



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

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 01382)

## 2013/2014

### Interim Report 中期報告



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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. WAN Wai Loi (*Chairman*)  
Mr. TSANG Kang Po (*Vice Chairman*)  
Mr. LAM Wing Tak (*Chief Executive Officer*)

#### Non-executive Directors

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

#### Independent Non-executive Directors

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

### AUDIT COMMITTEE

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

### REMUNERATION COMMITTEE

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

### NOMINATION COMMITTEE

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

### COMPANY SECRETARY

Ms. LAI Tin Yin, Fion, *FCIS/FCS*

### PRINCIPAL BANKERS

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

### 董事局

#### 執行董事

尹惠來先生 (*主席*)  
曾鏡波先生 (*副主席*)  
林榮德先生 (*行政總裁*)

#### 非執行董事

蔡建中先生  
葉炳棧先生  
劉耀棠先生

#### 獨立非執行董事

陳裕光先生  
伍清華先生  
施國榮先生

### 審核委員會

施國榮先生 (*主席*)  
陳裕光先生  
伍清華先生

### 薪酬委員會

陳裕光先生 (*主席*)  
伍清華先生  
施國榮先生  
林榮德先生  
曾鏡波先生

### 提名委員會

伍清華先生 (*主席*)  
陳裕光先生  
施國榮先生  
林榮德先生  
曾鏡波先生

### 公司秘書

黎天賢小姐 · *FCIS/FCS*

### 主要往來銀行

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

**AUDITOR**

PricewaterhouseCoopers  
Certified Public Accountants

**REGISTERED OFFICE**

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

**HEAD OFFICE AND PRINCIPAL PLACE OF  
BUSINESS IN HONG KONG**

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

**PRINCIPAL PLACE OF BUSINESS IN THE PRC**

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

**PRINCIPAL SHARE REGISTRAR**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor Royal Bank House  
24 Shedden Road, PO Box 1586  
Grand Cayman KY1-1110, Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR**

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, Hopewell Centre  
183 Queen's Road East,  
Wanchai, Hong Kong

**HONG KONG STOCK EXCHANGE STOCK CODE**

01382

**COMPANY WEBSITE**

[www.pacific-textiles.com](http://www.pacific-textiles.com)

**核數師**

羅兵咸永道會計師事務所  
香港執業會計師

**註冊辦事處**

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

**總辦事處及香港主要  
營業地點**

香港新界葵涌  
大連排道48-56號  
東海工業大廈B座8樓

**中國主要營業地點**

中國廣東省廣州市  
南沙萬頃沙鎮  
六涌同興村

**主要股份過戶登記處**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor Royal Bank House  
24 Shedden Road, PO Box 1586  
Grand Cayman KY1-1110, Cayman Islands

**股份過戶登記處香港分處**

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

**香港聯合交易所股份代號**

01382

**公司網址**

[www.pacific-textiles.com](http://www.pacific-textiles.com)

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW

#### OVERVIEW

The global economy embarked on road to uncertainty with US Congress passed the bill to reopen the closed federal agencies and raised the federal debt ceiling temporary. The Federal Reserve pace of quantitative easing tapering plan created further uncertainty and will continue to drive market volatility in the globe. The eurozone debt crisis has been stabilizing and allows a breathing moment of slow recovery. The “Abenomics” seems to work with massive scale of monetary stimulus plan to end 15 years deflation in Japan, however, raising concerns about the sustainability of such reforms. The Chinese government is aiming for a slower and better balanced economy that can grow sustainably.

Despite all these uncertainties, an increase in production capacity with additional warehouse spaces and improvement in internal logistics within the Panyu plant buoyed the revenue in the 1st half of 2013/2014. The Group managed to increase its revenue by 24% to HK\$4,087.5 million for the six months ended 30 September 2013 (2012: HK\$3,294.3 million) with average selling price maintained. Total of six months sales volume increased in similar range to 101.9 million pounds from 82.1 million pounds last year.

The Group continued efforts to employ latest technologies and stringent cost containment had improved operation efficiency and contributed in offsetting cost pressure of continuous Renminbi appreciation and labour cost escalation. Gross profit increased correspondingly to HK\$797.5 million, versus HK\$595.2 million from the same period last year, with gross profit margin increased from 18.1% a year ago to 19.5%.

With economies of scale that generated from increased revenue on a larger scale, net profit attributable to the shareholders for the six months ended 30 September 2013 reached HK\$648.7 million, a jump of 39.4% year on year. Net profit margin increased to 15.9% (2012:14.1%).

During the period under review, distribution and selling expenses increased to HK\$41.5 million (2012: HK\$24.4 million), general and administrative expenses reduced to HK\$51.9 million (2012: HK\$68.0 million).

The Group's top five customers and brand owners contributed approximately 65.6% and 72.1% to total revenue versus 58.6% and 65.6% for the same period last year.

### 業務回顧

#### 綜述

隨著美國國會通過法案重開被關閉之聯邦政府機構及臨時提高聯邦債務上限，全球經濟步入不明朗局面。美國聯邦儲備局逐步遞減量化寬鬆政策，進一步產生不確定性，並將繼續引致全球市場動蕩。歐元區債務危機持續趨穩，從而在緩慢復甦中稍為喘息。伴隨著大規模貨幣刺激計劃的「安倍經濟學」似乎已發揮作用以結束日本15年的通縮，但相關改革的可持續性引起關注。中國政府以較慢但更加均衡的經濟，力圖實現持續性增長。

儘管存在所有該等不明朗因素，額外倉儲空間協助改善了番禺廠房的內部物流，促進2013年／2014年上半年之收入增加。本集團在維持平均售價下，截至2013年9月30日止六個月其收入總額增加24%至4,087.5百萬港元，（2012年：3,294.3百萬港元）。六個月銷量總計由去年之82.1百萬磅以接近水平增加至101.9百萬磅。

本集團堅持努力採用最新的技術和嚴格的成本控制，以提高營運效率，在人民幣持續升值和勞動力成本逐漸上升的情況下致力抵銷成本壓力。毛利相應地增加至797.5百萬港元，相對去年同期毛利595.2百萬港元，毛利率由一年前18.1%增加至19.5%。

因較大幅度的收入增加而產生的經濟效益，截至2013年9月30日止，六個月的股東應佔純利達648.7百萬港元，比去年上升了39.4%。淨利率增加至15.9%（2012：14.1%）。

於回顧期間，分銷及銷售開支增加至41.5百萬港元（2012年：24.4百萬港元）及一般及行政開支減少至51.9百萬港元（2012年：68.0百萬港元）。

本集團五大客戶及品牌擁有人佔收入總額約為65.6%及72.1%，相對去年同期則為58.6%及65.6%。

## BUSINESS REVIEW (Cont'd)

### ENVIRONMENTAL AND SOCIAL REPORTING

The Group is highly committed in corporate social responsibility and environmental protection. We are a pioneer industrial organization with accreditation by BSI under ISO14064 of Greenhouse Gas (GHG) Emissions inventory since 2009. Thereafter, we measure the GHG Emissions inventory annually to spot the source of emissions for further control and improvement. Until the end of 2012, our GHG Emission per production unit was lowered by 13.6%.

Pacific Textiles was the pilot unit for implementation of Energy Management System under national standard, GB/T23331, being the 1st dyeing and printing manufacturer accredited in 2011. And in early 2013, we further implemented Energy Management System under international standard, ISO50001 and were the first textiles manufacturer accredited in September 2013.

On 21 May 2013, we registered a trademark "8-Stretch" of our functional product for its comfort and elasticity. 8-Stretch fabric is widely applied for inner wear production. The invention was further awarded by China National Textile and Apparel Council of its innovative and technological advanced fabric of inner wear of 2013.

On 9 September 2013, the Group was elected Model Enterprise in Clean Production by the Ministry of Industry and Information Technology of the People's Republic of China for our achievements in development of clean production system; optimal selection of material and chemical; technological innovation and advancement; effective resources management.

### LONG TERM INVESTMENT AND INFRASTRUCTURE

To secure a continuous long term development, the Group completed construction of nine-storey factory building for improvement of operation efficiency with expanded production facilities, this will enable the Panyu operation to further enhance its production efficiency and inventory turnover.

Since early this year, the Group has undergone various stages of SAP implementation project in building up an enterprise resources planning system for state of the art fabric production.

The land acquisition of Vietnam project took longer time than expected, there was change in factory site to a much larger site within Lai Vu Industrial Zone, Hai Duong Province, Vietnam with potential of future expansion. Number of construction and renovation works commenced in October 2013 for production start up before the end of 2014.

## 業務回顧 (續)

### 環境及社會事宜

本集團致力履行企業社會責任及環境保護。我們領先進行2009年溫室氣體排放量盤查，並通過BSI依照ISO14064進行的審核。之後，我們每年進行溫室氣體排放量的盤查工作，以找出主要排放源並加以控制和改善。至2012年底，我們的單位產品溫室氣體排放量下降了13.6%。

互太作為全國紡織企業推行GB/T23331能源管理體系的試點單位，於2011年通過了國家標準認證，是全國印染行業的第一家。互太於2013年初進一步推行ISO50001能源管理體系，並在2013年9月通過了國際標準認證，是全國紡織行業的第一家。

於2013年5月21日，我們為舒適及具彈性的功能產品註冊了商標"8-Stretch"，該面料廣泛應用於內衣生產上。該發明進一步榮獲"紡織之光"2013年度中國紡織工業聯合會針織內衣創新貢獻獎。

於2013年9月9日，本集團被中華人民共和國工業和信息化部遴選為清潔生產示範企業，以表彰我們於清潔生產制度建設、原材料優化調整、技術工藝創新和改造升級、資源高效利用等方面。

### 長期投資及基礎建設

為確保持續長期發展，本集團已完成一幢九層高廠房樓宇之建設，以憑藉擴大後之生產設施提高營運效率，此舉將令番禺營運進一步提升其生產效率及存貨運轉。

自年初開始，本集團為高端布料生產建立企業資源規劃系統，並經歷SAP項目實施過程中之各個階段。

越南項目之土地收購所耗時間較預期為長，廠址已變更至越南海陽省Lai Vu工業區內一個具有未來擴充潛力之更大地盤。為於2014年底前投產，多個建設及翻新工程已於2013年10月動工。



### FINANCIAL REVIEW

#### LIQUIDITY AND FINANCIAL INFORMATION

The Group's total cash and bank balances amounted to HK\$1,840.0 million as at 30 September 2013 (31 March 2013: HK\$1,793.4 million). With the cash and bank balances, the Group has sufficient financial resources to finance the Group's capital expenditure plans and to meet its working capital requirements.

As at 30 September 2013, the Group does not have any bank loans. The borrowing represents the portion of shareholder's loan contributed by our joint venture partner to our Vietnam subsidiary. The loan has no pre-determined terms of repayment and is regarded as quasi equity contributions to the subsidiary.

The Group's current ratio (which is calculated on the basis of current assets over current liabilities) as at 30 September 2013 was 2.8 (31 March 2013: 3.2). As at 30 September 2013, the Group's gearing ratio, being the ratio of total debts (including current and non-current borrowings) to total equity, was 1.2% (31 March 2013: 1.2%). The Group was in a net cash position of HK\$1,792.6 million as at 30 September 2013 (31 March 2013: HK\$1,745.8 million).

The Group monitored the market situations closely and fine-tuned its capital expenditure accordingly. During the period under review, total capital expenditure increased 55% to HK\$100.7 million (2012: HK\$64.8 million), which was mainly used to purchase plant and machinery, and on expansion projects of Panyu Plant.

#### FOREIGN EXCHANGE RISK MANAGEMENT

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

#### EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2013, the Group had approximately 4,735 full-time employees (31 March 2013: 4,888). The reduction in the number of headcount is mainly due to the improvement in efficiency of workforce of Panyu operation. There is no significant change in the Group's remuneration policy. The Group's remuneration package for its employees includes salary, bonuses, allowances and retirement benefits, based on employee's performance, skills and knowledge. The Group will continue to provide regular training and competitive remuneration packages to its staff. The Group also provides additional benefits to its employees, such as subsidised accommodation and meals for workers at the production facilities, accident and medical insurance and share options granted to eligible employees under Share Option Scheme.

