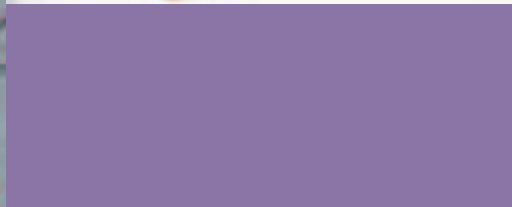
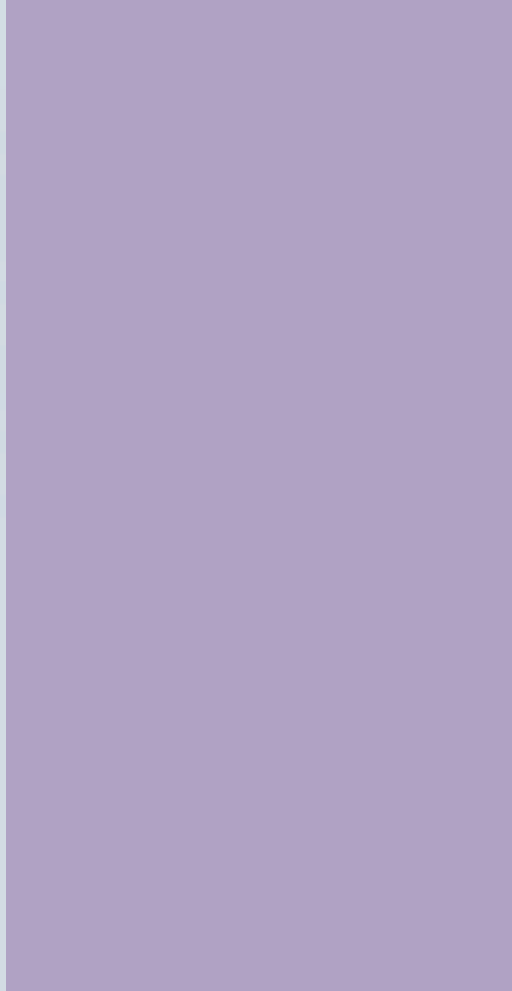


CHINA TING GROUP

華鼎集團

Stock Code 股份代號 : 3398

Annual Report 2011 年報



目錄

# Contents

2	Financial Highlights 財務摘要
6	Corporate Information 公司資料
10	Chairman's Statement 主席報告
12	Management's Discussion and Analysis 管理層討論及分析
20	Directors and Senior Management 董事及高層管理人員
26	Corporate Governance Report 企業管治報告
30	Report of the Directors 董事會報告
45	Independent Auditor's Report 獨立核數師報告
47	Consolidated Balance Sheet 綜合資產負債表
49	Balance Sheet 資產負債表
50	Consolidated Statement of Comprehensive Income 綜合全面收入表
52	Consolidated Statement of Changes in Equity 綜合權益變動報表
54	Consolidated Statement of Cash Flows 綜合現金流量報表
55	Notes to the Financial Statements 財務報表附註
143	Five-year Financial Summary 五年財務概要





Financial Highlights 財務摘要

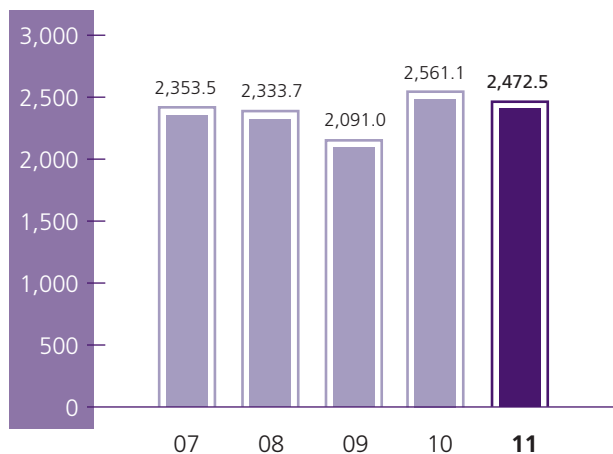




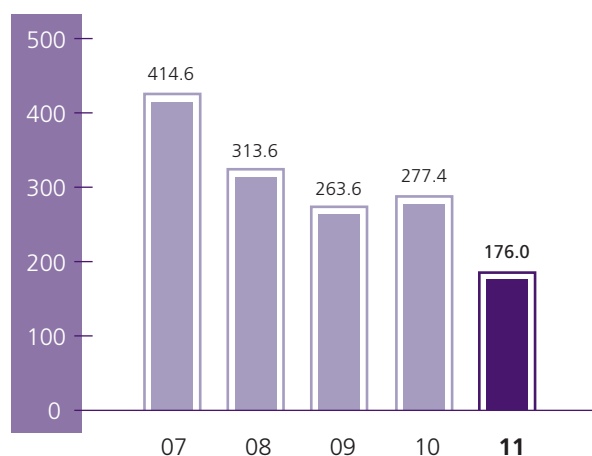
# Financial Highlights

## 財務摘要

**Revenue** (HK\$'million)  
營業額 (百萬港元)

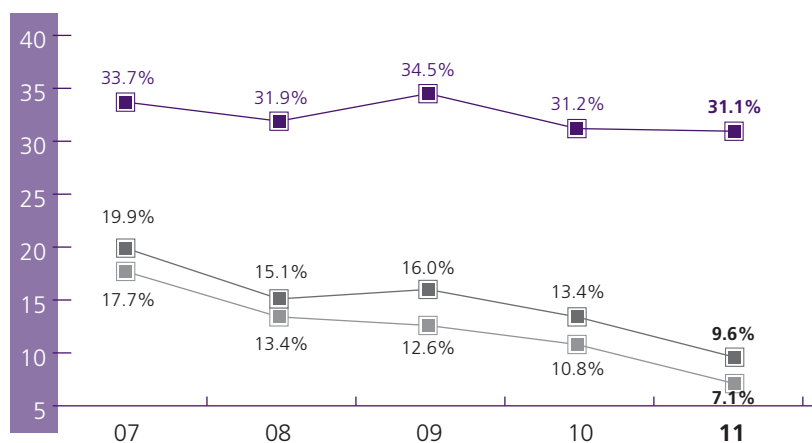


**Profit attributable to equity holders of the Company\*** (HK\$'million)  
本公司股權持有人應佔溢利\* (百萬港元)



\* excluding negative goodwill and other gains/(losses), net  
\* 不包括負商譽及其他收益/(虧損)淨額

**Margins\***  
溢利率\*



Gross Profit Margin 毛利率
  Operating Profit Margin 經營溢利率
  Net Profit Margin 純利率

\* excluding negative goodwill and other gains/(losses), net  
\* 不包括負商譽及其他收益/(虧損)淨額

Financial Highlights  
財務摘要

		<b>2011</b> 二零一一年 HK\$ million 百萬港元	2010 二零一零年 HK\$ million 百萬港元	% Change 變動%
Revenue	收入			
OEM Business	原設備製造業務	<b>1,970.3</b>	2,146.9	(8.2)
Brand Retail Business	品牌零售業務	<b>502.2</b>	414.2	21.3
		<b>2,472.5</b>	2,561.1	(3.5)
Operating profit	經營溢利	<b>232.1</b>	333.6	(3.0)
Profit attributable to the equity holders of the Company	本公司股權持有人應佔溢利	<b>170.2</b>	267.0	(36.3)
Dividend per share	每股股息			
— Final (HK cents)	— 終期(港仙)	<b>2.75</b>	4.75	(42.1)
— Full year (HK cents)	— 全年(港仙)	<b>5.45</b>	8.92	(38.9)
Dividend payout ratio	股息派出比率	<b>67%</b>	70%	(4.3)
Equity attributable to the equity holders of the Company	本公司股權持有人應佔權益	<b>2,735.7</b>	2,622.4	4.3
Equity per share (HK cents)	每股權益(港仙)	<b>130.4</b>	125.1	4.3





Corporate Information 公司資料





## Executive Directors

Mr. TING Man Yi (*Chairman*)  
Mr. TING Hung Yi (*Chief Executive Officer*)<sup>3,5</sup>  
Mr. DING Jianer  
Mr. CHEUNG Ting Yin, Peter

## Independent Non-executive Directors

Dr. CHENG Chi Pang<sup>1,3,5</sup>  
Mr. WONG Chi Keung<sup>1,2,5,6</sup>  
Mr. LEUNG Man Kit<sup>1,3,4</sup>

### Notes:

1. Member of Audit Committee
2. Chairman of Audit Committee
3. Member of Nomination Committee
4. Chairman of Nomination Committee
5. Member of Remuneration Committee
6. Chairman of Remuneration Committee

## Company Secretary and Qualified Accountant

Mr. CHENG Ho Lung, Raymond *CPA, FCCA*

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

28th Floor, Futura Plaza  
111-113 How Ming Street  
Kwun Tong  
Kowloon  
Hong Kong

## Registered Office

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

## Company Website

[www.chinating.com.hk](http://www.chinating.com.hk)

## Principal Banker

Nanyang Commercial Bank Limited

## Legal Advisers

Squire Sanders

## 執行董事

丁敏兒先生(主席)  
丁雄尔先生(行政總裁)<sup>3,5</sup>  
丁建兒先生  
張定賢先生

## 獨立非執行董事

鄭志鵬博士<sup>1,3,5</sup>  
黃之強先生<sup>1,2,5,6</sup>  
梁民傑先生<sup>1,3,4</sup>

### 附註:

1. 審核委員會成員
2. 審核委員會主席
3. 提名委員會成員
4. 提名委員會主席
5. 薪酬委員會成員
6. 薪酬委員會主席

## 公司秘書及合資格會計師

鄭浩龍先生 *CPA, FCCA*

## 香港總辦事處暨主要營業地點

香港  
九龍  
觀塘  
巧明街111-113號  
富利廣場28樓

## 註冊辦事處

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

## 公司網站

[www.chinating.com.hk](http://www.chinating.com.hk)

## 主要往來銀行

南洋商業銀行有限公司

## 法律顧問

翰宇國際律師事務所

## Auditor

PricewaterhouseCoopers

## Principal Share Registrar

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
George Town  
Grand Cayman  
KY1-1107  
Cayman Islands

## Hong Kong Branch Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712–16, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## 2012 Annual General Meeting

18 May 2012

## Closure of Register of Members

For the Annual General Meeting

— From 16 May 2012 to 18 May 2012 (both days inclusive)

For determination of entitlement to the Final Dividend

— From 28 May 2012 to 30 May 2012 (both days inclusive)

## 核數師

羅兵咸永道會計師事務所

## 股份過戶登記總處

Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
George Town  
Grand Cayman  
KY1-1107  
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1712–16號舖

## 二零一二年股東週年大會

二零一二年五月十八日

## 暫停辦理股份過戶登記手續

就股東週年大會而言

— 從二零一二年五月十六日至二零一二年五月十八日(包括首尾兩日)

就釐定收取終期股息資格而言

— 從二零一二年五月二十八日至二零一二年五月三十日(包括首尾兩日)





Chairman's Statement 主席報告





On behalf of the board (the "Board") of directors (the "Directors") of China Ting Group Holdings Limited (the "Company"), I am pleased to present you with the 2011 annual report of the Company and its subsidiaries (collectively, the "Group").

2012 sees the 10th anniversary of the consolidation of the various subsidiaries and affiliates of the Company although the Group listed publicly in Hong Kong only in 2005 and, despite the difficult and continued uncertainty of worldwide markets, the Company is confident that it will hold its own and be able to sustain its continued profitability and expansion through its strong management teams, qualitative production, speed to market performances and persevering expansion.

China's retail market remains strong while growth has slowed slightly, but the Company's retail distribution remains on track with its strategy of partnering with renowned international brands to bolster its expansion. The past couple of years have seen a total overhaul of our retail management with stronger, younger and more active experienced managers in place to ensure growth, manage designs and generate innovation with a close control on inventory.

Human resources are crucial to the success of a company and China Ting is no exception. Focus on retail growth has seen a need for upgraded training of its network of distribution personnel, from management to staff, in product knowledge, display and product merchandising as well as sales technique to support communications with customers and encourage staff fidelity. An internal fashion school on the premises launched last year is regularly running such programs and, although presently limited only to its distribution activities, a more diverse and comprehensive plan is being put into place to bolster creativity and design, so crucial to the Group's growth.

I also take this opportunity to thank all our shareholders for their confidence and unwavering support in these difficult environments, and also to express my gratitude to our management teams and staff for their diligence, commitment and dedication.

**TING MAN YI**  
*Chairman*

Hong Kong, 23 March 2012

本人代表華鼎集團控股有限公司(「本公司」)董事(「董事」)會(「董事會」)，欣然呈列本公司及其附屬公司(統稱「本集團」)二零一一年度報告。

雖然本集團僅於二零零五年才在香港作公開上市，但二零一二年為綜合本公司的多間附屬公司及聯屬公司成立第十周年。即使全球市場環境艱難，不明朗因素持續，本公司深信憑藉其強大的管理團隊、具質量的生產、迅速將產品推出市場的能力及堅持不懈的擴展，本公司將穩守崗位，並可維持持續的盈利能力及業務擴展。

儘管增長略有放緩，中國的零售市場仍然穩健，而本公司的零售分銷仍依循與國際知名品牌合作的軌道，以支持業務擴展。於過去幾年內，本公司的零售管理層已全面革新，由多位擁有實力、年輕而又積極及具備經驗的經理掌管業務，以確保增長、管理設計及促進創新以及對存貨實施嚴密控制。

人力資源為一間公司的成功關鍵，華鼎亦不例外。加強對管理層至員工的人員分配網絡在產品知識、陳列及採購產品，以及支援與客戶的溝通的銷售技巧的培訓及提高員工忠誠度，均為重點發展零售業務產生的需求。去年就此於內部設立的设计學院定期舉辦有關課程。儘管現時僅限於其分銷活動，更多元化及全面的計劃正逐漸落實，以提升創造力及設計能力，對本集團增長尤其重要。

本人亦藉此機會感謝我們所有股東於這艱難環境下一直以來給予我們信心及支持，本人亦感謝各級管理人員及員工的辛勤工作。

主席  
丁敏兒

香港，二零一二年三月二十三日

A man with short, light-colored hair is shown from the waist up. He is wearing a light blue t-shirt and black pants with a row of buttons down the front. He is holding a black fringed scarf over his left shoulder with his right hand. The background is a plain, light color.

Management's Discussion and Analysis

管理層  
討論及  
分析





## (1) Business Review

2011 was a year in which there was a gloomy and unpredictable economic outlook in different countries — particularly in Europe — that severely impacted and weakened the global economy, resulting in a business downturn in almost all areas of businesses. The fashion and textile industry was not an exception, and pricier segments and branded goods fared better in general.

### OEM/ODM Business

The Group's export business, which represents our principal source of income, was steady in 2011, generating a total of HK\$1,970.3 million representing 79.7% of the Group's total revenue in 2011. The Group has managed to closely monitor and control the balance of rising costs in raw materials, labour, foreign exchange and other related factors against a diminishing consumer potential, which has permitted it to perform satisfactorily in spite of a very difficult market environment and amidst strong competition.

### Brand Retail Business

The Group has continuously upgraded its brand retail business with a double-digit growth in turnover, which accounting for 20.3% of the Group's revenue in 2011. As at 31 December, 2011, the Group's sales network in China included 435 retail outlets with a total revenue of HK\$502.2 million.

## (2) Financial Review Results Performance

During the year ended 31 December 2011, the Group's revenue amounted to HK\$2,472.5 million, representing a decrease of 3.5% as compared with HK\$2,561.1 million in 2010. The gross profit for the year ended 31 December 2011 was HK\$769.7 million, representing a decrease of 3.8% as compared with HK\$799.8 million in 2010. The net profit attributable to equity holders was approximately HK\$170.2 million. Earnings per share were HK8.12 cents and net asset value per share was HK\$1.3.

## (1) 業務回顧

二零一一年為不同國家面對著經濟前景暗淡及不明朗(尤以歐洲為甚)的一年。此等問題嚴重影響及削弱全球經濟，導致幾乎所有範疇的業務倒退。時裝及紡織行業亦不例外，而高價分部及品牌商品則整體表現良好。

### 原設備製造／原設計製造業務

出口業務為本集團的主要收入來源，於二零一一年維持穩定，產生總共1,970.3百萬港元，佔二零一一年本集團總收入79.7%。本集團能夠密切監察及控制原材料、勞工、外匯成本上升及其他有關因素與消費者潛力下降之間的平衡，讓本集團得以於非常艱難的市場環境及激烈競爭中仍達致優秀的表現。

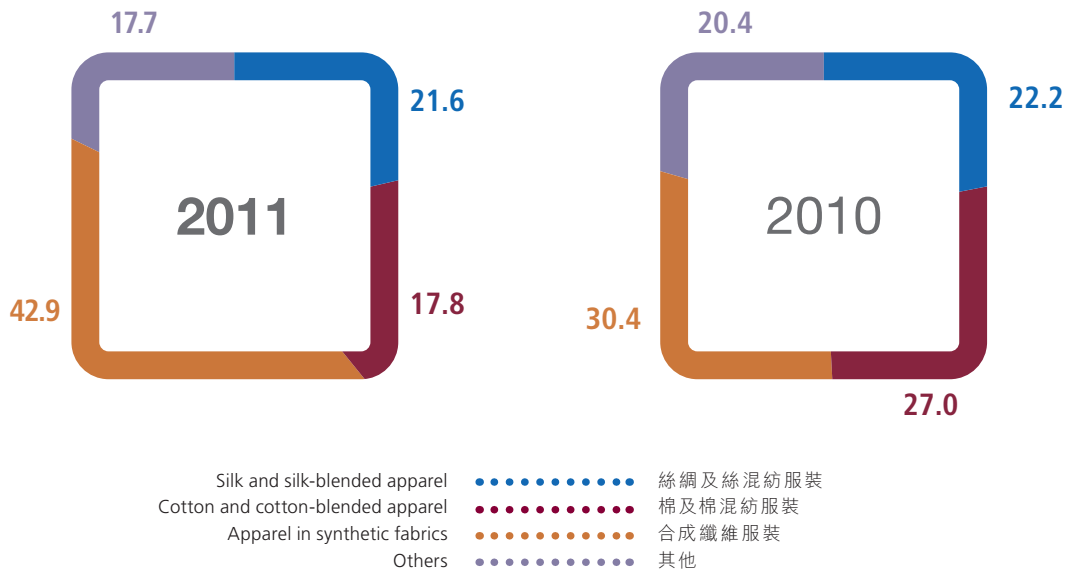
### 品牌零售業務

本集團的品牌零售業務持續提升，營業額達到雙位數增長，佔二零一一年本集團收入20.3%。於二零一一年十二月三十一日，本集團於中國的銷售網絡包括435家零售店舖，總收入為502.2百萬港元。

## (2) 財務回顧 業績

截至二零一一年十二月三十一日止年度，本集團收入達2,472.5百萬港元，較二零一零年的2,561.1百萬港元減少3.5%。截至二零一一年十二月三十一日止年度的毛利為769.7百萬港元，較二零一零年的799.8百萬港元減少3.8%。股權持有人應佔純利約為170.2百萬港元。每股盈利為8.12港仙，而每股資產淨值為1.3港元。





### OEM and ODM Business

During the year ended 31 December 2011, the turnover derived from our OEM/ODM business recorded a decrease from HK\$2,146.9 million in 2010 to HK\$1,970.3 million in 2011. Apparel in silk, cotton and synthetic fabrics continues to be the major products of the Group, which contributed HK\$1,621.3 million (2010: HK\$1,710.1 million), representing 82.3% (2010: 79.7%) of the total turnover of our OEM/ODM business in 2011.

The North America market continues to be the Group's principal market with sales amounted to HK\$1,562.9 million (2010: HK\$1,686.2 million), representing 79.3% (2010: 78.5%) of the total revenue of our OEM/ODM business in 2011. During the year ended 31 December 2011, sales to European Union and other markets were HK\$170.1 million (2010: HK\$166.9 million) and HK\$237.3 million (2010: HK\$293.8 million), respectively.

### 原設備製造及原設計製造業務

截至二零一一年十二月三十一日止年度，來自原設備製造／原設計製造業務的營業額由二零一零年的2,146.9百萬港元減少至二零一一年的1,970.3百萬港元。絲綢、棉及合成纖維服裝繼續為本集團的主要產品，帶來1,621.3百萬港元（二零一零年：1,710.1百萬港元），佔二零一一年原設備製造／原設計製造業務總營業額的82.3%（二零一零年：79.7%）。

北美市場繼續為本集團主要市場，所佔的銷售額為1,562.9百萬港元（二零一零年：1,686.2百萬港元），佔二零一一年原設備製造／原設計製造業務的總收入79.3%（二零一零年：78.5%）。截至二零一一年十二月三十一日止年度，歐盟及其他市場所佔的銷售額分別為170.1百萬港元（二零一零年：166.9百萬港元）及237.3百萬港元（二零一零年：293.8百萬港元）。

#### Brand Retail Business

During the year ended 31 December 2011, retail sales increased to HK\$502.2 million compared with HK\$414.2 million for the year 2010. Finity, the major brand of the Group, contributed HK\$277.9 million to the retail business, representing an increase of 38.7% as compared with HK\$200.3 million for the year 2010.

In terms of retail revenue analysis by sales channel, sales from concessions amounted to HK\$352.9 million (2010 : HK\$298.6 million), accounting for 70.3% of total retail turnover. Sales from freestanding stores and franchisees amounted to HK\$39.8 million (2010 : HK\$28.1 million) and HK\$109.5 million (2010 : HK\$87.5 million) respectively.

#### Liquidity and Financial Resources

During the year ended 31 December 2011, the working capital needs of the Group were principally satisfied by our business operations. As at 31 December 2011, the Group had cash and cash equivalents of HK\$362.6 million, representing an increase of HK\$22.6 million as compared with HK\$340.0 million as at 31 December 2010. The Group's total bank borrowings were HK\$200.5 million (31 December 2010: HK\$66.5 million) and were repayable within one year. The debt to equity ratio (total borrowings as a percentage of total equity) was 7.3% (31 December 2010: 2.5%). Based on the net cash position, the Group continues to retain good and solid working capital and liquidity.

The sales of the Group are mainly denominated in US dollars and Renminbi and the purchase of raw materials are mainly made in Renminbi, US dollars and Hong Kong dollars. As at 31 December 2011, most of the cash and cash equivalents, and bank borrowings were denominated in US dollars, Renminbi and Hong Kong dollars. Hence, the Group has no significant exposure to foreign exchange risk.

#### 品牌零售業務

截至二零一一年十二月三十一日止年度，零售額增至502.2百萬港元，二零一零年則為414.2百萬港元。本集團的主要品牌Finity (菲妮迪)為零售業務帶來277.9百萬港元，較二零一零年的200.3百萬港元增加38.7%。

按銷售管道對零售收入作出分析，專櫃銷售額為352.9百萬港元(二零一零年：298.6百萬港元)，佔總零售營業額70.3%。專賣店及專營代理商的銷售額分別為39.8百萬港元(二零一零年：28.1百萬港元)及109.5百萬港元(二零一零年：87.5百萬港元)。

#### 流動資金及財務資源

於截至二零一一年十二月三十一日止年度，本集團主要以業務運作撥資其營運資金所需。於二零一一年十二月三十一日，本集團的現金及現金等值項目為362.6百萬港元，較二零一零年十二月三十一日340.0百萬港元增加22.6百萬港元。本集團的銀行借貸總額為200.5百萬港元(二零一零年十二月三十一日：66.5百萬港元)，此借貸須在一年內償還。負債對權益比率(總借貸佔總權益的百分比)為7.3%(二零一零年十二月三十一日：2.5%)。根據本集團之淨現金狀況，本集團繼續維持良好且穩健的營運資金及流動資金。

本集團的銷售額主要以美元及人民幣列值，購買原材料主要以人民幣、美元及港元進行。於二零一一年十二月三十一日，大部分現金及現金等值項目、銀行借貸以美元、人民幣及港元列值。因此，本集團並無重大外匯風險。

# A Nationwide Retail Network

## 全國性的零售網絡



No. of retail outlets:  
零售店數目：435

In-house brands  
自家品牌

FINITY

RIVER STONE



ÉLANE RISE



Licensed brands  
代理品牌

MAXSTUDIO.COM



#### Advancement to Bernard Chaus

On 20 January 2012, China Ting Fashion Group (USA), LLC, a subsidiary of the Group, entered into the debt restructuring agreement with the Bernard Chaus, Inc. ("Bernard Chaus") and two of its subsidiaries (collectively, the "Bernard Chaus Companies"). Pursuant to the debt restructuring agreement, the Bernard Chaus Companies agree that the amount due from Bernard Chaus would be repayable in various installments before the end of 2016, as evidenced in the two promissory notes (the "Promissory Notes"). The obligations under the Promissory Notes represent a senior unsecured indebtedness of the Bernard Chaus Companies on a joint and several basis. No collateral is provided by Bernard Chaus Companies for the obligations under the Promissory Notes.

Pursuant to the Promissory Notes, the Group is given certain rights to inspect the financial information of the Bernard Chaus Companies and monitor the business performance of the Bernard Chaus Companies.

The Directors consider that the debt restructuring agreement and the Promissory Notes are beneficial to the Group with an agreed repayment timetable for the amount due from Bernard Chaus. The debt restructuring agreement also facilitates the continuous business development of Bernard Chaus with additional protection to be provided to the Group for the recovery of the amount due from Bernard Chaus.

### (3) Outlook

The economic outlook in 2012 remains uncertain as expectation of financial recovery in the USA and Europe may not materialise. This is particularly the case amongst member countries in the European Union where certain members continued to struggle against possible economic downturn and the rate of unemployment remains at high level. Overall, the picture does not bode well for a quick recovery.

#### OEM/ODM Business

Strong management and close cost control continue to be the focus of the Group in its OEM/ODM business to survive the current economic crisis, sustain profitability and combat competitiveness in such a despondent global business environment. Leveraging on its reputation as a preferred business partner, the Group's portfolio of customers and orders are steady although turnover and actual selling prices continue to suffer as a result of reduced consumer power impacting the Group's profit margins; however, the Group's finance remains strong under its risk management.

#### 貸款予 Bernard Chaus

於二零一二年一月二十日，本集團的附屬公司 China Ting Fashion Group (USA), LLC 與 Bernard Chaus, Inc. (「Bernard Chaus」) 及 Bernard Chaus 的其中兩間附屬公司 (統稱「Bernard Chaus 公司」) 訂立債務重組協議。根據債務重組協議，Bernard Chaus 公司同意應收 Bernard Chaus 款項將會在二零一六年年底前分期償還 (以兩項承兌票據 (「承兌票據」) 作證)。承兌票據項下的責任乃 Bernard Chaus 公司按共同及個別基準的優先無抵押債務。Bernard Chaus 公司並無就承兌票據項下的責任提供抵押品。

根據承兌票據，本集團獲若干權利，查閱 Bernard Chaus 公司的財務資料及監察 Bernard Chaus 公司的業務表現。

董事認為，基於有協定的還款時間表收回應收 Bernard Chaus 款項，故債務重組協議及承兌票據對本集團有利。債務重組協議亦便利 Bernard Chaus 持續進行業務發展，並為本集團提供收回應收 Bernard Chaus 款項的額外保障。

### (3) 展望

由於預期美國及歐洲的財務復甦或未能實現，二零一二年的經濟展望仍然不明朗。此情況於歐盟成員國尤為明顯，原因是若干成員國持續受潛在的經濟低迷，以及持續高企的失業率所影響。整體而言，快速復甦的兆頭未能實現。

#### 原設備製造／原設計製造業務

本集團的原設備製造／原設計製造業務將繼續集中於強大的管理及密切成本控制上，以於不樂觀的全球營商環境中，應對當前的經濟危機、維持盈利能力及加強競爭力。憑藉本集團作為首選業務夥伴的聲譽，儘管營業額及實際銷售價格持續遭受因消費能力減少而導致本集團的溢利率下降的影響，本集團的客戶及訂單組合仍然穩定。本集團的財務於風險管理下依然強勁。



### Brand Retail Business

The Group's retailing business in China remains strong and steady under the Group's experienced and extensive management with increased efforts applied to upgrade its structure including a more inviting working environment and increased professional training at all levels for its personnel, in particular for the sales teams responsible for the brands' marketing, merchandising and sales.

Innovation, creativity and expansion continue to be the focus of the Group to meet fashion demands and customer needs, and maintain profitability and edge in a market which has shown a slower growth in 2011 compared to 2010.

The Group's acknowledged reputation as a partner of choice in China retailing continues to attract propositions for collaboration from international brands seeking to establish themselves in a market which, today, remains one of the strongest in the fashion consumer industry.

### Capital Markets

The Group remains financially strong and, as at 31 December 2011, has cash and bank balances exceeding HK\$534.9 million. The Group continues to exploit potential market opportunities globally to achieve optimum results and a maximized return to shareholders and investors.

## (4) Human Resources

As at 31 December 2011, the Group comprises approximately 10,000 full-time employees in Mainland China, Hong Kong and the United States.

The Group recognises the importance of fostering good relationships with our employees and has established an incentive bonus scheme for them pursuant to which their bonus entitlements are determined with reference to the performance of the Group and individual employees, which are reviewed every year. Our Directors believe that a comparative remuneration scheme, a safe and comfortable workplace and career development opportunities provide incentives for employees to excel in their areas of responsibilities.

### 品牌零售業務

本集團於中國的零售業務持續強健穩固。本集團在具備經驗及大規模的管理層下著力提升其結構，包括營造更吸引的工作環境及為其工作人員增加各級的專業培訓，特別是負責品牌營銷、採購及銷售的銷售團隊。

二零一一年市場增長較二零一零年緩慢，本集團持續集中在創新、創造及擴展上，以滿足時裝需求及客戶需要，以及維持盈利能力及市場優勢。

本集團於中國零售業中優秀合作夥伴的地位備受肯定，持續吸引一些為求於市場上建立位置的國際品牌提出的合作計劃。因此，本集團時至今日仍保持在時裝消費行業上的強勁位置。

### 資本市場

本集團保持財政穩健，並於二零一一年十二月三十一日擁有現金及銀行結餘逾534.9百萬港元。本集團會繼續於全球開拓潛在的市場機遇，為股東及投資者爭取最佳業績及最高回報。

## (4) 人力資源

於二零一一年十二月三十一日，本集團在中國大陸、香港及美國僱有約10,000名全職僱員。

本集團瞭解與僱員保持良好關係的重要性，並已為彼等成立獎勵花紅計劃，該計劃參考本集團和個別僱員表現釐定彼等可享有的花紅，並每年定期進行審閱。董事們相信一個可比較薪酬方案、一個安全且舒適的工作環境以及職業發展機會均是對員工的鼓勵，發展他們所負責範疇的專長。

# Directors and Senior Management

## 董事及高層管理人員

### Executive Directors

**Mr. TING Man Yi**, aged 55, is the Chairman of the Group and an executive Director. Mr. TING started the business of the Group in December 1992 and has considerable experience in the silk fabric and silk garment manufacturing and trading business. Prior to establishing the initial company of the Group, Mr. TING worked for Hangzhou Silk Industrial Company (杭州市絲綢工業公司) from 1981 to 1986. Mr. TING is currently responsible for the overall strategic planning of the Group, especially overseeing the expansive manufacturing industrial complex in Hangzhou, as well as the planning and implementation of major new investments and projects of the Group. Mr. TING is the elder brother of Mr. TING Hung Yi and Mr. DING Jianer, and the younger brother of Ms. DING Yinger.

**Mr. TING Hung Yi**, aged 51, is the Chief Executive Officer of the Group and an executive Director. Mr. TING joined the Group in May 2002 and is principally responsible for the strategic development of the Group's OEM, ODM, and retail businesses. Prior to joining the Group, Mr. TING was the general manager of a trading company in Hong Kong between 1991 and 2002. Mr. TING graduated from Zhejiang Sci-Tech University (浙江理工大學), formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院), in 1987 and has over 20 years of experience in the operations of garment export. Mr. TING is the younger brother of Mr. TING Man Yi, Mr. DING Jianer and Ms. DING Yinger, as well as the brother-in-law of Mr. CHEN Jun.

**Mr. DING Jianer**, aged 52, is an executive Director of the Group. Mr. DING joined the Group in October 1996 when he was first involved in the management and business operations of Shenzhen Fuhowe Fashion Company Limited. He has considerable experience in the silk garment manufacturing business, with focus on various specific areas ranging from the operations of weaving plants, sales and marketing to printing and dyeing and is responsible for the Group's fabric research and development along with innovative techniques. Mr. DING is the younger brother of Mr. TING Man Yi and Ms. DING Yinger and the elder brother of Mr. TING Hung Yi.

**Mr. CHEUNG Ting Yin, Peter**, aged 48, is an executive Director of the Company and the managing director of Concept Creator Fashion Limited. Mr. CHEUNG has extensive experience in the garment and textile industry and joined the Group in January 2000, and oversees the Group's sales and marketing teams. Mr. CHEUNG obtained a Bachelor of Arts (cum laude) Degree from the University of Washington in 1987, and a Master's Degree in Business Administration from Simon Fraser University in 1990. Mr. CHEUNG was admitted as a member of the Golden Key National Honor Society and Phi Beta Kappa in 1986 and 1988, respectively.

### 執行董事

**丁敏兒先生**，55歲，本集團主席兼執行董事。丁先生於一九九二年十二月開展本集團業務，並在絲綢面料及絲綢成衣製造及貿易業務擁有豐富經驗。彼成立本集團的初始公司前，曾於一九八一年至一九八六年間在杭州市絲綢工業公司任職，現時負責本集團的整體策略規劃、尤其是監督本集團位於杭州的龐大工業園，以及規劃及實行本集團的主要全新投資及項目。丁先生為丁雄尔先生和丁建兒先生的胞兄，並為丁英兒女士的胞弟。

**丁雄尔先生**，51歲，本集團行政總裁兼執行董事。丁先生於二零零二年五月加盟本集團，主要負責本集團原設備製造、原設計製造及零售業務的策略發展。丁先生加盟本集團前，曾於一九九一年至二零零二年間出任香港一家貿易公司的總經理。彼於一九八七年畢業於浙江理工大學(前稱浙江絲綢工學院)，經營成衣出口業務逾二十年。丁先生為丁敏兒先生、丁建兒先生及丁英兒女士的胞弟，亦為陳俊先生的襟兄。

**丁建兒先生**，52歲，本集團執行董事。丁先生於一九九六年十月加盟本集團，起初參與深圳富豪時裝有限公司的管理工作及業務營運。彼在絲綢成衣製造業務經驗豐富，專注於織造廠營運、銷售及營銷以至印染等不同範疇，並負責本集團利用創新技術的布料研究及發展。丁先生為丁敏兒先生和丁英兒女士的胞弟，並為丁雄尔先生的胞兄。

**張定賢先生**，48歲，本公司執行董事兼創越時裝有限公司的董事總經理。張先生在成衣及紡織業積累豐富經驗，並於二零零零年一月加盟本集團，負責監督本集團的銷售及營銷團隊。張先生於一九八七年獲取華盛頓大學文學士(優等)學位，後於一九九零年獲西門弗雷澤大學(Simon Fraser University)頒授工商管理碩士學位。張先生於一九八六年及一九八八年先後獲認許為Golden Key National Honor Society及Phi Beta Kappa會員。

## Independent Non-executive Directors

**Dr. CHENG Chi Pang**, aged 54, was appointed as an independent non-executive Director in November 2005. Dr. CHENG obtained a Bachelor's Degree in Business in 1992, a Master's Degree in Business Administration in 1997, an Honorary Doctorate Degree of Philosophy in Business Management in 2003 and a Master's Degree in Laws (Chinese and Comparative Law) in 2009. Dr. CHENG is an associate member of the Hong Kong Institute of Certified Public Accountants, CPA Australia, the Taxation Institute of Hong Kong and a member of the Institute of Chartered Accountants in England and Wales.

