

For the year ended 31st March, 2013 截至二零一三年三月三十一日止年度

ANNUAL REPORT

2012/13 年度年報

長江製衣有限公司

**YANGTZEKIANG GARMENT LIMITED**

股份代號 Stock code : 294

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Director

Chan Sui Kau, GBM, GBS, JP – *Chairman*  
Chan Wing Fui, Peter, MA – *Vice Chairman*  
Chan Wing Kee, GBS, OBE, JP – *Managing Director*  
Chan Wing To, PhD – *Deputy Managing Director*  
Chan Suk Man, MSc  
Chan Wing Sun, Samuel, FCA  
Chan Suk Ling, Shirley, JP  
So Ying Woon, Alan

#### Independent Non-executive Director

Leung Hok Lim, FCPA(Aust.), CPA(Macau), FCPA(Practising)  
Lin Keping  
Sze Cho Cheung, Michael, GBS, CBE, ISO, JP  
Choi Ting Ki

### AUDIT COMMITTEE

Leung Hok Lim – *Chairman*  
Lin Keping  
Sze Cho Cheung, Michael  
Choi Ting Ki

### REMUNERATION COMMITTEE

Sze Cho Cheung, Michael – *Chairman*  
Chan Wing Fui, Peter  
Chan Wing Kee  
Leung Hok Lim  
Lin Keping  
Choi Ting Ki

### NOMINATION COMMITTEE

Leung Hok Lim – *Chairman*  
Chan Wing Fui, Peter  
Chan Wing Kee  
Lin Keping  
Sze Cho Cheung, Michael  
Choi Ting Ki

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
DBS Bank (Hong Kong) Limited

### SOLICITORS

Mayer Brown JSM

### AUDITORS

KPMG  
*Certified Public Accountants*

### COMPANY SECRETARY

Hui Sau Ling, FCCA CPA

### REGISTERED OFFICE

22 Tai Yau Street  
San Po Kong  
Kowloon

### SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712 – 1716  
17th Floor, Hopewell Centre  
Hong Kong

### WEBSITE

www.ygm.com.hk

### 董事會

#### 執行董事

陳瑞球 (主席)  
陳永奎 (副主席)  
陳永棋 (董事總經理)  
陳永滔 (副董事總經理)  
劉陳淑文  
陳永燊  
周陳淑玲  
蘇應垣

#### 獨立非執行董事

梁學濂  
林克平  
施祖祥  
蔡廷基

### 審核委員會

梁學濂 (主席)  
林克平  
施祖祥  
蔡廷基

### 薪酬委員會

施祖祥 (主席)  
陳永奎  
陳永棋  
梁學濂  
林克平  
蔡廷基

### 提名委員會

梁學濂 (主席)  
陳永奎  
陳永棋  
林克平  
施祖祥  
蔡廷基

### 主要往來銀行

香港上海匯豐銀行有限公司  
星展銀行

### 律師

孖士打律師行

### 核數師

畢馬威會計師事務所  
*執業會計師*

### 公司秘書

許秀玲

### 註冊辦事處

九龍  
新蒲崗  
大有街二十二號

### 股份登記及過戶處

香港中央證券登記有限公司  
香港  
合和中心十七樓  
1712 – 1716室

### 公司網址

www.ygm.com.hk

# CHAIRMAN'S STATEMENT

## 主席報告

### GROUP RESULTS

Turnover of the Group for the current year of 2012/13 decreased to HK\$1,333,068,000 (2011/12: HK\$1,750,673,000) and the overall net profit was HK\$55,746,000 (2011/12: HK\$104,333,000).

### BUSINESS REVIEW AND PROSPECTS

The overall net profit for the Group dropped by 47% to HK\$55,746,000 (2011/12: HK\$104,333,000) while the operating profit from our business also dropped by 52% to HK\$39,273,000 (2011/12: HK\$82,233,000). The decrease in our turnover as well as the loss recorded by our investments in the jointly controlled entities in Wuxi contributed to the unsatisfactory overall results of the year under review.

Our factory in Guigang (Guangxi, China) in fiscal year 2012/13 successfully replaced our factories in Panyu (Guangzhou, China) as the main production base for manufacturing our woven pants orders. It is our plan to move our production of knitted wears to Guigang in the following year. Our Panyu operation will change from manufacturing to a liaison centre, providing support to our sales and production departments.

The appreciation of Renminbi, incessant increase in legal minimum wages, social insurance, housing fund and construction and educational surcharges continue to escalate our manufacturing costs. Coupled with the fierce competition from overseas, our operations in China have been under great pressure. Measures have already been implemented to strengthen our competitiveness as well as to fortify our position to be a reliable and long term manufacturing partner.

Through expansion of the manufacturing facilities and the efforts of our management, Lavender Garment Limited, our garment factory in Bangladesh, recorded a similar level of profit in the year under review despite the continuously rising costs in operation. Through continuous expansion of its manufacturing facilities and providing professional procurement services to our clients, management expects the performance in 2013/14 can be sustained.

Our investments in the jointly controlled entities in Wuxi had a difficult year which resulted in a loss, despite the improved result in the second half of the year. Management, however, expects the following year to be profitable provided that the cotton prices will not fluctuate adversely.

### 集團業績

本集團之二零一二／一三年度營業額減少至1,333,068,000港元(二零一一／一二年度：1,750,673,000港元)及整體純利為55,746,000港元(二零一一／一二年度：104,333,000港元)。

### 業務回顧及展望

本集團之整體純利下跌47%至55,746,000港元(二零一一／一二年度：104,333,000港元)，而本集團業務之經營溢利亦下跌52%至39,273,000港元(二零一一／一二年度：82,233,000港元)。營業額減少以及本集團於無錫合營公司之投資錄得虧損，導致回顧年度內之整體業績未如理想。

於二零一二／一三財政年度，本集團位於中國廣西貴港市之工廠成功取代旗下中國廣州番禺之工廠，成為本集團製造梭織褲的主要生產基地。在未來一年，本集團計劃將針織品生產亦遷移往貴港。本集團在番禺之業務將會由製造活動改為聯絡中心，為旗下銷售及生產部門提供支援。

人民幣升值、法定最低工資、社會保險、房屋基金及建造及教育附加費不斷上升，使本集團之製造成本繼續上漲，再加上海外競爭劇烈，本集團在中國之業務大受壓力。本集團已採取措施以加強競爭力，並鞏固其作為可靠及長期製造業伙伴的地位。

儘管經營成本持續上升，然而，本集團在孟加拉的成衣工廠Lavender Garment Limited經過擴充生產設施及管理層之努力，於回顧年度內錄得的溢利水平與去年相近。通過持續擴充其製造設施及提供專業採購服務予旗下客戶，管理層預計二零一三／一四年度之表現將可保持。

本集團於無錫合營公司之投資經歷困難的一年，儘管業績於本年度下半年有所改善，本年度仍錄得虧損。然而，管理層預期，只要棉花價格並無不利波動，來年將可錄得溢利。

# CHAIRMAN'S STATEMENT 主席報告

## OUTLOOK

Although the United States market has improved slightly, European economies remain sluggish and additionally the economy in China has slowed down. We are in the process of restructuring our manufacturing facilities in China but will continue to expand in Bangladesh and other low-cost areas such as Myanmar. Overall, the garment business remains difficult. Our investments in the jointly controlled entities in Wuxi are expected to improve their results in the coming year.

## APPRECIATION

I would like, on behalf of the Board and shareholders, to express our appreciation to the Company's employees for their hard work and loyal service to the Company during the past year.

By Order of the Board

**Chan Sui Kau**

*Chairman*

Hong Kong, 21 June 2013

## 前景

雖然美國市場已略為好轉，但歐洲經濟依然疲弱，中國經濟亦有所放緩。本集團正在將旗下位於中國的製造設施重組，但將會繼續在孟加拉及緬甸等其他低成本地區擴充業務。整體而言，成衣業務依然困難。本集團於無錫合營公司之投資在來年之業績預期將會改善。

## 鳴謝

本人謹代表董事會及全體股東向本公司之僱員在過去一年內所付出之努力及盡忠職守深表謝意。

承董事會命

主席

陳瑞球

香港，二零一三年六月二十一日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### RESULTS OF OPERATIONS

The Group's turnover for the year ended 31 March 2013 was HK\$1,333,068,000 compared with HK\$1,750,673,000 of the year before, and the Group's profit for the year was HK\$55,746,000 compared with previous year's HK\$104,333,000.

### GARMENT BUSINESS

YangtzeKiang Garment Limited and Hong Kong Knitters Limited are the two names that we use to operate our garment business. We manufacture a wide variety of products that included men's and ladies' shirts, trousers, shorts, polo shirts, T-shirts, jackets and knitted outerwear, etc. Hong Kong is our Group's headquarters that handles all garment businesses including manufacturing, trading and sourcing. We have factories in China (Guigang and Panyu), and Bangladesh. Besides Hong Kong, we also have offices in many parts of China (Panyu, Dongguan, Hangzhou, Wuxi and Shanghai) and Myanmar which not only provide supports to our own factories, but also liaise with our subcontractors and business partners there.

In fiscal year 2012/13, our factory in Guigang (Guangxi, China) successfully replaced our Panyu factories as our main production base for woven pants. In the coming year, we plan to move our production of knitted wears to Guigang as well. After that, our Panyu operation will become a liaison center, a center for samples production as well as providing technical and management supports to our factories in Guigang, our subcontractors and business partners.

Lavender Garment Limited, our factory in Bangladesh, had a very busy year in 2012/13, and was able to maintain the same profit level. Management expects expansion of the factory's capacity was able to mitigate the difficulties caused by Taka's appreciation and salary increase in Bangladesh. Management is of the opinion that there is a good prospect for the coming year, provided the Bangladesh government could gain back the buyers' confidence soon enough after the disasters happened there and also whether the workers' demand for higher wages could be dealt with amicably.

### 經營業績

本集團截至二零一三年三月三十一日止年度之營業額為1,333,068,000港元，而去年之營業額為1,750,673,000港元，及本年度本集團溢利為55,746,000港元，對比去年為104,333,000港元。

### 成衣業務

本集團主要以長江製衣有限公司及香港織造有限公司之名義經營成衣業務。本集團生產之產品廣泛，包括男士及女士恤衫、長褲、短褲、polo恤、T恤、大衣及針織外套等。本集團之總部位於香港，負責處理所有成衣業務，包括製造、貿易及採購。本集團在中國（貴港及番禺）及孟加拉設有工廠。除香港外，本集團亦在中國多個地方（番禺、東莞、杭州、無錫及上海）及緬甸設有辦事處，不單為本集團本身之工廠提供支援，還與當地之加工廠及業務伙伴聯絡。

於二零一二／一三財政年度，本集團位於中國廣西貴港市之工廠成功取代旗下番禺之工廠，成為本集團製造梭織褲的主要生產基地。在未來一年，本集團計劃將針織品生產亦遷移往貴港。此後，本集團在番禺之業務將會改為聯絡中心、樣品生產中心以及為旗下貴港工廠、加工廠及業務伙伴提供技術及管理支援。

本集團於孟加拉的工廠Lavender Garment Limited，二零一二／一三年度為非常忙碌的一年，並且能夠保持相同之溢利水平。管理層預期，工廠擴充產量可減輕塔卡升值及孟加拉工人薪金上升所造成之困難。雖然管理層認為未來一年前景良好，但一切須視乎孟加拉政府在當地災難發生後能否及時贏回買家之信心，以及工人對加薪的要求能否溫和地獲得處理。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### OTHER BUSINESS

Wuxi No. 1 Cotton Investment Co., Ltd. in which we have a 49% shareholding is a jointly controlled entity that owns several textiles related companies in Wuxi, China ("Wuxi Group"). The core business of the Wuxi Group is the production of medium range to high end yarns. During the year under review, the Wuxi Group faced the difficulties in divergence of domestic and international cotton prices, with domestic prices higher than international market by 25% – 30%. Management responded with changes in product mix and cotton purchase strategy, which resulted in the turn around in second half of the year. Overall, its results for the year still ended with a loss. Various productivity enhancements and cost-saving measures have been implemented. Barring severely adverse cotton price fluctuation, the following year is expected to be profitable.

### LIQUIDITY AND FINANCIAL POSITION

During the year under review, the Group's operations continued to be financed by the internal resources and bank borrowings.

As at 31 March 2013, the cash and bank balances of the Group were approximately HK\$270,015,000 (2012: HK\$149,227,000). As at 31 March 2013 and 2012, the Group did not have any short term borrowings and long term borrowings.

The Group adopts a prudent policy to hedge the fluctuation of foreign exchange rates. As most of the Group's sales, purchases, cash and bank balances and bank borrowings are denominated in Hong Kong dollars, United States dollars, Euros, Pound Sterling or Renminbi, the Group may enter into forward foreign exchange contracts to hedge its receivables and payables denominated in the above foreign currencies against the exchange rate fluctuation when the exposure is significant. As at 31 March 2013, the Group has foreign exchange contracts hedging forecast transactions with a net fair value of HK\$52,000 (2012: HK\$Nil), recognised as derivative financial assets.

### PLEDGE OF ASSETS

As at 31 March 2013, none of the assets of the Group was pledged.

### EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2013, the Group, including its subsidiaries but excluding its associates and jointly controlled entities, employed approximately 4,200 employees. Remuneration packages are determined by reference to employees' performance and the prevailing salary levels in the market. In addition, the Group provides year end double pay, provident fund scheme, medical insurance and training to staff.

### 其他業務

無錫一棉投資有限公司為本集團擁有49%股權之合營公司(「無錫集團」)，在中國無錫擁有多間紡織相關公司。無錫集團之核心業務為生產中檔至高檔紗線。於回顧年度，無錫集團面對由國內及國際原棉價格差異造成的困境，國內價格比國際市場價格高出25% - 30%。管理層採取了改換品種和原棉採購策略以應對，並在下半年取得成效。但本年度還是錄得虧損。一些增產和節約的措施已經實行。展望下一年度，摒除異常的原棉價格波動，管理層預期將會錄得盈利。

### 流動資金及資本來源

於回顧年度內，本集團仍以其內部資源及銀行貸款作為營運資金。

於二零一三年三月三十一日，本集團之現金及銀行結餘約為270,015,000港元(二零一二年：149,227,000港元)。於二零一三年及二零一二年三月三十一日，本集團並沒有任何短期借貸及長期借貸。

本集團採用審慎政策以對沖匯率波動。由於本集團大部份銷售、採購、現金及銀行結餘及銀行貸款均主要以港元、美元、歐羅、英鎊或人民幣結算，當風險重大時，本集團或會就以上外幣結算之應收及應付款訂立遠期合約，以對沖外匯波動。於二零一三年三月三十一日，本集團用以對沖預期交易之遠期外匯合約之公平價值淨額為52,000港元(二零一二年：無)，並已確認為衍生金融資產。

### 資產抵押

於二零一三年三月三十一日，本集團並無以任何資產作抵押。

### 僱員及薪酬政策

於二零一三年三月三十一日，除聯營公司及合營公司外，本集團(包括其附屬公司)聘用約4,200名僱員。薪酬組合乃參照員工之表現及市場當時之薪金水平而釐定。此外，本集團為僱員提供年終雙薪、公積金計劃、醫療保險及培訓。

# REPORT OF THE DIRECTORS

## 董事會報告書

The directors have pleasure in submitting their annual report together with the audited financial statements of Yangtzekiang Garment Limited (the “Company”) and its subsidiaries (the “Group”) for the year ended 31 March 2013.

### PRINCIPAL ACTIVITIES

The principal activities of the Group are the manufacture and sale of garments and textiles, provision of processing services and rental of properties. The principal activities and other particulars of the Company’s subsidiaries are set out in note 16 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 12 to the financial statements.

### FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 March 2013 and the state of the Company’s and the Group’s affairs as at that date are set out in the financial statements on pages 31 to 145.

### SHARE CAPITAL

Details of the Company’s share capital are set out in note 27(c) to the financial statements. There were no movements during the year.

### TRANSFER TO RESERVES

Profits attributable to equity shareholders of the Company, before dividends, for the year ended 31 March 2013 of HK\$53,082,000 (2012: HK\$103,159,000) have been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity.

No interim dividend was paid during the year ended 31 March 2013 (2012: HK2 cents per share). The directors now recommend the payment of a final dividend of HK5 cents (2012: HK6 cents) per share in respect of the year ended 31 March 2013.

董事會同寅欣然提呈長江製衣有限公司（「本公司」）及其附屬公司（「本集團」），截至二零一三年三月三十一日止年度之年報及經審核賬目。

### 主要業務

本集團之主要業務是製造及銷售成衣及紡織品、提供加工服務和物業租賃。本公司附屬公司之主要業務及其他詳情載於財務報表附註16。

本集團於本財政年度之主要業務及業務經營地區分析載於財務報表附註12。

### 財務報表

本集團截至二零一三年三月三十一日止年度之溢利及本公司和本集團於該日之財務狀況載於第31頁至第145頁之財務報表內。

### 股本

本公司之股本詳情載於財務報表附註27(c)。年內並無股本變動。

### 轉入儲備的數額

二零一三年三月三十一日止年度本公司股權持有人應佔溢利（未扣除股息）53,082,000港元（二零一二年：103,159,000港元）已轉入儲備。儲備的其他變動載於綜合權益變動表。

於截至二零一三年三月三十一日止年度內，本公司並未有宣派中期股息（二零一二年：每股2港仙）。董事會現建議派發截至二零一三年三月三十一日止年度之末期股息每股5港仙（二零一二年：6港仙）。



# REPORT OF THE DIRECTORS 董事會報告書

## FIXED ASSETS

Details of the movements in fixed assets during the year are set out in note 13 to the financial statements.

## CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$20,000 (2012: HK\$95,000).

## MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

## 固定資產

固定資產年內之變動詳情載於財務報表附註13。

## 慈善捐款

本集團年內之慈善捐款為20,000港元(二零一二年：95,000港元)。

## 主要客戶及主要供應商

於本財政年度內主要客戶及供應商佔本集團之總銷售額及採購額分析如下：

### Percentage of the Group's total 佔本集團總額

		2013		2012	
		二零一三年		二零一二年	
		Sales 銷售	Purchases 採購	Sales 銷售	Purchases 採購
The largest customer	最大客戶	19%		23%	
Five largest customers in aggregate	首五大客戶合計	47%		51%	
The largest supplier	最大供應商		7%		7%
Five largest suppliers in aggregate	首五大供應商合計		23%		22%

At no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

各董事、彼等之聯繫人士或任何股東(就董事會所知擁有本公司股本百分之五以上者)在本年度任何時間內並無擁有上述主要客戶或供應商之權益。

# REPORT OF THE DIRECTORS

## 董事會報告書

### DIRECTORS

The present directors of the Company are listed on page 2 to the annual report.

Pursuant to Article 104 of the Company's Articles of Association, Mr. Chan Wing Fui, Peter, Mr. Chan Wing Kee, Mr. Chan Wing To and Madam Chan Suk Man, will retire from the Board by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

On 10 December 2012, Mr. Choi Ting Ki was appointed as an independent non-executive director of the Company.

Pursuant to Article 95 of the Articles of Association, Mr. Choi Ting Ki who was appointed as a Director by the Board after the last annual general meeting held on 14 September 2012 will also retire and, being eligible, will offer himself for re-election.

The Company confirms that it has received from each of the independent non-executive directors an annual confirmation of their respective independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Stock Exchange") ("the Listing Rules") and the Company considers the independent non-executive directors to be independent.

### DIRECTORS' SERVICE CONTRACTS

None of the directors who offered themselves for re-election at the forthcoming annual general meeting of the Company has entered into any service contract with the Company or any other member of the Group which is not determinable by the relevant employer within one year without payment of compensation, other than normal statutory obligations.

### DIRECTORS' INTERESTS IN CONTRACTS

Apart from the connected transactions under Chapter 14A of the Listing Rules as set out amongst other related party transactions in note 31 to the financial statements, no contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

### 董事

本公司之現任董事芳名載於本年報第2頁。

根據本公司組織章程細則第104條，陳永奎先生、陳永祺先生、陳永滔先生及劉陳淑文女士將輪值告退，惟彼等有資格並願意於即將召開之本公司股東週年大會上膺選連任。

於二零一二年十二月十日，蔡廷基先生獲委任為本公司獨立非執行董事。

根據組織章程細則第95條，蔡廷基先生於二零一二年九月十四日舉行之上屆股東週年大會召開後獲董事會委任為董事，亦將告退，惟蔡先生有資格並願意膺選連任。

本公司確認已收到各位獨立非執行董事根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條有關其獨立性的年度確認函件，且本公司認為獨立非執行董事具有獨立身份。

### 董事服務合約

擬於即將召開之本公司股東週年大會上願意膺選連任之董事，概無與本公司或本集團任何成員公司於一年內不可在不償（除一般法定賠償外）之情況下由僱主終止之尚未屆滿的服務合約。

### 董事之合約權益

除根據上市規則第14A章所列之關連交易並載於財務報表附註31內有關其他關連人士交易詳情外，本公司各董事概無於本公司或其任何附屬公司所訂立，而在本年度結算日或年內任何時間仍屬有效之重大合約中佔有重大權益。

# REPORT OF THE DIRECTORS

## 董事會報告書

### DIRECTORS' INTERESTS IN SHARES

(a) As at 31 March 2013, the interests and short positions of the directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers ("the Model Code") and which were required to be entered in the register kept by the Company under section 352 of the SFO were as follows:

### 董事之股份權益

(a) 於二零一三年三月三十一日，本公司各董事及彼等之聯繫人士於本公司或任何聯營公司（按證券及期貨條例（「證券條例」）第XV部之涵義）股份、相關股份及債券中擁有根據證券條例第XV部第7及8分部、上市公司董事進行證券交易標準守則（「標準守則」）之規定須知會本公司及聯交所之權益及淡倉（包括彼等根據該等證券條例規定被視作或當作擁有之權益及淡倉），並須登記於根據證券條例第352條存置之登記冊之權益及淡倉如下：

Name of director	董事姓名	Number of ordinary shares of HK\$0.50 each			
		Personal interests	Family interests	Corporate interests	Other interests
		個人權益	家族權益	公司權益	其他權益
Chan Sui Kau	陳瑞球	4,324,696	3,999,354	5,611,230	(i)
Chan Wing Fui, Peter	陳永奎	486,102	8,367,130	—	(i) & (ii)
Chan Wing Kee	陳永棋	8,589,624	208,356	—	(i), (ii) & (iii)
Chan Wing To	陳永滔	12,042,054	—	—	(i), (ii) & (iii)
Chan Wing Sun, Samuel	陳永樂	6,089,244	250,000	3,293,080	(i) & (ii)
Chan Suk Ling, Shirley	周陳淑玲	4,369,816	24,000	—	(i) & (ii)
Chan Suk Man	劉陳淑文	3,355,442	—	—	(i), (ii) & (iii)
So Ying Woon, Alan	蘇應垣	12,000	—	—	—
Leung Hok Lim	梁學濂	—	—	—	—
Lin Keping	林克平	—	—	—	—
Sze Cho Cheung, Michael	施祖祥	—	—	—	—
Choi Ting Ki	蔡廷基	—	—	—	—

# REPORT OF THE DIRECTORS

## 董事會報告書

(a) (continued)

Notes:

- (i) 48,032,240 shares of the Company were held by Chan Family Investment Corporation Ltd. (which is owned by Messrs Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing To and Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley and Madam Chan Suk Man and other members of the Chan Family) and its subsidiaries.
- (ii) 1,577,388 shares of the Company were held by Hearty Development Limited which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing To, Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley, Madam Chan Suk Man and other members of the Chan Family.
- (iii) 2,383,500 shares of the Company were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing To, Madam Chan Suk Man and other members of the Chan Family.

- (b) Save as disclosed above, as at 31 March 2013, none of the directors or their associates, had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(a) (續)

附註：

- (i) 合共48,032,240股本公司股份乃由Chan Family Investment Corporation Ltd. (由陳瑞球先生、陳永奎先生、陳永祺先生、陳永滔先生及陳永樂先生、周陳淑玲女士及劉陳淑文女士及其他陳氏家族成員擁有)及其附屬公司所持有。
- (ii) 合共1,577,388股本公司股份乃由Hearty Development Limited持有。該公司由陳永奎先生、陳永祺先生、陳永滔先生、陳永樂先生、周陳淑玲女士、劉陳淑文女士及其他陳氏家族成員間接擁有。
- (iii) 合共2,383,500股本公司股份乃由Super Team International Limited持有。該公司由陳永祺先生、陳永滔先生、劉陳淑文女士及其他陳氏家族成員間接擁有。

- (b) 除上文所披露外，於二零一三年三月三十一日，各董事或彼等之聯繫人士概無於本公司或任何聯營公司(按證券條例第XV部之涵義)之股份、相關股份或債券中擁有或被視作擁有根據證券條例第XV部第7及8分部之任何權益或淡倉而須登記於本公司根據證券條例第352條存置之登記冊之任何權益，或根據標準守則之規定須知會本公司及聯交所之任何權益。

# REPORT OF THE DIRECTORS 董事會報告書

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

Other than the interests disclosed in the section "Directors' interests in shares" in respect of the directors, the following shareholder had interests in 5% or more of the issued share capital of the Company as at 31 March 2013, according to the register of interests and short positions required to be kept by the Company under section 336 of the SFO:

Name of shareholder	股東名稱	Capacity 權益性質	Number of ordinary shares held 持有普通股 股份數目	Percentage of issued share capital 佔已發行股本 百分比
Guangzhou Textiles Industry & Trade Holdings Ltd.	廣州紡織工貿企業集團有限公司	Beneficial owner 實益擁有人	12,784,000 (Note) (附註)	6.18%

Note: The shares were directly held by Yue Xiu Textiles Co., Ltd., a 100% owned subsidiary of Guangzhou Textiles Industry & Trade Holdings Ltd.

Save as disclosed above, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

## SHARE OPTION SCHEME

On 23 September 2004, the Company adopted a share option scheme (the "Share Option Scheme") which will remain in force until 22 September 2014. Pursuant to the terms of the Share Option Scheme, the Company may grant options to directors and employees of the Group and other eligible participants to subscribe for shares in the Company, provided that the total number of shares in the Company 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 does not exceed 10% of the shares of the Company in issue at the date of adoption of the Share Option Scheme, which was 14,024,579 shares. On 19 September 2006, it was approved in the annual general meeting that the maximum number of options to be granted under the Share Option Scheme was increased to 21,036,868 shares, representing 10% of the total number of ordinary shares in issue on that day.

No options were granted under the Share Option Scheme during the year.

## 主要股東及其他人士權益

於二零一三年三月三十一日，除在上述「董事之股份權益」所披露之權益外，根據證券及期貨條例第336條規定存置之股份權益及淡倉登記冊所示，持有本公司已發行股本5%或以上權益之股東記錄如下：

Name of shareholder	股東名稱	Capacity 權益性質	Number of ordinary shares held 持有普通股 股份數目	Percentage of issued share capital 佔已發行股本 百分比
Guangzhou Textiles Industry & Trade Holdings Ltd.	廣州紡織工貿企業集團有限公司	Beneficial owner 實益擁有人	12,784,000 (Note) (附註)	6.18%

附註：股份由廣州紡織工貿企業集團有限公司之全資擁有附屬公司越秀紡織品有限公司直接持有。

除上述者外，本公司並無獲具報任何其他須記錄在根據證券及期貨條例第336條規定存置之登記冊的權益。

## 購股權計劃

於二零零四年九月二十三日，本公司採納購股權計劃（「購股權計劃」），購股權計劃將一直有效，直至二零一四年九月二十二日到期。根據購股權計劃之條款，本公司可向本集團董事及僱員及其他合資格參與者授出購股權，以認購本公司股份，惟根據購股權計劃及本公司任何其他購股權計劃授出之所有購股權獲行使時，為此發行之本公司股份總數不得超過採納購股權計劃當日本公司已發行股份之10%，即上限為14,024,579股。於二零零六年九月十九日之股東週年大會上，獲批准增加購股權計劃可授出之購股權限額增至21,036,868股，即當日已發行10%之普通股數目。

年內並無根據購股權計劃授出任何購股權。

# REPORT OF THE DIRECTORS

## 董事會報告書

### CONNECTED TRANSACTIONS

Details of connected transactions under Chapter 14A of the Listing Rules are set out amongst other related party transactions in note 31(a) to the financial statements. As certain directors and their associates are collectively the controlling shareholders (as defined in the Listing Rules) of YGM Trading Limited and its subsidiaries (“YGMT Group”) and the Group, the related party transactions constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. Of these, sales of garment products to YGMT Group and rental income received and receivable from YGMT Group constitute the connected transactions to be disclosed as defined under Chapter 14A of the Listing Rules. Other transactions with YGMT Group are exempt from the disclosure requirements in Chapter 14A of the Listing Rules.

In the opinion of the independent non-executive directors, these transactions were entered into by the Group:

- (i) in the ordinary and usual course of its business;
- (ii) conducted either on normal commercial terms (which expression will be applied by reference to transactions of a similar nature and to be made by similar entities) or where there is no available comparison, on terms that are fair and reasonable so far as the independent shareholders of the Company are concerned;
- (iii) in accordance with the terms of the agreements governing the transactions; and
- (iv) in accordance with the pricing policies of the Group, where applicable.

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

There are no other connected transactions which are required to be disclosed in this report in accordance with the requirements of Chapter 14A of the Listing Rules.

### 關連交易

根據上市規則第14A章所列之關連交易與其他關連人士交易的詳情均載於財務報表附註31(a)內。若干董事及彼等之聯繫人士同時為YGM貿易有限公司及其附屬公司(「YGMT集團」)及本集團之控股股東(定義見上市規則)，根據上市規則第14A章，該等關連人士交易構成關連交易或持續關連交易。其中，向YGMT集團銷售成衣產品、已收及應收自YGMT集團租金收入構成根據上市規則第14A章所述，為須予披露之關連交易。與YGMT集團之其他交易為獲豁免不須遵照上市規則第14A章之規定予以披露。

本公司之獨立非執行董事認為，本集團所進行之關連交易均：

- (i) 於一般及日常業務過程中進行；
- (ii) 按正常商業條款(所指之「正常商業條款」將參考與類似機構進行性質相若之交易時所依據之條款)或倘並無可供比較之條款，則按對本公司之獨立股東而言屬公平合理之條款進行；
- (iii) 符合規管該等交易之協議條款；及
- (iv) 根據集團之定價政策(如有)進行。

本公司已外聘核數師，遵照香港會計師公會頒佈的《香港鑒證業務準則》第3000號「歷史財務信息非審核或審閱的鑒證業務」，並參考《實務說明》第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團的持續關連交易做出彙報。核數師已根據《上市規則》第14A章出具披露本集團持續關連交易的結論的無保留意見函件。本公司已將該函件副本呈交香港聯交所。

概沒有其他關連交易須根據上市規則第14A章所規定須於本報表中披露。

# REPORT OF THE DIRECTORS 董事會報告書

## RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in note 24 to the financial statements.

## AUDIT COMMITTEE

To comply with the Code of Best Practice as set out in Appendix I4 to the Listing Rules, the Company has set up an audit committee (the "Committee") with written terms of reference, for the purposes of reviewing and providing supervision on the financial reporting process and internal control of the Group. The Committee comprises four independent non-executive directors.

## FIVE YEAR SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on pages 147 and 148 of the annual report.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

## AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting of the Company.

By Order of the Board

**Chan Sui Kau**

*Chairman*

Hong Kong, 21 June 2013

## 退休計劃

本集團退休計劃之詳情載於財務報表附註24。

## 審核委員會

根據上市規則附錄I4所載之最佳應用守則之規定，本公司已成立一個審核委員會（「委員會」）並已備妥職權範圍書，藉以檢討及監察本集團之財務申報程序及內部控制事務。委員會成員包括四名獨立非執行董事。

## 五年概要

本集團在過去五個財政年度之業績及資產與負債概要載於本年報第147頁及148頁。

## 公眾持股量

根據本公司獲得之公開資料並就本公司董事所知，本公司於刊發本年報之日已維持公眾持股量不少於上市規則規定之公司已發行股本之25%。

## 核數師

畢馬威會計師事務所依章告退，惟願膺選連任。在即將召開之本公司股東週年大會上，董事會將提呈決議案，動議續聘畢馬威會計師事務所為本公司核數師。

承董事會命

主席

陳瑞球

香港，二零一三年六月二十一日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board of directors (the “Board”) of the Company is dedicated to uphold a high corporate governance standard. The Board firmly believes that the principles of transparency, accountability and independence are essential for protecting the interests of the Company and maximizing shareholder value.