### 財務回顧

#### 資金流動性與財務資料

本集團之現金及銀行結餘總額於2013年9月30日為1,840.0百萬港元(2013年3月31日: 1,793.4百萬港元)。憑藉本集團持有現金及銀行結餘,本集團財務資源充裕,足以應付本集團資本開支計劃及營運資金所需。

於2013年9月30日,本集團並沒任何銀行貸款。借貸指我們的合營公司夥伴向我們越南附屬公司提供的部分股東貸款。貸款並無預先確定還款條款且被視為向附屬公司投入的準權益。

本集團之流動比率(按流動資產除以流動負債計算)於2013年9月30日為2.8(2013年3月31日: 3.2)。於2013年9月30日,本集團之借貸比率即借貸總額(包括流動及非流動借貸)與權益總額之比率為1.2%(2013年3月31日: 1.2%)。本集團之淨現金水平於2013年9月30日為1,792.6百萬港元(2013年3月31日: 1,745.8百萬港元)。

本集團密切監察市場的情況而相應微調資本支出。於回顧期內,本集團錄得資本開支總額增加55%至100.7百萬港元(2012年: 64.8百萬港元),主要應用於購買設備、機器及擴建番禺廠房。

#### 外匯風險管理

本集團面對多種貨幣之外匯風險,主要涉及美元及人民幣。本集團通過定期檢討與監察其外匯交易以管理外匯風險。本集團將在適當時參與若干風險對沖以降低風險。

#### 僱員及薪酬政策

於2013年9月30日,本集團共僱用約4,735名全職僱員(2013年3月31日: 4,888名)。人數減少主要由於改善番禺勞動力所致。本集團薪酬政策並無重大的變動。本集團僱員薪酬待遇組合包括基本薪金、花紅、津貼及退休福利,其乃根據僱員表現、技能及知識釐訂。本集團將持續提供定期訓練與具競爭性的薪酬予員工。本集團亦提供額外福利予僱員,如食宿津貼予駐生產設施之工人、提供意外及醫療保險、及根據購股權計劃授出購股權予合資格僱員等。

## FINANCIAL REVIEW (Cont'd)

### PLEDGE OF ASSETS

As at 30 September 2013, the Group did not have any bank loans (31 March 2013: Nil).

### SEGMENTAL INFORMATION

Details of segmental information are set out in Note 6 to the interim financial information.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There was no material acquisition or disposal of the Company's subsidiaries, associates and joint ventures during the six months ended 30 September 2013.

### CONTINGENT LIABILITIES

As at 30 September 2013, the Group has no material contingent liabilities (31 March 2013: Nil).

### CAPITAL COMMITMENTS

Details of capital commitments are set out in Note 22 to the interim financial information.

### FUTURE PROSPECTS AND STRATEGIES

Different regions encounter various challenges in policy and decision making, uncertainty hit investment confidence for avoidance of financial defaults around euro zone debt and US debt ceiling. Domestically, we have been facing challenges in continuous Renminbi appreciation and escalation of labour cost in China.

Since 2008, uncertainty at historically high level has stifled investment intentions. Global economy may not get better until long-standing resolutions to euro crisis and US prolonged reliance on quantitative easing can be seen. We expect that the market to be slow in the coming year. The Group will tackle these challenges with continuous improvement in production efficiency, marketing strategy to deal with ever changing business environment, strict cost and inventory control as well as working capital management.

## 財務回顧 (續)

### 資產抵押

於2013年9月30日，本集團並無任何銀行貸款（2013年3月31日：無）。

### 分部資料

分部資料詳情載於中期財務資料附註6。

### 重大收購及出售附屬、聯營公司及合營公司

本集團截至2013年9月30日止六個月期間並無作出有關本公司之附屬公司、聯營公司及合營公司之重大收購或出售。

### 或有負債

於2013年9月30日，本集團並無重大或有負債（2013年3月31日：無）。

### 資本承擔

資本承擔詳情載於中期財務資料附註22。

### 展望及策略

不同地區面臨各種不同政策及決策挑戰，不明朗因素打擊投資信心，為避免歐元區債務及美國債務上限相關的財務違約。在國內，我們一直面對人民幣持續升值及中國勞工成本增加的挑戰。

自2008年起，處於歷史高位之不明朗因素持續抑制投資意欲。全球經濟在歐債危機及美國長期依賴量化寬鬆，得到長久解決之前，不可能會好轉。我們預期未來年度市場仍不景氣。本集團將透過持續提高生產效率、可應對營商環境在不斷變化下的市場策略、嚴格的成本及存貨控制以及營運資金管理，應對該等挑戰。



# REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

## 中期財務資料的審閱報告



羅兵咸永道

### TO THE BOARD OF DIRECTORS OF PACIFIC TEXTILES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

致互太紡織控股有限公司董事局

(在開曼群島註冊成立之有限公司)

### INTRODUCTION

We have reviewed the interim financial information set out on pages 9 to 41, which comprises the interim condensed consolidated balance sheet of Pacific Textiles Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2013 and the related interim condensed consolidated income statement, interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of the significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 引言

本核數師(以下簡稱「我們」)已審閱列載於第9至41頁的中期財務資料,此中期財務資料包括互太紡織控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於2013年9月30日的中期簡明綜合資產負債表與截至該日止六個月期間的相關中期簡明綜合收益表、中期簡明綜合全面收益表、權益變動表和現金流量表,以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並按照委聘之條款僅向整體董事局報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小,故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此,我們不會發表審核意見。

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, "Interim Financial Reporting".

### 結論

按照我們的審閱,我們並無發現任何事項,令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

PricewaterhouseCoopers  
Certified Public Accountants

Hong Kong, 22 November 2013

羅兵咸永道會計師事務所  
執業會計師

香港, 2013年11月22日

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CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2013

簡明綜合收益表

截至2013年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月		
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)	
		Note 附註		
Revenue	收入	6	4,087,497	3,294,288
Cost of sales	銷售成本	8	<b>(3,289,993)</b>	(2,699,073)
<b>Gross profit</b>	<b>毛利</b>		<b>797,504</b>	595,215
Other income and other gains/ (losses) – net	其他收入及其他收益/ (虧損) – 淨	7	<b>64,176</b>	44,244
Distribution and selling expenses	分銷及銷售開支	8	<b>(41,471)</b>	(24,416)
General and administrative expenses	一般及行政開支	8	<b>(51,887)</b>	(68,015)
<b>Operating profit</b>	<b>經營溢利</b>		<b>768,322</b>	547,028
Finance income	財務收入	9	<b>4,955</b>	9,815
Finance costs	財務成本	9	<b>(6,181)</b>	(6)
Share of profits of associates	分佔聯營公司溢利	15	<b>16,361</b>	10,209
Share of losses of joint ventures	分佔合營公司之虧損	16	<b>(20,286)</b>	(142)
<b>Profit before income tax</b>	<b>所得稅前溢利</b>		<b>763,171</b>	566,904
Income tax expense	所得稅開支	10	<b>(115,747)</b>	(101,801)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>647,424</b>	465,103
Profit for the period attributable to:	下列人士應佔期內溢利：			
Equity holders of the Company	本公司權益持有人		<b>648,667</b>	465,335
Non-controlling interests	非控制性權益		<b>(1,243)</b>	(232)
			<b>647,424</b>	465,103
Earnings per share for profit attributable to equity holders of the Company during the period – basic and diluted (HK\$)	本公司股權持有人應佔 期內溢利之每股盈利  – 基本及攤薄(港元)	11	<b>0.45</b>	0.32
Dividends	股息	12	<b>578,465</b>	573,041

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。

## INTERIM FINANCIAL INFORMATION

### 中期財務資料

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2013

## 簡明綜合全面收益表

截至2013年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit for the period</b>	<b>期內溢利</b>	<b>647,424</b>	465,103
Other comprehensive income/(loss): Items that may be reclassified to profit or loss	其他全面收入／(虧損)： 其後或循環至損益的項目		
Currency translation differences	外幣換算差額	<b>44,344</b>	(4,697)
Fair value gain/(loss) on available- for-sale financial assets	可供出售金融資產公允價值 收益／(虧損)	<b>60</b>	(23)
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>	<b>691,828</b>	460,383
Total comprehensive income for the period attributable to:	下列人士應佔期內 全面收入總額：		
Equity holders of the Company	本公司權益持有人	<b>693,315</b>	460,614
Non-controlling interests	非控制性權益	<b>(1,487)</b>	(231)
		<b>691,828</b>	460,383

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。



CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2013

簡明綜合資產負債表

於2013年9月30日

		30 September 2013 2013年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年 3月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Leasehold land and land use rights			
Property, plant and equipment			
Interests in associates			
Interests in joint ventures			
Deferred income tax assets			
Available-for-sale financial assets			
		<b>1,393,335</b>	1,372,858
<b>Current assets</b>			
Inventories			
Trade and bills receivables			
Deposits, prepayments and other receivables			
Amount due from an associate			
Derivative financial instruments			
Cash and bank balances			
		<b>4,377,063</b>	3,903,785
<b>Total assets</b>		<b>5,770,398</b>	5,276,643
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital			
Share premium			
Reserves			
		<b>4,091,173</b>	3,965,845
<b>Non-controlling interests</b>		<b>4,947</b>	6,434
<b>Total equity</b>		<b>4,096,120</b>	3,972,279

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。

## INTERIM FINANCIAL INFORMATION

### 中期財務資料

#### CONDENSED CONSOLIDATED BALANCE SHEET (Cont'd)

As at 30 September 2013

#### 簡明綜合資產負債表 (續)

於2013年9月30日

			30 September 2013 2013年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年 3月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註		
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowing	借貸	20	47,490	47,545
Deferred income tax liabilities	遞延所得稅負債		51,929	46,038
			<b>99,419</b>	93,583
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	21	1,051,504	782,961
Accruals and other payables	應計項目及其他應付款項		393,334	362,744
Amount due to an associate	應付聯營公司款項	15(c)	5,739	-
Derivative financial instruments	衍生金融工具		3,122	2,570
Current income tax liabilities	本期所得稅負債		121,160	62,506
			<b>1,574,859</b>	1,210,781
<b>Total liabilities</b>	<b>負債總額</b>		<b>1,674,278</b>	1,304,364
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>5,770,398</b>	5,276,643
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,802,204</b>	2,693,004
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>4,195,539</b>	4,065,862

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2013

簡明綜合權益變動表

截至2013年9月30日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔				Non- controlling Interests 非控制性 權益	Total
		Share capital	Share premium	Reserves	Total		Total
		股本	股本溢價	儲備	總額	權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Note							
附註							
<b>Balance at 1 April 2013</b>	於2013年4月1日之結餘	1,443	1,434,970	2,529,432	3,965,845	6,434	3,972,279
<b>Comprehensive income:</b>	<b>全面收入：</b>						
Profit for the period	期內溢利	-	-	648,667	648,667	(1,243)	647,424
<b>Other comprehensive income:</b>	<b>其他全面收入：</b>						
Currency translation differences	外幣換算差額	-	-	44,588	44,588	(244)	44,344
Fair value gain on available-for-sale financial assets	可供出售金融資產公允價值收益	-	-	60	60	-	60
Total other comprehensive income, net of tax	其他全面收入總額，扣除稅項	-	-	44,648	44,648	(244)	44,404
<b>Total comprehensive income</b>	<b>全面收入總額</b>	-	-	693,315	693,315	(1,487)	691,828
<b>Transactions with owners:</b>	<b>與擁有人交易：</b>						
Transfer of reserve upon exercise of share options	儲備轉移後購股權行使	4	26,863	(5,248)	21,619	-	21,619
Share repurchase	股份回購	(1)	(11,200)	-	(11,201)	-	(11,201)
Dividends	股息	-	-	(578,405)	(578,405)	-	(578,405)
<b>Total transactions with owners</b>	<b>與擁有人交易總額</b>	3	15,663	(583,653)	(567,987)	-	(567,987)
<b>Balance at 30 September 2013</b>	於2013年9月30日之結餘	1,446	1,450,633	2,639,094	4,091,173	4,947	4,096,120
<b>Balance at 1 April 2012</b>	於2012年4月1日之結餘	1,433	1,372,763	2,580,495	3,954,691	7,286	3,961,977
<b>Comprehensive income:</b>	<b>全面收入：</b>						
Profit for the period	期內溢利	-	-	465,335	465,335	(232)	465,103
<b>Other comprehensive loss:</b>	<b>其他全面虧損：</b>						
Currency translation differences	外幣換算差額	-	-	(4,698)	(4,698)	1	(4,697)
Fair value loss on available-for-sale financial assets	可供出售金融資產公允價值虧損	-	-	(23)	(23)	-	(23)
Total other comprehensive loss, net of tax	其他全面虧損總額，扣除稅項	-	-	(4,721)	(4,721)	1	(4,720)
<b>Total comprehensive income</b>	<b>全面收入總額</b>	-	-	460,614	460,614	(231)	460,383
<b>Transactions with owners:</b>	<b>與擁有人交易：</b>						
Transfer of reserve upon exercise of share options	儲備轉移後購股權行使	-	757	(152)	605	-	605
Dividends	股息	-	-	(429,962)	(429,962)	-	(429,962)
<b>Total transactions with owners</b>	<b>與擁有人交易總額</b>	-	757	(430,114)	(429,357)	-	(429,357)
<b>Balance at 30 September 2012</b>	於2012年9月30日之結餘	1,433	1,373,520	2,610,995	3,985,948	7,055	3,993,003