Dr. CHENG is a Certified Public Accountant practicing in Hong Kong with over 30 years of experience in auditing and business advisory as well as financial management. Dr. CHENG was chief executive officer and group financial controller of NWS Holdings Limited ("NWSH"), the shares of which are listed on the Stock Exchange. Prior to joining NWSH, he was a senior manager of an international accounting firm. Dr. Cheng is now Senior Partner of Leslie Cheng & Co. as well as an independent non-executive director and chairman of audit committee of Nine Dragons Paper (Holdings) Limited, Tianjin Port Development Holdings Limited and Fortune Sun (China) Holdings Limited all being companies listed on the Stock Exchange of Hong Kong Limited and Chief Executive Officer of L&E Consultants Limited. Dr. CHENG is currently a non-executive director of Wai Kee Holdings Limited and Build King Holdings Limited, companies listed on The Stock Exchange of Hong Kong Limited.

**Mr. WONG Chi Keung**, aged 57, was appointed as an independent non-executive Director in November 2005. Mr. WONG holds a master's degree in business administration from the University of Adelaide in Australia. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and CPA Australia, an associate member of The Institute of Chartered Secretaries and Administrators and The Chartered Institute of Management Accountants. Mr. Wong is also the Responsible Officer of Greater China Capital Limited (formerly known as Sinox Fund Management Limited) and is licensed to carry out certain regulated activities under the Securities and Futures Ordinance namely asset management, advising on securities and advising on corporate finance.

Mr. WONG has over 30 years of experience in finance, accounting and management, and was, for over 10 years, an executive director, deputy general manager, group financial controller and company secretary of Yuexiu Property Company Limited (formerly known as Guangzhou Investment Company Limited), a company listed on the Stock Exchange. He is also an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard International Group Limited, Century City International Holdings Limited, China Nickel Resources Holdings Company Limited, ENM Holdings Limited, Golden Eagle Retail Group Limited, PacMOS Technologies Holdings Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited and Ngai Lik

## 獨立非執行董事

**鄭志鵬博士**，54歲，於二零零五年十一月獲委任為獨立非執行董事。鄭博士於一九九二年取得商學士學位、於一九九七年取得工商管理碩士學位、於二零零三年取得工商管理榮譽哲學博士學位及於二零零九年取得法學(中國法與比較法)碩士學位。鄭博士是香港會計師公會、澳洲會計師公會及香港稅務學會的會員，並為英格蘭與威爾士特許會計師公會的會員。

鄭博士是香港執業會計師，在審核及商業諮詢以及財務管理方面積逾三十年經驗。鄭博士曾出任於聯交所上市的新創建集團有限公司(「新創建」)的主要行政人員及集團財務總監，在加入新創建前，彼曾於一家國際會計師事務所擔任高級經理。鄭博士現任鄭志鵬會計師事務所高級合夥人。鄭博士現時亦擔任玖龍紙業(控股)有限公司、天津港發展控股有限公司及富陽(中國)控股有限公司(全部均為於香港聯合交易所有限公司上市的公司)之獨立非執行董事暨審核委員會主席，以及利達商業顧問有限公司行政總裁。鄭博士現為兩家於香港聯合交易所有限公司上市的公司惠記集團有限公司及利基控股有限公司的非執行董事。

**黃之強先生**，57歲，於二零零五年十一月獲委任為獨立非執行董事。黃先生獲澳洲阿得雷德大學頒發工商管理碩士學位，並為香港會計師公會、英國特許公認會計師公會及澳洲會計師公會之資深會員，及英國特許秘書及行政人員公會及英國特許管理會計師公會之會員；亦為漢華資本有限公司(前稱利禾资金管理有限公司)之註冊負責人員，持牌進行香港證券及期貨條例下若干受規管活動，即資產管理、證券顧問及企業融資顧問。

黃先生於財務、會計及管理方面積累了逾三十年之經驗，並曾出任越秀地產股份有限公司(前稱越秀投資有限公司)之執行董事、副總經理、集團財務總監及公司秘書超過十年，該公司於聯交所上市。黃先生亦為匯漢控股有限公司、泛海國際集團有限公司、世紀城市國際控股有限公司、中國鎳資源控股有限公司、安寧控股有限公司、金鷹商貿集團有限公司、弘茂科技控股有限公司、百利保控股有限公司、富豪酒店國際控股有限公司、冠捷科技有限公司及毅力工業集團有限公司之獨立非執行董事兼審核委員會成員，上述公司

## Directors and Senior Management

### 董事及高層管理人員

Industrial Holdings Limited, which are all listed on the Stock Exchange of Hong Kong Limited. Mr. Wong is also an independent non-executive director of First Natural Foods Holdings Limited (Provisional liquidators appointed). Provisional liquidators were appointed by the High Court of Hong Kong on 7 January 2009.

**Mr. LEUNG Man Kit**, aged 58, was appointed as an independent non-executive Director in November 2005. Mr. LEUNG obtained a Bachelor's Degree in Social Science from the University of Hong Kong in 1977. Mr. LEUNG has over 25 years of experience in project finance and corporate finance and has held senior positions with Peregrine Capital (China) Limited, Crosby Securities (HK) Limited and Swiss Bank Corporation, Hong Kong Branch. Mr. LEUNG was also a director of Emerging Markets Partnership (Hong Kong) Limited which was the principal adviser to the AIG Infrastructure Fund L.P.

Mr. LEUNG is an independent non-executive director and audit committee member of NetEase, a NASDAQ listed company. Mr. LEUNG is also an independent non-executive director and audit committee member of Junefield Department Store Group Limited and Golden Harvest Entertainment (Holdings) Limited, and an executive director of Chanceton Financial Group Limited, which are all companies listed on the Stock Exchange of Hong Kong Limited.

## Corporate Management Team

### Export, OEM and ODM Business

**Ms. LI Yuet Mui, Xera**, aged 52, is a vice president of the Group and the managing director of China Ting Garment Mfg (Group) Limited. Ms. LI joined China Ting Garment in May 2002 and is responsible for the strategic development of the Company, focusing on its sales, marketing and overall management. Ms. LI has over 25 years of experience in the garment industry and, prior to joining the Group, Ms. LI worked in a couple of well-established companies in the garment industry.

**Ms. LO Man Yi, Cyan**, aged 54, is a director of China Ting Garment Mfg (Group) Limited, responsible for its business development, sales and marketing. Ms. LO joined the Group in August 2004 and holds a Higher Diploma in Fashion and Clothing Technology from Hong Kong Polytechnic University obtained in 1981. Ms. LO has over 25 years of experience in the apparel industry.

**Mr. LEUNG Che Hung, Archie**, aged 46, is a director of Hangzhou China Ting Fashion Company Limited and the general manager of its Shanghai office. Mr. LEUNG joined the Group in May 2000, and has since been responsible for the sales, marketing and overall management of the office. Mr. LEUNG has considerable experience in the garment and textile industry.

均在香港聯合交易所有限公司上市。黃先生亦為第一天然食品有限公司(已委任臨時清盤人)之獨立非執行董事。香港高等法院已於二零零九年一月七日委任臨時清盤人。

**梁民傑先生**，58歲，於二零零五年十一月獲委任為獨立非執行董事。梁先生於一九七七年取得香港大學社會科學學士學位，在項目融資及企業融資方面擁有逾二十五年經驗，並曾出任百富勤融資(中國)有限公司、香港高誠證券有限公司及瑞士銀行香港分行的高層成員，亦曾任Emerging Markets Partnership (Hong Kong) Limited董事，該公司曾是美國友邦集團亞洲基礎設施投資基金總顧問。

此外，梁先生為美國納斯達克上市公司網易的獨立非執行董事兼審核委員會成員。梁先生亦為莊勝百貨集團有限公司及嘉禾娛樂事業(集團)有限公司的獨立非執行董事兼審核委員會成員，以及川盟金融集團有限公司之執行董事，上述公司均於香港聯合交易所有限公司上市。

## 企業管理團隊

### 出口、原設備製造及原設計製造業務

**李月妹女士**，52歲，本集團副總裁兼華鼎製衣(集團)有限公司董事總經理。李女士於二零零二年五月加盟華鼎製衣，負責公司策略發展，專注於銷售、營銷及整體管理，在成衣業有逾二十五年經驗。李女士加盟本集團前，曾在成衣業內多家大公司工作。

**盧敏兒女士**，54歲，華鼎製衣(集團)有限公司董事，負責業務發展、銷售及營銷。盧女士於二零零四年八月加盟本集團，彼於一九八一年獲香港理工大學頒授時裝及製衣科技高級文憑，在服裝業積逾二十五年經驗。

**梁誌鴻先生**，46歲，杭州華鼎時裝有限公司董事及其上海辦事處總經理。梁先生於二零零零年五月加盟本集團，自此一直負責上海辦事處的銷售、營銷及整體管理工作。彼於成衣及紡織業積累了豐富經驗。



**Mr. SHEN Ren, Tony**, aged 35, is the president of China Ting Fashion Group (USA) LLC and JV/China Ting LLC. Mr. SHEN joined the Group in 2005 and has assumed the management post since late 2008. Mr. SHEN holds an LLB from Zhejiang University Law School, an LLM from University of Glasgow, Scotland (International Law) and an LLM from University of Warwick, UK (Law in Development). Prior to joining the group, Mr. SHEN worked as assistant manager within the Department of Government Procurement of China and as consultant in the international legal firm Horwath & Partners, Shanghai.

### Weaving and Apparel Production Management

**Mr. YE Ai Min**, aged 51, is a vice president of the Group and is responsible for overseeing the Group's production management. Mr. YE joined the Group in August 1993 and has served in various posts since, including being the general manager of Shenzhen Fuhowe Fashion Company Limited and Hangzhou China Ting Fashion Company Limited. Mr. YE graduated from Zhejiang Medical University (浙江醫科大學) in 1983 with a bachelor's degree in medicine. Mr. YE has more than ten years of experience in apparel production management and product quality control.

**Mr. FU Xiao Bo**, aged 49, is a vice president of the Group overseeing its export business and product development in Shanghai and Hangzhou. Mr. FU joined the Group in May 1997. Mr. FU has considerable experience in business expansion notably in fabric and product innovation, fabrication and production techniques. In 1984, Mr. FU graduated with bachelor's degree from Zhejiang Sci-Tech University (浙江理工大學), formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院). He also received extensive fabric technical training in Germany before he joined the Group.

**Ms. SHEN Xuan**, aged 36, joined the Group in 2002 and is a vice president of the Group and general manager of Zhejiang Xinan Fashion Company Limited, in charge of finance, sourcing and production of retail business of the Group. Ms. Shen graduated from Zhejiang University of Finance and Economics and has considerable experience in the management of apparel manufacturing, production management and product quality control. Ms. Shen is also the niece of Mr. TING Man Yi, Mr. TING Hung Yi, and Mr. DING Jianer.

沈人先生，35歲，China Ting Fashion Group (USA) LLC及JV/China Ting LLC總裁。沈先生於二零零五年加盟本集團，自二零零八年年底起負責管理職務。沈先生持有浙江大學法學院的法律學士、蘇格蘭格拉斯哥大學的法律碩士(國際法律)及英國華威大學的法律碩士(法律發展)。沈先生加盟本集團前，曾先後出任中國政府採購部門助理經理及國際律師行浩信律師事務所上海辦事處顧問。

### 織造及服裝生產管理

葉愛民先生，51歲，本集團副總裁，負責監督本集團的生產管理工作。彼於一九九三年八月加盟本集團，先後擔任深圳富豪時裝有限公司及杭州華鼎時裝有限公司的總經理等多個職務。葉先生於一九八三年獲浙江醫科大學頒授醫學學士學位，具有超過十年服裝生產管理及產品質量監控的經驗。

傅小波先生，49歲，本集團副總裁，負責監督本集團於上海及杭州的出口業務及產品發展工作。傅先生自一九九七年五月加入本集團，尤其在布料及產品創新、面料及生產工藝方面之業務拓展具有非常豐富的經驗。傅先生於一九八四年獲浙江理工大學(前稱浙江絲綢工學院)頒授學士學位。彼亦於加盟本集團前於德國接受廣泛的面料技術培訓。

沈旋女士，36歲，於二零零二年加入本集團，為本集團副總裁兼浙江信安時裝有限公司總經理，負責本集團零售業務的財務、採購及生產。沈女士畢業於浙江財經學院，具有豐富的服裝製造管理、生產管理以及產品質量監控經驗。彼亦為丁敏兒先生、丁雄尔先生及丁建兒先生的外甥女。

## Retail and Brand Management

**Mr. LIU Gang**, aged 50, is a vice president of the Group and the managing director of Zhejiang China Ting Brand Management Company Limited and the director for art and design for the Group. Mr. LIU joined the Group in August 1998 and is responsible for the design, promotion and management and exploitation of the Group's various in-house brand names in the China market, including the Group's own brands of FINITY, ELANIE, RIVERSTONE and the licensed brand of MAX STUDIO. Mr. LIU graduated from Zhejiang Sci-Tech University (浙江理工大學) formerly known as Zhejiang Institute of Silk Textiles (浙江絲綢工學院) in 1987.

**Mr. CHEN Jun**, aged 50, is a vice president of the Group and the general manager of Finity International Fashion Company Limited, joining the Group in 1999. Since 2001, as general manager of the above-mentioned fashion company, he has been responsible for the manufacturing, sales, promotion and marketing of the brands' apparel retail business in China. Mr. CHEN is very experienced in market promotion and branded apparel development in the PRC. He graduated from the Zhejiang Radio and Television University (浙江廣播電視大學) in 1983 and he is also the brother-in-law of Mr. TING Hung Yi, an executive director.

**Mr. HE Yi Min**, aged 44, is a vice president of the Group and the general manager of Finity Fashion (Shenzhen) Company Limited. Mr. HE joined the group in April 1998 assuming the said post of general manager in 2003. With more than 10 years of experience in garment manufacturing and fashion retail sales behind him, Mr. HE is currently in charge of the retail operations of the ELANIE brand. Mr. HE obtained a bachelor's degree in education from the Zhejiang Normal University (浙江師範大學) in 1990.

## Investor Relations and Global Business Development

**Ms. WOOD Sharon**, aged 63, originally director of Concept Creator Limited, France, with responsibilities for the Group's overall European operations, is now the vice president of the Group responsible for investor relations and global business development while maintaining her role as director of sales for Europe. Ms. WOOD holds a Master's degree in Business Consultation and Professional Coaching for Change Management from joint faculties HEC, France and Oxford University, UK. Ms. WOOD has over 25 years of management experience with 10 years in the service industry (Air France HK Regional office) and over 15 years in the textile sector, specializing in market development, sales and corporate management. Ms. WOOD joined the Group in June 2002.

## 零售及品牌管理

**劉剛先生**，50歲，本集團副總裁兼浙江華鼎品牌管理有限公司董事總經理及本集團藝術設計總監。劉先生於一九九八年八月加盟本集團，負責設計、宣傳及管理、以及開發本集團於中國市場的多個自有品牌，包括FINITY(菲妮迪)、ELANIE(依蘭)、RIVERSTONE(瑞弗史東)以及代理品牌MAX STUDIO。劉先生於一九八七年畢業於浙江理工大學(前稱浙江絲綢工學院)。

**陳俊先生**，50歲，本集團副總裁兼菲妮迪國際時裝有限公司總經理，於一九九九年加入本集團，自二零零一年起出任上述時裝公司總經理，負責就本集團品牌服裝的中國零售業務進行製造、銷售、宣傳及營銷工作。陳先生在中國的市場宣傳及品牌服裝發展方面擁有豐富經驗。陳先生在一九八三年畢業於浙江廣播電視大學，為執行董事丁雄爾先生的襟弟。

**何一民先生**，44歲，本集團副總裁兼菲妮迪時裝(深圳)有限公司總經理。何先生於一九九八年四月加盟本集團，於二零零三年起擔任上述公司總經理，何先生在製衣及時裝零售業積逾十年經驗，現時負責ELANIE(依蘭)品牌的零售業務。何先生於一九九零年獲浙江師範大學頒授教育學士學位。

## 投資者關係及全球業務發展

**吳德慧女士**，63歲，原任法國創越時裝有限公司的董事，負責本集團的整體歐洲業務，現為本集團副總裁，負責投資者關係及全球業務發展，同時兼任歐洲的銷售董事。吳女士持有法國HEC大學及英國牛津大學合辦的業務諮詢及轉變管理專業指導(Business Consultation and Professional Coaching for Change Management)碩士學位。吳女士擁有逾二十五年管理經驗，其中十年累積自服務業(法國航空公司香港地區辦事處)及逾十五年累積自紡織業，擅長市場開發、銷售及企業管理。吳女士於二零零二年六月加盟本集團。

## Accounting, Finance and Administration

**Mr. FANG Long**, aged 56, is a vice president of the Group, responsible for the Group's administration and public relations in China. Mr. FANG joined the Group in August 2000 and was, formerly, deputy general manager of Finity Fashion (Shenzhen) Company Limited until late March 2003. Mr. FANG is currently in charge of administration and corporate management, including offices, production facilities and properties, of the China Ting Industrial Complex in Hangzhou. Mr. FANG also assumes responsibilities as General Manager of the Group's latest wool mill joint venture with Italian partners. Mr. FANG completed undergraduate studies at Jiangxi University (江西大學) in 1989.

**Mr. MAO Jian Hua**, aged 58, is the Financial Controller and Chief Accountant of the Group. Mr. MAO joined the Group in December 2003 and is responsible for the overall accounting and budget control for the Group's OEM production in China. Mr. MAO is a holder of the Certificate of Certified Public Valuer of the PRC (中華人民共和國註冊資產評估師證書) as well as a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會). Mr. MAO has over 20 years of work experience in financial management and accounting in China.

**Ms. DING Yinger**, aged 62, is the General Manager (Finance) of the Group in China. Ms. DING joined the group in March 2002 and is responsible for the management of funds for the Group and overall financial management and control of the Group's retail business in China. Ms. DING has considerable experience in financial management and is the elder sister of Mr. TING Man Yi, Mr. TING Hung Yi, and Mr. DING Jianer.

**Mr. CHENG Ho Lung, Raymond**, aged 34, is the finance and accounting manager and also the Company Secretary of the Group. Mr. CHENG joined the Group in May 2005, and is responsible for the Group's overall matters related to financial and treasury management, financial accounting and reporting, budgetary control, taxation and statutory audit. Mr. CHENG graduated from the Hong Kong University of Science and Technology and also holds a Master's Degree in Business Administration (MBA) from the Chinese University of Hong Kong. He is an associate member of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Group, Mr. CHENG worked as audit manager for an international accounting firm in Hong Kong.

## 會計、財務及行政管理

方隆先生，56歲，本集團副總裁，負責本集團的中國行政管理及公共關係。方先生於二零零零年八月加入本集團，曾擔任菲妮迪時裝(深圳)有限公司副總經理，直至二零零三年三月底為止。方先生現時負責的行政管理和企業管理工作，包括管理座落於杭州華鼎工業園內的辦事處、生產設施及物業。方先生亦擔任本集團與意大利業務夥伴合營的最新羊毛紡織合營企業的總經理。方先生於一九八九年修畢江西大學本科課程。

茅建華先生，58歲，本集團財務總監兼總會計師。茅先生於二零零三年十二月加盟本集團，負責本集團的中國原設備製造生產的整體會計及財政預算監控。茅先生持有中華人民共和國註冊資產評估師證書，並為中國註冊會計師協會會員。茅先生於中國從事財務管理及會計工作逾二十年。

丁英兒女士，62歲，本集團的中國總經理(財務)。丁女士於二零零二年三月加盟本集團，負責為本集團管理基金以及本集團中國零售業務的整體財務管理及監控。丁女士在財務管理方面經驗豐富。丁女士為丁敏兒先生、丁雄尔先生及丁建兒先生的胞姐。

鄭浩龍先生，34歲，本集團的財務及會計經理以及公司秘書。鄭先生於二零零五年五月加入本集團，現負責本集團財務及財資管理、財務會計及申報、財政預算監控、稅務及法定審核方面之整體事務。鄭先生畢業於香港科技大學，並持有香港中文大學工商管理碩士學位。彼亦為香港會計師公會會員及英國特許公認會計師公會資深會員。鄭先生加盟本集團前，曾在香港一家國際會計師事務所擔任核數經理。

# Corporate Governance Report

## 企業管治報告

The Directors recognise the importance of corporate governance and are committed in maintaining high-standards of corporate governance in the management structure and the internal control procedures of the Group, in order to make sure that all business activities of the Group and the decision-making process are properly regulated to safeguard shareholders' interests as well as the Company's assets to lead and manage the Company to success. During the financial year ended 31 December 2011, the Company complied with the applicable code provisions set forth in The Code on Corporate Governance Practices (the "Code") as set out in appendix 14 to The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

### Board of Directors

The Board is responsible for preventing frauds and irregularities, safeguarding the assets of the Group and formulating business strategies for the Group. The Board currently comprises four executive Directors and three independent non-executive Directors. Details of the Directors are set forth on pages 20 to 22 of this report.

The four executive Directors include three brothers, namely Mr. TING Man Yi, Mr. TING Hung Yi and Mr. DING Jianer, and Mr. CHEUNG Ting Yin, Peter. Mr. CHEUNG Ting Yin, Peter has no family relationship with any of the other executive and independent non-executive Directors.

The roles of the Chairman and the Chief Executive Officer are separate and held by Mr. TING Man Yi and Mr. TING Hung Yi, respectively, who are siblings. The Chairman is responsible for the overall strategic planning of the Group, overseeing the manufacturing business of the Group in Hangzhou and the planning and implementation of major new investments and projects of the Group. The Chairman will ensure that the Group maintains good measures and effective corporate governance practices and procedures. The Chief Executive Officer is responsible for the day-to-day management of the business of the Group and the strategic development of the Group's OEM and retail business. With the assistance of other members of the Board and other senior management, the Chief Executive Officer closely monitors the operating and financial results of the Group, identifies weakness of the operation and takes all necessary and appropriate remedial steps.

All three independent non-executive Directors have been appointed for a term of three years, commencing from 18 November 2011. All of them have satisfied the independence criteria, and each of them has made such confirmation on independence pursuant to rule 3.13 of the Listing Rules. The Directors are of the view that all independent non-executive Directors have met the independence guidelines set forth in rule 3.13 of the Listing Rules.

董事認為企業管治對本集團管理架構及內部監控程序而言至為重要，並致力維持高水平的企業管治，以確保本集團一切業務活動及決策過程得以妥善規管，保障股東利益及本公司的資產以領導及管理本公司邁向成功。截至二零一一年十二月三十一日止財政年度，本公司一直遵守聯交所證券上市規則(「上市規則」)附錄14所載的企業管治常規守則(「守則」)的適用守則條文。

### 董事會

董事會負責防止欺詐及不當行為、保障本集團的資產以及制定本集團的業務策略。董事會目前由四位執行董事及三位獨立非執行董事組成。各董事的詳情載於本年報第20至22頁。

四位執行董事包括丁敏兒先生、丁雄尔先生和丁建兒先生三兄弟，以及張定賢先生。張定賢先生與任何其他執行董事及獨立非執行董事並無任何親屬關係。

本集團主席與行政總裁的角色分立，並分別由丁敏兒先生及丁雄尔先生(彼等為胞兄弟)擔任。主席負責本集團的整體策略籌劃、監督本集團在杭州的製造業務，以及策劃和施行本集團主要的新投資及項目，確保本集團保持良好措施及企業管治常規及程序有效。行政總裁負責本集團業務的日常管理以及原設備製造與零售業務的策略發展工作，並在董事會其他成員和其他高層管理人員協助下，密切監察本集團的營運及財務業績，識別業務營運中的弱項，並採取一切必要的適當修正措施。

三位獨立非執行董事的任期全部由二零一一年十一月十八日開始，為期三年。彼等全部符合獨立準則，並已根據上市規則第3.13條各自發出獨立確認。董事認為全體獨立非執行董事均符合上市規則第3.13條所載的獨立指引。



During 2011, the Board held four meetings and individual attendance of each Director at the Board meetings is set out below:

於二零一一年，董事會舉行四次會議，各董事於董事會會議之個別出席記錄載列如下：

Director 董事	Attendance 出席次數
<b>Executive Director</b>	
<b>執行董事</b>	
Mr. TING Man Yi 丁敏兒先生	3/4
Mr. TING Hung Yi 丁雄尔先生	4/4
Mr. DING Jianer 丁建兒先生	3/4
Mr. CHEUNG Ting Yin, Peter 張定賢先生	4/4
<b>Independent Non-Executive Director</b>	
<b>獨立非執行董事</b>	
Dr. CHENG Chi Pang 鄭志鵬博士	4/4
Mr. WONG Chi Keung 黃之強先生	4/4
Mr. LEUNG Man Kit 梁民傑先生	4/4

The Board is responsible for the formulation of the overall business strategies and objectives, the monitoring and evaluation of the operating and financial performance, the review of the corporate governance standard and the supervision of the management of the Group. The management of the Group is responsible for the implementation of the business strategies and the day-to-day operations of the Group under the supervision of the Chief Executive Officer. The Directors have full access to information on the Group. All senior management of the Group also provide the Directors from time to time with information on the business of the Group.

董事會負責制定整體業務策略及目標、監察及評估營運和財務表現、檢討企業管治標準以及監督本集團管理層。本集團管理層在行政總裁監督下，負責施行本集團的業務策略及日常運作。董事有權查閱本集團所有資料，而本集團全體高層管理人員亦會不時向董事提供有關本集團業務的資料。

### Model Code for Securities Transactions

The Company has adopted The Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set forth in appendix 10 to the Listing Rules. The Company has made specific enquiries with the Directors, and all Directors have confirmed that they complied with the requirements under the Model Code throughout the year ended 31 December 2011.

### 進行證券交易的標準守則

本公司已採納上市規則附錄10所載的上市發行人董事進行證券交易的標準守則（「標準守則」）。據本公司向董事作出特定查詢後所悉，所有董事確認於截至二零一一年十二月三十一日止年度全年已遵守標準守則下的規定。

## Remuneration Committee

The remuneration committee of the Board has three members, namely Mr. TING Hung Yi, Dr. CHENG Chi Pang and Mr. WONG Chi Keung. The chairman of the remuneration committee is Mr. WONG Chi Keung. The primary duties of the remuneration committee include reviewing the terms of remuneration packages and determining the award of bonuses. Its terms of reference are available on request, and are also posted on the website of the Company. The remuneration committee was established on 18 November 2005. One remuneration committee meeting was held in 2011 and all the committee members attended the meeting.

## Nomination Committee

The nomination committee of the Board consists of Mr. TING Hung Yi, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit. The chairman of the nomination committee is Mr. LEUNG Man Kit. The nomination committee selects and recommends appropriate candidates, based on his or her prior experience and qualifications, to the Board on the appointment of Directors and the senior management of the Group. Its terms of reference are available on request and are also posted on the website of the Company. The nomination committee was established on 18 November 2005. One nomination committee meeting, discussing the nomination procedures, was held in 2011 and all the committee members attended the meeting.

## Audit Committee

The audit committee of the Board comprises three independent non-executive Directors, Mr. WONG Chi Keung, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit. Mr. WONG Chi Keung is the chairman of the audit committee. The audit committee assists the Board to review the financial reporting process, evaluate the effectiveness of the internal control systems of the Group and oversee the auditing processes. Its terms of reference are available on request and are also posted on the website of the Company. The audit committee was established on 18 November 2005. Two audit committee meetings were held, together with senior management and the external auditor in 2011. All the committee members attended these meetings.

During 2011, the audit committee considered the external auditor's proposed audit fees; discussed with the external auditor their independence and the nature and scope of the audit; reviewed the interim and annual financial statements, particularly judgemental areas, before submission to the Board; reviewed the Group's adherence to the Code Provisions in the Code. The audit committee recommended the Board to adopt the interim and annual report for 2011.

## 薪酬委員會

董事會轄下的薪酬委員會由丁雄尔先生、鄭志鵬博士及黃之強先生三位成員組成，主席為黃之強先生。薪酬委員會的主要職責包括審閱薪酬方案條款及釐定花紅發放。本公司會在有人要求時提供薪酬委員會的職權範圍，並在本公司網站登載。薪酬委員會於二零零五年十一月十八日成立，並於二零一一年舉行過一次會議，全體委員會成員均有出席。

## 提名委員會

董事會轄下的提名委員會由丁雄尔先生、鄭志鵬博士及梁民傑先生三位成員組成，主席為梁民傑先生。提名委員會負責根據各人的過往經驗及資歷，就委任本集團董事及高層管理人員之事宜，向董事會選舉和推薦合適的人才。本公司會在有人要求時提供提名委員會的職權範圍，並在本公司網站登載。提名委員會於二零零五年十一月十八日成立，並於二零一一年舉行過一次討論提名程序的會議，全體委員會成員均有出席。

## 審核委員會

董事會轄下的審核委員會由黃之強先生、鄭志鵬博士及梁民傑先生三位獨立非執行董事組成，並由黃之強先生擔任主席。審核委員會負責協助董事會檢討財務申報程序、評估本集團內部監控制度的效能及監督審核過程。本公司會在有人要求時提供審核委員會的職權範圍，並在本公司網站登載。審核委員會於二零零五年十一月十八日成立，並於二零一一年與高層管理人員及外聘核數師舉行過兩次會議，全體委員會成員均有出席。

於二零一一年，審核委員會已審議外聘核數師之建議審核費用；與外聘核數師討論彼等之獨立性以及審核之性質及範圍；審閱中期及年度財務報表（尤其是有關判斷之範圍）後方提交董事會；審閱本集團是否遵守守則的守則條文。審核委員會建議董事會採納二零一一年中期及年度報告。

## Director's Responsibilities for the Financial Statements

The Directors acknowledge that it is their responsibility for overseeing the preparation of the financial statements of the Group with a view to ensure that such financial statements give a true and fair view of the state of affairs of the Group, selecting suitable accounting policies, applying the selected accounting policies consistently, and making prudent and reasonable judgements and estimates for the preparation of the financial statements of the Group.

The statement of the auditor of the Company regarding their reporting responsibilities on the financial statements of the Group is set forth in the independent auditor's report on page 45.

## Auditor's Remuneration

The professional fee charged by the Company's auditor in respect of the auditing services is disclosed in note 27 to the financial statements. The remuneration of the auditor of the Company, PricewaterhouseCoopers, for audit and non-audit services (namely taxation services and interim review) rendered during 2011 was HK\$3.3 million and HK\$0.6 million, respectively.

## Internal Control

The Board and the management of the Group maintain a sound and effective system of internal control of the Group so as to ensure the effectiveness and efficiency of the operations of the Group in achieving the established corporate objectives, safeguarding assets of the Group, rendering reliable financial reporting and complying with the applicable laws and regulations.

The Board is also responsible for making appropriate assertions on the adequacy of internal controls over financial reporting and the effectiveness of disclosure controls and procedures. Through the audit committee of the Board, the Board reviews the effectiveness of these systems on a regular basis.

## 董事對財務報表的責任

董事承認彼等有責任監督本集團編製財務報表，以確保該等財務報表真實而公平地反映本集團的業務狀況，選取合適會計政策並貫徹運用所選的會計政策，以及對本集團財務報表之編製作出審慎合理的判斷及估計。

本公司核數師已就其對本集團財務報表的申報責任作出聲明，有關聲明載於第45頁的獨立核數師報告。

## 核數師酬金

本公司核數師就核數服務所收取的專業費用，於財務報表附註27中披露。於二零一一年內，本公司就核數師羅兵咸永道會計師事務所提供的核數及非核數服務(稅務服務及中期審閱)，分別支付酬金3.3百萬港元及0.6百萬港元。

## 內部監控

本集團董事會與管理層負責維持本集團的內部監控制度穩健妥善而且有效，以確保本集團有效地以高效率營運，藉以達成企業目標、保障本集團資產、作出可靠的財務申報以及遵守適用的法律及規例。

董事會亦負責對財務申報的內部監控是否充足以及披露監控和程序是否有效，作出適當的聲明，並透過轄下的審核委員會定期檢討該等制度是否有效。

# Report of the Directors

## 董事會報告

The Directors are pleased to present their report together with the audited financial statements for the financial year ended 31 December 2011.

### Principal Business Activities

The principal business activity of the Company is investment holding. Details of the principal business activities of the subsidiaries of the Company are set forth in note 9 to the financial statements.

The Group's principal business activities during the financial year ended 31 December 2011 were garment manufacturing for export and retailing branded fashion apparel in Mainland China.

An analysis of the Group's performance for the financial year ended 31 December 2011 by business and geographical segments is set out in note 5 to the financial statements.

### Results and Appropriations

The Group's consolidated results for the financial year ended 31 December 2011 are set forth in the consolidated statement of comprehensive income on page 50 of this annual report.

An interim dividend of HK2.25 cents per share and a special dividend of HK0.45 cent per share were paid to the shareholders during the year. At a meeting held on 23 March 2012, the Directors proposed a special dividend of HK1.11 cents per share in addition to a final dividend of HK1.64 cents per share. Upon the approval to be obtained from the forthcoming Annual General Meeting to be held on 18 May 2012, the final dividend and the special dividend will be payable on or about 6 June 2012 to the shareholders whose name appear on the register of members of the Company at close of business on Wednesday, 30 May 2012.

The register of members of the Company will be closed from Wednesday, 16 May 2012 to Friday, 18 May 2012, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the annual general meeting of the Company. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 May 2012 for such purpose.

