



目錄

Contents

公司資料 Corporate Information	1
管理層討論及分析 Management Discussion and Analysis	2
審閱報告 Review Report	7
綜合損益表 Consolidated Statement of Profit or Loss	8
綜合損益及其他全面收益表 Consolidated Statement of Profit or Loss and Other Comprehensive Income	9
綜合財務狀況表 Consolidated Statement of Financial Position	10
綜合權益變動表 Consolidated Statement of Changes in Equity	11
簡明綜合現金流量表 Condensed Consolidated Cash Flow Statement	12
未經審核中期財務報告附註 Notes to the Unaudited Interim Financial Report	13
其他資料 Other Information	25

公司資料

董事會

執行董事

陳永燊 (主席)
周陳淑玲 (副主席)
傅承蔭 (行政總裁)
陳嘉然 (董事總經理)
陳永奎
陳永棋
陳永滔

獨立非執行董事

梁學濂
林克平
施祖祥
蔡廷基

審核委員會

梁學濂 (主席)
林克平
施祖祥
蔡廷基

酬金委員會

施祖祥 (主席)
陳永奎
陳永燊
梁學濂
林克平
蔡廷基

提名委員會

梁學濂 (主席)
陳永奎
陳永燊
林克平
施祖祥
蔡廷基

主要往來銀行

香港上海滙豐銀行有限公司

律師

洛克律師事務所

核數師

畢馬威會計師事務所
執業會計師

公司秘書

梁榮發

註冊辦事處及主要營業地址

香港九龍新蒲崗大有街二十二號

股份登記及過戶處

香港中央證券登記有限公司
香港皇后大道東一百八十三號合和中心十七樓

股份代號：00375

公司網址

www.ygmtrading.com

CORPORATE INFORMATION

Board of Directors

Executive Directors

Chan Wing Sun, Samuel FCA (Chairman)
Chan Suk Ling, Shirley JP (Vice Chairman)
Fu Sing Yam, William (Chief Executive Officer)
Andrew Chan (Managing Director)
Chan Wing Fui, Peter MA
Chan Wing Kee GBS, OBE, JP
Chan Wing To PhD

Independent Non-executive Directors

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

Audit Committee

Leung Hok Lim (Chairman)
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

Remuneration Committee

Sze Cho Cheung, Michael (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Leung Hok Lim
Lin Keping
Choi Ting Ki

Nomination Committee

Leung Hok Lim (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited

Solicitors

Locke Lord

Auditor

KPMG
Certified Public Accountants

Company Secretary

Leung Wing Fat FCCA, FCPA

Registered Office and Principal Place of Business

22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong

Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong

Stock Code: 00375

Website

www.ygmtrading.com

管理層討論及分析

最近發展事項

於二零一五年四月十三日，本公司向香港聯合交易所有限公司（「聯交所」）呈交申請，批准HKSP控股有限公司（「HKSPH」）的股份通過配售HKSPH股份予專業及機構投資者的方式於聯交所創業板上市及買賣，以及按股東於本集團的持股比重，實物分派HKSPH全部已發行股本之部分股份予本集團股東（「分拆建議」）。於二零一五年九月九日，HKSPH獲聯交所上市科（「上市科」）通知，其上市申請已被拒絕。本公司及HKSPH就上市科的決定而可能會採取的措施，正在尋求專業團隊的意見。

於二零一五年七月六日，本公司及本公司之附屬公司 Luk Hop Garments Limited（「Luk Hop」）與一獨立第三方（「買方」）訂立有關出售長江西服有限公司（「長江西服」）的全部已發行股本的買賣協議，代價為人民幣45,200,000元（相當於約56,500,000港元）。本公司及Luk Hop各自持有長江西服50%的已發行股本。長江西服為長江西服（東莞）有限公司的唯一股東，其為位於東莞市東坑鎮初坑管理區土地的合法擁有人，該幅土地的面積為58,347平方米，而位於土地的廠房和職工公寓及宿舍，總建築面積約31,974平方米，有關土地的土地使用權於二零一四年二月屆滿。出售將會在二零一六年一月二十八日前完成，完成出售後，本集團將不再持有長江西服的任何權益，以及長江西服將不再為本公司之附屬公司。

集團經營業績

中期截至二零一五年九月三十日止已證明是非常具有挑戰性的。本集團於期內錄得除稅後虧損，主要原因是 (i) 本集團經營業務的零售市場出現萎縮，特別是香港和中國市場，導致品牌成衣、皮具產品和服飾的零售額和批發額均顯著下跌；及 (ii) 期內就建議將本集團的印刷業務在聯交所創業板分拆作獨立上市而承擔的一次性法律和專業費用9,200,000港元。

期內，零售和批發品牌服裝、皮具及配件業務在香港及中國內地（本集團的主要運營市場）受到經濟和匯率不利因素影響。在香港市場，由於港元強勢和多個旅遊目的地的寬鬆入境政策，入境旅客增長放緩，特別是來自中國大陸的旅客。緩慢的經濟增長繼續造成中國內地市場對消費者支出相當大的影響。

MANAGEMENT DISCUSSION AND ANALYSIS

Recent Developments

On 13 April 2015, the Company submitted to The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) to apply for the listing of the shares of HKSP Holdings Limited (“HKSPH”) on The Growth Enterprise Market of the Stock Exchange (“Proposed Spin-off”) by ways of placing of the shares of HKSPH with professional and institutional investors and distribution in specie whereby a portion of the entire issued share capital of HKSPH will be allocated to shareholders of the Group in proportion to their respective shareholding in the Group. On 9 September 2015, HKSPH was notified by the Listing Division of the Stock Exchange (the “Listing Division”) that the listing application was rejected. The Company and HKSPH are now seeking advice from the professional parties on the possible steps to be taken with regard to the Listing Division’s decision.

On 6 July 2015, the Company and Luk Hop Garments Limited (“Luk Hop”), a subsidiary of the Company, entered into a sale and purchase agreement with an independent third party relating to the disposal of the entire issued shares of YGM Clothing Limited (“YGM Clothing”) at a consideration of RMB45,200,000 (equivalent to approximately HK\$56,500,000). Each of the Company and Luk Hop hold 50% of the issued shares of YGM Clothing. YGM Clothing is the sole shareholder of YGM Clothing (Dongguan) Limited which in turn is the legal owner of the land located at Chukeng Management District, Dongkeng Town, Dongguan City (東莞市東坑鎮初坑管理區) with a site area of 58,347 sq. m. together with the factory and employee apartments and dormitories built thereon with a total gross area of approximately 31,974 sq. m.. The land use right of the land expires in February 2044. The completion of the sale shall take place no later than 28 January 2016. Upon completion, the Group shall cease to hold any interest in YGM Clothing and YGM Clothing will cease to be a subsidiary of the Company.

Results of the Group’s Operations

The interim period ended 30 September 2015 has proven to be very challenging. The Group recorded a loss for the period which was mainly attributable to (i) the significant decrease in sales in the retail and wholesale of branded garments, leather goods and accessories, the Group’s principal business, caused by a decline in the retail markets in which the Group operates, particularly in Hong Kong and Mainland China; and (ii) the incurring of the one-off legal and professional expenses of HK\$9,200,000 in respect of the proposed spin-off and separate listing of the Group’s printing business on the Growth Enterprise Market of the Stock Exchange in the period.

Retail and wholesale of branded garments, leather goods and accessories business in Hong Kong and Mainland China, the Group’s principal operating markets, were adversely impacted by economic and exchange rate factors during the period. In the Hong Kong market, diminished inbound tourist traffic growth, in particular from Mainland China, was attributed to the strength of the Hong Kong dollar and the easing of immigration in multiple tourist destinations. Slow economic growth continued to cause considerable impact on consumer spending in the Mainland China market.

集團業務

Group's operations

		截至九月三十日止六個月		
		Six months ended 30 September		
		2015	2014	變動
		HK\$'000	HK\$'000	change
收入	Revenue	431,771	510,933	-15.5%
毛利	Gross profit	257,231	321,416	-20.0%
毛利率	Gross profit margin	59.6%	62.9%	-3.3 pp
經營(虧損)/溢利	(Loss)/Profit from operations	(50,576)	22,197	-327.9%
經營溢利率	Operating margin	-11.7%	4.3%	-16.0 pp
本公司權益股東應佔 (虧損)/溢利	(Loss)/Profit attributable to equity shareholders of the Company	(48,633)	20,938	-332.3%
純利率	Net profit margin	-11.3%	4.1%	-15.4 pp
扣除利息、稅項、折舊及 攤銷前的虧損或盈利(EBITDA)	EBITDA	(40,937)	38,944	-205.1%
EBITDA率	EBITDA margin	-9.5%	7.6%	-17.1 pp
每股(虧損)/溢利—基本	(Loss)/Earnings per share – basic	(\$0.293)	\$0.126	-332.5%
每股股息	Dividend per share	–	\$0.10	-100.0%
派息率	Dividend payout	–	79.4%	-79.4 pp

本集團收入下跌15.5%至431,771,000港元(二零一四年:510,933,000港元)。本集團之主要業務成衣總銷售額下跌16.7%至371,732,000港元(二零一四年:446,409,000港元)。來自外界客戶之特許商標收益總額下跌7.2%至36,563,000港元(二零一四年:39,394,000港元)。毛利總額下跌20.0%至257,231,000港元(二零一四年:321,416,000港元)。整體毛利率較去年同期的62.9%下跌至59.6%。