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。



## INTERIM FINANCIAL INFORMATION

### 中期財務資料

#### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2013

#### 簡明綜合現金流量表

截至2013年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated from operating activities	經營業務產生之現金淨額	<b>671,868</b>	606,071
Net cash used in investing activities	投資活動動用之現金淨額	<b>(84,372)</b>	(59,381)
Net cash used in financing activities	融資活動動用之現金淨額	<b>(567,987)</b>	(429,357)
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	<b>19,509</b>	117,333
Cash and cash equivalents at 1 April	於4月1日現金及現金等值項目	<b>1,793,360</b>	1,893,223
Currency translation differences	外幣換算差額	<b>27,177</b>	(1,963)
Cash and cash equivalents at 30 September	於9月30日現金及現金等值項目	<b>1,840,046</b>	2,008,593
Analysis of cash and cash equivalents:	現金及現金等值項目分析：		
Cash and bank balances	現金及銀行結餘	<b>1,840,046</b>	2,008,593

The accompanying notes form an integral part of this interim condensed consolidated financial information.

隨附附註為本中期簡明綜合財務資料的組成部分。

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 中期簡明綜合財務資料附註

**1. GENERAL INFORMATION**

Pacific Textiles Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing and trading of textile products. Its production bases are primarily located in the People’s Republic of China (the “PRC”).

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

The Company is listed on The Stock Exchange of Hong Kong Limited.

This interim condensed consolidated financial information is presented in Hong Kong dollars (HK\$), unless otherwise stated. This interim condensed consolidated financial information was approved for issue by the Board of Directors on 22 November 2013.

This interim condensed consolidated financial information has not been audited.

**2. BASIS OF PREPARATION**

This interim condensed consolidated financial information as at and for the six-month period ended 30 September 2013 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. It should be read in conjunction with the annual financial statements for the year ended 31 March 2013, prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

**1. 一般資料**

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

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

本公司主要於香港聯合交易所有限公司上市。

除另有說明外，本中期簡明綜合財務資料以千港元呈報。本中期簡明綜合財務資料已於2013年11月22日經董事局批准刊發。

本中期簡明綜合財務資料未經審核。

**2. 編製基準**

本於與截至2013年9月30日止六個月期間之中期簡明綜合財務資料乃根據香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。此須與截至2013年3月31日止年度之年度財務報表（根據香港財務報告準則（「香港財務報告準則」）編製）一併閱讀。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those adopted for the annual financial statements for the year ended 31 March 2013, as described in those annual financial statements.

(a) New standards, amendments to standards and interpretation to existing standards adopted by the Group

- (i) The following standards and amendments to standards are mandatory for the accounting period beginning on 1 April 2013 and relevant to the Group. The adoption of these standards and amendments to standards has not had any impact on the published results for the current and prior periods and the financial position of the Group, other than for certain additional disclosures.

HKFRS 7 (Amendment), "Disclosures – Offsetting financial assets and financial liabilities"

HKFRS 10, "Consolidated financial statements"

HKFRS 11, "Joint arrangements"

HKFRS 12, "Disclosure of interests in other entities"

HKFRS 10, HKFRS 11 and HKFRS 12 (Amendment), "Consolidated financial statements, joint arrangements and disclosure of interests in other entities – Transition guidance"

HKFRS 13, "Fair value measurement"

HKAS 1 Amendment, "Presentation of items of other comprehensive income"

HKAS 27 (2012), "Separate financial statements"

HKAS 28 (2012), "Investments in associates and joint ventures"

中期簡明綜合財務資料附註 (續)

3. 會計政策

除下文所述者外，所應用之會計政策與截至2013年3月31日止年度之年度財務報表所應用者一致，如該等年度財務報表所述。

(a) 本集團已採納之新訂準則、準則修訂及現行準則詮釋

- (i) 以下為於2013年4月1日開始之會計期間強制執行而與本集團營運有關之準則及準則修訂。除作出若干額外披露外，採納該準則及準則修訂未對本集團已公佈現行與過往期間之業績與財務狀況產生影響：

香港財務報告準則第7號(修訂本)  
「披露 – 金融資產轉讓」

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11號「合營安排」

香港財務報告準則第12號「披露於其他實體的權益」

香港財務報告準則第10號、香港財務報告準則第11號與香港財務報告準則第12號(修訂本)「綜合財務報表、合營安排及披露於其他實體的權益：過渡指引」

香港財務報告準則第13號「公允價值計量」

香港會計準則第1號(修訂本)「其他全面收入項目的呈報」

香港會計準則第27號(2012年)「獨立財務報表」

香港會計準則第28號(2012年)「於聯營公司與合營公司的投資」



NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

中期簡明綜合財務資料附註(續)

3. ACCOUNTING POLICIES (Cont'd)

(a) New standards, amendments to standards and interpretation to existing standards adopted by the Group (Cont'd)

- (ii) The following standard, amendment to standard and interpretation to existing standard are also mandatory for accounting periods beginning on or after 1 April 2013 but are not relevant to the Group's operations:

HKFRS 1 (Amendment), "Government loans"

HKAS 19 (2012), "Employee benefits"

HK(IFRIC)- Int 20, "Stripping costs in the production phase of a surface mine"

(b) The following standard, amendments to standards and interpretation to existing standard have been issued but are not effective for accounting periods beginning on 1 April 2013 and have not been early adopted:

HKFRS 9, "Financial instruments"

HKFRS 10, HKFRS 12 and HKAS 27 (2011) (Amendment), "Investment entities"

HKAS 32 (Amendment), "Offsetting financial assets and financial liabilities"

HKAS 36 (Amendment), "Recoverable amount disclosures for non-financial assets"

HKAS 39 (Amendment), "Novation of derivatives and continuation of hedge accounting"

HK(IFRIC)- Int 21, "Levies"

Management is in the process of making an assessment of the likely impact of these standard, amendments to standards and interpretation to existing standard and is not yet in a position to state whether they will have a significant impact on the Group's results and financial position presented in future financial statements.

3. 會計政策(續)

(a) 本集團已採納之新訂準則、準則修訂及現行準則詮釋(續)

- (ii) 以下為已頒佈準則、準則修訂及現行準則詮釋於2013年4月1日或其後開始之會計期間強制執行而與本集團營運無關之準則及準則修訂：

香港財務報告準則第1號(修訂本)「政府貸款」

香港會計準則第19號(2012)「僱員福利」

香港(國際財務報告詮釋委員會)－詮釋第20號，「露天礦場生產階段的剝採成本」

(b) 以下為已頒佈準則、準則修訂及現行準則詮釋，而於2013年4月1日開始之會計期間未生效，惟並無提前採用：

香港財務報告準則第9號「金融工具」

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)(修訂)「投資實體」

香港會計準則第32號(修訂本)「金融資產與金融負債抵銷的修訂」

香港會計準則第36號(修訂本)「非金融資產之可收回金額披露」

香港會計準則第39號(修訂本)「確認及計量合資格之被對沖項目」

香港(國際財務報告詮釋委員會)第21號「徵費」

管理層正在評估應用該等準則、準則修訂與現行準則詮釋可能產生之影響，惟尚未能確定會否對本集團的業績與財務狀況於將來的財務報表呈報產生重大影響。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

中期簡明綜合財務資料附註(續)

**4. ESTIMATES**

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2013.

**5. FINANCIAL RISK MANAGEMENT**

**5.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2013. There have been no changes in risk management policies of the Group since the year ended 31 March 2013.

**5.2 Liquidity risk**

Compared to 31 March 2013, there was no material change in the contractual undiscounted cash flows for financial liabilities.

**5.3 Fair value estimation**

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

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

**4. 估計**

編製中期財務資料要求管理層就影響會計政策之應用以及資產及負債、收入及開支之報告金額作出判斷、估計及假設。實際結果可能與該等估計不同。

於編製該中期簡明綜合財務資料時，管理層於應用本集團會計政策及估計不確定之主要來源時作出之重大判斷，與應用於截至2013年3月31日止年度之綜合財務報表者相同。

**5. 財務風險管理**

**5.1 財務風險因素**

本集團業務面臨多種財務風險：市場風險（包括商品價格風險、外匯風險、現金流量及公平值利率風險）、信貸風險及流動資金風險。中期簡明綜合財務資料並不包括年度財務報表規定之所有財務風險管理資料及披露，且應與本集團截至2013年3月31日之年度綜合財務報表一併閱讀。本集團之風險管理政策自截至2013年3月31日之年度以來並無任何變動。

**5.2 流動資金風險**

與2013年3月31日比較，財務負債之合約未折現現金流出量並無重大變動。

**5.3 公平值估計**

以下表為以估值法分析按公平值入賬的金融工具。不同方法以層級的定義如下：

- 相同資產或負債在活躍市場中的報價（未經調整）（第1層）。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）（第2層）。
- 資產和負債並非依據可觀察市場數據的輸入（即非可觀察輸入）（第3層）。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd) 中期簡明綜合財務資料附註(續)

5. FINANCIAL RISK MANAGEMENT (Cont'd)

5.3 Fair value estimation (Cont'd)

The following table presents the Group's assets and liabilities that are measured at fair value at 30 September 2013.

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Derivative financial instruments	衍生金融工具	-	12,887	-	12,887
Available-for-sale financial assets	可供出售金融資產				
- Equity securities	- 權益證券	100	-	-	100
- Club debentures	- 會籍債券	-	1,741	-	1,741
<b>Total assets</b>	<b>資產總額</b>	<b>100</b>	<b>14,628</b>	<b>-</b>	<b>14,728</b>
<b>Liabilities</b>	<b>負債</b>				
Derivative financial instruments	衍生金融工具	-	(3,122)	-	(3,122)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 March 2013.

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Derivative financial instruments	衍生金融工具	-	3,579	-	3,579
Available-for-sale financial assets	可供出售金融資產				
- Equity securities	- 權益證券	40	-	-	40
- Club debentures	- 會籍債券	-	1,741	-	1,741
<b>Total assets</b>	<b>資產總額</b>	<b>40</b>	<b>5,320</b>	<b>-</b>	<b>5,360</b>
<b>Liabilities</b>	<b>負債</b>				
Derivative financial instruments	衍生金融工具	-	(2,570)	-	(2,570)

Since 31 March 2013, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets and financial liabilities.

Since 31 March 2013, there were no reclassifications of financial assets.