董事欣然呈列董事會報告，連同截至二零一一年十二月三十一日止財政年度的經審核財務報表。

### 主要業務

本公司的主要業務是投資控股，本公司附屬公司主要業務的詳情載於財務報表附註9。

本集團截至二零一一年十二月三十一日止財政年度的主要業務是在中國內地製造成衣以供出口，以及零售品牌時裝。

本集團於截至二零一一年十二月三十一日止財政年度按業務及地區分部分類的業績分析載於財務報表附註5。

### 業績及分配

本集團截至二零一一年十二月三十一日止財政年度的綜合業績，載於本年報第50頁之綜合全面收入表內。

年內已向股東派付中期股息每股股份2.25港仙及特別股息每股股份0.45港仙。於二零一二年三月二十三日舉行的會議上，董事建議除派付終期股息每股股份1.64港仙外，亦派付特別股息每股股份1.11港仙。經將於二零一二年五月十八日舉行的應屆股東週年大會批准後，終期股息及特別股息將於二零一二年六月六日或前後向於二零一二年五月三十日(星期三)營業時間結束時名列本公司股東名冊的股東派付。

本公司將於二零一二年五月十六日(星期三)至二零一二年五月十八日(星期五)(包括首尾兩日)暫停辦理股份過戶登記，期間將不會進行任何股份過戶，為釐定符合出席本公司股東週年大會及於會上投票的資格，所有股份過戶文件連同有關股票，最遲須於二零一二年五月十五日(星期二)下午四時三十分前交回本公司的股份過戶登記處香港分處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號舖以作登記。



The Company's register of members will be closed from Monday, 28 May 2012 to Wednesday, 30 May 2012 (both days inclusive), during such period no transfer of the shares will be registered in order to qualify for the proposed special and final dividend. All transfers of the shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 25 May 2012 for such purpose.

## Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 143 and 144 of this report.

## Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 6 to the financial statements.

## Share Capital and Share Options

Details of the movements in the share capital of the Company and the share options granted by the Company are set forth in note 18 to the financial statements.

## Reserves

Details of movements in the reserves of the Company and the Group during the financial year ended 31 December 2011 are set forth in note 19 to the financial statements.

## Distributable Reserves

As at 31 December 2011, the Company's reserves available for distributions amounted to HK\$1,594.7 million comprising share premium, contributed surplus and retained earnings.

## Major Customers and Suppliers

During the financial year ended 31 December 2011, sales made to the Group's top five customers and the largest customer accounted for approximately 34.8% and 11.6% of the total sales. The Group purchased less than 30% of its goods and services from its five largest suppliers.

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

本公司將於二零一二年五月二十八日(星期一)至二零一二年五月三十日(星期三)(包括首尾兩日)暫停辦理股份過戶登記,期間不會登記任何股份過戶,為符合資格獲派擬派特別及終期股息,所有股份過戶文件連同有關股票,最遲須於二零一二年五月二十五日(星期五)下午四時三十分前交回本公司的股份過戶登記處香港分處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號舖。

## 財務概要

本集團過去五個財政年度的業績、資產及負債概要載於本年報第143至第144頁。

## 物業、廠房及設備

有關本集團物業、廠房及設備的變動,詳情載於財務報表附註6。

## 股本及購股權

有關本公司股本及本公司已授出購股權的變動,詳情載於財務報表附註18。

## 儲備

有關本公司及本集團於截至二零一一年十二月三十一日止財政年度的儲備變動,詳情載於財務報表附註19。

## 可供分派儲備

於二零一一年十二月三十一日,本公司的可供分派儲備為1,594.7百萬港元,包括股份溢價、繳入盈餘及保留盈利。

## 主要客戶及供應商

截至二零一一年十二月三十一日止財政年度,本集團向五大客戶及最大客戶銷售所得的銷售額分別佔總銷售額約34.8%及11.6%。本集團向五大供應商採購的貨物及服務低於其採購額的30%。

董事、彼等的聯繫人或據董事所知擁有本公司已發行股份超過5%的股東概無擁有本集團五大客戶或五大供應商的任何實益權益。

## Directors

The Directors of the Company during the financial year ended 31 December 2011 and up to the date of this report are:

### Executive Directors:

Mr. TING Man Yi (*Chairman*)  
Mr. TING Hung Yi (*Chief Executive Officer*)  
Mr. DING Jianer  
Mr. CHEUNG Ting Yin, Peter

### Independent non-executive Directors:

Dr. CHENG Chi Pang  
Mr. WONG Chi Keung  
Mr. LEUNG Man Kit

In accordance with article 86 of the Company's articles of association (the "Articles"), Mr. DING Jianer, Mr. WONG Chi Keung and Mr. LEUNG Man Kit will retire and being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

The Company received from each of Dr. CHENG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit a confirmation of their independence pursuant to rule 3.13 of the Listing Rules and the Company considers all of them to be independent.

## Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set forth on pages 20 to 25 of this report.

## Directors' Service Contracts

The annual salary and bonus of each of Mr. TING Man Yi, Mr. TING Hung Yi, Mr. DING Jianer and Mr. CHEUNG Ting Yin, Peter for the financial year ended 31 December 2011 was HK\$4.2 million, HK\$4.2 million, HK\$2.7 million, and HK\$3.0 million, respectively. The annual salary and bonus of each executive Director shall be determined by the Board and subject to the annual review by the remuneration committee of the Company, provided that any increment shall not be more than 15% of the annual salary received by each executive Director for the immediate preceding year.

Each of the executive Directors is also entitled to a management bonus, the amount of which is determined with reference to the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items (the "Net Profits") as the Board may, in its absolute discretion, approve, provided that the aggregate amount of the management bonus payable to all executive Directors in respect of any financial year shall not exceed 4% of the Net Profits for the relevant financial year.

## 董事

於截至二零一一年十二月三十一日止財政年度及直至本年報刊發日期止的本公司在任董事如下：

### 執行董事：

丁敏兒先生(主席)  
丁雄尔先生(行政總裁)  
丁建兒先生  
張定賢先生

### 獨立非執行董事：

鄭志鵬博士  
黃之強先生  
梁民傑先生

根據本公司章程細則(「章程細則」)第86條細則，丁建兒先生、黃之強先生及梁民傑先生將會退任，並符合資格可在應屆股東週年大會上膺選連任。

本公司已接獲鄭志鵬博士、黃之強先生及梁民傑先生分別根據上市規則第3.13條發出的獨立確認書，本公司認為彼等全部屬獨立人士。

## 董事及高層管理人員之履歷

有關董事及本集團高層管理人員的履歷，詳情載於本年報第20至第25頁。

## 董事服務合約

於截至二零一一年十二月三十一日止財政年度，丁敏兒先生、丁雄尔先生、丁建兒先生及張定賢先生各自可獲得年薪及花紅分別4.2百萬港元、4.2百萬港元、2.7百萬港元及3.0百萬港元。各執行董事的年薪及花紅須由董事會釐定並由本公司薪酬委員會每年檢討，惟任何加薪幅度不得多於各執行董事於緊接上一年度所獲年薪的15%。

各執行董事亦有權獲得管理花紅，管理花紅乃參考本集團除稅及少數股東權益後但未計非經常項目的經審核綜合純利(「純利」)釐定，再由董事會全權酌情批准，惟於任何財政年度支付予全體執行董事的管理花紅總額，不得超過有關財政年度所得純利的4%。

Each of the independent non-executive Directors has signed a letter of appointment dated 18 November 2011 with the Company under which each of them has agreed to act as an independent non-executive Director for a period of three years, commencing from 18 November 2011, unless terminated in accordance with the terms and conditions specified therein. The initial annual fee payable to Mr. WONG Chi Keung, Dr. CHENG Chi Pang and Mr. LEUNG Man Kit is HK\$360,000, HK\$240,000 and HK\$240,000, respectively.

In recognition of the services of the independent non-executive Directors, each of them has also been granted 1,000,000 options pursuant to the Company's share option scheme adopted on 18 November 2005. Mr. WONG Chi Keung has exercised part of his options. All unexercised options were lapsed during the year. Further details on their interests in the shares of the Company are set forth on pages 34–35 in this report.

Save as mentioned above, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director. Save as disclosed above, there is no service contract, which is not determinable by the Company or its subsidiaries within one year without payment of compensation (other than statutory compensation), entered into with any of the executive Director proposed for re-election at the forthcoming Annual General Meeting.

## Directors' Interests in Contracts

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the financial year.

## Emolument Policy of the Group

The Company's policies concerning remuneration of the Directors are as follows:

- (i) the amount of remuneration is determined by the remuneration committee of the Board on the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the executive Directors under their remuneration package; and
- (iii) the Directors may be granted, at the discretion of the Board with the endorsement of the remuneration committee of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration package.

The emolument policy of the Group is aimed at attracting, retaining and motivating talented individuals. The principle is to have performance based remuneration which reflects market standards. The employee's remuneration

各獨立非執行董事已於二零一一年十一月十八日與本公司簽署委任書，據此，彼等各自同意由二零一一年十一月十八日起出任獨立非執行董事三年，惟根據委任書訂明的條款及條件終止則除外。初步應向黃之強先生、鄭志鵬博士及梁民傑先生支付的年度袍金分別為360,000港元、240,000港元及240,000港元。

為表彰獨立非執行董事的服務，彼等各自亦已根據本公司於二零零五年十一月十八日採納的購股權計劃獲授1,000,000份購股權。黃之強先生已行使其部份購股權。所有尚未行使的購股權已於年內失效。有關彼等於本公司股份的權益的進一步詳情載於本年報第34至35頁。

除上文所述者外，預期獨立非執行董事概不會為彼等擔任獨立非執行董事職務而收取任何其他薪酬。除上文所披露者外，任何建議在應屆股東週年大會上重選的執行董事，概無訂立任何不可由本公司或其附屬公司於一年內毋須支付賠償（法定賠償除外）而終止的服務合約。

## 董事之合約權益

本財政年度內，董事概無於任何就本集團業務而言乃屬重大，而本公司、其控股公司或其任何附屬公司亦屬訂約方之一的合約中直接或間接擁有重大權益。

## 本集團之酬金政策

本公司有關董事薪酬的政策如下：

- (i) 薪酬金額乃由董事會轄下的薪酬委員會根據有關執行董事的經驗、職責、工作量及服務本集團的時間長短而釐定；
- (ii) 執行董事或會根據彼等的薪酬方案而獲得非現金福利；及
- (iii) 董事會可在其轄下的薪酬委員會同意下酌情決定，根據本公司採納的購股權計劃向董事授出購股權，作為彼等薪酬方案的一部分。

本集團的酬金政策旨在吸引、挽留和策勵有才幹的人員，其原則是設定以績效為準則並反映市場標準的薪酬水平。僱員的薪酬方案一般根據個別

packages are generally determined based on their job nature and position with reference to market standards. Employees also receive certain welfare benefits. The Group's emolument policy will be adjusted depending on a number of factors, including changes to the market practice and stages of the Group's business development, so as to achieve the Group's operational targets.

### Interests and/or Short Positions of Directors and Chief Executive in the Shares, Underlying Shares or Debentures of the Company and its Associated Corporations

As at 31 December 2011, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions), or were required, pursuant to section 352 of the SFO, to be entered in the register required to be maintained, or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Beneficial Interests in the Shares

Name of Directors	Capacity	Number of shares	Approximate percentage of interest in the Company <sup>#</sup>
董事姓名	身份	股份數目 (Note 1) (附註1)	佔本公司權益 概約百分比 <sup>#</sup>
Mr. TING Man Yi 丁敏兒先生	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 2) (附註2)	71.04%
Mr. TING Hung Yi 丁雄尔先生	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 3) (附註3)	71.04%
Mr. DING Jianer 丁建兒先生	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 4) (附註4)	71.04%
Dr. CHENG Chi Pang 鄭志鵬博士	Directly beneficially owned 直接實益擁有	200,000 (L)	0.01%
Mr. WONG Chi Keung 黃之強先生	Directly beneficially owned 直接實益擁有	1,000,000 (L)	0.05%

人員的工作性質和職位並參考市場標準而釐定。僱員亦會收取若干福利利益。本集團的酬金政策將會按照市場慣例變動及本集團業務發展的階段等多個因素作出調整，藉此達致本集團的營運目標。

### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份或債權證中擁有的權益及／或淡倉

於二零一一年十二月三十一日，董事及本公司最高行政人員於本公司及其相聯法團(按證券及期貨條例(「證券及期貨條例」)第XV部的涵義)的股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部的規定已知會本公司及聯交所的權益及淡倉(包括根據該等條文規定被當作或被視作擁有的權益及淡倉)，或根據證券及期貨條例第352條規定須登記於需存置的登記冊內的權益及淡倉，或根據標準守則規定須知會本公司及聯交所的權益及淡倉如下：

#### (a) 於股份的實益權益



\* The approximate percentage of interest in the Company is based on the issued share capital of the Company as at 31 December 2011.

Notes:

- 1 The letter "L" stands for the Director's long position in the shares.
- 2 Longerview Investments Limited ("**Longerview**") is owned as to 41.5% by Firmsuccess Limited ("**Firmsuccess**") which is wholly-owned by Mr. TING Man Yi. Longerview is a controlled corporation (within the meaning of the SFO) of Mr. TING Man Yi. As such, under the SFO, Mr. TING Man Yi is deemed to be interested in the 1,490,000,000 shares held by Longerview.
- 3 Longerview is owned as to 40.5% by In Holdings Limited ("**In Holdings**") which is wholly-owned by Mr. TING Hung Yi. Longerview is a controlled corporation (within the meaning of the SFO) of Mr. TING Hung Yi. As such, under the SFO, Mr. TING Hung Yi is deemed to be interested in the 1,490,000,000 shares held by Longerview.
- 4 Pursuant to a shareholders' agreement dated 18 November 2005 and entered into between Mr. TING Man Yi, Firmsuccess, Mr. TING Hung Yi, In Holdings, Mr. DING Jianer, Willport Investments Limited ("**Willport**") and Longerview (collectively the "**Controlling Shareholders**"), each of the Controlling Shareholders (other than Longerview) has agreed to enter into pre-emptive arrangements in respect of their shareholding in Longerview. For the purpose of Part XV of the SFO, each of Mr. TING Man Yi, Mr. TING Hung Yi and Mr. DING Jianer is therefore deemed to have effective voting power in respect of the 1,490,000,000 shares held by Longerview. As such, under the SFO, Mr. DING Jianer is also deemed to be interested in the 1,490,000,000 shares held by Longerview.

\* 佔本公司權益概約百分比乃按本公司於二零一一年十二月三十一日的已發行股本計算。

附註：

- 1 字母[L]指董事於股份中的好倉。
- 2 Firmsuccess Limited (「**Firmsuccess**」) 擁有 Longerview Investments Limited (「**Longerview**」) 的41.5%，而丁敏兒先生則全資擁有 Firmsuccess。Longerview 為丁敏兒先生的受控制法團(按證券及期貨條例的涵義)。因此，根據證券及期貨條例，丁敏兒先生被視作擁有 Longerview 持有的1,490,000,000股股份的權益。
- 3 In Holdings Limited (「**In Holdings**」) 擁有 Longerview 的40.5%，而丁雄尔先生則全資擁有 In Holdings。Longerview 為丁雄尔先生的受控制法團(按證券及期貨條例的涵義)。因此，根據證券及期貨條例，丁雄尔先生被視作擁有 Longerview 持有的1,490,000,000股股份的權益。
- 4 根據丁敏兒先生、Firmsuccess、丁雄尔先生、In Holdings、丁建兒先生、Willport Investments Limited (「**Willport**」) 及 Longerview (統稱為「**控股股東**」) 於二零零五年十一月十八日訂立的股東協議，各控股股東(Longerview 除外)已同意就彼等於 Longerview 之股權訂立優先購買安排。就證券及期貨條例第XV部而言，丁敏兒先生、丁雄尔先生及丁建兒先生各自因此被視作擁有 Longerview 所持1,490,000,000股股份的實際投票權。因此，根據證券及期貨條例，丁建兒先生亦被視作擁有 Longerview 持有的1,490,000,000股股份的權益。

**(b) Beneficial Interests in the Shares of Associated Corporations**

**(b) 於相聯法團股份的實益權益**

Name of Directors	Name of associated corporation	Nature of interest	Number of shares	Approximate percentage of interest in the associated corporation
董事姓名	相聯法團名稱	權益性質	股份數目	佔相聯法團權益概約百分比
Mr. TING Man Yi 丁敏兒先生	Firmsuccess	Personal interest 個人權益	1	100%
	Longerview	Corporate interest 法團權益	415 (Note 1) (附註1)	41.5%
Mr. TING Hung Yi 丁雄尔先生	In Holdings	Personal interest 個人權益	1	100%
	Longerview	Corporate interest 法團權益	405 (Note 2) (附註2)	40.5%
Mr. DING Jianer 丁建兒先生	Willport	Personal interest 個人權益	1	100%
	Longerview	Corporate interest 法團權益	180 (Note 3) (附註3)	18.0%

Notes:

- 1 The 415 shares in Longerview are held by Firmsuccess, which is wholly-owned by Mr. TING Man Yi.
- 2 The 405 shares in Longerview are held by In Holdings, which is wholly-owned by Mr. TING Hung Yi.
- 3 The 180 shares in Longerview are held by Willport, which is wholly-owned by Mr. DING Jianer.

附註：

- 1 Firmsuccess 持有 Longerview 的 415 股股份，丁敏兒先生則全資擁有 Firmsuccess。
- 2 In Holdings 持有 Longerview 的 405 股股份，丁雄尔先生則全資擁有 In Holdings。
- 3 Willport 持有 Longerview 的 180 股股份，丁建兒先生則全資擁有 Willport。

## Substantial Shareholders' Interests and/or Short Positions in the Shares, Underlying Shares or Debentures of the Company

So far as the Directors are aware, as at 31 December 2011, the persons, other than Directors and chief executive of the Company, having interests or short positions in the shares or underlying shares or debentures of the Company, which were required to be entered into the register kept by the Company pursuant to section 336 of the SFO, were as follows:

## 主要股東於本公司股份、相關股份或債權證中擁有的權益及／或淡倉

據董事所知，於二零一一年十二月三十一日，於本公司股份、相關股份或債權證中擁有權益或淡倉，而根據證券及期貨條例第336條須登記於本公司需存置的登記冊內的人士（並非董事或本公司最高行政人員）如下：

Name of substantial shareholders	Capacity	Number of shares	Approximate percentage of interest in the Company
主要股東名稱	身份	股份數目 (Note 1) (附註1)	佔本公司權益 概約百分比
Longerview	Beneficial owner 實益擁有人	1,490,000,000 (L) (Note 2) (附註2)	71.04%
Firmsuccess	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 2) (附註2)	71.04%
In Holdings	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 3) (附註3)	71.04%
Willport	Interest of controlled corporation 受控制法團權益	1,490,000,000 (L) (Note 4) (附註4)	71.04%

Notes:

附註：

- |   |   |   |  |
|---|---|---|--|
| 1 | The letter 'L' stands for the substantial shareholders' long position in the shares.  | 1 | 字母「L」指主要股東於股份中的好倉。   |
| 2 | Longerview is owned as to 41.5% by Firmsuccess. As such, Longerview is a controlled corporation (within the meaning of the SFO) of Firmsuccess. Firmsuccess is therefore deemed to be interested in the 1,490,000,000 shares held by Longerview.  | 2 | Firmsuccess擁有Longerview的41.5%。因此，Longerview為Firmsuccess的受控制法團（按證券及期貨條例的涵義）。故此，Firmsuccess被視作擁有Longerview持有的1,490,000,000股股份的權益。  |
| 3 | Longerview is owned as to 40.5% by In Holdings. As such, Longerview is a controlled corporation (within the meaning of the SFO) of In Holdings. In Holdings is therefore deemed to be interested in the 1,490,000,000 shares held by Longerview.  | 3 | In Holdings擁有Longerview的40.5%。因此，Longerview為In Holdings的受控制法團（按證券及期貨條例的涵義）。故此，In Holdings被視作擁有Longerview持有的1,490,000,000股股份的權益。  |
| 4 | Pursuant to a shareholders' agreement dated 18 November 2005 and entered into between the Controlling Shareholders, each of the Controlling Shareholders (other than Longerview) has agreed to enter into pre-emptive arrangements in respect of their shareholding in Longerview. For the purpose of Part XV of the SFO, each of Firmsuccess, In Holdings and Willport is therefore deemed to have effective voting power in respect of the 1,490,000,000 shares held by Longerview. As such, Willport is also deemed to be interested in the 1,490,000,000 shares held by Longerview. | 4 | 根據各控股股東於二零零五年十一月十八日訂立的股東協議，各控股股東（Longerview除外）已同意就彼等於Longerview之股權訂立優先購買安排。就證券及期貨條例第XV部而言，Firmsuccess、In Holdings及Willport各自因此被視作擁有Longerview所持1,490,000,000股股份的實際投票權。因此，Willport亦被視作擁有Longerview持有的1,490,000,000股股份的權益。 |

## Share Option Scheme and Pre-IPO Share Option Deed

### (a) Share Option Scheme

Pursuant to the written resolutions of the sole shareholder passed on 18 November 2005, a share option scheme (the “**Share Option Scheme**”) was approved and adopted by the Company.

The purpose of the Share Option Scheme is to allow the Company to grant options to subscribe for shares (the “**Options**”) to Participants (as defined below) as incentives or rewards for their contribution to the Group.

For the purpose of the Share Option Scheme, Participants include (i) employees of the Company (whether full-time or part-time) or any of its subsidiaries; and (ii) Directors (whether executive Directors or non-executive Directors or independent non-executive Directors) or any director of its subsidiaries (together, the “**Participants**” and each a “**Participant**”).

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 share option schemes of the Company shall not, in aggregate, exceed 199,000,000 Shares (the “**Scheme Mandate Limit**”), unless the Company obtains an approval from the shareholders as set out below. Options lapsed shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may seek approval of the shareholders in general meeting to refresh the Scheme Mandate Limit such that the total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 10% (the “**Refreshed Limit**”) of the issued share capital of the Company as at the date of approval to refresh such limit. Options previously granted under the Share Option Scheme and any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or any other share option schemes or exercised Options) shall not be counted for the purpose of calculating the Refreshed Limit.

## 購股權計劃及首次公開發售前購股權契據

### (a) 購股權計劃

根據唯一股東於二零零五年十一月十八日通過的書面決議案，本公司批准並採納購股權計劃（「**購股權計劃**」）。

購股權計劃的目的乃容許本公司向參與者（定義見下文）授出可認購股份的購股權（「**購股權**」），作為鼓勵或獎勵彼等對本集團所作出的貢獻。

就購股權計劃而言，參與者包括(i)本公司或其任何附屬公司的僱員（不論全職或兼職）；及(ii)董事（不論為執行董事或非執行董事或獨立非執行董事）或其附屬公司的任何董事（統稱及個別稱為「**參與者**」）。

因行使根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權而可能發行的股份總數，不得超過199,000,000股股份（「**計劃授權上限**」），除非本公司按下述方式獲得股東批准。就計算計劃授權上限而言，已失效的購股權不得計算在內。

本公司可於股東大會上尋求股東批准更新計劃授權上限，惟根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的已發行股份總數不得超過批准更新計劃授權上限當日本公司已發行股本的10%（「**更新限額**」）。就計算更新限額而言，先前根據購股權計劃及任何其他購股權計劃授出的購股權（包括該等尚未行使、已註銷、根據購股權計劃或任何其他購股權計劃已失效或已行使的購股權）將不得計算在內。



Notwithstanding the above, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares in issue from time to time. No option may be granted under the Share Option Scheme and any other share option schemes of the Company if this will result in the aforesaid 30% limit being exceeded.

The maximum number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant of the options shall not exceed 1% of the total number of shares in issue. Any further grant of Options to a Participant which would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such Participant under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue shall be subject to the shareholders' approval in general meeting with such Participant and his associates (as defined in the Listing Rules) abstaining from voting.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period of not more than 10 years to be notified by the Board to each grantee. Such period shall commence on the date on which an offer of the grant of an Option is accepted or deemed to be accepted in accordance with the terms of the Share Option Scheme and expire on the last day of such period as determined by the Board.

An amount of HK\$1.00 is payable by the Participant to the Company on acceptance of the option offer as consideration for the grant. Unless otherwise determined by the Board and specified in the offer letter to be given to the Participant at the time of the offer of the Option, there is neither any performance target that needs to be achieved by the grantee before an Option can be exercised nor any minimum period for which an Option must be held before it can be exercised.

The subscription price in respect of each share issued under the Share Option Scheme will be a price determined by the Board and notified to a Participant and will be no less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer to the Participant, which must be a day on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities (a "Trading Day"); (ii) the average closing price of the shares as stated in the Stock

儘管有上文所述者，因行使根據購股權計劃及本公司任何其他購股權計劃已授出而尚未行使的全部購股權而可能發行的股份最高數目，不得超過不時已發行股份總數的30%。倘授出購股權將導致超過上述30%限額，則不可根據購股權計劃及本公司任何其他購股權計劃授出購股權。

因行使已向各參與者授出的購股權(包括已行使及尚未行使的購股權)而發行及將予發行的股份最高數目，在任何十二個月期間內直至授出購股權日期(包括當日)不得超過已發行股份總數的1%。截至進一步授出購股權日期為止(包括當日)之十二個月期間內，凡向參與者進一步授出購股權會導致因行使根據購股權計劃及本公司任何其他購股權計劃已授予及將授予該參與者的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行之股份總數，如超過本公司已發行股份之1%者，則須另行於股東大會上經股東批准，而有關參與者及其聯繫人(定義見上市規則)須就此放棄投票。

購股權可於董事會通知各承授人當日起計不超過十年的期間內，隨時根據購股權計劃的條款行使。行使期須自根據購股權計劃條款接納或被視為接納獲授予購股權的要約當日起計，直至董事會決定有關期間的最後日期為止屆滿。

參與者接納購股權要約須向本公司支付1.00港元以作為獲授購股權的代價。除非董事會另行規定，以及向參與者提呈購股權要約時發出的要約函件內另有指明者，否則承授人毋須在行使購股權前達成任何表現目標，且行使購股權前亦概無最低購股權持有期限。

根據購股權計劃發行的每股股份認購價將由董事會釐定，由董事會通知參與者且不得低於以下三者之最高者：(i)向參與者提呈購股權當日聯交所每日報價表所列股份的收市價，該日須為香港持牌銀行的營業日及聯交所進行證券買賣之日(「交易日」)；

## Report of the Directors

### 董事會報告

Exchange's daily quotations sheets for the five consecutive Trading Days immediately preceding the date of offer to the Participant; and (iii) the nominal value of a share.

The Share Option Scheme will remain valid for a period of 10 years commencing on the date on which the Share Option Scheme is conditionally adopted by the written resolutions of the sole shareholder, after which period no further Options will be granted but in respect of all Options which remain exercisable at the end of such period, the provisions of the Share Option Scheme shall remain in full force and effect.

Details of the share options outstanding as at 31 December 2011 were as follows:

(ii)緊接向參與者提呈購股權當日前連續五個交易日聯交所每日報價表所列股份的平均收市價；及(iii)股份面值。

購股權計劃將於唯一股東通過書面決議案有條件採納購股權計劃當日起計十年內有效，其後將不再授出其他購股權，惟有關所有購股權於該期限終結時仍可予以行使，購股權計劃的條文將仍具十足效力及作用。

於二零一一年十二月三十一日尚未行使的購股權詳情如下：

	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Number of options 購股權數目				
			At 1 January 2011 於二零一一年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	At 31 December 2011 於二零一一年 十二月三十一日
<b>Directors</b> <b>董事</b>							
Dr. CHENG Chi Pang 鄭志鵬博士	13 November 2008 二零零八年 十一月十三日	0.59	1,000,000	—	—	1,000,000	—
Mr. WONG Chi Keung 黃之強先生	13 November 2008 二零零八年 十一月十三日	0.59	340,000	—	340,000	—	—
Mr. LEUNG Man Kit 梁民傑先生	13 November 2008 二零零八年 十一月十三日	0.59	670,000	—	—	670,000	—
Total 合計			2,010,000	—	340,000	1,670,000	—
Other employees 其他僱員	14 January 2011 二零一一年 一月十四日	1.30	—	16,000,000	—	—	16,000,000
			2,010,000	16,000,000	340,000	1,670,000	16,000,000

#### (b) Pre-IPO Share Option Deed

A share option deed was entered into between the Company and Ms. LI Yuet Mui, Xera ("Ms. LI"), a senior management staff of the Group, on 18 November 2005 (the "Pre-IPO Share Option Deed"), whereby the Company has granted Ms. LI an option to subscribe for certain number of shares upon and subject to the terms and conditions set forth in the Pre-IPO Share Option Deed.

#### (b) 首次公開發售前購股權契據

本公司與本集團高層管理人員李月妹女士（「李女士」）於二零零五年十一月十八日訂立購股權契據（「首次公開發售前購股權契據」），據此，本公司已向李女士授出購股權，以按首次公開發售前購股權契據內所載的條款及條件以及在其規限下認購若干數目股份。

The purpose of the Pre-IPO Share Option Deed is to provide incentive and reward to Ms. LI for her contribution to the management and business growth of the Group.

首次公開發售前購股權契據的目的在於提供鼓勵及獎勵，以回報李女士對本集團管理工作及業務增長的貢獻。

The principal terms of the Pre-IPO Share Option Deed, as approved by the written resolutions of the sole shareholder passed on 18 November 2005, are substantially the same as the terms of the Share Option Scheme except that:

誠如二零零五年十一月十八日唯一股東通過的書面決議案所批准，首次公開發售前購股權契據的主要條款與購股權計劃的條款大致相同，惟下列條款除外：

- |  |  |
|--|--|
| (i) the subscription price for each share subject to the option granted under the Pre-IPO Share Option Deed shall be the par value of each share;  | (i) 首次公開發售前購股權契據項下授出購股權所涉及的每股股份認購價，須為每股股份面值；   |
| (ii) the period within which Ms. LI may exercise the option under the Pre-IPO Share Option Deed is eight years from the Listing Date. During the exercise period, Ms. LI can exercise the option in each year no more than one-eighth of the total number of the Option shares (as defined below) granted, provided that Ms. LI cannot exercise any option granted under the Pre-IPO Share Option Deed during the period of six months immediately after the Listing Date; | (ii) 李女士可於上市日期起計八年內行使首次公開發售前購股權契據項下的購股權。於行使期間，李女士每年可行使的購股權數目不超過已授出購股權股份(定義見下文)總數的八分之一，惟李女士不得於緊隨上市日期後六個月期間內行使根據首次公開發售前購股權契據已授出的任何購股權； |
| (iii) the total number of the shares subject to the Pre-IPO Share Option Deed shall be up to 10,000,000 shares upon full exercise of the option under the Pre-IPO Share Option Deed; and   | (iii) 待悉數行使首次公開發售前購股權契據項下的購股權後，所涉及的股份總數不得超過10,000,000股股份；及   |
| (iv) save for the options which has been granted, no further options will be granted under the Pre-IPO Share Option Deed.  | (iv) 除已授出的購股權外，不會再根據首次公開發售前購股權契據另行授出購股權。   |

Details of the share options outstanding as at 31 December 2011 were as follows:

於二零一一年十二月三十一日尚未行使的購股權詳情如下：

	Options held at 1 January 2011 於二零一一年 一月一日 持有的購股權	Granted during the year 年內授出	Options exercised during the year 年內行使的 購股權	Options lapsed during the year 年內失效的 購股權	Options held as at 31 December 2011 於二零一一年 十二月三十一日 持有的購股權
Ms. LI Yuet Mei, Xera 李月妹女士	3,750,000	—	1,250,000	—	2,500,000

## Directors' and Controlling Shareholders' Interest in Competing Business

As at 31 December 2011, none of the Directors and their respective associates (as defined in the Listing Rules) or the controlling shareholders of the Company (as defined in the Listing Rules) had any interest in a business, which competes or may compete with the business of the Group.

## Pre-emptive Rights

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

## Purchase, Sale or Redemption of Shares

During the year ended 31 December 2011, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

## Connected Transaction

### Particulars of Transaction

The Group has entered into a connected transaction for the establishment of Hangzhou China Ting Property Development Company Limited ("Hangzhou China Ting Property") (as disclosed in the announcement of the Company dated 30 December 2010). Hangzhou China Ting Property is held as to 49.0% by Zhejiang China Ting and 51.0% by Zhejiang Huading Property.

The Group has entered into a connected transaction (as disclosed in the announcement of the Company dated 30 March 2011) for injection of further equity investment into Hangzhou China Ting Property which was considered as part of the transaction on the establishment of Hangzhou China Ting Property as the two transactions were conducted within a 12-month period and are closely related. The Directors have decided that Zhejiang China Ting Group Company Limited ("Zhejiang China Ting"), a non wholly-owned subsidiary of the Company, will provide additional equity investment to Hangzhou China Ting Property by way of pro rata contribution to the registered capital and the total investment of Hangzhou China Ting Property. For the year ended 31 December 2011, Zhejiang China Ting contributed an amount of RMB78.4 million (equivalent to approximately HK\$93.2 million) to Hangzhou China Ting Property.

## 董事及控股股東於競爭業務的權益

於二零一一年十二月三十一日，董事及其各自的聯繫人(定義見上市規則)或本公司控股股東(定義見上市規則)概無在與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

## 優先購買權

本公司細則或開曼群島法律項下概無任何優先購買權條文，規定本公司須按比例向現有股東提呈發售新股。

## 購買、出售或贖回股份

截至二零一一年十二月三十一日止年度內，本公司及其任何附屬公司概無於年內購買、出售或贖回任何本公司之上市證券。

## 關連交易

### 交易詳情

本集團已就成立杭州華鼎房地產開發有限公司(「杭州華鼎房地產」)訂立關連交易(誠如本公司日期為二零一零年十二月三十日的公佈所披露)。杭州華鼎房地產由浙江華鼎及浙江華鼎房地產分別擁有49.0%及51.0%權益。

本集團已就向杭州華鼎房地產進一步注入股本投資(被視為杭州華鼎房地產成立的交易的一部分，原因是兩宗交易乃在十二個月內進行，且有密切聯繫)訂立關連交易(誠如本公司日期為二零一一年三月三十日的公佈所披露)。董事會決定浙江華鼎集團有限責任公司(「浙江華鼎」，本公司的非全資附屬公司)將以按比例基準向杭州華鼎房地產註冊資本及投資總額出資的方式向杭州華鼎房地產提供額外股本投資。截至二零一一年十二月三十一日止年度，浙江華鼎向杭州華鼎房地產出資人民幣78.4百萬元(相等於約93.2百萬港元)。



## Information on Connected Person

### *Zhejiang Huading Property*

Zhejiang Huading Property Development Company Limited (“Zhejiang Huading Property”) is a sino-foreign equity joint venture company established in China and is owned as to 90.0% by China Ting Industries Investment (Hong Kong) Limited, 7.0% by Mr. DING Jianer and 3.0% by Mr. DING Xinger. Zhejiang Huading Property is a connected person (as defined in the Listing Rules) of the Company. Zhejiang Huading Property is engaged in the property development business in the PRC.