於期內，本集團錄得虧損50,840,000港元，去年同期為溢利20,131,000港元。總經營費用為309,029,000港元(二零一四年:307,285,000港元)，相當於0.6%的升幅。本集團租金及其他佔用開支總額上升7.0%至124,496,000港元(二零一四年:116,392,000港元)，佔本集團收入28.8%(二零一四年:22.8%)。員工成本總額(包括董事酬金)減少5.6%至101,001,000港元(二零一四年:106,962,000港元)，佔本集團收入23.4%(二零一四年:20.9%)。本集團的廣告及推廣費用總額減少4.8%至16,214,000港元(二零一四年:17,025,000港元)，佔本集團收入3.8%(二零一四年:3.3%)。在期間為許可商標客戶應收款計提壞賬準備2,864,000港元(二零一四年:47,000港元)。此外，期內就建議將本集團的印刷業務在聯交所創業板分拆作獨立上市而承擔的一次性法律和專業費用9,200,000港元。

The Group's revenue decreased by 15.5% to HK\$431,771,000 (2014: HK\$510,933,000). Total sales of garments, which is the Group's core business, fell by 16.7% to HK\$371,732,000 (2014: HK\$446,409,000). Total licensing of trademarks income from external customers decreased by 7.2% to HK\$36,563,000 (2014: HK\$39,394,000). Total gross profit decreased by 20.0% to HK\$257,231,000 (2014: HK\$321,416,000). Overall gross profit margin decreased to 59.6% from 62.9% for the last year same period.

The Group recorded a loss for the period of HK\$50,840,000 whereas a profit of HK\$20,131,000 for last year same period. Total operating expenses amounted to HK\$309,029,000 (2014: HK\$307,285,000), representing an increase of 0.6%. Total rental and other occupancy expenses of the Group increased by 7.0% to HK\$124,496,000 (2014: HK\$116,392,000) which accounted for 28.8% (2014: 22.8%) of the Group's revenue. Total staff costs, including directors' remuneration, decreased by 5.6% to HK\$101,001,000 (2014: HK\$106,962,000) and accounted for 23.4% (2014: 20.9%) of the Group's revenue. Total advertising and promotion expenses of the Group decreased by 4.8% to HK\$16,214,000 (2014: HK\$17,025,000) which accounted for 3.8% (2014: 3.3%) of the Group's revenue. Provision for bad debts of HK\$2,864,000 (2014: HK\$47,000) was made in the period mainly for receivables from licensing of trademark customers. Furthermore, the one-off legal and professional expenses in respect of the proposed spin-off and separate listing of the Group's printing business on the Growth Enterprise Market of the Stock Exchange totaling HK\$9,200,000 were incurred in the period.

經營業務產生之現金流量

期內，本集團經營業務使用的淨現金為60,408,000港元（二零一四年：23,131,000港元），主要原因是庫存由二零一五年三月三十一日的279,724,000港元增加至期末的297,385,000港元。因此，流動率減少至2.3倍（二零一五年三月三十一日：3.6倍）。

於二零一五年九月三十日，本集團擁有現金及銀行存款155,724,000港元（已扣減銀行透支）（二零一五年三月三十一日：176,499,000港元），減少20,775,000港元，唯經已計及收入出售長江西服的全部已發行股本部份代價人民幣29,800,000元（相當於約36,532,000港元）。於二零一五年九月三十日，本集團持有公允價值為8,611,000港元（二零一五年三月三十一日：1,625,000港元）之作買賣用途之證券。

期內，本集團斥資約14,404,000港元用作經常性增置及重置其他物業、廠房及設備，去年則為14,976,000港元。

本集團財務狀況

本集團的資金來自內部產生的現金流量及銀行向其提供的銀行信貸。本集團在管理其所需資金方面仍維持審慎的策略。

本集團於二零一五年九月三十日之淨資產總值為1,363,239,000港元（二零一五年三月三十一日：1,456,568,000港元）。本集團於年末之資本負債比率為0.020（二零一五年三月三十一日：0.009），乃按總借貸27,344,000港元（二零一五年三月三十一日：12,360,000港元）及股東權益1,336,643,000港元（二零一五年三月三十一日：1,427,123,000港元）計算。本集團之借貸主要按浮動息率計算。

本集團在外匯風險管理方面維持審慎態度。本集團涉及之外幣風險主要來自收入及開支主要以美元、英鎊、歐元、人民幣、及日圓列值。為管理外匯風險，非港幣資產儘量主要以當地貨幣債項來融資。

業務回顧

成衣銷售

成衣銷售收入	Revenue from sales of garments
分部報告（虧損）／溢利	Segment (loss)/profit
分部報告之溢利率	Segment profit margin
存貨周轉期（日）（附註）	Inventory turnover (days) (Note)

附註：期末持有存貨除以期間銷售成本乘以183日

Cash flow from operations

Net cash of HK\$60,408,000 (2014: HK\$23,131,000) was used in operations for the period. Major attribute was increase in stocks to HK\$297,385,000 as at the end of the period from HK\$279,724,000 as at 31 March 2015. Hence, current ratio decreased to 2.3 (31 March 2015: 3.6).

As at 30 September 2015, the Group had cash and bank deposits net of overdrafts of HK\$155,724,000 (31 March 2015: HK\$176,499,000), a decrease of HK\$20,775,000 after accounting for the receipt of part of the consideration of RMB29,800,000 (equivalent to approximately HK\$36,532,000) for the disposal of entire issued shares of YGM Clothing. At 30 September 2015, the Group had trading securities with a fair value of HK\$8,611,000 (31 March 2015: HK\$1,625,000).

During the period, the Group spent approximately HK\$14,404,000 in additions and replacement of other property, plant and equipment, compared to HK\$14,976,000 for the previous year.

Group's Financial Position

The Group financed its operations by internally generated cashflows and banking facilities provided by its bankers. The Group continues to maintain a prudent approach in managing its financial requirements.

The Group's net assets as at 30 September 2015 were HK\$1,363,239,000 (31 March 2015: HK\$1,456,568,000). The Group's gearing ratio at the end of the reporting period was 0.020 (31 March 2015: 0.009) which was calculated based on total borrowings of HK\$27,344,000 (31 March 2015: HK\$12,360,000) and shareholders' equity of HK\$1,336,643,000 (31 March 2015: HK\$1,427,123,000). The Group's borrowings are mainly on a floating rate basis.

The Group also maintains a conservative approach to foreign exchange exposure management. The Group is exposed to currency risk primarily through income and expenditure streams denominated in United States dollar, Pound Sterling, Euro, Renminbi and Japanese Yen. To manage currency risks, non Hong Kong dollar assets are financed primarily by matching local currency debts as far as possible.

Operations Review

Sales of garments

截至九月三十日止六個月			
Six months ended 30 September			
	2015	2014	變動
	HK\$'000	HK\$'000	change
成衣銷售收入	371,732	446,409	-16.7%
分部報告（虧損）／溢利	(53,864)	10,157	-630.3%
分部報告之溢利率	-14.5%	2.3%	-16.8 pp
存貨周轉期（日）（附註）	327.8	314.6	4.2%

Note: Inventory held at the period end divided by period cost of sales times 183 days

成衣銷售為本集團之主要業務（主要經營零售及批發品牌成衣、皮具及配飾）。分部總銷售額下跌16.7%至371,732,000港元（二零一四年：446,409,000港元）。分部錄得虧損53,864,000港元，去年同期則為溢利10,157,000港元。存貨周轉期由去年的314.6天增加至327.8天。

「Aquascutum」於英國的服裝零售及批發業務，來自外界客戶的銷售收入錄得5,805,000英鎊，即由去年的4,500,000英鎊上升29.0%，主因是批發上升，零售銷售持穩。期內，儘管總收入增加，在英國的業務錄得虧損。

在其他地區（主要是大中華地區）的分部總銷售額下降22.8%。

租金佔總零售營運成本的顯著部分，期內，繼續造成盈利能力的下降壓力，特別是香港。本集團在香港還在承受著租金過去幾年上漲不利影響。此外，本集團將繼續審慎地擴張門店。

Sales of garments is the Group's principal business which is retailing and wholesaling of branded garments, leather goods and accessories. Total revenue of the segment declined by 16.7% to HK\$371,732,000 (2014: HK\$446,409,000). The segment recorded a loss of HK\$53,864,000 for the reporting period whereas a profit of HK\$10,157,000 for last year same period. Inventory turnover increased from 314.6 days for the previous period to 327.8 days.

Aquascutum apparel retail and wholesale business in the United Kingdom recorded a 29.0% increase in total revenue from external customers to GBP5,805,000 from GBP4,500,000 for the previous period which was mainly due to increase in wholesale as retail sales was steady. In spite of increase in total revenue, operations in the United Kingdom recorded a loss in the period.

Total revenue of the segment in other areas, mainly the Greater China region, decreased by 22.8%.

Rental represents a considerably significant portion of the total retail operating costs and has continued to place downward pressure on the segment's profitability during the period, Hong Kong in particular. The Group is still absorbing the adverse impact of significant rent increases in past years in Hong Kong. Furthermore, the Group will remain prudent with regard to store network expansion.