The Company has complied with the code provisions in the Corporate Governance Code (effective from 1 April 2012) (the “Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) throughout the financial year ended 31 March 2013, except for the deviation from code provision A.4.1 of the Code, pursuant to which the non-executive directors of the Company should be appointed for a specific term, subject to re-election. The non-executive directors of Company are not appointed for a specific term but are subject to retirement by rotation and re-election requirements at the annual general meeting of the Company in accordance with Articles 95 and 104 of the Company’s articles of association.

### BOARD OF DIRECTORS

The Board is committed to act in good faith in the best interests of the Company and its shareholders. The Board sets the Group’s overall objectives and strategic directions, monitors and evaluates its operating and financial performance. It also decides on matters relating to annual and interim results, audited financial statements, notifiable transactions, appointment and re-appointment of directors, major acquisitions and disposals, material contracts, risk management, major financings and borrowings, accounting and dividends policies. The Board delegates day-to-day operations of the Company to the management of the Group and also instructs the management to implement the Board’s decisions and resolutions. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee.

The Board comprises eight executive directors and four independent non-executive directors. The number of independent non-executive directors represents at least one-third of the Board in accordance with Rule 3.10A of the Listing Rules. The independent non-executive directors bring a diverse range of expertise, skills and experience to provide effective guidance and an outside perspective to all major decisions of the Group.

Details of backgrounds and qualifications of the directors as well as relationships between them are set out in the section of “Directors and Management”.

本公司董事會（「董事會」）致力維持高水平之企業管治。董事會堅信，透明、問責和獨立三項原則對於保障本公司之利益及提升股東之價值至為重要。

於截至二零一三年三月三十一日止財政年度內，本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之《企業管治守則》（自二零一二年四月一日起生效）（「守則」）適用的守則條文規定，惟守則之守則條文A.4.1項之偏離除外，據此，本公司的非執行董事應有特定明確任期，並可膺選連任。本公司的非執行董事並無特定明確任期，彼等須依據本公司的公司組織章程第95條及第104條於本公司股東週年大會上輪值告退及重選。

### 董事會

董事會致力以誠、以公司及股東整體利益為最優先的考慮因素。董事會為本集團訂立整體目標及策略方向、監督及評估其營運及財務表現。由董事會作決策之事宜包括年度及中期業績、經審核財務報表、須予公佈之交易、董事委任及續任、主要收購及出售、重大合約、風險管理、主要財務及借貸、會計以及股息政策。董事會指派本集團管理層負責本公司日常營運，並指示管理層執行董事會之決策及決議。此外，董事會亦將若干責任下放審核委員會、薪酬委員會及提名委員會。

董事會包括八名執行董事及四名獨立非執行董事。獨立非執行董事的數目根據上市規則第3.10A條須至少為董事會成員的三分之一。獨立非執行董事帶來多方面的專業知識、技能和經驗，為本集團提供有效指引，並為本集團面對的所有重大決策帶來局外的觀點。

董事背景及資歷與其關係載於「董事及管理人員」一節。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board, Audit Committee, Remuneration Committee and Nomination Committee had held 5, 3, 1 and 2 meetings respectively in the year under review.

The attendance at the Board and respective Board committees meetings held in the year ended 31 March 2013 are as follows:

董事會、審核委員會、薪酬委員會及提名委員會曾於回顧年度分別舉行了五次、三次、一次及兩次會議。

董事會及各董事委員會於截至二零一三年三月三十一日止年度內所舉行會議之出席記錄載列如下：

		Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting
		董事會	審核委員會	薪酬委員會	提名委員會	股東週年大會
<b>Executive directors</b>	<b>執行董事</b>					
Chan Sui Kau	陳瑞球	5/5	N/A	N/A	N/A	1/1
Chan Wing Fui, Peter	陳永奎	5/5	N/A	1/1	2/2	1/1
Chan Wing Kee	陳永棋	5/5	N/A	1/1	2/2	1/1
Chan Wing To	陳永滔	5/5	N/A	N/A	N/A	1/1
Chan Suk Man	劉陳淑文	4/5	N/A	N/A	N/A	1/1
Chan Wing Sun, Samuel	陳永燦	5/5	N/A	N/A	N/A	1/1
Chan Suk Ling, Shirley	周陳淑玲	4/5	N/A	N/A	N/A	1/1
So Ying Woon, Alan	蘇應垣	5/5	N/A	N/A	N/A	1/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Leung Hok Lim	梁學濂	5/5	3/3	1/1	2/2	1/1
Lin Keping	林克平	5/5	3/3	1/1	2/2	1/1
Sze Cho Cheung, Michael	施祖祥	5/5	3/3	1/1	2/2	1/1
Choi Ting Ki	蔡廷基	1/5	1/3	N/A	N/A	N/A
(appointed on 10 December 2012)	(於二零一二年十二月十日獲委任)					

The 2012 Annual General Meeting ("AGM") was held on 14 September 2012, all the directors, including the Chairman of the Board, the Chairman of each of the Audit Committee, Remuneration Committee and Nomination Committee and the external auditor of the Company, attended the AGM to answer questions raised by shareholders. Proceedings of annual general meeting are reviewed from time to time to ensure that the Company follows good corporate governance practices. Voting results were posted on the Company's and the Stock Exchange's website on the day of the AGM.

Each of the independent non-executive directors has confirmed with the Company in writing his independence from the Company in accordance with the relevant guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board considered that all independent non-executive directors of the Company are independent with reference to Rule 3.13.

2012年股東週年大會（「股東週年大會」）於二零一二年九月十四日舉行，全部董事，包括董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席及外聘核數師均出席股東週年大會答覆股東提問。本公司於適當時候會檢討股東週年大會進行程序去執行良好企業管治常規。投票結果已於股東週年大會當日在本公司網站及聯交所網站發佈。

本公司已接獲各名獨立非執行董事各自按照上市規則第3.13條所載之相關指引作出之年度獨立身分確認書。提名委員會及董事會認為，本公司全體獨立非執行董事均屬上市規則第3.13條所述之獨立人士。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE POLICY AND DUTIES

The Board is committed to ensure that a good corporate governance framework and practices are established within the Group. The Board is responsible for performing the duties on corporate governance functions as required under code provision D.3.1 of the Code which are set out below:

- (1) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the board;
- (2) reviewing and monitoring the training and continuous professional development of directors and senior management;
- (3) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (5) reviewing the Company's compliance with the Code and disclosure in the Corporate Governance Report.

### CHAIRMAN AND MANAGING DIRECTOR

The Chairman of the Board is Dr. Chan Sui Kau and the Managing Director of the Company is Mr. Chan Wing Kee. The roles of the Chairman of the Board and the Managing Director of the Company are separated, with a clear division of responsibilities. The Chairman of the Board is responsible for formulating corporate strategies and overall business development planning. The Managing Director's duty is to oversee the execution of daily business activities. The division of responsibilities at the board level is to ensure a balance of power and authority.

### 企業管治政策及職責

董事會致力確保本集團內建立良好的企業管治框架和常規。董事會負責履行守則之守則條文D.3.1項所規定之企業管治職能責任，其載列如下：

- (1) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (2) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (3) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (4) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (5) 檢討本公司遵守《守則》的情況及在《企業管治報告》內的披露。

### 主席及董事總經理

董事會主席為陳瑞球博士，本公司董事總經理為陳永棋先生。本公司董事會主席及董事總經理的角色互相分立，各自有明確的職責區分。董事會主席負責制定企業策略及整體業務發展規劃；董事總經理則負責監督日常業務活動之執行。在董事會層面，清楚區分這兩者之職責，旨在確保權力及授權分佈均衡。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' TRAINING

According to code provision A.6.5 of the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the directors. The Company provides tailored induction programme to new director upon his appointment to equip him with the appropriate understanding of the business and operations of the Group and to ensure that he is fully aware of his responsibilities and obligations under the relevant law and the Listing Rules. The Company also circulates regular updates and materials on changes and developments relating to the legislative and regulatory environment to the directors.

During the year, the Company organised one in-house seminar to update the Directors on the new amendments to the corporate governance code and relevant Listing Rules. The Company circulates material relating to the legislative and regulatory environment to the directors on a regular basis for their information. The Company also encourages Directors to attend relevant seminars, conferences or forums to develop and refresh their knowledge and skill. During the year, all directors participated in continuous professional development in compliance with code provision A.6.5 of the Code.

### DIRECTORS' INSURANCE

During the year, the Company has arranged for the renewal of an insurance policy on directors' and officers' liability to ensure our directors and senior management are protected from any liability arising from the performance of their duties.

### BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee, each with mandate to oversee particular aspects of the affairs of the Company. Each of these three Board committees is set up with written terms of reference. The Board committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice in appropriate circumstance at the expenses of the Company.

### 董事培訓

根據守則之守則條文A.6.5項，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司應負責安排合適的培訓並提供有關經費，以及適切着重董事的角色、職能及責任。本公司於委任新董事後，均向其提供切合需要的入職培訓計劃，以便能充分認識本集團的業務及營運，並確保其完全知悉根據有關法律及上市規則所規定的責任和義務。本公司亦就立法和監管事宜的變化和發展，定期向董事提供更新資料和材料。

於本年度內，本公司安排了一次內部講座，使各董事了解企業管治守則修訂及有關上市規則的最新資料。本公司就立法和監管事宜定期向董事提供更新材料。本公司同時鼓勵各董事參與有關講座、研討會或論壇以增進各董事的知識及技能。於年度內，所有董事均參與符合守則之守則條文A.6.5項所訂明的持續專業發展。

### 董事保險

於本年度內，本公司已安排就董事及高級職員的責任更新保單，以確保董事及高級管理人員於彼等履行職務時所產生的任何責任獲得保障。

### 董事委員會

董事會已成立審核委員會、薪酬委員會及提名委員會，並授權其監督本公司特定範疇事務。該三個董事委員會各備有書面權責範圍。董事委員會獲提供充足資源以履行其職責及可於適當情況下尋求獨立專業意見，費用由本公司支付。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference. The Audit Committee comprises all four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Leung Hok Lim. The members' attendance to the Audit Committee meeting is listed out on page 16.

The Audit Committee is mainly responsible for monitoring the integrity of the Company's financial statements, reviewing the Company's internal control system and its execution through the review of the work undertaken by the internal and external auditors, evaluating financial information and related disclosure, reviewing connected transactions and considering the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

During the year ended 31 March 2013, the Audit Committee has, inter alia, reviewed and discussed with management and the external auditor the interim and annual results with a view to ensuring that the Group's financial statements were prepared in accordance with accounting principles generally accepted in Hong Kong. Further, the Audit Committee has engaged an external consultant to perform internal audit services and has discussed the scope of work and findings with the external consultant. The Audit Committee has also reviewed the independence and quality of work of KPMG and has recommended to the Board to re-appoint KPMG as auditor for the year ended 31 March 2014.

During the year, the Board has not taken any view that is different from that of the Audit Committee nor rejected any recommendation presented by the Audit Committee.

## REMUNERATION COMMITTEE

The Committee comprises two executive directors, namely Mr. Chan Wing Fui, Peter and Mr. Chan Wing Kee, and four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Sze Cho Cheung, Michael. The members' attendance to the Remuneration Committee meeting is listed out on page 16.

## 審核委員會

本公司已成立審核委員會，並備有書面權責範圍。審核委員會包括四名獨立非執行董事，分別為梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生，並由梁學濂先生出任主席。審核委員會會議之出席記錄載列於第16頁。

審核委員會主要負責監管本公司財務報表的完整性，透過檢討內部和外聘核數師進行的工作審閱本公司內部監控制度及其執行情況、評估財務資料及有關披露，審閱關連交易及考慮本公司於會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

於截至二零一三年三月三十一日止年度內，審核委員會已（其中包括）審閱及與管理層和外聘核數師討論中期及全年業績，以確保本集團財務報表皆符合香港公認會計原則而編製。審核委員會已聘請外聘顧問提供內部審核服務並已與其討論工作範圍及報告結論。審核委員會亦審閱畢馬威會計師事務所之獨立性及其工作質素並建議董事會續聘畢馬威會計師事務所為截至二零一四年三月三十一日止年度之核數師。

於本年度內，董事會並無與審核委員會意見不合，亦無拒絕接納審核委員會提交之任何建議。

## 薪酬委員會

薪酬委員會包括兩名執行董事分別為陳永奎先生及陳永棋先生，以及四名獨立非執行董事，即梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生，並由施祖祥先生出任主席。薪酬委員會會議之出席記錄載列於第16頁。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and in overseeing remuneration packages of the directors. It makes recommendations to the Board on the remuneration packages of individual executive directors and senior management. It takes into consideration factors such as salaries and compensation packages paid by comparable companies, time commitment and responsibilities of the directors. It would also take into account whether the emoluments offered are appropriate given the duties and performance of the respective individuals concerned and whether such emoluments are competitive and sufficiently attractive to retain such individuals.

Details of the directors' remuneration are set out in note 7 to the financial statements.

### NOMINATION COMMITTEE

The Nomination Committee comprises two executive directors, namely Mr. Chan Wing Fui, Peter and Mr. Chan Wing Kee, and four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Leung Hok Lim. The members' attendance to the Nomination Committee meeting is listed out on page 16.

The roles of the Nomination Committee are to review the structure, size and composition of the Board, identify individuals suitably qualified to become members of the Board, and assess the independence of independent non-executive directors and make recommendations to the Board on the appointment and re-election of directors and succession planning for directors, in particular the chairman and the managing director. The Nomination Committee will consider the suitability of the candidate on the basis of his professional qualification, skills, experience and background.

During the year ended 31 March 2013, the Nomination Committee has reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board. The Nomination Committee assessed the independence of Mr. Choi Ting Ki and recommended him to the Board as a candidate to act as an independent non-executive director.

薪酬委員會負責確保制定酬金政策的程序合乎規範及透明，以及監督董事的酬金組合。委員會就個別執行董事及高級管理人員酬金組合向董事會提出意見，當中會考慮可作比較公司所支付的薪金及薪酬組合、董事投放的時間及責任等因素。委員會亦會考慮所提供酬金就各有關人士的職務及表現而言是否恰當，以及該等酬金有否競爭力及吸引力是否足以挽留該等人士。

董事酬金詳情載於財務報表附註7。

### 提名委員會

提名委員會包括兩名執行董事，分別為陳永奎先生及陳永棋先生，以及四名獨立非執行董事，即梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生，並由梁學濂先生出任主席。提名委員會會議之出席記錄載列於第16頁。

提名委員會負責檢討董事會之架構、人數及組成，物色具備合適資格可擔任董事的人士，評核獨立非執行董事的獨立性，以及就董事委任或重新委任以及董事（尤其是主席及董事總經理）繼任計劃向董事會提出建議。提名委員會將根據候選人的專業資格、技能、經驗及背景，考慮是否適合。

於截至二零一三年三月三十一日止年度內，提名委員會已檢討董事會的架構、人數及組成（包括各董事的技能、知識和經驗）。提名委員會已就委任蔡廷基先生為獨立非執行董事之事宜考慮其獨立性，並向董事會提出建議。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## REMUNERATION OF SENIOR MANAGEMENT

The senior management of the Group comprises 7 individuals. Details of backgrounds and qualifications of each senior executive are set out in the section of “Directors and Management”.

During the year ended 31 March 2013, the emoluments of the senior management of the Group fell within the following bands:

Remuneration	酬金	Number of senior executives 高級行政人員數目
HK\$0 to HK\$1,000,000	0港元至1,000,000港元	1
HK\$1,000,000 to HK\$2,000,000	1,000,000港元至2,000,000港元	5
HK\$2,000,000 to HK\$3,000,000	2,000,000港元至3,000,000港元	1
		<u>7</u>

## DIRECTORS' AND AUDITOR'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for overseeing the preparation of financial statements of the Group and ensure that the financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards.

The statement of external auditors of the Company about their reporting responsibilities of the financial statements is set out in the “Independent Auditor’s Report” on pages 29 to 30.

## AUDITORS' REMUNERATION

During the year, total auditors’ remuneration in relation to statutory audit work of the Group amounted to HK\$1,729,000 (2012: HK\$1,736,000), of which a sum of HK\$1,620,000 (2012: HK\$1,540,000) was paid or payable to the Group’s principal auditors, KPMG.

The remunerations paid or payable to the Group’s principal auditor, KPMG and its affiliated firms, for services rendered in statutory audit and non-audit were HK\$1,620,000 (2012: HK\$1,540,000) and HK\$210,000 (2012: HK\$193,000) respectively. The non-audit services principally comprise of tax and review services provided to the Group.

## 高級管理人員酬金

本集團高級管理人員包括7名人士。各高級行政人員背景及資歷載於「董事及管理人員」一節。

於截至二零一三年三月三十一日止年度內，本集團高級管理人員的酬金介乎下列區間：

## 董事及核數師有關財務報表之責任

董事負責監督本集團財務報表之編製工作，並確保該等財務報表之編製均符合所有有關法規及適用會計準則的規定。

本公司之外部核數師有關彼等於財務報表之報告責任載於第29頁至30頁之「獨立核數師報告」。

## 核數師酬金

於年度內，本集團就法定審核工作而支付之核數師酬金總額為1,729,000港元（二零一二年：1,736,000港元），其中1,620,000港元（二零一二年：1,540,000港元）已支付予或應支付予本集團之主要核數師畢馬威會計師事務所。

本集團之主要核數師畢馬威會計師事務所及其關連機構就所提供之法定審核及非審核服務而獲支付或應支付之酬金分別為1,620,000港元（二零一二年：1,540,000港元）及210,000港元（二零一二年：193,000港元）。非審核服務主要包括向本集團提供的稅務和審閱服務。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a Securities Dealing Code regarding director's securities transactions on terms no less exacting than required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules. All directors have confirmed, upon specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and the Securities Dealing Code throughout the year under review.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Board recognises its responsibility for maintaining an adequate and sound internal control system and through the Audit Committee and an external firm of qualified accountants ("Internal Auditors") to provide internal audit services, conducts reviews on the effectiveness of these systems at least annually, covering all material controls, including financial, operational and compliance controls, and risk management functions. The process used in reviewing the effectiveness of these internal control systems includes discussion with management on risk areas identified by management. The purpose of the Company's internal control is to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems so that the Company's objectives can be achieved.

## INTERNAL AUDIT FUNCTION

Although there was no in-house internal audit set up during the year, the Company engaged the Internal Auditors to review specific areas of concern identified by management and the Audit Committee. The Internal Auditors performed a review of the effectiveness of the system of internal control of the Group for the year ended 31 March 2013 so as to furnish some degree of comfort to the Audit Committee and the Board on the reliability and integrity of the system and control process. The results of the internal control review were submitted to the Audit Committee for consideration. The Audit Committee has reviewed the results of the internal control review and is satisfied that the existing system of internal controls is effective and adequate.

## COMPANY SECRETARY

The Company Secretary is an employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary is responsible for advising the Board through the Chairman and/or the Vice Chairman on governance matters and also facilitates the induction and professional development of directors. The Company Secretary also keeps proper records of all Board and Board committee meetings. The biography of the Company Secretary is set out on page 28. The Company Secretary has undertaken no less than 15 hours of professional training during the year.

## 董事之證券交易

本公司已採納有關董事證券交易的證券買賣守則，其條款不遜於上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）載列的規定準則。經過本公司向所有董事作出具體查詢後，本公司董事已確認彼等於回顧年度內一直遵守標準守則載列的規定準則及其有關董事證券交易的證券買賣守則。

## 內部監控及風險管理

董事會明白其維持足夠及健全內部監控制度的責任，並透過審核委員會及外聘一間執業會計師事務所（「內部核數師」）負責內部審核服務，每年對該等制度之有效性進行檢討最少一次，有關檢討涵蓋所有重大監控包括財務、營運及遵例監控，以及風險管理職能。檢討該等內部監控制度之有效性時所運用之程序包括與管理層共同研討由管理層辨識之風險範疇。本公司之內部監控制度旨在提供合理（但非絕對）保證，使營運制度不會出現重大錯誤或損失，以及監控（而非消除）營運系統失責之風險，藉以協助本公司達致目標。

## 內部審核職能

年內，本公司並無建立內部審核部門，但內部核數師對管理層及審核委員會所關注的特定範圍已進行年度檢討。內部核數師對本集團截至二零一三年三月三十一日止年度的內部監控制度效率進行檢討，以便就有關制度及監控程序的可靠性及完整性向審核委員會及董事會提供一定的信心保證。內部監控制度有關的檢討結果已提交予審核委員會參考，審核委員會在已審閱該有關內部監控檢討的結果，認為現行的內部監控機制健全及妥善。

## 公司秘書

公司秘書為本公司的僱員及了解本公司的日常事務。透過主席及／或副主席，公司秘書負責對董事會就管治事項提供意見並協助董事的就職及專業發展。公司秘書同時保存董事會及各董事委員會會議的完整記錄。公司秘書的履歷已列於第28頁。於本年內，公司秘書已接受不少於15小時的相關專業培訓。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to convene an extraordinary general meeting "EGM"

Article 67 of the articles of association of the Company provides that an extraordinary general meeting shall be convened on requisition, as provided by the Companies Ordinance. According to section 113 of the Companies Ordinance, directors shall forthwith convene an EGM upon the requisition of the shareholders holding not less than 5% of the paid-up capital of the Company.

### Procedures for putting forward proposals at EGM

Pursuant to section 113 of the Companies Ordinance, the requisition for EGM must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company. The directors should convene an EGM within 21 days from the date of the deposit of the requisition by issuing a notice of EGM. The EGM shall take place on a day not more than 28 days after the date of such notice of EGM.

### Procedures for directing Shareholders' enquiries to the Board

Shareholders may put forward enquiries to the Board through the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

The Company Secretary  
YangtzeKiang Garment Limited  
22 Tai Yau Street,  
San Po Kong,  
Kowloon,  
Hong Kong

E-Mail: [info@ygm.com.hk](mailto:info@ygm.com.hk)  
Telephone: (852) 2327 5111  
Facsimile: (852) 2352 2286

### Changes in the Company's constitutional documents

On 14 September 2012, special resolutions were passed to amend the articles of association of the Company in order to (i) ensure compliance with the recent amendments to the Listing Rules relating to corporate governance and fixing of record date for entitlements subject to shareholders' approval, and (ii) facilitate arrangement of the Company's general meetings. Details of the amendments to the Articles of Association are set out in the circular of the Company dated 26 July 2012.

## 股東權利

### 股東召開股東特別大會（「股東特別大會」）之程序

本公司的公司組織章程第67條訂明，根據公司條例，股東特別大會可以應請求而召開。根據公司條例第113條，董事在收到持有不少於本公司5%繳足資本的股東所發出的請求書後，須立即召開股東特別大會。

### 於股東特別大會上提呈議案之程序

根據公司條例第113條，股東特別大會的請求書必須述明會議的目的，並由請求人簽署及存放於本公司的註冊辦事處。董事須在該請求書存放日期起計21天內，透過發出召開股東特別大會之通知而召開股東特別大會。股東特別大會須於發出召開股東特別大會之通知當日起計之28天內召開。

### 股東向董事會查詢之程序

股東可透過公司秘書向董事會作出查詢，而公司秘書會轉交有關查詢予董事會處理。公司秘書之聯絡詳情如下：

公司秘書  
長江製衣有限公司  
香港  
九龍  
新蒲崗  
大有街二十二號

電郵：[info@ygm.com.hk](mailto:info@ygm.com.hk)  
電話：(852) 2327 5111  
傳真：(852) 2352 2286

### 本公司章程文件之修訂

於二零一二年九月十四日，本公司的一項特別決議案獲得通過，對本公司的組織章程細則作出修訂，以(i)確保遵守上市規則最近有關企業管治及釐定須經股東批准之權益之紀錄日期之修訂，及(ii)便利本公司之股東週年大會之安排。有關組織章程細則之修訂詳情載於本公司日期為二零一二年七月二十六日之通函。



## DIRECTORS AND MANAGEMENT 董事及管理人員

### DIRECTORS

#### **Chan Sui Kau, GBM, GBS, JP**

Aged 88, Dr. Chan is the founder of our Group. He established the Company in 1949 and is the Executive Chairman of the Company and the Honorary Chairman of YGM Trading Ltd. Having been a Justices of the Peace since 1983, Dr. Chan was awarded the Gold Bauhinia Star in 2002 and six years later in 2008 he was awarded the Grand Bauhinia Medal. Dr. Chan used to serve as a member of the 8th & 9th term of the Chinese People's Political Consultative Committee until he reached the retirement age. Dr. Chan is also an Honorary Citizen of Dongguan, Foshan, Guangzhou and Wuxi (Jiangsu).

Dr. Chan received an Honorary Doctoral Degree of Business Administration from The Hong Kong Polytechnic University in 2001; an Honorary Doctoral Degree of Social Sciences from City University of Hong Kong in 2007 and in the same year an Honorary University Fellowship from The University of Hong Kong. Dr. Chan received another two honorary university conferments: one was an Honorary University Fellowship from Hong Kong Baptist University and the other one was an Honorary Doctoral Degree of Social Sciences from The Hong Kong University of Science & Technology in 2008. Dr. Chan received an Honorary Fellowship from The Chinese University of Hong Kong in 2013.

Dr. Chan is the former Chairman of the Clothing Industry Training Authority (1986); former Chairman of the Textile Council of Hong Kong (1988-1994) and presently its Honorary Chairman; former President of Federation of Hong Kong Garment Manufacturers (1977-1988) and currently its Life Honorary President; Honorary President of Hong Kong Woollen & Synthetic Knitting Manufacturers' Association since 1980 and former member of Textile Advisory Board of Hong Kong (1971-1987) as well as the Hong Kong Labour Advisory Board (1985-1995).

#### **Chan Wing Fui, Peter, MA**

Aged 67, Mr. Chan received a Master's degree in Administrative Science from Yale University, USA in 1969 and joined the Group in the same year. He was appointed as Director and Managing Director of the Company in 1971 and 1980 respectively and Vice Chairman of the board of directors of the Company and YGM Trading Ltd in 1987. He has been appointed as the Chairman of the board of directors of YGM Trading Limited since May 2010. Mr Chan has been actively involved in garment manufacturing and marketing in the Far East and the USA for over 30 years. He is the son of Dr. Chan Sui Kau and the brother of Mr. Chan Wing Sun, Samuel and Ms. Chan Suk Ling, Shirley.

### 董事

#### **陳瑞球**

八十八歲，一九四九年創辦本公司，為本集團之創辦人，亦為本公司之執行主席及YGM貿易有限公司之榮譽主席。自一九八三年獲委任為太平紳士的陳博士於二零零二年獲香港特別行政區政府頒授金紫荊星章，並於六年後二零零八年獲頒授大紫荊勳章。陳博士曾任中國人民政治協商會議第八及九屆全國委員會委員直至到達退休年齡，他亦是東莞市、佛山市、廣州市及江蘇無錫市榮譽市民。

陳博士於二零零一年獲香港理工大學頒授榮譽工商管理博士銜；二零零七年獲香港城市大學頒授榮譽社會科學博士銜及同年獲香港大學頒授名譽大學院士銜；二零零八年陳博士獲頒授兩項大學榮譽名銜，其一為香港浸會大學頒授的榮譽大學院士銜；其二為香港科技大學頒授的榮譽社會科學博士銜；二零一三年陳博士獲香港中文大學頒授榮譽院士銜。

陳博士於一九八六年成為製衣業訓練局主席；一九八八年至一九九四年為香港紡織業聯會主席，現為該會的榮譽主席；一九七一年至一九八八年為香港製衣業總商會主席，現為該會的終生榮譽主席；一九八零年成為香港羊毛化纖針織業廠商會榮譽主席；一九七一年至一九八七年為香港政府紡織業諮詢委員會委員；一九八五年至一九九五年為香港政府勞工顧問委員會委員。

#### **陳永奎**

六十七歲，陳先生於一九六九年獲美國耶魯大學頒發行政管理學碩士學位，並於同年加入本集團。彼於一九七一年獲委任為本公司董事，一九八零年為董事總經理，一九八七年分別任本公司及YGM貿易有限公司副主席。彼於二零一零年五月獲委任為YGM貿易有限公司董事會主席。陳先生積極參與遠東及美國之成衣製造及市場推廣逾三十年之久。彼為陳瑞球博士之公子及陳永樂先生及周陳淑玲女士之兄。

## DIRECTORS AND MANAGEMENT 董事及管理人員

### **Chan Wing Kee, GBS, OBE, JP**

Aged 66, Mr. Chan received a Bachelor's degree in Industrial Engineering in 1970. He joined the Group in 1970 as Production Manager and later became Sales Manager. He was appointed as Director in 1977 and Managing Director in 1987. He is also a Director of YGM Trading Limited; Independent Non-executive Director of China Travel International Investment Hong Kong Limited and China Construction Bank (Asia) Corporation Limited. Mr. Chan has participated in many textile negotiations with the USA and Europe for Hong Kong and Macau. He is a Standing Committee Member of The 10th, 11th and 12th of The Chinese People's Political Consultative Conference; Deputy of the 8th & 9th National People's Congress of China; Member of Commission on Strategic Development of Hong Kong Special Administrative Region; Ex-member of Economic Council of Macau Special Administrative Region; Ex-member of the Textile Advisory Board; Ex-Committee Member of the Preparatory Committee for Hong Kong Special Administrative Region and Ex-Advisor of Hong Kong Affairs. He is the brother of Mr. Chan Wing To and Ms. Chan Suk Man.

### **Chan Wing To, PhD**

Aged 62, Mr. Chan joined YGM Singapore in 1978. He was appointed as Director of the Group in 1983 and YGM Trading Ltd in 1987. Mr. Chan received a Doctor of Philosophy degree in economics from the University of Rochester, USA in 1978. He has extensive experience in the textile and garment business. He is the brother of Mr. Chan Wing Kee and Ms. Chan Suk Man.

### **Chan Suk Man, MSc**

Aged 65, Ms. Chan received Master of Science Degrees from the University of Windsor, Canada in 1973 and Case Western Reserve University USA in 1975. Madam Chan joined the Group in 1976 and was appointed as Director in 1993. She is the sister of Mr. Chan Wing Kee and Mr. Chan Wing To.

### **Chan Wing Sun, Samuel, FCA**

Aged 65, Mr. Chan received a Bachelor's degree from University of Manchester, the United Kingdom in 1970 and qualified as a Chartered Accountant in 1973. He was the Company Secretary of the Group from 1974 to 1988 and has been a Director since 1977. Mr. Chan was the Managing Director of YGM Trading Limited from 1987 to 2006 and the Chief Executive Officer of YGM Trading Limited from 2006 to 2010. He has been the Vice Chairman of the board of directors of YGM Trading Limited since 2010. Mr. Chan was appointed as a director of Gold Anomaly Limited (whose shares are listed on Australian Securities Exchange) in January 2013 and as chairman of the board of directors of Gold Anomaly Limited in March 2013. He is the son of Dr. Chan Sui Kau and the brother of Mr. Chan Wing Fui, Peter and Ms. Chan Suk Ling, Shirley.