## Continuing Connected Transaction

### Particulars of Transaction

As at 31 December 2011, the Group has entered into a non-exempt continuing connected transaction (as disclosed in the announcement of the Company dated 21 December 2010). A supply contract dated 21 December 2010 was entered into between Hangzhou Huasheng Accessories Company Limited (“**Huasheng Accessories**”) and various members of the Group for a period from 1 January 2011 to 31 December 2013, whereby Huasheng Accessories has undertaken to supply to members of the Group the required plastic bags and hangers at such prices which are not higher than the prices offered to independent third parties after taking into consideration the prevailing market rates for providing similar products from time to time. For the year ended 31 December 2011, the aggregate purchase of plastic bags and hangers by the Group from Huasheng Accessories amounted to HK\$9.6 million (2010: HK\$8.9 million) which was below the annual cap of HK\$17.5 million.

## Information on Connected Person

### *Huasheng Accessories*

Huasheng Accessories is a company established in the PRC with limited liability. Huasheng Accessories is owned as to 25% by Hong Kong Fuhowe and as to 75% by Ms. ZHOU Shi Min, the spouse of Mr. DING Jianer (an executive Director). Ms. ZHOU Shi Min is a connected person as defined under rule 14A.11 (4) of the Listing Rules. Therefore, Huasheng Accessories is an associate of a connected person of the Company pursuant to rule 1.01 of the Listing Rules.

### Confirmations

The independent non-executive Directors have reviewed the above non-exempt continuing connected transaction of the Group and have confirmed that this transaction has been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties;

## 有關關連人士的資料

### *浙江華鼎房地產*

浙江華鼎房地產開發有限公司(「浙江華鼎房地產」)為一間於中國成立的中外合資合營企業，由華鼎實業投資(香港)有限公司擁有90.0%權益、丁建兒先生擁有7.0%權益及丁幸兒先生擁有3.0%權益。浙江華鼎房地產為本公司的關連人士(定義見上市規則)。浙江華鼎房地產於中國從事物業發展業務。

## 持續關連交易

### 交易詳情

於二零一一年十二月三十一日，本集團已進行不獲豁免持續關連交易(誠如本公司日期為二零一零年十二月二十一日的公佈所披露)。杭州華盛輔料有限公司(「**華盛輔料**」)與多間本集團成員公司於二零一零年十二月二十一日訂立供應合約，年期由二零一一年一月一日起至二零一三年十二月三十一日止，據此，華盛輔料承諾以不高於提供予獨立第三方的價格(經計及不時提供同類產品的當時市價)，向本集團成員公司供應所需的塑料袋及衣架。截至二零一一年十二月三十一日止年度，本集團向華盛輔料採購塑料袋及衣架的總額為9.6百萬港元(二零一零年：8.9百萬港元)，低於17.5百萬港元的年度上限。

## 有關關連人士的資料

### *華盛輔料*

華盛輔料是在中國成立的有限責任公司。華盛輔料由香港富豪及周施敏女士分別擁有25%及75%權益，而周施敏女士是執行董事丁建兒先生的配偶，故此為關連人士(定義見上市規則第14A.11(4)條)。因此，根據上市規則第1.01條，華盛輔料為本公司關連人士的聯繫人。

### 確認事項

獨立非執行董事已審閱上述的本集團不獲豁免持續關連交易，並確認該交易：

- (i) 在本集團正常及日常業務過程中進行；
- (ii) 按一般商業條款或不遜於本集團獲／向獨立第三方提供的條款進行；

- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (iv) have not exceeded the respective cap amounts set out in the relevant agreements referred to above.

In accordance with paragraph 14A.38 of the Listing Rules, the Board of Directors engaged the auditors of the Company to perform certain factual finding procedures on the above continuing connected transaction on a sample basis in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have reported their factual findings on the selected samples based on the agreed procedures to the Board of Directors.

The purchases of accessories from Huasheng Accessories as set out in Note 35(a) to the financial statements, being the significant related party transactions of the Group, constitute continuing connected transactions of the Group. The disclosure requirements in respect of these continuing connected transactions have been complied with in accordance with the Listing Rules.

### Sufficiency of Public Float

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

### Audit Committee

The Company has established an audit committee, comprising three independent non-executive Directors, and has adopted terms of reference which are in compliance with the Listing Rules. The primary duties of the audit committee are to review financial information of the Group, make recommendation on the external auditor and supervise the financial reporting process and internal control system of the Group and to provide comments and advice to the Board. The audit committee has reviewed the audited financial statements of the Company and audited consolidated financial statements of the Group for the financial year ended 31 December 2011.

### Auditor

The financial statements have been audited by PricewaterhouseCoopers who will retire at the forthcoming Annual General Meeting of the Company and, being eligible, offer themselves for re-appointment.

On Behalf of the Board  
**TING Man Yi**  
Chairman

Hong Kong, 23 March 2012

- (iii) 按對本公司股東整體屬公平合理且符合其利益的條款，根據規管各項交易的相關協議進行；及

- (iv) 並未超出上述相關協議所載的各個年度上限。

根據上市規則第14A.38段，董事會聘請本公司核數師根據香港會計師公會頒佈的香港相關服務準則第4400號「接受委聘進行有關財務資料之協定程序」按抽樣基礎就上述持續關連交易進行若干事實調查程序。核數師已根據董事會同意的程序就經揀選的樣本匯報彼等的事實調查結果。

按財務報表附註35(a)所載列，本集團向華盛輔料採購輔料，為本集團重大有關連人士交易，並構成本集團的持續關連交易。本集團已遵守上市規則項下有關持續關連交易的披露規定。

### 公眾持股量充足

根據本公司可獲得的公開資料及據董事所悉，於本報告刊發日期，公眾人士持有本公司已發行股本總額最少25%。

### 審核委員會

本公司已成立審核委員會，由三位獨立非執行董事組成，並已採納符合上市規則的職權範圍。審核委員會的主要職責為審閱本集團財務資料，向外聘核數師作出推薦建議及監管本集團財務申報程序以及內部監控制度，並向董事會提供意見及建議。審核委員會已分別審閱本公司及本集團截至二零一一年十二月三十一日止財政年度的經審核財務報表及經審核綜合財務報表。

### 核數師

羅兵咸永道會計師事務所已審核財務報表。羅兵咸永道會計師事務所將於應屆股東週年大會上退任，惟符合資格可應聘連任。

代表董事會  
主席  
丁敏兒

香港，二零一二年三月二十三日

# Independent Auditor's Report

## 獨立核數師報告



**TO THE SHAREHOLDERS OF CHINA TING GROUP HOLDINGS LIMITED**  
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Ting Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 47 to 142, which comprise the consolidated and company balance sheets as at 31 December 2011, and 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.

羅兵咸永道

致華鼎集團控股有限公司列位股東  
(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第47至第142頁華鼎集團控股有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一一年十二月三十一日之綜合及公司資產負債表與截至該日止年度之綜合全面收入表、綜合權益變動報表和綜合現金流量報表，以及主要會計政策概要及其他解釋資料。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港《公司條例》之披露規定編製作出真實及公平反映之綜合財務報表，及落實其認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

### 核數師之責任

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

我們已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong  
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

## Independent Auditor's Report (Continued)

獨立核數師報告(續)



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 judgment, including the assessment of the risks of material misstatement of the 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.

### 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 December 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, 23 March 2012

## 羅兵咸永道

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製作真實而公平反映之綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零一一年十二月三十一日之事務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一二年三月二十三日



# Consolidated Balance Sheet

## 綜合資產負債表

As at 31 December 2011 於二零一一年十二月三十一日

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	6	796,698	813,224
Investment properties	投資物業	7	14,000	8,000
Land use rights	土地使用權	8	93,120	93,739
Interests in associates	於聯營公司之權益	10	541,519	426,687
Interest in a jointly controlled entity	於一間共同控制實體之 權益	11	2,146	1,622
Intangible assets	無形資產	12	145,080	153,447
Available-for-sale financial asset	可供出售金融資產	13	2,093	—
Deferred income tax assets	遞延所得稅資產	20	41,575	31,873
			<b>1,636,231</b>	1,528,592
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	14	592,193	554,463
Trade and other receivables	應收貿易賬款及其他應 收款項	15	623,840	582,800
Tax recoverable	可退稅款		1,528	1,101
Financial assets at fair value through profit or loss	按公平值列賬在損益表 中處理之金融資產	16	21,002	25,053
Cash and bank balances	現金及銀行結餘	17	534,926	395,856
			<b>1,773,489</b>	1,559,273
<b>Total assets</b>	<b>資產總值</b>		<b>3,409,720</b>	3,087,865

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

## Consolidated Balance Sheet (continued)

綜合資產負債表(續)

As at 31 December 2011 於二零一一年十二月三十一日

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股權持有人應佔權益</b>			
Share capital	股本	18	209,732	209,573
Reserves	儲備	19	2,425,598	2,271,566
Proposed dividends	擬派股息	19	57,676	99,563
			<b>2,693,006</b>	2,580,702
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>42,679</b>	41,675
<b>Total equity</b>	<b>權益總值</b>		<b>2,735,685</b>	2,622,377
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liabilities	遞延所得稅負債	20	16,370	19,343
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及其他應付款項	21	434,430	352,514
Bank borrowings	銀行借貸	22	200,499	66,525
Derivative financial instruments	衍生金融工具	16	—	348
Current income tax liabilities	流動所得稅負債		22,736	26,758
			<b>657,665</b>	446,145
<b>Total liabilities</b>	<b>負債總值</b>		<b>674,035</b>	465,488
<b>Total equity and liabilities</b>	<b>權益及負債總值</b>		<b>3,409,720</b>	3,087,865
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,115,824</b>	1,113,128
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,752,055</b>	2,641,720

TING MAN YI

丁敏兒  
Director  
董事

TING HUNG YI

丁雄尔  
Director  
董事

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Balance Sheet

## 資產負債表

As at 31 December 2011 於二零一一年十二月三十一日

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	9	1,238,805	1,127,853
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	應收附屬公司款項	35(c)	571,644	710,643
Other receivables and prepayments	其他應收款項及 預付款項	15	460	643
Cash and bank balances	現金及銀行結餘	17	1,391	512
			573,495	711,798
<b>Total assets</b>	<b>資產總值</b>		<b>1,812,300</b>	1,839,651
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股權持有人應佔權益</b>			
Share capital	股本	18	209,732	209,573
Reserves	儲備	19	1,542,706	1,528,080
Proposed dividends	擬派股息	19	57,676	99,563
<b>Total equity</b>	<b>權益總值</b>		<b>1,810,114</b>	1,837,216
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及 應計費用	21	2,186	2,435
<b>Total equity and liabilities</b>	<b>權益及負債總值</b>		<b>1,812,300</b>	1,839,651
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>571,309</b>	709,363
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>1,810,114</b>	1,837,216

TING MAN YI  
丁敏兒  
Director  
董事

TING HUNG YI  
丁雄尔  
Director  
董事

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Consolidated Statement of Comprehensive Income

## 綜合全面收入表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收入	5	2,472,539	2,561,096
Cost of sales	銷售成本	27	(1,702,807)	(1,761,254)
<b>Gross profit</b>	<b>毛利</b>		<b>769,732</b>	799,842
Other income	其他收入	23	7,480	19,213
Other losses, net	其他虧損淨額	24	(5,736)	(10,398)
Selling, marketing and distribution costs	銷售、營銷及分銷成本	27	(279,831)	(238,468)
Administrative expenses	行政開支	27	(259,583)	(236,627)
<b>Operating profit</b>	<b>經營溢利</b>		<b>232,062</b>	333,562
Finance income	融資收入	25	7,400	3,164
Finance costs	融資成本	25	(12,973)	(4,264)
Share of losses of associates	分佔聯營公司虧損	10	(1,215)	(364)
Share of profit/(loss) of a jointly controlled entity	分佔一間共同控制實體溢利/(虧損)	11	524	(59)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>		<b>225,798</b>	332,039
Income tax expense	所得稅開支	26	(56,475)	(66,891)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>169,323</b>	265,148
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
Change in value of available-for-sale financial asset	可供出售金融資產之價值轉變		(233)	—
Currency translation differences	貨幣換算差額		96,972	94,116
Other comprehensive income, net of tax	其他全面收入(扣除稅項)		96,739	94,116
<b>Total comprehensive income</b>	<b>全面收入總額</b>		<b>266,062</b>	359,264

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。



# Consolidated Statement of Comprehensive Income (Continued)

綜合全面收入表(續)

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Profit/(loss) attributable to:</b>	以下人士應佔之溢利／ (虧損)：			
Equity holders of the Company	本公司股權持有人		<b>170,219</b>	266,997
Non-controlling interests	非控制性權益		<b>(896)</b>	(1,849)
			<b>169,323</b>	265,148
<b>Total comprehensive income attributable to:</b>	以下人士應佔之全面收 入總額：			
Equity holders of the Company	本公司股權持有人		<b>265,058</b>	359,527
Non-controlling interests	非控制性權益		<b>1,004</b>	(263)
			<b>266,062</b>	359,264
<b>Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in HK cents per share)</b>	年內本公司股權持有人 應佔溢利之每股盈利 (以每股股份港仙呈 列)			
— basic	— 基本	30	<b>8.12 cents</b> 仙	12.74 cents 仙
— diluted	— 攤薄	30	<b>8.12 cents</b> 仙	12.74 cents 仙
<b>Dividends</b>	股息	31	<b>114,304</b>	186,956

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動報表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note 附註	Attributable to the equity holders of the Company 本公司股權持有人應佔					Non- controlling interests 非控制性 權益	Total equity 權益總值
			Share Capital	Share premium	Other reserves	Retained earnings	Total		
			股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元		
<b>At 1 January 2011</b>	於二零一一年一月一日		209,573	972,322	437,805	961,002	2,580,702	41,675	2,622,377
<b>Comprehensive income</b>	全面收入								
Profit/(loss) for the year	年度溢利/(虧損)		—	—	—	170,219	170,219	(896)	169,323
<b>Other comprehensive income</b>	其他全面收入								
Available-for-sale financial asset	可供出售金融資產	19	—	—	(233)	—	(233)	—	(233)
Currency translation differences	貨幣換算差額	19	—	—	95,072	—	95,072	1,900	96,972
<b>Total comprehensive income</b>	全面收入總額		—	—	94,839	170,219	265,058	1,004	266,062
<b>Transactions with equity holders of the Company</b>	與本公司股權持有人之交易								
Employee share option scheme:	僱員購股權計劃：								
— proceeds from share issues	— 發行股份所得款項	18, 19	159	2,125	(1,958)	—	326	—	326
— value of employee services	— 僱員服務價值	19	—	—	3,171	—	3,171	—	3,171
2010 final and special dividends paid	二零一零年已付終期及特別股息	31	—	—	—	(99,623)	(99,623)	—	(99,623)
2011 interim and special dividends paid	二零一一年已付中期及特別股息	31	—	—	—	(56,628)	(56,628)	—	(56,628)
Profit appropriation	溢利分配	19	—	—	12,217	(12,217)	—	—	—
<b>Total transactions with equity holders of the Company</b>	與本公司股權持有人之交易總額		159	2,125	13,430	(168,468)	(152,754)	—	(152,754)
<b>At 31 December 2011</b>	於二零一一年十二月三十一日		209,732	974,447	546,074	962,753	2,693,006	42,679	2,735,685

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Consolidated Statement of Changes in Equity (Continued)

綜合權益變動報表(續)

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Attributable to the equity holders of the Company 本公司股權持有人應佔					Total	Non- controlling interests 非控制性 權益	Total equity 權益總值
		Share Capital	Share premium	Other reserves	Retained earnings				
		Note 附註	股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元			
<b>At 1 January 2010</b>	於二零一零年一月一日		209,415	970,202	347,000	892,524	2,419,141	56,742	2,475,883
<b>Comprehensive income</b>	<b>全面收入</b>								
Profit/(loss) for the year	年度溢利/(虧損)		—	—	—	266,997	266,997	(1,849)	265,148
<b>Other comprehensive income</b>	<b>其他全面收入</b>								
Currency translation differences	貨幣換算差額	19	—	—	92,530	—	92,530	1,586	94,116
<b>Total comprehensive income</b>	<b>全面收入總額</b>		—	—	92,530	266,997	359,527	(263)	359,264
<b>Transactions with equity holders of the Company</b>	<b>與本公司股權持有人之交易</b>								
Disposal of a subsidiary	出售一間附屬公司	34	—	—	(2,729)	—	(2,729)	(10,909)	(13,638)
Employee share option scheme:	僱員購股權計劃:								
— proceeds from share issues	— 發行股份所得款項	18, 19	158	2,120	(1,958)	—	320	—	320
— value of employee services	— 僱員服務價值	19	—	—	2,071	—	2,071	—	2,071
2009 final and special dividends paid	二零零九年已付終期及特別股息	31	—	—	—	(110,235)	(110,235)	(3,895)	(114,130)
2010 interim and special dividends paid	二零一零年已付中期及特別股息	31	—	—	—	(87,393)	(87,393)	—	(87,393)
Profit appropriation	溢利分配	19	—	—	891	(891)	—	—	—
<b>Total transactions with equity holders of the Company</b>	<b>與本公司股權持有人之交易總額</b>		158	2,120	(1,725)	(198,519)	(197,966)	(14,804)	(212,770)
<b>At 31 December 2010</b>	於二零一零年十二月三十一日		209,573	972,322	437,805	961,002	2,580,702	41,675	2,622,377

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		Note	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
		附註		
<b>Cash flows from operating activities</b>	<b>營運活動現金流量</b>			
Net cash generated from operations	經營所得現金淨額	32(a)	369,888	295,622
Interest paid	已付利息		(12,973)	(4,264)
Income tax paid	已付所得稅		(73,185)	(70,812)
Net cash generated from operating activities	營運活動所得現金淨額		283,730	220,546
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>			
Capital injections into an associate	注資予一間聯營公司	10(b)	(96,742)	(23,201)
Capital injection into a jointly controlled entity	注資予一間共同控制實體	11	—	(1,681)
Repayment of loan to an associate	償還借予一間聯營公司之貸款	10(b)	—	870
Proceeds on disposal of the entire interest in a subsidiary	出售一間附屬公司全部權益所得款項	34	—	7,412
Purchases of property, plant and equipment	購買物業、廠房及設備		(45,176)	(52,735)
Purchase of available-for-sale financial asset	購買可供出售金融資產		(2,326)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	32(b)	3,064	9,544
Proceeds from disposal of derivative financial instruments	出售衍生金融工具所得款項		572	—
(Increase)/decrease in term deposits with initial term of over three months	原期限超過三個月之定期存款(增加)/減少		(123,413)	11,783
Decrease/(increase) in pledged deposits	已抵押存款減少/(增加)		7,000	(4,353)
Interest received	已收利息		7,400	3,164
Net cash used in investing activities	投資活動所用現金淨額		(249,621)	(49,197)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>			
Proceeds from issuance of ordinary shares	發行普通股所得款項		326	320
Proceeds from bank borrowings	銀行借貸所得款項		361,531	195,236
Repayment of bank borrowings	償還銀行借貸		(227,557)	(185,299)
Dividend paid to equity holders of the Company	已付本公司股權持有人股息		(156,251)	(201,523)
Net cash used in financing activities	融資活動所用現金淨額		(21,951)	(191,266)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值項目增加/(減少)淨額</b>		<b>12,158</b>	<b>(19,917)</b>
Cash and cash equivalents at 1 January	一月一日之現金及現金等值項目		339,979	350,700
Exchange gains on cash and cash equivalents	現金及現金等值項目匯兌收益		10,499	9,196
Cash and cash equivalents at 31 December	十二月三十一日之現金及現金等值項目		362,636	339,979

The notes on pages 55 to 142 are an integral part of these financial statements.

第55至第142頁之附註為該等財務報表之組成部份。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 1 General information

China Ting Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 31 May 2005 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961, as combined and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company and its subsidiaries (together, the “Group”) are engaged in the manufacturing and sale of garments.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 15 December 2005 (the “Listing”).

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 23 March 2012.

### 2 Summary of significant accounting policies

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

#### 2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). They have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, available-for-sale financial asset and investment properties, which are carried at fair value, as explained below.

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

### 1 一般資料

華鼎集團控股有限公司(「本公司»)於二零零五年五月三十一日根據開曼群島公司法(第22章,一九六一年第三號法案,經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司及其附屬公司(統稱為「本集團»)之業務是製造及銷售成衣。

本公司股份已於二零零五年十二月十五日在香港聯合交易所有限公司(「聯交所»)主板上市(「上市»)。

除另有說明外,該等綜合財務報表乃以港元(「港元»)為單位呈列。董事會已於二零一二年三月二十三日批准刊發該等綜合財務報表。

### 2 重大會計政策概要

編製該等綜合財務報表所用之主要會計政策載列如下。除另有說明外,該等政策已於所有呈列年度貫徹應用。

#### 2.1 編製基準

本公司按照香港財務報告準則(「香港財務報告準則»)編製綜合財務報表。綜合財務報表乃按歷史成本法編製,並就按公平值列賬在損益表中處理的金融資產、可供出售金融資產以及投資物業(全部按公平值列賬)的重估作出修訂,詳見下文所闡述。

依據香港財務報告準則編製綜合財務報表須使用若干重要會計估計。管理層於應用本集團會計政策時亦需作出判斷。涉及大量判斷或複雜程度較高之範疇,或假設及估計對綜合財務報表具重大影響之範疇於財務報表附註4中披露。



## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

(a) *Revised and amended standards adopted by the Group*

The following revised standard is mandatory for the first time for the financial year beginning 1 January 2011.

HKAS 24 (Revised)	Related Party Disclosures
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The Group adopted the above revised standard which impact the disclosures of the consolidated financial statements.

(b) *Standards, amendments and interpretations to existing standards that have become effective in 2011 but not relevant to the Group's operations*

HKAS 1 (Amendment)	Presentation of Financial Statements
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HKAS 27 (Amendment)	Consolidated and Separate Financial Statements
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HKAS 32 (Amendment)	Classification of Rights Issues
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HKAS 34 (Amendment)	Interim Financial Reporting
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HKFRS 1 (Amendment)	First-time Adoption of International Financial Reporting Standards
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HKFRS 3 (Amendment)	Business Combinations
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HKFRS 7 (Amendment)	Financial Instruments: Disclosures
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HK(IFRIC) — Int 13 (Amendment)	Customer Loyalty Programmes
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HK(IFRIC) — Int 19 (Amendment)	Extinguishing Financial Liabilities with Equity Instruments
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Amendment to HKFRS 1	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
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Amendment to HK(IFRIC) — Int 14	Prepayments of a Minimum Funding Requirement
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## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

(a) *本集團已採納之經修訂及修改準則*

以下之經修訂準則已於二零一一年一月一日開始之財政年度首次強制採納。

香港會計準則第24號(經修訂)	有關連人士披露
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本集團採納以上經修訂準則對綜合財務報表之披露構成影響。

(b) *於二零一一年生效惟對本集團之營運無關之準則、現有準則之修訂及詮釋*

香港會計準則第1號(修訂本)	財務報表之呈列
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香港會計準則第27號(修訂本)	綜合及獨立財務報表
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香港會計準則第32號(修訂本)	供股之分類
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香港會計準則第34號(修訂本)	中期財務報告
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香港財務報告準則第1號(修訂本)	首次採納國際財務報告準則
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香港財務報告準則第3號(修訂本)	業務合併
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香港財務報告準則第7號(修訂本)	金融工具：披露
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香港(國際財務報告詮釋委員會) — 詮釋第13號(修訂本)	客戶忠誠計劃
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香港(國際財務報告詮釋委員會) — 詮釋第19號(修訂本)	以權益工具取代金融負債
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香港財務報告準則第1號之修訂	首次採納者就香港財務報告準則第7號之披露比較資料之有限豁免
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香港(國際財務報告詮釋委員會) — 詮釋第14號之修訂	最低資金要求之預付款項
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## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

(c) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group*

		Effective for annual periods beginning on or after		於以下日期 或之後開始 之年度期間 生效
HKAS 1 (Amendment)	Presentation of Financial Statements	1 July 2012	香港會計準則第1號 (修訂本)	二零一二年七月一日
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets	1 January 2012	香港會計準則第12號 (修訂本)	二零一二年一月一日
HKAS 19 (Amendment)	Employee Benefits	1 January 2013	香港會計準則第19號 (修訂本)	二零一三年一月一日
HKAS 27 (Revised 2011)	Separate Financial Statements	1 January 2013	香港會計準則第27號 (於二零一一年經修訂)	二零一三年一月一日
HKAS 28 (Revised 2011)	Associates and Joint Ventures	1 January 2013	香港會計準則第28號 (於二零一一年經修訂)	二零一三年一月一日
HKAS 32 (Amendment)	Financial Instruments: Disclosure — Offsetting Financial Assets and Financial Liabilities	1 January 2014	香港會計準則第32號 (修訂本)	二零一四年一月一日
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)	二零一一年七月一日
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)	二零一一年七月一日
HKFRS 9	Financial Instruments	1 January 2015	香港財務報告準則第9號	二零一五年一月一日
HKFRS 10	Consolidated Financial Statements	1 January 2013	香港財務報告準則第10號	二零一三年一月一日
HKFRS 11	Joint Arrangements	1 January 2013	香港財務報告準則第11號	二零一三年一月一日
HKFRS 12	Disclosure of Interests in Other Entities	1 January 2013	香港財務報告準則第12號	二零一三年一月一日
HKFRS 13	Fair Value Measurements	1 January 2013	香港財務報告準則第13號	二零一三年一月一日
HK(IFRIC) — Int 20	Stripping Costs in the Production Phase of a Surface Mine	1 January 2013	香港(國際財務報告詮釋委員會) — 詮釋第20號	二零一三年一月一日

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

(c) *尚未生效及本集團並無提早採納之準則、現有準則之修訂及詮釋*

## 2 Summary of significant accounting policies (continued)

### 2.1 Basis of preparation (continued)

- (c) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (continued)*

The Group is in the process of assessing the impact of adoption of these standards, amendments and interpretations to existing standards, which the Group plans to adopt when they become effective. The Group is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the financial statements will be resulted.

### 2.2 Consolidation

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

- (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 interests' proportionate share of the acquiree's net assets.

## 2 重大會計政策概要(續)

### 2.1 編製基準(續)

- (c) *尚未生效及本集團並無提早採納之準則、現有準則之修訂及詮釋(續)*

本集團計劃於上述準則、現有準則之修訂及詮釋生效時採納，現正評估採納彼等之影響。本集團尚無法確定本集團之會計政策及財務報表之呈列是否將出現重大變動。

### 2.2 綜合賬目

綜合財務報表包括本公司及其所有附屬公司以十二月三十一日為結算日之財務報表。

- (a) *附屬公司*

附屬公司指所有本集團有權規管其財務及經營政策，且一般而言擁有相當於其過半數投票權之股權之實體(包括特別用途實體)。在評估本集團是否控制另一實體時，將考慮目前可行使或可轉換之潛在投票權是否存在及其影響。附屬公司由控制權轉讓予本集團當日起全面綜合賬目，並於控制權終止當日停止綜合賬目。

本集團採用收購會計法為業務合併入賬。收購一間附屬公司之轉讓代價為所轉讓資產、所產生負債及本集團所發行股權之公平值。所轉讓代價包括或然代價安排所產生之任何資產或負債之公平值。收購相關成本於產生時支銷。於業務合併時所收購之可識別資產及所承擔之負債及或然負債，初始按收購日期之公平值計量。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，確認被收購人之任何非控制性權益。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (a) Subsidiaries (continued)

The excess of the consideration transferred, the amount of any non-controlling interests 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 consolidated profit or loss (Note 2.7).

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

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.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary 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 重大會計政策概要(續)

### 2.2 綜合賬目(續)

#### (a) 附屬公司(續)

所轉讓代價、被收購人之任何非控制性權益金額及任何先前於被收購人之股權於收購日期之公平值超逾所收購可識別資產淨值之公平值之差額入賬列作商譽。倘在廉價購入之情況下，該數額低於所收購附屬公司之資產淨值之公平值，則該差額會直接於綜合損益表內確認(附註2.7)。

集團內公司間之交易、結餘及交易之未變現收益均予以抵銷。未變現虧損亦會抵銷。附屬公司之會計政策已按需要作出變更，以確保與本集團所採納之政策相符。

於附屬公司之投資乃以成本減減值記賬。成本經調整以反映因或然代價修訂產生之代價變動。成本亦包括投資之直接應佔費用。附屬公司之業績乃由本公司按已收或應收股息為基準記賬。

倘從於附屬公司之投資收取股息超過該附屬公司於股息宣派期間之全面收入總額或倘個別財務報表所列投資之賬面值超過綜合財務報表所列被投資公司資產淨值(包括商譽)之賬面值，則於從該等投資收到股息後須對有關投資進行減值測試。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (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 the consolidated 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 the 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 consolidated profit or loss.

#### (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.

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 the consolidated profit or loss where appropriate.

## 2 重大會計政策概要(續)

### 2.2 綜合賬目(續)

#### (b) 與非控制性權益之交易

本集團將其與非控制性權益之股東進行之交易視為與本集團股權持有人之間進行之交易。向非控制性權益採購，所支付之任何代價與所取得附屬公司淨資產賬面價值相關份額之差額，於權益中入賬。對於向非控制性權益進行出售所產生之收益或虧損亦於權益入賬。

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，而賬面值變動則於綜合損益表中確認。就其後入賬列作聯營公司、合資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，先前於其他全面收入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入內確認之金額重新分類至綜合損益表。

#### (c) 聯營公司

聯營公司是指本集團對其有重大影響，但並不擁有控制權，且一般擁有相當於其20%至50%投票權之股權之所有實體。於聯營公司之投資乃以權益會計法入賬，並初步按成本確認。本集團於聯營公司之投資包括收購時所識別之商譽(扣除任何累計減值虧損)。

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入內確認之金額僅有一定比例部分重新分類至綜合損益表(如適用)。



## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (c) Associates (continued)

The Group's share of its associates' post-acquisition profits or losses is recognised in the consolidated profit or loss, 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.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associates and its carrying values and recognises the amount adjacent to 'share of losses of associates' in the consolidated profit or loss.

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

Dilution gains and losses arising in investments in associates are recognised in the consolidated profit or loss.

## 2 重大會計政策概要(續)

### 2.2 綜合賬目(續)

#### (c) 聯營公司(續)

本集團分佔其聯營公司收購後溢利或虧損於綜合損益表中確認，而其分佔收購後其他全面收入之變動則在其他全面收入中確認。收購後累計變動乃按投資賬面值作調整。當本集團應佔聯營公司虧損等於或大於其於聯營公司之權益(包括任何其他無抵押應收款項)時，本集團不再確認進一步虧損，惟本集團代表聯營公司產生責任或代墊款項則除外。

本集團在每個報告日期釐定於聯營公司之投資是否存在任何客觀減值證據。一旦存在減值證據，本集團會按聯營公司可收回金額與其賬面值間之差額計算減值金額，並於綜合損益表「應佔聯營公司虧損」確認有關金額。

本集團與其聯營公司進行交易之未變現收益按本集團於聯營公司之權益比例對銷。除非有證據證明該交易所轉讓資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已在需要時作出改動，以確保與本集團所採納之政策貫徹一致。

於聯營公司之投資所產生之攤薄收益及虧損於綜合損益表中確認。

## 2 Summary of significant accounting policies (continued)

### 2.2 Consolidation (continued)

#### (d) *Jointly controlled entity*

A jointly controlled entity is a contractual arrangement whereby 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 by using the equity method of accounting and are initially recognised at cost.

The Group's share of its jointly controlled entity's post-acquisition profits or losses is recognised in the consolidated statement of comprehensive income and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The Group determines at each reporting date whether there is any objective evidence that the investment in the jointly controlled entity is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the jointly controlled entity and its carrying values and recognises the amount adjacent to 'share of profit/(loss) of a jointly controlled entity' in the consolidated profit or loss.

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

## 2 重大會計政策概要(續)

### 2.2 綜合賬目(續)

#### (d) *共同控制實體*

共同控制實體為一項合約安排，據此，本集團與其他訂約方進行一項由各方共同控制之經濟活動，而參與各方並不單方面控制該項經濟活動。

於共同控制實體之投資乃以權益會計法入賬，並初步按成本確認。

本集團應佔收購後共同控制實體之溢利或虧損於綜合全面收入表內確認，而應佔收購後儲備之變動則於儲備內確認。收購後累計變動乃按投資賬面值作調整。

本集團在每個報告日期釐定於共同控制實體之投資是否存在任何客觀減值證據。一旦存在減值證據，本集團會按共同控制實體可收回金額與其賬面值間之差額計算減值金額，並於綜合損益表「應佔一間共同控制實體溢利／(虧損)」確認有關金額。

本集團與其共同控制實體進行交易之未變現收益，按本集團於共同控制實體之權益比例對銷。除非有證據證明該交易所轉讓資產出現減值，否則未變現虧損亦予以對銷。共同控制實體之會計政策已在有需要時於綜合財務報表中作出改動，以確保與本集團所採納之政策貫徹一致。

## 2 Summary of significant accounting policies (continued)

### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes 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 dollars ("HK\$"), which is the Company's presentation currency. The functional currency of the Company is US dollar ("US\$").

#### (b) *Transactions and balances*

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

## 2 重大會計政策概要(續)

### 2.3 分部報告

營運分部報告與向主要營運決策人內部報告之方式相同。負責分配資源和評估營運分部業績之主要營運決策人，被認為制定戰略決策之董事會。

### 2.4 外幣換算

#### (a) *功能及呈報貨幣*

本集團各實體之財務報表所包括項目，乃按該實體經營所在之主要經濟環境所用貨幣（「功能貨幣」）計量。本公司之呈報貨幣為港元（「港元」），綜合財務報表以港元呈列。本公司之功能貨幣為美元（「美元」）。

#### (b) *交易及結餘*

外幣交易均按交易日期之當時匯率換算為功能貨幣。因該等交易結算及按年結日之匯率換算外幣計值之貨幣資產及負債而產生之匯兌盈虧，均於綜合損益表中確認。

## 2 Summary of significant accounting policies (continued)

### 2.4 Foreign currency translation (continued)

#### (c) Group's entities

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 profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to shareholders' equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognised in the consolidated profit or loss 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 重大會計政策概要(續)

### 2.4 外幣換算(續)

#### (c) 本集團各實體

本集團所有實體(全部均非採用高通脹經濟體系貨幣)之功能貨幣倘有別於呈報貨幣,其業績及財務狀況須按以下方式換算為呈報貨幣:

- (i) 各資產負債表所列資產及負債按其結算日之收市匯率換算;
- (ii) 各損益表所列收支按平均匯率換算,除非此平均匯率不足以合理地概括反映交易日期當時匯率之累計影響,在此情況下,收支則按交易日期之匯率換算;及
- (iii) 一切因此而產生之匯兌差額均於其他全面收入中確認。

當綜合賬目時,換算海外業務投資淨值所產生之匯兌差額,將於股東權益中處理。部分出售或出售海外業務時,該等匯兌差額於權益入賬,以作為銷售收益或虧損部分於綜合損益表中確認。

收購海外實體所產生之商譽及公平值調整列作有關海外實體資產及負債,並按收市匯率換算。

## 2 Summary of significant accounting policies (continued)

### 2.5 Property, plant and equipment

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

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

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

Leasehold land and buildings	20–40 years or shorter of remaining lease term or useful life
Leasehold improvements	5 years
Plant and machinery	5–10 years
Vehicles	3–10 years
Furniture, fittings and equipment	5–10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period. 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.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the consolidated profit or loss.