5. 財務風險管理(續)

5.3 公平值估計(續)

下表為本集團資產及負債於2013年9月30日按公平值計量呈列。

下表為本集團資產及負債於2013年3月31日按公平值計量呈列。

自2013年3月31日以來，業務或經濟形勢並無重大變動而影響本集團之金融資產與金融負債之公平值。

自2013年3月31日以來，金融資產亦無重新分類。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

中期簡明綜合財務資料附註 (續)

6. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors of the Company collectively, who determine the operating segments of the Group and review the Group's internal reporting in order to assess performance and allocate resources.

As all of the Group's business operations relate to the manufacturing and trading of textile products with similar economic characteristics, the executive directors review the performance of the Group as a single segment, which covers operations conducted by subsidiaries in Hong Kong, Macau, the PRC and Vietnam, associates in the PRC and Sri Lanka, and joint ventures in Bangladesh. The executive directors also review resources allocation and assess performance of the Group on a regular basis based on the following financial information:

6. 分部資料

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

由於本集團之主要業務為具有類似經濟特徵的製造及買賣紡織品，執行董事審閱本集團之表現來自單一部份，此包括分部代表於香港、澳門與中國和越南之經營附屬公司、中國與斯里蘭卡的聯營公司及孟加拉合營公司之營運。執行董事亦基於以下文財務資料，定期審閱本集團之資源分配和進行表現評估：

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	<b>4,087,497</b>	3,294,288
Gross profit	毛利	<b>797,504</b>	595,215
Gross profit margin (%)	毛利率(%)	<b>19.5%</b>	18.1%
EBITDA	利息、稅項、折舊及攤銷前溢利	<b>836,506</b>	660,411
EBITDA margin (%)	利息、稅項、折舊及攤銷前溢利率(%)	<b>20.5%</b>	20.0%
Operating expenses	經營開支	<b>93,358</b>	92,431
Operating expenses/Revenue (%)	經營開支／收入(%)	<b>2.3%</b>	2.8%
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	<b>648,667</b>	465,335
Net profit margin (%)	純利率(%)	<b>15.9%</b>	14.1%



NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd) 中期簡明綜合財務資料附註(續)

6. SEGMENT INFORMATION (Cont'd)

6. 分部資料(續)

		As at	
		30 September	31 March
		2013	2013
		2013年9月30日	2013年3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Total assets	資產總額	5,770,398	5,276,643
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	4,091,173	3,965,845
Cash and bank balances	現金與銀行結餘	1,840,046	1,793,360
Borrowing	借貸	47,490	47,545
Inventories	存貨	1,053,515	993,747
Inventories turnover days (Note(i))	存貨周轉日數(附註(i))	57	63
Trade and bills receivables	應收賬款及票據	1,292,593	952,662
Trade and bills receivables days (Note(i))	應收賬款及票據日數(附註(i))	50	52
Trade and bills payables	應付賬款及票據	1,051,504	782,961
Trade and bills payables days (Note(i))	應付賬款及票據日數(附註(i))	51	57

Notes:

(i) The turnover days are calculated based on the simple average of the beginning of the period and the end of the period balances.

附註：

(i) 周轉日數之計算是基於期初與期終結餘之簡單平均數。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註 (續)  
(Cont'd)

6. SEGMENT INFORMATION (Cont'd)

The Group's revenue represents sales of goods. Analysis of revenue by geographical location, as determined by the destination where the products are delivered, is:

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
PRC	中國	1,504,685	1,232,853
South East Asia	東南亞	1,196,247	1,066,134
Hong Kong	香港	731,081	382,782
Sri Lanka	斯里蘭卡	296,785	278,199
Others	其他	358,699	334,320
		<b>4,087,497</b>	<b>3,294,288</b>

The top two customers accounted for approximately 42% (2012: 36%) and 13% (2012: 12%) respectively, of the Group's revenue; all other customers individually accounted for less than 10% of the Group's revenue.

本集團收入是指貨品銷售。按地區劃分之收入乃以產品交付之目的地分類：

佔本集團收入的前兩名客戶分別佔約42% (2012年：36%) 和13% (2012年：12%) 所有其他客戶個別地佔本集團之收入少於10%。

The Group's non-current assets are located in the following geographical locations:

本集團按地區劃分之非流動資產如下：

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
PRC	中國	1,184,841	1,158,898
Hong Kong	香港	45,320	34,760
Sri Lanka	斯里蘭卡	143,862	140,427
Bangladesh	孟加拉	18,206	38,133
Others	其他	1,106	640
		<b>1,393,335</b>	<b>1,372,858</b>

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註(續)  
(Cont'd)

## 7. OTHER INCOME AND OTHER GAINS/(LOSSES) – NET

## 7. 其他收入及其他收益／(虧損)－淨

		Six months ended 30 September	
		截至9月30日止六個月	
		2013	2012
		2013年	2012年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other income:	其他收入：		
Sales of residual materials	出售剩餘物料	22,885	27,263
Sub-contracting income	分包收入	10,314	5,110
Handling income	處理收入	3,841	2,145
Rental income	租金收入	2,955	2,196
Government grants	政府補貼	461	3,593
Customer compensation on order cancellation	取消訂單之客戶賠償	6,750	1,208
Miscellaneous income	雜項收入	4,255	276
		<b>51,461</b>	41,791
Other gains/(losses) – net:	其他收益／(虧損)－淨：		
Derivative financial instruments – forward foreign exchange contracts	衍生金融工具 – 遠期外匯合約	16,356	5,842
Net foreign exchange losses	外匯虧損淨值	(3,641)	(3,389)
		<b>12,715</b>	2,453
		<b>64,176</b>	44,244

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註(續)  
(Cont'd)

8. EXPENSES BY NATURE

8. 按性質細分的開支

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	77,638	102,686
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	652	630
Cost of inventories recognised as an expense	確認為開支之存貨成本	3,022,688	2,434,839
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(1,521)	(87)
Provision/(Reversal of provision) for impairment on trade receivables	應收賬款減值撥備／(撥備撥回)	7,168	(4,406)
Employee benefits expenses (including directors' emoluments)	僱員福利支出(包括董事酬金)	220,652	218,178
Provision/(Reversal of provision) for slow-moving and obsolete inventories	滯銷及陳舊存貨撥備／(撥備撥回)	10,139	(11,892)
Other expenses	其他開支	45,935	51,556
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售開支與一般及行政開支	3,383,351	2,791,504

9. FINANCE INCOME AND COSTS

9. 財務收入和成本

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入		
– Bank interest income	– 銀行利息收入	4,955	7,471
– Net foreign exchange gains on cash and cash equivalents	– 現金及現金等價物的匯兌收益淨額	–	2,344
		4,955	9,815
Finance costs:	財務成本		
– Bank loans and overdrafts	– 銀行貸款及透支	–	(6)
– Net foreign exchange losses on cash and cash equivalents	– 現金及現金等價物的匯兌虧損淨額	(6,181)	–
		(6,181)	(6)
Net finance (costs)/income	財務(成本)/收入淨額	(1,226)	9,809



## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

## 中期簡明綜合財務資料附註(續)

### 10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits which are subject to Hong Kong profits tax.

PRC corporate income tax ("CIT") has been provided for at the rate of 25% (2012: 25%) on the estimated assessable profits which are subject to CIT.

The amount of income tax expense in the condensed consolidated income statement represents:

### 10. 所得稅開支

香港利得稅乃估計應課香港利得稅溢利按16.5% (2012年: 16.5%) 作出撥備。

中國企業所得稅(「企業所得稅」)乃估計應課稅溢利按25% (2012年: 25%) 作出撥備。

於簡明綜合收益表扣除之所得稅開支金額為:

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	70,092	61,000
– CIT	– 企業所得稅	39,389	32,256
Deferred tax	遞延稅項	6,266	8,545
		<b>115,747</b>	101,801
Weighted average applicable domestic tax rate	加權平均地方適用稅率	<b>15.9%</b>	21.5%

### 11. EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share is calculated by dividing the profit for the period attributable to equity holders of the Company by the weighted average number of shares in issue during the period.

### 11. 每股盈利

#### (a) 基本

每股基本盈利按本公司權益持有人應佔期內溢利除期內已發行股份加權平均數計算。

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 (Unaudited) (未經審核)	2012 2012年 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	648,667	465,335
Weighted average number of shares in issue (thousands)	已發行股份加權平均數(千股)	1,444,845	1,433,122
Basic earnings per share (HK\$ per share)	每股基本盈利(每股港元)	<b>0.45</b>	0.32

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

中期簡明綜合財務資料附註(續)

11. EARNINGS PER SHARE (Cont'd)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares.

Shares issuable under the share option schemes are the only dilutive potential ordinary shares. A calculation is prepared to determine the number of shares that could have been acquired at fair value (determined as the average daily quoted market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is increased by the number of shares that would have been issued assuming the exercise of the share options.

11. 每股盈利(續)

(b) 攤薄

每股攤薄盈利乃經調整未發行股份之加權平均數至假設兌換所有攤薄潛在股份計算。

根據購股權計劃可予發行之股份為唯一造成攤薄效應之潛在普通股。計算方法是按尚未行使購股權所附帶認購權之貨幣價值，釐定可按公平值(按本公司股份平均每日所報市價釐定)收購之股份數目。按上文所述而計算之股份數目，乃按於假設購股權獲行使之情況而會發行之股份數目而增加。

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	<b>648,667</b>	465,335
Weighted average number of shares in issue (thousands)	已發行股份加權平均數(千股)	<b>1,444,845</b>	1,433,122
Adjustments for share options (thousands)	購股權調整(千股)	<b>188</b>	15,040
		<b>1,445,033</b>	1,448,162
Diluted earnings per share (HK\$per share)	每股攤薄盈利(每股港元)	<b>0.45</b>	0.32

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

## 中期簡明綜合財務資料附註(續)

## 12. DIVIDENDS

On 9 August 2013, the shareholders of the Company approved a final dividend for the year ended 31 March 2013 of HK40 cents per share (2012: HK30 cents per share), totaling HK\$578,405,000. The amount was paid on 29 August 2013.

## 12. 股息

於2013年8月9日，本公司股東已批准派發截至2013年3月31日止年度之末期股息每股港幣40仙（2012年：每股港幣30仙），總計578,405,000港元。該金額已於2013年8月29日派付。

		Six months ended 30 September 截至9月30日止六個月	
		2013	2012
		2013年	2012年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interim dividend of HK40 cents per share (2012: HK15 cents per share)	中期股息每股港幣40仙 (2012年：每股港幣15仙)	578,465	214,890
No special dividend (2012: HK25 cents per share)	無特別股息(2012年：每股港幣25仙)	-	358,151
		<b>578,465</b>	573,041

On 22 November 2013, the Board declared an interim dividend of HK40 cents per share (2012: HK15 cents per share) and no special dividend (2012: HK25 cents per share) for the six-month period ended 30 September 2013. The interim dividend amounting to HK\$578,465,000 (2012: interim and special dividend amounted to HK\$573,041,000), has not been recognised as liabilities in this interim financial information.

於2013年11月22日，董事局已宣派截至2013年9月30日止六個月期間之中期股息每股港幣40仙（2012年：每股港幣15仙）並無特別股息（2012年：每股港幣25仙）。此中期股息總計為578,465,000港元（2012年：中期股息及特別股息總計為573,041,000港元）並未在此中期財務資料之負債中反映。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註(續)  
(Cont'd)

13. LEASEHOLD LAND AND LAND USE RIGHTS

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

13. 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益為預付經營租約款項，其賬面淨值分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	55,282	55,800
Currency translation differences	外幣換算差額	816	(94)
Amortisation	攤銷	(652)	(630)
Balance at 30 September		55,446	55,076

  

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
In the PRC held on:	於中國持有：		
Land use rights of between 10 to 50 years	年期介乎10至50年 之土地使用權	55,446	55,282

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	1,103,591	1,175,611
Currency translation differences	外幣換算差額	15,876	(2,175)
Additions	添置	100,737	64,753
Disposals	出售	(1,589)	(50)
Depreciation	折舊	(77,638)	(102,686)
Balance at 30 September		1,140,977	1,135,453



NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

## 中期簡明綜合財務資料附註(續)

## 15. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES

## 15. 於聯營公司之權益與聯營公司之結餘

## (a) Share of net assets and goodwill

## (a) 應佔資產淨值與商譽

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Share of net assets	應佔資產淨值	174,869	171,771
Goodwill (Note(i))	商譽(附註(i))	155,297	155,297
		<b>330,166</b>	327,068
Less: Impairment (Note(ii))	減: 減值(附註(ii))	<b>(155,297)</b>	(155,297)
		<b>174,869</b>	171,771

The Group's interests in associates are analysed as follows:

本集團於聯營公司之權益分析如下:

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Listed on Colombo Stock Exchange in Sri Lanka	於斯里蘭卡科倫坡 證券交易所上市	143,862	140,427
Unlisted	非上市	31,007	31,344
		<b>174,869</b>	171,771

At 30 September 2013, the quoted market value of the Group's investment in the above listed associate was HK\$228,774,000 (31 March 2013: HK\$158,741,000).