### **陳永棋**

六十六歲，陳先生於一九七零年獲工業工程學士學位。於一九七零年加入本集團，先後任生產經理、營業經理，一九七七年獲委任為董事，一九八七年任董事總經理。彼亦為YGM貿易有限公司董事；香港中旅國際投資有限公司及中國建設銀行(亞洲)股份有限公司之獨立非執行董事。陳先生曾多次參與歐美與港澳之間之紡織品談判。陳先生為中華人民共和國第十屆、第十一屆及第十二屆全國政協常務委員；中華人民共和國第八屆及第九屆全國人民代表大會代表；香港特別行政區政府策略發展委員會委員；前澳門特別行政區經濟委員會委員；前香港特別行政區紡織業諮詢委員會委員；前香港特別行政區籌備委員會委員及前中國國務院香港事務顧問。彼為陳永滔先生及劉陳淑文女士之兄。

### **陳永滔**

六十二歲，陳先生於一九七八年加入新加坡長江，並於一九八三年及一九八七年獲委任為本集團及YGM貿易有限公司董事。陳先生於一九七八年獲得美國University of Rochester頒發經濟博士學位，陳先生於紡織品及成衣業務有廣泛之經驗。陳先生為陳永棋先生及劉陳淑文女士之弟。

### **劉陳淑文**

六十五歲，陳女士分別於一九七三年及一九七五年獲得加拿大University of Windsor及美國Case Western Reserve University理科碩士學位，陳女士於一九七六年加入本集團，並於一九九三年獲委任為董事。陳女士為陳永棋先生之妹及為陳永滔先生之姊。

### **陳永樂**

六十五歲，陳先生一九七零年獲英國曼徹斯特大學頒授學士學位，並於一九七三年成為特許會計師。彼於一九七四年至一九八八年間出任本集團之公司秘書及一九七七年獲委任為董事。陳先生於一九八七年至二零零六年間出任YGM貿易有限公司之董事總經理及由二零零六年至二零一零年間出任YGM貿易有限公司之行政總裁。彼自二零一零年起出任YGM貿易有限公司董事會副主席。於二零一三年一月，陳先生獲委任為Gold Anomaly Limited(其股份於澳洲證券交易所上市)董事，及於二零一三年三月出任Gold Anomaly Limited董事會主席。陳先生為陳瑞球博士之公子、陳永奎先生之弟及周陳淑玲女士之兄。

## DIRECTORS AND MANAGEMENT 董事及管理人員

### **Chan Suk Ling, Shirley, JP**

Madam Chan, is the Chief Executive Officer and Executive Director of the YGM Trading Limited. She joined the Group in 1973 and was appointed as the Director of the Group in 1983. Madam Chan has extensive experience in the garment retail and wholesale business. She is a Member of the BUD Fund Programme Management Committee of Hong Kong Special Administrative Region, a Council Member of the Hong Kong Trade Development Council, the Chairman of the Garment Advisory Committee of the Hong Kong Trade Development Council, a Member of the Hong Kong-France Business Partnership Committee of the Hong Kong Trade Development Council, the First Vice-President of the Chinese Manufacturers' Association of Hong Kong, the Chairman of the Hong Kong Brand Development Council, a Member of the Board of Directors of the Hong Kong Tourism Board, a Committee Member of the Tianjin Municipal Committee of the Chinese People's Political Consultative Conference, Vice President of the Guangdong Association of Enterprises with Foreign Investment and a Council Member of City University of Hong Kong. She received a Bachelor's degree from Nottingham Trent University, United Kingdom in 1973. Madam Chan, aged 62, is the daughter of Dr. Chan Sui Kau and the sister of Mr. Chan Wing Fui, Peter and Mr. Chan Wing, Sun, Samuel.

### **So Ying Woon, Alan**

Aged 63, Mr. So received a Bachelor's degree from the Chinese University of Hong Kong in 1974. Mr. So joined the Group in 1974 and was promoted to the position of Sales Manager in 1976. He has been the General Manager since 1993. Mr. So was appointed as Executive Director of the Company in 2005.

### **Leung Hok Lim, FCPA(Aust.), CPA(Macau), FCPA(Practising)**

Aged 78. Mr. Leung was appointed as an Independent Non-executive Director of the Company in 1993. He is the founder and senior partner of PKF, Accountants and Business Advisers. Mr. Leung is a non-executive director of Beijing-Hong Kong Exchange of Personnel Centre Limited, and an independent non-executive director of a number of listed companies, namely YGM Trading Limited, Fujian Holdings Limited, Phoenix Satellite Television Holdings Limited, S E A Holdings Limited and High Fashion International Limited.

### **周陳淑玲**

陳女士為YGM貿易有限公司行政總裁及執行董事。彼於一九七三年加入本集團，一九八三年出任本集團董事。陳女士於成衣零售及批發業務有廣泛之經驗。現為香港特別行政區政府BUD專項基金計劃管理委員會委員、香港貿易發展局理事、香港貿易發展局成衣業諮詢委員會主席、香港貿易發展局港法貿易伙伴委員會成員、香港中華廠商聯合會第一副會長、香港品牌發展局主席、香港旅遊發展局董事局成員、中國人民政治協商會議天津市委員會委員、廣東外商投資企業協會副會長及香港城市大學校董會成員。彼於一九七三年獲英國Nottingham Trent University頒發學士學位。陳女士現年六十二歲，為陳瑞球博士之千金、陳永奎先生及陳永樂先生之妹。

### **蘇應垣**

六十三歲，蘇先生於一九七四年獲得香港中文大學學士學位，蘇先生於一九七四年加入本集團，於一九七六年升任營業部經理，自一九九三年出任營業總經理。蘇先生於二零零五年獲委任為本公司執行董事。

### **梁學濂**

七十八歲，梁先生於一九九三年獲委任為本公司獨立非執行董事，彼為PKF大信梁學濂(香港)會計師事務所之創辦人及高級合夥人。梁先生為京港人才交流中心有限公司之非執行董事，並為多間上市公司之獨立非執行董事，包括YGM貿易有限公司、閩港控股有限公司、鳳凰衛視控股有限公司、爪哇控股有限公司及達利國際集團有限公司。

## DIRECTORS AND MANAGEMENT 董事及管理人員

### **Lin Keping**

Aged 74, Mr. Lin has been appointed as an Independent Non-executive Director of the Company since 2004. Mr. Lin is an engineer, graduated from Beijing University of Posts and Telecommunications in 1963. He is a member of the Eighth National Committee of the Chinese People's Political Consultative Conference and an executive member of the Eighth All-China Federation of Industry and Commerce. He has served in postal and telecommunication research institutes, the Ministry of Posts and Telecommunications and other organisations for years, and was an executive vice president of China Minsheng Bank Corp. Ltd. He is also an Independent Non-executive Director of YGM Trading Limited.

### **Sze Cho Cheung, Michael, GBS, CBE, ISO, JP**

Aged 68, Mr. Sze has been appointed as an Independent Non-executive Director of the Company since 2010. He was a former Executive Director of the Hong Kong Trade Development Council, a position he held for eight years prior to his retirement on 1 May 2004. Before that, he worked for 25 years in various capacities in the Hong Kong Government. He is also an Independent Non-executive Directors of Swire Pacific Limited and YGM Trading Limited. Mr. Sze resigned as a non-executive director of Lee Kum Kee Co., Ltd. in June 2010 and currently acts as a consultant to the board of Lee Kum Kee Co., Ltd.

### **Choi Ting Ki**

Aged 58, Mr. Choi was appointed as an Independent Non-executive Director of the Company in December 2012. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Committee of the Chinese People's Political Consultative Conference of Jing'an District, Shanghai, and Honorary Vice-Chairman of the Federation of Returned Overseas Chinese of Jing'an District, Shanghai. In 1978, Mr. Choi graduated from the Department of Accounting of the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University). He joined KPMG in the same year and has held various positions, including Deputy Manager and Manager of the audit department of KPMG Hong Kong Office, Managing Partner of KPMG Shanghai Office, Senior Partner of KPMG Huazhen Shanghai Office as well as Senior Partner of KPMG Huazhen in Eastern and Western China. Mr. Choi retired from KPMG Huazhen in April 2010. Mr. Choi was responsible for initial public offering projects for a number of large Chinese domestic enterprises in China, Hong Kong and overseas, as well as for various transactions for listed companies. He possesses a wealth of professional knowledge and experience. Mr. Choi is also an Independent Non-executive Director of Sinopec Shanghai Petrochemical Company Limited and YGM Trading Limited.

### **林克平**

七十四歲，林先生自二零零四年起出任本公司獨立非執行董事。林先生為工程師，一九六三年畢業於北京郵電大學。為中國人民政治協商會議第八屆全國委員會委員、第八屆中華全國工商聯合會執行委員。林先生曾長期在郵電科研機構、郵電部及其他部門任職，曾任中國民生銀行副行長。彼亦為YGM貿易有限公司之獨立非執行董事。

### **施祖祥**

六十八歲，施先生自二零一零年起出任本公司獨立非執行董事，曾出任香港貿易發展局總裁達八年，於二零零四年五月一日退休。在此之前，他曾任職公務員二十五年，期間出任多個不同職位。施先生亦是太古股份有限公司及YGM貿易有限公司之獨立非執行董事。施先生於二零一零年六月辭任李錦記有限公司非執行董事之職，現為李錦記有限公司董事會顧問。

### **蔡廷基**

五十八歲，蔡先生於二零一二年十二月獲委任為本公司獨立非執行董事，現為香港會計師公會資深會員、上海市靜安區政協委員、上海市靜安區歸國華僑聯合會名譽副主席。蔡先生一九七八年畢業於香港理工學院（現稱為香港理工大學）會計系，同年加入畢馬威會計師事務所，歷任香港畢馬威會計師事務所審計部副經理、經理，畢馬威會計師事務所上海辦事處執行合伙人，畢馬威華振會計師事務所上海首席合伙人，畢馬威華振會計師事務所華東華西區首席合伙人。二零一零年四月蔡先生自畢馬威華振會計師事務所退休。蔡先生曾負責多家大型國內企業在中國境內、香港和海外首次公開發行股票項目及許多已上市公司項目，具有豐富的專業知識及經驗。蔡先生亦是中國石化上海石油化工股份有限公司及YGM貿易有限公司之獨立非執行董事。

## DIRECTORS AND MANAGEMENT 董事及管理人員

### MANAGEMENT

#### Lau Shing Choy

Aged 65, Mr. Lau received a Bachelor's degree from the Chinese University of Hong Kong in 1969, and a Doctor of Philosophy Degree from Case Western Reserve University, USA in 1978. Mr. Lau joined the Group in 1978 to develop the China business. He is the Director of Hong Kong Knitters Limited. He is the husband of Ms. Chan Suk Man.

#### Senoussi, Serge

Aged 48, is the Managing Director of Lavender Garment Limited and the General Manager of liaison office in Bangladesh. Mr. Senoussi obtained a Master's degree in Econometrics in 1986 and a diploma in Scientific Management Methods in 1987 from the University of Paris X Nanterre, France. He joined the Company in 1993 to develop the business in Bangladesh.

#### Leung Ming Wai, Alan

Aged 55, Mr. Leung is the General Manager of Sales Department and obtained the diploma in Management Studies at Hong Kong Polytechnic University and Master Degree in Business Administration at University of Macau. He joined the Company as Sales Manager in 1986.

#### Chui Wai Ha, Catherine, MBA

Aged 51, Ms. Chui is the General Manager of Sales Department. Ms. Chui joined the Group in 1994, and has over 25 years' managerial experience in fashion business. She was awarded Master of Business Administration (Fashion Business) by the Hong Kong Polytechnic University in 2004.

#### Yung Choi Yin, Margaret

Aged 49, is the General Manager of Sales Department and received a Bachelor's degree from RMIT University and a Master's degree in Business Administration from Hong Kong Polytechnic University. She joined the Company in 1985.

#### Yip Chung On

Aged 50, Mr. Yip is the General Manager of Sales Department. Mr. Yip joined the Company in 1982, and was promoted to Sales Manager on 1989. With wide range of both woven and knit experience in garment sourcing and merchandizing, he was appointed as General Manager in 2005.

#### Hui Sau Ling

Aged 47, is the Financial Controller and Company Secretary of the Group. She joined the Group in 2000 and has extensive experience in auditing, accounting, treasury and company secretarial work. She is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants.

### 管理人員

#### 劉盛材

六十五歲，劉先生於一九六九年獲得香港中文大學學士學位，及於一九七八年獲得美國Case Western Reserve University哲學博士學位。劉先生於一九七八年加入本集團，負責開拓中國業務。彼亦為香港織造有限公司之董事，劉陳淑文女士之丈夫。

#### Senoussi, Serge

四十八歲，為Lavender Garment Limited之董事總經理及孟加拉聯絡辦事處之總經理。他於一九八六年獲得計量經濟學碩士學位及一九八七年獲得法國巴黎第十大學科學管理學文憑。他於一九九三年加入本公司負責孟加拉之業務發展。

#### 梁銘惠

五十五歲，梁先生現任營業總經理。彼獲得香港理工大學管理學文憑，及澳門大學工商管理碩士學位。梁先生於一九八六年加入本集團任職營業部經理。

#### 崔偉霞

五十一歲，崔小姐現任營業總經理，於一九九四年加入本集團，擁有二十五年以上服裝銷售業務管理經驗。並於二零零四年獲香港理工大學頒授工商管理(服裝企業)碩士學位。

#### 容楚彥

四十九歲，容小姐現任營業總經理，彼獲得皇家墨爾本理工大學學士學位及香港理工大學工商管理碩士學位。容小姐於一九八五年加入本公司。

#### 葉仲安

五十歲，葉先生現任營業總經理。葉先生於一九八二年加入本公司，及於一九八九年升任營業部經理。葉先生於梭織及針織成衣採購及銷售均有廣泛之經驗，他於二零零五年獲委任總經理。

#### 許秀玲

四十七歲，為本集團之財務總監及公司秘書。她於二零零零年加入本集團並對審計、會計、財務及公司秘書等工作擁有豐富經驗。許小姐為英國特許公認會計師公會資深會員及香港會計師公會會員。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF YANGTZEKIANG GARMENT LIMITED

(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of YangtzeKiang Garment Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 31 to 145, which comprise the consolidated and Company balance sheets as at 31 March 2013, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 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. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, 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.

### 獨立核數師報告

致長江製衣有限公司股東

(於香港註冊成立之有限公司)

我們已審計列載於第31頁至145頁長江製衣有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一三年三月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他解釋資料。

### 董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製能真實而公平地列報的綜合財務報表,以及董事確認為需要之內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見,按照香港《公司條例》第141條的規定,僅向整體股東報告。除此之外,我們的報告書不可用作其他用途。我們概不就本報告書的內容,對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。這些準則要求我們遵守職業道德規範,並規劃及執行審計,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。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of 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 the 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.

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### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013 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 Hong Kong Companies Ordinance.

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

21 June 2013

審計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的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製能真實而公平地列報的綜合財務報表相關的內部控制，以設計適當的審計程序，但目的並非為對公司的內部控制的有效性發表意見。審計亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證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 貴公司及貴集團於二零一三年三月三十一日的事務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》妥為編製。

畢馬威會計師事務所  
執業會計師

香港中環  
遮打道十號  
太子大廈八樓

二零一三年六月二十一日

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

			2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
		Note 附註		
<b>Turnover</b>	營業額	3 & 12	<b>1,333,068</b>	1,750,673
Cost of sales	銷售成本		<b>(1,110,978)</b>	(1,481,405)
<b>Gross profit</b>	毛利		<b>222,090</b>	269,268
Other revenue	其他收入	4	<b>4,456</b>	5,554
Other net income	其他收益淨額	4	<b>423</b>	7,053
Selling and distribution expenses	銷售及分銷費用		<b>(81,870)</b>	(93,911)
Administrative expenses	行政費用		<b>(72,444)</b>	(84,666)
Other operating expenses	其他經營費用		<b>(33,382)</b>	(21,065)
<b>Profit from operations</b>	經營溢利		<b>39,273</b>	82,233
Finance costs	融資成本	5(a)	<b>(4,398)</b>	(5,799)
Share of losses of associates	應佔聯營公司虧損		<b>(398)</b>	(192)
Share of (losses)/profits of jointly controlled entities	應佔合營公司(虧損)/溢利	18	<b>(4,821)</b>	7,522
Impairment loss on fixed assets	固定資產減值虧損	13(f)	<b>(8,504)</b>	-
Net valuation gains on investment properties	投資物業估值收益淨額	13(a)	<b>44,905</b>	33,392
<b>Profit before taxation</b>	除稅前溢利	5	<b>66,057</b>	117,156
Income tax	所得稅	6(a)	<b>(10,311)</b>	(12,823)
<b>Profit for the year</b>	本年度溢利		<b>55,746</b>	104,333
<b>Attributable to:</b>	應撥歸於：			
Equity shareholders of the Company	本公司股權持有人		<b>53,082</b>	103,159
Non-controlling interests	非控股股東權益		<b>2,664</b>	1,174
<b>Profit for the year</b>	本年度溢利		<b>55,746</b>	104,333
<b>Earnings per share</b>	每股盈利			
Basic and diluted	基本及攤薄	11	<b>\$0.26</b>	\$0.49

The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。

Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 27(b).

應付本公司股權持有人的股息詳情載於附註27(b)。



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

	Note	2013	2012
	附註	二零一三年	二零一二年
		\$'000	\$'000
		千元	千元
<b>Profit for the year</b>		<b>55,746</b>	104,333
<b>Other comprehensive income for the year (after tax and reclassification adjustments)</b>			
	10		
Exchange differences on translation of:	匯兌差額：		
– financial statements of subsidiaries outside Hong Kong	– 換算香港境外附屬公司財務報表所產生之匯兌差額	<b>1,662</b>	6,509
– share of associates' and jointly controlled entities' net assets	– 換算應佔聯營公司及合營公司資產淨值	<b>3,689</b>	22,425
		<b>5,351</b>	28,934
Revaluation of land and buildings held for own use upon transfer to investment properties, net of tax	重估轉撥往投資物業之持作自用土地及樓宇，已扣除稅項	–	14,231
Available-for-sale securities: net movement in the investment revaluation reserve	可供出售證券：投資重估儲備變動淨額	<b>(984)</b>	218
Cash flow hedges: net movement in the hedging reserve	現金流量對沖：對沖儲備變動淨額	<b>48</b>	3,016
		<b>4,415</b>	46,399
<b>Total comprehensive income for the year</b>		<b>60,161</b>	150,732
<b>Attributable to:</b>	應撥歸於：		
Equity shareholders of the Company	本公司股權持有人	<b>57,300</b>	149,822
Non-controlling interests	非控股股東權益	<b>2,861</b>	910
<b>Total comprehensive income for the year</b>		<b>60,161</b>	150,732

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The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

At 31 March 2013 (Expressed in Hong Kong dollars)

於二零一三年三月三十一日 (以港元計)

			2013	2012
		Note	二零一三年	二零一二年
		附註	\$'000	\$'000
			千元	千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Fixed assets	固定資產	13(a)		
Investment properties	投資物業		213,783	168,616
Other property, plant and equipment	其他物業、廠房及設備		87,599	102,397
Interest in leasehold land held for own use under operating leases	持作經營租賃之自用租賃土地		1,727	1,776
			<b>303,109</b>	<b>272,789</b>
Intangible assets	無形資產	14	3,117	3,117
Goodwill	商譽	15	-	-
Interests in associates	聯營公司權益	17	2,096	16
Interests in jointly controlled entities	合營公司權益	18	610,118	611,270
Prepayment for fixed assets	固定資產預付款		870	789
Other financial assets	其他金融資產	19	7,069	8,079
Deferred tax assets	遞延所得稅資產	25(b)(iii)	2,454	11,328
			<b>928,833</b>	<b>907,388</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	78,340	127,345
Trade and other receivables	應收賬款及其他應收款	21	192,795	329,199
Cash and cash equivalents	現金及現金等價物	22	270,015	149,227
			<b>541,150</b>	<b>605,771</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	23	150,810	221,304
Current tax payable	應付本期稅項	25(a)	15,288	21,765
			<b>166,098</b>	<b>243,069</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>375,052</b>	<b>362,702</b>
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>1,303,885</b>	<b>1,270,090</b>

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

At 31 March 2013 (Expressed in Hong Kong dollars)  
於二零一三年三月三十一日 (以港元計)

			2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
		Note 附註		
<b>Non-current liabilities</b>	非流動負債			
Provision for long service payments	長期服務金準備	26	22,915	33,108
Deferred tax liabilities	遞延所得稅負債	25(b)(iii)	9,043	14,778
			<b>31,958</b>	<b>47,886</b>
<b>NET ASSETS</b>			<b>1,271,927</b>	<b>1,222,204</b>
<b>CAPITAL AND RESERVES</b>	資本及儲備			
Share capital	股本	27(c)	103,374	103,374
Reserves	儲備		1,160,646	1,115,751
<b>Total equity attributable to equity shareholders of the Company</b>	應撥歸於本公司股權持有人權益總額		<b>1,264,020</b>	<b>1,219,125</b>
<b>Non-controlling interests</b>	非控股股東權益		<b>7,907</b>	<b>3,079</b>
<b>TOTAL EQUITY</b>	權益總額		<b>1,271,927</b>	<b>1,222,204</b>

Approved and authorised for issue by the board of directors on 21 June 2013.

董事會已於二零一三年六月二十一日核准及授權發佈上列賬目。

**Chan Sui Kau**  
Chairman

**Chan Wing Kee**  
Managing Director

陳瑞球  
主席

陳永棋  
董事總經理

The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。

# BALANCE SHEET

## 資產負債表

At 31 March 2013 (Expressed in Hong Kong dollars)  
於二零一三年三月三十一日 (以港元計)

			2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Fixed assets	固定資產	13(b)		
Investment properties	投資物業		255,590	190,005
Other property, plant and equipment	其他物業、廠房及設備		27,279	28,972
			<b>282,869</b>	218,977
Intangible assets	無形資產	14	3,117	3,117
Investments in subsidiaries	附屬公司投資	16	79,314	111,717
Interests in jointly controlled entities	合營公司權益	18	230,818	230,818
Other financial assets	其他金融資產	19	7,069	8,079
			<b>603,187</b>	572,708
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	22,535	29,116
Trade and other receivables	應收賬款及其他應收款	21	205,237	284,493
Cash and cash equivalents	現金及現金等價物	22	142,387	61,504
			<b>370,159</b>	375,113
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	23	59,178	95,360
Current tax payable	應付本期稅項	25(a)	147	583
			<b>59,325</b>	95,943
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>310,834</b>	279,170
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>914,021</b>	851,878

# BALANCE SHEET

## 資產負債表

At 31 March 2013 (Expressed in Hong Kong dollars)  
於二零一三年三月三十一日 (以港元計)

			2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
		Note 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision for long service payments	長期服務金準備	26	1,708	2,843
Deferred tax liabilities	遞延所得稅負債	25(b)(iii)	3,859	4,012
			<b>5,567</b>	6,855
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>908,454</b>	845,023
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	27(a)		
Share capital	股本		103,374	103,374
Reserves	儲備		805,080	741,649
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>908,454</b>	845,023

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Approved and authorised for issue by the board of directors on 21 June 2013.

**Chan Sui Kau**  
Chairman

**Chan Wing Kee**  
Managing Director

董事會已於二零一三年六月二十一日核准及授權發佈上列賬目。

陳瑞球  
主席

陳永棋  
董事總經理

The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

		Attributable to equity shareholders of the Company 應歸於本公司股東持有人												
		Share capital	Share premium	Capital redemption reserve	Exchange reserve	Goodwill arising on consolidation	Investment revaluation reserve	Land and buildings revaluation reserve	Hedging reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	贖回儲備	匯兌儲備	產生之商譽	重估儲備	重估儲備	對沖儲備	其他儲備	保留溢利	總額	權益	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Note		(Note 27(c))	(Note 27(d)(i))	(Note 27(d)(ii))	(Note 27(d)(iii))		(Note 27(d)(iv))	(Note 27(d)(v))	(Note 27(d)(vi))	(Note 27(d)(vii))				
附註		(附註27(c))	(附註27(d)(i))	(附註27(d)(ii))	(附註27(d)(iii))		(附註27(d)(iv))	(附註27(d)(v))	(附註27(d)(vi))	(附註27(d)(vii))				
<b>Balance at 1 April 2011</b>	於二零一一年四月一日之結餘	105,184	102,753	481	110,768	(42,174)	(222)	16,805	(3,016)	7,236	803,948	1,101,763	1,677	1,103,440
<b>Changes in equity for the year:</b>	年內權益變動:													
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	103,159	103,159	1,174	104,333
Other comprehensive income	其他全面收益	10	-	-	29,198	-	218	14,231	3,016	-	-	46,663	(264)	46,399
<b>Total comprehensive income</b>	全面收益總額	-	-	-	29,198	-	218	14,231	3,016	-	103,159	149,822	910	150,732
Capital contribution from non-controlling interest	非控股股東資本投入	-	-	-	-	-	-	-	-	-	-	-	492	492
Purchase of own shares - par value paid	購回本公司股份 - 已付面值	27(c)(i)	(1,810)	-	-	-	-	-	-	-	-	(1,810)	-	(1,810)
- premium paid	- 已付溢價		-	-	-	-	-	-	-	-	(5,478)	(5,478)	-	(5,478)
Capital reduction on repurchase of the Company's shares	購回本公司股份引致股份減少	27(c)(i)	-	1,810	-	-	-	-	-	-	(1,810)	-	-	-
Dividends approved in respect of the previous year	本报告期内批准於上一年度的股息	27(b)(ii)	-	-	-	-	-	-	-	-	(21,037)	(21,037)	-	(21,037)
Dividends declared in respect of the current year	本年度已宣派股息	27(b)(i)	-	-	-	-	-	-	-	-	(4,135)	(4,135)	-	(4,135)
<b>Balance at 31 March 2012 and 1 April 2012</b>	於二零一二年三月三十一日及二零一二年四月一日之結餘	103,374	102,753	2,291	139,966	(42,174)	(4)	31,036	-	7,236	874,647	1,219,125	3,079	1,222,204
<b>Changes in equity for the year:</b>	年內權益變動:													
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	53,082	53,082	2,664	55,746
Other comprehensive income	其他全面收益	10	-	-	5,154	-	(984)	-	48	-	-	4,218	197	4,415
<b>Total comprehensive income</b>	全面收益總額	-	-	-	5,154	-	(984)	-	48	-	53,082	57,300	2,861	60,161
Capital contribution from non-controlling interest	非控股股東資本投入	-	-	-	-	-	-	-	-	-	-	-	1,967	1,967
Dividends approved in respect of the previous year	本报告期内批准於上一年度的股息	27(b)(ii)	-	-	-	-	-	-	-	-	(12,405)	(12,405)	-	(12,405)
<b>Balance at 31 March 2013</b>	於二零一三年三月三十一日之結餘	103,374	102,753	2,291	145,120	(42,174)	(988)	31,036	48	7,236	915,324	1,264,020	7,907	1,271,927

The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

			2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	經營業務所得現金	22(b)	160,670	38,715
Tax paid	已付稅項			
– Hong Kong Profits Tax paid	– 已付香港利得稅		(13,623)	(1,195)
– Tax (paid)/refunded outside Hong Kong	– (已付)/退回香港境外稅項		(24)	873
<b>Net cash generated from operating activities</b>	<b>經營活動所得的現金淨額</b>		<b>147,023</b>	<b>38,393</b>
<b>Investing activities</b>	<b>投資活動</b>			
Payment for the purchase of fixed assets	購買固定資產付款		(12,468)	(25,732)
Payment for the purchase of intangible assets	購買無形資產付款		–	(1,548)
Proceeds from disposals of plant and machinery and other fixed assets	出售廠房及機器及其他固定資產所得款項		381	3,862
Interest received	已收利息		2,255	1,675
Dividends received from unlisted equity securities	已收非上市股權證券之股息		389	3,123
Payment for investment in an associate	於一聯營公司投資款項		(2,460)	–
Capital contribution from non-controlling interests	非控股股東資本投入		1,967	492
Dividend received from a jointly controlled entity	已收合營公司之股息		–	29,072
Receipt of loans receivable	收回應收貸款		–	55
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/所得的現金淨額</b>		<b>(9,936)</b>	<b>10,999</b>

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

			2013 二零一三年	2012 二零一二年
		Note 附註	\$'000 千元	\$'000 千元
<b>Financing activities</b>	<b>融資活動</b>			
Repayment of bank loans	償還銀行貸款		(30,000)	(410,000)
Proceeds from new bank loans	新增銀行貸款所得款項		30,000	410,000
Payment for repurchase of shares	購回股份付款	27(c)(i)	-	(7,288)
Interest paid	已付利息		(4,393)	(6,052)
Dividends paid	已派股息		(12,405)	(25,172)
<b>Net cash used in financing activities</b>	<b>融資活動所用的現金淨額</b>		<b>(16,798)</b>	<b>(38,512)</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>		<b>120,289</b>	10,880
<b>Cash and cash equivalents at the beginning of the year</b>	<b>於年初之現金及現金等價物</b>		<b>149,227</b>	137,086
<b>Effect of foreign exchange rates changes</b>	<b>外幣兌換率變動之影響</b>		<b>499</b>	1,261
<b>Cash and cash equivalents at the end of the year</b>	<b>於年終之現金及現金等價物</b>	22(a)	<b>270,015</b>	149,227

The notes on pages 40 to 145 form part of these financial statements.

第40頁至145頁的附註屬本財務報表之一部份。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2013 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and jointly controlled entities.

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

### I. 主要會計政策

#### (a) 遵例聲明

本財務報表是按照所有適用之香港財務報告準則(「香港財務報告準則」)(此乃香港會計師公會(香港會計師公會)頒佈之所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)和詮釋、香港公認會計原則之統稱)和香港公司條例之規定編製。本財務報表亦符合香港聯合交易所有限公司證券上市規則(「上市規則」)之適用規定。以下為本集團採用之主要會計政策概要。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團及本公司之本會計期間首次生效或可供提早採納。本集團現行及過往會計期間因初次應用此等新發展所造成之會計政策變動而反映於該等財務報表之資料，載列於附註2。

#### (b) 財務報表的編製基準

截至二零一三年三月三十一日止年度的綜合財務報表，包括本公司及其附屬公司(統稱為「本集團」)及本集團於聯營公司及合營公司之權益。

本集團附屬公司、聯營公司及合營公司各自之財務報表所包括之項目均使用該實體營運之主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港幣列賬，港幣為本公司之功能貨幣及呈列貨幣。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation of the financial statements (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment property (see note I(h)(i));
- financial instruments classified as available-for-sale securities (see note I(f)); and
- derivative financial instruments (see note I(g)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 32.

### I. 主要會計政策 (續)

#### (b) 財務報表的編製基準 (續)

本財務報表是根據歷史成本基準編製，惟下列資產及負債以其公平價值按下文所述之會計政策入賬者則除外：

- 投資物業 (參閱附註 I(h)(i))；
- 分類為持作可供出售證券之金融工具 (參閱附註 I(f))；及
- 衍生金融工具 (參閱附註 I(g))。

按照香港財務報告準則編製的財務資料需要管理層為有關財務資料作出判斷、估計及假設，該等判斷、估計及假設影響會計政策的應用，以及所呈報之資產、負債、收入及支出的金額。資產及負債的賬面金額如果未能明顯地從其他來源取得，其金額將根據歷史經驗和在相關情況下認為合理的其他因素作出評估。實際結果可能與估計出現差異。

該等估計及相關假設會持續被評估。會計估計的改變如果只影響當期，則有關的影響在估計變更的當期確認。如果該項會計估計的更改影響當期和以後的期間，則有關的影響在當期和以後期間確認。

有關管理層於應用香港財務報告準則時所作出而將會對財務報表有重大影響的判斷，以及估計不確定因素之主要來源之討論內容，載列於附註32。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

### I. 主要會計政策 (續)

#### (c) 附屬公司及非控股股東權益

附屬公司是指受本集團控制的實體。當本集團有權管轄一實體之財務及經營政策，並透過該實體之業務得益，本集團便擁有該實體的控制權。在評估控制權時，目前可行使或可轉換的潛在投票權將被考慮在內。

於附屬公司投資，其賬項是由受控制日起直至控制終日歸納入綜合財務報表內。集團內部往來的餘額和集團內部交易及其產生的未變現溢利，均在編製綜合財務資料時全數抵銷。集團內部交易所產生的未變現虧損的抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示減值出現的部分。

非控股股東權益，即非本公司直接或間接應佔一附屬公司的權益及有關權益本集團並未與該等權益的持有者同意任何額外條款而令本集團整體對該等權益有推定責任並而符合金融負債的定義。在每一次業務合併，集團可選擇以公平價值或應佔附屬公司可區別淨資產作為計量任何非控股股東權益。

非控股股東權益在綜合資產負債表的權益內，與應撥歸本公司股權持有人權益分開呈列。非控股股東權益所佔本集團業績呈列在綜合損益表及綜合全面收益表內，呈列為年內總溢利或虧損及總全面收益被分配至非控股股東權益及本公司股權持有人權益。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (c) Subsidiaries and non-controlling interests (continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note I(f)) or, when appropriate, the cost on initial recognition of an investment in an associate or jointly controlled entity (see note I(d)).

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note I(k)).

#### (d) Associates and jointly controlled entities

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A jointly controlled entity is an entity which operates under a contractual arrangement between the Group or the Company and other parties, where the contractual arrangement establishes that the Group or the Company and one or more of the other parties share joint control over the economic activity of the entity.