## 2 重大會計政策概要(續)

### 2.5 物業、廠房及設備

物業、廠房及設備(在建工程除外)按歷史成本減累計折舊及累計減值虧損後列賬。歷史成本包括收購該等項目所佔直接開支。

只有在項目有關之未來經濟利益有可能流入本集團及項目成本能可靠計量時，其後成本才會加入資產賬面值或確認為另外一項資產(視乎適用者而定)。替代部分之賬面值取消確認。所有其他維修及維護則於產生之財政期間內在損益表扣除。

物業、廠房及設備折舊以直線法計算，按估計可使用年期內將其成本分配至其剩餘價值，估計可使用年期如下：

批租土地及樓宇	20–40年或按餘下租賃年期或可使用年期之較短者
租賃物業裝修	5年
廠房及機械	5–10年
汽車	3–10年
傢俬、裝置及設備	5–10年

資產剩餘價值及可使用年期將於每個報告期間審閱及調整(如適用)。倘資產賬面值大於其估計可收回金額，則該資產賬面值將即時撇減至其可收回金額。

出售所得收益及虧損乃透過比較所得款項及賬面值釐定，並包括在綜合損益表內。



## 2 Summary of significant accounting policies (continued)

### 2.5 Property, plant and equipment (continued)

Construction in progress represents buildings, plant and machinery under construction or pending installation and is stated at cost less accumulated impairment losses. Cost includes the costs of construction of buildings, costs of plant and machinery, and borrowing costs arising from borrowings used to finance these assets during the year of construction or installation and testing. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to respective property, plant and equipment and depreciated in accordance with the policy as stated above.

### 2.6 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group's entities, is classified as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases. Land held under operating leases are classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

## 2 重大會計政策概要(續)

### 2.5 物業、廠房及設備(續)

在建工程指在建或有待裝置之樓宇、廠房及機械，並按成本減去累計減值虧損後入賬。成本包括樓宇建築成本、廠房及機械成本以及就作為該等資產於興建或安裝及測試年內融資之借貸產生之借貸成本。在建工程直至有關資產完成及可作擬定用途前不計提折舊撥備。當有關資產投入運作時，將成本轉撥至相關物業、廠房及設備，並按上文所述之政策計提折舊。

### 2.6 投資物業

為長期租金收益或資本升值或上述兩者持有之物業，而並非由本集團內各實體佔用之物業，均列作投資物業。

投資物業包括以經營租賃持有之土地及以融資租賃持有之樓宇。根據經營租賃持有之土地如能符合投資物業所有餘下定義，均列作並入賬為投資物業。經營租賃會當作融資租賃入賬。

投資物業初步以成本(包括相關交易成本)計量。經初步確認後，投資物業按公平值列賬。公平值乃以活躍市價為基礎，於必要時就特定資產之性質、地點或狀況之任何差異作出調整。倘無法獲得此等資料，本集團可採用其他估值方法，例如活躍度較低市場之近期價格或折算預測現金流量。

投資物業之公平值應反映(其中包括)當前租賃所得租金收入及根據當前市場環境對未來租賃所得租金收入之假設。

## 2 Summary of significant accounting policies (continued)

### 2.6 Investment properties (continued)

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of land classified as investment property; others, including contingent rent payments, are not recognised in the financial statements.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated profit or loss during the financial period in which they are incurred.

Changes in fair values are recognised in the consolidated profit or loss, as part of the other losses, net.

### 2.7 Intangible assets

#### (a) 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/associate at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates is included in interests in associates and is tested annually for impairment as part of the overall balance. Separately recognised 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 ("CGUs") for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

## 2 重大會計政策概要(續)

### 2.6 投資物業(續)

在類似基準下，公平值也反映關於該物業可能預計之任何現金流出額。部分現金流出額確認為負債，包括有關列作投資物業之土地之融資租賃負債。其他現金流出額(包括或然租金付款)則不會於財務報表中確認。

只有在該項目有關之未來經濟利益有可能流入本集團及該項目成本能可靠地計量時，其後開支才會於該項資產之賬面值中扣除。所有其他維修及維護成本則於產生之財政期間內在綜合損益表列作開支。

公平值變動於綜合損益表中確認為其他虧損淨額之部分。

### 2.7 無形資產

#### (a) 商譽

商譽指收購成本超出本集團於收購日期應佔已收購附屬公司／聯營公司可識別資產淨值之公平值之差額。收購附屬公司所產生之商譽計入於無形資產中。收購聯營公司之商譽則計入於聯營公司之權益中，並作為整體結餘之一部份每年測試減值。獨立確認之商譽會每年作出減值測試及以成本減累計減值虧損列賬。商譽之減值虧損並不會撥回。出售實體之收益及虧損包括與已售實體有關之商譽賬面值。

商譽被分配到現金產生單位(「現金產生單位」)以測試減值。該分配乃就預期可於根據營運分部所識別商譽產生之業務合併中受惠之現金產生單位或現金產生單位組合而作出。

## 2 Summary of significant accounting policies (continued)

### 2.7 Intangible assets (continued)

#### (b) Trademarks

Trademarks are shown at historical cost. Trademarks have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives of 10 years.

#### (c) Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship of 10 years.

#### (d) Exclusive supply rights

Exclusive supply rights represent the rights to sell pre-determined amount of garments to customers over certain periods of time pursuant to the legal binding agreements entered into between the Group and the customers. Exclusive supply rights are stated at cost less accumulated amortisation and any impairment losses. Exclusive supply rights are amortised over the unexpired periods of the agreements.

### 2.8 Impairment of non-financial assets

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

## 2 重大會計政策概要(續)

### 2.7 無形資產(續)

#### (b) 商標

商標以歷史成本列示。商標之可使用年期有限，並按成本減累計攤銷列賬。攤銷以直線法計算，將商標成本於其預計可使用年期10年內分攤。

#### (c) 客戶關係

於業務合併過程中獲得之客戶關係按收購日期之公平值確認。客戶關係之可使用年期有限，並按成本減累計攤銷列賬。攤銷乃按客戶關係之估計可使用年期10年以直線法計算。

#### (d) 獨家供應權

獨家供應權指根據本集團與客戶訂立具法律約束力之協議於若干期間內向客戶出售預先釐定數額之成衣之權利。獨家供應權按成本減累計攤銷及任何減值虧損列賬。獨家供應權按有關協議尚未屆滿之期限攤銷。

### 2.8 非金融資產之減值

無既定可使用年期或尚未可供使用之資產毋須計提攤銷，並每年進行一次減值測試。當出現事件或情況改變顯示未必能收回資產之賬面值時，則會檢討該等資產之減值。減值虧損按資產賬面值超過可收回數額(即資產公平值減出售成本後金額與使用價值兩者之較高者)之差額確認。就評估減值而言，資產按可獨立識別現金流量之最低水平分類。除商譽以外而出現減值之非金融資產可於各報告日期就可能撥回減值進行審閱。

## 2 Summary of significant accounting policies (continued)

### 2.9 Financial assets

#### 2.9.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables, at fair value through profit or loss 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.

##### (a) *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 the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. 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 consolidated balance sheet (Notes 2.12 and 2.13).

##### (b) *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 classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

## 2 重大會計政策概要(續)

### 2.9 金融資產

#### 2.9.1 分類

本集團將其金融資產分為以下幾類：貸款及應收款項、按公平值列賬在損益表中處理之金融資產及可供出售金融資產。此分類取決於購買金融資產之目的。管理層於初步確認時決定其金融資產之分類。

##### (a) *貸款及應收款項*

貸款及應收款項為並非於活躍市場報價而具備固定或可釐定付款之非衍生工具金融資產。貸款及應收款項計入流動資產內，惟不包括於報告期末後超過12個月結算或預期結算之金額。該等金額會列作非流動資產。本集團貸款及應收款項包括於綜合資產負債表內之「應收貿易賬款及其他應收款項」及「現金及現金等值項目」（附註2.12及2.13）。

##### (b) *按公平值列賬在損益表中處理之金融資產*

按公平值列賬在損益表中處理之金融資產乃為交易而持有之金融資產。倘若購入之主要目的為於短期內出售，則金融資產會歸類為此類別。除非衍生工具被指定為對沖，否則亦歸類為交易而持有之類別。此類別之資產可歸類為流動資產。

## 2 Summary of significant accounting policies (continued)

### 2.9 Financial assets (continued)

#### 2.9.1 Classification (continued)

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

Available-for-sale financial assets are non-derivatives 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 end of the reporting period.

#### 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. 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 profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value.

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 profit or loss within “other 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 profit or loss 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 available-for-sale are recognised in other comprehensive income.

## 2 重大會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.1 分類(續)

(c) *可供出售金融資產*

可供出售的金融資產乃指定為此類別或不屬於任何其他類別的非衍生工具。除非投資到期或管理層打算在報告期末起計12個月內出售有關資產，否則可供出售金融資產會計入非流動資產。

#### 2.9.2 確認及計量

常規買賣金融資產於交易日(本集團承諾買賣資產之日期)確認。就所有並非按公平值列賬在損益表中處理之金融資產而言，投資項目初步按公平值另加交易成本確認。按公平值列賬在損益表中處理之金融資產初步按公平值確認，交易成本則於損益表支銷。從該等投資收取現金流量之權利屆滿或已轉讓而本集團已轉移所有權之絕大部分風險及回報時，則會終止確認金融資產。可供出售金融資產及按公平值列賬在損益表中處理之金融資產其後按公平值列賬。

來自「按公平值列賬在損益表中處理之金融資產」類別之公平值變動所產生之收益或虧損，列入產生期間損益表之「其他虧損淨額」內。來自按公平值列賬在損益表中處理之金融資產之股息收入乃於本集團收取付款之權利確定時，於損益表中確認為其他收入的一部分。

分類為可供出售之貨幣及非貨幣證券的公平值變動乃於其他全面收入確認。



## 2 Summary of significant accounting policies (continued)

### 2.9 Financial assets (continued)

#### 2.9.2 Recognition and measurement (continued)

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

Dividends on available-for-sale equity instruments are recognised in the profit or loss as part of other income when the Group's right to receive payments is established.

Financial assets at fair value through profit or loss are presented within "operating activities" as part of changes in working capital in the consolidated statement of cash flows (Note 32).

#### 2.9.3 Impairment of assets classified as available-for-sale financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. 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 the consolidated available-for-sale is removed from equity and recognised in consolidated profit or loss. Impairment losses recognised in the consolidated available-for-sale on equity instruments are not reversed through the consolidated profit or loss.

## 2 重大會計政策概要(續)

### 2.9 金融資產(續)

#### 2.9.2 確認及計量(續)

當分類為可供出售的證券售出或減值時，於權益確認的累計公平值調整計入損益表中列作「來自投資證券之收益及虧損」。

可供出售權益工具之股息乃於本集團收取付款之權利確定時，於收益表確認為其他收入之一部分。

按公平值列賬在損益表中處理之金融資產乃於「營運活動」中呈列，作為綜合現金流量報表中營運資金變動之一部分(附註32)。

#### 2.9.3 分類為可供出售金融資產之資產減值

本集團於各報告期末評估是否有客觀證據顯示一項金融資產或一組金融資產已經減值。證券公平值大幅或持續下跌至低於其成本亦為資產已減值的證據。倘可供出售金融資產出現任何有關證據，累計虧損(按收購成本與當時公平值(經扣除過往就該金融資產於綜合可供出售內確認的任何減值虧損)間的差額計量)乃自權益移除，並於綜合損益表內確認。就權益工具於綜合全面可供出售確認的減值虧損不會透過綜合損益表撥回。

## 2 Summary of significant accounting policies (continued)

### 2.10 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

The Group's derivative financial instruments do not qualify for hedge accounting and are accounted for at fair value through profit or loss. Changes in the fair value of these derivative instruments are recognised immediately in the consolidated statement of comprehensive income within "other losses, net".

### 2.11 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.

### 2.12 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtors will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the consolidated profit or loss. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited in the consolidated profit or loss.

## 2 重大會計政策概要(續)

### 2.10 衍生金融工具

衍生工具初步以訂立衍生工具合約當日之公平值確認，其後則以其公平值重新計量。

本集團之衍生金融工具不符合資格採用對沖會計法，並以公平值列賬在損益表中處理。該等衍生工具之公平值變動即時於綜合全面收入表內之「其他虧損淨額」中確認。

### 2.11 存貨

存貨按成本與可變現淨值兩者之較低者列賬。成本以加權平均法釐定。製成品及在製品之成本包括原材料、直接工資、其他直接成本及相關生產經常開支(按一般營運產能計算)，惟不包括借貸成本。可變現淨值指在日常業務過程中之估計售價，減適用之變動銷售開支。

### 2.12 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公平值確認，其後使用實際利率法按攤銷成本計量，並減去減值撥備。當有客觀證據顯示本集團未能根據應收款項之原訂條款收回所有到期款項，則會就應收貿易賬款及其他應收款項計提減值撥備。債務人遇上重大財政困難、債務人可能破產或進行債務重組、以及欠繳或拖欠還款，均視作應收貿易賬款之減值指標。撥備金額為資產賬面值與按原本實際利率折現之估計未來現金流量現值兩者之差額。資產賬面值通過使用撥備賬目減少，其虧損數額被確認於綜合損益表內。當一項應收貿易賬款為不可收回時，則於應收貿易賬款之撥備賬目撇銷。其後收回先前的已撇銷之金額則計入綜合損益表。

## 2 Summary of significant accounting policies (continued)

### 2.13 Cash and cash equivalents

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

### 2.14 Share capital

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

### 2.15 Trade payables

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

### 2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income 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 capitalised 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 重大會計政策概要(續)

### 2.13 現金及現金等值項目

現金及現金等值項目包括手頭現金、隨時可提取之銀行存款及原期限不超過三個月之其他高流動性短期投資。

### 2.14 股本

普通股歸類為權益。與發行新股或購股權直接有關之增量成本，在權益中列為所得款項之減項(扣除稅項)。

### 2.15 應付貿易賬款

應付貿易賬款初步以公平值確認及其後使用實際利率法以攤銷成本計量。

### 2.16 借貸

借貸初步以公平值確認(扣除所產生之交易成本)。借貸其後以攤銷成本列賬。所得款項(扣除交易成本)及贖回價值之任何差額，以實際利率法於借貸期間在綜合全面收入表予以確認。

用於設立貸款信貸額之費用需確認為貸款之交易成本，程度以其部分或全部信貸額可能會減少為限。按此情形，費用乃遞延至提取信貸方會確認。倘無跡象顯示部分或全部信貸額可能會提取，則費用會資本化為流動資金服務之預付款項並於該信貸額相關之期間攤銷。

除非本集團有無條件權利將償還負債之期限延至結算日起計最少12個月後，否則借貸均列作流動負債。

## 2 Summary of significant accounting policies (continued)

### 2.17 Current and deferred income tax

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

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 Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. 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 entity, 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 taxes 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 重大會計政策概要(續)

### 2.17 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。除該稅項與直接於權益中確認之項目有關外，稅項會於綜合損益表中確認。倘有上述情況，稅項則直接於權益中確認。

即期所得稅開支乃根據本集團營運所在及產生應課稅收入之國家於結算日已頒行或實質上已頒行之稅法計算。管理層定期就適用稅務條例有待詮釋之情況評估退稅狀況，以及於適當時就預期將支付予稅務機關之款項釐定撥備金額。

遞延所得稅以負債法就資產及負債之稅基與在綜合財務報表所列賬面值間之暫時差額作出確認。然而，如遞延所得稅乃源自業務合併以外之交易中初步確認之資產或負債，而在交易時並不影響會計或應課稅溢利或虧損，則不會入賬處理。遞延所得稅以結算日已頒行或實質上已頒行，並預期在相關遞延所得稅項資產實現時或遞延所得稅負債償還時應用之稅率(及稅法)計算。

只有在有日後應課稅溢利可能用作抵銷暫時差額，方會確認遞延所得稅資產。

遞延所得稅按於附屬公司、聯營公司及共同控制實體之投資所產生之暫時差額計提撥備，惟除了遞延所得稅負債之暫時差額之撥回時間由本集團控制及暫時差額未必會於可見將來撥回外。

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機關就相同或不同應課稅實體徵收之所得稅有關，而有關應課稅實體有意按淨額基準結算餘額時，遞延所得稅資產與負債將予互相抵銷。

## 2 Summary of significant accounting policies (continued)

### 2.18 Employee benefits

#### (a) Pension obligations

The Group participates in a number of defined contribution plans in Hong Kong and the People's Republic of China ("PRC"), the assets of which are generally held in separate trustee-administered funds. The pension plans are generally funded by payments from employees and the relevant Group's entities. The Group pays contributions to the pension plans on a mandatory, contractual or voluntary basis which are calculated as a percentage of the employees' salaries.

The Group has no legal or constructive obligations to make further payments once the required contributions have been paid, even if the plans do not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years.

The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (b) Employee leave entitlements

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

#### (c) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

## 2 重大會計政策概要(續)

### 2.18 僱員福利

#### (a) 退休金責任

本集團於香港及中華人民共和國(「中國」)參與多個定額供款計劃，其資產一般由信託管理基金分開持有。退休金計劃所需資金一般由僱員及相關之本集團實體作出供款。本集團以強制、合約或自願基準向退休金計劃作出供款，款項按僱員薪金之百分比計算。

在作出規定供款後，即使計劃並無足夠資產向所有僱員支付僱員於當年度及過往年度所作服務有關之福利，本集團亦無任何法律或推定責任再支付其他款項。

該等供款於到期時確認為僱員福利開支，且不會以僱員在全數供款歸屬前退出計劃而被沒收之供款作扣減。預繳供款確認為資產，惟須以可獲現金退款或扣減日後供款為限。

#### (b) 僱員應有假期

僱員應有年假乃於應計予僱員時確認。本集團已就截至結算日僱員提供服務所產生年假之估計負債作出撥備。僱員應有病假及產假在僱員放假時方予確認。

#### (c) 分享溢利及花紅計劃

本集團根據一條公式(考慮本公司股東應佔溢利並經若干調整後)，就花紅及分享溢利確認負債及開支。本集團於合約規定或過往慣例產生推定責任時確認撥備。



## 2 Summary of significant accounting policies (continued)

### 2.18 Employee benefits (continued)

#### (d) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

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

### 2.19 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 notes to 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.

### 2.20 Revenue recognition

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

## 2 重大會計政策概要(續)

### 2.18 僱員福利(續)

#### (d) 以股份支付之報酬

本集團推行一項按股本結算、以股份支付報酬之計劃。為換取授出購股權而獲得之僱員服務公平值乃確認為開支。將於歸屬期內支銷之總金額乃參照已授出購股權之公平值釐定，不包括任何非市場歸屬條件之影響(例如盈利能力及銷售量增長目標)。有關預期歸屬之購股權數目之假設，已包括非市場歸屬條件。於各結算日，有關實體會修訂其估計預期歸屬之購股權數目，並在損益表內確認修訂原來估計數字(如有)之影響，以及對權益作出相應調整。

在購股權行使時，已收取並經扣除任何直接應佔交易成本之所得款項均計入股本(面值)及股份溢價中。

### 2.19 或然負債

或然負債乃因過去事件而可能出現之責任，而須視乎日後會否出現一項或多項本集團不可完全控制之不確定事件方可確實。或然負債亦包括基於過去事件而產生之現有責任，但由於未必需要經濟資源流出或不能就該責任數額作可靠計量而未有確認。

或然負債不會確認入賬但會於財務報表附註中披露。倘流出之可能性出現變化，而相當可能出現流出，則會確認為撥備。

### 2.20 收入確認

收入乃於本集團業務活動之正常過程中銷售貨物及服務之已收或應收代價之公平值。收入乃扣除增值稅、退貨及折扣和對銷本集團內銷售後列示。

## 2 Summary of significant accounting policies (continued)

### 2.20 Revenue recognition (continued)

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) *Sales of goods — OEM garment sales*

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

(b) *Sales of goods — retailing of branded fashion apparel*

Sales of goods are recognised when a group's entity sells a product to the customer. Retail sales are in cash or by credit cards or collected by department stores on behalf of the Group. The recorded revenue includes credit card fees payable for the transaction. Such credit card fees are included in selling, marketing and distribution costs. It is the Group's policy to sell its products to the end customer with a right of return. Accumulated experience is used to estimate and provide for such returns at the time of sale.

(c) *Interest income*

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

(d) *Dividend income*

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

(e) *Rental income*

Rental income on assets leased out under operating leases is recognised on a straight-line basis over the lease term.

(f) *Commission income*

Commission income is recognised when the services are rendered.

## 2 重大會計政策概要(續)

### 2.20 收入確認(續)

本集團於收入數額能可靠地計量、未來經濟利益可能流入實體及符合下文所述之本集團各項業務活動之特定條件時確認收入。待有關銷售之所有或然情況解決後，收入數額方會被視為能可靠地計量。本集團以過往業績為估計基準，並計入顧客種類、交易類型及各項安排特定情況。

(a) *銷售貨物 — 銷售原設備製造成衣*

當集團屬下實體交付產品、客戶接收該等產品以及合理確保可收取相關應收款項時，將確認銷售貨物。

(b) *銷售貨物 — 品牌時裝零售*

銷售貨物於集團屬下實體向客戶出售產品時確認。零售銷售乃以現金或信用卡支付，或由百貨公司代本集團收取。所記錄收入包括交易之應付信用卡費用。該等信用卡費用將列入銷售、營銷及分銷成本中。向最終客戶銷售產品附退貨權利乃本集團之政策。銷售時，乃依靠累積經驗就退貨作出估計及撥備。

(c) *利息收入*

利息收入利用實際利率法按時間比例基準確認。

(d) *股息收入*

股息收入於收款權利獲確立時確認。

(e) *租金收入*

根據經營租賃租出資產之租金收入，於租期內以直線法確認。

(f) *佣金收入*

佣金收入於提供服務時確認。

## 2 Summary of significant accounting policies (continued)

### 2.21 Government grants

Government grants are subsidies on export of textile and clothing and assistance on certain projects approved by local government. Government grants are recognised at their fair value where there is a reasonable assurance that the grants will be received and the Group will comply with all attached conditions.

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

### 2.22 Leases (as the lessee for 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 statement of comprehensive income on a straight-line basis over the period of the lease.

### 2.23 Dividend distribution

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

## 2 重大會計政策概要(續)

### 2.21 政府補助金

政府補助金為地方政府批准對紡織品及衣物出口之補貼及若干項目之資助。當有合理保證會收到補助金，而本集團將遵照所有附帶之條件時，政府補助金會以其公平值確認。

與成本有關之政府補助金乃於綜合損益表中按其於所需期間就配對擬補償之成本作出遞延及確認。

### 2.22 租賃(作為經營租賃之承租人)

凡資產擁有權之絕大部分風險及回報仍歸出租人所有之租賃，均歸類為經營租賃。根據經營租賃之付款(扣除出租人給予之任何優惠)在租期內以直線基準在綜合全面收入表中扣除。

### 2.23 股息分派

向本公司股東之股息分派在本公司股東或董事(如適用)批准股息之期間於本集團及本公司財務報表中確認為負債。

### 3 Financial risk management

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, 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.

##### (a) Foreign exchange risk

The Group mainly operates in Hong Kong and Mainland China. Sales are made to overseas customers as well as customers in Mainland China while purchases are mainly from suppliers in Hong Kong and Mainland China. The functional currencies of the Group's entities in Hong Kong and Mainland China are US\$ and RMB respectively.

Foreign exchange risks arise on monetary assets and liabilities being denominated in a currency that is not the functional currency. The Group's entities in Mainland China have monetary assets and liabilities denominated in US\$, which is not their functional currencies. The Group has not used any forward contracts, currency borrowings or other means to hedge its foreign currency exposure.

At 31 December 2011, if RMB had strengthened/weakened by 5% (2010: 5%) against the US\$ with all other variables held constant, profit for the year and equity holders' equity would have been approximately HK\$1,816,000 (2010: HK\$3,024,000) higher/lower, mainly as a result of foreign exchange gains/losses on translation of US\$ denominated monetary assets and liabilities held by the Group's entities in Mainland China. Profit is less sensitive to movement in US\$/RMB exchange rates in 2011 than 2010 because of the decreased amount of US\$ denominated monetary assets and liabilities held by the Group's entities in Mainland China.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團業務面對多種財務風險：市場風險(包括貨幣風險、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。

##### (a) 外匯風險

本集團主要於香港及中國內地經營業務，並向海外及中國內地客戶銷售，及主要向香港及中國內地之供應商進行採購。本集團位於香港及中國內地之實體之功能貨幣分別為美元及人民幣。

以非功能貨幣計值之貨幣資產及負債引致外匯風險。本集團位於中國內地之實體擁有以美元計值之貨幣資產及負債，而美元並非彼等之功能貨幣。本集團尚未使用任何遠期合約、貨幣借貸或其他方式來對沖其外幣風險。

於二零一一年十二月三十一日，倘人民幣兌美元升值／貶值5% (二零一零年：5%)，而所有其他變數維持不變，年度溢利及股權持有人之權益將增加／減少約1,816,000港元(二零一零年：3,024,000港元)，主要因換算本集團於中國內地之實體所持有以美元計值之貨幣資產及負債所產生之匯兌收益／虧損。與二零一零年比較，二零一一年溢利對美元／人民幣匯率變動之敏感程度減少，原因為本集團於中國內地之實體所持有以美元計值之貨幣資產及負債金額下降所致。

### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(b) *Price risk*

The Group is exposed to equity securities price risk because certain investments held by the Group are classified in the consolidated balance sheet as financial assets at fair value through profit or loss and available-for-sale financial asset. Profit for the year would increase/decrease as a result of gains/losses on equity securities classified as financial assets at fair value through profit or loss. Other comprehensive income would increase/decrease as a result of gains/losses on equity securities classified as available-for-sale financial assets. At 31 December 2011, if there had been a 5% change in the market value of financial assets at fair value through profit or loss and available-for-sale financial asset with all other variables held constant, the Group's profit and other comprehensive income for the year would have been increased/decreased by approximately HK\$1,050,000 (2010: HK\$1,237,000) and HK\$105,000 (2010: Nil) respectively. The Group has not entered into derivatives to manage such exposures.

(c) *Cash flow and fair value interest rate risk*

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for bank deposits. The Group's exposure to changes in interest rates is mainly attributable to its bank deposits and borrowings. Bank deposits and borrowings at variable rates expose the Group to cash flow interest-rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk. The interest rates of the Group's bank deposits and the rates and terms of the Group's borrowings are disclosed in Notes 17 and 22 to the financial statements respectively.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(b) *價格風險*

由於本集團所持有之若干投資於綜合資產負債表中被分類為按公平值列賬在損益表中處理之金融資產及可供出售金融資產，故本集團面臨股本證券價格風險。年內溢利會因為分類為按公平值列賬在損益表中處理之金融資產之股本證券收益／虧損而增加／減少。其他全面收入會因為分類為可供出售金融資產之股本證券收益／虧損而增加／減少。於二零一一年十二月三十一日，倘按公平值列賬在損益表中處理之金融資產及可供出售金融資產之市值變動5%而其他所有變數維持不變，則本集團於本年度之溢利及其他全面收入可能會分別增加／減少約1,050,000港元(二零一零年：1,237,000港元)及105,000港元(二零一零年：零)。本集團尚未訂立任何衍生工具來對沖該等風險。

(c) *現金流量及公平值利率風險*

除銀行存款外，本集團並無重大附息資產，因此，本集團之收入及經營現金流量大致不受市場利率波動影響。本集團所面對之利率波動風險主要來自其銀行存款及借貸。按浮動利率計息之銀行存款及借貸令本集團面對現金流量利率風險。按固定利率計息之借貸令本集團面對公平值利率風險。本集團之銀行存款利率及本集團借貸之利率及條款分別於財務報表附註17及22中披露。

本集團並無使用任何利率掉期對沖其利率風險。

### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(c) *Cash flow and fair value interest rate risk (continued)*

At 31 December 2011, if interest rates had been increased/decreased by one percentage point and all other variables were held constant, the profit of the Group would have been decreased/increased by HK\$1,469,000 (2010: Nil) and increased/decreased by HK\$4,012,000 (2010: HK\$2,969,000), respectively resulting from the change in the interest expense of bank borrowings and interest income of bank deposits.

(d) *Credit risk*

The carrying amounts of cash and bank balances, trade and other receivables, except for prepayments, represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group also has policies in place to ensure that sales of products are made to customers with an appropriate credit history. OEM garment sales to large or long-established customers with good repayment history comprise a significant proportion of the total Group's OEM garment sales. The Group also has policies on granting different settlement methods to different customers to monitor the credit exposure. Letters of credit are normally required from new customers and existing customers with short trading history for settlement purposes. Sales to retail customers are made in cash or via credit cards or collected by department stores on behalf of the Group. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances. At 31 December 2011, trade and bill receivables amounted to approximately HK\$494,346,000 (2010: HK\$455,118,000) were due from multi-national companies operating under international well-known brand retailers.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(c) *現金流量及公平值利率風險(續)*

於二零一一年十二月三十一日，倘利率已增加／減少一個百分點，而所有其他變數維持不變，本集團之溢利會因銀行借貸利息開支及銀行存款利息收入變動而分別減少／增加1,469,000港元(二零一零年：零)及增加／減少4,012,000港元(二零一零年：2,969,000港元)。

(d) *信貸風險*

現金及銀行結餘、應收貿易賬款及其他應收款項(預付款項除外)之賬面值，乃本集團就金融資產所面對之最大信貸風險。

本集團亦設有政策以確保向具備合適信貸記錄之客戶銷售產品。向具備良好還款記錄之大型或長期客戶銷售原設備製造成衣佔本集團全部原設備製造成衣銷售額之重要部分。本集團之另一政策乃向不同客戶授出不同清償方式，以監管信貸風險。新客戶及交易記錄較短之現有客戶一般須以信用證付款。零售客戶之銷售乃以現金或信用卡進行，或由百貨公司代表本集團收取款項。本集團過往未收回之應收貿易賬款及其他應收款項並無超出有關撥備。於二零一一年十二月三十一日，應收貿易賬款及應收票據約494,346,000港元(二零一零年：455,118,000港元)為應收國際知名品牌零售商所經營之跨國公司之款項。



### 3 Financial risk management (continued)

#### 3.1 Financial risk factors (continued)

(d) *Credit risk (continued)*

The Group has policies to place its cash and cash equivalents only with major financial institutions with good reputation and does not expect any losses from non-performance by these financial institutions.

(e) *Concentration risk*

During the year ended 31 December 2011, the Group's sales to top 5 customers who are international well-known brand retailers accounted for approximately 34.8% (2010: 41.7%) of the total revenue. The Group aims to maintain long-term relationship with reputable customers in the expansion of its business.

(f) *Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group aims to maintain flexibility in funding by keeping committed credit lines available.

The Group's primary cash requirements have been for purchases of materials, machinery and equipment and payments of employee benefit expenses. The Group finances its working capital requirements through a combination of funds generated from operations and bank loans. The Group generally operates with a working capital surplus.

As at 31 December 2010 and 2011, all the Group's and the Company's contractual obligations mature within 1 year.

As at 31 December 2011, there are no derivative financial instruments.

As at 31 December 2010, all of the Group's gross settled derivative financial instruments are due to settle within 12 months from the balance sheet date. These contracts required undiscounted contractual cash inflows of approximately HK\$54,128,000 and undiscounted contractual cash outflows of approximately HK\$54,476,000.

### 3 財務風險管理(續)

#### 3.1 財務風險因素(續)

(d) *信貸風險(續)*

本集團亦有政策，將其現金及現金等值項目僅存放於信譽良好主要金融機構，且本集團並不預期會因該等金融機構違約而產生任何損失。

(e) *集中風險*

截至二零一一年十二月三十一日止年度，本集團向五大客戶(均為國際知名品牌零售商)之銷售額佔總收入約34.8%(二零一零年：41.7%)。本集團為擴張業務，致力維持與著名客戶之長遠關係。

(f) *流動資金風險*

流動資金風險管理審慎，令本集團可維持足夠現金及透過充足已承諾信貸額取得資金。本集團之目標乃通過保持取得已承諾信貸額，維持資金之靈活性。

本集團主要現金需求乃用於採購材料、機械及設備以及支付僱員福利開支。本集團以經營業務及銀行貸款所得資金應付其營運資金需求。本集團營運資金一般具備盈餘。

於二零一零年及二零一一年十二月三十一日，本集團及本公司所有合約責任於一年內到期。

於二零一一年十二月三十一日，並無衍生金融工具。

於二零一零年十二月三十一日，本集團內所有以總額結算的衍生金融工具會於結算日起計十二個月內到期。該等合約所需之未折現合約現金流入約為54,128,000港元及未折現合約現金流出約為54,476,000港元。

### 3 Financial risk management (continued)

#### 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 increase debt.

The Group monitors capital on the basis of the debt to equity ratio. This ratio is calculated as bank borrowings of approximately HK\$200,499,000 (2010: HK\$66,525,000) divided by total equity of HK\$2,735,685,000 (2010: HK\$2,622,377,000). The ratio as at 31 December 2011 and 2010 were 7.3% and 2.5% respectively.

#### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined 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).

### 3 財務風險管理(續)

#### 3.2 資本風險管理

本集團管理資本之目標為保障本集團繼續以持續基準經營的能力，藉以為股東帶來回報及為其他有關人士帶來利益，以及維持最佳之資本架構，從而降低資本成本。

為維持或調整資本架構，本集團可對支付予股東之股息作出調整、向股東退回資本、發行新股或增加債務。

本集團以負債對權益比率監察資本。是項比率乃以銀行借貸約200,499,000港元(二零一零年：66,525,000港元)除以權益總值2,735,685,000(二零一零年：2,622,377,000港元)計算。於二零一一年及二零一零年十二月三十一日之比率分別為7.3%及2.5%。

#### 3.3 公平值估計

下表以估價方法分析按公平值列賬之金融工具，各級別定義如下：

- 同類資產或負債於活躍市場之報價(未經調整)(級別1)。
- 資產或負債可直接(即價格)或間接(即從價格中得出之參數)觀察獲得之參數(包括在級別1內之報價除外)(級別2)。
- 資產或負債並非根據可觀察獲得之市場數據(即不可觀察獲得之參數)得出之參數(級別3)。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 3 Financial risk management (continued)

#### 3.3 Fair value estimation (continued)

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

		Level 1 級別1 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值列賬在損益表中處理之 金融資產	21,002
Available-for-sale financial asset	可供出售金融資產	2,093

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

		Level 1 級別1 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值列賬在損益表中處理之 金融資產	24,745
		Level 2 級別2 HK\$'000 千港元
Foreign exchange forward contracts	外匯遠期合約	
— Assets	— 資產	308
— Liabilities	— 負債	(348)

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 classified as trading securities or available-for-sale comprise primarily equity investments listed on Shanghai Stock Exchange and over-the-counter bulletin board, a regulatory electronic trading service offered by the National Association of Securities Dealers in the United States.