按地區分佈之銷售點數目
Number of POSs by geographical locations

	中國內地		香港		澳門		台灣		歐洲		總計	
	30 Sep 2015	31 Mar 2015	30 Sep 2015	31 Mar 2015	30 Sep 2015	31 Mar 2015	30 Sep 2015	31 Mar 2015	30 Sep 2015	31 Mar 2015	30 Sep 2015	31 Mar 2015
Aquascutum	116	135	11	12	5	4	26	26	14	14	172	191
Ashworth	38	42	12	12	6	5	7	8	-	-	63	67
J.Lindeberg	-	-	6	6	3	3	-	-	-	-	9	9
Michel René	-	-	1	3	-	-	-	-	-	-	1	3
Guy Laroche	-	-	-	-	-	-	-	-	1	1	1	1
總計 Total	154	177	30	33	14	12	33	34	15	15	246	271

截至二零一五年九月底，本集團於經營市場擁有由246個銷售點組成的分銷網絡，較二零一五年三月底淨減少25個銷售點。

本集團於東莞之製衣廠在期內錄得經營虧損。由於出售長江西服的全部已發行股本而需搬遷製衣廠，下半年的收入將受到不利影響。

特許商標

本集團擁有「Guy Laroche」及「Aquascutum」之全球知識產權。來自外界客戶之特許商標收益總額減少7.2%至36,563,000港元（二零一四年：39,394,000港元）。期內，計提壞賬準備2,732,000港元（二零一四年：無）。

As at the end of September 2015, the Group has a distribution network of 246 POSs in our operating market which reduced by 25 POSs from the end of March 2015.

The Group's manufacturing plant in Dongguan recorded an operating loss for the period. Revenue for the second half of the year will be adversely impacted by removal of the manufacturing plant due to the disposal of the entire issued shares of YGM Clothing.

Licensing of trademark

The Group owns the global intellectual property rights of Guy Laroche and Aquascutum. Total income of licensing of trademarks from external customers decreased by 7.2% to HK\$36,563,000 (2014: HK\$39,394,000). A provision for bad debts of HK\$2,732,000 (2014: HK\$Nil) was made in the period.

其他業務

安全印刷業務之來自外界的收入及分部溢利均錄得輕微下跌。於二零一五年九月九日，HKSPH獲聯交所上市科通知，其上市申請已被拒絕。本公司及HKSPH就上市科的決定而可能會採取的措施，正在尋求專業團隊的意見。期內，就分拆建議而承擔的一次性法律和專業費用9,200,000港元。

來自外界客戶之物業租賃收入由去年同期之2,742,000港元上升至3,196,000港元。在香港來自外界客戶出租工業樓宇產生之收入則穩定。升幅來自本集團於二零一四年六月購置的倫敦物業之租賃收入。

人力資源

於二零一五年九月三十日，本集團之僱員總數約為1,500人（二零一五年三月三十一日：1,600人），本集團一向為僱員提供具競爭力之薪金，其中包括醫療津貼及退休計劃供款，作為彼等所作貢獻之回報。此外，亦會視乎本集團之業績及個別員工之工作表現而向合資格僱員發放酌情花紅。

展望

截至二零一五年九月三十日止六個月的業務最為強差人意，並預期此情況將會維持較原先預計的時間更長。中國內地和香港的豪華商品市場受到重大影響。於過去數年，這類市場受惠於送禮文化，但送禮現已大為收斂。本公司認為這屬於結構性變化，並逐漸作出調整以應對自用的消費模式，同時維持作為尊貴品牌的地位。本公司亦受過去租金昂貴的影響。本公司致力重新建立「Aquascutum」在英國的市場，目前業務仍然虧損。

Other business

Security printing business recorded a decline in both revenue from external customers and segment profit. On 9 September 2015, HKSPH was notified by the Listing Division of the Stock Exchange that the listing application was rejected. The Company and HKSPH are now seeking advice from the professional parties on the possible steps to be taken with regard to the Listing Division's decision. Legal and professional expenses in respect of the Proposed Spin-off totaling HK\$9,200,000 were incurred in the period.

Property rental income from external customers increased from HK\$2,742,000 for last year same period to HK\$3,196,000. Income from leasing of industrial buildings in Hong Kong from external customers is steady. The increase was due to income from leasing of property in London which was acquired in June 2014.

Human Resources

As at 30 September 2015, the Group had approximately 1,500 employees (31 March 2015: 1,600). The Group offers competitive remuneration packages including medical subsidies and retirement scheme contributions to its employees in compensation for their contribution. In addition, discretionary bonuses may also be granted to the eligible employees based on the Group's and individuals' performances.

Outlook

Business in the six months ended 30 September 2015 had been most disappointing, and such situation is expected to last for perhaps a longer time than we liked. The luxury market in Mainland China and Hong Kong suffered dramatically. In the past few years, such market had benefitted from gifts purchases which now had largely disappeared. The Company recognizes that it is a structural change and is gradually changing to cater for self consumption mode while maintaining our brands' prestigious positions. The Company also suffered from high rentals committed in the past. To rebuild Aquascutum in the United Kingdom, losses were still incurred.



YGM貿易有限公司董事會 之審閱報告

(於香港註冊成立之有限公司)

引言

我們已審閱列載於第8頁至第24頁之YGM貿易有限公司中期財務報告，此中期財務報告包括於二零一五年九月三十日的綜合財務狀況表與截至該日止六個月期間的綜合損益表、損益及其他全面收益表、權益變動表及簡明綜合現金流量表以及附註解釋。根據香港聯合交易所有限公司證券上市規則，上市公司必須符合該等規則中相關規定和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」的規定編製中期財務報告。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱工作準則第2410號「獨立核數師對中期財務信息的審閱」進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事宜。因此，我們不會發表任何審計意見。

結論

根據我們的審閱工作，我們並沒有注意到任何事項使我們相信於二零一五年九月三十日的中期財務報告在所有重大方面沒有按照香港會計準則第34號「中期財務報告」的規定編製。

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓

二零一五年十一月二十七日

REVIEW REPORT TO THE BOARD OF DIRECTORS OF YGM TRADING LIMITED

(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 8 to 24 which comprises the consolidated statement of financial position of YGM Trading Limited as at 30 September 2015 and the related consolidated statement of profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report 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 are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report 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.

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 the interim financial report consists of making enquiries, 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.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2015 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

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

27 November 2015

綜合損益表 – 未經審核

(除另有所指外，均以港元列示)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

(Expressed in Hong Kong dollars unless otherwise indicated)

 截至九月三十日止六個月
Six months ended 30 September

		附註 Note	2015 \$'000	2014 \$'000
收入	Revenue	3 & 4	431,771	510,933
銷售成本	Cost of sales		(174,540)	(189,517)
毛利	Gross profit		257,231	321,416
其他收益	Other income		1,222	8,066
分銷成本	Distribution costs		(240,489)	(234,811)
行政費用	Administrative expenses		(65,200)	(71,704)
其他經營費用	Other operating expenses		(3,340)	(770)
經營(虧損)/溢利	(Loss)/Profit from operations		(50,576)	22,197
擬分拆附屬公司獨立上市費用	Expenses for proposed separate listing of a subsidiary	5(c)	(9,200)	–
融資成本	Finance costs	5(a)	(109)	(216)
應佔聯營公司虧損	Share of losses of associates		–	(91)
除稅前(虧損)/溢利	(Loss)/Profit before taxation	5	(59,885)	21,890
所得稅	Income tax	6	9,045	(1,759)
本期間(虧損)/溢利	(Loss)/Profit for the period		(50,840)	20,131
歸屬：	Attributable to:			
本公司權益股東	Equity shareholders of the Company		(48,633)	20,938
非控股權益	Non-controlling interests		(2,207)	(807)
本期間(虧損)/溢利	(Loss)/Profit for the period		(50,840)	20,131
每股(虧損)/盈利	(Loss)/Earnings per share	8		
基本	<i>Basic</i>		(29.3 cents)	12.6 cents
攤薄	<i>Diluted</i>		N/A	12.6 cents

第13頁至第24頁之附註屬本中期財務報告之一部份。

The notes on pages 13 to 24 form part of this interim financial report.

本公司權益股東應佔股息詳載於附註第7項。

Details of dividends payable to equity shareholders of the Company are set out in note 7.

**綜合損益及其他全面收益
表 – 未經審核**

(除另有所指外，均以港元列示)

**CONSOLIDATED STATEMENT OF PROFIT
OR LOSS AND OTHER COMPREHENSIVE
INCOME – UNAUDITED**

(Expressed in Hong Kong dollars unless otherwise indicated)

		截至九月三十日止六個月 Six months ended 30 September	
		2015 \$'000	2014 \$'000
本期間(虧損)/溢利	(Loss)/Profit for the period	(50,840)	20,131
本期間其他全面收益 (稅及重新分類調整後):	Other comprehensive income for the period (after tax and reclassification adjustments):		
其後可能重新分類為損益之 項目:	Item that may be reclassified subsequently to profit or loss:		
換算香港以外地區附屬公司 財務報表所產生 的匯兌差額	Exchange differences on translation of financial statements of subsidiaries based outside Hong Kong	7,269	(6,983)
本期間全面收益總額	Total comprehensive income for the period	(43,571)	13,148
歸屬:	Attributable to:		
本公司權益股東	Equity shareholders of the Company	(40,722)	13,958
非控股權益	Non-controlling interests	(2,849)	(810)
本期間全面收益總額	Total comprehensive income for the period	(43,571)	13,148

第13頁至第24頁之附註屬本中期財務報告之一部份。 The notes on pages 13 to 24 form part of this interim financial report.