### I. 主要會計政策 (續)

#### (c) 附屬公司及非控股股東權益 (續)

當本集團於一附屬公司權益出現變動，但並無失去控制權，須以權益交易入賬，而在綜合權益內以調整控股股東及非控股股東權益的數額去反映有關權益變動，但對商譽則不作調整及無收益或損失被確認。

當本集團失去一附屬公司的控制權，須以出售全部於該附屬公司權益入賬，並在損益內確認最終收益或損失。於失去控制該前附屬公司控制權當日而保留的任何權益則以公平價值確認，而該數額被視為首次以公平價值確認的金融資產 (參閱附註 I(f)) 或，如適當，被視為首次確認投資於一聯營公司或合營公司的成本 (參閱附註 I(d))。

在本公司的資產負債表中，附屬公司投資是以成本減除減值虧損 (參閱附註 I(k)) 列賬。

#### (d) 聯營公司及合營公司

聯營公司是指本集團或本公司可以對其管理層發揮重大影響的實體，包括參與其財務及經營決策，但不是控制或聯合控制管理層。

合營公司是指本集團或本公司與第三者在合約安排下經營之企業，而有關合約安排亦訂定本集團或本公司與一個或多個第三者對該企業之經濟活動分享共同控制。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Associates and jointly controlled entities (continued)

An investment in an associate or a jointly controlled entity is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes I(e) and (k)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the jointly controlled entity, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the jointly controlled entity.

Unrealised profits and losses resulting from transactions between the Group and its associates and jointly controlled entities are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### I. 主要會計政策 (續)

#### (d) 聯營公司及合營公司 (續)

於聯營公司或合營公司之投資在綜合財務報表是按權益會計法入賬，最初先以成本入賬，及就集團應佔在收購日被收購者可區別淨資產公平價值超逾其投資成本 (如有) 作出調整。隨後就本集團應佔被投資者淨資產在收購後的變動及有關該投資的減值虧損作出調整 (參閱附註 I(e) 及 (k))。任何在收購日比對成本的超越值、年內本集團應佔被投資者的收購後及除稅後業績以及任何減值虧損乃於綜合損益表內確認，而本集團應佔被投資者其他全面收益的收購後及除稅後項目乃於綜合全面收益表內確認。

當本集團應佔聯營公司或合營公司之虧損超逾其所佔權益時，本集團之權益將減少至零，並且終止確認進一步虧損；惟倘本集團須履行法律或推定責任，或代被投資者付款則除外。就此而言，本集團之權益是以按照權益法計算投資之賬面金額，連同實質上構成本集團在聯營公司或合營公司投資淨額一部分的長期權益為準。

本集團與其聯營公司及合營公司之間交易所產生的未變現溢利及虧損，均以本集團於被投資者所佔之權益比率抵銷；但假如未變現虧損顯示已轉讓資產出現減值，則這些未變現虧損會在損益內即時確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Associates and jointly controlled entities (continued)

When the Group ceases to have significant influence over an associate or joint control over a jointly controlled entity, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note I(f)) or, when appropriate, the cost on initial recognition of an investment in an associate (see note I(d)).

In the Company's balance sheet, investments in associates and jointly controlled entities are stated at cost less impairment losses (see note I(k)).

#### (e) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note I(k)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### I. 主要會計政策 (續)

#### (d) 聯營公司及合營公司 (續)

當本集團不再對聯營公司有重大影響力或不再共同控制合營公司時，按出售有關被投資者的全部權益列賬，由此產生的收益或虧損在損益內確認。在喪失重大影響力或共同控制權當日所保留有關前被投資者的權益按公平價值確認及此筆金額在初始確認金融資產 (參閱附註 I(f)) 時當作公平價值，或 (如適用) 在初始確認於聯營公司的投資時當作成本 (參閱附註 I(d))。

本公司資產負債表所示於聯營公司及合營公司的投資，是按成本減去減值虧損 (參閱附註 I(k)) 後入賬。

#### (e) 商譽

商譽代表以下的超越值：

- (i) 代價的公平價值、被收購者的非控股股東權益數額及集團從前已持有被收購者股本權益的公平價值的總額；超越
- (ii) 於收購當日，被收購者的可區別資產及負債的淨公平價值。

當(ii)超越(i)時，該超越值即時在損益表內確認為一廉價收購收益。

商譽按成本減累計減值虧損列賬。業務合併產生之商譽分配至預計將會受惠於合併之協同作用之各現金生產單位或現金生產單位的組別，並於每年進行減值測試 (參閱附註 I(k))。

在年度內出售單一現金生產單位，計算出售溢利或虧損時會計入任何可歸屬的購入商譽金額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification.

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in notes I(t)(iv) and (v).

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see note I(k)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note I(k)).

### I. 主要會計政策 (續)

#### (f) 其他債權及股權證券投資

本集團及本公司於債權及股權證券 (於附屬公司、聯營公司及合營公司之投資除外) 之投資政策如下:

債權和股權證券投資按公平價值, 即交易價值初始列賬, 除非公平價值能以只包括可觀察市場數據的估值方法更準確地計算。成本值包括有關交易成本, 除以下所列之例外。這些投資根據其分類按下列所述基準入賬。

持作買賣證券的投資分類為流動資產, 所有相關的交易成本於損益內確認。本集團會在每一結算日重新計量公平價值, 由此產生的任何收益或虧損均在損益內確認。在損益內確認的淨收益或虧損不包括任何按照會計政策附註 I(t)(iv) 及 (v) 確認的股息或利息收入。

本集團及/或本公司有能力並有意持有至到期的有期債權證券, 歸類為持有至到期的證券。持有至到期的證券是以攤銷成本減減值虧損 (參閱附註 I(k)) 列賬。

就股權證券投資, 如未能從活躍市場中取得市場報價, 其公平價值亦不能夠可靠的計量, 則該等投資會以成本減除減值虧損列賬於資產負債表 (參閱附註 I(k))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (f) Other investments in debt and equity securities (continued)

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At each balance sheet date, the fair value is remeasured with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the investment revaluation reserve. Dividend income from these investments is recognised in profit or loss in accordance with policy set out in note 1(t)(iv) and, where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in note 1(t)(v). When these investments are derecognised or impaired (see note 1(k)), the cumulative gain or loss is reclassified from equity to profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

#### (g) Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gains or losses on remeasurement of the derivative financial instrument to fair value are recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

### I. 主要會計政策 (續)

#### (f) 其他債權及股權證券投資 (續)

並不歸入以上類別的證券投資則分類為可供出售證券。而公平價值會於每一結算日作重新計量，所產生的任何損益在其他全面收益及各自累計的權益內的投資重估儲備內被確認。來自該等投資的股息收入根據附註1(t)(iv)所述的會計政策於損益內確認，而倘該等投資附有利息，則按實際利率法計算並根據附註1(t)(v)所述的會計政策於損益內確認。倘該等投資被終止確認或減值虧損(參閱附註1(k))，先前直接於權益內確認的累計收益或虧損於損益內確認。

在本集團於承諾購入／出售的投資或該等投資已到期當日，有關投資會被確認／終止確認。

#### (g) 現金流量對沖

如果某項衍生金融工具已指定用作對沖已確認資產或負債的現金流量變動、或很可能發生的預期交易、或已承諾未來交易的外幣風險，按公平價值重新計量衍生金融工具時產生的任何收益或虧損的有效部分會於其它全面收益確認及獨立累計於權益的對沖儲備中。當中任何收益或虧損的無效部分則即時在損益內確認。

如果預期交易的對沖其後引致需確認非金融資產或非金融負債，相關的收益或虧損便會從權益中轉出，然後計入非金融資產或負債的初始成本或其它賬面金額內。



# NOTES TO THE FINANCIAL STATEMENTS

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (g) Cash flow hedges (continued)

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the asset acquired or liability assumed affects profit or loss (such as when interest income or expense is recognised).

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss is reclassified from equity to profit or loss immediately.

#### (h) Fixed assets

##### (i) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment properties.

### I. 主要會計政策 (續)

#### (g) 現金流量對沖 (續)

如果預期交易的對沖其後引致需確認金融資產或金融負債，相關的收益或虧損便會從權益中轉出，然後在同一期間或所收購資產或所承擔負債對損益造成影響 (例如確認利息收入或支出時) 的期間內在損益內確認。

至於上述兩項會計政策沒有覆蓋的現金流量對沖，相關的收益或虧損便會從權益中轉出，然後在同一期間或所對沖預期交易對損益造成影響的期間內在損益內確認。

當對沖工具到期或被出售、終止或行使，或實體撤銷了指定的對沖關係但仍然預計會進行對沖預期交易時，截至當時為止的累計收益或虧損會留在權益中，並於交易進行時按照上述會計政策確認。如果預計不會進行對沖交易，則在權益中確認的累計未變現收益或虧損便會即時在損益內確認。

#### (h) 固定資產

##### (i) 投資物業

投資物業乃為賺取租金收入及／或資本增值而以租賃權益擁有或持有之土地及／或樓宇 (參閱附註1(j))，包括尚未決定日後用途之土地及興建中或已發展作未來投資物業用途之物業。

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (h) Fixed assets (continued)

##### (i) Investment properties (continued)

Investment properties are stated at fair value unless they are still in the course of construction or development at the balance sheet date and their fair value cannot be reliably determined at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note I(t)(iii).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease, and the same accounting policies are applied to other investment properties leased under finance leases.

##### (ii) Other property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note I(k)).

In preparing these financial statements, an advantage has been taken of the provisions set out in paragraph 80A of HKAS 16, *Property, plant and equipment*, with the effect that land and buildings which have been revalued in prior years have not been revalued at the balance sheet date. Such properties are stated at their carrying value less accumulated depreciation and impairment losses and will not be revalued in future years.

### I. 主要會計政策 (續)

#### (h) 固定資產 (續)

##### (i) 投資物業 (續)

投資物業乃按公平價值列賬。除非該物業在結算日仍在興建中或發展中、且當時未能有效決定其市場價值。公平價值變動或報廢或出售投資物業所產生之任何損益乃於損益內確認。投資物業的租金收入按附註I(t)(iii)所述基準入賬。

本集團以經營租賃方式持有用作租金收入及／或資本增值的物業權益是按個別物業作投資物業分類。此等被分類為投資物業之物業權益是假定以融資租賃方式持有入賬，與應用在其他以融資租賃方式持有的投資物業權益之會計政策相同。

##### (ii) 其他物業、廠房及設備

各項物業、廠房及設備乃按原值扣除累計折舊及減值虧損列賬(參閱附註I(k))。

於編製本財務報表時，曾於過往年度重估之土地及樓宇利用香港會計準則第16號物業、廠房及設備之80A段之規定而並未於結算日作出重估。那些物業是按賬面值扣除累計折舊及減值虧損入賬，而且並不會在未來年度作出重估。

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (h) Fixed assets (continued)

##### (ii) Other property, plant and equipment (continued)

When an owner-occupied property becomes an investment property carried at fair value, the property is revalued at the date of transfer. Any resulting decrease in the carrying amount of the property is recognised in profit or loss and any resulting increase in carrying amount is recognised in other comprehensive income and increase in the land and buildings revaluation reserve.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the land and buildings revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Leasehold land is depreciated on a straight-line basis over the remaining term of the lease;
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of the lease and their estimated useful lives, being no more than 40 years after the date of completion;
- Plant and machinery between 4 to 10 years; and
- Other fixed assets between 3 to 5 years.

### I. 主要會計政策 (續)

#### (h) 固定資產 (續)

##### (ii) 其他物業、廠房及設備 (續)

當自用物業成為一按公平價值列賬的投資物業，該物業於轉變當日重估。該物業因此改變而產生的任何賬面金額減少於損益內確認，而任何賬面金額增加於其他綜合收益內確認並增加土地及樓宇重估儲備。

報廢或出售物業、廠房及設備所產生的收益或虧損以出售所得淨額與該項目的賬面金額之間的差額釐定，並於報廢或出售當日在損益內確認。任何相關重估盈餘會由土地及樓宇重估儲備轉至保留溢利並不會於損益內確認。

物業、廠房及設備的折舊是按下列預計可用年限，在扣除估計剩餘值後，以直線法撇銷其成本計算：

- 租賃土地按租賃尚餘年期以直線法計算折舊；
- 存在於租賃土地的樓宇以租約年期與估計可用年限較短者計算折舊，但不多於樓宇完成後四十年；
- 廠房及機器按可用年期（四年至十年）計算折舊；及
- 其他固定資產按可用年期（三年至五年）計算折舊。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (h) Fixed assets (continued)

##### (ii) Other property, plant and equipment (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

#### (i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note I(k)). Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

### I. 主要會計政策 (續)

#### (h) 固定資產 (續)

##### (ii) 其他物業、廠房及設備 (續)

當一項物業、廠房及設備的各部份有不同的可使用年期，這項目各部份的成本將按合理基礎分配，而每部份將作個別折舊。剩餘價值 (如適用)、可使用年期和折舊方法於每年進行檢討。

#### (i) 無形資產 (商譽除外)

由本集團購入的無形資產按成本減去累計攤銷 (如估計可使用年期為有限) 及減值虧損 (參閱附註 I(k)) 後列賬。有限定使用年期的無形資產攤銷乃按資產的估計可用年期以直線法在損益表扣除。攤銷之期間及方法乃每年予以檢討。

被評估為具有不確定使用年期的無形資產不作攤銷。不確定使用年期之無形資產的任何結論須每年檢討，以確定該資產的情況及形勢會否繼續評估為不確定使用年期，否則，若可使用年期的評估從不確定轉變為確定，須按照上文所載有確定使用年期的無形資產的攤銷政策自轉變當日開始入賬。

# NOTES TO THE FINANCIAL STATEMENTS

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(h)(i)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

### I. 主要會計政策 (續)

#### (j) 租賃資產

如果集團認定一安排乃轉移權力去使用某特定資產或資產而在一同意時期去換取單一或一連串費用作回報，該安排 (包括一次交易或一連串交易的安排) 乃租賃合約或包括一租賃合約。該決定應基於該安排的實則評估而不會考慮該安排在法律上是否為一租賃合約。

#### (i) 租賃予本集團的資產分類

本集團根據租約持有之資產，而其中有關擁有權之絕大部份風險及回報均轉移至本集團之租賃乃分類為融資租賃。不會轉移有關擁有權絕大部份風險及回報則分類為經營租賃，惟以下例外：

- 倘根據經營租賃持有之物業可另行符合投資物業之定義，則按個別物業之基準分類為投資物業，而倘分類為投資物業，則入賬列作猶如根據融資租賃持有 (參閱附註1(h)(i))；及
- 若根據經營租賃持有的自用土地的公平價值無法於租賃開始時與位於其上的樓宇的公平價值分開計算，將視作根據融資租賃持有，除非該樓宇明確根據經營租賃持有。就此而言，租賃開始日期指本集團首次訂立租約時、或承接先前承租人租約之日。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (j) Leased assets (continued)

##### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note I(h). Impairment losses are accounted for in accordance with the accounting policy as set out in note I(k). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

##### (iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note I(h)).

### I. 主要會計政策 (續)

#### (j) 租賃資產 (續)

##### (ii) 根據融資租賃收購的資產

倘本集團乃根據融資租賃收購資產的使用權，則相當於租賃資產公平價值或該資產的最低租賃付款現值的較低者的金額乃計入固定資產，而扣除融資費用後的相應負債則入賬列為融資租賃承擔。折舊乃於有關租期或倘本集團將很可能取得資產的擁有權，則於附註I(h)所載資產的年限內，以撇銷資產成本或估值的比率計提撥備。減值虧損按附註I(k)所載列的會計政策列賬。租賃付款內含的融資費用乃於租賃期內的損益內扣除，以使各個會計期間的承擔結餘所負擔的定期利率大致相若。

##### (iii) 經營租賃支出

如屬本集團透過經營租賃使用資產的情況，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額方式在損益內扣除；但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。經營租賃協議所涉及的激勵措施均在損益內中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內在損益內扣除。

根據經營租賃所持有土地之收購成本乃於租賃期內以直線法攤銷，惟該物業分類為投資物業則例外 (參閱附註I(h))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Impairment of assets

##### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

### I. 主要會計政策 (續)

#### (k) 資產減值

##### (i) 債權及股權證券投資及其他應收款減值

債權及股權證券投資及按成本或經攤銷成本列賬的其他即期及其他非即期應收款或分類為可出售證券於每個結算日被審閱，以確定是否出現減值之客觀憑證。減值的客觀憑證包括以下本集團關注的可觀察數據的一項或多項虧損事項：

- 債務人重大的財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金；
- 債務人很可能將會申請破產或進行其他財務重組；
- 科技、市場、經濟或法律環境的重大改變為債務人帶來負面影響；及
- 股權工具投資的公平價值出現重大或持續下降至低於成本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (k) Impairment of assets (continued)

(i) *Impairment of investments in debt and equity securities and other receivables (continued)*

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in subsidiaries, associates and jointly controlled entities (including those recognised using the equity method (see note 1(d)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(k)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(k)(ii).
- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

### I. 主要會計政策 (續)

#### (k) 資產減值 (續)

(i) *債權及股權證券投資及其他應收款減值 (續)*

倘存在任何該項憑證，則按以下方式計算及確認任何減值虧損：

- 對於以附屬公司、聯營公司及合營公司的投資 (包括以權益法確認的於聯營公司及合營公司的投資 (參閱附註 1(d))，根據附註 1(k)(ii) 有關減值虧損計算是按可收回的投資數額與該項投資的賬面數額作比較。根據附註 1(k)(ii)，倘若用以釐定可收回數額的估計發生有利的變化，有關減值虧損便會撥回。
- 就按成本列賬之非上市股權證券而言，減值虧損乃按金融資產之賬面值與估計未來現金流量之差額，並按類似金融資產之目前市場回報率貼現計算 (倘貼現產生重大影響)。按成本列賬之股權證券減值虧損將不會撥回。
- 就經攤銷成本列賬之應收賬款及其他流動應收款以及金融資產，如貼現的影響重大，減值虧損乃按金融資產之賬面值與估計未來現金流量現值之差額並按金融資產之原先實際利率貼現計算 (按初步確認該等資產計算之實際利率)。該等金融資產若擁有類似風險性質 (相近的逾期未付情況) 並無被獨立評估減值，均按整體評估。該等被評估減值的金融資產的未來現金流量乃根據該等信貸風險性質相似的資產的過往虧損經驗釐定。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Impairment of assets (continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

- For available-for-sale equity securities, the cumulative loss that has been recognised in the investment revaluation reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

### I. 主要會計政策 (續)

#### (k) 資產減值 (續)

##### (i) 債權及股權證券投資及其他應收款減值 (續)

倘減值虧損數額於隨後期間減少，而有關減少可客觀地連繫至於確認減值虧損後之事件，則減值虧損乃於損益內撥回。撥回減值虧損將不會導致資產之賬面值超過倘並無於先前年度確認減值虧損而計算之賬面值。

- 就可供出售股權證券，先前已確認在投資重估儲備內的累積虧損將於損益內確認。須於損益表內確認累積虧損之金額，是購入價 (減除任何本金償還及攤銷) 與現時公平價值兩者之差額，再減除往年已於損益內確認的減值虧損。

有關已確認可供出售股權證券的減值虧損是不能撥回損益表內。其後該資產之公平價值增加須在其他全面收益內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Impairment of assets (continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- other property, plant and equipment;
- pre-paid interests in leasehold land classified as being held for own use under an operating lease;
- intangible assets; and
- goodwill.

### I. 主要會計政策 (續)

#### (k) 資產減值 (續)

##### (i) 債權及股權證券投資及其他應收款減值 (續)

減值虧損直接在相關資產撇銷，除了對包括在應收賬款及其他應收款中的應收賬款及應收票據已確認的減值虧損，而該等應收賬款及應收票據可收回的機會是被懷疑而不是沒有機會。在此情況下，呆壞賬的減值虧損則於撥備賬計提。如集團認為收回機會渺茫時，被視為不會收回的金額直接在應收賬款及應收票據內撇銷，而在撥備賬的有關數額則須撥回。如已計提在撥備賬中的金額已被收回，其將從撥備賬中撥回。其他在撥備賬內的變動及以往已直接撇銷而其後收回數額則在損益內確認。

##### (ii) 其他資產減值

在每個結算日審閱內部和外來的信息，以確定下列資產有否出現減值跡象，或是以往確認的減值虧損不復存在或已經減少 (商譽則除外)：

- 其他物業、廠房及設備；
- 預付租賃土地權益分類為持作經營租賃之自用租賃土地；
- 無形資產；及
- 商譽。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (k) Impairment of assets (continued)

##### (ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

##### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### – Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

### I. 主要會計政策 (續)

#### (k) 資產減值 (續)

##### (ii) 其他資產減值 (續)

如果出現減值跡象，便會估計該資產的可收回數額。除此之外，對於商譽及不確定使用年期的無形資產，其可收回數額則按年作出估計，不論有否減值跡象。

##### – 計算可收回數額

資產的可收回數額以其公平價值減出售成本和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前折現率將估計未來現金流量折現至現值。該折現率應是反映市場當時所評估的金錢時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別 (即現金產生單位) 來釐定可收回數額。

##### – 確認減值虧損

倘資產或其所屬之賺取現金業務之賬面值超過其可收回額，則於損益內確認減值虧損。就現金產生單位確認之減值虧損，首先被分配作為減少分配至現金產生單位 (或單位類別) 之任何商譽之賬面數額，繼而按比例基準作為減少單位 (或單位類別) 之其他資產之賬面數，惟資產之賬面值將不會減少至低於其個別公平價值減出售成本或使用價值 (倘能計算)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Impairment of assets (continued)

##### (ii) Impairment of other assets (continued)

###### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes I(k)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

### I. 主要會計政策 (續)

#### (k) 資產減值 (續)

##### (ii) 其他資產減值 (續)

###### – 減值虧損撥回

除商譽外之資產，倘若用以釐定可收回數額的估計發生有利的變化，便會將資產減值虧損撥回。商譽之減值虧損則不會撥回。

所撥回的減值虧損以假設沒有在往年確認減值虧損而應釐定的資產賬面金額為限。所撥回的減值虧損在確認撥回的年度計入損益內。

##### (iii) 中期財務報告及減值

上市規則規定，本集團須符合香港會計準則第34號中期財務報告之規定編製有關財政年度首六個月的中期財務報告。於中期期末，本集團應用於財政年度終結時所應用的相同減值測試、確認及撥回規限（參閱附註I(k)(i)及(ii)）。

在中期期間確認有關商譽、可供出售股權證券和以成本列賬之非上市股權證券的減值虧損在往後期間不會撥回。縱然只於包括該中期期間的財政年度年終時所作出的減值評估應該確認無虧損或較少虧損，在中期期間確認的減值虧損仍不會撥回。其後，倘可供出售股權證券公平價值於年度期餘下時間或於其後之任何其他時間增加，增加數額於其他全面收益而非損益內確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### (m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note I(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

### I. 主要會計政策 (續)

#### (l) 存貨

存貨乃以成本及可變現淨值兩者中的較低數額入賬。

成本以加權平均成本法計算，其中包括所有採購成本、加工成本以及令存貨變成現狀和運輸之成本。

可變現淨值是以日常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得之數。

所有出售存貨的賬面金額在相關收入確認的期間內確認為支出。存貨數額撇減至可變現淨值及存貨的所有虧損均在出現減值或虧損的期間內確認為支出。存貨的任何減值撥回的數額，均在出現撥回的期間內減少確認為已列作支出的存貨數額。

#### (m) 應收賬款及其他應收款

應收賬款及其他應收款初步按公平價值入賬，其後則以實際利率法按經攤銷成本扣除呆壞賬減值虧損 (參閱附註 I(k)) 列賬，惟應收款屬於向關連人士所提供並無任何固定還款期之免息貸款或貼現並無重大影響則除外。於該等情況下，應收款乃按成本扣除呆壞賬減值虧損列賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(s)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

#### (q) Employee benefits

##### (i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### I. 主要會計政策 (續)

#### (n) 帶息借款

帶息借款首次確認時以公平價值減有關交易成本入賬。首次確認後，帶息借款按攤銷成本列示。首次確認的金額與贖回價值的差異，連同任何應付利息及應付費用按實際利率法在有關期間於損益內確認。

#### (o) 應付賬款及其他應付款

應付賬款及其他應付款初步按公平價值入賬，除了按附註1(s)(i)計量的財務擔保負債之外，應付賬款及其他應付款則按經攤銷成本列賬，惟貼現之影響屬輕微則除外，於該情況下則按成本列賬。

#### (p) 現金及現金等價物

現金及現金等價物包含銀行存款及現金、存放於銀行和其他金融機構的活期存款，以及短期和流動性極高的投資項目。這些項目可以容易地換算為已知的現金數額、所須承受的價值變動風險甚小，並在購入後三個月內到期。

#### (q) 僱員福利

##### (i) 短期僱員福利及既定供款退休計劃供款

薪金、年終獎金、有薪年假、既定供款退休計劃供款及各項非金錢福利的成本，均在僱員提供相關服務的年度內累計。倘遞延支付或結算款項，且影響重大，則按現值將該等款項入賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (q) Employee benefits (continued)

##### (ii) Long service payments

The Group's net obligations in respect of long service payments are the amounts of future benefits that employees have earned in return for their services in the current and prior periods, calculated in accordance with the relevant laws in Hong Kong and The People's Republic of China ("the PRC").

##### (iii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

### I. 主要會計政策 (續)

#### (q) 僱員福利 (續)

##### (ii) 長期服務金

本集團的長期服務金責任淨額是根據香港及中華人民共和國(「中國」)相關法例僱員於本期間及過往期間提供服務所賺取之未來福利金額。

##### (iii) 股權付款

授予僱員之購股權按公平價值確認為僱員成本，而權益中之股本儲備亦會相應增加。公平價值於授予日期使用二項式點陣模式計量，並會計及購股權授予條款和條件。如果僱員須符合歸屬條件才能無條件享有購股權之權利，經考慮購股權歸屬之可能性後，購股權之估計公平價值總額則會在整個歸屬期內分攤。

於歸屬期間，預期歸屬之購股權數目會進行檢討。於過往年度確認之任何累計公平價值調整在檢討年度列支/計入損益內，除非原有僱員開支合資格確認為資產則另論，而股本儲備亦會作相應調整。於歸屬日期，確認為開支之數額會作出調整，以反映歸屬購股權之實際數目(而股本儲備亦會作相應調整)，惟倘沒收僅因未能達成與本公司股份市價有關之歸屬條件則作別論。股本金額乃於股本儲備中確認，直至購股權獲行使(當有關金額轉撥至股份溢價賬)或購股權屆滿(當有關金額直接撥入保留溢利)為止。

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## 財務報表附註

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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (q) Employee benefits (continued)

##### (iv) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

#### (r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### I. 主要會計政策 (續)

#### (q) 僱員福利 (續)

##### (iv) 終止受僱福利

終止受僱福利僅於本集團具備詳細、正式及不可能撤回方案的情況下，明確顯示終止僱傭關係或因採取自願離職措施而提供福利時，方予確認。

#### (r) 所得稅

本年度所得稅包括本期所得稅及遞延所得稅資產和負債的變動。本期所得稅及遞延所得稅資產和負債的變動均在損益內確認，惟與於其他全面收益或直接於股東權益確認之項目相關者除外，在此情況下，相關稅額分別於其他全面收益或直接於股東權益中確認。

本期所得稅是按本年度應稅收入按結算日已執行或實質上已執行稅率計算的預期應付稅項，加上以往年度應付稅項的任何調整。

遞延所得稅資產和負債分別由可抵扣和應稅暫時差異產生。暫時差異是指資產和負債在財務報告上的賬面金額與這些資產和負債的計稅基礎的差異。遞延所得稅資產也可以由未利用可抵扣虧損和未利用稅款抵減產生。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (r) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

### I. 主要會計政策 (續)

#### (r) 所得稅 (續)

除了某些有限的例外情況外，所有遞延所得稅負債和遞延所得稅資產（只限於很可能獲得能利用該遞延所得稅資產來抵扣的未來應稅溢利）都會確認。支持確認由可抵扣暫時差異所產生遞延所得稅資產的未來應稅溢利包括因撥回目前存在的應稅暫時差異而產生的數額；但這些撥回的差異必須與同一稅務機關及同一應稅實體有關，並預期在可抵扣暫時差異預計撥回的同一年或遞延所得稅資產所產生可抵扣虧損可向後期結轉的期間內撥回。在決定目前存在的應稅暫時差異是否足以支持確認由未利用可抵扣虧損所產生的遞延所得稅資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應稅實體有關，並是否預期在能使用未利用可抵扣虧損撥回的同一年內撥回。

不確認為遞延所得稅資產和負債的暫時差異是產生自以下有限的例外情況：不可在稅務方面獲得扣減的商譽；不影響會計或應稅溢利的資產或負債的初始確認（如屬業務合併的一部分則除外）；以及在附屬公司之投資（如屬應稅差異，只限於本集團可以控制撥回的時間，而且在可預見的將來不大可能撥回的暫時差異；或如屬可抵扣差異，則只限於很可能在將來撥回的差異）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (r) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note I(h)(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the balance sheet date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

### I. 主要會計政策 (續)

#### (r) 所得稅 (續)

當投資物業按附註I(h)(i)所載的會計政策以其公平價值列賬，遞延所得稅是以於結算日按賬面金額出售該等資產所適用的稅率計算，但如果該物業應予折舊及以一商業模式持有，並按旨在於一段時間內耗用而非透過出售以獲取該物業內含絕大部份經濟效益，則作別論。在所有其他情況下，遞延所得稅是按照資產與負債賬面金額的預期實現或結算方式，根據已生效或在結算日實質上已生效的稅率計算。遞延所得稅資產和負債均不折現計算。

本集團會在每個結算日審閱遞延所得稅資產的賬面金額。如果本集團預期不再可能獲得足夠的應稅溢利以抵扣相關的稅務利益，該遞延所得稅資產的賬面金額便會調低；但是如果日後又可能獲得足夠的應稅溢利，有關減額便會撥回。

因分派股息而額外產生的所得稅是在支付相關股息的責任確立時確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (r) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### I. 主要會計政策 (續)

#### (r) 所得稅 (續)

本期和遞延所得稅結餘及其變動額會分開列示，並且不予抵銷。本期和遞延所得稅資產只會在本公司或本集團有法定行使權以本期所得稅資產抵銷本期所得稅負債，並且符合以下附帶條件的情況下，才可以分別抵銷本期和遞延所得稅負債：

- 本期所得稅資產和負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和償還該負債；或
- 遞延所得稅資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應稅實體；或
  - 不同的應稅實體。這些實體計劃在日後每個預計有大額遞延所得稅負債需要償還或大額遞延所得稅資產可以收回的期間，按淨額基準實現本期所得稅資產和償還本期所得稅負債，或同時變現該資產和償還該負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (s) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income. Where the guarantee is issued by the Company in respect of the banking facilities granted to its subsidiaries, the asset identified is a form of capital contribution, i.e. an addition to the cost of the investment in the subsidiary.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note I(s)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

### I. 主要會計政策 (續)

#### (s) 財務擔保發出、撥備及或有負債

##### (i) 財務擔保發出

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失,而向持有人支付特定款項的合約。

倘本集團發出財務擔保,該擔保的公平價值(即交易價格,除非該公平價值能確實地估計)最初確認為應付賬款及其他應付款內的遞延收入。倘在發行該擔保時收取或可收取代價,該代價則根據適用於該類資產的本集團政策而予確認。倘有關代價尚未收取或應予收取,於最初確認任何遞延收入時,即時開支於損益內確認。倘本公司就給予其附屬公司的銀行信貸發出擔保,所確定的資產乃以注資之形式,即於附屬公司之投資成本之增添。

最初確認為遞延收入的擔保款額按擔保年期於損益內攤銷為所發出的財務擔保收入。此外,倘(i)擔保持有人有可能就該項擔保要求本集團履行擔保;及(ii)向本集團提出的申索款額預期超過現時列於該擔保的應付賬款及其他應付款(即最初確認的金額減累計攤銷),則按附註I(s)(ii)確認撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES

(continued)

#### (s) Financial guarantees issued, provisions and contingent liabilities (continued)

##### (ii) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (t) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### (i) Sale of goods

Revenue is recognised when goods are delivered at the customers' premises or when goods are shipped on board which are taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

### I. 主要會計政策 (續)

#### (s) 財務擔保發出、撥備及或有負債 (續)

##### (ii) 撥備及或有負債

倘若本集團或本公司須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致含有經濟效益的資源外流，並可作出可靠的估計，便會就該時間或數額不定的其他負債計提撥備。如果金錢時間價值的影響重大，撥備的金額是履行義務預期所需支出的現值。

倘若含有經濟效益的資源外流的可能性較低，或是無法對有關數額作出可靠的估計，便會將該義務披露為或有負債，除非資源外流的可能性極低。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在義務，亦會披露為或有負債，除非資源外流的可能性極低。

#### (t) 收入確認

收入乃按已收或應收代價之公平價值計量。收入是在經濟效益可能會流入本集團，以及能夠可靠地計算收入和成本 (如適用) 時，根據下列方法在損益內確認：

##### (i) 貨品銷售

收入在貨品送達客戶場地或貨品已被裝船，而且客戶已接收貨品及其他與擁有貨品相關的風險及回報時確認。收入不包括增值稅及其他銷售稅，並已扣除任何貿易折扣。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (t) Revenue recognition (continued)

(ii) *Processing service income, management fee income and commission income*

Processing service income, management fee income and commission income are recognised when the relevant services are rendered.