### 3 財務風險管理(續)

#### 3.3 公平值估計(續)

下表呈列本集團於二零一一年十二月三十一日按公平值計量之資產及負債。

下表呈列本集團於二零一零年十二月三十一日按公平值計量之資產及負債。

於活躍市場買賣之金融工具公平值乃根據於結算日之市場報價計算得出。如果該等報價可以容易地及規律地從交易、經銷商、經紀、產業集團、定價服務或管理機構中獲得，並且該等價格代表按公平基準進行之真實及經常市場交易，則該市場被視為活躍市場。本集團所持金融資產採用之市場報價為當前買入價。該等工具包括在級別1內。包括在級別1內之工具分類為買賣證券或可供出售，主要包括於上海證券交易所及場外交易議價板(美國 National Association of Securities Dealers 提供的規管電子買賣服務)上市之股權投資。

#### 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 discussed below.

##### (a) Useful lives and residual values of property, plant and equipment

The Group's management determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

##### (b) 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 cycles. Management will reassess the estimations by the balance sheet date.

#### 4 重要會計估計及判斷

本集團持續評審估計及判斷，且該等估計及判斷乃基於過往經驗及其他因素，包括按情況而言相信屬合理而對未來事項之預測。

本集團就未來事項作出估計及假設。該等因而產生之會計估計按定義甚少與相關實際結果相同。有重大風險對下一財政年度資產及負債之賬面值構成重大調整之估計及假設詳列如下。

##### (a) 物業、廠房及設備可使用年期及剩餘價值

本集團管理層就其物業、廠房及設備釐定估計可使用年期、剩餘價值及相關折舊開支。此項估計乃基於具類似性質及功能之物業、廠房及設備之實際可使用年期之過往經驗，但可能會因為技術創新及競爭對手為回應嚴峻行業週期而採取之行動而出現重大改變。倘可使用年期少於先前估計之可使用年期，管理層將增加折舊開支，或將撇銷或撇減已棄用或出售之技術過時或非策略性資產。

##### (b) 存貨可變現淨值

存貨可變現淨值乃基於日常業務過程中之估計售價，減估計完成之成本及銷售開支。該等估計乃基於目前市況及製造及銷售具類似性質產品之過往經驗，但可能會因為客戶喜好改變及競爭對手為回應嚴峻行業週期而採取之行動而出現重大改變。管理層將於結算日或之前重新評估該等估計。

#### 4 Critical accounting estimates and judgements (continued)

##### (c) Trade and other receivables

The Group's management determines the provision for impairment of trade and other receivables based on the credit history of its customers and the current market condition. As disclosed in Note 15, management has assessed certain overdue trade receivables from Bernard Chau, Inc. ("Bernard Chau") converted into promissory notes. Management reassesses the provision for trade and other receivables by each balance sheet date. The provision could change significantly as a result of changes in customer financial position in response to the global economic cycles.

##### (d) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 12).

##### (e) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. 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 income tax and deferred tax provisions in the period in which such determination is made.

#### 4 重要會計估計及判斷(續)

##### (c) 應收貿易賬款及其他應收款項

本集團管理層按客戶信貸往績及當前市況釐定應收貿易賬款及其他應收款項之減值撥備。誠如附註15所披露，管理層已評估轉換為承兌票據之若干逾期應收Bernard Chau, Inc. (「Bernard Chau」)之貿易賬款。管理層將於每個結算日或之前重新評估應收貿易賬款及其他應收款項撥備。有關撥備可因全球經濟週期所導致客戶財務狀況改變而顯著變動。

##### (d) 商譽減值估計

根據附註2.7所述之會計政策，本集團每年測試商譽有否減值。現金產生單位之可收回金額按照使用價值釐定，計算時須利用估計(附註12)。

##### (e) 所得稅

本集團須在多個司法權區繳納所得稅。於釐定所得稅撥備時須作出重大判斷。日常業務過程中有大量無法確定最終稅款之交易及計算。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。倘該等事項最終稅款結果有別於最初記錄之金額，有關差額將影響作出有關釐定期間之所得稅及遞延稅項撥備。

## 5 Segment information

The chief operating decision-maker has been identified as the board of directors (the "Board"). The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Board considers the Group has two reportable segments: (1) manufacturing and sale of garments on an OEM basis ("OEM"); and (2) manufacturing and retailing of branded fashion apparel ("Retail").

The Board assesses the performance of the operating segments based on profit before income tax, which is consistent with that in the financial statements. Other information, as noted below, is also provided to the Board.

Total segment assets exclude deferred income tax assets, financial assets at fair value through profit or loss, interests in certain associates, investment properties and available-for-sale financial asset, all of which are managed on a central basis. These are part of the reconciliation to total balance sheet assets.

Turnover comprises sale of goods. Sales between segments are carried out based on terms agreed. The revenue from external parties reported to the Board is measured in a manner consistent with that in the consolidated statement of comprehensive income.

## 5 分部資料

董事會(「董事會」)已獲確立為主要營運決策人。董事會審閱本集團之內部報告以評估表現及分配資源。管理層根據該等報告以決定營運分部。

董事會認為本集團有兩項可報告之分部：(1) 按原設備製造(「原設備製造」)基準製造及銷售成衣；及(2) 品牌時裝製造及零售(「零售」)。

董事會根據與財務報表相符之除所得稅前溢利評估營運分部之表現。其他資料，如下所述者，均已提供予董事會。

總分部資產不包括由中央處理之遞延所得稅資產、按公平值列賬在損益表中處理之金融資產、於若干聯營公司之權益、投資物業以及可供出售金融資產。該等項目乃與資產負債表之總資產對賬之一部分。

營業額包括銷售貨品。分部之間之銷售乃基於雙方同意之條款進行。呈報予董事會之外部方收入所計量之方式乃與綜合全面收入表相符。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 5 Segment information (continued)

## 5 分部資料(續)

		OEM 原設備製造 HK\$'000 千港元	Retail 零售 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Year ended 31 December 2011</b>	<b>截至二零一一年 十二月三十一日止年度</b>			
Total revenue	總收入	1,975,876	503,099	2,478,975
Inter-segment revenue	分部間收入對銷	(5,617)	(819)	(6,436)
<b>Revenue (from external customers)</b>	<b>收入(來自外部客戶)</b>	<b>1,970,259</b>	<b>502,280</b>	<b>2,472,539</b>
<b>Segment profit before income tax</b>	<b>除所得稅前分部溢利</b>	<b>183,441</b>	<b>54,123</b>	<b>237,564</b>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(87,654)	(3,619)	(91,273)
Amortisation of land use rights	土地使用權攤銷	(2,923)	(33)	(2,956)
Amortisation of intangible assets	無形資產攤銷	(4,571)	(4,799)	(9,370)
Finance income	融資收入	6,911	489	7,400
Finance costs	融資成本	(12,973)	—	(12,973)
Share of profit of an associate	分佔一間聯營公司溢利	62	—	62
Share of profit of a jointly controlled entity	分佔一間共同控制實體溢利	524	—	524
Income tax expense	所得稅開支	(34,971)	(21,504)	(56,475)

## 5 Segment information (continued)

## 5 分部資料(續)

		OEM 原設備製造 HK\$'000 千港元	Retail 零售 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Year ended 31 December 2010</b>	<b>截至二零一零年十二月三十一日止年度</b>			
Total revenue	總收入	2,151,573	415,070	2,566,643
Inter-segment revenue	分部間收入對銷	(4,690)	(857)	(5,547)
<b>Revenue (from external customers)</b>	<b>收入(來自外部客戶)</b>	<b>2,146,883</b>	<b>414,213</b>	<b>2,561,096</b>
<b>Segment profit before income tax</b>	<b>除所得稅前分部溢利</b>	<b>274,482</b>	<b>70,899</b>	<b>345,381</b>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(94,710)	(2,611)	(97,321)
Amortisation of land use rights	土地使用權攤銷	(2,112)	(32)	(2,144)
Amortisation of intangible assets	無形資產攤銷	(4,571)	(4,799)	(9,370)
Finance income	融資收入	2,617	547	3,164
Finance costs	融資成本	(2,052)	(2,212)	(4,264)
Share of profit of an associate	分佔一間聯營公司溢利	49	—	49
Share of loss of a jointly controlled entity	分佔一間共同控制實體虧損	(59)	—	(59)
Income tax expense	所得稅開支	(43,278)	(23,613)	(66,891)
		<b>OEM 原設備製造 HK\$'000 千港元</b>	<b>Retail 零售 HK\$'000 千港元</b>	<b>Total 合計 HK\$'000 千港元</b>
<b>As at 31 December 2011</b>	<b>於二零一一年十二月三十一日</b>			
<b>Total assets</b>	<b>總資產</b>	<b>2,195,258</b>	<b>592,667</b>	<b>2,787,925</b>
Total assets include:	總資產包括:			
Interest in an associate	於一間聯營公司之權益	<b>1,714</b>	—	<b>1,714</b>
Interest in a jointly controlled entity	於一間共同控制實體之權益	<b>2,146</b>	—	<b>2,146</b>
Additions to non-current assets (other than financial instruments and deferred income tax assets)	添置非流動資產(金融工具及遞延所得稅資產除外)	<b>40,734</b>	<b>4,442</b>	<b>45,176</b>

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 5 Segment information (continued)

## 5 分部資料(續)

		OEM 原設備製造 HK\$'000 千港元	Retail 零售 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>As at 31 December 2010</b>	<b>於二零一零年 十二月三十一日</b>			
<b>Total assets</b>	<b>總資產</b>	2,149,175	446,781	2,595,956
Total assets include:	總資產包括：			
Interest in an associate	於一間聯營公司之權益	1,652	—	1,652
Interest in a jointly controlled entity	於一間共同控制實體之權益	1,622	—	1,622
Additions to non-current assets (other than financial instruments and deferred income tax assets)	添置非流動資產 (金融工具及遞延所得稅資產除外)	50,296	2,439	52,735

A reconciliation of reportable segments' profit before income tax to total profit before income tax is provided as follows:

可報告之除所得稅前分部溢利與除所得稅前溢利總額之對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Total segment profit before income tax</b>	<b>除所得稅前分部溢利總額</b>	<b>237,564</b>	345,381
Net fair value losses of financial assets at fair value through profit or loss	按公平值列賬在損益表中處理之金融資產公平值虧損淨額	(1,216)	(4,539)
Corporate overhead	企業經常費用	(9,789)	(8,906)
Rental income	租賃收入	516	516
Share of losses of associates	分佔聯營公司虧損	(1,277)	(413)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	<b>225,798</b>	332,039

**5 Segment information (continued)**

A reconciliation of reportable segments' assets to total assets is provided as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Total segment assets</b>	<b>分部資產總額</b>	<b>2,787,925</b>	2,595,956
Financial assets at fair value through profit or loss	按公平值列賬在損益表中處理之金融資產	<b>21,002</b>	24,745
Corporate assets	企業資產	<b>1,792</b>	1,155
Investment properties	投資物業	<b>14,000</b>	8,000
Deferred income tax assets	遞延所得稅資產	<b>41,575</b>	31,873
Available-for-sale financial asset	可供出售金融資產	<b>2,093</b>	—
Tax recoverable	可退稅款	<b>1,528</b>	1,101
Interests in associates	於聯營公司之權益	<b>539,805</b>	425,035
<b>Total assets per consolidated balance sheet</b>	<b>綜合資產負債表所列總資產</b>	<b>3,409,720</b>	3,087,865

The Company is domiciled in the Cayman Islands. The results of its revenue from external customers located in the following geographical areas are as follows:

本公司於開曼群島註冊成立。來自位於以下地區之外部客戶收入如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
North America	北美洲	<b>1,562,945</b>	1,686,212
European Union	歐盟	<b>170,101</b>	166,865
Mainland China	中國內地	<b>661,427</b>	652,915
Hong Kong	香港	<b>29,960</b>	15,052
Other countries	其他國家	<b>48,106</b>	40,052
		<b>2,472,539</b>	2,561,096

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 5 Segment information (continued)

The total of non-current assets other than interests in associates, interest in a jointly controlled entity, available-for-sale financial asset and deferred income tax assets (there are no employment benefit assets and rights arising under insurance contracts) located in the following geographical areas are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Mainland China	中國內地	998,729	1,018,893
Hong Kong	香港	49,792	49,073
North America	北美洲	377	444
		<b>1,048,898</b>	1,068,410

For the year ended 31 December 2011, revenues of approximately HK\$286,954,000 (2010: HK\$322,010,000) are derived from a single external customer. These revenues are attributable to the OEM reportable segments and accounted for greater than 10% of the Group's revenue.

#### 5 分部資料(續)

非流動資產總額，除於聯營公司之權益、於一間共同控制實體之權益、可供出售金融資產及遞延所得稅資產(保險合約未有產生僱員福利資產和權利)外，來自以下之地區：

截至二零一一年十二月三十一日止年度，約286,954,000港元(二零一零年：322,010,000港元)之收入來自單一外部客戶。該等收入乃歸屬於原設備製造之可報告分部，並佔本集團營業額10%以上。

## 6 Property, plant and equipment — Group

## 6 物業、廠房及設備 — 本集團

		Leasehold land and buildings 批租土地 及樓宇	Leasehold improvements 租賃物業裝修	Plant and machinery 廠房及機械	Vehicles 汽車	Furniture, fittings and equipment 傢俬、裝置 及設備	Construction in progress 在建工程	Total 合計
		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	HK\$'000 千港元
<b>Year ended 31 December 2011</b>	<b>截至二零一一年 十二月三十一日止年度</b>							
Opening net book amount	年初賬面淨值	442,641	9,157	286,960	7,770	10,150	56,546	813,224
Exchange differences	匯兌差額	18,192	279	11,317	249	356	2,096	32,489
Additions	添置	340	22,678	7,516	5,171	868	8,603	45,176
Transfers	轉撥	13,663	—	6,859	—	—	(20,522)	—
Disposals	出售	(1,876)	—	(666)	(176)	(200)	—	(2,918)
Depreciation	折舊	(20,982)	(27,009)	(34,818)	(5,952)	(2,512)	—	(91,273)
Closing net book amount	年末賬面淨值	451,978	5,105	277,168	7,062	8,662	46,723	796,698
<b>At 31 December 2011</b>	<b>於二零一一年 十二月三十一日</b>							
Cost	成本	580,801	70,999	480,650	46,896	72,094	46,723	1,298,163
Accumulated depreciation	累計折舊	(128,823)	(65,894)	(203,482)	(39,834)	(63,432)	—	(501,465)
Net book amount	賬面淨值	451,978	5,105	277,168	7,062	8,662	46,723	796,698
<b>Year ended 31 December 2010</b>	<b>截至二零一零年 十二月三十一日止年度</b>							
Opening net book amount	年初賬面淨值	467,044	9,151	305,984	10,943	20,233	52,316	865,671
Exchange differences	匯兌差額	14,922	351	10,680	238	115	2,171	28,477
Additions	添置	7,205	17,720	12,626	4,605	5,156	5,423	52,735
Reclassification (Note 8)	重新分類(附註8)	1,907	—	—	—	—	—	1,907
Transfers	轉撥	—	—	3,201	—	163	(3,364)	—
Disposals	出售	—	—	(2,444)	(1,851)	(5,211)	—	(9,506)
Disposal of a subsidiary (Note 34)	出售一間附屬公司 (附註34)	(19,616)	—	(6,347)	(511)	(2,265)	—	(28,739)
Depreciation	折舊	(28,821)	(18,065)	(36,740)	(5,654)	(8,041)	—	(97,321)
Closing net book amount	年末賬面淨值	442,641	9,157	286,960	7,770	10,150	56,546	813,224
<b>At 31 December 2010</b>	<b>於二零一零年 十二月三十一日</b>							
Cost	成本	546,892	46,149	442,253	41,683	68,904	56,546	1,202,427
Accumulated depreciation	累計折舊	(104,251)	(36,992)	(155,293)	(33,913)	(58,754)	—	(389,203)
Net book amount	賬面淨值	442,641	9,157	286,960	7,770	10,150	56,546	813,224

Depreciation expenses of approximately HK\$68,805,000 (2010: HK\$76,803,000) and HK\$22,468,000 (2010: HK\$20,518,000) have been charged in cost of sales and administrative expenses respectively.

As at 31 December 2011, leasehold land and buildings with net book amount approximately of HK\$18,291,000 (2010: HK\$18,959,000) were pledged as securities for the Group's bank borrowings (Note 22).

折舊開支約68,805,000港元(二零一零年: 76,803,000港元)及22,468,000港元(二零一零年: 20,518,000港元)已分別計入銷售成本及行政開支。

於二零一一年十二月三十一日,本集團若干銀行借貸乃以賬面淨值約18,291,000港元(二零一零年: 18,959,000港元)之批租土地及樓宇作為抵押(附註22)。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 7 Investment properties — Group

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	8,000	7,000
Fair value gain (Note 24)	公平值收益(附註24)	6,000	1,000
At 31 December	於十二月三十一日	14,000	8,000

As at 31 December 2011, investment properties were revalued by an independent professionally qualified valuer.

The Group's interest in investment properties are held in Hong Kong with lease periods between 10 to 50 years.

## 7 投資物業 — 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	8,000	7,000
Fair value gain (Note 24)	公平值收益(附註24)	6,000	1,000
At 31 December	於十二月三十一日	14,000	8,000

於二零一一年十二月三十一日，投資物業已由獨立專業合資格估值師重新估值。

本集團於投資物業之權益乃於香港持有，租賃期為十年至五十年。

## 8 Land use rights — Group

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	93,739	100,843
Exchange differences	匯兌差額	2,337	2,276
Disposal of a subsidiary (Note 34)	出售一間附屬公司(附註34)	—	(5,329)
Reclassification (Note 6)	重新分類(附註6)	—	(1,907)
Amortisation	攤銷	(2,956)	(2,144)
At 31 December	於十二月三十一日	93,120	93,739

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

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
In Mainland China, held on:	於中國內地持有：		
— Leases of between 10 to 50 years	— 介乎10年至50年之租賃	93,120	93,739

As at 31 December 2011, land use rights with net book amount of approximately HK\$6,523,000 (2010: HK\$37,219,000) were pledged as securities for the Group's bank borrowings (Note 22).

本集團於土地使用權之權益指預付經營租賃款項，其賬面淨值分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
In Mainland China, held on:	於中國內地持有：		
— Leases of between 10 to 50 years	— 介乎10年至50年之租賃	93,120	93,739

於二零一一年十二月三十一日，本集團若干銀行借貸乃以賬面淨值約6,523,000港元(二零一零年：37,219,000港元)之土地使用權作為抵押(附註22)。

## 9 Investments in subsidiaries — Company

## 9 於附屬公司之投資 — 本公司

		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	478,054	478,054
Amounts due from subsidiaries	應收附屬公司款項	760,751	649,799
		<b>1,238,805</b>	1,127,853

The above amounts due from subsidiaries are unsecured, interest-free and have no pre-determined repayment terms.

以上應收附屬公司款項為無抵押、免息且無預訂還款期。

The amounts due from subsidiaries are denominated in the following currencies.

應收附屬公司款項以下列貨幣計值。

		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
HK\$	港元	752,442	638,825
US\$	美元	8,309	10,974
		<b>760,751</b>	649,799

## Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 9 Investments in subsidiaries — Company (continued)

The particulars of the Group's principal subsidiaries as at 31 December 2011 are set out as follows:

### 9 於附屬公司之投資 — 本公司 (續)

於二零一一年十二月三十一日，本集團主要附屬公司之詳情如下：

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Directly held:</b> 直接持有：				
Joyocean Investments Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in the British Virgin Islands 於英屬處女群島進行投資控股	4,000 shares of US\$1 each 4,000股每股面值1美元之股份	100%
Manfame Investments Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in the British Virgin Islands 於英屬處女群島進行投資控股	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	100%
Oceanroc Investments Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in the British Virgin Islands 於英屬處女群島進行投資控股	1,000 shares of US\$1 each 1,000股每股面值1美元之股份	100%
Skyyear Holdings Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in the British Virgin Islands 於英屬處女群島進行投資控股	4,000 shares of US\$1 each 4,000股每股面值1美元之股份	100%
Witpower Investments Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Investment holding in the British Virgin Islands 於英屬處女群島進行投資控股	2,000 shares of US\$1 each 2,000股每股面值1美元之股份	100%

## 9 Investments in subsidiaries — Company (continued)

## 9 於附屬公司之投資 — 本公司 (續)

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Indirectly held:</b> 間接持有：				
China Ting Garment Mfg (Group) Limited 華鼎製衣(集團)有限公司	Hong Kong, limited liability company 香港·有限公司	Garment trading in Hong Kong 成衣貿易(香港)	5,000,000 shares of HK\$1 each 5,000,000股每 股面值1港元 之股份	100%
Concept Creator Fashion Limited 創越時裝有限公司	Hong Kong, limited liability company 香港·有限公司	Garment trading in Hong Kong 成衣貿易(香港)	200,000 shares of HK\$1 each 200,000股每股 面值1港元之 股份	100%
Diny (Hangzhou) Fashion Company Limited 迪妮(杭州)時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing and retailing and trademark holding in the PRC 成衣製造及零售及持有 商標(中國)	US\$3,130,000 3,130,000美元	100%
Finity Fashion (Shenzhen) Company Limited 菲妮迪時裝(深圳)有限 公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing and retailing and trademark holding in the PRC 成衣製造及零售及持有 商標(中國)	HK\$10,000,000 10,000,000港元	100%
Finity International Fashion Company Limited 菲妮迪國際時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing and retailing and trademark holding in the PRC 成衣製造及零售及 持有商標(中國)	US\$10,900,000 10,900,000美元	100%
Hangzhou China Ting Fashion Company Limited 杭州華鼎時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$4,180,000 4,180,000美元	100%

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 9 Investments in subsidiaries — Company (continued)

## 9 於附屬公司之投資 — 本公司 (續)

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Indirectly held: (continued)</b> 間接持有：(續)				
Hangzhou China Ting Tailored Fashion Company Limited 杭州華鼎西服時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$8,000,000 8,000,000美元	100%
China Ting Pietraluna (Hangzhou) Wool Textile Dyeing & Finishing Company Limited 華貝納(杭州)毛紡染整有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Wool textile and garment manufacturing in the PRC 毛紡產品織造及成衣製造(中國)	US\$36,000,000 36,000,000美元	100%
Hangzhou Fucheng Fashion Company Limited 杭州富成時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	RMB13,000,000 人民幣 13,000,000元	100%
Hangzhou Fuding Fashion Company Limited 杭州富鼎時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$2,000,000 2,000,000美元	100%
Hangzhou Fuxi Fashion Company Limited 杭州富茜時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment retailing in the PRC 成衣零售(中國)	US\$200,000 200,000美元	100%
Hangzhou Huaxing Silk Printing Company Limited 杭州華星絲綢印染有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Printing and dyeing of silk and other high quality fabrics in the PRC 絲綢及其他優質面料 印染(中國)	US\$8,000,000 8,000,000美元	100%
China Ting (Hangzhou) Textile Technology Company Limited 華鼎(杭州)紡織科技有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$16,000,000 16,000,000美元	100%

## 9 Investments in subsidiaries — Company (continued)

## 9 於附屬公司之投資 — 本公司 (續)

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Indirectly held: (continued)</b> 間接持有：(續)				
He Shan Tri-Star Silk Dyeing and Printing Work Limited 鶴山三星絲綢印染企業有 限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Printing and dyeing of silk and other high quality fabrics in the PRC 絲綢及其他優質面料印 染(中國)	US\$3,321,000 3,321,000美元	100%
Interfield Industrial Limited 中都實業有限公司	Hong Kong, limited liability company 香港·有限公司	Fabric printing and dyeing 面料印染	23,410,000 shares of HK\$1 each 23,410,000股每 股面值1港元 之股份	100%
Jiangsu Fuze Textile Company Limited 江蘇富澤紡織有限公司	The PRC, sino-foreign joint venture 中國·中外合資企業	Jacquard and velvet fabric weaving in the PRC 提花布及絲絨面料織造 (中國)	US\$2,625,000 2,625,000美元	52%
Shenzhen Fuhowe Fashion Company Limited 深圳富豪時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$875,000 875,000美元	100%
Zhejiang China Ting Brand Management Company Limited 浙江華鼎品牌管理有限 公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing and retailing and trademark holding in the PRC 成衣製造及零售及持有 商標(中國)	US\$8,200,000 8,200,000美元	100%
Zhejiang China Ting Jincheng Silk Company Limited 浙江華鼎金誠絲綢有限 公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Silk fabric weaving in the PRC 絲綢面料織造(中國)	US\$2,520,000 2,520,000美元	100%
Zhejiang China Ting Knitwear Company Limited 浙江華鼎針織品有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Knitwear manufacturing in the PRC 針織品製造(中國)	US\$3,500,000 3,500,000美元	100%



## Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 9 Investments in subsidiaries — Company (continued)

### 9 於附屬公司之投資 — 本公司 (續)

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Indirectly held: (continued)</b> 間接持有：(續)				
Zhejiang China Ting Textile Technology Company Limited 浙江華鼎紡織科技有限 公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Home textile weaving in the PRC 家紡產品織造(中國)	US\$11,200,000 11,200,000美元	100%
Zhejiang Concept Creator Fashion Company Limited 浙江創越時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$5,000,000 5,000,000美元	100%
Zhejiang Fucheng Fashion Company Limited 浙江富成時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$4,000,000 4,000,000美元	100%
Zhejiang Fuhowe Fashion Company Limited 浙江富豪時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$4,200,000 4,200,000美元	100%
Zhejiang China Ting Group Company Limited 浙江華鼎集團有限責任 公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Properties holding and garment trading 持有物業及成衣貿易	RMB50,000,000 人民幣 50,000,000元	92%
Zhejiang Huali Fashion Company Limited 浙江華勵時裝有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$2,150,000 2,150,000美元	100%
Zhejiang Huayue Silk Products Company Limited 浙江華越絲綢製品有限 公司	The PRC, sino-foreign joint venture 中國·中外合資企業	Spun silk fabric weaving in the PRC 絹絲面料織造(中國)	US\$2,500,000 2,500,000美元	55%

## 9 Investments in subsidiaries — Company (continued)

## 9 於附屬公司之投資 — 本公司 (續)

Name 公司名稱	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／ 地點及法定實體類別	Principal activities and place of operations 主要業務及經營地點	Particulars of issued/paid-in capital 已發行／ 實收股本詳情	Equity interest attributable to the Group 本集團應 佔股權
<b>Indirectly held: (continued)</b> 間接持有：(續)				
Hangzhou China Ting Industries Investment Company Limited (formerly known as Zhejiang Huize Investment Company Limited) 杭州華鼎實業投資有限公司(前稱浙江惠澤投資有限公司)	The PRC, wholly foreign owned enterprise 中國，外商獨資企業	Investment holding in the PRC 投資控股(中國)	RMB35,000,000 人民幣 35,000,000元	100%
Zhejiang Xinan Fashion Company Limited 浙江信安時裝有限公司	The PRC, wholly foreign owned enterprise 中國，外商獨資企業	Garment manufacturing in the PRC 成衣製造(中國)	US\$3,580,000 3,580,000美元	100%

The English names of certain subsidiaries referred herein represent management's best effort in translating the Chinese names of these subsidiaries as no English names have been registered.

The above table includes the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. Giving details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

由於上述若干附屬公司並無登記英文名稱，故該等英文名稱乃管理層盡力翻譯其中文名稱所得。

上表包括董事認為主要影響年內業績或組成本集團大部份資產淨值之本集團附屬公司。董事認為，刊登其他附屬公司之資料會使篇幅過長。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 10 Interests in associates — Group

## 10 於聯營公司之權益 — 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Share of net assets	分佔資產淨值	291,544	186,891
Loan to an associate (Note (a))	借予一間聯營公司之貸款 (附註(a))	249,975	239,796
		<b>541,519</b>	426,687

Notes:

(a) The loan to an associate is unsecured, interest-free and has no pre-determined repayment terms. It is denominated in RMB.

(b) Movements of interests in associates are as follows:

附註：

(a) 借予一間聯營公司之貸款為無抵押、免息及尚未預先釐定還款期。該筆貸款以人民幣計值。

(b) 於聯營公司之權益之變動分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	426,687	387,151
Exchange differences	匯兌差額	19,305	18,013
Capital injections	注資	96,742	23,201
Share of losses	分佔虧損	(1,215)	(364)
Repayment of loan to an associate	償還借予一間聯營公司之貸款	—	(870)
Loss on deregistration of an associate	取消一間聯營公司註冊之虧損	—	(444)
At 31 December	於十二月三十一日	<b>541,519</b>	426,687

## 10 Interests in associates — Group (continued) 10 於聯營公司之權益 — 本集團 (續)

Notes: (continued)

附註：(續)

(c) The summary of the financial information of the Group's associates in aggregate is as follows:

(c) 本集團聯營公司之財務資料合計概要如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	2,892,902	1,723,119
Total liabilities	負債總值	2,055,760	1,110,139
Revenue	收入	12,504	11,865
Loss for the year	年內虧損	(3,413)	(1,228)

(d) The particulars of the Group's associates as at 31 December 2011 are set out as follows:

(d) 本集團於二零一一年十二月三十一日之聯營公司之詳情如下：

Name	Country/place of incorporation/ establishment/ of legal entity	Particular of issued/ paid-in capital	Equity interest attributable to the Group	Principal activities
公司名稱	註冊成立/成立國家/地點及法定實體類別	已發行/實收股本詳情	本集團應佔股權	主要業務
Hangzhou Huasheng Accessories Company Limited 杭州華盛輔料有限公司	The PRC, wholly foreign owned enterprise 中國·外商獨資企業	US\$250,000 250,000美元	25%	Accessories and plastic bags manufacturing 製造輔料及塑料袋
Zhejiang Haoran Property Company Limited 浙江浩然置業有限公司	The PRC, limited liability company 中國·有限公司	RMB100,000,000 人民幣100,000,000元	29%	Property development 物業發展
Hangzhou China Ting Property Development Company Limited 杭州華鼎房地產開發有限公司	The PRC, limited liability company 中國·有限公司	RMB200,000,000 人民幣200,000,000元	49%	Property development 物業發展

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 11 Interest in a jointly controlled entity — Group

#### 11 於一間共同控制實體之權益 — 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Share of net assets	分佔資產淨值	2,146	1,622

(a) Movements of interest in a jointly controlled entity are as follows:

(a) 於一間共同控制實體之權益變動分析如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	1,622	—
Capital injection	注資	—	1,681
Share of profit/(loss)	分佔溢利/(虧損)	524	(59)
At 31 December	於十二月三十一日	2,146	1,622

The Group's interest in a jointly controlled entity, which is unlisted, are as follows:

本集團於一間共同控制實體(非上市公司)之權益如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收入	18,276	11,508
Expenses	開支	(17,228)	(11,626)
Profit/(loss) for the year	年度溢利/(虧損)	1,048	(118)
Current assets	流動資產	4,805	7,939
Current liabilities	流動負債	(513)	(4,695)
Net assets	資產淨值	4,292	3,244

## 11 Interest in a jointly controlled entity — Group (continued)

(b) The particulars of the Group's jointly controlled entity as at 31 December 2011 are set out as follows:

Name	Country/place of incorporation/ establishment and type of legal entity 註冊成立／成立國家／地點及法定實體類別	Particular of issued/paid-in capital 已發行／實收股本詳情	Equity interest attributable to the Group 本集團應佔股權	Principal activities 主要業務
China Ting Pietraluna Limited 華鼎華貝納有限公司	Hong Kong, limited liability company 香港，有限公司	1,000,000 shares of US\$0.1 each 1,000,000股每股面值0.1美元之股份	50%	Fabric and garment trading in Hong Kong 面料及成衣貿易(香港)

## 11 於一間共同控制實體之權益 — 本集團(續)

(b) 本集團於二零一一年十二月三十一日之共同控制實體之詳情如下：



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 12 Intangible assets — Group

## 12 無形資產 — 本集團

		Goodwill	Trademark	Customer relationship	Exclusive supply right	Total
		商譽	商標	客戶關係	獨家供應權	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		Note (a)	Note (b)	Note (c)	Note (d)	
		附註(a)	附註(b)	附註(c)	附註(d)	
<b>Year ended</b>	<b>截至二零一一年</b>					
<b>31 December 2011</b>	<b>十二月三十一日</b>					
	<b>止年度</b>					
Opening net book amount	年初賬面淨值	92,574	23,970	10,281	26,622	153,447
Exchange differences	匯兌差額	1,003	—	—	—	1,003
Amortisation	攤銷	—	(4,799)	(1,470)	(3,101)	(9,370)
Closing net book amount	年末賬面淨值	93,577	19,171	8,811	23,521	145,080
<b>At 31 December 2011</b>	<b>於二零一一年</b>					
	<b>十二月三十一日</b>					
Cost	成本	93,577	47,986	14,691	31,015	187,269
Accumulated amortisation	累計攤銷	—	(28,815)	(5,880)	(7,494)	(42,189)
Net book amount	賬面淨值	93,577	19,171	8,811	23,521	145,080
<b>Year ended</b>	<b>截至二零一零年</b>					
<b>31 December 2010</b>	<b>十二月三十一日</b>					
	<b>止年度</b>					
Opening net book amount	年初賬面淨值	91,584	28,769	11,751	29,723	161,827
Exchange differences	匯兌差額	990	—	—	—	990
Amortisation	攤銷	—	(4,799)	(1,470)	(3,101)	(9,370)
Closing net book amount	年末賬面淨值	92,574	23,970	10,281	26,622	153,447
<b>At 31 December 2010</b>	<b>於二零一零年</b>					
	<b>十二月三十一日</b>					
Cost	成本	92,574	47,986	14,691	31,015	186,266
Accumulated amortisation	累計攤銷	—	(24,016)	(4,410)	(4,393)	(32,819)
Net book amount	賬面淨值	92,574	23,970	10,281	26,622	153,447

## 12 Intangible assets — Group (continued)

Notes:

## (a) Impairment tests for goodwill

Goodwill is allocated to the CGU identified for OEM garment business and fabric printing and dyeing business, the identified groups of CGUs that are expected to benefit from the synergies of the combinations.