綜合財務狀況表 – 未經審核 **CONSOLIDATED STATEMENT OF FINANCIAL POSITION – UNAUDITED**

(除另有所指外，均以港元列示)

(Expressed in Hong Kong dollars unless otherwise indicated)

			九月三十日 30 September 2015 \$'000	三月三十一日 31 March 2015 \$'000
		附註 Note		
非流動資產	Non-current assets			
投資物業	Investment properties		253,055	250,717
其他物業、廠房及設備	Other property, plant and equipment		181,251	206,730
按經營租賃持作自用的 租賃土地權益	Interests in leasehold land held for own use under operating leases		–	5,056
			434,306	462,503
無形資產	Intangible assets		447,882	447,882
租賃權費用	Lease premium	10	6,913	6,636
聯營公司權益	Interests in associates		350	200
其他財務資產	Other financial assets		288	306
租金按金及預付款	Rental deposits and prepayments		41,967	47,123
遞延稅項資產	Deferred tax assets		70,657	59,392
			1,002,363	1,024,042
流動資產	Current assets			
作買賣用途之證券	Trading securities		8,611	1,625
存貨	Inventories	11	297,385	279,724
應收賬款及其他應收款	Trade and other receivables	12	149,050	134,244
本期可退回稅項	Current tax recoverable		410	1,073
現金及現金等價物	Cash and cash equivalents	13	167,041	188,859
持作出售資產	Assets held for sale	16	27,726	–
			650,223	605,525
流動負債	Current liabilities			
應付賬款及其他應付款	Trade and other payables	14	196,017	147,898
銀行貸款及透支	Bank loans and overdrafts	15	27,344	12,360
應付股息	Dividends payable	7(a)	49,758	–
本期應付所得稅	Current tax payable		4,794	7,741
持作出售資產的 相關負債	Liabilities associated with assets held for sale	16	6,316	–
			284,229	167,999
流動資產淨值	Net current assets		365,994	437,526
總資產減流動負債	Total assets less current liabilities		1,368,357	1,461,568
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities		5,118	5,000
資產淨值	NET ASSETS		1,363,239	1,456,568
股本及儲備	CAPITAL AND RESERVES			
股本	Share capital	7(b)	383,909	383,909
儲備	Reserves		952,734	1,043,214
本公司權益	Total equity attributable to			
股東應佔總額	shareholders of the Company		1,336,643	1,427,123
非控股權益	Non-controlling interests		26,596	29,445
權益總額	TOTAL EQUITY		1,363,239	1,456,568

綜合權益變動表 – 未經審核 **CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED**

(除另有所指外，均以港元列示)

(Expressed in Hong Kong dollars unless otherwise indicated)

附註 Note	歸屬本公司權益股東 Attributable to equity shareholders of the Company					非控股權益 Non-controlling interests	權益總額 Total equity
	股本 Share capital	股本儲備 Capital reserve	外匯儲備 Exchange reserve	保留溢利 Retained profits	總額 Total		
	\$'000	\$'000	\$'000	\$'000	\$'000		
於二零一四年四月一日之結餘 Balance at 1 April 2014	383,909	57	23,388	1,139,831	1,547,185	27,286	1,574,471
截至二零一四年九月三十日止 六個月之權益變動：							
Changes in equity for the six months ended 30 September 2014:							
本期間溢利／(虧損) Profit / (loss) for the period	–	–	–	20,938	20,938	(807)	20,131
其他全面收益 Other comprehensive income	–	–	(6,980)	–	(6,980)	(3)	(6,983)
本期間全面收益總額 Total comprehensive income for the period	–	–	(6,980)	20,938	13,958	(810)	13,148
過往年度已批准股息 Dividends approved in respect of the previous year	7(a)(ii) –	–	–	(132,691)	(132,691)	–	(132,691)
於二零一四年九月三十日之結餘 Balance at 30 September 2014	<u>383,909</u>	<u>57</u>	<u>16,408</u>	<u>1,028,078</u>	<u>1,428,452</u>	<u>26,476</u>	<u>1,454,928</u>
於二零一五年四月一日之結餘 Balance at 1 April 2015	383,909	–	(28,492)	1,071,706	1,427,123	29,445	1,456,568
截至二零一五年九月三十日止 六個月之權益變動：							
Changes in equity for the six months ended 30 September 2015:							
本期間虧損 Loss for the period	–	–	–	(48,633)	(48,633)	(2,207)	(50,840)
其他全面收益 Other comprehensive income	–	–	7,911	–	7,911	(642)	7,269
本期間全面收益總額 Total comprehensive income for the period	–	–	7,911	(48,633)	(40,722)	(2,849)	(43,571)
過往年度已批准股息 Dividends approved in respect of the previous year	7(a)(ii) –	–	–	(49,758)	(49,758)	–	(49,758)
於二零一五年九月三十日之結餘 Balance at 30 September 2015	<u>383,909</u>	<u>–</u>	<u>(20,581)</u>	<u>973,315</u>	<u>1,336,643</u>	<u>26,596</u>	<u>1,363,239</u>

第 13 頁至第 24 頁之附註屬本中期財務報告之一部份。 The notes on pages 13 to 24 form part of this interim financial report.

**簡明綜合現金流量表－
未經審核**

(除另有所指外，均以港元列示)

**CONDENSED CONSOLIDATED CASH
FLOW STATEMENT – UNAUDITED**

(Expressed in Hong Kong dollars unless otherwise indicated)

 截至九月三十日止六個月
 Six months ended 30 September

	附註 Note	2015 \$'000	2014 \$'000
經營活動：			
經營業務所用之現金		(56,899)	(21,847)
已付稅項		(3,509)	(1,284)
		(60,408)	(23,131)
經營活動所用之現金淨額			
投資活動：			
購入物業、廠房及 設備付款		(14,404)	(206,188)
出售附屬公司所得款項	16	36,532	–
投資活動產生之其他 現金流		263	(3,382)
投資活動產生／(所用) 之現金淨額		22,391	(209,570)
融資活動：			
新增銀行貸款所得款項		16,027	–
融資活動產生之其他 現金流		(348)	(71)
融資活動產生／(所用) 之現金淨額		15,679	(71)
現金及現金等價物 減少淨額		(22,338)	(232,772)
於期初之現金 及現金等價物	13	176,499	604,652
外幣匯率變動之 影響		1,563	(2,864)
於期末之現金 及現金等價物	13	155,724	369,016

第13頁至第24頁之附註屬本中期財務報告之一部份。 The notes on pages 13 to 24 form part of this interim financial report.

未經審核中期財務報告 附註

(除另有所指外，均以港元列示)

1 編製基準

截至二零一五年九月三十日止六個月之中期財務報告涵蓋本公司及其附屬公司(統稱「本集團」)。

本中期財務報告根據香港聯合交易所有限公司(「聯交所」)證券上市規則中適用的披露規定編製，並符合香港會計師公會所發佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」的規定。本未經審核中期財務報告於二零一五年十一月二十七日經授權發佈。

本中期財務報告乃根據二零一五年三月三十一日止年度本集團財務報表所採納的相同主要會計政策而編製，惟預期將於二零一六年三月三十一日止年度本集團財務報表中反映的會計政策變動則除外。該等會計政策變動詳載於附註第2項。

為遵照香港會計準則第34號而編製的中期財務報告，管理層須作出判斷、估算及假設，因而影響政策的應用及按年累計基準呈報的資產、負債、收益及費用等數額。實際結果可能與該等估算有所差異。

本中期財務報告包括簡明綜合財務報表及所選取的解釋附註。該等附註包括解釋各項對了解自二零一五年三月三十一日止年度本集團財務報表發表後本集團財務狀況及表現的變動尤為重要的事件及交易。簡明綜合中期財務報表及其附註並不包括根據香港會計師公會所發佈的香港財務報告準則(「香港財務報告準則」)的規定而編製的完整賬項所要求的一切資料。

本中期財務報告乃未經審核，但已由畢馬威會計師事務所根據香港會計師公會所發佈的香港審閱工作準則第2410號「獨立核數師對中期財務訊息的審閱」進行審閱。畢馬威會計師事務所致本公司董事會的獨立審閱報告已刊於第7頁。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

1 Basis of preparation

This interim financial report for the six months ended 30 September 2015 comprises the Company and its subsidiaries (collectively referred to as “the Group”).

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 27 November 2015.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial statements of the Group for the year ended 31 March 2015, except for the accounting policy changes that are expected to be reflected in the annual financial statements of the Group for the year ending 31 March 2016. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the financial statements of the Group for the year ended 31 March 2015. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited, but has been reviewed by KPMG 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. KPMG’s independent review report to the Board of Directors is included on page 7.