(iii) *Property rental income*

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) *Dividends*

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(v) *Interest income*

Interest income is recognised as it accrues using the effective interest method.

### I. 主要會計政策 (續)

#### (t) 收入確認 (續)

(ii) *加工服務收入、管理費收入及佣金收入*

加工服務收入、管理費收入及佣金收入在提供相關服務後確認為收入。

(iii) *物業租金收入*

經營租賃之應收租金收入在租賃期所涵蓋的期間內，以等額在損益內確認；但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。經營租賃協議所涉及的激勵措施均在損益內中確認應收租賃淨付款總額的組成部份。或有租金在其產生的會計期間內確認為收入。

(iv) *股息*

非上市投資之股息收入在股東收取股息之權利被確認時入賬確認。

上市投資之股息收入在有關於投資股份之價格除息時入賬確認。

(v) *利息收入*

利息收入是按實際利息法在產生時確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (t) Revenue recognition (continued)

##### (vi) Government grants

Government grants are recognised in the balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

#### (u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

### I. 主要會計政策 (續)

#### (t) 收入確認 (續)

##### (vi) 政府補助金

當可以合理確定本集團將會收到政府補助金並會履行該補助的附帶條件時，便會初次在資產負債表將政府補助確認。用於彌補本集團已產生開支的補助，會在開支產生的期間有系統地在損益內確認為收入。用於彌補本集團資產成本的補助自資產賬面值扣除，其後則按該資產的預計可用年限透過減除折舊開支在損益內實際確認。

#### (u) 外幣換算

相關年度內的外幣交易按交易日之外幣兌換率換算。以外幣計值的貨幣資產及負債均按結算日的外幣兌換率換算。匯兌盈虧均撥入損益內確認。

以歷史成本計量的外幣非貨幣資產與負債按該交易日的匯率換算。以公平價值計量的外幣非貨幣資產及負債，則以釐定其公平價值當日的匯率換算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (u) Translation of foreign currencies (continued)

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the balance sheet date. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

#### (v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

#### (w) Related parties

(1) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

### I. 主要會計政策 (續)

#### (u) 外幣換算 (續)

海外業務之業績是按照貼近交易日的匯率折算為港幣。資產負債表項目(包括二零零五年一月一日或以後購入之海外業務在綜合賬目時所產生之商譽)以結算日的匯率折算。匯兌差異則分別確認於其他全面收益及累計於權益內之滙兌儲備。就二零零五年一月一日或以前購入之海外業務在綜合賬目時所產生之商譽，以在購入該海外業務當日的匯率作折算。

出售海外業務時，當出售收益或虧損被確認，有關海外業務已在權益內確認的匯兌差異之累計數額將轉至損益內。

#### (v) 借貸成本

直接用作收購、建設或生產而需要相當長時間才可以投入作原定用途或銷售的資產的借貸成本均撥作該等資產之部分成本。其他借款成本均在發生的期間內列支。

#### (w) 關連人士

(1) 個別人士，或其直系親屬的成員會被認為是本集團之關連人士，倘若該個別人士：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司主要管理人員成員之一。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### I. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (w) Related parties (continued)

(2) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### I. 主要會計政策 (續)

#### (w) 關連人士 (續)

(2) 一個實體如符合任何下列條件，則被認為是本集團之關連人士：

- (i) 該實體和本集團是同一集團的成員 (指每間母公司，附屬公司及同系附屬公司是有關連的)。
- (ii) 一個實體是另一實體的聯營公司或合資企業 (或一個實體為某一集團成員的聯營公司或合資企業，而另一實體為同一集團之成員)。
- (iii) 兩個實體同為第三方的合資企業。
- (iv) 一個實體是第三個實體的合資企業，而另一個實體為該第三個實體的聯營公司。
- (v) 該實體乃指提供予本集團或與本集團有關連的實體的僱員離職後福利計劃。
- (vi) 該實體受上文(1)所指的人士控制或共同控制。
- (vii) 上文(1)(i)所指的個別人士對該實體有重大影響力或為該實體 (或該實體母公司) 主要管理人員成員之一。

個別人士的直系親屬成員乃指該親屬成員在與實體交易時可能影響或被影響的親屬成員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 1. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (x) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following development is relevant to the Group's financial statements:

- Amendments to HKFRS 7, *Financial instruments: Disclosures – Transfers of financial assets*

The amendments to HKFRS 7 require certain disclosures to be included in the financial statements in respect of transferred financial assets that are not derecognised in their entirety and for any continuing involvement in transferred financial assets that are derecognised in their entirety, irrespective of when the related transfer transaction occurred. However, an entity need not provide the disclosures for the comparative period in the first year of adoption. The Group did not have any significant transfers of financial assets in previous periods or the current period which require disclosure in the current accounting period under the amendments.

### 1. 主要會計政策 (續)

#### (x) 分部報告

經營分部及於財務報表所呈報的各分部項目金額已於定期向本集團最高行政管理人員提供以供分配資源至本集團各類業務及地區分部以及評估彼等的表現的財務資料中分辨。

就財務報告而言，個別重大經營分部不會合併，惟分部間有類似經濟特點且於產品及服務的性質、生產過程性質、客戶種類或類別、分銷產品及提供服務所用方法以及監管環境性質方面類似則除外。並非個別重大之經營分部如符合大部分此等準則，或會合併處理。

### 2. 會計政策變動

香港會計師公會已頒佈若干《香港財務報告準則》之修訂，並於本集團及本公司現行會計期間首次採納。其中，以下發展適用於本集團財務報表：

- 《香港財務報告準則》第7號（修訂）「金融工具：披露—金融資產轉讓」

《香港財務報告準則》第7號之修訂要求對未被完全終止確認的已轉讓財務資產及任何繼續參與終止確認的被轉讓財務資產，無論相關的轉讓交易於何時發生，須於財務報表作出若干披露。然而，於該等修訂採納之首年，實體毋須作出比較期間的有關披露。而根據該等修訂，本集團於過往期間或本期間並無任何重大的財務資產轉讓需要在本期會計期間作出披露。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 2. CHANGES IN ACCOUNTING POLICIES (continued)

The Group has not applied any new standard or Interpretation that is not yet effective for the current accounting period.

The Group early adopted the amendments to HKAS 12, *Income taxes – Deferred tax: Recovery of underlying assets* in respect of the recognition of deferred tax on investment properties carried at fair value under HKAS 40, *Investment Property*, during the year ended 31 March 2012.

### 3. TURNOVER

The principal activities of the Group are the manufacture and sale of garments and textiles, provision of processing services and rental of properties.

Turnover represents the invoiced value of goods supplied to customers, processing service income and rental income. The amount of each significant category of revenue recognised in turnover during the year is as follows:

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Manufacture and sale of garments	製造及銷售成衣	1,304,726	1,716,736
Manufacture and sale of textiles	製造及銷售紡織品	11,635	19,775
Processing service income	加工服務收入	9,665	7,656
Property rental income	物業租金收入	7,042	6,506
		<b>1,333,068</b>	<b>1,750,673</b>

The Group's customer base is diversified and includes only two customers (2012: two) with whom transactions have exceeded 10% of the Group's turnover. For the year ended 31 March 2013, revenue from sales of garments to these customers, including sales to entities which are known to the Group to be under common control with these customers, amounted to approximately \$411,661,000 (2012: \$614,404,000) and arose in all geographical regions in which the manufacture and sale of garments and textiles division is active. Details of concentrations of credit risk arising from these customers are set out in note 28(a).

### 2. 會計政策變動 (續)

本集團並沒有提前採納於本會計期間尚未生效的新會計準則或詮釋。

截至二零一二年三月三十一日止年度內，本集團提前採納《香港會計準則》第12號*所得稅－遞延稅項：收回相關資產*的修訂以確認根據《香港會計準則》第40號*投資物業*以公平價值列賬之投資物業所產生之遞延所得稅。

### 3. 營業額

本集團之主要業務是製造及銷售成衣及紡織品、提供加工服務和物業租賃。

營業額為供應給客戶貨品的銷售價值、加工服務收入及租金收入。於年內確認為營業額的各主要收入金額類別分析如下：

本集團之客戶基礎是分散的，只有兩個(二零一二年：兩個)客戶的營業額是超過本集團收入之10%。截至二零一三年三月三十一日止年度，成衣銷售給此等客戶，包括受此等客戶控制之個體，其銷售額約為411,661,000元(二零一二年：614,404,000元)，及該收入乃產生自製造及銷售成衣及紡織品分部活動所在的所有地區。由此等客戶而引起之信貸集中風險詳細列明在附註28(a)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 4. OTHER REVENUE AND NET INCOME

### 4. 其他收入及收益淨額

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Other revenue</b>	其他收入		
Commission income	佣金收入	566	654
Dividend income from unlisted equity securities	非上市股權證券之股息收入	389	1,828
Interest income	利息收入	2,255	1,675
Management fee income	管理費用收入	804	804
Government grants	政府補助金	62	9
Sundry income	其他收入	380	584
		<b>4,456</b>	<b>5,554</b>
<b>Other net income</b>	其他收益淨額		
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(3,334)	1,615
Scrap income	廢料收入	2,012	2,378
Net (loss)/gain on disposals of fixed assets	出售固定資產(虧損)/收益淨額	(1,790)	3,004
Net claim income/(expenses)	賠償收益/(支出)淨額	2,141	(684)
Recovery of receivables written off in prior years	收回以往年度撇銷之應收款	518	771
Sundry income/(loss)	其他收入/(虧損)	876	(31)
		<b>423</b>	<b>7,053</b>

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# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

### 5. 除稅前溢利

除稅前溢利已(計入)/扣除：

	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>(a) Finance costs</b>		
Interest on bank loans wholly repayable within five years (including bank charges)	4,393	5,799
Other interest expenses	5	-
	<b>4,398</b>	<b>5,799</b>
<b>(b) Staff costs<sup>#</sup></b>		
Salaries, wages and other benefits	186,858	215,419
Contributions to defined contribution retirement schemes	14,335	14,408
(Reversal of)/provision for long service payments, net (note 26)	(981)	7,684
	<b>200,212</b>	<b>237,511</b>
<b>(c) Other items</b>		
Cost of inventories <sup>#</sup>	1,110,978	1,481,405
Amortisation of pre-paid interests in leasehold land <sup>#</sup>	59	58
Depreciation <sup>#</sup>	17,154	17,947
Net loss on cash flow hedging instruments reclassified from equity (note 10(b))	-	4,272
Impairment loss on trade and other receivables (note 21(b))	291	136
Impairment loss on amount due from an associate (note 21(d))	4,171	-
Auditors' remuneration		
- audit services	1,729	1,736
- other services	210	193
	<b>1,939</b>	<b>1,929</b>
Operating lease charges:		
minimum lease payments		
- property rentals <sup>#</sup>	8,003	8,675
Rentals receivable from investment properties less direct outgoings of \$1,312,000 (2012: \$1,917,000)	(5,730)	(4,589)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 5. PROFIT BEFORE TAXATION (continued)

- # Cost of inventories includes \$109,469,000 (2012: \$134,280,000) relating to staff costs, amortisation of pre-paid interest in leasehold land, depreciation and operating lease charges, which amount is also included in the respective total amounts disclosed separately above for each of these types of expenses.

### 6. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

- (a) Income tax in the consolidated income statement represents:

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Current tax – Hong Kong Profits Tax</b>	<b>本年稅項– 香港利得稅</b>		
Provision for the year	本年稅項撥備	7,891	10,681
(Over)/under-provision in respect of prior years	以往年度(超額撥備)/ 撥備不足	(51)	323
		<b>7,840</b>	<b>11,004</b>
<b>Current tax – Outside Hong Kong</b>	<b>本年稅項–香港境外</b>		
Provision for the year	本年稅項撥備	30	2,256
Over-provision in respect of prior years	以往年度超額撥備	(700)	–
		<b>(670)</b>	<b>2,256</b>
<b>Deferred tax</b>	<b>遞延所得稅</b>		
Origination and reversal of temporary differences	暫時差異的產生及 撥回	3,141	(437)
		<b>10,311</b>	<b>12,823</b>

The provision for Hong Kong Profits Tax for 2013 is calculated at 16.5% (2012: 16.5%) of the estimated assessable profits for the year.

Taxation for subsidiaries outside Hong Kong are charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

### 5. 除稅前溢利(續)

- # 存貨成本包括員工成本、預付租賃土地款項的攤銷、折舊及經營租賃費用，有關款項共109,469,000元(二零一二年：134,280,000元)。有關數額亦已記入在上文分開列示之各項有關費用的總額中。

### 6. 綜合損益表所示的所得稅

- (a) 綜合損益表中所示的所得稅為：

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二零一三年度香港利得稅撥備是按本年度之估計應評稅溢利以16.5%(二零一二年：16.5%)的稅率計算。

香港境外附屬公司之稅項則以相關司法權區適用之現行稅率計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 6. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

### 6. 綜合損益表所示的所得稅(續)

(b) 所得稅支出和會計溢利按適用稅率計算的對賬：

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Profit before taxation	除稅前溢利	<b>66,057</b>	117,156
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	按照在相關國家獲得溢利的適用稅率計算除稅前溢利的名義稅項	<b>9,224</b>	17,904
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	<b>1,662</b>	395
Tax effect of non-taxable revenue	毋須計稅收入的稅項影響	<b>(6,560)</b>	(8,417)
Tax effect of unused tax losses not recognised	未確認的未使用稅務虧損的稅項影響	<b>7,757</b>	4,515
Tax effect of tax losses not recognised in prior years but utilised during the year	以往年度未確認但於年內使用稅務虧損的稅項影響	<b>(129)</b>	(2,588)
Tax effect of undistributed profits of subsidiaries and jointly controlled entities	附屬公司及合營公司未分配溢利之稅項影響	<b>(1,132)</b>	691
(Over)/under-provision in respect of prior years	以往年度(超額撥備)/撥備不足	<b>(751)</b>	323
Others	其他	<b>240</b>	-
Actual tax expense	實際稅項支出	<b>10,311</b>	12,823

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 7. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

### 7. 董事酬金

根據香港公司條例第161條之規定而須披露之董事酬金如下：

		2013 二零一三年				
		Salaries, allowances and benefits	Discretionary	Retirement scheme	Total	
Directors'	fees	in kind	bonuses	contributions		
董事袍金	薪金、津貼 及其他福利	酌情花紅	退休計劃供款	合計		
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
千元	千元	千元	千元	千元	千元	
<b>Executive directors</b>		<b>執行董事</b>				
Mr. Chan Sui Kau	陳瑞球先生	30	1,361	1,200	-	2,591
Mr. Chan Wing Fui, Peter	陳永奎先生	30	2,541	1,025	-	3,596
Mr. Chan Wing Kee	陳永棋先生	30	2,541	1,550	-	4,121
Mr. Chan Wing To	陳永滔先生	30	-	1,000	-	1,030
Ms. Chan Suk Man	劉陳淑文女士	30	1,549	1,000	60	2,639
Mr. Chan Wing Sun, Samuel	陳永燦先生	30	-	-	-	30
Ms. Chan Suk Ling, Shirley	周陳淑玲女士	30	-	-	-	30
Mr. So Ying Woon, Alan	蘇應垣先生	30	1,394	700	62	2,186
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Mr. Leung Hok Lim	梁學濂先生	160	-	-	-	160
Mr. Lin Keping	林克平先生	80	-	-	-	80
Mr. Sze Cho Cheung, Michael	施祖祥先生	120	-	-	-	120
Mr. Choi Ting Ki (appointed on 10 December 2012)	蔡廷基先生 (於二零一二年十二月十日獲委任)	-	-	-	-	-
		<b>600</b>	<b>9,386</b>	<b>6,475</b>	<b>122</b>	<b>16,583</b>



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 7. DIRECTORS' REMUNERATION (continued)

### 7. 董事酬金(續)

		2012 二零一二年				
		Salaries, allowances and benefits in kind 薪金、津貼 及其他福利	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	Total 合計	
		Directors' fees 董事袍金				
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
<b>Executive directors</b>		<b>執行董事</b>				
Mr. Chan Sui Kau	陳瑞球先生	30	1,463	1,200	–	2,693
Mr. Chan Wing Fui, Peter	陳永奎先生	30	2,730	1,025	–	3,785
Mr. Chan Wing Kee	陳永棋先生	30	2,730	1,550	50	4,360
Mr. Chan Wing To	陳永滔先生	30	–	1,000	–	1,030
Ms. Chan Suk Man	劉陳淑文女士	30	1,664	1,000	60	2,754
Mr. Chan Wing Sun, Samuel	陳永樂先生	30	–	–	–	30
Ms. Chan Suk Ling, Shirley	周陳淑玲女士	30	–	–	–	30
Mr. So Ying Woon, Alan	蘇應垣先生	30	1,394	600	62	2,086
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Mr. Leung Hok Lim	梁學濂先生	160	–	–	–	160
Mr. Lin Keping	林克平先生	80	–	–	–	80
Mr. Sze Cho Cheung, Michael	施祖祥先生	120	–	–	–	120
		600	9,981	6,375	172	17,128

### 8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2012: five) are directors whose emoluments are disclosed in note 7. The emoluments of the other individual for the year ended 31 March 2013 are as follows:

### 8. 最高酬金人士

在五位酬金最高之人士中，四位(二零一二年：五位)為董事，有關酬金詳情載於附註第7項。截至二零一三年三月三十一日止年度其他人士之酬金總額如下：

		2013 二零一三年 \$'000 千元
Salaries and other emoluments	薪金及其他酬金	1,039
Discretionary bonuses	酌情花紅	1,300
Retirement scheme contributions	退休計劃供款	47
		2,386

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 9. PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of \$76,772,000 (2012: \$94,597,000) which has been dealt with in the financial statements of the Company.

Details of dividends paid and payable to equity shareholders of the Company are set out in note 27(b).

### 10. OTHER COMPREHENSIVE INCOME

#### (a) Tax effects relating to each component of other comprehensive income

	2013 二零一三年			2012 二零一二年		
	Before-tax amount 除稅前金額 \$'000 千元	Tax expense 稅項支出 \$'000 千元	Net-of-tax amount 除稅後金額 \$'000 千元	Before-tax amount 除稅前金額 \$'000 千元	Tax expense 稅項支出 \$'000 千元	Net-of-tax amount 除稅後金額 \$'000 千元
<b>Exchange differences on translation of:</b>						
- financial statements of subsidiaries outside Hong Kong	1,662	-	1,662	6,509	-	6,509
- share of associates' and jointly controlled entities' net assets	3,689	-	3,689	22,425	-	22,425
	5,351	-	5,351	28,934	-	28,934
<b>Revaluation of land and buildings held for own use upon transfer to investment properties</b>	-	-	-	18,495	(4,264)	14,231
<b>Available-for-sale securities:</b>						
Change in fair value recognised in the investment revaluation reserve during the year	(984)	-	(984)	218	-	218
<b>Cash flow hedges:</b>						
Net movement in the hedging reserve	57	(9)	48	3,612	(596)	3,016
<b>Other comprehensive income</b>	<b>4,424</b>	<b>(9)</b>	<b>4,415</b>	<b>51,259</b>	<b>(4,860)</b>	<b>46,399</b>

### 9. 本公司股權持有人應佔溢利

本公司股權持有人應佔綜合溢利包括一筆已列入本公司財務報表的溢利76,772,000元(二零一二年: 94,597,000元)。

已付及應付予本公司股權持有人之股息詳情列於附註27(b)。

### 10. 其他全面收益

#### (a) 其他全面收益的各組成部份的稅務影響

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 10. OTHER COMPREHENSIVE INCOME (continued)

#### (b) Components of other comprehensive income

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Cash flow hedges:</b>	現金流量對沖：		
Effective portion of changes in fair value of hedging instruments recognised during the year	年內確認對沖工具之有效部分的公平價值變動	57	(354)
Reclassification adjustments for amounts transferred to profit or loss:	重新分類調整轉入損益表之金額：		
– turnover	– 營業額	–	4,272
– finance costs	– 融資成本	–	(306)
Net deferred tax charged to other comprehensive income	遞延所得稅淨額於其他全面收益內減除	(9)	(596)
Net movement in the hedging reserve during the year recognised in other comprehensive income	年內在其他全面收益內確認的對沖儲備變動淨額	48	3,016

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### II. EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$53,082,000 (2012: \$103,159,000) and the weighted average of 206,748,000 (2012: 208,531,000) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		2013 二零一三年 '000 千股	2012 二零一二年 '000 千股
Issued ordinary shares at 1 April	於四月一日已發行的 普通股	206,748	210,369
Effect of shares repurchased (note 27(c)(i))	購回股份的影響 (附註27(c)(i))	-	(1,838)
Weighted average number of ordinary shares at 31 March	於三月三十一日普通股的 加權平均股份數目	206,748	208,531

#### (b) Diluted earnings per share

The diluted earnings per share is the same as the basic earnings per share as there were no dilutive potential ordinary shares in existence during the years ended 31 March 2013 and 2012.

### II. 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃根據應撥歸於本公司股權持有人應佔溢利53,082,000元(二零一二年: 103,159,000元)及年內已發行普通股的加權平均數206,748,000股(二零一二年: 208,531,000股)計算,該普通股的加權平均數以下列方式計算:

普通股的加權平均股份數目

#### (b) 每股攤薄盈利

截至二零一三年及二零一二年三月三十一日止年度內,並無具有潛在攤薄能力之普通股;故此每股基本盈利與每股攤薄盈利相同。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 12. SEGMENT REPORTING

The Group manages its business by divisions. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments:

- Manufacture and sale of garments and textiles: this segment covers the manufacture and sale of garment and textile products, and provision of garment processing services.
- Interests in jointly controlled entities: the Group's jointly controlled entities engage in the manufacture and sale of textile yarn products.
- Property leasing: this segment leases commercial and industrial premises to generate rental income.

#### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

##### *Manufacture and sale of garments and textiles and property leasing segments*

Segment assets include all assets with the exception of intangible assets, interests in associates, other financial assets, deferred tax assets, current tax recoverable and other corporate assets. Segment liabilities include all liabilities managed directly by the segments with the exception of current tax payable, deferred tax liabilities and other corporate liabilities.

### 12. 分部報告

本集團以分部來管理其業務。本集團以向本集團最高行政管理人員內部呈報資料(為分配資源及評估表現)一致的方式呈列以下三個須予呈報分部。本集團並無將任何經營分部合計以形成下列須予呈報分部：

- 製造及銷售成衣及紡織品：此分部包括製造及銷售成衣及紡織產品，及提供成衣加工服務。
- 合營公司權益：本集團合營公司從事生產及銷售紡織紗線產品。
- 物業租賃：此分部出租商業及工業樓宇以收取租金收入。

#### (a) 分部業績、資產及負債

為評估分部表現及分配分部資源，本集團高級行政管理人員按以下基準監控各須予呈報分部相關的業績、資產及負債：

##### *製造及銷售成衣及紡織品及物業租賃分部*

分部資產包括所有資產，但不包括無形資產、聯營公司權益、其他金融資產、遞延所得稅資產、可發還本期稅項及其他企業資產。分部負債包括由分部直接管理的所有負債，但不包括應付本期稅項、遞延所得稅負債及其他企業負債。

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## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 12. SEGMENT REPORTING (continued)

#### (a) Segment results, assets and liabilities (continued)

*Manufacture and sale of garments and textiles and property leasing segments (continued)*

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is “adjusted EBITDA” i.e. “adjusted earnings before interest, taxes, depreciation and amortisation”, where “interest” is regarded as including investment income and finance cost and “depreciation and amortisation” is regarded as including impairment losses on non-current assets. To arrive at “adjusted EBITDA”, the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as share of profits less losses of associates, net valuation gains on investment properties, auditors’ remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter-segment sales), interest income and finance costs from cash balances and borrowings managed directly by the segments, depreciation, amortisation, impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

#### *Interests in jointly controlled entities*

The Group’s interests in jointly controlled entities are accounted for in the consolidated financial statements under the equity method, and presented as a separate reportable segment. The Group’s senior executive management reviews the post-tax result of the interests in jointly controlled entities, which is defined as the reportable segment profit for this particular segment. Reportable segment assets represent the Group’s share of net assets of the jointly controlled entities. Revenue of jointly controlled entities is not presented as reportable segment revenue because it is not reviewed by the Group’s senior executive management for resource allocation purposes.

### 12. 分部報告(續)

#### (a) 分部業績、資產及負債(續)

*製造及銷售成衣及紡織品及物業租賃分部(續)*

分配至可呈報分部的收入及支出是以這些分部所產生的收入和支出或屬於這些分部的資產折舊或攤銷所產生的支出而定。

用於報告分部溢利之計算方法為「調整扣除利息、稅項、折舊及攤銷前的收益」，「利息」視為包括投資收入及融資成本，而「折舊及攤銷」視為包括非流動資產的減值虧損。在計算「調整扣除利息、稅項、折舊及攤銷前的收益」時，本集團會就並無明確歸於個別分部之項目(例如應佔聯營公司之溢利減虧損、投資物業重估收益淨額、核數師酬金及其他總辦事處或企業行政成本)進一步調整盈利。

除獲得有關調整扣除利息、稅項、折舊及攤銷前的收益之分部資料，管理層亦獲得有關收入(包括分部業務間銷售)、由分部直接管理之現金結餘及借貸之利息收入及融資成本、折舊、攤銷、減值虧損及分部添置用於營運之非流動分部資產的資料。分部間銷售的價格參考其他外在人士之類似的訂單價格。

#### *合營公司權益*

本集團於合營公司之權益在綜合財務報表是按權益會計法入賬，並以一獨立須予呈報分部列示。本集團高級行政管理人員審閱合營公司權益的除稅後之業績，此特定的分部被訂定為須予呈報分部溢利。須予呈報分部資產代表集團應佔合營公司資產淨值。由於本集團高級行政管理人員沒有審閱合營公司銷售額以用作資源分配，其銷售額並未於須予呈報分部收入列示。

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## 財務報表附註

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### 12. SEGMENT REPORTING (continued)

#### (a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 March 2013 and 2012 is set out below:

	Manufacture and sale of garments and textiles		Interests in jointly controlled entities		Property leasing		Total	
	製造及銷售成衣及紡織品		合營公司權益		物業租賃		總額	
	2013	2012	2013	2012	2013	2012	2013	2012
	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元
Revenue from external customers 來自外界客戶的收入	1,326,026	1,744,167	-	-	7,042	6,506	1,333,068	1,750,673
Inter-segment revenue 分部業務間收入	-	-	-	-	2,443	2,443	2,443	2,443
<b>Reportable segment revenue 須予呈報的分部收入</b>	<b>1,326,026</b>	<b>1,744,167</b>	<b>-</b>	<b>-</b>	<b>9,485</b>	<b>8,949</b>	<b>1,335,511</b>	<b>1,753,116</b>
<b>Reportable segment profit/ (loss) (adjusted EBITDA)</b>	<b>59,256</b>	<b>89,960</b>	<b>(4,821)</b>	<b>7,522</b>	<b>8,173</b>	<b>6,798</b>	<b>62,608</b>	<b>104,280</b>
Interest income 利息收入	2,255	1,675	-	-	-	-	2,255	1,675
Finance costs 融資成本	(4,398)	(5,799)	-	-	-	-	(4,398)	(5,799)
Depreciation and amortisation 折舊及攤銷	(17,213)	(18,005)	-	-	-	-	(17,213)	(18,005)
Impairment loss on fixed assets 固定資產減值虧損	(8,504)	-	-	-	-	-	(8,504)	-
<b>Reportable segment assets 須予呈報的分部資產</b>	<b>630,932</b>	<b>710,261</b>	<b>610,118</b>	<b>611,270</b>	<b>300,361</b>	<b>233,650</b>	<b>1,541,411</b>	<b>1,555,181</b>
Additions to non-current segment assets during the year 年度內增加非流動分部資產	12,468	25,732	-	-	-	-	12,468	25,732
<b>Reportable segment liabilities 須予呈報的分部負債</b>	<b>172,278</b>	<b>252,971</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>172,278</b>	<b>252,971</b>

### 12. 分部報告(續)

#### (a) 分部業績、資產及負債(續)

截至二零一三年及二零一二年三月三十一日止年度，本集團提供予本集團最高行政管理人員用作資源分配和分部表現評估的須予呈報分部資料如下：

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### 12. SEGMENT REPORTING (continued)

#### (b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<i>Revenue</i>	收入		
Reportable segment revenue	須予呈報的分部收入	1,335,511	1,753,116
Elimination of inter-segment revenue	分部業務間收入相互對銷	(2,443)	(2,443)
<b>Consolidated turnover</b>	<b>綜合營業額</b>	<b>1,333,068</b>	<b>1,750,673</b>
<i>Profit</i>	溢利		
Reportable segment profit derived from Group's external customers (adjusted EBITDA)	來自集團外界客戶的分部溢利 (調整扣除利息、稅項、折舊及攤銷前的收益)	62,608	104,280
Finance costs	融資成本	(4,398)	(5,799)
Share of losses of associates	應佔聯營公司虧損	(398)	(192)
Impairment loss on fixed assets	固定資產減值虧損	(8,504)	-
Net valuation gains on investment properties	投資物業估值收益淨額	44,905	33,392
Other revenue and net income	其他收入及其他收益淨額	4,879	12,607
Depreciation and amortisation	折舊及攤銷	(17,213)	(18,005)
Unallocated head office and corporate expenses	未分類總部及企業費用	(15,822)	(9,127)
<b>Consolidated profit before taxation</b>	<b>綜合除稅前溢利</b>	<b>66,057</b>	<b>117,156</b>

### 12. 分部報告 (續)

#### (b) 須予呈報的分部收入、溢利或虧損、資產及負債之對算表



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 12. SEGMENT REPORTING (continued)

#### (b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (continued)

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<i>Assets</i>	<i>資產</i>		
Reportable segment assets	須予呈報的分部資產	1,541,411	1,555,181
Elimination of inter-segment assets	分部業務間資產相互對銷	(86,578)	(65,034)
		<b>1,454,833</b>	1,490,147
Intangible assets	無形資產	3,117	3,117
Interests in associates	聯營公司權益	2,096	16
Other financial assets	其他金融資產	7,069	8,079
Deferred tax assets	遞延所得稅資產	2,454	11,328
Unallocated head office and corporate assets	未分類總部及企業資產	414	472
Consolidated total assets	綜合資產總額	<b>1,469,983</b>	1,513,159
<i>Liabilities</i>	<i>負債</i>		
Reportable segment liabilities	須予呈報的分部負債	172,278	252,971
Current tax payable	應付本期所得稅	15,288	21,765
Deferred tax liabilities	遞延所得稅負債	9,043	14,778
Unallocated head office and corporate liabilities	未分類總部及企業負債	1,447	1,441
Consolidated total liabilities	綜合負債總額	<b>198,056</b>	290,955

### 12. 分部報告(續)

#### (b) 須予呈報的分部收入、溢利或虧損、資產及負債之對算表(續)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 12. SEGMENT REPORTING (continued)

#### (c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's fixed assets, intangible assets, goodwill, interests in associates and jointly controlled entities and prepayment for fixed assets ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of fixed assets, the location of the operation to which they are allocated, in the case of intangible assets and goodwill, and the location of operations, in the case of interests in associates and jointly controlled entities.