本集團投資於上述上市聯營公司於2013年9月30日所報市場價值為228,774,000港元(2013年3月31日: 158,741,000港元)。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註(續)  
(Cont'd)

15. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (Cont'd)

(a) Share of net assets and goodwill (Cont'd)

Movement of interests of associates is as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	171,771	162,789
Share of profit	分佔溢利	16,361	10,209
Dividends received from associates	收取聯營公司之股息	(13,987)	(7,553)
Currency translation differences	外幣換算差額	724	(383)
Balance at 30 September	於9月30日之結餘	174,869	165,062

The Group's share of results, assets and liabilities of its associates are as follows:

本集團佔其聯營公司的業績，資產及負債的權益如下：

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Total assets	資產總值	230,025	236,288
Total liabilities	負債總額	55,156	64,517

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	188,203	157,609
Profit after income tax	所得稅後溢利	16,361	10,209

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

中期簡明綜合財務資料附註 (續)

15. INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (Cont'd)

(a) Share of net assets and goodwill (Cont'd)

Notes:

- (i) The Group completed a spin-off of a subsidiary, Textured Jersey Lanka Limited ("PT Sri Lanka"), for a separate listing of PT Sri Lanka on the Main Board of the Colombo Stock Exchange on 9 August 2011.

At 31 March 2011, the Group held 60% equity interest in PT Sri Lanka. In connection with the listing, the Group disposed 83,000,000 shares of PT Sri Lanka under a pre-IPO private placement in May 2011. Upon the listing in August 2011, PT Sri Lanka issued new shares to the public and diluted the Group's equity interest held in PT Sri Lanka. Immediately following the listing, the Group's interest in PT Sri Lanka became 40%.

In accordance with HKAS 27 (Revised), "Consolidated and separate financial statements", the Group has re-measured its remaining 40% interest in PT Sri Lanka at fair value of HK\$277,988,000, with the increase in the carrying amount recognized in the income statement as part of the gain on disposal of the subsidiary. The Group recognized an aggregated gain on disposal of HK\$233,420,000, including gain upon re-measurement of the aforementioned 40% remaining interest and goodwill of HK\$155,297,000 at the date of dilution.

- (ii) In view of the continuous decline in the quoted market value of PT Sri Lanka on the Colombo Stock Exchange following its listing in August 2011, the Group performed an impairment assessment by comparing the estimated recoverable amount of the Group's interest in PT Sri Lanka to its carrying amount at 31 March 2012. The estimated recoverable amount was determined based on value in use, by reference to the pre-tax cash flow projections of PT Sri Lanka based on financial budgets approved by its management at an annual rate of 18% for discounting the projected cash flows. As a consequence, an impairment of HK\$155,297,000 was recognized.

(b) Amount due from an associate

The amount due from an associate is unsecured, non-interest bearing and repayable on demand. The amount is denominated in US Dollars.

(c) Amount due to an associate

The amount due to an associate is unsecured, non-interest bearing and repayable on demand. The amount is denominated in Renminbi.

15. 於聯營公司之權益與聯營公司之結餘 (續)

(a) 應佔資產淨值與商譽 (續)

附註：

- (i) 本集團於2011年8月9日完成分拆附屬公司Textured Jersey Lanka Limited (「PT斯里蘭卡」)·PT斯里蘭卡於科倫坡證券交易所主板獨立上市。

於2011年3月31日，本集團持有60%PT斯里蘭卡之權益。緊隨上市，本集團於2011年5月以首次公開發售前私人配售，出售83,000,000股PT斯里蘭卡股份。於2011年8月上市後，PT斯里蘭卡向公眾發行新股，並攤薄本集團持有之權益。緊隨上市，本集團持有PT斯里蘭卡之權益為40%。

根據香港會計準則第27號(經修訂)「綜合及獨立財務報表」，本集團已重新計算PT斯里蘭卡之40%餘下權益，由其公允值277,988,000港元轉為賬面值增加於收益表確認，乃出售附屬公司收益一部份。本集團確認於釋釋日之出售所得收益約233,420,000港元包括於重新計算上述40%餘下權益後之商譽為155,297,000港元。

- (ii) 鑑於PT斯里蘭卡自2011年8月於科倫坡證券交易所上市以後之市價持續下跌，本集團比較本集團於PT斯里蘭卡之權益估計可收回金額與於2012年3月31日其賬面金額，以作減值評估。估計可收回金額乃根據使用價值，基用稅前現金流量預測，此乃基於其管理層批准的財務預算以年率18%來折算。因此，減值155,297,000港元已予確認。

(b) 應收聯營公司款項

應收聯營公司款項為無抵押、無利息及與須要求償還。金額以美元列值。

(c) 應付聯營公司款項

應付聯營公司款項為無抵押、無利息及與須要求償還。金額以人民幣列值。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註(續)  
(Cont'd)

16. INTERESTS IN JOINT VENTURES

16. 於合營公司之權益

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Share of net assets (Note (a))	應佔資產淨值(附註(a))	16,031	35,179
Amount due from a joint venture (Note (b))	應收合營公司款項 (附註(b))	2,951	2,954
		<b>18,982</b>	<b>38,133</b>

(a) Share of net assets

Movement of share of net assets of joint ventures is as follows:

(a) 應佔資產淨值

應佔合營公司資產淨值之變動如下：

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	35,179	84,817
Additions	增加	776	-
Currency translation differences	外幣換算差額	362	(150)
Capital reduction	減資	-	(50,580)
Share of loss	分佔虧損	(20,286)	(142)
Balance at 30 September	於9月30日之結餘	<b>16,031</b>	<b>33,945</b>



NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

## 中期簡明綜合財務資料附註(續)

## 16. INTERESTS IN JOINT VENTURES (Cont'd)

## (a) Share of net assets (Cont'd)

The Group's share of results, assets and liabilities of the joint ventures, all of which are unlisted, are as follows:

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Total assets	資產總值	18,016	37,027
Total liabilities	負債總額	1,985	1,848
		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	-	-
Loss after income tax	所得稅後虧損	(20,286)	(142)

## 16. 於合營公司之權益(續)

## (a) 應佔資產淨值(續)

本集團應佔非上市合營公司之業績、資產及負債如下：

## (b) 應收合營公司款項

應收合營公司款項為無抵押、無利息及無固定還款期。款項金額以美元計值。

## (b) Amount due from a joint venture

The amount due from a joint venture is unsecured, non-interest bearing and without fixed repayment terms. The amount is denominated in US Dollars.

## INTERIM FINANCIAL INFORMATION

### 中期財務資料

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註(續)

#### 17. TRADE AND BILLS RECEIVABLES

#### 17. 應收賬款及票據

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收賬款	1,144,273	795,974
Bills receivables	應收票據	169,367	170,424
		<b>1,313,640</b>	966,398
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	<b>(21,047)</b>	(13,736)
		<b>1,292,593</b>	952,662

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

應收賬款及票據之賬面值與公允值相若。

Majority of the Group's sales are made with credit terms of 30 to 60 days. Trade and bills receivables, based on goods delivered date, were aged as follows:

本集團大部分銷售之信貸期介乎30至60天。應收賬款及票據之賬齡按交付日期如下：

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60天	1,149,687	798,568
61-120 days	61-120天	147,588	146,039
121 days-1 year	121天-1年	6,581	13,838
Over 1 year	超過1年	9,784	7,953
		<b>1,313,640</b>	966,398

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
(Cont'd)

## 中期簡明綜合財務資料附註(續)

## 18. SHARE CAPITAL AND SHARE PREMIUM

## 18. 股本與股本溢價

## (a) Share capital

## (a) 股本

		As at			
		30 September 2013	31 March 2013		
		2013年9月30日	2013年3月31日		
		Number	Number		
		of share	of share		
		Amount	Amount		
		金額	金額		
		HK\$'000	HK\$'000		
		千港元	千港元		
		(Unaudited)	(Audited)		
		(未經審核)	(經審核)		
		(千計)	(千計)		
Authorised:	法定：				
Shares of HK\$0.001 each	每股面值0.001港元之股份	5,000,000	5,000	5,000,000	5,000
Issued and fully paid:	已發行及繳足：				
Beginning of period/year	期／年初	1,442,942	1,443	1,433,086	1,433
Issue of shares under share option scheme	根據購股權計劃發行股份	4,290	4	10,460	11
Share repurchase	股份回購	(1,219)	(1)	(604)	(1)
End of period/year	期／年終	1,446,013	1,446	1,442,942	1,443

## (b) Share premium

In accordance with the Companies Law, Cap.22 of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

## (b) 股本溢價

根據開曼群島公司法第22章，股份溢價帳戶可供分派予本公司股東，惟本公司於緊隨建議派發股息當日後，須有能力償還日常業務中到期的債項。

## (c) Share option scheme

The share option scheme was approved and adopted by the Company in a shareholders' written resolution on 27 April 2007. In July 2007, the Board of Directors approved the granting of options to 88 eligible full-time employees to subscribe for a total of 22,820,000 shares of the Company at an exercise price of HK\$5.04 per share with vesting periods of 3 years. These options are exercisable from 18 July 2010 to 17 July 2017 (both days inclusive), and shall expire on 18 July 2017.

## (c) 購股權計劃

本公司購股權計劃的批准及採納是根據股東於2007年4月27日的書面決議。2007年7月，本公司董事局的董事批准授出購股權予88位合資格全職僱員以行使認購本公司總數為22,820,000份股權，價格為每股5.04港元，歸屬期為3年。這些購股權可行使於2010年7月18日至2017年7月17日(首尾兩天包括在內)，並於2017年7月18日屆滿。

For the period ended 30 September 2013, 4,290,000 shares (2012: 120,000 shares) have been issued under the share option scheme upon exercise of share options and no options (2012: 1,870,000 options) were forfeited.

截至2013年9月30日，根據行使購股權計劃已發行4,290,000份購股權(2012年：120,000購股權)亦無購股權被註銷(2012年：1,870,000購股權)

Subsequent to 30 September 2013 and up to the approval date of the financial statements, options of 150,000 shares have been exercised and no options were forfeited.

於2013年9月30日和財務報表的批准報出日期之後150,000份購股權已獲行使，沒有購股權被註銷。

## (d) Share repurchase

The Company repurchased 1,219,000 shares on The Stock Exchange of Hong Kong Limited in July 2013 and August 2013 at an aggregate consideration of approximately HK\$11,201,000. The repurchased shares were cancelled on 14 August 2013.