1 編製基準 (續)

本中期財務報告內所載列有關截至二零一五年三月三十一日止財政年度的財務資料(為比較資料),並不構成本公司於該財政年度的法定年度綜合財務報表,惟該等資料乃摘錄自該等財務報表。按照公司條例(第622章)第436條,依據法定財務報表披露有關資料如下:

根據公司條例第662(3)條及附表6第3部,本公司於截至二零一五年三月三十一日止年度的財務報表已送往公司註冊處。

本公司的核數師已對本財務報表作出匯報。核數師報告並無保留意見;並無提述任何核數師在不作保留意見之情況下,以注意事項的方式,敬希垂注的事宜;亦未載有公司條例第406(2)、407(2)或(3)條所指的聲明。

2 會計政策變動

香港會計師公會已頒佈下列於本集團及本公司本會計期間首次生效之香港財務報告準則之修訂本。

- 香港財務報告準則年度改進(二零一零年至二零一二年週期)
- 香港財務報告準則年度改進(二零一一年至二零一三年週期)

該等改變對集團於本會計期間或以往會計期間的業績及財務狀況之編製方式並無重大影響。本集團並未採納任何尚未於本會計期間生效的新準則或詮釋。

3 分部報告

本集團透過按業務線組成分部管理業務。按與向本集團最高層行政管理人員就資源配置及表現評估的內部匯報資料一致方式,本集團已呈報下列四個報告分部。本集團並無將營運分部合併,以組成以下的報告分部。

- 銷售成衣:生產、零售及批發成衣。
- 特許商標:有關專利收益的商標特許及管理。
- 印刷及相關服務:生產及出售印刷產品。
- 物業租賃:出租物業產生租金收入。

1 Basis of preparation (continued)

The financial information relating to the financial year ended 31 March 2015 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap.622) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2015 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2 Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company.

- Annual Improvements to HKFRSs 2010-2012 Cycle
- Annual Improvements to HKFRSs 2011-2013 Cycle

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 Segment reporting

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

- Sales of garments: the manufacture, retail and wholesale of garments.
- Licensing of trademarks: the management and licensing of trademarks for royalty income.
- Printing and related services: the manufacture and sale of printed products.
- Property rental: the leasing of properties to generate rental income.

3 分部報告 (續)

(a) 有關損益、資產及負債的資料

本期間，本集團最高層行政人員取得有關本集團報告分部的資料以供其進行資源分配及分部表現評估詳情如下：

截至九月三十日止六個月 For six months ended 30 September	銷售成衣 Sales of garments		特許商標 Licensing of trademarks		印刷及相關服務 Printing and related services		物業租賃 Property rental		總額 Total	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
來自外界客戶之收入 Revenue from external customers	371,732	446,409	36,563	39,394	20,280	22,388	3,196	2,742	431,771	510,933
分部間收入 Inter-segment revenue	-	-	12,306	12,241	196	306	2,219	1,932	14,721	14,479
須報告分部收入 Reportable segment revenue	371,732	446,409	48,869	51,635	20,476	22,694	5,415	4,674	446,492	525,412
須報告分部經營(虧損)/溢利 (經調整扣除利息、稅項、 折舊及攤銷前虧損或盈利) Reportable segment (loss)/ profit (adjusted EBITDA)	(53,864)	10,157	16,858	23,920	6,046	7,086	5,619	3,509	(25,341)	44,672

	九月三十日 30 September	三月三十一日 31 March	九月三十日 30 September	三月三十一日 31 March	九月三十日 30 September	三月三十一日 31 March	九月三十日 30 September	三月三十一日 31 March	九月三十日 30 September	三月三十一日 31 March
	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000
須報告分部資產 Reportable segment assets	644,705	578,227	700,797	707,381	26,622	30,673	253,520	252,459	1,625,644	1,568,740
須報告分部負債 Reportable segment liabilities	348,780	113,617	61,827	224,374	7,138	4,739	3,144	1,222	420,889	343,952

用於呈報分部虧損或溢利的計量方式為「經調整扣除利息、稅項、折舊及攤銷前盈利」，其中「利息」被認為是包括投資收入及「折舊及攤銷」被認為是包括非流動資產的減值虧損。為計算經調整扣除利息、稅項、折舊及攤銷前盈利，本集團之虧損或盈利進一步就未特定歸入個別分部的項目作調整，例如應佔聯營公司虧損及其他總部或公司行政費用。

3 Segment reporting (continued)

(a) Information about profit or loss, assets and liabilities

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

截至九月三十日止六個月 For six months ended 30 September	Sales of garments		Licensing of trademarks		Printing and related services		Property rental		Total	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Revenue from external customers	371,732	446,409	36,563	39,394	20,280	22,388	3,196	2,742	431,771	510,933
Inter-segment revenue	-	-	12,306	12,241	196	306	2,219	1,932	14,721	14,479
Reportable segment revenue	371,732	446,409	48,869	51,635	20,476	22,694	5,415	4,674	446,492	525,412
Reportable segment (loss)/ profit (adjusted EBITDA)	(53,864)	10,157	16,858	23,920	6,046	7,086	5,619	3,509	(25,341)	44,672

	30 September	31 March	30 September	31 March	30 September	31 March	30 September	31 March	30 September	31 March
	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000	2015 \$'000
Reportable segment assets	644,705	578,227	700,797	707,381	26,622	30,673	253,520	252,459	1,625,644	1,568,740
Reportable segment liabilities	348,780	113,617	61,827	224,374	7,138	4,739	3,144	1,222	420,889	343,952

The measure used for reporting segment loss or profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA, the Group's loss or earnings are further adjusted for items not specifically attributed to individual segments, such as share of losses of associates and other head office or corporate administration costs.

3 分部報告 (續)
(b) 須報告分部損益之對賬

須報告分部經營(虧損)/溢利	Reportable segment (loss)/profit		
分部間溢利之撤銷	Elimination of inter-segment profits		
須報告來自集團以外的客戶	Reportable segment (loss)/profit derived		
之分部(虧損)/溢利	from the Group's external customers		
其他收益	Other income		
折舊及攤銷	Depreciation and amortisation		
擬分拆附屬公司獨立	Expenses for proposed separate		
上市費用	listing of a subsidiary		
融資成本	Finance costs		
應佔聯營公司虧損	Share of losses of associates		
未分配之總公司及	Unallocated head office and		
企業費用	corporate expenses		
除稅前綜合(虧損)/溢利	Consolidated (loss)/profit before taxation		

3 Segment reporting (continued)
(b) Reconciliations of reportable segment profit or loss

		截至九月三十日止六個月	
		Six months ended 30 September	
		2015	2014
		\$'000	\$'000
		(25,341)	44,672
		(4,061)	(3,251)
		(29,402)	41,421
		491	2,645
		(18,839)	(16,838)
		(9,200)	-
		(109)	(216)
		-	(91)
		(2,826)	(5,031)
		(59,885)	21,890

4 營運的季節性因素

本集團成衣分部的平均銷售於下半年表現較佳，銷售額高於上半年，原因是節日期間產品需求增加。因此，上半年所錄得的收入較低，該等分部的分部業績亦較下半年遜色。

截至二零一五年九月三十日止十二個月，成衣分部分別錄得須報告分部收入892,366,000元(截至二零一四年九月三十日止十二個月：1,028,201,000元)，以及錄得須報告分部虧損28,516,000元(截至二零一四年九月三十日止十二個月：須報告分部溢利79,561,000元)。

4 Seasonality of operations

The Group's sales of garments division on average experiences higher sales in the second half year, compared to the first half year, due to the increased demand of its products during the holiday season. As such, the first half year reports lower revenue and segment result for this segment than the second half.

For the twelve months ended 30 September 2015, the sales of garments division reported reportable segment revenue of \$892,366,000 (twelve months ended 30 September 2014: \$1,028,201,000) and reportable segment loss of \$28,516,000 (twelve months ended 30 September 2014: reportable segment profit of \$79,561,000).

5 除稅前（虧損）／溢利

除稅前（虧損）／溢利已扣除／（計入）
下列各項：

(a) 融資成本	須於五年內悉數償還的 銀行貸款及透支利息
(b) 其他項目	其他物業、廠房及設備 折舊及攤銷 存貨撇減及虧損減回撥 （附註第11項） 作買賣用途之證券產生 的已變現及未變現 （收益）／虧損淨額 其他財務資產的已變現 收入淨額 利息收入 上市證券的股息收入

(c) 擬分拆附屬公司獨立上市費用

於二零一五年四月十三日，本公司向香港聯合交易所有限公司（「聯交所」）呈交申請，批准HKSP控股有限公司（「HKSPH」）的股份通過配售HKSPH股份予專業及機構投資者的方式於聯交所創業板上市及買賣，以及按股東於本集團的持股比重，實物分派HKSPH全部已發行股本之部分股份予本集團股東（「分拆建議」）。於二零一五年九月九日，HKSPH獲聯交所上市科（「上市科」）通知，其上市申請已被拒絕。本公司及HKSPH就上市科的決定而可能會採取的措施，正在尋求專業團隊的意見。期內，就分拆建議承擔一次性法律和專業費用9,200,000港元。

6 所得稅

本期稅項－香港利得稅
本期稅項－香港以外地區
遞延稅項

5 (Loss)/Profit before taxation

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

(a) Finance costs	Interest on bank loans and overdrafts wholly repayable within five years
(b) Other items	Depreciation and amortisation of other property, plant and equipment Inventories write-down and losses net of reversals (note 11) Net realised and unrealised (gain)/loss on trading securities Net realised gain on other financial assets Interest income Dividend income from listed securities

(c) Expenses for proposed separate listing of a subsidiary

On 13 April 2015, the Company submitted to The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) to apply for the listing of the shares of HKSP Holdings Limited (“HKSPH”) on The Growth Enterprise Market of the Stock Exchange (“Proposed Spin-off”) by ways of placing of the shares of HKSPH with professional and institutional investors and distribution in specie whereby a portion of the entire issued share capital of HKSPH will be allocated to shareholders of the Group in proportion to their respective shareholding in the Group. On 9 September 2015, HKSPH was notified by the listing division of the Stock Exchange (the “Listing Division”) that the listing application was rejected. The Company and HKSPH are now seeking advice from the professional parties on the possible steps to be taken with regard to the Listing Division’s decision. Legal and professional expenses in respect of the Proposed Spin-off amounting to \$9,200,000 were incurred in the period.