### 12. 分部報告(續)

#### (c) 地區分部資料

下表載列有關(i)本集團來自外界客戶的收入；及(ii)本集團固定資產、無形資產、商譽、於聯營公司及合營公司權益及固定資產預付款(「特定非流動資產」)的地區分部資料。客戶所在地按提供服務及送貨地點而定。特定非流動資產中的固定資產所在地是根據資產的實際位置而定；無形資產及商譽按所獲分配的營運地點而定；而於聯營公司及合營公司權益所在地則按其營運地點而定。

		Revenue from external customers		Specified non-current assets	
		來自外界客戶的收入		特定非流動資產	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Hong Kong (place of domicile)	香港(本集團所在地)	95,704	102,674	194,742	152,423
Europe	歐洲				
- United Kingdom	- 英國	209,110	294,059	-	-
- France	- 法國	10,126	3,958	-	-
- Other European countries	- 其他歐洲國家	413,003	580,436	-	-
Mainland China	中國大陸	203,662	288,503	717,132	733,019
North America	北美洲	204,330	272,434	-	-
Others	其他	197,133	208,609	7,436	2,539
		1,237,364	1,647,999	724,568	735,558
		1,333,068	1,750,673	919,310	887,981

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## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

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### 13. FIXED ASSETS

#### (a) The Group

		Land and buildings held for own use 持作自用 的土地 及樓宇	Plant and machinery 廠房 及機器	Other fixed assets 其他 固定資產	Sub-total 小計	Investment properties 投資物業	Interest in leasehold land held for own use under operating leases 租賃之自用 租賃土地	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值：</b>							
At 1 April 2011	於二零一一年四月一日	98,016	187,232	98,914	384,162	105,056	2,836	492,054
Exchange adjustments	匯兌調整	1,884	6,189	2,132	10,205	1,062	107	11,374
Additions	增置	-	14,135	14,081	28,216	-	-	28,216
Disposals	出售	-	(1,354)	(3,882)	(5,236)	-	-	(5,236)
Transfer to investment properties	轉撥至投資物業	(14,425)	-	-	(14,425)	10,611	-	(3,814)
Revaluation on transfer	轉撥時重估	-	-	-	-	18,495	-	18,495
Fair value adjustment	公平價值調整	-	-	-	-	33,392	-	33,392
At 31 March 2012	於二零一二年 三月三十一日	85,475	206,202	111,245	402,922	168,616	2,943	574,481
<b>Representing:</b>	<b>代表：</b>							
Cost	成本	61,709	206,202	111,245	379,156	-	2,943	382,099
Valuation - 1988	估值 - 一九八八年	23,766	-	-	23,766	-	-	23,766
Valuation - 2012	估值 - 二零一二年	-	-	-	-	168,616	-	168,616
		85,475	206,202	111,245	402,922	168,616	2,943	574,481

### 13. 固定資產

#### (a) 本集團

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 13. FIXED ASSETS (continued)

#### (a) The Group (continued)

		Land and buildings held for own use 持作自用 的土地 及樓宇	Plant and machinery 廠房 及機器	Other fixed assets 其他 固定資產	Sub-total 小計	Investment properties 投資物業	Interest in leasehold land held for own use under operating leases 持作經營 租賃之自用 租賃土地	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值：</b>							
At 1 April 2012	於二零一二年四月一日	85,475	206,202	111,245	402,922	168,616	2,943	574,481
Exchange adjustments	匯兌調整	260	1,337	568	2,165	262	17	2,444
Additions	增置	-	4,330	8,057	12,387	-	-	12,387
Disposals	出售	-	(778)	(3,283)	(4,061)	-	-	(4,061)
Fair value adjustment	公平價值調整	-	-	-	-	44,905	-	44,905
At 31 March 2013	於二零一三年 三月三十一日	85,735	211,091	116,587	413,413	213,783	2,960	630,156
<b>Representing:</b>	<b>代表：</b>							
Cost	成本	61,969	211,091	116,587	389,647	-	2,960	392,607
Valuation - 1988	估值 - 一九八八年	23,766	-	-	23,766	-	-	23,766
Valuation - 2013	估值 - 二零一三年	-	-	-	-	213,783	-	213,783
		85,735	211,091	116,587	413,413	213,783	2,960	630,156

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 13. FIXED ASSETS (continued)

#### (a) The Group (continued)

		Land and buildings held for own use 持作自用 的土地 及樓宇 \$'000 千元	Plant and machinery 廠房 及機器 \$'000 千元	Other fixed assets 其他 固定資產 \$'000 千元	Sub-total 小計 \$'000 千元	Investment properties 投資物業 \$'000 千元	Interest in leasehold land held for own use under operating leases 持作經營 租賃之自用 租賃土地 \$'000 千元	Total 合計 \$'000 千元
<b>Accumulated amortisation, depreciation and impairment:</b>	<b>累計攤銷、折舊及 減值：</b>							
At 1 April 2011	於二零一一年四月一日	43,720	154,050	85,114	282,884	-	1,068	283,952
Exchange adjustments	匯兌調整	899	5,120	1,867	7,886	-	41	7,927
Charge for the year	本年度攤銷及折舊	2,603	6,706	8,638	17,947	-	58	18,005
Written back on disposals	出售時撥回	-	(1,291)	(3,087)	(4,378)	-	-	(4,378)
Written back on transfer to investment properties	轉撥至投資物業時 撥回	(3,814)	-	-	(3,814)	-	-	(3,814)
At 31 March 2012	於二零一二年 三月三十一日	43,408	164,585	92,532	300,525	-	1,167	301,692
At 1 April 2012	於二零一二年四月一日	43,408	164,585	92,532	300,525	-	1,167	301,692
Exchange adjustments	匯兌調整	151	988	382	1,521	-	7	1,528
Charge for the year	本年度攤銷及折舊	2,303	6,955	7,896	17,154	-	59	17,213
Written back on disposals	出售時撥回	-	(743)	(1,147)	(1,890)	-	-	(1,890)
Impairment loss	減值虧損	-	8,504	-	8,504	-	-	8,504
At 31 March 2013	於二零一三年 三月三十一日	45,862	180,289	99,663	325,814	-	1,233	327,047
<b>Net book value:</b>	<b>賬面淨值：</b>							
At 31 March 2013	於二零一三年 三月三十一日	39,873	30,802	16,924	87,599	213,783	1,727	303,109
At 31 March 2012	於二零一二年 三月三十一日	42,067	41,617	18,713	102,397	168,616	1,776	272,789

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 13. FIXED ASSETS (continued)

#### (b) The Company

		Land and buildings held for own use 持作自用的土地及樓宇	Plant and machinery 廠房及機器	Other fixed assets 其他固定資產	Sub-total 小計	Investment properties 投資物業	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值：</b>						
At 1 April 2011	於二零一一年四月一日	41,741	146	26,878	68,765	131,181	199,946
Additions	增置	-	-	961	961	-	961
Transfer from investment properties	轉撥自投資物業	5,062	-	-	5,062	(5,062)	-
Transfer to investment properties	轉撥至投資物業	(3,527)	-	-	(3,527)	2,264	(1,263)
Revaluation on transfer	轉撥時重估	-	-	-	-	10,064	10,064
Fair value adjustment	公平價值調整	-	-	-	-	51,558	51,558
At 31 March 2012	於二零一二年三月三十一日	43,276	146	27,839	71,261	190,005	261,266
<b>Representing:</b>	<b>代表：</b>						
Cost	成本	28,714	146	27,839	56,699	-	56,699
Valuation - 1988	估值 - 一九八八年	14,562	-	-	14,562	-	14,562
Valuation - 2012	估值 - 二零一二年	-	-	-	-	190,005	190,005
		43,276	146	27,839	71,261	190,005	261,266
<b>Cost or valuation:</b>	<b>成本或估值：</b>						
At 1 April 2012	於二零一二年四月一日	43,276	146	27,839	71,261	190,005	261,266
Additions	增置	-	-	340	340	-	340
Fair value adjustment	公平價值調整	-	-	-	-	65,585	65,585
At 31 March 2013	於二零一三年三月三十一日	43,276	146	28,179	71,601	255,590	327,191
<b>Representing:</b>	<b>代表：</b>						
Cost	成本	28,714	146	28,179	57,039	-	57,039
Valuation - 1988	估值 - 一九八八年	14,562	-	-	14,562	-	14,562
Valuation - 2013	估值 - 二零一三年	-	-	-	-	255,590	255,590
		43,276	146	28,179	71,601	255,590	327,191

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## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 13. FIXED ASSETS (continued)

#### (b) The Company (continued)

		Land and buildings held for own use 持作自用的土地及樓宇	Plant and machinery 廠房及機器	Other fixed assets 其他固定資產	Sub-total	Investment properties 投資物業	Total
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Accumulated amortisation, depreciation and impairment:</b>	<b>累計攤銷、折舊及減值：</b>						
At 1 April 2011	於二零一一年四月一日	15,303	146	22,178	37,627	-	37,627
Charge for the year	本年度攤銷及折舊	3,600	-	2,325	5,925	-	5,925
Written back on transfer to investment properties	轉撥至投資物業時撥回	(1,263)	-	-	(1,263)	-	(1,263)
At 31 March 2012	於二零一二年三月三十一日	17,640	146	24,503	42,289	-	42,289
At 1 April 2012	於二零一二年四月一日	17,640	146	24,503	42,289	-	42,289
Charge for the year	本年度攤銷及折舊	724	-	1,309	2,033	-	2,033
At 31 March 2013	於二零一三年三月三十一日	18,364	146	25,812	44,322	-	44,322
<b>Net book value:</b>	<b>賬面淨值：</b>						
At 31 March 2013	於二零一三年三月三十一日	24,912	-	2,367	27,279	255,590	282,869
At 31 March 2012	於二零一二年三月三十一日	25,636	-	3,336	28,972	190,005	218,977

#### (c) Revaluation of investment properties

All investment properties of the Group and the Company were revalued as at 31 March 2013 on an open market value basis calculated by reference to net rental income allowing for reversionary income potential. The valuations were carried out by independent firms of surveyors, Knight Frank Petty Limited and RHL Appraisal Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of the properties being valued.

### 13. 固定資產(續)

#### (b) 本公司(續)

#### (c) 投資物業重估

於二零一三年三月三十一日本集團及本公司的投資物業按租金收入淨額並且考慮到物業市場潛在租金變化作為計算公開市值的評估基準進行重估。並經由獨立測量師行卓德萊坊測計師行有限公司及永利行評估顧問有限公司作出估值，該等測量師行之職員為香港測量師學會資深會員，對近期所估物業之地點及類別具備豐富經驗。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 13. FIXED ASSETS (continued)

(d) The analysis of net book value of properties is as follows:

### 13. 固定資產(續)

(d) 物業之賬面淨值分析如下：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Medium term leases	中期租約				
- in Hong Kong	- 香港	190,658	147,245	280,502	215,641
- outside Hong Kong	- 香港境外	64,725	65,214	-	-
		<b>255,383</b>	212,459	<b>280,502</b>	215,641
<b>Representing:</b>	代表：				
Land and buildings	土地及樓宇	39,873	42,067	24,912	25,636
Investment properties	投資物業	213,783	168,616	255,590	190,005
		<b>253,656</b>	210,683	<b>280,502</b>	215,641
Interest in leasehold land held for own use under operating leases	持作經營租賃之自用租賃土地	1,727	1,776	-	-
		<b>255,383</b>	212,459	<b>280,502</b>	215,641



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 13. FIXED ASSETS (continued)

#### (e) Fixed assets leased out under operating leases

The Group and the Company lease out investment properties under operating leases. The leases typically run for an initial period of one to seven years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals.

All properties held under operating leases that would otherwise meet the definition of an investment property are classified as investment properties.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Within 1 year	一年內	7,845	7,722
After 1 year but within 5 years	一年後但五年內	3,147	9,235
More than 5 years	五年以上	-	442
		<b>10,992</b>	<b>17,399</b>

#### (f) Impairment loss on fixed assets

During the year ended 31 March 2013, the Group underwent a restructuring of its operations in the PRC for the manufacture and sale of garments and textiles division pursuant to which certain factories were relocated and certain fixed assets have since become idle. Management assessed the recoverable amounts of the Group's fixed assets taking into consideration the usability of those fixed assets. As a result of this assessment, an impairment loss of \$8,504,000 (2012: \$Nil) was recognised in the consolidated income statement for the year ended 31 March 2013. The estimates of recoverable amount were based on the assets' fair values less costs to sell, determined by reference to the recent transactions.

### 13. 固定資產(續)

- (e) 以經營租賃合約出租的固定資產  
本集團及本公司以經營租賃合約出租投資物業。租賃合約初期一般為一年至七年，並且有權選擇在約滿後續約，屆時所有租約條款均重新協議。所有租賃合約並不包括或有租金。

所有符合投資物業定義以經營租賃持有的物業均分類為投資物業。

本集團根據不可解除的經營租賃在日後應收的最低租賃付款額總數如下：

#### (f) 固定資產減值虧損

截至二零一三年三月三十一日止年度內，本集團重組其於中國經營的製造及銷售成衣及紡織品分部之業務，因工廠之遷移導致某些固定資產變為閒置。管理層根據固定資產的可用性評估其可收回數額。據此，於截至二零一三年三月三十一日止年度，減值虧損8,504,000元(二零一二年：無)已在綜合損益表被確認。可收回數額是參照相關資產近期的交易，根據公平價值減出售成本為基準。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 14. INTANGIBLE ASSETS

#### Club debentures

		會籍			
		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
At the beginning of the year	於年初	3,117	1,569	3,117	1,569
Additions	增加	-	1,548	-	1,548
At the end of the year	於年終	3,117	3,117	3,117	3,117

The directors consider that the recoverable amount of the club debentures exceeds its carrying amount and therefore no impairment is necessary. The recoverable amount of the club debentures is estimated by reference to its current open market value less cost to sell as at 31 March 2013 and 2012.

### 14. 無形資產

董事認為會籍之可收回數額超過其賬面值，因而不需要作出減值。釐定會籍之可收回數額乃參考其於二零一三年及二零一二年三月三十一日之公開市場價值減出售成本。

### 15. GOODWILL

		The Group 本集團	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Cost:</b>	成本：		
At the beginning and the end of the year	於年初及年終	2,177	2,177
<b>Accumulated amortisation and impairment losses:</b>	累計攤銷及減值虧損：		
At the beginning and the end of the year	於年初及年終	2,177	2,177
<b>Carrying amount:</b>	賬面金額：		
At the beginning and the end of the year	於年初及年終	-	-

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 16. INVESTMENTS IN SUBSIDIARIES

### 16. 附屬公司投資

		The Company 本公司	
		2013 二零一三年	2012 二零一二年
		\$'000 千元	\$'000 千元
Unlisted shares, at cost	非上市股份，按成本	32,245	32,245
Amounts due from subsidiaries	應收附屬公司款項	68,181	100,584
		100,426	132,829
Less: Impairment loss	減：減值虧損	(21,112)	(21,112)
		79,314	111,717

The amounts due from subsidiaries are unsecured, interest-free and not expected to be recoverable within one year from the balance sheet date.

附屬公司所欠款項是沒有抵押、不帶利息，並預期於結算日一年內不會收回。

Impairment losses on investments in subsidiaries represent the write down of the carrying values of the investment cost and receivables from certain subsidiaries to their recoverable amounts.

附屬公司投資的減值虧損指減少投資成本及應收若干附屬公司款項的賬面值至其可收回數額。

The particulars of subsidiaries which principally affected the results, assets or liabilities of the Group at 31 March 2013 are as follows. The class of shares held is ordinary unless otherwise stated.

於二零一三年三月三十一日，對本集團業績、資產或負債有重大影響之主要附屬公司之詳情如下。除另有註明外，所持有之股份均為普通股。

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊／成立 及經營地點	Issued and paid up share capital/registered capital 已發行及繳足 股本／註冊資本	Percentage of ownership interest held by		Principal activity 主要業務
			the Group 本集團	the Company 本公司	
Whampoa Textile Limited 黃浦江紡織有限公司	Hong Kong 香港	HK\$25,000,000	100	100	Investment holding 投資控股
Hong Kong Knitters Limited 香港織造有限公司	Hong Kong 香港	HK\$3,000,000	100	—	Garment manufacturing and investment holding 成衣製造及 投資控股

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 16. INVESTMENTS IN SUBSIDIARIES (continued)

### 16. 附屬公司投資 (續)

Name of company 公司名稱	Place of incorporation/ establishment and operation 註冊/成立 及經營地點	Issued and paid up share capital/registered capital 已發行及繳足 股本/註冊資本	Percentage of ownership interest held by		Principal activity 主要業務
			the Group 本集團	the Company 本公司	
Easeley Knitwear Limited 依時針織廠有限公司	Hong Kong 香港	HK\$100,000	100	–	Garment manufacturing 成衣製造
Exquisite Knitters (Guangzhou) Limited 卓越織造(廣州)有限公司#	The PRC 中國	HK\$75,600,000	100	–	Knitting and dyeing of fabrics and manufacturing of garments 布料織造、印染 及成衣製造
Whampoa Garment Manufacturing (Guangzhou) Co., Ltd 黃浦江製衣(廣州)有限公司#	The PRC 中國	HK\$17,800,000	100	–	Garment manufacturing 成衣製造
Whampoa Garment Manufacturing (Guigang) Co., Ltd 黃浦江製衣(貴港)有限公司#	The PRC 中國	HK\$18,000,000	100	–	Garment manufacturing 成衣製造
Whampoa Garment Manufacturing (Guangxi) Co., Ltd 黃浦江製衣(廣西)有限公司#	The PRC 中國	HK\$4,000,000	100	–	Garment manufacturing 成衣製造
Lavender Garment Limited	Bangladesh 孟加拉	Taka35,511,050	69	–	Garment manufacturing 成衣製造
Vestis Limited	United Kingdom 英國	GBP2	100	100	Garment wholesaling 成衣批發

# These companies are wholly foreign owned enterprises established in the PRC. The English translation of the names is for reference only. The official names of these entities are in Chinese.

# 該等公司為於中國成立之國外獨資企業。該等企業均以中文名稱註冊，英文翻譯的名字僅供參考。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 17. INTERESTS IN ASSOCIATES

### 17. 聯營公司權益

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		\$'000 千元	\$'000 千元
Share of net assets	應佔資產淨值	2,096	16

(a) The particulars of the associates at 31 March 2013, which are unlisted entities, are as follows. The class of shares held is ordinary unless otherwise stated.

(a) 於二零一三年三月三十一日之聯營公司(為非上市公司)之詳情如下。除另有註明外,所持有之股份均為普通股。

Name of company 公司名稱	Place of establishment and operation 成立及經營地點	Percentage of ownership interest held by the the		Principal activity 主要業務
		Group 本集團	Company 本公司	
Guangzhou Top Yield Garment Limited 廣州同越製衣有限公司#	The PRC 中國	33.3	–	Garment manufacturing 成衣製造
Guangdong Xi Mu Industrial Company Limited 廣東西姆實業有限公司#	The PRC 中國	20	–	Garment manufacturing and retailing 成衣製造及零售

# The associates are a sino-foreign equity joint ventures established in the PRC. The English translation of the names is for reference only. The official names of these entities are in Chinese.

# 該等聯營公司為於中國成立之中外合資經營企業。該企業以中文名稱註冊,英文翻譯的名字僅供參考。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 17. INTERESTS IN ASSOCIATES (continued)

#### (b) Summary of financial information on associates

		Assets	Liabilities	Equity	Revenue	Loss
		資產	負債	權益	收入	虧損
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>2013</b>	二零一三年					
100 per cent	百分之一百	17,350	(17,073)	(277)	24,120	(2,239)
Group's effective interest	本集團實際權益	4,871	(4,853)	(18)	6,275	(491)
<b>2012</b>	二零一二年					
100 per cent	百分之一百	8,720	(8,673)	(47)	7,602	(577)
Group's effective interest	本集團實際權益	2,907	(2,891)	(16)	2,534	(192)

### 17. 聯營公司權益 (續)

#### (b) 聯營公司財務資料概要

### 18. INTERESTS IN JOINTLY CONTROLLED ENTITIES

		The Group		The Company	
		本集團		本公司	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Unlisted investments, at cost	非上市投資，按成本	-	-	230,818	230,818
Share of net assets	應佔資產淨值	610,118	611,270	-	-
		610,118	611,270	230,818	230,818

### 18. 合營公司權益

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 18. INTERESTS IN JOINTLY CONTROLLED ENTITIES (continued)

Details of the Group's interests in jointly controlled entities at 31 March 2013 are as follows:

Name of company 公司名稱	Place of establishment and operation 成立及經營地點	Percentage of ownership interest held by		Principal activity 主要業務
		the Group 本集團	the Company 本公司	
Wuxi No. 1 Cotton Investment Co., Ltd 無錫一棉投資有限公司	The PRC 中國	49	49	Investment holding 投資控股
Taizhou Changxin Textile (Xinghua) Co., Ltd 泰州長新紡織(興化)有限公司*	The PRC 中國	49	—	Manufacturing of textile products 紡織品製造
Allied Textiles Co., Ltd 新聯興紡織有限公司*	The PRC 中國	49	—	Manufacturing of garments and textiles 成衣及紡織品製造
Wuxi YGM Textile Co., Ltd 無錫長江精密紡織有限公司*	The PRC 中國	49	—	Manufacture and sale of textiles 製造及銷售紡織品
Dongtai NAA Textiles Co., Ltd 東台新澳紡織有限公司*	The PRC 中國	49	—	Manufacturing of garments and textiles 成衣及紡織品製造
Wuxi Flex Textile Co., Ltd 無錫福萊克斯紡織品有限公司**	The PRC 中國	36.75	—	Trading of textiles 紡織品貿易

\* Wholly owned subsidiaries of Wuxi No. 1 Cotton Investment Co., Ltd

\*\* Subsidiary of Allied Textiles Co., Ltd which holds 75% of ownership interest

### 18. 合營公司權益(續)

於二零一三年三月三十一日，本集團於合營公司權益之資料詳列如下：

Principal activity 主要業務	Percentage of ownership interest held by	
	the Group 本集團	the Company 本公司
Investment holding 投資控股	49	49
Manufacturing of textile products 紡織品製造	49	—
Manufacturing of garments and textiles 成衣及紡織品製造	49	—
Manufacture and sale of textiles 製造及銷售紡織品	49	—
Manufacturing of garments and textiles 成衣及紡織品製造	49	—
Trading of textiles 紡織品貿易	36.75	—

\* 無錫一棉投資有限公司之全資擁有附屬公司

\*\* 新聯興紡織有限公司之附屬公司，擁有其75%權益

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 18. INTERESTS IN JOINTLY CONTROLLED ENTITIES (continued)

All of the jointly controlled entities are sino-foreign equity joint ventures established in the PRC. The English translation of the names of all of the jointly controlled entities is for reference only. The official names of these entities are in Chinese.

#### Summary of financial information on the jointly controlled entities – Group's effective interest:

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Non-current assets	非流動資產	602,984	648,797
Current assets	流動資產	386,769	377,650
Non-current liabilities	非流動負債	(13,116)	(15,452)
Current liabilities	流動負債	(366,519)	(399,725)
<b>Net assets</b>	<b>資產淨值</b>	<b>610,118</b>	<b>611,270</b>
Income	收入	818,091	842,986
Expenses	支出	(822,912)	(835,464)
<b>(Loss)/profit for the year</b>	<b>本年度(虧損)/溢利</b>	<b>(4,821)</b>	<b>7,522</b>

### 18. 合營公司權益 (續)

所有合營公司均為於中國成立之中外合資經營企業。該等企業均以中文名稱註冊，英文翻譯的名字僅供參考。

#### 合營公司財務資料概要 – 本集團實際權益：



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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截至二零一三年三月三十一日止年度 (以港元計)

### 19. OTHER FINANCIAL ASSETS

### 19. 其他金融資產

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<b>Held-to-maturity debt securities:</b>	<b>持有至到期之債權證券：</b>				
Listed outside Hong Kong	香港境外上市	<b>1,940</b>	1,940	<b>1,940</b>	1,940
<b>Available-for-sale equity securities:</b>	<b>可供出售股權證券：</b>				
Unlisted, at cost	非上市，按成本	<b>3,028</b>	3,028	<b>855</b>	855
Listed outside Hong Kong, at market value	香港境外上市，按市值	<b>4,274</b>	5,284	<b>4,274</b>	5,284
		<b>7,302</b>	8,312	<b>5,129</b>	6,139
Less: Impairment loss	減：減值虧損	<b>9,242</b> <b>(2,173)</b>	10,252 (2,173)	<b>7,069</b> <b>-</b>	8,079 -
		<b>7,069</b>	8,079	<b>7,069</b>	8,079
Market value of listed securities	上市證券市值	<b>6,319</b>	7,291	<b>6,319</b>	7,291
Fair value of individually impaired available-for-sale equity securities	個別減值之可供出售 股權證券之公平價值	<b>3,725</b>	4,859	<b>3,725</b>	4,859

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 20. INVENTORIES

(a) Inventories in the balance sheet comprise:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Raw materials	原材料	14,129	23,576	324	749
Work in progress	在製品	53,223	84,071	17,270	23,647
Finished goods	製成品	10,988	19,698	4,941	4,720
		<b>78,340</b>	127,345	<b>22,535</b>	29,116

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		The Group 本集團	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Carrying amount of inventories sold	存貨銷售賬面值	1,121,959	1,475,134
Write-down of inventories	存貨撇減	364	8,556
Reversal of write-down of inventories	存貨撇減撥回	(11,345)	(2,285)
		<b>1,110,978</b>	1,481,405

The reversal of write-down of inventories made in prior years arose due to an increase in the net realisable value of garment products by reference to the sales made during the year and subsequent to the year end.

### 20. 存貨

(a) 存貨於資產負債表包括：

(b) 存貨數額列作支出及包括在損益內的分析如下：

過往年度之存貨撇減撥回乃根據成衣產品於年內及於年度結束後的銷售，而導致該等產品可變現淨值的估計增加所致。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 21. TRADE AND OTHER RECEIVABLES

### 21. 應收賬款及其他應收款

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Trade debtors	應收賬款	89,716	163,391	21,295	31,317
Bills receivable	應收票據	61,334	110,855	32,688	60,400
Less: Allowance for doubtful debts	減：呆壞賬撥備	(3,753)	(6,283)	(8)	(235)
		<b>147,297</b>	267,963	<b>53,975</b>	91,482
Deposits, prepayments and other debtors	訂金、預付款及其他應收款	41,481	52,681	12,171	16,657
Amounts due from subsidiaries	應收附屬公司款項	-	-	138,784	176,048
Amounts due from related companies (note 31(c))	應收關連公司款項 (附註31(c))	2,490	4,238	255	306
Amounts due from jointly controlled entities (note 31(c))	應收合營公司款項 (附註31(c))	1,475	1,466	-	-
Amount due from an associate (note 31(c))	應收一聯營公司款項 (附註31(c))	-	2,851	-	-
Derivative financial instruments held as cash flow hedging instruments (note 28(c)(i))	持有作現金流量對沖之衍生金融工具 (附註28(c)(i))	52	-	52	-
		<b>192,795</b>	329,199	<b>205,237</b>	284,493

Substantially all of the Group's and the Company's trade and other receivables are expected to be recovered or recognised as an expense within one year.

The amounts due from subsidiaries, related companies, jointly controlled entities and an associate are unsecured, interest-free and recoverable on demand.

本集團及本公司之絕大部份應收賬款及其他應收款均預期於一年內收回或確認為開支。

應收附屬公司、關連公司、合營公司及一聯營公司款項是沒有抵押、不帶利息，並需按通知即時償還。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 21. TRADE AND OTHER RECEIVABLES (continued)

#### (a) Ageing analysis

As of the balance sheet date, the ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables), based on the invoice date and net of allowance of doubtful debts, is as follows:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Within 1 month	一個月以內	61,751	145,409	16,054	37,202
1 to 2 months	一至二個月	24,944	62,455	9,753	22,261
2 to 3 months	二至三個月	45,001	41,417	23,010	24,892
3 to 4 months	三至四個月	10,998	12,946	4,067	4,476
Over 4 months	四個月以上	4,603	5,736	1,091	2,651
		<b>147,297</b>	267,963	<b>53,975</b>	91,482

Trade debtors and bills receivable are due between 30 to 120 days from the date of billing. Further details on the Group's credit policy are set out in note 28(a).

應收賬款及應收票據在發單日期後30至120日內到期。有關本集團的信貸政策的詳情載列於附註28(a)。

### 21. 應收賬款及其他應收款(續)

#### (a) 賬齡分析

於結算日，根據發票日期及扣除呆壞賬撥備後的應收賬款及應收票據(已計入應收賬款及其他應收款)的賬齡分析如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 21. TRADE AND OTHER RECEIVABLES (continued)

#### (b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(k)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
At the beginning of the year	於年初	6,283	6,284	235	263
Impairment loss recognised/ (reversed) (note 5(c))	減值虧損之確認/ (撥回) (附註5(c))	291	136	291	(28)
Uncollectible amounts written off	撇銷不可收回金額	(2,821)	(137)	(518)	-
At the end of the year	於年終	3,753	6,283	8	235

At 31 March 2013, the Group's and the Company's trade debtors and bills receivable of \$3,753,000 (2012: \$6,283,000) and \$8,000 (2012: \$235,000), respectively, were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that the receivables are expected not to be recoverable. Consequently, specific allowances for doubtful debts of \$3,753,000 (2012: \$6,283,000) and \$8,000 (2012: \$235,000), respectively, were recognised. The Group does not hold any collateral over these balances.

### 21. 應收賬款及其他應收款(續)

#### (b) 應收賬款及應收票據減值

就應收賬款及應收票據之減值虧損，本集團會確認於撥備賬中。倘若本集團相信日後收回款項的可能性極低，其減值虧損將直接於應收賬款及應收票據中撇銷(參閱附註1(k)(i))。

年內呆壞賬撥備的變動(包括個別及共同虧損部份)如下：

於二零一三年三月三十一日，本集團及本公司分別為3,753,000元(二零一二年：6,283,000元)及8,000元(二零一二年：235,000元)之應收賬款及應收票據被個別釐定為出現減值。該等賬款與有財政困難之客戶有關，而管理層評估後預期將不能收回該應收款。因此，已被確認之個別呆壞賬撥備分別為3,753,000元(二零一二年：6,283,000元)及8,000元(二零一二年：235,000元)。本集團並無就該等結餘持有任何抵押品。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 21. TRADE AND OTHER RECEIVABLES (continued)

#### (c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Neither past due nor impaired	概無逾期或減值	129,493	197,298	49,405	84,914
Less than 61 days past due	逾期少於61日	13,233	65,116	4,428	5,450
61 to 90 days past due	逾期61至90日	1,239	1,158	71	308
More than 90 days past due	逾期90日以上	3,332	4,391	71	810
		17,804	70,665	4,570	6,568
		147,297	267,963	53,975	91,482

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### 21. 應收賬款及其他應收款(續)

#### (c) 尚未減值之應收賬款及應收票據

並無個別或整體視為出現減值的應收賬款及應收票據賬齡分析如下：

概無逾期或減值之應收賬款與眾多並無近期欠款記錄之客戶有關。

逾期但並未減值之應收賬款與多名獨立客戶有關，該等客戶對本集團的信貸記錄良好。根據過往經驗，管理層認為，該等結餘無需減值撥備，因為信貸質素並無重大變動，且結餘仍被視作可全數收回。本集團並無就該等結餘持有任何抵押品。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 21. TRADE AND OTHER RECEIVABLES (continued)

#### (d) Impairment of amount due from an associate

During the year ended 31 March 2013, an associate was in financial difficulty and management assessed that the amount due from the associate is expected to be irrecoverable. Accordingly, an impairment loss on amount due from the associate of \$4,171,000 was made in the financial statements during the year.

