticipates to recognise a gain on disposal of approximately HK\$230,000,000 and recognise a goodwill in interest in associates for the remaining 40% equity interests in PT Sri Lanka of HK\$150,000,000 in the consolidated financial statements for the year ending 31 March 2012.

綜合財務報表附註(續)

35. 權益持有人應佔溢利

本公司權益持有人應佔溢利於財務報表所示約897,050,000港元(2010年: 500,929,000港元)。

36. 報告期後事項

本集團建議分拆一間附屬公司PT斯里蘭卡於科倫坡證券交易所主板獨立上市。此建議獨立上市申請已獲科倫坡證券交易所批准，並預期上市於2011年8月完成。於2011年3月31日，本集團持有PT斯里蘭卡之60%權益。

緊隨建議獨立上市，本集團於2011年5月以首次公開發售前私人配售，出售83,000,000股，佔14.43%的PT斯里蘭卡股權。一旦上市，PT斯里蘭卡將向公眾發行新股，而本集團持有之權益預期將進一步攤薄至40%。

董事認為上述交易為單一交易。根據香港會計準則第27號(經修訂)，本集團已重新計算PT斯里蘭卡之40%保留權益，由其公允價值轉為賬面值變動確認為損益。根據PT斯里蘭卡計劃上市與股票發行，PT斯里蘭卡之未經審核財務資料，與出售日期須符合相關公平價值評估，本集團預期確認的出售收益約230,000,000港元，並確認了截至2012年3月31日止年度綜合財務報表之聯營公司權益商譽為PT斯里蘭卡其餘40%股權為150,000,000港元。

Financial Summary

財務概要

CONSOLIDATED RESULTS

綜合業績

Year ended 31 March,
截至3月31日止年度

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元	2007 2007年 HK\$'000 千港元
Revenue	收入	7,180,664	5,883,413	4,734,816	4,280,646	4,203,357
Gross profit	毛利	1,289,959	1,211,764	686,957	696,887	922,091
Profit attributable to:	下列人士應佔溢利：					
Equity holders of the Company	本公司權益持有人	876,374	803,186	376,515	392,093	555,698
Non-controlling interests	非控制性權益	17,876	15,665	4,091	4,721	7,948
		894,250	818,851	380,606	396,814	563,646

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March,
於3月31日

		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	2009 2009年 HK\$'000 千港元	2008 2008年 HK\$'000 千港元	2007 2007年 HK\$'000 千港元
Non-current assets	非流動資產	1,572,210	1,738,731	1,572,225	1,571,284	1,237,790
Current assets	流動資產	3,727,720	2,917,553	2,813,305	2,831,677	1,803,121
Total assets	資產總值	5,299,930	4,656,284	4,385,530	4,402,961	3,040,911
Current liabilities	流動負債	1,383,138	1,318,660	1,098,795	1,122,394	1,132,831
Total assets less current liabilities	資產總值減流動負債	3,916,792	3,337,624	3,286,735	3,280,567	1,908,080
Non-current liabilities	非流動負債	29,212	17,671	125,434	394,558	416,587
Total equity	權益總額	3,887,580	3,319,953	3,161,301	2,886,009	1,491,493
Net current assets	流動資產淨值	2,344,582	1,598,893	1,714,510	1,709,283	670,290
Equity attributable to:	下列人士應佔權益：					
Equity holders of the Company	本公司權益持有人	3,800,556	3,254,230	3,110,966	2,839,765	1,440,745
Non-controlling interests	非控制性權益	87,024	65,723	50,335	46,244	50,748
		3,887,580	3,319,953	3,161,301	2,886,009	1,491,493

In this annual report (other than the Independent Auditor's Report and Financial Information), unless the context otherwise requires, the following expression shall have the following meanings:

於本年報內(獨立核數師報告與財務資料除外)，除非文義另有所指，下列詞彙具有以下含義：

"2011 Financial Year"	for the year ended 31 March 2011	[2011年財政年度]	截至2011年3月31日止年度
"AGM"	Annual general meeting of the Company	[股東週年大會]	本公司之股東週年大會
"Articles"	the Articles of Association of the Company, as amended from time to time	[章程細則]	本公司不時修訂之公司組織章程細則
"Board"	The board of Directors of the Company	[董事局]	本公司之董事局
"Brandix"	Brandix Lanka Limited, a company with limited liability and incorporated in Sri Lanka	[Brandix]	Brandix Lanka Limited，一間在斯里蘭卡註冊成立之有限公司
"CG Code"	the Code on Corporate Governance Practices	[企業管治守則]	企業管治常規守則
"Company"	Pacific Textiles Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange	[本公司]	互太紡織控股有限公司，一間於開曼群島註冊成立之受豁免有限公司，其股份於聯交所上市
"Crystal"	Crystal International Limited, a company incorporated in British Virgin Islands with limited liability	[晶苑]	晶苑國際有限公司，一間在英屬處女群島註冊成立之有限公司
"Directors"	the director(s) of the Company	[董事]	本公司之董事
"Group"	the Company and its subsidiaries	[本集團]	本公司及其附屬公司
"INED"	the independent non-executive Directors	[獨立非執行董事]	本公司的獨立非執行董事
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange	[上市規則]	聯交所證券上市規則
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers	[標準守則]	上市公司董事進行證券交易的標準守則
"Pre-IPO Private Placement"	the placement of part of the PT Sri Lanka Shares held by Pacific Textured Jersey Holdings Limited and Brandix to certain institutional and non-institutional investors before the PT Sri Lanka IPO	[首次公開發售前私人配售]	向若干機構與非機構投資者配售由Pacific Textured Jersey Holdings Limited及Brandix持有之部分PT斯里蘭卡股份，其將於PT斯里蘭卡首次公開發售前進行
"Proposed Listing"	the proposed listing and dealing in shares of PT Sri Lanka on the Main Board of the Colombo Stock Exchange	[建議上市]	PT斯里蘭卡股份於科倫坡證券交易所主板建議上市
"Proposed Spin-off"	proposed spin-off of PT Sri Lanka for separate listing on the Main Board of the Colombo Stock Exchange	[建議分拆]	建議分拆PT斯里蘭卡於科倫坡證券交易所主板獨立上市
"Prospectus"	the prospectus of the Company dated 7 May 2007	[招股章程]	本公司於2007年5月7日之招股章程

Glossary

專用詞彙

“PT Sri Lanka “	Textured Jersey Lanka Limited, a limited liability company incorporated under the laws of Sri Lanka	「PT斯里蘭卡」	Textured Jersey Lanka Limited，一間根據斯里蘭卡法律註冊成立之有限公司
“PT Sri Lanka IPO”	Initial public offering of new PT Sri Lanka Shares to be issued by PT Sri Lanka for subscription by the public in Sri Lanka incidental to the Proposed Spin-off	「PT斯里蘭卡首次 公開發售」	首次公開發售將由PT斯里蘭卡發行之新PT斯里蘭卡股份，以供斯里蘭卡公眾認購與建議分拆有關之股份
“SFO “	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)	「證券及期貨條例」	證券及期貨條例（香港法例第571章）
“Shares “	Shares issued by the Company, with a nominal value of HK\$0.001 each	「本公司股份」	本公司所發行每股面值0.001港元之股份
“Share Option Scheme “	The share option scheme adopted by the Company pursuant to the written resolutions of the Shareholders of the Company passed on 27 April 2007	「購股權計劃」	根據本公司股東於2007年4月27日通過之書面決議案批准及採納之購股權計劃
“Stock Exchange “	The Stock Exchange of Hong Kong Ltd.	「聯交所」	香港聯合交易所有限公司



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