6 Income tax

Current tax – Hong Kong Profits Tax
Current tax – Outside Hong Kong
Deferred taxation

截至九月三十日止六個月
Six months ended 30 September

2015
\$'000

2014
\$'000

109 216

18,839 16,838

(9,121) (1,413)

(861) 502

– (519)

(278) (2,690)

(5) (5)

截至九月三十日止六個月
Six months ended 30 September

2015
\$'000

2014
\$'000

1,492 6,289

(650) 1,228

(9,887) (5,758)

(9,045) 1,759

6 所得稅 (續)

香港利得稅準備將按二零一五年度估計應課稅溢利的16.5%(二零一四年:16.5%)計算。香港以外地區附屬公司的稅項,同樣使用預期相關國家將予應用的估計年度實際稅率計算。

7 股本及股息

(a) 股息

(i) 應付權益股東之中期股息如下:

董事會不建議派發截至二零一五年九月三十日止六個月的中期股息(二零一四年:每股港幣10仙)。

(ii) 上個財政年度之應付權益股東應佔股息,已於中期報告期間獲批准:

董事於二零一五年六月二十三日建議分派二零一五年三月三十一日止年度的末期股息為每股30.0仙,合計為49,758,000元,於二零一五年九月十六日在本公司股東週年大會中獲全體股東批准。該股息已於二零一五年十月五日派付。於二零一五年九月三十日,應付股息金額已列入綜合財務狀況表之「應付股息」。

二零一四年三月三十一日止年度的末期股息為每股80.0仙,合計為132,691,000元,並已於截至二零一四年九月三十日期內獲批准及派付。

(b) 股本

本公司普通股的變動如下:

已發行及繳足股本, 普通股:
 於四月一日, 九月三十日/
 三月三十一日

Ordinary shares,
 issued and fully paid:
 At 1 April, 30 September/
 31 March

165,864 383,909 165,864 383,909

6 Income tax (continued)

The provision for Hong Kong Profits Tax for 2015 is calculated at 16.5% (2014: 16.5%) of the estimated assessable profits for the period. Taxation for subsidiaries outside Hong Kong is similarly calculated using the estimated annual effective rates of taxation that are expected to be applicable in the relevant countries.

7 Capital and dividends

(a) Dividends

(i) Dividends payable to equity shareholders attributable to the interim period:

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2015 (2014: 10 HK cents per share).

(ii) Dividends payable to equity shareholders attributable to the previous financial year and approved during the interim period:

Final dividends of 30.0 HK cents per share in respect of the year ended 31 March 2015 amounted to \$49,758,000 was proposed by the directors on 23 June 2015 and was approved in the Company's Annual General Meeting on 16 September 2015. The dividends were fully paid on 5 October 2015. At 30 September 2015, the amount of dividends payable was included in "dividends payable" in the consolidated statement of financial position.

Final dividends of 80.0 HK cents per share in respect of the year ended 31 March 2014 amounted to \$132,691,000 was approved and paid during the period ended 30 September 2014.

(b) Share capital

Movements of the Company's ordinary shares are set out below:

於二零一五年九月三十日 At 30 September 2015		於二零一五年三月三十一日 At 31 March 2015	
股數 No. of Shares ('000)	\$'000	股數 No. of Shares ('000)	\$'000
165,864	383,909	165,864	383,909

8 每股（虧損）／盈利

(a) 每股基本（虧損）／盈利

每股基本（虧損）／盈利是按照本期間的本公司權益股東應佔虧損48,633,000元（截至二零一四年九月三十日止六個月：溢利20,938,000元）及已發行普通股的加權平均股數165,864,000股（二零一四年：165,864,000股）計算。

(b) 每股攤薄（虧損）／盈利

截至二零一五年九月三十日止六個月的普通股並沒有潛在攤薄。

每股攤薄盈利是按照截至二零一四年九月三十日止六個月的本公司權益股東應佔溢利20,938,000元及已發行普通股的加權平均股數165,873,000股計算。

9 投資物業、其他物業、廠房及設備及租賃土地

(a) 收購及出售

於本期間，本集團購置其他物業、廠房及設備項目的成本為14,404,000元（二零一四年：投資物業、其他物業、廠房及設備206,188,000元），出售其他物業、廠房及設備的賬面淨值653,000元（二零一四年：137,000元），而錄得出售虧損653,000元（二零一四年：67,000元）。

(b) 估值

董事認為無必要於二零一五年九月三十日對本集團的投資物業作出專業評估。然而，董事考慮到於二零一五年九月三十日投資物業的價格相對於二零一五年三月三十一日所作的專業評估並沒有重大差別，因此，本期間並沒有已確認的重估盈餘或虧絀。

其他物業、廠房及設備及租賃土地以成本或估值減累計折舊入賬。

8 (Loss)/Earnings per share

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of \$48,633,000 (six months ended 30 September 2014: profit of \$20,938,000) and the weighted average number of ordinary shares of 165,864,000 shares (2014: 165,864,000 shares) in issue during the period.

(b) Diluted (loss)/earnings per share

There is no dilutive potential ordinary shares during six months ended 30 September 2015.

The calculation of diluted earnings per share for the six months ended 30 September 2014 is based on the profit attributable to ordinary equity shareholders of the Company of \$20,938,000 and the weighted average number of ordinary shares of 165,873,000 shares in issue during the period.

9 Investment properties, other property, plant and equipment and leasehold land

(a) Acquisitions and disposals

During the period, the Group acquired items of other property, plant and equipment with a cost of \$14,404,000 (2014: investment properties, other property, plant and equipment of \$206,188,000) and disposed items of other property, plant and equipment with a net book value of \$653,000 (2014: \$137,000), resulting in a loss on disposal of \$653,000 (2014: \$67,000).

(b) Valuation

The directors are of the opinion that no professional valuation is necessary in respect of the Group's investment properties as at 30 September 2015. However, the directors have considered that the values of the investment properties as at 30 September 2015 would not be materially different from the professional valuation made as at 31 March 2015 and, accordingly, no revaluation surplus or deficit has been recognised in the current period.

Other property, plant and equipment and leasehold land are stated at cost or valuation less accumulated depreciation.

10 租賃權費用

租賃權費用指一間附屬公司為取得法國一所物業的租賃權而支付的數額。倘該附屬公司不再佔用該物業，則有權將租賃權出售予下一個租客。因此，租賃權費用被視為擁有無限期可用經濟年期，按成本減減值虧損列賬。

11 存貨

期內，存貨撇減及虧損減回撥之金額為9,121,000元（二零一四年：1,413,000元），已經確認入賬。存貨撇減撥回乃由於顧客取向之改變而引致成衣的預計變現價值增加。

12 應收賬款及其他應收款

截至本報告期末日，應收賬款（計入應收賬款及其他應收款）根據發票日及經扣除疑賬撥備之賬齡分析如下：

一個月內	Within 1 month
一至二個月	1 to 2 months
二至三個月	2 to 3 months
超過三個月	Over 3 months
應收賬款，已扣除疑賬撥備	Trade debtors, net of allowance for doubtful debts
按金、預付款及其他應收款	Deposits, prepayments and other receivables
應收關連公司款項	Amounts due from related companies
會所會籍	Club memberships

個別信貸評估按所有需提供超越若干信貸的客戶進行。該等應收款乃於發票日期後30至90日內到期。

13 現金及現金等價物

銀行之存款	Deposits with banks
銀行存款及現金	Cash at bank and in hand
綜合財務狀況表所示的 現金及現金等價物	Cash and cash equivalents in the consolidated statement of financial position
銀行透支	Bank overdrafts
簡明綜合現金流量表所示 的現金及現金等價物	Cash and cash equivalents in the condensed consolidated cash flow statement

10 Lease premium

Lease premium represent amount paid by a subsidiary to obtain the right to lease a property in France. In the event that the subsidiary vacates the property, the subsidiary would be entitled to sell the right to the lease to the next tenant. Accordingly, the lease premium is considered to have an indefinite useful economic life and is carried at cost less impairment losses.

11 Inventories

During the period, \$9,121,000 (2014: \$1,413,000) of inventories write-down and losses net of reversals has been recognised. The reversal arose due to an increase in the estimated realisable value of certain garments as a result of a change in consumer preferences.

12 Trade and other receivables

As of the end of the reporting period, the ageing analysis of trade debtors (which are included in trade and other receivables), based on the invoice date and net of allowance for doubtful debts, is as follows:

	九月三十日 30 September 2015 \$'000	三月三十一日 31 March 2015 \$'000
一個月內	62,990	64,831
一至二個月	17,244	9,600
二至三個月	5,342	510
超過三個月	830	4,128
應收賬款，已扣除疑賬撥備	86,406	79,069
按金、預付款及其他應收款	61,888	54,377
應收關連公司款項	6	48
會所會籍	750	750
	149,050	134,244

Individual credit evaluations are performed on all customers requiring credit over a certain amount. Trade debtors are due within 30 days to 90 days from the date of billing.