### 22. CASH AND CASH EQUIVALENTS

#### (a) Cash and cash equivalents comprise:

### 21. 應收賬款及其他應收款(續)

#### (d) 應收一聯營公司款項減值

截至二零一三年三月三十一日止年度內，因一聯營公司有財政困難，管理層評估後預期應收其聯營公司的款項將不能收回。因此，減值虧損4,171,000元已在年內的財務報表被確認。

### 22. 現金及現金等價物

#### (a) 現金及現金等價物包括：

		The Group 本集團		The Company 本公司	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cash at bank and in hand	銀行活期存款及現金	270,015	149,227	142,387	61,504

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## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 22. CASH AND CASH EQUIVALENTS (continued)

#### (b) Reconciliation of profit before taxation to cash generated from operations:

		Note	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
		附註		
Profit before taxation	除稅前溢利		<b>66,057</b>	117,156
Adjustments for:	調整：			
Dividend income from unlisted equity securities	非上市股權證券之股息收入	4	<b>(389)</b>	(1,828)
Interest income	利息收入	4	<b>(2,255)</b>	(1,675)
Net loss/(gain) on disposals of fixed assets	出售固定資產虧損/(收益)淨額	4	<b>1,790</b>	(3,004)
Finance costs	融資成本	5(a)	<b>4,398</b>	5,799
Amortisation of pre-paid interests in leasehold land	預付租賃土地款項的攤銷	5(c)	<b>59</b>	58
Depreciation	折舊	5(c)	<b>17,154</b>	17,947
Share of losses of associates	應佔聯營公司虧損	17(b)	<b>398</b>	192
Share of losses/(profits) of jointly controlled entities	應佔合營公司虧損/(溢利)	18	<b>4,821</b>	(7,522)
Impairment loss on fixed assets	固定資產減值虧損	13(f)	<b>8,504</b>	-
Net valuation gains on investment properties	投資物業重估收益淨額	13(a)	<b>(44,905)</b>	(33,392)
Foreign exchange losses	匯兌損失		<b>264</b>	1,432
Operating profit before changes in working capital	流動資本變動前之經營溢利		<b>55,896</b>	95,163
Changes in working capital:	營運資金變動：			
Decrease in inventories	存貨減少		<b>49,005</b>	12,808
Decrease/(increase) in trade and other receivables	應收賬款及其他應收款 減少/(增加)		<b>136,456</b>	(94,234)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款 (減少)/增加		<b>(70,494)</b>	19,688
(Decrease)/increase in provision for long service payments	長期服務金準備(減少)/增加		<b>(10,193)</b>	5,290
Cash generated from operations	經營業務所得現金		<b>160,670</b>	38,715



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 23. TRADE AND OTHER PAYABLES

### 23. 應付賬款及其他應付款

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Trade creditors	應付賬款	82,372	120,152	33,498	58,243
Bills payable	應付票據	3,523	13,812	1,132	4,265
		<b>85,895</b>	133,964	<b>34,630</b>	62,508
Accrued charges and other creditors	應計費用及其他應付款	63,085	86,882	19,846	25,883
Amounts due to subsidiaries	應付附屬公司款項	–	–	4,319	6,514
Amounts due to related companies (note 31(c))	應付關連公司款項 (附註31(c))	1,483	418	370	418
Amounts due to jointly controlled entities (note 31(c))	應付合營公司款項 (附註31(c))	148	–	13	13
Amount due to an associate (note 31(c))	應付一聯營公司款項 (附註31(c))	199	–	–	–
Amount due to a shareholder – Chan Family Investment Corporation Limited	應付一股東款項 – Chan Family Investment Corporation Limited	–	40	–	24
		<b>150,810</b>	221,304	<b>59,178</b>	95,360

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

所有應付賬款及其他應付款預期將於一年內償還或確認為收入或需按通知即時償還。

The amounts due to subsidiaries, related companies, jointly controlled entities, an associate and a shareholder are unsecured, interest-free and repayable on demand.

應付附屬公司、關連公司、合營公司、一聯營公司及一股東款項是沒有抵押、不帶利息，並需按通知即時償還。

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### 23. TRADE AND OTHER PAYABLES (continued)

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis as of the balance sheet date:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Current	未逾期	46,610	84,716	22,939	45,247
Less than 61 days past due	逾期少於61日	29,621	43,354	11,013	14,670
61 to 90 days past due	逾期61日至90日	6,183	827	251	49
More than 90 days past due	逾期90日以上	3,481	5,067	427	2,542
		39,285	49,248	11,691	17,261
		85,895	133,964	34,630	62,508

The Group's general payment terms are 30 to 90 days from the invoice date. Therefore, the balances above which are classified as current are mostly within 90 days from the invoice date.

### 24. EMPLOYEE RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$25,000 (\$20,000 prior to June 2012). The employer's contributions to the MPF scheme vest immediately.

The Group also operates a Mandatory Provident Fund Exempted ORSO Scheme in Hong Kong for those employees who were eligible to participate in the scheme. This scheme is operated in a way similar to the MPF scheme, except that when an employee leaves the scheme prior to his/her interest in the Group's employee contributions vesting fully, the ongoing contributions payable by the Group are reduced by the relevant amount of forfeited employer's contributions or refunded to the employer.

The employees of subsidiaries of the Group established in the PRC are members of a state-sponsored retirement scheme organised by the local government in the PRC. The subsidiaries are required to contribute, based on a certain percentage of payroll, to the retirement scheme to fund the benefits. The only obligation of the Group with respect to these retirement schemes is to make the required contributions under the terms of the scheme.

### 23. 應付賬款及其他應付款(續)

於結算日包括在應付賬款及其他應付款的應付賬款及應付票據賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Current	未逾期	46,610	84,716	22,939	45,247
Less than 61 days past due	逾期少於61日	29,621	43,354	11,013	14,670
61 to 90 days past due	逾期61日至90日	6,183	827	251	49
More than 90 days past due	逾期90日以上	3,481	5,067	427	2,542
		39,285	49,248	11,691	17,261
		85,895	133,964	34,630	62,508

本集團一般付款條款是於發票日期後30日至90日內到期。因此，上述未逾期的結餘大部份均在發票日後90日內到期。

### 24. 僱員退休福利

本集團已按照強制性公積金計劃條例為根據香港《僱傭條例》聘用之僱員設有強制性公積金計劃(「強積金計劃」)。強積金計劃為既定供款退休計劃，由獨立信託人管理。根據強積金計劃，僱主及其僱員均須對該計劃按僱員有關之收入之5%作出供款。惟每月有關收入之上限為25,000元(二零一二年六月以前為20,000元)。僱主向強積金計劃作出之供款即時歸屬僱員。

於香港，本集團亦為合資格參與獲強制性公積金豁免的職業退休計劃之僱員設立該計劃。該計劃以類似強積金計劃之方式經營，惟當僱員於符合資格全數享有本集團僱員供款前離職，被沒收之僱主供款將用作減低集團日後之供款或退還僱主。

本集團於中國成立之附屬公司之僱員乃中國當地政府組織之職工社會養老保險計劃之成員。該等附屬公司須按僱員工資之若干百分比作出退休計劃供款。本集團就退休計劃所承擔之唯一責任是支付該計劃規定之供款。

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### 25. INCOME TAX IN THE BALANCE SHEET

#### (a) Current taxation in the balance sheet represents:

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅撥備	7,891	10,681	2,348	3,094
Provisional Profits Tax paid	已付暫繳利得稅	(5,784)	(2,791)	(2,201)	(2,511)
		2,107	7,890	147	583
Provision of tax outside Hong Kong	香港境外稅項撥備	13,181	13,875	-	-
Net tax payable	應付稅項淨額	15,288	21,765	147	583

### 25. 資產負債表所示的所得稅

#### (a) 資產負債表所示的本期所得稅為：

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#### (b) Deferred tax (assets)/liabilities recognised:

##### (i) The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

#### (b) 已確認遞延所得稅(資產)/負債：

##### (i) 本集團

已在綜合資產負債表確認的遞延所得稅(資產)/負債的組成部份和本年度的變動如下：

		Revaluation of investment properties	Depreciation of fixed assets	Provision for inventories	Provision for long service payments	Undistributed profits of subsidiaries and jointly controlled entities	Cash flow hedge	Total
		投資 物業重估 \$'000 千元	固定資產 折舊 \$'000 千元	存貨準備 \$'000 千元	長期服務金 準備 \$'000 千元	附屬公司及 合營公司 未分配溢利 \$'000 千元	現金流量 對沖 \$'000 千元	合計 \$'000 千元
Deferred tax arising from:	來自下列各項的遞延所得稅：							
At 1 April 2011	於二零一一年四月一日	6,466	(1,388)	(4,659)	(6,091)	5,657	(596)	(611)
Exchange adjustments	匯兌調整	249	(192)	(190)	(229)	-	-	(362)
Charged/(credited) to profit or loss	在損益內扣除/(計入)	535	1,824	(1,179)	(797)	(820)	-	(437)
Charged to reserves	在儲備扣除	4,264	-	-	-	-	596	4,860
At 31 March 2012	於二零一二年三月三十一日	11,514	244	(6,028)	(7,117)	4,837	-	3,450
At 1 April 2012	於二零一二年四月一日	11,514	244	(6,028)	(7,117)	4,837	-	3,450
Exchange adjustments	匯兌調整	52	(16)	(16)	(31)	-	-	(11)
(Credited)/charged to profit or loss	在損益內(計入)/扣除	(3,754)	1,757	4,162	2,108	(1,132)	-	3,141
Charged to reserves	在儲備扣除	-	-	-	-	-	9	9
At 31 March 2013	於二零一三年三月三十一日	7,812	1,985	(1,882)	(5,040)	3,705	9	6,589

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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截至二零一三年三月三十一日止年度 (以港元計)

### 25. INCOME TAX IN THE BALANCE SHEET (continued)

#### (b) Deferred tax (assets)/liabilities recognised: (continued)

##### (ii) The Company

The components of deferred tax (assets)/liabilities recognised in the balance sheet and the movements during the year are as follows:

		Depreciation of fixed assets 固定資產折舊	Cash flow hedge 現金流量對沖	Total 合計
		\$'000 千元	\$'000 千元	\$'000 千元
Deferred tax arising from:	來自下列各項的遞延所得稅：			
At 1 April 2011	於二零一一年四月一日	4,262	(596)	3,666
Credited to profit or loss	在損益內計入	(250)	-	(250)
Charged to reserves	在儲備扣除	-	596	596
At 31 March 2012	於二零一二年三月三十一日	4,012	-	4,012
At 1 April 2012	於二零一二年四月一日	4,012	-	4,012
Credited to profit or loss	在損益內計入	(162)	-	(162)
Charged to reserves	在儲備扣除	-	9	9
At 31 March 2013	於二零一三年三月三十一日	3,850	9	3,859

##### (iii) Reconciliation to the balance sheet

##### (iii) 資產負債表對賬

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Net deferred tax assets recognised in the balance sheet	在資產負債表確認的 遞延所得稅資產淨值	(2,454)	(11,328)	-	-
Net deferred tax liabilities recognised in the balance sheet	在資產負債表確認的 遞延所得稅負債淨值	9,043	14,778	3,859	4,012
		6,589	3,450	3,859	4,012

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## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 25. INCOME TAX IN THE BALANCE SHEET (continued)

#### (c) Deferred tax assets not recognised:

In accordance with the accounting policy set out in note 1(r), the Group has not recognised deferred tax assets in respect of cumulative tax losses of \$50,543,000 (2012: \$28,932,000) attributable to certain subsidiaries as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction of the entities. Tax losses amounting to \$5,639,000 (2012: \$5,859,000) do not expire under the relevant current tax legislation, while the remaining tax losses amounting to \$44,904,000 (2012: \$23,073,000) incurred by the PRC subsidiaries will expire in five years after they are incurred as follows:

### 25. 資產負債表所示的所得稅 (續)

#### (c) 未確認的遞延所得稅資產：

根據附註1(r)，本集團尚未就若干附屬公司的可抵扣虧損確認有關的遞延所得稅資產為數50,543,000元(二零一二年：28,932,000元)。由於在相關實體之稅務司法權區而言，有可供動用之虧損以抵銷未來應課稅溢利之可能性很低。根據有關現行稅務法例，不會到期的稅務虧損合共5,639,000元(二零一二年：5,859,000元)。而剩餘的由中國附屬公司產生的稅務虧損合共44,904,000元(二零一二年：23,073,000元)將於該虧損產生期後五年內屆滿：

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
<i>Expiring in December:</i>	<i>於十二月屆滿：</i>		
2014	二零一四年	2,506	2,491
2015	二零一五年	495	492
2016	二零一六年	12,142	14,662
2017	二零一七年	18,294	5,428
2018	二零一八年	11,467	-
		<b>44,904</b>	23,073
Do not expire under current tax legislation	在現行稅務法例下不會到期	<b>5,639</b>	5,859
		<b>50,543</b>	28,932

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 26. PROVISION FOR LONG SERVICE PAYMENTS

### 26. 長期服務金準備

		The Group 本集團		The Company 本公司	
		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
At the beginning of the year	於年初	33,108	27,818	2,843	2,050
Exchange adjustments	匯兌調整	125	872	-	-
(Reversal of)/provision made	年內(撥回)/撥備	(981)	7,684	(1,135)	638
Less: (Payments)/refund during the year	減：年內(付款)/退回 款項	(9,337)	(3,266)	-	155
At the end of the year	於年終	22,915	33,108	1,708	2,843

Under the Hong Kong Employment Ordinance, the Group and the Company are obliged to make lump sum payments on cessation of employment in certain circumstances to employees who have completed at least five years of service with the Group and the Company. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the retirement schemes of the Group and the Company that are attributable to contributions made by the Group and the Company.

Under the PRC Labour Contract Law, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to employees. The amount payable is dependent on the employees' final salary and years of service.

The Group does not set aside any assets to fund the above remaining obligations.

根據香港《僱傭條例》，本集團及本公司有責任向服務年資達五年或以上而在若干情況下停止受僱的僱員付出一筆過的金額。所支付的金額乃根據僱員的最終薪金及服務年數而釐定，並扣除僱員在本集團及本公司退休計劃下應計權益中本集團及本公司所供之款項。

根據《中國勞動合同法》，集團有責任向在若干情況下停止受僱的僱員付出一筆過的金額。所支付的金額乃根據僱員的最終薪金及服務年數而釐定。

集團並無撥出任何資產以應付上述剩餘的責任。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
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### 27. CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital	Share premium	Capital redemption reserve	Investment revaluation reserve	Land and buildings revaluation reserve	Hedging reserve	Retained profits	Total
	Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	附註	千元	千元	千元	千元	千元	千元	千元	千元
<b>Balance at 1 April 2011</b>	於二零一一年四月一日之結餘	105,184	102,753	481	(222)	16,805	(3,016)	547,603	769,588
<b>Changes in equity for the year:</b>	本年度權益變動：								
Profit for the year	本年度溢利	9	-	-	-	-	-	94,597	94,597
Other comprehensive income	其他全面收益	-	-	-	218	10,064	3,016	-	13,298
<b>Total comprehensive income for the year</b>	本年度全面收益總額	-	-	-	218	10,064	3,016	94,597	107,895
<b>Purchase of own shares:</b>	購回本公司股份：								
- par value paid	- 已付面值	(1,810)	-	-	-	-	-	-	(1,810)
- premium paid	- 已付溢價	-	-	-	-	-	-	(5,478)	(5,478)
<b>Capital reduction on repurchase of the Company's shares</b>	購回本公司股份引致股本減少	27(c)(i)	-	-	1,810	-	-	(1,810)	-
<b>Dividends approved in respect of the previous year</b>	本年度內批准屬於上一年度的股息	27(b)(ii)	-	-	-	-	-	(21,037)	(21,037)
<b>Dividends declared in respect of the current year</b>	本年度已宣派股息	27(b)(i)	-	-	-	-	-	(4,135)	(4,135)
<b>Balance at 31 March 2012 and 1 April 2012</b>	於二零一二年三月三十一日及二零一二年四月一日之結餘	103,374	102,753	2,291	(4)	26,869	-	609,740	845,023
<b>Changes in equity for the year:</b>	本年度權益變動：								
Profit for the year	本年度溢利	9	-	-	-	-	-	76,772	76,772
Other comprehensive income	其他全面收益	-	-	-	(984)	-	48	-	(936)
<b>Total comprehensive income for the year</b>	本年度全面收益總額	-	-	-	(984)	-	48	76,772	75,836
<b>Dividends approved in respect of the previous year</b>	本年度內批准屬於上一年度的股息	27(b)(ii)	-	-	-	-	-	(12,405)	(12,405)
<b>Balance at 31 March 2013</b>	於二零一三年三月三十一日之結餘	103,374	102,753	2,291	(988)	26,869	48	674,107	908,454

### 27. 股本、儲備及股息

#### (a) 權益組成部份之變動

本集團綜合權益各組成部份的期初與期末結餘之對賬載於綜合權益變動表。本公司權益個別組成部份於年初及年終之變動詳情如下：

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### 27. CAPITAL, RESERVES AND DIVIDENDS

(continued)

#### (b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year

	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
No interim dividend declared for 2013 (2012: \$0.02 per ordinary share)	-	4,135
Final dividend proposed after the balance sheet date of \$0.05 (2012: \$0.06) per ordinary share	10,337	12,405
	<b>10,337</b>	<b>16,540</b>

The final dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

於結算日後建議派發的末期股息尚未在結算日確認為負債。

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year of \$0.06 (2012: \$0.10) per ordinary share	12,405	21,037

- (ii) 應付本公司股權持有人屬於上一財政年度，並於本年度核准及支付的股息

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### 27. CAPITAL, RESERVES AND DIVIDENDS (continued)

### 27. 股本、儲備及股息 (續)

#### (c) Share capital

#### (c) 股本

	Note 附註	2013 二零一三年		2012 二零一二年	
		No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千元	No. of shares 股份數目 '000 千股	Amount 金額 \$'000 千元
<b>Authorised:</b> Ordinary shares of \$0.50 each	法定股本: 每股面值0.50元之普通股	<b>400,000</b>	<b>200,000</b>	400,000	200,000
<b>Ordinary shares, issued and fully paid:</b>	已發行及已繳足普通股:				
At 1 April	於四月一日	<b>206,748</b>	<b>103,374</b>	210,369	105,184
Purchase of own shares during the year	於年內購回本公司股份	(i) -	-	(3,621)	(1,810)
At 31 March	於三月三十一日	<b>206,748</b>	<b>103,374</b>	206,748	103,374

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有者有權收取不時宣派的股息，並且有權在本公司股東大會上按照每股一票的比例參與投票。所有普通股在本公司餘剩資產上均享有同等權利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 27. CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (c) Share capital (continued)

##### (i) Purchase of own shares

During the year ended 31 March 2012, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	Number of shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate consideration paid
月份/年度	回購普通股總數	每股股份支付的最高價	每股股份支付的最低價	已付總代價
	'000 千股	\$ 元	\$ 元	\$'000 千元
September 2011 二零一一年九月	2,776	2.02	1.94	5,538
October 2011 二零一一年十月	845	2.05	1.88	1,750
Total 總額	3,621			7,288

The repurchased shares were cancelled and accordingly the issued share capital of the Company was reduced by the par value of these shares. Pursuant to section 49H of the Hong Kong Companies Ordinance, an amount equivalent to the par value of the shares cancelled of \$1,810,000 was transferred from the retained profits to the capital redemption reserve. The premium paid on the repurchase of the shares of \$5,478,000 was charged against retained profits.

回購之股份已被註銷，而本公司之已發行股本亦已因此減去該等股份之面值。根據香港公司條例第49H條，一筆相等於被註銷股份面值之金額1,810,000元，已由保留溢利轉撥往資本贖回儲備。回購股份之溢價5,478,000元亦由保留溢利中扣除。

### 27. 股本、儲備及股息 (續)

#### (c) 股本 (續)

##### (i) 購回本公司股份

截至二零一二年三月三十一日止年度內，本公司在香港聯合交易所有限公司購回本公司股份如下：

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### 27. CAPITAL, RESERVES AND DIVIDENDS

(continued)

#### (d) Nature and purpose of reserves

(i) *Share premium and capital redemption reserve*

The application of the share premium account and the capital redemption reserve is governed by sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

(ii) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note I(u).

(iii) *Investment revaluation reserve*

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale equity securities held at the balance sheet date and is dealt with in accordance with the accounting policies set out in notes I(f) and (k).

The investment revaluation reserve is not available for distribution to equity shareholders of the Company.

(iv) *Land and buildings revaluation reserve*

The land and buildings revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings set out in note I(h)(ii).

The land and buildings revaluation reserve is not available for distribution to equity shareholders of the Company.

### 27. 股本、儲備及股息 (續)

#### (d) 儲備的性質及用途

(i) *股份溢價及股本贖回儲備*

股份溢價及股本贖回儲備的用途分別受到香港《公司條例》第48B條及第49H條所管轄。

(ii) *匯兌儲備*

匯兌儲備包括因換算香港以外業務之財務報表而產生之所有匯兌差額。該儲備乃根據附註I(u)所載之會計政策處理。

(iii) *投資重估儲備*

投資重估儲備包含於結算日持有可供出售股權證券公平價值的累計淨變動，並根據載於附註I(f)及(k)的會計政策處理。

投資重估儲備不可供分派予本公司股權持有人。

(iv) *土地及樓宇重估儲備*

本公司已設立土地及樓宇重估儲備，並根據就重估土地及樓宇所採用的會計政策(附註I(h)(ii))處理這些儲備。

土地及樓宇之重估儲備並不可供分派予本公司股權持有人。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 27. CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (d) Nature and purpose of reserves (continued)

##### (v) Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy adopted for cash flow hedges in note I(g).

##### (vi) Other reserve

Other reserve represents a statutory reserve fund. According to the articles of association of the subsidiaries of the Group in the PRC, the subsidiaries are required to transfer at least 10% of their net profit, as determined in accordance with the PRC accounting rules and regulations applicable to enterprises with foreign investment, to the statutory reserve fund until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend.

#### (e) Distributability of reserves

At 31 March 2013, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of section 79B of the Hong Kong Companies Ordinance, was \$424,562,000 (2012: \$425,780,000). After the balance sheet date the directors proposed a final dividend of \$0.05 (2012: \$0.06) per share, amounting to \$10,337,000 (2012: \$12,405,000). This dividend has not been recognised as a liability at the balance sheet date.

### 27. 股本、儲備及股息 (續)

#### (d) 儲備的性質及用途 (續)

##### (v) 對沖儲備

對沖儲備包含應用於現金流量對沖的對沖工具之有效部分的公平價值累計淨變動，而該現金流量對沖有待稍後根據載於附註I(g)現金流量對沖的會計政策而確認。

##### (vi) 其他儲備

其他儲備為法定儲備基金。根據本集團於中國之附屬公司之組織章程細則，附屬公司須轉撥其根據適用於外資企業之中國會計規則及規例釐定之純利之至少10%至法定儲備基金，直至儲備餘額達到註冊資本之50%為止。向該儲備所作轉撥必須在分配股息前作出。

#### (e) 可供分派儲備

於二零一三年三月三十一日，根據香港《公司條例》第79B條計算，本公司可供分派予本公司股權持有人的儲備總額為424,562,000元（二零一二年：425,780,000元）。於結算日後，董事建議派發末期股息每股0.05元（二零一二年：0.06元），合計10,337,000元（二零一二年：12,405,000元）。該股息於結算日尚未確認為負債。

# NOTES TO THE FINANCIAL STATEMENTS

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For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 27. CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-adjusted-capital ratio. For this purpose the Group defines net debt as total debt (which includes interest-bearing loans and borrowings) plus unaccrued proposed dividends less cash and cash equivalents (which excluded pledged deposits). Adjusted capital comprises all components of equity, less unaccrued proposed dividends.

During the current financial year, the Group's strategy, which was unchanged from the previous financial year, was to maintain the net debt-to-adjusted-capital ratio at a reasonable level. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

As at 31 March 2013 and 2012, neither the Company nor any of its subsidiaries had outstanding interest-bearing loans and borrowings.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

### 27. 股本、儲備及股息 (續)

#### (f) 資本管理

本集團管理資本的主要目的為確保集團能夠持續經營，透過釐定與風險水平相稱的貨品及服務價格及以合理的成本融資，從而能持續向股東提供回報及向其他相關人士提供利益。

本集團積極及定期檢討及管理其資本架構，務求維持借貸水平及資本狀況的平衡。較高借貸水平可能獲得較高股東回報而雄厚的資本狀況則穩健有利。本集團根據經濟情況的變動而對資本架構作出調整。

本集團按照債務淨額對經調整資本比率的基準監察資本架構。就此而言，本集團把債務淨額界定為債務總額（包括帶息貸款及借貸），加上非累計擬派股息減現金及現金等價物（不包括抵押存款），經調整資本包括股東權益減非累計擬派股息。

於本財政年度，本集團秉承過往財政年度之策略，維持債務淨額對經調整資本比率於一個合理水平。為維持或調整比率，本集團會對派付予股東的股息金額作出調整、發行新股份、向股東返還資本、籌措新的債務融資或出售資產以減債。

於二零一三年及二零一二年三月三十一日，本公司及其任何附屬公司均沒有帶息貸款及借款。

本公司及其任何附屬公司均不受任何外部的資本規定所限制。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investment in other entities. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to cash at bank and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of cash at bank, the Group only places deposits with major financial institutions which management believes are of high credit rating.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount and for all new customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due between 30 to 120 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the balance sheet date, the Group has a certain concentration of credit risk as 10.3% (2012: 40.6%) and 39.3% (2012: 46.8%) of the total trade debtors was due from the Group's largest customer and the five largest customers respectively within the manufacturing and sale of garments business segment.

### 28. 財務風險管理及公平價值

本集團會在正常業務過程中出現信貸、流動資金和外幣風險。本集團亦承受來自其他實體證券投資的股價風險，本集團面對之有關風險及本集團用於管理有關風險之財務風險管理政策與慣例載述如下。

#### (a) 信貸風險

本集團的信貸風險主要來自銀行存款及應收賬款及其他應收款。管理層已實施信貸政策，並且不斷監察所承受信貸風險的程度。

就存放於銀行之存款而言，本集團只與管理層認為有優良信貸評級之主要金融機構訂立存款。

就應收賬款及其他應收款而言，本集團對要求超過一定金額信貸額的所有客戶及所有新客戶均會進行個別信貸評估。本評估集中於客戶過往繳付到期款項之歷史及現時付款之能力，以及考慮到客戶之具體資料及客戶營運所在地之經濟環境。應收賬款乃於賬單日期後30至120日內到期。本集團一般不會自客戶獲取抵押品。

本集團須承受的信用風險主要受各個客戶的個別特質所影響，及信用風險大量集中的情況主要於本集團就個別客戶面臨重大風險時產生。客戶營運的行業與國家的違約風險對信用風險也有影響，但程度較輕。於結算日，本集團有若干分別來自其於製造及銷售成衣業務中的最大客戶和五家最大客戶應收賬款之信用風險集中度分別為10.3% (二零一二年：40.6%) 及39.3% (二零一二年：46.8%)。

# NOTES TO THE FINANCIAL STATEMENTS

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (a) Credit risk (continued)

Except for the financial guarantees given by the Company as set out in note 30, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the balance sheet date is disclosed in note 30.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 21.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management including the short term investment of cash surpluses. The Group's policy is to regularly monitor its current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's derivative financial assets, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay.

### 28. 財務風險管理及公平價值 (續)

#### (a) 信貸風險 (續)

除附註30所述之由本公司發出之財務擔保外，本集團並不會提供使本集團或本公司承受信貸風險的其他擔保。於結算日，此等財務擔保之信貸風險上限詳列於附註30。

有關本集團因應收賬款及其他應收款而承受之信貸風險之進一步數量披露載於附註21。

#### (b) 流動資金風險

本集團內之個別經營實體須自行負責本身之現金管理，包括現金盈餘的短期投資。本集團之政策為定期監察目前及預期之流動資金需要，以確保其維持足夠現金儲備及可易於變現之上市證券及來自主要財務機構之充裕承諾資金限額，以應付其短期至長期流動資金需要。

下表詳列本集團及本公司的衍生金融資產於結算日的尚餘合約期限，其所依據是合約上未折現的現金流量 (包括按合約利率計算之利息，或如屬浮息，則按結算日當時利率計算) 及本集團及本公司最早須支付日期。

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## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Liquidity risk (continued)

##### The Group and the Company

	2013			2012		
	二零一三年			二零一二年		
	Contractual undiscounted cash inflow	Contractual undiscounted cash outflow	Balance sheet carrying amount	Contractual undiscounted cash inflow	Contractual undiscounted cash outflow	Balance sheet carrying amount
	合約上未貼現的現金流入	合約上未貼現的現金流出	資產負債表之賬面值	合約上未貼現的現金流入	合約上未貼現的現金流出	資產負債表之賬面值
	within 1 year or on demand	within 1 year or on demand		within 1 year or on demand	within 1 year or on demand	
	一年內或按要求	一年內或按要求		一年內或按要求	一年內或按要求	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元
Derivative financial instruments held as cash flow hedging instruments						
持有作現金流量對沖工具之衍生金融工具	2,468	(2,416)	52	-	-	-

Save as the above, the Group's and the Company's financial liabilities are repayable within one year or on demand and the contractual undiscounted cash outflow of these financial liabilities equals their carrying values on the balance sheet.

#### (c) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Euros, United States dollars ("USD"), Pounds Sterling, Hong Kong dollars ("HKD") and Renminbi ("RMB").

As the HKD is pegged to the USD, the Group does not expect any significant movements in the USD/HKD exchange rate. However, management acknowledges that the Group is exposed to fluctuations in the exchange rates for other currencies.

### 28. 財務風險管理及公平價值 (續)

#### (b) 流動資金風險 (續)

##### 本集團及本公司

除上文所述外，本集團及本公司之金融負債將於一年內或需按通知即時償還，及該等金融負債合約上未折現的現金流出與資產負債表所示的賬面值相同。

#### (c) 貨幣風險

本集團涉及的貨幣風險主要來自有關業務所涉及功能貨幣以外的使用外幣計值的買賣交易所產生的應收賬款、應付賬款及現金結餘。引致此項風險的貨幣主要為歐羅、美元、英鎊、港元及人民幣。

由於港元與美元掛鈎，本集團預期美元／港元匯率並不會有重大波動。然而，管理層認為，本集團面對其他貨幣匯率變動的風險。



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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Currency risk (continued)

##### (i) Forecast transactions

At any point in time the Group aims to effectively hedge its estimated foreign currency exposure in respect of committed future sales, excluding those transactions denominated in USD which are, or are expected to be, entered into by operations with a functional currency of HKD. Such transactions are currently not hedged under the Group's foreign currency risk management strategy as the Group currently considers the risk of movements in exchange rates between the HKD and the USD to be insignificant.

The Group uses forward exchange contracts to hedge its currency risk and classifies these as cash flow hedges. All of the forward exchange contracts have maturities of less than one year after the balance sheet date. At 31 March 2013, both the Group and the Company had forward exchange contracts hedging forecast transactions with a net fair value of \$52,000 (2012: \$Nil), recognised as derivative financial instruments (see note 21).