A summary of the goodwill allocation is presented below:

		HK\$'000 千港元
OEM garment business	原設備製造成衣業務	25,647
Fabric printing and dyeing business	面料印染業務	67,930
		93,577

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

Key assumptions used for value-in-use calculations are as follows:

		2011 二零一一年		2010 二零一零年	
		OEM garment business 原設備製造成衣業務	Fabric printing and dyeing business 面料印染業務	OEM garment business 原設備製造成衣業務	Fabric printing and dyeing business 面料印染業務
Budgeted gross margin	預算毛利率	31%	14%	31%	20%
Pre-tax discount rate	除稅前折現率	7%	7%	8%	8%
Weighted average growth rate used to extrapolate cash flows beyond the budgeted periods	用以推斷預算期後之現金流量之加權平均增長率	0%	0%	0%	0%

Management determined budgeted gross margin based on past performance and its expectations for the market development. The discount rate used is pre-tax and reflects specific risks relating to the CGU. The weighted average growth rate beyond the budget period is estimated based on current capacity of the CGU.

- (b) The trademark represents the right to use the FINITY brand.
- (c) The customer relationships was acquired in a business combination with Interfield Industrial Limited.
- (d) On 24 July 2009, the Group entered into an exclusive supply agreement ("Agreement") with Bernard Chaus. Pursuant to the Agreement, Bernard Chaus appointed the Group as the sole supplier of all its career and casual sportswear in mainland China for a term of 10 years from the date of the Agreement. In return the Group agreed to pay Bernard Chaus an exclusive supply premium of US\$4,000,000 (approximately HK\$31,015,000).

## 12 無形資產 — 本集團(續)

附註：

## (a) 商譽減值測試

商譽分配予原設備製造成衣業務及面料印染業務之已識別之現金產生單位，為預期可於合併獲協同效益之可識別現金產生單位組別。

商譽分配概要呈列如下：

		HK\$'000 千港元
OEM garment business	原設備製造成衣業務	25,647
Fabric printing and dyeing business	面料印染業務	67,930
		93,577

現金產生單位之可收回金額乃根據使用價值計算方法釐定。該等計算乃根據經管理層批准覆蓋五年期間之財務預算，以除稅前現金流量預計作出。五年期限之後之現金流量乃按下文所述之估計增長率推斷。增長率並未超越現金產生單位經營之業務之長期平均增長率。

使用價值計算法採用之主要假設如下：

		2011 二零一一年		2010 二零一零年	
		OEM garment business 原設備製造成衣業務	Fabric printing and dyeing business 面料印染業務	OEM garment business 原設備製造成衣業務	Fabric printing and dyeing business 面料印染業務
Budgeted gross margin	預算毛利率	31%	14%	31%	20%
Pre-tax discount rate	除稅前折現率	7%	7%	8%	8%
Weighted average growth rate used to extrapolate cash flows beyond the budgeted periods	用以推斷預算期後之現金流量之加權平均增長率	0%	0%	0%	0%

管理層按過往表現及預期市場發展決定預算毛利率。所使用折現率為除稅前，並反映有關現金產生單位之特定風險。於預算期後之加權平均增長率乃根據現金產生單位之當時能力決定。

- (b) 商標代表使用FINITY (菲妮迪) 品牌之權利。
- (c) 客戶關係乃與中都實業有限公司進行業務合併時獲得。
- (d) 於二零零九年七月二十四日，本集團和 Bernard Chaus 達成獨家供應協議(「協議」)。根據協議，Bernard Chaus 委託本集團為旗下所有上班服及運動便服在中國內地之獨家供應商，為期由協議日期起計十年。本集團同意支付4,000,000美元(約為31,015,000港元)獨家供應報酬予 Bernard Chaus。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 13 Available-for-sale financial asset — Group 13 可供出售金融資產 — 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Addition	添置	2,326	—
Net loss transfer to equity (Note 19)	虧損淨額轉撥至權益 (附註19)	(233)	—
At 31 December	於十二月三十一日	2,093	—

The available-for-sale financial asset includes an equity interest in a listed company in the United States.

The market value of the listed security is approximately HK\$2,093,000 and is denominated in US\$.

The fair value of the equity security is based on its current bid price in an active market.

可供出售金融資產包括於美國一間上市公司之股權。

上市證券之市值約為2,093,000港元，並以美元計值。

股本證券之公平值均按於活躍市場中之當前買入價釐定。

## 14 Inventories — Group

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Raw materials	原材料	143,492	149,782
Work in progress	在製品	146,415	143,418
Finished goods	製成品	407,261	340,966
		697,168	634,166
Less: Provision for inventories	減：存貨撥備	(104,975)	(79,703)
		592,193	554,463

The cost of inventories recognised as expense and included in cost of sales amounted to approximately HK\$1,677,535,000 (2010: HK\$1,738,254,000).

確認為開支並計入銷售成本之存貨成本約為1,677,535,000港元(二零一零年：1,738,254,000港元)。

## 15 Trade and other receivables

## 15 應收貿易賬款及其他應收款項

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade and bill receivables	應收貿易賬款及 應收票據	494,346	455,118	—	—
Less: Provision for impairment	減：減值撥備	(10,958)	(8,278)	—	—
Trade and bill receivables, net	應收貿易賬款及 應收票據淨值	483,388	446,840	—	—
Amounts due from associates (Note 35(c))	應收聯營公司款項(附 註35(c))	20,546	3,906	—	—
Amount due from a jointly controlled entity (Note 35(c))	應收一間共同控制 實體款項 (附註35(c))	323	3,276	—	—
Other receivables and prepayments	其他應收款項及 預付款項	119,583	128,778	460	643
		623,840	582,800	460	643

The amounts due from associates and a jointly controlled entity are unsecured, interest-free and repayable on demand, except for the amount due from an associate of approximately HK\$2,468,000 (2010: HK\$2,367,000), which bears interest at 5.4% (2010: 5.4%) per annum.

The ageing analysis of gross trade and bill receivables based on invoice date is as follows:

應收聯營公司及一間共同控制實體款項為無抵押、免息及須按要償還，惟應收一間聯營公司之款項約2,468,000港元(二零一零年：2,367,000港元)除外，該款項按年利率5.4%(二零一零年：5.4%)計息。

應收貿易賬款及應收票據總額按發票日期之賬齡分析如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 to 30 days	0至30日	221,250	232,386
31 to 60 days	31至60日	103,441	125,937
61 to 90 days	61至90日	51,874	41,543
Over 90 days	超過90日	117,781	55,252
		494,346	455,118

## 15 Trade and other receivables (continued)

For OEM garment sales, the Group's trade receivables from its customers are generally settled by way of letters of credit or telegraphic transfer with credit periods of not more than 90 days. The grant of open account terms without security coverage is generally restricted to large or long-established customers with good repayment history. Sales to these customers comprise a significant proportion of the Group's OEM garment sales. On the other hand, for new and existing customers with short trading history, letters of credit issued by these customers are normally demanded for settlement purposes.

For sales of branded fashion apparel to franchisees, the Group normally requests payments in advance or deposits from such customers, with the remaining balances settled immediately upon delivery of goods. The Group also grants open account terms of 30 credit days to long-established customers with good repayment history.

Retail sales are settled in cash or by credit cards or collected by department stores on behalf of the Group. The department stores are normally required to settle the proceeds to the Group within 2 months from the date of sale.

Bill receivables are with average maturity dates of within 2 months.

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

As at 31 December 2011, trade and bill receivables of approximately HK\$134,323,000 (2010: HK\$78,213,000) were past due but not considered impaired, including certain trade receivables of approximately HK\$93,044,000 due by Bernard Chaus. In order to facilitate the continuous business development of Bernard Chaus under the existing management with fixed repayment schedules for these outstanding receivables due from Bernard Chaus as at 31 December 2011 and to secure certain rights for the Group for these receivables, the Group entered into a debt restructuring arrangement with Bernard Chaus and certain of its subsidiaries on 20 January 2012. Pursuant to the debt restructuring agreement, the trade receivable amounting to US\$12,000,000 (equivalent to approximately HK\$93,044,000) due by Bernard Chaus as at 1 September 2011 was converted into two senior unsecured promissory notes of the same amount which will be payable in various installments until the end of 2016. In addition, the Group will be entitled to an interest on the principal amount of these promissory notes at the rate of 5.25% per annum from the date of these notes until the principal amount thereof is repaid in full.

## 15 應收貿易賬款及其他應收款項(續)

就原設備製造成衣銷售而言，本集團來自客戶之應收貿易賬款一般以信用證或電匯方式清償，信貸期不超過90日。毋須提供任何保證之記賬交易條款一般只會授予還款記錄良好之大型或長期客戶。本集團向此等客戶進行之銷售，佔原設備製造成衣銷售額之重要部分。另外，本集團一般要求新客戶及交易記錄較短之現有客戶提供信用證以作清償用途。

就對專營代理商進行之品牌時裝銷售而言，本集團一般要求該等客戶預付款項或按金，餘額則於貨品付運後即時清償。本集團亦會向還款記錄良好之長期客戶授出長達30日之記賬交易條款。

零售銷售乃以現金或信用卡進行，或由百貨公司代表本集團收取。本集團一般要求百貨公司於銷售日起計兩個月內向本集團清償所得款項。

應收票據之平均到期日為兩個月內。

應收貿易賬款及其他應收款項之賬面值與其公平值相若。

於二零一一年十二月三十一日，應收貿易賬款及應收票據約134,323,000港元(二零一零年：78,213,000港元)(包括 Bernard Chaus之若干應收貿易賬款約93,044,000港元)為已逾期但並未認為已減值。為了便利 Bernard Chaus在現有管理下持續進行業務發展，並為 Bernard Chaus於二零一一年十二月三十一日之該等未償還應收款項設定固定的還款時間表，及為本集團取得該等應收款項的若干權利，本集團於二零一二年一月二十日與 Bernard Chaus及其若干附屬公司訂立債務重組協議。根據債務重組協議，於二零一一年九月一日 Bernard Chaus尚欠之應收貿易賬款12,000,000美元(約相等於93,044,000港元)已轉換為兩項相同金額之優先無抵押承兌票據，並將會在二零一六年年年底分期償還。此外，由承兌票據日期起至本金額全數償還為止，本集團將可獲取該等承兌票據本金額的利息，利率為每年5.25%。

**15 Trade and other receivables (continued)**

These trade and bill receivables relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade and bill receivables is as follows:

		<b>Group</b> <b>本集團</b>	
		<b>2011</b> <b>二零一一年</b> <b>HK\$'000</b> <b>千港元</b>	<b>2010</b> <b>二零一零年</b> <b>HK\$'000</b> <b>千港元</b>
0 to 30 days	0至30日	<b>27,965</b>	32,100
31 to 60 days	31至60日	<b>11,455</b>	31,020
Over 60 days	超過60日	<b>94,903</b>	15,093
		<b>134,323</b>	78,213

As at 31 December 2011, overdue trade and bill receivables of approximately HK\$10,958,000 (2010: HK\$8,278,000) were considered impaired and had been fully provided for.

The risk of trade and bill receivables that are neither past due nor impaired as at 31 December 2011 becoming impaired is low as most of the balances related to customers with no history of default.

**15 應收貿易賬款及其他應收款項(續)**

此等應收貿易賬款及其他應收款項與若干近期並無拖欠記錄之獨立客戶相關。此等應收貿易賬款及應收票據之賬齡分析如下：

		<b>Group</b> <b>本集團</b>	
		<b>2011</b> <b>二零一一年</b> <b>HK\$'000</b> <b>千港元</b>	<b>2010</b> <b>二零一零年</b> <b>HK\$'000</b> <b>千港元</b>
0 to 30 days	0至30日	<b>27,965</b>	32,100
31 to 60 days	31至60日	<b>11,455</b>	31,020
Over 60 days	超過60日	<b>94,903</b>	15,093
		<b>134,323</b>	78,213

於二零一一年十二月三十一日，逾期應收貿易賬款及應收票據約10,958,000港元(二零一零年：8,278,000港元)已獲考慮減值及已全數作出撥備。

由於大部分結餘與無拖欠記錄之客戶相關，故於二零一一年十二月三十一日既無逾期亦無減值之應收貿易賬款及應收票據出現減值之風險較低。



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 15 Trade and other receivables (continued)

Movements on the provision for impairment of receivables are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	8,278	5,654
Exchange differences	匯兌差額	296	192
Additions	添置	2,572	2,900
Write-off	撇銷	(188)	(468)
At 31 December	於十二月三十一日	10,958	8,278

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

		Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
HK\$	港元	13,768	11,051
RMB	人民幣	167,355	151,408
US\$	美元	361,495	330,480
Other currencies	其他貨幣	—	101
		542,618	493,040

#### 15 應收貿易賬款及其他應收款項(續)

應收款項減值撥備變動如下:

本集團應收貿易賬款及其他應收款項淨值之賬面值以下列貨幣計值:

## 16 Financial assets at fair value through profit or loss — Group

## 16 按公平值列賬在損益表中處理之金融資產 — 本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
<b>Assets</b>			
Market value of listed securities in the PRC (note (a))	資產 於中國之上市證券之市值 (附註(a))	21,002	24,745
Foreign exchange forward contracts, carried at fair value (note (b))	以公平值列賬之遠期外匯合約 (附註(b))	—	308
		<b>21,002</b>	<b>25,053</b>
<b>Liabilities</b>			
Foreign exchange forward contracts, carried at fair value (note (b))	負債 以公平值列賬之遠期外匯合約 (附註(b))	—	348

## Notes:

- (a) The fair value of all equity securities is based on their current bid prices in an active market.
- (b) There were no outstanding foreign exchange forward contracts as at 31 December 2011.

At 31 December 2010, the notional principal amounts of the outstanding foreign exchange forward contracts were approximately HK\$108,552,000. Under the terms of the contracts, the Group will buy US\$7,000,000 at an average exchange rate of RMB6.5006:US\$1 and sell US\$7,000,000 at an average exchange rate of RMB6.5750:US\$1.

## 附註:

- (a) 所有股本證券之公平值均按於活躍市場中之當前買入價釐定。
- (b) 於二零一一年十二月三十一日，概無未到期之外匯遠期合約。

於二零一零年十二月三十一日，未到期外匯遠期合約之名義本金額約為108,552,000港元。根據合約之條款，本集團將以平均匯率人民幣6.5006元：1美元買入7,000,000美元，並以平均匯率人民幣6.5750元：1美元出售7,000,000美元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 17 Cash and bank balances

### 17 現金及銀行結餘

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash at bank and in hand	銀行結餘及手頭現金	158,017	259,380	1,391	512
Short-term bank deposits (Note (a))	短期銀行存款 (附註(a))	204,619	80,599	—	—
Cash and cash equivalents	現金及現金等值項目	362,636	339,979	1,391	512
Term deposits with initial term over three months (Note (a))	原期限超過三個月之 定期存款 (附註(a))	168,435	45,022	—	—
Pledged bank deposits (Note (b))	已抵押銀行存款 (附註(b))	3,855	10,855	—	—
		534,926	395,856	1,391	512
Denominated in:	以下列貨幣計值：				
HK\$	港元	9,602	12,897	316	(56)
RMB (Note (c))	人民幣(附註(c))	447,365	247,345	1	—
US\$	美元	76,192	135,171	1,074	567
Other currencies	其他貨幣	1,767	443	—	1
		534,926	395,856	1,391	512

Notes:

- (a) The effective interest rate on short-term bank deposits and term deposits was 3.01% (2010: 0.78%) per annum; these deposits have a maturity ranging from 7 days to 1 year.
- (b) Bank deposits of approximately HK\$3,855,000 (2010: HK\$10,855,000) have been pledged for trade finance facilities made available to the Group by the relevant banks.
- The effective interest rate on pledged bank deposits was 0.42% (2010: 2.20%) per annum.
- (c) 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.

附註：

- (a) 短期銀行存款及定期存款之實際年利率為3.01% (二零一零年：0.78%)；該等存款之到期日由7日至1年不等。
- (b) 約3,855,000港元(二零一零年：10,855,000港元)之銀行存款已予抵押，以為本集團取得相關銀行之貿易融資信貸額。
- 已抵押銀行存款之實際年利率為0.42% (二零一零年：2.20%)。
- (c) 本集團以人民幣計值之現金及銀行結餘均存放於中國之銀行。該等以人民幣計值之結餘兌換外幣及將資金匯出中國，須受中國政府頒佈之外匯管制規則及法規所限制。

**18 Share capital and share options****18 股本及購股權****(a) Share capital****(a) 股本**

		<b>Number of Shares</b>	<b>Total</b>
		股份數目 (in '000) (千股)	合計 HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
Authorised:	法定：		
At 1 January 2010,	於二零一零年一月一日、		
31 December 2010 and	二零一零年十二月三十一日及		
31 December 2011	二零一一年十二月三十一日	10,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2010	於二零一零年一月一日	2,094,148	209,415
Exercise of share options	行使購股權	1,580	158
At 31 December 2010	於二零一零年十二月三十一日	2,095,728	209,573
Exercise of share options	行使購股權	1,590	159
At 31 December 2011	於二零一一年十二月三十一日	2,097,318	209,732

## 18 Share capital and share options (continued) 18 股本及購股權(續)

### (b) Share options

Pursuant to the Pre-IPO Share Option Deed (the "Pre-IPO Share Option Scheme") dated 18 November 2005, an employee has been conditionally granted options prior to 15 December 2005 to subscribe for up to 10,000,000 shares of HK\$0.10 each in the share capital of the Company. The options granted under the Pre-IPO Share Option Scheme may be exercised by the employee in part, during a period of eight years from 15 December 2005, representing no more than one-eighth of the total number of the option shares in each calendar year. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

In accordance with the Share Option Scheme approved on 18 November 2005, three directors have been granted options to subscribe for up to 3,000,000 shares of HK\$0.59 each in the share capital of the Company on 13 November 2008. The options granted may be exercised by the directors in part, during a period of three years from 13 November 2008, representing no more than one-third of the total number of the option shares in each calendar year. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

On 14 January 2011, the Company granted an aggregate of 16,000,000 share options to certain employees of the Group to subscribe for ordinary shares at HK\$1.30 each in the capital of the Company in accordance with the Share Option Scheme approved on 18 November 2005. The exercise price of the granted options is equal to the market price of the shares on the date of the grant. Options are conditional on the employee completing two years' service (the vesting period). The options are exercisable as at 1 January 2013, subject to the sales in retail brands achieving its target growth over the vesting period; the options have a contractual option term of one year. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

### (b) 購股權

根據於二零零五年十一月十八日訂立之首次公開發售前購股權契據(「首次公開發售前購股權計劃」)，一位僱員在二零零五年十二月十五日前有條件獲授予購股權，最多可認購本公司股本中每股面值0.10港元之10,000,000股股份。該僱員可於二零零五年十二月十五日起計八年內，行使根據首次公開發售前購股權計劃授出之部分購股權，而每個曆年相當於不超過購股權股份總數八分之一。本集團概無法律或推定責任以現金購回或清償購股權。

根據於二零零五年十一月十八日批准之購股權計劃，三名董事於二零零八年十一月十三日獲授購股權，最多可認購本公司股本中每股0.59港元之3,000,000股股份。董事可於二零零八年十一月十三日起計三年期間行使已授出之部份購股權，而每曆年相當於不超過購股權股份總數三分之一。本集團概無法律或推定責任以現金購回或清償購股權。

於二零一一年一月十四日，本公司已根據於二零零五年十一月十八日批准之購股權計劃授出合共16,000,000份購股權予本集團若干僱員，可認購本公司股本中每股1.30港元之普通股。已授出購股權之行使價相等於股份於授出日期之市價。購股權須待僱員受聘兩年(歸屬期間)後方可行使。購股權可在銷售零售品牌於歸屬期間達至目標增幅之條件下，於二零一三年一月一日行使。本集團概無法律或推定責任以現金購回或清償購股權。

**18 Share capital and share options (continued) 18 股本及購股權(續)****(b) Share options (continued)**

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

**(b) 購股權(續)**

尚未行使購股權之數目及其相關加權平均行使價之變動如下：

		2011 二零一一年		2010 二零一零年	
		Average exercise price in HK\$ per share 每股股份 平均行使價 (港元)	Options (thousands) 購股權 (千份)	Average exercise price in HK\$ per share 每股股份 平均行使價 (港元)	Options (thousands) 購股權 (千份)
At 1 January	於一月一日	0.27	5,760	0.26	7,340
Granted	已授出	1.30	16,000	—	—
Exercised	已行使	0.20	(1,590)	0.20	(1,580)
Expired	已屆滿	0.59	(1,670)	—	—
At 31 December	於十二月三十一日	1.14	18,500	0.27	5,760

2,500,000 outstanding options at 31 December 2011 (2010: 3,750,000) were not exercisable as at that date and will be exercisable at an exercise price of HK\$0.10 per share over the period up to 15 December 2013. They will be expired on 15 December 2013 at an exercise price of HK\$0.10 per share.

於二零一一年十二月三十一日尚未行使之2,500,000份購股權(二零一零年: 3,750,000份)於該日不可行使，並將可於截至二零一三年十二月十五日止期間以行使價每股0.10港元行使。該等購股權將於二零一三年十二月十五日屆滿，行使價為每股0.10港元。

1,670,000 options were expired on 12 November 2011 at an exercise price of HK\$0.59 per share.

1,670,000份購股權於二零一一年十一月十二日到期，行使價為每股0.59港元。



## 18 Share capital and share options (continued) 18 股本及購股權(續)

### (b) Share options (continued)

16,000,000 outstanding options at 31 December 2011 were not exercisable as at that date and will be exercisable at an exercise price of HK\$1.30 per share from 1 January 2013 and up to 31 December 2013 if the underlying conditions are met. They will be expired on 31 December 2013 at an exercise price of HK\$1.30 per share.

Options exercised in 2011 resulted in 1,590,000 shares (2010: 1,580,000 shares) being issued at a weighted average price of HK\$0.20 each (2010: HK\$0.20 each). The related weighted average share price at the time of exercise was HK\$1.16 (2010: HK\$1.30) per share.

The weighted average fair value of options granted during the year determined using the Black-Scholes valuation model was HK\$0.24 per option. The significant inputs into the model were share price of HK\$1.30 at the grant date, exercise price shown above, volatility of 34.0%, dividend yield of 5.0%, an expected option life of one year, and an annual risk-free interest rate of 3.0%. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last three years. See Note 28 for the total expense recognised in the statement of comprehensive income for share options granted to directors and employees.

### (b) 購股權(續)

於二零一一年十二月三十一日尚未行使之16,000,000份購股權於該日不可行使，倘達成相關條件，則可由二零一三年一月一日直至二零一三年十二月三十一日以行使價每股1.30港元行使。該等購股權將於二零一三年十二月三十一日屆滿，行使價為每股1.30港元。

於二零一一年獲行使之購股權導致以每股0.20港元(二零一零年：每股0.20港元)之加權平均價發行1,590,000股(二零一零年：1,580,000股)股份。於行使時之相關加權平均股價為每股1.16港元(二零一零年：1.30港元)。

於年內授出之購股權按柏力克-舒爾斯估值模式釐定之加權平均公平值為每份購股權0.24港元。模式之重要輸入值為於授出日期之股價1.30港元、上文所示行使價、波幅34.0%、股息收益率5.0%、估計購股權年期一年及無風險年利率3.0%。按持續複合股份回報標準差計算之波幅乃根據過去三年之每日股價統計分析計算。就授予董事及僱員之購股權於全面收入表確認之開支總額載於附註28。

## 19 Reserves

## (a) Group

		Share premium	Capital reserve	Contributed surplus	Statutory reserves	Share based compensation reserve	Capital redemption reserve	Available-for-sale investment	Revaluation reserve	Exchange reserve	Retained earnings	Total
		股份溢價	資本儲備	繳入盈餘	法定儲備	以股份支付報酬儲備	資本贖回儲備	可供出售投資	重估儲備	外匯儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note (i))	(Note (i))	(Note (ii))	(Note (iii))	(Note (iv))	(Note (v))	(Note (v))	(Note (v))	(Note (v))	(Note (v))	(Note (v))
		(附註(i))	(附註(i))	(附註(ii))	(附註(iii))	(附註(iv))	(附註(v))	(附註(v))	(附註(v))	(附註(v))	(附註(v))	(附註(v))
At 1 January 2011	於二零一一年一月一日	972,322	7,746	(4,624)	116,581	2,241	2,241	—	10,572	303,048	961,002	2,371,129
Profit for the year	年度溢利	—	—	—	—	—	—	—	—	—	170,219	170,219
Currency translation differences	貨幣換算差額	—	—	—	—	—	—	—	—	95,072	—	95,072
Available-for-sale financial asset	可供出售金融資產	—	—	—	—	—	—	(233)	—	—	—	(233)
Employee share option scheme:	僱員購股權計劃:											
— proceeds from share issues	— 發行股份所得款項	2,125	—	—	—	(1,958)	—	—	—	—	—	167
— value of employee services	— 僱員服務價值	—	—	—	—	3,171	—	—	—	—	—	3,171
2010 final and special dividends paid	二零一零年已付終期及特別股息	—	—	—	—	—	—	—	—	—	(99,623)	(99,623)
2011 interim and special dividends paid	二零一一年已付中期及特別股息	—	—	—	—	—	—	—	—	—	(56,628)	(56,628)
Profit appropriation	溢利分配	—	—	—	12,217	—	—	—	—	—	(12,217)	—
At 31 December 2011	於二零一一年十二月三十一日	974,447	7,746	(4,624)	128,798	3,454	2,241	(233)	10,572	398,120	962,753	2,483,274
Representing:	組成如下:											
2011 final dividend proposed	二零一一年擬派終期股息	—	—	—	—	—	—	—	—	—	34,396	34,396
2011 special dividend proposed	二零一一年擬派特別股息	—	—	—	—	—	—	—	—	—	23,280	23,280
Others	其他	—	—	—	—	—	—	—	—	—	905,077	905,077
											962,753	962,753

		Share premium	Capital reserve	Contributed surplus	Statutory reserves	Share based compensation reserve	Capital redemption reserve	Revaluation reserve	Exchange reserve	Retained earnings	Total
		股份溢價	資本儲備	繳入盈餘	法定儲備	以股份支付報酬儲備	資本贖回儲備	重估儲備	外匯儲備	保留盈利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note (i))	(Note (i))	(Note (ii))	(Note (iii))	(Note (iv))	(Note (v))	(Note (v))	(Note (v))	(Note (v))	(Note (v))
		(附註(i))	(附註(i))	(附註(ii))	(附註(iii))	(附註(iv))	(附註(v))	(附註(v))	(附註(v))	(附註(v))	(附註(v))
At 1 January 2010	於二零一零年一月一日	970,202	7,746	(4,624)	116,603	2,128	2,241	10,572	212,334	892,524	2,209,726
Profit for the year	年度溢利	—	—	—	—	—	—	—	—	266,997	266,997
Currency translation differences	貨幣換算差額	—	—	—	—	—	—	—	92,530	—	92,530
Disposal of a subsidiary	出售一間附屬公司	—	—	—	(913)	—	—	—	(1,816)	—	(2,729)
Employee share option scheme:	僱員購股權計劃:										
— proceeds from share issues	— 發行股份所得款項	2,120	—	—	—	(1,958)	—	—	—	—	162
— value of employee services	— 僱員服務價值	—	—	—	—	2,071	—	—	—	—	2,071
2009 final and special dividends paid	二零零九年已付終期及特別股息	—	—	—	—	—	—	—	—	(110,235)	(110,235)
2010 interim and special dividends paid	二零一零年已付中期及特別股息	—	—	—	—	—	—	—	—	(87,393)	(87,393)
Profit appropriation	溢利分配	—	—	—	891	—	—	—	—	(891)	—
At 31 December 2010	於二零一零年十二月三十一日	972,322	7,746	(4,624)	116,581	2,241	2,241	10,572	303,048	961,002	2,371,129
Representing:	組成如下:										
2010 final dividend proposed	二零一零年擬派終期股息	—	—	—	—	—	—	—	—	60,786	60,786
2010 special dividend proposed	二零一零年擬派特別股息	—	—	—	—	—	—	—	—	38,777	38,777
Others	其他	—	—	—	—	—	—	—	—	861,439	861,439
										961,002	961,002

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 19 Reserves (continued)

#### (b) Company

### 19 儲備(續)

#### (b) 本公司

		Share premium	Contributed Surplus	Share based compensation reserve 以股份支付 報酬儲備	Capital redemption reserve 資本贖回儲備	Retained earnings	Total
		股份溢價 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元 (Note (ii)) (附註(ii))	報酬儲備 HK\$'000 千港元 (Note (iv)) (附註(iv))	資本贖回儲備 HK\$'000 千港元 (Note (v)) (附註(v))	保留盈利 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	972,322	468,054	2,241	2,241	182,785	1,627,643
Profit for the year	年度溢利	—	—	—	—	125,652	125,652
Employee share option scheme:	僱員購股權計劃:						
— proceeds from share issues	— 發行股份所得款項	2,125	—	(1,958)	—	—	167
— value of employee services	— 僱員服務價值	—	—	3,171	—	—	3,171
2010 final and special dividends paid	二零一零年已付終期及特別股息	—	—	—	—	(99,623)	(99,623)
2011 interim and special dividends paid	二零一一年已付中期及特別股息	—	—	—	—	(56,628)	(56,628)
At 31 December 2011	於二零一一年十二月三十一日	974,447	468,054	3,454	2,241	152,186	1,600,382
Representing:	組成如下:						
2011 final dividend proposed	二零一一年擬派終期股息					34,396	
2011 special dividend proposed	二零一一年擬派特別股息					23,280	
Others	其他					94,510	
						152,186	
At 1 January 2010	於二零一零年一月一日	970,202	468,054	2,128	2,241	188,479	1,631,104
Profit for the year	年度溢利	—	—	—	—	191,934	191,934
Employee share option scheme:	僱員購股權計劃:						
— proceeds from share issues	— 發行股份所得款項	2,120	—	(1,958)	—	—	162
— value of employee services	— 僱員服務價值	—	—	2,071	—	—	2,071
2009 final and special dividends paid	二零零九年已付終期及特別股息	—	—	—	—	(110,235)	(110,235)
2010 interim and special dividends paid	二零一零年已付中期及特別股息	—	—	—	—	(87,393)	(87,393)
At 31 December 2010	於二零一零年十二月三十一日	972,322	468,054	2,241	2,241	182,785	1,627,643
Representing:	組成如下:						
2010 final dividend proposed	二零一零年擬派終期股息					60,786	
2010 special dividend proposed	二零一零年擬派特別股息					38,777	
Others	其他					83,222	
						182,785	

**19 Reserves (continued)****(b) Company (continued)**

Notes:

- (i) Capital reserve represents capital contributions other than the paid up share capital of the subsidiaries comprising the Group.
- (ii) Contributed surplus of the Group represents the difference between the nominal value of the shares of subsidiaries acquired pursuant to the reorganisation of the Group took place in 2005 over the nominal value of the share capital of the Company issued in exchange.
- Contributed surplus of the Company represents the difference between the costs of investments in subsidiaries acquired pursuant to the reorganisation of the Group took place in 2005 over the fair value of the subsidiaries in exchange.
- (iii) Statutory reserves include statutory reserve fund and enterprise expansion fund. In accordance with relevant rules and regulations on foreign investment enterprises established in the PRC, the Company's PRC subsidiaries are required to transfer an amount of their profit for the year to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to make good of previous years' losses or to increase the capital of these subsidiaries.
- The appropriation to the enterprise expansion fund is solely determined by the board of directors of the subsidiaries in the PRC. The enterprise expansion fund can only be used to increase capital of group companies or to expand their production operations upon approval by the relevant authority.
- (iv) Share based compensation reserve represents value of employee services under the Group's Pre-IPO Share Option Scheme and Share Option Scheme.
- (v) Capital redemption reserve represents the nominal amount of the shares repurchased.

**19 儲備(續)****(b) 本公司(續)**

附註：

- (i) 資本儲備為股東出資，但不包括本集團旗下各附屬公司之實收股本。
- (ii) 本集團之繳入盈餘為根據二零零五年本集團進行重組所收購附屬公司之股份面值與本公司為作交換而已發行之股本面值之差額。
- 本公司之繳入盈餘是在根據二零零五年本集團重組所收購附屬公司之投資成本與作為交換之附屬公司公平值之間之差額。
- (iii) 法定儲備包括法定公積金及企業發展基金。根據於中國設立外商投資企業之相關規則及規例，本公司之中國附屬公司須將其一部分年度溢利轉撥至法定公積金，直至累計公積金總額達其註冊資本50%。經相關機構批准後，法定公積金僅可用以彌補以往年度之虧損或增加該等附屬公司之資本。
- 企業發展基金之分配純粹由中國各附屬公司之董事會決定。企業發展基金經相關機構批准後只可用作增加集團屬下公司之資本，或用作擴充生產業務。
- (iv) 以股份支付報酬儲備為本集團首次公開發售前購股權計劃及購股權計劃之僱員服務價值。
- (v) 資本贖回儲備指購回股份之面值。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

#### 20 Deferred income tax — Group

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

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	(41,575)	(31,873)
Deferred income tax liabilities	遞延所得稅負債	16,370	19,343
		<b>(25,205)</b>	(12,530)

Deferred income tax assets and deferred income tax liabilities are expected to be settled after more than 12 months.

The movements in net deferred income tax assets are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At 1 January	於一月一日	(12,530)	(4,406)
Exchange differences	匯兌差額	(414)	(246)
Credited to the profit or loss (Note 26)	計入損益表(附註26)	(12,261)	(7,878)
At 31 December	於十二月三十一日	<b>(25,205)</b>	(12,530)

#### 20 遞延所得稅 — 本集團

當出現可依法執行之權利以將即期稅項資產與即期稅項負債抵銷，而遞延所得稅與同一政府財務機關相關，即會抵銷遞延所得稅資產及負債。抵銷數額如下：

遞延所得稅資產及遞延所得稅負債預期於超逾12個月後清償。

遞延所得稅資產淨額之變動數額如下：

**20 Deferred income tax — Group (continued)**

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

**20 遞延所得稅 — 本集團(續)**

遞延所得稅資產及負債於年內之變動(不計及於同一稅務司法權區抵銷之結餘)如下:

		Decelerated tax depreciation	Provisions for inventories	Net fair value losses of financial assets at fair value through profit or loss	Total
		減慢稅項 折舊 HK\$'000 千港元	存貨撥備 HK\$'000 千港元	按公平值 列賬在 損益表中處理之 金融資產之 公平值虧損淨額 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Deferred income tax assets</b>	<b>遞延所得稅資產</b>				
At 1 January 2010	於二零一零年一月一日	5,869	12,925	5,603	24,397
Exchange differences	匯兌差額	246	—	—	246
Credited to the profit or loss	計入損益表	2,317	4,500	413	7,230
At 31 December 2010	於二零一零年 十二月三十一日	8,432	17,425	6,016	31,873
Exchange differences	匯兌差額	414	—	—	414
Credited/(charged) to the profit or loss	計入/(扣除)損益表	2,492	7,314	(518)	9,288
At 31 December 2011	於二零一一年 十二月三十一日	11,338	24,739	5,498	41,575

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 20 Deferred income tax — Group (continued) 20 遞延所得稅 — 本集團(續)

		Accelerated tax depreciation	Revaluation of buildings and land use rights on acquisition	Customer relationship	Total
		加速稅項 折舊	收購時重估 樓宇及土地 使用權	客戶關係	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Deferred income tax liabilities</b>	<b>遞延所得稅負債</b>				
At 1 January 2010	於二零一零年一月一日	1,331	16,478	2,182	19,991
Credited to the profit or loss	計入損益表	(23)	(383)	(242)	(648)
At 31 December 2010	於二零一零年 十二月三十一日	1,308	16,095	1,940	19,343
Credited to the profit or loss	計入損益表	(1,308)	(1,179)	(486)	(2,973)
At 31 December 2011	於二零一一年 十二月三十一日	—	14,916	1,454	16,370

As at 31 December 2011, deferred income tax liabilities of approximately HK\$40,591,000 (2010: HK\$31,705,000) have not been established for the withholding taxation that would be payable on the unremitted earnings of certain subsidiaries in the PRC totalling HK\$811,827,000 (2010: HK\$634,100,000) as the directors considered that the timing of the reversal of the related temporary differences can be controlled and the related temporary difference will not be reversed and will not be taxable in the foreseeable future.