13 Cash and cash equivalents

	九月三十日 30 September 2015 \$'000	三月三十一日 31 March 2015 \$'000
銀行之存款	7,810	21,894
銀行存款及現金	159,231	166,965
綜合財務狀況表所示的 現金及現金等價物	167,041	188,859
銀行透支	(11,317)	(12,360)
簡明綜合現金流量表所示 的現金及現金等價物	155,724	176,499

14 應付賬款及其他應付款

截至本報告期末日，應付賬款及應付票據（計入應付賬款及其他應付款）根據發票日之賬齡分析如下：

一個月內	Within 1 month
一至三個月	1 to 3 months
三至六個月	Over 3 months but within 6 months
超過六個月	Over 6 months
應付賬款及應付票據	Total creditors and bills payable
其他應付款及應付費用	Other payables and accrued charges
應付關連公司款項	Amounts due to related companies

14 Trade and other payables

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable (which are included in trade and other payables), based on the invoice date, is as follows:

九月三十日 30 September 2015 \$'000	三月三十一日 31 March 2015 \$'000
26,748	16,045
22,880	8,487
1,675	5,659
1,274	4,938
52,577	35,129
131,720	104,158
11,720	8,611
196,017	147,898

15 銀行貸款及透支

一年內或接獲通知償還的
無抵押銀行貸款及透支

Unsecured bank loans and overdrafts
repayable within 1 year or on demand

九月三十日 30 September 2015 \$'000	三月三十一日 31 March 2015 \$'000
27,344	12,360

15 Bank loans and overdrafts

16 持作出售的組合

誠如本公司於二零一五年八月二十一日刊發的主要交易通函所述，本公司及本公司的全資附屬公司Luk Hop Garments Limited（「Luk Hop」）於二零一五年七月六日與一獨立第三方（「買方」）訂立買賣協議，內容有關以現金代價人民幣45,200,000元（相當於約56,500,000元），出售長江西服有限公司（「長江西服」）的全部已發行股本，而於二零一五年九月底已收取人民幣29,800,000元（相當於約36,532,000元）。本公司及Luk Hop各自持有長江西服50%的已發行股本。長江西服為長江西服（東莞）有限公司的唯一股東，而長江西服（東莞）為一項物業的合法擁有人，該物業為一幅面積為58,347平方米位於東莞市東坑鎮初坑管理區的土地，連同位於土地的廠房和職工公寓及宿舍，總建築面積約31,974平方米。有關土地的土地使用權將於二零一四年二月屆滿。此項出售須於二零一六年一月二十八日或之前完成。

16 Disposal group held for sale

As disclosed in the Major Transaction Circular issued by the Company on 21 August 2015, the Company and Luk Hop Garments Limited (“Luk Hop”), a wholly owned subsidiary of the Company, entered into a sale and purchase agreement on 6 July 2015 with an independent third party (“the Purchaser”) relating to the disposal of the entire issued shares of YGM Clothing Limited (“YGM Clothing”) within sales of garments segment at a cash consideration of RMB45,200,000 (equivalent to approximately \$56,500,000); an amount of RMB29,800,000 (equivalent to approximately \$36,532,000) had been received as at the end of September 2015. The Company and Luk Hop hold 50% of the issued shares of YGM Clothing. YGM Clothing is the sole shareholder of YGM Clothing (Dongguan) Limited which in turn is the legal owner of the land located at Chukeng Management District, Dongkeng Town, Dongguan City (東莞市東坑鎮初坑管理區) with a site area of 58,347 sq. m. together with the factory and employee apartments and dormitories built thereon with a total gross area of approximately 31,974 sq. m.. The land use right of the land expires in February 2044. The completion of the sale shall take place no later than 28 January 2016.

16 持作出售的組合 (續)

因此，相關資產及負債於綜合財務狀況表列作持作出售資產及持作出售資產的相關負債入賬。於二零一五年九月三十日，出售組合包括27,726,000元的資產減6,316,000元的負債，詳見下文：

		\$'000
其他物業、廠房及設備	Other property, plant and equipment	22,459
按經營租賃持作自用的租賃 土地權益	Interests in leasehold land held for own use under operating leases	4,849
應收賬款及其他應收款	Trade and other receivables	112
遞延稅項資產	Deferred tax assets	306
持作出售資產	Assets held for sale	<u>27,726</u>
應付賬款及其他應付款	Trade and other payables	<u>6,316</u>
持作出售資產的相關負債	Liabilities associated with assets held for sale	<u>6,316</u>

8,717,000元的累計收入計入有關出售組合的其他綜合收入。

16 Disposal group held for sale (continued)

Accordingly, the corresponding assets and liabilities are presented as assets held for sale and liabilities associated with assets held for sale in the consolidated statement of financial position. As at 30 September 2015, the disposal group comprised assets of \$27,726,000 less liabilities of \$6,316,000 as follows:

There are cumulative income of \$8,717,000 included in other comprehensive income relating to the disposal group.

17 金融工具之公允價值計量

(a) 按公允價值計量的金融資產

(i) 公允價值階層

下表呈列本集團金融工具於本報告期末按經常性基準計量的公允價值，並分類為香港財務報告準則第13號「公允價值計量」所界定的三級公允價值階層。將公允價值計量分類的等級乃經參考以下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日期相同資產或負債於活躍市場的未經調整報價）計量的公允價值
- 第二級估值：使用第二級輸入數據（即未能達到第一級的可觀察輸入數據）且並非使用重大不可觀察輸入數據計量的公允價值。不可觀察輸入數據為市場數據欠奉的輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量的公允價值

17 Fair value measurement of financial instruments

(a) Financial assets measured at fair value

(i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

17 金融工具之公允價值計量 (續) **17 Fair value measurement of financial instruments (continued)**

(a) 按公允價值計量的金融資產 (續)

(i) 公允價值階層 (續)

	二零一五年 九月三十日 的公允價值 Fair value at 30 September 2015 \$'000	於二零一五年九月三十日的 公允價值計量分類為 Fair value measurement as at 30 September 2015 categorised into			
		第一級 Level 1 \$'000	第二級 Level 2 \$'000	第三級 Level 3 \$'000	
經常性公允價值計量 財務資產： 作買賣用途之證券	Recurring fair value measurement Financial assets: Trading securities	8,611	2,486	6,125	-
		於二零一五年三月三十一日的 公允價值計量分類為 Fair value measurement as at 31 March 2015 categorised into			
		第一級 Level 1 \$'000	第二級 Level 2 \$'000	第三級 Level 3 \$'000	
經常性公允價值計量 金融資產： 作買賣用途之證券	Recurring fair value measurement Financial assets: Trading securities	1,625	1,625	-	-

於截至二零一五年九月三十日止六個月內，第一級及第二級之金融工具沒有轉移(二零一四年：無)。本集團之政策為於發生之本報告期末日確認公允價值階層水平之間的轉撥。

(ii) 於第二階層公允價值計量採用之估值方法及輸入數據

於二零一五年九月三十日的作買賣用途之證券以採用金融機構的報價按市值入賬。

(b) 未按公允價值列賬的金融資產及負債的公允價值

於二零一五年三月三十一日及二零一五年九月三十日，本集團以成本或攤銷成本列賬的金融工具的賬面值，與其公允價值並無重大差別。

(a) Financial assets measured at fair value (continued)

(i) Fair value hierarchy (continued)

	二零一五年 九月三十日 的公允價值 Fair value at 30 September 2015 \$'000	於二零一五年九月三十日的 公允價值計量分類為 Fair value measurement as at 30 September 2015 categorised into			
		第一級 Level 1 \$'000	第二級 Level 2 \$'000	第三級 Level 3 \$'000	
經常性公允價值計量 財務資產： 作買賣用途之證券	Recurring fair value measurement Financial assets: Trading securities	8,611	2,486	6,125	-
		於二零一五年三月三十一日的 公允價值計量分類為 Fair value measurement as at 31 March 2015 categorised into			
		第一級 Level 1 \$'000	第二級 Level 2 \$'000	第三級 Level 3 \$'000	
經常性公允價值計量 金融資產： 作買賣用途之證券	Recurring fair value measurement Financial assets: Trading securities	1,625	1,625	-	-

During the six months ended 30 September 2015, there were no transfers between Level 1 and Level 2 (2014: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair values of trading securities as at 30 September 2015 were marked to market using quoted market prices from financial institutions.

(b) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 March 2015 and 30 September 2015.

18 中期財務報告並無撥備的未履行資本承擔

於期末並無重大的資本承擔(二零一五年三月三十一日：無)。

18 Capital commitments outstanding not provided for in the interim financial report

There were no material capital commitments outstanding at the period end (31 March 2015: \$Nil).

19 重大關聯人士交易

各董事認為與下列關聯人士進行之重大交易乃在正常營運中按一般商業條款進行：

(a) 主要管理人員的交易

所有主要管理人員均為本公司之董事，期內，其薪金及短期福利為3,688,000元(二零一四年：3,807,000元)。

(b) 與長江製衣有限公司、其附屬公司及聯營公司(「長江製衣集團」)進行之交易及向其收取／支付之數額(本公司若干董事乃長江製衣集團及本集團之控股股東)如下：

購入成衣商品	Purchases of garment products
出售成衣商品	Sales of garment products
已付及應付物業租金	Rental expense paid and payable on properties
已付及應付管理費	Management fees paid and payable
已付及應付大廈管理費	Building management fees paid and payable

(c) 與金石發展有限公司、其附屬公司及聯營公司(「金石集團」)(金石集團實益擁有本集團一家附屬公司的35%權益)進行之交易及向其支付之金額：

購入皮具商品	Purchases of leather goods
已付及應付管理費	Management fees paid and payable

(d) 於下列日期應付關聯公司款如下：

應付長江製衣集團款，淨額	Amount due to Yangtzekeiang Garment Group, net
應付金石集團款，淨額	Amount due to Goldstone Group, net

與關聯公司款結餘乃無抵押、免息及按通知即時償還。

19 Material related party transactions

The following material transactions with related parties were, in the opinion of the directors, carried out in the ordinary course of business and on normal commercial terms:

(a) Transactions with key management personnel

All members of key management personnel are the directors of the Company, and their salaries and other short-term benefits for the period are \$3,688,000 (2014: \$3,807,000).