## (d) 股份回購

於2013年7月和8月，本公司於香港聯合交易所有限公司合共回購1,219,000份股權，總值為11,201,000港元。並於2013年8月14日註銷所購回股份。

# INTERIM FINANCIAL INFORMATION

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註 (續)

(Cont'd)

#### 19. RESERVES

#### 19. 儲備

		Capital reserve 資本儲備 (Note(i)) (附註(i)) HK\$'000 千港元 Note 附註	Statutory reserve 法定儲備 (Note(ii)) (附註(ii)) HK\$'000 千港元 (Unaudited) (未經審核)	Foreign currency translation reserve 外幣換算儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Share- based compensation reserve 股份酬金儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Available- for- sale financial assets reserve 可供出售 金融資產儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Retained earnings 保留溢利 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)	
<b>Balance at 1 April 2013</b>	<b>於2013年4月1日之結餘</b>		<b>1,000</b>	<b>55,805</b>	<b>464,953</b>	<b>5,737</b>	<b>1</b>	<b>2,001,936</b>	<b>2,529,432</b>
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	-	648,667	648,667	
Other comprehensive income:	其他全面收入：								
Currency translation differences	外幣換算差額	-	-	44,588	-	-	-	44,588	
Fair value gain on available-for-sale financial assets	可供出售金融資產公平值收益	-	-	-	-	60	-	60	
<b>Total comprehensive income for the period ended 30 September 2013</b>	<b>截至2013年9月30日止期間全面收入總額</b>			<b>44,588</b>		<b>60</b>	<b>648,667</b>	<b>693,315</b>	
Transactions with owners:	與擁有人交易：								
Transfer of reserve upon exercise of share options	購股權行使後之儲備轉撥	-	-	-	(5,248)	-	-	(5,248)	
Dividends	股息	12	-	-	-	-	(578,405)	(578,405)	
<b>Total transactions with owners for the period ended 30 September 2013</b>	<b>截至2013年9月30日止期間與擁有人交易總額</b>				<b>(5,248)</b>		<b>(578,405)</b>	<b>(583,653)</b>	
<b>Balance at 30 September 2013</b>	<b>於2013年9月30日之結餘</b>		<b>1,000</b>	<b>55,805</b>	<b>509,541</b>	<b>489</b>	<b>61</b>	<b>2,072,198</b>	<b>2,639,094</b>
<b>Balance at 1 April 2012</b>	<b>於2012年4月1日之結餘</b>		<b>1,000</b>	<b>55,805</b>	<b>423,262</b>	<b>20,680</b>	<b>21</b>	<b>2,079,727</b>	<b>2,580,495</b>
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	-	465,335	465,335	
Other comprehensive income loss:	其他全面收入虧損：								
Currency translation differences	外幣換算差額	-	-	(4,698)	-	-	-	(4,698)	
Fair value loss on available-for-sale financial assets	可供出售金融資產公平值虧損	-	-	-	-	(23)	-	(23)	
<b>Total comprehensive income for the period ended 30 September 2012</b>	<b>截至2012年9月30日止期間全面收入總額</b>				<b>(4,698)</b>		<b>(23)</b>	<b>465,335</b>	<b>460,614</b>
Transactions with owners:	與擁有人交易：								
Transfer of reserve upon forfeiture and exercise of share options	購股權沒收與行使後之儲備轉撥	-	-	-	(2,243)	-	2,091	(152)	
Dividends	股息	-	-	-	-	-	(429,962)	(429,962)	
<b>Total transactions with owners for the period ended 30 September 2012</b>	<b>截至2012年9月30日止期間與擁有人交易總額</b>				<b>(2,243)</b>		<b>(427,871)</b>	<b>(430,114)</b>	
<b>Balance at 30 September 2012</b>	<b>於2012年9月30日之結餘</b>		<b>1,000</b>	<b>55,805</b>	<b>418,564</b>	<b>18,437</b>	<b>(2)</b>	<b>2,117,191</b>	<b>2,610,995</b>



## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 19. RESERVES (Cont'd)

Notes:

- (i) Capital reserve represents the difference between the nominal value of shares of subsidiaries acquired pursuant to a reorganisation in November 2004 over the nominal value of the share capital of the Company issued in exchange thereof.
- (ii) Statutory reserves represent legal reserve of a subsidiary incorporated in Macau and statutory reserves of a subsidiary incorporated in the PRC.

In accordance with the Macao Commercial Code, the subsidiary incorporated in Macau, Pacific Overseas Textiles Macao Commercial Offshore Limited, is required to set aside a minimum of 25% of its after-tax profit to legal reserve until the balance of this reserve reaches a level equivalent to 50% of its capital. The amount of legal reserve of the subsidiary has reached 50% of its capital.

The subsidiary established in the PRC is required to make appropriations to certain statutory reserves from profit for the year after offsetting accumulated losses from prior years and before any profit distribution to equity holders. The percentages to be appropriated to such statutory reserves funds are determined according to the relevant regulations in the PRC or at the discretion of the board of the subsidiary. Such statutory reserves can only be used to offset accumulated losses, to increase capital, or for special bonus or collective welfare of employees. These statutory reserves cannot be distributed to equity holders of the subsidiary.

## 中期簡明綜合財務資料附註 (續)

### 19. 儲備 (續)

附註：

- (i) 資本儲備為根據2004年11月之重組所收購附屬公司股份之面值與本公司就此發行之股本面值之差額。
- (ii) 法定儲備指於澳門註冊成立之一間附屬公司之合法儲備與於中國成立之一間附屬公司之法定儲備。

根據有關澳門商法典，於澳門註冊成立之附屬公司互太海外紡織澳門離岸商業服務有限公司須將其除稅後溢利最少25%撥入合法儲備，直至該儲備結餘達至相當於其股本50%為止。劃撥至該附屬公司合法儲備之金額已達其股本50%。

於中國成立之附屬公司要求在任何分派溢利予股權持有人之前抵銷以往年度累計虧損年度溢利，劃撥款項以提撥若干法定儲備。提撥這些法定儲備資金比率按相關中國法規或附屬公司董事局自行決定來計算。該法定儲備只可用作抵銷累計虧損、增加資本或特別花紅或員工集團福利。該法定儲備不能分派予附屬公司之股權持有人。

### 20. BORROWING

### 20. 借貸

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Loan from a non-controlling interest of a subsidiary (Note)	一間附屬公司非控制性權益提供貸款 (附註)	47,490	47,545

Note:

As at 30 September 2013 and 31 March 2013, the loan from a non-controlling interest of a subsidiary is denominated in US Dollars, unsecured and non-interest bearing. The loan has no pre-determined terms of repayment and is regarded as quasi equity contributions to the subsidiary.

附註：

於2013年9月30日與2013年3月31日，附屬公司非控制性權益提供貸款以美元列值，為無抵押與無利息。此貸款並無預先確定的還款條款，而被視作為附屬公司之準權益貢獻。

## INTERIM FINANCIAL INFORMATION

### 中期財務資料

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd) 中期簡明綜合財務資料附註(續)

### 20. BORROWING (Cont'd)

Movements in borrowing are analysed as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	47,545	47,490
Currency translation differences	外幣換算差額	(55)	(55)
Balance at 30 September	於9月30日之結餘	47,490	47,435

### 21. TRADE AND BILLS PAYABLES

Credit periods granted by the creditors generally range from 30 to 90 days. Trade and bills payables, based on delivery dates, were aged as follows:

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0-60天	659,042	520,215
61-120 days	61-120天	344,767	249,173
121 days-1 year	121天-1年	45,132	12,067
Over 1 year	超過1年	2,563	1,506
		1,051,504	782,961

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

應付賬款及票據之賬面值與其公允值相若。

### 22. CAPITAL COMMITMENTS

Capital expenditure at the balance sheet date, contracted for but not yet incurred, is as follows:

		As at 於	
		30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	88,283	88,883
Leasehold land and land use rights	租賃土地及土地使用權	48,110	48,557
		136,393	137,440

### 20. 借貸(續)

借貸之變動分析如下：

### 21. 應付賬款及票據

貸方給予之信貸期一般介乎30至90天。應付賬款及票據之賬齡按交付日期如下：

### 22. 資本承擔

於結算日已訂約尚未產生之資本開支如下：

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

## 中期簡明綜合財務資料附註(續)

### 22. CAPITAL COMMITMENTS (Cont'd)

As at 30 September 2013, the Group had authorised the injection of capital of HK\$522,789,000 (equivalent of US\$67,426,000) (31 March 2013: HK\$523,396,000 (equivalent of US\$67,426,000)) as investment in Vietnam.

### 22. 資本承擔(續)

於2013年9月30日，本集團已批准於越南投資注資為522,789,000港元(相等於67,426,000美元)(2013年3月31日：523,396,000港元(相等於67,426,000美元))。

### 23. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

### 23. 有關連人士交易

倘任何一方有能力直接或間接控制另一方，或對另一方之財政及營運決策行使重大影響力，則此等人士被視為有關連。倘有關連人士受共同控制或共同重大影響，則亦被視為有關連。

#### (a) The following transactions were carried out with related parties:

#### (a) 以下為與有關連人士進行之交易：

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Sale of goods:	銷售貨品：		
Related party (Note (i) and (ii))	有關連人士(附註(i)與(ii))	1,397	380
An associate (Note (ii))	聯營公司(附註(ii))	-	1,104
		<b>1,397</b>	1,484
Rental income:	租金收入：		
An associate (Note (iii))	聯營公司(附註(iii))	2,897	2,174
Sub-contracting income:	分包收入：		
An associate (Note (ii))	聯營公司(附註(ii))	4,543	2,331
Sub-contracting fee:	分包費用：		
An associate (Note (ii))	聯營公司(附註(ii))	1,326	692
Handling income:	處理收入：		
An associate (Note (iv))	聯營公司(附註(iv))	1,648	2,145

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd) 中期簡明綜合財務資料附註(續)

23. RELATED PARTY TRANSACTIONS (Cont'd)

(b) Period-end balances arising from sales of goods:

	As at 於	
	30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivable from a related party (Note (i))	560	-

應收有關連人士款項(附註(i))

23. 有關連人士交易(續)

(b) 因銷售貨品產生之期末結餘:

(c) Period-end balances arising from sub-contracting income received/fee paid:

	As at 於	
	30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Amount due (to)/from an associate	(5,739)	109

應(付)/應收聯營公司款項

(c) 因支付分包應收收入/費用產生之期末結餘:

(d) Period-end balances arising from purchase of goods on behalf:

	As at 於	
	30 September 2013 2013年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 2013年3月31日 HK\$'000 千港元 (Audited) (經審核)
Amount due from an associate	75,925	89,246

應收聯營公司款項

(d) 因代為購買貨品產生之期末結餘:



NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd) 中期簡明綜合財務資料附註(續)

23. RELATED PARTY TRANSACTIONS (Cont'd)

(e) Key management compensation:

		Six months ended 30 September 截至9月30日止六個月	
		2013 2013年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 2012年 HK\$'000 千港元 (Unaudited) (未經審核)
Salaries, bonus and allowances	薪金、花紅及津貼	21,096	17,479
Retirement benefits – defined contribution schemes	退休福利 – 定額供款計劃	33	35
		<b>21,129</b>	<b>17,514</b>

Notes:

- (i) The related party is a company controlled by Mr. Henry Choi Wing Kong, son of Mr. Choi Kin Chung, a director of the Company.
- (ii) Goods are sold and sub-contracting income/fee are received/paid at prices mutually agreed by both parties in the ordinary course of business.
- (iii) Rental income received is based on the size of the property and the relevant market rate.
- (iv) Handling fee received from an associate is charged at 2% to 3% of the value of certain purchases made as an agent of the associate, and the rates of the handling fee were mutually agreed by both parties. These transactions are not included as the Group's sales and costs of sales.

附註：

- (i) 有關連人士為本公司董事蔡建中先生之兒子蔡穎剛先生控制之公司。
- (ii) 貨品銷售與分包收入／費用乃在日常業務過程中按雙方協定之價格收取／支付。
- (iii) 收取租金收入是基於物業大小與相關市場利率計算。
- (iv) 向聯營公司收取處理費用是以作為聯營公司代理人進行若干採購按2%至3%收取，而處理費用比率乃經雙方共同協商。該交易並未計入本集團銷售與銷售成本。

## SUPPLEMENTAL INFORMATION

### 補充資料

#### INTERIM DIVIDEND AND SPECIAL DIVIDEND

The Board has declared an interim dividend of HK40 cents per share (2012: HK15 cents per share) and no special dividend (2012: HK25 cents per share) for the six months ended 30 September 2013. The interim dividend will be paid on or around 30 December 2013 to shareholders whose names appear on the Register of Members at the close of business on 13 December 2013.

#### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 11 December 2013 to 13 December 2013 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 10 December 2013.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 September 2013, the Company repurchased 1,219,000 shares on the Stock Exchange at an aggregate consideration of approximately on the HK\$11,201,000. The repurchased shares were cancelled on 14 August 2013 and the issued share capital of the Company was reduced by the par value thereof. Details of the repurchase of shares were as follows:

Period 期間	Number of share repurchased 購回股份之數目	Highest price paid per share 每股最高價 HK\$ 港元	Lowest price paid per share 每股最低價 HK\$ 港元	Aggregate consideration paid 總代價 HK\$'000 千港元
26/7/2013-2/8/2013	1,219,000	9.2	9.06	11,201

Shares were repurchased during the six months ended 30 September 2013 under review pursuant to the mandate granted by shareholders at the AGM held on 10 August 2012, with a view to benefiting shareholders as a whole by enhancing the net asset value per share, earnings per share of the Company and liquidity of the Shares.

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2013.

#### 中期股息與特別股息

董事局宣佈派發截至2013年9月30日止六個月之中期股息每股港幣40仙（2012年：每股港幣15仙）而無特別股息（2012年：每股港幣25仙）。中期股息將於2013年12月30日前後派發予2013年12月13日辦公時間結束時，名列於股東名冊之股東。

#### 暫停辦理股份過戶登記

股東名冊將由2013年12月11日至2013年12月13日（首尾兩天包括在內），暫停辦理股份過戶登記手續。為符合獲派中期股息，股東須於2013年12月10日下午4時30分之前，將所有過戶文件連同有關股票送達本公司股份過戶登記處香港分處之香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

#### 購買、出售或贖回本公司之上市證券

截至2013年9月30日止六個月內，本公司於聯交所購回1,219,000股股份，總代價約為11,201,000港元。購回股份已於2013年8月14日註銷，而本公司之已發行股本已削減相應面值。購回股本之詳情如下：

截至2013年9月30日止六個月內，購回之股份乃根據於2012年8月10日舉行之股東週年大會上股東授予之授權而進行，旨在藉著增加本集團之每股資產淨值、每股盈利及股份流通量，為股東締造整體利益。

除上文披露外，截至2013年9月30日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市之證券。

## CORPORATE GOVERNANCE

The Company has complied with the applicable code provisions of the Corporate Governance Code set out in Appendix 14 of the Listing Rules on the Stock Exchange throughout the six month period ended 30 September 2013. The Board will continue to review the Company's corporate governance practices in light of the evolving needs of the Group.

## CHANGE OF DIRECTORS' INFORMATION

Having made specific enquiries of all Directors, save as otherwise set out in this interim report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules. The changes of Directors' information are set out below:

Mr. Wan Wai Loi and Mr. Tsang Kang Po were appointed non-executive directors of PT Sri Lanka on 6 August 2013 and 5 April 2013 respectively.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Having made enquiries to all Directors, they have all confirmed that they have complied with the required standard set out in the Model Code, throughout the period for the six months ended 30 September 2013.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2013, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## 企業管治

本公司於截至2013年9月30日止六個月期間已符合聯交所上市規則附錄14所載之企業管治守則之適用守則條文。董事局將因應本集團發展之需要，不斷檢視本公司的企業管治常規。

## 董事資料之變更

經向全體董事作出特別查詢，除本中期報告披露者外，概無董事資料之變更須根據上市規則第13.51B條的規定而披露。董事資料之變更載列如下：

尹惠來先生和曾鏡波先生分別於2013年8月6日及2013年4月5日獲委任為PT Sri Lanka之非執行董事。

## 董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則，作為本公司董事進行本公司證券交易之守則。經向全體董事作出查詢後，彼等均確認於截至2013年9月30日止六個月期間皆遵守標準守則所載之規定。

## 董事於本公司股份和相關股份之權益及淡倉

於2013年9月30日，董事及本公司行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有須根據證券及期貨條例第352條須予存置的登記冊所記錄或根據標準守則須知會本公司及聯交所的權益及淡倉如下：

## SUPPLEMENTAL INFORMATION

### 補充資料

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

## 董事於本公司股份和相關股份之權益及淡倉(續)

### LONG POSITIONS IN SHARES

### 本公司股份之好倉

Name of Directors/ Chief Executive 董事／行政總裁名稱	Number of issued Shares held and nature of interests 持已發行本公司股份數目及權益性質				Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)	Trusts and similar interests 信託及 類似權益		
Choi Kin Chung 蔡建中	-	-	-	171,102,000 (Note 1) (附註1)	171,102,000	11.83%
Ip Ping Im 葉炳棧	-	2,000,000	403,394,000 (Note 2) (附註2)	-	405,394,000	28.04%
Lam Wing Tak 林榮德	14,566,000	1,087,000	-	100,000,000 (Note 3) (附註3)	115,653,000	8.00%
Lau Yiu Tong 劉耀棠	51,866,000	-	-	-	51,866,000	3.59%
Tsang Kang Po 曾鏡波	1,988,000	2,501,000	100,000,000 (Note 4) (附註4)	-	104,489,000	7.23%
Wan Wai Loi 尹惠來	15,497,000	1,030,000	-	101,304,000 (Note 5) (附註5)	117,831,000	8.15%

Notes:

- These Shares are directly held by Silver Bay International Holdings Limited, whose issued share capital is wholly-owned by Fiducia Suisse SA, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung is the founder of the Cypress Pacific Trust.
- These Shares are directly held by Far East Asia Limited, whose issued share capital is wholly-owned by Mr. Ip Ping Im.

附註：

- 該等本公司股份由Silver Bay International Holdings Limited直接持有，而Fiducia Suisse SA全數擁有Silver Bay International Holdings Limited之已發行股本。Fiducia Suisse SA為酌權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，蔡建中先生為Cypress Pacific Trust之創辦人。
- 該等本公司股份由Far East Asia Limited直接持有，而葉炳棧先生全數擁有Far East Asia Limited之已發行股本。



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

### LONG POSITIONS IN SHARES (Cont'd)

Notes: (Cont'd)

- These Shares are directly held by Fifth Element Enterprises Limited, whose issued share capital is wholly-owned by BLWT Company Limited. The issued share capital of BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
- These Shares are directly held by Top Strong Holdings Limited, whose issued share capital is 50% owned by Mr. Tsang Kang Po and 50% owned by the spouse of Mr. Tsang Kang Po.
- These Shares are directly held by Hollywood Pacific Limited, whose issued share capital is 50% owned by Mr. Wan Wai Loi and 50% owned by WWL Assets Limited. The issued share capital of WWL Assets Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Wan Wai Loi. For the purpose of the SFO, Mr. Wan Wai Loi is the founder of the family trust.

Save as disclosed above, as at 30 September 2013, none of the Directors or chief executive of the Company, had any interests or short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

## 董事於本公司股份和相關股份之權益及淡倉 (續)

### 本公司股份之好倉 (續)

附註：(續)

- 該等本公司股份由Fifth Element Enterprises Limited直接持有，而BLWT Company Limited全數擁有Fifth Element Enterprises Limited之已發行股本。HSBC International Trustee Limited為林榮德先生之家族信託之信託人，全數擁有BLWT Company Limited之已發行股本。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
- 該等本公司股份由Top Strong Holdings Limited直接持有，而曾鏡波先生及其配偶分別擁有Top Strong Holdings Limited之50%已發行股本。
- 該等本公司股份由Hollywood Pacific Limited直接持有，而尹惠來先生及WWL Assets Limited分別擁有Hollywood Pacific Limited之50%已發行股本。HSBC International Trustee Limited為尹惠來先生之家族信託之信託人，全數擁有WWL Assets Limited之已發行股本。就證券及期貨條例而言，尹惠來先生為家族信託之創辦人。

除上文披露者外，於2013年9月30日，根據證券及期貨條例第352條規定須予存置的登記冊的記錄，又或根據標準守則向本公司及聯交所發出的通知，概無董事或本公司行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有任何權益及淡倉。

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

## SUPPLEMENTAL INFORMATION

### 補充資料

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

As at 30 September 2013, the following persons (other than a Director or chief executives of the Company) had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

#### 主要股東及其他人士於本公司股份和相關股份之權益及淡倉

於2013年9月30日，根據本公司按證券及期貨條例第336條規定存置之登記冊所紀錄，下列人士（董事或本公司行政總裁除外）於本公司股份或相關股份中擁有之權益或淡倉：

#### LONG POSITIONS IN SHARES

#### 本公司股份之好倉

Name of shareholders 股東名稱	Number of issued Shares held and nature of interests 持已發行本公司股份數目及權益性質				Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)	Trusts and similar interests 信託及 類似權益		
Chiu Bo Lan 趙寶蘭	1,030,000	15,497,000 (Note 1) (附註1)	–	101,304,000 (Note 2) (附註2)	117,831,000	8.15%
WWL Assets Limited	–	–	–	101,304,000 (Note 2) (附註2)	101,304,000	7.01%
Hollywood Pacific Limited	–	–	–	101,304,000 (Note 2) (附註2)	101,304,000	7.01%
Lam Wai Yee 林慧儀	2,000,000	403,394,000 (Note 3) (附註3)	–	–	405,394,000	28.04%
Far East Asia Limited	403,394,000 (Note 4) (附註4)	–	–	–	403,394,000	27.90%
Wong Bik Ha	1,087,000	14,566,000 (Note 5) (附註5)	–	100,000,000 (Note 6) (附註6)	115,653,000	8.00%
BLWT Company Limited	–	–	–	100,000,000 (Note 6) (附註6)	100,000,000	6.92%
Fifth Element Enterprises Limited	–	–	–	100,000,000 (Note 6) (附註6)	100,000,000	6.92%

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

主要股東及其他人士於本公司股份和相關股份之權益及淡倉(續)

## LONG POSITIONS IN SHARES (Cont'd)

本公司股份之好倉(續)

Name of shareholders 股東名稱	Number of issued Shares held and nature of interests 持已發行本公司股份數目及權益性質				Total 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本 之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶之權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 實體之權益)	Trusts and similar interests 信託及 類似權益		
HSBC International Trustee Limited	-	-	-	201,304,000 (Note 2 & 6) (附註2和6)	201,304,000	13.92%
Law Oi Mui 羅愛梅	-	-	-	171,102,000	171,102,000 (Note 7 & 8) (附註7和8)	11.83%
Fiducia Suisse SA	-	-	-	171,102,000	171,102,000 (Note 8) (附註8)	11.83%
Silver Bay International Holdings Limited	-	-	-	171,102,000 (Note 8) (附註8)	171,102,000	11.83%
Wong Mei Ling 黃美玲	2,501,000	1,988,000 (Note 9) (附註9)	100,000,000 (Note 10) (附註10)	-	104,489,000	7.23%
Top Strong Holdings Limited	100,000,000 (Note 10) (附註10)	-	-	-	100,000,000	6.92%

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

**LONG POSITIONS IN SHARES (Cont'd)**

Notes:

- Ms. Chiu Bo Lan is the spouse of Mr. Wan Wai Loi, a Director.
- Hollywood Pacific Limited is 50% owned by Mr. Wan Wai Loi and 50% owned by WWL Assets Limited. WWL Assets Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Wan Wai Loi. For the purpose of the SFO, Mr. Wan Wai Loi is the founder of the family trust.
- Ms. Lam Wai Yee is the spouse of Mr. Ip Ping Im, a Director.
- Far East Asia Limited is wholly-owned by Mr. Ip Ping Im, a Director.
- Ms. Wong Bik Ha is the spouse of Mr. Lam Wing Tak, a Director.
- Fifth Element Enterprises Limited is wholly-owned by BLWT Company Limited. BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
- Ms. Law Oi Mui is the spouse of Mr. Choi Kin Chung, a Director.
- Silver Bay International Holdings Limited is wholly-owned by Fiducia Suisse SA, the trustee of the Cypress Pacific Trust, a discretionary trust. For the purposes of the SFO, Mr. Choi Kin Chung, a Director, is the founder of the Cypress Pacific Trust.
- Ms. Wong Mei Ling is the spouse of Mr. Tsang Kang Po, a Director.
- Top Strong Holdings Limited is 50% owned by Mr. Tsang Kang Po and 50% owned by Ms. Wong Mei Ling, the spouse of Mr. Tsang Kang Po.