##### (ii) Exposure to currency risk

The following table details the Group's and the Company's exposure at the balance sheet date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

### 28. 財務風險管理及公平價值 (續)

#### (c) 貨幣風險 (續)

##### (i) 預期交易

本集團旨在於任何時間能有效地就有關已作出日後銷售之估計外匯風險承擔進行對沖。若由功能貨幣為港元之營運所訂立之交易，將不包括以美元計值之交易或預期將訂立以美元計值之交易。根據本集團之外匯風險管理策略，目前並無對沖此類交易，因為本集團目前認為港元兌美元之間的匯率波動風險並不重大。

本集團利用遠期外匯合約以對沖其貨幣風險並將之分類為現金流量對沖。所有遠期外匯合約的到期日為結算日後一年內。於二零一三年三月三十一日，本集團及本公司用以對沖預期交易的遠期外匯合約之公平價值淨額為52,000元 (二零一二年：無)，已確認為衍生金融工具 (參閱附註21)。

##### (ii) 承受之貨幣風險

下表詳列本集團及本公司於結算日所承受之貨幣風險，該等貨幣風險乃因所涉實體之預期交易或已確認資產或負債以本公司功能貨幣以外之貨幣計值而產生。有關風險承擔之金額乃按結算日之即期匯率換算為港幣作呈列之用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

### 28. 財務風險管理及公平價值 (續)

#### (c) Currency risk (continued)

#### (c) 貨幣風險 (續)

(ii) Exposure to currency risk (continued)

(ii) 承受之貨幣風險 (續)

#### Exposure to foreign currencies (expressed in Hong Kong dollars)

承受之外幣風險(以港元計)

	2013					2012				
	二零一三年					二零一二年				
	United Pounds	States Dollars	Euros	Renminbi	Hong Kong Dollars	United Pounds	States Dollars	Euros	Renminbi	Hong Kong Dollars
	Sterling	Dollars	Euros	Renminbi	Dollars	Sterling	Dollars	Euros	Renminbi	Dollars
	英鎊	美元	歐羅	人民幣	港元	英鎊	美元	歐羅	人民幣	港元
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
The Group	本集團									
Trade and other receivables	2,135	96,922	8,136	291	3	833	198,076	21,617	3,855	3
Cash and cash equivalents	12,011	72,710	848	35,343	2,723	920	24,025	97	31,039	924
Trade and other payables	(473)	(41,077)	(2,047)	(364)	-	(400)	(63,160)	(7,390)	(499)	-
Amounts due from/(to) group companies	7,718	(3,561)	-	-	45,403	2,577	(2,018)	-	-	(5,831)
Amount due to a jointly controlled entity	-	(13)	-	-	-	-	(13)	-	-	-
Net exposure arising from recognised assets and liabilities	21,391	124,981	6,937	35,270	48,129	3,930	156,910	14,324	34,395	(4,904)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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截至二零一三年三月三十一日止年度 (以港元計)

### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Currency risk (continued)

##### (ii) Exposure to currency risk (continued)

### 28. 財務風險管理及公平價值 (續)

#### (c) 貨幣風險 (續)

##### (ii) 承受之貨幣風險 (續)

Exposure to foreign currencies (expressed in Hong Kong dollars)  
承受之外幣風險 (以港元計)

		2013 二零一三年				2012 二零一二年			
		United				United			
		Pounds	States	Euros	Renminbi	Pounds	States	Euros	Renminbi
		Sterling	Dollars	Euros	Renminbi	Sterling	Dollars	Euros	Renminbi
		英鎊	美元	歐羅	人民幣	英鎊	美元	歐羅	人民幣
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元
The Company	本公司								
Trade and other receivables	應收賬款及其他應收款	2,135	50,072	4,145	290	832	89,869	8,356	39
Cash and cash equivalents	現金及現金等價物	12,011	24,711	751	30,870	920	6,984	67	30,316
Trade and other payables	應付賬款及其他應付款	(473)	(15,427)	(552)	(2)	(400)	(31,982)	(3,428)	(5)
Amounts due from/(to) group companies	應收/(應付)集團公司 款項	7,718	(3,561)	-	-	2,577	(2,018)	-	-
Amount due to a jointly controlled entity	應付一合營公司款項	-	(13)	-	-	-	(13)	-	-
Net exposure arising from recognised assets and liabilities	來自已確認資產及 負債的風險承擔淨額	21,391	55,782	4,344	31,158	3,929	62,840	4,995	30,350

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Currency risk (continued)

##### (iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the balance sheet date had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

### 28. 財務風險管理及公平價值 (續)

#### (c) 貨幣風險 (續)

##### (iii) 敏感度分析

下表列示本集團之除稅後溢利 (及保留溢利) 因於結算日匯率之合理可能變動 (本集團須就此變動承受重大風險) 而產生之即時變動, 並已假設其他風險變數不變。就此而言, 本集團假定港元與美元之聯繫匯率不會因美元兌其他貨幣之匯率之任何變動受到重大影響。

		The Group 本集團			
		2013 二零一三年		2012 二零一二年	
		Increase/(decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/(decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		匯率上升/(下跌)	對除稅後溢利及 保留溢利之影響	匯率上升/(下跌)	對除稅後溢利及 保留溢利之影響
		%	\$'000	%	\$'000
		百分比	千元	百分比	千元
Pounds Sterling	英鎊	5%	893	5%	164
		(5)%	(893)	(5)%	(164)
Euros	歐羅	5%	290	5%	598
		(5)%	(290)	(5)%	(598)
Renminbi	人民幣	8%	2,356	8%	2,298
		(8)%	(2,356)	(8)%	(2,298)
Hong Kong Dollars	港元	8%	2,888	8%	(294)
		(8)%	(2,888)	(8)%	294

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## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Currency risk (continued)

##### (iii) Sensitivity analysis (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the balance sheet date for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to currency risk at the balance sheet date, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2012.

#### (d) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as available-for-sale equity securities (see note 19).

The listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

The Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

### 28. 財務風險管理及公平價值 (續)

#### (c) 貨幣風險 (續)

##### (iii) 敏感度分析 (續)

上表所列示分析之結果代表對本集團旗下各實體按各種功能貨幣計算並按結算日之匯率換算為港元以供呈列之用的除稅後溢利及權益之即時影響總額。

敏感度分析乃假設匯率變動應用於重估本集團於結算日持有並面對外匯風險的金融工具，包括本集團內部公司間應付款項及應收款項，該等款項以借方或貸方的功能貨幣外的貨幣計價。該分析不包括由海外業務的財務報表換算成本集團列賬貨幣所導致的差異。該分析乃以二零一二年之相同基準進行。

#### (d) 股價風險

本集團承受被歸類為可供出售股權證券投資之價格變動風險 (參閱附註19)。

在選擇可供出售投資組合中持有的上市證券投資時乃根據其長期增長潛力，並定期監察其表現相對預期的情況。

本集團所有非上市投資乃持作長期策略性用途。其表現乃根據類似上市實體之表現及本集團所得其他資料進行至少一年進行兩次評估。

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## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (d) Equity price risk (continued)

At 31 March 2013, it is estimated that an increase/decrease of 10% (2012: 10%) in the relevant stock market index (for listed investments), with all other variables held constant, would have increased/decreased the Group's profit after tax (and retained profits) and other components of consolidated equity as follows:

		The Group 本集團					
		2013 二零一三年			2012 二零一二年		
		Effect on profit after tax and retained profits 對除稅後溢利及 保留溢利之影響	Effect on other components of equity 對其他權益 部分之影響	Effect on profit after tax and retained profits 對除稅後溢利及 保留溢利之影響	Effect on other components of equity 對其他權益 部分之影響		
		% 百分比	\$'000 千元	\$'000 千元	% 百分比	\$'000 千元	\$'000 千元
Change in relevant stock market index:	相關證券市場指數 變動:						
Increase	增加	10%	-	(14)	10%	-	(765)
Decrease	減少	(10)%	-	14	(10)%	-	765

The sensitivity analysis indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the changes in the stock market index had occurred at the balance sheet date and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the balance sheet date. It is assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index, that none of the Group's listed available-for-sale investments would be considered impaired as a result of the decrease in the relevant stock market index, and that all other variables remain constant. The analysis is performed on the same basis for 2012.

### 28. 財務風險管理及公平價值 (續)

#### (d) 股價風險 (續)

於二零一三年三月三十一日，假設其他變數維持不變，如有關股票市場 (上市投資) 指數增加/減少 10% (二零一二年: 10%)，估計會增加/減少本集團的除稅後溢利 (及保留溢利) 及綜合權益其他組成部份如下：

敏感度分析顯示，假設股市指數或其他相關風險變數之變動已於結算日產生，並已應用於重新計量本集團所持有之金融工具，而該等工具令本集團於結算日須承受股價風險，對本集團之除稅後溢利 (及保留溢利) 及綜合權益的其他成份將會造成之即時影響。亦假設本集團股權投資之公平價值將根據與股市指數之歷來相互關係而變動，其他變數保持不變，本集團的可供出售上市投資不會因有關風險變數減少而考慮作虧損減值。該項分析按與二零一二年相同之基準進行。

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## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (e) Fair values

##### (i) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the balance sheet date across the three levels of the fair value hierarchy defined in HKFRS 7, *Financial instruments: Disclosures*, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets for identical financial instruments
- Level 2: fair values measured using quoted prices in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data
- Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data

### 28. 財務風險管理及公平價值 (續)

#### (e) 公平價值

##### (i) 按公平價值列賬的金融工具

下表為按公平價值計量的金融工具於財政年度結算日的賬面值，按照香港財務報告準則第7號「金融工具：披露」所界定公平價值架構的三類級別，當中每項金融工具的公平價值乃按對有關公平價值的計量有重大影響的最低輸入級別分類。有關級別的定義如下：

- 級別1 (最高級別)：使用交投活躍的市場中相同的金融工具的報價 (未經調整) 作為計量的公平價值
- 級別2：使用交投活躍的市場中類似的金融工具的報價，或所有重要輸入項目皆直接或間接以可觀察市場數據為根據的估值技術作為計量的公平價值
- 級別3 (最低級別)：使用重要輸入項目皆不以可觀察市場數據為根據的估值技術作為計量的公平價值

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (e) Fair values (continued)

##### (i) Financial instruments carried at fair value (continued)

		The Group and the Company 本集團及本公司			
		2013 二零一三年		2012 二零一二年	
		Level 1 級別1	Level 2 級別2	Level 1 級別1	Level 2 級別2
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Assets</b>	<b>資產</b>				
Listed available-for-sale equity securities	可供出售上市股權證券	4,274	-	5,284	-
Derivative financial instruments held as cash flow hedging instruments	持有作現金流量對沖工具之衍生金融工具	-	52	-	-
		<b>4,274</b>	<b>52</b>	<b>5,284</b>	<b>-</b>

During the years ended 31 March 2013 and 2012, there were no significant transfers between instruments in Level 1 and Level 2.

##### (ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2013 and 2012.

### 28. 財務風險管理及公平價值 (續)

#### (e) 公平價值 (續)

##### (i) 按公平價值列賬的金融工具 (續)

於二零一三年及二零一二年三月三十一日止年度內，並沒有金融工具在級別1與級別2之間作重大轉移。

##### (ii) 以非公平價值列賬之金融工具之公平價值

本集團及本公司於二零一三年及二零一二年三月三十一日以成本或經攤銷成本列賬的金融工具與其公平價值並無重大差異。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 28. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Estimation of fair values

The following summarises the major methods and assumptions used in estimating fair values of financial instruments.

##### (i) Securities

Fair value is based on quoted market prices at the balance sheet date without any deduction for transaction costs.

##### (ii) Derivatives

Forward exchange contracts are marked to market by discounting the contractual forward price and deducting the forward rate at the balance sheet date.

### 28. 財務風險管理及公平價值 (續)

#### (f) 公平價值之估計

以下簡述了用以估計金融工具之公平價值的主要方法及假設。

##### (i) 證券

公平價值按結算日之市場報價計算，不會扣除交易成本。

##### (ii) 衍生工具

遠期外匯合約乃折現合約遠期價格，並於結算日扣除現行的遠期匯率。

### 29. COMMITMENTS

- (a) Capital commitments outstanding at 31 March 2013 not provided for in the financial statements were as follows:

### 29. 承擔

- (a) 於二零一三年三月三十一日，仍未在財務報表作出撥備之資本承擔如下：

	The Group 本集團		The Company 本公司	
	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元	2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Contracted for 已訂約	258	2,826	-	8

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### 29. COMMITMENTS (continued)

- (b) At 31 March 2013, the total future minimum lease payments in respect of properties under non-cancellable operating leases are payable as follows:

		The Group 本集團	
		2013 二零一三年	2012 二零一二年
		\$'000 千元	\$'000 千元
Within 1 year	一年內	1,401	3,249
After 1 year but within 2 years	一年後但兩年內	-	1,097
After 2 years but within 5 years	兩年後但五年內	-	2,315
		1,401	6,661

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease upon expiry when all terms are renegotiated. None of the leases includes contingent rentals.

### 29. 承擔 (續)

- (b) 於二零一三年三月三十一日，根據不可解除的經營租賃在日後應付的最低物業租賃付款額總數如下：

本集團為數項按經營租賃持有的物業的承租人。這些租賃一般初步為期一至三年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。所有租賃合約並不包括或有租金。

### 30. CONTINGENT ASSETS AND LIABILITIES

#### Financial guarantees issued

As at the balance sheet date, the Company has issued guarantees to banks in respect of banking facilities granted to its wholly owned subsidiaries. The directors do not consider it is probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at the balance sheet date under the guarantees issued is the total amount of facilities drawn down by the subsidiaries at the balance sheet date amounted to \$2,391,000 (2012: \$9,547,000).

The guarantees were issued by the Company at nil consideration. The transactions were not at arm's length, and it is not possible to measure reliably the fair value of these transactions in accordance with HKAS 39 had they been at arm's length. Accordingly, the guarantees have not been accounted for as financial liabilities and measured at fair value.

### 30. 或有資產及負債

#### 已發出的財務擔保

於結算日，本公司已就若干全資附屬公司獲授予之銀行融資向銀行提供擔保，董事不認為可能出現根據任何擔保向本公司提起的訴訟。本公司於結算日擔保承擔的最高負債為附屬公司於結算日引致的2,391,000元貸款(二零一二年：9,547,000元)。

由本公司發出之擔保並無代價。此非正常之交易並不能根據香港會計準則第39號按正常交易去可靠地計算其交易之公平價值，因此該等擔保不會作為財務負債及不按公平價值計算。

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### 31. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

**(a) Transactions with YGM Trading Limited and its subsidiaries (“YGMT Group”)**

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Purchases of garment products	購買成衣產品	90	85
Sales of garment products	銷售成衣產品	32,868	38,615
Rental income received and receivable	已收及應收物業租金收入	5,195	4,808
Management fee received and receivable	已收及應收管理費	804	804
Building management fee received and receivable	已收及應收樓宇管理費	324	300

Notes:

YGMT Group is related to the Group as certain directors and their associates are collectively the controlling shareholders of both YGMT Group and the Group.

### 31. 與關連人士之重大交易

除在本財務報表其他地方所披露之交易及結餘外，本集團訂立以下重大關連人士交易：

**(a) 與YGM貿易有限公司及其附屬公司(「YGMT集團」)之交易**

附註：

YGMT集團之若干董事及彼等之聯繫人士同時為YGMT集團及本集團之控股股東。因此，YGMT集團為本集團之關連人士。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 31. MATERIAL RELATED PARTY TRANSACTIONS (continued)

#### (b) Transactions with other related parties

		2013 二零一三年	2012 二零一二年
		\$'000 千元	\$'000 千元
		Note 附註	
<b>Wuxi YGM Textile Co., Ltd.</b>	無錫長江精密紡織有限公司 (i)		
Purchases of raw materials	購買原材料	<b>14,135</b>	33,447
<b>Guangdong Xi Mu Industrial Company Limited</b>	廣東西姆實業有限公司 (ii)		
Sales of garment products	銷售成衣產品	<b>11,523</b>	-

Notes:

- (i) Wuxi YGM Textile Co., Ltd. is a wholly owned subsidiary of Wuxi No. 1 Cotton Investment Co., Ltd., a jointly controlled entity of the Group.
- (ii) Guangdong Xi Mu Industrial Company Limited is an associate of the Group.

附註：

- (i) 無錫長江精密紡織有限公司為本集團之合營公司無錫一棉投資有限公司之全資擁有附屬公司。
- (ii) 廣東西姆實業有限公司為本集團之聯營公司。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 31. MATERIAL RELATED PARTY TRANSACTIONS (continued)

#### (c) Balances due from/(to) related companies, jointly controlled entities and associates:

		2013 二零一三年 \$'000 千元	2012 二零一二年 \$'000 千元
Amount due from YGMT Group	應收YGMT集團款項	2,490	4,238
Amount due to YGMT Group	應付YGMT集團款項	(1,120)	-
Amount due to WTC07 Holdings Pte Ltd.	應付WTC07 Holdings Pte Ltd. 款項	(363)	(418)
Amount due from Allied Textiles Co., Ltd.	應收新聯興紡織有限公司款項	1,475	1,466
Amount due to Wuxi Flex Textile Co., Ltd.	應付無錫福萊克斯紡織品有限公司款項	(148)	-
Amount due from Guangzhou Top Yield Garment Limited	應收廣州同越製衣有限公司款項	-	2,851
Amount due to Guangdong Xi Mu Industrial Company Limited	應付廣東西姆實業有限公司款項	(199)	-

Notes:

WTC07 Holdings Pte Ltd. is related to the Group as it is held by a director of the Group.

#### (d) Transactions with key management personnel

All members of key management personnel are the directors of the Company, and their remuneration is disclosed in note 7.

### 31. 與關連人士之重大交易 (續)

#### (c) 應收/(應付)關連公司、合營公司及聯營公司款項：

附註：

WTC07 Holdings Pte Ltd.由本集團一位董事擁有。因此，WTC07 Holdings Pte Ltd.為本集團之關連人士。

#### (d) 主要管理人員的交易

所有主要管理人員均為本公司之董事，董事酬金已於附註第7項披露。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 32. ACCOUNTING JUDGEMENTS AND ESTIMATES

The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

#### (a) Write-down of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analyses, projections of expected future saleability of goods and, management experience and judgment. Based on this review, a write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in customers' preferences, actual saleability of goods may be different from estimations and profit or loss in future accounting periods could be affected by differences in these estimations.

#### (b) Deferred tax assets – future benefit of tax losses

In accordance with the accounting policy set out in note 1(r), the Group has recognised deferred tax assets in respect of cumulative tax losses as at the year end based on management's assessment that it is probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. Where the expectation is different from the original estimates, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimates are changed.

### 32. 會計判斷及估計

本集團相信在編製財務報表時，以下所運用的主要會計政策涉及極重要的判斷和估計。

#### (a) 撇減存貨

本集團參考存貨賬齡分析、預期未來貨物銷售的預測及根據管理層的經驗及判斷來對存貨的賬面值作出定期審閱。倘存貨的賬面值跌至低於其估計的可變現淨值，則本集團會根據審閱的結果而撇減存貨的價值。鑒於客戶的表現可能發生變動，實際貨物銷售可能與估計的不同，因此估計的出入可能影響盈利或虧損。

#### (b) 遞延稅項資產 – 稅項虧損之未來利益

根據附註1(r)所載之會計政策，由於管理層評估認為有可能在有關之稅務司法權區及有關實體產生可供動用之虧損以抵銷未來應課稅溢利，本集團已就截至年終之累計稅項虧損確認遞延稅項資產。倘預期與原來的估計不同，該等差異將會對該估計轉變期間的遞延所得稅資產的確認和所得稅支出構成影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 32. ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (c) Valuation of investment properties

The valuation of investment properties requires management's input in respect of various assumptions and factors relevant to the valuation. The Group engages independent professional qualified valuers to conduct an annual revaluation of the Group's investment properties based on assumptions agreed between the Group and the valuers prior to adoption.

#### (d) Provision for long service payments

As explained in note 26, the Group makes provision for lump sum payments on cessation of employment in certain circumstances to employees in both Hong Kong and the PRC. The payments due are dependent on future events and recent payment experience may not be indicative of future payments. Any increase or decrease in the provision would affect profit or loss in future years.

### 33. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 March 2013, the directors consider the immediate and ultimate controlling party of the Group to be Chan Family Investment Corporation Ltd.

### 32. 會計判斷及估計 (續)

#### (c) 投資物業估值

投資物業估值要求管理層採用與估值有關的各項假設及因素。集團聘用獨立專業合資格的估價師，於採納前依據本集團與估價師協定的該等假設，對其投資物業進行年度評估。

#### (d) 長期服務金準備

如上文附註26所述，本集團為受僱於香港及中國的僱員在若干情況下因停止受僱而需支付的一筆過付款作出撥備。長期服務金的支付乃決定於日後情況而非近期付款情況。撥備的任何增加或減少，將影響往後年度的盈利或虧損。

### 33. 直接及最終控股人士

於二零一三年三月三十一日，董事認為本集團之直接及最終控股人士為 Chan Family Investment Corporation Ltd.

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2013

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2013 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 34. 於截至二零一三年三月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響

直至本財務報表簽發之日，香港會計師公會已頒佈若干於二零一三年三月三十一日止年度尚未生效的修訂及新準則，而本財務報表並未有採納在內。其中適用於本集團的發展如下。

		Effective for accounting periods beginning on or after	開始於會計期間 或其後生效
Amendments to HKAS 1, <i>Presentation of financial statements – Presentation of items of other comprehensive income</i>	香港會計準則第1號(修訂)， 財務報表的呈列—其他 全面收益項目的呈列	1 July 2012	二零一二年七月一日
HKFRS 10, <i>Consolidated financial statements</i>	香港財務報告準則第10號， 綜合財務報表	1 January 2013	二零一三年一月一日
HKFRS 11, <i>Joint arrangements</i>	香港財務報告準則第11號， 合營安排	1 January 2013	二零一三年一月一日
HKFRS 12, <i>Disclosure of interests in other entities</i>	香港財務報告準則第12號， 於其他實體權益之披露	1 January 2013	二零一三年一月一日
HKFRS 13, <i>Fair value measurement</i>	香港財務報告準則第13號， 公平價值計量	1 January 2013	二零一三年一月一日
HKAS 27, <i>Separate financial statements (2011)</i>	香港會計準則第27號， 獨立財務報表(二零一一年)	1 January 2013	二零一三年一月一日
HKAS 28, <i>Investments in associates and joint ventures</i>	香港會計準則第28號，於聯營公司及 合營企業的投資	1 January 2013	二零一三年一月一日
<i>Annual Improvements to HKFRSs 2009-2011 Cycle</i>	香港財務報告準則年度改進 (二零零九至二零一一年週期)	1 January 2013	二零一三年一月一日
Amendments to HKFRS 7, <i>Financial instruments: Disclosure – Offsetting financial assets and financial liabilities</i>	香港財務報告準則第7號(修訂)， 金融工具：披露—金融資產及 金融負債抵銷	1 January 2013	二零一三年一月一日
Amendments to HKFRS 32, <i>Financial instruments: Presentation – Offsetting financial assets and financial liabilities</i>	香港財務報告準則第32號(修訂)， 金融工具：呈列—金融資產及 金融負債抵銷	1 January 2014	二零一四年一月一日
HKFRS 9, <i>Financial instruments</i>	香港財務報告準則第9號， 金融工具	1 January 2015	二零一五年一月一日



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止年度 (以港元計)

### 34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2013 (continued)

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements as follows:

#### **Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income**

The amendments to HKAS 1 require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The Group's presentation of other comprehensive income will be modified accordingly when the amendments are adopted for the first time.

#### **HKFRS 10, Consolidated financial statements**

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and HK-SIC 12 *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

The application of HKFRS 10 is not expected to change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 April 2013. However, it may in the future result in investees being consolidated which would not have been consolidated under the Group's existing policies or vice versa.

### 34. 於截至二零一三年三月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)

本集團現正在評估上述準則修訂於首次採用期間預期所產生的影響。截至目前為止，本集團認為採納該等準則修訂對綜合財務報表並無重大影響：

《香港會計準則》第1號(修訂)「財務報表的呈列—其他全面收益項目的呈列」

《香港會計準則》第1號(修訂)要求實體須把日後在符合特定條件時可重新分類至損益之其他全面收益項目與將不會重新分類至損益之項目分開呈報。於首次採納此修訂時，本集團將修改其他全面收益的呈報。

《香港財務報告準則》第10號「綜合財務報表」

《香港財務報告準則》第10號取代有關編製綜合財務報表的香港會計準則第27號「綜合及獨立財務報表」及《香港(常設詮釋委員會)詮釋公告》第12號「合併—特殊目的實體」等規定。《香港財務報告準則》第10號引入單一控制模式，以釐定被投資公司應否予以合併處理，而焦點則放在有關實體是否有權控制被投資公司，參與被投資公司業務所得之可變動回報的風險承擔，以及運用權力影響該等回報金額的能力。

採用《香港財務報告準則》第10號預期不會改變本集團就於二零一三年四月一日參與其他實體業務所達致的任何有關控制方面的結論。但是，日後可能導致根據本集團現有政策不會合併處理的被投資公司卻予以綜合處理，反之亦然。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

For the year ended 31 March 2013 (Expressed in Hong Kong dollars)  
截至二零一三年三月三十一日止年度 (以港元計)

### 34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2013 (continued)

#### HKFRS 11, Joint arrangements

HKFRS 11, which replaces HKAS 31, *Interests in joint ventures*, divides joint arrangements into joint operations and joint ventures. Entities are required to determine the type of an arrangement by considering the structure, legal form, contractual terms and other facts and circumstances relevant to their rights and obligations under the arrangement. Joint arrangements which are classified as joint operations under HKFRS 11 are recognised on a line-by-line basis to the extent of the joint operator's interest in the joint operation. All other joint arrangements are classified as joint ventures under HKFRS 11 and are required to be accounted for using the equity method. Proportionate consolidation is no longer allowed as an accounting policy choice.

The application of HKFRS 11 is not expected to change the Group's accounting for its jointly controlled entities which are currently accounted for using the equity method. However, it may in the future result in joint arrangements being accounted for differently under the Group's existing policies.

#### HKFRS 12, Disclosure of interests in other entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required in HKFRS 12 are generally more extensive than those required in the current standards. The Group may have to make additional disclosures about its interests in other entities when the standard is adopted for the first time on 1 April 2013.

#### HKFRS 13, Fair value measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non financial instruments. HKFRS 13 is effective as from 1 April 2013, but retrospective adoption is not required. The Group estimates that the adoption of HKFRS 13 will not have any significant impact on the fair value measurements of its assets and liabilities, but additional disclosures may need to be made in the 2014 financial statements.

### 34. 於截至二零一三年三月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能構成的影響(續)

#### 《香港財務報告準則》第11號「合營安排」

《香港財務報告準則》第11號取代香港會計準則第31號，「在合營企業的權益」。前者將合營安排分為共同經營和合營。實體須審視其本身依據合營安排所定權責的相關結構、法律形式、合約條款以及事實和情況，從而確定合營安排的種類。合營安排若被歸類為《香港財務報告準則》第11號下的共同經營，則按分項總計法方式確認，但以共同經營者所佔共同經營的權益為限。所有其他合營安排會被歸類為《香港財務報告準則》第11號下的合營，並須按權益法入賬。會計政策中不再有比例合併選擇權。

預期採用《香港財務報告準則》第11號不會改變本集團現有對於按權益法入賬的共同控制實體的會計處理方式。但是，日後可能導致合營安排按本集團現有政策不同的方式入賬。

#### 《香港財務報告準則》第12號「於其他實體權益之披露」

《香港財務報告準則》第12號將附屬公司、合營安排、聯營公司及未合併的結構性實體的所有披露規定結集在同一個會計準則中。《香港財務報告準則》第12號所載的披露規定將較目前的準則廣泛。於二零一三年四月一日首次採納此準則時，本集團可能需就其他實體的權益作出額外披露。

#### 《香港財務報告準則》第13號「公平價值計量」

《香港財務報告準則》第13號取代個別香港財務報告準則的現有指引，作為公平價值計量指引的單一來源。《香港財務報告準則》第13號亦包括有關金融工具及非金融工具的公平價值計量的全面披露規定。《香港財務報告準則》第13號於二零一三年四月一日起生效，惟未要求追溯採納。本集團預期採納《香港財務報告準則》第13號不會對其資產及負債的公平價值計量造成任何重大影響，惟可能須於二零一四年財務報表中作出額外披露。

# GROUP PROPERTIES

## 集團物業

Details of the major properties of the Group are as follows:

本集團主要物業資料詳列如下：

Location	地點	Existing use	用途	Term of lease	租賃年期
Major properties held for investment 持作投資用途之主要物業					
The whole building 22 – 24 Tai Yau Street San Po Kong, Kowloon Hong Kong	香港 九龍新蒲崗 大有街22 – 24號 全幢	Commercial	商業	Medium-term	中期租約
Units 10C3, 10D and 10E1 on level 10 Junyao International Plaza No. 789 Zhaojiabang Road Xuhui District, Shanghai City The People's Republic of China	中華人民共和國 上海市徐匯區 肇嘉濱路789號 均瑤國際廣場 單元10C3, 10D及10E1	Commercial	商業	Medium-term	中期租約
146 Unit 1505 – 1508 on level 15 Fudan Science Park Tower (Block 11) No. 11 Guotai Road Yangpu District, Shanghai City The People's Republic of China	中華人民共和國 上海市楊浦區 國泰路11號 復旦科技園大廈 (11幢)單元1505 – 1508	Commercial	商業	Medium-term	中期租約

# FIVE YEAR SUMMARY

## 五年概要

(Expressed in Hong Kong dollars)

(以港元計)

		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Results</b>	<b>業績</b>					
Turnover	營業額	1,625,529	1,310,042	1,416,250	1,750,673	1,333,068
Profit from operations	經營溢利	48,669	20,703	26,221	82,233	39,273
Finance costs	融資成本	(9,238)	(5,634)	(5,695)	(5,799)	(4,398)
Share of profits less losses of associates	應佔聯營公司溢利減虧損	1,151	1,306	484	(192)	(398)
Share of profits less losses of jointly controlled entities	應佔合營公司溢利減虧損	38,193	34,237	72,594	7,522	(4,821)
Net gain on disposals of subsidiaries	出售附屬公司收益淨額	-	-	1,808	-	-
Gain on disposal of a former associate	出售前聯營公司收益	4,684	-	293	-	-
Impairment losses on interest in associate and dividend receivable from a former associate (recognised)/reversed	聯營公司權益及應收前聯營公司股息之減值虧損(確認)/撥回	-	(7,914)	7,914	-	-
Impairment loss on fixed assets (recognised)/reversed	固定資產減值虧損(確認)/撥回	-	(21,014)	5,498	-	(8,504)
Gain on disposals of land and buildings and investment properties	出售土地及樓宇及投資物業收益	-	81,133	-	-	-
Net valuation (losses)/gains on investment properties	投資物業估值(虧損)/收益淨額	(7,845)	20,915	20,298	33,392	44,905
Profit before taxation	除稅前溢利	75,614	123,732	129,415	117,156	66,057
Income tax	所得稅	(4,344)	(17,633)	(15,829)	(12,823)	(10,311)
<b>Profit for the year</b>	<b>本年度溢利</b>	<b>71,270</b>	<b>106,099</b>	<b>113,586</b>	<b>104,333</b>	<b>55,746</b>
<b>Attributable to:</b>	<b>應撥歸於:</b>					
Equity shareholders of the Company	本公司股權持有人	70,980	105,932	113,053	103,159	53,082
Non-controlling interests	非控股股東權益	290	167	533	1,174	2,664
<b>Profit for the year</b>	<b>本年度溢利</b>	<b>71,270</b>	<b>106,099</b>	<b>113,586</b>	<b>104,333</b>	<b>55,746</b>

# FIVE YEAR SUMMARY

## 五年概要

(Expressed in Hong Kong dollars)  
(以港元計)

		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Fixed assets	固定資產	249,137	189,987	208,102	272,789	<b>303,109</b>
Construction in progress	在建工程	609	-	-	-	-
Intangible assets	無形資產	2,874	1,569	1,569	3,117	<b>3,117</b>
Goodwill	商譽	-	-	-	-	-
Interests in associates	聯營公司權益	6,586	-	203	16	<b>2,096</b>
Interests in jointly controlled entities	合營公司權益	477,224	513,133	610,400	611,270	<b>610,118</b>
Prepayment for fixed assets	固定資產預付款	-	-	3,273	789	<b>870</b>
Other financial assets	其他金融資產	5,986	5,820	7,854	8,079	<b>7,069</b>
Dividend receivable from jointly controlled entity	應收合營公司股息	28,678	-	-	-	-
Deferred tax assets	遞延所得稅資產	7,765	17,301	17,974	11,328	<b>2,454</b>
Net current assets	流動資產淨額	154,527	293,484	299,246	362,702	<b>375,052</b>
Total assets less current liabilities	資產總額減流動負債	933,386	1,021,294	1,148,621	1,270,090	<b>1,303,885</b>
Non-current liabilities	非流動負債	(39,557)	(39,879)	(45,181)	(47,886)	<b>(31,958)</b>
<b>Net assets</b>	<b>資產淨額</b>	<b>893,829</b>	<b>981,415</b>	<b>1,103,440</b>	<b>1,222,204</b>	<b>1,271,927</b>
Share capital	股本	105,184	105,184	105,184	103,374	<b>103,374</b>
Reserves	儲備	787,585	875,004	996,579	1,115,751	<b>1,160,646</b>
Total equity attributable to equity shareholders of the Company	應撥歸於本公司股權持有人權益總額	892,769	980,188	1,101,763	1,219,125	<b>1,264,020</b>
Non-controlling interests	非控股股東權益	1,060	1,227	1,677	3,079	<b>7,907</b>
<b>Total equity</b>	<b>權益總額</b>	<b>893,829</b>	<b>981,415</b>	<b>1,103,440</b>	<b>1,222,204</b>	<b>1,271,927</b>
<b>Per share basis</b>	<b>以每股計算</b>					
Basic and diluted earnings per share	每股基本及攤薄盈利	HK\$0.34	HK\$0.50	HK\$0.54	HK\$0.49	<b>HK\$0.26</b>

Note:

In order to comply with the amendments to HKAS 12, *Income taxes – Deferred tax: Recovery of underlying assets*, in the year ended 31 March 2012, the Group changed its accounting policy for measuring deferred tax on investment properties carried at fair value. The new policy has been applied retrospectively by remeasuring deferred tax. As a result, profit and net assets for the years ended 31 March 2009 to 2011 have been restated.

附註：

為遵守《香港會計準則》第12號*所得稅－遞延稅項：收回相關資產*的修訂，本集團於截至二零一二年三月三十一日止年度內對以公平價值列賬的投資物業所計算相關遞延稅項之會計政策作出變動。有關會計政策的變動經已追溯應用。因此，於截至二零零九年至二零一一年三月三十一日止每年度的數字經已重列作比較用途。



**長江製衣有限公司**  
**YANGTZEKIANG GARMENT LIMITED**