(b) Transactions with and amounts received from/paid to Yangtzekeiang Garment Limited, its subsidiaries and associated companies ("Yangtzekeiang Garment Group") (certain directors of the Company are collectively the controlling shareholders of both the Yangtzekeiang Garment Group and the Group):

截至九月三十日止六個月
Six months ended 30 September

2015
\$'000

2014
\$'000

8,569
12
3,480
372
144

14,689
21
3,625
372
150

(c) Transactions with and amounts paid to Goldstone Development Limited, its subsidiaries and associated companies ("Goldstone Group") (Goldstone Group is beneficially interested in 35% of subsidiary of the Group):

截至九月三十日止六個月
Six months ended 30 September

2015
\$'000

2014
\$'000

6,865
360

8,387
360

(d) Outstanding balances due to related companies as at:

九月三十日
30 September
2015
\$'000

三月三十一日
31 March
2015
\$'000

4,445
7,269

3,100
5,463

The outstanding balances with related companies are unsecured, interest free and repayable on demand.

其他資料

中期股息

董事會不建議派發截至二零一五年九月三十日止六個月的中期股息(二零一四年:每股港幣10仙)。

董事及行政總裁於股份及相關股份的權益

依據《證券及期貨條例》(「證券及期貨條例」)第352條須予存置的董事及行政總裁權益及淡倉登記冊的紀錄,於二零一五年九月三十日在任的本公司董事及行政總裁於該日擁有本公司、其附屬公司及其他相聯法團(定義見證券及期貨條例)已發行股份的權益如下:

		普通股股份數量 Number of Ordinary Shares			
實益權益	Beneficial interests	個人權益 (i) Personal interests (i)	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests
陳永奎	Chan Wing Fui, Peter	24,068	12,230,051	–	(ii)&(iii)
陳永樂	Chan Wing Sun, Samuel	7,476,072	250,000	8,093,775	(ii)&(iii)
周陳淑玲	Chan Suk Ling, Shirley	6,912,272	328,000	–	(ii)&(iii)
傅承蔭	Fu Sing Yam, William	2,075,462	–	–	(ii)
陳永棋	Chan Wing Kee	9,346,776	1,012,035	–	(ii),(iii)&(iv)
陳永滔	Chan Wing To	11,571,367	–	–	(ii),(iii)&(iv)
陳嘉然	Andrew Chan	392,000	–	–	–
梁學濂	Leung Hok Lim	100,000	–	–	–
林克平	Lin Keping	25,000	–	–	–

(i) 該等股份以身為實益擁有人的董事及行政人員的名義登記。

(ii) 36,791,700股本公司股份由Chan Family Investment Corporation Limited(由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、傅承蔭先生、周陳淑玲女士及其他陳氏家族成員擁有)及其附屬公司所持有。

OTHER INFORMATION

Interim Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2015 (2014: 10 HK cents per share).

Directors' and Chief Executive's Interests in Shares and Underlying Shares

The Directors and chief executive of the Company who held office at 30 September 2015 had the following interests in the issued shares of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities and Future Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interest and short position required to be kept under Section 352 of the SFO:

		普通股股份數量 Number of Ordinary Shares			
個人權益 (i) Personal interests (i)	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests		
24,068	12,230,051	–	(ii)&(iii)	陳永奎	
7,476,072	250,000	8,093,775	(ii)&(iii)	陳永樂	
6,912,272	328,000	–	(ii)&(iii)	周陳淑玲	
2,075,462	–	–	(ii)	傅承蔭	
9,346,776	1,012,035	–	(ii),(iii)&(iv)	陳永棋	
11,571,367	–	–	(ii),(iii)&(iv)	陳永滔	
392,000	–	–	–	陳嘉然	
100,000	–	–	–	梁學濂	
25,000	–	–	–	林克平	

(i) The shares are registered under the names of the directors and chief executives who are the beneficial owners.

(ii) 36,791,700 shares of the Company were held by Chan Family Investment Corporation Limited (which is owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To and Fu Sing Yam, William, Madam Chan Suk Ling, Shirley and other members of the Chan family) and its subsidiaries.

董事及行政總裁於股份及相關股份的權益 (續)

- (iii) 120,400 股本公司股份由 Hearty Development Limited 持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。
- (iv) 1,597,000 股本公司股份由 Super Team International Limited 持有。該公司由陳永棋先生、陳永滔先生及其他陳氏家族成員間接擁有。

除以上所述者外，本公司董事、行政人員或任何彼等之配偶或未滿十八歲之子女，概無於本公司或其任何附屬公司或其他相聯法團的股份、相關股份或債權證中擁有須登記於根據證券及期貨條例第352條規定本公司須存置的登記冊，或根據《上市公司董事進行證券交易的標準守則》規定須另行知會本公司的任何權益或淡倉。

主要股東

於二零一五年九月三十日，按本公司依據證券及期貨條例第336條存置的登記冊所記錄，除上文所載有關董事的權益外，本公司概無獲知會須登記於依據證券及期貨條例第336條規定須存置的登記冊的任何其他權益。

除上述披露外，於二零一五年九月三十日，本公司董事或彼等之聯繫人士概無在本公司及其相關法團（定義見證券條例第XV部）的股份、相關股份及債權證中擁有或被視作擁有根據該條例第352條須予備存的登記冊所載或根據標準守則須知會本公司和聯交所之任何權益或淡倉。此外，除上述披露外，本公司或其任何附屬公司於截至二零一五年九月三十日止期間內概無訂立任何安排，令本公司董事或彼等之配偶或未滿18歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

Directors' and Chief Executive's Interests in Shares and Underlying Shares (continued)

- (iii) 120,400 shares of the Company were held by Hearty Development Limited which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel and Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.
- (iv) 1,597,000 shares of the Company were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing To and other members of the Chan family.

Apart from the foregoing, none of the Directors and chief executive of the Company or any of their spouses or children under eighteen years of age has any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its subsidiaries or other associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Substantial Shareholders

As at 30 September 2015, the register required to be kept by the Company pursuant to section 336 of the SFO showed that, other than the interests disclosed above in respect of the directors, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

Save as disclosed above, as at 30 September 2015, none of the directors or their associates had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and 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 notified to the Company and the Stock Exchange pursuant to the Model Code. Furthermore, save as disclosed above, at no time during the period ended 30 September 2015 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

關連交易及董事之合約的權益

依據香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章所列的關連交易詳情載於中期財務報告附註第19項內。獨立非執行董事認為，該等關連交易均：

- (i) 於其一般及日常業務過程中進行；
- (ii) 按正常商業條款（所指之「正常商業條款」將參考類似機構進行性質相若之交易時所依據之條款）或倘無可供比較之條款，則按對本公司之獨立股東而言屬公平合理之條款進行；
- (iii) 根據規管該等交易之協議條款訂立；及
- (iv) 根據集團之定價政策（如有）進行。

除以上所述者外，本公司各董事概無於本公司或其任何附屬公司所訂立，而在本期間結算日或期內任何時間仍屬有效的重大合約中佔有重大權益。

收購、出售或贖回股份

截至二零一五年九月三十日止期間內，本公司或其任何附屬公司並無收購、出售或贖回本公司任何上市證券。

審核委員會

本公司依照上市規則第3.21條成立審核委員會，旨在審核及監察本集團之財務申報過程及內部控制。該審核委員會由本公司四位獨立非執行董事組成。

本公司之審核委員會已與管理階層審閱本集團所採納的會計原則及慣例，以及本集團截至二零一五年九月三十日止期間之未經審核中期財務報表。

Connected Transactions and Directors' Interest in Contracts

Details of connected transactions under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out on Note 19 to the interim financial report. In the opinion of the independent non-executive directors, these connected transactions were entered into by the Group:

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

Apart from the foregoing, no contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, subsisted at the end of the period or at any time during the period.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 30 September 2015.

Audit Committee

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises four independent non-executive directors of the Company.

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited interim financial statements of the Group for the period ended 30 September 2015.

公司管治常規

於截至二零一五年九月三十日止六個月期間內，除非執行董事並無指定明確任期而須根據本公司組織章程於本公司股東週年大會輪值告退及重選外，本公司一直遵守上市規則附錄14所載之企業管治常規守則。

董事之證券交易

本公司已採納有關董事證券交易之證券買賣守則，其條款不遜於上市規則附錄10所載證券交易標準守則（「標準守則」）載列之規定準則。經過本公司向所有董事作出具體查詢後，本公司董事已確認，彼等於回顧本期間內，一直遵守標準守則載列之規定準則及其有關董事證券交易之證券買賣守則。

承董事會命
主席
陳永樂

香港，二零一五年十一月二十七日

Corporate Governance Practices

During the six months ended 30 September 2015, the Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, except that the Non-executive Directors were not appointed for a specific term but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Company's articles of association.

Directors Securities Transactions

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

By Order of the Board
Chan Wing Sun, Samuel
Chairman

Hong Kong, 27 November 2015