**主要股東及其他人士於本公司股份和相關股份之權益及淡倉 (續)**

**本公司股份之好倉 (續)**

附註：

- 趙寶蘭女士為董事尹惠來先生之配偶。
- 尹惠來先生及WWL Assets Limited分別擁有Hollywood Pacific Limited之50%權益。HSBC International Trustee Limited為尹惠來先生之家族信託之信託人，全數擁有WWL Assets Limited之權益。就證券及期貨條例而言，尹惠來先生為家族信託之創辦人。
- 林慧儀女士為董事葉炳焜先生之配偶。
- Far East Asia Limited由董事葉炳焜先生全數擁有。
- 黃碧霞女士為董事林榮德先生之配偶。
- Fifth Element Enterprises Limited由BLWT Company Limited全數擁有。HSBC International Trustee Limited為林榮德先生之家族信託之信託人，全數擁有BLWT Company Limited之權益。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
- 羅愛梅女士為董事蔡建中先生之配偶。
- Silver Bay International Holdings Limited由Fiducia Suisse SA全數擁有，Fiducia Suisse SA為酌權信託Cypress Pacific Trust之信託人。就證券及期貨條例而言，董事蔡建中先生為Cypress Pacific Trust之創辦人。
- 黃美玲女士為董事曾鏡波先生之配偶。
- 曾鏡波先生及其配偶黃美玲女士分別擁有Top Strong Holdings Limited之50%權益。



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

主要股東及其他人士於本公司股份和相關股份之權益及淡倉（續）

### LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF ANY OTHER MEMBER IN THE GROUP

於本集團任何其他成員公司之股份及相關股份之好倉

Name of member of the Group 本集團成員公司名稱	Name of substantial shareholder 主要股東名稱	Notes 附註	Nature of interest 權益性質	Number of issued shares 股份數目	Approximate percentage of share capital 於本公司權益之概約百分比
Textured Jersey Lanka PLC	Brandix Lanka Limited	1	Beneficial owner 實益擁有人	197,000,976	30.08%
PCGT Limited	Crystal Peak International Limited 激峰國際有限公司	2 & 3	Beneficial owner 實益擁有人	975,000	25.00%

Notes:

附註：

- Textured Jersey Lanka PLC is owned as to 40% by Pacific Textured Jersey Holdings Ltd., a wholly-owned subsidiary of the Company, and 30.08% by Brandix Lanka Limited.
- PCGT Limited is owned as to 75% by Pacific GT Limited and 25% by Crystal Peak International Limited, a wholly-owned subsidiary of Crystal.
- Pacific GT Limited is owned as to 95% by Product Champion Limited, a wholly-owned subsidiary of the Company, and 2.5% by GSI Trading Hong Kong Limited and 2.5% by Toray Industries (H.K.) Limited.

- Textured Jersey Lanka PLC由本公司之全資附屬公司Pacific Textured Jersey Holdings Ltd. 擁有40%權益及Brandix Lanka Limited擁有30.08%權益。
- PCGT Limited由Pacific GT Limited擁有75%權益及晶苑之全資附屬公司激峰國際有限公司擁有25%權益。
- Pacific GT Limited由本公司之全資附屬公司Product Champion Limited擁有95%權益及郡產香港有限公司擁有2.5%權益及東麗（香港）有限公司擁有2.5%權益。

Save as disclosed above, so far as is known to any Director or chief executive of the Company, as at 30 September 2013, no other person had any interest or short position in the Shares or underlying Shares of the Company that was required to be kept pursuant to Section 336 of the SFO.

除上文所披露者外，就本公司任何董事或行政總裁所知，於2013年9月30日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定紀錄之權益或淡倉。

## SHARE OPTION SCHEME

Pursuant to the written resolution of shareholders of the Company passed on 27 April 2007, the Company adopted the Share Option Scheme subject to the terms and conditions therein. The summary of the Share Option Scheme is set out in the Annual Report of the Company for the year ended 31 March 2013. The options shall expire on 18 July 2017. The closing price of the Share of the Company immediately before the date of grant was HK\$4.86 per share.

## 購股權計劃

根據本公司股東於2007年4月27日透過一項書面決議案，本公司已採納購股權計劃所訂定之條款及條件。購股權計劃概要列載於截至2013年3月31日止年度之年報內。該等購股權於2017年7月18日屆滿。本公司股份於緊接授出購股權日期前之收市價為每股4.86港元。

## SUPPLEMENTAL INFORMATION

### 補充資料

#### SHARE OPTION SCHEME (Cont'd)

As at 30 September 2013, options to subscribe for an aggregate of 410,000 Shares of the Company granted to eligible full-time employees pursuant to the terms of the Share Option Scheme remained outstanding, details of which were as follows:

Grantee 承授人	Date of Grant 授出日期	Exercise Price 行使價 HK\$ 港元	Exercisable Period 行使期	Number of share options 購股權數目						Closing Price immediately before the date of exercise 緊接行使日期前之收市價 HK\$ 港元
				As at 01/04/2013 於2013年 4月1日	Changes during the period 期內變動				As at 30/09/2013 於2013年 9月30日	
					Granted 授出	Exercised 行使	Lapsed 失效	Cancelled 註銷		
Eligible Employees (Note) 合資格僱員 (附註)	18/07/2007	5.04	18/07/2010-17/07/2017	4,700,000	-	4,290,000	-	-	410,000	9.43

Note:

The fair value of options granted is approximately at an average of HK\$1.222 per share on the basis of binominal model (the "Model"). The significant inputs into the Model were the closing price of the Share of the Company at the date of grant of HK\$4.8 per share, annual risk free interest rate of approximately 4.8%, an expected option life of approximate 6 years, expected volatility of 32% and annual dividend yield of 4%. No amortised fair value of share options for the six months ended 30 September 2013 was charged to the income statement (2012: Nil).

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

Subsequently as per the Company announcement on 11 October 2013, the Company granted 10,000,000 share options to eligible persons at an exercise price of HK\$9.98 per share which may be exercisable during 11 October 2016 to 10 October 2023 under the Share Option Scheme.

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

#### AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the Corporate Governance Code. The members of the audit committee are Mr. Sze Kwok Wing, Nigel, Mr. Ng Ching Wah and Mr. Chan Yue Kwong, Michael (who are independent non-executive Directors). Mr. Sze Kwok Wing, Nigel, a Fellow of CPA Australia, is the chairman of the audit committee.

#### 購股權計劃 (續)

於2013年9月30日，根據購股權計劃之條款授予合資格全職僱員以認購合共410,000股本公司股份之購股權尚未行使，有關詳情如下：

附註：

根據二項式期權定價模式（「定價模式」），所授出購股權之公平值平均約為每股1.222港元。該定價模式主要基於本公司股份於授出購股權日期之收市價為每股4.8港元、每年約4.8%的無風險利率、約6年的預期購股權有效期、32%的預期引伸波幅及每年4%的股息回報率計算。於截至2013年9月30日止六個月，並無購股權之經攤銷公平值已於收益表內入賬（2012年：無）。

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

隨後，本公司於2013年10月11日發出之公告，根據購股權計劃本公司向若干合資格人士授出10,000,000份購股權，將於2016年10月11日至2023年10月10日期間以9.98港元行使。

除上述者外，自採用購股權計劃，本公司董事、最高行政人員或主要股東或彼等個別的聯營人士概無根據購股權計劃獲授購股權。

#### 審核委員會

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

## AUDIT COMMITTEE (Cont'd)

An audit committee is responsible for reviewing, overseeing and supervision of the effectiveness of the Group's financial reporting process, internal control systems, risk management and whistleblowing policy. The audit committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2013 in conjunction with the external auditor and the management of the Company.

The interim financial information has been reviewed by the external auditor of the Company in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

## REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code. The members of the remuneration committee are Mr. Chan Yue Kwong, Michael, Mr. Ng Ching Wah and Mr. Sze Kwok Wing, Nigel (who are independent non-executive Directors) and Mr. Lam Wing Tak and Mr. Tsang Kang Po (who are executive Directors). Mr. Chan Yue Kwong, Michael is the chairman of the remuneration committee.

A remuneration committee is responsible for reviewing and determining the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Group with reference to the nature of their work, complexity of the responsibilities and performance.

## NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. The members of the nomination committee are Mr. Ng Ching Wah, Mr. Chan Yue Kwong, Michael and Mr. Sze Kwok Wing, Nigel (who are independent non-executive Directors) and Mr. Lam Wing Tak and Mr. Tsang Kang Po (who are executive Directors). Mr. Ng Ching Wah is the chairman of the nomination committee.

A nomination committee is responsible for making recommendations to the Board on the appointment of Directors and the management of the Board succession.

## APPRECIATION

The Board would like to take this opportunity to extend our sincere gratitude to all our shareholders, business partners, customers, suppliers, the management and staff for their support and contribution to the Group and its business throughout the period.

On behalf of the Board

**Wan Wai Loi**

CHAIRMAN

Hong Kong, 22 November 2013

## 審核委員會 (續)

審核委員會負責檢討、管理及監督本集團之財務匯報程序、內部監控制度、風險管理及舉報政策。審核委員會連同本公司外部核數師與管理層審閱本集團截至2013年9月30日止六個月之未經審核簡明綜合業績。

中期財務資料已由本公司外部核數師根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

## 薪酬委員會

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

薪酬委員會負責參照其工作性質、負責範圍的複雜性和表現、審閱及釐定付予本集團董事及高級管理人員之薪酬組合條款、花紅及其他應付補償。

## 提名委員會

本公司已成立提名委員會，並符合企業管治守則定明書面職權範圍。提名委員會之成員為伍清華先生、陳裕光先生及施國榮先生（彼等為獨立非執行董事）及林榮德先生及曾鏡波先生（彼等為執行董事）。伍清華先生為提名委員會主席。

提名委員會負責就委任董事及董事局繼任之管理向董事局提供建議。

## 致謝

董事局藉此對所有股東、商業夥伴、客戶、供應商、管理層和員工於期內對本集團及其業務之支持，表示衷心謝意。

承董事局命

主席

尹惠來

香港，2013年11月22日

## GLOSSARY

### 專用詞彙

In this interim report (other than the Report on Review of Interim Financial Information and Interim Financial Information), unless the context otherwise requires, the following expression shall have the following meanings:

於本中期報告內（中期財務資料的審閱報告與中期財務資料除外），除非文義另有所指，下列詞彙具有以下含義：

“Board”	The board of Directors of the Company	「董事局」	本公司之董事局
“Company”	Pacific Textiles Holdings Limited, an exempted Company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange	「本公司」	互太紡織控股有限公司，一間於開曼群島註冊成立之受豁免有限公司，其股份於聯交所上市
“Directors”	The director(s) of the Company	「董事」	本公司之董事
“Group”	The Company and its subsidiaries	「本集團」	本公司及其附屬公司
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange	「上市規則」	聯交所證券上市規則
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers	「標準守則」	上市公司董事進行證券交易的標準守則
PT Sri Lanka	Textured Jersey Lanka PLC (formerly known as Textured Jersey Lanka Limited and also known as Textured Jersey Lanka (Private) Limited), a limited liability company incorporated under the laws of Sri Lanka	「PT斯里蘭卡」	Textured Jersey Lanka PLC (前稱Textured Jersey Lanka Limited及Textured Jersey (Private) Limited)，一間根據斯里蘭卡法律註冊成立之有限公司
“SFO”	The Securities and Futures Ordinance	「證券及期貨條例」	證券及期貨條例
“Shares”	Shares issued by the Company, with a nominal value of HK\$0.001 each	「本公司股份」	本公司所發行每股面值0.001港元之股份
“Share Option Scheme”	The share option scheme adopted by the Company pursuant to the written resolutions of the Shareholders of the Company passed on 27 April 2007	「購股權計劃」	根據本公司股東於2007年4月27日通過之書面決議案批准及採納之購股權計劃
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	香港聯合交易所有限公司



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

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