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of approximately HK\$8,819,000 (2010: HK\$4,078,000) in respect of losses amounting to approximately HK\$35,276,000 (2010: HK\$16,313,000), that can be carried forward against future taxable income. The tax losses expire from 2012 to 2015 (2010: 2012 to 2014).

於二零一一年十二月三十一日，遞延所得稅負債約40,591,000港元(二零一零年：31,705,000港元)並未按若干於中國之附屬公司尚未匯出盈利共811,827,000港元(二零一零年：634,100,000港元)需付之預扣稅作出撥備，因董事認為可以控制有關之臨時差額撥回時間以及有關之臨時差額預期將不會於可見將來撥回及不會被徵收稅款。

遞延所得稅資產乃就結轉稅務虧損確認，以相關稅務利益可透過未來應課稅溢利變現為限。本集團並無就可結轉以抵銷未來應課稅收入之虧損約35,276,000港元(二零一零年：16,313,000港元)而確認遞延所得稅資產約8,819,000港元(二零一零年：4,078,000港元)。稅項虧損由二零一二年至二零一五年屆滿(二零一零年：二零一二年至二零一四年)。



## 21 Trade and other payables

21 應付貿易賬款及其他  
應付款項

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade and bill payables	應付貿易賬款及應付票據	280,160	221,713	—	—
Other payables and accruals	其他應付款項及應計費用	152,128	129,305	2,186	2,435
Amount due to an associate (Note 35(c))	應付聯營公司款項(附註35(c))	1,313	1,496	—	—
Amount due to a jointly controlled entity (Note 35(c))	應付一間共同控制實體款項(附註35(c))	829	—	—	—
		<b>434,430</b>	352,514	<b>2,186</b>	2,435

The ageing analysis of trade and bill payables based on invoice date is as follows:

應付貿易賬款及應付票據按發票日期之賬齡分析如下：

		Group 本集團	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 to 30 days	0至30日	208,001	141,006
31 to 60 days	31至60日	44,370	40,082
61 to 90 days	61至90日	8,645	19,825
Over 90 days	超過90日	19,144	20,800
		<b>280,160</b>	221,713

Bill payables are with average maturity dates of within 2 months.

應付票據之平均到期日為兩個月內。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 21 Trade and other payables (continued)

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

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
HK\$	港元	20,249	11,108	87	286
RMB	人民幣	243,865	220,228	—	—
Other currencies	其他貨幣	87,664	32,938	—	—
		<b>351,778</b>	264,274	<b>87</b>	286

The carrying amounts of trade and other payables approximate their fair values.

## 21 應付貿易賬款及其他應付款項(續)

本集團之應付貿易賬款及其他應付款項之賬面值以下列貨幣計值：

應付貿易賬款及其他應付款項之賬面值與其公平值相若。

## 22 Bank borrowings — Group

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Bank borrowings	銀行借貸		
— secured	— 有抵押	196,797	45,218
— unsecured	— 無抵押	3,702	21,307
		<b>200,499</b>	66,525

At 31 December 2011 and 2010, the Group's bank borrowings were wholly repayable within one year.

At 31 December 2011, the secured bank borrowings were secured by certain leasehold land and buildings (Note 6) and land use rights (Note 8) with aggregated net book value of approximately HK\$24,814,000 (2010: HK\$56,178,000).

## 22 銀行借貸 — 本集團

於二零一一年及二零一零年十二月三十一日，本集團之銀行借貸須於一年內全數償還。

於二零一一年十二月三十一日，有抵押銀行借貸以總賬面淨值約為24,814,000港元(二零一零年：56,178,000港元)之若干批租土地及樓宇(附註6)及土地使用權(附註8)抵押。

**22 Bank borrowings — Group (continued)**

An analysis of the carrying amounts of the Group's bank borrowings by type and currency is as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
HK\$ at floating rates	港元，浮動利率	172,241	—
RMB at floating rates	人民幣，浮動利率	3,702	—
RMB at fixed rates	人民幣，固定利率	24,556	66,525
		<b>200,499</b>	66,525

The effective interest rates per annum at the balance sheet date are as follows:

		2011 二零一一年	2010 二零一零年
HK\$	港元	3.28%	—
RMB	人民幣	6.58%	5.31%

The carrying amounts of bank borrowings approximate their fair values.

銀行借貸之賬面值與其公平值相若。

The Group has the following undrawn borrowing facilities:

本集團未動用借貸信貸額如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Floating rate	浮動利率		
— expiring within one year	— 一年內屆滿	258,808	48,831
Fixed rate	固定利率		
— expiring within one year	— 一年內屆滿	5,923	62,973
		<b>264,731</b>	111,804

The facilities expiring within one year are annual facilities subject to review at various dates during 2012.

一年內屆滿之信貸額為年度信貸額，須於二零一二年內不同日期予以審閱。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 23 Other income

### 23 其他收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Commission income	佣金收入	3,904	6,993
Government grants	政府補助金	281	6,289
Rental income	租賃收入	516	516
Others	其他	2,779	5,415
		<b>7,480</b>	19,213

### 24 Other losses, net

### 24 其他虧損淨額

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Net exchange losses	匯兌虧損淨額	<b>(11,278)</b>	(7,896)
Gain on disposal of a subsidiary (Note 34)	出售一間附屬公司之收益 (附註34)	—	1,039
Fair value gain on investment properties (Note 7)	投資物業之公平值收益 (附註7)	6,000	1,000
Net fair value losses of financial assets at fair value through profit or loss	按公平值列賬在損益表中 處理之金融資產公平值虧 損淨額	<b>(1,216)</b>	(4,539)
Net fair value gains/(losses) of foreign exchange forward contracts	遠期外匯合約之 公平值收益/(虧損)淨額	612	(40)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	146	38
		<b>(5,736)</b>	(10,398)

**25 Finance income and costs****25 融資收入及成本**

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Finance income — interest income on	融資收入 — 利息收入來自		
— bank deposits	— 銀行存款	7,275	3,019
— amount due from an associate (Note 35(c))	— 應收一間聯營公司之款項 (附註35(c))	125	145
		<b>7,400</b>	<b>3,164</b>
Finance costs — interest expense on	融資成本 — 於下列項目之 利息開支		
— bank borrowings	— 銀行借貸	(12,973)	(4,264)
		<b>(5,573)</b>	<b>(1,100)</b>

**26 Income tax expense****26 所得稅開支**

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current income tax	即期所得稅		
— Hong Kong profits tax (Note (a))	— 香港利得稅(附註(a))	19,858	27,045
— PRC enterprise income tax (Note (b))	— 中國企業所得稅(附註(b))	49,241	48,216
— Over-provision in prior years	— 過往年度之超額撥備	(363)	(246)
Deferred income tax (Note 20)	遞延所得稅(附註20)	(12,261)	(8,124)
		<b>56,475</b>	<b>66,891</b>

Notes:

- (a) Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profit for the year.
- (b) PRC enterprise income tax is provided on the basis of the profits of the PRC established and operating subsidiaries for statutory financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for income tax purposes. The applicable enterprise income tax rate for these subsidiaries of the Group is 25%.

The new Corporate Income Tax Law increases the corporate income tax rate for foreign investment enterprises from previous preferential rates to 25% with effect from 1 January 2008. Companies established in the PRC before 16 March 2007 and previously taxed at the rate lower than 25% may be offered a gradual increase of tax rate to 25% within 5 years. Certain subsidiaries of the Group established in the PRC will enjoy preferential income tax rate from 2008 to 2011 and be taxed at the rate of 25% from 2012 or when the preferential treatment expires. Income tax was calculated at rates given under the concessions.

附註：

- (a) 香港利得稅乃按年內之估計應課稅溢利以稅率16.5% (二零一零年：16.5%) 作出撥備。
- (b) 中國企業所得稅乃按於中國設立及經營之附屬公司於法定財政報告呈列之溢利作出撥備，並就毋須課稅或不獲扣減所得稅之收入及開支項目作出調整。本集團該等附屬公司之適用企業所得稅稅率為25%。

根據新企業所得稅法，外國投資企業之企業所得稅率由二零零八年一月一日起從過往之優惠稅率上調至25%。於二零零七年三月十六日前於中國成立，及過往稅率低於25%之公司稅率將於五年內遞增至25%。因此，本集團於中國成立之若干附屬公司將由二零零八年至二零一一年期間享有所得稅率優惠，並於二零一二年起或優惠待遇屆滿後按稅率25%繳納稅項。所得稅按稅項優惠之稅率計算。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 26 Income tax expense (continued)

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:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	<b>225,798</b>	332,039
Tax calculated at domestic tax rates applicable to profits in the respective jurisdictions	按各司法權區溢利適用之本地稅率計算之稅項	<b>46,258</b>	71,417
Effects of tax concession	稅項優惠之影響	<b>(1,193)</b>	(5,117)
Income not subject to tax	毋須課稅之收入	<b>(380)</b>	(2,985)
Utilisation of previously unrecognised tax losses	動用以往未確認之稅項虧損	<b>(667)</b>	(2,587)
Expenses not deductible for tax purposes	不可扣稅之開支	<b>7,562</b>	3,081
Over-provision in prior years	過往年度超額撥備	<b>(363)</b>	(246)
Tax losses not recognised	未確認之稅項虧損	<b>5,408</b>	1,613
Others	其他	<b>(150)</b>	1,715
Income tax expense	所得稅開支	<b>56,475</b>	66,891

The weighted average applicable tax rate was 20.5% (2010: 21.5%). The decrease is caused by a change in the profitability of the Group's subsidiaries in the respective jurisdictions.

## 26 所得稅開支(續)

本集團就除所得稅前溢利之稅項與應用綜合實體之溢利適用之加權平均稅率計算之理論稅款差異如下：

適用之加權平均稅率為20.5% (二零一零年：21.5%)。減少乃由於各司法權區之本集團附屬公司之盈利能力變動所致。

**27 Expenses by nature****27 按性質分類之開支**

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	3,300	3,300
Amortisation of land use rights (Note 8)	土地使用權攤銷(附註8)	2,956	2,144
Amortisation of intangible assets (Note 12)	無形資產攤銷(附註12)	9,370	9,370
Depreciation of property, plant and equipment (Note 6)	物業、廠房及設備折舊(附註6)	91,273	97,321
Employee benefit expenses (including directors' emolument) (Note 28)	僱員福利開支(包括董事酬金)(附註28)	516,566	460,949
Changes in inventories of finished goods and work in progress	製成品及在製品存貨變動	(69,292)	(112,986)
Raw materials and consumables used	已耗用原材料及消耗品	1,103,391	1,206,383
Direct operating expenses arising from investment properties that generate rental income	產生租金收入之投資物業所招致之直接經營開支	66	72
Operating lease rental in respect of property, plant and equipment	物業、廠房及設備之經營租賃租金	28,291	27,822
Processing and subcontracting charges	加工及分包費用	233,203	266,195
Duties and other taxes	稅務及其他稅項	12,596	14,178
Provision for impairment of receivables (Note 15)	應收款項減值撥備(附註15)	2,572	2,900
Others	其他開支	307,929	258,701
Total cost of sales, selling, marketing and distribution costs and administrative expenses	銷售成本、銷售、營銷及分銷成本及行政開支總額	2,242,221	2,236,349

**28 Employee benefit expenses (including directors' emoluments)****28 僱員福利開支(包括董事酬金)**

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries, wages and bonuses	薪金、工資及花紅	446,509	398,368
Pension costs — defined contribution plans (Note)	退休金成本—定額供款計劃(附註)	43,451	35,583
Share-based payments	股份報酬	3,171	2,071
Staff welfare	員工福利	23,435	24,927
		516,566	460,949



## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 28 Employee benefit expenses (including directors' emoluments) (continued)

Note:

Employees in the Group's PRC subsidiaries are required to participate in defined contribution retirement scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute 23% of employees' basic salary to the scheme to fund the retirement benefits of the employees.

The Group has also established a mandatory provident fund scheme ("MPF scheme") in Hong Kong. The assets of the MPF scheme are held in separate trustee-administered funds. Both the Group and the employees are required to contribute 5% of the employee's relevant income up to a maximum of HK\$1,000 per employee per month.

### (a) Directors' and senior management's emoluments

The remuneration of each director of the Company paid or payable by the Group for the year ended 31 December 2011 is set out below:

## 28 僱員福利開支(包括董事酬金)(續)

附註：

本集團中國附屬公司之僱員須參與由當地市政府管理及營辦之定額供款退休計劃。本集團中國附屬公司按僱員基本薪金之23%向該計劃供款，為僱員之退休福利撥資。

本集團亦於香港設立強制性公積金計劃(「強積金計劃」)。強積金計劃之資產由獨立信託人監管。本集團及僱員均須每月按有關僱員之收入之5%作出供款，上限為1,000港元。

### (a) 董事及高層管理人員之酬金

本集團截至二零一一年十二月三十一日止年度已付或應付予本公司各董事之薪酬載列如下：

Name	姓名	Basic salaries, housing allowances, other allowances and benefits		Contributions to pension plans	Discretionary bonus	Total
		Fees	in kind (Note)			
		袍金	基本薪金、 房屋津貼、 其他津貼及 實物利益 (附註)	退休金計劃 之供款	酌情花紅	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Ting Man Yi	丁敏兒	—	3,000	12	1,200	4,212
Ding Jianer	丁建兒	—	2,130	12	600	2,742
Ting Hung Yi	丁雄尔	—	3,000	12	1,200	4,212
Cheung Ting Yin, Peter	張定賢	—	1,300	12	1,700	3,012
Cheng Chi Pang	鄭志鵬	240	56	—	—	296
Wong Chi Keung	黃之強	360	56	—	—	416
Leung Man Kit	梁民傑	240	56	—	—	296
		840	9,598	48	4,700	15,186

## 28 Employee benefit expenses (including directors' emoluments) (continued)

### (a) Directors' and senior management's emoluments (continued)

The remuneration of each director of the Company paid or payable by the Group for the year ended 31 December 2010 is set out below:

Name	姓名	Fees	Basic salaries, housing allowances, other allowances and benefits in kind (Note)	Contributions to pension plans	Discretionary bonus	Total
		袍金	基本薪金、房屋津貼、其他津貼及實物利益 (附註)	退休金計劃之供款	酌情花紅	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Ting Man Yi	丁敏兒	—	3,000	12	1,450	4,462
Ding Jianer	丁建兒	—	2,130	12	700	2,842
Ting Hung Yi	丁雄尔	—	3,000	12	1,450	4,462
Cheung Ting Yin, Peter	張定賢	—	1,235	12	1,850	3,097
Cheng Chi Pang	鄭志鵬	240	56	—	—	296
Wong Chi Keung	黃之強	360	56	—	—	416
Leung Man Kit	梁民傑	240	56	—	—	296
		840	9,533	48	5,450	15,871

Note: Other benefits in kind include share option value.

No directors of the Company waived any emoluments and no emoluments were paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

## 28 僱員福利開支(包括董事酬金)(續)

### (a) 董事及高層管理人員之酬金(續)

本集團截至二零一零年十二月三十一日止年度已付或應付予本公司各董事之薪酬載列如下：

附註：其他實物利益包括購股權價值。

本公司董事概無放棄任何酬金，而本集團亦無向本公司任何董事支付酬金作為誘使加入本集團或加入本集團，或作為失去職位之補償。

## 28 Employee benefit expenses (including directors' emoluments) (continued)

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include four (2010: four) directors of the Company whose emoluments are reflected in the analysis presented in Note (a) above. The emoluments payable to the remaining one (2010: one) individual during the year are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Basic salaries, housing allowances, other allowances and benefits in kind (Note)	基本薪金、房屋津貼、其他津貼及實物利益(附註)	3,173	3,137
Contributions to pension plans	退休金計劃之供款	12	12
Discretionary bonuses	酌情花紅	1,250	1,200
		<b>4,435</b>	<b>4,349</b>

Note: Other benefits in kind include share option value.

None of the highest paid individuals of the Group waived any emoluments and no emoluments were paid by the Group to the individual as an inducement to join or upon joining the Group or as compensation for loss of office.

## 28 僱員福利開支(包括董事酬金)(續)

### (b) 五名最高薪酬人士

本集團年內最高薪酬之五名人士包括本公司四名董事(二零一零年:四名),其酬金於上文附註(a)所呈列之分析內反映。年內,應付其餘一名個別人士(二零一零年:一名)之酬金如下:

附註: 其他實物利益包括購股權價值。

本集團最高薪酬人士概無放棄任何酬金,而本集團亦無向任何該等人士支付酬金作為誘使加入本集團或加入本集團,或作為失去職位之補償。

## 29 Profit attributable to equity holders of the Company

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\$125,652,000 (2010: HK\$191,934,000).

## 29 本公司股權持有人應佔溢利

本公司股權持有人應佔溢利在本公司之財務報表入賬為約125,652,000港元(二零一零年:191,934,000港元)。

### 30 Earnings per share

- (a) The calculation of basic earnings per share is based on the Group's profit attributable to equity holders of the Company of approximately HK\$170,219,000 (2010: HK\$266,997,000) and weighted average number of ordinary shares in issue during the year of 2,096,833,918 (2010: 2,095,161,836).
- (b) Diluted earnings per share is calculated based on the profit attributable to equity holders of the Company of approximately HK\$170,219,000 (2010: HK\$266,997,000), and the weighted average number of ordinary shares of 2,097,057,889 (2010: 2,096,053,938) which is the weighted average number of ordinary shares in issue during the year plus the weighted average number of dilutive potential ordinary shares of 223,971 (2010: 892,102) deemed to be issued at no consideration if all outstanding share option granted under the Share Option Scheme had been exercised.

### 30 每股盈利

- (a) 計算每股基本盈利，乃根據本集團之本公司股權持有人應佔溢利約170,219,000港元(二零一零年：266,997,000港元)及年內已發行普通股之加權平均數2,096,833,918股(二零一零年：2,095,161,836股)計算。
- (b) 計算每股攤薄盈利乃根據本公司股權持有人應佔溢利約170,219,000港元(二零一零年：266,997,000港元)及普通股加權平均數2,097,057,889股(二零一零年：2,096,053,938股)計算。該普通股加權平均數乃年內已發行普通股加權平均數加上倘行使購股權計劃下授出之所有尚未行使購股權，則視為無償發行之攤薄潛在普通股加權平均數223,971股(二零一零年：892,102股)計算。

### 31 Dividends

### 31 股息

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interim	中期		
Interim dividend, paid, of HK2.25 cents (2010: HK3.48 cents) per ordinary share	已付中期股息，每股普通股2.25港仙(二零一零年：3.48港仙)	47,190	72,931
Special dividend, paid, of HK0.45 cent (2010: HK0.69 cent) per ordinary share	已付特別股息，每股普通股0.45港仙(二零一零年：0.69港仙)	9,438	14,462
Final (Note)	終期(附註)		
Proposed final dividend of HK1.64 cents (2010: HK2.90 cents) per ordinary share	擬派終期股息每股普通股1.64港仙(二零一零年：2.90港仙)	34,396	60,786
Proposed special dividend of HK1.11 cents (2010: HK1.85 cents) per ordinary share	擬派特別股息每股普通股1.11港仙(二零一零年：1.85港仙)	23,280	38,777
		<b>114,304</b>	<b>186,956</b>

Note:

The amount of 2011 proposed final and special dividends is based on 2,097,318,000 shares in issue as at 23 March 2012 (2010: 2,096,068,000 shares in issue as at 30 March 2011).

At a meeting held on 23 March 2012, the directors proposed a special dividend of HK1.11 cents per ordinary share in addition to a final dividend of HK1.64 cents per ordinary share. The proposed dividends are not reflected as a dividend payable in the financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2012.

附註：

二零一一年擬派終期及特別股息之數額乃按於二零一二年三月二十三日已發行股份2,097,318,000股(二零一零年：於二零一一年三月三十日已發行股份2,096,068,000股)釐定。

於二零一二年三月二十三日舉行之會議上，董事建議除終期股息每股普通股1.64港仙外，亦派付特別股息每股普通股1.11港仙。擬派股息並未於財務報表中列作應付股息，但將於截至二零一二年十二月三十一日止年度列作保留盈利分派。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 32 Net cash generated from operations

(a) Reconciliation of operating profit to net cash generated from operations is as follows:

### 32 經營所得現金淨額

(a) 經營溢利與經營所得現金淨額之對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Operating profit	經營溢利	232,062	333,562
Adjustments for:	調整：		
— Depreciation of property, plant and equipment	— 物業、廠房及設備折舊	91,273	97,321
— Amortisation of land use rights	— 土地使用權攤銷	2,956	2,144
— Amortisation of intangible assets	— 無形資產攤銷	9,370	9,370
— Gain on disposal of property, plant and equipment (see below)	— 出售物業、廠房及設備收益(如下)	(146)	(38)
— Net fair value losses of financial assets at fair value through profit or loss	— 按公平值列賬在損益表中處理之金融資產公平值虧損淨額	1,216	4,539
— Net fair value (gains)/losses of foreign exchange forward contracts	— 外匯遠期合約之公平(收益)/虧損淨額	(612)	40
— Fair value gain on investment properties	— 投資物業之公平值收益	(6,000)	(1,000)
— Gain on disposal of a subsidiary	— 出售一間附屬公司之收益	—	(1,039)
— Loss on deregistration of an associate	— 取消一間聯營公司註冊之虧損	—	444
— Provision for inventories	— 存貨撥備	25,272	23,000
— Provision for impairment of receivables	— 應收款項之減值撥備	2,572	2,900
— Share option expense	— 購股權開支	3,171	2,071
Changes in working capital:	營運資金之變動：		
— Inventories	— 存貨	(63,002)	(127,851)
— Trade and other receivables	— 應收貿易賬款及其他應收款項	(43,612)	(117,315)
— Financial assets at fair value through profit or loss	— 按公平值列賬在損益表中處理之金融資產	2,527	5,915
— Trade and other payables	— 應付貿易賬款及其他應付款項	112,841	61,559
Net cash generated from operations	經營所得現金淨額	369,888	295,622

### 32 Net cash generated from operations (continued)

(b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Net book amount	賬面淨值	2,918	9,506
Gain on disposal of property, plant and equipment (Note 24)	出售物業、廠房及設備收益(附註24)	146	38
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3,064	9,544

### 33 Operating lease commitments

The Group leases various retail outlets, offices, warehouses and plant and equipment under non-cancellable operating lease agreements. The leases have varying terms, escalation claims and renewal rights.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Land and buildings	土地及樓宇		
— No later than 1 year	— 不超過一年	16,417	9,096
— Later than 1 year and no later than 5 years	— 超過一年但不超過五年	7,786	1,725
		24,203	10,821
Plant and equipment	廠房及設備		
— No later than 1 year	— 不超過一年	98	56
— Later than 1 year and no later than 5 years	— 超過一年但不超過五年	281	114
		379	170
Total	合計	24,582	10,991

### 32 經營所得現金淨額(續)

(b) 於綜合現金流量報表內，出售物業、廠房及設備之所得款項包括：

### 33 經營租賃承擔

本集團根據不可撤銷經營租賃協議租用多個零售店、辦公室、貨倉以及廠房及設備。該等租賃之年期、加租權及續約權各有不同。

本集團根據不可撤銷經營租賃日後支付之最低租賃款項總額如下：

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 34 Disposal of a subsidiary

There was no disposal of subsidiary for the year ended 31 December 2011. During the year ended 31 December 2010, the Group disposed of its entire 51% equity interest in Zhejiang Huaxide Fashion Apparel Company Limited to an independent third party. The details of the disposal were as follows:

### 34 出售一間附屬公司

截至二零一一年十二月三十一日止年度概無出售附屬公司。於截至二零一零年十二月三十一日止年度，本集團出售其於浙江華詩迪服飾有限公司之全部51%股權予一名獨立第三方。出售之詳情如下：

		2010 二零一零年 HK\$'000 千港元
Net assets disposed	出售資產淨值	
Land use rights	土地使用權	5,329
Property, plant and equipment	物業、廠房及設備	28,739
Inventories	存貨	43,003
Trade receivables	應收貿易賬款	16,265
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	6,498
Current income tax recoverable	可收回即期所得稅	1,484
Cash and cash equivalents	現金及現金等值項目	4,258
Bank borrowings	銀行借貸	(22,126)
Trade payables	應付貿易賬款	(38,863)
Other payables, accruals and other current liabilities	其他應付款項、應計費用及其他流動負債	(20,318)
Non-controlling interests	非控制性權益	(10,909)
Share of net assets	分佔資產淨值	13,360
Release of exchange reserve	解除外匯儲備	(1,816)
Release of statutory reserve	解除法定儲備	(913)
Net gain on disposal of the subsidiary	出售附屬公司之收益淨額	1,039
Consideration	代價	11,670
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	11,670

An analysis of net inflow of cash and cash equivalents in respect of the disposal of the subsidiary was as follows:

有關出售附屬公司之現金及現金等值項目流入淨額分析如下：

		HK\$'000 千港元
Cash consideration received	已收現金代價	11,670
Cash and cash equivalents of the subsidiary disposed	已出售附屬公司現金及現金等值項目	(4,258)
Net inflow of the cash and cash equivalents	現金及現金等值項目流入淨額	7,412



**35 Significant related party transactions**

The Group is controlled by Longerview Investments Limited (incorporated in the British Virgin Islands), which owns 71% of the Company's shares. The remaining 29% of the shares are widely held.

The directors are of the view that the following companies are related parties of the Group:

Name 名稱	Relationship with the Group 與本集團之關係
Hangzhou Huasheng Accessories Company Limited ("Huasheng Accessories") 杭州華盛輔料有限公司(「華盛輔料」)	An associate 聯營公司
Zhejiang Haoran Property Company Limited 浙江浩然置業有限公司	An associate 聯營公司
China Ting Pietraluna Limited ("China Ting Pietraluna") 華鼎華貝納有限公司(「華鼎華貝納」)	A jointly controlled entity 共同控制實體

The name of Huasheng Accessories referred to in the above represents management's best efforts at translating the Chinese name of this company as no English name has been registered or available.

**35 重大有關連人士交易**

本集團為Longerview Investments Limited (於英屬處女群島註冊成立)所控制，其持有本公司71%之股份。餘下之29%股份由公眾持有。

董事認為下列公司為本集團之有關連人士：

由於華盛輔料並無登記或可供使用英文名稱，故上述英文名稱乃管理層盡力翻譯其中文名稱所得。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

## 35 Significant related party transactions (continued)

### (a) Transactions with related parties

In the opinion of the directors, the transactions below were conducted in the ordinary and usual course of business and the pricing of these transactions was determined based on mutual negotiation and agreement between the Group and the related parties.

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest income from Huasheng Accessories	來自華盛輔料之利息收入	125	145
Purchases of accessories from Huasheng Accessories	向華盛輔料採購輔料	9,612	9,047
Sales of finished goods to China Ting Pietraluna	銷售製成品予華鼎華貝納	16,630	11,508
Technical support fee for wool product development to China Ting Pietraluna	向華鼎華貝納支付開發毛料產品之技術支援費	775	2,842

### (b) Key management compensation

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	22,448	19,809
Post-employment benefits	退休福利	114	84
Share-based payments	股份報酬	1,902	1,902
		<b>24,464</b>	<b>21,795</b>

## 35 重大有關連人士交易(續)

### (a) 與有關連人士進行之交易

董事認為，下文之交易乃於日常及正常業務過程中進行，而該等交易之定價則根據本集團與有關連人士互相磋商及協議而釐定。

### (b) 主要管理層之報酬

### 35 Significant related party transactions (continued)

### 35 重大有關連人士交易(續)

#### (c) Year-end balances with related parties

#### (c) 與有關連人士之年末結餘

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Receivables from related parties	應收有關連人士款項				
— associates	— 聯營公司	20,546	3,906	—	—
— subsidiaries	— 附屬公司	—	—	571,644	710,643
— a jointly controlled entity	— 一間共同控制實體	323	3,276	—	—
Payables to related parties	應付有關連人士款項				
— an associate	— 一間聯營公司	1,313	1,496	—	—
— a jointly controlled entity	— 一間共同控制實體	829	—	—	—

All amounts due are unsecured, interest-free and repayable on demand, except for the amount due from an associate of approximately HK\$2,468,000 (2010: HK\$2,367,000), which bears interest at 5.4% (2010: 5.4%) per annum respectively.

The carrying amounts of these balances approximate their fair values.

所有到期款額均為無抵押、免息及須按要求償還，惟應收一間聯營公司之款項約2,468,000港元(二零一零年：2,367,000港元)除外，該款項按年利率5.4%(二零一零年：5.4%)計息。

該等結餘之賬面值與其公平值相若。

## Notes to the Financial Statements

### 財務報表附註

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

### 35 Significant related party transactions (continued)

#### (c) Year-end balances with related parties (continued)

The amounts due from related parties were denominated in the following currencies.

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Denominated in:	以下列貨幣計值：				
HK\$	港元	2,791	5,643	571,644	710,643
RMB	人民幣	18,078	1,539	—	—
		20,869	7,182	571,644	710,643

The amounts due to related parties were denominated in the following currencies.

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Denominated in:	以下列貨幣計值：				
US\$	美元	829	—	—	—
RMB	人民幣	1,313	1,496	—	—
		2,142	1,496	—	—

### 35 重大有關連人士交易(續)

#### (c) 與有關連人士之年末結餘(續)

應收有關連人士款項以下列貨幣計值。

應付有關連人士款項以下列貨幣計值。

# Five-year Financial Summary

## 五年財務概要

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out below.

本集團過去五個財政年度經登載的業績及資產、負債及非控制性權益概要列載如下。

**For the financial years ended 31 December**  
**截至十二月三十一日止財政年度**  
**(Amounts expressed in HK\$'000, unless specified)**  
**(除另有指明外，全以千港元呈列)**

		2007	2008	2009	2010	2011
		二零零七年	二零零八年	二零零九年	二零一零年	二零一一年
Turnover	營業額	2,353,507	2,333,734	2,090,980	2,561,096	<b>2,472,539</b>
Cost of sales	銷售成本	(1,560,468)	(1,589,267)	(1,369,110)	(1,761,254)	<b>(1,702,807)</b>
Gross profit	毛利	793,039	744,467	721,870	799,842	<b>769,732</b>
Other income	其他收入	17,495	13,850	15,652	19,213	<b>7,480</b>
Other gains/(losses), net	其他收益/(虧損) 淨額	32,960	(22,458)	20,370	(10,398)	<b>(5,736)</b>
Selling, marketing and distribution costs	銷售、營銷及分銷成本	(152,736)	(180,390)	(175,918)	(238,468)	<b>(279,831)</b>
Administrative expenses	行政開支	(189,482)	(226,589)	(226,812)	(236,627)	<b>(259,583)</b>
Operating profit	經營溢利	501,276	328,880	355,162	333,562	<b>232,062</b>
Finance income/(costs), net	融資收入/(成本)淨額	15,817	6,680	4,791	(1,100)	<b>(5,573)</b>
Share of profits/(losses) of associates	分佔聯營公司 溢利/(虧損)	11,776	(1,840)	(1,615)	(364)	<b>(1,215)</b>
Share of (loss)/profit of a jointly controlled entity	分佔一間共同控制 實體(虧損)/溢利	—	—	—	(59)	<b>524</b>
Negative goodwill arising on the acquisition	因收購產生負商譽	—	—	92,686	—	—
Profit before income tax	除所得稅前溢利	528,869	333,720	451,024	332,039	<b>225,798</b>
Income tax expense	所得稅開支	(76,732)	(43,021)	(68,417)	(66,891)	<b>(56,475)</b>
Profit for the year	年度溢利	452,137	290,699	382,607	265,148	<b>169,323</b>
Non-controlling interests	非控制性權益	(2,620)	485	(5,982)	1,849	<b>896</b>
Profit attributable to equity holders of the Company	本公司股權持有人 應佔溢利	449,517	291,184	376,625	266,997	<b>170,219</b>

## Five-year Financial Summary

### 五年財務概要

For the year ended 31 December 2011 截至二零一一年十二月三十一日止年度

		<b>As at 31 December</b>				
		於十二月三十一日				
		(Amounts expressed in HK\$'000, unless specified)				
		(除另有指明外，全以千港元呈列)				
		2007	2008	2009	2010	<b>2011</b>
		二零零七年	二零零八年	二零零九年	二零一零年	<b>二零一一年</b>
Non-current Assets	非流動資產	807,806	1,110,658	1,546,889	1,528,592	<b>1,636,231</b>
Current Assets	流動資產	1,665,269	1,579,312	1,405,132	1,559,273	<b>1,773,489</b>
<b>Total Assets</b>	<b>資產總值</b>	<b>2,473,075</b>	<b>2,689,970</b>	<b>2,952,021</b>	<b>3,087,865</b>	<b>3,409,720</b>
Non-current Liabilities	非流動負債	19,547	20,714	19,991	19,343	<b>16,370</b>
Current Liabilities	流動負債	343,090	391,068	456,147	446,145	<b>657,665</b>
<b>Total Liabilities</b>	<b>負債總值</b>	<b>362,637</b>	<b>411,782</b>	<b>476,138</b>	<b>465,488</b>	<b>674,035</b>
<b>Total Equity</b>	<b>權益總值</b>	<b>2,110,438</b>	<b>2,278,188</b>	<b>2,475,883</b>	<b>2,622,377</b>	<b>2,735,685</b>
Net Current Assets	流動資產淨值	1,322,179	1,188,244	948,985	1,113,128	<b>1,115,824</b>
<b>Total Assets Less Current Liabilities</b>	<b>資產總值減流動負債</b>	<b>2,129,985</b>	<b>2,298,902</b>	<b>2,495,874</b>	<b>2,641,720</b>	<b>2,752,055</b>





